



COMEDY CENTRAL WELCOMES DIMITRI MARTIN



REVOLUTIONARY ROAD SCORES 3 OSCAR NODS



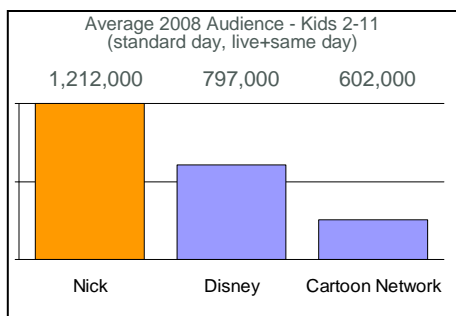
THE COLLEGEHUMOR SHOW COMES TO MTV

## NICKELODEON SCORES AS TOP BASIC CABLE NETWORK

Nickelodeon finished 2008 ranked as cable's #1 rated network in total day for kids 2-11 and for total viewers. It was the 14<sup>th</sup> consecutive year that Nick was the #1 network for these demos. The new series *True Jackson, VP* was Nick's most-watched live-action series premiere ever for kids 6-11, teens 9-14 and total viewers.

In addition, Nick at Nite was rated 2008's top total day cable net with adults 18-49, second overall

only to Nickelodeon with total viewers.



### A NOTE FROM PHILIPPE DAUMAN



We all know that 2008 was a difficult year for everyone and that these difficulties are persisting as we begin 2009. Nonetheless, we have made significant progress at Viacom in strengthening our brands, our content, our organization and our financial position.

During periods of uncertainty, among the most important attributes are a strong balance sheet and a strong cash position. We focused on this well before the economic downturn and will continue to do so. We generated substantial free cash in 2008 - a total of \$1.75 billion - in a very tough environment.

Equally important, we are managing Viacom to take full advantage of the opportunities that exist today and to quickly capitalize on those that will arise in the future.

Throughout the year, our Media Networks focused on the long-term strategy of nurturing our great brands and finding new and profitable ways to extend those brands. Being ubiquitous while remaining absolutely authentic strengthens the exceptional connections we have with our audiences.

(continued P 2)

### TABLE OF CONTENTS

Nickelodeon #1 Basic Cable Network in 2008	P1
Viacom Restructures Organization, Costs	P1
Paramount Leads the Way with Oscar Nominations	P2
BET Says "Yes We Will!"	P2
2008 MTV Europe Music Awards Delivers Multi-Platform Success	P2
Comedy Central Creates New Live Entertainment Division	P3
BET Expands to Africa	P3
Jokes.com Relaunch	P3
Britney: For the Record	P3
The 2008 Scandalist Awards	P3
World AIDS Day	P4
Spike TV's 2008 'Video Game Awards'	P4
'Olivia' Comes to Nick	P4
TRL's Royal Send-Off	P4
Star Trek in IMAX	P4
Madagascar: Escape 2 Africa 'Moves It, Moves It' to Russia and Ukraine	P4
Ratings Highlights	P5
Statistical Information	P7

On the web, Nickelodeon Kids & Family ranked #1 in the kids landscape for the quarter for total visits at 386 million and total page views at 6 billion.

## VIACOM RESTRUCTURES ORGANIZATION, COSTS

On December 4, Viacom implemented restructuring plans designed to better align its organization and overall cost structure with evolving economic conditions. These changes included broad-based staffing reductions implemented across all divisions of the Company, resulting in a workforce reduction of approximately 7%, as well as write-downs of certain programming and other assets. The Company also suspended senior-level salary increases for 2009. These staffing and compensation actions and write-downs are expected to result in pre-tax savings of about \$200 million in 2009.

## A NOTE FROM P. DAUMAN

(continued from P 1)

We also generated double-digit revenue growth in affiliate sales in each quarter of 2008, demonstrating the value that our programming and our marketing efforts provide to our distribution partners.

Our advertising results clearly reflect the broader downturn in the economy. While certain networks delivered solid growth across platforms, others were challenged by the combination of the economy and ratings softness. Overall, we saw steady progress in the relatively new C3 ratings, where our networks collectively ranked #1 among cable competition. Internationally, our organic advertising revenues were strong but the impact of foreign exchange negated much of the growth.

The soft retail environment that took hold in the fourth quarter impacted sales of our consumer products, including Rock Band. However, the franchise has had great success so far, ranking as the #1 game title of 2008 by revenue across all genres with more than 10 million units shipped worldwide since launch.

Paramount had another year of strong box office performance, ranking #1 internationally and #2 domestically. The refinement of the studio's film slate strategy coupled with a robust development pipeline has placed the studio in a very strong position. Throughout the year, we also took several steps to reduce Paramount's cost structure and we will take additional steps to improve its overall profitability and to mitigate downside risk and capital utilization.

While the business world has changed radically over the last several months, I remain confident that our decision to move early and prepare ourselves for the downturn will prove to be a significant advantage for Viacom – both in the near-term and over time. That discipline, combined with an uninterrupted focus on and investment in new branded content, will position us well as a first choice destination not only for audiences, but for investors as well.

---

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



## PARAMOUNT HONORED WITH OSCAR NOMINATIONS

Coming off of Kate Winslet's Golden Globe win for Best Dramatic Actress in *Revolutionary Road*, Paramount Pictures scored a total of 23 Oscar nominations this year for the 2009 Academy Awards. In addition to its 13 nominations for *The Curious Case of Benjamin Button*, other nominated films include Marvel's *Iron Man*, DreamWorks Animation's *Kung Fu Panda* and DreamWorks' *Tropic Thunder*. Paramount Vantage picked up an additional six nominations -- three for *Revolutionary Road*, two for *The Duchess* and one for *Defiance*.



## BET SAYS "YES WE WILL!"

On Inauguration Day, Nick Cannon hosted *Yes We Will! BET's Inauguration Celebration*, a one-hour special that featured live shots from BET's Inaugural Ball and took a look back at the election and the significant campaign that led the way to America's first black president. The show also highlighted what African Americans are committed to doing to implement the change initiated by President Barack Obama. BET News chronicled the entire historic weekend with extensive on-air and online coverage and news specials.

## 2008 MTV EUROPE MUSIC AWARDS DELIVERS MULTI-PLATFORM SUCCESS

MTV Networks International demonstrated its expertise in delivering unique, exciting and in-demand experiences with the unprecedented success of the 2008 MTV Europe Music Awards on digital platforms. In total, there were 4,030,269 unique visitors to the Awards' dedicated website at [www.mtvema.com](http://www.mtvema.com) – a 33% increase over the previous year. With a focus on creating a site that was more content-rich than in previous years, mtvema.com offered more video, photography, artist information, blogs and downloads than any previous MTV Europe Music Awards website. Bolstered by Perez Hilton's live report from the red carpet, the site delivered more than 800,000 live streams, a 211% increase over 2007. The mtvema.com website was available in 18 languages, covering 24 regions of the globe.

"The success of the MTV Europe Music Awards website underlines that MTV understands that audience demands content-rich multi-platform support and that is what we delivered for this year's MTV Europe Music Awards," commented Gary Ellis, Vice President, Content & Operations, MTV Networks International. "As well as giving the audience an opportunity to vote in ten of the Awards' categories, we ensured that the site offered a depth and range of content that fulfilled their appetite for relevant and up-to-date information in every region and in a broad spectrum of languages."







## COMEDY CENTRAL CREATES NEW LIVE ENTERTAINMENT DIVISION

Leveraging its strong brand and deep expertise in live stand-up events, COMEDY CENTRAL has established COMEDY CENTRAL Live Entertainment, a new division that will focus on expanding the brand's position in the live comedy industry through stand-up tours, comedy festivals and performance DVDs and CDs. Already a force in the stand-up space, COMEDY CENTRAL Live! stand-up tours have sold over 1.5 million tickets to performances at theaters, colleges and casinos nationwide, generating over \$60 million in box office receipts. "Creating the Live Entertainment division is the next step in the evolution of the COMEDY CENTRAL brand that has been steadily growing and expanding out of our viewers' living rooms and into their everyday lives," said Michelle Ganeless, president of COMEDY CENTRAL.

One of the first projects to be developed under this new division is a deal with comedian Stephen Lynch, who starred in Broadway's *The Wedding Singer* and has been featured in two *COMEDY CENTRAL Presents* half-hour specials. This project will encompass a major-market U.S. stand-up tour and, in a first for COMEDY CENTRAL Live, an international stand-up tour that will visit London, Ireland, Sweden, Holland and more. The deal also includes a one-hour stand-up special with Lynch that will premiere on COMEDY CENTRAL before being released, unedited, on DVD via COMEDY CENTRAL Home Entertainment.

## BET EXPANDS TO AFRICA

BET is now available in 11 countries in sub-Saharan Africa, expanding the channel's international reach that already includes the United States, Canada, the Caribbean and the United Kingdom. BET will provide consumers in Africa access to the network's top-rated and critically acclaimed shows, including *106 & Park*, *College Hill*, *Keyshia Cole: The Way It Is*, *Baldwin Hills*, *Real Life Divas*, *The BET Honors*, *Bobby Jones Gospel* and many more. "Africa makes great strategic sense, and we're confident that we'll continue to grow and deliver content to viewers across the continent who are eager for the programming we offer," said Michael D. Armstrong, Senior Vice President and General Manager, BET International.



## JOKES.COM RELAUNCHES WITH A BANG

COMEDY CENTRAL has expanded and relaunched Jokes.com, the premier online destination and home for stand-up comedy. The new site launched with the largest stand-up video library on the web of 5,000+ high-quality video clips, which includes a full archive of COMEDY CENTRAL's extensive vault of original stand-up programming. Jokes.com also gives users access to more than 12,000 text-based jokes and the ability to search its massive Comedians A-Z database of more than a thousand comedians.



## BRITNEY: FOR THE RECORD

The much anticipated Britney Spears documentary *Britney: For The Record* aired on November 30, and was the highest rated telecast, excluding sporting events, for the week among viewers 12-34 versus all cable competition. In the 90-minute exclusive documentary film, Britney told her story exclusively to MTV in an unprecedented three-month shoot where no topic was off limits. Via personal stories and complete access to her during her day-to-day life, acclaimed filmmaker Phil Griffin captured an intimate look into the artist that reveals those closest to her, provides insight into her music and career and a glimpse into her hopes and aspirations for the future.



## THE 2008 SCANDALIST AWARDS

Since its successful August launch, VH1's Scandalist.com has shown impressive growth, with audience numbers rising steadily. Weekly uniques have nearly doubled, and weekly page views more than doubled, in just under three months.

Throughout November and December, fans were able to vote for the celebrities that kept them talking (and gossiping) throughout the year. "The 2008 Scandalist Awards" featured categories including "Sexiest of '08," "Fugliest of '08," "Wasted Brit of '08" and many more. In addition, the blog provided companion photos and editorial content for each category making Scandalist.com a must-stop spot for pop culture fans.



## VIACOM CONTINUES ITS LEADERSHIP FIGHTING AIDS

December 1<sup>st</sup> marked World AIDS Day, and the 10<sup>th</sup> anniversary of Staying Alive, MTV's global HIV and AIDS awareness and prevention campaign. Since its inception, Viacom has served as a leader in the media industry in raising awareness about HIV/AIDS. This year, Viacom continued to strengthen its commitment to educating people about this devastating disease through multiple activities as well as programming across the Company's divisions and platforms. Highlights included BET's Rap-It-Up, MTV's It's Your (Sex) Life, and Paramount Pictures' annual AIDS Walk. In addition, on behalf of the Global Business Coalition, Viacom has signed a pledge to fight HIV discrimination and stigma.



## SPIKE TV'S 2008 VIDEO GAME AWARDS SETS HIGH SCORES

Hosted by Jack Black, the sixth annual VGAs on Spike paid tribute to the outstanding achievements of games, designers, animation, breakthrough technology, music and performances of the past year in the world of video games. Delivering its best day ever, the VGA website attracted over 149,000 unique visitors and 744,000 page views on the day of the on-air premiere. This represented an improvement of 235% and 498%, respectively, over the 2007 on-air premiere day.

## 'OLIVIA' COMES TO NICK

Nickelodeon welcomes one of the world's most beloved literary characters to its preschool line-up with the launch of *Olivia*. The new half-hour series invites children into the life – both real and fantasy – of an adventurous, can-do 6-and-3/4-year-old girl named Olivia. Based on acclaimed author/illustrator Ian Falconer's award-winning titles, *Olivia* captures the book series' trademark humor and the irrepressible personality of its heroine with dazzling CG animation.



## TRL'S ROYAL SEND-OFF

For the past decade "Total Request Live" has served as the premier destination for first looks at new videos, amazing performances by chart topping musicians, appearances of established and up-and-coming actors, and exclusive music news. And after more than 2,200 shows, MTV audiences said farewell to TRL on November 16<sup>th</sup>. During the "Total Request Finale," MTV paid tribute to the legendary countdown show with a send off like no other. Original host Carson Daly joined current host Damien Fahey to celebrate with a star-studded group of artists from rock, pop, hip-hop and beyond to commemorate the show with memories, performances and more.



## STAR TREK WARPS INTO IMAX THEATERS THIS MAY

This spring, Paramount Pictures is bringing fans a new vision of the greatest space adventure of all time. *Star Trek*, one of the most anticipated films of the year, chronicles the early days of James T. Kirk and his fellow USS Enterprise crew members. Directed by J.J. Abrams and set for release in conventional theaters on May 8<sup>th</sup>, the film will be digitally re-mastered and simultaneously shown in IMAX. Paramount Pictures will be the exclusive distributor of the film to IMAX theaters worldwide.

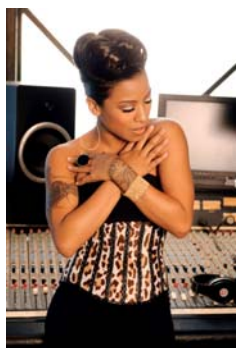


## MADAGASCAR: ESCAPE 2 AFRICA 'MOVES IT, MOVES IT' TO RUSSIA AND UKRAINE

DreamWorks Animation's *Madagascar: Escape 2 Africa* made box office history in both Russia and the Ukraine. The continuing saga of the Central Park Zoosters bowed in Russia to the biggest opening day ever for an American film and set the record for the biggest opening day of all time in the Ukraine. Paramount Pictures distributed the feature worldwide. In Russia, the film opened on 841 screens, grossing \$2.81 million. This record establishes *Madagascar: Escape 2 Africa* as the second biggest opening of all time in the country for both domestic and local films, besting all previous animated feature releases.



## RATINGS HIGHLIGHTS



### BET

BET extended its streak as the #1 cable network among blacks 18-34 to 36 consecutive quarters, and it was also the #1 ad-supported cable network among black

households for the past eight consecutive quarters. The premiere of the third season of *Keyshia Cole: The Way it Is* in Q4 08 stands as the #1 BET original series premiere telecast of all time, with 1.94 million viewers tuning in. *Keyshia Cole* was also the #1 cable reality series among black households and blacks 18-34 during Q4 08.

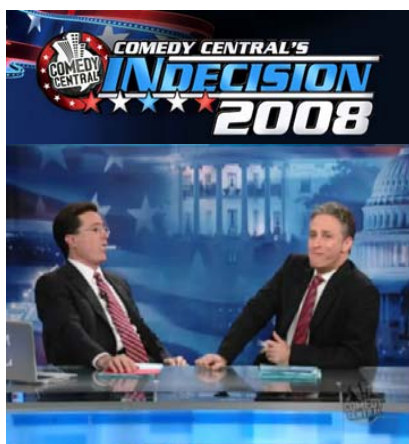
BET also featured the #2 cable reality series among black households in Q4 08, the new docu-drama *Brothers to Brutha*. The show was the #1 new BET series of 2008, averaging a 1.0 rating and 1.2 million viewers. Additionally, the *BET Hip Hop Awards* premiered in October (2.50 rating, 3.3 million viewers) and was the #1 cable telecast among blacks 18-34 in Q408, the #1 hip hop themed telecast on television for the third consecutive year, and the #1 BET telecast since the *BET Awards '08* premiere in June.

### CMT

2008 marked CMT's 8th consecutive year of record-setting prime-time viewing. The three big series of the fourth quarter all over-delivered during primetime; the first season of *Hulk Hogan's Celebrity Championship Wrestling* over-delivered by 24%; the second season of *My Big Redneck Wedding* over-delivered by 19%; the third season of *Dallas Cowboy Cheerleaders* over-delivered by 12%. The *Nanny 911/Trading Spouses/Extreme Makeover* strips were big players in fourth quarter, growing by 22% among P18-49 and 46% among W18-49. The CMT original film *Beer for My Horses* premiered on November 2, 2008 and was the second highest rated telecast of the year (behind *CMT Music Awards*).

## COMEDY CENTRAL

Comedy Central saw its highest rated fourth quarter ever in primetime among viewers 18-49 and men 18-34. It was also the #2 basic cable network among men 18-24 in primetime, only behind ESPN. *Jeff Dunham: Very Special Christmas Special* aired in the fourth quarter and was Comedy Central's most watched telecast ever, delivering 6.6 million total viewers. *Indecision 2008: Election Special* was the highest rated and most watched Comedy Central election special ever, delivering 3.1 million total viewers. Driven by the strong growth of Atom.com and SouthParkStudios.com, Comedy Central Digital averaged 5 million monthly unique visitors in the fourth quarter which was a 100% increase over Q3 08 and a 50% increase from Q4 07.



### LOGO

Logo launched its first venture into film with Logo Features presenting *Noah's Arc: Jumping the Broom* based on the popular original Logo television series, *Noah's Arc*. The film had an opening weekend gross of \$151,000 with a per screen average of \$30,000. For the weekend of October 24-25, it was second only to Angelina Jolie's *Changeling* for highest-per-screen average. LOGOonline continues to be the #1 wholly-owned LGBT community averaging 606K unique visitors for Q4 08; up 23% versus Q4 07.

### MTV

For the 47<sup>th</sup> consecutive quarter, MTV wrapped up the quarter as the #1 rated 24-hour ad-supported cable network among viewers 12-24. The much anticipated Britney Spears documentary *Britney: For the Record* aired on November 30 and was

the highest rated telecast, excluding sporting events, for the week among viewers 12-34 versus all cable competition. Britney also drove significant traffic to MTV.com during Q4, with the debut of the director's cut of her "Womanizer" video. *The Hills* continues to be a traffic driver for MTV.com, delivering almost 4.5 million unique visitors to the site per quarter, according to internal data. Also popular in Q4 were *Paris Hilton's My New BFF*, *Making the Band 4*, and *Real World / Road Rules Challenge: The Island*, all of which had their season finales during the quarter.

### MTV2

2008 marked six consecutive years of growth among viewers 12-34 for MTV2 and continued to be driven by MTV long-form programming. This year the strongest performing shows on MTV2 included *Bam's Unholy Union*, *Rob and Big*, *Life of Ryan* and *Run's House*. MTV2 availability increased to over 75 million homes in 2008.

### mtvU

mtvU hosted the fifth-annual mtvU Woodie Awards with thousands of college students in attendance for a night of emerging music, unexpected collaborations and beer pong. With over 5.2 million votes cast by college students nationwide, mtvU declared Paramore, There for Tomorrow, Motion City Soundtrack, Chromeo, Jack's Mannequin and Atmosphere winners of the 2008 definitive college music awards.

### MTVN International

The 2008 Europe Music Awards were an all-around international success with audiences, sponsors, and press. MTVNI expanded its HD service in Europe and Latin America while Nick International prepares to launch the global, year-long celebration of SpongeBob's 10<sup>th</sup> Anniversary in Q1 2009.



## The N

Q4 08 was the highest-rated fourth quarter ever for the network. The N delivered its best October ever, due to hit programs *Zoey 101*, *Degrassi*, and *That 70's Show*. For the year, The N delivered its highest ratings ever with its core audience of teens 12-17, posting year-over-year gains of 18%.

The N also had a solid quarter online. The-N.com averaged 246,000 monthly unique visitors in the teen 12-17 demographic, a 14% increase over the same quarter last year.



## NOGGIN

For the fourth quarter, Noggin continued its winning streak with significant gains in viewership and record ratings. The network posted a 60% increase in total day ratings for kids 2-5 versus Q4 07, and the December 2 telecast of *Dora the Explorer* was Noggin's highest rated telecast ever. For Q4 08 in the key demo of kids 2-5, Noggin.com averaged 256,000 monthly unique visitors, improving 121% over Q4 07. Nearly 27.6 million game sessions were delivered on Noggin.com, an 8% growth over the previous quarter. The #1 game was Doodle Pad with 3.9 million game sessions.

The outstanding quarter capped a great year for Noggin. 2008 was the network's highest-rated and most-watched year ever with kids 2-5 and total viewers. The network was the number-two preschool cable channel in total day, second only to Nickelodeon.



## Nickelodeon

Nickelodeon recorded its best fourth quarter ever, delivering more total viewers than any other basic cable network in total day. This was Nick's 55th consecutive quarter as the top rated cable network with both total viewers and kids. Additionally, Nickelodeon owned the top four kids 2-11 shows in Q4 08, including: *SpongeBob SquarePants*, *Back at the Barnyard*, *iCarly* and *The Mighty B*. Premieres of *True Jackson, VP* and *iGo to Japan* broke ratings records, cumulatively reaching 11 million total viewers on November 8. *Merry Christmas Drake & Josh* was another highlight for the quarter, ranking as the number-three entertainment telecast on cable for the year with 8.1 million total viewers.

Online, among its target 6-14 demographic, Nick.com sites ranked #1 among average monthly visitors in Q4 08.

## Nick at Nite

Nick at Nite saw a 23% growth in fourth quarter ratings among adults 18-49 over the previous year. For the third consecutive quarter, Nick at Nite reigned as the #1 basic cable network among adults 18-49 in total day. In addition, total day ratings for women 18-49 were the highest among all basic cable networks for the fifth year in a row, up 19%. Among Men 18-49, this was Nick at Nite's most-watched year ever and fastest growing cable entertainment network.

## SPIKE TV

2008 was Spike's most-watched year since 2005 - both in total day and primetime - and it remains a top ten channel among men 18-49 and 18-34. Season 8 of *The Ultimate Fighter* ranked #3 in the time period among men 18-34 and the season finale delivered more viewers than any channel—broadcast or cable—in the time period among the same demographic. *Married....with Children* joined the Spike daytime schedule and exceeded year ago averages by 36%. Delivering its best day ever, the Video Game Awards mini-site attracted over 149,000 unique visitors and 744,000 page views on the day of the on-air premiere.

## TV Land

TV Land scored a top 10 ranking among basic cable networks for adults 40-54 during total day. Q4 08 brought the launches of new acquisitions *Scrubs* and *3rd Rock from the Sun* as well as *Extreme Makeover: Home Edition*. These new contemporary programs have brought new, younger, upscale viewers to the network. The median age of the primetime viewer during fourth quarter was 51 years old, 3 years younger than last year.



## VH1

VH1 had two of the top 20 cable series of Q4 08: *Real Chance of Love* and *Rock of Love Charm School*. *Real Chance of Love* was also among the top five new series and the top five new reality series for Q4 08. VH1.com saw solid quarterly growth in 4Q08, climbing 5% from 3Q08 to an average of just over 3.7 million unique visitors per month. *Real Chance of Love* was the most popular show on VH1.com, generating millions of video streams, and delivering significant traffic to its non-video content and dedicated message boards.

# STATISTICAL INFORMATION

FOURTH QUARTER 2008

## Subscriber Numbers

### Network Subscribers

In Millions	4th Quarter 2008	4th Quarter 2007	In Millions	4th Quarter 2008	4th Quarter 2007
MTV(1)	97.4	95.5	MTV2(1)	75.5	71.7
MTV Europe/Middle East/Africa(2)	214.7	211.08	MTV2 International(2)	12.8	12.3
MTV Latin America(2)	49.6	35.6	MTV2 Total	88.3	84.0
MTV Asia Pacific(2)(3)	209.8	210.7			
MTV Canada(2)	6.9	6.1	Spike TV(1)	97.7	95.9
MTV Total (9)	578.4	559.0	Spike TV Canada(2)	6.8	6.8
			Spike TV Total	104.5	102.7
Nickelodeon/Nick at Nite(1)	98.3	96.3			
Nickelodeon Europe/Middle East/Africa(2)(4)	115.9	74.6	Comedy Central(1)	96.9	95.1
Nickelodeon Latin America(2)	21.9	19.0	Comedy Central International(2)(7)	50.0	48.7
Nickelodeon Asia Pacific(2)	41.1	39.9	Comedy Central Total	146.9	143.8
Nickelodeon Total (9)	277.2	229.8			
VH1 (1)	97.1	95.1	CMT(1)	88.5	87.2
VH1 Europe/Middle East/Africa(2)	42.2	41.6			
VH1 Asia Pacific(2)(5)	24.6	24.1	Paramount Comedy Channel – Europe(2)	14.8	14.2
VH1 Latin America(2)	17.0	14.6			
VH1 Total (9)	180.9	175.4	VIVA(2)	52.2	53.8
VH1 Classic(1)	54.4	51.6			
VH1 Classic - International(2)	13.5	12.6	TMF(2)	32.5	30.9
VH1 Classic Total	67.9	64.2			
Noggin(1)(6)	68.7	64.2	BET(1)	88.7	87.7
The N(1)(6)	65.8	64.2	BET Canada(2)	4.0	3.7
			BET UK(8)	9.8	n/a
Nicktoons(1)	53.0	50.4	BET Total	102.5	91.4
Nicktoons International(2)	9.5	9.0			
Nicktoons Total	62.5	59.4	BET J(1)	28.6	24.6
			TV LAND(1)	96.0	93.6
			LOGO(1)	35.5	30.6

Source:

(1) All Domestic channels except LOGO and BETJ are based on Nielsen Media Research, and reflect the month of December.

LOGO and BETJ are based on internal figures.

(2) All International channels are based on Mediatats data. International numbers are based on the month of November (latest available) for Q4 08 and Dec for Q4 07. Note: Europe/Middle East/Africa includes Russia and Asia Pacific includes Japan.

(3) MTV Latin America significant increase due to MTV Brasil.

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

(5) Nick EMEA large increase due to launch of Nick Arabia (36m). Also launched: Nick Africa, Nick Poland, Nick Swiss, Nick Sweden, Nick Denmark and Nick Poland.

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

(7) Comedy Central International small decrease due to loss of subscribers for Comedy Central Germany and Comedy Central Netherlands.

(8) BET UK launched Feb'08; 4Q 08 subscriber count is based on internal figures.

(9) Number does not include branded program blocks.

MTVN PROPERTY COUNTS

Channels	166
Languages	33
Countries	162
Websites	400+
Note: As of Q4 2008	

Q4 2008 CHANNEL LAUNCHES

Channel	Location	Date
Comedy Central	Hungary	10.1.08
Comedy Central Family	Netherlands	10.1.08
MTV	Greece	10.6.08
BET	Africa	12.1.08

POPULAR CABLE SHOWS

BET	Keyshia Cole: The Way It Is Brothers to Brutha
Comedy Central	Indecision 2008 The Sarah Silverman Program Jeff Dunham's Christmas Special
CMT	Beer for My Horses Larry the Cable Guy's Star Studded Christmas Extravaganza
Logo	Rick & Steve: The Happiest Gay Couple in All the World Bump!
MTV	The Hills Challenges: The Island
mtvU	The 2008 Woodie Awards
Nickelodeon	SpongeBob SquarePants Back at the Barnyard iCarly
Nick Jr.	Dora the Explorer The Wonder Pets! The Backyardigans
Nick at Nite	George Lopez Family Matters
The N	Zoey 101 iCarly
NOGGIN	Dora the Explorer Go, Diego, Go!
Spike TV	The Ultimate Fighter: Team Mir vs. Team Nogueira The Video Game Awards
TV Land	The Andy Griffith Show 3rd Rock From The Sun
VH1	Real Chance of Love Rock Of Love Charm School with Sharon Osbourne Celeb Rehab with Dr. Drew

DIGITAL HIGHLIGHTS<sup>(1)</sup>

- Viacom Digital was ranked as the third largest online entertainment property in the United States throughout Q4 08, and with an average of more than 46 million unique visitors. According to Nielsen, Viacom Digital ranked as the third most popular property for online video in December with more than 363 million video streams provided.
- Nickelodeon Kids & Family had its best online quarter ever - reaching an average of 28.3 million visitors, a 19% gain from Q4 07.
- Spike.com averaged 3.2 million monthly unique visitors for Q4 08, up 121% versus Q3 08.
- ColbertNation.com continued its tremendous success in Q4 08. The site increased monthly unique visitors by 73% versus Q3 08.
- LOGOonline continues to be the #1 wholly-owned LGBT community averaging 606K unique visitors for the quarter; up 23% versus Q4 07.

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

Q1 2009 MOVIE RELEASES

Hotel for Dogs	DreamWorks / Nickelodeon Movies
The Uninvited	DreamWorks
I Love You, Man	DreamWorks
Monsters vs. Aliens	DreamWorks Animation

BOX OFFICE PERFORMANCE<sup>(1)</sup>

Theatrical	Brand	Days in Domestic Release	Domestic Box Office to Date
Madagascar: Escape 2 Africa	DreamWorks Animation	94	\$180 million
The Curious Case of Benjamin Button	Paramount	46	\$120 million
Tropic Thunder	DreamWorks	93	\$111 million
Eagle Eye	DreamWorks	105	\$101 million
Defiance	Paramount Vantage	41	\$25 million
Revolutionary Road	DreamWorks / Paramount Vantage	45	\$19 million
The Duchess	Paramount Vantage	84	\$14 million
Ghost Town	DreamWorks	56	\$13 million

(1) Source: boxofficemojo.com,2.10.09

TOP DVD SALES

Release Source	Title	Rank	Weeks in Release
Theatrical New Releases	Iron Man	2	12
	Indiana Jones IV	4	10
	Kung Fu Panda	5	6
Theatrical Catalog	Madagascar	2	162
	Transformers	3	62
Children's Non-Theatrical	Shrek the Halls	1	7
	Dora Saves the Snow Princess	7	12
Television	Dexter: Season 2	15	18

Source: PHE Sales Planning and Forecasting