

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

WHEREAS, the Board of Trustees (the "Board") of the I.A.T.S.E. Annuity 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:

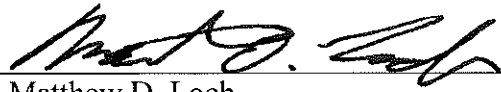
1. Section 1.24 shall be amended to read as follows:

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 hereof 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 Gearns

Sean Quinn

Ronald Kutak

Michael Campolo

Matthew D. Loeb



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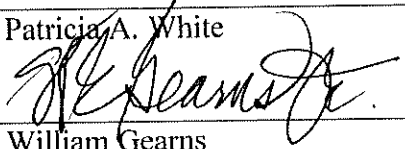
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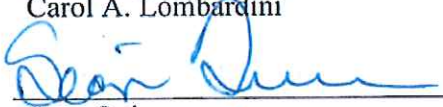
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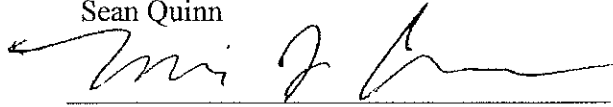
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Michael Campolo

APPENDIX A

1. IATSE Entertainment and Exhibition Industries Training Trust Fund.
2. IATSE Local 22 Training Fund.