



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE CBS CORPORATION
LITIGATION

Consolidated
C.A. No. 2018-0342-AGB

**STIPULATION REGARDING
VOLUNTARY DISMISSAL WITH PREJUDICE**

WHEREAS, on May 14, 2018, as amended on May 23, 2018, CBS Corporation, Gary L. Countryman, Charles K. Gifford, Bruce S. Gordon, Linda M. Griego, and Martha L. Minow (collectively, the “CBS Plaintiffs”), filed a Verified Complaint (the “CBS Complaint”) against National Amusements, Inc., Shari E. Redstone, Sumner M. Redstone, NAI Entertainment Holdings LLC, and Sumner M. Redstone National Amusements Trust (the “SMR Trust,” and collectively, the “NAI Defendants”);

WHEREAS, on May 29, 2018, as amended on June 25, 2018 and July 27, 2018, National Amusements, Inc., NAI Entertainment Holdings LLC, and Shari E. Redstone (collectively, the “NAI Plaintiffs”) filed a Verified Complaint (the “NAI Complaint”) against Leslie “Les” Moonves, CBS Corporation, Gary L. Countryman, Charles K. Gifford, Bruce S. Gordon, Linda M. Griego, Martha L. Minow, Joseph A. Califano, Jr., William S. Cohen, Leonard Goldberg, Arnold Kopelson, Doug Morris, and Joseph Ianniello (collectively, the “CBS Defendants” and together with the CBS Plaintiffs, the NAI Plaintiffs, and the NAI Defendants, the “Parties”);

WHEREAS, on June 7, 2018, the Court entered a Stipulation and Order for Consolidation, consolidating the actions filed by the NAI Plaintiffs and the CBS Plaintiffs (together, the “Litigation”);

WHEREAS, on June 15, 2018, the NAI Defendants (other than the SMR Trust) filed their Answer to the CBS Complaint;

WHEREAS, on June 19, 2018, the SMR Trust filed a motion to dismiss the CBS Complaint under Court of Chancery Rules 12(b)(2) and 12(b)(6); and

WHEREAS, on June 26, 2018 and August 10, 2018, the CBS Defendants filed their Answers to the NAI Complaint;

WHEREAS, the Parties have reached a settlement to resolve the Litigation.

IT IS HEREBY STIPULATED AND AGREED, by the Parties hereto, through their undersigned counsel, as follows:

1. Pursuant to Court of Chancery Rule 41(a)(1)(ii), the Parties’ claims in the Litigation are dismissed with prejudice as to the Parties only.

ROSS ARONSTAM & MORITZ LLP

OF COUNSEL:

Theodore N. Mirvis
Jonathan M. Moses
Carrie M. Reilly
Ryan A. McLeod (Bar No. 5038)
Claire E. Addis
Cecilia A. Glass
WACHTELL, LIPTON,
ROSEN & KATZ
51 West 52nd Street
New York, New York 10019
(212) 403-1000

*Attorneys for CBS Corp.
and Leslie Moonves*

Greg A. Danilow
Joseph S. Allerhand
Stacy Nettleton
Seth Goodchild
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

*Attorneys for Gary L. Countryman,
Charles K. Gifford, Bruce S. Gordon,
Linda M. Griego, Martha L. Minow,
Joseph A. Califano, Jr., William S.
Cohen, Leonard Goldberg, Arnold
Kopelson, and Doug Morris*

/s/ Garrett B. Moritz

David E. Ross (Bar No. 5228)
Bradley R. Aronstam (Bar No. 5129)
Garrett B. Moritz (Bar No. 5646)
S. Michael Sirkin (Bar No. 5389)
Roger S. Stronach (Bar No. 6208)
100 S. West Street, Suite 400
Wilmington, Delaware 19801
(302) 576-1600

*Attorneys for CBS Corp., Gary L.
Countryman, Charles K. Gifford,
Bruce S. Gordon, Linda M. Griego, Martha
L. Minow, Leslie Moonves, Joseph A.
Califano, Jr., William S. Cohen, Leonard
Goldberg, Arnold Kopelson, Doug Morris,
and Joseph Ianniello*

Ronald L. Olson
John W. Spiegel
MUNGER TOLLES & OLSON LLP
350 South Grand Avenue, 50th Floor
Los Angeles, CA 90071
(213) 683-9100

Attorneys for Leslie Moonves

Kevin T. Abikoff
Benjamin Britz
HUGHES HUBBARD & REED LLP
1775 I Street N.W.
Washington, D.C. 20006
(202) 721-4600

Attorneys for Joseph Ianniello

POTTER ANDERSON & CORROON LLP

Of Counsel:

Meredith Kotler
Victor L. Hou
Lev L. Dassin
Roger A. Cooper
Rahul Mukhi
Mark E. McDonald
CLEARY GOTTLIEB STEEN
& HAMILTON LLP
One Liberty Plaza
New York, New York 10006
(212) 225-2000

/s/ Matthew E. Fischer

Myron T. Steele (Bar No. 000002)
Donald J. Wolfe, Jr. (Bar No. 285)
Matthew E. Fischer (Bar No. 3092)
Michael A. Pittenger (Bar No. 3212)
J. Matthew Belger (Bar No. 5707)
Jacqueline A. Rogers (Bar No. 5793)
Callan R. Jackson (Bar No. 6292)
Hercules Plaza, 6th Floor
1313 N. Market Street
Wilmington, Delaware 19801
(302) 984-6000

Dated: September 11, 2018

*Counsel for National Amusements, Inc., Shari
Redstone, Sumner M. Redstone, NAI
Entertainment Holdings LLC, and Sumner M.
Redstone National Amusements Trust*