

THE HOUSE IN THE MIDDLE OF NOWHERE CONTRACT

SECTION 1 - FILM-A-MITE INC. (THE COMPANY) is offering select accredited Investors the opportunity to participate in funding the production of the feature motion picture currently titled THE HOUSE IN THE MIDDLE OF NOWHERE (THE PICTURE], a horror genre film with compelling upside potential. The total budget to complete the PICTURE is two hundred thousand dollars (\$200,000), utilized as follows:

- Finance the development, pre-production, and production of the film.
- Prepare the film for theatrical, direct-to-video, video-on-demand, and other ancillary market release, etc.

SECTION 2 - STRATEGY

THE COMPANY primary focus is to create a low-cost/high-end film while generating the highest possible returns and long-term asset value via established markets. The PICTURE will be a commercially viable, studio caliber motion picture. Strategic highlights include:

- Maximizing a highly lucrative business segment in motion picture production – thriller/horror films.
- Strict financial protocols and accountability throughout the entire production and distribution process to ensure meeting budgetary guidelines; binding contractual obligation to pay back investors FIRST.
- An innovative Internet-based viral advertising/marketing campaign to maximize pre-release buzz.

SECTION 3 - TERMS OF OFFERING: THE HOUSE IN THE MIDDLE OF NOWHERE PROJECT

Total Equity Investment:	\$200,000
Use of Funds:	\$150,000 - Total preproduction and production costs
	\$50,000 - Total post production costs

Equity Return of Capital: 120% (paid to Investors “off the top” from FIRST revenues received) followed by all deferments.

Profit Split: 50% Investors / 50% Producers

Revenue streams: Worldwide Theatrical, Domestic and Foreign DVD, TV, Video on Demand, Streaming, etc.

THE COMPANY anticipates return on investments to begin within 6 to 18 months from the first release date of the PICTURE. The Investor’s equity participation in the PICTURE will continue in perpetuity.

SECTION 4 - SHARES

THE PICTURE is broken down into 40 shares at \$5,000 each for a total of \$200,000.

INVESTOR and COMPANY agree on the transaction of _____ shares out of 40 for a total of _____ by the terms listed SECTION 1, 2, 3, and 4 of the of the contract for the PICTURE

_____ INVESTOR SIGNATURE	_____ DATE
_____ INVESTOR SIGNATURE	_____ DATE
_____ FILM-A -MITE INC. REPRESENTATIVE (COMPANY)	_____ DATE

SECTION 5 - INVESTMENT PROPOSAL

The COMPANY is offering investors a hybrid investment structure of equity ownership in the PICTURE, as a limited partner and passive investor, alongside 100% of the principal investment plus a preferred return of 20% of the investment. For their investment, equity investors ("Investment Partners") investment recoupment will be scheduled as such; a 90%-10% split between the INVESTORS and the COMPANY of all net profits until the INVESTORS has received 120% of their investment. The 10% to the the COMPANY is to insure that the producers can continue to pay for the lawyers, accountants, and other related expenses in recouping all revenue generated by the film. Once the INVESTORS have recouped 120% for their investment then all subsequent net receipts will be divided 50/50, split between INVESTORS and the COMPANY. All "Back-end" points and deferrals will be deducted from the COMPANY's profit.

The PICTURE itself will most likely max out its returns by the end of year seven, with most returns accumulated by end of year three into year four. After the PICTURE reaches the seven year mark the COMPANY could either relicense the film to the same or another distributor, or sell the distribution rights in perpetuity to a third party. The COMPANY anticipates 120% payback within 12 to 18 months of first date of release.

The COMPANY will place INVESTORS in a "first refusal" position for any sequels and/or prequels based upon the characters or premise of the film that might be produced within a five (5) year period following completion and release of the PICTURE.

INVESTOR and COMPANY both have agreed upon the terms listed in SECTION 5.

INVESTOR SIGNATURE

DATE

INVESTOR SIGNATURE

DATE

FILM-A-MITE INC. REPRESENTATIVE (COMPANY)

DATE

DISCLOSURE

Investment in the Limited Liability interest discussed herein involves a degree of risk. Motion picture production and distribution is highly speculative, inherently risky and unpredictable. The Company's slate performance cannot be guaranteed. This Picture may not perform as projected. Participation in the investment involves various risks relating to, among other things, the nature of the financing vehicles and to the film industry itself. Participation in the investment is suitable only for persons or entities with the financial capability of making and holding long-term investments and of sustaining the loss of a portion or all of their investment. Projections of revenue from the distribution of motion pictures are subject to many variables and changes over time which cannot be accurately predicted as it is dependent upon its acceptance by the public. Prospective financing parties should not construe the contents as legal, investment or tax advice. Each financing party should consult its own counsel, accountants, and other advisors as to the legal, tax, economic and related aspects of providing financing to the Company and as to the suitability of such investment by such party.