

BNOc 2016-225: CmpA APPENDIX "A"

CHARACTERISTICS OF PRODUCER OF RECORD PROGRAMS

	TERMS OF TRADE	PRODUCER OF RECORD
UNDERLYING RIGHTS		
CONCEPT, FORMAT, COPYRIGHT, AND ALL OTHER RIGHTS, TITLE & INTEREST:	100% Producer owned	<ul style="list-style-type: none"> • Concept and Format are 100% Corus owned, except in the case of acquired formats • Copyright – min 25 years to Producer for content tax credits • All other rights, title, and interest, as the case may be – at Corus's discretion
BASIC DEAL TERMS		
TERRITORY:	Canada	Worldwide *see distribution & profit participation section below
LANGUAGE:	English *may acquire French rights provided it is broadcast on a French language channel owned/controlled by Corus	Any and all Languages
LICENSE TERM:	5 Years *shall commence no later than 6 months from delivery (of last episode as applicable)	Unlimited
OBLIGATION TO BROADCAST:	Within 12 months of License Term	Within 2 yrs of completion and commercial exploitability



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WORLD PREMIERE RIGHTS:	Within 6 months of License Term (may be negotiated)	Corus retains, no restrictions
SUBLICENSING RIGHTS:	<ul style="list-style-type: none"> • Linear broadcast: To related (owned/partially owned) entities, any 3rd party conventional only • Non-Linear: To any third party. 	To any party
RETRANSMISSION ROYALTIES:	100% Producer	100% Corus
CO-TERMINOUS RIGHTS:	No *subject to negotiation and payment of additional fee	Yes *no obligation to pay additional fees
DIGITAL MEDIA PRODUCTS (DMP):	Producer has certain rights to original digital content *revenue generating - rev share @ Producer discretion; does not include Games	Corus retains 100% *DMP rights include Games
CANADIAN EXPLOITATION, REVENUE SHARE & HOLDBACKS		
CONVENTIONAL:	Unlimited runs	Unlimited runs
SPECIALTY:	Unlimited runs	Unlimited runs
ON-DEMAND (excl EST/digital sale/rental)	Unlimited runs	Unlimited runs
DIGITAL SALE:	<ul style="list-style-type: none"> • At Producer's discretion 	At Corus's discretion
DIGITAL RENTAL:	<ul style="list-style-type: none"> • HOLDBACK – subject to negotiation, max 12 	



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<p>IN-FLIGHT:</p> <p>DVDs:</p>	<p>months</p> <ul style="list-style-type: none"> • Corus may negotiate a rev share up to 75% of Producer's gross from CDN exploitation for Super License Fee, and 50% for Fair Market Value • If Corus retains, subject to 12 months use it or lose it (from license start date). Reversion of rights: rev share begins in years 4 and 5 of the License Term 	<p>At Corus's discretion</p> <p>*If producer exploits, Corus participates in revenues. Otherwise, a HOLDBACK for the entire term is in place.</p>
<p>GAMES:</p>	<ul style="list-style-type: none"> • At Producer's discretion; Negotiable only when Corus pays a Super License Fee 	<p>Corus retains</p> <p>Included in Digital Media Product rights.</p>
<p>MERCHANDISE:</p>	<ul style="list-style-type: none"> • If Corus retains, subject to 12 month use it or lose it (from license start date). Reversion of rights: rev share beginning years 4 and 5 of License Term. • NO HOLDBACK, but producer to consult with Corus prior to any exploitation • Books, e-books, other publishing materials are 100% retained by 	<p>At Corus's discretion</p> <p>* If producer exploits, Corus participates in revenues. NO HOLDBACK</p>



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	Producer	
ADDITIONAL RIGHTS RETAINED BY PRODUCER, NO HOLDBACKS:	<ul style="list-style-type: none"> • Other Languages • Theatrical/Non-Theatrical (libraries, museums, classrooms) • Music Publishing 	None
INTERNATIONAL DISTRIBUTION RIGHTS & PROFIT PARTICIPATION		
DISTRIBUTION RIGHTS:	Producer retains	<p>At Corus's discretion</p> <p>*a fee is required in exchange for worldwide distribution rights for full content tax credits. At least 25% of revenues received internationally must be shared with Producer.</p>
PROFIT PARTICIPATION:	At the Producer's discretion & subject to a calculation, but not to exceed 30%	<ul style="list-style-type: none"> • At Corus's discretion; min 25% to Producer if content tax credits • 100% Corus if Producer services
EQUITY & RECOUPMENT STRUCTURE:	<ul style="list-style-type: none"> • <i>Tier 1:</i> Distribution Advance; • <i>Tier 2:</i> pari passu across multiple tiers with other financiers' equity investment; • <i>Final Tier:</i> Corus/Producer profit participation 	At Corus's discretion
PRODUCTION BUDGET & FINANCING		
UNDERAGE:	Refund of a portion of	At Corus's discretion



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	License Fee allowable only if Corus equity forms part of financing.	
OVERAGE:	Producer responsibility	Producer responsibility
SURPLUS:	Subject to negotiation, but in no event can Corus reduce its License Fee	At Corus's discretion
TAX CREDITS:	Up to 75% of Producer's tax credits.	Up to 100% of Producer's tax credits.

