

**SECOND AMENDMENT TO THE
AGREEMENT AND DECLARATION OF TRUST
ESTABLISHING THE
I.A.T.S.E. NATIONAL PENSION FUND**

WHEREAS, the Board of Trustees (the "Board") of the I.A.T.S.E. National Pension 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 May 7, 2015, as follows:

1. Section 1.24 shall be amended to read as follows:

1.24 "**Union**" shall mean the International Alliance of Theatrical Stage Employees, Moving Picture Technicians, Artists and Allied Crafts of the United States and Canada and any affiliated local union thereof. Solely for the purposes of Sections 1.10, 1.12, and 9.1, "**Union**" shall also mean any Taft Hartley Training Trust listed in Appendix A hereto, whose union-designated trustees are appointed by the International Alliance of Theatrical Stage Employees, Moving Picture Technicians, Artists and Allied Crafts of the United States and Canada and any affiliated local union thereof; provided, however, that for purposes of Section 1.10 with respect to any such Training Trust, "Employee" and "Covered Employee" shall mean only full-time staff employees of the Training Trust.

IN WITNESS WHEREOF, the undersigned have adopted this Amendment at a regularly scheduled meeting of the Board on May 7, 2015.

Union Trustees:

Employer Trustees:



Matthew D. Loeb

Christopher Brockmeyer

James B. Wood

Howard Welinsky

Daniel E. Ditolla

Jason Laks

Brian J. Lawlor

Paul Libin

Patricia A. White

Carol A. Lombardini


William Kearns

Sean Quinn

Ronald Kutak

Michael Campolo

Matthew D. Loeb



James B. Wood

Daniel E. Ditolla

Brian J. Lawlor

Patricia A. White

William Gearns

Ronald Kutak

Christopher Brockmeyer

Howard Welinsky

Jason Laks

Paul Libin

Carol A. Lombardini

Sean Quinn

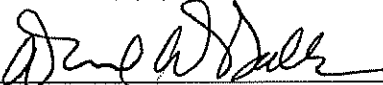
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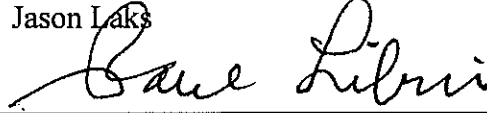
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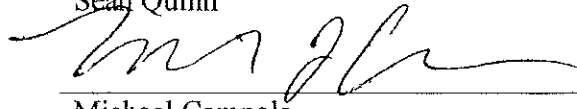
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APPENDIX A

1. IATSE Entertainment and Exhibition Industries Training Trust Fund.