

WESTWOOD ONE INC /DE/
Form SC 13D/A
January 13, 2003

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

SCHEDULE 13D

(Amendment No. 3)

Under the Securities Exchange Act of 1934
WESTWOOD ONE, INC.
(Name of Issuer)

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

961-815-10-7
(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, 2003
(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 / /.

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

Page 2 of 21 Pages

CUSIP No. 961-815-10-7

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

Infinity Network Inc.

I.R.S. Identification No. 52-1859471

- (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 | 16,000,000 |
| | (9) Sole Dispositive Power | |
| | (10) Shared Dispositive Power | 16,000,000 |

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 16,000,000

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

- (13) Percent of Class Represented by Amount in Row (11) 15.2%

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

Page 3 of 21 Pages

CUSIP No. 961-815-10-7

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

Infinity Media Corporation

I.R.S. Identification No. 13-2766282

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

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

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 | (7) Sole Voting Power | |
| Shares | | |
| Beneficially | (8) Shared Voting Power | 16,000,000 |
| Owned by | | |
| Each | (9) Sole Dispositive Power | |
| Reporting | | |
| Person | (10) Shared Dispositive Power | 16,000,000 |
| With | | |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
16,000,000

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

(13) Percent of Class Represented by Amount in Row (11) 15.2%

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

Page 4 of 21 Pages

CUSIP No. 961-815-10-7

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

Infinity Broadcasting Corporation

I.R.S. Identification No. 13-4142467

(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).

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

 (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 18,000,000*

 (9) Sole Dispositive Power

 (10) Shared Dispositive Power 18,000,000*

 (11) Aggregate Amount Beneficially Owned by Each Reporting Person
 18,000,000*

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

 (13) Percent of Class Represented by Amount in Row (11) 16.8%

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

* Includes 2,000,000 shares underlying warrants that may become exercisable in the next 60 days.

Page 5 of 21 Pages

CUSIP No. 961-815-10-7

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

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

(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 18,000,000*

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

Each Reporting Person With (9) Sole Dispositive Power

 (10) Shared Dispositive Power 18,000,000*

 (11) Aggregate Amount Beneficially Owned by Each Reporting Person
 18,000,000*

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

 (13) Percent of Class Represented by Amount in Row (11) 16.8%

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

* Includes 2,000,000 shares underlying warrants that may become exercisable in the next 60 days.

Page 6 of 21 Pages

CUSIP No. 961-815-10-7

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

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 18,000,000*

 (9) Sole Dispositive Power

 (10) Shared Dispositive Power 18,000,000*

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

18,000,000*

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

(13) Percent of Class Represented by Amount in Row (11) 16.8%

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

* Includes 2,000,000 shares underlying warrants that may become
exercisable in the next 60 days.

Page 7 of 21 Pages

CUSIP No. 961-815-10-7

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

National Amusements, Inc.

I.R.S Identification 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 | (7) Sole Voting Power | |
| Shares | | |
| Beneficially | (8) Shared Voting Power | 18,000,000* |
| Owned by | | |
| Each | (9) Sole Dispositive Power | |
| Reporting | | |
| Person | (10) Shared Dispositive Power | 18,000,000* |
| With | | |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
18,000,000*

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

(13) Percent of Class Represented by Amount in Row (11) 16.8%

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

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

* Includes 2,000,000 shares underlying warrants that may become exercisable in the next 60 days.

Page 8 of 21 Pages

CUSIP No. 961-815-10-7

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

Sumner M. Redstone

(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 Beneficially Owned by Each Reporting Person With | (7) Sole Voting Power | |
| | (8) Shared Voting Power | 18,000,000* |
| | (9) Sole Dispositive Power | |
| | (10) Shared Dispositive Power | 18,000,000* |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
18,000,000*

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

(13) Percent of Class Represented by Amount in Row (11) 16.8%

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

* Includes 2,000,000 shares underlying warrants that may become exercisable in the next 60 days.

Item 1. Security and Issuer.

This Amendment No. 3 (the "Amendment") is filed by Infinity Network Inc. ("INI"), Infinity Media Corporation ("IMC"), Infinity Broadcasting Corporation ("IBC" or "Infinity"), Viacom Inc. ("Viacom"), NAIRI, Inc. ("NAIRI"), National Amusements, Inc. ("NAI") and Mr. Sumner M. Redstone ("Mr. 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, with respect to the Common Stock, par value \$.01 per share (the "Common Shares"), of Westwood One, Inc., a Delaware corporation ("Westwood" or the "Issuer") with its principal executive office located at 40 West 57th Street, New York, N.Y. 10019.

Item 2. Identity and Background.

Item 2 is amended as follows:

The executive officers and directors of INI, IMC, IBC, Viacom, NAIRI and NAI, as of December 31, 2002, are set forth on Schedules I through VI attached hereto.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows:

(a) and (b) INI is the direct owner, with shared dispositive and voting power, of 16,000,000 Common Shares, or approximately 15.2% of the Issuer's issued and outstanding shares (based on 105,398,318 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2002).

IMC is the beneficial owner with shared dispositive and voting power, of 16,000,000 Common Shares, or approximately 15.2% of the Issuer's issued and outstanding shares (based on 105,398,318 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2002).

IBC is (i) the direct owner, with shared dispositive and voting power, of 2,000,000 Common Shares underlying two warrants, each for 1,000,000 Common Shares (the "Warrants"), each of which will become exercisable in the next 60 days only if the Issuer's Common Stock trades, with respect to the first warrant, at or above \$56.235, and with respect to the second warrant, at or above \$59.984, on at least 20 out of 30 consecutive trading days during which the national securities exchanges are open for trading ("Trading Days"), and (ii) the beneficial owner with shared dispositive and voting power, of 16,000,000 Common Shares, for a total interest in 18,000,000 Common Shares or 16.8% of the Issuer's issued and outstanding shares (based on 105,398,318 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2002 and assuming full exercise of the Warrants).

Viacom, NAIRI and NAI are each a beneficial owner with

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

shared dispositive and voting power, of 18,000,000 Common Shares, including 2,000,000 Common Shares underlying the Warrants, or approximately 16.8% of the Issuer's issued and outstanding shares (based on 105,398,318 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2002 and assuming full exercise of the Warrants).

Page 10 of 21 Pages

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner, with shared dispositive and voting power of 18,000,000 Common Shares, including 2,000,000 Common Shares underlying the Warrants or approximately 16.8% of the issued and outstanding Common Shares of the Issuer (based on 105,398,318 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2002 and assuming full exercise of the Warrants).

The Reporting Persons are aware that certain of the executive officers and directors of the Reporting Persons, as applicable, own Common Shares of the Issuer and/or hold options to acquire Common Shares of the Issuer. Mr. Mel Karmazin is the beneficial owner of 2,244,200 Common Shares, including 2,192,000 Common Shares underlying currently exercisable stock options (the "Karmazin Options"), or approximately 2.1% of the Issuer's issued and outstanding Common Shares (based on 105,398,318 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2002 and assuming full exercise of the Karmazin Options).

(c) Pursuant to the Management Agreement, dated March 30, 1999, as amended, between IBC and the Issuer, as described in Amendment 2 to this Schedule 13D, on January 2, 2003, IBC received the following two warrants to purchase Common Stock from the Issuer:

* A warrant to purchase 1,000,000 shares of the Issuer's Common Stock at an exercise price of \$43.11. This warrant will become exercisable only if the Issuer's Common Stock reaches a price of \$56.235 on at least 20 out of 30 consecutive Trading Days and has an expiration date of January 2, 2013.

* A warrant to purchase 1,000,000 shares of the Issuer's Common Stock at an exercise price of \$48.36. This warrant will become exercisable only if the Issuer's Common Stock reaches a price of \$59.984 on at least 20 out of 30 consecutive Trading Days and has an expiration date of January 2, 2013.

Item 7. Material to be Filed as Exhibits.

99 Joint Filing Agreement among Infinity Network Inc., Infinity Media Corporation, Infinity Broadcasting Corporation, Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone.

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 13, 2003

Infinity Network, Inc.

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Infinity Media Corporation

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Infinity Broadcasting Corporation

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

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

Page 12 of 21 Pages

SCHEDULE I

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

Infinity Network, Inc.

DIRECTORS

| Name | Business Address | Present Principal Occupation and Address of Employment |
|------------------------|---|--|
| Michael D. Fricklas | Viacom Inc. 1515 Broadway New York, N.Y. 10036 | Executive Vice President, General Counsel & Secretary Viacom Inc. 1515 Broadway New York, N.Y. 10036 |
| Robert G. Freedline | Viacom Inc. 1515 Broadway New York, N.Y. 10036 | Vice President and Treasurer Viacom Inc. 1515 Broadway New York, N.Y. 10036 |
| Susan C. Gordon | Viacom Inc. 1515 Broadway New York, N.Y. 10036 | Vice President, Controller & Chief Accounting Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036 |

Executive Officers

| Name | Business Address | Present Principal Occupation and Address of Employment |
|-------------------------------|---|---|
| John Sykes President & CEO | Infinity Broadcasting Corporation | President and Chief Executive Officer Infinity Radio operations |

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

| | | |
|---|---|---|
| | 40 West 57th Street New York, N.Y. 10019 | Infinity Broadcasting Corporation 40 West 57th Street New York, N.Y. 10019 |
| Michael D. Fricklas EVP & Secretary | Viacom Inc. 1515 Broadway New York, NY 10036 | Executive Vice President, Secretary & General Counsel Viacom Inc. 1515 Broadway New York, N.Y. 10036 |
| Richard J. Bressler Senior EVP | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. EVP & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036 |

Page 13 of 21 Pages

Schedule II

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

Infinity Media Corporation

DIRECTORS

| Name | Business Address | Present Principal Occupation and Address of Employment |
|------------------------|---|--|
| ----- | ----- | ----- |
| Michael D. Fricklas | Viacom Inc. 1515 Broadway New York, N.Y. 10036 | Executive Vice President, General Counsel & Secretary Viacom Inc. 1515 Broadway New York, N.Y. 10036 |
| Robert G. Freedline | Viacom Inc. 1515 Broadway New York, N.Y. 10036 | Vice President and Treasurer Viacom Inc. 1515 Broadway New York, N.Y. 10036 |
| Susan C. Gordon | Viacom Inc. 1515 Broadway New York, N.Y. 10036 | Vice President, Controller & Chief Accounting Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036 |

Executive Officers

| Name | Business Address | Present Principal Occupation and Address of Employment |
|------|------------------|---|
|------|------------------|---|

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

| | | |
|--|---|--|
| <p>----- John Sykes President & CEO</p> | <p>Infinity Broadcasting Corporation 40 West 57th Street New York, N.Y. 10019</p> | <p>----- President and Chief Executive Officer Infinity Radio operations Infinity Broadcasting Corporation 40 West 57th Street New York, N.Y. 10019</p> |
| <p>Michael D. Fricklas EVP & Secretary</p> | <p>Viacom Inc. 1515 Broadway New York, NY 10036</p> | <p>Executive Vice President, Secretary & General Counsel Viacom Inc. 1515 Broadway New York, N.Y. 10036</p> |
| <p>Richard J. Bressler Senior EVP</p> | <p>Viacom Inc. 1515 Broadway New York, NY 10036</p> | <p>Sr. EVP & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036</p> |

Page 14 of 21 Pages

Schedule III

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

Infinity Broadcasting Corporation

DIRECTORS

| Name | Business Address | Present Principal Occupation and Address of Employment |
|---|--|---|
| ----- | ----- | ----- |
| <p>Michael D. Fricklas</p> | <p>Viacom Inc. 1515 Broadway New York, N.Y. 10036</p> | <p>Executive Vice President, General Counsel & Secretary Viacom Inc. 1515 Broadway New York, N.Y. 10036</p> |
| <p>Robert G. Freedline</p> | <p>Viacom Inc. 1515 Broadway New York, N.Y. 10036</p> | <p>Vice President and Treasurer Viacom Inc. 1515 Broadway New York, N.Y. 10036</p> |
| <p>Susan C. Gordon</p> | <p>Viacom Inc. 1515 Broadway New York, N.Y. 10036</p> | <p>Vice President, Controller & Chief Accounting Officer Viacom Inc. 1515 Broadway</p> |

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

New York, N.Y. 10036

Executive Officers

| Name | Business Address | Present Principal Occupation and Address of Employment |
|---|---|---|
| Mel Karmazin Chairman | Viacom Inc. 1515 Broadway New York, NY 10036 | President & Chief Operating Officer Viacom Inc. 40 West 57th Street New York, N.Y. 10019 |
| John Sykes President & CEO | Infinity Broadcasting Corporation 40 West 57th Street New York, N.Y. 10019 | Chairman and Chief Executive Officer Infinity Radio Operations Infinity Broadcasting Corporation 40 West 57th Street New York, N.Y. 10019 |
| Michael D. Fricklas EVP & Secretary | Viacom Inc. 1515 Broadway New York, NY 10036 | Executive Vice President, Secretary & General Counsel Viacom Inc. 1515 Broadway New York, N.Y. 10036 |
| Richard J. Bressler Senior EVP | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. EVP & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036 |

Page 15 of 21 Pages

SCHEDULE IV

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

VIACOM INC.

Directors

| Name | Business Address | Present Principal Occupation and Address of Employment |
|------------------|---|---|
| George S. Abrams | Winer & Abrams 60 State Street Boston, MA 02109 | Attorney Winer & Abrams 60 State Street Boston, MA 02109 |

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

| | | |
|------------------------|---|---|
| David Andelman | Lourie and Cutler 60 State Street Boston, MA 02109 | Attorney Lourie and Cutler 60 State Street Boston, MA 02109 |
| George H. Conrades | AKAMAI Technologies 500 Technology Square Cambridge, MA 02139 | Chairman and Chief Executive Officer 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 Chief Executive Officer DND Capital Partners, LLC 9 West 57th St. New York, N.Y. 10019 |
| William H. Gray III | The College Fund/UNCF 8260 Willow Oaks Corporate Drive Fairfax, VA 22031 | President and Chief Executive Officer The College Fund/UNCF 8260 Willow Oaks Corporate Drive Fairfax, VA 22031 |
| Mel Karmazin | Viacom Inc. 1515 Broadway New York, NY 10036 | President and Chief Operating Officer Viacom Inc. 1515 Broadway New York, NY 10036 |
| Jan Leschly | Care Capital LLC Princeton Overlook 1 100 Overlook Center and Route, Suite 102 Princeton, NJ 08540 | Chairman and CEO Care Capital LLC Princeton Overlook 1 100 Overlook Center and Route, Suite 102 Princeton, NJ 08540 |
| David T. McLaughlin | Orion Safety Products 46 Newport road New London, NH 03257 | Chairman and Chief Executive Officer Orion Safety Products Orion Safety Products 46 Newport road New London, NH 03257 |
| Ken Miller | Ken Miller Capital, LLC C/o The Associated Group 650 Madison Avenue 25th Floor New York, N.Y. 10022 | President and Chief Executive Officer Ken Miller Capital, LLC c/o The Associated Group 650 Madison Avenue 25th Floor New York, N.Y. 10022 |

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

SCHEDULE IV
(Continued)

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

VIACOM INC.

Directors

| Name | Business Address | Present Principal Occupation and Address of Employment |
|--------------------|---|---|
| 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, 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 |
| Sumner M. Redstone | Viacom Inc. 1515 Broadway New York, NY 10036 | Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036 |
| Fredric V. Salerno | 400 Westchester Avenue 2nd Floor White Plains, N.Y. 10604 | Retired Not applicable |
| 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 & Chief Executive Officer Verizon Communications 1095 Avenue of the Americas New York, NY 10036 |

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

| | | |
|---------------------|--|--|
| Patty Stonesifer | Bill and Melinda Gates Foundation 1551 Eastlake Ave. East Seattle, WA 98102 | Co-Chair & President 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 & Chief Executive Officer Cardinal Health, Inc. 7000 Cardinal Place Dublin, OH 43017 |

Page 17 Of 21 Pages

SCHEDULE IV

(Continued)

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

VIACOM INC.

Executive Officers

| Name | Business Address | Present Principal Occupation and Address of Employment |
|---|--|--|
| Sumner M. Redstone Chairman of the Board and Chief Executive Officer | Viacom Inc. 1515 Broadway New York, NY 10036 | Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036 |
| Mel Karmazin President and Chief Operating Officer | Viacom Inc. 1515 Broadway New York, NY 10036 | President and Chief Operating Officer Viacom Inc. 1515 Broadway New York, NY 10036 |
| Richard J. Bressler Senior EVP & Chief Financial Officer | Viacom Inc. 1515 Broadway New York, NY 10 | Senior EVP & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036 |
| Michael D. Fricklas EVP, General Counsel and Secretary | Viacom Inc. 1515 Broadway New York, NY 10036 | EVP, General Counsel and Secretary Viacom Inc. 1515 Broadway New York, NY 10036 |

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

| | | |
|---|---|---|
| Susan C. Gordon SVP, Contoller, Chief Accounting Officer | Viacom Inc. 1515 Broadway New York, NY 10036 | Senior Vice President, Controller, Chief Accounting Officer Viacom Inc. 1515 Broadway New York, NY 10036 |
| Carol Melton Senior Vice President, Government Relations | Viacom Inc. 1515 Broadway New York, NY 10036 | Senior Vice President, Government Relations Viacom Inc. 1515 Broadway New York, NY 10036 |
| Carl D. Folta Viacom Inc. 1515 Broadway New York, NY 10036 | Viacom Inc. 1515 Broadway New York, NY 10036 | Senior Vice President, Corporate Relations Viacom Inc. 1515 Broadway New York, NY 10036 |
| William A. Roskin Sr. VP, Human Resources and Administration Viacom Inc | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Human Resources and Administration Viacom Inc. 1515 Broadway New York, NY 10036 |
| Robert G. Freedline Vice President and Treasurer | Viacom Inc. 1515 Broadway New York, N.Y. 10036 | Vice President and Treasurer Viacom Inc. 1515 Broadway New York, N.Y. 10036 |
| Martin M. Shea Senior Vice President, Investor Relations | Viacom Inc. 1515 Broadway New York, NY 10036 | Senior Vice President, Investor Relations Viacom Inc. 1515 Broadway New York, NY 10036 |

Page 18 of 21 Pages

SCHEDULE V

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

NAIRI, INC.

Directors

| Name | Business Address | Present Principal Occupation and Address of Employment |
|------------------|---|--|
| George S. Abrams | Winer & Abrams 60 State Street Boston, MA 02109 | Attorney Winer & Abrams 60 State Street |

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

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 |
| 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 |
| Sumner M. Redstone | Viacom Inc. 1515 Broadway New York, NY 10036 | Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036 |

Page 19 of 21 Pages

SCHEDULE V
(Continued)

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

NAIRI, INC.

Executive Officers

| Name | Business Address | Present Principal Occupation and Address of Employment |
|--|--|---|
| Sumner M. Redstone Chairman and President | Viacom Inc. 1515 Broadway New York, NY 10036 | Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036 |

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

| | | |
|--|--|--|
| Shari Redstone Executive Vice President | 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 Vice President and Treasurer | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | Vice President and Treasurer of National Amusements, Inc. and NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| Richard Sherman Vice President | 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 |
| Tilly Berman Secretary | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | Secretary National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |

Page 20 of 21 Pages

SCHEDULE VI

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

National Amusements, Inc.

Directors

| Name | Business Address | Present Principal Occupation and Address of Employment |
|------------------|--|--|
| George S. 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. | DND Capital | Co-Chairman and CEO of DND |

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

| | | |
|-----------------------|---|--|
| Dauman | Partners, LLC 9 West 57th St. New York, N.Y. 10019 | 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 |
| 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 |
| Sumner M. Redstone | Viacom Inc. 1515 Broadway New York, NY 10036 | Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036 |

Page 21 of 21 Pages

SCHEDULE VI

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

National Amusements, Inc.

Executive Officers

| Name | Business Address | Present Principal Occupation and Address of Employment |
|--|--|--|
| ----- | ----- | ----- |
| Sumner M. Redstone Chairman and President | Viacom Inc. 1515 Broadway New York, NY 10036 | Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036 |
| Shari Redstone Executive Vice President | 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 | Vice President and Treasurer |

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

| | | |
|-----------------------------------|--|---|
| Vice President and Treasurer | Amusements, Inc. 200 Elm Street Dedham, MA 02026 | of National Amusements, Inc. and NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| Richard Sherman Vice President | 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 |
| Tilly Berman Secretary | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | Secretary National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |

Exhibit 99.1

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13D, dated May 15, 2000 (the "Schedule 13D"), with respect to the Common Stock, par value \$0.01 per share, of Westwood One, Inc. is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13D and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 28th day of March, 2002.

Infinity Network, Inc.
By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Infinity Media Corporation
By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Infinity Broadcasting Corporation
By: /s/ Michael D. Fricklas

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

Michael D. Fricklas
Executive Vice President

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