

“Amazing Grace”

a Sydney Pollack film

CONFIDENTIAL INFORMATION MEMORANDUM

January, 2015





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overview/background

In 1972 Aretha Franklin returned to her Gospel roots with the triumphant double album “Amazing Grace” which sold over 2 million copies in the United States alone, and is the best selling album of her entire 50 year career, and the best selling Gospel album in history.

“Amazing Grace” captures Aretha is at her vocal peak. Recorded live at the New Temple Missionary Baptist Church in Los Angeles, and joined by legendary gospel figure Rev. James Cleveland and the Southern California Community Choir.

Aretha is supported by an all-star backup band of R&B/Pop musicians assembled by iconic music producer Jerry Wexler. Her versions of "How I Got Over" and "You've Got a Friend" are iconic.

The live concert recording was originally conceived as a joint album/film project between Warner Brothers Pictures and Atlantic Records (Aretha Franklin’s record label).

Warner Brother Pictures hired director Sydney Pollack to direct a four camera shoot of the concert. Due to technical issues, the footage was never edited and remained in the Warner Bros. vaults for 40 years.

In April of 2007 Alan Elliott learned of the footage, and approached Warner and Sydney Pollack regarding the status of the project. In declining health, Pollack asked Warner Bros. to allow Mr. Elliott to finish the film.

Over the next several months Mr. Elliott with Ariel Emanuel’s negotiating help purchased the film elements.

In December 2007 Warner transferred ownership of the film to Mr. Elliott. 2008 marked the deaths of both Sydney Pollack and Jerry Wexler. Chiemi Karasawa joined as Producer in 2010, Deluxe Laboratories provided audio and video transfer in 2011. In 2012 & 2013, editing commenced with Jeff Buchanan (editor for Spike Jonze and Michel Gondry).

Sydney Pollack ranks as one of the greatest American filmmakers. His credits include films that have garnered countless Academy Awards and nominations. Shortly after filming "Amazing Grace" he began work on the "The Way We Were" which was nominated for seven Academy Awards, winning three. Pollack has directed a series of commercially and critically acclaimed films including "Three Days Of The Condor" "Tootsie", and "Out Of Africa." His 2005 "Sketches of Frank Gehry" which explored the life and work of the great architect was his final directorial effort and first completed documentary. "Amazing Grace" finished posthumously, would be his last.

This documentary film represents both a celebration and a memorial of Sydney Pollack and Jerry Wexler's dynamic collaboration of this historical event, Aretha Franklin's live concert recording of "Amazing Grace."

Aretha Franklin came to prominence in the late 1960s with a series of Soul / R&B hits including "Respect," "I Never Loved a Man," "Chain of Fools," "Baby I Love You," "I Say a Little Prayer," "Think," "The House That Jack Built," among others -- that earned her the title The Queen of Soul.

Ms. Franklin's body of work is a foundation of American Popular music, and her cumulative awards and achievements are unparalleled by any other female performer.

- first woman inducted into the Rock and Roll Hall of Fame**
- first Grammy for Best R&B Female Vocalist in 1967 with "Respect" and in the intervening 40 years has collected 18 more.**
- Kennedy Center Award for her contribution to American Culture**
- awarded both the Presidential Medal of Freedom**
- Presidential Medal of the Arts**
- the only featured vocalist at the 2009 presidential inauguration of Barack Obama.**



timeline

The project is finished for Major Festival Premiere in 2015/2015.

Festivals

CANNES: May 14-15th, 2015

TORONTO: September 5-15th, 2015

VENICE: August 28-September 7th, 2015

NEW YORK: September 26th- October 12, 2015

marketing opportunities

Amazing Grace captures a unique moment in American popular music and culture:

The Queen of soul at her creative peak... recording her greatest selling album of all time... filmed by a young director who became a film legend.

Quite simply, Aretha Franklin and Sydney Pollack are foundations of American music and film

Amazing Grace's potential possibilities to align with major name brands, to help finance and/or promote the film.

Also, Amazing Grace provide an opportunity to market through organizational infrastructure of the black church as a universal and, at the same time, singular occurrence.

Our projections are informed by the potential for an extraordinary event which, we feel, will feature participation from notable journalists, historians, and enthusiastic participation with celebrated musicians who have been influenced by Aretha (Stevie Wonder, Smokey Robinson, Bebe Winans, Diana Ross, Mick Jagger, Mariah Carey, Paul McCartney, Paul Simon) and black church organizations.

Press exposure is assured from across the media spectrum.

We have relied on earnings figures from comparable projects, vetted by WME Entertainment, in the areas of theatrical distribution, domestic and foreign DVD sales, broadcast, and broadband distribution. We have treated the more than 386,000 views of the Amazing Grace Youtube clip as an informal index of interest in the project.

budget/funding

Included are the line costs , fees and overhead to completion of the project.

Producing Staff	\$50,000
Rights, Music, Talent	\$137,150
Crew & Personnel	\$46,500
Production & Lab	\$30,000
Post-Production	\$130,900
Office/Legal/Administration	\$48,000
Warner Bros. Rights Fee	\$35,000
Insurance/E&O/Contingency	\$95,000
<hr/>	
TOTAL:	\$572,550.00

Sundial Pictures is an Executive Producer, and were instrumental in digitizing the archival film prints and bringing the film to a rough cut.

Deluxe Laboratories / Digital Archival Services have committed approximately \$100,000 of processing work.

All other costs since inception have been provided by Al's Records and Tapes, Inc.

revenue projections

Details regarding comparable projects are included in this document for purposes of refining our estimate. A projection of net will be submitted once all required costs are identified.

Source	Details	Amount
*Theatrical Gross		\$3,000,000
Domestic Pay Television Broadcast Net		\$1,000,000
PBS Domestic Television Broadcast Net		
TBD	(Plan B) \$400,000	
Foreign Television Broadcast Net		\$402,050
Domestic DVD Release Net		\$4,000,000
International DVD Release Net		\$1,000,000
Broadband Distribution Net		\$1,100,000
TOTAL PROJECTED REVENUE		\$10,502,050

All numbers prepared by WME Entertainment.

projection details

GLOBAL TV PRICING GUIDE - 2015

Major Foreign Territories Documentary Release

Germany	\$25,000
United Kingdom	\$200,000
France	\$25,000
Italy	\$20,000
Spain	\$20,000
Netherlands	\$15,000
Scandinavia	\$20,000
Belgium	\$15,000
Austria	\$15,000
Russia	\$25,000
Poland	\$15,000
Czech Republic	\$5,000
Hungary	\$7,500
Canada	\$25,000
Japan	\$20,000
Australia	\$20,000
Mexico	\$10,000
Brazil	\$10,000

TOTAL **\$492,500**

All numbers prepared by WME Entertainment.

rights

Current ownership: In an agreement dated December 12, 2007 Warner Brothers quit claimed 93% of its interest in the film to Alan Elliott. WB has a 7% override.

***Note: this does not include Contingent Compensation of Net Proceeds.**

Original participants:

- **Aretha Franklin. Franklin's WB/Seven Arts contract was discovered in late 2014 stating Ms. Franklin has no rights or consent. Ms Franklin was paid at the time of filming.**
- **Sydney Pollack. Pollack was hired to direct the film for \$1,500 with no residual ownership or financial participation.**
- **Reverend James Cleveland: Warner films acquired motion picture rights from Rev. Cleveland. Rev. Cleveland (his estate) is to be paid \$1,500 within 5 days of the release of the film. Cleveland granted Warner Brothers Sync rights to songs he owns and controls.**
- **The Band and Choir: Each member of the choir will be paid SAG fees for two days of filming. Approximately \$40,000.**
- **The Venue: The right to film at the church was secured prior to the concert.**

album credits

**Recorded: live at the New Temple Missionary Baptist Church, Los Angeles California
January 13, 14 1972.**

Recording engineer: Ray Thompson for Wally Heider

**Assisting engineers: Jimmy Douglass, Gene Paul & George Piros Re-mixed & edited
by Arif Mardin**

Produced by: Jerry Wexler, Arif Mardin and Aretha Franklin

**The personnel: Aretha Franklin; Rev. James Cleveland, piano en all selections
except Wholy Holy & Never Grow Old; Cornell**

**Dupree, guitar; Ken Lupper, organ; Chuck Rainey, bass; Bernard Purdie , drums;
Poncho Morales, congas.**

The Southern California Community Choir,

Rev. James Cleveland, choir director;

Alexander Hamilton, assistant choir director.

**Aretha Franklin is the lead vocalist on all selections. She plays piano on Wholy Holy
& Never Grow Old and plays the Celeste on**

What a Friend We Have in Jesus.

On Precious Memories Rev. James Cleveland joins Aretha Franklin on lead vocals.

Arrangements: by Aretha Franklin

Photography: Ken Cunningham

Album design: Loring Eutemey

James Cleveland appears through the courtesy of Savoy records

sync licenses

The files do not contain any licenses for the music in the film. The mechanical licenses obtained for the album are limited to the release of audio recordings. The following songs and music publishing companies have been identified. Of the eleven songs, four are in the public domain. Licenses for music in documentaries range from \$2,500 to \$7,000 for worldwide rights in all media perpetuity. This would likely amount to approximately \$80,000 total for “Amazing Grace” licenses, based only on music included the final edit of the film.

Likely, an additional royalty will be paid for DVD sales if we agree to a “step deal”. Our experience in licensing six songs to Ken Burns was an average of \$3,500 per song . “You’ve Got a Friend” is a non gospel, iconic pop song and may push the total sync budget up. The publishers are likely to ask for “Most Favored Nations” status, and will raise the price of all licenses to the amount paid for “You’ve Got A Friend.”

A similar situation exists with the Rodgers and Hammerstein composition, “You’ll Never Walk Alone.” The Adage Group has a relationship with Williamson Music and will make the case that the fees should reflect that Amazing Grace is a documentary film.

sync licenses

1. Mary Don't You Weep

Writer: Inez Andrews; Savoy BMI

**Publishers: Winston Kay Publishing
Warner-Tamerlane Publishing**

2. a. Precious Lord, Take My Hand

Writer: Thomas A. Dorsey; Hill & Range, BMI

Publishers: Warner-Tamerlane Publishing

b. You've Got a Friend

Writer: Carole King; Screen Gems-Columbia, BMI

3. Old Landmark

Writer: A. M. Brunner; Savoy BMI

Publisher: Screen Gems-EMI Music INC

4. Give Yourself To Jesus

Writer: Robert Fryson;

Publisher: Cotillion Music, BMI

5. How I Got Over

Writer: Clara Ward; Andrea. SESAC

6. What a Friend We Have In Jesus

Traditional

7. Precious Memories

Traditional

8. Climbing Higher Mountains

Traditional

9. God Will Take Care Of You

Traditional

10. Wholy Holy

Writer: Marvin Gaye, Al Cleveland & Renaldo Benson; Jobete/ EMI , ASCAP

Publishers: FCG Music (EMI), Jobete Music Inc (EMI), M G III Music (EMI), NMG Music (EMI).

11. You'll Never Walk Alone

Writers: Richard Rodgers & Oscar Hammerstein II; T. B. Harms ASCAP

Publisher: Williamson Music

12. Never Grow Old

Traditional

film production

A. Existing elements. All elements have been transferred to digital. In its original state the film elements consisted of raw footage and audio from a four camera shoot, a Nagra recording and a 16 track recording of the two day performance of approximately four hours of music.

B. Potential additional elements are current interviews with Aretha Franklin and the musicians, any music historians, etc.

Warner Documents

November 2, 2010 Amendment to Quitclaim from WB, asserting that a fully edited picture must be delivered to Assignee (WB) by December 2012 from Assignor or rights will revert back to Assignee

December 11, 2007 Quitclaim Agreement from Warner Bros. to Al's Records & Tapes for a sum of \$35K, 3% of gross, and Rights of First Refusal for distribution

January 14, 1972 Letter to asking that the notice of filming be signed by all present.

January 13, 1972- set of releases from the Choir

January 13, 1972 Location Permit.

January 13, 1972 Agreement with James Cleveland, and choir.

April 1, 1968 Agreement with Aretha Franklin

film production

Principals & Reps

Sydney Pollack, Director/Producer
Jerry Wexler, Co-Producer

Alan Elliott, Owner/Producer
Al's Records and Tapes
1633 N. Stanley
Los Angeles CA 90046
Phone: 323 988 9692
Alan@AlanElliott.net

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THANKS FOR YOUR COOPERATION

WARNER BROS. INC.





In the crowd were Mick Jagger and Charlie Watts of the Rolling Stones (who were in Los Angeles recording "Exile On Main Street")... along with Gospel legends Clara Ward and Mother Ward of the Ward Family Singers...





Pollock's film, however, has never been seen.





INTER-OFFICE MEMORANDUM

RECEIVED
FEB 8 1972

CFG

To CHARLIE GREENLAW DATE FEBRUARY 1, 1972
FROM SYDNEY POLLACK SUBJECT ARETHA FRANKLIN PROJECT

Dear Charlie:

I have enlisted the services of Alexander Hamilton, Choir Master on the ARETHA FRANKLIN project. He will be working with the editors to help sync the film.

His work commenced February 2, and I agreed to pay him at the rate of \$200. per week.

Would you please make the necessary arrangements for him to be paid.

Thank you.

/ss
(dictated by phone)

Sydney
SP. /



Sydney Pollack's four man crew shared audio with Atlantic through the Wally Heider recording truck, which split out one 16 track recording for the film company and one for the film company.

The recording/filming came together. Joe Boyd greeted Pollack before the Friday night service (see above) and the synergy that Warners' was hoping for was placed in the trust of Sydney Pollack.



INTER-OFFICE MEMO

WARNER BROS. INC.

TO: KEN MANCEBO FROM: JACK E. FREEDMAN

SUBJECT: ARETHA FRANKLIN PROJECT - Sanford Productions

DATE: March 14, 1972 COPIES TO: F. Wells B. Wallace
P. Knecht
C. Greenlaw D. Brown
E. Morey S. Kiwitt

We have agreed to pay to Sanford Productions the sum of \$1,500 for Sidney Pollack's services in producing and directing this project. We will be billed later for DGA contributions.

Please prepare the check and send it to me for transmittal with an appropriate letter.

JEF:jf


J.E.F.

INTER-OFFICE MEMO

WARNER BROS. INC.

TO: KEN MANCEBO

FROM: JACK E. FREEDMAN

SUBJECT: "ARETHA FRANKLIN"

DATE: September 26, 1972

COPIES TO: E. Weissmann, ~~F.~~ Wells

We are not proceeding with further exploitation of the film shot for this project, and, therefore, per your request, it is appropriate that you now write off the approximately \$25,000 invested.


J.E.F.

JEF:lk









Roll 1 = "walk in choir"
 → there are a few "mystery" rolls that do not have any info otherwise. They might be the ones we are missing

BEGINNING OF NIGHT (I)

REV CLEVE @ Podium
 11:00:07 = LDC1, no choir - First night introduction - CHOIR files in behind him, sway back and forth - singing WE ARE ON OUR WAY > zoom into REV CLEVE *nice*
 R 53-56 T#5

REV CLEVE @ Podium
 14:48:58 = Right 3/4 TU MCU - Evening's introduction "We want you to be a part of this session..." > zoom in without focusing
 R 67 T#6

HAMILTON
 13:24:19 = Left aisle, back of room - Looks at us / CHOIR and motions for us to follow him - CHOIR files out, we follow *good shot*
 R 60-64 T#5

CHOIR
 14:51:07 = HH, POV stage right - CHOIR feet 14:51:67 > to taking places at seats
 R 67 T#6

REV CLEVE @ Podium
 14:52:00 = Singing WE ARE ON OUR WAY - CHOIR swaying in background (Quick)
 R 67 T#6

CHOIR
 16:12 = Standing and singing WE ARE ON OUR WAY
 R 71 T#6

DRUMMER
 13:25:21 = POV Band - as CHOIR settles in with WE ARE ON OUR WAY
 R 60-64 T#5

ARETHA
 13:25:21 = POV low left aisle - Walks out with Spotlight - sits at piano - Low rear 3/4 > zoom up to REV CLEVE
 R 60-64 T#5

WHOLY HOLY → *yes

ARETHA @ Piano
 14:52:16 = Through lid - listens to introduction - then starts *beautiful shot*
 R 67 T#6

CHOIR M
 10:00:00 = EST SHOT Choir files in > pan to stage and up to Christ and back out as choir continues to find their seats (stands before them) - they turn toward HAMILTON swaying and singing WE ARE... > zoom into REV CLEVE @ Podium - Intro to ARETHA > zoom out, she comes to piano and sits > zoom into MCU - "Thank You" > zoom out as REV CLEVE introduces WHOLY HOLY, trio etc. > zoom into trio, we miss ARETHA's first words > pan to HAMILTON and CHOIR > zoom out to EST SHOT > zoom into ARETHA
 R 49-52 T#4

ARETHA M
 13:33:38 = Right TU Profile - directing
 R 60-64 T#5

11:03:02 = LDC2 Comes to stage - REV CLEVE helps her to piano > zoom into CU - she thanks crowd etc. - starts to play -- Shot stays close for most of the song - trio sits
 R 53-56 T#5

ARETHA @ Piano
 09:36:04 = LDC1, whole stage - Back up to trio @ mike > slow zoom into ARETHA
 R 47-48 T#4

ARETHA @ Piano
 15:00:00 = Right CU profile - End of Song (quick shot)
 R 71 T#6

ARETHA @ Piano
 13:28:13 = Right TU profile - Dutch focus of Christ
 13:28:57 = Right ECU profile > zoom out TU (curve of piano at keyboard's end obscures view)
 R 60-64 T#5

ARETHA @ Piano
 13:29:35 = Left 3/4 ECU - singing
 R 60-64 T#5

ARETHA @ Piano
 13:26:45 = ECU face - singing > zoom out
 R 60-64 T#5

NEVER WALK ALONE

ARETHA @ Podium M
 09:37:25 = LDC1 > zoom out to EST SHOT of stage 09:40:30 - slow zoom into CHOIR and HAMILTON - "Go girl" 09:41:58 > pan to ARETHA @ podium > pan across to choir back to ARETHA song wraps > pan to audience
 R 47-48 T#4

ARETHA @ Podium *
 10:11:04 = LDC2 singing - mouth covered by mike > zoom out to see HAMILTON and some CHOIR > zoom out and back in
 R 47-48 T#4

ARETHA @ Podium
 13:31 = OTS guitar, Left profile - HAMILTON IN background as song wraps
 R 60-64 T#5

ARETHA @ Podium
 15:00:14 = Right 3/4 TU - singing > pull back to piano, both on screen
 15:01:04 = Same as above (1:26)
 15:02:30 = Right profile (:29)
 R 71 T#6

ARETHA and HAMILTON
 13:30:28 = POV choir right > zoom into and out of HAMILTON
 R 60-64 T#5

HAMILTON
 13:33:38 = Right TU Profile - directing
 R 60-64 T#5

CHOIR
03:18:46 = Full left profile (3 rows) - They stand, women grab their purses and they begin to file out > cam follows Choir to HAMILTON -- Wide shot from back of stage of crowd dispersing

R 16-20 T#1

REV CLEVE @ Piano *

01:05:50 = Low TU profile - LONELY - "I wonder if you can let your mind go back...sing with us Precious Memories." 01:10:10

R 1-10 T#1

CHOIR

06:10:25 = LDC1 CU files out

R 32-35 T#2

END OF SHOW

CROWD

02:13:13 = Start on REV FRANKLIN then cam moves about milling people > pan to drummer - organist - bassist as they play end theme *good roving shot*

R 11-15 T#1

ARETHA with HAMILTON

01:12:00 = In back stage hallway - Choir lines up for autographs

R 1-10 T#1

CHOIR

01:10:32 = Files out - shot walks up aisle (up stream) on stage with REV CLEVE, HAMILTON, JERRY WEXLER - ARETHA and HAMILTON walk down aisle and out

R 1-10 T#1

CROWDED ROOM

06:11:01 = Dispersing crowd from stage left (back)

R 32-35 T#2

AFTER THE SHOW

ARETHA @ Podium

5:00:00 = right profile RED jacket - she does one number, Old Landmark and BIG 3 talk about it - then she does How I Got Over - 5:08:49 ARETHA right profile - sings

R 11-15 T#1

CHOIR

01:14:26 = In street clothes > pan right to left - CU front row (SLOMO) - full shot, 3 rows - sing How I Got Over

R 1-10 T#1

HAMILTON

01:00:00 = (Dark) frontal TU MCU - very animated Old Landmark

R 1-10 T#1

AUDIENCE

TRIPPING KID

02:00:00 = Left 3/4 - rocking back and forth having a Religious Experience

R 11-15 T#1

AUDIENCE

22:22:15 = standing, sitting throwing hands up > zoom into woman front left 22:22:49

R 502ec09 T#8

AUDIENCE, beginning of night

21:03:05 = Various shots, POV cam area - CANDICE

21:04:40 = CRAZY SKUNK LADY finds seat

21:07:49 =

21:15:14 = EARL McGRATH and HOTTY find seats

R 522ec57 T#8

AUDIENCE

19:00:00 = Left Aisle TU profile - Look bored then have reaction

R 522ec44 T#7

AUDIENCE

19:20:07 = > Track front row past CLARA and TRIPPING KID to BAND, turn to stage (God will V, Landmark)

R 522ec44 T#7

AUDIENCE

18:00:54 = Front left - standing and clapping

18:30:05 = Room front left, good clapping etc.

18:32:04 = Little Girl

18:32:14 = Everyone stands

R 33-14-2 T#7

AUDIENCE

16:00:04 = Entire room - POV Behind Choir

R 71 T#6

AUDIENCE

08:02:05 = Woman, double clap - mouthing words > pan > applause

08:02:42 = Good audience CU jam (What a Friend)

R 40-44 T#3

AUDIENCE

07:12:17 = Low profile of audience as we walk up left aisle and back down the left

R 36-39 T#3

06:31:44 = Looking to see what's going on *good shot

R 32-35 T#2

04:17:13 = SLOMO from rear of crowd - ARETHA @ Podium, woman in foreground claps, crowd stands, zoom into Christ

R 21-24 T#2

03:05:05 = CANDICE and friend

R 16-20 T#1

13:00:35 = MICK JAGGER dances near band > cam walks down aisle

















