

**DIRECTORS GUILD OF AMERICA, INC.  
FREELANCE LIVE AND TAPE TELEVISION AGREEMENT OF 2005**

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**AGREEMENT** entered into as of this first day of July, 2005 by and between the **DIRECTORS GUILD OF AMERICA, INC.**, a corporation duly organized under the laws of the State of California, having its National Office at 7920 Sunset Boulevard, Hollywood, California 90046 (hereafter referred to as the "Guild") and

12:05 AM Productions, LLC  
70 Productions, Inc.

Allenford Productions, Inc.  
Albermarle Productions, Inc  
Alpine Productions, Inc.  
Arlington Productions, Inc.  
Ashland Productions, Inc.  
The Avnet/Kerner Company  
Avoca Productions, Inc.

Belleville Productions, Inc.  
Big Snake, Inc.  
Big Ticket Pictures Inc.  
Big Ticket Productions Inc.  
BOT Productions, Inc.  
Bruce Nash Entertainment Inc.

Califon Productions, Inc.  
Canterbury Productions, Inc.  
CBS Studios Inc.  
Colony Way Productions, Inc.  
Columbia Pictures Industries, Inc.  
Corsica Productions, Inc.  
CPT Holdings, Inc.

de Passe Entertainment, Inc.  
dick clark film group, inc.  
dick clark productions, inc.  
Direct Court Productions, Inc.  
Doing It Productions, Inc.  
Don Mischer Productions, Inc.  
DreamWorks Dramatic Television LLC

DreamWorks SKG Television LLC  
DreamWorks Television LLC

Earlham Productions, Inc.  
Elizabeth Street Productions, Inc.  
ELP Communications  
Entrada Productions, Inc.  
E.O.B. Productions, Inc.  
Eye Productions Inc.

Floresta Productions, Inc.  
Fox Center Productions, Inc.  
Fox Daytime Prod., Inc.  
Fox Nitetime Prod., Inc.  
Fox Square Productions, Inc.  
Fox Television Studios, Inc.

George Schlatter Productions  
Get A Life Productions, Inc.  
Glenhill Productions, Inc.  
Granada US Productions  
Grand Slam Productions, Inc.  
Grass Skirt Productions, LLC

Halberd Productions, Inc.  
High Productions, Inc.  
Hillard Productions, Inc.  
Hollyvista Productions, Inc.  
Hudson Productions, Inc.

Invader Productions, Inc.

January Enterprises, Inc.  
Jeff Margolis Productions, Inc.  
The Jon Avnet Co. II

Kelley Productions, Inc. dba David E. Kelley Productions  
Ken Ehrlich Productions, Inc.  
Kevin Hill Productions, Inc.

La Mesa Productions, Inc.  
Lafitte Productions, Inc.  
Llamame Loco Producciones, Inc.

Madison Productions, Inc.  
McFarlane Productions, Inc.  
MFV Productions LLC  
MGM Television Entertainment Inc.  
Monet Lane Prod., Inc.  
Montrose Productions, Inc.

National Studios, Inc.  
New Liberty Productions, Inc.  
New Regency Productions, Inc.

October Holdings, Inc.  
Osage Productions, Inc.

Paramount Pictures Corporation  
Paul Brownstein Productions, Inc.  
Pet II Productions, Inc.  
Phoenix Pictures Development Corp.

Quadra Productions, Inc.

Ralph Edwards Productions  
Readcrest Productions, Inc.  
Remote Broadcasting, Inc.  
Rickmill Productions, Inc.  
River Tower Productions, Inc.  
Rosecrans Productions, Inc.

San Vicente Productions, Inc.  
Seneca Productions, Inc.  
South Swell, Inc.  
Spelling Television Inc.

Tenth Planet Productions, Inc.  
Texas West, Inc.  
Toluca Holdings, Inc.  
Topanga Productions, Inc.  
Touchstone Television Productions, LLC  
Trackdown Productions, Inc.  
TriStar Pictures, Inc.  
TriStar Television, Inc.  
Turner Films, Inc.  
Twentieth Century Fox Film Corporation

Ultra-VI Productions, Inc.  
Universal City Studios LLLP  
Universal Network Television LLC  
Universal Studios Network Programming  
USI Network Development LLC

Valleycrest Productions, Inc.  
Vasanta Productions, Inc.  
Viacom Productions Inc.  
Victor Television Productions, Inc.

WAD Productions, Inc.  
Walt Disney Pictures & Television  
Warner Bros. Pictures Inc.  
Warner Bros. Television Production Inc.  
West Reef, Inc.  
Westholme Productions, Inc.  
Wilshire/Hauser Company  
WIP Productions, Inc.  
Woodridge Productions, Inc.  
Wooster Productions, Inc.  
WS4 Productions, Inc.

each hereinafter referred to as the "Company" or the "Employer" and collectively referred to as "Companies" or "Employers," and all of which constitute a single multi-employer bargaining unit.

**W I T N E S S E T H :**

In consideration of the mutual agreements herein contained, the parties hereto agree as follows: