



OMEWHERE
in TIME

A NEW MUSICAL

LOVE
WILL TAKE
YOU
THERE.



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IMPORTANT DISCLAIMER

This overview is for informational purposes and is not an offer to sell or a solicitation of an offer to buy units in The Somewhere in Time, LLC (the “Production”), and may not be relied upon in connection with the purchase or sale of any security. Interests in the Production, if offered, will only be available to parties who are “accredited investors” (as defined in Rule 501 promulgated pursuant to the Securities Act of 1933, as amended) and who are interested in investing in the Production on their own behalf. Any offering or solicitation will be made only to qualified prospective investors pursuant to an offering memorandum, and the subscription documents, all of which should be read in their entirety.

A NOTE FROM KEN DAVENPORT

It was love at first sight.

The first time I saw *Somewhere in Time*, I fell hopelessly in love with the romance and the magic of its beautiful story.

I knew right away that it would make an even more beautiful musical.

And I'm not the only one.

I recently conducted a focus group to test a number of titles I was working on, and *Somewhere in Time* was the show that the group was most excited to see, by far. (My favorite comment? "It's like *The Notebook*, except my husband would like it too.")



It's the romantic fantasy of the story that gets you – the idea that your destiny, that one person you were fated to be with, is out there somewhere. You just have to find them.

It's powerful stuff. And on stage, as a musical, it's even more powerful.

I hope you'll join us on our journey . . . *Somewhere in Time*.

Best,

A handwritten signature in black ink, appearing to read 'Ken Davenport'. The signature is stylized and fluid, with a long horizontal stroke at the end.

Ken Davenport
Producer

SYNOPSIS

In *Somewhere in Time*, young playwright Richard Collier has an encounter with a mysterious old woman on the opening night of his earliest success; she entreats him, to his bewilderment, to “Come back to me.”

Several years later, with his life and career in disarray, he seeks quiet and contemplation and checks into a storied hotel. There he stumbles upon a photo of Elise McKenna, a famous actress from decades ago. While researching her life with the idea of writing a play about her, he discovers that she was the old woman that beckoned him back so many years ago.

Fueled with the idea that he is destined to be with her, and that at one point in the past he actually was with her, he wills himself back in time . . . to 1912 . . . to try and pry her away from the protective hands of her manager, William Robinson, and win her love once again.



TIMELINE

- May 1, 2001 – Ken Davenport discovers *Somewhere in Time* on a shelf in a video store on the Upper West Side of Manhattan. He picks it up and asks his girlfriend if it is a good movie - and if it would make a good musical. She practically melts right there in the store. They rent the movie.
- May 2, 2001 – The very next day, Ken Davenport contacts Richard Matheson’s representatives to inquire about the stage rights to *Somewhere in Time*.
- October 16, 2006 – Five years and several lawyers later, the contracts with Matheson and Universal Pictures are executed.
- October 17, 2006 – The next day, the search for the right Composer and Lyricist to capture the magic of this story with music begins.
- July 20, 2011 – Four years later, Ken finds the perfect team in Emmy Award-winning Composer Doug Katsaros and Jonathan Larson Award-winning Lyricist Amanda Yesnowitz.
- March 31, 2012 – The first private reading of *Somewhere in Time* takes place at Pearl Studios in Manhattan.
- October 17, 2012 – Portland Center Stage announces that *Somewhere in Time* will have its world premiere on their mainstage.
- May 28, 2013 – Performances begin at Portland Center Stage for a limited run of five weeks only.
- June 5, 2013 – The official opening night of the Portland Center Stage production.
- 2015 – *Somewhere in Time* plans to open on Broadway.



FUN FACTS ABOUT *SOMEWHERE IN TIME*

- *Somewhere in Time* is based on the best-selling award-winning novel and beloved Universal Pictures film by Richard Matheson, author of *What Dreams May Come*, *I Am Legend*, *Stir of Echoes* and many of the world's greatest fantasies.



- The film starred Christopher Reeve, Jane Seymour and Christopher Plummer and debuted at #2 on the box office charts.
- The film has since become a cult classic and is one of only three films to have a fan club dedicated solely to its memory. The other two are *Gone with the Wind* and *The Wizard of Oz*.
- The fan club, INSITE (The International Network of *Somewhere in Time* Enthusiasts), has thousands of members from all over the world. 50% of the members of INSITE are men.
- The movie was shot at the famed Grand Hotel on Mackinac Island in Michigan.
- For the past twenty-two years, INSITE has held a *Somewhere in Time* weekend at the Grand. Several hundred fans of the movie attend, many dressing in costumes from the period of the film. 75% to 80% of the attendees are new each year.
- Because of the high volume of visitors to Mackinac Island interested in seeing the site where the movie was filmed, the hotel began charging a visitors fee of \$10 just to walk the grounds.
- *Somewhere in Time* was chosen as one of the 50 Best Foreign Films by Japanese film critics.

SOMEWHERE IN TIME WORLD PREMIERE

Somewhere in Time premiered at Portland Center Stage in June of 2013 and was one of the best-selling shows in the theater's history.

Somewhere in Time received a **97.4% Positive Rating** by Audience Members.

“A BEAUTIFUL LOVE STORY!”

- Examiner

“Soars in the romantic tradition of the
BEST OF BROADWAY!”

- Artslandia

“Let me say to fans of the film:
THE MUSICAL IS ABSOLUTELY SENSATIONAL!”

- Stephen Simon

“GORGEOUS! A grand romance!”

- Oregon Live

“Wonderful performances by the entire cast. The music was
BEAUTIFUL and the staging was **INVENTIVE.**”

- Joanne Elaine Klett Antonelli

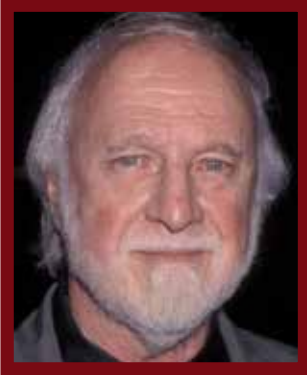
“What an incredible interpretation! **IT STANDS ON ITS OWN AS AN ENTIRELY NEW CLASSIC**, while still paying homage to its literary and cinematic roots. You owe it to yourself to see this show!”

- Lynn Anderson

“BEAUTIFUL!”

- Portland Monthly

CREATIVE TEAM



RICHARD MATHESON (*Original Novel and Screenplay*) is an author and screenwriter, typically of fantasy, horror, and science fiction. Born in Allendale, New Jersey to Norwegian immigrant parents, Matheson was raised in Brooklyn and graduated from Brooklyn Technical High School in 1943. He then entered the military and spent World War II as an infantry soldier. In 1949 he earned his bachelor's degree in journalism from the University of Missouri and moved to California in 1951. He married in 1952 and has four children, three of whom (Chris, Richard Christian, and Ali Matheson) are writers of fiction and screenplays. Among his novels and films are *Someone is Bleeding* (1953); *Fury on Sunday* (1953); *I Am Legend* (1954), filmed as *The Last Man on Earth*, *The*

Omega Man & *I Am Legend*; *The Shrinking Man* (1956), filmed as *The Incredible Shrinking Man*; also the basis of the film *The Incredible Shrinking Woman*; *A Stir of Echoes* (1958), filmed as *Stir of Echoes*; *Ride the Nightmare* (1959), *The Beardless Warriors* (1960); *Comedy of Terrors* with Elsie Lee (1964), filmed as *The Comedy of Terrors*; *Hell House* (1971), filmed as *The Legend of Hell House*; *The Night Stalker* with Jeff Rice (1972); *The Night Strangler* (1973); *Bid Time Return* (1975), filmed as *Somewhere in Time* and subsequently reissued under that title; *What Dreams May Come* (1978), filmed as *What Dreams May Come*; *The Gunfight* (1993); *7 Steps to Midnight* (1993); *Shadow on the Sun* (1994); *Now You See It...* (1995); *The Memoirs of Wild Bill Hickock* (1996); *Passion Play* (2000); *Hunger and Thirst* (2000); *Camp Pleasant* (2001); *Abu and the 7 Marvels* (2002); *Hunted Past Reason* (2002); *Come Fygyures, Come Shadowes* (2003); and *Woman* (2006), among others. TV credits include "The Twilight Zone" (16 episodes), "Ghost Story" (22 episodes), as well as "The Outer Limits," "Combat," "Night Gallery," and "Star Trek," among many others. Mr. Matheson passed away on June 23, 2013.



KEN DAVENPORT (*Book/Producer*) co-conceived the award-winning *Altar Boyz*, and also wrote and directed the Off-Broadway hits *The Awesome 80s Prom*, *My First Time* and *Miss Abigail's Guide to Dating, Mating & Marriage*. On Broadway, Davenport recently produced *It's Only A Play*, *Kinky Boots* (Broadway - Tony Award and national tour), *Mothers and Sons* (Tony nomination), *The Bridges of Madison County*, *Macbeth* starring Alan Cumming, *Godspell*, *Chinglish*, *Oleanna*, *Speed-the-Plow*, Will Ferrell's *You're Welcome America* (Tony nomination), *Blithe Spirit* (Broadway, West End and national tour) and *13*. Featured on a national commercial for Apple's iPhone and named one of Crain's "Forty Under 40,"

Ken is one of the co-founders of TEDxBroadway. He created and developed the Broadway board game *Be A Broadway Star*, as seen on the "Today" show. Ken also released *These Magnificent Miles: On the Long Road with Red Wanting Blue*, an award-winning documentary on one of the top unsigned rock bands in the country. His blog, *TheProducersPerspective.com*, has been featured in *Vanity Fair*, *New York Magazine*, *The Gothamist* and more. He has written articles for *Forbes*, *Mashable*, and *Imedia* and has spoken about the theater and arts marketing at conferences around the world. Upcoming projects include *Gettin' The Band Back Together* which had its world premiere at George Street Playhouse this fall. Visit DavenportTheatrical.com for more information.

CREATIVE TEAM (cont.)



DOUG KATSAROS (*Music*) is an Emmy winning composer who has been making some kind of noise for years, conducting, composing, orchestrating, arranging on and off Broadway for shows like *Footloose*, *The Life*, *Rocky Horror*, *Altar Boyz*, *The Toxic Avenger* and *A...My Name is Alice*. Besides composing *Somewhere in Time*, he has written and conducted TV and film scores for Sarah Jessica Parker, Robert Loggia and Sandra Bullock. He has dozens of gold and platinum CDs for artists such as Kiss, Sinéad O'Connor, Gloria Estefan, Frank Sinatra, Todd Rundgren, Rod Stewart, Judy Collins, B. B. King, Marlo Thomas (Grammy), Donny Osmond, Richie Havens, Aerosmith, Bon Jovi, Cher, Michael Bolton, and Peter Paul & Mary. He orchestrated

Dee Snider's Heavy Metal Broadway tribute, "Dee Does Broadway" and on TV, he garnered an Emmy nomination for his score to the animated series "The Tick" and wrote themes for "The Jim Henson Hour," "Mancuso FBI" and the "ABC Sunday Night Movie." He has conducted PBS's "Great Performances" and the Boston Pops. He writes special material for Ringling Brothers Circus, Macy's 4th of July Fireworks and their Thanksgiving Day Parade, winning the Emmy for Best Original Song. He tours the world with Argentinean pianist Raul Di Blasio, whose latest CD, *Primavera*, he co-produced. He has two grown sons, and lives in New York with his wife, composer/keyboardist Elise Morris, raising two teenage girls, who now make all the noise. And yes, he is the guy who wrote "By Mennen."



AMANDA YESNOWITZ (*Lyrics*) was the first lyricist to win the Jonathan Larson Award. Her musical *By the Numbers* earned a Dramatists Guild Fellowship and an ASCAP workshop. From that show, "No Looking Back" was performed by Keith Lockhart and the Boston Pops on New Year's Eve at Symphony Hall. Amanda penned lyrics for an adaptation of Brecht's *The Caucasian Chalk Circle*, produced by Ithaca's Hangar Theatre, where local critics agreed her "clever lyrics do Brecht justice." A mainstay on the cabaret circuit, Amanda is a Wallowitch Award finalist and a 4-time MAC Award nominee in the serious and comedic songwriting categories. Her lyrics have been part of the NAMT Showcase, NYTW's benefit honoring James Lapine,

Broadway at Birdland, Jamie deRoy and Friends, Lea Michele's cabaret; quoted in the March 23rd, 2009 issue of *Time* magazine; and published by *The New York Times* and *The Dramatist*. Other works: *New York Movie* and *Polishing the Frame* (both for Prospect Theater); *Four-Letter Words* (York Theatre); *Triptych* (Provincetown Play Festival; ATB's Flores Series); *Building a Wing* (Best Musical at 2007 Short, Sweet & Song Festival in Sydney); *The History of War* (music by Deborah Abramson, book by Chip Zien; invited selection NYMF 2010). Recordings: "Gotta Start Small" on Stephanie Block's *This Place I Know* (PS Classics) and the title track of Steve Marzullo's *Show Some Beauty* (Yellow Sound Lab). Amanda holds degrees from Tufts University, The Boston Conservatory, and NYU's Tisch School of the Arts, where she teaches full-time in Art and Public Policy. A competitive crossword solver, Amanda's debut puzzle as a constructor was published in the Sunday *New York Times* magazine in August of 2012.

CREATIVE TEAM (cont.)



DAN KNECHTGES (*Director/Choreographer*) Knechtges' work on Broadway as choreographer includes the musicals *The 25th Annual Putnam County Spelling Bee* (2005), *Xanadu* (2007), *110 in the Shade* (2007 revival), *You May Now Worship Me* (Special benefit concert, 2008), and *Sondheim on Sondheim* (2010). He received nominations for the Tony Award, Best Choreography and Drama Desk Award, Outstanding Choreography for *Xanadu*. Knechtges' choreography for *Sondheim on Sondheim* was praised for making "excellent use of multiple layers offered to him by set designer Beowulf Boritt." His off-Broadway work includes *Nerds* (2005); *The 25th Annual Putnam County Spelling Bee* (2005), for which he received the Lucille Lortel Award nomination, Outstanding

Choreographer; *Vanities: A New Musical* (2009) (also at Theatreworks, California); and *Citizen Ruth* (New York International Fringe Festival, 2009). In regional theatre, he choreographed *The Girl in the Frame* at the Norma Terris Theatre in Chester, Connecticut (2005) and both directed and choreographed *Give It Up!*, with a book by Douglas Carter Beane at the Dallas Theater Center, Dallas, Texas (2010).



EUGENE LEE (*Scenic Designer*) holds BFA degrees from the Art Institute of Chicago and Carnegie Mellon, an MFA from the Yale School of Drama and three honorary doctorates. He has been the production designer at "Saturday Night Live" since 1974 and is also the production designer for the new "Tonight Show Starring Jimmy Fallon." He has received the Tony Award, American Theatre Wing's Design Award, Outer Critics Circle Award, Drama Desk Award, Lucille Lortel Award, Elliot Norton Award for Sustained Achievement, and Pell Award, and was recently inducted into the Theater Hall of Fame. He is currently represented on Broadway by the musical *Wicked*. He lives with his wife Brooke in Providence, where they raised their two sons.



LINDA CHO (*Costume Designer*) Broadway: *The Velocity of Autumn*, *A Gentleman's Guide to Love and Murder*. Off-Broadway: Theatre for a New Audience, Manhattan Theatre Club, Second Stage, NY Public Theater, Classic Stage, Drama Dept., The Acting Company, Atlantic Theater Co. Regional: L.A. Opera, La Jolla Playhouse, Arena Stage, Old Globe Theatre, Guthrie, Goodman, Chicago Shakespeare, Shakespeare Theatre DC, Oregon Shakespeare, Williamstown Theatre Festival, Goodspeed Opera, Opera Theatre of Saint Louis. International: Royal Shakespeare Co., UK; Stratford, Canada. MFA, Yale School of Drama.

CREATIVE TEAM (cont.)



CHRISTOPHER AKERLIND (*Lighting Designer*) Broadway: *The Last Ship*, *Rocky* (Tony nom.), *The Gershwins' Porgy and Bess* (Tony nom.), *Superior Donuts*, *110 in the Shade* (Tony nom.), *Talk Radio*, *Awake and Sing!* (Tony nom.), *Seven Guitars* (Tony nom.), *Well*, *The Tale of the Allergist's Wife*, *The Light in the Piazza* (Tony, Drama Desk, Outer Critics Circle Awards), among many others. More than 650 productions for theatre, opera, circus, and dance, in U.S. and internationally. Awards: Obie, Drama Desk, Outer Critics Circle, Lortel, Merritt, Joseph Jefferson, among others.

PRODUCTION TEAM

SPOTCO (*Advertising*) is a worldwide leader in entertainment and arts advertising and has worked on over 100 Broadway productions. Productions include *A Gentleman's Guide to Love and Murder*, *Kinky Boots*, *Chicago*, *Motown: The Musical*.

FORESIGHT THEATRICAL (*General Management*) is comprised of partners Alan Wasser, Allan Williams, Aaron Lustbader and Mark Shacket who oversee and supervise *The Phantom of the Opera*, *Kinky Boots*, *Les Miserables*, *On the Town*, and *Disgraced* on Broadway; *Kinky Boots* on tour; and *Million Dollar Quartet* on tour and in Chicago and Las Vegas.

JUNIPER STREET PRODUCTIONS (*Production Management*) is Hillary Blanken, Joseph DeLuise, Guy Kwan and Ana Rose Greene. JSP has helped create more than 50 Broadway productions, over 20 national tours and numerous Las Vegas productions. Recent shows include *On the Town*; *Disgraced*; *Here Lies Love*; *Beautiful*; *I'll Eat You Last*; *Macbeth*; *Spider-Man*; *Follies*; *How to Succeed...*; *Promises, Promises*; *Memphis*; *Million Dollar Quartet*; *Gypsy*; *33 Variations*; Bette Midler's *The Showgirl Must Go On* at Ceasars Palace; *Company*; *Grey Gardens*; *The Producers*; and *Fosse*.



PRESS



Annie THE MUSICAL

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Musical Adaptation of Time-Traveling Movie *Somewhere in Time* to Premiere in Portland

NEWS By Broadway.com Staff October 17, 2012 - 12:22PM

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Ken Davenport

The musical adaptation of the 1980 cult film *Somewhere in Time* will make its world premiere at Portland Center Stage. Directed by Scott Schwartz, the musical features a book by producer and playwright Ken Davenport and music and lyrics by Doug Katsaros and Amanda Yesnowitz. *Somewhere in Time* will begin performances May 28, 2013 with an opening night scheduled for May 31. No word yet on which actors will recreate Christopher Reeve and Jane Seymour's onscreen performances.

“The time-traveling romance ‘*Somewhere in Time*’ will premiere in Portland, Oregon.

Based on Richard Matheson's novel of the same name, *Somewhere in Time* follows young playwright Richard Collier as he has an encounter with a mysterious, old woman on the opening night of his earliest success. Several years later, with his life and career in disarray, he seeks quiet and contemplation, and checks in to a storied hotel from his youth. His stay at the hotel turns into the journey of a lifetime as he unravels history—and time—to discover a powerful but perhaps impossible love.

Somewhere in Time will feature choreography by John Carrafa, set design by Alexander Dodge and costume design by Jeff Cone. Additional creative team members will also be announced shortly.

Portland Center Stage's current season also includes *Sweeney Todd*, *The Body of an American*, *A Midsummer Night's Dream*, *The Santaland Diaries*, *I Love to Eat*, *Venus in Fur*, *The Whipping Man*, *The People's Republic of Portland* and *Clybourne Park*.



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THE MATERIALS

The following materials are available for perusal:

Somewhere in Time Film

Somewhere in Time Book

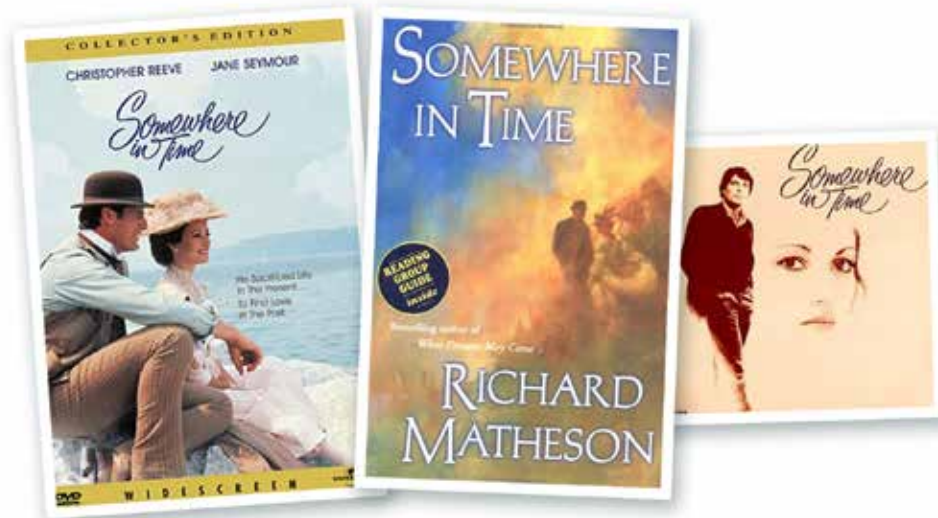
Somewhere in Time The Musical Script

Somewhere in Time The Musical Demo Recording

Somewhere in Time, LLC Investment Documents

To view these materials online, visit

www.SomewhereInTime.com/materials



BUDGET & PROJECTIONS

SOMEWHERE IN TIME

As of 1-Aug-13

ESTIMATED PRODUCTION & OPERATING BUDGETS

Schedule:

- 5.0 A Budget Assumptions
- 5.0 -1 Estimated Production Capitalization
- 5.0 -2 Estimated Production Costs - Costs for Broadway (NY)
- 5.0 -3 Estimated Fixed Weekly Operating Costs NY Theatre
- 5.0 -4 Estimated Weekly Breakeven & Operating Profits
Pre-100% Recoupment, with Amortization
- 5.0 -5 Estimated Weekly Breakeven & Operating Profits
Pre-100% Recoupment (no amortization)
- 5.0 -6 Estimated Weekly Breakeven & Operating Profits
Pre-100% Recoupment, Gross Royalties
- 5.0 -7 Estimated Weekly Breakeven & Operating Profits
Post-100% Recoupment, with Amortization
- 5.0 -8 Estimated Weekly Breakeven & Operating Profits
Post-100% Recoupment (no amortization)
- 5.0 -9 Estimated Weekly Breakeven & Operating Profits
Post-100% Recoupment, Gross Royalties
- 5.0 -10 Estimated Royalty Pool
- 5.0 -11 Estimated Gross Potential - New York Theatre

SCHEDULE

See separate schedule

4.5 weeks studio rehearsal

1.5 weeks tech

STAFFING - ACTORS' EQUITY

	Juv Male	Juv Fem	Male	Female	TOTAL
Star(s)	0	0	0	0	0
Principals	1	0			5
Chorus m/f	0	0	7	6	13
Swings	0	0	2	2	4
Standby(s)	1	0	0	0	1
Total Acting Company	2	0	9	8	23

Stage Managers 3

Total AEA Employees 26

All actors at scale until 1st NYC preview

	DC	ADC	Total
Dance Captains	1	1	2

STAFFING - IATSE

	Pink	House	Total	Prod Heads
Carpentry	3	2	5	1
Electrics	1	3	4	1
Props	1	2	3	1
Sound	2	1	3	1
	7	8	15	4

Notes

Carpentry House head + fly; Pink head + deck auto + fly auto
 Electrics House head + 2 deck; Pink head (op)
 Props House head + ass't; Pink head
 Sound House head; Pink mix + A2

STAFFING - WARDROBE & HAIR

	Head	Ass't	Other	Total
Wardrobe	1	1	6	8
Hair	1	0	2	3
Make-up	0	0	0	0

STAFFING - MUSICIANS

Number of musicians (including conductor) 14

STAFFING - OTHER

	Co Mgr	Asst	
Company Managers	1	1	2

OTHER ASSUMPTIONS

Payroll taxes estimated at	15%
Union benefits estimated at	18%

ESTIMATED READING, WORKSHOP, REGIONAL & PRE-PRODUCTION COSTS		\$	1,275,000
ESTIMATED BROADWAY PRODUCTION COSTS			
PHYSICAL PRODUCTION	\$	2,100,000	
PRODUCTION FEES - CREATIVE STAFF	\$	796,620	
ADVERTISING & PUBLICITY	\$	1,100,000	
PRODUCTION FEES - PRODUCTION STAFF	\$	343,500	
REHEARSAL AND TECH SALARIES	\$	1,147,821	
NY PRE-PRODUCTION & TECH EXPENSES	\$	1,392,000	
GENERAL & ADMINISTRATIVE	\$	139,400	
TOTAL ESTIMATED BROADWAY PRODUCTION COSTS		\$	<u>7,019,341</u>
COMBINED ESTIMATED OUT-OF-POCKET PRODUCTION COSTS		\$	8,294,341
SECURITY BONDS & ROYALTY ADVANCES			
Actors Equity Association	\$	178,627	
I.A.T.S.E.	\$	17,500	
Underlying Rights	\$	33,750	
Authors (including \$60K for amortization election)	\$	120,000	
Director	\$	68,714	
Choreographer	\$	32,725	
TOTAL SECURITY BONDS & ROYALTY ADVANCES		\$	451,316
CLOSING COST RESERVE		\$	250,000
CONTINGENCY & RESERVE	14.31% of Bway prod costs	\$	<u>1,004,344</u>
TOTAL ESTIMATED PRODUCTION CAPITAL			<u><u>\$10,000,000</u></u>

PHYSICAL PRODUCTION

Scenery	\$	900,000	
Automation - Preparation			
Props	\$	75,000	
Magic Effects	\$	35,000	
Costumes & Shoes	\$	650,000	
Hair & Makeup	\$	85,000	
Electrics - Preparation Charge	\$	65,000	
Electrics - Perishables	\$	35,000	
Sound - Preparation	\$	50,000	
Sound - Perishables	\$	35,000	
Custom Rigging & Chain Motor Rental	\$	40,000	
Tools, Hardware, Rolling Stock	\$	30,000	
Departmental Expenses	\$	80,000	
Musical Instruments	\$	20,000	
Sales/Use Tax	\$	-	
			\$ 2,100,000

PRODUCTION FEES - CREATIVE STAFF

Director	\$	75,000	
Associate Director	\$	17,600	
Choreographer	\$	32,028	
Associate Choreographer	\$	17,600	
Fight Director	\$	-	
Scenic Designer	\$	45,000	
Associate & Assistant Scenic Designer(s)	\$	46,200	
Costume Designer	\$	45,000	
Associate & Assistant Costume Designer(s)	\$	59,400	
Lighting Designer	\$	40,000	
Associate & Assistant Lighting Designer(s)	\$	44,800	
Sound Designer	\$	30,000	
Associate Sound Designer	\$	22,400	
Magic Consultant	\$	20,000	
Orchestrator	\$	90,000	
Music Copying	\$	72,000	
Vocal Arranger	\$	15,000	
Dance Music Arranger	\$	15,000	
Musical Supervisor	\$	15,000	
Synthesizer Programmer	\$	8,000	
Company Payroll Taxes	\$	39,360	
Company Union Fringe Benefits	\$	47,232	
			\$ 796,620

ADVERTISING & PUBLICITY

Artwork, Mechanicals & Typesetting, "B"-Roll Production Costs, Printing, Internet & Website, TV & Radio Production, Photography, Pre-Opening Print Advertising, Pre-Opening TV & Radio Advertising, Pre-Opening Outdoor Advertising, Pre-Opening Direct Mail Advertising, Group Sales Promotions, Front-of-House Displays, Publicity, Promotion & Marketing, Post-Opening Additional Advertising, Press Expenses & Miscellaneous			\$1,100,000
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PRODUCTION FEES - PRODUCTION STAFF

General Manager	Foresight Theatrical	\$	55,000	
Casting Director		\$	35,000	
Production Manager	Juniper Street Productions	\$	55,000	
Company Press Agent		\$	15,000	
Executive Producer		\$	25,000	
Marketing Firm		\$	12,500	
Internet Marketing Firm		\$	12,500	
Legal Fees		\$	120,000	
Accounting Fees		\$	13,500	
				\$ 343,500

REHEARSAL AND TECH SALARIES

Star		\$	-	
Principals		\$	55,294	
Ensemble		\$	143,765	
Swings		\$	46,404	
Production Stage Manager		\$	26,041	
Stage Manager		\$	16,675	
Assistant Stage Manager		\$	12,975	
Dance Captain Premium		\$	2,439	
Equity Buyouts		\$	65,052	
Equity Vacation Pay		\$	14,746	
Equity Sick Leave		\$	11,520	
Child Wrangler		\$	11,000	
Tutor		\$	15,000	
Production & Company Crew		\$	200,000	
Wardrobe Staff		\$	90,000	
Hair Staff		\$	15,000	
Musical Director		\$	35,550	
Company Musicians & Rehearsal Pianists		\$	33,750	
General Manager		\$	35,750	
Company Manager & Assistant		\$	19,150	
Press Agent		\$	14,000	
Production Manager		\$	5,850	
Production Assistant		\$	4,500	
Star Car Service		\$	-	
Company Payroll Taxes		\$	124,254	
Company Union Fringe Benefits		\$	149,105	
				\$ 1,147,821

NY PRE-PRODUCTION & TECH EXPENSES

Casting & Audition Expenses		\$	15,000	
Rehearsal Hall		\$	30,000	
Per Diems & Living Expenses		\$	-	
Hauling - Long Distance		\$	7,000	
Hauling - Local		\$	20,000	
Truck Loaders		\$	35,000	
Theatre Stagehands (Advance Calls - Pre-Opening Rehearsals)		\$	850,000	
Theatre Stagehands (Rehearsals During Previews)		\$	-	
Theatre Musicians (Rehearsals)		\$	35,000	
Preliminary Theatre & Box Office Expenses		\$	275,000	
Opening Night		\$	125,000	
				\$ 1,392,000

GENERAL & ADMINISTRATIVE

Office Fee	\$	9,750	
Executive Producer	\$	19,500	
Legal Expenses/Filings	\$	3,750	
Insurance	\$	80,000	
Star Insurance	\$	-	
Photocopying, Telefax, Phones, Postage	\$	10,000	
Computer Payroll Service	\$	6,400	
Miscellaneous & Other	\$	10,000	
			<hr/>
			\$ 139,400

TOTAL ESTIMATED PRODUCTION COSTS

\$ 7,019,341

SOMEWHERE IN TIME
ESTIMATED FIXED WEEKLY OPERATING EXPENSES
MID-SIZED BROADWAY THEATRE

Schedule 5-3

1-Aug-13

SALARIES

Star	\$	-	
Principals	\$	30,000	
Ensemble	\$	24,923	
Swings	\$	8,030	
Stage Managers	\$	7,633	
Dance Captain Premiums	\$	542	
Principal Understudy Assignments	\$	450	
Chorus Parts	\$	320	
Chorus Understudy Assignments	\$	480	
Equity Vacation Pay	\$	2,895	
Equity Sick Leave	\$	2,262	
Child Wrangler	\$	1,100	
Production Crew	\$	1,800	
Company Crew	\$	16,100	
Wardrobe Supervisor	\$	3,900	
Dressers	\$	10,500	
Hairdressers	\$	4,950	
Musical Director	\$	3,950	
Associate Musical Director	\$	400	
Company Manager & Assistant	\$	2,300	
General Manager	\$	5,500	
Press Agent	\$	2,850	
Marketing Firm	\$	2,000	
Internet Marketing Firm	\$	2,000	
Production Manager	\$	1,200	
Orchestra Contractor	\$	892	
Piano/Vocal Arranger	\$	500	
Dance Arranger	\$	500	
Casting Director	\$	1,150	
Fight Director	\$	-	
Rehearsals & Work Calls	\$	1,800	
Company Payroll Taxes	\$	21,139	
Company Union Fringe Benefits	\$	25,367	
			\$ 187,433

ADVERTISING & PUBLICITY

Print Advertising, Television & Radio Advertising, Outdoor Advertising, Direct Response, Production, Artwork & Mechanicals, Publicity, Promotion & Marketing, Website, Online Media, Broadcast Residuals, Press Agent Expenses			\$ 100,000
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DEPARTMENTAL EXPENSES

Carpenter, Automation & Props	\$	1,000	
Electrics & Sound	\$	1,500	
Wardrobe, Hair & Makeup	\$	2,500	
Company & Stage Managers	\$	500	
			\$ 5,500

SOMEWHERE IN TIME
ESTIMATED FIXED WEEKLY OPERATING EXPENSES
MID-SIZED BROADWAY THEATRE

Schedule 5-3

1-Aug-13

EQUIPMENT RENTALS

Automation	\$	4,200	
Electrics	\$	12,000	
Sound	\$	8,500	
Genie Lifts & Chain Motors	\$	500	
Musical Instruments	\$	400	
			\$ 25,600

THEATRE EXPENSES

Fixed Rent	\$	10,000	
Air Conditioning	\$	1,600	
Theatre Fixed Operating Expenses	\$	24,000	
Theatre - Itemized Charges	\$	3,250	
House Manager	\$	1,988	
Box office	\$	10,000	
Porters & Cleaners	\$	7,500	
Ushers, Ticket Takers, Doorman	\$	13,500	
Theatre Stagehands	\$	21,240	
Rehearsals & Work Calls	\$	2,766	
Holiday Pay	\$	717	
Theatre Musicians	\$	28,298	
Theatre Payroll - Union Benefits	\$	14,413	
Theatre Payroll - Tax Burden	\$	10,965	
			\$ 150,237

GENERAL & ADMINISTRATIVE

Office Fee	\$	1,500	
Executive Producer	\$	3,000	
Legal	\$	900	
Accounting	\$	1,869	
Insurance	\$	4,750	
Closing Cost Reserve	\$	4,500	
Cast Replacement Reserve	\$	500	
Photocopying, Telefax, Phones, Postage	\$	750	
Computer Payroll Service	\$	375	
Miscellaneous & Other	\$	500	
			\$ 18,644

TOTAL ESTIMATED FIXED WEEKLY

COMPANY OPERATING COSTS (NEW YORK)

\$ 487,415

PRE-RECOUPMENT - WITH AMORTIZATION

Percentage of Capacity:	(Breakeven) 56.4%	60.0%	70.0%	80.0%	90.0%	(Capacity) 100.0%
GROSS GROSS WEEKLY BOX OFFICE RECEIPTS	\$ 628,093	\$ 668,328	\$ 779,716	\$ 891,104	\$ 1,002,492	\$ 1,113,880
NET GROSS WEEKLY BOX OFFICE RECEIPTS	\$ (65,950)	\$ (70,174)	\$ (81,870)	\$ (93,566)	\$ (105,262)	\$ (116,957)
LESS: WEEKLY OPERATING EXPENSES:						
Fixed Weekly Operating Expenses	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415
Theatre Percentage Rent (Note #1)	\$ 33,729	\$ 35,889	\$ 41,871	\$ 47,852	\$ 53,834	\$ 59,815
TOTAL WEEKLY OPERATING EXPENSES	\$ 521,143	\$ 523,304	\$ 529,285	\$ 535,267	\$ 541,248	\$ 547,230
GROSS WEEKLY OPERATING SURPLUS	\$ 41,000	\$ 74,850	\$ 168,560	\$ 262,271	\$ 355,982	\$ 449,693
LESS: PROFIT POOL ROYALTIES (Notes #2 & #3)	\$ 41,000	\$ 41,000	\$ 41,000	\$ 59,839	\$ 118,017	\$ 176,196
NET WEEKLY OPERATING PROFIT	\$ (0)	\$ 33,850	\$ 127,560	\$ 202,433	\$ 237,965	\$ 273,497
<hr/>						
Total Weeks to Recoup Production Costs (excl. bonds & reserve) \$8,294,341	N/A	245.0	65.0	41.0	34.9	30.3

- Notes: 1. Theatre Percentage Rent is estimated at 6% of Net Weekly Gross Box Office Receipts
2. Royalty Pool is calculated at:
- | | Points | NOP % | MWG |
|-----------------|---------|----------|-----------|
| Pre-recoupment | 15.3125 | 41.3889% | 20,500.00 |
| Post-Recoupment | 18.2917 | 48.8449% | 20,500.00 |
3. This schedule assumes an amortization factor of 2% of Out-Of-Pocket Production Costs totaling \$ 8,294,341
- There is an amortization clawback of 50% of the weekly operating profit in excess of the amortization
- With this amortization, the MWG is assumed at 200% of contractual rate

PRE-RECOUPMENT - NO AMORTIZATION

Percentage of Capacity:	(Breakeven)					(Capacity)
	54.2%	60.0%	70.0%	80.0%	90.0%	100.0%
GROSS GROSS WEEKLY BOX OFFICE RECEIPTS	\$ 603,726	\$ 668,328	\$ 779,716	\$ 891,104	\$ 1,002,492	\$ 1,113,880
NET GROSS WEEKLY BOX OFFICE RECEIPTS	\$ (63,391)	\$ (70,174)	\$ (81,870)	\$ (93,566)	\$ (105,262)	\$ (116,957)
	<u>\$ 540,335</u>	<u>\$ 598,154</u>	<u>\$ 697,846</u>	<u>\$ 797,538</u>	<u>\$ 897,230</u>	<u>\$ 996,923</u>
LESS: WEEKLY OPERATING EXPENSES:						
Fixed Weekly Operating Expenses	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415
Theatre Percentage Rent (Note #1)	\$ 32,420	\$ 35,889	\$ 41,871	\$ 47,852	\$ 53,834	\$ 59,815
	<u>\$ 519,835</u>	<u>\$ 523,304</u>	<u>\$ 529,285</u>	<u>\$ 535,267</u>	<u>\$ 541,248</u>	<u>\$ 547,230</u>
TOTAL WEEKLY OPERATING EXPENSES						
GROSS WEEKLY OPERATING SURPLUS	<u>\$ 20,500</u>	<u>\$ 74,850</u>	<u>\$ 168,560</u>	<u>\$ 262,271</u>	<u>\$ 355,982</u>	<u>\$ 449,693</u>
LESS: PROFIT POOL ROYALTIES (Notes #2 & #3)	\$ 20,500	\$ 30,979	\$ 69,765	\$ 108,551	\$ 147,337	\$ 186,123
NET WEEKLY OPERATING PROFIT	<u>\$ 0</u>	<u>\$ 43,870</u>	<u>\$ 98,795</u>	<u>\$ 153,720</u>	<u>\$ 208,645</u>	<u>\$ 263,570</u>

Total Weeks to Recoup Production Costs (excl. bonds & reserve)	N/A	189.1	84.0	54.0	39.8	31.5
\$8,294,341						

Notes: 1. Theatre Percentage Rent is estimated at 6% of Net Weekly Gross Box Office Receipts

2. Royalty Pool is calculated at:

	Points	NOP %	MWG
Pre-recoupment	15.3125	41.3889%	20,500.00
Post-Recoupment	18.2917	48.8449%	20,500.00

3. This schedule assumes no amortization factor.

PRE-RECOUPMENT - GROSS ROYALTIES

Percentage of Capacity:	(Breakeven)	70.0%	75.0%	80.0%	90.0%	(Capacity)
	62.1%					100.0%
GROSS GROSS WEEKLY BOX OFFICE RECEIPTS	\$ 692,102	\$ 779,716	\$ 835,410	\$ 891,104	\$ 1,002,492	\$ 1,113,880
NET GROSS WEEKLY BOX OFFICE RECEIPTS	\$ (72,671)	\$ (81,870)	\$ (87,718)	\$ (93,566)	\$ (105,262)	\$ (116,957)
	<u>\$ 619,431</u>	<u>\$ 697,846</u>	<u>\$ 747,692</u>	<u>\$ 797,538</u>	<u>\$ 897,230</u>	<u>\$ 996,923</u>
LESS: WEEKLY OPERATING EXPENSES:						
Fixed Weekly Operating Expenses	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415
Theatre Percentage Rent (Note #1)	\$ 37,166	\$ 41,871	\$ 44,862	\$ 47,852	\$ 53,834	\$ 59,815
	<u>\$ 524,580</u>	<u>\$ 529,285</u>	<u>\$ 532,276</u>	<u>\$ 535,267</u>	<u>\$ 541,248</u>	<u>\$ 547,230</u>
TOTAL WEEKLY OPERATING EXPENSES						
GROSS WEEKLY OPERATING SURPLUS	\$ 94,851	\$ 168,560	\$ 215,416	\$ 262,271	\$ 355,982	\$ 449,693
	<u>\$ 94,850</u>	<u>\$ 106,858</u>	<u>\$ 114,490</u>	<u>\$ 122,123</u>	<u>\$ 137,388</u>	<u>\$ 152,654</u>
LESS: ROYALTIES ON GROSS (Note #2)						
NET WEEKLY OPERATING PROFIT	\$ 0	\$ 61,703	\$ 100,925	\$ 140,148	\$ 218,593	\$ 297,039
	<u>\$ 0</u>	<u>\$ 61,703</u>	<u>\$ 100,925</u>	<u>\$ 140,148</u>	<u>\$ 218,593</u>	<u>\$ 297,039</u>

Total Weeks to Recoup Production Costs (excl. bonds & reserve)						
\$8,294,341	N/A	134.4	82.2	59.2	37.9	27.9

Notes: 1. Theatre Percentage Rent is estimated at 6% of Net Weekly Gross Box Office Receipts

2. Royalty Pool is calculated at:

	Points	NOP %	MWG
Pre-recoupment	15.3125	41.3889%	20,500.00
Post-Recoupment	18.2917	48.8449%	20,500.00

POST-RECOUPMENT - WITH AMORTIZATION

Percentage of Capacity:	(Breakeven)					(Capacity)
	54.2%	65.0%	75.0%	80.0%	90.0%	100.0%
GROSS GROSS WEEKLY BOX OFFICE RECEIPTS	\$ 603,726	\$ 724,022	\$ 835,410	\$ 891,104	\$ 1,002,492	\$ 1,113,880
	\$ (63,391)	\$ (76,022)	\$ (87,718)	\$ (93,566)	\$ (105,262)	\$ (116,957)
NET GROSS WEEKLY BOX OFFICE RECEIPTS	<u>\$ 540,335</u>	<u>\$ 648,000</u>	<u>\$ 747,692</u>	<u>\$ 797,538</u>	<u>\$ 897,230</u>	<u>\$ 996,923</u>
LESS: WEEKLY OPERATING EXPENSES:						
Fixed Weekly Operating Expenses	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415
Theatre Percentage Rent (Note #1)	\$ 32,420	\$ 38,880	\$ 44,862	\$ 47,852	\$ 53,834	\$ 59,815
TOTAL WEEKLY OPERATING EXPENSES	<u>\$ 519,835</u>	<u>\$ 526,295</u>	<u>\$ 532,276</u>	<u>\$ 535,267</u>	<u>\$ 541,248</u>	<u>\$ 547,230</u>
GROSS WEEKLY OPERATING SURPLUS	<u>\$ 20,500</u>	<u>\$ 121,705</u>	<u>\$ 215,416</u>	<u>\$ 262,271</u>	<u>\$ 355,982</u>	<u>\$ 449,693</u>
LESS: PROFIT POOL ROYALTIES (Note #2)	\$ 20,500	\$ 59,447	\$ 105,220	\$ 128,106	\$ 173,879	\$ 219,652
NET WEEKLY OPERATING PROFIT BEFORE AMORT PAYBACK	<u>\$ 0</u>	<u>\$ 62,258</u>	<u>\$ 110,196</u>	<u>\$ 134,165</u>	<u>\$ 182,103</u>	<u>\$ 230,041</u>
AMORTIZATION PAYBACK (Note #3)	\$ 0	\$ 9,339	\$ 16,529	\$ 20,125	\$ 27,315	\$ 34,506
NET WEEKLY OPERATING PROFIT	<u>\$ 0</u>	<u>\$ 52,920</u>	<u>\$ 93,667</u>	<u>\$ 114,040</u>	<u>\$ 154,787</u>	<u>\$ 195,535</u>

Notes: 1. Theatre Percentage Rent is estimated at

6%

 of Net Weekly Gross Box Office Receipts

2. Royalty Pool is calculated at:

	Points	NOP %	MWG
Pre-recoupment	15.3125	41.3889%	20,500.00
Post-Recoupment	18.2917	48.8449%	20,500.00

POST-RECOUPMENT - NO AMORTIZATION

Percentage of Capacity:	(Breakeven)					(Capacity)
	54.2%	65.0%	75.0%	80.0%	90.0%	100.0%
GROSS GROSS WEEKLY BOX OFFICE RECEIPTS	\$ 603,726	\$ 724,022	\$ 835,410	\$ 891,104	\$ 1,002,492	\$ 1,113,880
NET GROSS WEEKLY BOX OFFICE RECEIPTS	\$ (63,391)	\$ (76,022)	\$ (87,718)	\$ (93,566)	\$ (105,262)	\$ (116,957)
LESS: WEEKLY OPERATING EXPENSES:						
Fixed Weekly Operating Expenses	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415
Theatre Percentage Rent (Note #1)	\$ 32,420	\$ 38,880	\$ 44,862	\$ 47,852	\$ 53,834	\$ 59,815
TOTAL WEEKLY OPERATING EXPENSES	\$ 519,835	\$ 526,295	\$ 532,276	\$ 535,267	\$ 541,248	\$ 547,230
GROSS WEEKLY OPERATING SURPLUS	\$ 20,500	\$ 121,705	\$ 215,416	\$ 262,271	\$ 355,982	\$ 449,693
LESS: PROFIT POOL ROYALTIES (Note #2)	\$ 20,500	\$ 59,447	\$ 105,220	\$ 128,106	\$ 173,879	\$ 219,652
NET WEEKLY OPERATING PROFIT	\$ 0	\$ 62,258	\$ 110,196	\$ 134,165	\$ 182,103	\$ 230,041

Notes: 1. Theatre Percentage Rent is estimated at 6% of Net Weekly Gross Box Office Receipts

2. Royalty Pool is calculated at:

	Points	NOP %	MWG
Pre-recoupment	15.3125	41.3889%	20,500.00
Post-Recoupment	18.2917	48.8449%	20,500.00

POST-RECOUPMENT - GROSS ROYALTIES

Percentage of Capacity:	(Breakeven) 64.6%	70.0%	75.0%	80.0%	90.0%	(Capacity) 100.0%
GROSS GROSS WEEKLY BOX OFFICE RECEIPTS	\$ 719,336	\$ 779,716	\$ 835,410	\$ 891,104	\$ 1,002,492	\$ 1,113,880
	\$ (75,530)	\$ (81,870)	\$ (87,718)	\$ (93,566)	\$ (105,262)	\$ (116,957)
NET GROSS WEEKLY BOX OFFICE RECEIPTS	<u>\$ 643,806</u>	<u>\$ 697,846</u>	<u>\$ 747,692</u>	<u>\$ 797,538</u>	<u>\$ 897,230</u>	<u>\$ 996,923</u>
LESS: WEEKLY OPERATING EXPENSES:						
Fixed Weekly Operating Expenses	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415	\$ 487,415
Theatre Percentage Rent (Note #1)	<u>\$ 38,628</u>	<u>\$ 41,871</u>	<u>\$ 44,862</u>	<u>\$ 47,852</u>	<u>\$ 53,834</u>	<u>\$ 59,815</u>
TOTAL WEEKLY OPERATING EXPENSES	<u>\$ 526,043</u>	<u>\$ 529,285</u>	<u>\$ 532,276</u>	<u>\$ 535,267</u>	<u>\$ 541,248</u>	<u>\$ 547,230</u>
GROSS WEEKLY OPERATING SURPLUS	<u>\$ 117,763</u>	<u>\$ 168,560</u>	<u>\$ 215,416</u>	<u>\$ 262,271</u>	<u>\$ 355,982</u>	<u>\$ 449,693</u>
LESS: ROYALTIES ON GROSS (Note #2)	<u>\$ 117,763</u>	<u>\$ 127,648</u>	<u>\$ 136,765</u>	<u>\$ 145,883</u>	<u>\$ 164,118</u>	<u>\$ 182,354</u>
NET WEEKLY OPERATING PROFIT	<u>\$ 0</u>	<u>\$ 40,913</u>	<u>\$ 78,650</u>	<u>\$ 116,388</u>	<u>\$ 191,864</u>	<u>\$ 267,339</u>

Notes: 1. Theatre Percentage Rent is estimated at 6% of Net Weekly Gross Box Office Receipts

2. Royalty Pool is calculated at:

	Points	NOP %	MWG
Pre-recoupment	15.3125	41.3889%	20,500.00
Post-Recoupment	18.2917	48.8449%	20,500.00

SOMEWHERE IN TIME

ESTIMATED ROYALTIES & PROFIT POOL

Schedule

5.0

-10

1-Aug-13

PRE-100% RECOUPMENT

<u>Contribution</u>	<u>Name</u>	<u>Pro-Rata Contractual Rate</u>	<u>Percentage Share of Total Pool</u>	<u>Minimum of Net Profits</u>	<u>Maximum Royalties at Breakeven</u>
				41.39%	
Authors		5.250	34.29%	15.560%	\$ 6,000
Underlying Rights - Matheson		1.750	11.43%	5.187%	\$ 2,000
Underlying Rights - Universal		0.438	2.86%	1.729%	\$ 500
Director		1.000	6.53%	3.000%	\$ 2,000
Choreographer		0.500	3.27%	1.000%	\$ 750
Scenic Designer		0.500	3.27%	1.000%	\$ 750
Costume Designer		0.500	3.27%	1.000%	\$ 750
Lighting Designer		0.500	3.27%	1.000%	\$ 750
Sound Designer		0.375	2.45%	0.750%	\$ 750
Orchestrator		0.500	3.27%	0.790%	\$ 750
Workshop/Regional		1.000	6.53%	2.593%	\$ 1,000
Producers		2.000	13.06%	5.187%	\$ 3,000
Investors		1.000	6.53%	2.593%	\$ 1,500
		15.313	100.00%	41.389%	\$ 20,500

POST- 100% RECOUPMENT

<u>Contribution</u>	<u>Name</u>	<u>Pro-Rata Contractual Rate</u>	<u>Percentage Share of Total Pool</u>	<u>Minimum of Net Profits</u>	<u>Maximum Royalties at Breakeven</u>
				48.84%	
Authors		7.000	38.27%	17.780%	\$ 6,000
Underlying Rights - Matheson		2.333	12.76%	5.927%	\$ 2,000
Underlying Rights - Universal		0.583	3.19%	1.976%	\$ 500
Director		1.000	5.47%	3.500%	\$ 2,000
Choreographer		0.500	2.73%	1.143%	\$ 750
Scenic Designer		0.500	2.73%	1.143%	\$ 750
Costume Designer		0.500	2.73%	1.143%	\$ 750
Lighting Designer		0.500	2.73%	1.143%	\$ 750
Sound Designer		0.375	2.05%	0.857%	\$ 750
Orchestrator		0.500	2.73%	0.900%	\$ 750
Workshop/Regional		1.500	8.20%	4.445%	\$ 1,000
Producers		2.000	10.93%	5.927%	\$ 3,000
Investors		1.000	5.47%	2.963%	\$ 1,500
		18.292	100.00%	48.845%	\$ 20,500

SOMEWHERE IN TIME

Schedule 5-11

ESTIMATED GROSS WEEKLY BOX OFFICE RECEIPTS AT CAPACITY
BROOKS ATKINSON - FOR BUDGET PURPOSES ONLY

1-Aug-13

Orchestra	574	seats x	\$140.00	=	\$80,360.00	
Front Mezz	285	seats x	\$140.00	=	\$39,900.00	
Rear Mezz	100	seats x	\$75.00	=	\$7,500.00	
	<u>1,044</u>				<u>\$139,235.00</u>	x 8 perfs. = \$1,113,880.00

Deductions:

Turkus Tax Relief 4.5% (\$50,124.60)

Commissions:

Estimated Commissions 6.0% (\$66,832.80)

NET POTENTIAL GROSS BOX OFFICE RECEIPTS AT CAPACITY

\$996,922.60

- * Production kills and limited view to be determined.
- * Does not include allocation for premium ticket sales

THE OPPORTUNITY

We are currently raising a minimum of \$10,000,000 up to a maximum of \$12,000,000 from accredited investors only for the Broadway production of *Somewhere in Time*.

FOR POTENTIAL PRODUCERS

For those considering a producing partnership with *Somewhere in Time*, you may be eligible to receive additional financial and other benefits that are more favorable than a standard investment.

Some of these benefits may include billing, Tony Award eligibility, preferred investment returns, attendance to private events for the cast and crew, and more.

Co-Producer entitlements are eligible for those investing \$500,000 or more. Please see the following page for a complete breakdown of these entitlements.

The complete terms and conditions of all Co-Producer options will be formalized in a letter of agreement.

FOR POTENTIAL INVESTORS

The suggested investment amount is a minimum of \$25,000.

THE OPPORTUNITY (cont.)

CO-PRODUCER ENTITLEMENTS

Capitalization is a minimum amount of \$10,000,000 up to a maximum amount of \$12,000,000. All financial examples on the chart below are based on a capitalization amount of \$10,000,000.

ALTERNATIVE AGGREGATE AMOUNTS INVESTED AND/OR CAUSED TO BE INVESTED BY A CO-PRODUCER	ADDITIONAL ADJUSTED NET PROFIT TERMS ("ANP")	INVESTOR SHARE OF ANP	ADD'L SHARE OF ANP	PRO-RATA SHARE OF PRODUCER'S ROYALTY OF 1%	OPENING NIGHT TICKET ALLOCATION (AGGREGATE ALLOCATION BASED ON TOTAL INVESTMENT AMOUNT)*
\$1,500,000 (single name above the title billing) [Example based on \$1,500,000]	50% of Investor Share; "1 for 2" deal; overall deal on "75% terms"	7.5%	3.75%	15%	6 pair of tickets in the orchestra; 2 pair of tickets in best available locations**
\$1,000,000 (single name above the title billing) [Example based on \$1,000,000]	50% of Investor Share; "1 for 2" deal; overall deal on "75% terms"	5%	2.5%	n/a	5 pair of tickets in the orchestra; 2 pair of tickets in best available locations**
\$500,000 (single name above the title billing) [Example based on \$500,000]	20% of Investor Share; "1 for 5" deal; overall deal on "60% terms"	2.5%	.5%	n/a	3 pair of tickets in the orchestra; 1 pair of tickets in best available locations**
\$250,000 (single name below the title as Associate Producer) [Example based on \$250,000]	16.66% of Investor Share; "1 for 6" deal; overall deal on "58.33% terms"	1.25%	.21%	n/a	1 pair of tickets in the orchestra; 1 pair of tickets in best available locations**

*Company shall provide each of Co-Producer's Investors who invest at least \$50,000 in the Company with one (1) pair of tickets to the official opening performance in locations to be determined in the Managing Member's sole discretion (such ticket locations for such Co-Producer's Investors may be in the mezzanine and/or side locations).

**Best available as determined by Managing Member in its sole discretion, provided that such tickets may be in mezzanine and/or side locations.

Co-Producer's billing shall appear in a single name in connection with the Broadway Production, as a producer, above the title of the Play, in equal style, size, type and prominence to that of all other above the title producers, and such billing shall be listed below the Managing Member (or their nominees) and shall be listed in descending order of the percentage of capital contributed (and/or caused to be contributed) by each non-Managing Member Co-producer (in the event that two or more non-Managing Member Co-Producers contribute (and/or cause to be contributed) the same percentage, billing for such parties shall be alphabetical).

**For more information on *Somewhere in Time*,
please contact:**

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