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# (last 4 digits):_____

Loan-out:_____ FID #:_____

Address:_____ Tel.#:_____

Category:
☐ Unit Production Manager   ☐ Additional Second Assistant Director
☐ First Assistant Director   ☐ 2nd Second Assistant Director -
                                  Location Manager (NY/Chicago only)
☐ Key Second Assistant Director   ☐ Associate Director (line cut)
☐ 2nd Second Assistant Director   ☐ Associate Director (no line cut)

Start Date (on or about):_____ Guaranteed Period:_____ Weeks

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

Other Conditions:_____
_____

PROJECT INFORMATION

Series or Project Title:_____

Episode #:_____   Episode/Segment Title:_____

Type of Production: ☐ Feature   ☐ Multi-Camera Prime Time Dramatic
                           ☐ Other Television
                           ☐ High Budget SVOD Program (as defined in Sideletter No.
                           35 of the BA)

If High Budget SVOD Program, please also indicate:
    Name of platform for which program is made:_____

    Length of High Budget SVOD Program:
    ☐ 20-35 min   ☐ 36-65 min   ☐ 66-95 min   ☐ 96 min or more

Location (choose one or both):
    ☐ Studio ☐ Distant Location (City/State or Country):_____

Budget for Basic Cable Dramatic Programming (check one):

30 minutes:	☐ < $550,000	☐ ≥ $550,000 and ≤ $875,000 (≤$892,500 effective July 1, 2018; ≤ $910,350 effective July 1, 2019)	☐ > $875,000 (>$892,500 effective July 1, 2018; >$910,350 effective July 1, 2019)
31-60 minutes:	☐ < $1,200,000	☐ ≥ $1,200,000 and ≤ $1,493,500	☐ >$1,493,500
61-120 minutes:	☐ < $2,750,000	☐ ≥ $2,750,000 and ≤ $4,635,000	☐ >$4,635,000

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.

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

Accepted and Agreed:

Signatory Employer (Company Name):_____
                                                   (print)

Signatory Employer Representative Signature:_____

Date:_____

Employee Signature:_____   Date:_____