

HOLLYWOOD MEDIA CORP  
Form SC 13D/A  
July 29, 2002

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

-----  
SCHEDULE 13D/A

(AMENDMENT No. 2)

Under the Securities Exchange Act of 1934

HOLLYWOOD MEDIA CORP.  
(Name of Issuer)

Common Stock, Par Value \$.01 per share  
(Title of Class of Securities)

089144109  
(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)

July 24, 2002  
(Date of Event which Requires Filing of this Statement)

-----  
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. 089144109

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

VIACOM INC.

I.R.S No. 04-2949533

- (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 Delaware

|   |      |                          |            |
|---|------|--------------------------|------------|
| Number of Shares                            | (7)  | Sole Voting Power        |            |
| Beneficially Owned by Each Reporting Person | (8)  | Shared Voting Power      | 8,877,660* |
|   | (9)  | Sole Dispositive Power   |            |
| With  | (10) | Shared Dispositive Power | 8,877,660* |

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 8,877,660\*

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

- (13) Percent of Class Represented by Amount in Row (11) 30.5%\*\*

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

\*Includes 262,973 shares underlying currently exercisable warrants.

\*\*Based on full exercise of warrants.

CUSIP No. 089144109

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

NAIRI, INC.

I.R.S No. 04-3446887

(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 Delaware

|   |      |                          |            |
|---|------|--------------------------|------------|
| Number of Shares                            | (7)  | Sole Voting Power        |            |
| Beneficially Owned by Each Reporting Person | (8)  | Shared Voting Power      | 8,877,660* |
|   | (9)  | Sole Dispositive Power   |            |
| With  | (10) | Shared Dispositive Power | 8,877,660* |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 8,877,660\*

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

(13) Percent of Class Represented by Amount in Row (11) 30.5%\*\*

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

\*Includes 262,973 shares underlying currently exercisable warrants.

\*\*Based on full exercise of warrants.

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Page 4 of 15 Pages

CUSIP No. 089144109

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

NATIONAL AMUSEMENTS, INC.

I.R.S No. 04-2261332

(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 Maryland

|   |      |                          |            |
|---|------|--------------------------|------------|
| Number of Shares                            | (7)  | Sole Voting Power        |            |
| Beneficially Owned by Each Reporting Person | (8)  | Shared Voting Power      | 8,877,660* |
|   | (9)  | Sole Dispositive Power   |            |
|   | (10) | Shared Dispositive Power | 8,877,660* |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 8,877,660\*

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

(13) Percent of Class Represented by Amount in Row (11) 30.5%\*\*

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

\*Includes 262,973 shares underlying currently exercisable warrants.

\*\*Based on full exercise of warrants.

CUSIP No. 089144109

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

SUMNER M. REDSTONE

S.S. No. 026-24-2929

(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      | 8,877,660* |
|   | (9)  | Sole Dispositive Power   |            |
| With  | (10) | Shared Dispositive Power | 8,877,660* |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 8,877,660\*

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

(13) Percent of Class Represented by Amount in Row (11) 30.5%\*\*

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

\*Includes 262,973 shares underlying currently exercisable warrants.

\*\*Based on full exercise of warrants.

This Amendment No. 2 is filed by Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Mr. Sumner M. Redstone (collectively, the "Reporting Persons") and amends and supplements the Statement on Schedule 13D originally filed with the Securities and Exchange Commission ("SEC") on May 15, 2000, as amended by Amendment No. 1 filed with the SEC on February 13, 2001, with respect to the Common Stock, par value \$.01 per share (the "Common Shares"), of Hollywood Media Corp. ("Hollywood" or the "Issuer") as follows:

Item 2. Identity and Background.

-----  
Item 2 is amended and restated in its entirety as follows:

This statement is filed by Viacom Inc. ("Viacom"), NAIRI, Inc. ("NAIRI"), National Amusements, Inc. ("NAI") and Mr. Sumner M. Redstone (collectively, the "Reporting Persons").

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 April 30, 2002, approximately 68% of Viacom's voting Class A Common Stock, par value \$.01 per share, and approximately 11% (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 Delaware 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. 100% of the issued and outstanding stock of NAIRI is owned by NAI.

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. Sumner M. Redstone is the beneficial owner of approximately 83% of the issued and outstanding shares of capital stock of NAI as voting trustee of various trusts.

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.

The executive officers and directors of Viacom, NAIRI and NAI, as of July 24, 2002, are set forth on Schedules I through III attached hereto, containing the following information with respect to each such person:

- (a) Name;

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- (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.

Page 7 of 15 Pages

During the last five years, none of the Reporting Persons or any person named in any of Schedules I through VI 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, each person identified on Schedules I through III attached hereto is a citizen of the United States.

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

-----  
Item 3 is amended and supplemented as follows:

In May 2001, Viacom and the Issuer entered into a Securities Purchase Agreement dated as of April 25, 2001 (the "Securities Purchase Agreement") pursuant to which, among other things, Viacom received from the Issuer 310,425 Common Shares and two warrants for Common Shares, more fully described in Item 4 below, in exchange for a \$1.4 million payment. Simultaneously, Viacom made a \$1.6 million prepayment of existing future cash advertising and promotion commitments to the Company.

Item 4. Purpose of Transaction.

-----  
Item 4 is amended and restated in its entirety as follows:

The Issuer's Common Shares were acquired by Viacom pursuant to the merger of CBS Corporation ("CBS"), immediate prior owner of the Common Shares, with and into Viacom on May 4, 2000.

Viacom acquired warrants from the Issuer that entitle it to purchase up to 100,000 Common Shares at an exercise price of \$7.819 per share. The warrants, which were issued to Viacom on September 18, 2000 pursuant to an agreement between Viacom and the Issuer, are exercisable from such date through September 18, 2003.

In May 2001 Viacom (i) acquired 310,425 Common Shares at \$4.51 per share pursuant to the Securities Purchase Agreement;

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(ii) received an immediately exercisable warrant for 162,973 Common Shares with an expiration date of May 2006, and an exercise price of \$6.44, that was adjusted down to \$4.51 on April 30, 2002 ("Warrant A"); and (iii) received a warrant for up to 439,251 Common Shares ("Warrant B") to be issued at certain specified times in the event that the market price of the Issuer's Common Shares dropped below specified levels. The 310,425 Common Shares and all of the Common Shares underlying Warrant A and Warrant B were registered by the Issuer pursuant to a Registration Rights Agreement between Viacom and the Issuer, dated as of May 1, 2002 (the "Registration Rights Agreement").

In December 2001, Hollywood issued 220,402 Common Shares to Viacom pursuant to Warrant B, and an additional 14,928 Common Shares in lieu of cash owed to Viacom by Hollywood pursuant to the Registration Rights Agreement.

On July 24, 2002, Hollywood issued an additional 218,009 Common Shares to Viacom pursuant to Warrant B. No further Common Shares are issuable to Viacom pursuant to Warrant B.

Page 8 of 15 Pages

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, other than as set forth herein; however, 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.

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

Item 5 is amended and restated in its entirety to read as follows:

(a) and (b) Viacom is currently the beneficial owner, with shared dispositive and voting power, of 8,877,660 Common Shares, or approximately 30.5%, of the Issuer's issued and outstanding Common Shares, including 262,973 Common Shares underlying currently exercisable warrants (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 9, 2002, plus the Common Shares issued to Viacom on July 24, 2002, and assuming the exercise of all the warrants referred to above and such underlying shares to be issued and outstanding for purposes of this calculation).

NAIRI is currently the beneficial owner, with shared dispositive and voting power, of 8,877,660 Common Shares, or approximately 30.5%, of the Issuer's issued and outstanding Common Shares, including 262,973 Common Shares underlying currently exercisable warrants (based on the number of



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Common Shares that were reported by the Issuer to be issued and outstanding as of May 9, 2002, plus the Common Shares issued to Viacom on July 24, 2002, and assuming the exercise of all the warrants referred to above and such underlying shares to be issued and outstanding for purposes of this calculation).

NAI is currently the beneficial owner, with shared dispositive and voting power, of 8,877,660 Common Shares, or approximately 30.5%, of the Issuer's issued and outstanding Common Shares, including 262,973 Common Shares underlying currently exercisable warrants (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 9, 2002, plus the Common Shares issued to Viacom on July 24, 2002, and assuming the exercise of all the warrants referred to above and such underlying shares to be issued and outstanding for purposes of this calculation).

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of 8,877,660 Common Shares, or approximately 30.5%, of the Issuer's issued and outstanding Common Shares, including 262,973 Common Shares underlying currently exercisable warrants (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 9, 2002, plus the Common Shares issued to Viacom on July 24, 2002, and assuming the exercise of all the warrants referred to above and such underlying shares to be issued and outstanding for purposes of this calculation).

(c) As described in Item 4 above, on July 24, 2002, Hollywood issued 218,009 Common Shares to Viacom pursuant to Warrant B.

(d) None.

(e) N/A

Page 9 of 15 Pages

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.  
-----

Item 6 is amended and restated in its entirety to read as follows:

Except for the Securities Purchase Agreement, the Registration Rights Agreement, Warrant A and Warrant B described in Items 3 and 4 above, none of the Reporting Persons has 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 any 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.

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The information set forth under Item 4 above is incorporated by reference. The descriptions of the Securities Purchase Agreement, the Registration Rights Agreement, Warrant A and Warrant B herein do not purport to be complete and are qualified in their entirety by reference to the agreements attached hereto as Exhibits 2, 3, 4 and 5.

Item 7. Material to be Filed as Exhibits.  
-----

- Exhibit 1 Joint Filing Agreement among Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone.
- Exhibit 2 Securities Purchase Agreement between Hollywood Media Corp. and Viacom Inc., dated as of April 25, 2001.
- Exhibit 3 Registration Rights Agreement between Hollywood Media Corp. and Viacom Inc., dated as of May 1, 2001.
- Exhibit 4 Common Stock Warrant Certificate W-A-3 dated May 1, 2001 issued by Hollywood Media Corp. to Viacom Inc.
- Exhibit 5 Common Stock Adjustment Warrant Certificate W-B-3 dated May 1, 2001 issued by Hollywood Media Corp. to Viacom Inc.

Page 10 of 15 Pages

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.

July 29, 2002

VIACOM INC.

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

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

NAIRI, Inc.

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

Sumner M. Redstone  
Chairman and President

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NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone

-----  
Sumner M. Redstone,  
Chairman and Chief  
Executive  
Officer

/s/ Sumner M. Redstone

-----  
Sumner M. Redstone,  
Individually

Page 11 of 15 Pages

SCHEDULE I

-----  
Name, business address, and present  
principal occupation or employment of  
the directors and executive officers of  
VIACOM INC.  
-----

I:A DIRECTORS

| NAME AND BUSINESS ADDRESS  | PRESENT PRINCIPAL OCCUPATION<br>AND ADDRESS OF EMPLOYMENT  |
|--|--|
| -----  | -----  |
| David Andelman<br>Lourie and Cutler<br>60 State Street<br>Boston, MA 02109                 | Attorney<br>Lourie and Cutler<br>60 State Street<br>Boston, MA 02109   |
| George S. Abrams<br>Winer & Abrams<br>60 State Street<br>Boston, MA 02109                  | Attorney<br>Winer & Abrams<br>60 State Street<br>Boston, MA 02109  |
| George H. Conrades<br>AKAMAI Technologies<br>500 Technology Square<br>Cambridge, MA 02139  | Chairman and Chief Executive<br>Officer of<br>AKAMAI Technologies<br>AKAMAI Technologies<br>500 Technology Square<br>Cambridge, MA 02139 |
| Philippe P. Dauman<br>DND Capital Partners, LLC<br>9 West 57th St.<br>New York, N.Y. 10019 | Co-Chairman and CEO of DND<br>Capital Partners LLC<br>DND Capital Partners, LLC<br>9 West 57th St.<br>New York, N.Y. 10019               |
| William H. Gray III<br>The College Fund/UNCF<br>8260 Willow Oaks Corporate<br>Drive        | President and Chief Executive<br>Officer of The College<br>Fund/UNCF<br>The College Fund/UNCF  |

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|  |   |
|--|---|
| Fairfax, VA 22031<br><br>Mel Karmazin<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036<br><br>Jan Leschly<br>Care Capital LLC<br>Princeton Overlook 1<br>100 Overlook Center and<br>Route,<br>Suite 102<br>Princeton, NJ 08540<br><br>David T. McLaughlin<br>Orion Safety Products<br>46 Newport road<br>New London, NH 03257 | 8260 Willow Oaks Corporate<br>Drive<br>Fairfax, VA 22031<br><br>President & Chief Operating<br>Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036<br><br>Chairman and CEO<br>Care Capital LLC<br>Care Capital LLC<br>Princeton Overlook 1<br>100 Overlook Center and Route,<br>Suite 102<br>Princeton, NJ 08540<br><br>Chairman and Chief Executive<br>Officer of<br>Orion Safety Products<br>Orion Safety Products<br>46 Newport Road<br>New London, NH 03257 |
|--|---|

Page 12 of 15 Pages

SCHEDULE I  
 (Continued)  
 VIACOM INC.  
 -----

I:A DIRECTORS (CONTINUED)

| NAME AND BUSINESS ADDRESS  | PRESENT PRINCIPAL OCCUPATION<br>AND ADDRESS OF EMPLOYMENT   |
|--|---|
| -----  |   |
| Ken Miller<br>c/o Paul, Weiss, Rifkind,<br>Wharton & Garrison<br>1285 Avenue of the Americas<br>New York, N.Y. 10019 | Independent Financial Advisor<br>c/o Paul, Weiss, Rifkind,<br>Wharton & Garrison<br>1285 Avenue of the Americas<br>New York, N.Y. 10019 |
| Leslie Moonves<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036   | President and Chief Executive<br>Officer of CBS Television<br>CBS Television<br>7800 Beverly Blvd.<br>Los Angeles, CA 90036             |
| Brent D. Redstone<br>c/o Showtime Networks Inc.<br>1633 Broadway<br>New York, NY 10019                               | Director of National<br>Amusements, Inc.<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026                             |
| Shari Redstone<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026                                    | President of National<br>Amusements, Inc. and Executive<br>Vice President of NAIRI, Inc.<br>National Amusements, Inc.<br>200 Elm Street |

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Dedham, MA 02026

Sumner M. Redstone  
Viacom Inc.  
1515 Broadway  
New York, NY 10036

Chairman & CEO, National  
Amusements, Inc.;  
Chairman & Chief Executive  
Officer  
Viacom Inc.  
1515 Broadway  
New York, NY 10036

Fredric V. Salerno  
Verizon Communications  
1095 Avenue of the Americas  
New York, NY 10036

Vice Chairman and CFO, Verizon  
Communications  
Verizon Communications  
1095 Avenue of the Americas  
New York, NY 10036

William Schwartz  
Cadwalader Wickersham & Taft  
100 Maiden Lane  
New York, N.Y. 10038

Counsel  
Cadwalader Wickersham & Taft  
100 Maiden Lane  
New York, N.Y. 10038

Ivan Seidenberg  
Verizon Communications  
1095 Avenue of the Americas  
New York, NY 10036

President and Chief Executive  
Officer of Verizon  
Communications  
Verizon Communications  
1095 Avenue of the Americas  
New York, NY 10036

Patty Stonesifer  
Bill and Melinda Gates  
Foundation  
1551 Eastlake Ave. East  
Seattle, WA 98102

Co-Chair and President of  
Bill and Melinda Gates  
Foundation  
Bill and Melinda Gates  
Foundation  
1551 Eastlake Ave. East  
Seattle, WA 98102

Robert D. Walter  
Cardinal Health, Inc.  
7000 Cardinal Place  
Dublin, OH 43017

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

Page 13 of 15 Pages

SCHEDULE I

(continued)

VIACOM INC.  
-----

I:B EXECUTIVE OFFICERS:  
NAME AND BUSINESS ADDRESS

PRESENT PRINCIPAL OCCUPATION AND  
ADDRESS OF EMPLOYMENT  
-----

Sumner M. Redstone  
Viacom Inc.

Chairman & CEO, National  
Amusements, Inc.;

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|   |  |
|---|--|
| 1515 Broadway<br>New York, NY 10036   | Chairman & Chief Executive<br>Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                    |
| Mel Karmazin<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036          | President & Chief Operating<br>Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                   |
| Richard J. Bressler<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10      | Sr. EVP, Chief Financial Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                         |
| Michael D. Fricklas<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036   | EVP, General Counsel and<br>Secretary<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                    |
| Carl D. Folta<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036         | Senior Vice President, Corporate<br>Relations<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036            |
| Carol Melton<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036          | Senior Vice President, Government<br>Relations<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036           |
| William A. Roskin<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036     | Sr. VP, Human Resources and<br>Administration<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036            |
| Martin M. Shea<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036        | Senior Vice President, Investor<br>Relations<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036             |
| Robert G. Freedline<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036 | Vice President and Treasurer<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036                           |
| Susan C. Gordon<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036       | Vice President, Controller &<br>Chief Accounting Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 |

SCHEDULE II

Name, business address, and present principal occupation or employment of the directors and executive officers of

NAIRI, Inc.

II:A DIRECTORS

| NAME AND BUSINESS ADDRESS  | PRESENT PRINCIPAL OCCUPATION AND ADDRESS OF EMPLOYMENT  |
|--|---|
| Sumner M. Redstone<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                   | Chairman & CEO, National Amusements, Inc.;<br>Chairman & Chief Executive Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                |
| Shari Redstone<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026          | President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |
| George S. Abrams<br>Winer & Abrams<br>60 State Street<br>Boston, MA 02109                  | Attorney<br>Winer & Abrams<br>60 State Street<br>Boston, MA 02109   |
| David Andelman<br>Lourie and Cutler<br>60 State Street<br>Boston, MA 02109                 | Attorney<br>Lourie and Cutler<br>60 State Street<br>Boston, MA 02109  |
| Philippe P. Dauman<br>DND Capital Partners, LLC<br>9 West 57th St.<br>New York, N.Y. 10019 | Co-Chairman and CEO of DND Capital Partners LLC<br>DND Capital Partners, LLC<br>9 West 57th St.<br>New York, N.Y. 10019                               |
| Brent D. Redstone<br>c/o Showtime Networks Inc.<br>1633 Broadway<br>New York, NY 10019     | Director of National Amusements, Inc.<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026  |

II:B Executive Officers

| Name and Business Address               | Present Principal Occupation and Address of Employment |
|---|--|
| Sumner M. Redstone<br>See schedule II:A | See schedule II:A                                      |
| Shari Redstone                          | See schedule II:A                                      |

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See schedule II:A

|  |  |
|--|--|
| Jerome Magner<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | VP and Treasurer of National Amusements,<br>Inc., and NAIRI, Inc.<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |
|--|--|

|  |   |
|--|---|
| Richard Sherman<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | Vice President of National Amusements,<br>Inc. and NAIRI, Inc.<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |
|--|---|

|   |  |
|---|--|
| Tilly Berman<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | Secretary of National Amusements, Inc. and<br>NAIRI, Inc.<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |
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Page 15 of 15 Pages

SCHEDULE III

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Name, business address, and present  
principal occupation or employment of  
the directors and executive officers of

NATIONAL AMUSEMENTS, INC  
-----

III:A DIRECTORS

| NAME AND BUSINESS ADDRESS | PRESENT PRINCIPAL OCCUPATION AND<br>ADDRESS OF EMPLOYMENT |
|---------------------------|---|
|---------------------------|---|

|   |                   |
|---|-------------------|
| -----                                   | -----             |
| Sumner M. Redstone<br>See schedule II:A | See schedule II:A |

|                                     |                   |
|-------------------------------------|-------------------|
| Shari Redstone<br>See schedule II:A | See schedule II:A |
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|                                       |                   |
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| George S. Abrams<br>See schedule II:A | See schedule II:A |
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|                                     |                   |
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| David Andelman<br>See schedule II:A | See schedule II:A |
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| Philippe P. Dauman<br>See schedule II:A | See schedule II:A |
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| Brent D. Redstone<br>See schedule II:A | See schedule II:A |
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II: B EXECUTIVE OFFICERS

| NAME AND BUSINESS ADDRESS                        | PRESENT PRINCIPAL OCCUPATION AND ADDRESS OF EMPLOYMENT |
|--|--|
| -----<br>Sumner M. Redstone<br>See schedule II:A | -----<br>See schedule II:A                             |
| Shari Redstone<br>See schedule II:A              | See schedule II:A                                      |
| Jerome Magner<br>See schedule II:B               | See schedule II:B                                      |
| Richard Sherman<br>See schedule II:B             | See schedule II:B                                      |
| Tilly Berman<br>See schedule II:B                | See schedule II:B                                      |