

ARTICLE 20

Minimum Salaries and Residual Compensation for Directors of Motion Pictures Produced Mainly for the Pay Television and Videodisc/Videocassette Market

Section 20-100 APPLICABILITY OF THIS ARTICLE

20-101 Covered Motion Pictures

This Article is applicable to the employment of Directors for motion pictures produced mainly for the "pay television" and/or the "videodisc/videocassette" market, as the quoted terms are defined below, except that the following types of motion pictures produced mainly for such market are covered only by Paragraph 20-905 of this Article 20: industrial and religious motion pictures, commercials, advertising shorts and trailers, educational, informational and instructional motion pictures and documentaries. A motion picture to which this Article is applicable is referred to herein as a "covered motion picture," but such term does not include motion pictures covered only by Paragraph 20-905.

20-102 Videodisc/Videocassette

The term "videodisc/videocassette," as used in this Article, shall mean disc, cassette, cartridge and/or other device serving a similar function which is sold or rented for play on a home-type television screen in the home.

20-103 Pay Television

The term "pay television," as used in this Article, shall mean exhibition on a home-type television screen by means of a telecast, cable, closed circuit, satellite to home or CATV when a majority of licensed systems meet the following tests:

- (a) a separate channel is provided for which the subscriber pays a separate fee (which fee is a substantial charge relative to other charges made to the subscriber) for that channel;

and/or

- (b) the subscriber pays for the motion picture or motion pictures selected (except that a motion picture or motion pictures selected for which only a token charge is made shall not be considered pay television);

and/or

- (c) the subscriber pays a fee for an encoded telecast, which fee is a substantial charge relative to other fees paid for encoded telecasts.

The foregoing tests cover those types of services and systems which exist in the industry today and are commonly understood in the industry today to be pay television services or systems.

20-104 Service and Subscribers

The term "service," as used in this Article, refers to a television service, such as HBO or Showtime, which licenses systems to exhibit motion pictures on a pay television basis; in addition, the term "service" includes systems which have been licensed to exhibit the motion picture on a pay television basis other than through such a service. For the purposes of this Article 20, the term "subscribers" includes only pay television subscribers to services which make payments for the pay television exhibition of the covered motion picture (a) to the Employer, (b) to those acting pursuant to authority derived from the Employer or (c) to an entity authorized by law to receive payment for the Employer. Only paying subscribers are counted in determining the number of subscribers for any purpose under this Article 20.

20-105 Exhibition Year

A service's "first exhibition year," as that term is used in this Article, is a one year period commencing on the date of the first pay television exhibition by that service on a non-pay per view basis. A service's "subsequent exhibition year," as used in this Article, is a one (1) year period commencing on the date of such first exhibition on a non-pay-per-view basis after the expiration of the prior exhibition year. The exhibition year is utilized in determining subscriber residuals for non-pay-per-view exhibitions of a covered motion picture (including sports and non-staged events), but is not applicable to pay-per-view exhibitions (including pay-per-view exhibitions of sports and non-staged event programs).

Section 20-200 DIRECTORS' MINIMUM SALARIES

20-201 Initial Minimum

The initial minimum salary applicable to a Director employed in the making of a covered motion picture shall be determined in accordance with the provisions of this Section 20-200.

(a) "Network Prime Time"

The initial minimum salary for a covered motion picture of a type generally produced for network prime time television shall be as follows:

- (1) Less than one and one-half million (1,500,000) subscribers -- fifty percent (50%) of the applicable free television minimum. (This minimum is also applicable if there are no license agreements for the pay television exhibition of the motion picture at the time the Director is employed.)
- (2) One and one-half million (1,500,000) subscribers or more but less than two million (2,000,000) subscribers -- seventy percent (70%) of the applicable free television minimum.

- (3) Two million (2,000,000) subscribers or more but less than three million (3,000,000) subscribers -- eighty percent (80%) of the applicable free television minimum.
- (4) Three million (3,000,000) subscribers or more -- one hundred percent (100%) of the applicable free television minimum.

The foregoing references to "applicable free television minimum" are to the minimum salary set forth in the BA for a "Network Prime Time Show" of the same length. The number of subscribers is determined, as of the time the Director is employed, by the number of subscribers to all services which have contracted for the pay television exhibition of the motion picture other than on a pay-per-view basis, plus the number of subscribers, if any, who have contracted to view the program on a pay-per-view basis.

(b) "Non-Network or Network Non-Prime Time" - Other Than Local Distribution

The initial minimum salary for a covered motion picture of a type not generally produced for network prime time shall be one hundred percent (100%) of the minimum salary set forth in the BA for a "Non-Network or Network Non-Prime Time Show" of the same length unless the motion picture is intended for local pay television distribution only.

If such minimum is higher than the minimum would be if it had been computed pursuant to subparagraph (a) above, then the applicable minimum shall be computed in accordance with subparagraph (a), using the Network Prime Time rate and the applicable number of subscribers.

(c) Local Distribution

If the program is intended for local pay television distribution only, then the initial minimum salary shall be determined in accordance with the schedule set forth in subparagraph (a) above except that the references to "applicable free television

minimum" shall be to the minimum salary set forth in the BA for a "Non-Network or Network Non-Prime Time Show" of the same length. The term "local distribution," as used in this Article, means exhibition in no more than two (2) markets.

20-202 Adjustments of Initial Minimum

If the Employer has paid the Director less than one hundred percent (100%) of the applicable free television initial minimum salary, the Employer shall pay adjustments in the Director's initial salary according to the terms of this Paragraph 20-202. Nothing in this BA shall be interpreted to prevent the prepayment of adjustments in the initial minimum.

If videodiscs or videocassettes of a motion picture are released for sale or rental to consumers prior to the commencement of the term of a pay television license, the initial minimum salary shall be adjusted to one hundred percent (100%) of the applicable free television minimum.

If a motion picture intended only for local pay television distribution at the time the Director is employed is distributed in more than two (2) markets, the initial minimum salary shall be adjusted to the amount which would have been applicable had the motion picture not been intended for local distribution.

The Director's initial minimum salary shall also be adjusted if the number of subscribers increases to a level requiring a greater percentage under Paragraph 20-201. For example, if the number of subscribers was less than one and one-half million (1,500,000) at the time the Director was employed and the Employer paid the Director fifty percent (50%) of the applicable free television minimum, the Employer must pay an adjustment to make the Director's salary seventy percent (70%) of the applicable free television minimum if the number of subscribers later increases to one and one-half million (1,500,000) (*i.e.*, the Employer must pay an additional twenty percent (20%) of such minimum).

For the purpose of determining if an adjustment in initial minimum salary is due and the amount of such adjustment, the number of

subscribers previously counted for purposes of initial compensation and adjustments in initial compensation shall have added to it: (a) the number of subscribers to services which contract for the first time to exhibit the motion picture on pay television, other than pay-per-view, after the Director was employed; (b) any increases in the number of subscribers at the beginning or end of a service's subsequent exhibition years (but not a service's first exhibition year); and (c) the number of subscribers who paid to view the program on a pay-per-view basis to the extent that such number is in excess of the number who had contracted for such viewing at the time the Director was employed.

A pay-per-view subscriber is counted each time the subscriber pays to view the program. If a pay-per-view subscriber who pays for the program once is thereby given the right to view the program more than once, or at any one of several alternate times, the subscriber is counted only one time.

If an adjustment in minimum compensation required by this Paragraph increases the applicable initial minimum compensation to an amount exceeding the initial compensation which the Director received, payment of such excess shall be made within thirty (30) days following the end of the calendar quarter during which the adjustment became due. Payment shall be by check payable to the order of the Director entitled thereto (or the Director's loan-out Company) and shall be delivered to the Guild for forwarding to such Director and compliance herewith shall constitute payment to the Director.

Section 20-300 RESIDUAL COMPENSATION FOR PAY TELEVISION AND VIDEODISC/VIDEOCASSETTE EXHIBITION

The various methods of computing residual compensation for pay television and videodisc/videocassette exhibition are set forth in the following Sections:

- (a) Section 20-400, pay television exhibition excluding (1) pay-per-view and (2) sports and non-staged event programs;
- (b) Section 20-500, pay television exhibition (including pay-per-view) of sports and non-staged event programs;

- (c) Section 20-600, pay-per-view exhibition other than sports and non-staged event programs;
- (d) Section 20-700, videodiscs/videocassettes.

20-301 Time of Payment

Notwithstanding any provision to the contrary elsewhere in this BA, all residual payments required under this Article 20 (including, but not limited to, payments under Section 20-800) shall be sent to the Pay Television and Videodisc/Videocassette Fund Administrator (herein "Pay TV Fund Administrator"), established pursuant to Exhibit E-1 attached hereto, not later than thirty (30) days following the end of each calendar quarter during which such payments become due.

**Section 20-400 RESIDUAL COMPENSATION FOR PAY TELEVISION
EXCLUDING (a) PAY-PER-VIEW AND (b) SPORTS AND
NON-STAGED EVENT PROGRAMS**

Residual compensation for pay television exhibition, other than pay-per-view, of covered motion pictures other than sports and non-staged events shall be computed in accordance with this Section 20-400.

20-401 Subscriber Residual

A subscriber residual shall be due, to the extent required by this Article 20, if the "aggregate" number of subscribers to services which exhibit the motion picture, calculated as provided in subparagraph 20-401(e), exceeds the subscriber window.

If the number of subscribers, calculated as prescribed in this Paragraph, is 6,000,000 or more for the first exhibition year of a covered motion picture, then the provisions of Sideletter No. 7 shall modify the provisions of Article 20 applicable to such picture.

(a) Subscriber Window

The "subscriber window" is an aggregate of three million (3,000,000) subscribers as to motion pictures, the principal photography of which commences after July 1, 2008.

(b) The Exempt Run

For the purpose of determining if the subscriber window is exceeded and for the calculation of the subscriber residual, the exhibitions of a motion picture during one "run" (hereinafter called "the exempt run") on each pay television service are excluded. "The exempt run" is defined as an unlimited number of exhibitions within a twenty-four (24) hour period but is limited to one (1) exhibition between the hours of 6:00 p.m. and 11:00 p.m. The twenty-four (24) hour period shall be measured separately on each system licensed by a service. If a system is licensed by more than one (1) service to exhibit the same motion picture, there shall be an exempt run on such system for each such service.

(c) Pay-Per-View Exhibition

If a motion picture covered by Section 20-400 is also exhibited on a pay-per-view basis, the pay-per-view subscribers shall not be counted for the purposes of determining if the subscriber window is exceeded or for calculating the subscriber residual.

(d) Counting Subscribers

A determination as to the number of subscribers for each service shall be made six (6) months after the beginning of each exhibition year of such service and that number shall constitute the number of subscribers for that year for that service.

In making each such determination, if the Employer and the Guild agree as to the number of subscribers, that number shall be used. Otherwise, the latest issue of a generally recognized authoritative publication, selected by agreement of the Guild

and the AMPTP, shall be used; absent such agreement, "The Kagan Census of Cable and Pay TV" shall be utilized for determining the number of subscribers.

(e) Calculating Number of Subscribers for Payment of Subscriber Residual

The number of subscribers on which the subscriber residual shall be paid shall be calculated as follows:

- (1) At the end of each calendar quarter, the number of subscribers (computed as in Paragraph 20-401(d)) to services which completed the first six (6) months of an exhibition year during that quarter shall be added to the total of such numbers for all prior quarters in which a service completed the first six (6) months of an exhibition year. The sum so calculated is the "aggregate" number of subscribers. This procedure shall continue until the aggregate number of subscribers exceeds the subscriber window.
- (2) During the quarter in which the aggregate number of subscribers exceeds the subscriber window, a subscriber residual shall become due for the number of subscribers by which such window is exceeded.
- (3) During subsequent quarters, a subscriber residual shall become due for subscribers to services which completed the first six (6) months of an exhibition year during such quarter.
- (4) The computation provided for in subparagraph (3) above shall continue until the conclusion of the "motion picture's first exhibition year" or until the "accountable receipts plateau" is reached, whichever is later. (The quoted terms in the preceding sentence are defined in Paragraph 20-402.)

(f) Calculation of Subscriber Residual Payment

The amount of the subscriber residual payment is calculated by multiplying the number of subscribers for which such payment is due by the per subscriber rate.

The per subscriber rate applicable to a service's first exhibition year is one hundred percent (100%) of the applicable free television minimum divided by fifteen million (15,000,000), except in the case of a covered motion picture which is a "high budget pay television motion picture." The applicable free television minimum is determined in the same manner as in Paragraph 20-201. A "high budget pay television motion picture," as the term is used in this Article 20, is defined as a motion picture which is eighty (80) minutes or longer and is budgeted at, or in excess of, five million dollars (\$5,000,000), except for multi-part closed-end series in the genre of *Shogun*, *Roots* and *Masada*. For "high budget pay television motion pictures," the theatrical minimum rather than the free television minimum is used for determining the per subscriber rate. (The minimum initial salary for such motion pictures is not affected by this subparagraph.) The per subscriber rate applicable to a service's subsequent exhibition years shall be seventy percent (70%) of the rate applicable to the service's first exhibition year whether or not a subscriber residual payment was due for such first exhibition year.

A table is attached hereto as Exhibit E-2 setting forth the per subscriber rates for the various types of motion pictures.

(g) One Year's Unlimited Exhibitions

The compensation set forth in this Paragraph 20-401 shall entitle the Employer to an unlimited number of non-pay-per-view exhibitions during the exhibition year for which such compensation is paid. (As provided in Section 20-500, this subparagraph 20-401(g) is applicable to non-pay-per-view exhibitions of sports and non-staged event programs.)

- (h) Notwithstanding anything to the contrary above, no single exhibition year's residuals for a particular "covered motion picture" shall exceed the Director's applicable minimum initial compensation for the picture.

20-402 Percentage Residual

(a) Accountable Receipts

The Employer shall pay a percentage residual equal to two percent (2%) of the "accountable receipts" which exceed the "accountable receipts plateau," except as otherwise provided in this Paragraph 20-402.

In determining whether the accountable receipts plateau has been reached, the following receipts shall be included: (1) accountable receipts from pay (other than pay-per-view) television (including receipts for the exempt run) and (2) fees or other income received by the Employer as producer from videodisc/videocassette sales or rentals.

Once the accountable receipts plateau is reached, only accountable receipts from pay television (other than pay-per-view) are included in accountable receipts for the purpose of calculating the percentage residual. However, as described in subparagraphs 20-402(d) and (e) below, accountable receipts are exempt from assessment of the percentage residual if such receipts are:

- (1) allocable to the "first year's receipts exemption;" or
- (2) allocable to any service's exhibition year (other than an exhibition year the receipts of which are allocated as in subparagraph (1) above), the first six (6) months of which are completed prior to the motion picture reaching the accountable receipts plateau.

(b) Accountable Receipts Plateau

The "accountable receipts plateau" shall be as follows:

- (1) For "high budget pay television motion pictures" as defined in this Article 20:

Production Cost	Accountable Receipts Plateau
\$5,000,000	\$10,000,000
Over \$5,000,000	\$10,000,000 plus \$1,000,000 for each additional \$1,000,000 of production costs over \$5,000,000

- (2) For motion pictures of a type generally produced for prime time network television:

Motion Picture Length	Accountable Receipts Plateau
0 - 30 minutes	\$1,000,000
31 - 60 minutes	\$2,000,000
61 - 90 minutes	\$3,000,000
91 - 120 minutes	\$4,000,000
Over 120 minutes	\$1,000,000 for each additional one-half hour or fraction thereof

- (3) For motion pictures other than those covered by (1) or (2) above: when the applicable minimum initial compensation for a motion picture is less than the minimum initial compensation for a motion picture of the same length covered by (2) above, the accountable receipts plateau shall be proportionately reduced in accordance with the following formula:

$$\frac{\text{Applicable Free Television Minimum Initial Compensation for Motion Picture Covered by Subparagraph (3)}}{\text{Applicable Free Television Minimum Initial Compensation for Motion Picture of Same Length Covered by Subparagraph (2)}} = \frac{\text{Accountable Receipts Plateau for Motion Picture Covered by Subparagraph (3)}}{\text{Accountable Receipts Plateau for Motion Picture Covered by Subparagraph (2)}}$$

Length Covered by
Subparagraph (2)

The accountable receipts plateaus for such types of motion pictures are set forth in Exhibit E-3 attached hereto and have been computed in accordance with the foregoing formula.

(c) Motion Picture's First Exhibition Year

A "motion picture's first exhibition year" is a one (1) year period commencing with the first exhibition of the motion picture on pay television, other than on pay-per-view, on any service.

(d) First Year's Receipts Exemption

The accountable receipts from a service with an exhibition year which is completed during the motion picture's first exhibition year shall be exempt from the payment of the percentage residual, provided that, if the license is for more than one (1) year, a portion of the accountable receipts from the license shall be allocated arithmetically to that portion of the license falling within such exhibition year of the service. If such license should provide for an option and such option is exercised, neither the period covered by the exercise of such option nor the accountable receipts resulting from such exercise shall be included in the foregoing computations. (Exemption of accountable receipts pursuant to this subparagraph is referred to as "the first year's receipts exemption." Accountable receipts from pay-per-view exhibitions are excluded from calculations of accountable receipts under subparagraphs 20-402(d) and (e).)

(e) Exhibition Year Exemption

Any exhibition year of a service which reaches its six (6) month point prior to the motion picture reaching the accountable receipts plateau shall have an amount allocated to such exhibition year which shall be exempt from the payment of the percentage residual. Such amount shall be determined in

the same manner as under subparagraph 20-402(d). To the extent that receipts are exempt under subparagraph (d) above, no additional exemption for such receipts shall be taken under this subparagraph (e).

(f) Accountable Receipts -- Pay Television

The term "accountable receipts," as used in this Paragraph 20-402, means the worldwide total gross receipts derived by the distributor of a covered motion picture (who may be the Employer or a distributor licensed by the Employer) from licensing the right to exhibit the picture (referred to in subparagraphs 20-402(f) and (g) as "such picture") on pay television; provided, however, that in the case of any such picture which is produced outside of the United States, if such picture is subject to this BA and if the production is under an arrangement (herein referred to as a "foreign production deal") pursuant to which a foreign producer or distributor provides or guarantees any of the financing for the production of such picture or furnishes any other consideration for production and a foreign distributor acquires one (1) or more foreign territories for the distribution of such picture in pay television, then no monies from any such distribution in any such foreign territory shall be included in the gross receipts except to the extent such foreign producer or foreign distributor is obligated to account to Employer or the distributor of such picture for such monies, and except for gross receipts received by such foreign distributor from such distribution in the United Kingdom.

If the distributor of such picture does not distribute the picture directly in pay television, but employs a subdistributor to so distribute such picture, then gross receipts shall be the worldwide total gross receipts derived by such subdistributor from licensing the right to exhibit such picture in pay television. In case of an outright sale of the pay television distribution rights, for the entire world, or any territory or country, the income derived by the seller from such sale, but not the income realized by the purchaser or licensee of such rights, shall be the "accountable receipts." If any such outright sale shall include pay television exhibition rights and other

rights, then (but only for the purpose of the computation required hereunder) the Employer shall allocate to the pay television exhibition rights a fair and reasonable portion of the sales price which shall, for the purpose hereof, be the "accountable receipts." In reaching this determination, Employer may consider the current market value of pay television exhibition rights in comparable motion pictures.

If the Guild shall contend that the amount so allocated was not fair and reasonable, such claim may be determined by submission to arbitration as herein provided; and in the event the Arbitrator shall find that such allocation was not reasonable and fair, he or she shall determine the fair and reasonable amount to be allocated. If the outright sale includes pay television distribution rights to more than one (1) motion picture, Employer shall likewise allocate to each such picture a fair and reasonable portion of the sale price of the pay television rights; and if the Guild contends that such allocation is not fair and reasonable, the question may be determined by submission to arbitration as above provided. If the Arbitrator shall find that such allocation was not fair and reasonable, the Arbitrator shall determine the fair and reasonable amount to be so allocated to each such picture. Nothing with respect to the price received on the outright sale of only pay television distribution rights in a single such picture shall be subject to arbitration except that, in the event of a dispute, there may be arbitrated the question of whether the price reported by the Employer to the Guild as having been received by the Employer on such outright sale is less than the amount actually received by the Employer on such outright sale. Accountable receipts shall not include sums required to be paid or withheld as taxes, in the nature of turnover taxes, sales taxes or similar taxes based on the actual receipts of such motion picture or on any monies to be remitted to or by the Employer, but there shall not be excluded from accountable receipts any net income tax, franchise tax or excess profits tax or similar tax payable by the Employer or such Distributor on its net income for the privilege of doing business.

- (g) Employer's obligation shall accrue hereunder only after accountable receipts are received by Employer, but as to foreign receipts such obligation shall accrue only when such receipts can be freely converted to U.S. dollars and are remitted to the United States, and until such time no frozen foreign receipts shall be included in accountable receipts.

Upon the Guild's request, and if permitted by the authorities of a foreign country which has frozen receipts, the Employer will transfer the applicable residual to the Pay TV Fund Administrator, in the currency of such foreign country, provided the recipient will bear any costs involved; and such transfer shall be deemed to be payment of an equivalent number of U.S. dollars at the then current free market rate for blocked funds of that category as determined by the Employer. Concurrently with such transfer, the recipient will pay to the Employer in U.S. dollars the total amount the Employer is required to withhold from such payment under all applicable laws. If the Employer utilizes frozen foreign currencies derived from exhibition of such picture on pay television by conversion thereof to properties that may be freely exported and turned to account, the amount so utilized by the Employer shall be deemed to have been converted to U.S. dollars at the then current free market rate for blocked funds of that category determined as above provided. Frozen foreign receipts from pay television exhibition shall be deemed to be released on a "first-in, first-out basis," unless the authorities of the foreign country involved designate a specific period that would render such basis inapplicable. Such released funds shall be allocated between such picture and other motion pictures distributed by the distributor on pay television in the same ratio that receipts derived from the distribution of such picture on pay television within the foreign country bear to the total receipts derived from the distribution of such picture and all other motion pictures on pay television within the foreign country during the applicable period, unless the authorities of the foreign country involved require another method of allocation, in which case such other method shall be used. Foreign receipts shall be accounted for in U.S. dollars at the rate of exchange at which such receipts are actually converted and remitted, and should

any discounts, taxes, duties or charges be imposed in connection with the receipt or remittance of foreign funds, only so much of such funds as remain thereafter shall be included in accountable receipts. Employer shall not be responsible for loss or diminution of foreign receipts as a result of any matter or thing not reasonably within the control of the Employer. The Guild and the Employees shall be bound by any arrangements made in good faith by the Employer or for its account, with respect to the deposit or remittance of foreign revenue. Frozen foreign receipts shall not be considered trust funds and the Employer may freely commingle the same with other funds of the Employer. No sums received by way of deposits or security need be included in accountable receipts until earned, but when the Employer is paid a non-returnable advance by a distributor, such advance shall be included in the accountable receipts.

- (h) If any license or outright sale of exhibition rights to such picture on pay television includes as a part thereof any filmed commercial or advertising material, the Employer shall be permitted to allocate a reasonable amount (in accordance with then current standard charges in the industry) to such commercial or advertising material, and the amount so allocated shall not be included in the accountable receipts.

Section 20-500 RESIDUAL COMPENSATION FOR PAY TELEVISION EXHIBITION (INCLUDING PAY-PER-VIEW) OF SPORTS AND NON-STAGED EVENT PROGRAMS

Only subscriber residual payments and not percentage residual payments shall be applicable to pay television exhibitions (including pay-per-view) of sports and non-staged event programs.

A non-staged event program is a motion picture of an event which would have occurred whether or not the event was being photographed, provided that the event is not substantially altered for the purpose of such photography.

Paragraph 20-402 shall not be applicable to such program and Paragraph 20-401 shall be applicable with the following exceptions:

- (a) the subscriber residual cut-off in subparagraph 20-401(e)(4) shall not be applicable;
- (b) for sports event programs, the base for determining the subscriber residual shall be \$21,655 (\$22,413 effective July 1, 2009 and \$23,197 effective July 1, 2010) rather than the free television minimum as provided in subparagraph 20-401(d);
- (c) the subscriber window for sports event programs shall be in the same proportion to (but not more than) the subscriber window set forth in subparagraph 20-401(a) as the free television minimum is to \$21,655 (\$22,413 effective July 1, 2009 and \$23,197 effective July 1, 2010) (minimum salaries, which are computed pursuant to Section 20-200, are not affected by this subparagraph (c));
- (d) for pay-per-view exhibitions of sports and non-staged event programs, subparagraphs 20-401(b) ("The Exempt Run"), 20-401(c) ("Pay-Per-View Exhibition") and 20-401(g) ("One Year's Unlimited Exhibitions") shall not be applicable. A pay-per-view subscriber shall be counted each time the subscriber pays to view the program. If a pay-per-view subscriber who pays for the program once is thereby given the right to view the program more than once, or at any one of several alternate times, the subscriber is counted only once.

**Section 20-600 RESIDUAL COMPENSATION FOR PAY-PER-VIEW
EXHIBITION OTHER THAN SPORTS AND
NON-STAGED EVENT PROGRAMS**

Only the percentage residual payments and not the subscriber residual payments are applicable to pay-per-view exhibition of other than sports and non-staged event programs. The percentage residual shall be payable on "accountable receipts," as described in subparagraph 20-402(a), from pay-per-view licensing received after the accountable receipts plateau has been reached.

In determining whether such accountable receipts plateau has been reached, only accountable receipts from pay-per-view licensing shall be included. That the pay-per-view receipts reach the accountable receipts plateau does not affect residual payments for non-pay-per-view exhibitions; that the non-pay-per-view receipts reach the accountable receipts plateau does not affect residual payments for pay-per-view exhibitions.

**Section 20-700 RESIDUAL COMPENSATION FOR VIDEODISCS/
VIDEOCASSETTES**

- (a) For sales and for the licensing of rentals in the videodisc/videocassette market, the Employer shall pay two percent (2%) of the fee or other payment actually received by the Employer as producer from the "net unit sales" as defined below in excess of one hundred thousand (100,000) units in the aggregate; except that if a covered motion picture is exhibited on pay television other than pay-per-view prior to being released for sale or rental in the videodisc/videocassette market, the Employer shall commence paying two percent (2%) of such fees or payments from net unit sales either when the accountable receipts from such television exhibitions and the receipts received by the Employer as producer from videodiscs/videocassettes combined exceed the accountable receipts plateau or when net unit sales exceed one hundred thousand (100,000) units, whichever occurs earlier.
- (b) The term "disc," as used in this Section, shall refer to both videodiscs and videocassettes. The term "unit" shall refer to the disc or aggregate discs in each package released by the Employer for sale or rental. "Net Unit Sales" shall mean sales of units which are released by the Employer or its distributor for sale and are not returned, or are released by the Employer or its distributor for rental purposes.
- (c) It is recognized that some companies hereunder may act both as producers and as distributors of disc units in covered sales and/or rentals. In such a case, the payment set forth above shall be based on either (1) the fee or other payment received by the subsidiary, division or other department of the Employer which serves as the production branch, as distinguished from the subsidiary, division or other department of the Employer which serves as the distribution branch, or (2) when no separate subsidiary, division, or other department serves as the production branch, a reasonable allocation

of the gross receipts of the Employer from covered sales and/or rentals attributable solely to fees or other payments which would be made to a production subsidiary, division or other department of the Employer if one existed, or would be made to an outside producer. The reasonableness of such allocation in (2) above, or of the fee or other payment received by the production subsidiary, division, or other department in (1) above, shall be determined by its license fee payments to outside producers for comparable disc units, or in the absence of such practice, by generally prevailing trade practice in the videodisc industry.

Section 20-800 RESIDUAL COMPENSATION FOR EXHIBITION OF COVERED MOTION PICTURES IN OTHER MARKETS

This Section provides for the residual payments which are due for the exhibition of covered motion pictures in markets other than the pay television and/or videodisc/videocassette market.

20-801 Free Television Exhibition of Covered Motion Pictures

- (a) If a covered motion picture (other than a "high budget pay television motion picture") is broadcast on free television, the Employer shall pay compensation as and when required pursuant to Article 11 of this BA and shall send to the Guild reports of such exhibitions as and when required by Article 11. For purposes of the payments required under this subparagraph (a), the first domestic telecast of a covered motion picture on free television shall be deemed the second run. Employer shall be entitled to a discount of payments required under this subparagraph (a) of twenty percent (20%) until the accountable receipts plateau is reached.
- (b) If a "high budget pay television motion picture" is broadcast on free television, Employer shall make payments in an amount computed in accordance with Article 18 of the BA as though the "high budget pay television motion picture" were a free television motion picture distributed in "supplemental markets." No amount of the one and two-tenths percent (1.2%) of accountable receipts shall be paid to the Pension Plan.

20-802 Basic Cable Exhibition of Covered Motion Pictures

If a covered motion picture is licensed for exhibition on domestic basic cable (other than as part of domestic free television licensing), the Employer shall pay two percent (2%) of accountable receipts derived from such exhibition computed in accordance with Article 18. Exhibitions of a covered motion picture on foreign basic cable are considered free television.

20-803 Theatrical Exhibition of Covered Motion Pictures

Paragraph 11-201 of this BA shall be applicable to covered motion pictures. If a covered motion picture is exhibited theatrically, payment therefor shall be due and payable on the date the Employer releases the motion picture for such exhibition.

20-804 Supplemental Market Exhibition of Covered Motion Pictures

If a covered motion picture is licensed for exhibition in other supplemental markets (such as "in-flight"), Employer shall make payments in an amount computed in accordance with Article 18. No amount thereof shall be paid to the Pension Plan.

20-805 Other Exhibition of Covered Motion Pictures

Paragraph 11-208 of this BA shall be applicable to covered motion pictures exhibited other than on television or in supplemental markets.

Section 20-900 MISCELLANEOUS PROVISIONS

20-901 License Covering More than One Motion Picture

If a license agreement includes the right to exhibit more than one (1) motion picture in the pay television and/or videodisc/videocassette market, the Employer shall allocate a fair and reasonable portion of the fees from such license agreement to each covered motion picture. If the Guild contends that such allocation was not fair and reasonable, such claim may be determined by submission to arbitration. In the

event that the Arbitrator shall find that such allocation was not reasonable and fair, the Arbitrator shall determine the amount to be so allocated.

20-902 License Covering More than One Market

If a license agreement includes the right to exhibit a covered motion picture in more than one (1) market, the Employer shall allocate a fair and reasonable portion of the fees from such license to each such market. For this purpose, videodiscs/videocassettes, pay-per-view and non-pay-per-view are treated as separate markets. If the Guild contends that such allocation was not fair and reasonable, such claim may be determined by submission to arbitration. In the event that the Arbitrator shall find that such allocation was not reasonable and fair, the Arbitrator shall determine the amount to be so allocated.

20-903 Reports

Within thirty (30) days following any calendar quarter in which residual compensation or adjustments of initial compensation become due and payable under this Article 20, the Employer shall furnish or cause to be furnished to the Guild a written report showing the amount of compensation which became due and how such amount was determined.

Concurrently with the furnishing of each such report, the Employer will make the payments shown to be due by such report. All payments shall be sent to the Pay TV Fund Administrator and compliance herewith shall fully discharge Employer's obligations to make any such payments. No such payment need be made for any motion picture until the amount due for the respective covered motion picture has accumulated to an amount equal to or more than one hundred dollars (\$100.00). An inadvertent failure to comply with the reporting provisions of this Paragraph shall not constitute a default by the Employer hereunder, provided such failure is cured promptly after notice thereof from the Guild is received by the Employer.

20-904 Availability of Records

The Guild shall have a continuous and continuing right to audit, to inspect, and to photocopy records maintained by the Employer relating to the motion picture which the Guild deems necessary to inspect and photocopy for the purpose of assuring compliance with the provisions hereof. If the Guild requests that it be sent an extract of the financial terms of the license of the motion picture, and if such information is not extensive in nature, the Employer will forward such information extract without making it necessary for the Guild to send a representative to the offices of the Employer. In general, the Employer will cooperate in furnishing such information to the Guild by mail or telephone, when doing so is not unreasonable or burdensome.

The Employer shall keep or have access: (a) to complete records showing all pay television services to which a covered motion picture has been licensed and the dates of exhibition by such services insofar as such dates are pertinent to determining payments under this Article 20, and (b) to records reflecting all pertinent receipts. If a covered motion picture is released in free television, the Employer shall keep or have access: (a) to complete records showing all cities in the United States and Canada in which the motion picture has been telecast on free television and the number of such telecasts in each such city, the television stations on which such telecast occurred, and the dates thereof; and (b) to records reflecting all pertinent gross sums collected from free television exhibition outside of the United States and Canada. The Employer shall keep or have access to complete records showing the release or sale of covered motion pictures for theatrical use.

20-905 Future Negotiations

With respect to production by the Employer of the types of motion pictures covered only by this Paragraph 20-905, as provided in Paragraph 20-101, *i.e.*, industrial and religious motion pictures, commercials, advertising shorts and trailers, educational, informational and instructional motion pictures, and documentaries, (herein referred to as a "Program" or "Programs") the following provisions shall apply:

- (a) With respect to hiring after July 1, 2008, and pending agreement on other conditions pursuant to subparagraph (b) below, the employment of any person to perform duties (which if performed by that person for free television would be covered by the BA) for a Program produced within the metropolitan areas of Los Angeles or New York, or any such person hired within such areas and sent therefrom to another location to perform such duties on a Program, shall be subject only to the Guild Shop provisions of this BA. The Guild agrees to make appropriate accommodations in its initiation fees in recognition of the economics of such programming. Employer shall give the Guild notice at least ten (10) days prior to commencement of production of any Program to be produced within the metropolitan areas of New York or Los Angeles or of any Program for which a person(s) is hired within the metropolitan areas of New York or Los Angeles and is sent to another location to perform duties which, if performed by that person for free television, would be covered by the BA.
- (b) (1) Not earlier than sixty (60) days after July 1, 2008, either the Guild or Employer may notify the other that it wishes to bargain concerning rates and other conditions of employment to be applicable to Programs. The parties agree to commence such negotiations within thirty (30) days of receipt of such notice.
- (2) Any agreement reached pursuant to subparagraph (a) above shall not be retroactive and, except with respect to initial compensation, shall not modify the terms of employment under individual contracts then existing.
- (3) If no agreement is reached within sixty (60) days after bargaining has commenced, the Guild may, upon written notice to Employer, instruct its members to refuse to render services with respect to Programs. In such event, subparagraph (a) hereof shall no longer be applicable.

20-906 Charge for Late Payment

If Employer fails to pay initial compensation required under Article 20 when due, interest at the rate of ten percent (10%) per annum shall accrue for a thirty (30) day period after payment is due. Thereafter, if the Guild provides written notice of delinquency and Employer fails to remit payment, interest at the rate of eighteen percent (18%) per annum shall accrue until payment is made. If written notice is not given, no further late payment charges shall accrue.

If the Employer has failed to make such payment because the executed contract was not delivered by the Employee to the Employer, or because of a *bona fide* dispute as to the amount due, then no such interest is due. If the contract is not so delivered by the Employee because of a dispute as to the terms of the contract and the Employer shall be held to be wrong, or if the *bona fide* dispute is resolved in favor of the Employee, the foregoing interest payments shall be applicable.

If Employer fails to make any other payment required by Article 20 when due, interest shall accrue at the rate of one percent (1%) per month from the date payment is due.

20-907 Second Unit, Etc.

The residual provisions of this Article 20 are not applicable to (a) "bridging" or (b) shooting of added scenes for theatrical films for television release or for motion pictures covered by this Article 20 for free television release or (c) to second units, for which there are no residual payments.

20-908 No Waiver of Minimum Terms

No Employee may agree to compensation below the minimums set forth in this Article 20 or agree to postpone any compensation due him or her to a period beyond the applicable time provided in this BA; however, nothing herein shall preclude the Employee from bargaining for better terms.

It is understood that the residual compensation required to be paid under this Article 20 constitutes an addition to the salaries provided under Section 20-200 herein.

20-909 Excerpts From a Pay Television Program

(a) If an excerpt from a pay television motion picture is used on television or videodiscs/videocassettes, and such use falls within Paragraph 11-209 or the exceptions in subparagraphs 11-207(a), (b), (c) or (d), the Employer shall pay the amount, if any, provided in such applicable provision. If use of the excerpt does not fall within such provisions or if such excerpts are otherwise within subparagraphs 11-207(a), (b), (c) or (d) but the aggregate running time of such excerpts from a single program exceeds the maximum applicable footage lengths, the Employer shall pay the following:

- (1) Ten (10) seconds or less of excerpts from the program -- \$371 (\$390 effective July 1, 2010); or
- (2) Over ten (10) seconds but not more than two (2) minutes of such excerpts -- \$1,110 (\$1,166 effective July 1, 2010); or
- (3) Over two (2) minutes of such excerpts -- \$1,110 (\$1,166 effective July 1, 2010) for the first two (2) minutes and \$185 (\$194 effective July 1, 2010) for each minute or fraction thereof in excess of two (2) minutes.

Notwithstanding the foregoing, the Employer may use up to ten (10) minutes of excerpts from a motion picture made for home video for promotional purposes without payment of excerpt fee(s) during the time period prior to the release of the motion picture in the home video market and within sixty (60) days thereafter.

(b) The provisions of this Paragraph 20-909 apply to the use after July 1, 2008 of an excerpt from any motion picture, produced at any time mainly for the pay television and/or the videodisc/videocassette market.

- (c) The actual production company which produces the program or motion picture containing the excerpt requiring payment is obligated to make the payment required under this Paragraph, provided the company is signatory to this BA. Employer shall otherwise remain liable for the payment due.
- (d) If two (2) or more Directors are entitled to share any payment provided in this Paragraph, the Guild shall determine the allocation among the Directors.
- (e) If an excerpt is used in a local program and the program is broadcast in no more than one market, the payment for such use shall be fifty percent (50%) of the amount provided in this Paragraph 20-909. If the program is broadcast later in another market, the Director shall be paid the remaining fifty percent (50%).
- (f) Notwithstanding the foregoing, no excerpt fee shall be payable to the Director of the program in which the excerpt is used if:
 - (1) the program is part of a series order of no fewer than thirteen (13) episodes and the Director has directed, or has a commitment to direct, ninety percent (90%) or more of the series order;
 - (2) the program is an episode of a show such as "*Letterman*" or "*Oprah*," and the Director has been continuously employed on the show for at least one (1) year before production of the episode; or
 - (3) the Director is either a credited Executive Producer or Producer of the program and the credited Director of the program from which the excerpt is derived.

Section 20-1000 EMPLOYER'S ACQUISITION OF TITLE

If a signatory Employer is not the actual producer of a covered motion picture which was produced by a Guild signatory, but acquires title thereto by purchase, assignment, transfer, voluntary or involuntary, or by foreclosure of a chattel mortgage or security agreement or at pledgee's sale, such signatory Employer shall be obligated to make the payments of residual compensation and adjustments of minimum compensation required under this Article 20 when such motion picture is exploited in a manner referred to in this Article 20 by or for the account of such signatory Employer.

Section 20-1100 APPLICATION OF "FREE TELEVISION" PROVISIONS

20-1101 Prepayment of residuals is allowed only to the extent expressly permitted in the following paragraph.

An Employer may negotiate with the Director of a two hour or longer motion picture for the right to prepay residuals due under Article 20 of this BA only by crediting or offsetting against overscale initial compensation exceeding the greater of two hundred twenty-five thousand dollars (\$225,000), or five thousand dollars (\$5,000) for all guaranteed days (plus additional days worked), provided that: (i) only five-sixths of any residual payment may be prepaid; (ii) the one-sixth not prepaid shall be paid to the Pay-TV Fund Administrator when required by Article 20; and (iii) the check for the prepaid residuals shall be made payable to the Director (or the Director's loanout company), not combined with any other payment and sent to the Director in care of the Guild. The overscale compensation threshold amounts set forth herein shall increase each year in the same manner and amount as the increase in salary rates for directors of network prime time programs.

No prepayment of residuals will be permitted unless set forth in the "deal memorandum" in the specific amounts which are to be prepaid.

20-1102 Not earlier than January 1, 2010, either the AMPTP or the Guild may terminate application of the provisions of Section 8-300 (excluding those relating to screen credits) to covered motion pictures, provided the AMPTP or the Guild sends the other sixty (60) days written notice

of its intention to terminate such provisions and provided representatives of the AMPTP and the Guild meet within sixty (60) days to negotiate in good faith provisions in substitution of those being terminated.

- 20-1103** As the terms are used in Article 10, "Network Prime Time Show" or "Network Prime Time program" means "motion picture of a type generally produced for network prime time television;" "Non-Network or Network Non-Prime Time Show" means a "motion picture of a type not generally produced for network prime time." The three unnumbered paragraphs on page 113 preceding the asterisk are not applicable to covered motion pictures. Paragraphs 3-108 and 10-103 do not apply to covered motion pictures. The provisions of Articles 10 and 11 are not applicable to covered motion pictures to the extent they apply to trailers, promos or government, industrial or educational motion pictures.
- 20-1104** The only provisions of Article 11 applicable to covered motion pictures are Paragraphs 11-202, 11-203, 11-209, 11-210, 11-302, 11-303 and 11-304. (Paragraphs 11-201 and 11-208 are not listed in this Paragraph since they are included in Section 20-800.)
- 20-1105** Article 18 is not applicable to covered motion pictures except to the extent and in the manner specifically provided elsewhere in this Article 20.
- 20-1106** Article 19 is not applicable to covered motion pictures.