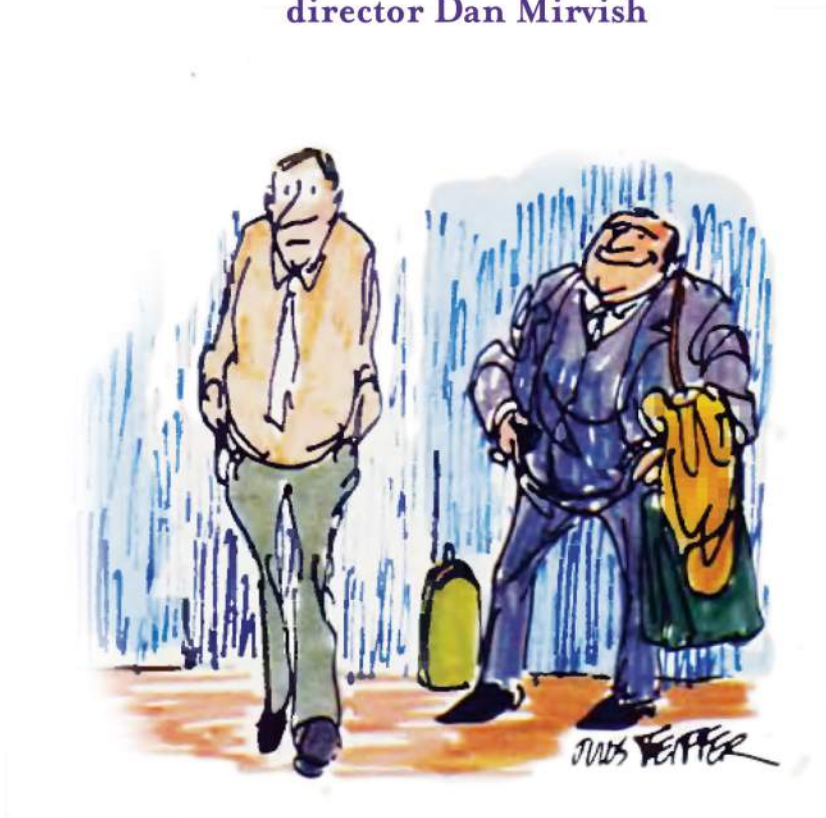


from a screenplay by
Oscar, Obie and Pulitzer Prize winner Jules Feiffer

BERNARD AND HUEY

an upcoming film by
director Dan Mirvish



a timeless classic whose time has come

A Unique Opportunity for Those Interested in Supporting Independent Film

Bernard and Huey is an upcoming feature-length film based on the screenplay by Oscar, Pulitzer and Obie-winning author Jules Feiffer, and directed and produced by Dan Mirvish. This document outlines the opportunities for organizations and individuals who are considering contributing to the film.

Topics covered include:

- Project Summary
- Project History
- Key Production Team
- Synopsis
- Director's Statement
- Casting
- Why Support Independent Film?
- Product Integration & Branded Sponsorship
- Financing Options
 - I. Private Investment
 - II. Donations, Grants & Crowd Funding
 - III. Product Integration & Corporate Sponsorship
- Budget Considerations
- Budget Options
- Distribution Potential
- Distribution Scenarios
- Contact Info & Disclaimer



Project Summary

Based on a screenplay by legendary Pulitzer Prize-winning author Jules Feiffer, *Bernard and Huey* is a comedy about two old friends who reconnect after 30 years apart and the women who complicate their lives. Award-winning director Dan Mirvish has taken on the project along with producers Mike Ryan and Dana Altman.

Given current economic conditions and the state of independent film, the optimal budget for a movie of this nature is \$400,000, with a bare-bones minimum of \$60,000. To that end, *Bernard and Huey* is being produced by a single-project California limited liability company called "Eat Bug Films, LLC" (EBF). EBF is offering Individual "units" (or "shares") in the LLC for \$5,000 each and is also looking to supplement the budget with tax-deductible donations, corporate product integration, and a crowdsourced donation campaign.

No independent film project is guaranteed to be successful either critically or commercially. But *Bernard and Huey* has a tremendous amount going for it, not least of which is the fact that it is based on a known and proven property, including characters that have thrived in multiple media for over 40 years. Perhaps more important, Jules Feiffer, Dan Mirvish and the production team are very well known and respected in the Hollywood acting community, and know they can get an amazing, recognizable cast for this film.

The following pages should give you a general idea of what investors and contributors should expect from getting involved with *Bernard and Huey*. Ultimately, if you are interested in investing in the film, you'll need to take a look at our LLC membership paperwork which covers many of these same topics, but is the actual legal document that governs Eat Bug Films, LLC, and describes in greater specificity the risks and rewards of investing in *Bernard and Huey*.



Project History

Bernard and Huey is an upcoming film based on a screenplay by living legend Jules Feiffer. Pulitzer, Oscar, Obie and WGA Lifetime Achievement award winning Feiffer is perhaps best known for his eponymous comic strip he had in *The Village Voice* for 40 years. But Feiffer is equally regarded as a playwright, novelist and screenwriter. In that last capacity, his script *Carnal Knowledge* was directed by Mike Nichols in 1971. It starred Jack Nicholson, Art Garfunkel, Candace Bergen and garnered an Oscar for Ann-Margaret. The same year, Alan Arkin directed Elliot Gould in Feiffer's *Little Murders*, equally well-regarded. In 1980, Feiffer wrote *Popeye* for director Robert Altman and producer Robert Evans. Feiffer's short animated film *Munro*, won an Oscar in 1961.

Carnal Knowledge is one of the pillars of the Golden Age of 70s film, and was a big influence on Dan Mirvish's last film, *Between Us*, which starred Julia Stiles and Taye Diggs. During post-production on the film, Mirvish happened upon a biography of Feiffer that mentioned that he had several unproduced screenplays. Hmm, thought, Mirvish. With a track record like Feiffer's, chances are they're good! So Mirvish and producing partner Dana Altman (Robert's grandson) tracked down Feiffer through his speaking bureau. Still very much alive and teaching in the Hamptons, Feiffer responded right away via email. Cryptically, he said he couldn't find any scripts, but to try him again in four months. Four months later and another exchange of emails resulted in no new information: Not only couldn't Feiffer find any unproduced screenplays, but it was still a mystery to Mirvish and Altman what they even were.

Completely coincidentally, Jules' daughter Halley Feiffer had a film at Slamdance (the festival that Mirvish and Altman started) later that same year. Dan struck up a friendship with Halley and that renewed the exchanges with Jules. But still no luck finding any scripts. Thankfully, Mirvish's old friend Kevin DiNovis, another Slamdance alumnus, vaguely remembered reading one of Feiffer's screenplays in *Scenario Magazine*, back in the 90s!

Known in the last decade of the 20th Century as the definitive magazine for Hollywood screenwriters, *Scenario* was a quarterly publication that mostly reprinted the top produced screenplays at the time. Occasionally, they would also publish an *unproduced* screenplay, whose rights were still available. With the internet in its infancy, and a decade before "The Black List" made unproduced screenplays viral sensations, getting an unproduced screenplay published in *Scenario* was a very big deal in Hollywood. Feiffer's script was actually in the inaugural issue of the magazine, making it an even hotter property.

That issue of *Scenario* was only available in two libraries in the entire United States, but fortunately one was in LA: The Academy Library, to be exact. Operating more like a monastery than a library, the Academy of Motion Pictures Arts & Sciences has strict rules to enter: No cameras, no cell phones, no pens. Mirvish adhered by the rules and finally got a chance to read the elusive script, *Bernard and Huey*. It was brilliant: Hilarious, poignant, dramatic and remarkably timeless. Even better, there was an accompanying interview with Feiffer that mentioned that he'd worked with an LA producer who'd tried to get the screenplay made in the mid 80s, first through Showtime, and then independently. But the name given in the article didn't show up on IMDB or anyplace else.

Dan immediately contacted Jules again, who was thrilled to hear about the discovery of the script,

but he warned that the version in *Scenario* might have been an edited one. Fortunately, Jules remembered the old LA producer – maybe he still had a copy of the final script? Turns out *Scenario* had spelled his name wrong. Michael Brandman – who still produces the Tom Selleck *Jesse Stone* TV movies for CBS – was still very much alive and kicking in LA. Dan spoke with him several times and he was thrilled to hear renewed interest in *Bernard and Huey*. Better still, after a week of searching his old files, he was able to find an original hard copy of the final script!

Dan scanned it in as a PDF as well as a character recognition file – so once again it could be edited in standard screenwriting software. Dan arranged a trip to visit Jules at his home in the Hamptons. Bringing bagels and lox (per daughter Halley’s recommendation), Dan spent a lovely afternoon with Jules and they decided then and there to launch production of *Bernard and Huey*.

Of course, anytime you’re dealing with a literary property that’s nearly 30 years old, you’ve got to make sure that all the rights are cleared and sorted out. That process alone would take another nine months. It didn’t help matters that Jules’ old agent was dead. His lawyer was dead. His lawyer’s old partner even more dead. And Jules’ old assistant? As he put it, “She is no longer among the counted.”

Thankfully, everyone who *is* still alive has tremendous love and admiration for Jules and without hesitation all have been helping us clear the decks to make the movie.

Despite several attempts to get the movie made in the late 80s, the good news was that Jules had always retained the copyright to the script himself. The characters of Bernard and Huey had over the years been featured in Feiffer’s work in several different media, including his *Village Voice* cartoons, cartoons for *Playboy* magazine, a play, and a book. In each case, we’ve gotten confirmation that Feiffer controls the underlying property and nobody else has any claims to it. Mirvish even sent a friend to the Library of Congress in Washington where Jules had donated his files in 2000. Buried in the archives was Jules’ original handwritten script to *Bernard and Huey*, including doodles, crossed out scenes, and margin notes to call his then very-much alive lawyer.

With the rights sorted out, now is the time to make *Bernard and Huey*. Keep reading to see how you can get involved!



Key Production Team

- **Dan Mirvish - Director, Producer.**

Dan's made several features, including *Between Us*, which starred Julia Stiles, Taye Diggs, Melissa George and David Harbour. The film played at 23 festivals in 7 countries (winning the Grand Jury Award at the Bahamas International Film Festival), had a 50+ city theatrical release, aired on both Showtime and Starz networks, and has been available on all DVD and VOD platforms, including iTunes, Amazon and Netflix. A critical success, *Between Us* has also started to earn its investors back the money they put in.



On his first film, *Omaha (the movie)*, Dan was mentored by Robert Altman. The film went on to play in over 30 international festivals and get a theatrical release in 32 US cities. Dan's film *Open House*, starring Anthony Rapp and Sally Kellerman, was distributed by The Weinstein Company and literally was the film that rewrote the rules of the Academy Awards' Best Original Musical category. Dan also co-founded the Slamdance Film Festival and is still actively involved as the mentor for new filmmakers. Slamdance alumni have gone on to gross over \$10.618 billion worldwide with their subsequent films, including holding the reigns of both the Marvel and DC franchises. Mirvish is also the co-author of the critically-acclaimed novel *I Am Martin Eisenstadt*, based on his headline-making series of short films that created a fictional McCain advisor during the 2008 presidential campaign.

- **Jules Feiffer – Writer.**

Jules Feiffer is perhaps best known for his eponymous comic strip he had in *The Village Voice* for 40 years, for which he won the Pulitzer Prize in 1986 for editorial cartooning. Feiffer is equally regarded as a playwright, novelist and screenwriter. In that last capacity, his script *Carnal Knowledge* was directed by Mike Nichols in 1971. It starred Jack Nicholson, Art Garfunkel, Candace Bergen and garnered an Oscar for Ann-Margaret. The same year, Alan Arkin directed Elliot Gould in Feiffer's *Little Murders*, equally well-regarded. In 1980, Feiffer wrote *Popeye* for director Robert Altman and producer Robert Evans. Feiffer wrote the screenplay to 1989's *I Want to Go Home*, directed by Alain Resnais and starring Gérard Depardieu. Feiffer's short animated film *Munro*, won an Oscar in 1961. Feiffer's plays *Little Murders* and *The White House Murder Case* both won Obie and Outer Circle Critics Awards. In 2004, Feiffer received the Writers Guild of America Lifetime Achievement award, and is also a recipient of the Nation Cartoonists Society's Lifetime Achievement award.



• **Dana Altman – Producer.**

Dana has carved out a distinct niche as Omaha's preeminent film producer on such films as Spirit Award Nominee *Lovely, Still*, and two of Dan Mirvish's films, *Omaha (the movie)* and *Between Us*. Dana is president and founder of North Sea Films, an award-winning production company that has produced five narrative features, three network television specials, seven documentaries and numerous commercials. Dana also worked with his grandfather Robert Altman on a number of his films, dating back to *Popeye*, where he first met Jules Feiffer.



• **Mike S. Ryan – Producer (New York)**

Another producer from the team that made *Between Us*, Mike is an Independent Spirit “Producer of the Year Award” Nominee, one of Variety's 2007 “10 Producers to Watch” and an IFP advisory board member. His films have garnered nominations and prizes from the Academy Awards, Independent Spirit Awards, Gotham Awards and many more. *Junebug* made its international premiere at Cannes in 2005 and went on to be the lowest-budgeted feature film ever nominated for an Oscar (Best Supporting Actress, Amy Adams). Todd Solondz's *Life During Wartime* premiered at the Venice, New York and Toronto film festivals. Other credits include Todd Solondz's *Palindromes*, Clark Gregg's *Choke*, Kelly Reichardt's *Old Joy* (winner, Rotterdam International Film Festival 2006) and Spirit Award-winner *Meek's Cutoff*; Ira Sach's *40 Shades of Blue* (winner, Sundance Film Festival 06), Hal Hartley's *Fay Grim*, starring Parker Posey and Jeff Goldblum; *Lake City*, starring Sissy Spacek and Ilya Chaiken's *Liberty City*, and *The Comedy* which premiered at Sundance.



Mike is a New York City native and NYU Tisch School of the Arts graduate with a background as a location manager on films like *Far from Heaven*, *The Ice Storm*, *Meet Joe Black* and *Ride with the Devil* – primarily working with legendary independent producer Ted Hope. He is also one of the founding film critics and essayists for the website *Hammer to Nail*.

Synopsis

Old friends reconnect when a ruffled HUEY appears at BERNARD's New York apartment doorstep and invites himself to stay for what he says will be a couple of days. While flashbacks from their post-college days in the mid 80s suggest that Huey formerly had his pick of the ladies, he's now divorced and barely has a relationship with his 20-something daughter ZELDA. Bernard is a preternatural nebbish, who used to get Huey's castoffs if he was lucky. But now he's a moderately successful book editor who does pretty well as a middle-aged swinging bachelor.

Though still flush with money from his old family printing business, Huey is a mess. Bernard takes pity on him - tinged with a certain amount of schadenfreude: Their lots in life have clearly switched. Concerned that Huey is despondent, Bernard consults ROZ—a shrink and the woman he's been loosely sleeping with for the past decade.

After Huey reunites with Zelda and his ex-wife AGGIE, he learns that Aggie's still doing tremendously well in the greeting card industry and that Zelda is a ballsy feminist cartoonist aspiring to be a graphic novelist. Zelda's artwork reflects her poor opinion of men. Huey defends her by saying that she wouldn't have a good reason to think anything of them. We learn that years before, Aggie found Huey in bed with their cleaning lady after she took their greeting card business to another printer. He still can't figure out why he dumped her instead of just firing the cleaning lady.

Huey seeks Bernard's professional assistance in furthering his daughter's career, but Zelda's artwork is a tough sell. Bernard shows Zelda's work to his publishing colleague MONA, who realizes she once had an unsettling one-night-stand with Huey years ago.

Zelda strongly comes onto Bernard, and they engage in a sexual relationship. Bernard falls in love with Zelda, which deeply upsets Roz who encouraged Bernard to meet with Zelda in the first place as a favor to Huey. Bernard's world turns upside down when he learns that Roz has started sleeping with Huey. At this point, Bernard admits that there's nobody he can confide in or talk to like Roz.

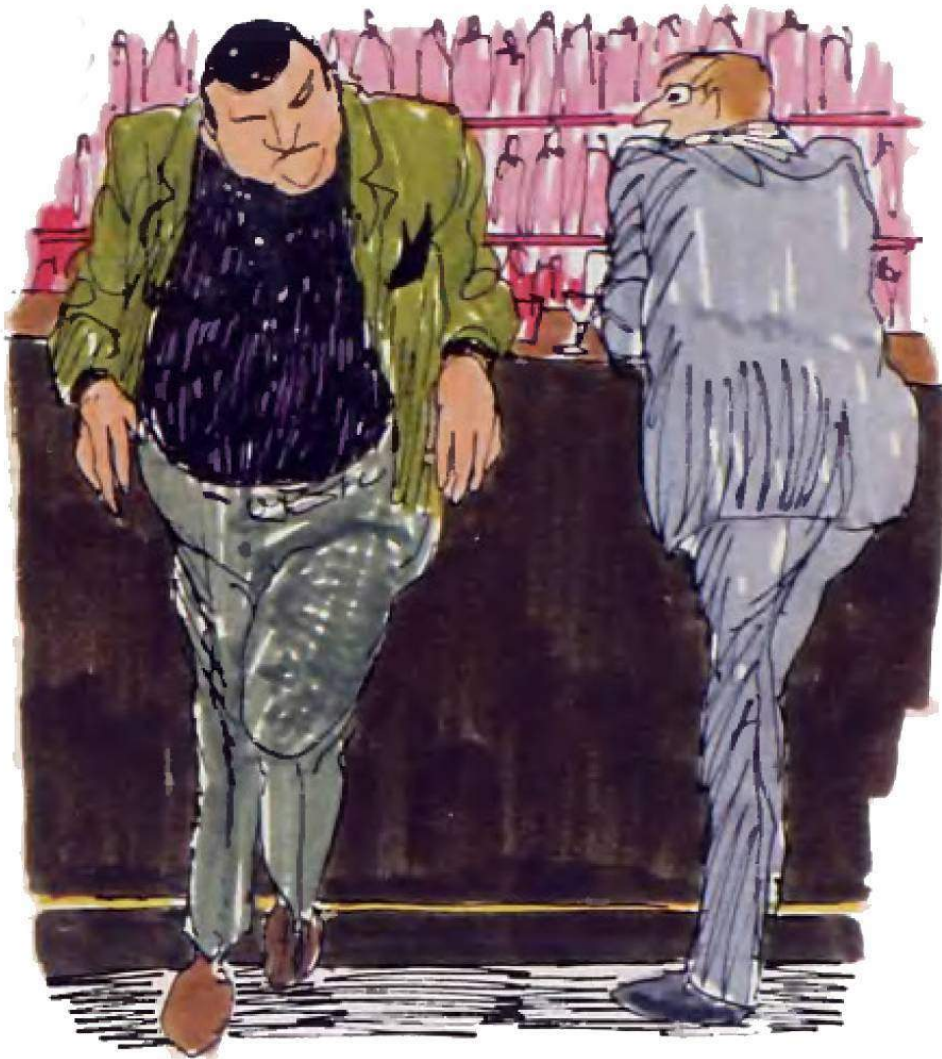
By now, Huey's got his groove back and uses Bernard's apartment as the setting for nightly sexual conquests. In addition to Roz and numerous other women, Huey sleeps with Bernard's coworker Mona.

Huey meets up with his brother and former business partner AUGIE who thought Huey was dead. Augie, who still runs the family printing business, accuses Huey of having done nothing in his life besides hurt people.

Meanwhile, Zelda pulls away from Bernard as a means of deprivation control. She'd wanted to see how long she could go until she missed him. Zelda starts collaborating with black hipster CONRAD SCOTT who's got a plan to turn Zelda's work into a marketable brand. Together, they produce greeting cards although Zelda questions whether or not she's selling out by working in the very medium that defined her mother. Bernard is infuriated to hear that Zelda's fallen in love with Conrad.

Bernard struggles with the fact that all of his peers are married with children and that he finds himself attracted to younger women. He feels alone in his age bracket and realizes that he screws around in fear of his own mortality. Zelda sends Bernard a voicemail in which she thanks him genuinely for functioning as a transitional figure in her life and reconciling her family. Roz confesses that Bernard is *her* Zelda and that he's not limited to being the transitional figure in Zelda's life, but that he is his own transitional figure as well.

Ultimately Huey celebrates the return from his train wreck state surrounded by Aggie, Augie, Bernard, and Zelda. Huey reconciles with Aggie, goes back in business with his brother, starts printing his daughter's work and cleans himself up. Together, they all go on a trip to the Caribbean - along with Bernard, who's now back together with Roz.



Director's Statement

Only four people have had the privilege of directing a feature script written by the legendary Jules Feiffer: Alan Arkin, and the late Mike Nichols, Robert Altman and Alain Resnais. To be included in that list is a daunting prospect and one that I am truly honored to join. The fact that Jules has entrusted me with his hidden gem of a screenplay that embodies two of his most enduring characters is an even bigger honor. But I think Jules recognized that I share with him a similar world view and sense of humor. He also knows that as a producer/director, when I say I'm going to make a movie, I make it. We share a similar lack of patience for Hollywood's traditional hurryup-and-wait approach that in this case left an amazing script languish in the Academy library for 28 years.

That said, prepping, shooting, finishing and promoting any film will still take time. And if there's one thing I've learned – especially from *Between Us*, which was an adaptation of an Off-Broadway play – it's that if you're going to direct a movie based on a pre-existing work, you'd better find a way to relate to it personally. With all the inevitable challenges of making the movie, you've got to have an emotional stake in the script or at some point you will get frustrated and abandon it. You need to make it your baby, as much as it was the original writer's. Your cast and crew will see this, too: They don't want to work for a director who's just going through the motions.

Fortunately, *Bernard and Huey* is very much a screenplay I can relate to. The main characters are middle-aged men wrestling with relationships, sex, fatherhood and friendship. Hey, that's all my friends and me! I've heard similar versions of many of the conversations between *Bernard and Huey*, usually talking to my single friends.

When I first read the script, one of the things that struck me was just how timeless the dialogue and characters were. Originally set in the mid-1980s with flashbacks to 1960, Huey's hipster Village jivetalk rang as true for its time as it does for Williamsburg or Silverlake hipsters now. Idioms from the 60s echoed again as ironic in the 80s and post-ironic in the 2010s. And as far as the characters themselves go, the story of a womanizer with a nebbish wingman goes back to Shakespeare and Chaucer, and certainly hasn't changed no matter how many iterations of feminism and post-feminism we've had in the last century.

With that in mind, I had the idea to transform the script so that the bulk of the action takes place in our current time period, with flashbacks to the mid-1980s. Part of this was purely practical: If you're making a low-budget movie, it's very expensive to shoot a period piece, especially one where you're required to recreate two *different* periods. This way, we just need to do a few scenes set in the 80s – much easier than recreating the 60s *and* the 80s.

Transforming *Bernard and Huey* to a current time period also makes the characters more my own age. So when Huey makes references to music, theater, or art from his and Bernard's post-collegiate romps, I know those worlds, because they were my own. For example, instead of an obsession with jazz, Huey's formative music would have been hardcore punk. For me, I *knew* these characters, and I know those cultural touchstones, because I lived that life in that era. The fact that I am about the same age now as Jules' age when he wrote the original script makes me very well suited to make the movie. Jules recognizes this, too, and has kindly entrusted me to make the appropriate updates, while still preserving almost all of the original dialogue.

When it comes to actually shooting the film, fortunately the script itself lends itself to a very visual approach. Ironically, *Carnal Knowledge* was a big influence on the style I used in shooting *Between Us*. And to a certain extent, I'll dip back into those visual references for *Bernard and Huey*.

In general, I want to use techniques and elements of the canonic 70s films to shoot *Bernard and Huey*. Specifically, I'm eager to explore frame-within-frame techniques, slow push-ins and dollying, the use of long lenses and literally finding old lenses, regardless of what camera we use. Two of the best films I saw on the festival circuit in recent years (Sean Baker's *Starlet*, and Ecuador's official Oscar entry *The Porcelain Horse* by Javier Andrade) were both shot on RED digital cameras but used lenses from the 60s and 70s, and it definitely showed.

In terms of sound, for my last few films I've successfully adopted Robert Altman's technique of putting individual lavalier mics on each actor and recording those onto unique audio tracks. This allows the actors to overlap dialogue freely, resulting in much more realistic performances. It really frees up the actors to simply act, and it's a subtle thing that makes a huge impact on the audience. It also guarantees that there will be no need for ADR (or dubbing) that is always a distraction (and an expensive addition to post-production). As Altman once told me, "Why let the boom guy - the lowest paid member of the crew - decide who to listen to? That's the director's job." And by mic'ing actors on individual tracks, the director can make those decisions in the relative calm of post-production.

One key thing for *Bernard and Huey* is to visually distinguish the contemporary scenes from those that take place in the mid-80s. Given the inevitable limitations in production design for those period scenes, the plan is to shoot those scenes in tight close-up. One technique I used on *Between Us* to great effect was to use varying levels of color saturation to clue the audience to the switches in time frame. That's just one visual trick, but others include changes in grain, lenses and sound design.

Most of the scenes in *Bernard and Huey* take place in New York interiors: Bernard's apartment, his publishing office, and various bars and restaurants. There are only a few exterior scenes. Consequently, the current plan is to shoot the bulk of principal photography in the Los Angeles area. We will then pick up some exterior scenes in New York. This is similar to what we did on *Between Us*, which was also partially set in New York, and the scenes cut together seamlessly.

Why Los Angeles? For one thing, most actors live in the LA area and it's always easier to cast actors who don't have to leave their families for long periods of time. LA also has the deepest crew and vendor base in the world - for whatever budget we wind up shooting the film. Whether it's finding a seasoned ASC cinematographer with a few weeks available on their schedule, or a newly-graduated USC student willing to work for free, there's an incredibly deep base of talented film professionals in Hollywood. For me personally, I have three kids and it's not easy to leave town for extended periods - especially for pre-production (which will inevitably start in my garage office anyway).

That said, if budget and casting necessitate shooting the film in New York (or for that matter Cleveland, Omaha, Atlanta or anyplace else), we'll do what we need to do to get the movie made in a responsible manner. Regardless of where we shoot the film, post-production editing and sound will take place in Los Angeles.

Casting

The key to making *Bernard and Huey* successful is going to be casting. In the current climate for independent filmmaking, you can only garner significant festival attention, critical awareness, distribution and ultimately any kind of income stream if you have recognizable, famous actors in your film. So how do you go about getting them, especially on a low-budget? Here's how the team behind *Bernard and Huey* plans to do so:

1. Choose Castable Material

Actors love to sink their teeth into good material. More than anything else, they're looking at the one role they're considering in particular: Is it an interesting character? Is it someone they haven't played before? Is it good dialogue? Is it something they can sink their teeth into and chew the scenery with? Will it take long to do? And are these filmmakers worthwhile for the actor to get to know? *Bernard and Huey* hits the mark in every one of these categories.

2. Great Parts

The lead roles of Bernard and Huey are incredibly rich characters for any actor to want to play. The dialogue sparkles – and there's plenty of it – with enticing monologues and witty banter (both of which are guaranteed actor bait). Actors love “talky” scripts because they remind them of plays. And most famous actors got into acting at first through plays. So anything that *feels* to them like a play will be catnip. The role of Zelda is perfect for an up-and-coming 20-something ingénue, and will be a great chance to play scenes off of established male leads. Roz, Mona and Aggie are perfect for older actresses (40+) who rarely get good parts their way, and each of them are only a few days' commitment. Finally, once we get our lead Bernard and Huey, we'll need to find their younger counterparts for the flashbacks. This will be another great opportunity for casting two 20-something popular actors.

3. The Feiffer Pedigree

If you mention Jules Feiffer to most actors, they will instantly know who he is and jump at the chance to read *Bernard and Huey*. Many have performed in his plays over the years, or at least have seen, or are familiar with, those plays. Actors of at least a certain age will remember reading his cartoons in the back of the *Village Voice*. Also, they know that Feiffer's script for *Carnal Knowledge* yielded some of the best performances of the 70s. With Jack Nicholson (in one of his career-defining roles) and Art Garfunkel as the leads, *Carnal* also launched Candice Bergen's career, cemented Rita Moreno's and got an Oscar-nomination for Anne Margaret. And even if the actors themselves aren't familiar with Jules' work, their agents or managers will be.

4. The Mirvish Bump

Director Dan Mirvish is fast getting a reputation of working with, and getting amazing performances from, some of the best actors alive today. From directing Oscar-nominee Sally Kellerman on his film *Open House* – to directing the ensemble of Julia Stiles, Taye Diggs, Melissa George and David Harbour on *Between Us* – Dan has proven he knows how to get the best out of seasoned actors. David Harbour won the Best Actor Prize at the Woods Hole Film Festival, and all four actors from *Between Us* got rave reviews that said they were the best performances of their

respective careers.

To top it off, many actors (and their agents) are familiar with Dan through his 20-year history with Slamdance. Countless A-list actors have met Dan in Park City, and there isn't an actor in Hollywood who hasn't worked with at least one Slamdance director over the years. And from Christopher Nolan, to Lynn Shelton, to Marc Forster – they'll all put in a good word to actors on behalf of Dan, and also serve as handy references on which actors are good to work with.

5. Assemble a Team

In addition to Feiffer and Mirvish, the team is rounded out by seasoned producers like Mike Ryan and Dana Altman – both of whom are known for discovering great talent (Mike produced *Junebug*, for example, that made a star out of Amy Adams.) Dana brings with him the connections that came from working with his grandfather, Robert Altman, who was famous for directing A-list actors in ensemble casts.

6. Float the Script to Friendlies

The first step in casting is to start floating the script to “friendly” talent agents and managers who are already familiar with the production team. The goal is to get one “covering” agent at each of the big agencies and management companies. More often than not, this will mean using agents out of the New York offices of the big firms. Why New York?

The L.A. talent agents are all running around like crazy trying to get their actors booked into pilot season. Television is where the long-term money is for the agencies. The L.A. people have neither the time nor inclination to worry about indie films, no matter what their budget. But, the New York branches of those same agencies spend more time trying to get prestige Broadway jobs for their L.A.-based high profile actor clients. Consequently, they're also better attuned to know which actors in their clientele are inclined to want to do (and can afford to do) meaty, “actor-y” roles – whether they be on stage or in indie films. In general, the New York agents also tend to have gone to classier Ivy League schools, think they're smarter, and have more time on their hands to actually sit down and read a script (and not just pass it on to a bitter intern to do coverage).

8. Forget About Lists

Most filmmakers have some sort of list in mind about their dream cast for a particular film. Don't Dan Mirvish and his team? No! They will never get their dream cast. Not all of them, not on this budget, and not on the week they want to start shooting. And then when Mirvish does cast someone else, he will always view them as inferior to the person he had in mind when he first made the list. This is an important concept both creatively and practically.

9. Let the Agents Think the List is Their Idea

Agents spend most of their time soullessly getting offers and pushing them on to their clients. For this, they went to Penn? So, when Mirvish and Mike Ryan meet with those agents in New York (as they have already with ICM, Gersh and WME), they will tell them about the roles, they will tell them what an honor it is to be working on a Jules Feiffer script, and then they will say, “Who do *you* think would be good in this?” All of a sudden, the agent will become empowered and emotionally vested in the film. They will undoubtedly come up with the exact same list of clients that Mirvish might have dreamed up scouring IMDbPro. But sometimes the agents will come up

with a surprise: A new client they just signed, or someone bigger who just happens to be a huge Feiffer fan. The point is, it will be *their* idea, and they will work ten times harder to get that person than if Mirvish had suggested them. Now they have something to prove to the *Bernard and Huey* team (and their own colleagues), and not the other way around. Already, agents have suggested bold-faced name actors ranging from **Steve Carell, Tim Robbins, Kevin James, David Duchovny, James Spader, Michael Imperioli, Ben Stiller, Denis Leary, Dermot Mulroney,** to **Rob Lowe** and more! It's too early to say which, if any of these, we'll wind up casting, but this gives you some idea of the kinds of actors we're going to have access to.

10. Set a Start Date

After floating the script, taking agent meetings and hopefully getting some early interest from actors, the real next step will be to set a start date and tell the agents and managers. This is another lesson Mirvish learned from Robert Altman: Set a start date, and they will come. For most actors - particularly those who've been on TV series, or big budget movies - they don't need the money. It really doesn't matter whether it's \$65,000 or \$100 a day. They're doing it for the roles. The key thing is the start date. If they're available, they will want to work. Actors abhor a vacuum in their schedules. And there's nothing agents hate more than whiny clients calling them every day asking why they're out of work. The start date is more important than the budget: No one wants to get left behind.

12. Magnetic Balls of Iron

This technique takes some cojonal fortitude to pull off properly. Investors, backers, producers and crew need to remember that as casting moves forward, most of these so-called attachments will fall through. The micro-budget indie will always get trumped by the Spielberg film or pilot shoot for *Scandal*. But as long as they don't all fall through the same day, you're fine. With *Between Us*, Taye Diggs originally thought he was signing up to be in a movie with Michael C. Hall, America Ferrera and Kerry Washington. But thankfully, as they all dropped out at different times, Taye stuck with the film and Mirvish and his team were able to build up their cast again.

13. Take Advantage of Others' Misfortune

As you get closer to that start date, your ability to cast closer to the A-list actually increases. With *Between Us*, the best example was Julia Stiles. She'd always been floating around Dan's lists (of course he had lists!), but she was booked for six months in a Neil LaBute play on Broadway. Her agent called Dan in a panic: Despite rehearsing for a month, that play's financing had fallen through two hours before, and they needed to fill Julia's schedule. Was he interested? Yes, make the offer! Within 24 hours, Julia called Dan and said she was in. Two weeks later, she was in his kitchen rehearsing the movie.

14. Enjoy the Ride

Casting is not for the feint of heart. There will be ups and downs, but one thing Mirvish's previous investors and backers can tell you is they were informed of the process at every stage - vicariously sharing in the thrill of every casting permutation that presented itself. With an ensemble cast like *Bernard and Huey*, buckle up; it's going to be a fun ride!

Why Support Independent Film?

If an independent film is successful, the rewards can be enormous.

For example, *The Blair Witch Project*, which was made for \$60,000, grossed over \$140 million in theatrical box office receipts in the U.S. alone. *Paranormal Activity* was made for \$11,000, sold to DreamWorks at the Slamdance Film Festival for \$300,000, and went on to gross \$183 million worldwide; with sequels, the franchise has grossed close to a BILLION dollars! *Precious: Based on the Novel Push by Sapphire* premiered at Sundance, went on to win two Oscars and grossed \$51 million. In the last couple of years at Sundance alone, Fox Searchlight paid \$10 million for *The Way, Way Back*, the Weinstein Co. bought *Fruitvale Station* for \$2 million, and Sony Pictures Classics spent \$3 million on *Whiplash*. For some of these films, it doesn't matter how well the movie does at the box office: Their investors have already made a profit just from the sale.

Every year, the independent film world produces these little darlings of art and commerce that become huge cross-over successes and strike a nerve with the national zeitgeist. Stars are born, filmmakers elevated to cult status, and investors catapulted to tax brackets they never knew existed. Premiere parties in Hollywood, walking the red carpet in Cannes, and telling the Fashion Police who you're wearing on Oscar night? Yes! All this and more could happen with *Bernard and Huey!*

But probably not.

The harsh reality is that there are over 1,000 low-budget, independent feature-length films made annually in the United States. Of these, only about 40 will get any noticeable theatrical distribution. And of those 40, at most only about 5 will ever turn a profit for their investors - and they probably will be horror films like *Blair Witch* or *Paranormal Activity*, or maybe teen comedies like *Napoleon Dynamite*. Hundreds more will come out on Video on Demand. But VOD has accurately been called an "analytic black hole" that rarely generates significant income.

And even if you have a "profitable" film like *Napoleon Dynamite* that had a \$400,000 budget and grossed \$44 million in the US theatrical market alone, it doesn't mean you'll actually see that money. The filmmakers were in court for years suing Fox Searchlight because "studio accounting" screwed them out of millions of dollars worth of unreported home video royalties. In the end, they were awarded barely \$150,000.

Dan Mirvish's last film, *Between Us*, is a case study in a film that was one of the most successful independent films of the last year. It was made efficiently for under \$200,000, cast with big fancy actors, shot with an ASC cinematographer, played at 23 festivals in 7 countries, won a few awards, received great reviews, had a 50+ city theatrical distribution deal in the US, ran on Showtime and Starz and made international sales with a sizable "minimum guarantee". The good news is that investors have even started to get checks back from the producers, much to everyone's surprise and delight! The bad news is that they likely won't make back their full investment, and actually making "profit" seems unlikely at all.

These are not good odds. Only qualified investors who can afford to part with their money (and *not* miss it) should think about investing in independent films such as *Bernard and Huey*.

So why consider supporting the film at all?

Financially speaking, there are not a lot of other great options right now: The stock market is extremely volatile and far from a safe bet for investors. Real estate's still a crapshoot. And interest rates are at all-time lows, so interest-bearing investments are not too exciting, either. But at the end of the day, you should not invest in *Bernard and Huey* because you think you will make money.

Instead, you should invest in *Bernard and Huey* because independent films are a vital American art form, and making them is fun.

That's right: Fun.

- You'll get to tell your friends you're a glamorous Hollywood investor.
- You'll meet all the fabulous actors and living legend Jules Feiffer.
- You can have a non-speaking role in the film, and travel to Los Angeles or New York to film your scene.
- You'll get to go to premieres and film festivals (maybe not Cannes, but probably somewhere a little closer to home - where they speak English, even!).
- Your name will be listed in the credits.
- Your company's products or services might be seen as "product integration."
- You'll flip through the TV or look in your Netflix queue, see your film and feel a unique sense of pride and ownership.
- Your children will respect you in ways you never thought possible.
- Unlike contributing to the opera, symphony or theater, this performance will live on forever.
- At the end of the day, you'll get your very own DVD of the film to impress your friends for years to come.
- You will be a part of history. There have only been four feature films made from a Jules Feiffer script. Your contribution will help bring the fifth to light.

And if you never make a dime on the film, eventually you'll be able to deduct your investment. Even your accountant will be impressed by how you get your write-offs. And they'll be equally impressed that you got your K1 form to him on time - with *Between Us*, Mirvish and his accountant delivered K1s in mid-February!

Even Better: Don't Invest!

How many of you have happily contributed to symphonies, operas, community theaters or even your local NPR station? You get tickets, a tote bag and the pride of calling yourself a modern-day Medici - a patron of the arts! Film is no different. It is a unique art form that combines almost every other artistic medium: Writing, acting, photography, set design, and music. The only difference is that film actors are more famous and surgically better looking than your average local opera star.

By now, you've probably heard of big celebrities like Zach Braff or Spike Lee raising millions of dollars from average citizens to make films like *Veronica Mars*. Indeed, these celebrated filmmakers have been tapping into crowdfunding sites like Kickstarter or IndieGoGo to raise large amounts of money from hundreds or thousands of small contributions.

Dan Mirvish has written extensively in *Huffington Post* and *IndieWire* about how these celebrity-driven campaigns have done more than just raise the profile of crowdfunding as a concept, but have actually started to change the fundamental paradigm of how and why films get financed. Instead of “investing” in a film, you “back” a film. Instead of expecting a financial return – and most likely being disappointed – you will get the social satisfaction of being on the ground-floor early to help make an historic film. Instead of the hope of a big cash windfall in several years, there are tangible “perks” like buttons or tote bags that you can use right away.

And if you’d rather contribute to the film as a tax-deductible charitable contribution, that’s possible, too. Eat Bug Films, LLC, has entered into an agreement with the Los Angeles-based non-profit (501C3) film organization [The Film Collaborative](#). You’ll be able to donate money directly to The Film Collaborative and they will pass that money on to Eat Bug Films, LLC, to be used for the production budget of the film. The Film Collaborative will take a 5% administrative fee out of your contribution. Otherwise, all money will go straight to making the film. The only downside for you is if the film ever does turn a profit, you won’t be part of that investment pool. And yes, for the right price, we can get you a tote bag!

The producers will also be doing a crowd-funding campaign, which is perfect for people who want to get involved with the film, but only have a little bit of money to contribute. Through The Film Collaborative as a “fiscal sponsor,” crowdfunding backers will be able to contribute through [Kickstarter](#) and get a tax-deduction immediately through The Film Collaborative. Admittedly, both Kickstarter and The Film Collaborative will each take a percentage of the contribution, but for backers giving anything more than \$100 or so, it’ll be worth it for everyone. Crowdfunding isn’t set up to handle actual investments yet, but backers will be eligible for fun perks like updates, buttons, shirts, mugs, totebags (with exclusive Feiffer designs!) or DVDs.

Whether it’s a direct investment, a donation, backing the film, product integration or corporate sponsorship, the main benefit will be the same: You get to be a part of film history!



Product Integration & Branded Sponsorship

Corporations have had a long history of getting involved with product placement in motion pictures, most prominently dating back to the James Bond films of the 60s (Aston Martin is still reaping rewards from this deal 50 years since they appeared as Bond's original car of choice.) And since M&Ms rued the day they snubbed Steven Spielberg and allowed Reece's Pieces to gain huge market share by appearing in *E.T.*, product placement has been a key marketing strategy for most consumer products and companies.

But more recently, product placement has taken on even greater importance in an era when TV commercials are losing their grip on American consumers. In the age of TiVo, VOD, Netflix streaming and other direct digital downloading, people are simply skipping or avoiding traditional commercials to get straight to their entertainment. Branded sponsorship of individual TV shows - once a fixture in the 50's and 60's - is returning to network programming. Top-rated shows like *American Idol* or *Mad Men* have returned to an era where sponsorship and product integration go hand in hand. And unlike commercials, these placements are intrinsically woven into the programming so that no amount of commercial-skipping, downloading, syndication or piracy will eliminate the brand association. According to the *New York Times*, some companies will pay up to \$500,000 for placement in a single TV episode. These same lessons apply equally to feature films (which ultimately appear on TV at some point anyway).

Taking product placement one step further toward the realm of sponsorship, we're starting to see more examples of companies getting involved with productions from pre-production straight through to distribution: BMW spent well over \$5 million producing and promoting their "BMW Films" series, which consisted of four short films (averaging about 6 minutes each). Vans put up an estimated \$1 million to solely produce and promote the feature-length documentary *Dogtown & Z-Boys*. On a smaller scale, the company also supported the documentary *American Hardcore* with concerts and other promotional help built around the film's distribution.

Product integration in big-budget feature films is common - from *Toy Story 3* and *Captain America: Winter Soldier*, to less obvious examples like *Inception* and *Dear John*. On smaller, independent films, sometimes product integration can make a huge difference in getting the film made. On Dan Mirvish's film, *Open House*, 20% of the budget of the film came from real estate companies whose "open house" signs were incorporated into the film's title montage. They were some of Dan's happiest investors.

Dan Mirvish is widely known in the independent film world as one of the pioneers of product integration that serves the content of the film, rather than detracting from it. Dan and his production teams have proven they can work successfully with companies large and small in product integration. He's worked with high-profile national companies from ConAgra, Canon, American Airlines, Omaha Steaks, Pabst Blue Ribbon, Snapple, Fiji Water, Red Bull, Jaguar, Mercedes and BMW; to smaller family-owned brands like Heck Estates, Kenwood Vinyards, Modernica Furniture, Runza, Chan Luu and Liebeskind Handbags.

In *Bernard and Huey*, there are countless opportunities for product placement in the film, including everything from wine, beer, liquor, food, music, furniture, artwork, airlines, books, publishing and more. If you have a brand, we'll find a way to integrate it!

Financing Options

I. Private Investment

Individuals or organizations can purchase units directly in Eat Bug Films, LLC, with a unit price of \$5,000. There is no minimum to the number of units investors can purchase.

Bernard and Huey is taking a unique, though not unprecedented, approach to profit-sharing: The investors will share in the risk and reward along with the creative team (the writers, director, producers, etc.). Jules Feiffer, Dan Mirvish, the cast and the rest of team will work for far less than market value. They will be getting the bulk of their compensation side-by-side with the investors. This will have the added benefit of incentivising the producing team to maximize returns when dealing with distributors and marketing. And unlike most other film and similar investments, after the initial investment is recouped, the investors will continue to get their 65% share of any income as pure profit.

Advantages:

- Will share in all profits.
- All investors will get regular updates on the progress of the film.
- If there are no returns, the investment can be written off taxes over time.
- Will get K1 forms every year - promptly, in time for tax season.
- Will be listed in credits, press releases and website, in addition to any other product placement arrangements.
- "Executive Producer" credits may be available.
- Invited to all premieres, festivals and other special events.
- Get a finished copy of the film on DVD.
- Walk-On Role - You will have the chance to have a non-speaking, walk-on role in the film (shot in Los Angeles or New York).

Disadvantages:

- Certain foundations or public funding sources may be precluded from this option.

Disbursement schedule:

Eat Bug Films, LLC, will pay any income derived from the sales or licensing of *Between Us* in the following disbursement order:

1. Any outstanding debts owed by the LLC, including deliverable costs required by distributors and exhibition expenses, if any.
2. Any union-obligated residuals (ie. SAG, WGA, DGA) if they are not being paid by distributor (the goal is to get the distributors to assume residuals obligation, but that doesn't always happen)
2. From here, the LLC investors will be paid 65% of every dollar. The other 35% will be paid *pari passu* with the creative team (ie. writer, director, actors, producers).

II. Grants, Donations & Crowd Funding

Individuals or organizations are able donate to the California not-for-profit, 501(c)3, independent film support organization, [The Film Collaborative](#) – which will in turn disburse funds to Eat Bug Films, LLC, for the express purpose of financing *Bernard and Huey*. In conjunction with this approach, there also will be a specific crowd-funding campaign through [Kickstarter](#).

Advantages:

- All donations are immediately tax deductible.
- All donors will get regular updates on the progress of the film.
- Certain foundations, corporations or public funding sources that are required to grant monies only to non-profits will want to use this option.
- Will be listed in credits, press releases and website, in addition to any other product placement arrangements.
- "Executive Producer" credits may be available.
- Invited to all premieres, festivals and other special events.
- Get a finished copy of the film on DVD
- There is no minimum or maximum contribution limit.
- Will be available through our Kickstarter crowdfunding campaign, or directly through checks
- Crowd-funding backers will be eligible for specific “perks” depending on what level they contribute, ranging from updates, thank you’s, buttons, artwork, signed books or DVDs, etc.
- There are no minimums to donations, and every dollar counts. So even if you don’t have the \$5,000 needed for an investment unit, you can still find a way to contribute on any level – even a single dollar makes a difference.

Disadvantages:

- Will not share in profits.
- The Film Collaborative deducts a 5% administrative fee from all donations.
- If donations made through Kickstarter, there are additional fees of up to 8%.
- Kickstarter campaign will be a limited time effort, whereas other means of contributing will be available at all steps of the project.



III. Product Integration & Branded Sponsorship

Companies or organizations can contribute money either as direct marketing expenses, as an investment in Eat Bug Films, LLC, or as a charitable donation made to The Film Collaborative in support of *Bernard and Huey*. The decision is yours. In any case, the primary advantages will be the same.

Advantages and Opportunities:

- Product or service to be featured in the production design of the movie, as props, background signage, etc.
- Sponsor our festival or award campaign with high profile signage at screenings, parties and events.
- Screen Credit - Your company name can be included in the end credits along with all other investors and underwriters (under the heading "This film made possible by the generous support of...")
- Walk-On Role - You or one of your employees will have the chance to have a non-speaking, walk-on role in the film. This could, for example, be promoted as a company-wide contest, or offered as an incentive to one of your top-selling associates or customers - particularly since these scenes would be shot in either Los Angeles or New York.
- Piracy Proof - Even if the film is ultimately pirated or otherwise distributed non-commercially, your product or service will still be featured in the film. The more the film is seen, the better it is for you, even if it doesn't make any money.

Disadvantages:

- If tendered as marketing expense rather than investment, you will not share in profits.
- If done as a charitable donation, The Film Collaborative deducts a 5% administrative fee from all donations.
- Your colleagues will be bitter and jealous that they're not involved.



Budget Considerations

The nice thing about *Bernard and Huey* is that it can be made on a variety of budget levels – dependent largely on how much money we can raise. The scope of the film does not innately make it expensive. It is, after all, mostly just people talking in apartments, restaurants and bars.

Generally speaking, the larger the budget we have, the greater the “production values” we’ll get: The film will look better, the sound will feel richer, and the sets will be more expansive. On the other hand, if you make the movie for too much money – aside from the fact that you might never recoup investment costs – you could also spend a lifetime waiting for that “perfect” budget that might never come. In short, it is better to make a low-budget movie than never to make a big-budget movie.

Even with the most aggressive strategies in begging, borrowing and “retail rental,” there are always certain hard dollar costs to even a micro-budget film like this. For example, if the film’s budget is less than \$200,000, then the Screen Actor’s Guild (SAG) “Ultra-Low Budget Agreement” will cover our principal actors (\$125/day + overtime + pension/health). A penny over \$199,999, and the SAG rate climbs to \$335 a day under its “Modified Low Budget Agreement.” Even though the actors we wind up with will be doing this film for the love of it, to get the kinds of quality “name” actors we need, they will all be SAG members.

Likewise, if the budget goes over \$650,000, the SAG rate hits the “Low Budget Agreement” threshold and daily rates go up to \$630. Writers Guild of America (WGA) – for us to pay Jules Feiffer – and Directors Guild of America (DGA) – to pay Dan, as well as the Unit Production Manager and assistant directors – have more flexible low budget agreements than SAG, but they, too, go up as the budget increases.

Other hard costs include production liability insurance; mandatory annual California state tax; annual accounting fees for K1 forms; payroll fees; food for the crew; sound equipment; airfare for our New York shoot; camera data cards; lighting equipment; post-production hard drives; post-production sound; festival application fees, etc.

As you can see, some of these fixed costs are in the post-production phase of the film. Though not ideal, that means that we *could* start shooting prior to actually raising 100% of the budget. Then when principal photography is wrapped, and a trailer or sample scenes have been edited, it is much easier to raise so-called “finishing” funds.

If we wind up attracting serious A-list actors (ie. George Clooney), the budget will necessarily need to go up. But the good news is we’d then likely combine whatever Eat Bug Films, LLC, has raised with some combination of either foreign pre-sales, state tax incentives and/or co-production with another company. We should be so lucky!

So with all that said, we’re looking at raising a maximum of \$600,000 in combined equity and donations, and a minimum of \$60,000 before we can begin principal photography.

Budget Options

Following are three broad options for shooting the film that should give you some sense of the issues and implications of the various budget levels:

I. \$1,200,000 Total Budget

- All crew paid in full (though still below big budget union wages).
- Could start with \$700,000 in cash, with plan for raising finishing funds after principal photography
- All vendors will be paid fully
- Will use SAG's "Low Budget Agreement" (ie. day rate of \$630)
- Will likely shoot on 35mm film, Super16mm or high-end HD cameras
- Will include limited budget for festivals and awards campaign
- Will include budget for original music, music rights & post-production sound
- Pre and Post-production in professional facilities
- Will allow for a longer schedule (28 days), including more New York exteriors
- Will likely have more famous actors
- Will likely combine equity financing with foreign pre-sales, tax incentives, and co-production money

II. \$600,000 Total Budget

- All crew will be paid something (though still below standard union wages).
- Could start with \$400,000 in cash, with plan for raising finishing funds after principal photography
- All vendors will be paid fully
- Will use SAG's "Modified Low Budget Agreement" (ie. day rate of \$335)
- Will likely shoot on Super16mm film or high-end HD cameras
- Will include limited budget for festivals and awards campaign
- Will include budget for original music, music rights & post-production sound
- Pre and Post-production in professional facilities
- Will allow for a slightly longer schedule (20 days), including 2 days in New York with cast and full crew

III. \$200,000 Total Budget

- All crew will be paid something - enough to show up at work the next day.
- Could start with \$80,000 in cash, with plan for raising finishing funds after principal photography
- Will necessitate huge deals with vendors (including product placement)
- Will use SAG's "Ultra-Low Budget Agreement" (ie. day rate of \$125)
- Will likely shoot on professional Hi-Def cameras (i.e. The Red or Alexa)
- Will include minor budget for essential festival applications & attendance
- Some Pre- and Post-Production working out of crew houses & garages
- Will include very limited budget for original music & post sound
- Will allow for 16 day schedule, with skeletal 2nd Unit crew in New York with one actor

IV. \$60,000 Total Budget

- Will rely entirely on volunteer/intern/student crew labor
- Could start with \$50,000 in cash, with plan for raising finishing funds after principal photography
- Will necessitate free deals with vendors (including product placement)
- Will necessitate free airfare through product placement or donated miles
- Will use SAG's "Ultra-Low Budget Agreement" (ie. day rate of \$125)
- Will likely shoot on Hi-Def DSLR cameras (i.e. Canon 7D)
- Will include minor budget for essential festival applications only
- All Pre and Post-Production working out of crew's houses & garages
- Will necessitate a shorter 15 day schedule, with stock footage from New York



Distribution Potential

Like the proverbial tree in the forest, a movie doesn't exist unless somebody sees it. Until then, it's just light and shadows, or zeros and ones. To that end, the goal with *Bernard and Huey* is to get it in front of audiences. These days, that audience can be found in a range of settings: Everything from film festivals, to commercial theaters, to in front of their televisions, iPads and Google Glasses. There have been a number of very successful stories in the last few years of independent films achieving monumental box office numbers (*Paranormal Activity*), Oscar® Awards for Best Picture (*Beasts of the Southern Wild*), or critical acclaim leading to huge video sales and a cult following (*Napoleon Dynamite*). While these films are the exception, they do prove that there is an appetite for, and appreciation of, independent films in the market today.

In the world of independent films, the life of a completed movie typically begins at one of a number of major international film festivals. This is where a film sees its first reviews, and also where most distributors' acquisitions executives see the film for the first time. Fortunately, through his experience with his own films and as one of the founders of the Slamdance Film Festival, *Bernard and Huey* director Dan Mirvish has personal relationships with virtually every major film festival in the world (including Cannes, Sundance and Berlin). Dan also has extensive relationships with acquisitions executives at most of the major independent distribution companies (including The Weinstein Co., IFC Films, Paramount, Lionsgate, Fox Searchlight and Sony Pictures Classics).

Once *Bernard and Huey* has started to play at film festivals, the goal will be to sell the finished product via a "negative pick-up" arrangement - whereby distribution rights to the film are sold in exchange for both an advance on profits and a percentage of future returns. Such negative pick-up deals are possible with independent divisions of major studios as well as smaller, independent distributors. A negative-pickup arrangement typically provides investors with an up-front return on their capital before the film has even entered the distribution stream.

The other major distribution route is for producers to contact - either directly or through a sales agent - individual distributors, sub-distributors and television programming sources in each domestic and foreign market, and secure individual license and distribution agreements for each.

It is important to understand that this is historically a difficult time to find distribution for independent films. Several of the major studios have recently shuttered their so-called specialty divisions (i.e., Disney, Paramount, Warner Bros.), and many distributors, like IFC Films, are focusing increasingly on video-on-demand (VOD) and forgoing theatrical releases for many of their smaller acquisitions. Even television networks that once traditionally spent decent money to purchase completed feature films are trimming their budgets and their schedules to make way for more original TV programming. The way people are watching movies is changing, and the business models for distributing them is changing, too.

Irrespective of what route *Bernard and Huey* will take, though, one thing is certain: Dan Mirvish and his producing team have a remarkable record of getting their films seen and noticed by any means necessary. While it's impossible to predict if the film will ever make a profit, Dan is in the unique position of being able to guarantee that it will at least get seen by a reasonably wide audience (particularly for an independent film of this sized budget). By way of example, here is what Dan has accomplished with some of his films:

- *Between Us* screened in 23 festivals in 7 countries, winning the Grand Jury prize at the Bahamas International Film Festival, and Best Actor prize at the Woods Hole Film Festival.
- *Between Us* got North American distribution from Monterey Media which gave it a 50+ city theatrical release, plus sales to Showtime, Starz, Netflix, iTunes, Amazon, etc.
- *Between Us* was repped by Hollywood powerhouse ICM for world sales. Foreign sales alone brought in \$100,000 in a “minimum guarantee”
- Investors on *Between Us* have already made back about a third of their initial investment, have enjoyed getting their checks and K1s on time, and most attended at least one major festival
- *Between Us* enjoyed considerable press attention and rave critical reviews, earning an “A-” average on CriticWire, and was called “a sleeper hit” by The Hollywood Reporter
- Oscar® campaign for *Open House* that forced the Academy of Motion Picture Arts & Sciences to literally rewrite its rules thus garnering the film international press attention.
- *Open House* acquired by The Weinstein Co. for DVD distribution, Lifetime for TV and Netflix for DVD and digital streaming.
- *Open House* online fanbase led to an original *Open House* video game and talk of a theatrical Off-Broadway adaptation.
- *Open House* stealth publicity campaign led to international trend of “house humping” - possibly becoming the prick that burst the real estate bubble.
- Dan’s short films *Sheldon* and *The Last Republican* led to international press attention during 2008 presidential campaign, ultimately leading to lucrative book deal and a critically-acclaimed novel.
- Dan has participated in at least 65 international film festivals, either with his films, on the jury or on panels.
- *Omaha (the movie)* had a 35-city commercial theatrical release, a DVD release of 350,000 units inserted into every Pioneer DVD player sold in North America, and TV release on the Sundance Channel.
- Even after 20 years, Dan stayed true to his *Omaha (the movie)* investors and started sending them checks...which in and of itself got even more press in *The Hollywood Reporter*.

Now let’s be clear about something: Despite their distribution and critical success, Dan and his producing team’s movies do not always make money back for their investors. That said, all of Dan’s investors have been very pleased with the experience of working with him, and with the dedication he and his teams have to promoting the films even when they’re finished. They’ve found the process of being a part of these movies exhilarating, fascinating, inspiring and yes, fun. And Dan’s investors have taken that experience and thrived in their respective lives: They’ve gone on to become hotshot Hollywood producers, successful agribusiness leaders, multimedia moguls, and even very important Senators and Cabinet Secretaries.

Fortunately, *Bernard and Huey* will have some built-in advantages that should give it a boost in the crowded independent film marketplace: internationally known actors, a preexisting fanbase for Jules Feiffer, built-in critical interest from film journalists and critics, and a genre and pedigree that work especially well with major film festivals and awards. The demographics of Feiffer fans (those over 30) also mesh well with who actually goes to art house theaters and film festivals.

Distribution Scenarios

Here are three scenarios that demonstrate what might happen to the film upon its completion. It is by no means a predictor of *what* will happen, but is used simply to illustrate *how* the likely revenue streams work.

I. Best Case Scenario (based on \$200,000 investor pool + \$200,000 in donations; Cast include A list actors willing to work for \$268 a day)

- The film plays at the best major international film festivals - premieres at Sundance, then Cannes
- It is acquired for worldwide rights by an indie-film division of a Hollywood distributor
- Eat Bug Films, LLC, gets a \$5 million advance
- The film gets critical acclaim and awards; Feiffer gets an Oscar® nomination for Best Original Screenplay; Clooney gets Best Actor nomination.
- The distributor sells the film for the following:
 - US theatrical distribution generates over \$30 million in gross box office
 - VOD/DVD generates another \$20 million in sales
 - Cable/domestic TV deal for \$2 million
 - Foreign sales of \$20 million
 - Total of \$72 million in gross sales
- Eat Bug Films gets 15% of \$72million = \$10.8 million
- Eat Bug Films total earnings: \$5mil + \$10.8mil = \$15.8 million
- Producer's rep CAA takes 10% = \$1.58 million
- Disbursements:
 - \$5,000 in debt paid off
 - \$10,000 in deliverables paid
 - \$10,000 held in reserve for 4 years worth of taxes/accounting
 - \$14.18 million split 65/35 between investors and cast/crew
 - Total profit to investor pool is \$9.217 million
 - Individual profit = \$230,425 per \$5,000 unit in the LLC (or 4,609% return)
 - Investors responsible for capital gains taxes and hangover at Oscar® party

II. Zero-Sum Scenario (based on \$150,000 investor pool + \$50,000 in donations; Cast includes B list name actors willing to work for \$100/day)

- The film plays at several significant international film festivals
- A small distributor releases it theatrically for no advance
- The film gets largely good reviews
- The distributor sells the film for the following:
 - US theatrical distribution generates \$505,810 in gross box office
 - VOD/DVD generates another \$100,000 in sales
 - Cable/domestic TV deal for \$60,000
 - Foreign sales of \$300,000
 - Total of \$965,810 in gross sales
- Eat Bug Films gets 30% of \$965,810 = \$289,743
- Producer's rep takes 10% = \$28,974
- Eat Bug Films nets \$260,769
- Disbursements:

- \$5,000 in debt paid off
- \$15,000 in deliverables paid
- \$10,000 held in reserve for 4 years worth of taxes/accounting
- \$230,769 is split 65/35 between investors and cast/crew
- \$150,000 paid to investor pool
- Total **PROFIT** to investor pool is zero dollars (but initial investment paid off)
- Negligible tax consequences for investors

**III. Grim Case Scenario (based on \$50,000 investor pool + \$20,000 in donations);
Cast includes C list name actors willing to work for \$100/day)**

- The film plays at a few significant international film festivals
- The film gets some good reviews, some bad
- IFCFilms buys all US rights for an advance of \$30,000
- IFCFilms distributes the film on Video-on-Demand and DVD
- Foreign sales company promises \$50,000 minimum guarantee, but goes bankrupt before they can pay
- Eat Bug Films gets \$30,000
- No producers rep
- Disbursements:
 - \$5,000 in debt paid off
 - \$5,000 in deliverables paid
 - \$5,000 held in reserve for 2 years worth of taxes/accounting
 - \$15,000 is split 65/35 between investors and cast/crew
 - \$9,750 paid to investor pool
 - \$975 paid to each \$5,000 unit investor
 - Total **PROFIT** to investor pool is zero dollars
 - All investors eventually able to write off investment



Quotes About *Between Us*

“*Between Us* is one of most powerfully acted intense and funny dramas I’ve seen in a long time The four-person cast give the sense of breathing in their parts so deeply that they are at every move haunted by their characters’ secrets and torn by rival pulls of love and contempt toward the other characters. No corner of intimacy or secrets is left unexposed in the film that is at once hilarious and devastating.”

- Richard Rushfield, *BuzzFeed*

“*Between Us* is an absolutely stunning, darkly comic study of two couples, whose lives and secrets travel a strange collision course, when they meet. Paying a curious homage to John Cassavetes, *Faces* and Robert Altman’s, *Short Cuts*, Mirvish moves one giant step beyond, proving just how precarious best friendships can be.... sly and brilliant.”

- Amy R. Handler, *Film Threat*

“Unlike *Carnage*, *Between Us* turns theater into cinema. How? ...[Mirvish] produces a feverish atmosphere that exactly re-creates what it’s like to be at a party where the hosts are coming unhinged.... His camera, and editing, are always on the move, so that watching and listening to *Between Us* brings back the best of Mike Nichols—particularly *Carnal Knowledge*, which Mirvish visually quotes—and the jangly talkativeness of Tony Scott’s *True Romance*.”

- Robert Koehler, LA Film Critics Association member, *ArtsMeme*

“Director Dan Mirvish and his gung-ho cast craft an adult drama that is deliciously dark and complex.”

- Ben Umstead, *TwitchFilm.com*

“A brilliant movie. All four performances were amazing!”

- Chris Gore, *PodCrash*

“Razor-sharp performances by a smashing quartet. Beats Polanski’s *Carnage* at its own game. An incisive parade of mangled relationships exquisitely corralled by Director Mirvish.....precisely diabolical!”

- Jake Jacobson, *Westwood One*



Contact Info

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Disclaimer:

Investment in a project of this nature involves substantial risks, and should not be undertaken by those individuals or organizations that can not afford those risks. Anyone seriously interested in contributing should consult their own tax professional for complete tax advice. This document should not be construed as a formal offering or complete business prospectus, but rather is designed to give a general overview of the project.

Color *Bernard and Huey* illustrations by Jules Feiffer originally appeared in Playboy. Used by permission. Black and white illustration by Jules Feiffer exclusively for the film.

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