

EXHIBIT "B-1"

Instructions to Pay TV Fund Administrator

Notwithstanding anything to the contrary in other provisions of the Directors Guild of America Basic Agreement of 2011 ("BA") and the Directors Guild of America Freelance Live and Tape Television Agreement of 2011 ("FLTТА"), the percentage interest of a particular Employee (or, if applicable, an Employee's loan-out company) with respect to a particular Fund Payment and the amount of Employment Taxes and Premiums and P, H & W Contributions, or other amounts to be withheld and paid over by the Administrator shall be determined according to these instructions.

1. The percentage interests of an Employee shall be determined as follows:

(i) Under the BA, the percentage interest of the Director(s) of a "covered motion picture" shall be 83.3%; the percentage interest of the Unit Production Manager(s) shall be 6.5%; the percentage interest of the First Assistant Director(s) shall be 6.2%; and the percentage interest of the Key Second Assistant Director(s) shall be 4.0%.

(ii) Under the FLTТА, the percentage interest of the Director(s) of a "covered program" shall be 83.3%; the percentage interest of the Associate Director(s) shall be 8.35%; and the percentage interest of the Stage Manager(s) shall be 8.35%.

(iii) If more than one Employee in one of the categories mentioned above renders services, subject to the BA or FLTТА, in connection with a "covered motion picture" or "covered program," the allocation of each such Employee's respective portion of the share for such category shall be determined by the Guild, and the Employees shall be bound by such determination.

(iv) If no Employee in a category mentioned above (excluding Director) performed services in connection with a "covered motion picture" or "covered program," the share for such category shall be allocated to the Director(s) thereof. Notwithstanding the foregoing, if no Employee in a category mentioned above (other than the Director) has been assigned to a ninety (90) minutes or longer "covered motion picture" or "covered program," the share for

such category shall be paid to the Directors Guild of America-Producer Health Plan.

2. For purposes of determining the amounts of: (i) Employment Taxes and Premiums and P, H & W Contributions to be paid by the Administrator on behalf of a particular Employer with respect to an individual Employee, or (ii) the amounts to be withheld from such Employee's share and paid over to any entitled governmental agency or other person, such Employee shall be deemed to have received compensation from such Employer in an amount determined by the formula $A \times B \times C \div D$ where:

A = The amount of the Fund Payment paid into the Fund during the Accounting Period with respect to the "covered motion picture" or "covered program" for which the computation is being made.

B = The Employees' percentage interest (expressed as a decimal) in the Fund Payment with respect to which the computation is being made, such percentage interest to be as determined pursuant to paragraph 1. above.

C = The total amount of the Employees' Share of the Fund available for distribution to all Employees as of the date with respect to which the determination is being made.

D = The total amount of all Fund Payments paid into the Fund during the Accounting Period.

Accounting Period shall mean the period commencing with the date which is one (1) day after the date with respect to which the last previous determination was made and ending on the date with respect to which the determination is being made.

3. If an Employer has prepaid all or any part of the Director's 83.3% share of the residuals, as permitted by Article 29, Section C., Paragraph 3., the share of the residuals due the Associate Director(s) and Stage Manager(s) shall nonetheless be paid to them, subject to subparagraph 1.(iii) and (iv) above, pursuant to the instructions herein.