



## **CNTV-499**

### ***Fundamentals of Entertainment Law and Dealmaking***

**Section 17816D**

**Units: 2 units**

**Spring 2022, Wednesdays 7 – 10 pm**

**Location: SCA 112**

**Instructor: Judy Kim, J.D.**

**Office:** [will be added]

**Office Hours:** Wednesdays 4-6 PM, and by appt

**Contact Info:** judyk@usc.edu

**Teaching Assistant:**

**Office:** Catelin Dunn

**Office Hours:**

**Contact Info:** csdunn@usc.edu

**IT Help:** [will be added]

**Hours of Service:**

**Contact Info:** [will be added]

### **Course Description**

This course is an introduction to legal considerations that may arise in developing and producing content in all forms of media. It is designed to provide you with a basic understanding of the various players, their roles, rights and ownership, contracts, and the disparate laws, rules and regulations that may apply to a media project. You will become familiar with the business side of project development and production, whether in a corporate, entrepreneurial, or independent production setting.

### **Learning Objectives**

This course will allow you to approach your projects with an understanding of basic legal concepts. read through contracts with awareness, hone your negotiating skills and develop critical thinking.

More specifically, upon completion of this course you will be able to:

- Describe the various aspects of business affairs in the entertainment industry
- Differentiate the distinguishing roles of agents, managers, lawyers, buyers, etc., analyze their interplay and ethical implications of potential conflicts
- Explain basic legal concepts essential for project development and completion
- Explain copyrights and intellectual property and their legal and ethical implications
- Understand different types of corporate entities, the pros and cons, and specifically, a special purpose LLC (limited liability company)
- Identify the role and impact of the various industry unions

- Analyze and negotiate project contracts

### Course Materials (required)

- [Appleton, D. and Yankelevits, D. \*Hollywood Dealmaking: Negotiating Talent Agreements for Film, TV, and Digital Media\*. Allworth; 3rd edition](#) (July 17, 2018) (available on Amazon)
- Cases and other readings will be available through Blackboard. Please complete reading assignments before the class as we will be discussing the reading material in class.

### Description and Assessment of Assignments

This course has two assignments, and two tests. Additional Information will be shared on Blackboard.

- **Assignment 1, Week 5 (in class):** Deal Memo (10%). Length: 2-3 pages, with appropriate sections. You may work in pairs, but each student will draft a Deal Memo from one of the following: optioning a screenplay; engaging a writer for a project; or attaching a key element: producer, director, name talent, or key department head. The Deal Memo will be graded based on 1) whether all material terms were addressed (50%); 2) clear and concise writing (50%).
- **Assignment 2, due Week 13:** Project Pitch & Presentation (40%)  
There will be 8 teams of 5-6 students. Two teams will work on the same project concept, but they are free to develop the project in different directions. The teams will identify their projects, create a pitch deck, prepare documents to move the project forward, and present to the class – this is both a pitch to the class and a status report. You will draft and try to get the other team to sign your project documents. Presentation length: 10 -15 minutes. Visuals are required. Your presentation will be assessed on covering all the key pitch points, the deal memos drafted/ signed, accuracy of the deal memos, and the team’s self-assessment of what was good, what was challenging, what they felt could be done differently or better, what was accomplished, and what their next steps will be.
- **Midterm:** Two sections: Short Case Study/Short Answer and Multiple Choice.
- **Final Exam:** Multiple Choice based on In-Class discussions and reading material.
- **Participation:** Students are expected to come to class prepared with well thought out questions for every topic and guest speaker (TBD) and readily participate in class discussions.

## Grading Breakdown

	Percentage	Points
<b>Assignments:</b> 1. Drafting Deal Memo (10%) 2. Team Case Presentation (30%)	40%	400
<b>Mid-term</b> - Short Case Study / Short Answer + Multiple Choice	25%	250
<b>Final Exam</b> - Multiple Choice based on course readings + Class Discussions	25%	250
<b>Participation</b>	10%	100
<b>TOTAL</b>	<b>100%</b>	<b>1000</b>

## Grading Scale

Course final grades will be determined using the following scale:

Grade	Range	Points
A	94.0% or higher	4.0
A-	90.0%-93.9%	3.7
B+	87.0%-89.9%	3.3
B	84.0%-86.9%	3.0
B-	80.0%-83.9%	2.7
C+	77.0%-79.9%	2.3
C	74.0%-76.9%	2.0
C-	70.0%-73.9%	1.7
D	60.0% -69.9%	1.0
F	59.9% or lower	0.0

**Course Schedule: A Weekly Breakdown**  
**SUBJECT TO CHANGE – Watch for Updates**

	Topics/Daily Activities	Readings/Preparation	Topic Detail + Deliverable
		<b>HD = Hollywood Dealmaking</b>	<b>Shaded Boxes = watch for updates</b>
Week 1	Introduction	Syllabus HD, Chapters 1, 2	<p>Course Overview</p> <ul style="list-style-type: none"> <li>• Independent vs. Studio/Network</li> <li>• Unions: WGA, DGA, SAG, PGA, IATSE</li> <li>• Role of Business &amp; Legal Affairs</li> <li>• Players you need to know (Manager vs. Agent vs. Lawyer)</li> <li>• Budgets/ Practical Considerations</li> </ul> <p><b>Review Assignment 1 (Due Week 5)</b>  <b>Review Assignment 2 – Project/Presentation (Due Week 13, see Milestones)</b></p> <ul style="list-style-type: none"> <li>• <b>Set Up Teams</b></li> <li>• <b>Draft Team Charter</b></li> </ul>
Week 2	Intro to Contracts – Who, What, When, Where, How (Why)		<p><b>DUE: Assignment 2, Milestone 1:</b></p> <ul style="list-style-type: none"> <li>• <b>Team Charter</b></li> <li>• <b>Short List of Project(s)</b></li> </ul> <ul style="list-style-type: none"> <li>• Agreements vs. Contracts</li> <li>• Essential Elements of a Contract</li> <li>• Material Terms</li> <li>• Deal Memos</li> </ul> <p>In-Class:            Teams Review/Decide on Project            Draft: Title/Genre/ Logline</p>
Week 3	Content is King	HD, Ch 3, 12; and  Reading Links:  <a href="#">What Rights Do Copyright Owners Have   Copyright Alliance</a>	<p><b>DUE: Assignment 2, Milestone 2:</b></p> <ul style="list-style-type: none"> <li>• <b>Internal Team Assignments</b></li> <li>• <b>Project/Title/Genre/ Logline</b></li> </ul> <p><b>In Class: Draft synopsis, concept pitch deck</b></p> <p>Rights and Ownership:            What Rights Do You Need?            Who Has The Rights?</p>

		<p><a href="#">Copyright Ownership: A Mere Handshake Isn't Good Enough (aipla.org)</a></p> <p><a href="#">Circular 30 Works Made For Hire (copyright.gov)</a> [just fyi – skim quickly]</p> <p><a href="#">Warning: Make Sure Your "Work for Hire" Agreement Is Signed In Advance, Craig Whitney (fkks.com)</a></p> <p><a href="#">Publicity   Wex   US Law   LII / Legal Information Institute (cornell.edu)</a></p> <p><a href="#">What Vanna White, Albert Einstein, and Johnny Carson Have in Common: The Right of Publicity: Technology Law Blog, IT Law &amp; Articles (michiganitlaw.com)</a></p> <p><a href="#">Vanna White's Intellectual Property Case (intellectualpropertyblawg.com)</a></p> <p><a href="#">Lawsuits: The Perfect Storm (film) - Wikipedia</a></p> <p><a href="#">Hardball Lawsuit - Muzikowski v. Paramount Pictures Corp. :: WINM :: Keanu Reeves Articles &amp; Interviews Archive (whoaisnotme.net)</a></p> <p><a href="#">Defamation   Wex   US Law   LII / Legal Information Institute (cornell.edu)</a></p>	<p>How Do You Get Them?</p> <p>Intellectual Property Overview:</p> <ul style="list-style-type: none"> <li>-Copyrights, Trademarks, Patents</li> <li>-The concept of “work for hire”</li> <li>-The importance of Paper</li> </ul>
Week 4	The Art of Negotiation / Ethical Issues	HD, Chapters 3 - 10	<p>Tools, Technique, Role Play</p> <p>Review/Practice for Assignment 1: Walk through a Sample Deal Memo</p>
Week 5	Contracts and Deal Memos –	HD, Chapters 3, 4 (Writing Agreements) and skim HD 5, 7,	<p><b>DUE: Assignment 2, Milestone 3:</b></p> <ul style="list-style-type: none"> <li>• <b>Short Synopsis Due</b></li> </ul>

	Part 1 (Development)	10 (Producing Agreements) – look at Deal Point Summaries	<ul style="list-style-type: none"> <li>• <b>Target Budget Due</b></li> <li>• <b>Thoughts re: Financing Strategy, Distribution, Merchandising/ Ancillary Revenue</b></li> </ul> <p>Recap Essential Elements of a Contract &amp; concept of “Material Terms”</p> <p>Discuss the following agreements:</p> <ul style="list-style-type: none"> <li>--NDAs</li> <li>--Shopping Agreements</li> <li>--Unsolicited Submission Agreements</li> <li>--Writing Services Agreement vs Option Purchase Agreement</li> </ul> <p>Retaining your ownership and rights, General Co-Production &amp; Financing</p> <p><b>Assignment 1: Deal Memo (In class – working in pairs, each person will submit a Deal Memo at the end of class)</b></p>
Week 6	Contracts and Deal Memos – Part II (Production)	HD Chapters 5 through 10, selectively	<p>Above The Line Agreements:</p> <ul style="list-style-type: none"> <li>-Producers/Director/ Name Talent</li> </ul> <p>Below The Line Agreements:</p> <ul style="list-style-type: none"> <li>-Dayplayers/Background</li> <li>-Crew Positions + Crew Agreements</li> </ul> <p>-Vendor Agreements</p> <p><b>Midterm Review</b></p>
<b>Week 7</b>	<b>Mid Term</b>		<p><b>Two parts:</b></p> <ul style="list-style-type: none"> <li>• <b>Case Study with 10-20 short answers or multiple choice</b></li> <li>• <b>30 General Multiple Choice</b></li> </ul>
Week 8	Review of Contract Essentials; Financing Your Project Deal Structure for DIY Filmmaking		<p><b>DUE: Assignment 2, Milestone 4:</b></p> <ul style="list-style-type: none"> <li>• <b>Top Sheet Budget</b></li> <li>• <b>Optional: Producer/Director Statement</b></li> <li>• <b>Start Creative Materials – You’re On Your Own from here until Week 13</b></li> </ul>

			Financing Your Project Discuss Financing Sources + Structure: <ul style="list-style-type: none"> <li>• Self-Financed</li> <li>• Friends &amp; Family</li> <li>• Crowdfunding</li> <li>• Investors</li> <li>• Studio/Network/Streamer/Digital Media</li> </ul>
Week 9	Business Ethics & Inclusion (Diversity/ Discrimination?)	Guest Speaker <a href="#">Business Ethics</a> (Open Stax) Sexual Harassment	Code of Conduct Conflict of Interest (Agents / Lawyers/ Managers) Sexual Harassment Ethics / Conflict of Interest Social Media Bullying Diversity
Week 10	You're the Boss	<a href="#">Forms of Business Ownership</a> (Open Stax)  <a href="#">Limited Liability vs. S Corporation</a> (Investopedia)	Business Structures/ Setting Up Your Own Company
Week 11	Post Production: Music, SFX, VFX; Vendor Agreements	TBD	<ul style="list-style-type: none"> <li>• Composer Agreement vs Licensed Music</li> <li>• Master/Sync Licenses</li> <li>• PROs/ payments</li> <li>• Work For Hire vs. Licensed Rights</li> </ul>
Week 12	Exhibition	HD, Chapter 14	Changing Distribution Models, Impact of Streaming Platforms  Guest Speaker (TBD): Mark Dvornik former EVP Paramount Pictures Television Distribution
Week 13	<b>TEAM CASE PRESENTATIONS</b>		<b>DUE: Assignment 2 - Present Team Projects (10 - 15 min each)</b>  <b>1 – Pitch – Presentation Materials 40%</b> <b>(10% Creative/15% Budget / 15% Business Case)</b> <b>2 – Rights – Drafted? Signed Paper? Open Issues? 40%</b> <b>3 – Presentation Skills 10%</b> <b>4 - Team Work 10%</b> <b>5 – Q&amp;A / Critiques</b>

Week 14	Show me the Money	HD, Chapter 11	Net/Gross Proceeds, Backend points, Box Office Bonuses, Ratings Targets, Audit Reports
Week 15	Entrepreneurship	<a href="#">Vertical Markets</a> (Investopedia Article)	Additive Revenue Verticals Ancillary Rights, Merchandising, Soundtracks, Dramatic (Live Stage), Radio, Novelizations The advantages and disadvantages of Vertical Integration Exhibition Consent Decree  <b>Finals Review</b>
<b>FINAL</b>	<b>Multiple Choice</b>	<b>Review HD readings + Class Notes</b>	<b>Refer to the final exam schedule in the USC Schedule of Classes at <a href="http://classes.usc.edu">classes.usc.edu</a>.</b>



## Statement on Academic Conduct and Support Systems

### Academic Conduct:

Plagiarism – presenting someone else’s ideas as your own, either verbatim or recast in your own words – is a serious academic offense with serious consequences. Please familiarize yourself with the discussion of plagiarism in SCampus in Part B, Section 11, “Behavior Violating University Standards” [policy.usc.edu/scampus-part-b](http://policy.usc.edu/scampus-part-b). Other forms of academic dishonesty are equally unacceptable. See additional information in SCampus and university policies on scientific misconduct, [policy.usc.edu/scientific-misconduct](http://policy.usc.edu/scientific-misconduct).

### Support Systems:

*Counseling and Mental Health - (213) 740-9355 – 24/7 on call*  
[studenthealth.usc.edu/counseling](http://studenthealth.usc.edu/counseling)

Free and confidential mental health treatment for students, including short-term psychotherapy, group counseling, stress fitness workshops, and crisis intervention.

*Student Health Leave Coordinator – 213-821-4710*

Located in the USC Support and Advocacy office, the Health Leave Coordinator processes requests for health leaves of absence and advocates for students taking such leaves when needed.

<https://policy.usc.edu/student-health-leave-absence/>

*National Suicide Prevention Lifeline - 1 (800) 273-8255 – 24/7 on call*

[suicidepreventionlifeline.org](http://suicidepreventionlifeline.org)

Free and confidential emotional support to people in suicidal crisis or emotional distress 24 hours a day, 7 days a week.

*Relationship and Sexual Violence Prevention and Services (RSVP) - (213) 740-9355(WELL), press “0” after hours – 24/7 on call*

[studenthealth.usc.edu/sexual-assault](http://studenthealth.usc.edu/sexual-assault)

Free and confidential therapy services, workshops, and training for situations related to gender-based harm.

*Office of Equity and Diversity (OED)- (213) 740-5086 | Title IX – (213) 821-8298*

[equity.usc.edu](http://equity.usc.edu), [titleix.usc.edu](http://titleix.usc.edu)

Information about how to get help or help someone affected by harassment or discrimination, rights of protected classes, reporting options, and additional resources for students, faculty, staff, visitors, and applicants. The university prohibits discrimination or harassment based on the following *protected characteristics*: race, color, national origin, ancestry, religion, sex, gender, gender identity, gender expression, sexual orientation, age, physical disability, medical condition, mental disability, marital status, pregnancy, veteran status, genetic information, and any other characteristic which may be specified in applicable laws and governmental regulations. The university also prohibits sexual assault, non-consensual sexual contact, sexual misconduct, intimate partner violence, stalking, malicious dissuasion, retaliation, and violation of interim measures.

*Reporting Incidents of Bias or Harassment - (213) 740-5086 or (213) 821-8298*

[usc-advocate.symplicity.com/care\\_report](http://usc-advocate.symplicity.com/care_report)

Avenue to report incidents of bias, hate crimes, and microaggressions to the Office of Equity and Diversity | Title IX for appropriate investigation, supportive measures, and response.

*The Office of Student Accessibility Services - (213) 740-0776*

[osas.usc.edu](http://osas.usc.edu)

Support and accommodations for students with disabilities. Services include assistance in providing readers/notetakers/interpreters, special accommodations for test taking needs, assistance with architectural barriers, assistive technology, and support for individual needs.

*Campus Support & Intervention - (213) 821-4710*

[campussupport.usc.edu](http://campussupport.usc.edu)

Assists students and families in resolving complex personal, financial, and academic issues adversely affecting their success as a student.

*Diversity at USC - (213) 740-2101*

[diversity.usc.edu](http://diversity.usc.edu)

Information on events, programs and training, the Provost's Diversity and Inclusion Council, Diversity Liaisons for each academic school, chronology, participation, and various resources for students.

*USC Emergency - UPC: (213) 740-4321, HSC: (323) 442-1000 – 24/7 on call*

[dps.usc.edu](http://dps.usc.edu), [emergency.usc.edu](http://emergency.usc.edu)

Emergency assistance and avenue to report a crime. Latest updates regarding safety, including ways in which instruction will be continued if an officially declared emergency makes travel to campus infeasible.

*USC Department of Public Safety - UPC: (213) 740-6000, HSC: (323) 442-1200 – 24/7 on call*

[dps.usc.edu](http://dps.usc.edu)

Non-emergency assistance or information.

*Office of the Ombuds - (213) 821-9556 (UPC) / (323-442-0382 (HSC)*

[ombuds.usc.edu](http://ombuds.usc.edu)

A safe and confidential place to share your USC-related issues with a University Ombuds who will work with you to explore options or paths to manage your concern.

**PLEASE NOTE:**

**FOOD AND DRINKS (OTHER THAN WATER) ARE NOT PERMITTED IN ANY INSTRUCTIONAL SPACE IN THE SCHOOL OF CINEMATIC ARTS COMPLEX**