

SPORTSLINE COM INC
Form SC 13D/A
January 04, 2002

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

SCHEDULE 13D

(Amendment No. 1)

Under the Securities Exchange Act of 1934

SportsLine.com, Inc.
(Name of Issuer)

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

848-934-10-5
(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)

January 2, 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 / /.

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CUSIP No. 848-934-10-5

(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	(7) Sole Voting Power	-----
Shares		
Beneficially	(8) Shared Voting Power	11,872,312
Owned by		-----
Each	(9) Sole Dispositive Power	-----
Reporting		
Person	(10) Shared Dispositive Power	11,422,312
With		-----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
11,872,31

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

(13) Percent of Class Represented by Amount in Row (11) 32.9%

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

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CUSIP No. 848-934-10-5

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

NAIRI, Inc.

I.R.S Identification 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 Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	-----
	(8) Shared Voting Power	11,872,312
	(9) Sole Dispositive Power	-----
	(10) Shared Dispositive Power	11,422,312

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
11,872,312

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

(13) Percent of Class Represented by Amount in Row (11) 32.9%

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

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CUSIP No. 848-934-10-5

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

National Amusements, Inc.

I.R.S Identification No. 04-2261332

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(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 Beneficially Owned by Each Reporting Person With
(7) Sole Voting Power -----
(8) Shared Voting Power 11,872,312
(9) Sole Dispositive Power -----
(10) Shared Dispositive Power 11,422,312

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 11,872,312

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

(13) Percent of Class Represented by Amount in Row (11) 32.9%

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

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CUSIP No. 848-934-10-5

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

VIACOM INC.

I.R.S Identification 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

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(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 Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	-----
	(8) Shared Voting Power	11,872,312
	(9) Sole Dispositive Power	-----
	(10) Shared Dispositive Power	11,422,312

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
11,872,312

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

(13) Percent of Class Represented by Amount in Row (11) 32.9%

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

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CUSIP No. 848-934-10-5

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

Westinghouse CBS Holding Company, Inc.

I.R.S No. 25-1776511

(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 Beneficially Owned by	(7) Sole Voting Power	-----
	(8) Shared Voting Power	11,422,312

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Each Reporting Person With (9) Sole Dispositive Power -----
(10) Shared Dispositive Power 11,422,312

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
11,422,312

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

(13) Percent of Class Represented by Amount in Row (11) 31.6%

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

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CUSIP No. 848-934-10-5

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

CBS BROADCASTING INC.

I.R.S. Identification No. 13-0590730

(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 New York

Number of Shares Beneficially Owned by Each Reporting Person With (7) Sole Voting Power -----
(8) Shared Voting Power 11,422,312

(9) Sole Dispositive Power

(10) Shared Dispositive Power 11,422,312

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(11) Aggregate Amount Beneficially Owned by Each Reporting Person
11,422,312

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

(13) Percent of Class Represented by Amount in Row (11) 31.6%

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

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Item 1. Security and Issuer.

This Amendment No. 1 (the "Amendment") hereby amends and supplements the Statement on Schedule 13D originally filed with the Securities and Exchange Commission on May 15, 2000 (the "Schedule 13D") by CBS Broadcasting Inc. ("CBSBI"), Westinghouse CBS Holding Company, Inc. ("W/CBS HCI"), Viacom Inc. ("Viacom"), NAIRI, Inc. ("NAIRI"), National Amusements, Inc. ("NAI") and Mr. Sumner M. Redstone with respect to the Common Stock, par value \$.01 per share (the "Common Shares"), of SportsLine.com, Inc., a Delaware corporation ("SportsLine" or the "Issuer") with its principal executive office located at 2200 West Cypress Creek Road, Fort Lauderdale, Florida 33309.

Item 2. Identity and Background.

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

"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") and CBS Broadcasting Inc. ("CBSBI") (collectively, the "Reporting Persons").

CBSBI, a New York corporation, has its principal executive offices at 1515 Broadway, New York, New York 10036. CBSBI's principal business is the CBS television network and television broadcasting. 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 1515 Broadway, New York, New York 10036 and its main asset is its ownership of CBSBI. 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 January 2, 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.

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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 66-2/3% of the issued and outstanding shares of capital stock of NAI as a voting trustee of the Sumner M. Redstone Trust, and is the voting trustee of an additional 16-2/3% of the voting securities of NAI, held by the National Amusements, Inc. SER Voting Trust.

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.

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The executive officers and directors of CBSBI, W/CBS HCI, Viacom, NAIRI and NAI, as of December 15, 2001, are set forth on Schedules I through V attached hereto, containing the following information with respect to each 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, none of the Reporting Persons or any person named in any of Schedules I through V 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 CBSBI, W/CBS HCI, Viacom, NAIRI and NAI, including Mr. Sumner M. Redstone, are citizens of the United States.

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Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows:

"(a) and (b) CBSBI is the beneficial owner, with shared dispositive and voting power, of 11,422,312 shares, or approximately 31.6%, of the Issuer's issued and outstanding Common Shares (based on 36,100,922 Common Shares reported by the Issuer to be issued and outstanding as of January 2, 2002).

W/CBS HCI is the beneficial owner, with shared dispositive and voting power, of 11,422,312 shares, or approximately 31.6%, of the Issuer's issued and outstanding Common Shares (based on 36,100,922 Common Shares reported by the Issuer to be issued and outstanding as of January 2, 2002).

Viacom (i) is the beneficial owner, with shared dispositive and voting power, of 11,422,312 shares, and (ii) may also be deemed the beneficial owner, with shared voting power, of 450,000 shares held by Westwood One, Inc. ("WVO"), as a result of an agreement between WVO and one of Viacom's wholly-owned subsidiaries, for a total beneficial ownership of 11,872,312 shares or approximately 32.9%, of the Issuer's issued and outstanding Common Shares (based on 36,100,922 Common Shares reported by the Issuer to be issued and outstanding as of January 2, 2002).

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NAIRI (i) is the beneficial owner, with shared dispositive and voting power, of 11,422,312 shares, and (ii) may also be deemed the beneficial owner, with shared voting power, of 450,000 shares held by WVO, for a total beneficial ownership of 11,872,312 shares or approximately 32.9%, of the Issuer's issued and outstanding Common Shares (based on 36,100,922 Common Shares reported by the Issuer to be issued and outstanding as of January 2, 2002).

NAI (i) is the beneficial owner, with shared dispositive and voting power, of 11,422,312 shares, and (ii) may also be deemed the beneficial owner, with shared voting power, of 450,000 shares held by WVO, for a total beneficial ownership of 11,872,312 shares or approximately 32.9%, of the Issuer's issued and outstanding Common Shares (based on 36,100,922 Common Shares reported by the Issuer to be issued and outstanding as of January 2, 2002).

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed (i) is the beneficial owner, with shared dispositive and voting power, of 11,422,312 shares, and (ii) may also be deemed the beneficial owner, with shared voting power, of 450,000 shares held by WVO, for a total beneficial ownership of 11,872,312 shares or approximately 32.9%, of the Issuer's issued and

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outstanding Common Shares (based on 36,100,922 Common Shares reported by the Issuer to be issued and outstanding as of January 2, 2002).

(c) Common Stock Warrants, entitling the Reporting Persons to acquire up to an aggregate of 680,000 Common Shares from the Issuer, expired on December 31, 2001. On January 2, 2002, SportsLine issued 6,882,312 Common Shares to CBSBI pursuant to the terms of its contract with CBSBI dated March 5, 1997, as amended.

Item 7. Material to be Filed as Exhibits.

99.1 Joint Filing Agreement among CBS Broadcasting Inc., Westinghouse CBS Holding Company, Inc., Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone.

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Signatures

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(k)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

January 4, 2002

CBS Broadcasting Inc.

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Westinghouse CBS Holding
Company, Inc.

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

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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

National Amusements, Inc.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and Chief
Executive Officer

/s/ Sumner M. Redstone

Sumner M. Redstone
Individually

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SCHEDULE I

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. 1515 Broadway New York, NY 10036	President and Chief Operating Officer of Viacom Inc.	Viacom Inc. 1515 Broadway New York, N.Y. 10036

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Louis J. Briskman*	CBS 1515 Broadway New York, NY 10036	Executive Vice President and General Counsel of CBS Television	CBS 1515 Broadway New York, N.Y. 1036
Michael D. Fricklas*	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President, Secretary and General Counsel, Viacom Inc.	Viacom Inc. 1515 Broadway New York, N.Y. 10036
Leslie Moonves	Viacom Inc. 7800 Beverly Blvd. Los Angeles, CA 90036	President and Chief Executive Officer of CBS Television	CBS Television 7800 Beverly Blvd. Los Angeles, CA 90036
Fredric G. Reynolds	Viacom Inc. 1515 Broadway New York, NY 10036	President, CBS Television Stations Group	CBS TELEVISION STATIONS 513 WEST 57TH STREET New York, New York 10019

*Also a director

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SCHEDULE II

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. 1515 Broadway New York, NY 10036	President and Chief Operating Officer of Viacom Inc.	Viacom Inc. 1515 Broadway New York, N.Y. 10036
Louis J. Briskman*	CBS 1515 Broadway New York, NY 10036	Executive Vice President and General Counsel of CBS Television	CBS 1515 Broadway New York, N.Y. 1036
Michael D.	Viacom Inc. 1515 Broadway	Executive Vice President,	Viacom Inc. 1515 Broadway

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Fricklas*	New York, NY 10036	Secretary and General Counsel, Viacom Inc.	New York, N.Y. 10036
Leslie Moonves	Viacom Inc. 7800 Beverly Blvd. Los Angeles, CA 90036	President and Chief Executive Officer of CBS Television	CBS Television 7800 Beverly Blvd. Los Angeles, CA 90036
Fredric G. Reynolds	Viacom Inc. 1515 Broadway New York, NY 10036	President, CBS Television Stations Group	CBS TELEVISION STATIONS 513 WEST 57TH STREET New York, New York 10019

*Also a director

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SCHEDULE III

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. 1515 Broadway New York, NY 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. 200 Elm Street Dedham, MA 02026
Mel Karmazin*	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Operating Officer Viacom Inc. and Viacom International Inc.	President and Chief Operating Officer of Viacom Inc.
Richard J. Bressler	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. EVP, Chief Financial Officer of Viacom Inc. and	Viacom International Inc. 1515 Broadway

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	Viacom International Inc.		New York, NY 10036
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, NY 10036	EVP, General Counsel and Secretary of Viacom Inc. and of Viacom International Inc.	Viacom International Inc. 1515 Broadway New York, NY 10036
William A. Roskin	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration of Viacom Inc. and Viacom International Inc.	Viacom International Inc. 1515 Broadway New York, NY 10036
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Controller, Chief Accounting Officer of Viacom Inc. and Viacom International Inc.	Viacom International Inc. 1515 Broadway New York, NY 10036

*Also a Director

DIRECTORS

David Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney	Lourie and Cutler 60 State Street Boston, MA 02109
George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney	Winer & Abrams 60 State Street Boston, MA 02109
George H. Conrades	AKAMAI Technologies 500 Technology Square Cambridge, MA 02139	Chairman and Chief Executive Officer of AKAMAI Technologies	AKAMAI Technologies 500 Technology Square Cambridge, MA 02139
Philippe P. Dauman	DND Capital Partners, LLC 9 West 57th St. New York, N.Y. 10019	Co-Chairman and CEO of DND Capital Partners LLC	DND Capital Partners, LLC 9 West 57th St. New York, N.Y. 10019

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SCHEDULE III
(continued)

	DIRECTORS	
BUSINESS OR	PRINCIPAL	NAME AND ADDRESS OF CORPORATION OR OTHER ORGANIZATION

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NAME -----	RESIDENCE ADDRESS -----	OCCUPATION OR EMPLOYMENT -----	IN WHICH EMPLOYED -----
William H. Gray III	The College Fund/UNCF 8260 Willow Oaks Corporate Drive Fairfax, VA 22031	President and Chief Executive Officer of The College Fund/UNCF	The College Fund/UNCF 8260 Willow Oaks Corporate Drive Fairfax, VA 22031
Jan Leschly	Care Capital LLC Princeton Overlook 1 100 Overlook Center and Route 1, Suite 102 Princeton, NJ 08540	Chairman and CEO Care Capital LLC	Care Capital LLC Princeton Overlook 1 100 Overlook Center and Route 1 Suite 102 Princeton, NJ 08540
David T. McLaughlin	Orion Safety Products 46 Newport road New London, NH 03257	Chairman and Chief Executive Officer of Orion Safety Products	Orion Safety Products 46 Newport road New London, NH 03257
Ken Miller	Credit Suisse First Boston Corporation 11 Madison Avenue - 22nd Floor New York, NY 10010	Senior Advisor Credit Suisse First Boston Corporation	Credit Suisse First Boston Corporation 11 Madison Avenue 22nd Floor New York, NY 10010
Leslie Moonves	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Executive Officer of CBS Television	CBS Television 7800 Beverly Blvd. Los Angeles, CA 90036
Brent D. Redstone	c/o Showtime Networks Inc. 1633 Broadway New York, NY 10019	Director of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Shari Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
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

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Ivan Seidenberg	Verizon Communications 1095 Avenue of the Americas New York, NY 10036	President and Co-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

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SCHEDULE IV

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. 1515 Broadway New York, NY 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. 200 Elm Street Dedham, MA 02026
Shari Redstone*	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Jerome Magner	National Amusements, Inc. 200 Elm Street	Vice President and Treasurer of National	National Amusements, Inc. 200 Elm Street

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	Dedham, MA 02026	Amusements, Inc. and NAIRI, Inc.	Dedham, MA 02026
Richard Sherman	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President of National Amusements, Inc. and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026

*Also a Director

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SCHEDULE V

NATIONAL AMUSEMENTS, 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. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026 Viacom Inc. 1515 Broadway New York, N.Y. 10036
Shari Redstone*	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Jerome Magner	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	VP and Treasurer of National Amusements, Inc., and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Richard Sherman	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President of National Amusements, Inc. and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026

*Also a director

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DIRECTORS			
NAME	BUSINESS OR RESIDENCE ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT	NAME AND ADDRESS OF CORPORATION OR OTHER ORGANIZATION IN WHICH EMPLOYED
-----	-----	-----	-----
George S. Winer & Abrams Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney	Winer & Abrams 60 State Street Boston, MA 02109
David Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney	Lourie and Cutler 60 State Street Boston, MA 02109
Philippe P. Dauman	DND Capital Partners, LLC 9 West 57th St. New York, N.Y. 10019	Co-Chairman and CEO of DND Capital Partners LLC	DND Capital Partners, LLC 9 West 57th St. New York, N.Y. 10019
Brent D. Redstone	c/o Showtime Networks Inc. 1633 Broadway New York, NY 10019	Director of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026