

AMERICAN FEDERATION OF MUSICIANS

PAYROLL COMPANY ASSUMPTION AGREEMENT

THEATRICAL MOTION PICTURE

“The undersigned _____,
(insert the name of Payroll company)
hereinafter referred to as the “Payroll Company,” hereby agrees with
_____, hereinafter
(insert name of Non-Signatory Producer)
referred to as the “Producer,” that picture photoplays covered by this
Agreement are subject to the applicable provisions of the American
Federation of Musicians (“AFM”) Basic Theatrical Motion Picture
Agreement of 2002 in general and in particular to the provisions of
Article 15 and 16 thereof relating to payments to the Film Musicians
Secondary Markets Fund (“Fund”) on the licensing of a theatrical motion
picture photoplay to free television and/or Supplemental Markets. Said
Producer also hereby agrees, expressly for the benefit of the Fund, to
make the payments required by Articles 15 and 16.

“It is expressly understood and agreed that the rights of any such
Producer to exhibit or license the exhibition of such photoplays on free
television and/or in Supplemental Markets shall be subject to and
conditioned upon the payment to the Fund as provided in Article 15 and
16 of said Basic Agreement and it is further agreed that the Fund shall
be entitled to seek injunctive relief and compensatory damages against
the Producer in the event any such payments are not made.

“The undersigned Producer agrees to keep or have access to complete
books and records showing the income derived from the sale, lease,
license, or distribution of such motion pictures on free television and/or
in Supplemental Markets within the entire territory for which Producer is
granted such rights and the Federation and the Fund Administrator
shall have the right at all reasonable times to examine and inspect such
books and records. The undersigned shall give the Federation prompt
written notice of the date on which each photoplay covered hereby is first
telecast in free television and/or released in Supplemental Markets. An
inadvertent failure to comply with said notice requirements shall not
constitute a default by the undersigned Producer provided that such
failure is cured promptly after notice thereof from the Federation.”

Upon delivery of such Assumption Agreement, the Payroll Company shall not be further liable to the Federation for the keeping of any such records related to or for the payment(s) required based on the exhibition of the motion picture on free television and/or in Supplemental Markets and the Federation agrees to have the Fund look exclusively to the Producer who is the party to the Assumption Agreement for the keeping of such books and records, payments and compliance with credit obligations.

AGREED:

PAYROLL COMPANY

PRODUCER/BUYER

Signature

Signature

Print Name

Print Name

Address

Address

City State

City State

Telephone

Telephone

Date

Date

NAME OF THEATRICAL PICTURE

THEATRICAL MOTION PICTURE_____

ORIGINAL RECORDING SESSION DATE: _____

COMPOSER: _____