

LABOR ORGANIZATION ANNUAL REPORT
FORM LM-2

000018

FILE - B MUST BE USED BY LABOR ORGANIZATIONS WITH \$100,000 OR MORE IN RECEIPTS
AND LABOR ORGANIZATIONS WHICH ARE UNDER TRUSTEESHIP

Labor-Management Reporting and Disclosure Act of 1959, as amended
and

CONSTITUTION/BYLAWS
RECEIVED

Title VII of the Civil Service Reform Act

THIS report is mandatory under P.L. 86-257, as amended. Failure to comply may result in criminal prosecution, fines, or civil penalties as provided by 29 U.S.C., secs. 439 or 440.

READ THE INSTRUCTIONS CAREFULLY BEFORE PREPARING THIS REPORT. SUBMIT THIS REPORT IN DUPLICATE.

IMPORTANT

If label is here
please peel off top part
and place in same box on
next copy of form.

If label data are correct,
leave Items 4 through
8 blank.

If label data are incorrect,
complete Items 4 through 8.

MICHAEL H FRANKLIN
DIRECTORS GUILD OF AMERICA INC
NHQ
7950 SUNSET BOULEVARD
LOS ANGELES CA 90046

000-018
72 2

0385
L2 M

1. FILE NUMBER			
000 - 018			
2. Period covered	MO	DAY	YR
	4	1	84
From			
Thru	3	31	85

JUL 02 1985

3. CITY, COUNTY AND STATE WHERE CHARTERED TO OPERATE:

CITY LOS ANGELES COUNTY LOS ANGELES STATE CALIFORNIA

4. NAME OF LABOR ORGANIZATION (as shown on charter, constitution, etc.)

DIRECTORS GUILD OF AMERICA, INC.

8. OFFICIAL MAILING ADDRESS (For mail to the organization):

(In care of) NAME OF PERSON

MICHAEL H. FRANKLIN

5. AFFILIATION

NOT APPLICABLE

NUMBER AND STREET

7950 SUNSET BOULEVARD

6. DESIGNATION (Local, Lodge, etc.)

NOT APPLICABLE

7. DESIGNATION NUMBER

NOT APPLICABLE

BLDG. AND ROOM NUMBER, IF ANY

NONE

9. Are organization records kept at the official mailing address? Yes No
If "No," show address including ZIP Code in Item 22.

CITY LOS ANGELES STATE CALIF. ZIP CODE 90046

DURING THE REPORTING PERIOD DID YOUR ORGANIZATION DIRECTLY OR INDIRECTLY:

YES NO

- 10. Have any accounts in banks or other financial institutions held in a name other than that of your organization? Yes No
 - 11. Liquidate or reduce any liabilities without disbursement of cash? Yes No
 - 12. Create or participate in the administration of any business enterprises or other organizations which met the definition of a "subsidiary organization" as that term is defined in the instructions on page 2? Yes No
 - 13. Acquire any goods or property in any manner other than by purchase or dispose of any goods or property in any manner other than by sale? Yes No
 - 14. Create or participate in the administration of a trust or other fund or organization, a primary purpose of which is to provide benefits for members or their beneficiaries, as defined by section 3(l) of the Act? Yes No
 - 15. Discover any loss or shortage of funds or other property? Yes No
- (If the answer to any of the above questions is "Yes," provide details in Item 22. See specific instructions for items answered "Yes.")

16. A. Was the labor organization insured by a fidelity bond during the reporting period? Yes No
B. If "Yes," enter the maximum amount recoverable for loss caused by any person \$ 500,000.00

17. Enter the date of your organization's next regular election of officers.

Month JUNE Year 1985

AS OF THE END OF THE REPORTING PERIOD:

18. Were any assets pledged as security or encumbered in any other way? Yes No
19. Did your organization have any contingent liabilities? Yes No
(If the answer to Item 18 or 19 is "Yes," provide details in Item 22.)

20. Did your organization have any changes in its constitution and bylaws (other than changed dues amounts) or in practices described in statements submitted with Form LM-1 or Form LM-1A since your organization filed Form LM-1 or most recently updated it by filing a Form LM-1A? Yes No
If "Yes," attach an updated Form LM-1A to this report, with required documents.

21. List fees and dues required. (Complete each line. Enter "None" or "Not Applicable" as appropriate.)

- (1) Initiation fee or fees required from new members \$
- (2) Fees other than dues required from transfer members \$ **NOT APPLICABLE**
- (3) Are work permits issued? Yes No
If "Yes," give fees required
- (4) Regular dues or fees or other periodic payments required to remain a member of the reporting labor organization (per year, mo., etc.) \$

(A) If one rate applies, enter here

(B) If more than one rate applies, enter here

\$ **NOT APPLICABLE**
per
per

Minimum 200 Maximum 5,000
\$ **NOT APPLICABLE** \$ **NOT APPLICABLE**
per per
per 100 per YR. per 2,200 per YR.

22. ADDITIONAL INFORMATION (If this is a terminal report, see Section XII of the instructions.)

Item Number	
14	SEE SEPARATE STATEMENT ATTACHED
19	SEE SEPARATE STATEMENT ATTACHED

(If more space is needed, attach additional sheets with further statement, properly identified.)

Each of the undersigned, duly authorized officers of the above labor organization, declares, under the applicable penalties of law, that all of the information submitted in this report (including the information contained in any accompanying documents) has been examined by the signatory and is, to the best of the undersigned's knowledge and belief, true, correct, and complete.

75. SIGNED: [Signature] PRESIDENT
(If other title, cross out and write in correct title above. Explain in Item 22.)
at: Los Angeles, Ca on: 6/25/85
City State Date

76. SIGNED: [Signature] TREASURER
(If other title, cross out and write in correct title above. Explain in Item 22.)
at: Los Angeles, Ca on: 6/25/85
City State Date

(213) 656 - 1220
Telephone Number (Include Area Code)

(213) 656 - 1220
Telephone Number (Include Area Code)

*See section on "Penalties" in accompanying instructions.

000018

ENTER AMOUNTS IN DOLLARS ONLY

FILL OUT SCHEDULES 1 THROUGH 14 BEFORE FILLING OUT STATEMENTS A THROUGH C

STATEMENT A—ASSETS AND LIABILITIES

Item	ASSETS		FROM SCH #	Start of Reporting Period (A)	End of Reporting Period (B)	Item	LIABILITIES		FROM SCH #	Start of Reporting Period (C)	End of Reporting Period (D)
	cts	cts					cts	cts			
23. (a) Cash on hand (Statement C, lines 1)		1,800		\$ 1,800		32. Accounts Payable				\$	
(b) Cash in banks (Statement C, lines 2)		944,628		1,120,727		33. Loans Payable	8				
24. Accounts Receivable						34. Mortgages Payable					
25. Loans Receivable	1					35. Other Liabilities	4	298,989		367,222	
26. U.S. Treasury Securities						36. TOTAL LIABILITIES		\$ 298,989		\$ 367,222	
27. Mortgage Investments						NET ASSETS					
28. Other Investments	2	8,602,248		9,803,132		37. Net Assets (Item 31 less Item 36)		12,595,291		13,854,584	
29. Fixed Assets	5	3,311,417		3,234,037							
30. Other Assets	3	34,187		62,110							
31. TOTAL ASSETS		\$12,894,280		\$14,221,806							

STATEMENT B—RECEIPTS AND DISBURSEMENTS

Item	CASH RECEIPTS		FROM SCH #	(A)	Item	CASH DISBURSEMENTS		FROM SCH #	(B)
	cts	cts				cts	cts		
38. Dues		\$ 3,433,417			55. Per Capita Tax				
39. Per Capita Tax					56. Fees, Fines, Assessments, etc.				
40. Fees		1,360,989			57. To Affiliates of Funds Collected on Their Behalf				
41. Fines		108,295			58. For Account of Affiliates				
42. Assessments					59. To Officers:				
43. Work Permits					(a) Gross	9	124,662		
44. On Behalf of Affiliates for Transmittal to Them					(b) Less Deductions				124,662
45. Sale of Supplies		3,958			60. To Employees:				
46. Interest		1,047,752			(a) Gross	10	2,509,547		
47. Dividends		1,366			(b) Less Deductions		707,576		1,801,971
48. Rents		1,130,449			61. Office and Administrative Expense				1,255,057
49. Loans Obtained	8				62. Educational and Publicity Expense				59,592
50. Sale of Investments and Fixed Assets	7	9,550			63. Professional Fees				208,025
51. Repayment of Loans Made	1				64. Benefits	11			274,196
52. From Members for Disbursement on Their Behalf					65. Loans Made	1			
53. From Other Sources	13	237,977			66. Contributions, Gifts and Grants	12			34,358
54. TOTAL RECEIPTS (Items 38 through 53)		\$ 7,333,753			67. Supplies for Resale				
					68. Purchase of Investments and Fixed Assets	6			171,515
					69. Direct Taxes				204,895
					70. Withholding Taxes				888,306
					71. On Behalf of Individual Members				
					72. Repayment of Loans Obtained	8			
					73. For Other Purposes	14			2,135,077
					74. TOTAL DISBURSEMENTS (Items 55 through 73)				\$ 7,157,654

STATEMENT C—CASH

Cash at Start of Reporting Period		(A)	Cash at End of Reporting Period		(B)
1. Cash on Hand		\$ 1,800	1. Cash on Hand		\$ 1,800
2. Cash in Banks (Checking Accounts and Other Deposits)		944,628	2. Cash in Banks (Checking Accounts and Other Deposits)		1,120,727
3. Total of Lines 1 and 2		946,428			
4. Total Receipts from Line 54		7,333,753			
5. Total of Lines 3 and 4		8,280,181			
6. Total Disbursements from Line 74		7,157,654			
7. Deduct Line 6 from Line 5		\$ 1,122,527	3. Total of Lines 1 and 2		\$ 1,122,527

If the amount entered in line 7, column (A) does not equal the amount entered in line 3, column (B), there is a discrepancy in your reporting. Correct the discrepancy or explain it in Item 22.

If more space is needed to list items in any of the schedules below, continue the list on additional sheets, using the same column headings used on the schedule and enter the totals on the line provided for additional listings on the schedule.

SCHEDULE 1—LOANS RECEIVABLE

List below outstanding loans to officers, employees, or members which at any time during the reporting period exceeded \$250 and list all loans, regardless of amount, made to business enterprises. (A)	Loans Outstanding at Start of the Period (B)	Loans Made During the Period (C)	Repayments Received During the Period		Balance at the End of the Period (E)
			Cash (D)(1)	Other Than Cash (D)(2)	
1. (Name) _____ (Purpose) _____ (Security) _____ (Terms of Repayment) _____	\$	\$	\$	\$	\$
2. (Name) _____ (Purpose) _____ (Security) _____ (Terms of Repayment) _____					
3. Totals from Additional Listings, if any.					
4. Totals of Loans not Listed above.					
5. Totals of Lines 1 through 4.	\$	\$	\$	\$	\$ NONE

Enter the Totals from Line 5 in Item 25, Column A. Item 65, Item 51, Item 22, with Explanation. Item 25, Column B

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SCHEDULE 2—INVESTMENTS OTHER THAN U.S. TREASURY SECURITIES AND MORTGAGE INVESTMENTS

Description (A)	Amount (B)
Marketable Securities:	
1. Total Cost	\$ 9,488
2. Total Book Value	9,488
3. Itemize each Marketable Security holding which is valued at over \$1000 and which is also greater than 20% of the amount given in Line 2.	
(a)	
(b)	
(c)	
(d)	
Other Investments:	
4. Total Cost - TIME DEPOSITS	9,793,644
5. Total Book Value	9,793,644
6. Itemize each Other Investment holding which is valued at over \$1000 and which is also greater than 20% of the amount given in Line 5. Also itemize each subsidiary for which separate reports are attached.	
(a)	
(b)	
(c)	
(d) Total from Additional Listings, if any	
7. Total of Lines 2 and 5.	\$ 9,803,132
Enter the Total from Line 7 in Item 28, Column B	

SCHEDULE 3—OTHER ASSETS

Description (A)	Book Value (B)
1. DEPOSITS WITH BLDG. MANAGERS	\$ 35,930
2. REFUNDABLE DEPOSITS	25,287
3. ADVANCES AGAINST PAYROLL	893
4.	
5. Total from Additional Listings, if any	
6. Total of Lines 1 through 5.	\$ 62,110
Enter the Total of Line 6 in Item 30, Column B	

SCHEDULE 4—OTHER LIABILITIES

Description (A)	Amount at End of Period (B)
1. EMPLOYEE PAYROLL DEDUCTIONS	\$ 4,716
2. RENTAL DEPOSITS	5,539
3. PERFORMANCE GUARANTEES AND	
4. FUNDS HELD FOR MEMBERS	173,701
5. INITIATION FEES PAID IN ADVANCE	183,266
6.	
7.	
8. Total from Additional Listings, if any	
9. Total of Lines 1 through 8.	\$ 367,222
Enter the Total from Line 9 in Item 35, Column D	

SCHEDULE 5—FIXED ASSETS

Description (A)	Cost or Other Basis (B)	Total Depreciation (If any) or Amount Expensed (C)	Book Value (D)	Fair Market Value (E)
1. Land (Give Location):	\$		\$	\$
2. Totals from Additional Listings, if any				
3. Buildings (Give Location):		\$		
4. Totals from Additional Listings, if any	SEE SCHEDULE ATTACHED			
5. Automotive Equipment				
6. Office Furniture and Equipment				INFORMATION
7. Other Fixed Assets				NOT
8. Totals of Lines 1 through 7.	\$ 5,177,539	\$ 1,943,502	\$ 3,234,037	\$ AVAILABLE
Enter the Total from Line 8, column D in Item 29, Column B				

SCHEDULE 6—PURCHASE OF INVESTMENTS AND FIXED ASSETS

Description of Assets (If land or buildings, give location) (A)	Cost (B)	Book Value (C)	Cash Paid (D)
1. IMPROVEMENTS TO BUILDING - 7950 SUNSET BLVD.	\$ 27,627	\$ 27,627	\$ 27,627
2. LOS ANGELES CITY - PERMITS & FEES	2,314	2,314	2,314
3. FURNITURE, FIXTURES, EQUIPMENT & FURNISHINGS	141,399	141,399	141,399
4. PURCHASE OF SECURITIES	175	175	175
5. Totals from Additional Listings, if any			
6. Totals of Lines 1 through 5.	\$ 171,515	\$ 171,515	\$ 171,515
Enter the Total from Line 6, Column D in Item 68			

7. Assets Traded In on Assets Purchased:	Description of Asset Traded In (A)	Cost (B)	Book Value (C)	Trade-In Allowance (D)
(a)		\$	\$	\$
(b)				

SCHEDULE 7—SALE OF INVESTMENTS AND FIXED ASSETS

Description of Assets Sold (If land or building, give location) (A)	Cost (B)	Book Value (C)	Gross Sales Price (D)	Amount Received (E)
1. COMPUTER EQUIPMENT	\$ 19,155	\$ 5,000	\$ 5,000	\$ 5,000
2. MARKETABLE SECURITIES	969	969	4,550	4,550
3.				
4. Total from Additional Listings, if any				
5. Totals of Lines 1 through 4.	\$ 20,124	\$ 5,969	\$ 9,550	\$ 9,550
Enter the Total from Line 5, Column E in Item 50				

SCHEDULE 8—LOANS PAYABLE

Source of Loans Payable at any Time During the Reporting Period (A)	Terms for Repayment (B)	Balance at Start of Period (C)	Loans Obtained During Period (D)	Repayment of Loans During Period		Balance at End of Period (F)
				Cash (E)(1)	Other Than Cash (E)(2)	
1.		\$	\$	\$	\$	\$
2.						
3.						
4.						
5. Total from Additional Listings, if any						
6. Totals of Lines 1 through 5.		\$	\$	\$	\$	\$ NONE

Enter the Totals from Line 6 in Item 33, Column C Item 49 Item 72 Item 22, with Explanation Item 33, Column D

ENTER AMOUNTS IN DOLLARS ONLY

SCHEDULE 9—LIST OF ALL OFFICERS AND DISBURSEMENTS TO OFFICERS

Name <i>(Important: List all persons who held office during the period)</i>	Title	Status	Gross Salary (before taxes and other deductions)	Allowances	Other Direct and Indirect Disbursements		Total	
					Expenses Including Reimbursed Expenses (F)	Other Disbursements (G)		
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	
1.			\$	\$	\$	\$	\$	
2.								
3.								
4.								
5.			SEE SCHEDULE ATTACHED					
6.								
7.								
8.								
9.								
10. Total from Additional Listings, if any.			NONE		124,662		124,662	
11. Totals of Lines 1 through 10.			NONE	\$	124,662	\$	124,662	

Code for Column C, "Status": past officer—P; continuing officer—C; new officer during this reporting period—N.
 Enter the Total of Line 11, Column H in Item 59(a)
 NOTE: If any officer was not elected at a regular election in accordance with the constitution and bylaws, explain in Item 22.

SCHEDULE 10—DISBURSEMENTS TO EMPLOYEES

List below all employees who received more than \$10,000 in gross salary, allowances, and other direct and indirect disbursements from this labor organization and any affiliate.	Position	Name of Affiliated Organization (if applicable)	Gross Salary (before taxes and other deductions)	Allowances	Other Direct and Indirect Disbursements		Total
					Expenses Including Reimbursed Expenses (F)	Other Disbursements (G)	
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)
1.			\$	\$	\$	\$	\$
2.							
3.							
4.							
5.							
6. Total from Additional Listings, if any			2,324,334		10,510		2,334,844
7. Total for all employees who, during the reporting period, received \$10,000 or less gross salary, allowances, and other direct and indirect disbursements.			174,703				174,703
8. Totals of Lines 1 through 7.			\$2,499,037	\$	10,510	\$	\$2,509,547

Enter the Total of Line 8, Column H in Item 60(a)

SCHEDULE 11—BENEFITS

Type of Benefit (A)	To Whom Paid (B)	Amount (C)
1. PENSION BENEFITS	PENSION PLAN	\$ 134,083
2. HEALTH BENEFITS	HEALTH PLAN	131,230
3. 401-K PLAN	FAR WEST S/L	8,883
4.		
5.		
6.		
7.		
8.		
9.		
10. Total from Additional Listings, if any		
11. Total of Lines 1 through 10.		\$ 274,196

Enter the Total from Line 11 in Item 64

SCHEDULE 12—CONTRIBUTIONS, GIFTS AND GRANTS

Type (A)	Amount (B)
1.	\$
2.	
3.	
4.	34,358
5.	
6.	
7.	
8.	
9.	
10. Total from Additional Listings, if any	
11. Total of Lines 1 through 10.	\$ 34,358

Enter the Total from Line 11 in Item 66

SCHEDULE 13—OTHER RECEIPTS

Other Sources (A)	Amount (B)
1.	\$
2.	
3.	
4.	237,977
5.	
6.	
7.	
8.	
9.	
10. Total from Additional Listings, if any	
11. Total of Lines 1 through 10.	\$ 237,977

Enter the Total from Line 11 in Item 53

SCHEDULE 14—OTHER DISBURSEMENTS

Other Purposes (A)	Amount (B)
1.	\$
2.	
3.	
4.	2,135,077
5.	
6.	
7.	
8.	
9.	
10. Total from Additional Listings, if any	
11. Total of Lines 1 through 10.	\$2,135,077

Enter the Total from Line 11 in Item 73

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DIRECTORS GUILD OF AMERICA, INC.

ITEM 22 - RE QUESTION #14

FORM LM-2 - FISCAL YEAR ENDED MARCH 31, 1985

DIRECTORS GUILD OF AMERICA - PRODUCERS PENSION PLAN

8201 BEVERLY BLVD., SUITE 504; LOS ANGELES, CALIFORNIA 90048

TO PROVIDE PENSIONS AND INSURANCE FOR DIRECTORS GUILD MEMBERS AND EMPLOYEES.

FORM 5500 FOR 1984 SHOW #95-2892780

DIRECTORS GUILD OF AMERICA - PRODUCERS HEALTH & WELFARE PLAN

8201 BEVERLY BLVD., SUITE 504; LOS ANGELES, CALIFORNIA 90048

TO PROVIDE NOMINAL LIFE INSURANCE COVERAGE AND COMPREHENSIVE MAJOR MEDICAL COVERAGE FOR DIRECTORS GUILD MEMBERS AND EMPLOYEES.

FORM 5500 FOR 1984 SHOWS #23-7067289

DIRECTORS GUILD EDUCATIONAL & BENEVOLENT FOUNDATION

9000 SUNSET BLVD., SUITE 412; LOS ANGELES, CALIFORNIA 90069

TO RELIEVE DESTITUTE DIRECTORS AND FIRST AND SECOND ASSISTANT DIRECTORS OF THE MOTION PICTURE INDUSTRY AND TO GENERALLY PROMOTE THE WELFARE OF THE MOTION PICTURE INDUSTRY.

FORM 990 FOR 1984 SHOWS #95 - 6052151.

DIRECTORS, INC.

9000 SUNSET BLVD., SUITE 412; LOS ANGELES, CALIFORNIA 90069

TO TURN OVER INCOME TO THE DIRECTORS GUILD EDUCATIONAL AND BENEVOLENT FOUNDATION.

FORM 1120 FOR 1984 SHOWS #95-1600139.

ITEM 22 - RE QUESTION #19

A FORMER EMPLOYEE OF THE DIRECTORS GUILD HAS FILED AN ACTION IN THE UNITED STATES DISTRICT COURT, CENTRAL DISTRICT OF CALIFORNIA, CASE No. 82-0015RMT (MX), IN WHICH HE CLAIMS BACK WAGES OF AN UNSPECIFIED AMOUNT ON THE GROUND THAT HIS EMPLOYMENT WAS WRONGFULLY TERMINATED. THE ACTION IS STILL PENDING AND IS NOT EXPECTED TO PROCEED TO TRIAL FOR ANOTHER SIX MONTHS.

JUL 02 1985

DIRECTORS GUILD OF AMERICA, INC.

SCHEDULE 5 - FIXED ASSETS

FORM LM-2 - FISCAL YEAR ENDED MARCH 31, 1985

<u>(A)</u>	<u>COST</u> <u>(B)</u>	<u>TOTAL</u> <u>DEPRECIATION</u> <u>(C)</u>	<u>BOOK</u> <u>VALUE</u> <u>(D)</u>
(1) LAND			
7950 SUNSET BLVD., LOS ANGELES, CA.	\$ 64,696	\$	\$ 64,696
7966 SUNSET BLVD. (ANNEX)	165,735		165,735
7920 SUNSET BLVD., LOS ANGELES, CA.	397,220		397,220
7970 SUNSET BLVD., LOS ANGELES, CA.	198,211		198,211
1455 NO. HAYWORTH, LOS ANGELES, CA.	149,724		149,724
110 W. 57TH ST., NEW YORK, N. Y.	<u>463,119</u>		<u>463,119</u>
	<u>1,438,705</u>		<u>1,438,705</u>
(3) BUILDINGS			
7950 SUNSET BLVD., LOS ANGELES, CA.	817,798	319,294	498,504
ANNEX TO 7950 SUNSET BLVD.	296,922	90,176	206,746
7920 SUNSET BLVD., LOS ANGELES, CA.	329,327	123,029	206,298
1455 NO. HAYWORTH, LOS ANGELES, CA.	142,307	55,500	86,807
110 W. 57TH ST., NEW YORK, N. Y.	<u>1,223,542</u>	<u>893,567</u>	<u>329,975</u>
	<u>2,809,896</u>	<u>1,481,566</u>	<u>1,328,330</u>
(5) AUTOMOTIVE EQUIPMENT	<u>24,897</u>	<u>6,224</u>	<u>18,673</u>
(6) FURNITURE, FIXT., EQUIP. & FURNISHINGS	<u>904,041</u>	<u>455,712</u>	<u>448,329</u>
(8) TOTAL OF LINES 1 THROUGH 6	<u>\$5,177,539</u>	<u>\$1,943,502</u>	<u>\$3,234,037</u>

NOTE: SINCE PROPOSITION #13 WAS PASSED IN THE STATE OF CALIFORNIA, THE COUNTY PROPERTY TAX BILLS NO LONGER SHOW INFORMATION THAT WOULD BE MEANINGFUL SO FAR AS FAIR MARKET VALUE FIGURES ARE CONCERNED. MARKET VALUE FIGURES ARE NOT OTHERWISE AVAILABLE.

JUL 0 2 1985

DIRECTORS GUILD OF AMERICA, INC.

SCHEDULE 9 - DISBURSEMENTS TO OFFICERS

FORM LM-2 - FISCAL YEAR ENDED MARCH 31, 1985

<u>N A M E</u>	<u>T I T L E</u>	<u>S T A T U S</u>	<u>G R O S S S A L A R I E S</u>	<u>E X P E N S E S I N C L U D I N G R E I M B U R S E M E N T</u>
GILBERT CATES	PRESIDENT	C	NONE	\$ 1,173
TOM DONOVAN	NATIONAL VICE PRESIDENT	C	NONE	2,624
SHELDON LEONARD	SECRETARY TREASURER	C	NONE	1,778
MARILYN JACOBS	ASSISTANT SECRETARY TREASURER	C	NONE	6,884
ELLIOT SILVERSTEIN	VICE PRESIDENT	C	NONE	918
IRA MARVIN	VICE PRESIDENT	C	NONE	1,200
GENE REYNOLDS	VICE PRESIDENT	C	NONE	400
MAX SCHINDLER	VICE PRESIDENT	C	NONE	35,802
EILEEN CARHART	VICE PRESIDENT	C	NONE	7,843
MILT FELSEN	VICE PRESIDENT	C	NONE	8,644
LARRY AUERBACH	BOARD MEMBER	C	NONE	10,014
WILLIAM BEAUDINE, JR.	BOARD MEMBER	C	NONE	
BURT BLUESTEIN	BOARD MEMBER	C	NONE	3,556
JACKIE COOPER	BOARD MEMBER	C	NONE	
ANDREW COSTIKYAN	BOARD MEMBER	C	NONE	3,002
ARTHUR HILLER	BOARD MEMBER	C	NONE	
ELIA KAZAN	BOARD MEMBER	C	NONE	400
FRANKLIN MELTON	BOARD MEMBER	C	NONE	
MARK MICHAELS	BOARD MEMBER	C	NONE	2,178
GEORGE SCHAEFER	BOARD MEMBER	C	NONE	1,778
FRANKLIN SCHAFFNER	BOARD MEMBER	C	NONE	412
JOHN STEINMETZ	BOARD MEMBER	C	NONE	
KATE TILLEY	BOARD MEMBER	C	NONE	400
HERB ADELMAN	ASSOCIATE BOARD MEMBER	C	NONE	3,569
R. PERRY FORBIS	ASSOCIATE BOARD MEMBER	C	NONE	1,405
JOANNE GOODHART	ASSOCIATE BOARD MEMBER	C	NONE	980
BOB JEFFORDS	ASSOCIATE BOARD MEMBER	C	NONE	400
JANE SCHIMEL	ASSOCIATE BOARD MEMBER	C	NONE	2,778
JOHN AVILDSSEN	ALTERNATE BOARD MEMBER	C	NONE	
HAL COOPER	ALTERNATE BOARD MEMBER	C	NONE	
WILLIAM CRAIN	ALTERNATE BOARD MEMBER	C	NONE	1,874
RITA DILLON	ALTERNATE BOARD MEMBER	C	NONE	
ROGER ENGLANDER	ALTERNATE BOARD MEMBER	C	NONE	3,218
NORMAN JEWISON	ALTERNATE BOARD MEMBER	C	NONE	
CHRIS MONTROSS	ALTERNATE BOARD MEMBER	C	NONE	2,170
RUFUS PEDERSON, JR.	ALTERNATE BOARD MEMBER	C	NONE	9,850
ENID ROTH	ALTERNATE BOARD MEMBER	C	NONE	1,808
PETER RUNFOLO	ALTERNATE BOARD MEMBER	C	NONE	900
JACK SHEA	ALTERNATE BOARD MEMBER	C	NONE	1,778
ROBERT VAN RY	ALTERNATE BOARD MEMBER	C	NONE	4,926
WALLACE WORSLEY	ALTERNATE BOARD MEMBER	C	NONE	

TOTAL TO LINE 10 - SCHEDULE 9

\$ 124,662

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DIRECTORS GUILD OF AMERICA, INC.

SCHEDULE 10 - DISBURSEMENTS TO EMPLOYEES

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FORM LM-2 - FISCAL YEAR ENDED MARCH 31, 1985

<u>NAME</u>	<u>POSITION</u>	<u>GROSS SALARY</u>	<u>EXPENSES INCLUDING REIMBURSED</u>
WARREN ADLER	ASST. EXEC. SECY. - LOS ANGELES	\$ 52,969	
PHILLIP ALTHOUSE	FIELD REPRESENTATIVE	27,135	
S. A. ARMBRUSTER	ADMINISTRATOR - MEMBERSHIP	29,326	
DAVE N. BALL	ASST. - MAIL ROOM	13,543	
WILMA BENTON	ASST. - MEMBERSHIP	18,168	
BARBARA BERMAN	SECRETARY	20,977	
NANCY KAY BLUM	ASST. - RESIDUALS	15,638	
VERONIQUE CIMPSON	OFFICE MANAGER	26,970	
BUBBA COCKRELL	SECURITY GUARD	17,773	
DAVID D. DALTON	PRINTER - MAIL ROOM	20,328	
PAUL F. DAMICO	FILE/MICROGRAPHIC SUPERVISOR	15,966	
MARIA DE LA GARZA	ASST. - FILES	14,217	
CURLIE B. DELOACH	ASST. - MEMBERSHIP	18,031	
DENNIS B. DILA	DATA PROCESSING MANAGER	32,753	
VIRGINIA M. DINWIDDIE	SECRETARY	26,047	
DANIELLE DOW	SECRETARY	22,023	
DIANE DYKE	ASST. ADM. - RESIDUALS	18,738	
SELISE E. EISEMAN	ASST. - SPECIAL PROJECTS	27,832	
ELIAS ESPARZA	MAIL OPERATIONS	22,495	
HARRY K. EVANS	ASST. EXEC. SECRETARY - LOS ANGELES	62,640	
MICHAEL H. FRANKLIN	NATIONAL EXECUTIVE DIRECTOR	165,341	\$ 2,542
MARCELO GIACUSA	THEATER MANAGER	36,554	
STELLA GILBERT	ADMINISTRATOR - ACCOUNTING	31,814	
DON GOLD	FIELD REPRESENTATIVE	38,644	
GLENN J. GUMPEL	WESTERN EXECUTIVE SECRETARY	60,134	427
ROBIN S. HAGE	SECRETARY	15,567	
DIANNA HAGERMAN	ASST. - ACCOUNTING	18,661	
KATE-LESLI HAY	SECRETARY	17,606	
MICHAEL HENCIN	ASST. - MEMBERSHIP	15,322	
SUSAN HENDRICKS	FIELD REPRESENTATIVE	33,856	
MARY E. HILL	ADMINISTRATOR - CREDITS	24,916	
RONALD HODGES	SECURITY GUARD	12,390	
GINNY HUDSON	ARBITRATION REPRESENTATIVE	14,490	
RENEE HUREWITZ	ASST. - ACCOUNTING	14,099	
EVELINE KELLETT	ASST. - MEMBERSHIP	17,596	
VANESSA KELLING	ASST. - RESIDUALS	17,697	
VALERIE I. KORDISCH	ADMINISTRATOR - COMPUTER DEPT.	23,786	
SANDRA M. LAWTON	ADMINISTRATOR - RESIDUALS	23,871	
DON L. LEWIS	MAINTENANCE	25,846	
MARION LIVINGSTON	WORD PROCESSOR	18,250	
CARMEN LOIS	ASST. - FILES	15,261	
BOB MACLEOD	SECURITY GUARD	14,672	
TERI ANNE MARTIN	ADMINISTRATOR - SIGNATORIES	17,225	
JOYCE MAYEDA-JONES	LEGAL ADMINISTRATIVE ASST.	15,751	
MARY MEEKINS	ASST. - MEMBERSHIP	17,047	
ALISON DEANNE MIZE	THEATER MANAGER	11,457	
LINDA SUSAN MOUSSEAU	SECRETARY	15,966	
DEBORAH L. MURPHY	ASST. - MEMBERSHIP	16,932	

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DIRECTORS GUILD OF AMERICA, INC.

SCHEDULE 10 - DISBURSEMENTS TO EMPLOYEES

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FORM LM-2 - FISCAL YEAR ENDED MARCH 31, 1985

<u>NAME</u>	<u>POSITION</u>	<u>GROSS SALARY</u>	<u>EXPENSES INCLUDING REIMBURSED</u>
SHANNON O'BRIEN	ASST. SIGNATORIES	\$ 17,962	
ANNE G. OSCARD	SECRETARY	12,900	
ROBERT PERLMUTTER	PROJECTIONIST	66,582	
SANDRA PITVOREC	OFFICE MANAGER	10,385	
JULIE ROGERS	SWITCHBOARD / RECEPTIONIST	16,721	
SCOTT EVANS ROTH	ASSOC. GEN'L. COUNSEL	44,048	
BECKY M. SALAN-MOTTA	LEGAL SECRETARY	21,627	
DAVID H. SHEPARD	SPECIAL PROJECTS OFFICER	48,203	
ROBERT JOSEPH THOMAS	ASSOC. GENERAL COUNSEL	16,234	
BEVERLY S. WARE	ASSOC. GENERAL COUNSEL	52,346	
ELLIOTT L. WILLIAMS	GENERAL COUNSEL	76,847	\$ 665
MARCIE WILLIS	SECRETARY	23,696	
CANDACE B. YOUNG	LEGAL SECRETARY	21,028	
JOSEPH C. YOUNGERMAN	EXECUTIVE CAPITAL INVESTMENTS	<u>50,000</u>	
	TOTAL - LOS ANGELES OFFICE	<u>\$1,732,899</u>	
RICHARD W. ORTNER	MIDWESTERN EXECUTIVE SECRETARY	\$ 35,468	2,439
SANDRA SUTTER	SECRETARY	<u>12,427</u>	
	TOTAL - CHICAGO OFFICE	<u>\$ 47,895</u>	
STANLEY ACKERMAN	ASST. EXECUTIVE SECRETARY - NEW YORK	\$ 60,046	
GERALDINE C. ANGEL	OFFICE MANAGER	32,860	
LINDA GAIL BARTLETT	DEPUTY GENERAL COUNSEL	54,491	
ROSA CRIM	RECEPTIONIST	15,867	
SANDRA DRAZNER	SECRETARY	25,454	
PAUL A. ERBACH	ASST. EXECUTIVE SECRETARY - NEW YORK	48,761	
ALAN S. GORDON	EASTERN EXECUTIVE SECRETARY	75,189	4,437
WILLIAM F. GREIF	FIELD REPRESENTATIVE	33,989	
MARK LAMEIER	SECRETARY	12,683	
LOUISE LANDHAM	SECRETARY	21,007	
WENDY LESNIEWSKI	SECRETARY	13,072	
CHRISTINA C. LOMOLINO	ASSOC. GENERAL COUNSEL	19,344	
RACHEL MINTER	ASSOC. GENERAL COUNSEL	11,372	
SUSAN PEERCE	SECRETARY	15,592	
LEONARD SCHWENDE	OFFICE ASS'T.	16,766	
TERRY SELZER	ASSOC. GENERAL COUNSEL	14,933	
BEVERLY VASQUEZ	FIELD REPRESENTATIVE	24,120	
GEORGE WALLACH	SPECIAL PROJECTS OFFICER	<u>47,994</u>	
	TOTAL - NEW YORK OFFICE	<u>\$ 543,540</u>	
	TOTAL TO LINE 6, SCHEDULE 10	<u>\$2,324,334</u>	<u>\$ 10,510</u>

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DIRECTORS GUILD OF AMERICA, INC.

SCHEDULE 12 - CONTRIBUTIONS, GIFTS AND GRANTS

FORM LM-2 - FISCAL YEAR ENDED MARCH 31, 1985

HOLLYWOOD MUSEUM	\$ 150
DINNER COMMITTEE - ISRAEL SALUTE TO FILM INDUSTRY / ROBERT WISE	500
LOS ANGELES NAACP FREEDOM FUND - LUNCHEON	100
KCET CHANNEL 28	100
SCREEN ACTORS GUILD	250
SCREEN ACTORS GUILD 50TH ANIVERSARY	500
ENTERTAINMENT INDUSTRY REFERRAL & ASSISTANCE CENTER	1,000
THE ACTORS FUND OF AMERICA	5,000
DIRECTORS GUILD EDUCATION & BENEVOLENT FOUNDATION	18,695
NATIONAL COALITION AGAINST CENSORSHIP	2,000
AMERICAN CIVIL LIBERTIES UNION	1,200
NABET STRIKE FUND	470
LOS ANGELES FILM DEVELOPMENT COMMITTEE	50
LOS ANGELES COUNTY BAR ASSOCIATION	160
ASSOCIATION OF ASIAN/PACIFIC AMERICAN ARTISTS	120
NEIGHBORHOOD ACTION GROUP	200
MASSACHUSETTS GENERAL HOSPITAL	100
FLOWERS AND GIFTS	<u>3,763</u>

TOTAL TO LINE 11, SCHEDULE 12

\$ 34,358

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DIRECTORS GUILD OF AMERICA, INC.

SCHEDULE 13 - OTHER RECEIPTS

FORM LM-2 - FISCAL YEAR ENDED MARCH 31, 1985

JACKET INCOME	\$ 2,324
FILM SOCIETY	39,502
MISCELLANEOUS	1,552
DISNEYLAND ANNUAL EXCURSION	203
DIRECTORY	25,172
SEMINARS	5,065
GRANTS FROM DIRECTORS GUILD EDUCATIONAL & BENEVOLENT FOUNDATION	43,394
INCREASE - PAYROLL DEDUCTIONS	145
INCREASE - RENTAL DEPOSITS	538
INCREASE - INITIATION FEES PAID IN ADVANCE	<u>120,082</u>
TOTAL TO LINE 11, SCHEDULE 13	<u>\$237,977</u>

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DIRECTORS GUILD OF AMERICA, INC.

SCHEDULE 14 - OTHER DISBURSEMENTS

FORM LM-2 - FISCAL YEAR ENDED MARCH 31, 1985

CHILDREN'S CHRISTMAS PARTY	\$ 5,092
NEGOTIATIONS	307,139
ARBITRATIONS	79,347
TRAVEL AND PER DIEM	124,950
AWARDS	109,215
STRIKE EXPENSES	12,593
FEASIBILITY STUDY	21,942
MEMBERS AND EMPLOYEE DEATH BENEFITS	169,600
SPECIAL PROJECTS	8,750
INTER-GUILD FEDERAL CREDIT UNION	7,380
FILM SOCIETY	6,936
INCREASE IN TIME DEPOSITS	1,201,679
INCREASE IN FUNDS HELD BY BUILDING MANAGERS	27,413
INCREASE IN SECURITY DEPOSITS	498
INCREASE IN PAYROLL ADVANCES	12
DECREASE IN FUNDS HELD FOR MEMBERS	23,434
DECREASE IN SECURITY DEPOSITS HELD FOR MEMBERS	<u>29,097</u>

TOTAL TO LINE 11, SCHEDULE 14

\$2,135,077

JUL 0 2 1985

Howard L. Schultz, Inc.

AN ACCOUNTANCY CORPORATION

HOWARD L. SCHULTZ
CERTIFIED PUBLIC ACCOUNTANT

Suite 912
7060 Hollywood Boulevard
Hollywood, California 90028
(213) 465-6164

JUNE 13, 1985

Neenah Bond

WE HAVE REVIEWED THE LABOR ORGANIZATION ANNUAL REPORT FORM (FORM LM-2) OF

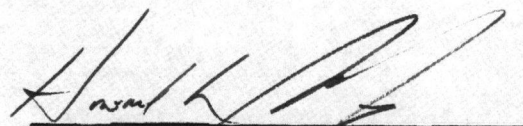
DIRECTORS GUILD OF AMERICA, INC.

FOR THE FISCAL YEAR ENDED MARCH 31, 1985. OUR REVIEW WAS IN ACCORDANCE WITH STANDARDS ESTABLISHED BY THE AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS. A REVIEW CONSISTS PRINCIPALLY OF INQUIRIES OF COMPANY PERSONNEL AND ANALYTICAL PROCEDURES APPLIED TO FINANCIAL DATA. IT IS SUBSTANTIALLY LESS IN SCOPE THAN AN EXAMINATION IN ACCORDANCE WITH GENERALLY ACCEPTED AUDITING STANDARDS, THE OBJECTIVE OF WHICH IS THE EXPRESSION OF AN OPINION REGARDING THE FINANCIAL STATEMENTS AS A WHOLE. ACCORDINGLY, WE DO NOT EXPRESS SUCH AN OPINION.

THE REPORT (FORM LM-2) HAS BEEN PREPARED ON A FORM PRESCRIBED BY THE U. S. DEPARTMENT OF LABOR AND DOES NOT INCLUDE ALL DISCLOSURES REQUIRED FOR A FAIR PRESENTATION OF THE FINANCIAL POSITION OR RESULTS OF OPERATIONS OF THE GUILD IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES.

IN OUR OPINION, THE LABOR ORGANIZATION ANNUAL REPORT FORM FOR THE FISCAL YEAR ENDED MARCH 31, 1985, PRESENTS FAIRLY THE INFORMATION SHOWN THEREIN IN ACCORDANCE WITH THE APPLICABLE PROVISIONS OF THE FORM INCLUDING INSTRUCTIONS THERETO.

VERY TRULY YOURS,



HOWARD L. SCHULTZ
CERTIFIED PUBLIC ACCOUNTANT