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INFINITY BROADCASTING CORP /DE/  
Form SC 13D  
March 20, 2003

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

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SCHEDULE 13D

Under the Securities Exchange Act of 1934

INFINITY BROADCASTING CORPORATION  
(Name of Issuer)

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

456-62S-10-2  
(CUSIP Number)

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

with a copy to:

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

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

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

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

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

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CUSIP No. 456-62S-10-2

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

SUMNER M. REDSTONE  
S.S. No.

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

/ / (a)

/ / (b)

(3) SEC Use Only

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

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

(6) Citizenship or Place of Organization  
United States

|   |                               |             |
|---|-------------------------------|-------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | (7) Sole Voting Power         |             |
|   | (8) Shared Voting Power       | 700,000,000 |
|   | (9) Sole Dispositive Power    |             |
|   | (10) Shared Dispositive Power | 700,000,000 |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
700,000,000

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

(13) Percent of Class Represented by Amount in Row (11)  
64%\*

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

\* Class B Common Shares carry five votes per share which effectively gives the Reporting Persons 90% of the voting power.

CUSIP No. 456-62S-10-2

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

CBS BROADCASTING INC.  
I.R.S No. 13-0590730

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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  
New York  
-----  
Number of Shares Beneficially Owned by Each Reporting Person With (7) Sole Voting Power  
-----  
(8) Shared Voting Power 700,000,000  
-----  
(9) Sole Dispositive Power  
-----  
(10) Shared Dispositive Power 700,000,000  
-----  
(11) Aggregate Amount Beneficially Owned by Each Reporting Person 700,000,000  
-----  
(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
-----  
(13) Percent of Class Represented by Amount in Row (11) 64%\*  
-----  
(14) Type of Reporting Person (See Instructions) CO  
-----

\* Class B Common Shares carry five votes per share which effectively gives the Reporting Persons 90% of the voting power.

Item 1. Security and Issuer.

The class of equity securities to which this Statement on Schedule 13D relates is the Class A Common Stock, \$.01 par value per share (the "Class A Shares"), of Infinity Broadcasting Corporation (the "Issuer"), a Delaware corporation, with its principal executive office located at 40 West 57th Street, New York, NY 10019, by virtue of the Reporting Persons' (as defined in Item 2 below) ownership of the Issuer's Class B Common Stock par value \$.01 per share (the "Class B Shares"; together with the Class A Shares, the "Common Shares"), which are convertible into Class A Shares on a one-for-one basis under certain circumstances. The Class A Shares carry one vote per share and the Class B Shares carry five votes per share.

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### Item 2. Identity and Background.

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

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

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

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

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

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

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

The executive officers and directors of CBSBI, W/CBS HCI, Viacom, NAIRI and NAI 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, neither of the Reporting Persons nor 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.

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

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

Item 4. Purpose of Transaction.

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

Item 5. Interest in Securities of the Issuer.

(a) and (b) CBSBI is the owner, with shared dispositive and voting power, of 700,000,000 Class B Shares, or approximately 64%, of the Issuer's issued and outstanding Common Shares and 90% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 3, 2000).

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W/CBS HCI is currently the beneficial owner, with shared dispositive and voting power of 700,000,000 Class B Shares, or approximately 64%, of the Issuer's issued and outstanding Common Shares and 90% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 3, 2000).

Viacom is currently the beneficial owner, with shared dispositive and voting power, of 700,000,000 Class B Shares, or approximately 64%, of the Issuer's issued and outstanding Common Shares and 90% of the voting power (based on the number of Common Shares that

were reported by the Issuer to be issued and outstanding as of May 3, 2000).

NAIRI is currently the beneficial owner, with shared dispositive and voting power, of 700,000,000 Class B shares, or approximately 64%, of the Issuer's issued and outstanding Common Shares and 90% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 3, 2000).

NAI is currently the beneficial owner, with shared dispositive and voting power, of 700,000,000 Class B shares, or approximately 64%, of the Issuer's issued and outstanding Common Shares and 90% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 3, 2000).

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of 700,000,000 Class B Shares of the Issuer or approximately 64% of the Issuer's issued and outstanding Common Shares and 90% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 3, 2000).

Mel Karmazin, Chairman, President and Chief Executive Officer of the Issuer and President and Chief Operating Officer of Viacom, beneficially owns 108,333 shares (less than 1%) of the Issuer's Class A Shares, including shares underlying stock options exercisable within 60 days of this filing.

George Conrades, David T. McLaughlin, and Robert Walter, each a Director of Viacom and the Issuer, beneficially own 21,500, 500 and 21,500 shares of the Issuer's Class A Shares, respectively, including shares underlying stock options exercisable within 60 days of this filing.

(c) The Issuer's Class B Shares were acquired by the

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Reporting Persons, other than CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS, of which CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries, with and into Viacom on May 4, 2000.

(d) None.

(e) N/A

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

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

Signatures

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

May 15, 2000

/s/ Sumner M. Redstone

-----  
Sumner M. Redstone,  
Individually

National Amusements, Inc.

By: /s/ Sumner M. Redstone

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

NAIRI, Inc.

By: /s/ Sumner M. Redstone

-----  
Sumner M. Redstone,  
Chairman and President

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Viacom Inc.

By: /s/Michael D. Fricklas

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

Westinghouse/CBS Holding  
Company, Inc.

By: /s/ Angeline C. Straka

-----  
Angeline C. Straka,  
Vice President and Secretary

CBS Broadcasting Inc.

By: /s/ Angeline C. Straka

-----  
Angeline C. Straka,  
Vice President and Secretary

SCHEDULE I

CBS BROADCASTING INC.

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

| Name             | Business or<br>Residence Address                      | Principal<br>Occupation<br>or Employment  | Name and Address<br>of Corporation or<br>Other Organization<br>in which Employed     |
|------------------|---|---|--|
| Mel<br>Karmazin* | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036 | President and<br>Chief Operating<br>Officer of Viacom<br>Inc.; Chairman,<br>President and<br>Chief Executive<br>Officer of<br>Infinity<br>Broadcasting<br>Corporation | Infinity<br>Broadcasting<br>Corporation<br>40 West 57th Street<br>New York, NY 10019 |

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Louis J. Briskman\* CBS Broadcasting Inc.  
 51 W. 52nd Street  
 New York, NY 10019  
 Executive Vice President and General Counsel of CBS Television

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  
 Executive Vice President and Chief Financial Officer of Viacom Inc.

\*Also a director

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.<br>1515 Broadway<br>New York, NY 10036 | President and Chief Operating Officer of Viacom Inc.; Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation | Infinity Broadcasting Corporation<br>40 West 57th Street<br>New York, NY 10019 |

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Louis J. Briskman\* CBS Broadcasting Inc.  
 51 W. 52nd Street  
 New York, NY 10019  
 Executive Vice President and General Counsel of CBS Television

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  
 Executive Vice President and Chief Financial Officer of Viacom Inc.

\*Also a director

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.<br>1515 Broadway<br>New York, NY<br>10036 | Chairman of the Board and Chief Executive Officer of Viacom Inc.;<br>Chairman of the Board and Chief Executive Officer of National Amusements, Inc.;<br>President and Chief Executive Officer of Viacom International Inc. | National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026         |
| Mel                 | Viacom Inc.   | President and  | Chairman, President   |

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|           |  |  |  |
|-----------|--|--|--|
| Karmazin* | 1515 Broadway<br>New York, NY<br>10036 | Chief Operating<br>Officer Viacom<br>Inc. and Viacom<br>International Inc. | and Chief Executive<br>Office of Infinity<br>Broadcasting<br>Corporation |
|-----------|--|--|--|

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|                           |   |  |   |
|---------------------------|---|--|---|
| Michael<br>D.<br>Fricklas | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036 | Sr. VP, General<br>Counsel and<br>Secretary of<br>Viacom Inc. and of<br>Viacom<br>International Inc. | Viacom<br>International Inc.<br>1515 Broadway<br>New York, NY 10036 |
|---------------------------|---|--|---|

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|                    |   |  |  |
|--------------------|---|--|--|
| Susan C.<br>Gordon | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036 | Vice President,<br>Controller, Chief<br>Accounting Officer<br>of Viacom Inc. and<br>Viacom<br>International Inc. | Viacom<br>International<br>Inc.<br>1515 Broadway<br>New York, NY 10036 |
|--------------------|---|--|--|

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|                      |   |  |   |
|----------------------|---|--|---|
| William<br>A. Roskin | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036 | Sr. VP, Human<br>Resources and<br>Administration of<br>Viacom Inc. and<br>Viacom<br>International Inc. | Viacom<br>International Inc.<br>1515 Broadway<br>New York, NY 10036 |
|----------------------|---|--|---|

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

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\*Also a Director

SCHEDULE III  
(continued)

DIRECTORS

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

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

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|                        |   |   |  |
|------------------------|---|---|--|
| Philippe<br>P. Dauman  | 121 East 65th<br>Street<br>New York, NY<br>10021  | Director of Viacom<br>Inc. and National<br>Amusements, Inc.               |  |
| -----                  |   |   |  |
| Thomas E.<br>Dooley    | 243 Cleft Road<br>Mill Neck, NY<br>11937  | Director of Viacom<br>Inc.  |  |
| -----                  |   |   |  |
| William H.<br>Gray III | UNCF<br>8260 Willow Oaks<br>Corporate Drive<br>Fairfax, VA<br>22031   | President and<br>Chief Executive<br>Officer of The<br>College Fund/UNCF   |  |
| -----                  |   |   |  |
| Jan<br>Leschly         | SmithKline<br>Beecham<br>P.O. Box 7929<br>Philadelphia, PA<br>19101   | Chief Executive<br>(Retired) of<br>SmithKline Beecham                     |  |
| -----                  |   |   |  |
| David T.<br>McLaughlin | Orion Safety<br>Products<br>P.O. Box 2047<br>Easton, MD 21601   | Chairman and Chief<br>Executive Officer<br>of<br>Orion Safety<br>Products |  |
| -----                  |   |   |  |
| Ken Miller             | Credit Suisse<br>First Boston<br>Corporation<br>11 Madison<br>Avenue - 22nd<br>Floor<br>New York, NY<br>10010 | Vice Chairman of<br>C.S. First Boston                                     | Credit Suisse<br>First Boston<br>Corporation<br>11 Madison Avenue<br>22nd Floor<br>New York, NY<br>10010 |
| -----                  |   |   |  |
| Leslie<br>Moonves      | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036   | President and<br>Chief Executive<br>Officer of CBS<br>Television          | CBS Television<br>7800 Beverly Blvd.<br>Los Angeles, CA<br>90036   |
| -----                  |   |   |  |
| Brent D.<br>Redstone   | c/o Showtime<br>Networks Inc.<br>1633 Broadway<br>New York, NY<br>10019                                       | Director of<br>National<br>Amusements, Inc.                               | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026                                       |
| -----                  |   |   |  |
| Shari<br>Redstone      | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026  | President of<br>National<br>Amusements, Inc.                              | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026                                       |
| -----                  |   |   |  |
| Fredric V.<br>Salerno  | Bell Atlantic<br>Corporation<br>1095 Avenue of  | Vice Chairman--<br>Finance and<br>Business                                | Bell Atlantic<br>Corporation<br>1095 Avenue of the   |

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|                     |   |  |   |
|---------------------|---|--|---|
|                     | the Americas<br>New York, NY<br>10036   | Development of<br>Bell Atlantic  | Americas<br>New York, NY<br>10036   |
| William<br>Schwartz | Yeshiva<br>University<br>2495 Amsterdam<br>Avenue<br>New York, NY<br>10033                    | VP for Academic<br>Affairs (chief<br>academic officer)<br>of Yeshiva<br>University | Yeshiva University<br>2495 Amsterdam<br>Avenue<br>New York, NY<br>10033                 |
| Ivan<br>Seidenberg  | Bell Atlantic<br>Corporation<br>1095 Avenue of<br>the Americas<br>New York, NY<br>10036       | Chairman of the<br>Board and Chief<br>Executive Officer<br>of Bell Atlantic        | Bell Atlantic<br>Corporation<br>1095 Avenue of the<br>Americas<br>New York, NY<br>10036 |
| Patty<br>Stonesifer | Bill and Melinda<br>Gates<br>Foundation<br>1551 Eastlake<br>Ave. East<br>Seattle, WA<br>98102 | Co-Chair and<br>President of<br>Bill and Melinda<br>Gates Foundation               |   |
| Robert D.<br>Walter | Cardinal Health,<br>Inc.<br>7000 Cardinal<br>Place<br>Dublin, OH 43017                        | Chairman and Chief<br>Executive Officer<br>of Cardinal<br>Health, Inc.             |   |

SCHEDULE IV

NAIRI, INC.

EXECUTIVE OFFICERS

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

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Amusements, Inc.;  
Chairman and  
President of NAIRI,  
Inc.

-----  
Shari Redstone\* National Amusements, Inc. President of National Amusements, Inc.  
200 Elm Street Amusements, Inc. 200 Elm Street  
Dedham, MA 02026 and Executive Vice President of NAIRI,  
Inc.

-----  
Jerome Magner National Amusements, Inc. Vice President and Treasurer of National Amusements, Inc.  
200 Elm Street National Amusements, Inc. 200 Elm Street  
Dedham, MA 02026 and NAIRI, Inc.

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

\*Also a Director

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.<br>1515 Broadway<br>New York, NY<br>10036           | Chairman of the Board of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc. | National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026         |
| Shari Redstone*     | National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.  | National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026         |

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

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

\*Also a Director

-----  
 DIRECTORS  
 -----

George S.      Winer & Abrams      Attorney      Winer & Abrams  
 Abrams      60 State Street           60 State Street  
              Boston, MA 02109           Boston, MA 02109  
 -----

David      Lourie and Cutler      Attorney      Lourie and Cutler  
 Andelman      60 State Street           60 State Street  
              Boston, MA 02109           Boston, MA 02109  
 -----

Philippe      Residence:      Director of  
 P. Dauman      121 East 65th      National  
              Street      Amusements, Inc.  
              New York, NY      and Viacom Inc.  
              10021  
 -----

Brent D.      c/o Showtime      Director of      National  
 Redstone      Networks Inc.      National      Amusements, Inc.  
              1633 Broadway      Amusements, Inc.      200 Elm Street  
              New York, NY           Dedham, MA 02026  
              10019  
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