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STATE OF ALASKA
ALASKA FILM OFFICE
550 West 7th Avenue, Suite 1770 | Anchorage, AK 99501
(907) 269-8190 p / f (907) 269-8147

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BY: *DW*

ALASKA FILM PRODUCTION TAX CREDIT
FINAL APPLICATION FORM - Page 1

Please provide the required information - attach separate sheets as necessary.
The Alaska Film Office may request additional information in order to reach an award determination.

Name of Production Company (Applicant - Parent Company)
Teton Gravity Research LLC

Doing Business As (Production LLC - if applicable)

Production Company Physical Address
3275 W. Mcollister Ave Ste 201

City/State/Zip
Teton Village, WY 83025

Mailing Address (if different)
PO Box 352

City/State/Zip
Teton Village, WY 83025

Telephone 3077348192 Fax 307-734-1679

E-Mail
todd@tetongravity.com

Company Type
 Corporation
 Trust

LLC
 Partnership
 Sole proprietorship
 Non-Profit

Employer ID Number (EIN)

Alaska Business License #

967988

Production Company Domicile (state) and ID #

Incorporated in NC - Sec of State ID#1012037 and Foreign Entity in WY #2008-000553322

Company Representative
Todd Jones

Title/Position
Founder

Telephone 307-734-8192 Fax 307-734-1679

E-Mail
todd@tetongravity.com

Send completed form and other required materials to:

Alaska Film Office
550 W. 7th Avenue, Suite 1770
Anchorage, Alaska 99501

Note: to expedite your application, you may fax or e-mail the required information to our office (see fax number and email below).
However, we require signed originals to complete our files - please mail your packet to the address above.

We cannot finalize your Tax Credit Application until we've received the signed original of this form.

Questions? E-mail alaskafilm@alaska.gov or call (907) 269-8190 - fax (907) 269-8147

ALASKA FILM PRODUCTION TAX CREDIT FINAL APPLICATION FORM - Page 2

Please provide the required information - attach separate sheet(s) as necessary.

Name of Production (Project Title) The Dream Factory		Release or Premiere Date: 9/15/2012
Production Type:	<input type="checkbox"/> Feature Film <input type="checkbox"/> Television Series	<input type="checkbox"/> Documentary <input type="checkbox"/> Commercial/Advertisement <input checked="" type="checkbox"/> Other (please explain:) Action Sports Video

Overall Production Schedule:		
	Start Date	End Date
Pre-Production:	11/1/2011	12/31/2012
Production:	1/1/2012	5/31/2012
Post-Production:	1/1/2012	9/30/2012
First date of principal photography in Alaska:	1/14/2012	Number of days of principal photography in Alaska: 121

non-Alaska Crew: (total count)	11	Alaska Crew: (total count)	0
non-Alaska Crew: (average number weeks worked)	8	Alaska Crew: (average number weeks worked)	0
non-Alaska Talent: (total count)	17	Alaska Talent: (total count)	0
non-Alaska Talent: (average number weeks worked)	4	Alaska Talent: (average number weeks worked)	0
Payroll Services Company: NA (productions with payroll over \$1 million)			
Production Services Company: Walter Kent Scheler (lead Alaska contractor)			
Alaska contractors: (number of companies working)	3	Alaska contractors: (average weeks working)	7

Identify communities in Alaska where you filmed:

- Girdwood
- Anchorage
- Haines
- Valdez
- Palmer (Knik Lodge)

**ALASKA FILM PRODUCTION TAX CREDIT
FINAL APPLICATION FORM - Page 3**

Please provide the required information - attach separate sheet(s) if necessary.

G) BUDGET INFORMATION BY CATEGORY FOR TAX CREDIT CALCULATION

Below, list your expenses (minimum of \$100,000 over a consecutive 24-month period) for this project.
Include only costs for expenditures that were incurred in Alaska. Attach separate sheet(s) if necessary.

Fields with green background are calculated, do not enter data.

Wages and Salaries:

Please note: Wages and salaries does not include payments to independent contractors or through productions service companies - those payments should be recorded in Line 5 - Services. Wages, Salaries and fees paid thru 3rd parties (payroll services companies, loan-out companies etc.) must be identified in the required personnel list and the company must be listed in the required "entities whose qualified expenses were included jointly with those of the Company" list.

	"Above the Line"	"Below the Line"
Wages and Salaries paid to Alaska residents:	\$ -	\$ -
1a) Total Wages and Salaries paid to Alaska residents:	\$ -	\$ -
	"Above the Line"	"Below the Line"
Wages and Salaries paid to non-Alaska residents:	\$ -	\$ 67,941.99
1b) Total Wages and Salaries paid to non-Alaska residents:	\$ -	\$ 67,941.99
1) Total Wages and Salaries (1a + 1b)		\$ 67,941.99
2) In-state Transportation and Shipping (in Alaska - 100% of costs may be eligible)		\$ 252,145.09
3) Interstate Transportation and Shipping (to and from Alaska - 50% of costs may be eligible)		\$ 15,027.76
4) Location Fees, Facility rental/purchase, Equipment rental/purchase (see statutes and regulations at www.film.Alaska.gov/incentives for detailed eligibility information)		\$ 16,644.78
5) Services		\$ 28,152.00
6) Food & Lodging		\$ 98,364.36
7) Other Production Expenses (Attach detailed budget)		\$ -
8) Total Alaska Production Expenses (add Lines 1 - 7)		\$ 478,275.98

H) TAX CREDIT CALCULATION

Base Credit (30%)		
9) Base Tax Credit - 30% of line 8 (multiply line 8 by 0.30)	\$	143,482.79
Alaska Hire Credit (10%)		
10) Alaska Hire Tax Credit - 10% of line 1a (multiply line 1a by 0.10)	\$	-
Seasonal Credit (2%)		
11) Expenditures from line 8 that were incurred between October 1 and March 30	\$	223,759.33
12) Seasonal Tax Credit - 2% of line 11 (multiply line 11 by 0.02)	\$	4,475.19
Rural Credit (2%)		
13) Expenditures from line 8 that will be incurred in a Rural Area (see rural community list at www.film.Alaska.gov)	\$	2,602.30
14) Rural Tax Credit - 2% of line 13 (multiply line 13 by 0.02)	\$	52.05
TOTAL TAX CREDIT:		
15) Alaska Film Production Tax Credit (add lines 9, 10, 12 and 14)	\$	148,010.03

Actual tax credits approved (if any) may vary depending on the production's qualified expenditures as verified by an independent, Alaska-licensed CPA and the Alaska Film Office.

ALASKA FILM PRODUCTION TAX CREDIT FINAL APPLICATION FORM - Page 4

Expenses are eligible based on qualified expenditures that are certified by an independent Alaska licensed CPA. All qualified expenses must be paid in full in the calendar year of the production or individual year.

All information and all related information submitted to the Alaska Film Office are public records subject to the Alaska Public Access Law. They may be available for review by the public unless subject to a request for confidentiality. Cover letters with written justification for including voluminous documents are not to be submitted. Attachments to the application and should mark each individual page submitted as either "Attachment A" through "Attachment L" and subject to verification and final determination by the Film Office.

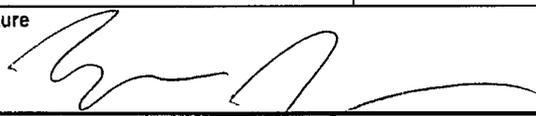
- Detailed identification of the production - including name of Production Company and related entities and the production title (if series TV please indicate season number). **Attachment A**
 - Verification by an Alaska licensed Certified Public Accountant (CPA) that satisfies the requirements of AS 43.33.235(d). Name and address of CPA must be included. **Attachment B**
 - Detailed budget indicating total and Alaska expenses. **Attachment C**
 - Detailed cost report indicating how each Alaska expense claimed was allocated to the Film Office categories on page 3 of this form. **Attachment D in CPA report**
 - Detailed list of all personnel and cast working in Alaska including dates worked and salaries earned while in Alaska. **Attachment E**
 - List of names and address of entities whose qualified expenses were included jointly with those of the company in this application, as well as a detailed list of all such expenditures (e.g. Payroll Service or Loan-out companies). **Attachment F**
 - List of any tangible personal property for which costs were included that was not transferred or otherwise disposed of at the end of production (information on tangible property rules are in regulation: 3AAC 188.040). **Attachment G**
 - List of all Alaska principle photography days, including dates and locations. **Attachment H**
 - Rough assembly of the production as required by 3 AAC 188.050(b). **Attachment I**
 - Sworn certification by producer as required by 3 ACC 188.050(e). **Attachment J**
 - Copy of Alaska Business License valid during production. **Attachment K**
 - Final distribution plan. **Attachment L**
- Attachments (A) through (L) (above) are attached and are incorporated into this application.

I, the undersigned, an authorized representative of the applicant and as such am authorized to make the statements of information contained herein.

I hereby authorize the representatives of the Alaska Film Office access to applicable records as may be necessary for the administration of this program.

I certify that the production is an eligible project as defined in AS 43.33.233.

I declare, under penalty of unsworn falsification, that the above statements and information contained in the application and attachments are true and correct to the best of my knowledge and belief.

Applicant Representative Printed Name Todd Jones	Applicant Representative Title Founder
Applicant Representative Signature 	Date 10/22/12 10/25/2012

SWORN CERTIFICATION OF COMPLIANCE
(3 AAC 188.050(e))

STATE OF AK)
) ss.
____ JUDICIAL DISTRICT (COUNTY))

Regarding an application for a tax credit under Alaska's Film Production Incentive Program for The Dream Factory (name of production), I, Todd Jones, Producer, being sworn, certify that:

1. I and the production, The Dream Factory, have fully complied with all applicable state laws and regulations during the production and have complied with all state permit requirements;

2. neither I nor the production, The Dream Factory, are the subject of an investigation or administrative proceeding concerning alleged violations by the producer or the production of the laws or regulations of this state;

3, neither I nor the production, The Dream Factory are involved in a legal action filed in a federal court or a court in this state concerning alleged violations by the producer or the production of the laws or regulations of this state. If after submission of the sworn certification, I or the production,

The Dream Factory, become the subject of an investigation or administrative proceeding described in this subsection, or become involved in a legal action described in this subsection, I shall immediately notify the Alaska Film Office. I understand that failure to comply with this requirement may result in a tax credit not being awarded to the producer. I also understand that if I or the

production, The Dream Factory, are or become the subject of an investigation or administrative proceeding described in this 3 AAC 188.050(3), or are or become involved in a legal action described in

that subsection, the Alaska Film Office will suspend determination of the production's eligibility for a tax credit pending resolution of that investigation, administrative proceeding, or legal action. I further understand that I may be subject to criminal prosecution for Unsworn Falsification in the Second Degree

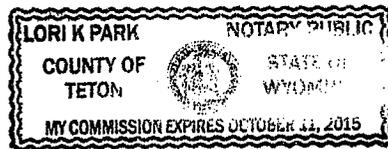
(AS 11.56.210) if any of the statements I make in this sworn certification are false.

DATE: 11/2/12

Todd Jorg
Name and Title
Founder

SUBSCRIBED AND SWORN TO before me this 2 day of November, 2012

Lori K. Park
Notary Public in and for the
State of Wyoming
My commission expires: 10-11-2015





THE STATE
of **ALASKA**
GOVERNOR SEAN PARNELL

Department of Commerce, Community,
and Economic Development

DIVISION OF ECONOMIC DEVELOPMENT

Alaska Film Office
550 West Seventh Avenue, Suite 1770
Anchorage, Alaska 99501-3569
Main: 907.269.8190
Fax: 907.269.8147

December 3, 2012

TAX CREDIT APPROVAL MEMO

Production ID: 90034616

From: David Worrell, Development Specialist II
Alaska Film Office
550 W. 7th Avenue, Suite 1770 | Anchorage AK 99501
(907) 269-8491 p / f (907) 269-8125

To: Kelly Mazzei, Revenue Tax Auditor
Alaska Department of Revenue, Tax Division
550 W. 7th Avenue, Suite 500 | Anchorage AK 99501
(907) 269-1018 p / f (907) 269-6644

CC: Todd Jones, Founder
Teton Gravity Research, LLC.
Brandon Spanos, Revenue Audit Supervisor
Alaska Department of Revenue, Tax Division

The Alaska Film Office has reviewed and is hereby approving the application of Teton Gravity Research, LLC for an Alaska Film Production Tax Credit for their production *The Dream Factory*.

Please issue an Alaska Film Production Tax Credit, in the amount of \$148,010.03 to Teton Gravity Research, LLC. (EIN [REDACTED])

Mailing address:

Teton Gravity Research, LLC.
attn: Todd Jones, Founder
PO Box 352
Teton Village, WY 83025.

(307) 734-8192 p/f (307) 734-1679 | todd@tetongravity.com

Questions can be referred to Dave Worrell at the Alaska Film Office.