

Wishform

BE CAREFUL WHAT YOU WISH FOR

A FILM
BY
BOB GIORDANO

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Movie City
Films

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Confidentiality Notice

This document and the information contained herein, is provided solely for the purpose of acquainting the reader with "Wish Worm," Uproar Pictures, LLC, and this business plan as a whole. It is proprietary information to the company.

By accepting this document, the recipient agrees to keep the contents in strictest confidence and not to reproduce or further distribute it without the express written consent of an officer of Uproar Pictures, LLC. This document is solely a business plan covering aspects of the motion picture industry and the proposed film "Wish Worm." This business plan is not to be construed as an offering for securities.

Film Investment Risks

Any investment in film production involves a high degree of risk. This investment should not be made by anyone who cannot afford the loss of his or her entire investment. Before investments are made, the following risks must be carefully considered:

- a) The success of any medium, whether film or TV, depends on the public's tastes and opinions at any given time. The likes and dislikes of the public vary greatly from day to day and can never be confirmed. As a result, it is impossible to determine the success of this, or any, film.
- b) The release of a similar film may affect the popularity of this film.
- c) As a result of the above factors, and others not listed here, only one of every five films made recoup their cost.

For the interest of the Limited Liability Company, investors realize they may not dispose of their investment at any time and they bear the financial risk of their investment for an indefinite period of time.

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A Unique Opportunity for Those Interested in Supporting
The Psychological Horror Feature Film “Wish Worm”

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EXECUTIVE SUMMARY

- Uproar Pictures is seeking \$400,000 to complete the full production of the psychological horror film **Wish Worm** in 2021.
- This will be Uproar Pictures' third independent feature film. The first film from Uproar Pictures, **The Odds**, secured numerous international territories, North American distribution rights, and can be seen on many streaming platforms such as Amazon, iTunes, and Vudu. DVD's are also selling at Walmart and on Amazon.

The second feature from Uproar Pictures, **Gates Of Flesh**, is currently in post production and should be hitting the distribution markets later this year.

- Uproar Pictures will approach the same **reputable sales executive** that successfully sold *The Odds* along with targeting **name actors** to play the lead and supporting roles.
- There's potential for a **tremendous ROI** within a two-year period, due to domestic theatrical revenues, North America and international market rights, streaming revenues, and DVD sales.
- The project will be shot in the southeast region to take advantage of healthy **tax rebates**. Tennessee, Kentucky, Georgia, and Alabama all allow tax rebates ranging from 30% to 35%.
- **Independent Film Tax Credit** – The U.S. federal government offers a generous tax write-off for independent film producers.



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OVERVIEW

The Company

The management team of Uproar Pictures will create a single purpose corporation– Wish Worm, LLC, consisting of a Managing Member and the Investment Member(s). Uproar Pictures LLC will serve both as the production company to make the movie and Wish Worm LLC's Managing Member. Uproar Pictures is an independent motion picture production company assembled by creative and business professionals with a common goal of producing independent feature length movies and other intellectual properties. The Wish Worm LLC will be organized and governed by its "LLC Operating Agreement," executed by all LLC members. As the non-managing LLC member(s), the Investor Member(s) shall have no liability regarding the actions of the LLC.

The Project

Wish Worm is a motion picture budgeted to be produced at \$400,000 for theatrical exhibition and all distribution channels in the United States and abroad. The film is a feature length psychological horror centered on the temptation of an exciting, new drug which will grant three young couples their greatest desires. The production company plans to hire name talent for roles in the picture, thereby adding to the film's commercial value and audience appeal. The proposed budget is also designed to cover the operation and administration of Wish Worm LLC for approximately one year.

The Industry

The U.S. and worldwide box offices grossed \$11.9 billion and \$41.7 billion respectively in 2018. Although independent films represent a smaller percentage in the big picture, in 2019 a record 14,259 projects were submitted to Sundance. As a whole, 2019 emerged as the year streaming services and aggressive-growth distributors recognized the value of independent films and paid accordingly.

The Market

The horror genre has long been an essential part of the movie industry. In many ways, the financial model for producing a successful horror movie becomes a safer bet due to their limited budgets, and the ability for filmmakers to create freely without big studio interference. These films also generally need a smaller traditional marketing campaign, and if a concept is original enough, a horror sequel is practically demanded by the coveted 18 – 34 audience. It's a proven strategy that when a well-crafted horror can be produced for limited funds, it can find success in distribution with many reaching seven-figure returns.

Distribution Strategy

The motion picture industry is highly competitive with much of a film's success relating to the skills of its distributor's marketing strategy. As an independent producer, Uproar Pictures intends to negotiate with a distributor-- either an independent distributor or studio. The Company will reach out to PR/marketing and distribution companies just prior to, or soon after the completion of principal photography.

Investment Opportunity

Uproar Pictures LLC seeks \$400,000 in capital to fund the motion picture production of *Wish Worm*. The Management team plans to secure all initial funding from venture capitalists and private investors. Using a conservative, selective revenue projection, and an assumption of general industry distribution agreements, projected total gross revenue from all markets of up to \$1.5 million may be attained with a net producer/investor income of approximately \$1 million for *Wish Worm*.

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HYPOTHETICAL RETURN

- First payout goes to investor member(s) until 120% of the investment(s) dollars are recouped.
- After 120% recoupment, the net profit is split 50/50 between the Investor Member(s) and the Managing Member. The 50% production company split consists of percentages given to its management team.
- On the investment side, your individual investment reflects the percentage of the profit you may receive from the film.
- Once your percentage is assigned, it cannot decrease.

WISH WORM / EXAMPLE #'S

Total Budget -- \$400,000

Profit Returned to the LLC – \$1,500,000

First payout (120%) – \$480,000

Remaining money to be split – \$1,020,000

\$510,000 to Investor Member(s)

\$510,000 to Managing Member

Total Investment = \$400,000

Example of Investor Payout = \$990,000

Return on Investment over 2 years = 147%

Genre – Psychological Horror

Project Budget - \$400,000

Bottom Line – Low budget allows for big upside

Estimated Box Office Comparison of Successful Films With Similar Budget and Genre

FILM	BUDGET	WORLDWIDE GROSS	YEAR
The Babadook	\$2,000,000	\$10,300,000	2014
It Follows	\$1,000,000	\$21,500,000	2014
You're Next	\$1,000,000	\$26,900,000	2013
The Lazarus Effect	\$3,300,000	\$38,400,000	2015
Sinister	\$3,000,000	\$82,500,000	2012

** Frequently, sales agents and distributors inflate film budgets in order to qualify for better deals.*

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PROJECT SYNOPSIS

Story Summary

Wish Worm is a contemporary horror movie in a similar vein to classic stories such as "The Monkey's Paw" and "The Tale of the Fisherman's Wife."

Six friends get together for a weekend of partying. One suggests they all ingest a new, underground drug called "Wish Worm" that shows its takers the fulfillment of their greatest desires.

But they soon learn that not all your desires should be fulfilled.

** full story synopsis on page 17*

Writer-Director's Statement

Wish Worm was conceived after I'd been thinking about horror films that had an "urban legend" vibe to them. *I Know What You Did Last Summer* and *The Ring* are classics in this genre, as well as the more recent *Channel Zero* and *Sinister* stories.

I stumbled on the idea of a drug which would let the user experience their deepest desire, but like all "Monkey's Paw" stories, getting what you want might work out worse than you think. After all, what if your deepest desire isn't very nice? *Wish Worm* is a calculated, controlled burn that explores the question, "What if our greatest fears don't come from outside but instead come from inside of us?"

My intended cinematic style will be a controlled, calculated tone with artistically balanced images and steady, subdued camera work. Performances will be underplayed, helping to pace the tension until the final twist is unveiled. *Wish Worm* is an introduction to a rich world of ideas that can be expanded into realms as diverse as there are desires.

Wish Worm will create something truly unique, thrilling and unsettling—a gripping film that will keep audiences guessing and on the edge of their seats until the last frame.

Budget Friendly

Wish Worm has been written specifically to support a low budget. The project budget of \$400,000 is due to the fact the film has one location, a limited amount of principal roles, and minimal visual effects.

The majority of the budget will be spent on special effects and quality talent with a solid resume in both television and/or motion pictures. Horror films are not primarily star driven, although our goal is to attract known talent to play one of the principal roles; more specifically, the producers plan to hire a cast member or two with a built-in brand/audience.



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THE COMPANY

Organization

Uproar Pictures, LLC is a creative team of industry professionals from a variety of production backgrounds. The Company was co-founded in 2006 by Bob Giordano and Tom Steinmann. Along with the management team of Alan McKenna and Kelly Frey, Uproar Pictures strives to produce high-quality, important, honest, and thought-provoking low-budget theatrical motion pictures and television programming to be experienced by a variety of audiences.

Wish Worm will be Uproar Pictures' **third independent feature film**. The first film from Uproar Pictures, *The Odds*, secured numerous international territories, North American distribution rights, and can be seen on many streaming platforms such as Amazon, iTunes, and Vudu. DVD's are also selling at Walmart and on Amazon.

The second feature from Uproar Pictures, *Gates Of Flesh*, is currently in post production and should be released sometime near the end of 2020.

Mission

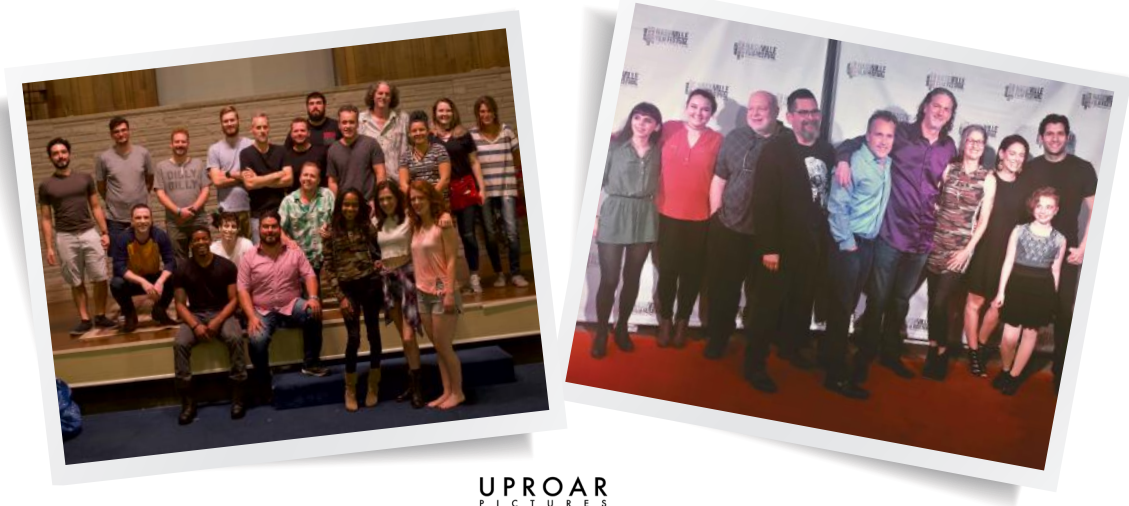
The Company will use its 50-plus years of collective **experience**, expertise, and professionalism to produce the motion picture *Wish Worm*. Our goal is to make a film, which will not only attract the constant and loyal horror film addicts, but to produce a movie that will also cross over to a wider, mainstream audience.

Advantage

The production team of *Wish Worm* has produced and participated in hundreds of award-winning video and film productions as producers, directors, writers, and production management. With our extensive experience and network connections, we can acquire the best crews, local studios, locations, and equipment at significantly lower rates. This means we'll produce the film far below what a similar film would cost inside the studio system.

Uproar Pictures is ahead of the curve by having a script that doesn't require large talent expenses, as it relies on its unforgettable characters and a **hook that sells**—A group of friends are tempted by an “urban legend” drug that gives them more than they bargained for.

Wish Worm also offers potential as a franchise production—It is specifically designed to be a sequel-generating property, greatly enhancing its marketability.



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BIOGRAPHIES

Uproar Pictures – Management Team

WRITER / DIRECTOR - Bob Giordano

Bob Giordano is a seasoned screenwriter whose scripts have won or placed in several prestigious competitions including the Nicholl Fellowship, Fade-In, The Writer's Network and The Hollywood Symposium. He wrote and directed the psychological thriller, "The Odds" with the screenplay winning the 2017 Poe Contest. The movie has received numerous festival awards, and was the closing night feature at London's 2018 Raindance Film Festival. "The Odds" has been released for DVD purchase and VOD streaming at U.S., Canadian and Japanese outlets including Walmart, Amazon and iTunes. For more than 10 years, he's taught screenwriting at Watkins College of Art, Film & Design. Bob is also a past President and an officer of the Tennessee Screenwriting Association where he organizes and moderates speaking events with industry professionals.

EXECUTIVE PRODUCER - Tom Steinmann

Tom Steinmann has worked in the entertainment industry more than 35 years, developing and marketing a wide spectrum of movies and music. Tom co-founded Uproar Pictures with Bob Giordano, and served as an executive producer for "The Odds," a psychological thriller that earned festival awards and released in the U.S., Canada, and Japan. Tom's career began in the mid 80s, working at a New York Dance-Rap record distributor. After moving to Nashville, he became a home video sales rep, selling major studio releases, genre movies, classic films, music videos, and more. Years later, he became a video buyer at Ingram Entertainment, placing million-dollar orders with Disney, Sony, New Line, and indies. In the mid 90s, Tom was Sony Pictures distributor sales manager at Ingram, marketing to thousands of stores. He was distribution Vice President at faith-based music label, Big Doggie Records, and in 2000, Tom became a producer's rep, marketing Nashville TV projects.

EXECUTIVE PRODUCER - Alan McKenna

After attaining his degree in television production at M.T.S.U., Alan McKenna immediately began honing his skills, working with production management teams on the sets of high-profile country music videos: Reba McEntyre, Toby Keith, Alan Jackson, Pam Tillis, Tracy Lawrence--to name a few. He produced and directed the TV pilot "Partners In Design" for HGTV starring Jennifer O'Neill. His career has shown great versatility, working for two advertising agencies during a 10-year span; serving as creative director, senior producer, and brand manager. Between his freelance work and his advertising stint, Alan has produced and directed numerous successful and profitable projects and campaigns nationwide. More recently, Alan has produced three projects for Uproar Pictures: two feature films "The Odds" and "Gates of Flesh," and the television pilot "WAK – Wrestling Absolute Kaos."

EXECUTIVE PRODUCER – Kelly Frey

Kelly Frey is an internationally recognized attorney, having been selected Best Lawyers in America Super Lawyers, Martindale Hubbell, and other sources as the best in field. He has acted as a consultant on numerous feature films. He is immediate past-president of the Nashville Film Festival, one of the top ten film festivals in the U.S. with an outreach to over 30,000 film festival participants. Kelly has also received numerous screenwriting awards and was credited as Associate Producer in the multi-million dollar feature, "The Identical," starring Ray Liotta, Seth Green, and Ashley Judd. Additionally, he was an Executive Producer in the feature-length documentary "Eating You Alive," featuring Academy Award winners Samuel L. Jackson and James Cameron, along with multiple Nobel Prize winners. Kelly routinely counsels indie film clients in developing, financing, producing, and distributing feature films.

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THE INDUSTRY

The U.S. and worldwide box offices grossed \$11.9 billion and \$41.7 billion respectively in 2018. Of 98 films picked up at the Sundance Film Festival, *Hereditary*, *Searching*, *Won't You Be My Neighbor*, and *Sorry To Bother You* collectively grossed more than \$100 million. Though indie movies represent a small percentage of total Box Office, in 2019, a record 14,259 projects were submitted to Sundance.

Historically, many successful horror movies were **produced outside of Hollywood** without any major stars. To attract attention and generate sales, arthouse horror movies rely less on star power and more on social-media "word-of-mouth" and PR from strong critical reception at reputable horror film festivals, such as: *Fantastic Fest in Austin*, *Sitges in Spain* and the *Midnight Madness* sections of *Cannes* and *Toronto*, etc.

To build ROI, an indie horror movie first attains awareness among tried-and-true horror fans and then gradually **crosses over to wider audiences**. A good marketing campaign for an indie horror is not a massive "new release" blitz splashed across worldwide media; rather, the campaign rolls out over months, building from the festivals, reviews, and social-media buzz that "primes the pump" for exploitative markets.

It's been 50 years since horror movies broke into the mainstream with the blockbuster *The Exorcist*. Since then, numbers prove a growing and steady appetite for many types of horror movies. In the past few years, the growing digital distributors and streaming services have recognized the value of horror films, and their search tools make it easier for fans to find niche movies.

In 2020, independently produced horror movies are taking their share of fast-growing digital distribution via Netflix and Amazon, as well as DVD sales in ongoing outlets like Walmart and Redbox. Now more than ever, the production of horror movies is a **profitable direction** for both studio and independent filmmakers.



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THE MARKET

Soon after the advent of cinema, the horror genre found success with source material from popular literature of the day-- classics such as *Frankenstein*, *Dracula*, *The Werewolf*, *Dr. Jekyll and Mr. Hyde*, and *The Mummy*. The movies produced from these properties spawned the first golden age of horror throughout the 1920's and 30's.

The popularity of horror movies grew throughout the next few decades by becoming a product of its times. The real world can be a scary place and movies about scary subjects let moviegoers get closer to the things that troubled them without putting themselves in any real danger. For instance, during times of war, horror antagonists might be affected by radioactive mutation while protagonists might be confronted with the fear of enemy or alien invasions. It can be easier to confront fears in a movie theatre, and horror has a unique ability to tackle these fears at a distance.

Popularity with the masses did not necessarily translate into acceptance with the major studios. Studio's internal censorship usually collided with directors eager to create their vision without any interference; leading those directors to embrace the horror genre for the **creative freedom** it allowed. Being independent of the studios and having a dedicated fan base, filmmakers started to realize horror films didn't require big budgets or mega-promotion.

The horror market quickly expanded to involve subgenres, such as supernatural, paranormal, fantasy, psychological, sci-fi, and comedies. With many styles and subgenres, horror films can appease both hardcore horror fans and mainstream audiences. And when an independent company produced a low budget hit with a built-in fan base, they'd seize the **opportunity to franchise** their product developing seemingly endless sequels: *Halloween*, *Friday the 13th*, *Texas Chainsaw Massacre*, *Nightmare on Elm Street*, *The Evil Dead*— a strategy still highly successful today.

As productions grew more substantial, independent horror movies began finding success as a lucrative genre, many reaching seven figures at the Box Office. Over the years, more mainstream actors have waded into the horror genre (*Red Dragon*, *Sinister*, *Us*, *Hereditary*) because the major studios finally became aware of the **built-in audiences** the horror market brings with them. Just two years ago, John Krasinski and Emily Blunt starred in *Be Quiet*, which has garnished more than \$188 million domestically to date.

The market continues to prove over time the average moviegoer still wants to pay money to be frightened. In 2017, the cumulative gross for the horror genre was over \$1 billion in North America alone. And as the market continues to grow, more opportunities become available for filmmakers across the genre. Managing director of production and sales outfit *Alief* commented:

"In the past three to four years, we've seen a real resurgence in theatrical distribution for horror films from new companies that really know their target audience. There's a real appetite for horror films that aren't typical ghost stories or slasher stories but have a strong character arc or are heavily art-directed or have some kind of twist."

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DISTRIBUTION STRATEGY

A successful independent film is more than a good product, it is a product targeted to a specific group of fans. Profitable independent films fit their targeted genres well, and they are built to “buy low and sell high,” comparing the marketability and scope of the production to potential ROI. *Wish Worm*’s most profitable distribution path is probably a “split-rights” approach, with **Domestic and Foreign Territory Sales**.

Domestic Sales: *Wish Worm* can be sold to a major streaming service, such as Netflix or Amazon Prime, where the movie would first be available to subscribers. These companies may license all North American rights and add on ancillary sales, such as iTunes downloads, Redbox rentals, and Walmart DVD sales. Alternately, the movie can be licensed to one US-Canada distributor, who would exploit the movie throughout the US-Canada territory through all movie outlets. A license to distribute a movie in a territory is usually made with a substantial upfront advance against royalties, as well as possible future royalties when the advance is recouped.

Foreign Sales: *Wish Worm* would be presented to buyers at international media markets, where rights to distribute movies are licensed territory-by-territory. Many lucrative foreign markets are associated with major film festivals. Uproar Pictures plans to hire a foreign sales rep that regularly attends major markets and has prior relationships with buyers.

While it is possible to sell or license an independently made movie to one buyer for all territories, generally, that buyer will distribute the movie in their primary market and will sub-license the movie in other markets. Unless an “all-rights deal” is very lucrative, the most potential profit is the aggregate of “territory-by-territory” sales, although attaining that additional profit takes more time and marketing.

To increase the marketability and publicity for *Wish Worm*, the movie may be shown at **film festivals**. Festival showings and the accompanying reviews, accolades and awards can greatly enhance a movie’s value. Also, a **PR firm** that specializes in indie movies can be hired for basic PR functions to prime the pump for distributors. Uproar would continue to market and promote as well, since there’s no such thing as too much advertising.

Horror continues to be one of the hottest genres in entertainment, and *Wish Worm* is an ideal movie for an indie film marketer to buy into. It can open as an arthouse horror picture at film festivals, and with good reviews and social media buzz, it can move to wider distribution and play to horror fans the world over.

Uproar Pictures’ sales team has prior work experience and business dealings with top-level executives at major movie distributors. Although *Wish Worm* can be made for a relatively small budget, the finished movie will be presented to the best distributors of independent films worldwide, some of which are owned by or allied with major Hollywood studios.



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DISTRIBUTION OF A MOTION PICTURE

Distribution of a Motion Picture Typically Encompasses:

1) US-Canada licensing and marketing of a movie for:

- a. Public theatrical release
- b. Non-theatrical exhibition: airlines, hotels, and military facilities
- c. VOD (video on demand), Downloads (sales, rentals), Broadcast TV
- d. Physical copies of DVDs, books, merchandise, soundtracks

2) International licensing by territory for distribution (same channels as domestic).

The LLC's potential revenue streams include payments from licenses of rights to market, exhibit, and sell copies of the movie in the many ways listed above, along with derivative versions of the product in ancillary markets, including music, mobile apps, games, and other merchandising.

For a US-Canada theatrical release, payments are made to the LLC after the movie is released based on profit-sharing percentages. However, US-Canada licenses for VOD and DVD and all international territory licenses typically yield an advance against future royalties on signing.

US-Canada Theatrical Distribution

Traditionally, theatrical distributors front the capital needed to market and distribute the movie within their licensed respective territories. For information purposes regarding movies distributed in North American theatrical markets, theater owners usually divide profits 50–50 with the distributor, prior to the LLC receiving an approximately 35% share from the distributor. Also, distributor marketing costs will come off the top prior to the LLC's percentage calculation. Under this model, a film released theatrically needs to generate significant return before the LLC profits.

Non-Theatrical Distribution

For a non-theatrical release, cable TV companies and VOD outlets typically pay distributors approximately 60% of a movie's VOD profits, and the LLC may receive half of that revenue. Marketing costs are significantly reduced since cable TV and VOD companies routinely run or make available trailers for films they carry, eliminating the need for costly TV ads and print advertising in magazines and newspapers. The advertising focus then shifts to more cost-effective social media marketing strategies.

The spreadsheet on the next page shows box office results for 25 horror movies released since 2000, along with the reported cost of production. The spreadsheet shows several low budget movies (under \$5M) performed as well as many larger budget movies with major stars. It's also important to note that the box office numbers are from pre-COVID years and that comparable pandemic projections are currently more difficult to estimate.



COMPARABLE FILMS

The table below is a sample of 25 horror films spanning over 20 years. Highlighted fields are films we believe to be comparable to Wish Worm as it relates to budget and/or genre.

TITLE	GENRE	LEAD ACTORS	PRODUCTION CO.	BUDGET	LIFETIME WORLDWIDE GROSS	YEAR
You're Next	Horror/Thriller	Sharni Vinson, Joe Swanberg	Snoot Entertainment	\$1M	\$26,900,000	2013
The Purge	Horror/Thriller	Ethan Hawke, Lena Headey	Universal Pictures	\$3M	\$89,300,000	2013
It Follows	Horror/Mystery	Maika Monroe, Keir Gilchrist	Animal Kingdom	\$1M	\$21,500,000	2014
The Descent	Horror/Thriller	Shauna Macdonald	Celador Films	\$3.5M	\$57,100,000.00	2006
Paranormal Activity	Horror/Mystery	Katie Featherston, Micah Sloat	Solana Films	\$15K	\$193,300,000.00	2007
The Witch	Horror/Mystery	Anya Taylor-Joy, Ralph Ineson	A24 / Parts and Labor	\$4M	\$40,400,000.00	2016
The Babadook	Horror/Drama	Essie Davis, Noah Wiseman	Screen Australia	\$2M	\$10,300,000	2014
The Orphanage	Horror/Drama	Belen Rueda, Fernando Cayo	Esta Vivo Laboratorio	\$3.4M	\$78,600,000.00	2008
Hostel	Horror/Thriller	Jay Hernandez, Derek Richardson	Next Entertainment	\$4.8M	\$82,000,000	2006
Get Out	Horror/Mystery	Daniel Kaluuya, Allison Williams	Universal Pictures	\$4.5M	\$272,500,000.00	2017
Sinister	Horror/Mystery	Ethan Hawke, Juliet Rylance	Summit Entertainment	\$3M	\$82,500,000	2012
Saw	Horror/Mystery	Cary Elwes, Leigh Whannell	Evolution Entertainment	\$1.2M	\$103,900,000.00	2004
Shaun Of The Dead	Horror/Comedy	Simon Pegg, Nick Frost	Rogue Pictures	\$4M	\$30,000,000.00	2004
Night Watch	Horror/Fantasy	Konstantin Khabenskiy, Vladimir Menshov	Bazelevs Production	\$4.2M	\$50,300,000.00	2006
The Lazarus Effect	Horror/Mystery	Olivia Wilde, Mark Duplass	Blumhouse Productions	\$3.3M	\$38,400,000	2015
The Devil's Backbone	Horror/Drama	Marisa Paredes, Eduardo Noriega	El Deseo	\$4.5M	\$6,600,000.00	2001
What We Do In The Shadows	Horror/Comedy	Jemaine Clement, Taika Waititi	Unison Films	\$1.6M	\$7,000,000.00	2015
Open Water	Horror/Drama	Blanchard Ryan, Daniel Travis	Plunge Pictures	\$500K	\$54,700,000.00	2004
Let The Right One In	Horror/Drama	Kare Hedebrant, Lina Leandersson	EFTI	\$4M	\$11,300,000.00	2008
Cabin Fever	Horror/Drama	Jordan Ladd, Rider Strong	Tonic Films	\$1.5M	\$30,500,000	2003
High Tension	Horror/Drama	Cecile de France, Maiwenn	Alexandre Films	\$2.2M	\$6,300,000.00	2005
Thirst	Horror/Drama	Kang-ho Song, Ok-bin Kim	CJ Entertainment	\$5M	\$13,100,000.00	2009
Day Watch	Horror/Fantasy	Konstantin Khabenskiy, Vladimir Menshov	Bazelevs Production	\$4.2M	\$42,900,000	2007
REC	Horror/Drama	Manuela Velasco, Ferran Terraza	Castelao Productions	\$1.5M	\$32,500,000.00	2008
Dog Soldiers	Horror/Thriller	Sean Pertwee, Kevin McKidd	Centurion	\$2M	\$3,600,000.00	2002

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INVESTMENT OPPORTUNITY

Movie Investing In Today's Market

Investment in the film industry is highly speculative and inherently risky. There can be no assurance of the economic performance of any motion picture since the revenues derived from the production and distribution of a motion picture depend primarily on its acceptance by the viewing public, a factor that cannot be predicted. The commercial success of a motion picture also depends on the quality and acceptance of other competing films released into the marketplace near, or at the same time.

Every studio has, at one time in its history, counted on a film's success only to have the film perform poorly in the marketplace. There are no guarantees in the film business of a motion picture's profitability. Furthermore, Hollywood is not immune to national or global economic situations such as the banking crisis of 2008. As the general public tightened up their collective "purse strings" so did banks and studios; making investing by individuals more difficult since banks were no longer loaning money to a lot of film investors. Consequently, for the studios, their budgets were more scrutinized, and the days of paying A-list movie stars \$10 million plus were over.

Studios executives wised up and started picking and packaging projects, not the filmmakers. Release dates and marketing campaigns are sometimes announced before there are directors attached or even before a first draft of a screenplay. These are the comic book movies, the reboots, endless sequels, franchises, and movies based on nonfiction bestsellers.

As with most successful businesses, the film industry has continued to evolve and change. This drastic shift has basically left two profitable types of movies—ones with budgets more than \$100 million, and ones with budgets less than \$15 million. The days of the mid-range budgets are mostly gone. However, all of this presents a golden **opportunity** for independent filmmakers if they can stay diligent with their **budgets**, have a **great script**, and remain focused on a sound **distribution strategy**—there are ways to stack the deck in favor of a film's success at these budget levels.

Financing Plan

Uproar Pictures proposes to secure all production financing from equity partners via limited partnership investment. With production funding in place from independent investors, the Company can negotiate the most advantageous distribution deal. Management can choose to wait until principal photography has started to talk to distributors so they will be able to view the professional quality of the film. This strategy allows the maximum amount of flexibility in a rapidly changing marketplace wherein the availability of product is in constant flux.

Being able to self-finance the production of a film puts the Company in the strongest position to control the quality and costs of the film along with striking the best financial arrangements with the various distribution channels. When a distributor commits money to promoting, advertising, and releasing a film, that distributor desires to see the picture be a success, thereby attaining a profit.



RETURN ON INVESTMENT

Acting collectively as Wish Worm LLC's Managing Member, the Uproar Pictures Management Team is confident it will create a motion picture audiences will enjoy and reap financial rewards from distribution channels. There is no guarantee the movie will be profitable, or even earn back its budget. But, Uproar Pictures will stand by its commitment working to attain reasonable distribution arrangements with known and experienced industry professional. In short, the diligent efforts planned are designed to be beneficial to everyone involved.

Using a conservative, selective revenue projection, and an assumption of general industry distribution agreements, an overall projection of gross revenue is approximately \$2 million with a net Wish Worm LLC income of \$1.5 million.

As Wish Worm LLC's Managing Member, the Management Team intends to provide ROI to Wish Worm LLC's Investor Member(s) as follows:

- (i) From the LLC's Gross Income, the Company will cover any and all outstanding production expenses not covered by the production budget, including the ongoing costs of sales, administration (fees, accounting, etc.) distribution "deliverables" (dubbed version, re-edits for format specs, etc.) and any deferred pay of talent salaries or other such costs.
- (ii) After the deduction of any deferred fees of outstanding expenses, the Producer's Net Income will be dispersed to the LLC Investor Member(s) proportionate to (pro rata) each individual investment until Investor Member(s) are made whole plus 20% of their investment. The Investor Member(s) will be in first position for recoupment of their investment, receiving their original investment back plus 20%.
- (iii) After equity investor(s) recoupment plus 20% from the LLC's net profit, investor(s) would then receive 50% of net profits. The remaining 50% of net profits would be dispersed to the LLC's management team, per "profit-sharing" contracts with the LLC. Then moneys will be disbursed to the all LLC Member(s) at the same time.

Accounting statements from distribution companies are generally handled on a quarterly basis for the first two years of the distribution agreement, and thereafter semi-annually for a period of two years. Accounting statements are then handled on an annual basis. Generally, the distribution company is responsible for providing statements and paying any sums due to the production company within 60 days of the close of the quarter. The Company will provide the investors with accounting statements and payments due and owing, if any, within 60 days of the receipt of those statements and moneys from the distributor.



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RISK MANAGEMENT DETAILS

State Tax Rebates

Currently, the majority of U.S. states in the southeastern territory offer some form of tax incentives for production companies. As your producing partner, this will directly assist you in maximizing your investment. During pre-production, we will apply for a refundable cash rebate from one of the following states: Tennessee, Kentucky, Alabama or Georgia.

Each of these states requires a minimal spending qualification. Both Alabama and Georgia require a minimum expenditure of \$500,000. It's more likely we'll look harder at Tennessee and Kentucky for our cash rebate since these states offer more enticing incentives with lower local expenditure requirements. Some incentive highlights from both of these states include:

- 30% refundable cash rebate / up to 35% in KY for resident labor.
- Minimum spend: \$125K for KY / \$200K for TN.
- 100% of the investment qualifies.
- No project cap.
- No minimum shoot day requirement.
- No brokers needed.
- No lengthy wait on approval for rebate after application submission.
- Free access to state-owned buildings, parks, and roads.
- No state permitting fees.

Qualified expenditures include production costs that are incurred during pre-production, principal photography, and post-production. This includes payments for goods and services used in the state in connection with a qualified production that has been either purchased from state vendors or paid to a state resident.

Federal Tax Rebate

The section 181 deduction under the Tax Cuts and Jobs Act of 2018 (TCJA) creates a **100% deduction** for any money invested in the film. Other highlights include:

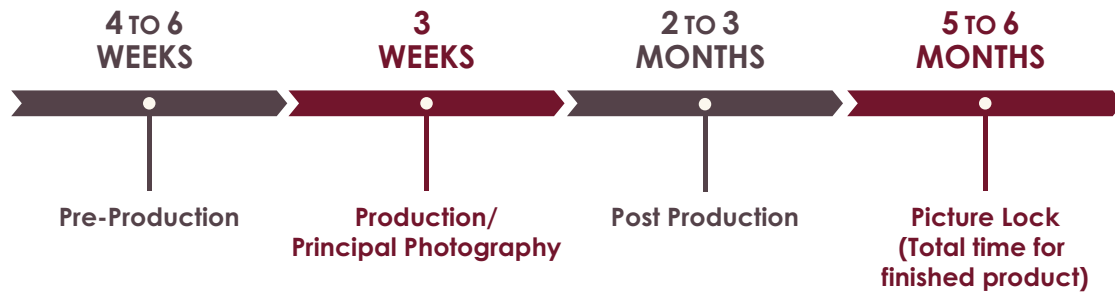
- 100% of the motion picture costs are deductible in the same year of investment.
- There is no budget cap.
- There is no minimum film production budget cost.
- Section 181 can be applied to active or passive income.
- Rather than an expense, the investment can be written off as depreciation.
- For every \$1 a high net investor invests, the investor can write off .37 cents from the investor's tax return.
- Investors can be either individuals or businesses.
- There is no expectation for film distribution or film completion.
- The LLC will issue Schedule K-1's to the investor(s) so they can take advantage of Section 181.

*** The purpose of this page is to explain how state rebates and Section 181 works. It is not intended to be legal or tax advice. Contact your own tax or law professional for more information.**

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PRODUCTION TIMELINE



Sellable Film by 7 to 8 Months of Capitalization

After the movie is completed, a trailer of up to 2 minutes must be produced to support marketing efforts. We will immediately begin reaching out to distributors within the first few months of picture lock.

GOAL: Wish Worm is sold and profitable within 9 - 11 months of funding.

Production Plan

The following stages will begin upon capitalization of the film:

- (i) **Development:** During this stage, the Company will “package” the film (i.e. attached actors, key production personnel and other talent).
- (ii) **Pre-Production:** During this period, the Company will hire all crew, cast and finalize all actors, scout and secure all locations, secure rentals for camera and lighting packages, and prepare/ finalize shooting schedules. This is also the time period where the director will work exclusively with the special effects editor for comps and effects to be utilized in the film during post production.
- (iii) **Production:** The production period (3 weeks) will be time the principal photography will be shot. After the 3 weeks, all the scenes for the movie will be completed.
- (iv) **Post Production:** During the post-production phase, the director and editor will select the best “takes” of the various scenes and edit those takes into an assembly of the entire film. Also, music will be acquired or composed, and the director may also do “looping sessions” (re-recording the actors’ voices in a sound studio) and “Foley sessions” (creating sound effects).

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FULL STORY SYNOPSIS

Wish Worm

Six friends. Three couples. A weekend party in a secluded country house. It's supposed to be a typical party for these young 20-somethings: wake-up, drink, smack talk, more drinking, pass-out, repeat the next day. The only bump in the road is between ALLI and her boyfriend, MICHAEL. Things have been a little chilly lately, and she hopes this weekend can help mend their relationship.

One evening over a few drinks and rowdy conversation, PHILIP, the group's resident stoner, reveals that he's brought a surprise for everyone. He produces a small, tin-foil-wrapped package. Within it is a pale, grub-like worm about the size of a thumb. It's a "wish worm," a new underground drug rumored to be produced in Japan. The worm is supposed to give those who ingest it powerful hallucinations that allow them to experience their deepest desires. A more enticing angle is the rumor it's a telepathic drug – people who eat a portion of the same worm can actually share their hallucinations.

Of course, everyone shares a few laughs about what their deepest desire might be-- Jessica Alba for some, Ryan Reynolds for others. The only hesitation anyone has is rumors people have died or gone insane from taking the drug. But when it comes down to it, temptation wins out. The worm is split-up and eaten by all six friends.

At first, nothing happens, other than everyone falling asleep. They awaken somewhere between disappointed and pissed-off. But as each couple prepares for bed, they soon realize the drug is working. Colors begin to grow vivid. Weird images flicker for an instant, then disappear.

Then, it happens... each member of the group begins to experience their deepest desire. For KATH, it's a warm feeling of comfort. She sees herself in a bright, sunny field on the best day of her life, her eighth birthday.

For her boyfriend, Philip, it happens by accident; he drops a glass, cutting his foot. But though there's blood, he realizes he can't feel pain.

For TYLER, it's a transformation from her timid, insecure self into a version of the person she admires the most: Kath. Tyler's hair darkens, her clothing becomes sexy leather... she becomes a bad-ass.

As each person experiences their desire, the others see it too, bearing witness to their friend or lover's innermost wish. It is a joyful, ecstatic experience until...

... CHUCK's desire is revealed. He envisions Alli coming to him – making love to him. Tyler is not happy to see this, and lets him know it. Michael realizes the event might be based upon a true event; that Alli has been having an affair with Chuck.

Alli and Michael somehow seem to be immune to the drug, but they still have their own problems to contend with. Michael has a secret that threatens their relationship, and Alli desperately wants to save it.

As in all deals with the Devil, everyone's wish comes with strings attached-- each person's desire leads to a dark revelation about themselves. The most dangerous is Tyler, whose deepest desire now is to get revenge against her friends for betraying her.



FULL STORY SYNOPSIS *(continued)*

Tyler transforms into a sexy, demonic monster and begins to hunt down her friends one by one and kill them.

Alli and Michael hide in the bathroom. While the monster stands outside, beating on the door, ready to attack, Michael explains to Alli the only thing that can save her is to acknowledge the truth. She has always prided herself on being "real," but she realizes she hasn't been honest with herself. Her mind opens and, fighting through the power of the drug, she remembers:

Six months ago, she told Michael about the affair she had with Chuck. Michael committed suicide in their bathtub. And when she took the wish worm, her greatest desire came true – Michael was alive again and on this trip with them. Her wish was shared with the others, who also forgot Michael was dead (due to the effect of the drug).

She tells Michael she knows the truth, now. He explains the truth is a hard thing to take sometimes. She says she doesn't want the truth anymore, that she'd rather live a lie and stay with him. They fall asleep in the bathroom.

The next morning, she awakens alone in the bathroom. She joins her friends in the kitchen, where everyone is recovering from the effects of the wish worm. However, instead of being angry or upset, they all laugh off the revelations of the drug and agree they were lucky nothing bad happened.

Then Michael walks through the door, and we learn that Alli is still under the influence of the drug. It is giving her greatest desire now — to be together with her friends and Michael, everyone getting along like the best of friends.

But through quick flashes, we see the group: Chuck, Tyler, Kath, Philip, and Alli as they actually are in reality. They are all in the same circle where they were sitting when they took the worm, but their eyes are empty. They are dead, a result of having "died" in their fantasy. Kath is staring off in a catatonic state, her mind refusing the reality around her.

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If you are interested in getting more information on *Wish Worm*, please contact:

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