

NANCY P. ROSENFELD
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EXPERIENCE HIGHLIGHTS

2000- NYU Stern School of Business-Associate Adjunct Professor

1981-2000 VIACOM INC.

As Vice-President, Associate General Counsel/Finance, I was Chief Counsel to the finance and treasury departments, acting as lead finance advisor on acquisitions and dispositions, and structuring and advising on bank, public, film and other structured financings. Some major transactions include:

- 2000
 - Viacom/CBS Merger

- 1999
 - Tender Offer and Merger – Spelling Entertainment
 - Blockbuster Inc. - \$1.9 Billion bank financing and IPO

- 1998
 - \$4.6 Billion sale of Simon & Schuster’s educational, professional and reference publishing businesses
 - Tender Offers for debt and Verizon preferred stock
 - Asset Securitizations for MTV advertising sales and affiliation agreement receivables, Showtime affiliation agreement receivables, and Paramount Television syndication receivables

- 1997
 - Structured financings for theater build-outs and Blockbuster distribution facility
 - Domestic and International production financing for Paramount, MTV Networks and Showtime Networks

- 1996
 - \$2.5 Billion tax-free split-off of cable division including exchange offer, credit facility and revenue ruling

- 1993-1995
 - Acquisitions of Paramount and Blockbuster including \$8.6 Billion bank financing, issuance of public debt, and \$1.2 Billion NYNEX (now Verizon) investment

- 1988-1993

- (Post-Redstone Acquisition) • Recapitalization of Viacom from highly leveraged to investment grade, involving issuances of equity, public debt and restructuring bank facilities
- General Counsel of Viacom Pictures-formed to produce movies that would be released in the US on Showtime simultaneously with their foreign theatrical release
- 1981-1988 • Acquisition of MTV Networks
- Several joint venture and repurchases of Showtime Networks
- Joint venture with Showtime, HBO, Columbia, Fox, and Warner Brothers for an international pay tv service in the UK and negotiations for services in Germany and Japan
- Acquisitions of broadcasting properties and cable television systems

Prior to Viacom, from 1977-1981, I was Assistant General Counsel at Lehigh Valley Industries, Inc. and from 1972-1976, a Staff Attorney at the Bureau of Competition of the Federal Trade Commission in Washington, D.C.

EDUCATION

- 1972 J.D. NYU School of Law
- 1969 B.A Economics Tufts University