



MASQUE

S T U D I O S U T A H

S L A T E O F P R O J E C T S

C O M I N G S O O N

In Pre-Production

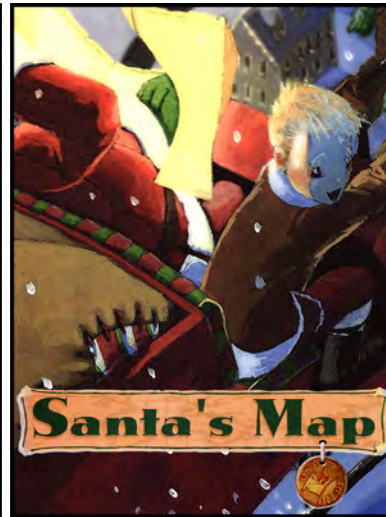


NONSTERS



NONSTERS 2

In Pre-Production



SANTA'S MAP



FORTUNE GIRLS



DRAGON MASTER

In Pre-Production



NINJA BOY



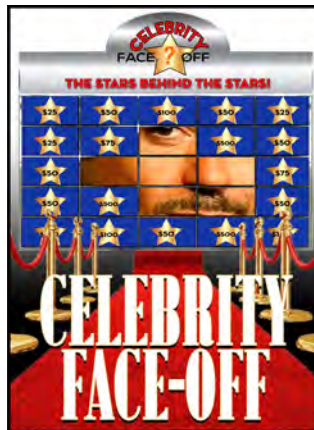
THE HILL

In Pre-Production



THE RACE

In Pre-Production



CELEBRITY FACE-OFF



BEST OF THE BEST



LADIES WHO LUNCH

ANIMATED FEATURE FILMS



NONSTERS

This is the adventurous tale of a rejected monster, called a “Nonster” who meets a human reject named Hardy James. Together they conspire to save the planet from its ultimate demise. Nonsters is a wonderful story of redemption, love, acceptance and overcoming the most difficult obstacle of all: themselves.

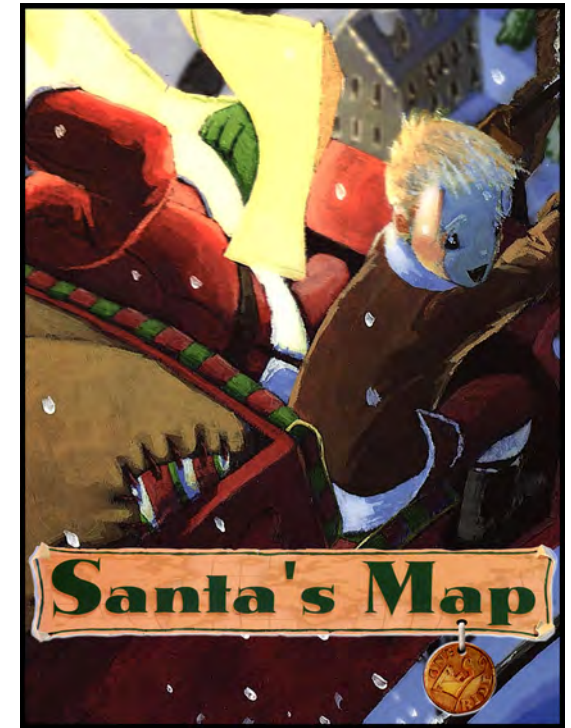
Budget: \$30 Million
Est. Revenues: \$1.5 Billion



NONSTERS 2

The continuing saga of Hardy James, now some twenty years later – he is once again enlisted to come and save the world – he and his band of Nonsters must once again face off against the Monstrociter and his SuperBeast – a journey like the Wizard of Oz, except this wizard makes the most terrifying creature known to mankind!

Budget: \$40 Million
Est. Revenues: \$1.5 Billion

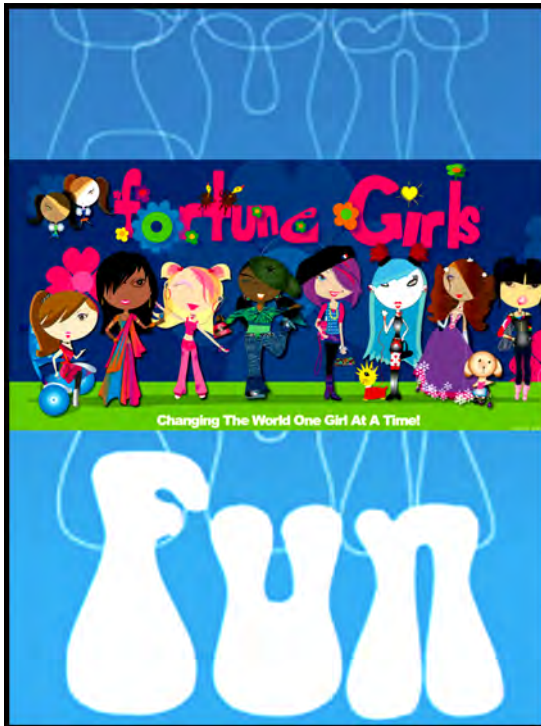


SANTA'S MAP

Santa’s Map is the story of how a young boy’s adventure and giving spirit renews this town. It is the story of how the magical Map he discovers on Christmas Eve, the actual map that Santa uses on his worldly flight, causes a profound change in him and others around him. It’s a pure celebration of the spirit of Christmas!

Budget: \$15 Million
Est. Revenues: \$1.5 Billion

A N I M A T E D F E A T U R E F I L M S



FORTUNE GIRLS

Fortune Girls is a multi-media brand dedicated to the empowerment of Tween girls age 6-12. Fortune Girls Proof of Concept beta launch website received close to 3M hits and over 100K users. Fortune Girls is seeking a production partner to produce a Fortune Girls TV Series and Webisodes.

Budget: \$6 Million

Est. Revenues: Similar to Nonsters



DRAGON MASTER

A boy accidently lets loose various villains and creatures from his favorite Oculus VR game into the real world. And now with his tag team of kids and his favorite video hero "Dragon Master" they have to return the villains into the video game world before they can cause chaos and havoc everywhere.

Budget: \$20 Million

Est. Revenues: Similar to Nonsters



NINJA BOY

This amazing Ninja Boy Franchise is about a nerdy boy living in the not too distant future who discovers he is the last living lineage of the white Ninja that would become a strong protector of the city against mutant villains who are more than willing to dominate their homes and torment their citizens.

Budget: \$30 Million

Est. Revenues: Huge Asian Appeal

THEATRICAL FEATURE FILMS



THE HILL

Written by Angelo Pizzo – writer of “Hoosiers” & “Rudy.” When a young man grows up in poverty in a remote Texas town, wearing leg braces and being ridiculed by able-bodied peers, Rick Hill found his calling to become one of the most decorated designated hitters baseball has ever seen.

Budget: \$15 Million
Est. Revenues: \$40 Million



THE RACE

Sheer tenacity has earned Ben Barnes the opportunity to ride in The Tour de France. He rises to every challenge, earning the admiration of his teammates, but there are also powerful forces aligned against him. When disaster strikes Ben is forced to confront both himself and his past more directly than he ever before dared.

Budget: \$25 Million
Est. Revenues: \$40 Million

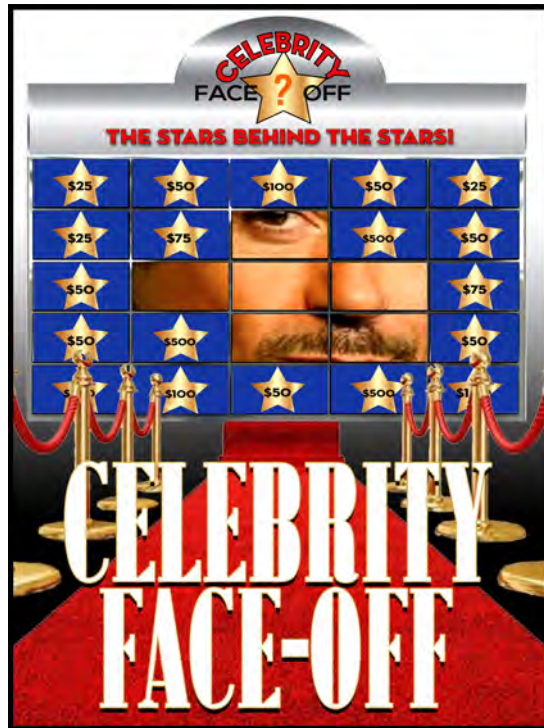


BEST OF THE BEST: REBOOT

A reboot of the original film about a U.S. Tae Kwon Do team going to the World Championship in Beijing China. In 2015 the film was chosen by Fandango’s 15 most inspirational sport movies of all time. John Campea, Chief Editor of AMC Movie Review hailed this as his favorite sports movie of all time.

Budget: \$15 Million
Est. Revenues: \$60 Million

TELEVISION SHOWS



CELEBRITY FACE-OFF

Over the course of three rounds, teams compete to answer entertainment trivia questions on a board of twenty-five squares that will, in time, reveal the face of a celebrity. This show is a global franchise format giant! It plays in all international markets.

Budget: \$6 Million/240 Episodes
Est. Revenues: \$11-50 Million Annually



LADIES WHO LUNCH

Get an inside look at the very funny, highly spirited real world of “Ladies Who Lunch.” A world of wealthy women (some not so wealthy but pretend to be) and the drama, backstabbing, cheating, romances of their everyday lives! Now that’s a tasty meal!

Budget: \$2.6 Million/26 Episodes
Est. Revenues: Based on Agreement

O U R E X P E R I E N C E D T E A M



STEVE PERRY

Steve has more than 25 years of motion picture experience, and formerly served as an in house producer at Warner Bros Studios in Burbank, CA. Steve's projects have earned more than \$2 billion in world-wide box office revenues; he has twice been honored by the Directors Guild of America for outstanding achievement for the films Rocky (Sylvester Stallone) and Ordinary People (Robert Redford), which both won Academy Awards for Best Picture.



DOUGLAS MAGALLON

Doug has produced and directed in excess of \$100 million television commercials, music videos, television game shows, documentaries and other media format product. He has received many international awards including 4 New York Film Festival, 2 Clio, 15 Belding, 8 Telly, 4 Addy and numerous LA and NY Art Director Awards. He is Co-Author of the best selling children's book, "Santa's Map" with Greg Strom.



GREGORY STROM

Greg's commercials have been featured on the Super Bowl and broadcast media platforms worldwide. He's filmed in dozens of countries and has received many industry awards. His feature documentary work has been Oscar Shortlisted and honored by Time Magazine, among others. A published screenwriter and author, he is co-creator of "Santa's Map" with Doug Magallon and has produced or directed 10 feature films.



PHILLIP RHEE

Phillip is an actor and filmmaker best known for creating the "Best of the Best" film franchise with his producing partner and mentor Peter E. Strauss (Executive VP, Mandalay Pictures) and Frank Giustra, a Canadian billionaire and founder of Lionsgate. These films were distributed through Sony, 20th Century Fox, Miramax and Paramount International. He is an expert in the International marketplace for entertainment product.

O U R S T U D I O



The key attributes of a successful entertainment company are the quality of its projects, the ability to make films on time, on budget and the leadership of a strong management team committed to these principles. In this regard, Masque Studios has the reputation and the experience required not only to execute this strategy, but to build a preeminent brand in independent motion picture production.

Masque Studio team have produced nearly a billion dollars worth of content.

Masque will provide a dynamic, state-of-the-art motion picture production facility where writers, directors, producers and executives can collaborate, develop, shoot, and complete all aspects of feature filmmaking... every day. As stated by Steve Perry, Masque's motto, the core of its operating plan, is simple: ***Discipline.***

Discipline is the driving force that allows the company to make intelligent decisions, to maximize the protection of Masque's own interests, as well as that of its banking, equity and distribution partners. Discipline is a vital and repeating mantra that will make this production facility, and the films that it produces, lasting and profitable.



Our world-class animation division, Character Matters.

SAMPLE REVENUE PROJECTION



"NONSTERS" CGI Animation film:



- Far, far, below the surface of the Earth, deep down below New York City is a world that for hundreds of years has significantly affected ours. In this, dark, yet magical place, the greatest and most terrifying MONSTERS on earth were created here. All by one being, The Great Creator, **The MONSTROCITER**. But long before any of the Monstrociter's final creations were released on Earth, a series of prototypes were discarded. These rejects came to be known as **NONSTERS**. This is of tale how five rejects from another world meet one big human reject... common goal: Save the Planet from the ULTIMATE DOOMS DAY! It's a wonderful story of redemption, understanding and overcoming the hardest obstacle in life... YOURSELF!
 - Budget: \$30M
 - Animation technology example of Award-Winning Short: <https://vimeo.com/19475041>
 - Produced in Utah and South Africa with our in-house intellectual Animation technology
 - Utah tax credit 25%
 - First release on a slate of 4 CGI Animation films

*See Below for history of CGI-Animation pictures and revenue projections, along with our technology.

Our philosophy is to produce over fifty percent of our slate with projects that are franchises (Nonsters, Fortune Girls, Ninja Boy and Santa's Map) – with multiple revenue streams, appealing to both the domestic and international marketplace with a heavy upside in the merchandising component.

Please see accompanying PDF breakdown.

SECTION 181 INCENTIVE

Domestic Film Production Incentive Program Revised Section 181 of the Internal Revenue Code



PRIMARY BENEFITS

Qualifying Film Expenses Immediately Deductible. Producers or active financial participants in qualifying film and television productions may elect to immediately deduct the cost of qualifying film expenditures in the year the expenditure occurs.

- Qualified film and television productions include any film or video tape production of a motion picture or television show whose costs would otherwise be required to be capitalized but for Section 181. Only the first 44 episodes, including the pilot production, of a television series are eligible under the law.
- In the case of a film co-produced by multiple investors, the deduction for qualifying expenditures must be allocated among the owners of the film in a manner that reasonably reflects each owner's proportionate investment and economic interest in the film.

Qualifying Expenses Include the First \$15 Million of Expenditures. The proposal applies to the first \$15 million in production costs for qualifying film or television productions. This is a major expansion from the previous law which only

applied to productions with production costs under \$15 million.

- A higher expenditure cap of \$20 million applies to productions the aggregate costs of which are "significantly incurred" in: a) areas eligible for designation as a low-income community under the New Markets Tax Credit program,¹ or b) areas eligible for designation by the Delta Regional Authority as a distressed county or isolated area of distress.

- As defined by the New Markets Tax Credit program, qualifying low-income communities include any census tract if (a) the poverty rate for such tracts is at least 20%; or (b) (1) in the case of census tracts not located within a metropolitan area, the median family income for the tract does not exceed 80% of statewide median family income, or (2) in the case of a tract located within a metropolitan area, the median family income for the tract does not exceed 80% of the greater of statewide median family income or the metropolitan area median family income. Information on qualifying communities can be found at: http://www.cdfifund.gov/what_we_do/programs_id.asp?programID=5



- A list of areas eligible under the Delta Regional Authority statute as distressed counties or isolated areas of distress can be found at: <http://www.dra.gov/about/maps.aspx>

- The IRS temporary regulations (T.D. 9312) outline two alternative tests to determine if costs are "significantly incurred" in

qualifying low-income areas. The first test is based upon production costs and establishes a 20% threshold for the test. It compares production costs incurred in first-unit principal photography that takes place in a designated area to all productions costs incurred in first-unit principal photography. This does not include preproduction, editing and post-production costs. The second test is based upon the number of days of principal photography. If at least 50% of the total days of principal photography take place in the designated area, the production will be deemed to satisfy the significantly occurred test.

Definition of Qualifying Production.

To qualify, at least 75% of the total compensation expended on the production must be for services performed in the United States.

- Qualifying compensation includes payments for services performed in the United States by actors, directors, producers, and other relevant production personnel. Compensation does not include participations and residuals.²



Tax Benefit Duration.

This revised domestic film production incentive program – covering the first \$15 million of costs of all productions – will be in effect for qualifying productions commencing after December 31, 2008 and before January 1, 2012.

THIS HANDOUT IS FOR INFORMATIONAL PURPOSES ONLY AND SHOULD NOT BE VIEWED AS TAX ADVICE WITH RESPECT TO YOUR PRODUCTION ACTIVITIES. FOR SUCH ADVICE, YOU SHOULD CONSULT WITH YOUR TAX ADVISOR.

¹ As defined in section 45A of the Internal Revenue Code.

² As defined in section 1507(g)(2)(B) of the Internal Revenue Code

Qualifying expenses include the first 15 million.

To qualify, 75% of the production must be produced in the United States

Production must start prior to December 31, 2016.

In 2004, Congress enacted Section 181 of the Internal Revenue Code to create a federal tax incentive designed to combat runaway film and television production. In 2008, Section 181 was significantly expanded to cover larger productions. This brochure is to help directors; producers and production executives understand how Section 181 can help reduce their film and television production costs when shooting projects in the United States.

The attached doc. explains how code 181 can help mitigate the risk with your investment.

Please see accompanying PDF breakdown.