

US CONCRETE INC  
Form 4  
April 13, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sutherland Colin McGill

(Last) (First) (Middle)

C/O U.S. CONCRETE, INC., 331 N. MAIN ST.

(Street)

EULESS, TX 76039

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
US CONCRETE INC [USCR]

3. Date of Earliest Transaction (Month/Day/Year)  
04/12/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common stock	04/12/2016		S <sup>(1)</sup>	200 D \$ 60.76	11,235	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sutherland Colin McGill C/O U.S. CONCRETE, INC. 331 N. MAIN ST. EULESS, TX 76039		X		

## Signatures

/s/ CiCi Sepehri, as Attorney-in-Fact for Colin McGill  
Sutherland 04/13/2016

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 2, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) /X/ 6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 7 SOLE VOTING POWER 0 8 SHARED VOTING POWER Class A 6,330,500; Class B 3,646,900 9 SOLE DISPOSITIVE POWER 0 10 SHARED DISPOSITIVE POWER Class A 6,330,500; Class B 3,646,900 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class A 6,330,500; Class B 3,646,900 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* // 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Class A 5.80%; Class B 5.07% 14 TYPE OF REPORTING PERSON\* IN SCHEDULE 13D Item 1. Security and Issuer This Schedule 13D relates to the Class A Common Stock, par value \$.01 per share, (the "Class A Shares") and the Class B Common Stock, par value \$.01 per share, (the "Class B Shares" and collectively with Class A Shares, the "Shares"), of Blockbuster, Inc., a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 1201 Elm Street, Dallas, Texas 75270. Item 2. Identity and Background The persons filing this statement are Barberry Corp., a Delaware corporation ("Barberry"), Hopper Investments, LLC, a Delaware limited liability company, High River Limited Partnership, a Delaware limited

partnership ("High River"), Icahn Partners Master Fund L.P., a Cayman Islands limited partnership ("Icahn Master"), Icahn Offshore L.P., a Delaware limited partnership ("Icahn Offshore"), CCI Offshore LLC, a Delaware limited liability company ("CCI Offshore"), Icahn Partners L.P., a Delaware limited partnership ("Icahn Partners"), Icahn Onshore L.P., a Delaware limited partnership ("Icahn Onshore"), CCI Onshore LLC, a Delaware limited liability company ("CCI Onshore") and Carl C. Icahn, a citizen of the United States of America (collectively, the "Registrants"). The principal business address and the address of the principal office of the Registrants is c/o Icahn Associates Corp., 767 Fifth Avenue, 47th Floor, New York, New York 10153, except that (i) the principal business address of each of Barberry, Hopper and High River is 100 South Bedford Road, Mount Kisco, New York 10549 and (ii) the principal business address of Icahn Master is c/o Walkers SPV Limited, P.O. Box 908GT, 87 Mary Street, George Town, Grand Cayman, Cayman Islands. Barberry is the sole member of Hopper, which is the general partner of High River. CCI Offshore is the general partner of Icahn Offshore, which is the general partner of Icahn Master. CCI Onshore is the general partner of Icahn Onshore, which is the general partner of Icahn Partners. Each of Barberry, CCI Offshore and CCI Onshore is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position directly and indirectly to determine the investment and voting decisions made by Registrants. Each of Icahn Master, Icahn Partners, Barberry and High River is primarily engaged in the business of investing in securities. Hopper is primarily engaged in the business of serving as the general partner of High River. Icahn Offshore and Icahn Onshore are primarily engaged in the business of serving as the general partner of Icahn Master and Icahn Partners, respectively. CCI Offshore and CCI Onshore are primarily engaged in the business of serving as the general partner of Icahn Offshore and Icahn Onshore, respectively. Carl C. Icahn's present principal occupation or employment is (i) owning all of the interest in CCI Onshore and CCI Offshore, through which Mr. Icahn indirectly directs and manages the investments of Icahn Master and Icahn Partners and (ii) acting as President and a director of Starfire, and as the Chairman of the Board and a director of various of Starfire's subsidiaries. Starfire is primarily engaged in the business of investing in and holding securities of various entities. The name, citizenship, present principal occupation or employment and business address of each director and executive officer of High River and Barberry, are set forth in Schedule A attached hereto. Except as set forth on Schedule B, no member of any of the Registrants nor any manager or executive officer of Registrants, has, during the past five years, (a) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting, or mandating activities subject to, Federal or State securities laws or a finding of any violation with respect to such laws. Item 3. Source and Amount of Funds or Other Consideration As of 2:15pm, Standard Eastern Time, on December 14, 2004, the aggregate purchase price of 6,330,500 Class A Shares and 3,646,900 Class B Shares purchased by High River, Icahn Master and Icahn Partners, collectively, was \$54,034,298.85 (including commissions) and \$29,877,611.50 (including commissions), respectively. The source of funding for the purchase of these Shares was the respective general working capital of the purchasers, and, with respect to High River, pursuant to margin accounts in the regular course of business. Item 4. Purpose of Transaction Registrants acquired the Shares believing them to be undervalued, especially in light of the possibility that Issuer may acquire Hollywood Entertainment Corporation ("Hollywood"). Registrants believe that they are holders of the largest number of outstanding shares of Issuer in the aggregate and are also the largest holder of Hollywood's outstanding shares. Registrants support the effort of Issuer to obtain due diligence from Hollywood with a view to making a firm offer to acquire Hollywood. Registrants believe that because of the synergies that would be involved in a combination of Issuer and Hollywood, Issuer would be in a position to offer the greatest amount of consideration to Hollywood's shareholders. Additionally, Registrants believe these synergies would importantly contribute to the profitability of Issuer. Registrants support the proposed combination of Issuer and Hollywood as most beneficial for both entities and their respective shareholders. To this end, Registrants have contacted the chief executive officers of each of the entities to express Registrants' views in this matter and will continue to seek to facilitate a combination of Issuer and Hollywood. Registrants reserve the right to acquire additional Shares at any time and from time to time in the open market or otherwise. In addition, Registrants may dispose of all or any portion of the Shares at any time or from time to time in the open market or otherwise. Registrants may seek to participate in, and influence the outcome of any proxy solicitation and the bidding process involving Issuer and Hollywood, as a bidder or otherwise. Item 5. Interest in Securities of the Issuer (a) As of 2:15pm, Standard Eastern Time, on December 14, 2004, Registrants may be deemed to beneficially own, in the aggregate, 6,330,500 Class A Shares and 3,646,900 Class B Shares,

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representing approximately 5.80% of the Issuer's outstanding Class A Shares and approximately 5.07% of the Issuer's outstanding Class B Shares (based upon the 109,122,848 Class A Shares and 72,000,000 Class B Shares stated to be outstanding as of November 2, 2004 by the Issuer in the Issuer's Form 10Q for the period ending on June 30, 2004, filed with the Securities and Exchange Commission on November 8, 2004). (b) High River has sole voting power and sole dispositive power with regard to 1,266,100 Class A Shares and 729,380 Class B Shares. Each of Barberry, Hopper and Carl C. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting power and sole dispositive power with regard to 1,998,328 Class A Shares and 1,155,115 Class B Shares. Each of Icahn Offshore, CCI Offshore and Carl C. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 3,066,072 Class A Shares and 1,762,405 Class B Shares. Each of Icahn Onshore, CCI Onshore and Carl C. Icahn has shared voting power and shared dispositive power with regard to such Shares. Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, CCI Offshore and Mr. Icahn, by virtue of their relationships to Icahn Master (as disclosed in Item 2), may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Master directly beneficially owns. Each of Icahn Offshore, CCI Offshore and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Onshore, CCI Onshore and Mr. Icahn, by virtue of their relationships to Icahn Partners (as disclosed in Item 2), may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, CCI Onshore and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. (c) The following tables set forth all transactions with respect to Class A Shares and Class B Shares, respectively, effected during the past sixty (60) days by any of the Registrants, inclusive of the transaction effected through 2:15pm, Standard Eastern Time, on December 14, 2004. All such transactions were effected in the open market, and the tables include commissions paid in per share prices.

A Shares	Price	Name	Date	Purchased	Per Class A Share	No. of Class A Shares
		High River	11/11/04	34,300	7.8273	
		High River	11/12/04	120,000	8.5313	
		High River	11/15/04	49,000	8.3535	
		High River	11/16/04	100,000	8.3069	
		High River	11/17/04	124,000	8.3226	
		High River	11/18/04	40,000	8.4381	
		High River	11/19/04	162,000	8.1402	
		High River	11/22/04	17,000	8.2367	
		High River	11/23/04	15,000	8.2527	
		High River	11/24/04	40,000	8.2630	
		High River	11/26/04	22,000	8.2856	

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High River	11/29/04	80,000	8.2059
High River	11/30/04	55,800	8.3801
High River	12/01/04	56,000	8.9076
High River	12/02/04	138,000	9.2319
High River	12/03/04	30,000	9.2234
High River	12/14/04	183,000	8.9407
Icahn Master	11/11/04	54,880	7.8273
Icahn Master	11/12/04	192,000	8.5313
Icahn Master	11/15/04	76,440	8.3535
Icahn Master	11/16/04	156,000	8.3069
Icahn Master	11/17/04	193,440	8.3226
Icahn Master	11/18/04	62,400	8.4381
Icahn Master	11/19/04	252,720	8.1402
Icahn Master	11/22/04	26,520	8.2367
Icahn Master	11/23/04	23,400	8.2527
Icahn Master	11/24/04	62,400	8.2630
Icahn Master	11/26/04	34,320	8.2856
Icahn Master	11/29/04	124,800	8.2059
Icahn Master	11/30/04	87,048	8.3801
Icahn Master	12/01/04	87,360	8.9076
Icahn Master	12/02/04	215,280	9.2319
Icahn Master	12/03/04	49,200	9.2234
Icahn Master	12/14/04	300,120	8.9407

Explanation of Responses:

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					Icahn Partners
11/11/04	82,320	7.8273			
					Icahn Partners 11/12/04 288,000 8.5313
					Icahn Partners 11/15/04 119,560 8.3535
					Icahn Partners 11/16/04 244,000 8.3069
11/17/04	302,560	8.3226			Icahn Partners
					Icahn Partners 11/18/04 97,600 8.4381
					Icahn Partners 11/19/04 395,280 8.1402
					Icahn Partners 11/22/04 41,480 8.2367
11/23/04	36,600	8.2527			Icahn Partners
					Icahn Partners 11/24/04 97,600 8.2630
					Icahn Partners 11/26/04 53,680 8.2856
					Icahn Partners 11/29/04 195,200 8.2059
11/30/04	136,152	8.3801			Icahn Partners
					Icahn Partners 12/01/04 136,640 8.9076
					Icahn Partners 12/02/04 336,720 9.2319
					Icahn Partners 12/03/04 70,800 9.2234
12/14/04	431,880	8.9407			Icahn Partners
					No. of Class B Shares Price Name Date Purchased Per Class B Share
11/15/04	94,000	8.0089			High River
					High River 11/16/04 26,000 7.8445
					High River 11/17/04 31,960 7.9405
					High River 11/18/04 40,000 8.0186

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----- High River  
11/19/04 80,000 7.7137 -----  
-----  
----- High River 11/22/04 12,000 7.7760 -----  
-----  
----- High River 11/23/04 6,000 7.8244 -----  
-----  
----- High River 11/24/04 17,000 7.8702 -----  
-----  
----- High River  
11/26/04 7,400 7.8742 -----  
-----  
----- High River 11/29/04 24,000 7.6955 -----  
-----  
----- High River 11/30/04 52,000 7.9100 -----  
-----  
----- High River 12/01/04 35,000 8.4154 -----  
-----  
----- High River  
12/02/04 88,000 8.7069 -----  
-----  
----- High River 12/03/04 38,080 8.7239 -----  
-----  
----- High River 12/06/04 16,000 8.5705 -----  
-----  
----- High River 12/07/04 40,900 8.5653 -----  
-----  
----- High River  
12/08/04 42,000 8.5018 -----  
-----  
----- High River 12/09/04 31,300 8.3586 -----  
-----  
----- High River 12/10/04 35,000 8.3582 -----  
-----  
----- High River 12/14/04 12,740 8.4097 -----  
-----  
----- Icahn Master  
11/15/04 146,640 8.0089 -----  
-----  
----- Icahn Master 11/16/04 40,560 7.8445 -----  
-----  
----- Icahn Master 11/17/04 49,858 7.9405 -----  
-----  
----- Icahn Master 11/18/04 62,400 8.0186 -----  
-----  
----- Icahn Master  
11/19/04 124,800 7.7137 -----  
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----- Icahn Master 11/22/04 18,720 7.7760 -----  
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----- Icahn Master 11/23/04 9,360 7.8244 -----

Explanation of Responses:

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	Icahn Master	11/24/04	26,520	7.8702
	Icahn Master	11/26/04	11,544	7.8742
	Icahn Master	11/29/04	37,440	7.6955
	Icahn Master	11/30/04	81,120	7.9100
	Icahn Master	12/01/04	54,600	8.4154
	Icahn Master	12/02/04	137,280	8.7069
	Icahn Master	12/03/04	62,451	8.7239
	Icahn Master	12/06/04	26,240	8.5705
	Icahn Master	12/07/04	67,076	8.5653
	Icahn Master	12/08/04	68,880	8.5018
	Icahn Master	12/09/04	51,332	8.3586
	Icahn Master	12/10/04	57,400	8.3582
	Icahn Master	12/14/04	20,894	8.4097
	Icahn Partners	11/15/04	229,360	8.0089
	Icahn Partners	11/16/04	63,440	7.8445
	Icahn Partners	11/17/04	77,982	7.9405
	Icahn Partners	11/18/04	97,600	8.0186
	Icahn Partners	11/19/04	195,200	7.7137
	Icahn Partners	11/22/04	29,280	7.7760
	Icahn Partners	11/23/04	14,640	7.8244
	Icahn Partners	11/24/04	41,480	7.8702
	Icahn Partners	11/26/04	18,056	7.8742



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----- Icahn Partners 11/29/04 58,560 7.6955 -----  
-----  
----- Icahn Partners 11/30/04 126,880 7.9100 -----  
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----- Icahn Partners 12/01/04 85,400 8.4154 -----  
-----  
----- Icahn Partners  
12/02/04 214,720 8.7069 -----  
-----  
----- Icahn Partners 12/03/04 89,869 8.7239 -----  
-----  
----- Icahn Partners 12/06/04 37,760 8.5705 -----  
-----  
----- Icahn Partners 12/07/04 96,524 8.5653 -----  
-----  
----- Icahn Partners  
12/08/04 99,120 8.5018 -----  
-----  
----- Icahn Partners 12/09/04 73,868 8.3586 -----  
-----  
----- Icahn Partners 12/10/04 82,600 8.3582 -----  
-----  
----- Icahn Partners 12/14/04 30,066 8.4097 -----  
----- Item 6. Contracts,  
Arrangements, Understandings or Relationship with Respect to Securities of the Issuer Except as described herein,  
none of the Registrants has any contracts, arrangements, understandings or relationships (legal or otherwise) with any  
person with respect to any securities of the Issuer, including but not limited to the transfer or voting of any of the  
securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of  
profits or losses, or the giving or withholding of proxies. Item 7. Material to be Filed as Exhibits 1 Joint Filing  
Agreement of the Registrants SIGNATURE After reasonable inquiry and to the best of each of the undersigned  
knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true,  
complete and correct. Dated: December 14, 2004 HOPPER INVESTMENTS LLC By: Barberrry Corp. By: /s/ Edward  
E. Mattner Name: Edward E. Mattner Title: Authorized Signatory BARBERRY CORP. By: /s/ Edward E. Mattner  
Name: Edward E. Mattner Title: Authorized Signatory HIGH RIVER LIMITED PARTNERSHIP By: Hopper  
Investments LLC, General Partner By: Barberrry Corp., member By: /s/ Edward E. Mattner Name: Edward E. Mattner  
Title: Authorized Signatory ICAHN PARTNERS MASTER FUND L.P. By: /s/ Edward E. Mattner Name: Edward E.  
Mattner Title: Authorized Signatory [Signature Page of Schedule 13D - Blockbuster, Inc.] ICAHN OFFSHORE L.P.  
By: /s/ Edward E. Mattner Name: Edward E. Mattner Title: Authorized Signatory CCI OFFSHORE LLC By: /s/  
Edward E. Mattner Name: Edward E. Mattner Title: Authorized Signatory ICAHN PARTNERS L.P. By: /s/ Edward  
E. Mattner Name: Edward E. Mattner Title: Authorized Signatory ICAHN ONSHORE L.P. By: /s/ Edward E. Mattner  
Name: Edward E. Mattner Title: Authorized Signatory CCI ONSHORE LLC By: /s/ Edward E. Mattner Name:  
Edward E. Mattner Title: Authorized Signatory /s/ Carl C. Icahn CARL C. ICAHN [Signature Page of Schedule 13D -  
Blockbuster, Inc.] JOINT FILING AGREEMENT In accordance with Rule 13d-1(f) under the Securities Exchange  
Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement  
on Schedule 13D (including amendments thereto) with respect to the Class A Common Stock and Class B Common  
Stock of Blockbuster, Inc. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint  
filings. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement this  
14th day of December 2004. HOPPER INVESTMENTS LLC By: Barberrry Corp. By: /s/ Edward E. Mattner Name:  
Edward E. Mattner Title: Authorized Signatory BARBERRY CORP. By: /s/ Edward E. Mattner Name: Edward E.  
Mattner Title: Authorized Signatory HIGH RIVER LIMITED PARTNERSHIP By: Hopper Investments LLC,  
General Partner By: Barberrry Corp., member By: /s/ Edward E. Mattner Name: Edward E. Mattner Title: Authorized

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Signatory ICAHN PARTNERS MASTER FUND L.P. By: /s/ Edward E. Mattner Name: Edward E. Mattner Title: Authorized Signatory ICAHN OFFSHORE L.P. By: /s/ Edward E. Mattner Name: Edward E. Mattner Title: Authorized Signatory [Signature Page of Joint Filing Agreement to Schedule 13D - Blockbuster, Inc.] CCI OFFSHORE LLC By: /s/ Edward E. Mattner Name: Edward E. Mattner Title: Authorized Signatory ICAHN PARTNERS L.P. By: /s/ Edward E. Mattner Name: Edward E. Mattner Title: Authorized Signatory ICAHN ONSHORE L.P. By: /s/ Edward E. Mattner Name: Edward E. Mattner Title: Authorized Signatory CCI ONSHORE LLC By: /s/ Edward E. Mattner Name: Edward E. Mattner Title: Authorized Signatory /s/ Carl C. Icahn \_\_\_\_\_ CARL C. ICAHN [Signature Page of Joint Filing Agreement to Schedule 13D - Blockbuster, Inc.] SCHEDULE A DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANTS Name, Business Address and Principal Occupation of Each Executive Officer and Director of High River and Barberry. The following sets forth the name, position, and principal occupation of each director and executive officer of each of High River and Barberry. Each such person is a citizen of the United States of America. Except as otherwise indicated, the business address of each director and officer is c/o Icahn Associates Corp., 767 Fifth Avenue, 47th Floor, New York, New York 10153. To the best of Registrants' knowledge, except as set forth in this statement on Schedule 13D, none of the directors or executive officers of the Registrants own any shares of the Issuer. HIGH RIVER LIMITED PARTNERSHIP Name Position ---- Hopper Investments LLC General Partner BARBERRY CORP. Name Position ---- Carl C. Icahn Chairman, President and Secretary Jordan Bleznick Vice President - Taxes SCHEDULE B ----- On January 5, 2001, Reliance Group Holdings, Inc. ("Reliance") commenced an action in the United States District Court for the Southern District of New York against "Carl C. Icahn, Icahn Associates Corp. and High River Limited Partnership" alleging that High River's tender offer for Reliance 9% senior notes violated Section 14(e) of the Exchange Act. Reliance sought a temporary restraining order and preliminary and permanent injunctive relief to prevent defendants from purchasing the notes. The Court initially imposed a temporary restraining order. Defendants then supplemented the tender offer disclosures. The Court conducted a hearing on the disclosures and other matters raised by Reliance. It then denied plaintiffs' motion for a preliminary injunction and ordered dissolution of its temporary restraining order following dissemination of the supplement. Reliance took an immediate appeal to the United States Court of Appeals for the Second Circuit and sought a stay to restrain defendants from purchasing notes during the pendency of the appeal. On January 30, 2001, the Court of Appeals denied plaintiff's stay application. On January 30, Reliance also sought a further temporary restraining order from the District Court. The Court considered the matter and reimposed its original restraint until noon the next day, at which time the restraint was dissolved. The appeal was argued on March 9 and denied on March 22, 2001.