

Independent film production company has secured the rights to this touching true-life story of a mother's loss of her daughter to Cystic Fibrosis and is currently raising \$450,000 in development budget financing to finalize the screenplay and secure talent.

CORPORATE PROFILE

BEYOND BREATHING, LLC

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Proposed Development Financing

Gross Proceeds: \$ 450,000
Type of Transaction: Convertible Debt

Proposed Use of Development Proceeds

Secure Talent, Director and Writer
Script Development
Packaging for Production Financing

Preliminary Production Information

Film Budget \$ 8,000,000
Distribution Budget 4,000,000
Production Begins May 2010
Targeted Release Spring 2011

Key Members of Management

Kevin Leckner
Jon Doscher
Nick Vallelonga
Fran Ganguzza
Margarete Cassalina

Investor Contact

Kevin Leckner
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BEYOND BREATHING, LLC AT-A-GLANCE

Beyond Breathing, LLC is a privately-held New Jersey limited liability company that was formed to develop and distribute an independent feature film based on the book, *Beyond Breathing*, Margarete Cassalina's moving story of the loss of her 13-year old daughter, Jena, to the fatal genetic disease, Cystic Fibrosis ("CF"), and which takes you through her own personal journey of life lessons, the power of love and the beauty of living.

The film has a projected production and distribution budget of \$12,000,000 and is expected to begin production in May 2010, with a targeted release date in the Fall of 2011. The Company has identified, and is in discussion to secure a writer and director, as well as various A-list actors that it wants to hire for the making of the film. The Company has received a verbal commitment from *Shirley MacLaine, who won an Academy Award* in 1983 for her role in the movie, *Terms of Endearment*, and strong interest from Diane Lane and Terrence Howard.

The Company will secure talent with a portion of the development budget. The Company has already received commitments and/or funds for two and one-half (2 1/2) units, or \$125,000, of the nine (9) units, or \$450,000, that it is seeking in development costs.

INVESTMENT HIGHLIGHTS

- ◆ Six and one-half (6 1/2) remaining Units offered at \$50,000 per Unit;
- ◆ Projected repayment is prior to the start of principal photography; and,
- ◆ Can be converted into equity participation in the Production and Distribution budget.

STARLINE FILMS, LLC.

Founded in 2004, Starline Films, LLC ("Starline") is a motion picture production and distribution company currently producing several feature films, documentaries and entertainment events, including the major motion pictures *4CHOSEN* and *Anyone's Son*. Starline will produce, promote and distribute *Beyond Breathing*, as well as stimulate awareness about the disease to a broader audience, and creating a new and imaginative approach to help provide funding for CF..

STRATEGY

In recent years, independent films, which are usually made for less than \$20 million, have become a staple of the movie industry and become a compelling success, by relying more upon innovation and creativity, rather than on expensive stars and special effects, to minimize risk, while increasing the potential pay-off.

PROJECT APPROACH

- ◆ Attract top actors, director, screenwriter talent, foreign sales and co-distributors;
- ◆ Create promotional events with the *Beyond Breathing* book and CF Foundation;
- ◆ Secure corporate sponsorships, product integration and celebrity endorsements;
- ◆ Control distribution of the film, and;
- ◆ Donate a portion of the film's revenues to the CF foundation for research.

Statements about the Company's future expectations, including future revenues and earnings, and all other statements herein, other than historical fact, are "forward-looking statements" within the meaning of section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and as the term is defined in the Private Litigation Reform Act of 1995. The Company's actual results could differ materially from expected results. The Company undertakes no obligation to update any forward-looking statements to reflect subsequently occurring events or circumstances. This document is not a solicitation or offer to sell securities.

PROJECTED TIMELINE

Subject to Change

March 2009 – March 2010	Development
March 2010 – May 2010	Pre-Production
May 2010 – June 2010	Production
June 2010 – March 2011	Post-Production
Spring 2011	Theatrical Release

COMPARABLE FILMS

Terms of Endearment - Paramount Pictures (1984)
Starring Shirley MacLaine, Jack Nicholson, Debra Winger
Worldwide latest gross revenue: \$164 Million

Aurora and Emma are mother and daughter who march to different drummers. Beginning with Emma's marriage, Aurora shows how difficult and loving she can be. The movie covers several years of their lives as each finds different reasons to go on living and find joy. In the end, different people show their love in very different ways.

Lorenzo's Oil - Universal Pictures (1992)
Starring Nick Nolte, Susan Sarandon and Peter Ustinov
Worldwide latest gross revenue: \$7 Million

Until age 7, Lorenzo Odone was a normal child. After then, strange things began to happen to him as he would have blackouts, memory lapses, and other phenomenons. He is diagnosed with ALD, an extremely rare and incurable degenerative brain disorder. Frustrated at the failings of doctors and medicine in this area, the Odone's educate themselves and begin a relentless search in the hope of discovering a way to halt the progress of the disease.

Philadelphia – TriStar Pictures (1993)
Starring Tom Hanks, Denzel Washington, Jason Robards
Worldwide latest gross revenue: \$201 Million

Andrew Beckett, a gay lawyer infected with AIDS, is fired from his conservative law firm in fear that they might contract AIDS from him. After he is fired, in a last attempt for peace, he sues his former law firm with the help of a homophobic lawyer Joe Miller. During the court battle, Miller sees that Beckett is no different than anyone else on the gritty streets of the city of brotherly love, sheds his homophobia and helps Beckett with his case before AIDS overcomes him.

John Q - New Line (2002)
Starring Denzel Washington, Robert Duvall, James Woods
Worldwide latest gross revenue: \$102 Million

John Quincy Archibald's son Michael collapses while playing baseball, as a result of heart failure. John rushes Michael to a hospital emergency room, where he is informed that Michael's only hope is a transplant. Unfortunately, John's insurance won't cover his son's transplant. Out of options, John Q. takes the emergency room staff and patients hostage until the hospital doctors agree to do the transplant.

EXPERIENCED MANAGEMENT TEAM

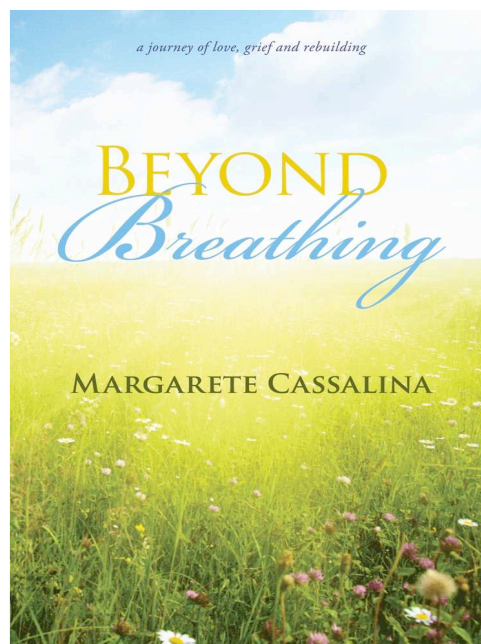
Kevin Leckner – *President and Executive Producer*. In 1998, Kevin partnered with Jon Doscher to create *That's Life! Entertainment Magazine* – it was soon after the success of the magazine they formed Starline Films. Kevin develops and maintains financial relationships with investors and heads up the marketing and development of Starline's projects that are slated to go into production in the coming years.

Jon Doscher – *Producer and Actor*. Prior to starting Starline in 2004, Jon trained at the **Lee Strasberg Theatre Institute**. He was cast in the film *This Thing of Ours*, starring **James Caan**. Jon was also cast in other independent films and was the lead in the off-Broadway production, *Rain Delay*. Jon then produced and co-starred in *Remedy*, along with **Frank Vincent Vincent Pastore**, and **Ace Frehley** with music by Oscar Nominated Actor, **Danny Aiello**.

Nick Vallelonga -, *Producer*. His first script, "Deadfall", co-written with director Christopher Coppola, was made into a feature film starring Nicolas Cage. He recently produced and directed, the crime drama, "Stiletto", written by Paul Sloan, and starring Tom Berenger. The Company has several film projects in development.

Fran Ganguzza - *Co-Producer*. Fran joined Starline after working as a producer for *Hollywood/NYC Productions*, producing high-level film, television and special-event projects for the international marketplace, including the A&E documentary. *New York at the Movies with Meryl Streep*, which won critical and audience acclaim. Fran was also production coordinator at Aim Productions, a product placement/ entertainment marketing company.

Margarete Cassalina – *Author, Screenwriter, Co-Producer*. Margarete is the author of *Beyond Breathing*, and she is currently writing the screenplay for the movie. Margarete and her husband Marc are extremely active with The Cystic Fibrosis Foundation nationally and are committed to creating awareness and raising funds for scientific research and have dedicated their lives to finding the ultimate cure.



Beyond Breathing

Profit/Loss Projections

Assumptions	\$MM
Production budget	8.0
Total distribution budget	8.0
% distribution ownership	50%
Distribution investment	4.0
Total investment	12.0
Foreign box as % of U.S.	25%
% to Theaters	30%
% to DVD/TV distributor	30%
DVD as % of gross box office	20%
TV as a % of gross box office	15%
CF donation	10%

	Preliminary Cases					Comments
	Worst	Low	Moderate	High	B-buster	
Projected U.S. theatrical gross	\$ 10,000,000	\$ 15,000,000	\$ 20,000,000	\$ 40,000,000	\$ 60,000,000	• Gross U.S. box office receipts
Foreign box office	2,500,000	3,750,000	5,000,000	10,000,000	15,000,000	• Gross foreign box office receipts
Gross box office proceeds	12,500,000	18,750,000	25,000,000	50,000,000	75,000,000	
Theater owners	(3,750,000)	(5,625,000)	(7,500,000)	(15,000,000)	(22,500,000)	• Theaters' cut
Net box office proceeds	8,750,000	13,125,000	17,500,000	35,000,000	52,500,000	• Net box office proceeds
DVD sales	2,500,000	3,750,000	5,000,000	10,000,000	15,000,000	• Gross DVD sales
Total TV	1,875,000	2,812,500	3,750,000	7,500,000	11,250,000	• Gross cable + VOD revenue
Total net revenue	13,125,000	19,687,500	26,250,000	52,500,000	78,750,000	
Paid to distribution partner	(4,375,000)	(6,562,500)	(8,750,000)	(17,500,000)	(26,250,000)	• 50% of net U.S. and foreign box office
DVD/TV distribution fees	(1,312,500)	(1,968,750)	(2,625,000)	(5,250,000)	(7,875,000)	• 30% of DVD + TV
Available for investors	7,437,500	11,156,250	14,875,000	29,750,000	44,625,000	
Distribution investment	(4,000,000)	(4,000,000)	(4,000,000)	(4,000,000)	(4,000,000)	• Distribution investors made whole
Production investment	(3,437,500)	(7,156,250)	(8,000,000)	(8,000,000)	(8,000,000)	• Production investors made whole
Available for CF donation	-	-	2,875,000	17,750,000	32,625,000	
CF donation	-	-	287,500	1,775,000	3,262,500	• 10% of net donated to CF Foundation
Additional investor distribution	-	-	2,587,500	15,975,000	29,362,500	
Total returned to investors ⁽¹⁾⁽²⁾	\$ 7,437,500	\$ 11,156,250	\$ 14,587,500	\$ 27,975,000	\$ 41,362,500	
% Return	-38.0%	-7.0%	21.6%	133.1%	244.7%	

Notes:

(1) Assumes production and distribution investors are same parties in same proportions.

(2) Effectively assumes \$ is returned in one year's time.