



College Field House Concert Tour™ **Investment Memorandum**

Non-Public Offer

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*For the purpose of this Investment Memorandum, any references to the **College Field House Concert Tour™** should be interpreted to be the same as a reference to **Rolling Sounds Tour, Inc.**, the Parent Company.*

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Online Video & Interactive Proposal
<<https://collegefieldhouseconcerttour.com/investors/>>

A. EXECUTIVE SUMMARY

BUSINESS SUMMARY

Nothing connects with college students more than music and an anticipated “festival-like” tent-pole event every semester. Whether it’s “Homecoming Weekend,” “Spring Fling,” or “Senior Week,” the Student-body is ready to rock.

The College Field House Concert Tour™ is a series of one-day, festival-like, on-campus concerts in conjunction with food trucks, show-casing of community causes, recording artists performing acoustically, on campus, at radio, and at retail venues, prior to an evening full-band concert. *The College Field House Concert Tour™* takes the “*Anticipated Event*” concept to a whole new level, bringing high-level entertainment to universities and colleges in a way that:

- Creates *Profitable On-Campus Entertainment*,
- Supports *Student Recruitment & Retention* for Participating Schools,
- Brings Attention & Support to *University-&-Student-Supported Causes*,
- Creates a Sense of Community among *Students & Surrounding Towns*,

. . . and it does all of this *on-campus* in a way that allows students to stay focused on their education and extra-curricular activities.

From the perspective of a sponsoring brand, *The College Field House Concert Tour™* provides a *Turn-Key Marketing Activation Platform*, reaching millions of millennial consumers through:

- Mobile Marketing,
- Social Networking,
- Consumer Activation at Retail,
- Traditional Radio Advertising,
- National, Regional, & Local PR [*Traditional & Online*], and
- Music . . . Exclusive Online Content for Concert Attendees.

From the perspective of a potential *promoter/acquisition partner* like Live Nation* or AEG*, an *entertainment agency* like CAA* or WME*, or a large, *hybrid management company* like Maverick*, Red Light Management* or Azoff-MSG Entertainment*, *The College Field House Concert Tour™* provides a *Turn-Key Touring Platform* that aggregates a previously fragmented segment of the market with a defensible, replicable, and scalable model that supports their clients, while generating incremental profits.

NOTE: We have not reached out to these (*) companies to verify their interest . . . they’re just being used as examples here.

PROPOSED FINANCING

The College Field House Concert Tour™ is seeking a recoupable \$1,000,000. Investment in return for a 20% equity interest in *The College Field House Concert Tour™*.

REASONS TO CONSIDER THIS INVESTMENT

The College Field House Concert Tour™ provides the platform that enables:

- Ownership of The Center-Piece of Student Culture.
 - o On-Campus Entertainment is a staple of campus life.
 - o *The College Field House Concert Tour™* provides a recurring tent-pole event, which can become an integral element for the marketing efforts of brands desiring to reach Gen-Z'ers & Millennials.
- Ownership The Gen-Z & Millennial Consumer Relationship.
 - o *The College Field House Concert Tour™* is the *first-ever* curated, private marketplace for college students.
 - o *The College Field House Concert Tour™* provides a CRM-engine for universities, artists, and our sponsoring brands, as well as our own SaaS ticketing system.
- Leveraging of Multiple Inter-Related Revenue Streams:
 - o Sponsorship,
 - o Ticketing,
 - o Merchandise,
 - o E-Commerce & Affinity,
 - o Production on traditional paid concerts.

The College Field House Concert Tour™ provides a platform to positively impact the Gen-Z & Millennial relationship for associated brands, while supporting schools and their associated causes.

The College Field House Concert Tour™ offers unique selling propositions . . .

- To Brands:
 - o Unfettered access to Gen-Z'ers & Millennials where they live, work, & play,
 - o The association of their brands to artists without the typical expenses associated with endorsements.
- To Schools:
 - o Profitable On-Campus Entertainment,
 - o A Powerful Student Recruitment & Retention Tool.
- To Potential Exit Strategy Partners poised to acquire *The College Field House Concert Tour™*:
 - o A defendable, scalable, and replicable model for on-campus entertainment.

- A college-based, live concert-touring platform desirable to larger concert promoters, major booking agencies, and hybrid talent management firms.

RISKS TO CONSIDER WITH THIS INVESTMENT

The College Field House Concert Tour™ and its associated P&L depends on four components:

- Ensuring Predictable Attendance at concerts at a low ticket price,
- Getting & Keeping Sponsors On-Board to subsidize the concerts,
- Keeping Colleges On-Board to host the concerts, and
- Securing & Keeping Artists On-Board to perform at the concerts, along with opening act artists to engage in pre-concert acoustic performances at school book-store and retail channels for associated sponsoring brands.

If one or more of the above components went far off-target without correction over multiple semesters, the P&L could be adversely affected.

To this end, the following steps have been taken, and will be further improved and integrated into the roll-out plans for *The College Field House Concert Tour™*.

- Ensuring Predictable Attendance:
 - Artists are selected after analysis of attendance records over the past 18 months covering multiple headlining appearances to ensure that we select artists with a sufficient pulling power.
 - College concerts tend to pull more attendees than club or public concerts given the proximity of the student body, along with the communal factor in driving campus culture.
 - Ticket prices at most popular concerts have risen over the past 15 years from \$33.59 up to an average of \$82.07, according to *Statista*, a statistics & studies site, promoted as sourcing information from 18,000 sources. Our maximum projected-ticket price is only \$15 (in 2025), significantly lower than comparable ticket prices, and we're starting in 2020 at \$10.
 - The College Field House Concert Tour™ has budgeted to engage fraternities & sororities in promoting our events on campus with the help of a street team & PR company with a 4-week media campaign leading up to each concert.
 - By offering the participating headlining artists an *upside* once the ticket sales targets have been reached, we've provided an incentive for these artists to support our promotional efforts via social media.

- Since the tours are configured and routed to optimize production costs, we maintain flexibility in adjusting costs to revenue should variances occur.
- Getting & Keeping Sponsors On-Board:
 - Offering brands a unique opportunity to reach Gen-Z'ers & Millennials (*prime target audiences*).
 - We've already begun reaching out to potential sponsors with indications that *The College Field House Concert Tour™* is a viable platform for inclusion in their marketing efforts.
- Keeping Colleges On-Board:
 - This is an unprecedented offer to universities as they typically lose money on concerts, funding their on-campus entertainment through state funding and/or student activity fees.
 - We have the support of APCA, *The Association for the Promotion of Campus Activities*, in reaching out to universities, and their CEO/Founder, Eric Lambert offered to endorse our efforts.
 - Pat O'Connor (CEO of Rolling Sounds Tour, Inc. / *The College Field House Concert Tour™*) has produced events at several colleges, and has already reached out to several universities with a warm reception.
 - Schools like The University of Central Missouri, and others like it, have expressed a willingness to support *The College Field House Concert Tour™* through peer validation.
- Securing & Keeping Artists On-Board:
 - We've worked with several successful artists, and we have verbal interest from a number of artists and managers to work with us.
 - The work of POC Media in the music industry over the past 25 years has provided a solid foundation of high-level relationships within labels, management companies, and in some cases, directly with artists.
 - The cost-effective routing and production of these concerts benefits the artists as well as *The College Field House Concert Tour™*.

DEAL GOALS

It is our intention to secure a recoupable \$1,000,000 investment in return for a 20% equity stake in *The College Field House Concert Tour™*. Our plan is to use these funds to cover overhead, and to front production costs on the initial concerts, for the purpose of generating a 2025 EBITDA of \$7MM with a trajectory of continued growth.

Our gross and net revenue goals are as follows:

	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>	<u>2025</u>
Gross Rev:	\$ 376K	\$4.0MM	\$11.2MM	\$18.5MM	\$25.9MM
NET Rev:	\$ 12K	\$ 584K	\$ 2.1MM	\$ 4.8MM	\$ 7.0MM

B. MARKET OPPORTUNITY

SUMMARY OF THE BUSINESS LANDSCAPE

Since the late 1990's regional concert promoters have been selling their businesses to Live Nation and AEG, converting the local arena and theater concert business into a global one-stop concert tour promotional machine.

Notwithstanding SFX's misfortune in EDM, in the late 90's, SFX Entertainment invested approximately a half-billion-dollar fund to purchase companies that included:

- The San Francisco-based Bill Graham Presents for a reported \$65MM,
- The Boston-based, Don Law Company for a reported \$80MM,
- The St. Louis-based Contemporary Group for a reported \$90MM,
- . . . among others.* [Sources: *LA Times*, *Assoc Press*, *SF Gate*, *The Phoenix*]

As reported in the Boston Phoenix, March, 1998 . . . "It (SFX) has the clout to book a major national tour with a single phone call. That could bring a staggering end to *business as usual* – to a 30 year history of booking agents haggling with a series of regional promoters throughout the US to arrange such tours, with agents & promoters getting their piece of the pie."

Within 5 years of an initial \$500MM investment in regional promoters, the SFX Entertainment roll-up sold to Clear Channel for \$4.4 Billion.

Left untouched since that time has been the college market for 3 reasons:

- Colleges own their own buildings, conflicting with the Live Nation model.
- Unlike regional promoters who produce hundreds of shows each year, universities only produce 1-2, making the aggregation of these schools a more network-intensive proposition than acquiring promoters.
- Booking agencies are willing to align with their super-star artists to book one-stop tours through Live Nation or AEG, while they are reluctant to hurt the "golden goose" of inflated college paydays for mid-level or developing artists.

These same 3 reasons provide a level of protection for *The College Field House Concert Tour™* to enter the game *under the radar*, offering specific artists solid tour deals as we roll-up the college market.

According to *Statista*, a statistics & studies site, promoted as sourcing information from 18,000 sources, the US concert market has grown from 1998 through 2015 from \$1.2 Billion to more than \$6.1 Billion in annual gross revenue, with ticket prices more than doubling over that same time period.

According to the US Department of Education's National Center for Education Statistics, the number of colleges in the United States has increased by more than 14% over approximately the same time frame from 6,479 to 7,397 colleges.

There has never been a larger footprint of universities in the US from which to begin a roll-up of college concerts than right now, with ticket prices at their highest, and on an upward trajectory, and gross revenues for concerts at an all-time high. And yet, the companies most likely to acquire an entity like *The College Field House Concert Tour™*, should have no interest in entering the game until we hit critical mass and can sell to them, as the current business landscape conflicts with their business strategies . . . it's just easier for any of them to buy *The College Field House Concert Tour™* in 2025, than to re-channel their current resources toward creating a touring paradigm that would compete with the on-campus entertainment, student recruitment & retention vehicle, and consumer engagement & loyalty platform that we are creating with *The College Field House Concert Tour™*.

C. THE COLLEGE FIELD HOUSE CONCERT TOUR™

THE PRODUCT

The College Field House Concert Tour™ is a series of 1-Day Festival-Like On-Campus, Anticipated Events for Every Spring & Fall Semester, featuring:

- Food Trucks,
- Local Community & School Causes showcased,
- Pre-Concert Tailgating Outside of the venue with opening acts performing at the tailgate
- A Headlined Concert *on-campus*, at the college field-house or common area.

THE UNIDENTIFIED OPPORTUNITY

THE FLAWED ON-CAMPUS ENTERTAINMENT PARADIGM

On-Campus Entertainment at colleges & universities is generally funded by a Student Activities Fee or school/state subsidies, which pay for artist fees, production, and promotion of concerts.

Since most student activity directors and student councils are not in the business of producing moderately large [1,000-2,000 capacity] concerts, schools always fail to leverage the economies of artist routing, standardization of tech riders, and the financial leverage of a tour to decrease the costs of their on-campus entertainment.

Agencies, through which schools book their concerts, are willing accomplices in maximizing the cost of college shows. Large booking agencies benefit from higher artist fees, and generate tech riders that have been standardized for NBA & NHL arenas rather than on-campus venues.

Large promoters like Live Nation & AEG have moved toward owning or controlling venues, a practice that is not supported by universities who own, and often ticket their own venues.

As the age of DSP streaming, file sharing, YouTube videos, and a devaluation of recorded music has taken the record industry from an album oriented business to a devalued singles business, artist development on the part of labels has essentially disappeared, leaving artist managers saddled with most of the work labels used to do. These managers are more than happy to structure their own touring & merch deals for their artists, leaving their agencies to simply paper, rather than negotiate the deals.

By leveraging the economies of touring and dealing directly with artist managers, *The College Field House Concert Tour™* is uniquely positioned to offer colleges the **first-ever concert series guaranteed to create a profit for participating schools.**

Essentially, what we're proposing is an end to the long-tolerated inefficiencies associated with the booking, promoting, and production of college concerts.

We're providing *real value* to universities, their student recruitment & retention efforts, and student engagement in community causes that are important to the student body.

ROLL-OUT STRATEGY

The College Field House Concert Tour™ Business Strategy is as follows:

- Leverage a series of university relationships, some direct, and some through APCA, *The Association for the Promotion of Campus Activities*, to reach out to universities.
- Leverage our relationships with artists and managers to bypass traditional booking agencies, structuring *win-win* deals with artists to route them on our college tours.
- As part of these *win-win* contractual arrangements with artists, we will customize and ultimately dictate the tech & hospitality riders to fit the *The College Field House Concert Tour™* business model.
- Participating schools will provide venues, catering, security, and power for the concerts, along with a small crew to help with unloading & re-loading our trucks, while *The College Field House Concert Tour™* provides everything else on a turn-key basis. Schools will consider their contributions to the process as “free” because venues, power, & catering are considered part of most colleges’ normal operating costs.
- We will set a break-even point for each concert, which will include a production fee to *The College Field House Concert Tour™* splitting ticketing revenue beyond this point with *The Headlining Band*, *The School*, and *The College Field House Concert Tour™*.

Revenue will be generated through 5 sources:

- Ticketing,
- Sponsorship in the forms of Naming Rights and On-Site Activations,
- Tour Merchandise via Tour-Specific Merch & Artist Merch Splits,
- Tour Affinity Revenue via Participating School & Artist Member Clubs,
- Incremental School Production Revenue for their other concerts.

D. SALES & MARKETING STRATEGY

THE CONSUMER

Gen-Z’ers & Millennials . . . they attend college, have an affinity for activism, expect more for less (or free), and they have discretionary spending money, while representing the future to so many brands.

Brands should want to become part of the fabric of the Gen-Z & Millennial generation . . . high tech companies, beverages, apparel, cosmetics, retailers . . . they all should be desiring to capture the hearts of Gen-Z’ers & Millennials.

Music is the soundtrack of the Gen-Z'ers' & Millennials' lives. *The College Field House Concert Tour™* can help a brand become part of the Gen & Millennial lifestyle, an integral component of the college cultural experience.

The College Field House Concert Tour™ is at the heart of *experiential marketing*.

THE MARKETING STRATEGY

The College Field House Concert Tour™ events will be promoted in advance through:

- Engagement of the schools' fraternities & sororities
- Engagement of campus *downtown* gathering places with *pre-tailgate* participation.
- Participation of local radio via *on-campus*, *remote* broadcasts and hosting of the concert . . . wrapped radio station vans, signage, & social media support, and
- A four-week media campaign:
 - o Terrestrial Radio
 - o Traditional PR
 - o Local News Coverage driven by local radio & our own PR team

SPONSORING BRAND MARKETING STRATEGY

EXPERIENTIAL MARKETING:

- University Campuses
- On-Campus Entertainment & Tailgate Events
- Branded Vehicles on Highways & On-Campus

SOCIAL NETWORKING & MOBILE MARKETING:

- Social Media Advertising
- Organic Artist & Street Team Promotions
- Technology Acceleration via POC Media
- Record Label & Artist Partner PR Accelerators
- Venue, Campus, and Radio Social Support

CONSUMER ACTIVATION AT RETAIL & ONLINE:

- Retailtainment In-Store, At-Distributor, & Online
- Personal Fan Meet & Greet
- Radio Participation with Remote Broadcasts
- Free Full-Album Downloads for Consumers

TRADITIONAL ADVERTISING & PROMOTIONAL FOCUS:

- Local Radio
- Print / FSI / TV / Community & Regional Promotion
- PR in Print, Media, and Online

E. THE EXECUTIVE TEAM

Pat O'Connor: President / CEO



Entertainment industry expert and POC Media CEO, Pat O'Connor has spent the past 25 years developing his company into a *Leading Source of Alternative Media Distribution*, from the development of in-arena & in-stadium broadcast of music videos to the creation of the *POC Media Music Supervision & Management System™* licensed to sports broadcast outlets that include FOX Sports, The NFL Network, AT&T SportsNet, Big Ten Network (BTN), PAC12 Network, NASCAR Productions, FSN, MLB Network, NHL Productions, and FOX Sports 1 among others.

Pat's work in the integrated marketing world has included the development & execution of branded mobile marketing, social media, and consumer activation platforms for companies that include Coca-Cola, Heinz, Nestle, Sunoco, Walmart, Bass Pro Shops, Webasto, and The Accor Hotel Group among others.

Pat has booked &/or produced dozens of concerts & branded events for artists that include Taylor Swift, Ludacris, TobyMac, 3 Doors Down, Train, Big & Rich, MercyMe, Rae Sremmurd, The Band Perry, Building 429, Sugarland, Brandy, Boyz II Men, and Motley Crue's Vince Neil among others.

Pat holds a Bachelor's degree in biophysics from the University of Pennsylvania.

Pat Brady: Advisor / Team-Member



Branding & Affinity expert, former Angie's List President and former CYRK President and CEO, Patrick Brady brings a unique history and transformational entrepreneurship to the team.

As chairman of CYRK, Patrick pioneered the affinity business with the creation and development of products that include Beanie Babies, Marlboro Gear, and Pepsi Gear among others. Patrick also created and rolled out "Jimmy Buffet's Margaritaville Café's" in addition to developing Jimmy Buffet's lucrative merchandise and t-shirt business.

Stoneacre Partners, of which Patrick is still President & CEO, developed the first major sports affinity organization with the inception of The Official NASCAR Members Club, following-up with the roll-out of more sports-based affinity organizations built around The NFL Alumni Club and USA Hockey among other organizations.

Patrick holds a Bachelor of Arts & Masters of Business Administration from Harvard Business School and serves as a director & advisor on several boards.

Bruce Kirkland: Advisor / Team-Member



Industry expert, former Capitol Records EVP, and former EMI/Capitol Entertainment Properties President and CEO, Bruce Kirkland, brings unique operational expertise to *The College Field House Concert Tour™*.

Bruce is one of the pioneers of the ‘*virtual label*’ model in the U.S. and UK, and more recently for clients like Target Corporation in the US, Tesco Stores Ltd. in the UK, and Universal Music Group International.

Bruce has a track record for providing innovative and turn-key marketing solutions to both corporate clients and artists through a unique blend of music and media expertise.

Bruce has proven global marketing strength with clients that have included the most powerful brands in entertainment: BON JOVI, SARAH BRIGHTMAN, PETER GABRIEL, THE BEATLES, PEARL JAM, DEPECHE MODE, House of Blues, NBC Enterprises, QVC, Tesco Stores, Target Corporation, and Universal Music.

Bruce holds a Bachelor of Laws (LL.B.) Degree in Intellectual Property Law from University of Auckland and serves as an advisor to several businesses.

F. FINANCIAL PLANS

5-Year Financial Projection Summary

	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>	<u>2025</u>
Revenue					
Ticketing	16,000	259,200	921,600	2,688,000	4,300,800
Sponsorship	360,000	3,600,000	9,600,000	14,400,000	19,200,000
Merch	-	25,920	115,200	403,200	967,680
Affinity	-	28,800	102,400	192,000	307,200
Product Sampling	-	180,000	480,000	720,000	960,000
Other Concert	-	-	60,000	120,000	180,000
TOTAL INCOME (\$)	376,000	4,093,920	11,279,200	18,523,200	25,915,680
Expenses					
Salaries	30,000	432,000	876,000	905,700	922,733
Offices & Monthly	66,000	492,000	1,248,000	1,348,200	1,441,815
Concert Prod'n	181,419	1,973,363	5,521,031	9,125,551	13,236,202
Sales & Marketing	-	18,000	24,000	72,600	78,045
Insurance	24,000	48,000	96,000	192,000	384,000
Equipment	62,000	546,000	1,383,200	2,074,800	2,766,400
TOTAL EXPENSES	363,419	3,509,363	9,148,231	13,718,851	18,829,194
NET INCOME (\$)	12,582	584,557	2,130,969	4,804,349	7,086,486

G. PROPOSAL

It is our intention to secure a \$1,000,000 investment in return for a 20% equity stake in *The College Field House Concert Tour™*. Our plan is to use these funds to cover overhead, and to front production costs on the initial concerts, with the intention of generating a 2025 EBITDA of \$7MM. At that point, we could continue to grow, or possibly sell the company at a profit to an appropriate buyer.

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