

**AMENDMENT NUMBER ONE TO THE
AMERICAN FEDERATION OF MUSICIANS AND EMPLOYERS' PENSION PLAN
(As Amended and Restated Effective as of January 1, 2014)**

WHEREAS, the Board of Trustees (the "Board") of the American Federation of Musicians and Employers' Pension Fund (the "Fund") adopted the American Federation of Musicians and Employers' Pension Plan, as amended and restated effective as of January 1, 2014 (the "Plan"); and

WHEREAS, pursuant to Article 9, Section 9.01 of the Plan, the Board reserves the right to amend the Plan at any time; and

WHEREAS, the Board has agreed to amend the Plan as requested by the Internal Revenue Service in connection with the Plan's request for a favorable determination on its continued tax-qualified status;

NOW, THEREFORE, the Plan is hereby amended, effective as of the January 1, 2014 amendment and restatement date, to delete Article A (Puerto Rico Employees) and adopt a new Addendum A (Puerto Rico Employees) as follows:

**ADDENDUM A
PUERTO RICO EMPLOYEES**

Section A.01. INTRODUCTION. All terms and provisions of the Plan shall apply to the participation in the Plan by Puerto Rico Employees, except that where the terms and provisions of the Plan and this Puerto Rico Supplement conflict, the terms of the Puerto Rico Supplement shall govern the participation in the Plan of Puerto Rico Employees.

Section A.02. APPLICABILITY OF THIS ARTICLE. This Article A amends the provisions of the Plan only to the extent that it is applicable to a Puerto Rico Employee. In no case shall any provision of this Article A cause the reduction or elimination of any Employee's accrued benefit (including optional forms of benefit and the manner and timing thereof) in violation of Section 411(d)(6) of the Code or Section 204(g) of ERISA.

Section A.03. ADDITIONAL DEFINITIONS OF TERMS.

- (a) The term "Puerto Rico Code" means the Puerto Rico Internal Revenue Code of 2011, as amended, or any successor statute enacted in its place.
- (b) The term "Direct Rollover Distribution" means a distribution which constitutes an eligible rollover distribution as defined in Section 1081.01(b)(2)(A) of the Puerto

Rico Code and which is rolled over to an eligible retirement plan in accordance with Section A.04(c) below, as amended herein.

- (c) The term “Highly Compensated Puerto Rico Employee” means any Puerto Rico Employee who (a) is an officer of an Employer; (b) owns more than five percent (5%) of the stock entitled to vote or of the total value of all classes of stock of an Employer; (c) owns more than five percent (5%) of the capital or of the interest in the profits of an Employer; or (d) had Testing Compensation from an Employer for the preceding taxable year in excess of the applicable limits determined for such taxable year under Section 4A(q)(1)(B) of the Code, as amended from time to time or as adjusted by the Internal Revenue Service. To determine whether a Puerto Rico Employee owns more than five percent (5%) of the stock, capital or interest in the profits of an Employer, the provisions under Section 1081.01(a)(A)(A) of the Puerto Rico Code shall apply. This definition shall be interpreted consistently with Section 1081.01(d)(3)(e)(iii) of the Puerto Rico Code and any optional rules permitted by Puerto Rico law in identifying Highly Compensated Puerto Rico Employees shall be incorporated into this definition.
- (d) “Puerto Rico Employee” means an Employee who is a bona fide resident of Puerto Rico for purposes of Section 937 of the Code and whose compensation is included in gross income for purposes of Section 1031.01 of the Puerto Rico Code.

Section A.04. EFFECT OF THIS ARTICLE. The following are amendments to the Plan which apply only to Puerto Rico Employees, as follows:

- (a) The following is added to the end of Section 1.09 of the Plan:

“Effective for Plan Years beginning on or after April 1, 2012, for Puerto Rico Employees, Covered Earnings or Earnings taken into account in any Plan Year shall not exceed the lesser of (i) the Covered Earning or Earnings limit in the paragraph above, or (ii) the compensation limit under Section 1081.01(a)(12) of the Puerto Rico Code.”
- (b) The following is added to the end of Section 1.14 of the Plan:

“Effective for Plan Years beginning on or after April 1, 2012, for purposes of determining the Fund’s qualified status under Section 1081.01(a) of the Puerto Rico Code, the term “Employers” or “Contributing Employers” shall include all corporations, partnerships and other persons that pursuant to Section 1081.01(a)(14)(A) are deemed to be the same employer.”
- (c) The following new Section 11.04(c) is added to the Plan:

“(c) Direct Rollover Distributions For Puerto Rico Employees.

- (1) The following provisions shall apply to distributions from the Plan:
 - (i) If a Puerto Rico Employee or a Beneficiary of a Puerto Rico Employee (referred to collectively as the “distributee”) is entitled to a distribution under the Plan that constitutes an “eligible rollover distribution” as defined below, the distribution shall be eligible for direct rollover.
 - (ii) At the written request of such distributee, and upon receipt of the written direction of the Trustees (or a person or committee designated by the Trustees), the Trustees shall make a Direct Rollover Distribution of the amount requested by such distributee in accordance with Section 1081.01(b)(2)(A) of the Puerto Rico Code, to an eligible retirement plan (as defined below).
 - (iii) For purposes of this Section 11.04(c), an “eligible rollover distribution” is a single lump sum payment, as defined in Section 1081.01(b)(1) of the Puerto Rico Code.
 - (iv) For purposes of this Section 11.04(c), an “eligible retirement plan” is an individual retirement account described in Section 1081.02(a) of the Puerto Rico Code, an individual retirement annuity described in Section 1081.02(b) of the Puerto Rico Code, or a qualified trust described in Section 1081.01(a) of the Puerto Rico Code that accepts direct rollovers.
- (2) All Direct Rollover Distributions shall be made in accordance with the following:
 - (i) A Direct Rollover Distribution may be divided and made only between two eligible retirement plans. A Direct Rollover Distribution may not be divided among more than two eligible retirement plans.
 - (ii) Direct Rollover Distributions shall be made in cash to the trustee of the eligible retirement plan, in accordance with procedures established by the Trustees (or a person or committee designated by the Trustees) to make direct rollovers under Section 1081.01(b)(2)(A) of the Puerto Rico Code.
 - (iii) Direct Rollover Distribution shall not be made unless the distributee furnishes the Trustees (or a person or committee designated by the Trustees) with such information as the Trustees

(or a person or committee designated by the Trustees) shall require and deem to be sufficient.

- (iv) Direct Rollover Distributions shall be treated as all other distributions under the Plan. They shall not be treated as a direct trustee-to-trustee transfer of Plan assets and liabilities.
- (d) Effective for Plan Years commencing on or after April 1, 2012, the total annual benefit payable to any Puerto Rico Employee under this Plan and all other qualified defined benefit plans required to be aggregated with this Plan shall not exceed the lesser of (i) the defined benefit limitation on annual benefits provided in Section 5.08(b) above, or (ii) the limitations on such benefits provided under Section 1081.01(a)(11) of the Puerto Rico Code.

IN WITNESS WHEREOF, the undersigned have executed this Amendment Number

One on this 11th day of February, 2016.

/s/ Christopher Brockmeyer
Christopher Brockmeyer, Co-Chair

/s/ Raymond M. Hair, Jr.
Raymond M. Hair, Jr., Co-Chair