

### **EXAMPLE TRANSACTION CHECKLIST**

The following is an example of a transaction checklist that can be used for the financial closing of a film that the NZFC invests in. Please note that some items included here may not be relevant to your film, and that additional items may be required. The NZFC will provide a bespoke checklist for your film should it invest, and once financial closing has commenced. If you have any questions about this checklist please contact [businessaffairs@nzfilm.co.nz](mailto:businessaffairs@nzfilm.co.nz).

Document	Parties	Party mainly responsible	Status
<b>Financing documents</b>			
1. [Interparty Agreement/PFA]	Producer NZFC [NZSPG Lender] [Completion Guarantor] [other financiers]	NZFC	
(a) Approved Budget	Part of [Interparty/PFA]	Producer	
(b) Approved Cashflow	Part of [Interparty/PFA]	Producer	
(c) Approved Drawdown Schedule	Part of [Interparty/PFA]	Producer	
(d) Approved Production Schedule	Part of [Interparty/PFA]	Producer	
(e) Schedule of Credits	Part of [Interparty/PFA]	Producer	
(f) Recoupment Schedule	Part of [Interparty/PFA]	Producer to generate spreadsheet	
2. Post-Production Facility Pledgeholder and Access Agreement	Producer Post-Production Facility [other financiers]	Producer	
3. 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.		Producer	

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4. Copies of any other financing agreements between the Producer and any other financiers.	Producer [Other financier(s)]	Producer	
<b>NZSPG Documents</b>			
5. Auditor's letter including: <ul style="list-style-type: none"> <li>• Analysis of QNZPE expenditure;</li> <li>• Confirmation of any expenditure prior to 1 July 2008;</li> <li>• Confirmation the Production Company has not received production funding from a Government Agency prior to 1 July 2008; and</li> <li>• Any other matters required by the NZFC.</li> </ul>	Producer's auditor to provide	Producer + Producer's accountant/auditor	
6. A copy of the Provisional NZSPG Certificate which confirms that the Film has significant New Zealand content, that the Australasian Presale Distribution Agreement meets the distribution requirements of NZSPG and that the Film will otherwise qualify for the Projected NZSPG Amount.	NZFC (in its capacity as administrator of the NZSPG)	Producer	
7. Instruction to Pay NZSPG Lender Nominated Account	NZFC	NZFC/Producer	
8. NZSPG Loan Agreement and any other documents required by the NZSPG Lender.	NZSPG Lender Producer	NZSPG Lender	
9. Documentation recording the terms on which the unbonded portion of the NZSPG will be cash flowed.	TBC	TBC	
<b>Sales Agency and Distribution</b>			
10. New Zealand (or Australasian) Distribution Agreement (long form)	Distributor Producer NZFC	Producer	

Document	Parties	Party mainly responsible	Status
11. Distribution Agreement Notice of Assignment/Deed of Delivery and Arbitration (as applicable)	Distributor Completion Guarantor	Completion Guarantor	
12. Sales Agency Agreement	Sales Agent Producer NZFC	Producer	
13. Collection Agency Agreement (for the Sales Agency Territory)	Collection Agent Producer NZFC NZSPG Lender [Other financiers] [Sales Agent] Completion Guarantor	NZFC or Collection Agent	
14. NZFC Collection Agreement (for Australia and New Zealand)	NZFC (as collection agent) Producer NZFC (as investor) [Other financiers]	NZFC/Producer	
<b>Completion Bond Documents</b>			
15. Completion Guarantee	Completion Guarantor NZFC [other financiers]	Bond	
16. Supervision Deed	Completion Guarantor Producer	Bond	
<b>Key Production Documents</b>			
17. Approved Screenplay or Treatment	N/A	Producer	

Document	Parties	Party mainly responsible	Status
18. Any other background Chain of Title documents		Producer	
19. Director's Agreement	Director Producer (company)	Producer	
20. Individual Producers Agreement/s (including EP agreements)	Individual Producers Producer (company)	Producer	
21. Principal Cast Agreements/Template Release Forms (interview subjects/participants and location releases)	Relevant cast Producer (company)	Producer	
22. Other Agreements for Key Personnel as required (e.g. Choreographer, Composer etc)	Key Personnel and Production Company	Producer	
23. Satisfactory Chain of Title Legal Opinion (from a NZ law firm acceptable to the Financiers and addressed to each Financier) stating that the Producer has full and unfettered title to produce or procure the production of the Film based on the Approved Screenplay and has all necessary assignments of copyright and waivers of moral rights	Producer's lawyer to provide opinion	Producer	
<b>Security Agreements</b>			
24. NZFC Security Agreement	NZFC Producer	NZFC	
25. NZSPG Lender Security Agreement	NZSPG Lender Producer	NZSPG Lender	
26. Any security arrangements required by any other party	TBC	TBC	
27. Bank Account Deed	Production Bank Producer NZFC [other financiers]	Producer	

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<b>Insurance</b>			
28. Evidence that the insurance requirements in the [Interparty Agreement/PFA] have been effected and premiums paid (or will be paid immediately upon financial closing)	Producer/insurer	Producer	
<b>Health and Safety</b>			
29. Company health and safety policy (prior to commencement of pre-production and closing)	Producer	Producer (with independent H&S Advisor)	
30. Independently-commissioned initial hazard and health & safety report based on script and production/shoot schedules (prior to commencement of pre-production)	Producer	Producer (with independent H&S Advisor)	
31. Updated hazard and health & safety report reflecting any necessary adjustments arising as a result of tech location recces and/or changes to the production/shoot schedule no later than 2 weeks out from commencement of Principal Photography ( <u>Note: any updates or changes must be made and notified to NZFC during production if any locations, sequences or scheduling changes</u> )	Producer	Producer (with independent H&S Advisor)	
<b>Other</b>			
32. Up-to-date Cost Report (to be dated within a week of the execution of the Interparty/PFA)	Producer to provide	Producer	
33. Producer's Certificate of Incorporation	(Companies Office form)	Producer (to obtain from Companies Office website)	
34. PPSR search confirming no prior security interests over Producer, dated no earlier than 1 week prior to the Interparty/PFA being signed.	(PPSR/Companies Office search results print-out/email)	NZFC	