

GJH031454

Howard Braunstein Films

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 Santa Monica, CA 90404
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 Fax: 323.345.5407

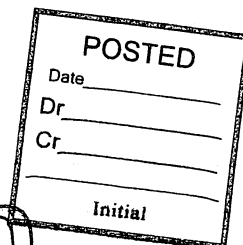
DATE: June 12, 2015

INVOICE #: 60410

FOR: The Unauthorized Melrose Place

BILL TO: Kathey Leverton
 A&E TELEVISION NETWORKS, LLC
 2049 Century Park East, Ste. 840
 Los Angeles, Ca 90067

DESCRIPTION	AMOUNT
License Fee - (1/6 of 1,895,000.00 USD) due upon Final Delivery of Production	\$ 315,833.33
Holdback for delivery of all delivery requirements	(50,000.00)
Development Reimbursement	(86,931.20)
003735 GL / Prod: <u>120 / 15229 - 178,902.13</u> Desc: <u>460 / 15229 - (178,902.13)</u> Code: <u>Inv # 60410 - Dom License 4 of 5</u> Approval: _____ Acct: <u>MA</u> Exec/UPM: <u>[Signature]</u>	
Please wire payable to: Howard Braunstein Films, LTD 1631 21st Street Santa Monica, CA 90404	
City National Bank 400 N. Roxbury Drive Beverly Hills, CA 90210	
ROUTING NUMBER: 1220-16066 SWIFT CODE: CINAUS6L	
SUBTOTAL	\$ 178,902.13
OTHER	-
TOTAL	\$ 178,902.13



**"THE UNAUTHORIZED MELROSE PLACE STORY" (THE "PICTURE")
LIFETIME ENTERTAINMENT SERVICES, LLC ("LIFETIME")
AND HOWARD BRAUNSTEIN FILMS LTD ("PACKAGER")**

**LICENSE FEE DEAL MEMO
As of JUNE 10, 2015**

1. **Acquisition Fee and Breakage:** Acquisition fee of \$1,895,000, payable 1/3 on commencement of preproduction, 1/3 on commencement of production; 1/6 on completion of production and 1/6 on final delivery, with a \$50,000 holdback for delivery of all delivery requirements, including without limitation a signed long form agreement. Amounts spent on development or otherwise previously reimbursed by Lifetime are deducted from the final payment of the license fee. Breakage may be granted over the license fee, but is not guaranteed and is subject to the budget.
2. **Formal Greenlight Contingencies:** Close of acquisition fee and approval of director, approved delivery date, casting of first three leads, approval of final script and E&O insurance. In addition, confirmation of the right to use "Based on a True Story" (or "Inspired by a True Story" if changes cannot be made after good faith efforts to get "Based on a True Story" and following consultation with Lifetime) on the Picture and in the advertising and promotion thereof must be received in writing from the E&O carrier.
3. **Budget Requirements:** Budget must be approved by Lifetime and must include residuals bought out and paid by Packager for 24 runs on basic cable; base compensation for first three leads and Executive Producer Fee budgeted per Lifetime's requirements. In the event there are savings in the cast budget, such savings may be allocated towards other costs of the Picture. Notwithstanding the foregoing, Lifetime acknowledges that the license fee set forth in paragraph 1 above shall not be reduced due to savings in the budget or any other reason.
4. **Territory:** Lifetime territory is the U.S., its territories and possessions [including Puerto Rico and the Virgin Islands], Bermuda, the Bahamas, the Caribbean islands and common carriers and military installations flying the flags of any of the foregoing (the "U.S. Territory"). All other territory to Packager, provided Packager, may not exploit the picture anywhere in the world until one week after the earlier of the initial exhibition of the Picture by Lifetime and six months following final, approved delivery of the Picture to Lifetime. Notwithstanding anything to the contrary contained in the foregoing, Lifetime's territory in connection with videograms (as defined below) shall be worldwide, excluding Canada (the "Videogram Territory"), subject to Lifetime's right of first negotiation and first refusal in connection with the distribution of videograms in Canada as set forth below.
5. **Term:** 25 year initial term. Lifetime shall have a post term right of first negotiation/first refusal to extend the term. The Picture shall be delivered no later than October 2015. The Term shall begin on the earlier of Lifetime's initial exhibition of the Picture or the six (6) months following final, approved delivery of the Picture.
6. **Lifetime Rights:** Lifetime rights include the exclusive right to distribute, market, advertise and otherwise exploit the Picture and all elements thereof in the Lifetime Territory, in all languages and for unlimited runs, in all media, whether now known or

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General Ledger Detail Report

Howard Braunstein Films, LTD (HBF)

Detail Postings for Dates 01/01/2010 Thru 12/31/2015

Account Number/Description						Beginning Balance	Debit	Credit	Ending Balance
Period	Date	Journal	Source	Batch					
123-70-00-0000-14228						0.00			
Dev Reimb Recy-90210									
11	11/11/2014	GJ-031257	G/L	00258	Inv# 60319 - Scott Anderson - Consulting 1 of 2		6,250.00		6,250.00
11	11/21/2014	GJ-031262	G/L	00259	PMT: Inv# 60319 - Scott Anderson - Consulting			6,250.00	0.00
12	12/19/2014	GJ-031298	G/L	00271	Inv# 60327 - Milberg - Researching		3,500.00		3,500.00
01	01/23/2015	GJ-031319	G/L	00001	PMT: Inv# 60327 - Milberg - Researching			3,500.00	0.00
04	04/02/2015	GJ-031375	G/L	00001	Inv# 60363 - Jeffrey Roda 1st Draft		58,257.00		58,257.00
04	04/09/2015	GJ-031382	G/L	00001	Inv# 60385 - Jeffrey Roda - 1st Revisions		12,501.30		70,758.30
04	04/23/2015	GJ-031394	G/L	00001	Inv# 60389 - Jeff Roda - 2nd Revisions		12,501.30		83,259.60
04	04/27/2015	GJ-031393	G/L	00001	PMT: Inv# 60363 - Jeff Roda - 1st Draft			58,257.00	25,002.60
04	04/27/2015	GJ-031393	G/L	00001	PMT: Inv# 60385 - Jeff Roda - 1st Revision			12,501.30	12,501.30
05	05/14/2015	GJ-031397	G/L	00001	PMT: Inv# 60389 - J Roda - 2nd Revision			12,501.30	0.00
						0.00	93,009.60	93,009.60	0.00
123-70-00-0000-15229						0.00			
Dev Reimb Recy-Melrose Pl									
02	02/03/2015	GJ-031334	G/L	00001	Inv# 60349 - Zuni Prod - Consulting 1 of 2		5,000.00		5,000.00
02	02/03/2015	GJ-031335	G/L	00001	Inv# 60347 - Anderson - Consulting 1 of 4		6,250.00		11,250.00
02	02/03/2015	GJ-031336	G/L	00001	Inv# 60348 - Milberg - Research Reimbs		3,500.00		14,750.00
02	02/27/2015	GJ-031349	G/L	00001	Inv# 60352 - Dana Schmalenberg - Commencement		24,981.60		39,731.60
03	03/20/2015	GJ-031368	G/L	00001	PMT: Inv# 60349 - Zuni Prod			5,000.00	34,731.60
03	03/20/2015	GJ-031368	G/L	00001	PMT: Inv# 60347 - Anderson			6,250.00	28,481.60
03	03/20/2015	GJ-031368	G/L	00001	PMT: Inv# 60348 - Milberg			3,500.00	24,981.60
03	03/25/2015	GJ-031364	G/L	00001	Inv# 60357 - Dana Schmalenberg - 1st Draft		33,308.80		58,290.40
03	03/27/2015	GJ-031363	G/L	00001	PMT: Inv# 60352 - D Schmalenberg			24,981.60	33,308.80
03	03/27/2015	GJ-031369	G/L	00001	Inv# 60360 - Michael Milberg - Reimbs		1,400.00		34,708.80
04	04/13/2015	GJ-031379	G/L	00001	PMT: Inv# 60357 - D Schmalenberg-1st Draft			33,308.80	1,400.00
04	04/20/2015	GJ-031391	G/L	00001	Inv# 60388 - D.Schmalenberg - 1st Revision		12,490.80		13,890.80
04	04/27/2015	GJ-031393	G/L	00001	PMT: Inv# 60360 - M.Milberg - Reimbs			1,400.00	12,490.80
05	05/14/2015	GJ-031397	G/L	00001	PMT: Inv# 60388 - D.Schmalenberg - 1st Revision			12,490.80	0.00
						0.00	86,931.20	86,931.20	0.00
Report Total:						0.00	179,940.80	179,940.80	0.00