

Exhibit "D"

DGA INDUSTRIAL SUPPLEMENT
TO THE NATIONAL COMMERCIAL AGREEMENT OF 2005

This supplement is for the production of motion pictures as defined in 7-111-B of the National Commercial Agreement of 2005.

Except as modified herein, Signatories to this supplement shall be bound by each and every provision of the DGA National Commercial Agreement of 2005 except that they shall be exempt from Article 5-103(A) ii, iii, and iv of that Agreement.

7-111-B-i Non-Theatrical Industrial and Religious Motion Pictures

A. The direction of all plotted and/or scripted, staged or dramatic situations, sound or silent, but not intended for theatrical or TV release, and known in the industry as industrial, sales or any other sponsored motion picture shall herein be referred to as "Non-Theatrical Production".

B. The minimum salary scales for Directors are as follows:

a. Weekly:

Nov. 1, 2005	\$3737.40
Nov. 1, 2006	\$3924.27
Nov. 1, 2007	\$4120.49
Nov. 1, 2008	\$4326.51

b. Daily:
(25% of weekly rate)

Nov. 1, 2005	\$ 934.35
Nov. 1, 2006	\$ 981.07
Nov. 1, 2007	\$1030.12
Nov. 1, 2008	\$1081.63

c. Term Contract - 26 Week Guaranteed
(90% of weekly rate)

Nov. 1, 2005	\$3363.66
Nov. 1, 2006	\$3531.84
Nov. 1, 2007	\$3708.44
Nov. 1, 2008	\$3893.86

d. Term Director - 52 Weeks Guaranteed
(90% of 26 Week Guarantee)

Nov. 1, 2005	\$3027.29
Nov. 1, 2006	\$3178.66
Nov. 1, 2007	\$3337.60
Nov. 1, 2008	\$3504.47

e. It is understood that there will be unlimited "on camera" days in (d.) above, however, in the event such Term Director directs a commercial, he shall be compensated for each day worked in preparation, shooting, and completion at the daily freelance rate, in addition to his regular weekly salary.

f. The above scales are applicable for primary uses only: i.e., for use known in the industry as industrial, sales, or other sponsored motion pictures. If the motion picture is ever used for theatrical release and the Producer receives compensation therefore, the Producer will pay or guarantee that the purchaser of the motion picture will pay the Director additional compensation based on the DGA Basic Agreement. If the motion picture is ever used for TV release and either the Producer, the purchaser (client), the distributor for exhibitor thereof gives or receives compensation in connection with the exposure of the motion picture (exclusive of normal service charges), the Producer will pay or guarantee that the purchaser of the motion picture (the Producer's client) will pay the Director additional compensation as set forth in the DGA Basic Agreement of 2005 for a production of the type described in 7-111-A-ii for said picture and shall also pay a guarantee that the purchaser of the motion picture (the Producer's client) will pay the Director additional compensation for each such reuse thereof in accordance with the schedule in the applicable provision of the rerun payment as provided in the "DGA BASIC AGREEMENT OF 2005 as amended," the first broadcast of said motion picture in any city in the United States and Canada, it shall be in its third run, and so forth seriatim for the purposes of the rerun fees applicable under the said applicable provisions.

C. Screen Credit shall be given to the Director immediately next to the body of the show with sufficient exposure time and on an unencumbered frame whenever screen credit is given to anyone other than the Sponsoring Company or the Production Company.

D. AD/UPM Salary Scales

The minimum salary scales for Unit Production Managers (UPM) and First Assistant (1AD) and Second Assistant (2AD) Directors shall be as follows:

Effective:	Nov. 1, 2005	Nov. 1, 2006	Nov. 1, 2007	Nov. 1, 2008
UPM Weekly	\$2158.31	\$2158.31	\$2158.31	\$2158.31
UPM Daily	\$ 539.90	\$ 539.90	\$ 539.90	\$ 539.90
1AD Weekly	\$2152.89	\$2217.48	\$2284.00	\$2352.52
1AD Daily	\$ 538.22	\$ 554.37	\$ 571.00	\$ 588.13
2AD Weekly	\$1056.59	\$1088.29	\$1120.94	\$1154.57
2AD Daily	\$ 264.15	\$ 272.07	\$ 280.24	\$ 288.64

7-111-B-ii Government, Non-Scripted, Documentary and Classroom Production

A. The above category shall include:

a. The directions of material which requires no staging of scripted and/or plotted situations, but recording existing actions or processes which are normally in progress, known in the motion picture industry as “nuts and bolts”.

b. Any motion picture which is produced for any government agency or any branch of the Armed Services.

c. Any production of a non-theatrical nature for use in schools and not intended for TV or theatrical release and does not carry any trademark, logo or sponsor’s message or identification whatsoever.

B. The minimum salary scales for Directors are as follows:

a. Weekly:

Nov. 1, 2005	\$3364.08
Nov. 1, 2006	\$3532.28
Nov. 1, 2007	\$3708.89
Nov. 1, 2008	\$3894.33

Daily employment rate shall be 1/4 of the Weekly.

b. Term Contract - 26 Weeks Guaranteed

Nov. 1, 2005	\$3027.76
Nov. 1, 2006	\$3179.05
Nov. 1, 2007	\$3338.00
Nov. 1, 2008	\$3504.90

- c. Excluding Government motion pictures, this fee is applicable to the primary use only. Such motion picture may not be used either for theatrical or TV release, unless the terms and conditions provided in Non-Theatrical Industrial and Religious Motion Pictures above for theatrical or TV release of Non-Theatrical Industrial and Religious Motion Pictures motion pictures are satisfied with respect to such Government, Non-Scripted, Documentary and Classroom Production motion pictures.

C. Screen Credits - In order to advance the interests of the Producers, the bargaining unit and the Motion Picture Industry, the parties mutually agree to use their best efforts to accomplish the following objectives:

- a. Except as otherwise provided in this paragraph C., screen credit shall be given to the Director, immediately next to the body of the show, with sufficient exposure time and on an unencumbered frame, except on television commercials. The parties shall also mutually confer on a program for publicity and advertising designed to enhance the prestige of the Director and to accord him appropriate recognition of his work.

- b. In the instances where the entertainment motion pictures are produced, the DGA Basic Agreement of 2005 will be observed with respect to screen credit for Directors, Unit Production Managers and First Assistant Directors.

- c. Screen credits of appropriate size and prominence with relation to other credits shall be given to the Unit Production Manager and First Assistant Director whenever credits are given to the Director, provided that the sponsor, if any, does not object thereto.

d. To the extent consistent with existing labor agreements, the Producer shall restrict the use of the words "Directed by" to those who perform the functions covered by this Agreement.

D. The minimum salary scales for Unit Production Managers (UPM) and First and Second Assistant Directors (1AD, 2AD) shall be as follows:

Weekly:

Effective:	Nov. 1, 2005	Nov. 1, 2006	Nov. 1, 2007	Nov. 1, 2008
UPM	\$1725.06	\$1725.06	\$1725.06	\$1725.06
1AD	\$1730.70	\$1782.61	\$1836.09	\$1891.17
2AD	\$ 843.65	\$ 868.96	\$ 895.03	\$ 921.88

Daily employment shall be 1/4 of the weekly salary

This Agreement shall be effective as of November 1, 2005 and shall be terminated at midnight of October 31, 2009.

The parties agree that sixty (60) days prior to the termination of this Agreement, they shall meet and negotiate in good faith with respect to new Agreement.

ACCEPTED AND AGREED:

Company Name

Signature

Print Name

Corporate Title

Date

Jay D. Roth

National Executive Director
Directors Guild of America, Inc.