

SIDELETTER NO. 1

As of April 1, 2009

Paul Altia
Business Agent
Directors Guild of Canada, BC District Council
430-1152 Mainland Street,
Vancouver, BC V6B 4X2

Dear Paul:

This is to confirm our agreement that in lieu of providing a Cash Bond pursuant to Article 21.8 and an Assumption Agreement pursuant to Article A-17.5 of Appendix "A" of the 2009-2012 DGC-BCDC Collective Agreement (hereinafter, the Agreement), the following Negotiating Producers or companies affiliated with such Producers may execute the Standard Form Guarantee Letter No. 1. If said Company wishes to assume the obligations related to Distribution only, such Company may execute Standard Form Guarantee Letter No. 2 in lieu of providing an Assumption Agreement pursuant to Article A-17.5 of Appendix "A" of the Agreement. Copies of the aforementioned Letters of Guarantee are attached hereto.

ABC, Inc.
ABC Cable Networks Group
Alameda Entertainment B.C., Inc.
American Broadcasting Companies, Inc.
Bonanza Productions Inc.
Brightlight Pictures Inc.
Buena Vista Television
CBS Canadian Films and Television Inc.
CBS Films Inc.
Crescent Entertainment Ltd.
Disney Channel
Eye Productions Inc.
Focus Features LLC
Fox Broadcasting Company
Gabriel Simon Production Services Limited
Haddock Entertainment
Home Box Office, Inc.
Insight Film Studios Ltd.
International Family Entertainment, Inc.
Keatley Entertainment
Legacy Filmworks Ltd.
MGM Distribution Co.
MGM Domestic Television Distribution Inc.
MGM Global Holdings Inc.
MGM Production Services (B.C.) Ltd.
MGM Television Entertainment Co.
Miramax
NBC Studios, Inc.
NBC Universal Television Distribution, a division of Universal Television Group LLC
New City Pictures
No Equal Entertainment Inc.
Open 4 Business Productions, LLC
Paramount Pictures Corporation
Paramount Pictures Corporation (Canada) Inc.
Reunion Pictures Inc.
Riverside Television B.C.
Screen Gems (Canada) Ltd.
Screen Gems Productions, Inc.

Shavick Entertainment
Showtime Networks, Inc.
SKG Studios Canada Inc.
Sony Pictures Television, Inc.
Stage 6 Films, Inc.
Stage 49 Ltd
Telepictures
Touchstone Television Productions, LLC (dba ABC Studios)
Turner Films, Inc.
Twentieth Television
Twentieth Century Fox Film Corporation
Universal City Studios LLLP
Universal Home Entertainment Family Productions LLC
Universal Network Television LLC
Universal Television Enterprises LLLP
Universal Television Entertainment Inc.
Walt Disney Pictures
Warner Bros. Distributing (Canada), Ltd.
Warner Bros. Domestic Television Distribution
Warner Bros. International Television Distribution
Warner Bros. Pictures
Warner Bros. Television
Warner Bros. Television (B.C.), Inc.
Wilshire Court Productions

Set forth below is the criteria for qualification and disqualification for approved Guarantors:

Qualification for signing the Letter of Guarantee (1 or 2) will be at the Union's sole discretion based on the following criteria:

- (a) The Guarantor must have a financial history, liquidity, net earnings before interest, taxes and amortization, assets and net worth to establish its present and future ability to pay the fees required to be paid under this Agreement.
- (b) Disqualification will result if the Guarantor defaults regarding continuing obligations under this Agreement. The Union will give notice and a reasonable opportunity for the Guarantor to cure the default. If the Guarantor continues to fail to meet the Guarantor's obligations, the Guarantor will be disqualified as a Pre-Approved Guarantor. If a Guarantor wishes to dispute the disqualification, the Guarantor may refer the matter to arbitration (regular or expedited). The disqualification will continue until an arbitrator decides otherwise or the Union revokes the disqualification.

Please confirm the Union's Agreement and acceptance by executing this Side-letter in the space provided and returning the original to me.

Negotiating Producers

By: _____
Carol Lombardini

By: _____
Tracey Wood

Date: _____

Date: _____

Directors Guild of Canada, BC District Council

By: _____
Nicholas Kendall, Chair

Date: _____