



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State

Corporations Div's
100 North Main St
Providence, RI 02903-1
401.222.31

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 104195		2. Name of Corporation NAIRI, INC.	
3. Street Address Principal Business Office 200 Elm Street, PO Box 9126			City Dedham
			State MA
			Zip 02027-9126
4. Business Phone No. 781-461-1600 x396		5. State of Incorporation DELAWARE	
6. SIC Code 9639			
7. Brief Description of the Character of Business Conducted in Rhode Island TO OWN AND OPERATE MOVIE THEATRES.			
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name Sumner M. Redstone		Vice President Name Shari E. Redstone	
Street Address 200 Elm Street, PO Box 9126		Street Address 200 Elm Street; PO Box 9126	
City Dedham	State MA	Zip 02027-9126	City Dedham
			State MA
			Zip 02027-9126
Secretary Name Tilly Berman		Treasurer Name Jerome Magner	
Street Address 200 Elm Street, PO Box 9126		Street Address 200 Elm Street, PO Box 9126	
City Dedham	State MA	Zip 02027-9126	City Dedham
			State MA
			Zip 02027-9126
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name Sumner M. Redstone		Director Name Shari E. Redstone	
Street Address 200 Elm Street, PO Box 9126		Street Address 200 Elm Street, PO Box 9126	
City Dedham	State MA	Zip 02027-9126	City Dedham
			State MA
			Zip 02027-9126
Director Name Brent D. Redstone		Director Name David R. Andelman, Esq.	
Street Address 200 Elm Street, PO Box 9126		Street Address 200 Elm Street, PO Box 9126	
City Dedham	State MA	Zip 02027-9126	City Dedham
			State MA
			Zip 02027-9126
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>	
AUTHORIZED SHARES		ISSUED SHARES	
Number of Shares	Class/Series	Par Value	Number of Shares
100 COMM \$100.00 PAR VALUE			1
			Common
			\$100.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



104195

File Date 2-10-05
Check No. 06100221
By: [Signature]
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Date

Richard J. Sherman

Print or Type Name of Officer

Vice President

Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 104195	2. Name of Corporation NAIRI, INC.		
3. Street Address Principal Business Office 200 Elm St. PO Box 9126		City Dedham	State MA
4. Business Phone No. 781-461-1600 ext 454	5. State of Incorporation DELAWARE		Zip 02027
7. Brief Description of the Character of Business Conducted in Rhode Island TO OWN AND OPERATE MOVIE THEATRES.			6. SIC Code 9639

8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Summer M. Redstone	Vice President Name Shari E. Redstone
Street Address 200 Elm St. PO Box 9126	Street Address 200 Elm St. P.O. Box 9126
City Dedham	City Dedham
State MA	State MA
Zip 02027	Zip 02027
Secretary Name Tilly Beeman	Treasurer Name Jerome Wagner
Street Address 200 Elm St. PO Box 9126	Street Address 200 Elm St. PO Box 9126
City Dedham	City Dedham
State MA	State MA
Zip 02027	Zip 02027

9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Summer M. Redstone	Director Name Shari E. Redstone
Street Address 200 Elm St. PO Box 9126	Street Address 200 Elm St. PO Box 9126
City Dedham	City Dedham
State MA	State MA
Zip 02027	Zip 02027
Director Name Brent D. Redstone	Director Name David R. Hudelman, Esq.
Street Address 200 Elm St. PO Box 9126	Street Address 60 State St. 9th Floor
City Dedham	City Boston
State MA	State MA
Zip 02027	Zip 02109

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
100 COMM \$100.00 PAR VALUE			1	common	\$100

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 4 1 9 5 *

File Date 2/23/04
Check No. 117644
By: [Signature]
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/21/04
Signature of Officer Date
Richard S. Sherman
Print or Type Name of Officer
Vice President
Title of Officer

2004

NAIRI
Taxpayer

Officers:

Sumner M. Redstone
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Chairman and President

Shari E. Redstone
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Executive Vice President

Jerome Magner
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Vice President & Treasurer

Richard J. Sherman
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Vice President & Asst Secretary

Tilly Berman
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Secretary

NAIRI, Inc.
Taxpayers

2004

Directors:

Sumner M. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

Brent D. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

Shari E. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

David R. Andelman, Esq.
Lourie & Cutler P.C.
60 State Street, 9th Floor
Boston, MA 02109

Philippe Dauman, Esq.
9 West 57th Street
Suite 4615
New York, New York 10036

George S. Abrams, Esq.
Winer & Abrams
60 State Street, Suite 2329
Boston, MA 02109

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **104195** 2. Name of Corporation **NAIRI, INC.**
3. Street Address Principal Business Office **200 Elm Street, P.O. Box 9126** City **Dedham** State **MA** Zip **02027-9126**
4. Business Phone No. **781-461-1600 ext 454** 5. State of Incorporation **DELAWARE** 6. SIC Code **9639**

7. Brief Description of the Character of Business Conducted in Rhode Island
Motion Picture Theatre

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X-FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Summer M. Redstone Street Address 200 Elm Street, P.O. Box 9126 City Dedham State MA Zip 02027-9126	Vice President Name Shari E. Redstone Street Address 200 Elm Street, P.O. Box 9126 City Dedham State MA Zip 02027-9126
Secretary Name Tilly Berman Street Address 200 Elm Street, P.O. Box 9126 City Dedham State MA Zip 02027-9126	Treasurer Name Jerome Magher Street Address 200 Elm Street, P.O. Box 9126 City Dedham State MA Zip 02027-9126

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X-FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Summer M. Redstone Street Address 200 Elm Street, P.O. Box 9126 City Dedham State MA Zip 02027-9126	Director Name Brent D. Redstone Street Address 200 Elm Street, P.O. Box 9126 City Dedham State MA Zip 02027-9126
Director Name Shari E. Redstone Street Address 200 Elm Street, P.O. Box 9126 City Dedham State MA Zip 02027-9126	Director Name David R. Andelman, Esq. Street Address 60 State Street, 9th Floor City Boston State MA Zip 02109

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	100 COMM	\$100.00 PAR VALUE	

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	1	common	\$100

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 4 1 9 5 *

File Date: **3-11-03**
Check No.: **102743**
By: **IUP**

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] **Richard J. Sherman** Date **1/27/03**

Signature of Officer
Richard J. Sherman
Print or Type Name of Officer

Vice President & Asst. Secretary
Title of Officer

NAIRI
Taxpayer

2003

Officers:

Sumner M. Redstone
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Chairman and President

Shari E. Redstone
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Executive Vice President

Jerome Magner
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Vice President & Treasurer

Richard J. Sherman
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Vice President & Asst Secretary

Tilly Berman
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Secretary

2003

NAIRI, Inc.
Taxpayers I.D.

Directors:

Sumner M. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

Brent D. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

Shari E. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

David R. Andelman, Esq.
Lourie & Cutler P.C.
60 State Street, 9th Floor
Boston, MA 02109

Philippe Dauman, Esq.
9 West 57th Street
Suite 4615
New York, New York 10036

George S. Abrams, Esq.
Winer & Abrams
60 State Street, Suite 2329
Boston, MA 02109

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 104195
2. Name of Corporation NAIRI, INC.
3. Street Address Principal Business Office 200 Elm Street P.O. Box 9126 Dedham MA 02027
4. Business Phone No. 781-461-1600 Ext. 486
5. State of Incorporation DELAWARE
6. SIC Code 9639

7. Brief Description of the Character of Business Conducted in Rhode Island
Motion Picture Theatre.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Sumner M. Redstone Street Address 200 Elm St. P.O. Box 9126 City State Zip Dedham MA 02027	Vice President Name Shari E. Redstone Street Address 200 Elm St. P.O. Box 9126 City State Zip Dedham MA 02027
Secretary Name Tilly Berman Street Address 200 Elm St. P.O. Box 9126 City State Zip Dedham MA 02027	Treasurer Name Jerome Magner Street Address 200 Elm St. P.O. Box 9126 City State Zip Dedham MA 02027

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Sumner M. Redstone Street Address 200 Elm St. P.O. Box 9126 City State Zip Dedham MA 02027	Director Name Brent D. Redstone Street Address 200 Elm St. P.O. Box 9126 City State Zip Dedham MA 02027
Director Name Shari E. Redstone Street Address 200 Elm St. P.O. Box 9126 City State Zip Dedham MA 02027	Director Name David R. Andelman, Esq. Street Address 60 State St. 9th Floor City State Zip Boston MA 02109

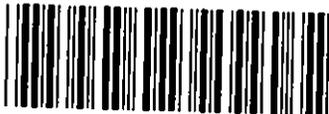
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
100 COMM	\$100.00 PAR VALUE	

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
1	common	\$100

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 4 1 9 5 *

File Date: 1/30/02
Check No.: 089591
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] Date: 1/23/02
Signature of Officer
Richard J. Sherman
Print or Type Name of Officer
VP & Asst. Secretary
Title of Officer

NAIRI
Taxpayer

2002

Officers:

Sumner M. Redstone
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Chairman and President

Shari E. Redstone
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Executive Vice President

Jerome Magner
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Vice President & Treasurer

Richard J. Sherman
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Vice President & Asst Secretary

Tilly Berman
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Secretary

NAIRI
Taxpayers

2002

Directors:

Sumner M. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

Brent D. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

Shari E. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

David R. Andelman, Esq.
Lourie & Cutler P.C.
60 State Street, 9th Floor
Boston, MA 02109

Philippe Dauman, Esq.
9 West 57th Street
Suite 4615
New York, New York 10036

George S. Abrams, Esq.
Winer & Abrams
60 State Street, Suite 2329
Boston, MA 02109



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 104195		2. Name of Corporation NAIRI, Inc			
3. Street Address Principal Business Office 200 Elm St Box 9126			City Dedham	State Ma	Zip 02027
4. Business Phone No. 781-461-1600		5. State of Incorporation Delaware			6. SIC Code 9639
7. Brief Description of the Character of Business Conducted in Rhode Island Operation of Motion Picture Theatre					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Sumner M. Redstone			Vice President Name Shari E. Redstone		
Street Address 200 Elm St Box 9126			Street Address 200 Elm St Box 9126		
City Dedham	State Ma	Zip 02027	City Dedham	State Ma	Zip 02027
Secretary Name Tilly Berman			Treasurer Name Jerome Magnet		
Street Address 200 Elm St Box 9126			Street Address 200 Elm St. Box 9126		
City Dedham	State Ma	Zip 02027	City Dedham	State Ma	Zip 02027
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Sumner M. Redstone			Director Name Brent D. Redstone		
Street Address 200 Elm St Box 9126			Street Address 200 Elm St. Box 9126		
City Dedham	State Ma	Zip 02027	City Dedham	State Ma	Zip 02027
Director Name Shari E. Redstone			Director Name David R. Andelman, Esq		
Street Address 200 Elm St Box 9126			Street Address 60 State St. 9th Floor		
City Dedham	State Ma	Zip 02027	City Boston	State Ma	Zip 02109
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
100	Comm	\$100	1	Common	\$100

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: 2/14/01
Check No.: 074800
By: [Signature]
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 2/14/01
Print or Type Name of Officer: RICHARD J SHERMAN
Title of Officer: VICE PRESIDENT

2001

NAIRI
Taxpayers

Directors

Sumner M. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

Brent D. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

Shari E. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

David R. Andelman, Esq.
Lourie & Cutler P.C.
60 State Street, 9th Floor
Boston, MA 02109

Philippe Dauman, Esq.
1515 Broadway
New York, New York 10036

George S. Abrams, Esq.
Winer & Abrams
60 State Street, Suite 2329
Boston, MA 02109

NAIRI
Taxpayer I.D

2001

Officers

Sumner M. Redstone
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Chairman and President

Shari E. Redstone
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Executive Vice President

Jerome Magner
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Vice President & Treasurer

Richard J. Sherman
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Vice President & Asst Secretary

Tilly Berman
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Secretary



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 104195 2. Name of Corporation NAIRE, Inc.
3. Street Address Principal Business Office 200 Elm St. BOX 9126 City Dedham State Ma Zip 02027
4. Business Phone No. 781-461-1600 5. State of Incorporation Delaware 6. SIC Code 9639
7. Brief Description of the Character of Business Conducted in Rhode Island
Operation of Motion Picture theatre

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)
President Name Summer M. Redstone Vice President Name Shari E. Redstone
Street Address 200 Elm St Street Address 200 Elm St
City Dedham State Ma Zip 02027 City Dedham State Ma Zip 02027
Secretary Name Hilly Berman Treasurer Name Jerome Wagner
Street Address 200 Elm St Street Address 200 Elm St
City Dedham State Ma Zip 02027 City Dedham State Ma Zip 02027

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)
Director Name Summer M. Redstone Director Name Brent D. Redstone
Street Address 200 Elm St Street Address 200 Elm St
City Dedham State Ma Zip 02027 City Dedham State Ma Zip 02027
Director Name Shari E. Redstone Director Name David R. Andelman
Street Address 200 Elm St Street Address 200 Elm St
City Dedham State Ma Zip 02027 City Dedham State Ma Zip 02027

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
100 Comm	\$100.00 Par	VAL

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
1	Common	\$100

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: 3/16/00
Check No.: 63121
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] Date _____
Signature of Officer

Print or Type Name of Officer **RICHARD J SHERMAN**
VICE PRESIDENT
Title of Officer

NAIRI
Taxpayers

2000

Directors

Sumner M. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

Brent D. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

Shari E. Redstone
200 Elm Street P.O. Box 9126
Dedham, MA 02027-9126

David R. Andelman, Esq.
Lourie & Cutler P.C.
60 State Street, 9th Floor
Boston, MA 02109

Philippe Dauman, Esq.
1515 Broadway
New York, New York 10036

George S. Abrams, Esq.
Winer & Abrams
60 State Street, Suite 2329
Boston, MA 02109

NAIRI
Taxpayer I.D

2000

Officers

Sumner M. Redstone
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Chairman and President

Shari E. Redstone
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Executive Vice President

Jerome Magner
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Vice President & Treasurer

Richard J. Sherman
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Vice President & Asst Secretary

Tilly Berman
200 Elm Street
P.O. Box 9126
Dedham, MA 02027-9126

Secretary

RECEIVED FEB 24 1999

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 104195
 2. Name of Corporation NAIRI, Inc.
 3. Street Address Principal Business Office 200 Elm Street, P.O. Box 9126
 4. Business Phone No. (781) 461-1600
 5. State of Incorporation Delaware
 City Dedham State MA Zip 02027-9126
 6. SIC Code 9639

7. Brief Description of the Character of Business Conducted in Rhode Island
 Operation of Motion Picture Theater

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name Sumner M. Redstone Street Address 200 Elm Street City Dedham State MA Zip 02026 Secretary Name Tilly Berman Street Address 200 Elm Street City Dedham State MA Zip 02026	Executive Vice President Name Shari E. Redstone Street Address 200 Elm Street City Dedham State MA Zip 02026 Treasurer & Vice President Jerome Magner Street Address 200 Elm Street City Dedham State MA Zip 02026
--	---

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name Sumner M. Redstone Street Address 200 Elm Street City Dedham State MA Zip 02026	Director Name Shari E. Redstone Street Address 200 Elm Street City Dedham State MA Zip 02026
Director Name Brent D. Redstone Street Address 200 Elm Street City Dedham State MA Zip 02026	

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
100	Common	\$100.00

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
1	Common	\$100.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: Mar 1, 99
91522
 Check No.: _____
 By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
 Signature of Officer: [Signature] Date: 2/24/99
 Print or Type Name of Officer: **JEROME MAGNER**
 Title of Officer: **VICE PRESIDENT & TREASURER**