

Edgar Filing: FTM MEDIA INC - Form SC 13D

FTM MEDIA INC  
Form SC 13D  
March 20, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13D

Under the Securities Exchange Act of 1934

FTM MEDIA, INC.  
(Name of Issuer)

Common Stock, Par Value \$.004 per share  
(Title of Class of Securities)

457961100  
(CUSIP Number)

Sumner M. Redstone  
National Amusements, Inc.  
200 Elm Street  
Dedham, Massachusetts 02026  
Telephone: (781) 461-1600

with a copy to:

Michael D. Fricklas, Esq.  
Viacom Inc.  
1515 Broadway  
New York, New York 10036  
Telephone: (212) 258-6000

(Name, Address and Telephone Number of  
Person Authorized to Receive Notices and Communications)

May 4, 2000  
(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box / /.

Check the following box if a fee is being paid with this statement / /.

CUSIP No. 457961100

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(1) Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

SUMNER M. REDSTONE  
S.S. No.

(2) Check the Appropriate Box if a Member of Group (See Instructions)  
/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) N/A

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).

(6) Citizenship or Place of Organization  
United States

|   |                               |           |
|---|-------------------------------|-----------|
| Number of Shares                            | (7) Sole Voting Power         |           |
| Beneficially Owned by Each Reporting Person | (8) Shared Voting Power       | 5,519,775 |
| With  | (9) Sole Dispositive Power    |           |
|   | (10) Shared Dispositive Power | 1,500,000 |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
1,500,000

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)  
23.0%

(14) Type of Reporting Person (See Instructions)  
IN

CUSIP No. 457961100

(1) Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

INFINITY MEDIA CORPORATION  
I.R.S No. 13-2766282

(2) Check the Appropriate Box if a Member of Group (See Instructions)  
/ / (a)

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-----  
 / / (b)  
 -----

(3) SEC Use Only  
 -----

(4) Sources of Funds (See Instructions) N/A  
 -----

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).  
 -----

(6) Citizenship or Place of Organization Delaware  
 -----

|   |                               |           |
|---|-------------------------------|-----------|
| Number of Shares                            | (7) Sole Voting Power         |           |
| Beneficially Owned by Each Reporting Person | (8) Shared Voting Power       | 5,519,775 |
|   | (9) Sole Dispositive Power    |           |
| With  | (10) Shared Dispositive Power | 1,500,000 |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 1,500,000  
 -----

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
 -----

(13) Percent of Class Represented by Amount in Row (11) 23.0%  
 -----

(14) Type of Reporting Person (See Instructions) CO  
 -----

Item 1. Security and Issuer.

The class of equity securities to which this Statement on Schedule 13D relates is Common Stock, \$.004 par value per share (the "Common Shares"), of FTM Media Inc. (the "Issuer"), a Colorado corporation, with its principal executive office located at 6991 East Camelback Road, Suite D103, Scottsdale, Arizona 85251.

Item 2. Identity and Background.

This Statement is filed by Mr. Sumner M. Redstone, National Amusements, Inc. ("NAI"), NAIRI, Inc. ("NAIRI"), Viacom Inc. ("Viacom"), Westinghouse CBS Holding Company, Inc. ("W/CBS HCI") CBS Broadcasting Inc. ("CBSBI") Infinity Broadcasting Corporation ("IBC"), and Infinity Media Corporation ("IMC") (collectively, the "Reporting Persons").

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IMC, a Delaware corporation has its principal executive office at 40 West 57th Street, New York, New York 10019. IMC's principal businesses are radio broadcasting and outdoor advertising. 100% of the issued and outstanding stock of IMC is owned by IBC.

IBC, a Delaware corporation, has its principal executive office at 40 West 57th Street, New York, New York 10019. IBC's principal businesses are radio broadcasting and outdoor advertising. Approximately 64% of the issued and outstanding stock of IBC is owned by CBSBI.

CBSBI, a New York corporation, has its principal executive offices at 51 West 52nd Street, New York, New York 10019. CBSBI's principal businesses, the CBS television network, radio and television broadcasting, and outdoor advertising. 100% of the issued and outstanding stock of CBSBI is owned by W/CBS HCI.

W/CBS HCI, a Delaware corporation, has its principal office at 51 West 52nd Street, New York, New York 10019. W/CBS HCI's principal business is cable television transmission and production services. 100% of the issued and outstanding stock of W/CBS HCI is owned by Viacom.

Viacom, a Delaware corporation, has its principal executive offices at 1515 Broadway, New York, New York 10036 and is a diversified entertainment and communications company. At May 12, 2000, approximately 68% of Viacom's voting Class A Common Stock, par value \$.01 per share, and approximately 13% (on a combined basis) of Viacom's Class A Common Stock and non-voting Class B Common Stock, par value \$.01 per share, was owned by NAIRI.

NAIRI, a Rhode Island corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026 and is a company owning and operating movie theaters in the United States whose main asset is its shares of Viacom Class A Common Stock and Class B Common Stock.

NAI, a Maryland corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026. NAI's principal businesses are owning and operating movie theaters in the United States, United Kingdom and South America and holding the common stock of NAIRI. 66-2/3% of the issued and outstanding shares of capital stock of NAI are beneficially owned by Mr. Sumner M. Redstone, as trustee of a trust owning such shares.

Sumner M. Redstone is an individual whose business address is c/o National Amusements, Inc., 200 Elm Street, Dedham, Massachusetts 02026. Mr. Redstone's principal occupation is Chairman of the Board and Chief Executive Officer of NAI, Chairman and President of NAIRI, and Chairman of the Board and Chief Executive Officer of Viacom Inc.

The executive officers and directors of CBSBI, Viacom, NAIRI and NAI are set forth on Schedules I through VII attached hereto, containing the following information with respect to each

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such person:

- (a) Name;
- (b) Residence or business address; and
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted.

During the last five years, neither of the Reporting Persons nor any person named in any of Schedules I through VII attached hereto has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Except for Jan Leschly, who is a Danish citizen, all of the directors of IMC, IBC, CBSBI, W/CBS HCI, Viacom, NAIRI and NAI, including Mr. Sumner M. Redstone, are citizens of the United States.

### Item 3. Source and Amount of Funds or Other Consideration.

The Issuer's Common Shares were acquired by the Reporting Persons, other than IMC, IBC, CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS Corporation ("CBS"), of which CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries, with and into Viacom on May 4, 2000. (IBC was a majority owned indirect subsidiary of CBS and IMC was and is a wholly owned subsidiary of IBC).

### Item 4. Purpose of Transaction.

The Issuer's Common Shares were acquired by the Reporting Persons, other than IMC, IBC, CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS, of which CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries, with and into Viacom on May 4, 2000. (IBC was a majority owned indirect subsidiary of CBS and IMC was and is a wholly owned subsidiary of IBC). The Reporting Persons may, at any time and from time to time, purchase additional Common Shares of the Issuer and may dispose of any and all Common Shares of the Issuer held by them. Notwithstanding the foregoing, the Reporting Persons have no current plan or proposal which relates to, or would result in, any of the actions enumerated in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

### Item 5. Interest in Securities of the Issuer.

- (a) and (b) IMC is the direct owner of 1,500,000 Common Shares or approximately 23% of the Issuer's issued and outstanding shares (based on the number of Common

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Shares that were reported by the Issuer to be issued and outstanding as of December 31, 1999). IMC is a party to a Contribution Agreement dated March 31, 1999 with the Issuer and other shareholders of the Issuer pursuant to which (i) IMC is represented on the Issuer's Board of Directors and (ii) with respect to the election of certain directors of the Issuer, IMC may be deemed to have shared voting power with respect to 5,519,775 Common Shares or 84% of the Issuer's issued and outstanding Common Shares.

The Reporting Persons expressly disclaim beneficial ownership of any Common Shares other than the 1,500,000 Common Shares directly held by IMC.

Each of IBC, CBSBI, W/CBS HCI, Viacom, NAIRI and NAI is currently the beneficial owner of, with shared dispositive and voting power, the Issuer's Common Shares owned by IMC.

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of 1,500,000 Common Shares or approximately 23% of the issued and outstanding Common Shares of the Issuer and 84% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of December 31, 1999).

(c) The Issuer's Common Shares were acquired by the Reporting Persons, other than IMC, IBC, CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS Corporation ("CBS"), of which CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries, with and into Viacom on May 4, 2000. (IBC was a majority owned indirect subsidiary of CBS and IMC was and is a wholly owned subsidiary of IBC).

(d) None.

(e) N/A

### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None of the Reporting Persons have entered into, or amended any existing, agreement with respect to the Common Shares or other securities of the Issuer since the prior statement on Schedule 13D, or amendment thereto, that was filed by certain of the Reporting Persons or any predecessor thereof. Viacom, as successor by merger to CBS, has assumed all rights and obligations of CBS.

Signatures

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After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. Pursuant to Rule 13d-1(f)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

May 15, 2000

/s/ Sumner M. Redstone  
-----

Sumner M. Redstone,  
Individually

National Amusements, Inc.

By: /s/ Sumner M. Redstone  
-----

Sumner M. Redstone,  
Chairman and Chief  
Executive Officer

NAIRI, Inc.

By: /s/ Sumner M. Redstone  
-----

Sumner M. Redstone,  
Chairman and President

Viacom Inc.

By: /s/Michael D. Fricklas  
-----

Michael D. Fricklas  
Senior Vice President,  
General Counsel and Secretary

Westinghouse/CBS Holding  
Company, Inc.

By: /s/ Angeline C. Straka  
-----

Angeline C. Straka,  
Vice President and Secretary

CBS Broadcasting Inc.

By: /s/ Angeline C. Straka  
-----

Angeline C. Straka,  
Vice President and Secretary

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Infinity Broadcasting Corporation

By: /s/ Angeline C. Straka

-----  
Angeline C. Straka  
Vice President and  
General Counsel

Infinity Media Corporation

By: /s/ Angeline C. Straka

-----  
Angeline C. Straka  
Vice President and  
General Counsel

SCHEDULE I

INFINITY MEDIA CORPORATION

-----  
EXECUTIVE OFFICERS  
-----

| Name               | Business or<br>Residence Address   | Principal<br>Occupation<br>or Employment  | Name and Address<br>of Corporation or<br>Other Organization<br>in which Employed                 |
|--------------------|--|---|--|
| Mel<br>Karmazin*   | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036  | President and<br>Chief Operating<br>Officer Viacom<br>Inc.  | Chairman, President<br>and Chief Executive<br>Officer of Infinity<br>Broadcasting<br>Corporation |
| Daniel R.<br>Mason | Infinity<br>Broadcasting<br>Corp.<br>c/o First Media<br>Corporation<br>10220 River Road<br>Potomac, MD 20854 | Executive Vice<br>President of<br>Infinity<br>Broadcasting Corp.<br>and President of<br>Infinity Radio<br>Group |  |
| Farid<br>Suleman*  | Infinity<br>Broadcasting<br>Corp.<br>40 W. 57th Street<br>New York, NY<br>10019                              | Executive Vice<br>President, Chief<br>Financial Officer<br>and Treasurer of<br>Infinity<br>Broadcasting Corp.   |  |



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\*Also a director

SCHEDULE II

INFINITY BROADCASTING CORPORATION

EXECUTIVE OFFICERS

| Name                | Business or Residence Address   | Principal Occupation or Employment   | Name and Address of Corporation or Other Organization in which Employed              |
|---------------------|---|--|--|
| Mel Karmazin*       | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036   | President and Chief Operating Officer Viacom Inc.  | Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation |
| Louis J. Briskman   | CBS Television<br>51 W. 52nd Street<br>New York, NY<br>10019  | Executive Vice President and General Counsel of CBS Television                                 |  |
| Daniel R. Mason     | Infinity Broadcasting Corp.<br>c/o First Media Corporation<br>10220 River Road<br>Potomac, MD 20854 | Executive Vice President of Infinity Broadcasting Corp. and President of Infinity Radio Group  |  |
| Fredric G. Reynolds | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036   | Executive Vice President and Chief Financial Officer of Viacom Inc.                            |  |
| Farid Suleman*      | Infinity Broadcasting Corp.<br>40 W. 57th Street<br>New York, NY<br>10019                           | Executive Vice President, Chief Financial Officer and Treasurer of Infinity Broadcasting Corp. |  |

\*Also a director

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SCHEDULE II  
(continued)

DIRECTORS

| Name                | Business or Residence Address   | Principal Occupation or Employment   | Name and Address of Corporation or Other Organization in which Employed |
|---------------------|---|--|---|
| George H. Conrades  | AKAMAI Technologies<br>201 Broadway<br>Cambridge, MA<br>02139               | Chairman and CEO<br>of AKAMAI<br>Technologies  |   |
| Bruce S. Gordon     | Bell Atlantic<br>1095 Avenue of<br>the Americas<br>New York, NY<br>10036    | Group President,<br>Enterprise<br>Business of Bell<br>Atlantic   |   |
| William S. Levine   | 1702 E. Highland<br>Suite 310<br>Phoenix, AZ 85016                          | Owner and an<br>Officer of<br>numerous privately-<br>owned firms and<br>Chairman of<br>Infinity Outdoor  | Infinity Outdoor<br>1702 E. Highland,<br>Suite 310<br>Phoenix, AZ 85016 |
| David T. McLaughlin | The Gallery<br>46 Newport Road<br>Suite 205<br>New London, NH<br>03257      | Chairman and Chief<br>Executive Officer<br>of Orion Safety<br>Products   | Orion Safety<br>Products<br>P.O. Box 1047<br>Easton, MD 21601           |
| Arturo R. Moreno    | Infinity Outdoor<br>2502 North Black<br>Canyon Highway<br>Phoenix, AZ 85009 | Chief Executive<br>Officer of<br>Infinity Outdoor  |   |
| Sumner M. Redstone  | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036                       | Chairman of the<br>Board and Chief<br>Executive Officer<br>of Viacom Inc.;<br>Chairman of the<br>Board and Chief<br>Executive Officer<br>of National<br>Amusements, Inc.;<br>President and<br>Chief Executive<br>Officer of Viacom | National Amusements,<br>Inc.<br>200 Elm Street<br>Dedham, MA 02026      |

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International Inc.

-----  
 Jeffrey Sherman Federated Direct 1000 Third Avenue New York, NY 10022 Chairman and Chief Executive Operating Officer of Federated Direct  
 -----

Robert D. Walter Cardinal Health, Inc. 7000 Cardinal Place Dublin, OH 43017 Chairman and Chief Executive Officer of Cardinal Health, Inc.  
 -----

SCHEDULE III

CBS BROADCASTING INC.

-----  
 EXECUTIVE OFFICERS  
 -----

| Name               | Business or Residence Address                                       | Principal Occupation or Employment   | Name and Address of Corporation or Other Organization in which Employed        |
|--------------------|---|--|--|
| Mel Karmazin*      | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036               | President and Chief Operating Officer of Viacom Inc.; Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation | Infinity Broadcasting Corporation<br>40 West 57th Street<br>New York, NY 10019 |
| Louis J. Briskman* | CBS Broadcasting Inc.<br>51 W. 52nd Street<br>New York, NY<br>10019 | Executive Vice President and General Counsel of CBS Television   |  |
| Leslie Moonves     | Viacom Inc.<br>7800 Beverly Blvd.<br>Los Angeles, CA<br>90036       | President and Chief Executive Officer of CBS Television  | CBS Television<br>7800 Beverly Blvd.<br>Los Angeles, CA<br>90036               |

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Fredric Viacom Inc. Executive Vice  
 G. 1515 Broadway President and  
 Reynolds\* New York, NY Chief Financial  
 10036 Officer of Viacom  
 Inc.

-----  
 \*Also a director

SCHEDULE IV

WESTINGHOUSE CBS HOLDING COMPANY, INC.

-----  
 EXECUTIVE OFFICERS  
 -----

| Name                 | Business or Residence Address                                       | Principal Occupation or Employment   | Name and Address of Corporation or Other Organization in which Employed        |
|----------------------|---|--|--|
| Mel Karmazin*        | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036               | President and Chief Operating Officer of Viacom Inc.; Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation | Infinity Broadcasting Corporation<br>40 West 57th Street<br>New York, NY 10019 |
| Louis J. Briskman*   | CBS Broadcasting Inc.<br>51 W. 52nd Street<br>New York, NY<br>10019 | Executive Vice President and General Counsel of CBS Television   |  |
| Leslie Moonves       | Viacom Inc.<br>7800 Beverly Blvd.<br>Los Angeles, CA<br>90036       | President and Chief Executive Officer of CBS Television  | CBS Television<br>7800 Beverly Blvd.<br>Los Angeles, CA<br>90036               |
| Fredric G. Reynolds* | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036               | Executive Vice President and Chief Financial Officer of Viacom Inc.  |  |

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\*Also a director

SCHEDULE V

VIACOM INC.

EXECUTIVE OFFICERS

| Name                | Business or Residence Address                         | Principal Occupation or Employment   | Name and Address of Corporation or Other Organization in Which Employed              |
|---------------------|---|--|--|
| Sumner M. Redstone* | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036 | Chairman of the Board and Chief Executive Officer of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; President and Chief Executive Officer of Viacom International Inc. | National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026                      |
| Mel Karmazin*       | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036 | President and Chief Operating Officer Viacom Inc. and Viacom International Inc.  | Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation |
| Michael D. Fricklas | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036 | Sr. VP, General Counsel and Secretary of Viacom Inc. and of Viacom International Inc.  | Viacom International Inc.<br>1515 Broadway<br>New York, NY 10036                     |
| Susan C. Gordon     | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036 | Vice President, Controller, Chief Accounting Officer of Viacom Inc. and Viacom International Inc.  | Viacom International Inc.<br>1515 Broadway<br>New York, NY 10036                     |
| William A. Roskin   | Viacom Inc.<br>1515 Broadway                          | Sr. VP, Human Resources and  | Viacom International Inc.  |

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|                       |  |                                     |
|-----------------------|--|-------------------------------------|
| New York, NY<br>10036 | Administration of<br>Viacom Inc. and<br>Viacom<br>International Inc. | 1515 Broadway<br>New York, NY 10036 |
|-----------------------|--|-------------------------------------|

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|                     |   |  |   |
|---------------------|---|--|---|
| Fredric<br>Reynolds | Viacom Inc.<br>1515 Broadway<br>New York, NY 10 | Sr. VP, Chief<br>Financial Officer<br>of Viacom Inc. and<br>Viacom<br>International Inc. | Viacom<br>International Inc.<br>1515 Broadway<br>New York, NY 10036 |
|---------------------|---|--|---|

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\*Also a Director

### SCHEDULE V (continued)

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#### DIRECTORS

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|                     |   |          |   |
|---------------------|---|----------|---|
| George S.<br>Abrams | Winer & Abrams<br>60 State Street<br>Boston, MA 02109 | Attorney | Winer & Abrams<br>60 State Street<br>Boston, MA 02109 |
|---------------------|---|----------|---|

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|                       |   |   |  |
|-----------------------|---|---|--|
| George H.<br>Conrades | AKAMI<br>Technologies<br>201 Broadway<br>Cambridge, MA<br>02139 | Chairman and Chief<br>Executive Officer<br>of<br>AKAMI Technologies |  |
|-----------------------|---|---|--|

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|                       |  |   |  |
|-----------------------|--|---|--|
| Philippe<br>P. Dauman | 121 East 65th<br>Street<br>New York, NY<br>10021 | Director of Viacom<br>Inc. and National<br>Amusements, Inc. |  |
|-----------------------|--|---|--|

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|                     |  |                            |  |
|---------------------|--|----------------------------|--|
| Thomas E.<br>Dooley | 243 Cleft Road<br>Mill Neck, NY<br>11937 | Director of Viacom<br>Inc. |  |
|---------------------|--|----------------------------|--|

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|                        |   |   |  |
|------------------------|---|---|--|
| William H.<br>Gray III | UNCF<br>8260 Willow Oaks<br>Corporate Drive<br>Fairfax, VA<br>22031 | President and<br>Chief Executive<br>Officer of The<br>College Fund/UNCF |  |
|------------------------|---|---|--|

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|                |   |   |  |
|----------------|---|---|--|
| Jan<br>Leschly | SmithKline<br>Beecham<br>P.O. Box 7929<br>Philadelphia, PA<br>19101 | Chief Executive<br>(Retired) of<br>SmithKline Beecham |  |
|----------------|---|---|--|

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|                        |   |   |  |
|------------------------|---|---|--|
| David T.<br>McLaughlin | Orion Safety<br>Products<br>P.O. Box 2047<br>Easton, MD 21601 | Chairman and Chief<br>Executive Officer<br>of<br>Orion Safety<br>Products |  |
|------------------------|---|---|--|

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|-----------------------|---|--|--|
| Ken Miller            | Credit Suisse<br>First Boston<br>Corporation<br>11 Madison<br>Avenue - 22nd<br>Floor<br>New York, NY<br>10010 | Vice Chairman of<br>C.S. First Boston  | Credit Suisse<br>First Boston<br>Corporation<br>11 Madison Avenue<br>22nd Floor<br>New York, NY<br>10010 |
| -----                 |   |  |  |
| Leslie<br>Moonves     | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036   | President and<br>Chief Executive<br>Officer of CBS<br>Television                   | CBS Television<br>7800 Beverly Blvd.<br>Los Angeles, CA<br>90036   |
| -----                 |   |  |  |
| Brent D.<br>Redstone  | c/o Showtime<br>Networks Inc.<br>1633 Broadway<br>New York, NY<br>10019                                       | Director of<br>National<br>Amusements, Inc.  | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026                                       |
| -----                 |   |  |  |
| Shari<br>Redstone     | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026  | President of<br>National<br>Amusements, Inc.                                       | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026                                       |
| -----                 |   |  |  |
| Fredric V.<br>Salerno | Bell Atlantic<br>Corporation<br>1095 Avenue of<br>the Americas<br>New York, NY<br>10036                       | Vice Chairman--<br>Finance and<br>Business<br>Development of<br>Bell Atlantic      | Bell Atlantic<br>Corporation<br>1095 Avenue of the<br>Americas<br>New York, NY<br>10036                  |
| -----                 |   |  |  |
| William<br>Schwartz   | Yeshiva<br>University<br>2495 Amsterdam<br>Avenue<br>New York, NY<br>10033                                    | VP for Academic<br>Affairs (chief<br>academic officer)<br>of Yeshiva<br>University | Yeshiva University<br>2495 Amsterdam<br>Avenue<br>New York, NY<br>10033                                  |
| -----                 |   |  |  |
| Ivan<br>Seidenberg    | Bell Atlantic<br>Corporation<br>1095 Avenue of<br>the Americas<br>New York, NY<br>10036                       | Chairman of the<br>Board and Chief<br>Executive Officer<br>of Bell Atlantic        | Bell Atlantic<br>Corporation<br>1095 Avenue of the<br>Americas<br>New York, NY<br>10036                  |
| -----                 |   |  |  |
| Patty<br>Stonesifer   | Bill and Melinda<br>Gates<br>Foundation<br>1551 Eastlake<br>Ave. East<br>Seattle, WA<br>98102                 | Co-Chair and<br>President of<br>Bill and Melinda<br>Gates Foundation               |  |
| -----                 |   |  |  |

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Robert D. Cardinal Health, Chairman and Chief  
 Walter Inc. Executive Officer  
 7000 Cardinal of Cardinal  
 Place Health, Inc.  
 Dublin, OH 43017

SCHEDULE VI

NAIRI, INC.

EXECUTIVE OFFICERS

| Name                | Business or Residence Address                                   | Principal Occupation or Employment  | Name and Address of Corporation or Other Organization in which Employed |
|---------------------|---|---|---|
| Sumner M. Redstone* | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036           | Chairman of the Board of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc. | National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026         |
| Shari Redstone*     | National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.  | National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026         |
| Jerome Magner       | National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | Vice President and Treasurer of National Amusements, Inc. and NAIRI, Inc.   | National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026         |
| Richard Sherman     | National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | Vice President of National Amusements, Inc. and NAIRI, Inc.   | National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026         |

\*Also a Director



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SCHEDULE VII

NATIONAL AMUSEMENTS, INC.

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EXECUTIVE OFFICERS  
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| Name                   | Business or<br>Residence Address                                   | Principal<br>Occupation<br>or Employment   | Name and Address<br>of Corporation or<br>Other Organization<br>in which Employed |
|------------------------|--|--|--|
| Sumner M.<br>Redstone* | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036              | Chairman of the<br>Board of Viacom<br>Inc.; Chairman of<br>the Board and Chief<br>Executive Officer<br>of National<br>Amusements, Inc.;<br>Chairman and<br>President of NAIRI,<br>Inc. | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026               |
| Shari<br>Redstone*     | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | President of<br>National<br>Amusements, Inc.<br>and Executive Vice<br>President of NAIRI,<br>Inc.  | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026               |
| Jerome<br>Magner       | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | VP and Treasurer of<br>National<br>Amusements, Inc.,<br>and NAIRI, Inc.  | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026               |
| Richard<br>Sherman     | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | Vice President of<br>National<br>Amusements, Inc.<br>and NAIRI, Inc.   | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026               |

\*Also a Director

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DIRECTORS  
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|                    |   |  |  |
|--------------------|---|--|--|
| George S. Abrams   | Winer & Abrams<br>60 State Street<br>Boston, MA 02109                   | Attorney   | Winer & Abrams<br>60 State Street<br>Boston, MA 02109              |
| David Andelman     | Lourie and Cutler<br>60 State Street<br>Boston, MA 02109                | Attorney   | Lourie and Cutler<br>60 State Street<br>Boston, MA 02109           |
| Philippe P. Dauman | Residence:<br>121 East 65th<br>Street<br>New York, NY<br>10021          | Director of<br>National<br>Amusements, Inc.<br>and Viacom Inc. |  |
| Brent D. Redstone  | c/o Showtime<br>Networks Inc.<br>1633 Broadway<br>New York, NY<br>10019 | Director of<br>National<br>Amusements, Inc.                    | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |