SIDELETTER NO. 31

As of July 1, 2008

Ms. Carol A. Lombardini Alliance of Motion Picture and Television Producers, Inc. 15301 Ventura Boulevard, Building E Sherman Oaks, California 91403-5885

Re: <u>Geographic Scope Committee</u>

Dear Ms. Lombardini:

During the negotiations for the 2008 Basic Agreement and FLTTA, the DGA discussed its concerns regarding the geographic scope of the Basic Agreement. Following negotiations, the parties will establish a Geographic Scope Committee for the purpose of discussing issues related to work performed by non-U.S. resident Directors outside the United States and Canada on theatrical motion pictures and long-form television programs.

Sincerely,

Jay D. Roth National Executive Director

ACCEPTED AND AGREED:

Carol A. Lombardini