

NO PURCHASE NECESSARY. To enter, submit (1) a brief essay on why you want to be a filmmaker (100 words or less), (2) something unique about you (100 words or less), and (3) your name, birth date, full address, telephone number and email address via the Fresh Films web site (www.fresh-films.com). If more than one person contributes to your entry, each person must enter separately, as only the person whose name is listed on the entry will be considered. Entry is limited to teens 13-18 years of age as of October 1, 2010 living as residents in the continental United States. To enter by mail, submit the entry information above via U.S. Mail to:

Fresh Films Fall Break
c/o Dreaming Tree Foundation
1807 W. Sunnyside Ave., Suite 2e
Chicago, IL 60640

Production Cities: For each of the three (3) production cities (San Francisco, CA, Los Angeles CA, Chicago IL.), a Fresh Films panel will select 10 winning entries. Pending eligibility screening, these 10 winning "filmmakers" will compose the 2010 Fresh Films Fall Break Teen Production Crew in their city and will work together to produce a film for the competition. Teen Production Crew members do not need to live in the production city to be selected as a winning entrant.

Participation of all contributing Fresh Films Fall Break Teen Production Crew members is subject to written approval by their parents/guardians and the approval of Dreaming Tree Foundation. Dreaming Tree Foundation also reserves the right to reduce the total number of participants (Teen Production Crew members) as it deems necessary or appropriate.

The above selection process will result in 3 Fresh Films Fall Break Teen Production Crews who will each produce a film for the 2010 Fresh Films Fall Break competition. The final film productions may be based in part or in entirety on an idea submitted by a winning entrant.

All entries must be received by 3:00 p.m. (CST) on Monday September 13, 2010. Entries must be original story ideas. By entering, each entrant warrants and represents that he or she is the owner of all rights to the content submitted, including all copyright and publishing rights, including music and all visual images. Previously published entries are not eligible. Submission of entry grants Dreaming Tree Foundation and its agents the right in perpetuity to reproduce, publish, distribute, use, edit, adapt and/or modify such entry in any way, in any and all media, without limitation and without compensation to entrant. Submission of entry further constitutes the entrant's consent, or in case of a minor, parent's or legal guardian's consent, to (i) irrevocably assign and transfer to Dreaming Tree Foundation any and all rights, title and interest in the entry, including, without limitation, all copyrights; and (ii) use entrants' names, hometowns or likenesses (except where prohibited by law) for advertising or publicity purposes without further compensation. Incomplete, incorrect, illegible or mutilated entries will be disqualified. Dreaming Tree Foundation and its agents will not be held responsible for technical difficulties that complicate, prevent or otherwise alter electronic submissions via the web site. Multiple entries are permitted, but must be submitted separately. All entries become the property of Dreaming Tree Foundation and will not be returned. Dreaming Tree Foundation and its agents cannot acknowledge or return any entries.

All entries will be judged by editorial and marketing representatives of Dreaming Tree Foundation or their advertising or promotional agencies. Judges' decisions are final in all matters. A panel of judges selected by Dreaming Tree Foundation will select all winners and alternates, based on the originality of each submission, appropriateness for the target audience, interest in filmmaking and ability to work in a team. Additional specific criteria may be provided to representatives for use in judging each entry. Examples of inappropriate content include, but are not limited to, violence, sexual situations, drug and alcohol use,

obscenity and coarse language. The judges' selections will be subject to the eligibility requirements outlined throughout these official rules. To be eligible, the selected entrants and crew members must also be available during production dates based on the winner's geographical location, as outlined by Dreaming Tree Foundation, and the overall contest production schedule, and be able to get himself/herself to the production headquarter location for all production dates,. If any of the entrants cannot meet all requirements, the next alternate will be considered according to the same guidelines. Ultimately, three crews, each composed of ten crew members, will be selected. After selection, the specific duties of each crew member will be outlined by Dreaming Tree Foundation, in consultation with the entrants. All crew members are subject to the eligibility requirements outlined in these official rules, and subject to approval by Dreaming Tree Foundation.

A Fresh Films Fall Break Production Crew, to be composed at the sole discretion of Dreaming Tree Foundation and consisting of at least two professional filmmakers, acting as executive producer, creative director, director, producer and/or technical director, will travel to each of the selected cities to help produce the contestants' films. Film production will consist of one 6-day workweek in early October. Efforts will be made to schedule film production around local school schedules and holidays. Additional production and post-production work outside of this work period, and at the exclusion of the contest winners, may be necessary. All final creative and tactical direction is at the sole discretion of Dreaming Tree Foundation.

Grand Prize Winner: Completed films will be showcased on the Fresh Films website (www.fresh-films.com). When they become available online, site visitors can view each film and vote for their favorite film via online voting. All films will be available for viewing and voting for equal periods of time, which may or may not overlap. Dreaming Tree Foundation and its agents will not be held responsible for technical difficulties that complicate, prevent or otherwise affect electronic voting via the web site providers. Furthermore, Dreaming Tree Foundation and its agents have implemented these official rules in an attempt to create a fair online voting environment and will not be held responsible for measures taken by site visitors to circumvent the voting system, or otherwise affect the outcome of the vote. At the end of the voting competition period, only the final vote tally, as submitted by Fresh Films site visitors will determine the Grand Prize winner. Actual voting dates to be announced Winner will be announced on or around November 20, 2010. The Fresh Films Fall Break Teen Production Crew whose film received the most votes will be declared the Grand Prize Winners. Grand Prize winners will each receive a mini-HD camcorder or a similar valued prize (ARV \$160). Winners may also win additional prizes as deemed appropriate and available by Dreaming Tree Foundation and/or its sponsors.

All winning "Fresh Films Fall Break Teen Production Crew" members will be required to complete, sign and return an affidavit of eligibility and liability and publicity release and photo shoot rights within 14 days of date printed on notification, or an alternate winner will be declared. Dreaming Tree Foundation reserves the right to revise procedures mentioned in these rules at any time. Prize is not transferable or redeemable for cash. Dreaming Tree Foundation reserves right to substitute a prize of equal or greater value. If winners and/or members of the crew are minors, parent or legal guardian must execute and sign affidavits and all releases on minor's behalf including a release approving the minor's participation and/or appearance in the short film and any additional documentary films surrounding the productions. Any unclaimed prizes as of December 31, 2010 will be awarded in a random drawing to be held as necessary.

Contest is void where prohibited by law. Employees of Dreaming Tree Foundation, their affiliates and subsidiaries (and their immediate families) are not eligible. Winners are responsible for any associated costs and taxes. By acceptance of prize, winning Fresh Films Fall Break Teen Production Crews and their "Casts" agree to release Dreaming Tree Foundation, its parent and subsidiaries, its sponsors, and their respective advertising, promotion and production agencies from any and all liability, claims or actions of any kind whatsoever for injuries, damages or losses to persons and property that may be sustained in connection

with production of the author's submission, the receipt, ownership or use of any prize, or while traveling to or from any prize-related activity. For a list of the winners selected for film production (available October 15, 2010), send a SASE to: Dreaming Tree Foundation, FRESH FILMS FALL BREAK 2010 WINNERS LIST, 1807 W. Sunnyside Ave. #2e, Chicago, IL 60640.