

SIDELETTER NO. 4

As of July 1, 2002

Mr. J. Nicholas Counter III
Alliance of Motion Picture & Television Producers, Inc.
15503 Ventura Boulevard
Encino, California 91436

Dear Mr. Counter:

This letter confirms our agreement concerning subparagraph 2-304(d).

If any Arbitrator on the list of Arbitrators in subparagraph 2-304(a) represents a party in the arbitration or a person whose interests will be directly affected by the outcome of the arbitration or is otherwise disqualified or unavailable, such Arbitrator's name shall be deemed absent from the list of Arbitrators for the purpose of the claimant(s) or respondent(s) exercising a peremptory challenge.

Nothing herein shall be deemed to preclude the parties from waiving an Arbitrator's conflict of interest, subject to such Arbitrator's consent.

Sincerely,

Jay D. Roth
National Executive Director

ACCEPTED AND AGREED:

J. Nicholas Counter III