

Anderson, Joshua

From: Charles Collier <[REDACTED]>
Sent: Friday, 22 September 2023 4:17 AM
To: Vince Holden
Cc: Angela Scurrah; The Deb (production legals; Simpsons Solicitors); Gregor Cameron; Eleanor Johnson; Angharad Wood
Subject: RE: The Deb - RW Directing and Acting Deals

Follow Up Flag: Follow up
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Categories: Orange category - Wilson legal docs

Hi Angela, Hi Vince,

Sorry for the slight delay in coming back to you.

Kindly reserving Rebel's right to further comment, this is the of Rebel's response on the outstanding deal points we have discussed.

Happy to get on a call tomorrow to discuss if that helps, but hoping that this gives Angela what she needs to be able to send us revised documents (hopefully ready for signature).

- Rebel fine with the point about the Senior Debt charged at BSBY plus the margin at 10%.
- Sales: Rebel willing to remove her request for the approval on all sales. Stepping back to meaningful consultation. Okay for AI to have the final say. Rebel entirely accepts that the budget is coasting to 21M and that this is therefore all much greater risk that you had initially anticipated.
- Dates, generally: there is no question that this film is absolutely the primary focus for Rebel across the post process, she just needs to know that she can provide acting services to a third party project as from April 2024 if the strategic need arises.
- Writer's Agreement, credit and fee: Fee agreed at \$1. Rebel now clear on the 50% / 30% rule under the Aus contracts. She agrees with your proposed fix for this, namely that AI use best endeavours with Camp Sugar to secure Rebel joint credit on the screenplay, save that if for any reason this credit is not agreed with Hannah then there will be a glossy single card credit in next position after the Hannah credit and before the directed by credit, substantially in the form of "with further screenwriting and dialogue by Rebel Wilson." Fee at \$1 and the wording of the credit as above. Again, Rebel understands why you need to be Non Union. I assume you can draft this quickly and we use a short form agreement to sort out chain of title and deal with the credit.
- The Shareholder Deed. Fine with all this subject to just one change, which is Reserved Rights. Rebel is concerned that this is not as clear as it should be in accordance with the original agreement. The definition of the Reserved Rights needs some work. We need to build this up to ensure the definition agrees that all the stage play right and all live event rights whatsoever are strictly reserved to Camp Sugar and, subject to these not being filmed for broadcast, then Camp Sugar is at liberty to produce and exploit any live stage production based on the characters and the storylines and the music set out in the original musical and in the Film in any manner or adaptation whatsoever.
- Fees: we continue to feel strongly that Rebel's director fee should close at \$500K USD and her acting fee at \$500K USD (total at \$1MUSD), since that was the original deal and the context for the fees which was figured out in balance with the fees awarded to AI.
- The Directors Agreement. The revisions we need please:
 - Fee at \$500K.
 - Contract stated to be No Quote and non-precedential. Non Union.
 - Schedule as per current drafting, save that RW Second call as from 01 April.

- Perks Package: (a) one set of first class return flights from LA to Sydney for Rebel, wife, and child (b) exclusive ground transport (c) a local hire assistant (d) hotel room which is first class and best available when outside Sydney MFN (e) per diem of \$70 MFN. All the other costs, including nanny and any other private assistants to be borne by Camp Sugar.
- Rebel would like Final Cut Approval and Creative Approvals to shadow the co-pro, so effectively a duplication, in the following form: “Creative Approvals The Director shall have mutual approval over the following elements, or any replacement or change to the following elements, of the Film: the Budget, the Screenplay, the Producers (Gregor Cameron and Amanda Ghost via Unigram Media Ltd. and Wilson are pre-approved, Bunya Productions with Greer Simpkin and David Jowsey as individual representatives of Bunya Productions are pre-approved); the main cast of the Film; Writers (with Hannah and Rebel pre-approved), the Schedule, the HODs.”
- “Final Cut. The final cut of the Film will be subject to the mutual approval provided that in the event of disagreement, AI Film has the right to prepare its own cut of the Film (the AI Cut) which will be prepared by RW (implementing AI Film’s instructions) provided that AI is entitled to engage a third party if RW refuses to follow AI Film’s instructions. The Camp Sugar proposed cut will be the director’s cut prepared and proposed by RW (Camp Sugar Cut). The Shareholders will submit the two competing cuts to a Bake Off. For the purposes of this clause, Bake Off means that the AI Cut and the Camp Sugar Cut will each be screened in front of the same independent test audience on the same day. The cut which achieves the higher score from the test audience shall be deemed the final cut as between the Shareholders.
Otherwise, all good with the current draft.
- Summary: Rebel Fees
 - up to USD\$400K of historical costs (rebel tells me she has provided receipts that the true number is in fact about \$300K)
 - USD\$25K for legal costs.
 - USD\$500K qua director
 - USD\$500K qua actor
 - producer fee of 3% (MFN with AI team) of the final budget [Vince – where is this likely to land?]

Very best,

Charles

From: Vince Holden <[REDACTED]>
Sent: Tuesday, September 19, 2023 1:34 PM
To: Charles Collier <[REDACTED]>
Cc: Angela Scurrah <[REDACTED]>; The Deb (production legals; Simpsons Solicitors) <[REDACTED]>; Gregor Cameron <[REDACTED]>; Eleanor Johnson <[REDACTED]>; Angharad Wood <[REDACTED]>
Subject: RE: The Deb - RW Directing and Acting Deals

Hi Charles,

Have you managed to discuss this internally yet. We really do need to get these numbers fixed and the budget finalised. We are weeks away from production now and I can’t close the financing, the completion bond et al until this is sorted.

Thanks

Vince

From: Vince Holden
Sent: Wednesday, September 13, 2023 12:24 PM

To: Charles Collier <[redacted]>
Cc: Angela Scurrah <[redacted]>; The Deb (production legals; Simpsons Solicitors) <[redacted]>; Gregor Cameron <[redacted]>; 'Eleanor Johnson' <[redacted]>; [redacted] <[redacted]>; [redacted] <[redacted]>
Subject: The Deb - RW Directing and Acting Deals

Charles,

Sorry for the delay in responding since our zoom, we are dealing with several fast moving situations on this film all of which are taxing both us and our local producers. In case you hadn't checked in with Rebel in the last few days, we had the shocking news on Monday that A\$1.2m of NSW State funding we had been reliably promised is unlikely to be coming now. This is a massive blow to the production, not least because we chose NSW over Queensland partly for this grant, but also to favour Rebel's preference to be close to her home base in Sydney. This presents us with another USD800k hole in the finance plan. This is terrible news in addition to the on-going attempt to reconcile the writer Hannah Reilly's option and writing fee, which is currently double the budgeted amount. I have given you a short summary of some of the other ABL costs we are facing, just so you can get a flavour of why the budget was previously under so much pressure.

Other ABL Costs

Hannah Reilly option	A\$300
Hannah Reilly Fee	A\$350
Megan Washington	A\$350
Bunya Producer Fee	A\$425
Bunya Overhead	A\$300
Historic Development	A\$547
Ian Eisendrath	A\$338
Rob Ashford	A\$338
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	A\$2,947

Below is a simple table of proposed fees which I've divided up to make it easier to follow. Given the extraordinary increase in both budget and risk, there is an increase in the financing fee (called Financier EP in the budget to enable us to claim Quape tax credit on it) to match off the increased funding we are having to provide and given all that has happened to allow for the possibility of bringing in a third party investor. Even though we are underwriting the entire budget, that third party equity investor will undoubtedly demand a portion of that fee. It will not all go to Ai Film. Of course, Rebels share of the producing fee has gone up since the original offer too, as it was pegged at 3% of the budget, but we have now crystallised that number in the budget at A\$1.020m which is 3% of the budget excluding ABL, as we simply can't afford for it to grow further.

The Deb A\$21.9m Budget Fees	Ai Film	Unigram	Ghost	Wilson
Financier EP Fee	A\$510			
Producer Fee		A\$510		A\$510
GC EP Fee		A\$300		
AG Music EP			A\$300	
RW Directing				A\$500
RW Acting				A\$500
Financing Costs	A\$325			
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	A\$835	A\$810	A\$300	A\$1,510

We hope this table illustrates the fair proportion of fees that we are allocating as partners. We all agree this is a project we all believe in and feel passion about, but we are currently sailing in very choppy waters and we need to try and steady the ship as best we can with a realistic and measured set of numbers here.

Best

Vince

Vince Holden

3rd Floor, 9 Mansfield Street,
London W1G 9NY

Tel: +44 (0) 207 439 9547

Mob: +44 7584 634056, Mob: +44 7990 571461

www.ai-film.com

