

Fatal Games

An Investment Proposal

Please Contact:

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Draft Revised (V1) June 15, 2010

Copyright: Media Financial Partners, Inc. March 16, 2009

Pantera Films & Media Financial Partners, Inc.

To: Investor
From: Pantera Films & Media Financial Partners, Inc.
Re: "Fatal Games"
Date: June 25, 2010

Media Financial Partners and Pantera Films are producing a feature length motion picture written by Rafael Quesquen and H. Kaye Dyal, Executive Produced by H. Kaye Dyal and Melissa LeEllen, Produced by Rafael Quesquen and Michael Thornton, to be Directed by H. Kaye Dyal.

The proposed budget of "Fatal Games" (the "Picture") is approximately \$650,000 (the "investment"). The proposed cast includes; Dennis Quaid, Alice Eve, Melissa LeEllen, Peter Facinelli and Chris Evans (credits not contractual). Our production anticipates using Newport Beach, California as the primary locations for the Picture. The Picture will be filmed in HD Red Camera (in color), and shall have a rating restriction no less than "R". It will be between 90 and 120 minutes in length.

MFP is seeking a \$650,000 in equity to complete the funding.

MFP is in immediate need of a loan commitment to be placed in a dedicated, principal protected escrow, but your final commitment will be subject to your review and approval of all key personnel and film production elements; including script, producers, budget, schedule, locations, key cast and director. Upon your review of our Financing Agreement, you would provide MFP with the approximately \$650,000 equity which you would be asked to deposit in an escrow account, said escrow to remain in your own name until the satisfaction of the escrow instructions by all parties.

At the successful conclusion of all key production element negotiations, production funds will be deposited in a dedicated Production LLC account, under the control of the Producers.

We are offering the investor one hundred ten percent (110%) of the Picture's gross profits until the production investment is recouped. Thereafter, the Investor shall receive fifty percent (50%) of the Picture's Net profits from all world-wide theatrical and DVD revenues, in perpetuity. For the purposes of this letter only, "Net Profits" shall mean all receipts derived, in perpetuity, from the world-wide rights of the Picture in all media now known or hereafter devised, less all production costs, distribution and sales fees and distribution expenses, festival expense, overhead charges, interest and any mutually approved expenses incurred in connection with the Picture.

As regards credits on the Picture, your investor will receive an Executive Producer credit on the Picture, said credit(s) to appear in the Picture's main titles and in all paid advertising not excluded by industry standard exemptions.

Additionally; MFP shall warrant and represent, in writing, that all rights title and interest

in an to the screenplay from which the Picture is devised, is free and clear of any liens and encumbrances and is eligible to be exploited as contemplated hereunder.

After the Investor/s have granted written approval for the above listed Elements, MFP and Pantera Film shall reasonably consult with the Investors with regard to all material matters relating to the production of the Picture, however, if there is any disagreement with respect to the business and/or creative elements of the production, the final decision shall be made by the Producers.

Very truly yours,

Rafael Quesquen, Melissa LeEllen and
H. Kaye Dyal

INTRODUCTION

The information contained in this Executive Summary is confidential and proprietary to Media Financial Partners, Inc. (referred to as “Production Company”) and is intended only for the persons to whom it is transmitted by Production Company or its representatives. Any reproduction of this document, in whole or in part, or the divulgence of any of its contents without the prior written consent of Production Company, is prohibited.

This is a business proposal; it does not imply and shall not be construed as an offering of securities. Prospective investors are not to construe the contents of this document as investment, legal or tax advice from either the Production Company or the preparers of this document. Any prospective investor should consult with professional investment advisors and gain professional legal and tax advice.

Each potential investor specifically understands and agrees that any estimates, projections, revenue models, forecasts or assumptions are by definition uncertain and thus possibly unreliable. Any party considering a transaction with Production Company agrees to look solely to its own due diligence.

Confidentiality Agreement: The recipient of this document acknowledges that the information provided by Production Company in this business proposal is confidential. Therefore, the recipient of this document agrees not to disclose any of such information without the express written permission of Production Company. Additionally; as said information is to be treated as confidential; any non-disclosure, confidentiality agreement, non-circumvention and or other similar agreement by and between Production Company and the recipient of this business proposal shall be binding upon the parties with respect to the information contained in this business proposal.

It is hereby acknowledged by the recipient of this document that the information to be furnished in this Executive Summary is in all respects confidential in nature (other than such information which is already in the public domain through other means) and that any disclosure or use of same by the undersigned may cause serious harm or damage to Production Company.

Upon request, this document is to be immediately returned to Production Company.

Contact Information

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I. PICTURE SYNOPSIS

FATAL GAMES

An original Screenplay by Rafael Quesquen and H. Kaye Dyal

A murder mystery.

There is usually something unknown about a murder, it's a mystery, except to the murderer, but a mystery can be solved.

Marlon Miller and Sasha Miller have been married for three years. They live a privileged life and they live in luxury. Sasha is the daughter of a well to do family, who has inherited a large trust fund. Marlon is a risk taker, a Golden Gloves boxing champion at nineteen, and an artist who has never been financially liquid. Marlon is a big, dark man, good looking, and a risk taker. Sasha is a beauty, possessing all the advantages of health and upbringing she might ever need. When a loved one tells a story, she'll listen. When this person "dances", she'll watch. Her support is always there. Marlon is a seasoned, if somewhat cynical veteran of odd jobs and hard knocks, but being creative is his most basic need, an obsession, a constant in his nomadic work life.

Marlon and Sasha's marriage has always been a challenge, but nothing has prepared either of them for what they are about to experience.

The first shock is the murder of a woman Marlon barely knew, a drinker like Marlon has become. Marlon likes a drink well enough, but surviving a violent, and somewhat suspicious automobile crash has left him with a serious case of amnesia, and an even greater thirst.

Sasha watches Marlon struggle to remember anything prior to his automobile accident. Images come and go in strange, fragmented pieces. Marlon even imagines Sasha was with him when his car crashed, but Sasha knows she was not in the car. Marlon can't trust anything he remembers these days. And as he drinks, his current impotence makes his life a bad dream.

As Marlon prepares for an all important exhibit of his latest work, he is introduced to a new model, Katlin. The girl is quite stunning, and she possesses a natural and flagrant wild side that is playful and risky. And then there is Sasha's lawyer and business manager, Peter, a man who is friendly, but competitive, if there's going to be a winner, Peter would prefer it be him. Peter is a schemer, and it appears to Marlon he has a plan to separate Marlon from his wife.

It was Peter who suggested Katlin give Marlon a call, she's a model, and a good one. Helpful in all respects. What does Katlin's brother Jason want as he begins to visit his little sister in Marlon and Sasha's home where Katlin has managed to get an invitation to live in?

Why haven't the Police asked Marlon any more questions about a murdered girl Marlon spent time with the same night as she was found dead outside a Laguna Beach bar? Peter is a very good lawyer and he's used to shielding his client Sasha from her "mistakes". Sasha has lived a sheltered life. Until now.

One after another, events and pressures build in Marlon's tortured brain. Marlon is remembering things, and they aren't good things, they are dangerous and violent, and these remembered bits and pieces include a girl's murder in graphic detail. The detail a witness might know, or a murderer.

Who is the killer? Is it Marlon, or is it someone trying to implicate Marlon? Is it someone else? A stranger? A neighbor? A random act?

Marlon is closer and closer to seeing something disturbing... and someone will solve the murder, a murder that will either send Marlon to jail for life, or absolve him from his deepest fears.

II. TOP SHEET AND BUDGET

Rafael Quesquen and H. Kaye Dyal are the writers and owners of the screenplay "Fatal Games". They have submitted the screenplay to distributors and readers, who have all expressed their appreciation of the stories blend of elegance and brutality, love and suspense. Pantera Films and Media Financial Partners will mount a production aimed at a major independent domestic theatrical release before selling the film to world-wide markets.

Title: Fatal Games: *Project Summary*

Synopsis/Genre:	Mystery/Thriller; Marlon and his rich wife Sasha are trapped in a cycle of hurt and pain. Marlon's amnesia has warped his ability to remember the events of a nearly fatal car crash to left him reeling, his identity and ability to work compromised. For an artist, it's a devastating condition. And there is a murder to be solved, of a girl Marlon knew, someone is trying to destroy Marlon's life.
Locations:	Newport Beach, California
Production Company:	Media Financial Partners, Inc. & Pantera Films in association with Journey Films, Inc.
Director:	H. Kaye Dyal
Writer(s):	Rafael Quesquen and H. Kaye Dyal
Executive Producers;	Melissa LeEllen and H. Kaye Dyal
Producer(s):	Rafael Quesquen & Michael Thornton
Associate Producer:	(open)
Proposed Cast:	Dennis Quaid, Alice Eve, Peter Facenelli, Chris Evans,
U.S. Distribution:	(open)
Foreign Distribution:	The Little Group
Tentative Schedule:	Begin Pre-Production, Spring 2010; Shoot, Summer 2010; Post, Summer and Fall 2010
Budget:	\$650,000

III. CAST

Key Cast: Due to strong personal and professional relationships with one or more members of the production team, the Production Company believes that the below listed characters will be performed by actors as proposed above*.

* The Cast listed above is a suggested cast list only, and none of the actors have been approached, given or have accepted offers at this time

IV. PRODUCTION ACTIVITIES

Director: H. Kaye Dyal is a seasoned director in this market, whose credits include “The Memory of Us”, “High School Confidential”, “Silence”, “Trained to Kill”, “Project: Eliminator”.

Producer and Writer: Rafael Quesquen is a talent manager of many years experience. Mr. Quesquen will serve as a Producer on the Picture. Mr. Michael Thornton will also serve as a Producer on the picture. Mr. Thornton operates and runs Journey Films, a company that owns the latest in digital camera equipment and also has a digital post production facility.

Executive Producer:

Mr. H. Kaye Dyal’s credits include;

Co-Executive Producer on the hit MGM/UA film “*Saved*” (2005); this film was written and directed by Brian Dannelly, with a cast that includes Mandy Moore, Jena Malone, Patrick Fugit, Macauley Culkin, Eva Amurri, Mary Louise Parker and Martin Donovan, released by MGM/UA.

President of Production for Gravity Pictures for that Company’s production of Larry Clark’s perversely true story “*Bully*” starring Nick Stahl, Brad Renfro, Rachel Miner Bijou Philips, Kelli Garner released by Canal + and Lions Gate.

Writer on the international hit “*Lone Wolf McQuade*” starring Chuck Norris and David Carradine for Orion Pictures, which became the highly successful television series “*Walker Texas Ranger*”.

Director/Writer on the film “*Project Eliminator*”. This film stars David Carradine, and Frank Zagarino, distributed by Prism Pictures and Overseas Film Group.

Director/Writer on the film “*Trained to Kill*”; starring Frank Zagarino, Ron O’Neal, Chuck Connors, and Frank Reeves. This film was picked up Overseas Film Group.

Co-Producer on the film “*Silence*”; a nation wide release by Cinema Financial Partners, starring Will Geer, Ellen Geer and Ian Flanders and directed by John Korty.

Director on the film “*The Memory of Us*”; this film was written by Ellen Geer, who starred with Jon Cypher and Rose Marie, Peter Brown and Will Geer. The film was released theatrically by Cinema Financial Partners.

Producer/Writer on the film “*A Rose For Emily*”; this film is an adaptation of William Faulkner’s classic short story and stars Anjelica Huston, John Houseman, John Randolph, Sally Kirkland, and Jered Martin.

V. THE SOUNDTRACK

Music: The Production Company intends to score, market and distribute the Soundtrack in the United States and throughout the world. The Production Company will leverage a number of music libraries and with our personal and professional relationships with major distribution companies, promote and market the Soundtrack. At this time the Production Company has not committed to a distribution company for the Soundtrack.

VI. INVESTMENT OPPORTUNITY

The Production Company is seeking one or more entities or individuals (hereinafter “Investor”) to invest \$650,000 (including financing fees) to fund the complete production of the Picture (hereinafter “Investment”). The Investor will participate by entering into a Production Finance Agreement with Production Company; said agreement will not create an equity interest in the Production Company, but rather a percentage participation in revenues generated by the exploitation of the Picture

In return of providing the \$650,000; Investor shall receive 110% of Production Company’s net profits until the Investment is recouped. For purposes hereof, “net profits” shall be generally defined as Production Company’s gross receipts derived from exploitation of the Picture, less all of production company’s costs, fees, overhead charges, interest and expenses incurred in connection therewith

VII. POTENTIAL RETURN ON INVESTMENT

Under the anticipated structure of our alliances formed in the production of the Picture and based upon an estimated between \$850,000 and \$1,500,000 in worldwide receipts from all revenue projected therefrom (DVD, Foreign Sales, Cable, etc.) the Investor may expect to receive, in this example, an approximate return of his or her principal, and a estimated profit equal to 15% to 25% net return within approximately a 24 month period. This projection is not to be thought of as anything other than a conservative example based on the performance of other similar films, and does not account for the difficulties the Company may experience in collecting changing domestic and foreign sales prices (for additional examples, see the comparable’s list below). In addition, this projection is estimated for a film that receives no USA theatrical release.

In many cases, films at this budget level far exceed these return projections, and indeed, go on to earn very large returns on the original investment.

VIII. USE OF FUNDS / PRODUCTION BUDGET

The budget set forth in the table below is based upon numerous assumptions, including the timing of photography and post-production periods, and may differ from the actual budget of the picture. The assumptions upon which the budget is based are subject to certain risks and uncertainties that could cause actual results to differ materially from the Production Company’s present expectations or projections.

“Fatal Games”

Executive Producer:
Producer:
Co-Executive Producer:
Director:

4K digital SAG
Principal Photography: 18 days
2nd Unit: 2 days
Locations: Orange County, CA

Acct#	Category Title	Total
101-00	STORY AND SCREENPLAY	\$15,000
102-00	EXECUTIVE PRODUCERS	\$30,000
104-00	PRODUCERS & STAFF	\$35,000
105-00	CO-PRODUCERS (Associate Prducers)	\$2,500
106-00	DIRECTOR	\$36,000
107-00	TALENT SAG "Low Budget" + Fringe + Tax	\$75,000
108-00	ATL TRAVEL & LIVING EXPENSES	\$6,000

Total Above-the-Line ***\$199,500***

109-00	PRODUCTION STAFF	\$44,000
110-00	CAMERA	\$22,000
111-00	ART DEPARTMENT	\$4,500
112-00	SET CONSTRUCTION	\$2,000
113-00	SPECIAL EFFECTS	\$7,500
114-00	SET OPERATIONS	\$6,800
115-00	ELECTRICAL/Generator/Diesel	\$22,000
116-00	SET DRESSINGS	\$5,000
117-00	ACTION PROPS	\$4,000
118-00	PIC/VEH. & ANIMALS	\$6,000
119-00	PROPERTY	\$5,500
120-00	SPECIAL PHOTOGRAPHY	\$1,800
121-00	EXTRA TALENT	\$2,000
122-00	WARDROBE	\$10,200
123-00	MAKE UP & HAIR	\$9,600
124-00	PRODUCTION SOUND/Equipment Rental	\$7,500
125-00	LOCATION EXPENSE	\$25,000
126-00	CATERING (18X40X25)	\$18,000
127-00	VIDEO TAPE	\$1,800
128-00	TRANSPORTATION	\$10,000
129-00	Digital Storage and Processing	\$10,000
130-00	TESTS	\$1,500
131-00	DIT/Media Manager	\$5,850
132-00	SPECIAL UNIT (CGI)	\$7,500
133-00	STEADICAM	\$10,000

Total Production ***\$250,050***

134-00	Post Supervisor/Editor and 2nd	\$18,600
135-00	DI Online Color	\$27,500
136-00	MUSIC	\$8,000

137-00	SOUND (POST PRODUCTION) MIX	\$15,000
138-00	POST LAB FILM, TAPE & LIBRARY	\$22,500
139-00	VISUAL EFFECTS	\$15,000
140-00	TITLES	\$2,500

Total Post Production	\$109,100
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141-00	INSURANCE	\$16,000
142-00	PUBLICITY	\$15,000
143-00	PRODUCT PLACEMENT	\$0
144-00	GENERAL EXPENSES	\$25,000
145-00	FRINGES & BENEFITS (1099)	\$0
146-00	CLEARANCES & E&O	\$3,500
147-00	LEGAL & ACCOUNTING	\$10,000
148-00	CONTINGENCY	\$30,000
149-00	MPAA RATING FEE	\$4,000

Total Other	\$98,500
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TOTAL ABOVE-THE-LINE	\$199,500
TOTAL BELOW-THE-LINE TOTAL	\$359,150
TOTAL OTHER	\$98,500

GRAND TOTAL	\$657,150
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X. RISK FACTORS

The recipient of this document should carefully consider the speculative and high-risk nature of investing in the production of independent films and consider the following factors before any investment in this Picture or any other independent film.

Motion Picture Industry: All of the Production Company's operating revenue, if any, will be derived from fees from the sale or distribution of the Picture. The motion picture industry involves a substantial degree of risk. Each motion picture is an individual artistic work, and its commercial success is primarily determined by audience reaction, which is unpredictable. Accordingly, there can be no assurance as to the financial success of the Picture. If the Picture does not meet with sufficiently favorable audience reaction, then the Production Company may not generate sufficient revenue, and any investor in the Picture may lose all or a portion of their respective investments.

Financing Requirements: The costs of developing, producing, marketing and/or distributing motion pictures have generally increased in recent years and may continue to increase in the future. The Production Company's financial resources are generally limited to the proceeds raised from financiers interested in investing in the Picture. If the Production Company is unable to raise financial resources sufficient to cover anticipated costs of developing, producing, marketing and/or distribution, or if such costs are greater than expected, the Production Company may not be able to complete such development,

production, marketing and/or distribution of the Picture.

Dependence upon Key Personnel and the Manager: The Production Company will be dependent upon the recruitment and continued services of key personnel. The loss of service (whether by termination of such contract, death or incapacity) from such key personnel, or the failure to recruit additional key personnel, could significantly impede the development, production, marketing and/or distribution of the Picture and an investor in the Picture could lose some or all of their respective investments.

Competition: The Production Company ability to compete successfully in the motion picture industry depends substantially on its ability to attract and retain talented actors, officers and employees. Competition for such personnel is intense, and there can be no assurance that the Production Company will be able to attract or retain such persons. The Production Company competes with several "major" film studios, which are dominant in the motion picture industry, as well as with numerous other independent motion picture companies, television networks, and pay television systems for the services of performing artists and other creative and technical personnel. Most of the organizations with which the Production Company competes have significantly greater financial and other resources than does the Production Company. The majors are typically large, diversified entertainment concerns or subsidiaries of diversified corporations, which have strong relationships with creative talent, exhibitors, and others involved in the entertainment industry. The Production Company's failure to attract and maintain key talent would adversely affect the Production Company's ability to successfully develop, produce, market and/or distribute the Picture.

Who Should Invest: Investment in the Picture involves a substantial degree of risk and is a suitable investment for those with sufficient financial means, knowledge, and experience, who have no need for liquidity in this type of investment. The Production Company intends to raise the required financing from to accredited investors only. Investors will be considered as accredited if they have a net worth of \$1 million (joint with spouse including furnishings and automobiles); individual income in the prior two years and estimated current income in excess of \$200,000 or joint with spouse \$300,000; corporations or tax exempt organizations with at least \$5 million in assets; or certain institutional investors (see SEC's Regulation D). Investors will be required to certify as to their status and make other representations set forth in the Production Finance Agreement to be negotiated and executed by and between the investor and Production Company. Investors will be accepted or refused at the Production Company's discretion.

Nature of Investment: Investments via the Production Finance Agreement does not create an equity interest in the Production Company, but rather a percentage participation in revenues generated by the exploitation of the Picture and paid to the Production Company for rights to distribute or otherwise sell the film. The Production Company's only assets are the rights relating to the production of the motion picture, and returns to the investors, if any, will depend solely on the success of the Picture. Investors should recognize that filmmaking is a risky venture with many factors beyond the control of the managers, officers, directors, agents and employees of the Production Company. While it is the intent of the Production Company to produce and distribute a feature film for profit, an investor in the Picture may sustain a loss of their investment.

X. INDEPENDENT FILM INDUSTRY OVERVIEW

The film industry, which generates multi-billion dollar revenues annually, is comprised of two general activities: production and distribution. Production involves the developing, financing and making of motion pictures, while distribution involves the exhibition of motion pictures through theaters and ancillary markets.

Films are produced by seven "major" studios and a large number of independent production companies.

The major studios are comprised of Warner Brothers, Twentieth Century Fox, Paramount, Universal, Metro-Goldwyn-Mayer, Columbia, and The Walt Disney Company. The aforementioned major studios may in turn be owned by even larger conglomerates.

Since independent films vary greatly in budgets and genres, there may be no universally accepted, precise definition of what constitutes an "independent" film. A film is often considered independent if it "finds its production financing outside of the studios and is free of studio creative control."

The production process for an independent feature roughly follows that for larger budget studio features, from initial development to post-production. Independent films, however, enjoy far less bureaucracy than major studio films, allowing the producer or director to have much more control over the final product.

Although films that are financed by a major studio generally enjoy healthier budgets and plentiful studio resources, there have been many low-budget films (production costs under \$10 million) that have made significant profits. Accordingly, the major studios have themselves established or acquired their own independent divisions.

In 2009, approximately 205,000 theaters world-wide generated \$22 Billion annually in box office revenue. This revenue was generated from the release of approximately 500 films released in the US and abroad. The US box office revenue accounted for approximately \$9.5 Billion, while the International box office revenue accounted for approximately \$12 Billion.

The Theatrical Market: if a film is picked up by a distributor for theatrical release, profits can, under certain circumstances, be quickly realized. The usual means by which an independent producer will have his film picked up is through film festivals and/or industry connections. If a distributor doesn't pick up a film, the filmmaker may attempt to negotiate his or her own theatrical release.

Home Entertainment Market (VHS and DVD): a strong film market exists in home entertainment. The cost of duplicating VHS and DVD is substantially less than the cost of producing prints and renting theater screens, so profitability is more readily achievable. Independent studios often create films specifically for straight to video, because the video business is often profitable.

Negotiating exclusive distribution rights with a major retailer can be attractive for an independent film, because the retailer is motivated to market the film, offer better shelf space, and even contribute to cover design or other promotional material. Furthermore, home video store chains often negotiate deals for revenue sharing, which can be cost effective for the retailer and generate a solid revenue stream for the film.

Cable and Satellite TV Markets: Cable and satellite distribution deals are an important source of revenue later in a motion picture's market play-out, but license fees vary considerably depending on a film's box office performance.

Network Television: With rare exceptions, there is little market for low budget features on network television.

Syndication: With the major networks producing movies for broadcast, independent television stations have become important to independent filmmakers. In such cases, rights are sold to a syndicator, who in turn sells to individual stations or small networks.

Ancillary Markets: A typical ancillary market in independent film is soundtracks. For independent film, the costs of licensing, royalties, and marketing can often dilute efforts to promote the film. Ancillary markets are typically pursued once a film is picked up by a major distributor.

Gross Receipts and Net Profits: Film production costs and distribution fees are usually paid out as revenue is earned. Usually, as revenue from the distribution of a particular independent film comes in, marketing expenses such as print costs and advertising costs are paid out first. Then, the distributor takes its fee (typically, but not always, 17.5% to 35%). Finally, the producer and investor divide the remaining money, based on whatever profit split was negotiated between them.

Film Performance Comparisons:

HORROR AND SUSPENSE FILM STATISTICS:

The following comparables are listed here because they indicate the ability of low budget films to attract a wide audience. Studio murder mystery/thrillers are usually bigger budget movies, so we are breaking new ground at this budget level, and that is why we are including story telling devices (action and violence, psychological complexity) that audiences require before they will buy or rent a movie.

NAME:	BUDGET:	GROSS:
Halloween (1978)	\$325,000	47 Million
The Hills Have Eyes (1977)	\$230,000	\$40 Million
Texas Chainsaw Massacre (1974)	\$140,000	\$31 Million
Scream (1996)	\$15 Million	\$162 Million
The Blair Witch Project (1999)	\$35,000	\$240 Million
The Others (2001)	\$17,000,000	\$209,800,000
Cabin Fever (2002)	\$750,000	\$49million
Saw (2004)	\$1.2 Million	\$105 Million
Saw II (2005)	\$4 Million	\$86 Million
The Grudge (2005)	\$10 Million	\$110 Million