



PARAMOUNT: THE CURIOUS CASE OF BENJAMIN BUTTON



NICKELODEON: GO, DIEGO! GO! - IT'S A BUG'S WORLD



PARAMOUNT HOME ENTERTAINMENT: INDIANA JONES AND IRON MAN

COMEDY CENTRAL HONORED WITH THREE PRIMETIME EMMY AWARDS

Comedy Central earned three Emmy Awards in the 2007-2008 Primetime Emmy competition, with ten-time Emmy-winner *The Daily Show with Jon Stewart* winning this year's Outstanding Variety, Music Or Comedy Series award. With its sixth consecutive Primetime Emmy win in the category, the *Daily Show* breaks the *Late Show with David*

Letterman's standing record of five wins in a row. *The Colbert Report* with Stephen Colbert received its first-ever Emmy Award: Outstanding Writing For A Variety, Music Or Comedy Program. Already a two-time Emmy-winner (with eight nominations), *South Park* received its third Emmy for Outstanding Animated Program, this time for Programming One Hour or More, for the "Imaginationland" trilogy.

A NOTE FROM PHILIPPE DAUMAN



During the third quarter, Viacom, like every company, had to adjust to the realities of a serious economic downturn. There was a general pullback in spending by marketers as they responded to lower consumer spending.

Throughout these uncertain times, we have and will continue to take all appropriate steps to prepare for whatever challenges lie ahead. The prudent management of our balance sheet over the past two years has positioned us very well for both the short and long term. We also continue to generate significant free cash flow, which will accelerate in the fourth quarter.

During the third quarter, our Media Networks segment again delivered solid double-digit gains in both affiliate and ancillary revenues. Demand for our networks remains strong, which translates into a stable, high margin revenue stream that we believe will continue on its double-digit growth trajectory for years. The headline on our ancillary business continues to be the phenomenal success of *Rock Band*, with more than 7 million units shipped in 13 countries. [\(continued P 2\)](#)

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MTV AND THE BEATLES COME TOGETHER FOR UNPRECEDENTED DEAL

The Beatles' extraordinary music and phenomenal legacy is set to rock across the universe in the form of a video game through an exclusive partnership between Apple Corps Ltd., Harmonix and MTV Games. This partnership marks the first time that Beatles music is available in an interactive video game format.

The game was creatively conceived with input from Sir Paul McCartney and Ringo Starr, along with Yoko Ono Lennon and Olivia Harrison, and will be an unprecedented, experiential progression through and celebration of the music and artistry of The Beatles.

A NOTE FROM P. DAUMAN

(continued from P 1)

Clearly, with respect to our advertising business, we had challenges in the third quarter, and we are adapting to a changing market. We are taking steps to strengthen our ad sales organization by more closely aligning it with our brands, and fully integrating ad sales leadership into the senior management teams. This will enhance the linkage between our programming and advertising strategies and help us to deliver even more value to our marketing partners.

Paramount has also taken significant steps to refine and implement a long-term creative and operational strategy that will yield great dividends in the years to come. We have been able to rationalize our film slate going forward, which will allow the studio to compete more efficiently and effectively. In fact, Paramount is probably in the best position it has been in for a number of years. It has built a robust, dynamic, film pipeline, has cultivated strong partnerships with some of the greatest creative talent in the business, and is rapidly building a leadership position in the digital space.

We have every reason to remain confident about Viacom's exciting future. Our business is centered on some of the most powerful entertainment brands in the world with leadership positions in growing markets. We have a vibrant film studio with creative, strategic and financial momentum. We have an unparalleled array of cable network brands with multiple revenue sources, including advertising sales, subscription and affiliate fees, consumer products and recreation. We have a tiger by the tail in *Rock Band* and our growing games business. And we have a significant international presence across our portfolio that continues to grow. Certainly, the economic environment may present additional challenges. However, due to the efforts across our company to build a strong, diversified and resilient business, we believe that we will be well-positioned both in the near term and as the global economy regains its footing over time.

Philippe Dauman is President and Chief Executive Officer of Viacom Inc. and serves on the company's Board of Directors.



MARVEL AND PARAMOUNT TO JOIN FORCES GLOBALLY

Building on the performance of *Iron Man*, which grossed \$580 million worldwide, Paramount and Marvel have agreed to continue their highly successful partnership on Marvel's next five self-produced feature films. Paramount will provide theatrical distribution worldwide, including foreign territories previously serviced through local distribution entities.

The highly anticipated live action releases include *Iron Man 2*, *Thor*, *The First Avenger: Captain America*, and *The Avengers*. The distribution agreement also includes *Iron Man 3*.

"Paramount is an excellent partner and an outstanding global distributor," said David Maisel, Chairman of Marvel Studios. "Through our experience on *Iron Man*, Paramount has demonstrated a passion and ability to release Marvel properties theatrically, allowing us to focus on making great movies for the largest audience possible."

MTVN ACQUIRES SOCIAL PROJECT, ITS PARTNER IN FLUX

MTV Networks acquired Social Project, Inc., its partner in building the Flux social media platform. Flux allows users to share and interact with content across a growing network of more than 1,000 entertainment, pop culture and music web sites, and has more than 7.5 million registered users. Previously, MTVN held a minority stake in Social Project.

The acquisition marks an important step in the evolution of MTVN's vertical entertainment strategy, accelerating the introduction of Flux across the MTVN online portfolio and further connecting web sites from inside and outside the MTVN portfolio through social media tools.

AMERICAN GANGSTER RETURNS FOR BOLD THIRD SEASON

BET's critically acclaimed docu-drama *American Gangster* returned for another compelling season in October. Narrated by Ving Rhames, the new season probes the lives and crimes of America's most dangerous criminals, including "Monster" Kody, Larry Davis and Mutulu Shakur, and explores notables like J. Edgar Hoover and COINTELPRO, among countless others.

Since its debut in 2006, *American Gangster* has found a dedicated following among audiences as well as critics. Drawing the highest viewer ratings of any series debut on the network, *American Gangster* has received significant recognition for its overall quality and depth of purpose, culminating in its recent nomination for a 2007 NAACP Image Award.





NICKELODEON AND ROYAL CARIBBEAN CRUISING FOR SUCCESS

Nickelodeon and Royal Caribbean International announced plans to expand their partnership with two brand-new, exotic cruise adventures in summer 2009. Based on the success of the first-ever, sold out Nickelodeon Family Cruise with Royal Caribbean, the two companies are teaming up to offer families new cruises from each U.S. coast – one on Mariner of the Seas to the Western Mexican Rivera, and another on the Freedom of the Seas, the largest ship in the cruise industry, to the Eastern Caribbean. Traveling to exotic destinations, the cruises are designed for every member of the family – kids, parents and grandparents.

The Nickelodeon Family Cruise provides family experiences that are unique to the cruise industry. On-board, Nickelodeon entertains passengers with such experiences as interactive game shows; meet-and-greets and performances by their favorite Nickelodeon stars; never-before-seen screenings and premieres of new, original Nick TV shows and movies; visits with favorite Nick characters including SpongeBob SquarePants, Dora the Explorer, Diego and Aang from Avatar: The Last Airbender; and plenty of Nickelodeon's signature slime.



COLBERTNATION.COM: THE HUB FOR ALL THINGS COLBERT

In true "maverick" style, Colbert Nation and Comedycentral.com have embraced change and delivered the new ColbertNation.com, the ultimate online destination and authority for *The Colbert Report* fans. The new site reinvents the way in which fans of *The Colbert Report* can learn about the show, watch video and become Colbert Nation "heroes" by participating in the online community.

The ColbertNation.com site features video clips from every episode dating back to 2005, the year that *The Colbert Report* launched, giving viewers a full screen video experience and a compelling look back at the meteoric rise of South Carolina's favorite son, Presidential candidate Stephen Colbert.



TV LAND LAUNCHES 'PRIME'

TV Land PRIME, a new primetime programming block designed to appeal to the attitudes, life stage and interests of people in their 40s, debuted on October 6. This primetime destination features original programming such as TV Land hit franchises *High School Reunion*, *She's Got The Look*, *Myths and Legends* and the upcoming series *The Cougar*.

TV Land PRIME's programming is defined as entertaining, engaging, escapist and most importantly, targeted for this adult demographic, a dynamic group with unmatched purchasing power.

VIACOM CEO ADDRESSES MIPCOM

Viacom President and CEO Philippe Dauman delivered the keynote at the MIPCOM conference in Cannes on October 13. In his address to the assembled representatives of the global media industry, Mr. Dauman spoke about the continuing importance of great content, and maintaining connections to audiences across all platforms.

He said: "Looking ahead, whatever changes the marketplace may bring, the primacy of content will remain. The key barometer of success – regardless of platform – will always be what consumers are watching and clicking on, not how consumers are watching or clicking.

"Technology is a fundamental part of our business – but it always has been. It represents an extraordinary opportunity for media companies. But it can never take the place of the brands and great content that define not only Viacom, but many of our competitors. Understanding the role that technology plays – as a means to an end, rather than the end all be all – is essential to reaping its rewards."

BACKCHANNEL: THE PARTY GAME FOR THE 21ST CENTURY

Devoted fans of *The Hills* now have a chance to match wits in a competitive online community game called "Backchannel." Designed and developed for exclusive use on MTV, this new interactive game is synched to the broadcast of select MTV shows like *The Hills*, and awards points and recognition to those fans whose live comments and quips are judged by other viewers to be the best. Further building engagement with audiences, winning comments will be aired during show reruns.

"Increasingly, our audience has expressed a desire to control their own entertainment experience. MTV is fulfilling that need by enabling our audience with new, creative digital tools such as Backchannel," said Brian Graden, President of MTV Entertainment.

2008 MTV VIDEO MUSIC AWARDS DELIVER

With ratings up 28% from 2007, the 2008 MTV Video Music Awards marked the 25th anniversary of the event in style. New and familiar faces took the stage to celebrate the music that has consistently made the VMAs one of the most memorable nights in entertainment.

Britney Spears opened the show to a standing ovation as her moonman losing streak finally came to an end. The pop princess led the way with three moonmen for "Video of the Year," "Best Female" and "Best Pop Video" for "Piece of Me." Along with performers like the Jonas Brothers, Kanye West, Christina Aguilera and Pink, host Russell Brand kept viewers and censors on their toes as the show rocked the Paramount Pictures lot.



BET GETS OUT THE VOTE

On September 27, BET Networks made an unprecedented, nationwide effort to encourage its audience to "STAND UP, SIGN UP, BE HEARD." The powerful and exciting voter registration day combined on-air, online and in-market components executed across the country. Hosted by Touré and guest Queen Latifah, the event also presented live remote coverage from BET-hosted voter registration rallies that took place in four key battleground states: Ohio, Michigan, Virginia and Pennsylvania. At each rally, hundreds of people gathered to register to vote, receive voter registration information and hear about the importance of voting from BET hosts, news correspondents and celebrity guests.



NICK KIDS PICK THE PRESIDENT

Nickelodeon has thrown its splat into the political ring with a fall season's worth of presidential and election-themed content. From Aug. 24 to Oct. 12, the network aired new interstitial content about the U.S. presidential campaign, along with two brand-new Nick News specials hosted by Linda Ellerbee, culminating in the "Kids Pick the President" kids' vote which began October 12.

Results of the close race were announced October 20, and the winner – with 51 percent of the 2 million votes – was Barack Obama.

PARAMOUNT'S NEW SLATE STRATEGY

In order to more effectively compete in the changing marketplace and to maximize the operating efficiencies already achieved by the studio, Paramount Pictures has reduced its release target to 20 films in 2008. Under the new plan, Paramount plans to release 12 films, including from MTV Films and Nickelodeon Movies, and up to four additional releases from Paramount Vantage. Paramount will also continue to distribute two to four films a year produced by DreamWorks Animation and Marvel Studios.

The new release strategy complements proactive efficiency efforts announced earlier in the year. In June, Paramount Vantage was restructured to combine its marketing, distribution and physical production departments with Paramount's, which eliminated redundancies and resulted in overhead savings.

MY BIG REDNECK WEDDING BACK FOR A SECOND SHAMELESS SEASON

My Big Redneck Wedding, the popular series that gives a whole new meaning to "for better or for worse," returned to CMT in October with host Tom Arnold. With eight half-hour episodes of rustic nuptials and rowdy receptions, couples have taken the term "redneck" to a whole new level with ceremonies complete with mud bogging, redneck games and monster trucks, as well as camouflage lingerie-filled wedding nights.

"*My Big Redneck Wedding* and host Tom Arnold have really grabbed the hearts and the imaginations of the CMT audience," says Bob Kusbit, head of development for CMT. "The show continues to get more outrageous each week and Tom's hilarious commentary highlights how much these couples truly love each other."



"COLORS" FLY IN INDIA

"Colors," which launched in India on July 21 under the Viacom 18 brand, has already become the second most-watched Hindi language general entertainment channel. Vaulting ahead of competitor Zee TV, Colors trails only leader STAR Plus.

Early research has shown that consumers find the Colors programming line-up fresh and progressive, with story lines that are more edgy and provocative. They also note the consistently high production quality.

RATINGS HIGHLIGHTS

BET

BET extended its streak as the #1 cable network among blacks 18-34 for the past 35 consecutive quarters, and the #1 ad-supported cable network among black households for the past 7 consecutive quarters. The second season of *Baldwin Hills* was the #1 series on BET in 2008, averaging 1.4 million viewers, and is among the top BET series of all time, up 27 percent versus its debut season. Competitively, the second season of *Baldwin Hills* stands as cable's #1 reality series among black households this year. Also in Q3, BET debuted its first scripted series, the critically-acclaimed *Somebodies*, which was among cable's top scripted series on Tuesday nights. In addition, BET's *Comic View: One Mic Stand* debuted this quarter and was cable's #1 stand-up comedy series among black households this year.



CMT

In the third quarter, CMT continued to deliver a diverse slate of quality music and reality programming. *Nanny 911* and *Trading Spouses* generated ratings 36 percent greater than the same time period in Q3 2007 among viewers 18-49. *Gone Country 2*, *Outsiders Inn* and *Country Fried Home Videos* were also successful launches in the quarter, driving ratings gains over their Q3 daypart averages.

In October, CMT brought back the popular series *Dallas Cowboy Cheerleaders* and *My Big Redneck Wedding* and launched new programming, including *Extreme Home Makeover* and *Hulk Hogan's Celebrity Championship Wrestling*.



COMEDY CENTRAL

Comedy Central, Q3's #1 basic cable network among men 18-24 in primetime, continued its strong momentum with its most-watched third quarter among key male demographics. September 2008 ranked as *The Daily Show* and *The Colbert Report's* most watched month ever. *The Daily Show* was up 15 percent from Q3 2007, delivering an average of 1.9 million viewers, while *The Colbert Report* was up an impressive 34 percent, bringing home 1.5 million viewers.

Comedy Central's Roast of Bob Saget also scored big with over 3 million total viewers tuned in on August 17th and was Comedy Central's most watched and highest rated special of the year among viewers 18-49. It ranked as the third most-watched *Comedy Central Roast* ever among men 18-24 and the second most-watched show on all of television in its timeslot (only behind the Beijing Olympics) among viewers 18-49.



LOGO

Logo's all-new original series *Sordid Lives* premiered in July, with a star-studded cast including Olivia Newton-John, Rue McClanahan and Caroline Rhea. The show has received wide press coverage, including *The Hollywood Reporter*, which declared: "Not since *Soap...* has there been a show quite like this one."

MTV

For the 46th time, MTV wrapped up the quarter as the #1 rated 24-hour ad-supported cable network among viewers 12-24 and captured its 44th consecutive quarter as #1 among viewers 18-24. Among the successes in the quarter, *The Hills* continued to shine as the #3 rated series for viewers 12-34 across all of ad-supported cable. In addition, *America's Best Dance Crew* and *From G's to Gents* ranked number one in their premiere time periods among the 12-34 demographic versus the cable competition.

Scoring hit ratings, the *2008 Video Music Awards* rocked MTV and MTV2, delivering a 6.70 national rating with viewers 12-34. At the conclusion of this year's VMAs, the program was the highest rated non-sports cable telecast among this demo.

MTV2

MTV2 maintained its status as the network with the highest concentration of young males (12-24 years old) across all of television and was watched by more than 54.9 million total viewers. The channel continues to be driven by popular MTV series - the strongest performing include: *Jackass*, *Run's House*, *Busted*, *True Life* and *From G's to Gents*.

mtvU

mtvU's new series *MTV Engine Room* premiered September 15th in the US, in 10 languages on mtvengineroom.com, and on MTV channels throughout the world. The HP-sponsored series is the largest user-generated content initiative in MTVN history. So far, more than 2,500 digital artists from 122 nations have contributed more than 20,000 pieces of content.

MTVN International

MTVNI expanded its Nickelodeon footprint with the launch of Nick Arabia, as well as channel launches in Poland, Arabia, Africa, Latin America (Nick Jr.) and the U.K. (Nick Toonsters). It saw continued ratings strength from the existing portfolio, with stand-out performances in the U.K., Germany, Southern Europe, India and Australia.



The N

The N continued to perform with a record-setting quarter and month of September. In Q3 2008, The N delivered more viewers aged 12-17 than any quarter in its history, with a 21-percent increase over Q3 2007. The month of September saw total day ratings up 57 percent over September 2007, and the channel's highest monthly rating ever among the teen boy demographic. In fact, The N's Teen audience had one of its most gender-balanced months on record, due largely to hits like *That 70's Show*.

Long-time Nickelodeon star performer *Degrassi* also continued its strength, returning with new episodes in July. Overall, the Friday premieres averaged a 1.36 teen rating in the quarter, up 14 percent from the Friday premiere average rating in 3Q 2007.

NOGGIN

Noggin had a very strong third quarter, with double-digit gains over Q3 2007. The network trailed only Nickelodeon as the number-two preschool cable network in total day ratings. *Yo Gabba Gabba!* performed particularly well, earning a 5.94 rating among Kids 2-5.

Noggin's highly-anticipated programming continues in Q4 2008, with "Fall into Autumn" and Halloween marathons featuring premieres of *Miss Spider* and *Pinky Dinky Doo*. December ushers in "Warm and Fuzzy" marathon programming, with fun-filled episodes that are snowy and holiday themed.

Nickelodeon

Nickelodeon continued to dominate its demos as Q3 2008 marked its 54th consecutive quarter as the top-rated cable network with both total viewers and kids. Nick owned the top five animated shows for kids 2-11 in Q3 2008, including: *SpongeBob SquarePants*, *The Mighty B!*, *Back at the Barnyard*, *Avatar: The Last Airbender* and *The Fairly OddParents*, with *SpongeBob* ranked as the #1 overall program with kids 2-11. For Q3, Nick's kids 2-11 rating was 23 percent ahead of Disney and 79 percent ahead of Cartoon Network.

The week-long *Avatar* stunt in July boosted ratings by double and triple-digits in key demographics versus last year, with the *Avatar: Sozin's Comet* season finale being the #1 *Avatar* telecast ever.

Nick at Nite

For the second consecutive quarter, Nick at Nite reigned as the #1 basic cable network among adults 18-49. In addition, Total Day ratings for women 18-49 were the highest among all basic cable networks, up 22 percent from Q3 2007. The quarter closed with Nick at Nite delivering its 11th consecutive month of double-digit growth.

George Lopez continued to be the network's highest-rated program, driving the ratings growth against year-ago ratings in each month. The show's ratings surged 40% over last year's like time period. *Home Improvement* also remains a growth engine for Nick at Nite, improving ratings by 20% since its launch in September 2007.

SPIKE TV

In the third quarter Spike ranked as a Top 10 channel among males 18-49 and 18-34, drawing an audience of 180 million viewers – 44 million of which were men 18-49.

TNA: Impact had its highest ratings and ranked #3 in the time period among men 18-49. The July 19th airing of *UFC Silva vs. Irvin* made Spike the #1 channel for its time period among key male viewers, ranking #1 among all telecasts (broadcast and cable) in major male demographics.

TV Land

TV Land scored its 7th consecutive quarter as a top 10 basic cable network among adults 40-54 during Total Day. The *Friday Night Movie* block continues to be a big draw among adults 25-54, up 25 percent in Q3 over the channel primetime rotator.

While *The Cosby Show* successfully launched on TV Land in 3Q 2008 and posted a healthy 24% increase over the network's total day average, *M*A*S*H* and *The Andy Griffith Show* provided the network's highest rated regularly scheduled programs in the quarter, with a 32% ratings boost among adults 25-54 compared to TVL's total day average.



VH1

Amidst heavy competition during the summer months, VH1 programming stood out as home to four of the top 10 new reality series on all of cable during the quarter. *I Love Money* was consistently a top 5 program in its timeslot while the Monday Night line-up remained impressively strong among African-American viewers. Fueled by the combination of hit series *I Want To Work For Diddy*, *New York Goes 2 Hollywood* and *Luke's Parental Advisory*, VH1 was a top 5 network among African-Americans 18-49 during Monday prime.

A key addition to the VH1 schedule was the acquisition of *Trading Spouses*, which gained a 28% improvement among viewers 18-49, versus daypart benchmarks.

STATISTICAL INFORMATION

THIRD QUARTER 2008

SUBSCRIBER NUMBERS

NETWORK SUBSCRIBERS

In Millions	3rd Quarter 2008	3rd Quarter 2007	In Millions	3rd Quarter 2008	3rd Quarter 2007
MTV(1)	97.0	95.4	MTV2(1)	75.0	70.5
MTV Europe/Middle East/Africa(2)(3)	212.2	172.2	MTV2 International(2)(6)	11.6	12.3
MTV Latin America(2)	37.6	34.0	MTV2 Total	86.6	82.8
MTV Asia Pacific(2)(4)	208.7	209.2	Spike TV(1)	97.3	95.7
MTV Canada(2)	6.9	5.1	Spike TV Canada(2)	6.8	6.8
MTV Total	562.4	515.9	Spike TV Total	104.1	102.5
Nickelodeon/Nick at Nite(1)	97.9	96.0	Comedy Central(1)	96.4	94.7
Nickelodeon Europe/Middle East/Africa(2)	79.6	73.1	Comedy Central International(2)	48.2	47.7
Nickelodeon Latin America(2)	20.6	20.0	Comedy Central Total	144.6	142.4
Nickelodeon Asia Pacific(2)	40.9	36.9	CMT(1)	88.3	87.2
Nickelodeon Total	239.0	226.0	Paramount Comedy Channel – Europe(2)	15.0	14.3
VH1 (1)	96.5	95.0	VIVA(2)	53.0	53.6
VH1 Europe/Middle East/Africa(2)	42.5	37.7	TMF(2)	32.5	30.5
VH1 Asia Pacific(2)	24.8	23.0	BET(1)	88.0	87.2
VH1 Latin America(2)	15.8	14.5	BET Canada(2)	4.0	3.7
VH1 Total	179.6	170.2	BET UK(7)	9.8	n/a
VH1 Classic(1)	53.8	51.2	BET Total	101.8	90.9
VH1 Classic - International(2)	13.5	12.2	BET J(1)	28.7	23.9
VH1 Classic Total	67.3	63.4	TV LAND(1)	95.4	93.4
Noggin(1)(5)	67.8	62.3	LOGO(1)	33.7	28.0
The N(1)(5)	64.6	62.3			
Nicktoons(1)	52.4	49.9			
Nicktoons International(2)	9.4	8.9			
Nicktoons Total	61.8	58.8			

Source:

(1) All Domestic channels except LOGO and BETJ are based on Nielsen Media Research, and reflect the month of September. LOGO and BETJ are based on internal figures, and reflect the month of June for LOGO and September for BETJ.

(2) All International channels are based on Mediastats data. International numbers are based on the month of July (latest available) for Q3 08 and Sept for Q3 07.

Note: Europe/Middle East/Africa includes Russia and Asia Pacific includes Japan.

(3) MTV EMEA large increase due to the launch of MTV Arabia in Q4 2007 which reaches estimated 36 million households.

(4) MTV Asia Pacific small decrease due to MTV Korea distribution halving to 3 million households. Excluding MTV Korea, MTV Asia Pacific actually increased by 2 million households.

(5) Noggin and The N split into two separate channels effective January 2008.

(6) MTV 2 International slight subscriber reduction due to change of package tier in France and number of small household losses across multiple regions.

(7) BET UK launched Feb'08; 3Q'08 subscriber count is based on internal figures.

MTVN PROPERTY COUNTS

Channels	170
Languages	33
Countries	162
Websites	393

Note: As of 10.31.2008

Q3 2008 CHANNEL LAUNCHES

Channel	Location	Date
Nickelodeon	Africa	7.1.08
Nick Jr.	Latam	7.1.08
Nickelodeon	Poland	7.10.08
MTVN HD	Europe	7.15.08
COLORS	SEA/India/China	7.21.08
Nickelodeon	Arabia	7.22.08
MTV2	Canada	8.1.08
Nick Toonsters	UK	8.18.08
Nick +1	Spain	9.1.08

POPULAR CABLE SHOWS

BET	<i>Baldwin Hills</i> <i>Somebodies</i>
Comedy Central	<i>The Daily Show with Jon Stewart</i> <i>The Colbert Report</i>
CMT	<i>Gone Country</i> <i>Outsiders Inn</i>
Logo	<i>Sordid Lives</i> <i>Shirts & Skins</i>
MTV	<i>Randy Jackson Presents: America's Best Dance Crew</i> <i>The Hills</i>
mtvU	<i>The Freshman</i> <i>Engine Room</i>
Nickelodeon	<i>SpongeBob SquarePants</i> <i>iCarly</i> <i>The Mighty B</i>
Nick Jr.	<i>Dora the Explorer</i> <i>The Backyardigans</i> <i>Go, Diego, Go!</i>
Nick at Nite	<i>George Lopez</i> <i>Family Matters</i>
The N	<i>That 70s Show</i> <i>Queen Bees</i>
NOGGIN	<i>Max & Ruby</i> <i>Dora the Explorer</i>
Spike TV	<i>The Ultimate Fighter: Mir vs. Nogueira</i> <i>TNA iMPACT</i>
TV Land	<i>She's Got The Look</i> <i>The Andy Griffith Show</i> <i>M*A*S*H</i>
VH1	<i>I Love Money</i> <i>I Want To Work For Diddy</i>

DIGITAL HIGHLIGHTS⁽¹⁾

Viacom Digital averaged 45 million domestic unique visitors per month in August and September, and averaged 88 million unique visitors worldwide during the same period.

For the quarter, iCarly.com, mtvU.com, NickatNite.com, NickJr.com, Noggin.com, ParentsConnect.com, TVLand.com and Xfire.com all had greater than 25% increases in unique visitors over the average monthly totals in Q3 2007.

In Q3, SouthParkStudios.com generated over 100 million video streams.

The 2008 VMAs were a major traffic driver to the site in the quarter. The day after the VMAs was MTV.com's highest day in traffic for the year, and 2nd highest day in history for MTV.com.

AddictingGames.com continued to perform strongly in Q3. The site attracted 17.3 million total monthly uniques worldwide, making the quarter the best in the site's history. The quarter's performance kept AddictingGames.com as the #1 independent Online Gaming site in the US among male teens and young adults ages 12-24.

(1) Source: comScore/MediaMetrix. "Viacom Digital" is defined by comScore/MediaMetrix as the online properties of MTV Networks, BET Networks and Paramount Pictures.

Q4 2008 MOVIE RELEASES

Madagascar: Escape 2 Africa	DreamWorks Animation
The Curious Case of Benjamin Button	Paramount
Revolutionary Road	Paramount Vantage
Defiance	Paramount Vantage

BOX OFFICE PERFORMANCE⁽¹⁾

Theatrical	Brand	Days in Domestic Release	Domestic Box Office to Date
<i>Iron Man</i>	Paramount	154	\$318,313,199
<i>Indiana Jones</i>	Paramount	148	\$317,023,851
<i>Kung Fu Panda</i>	DreamWorks Animation	126	\$215,434,591
<i>Tropic Thunder</i>	DreamWorks	75	\$110,069,000
<i>Eagle Eye</i>	DreamWorks	31	\$87,987,000
<i>The Love Guru</i>	Paramount	70	\$32,200,122
<i>Ghost Town</i>	DreamWorks	38	\$13,032,000
<i>The Duchess</i>	Paramount Vantage	38	\$11,197,000
<i>Son of Rambow</i>	Paramount Vantage	105	\$1,785,505
<i>American Teen</i>	Paramount Vantage	63	\$942,441
<i>Foot Fist Way</i>	Paramount Vantage	77	\$234,286

(1) Source: boxofficemojo.com, 10.27.08

TOP DVD SALES

Release Source	Title	Rank	Weeks in Release
Theatrical New Releases	<i>Spiderwick Chronicles</i>	8	14
Theatrical Catalog	<i>Transformers</i>	3	50
Children's Non-Theatrical	<i>Avatar: Book 3: Fire Volume 4</i>	14	9
Television	<i>Dexter: Season 2</i>	4	6
	<i>South Park: Season 11</i>	11	7

Source: PHE Sales and Forecasting