

**FIRST AMENDMENT TO THE
AGREEMENT AND DECLARATION OF TRUST
ESTABLISHING THE
I.A.T.S.E. NATIONAL HEALTH AND WELFARE FUND**

WHEREAS, the Board of Trustees (the "Board") of the I.A.T.S.E. National Health and Welfare Fund (the "Fund") has adopted an amended and restated Agreement and Declaration of Trust, effective September 22, 2005 (the "Trust Agreement"); and

WHEREAS, Section 10.1 of the Trust Agreement authorizes the Board to amend the Trust Agreement at any time; and

WHEREAS, the Board wishes to amend the Trust Agreement to provide for certain changes as described herein;

NOW, THEREFORE, the Trust Agreement is hereby amended, effective March 22, 2007, as follows:

1. Section 1.13 shall be amended to read as follows:

1.13 "**Employer Trustees**" shall mean IRVING W. CHESKIN, DEAN FERRIS, CAROL LOMBARDINI, SETH POPPER, JEFFREY RUTHIZER, HARRIET SLAUGHTER, and HOWARD WELINSKY and, when acting as Employer Trustees, their successors appointed pursuant to the procedures set forth in Article III.

2. Section 1.25 shall be amended to read as follows:

1.25 "**Union Trustees**" shall mean DANIEL DITOLLA, PETER FITZPATRICK, BRIAN LAWLOR, MATTHEW D. LOEB, DEBORAH REID, THOMAS C. SHORT, and JAMES B. WOOD, and, when acting as Union Trustees, their successors appointed pursuant to the procedures set forth in Article III.

3. Section 3.1 shall be amended to read as follows:

3.1 Composition of Trustees. The Trustees under this Agreement, who shall be Trustees of the Trust created and established hereunder, shall consist of seven (7) Employer Trustees (of whom no more than three (3) may be designated by the League of American Theaters and Producers, Inc. (the "League")) and no more than four (4) may be designated by the Alliance of Motion Picture and Television Producers (the "AMPTP")) and up to seven (7) Union Trustees.

4. Section 3.3 shall be amended to read as follows:

3.3 Selection of Trustees

(a) The Employer Trustees shall be: IRVING W. CHESKIN, DEAN FERRIS, CAROL LOMBARDINI, SETH POPPER, JEFFREY RUTHIZER, HARRIET SLAUGHTER and HOWARD WELINSKY. In no event shall the Union or Union Trustees be entitled to designate an Employer Trustee.

(b) The Union Trustees shall be designated by the President of the Union. The current Union Trustees designated by the President of the Union shall be: DANIEL DITOLLA, PETER FITZPATRICK, BRIAN LAWLOR, MATTHEW D. LOEB, DEBORAH REID, THOMAS C. SHORT, and JAMES B. WOOD. In no event shall the Employers or an Employer Trustee be entitled to designate a Union Trustee.

5. Section 3.7 shall be amended to read as follows:

3.7 Removal of Employer Trustees. Any Employer Trustee may be removed from office at any time, with or without cause, by an instrument in writing signed by a duly authorized representative of the Employer or Employer organization appointing him and filed with the Board. Such removal shall be effective immediately upon such filing. For this purpose, the League shall be deemed to have appointed IRVING W. CHESKIN, SETH POPPER and HARRIET SLAUGHTER; and the AMPTP shall be deemed to have appointed DEAN FERRIS, CAROL LOMBARDINI, JEFFREY RUTHIZER, and HOWARD WELINSKY.

6. Section 3.9 shall be amended to read as follows:

3.9 Successor Employer Trustees. In the event that any Employer Trustee shall die, become incapable of acting hereunder, resign, or be removed pursuant to Section 3.7, a successor Employer Trustee shall be designated as follows:

(a) IRVING W. CHESKIN, SETH POPPER and HARRIET SLAUGHTER, or their successors as Employer Trustee, shall be replaced by a designee of the League.

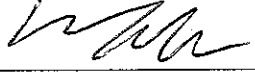
(b) DEAN FERRIS, CAROL LOMBARDINI, JEFFREY RUTHIZER, and HOWARD WELINSKY, or their successors as Employer Trustee, shall be replaced by a duly authorized representative of the AMPTP.

IN WITNESS WHEREOF, the undersigned have adopted this Amendment.

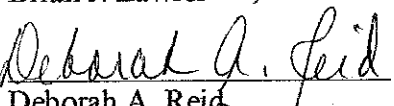
Union Trustees:


Thomas C. Short


James B. Wood


Matthew D. Loeb


Brian J. Lawler


Deborah A. Reid


Peter J. Fitzpatrick

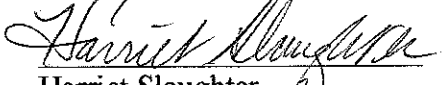

Daniel Ditolla

John McNamee

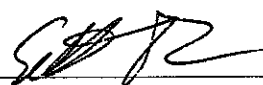
Employer Trustees:

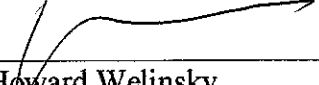

Jeffrey Ruthizer

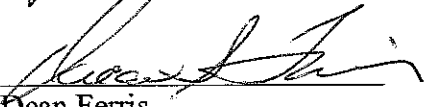

Irving W. Cheskin


Harriet Slaughter


Carol Lombardini


Seth Popper


Howard Welinsky


Dean Ferris

Steven J. Rapaport