



BE!

BRANDED ENTERTAINMENT, INC.

PRESENTS

THE COUNT

SOME OF OUR PRIOR SUCCESS



The Elephant Man

8 Academy Award nominations

Mission Impossible 2

Highest grossing movie of the year

Vanilla Sky

1 Academy Award and 2 Golden Globe nominations

The Producers

6 Golden Globe nominations

Marshall

1 Academy Award and 1 Grammy nominations

\$1.42 Billion Global Box Office

WHO WE ARE

Branded Entertainment Inc. is an independent producer of television content. We have developed a proven strategy of producing content that maximizes monetization to deliver superior value for our investors and operating partners.

We partner with highly profitable brands in hyper-growth markets, and then create television shows around them. Our shows act as marketing engines to drive traffic to, and derive revenue from, our partners' businesses, products, and brands.

Our Strategy

1. While networks produce television shows that they hope will attract an audience, we reverse-engineer the process by identifying websites with massive user bases that are passionately engaged in a specific subject matter... and then we produce shows based on that subject matter. As a result, even at low conversion rates, our company and our investors can be successful.
2. By distributing A-List quality content directly to the consumer through our own streaming platform, we maximize profits while building our own subscriber base.
3. We manage all development, production, and monetization activities in-house, ensuring complete quality control and cost-efficiency.

How We Win

Our team of top writers, award-winning producers, A-List actors, world-famous athletes, and acclaimed musicians create zeitgeist content that meets or exceeds content found on Netflix, Amazon, or any other platform.

- We produce our shows more cost-effectively than our competitors.
- We provide our advertising partners with unique brand integration opportunities.
- We partner with industry experts to develop branded consumer products, which we integrate into our shows to create new ancillary revenue streams.
- We create zeitgeist content alternative distribution strategies to maximize revenue.

Our Leadership



**Jonathan
Sanger, CEO**

Has played a formative role in independent film since 1980's *The Elephant Man*.

- Has produced more than 50 films, shorts, and documentaries.
- Three Academy Award wins and 21 Academy Award nominations.
- Former President of Cruise/Wagner Productions.
- Film credits include: *The Elephant Man*, *Suspect Zero*, *Vanilla Sky*, *Flight of the Navigator*, *The Producers*, *Mission Impossible 2* and *Marshall*.

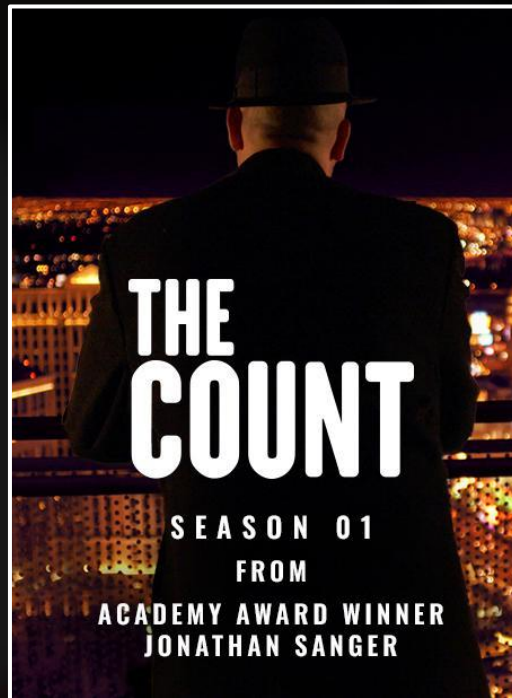
STORY IS EVERYTHING

The Count is a modern-day retelling of

The Count of Monte Cristo

set against the backdrop of Las Vegas, Macau,
South America, and a global casino empire.

With online, social, fantasy, and E-sports gaming:
slot machines, video poker machines and a host
of other revenue streams, we intend to make this
story a giant marketing engine for the \$265
billion dollar gaming industry.



Theme	Subject Matter		Locations	Target Audience	Season Length	Production Cost
<i>The Count of Monte Cristo</i>	• Revenge • Casinos • Online Gaming • Organized crime	• Social Gaming • Fantasy Gaming • E-sports Gaming • Sports Betting	• U.S.- Las Vegas, LA, NY, New Orleans • Asia- Macau, Shanghai, Hong Kong • LATAM- Rio, Buenos Aires	• Men: 18 – 65 • Women: 21 – 45	10 Episodes (#1-3 Completed)	Episodes #1-3: \$9M total Episodes #4-10: \$3M each Total Season: \$30M

JIM
CAVIEZEL

GUY
PEARCE

RICHARD
HARRIS

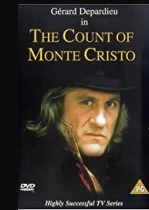
The COUNT OF
Monte
CRISTO

A MODERN RETELLING OF A LITERARY CLASSIC

Released in 2002

* Global box office
\$118.9 Million

A timeless classic
with 17 book adaptations
for TV, mini-series, and film



RAY LIOTTA

ROBERT DE NIRO

JOE PESCI



"As far back as I can remember, I've always wanted
to be a gangster."
-Henry Hill, Brooklyn, N.Y. 1955.

GoodFellas

A MARTIN SCORSESE PICTURE

Three Decades of Life in the Mafia.

PRODUCED IN THE STYLE OF ONE OF HOLLYWOOD'S GREATEST FILMS

Released in 1990

* Global box office
\$102.3 Million

* Nominated for 6 Academy Awards
and 5 Golden Globes

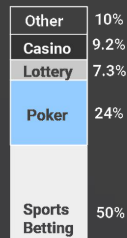


GAMING IS A \$265B INDUSTRY ... WITH RESTRICTED ABILITY TO ADVERTISE

While land-based operators struggled through the pandemic, online gaming companies enjoyed explosive growth, facilitating an accelerated shift to digital gaming platforms.

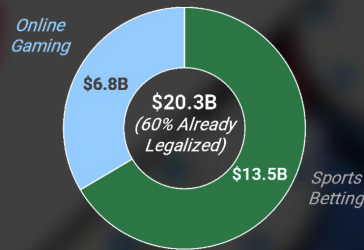


Global Gambling Revenue Mix



2020

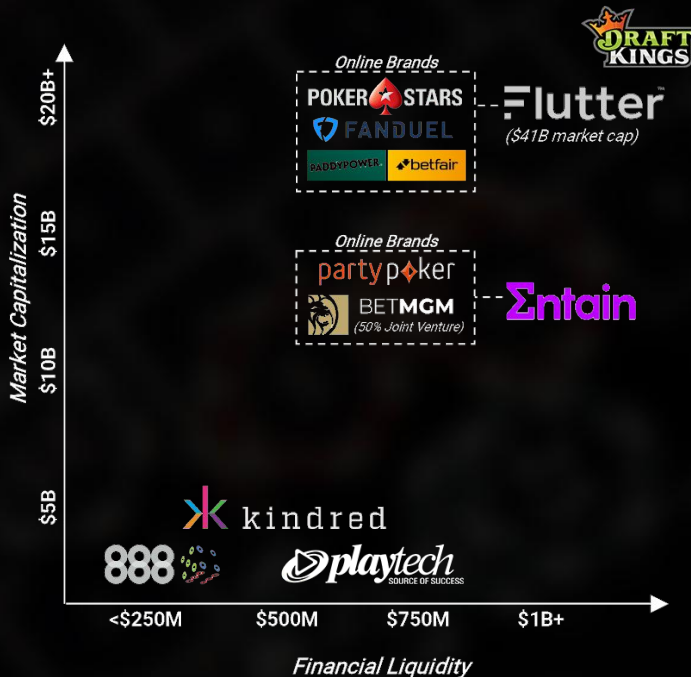
U.S. Online Gambling Market By 2025



- Sector expected to rebound significantly with global vaccination efforts.
 - e.g. Pent-up demand and ongoing fiscal stimulus
- Major players are now looking for new ways to restore and/or retain traffic.
- U.S. online gaming market is poised for rapid growth as de-regulation continue.

MANY LARGE AND GROWING GAMING COMPANIES EAGER TO GROW THEIR CUSTOMER BASES

Online Gambling-Focused Companies



Traditional Casino Operators



(1) On November 19, 2020 shareholders of William Hill voted to approve an all cash acquisition offer from Caesars Entertainment. Transaction is expected to be consummated by Q2 2021, pending certain regulatory approvals.



WE PROVIDE A SOLUTION

A MODERN-DAY RETELLING OF ***THE COUNT OF MONTE CRISTO***
SET AGAINST THE BACKDROP OF A GLOBAL CASINO EMPIRE

FROM ACADEMY AWARD WINNER
JONATHAN SANGER

MULTIPLE PROVIDERS DRIVE VIEWERS TO **VEUIT**, BEI'S ONLINE STREAMING PLATFORM



BEI original content will be available on the
VEUIT streaming platform.

ONLINE GAMING

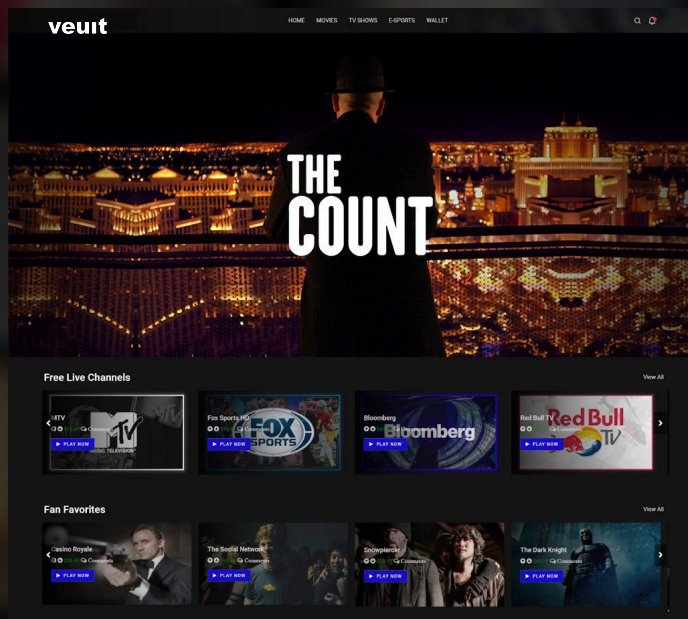


115M Users

SOCIAL MEDIA



2B+ Users



REWARDS PROGRAMS



100M Users

LIVE STREAMING



140M Users

CURRENT CAST



ARMAND ASSANTE



OLEK KRUMPA



KEVIN POLLAK



MIKE TYSON



ERNIE HUDSON



ROY JONES JR.



MARS CALLAHAN



MEKHI PHIFER



JOE PERRINO



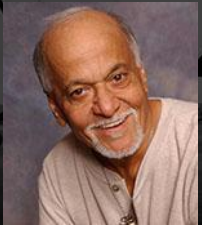
ROBERT IIER



BRANDE RODERICK



KASSEM GHARAIBEHA



GERRY BEDNOB



DANIEL NEGREANU



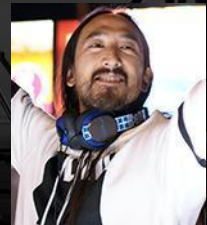
WILLIE GARSON



TOM SIZEMORE



GLENN PLUMMER



STEVE AOKI

PROPOSED ADDITIONAL CAST

(talent not yet secured)

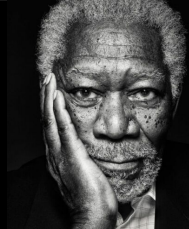


Christopher Walken

Catch Me If You Can: \$356M

Man On Fire: \$131M

The Rundown: \$81M

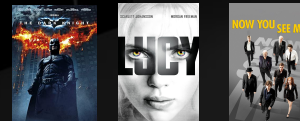


Morgan Freeman

The Dark Knight: \$1,000M

Lucy: \$458M

Now You See Me: \$343M



George Lopez

Valentine's Day: \$253M

George Lopez: 6 Seasons

Lopez: 2 Seasons



Cuba Gooding Jr.

Pearl Harbor: \$727M

American Gangster: \$357M

The Butler: \$200M



Bella Thorne

Facebook: 16M

Twitter: 6.7M

TikTok: 5.7M

Instagram: 24M



Uldouz Wallace

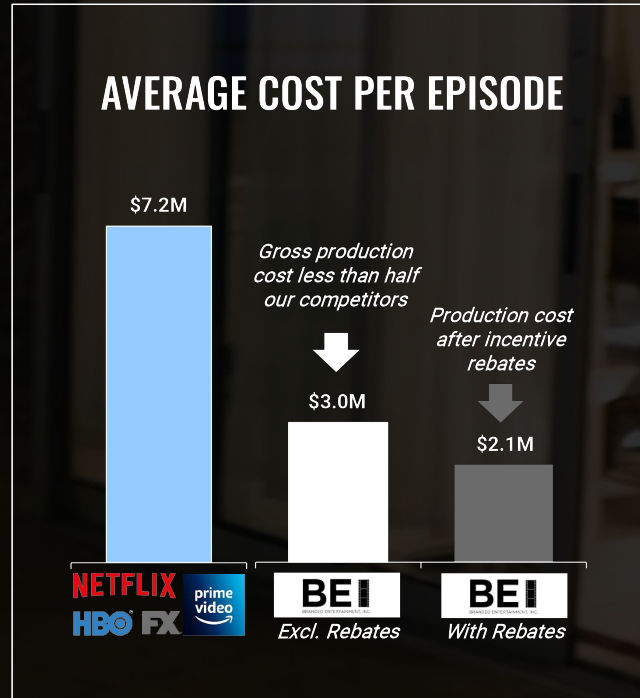
Facebook: 9.4M

Twitter: 1.1M

TikTok: 9.8M

Instagram: 5M

WE PRODUCE A-LIST CONTENT AT A FRACTION OF THE COST



Economic efficiency is a driving force for developing and creating BEI content.

As owners of our projects, we focus on profits, not fees, applying proprietary production techniques utilized in independent film, as opposed to big studios or television networks. This enables us to mitigate risk and maximize potential returns.

We film our shows primarily in states that offer tax credit rebates, allowing us to recoup approximately one-third of our budget before our shows even air.

Our team has extensive experience maximizing the monetization of tax credit rebates to enhance investor returns.

Our CEO personally contributing to the development of tax credit legislation for the states of New York, New Mexico and Louisiana.

We anticipate securing approximately \$9M in tax credit rebates for Season One of The Count.

WITH OUR MODEL, ADS ARE NEVER SKIPPED... THE MOVIE IS THE COMMERCIAL AND THE SHOW IS THE MARKETING CAMPAIGN



FedEx Tom Hanks' character in "Cast Away" exemplified the best of FedEx's commitment to excellence and integrity, and, even when stranded on a desert island at the end of the movie, he still delivered the packages.

FedEx was part of the story. It was where he worked, and it was who cared for him when he came home. There may never be a more compelling or effective ad campaign to impact FedEx than "Cast Away".



CAESARS PALACE "The Hangover" has been a cultural juggernaut for a generation that now identifies Caesars Palace as a bucket-list destination when coming to Las Vegas. The movie revitalized the Caesars Palace brand and drove millions to the property as a tourist attraction.

"The Hangover" was such a boon to Caesars Palaces' bottom-line that to this day, more than a decade after the movie was first released, "The Hangover" themed merchandise remains a top seller for the property.



AVIÓN In 2010, Avion Tequila had just launched and was struggling to find distribution in a crowded premium tequila market. Later that year the brand appeared in a multi-episode story arc on the hit series, "Entourage", and then everything changed. Later that year, Avion Tequila secured global distribution and a strategic investment from Pernod Ricard that led to a lucrative exit for the company's investors in 2014.

OUR STANDARD PRODUCT & BRAND INTEGRATION TERMS

During Jonathan Sanger's tenure as President of Cruise/Wagner, BMW paid \$40M for product integration in *Mission Impossible 2*. BEI's model for *The Count* is more affordable and adds an avenue for equity participation.

Summary Product & Brand Integration Terms		
	Description	Cost
Tier I	Product/Brand is featured visually (only) in one major scene or two minor scenes in one episode	\$100,000
Tier II	Product/Brand is featured visually <u>and</u> referenced by name in the dialogue of one episode	\$250,000
Tier III	Product/Brand is endorsed organically by a major character in the Series as part of the dialogue of one episode	\$500,000
Tier IV	Product/Brand is used multiple times by a major character in the Series and featured as the subject-matter of a story element in one episode	\$1,000,000
Tier V	Product/Brand is incorporated as a key element of a multi-episode story arc, to include major character endorsement, regular visual and dialogue placement, and reinforcement of competitive positioning	\$3,000,000



Brand partners who become equity investors in BEI content receive product integration as part of their investment. This turns their marketing budget into a revenue stream while advertising their products/brands for free.

For new and emerging brands, BEI may choose to take an equity position so that our investors may enjoy even higher returns should the companies we promote become successful.

For example:

- Pernod Ricard valued Avion Tequila at over \$150M when it acquired control of the company in 2014.
- If Entourage had structured a 10% ownership interest in Avion Tequila in exchange for its branding services, its investors would have earned and additional \$15M.

DECENTRALIZED DISTRIBUTION IS THE FUTURE

The success of content distribution will soon be programming that lives on multiple platforms through revenue-sharing partnerships. To maximize revenue, we intend to distribute *The Count* to massive built-in user bases of previously successfully developed platforms. (We will of course maintain the option to sell *The Count* to a platforms such as Netflix, should we desire an immediate exit.)

	Illustrative Platforms	Key Dynamics	
Social Media	facebook - 2.8B Users YouTube - 2B Users Instagram - 1B Users	✓ Billions of users... ✓ Actively promoting TV platforms ✓ Little to no scripted content	BEI provides major platforms like Facebook and YouTube with the ability to engage and monetize their user bases with premium content at no risk.
Gaming Focused	THE STARS GROUP 115M Users twitch 140M Users PINNACLE Mlife party poker FANDUEL DRAFT KINGS bodog 888 poker 100M Users	✓ Precise user targeting ✓ Gambling enthusiasts ✓ No scripted content ✓ Eager to differentiate in a growing market	BEI will help transform high-traffic gaming websites into streaming platforms for gaming-related content.
OTT (over the top)	prime video HBOmax apple tv NETFLIX Google Play hulu	✓ Additional revenue, without additional production cost ✓ Long-term income from licensing fees	After we have maximized revenue from direct distribution, we will garner additional revenue by licensing our content to "over the top" platforms.

INVESTMENT TERMS

\$30M equity raise for *The Count* – The Series LLC (“TCTS”) to complete production of Season One.

This investment is structured to mitigate downside exposure without impacting upside potential. To date, 1/3rd (\$9M) has been subscribed by BEI via the contribution of the production of episodes 1-3 and an existing investment of \$1 million.

INVESTMENT TERMS

- Investors will receive priority on cash distributions until original invested capital is returned (80% of all paid amounts.)
 - BEI will not share in distributions until investors recoup 100% of their initial capital.
 - Remaining 20% paid to key talent to attract and incentivize marquee talent.
- Once all invested capital is returned, distributions will be shared as follows: 40% to investors, 40% to BEI and 20% to key talent.

Estimated Use of Proceeds

SOURCES OF FUNDS:

	Amount	%
New Equity	\$20M	67%
BEI Contribution	\$9M	30%
Existing Equity	\$1M	3%
Total	\$30M	100%

USES OF FUNDS:

	Amount	%
Content Production ⁽¹⁾	\$21.3M	71%
Music/Rights & Acquisition	\$3M	10%
Overhead Expenses ⁽²⁾	\$3M	10%
License Acquisition	\$900K	3%
Directors Fees	\$900K	3%
Management Expenses	\$900K	3%
Total	\$30M	100%

1) Includes development, pre-production, casting, principal photography, sound design, editing, effects delivery, pre-production and related fees and expenses such as producer fees, writing fees, etc.

2) Includes non-production operations, tech development, legal, marketing and related fees and expenses such as broker fees (if any), finance charges (if any), consulting fees (if any), etc.

INVESTOR RETURNS: REVENUE FROM EPISODE SALES

- 1 Viewership estimates based on identified pre-existing user bases.

 115M Users	 Mlife	 888 poker
 140M Users		 100M Users

- 2 Incentive rebates provide additional downside protection.
 - 30% of production cost

- 3 Our first priority is repaying our investors.
 - 80% to investors and 20% to key talent

- 4 After investors are repaid, they and BEI receive:
 - 40% to investors, 40% to BEI and 20% to key talent

Illustrative Investor Distributions (Episode Sales Only)

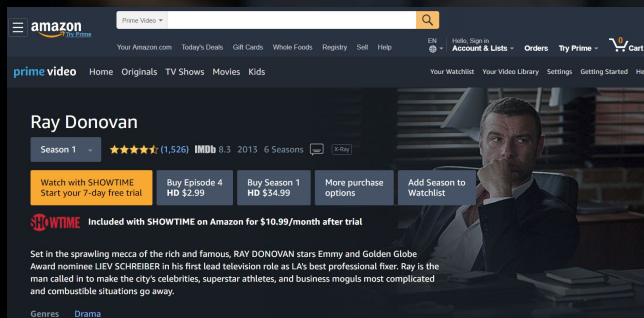
(in millions)

Price Paid Per Episode	\$2.99				
# of Episodes in Season 1	10				
Total Price Paid	\$30				
1 Number of Viewers	2.5M	5.0M	10M	15.0M	20M
Gross Revenue	\$75M	\$150M	\$299M	\$449M	\$598M
Payment Processing	(\$2M)	(\$4M)	(\$9M)	(\$13M)	(\$18M)
Distribution	(\$15M)	(\$29M)	(\$58M)	(\$87M)	(\$116M)
Incentive Rebates	\$9M	\$9M	\$9M	\$9M	\$9M
Net Distributable Cash	\$67M	\$125M	\$241M	\$357M	\$473M
3 Return of Capital:					
Branded Entertainment Investors	\$0	\$0	\$0	\$0	\$0
Key Talent	(\$30M)	(\$30M)	(\$30M)	(\$30M)	(\$30M)
Total Return of Capital	(\$30M)	(\$30M)	(\$30M)	(\$30M)	(\$30M)
Remaining Cash for Distribution	\$30M	\$88M	\$204M	\$320M	\$436M
4 Profit Sharing:					
Branded Entertainment Investors	(\$12M)	(\$35M)	(\$81M)	(\$128M)	(\$174M)
Key Talent	(\$12M)	(\$35M)	(\$81M)	(\$128M)	(\$174M)
Total Profit Sharing	(\$24M)	(\$70M)	(\$162M)	(\$256M)	(\$348M)
Total Paid to Investor Multiple on Investment	\$42M 1.4x	\$65M 2.2x	\$111M 3.7x	\$158M 5.3x	\$204M 6.8x

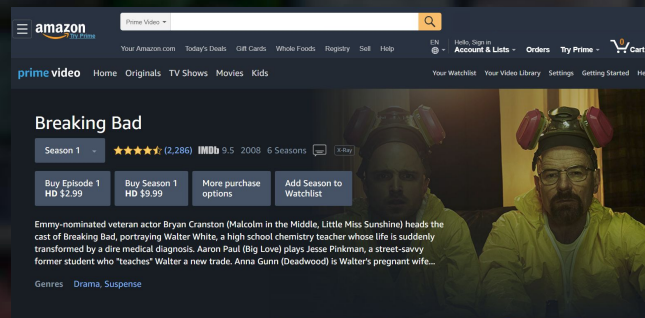
Note: Analysis assumes 3% net processing cost and 80% / 20% revenue sharing across all distribution partnerships on PPV sales generated.

PURCHASE PRICE PER EPISODE

Most high-quality television shows currently available for purchase on major online streaming platforms are consistently priced at \$2.99 per episode across all available seasons.



The screenshot shows the Amazon Prime Video page for the TV show 'Ray Donovan'. The header includes the Amazon logo, search bar, and navigation links. The show's title 'Ray Donovan' is prominently displayed, along with its rating (5 stars, 1,526 reviews) and IMDb score (8.3). A 'Watch with SHOWTIME' button is highlighted, indicating a free trial. Below this, a 'Buy Episode 4 HD \$2.99' button is visible, along with options to buy the season or add it to the watchlist. A synopsis describes the show as a sprawling mecca of the rich and famous, featuring Emmy and Golden Globe Award nominee LIEV SCHREIBER. The genres 'Drama' and 'Crime' are listed at the bottom.



The screenshot shows the Amazon Prime Video page for the TV show 'Breaking Bad'. The header includes the Amazon logo, search bar, and navigation links. The show's title 'Breaking Bad' is prominently displayed, along with its rating (5 stars, 2,286 reviews) and IMDb score (9.5). A 'Buy Episode 1 HD \$2.99' button is visible, along with options to buy the season or add it to the watchlist. A synopsis describes the show as an Emmy-nominated veteran actor Bryan Cranston (Malcolm in the Middle, Little Miss Sunshine) heads the cast of Breaking Bad, portraying Walter White, a high school chemistry teacher whose life is suddenly transformed by a dire medical diagnosis. The genres 'Drama' and 'Suspense' are listed at the bottom.



The screenshot shows the Amazon Prime Video page for the TV show 'Entourage'. The header includes the Amazon logo, search bar, and navigation links. The show's title 'Entourage' is prominently displayed, along with its rating (5 stars, 1,995 reviews) and IMDb score (8.5). A 'Watch with Prime' button is highlighted, indicating a 30-day free trial. Below this, a 'Buy Episode 1 HD \$2.99' button is visible, along with options to buy the season or add it to the watchlist. A synopsis describes the show as a comedy series about a young actor and his three buddies in Hollywood. The genres 'Comedy' and 'Drama' are listed at the bottom.

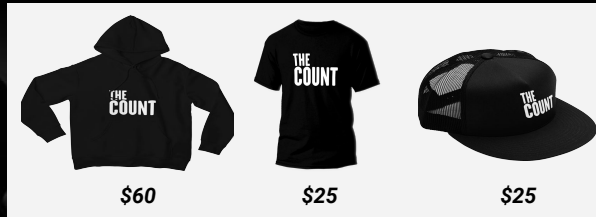


The screenshot shows the Amazon Prime Video page for the TV show 'The Sopranos'. The header includes the Amazon logo, search bar, and navigation links. The show's title 'The Sopranos' is prominently displayed, along with its rating (5 stars, 10,542 reviews) and IMDb score (9.2). A 'Watch with Prime' button is highlighted, indicating a 30-day free trial. Below this, a 'Buy Episode 3 HD \$2.99' button is visible, along with options to buy the season or add it to the watchlist. A synopsis describes the show as a realistic, darkly humorous look at members of a suburban New Jersey family, whose patriarch Tony Soprano happens to be a mob boss. The genres 'Drama' and 'Crime' are listed at the bottom.

ANCILLARY REVENUE OPPORTUNITIES FOR INVESTORS

There are a variety of additional revenue opportunities which could not only generate substantial value from *The Count*, but could also increase its brand awareness and help promote the series.

- 5 Branded merchandise sold directly to fans**
 – 20% of viewers; \$37 avg. price; 40% margin



- 6 Licensing fees from 3rd Party gaming vendors for “The Count” themed floor games**
 – 1 license up to 10M viewers and 2 licenses thereafter
 – \$10M per license



- 7 Fees for product and brand integrations from advertising partners**
 – Average of \$1M per episode
 – Total of \$10M across all ten episodes of Season 1

Illustrative Investor Distributions (Episode Sales & Ancillary)⁽¹⁾

(in millions)

Price Paid Per Episode	\$2.99				
# of Episodes in Season 1	10				
Total Price Paid	\$30				
Number of Viewers	2.5M	5.0M	10M	15.0M	20M
Gross Revenue	\$75M	\$150M	\$299M	\$449M	\$598M
Payment Processing	(\$2M)	(\$4M)	(\$9M)	(\$13M)	(\$18M)
Distribution	(\$15M)	(\$29M)	(\$58M)	(\$87M)	(\$116M)
Incentive Rebates	\$9M	\$9M	\$9M	\$9M	\$9M
Net Distributable Cash	\$67M	\$125M	\$241M	\$357M	\$473M
Total Paid to Investor	\$42M	\$65M	\$111M	\$158M	\$204M
Multiple on Investment	1.4x	2.2x	3.7x	5.3x	6.8x
<u>Ancillary Revenues:</u>					
5 Brand Merchandise	\$7M	\$7M	\$29M	\$44M	\$59M
6 Floor Game Licensing	\$10M	\$10M	\$20M	\$20M	\$30M
7 Brand Integration	\$10M	\$10M	\$10M	\$10M	\$10M
Ancillary Revenues	\$27M	\$35M	\$59M	\$74M	\$99M
Total Paid to Investor	\$53M	\$78M	\$138M	\$186M	\$242M
Multiple on Investment	1.8x	2.6x	4.5x	6.2x	8.1x

(1) Analysis assumes 3% net processing cost and 80% / 20% revenue sharing across all distribution partnerships (e.g., Facebook) on PPV sales generated.



BENEFITS TO INVESTORS OF MULTIPLE SEASONS

Investor returns would be amplified significantly if we produce multiple successful seasons of *The Count*. Future seasons would be funded with internally generated cash flow whenever possible so existing investors may participate in the ongoing success of the franchise without dilution.

For each new season we produce, episode sales to existing fans will have a direct multiplying effect on PPV revenue.

As we promote each season, we will draw new fans to the series, enabling us to further monetize prior episodes/seasons.

We will earn increased additional revenue when licensing our content since “over the top” platforms typically pay a premium for multi-season shows.

The more successful our franchise, the more value we can create for brands we promote, and in which we hold an ownership interest.

Illustrative Investor Distributions (Multiple Seasons)⁽¹⁾

(in millions)

Number of Viewers	2.5M	5.0M	10.0M	15.0M	20.0M
<i>Number of Seasons</i>					
One Season	\$53M	\$78M	\$134M	\$186M	\$242M
Two Seasons	\$105M	\$157M	\$269M	\$372M	\$484M
Three Seasons	\$158M	\$235M	\$403M	\$558M	\$726M
Four Seasons	\$210M	\$314M	\$537M	\$744M	\$968M
Five Seasons	\$263M	\$392M	\$671M	\$930M	\$1210M

1) Includes revenue from episode sales and ancillary opportunities.

THE COUNT

CASINO ONLINE GAMING

We have partnered with a proven industry operator to develop a *The Count* themed online gaming platform.

- Prize pool to include on-site visits, cameos, social events with the cast, etc.

Partner provides a turnkey, white label solution, and we provide branding and promotional content while driving traffic (i.e. our viewing audience).

- Minimal licensing or tech investment required
- Full suite of gaming products (e.g. poker, sports betting, casino games, etc.)

Creates several distinct advantages for the series:

- Attractive cash flows that are recurring in nature
- Increased audience engagement
- Numerous promotional synergies that will drive viewers/users in both directions

Built-in celebrity endorsements through key talent equity participation in the series

IMPACT OF ONLINE GAMING

By driving traffic to our own online gaming platform, we can not only enhance near-term economics, but potentially create a recurring revenue stream.



Illustrative Online Gaming Revenue⁽¹⁾

(in millions)

Number of Viewers	2.5M	5.0M	10.0M	15.0M	20.0M
Players (% of Viewers)	10%				
Implied # of Players	0.3M	0.5M	1.0M	1.5M	2.0M
Gross Commissions	\$13M	\$25M	\$50M	\$75M	\$100M
Partner Share (@ 30%)	(\$4M)	(\$8M)	(\$15M)	(\$23M)	(\$30M)
Total Revenue	\$9M	\$18M	\$35M	\$53M	\$70M

1) Assumes 10% of viewers register for online gaming and each user plays \$500 of buy-ins / pooled-betting over the lifetime of each account. Assumes 10% commission to the platform, with 30% shared with operating partner.

WE LOOK FORWARD TO MAKING *THE COUNT* PART OF OUR LEGACY OF SUCCESS





BE!

BRANDED ENTERTAINMENT, INC.

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www.BranDEDentertainmentinc.com