

## **PARTIES TO THE APPLICATION**

UPN Stations Group Inc. ("UPN") is ultimately a wholly-owned subsidiary of Viacom Inc. ("Viacom"). The two shareholders of UPN are Infinity Broadcasting Corporation of Los Angeles ("IBCLA") and Viacom International Inc. ("Viacom Int'l"). Viacom Int'l is a wholly-owned subsidiary of Viacom. IBCLA is a wholly-owned subsidiary of Infinity Media Corporation, which is a wholly-owned subsidiary of Infinity Broadcasting Corporation, which in turn is a wholly-owned subsidiary of Viacom. Viacom is a publicly-traded company that is controlled by a single majority voting shareholder, NAIRI, Inc. ("NAIRI"), through its approximately 71% voting interest. NAIRI's equity ownership interest represents approximately 7.4% of Viacom's total assets.

NAIRI is a wholly-owned subsidiary of National Amusements, Inc. ("NAI"). NAI is controlled by Sumner Redstone through the Sumner M. Redstone National Amusements Trust u/d/t dated 6/28/02 ("Sumner Redstone Trust"), which owns approximately 66 2/3% of the voting interest and approximately 15.8% of the total assets of NAI. Sumner Redstone, David Andelman, Phyllis Redstone, George Abrams, Norman I. Jacobs, Leonard L. Lewin and Philippe Dauman are the trustees of the Sumner Redstone Trust. Voting shares of the Sumner M. Redstone Trust are voted solely by Sumner Redstone until such time as his incapacity or death. Brent D. Redstone owns approximately 16 2/3% of the voting interest and approximately 3.95% of the total assets of NAI. The Shari Ellin Redstone Trust u/d/t October 19, 1999 ("Shari Redstone Trust") owns approximately 16 2/3% of the voting interest and approximately 3.95% of the total assets of NAI. Sumner Redstone and Shari Redstone are the trustees of the Shari Redstone Trust.

Because Viacom is controlled by a single majority voting shareholder, NAIRI, no minority ownership interests in Viacom are attributable. On December 14, 2001, the Commission suspended the elimination of the single majority shareholder exemption for purposes of the broadcast and cable/MDS attribution rules pending the resolution of the Commission's Further Notice of Proposed Rulemaking in CS Docket Nos. 98-82, 96-85, and MM Docket Nos. 92-264, 94-150, 92-51 and 87-154. *Review of the Commission's Regulations Governing Attribution of Broadcast and Cable/MDS Interests*, FCC 01-353 (released December 14, 2001).

In addition, no person or entity holds more than 33% of the total assets (debt plus equity) of Viacom. Therefore, no person or entity has an attributable interest in Viacom under the Equity/Debt Plus ("EDP") Rule. See 47 C.F.R. § 73.3555 Notes 2(b) and 2(f).

Information concerning the officers, directors and cognizable shareholders of UPN, Viacom Int'l, IBCLA, Infinity Media Corporation, Infinity Broadcasting Corporation, Viacom, NAIRI and NAI is set forth below. Except for Jan Leschly, who is a Danish citizen, all of the officers and directors are citizens of the United States.

**UPN Stations Group Inc.**

<b>Name and Address</b>	<b>Citizen ship</b>	<b>Position</b>	<b>Percentage of Votes</b>	<b>% of Total Assets</b>
UPN Stations Group Inc. 2000 K Street, NW Suite 725 Washington, DC 20006	U.S.	N/A	N/A	N/A
Robert G. Freedline 1515 Broadway New York, NY 10036	U.S.	Director, Senior Vice President, Treasurer	0	0
Michael D. Fricklas 1515 Broadway New York, NY 10036	U.S.	Director, Executive Vice President, Secretary	0	0
Susan C. Gordon 1515 Broadway New York, NY 10036	U.S.	Director, Senior Vice President	0	0
Leslie Moonves 7800 Beverly Boulevard Los Angeles, CA 90036	U.S.	Chairman	0	0
Frederic G. Reynolds 51 West 52 <sup>nd</sup> Street New York, NY 10019	U.S.	President	0	0
Richard J. Bressler 1515 Broadway New York, NY 10036	U.S.	Senior Executive Vice President	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Dennis Swanson 524 W. 57 <sup>th</sup> Street New York, NY 10019	U.S.	Executive Vice President	0	0
William A. Roskin 1515 Broadway New York, NY 10036	U.S.	Senior Vice President	0	0
Jack (Vernon) Carpenter 565 Fifth Avenue New York, NY 10036	U.S.	Vice President, Taxes and Assistant Secretary	0	0
Jane R. Fuerst 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Anton W. Guitano 524 W. 57 <sup>th</sup> Street New York, NY 10019	U.S.	Vice President	0	0
Michelena Hallie 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Susanna M. Lowy 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Martin P. Messinger 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Mark C. Morrill 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Bruce Taub 51 West 52 <sup>nd</sup> Street New York, NY 10019	U.S.	Vice President and Chief Financial Officer	0	0
Sandra K. Williams 7800 Beverly Boulevard Los Angeles, CA 90036	U.S.	Vice President and Assistant Secretary	0	0
Prabha (Sipi) Bhandari 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Rebecca Borden 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Jack S. Cohen 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Laura Franco 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Allison Gray 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Andrew M. Greenberg 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Mindy H. Greene 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Keyes Hill-Edgar 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Howard F. Jaeckel 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Lola Langner 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Anne Lucey 1500 M Street Washington, DC 20006	U.S.	Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Alissa Makower 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Henry T.A. Moniz 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Katherine B. Rosenberg 18 East 84 <sup>th</sup> Street New York, NY 10028	U.S.	Assistant Secretary	0	0
Angeline C. Straka 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
David A. Sutphen 1500 M Street Washington, DC 20006	U.S.	Assistant Secretary	0	0
Ray White 7800 Beverly Boulevard Los Angeles, CA 90036	U.S.	Assistant Secretary	0	0
Kenneth Hill 1515 Broadway New York, NY 10036	U.S.	Assistant Treasurer	0	0
George S. (Toby) Nelson 1515 Broadway New York, NY 10036	U.S.	Assistant Treasurer	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Viacom International Inc. 2000 K Street, NW Suite 725 Washington, DC 20006	U.S.	N/A	83.33*	83.33
Infinity Broadcasting Corporation of Los Angeles 2000 K Street, NW Suite 725 Washington, DC 20006	U.S.	N/A	16.67*	16.67

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\* The natural person authorized to vote these shares is a U.S. citizen.

**Viacom International Inc.**

<b>Name and Address</b>	<b>Citizen ship</b>	<b>Position</b>	<b>Percentage of Votes</b>	<b>% of Total Assets</b>
Viacom International Inc. 2000 K Street, NW Suite 725 Washington, DC 20006	U.S.	N/A	N/A	N/A
Robert G. Freedline 1515 Broadway New York, NY 10036	U.S.	Director, Senior Vice President, Treasurer	0	0
Michael D. Fricklas 1515 Broadway New York, NY 10036	U.S.	Director, Executive Vice President, General Counsel, Secretary	0	0
Susan C. Gordon 1515 Broadway New York, NY 10036	U.S.	Director, Senior Vice President, Controller, Chief Accounting Officer	0	0
Thomas E. Freston 1515 Broadway New York, NY 10036	U.S.	Co-President and Co-Operating Officer	0	0
Leslie Moonves 7800 Beverly Boulevard Los Angeles, CA 90036	U.S.	Co-President and Co-Operating Officer	0	0
Richard J. Bressler 1515 Broadway New York, NY 10036	U.S.	Senior Executive Vice President, Chief Financial Officer	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Carl D. Folta 1515 Broadway New York, NY 10036	U.S.	Executive Vice President, Corporate Relations	0	0
Carol A. Melton 1515 Broadway New York, NY 10036	U.S.	Executive Vice President, Government Relations	0	0
William A. Roskin 1515 Broadway New York, NY 10036	U.S.	Executive Vice President, Human Resources and Administration	0	0
Martin M. Shea 1515 Broadway New York, NY 10036	U.S.	Executive Vice President, Investor Relations	0	0
Jack (Vernon) Carpenter 565 Fifth Avenue New York, NY 10036	U.S.	Vice President, Taxes and Assistant Secretary	0	0
Jane R. Fuerst 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Michelena Hallie 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Susanna M. Lowy 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Mark C. Morrill 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Michael Cruz 1 Diane's Court Dix Hills, NY 11746	U.S.	Assistant Controller	0	0
James F. Davis 1515 Broadway New York, NY 10036	U.S.	Assistant Controller	0	0
Cecilia Liu 1515 Broadway New York, NY 10036	U.S.	Assistant Controller	0	0
Michael Niceberg 12-3A Harbour Lane Oyster Bay, NY 11771	U.S.	Assistant Controller	0	0
Kenneth P. Silver 1515 Broadway New York, NY 10036	U.S.	Assistant Controller	0	0
Prabha (Sipi) Bhandari 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Rebecca Borden 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Jack S. Cohen 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Laura Franco 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Allison Gray 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Andrew M. Greenberg 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Mindy H. Greene 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Keyes Hill-Edgar 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Lola Langner 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Anne Lucey 1500 M Street Washington, DC 20006	U.S.	Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Alissa Makower 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Martin P. Messinger 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Henry T.A. Moniz 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Frederick Morton 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Katherine B. Rosenberg 18 East 84 <sup>th</sup> Street New York, NY 10028	U.S.	Assistant Secretary	0	0
Eric J. Sobczak 11 Stanwix Street Pittsburgh, PA 15222	U.S.	Assistant Secretary	0	0
Angeline C. Straka 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
David W. Sussman 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
David A. Sutphen 1500 M Street Washington, DC 20006	U.S.	Assistant Secretary	0	0
Kenneth Hill 1515 Broadway New York, NY 10036	U.S.	Assistant Treasurer	0	0
George S. (Toby) Nelson 1515 Broadway New York, NY 10036	U.S.	Assistant Treasurer	0	0
Viacom Inc. 2000 K Street, NW Suite 725 Washington, DC 20006	U.S.	N/A	100*	100

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\* The natural person authorized to vote these shares is a U.S. citizen.

**Infinity Broadcasting Corporation of Los Angeles**

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Infinity Broadcasting Corporation of Los Angeles 2000 K Street, NW Suite 725 Washington, DC 20006	U.S.	N/A	N/A	N/A
Robert G. Freedline 1515 Broadway New York, NY 10036	U.S.	Director, Vice President, Treasurer	0	0
Michael D. Fricklas 1515 Broadway New York, NY 10036	U.S.	Director, Executive Vice President, Secretary	0	0
Susan C. Gordon 1515 Broadway New York, NY 10036	U.S.	Director, Vice President	0	0
Joel Hollander 1515 Broadway New York, NY 10036	U.S.	Chairman and Chief Executive Officer	0	0
Richard J. Bressler 1515 Broadway New York, NY 10036	U.S.	Senior Executive Vice President	0	0
William A. Roskin 1515 Broadway New York, NY 10036	U.S.	Senior Vice President	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Stacey Benson 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Jack (Vernon) Carpenter 565 Fifth Avenue New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Jane R. Fuerst 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Steve Grosso 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Michelena Hallie 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Stephen A. Hildebrandt 2000 K Street NW, Suite 600 Washington, DC 20006	U.S.	Vice President and Assistant Secretary	0	0
Mark C. Morrill 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Jacques Tortoroli 1515 Broadway New York, NY 10036	U.S.	Vice President, Finance and Chief Financial Officer	0	0
Prabha (Sipi) Bhandari 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Rebecca Borden 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Jack S. Cohen 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Laura Franco 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Andrew M. Greenberg 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Mindy H. Greene 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Keyes Hill-Edgar 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Lola Langner 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Anne Lucey 1500 M Street Washington, DC 20006	U.S.	Assistant Secretary	0	0
Alissa Makower 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Martin P. Messinger 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Katherine B. Rosenberg 18 East 84 <sup>th</sup> Street New York, NY 10028	U.S.	Assistant Secretary	0	0
Angeline C. Straka 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
David A. Sutphen 1500 M Street Washington, DC 20006	U.S.	Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Ray White 7800 Beverly Boulevard Los Angeles, CA 90036	U.S.	Assistant Secretary	0	0
Kenneth Hill 1515 Broadway New York, NY 10036	U.S.	Assistant Treasurer	0	0
George S. (Toby) Nelson 1515 Broadway New York, NY 10036	U.S.	Assistant Treasurer	0	0
Infinity Media Corporation 2000 K Street, NW Suite 725 Washington, DC 20006	U.S.	N/A	100*	100

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\* The natural person authorized to vote these shares is a U.S. citizen.

**Infinity Media Corporation**

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Infinity Media Corporation 2000 K Street, NW Suite 725 Washington, DC 20006	U.S.	N/A	N/A	N/A
Robert G. Freedline 1515 Broadway New York, NY 10036	U.S.	Director, Vice President, Treasurer	0	0
Michael D. Fricklas 1515 Broadway New York, NY 10036	U.S.	Director, Executive Vice President, Secretary	0	0
Susan C. Gordon 1515 Broadway New York, NY 10036	U.S.	Director, Vice President	0	0
Joel Hollander 1515 Broadway New York, NY 10036	U.S.	Chairman and Chief Executive Officer	0	0
Richard J. Bressler 1515 Broadway New York, NY 10036	U.S.	Senior Executive Vice President	0	0
William A. Roskin 1515 Broadway New York, NY 10036	U.S.	Senior Vice President	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Stacey Benson 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Jack (Vernon) Carpenter 565 Fifth Avenue New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Jane R. Fuerst 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Steve Grosso 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Michelena Hallie 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Stephen A. Hildebrandt 2000 K Street NW, Suite 600 Washington, DC 20006	U.S.	Vice President and Assistant Secretary	0	0
Mark C. Morrill 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Jacques Tortoroli 1515 Broadway New York, NY 10036	U.S.	Vice President, Finance and Chief Financial Officer	0	0
Prabha (Sipi) Bhandari 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Rebecca Borden 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Jack S. Cohen 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Laura Franco 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Andrew M. Greenberg 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Mindy H. Greene 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Keyes Hill-Edgar 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Lola Langner 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Anne Lucey 1500 M Street Washington, DC 20006	U.S.	Assistant Secretary	0	0
Alissa Makower 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Martin P. Messinger 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Katherine B. Rosenberg 18 East 84 <sup>th</sup> Street New York, NY 10028	U.S.	Assistant Secretary	0	0
Angeline C. Straka 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
David A. Sutphen 1500 M Street Washington, DC 20006	U.S.	Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Ray White 7800 Beverly Boulevard Los Angeles, CA 90036	U.S.	Assistant Secretary	0	0
Kenneth Hill 1515 Broadway New York, NY 10036	U.S.	Assistant Treasurer	0	0
George S. (Toby) Nelson 1515 Broadway New York, NY 10036	U.S.	Assistant Treasurer	0	0
Infinity Broadcasting Corporation 2000 K Street, NW Suite 725 Washington, DC 20006	U.S.	N/A	100*	100

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\* The natural person authorized to vote these shares is a U.S. citizen.

**Infinity Broadcasting Corporation**

<b>Name and Address</b>	<b>Citizen ship</b>	<b>Position</b>	<b>Percentage of Votes</b>	<b>% of Total Assets</b>
Infinity Broadcasting Corporation 2000 K Street, NW Suite 725 Washington, DC 20006	U.S.	N/A	N/A	N/A
Robert G. Freedline 1515 Broadway New York, NY 10036	U.S.	Director, Vice President, Treasurer	0	0
Michael D. Fricklas 1515 Broadway New York, NY 10036	U.S.	Director, Executive Vice President, Secretary	0	0
Susan C. Gordon 1515 Broadway New York, NY 10036	U.S.	Director, Vice President	0	0
Joel Hollander 1515 Broadway New York, NY 10036	U.S.	Chairman and Chief Executive Officer	0	0
Richard J. Bressler 1515 Broadway New York, NY 10036	U.S.	Senior Executive Vice President	0	0
William A. Roskin 1515 Broadway New York, NY 10036	U.S.	Senior Vice President	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Stacey Benson 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Jack (Vernon) Carpenter 565 Fifth Avenue New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Jane R. Fuerst 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Steve Grosso 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Michelena Hallie 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0
Stephen A. Hildebrandt 2000 K Street NW, Suite 600 Washington, DC 20006	U.S.	Vice President and Assistant Secretary	0	0
Mark C. Morrill 1515 Broadway New York, NY 10036	U.S.	Vice President and Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Jacques Tortoroli 1515 Broadway New York, NY 10036	U.S.	Vice President, Finance and Chief Financial Officer	0	0
Prabha (Sipi) Bhandari 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Rebecca Borden 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Jack S. Cohen 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Laura Franco 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Andrew M. Greenberg 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Mindy H. Greene 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Keyes Hill-Edgar 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Lola Langner 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Anne Lucey 1500 M Street Washington, DC 20006	U.S.	Assistant Secretary	0	0
Alissa Makower 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Martin P. Messinger 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
Katherine B. Rosenberg 18 East 84 <sup>th</sup> Street New York, NY 10028	U.S.	Assistant Secretary	0	0
Angeline C. Straka 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary	0	0
David A. Sutphen 1500 M Street Washington, DC 20006	U.S.	Assistant Secretary	0	0

Name and Address	Citizen ship	Position	Percentage of Votes	% of Total Assets
Ray White 7800 Beverly Boulevard Los Angeles, CA 90036	U.S.	Assistant Secretary	0	0
Kenneth Hill 1515 Broadway New York, NY 10036	U.S.	Assistant Treasurer	0	0
George S. (Toby) Nelson 1515 Broadway New York, NY 10036	U.S.	Assistant Treasurer	0	0
Viacom Inc. 2000 K Street, NW Suite 725 Washington, DC 20006	U.S.	N/A	100*	100

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\* The natural person authorized to vote these shares is a U.S. citizen.

**Viacom Inc.**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Position</b>
Viacom Inc. 2000 K Street, NW Suite 725 Washington, DC 20006	U.S.	N/A
Sumner M. Redstone 200 Elm Street Dedham, MA 02026	U.S.	Director, Chairman of the Board and Chief Executive Officer
Thomas E. Freston 1515 Broadway New York, NY 10036	U.S.	Co-President and Co-Chief Operating Officer
Leslie Moonves 7800 Beverly Boulevard Los Angeles, CA 90036	U.S.	Co-President and Co-Chief Operating Officer
Richard J. Bressler 1515 Broadway New York, NY 10036	U.S.	Senior Executive Vice President, Chief Financial Officer
Carl D. Folta 1515 Broadway New York, NY 10036	U.S.	Executive Vice President, Corporate Relations

<b>Name and Address</b>	<b>Citizenship</b>	<b>Position</b>
Michael D. Fricklas 1515 Broadway New York, NY 10036	U.S.	Executive Vice President, General Counsel and Secretary
Carol A. Melton 1515 Broadway New York, NY 10036	U.S.	Executive Vice President, Government Relations
William A. Roskin 1515 Broadway New York, NY 10036	U.S.	Executive Vice President, Human Resources and Administration
Martin M. Shea 1515 Broadway New York, NY 10036	U.S.	Executive Vice President, Investor Relations
Martin D. Franks 1750 K Street, NW Washington, DC 20006	U.S.	Senior Vice President
Robert G. Freedline 1515 Broadway New York, NY 10036	U.S.	Senior Vice President, Treasurer
Susan C. Gordon 1515 Broadway New York, NY 10036	U.S.	Senior Vice President, Controller and Chief Accounting Officer

Name and Address	Citizenship	Position
Jack (Vernon) Carpenter 565 Fifth Avenue New York, NY 10017	U.S.	Vice President and General Tax Counsel
Mark C. Morril 1515 Broadway New York, NY 10036	U.S.	Vice President, Deputy General Counsel and Assistant Secretary
Michael Cruz 1 Diane's Court Dix Hills, NY 11746	U.S.	Assistant Controller
James F. Davis 1515 Broadway New York, NY 10036	U.S.	Assistant Controller
Cecilia Liu 1515 Broadway New York, NY 10036	U.S.	Assistant Controller
Michael Niceberg 12-3A Harbour Lane Oyster Bay, NY 11771	U.S.	Assistant Controller
Kenneth P. Silver 1515 Broadway New York, NY 10036	U.S.	Assistant Controller
Prabha (Sipi) Bhandari 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary

Name and Address	Citizenship	Position
Jack S. Cohen 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary
Laura Franco 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary
Jane R. Fuerst 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary
Allison Gray 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary
Mindy H. Greene 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary
Jo Ann Haller 11 Stanwix Street Pittsburgh, PA 15222	U.S.	Assistant Secretary
Michelena Hallie 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary
Keyes Hill-Edgar 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary

Name and Address	Citizenship	Position
Howard F Jaeckel 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary
Lola Langner 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary
Susanna M. Lowy 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary
Anne Lucey 1500 M Street Washington, DC 20006	U.S.	Assistant Secretary
Alissa Makower 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary
Martin P. Messinger 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary
Henry T.A. Moniz 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary
Katherine B. Rosenberg 18 East 84 <sup>th</sup> Street New York, NY 10028	U.S.	Assistant Secretary

Name and Address	Citizenship	Position
Eric J. Sobczak 11 Stanwix Street Pittsburgh, PA 15222	U.S.	Assistant Secretary
Angeline C. Straka 1515 Broadway New York, NY 10036	U.S.	Assistant Secretary
David A. Sutphen 1500 M Street Washington, DC 20006	U.S.	Assistant Secretary
Kenneth Hill 1515 Broadway New York, NY 10036	U.S.	Assistant Treasurer
George S. (Toby) Nelson 1515 Broadway New York, NY 10036	U.S.	Assistant Treasurer
George Abrams 200 Elm Street Dedham, MA 02026	U.S.	Director
David Andelman Lourie and Cutler 60 State Street Boston, MA 02109	U.S.	Director
Joseph A. Califano 633 Third Avenue 19 <sup>th</sup> Floor New York, NY 10017	U.S.	Director

Name and Address	Citizenship	Position
William S. Cohen 1200 19 <sup>th</sup> Street, NW Suite 400 Washington, DC 20006	U.S.	Director
Philippe P. Dauman 450 Park Avenue New York, NY 10022	U.S.	Director
Alan C. Greenberg 383 Madison Avenue 5 <sup>th</sup> Floor New York, NY 10179	U.S.	Director
Jan Leschly 66 Aunt Molly Road Hopewell, NJ 08525	Danish	Director
Charles E. Phillips Jr. 500 Oracle Parkway Redwood Shores, CA 94065	U.S.	Director
Shari Redstone <sup>1</sup> 200 Elm Street Dedham, MA 02026	U.S.	Director
Frederic V. Salerno 400 Westchester Avenue, 2 <sup>nd</sup> Floor White Plains, NY 10604	U.S.	Director

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<sup>1</sup> Shari Redstone is the daughter of Sumner and Phyllis Redstone

<b>Name and Address</b>	<b>Citizenship</b>	<b>Position</b>
William Schwartz 100 Maiden Lane New York, NY 10038	U.S.	Director
Patty Stonesifer 1551 Eastlake Ave. East Seattle, WA 98102	U.S.	Director
Robert D. Walter 7000 Cardinal Place Dublin, OH 43017	U.S.	Director
NAIRI, Inc. c/o National Amusements, Inc. 200 Elm Street Dedham, MA 02026	U.S	N/A

**NAIRI, Inc.**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Position</b>
NAIRI, Inc. c/o National Amusements, Inc. 200 Elm Street Dedham, MA 02026	U.S	N/A
Sumner M. Redstone 200 Elm Street Dedham, MA 02026	U.S.	Director, Chief Executive Officer and Chairman
Shari Redstone <sup>1</sup> 200 Elm Street Dedham, MA 02026	U.S.	Director, President
Jerome Magner 200 Elm Street Dedham, MA 02026	U.S.	Vice President, Treasurer
Richard D. Sherman 200 Elm Street Dedham, MA 02026	U.S.	Vice President, Assistant Secretary
Tilly Berman 200 Elm Street Dedham, MA 02026	U.S.	Secretary

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<sup>1</sup> Shari Redstone is the daughter of Sumner and Phyllis Redstone

<b>Name and Address</b>	<b>Citizenship</b>	<b>Position</b>
Brent D. Redstone <sup>2</sup> 200 Elm Street Dedham, MA 02026	U.S.	Director
Philippe P. Dauman 200 Elm Street Dedham, MA 02026	U.S.	Director
George S. Abrams 200 Elm Street Dedham, MA 02026	U.S.	Director
David R. Andelman 200 Elm Street Dedham, MA 02026	U.S.	Director
National Amusements, Inc. 200 Elm Street Dedham, MA 02026	U.S	N/A

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<sup>2</sup> Brent Redstone is the son of Sumner and Phyllis Redstone.

**National Amusements, Inc.**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Position</b>
National Amusements, Inc. 200 Elm Street Dedham, MA 02026	U.S.	N/A
Sumner M. Redstone <sup>3</sup> 200 Elm Street Dedham, MA 02026	U.S.	Director, President, Chairman
Shari Redstone <sup>4</sup> 200 Elm Street Dedham, MA 02026	U.S.	Director, Executive Vice President
Jerome Magner 200 Elm Street Dedham, MA 02026	U.S.	Vice President, Treasurer
Tilly Berman 200 Elm Street Dedham, MA 02026	U.S.	Secretary

<sup>3</sup> 66 2/3% of shares of National Amusements, Inc. are held by Sumner M. Redstone National Amusements Trust u/d/t dated 6/28/02; Sumner Redstone, David Andelman, Phyllis Redstone, George Abrams, Norman I. Jacobs, Leonard L. Lewin and Philippe Dauman Trustees. Voting shares are voted solely by Mr. Redstone until such time as his incapacity or death.

<sup>4</sup> Shari Redstone is the daughter of Sumner and Phyllis Redstone. The stock is held by the Shari Ellin Redstone Trust u/d/t October 19, 1999, Sumner Redstone and Shari Redstone Trustees.

<b>Name and Address</b>	<b>Citizenship</b>	<b>Position</b>
Richard Sherman 200 Elm Street Dedham, MA 02026	U.S.	Vice President, Assistant Secretary
George S. Abrams <sup>3</sup> 200 Elm Street Dedham, MA 02026	U.S.	Director
David R. Andelman <sup>3</sup> 200 Elm Street Dedham, MA 02026	U.S.	Director
Philippe P. Dauman <sup>3</sup> 200 Elm Street Dedham, MA 02026	U.S.	Director
Brent D. Redstone <sup>5</sup> 200 Elm Street Dedham, MA 02026	U.S.	Director

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<sup>5</sup> Brent Redstone is the son of Sumner and Phyllis Redstone.