

SIDELETTER NO. 3

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

Dear Mr. Counter:

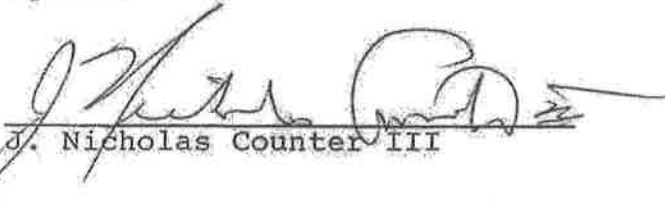
Reference is made to the Directors Guild of America, Inc.
Basic Agreement of 1990 (BA).

This will confirm our agreement that the term "New York area"
is used in Article 14 of the BA without reference to definitions
of the term in the DGA Basic Agreement of 1973, Basic Agreement
of 1978, Commercial Agreement of 1979, or side letters thereto.

Sincerely,


Glenn J. Gumpel
National Executive Director

Agreed:


J. Nicholas Counter III