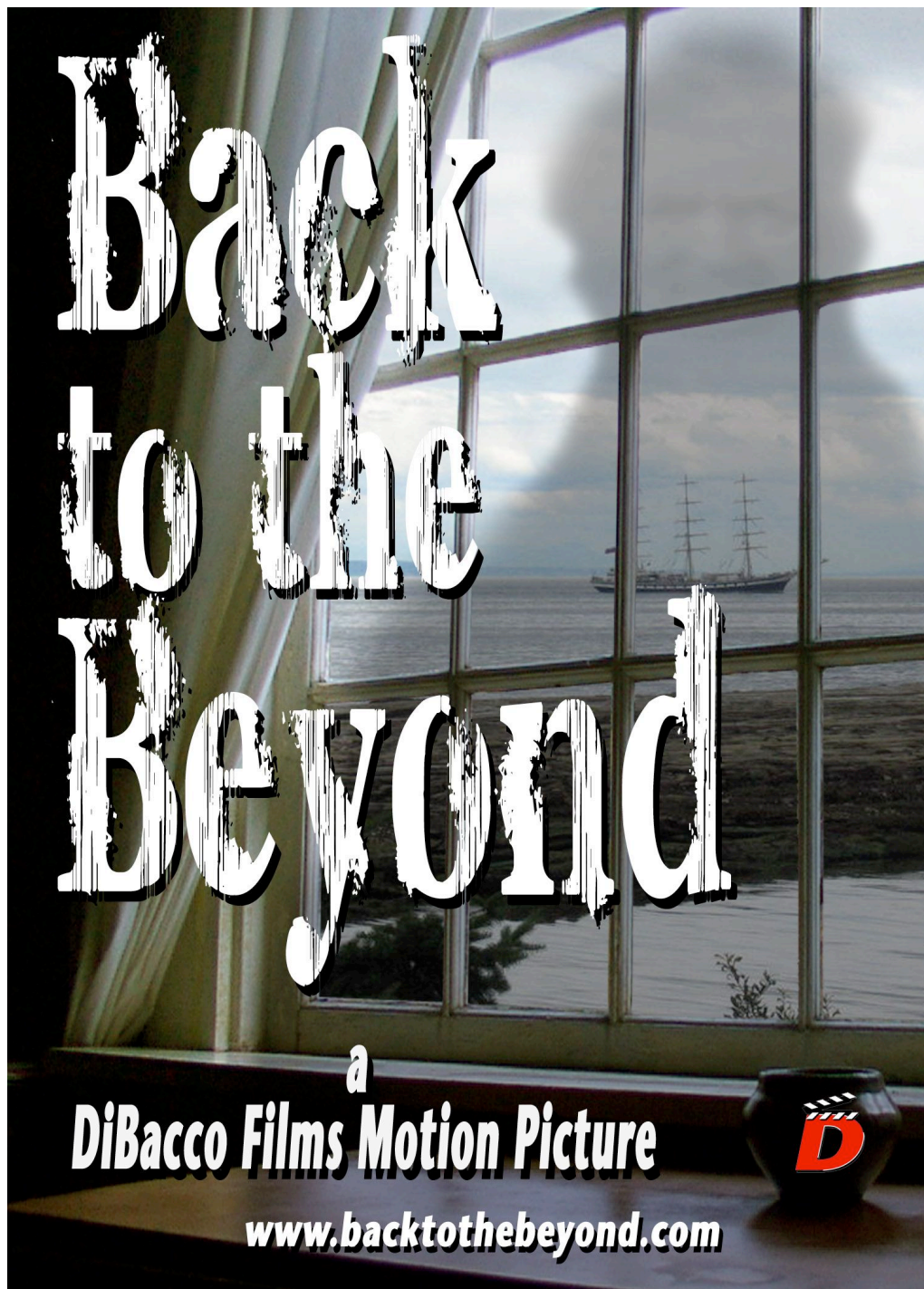


The Motion Picture



Back to the Beyond

a
DiBacco Films Motion Picture

www.backtothebeyond.com



This memorandum describes the formation and operation of a partnership to engage in the business of motion picture production and financing.

The contents of this memorandum are confidential and are disclosed pursuant to a confidential relationship and may not be reproduced or otherwise used except for the purpose intended herein.

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Section 1: Executive Summary

Description of Business

Back to the Beyond, LLC. is a business associated with DiBacco Films, a motion picture development company. *Back to the Beyond, LLC* is formed for the production and distribution of a feature length motion picture tentatively entitled, *Back to the Beyond*.

Estimated Budget and Capital Requirements

The estimated budget for the film is \$300,000. The total capital required is \$300,000.

Distribution of Revenues and Allocation of Profits and Losses

Anticipated revenue in years 1-5 is (\$385,000-\$1.1M) See Appendix for Pro Forma Profit & Loss Statement.

Distribution of net profits received by the company will be ___% to the investors, and ___% to the general partner. ___ limited partnership interests are being offered. Each interest is worth \$____.

Funds raised by the partnership for the production of the film *Back to the Beyond* will be put into an escrow account under the name *Back to the Beyond, LLC* until the entire production budget is raised. The anticipated date for completion of financing (or for the return of escrow money to investors) is March 12, 2009.

The members strongly recommend that prospective limited partners carefully consider the risk factors described in this memorandum.

Contact Information

The mailing address for DiBacco Films shall be:
Kevin DiBacco
DiBacco Films
PO Box 343
New Gloucester, ME 04260

Investment Information Contact:
James F. Pross
Tarbell & Brodich, P.A.
(p) 207.622.1148
(f) 207.622.1158
jpross@tarbellpa.com

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Section 2: The Motion Picture

Logline and Synopsis

Genre: Drama/Paranormal

Rating: PG-13

Running Time: 90 minutes

Logline:

A paranormal team is hired to investigate a seaside haunting dramatized on a classic television series

Synopsis:

When a paranormal research team is hired to investigate a haunting dramatized on a classic television series, they enter a world where truth is more dangerous than fiction and must unravel reality to defeat a supernatural force and avert their own tragic ending.

73% of all Americans
Believe in some sort of paranormal activity¹

¹ From GallopPoll.com June,16, 2005 found at <http://www.gallup.com/poll/16915/Three-Four-Americans-Believe-Paranormal.aspx>

Script Summary

Back to the Beyond is *Blair Witch Project* meets *Amityville Horror*. It opens with a gripping scene of terror as an amateur trio dares to video the dark interior of a house rumored to be haunted. They soon discover the truth behind the rumors.

The owners of the 200-year-old house call in experts, a group of nationally-recognized paranormal investigators known as “The P.A.R.A. Force”. The P.A.R.A. Force agree to the assignment and board a ferry for the small, sparsely inhabited island, an hour off the Maine coast. En route, they learn the history of the house, shown through a flashback:

It’s 1895 and Captain Michael Clausen, known for beating, even murdering, his own crew is finally paying the price. His crew mutiny, capture Captain Clausen and turn his terror against him, almost killing him. The attack leaves him partially lame. Forced into retirement, the Captain’s bitterness grows. He sinks deeper into the depths of his cruelty but without a crew to torture, he turns his maniacal tendencies toward his wife, Ellsbeth. He accuses her of an affair with his best friend, Gideon. His jealous rage festers in August of 1899 when he kills Ellsbeth and Gideon. Their bodies never found, the Captain escapes prosecution and renders his own sentence. In 1902 his lifeless body is found, dangling from the attic rafters, a nautical rope drawn tightly around his neck.

The P.A.R.A. Force learns of the present-day rumors, the unexplainable phenomenon at the house; phantom piano music and sounds of footsteps. One of the P.A.R.A. team, a psychologist, discredits the events as hallucinations.

The team reaches the house and discovers the abandoned video equipment left by the rookie trio in their hasty escape. After watching the rookie video, the P.A.R.A. Force leader reveals information he’d withheld from his teammates. He tells them of the Courtney’s, a tale dramatized in a classic television series:

It’s 1959 and the Courtney’s, a young professional couple, fall in love with the charming, vacant old house. Despite the realtor’s warning, the Courtney’s move in and soon learn why the house is termed “unfriendly”. Andy Courtney becomes delusional. He begins to walk and talk like Captain Clausen. He thinks his wife, Ellen, is having an affair with his business partner. In a rage, he turns on her. She must save him before the battle for Andy’s soul ends in murder.

Then the P.A.R.A. Force experiences the unexplained phenomenon first hand. Phantom piano music and strange footsteps escalate to the horrifying reappearance of one man from the amateur trio of the opening scene. He looks, sounds and acts like Captain Clausen and his intentions are just as deadly.

Section 3: Production Summary

Production Team

DiBacco Films is a privately owned New England based production company established in 1996. The core of DiBacco Films is brothers Kevin and Ralph DiBacco. Kevin brings to DiBacco Films over 25 years of hands-on production experience in the Television and film production industry. Ralph is a published writer with fifteen years of corporate management experience. DiBacco Film's current feature film release, *Willows Way*, was released in April 2008 by distributor York Entertainment and York International. It is currently selling in thirty countries.

The team assembled to date for the production of *Back to the Beyond* includes:

* Kevin DiBacco	Director
* Raffaele DiBacco	Writer
* Emily Altmann	Producer
* Anne Beal	Producer
Tim Francis	Producer
Mike Boucher	Director of Photography
Casey McDougal	Casting Supervisor

* See Section 5: Key Creative Team Biographies, for more details concerning key production team personnel.

Talent

'B' list talent, in talks with now

Summary Budget

According to the Motion Picture Association of America (MPAA), the average cost to make and market a studio film in 2007 was \$106.6 million. This includes \$70.8 million in production costs and \$35.9 million in marketing costs.² The low budgets of independent filmmaking provide a unique opportunity to get involved in the creative movie business with less capital.

Independent films are more efficient with their money. Smaller crews and casts, fewer locations, reliance on story over special effects and fewer days of shooting equate to less spending. Specifically, DiBacco Films chooses shoot locations outside of Hollywood and New York City where property owners are happy to offer their property free of charge and local residents eagerly volunteer as extras. Product placement within films has also proven to reduce the costs of props. Producers at DiBacco Films seek out opportunities to barter and negotiate such cost-saving arrangements.

² <http://www.mpa.org/researchstatistics.asp>

The estimated budget for *Back to the Beyond* is:

Pre-Production	\$ 82,912
Production	\$117,830
Post-Production	\$ 70,430
Contingency/other	<u>\$ 18,075</u>
	\$303,710

See budget detail in Appendix.

Timetable

The Production Timetable for *Back to the Beyond* is based on all funding secured by June 2010 and an anticipated launch of production in August 2009.

Pre-Production	June 2009
Production	August 2009 to mid-Jan 2010
Post-Production	Feb 2010 to May 2010
DVD Authoring	June 2010

In accordance with the anticipated timeline above, *Back to the Beyond* will be presented to the International film buyers convention at the *American Film Market* in California, November 2010.

Section 4: Marketing

About the Market

According to the MPAA 2007 Theatrical Market Statistics Report, Domestic Box Office revenue grew 28.9% from 2000 to 2007³ and, from 2001 to 2007, Worldwide Box Office revenue grew 59.9%⁴. According to the same report, DVD sales increased 43.75% from 2003 to 2007⁵.

Consumers realize that independent films are of the same caliber as studio films and films can be made on a lower budget without sacrificing quality. Recent independent films include *The Blair Witch Project*, *Open Water*, *Napoleon Dynamite*, *March of the Penguins* and *My Big Fat Greek Wedding*.

Marketing Strategy

The marketing strategy of DiBacco Films includes selecting a screenplay with mass audience appeal, producing quality cinema, leveraging established relationships with movie distributors, and pitching the film to foreign and domestic distributors at the American Film Market.

In selecting a screenplay, DiBacco Films looks for a compelling, well-written story with universal appeal, a PG-13 rating and a highly marketable genre. Movies like *The Exorcist*, *The Blair Witch Project*, *Nightmare on Elm Street*, *The Sixth Sense*, *The Ring* and *Gothika* have all successfully tapped into the paranormal and supernatural markets. In our society it's no secret that the paranormal and the unexplained are always subjects that people love to talk about. While many people chase the meaning of life there are many more that are chasing the meaning of the after-life. Its genre, drama/paranormal, also increases its marketability. According to Nash Information Services, LLC, between 1995 and 2008, drama was the third highest grossing genre, capturing 18.9% of the market⁶.

With an anticipated rating of PG-13, *Back to the Beyond* falls into the largest group of moviegoers. Between 2003 and 2007, movies rated PG-13 accounted for 50% or more of Domestic Box Office revenue⁷.

Throughout his 25 years in the television and film industry, Kevin DiBacco has developed relationships with key industry players. He will leverage his relationships with

³ From the Motion Picture Association of America (MPAA) report titled "Entertainment Industry Market Statistics 2007" found at <http://www.mpa.org/USEntertainmentIndustryMarketStats.pdf>

⁴ Percentage calculated from data from the MPAA report titled "Entertainment Industry Market Statistics 2007" found at <http://www.mpa.org/USEntertainmentIndustryMarketStats.pdf>

⁵ From the MPAA report titled "Entertainment Industry Market Statistics 2007" found at <http://www.mpa.org/USEntertainmentIndustryMarketStats.pdf>

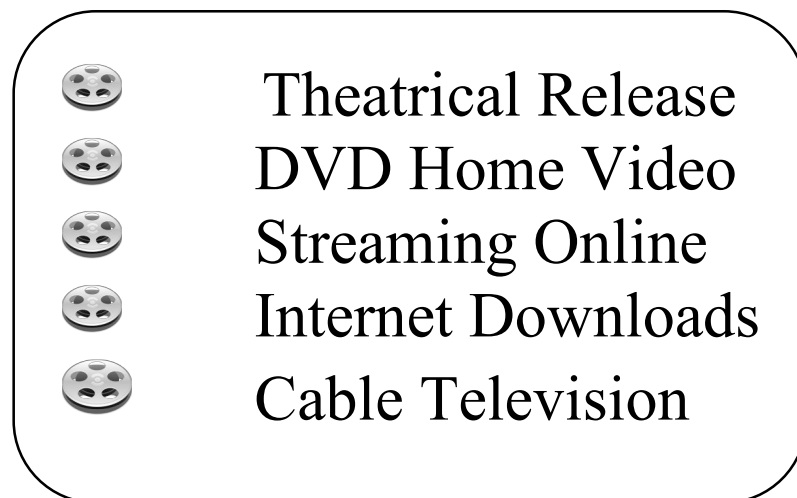
⁶ From chart titled "Top Grossing Genres 1995 to 2008" compiled by Nash Information Services, LLC, at <http://www.the-numbers.com/market/genres/>

⁷ From MPAA chart included in report titled "Entertainment Industry Market Statistics 2007" found at <http://www.mpa.org/USEntertainmentIndustryMarketStats.pdf>

distributors, including York Entertainment, distributor of DiBacco Films' current release, *Willows Way*, as DiBacco Films seeks distribution of *Back to the Beyond*. The producer's package and trailer for *Back to the Beyond* will be presented at the *American Film Market (AFM)* held in November 2009. Over 8,000 industry leaders converge in Santa Monica for eight days of deal-making, screenings, seminars, red carpet premieres, networking and parties. Participants come from over 70 countries and include acquisition and development executives, agents, attorneys, directors, distributors, festival directors, financiers, film commissioners, producers, writers, and the world's press, all those who provide services to the motion picture industry

Distribution Outlets

Distribution outlets anticipated for *Back to the Beyond* are:



Section 5: Key Creative Team Biographies

Kevin DiBacco

Director

In 1981, Kevin knew exactly what he wanted to do when he started his career at a college TV station. From there he continued to work his way through the television and film business and found success developing projects for large corporations, record labels and broadcast television. He's the recipient of dozens of awards for his work as a cinematographer, videographer, editor and director. Kevin's experience with film and passion for storytelling inspired him to direct and produce the feature film *Willows Way*. Kevin continues to benefit from his 25 plus years of experience as he develops *Back to the Beyond*.

Raffaele DiBacco

Producer

Raffaele was a published poet and short story writer before shifting his focus to the entertainment industry. In 1994, he and brother Kevin received certification from *Dov S-S Simens' Hollywood Film Institute*, joining such alumnus's as Queen Latifah, Will Smith, and Quentin Tarantino. The following year, Raffaele enrolled in the *Hollywood Scriptwriting Institute* and spent the next two years mastering his craft under noted screenwriter Earl Blakesley, Jr., whose screen credits include the popular television shows *China Beach* and *Tour of Duty*. Raffaele penned and produced the *Mars Hill* anthology in 2000, then followed it up in 2001 with the acclaimed short film *Split Second*. He wrote and produced *Willows Way* and looks forward to developing his full-length feature, *Back to the Beyond*.

Emily Ceci Altmann

Coordinating Producer

Emily is a CPA, novelist and screenwriter. Her experience includes six years at PricewaterhouseCoopers, three as a private consultant and a two-year term as Board of Trustees Treasurer at the Montessori School of Rochester. Emily's skills include budgeting, cash management and human resources, skills critical to a successful film production. While working as a CPA, Emily authored two novels. In December 2006, Emily closed her consulting practice to concentrate full-time on writing and filmmaking. Since then she has written four screenplays, attended numerous workshops, expos and pitch fests, had two studio meetings at Morgan Creek and garnered interest in her novel, *Chosen Place*, from Plume and Dutton. Emily is eager to contribute her accounting, business and creative skills to the production of *Back to the Beyond*.

Anne Beal

Supervising Producer

Anne Beal has worked in video production for the past 18 years, specializing in long format, documentary style video. She spent 7 years producing, editing and directing for the Maine Public Broadcasting Network (MPBN). Anne's body of work includes both national programs and live broadcasts. She received five regional Emmy nominations. She has worked as a freelance editor for WPXT/WPME and continues to do work for MPBN. Recently, Anne produced and edited a half hour television pilot, "Old School Cycles".

Appendix

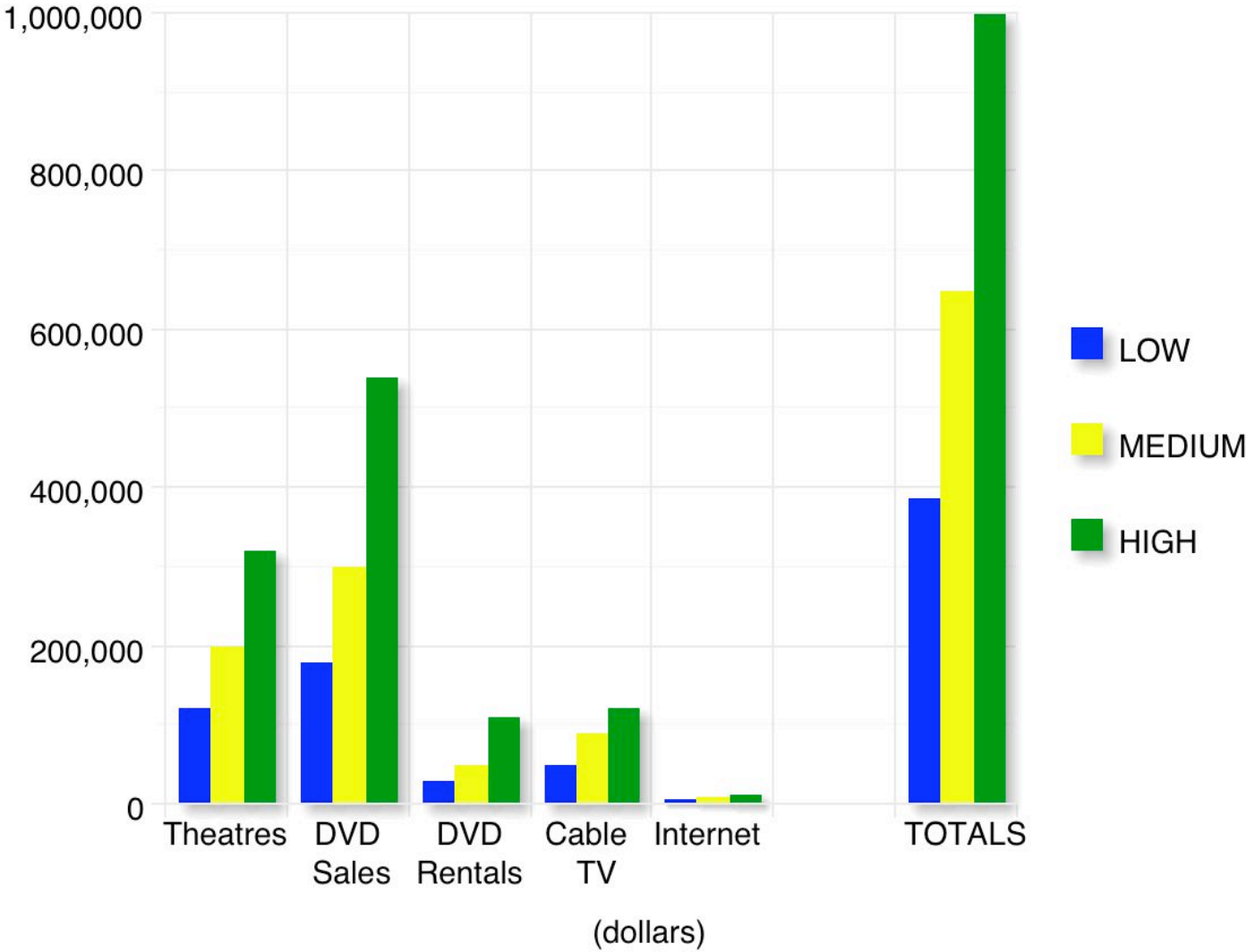
Pro-Forma Profit & Loss

Completed film released, anticipated revenues for various outlets.

Return by outlets

	LOW	MEDIUM	HIGH
(Limited release)			
<u>THEATRE RELEASE</u> (60 day run)	15	25	40
200 tickets wk. @ \$5 (our cut) (Nationwide)	\$ 120,000	\$200,000	\$320,000
<u>DVD HOME VIDEO</u> (Domestic & International)			
Retail sales	30,000 units	\$180,000	
@ \$6 each	50,000 units		\$300,000
	90,000 units		\$540,000
DVD rentals	30,000	\$ 30,000	
@ \$1 each	50,000		\$ 50,000
	110,000		\$110,000
<u>CABLE TELEVISION</u>			
(2 Buyers)	1 year deal	\$ 50,000	\$ 90,000
(i.e. Sci-Fi, IFC, Chiller, HDNet)			\$120,000
<u>INTERNET</u>			
	downloads		
<u>DOWNLOADS</u>	5,000	\$ 5,000	
(iTunes, Netflix etc..)	8,000		\$ 8,000
@ \$1 each	11,000		\$11,000
<hr style="border: 1px solid black;"/>			
	\$385,000	\$648,000	\$1.1M

Revenue Chart



Budget



FEATURE FILM		BACK TO THE BEYOND - DIBACCO FILMS				
Fringe assumptions:					Production: HD	
Payroll Tax	23%				Off-Line: Non-linear	
SAG	14%				On-Line Non-linear to HD	
Agency Fees	10%					
SUMMARY BUDGET						
02-00 Script					5,480	
03-00 Producers Unit					25,000	
04-00 Direction					17,000	
05-00 Cast					35,432	
		TOTAL ABOVE-THE-LINE				82,912
10-00 Production Staff					16,475	
11-00 Extra Talent					1,380	
13-00 Production Design					6,120	
15-00 Set Operations					6,200	
17-00 Set Dressing					3,200	
18-00 Property					325	
19-00 Wardrobe					3,300	
20-00 Make-Up and Hairdressing					2,300	
21-00 Electrical					13,376	
22-00 Camera					25,225	
23-00 Sound					9,035	
24-00 Transportation					2,125	
25-00 Location Expenses/Hotels					22,465	
27-00 Videotape Stock Production					6,304	
		TOTAL PRODUCTION				117,830
30-00 Editorial					37,903	
31-00 Post Production Videotape					10,047	
33-00 Music					7,500	
34-00 Post Production Sound					13,780	
35-00 Titles					1,200	
		TOTAL POST-PRODUCTION				70,430
37-00 Insurance					8,500	
38-00 General & Administrative					9,575	
		TOTAL OTHER				18,075
Total Above-The-Line						82,912
Total Below-The-Line						206,335
Total Above and Below-the-Line						289,248
Contingency @ 5 %						14,462
		GRAND TOTAL				\$303,710