



Confidential Information Overview

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Partnership Formation

This memorandum describes the formation and operation of a limited partnership to engage in the business of motion picture production and financing.

The partnership interests described in this memorandum will not be registered under the Securities and Exchange Act of 1933 or any local securities law and are described as for investment only and not with a view to resale or distribution.

The purchase of partnership interests described herein entails a high degree of risk and is suitable for purchase only by those who are qualified investors who can afford a total loss of their investment. Further, risk factors as contained in this memorandum (which does not include all possible factors) should be carefully evaluated by each prospective purchaser of a limited partnership interest herein.

The contents of this memorandum are not to be construed by any prospective purchaser of a limited partnership interest as business, legal, or tax advice and each such prospective purchaser will be required to demonstrate that he has the ability to evaluate the purchase of the limited partnership interests described herein or has retained the services of a representative who has such knowledge and expertise as may be necessary to evaluate purchase.



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Executive Summary

DSD Film Partnership Ltd is a limited partnership made up of a general partner, *MAD Z Productions*, and various limited partners who have purchased units in the company to finance, produce and cause the distribution of a feature length motion picture tentatively entitled, "*Die Sluts, Die!*".

The estimated budget for the film is \$50,000.00. The total capital required from the limited partners is \$50,000.00.

Distribution of net profits received by the company will be 50% to the investors, and 50% to the General Partner.

20 limited partnership interests are being offered. Each interest is worth \$2,500.00.

Funds raised by the partnership for the production of the film "*Die Sluts, Die!*" will be put into an escrow account under the name *DSD Film Partners*, until the entire production budget is raised. The anticipated date for completion of financing (or for the return of escrow money to investors) is July 1, 2015.

The General partner strongly recommends that prospective limited partners carefully consider the risk factors described in this memorandum.

The limited partners in *DSD Film Partners* are so defined because their liability is limited to the extent of their capital contribution (i.e. their investment). The limited partners are protected against any liability beyond their investment, such as over budget costs, loans to the production, and lawsuits. Any liability beyond the investors' capital contribution will be assumed by the general partner.

The investors are further limited in that they have no say in the running of the partnership. The general partner maintains total control over the running of the business and total artistic control over the development, financing, and production of the picture. This includes spending money, maintaining books, hiring personnel, scheduling production, negotiating contracts, and all other activities necessary for completion of the project.

The general partner recommends that anyone interested in becoming a limited partner should consult the limited partnership agreement for a complete understanding of their rights and obligations.

Recoupment – Investor will have priority in being reimbursed in an amount equal to one hundred and twenty five (125%) percent of his/her entire capital contribution to the Company. At that point, he will own 100% of the investor's side of the film for the life of the project. (See Appendix A)



Risk Management Overview

Here is a breakdown of how the risk of investing \$50 thousand into this film is managed:

\$50,000 – DIE SLUTS, DIE!

At the end of the two year period, if there is no profit, the following money is projected to be returned to the investor, even before a domestic sale!*

- \$12,500 in tax credits (25% credit from Massachusetts)
- \$25,000 in sales according to current market pricing** (minimum projection!)

TOTAL: \$37,500

RISK: \$.25/\$1.00

*Note that these are Worst Case Scenario, minimum numbers. If the film makes more than 25 cents on the dollar on a domestic sale, it will be profitable.

** Source: filmspecific.com

Note:

Motion picture investment entails a high degree of risk even when the picture is substantially packaged prior to financing. Recoupment of the investment and additional profits are largely a function of the film's cost of production and distribution in relation to its public appeal. The extent to which the picture will appeal to the public is largely dependent upon unpredictable critical reviews and public taste.

The positive side is that there is potentially no limit to the amount of money a film can generate. However, if the film does poorly in sales and the general partner is unable to secure enough distribution agreements, the limited partners will lose their entire investment and will have no opportunity to recoup their investment by investment in, or cross collaboration with any other picture. The general partner is not liable for any monetary loss incurred by limited partners as a direct result of investment in *DSD Film Partners Limited*.

Previous David Zagorski Produced Films

Killing Brooke (2012)

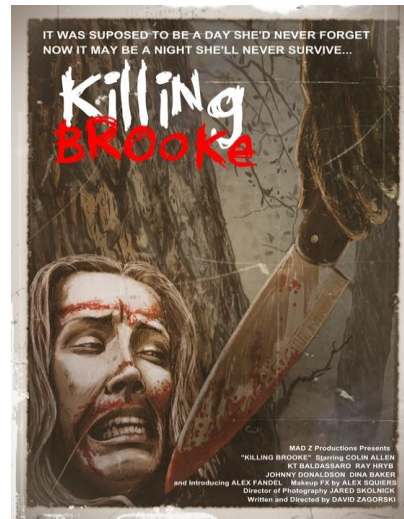
Premiere Date: April 6, 2012

Director: David Zagorski

Producers: David Zagorski,
Johnny Donaldson

Budget: \$5,000

Sales: Worldwide distribution deal with Wild Eye Releasing for all video outlets. Anticipated release date summer 2015. Sales projections are attached. (See appendix E)



Cast: Alex Fandel, Colin Allen, Kt Baldassaro, Ray Hryb, Dina Baker, Johnny Donaldson

The Devil's Nightmare (2013)

Still in POST PRODUCTION

Director: David Zagorski

Producers: David Zagorski,
Johnny Donaldson, Chris Shanahan

Budget: \$9,500

Sales: Distribution deal with Wild Eye Releasing currently being negotiated. Sales projections are attached. (See appendix E)



Cast: Seregon O'Dassey, Devanny Pinn, Colin Allen, Kt Baldassaro, Ray Hryb, Dina Baker, Johnny Donaldson, Svetlana Orlova, Camee Manderfield, Ryan McCarthy



Project Synopsis

Die Sluts Die! is an over-the-top homage to '80s slasher fare with a difference, pitting a tale of sexual intrigue and weekend hedonism against a violent and bloody dead-teens-in-the-woods backdrop.

A group of recent college graduates head out into the woods for a weekend of sex, drugs and booze drenched debauchery...only to meet their maker at the hands of a demented killer who uses anything from axes to sex toys in a non-stop orgy of eyepopping slaughter.

Part pitch black comedy, part body count horror, *Die Sluts Die!* fuses the narrative structure of the *Friday the 13th* movies with the caustic wit of *Heathers* and the gory, anarchic insanity of cult classics like *Re-Animator*, *Street Trash*, *Cabin Fever* and *The Evil Dead*.

Box Office & Marketing/Distribution

Die Sluts, Die!, upon its completion, will be immediately shopped around to studios, including Dark Castle Entertainment, Ghost House Pictures, The Asylum and Rogue Pictures. The film will also be submitted to the various film festivals including Screampfest LA, Indy Horror Film Festival and South by Southwest.

The primary goal of the Company's marketing efforts will be to achieve domestic theatrical release for the film, since this is the single most important determinant of a picture's performance in the subsequent markets of DVD/blu-ray, online streaming, Video On Demand (VOD) and foreign markets. *Die Sluts, Die!* has the potential for a big sale because the budget is low and the script is excellent.

FILM	BUDGET	DOMESTIC GROSS	ROI
Paranormal Activity	\$15,000	\$107,918,810	719,458.73%
The Last House on the Left	\$90,000	\$3,100,000	3,444.44%
Malevolence	\$200,000	\$257,516	128.76%
Primer	\$7,000	\$424,760	6,068.00%



Production Plan

The following stages will begin upon capitalization of the film fund.

- (a) **Packaging:** During this stage, the Company will “package” the film (i.e., attach actors, directors, key production personnel and other talent);
- (b) **Pre-Production:** During this period (the eight weeks prior to the start of production), the Company will open a production office; hire all crew; engage a locations scout to secure the locations where shooting will occur; secure rentals for camera and lighting packages; prepare shooting schedules; etc. At this time, all actors will be cast and finalized.
- (c) **Production:** The production period (less than 30) will be the time that the principle photography will be shot. After this time, all of the scenes for the movie will be completed or “in the can”!
- (d) **Post-Production:** During the post-production period (approximately three to four months), the director and editor will select the best “takes” of the various scenes and edit those takes into an assembly of the entire film. Also, music will be acquired or composed, recorded and added to the film; an “optical” facility will create fades and dissolves between scenes, and shoot the “titles” sequences. The director may also do “looping sessions” (rerecording the actors’ voices in a sound studio) and “Foley sessions (creating sound effects).

Timeline

- Pre-production – 8 weeks
 - Production – 14 days
- Post Production – 3-4 months
- Picture Lock (Total Time for Finished Product) – 6 months
 - Sellable film by 6 months

Goal: Die Sluts, Die! is sold and profitable within 8 months.



Appendix A

PROJECTED INVESTMENT RETURN

- First payout goes to investors until 125% of the investment is recouped.
- After 125% recoument, the profit is split 50/50 between the investors and the production company. The 50% production company split consists of percentages given to the director, producers, actors, actresses, writer, etc.
- On the investment side, your individual investment reflects the percentage of the film you own, in this case 100% of the investor's side of the film for the life of the project.

Die Sluts, Die!

Total Budget: \$50,000

Sales of the Film: \$75,000

First Payout: \$62,500

Remaining Money to be Split: \$12,500

\$6,250 to Investor

\$6,250 to Production

Total Investment: \$50,000

Example of Investor Payout: \$68,750

**Return on Investment over 2 years (Excluding TV,
Pay Per View, and Ancillary Markets): 37.5%**



Appendix B

Bios/Resumes

David Zagorski, Writer/Director

David Zagorski wrote, directed and produced the survival horror movie **Killing Brooke**. It stars Colin Allen, Kt Baldassaro, Ray Hryb, Johnny Donaldson and Alex Fandel. It was an official selection of the 2012 Killer Film Fest where it won for Killer Scream Queen (star Alex Fandel). It has been picked up by Wild Eye Releasing for worldwide distribution, with an anticipated summer 2015 release date.

David also recently wrote, directed and produced the remake **The Devil's Nightmare**, with most of the cast from **Killing Brooke** encoring; it also stars genre faves Seregon O'Dassey (Cut, False Face) and Devanny Pinn (The Los Angeles Ripper, 15 Til Midnight). A distribution deal with Wild Eye Releasing is currently being negotiated.

David also wrote **Road Kill**, a thriller directed by Juan Frausto (Drive By, Get Pony Boy). The film stars Noel Gugliemi (Training Day, Bruce Almighty) and is scheduled for direct to DVD release in late 2015.

Inclusive of David's other work:

- Wrote **The Wickeds**, a zombie opus starring porn legend **Ron Jeremy**. The film was released direct to DVD in summer 2005.
- Created the web-series **Without You**. The series has generated a cult following on youtube, myspace and facebook.
- Directed several music videos for the Star Trek tribute band **Shuttlecraft**. Two of the videos have each won Best Music Video at the Creation Entertainment Official East Coast Star Trek Convention. **Do the Worf** won at the convention in New Jersey, July 2009 and **Kobayshi Maru 2011** won at the Boston convention in 2011.
- Was a semifinalist in both Filmmakers.com and the 10th Annual fadeinonline.com screenplay competitions.

Devanny Pinn, Actress

Devanny Pinn is known as "the Horror Barbie," one of the hottest up and coming scream queens working today. She has appeared in several genre films, including the critically acclaimed **The Black Dahlia Haunting** ; **The Penny Dreadful Picture Show** (alongside genre vets Sid Haig and Jeffrey Combs) and **Area 51 Confidential**. She appeared as "Satan" in David Zagorski's remake of **The Devil's Nightmare**. She has also appeared on the television shows **Castle**, **CSI:NY** and **Dexter**.

Not to be categorized as merely a horror actress, Devanny has also appeared in the non-genre film **Running with Scissors** with Annette Benning; performed on stage with lead roles in **Evita**, **Jesus Christ Superstar** and **West Side Story**. She was also cast on **Rock of Love 2** and was a finalist for **Rock of Love 1**, **Shot at Love 2**, **Paris Hiltons New BFF**, and **Scream Queens**.

In addition to her impressive acting credits, Devanny has also served as producer on many films including **The Black Dahlia Haunting**, **Dead Sea** and the upcoming **House of Manson**.

(<http://www.devanny.net>)





Alex Fandel, Actress

Alex Fandel had no prior acting experience when she auditioned for the lead role in *Killing Brooke*. However she blew the casting directors away with her natural ability and potent scream, which featured prominently in the movie. That scream also garnered her the “Killer Scream Queen” award at the Killer Film Fest in 2012.

Alex has since gone on to appear in several shorts, including **Palefish**, **BOX** and **Resignation**, in which she played the lead role of Rachel.



Julie LeShane, Makeup Effects Artist

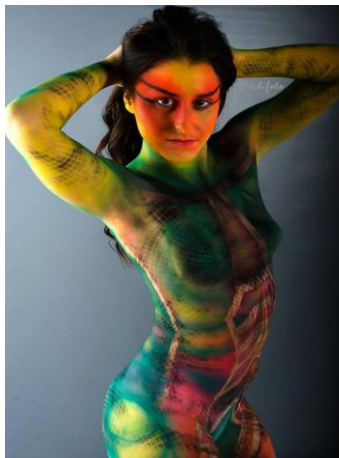
Julie Le Shane is an advanced Special Effects Artist with expertise in moderate to advanced Wound Simulation, Mould Making, 3-D, 2-D Makeup, Prosthetic appliances, Character Makeup, Blood Tubing, Life/Body Casting and creature design.

She has been published in Fashion & Fame Magazine, The Boston Globe, Boston Phoenix, Fangoria Magazine, Imagine, featured guest on Fox: Rhode Show, Motif Magazine, The News Stand, The Reporter, Mainly Media, Geek Culture celebration, she has also been a featured guest on Fox: Rhode Show, as well as numerous conventions.

Runway makeup services are provided to Boston Fashion Week, and Brazilian Fashion Week.

She has served as Makeup Department Head on the movies **Infectious**, **Unholy Matrimony** and **Mary Loss of Soul**, just to name a few.

(<http://www.juliesmakeupartistry.com/>)





Maxim Media International, Distribution

Maxim Media International is the largest world-wide distributor of independent horror and shock films. Founded in 1999 by industry veteran Darrin Ramage, Maxim Media represents a library of almost 300 films. Through their **horror film distribution** channels they're able to reach the global entertainment market and have licensed film rights to nearly all major territories.

Through their subsidiaries Brain Damage Films and Midnight Releasing, Maxim media has released hundreds of DVDs into the North American market, from mom-and-pop video stores to the largest retail and rental chains.

They also aggressively seek out and pursue partnerships with nearly all worldwide internet, cable, hotel, and box-top Video on Demand companies and platforms.

Maxim Media International's mission is simple: **To profitably bring exposure to independent film, specifically the horror genre.** Through their executive team's combined wealth of knowledge and experience in the entertainment industry they find some of the horror genre's most promising works and deliver them from the production house to the masses. Their deep understanding of both the filmmaking process and market buyers' expectations allows them to seamlessly and equitably connect the two together.



Appendix C

Film Industry Overview

The U.S. motion picture industry produces many of the world's feature films and recorded television programs. The industry is dominated by several large studios, based mostly in Hollywood. However, with the increasing popularity and worldwide availability of cable television, digital video recorders, computer graphics and editing software, and the Internet, many small and medium-sized independent filmmaking companies have sprung up to fill the growing demand for entertainment content.

Making a movie can be a difficult, yet rewarding, experience. However, it is also a very risky one. Although thousands of movies are produced each year, only a small number of them account for the majority of box office receipts. Indeed, most films do not make a full return on their investment from domestic box office revenues, so filmmakers rely on profits from other markets, such as broadcast and cable television, DVD sales and rentals, and foreign distribution. In fact, major film companies are receiving a growing portion of their revenue from abroad. Smaller, independent filmmakers often find it difficult to finance new productions and pay for a film's distribution, because they must compete with large motion picture production companies for talent and available movie screens. However, digital technology is lowering production costs for some small-budget films, enabling more independents to succeed in getting their films released nationally.

Recent developments. Most motion pictures are still made on film. However, digital technology and computer-generated imaging are rapidly making inroads and are expected to transform the industry. Making changes to a picture is much easier using digital techniques. Backgrounds can be inserted after the actors perform on a sound stage, or locations can be digitally modified to reflect the script. Even actors can be created digitally. Independent filmmakers will continue to benefit from this technology, as reduced costs improve their ability to compete with the major studios.

Digital technology also makes it possible to distribute movies to theaters through the use of satellites or fiber-optic cable. Bulky metal film canisters can be replaced by easy-to-transport hard-drives, although relatively few theaters are capable of receiving and screening movies in that manner now. In the future, however, more theaters will be capable of projecting films digitally and the costly process of producing and distributing films will be sharply reduced.

Work environment. Most individuals in this industry work in clean, comfortable surroundings. Filming outside the studio or on location, however, may require working in adverse weather, and under unpleasant and sometimes dangerous conditions. Actors, producers, directors, cinematographers, and camera operators also need stamina to withstand the heat of studio and stage lights, long and irregular hours, and travel.



Directors and producers often work under stress as they try to meet schedules, stay within budget, and resolve personnel and production problems. Actors, producers, directors, cinematographers, and camera operators face the anxiety of rejection and intermittent employment. Writers and editors must deal with criticism and demands to restructure and rewrite their work many times until the producer and director are finally satisfied. All writers must be able to withstand such criticism and disappointment, but freelance writers work under the added pressure of always looking for new jobs. In spite of these difficulties, many people find that the glamour and excitement of filmmaking more than compensate for the frequently demanding and uncertain nature of careers in motion pictures.

Training. There are no specific training requirements for producers and directors. Talent, experience, and business acumen are very important. An ability to deal with many different kinds of people while under stress also is essential. Producers and directors come from varied backgrounds. Many start as assistant directors; others gain industry experience first as actors, writers, film editors, or business managers. Formal training in directing and producing is available at some colleges and universities and from professional organization.

Screenwriters usually have had writing experience as freelance writers or editors or in other employment settings. As they build a reputation in their career, demand for their screenplays or teleplays increases, and their earnings grow. Some become directors or producers. Although many screenwriters have college degrees, talent and creativity are even more important determinants of success in the industry. Screenwriters need to develop creative writing skills, a mastery of film language, and a basic understanding of filmmaking. Self-motivation, perseverance, and an ability to take criticism also are valuable.

Employment change. Wage and salary employment in the motion picture and video industries is projected to grow 14 percent between 2008 and 2018. Job growth will result from the increase in demand for programming needed to fill the rising number of cable and satellite television channels, both in the United States and abroad. Also, more films will be needed to meet in-home demand for videos, DVDs, and films over the Internet. Responding to an increasingly fragmented audience will create many opportunities to develop films. The international market for domestic films is expected to continue growing as more countries and foreign individuals acquire the ability to view U.S.-made movies.

Outlook. Keen competition is expected for the more glamorous, high-paying jobs—writers, actors, producers, and directors—but better job prospects are expected for multimedia artists and animators and others skilled in digital filming and computer-generated imaging. Small or independent filmmakers may provide the best job prospects for new entrants.

Source: Bureau of Local Statistics



Appendix D

Risk Management Details

Massachusetts Current Film Incentives – 25% Tax Credit

Massachusetts provides filmmakers with a highly competitive package of tax incentives: a 25% production credit, a 25% payroll credit, and a sales tax exemption.

Any project that spends more than \$50,000 in Massachusetts qualifies for the payroll credit. Spending more than 50% of total budget or filming at least 50% of the principal photography days in Massachusetts makes the project eligible for the production credit and a sales tax exemption.

- Minimum local spend = \$50,000
- Fully transferable tax credit; 5-year carry forward from year incurred (NOTE: Taxpayer may elect to receive a 90% refund of the credit to the extent credits are first applied to taxes)
 - 25% of payroll in the state (excluding persons paid \geq \$1,000,000)
 - 25% of local spending (including salaries \geq \$1,000,000) if either: (i) $>$ 50% of total production expenses are incurred within the state, or (ii) \geq 50% of principal photography days are within the state
 - There are no caps

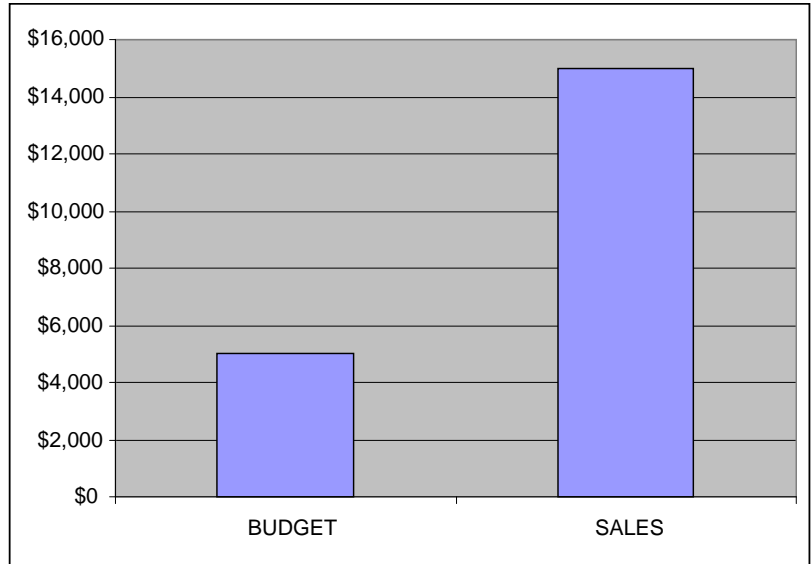


Appendix E

Sales Projections/Reports for Previous Films Produced by David Zagorski

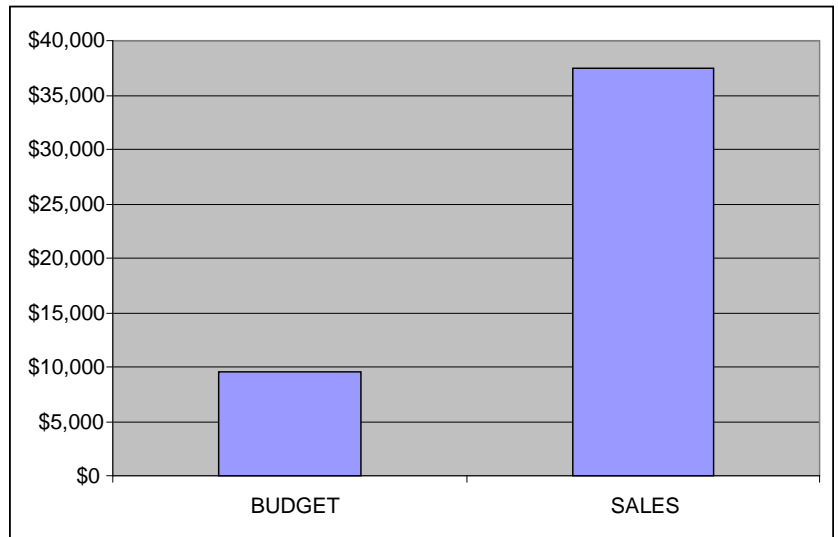
Killing Brooke

Budget: \$5,000
Projected DVD Sales: \$15,000
ROI for Investors: 300%



The Devil's Nightmare

Budget: \$9,500
Projected DVD Sales: \$37,500
ROI for Investors: 394.74%





Appendix F

“Die Sluts, Die!” script excerpt

EXT. LAKE – DAY

Sometime later. Matt and Ryan stand at the edge of the lake, fishing. Behind them, Anya and Sara sunbathe in their barely there bikinis.

RYAN

Dude, this sucks. I thought we were coming up here for a weekend to party? Nobody said anything about us having to catch our own fuckin' food.

MATT

I don't think Domino's delivers out this far my friend.

RYAN

Fuck it, let's head back to civilization. I want a cheeseburger.

The girls giggle, drawing Ryan's attention.

RYAN

What are you whores laughing at?

SARA

Just looking at you two standing there for an hour holding your poles.

They laugh. Matt and Ryan do not find the humor.

RYAN

Why don't you come over here and hold them for us then?

ANYA

Actually, we have a better idea

They get up and run past the two fishermen into the water. They swim a couple yards out, then look back at their respective boyfriends.

SARA

Well, care to join us?

The boys look at each other.



MATT
Dude, they're totally playing us.

RYAN
No kidding.

MATT
(to the girls)
Maybe later. We're trying to be responsible here and catch us some dinner.

RYAN
Yeah, something you girls can throw up later.

The girls stand their ground.

SARA
Suit yourselves.

She reaches behind her, throws something in their direction. It only takes a moment for the guys to realize it's her bikini top.

Ryan takes a step toward the water. Matt stops him.

MATT
What're you doing?

RYAN
I'm going to have sex.

MATT
No you're not. Can't you see what they're up to? They're trying to get us all excited and then we go out there, ready, willing and able, only for them to say they're not in the mood or some bullshit like that. Anya does this to me all the time. She likes to get me going and leave me hanging.

Ryan ponders for a moment, looks toward the girls. Both pairs of swim suits float toward them.

RYAN
I don't know, man...



ANYA

You guys...it's really lonely out here.

SARA

If you're not going to join us, I
guess we'll just have to entertain
ourselves.

MATT

Don't fall for it, man. It's a ploy.

The girls converge together. Wrap their arms around each other. And then they kiss.

The guys watch in awe as that lone kiss becomes a full on make out session. It seems as though the girls have completely forgotten their respective boyfriends, instead reveling in each other.

Anya kisses Sara's neck. Sara runs her hand through Anya's hair, pulls her head back. They exchange a slow, heated look before joining lips again. Their tongues dance playfully with each other.

Ryan and Matt simultaneously swallow hard, not believing their eyes.

Sara's arm drops under the water. A moment later, Anya swoons. Her head goes back in ecstasy. She lets out an impassioned moan.

MATT

Fuck it, let's go.

The guys quickly strip down to their bare ass and dive into the water, hurriedly swim over to the girls.

Matt disappears under the water, resurfaces seconds later by lifting Anya into the air and tossing her back into the water. She squeals like a little girl and splashes him in retaliation.

He grabs her, pulls her close and makes out with her.

Sara notices Ryan hanging back.

SARA

Ryan, are you coming or what?

Matt breaks the kiss, glances over at his friend.

MATT

Dude, are you coming or what?



Ryan holds his position. He appears to be concentrating on something.

RYAN

Yeah, yeah. Just give me a second.

Curious and concerned, Matt swims toward him. His approach makes Ryan extremely nervous.

RYAN

No, don't come over here, man!
Don't...!

Matt reaches his buddy, realizes something not quite right with him.

MATT

What are you doing? Are you...
(realizing)
Are you peeing in the water?

Ryan doesn't have much of a poker face. He caves immediately.

RYAN

I can't help it! Being in water
always makes me piss!

MATT

What about when you're in the shower?

RYAN

There's a drain...

Grossed out, the other three scamper out of the water.

Matt grabs his clothes, jumps into his underwear.

MATT

Come on An, let's go.

He takes her hand, leads her back to the path.

Sara lay on the ground, sunning her wet, naked body.

Ryan sulks out of the water, approaches her.

RYAN

I'm sorry I grossed everyone out.



SARA

It's fine. Luckily what you lack in common sense you make up for in fucking skills.

He smiles, falls on top of her.

RYAN

Is that so?

SARA

Well, that was pretty bad. You're going to have to try really hard to make up for it.

He enters her. She moans approvingly.

RYAN

Is that hard enough?

He starts to thrust.

SARA

Harder...!

He obliges, forcing himself harder, deeper into her. Their bodies move together as one, wildly bucking as their passion builds to a head.

They each cry out, as if trying to see who can scream louder.

Sara grabs his ass, pushes him deeper into her. She roars in satisfaction. Their loud screams cause the forest animals to run for cover.

Ryan pushes himself up, arches his back, quickens his pace as he nears climax.

There's a WHOOSH! As the head of an axe is swung, lopping off his head and sending it soaring into the air.

The head lands in the lake with a loud SPLASH!

Ryan's body spasms uncontrollably, and Sara, who has yet to open her eyes, doesn't even realize that she is being fucked by a convulsing headless corpse.

SARA

Oh yes! Yes! Yes!

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She wraps her arms around the body and squeezes with all her might as she reaches climax.

The body stops convulsing and collapses on top of her, to which she finally opens her eyes and discovers her boyfriend's cranium deprived torso.

She screams in horror as blood pours from the neck cavity and drenches her. She looks up and sees the Skull standing above her. Before she can scream again, the axe is rammed in her face, splitting it in two.*

***Complete script available on request**



Appendix G

Contact Information

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