

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1994-01-10**
SEC Accession No. **0000950123-94-000120**

([HTML Version](#) on secdatabase.com)

SUBJECT COMPANY

INFINITY BROADCASTING CORP

CIK: **792863** | IRS No.: **132766282** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-38069** | Film No.: **94500915**
SIC: **4832** Radio broadcasting stations

Mailing Address
600 MADISON AVENUE
NEW YORK NY 10022

Business Address
600 MADISON AVE
NEW YORK NY 10022
2127506400

FILED BY

LEHMAN BROTHERS INC//

CIK: **728586** | IRS No.: **132518466** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A**
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address
AMERICAN EXPRESS TOWER
WORLD FINANCIAL CENTER
ATTN: GEN COUNSEL
NEW YORK NY 10285

Business Address
AMERICAN EXPRESS TWR
WORLD FINANCIAL CTR
NEW YORK NY 10285
2122982000

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
Amendment # 2

Infinity Broadcasting Corporation

(Name of Issuer)

Class A Common

(Title of Class of Securities)

456626100

(CUSIP Number)

Check the following box if a fee is being paid with this statement.
(X)

The information required in the remainder of this cover page (except any items to which the form provides a cross-reference) shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

Page 1 of 27 Pages

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers Inc.
S.S. or I.R.S. Identification No. of Above Person
13-2518466

2) Check the Appropriate box if a Member of a Group

- (a) () Sole
- (b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5) Sole Voting Power

15,007

6) Shared Voting Power

500

7) Sole Dispositive Power

15,007

8) Shared Dispositive Power

500

9) Aggregate Amount Beneficially Owned by Each Reporting Person

15,507

Page 2 of 27 Pages

3

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

.4%

12) Type of Reporting Person

BD

Page 3 of 27 Pages

4

CUSIP No.

1) Names of Reporting Person

Lehman Brothers Holdings Inc.
S.S. or I.R.S. Identification No. of Above Person

13-3216325

2) Check the Appropriate box if a Member of a Group

- (a) () Sole
(b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5) Sole Voting Power

9,556,647

6) Shared Voting Power

500

7) Sole Dispositive Power

9,556,647

8) Shared Dispositive Power

500

9) Aggregate Amount Beneficially Owned by Each Reporting Person

9,557,147

Page 4 of 27 Pages

5

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

12) Type of Reporting Person

HC

Page 5 of 27 Pages

6

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers Group Inc.
S.S. or I.R.S. Identification No. of Above Person

13-329783

2) Check the Appropriate box if a Member of a Group

- (a) Sole
(b) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5) Sole Voting Power

9,541,640

6) Shared Voting Power

-0-

7) Sole Dispositive Power

9,541,640

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

Page 6 of 27 Pages

7

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

25.3 %

12) Type of Reporting Person

HC/00

Page 7 of 27 Pages

8

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers Merchant Banking Partners Inc.
S.S. or I.R.S. Identification No. of Above Person

13-3488677

2) Check the Appropriate box if a Member of a Group

(a) () Sole
(b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Number of Shares Beneficially Owned by Each Reporting Person With	5) Sole Voting Power 3,777,320 6) Shared Voting Power -0- 7) Sole Dispositive Power 3,777,320 8) Shared Dispositive Power -0- 9) Aggregate Amount Beneficially Owned by Each Reporting Person
	3,777,320

9

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
()

11) Percent of Class Represented by Amount in Row 9

10 %

12) Type of Reporting Person

CO

10

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers Merchant Banking Portfolio Partnership L.P.
S.S. or I.R.S. Identification No. of Above Person

2) Check the Appropriate box if a Member of a Group

- (a) Sole
- (b) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5) Sole Voting Power

3,777,320

6) Shared Voting Power

-0-

7) Sole Dispositive Power

3,777,320

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

3,777,320

Page 10 of 27 Pages

11

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row 9

10 %

12) Type of Reporting Person

PN

12

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers Offshore Partners Ltd.
S.S. or I.R.S. Identification No. of Above Person

2) Check the Appropriate box if a Member of a Group

(a) Sole
(b) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Bermuda

5) Sole Voting Power

1,251,510

6) Shared Voting Power

-0-

7) Sole Dispositive Power

1,251,510

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,251,510

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
()

11) Percent of Class Represented by Amount in Row 9

3.3 %

12) Type of Reporting Person

CO

Page 13 of 27 Pages

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers II Investment Inc.
S.S. or I.R.S. Identification No. of Above Person

13-3484510

2) Check the Appropriate box if a Member of a Group

- (a) () Sole
- (b) () Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of Shares
Beneficially Owned

2,567,333

6) Shared Voting Power

by Each Reporting
Person With

-0-

7) Sole Dispositive Power

2,567,333

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

2,567,333

Page 14 of 27 Pages

15

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

6.8 %

12) Type of Reporting Person

CO

Page 15 of 27 Pages

16

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers Capital Partners II, L.P.
S.S. or I.R.S. Identification No. of Above Person

13-354406

2) Check the Appropriate box if a Member of a Group

(a) () Sole
(b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5) Sole Voting Power

2,567,333

6) Shared Voting Power

-0-

7) Sole Dispositive Power

2,567,333

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

2,567,333

Page 16 of 27 Pages

17

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

6.8 %

12) Type of Reporting Person

PN

Page 17 of 27 Pages

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers Offshore Investment Partnership Japan L.P.
S.S. or I.R.S. Identification No. of Above Person

2) Check the Appropriate box if a Member of a Group

- (a) Sole
(b) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Bermuda

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5) Sole Voting Power

2,317,522

6) Shared Voting Power

-0-

7) Sole Dispositive Power

2,317,522

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

2,317,522

Page 18 of 27 Pages

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row 9

6.1%

12) Type of Reporting Person

PN

Page 19 of 27 Pages

20

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers Offshore Investment Partnership L.P.
S.S. or I.R.S. Identification No. of Above Person

2) Check the Appropriate box if a Member of a Group

(a) Sole
(b) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Bermuda

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5) Sole Voting Power

769,465

6) Shared Voting Power

-0-

7) Sole Dispositive Power

769,465

8) Shared Dispositive Power

9) Aggregate Amount Beneficially Owned by Each Reporting Person

769,465

Page 20 of 27 Pages

21

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

2.0%

12) Type of Reporting Person

PN

Page 21 of 27 Pages

22

CUSIP No.
456626100

1) Names of Reporting Person

American Express Company
S.S. or I.R.S. Identification No. of Above Person
13-4922250

2) Check the Appropriate box if a Member of a Group

(a) () Sole
(b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

New York

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5) Sole Voting Power

9,556,647

6) Shared Voting Power

500

7) Sole Dispositive Power

9,556,647

8) Shared Dispositive Power

500

9) Aggregate Amount Beneficially Owned by Each Reporting Person

9,557,147

Page 22 of 27 Pages

23

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

25.3 %

12) Type of Reporting Person

HC

Page 23 of 27 Pages

24

Item 1(a). Name of Issuer: Infinity Broadcasting Corporation.

Item 1(b). Address of Issuer's Principal Executive Offices:

600 Madison Avenue

Item 2(a). Name of Person Filing:

Lehman Brothers Inc.
Lehman Brothers Holdings Inc.
Lehman Brothers Group Inc.
Lehman Brothers Merchant Banking Partners Inc.
Lehman Brothers Merchant Banking Portfolio
Partnership L.P.
Lehman Brothers Offshore Partners Ltd.
Lehman Brothers II Investment Inc.
Lehman Brothers Capital Partners II, L.P.
Lehman Brothers Offshore Investment Partnership
Japan L.P.
Lehman Brothers Offshore Investment Partnership L.P.
American Express Company

Item 2(b). Address of Principal Business Office:

3 World Financial Center
New York, NY 10285

Item 2(c). Citizenship or Place of Organization:

See Item 4 of cover pages

Item 2(d). Title of Class of Securities:

Class A Common

Item 2(e). CUSIP Number:

456626100

Item 3. Information if statement is filed pursuant to Rules 13d-1(b) or 13d-2(b):

N/A

Page 24 of 27 Pages

25

Item 4. Ownership

(a) Amount Beneficially Owned as of: December 31, 1993

See Item 9 of cover pages

(b) Percent of Class:

See Item 11 of cover pages

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote
- (ii) shared power to vote or to direct the vote
- (iii) sole power to dispose or to direct the disposition
- (iv) shared power to dispose or to direct the disposition

See Items 5-8 of cover pages

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security being reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Page 25 of 27 Pages

26

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: January 10, 1994

<TABLE>

<S>
LEHMAN BROTHERS INC.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: First Vice President
Associate General Counsel

AMERICAN EXPRESS COMPANY

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative

LEHMAN BROTHERS MERCHANT BANKING
PARTNERS INC.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative

LEHMAN BROTHERS OFFSHORE PARTNERS LTD.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative
</TABLE>

<C>
LEHMAN BROTHERS
HOLDINGS INC.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Vice President
Assistant Secretary

LEHMAN BROTHERS GROUP INC.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative

LEHMAN BROTHERS MERCHANT BANKING
PORTFOLIO PARTNERSHIP L.P.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative

LEHMAN BROTHERS II INVESTMENT INC.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative

27
<TABLE>
<S>
LEHMAN BROTHERS CAPITAL PARTNERS II L.P.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative

<C>
LEHMAN BROTHERS OFFSHORE
INVESTMENT PARTNERSHIP JAPAN L.P.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative

LEHMAN BROTHERS OFFSHORE
INVESTMENT PARTNERSHIP L.P.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative
</TABLE>

Page 27 of 27 Pages

28

LEHMAN BROTHERS INC.
2 World Trade Center, 15th Fl.
New York, NY 10048

OFFICE OF THE GENERAL COUNSEL

January 10, 1994

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Attn: Document Control-EDGAR

Re: SCHEDULE 13G

Dear Commissioner:

On behalf of American Express Company and certain related entities (the "Reporting Persons"), submitted in electronic form for filing Amendment No. 2 of Schedule 13G relating to the Reporting Persons' ownership of Class A Common Stock of Infinity Broadcasting Corporation.

If you have any questions regarding this filing, please contact the undersigned at (212) 528-5772.

Very truly yours,

Karen C. Manson
First Vice President
Secretary

Enclosure

29

Attachment No. 1

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
Amendment # 1

Infinity Broadcasting Corporation

(Name of Issuer)

Class A Common

(Title of Class of Securities)

456626100

(CUSIP Number)

Check the following box if a fee is being paid with this statement.
()

The information required in the remainder of this cover page (except any items to which the form provides a cross-reference) shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

Page 1 of 35 Pages

30

CUSIP No.
456626100

1) Names of Reporting Person

Shearson Lehman Brothers Inc.
S.S. or I.R.S. Identification No. of Above Person
13-2518466

2) Check the Appropriate box if a Member of a Group

- (a) Sole
- (b) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5) Sole Voting Power

542,511

6) Shared Voting Power

-0-

7) Sole Dispositive Power

542,511

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

542,511

Page 2 of 35 Pages

31

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row 9

7.9%

12) Type of Reporting Person

BD

Page 3 of 35 Pages

CUSIP No.
456626100

1) Names of Reporting Person

Shearson Lehman Brothers Holdings Inc.
S.S. or I.R.S. Identification No. of Above Person

13-3216325

2) Check the Appropriate box if a Member of a Group

- (a) () Sole
(b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5) Sole Voting Power

6,867,682

6) Shared Voting Power

-0-

7) Sole Dispositive Power

6,867,682

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

6,867,682

Page 4 of 35 Pages

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

52.2%

12) Type of Reporting Person

34

CUSIP No.
456626100

1) Names of Reporting Person

Shearson Lehman Brothers Group Inc.
S.S. or I.R.S. Identification No. of Above Person

13-329783

2) Check the Appropriate box if a Member of a Group

- (a) () Sole
- (b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

6,325,171

Number of Shares
Beneficially Owned
by Each Reporting
Person With

6) Shared Voting Power

-0-

7) Sole Dispositive Power

6,325,171

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

6,325,171

35

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

50.1%

12) Type of Reporting Person

HC/00

Page 7 of 35 Pages

36

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers Merchant Banking Partners Inc.
S.S. or I.R.S. Identification No. of Above Person

13-3488677

2) Check the Appropriate box if a Member of a Group

- (a) () Sole
- (b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of Shares
Beneficially Owned
by Each Reporting
Person With

2,533,197

6) Shared Voting Power

-0-

7) Sole Dispositive Power

2,533,197

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

37

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

28.7%

12) Type of Reporting Person

CO

38

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers Merchant Banking Portfolio Partnership L.P.
S.S. or I.R.S. Identification No. of Above Person

13-354405

2) Check the Appropriate box if a Member of a Group

- (a) () Sole
- (b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

	5) Sole Voting Power	2,533,197
Number of Shares		
Beneficially Owned	6) Shared Voting Power	-0-
by Each Reporting		
Person With	7) Sole Dispositive Power	2,533,197
	8) Shared Dispositive Power	-0-
9) Aggregate Amount Beneficially Owned by Each Reporting Person		2,533,197

Page 10 of 35 Pages

39

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
()

11) Percent of Class Represented by Amount in Row 9

28.7%

12) Type of Reporting Person

PN

Page 11 of 35 Pages

40

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers Offshore Partners Ltd.
S.S. or I.R.S. Identification No. of Above Person

2) Check the Appropriate box if a Member of a Group

(a) () Sole

3) SEC Use Only

4) Citizenship or Place of Organization

Bermuda

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5) Sole Voting Power

2,070,236

6) Shared Voting Power

-0-

7) Sole Dispositive Power

2,070,236

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

2,070,236

41

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

24.8%

12) Type of Reporting Person

CO

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers II Investment Inc.
S.S. or I.R.S. Identification No. of Above Person

13-3484510

2) Check the Appropriate box if a Member of a Group

- (a) () Sole
(b) () Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

1,721,738

Number of Shares
Beneficially Owned
by Each Reporting
Person With

6) Shared Voting Power

-0-

7) Sole Dispositive Power

1,721,738

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,721,738

Page 14 of 35 Pages

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

12) Type of Reporting Person

CO

Page 15 of 35 Pages

44

CUSIP No.
456626100

1) Names of Reporting Person

Shearson Lehman Hutton Capital Partners II, L.P.
S.S. or I.R.S. Identification No. of Above Person

13-354406

2) Check the Appropriate box if a Member of a Group

- (a) () Sole
- (b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

1,721,738

6) Shared Voting Power

-0-

7) Sole Dispositive Power

1,721,738

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,721,738

Number of Shares
Beneficially Owned
by Each Reporting
Person With

45

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

21.5%

12) Type of Reporting Person

PN

46

CUSIP No.
456626100

1) Names of Reporting Person

Shearson Lehman Hutton Offshore Investment Partnership Japan L.P.
S.S. or I.R.S. Identification No. of Above Person

2) Check the Appropriate box if a Member of a Group

(a) () Sole

(b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Bermuda

5) Sole Voting Power

Number of Shares	1,554,207
Beneficially Owned	6) Shared Voting Power
by Each Reporting	-0-
Person With	7) Sole Dispositive Power
	1,554,207
	8) Shared Dispositive Power
	-0-
9) Aggregate Amount Beneficially Owned by Each Reporting Person	1,554,207

Page 18 of 35 Pages

47

- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
()
- 11) Percent of Class Represented by Amount in Row 9

19.8%
- 12) Type of Reporting Person

PN

Page 19 of 35 Pages

48

CUSIP No.
456626100

- 1) Names of Reporting Person

Shearson Lehman Hutton Offshore Investment Partnership L.P.
S.S. or I.R.S. Identification No. of Above Person
- 2) Check the Appropriate box if a Member of a Group

(a) () Sole
(b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Bermuda

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5) Sole Voting Power

516,029

6) Shared Voting Power

-0-

7) Sole Dispositive Power

516,029

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

516,029

Page 20 of 35 Pages

49

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

7.5%

12) Type of Reporting Person

PN

Page 21 of 35 Pages

50

CUSIP No.

1) Names of Reporting Person

American Express Company
S.S. or I.R.S. Identification No. of Above Person
13-4922250

2) Check the Appropriate box if a Member of a Group

- (a) () Sole
(b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

New York

5) Sole Voting Power

6,867,682

Number of Shares
Beneficially Owned
by Each Reporting
Person With

6) Shared Voting Power

-0-

7) Sole Dispositive Power

6,867,682

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

6,867,682

Page 22 of 35 Pages

51

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

()

11) Percent of Class Represented by Amount in Row 9

12) Type of Reporting Person

HC

Page 23 of 35 Pages

52

Item 1(a). Name of Issuer: Infinity Broadcasting Corporation.

Item 1(b). Address of Issuer's Principal Executive Offices:

600 Madison Avenue
 New York, New York 10022
 Tel.: (212) 750-6400

Item 2(a). Name of Person Filing:

Shearson Lehman Brothers Inc.
 Shearson Lehman Brothers Holdings Inc.
 Shearson Lehman Brothers Group Inc.
 Lehman Brothers Merchant Banking Partners Inc.
 Lehman Brothers Merchant Banking Portfolio Partnership L.P.
 Lehman Brothers Offshore Partners Ltd.
 Lehman Brothers II Investment Inc.
 Shearson Lehman Hutton Capital Partners II, L.P.
 Shearson Lehman Hutton Offshore Investment Partnership
 Japan L.P.
 Shearson Lehman Hutton Offshore Investment Partnership L.P.
 American Express Company

Item 2(b). Address of Principal Business Office:

American Express Tower
 World Financial Center
 New York, NY 10285

Item 2(c). Citizenship or Place of Organization:

See Item 4 of cover pages

Item 2(d). Title of Class of Securities:

Class A Common

Item 2(e). CUSIP Number:

456626100

Item 3. Information if statement is filed pursuant to Rules 13d-1(b) or 13d-2(b):

N/A*

*All shares were acquired prior to the date Class A Common Stock became a registered security.

Page 24 of 35 Pages

- 53
Item 4. Ownership
- (a) Amount Beneficially Owned as of: January 30, 1992
See Item 9 of cover pages
 - (b) Percent of Class:
See Item 11 of cover pages

Page 25 of 35 Pages

- 54
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote
 - (ii) shared power to vote or to direct the vote
 - (iii) sole power to dispose or to direct the disposition
 - (iv) shared power to dispose or to direct the dispositionSee Items 5-8 of cover pages
- Item 5. Ownership of Five Percent or Less of a Class
Not Applicable.
- Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not Applicable.
- Item 7. Identification and Classification of the Subsidiary which Acquired the Security being reported on by the Parent Holding Company
Not Applicable.
- Item 8. Identification and Classification of Members of the Group
Not Applicable.
- Item 9. Notice of Dissolution of Group

55

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: _____

SHEARSON LEHMAN BROTHERS INC.

SHEARSON LEHMAN BROTHERS HOLDINGS INC.

By: _____

Name: Karen C. Manson
Title: First Vice President
Associate General Counsel

By: _____

Name: Karen C. Manson
Title: Vice President
Assistant Secretary

AMERICAN EXPRESS COMPANY

SHEARSON LEHMAN BROTHERS GROUP INC.

By: _____

Name: Karen C. Manson
Title: Authorized Representative

By: _____

Name: Karen C. Manson
Title: Authorized Representative

LEHMAN BROTHERS MERCHANT BANKING PARTNERS INC.

LEHMAN BROTHERS MERCHANT BANKING PORTFOLIO PARTNERSHIP L.P.

By: _____

Name: Karen C. Manson

By: _____

Name: Karen C. Manson

56

LEHMAN BROTHERS OFFSHORE PARTNERS LTD.

LEHMAN BROTHERS II INVESTMENT
INC.

By: _____

By: _____

Name: Karen C. Manson
Title: Authorized Representative

Name: Karen C. Manson
Title: Authorized Representative

SHEARSON LEHMAN HUTTON CAPITAL PARTNERS
II, L.P.

SHEARSON LEHMAN HUTTON OFFSHORE
INVESTMENT PARTNERSHIP JAPAN L.P.

By: _____

By: _____

Name: Karen C. Manson
Title: Authorized Representative

Name: Karen C. Manson
Title: Authorized Representative

SHEARSON LEHMAN HUTTON OFFSHORE
INVESTMENT PARTNERSHIP L.P.

By: _____

Name: Karen C. Manson
Title: Authorized Representative

57

EXHIBIT INDEX

Exhibit I Authorization

Exhibit II Statement of American Express

58

EXHIBIT I

59

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

Infinity Broadcasting Corporation
(Name of Issuer)

Class A Common
(Title of Class of Securities)

456626100
(CUSIP Number)

Check the following box if a fee is being paid with this statement.
(X)

The information required in the remainder of this cover page (except any items to which the form provides a cross-reference) shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

PAGE 1 OF 35 PAGES

60

CUSIP No.
456626100

1) Names of Reporting Person

Shearson Lehman Brothers Inc.
S.S. or I.R.S. Identification No. of Above Person
13-2518466

2) Check the Appropriate box if a Member of a Group

- (a) Sole
(b) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

	5) Sole Voting Power	
Number of Shares		542,511
Beneficially Owned	6) Shared Voting Power	
by Each Reporting		-0-
Person With	7) Sole Dispositive Power	
		542,511
	8) Shared Dispositive Power	
		-0-
9) Aggregate Amount Beneficially Owned by Each Reporting Person		542,511

PAGE 2 OF 35 PAGES

61

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row 9

7.9%

12) Type of Reporting Person

BD

PAGE 3 OF 35 PAGES

62

CUSIP No.
456626100

1) Names of Reporting Person

Shearson Lehman Brothers Holdings Inc.
S.S. or I.R.S. Identification No. of Above Person

13-3216325

2) Check the Appropriate box if a Member of a Group

- (a) Sole
(b) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5) Sole Voting Power

6,867,682

6) Shared Voting Power

-0-

7) Sole Dispositive Power

6,867,682

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

6,867,682

PAGE 4 OF 35 PAGES

63

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row 9

52.2%

12) Type of Reporting Person

HC

64

CUSIP No.
456626100

1) Names of Reporting Person

Shearson Lehman Brothers Group Inc.
S.S. or I.R.S. Identification No. of Above Person

13-329783

2) Check the Appropriate box if a Member of a Group

- (a) Sole
- (b) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

6,325,171

6) Shared Voting Power

-0-

7) Sole Dispositive Power

6,325,171

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

6,325,171

Number of Shares
Beneficially Owned
by Each Reporting
Person With

65

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row 9

50.1%

12) Type of Reporting Person

HC/00

PAGE 7 OF 35 PAGES

66

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers Merchant Banking Partners Inc.
S.S. or I.R.S. Identification No. of Above Person

13-3488677

2) Check the Appropriate box if a Member of a Group

- (a) Sole
- (b) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

2,533,197

6) Shared Voting Power

-0-

7) Sole Dispositive Power

2,533,197

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

2,533,197

Number of Shares
Beneficially Owned
by Each Reporting
Person With

67

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

(___)

11) Percent of Class Represented by Amount in Row 9

28.7%

12) Type of Reporting Person

CO

68

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers Merchant Banking Portfolio Partnership L.P.
S.S. or I.R.S. Identification No. of Above Person

13-354405

2) Check the Appropriate box if a Member of a Group

(a) (___) Sole

(b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of Shares
Beneficially Owned
by Each Reporting
Person With

2,533,197

6) Shared Voting Power

-0-

7) Sole Dispositive Power

2,533,197

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,533,197

PAGE 10 OF 35 PAGES

⁶⁹
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(___)

11) Percent of Class Represented by Amount in Row 9

28.7%

12) Type of Reporting Person

PN

PAGE 11 OF 35 PAGES

70

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers Offshore Partners Ltd.
S.S. or I.R.S. Identification No. of Above Person

2) Check the Appropriate box if a Member of a Group

(a) (___) Sole
(b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Bermuda

	5)	Sole Voting Power	
Number of Shares			2,070,236
Beneficially Owned	6)	Shared Voting Power	
by Each Reporting			-0-
Person With	7)	Sole Dispositive Power	
			2,070,236
	8)	Shared Dispositive Power	
			-0-
9)		Aggregate Amount Beneficially Owned by Each Reporting Person	2,070,236

PAGE 12 OF 35 PAGES

71

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
()

11) Percent of Class Represented by Amount in Row 9
24.8%

12) Type of Reporting Person
CO

PAGE 13 OF 35 PAGES

72

CUSIP No.
456626100

1) Names of Reporting Person

Lehman Brothers II Investment Inc.
S.S. or I.R.S. Identification No. of Above Person
13-3484510

2) Check the Appropriate box if a Member of a Group

- (a) Sole
(b) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

	5) Sole Voting Power	
Number of Shares		1,721,738
Beneficially Owned	6) Shared Voting Power	
by Each Reporting		-0-
Person With	7) Sole Dispositive Power	
		1,721,738
	8) Shared Dispositive Power	
		-0-
9) Aggregate Amount Beneficially Owned by Each Reporting Person		1,721,738

PAGE 14 OF 35 PAGES

73
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row 9
21.5%

12) Type of Reporting Person

CO

PAGE 15 OF 35 PAGES

CUSIP No.
456626100

1) Names of Reporting Person

Shearson Lehman Hutton Capital Partners II, L.P.
S.S. or I.R.S. Identification No. of Above Person

13-354406

2) Check the Appropriate box if a Member of a Group

- (a) Sole
(b) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

	5) Sole Voting Power	
Number of Shares		1,721,738
Beneficially Owned	6) Shared Voting Power	
by Each Reporting		-0-
Person With	7) Sole Dispositive Power	
		1,721,738
	8) Shared Dispositive Power	
		-0-
9) Aggregate Amount Beneficially Owned by Each Reporting Person		1,721,738

PAGE 16 OF 35 PAGES

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row 9

21.5%

12) Type of Reporting Person

76

CUSIP No.
456626100

- 1) Names of Reporting Person
Shearson Lehman Hutton Offshore Investment Partnership Japan L.P.
S.S. or I.R.S. Identification No. of Above Person
- 2) Check the Appropriate box if a Member of a Group
(a) Sole
(b) Joint Filing
- 3) SEC Use Only
- 4) Citizenship or Place of Organization
Bermuda
- | | | |
|--------------------|-----------------------------|-----------|
| | 5) Sole Voting Power | 1,554,207 |
| Number of Shares | 6) Shared Voting Power | -0- |
| Beneficially Owned | 7) Sole Dispositive Power | 1,554,207 |
| by Each Reporting | 8) Shared Dispositive Power | -0- |
| Person With | | 1,554,207 |
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person

77

- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row 9

19.8%

12) Type of Reporting Person

PN

PAGE 19 OF 35 PAGES

78

CUSIP No.
456626100

1) Names of Reporting Person

Shearson Lehman Hutton Offshore Investment Partnership L.P.
S.S. or I.R.S. Identification No. of Above Person

2) Check the Appropriate box if a Member of a Group

(a) Sole
(b) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

Bermuda

5) Sole Voting Power

516,029

6) Shared Voting Power

-0-

7) Sole Dispositive Power

516,029

8) Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

516,029

PAGE 20 OF 35 PAGES

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

(___)

11) Percent of Class Represented by Amount in Row 9

7.5%

12) Type of Reporting Person

PN

PAGE 21 OF 35 PAGES

CUSIP No.
456626100

1) Names of Reporting Person

American Express Company
S.S. or I.R.S. Identification No. of Above Person
13-4922250

2) Check the Appropriate box if a Member of a Group

- (a) (___) Sole
(b) (X) Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization

New York

Number of Shares
Beneficially Owned
by Each Reporting
Person With

5) Sole Voting Power

6,867,682

6) Shared Voting Power

-0-

7) Sole Dispositive Power

6,867,682

8) Shared Dispositive Power

9) Aggregate Amount Beneficially Owned by Each Reporting Person
6,867,682

PAGE 22 OF 35 PAGES

81

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
()

11) Percent of Class Represented by Amount in Row 9
52.2%

12) Type of Reporting Person
HC

PAGE 23 OF 35 PAGES

82

Item 1(a). Name of Issuer: Infinity Broadcasting Corporation.

Item 1(b). Address of Issuer's Principal Executive Offices:

600 Madison Avenue
New York, New York 10022
Tel.: (212) 750-6400

Item 2(a). Name of Person Filing:

Shearson Lehman Brothers Inc.
Shearson Lehman Brothers Holdings Inc.
Shearson Lehman Brothers Group Inc.
Lehman Brothers Merchant Banking Partners Inc.
Lehman Brothers Merchant Banking Portfolio Partnership L.P.
Lehman Brothers Offshore Partners Ltd.
Lehman Brothers II Investment Inc.
Shearson Lehman Hutton Capital Partners II, L.P.
Shearson Lehman Hutton Offshore Investment Partnership
Japan L.P.
Shearson Lehman Hutton Offshore Investment Partnership L.P.
American Express Company

Item 2(b). Address of Principal Business Office:

American Express Tower
World Financial Center
New York, NY 10285

Item 2(c). Citizenship or Place of Organization:

See Item 4 of cover pages

Item 2(d). Title of Class of Securities:

Class A Common

Item 2(e). CUSIP Number:

456626100

Item 3. Information if statement is filed pursuant to Rules 13d-1(b) or 13d-2(b):

N/A*

*All shares were acquired prior to the date Class A Common Stock became a registered security.

PAGE 24 OF 35 PAGES

83

Item 4. Ownership

(a) Amount Beneficially Owned as of: January 30, 1992

See Item 9 of cover pages

(b) Percent of Class:

See Item 11 of cover pages

PAGE 25 OF 35 PAGES

84

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

(ii) shared power to vote or to direct the vote

(iii) sole power to dispose or to direct the disposition

(iv) shared power to dispose or to direct the disposition

See Items 5-8 of cover pages

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security being reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

PAGE 26 OF 35 PAGES

85

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: 2-13-92

<TABLE>

<S>

SHEARSON LEHMAN BROTHERS INC.

<C>

SHEARSON LEHMAN BROTHERS HOLDINGS INC.

By: /s/ Karen C. Manson

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: First Vice President
Associate General Counsel

Name: Karen C. Manson
Title: Vice President
Assistant Secretary

AMERICAN EXPRESS COMPANY

SHEARSON LEHMAN BROTHERS GROUP INC.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative

LEHMAN BROTHERS MERCHANT BANKING
PARTNERS INC.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative
</TABLE>

PAGE 27 OF 35 PAGES

86
<TABLE>
<S>
LEHMAN BROTHERS OFFSHORE PARTNERS LTD.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative

SHEARSON LEHMAN HUTTON CAPITAL PARTNERS
II, L.P.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative

SHEARSON LEHMAN HUTTON OFFSHORE
INVESTMENT PARTNERSHIP L.P.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative
</TABLE>

PAGE 28 OF 35 PAGES

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative

LEHMAN BROTHERS MERCHANT BANKING
PORTFOLIO PARTNERSHIP L.P.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative

<C>
LEHMAN BROTHERS II INVESTMENT INC.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative

SHEARSON LEHMAN HUTTON OFFSHORE
INVESTMENT PARTNERSHIP JAPAN L.P.

By: /s/ Karen C. Manson

Name: Karen C. Manson
Title: Authorized Representative

EXHIBIT INDEX

Exhibit I Authorization

Exhibit II Statement of American Express

PAGE 29 OF 35 PAGES

EXHIBIT I

PAGE 30 OF 35 PAGES

AUTHORIZATION

The undersigned hereby authorizes Karen Manson, Karen Muller and Maxine Gerson (any one acting alone) to prepare, execute, deliver and file, in the name and on behalf of the undersigned, any and all filings by the undersigned with the Securities and Exchange Commission under Sections 13(d), 13(g) and 16 of the Securities Exchange Act of 1934, as amended, and any and all documents and instruments related thereto.

Dated: 2-13-92

Lehman Brothers Offshore Partners
Ltd.

/s/ C. Grant Hall

By: C. Grant Hall
Secretary

PAGE 31 OF 35 PAGES

AUTHORIZATION

The undersigned hereby authorizes Karen Manson, Karen Muller and Maxine Gerson (any one acting alone) to prepare, execute, deliver and file, in the name and on behalf of the undersigned, any and all filings by the undersigned with the Securities and Exchange Commission under Sections 13(d), 13(g) and 16 of the Securities Exchange Act of 1934, as amended, and any and all documents and instruments related thereto.

Dated: 2-13-92

Shearson Lehman Hutton Offshore
Investment Partnership - L.P.

/s/ C. Grant Hall

By Lehman Brothers Offshore
Partners Ltd., General Partner

PAGE 32 OF 35 PAGES

91

AUTHORIZATION

The undersigned hereby authorizes Karen Manson, Karen Muller and Maxine Gerson (any one acting alone) to prepare, execute, deliver and file, in the name and on behalf of the undersigned, any and all filings by the undersigned with the Securities and Exchange Commission under Sections 13(d), 13(g) and 16 of the Securities Exchange Act of 1934, as amended, and any and all documents and instruments related thereto.

Dated: 2-13-92

Shearson Lehman Hutton Offshore
Investment Partnership - Japan L.P.

/s/ C. Grant Hall

By Lehman Brothers Offshore
Partners Ltd., General Partner

PAGE 33 OF 35 PAGES

EXHIBIT II

PAGE 34 OF 35 PAGES

EXHIBIT
TO
SCHEDULE 13G
UNDER THE
SECURITIES AND EXCHANGE ACT OF 1934

American Express Company, American Express Tower, World Financial Center, New York, New York, disclaims beneficial ownership of the securities referred to in the Schedule 13G to which this exhibit is attached, and the filing of this Schedule 13G shall not be construed as an admission that American Express Company is, for the purpose of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this Schedule 13G.

Pursuant to Rule 13d-1(f)(1) and subject to the preceding disclaimer, American Express Company affirms it is individually eligible to use Schedule 13G and agrees that this Schedule is filed on its behalf, and authorizes the President, any Vice President, the Comptroller, the Secretary, and the General Counsel or any Associate General Counsel, each with power to act singly, of each subsidiary of American Express Company making this filing to sign this statement on behalf of American Express Company.

AMERICAN EXPRESS COMPANY

By: /s/ Stephen P. Norman

Name: Stephen P. Norman
Title: Secretary

PAGE 35 OF 35 PAGES