



*THE AFTERLIFE OF WHALES™: an Inhumanities™ Series*

**CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM**

**THE AFTERLIFE OF WHALES LLC**

(A New York Limited Liability Company)

**Offering of Profit Sharing Membership Interests totaling \$49,500,000**

Managed by **PhotoDiversity Films**

Dated: 4/7/25

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**IMPORTANT NOTICES**

This Confidential Private Placement Memorandum (“MEMORANDUM”) relates to the offer and sale of profit sharing membership interests (the “INTERESTS”) in **The Afterlife of Whales LLC**, a limited liability company formed in the State of New York (the “COMPANY”).

The Interests offered have not been registered under the U.S. Securities Act of 1933, as amended, or under any state securities laws. This offering is made solely to Accredited Investors pursuant to an exemption under Regulation D, Rule 506(c). The Interests are speculative and illiquid.

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## 1. EXECUTIVE SUMMARY

**The Afterlife of Whales** is a **33-episode animated series** blending science, culture, and personal experience to tell a story rooted in the death, transformation, and enduring presence of whales, with the purpose of mitigating anti-Asian hatred on domestic and international scenes. The coming-of-age dramatic series combines **cutting-edge cetacean science** (deep-sea ecology, oceanic decomposition, photobiology) with **anthropological and personal perspectives** of people within multi-cultural and indigenous traditions.

Each episode is a scenic, character- and narrative-driven exploration of cetaceans—underscoring the positive personal engagements possible through science to overcome inhumane social relationships.

**The Afterlife of Whales LLC** is raising **\$49.5 million** in equity financing to fund the successful production and distribution of the series. The project is managed by **PhotoDiversity Films**, with charitable distribution through the **Zoological Lighting Institute (ZLI)** and similar mission-aligned scientific and cultural nonprofits formed to advance science and push back on anti-Asian hate and stereotypes in media. To attain complete funding, **The Afterlife of Whales LLC** also seeks to acquire **\$16.2 million** in combined charitable donations, sponsorships, pre-sales, and/or gap financing if necessary.

## 2. OFFERING OVERVIEW

Term	Details
Issuer	The Afterlife of Whales LLC
Securities Offered	LLC Profit Sharing Membership Interests
Offering Size	\$49,500,000
Minimum Investment	\$50,000 (waivable by Manager)
Manager	PhotoDiversity Films LLC
Series Format	30 x 24-minute animated episodes + 3 x 48-minute season finales.
Narrative Focus	Cetacean ecology, cultural anthropology, and personal resiliency
Offering Exemption	Regulation D, Rule 506(c) (Accredited Investors)

## 3. CREATIVE VISION

**The Afterlife of Whales** is a radical reimagining of oceanic storytelling. While grounded in scientific knowledge about specific species biology and ecology, the series also draws from folklore, animism, mysticism, and the symbolic afterlives that whales and other cetaceans occupy in human culture.

The show centers on the **personal tribulations and growth of its main characters**, while raising ethical and moral challenges stemming from different views on afterlife concepts, whether scientifically verifiable in asking how the deceased physically impact new life (through whale fall), or from within multi-cultural imagination to be treated with respect and dignity. Through stylized animation, sound design, and poignant and immersive storytelling, the series brings together marine biologists, indigenous thinkers, and speculative creators to present the whale not as a metaphor, but as a real being whose death sustains life and meaning.



THE ZOOLOGICAL LIGHTING INSTITUTE™

PHOTODIVERSITY™  
FILMS LLC

#### 4. USE OF PROCEEDS

Component	Per Series	Per Episode
Pre-production (writing, storyboarding, planning)	\$4,652,500	\$140,985
Production (animation, voice acting, direction)	\$25,588,750	\$775,417
Post-production (editing, sound, VFX)	\$4,652,500	\$140,985
Localization (translation, subbing for JP/US)	\$2,326,250	\$70,492
Marketing & Promotion	\$2,326,250	\$70,492
Legal & Administrative	\$1,395,750	\$42,295
Charitable Distribution (5%)	\$2,326,250	\$70,492
Contingency & Overhead	\$930,500	\$28,197
Live Action Educational Short	\$4,801,250	\$145,500
Option Rights	\$500,000	\$15,152
<b>ANTICIPATED BUDGET</b>	<b>\$49,500,000.00</b>	<b>\$1,500,000.00</b>



## 5. RETURN STRUCTURE

### Gross Revenue Waterfall:

Deduct Initial Distribution Fees & Costs

Deduct Recoupment of Production Budget

Then to:

- Sales Agent
- Added Distribution Costs
- Deferrals

Then to:

### Recoupment Phase

Investors shall receive **100% of distributable revenues** until **120% of their original investment** is repaid. This includes full capital return + a 20% preferred return.

### Post-Recoupment Profit Waterfall

After investors have received 120% of their contributed capital, and Producer receives 120% catch-up, ongoing net profits will be distributed as follows:

- **40% to Investors** (pro rata)
- **30% to PhotoDiversity Films** and its designated creative and production partners
- **30% to Charitable Distribution**, administered by the **Zoological Lighting Institute (ZLI)**.

Charitable distribution mechanisms will be coordinated through a transparent reporting process with ZLI as the lead fiscal agent.

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### Recoupment Phase

Investors shall receive **100% of distributable revenues** until **120% of their original investment** is repaid. This includes full capital return + a 20% preferred return.

### Post-Recoupment Profit Waterfall

After investors have received 120% of their contributed capital, and Producer is afforded catch-up, ongoing net profits will be distributed annually as follows:

- **40% to Investors** (pro rata)
- **30% to PhotoDiversity Films** and its designated creative and production partners
- **30% to Charitable Distribution**, administered through the **Zoological Lighting Institute**

**(ZLI)** and distributed through this entity via Donor Advised Funds, to registered and pre-determined investor selected nonprofits in marine science, anti-Asian hate mitigation, and cultural anthropology

Charitable distribution mechanisms will be coordinated through a transparent reporting process with ZLI as the lead fiscal agent.

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## 6. DISTRIBUTION PLAN

### Phase I:

- Sale or licensing to premium streamers (e.g. Netflix, Apple TV+, Amazon, Max)
- Potential co-production or platform partnership
- Regional inclusion of Japan, South Korea, US, UK, Germany, France, and the Philippines.

### Phase II:

- Anime Conference and Convention Participation
- Features at international animation festivals (Annecy, Berlinale, Cannes, Sundance, IDFA)
- Episodic showcases at scientific and cultural institutions

### Phase III:

- Educational and nonprofit streaming and DVD distribution (universities, aquariums, libraries, cultural archives)
- Broadcast (International and Domestic) and Video on Demand

### Phase IV:

- Merchandising, gallery exhibition, gamification, and immersive sound/VR assets
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## 7. RISK FACTORS

Investing in this project carries significant risk, including:

- The project may not be completed on budget or on time
- Commercial licensing may not generate sufficient revenue to repay investors
- Risks related to global production logistics, legal rights, or labor compliance
- Interests are illiquid and cannot be resold without restrictions

(Full risk disclosures available in Appendix A)

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## 8. MANAGEMENT

**PhotoDiversity Films** brings together a coalition of creatives, marine scientists, and cultural advisors to ensure both artistic integrity and scientific accuracy.

**James Karl Fischer**, series creator and executive producer, leads the creative team to ensure fidelity to concept.

The Company will employ professional advisors and a producing team to execute fiscal oversight, production management, and legal compliance.

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## 9. TAX STRUCTURE

The Company will be taxed as a partnership for federal income tax purposes. Each Member will receive a **Schedule K-1** annually. All investors are advised to consult their own tax professionals.

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## 10. LEGAL DISCLOSURE

This Memorandum does not constitute legal or financial advice and does not constitute an offer in any jurisdiction in which such an offer would be unlawful. Any transfer or resale of Interests is strictly controlled and subject to Manager approval and federal and state securities laws.

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## 11. CONTACT

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Executive Producer  
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