**TRANSACTION CHECKLIST – [FILM]**

| **Document** | **Parties** | **Party mainly responsible** | **Status** |
| --- | --- | --- | --- |
| **Financing documents** | | | |
| 1. Production Financing [and Interparty] Agreement | Producer (Special Purpose Vehicle company aka (**SPV**))  NZFC  [Other financier(s)/parties]  [NZ On Air  Broadcaster]  [NZSPR Lender]  [Completion Guarantor] | NZFC |  |
| * 1. Finance Plan | Part of [Interparty/PFA] | Producer |  |
| * 1. Drawdown Schedule | Part of [Interparty/PFA] | Producer |  |
| * 1. Recoupment Schedule | Part of [Interparty/PFA] | Producer |  |
| * 1. Production Schedule | Part of [Interparty/PFA] | Producer |  |
| * 1. Budget | Part of [Interparty/PFA] | Producer |  |
| * 1. Cashflow Schedule | Part of [Interparty/PFA] | Producer |  |
| * 1. Credit Schedule | Part of [Interparty/PFA] | Producer |  |
| * 1. NZFC Investor Materials | Part of [Interparty/PFA] | Producer |  |
| * 1. Anti-Piracy Guidelines | Part of [Interparty/PFA] | Producer |  |
| * 1. [Broadcaster Covenant] | Part of [Interparty/PFA] | Producer [and NZ On Air/Broadcaster] |  |
| 1. Poster Grant Agreement | Producer (SPV)  NZFC | NZFC |  |
| 1. Trailer Grant Agreement | Producer (SPV)  NZFC | NZFC |  |
| 1. [Copies of any other financing agreements between the Producer and any other financiers, e.g.:  * Investor agreement(s) * Grant agreement(s) * Gap financing agreement(s) * Loan agreement(s) against sales estimates or presales * Agreements documenting any holdbacks/deferrals/reinvestments.] | Producer (SPV)  [Other financier(s)] | Producer |  |
| **NZSPR documents** | | | |
| 1. Provisional NZSPR Certificate | NZFC (in its capacity as administrator of the NZSPR) | Producer |  |
| 1. NZSPR Loan Agreement(s) | Producer (SPV)  [NZSPR Lender] | [NZSPR Lender] |  |
| 1. [Copies of any other documents required by the NZSPR Lender.] | [NZSPR Lender]  [TBC] | [NZSPR Lender] |  |
| 1. [Documentation recording the terms on which the unbonded portion of the NZSPR will be cash flowed (if needed).] | [TBC] | [TBC] |  |
| 1. Accountant/Auditor’s letter including:  * Analysis of QNZPE expenditure; * Confirmation of any expenditure prior to 1 July 2008; and * Confirmation the Production Company has not received production funding from a Government Agency prior to 1 July 2008. | Producer’s auditor to provide | Producer and Producer’s accountant/auditor |  |
| 1. Instruction to Pay NZSPR Amount | Producer (SPV)  NZFC (in its capacity as administrator of the NZSPR) | Producer/[NZSPR Lender] |  |
| **Co-production Documents** | | | |
| 1. NZFC Provisional Co-Production Certificate | NZFC | NZFC |  |
| 1. [Other authority’s] Provisional Co-Production Certificate | [Other authority] | [Other authority] |  |
| 1. Co-Production Agreement(s) | NZ Producer (SPV)  [Other Producer SPV] | NZ Producer (SPV)  [other Producer SPV] |  |
| 1. [Copies of any other documents required for Co-Production] | NZ Producer  [Other Producer]  [TBC] | NZ Producer  [Other Producer]  [TBC] |  |
| **Chain of Title documents** | | | |
| 1. Chain of Title Legal Opinion (from a NZ law firm or lawyer acceptable to the Financiers and addressed to each Financier) stating that the Producer has full and unfettered title to make, produce and distribute the production of the Film based on the Approved Screenplay/Treatment and has all necessary assignments of copyright and waivers of moral rights | Producer’s Lawyer | Producer’s Lawyer |  |
| 1. [Underlying rights agreements, for example:  * Option & Purchase Agreement(s) * Writer’s Agreement(s) * NZFC Development Grant or Loan Agreements * Assignment & Novation Agreement(s) (e.g. for NZFC Development funding if the funding was given to an individual or parent company) * Quit claim(s) * Release Form(s)] | [TBC] | Producer’s Lawyer |  |
| **Sales and Distribution documents** | | | |
| 1. [Australasian/New Zealand] Distribution Agreement | Producer (SPV) [Distributor] | Producer |  |
| 1. Distribution Agreement [Notice of Assignment/Deed of Delivery and Arbitration] | Producer (SPV)  [Distributor]  [Completion Guarantor] | Completion Guarantor |  |
| 1. [Rest of World] Sales Agency Agreement | Producer (SPV)  [Sales Agent] | Producer |  |
| 1. Sales Agency Agreement [Notice of Assignment/Deed of Delivery and Arbitration] | Producer (SPV)  [Sales Agent]  [Completion Guarantor] | Completion Guarantor |  |
| 1. NZ Broadcaster Licence Agreement | Producer (SPV)  [NZ Broadcaster] | Producer |  |
| 1. [Other Sales & Distribution documents e.g. Sales Rep Agreement] | [TBC] | [TBC] |  |
| **Collection documents** | | | |
| 1. Collection Agency Agreement (for the Sales Agency Territory) | Rest of World Collection Agent  Producer (SPV)  NZFC  NZ On Air  [NZSPR Lender]  [Completion Guarantor]  [Other financier(s)] | Producer |  |
| 1. NZFC Collection Agreement (for Australia and New Zealand) | NZFC (as collection agent and investor)  Producer (SPV)  [Other financier(s)] | Producer |  |
| 1. Participant Acknowledgement Forms [for NZFC Collection Agreement] | [TBC] | Producer |  |
| **Completion Bond documents** | | | |
| 1. NZFC [Completion Guarantee] | NZFC  [Completion Guarantor] | [Completion Guarantor] |  |
| 1. [Other financier(s) Completion Guarantee] | [Other financier(s)]  [Completion Guarantor] | [Completion Guarantor] |  |
| 1. [Supervision Deed/Producer’s Deed] | Producer (SPV)  [Completion Guarantor] | [Completion Guarantor] |  |
| 1. [Beneficiary Letters] | [TBC] | [Completion Guarantor] |  |
| 1. [Director Inducement Letter(s)] | [TBC] | [Completion Guarantor] |  |
| **Other Key Production documents** | | | |
| 1. Approved [Screenplay/Treatment] | N/A | Producer | [insert date of approved version] |
| 1. Producer Agreement(s) | Individual Producer(s) Producer (SPV) |  |  |
| 1. Director Agreement(s) | Director(s)  Producer (SPV) | Producer |  |
| 1. Executive Producer Agreement(s) | Individual Executive Producer(s)  Producer (SPV) | Producer |  |
| 1. [Key Cast Agreement(s) [(noting if they are on SPADA Equity form)] OR [Key Element Releases] | Relevant cast  Producer (SPV) | Producer |  |
| 1. [Other Agreements for Key Personnel as required (e.g. Choreographer, Composer etc)] | [TBC]  Producer (SPV) | Producer |  |
| 1. Template forms for cast and crew agreement(s) | [TBC]  Producer (SPV) | Producer |  |
| **Security documents** | | | |
| 1. NZFC Security Agreement | NZFC  Producer (SPV) | NZFC |  |
| 1. [Any security arrangements required by any other party] | TBC | TBC |  |
| 1. Bank Account Deed | [Production Bank]  Producer (SPV)  NZFC  [Other financier(s)] | Producer |  |
| 1. Post-Production Facility Pledgeholder and Access Agreement | [Post-Production Facility]  Producer (SPV)  NZFC  [Completion Guarantor]  [Other financier(s)] | Producer |  |
| **Health & Safety documents** | | | |
| 1. Health & Safety Policy | Producer (SPV) | Producer |  |
| 1. Anti-bullying & Anti-Harassment Policy | Producer (SPV) | Producer |  |
| 1. Independently-commissioned initial hazard and health & safety report based on script and production/shoot schedules (prior to commencement of pre-production) | Producer (SPV) | Producer |  |
| **Insurance documents** | | | |
| 1. Errors & Omissions insurance certificate, policy and receipt showing premiums have been paid. | Producer (SPV) | Producer/insurer |  |
| 1. Film Package insurance certificate, policy and receipt showing premiums have been paid. | Producer (SPV) | Producer/insurer |  |
| 1. Statutory liability insurance certificate | Producer (SPV) | Producer/insurer |  |
| 1. [Essential Elements insurance certificate] | Producer (SPV)  [Essential Element(s)] | Producer/insurer |  |
| 1. [any other insurances] | Producer (SPV) | Producer/insurer |  |
| **Other documents** | | | |
| 1. SPV Certificate of Incorporation and SPV Company Extract | N/A (Companies Office form) | Producer (to obtain from Companies Office website) |  |
| 1. PPSR search confirming no prior security interests over SPV, dated no earlier than 1 week prior to the [Interparty/Production Funding Agreement] being signed. | (PPSR/Companies Office search results print-out/email) | NZFC |  |
| 1. Evidence satisfactory to the NZFC that all other funding required for the production, completion and Delivery of the Film is committed and available to be advanced to the Producer in accordance with the Approved Drawdown Schedule. | N/A | Producer | [list financiers and amounts to be deposited] |