

EXHIBIT "C-5"

**UNIT PRODUCTION MANAGER, ASSISTANT DIRECTOR,
ASSOCIATE DIRECTOR –
TERM DEAL MEMORANDUM**

This confirms our agreement to employ you on the project described as follows:

AD/UPM INFORMATION

Name: _____ SSN#: _____

Loan-out: _____ FID #: _____

Address: _____ Tel.#: _____

Category: ☐ Unit Production Manager ☐ Second Second Assistant Director

☐ First Assistant Director ☐ Additional Second Assistant Director

☐ Key Second Assistant Director ☐ Associate Director

Salary (U.S.): \$_____ and shall be prorated thereafter at the rate
of \$_____ ☐ per Week ☐ per 3 Days ☐ per Day

Start Date (on or about):_____Guaranteed Period:_____Weeks

PROJECT INFORMATION

Series or Project Title: _____

Episode/Segment Title: _____ Episode ID#: _____

Type of Production: ☐ Feature ☐ Multi-Camera Prime Time Dramatic
☐ Other Television

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If this is a multi-camera prime time dramatic series, were any episodes produced prior to February 10, 2002? ☐ Yes ☐ No

Budget for Basic Cable Dramatic Programming (check one):

30 minutes:	$G < \$476,749$	$G \geq \$476,749$ and $\leq \$665,231$	$G > \$665,231$
31-60 minutes:	$G < \$893,904$	$G \geq \$893,904$ and $\leq \$1,219,590$	$G > \$1,219,590$
61-120 minutes:	$G < \$2,383,744$	$G \geq \$2,383,744$ and $\leq \$3,880,513$	$G > \$3,880,513$

Location: ☐ Studio ☐ Distant Location: _____ ☐ Both: _____

Other Conditions: _____

This employment agreement shall be subject to termination in the event of any incapacity or default of the Employee or in the case of any suspension or postponement of production by reason of strikes, acts of God, governmental action, regulations, or decrees, or for any other customary "force majeure" reason.

This employment is subject to the provisions of the Directors Guild of America, Inc., Basic Agreement.

Accepted and Agreed: Signatory Co. (print): _____

Employee: _____ By: _____

Date: _____ Date: _____

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