

"I read a lot of screenplays.  
This one is a masterpiece."  
- C. Lytton, Holding Pictures

"A sparkling gem! A prestige  
piece – but skewed toward a  
younger audience. I'm loving  
this!" – B.Bowen, Archstone



"Sexy and Dangerous!"  
- Red Thorn Productions

"I read Midnight Swing and love it.  
You write beautifully. The structure  
is precise, the story compelling, and  
the world so vital." – L. Runge, OneZero Films



# MIDNIGHT SWING



# MIDNIGHT SWING

## GENRE

Music-based drama, LGBTQ+

## FORMAT

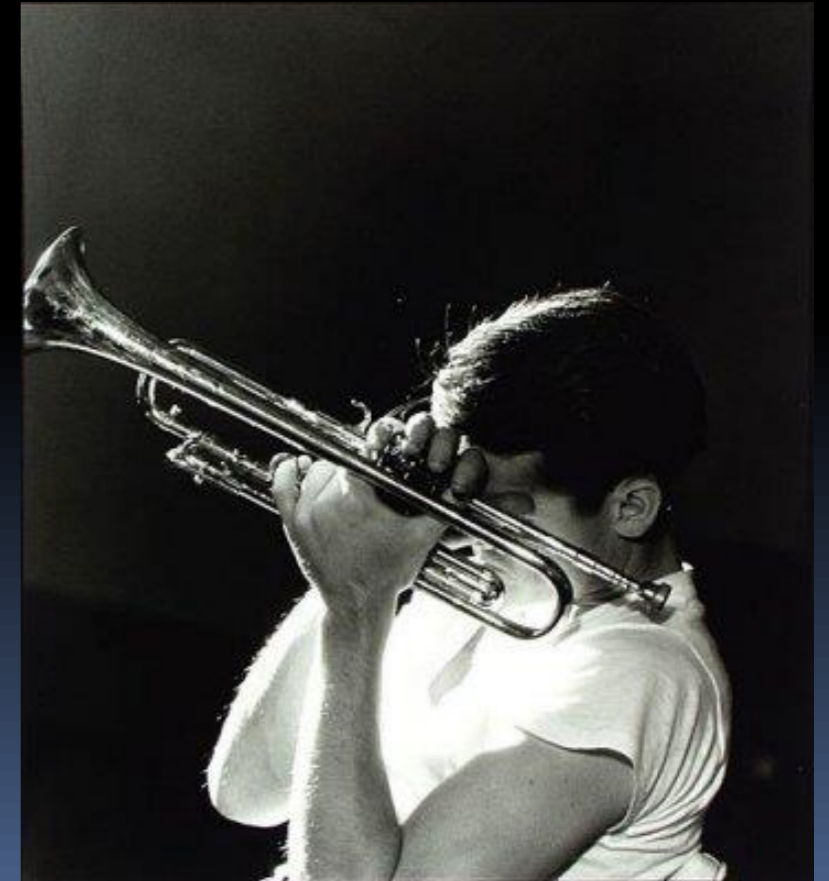
Feature with series potential

## SETTING

It's 1939 – a shimmering time when jazz dazzles, swing is King and dance halls across the nation are hopping. Lording over all of this are the boys in the band.

## LOGLINE

A boy in a small-town swing band confesses his feelings for the 2nd-chair trumpet player – just as the band is about to explode onto the National stage.



## STORY

It's 1939 – Hollywood's most glamorous year. Smoking tea is all the rage and kids as young as fifteen are hitting the road in hopes of becoming the next Benny Goodman.

Charlie is one of those starry-eyed kids. He and his best friend Jack revel in jazz, booze and women while trumpeting with a hot local swing band in Ohio. Charlie and Jack are inseparable, but for Charlie it's different; he's secretly gay and in love with Jack, in a time when that is not something you share.

But Charlie is able to keep it cool – until a photographer from the Big Apple shows up to do a story on small-town swing bands, and sets his sights on Charlie.

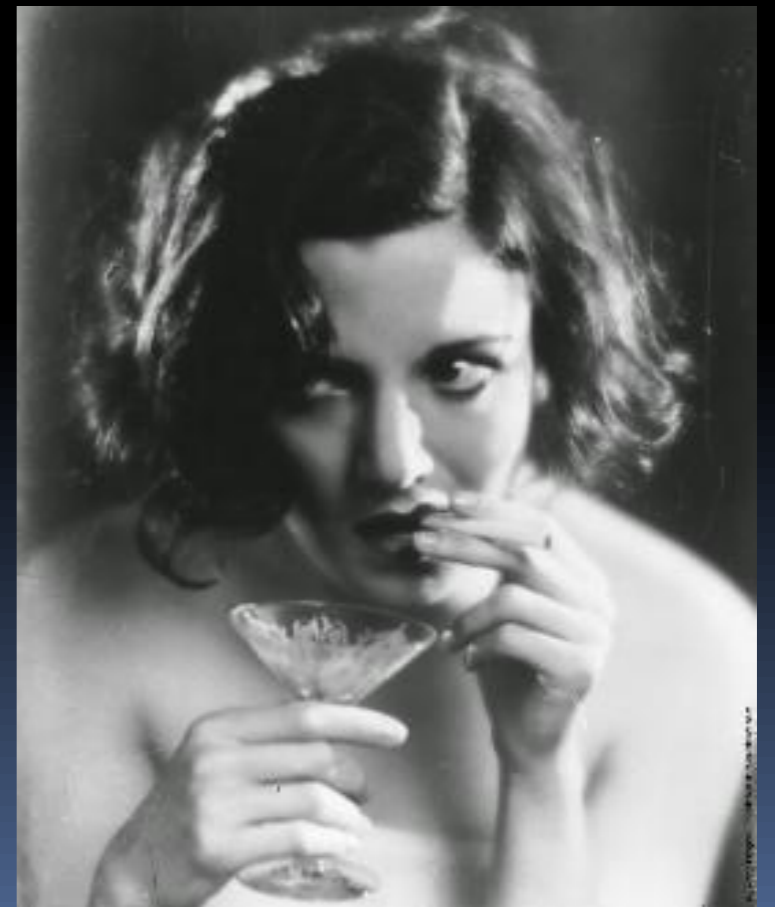
Larry is a tall drink of water, a real smooth talker – and he picks up on Charlie's sexuality.

Larry boasts that he can get Charlie and the band into the pages of *Downbeat*. After a raucous night of jazz and booze, he invites Charlie back to his hotel room under the guise that he wants to show him some photographs he's taken of famous Big Bands. Starry-eyed and naïve, Charlie accepts the invitation and has his first sexual encounter with another man.

Now, Larry has a way into the band as they prep for the show that will launch their careers. They're one show away from catapulting to a new level of fame, when Charlie confesses his love to best friend and fellow trumpeter, Jack. Once Jack gets over the shock and anger, his feelings are anything but mutual.

Everything and everyone that Charlie has ever loved is unraveling before his eyes – just because he finally came out. Now he must battle to save the band from falling apart and pick up the pieces of his broken heart and identity.

Imagine if *Call Me By Your Name* met *Almost Famous* in the Big Band era. That's the tone and emotion of *Midnight Swing*; exploring that one, brief, beautiful moment we have before we realize we are on the other side of adulthood.



# The World of Midnight Swing

DownBeat, 1939

America is swooning over Clark Gable, Mickey and Judy are putting on a show in the barn, and kids everywhere are terrified of those flying monkeys from a land called Oz.

On the music front teens can't get enough of the hot new jazz that's exploding across the country. These young pepper-shakers dance so hard they have to replace the floor every year at the famed Savoy.



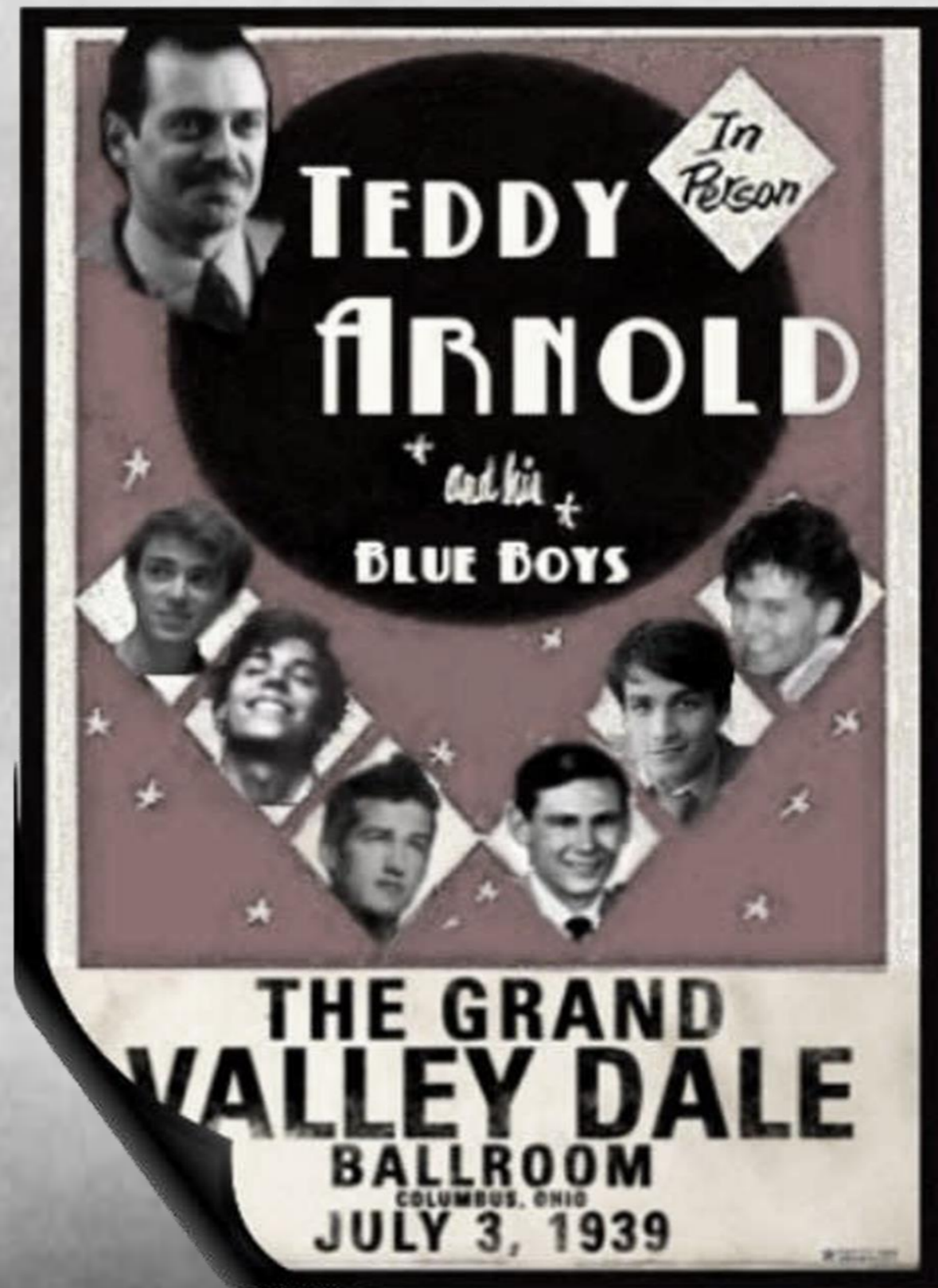
This has adults of a respectable reputation puzzled. Where does one go to hear these sounds?

If you want a real jamboree just hop a train to New Orleans to hear the Southern-fried wail of brass from the Astoria Hot Eight. Or head on over to Chicago where you can catch "Pops" for a grand night of sizzling jazz at the Royal Garden Cafe. Up in Harlem Duke's blues-soaked rhythms add a touch of sophistication to the Cotton Club.

Twelve-hundred miles away Bennie Moten and Count Basie get the crowds jumping in Kansas City, while Goodman and his Orchestra swing out in every venue from East to West.

But if you want to catch a lively night of real stomping and swirling - of madness, mayhem and merriment - you need to visit those small towns where some of the most obscure little bands of the Midwest blow the roof off the joint. Dear reader, we suggest you put on your best and head to a little joint in Ohio called the Starlight to catch the antics of Teddy Arnold and his Blue Boys Dance Band. You never know what's going to happen when those cats take the stage.

*L. Evans, DownBeat Magazine*



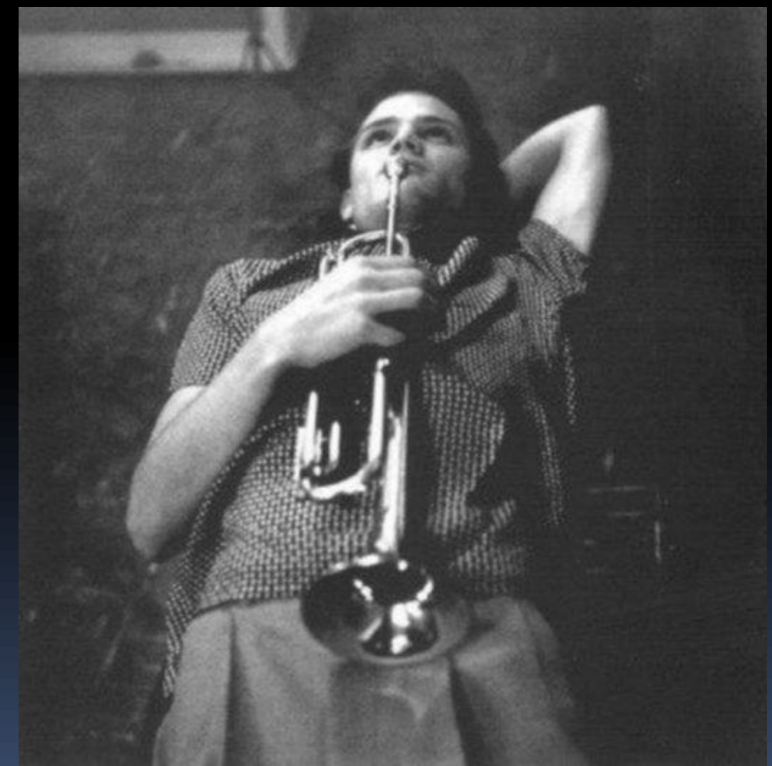


Cast of Characters



The Breakdown

CHARLIE

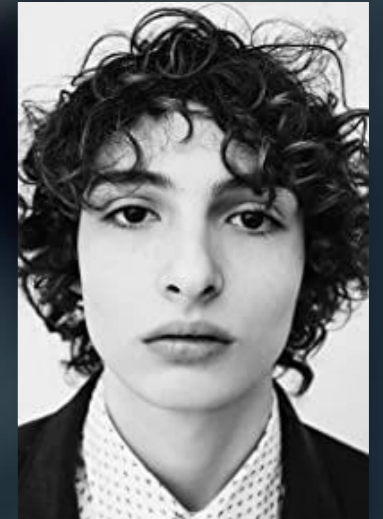


## CHARLIE HATFIELD

Charlie Hatfield, 18, is a young man with a natural talent for music. One of the hottest trumpet players around, he's fortunate to find himself soaking up the limelight on a local level with Teddy Arnold and his Blue Boys Dance Band. Charlie's inner conflict is his evergrowing love for his longtime best friend, Jack DuPree – the second-chair trumpet player – which he fights hard to keep secret.



Asa Butterfield



Finn Wolfhard



Uriah Shelton



Hayes Grier



Sean Giambrone

## Scene 54: Larry takes Charlie to a "safe" bar.

INT. BAR - NIGHT

A dark, quiet bar... the kind of place for secrets. A few MEN share a drink, a whisper, a look as Larry and Charlie enter. Heads turn to Charlie as they step up to the bar.

BARKEEP

Gentlemen.

LARRY

Gin and tonic, and...

Larry turns to Charlie.

CHARLIE

An Orange Crush, please.

Larry hides his amusement. The barkeep studies Charlie -- who straightens to look more grown-up.

CHARLIE (CONT'D)

With rum?

BARKEEP

Rum and Crush! Comin' right up!

## Scene 28: After the kiss

INT. MEN'S ROOM - NIGHT

Charlie enters and collapses over the sink. He splashes water on his face and viciously scrubs the night off. He pulls back his collar to reveal a hickey glowing on his neck.

Larry enters.

Charlie sees Larry's reflection in the mirror. He claps his hand over the hickey and faces Larry.

LARRY

I wanted to make sure you were okay.

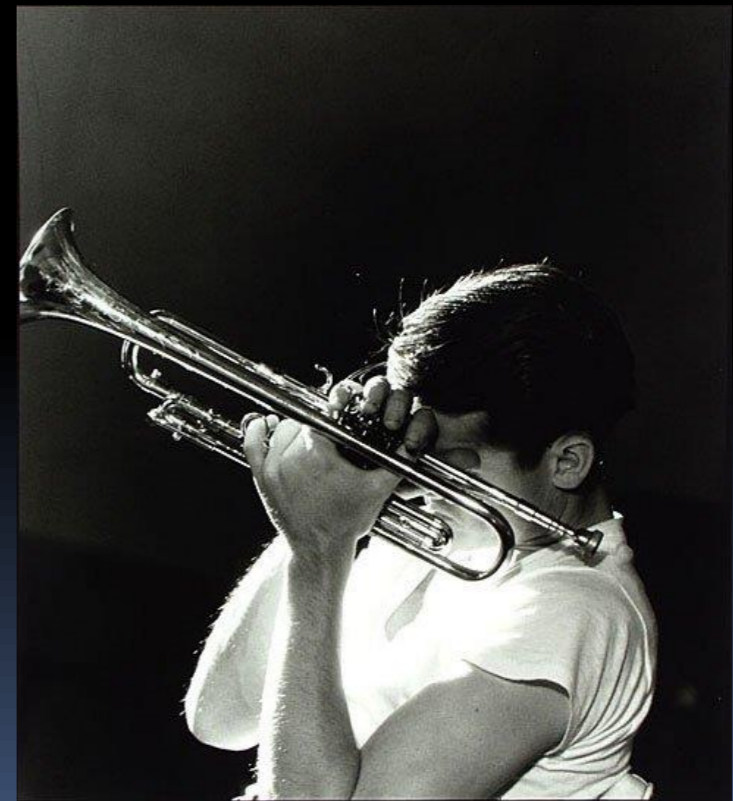
CHARLIE

Hey, I have a girlfriend.

LARRY

I have a wife.

JACK



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## JACK DUPREE

Jack Dupree, 19, is not the brightest crayon in the box, but he's showy and daring and a real piece of eye candy for all the ladies – not to mention Charlie. Jack is a little rough around the edges having had to take care of his lush of a promiscuous mother for most of his life. Without a father figure to bring him up he leans toward his bandleader, Teddy, for approval and praise. Jack has a lust for attention and will take it from anyone but finds his best audience in Charlie.



Michael Provost



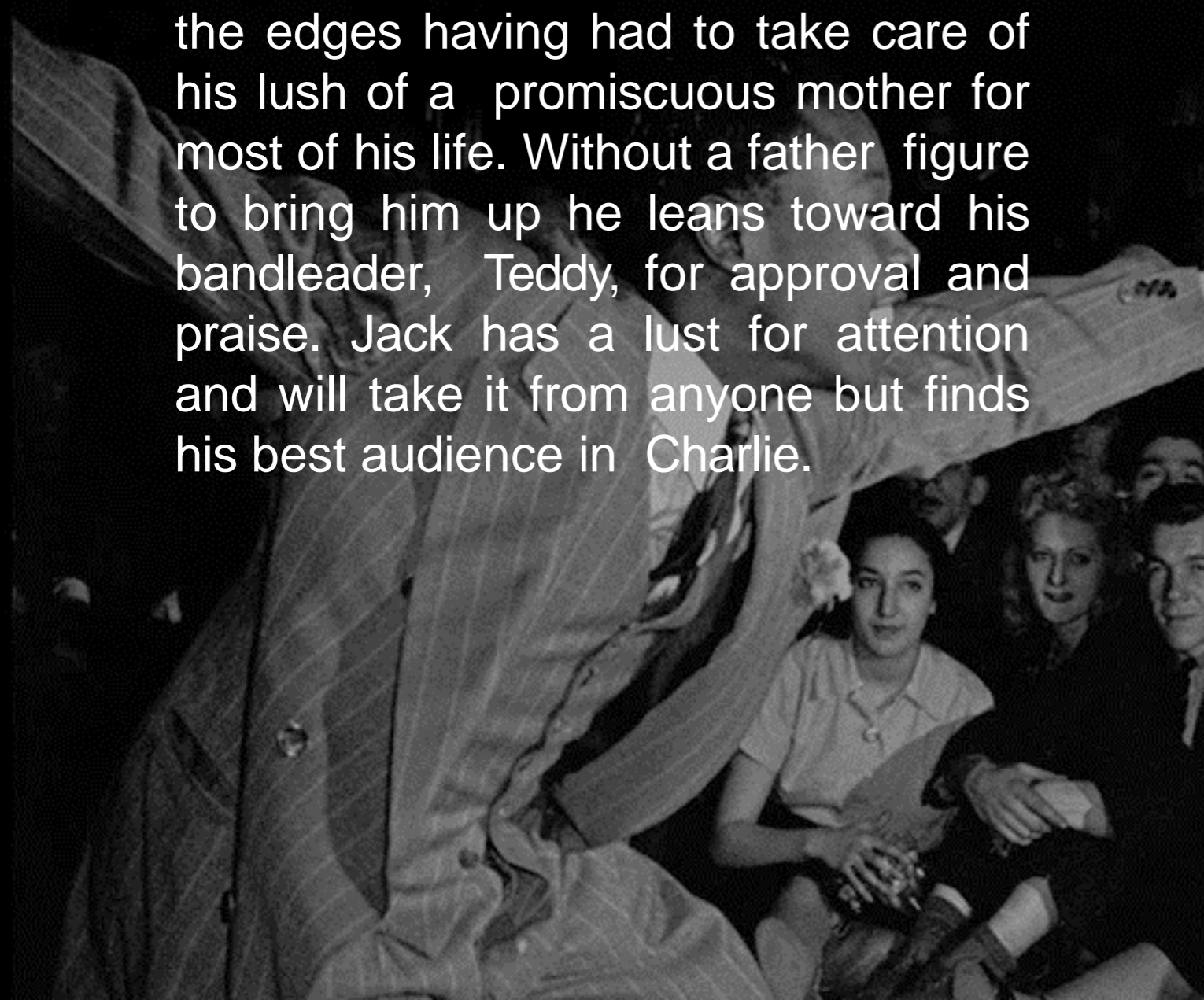
Kyle Allen



Alex Neustadter



Jacob Hopkins



Scene 50: Charlie and Jack share dreams under a celebratory July 4th sky.

JACK

If I could have any night - it'd be a night where we're at one of the big clubs. The Palomar. And Benny Goodman would open for us! And we'd be so hot out there in Hollywood they'd make a picture about us - except we'd get to play ourselves because they couldn't find anyone better lookin'. That'd be my night.



## From Scene 98: Jack meets Doreen after learning Charlie is gay.

Doreen taps a long cigarette from her case and places it between his lips. He nods his thanks.

She lights his cigarette with a fancy silver lighter. He studies the encrusted diamonds on the lighter, the lines around her red lips, the crinkled skin around her eyes.

He exhales his smoke out over her head.

JACK (CONT'D)

What are you? A movie star or something?

DOREEN

Do I look like one?

JACK

No.

He downs his second drink.

JACK (CONT'D)

You look better'n one - if you don't mind me saying so.

TEDDY



## TEDDY ARNOLD

Teddy Arnold, 50+, is the desperate bandleader. Not the most confident of fellows, and lacking certain skills when it comes to women, he relies on his young musicians to pull in the crowd. A sad sack most of the time, Teddy really only comes alive when he's onstage with his boys. With no other skills to rely on he pours all his focus into making the band a topnotch celebrated entity. But he has a distraction; Jack's single mother, Mary.



Paul Giamatti



Ewan McGregor



Steve Buscemi



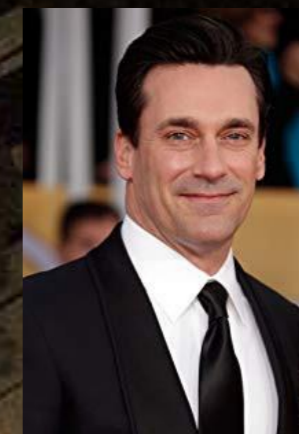
Hugh Jackman



Jon Osbeck



David Arquette



Jon Hamm

**From Scene 84:** Teddy discovers shoe-polish "cat whiskers" painted on his face while he slept -- a prank from his band. He chases them around the lot, drunk and winded.

Teddy looks up at the sky, the rain falls on his face.  
The others follow his gaze.

CHARLIE

What are we looking at?

TEDDY

The moon, Charlie.

They search the empty sky.

JACK

There's no moon out. It's dark.

TEDDY

It's there all right. You just can't see it 'cause the clouds are in the way.

## From Scene 84, cont'd

CHARLIE

Teddy, you're drunk.

TEDDY

Maybe.

Charlie hides his grin. He grabs Teddy's handkerchief and unsuccessfully tries to clean Teddy's painted face.

TEDDY (CONT'D)

This is the life. No clock to punch. No boss breathing down your neck. I love it. I love being on the road with you guys. You're my family, like brothers. All of us.

CHARLIE

You're old enough to be my old man.

TEDDY

Put a sock in it, Hatfield. You don't know how good we have it. We've got everything we could possibly want.

HERBERT

Teddy, we're stranded in Cleveland. In the rain.

LARRY



## LARRY EVANS

---

Larry Evans (35-40) is a dashing, young photographer from the Big Apple who is working his way up the ranks. His photos have appeared in Metronome, Melody Maker and Downbeat, among many other venues. He loves bands – and is especially drawn to Teddy Arnold and his Blue Boys – a small outfit he comes across while on assignment for a story on little club swing bands of the Midwest. Though he has a wife in NY, Larry falls hard for Charlie.



Jeremy Irvine



Austin Butler



Joe Alwyn



Kit Harrington

## From Scene 25: Larry makes a move on Charlie.

Larry takes in Charlie's sweet face, brushes the back of his hand against his soft cheek.

Charlie pulls himself up - wobbly.

CHARLIE

Oh, I stood up too fast... My lips'r buzzin'.

LARRY

Maybe I poured too much. How's the eye?

CHARLIE

S'fine.

LARRY

Let's have a look.

Larry holds Charlie's face in his hands, studies his wounds. Charlie stumbles as he backs away.

CHARLIE

I think... I'm uh - I'm a little drunk. I better go. Thanks for the music - and the dance and you're just the tops. And everything.

Charlie collapses. Larry hovers over him. He unbuttons Charlie's collar and loses his balance into him.



MARY



## MARY DUPREE

Mary Dupree, late 40s, is a single woman whose world is centered around herself. Strikingly beautiful, she relies on her looks to get her through life. Working is just too hard for her to handle. It's much easier to bat an eye at a drooling man to get her rent paid, her groceries bought and whatever else she desires. And that sad-sack drip of a bandleader, Teddy, is a great little meal ticket.



Carla Gugino



Christina Hendricks



Parker Posey



Lauren Graham



Michelle Monaghan



Sherilyn Fenn

From Scene 51: Larry meets Mary at riverside festival.

Mary wades to the banks, her dress clinging to her curves. A flash bursts in front of her face. She looks up to find Larry with his camera aimed at her.

Mary smiles and pushes the wet locks of hair from her face.

Larry sits back against the brush and aims his camera at the people in the river. Mary sits down by his side.

MARY

I'm Mary.

LARRY

I know. Teddy told me. He can't seem to stop talking about you.

Mary wrings out her wet dress to look presentable for Larry. Larry pockets his note-pad, adjusts his camera.

MARY

Do you have a cigarette?

From Scene 51, cont'd

Larry pulls out a cigarette and places it between Mary's lips. He lights it for her and turns his attention to The Blue Boys romping in the river.

MARY (CONT'D)

Do you take many pictures of girls in wet dresses?

Larry looks at her with a smile.

LARRY

Not many.

MARY

Then I'm part of your rare collection.

# DAISY and DINAH



## DAISY POPP

---

Daisy Popp (a young Debbie Reynolds type), 18, is Charlie's best gal. Vivacious and bubbly, she is the envy of all the other girls because Charlie picked her. Daisy's big dream is to one day marry Charlie and become a famous dancer for all those big MGM movies that she can't get enough of. In the meantime, she has to find a dancing partner because her boyfriend is always up on the stage playing.



Sophia Lillis



Maisie Williams



Taylor Richardson



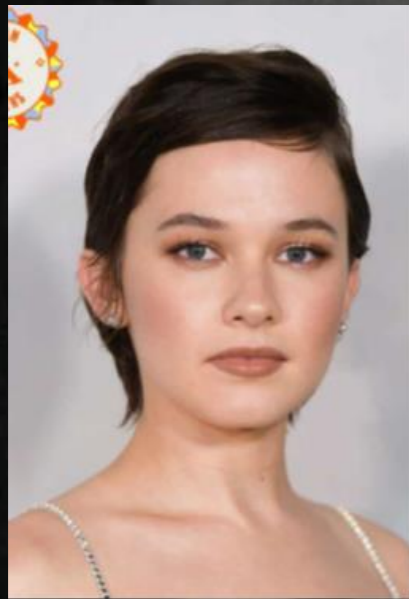
Sadie Sink

## DINAH

---

Dinah is Daisy's best friend in the whole world. These two are inseparable. Where Daisy is a flash of color and energy, Dinah is the more collected one.

She's beautiful, calm and smart – but her heart belongs to bad boy Jack DuPree.



Cailee Spaeny



Izabela Idovec



Kiernan Shipka



Mackenzie Foy

## From Scene 86: Daisy and Dinah try caviar.

DAISY

And what are those little things with the with grape jelly on top?

WAITER

That, Miss, is caviar.

He offers the tray and lets them choose.

DAISY

Caviar! Oh, let's try it!

DINAH

Oh, let's do!

Dinah takes the cake gingerly from the tray. Daisy copies her actions. They study the glistening caviar as the waiter exits.

DINAH

What's caviar?

DAISY

I think it's French for cake.



# MARTHA

November, 1954

LADIES' HOME JOURNAL

## To make gay meals easier... plan them backwards

Here are desserts so mouth-watering they save time, save money, save worry on the whole meal.

50 tempting, varied recipes—wholesome for children—tempting to husbands—in a new *Free* cook-book *Soul for it now!*



**MINUTE SPONGE**  
Sponge cake with fruit.

**PEANUT BUTTERCAKE**  
Tasty cake with peanut butter filling.

**BROWNIE**  
Rich, moist brownie.

**WHITE TAPIOCA**  
Creamy tapioca pudding.

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**MINUTE TAPIOCA**  
GENERAL FOODS CORPORATION

MINUTE TAPIOCA  
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the First Time at  
Spectacular Savings

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Your Choice

Refer to Size Scale on Page 32

## MARTHA HATFIELD

Martha Hatfield (45) is Charlie's good-hearted mother. Because her husband works third shift at the steel mill she's often left alone. Jack DuPree, though years younger, is often able to convince her to step outside of her boredom which appeals to her girlish heart. Because of Jack sweet-talking her out of the house, she can occasionally be seen hitting the dance floor while Teddy's band plays. And her husband need never know a thing.



Missi Pyle



Larisa Oleynik



Linda Cardellini



Juliet Lewis



Donna Lynne Champlin

## From Scene 24: Jack coaxes Mary out to the Starlight.

JACK

Get dressed. We'll go to the club.

MARTHA

Shhh! The neighbors.

JACK

They're all down at the Starlight. Come on, Mrs. Hatfield, let's go dancing!

Jack dances a fox-trot across the lawn.

MARTHA

It's too late. Everyone's asleep.

JACK

You're not. Come on. Didn't you have fun the last time we went out?

MARTHA

It's after ten.

JACK

Artie Shaw is playing.

From Scene 24, cont'd

MARTHA

Artie Shaw?

JACK

Would I lie?

MARTHA

I'd bet my last thin dime on it.

JACK

Mrs. Hatfield! I'm hurt!

MARTHA

Shhh!

JACK

Come on. We can make it back before  
the next set.

Martha studies Jack in all his charm.

MARTHA

I'll be right down. Just be quiet.

Jack leans against the tree and lights a cigarette.



## DANCE

Midnight Swing is lush with dance numbers and stylized movement. The big dance numbers include a raucous night at the Starlight, a **waltz under the stars** and a **drunken tap dance** in the rain. Sprinkled throughout the story are moments with stylized blocking that will include choreography for our fictional band, Teddy Arnold and his Blue Boys. Dance is hot in America and around the globe. One of the highest rated and longest-running shows on TV is Dancing with the Stars.

Did you know?

There are over **15,700 swing dance societies** around the globe including (but not limited to) the UK, Japan, Singapore, South Korea, Russia, Canada, Eastern Europe, the Netherlands, Australia, France, Germany and the US. (Maps and stats available through the World Swing Dance Council.)



# Music

We plan to take a page right out of the Big Band swing-era by using **Public Domain** songs that are ingrained into the American conscience. (This will also keep our music budget much more affordable.)

With its roots in **red hot jazz**, the music of Midnight Swing will sizzle and swing in the early part of the story to match the enthusiasm of our youthful and hopeful characters. By the end of the story, the music will take a more somber and **bluesy tone** to match the arc of our characters who are now more road-worn and much less innocent. More music details with youtube audio samples are available as part of our e-package.



Visit

[Midnight Swing Music Files](#)

## Deb Havener – Writer / Producer



<https://www.imdb.com/name/nm1422935>

Deb is an award-winning writer/producer and a multiple Nicholl Fellowship semi-finalist. She has recently signed with Laurie Ashbourne of LA Story Studio for the production of *Midnight Swing* and to develop *Barrel House Blues*.

Some of Deb's honors include:

- Nicholl Fellowship semi-finals (*Midnight Swing, Blood Land*)
- Sundance Screenwriting Official Entry (*Red Hot Charlie*)
- Screencraft Fellowship finalist (*Raining Cats*)
- CIFVF Bronze award for hip-hop doc *Groove Shack*

Deb executive-produced the acclaimed anti-bullying short, *Strain*, with actress/director Yin Chang (Disney's *Prom*, CW's *Gossip Girl*). It was selected by the PACER organization to be used as part of an educational toolkit to spark discussion about bullying among high school students. Senator Martins (NY) declared *Strain* "the most powerful film I've seen on this important topic."

Deb worked as a producer for Pretty Egg Productions for 15 years and now runs Dream River. She continues to work for a public library that has the distinction of being 1 of 5 libraries in America to have received a 5-star rating for 14 consecutive years from the Library Journal. Current projects in development include the feature *Happy Noise* and an untitled limited series.





## Laurie Ashbourne - Producer



Laurie comes to the film industry via the feature animation world. She spent eleven years at **Walt Disney Studios**, where among other things she learned the craft and nuance of story and how to balance that with the business, while acting as a supervisor for some of the company's most successful films, such as: "The Little Mermaid", "Beauty and the Beast", "The Lion King", "Mulan", "Aladdin", "Tarzan" and more.

After which she went into the world of documentary features as a writer/director for "The Center of Story", a doc centered on the International Storytelling Center in Jonesborough, TN. From there she went to work as a producer and script supervisor in Austin, TX's burgeoning indie film scene and as a producer with acclaimed documentary director David Modigliani (RUNNING WITH BETO, 61 BULLETS, CRAWFORD).

With four features she wrote as work-for-hires in production, a dozen ghost-writing films and pilots in development, an independent animated feature in pre-production, an original story she wrote "10-31" was recently announced on the fast-track to production with acclaimed producers Eli Roth and Roger Birnbaum and a bio-pic she wrote is in early stages with Bohemia Group Originals. Laurie is also longstanding story analyst for the likes of Amazon Studios Feature Films and Austin Film Festival. In addition, she oversees several projects in development via her company, LA Story Studio. Her documentary work continues as well, as a producer for iconic director Robert Greenwald's Brave New Films banner where she just co-produced, SUPPRESSED - the fight to vote, about rampant voter suppression in Georgia and the rest of the country.



## Diane Cornell - Line Producer



With over 25 years of experience in both domestic and foreign projects, Diane has worked with NBC, ABC, CBS, Showtime, HBO, Universal Pictures, Sony Pictures/ Columbia Pictures and Hallmark just to name a few. Diane is regularly hired to create finance packages for investors or to review and consult revisions to existing finance packages and business plans.

Diane is a member of the DGA and the PGA.

Her short film *See Me* was a festival winner at the Sacramento Film Festival for Outstanding

Film In addition, Diane was involved with the 4-time Oscar nominated film *Far From Heaven*.



## Micky Shiloah - Producer

A native New Yorker, actor/writer/musician/producer Micky, moved to Los Angeles to pursue acting in a variety of mediums. Among his credits are *Mistresses*, (ABC), *NCIS: Los Angeles* (CBS), HBO's *Westworld* and the feature film *The Party is Over* with Kathy Baker. He got his start performing in the off Broadway play *God is Nearer than the Door* as well as in front of a sold-out crowd at the Radio City Music Hall for *A Time for Music*. Micky is currently developing a contemporary musical comedy series *Bad Gay* with Deb Havener. Micky has also written and produced a number of shorts including *The Dead Diaries* and *The Church Ladies*.

You can still catch him in monthly live performances with LA's improvisational comedy troupe *The Mad Jackrats* (LPNS Studio).



## Vanessa Nirode - Head of Wardrobe

Vanessa's exceptional work in wardrobe and costume design runs the gamut from family programming to the colorful and macabre world of Quentin Tarantino. Her lavish costuming can be seen in such films as *Sin City* (Dimension Films), *Cop Out* (Warner Brothers), *Planet Terror* (The Weinstein Company), *Grindhouse* (Dimension Films), HBO's *Girls* and the popular *Spy Kids* franchise.

Vanessa was the Key Tailor and Head of HBO's costume-building shop for the award-winning *Boardwalk Empire*.

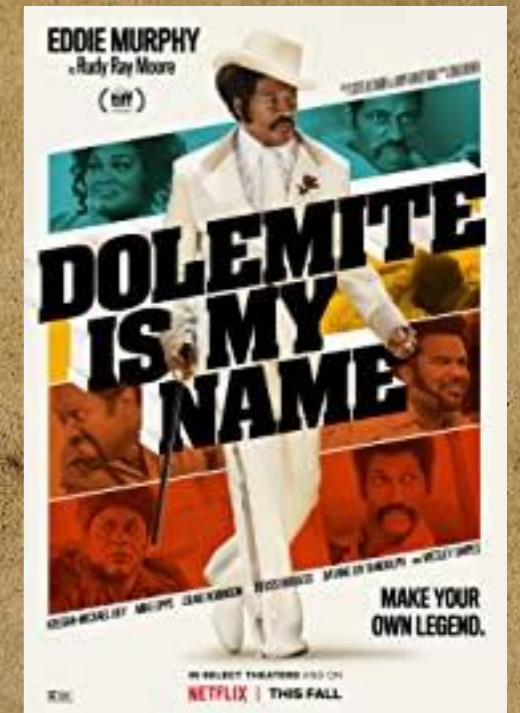


## Ron Mason - Head of Art Direction

Are you as much a fan of Ron's work as we are?

We are thrilled to have Ron Mason head our art direction for *Midnight Swing*! From his candy-colored palettes on *Glee* to his smoldering and sexy dark tones of *The Vampire Diaries*, Ron is an artist who pays strict attention to detail to evoke just the right mood while complimenting all the other production elements at play.

Ron's feature work can be seen in the smash box office hits *Guardians of the Galaxy Vol. 2*, *Avengers: Infinity War*, *Avengers: Endgame*, *Gemini Man* and *Killers of the Flower Moon* to name a few.



HOLLYWOODLAND



**EXECUTIVE SUMMARY:** LA Story Studio is producing a feature film, currently titled *Midnight Swing*. The script is an Academy Nicholl Fellowship (top 114 out of over 6,300 screenplays) and Screencraft International Fellowship semi-finalist screenplay (top 125 out of over 2,000 screenplays).

We are currently comparing cost-effective locations for principal production in Ohio, Kentucky, Georgia, UK or Canada to make use of film production subsidies in those areas.

The Company sees tremendous opportunities for the film based on its budget, genre and international appeal for distribution to new media, both streaming and digital Pay-Per-View, as well as traditional media outlets, primarily theaters, cable, broadcast television and home entertainment outlets.

Midnight Swing Productions, LLC seeks \$13,000,000 which will be leveraged utilizing production subsidy tax rebates as mentioned below.

### **Market Opportunity to Serve New Media Distribution Outlets**

The Company believes that new distribution outlets, primarily digital television networks and the internet are providing increased outlets for low budgeted feature films with strong cast and strong story lines. The internet and the advances of social networking technologies have created vast multi-platform opportunities. Usage of new media will be included in the marketing strategy of the film.

### **Film Festival Route**

The producers may decide to show the film at festivals in order to gain critical recognition, establish distributor relationships and potentially close domestic and select international license agreements. Therefore, they have included this cost in the budget for festival attendance at either Sundance, Toronto, LA Screenings, AFM or the Berlin film festival.

### **Genre Films Maintain Box Office Appeal**

Low to moderately budgeted films in the drama and romantic comedy genres, with recognizable cast have historically performed well in the US and international box office.

# INVESTMENT OVERVIEW

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**Investment Size:** Investment of \$13,000,000 for film production (which includes festival submission/attendance)

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**Uses:** The production of **Midnight Swing**.

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**Term:** The Company plans to commence principal photography within 2 quarters following the completion of financing; and to release the film to both domestic and international markets approximately within 6 months after completion.

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**Capital Structure:** Simple capital structure comprised of a single class of equity investor.

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**Target Returns:** If the film generates returns as illustrated in the following cash flow projections, the anticipated returns are:  
Tier 1: 100% of invested capital  
Tier 2: 20% premium on invested capital  
Tier 3: 50% of net profits thereafter

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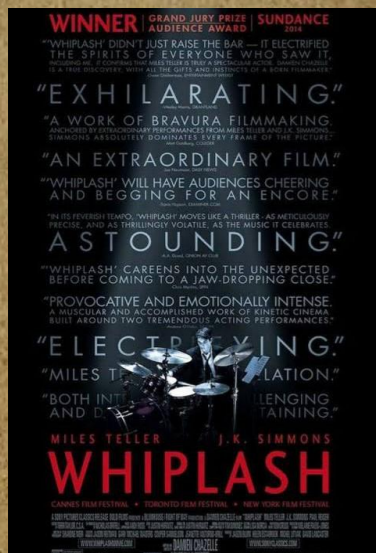
# INDUSTRY COMPS



<b>THE ARTIST</b>	
Genre: Music, Romance, Drama, Comedy	
Production Budget: \$15 Million	
Total Lifetime Grosses:	
Domestic	\$44,671,682 (33.5%)
Foreign	\$88,761,174 (66.5%)
Worldwide	\$133,432, 856



<b>CALL ME BY YOUR NAME</b>	
Genre: Drama, Gay	
Production Budget: \$3.5 Million	
Total Lifetime Grosses:	
Domestic	\$18,095,701 (44.3%)
Foreign	\$22,778,129 (55.7%)
Worldwide	\$40,873,830



<b>WHIPLASH</b>	
Genre: Music, Drama	
Production Budget: \$3.3 Million	
Total Lifetime Grosses:	
Domestic	\$13,092,000 (26.7%)
Foreign	\$35,890,041 (73.3%)
Worldwide	\$48,982,041



<b>LA LA LAND</b>	
Genre: Musical, Romance, Drama, Comedy	
Production Budget: \$30 Million	
Total Lifetime Grosses:	
Domestic	\$57,749,353 (62.4%)
Foreign	\$34,742,461 (37.6%)
Worldwide	\$92,491,814



<b>BROKEBACK MOUNTAIN</b>	
Genre: LGBT, Romantic Drama	
Production Budget: \$14 Million	
Total Lifetime Grosses:	
Domestic	\$83,043,761 (46.6%)
Foreign	\$95,018,998 (53.4%)
Worldwide	\$178,062,759



# FILMING IN OHIO

A variety of productions are occurring all across the state of Ohio, thanks in part to the Ohio Motion Picture Tax Credit administered by the Ohio Development Services Agency. The Ohio Motion Picture Tax Credit provides a refundable, transferable tax credit of 30 percent on production cast and crew wages plus other eligible in-statespending.



One of our great finds is the Grand Valleydale Ballroom in Columbus, Ohio, an authentic 1930s ballroom. Today, the owners have taken great pains to preserve the authenticity of this jewel from the swing-era. A plus side for the production of *Midnight Swing* is that several scenes can be shot in and around the Valleydale's many rooms.

The beautiful Columbus Athenaeum is a single building that houses several authentic 1930s ballrooms and stages all under one roof. This will save a significant amount of time and money as we can move our cast conveniently from one prepared room to another. Built in the 1890s and refurbished in 1936, the current owners have taken great pains to keep the authenticity over the years while keeping the building up to code. This authenticity will provide a lush and affordable backdrop for many of our interior scenes and greatly enhance our production value.



## FINANCIAL OVERVIEW - Assumptions

- The producers plan to commence production of *Midnight Swing* within 2 quarters of close of financing.
- Released theatrically, rental receipts are expected to be received during the first three to six months following release.
- DVD/BluRay receipts are anticipated to begin four months following initial street date release.
- Streaming / Pay television, which includes Netflix and other streaming technologies, typically pays in the first 24 months following theatrical release.
- Digital Distribution which includes Pay-Per-View, Video-on-Demand and EST (electronic sell-through) internet streaming is projected to begin shortly after the theatrical window is concluded.
- Broadcast, basic cable and syndicated television typically begins 36 months following the theatrical release.
- International sales are expected to commence during the production cycle, completion of the film and Notice of Delivery. and generate a minimum of 35% of the full \$13M production budget up to a maximum of 40% of the production budget, with potential for additional overages based on theatrical performances. The majority of initial sales are expected to be received 2 months following completion of the film and Notice of Delivery.

## FINANCIAL OVERVIEW - Assumptions

- International Overages – additional sales above and beyond minimum guarantees by distributors may be generated in all or specific markets based on the performance of the film in that market.
- Distribution fees are expected to range from 25% of receipts in the US and 16.5% in international markets including CAM account costs.
- Distribution costs are primarily domestic print & advertising, DVD manufacturing and support, Digital marketing and delivery costs, and additional marketing and delivery to ancillary domestic, and all international markets.
- The production budget is estimated at \$13M, with a minimum projected 20% tax incentive rebate offset. The rebate may be twice to three times that amount depending on the location, location spend and source of key talent.

## MITIGATING RISK/ PROTECTING THE UPSIDE

- The producers will carefully weigh the alternatives between Digital Distribution and Theatrical Distribution.
- Evolving opportunities with new media in the digital arena led by Netflix and Amazon, with recent entrants such as Disney and Hulu, have created the ability to generate significant returns without the cost risks of expensive print and advertising campaigns.
- Original content for streaming services has shown an increase with its subscription-based models. Such SVOD services help save marketing dollars in a film's budget as they have their own marketing campaigns for their programs.
- Management will test market the film and confer with marketing and distribution experts prior to releasing the film domestically.

# MITIGATING RISK/ PROTECTING THE UPSIDE

## The Case for Theatrical

- The producers will take a business approach to the decision of theatrical versus VOD as the primary media for US Distribution. The film will be geared for a moderate theatrical release based on genre and cast. However, to mitigate risk, extensive test marketing and focus group screenings will take place prior to a decision for theatrical distribution.
- The Company will also seek a domestic Minimum Guarantee for distribution during the film production, which would provide a solid return to investors, and allow the domestic distribution partner to contribute to the strategic discussion on best distribution alternatives.
- Theatrical distribution creates the opportunity for break-out success with moderate screen counts and therefore controllable P&A expenditures

## FILM WATERFALL MODELS

Performance Scenarios based on Domestic Box Office				
	Low	Breakeven	Moderate	High
<b>Domestic Box office</b>	\$12,500,000	\$25,000,000	\$35,000,000	\$50,000,000
<b>Rental Rate</b>	40.0%	44.0%	45.0%	47.0%
<b>Theatrical Rentals</b>	\$5,000,000	\$11,000,000	\$15,750,000	\$23,500,000
<b>Revenues</b>				
Theatrical Rentals	\$5,000,000	\$11,000,000	\$15,750,000	\$23,500,000
Non-Theatrical	\$375,000	\$750,000	\$1,050,000	\$1,500,000
DVD Revenues	\$3,125,000	\$5,000,000	\$7,000,000	\$7,500,000
Streaming - Pay Cable	\$3,125,000	\$6,250,000	\$8,750,000	\$10,000,000
PPV, VOD, Internet	\$3,125,000	\$6,250,000	\$7,000,000	\$10,000,000
FTV- Broadcast / Basic Cable	\$937,500	\$1,875,000	\$2,625,000	\$3,750,000
International Sales / Pre-Sales	\$4,550,000	\$5,200,000	\$5,200,000	\$5,200,000
International Overages	\$0	\$1,050,000	\$3,550,000	\$7,300,000
<b>Total Revenues</b>	<b>\$20,237,500</b>	<b>\$37,375,000</b>	<b>\$50,925,000</b>	<b>\$68,750,000</b>
<b>Distribution Fees</b>				
Domestic	\$3,921,875	\$7,781,250	\$10,543,750	\$14,062,500
International Dist. Fee	\$750,750	\$1,031,250	\$1,443,750	\$2,062,500
<b>Total Distribution Fees</b>	<b>\$4,672,625</b>	<b>\$8,812,500</b>	<b>\$11,987,500</b>	<b>\$16,125,000</b>

## FILM WATERFALL MODELS

	Low	Breakeven	Moderate	High
<b>Distribution Costs</b>				
Print and Advertising	\$7,500,000	\$15,000,000	\$21,000,000	\$27,500,000
DVD Costs	\$1,093,750	\$1,750,000	\$2,450,000	\$2,625,000
International costs	\$150,000	\$150,000	\$150,000	\$150,000
Pay-per-View Dist. Costs	\$156,250	\$312,000	\$350,000	\$500,000
Television Distrib. Costs	\$81,250	\$100,000	\$100,000	\$100,000
Residuals	\$490,050	\$850,500	\$1,127,700	\$1,467,000
Participations (net)			\$175,000	\$1,000,000
<b>Total Distribution Costs</b>	\$9,471,300	\$18,162,500	\$25,352,700	\$33,342,000
<b>Production Budget</b>	\$13,000,000	\$13,000,000	\$13,000,000	\$13,000,000
Production Subsidy / Rebate	(\$2,600,000)	(\$2,600,000)	(\$2,600,000)	(\$2,600,000)
<b>Total Production Costs</b>	\$10,400,000	\$10,400,000	\$10,400,000	\$10,400,000
<b>Net Receipts</b>	(\$4,306,425)	\$0	\$3,184,800	\$8,883,000
<b>Investor Recoupment</b>				
Production Investment	\$11,000,000	\$11,000,000	\$11,000,000	\$11,000,000
Recoupment Investment	\$6,693,575	\$11,000,000	\$11,000,000	\$11,000,000
Interest Coupon	\$0	\$0	\$2,200,000	\$2,200,000
Net Profit participation	\$0	\$0	\$492,400	\$3,341,500
<b>Total Return</b>	(\$4,306,425)	\$11,000,000	\$13,692,400	\$16,541,500
ROI	(39.1%)	0.0%	24.5%	50.4%

# STRENGTHS

**DANCE** is hot in America and around the globe. One of the highest-rated shows on TV is the long-running Dancing with the Stars. Midnight Swing explodes with show-stopping and innovative choreography.

**MOVIE & TV MUSICALS** are hot niches that attract film review boards such as AMPAS, Golden Globes, AFI and BAFTA and generate great Box Office: La La Land, Pitch Perfect, Mamma Mia, Chicago, Moulin Rouge, High School Musical, The Artist, Whiplash – have all tapped into mainstream America. The ratings and ancillary profits generated around the globe are proof that the world craves more of this kind of picture.

**But, isn't this a period piece – and aren't period pieces hard sells?**

You may have heard that period pieces are hard sells. That said, we'd like to point out just a few period piece features and series that were successful both critically and at the box office:

American Hustle	\$ 251.2 million	Gangs of New York	\$ 193.8 million
The King's Speech	\$ 414.2 million	Brokeback Mountain	\$ 178.1 million
Call Me By Your Name	\$ 41.9 million	L.A. Confidential	\$ 126.2 million
Titanic	\$ 2.187 billion	Grease	\$ 396 million
The Revenant	\$ 533 million	Moulin Rouge	\$ 179.2 million
The Great Gatsby	\$ 353.6 million	Singin' in the Rain	\$ 12.4 million
Stand By Me	\$ 52.3 million	Saving Private Ryan	\$ 482.3 million
There Will Be Blood	\$ 76.2 million	Shakespeare in Love	\$ 289.3 million
Hairspray	\$ 202.5 million	Chicago	\$ 306.8 million
The Artist	\$ 133.4 million	The Help	\$ 216.6 million
An Education	\$ 26.1 million	Joy	\$ 101.1 million
Sing Street	\$ 13.6 million	Once Upon a Time... in Hollywood	\$374.5 million



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