

Sample Materials Delivery List with Definitions

Any distribution agreement granting a party the right to sell, license or exploit a media property will inevitably include a list of required ‘materials’ the producer or rights holder is expected to deliver.

The purpose of a Materials Delivery List is to ensure the distributor has direct access to all available materials related to a media property in order to appropriately—and legally—distribute it. Although a Materials Delivery List can go by a variety of names (e.g., ‘Delivery Schedule’ or ‘Technical Delivery Requirements’), it is very often attached to the acquisition agreement as an additional ‘section’, ‘exhibit’ or ‘schedule’.

It’s important to note that nearly every company has a different standardized list of required materials and a different format in which it’s presented. Therefore, I’ve opted to extrapolate the most commonly requested materials and define them below.

One piece of advice: a Materials Delivery List is just as negotiable as any other portion of a distribution contract. Prior to agreeing to deliver all that’s listed, a rights holder should consult with an individual familiar with the technical specs required for a media property and focus on delivering only the core essentials.

The most common way for producers or rights holders to deliver the following material elements is via hard drive. However, file transfer options can be perfectly acceptable as can physical deliveries of tangible materials.

Physical Deliverables

Master Digital Files – A ‘master digital file’ is a fully completed digital version of the program, sent in its native format at the highest available quality with all required audio files. This is the *final* version of the property and will include bars & tone, slate along with a full audio mix. The idea with this file is that it can be used to create every conceivable technical layout a buyer might request: a digital print for theatres, television broadcast versions or altered to play on digital platforms. Master files also include full 10-channel audio lay-outs (including stereo tracks, 5.1 sound and Music & Effects tracks (see below)). Often, Materials Delivery Lists will require ‘textless’ elements included on the master file; a textless element is a duplicate of any shot which appears in the film with burnt-in text placed at the end of the program free of any text. In other words, if a shot at the opening of a feature film has the ‘title’ appearing as text on screen on top of an actual image, this exact image will be placed at the end of the program with the title removed—that way a foreign version of this same title (e.g., the title translated into Chinese or Arabic) can be placed.

Physical Tapes – Although a master digital file of the completed project can easily be recorded to tape, it’s still common for distributors to request a tape copy as well. There are a wide variety of tape formats (e.g., HDCams and digi-beta tapes), but the specs for each can also vary greatly (e.g., PAL versus NTSC or 4:3 image

ratio versus 16:9). This means you could have 4 HDCam flavors in addition to 4 DigiBeta flavors. There is real value for having tape formats readily available; even in such a digitized world, many countries still require a tape delivery (and most of these countries are the ones who lack the additional funds to cover the conversion or encoding costs). For a rights holder, producing and performing quality control (QC) checks on each of these tape formats can be a frustrating process (especially since the physical masters will need to be stored in a professional lab or vault). Although major distributors will ask for these elements, physical tapes are usually a material asset that can be made to order (rather than producing multiple versions up front).

Special Features Files – All supplemental materials (special features, featurettes, behind the scenes, bloopers, etc.) need to be treated as a separate video files; meaning each requires a ‘master’ just like the principle piece of media content. Supplemental materials still require QC checks, audio mixing, music & effects tracks as well as bars & tone and slates. In short, even though these feel like ‘add ons’ when screened, they must be delivered with as much precision and care as other master elements. (For ease, especially if physical tapes are required, multiple outtakes, featurettes or additional supplemental content can be combined onto one tape.) These elements are not required but serve as a major assist in marketing a media property.

Trailers – Trailers, sizzle reels and other ‘sneak peek’ overviews (which are used to promote, market or advertise a media property) must also be delivered at the same technical level as other master elements. Therefore, while audiences might only see a ‘trailer’ made available on YouTube or television, the native version delivered includes bars & tone, slates, full audio lay-outs and has passed a full quality control check. Even if an independent producer delivers a self-cut trailer, distribution companies will generally create their own—one that better speaks to the global marketplace as well as matches other trailers in their library. It is not uncommon for multiple trailer variations to be delivered within the same file or tape (e.g., a 2-minute version, 90-second version, multiple 30-second versions or even short 10-second version, etc.). Textless elements are required for trailers for international versioning.

B-Roll – When licensing content to foreign countries, it’s not uncommon for censors to take issue with select scenes or sequences deemed inappropriate for their territory. Because excising a single scene or shot can greatly impact the plot of a film or media program—great example would be *The Crying Game* (1992), wherein the entire plot depends on a reveal within a single shot—distributors potentially risk having their film banned or dramatically altered if they do not have innovative ‘fixes’ available. Therefore, ‘B-Roll’ elements are often required for films potentially seen as controversial. If censors take issue with a scene, select shots can be replaced with B-Roll to allow the same plot information to be revealed but in a way that censors approved (i.e., Stanley Kubrick had to replace two shots in *A Clockwork Orange* (1971) to bring its ‘X’ rating down to an ‘R’ rating for its US

video release). There are occasions when the theme or idea within a scene is what causes censorship issues, at which point no shot replacements will alter the outcome. Less controversial programs (family or TV-safe content) generally require no 'B-Roll' requests.

M&E Tracks (aka Split Audio Files) – Music & Effects (M&E) tracks refer to the stereo audio tracks living on channels 3 & 4 of a properly formatted delivery master. Every sound from the media project exists on those tracks except for spoken dialogue. This is because foreign speaking territories can use these tracks to add in the voices of their foreign speaking actors portraying the leading roles (without the expensive remixing process). You might occasionally see these referred to as 'fully-filled M&E tracks', that's in reference to there not being any 'gaps' or 'drop-outs' in these audio tracks. Although there is almost always an ambient of some kind present in audio tracks, on rare occasion audio mixers will allow these tracks to go completely silent since there is an English speaker's voice filling the void. This can be problematic overseas where some languages require fewer spoken words to reach the same translation (all the audio would drop to zero and a red flag would be raised causing the title to fail a quality-control check).

Audio Stems – When a master file is delivered, its 10-channel audio tracks contain fully mixed audio. But there are thousands—if not tens of thousands—of individual audio files included within those mixes (ranging from actors voices to music or even to Foley effects). If there is a minor audio drop out or clip that has made its way into the final mix, there's nothing that can be done to correct it; therefore, the audio stems (or all of the individual audio files as unmixed elements) are provided so that a distributor can make any required alterations later down the line. Such access is vital with regards to music clearances, foreign language dubbing or simply adjusting or replacing certain sounds of voices. Audio stems can also be used to edit trailers—where re-workings of complex scenes or replaced audio is required. And since audio files are quite small in digital size, these can easily be placed onto an Audio CD or within a single folder on a hard drive delivery.

QC Reports – QC stands for 'Quality Control'. Once a lab completes work on a master element, they will include a technical report which indicates whether or not the file meets all minimum technical standards. The ranking is generally given as a simple 'pass' or 'fail'. For any 'failed' QC reports, there are clear notes as to why the file or tape was rejected. Although distribution companies will generally conduct their own QC inquiry on every material element issued to them, they will still require QC reports from producers or rights holders as a way to verify the overall workflow—primarily to ensure there are no conflicts or contradictions in their findings.

Audio CD of Music Tracks – In addition to 'audio stems', which are just the snippets and bits of audio actually used within the project (e.g., the 3-seconds of 'squeaky door' sounds or 12-seconds of ambient 'airplane noise'), a full version of each song is generally required on a separate disc or within a separate file. Therefore,

even if only 10-seconds of the song were used in the final mix of the media project, here the entire song would be placed. The purpose is to ensure the distributor has the exact version of the song used in the project—and therefore the exact version the rights holder cleared for use. Depending on the exact scope of clearances, Distributors can utilize such recordings and use them within sizzle reels or alternative cuts of the media property—including variations that will be for business-to-business promotional purposes only.

Reference Copy with Time Code – A ‘Reference Copy’ is a full version of the media property with a running time code clearly present on top of the image. The time code (listed in an HH:MM:SS:FF format) starts at zero and begins counting as soon as the media property formally starts. The purpose of this ‘reference’ copy is to have an actual version of the property whereby technicians can sync foreign language audio tracks, sub-titles, closed caption files along with any other audio or visual element required to be manipulated or matched. These are generally supplied as low-resolution video files (ones that are easily opened or sent from one computer to the next internally).

Digital Stills – Stills are one of the best tools utilized for promotional and marketing needs. These are images pulled from the actual media property (of the actors performing real scenes in the project); stills are not behind the scenes shots of cast, crew or locations. Many material delivery lists will require a minimum number of stills (20 to 30) and will specify the minimum technical specs (e.g., minimum 300dpi). The use of these stills will be to create key art, to be used as images on digital platforms and to supply to buying clients to consumer facing promotions.

Key Art (as Layered files) – Key Art refers to a media property’s poster art. However, the material delivery required is that this artwork file is ‘layered’ so that each visual element (cast faces, back drop, billing block, title, etc.) can all be moved, removed, reversed or replaced. Distributors must often repurpose or recreate artwork for differing clients’ needs; what makes a media property appealing in Europe might be completely different than what sells it in South East Asia. Layered Key Art allows distributors to make minor or major alterations without having to recreate artwork from scratch. There are also numerous occasions where images of talent or the alignment of cast members names follow heavily regulated contractual obligations (see ‘Paid Ads’ below); if an alteration is required, layered key art allows a distributor to adjust select elements while maintaining the legal paid ad requirements.

Legal or Publicity Materials

Press Kit – A press kit has morphed into the ‘electronic’ press kit (or EPK) in the sense that it is primarily delivered via hard drive, email or ftp. But the concept remains the same: this is a package of available promotional elements provided to

distributors for purposes of exploitation and marketing. Although EPKs can be extraordinarily massive, a minimal one includes cast lists (including bios and previous credits), director(s) statements, producer(s) statements, along with art work, stills, press clippings and or social media tools (accounts, subscribership, etc.).

Metadata – In reference to media properties, Metadata is a consolidation of technical and promotional information. Usually delivered as a single excel or word document, a metadata file will list out a wide range of details from production company credits, cast names, key creative roles (director, writer, etc.) as well as synopsis, rating, keywords for promotions and links to microsites. The purpose of metadata is to provide distributors a single reference copy providing all basic details of a production, but also to give the producer or rights holder a means of providing cast names and/or synopsis information in a legally binding manner (whereby talent names must be listed in a certain order or that a synopsis has been carefully worded to include talent names in a way that their agents and lawyers have approved).

Billing Block – A ‘Billing Block’ is that block of text seen traditionally in the lower pane of a theatrical poster (the one that lists production company information, cast, composer, director of photography, editor, writers, producers and director). Although it seems quite cookie-cutter, a great deal of attention is paid to the exact ordering of names, spacing between names and manner in which names are titled (e.g., ‘Cinematographer’ rather than ‘Director of Photography’ or ‘A Martin Scorsese *Picture*’ versus ‘*A Film by* Quentin Tarantino’ or the application of guilds and unions associated with key roles). Since theatrical companies and home entertainment companies tend to be operated by different teams, a firmly vetted billing block ensures consistency. Usually, billing block details are organized within cast, crew and distribution agreements; copies of these are often required as well.

Closed Caption files – Closed caption (or ‘CC’ files) are transcribed text blocks that describe what words are being spoken and what music is playing—their purpose is not for sub-titling foreign language content but rather to assist those who are hard of hearing. Although CC files are ‘optional’ in many international countries (including Canada), the Federal Communications Commission (FCC) of the United States requires all media broadcast on television to include a closed caption option. Many VOD platforms have taken it upon themselves to require CC files in their delivery requirements—realizing they’re slowly replacing traditional TV and will soon be bound by traditional TV rules.

Final Shooting Scripts – A copy of the script is required primarily for legalities (not for reference). It is understood that titles can change or that arrangement of scenes and exact spoken dialogue versus written text can be different. The requirement of a final shooting script is used to have verification that the property delivered was adapted from a particular shooting script for purposes of linkage. A final

shooting script is also required so that a ‘script clearance’ can be performed (see below).

Dialogue Continuity Script (aka Transcript) – A transcription is an exact record of every spoken word, verbal cue or music cue existing within a media property. Unlike a final shooting script which can undergo changes, the transcription is created after a media property has been fully completed. In addition to the dialogue or music cue, there is a column identifying which character is speaking as well as the exact timecode (in a HH:MM:SS format) that the cue is taking place. For application of transcript and how these cues are placed within a property for delivery purposes, a reference copy of the media property with a burned in running time code is used for syncing (see ‘Reference Copy with Time Code’ above).

Main & End Credits – Every word appearing in the film as a ‘credit’ will usually be required in a word document or other word processing format. Some will be very specific (e.g., if a title appears by itself, it must be listed on a single page, etc.). The idea here is so that distributors can copy/paste credits for purposes of creating artwork, billing blocks (see ‘billing block’), run clearance reports and/or translate text into foreign languages. Main & End Credits within a document also ensure a distributor arranges the sequencing of names appropriately so that all names match their contractually obligated placements.

Cast & Crew Agreements – A photocopy or digital copy of a fully executed agreement for each cast member is required to assure distributors (i) the performer has agreed to appear on screen (and in what capacity) via a performer release form as well as how their name & likeness can be used in promotional materials. Crew agreements, primarily those serving major roles (such as director, producer, writer, etc.) are also used for purposes of how individual names are to be credited and in what ways their name should be handled for promotional or marketing purposes. Union and guild affiliations, if any, are also gleaned from such agreements.

Music Cue Sheet – Music Cue Sheets (often abbreviated as ‘MCS’) are documents sequentially detailing every recorded piece of music heard within the media property. MCS detail the exact timecode at which point the music is heard along with the recordings title, composer and legal owner. Also listed are any affiliations to which the composer or the rights owner belong. Media outlets—such as broadcast television networks—are required to pay music royalties for every music recording transmitted; the details of a MCS allow accounting teams to appropriately disperse residual payments and legal teams to verify all music usage has been properly cleared.

Music License Agreements – Music rights must be cleared prior to exploitation. Unlike ‘appearance’ releases (which are pretty straightforward), music rights can be sliced and diced in numerous ways; there are different fees and royalties paid out for music appearing in trailers versus as background in a scene or songs playing

where lyrics have been removed (such as a character playing a well-known song on a piano without vocalizing lyrics). Distributors require fully executed music license agreements clearly stating the producer or rights holder not only has permission to use the musical property within the program, but in exactly what capacity. A hired ‘composer’ for any music would fall within Cast & Crew Agreements (above).

Acquired Footage or Stills License – All third party clips, stock footage or still images used prominently on screen must be properly ‘acquired’ for their use. Distribution companies will screen media properties—or have vetted services specializing in clearance matters screen on their behalf—specifically looking for potential conflicts. A producer or rights holder must be able to showcase they are legally permitted to use such third party imagery, otherwise they must excise such content from the property.

Script Clearance Report – A Script Clearance Report is an evaluation of a screenplay with the sole purpose of noting any potential legal red flags (e.g., infringement of pre-existing copyrights or trademarked materials, plagiarism, etc.). The Clearance Report will also skim through actual lines of dialogue and description blocks to see if trademarked phrases are used as well as seek out anything that could be deemed as defamatory to any person, organization or entity.

Chain of Title – This phrase describes the compilation of all relevant documentation associated with a single media property verifying it is completely cleared from any potential third party claim. The associated documents include: cast & crew agreements, copyrights, certificates of authorship or origin, footage & music licenses, title & script clearances, location releases, E&O insurance along with any partnership agreements of production companies taking ownership in the media property. Essentially, anything that would require permission or clearance for it to exist within the media property needs a form of documentation proving such permission was granted.

Title Clearance Report – A Title Clearance report is a document verifying that the use of a particular title does not conflict with or raise issue with any pre-existing trademark. In essence, since titles themselves are not copyrightable, the report evaluates similar titles across all forms of media (film, television, publication, etc.) to confirm that no marketplace confusion or trademark infringement will take place. A vetted Title Clearance Report will always be required to obtain an Errors & Omissions policy (see “Errors & Omissions” below).

Copyright Search Report – A Copyright Search Report details the history of a media property’s assigned rights. The purpose is to ensure that no third party can claim they hold any assignment over the media property (e.g., that they have an existing option on a script or pre-existing agreement granting them rights to a novel, etc.).

Certificate of Origin – A ‘Certificate of Origin’ is a notarized document used for trading purposes that essentially states from which country a media property originated. These are generally required when brokering international deals with countries that have quota regulations in place (such as the European Union, China, Brazil or Canada amongst other regions that require broadcasters and/or theatres exhibit a minimum number of locally or regionally produced content).

Paid Ad & Credit Obligations – Performance agreements—especially ones related to more established actors—will generally have detailed language regarding how that individuals name, image, likeness and voice can be used within marketing, promotional and press materials. The purpose is to protect the name and image of an actor from any outlandish marketing stunts distributors might pull in order to increase sales. As distributors create artwork and marketing materials, they will regularly check these requirements to ensure they’re in compliance; any deviation could result in an expensive recall of materials or potential defamation lawsuit.

Lab Access Letter – A Lab Access Letter is a legally binding authorization (usually formatted as a letter, hence the name) whereby the producer or rights holder grants a distributor permission to access master materials related to a specific project. The idea here is that a distributor can directly request a specific file or element to be created by the lab rather than coordinating the work through the producer. The letter usually states the distributor will be financially responsible for all requests, leaving the producer held harmless should the distributor default on their payments.

MPAA Rating Certificate – Higher-end feature films (especially those with wide theatrical releases) are usually required to obtain a rating certificate from the Motion Picture Association of America (MPAA). Smaller features—ones with more limited releases—are generally not required to obtain a rating.

Residuals Set Up Agreement – Members of unions or guilds (e.g., SAG/AFTRA) are generally entitled to residual payments for their performances within a media property. In the case of SAG/AFTRA, a producer must accurately assemble a residuals cast list during production; any failure or omission can cause a series of headaches which can lead to payroll issues, audits or misallocations. To avoid any unnecessary claims or inquiries from such affiliations, distribution companies require proof all residual obligations have been properly filed and accounted for.

E&O Insurance Certificate – An Errors & Omissions policy is a specialized type of insurance used to protect a producer or rights holder from third party claims made against the media property. Specifically, E&O Insurance protects against scenarios such as infringement, defamation, plagiarism, unjust competition due to pre-existing trademarks, copyrights or slogans and any breach of contract whereby use within the media property extended beyond agreed parameters (such as using music cleared for use as background only for the opening credits).