

COMMONWEALTH OF MASSACHUSETTS
THE TRIAL COURT
PROBATE AND FAMILY COURT
NORFOLK, ss

Philippe Dauman and George S. Abrams, as
Trustees of the SUMNER M. REDSTONE
NATIONAL AMUSEMENTS TRUST, Plaintiffs

v.

Shari Redstone, Tyler Korff, Norman I. Jacobs,
David Andelman, Leonard Lewin, Trustees; Sumner
Redstone, Trustee and Beneficiary of the SUMNER
M. REDSTONE NATIONAL AMUSEMENTS
TRUST

Docket _____

COMPLAINT IN EQUITY

Plaintiffs Philippe Dauman and George S. Abrams, by their undersigned attorneys, hereby file this Complaint in Equity and action for declaratory judgment pursuant to Mass. Gen. Laws ch. 215, § 6 and Mass. Gen. Laws ch. 231A § 1, and allege, upon personal knowledge and upon information and belief, as follows:

PRELIMINARY STATEMENT

1. This is a case in which an ailing 92 year old man's multi-billion dollar businesses have been seized by an estranged daughter who has manipulated her father to achieve her goals.

2. The father is in the grip of a neurological disorder and other serious ailments and is dependent on his daughter for care and sustenance. A lawyer with whom Mr. Redstone has never before been associated has served notice that the father has suddenly embraced his daughter's long denied wishes for control of his businesses.

3. The father is the legendary businessman Sumner M. Redstone, a nominal defendant in this action who controls National Amusements, Inc. and its subsidiaries (collectively, "NAI"), Viacom Inc. and CBS Corporation. The daughter is defendant Shari Redstone. And her actions have generated enormous potential for injury

to her father and her father's companies and their shareholders and thousands of employees. These actions call for immediate judicial relief.

SUMMARY

4. Plaintiffs Philippe Dauman and George S. Abrams, trustees of the Sumner M. Redstone National Amusements Trust (the "Trust"), seek a judicial ruling declaring that:

(a) The purported actions summarily dismissing or replacing them as Trustees of the Trust are null and void;

(b) Philippe Dauman and George Abrams validly remain in office as Trustees of the Trust;

(c) The Trust's purported exercise of voting power to remove or replace Mr. Dauman and Mr. Abrams as directors of NAI is null and void; and

(d) All continued efforts allegedly brought in the name of Summer Redstone to dismiss Plaintiffs should be enjoined.

5. On May 20, 2016, after the close of business on a Friday, an attorney claiming to represent Mr. Redstone, the Settlor of the Trust, sent a supposed "Notice" to Mr. Dauman and Mr. Abrams purportedly advising them of his authorization by Mr. Redstone to inform them of their removal as Trustees of the Trust, and as directors and officers of NAI, after they had held these positions continuously for over 20 years.

6. Mr. Redstone at 92 suffers from profound physical and mental illness. In particular, he is afflicted with a "subcortical neurological disorder" that can be characterized by dementia, impaired cognition, a slowness of mental processing, a loss of

memory, apathy, and depression. Because of his diminished physical and mental health, Mr. Redstone is unable to initiate or participate in meaningful conversation, including communications concerning his business or personal affairs. In court proceedings earlier this year, lawyers representing Mr. Redstone appear to have agreed that Mr. Redstone is subject to mental impairment and stipulated that he is susceptible to undue influence.

7. Nevertheless, the lawyer now purporting to act on Mr. Redstone's behalf claims that, in his present state, he is directing the removal of his closest friends and advisors and business colleagues from positions at his Trust and his companies, and upending his decades-long plan of succession and careful estate planning.

8. In reality, Mr. Redstone is being manipulated by his daughter, Shari. After years of estrangement, she has inserted herself into his home, taken over his life, isolated him from contact with others, and purports to speak for him. In doing so, she is attempting to use his control to dismantle his estate plan to serve her own interests and to assume control of his businesses which he long refused her. Her attempt to do so, however, is based on exercising undue influence over her ailing father and thereby purporting to seize authority from a man not mentally competent to have granted it.

9. Shari's actions are manipulative, invalid and unlawful and could have far-reaching negative potential consequences, not just for Sumner Redstone but for other members of the Redstone family and the thousands of shareholders and employees of Mr. Redstone's companies. It is through the Trust that control of NAI, Viacom and CBS is exercised by its Trustees upon Mr. Redstone's death or incapacity. Those Trustees were selected by Mr. Redstone over 20 years ago and the majority of them are independent non-family individuals. The removal of Mr. Dauman and Mr. Abrams as

Trustees of the Trust and as directors of NAI in favor of others who are appointees, and under the control, of Shari will illegitimately tip the balance of power to her. If these purported actions are not voided, Shari will have effectuated an unlawful corporate takeover and will be able to exercise control of Mr. Redstone's companies, contrary to his longstanding wishes.

10. For these reasons and those set forth below, Plaintiffs seek a determination from this Court protecting Sumner Redstone and others, including family members who are estranged from Shari, from further wrongdoing.

JURISDICTION AND VENUE

11. Jurisdiction is proper in the Commonwealth of Massachusetts because the Trust is administered in Massachusetts and the administration of the Trust is governed by Massachusetts law.

12. The Norfolk County Probate and Family Court has jurisdiction over the trust, and is a proper venue, because the principal place of administration for the Trust is in Norfolk County. *See* Mass. Gen. Laws ch. 203E, § 204.

13. Because the Trust has its principal place of administration in the Commonwealth of Massachusetts, this court has personal jurisdiction over all the trustees and beneficiaries of the Trust pursuant to Mass. Gen. Laws ch. 203E § 202.

PARTIES

A. The Settlor Sumner M. Redstone

14. Sumner M. Redstone is the settlor of the Trust. He controls Viacom and CBS corporation ("CBS") through the Trust by virtue of his 80% voting control of their parent company NAI. He currently serves as Viacom's Chairman Emeritus, and previously was the Chief Executive Officer and Chairman of Viacom and

its predecessors. He is also a board member of NAI. He has served as a director of CBS and as its Executive Chairman, and is now CBS's Chairman Emeritus.

15. Sumner Redstone is the sole beneficiary of the Trust during his lifetime. After Mr. Redstone dies, there are potential remainder or contingent beneficiaries. All such currently known beneficiaries are listed in Exhibit A attached hereto. Those individuals are named as nominal defendants in this action (not for any wrongdoing (with the exception of Shari) but as a matter of legal requirement).

B. The Plaintiffs

16. Philippe Dauman, a Trustee of the Trust, is one of Mr. Redstone's closest advisors and colleagues. Mr. Redstone began his relationship with Mr. Dauman in the 1980s when Mr. Dauman began serving as legal counsel for him in connection with highly significant corporate transactions. Mr. Dauman was instrumental in Mr. Redstone's acquisition of Viacom, Viacom's acquisition of Paramount Communications, and Viacom's acquisition of CBS. He has served as a director at Viacom and its predecessors since 1987, and as General Counsel of Viacom starting in 1993. Mr. Dauman became President and Chief Executive Officer of Viacom in 2006. He has served in multiple fiduciary positions for Mr. Redstone including as Trustee of the Trust and Mr. Redstone's designated health care agent. At the beginning of most Viacom board meetings and earnings calls over the years, Mr. Redstone repeatedly referred to Mr. Dauman as the "wisest man I've ever known."

17. Mr. Dauman today serves as the Executive Chairman of Viacom and has served as Chief Executive Officer and President since 2006. He is a member of the NAI Board.

18. George S. Abrams, a Trustee of the Trust, has been a member of the Massachusetts bar for over 50 years. He represented Mr. Redstone's father and has been a close friend of Mr. Redstone for over 50 years. Mr. Abrams worked closely with Mr. Redstone on the building of his theater chain, the acquisitions of Viacom, Paramount and CBS and countless business matters relating to all three of those entities as well as NAI. Mr. Abrams has been trusted with handling many personal matters for Mr. Redstone over that 50-year period.

19. Mr. Abrams has served as a director of Viacom and its predecessors for approximately 30 years. He is also a long-time director at NAI. He serves as a Trustee of the Boston Museum of Fine Arts and is involved as a fellow or visiting committee member of a number of other arts and education related organizations, including Harvard University, The Morgan Library, and other institutions.

C. Defendant Shari Redstone And Her Son

20. Defendant Shari E. Redstone is Mr. Redstone's daughter and is responsible for the conduct that is the subject of this action. She is a family Trustee of the Trust, President of NAI and a member of the NAI Board. She also holds positions at both Viacom and CBS.

21. Shari has been estranged from her father for many years and their relationship has been characterized by conflict and antagonism. In the last several months, she has reinserted herself into Mr. Redstone's life as alleged in more detail below.

22. Tyler Korff, named as a nominal defendant, is Shari's son and is a family Trustee of the Trust.

D. The Independent Non-Family Trustees Of The Trust Named As Nominal Defendants

23. Aside from Mr. Dauman and Mr. Abrams, there are three other independent, non-family Trustees of the Trust named as nominal defendants. They are as follows:

24. David Andelman, of Boston, Massachusetts, serves as a director of both CBS and NAI. He is a senior partner at the law firm of Lourie & Cutler, P.C. where he has almost 50 years of experience providing tax, estate, and business planning advice. He has represented Mr. Redstone for several decades.

25. Norman Jacobs, of Boston, Massachusetts, has practiced law as a trial lawyer for over 50 years in the areas of domestic relations, business, and estates and trusts. He has been a partner at the law firm of Esdaile, Barrett, Jacobs & Mone in Boston since 1972. He has served on multiple Judicial Nominating Commissions and is a frequent lecturer at Boston area law schools.

26. Leonard Lewin, of Lincoln, Massachusetts, serves as the Vice Chairman, Managing Partner and General Counsel of Athena Capital, an investment advisory firm. He was the chairman and Managing Partner of the law firm Gadsby Hannah LLP and served on the Executive Committee of the law firm McCarter & English LLP after its merger with his former firm.

E. The Purported New Trustees Of The Trust

27. According to media reports, Shari has used her control over Mr. Redstone to purportedly appoint new Trustees of the Trust and new NAI directors to solidify her control over the Trust and her father's companies. It appears that the

individuals Shari has attempted to appoint are friends and family who are under her influence and control. They are reportedly:

28. Thaddeus Jankowski, the current General Counsel of NAI, has been appointed a Trustee of the Trust.

29. Jill Krutick, a friend of Shari, has been appointed a Trustee of the Trust.

30. Kimberlee Korff Ostheimer, Shari's daughter, has been appointed a director of NAI.

F. The Trust, NAI and Viacom

31. While he possessed the requisite mental capacity, Mr. Redstone held effective control over Viacom and CBS because he directed the votes of a controlling interest in NAI which in turn has a controlling voting interest in Viacom and CBS.

32. The controlling interests in NAI are held in the Trust which granted Mr. Redstone the right to vote those interests while he possessed the requisite mental capacity. Upon his becoming incapacitated, the Trust instrument provides that the Trustees, by majority vote, shall direct the NAI controlling interests and thus, the Trustees hold effective control over Viacom.

33. NAI is a privately-held company incorporated in Maryland, with headquarters in Norwood, Massachusetts. NAI Entertainment Holdings, LLC ("NAI Entertainment Holdings") and NAI Asset Holdings, LLC ("NAI Asset Holdings") are wholly owned subsidiaries of NAI and are incorporated in Delaware. NAI operates movie theatres.

34. NAI owns approximately 79.8% of Viacom's Class A (voting) shares, as well as 10% of Viacom's equity, making NAI Viacom's controlling stockholder. The remaining 90% equity interest in Viacom is held by public non-controlling stockholders. Mr. Redstone owns 80% of NAI, held in trust, and Shari owns the remaining 20%.

35. Viacom is a public company incorporated in Delaware and headquartered in New York. Viacom is one of the world's largest entertainment companies, with thousands of employees. It provides content across a variety of mediums, including television, motion pictures, online, mobile and other platforms in over 160 countries and territories. It owns Paramount Pictures as well as television networks such as BET, CMT, MTV, Nickelodeon, VH1, Comedy Central, Spike and TV Land. Its shares are traded on the NASDAQ Global Select Market, and are divided into two classes: Class A (voting) and Class B (non-voting).

FACTUAL BACKGROUND

A. Mr. Redstone's Background

36. Mr. Redstone has had one of the legendary careers in American business. For decades he has been highly regarded as a brilliant business man with a passion for success. His success is due in part to a business philosophy in which he operates his companies with a long view and a strategy to maximize shareholder value.

37. A graduate of Harvard College and Harvard Law School, Mr. Redstone served in an intelligence unit of the United States Army during World War II, where he received a commendation for his service.

38. After a brief career practicing law, he joined his family's small movie theatre business. Under his leadership, he grew it into a large, prosperous

business, acquired Viacom in 1987 and built the Company to its current size by, among other things, acquiring Paramount Communications, Inc. in 1994 and CBS in 2000.

B. Mr. Redstone's Succession Plan For Independent Non-Family Decision Making Through The Trust

39. As long as forty years ago, Mr. Redstone began to confront the question of who would own – and who would manage – NAI and its investments when he was no longer able to do so. In connection with developing a succession plan, Mr. Redstone provided his two children, Shari and Brent Redstone, with opportunities to participate in NAI and Viacom, as well as a sizeable economic interest in NAI. Brent is not involved in NAI. Shari had various roles at NAI, Viacom, and CBS, but ultimately did not meet her father's high standards for managing those businesses.

40. Mr. Redstone ultimately developed an estate plan that would empower professionals – rather than family members who did not share his business acumen – to control and manage NAI, Viacom and CBS for the benefit of his heirs (including Shari and other family members), as well as for the benefit of the public stockholders of Viacom and CBS.

41. Although Mr. Redstone could have planned for this transfer of his remaining interests in NAI to his children outright, Mr. Redstone chose not to do so. Instead, decades ago, Mr. Redstone developed an estate plan whereby he transferred his interests in NAI into the Trust, which is settled in Massachusetts.

42. While he possessed the requisite mental capacity, the Trust provided Mr. Redstone “the sole and exclusive power to vote any Stock held by the Trust.” (Trust, Article G, para 21.) Once Mr. Redstone dies or is incapacitated, “[a]ll

personal and disinterested Trustees shall have a vote in determining how the Stock held by the trust of which they are Trustees shall be voted.” (Trust, Article E, para 5 a.)

43. Mr. Redstone designed the Trust so that his children would not have control of the shares held by the Trust. In particular, Mr. Redstone designed the Trust so that “from the date of [his] death [or incapacity] until the death of the last to die of Phyllis [Mr. Redstone’s ex-wife and the mother of Shari] and both of the Settlor’s children . . . there shall be seven (7) Trustees”: two personal Trustees and five disinterested Trustees. (Second Administrative Amendment Article E para 3 (a)). In this way, Mr. Redstone could insure that his children, and in particular his daughter Shari, did not have control of the shares of the Trust and could not seize control of Mr. Redstone’s media empire.

44. While he possessed the requisite mental capacity, the Trust provided Mr. Redstone the “right to remove any disinterested Trustee and to name substitute or additional Trustees.” (Trust Article E, para 2 a.) It is under this power that lawyers claiming to act for Mr. Redstone purportedly removed the Plaintiffs as Trustees.

C. The Estrangement Between Shari And Mr. Redstone

45. The relationship between Mr. Redstone and his daughter Shari has been characterized for years by conflict and antagonism, driven in large part by Shari’s desire to obtain greater influence over the management of NAI, Viacom and CBS. While Mr. Redstone has repeatedly taken the position that “proper governance requires that the boards of public companies like Viacom and CBS should be the ones to select [his] successor,” Shari has been frustrated by the fact that she has not been given control of her father’s companies. Mr. Redstone has nevertheless maintained that “while my daughter talks of good governance, she apparently ignores the cardinal rule of good governance

that the boards of the two public companies Viacom and CBS should select my successor.”

46. Over the years, Shari and her father have had many conflicts arising out of Mr. Redstone’s effort to limit Shari’s role at the companies, including Viacom. For example:

(a) Mr. Redstone and Shari have battled over charitable gifts to medical foundations in which Mr. Redstone prevailed.

(b) Mr. Redstone has published a letter in Forbes years ago condemning Shari’s lack of commitment to corporate governance, offering to buy out her interest in NAI and attempting to force her departure from the CBS and Viacom Boards. This controversy between father and daughter also ended in a hostile stalemate.

(c) Mr. Redstone and Shari have also fought publicly over who bore responsibility for certain business issues at NAI. In connection with this controversy years ago, Shari blamed her father for NAI’s debt problems, while Mr. Redstone publicly stated in August 2008 that he wanted Shari to play only a limited role in his companies. At that time, Mr. Redstone also publicly announced that Shari would not succeed him as the head of Viacom or NAI.

(d) According to media reports concerning NAI, “the blood is ankle-deep on the floor, thanks to some missteps in management for which [Shari] has been blamed . . .” (Trouble In The House Of Redstone, Boston Magazine (Dec. 2009).)

(e) Approximately two years ago, Mr. Redstone once again attempted to buy out Shari’s interest in NAI and once again they reached a stalemate.

47. Shari's relationship with her father has also been fraught by personal conflict. Court papers filed under penalty of perjury by Mr. Redstone's granddaughter and Shari's niece, Keryn Redstone, state that he had a "very tempestuous and difficult relationship" with Shari; Shari has "consistently expressed hostility" towards him; Shari told one of Mr. Redstone's grandchildren that "I will get your grandfather, even if I have to hurt you;" Mr. Redstone "reciprocated Shari's hostility;" and that "Shari is his daughter, but never bothered to see him." Mr. Redstone has also characterized Shari as being unqualified and ungrateful.

D. Shari's Campaign Against Mr. Dauman And His Supporters Such As Mr. Abrams

48. Suggestions that Mr. Dauman, Viacom's CEO, is Mr. Redstone's preferred successor at Viacom have further fueled Shari's frustration with her father.

49. Indeed, the press has described Mr. Dauman as the son Mr. Redstone "wishes he had," and Mr. Redstone has repeatedly referred to Mr. Dauman as the "wisest man I've ever known." (The Man Who Would Be Redstone, New York Times (Sept. 22, 2012).)

50. For several years, it has been widely reported in the media and elsewhere that Shari has regarded Mr. Dauman as her rival.

51. Shari's rivalry with Mr. Dauman has often caused her to be a dissenting voice in the Viacom board room, as Shari has frequently repeated to the Viacom Board that she believes Mr. Dauman should be replaced. She has also made similar statements to the press and numerous third parties. (Shari Redstone Suggests Viacom CEO Philippe Dauman Will Not Become Chairman, Variety (Feb. 3, 2016).) For example, upon Mr. Dauman's recent appointment as Executive Chairman, one article

observed that “[t]he vote [appointing Mr. Dauman as Executive Chairman] appears to be a set-back for Shari Redstone, who has been vying with Dauman over control of her ailing father’s media empire which includes 80% stakes in Viacom and in CBS.” (*Id.*) Shari is also directly quoted in the article as making negative characterizations about Mr. Dauman’s recent appointment as Executive Chairman.

52. Shari’s press campaign has included false and misleading statements regarding Viacom’s performance, Mr. Dauman, and Viacom’s Board of Directors, and her campaign has proceeded despite her fiduciary duties to all of the stockholders of Viacom, governance norms, and the written policies of Viacom’s Board of Directors. Her statements have interfered with the Board’s ability to conduct its normal operations, constitute violations of Board policy, and have harmed the value of Viacom’s shares, damaging the beneficiaries of the Trust.

53. In early February, 2016, the Viacom directors voted to replace Mr. Redstone as Viacom’s Chairman with Mr. Dauman. The directors, including Mr. Redstone, voted for Mr. Dauman electing him as Executive Chairman. Shari cast the lone vote against Mr. Dauman.

E. Mr. Redstone’s Health Declines And The Herzer Action

54. Mr. Redstone has been experiencing a dramatic decline in his physical and mental health. In 2015, he began to require around-the-clock nursing care, and now has nurses and aides in attendance at all times.

55. Mr. Redstone can no longer stand, walk or coherently communicate. He can no longer read or write. He has lost the ability to swallow and requires a feeding tube in order to eat or drink. He also requires suctioning of phlegm and saliva multiple times during the day and at night in order to avoid serious breathing

complications. By virtue of his physical condition, Mr. Redstone is restricted to his home in Los Angeles, California and as a general matter never leaves his house.

56. In November 2015, Manuela Herzer, a woman with whom Mr. Redstone had a relationship, filed a lawsuit challenging Mr. Redstone's decision to change his health care directive in October 2015, relieving Ms. Herzer of her status as agent under a prior, September 3, 2015 health care directive (the "Herzer Action"). Her lawsuit is captioned *In re Advance Healthcare Directive of Sumner M. Redstone*, Case No. BP168725 (Cal. Super. Ct.).

57. In order to help his longtime friend and colleague maintain his choice of healthcare agent, Mr. Dauman submitted a declaration in the Herzer Action stating that Mr. Redstone seemed engaged and attentive as of October and November 2015. At that point six months ago, Mr. Dauman made no observations about Mr. Redstone's capacity to make significant business decisions. And, indeed, Mr. Redstone's health has rapidly declined since that time.

58. On February 29, 2016, the Court in the Herzer Action accepted, based on the submissions of the parties, that Mr. Redstone is suffering from a "subcortical neurological disorder" causing "cognitive impairment." That disorder can be characterized by dementia, impaired cognition, a slowness of mental processing, a loss of memory, apathy, and depression. The parties stipulated that Mr. Redstone is susceptible to undue influence.

59. Mr. Redstone at this time cannot initiate or participate in meaningful conversation, including discussions concerning his business or personal affairs. His ability to understand and assess the consequences of his actions is limited.

Indeed, during the first week of March, Mr. Dauman visited Mr. Redstone and Mr. Redstone appeared almost totally non-responsive, and could not meaningfully communicate at all.

60. Mr. Redstone's sworn video testimony in the Herzer Action (which because of his communication disability could not be delivered without an "interpreter") demonstrated a severe loss of comprehension and a seriously diminished mental capacity. He was unable to answer several simple questions even with the assistance of his interpreter or the use of letters on a board. Mr. Redstone was unable to recall answers to obvious questions and failed to answer a number of questions at all. The answers he did make were repetitive and robotic.

61. In addition, at the trial, expert testimony was presented indicating that Mr. Redstone had a "major neurocognitive disorder" and that:

- (a) Mr. Redstone is "unable to evaluate the things that are around him."
- (b) Mr. Redstone's dementia is "toward the severe end of moderate."
- (c) Mr. Redstone cannot identify simple shapes and primary colors.
- (d) Mr. Redstone's ability to understand and communicate verbally is a "major impairment."
- (e) Mr. Redstone is unable to do simple arithmetic.
- (f) Mr. Redstone suffers from delusions that he maintains "despite evidence to the contrary."
- (g) Mr. Redstone's "ability to detect fraud is very impaired."

(h) Mr. Redstone “is completely dependent on a range of people around him.”

62. On May 9, 2016, the Court in the Herzer Action rejected Ms. Herzer’s efforts to invalidate Mr. Redstone’s change to his health care directive as not “reasonably necessary for the protection of the interests of” Mr. Redstone.

63. The Court stated that it was “*not* making any ultimate finding related to Redstone’s mental capacity, one way or another, or whether he was unduly influenced in revoking the September [health care] directive.” *In re Advance Health Care Directive of Sumner M. Redstone*, Case No. BP 168725, at 11 & n.6 (Cal. Super. Ct. May 9, 2016) (emphasis in original).

F. Shari Attempts To Implement A Scheme To Take Control Of The Trust, NAI And Her Father’s Other Businesses

64. As Mr. Redstone’s health declined, Shari seized an opportunity to undermine Mr. Redstone’s longstanding wishes, embodied in his thoughtful estate planning and the Trust, that NAI, Viacom and CBS continue to be independently controlled and professionally managed when he was no capable of doing so. She sought instead to take control of Mr. Redstone’s business for herself.

65. As Mr. Redstone’s health declined, Shari embarked on a course of conduct designed improperly to take advantage of her father’s physical and mental weakness. She commenced efforts to dominate Mr. Redstone’s person, medical care, choice of companions and colleagues and, above all, decisions he might make with respect to Mr. Redstone’s business.

66. Thus, after long periods of animosity and absence, Shari began to spend increasing amounts of time in Mr. Redstone’s life and in his home, and now

controls all facets of his life. She participated in many of his communications and undertook to become his principal, if not sole, source of continued sustenance and care. She became deeply involved in interactions with his healthcare attendants and medical personnel in order to control his care and access to him. Indeed, she demanded from the attendants secret monitoring and reports concerning Mr. Redstone's communications. Mr. Redstone now depends entirely on Shari for food and care and medicine.

67. Further, Shari participated in effecting changes in Mr. Redstone's last will and testament in as yet undisclosed ways. In December 2015, she arranged for her father to execute documents purportedly to express his wishes that she would participate in healthcare decisions. In April of 2016, Shari arranged for the purported execution of a new healthcare directive naming her and her friend as Mr. Redstone's new healthcare agents. In the last week, there have been further changes to Mr. Redstone's will and numerous other documents.

68. At this point in time, Mr. Redstone, to the extent he can perceive his circumstances, can only understand that his continuing care and health depend on Shari and that he must accept her wishes.

69. It is clear that Shari has isolated her father. She has restricted the access of visitors and put Mr. Redstone's residence on lockdown. In particular, she has arranged to block the access of company personnel and other individuals wishing to speak with Mr. Redstone in person or by phone. Despite attempts by members of Viacom's board, including the lead independent director, to meet with Mr. Redstone, they have repeatedly been denied access.

G. A Lawyer Purporting To Act On Behalf of Mr. Redstone Provides Improper and Invalid Removal Notices To Mr. Dauman and Mr. Abrams

70. On May 16, 2016, Michael Tu, an attorney purporting to represent Mr. Redstone who was previously unknown to anyone associated with Mr. Redstone, perhaps other than Shari, sent a letter to certain Viacom directors posing inquiries as to Viacom's business matters in advance of a scheduled Board meeting at which Mr. Redstone and Shari were supposed to and did participate. Counsel for Viacom's Lead Independent Director communicated with Mr. Tu to discuss his letter and attempted to confirm Mr. Tu's authorization to represent Mr. Redstone and to receive highly confidential corporate information. Mr. Tu refused to disclose whether he had ever met Mr. Redstone.

71. On May 20, 2016, just a few days later, Mr. Tu sent an e-mail and a purported "Notice" to Mr. Dauman and Mr. Abrams claiming that:

(a) Mr. Redstone had removed Mr. Dauman and Mr. Abrams as Trustees of the Trust;

(b) The stockholders of NAI – i.e., the Trust supposedly acting by Mr. Redstone and Shari – had removed Mr. Dauman and Mr. Abrams as directors of NAI; and

(c) NAI had removed Mr. Dauman and Mr. Abrams as managers of NAI Entertainment Holdings and of NAI Asset Holdings.

72. On behalf of Mr. Redstone, Mr. Tu has since made false statements to the media that Mr. Redstone has made unanswered requests for information, omitting that he and Shari participated in the May 18, 2016 Board meeting and the rejection of Board members repeated requests to meet with Mr. Redstone.

73. Mr. Redstone did not have the required capacity to remove or replace Mr. Dauman and Mr. Abrams as Trustees of the Trust; to vote to remove or replace Mr. Dauman and Mr. Abrams as directors of NAI; or to direct NAI to remove or replace Mr. Dauman and Mr. Abrams as managers of NAI Entertainment Holdings and NAI Asset Holdings.

74. Shari exerted undue influence over her father, who lacked free will under the circumstances, and took advantage of his lack of capacity to achieve her goals. She is now on the verge of seizing control of her father's companies, and the fate of those companies' thousands of employees and shareholders to their prejudice and to the prejudice of certain Redstone family members. This Court should not permit that to happen.

COUNT I

TO INVALIDATE THE PURPORTED REMOVAL OF MR. DAUMAN AND MR. ABRAMS AS TRUSTEES OF THE TRUST

75. Plaintiffs repeat and reallege each and every allegation above as if set forth in full herein.

76. As alleged herein, Shari, through undue influence and/or by taking advantage of Mr. Redstone's lack of capacity, has improperly and manipulatively caused the purported removal of Mr. Dauman and Mr. Abrams as Trustees of the Trust.

77. Mr. Redstone's own lawyers have stipulated that he is susceptible to undue influence and it is clear that the decline of his physical and mental health have left him vulnerable to manipulation.

78. Shari Redstone, by taking control of her father's healthcare, by isolating her father from his family and business colleagues and by dominating her

father's life, has created the opportunity to exercise her undue influence. And she has exercised this undue influence to procure the removal of Philippe Dauman and George Abrams as Trustees so that she can take control of the Trust and Mr. Redstone's businesses.

COUNT II

TO INVALIDATE THE PURPORTED REMOVAL OF MR. DAUMAN AND MR. ABRAMS AS DIRECTORS OF NAI

79. Plaintiffs repeat and reallege each and every allegation above as if set forth in full herein.

80. As alleged herein, Shari, through undue influence and/or by taking advantage of Mr. Redstone's lack of capacity, has improperly and manipulatively caused the purported removal of Mr. Dauman and Mr. Abrams as directors of NAI.

81. Mr. Redstone's own lawyers have stipulated that he is susceptible to undue influence and it is clear that the decline of his physical and mental health have left him vulnerable to manipulation.

82. Shari Redstone, by taking control of her father's healthcare, by isolating her father from his family and business colleagues and by dominating her father's life, has created the opportunity to exercise her undue influence. And she has exercised this undue influence to procure the removal of Philippe Dauman and George Abrams as directors so that she can take control of NAI, and Mr. Redstone's businesses.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs respectfully request that the Court enter an order:

(a) Declaring and confirming that the independent non-family Trustees of the Trust are composed of the following individuals: Philippe Dauman, George S. Abrams, David Andelman, Norman Jacobs, and Leonard Lewin;

(b) Declaring that the purported actions of Mr. Redstone dismissing Philippe Dauman and George Abrams as Trustees of the Trust are null and void and any designation of replacement trustees is null and void;

(c) Declaring that the purported actions of the Trust supposedly at the direction of Mr. Redstone dismissing or replacing Philippe Dauman and George Abrams as directors of NAI are null and void;

(d) Declaring and confirming that Philippe Dauman and George S. Abrams remain as directors of NAI;

(e) Enjoining Shari Redstone from taking further wrongful actions under color of the direct or indirect authority of Sumner M. Redstone;

(f) Awarding Plaintiffs their costs and disbursements, including reasonable attorneys' fees, incurred in the prosecution of this action; and

(g) Granting Plaintiffs such other and further relief as the Court deems just and proper.

Dated: May 23, 2016

By: _____
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Exhibit A

Currently Known Beneficiaries (Including Potential Remainder or Contingent Beneficiaries) of the Trust

Name	Residence(s)
Sumner M. Redstone	North Beverly Park, California
Phyllis Redstone	Boston, Massachusetts New York, New York
Shari Redstone	Westwood, Massachusetts
Tyler Korff	New York, New York
Brandon Korff	Los Angeles, California
Kimberlee Korff Ostheimer	New York, New York
Minor Child No. 1 (child of Kimberlee)	New York, New York
Minor Child No. 2 (child of Kimberlee)	New York, New York
Keryn Redstone	Los Angeles, California
Lauren Redstone	Denver, Colorado