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SAMPLE DELIVERY LIST

Note: the items producers need to deliver to distributors are somewhat negotiable. Moreover, the composition of the delivery list will vary depending on the type of picture produced and other factors. For example, if the motion picture was shot on celluloid stock like 35 MM film the elements will differ from films shot in a digital medium, like HD. For documentaries, depiction releases will be requested rather than actor employment agreements.

Delivery of master elements is usually made by providing a lab access letter permitting the distributor to order copies from the lab in which the producer has deposited his/her materials. The master elements are usually not sent directly to the distributor. When a producer deposits material in a lab, the materials should be registered under the producer's name as owner.

DELIVERY LIST

Delivery of the Picture shall consist of Producer making delivery, at Producer's expense, to DISTRIBUTOR or to a reputable laboratory with lab access letter, all the items set forth below.

I. PICTURE ITEMS

1. Original Picture and Soundtrack Negative:

(a) Original Picture Negative: The original first-class completely edited color 35 mm Film Stock Picture negative, fully timed and color corrected.

(b) Original Optical Soundtrack Negative: A first-class completely edited 35 MM Film Stock optical sound-track negative (including combined dialogue, sound effects and music made from the original magnetic print master described in Paragraph 5 below conforming to the original negative and answer print. The Sound track is to be in Stereo.

(c) 35mm Low Contrast Print: One (1) first class 35mm composite low contrast print fully timed and color corrected, manufactured from the original action negative and final sound track, fully titled, conformed and synchronized to the final edited version of the Picture(if available).

(d) Color Interpositive Protection Master: One (1) color corrected and complete interpositive Master of the Picture, conformed in all respects to the Answer Print for protection purposes without scratches or defects (if available).

(e) Color Internegative/Dupe Negative: One(1) 35 Internegative manufactured from the color interpositive protection Master conformed in all respects to the delivered and accepted Answer Print without scratches or defects (if available).

The elements listed in subparagraphs (a) (b) (c) (d) and (e) above are to be without scratches or injury, so that clear first class composite positive prints can be made therefrom in order to properly exhibit and perform the Picture, and in or to properly produce the recorded sound of the Picture and the musical compositions included in the score thereof in synchronism with the photographic action in the Picture.

2. Interpositive Masters of the Textless Background:

(a) Master Negative

(b) One set of first class completely edited color corrected 35mm interpositives or fine grains (made from the original Picture negative described in Paragraph a (1) above (if available).

(c) Corresponding daily prints (to be held with outtake trims) of the following:

(i) All main titles and end title backgrounds, without lettering;

(ii) Background of any forewords and/or scenes carrying superimposed titles, without lettering (if available); and

(iii) Backgrounds of any inserts, without lettering, where text must be replaced in foreign languages (if available).

(d) in addition, one overlay title 35mm internegative (first-class completely edited color) of main and end titles and any forewords (if available). Should the text of any titles and/or inserts as photographed for theatrical release printing extend beyond the "Safe Title Area" for television (as specified by the Society of Motion Picture and Television Engineers), then Producer shall provide Distributor with an alternate original 35mm negative (if available) of each such title and/or insert, photographed to the precise length and with the same lettering style and background of the theatrical title and/or insert, photographed to the precise length and with the same lettering style and background of

the theatrical title or insert and which can be printed by normal laboratory procedure within the limits of the "Safe Title Area" for television.

3. Videotape Master: A Videotape master of the original motion Picture and television version thereof, meeting the specifications set forth in section III of this Exhibit.

4. Answer Print: One (1) first class 35mm answer print, fully timed and color corrected, manufactured from the original action negative and original optical sound track negative, fully titled, conformed and synchronized to the final version of the Picture.

5. M & E Track: One (1) 35mm state of the art magnetic sound track master including the music track and the 100% fully-filled effects track on separate channels where the effect track contains all effects including any effects recorded on the dialogue track. This M & E track shall also include a third separate dialogue guide track with no Spanish dialogue in the M & E tracks. If the Picture is to be released with Stereophonic sound, Producer shall deliver an additional 35mm stereophonic dubbing four-channel magnetic soundtrack minus any Spanish dialogue or narration, for use as an M & E track with surrounds if surrounds were recorded and in Dolby if the Picture is in Ultra-Stereo.

6. Magnetic Print Master: One (1) 35mm 3-Track Stereo magnetic master of the dubbed soundtrack of the Picture on 1000' reels from which the Optical sound track negative was made.

7. Sound Tracks: Separate dialogue tracks, sound effects tracks, and music tracks, each recorded on 35mm magnetic tracks from which the magnetic print master was made.

8. Complete Materials to Create Trailer:

(a) A Beta SP sub-master of the entire Picture.

9. Music Masters/Tracks/Dubbing Set-Up Sheets:

(a) The uncut original music masters in the form (e.g., number of tracks) in which they were recorded or, at Distributor's election, a first generation copy thereof of selected takes of each musical sequence of the Picture, regardless of whether such selected takes are in the Picture;

(b) The synchronized magnetic tracks of music, sound effects and dialogue, as set up for dubbing; and

(c) Copies of dubbing set-up sheets (e.g., all "cue sheets")

II. DOCUMENTATION

1. Continuity Script: Delivery of Two (2) copies of the dialogue cutting continuity (in English), being an accurate transcript of dialogue, narration and song vocals and

description of action of the trailer as finally edited for release, conforming to the format of release scripts used by Distributor, from which such scripts may be printed. Each scene to be numbered. Margin of 2 ½ " on the left side of the page. Masters to be typed so text will appear when printed on pages with dimensions of 11"x 8 ½."

2. Title Sheets: One (1) typewritten list of all words appearing visually in the Picture suitable for use in translating such words into another language.

3. Music Cue Sheets: Two (2) copies of a music cue sheet showing the particulars of all music contained in the Picture, including the sound equipment used, the title of each composition, names of composers, publishers, and copyright owners, the usage's (whether instrumental-visual, vocal, vocal-visual, or otherwise), the place and number of such uses showing the footage and running time for each cue, the performing rights society involved, and any other information customarily set forth in music cue sheets.

4. Dubbing Restrictions: A statement of any restrictions as to the dubbing of the voice of any player including dubbing dialogue in a language other than the language in which the Picture was recorded.

5. Copyright Information: Upon Distributor request, information as to the copyright proprietor(s) of the Picture and appropriate copyright notice to be affixed to reproductions of the Picture and packaging of such reproductions, as well as copies of all copyright registrations, assignments of copyrights, and/or copyright licenses in Producer's possession (or in the possession of Producer's agents or attorney) pertaining to the Picture or any component element thereof (including but not limited to copies of all synchronization and performance licenses pertaining to music contained in the Picture).

6. Chain of Title: Upon Distributor's request, copies of all certificates of authorship. Licenses, contracts, assignments and the written permissions from the proper parties interest, establishing Producer's "Chain of Title" with respect to the Picture and all elements thereof and permitting Producer, and its assigns to use any musical, literary, dramatic and other material of whatever nature used by Producer in the Production of the Picture, together with Copyright and Title search reports and Opinion prepared either by Thomson & Thomson, or other reputable source. "Chain of Title" materials must be suitable for filing with the United States Library of Congress and reasonably suitable to Producer's primary lender indicating that Grantor has full right, title and interest in and to the Picture and all underlying property.

7. Screen Credit Obligations: A copy of the screen credit obligations: for all individuals and entities affiliated with the Picture

8. Paid Ad Credit Obligations: A copy of the Paid Advertising Credit obligations for all individuals and entities affiliated with the Picture.

9. Billing Block: A copy of the approved credit block to be used in paid advertising of the Picture.

10. Name and Likeness Restrictions: A copy of all name and likeness restrictions and/or obligations pertaining to all individuals and entities affiliated with the Picture.

11. Talent Agreements: If requested, a copy of all contracts with the cast, director, cinematographer, screenwriter(s), producer(s) and author(s), (or other owner of the underlying material, if applicable).

12. Certificate of Origin: One Certificate of Origin of the Picture.

13. Music License and Composer Agreement: Copies of Music Licenses (synchronization and mechanical) and composer's agreement.

14. Publicity and Advertising Materials:

(a) Color Slides: At least 50 color slides (35 MM color transparencies) and any available prints of black and white still photographs and accompanying negatives, and at least 25 color still photographs and accompanying negatives depicting different scenes from the Picture, production activities, and informal poses, the majority of which depict the principle members of the cast. Each slide shall be accompanied by a notation identifying the persons and events depicted and shall be suitable for reproduction for advertising and publicity purposes. Where a player has still approval, Producer shall furnish Distributor with only approved photos and shall provide an appropriate written clearance from the player.

(b) Synopses: One (1) copy of a brief synopsis in the English Language, and in such other Language such synopsis exists, (one typewritten page each) of the story of the Picture.

(c) The statement of credits applicable to the Picture including verification of the writing credits by the appropriate Writers Guild and photocopy excerpts of all of Producer's obligations (taken from the actual contract) to accord credit on the screen, in advertising and on recordings; and excerpts as to any restrictions as to use of name and likeness.

(d) Cast: One (1) copy of a list indicating the name of the character portrayed by each player and a complete description of the character.

(e) Crew: One (1) copy of a list indicating each member of the crew and the function.

(f) Titles: One (1) typewritten list of the main credits and end titles of the Picture.

(g) Miscellaneous: At least one (1) copy of all advertisements, paper accessories, and other advertising materials, if any, prepaid by Producer or by any other party in

connection with the Picture. Art elements and transparencies necessary to, make proofs thereof.

(h) Website materials: Artwork, text, bios and any other background material needed by DISTRIBUTOR to market the Picture on its website.

(i) Press books: 200 Press books, including biographies (one to three typewritten pages in length) of key members of cast, individual producer, director, cinematographer and screenwriter.

(j) Production Notes: If requested, a copy of the production notes of the Picture prepared by the unit publicist, including items relating to: underlying work (original screenplay, book, etc), places where the Picture was photographed, anecdotes about the production of background of the new Picture.

15. Editor's Script notes and Editors Code Book

16. Final Shooting Script: If requested, one (1) copy of the final shooting script of the Picture.

17. MPAA Rating Certificate:

(i) It is understood that the Picture has not received or applied for an MPAA rating. If and when it becomes necessary to receive a MPAA rating, Producer shall make application for the rating and recoup expense from sales/licensing revenues.

18. Shooting Script

19. Laboratory List: A List of the names and addresses of all Laboratories used and to be used for production and post-Production of the Picture (including, without limitation, sound Labs, optical Labs, special effects labs etc., and a list of all physical elements of the Picture in the Possession of each such Laboratory.

20. Title Report: One current (no more than 60 days old) title report showing that the title of the Picture is available for use without infringing any other person or entity's rights.

21. Copyright Report

22. Copyright Certificate: Two (2) U.S. Copyrights (Stamped by the library of Congress). If the copyright application has not yet been received from the Library of Congress, then Producer shall deliver a copy of the Application PA form, along with a copy of the cover letter and two (2) copies of the Copyright Certificate to DISTRIBUTOR when received from the Library of Congress. If application has not been made DISTRIBUTOR shall apply for the U.S. copyright at Producers expense.

III. VIDEO SPECIFICATIONS

1. TYPE OF VIDEO TAPE.

1.1 The Master Videotapes (to be made only from the original 35mm low contrast print, inter-positive or internegative) of the Picture and the Television Version are to be of Broadcast quality D2 NTSC format tape (and access to D2 Pal Format tape), containing the M&E tracks 3m 479, in two parts.

2. VIDEO SPECIFICATIONS:

2.1 Peak luminance must not exceed 100 IRE.

2.2 Pedestal level must be 7.5 IRE for all signals.

2.3 Peak chrominance level must not exceed 110 IRE.

2.4 Color burst must be present at all times, including stereochrome recordings.

2.5 Color subcarrier phase must be continuous across edits (color frame edits).

2.6 Stability is requested in both the sync and control track signals.

2.7 Great care must be taken to achieve the highest possible video S/N (SNR).

2.8 Video signal timings must meet EIA standards.

3. AUDIO SPECIFICATIONS

3.1 The Picture must be recorded in -Stereo.

3.2 The audio test signal during color bars must be a 1 kHz tone at zero db (zero db = 4dbm) on both audio channels.

3.3 The Audio recording level must be well balanced between the two VTR audio channels.

3.4 There will be no audio modulation during "run out".

3.5 Great care must be taken to achieve the highest possible audio S/N ration.

3.6 Channel 1 of video masters shall contain Stereo left of the final sound track and channel 2 shall contain Stereo right of the final soundtrack.

3.7 Channel 3 of video masters will contain M&E left and channel 4 will contain M&E right.

4. TIME CODE SPECIFICATIONS

4.1 The SMPTE time code must be of the drop mode.

4.2 The first frame of Program material must have SMPTE time code of 00:00:00:00.

4.3 The recording level of the SMPTE time code is zero (0) VU.

5. FILM TO TAPE TRANSFER.

5.1 The program material must be transferred from negative or internegative, or low contrast print with interlock for the highest quality.

5.2 The Picture must be ultrasonically cleaned, inspected, and evaluated prior to the transfer process.

5.3 Action or audio break-up between reels is unacceptable.

5.4 Anamorphic kinescope prints must be panned and scanned to insure maximum letterbox and pan positions for monitor viewing.

5.5 "T.O.P.S.Y." scene by scene color correction is desirable. Cynamic gain, gamma, and color enhancement should be applied where required.

5.6 The head and tail of the master videotape must be structured as follows:

5.7 Textless background shall be attached to the tail of each feature master. AT 23:53:30:00 non drop SMPTE time code must begin with 75% color bars and 1kHz tone oscillated to both audio channels At 23:54:30:00 black bursts must run with no modulation until the begging of program material at 00:00:00:00, with three (3) minutes of black prior to beginning of Program.

Black bursts must be initiated for a minimum of 10 minutes at end of program material. No audio Modulation.

6. ASPECT RATIOS.

The Picture shall not be in an aspect ration other than the standard theatrical 1:85 to 1 without Producer's prior written consent. No elements shall be "letter boxed" without Distributor's written consent.

7. QUALITY CONTROL REQUIREMENTS.

Distributor may, at its own option and its own cost, perform one quality control test on each element supplied by Producer. Producer shall be liable for the cost of all quality

control tests after the initial quality control test of all elements replaced because of failure to conform to Distributor's technical quality requirements.