

SIDELETTER NO. 5

Mr. J. Nicholas Counter III
Alliance of Motion Picture &
Television Producers, Inc.
14144 Ventura Boulevard, Third Floor
Sherman Oaks, California 91423

Dear Mr. Counter:

The Pay Television and Videodisc/Videocassette Payments Fund Agreement has been agreed upon, except (i) subparagraph 3(d) of Exhibit E-1 shall be deleted unless the Administrator is a financial institution satisfactory to the AMPTP and (ii) Exhibit E-1(B) has not been resolved. As to Exhibit E-1(B), the AMPTP and the Guild shall continue to negotiate in good faith.

Sincerely,

Glenn J. Gumpel
National Executive Director

Agreed:

J. Nicholas Counter III