



## \$ Offering Memorandum Checklist

When two (2) or more investors come onto your project through an LLC, you are selling securities, and therefore will need a legal document called an Offering Memorandum or Private Placement Memorandum that states the objectives, risks, and terms of the investment involved.

Use this handy checklist as you prepare your Memorandum.

### Highlights of the Offering

- Summary of what the document addresses.

### Private Placement Offering Memorandum

- Summary of the Offering; Required Notices; Description of Business, including Production, Marketing & Distribution Strategy; Manager Discretion; Box Office Comparables; Securities being offered; Compensation to Managers and Affiliates; Allocations and Percentage Participations; Summary of the LLC Operating Agreement; Industry Overview; Federal Tax Discussion; Miscellaneous Provisions; Form of Copyright Assignment; Legal Opinion; Tax Opinion; Securities Opinion and Consent; Letters of Intent (if any); Financial Projections.

### Summary of Offering

- LLC Objectives; LLC Management; Description of Project; Compensation Disclosures; Prior Performance Disclosures; Allocation of Distributions, Profits, Losses and Credits;

Organization Termination; Offering Dates; Risk Factors; Tax Ruling; Required Notices; Conflicts of Interests; Fiduciary Duty of Manager(s); Description of Business; Credentials of Principals Involved; Description of Property; Plan of Operations; Synopsis; Chain of Title; Production Strategy; Locations and Logistics; Casting; Crew; Production Timetable; Marketing and Distribution Strategy; Box Office Comps; Financing Strategy; Sample Revenue Projections; Securities being offered; Estimated Use of Proceeds; Federal Tax Discussion.

### Subscription Documents

- Subscription Instructions; Purchaser Questionnaire; Subscription Application and Agreement; Certificate of Corporate Resolution.

### Contacts

- Principal(s), Legal Counsel, Escrow Agent.

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