

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CBS CORP</u> (Last) (First) (Middle) 51 WEST 52ND STREET (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/14/2007	3. Issuer Name and Ticker or Trading Symbol <u>PRO ELITE INC [PETE]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,000,001	I	Indirect ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					
Warrant	(2)	01/03/2014	Common Stock	2,500,000	2	I	Indirect ⁽¹⁾
Warrant No. 2	(2)	01/03/2010	Common Stock	1,666,667	2	I	Indirect ⁽¹⁾
Warrant No. 3	(3)	01/03/2012	Common Stock	2,500,000	2	I	Indirect ⁽¹⁾

1. Name and Address of Reporting Person*
CBS CORP
 (Last) (First) (Middle)
 51 WEST 52ND STREET
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Showtime Networks Inc.
 (Last) (First) (Middle)
 C/O CBS CORPORATION
 51 WEST 52ND STREET
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CBS Operations Inc.
 (Last) (First) (Middle)
 C/O CBS CORPORATION
 51 WEST 52ND STREET
 (Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

NAIRI INC

(Last) (First) (Middle)

200 ELM STREET

(Street)

DEDHAM MA 02026

(City) (State) (Zip)

1. Name and Address of Reporting Person*

NATIONAL AMUSEMENTS INC /MD/

(Last) (First) (Middle)

200 ELM STREET

(Street)

DEDHAM MA 02026

(City) (State) (Zip)

1. Name and Address of Reporting Person*

REDSTONE SUMNER M

(Last) (First) (Middle)

C/O CBS CORPORATION

51 WEST 52ND STREET

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

Explanation of Responses:

1. The Common Stock and the Warrants are held by Showtime Networks Inc. (SNI), a wholly-owned subsidiary of CBS Operations Inc., which in turn is a wholly-owned subsidiary of CBS Corporation, and may also be deemed to be beneficially owned by (a) NAIRI, Inc. (NAIRI), which owns approximately 76% of CBS Corporation's voting stock, (b) NAIRI's parent corporation, National Amusements, Inc. ("NAI"), and (c) Sumner M. Redstone, who is the controlling stockholder of NAI.

2. Current

3. This Warrant is exercisable the earlier of (a) November 8, 2009 and (b) the termination, under certain circumstances, of a certain agreement between the Issuer and SNI.

Remarks:

By: Angeline C. Straka, SVP 05/14/2007
and Secretary

By: Angeline C. Straka, SVP 05/14/2007
and Secretary

By: Angeline C. Straka, SVP 05/14/2007
and Secretary

By: Sumner M. Redstone, 05/14/2007
Chairman & President

By: Sumner M. Redstone, 05/14/2007
Chairman & CEO

/s/ Redstone, Sumner M. 05/14/2007

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.