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## Ava DuVernay's Array: Disrupting the Hollywood Film Industry

"And... action!" It was early February 2023 in Savannah, Georgia, on the set of acclaimed filmmaker Ava DuVernay's latest movie, *Origin*, based on Isabel Wilkerson's book *Caste: The Origins of Our Discontents*. DuVernay was directing a large sequence involving the film's main character, played by Aunjanue Ellis, and hundreds of extras, all dressed in tuxedos and ball gowns, at a local museum. Before calling action, DuVernay had described her vision for the scene to the cast and crew, but she had also taken the time to explain the process to a small group of visitors – most on their first-ever visit to a film set – who had helped finance the movie.

DuVernay had dared to adapt a book – a non-fiction tome that linked the caste systems of America, India, and Nazi Germany – that most film-industry insiders regarded as a highly unlikely candidate for such a major motion picture adaptation. But *Origin* was a unique movie in another respect: DuVernay was also pioneering a method to finance the endeavor – through a combination of investors and grantors – that was unheard of for a film of its size. That explained the presence of the on-set visitors, which included representatives from the Ford Foundation, Emerson Collective, Pivotal Ventures, and the Anne Wojcicki Foundation, among other charitable institutions and individual donors. Collectively, they had brought in around \$35 million needed to acquire the adaptation rights, develop and produce the film, as well as to produce accompanying educational materials intended to support the film's social impact campaign.

Breaking the mold was nothing unusual for Array, DuVernay's company, which she described as "a narrative change collective dedicated to the disruption of inequitable systems in Hollywood's film and television industry." Launched in 2011 and designed to amplify the voices and work by people of color and women, Array had come to encompass a distribution arm, Array Releasing, a production arm, Array Filmworks, a creative campus near downtown Los Angeles, Array Campus, and a non-profit arm, Array Alliance. DuVernay knew how to work with Hollywood's major studios – in fact, in 2016, she became the first Black woman to direct a feature film (*A Wrinkle in Time*, for The Walt Disney Studios) with a budget over \$100 million – but with *Origin*, she deliberately sidestepped that system.

"The making of *Origin* is about as opposite to the making of a Hollywood studio film as you can get. Our intention is to navigate a new path, one focused on giving to moviegoers rather than taking from them. One that is steeped in the idea of a cultural and deeply personal transaction with film lovers as opposed to a purely monetary one. I believe that this path allows all involved to reap great benefits. The goal is a fruitful and meaningful interaction between audiences and storytellers within a nonprofit centered model. The film *Origin* is the first step towards this idea to revolutionize the ways in which we interact with the powerful artform of moviemaking. The organizations that undertake this exploration with us are at the vanguard of a new way of thinking about cultural exchange and business," DuVernay said. To demonstrate its commitment, Array also invested \$5 million. "I am eager to build this idea with like-minded social entrepreneurs, side by side, hand in hand," she added.

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Was *Origin* on a path to success? What challenges awaited the filmmaker and her team further down the road, as their focus shifted from producing to distributing and marketing the film? More generally, was DuVernay, with this new financing model, once again changing the game in Hollywood?

## The Film Industry in 2023

The U.S. film industry generated \$26 billion in global box-office revenues in 2022 (see **Exhibit 1**). The industry, widely known as 'Hollywood,' counted five major studios: The Walt Disney Studios ('Disney'), Warner Bros. Entertainment ('Warner Bros.'), Sony Pictures ('Sony'), Universal Pictures ('Universal'), and Paramount Pictures ('Paramount') (also see **Exhibit 1** for market shares). Each of these major studios was a subsidiary of a larger conglomerate. Major studios often released movies that cost tens, or hundreds, of millions of dollars to produce. Universal's *Fast X*, a new installment in the *Fast & Furious* franchise, was expected to be the most expensive film of 2023 with a reported \$340 million production budget. In addition, some of the studios' biggest bets (their 'tentpole' movies) could incur more than \$100 million in marketing expenses.<sup>1</sup>

Hundreds of smaller, 'independent' studios also produced feature films. The vast majority of these studios had very modest resources and produced films with relatively small budgets. Many independent studios therefore sought to partner with major studios to gain access to their financing, production, distribution, and marketing capabilities, either on a project-by-project basis or for instance through a 'first-look' deal that gave the major studio the right of first refusal for any of the smaller studio's new projects.

A select few independent studios, sometimes referred to as 'mini-majors,' had access to more significant resources. One example was A24, known most recently for the highly acclaimed \$25-million-budget film *Everything Everywhere All at Once*.<sup>2</sup> But even A24, despite an impressive track record at the box office, had to be cost-conscious: for instance, the studio routinely spent the lion's share of its marketing budgets online, often via social media, instead of on more traditional television advertising campaigns.<sup>3</sup>

Several technology companies with a foothold in the video streaming space, such as Amazon, Apple, and Netflix, had evolved into genuine rivals to Hollywood's traditional major studios. Amazon, for instance, in 2022 had completed its \$8.5-billion acquisition of Metro-Goldwyn-Mayer Studios (MGM), a Hollywood studio with a long history, and merged MGM with its Amazon Studios.<sup>4</sup> The resulting entity, Amazon MGM Studios, had multiple first-look deals with smaller studios and distributed Amazon's original and MGM's legacy titles.<sup>5</sup> Amazon had committed to spending \$1 billion annually on the production of movies for theatrical release.<sup>6</sup>

### Film Financing and Revenues

Major studios had the capital to fund the development, production, distribution, and marketing of a portfolio (or 'slate') of usually up to two dozen films, based either on original screenplays or on existing intellectual property (such as books or videogames), each year.

Independent studios, on the other hand, often faced the challenge of securing financing for each project separately. They could do so in different ways. One option was debt financing, in which the studio obtained a bank or other type of loan to fund the production and marketing of a film. Such a loan often materialized only if the independent studio had secured one or more distribution agreements from a major studio, streaming service, or other entity willing to pay a fee for the right to distribute the yet-to-be-developed film in certain markets or on certain platforms. Another option was equity financing, in which the studio set up a new company for the purpose of financing a film. That company could then take on investments and issue equity, with the promise that the company would pay equity holders any profits the film yielded.<sup>7</sup>

Films generated revenues in a variety of 'release windows.' Despite the rising popularity of video streaming, most major and independent studios continued to prefer to open their films in theaters,

where they received a share of the box-office grosses (with the theaters keeping the remainder). After a certain period of exclusivity (by 2023 typically around six weeks) in the theatrical window, films often moved to streaming services and other video-on-demand platforms, usually in exchange for a certain guaranteed amount, perhaps supplemented with viewership or other bonuses.<sup>8</sup>

### *Financing and Social Impact*

Films produced by independent studios, especially those intended to have a certain social impact, sometimes were financed partly by grants, given out by philanthropic foundations, studios, and industry associations.<sup>9</sup> Filmmakers hoping to obtain grants typically were required to go through an extensive application process involving detailed budget proposals, letters of recommendation, and other materials. In addition, the application process was usually open for a limited window of time each year, and award amounts generally did not exceed \$100,000, and more often were in the low five figures.<sup>10</sup> As a result, grants typically made up at most a modest share of the funding for even quite low-budget films.

Some companies had sought to establish a more structural approach to financing films and television series that advanced a certain social purpose. One example was Participant Media, founded in 2004 by the Silicon Valley billionaire Jeff Skoll. Participant Media was committed to, as a company representative put it, “create content that stands at the intersection of art and activism” and “that inspires audiences to engage in positive social change.”<sup>11</sup> It had worked with many of the most renowned filmmakers—in fact, Participant Media had helped finance and produce DuVernay’s 2019 Netflix mini-series *When They See Us*, which explored the lives of the five Black and Latino men who were falsely accused in the infamous 1989 Central Park jogger case.

## **Ava DuVernay**

Born in 1972 in Long Beach, California, Ava DuVernay studied English literature and African American studies at UCLA before going into journalism. She soon switched to public relations, working as a publicist at a major and an independent studio and several PR agencies. She opened her own public relations firm, The DuVernay Agency, in 1999. In 2006, at age 34, she released her first film, a 12-minute short, *Saturday Night Life*, with a \$5,000 budget. “I just wanted to make this little story that I remembered about me, my mom and my sisters, not expecting it to lead to anything,” she said.” She would go on to direct another short film and then her first feature-length documentary, *This Is the Life*, on LA’s alternative hip hop movement, which won multiple film festival awards (see **Exhibit 2** for DuVernay’s filmography and awards).

She debuted her first narrative feature film, *I Will Follow*, about an artist coping with the death of a family member, in 2010. A second narrative film, *Middle of Nowhere*, about a young nurse grappling with the consequences of her husband’s incarceration, premiered at the 2012 Sundance Film Festival. The film, which made DuVernay the first Black person to win the festival’s Directing prize for Drama, would also go on to win the John Cassavetes Award for the best film with less than a \$500,000 budget at the Independent Spirit Awards.<sup>12</sup>

In the ensuing years, DuVernay would write, direct, and produce several film and television projects. Among her highest-profile projects was 2014’s *Selma*, a \$20-million feature film about Dr. Martin Luther King Junior and the 1965 march for Black voting rights. It was the first film by a Black woman director to ever be nominated for Best Picture in the history of the Academy Awards, and won an Academy Award for Best Original Song (by John Legend, Common, and Rhymefest). Another highly acclaimed project was *13<sup>th</sup>*, a feature-length documentary, released in 2016, on the relationship between mass incarceration and the U.S. Constitution’s 13<sup>th</sup> amendment. This film marked another Academy Award landmark as DuVernay became the first Black woman to receive an Oscar nomination as a director in a feature category. That same year, DuVernay signed on to direct Disney Studios’ *A Wrinkle in Time*, a film based on Madeleine L’Engle’s 1962 novel that follows a young girl traveling

through space and time. It made DuVernay the first Black woman to direct a film with a budget of over \$100 million.

On the television side, DuVernay's acclaimed limited series *When They See Us*, which chronicles the story of five teenage boys accused of a rape in Central Park, garnered 16 Emmy nominations across directing, writing, acting, casting, and producing categories, among others. She created and executive produced (along with television creator and personality Oprah Winfrey) *Queen Sugar*, a series based on Natalie Baszile's 2014 novel that centered on the lives of three siblings in rural Louisiana who, in the aftermath of their father's death, must decide on the fate of his sugarcane farm. The series' seven seasons aired on the Oprah Winfrey Network (OWN) from 2016 to 2022. She created another television series, *Colin in Black and White*, about National Football League quarterback Colin Kaepernick's younger years. Its six episodes debuted on Netflix in 2021. DuVernay was also the creator of the series *Naomi*, *Cherish The Day*, *Home Sweet Home*, *One Perfect Shot*, as well as the executive producer of DC Comics' *DMZ*.

## Array

DuVernay launched the collective that would become Array in 2011 as AFFRM. "AFFRM was the African-American Film Festival Releasing Movement as it had one goal: to distribute my work and the work of other Black artists in theaters. But after a few years of successful distribution of Black independent films, we realized that the decades-old structure of Hollywood needed to be disrupted in many other ways, and for many other kinds of people. So, Array Releasing was born and we took on distribution for filmmakers of color and women filmmakers of all kinds." Since then, Array had come to encompass three other "pillars," as DuVernay called them: Array Filmworks, Array Campus, and Array Alliance. The combined organization was "a multi-platform arts and social impact collective dedicated to narrative change," she said. Tilane Jones, who served as Array's president, added: "Throughout everything we do, our objective is to amplify the voices and work by people of color and women." Array had around two dozen employees.

### Array Releasing

As of February 2023, Array Releasing had distributed more than 35 films (see Exhibit 3 for an overview). "These are films that filmmakers have poured their hearts and life savings into. Their films have played at festivals, won awards, but where do they go after that? Do they end up in the filmmaker's drawer, just because they likely won't generate a gazillion dollars at the box office? We felt that can't be, and that we should do our best to make sure these films get seen, so that's why we set up Array Releasing," said DuVernay. "Most films probably cost between \$100,000 and \$250,000 to produce—they are truly micro-budget films. We don't produce these films, but if we think we can add value through our distribution and marketing, we work to rescue these films from being unseen and try to amplify them and provide access to them," said Jones. She added: "The overriding factor is that we want to bring great films to audiences—the films' potential social impact is more important to us than whether they are going to have a huge box office."

Array distributed films in theaters and on streaming and other platforms. It had output deals with streaming services Netflix and Mansa as well as agreements with Kanopy and other educational platforms, earning a percentage of the proceeds.

Samuel 'Blitz' Bazawule was an example of a filmmaker who benefited from Array Releasing. "He was in the music industry, and we distributed his first feature film, *The Burial of Kojo*, which he shot in Ghana with very little money," said Jones. "He went from that to directing part of Beyoncé's *Black is King* musical film and directing episodes for our *Cherish The Day* television series, and he is now directing a remake of *The Color Purple*." (The original 1985 film was directed by Steven Spielberg, who co-produced the 2023 adaptation.)

### *Array Filmworks*

Through Array's film and television production arm, Array Filmworks, DuVernay had produced *Middle of Nowhere*, *Selma*, *When They See Us*, *13<sup>th</sup>*, *Queen Sugar*, and *Colin in Black and White*, among other projects (also see **Exhibit 3**). "Technically, we made *Selma* before we created the Filmworks banner, but it was with the same core group of people—let's call it our beta test," said Paul Garnes, DuVernay's long-time producing partner. "*Selma* allowed us to explore what have become the tenets of how we do things now—what are the stories we want to tell, how do we tell those stories, how do we assemble a crew... all those elements." As president of Filmworks, Garnes handled the day-to-day operations of Filmworks and served as a producer on many of DuVernay's films.

Array's activities in television were supported by a multi-year deal to produce television content exclusively in partnership with Warner Bros. Television Studios that DuVernay had signed in 2018. *Queen Sugar*, for instance, was co-produced with Warner Bros. "After she finished *13<sup>th</sup>*, Ava has been very strategic in building our television catalog. We've also done short films in music and fashion, one at the National Museum of African American History and Culture, and a documentary for sports network ESPN—all to build her resume in a multi-faceted way," said Jones.

Because DuVernay was invested in the social impact of her work, Array created educational materials to supplement much of the content it produced, through an initiative named 'Array 101,' led by Tammy Garnes. "The first learning companion we created was for the television series *When They See Us*, and we have not looked back since," she said. "We work closely with subject matter experts to create materials that teachers can use in their classrooms, and that students can use by themselves." For instance, the learning companion for *When They See Us* tackles issues of power, criminalization, and inequity in America's justice system by suggesting immersive activities focused on bias, juvenile rights, the impact of mass incarceration on families, and community advocacy. The guide's 'Fair and Balanced' mathematics-inspired lesson introduces students to data analysis, challenges them to detect media bias and encourages the use of crucial skills including collaboration, quantitative thinking, writing and visual communication.

### *Array Creative Campus*

Array's third pillar was its creative campus. DuVernay referred to it as "liberated territory," a term coined by Ethiopian filmmaker Haile Gerima. "It's our very own space in the historic Filipinotown district of Los Angeles, and it's where we get to make all our dreams come true," said DuVernay, who had acquired the lot with a share of the fee she earned for *A Wrinkle in Time*. The three-building campus had offices for Array's creative team, dedicated editing suites, several open spaces that could be used for meetings, artist talks, and other gatherings, and—as its center piece—a 50-seat, state-of-the-art cinema (see **Exhibit 4** for impressions).

"The campus isn't just for Ava to do her work," clarified Jones, "but also so we could invite other people to do their work here. Everything Ava does is about community." She added: "And having our own screening room is quite unusual and radical in this industry." Array often hosted events around Array Releasing titles in its cinema and, as part of what the team referred to as its 'public programming,' also frequently featured other films in showings the public could attend. ("Respectfully talking back to the screen is always encouraged," the Array website stated).

"Everything we do is synergistic," explained Jeff Tobler, Array's chief marketing officer. "Take *Queen Sugar*. By the time we ran the series finale, we had worked with 42 women who had directed one or more episodes. Several of them have their own films, some released by Array Releasing, which we can bring into our public programming and rescreen on our campus, perhaps bringing in audiences to have a conversation with the filmmaker."

## *Array Alliance*

Array Alliance was the company's non-profit arm. Regina Miller, Array Alliance's executive director, explained: "We work to advance social justice through the power of imagery. Through a myriad of programs ranging from educational resources, grantmaking, mentorship and more, we tackle roadblocks and create community for people of color and women of all kinds to embrace film as an instrument of justice and dignity."

"When Hollywood signaled a desire to diversify its hiring practices but lacked the systems and tools to make it possible, we created Array Crew," said DuVernay. The online directory allowed more than 10,000 film technicians who identified as a person of color, a woman, or gender non-conforming to create profile pages and submit credits free of charge. Hiring managers could search by crew position, location, and other relevant information. "In an industry known for its competitiveness, we were able to secure universal buy-in from every major studio and streamer to fund the platform and use it to staff their crews," DuVernay said. Miller added: "More than 1,000 television and film productions have used the database."

Another major initiative was Array Green. "When you shoot a film on location, you are essentially creating a temporary village. There is a lot of waste that comes with that," said DuVernay. "People of color and marginalized communities are disproportionately impacted by climate change. We can't allow Hollywood to be one of the environment's biggest offenders." Array's executives hoped its sustainability initiative would serve as a blueprint for other film and television productions. "Our effort earned us the Environmental Media Association's Gold Seal – the agency's highest," said DuVernay.

Other initiatives were Array 101, LEAP, and Array Grants. The former was established to produce project-based learning companions that enabled learners of all ages to delve deeper into the themes depicted in Array Releasing and Array Filmworks content such as *Selma*, *Sankofa*, *Colin in Black and White*, *When They See Us*, and others. LEAP, the Law Enforcement Accountability Project, was designed to "empower activist storytelling through art to change the narrative around police abuse and misconduct toward Black people and hold perpetrators accountable for their crimes," said DuVernay. And Array Grants was created to recognize and invest in the work of "disruptive changemakers," as DuVernay called them, who "use art to advance justice."

Array Alliance had earned a reputation as an incubator of concepts and programs intended to drive systemic change. "If your dreams only include you, they're too small," noted DuVernay. "I want to use my name, my time, and my influence to instigate action around ideas that are bigger than just me." She added: "We want to change Hollywood for the better. That is also at the core of why I am excited about how we are making *Origin*."

## **From *Caste* to *Origin***

*Origin* would be based on *Caste: The Origins of Our Discontents*, a 2020 book by Pulitzer-Prize-winning journalist Isabel Wilkerson (see **Exhibit 5** for a description of the book). "Caste, as Isabel Wilkerson describes it, is a social hierarchy that determines your power and status. It's the foundation of all the 'isms' – racism, sexism, homophobia, antisemitism, and Islamophobia, for instance – that are based on the belief that people are better than others, based on a random set of traits," said DuVernay. "It is a book of philosophy, sociology, social history." She added: "People said, 'it's an unadaptable book,' and so I just decided, 'let's adapt it.'"

DuVernay called her agent, learned that no one had yet picked up the rights, and called Wilkerson. "I told her that I had an idea for it. She asked, 'Oh, like *13th*?' And I said, 'No, not a documentary.' And she asked, 'Oh, like *Crash*, with different stories put together?' And I said, 'Kind of, but no – I think there needs to be a main character that takes us through all these parts in history, and my idea is that that character would be you – that the film is about you researching and writing the book, gathering

evidence about these historical arcs that we don't know are connected yet—racism in America, the Nazis in Germany, and the caste system in India.' She agreed to that idea."

DuVernay approached Netflix to acquire the rights to *Caste*. "I had a relationship with them because of *13<sup>th</sup>*, *When They See Us*, and *Colin in Black and White*, and I told them I wanted this to be my next film. They said, 'let's do it,' and bought the rights," said DuVernay. "So we went ahead, I wrote the script, and they were excited about it. But in early 2022 Netflix wanted to move our project into 2025. I wanted to get started on the film—not delay the process. Netflix agreed to let me secure the rights. And so there we were—needing to raise the money to both buy the rights back and take the film into production."

## A New Film Financing Model: Investors and Grantors

### *The Idea*

"The more I thought about the challenge in front of us, the more excited I became about *Origin* being a vehicle for connecting philanthropy and social impact in a way in which the metric for success isn't purely box-office grosses, but something more propulsive and culture shifting" said DuVernay. "Yes, we want everyone who contributed to the film to benefit financially, but there are ways to do that which can also focus on the film's social impact."

DuVernay and Jones turned to Array Alliance's Miller, who had a wealth of experience with philanthropy, for help. "I knew many foundations have put small money into documentaries," said DuVernay. "So Tilane and I asked Regina, 'Why do they not put that money into narrative films? If their mission is to affect change, would narrative films not be a great way to do so?'" "We did not know whether this was something we could even take to a funder," noted Jones. "We knew this had not been done on the scale we were aiming for, but we felt that this could be an opportunity to break new ground." She added: "It was about *Origin*, but also about wider goals—about taking the stranglehold off of artists like Ava who are otherwise reliant upon a studio greenlighting their ideas, especially ideas that could have a real social and cultural impact."

Miller embraced the challenge. "Everything we do at Array Alliance is rooted in being a change agent. This was an extension of that," she said. Her partner Erika Weingarten Cupples, senior advancement advisor at Array Alliance, agreed: "*Origin* gave us an unprecedented opportunity to embed mission and social impact into every element of how a feature film is created and consumed."

The team set a goal of raising approximately \$40 million. The plan for Array itself was to put in at least \$5 million from its own funds. "The way I interpreted the challenge we faced in June of 2022 was, 'Can we raise \$35-something million dollars in a month or two, without this exploration becoming public knowledge?'" recalled Miller. "Normally, philanthropy operates on a very different timeline, given how the kind of foundations we had in mind function—something like this is more likely to take six months to a year. It was a whirlwind putting everything together."

The film's estimated production budget of \$38 million (see **Exhibit 6** for a breakdown) was significantly higher than that of DuVernay's *Selma* and a set of films the Array team perceived to be comparable to *Origin* in some respects (see **Exhibit 7** for an overview).

### *Signing Up Funders*

The first person DuVernay reached out to was Darren Walker, the president of the Ford Foundation, an organization with an estimated \$16 billion endowment and a stated mission to reduce poverty and injustice, strengthen democratic values, promote international cooperation, and advance human achievement.<sup>13</sup> "We had an existing relationship with the Ford Foundation," said Miller. "Darren had first heard Ava speak about *13<sup>th</sup>* and had asked for a meeting with her, in which he expressed that he was keen to support her work going forward. He gave a capacity-building grant that allowed us to start Array Alliance in 2018." "Darren likes to take big swings," DuVernay said. "I told him I had this

big idea but didn't quite know how to make it happen. He got it right away, and said, 'I'm going to put you in touch with our business and finance people, and I'll ask them to really engage with you on this, to see if there's a path to make this happen.' And Roy Swan [the head of the Ford Foundation's mission investments team] and his team stepped up to the plate in a way that exceeded our ask." The Ford Foundation committed to making a multi-million-dollar investment in *Origin*. "Ford is a leader in this space, and when they do this, you can expect others to follow. That is why I am deeply indebted to them," said DuVernay.

"Darren has fostered the sentiment in all of us that we should never underestimate the ability of an individual to bring about massive change," said Swan. "He has a history of picking people who can bring about major change, and Ava is one of those people – from our first conversation, we've all been captivated by her story, her passion, her compassion, and her determination to figure out a way to bring more power to the narratives that she wanted to tell." "We have a grants program for films, but it was set up for documentary films – we'd never invested in a commercial, for-profit film through our impact-investment strategy," noted Christine Looney, the Ford Foundation's deputy director of mission investments. She added: "But when Ava came to us with this idea, we felt that the power of it came not just in backing Ava, but also in trying to put forward a model that gives control and power to artists like Ava."

Emerson Collective, a philanthropy and venture-capital organization founded by Laurene Powell Jobs, was the second donor to come on board, with a multi-million-dollar commitment. "We have been following the work of Array Alliance since 2018," explained Jennifer Arceneaux, senior director, culture council, at Emerson Collective. "When this film project came through, we realized it was another inflection point in Array's development. We evaluated the project from a variety of angles – cultural impact, creative, and commercial." Scott Bromley of Emerson's investing team added: "For the most part, we are not in the business of financing films on a one-off basis. But *Origin* made sense for us because of our relationship with Array, our belief in Ava as a filmmaker, the importance of the material, and because of how we see the film industry evolving. On one hand, the last ten years have seen this enormous growth in terms of outlets and support for filmmakers, including for Ava herself. But at the same time, many terrific films are getting lost in the shuffle of the bigger streamers. We love the boldness of saying, 'I can take this ambitious, complex, multi-million-dollar, multi-location drama, and do it independently, outside of the ecosystem.' It has the potential to help reshape how filmmakers interact with financing and distribution."

Pivotal Ventures, founded by Melinda French Gates, joined next. "Our founder is committed to expanding women's power and influence. Media and entertainment is a key sector in this effort as the stories it tells shapes what we believe about ourselves and each other. Ava and Array understand that having more women and people of color in front of the camera, behind the camera, and in other key positions will result in stories that resonate with a broader swath of people," said Nicole Bates, Pivotal's director of strategic partnerships and initiatives. "We had already invested in Array and saw the impact of efforts like Array Crew, and so in addition to believing this is a story that needed to be told, when they described the vision and model that *Origin* would test, even though investing in a film would be new to us, we took a collective leap of faith as funders."

Array further signed up several individual donors. The National Basketball Association (NBA) star Chris Paul was among them. Paul had his own production company, Ohh Dip!!! Productions. "We're in the entertainment space and so projects come across our desk all the time, but we're always looking for stories that are more than just entertainment," he said. Paul had donated to the development of Array's campus several years ago, but this was the first time he would invest in a film. "*Origin* has the ability to impact so many people, and after talking about it with my team and with Ava and her team, and learning more about her vision for the project, it was a no-brainer to become an investor," he explained, adding: "It's because it's Ava. Knowing her, her commitment, and her body of work – what she has done with *13th* and *When They See Us*... I have invested in quite a few other companies, and over time, you learn that you don't just invest in an idea, but you also invest in a person."



All in all, aside from Array itself, fifteen funders brought in the required budget (see **Exhibit 8** for a list). "This fits how we have built Array Alliance," said Weingarten Cupples. "We don't have thousands of grassroots donors. We have a small but mighty group of people that are deeply invested in the work that we do and are able to provide six-, seven-, eight-figure commitments over the long-term. Narrative change work is a marathon, not a sprint. We seek partners that are with us for the duration."

### *Contractual Agreements with the Funders*

Funders could elect to serve as grantors or investors, or both. The Ford Foundation chose to become an investor, explained Swan: "We strongly believed in the commercial potential of the opportunity." Pivotal opted for a grant. "For us, this was less about possibly making our money back. In philanthropy, we are meant to take risks, catalyze, and fill gaps," said Bates. Emerson Collective chose to do both, said Arceneaux: "We wanted to support the film and Ava at an impactful level, and to contribute using all of our tools here." "Overall, the split is about even," Weingarten Cupples noted. "Around half of our funding comes from investors, and half from philanthropic grantors."

The difference was meaningful given the contractual agreements with funders that Array, in collaboration with the funders, developed for *Origin* (see **Exhibit 9** for some key terms). "Grantors anticipate the return on their investment to be measured in the social good created through the project, with no monetary repayment to them. Conversely, investors anticipate a monetary return on their capital investment, in addition to social benefit," said Miller. DuVernay agreed to work as a writer, producer, and director of the film for the minimum amount of compensation allowed by the respective Hollywood guilds—a fraction of the compensation originally proposed by Netflix—and defer any further compensation until investors were repaid.

Once revenues from the film would come in, the various stakeholders would be paid in a certain order (referred to as the 'waterfall'). After the recoupment of distribution and marketing fees and expenses known as 'prints and advertising' (or 'P&A'), investors, including Array, would be repaid their investment plus a percentage of the profit. Grantors received no monetary repayment. After fee deductions, P&A, and investor returns, the waterfall also accounted for creative team deferrals. Any remaining revenues flowed back to the copyright holder.

"The opportunity to recover some of the investment does of course help de-risk the decision to come on board," noted Chevenee Reavis, philanthropic advisor for the Anne Wojcicki Foundation. "But we also have to keep in mind that philanthropic investments are meant to take financial risk and at the end of the day, our number one goal is to enable and empower a person like Ava to create the narrative change we need."

DuVernay had indicated that Array would use any proceeds it received from *Origin* for other charitable purposes in the future. "For many of our grantors, the idea that grants come back to Array to re-invest as a kind of 'philanthropic virtuous cycle' is very exciting," noted Miller. Bates agreed: "The idea that this can become a self-sustaining model is part of what motivated us to join as funders."

The necessary commitments were in within a couple of months of DuVernay and her team first reaching out to funders, allowing the team to start filming the movie in the fall of 2022. Throughout the process, Array's executives kept the funders informed about their progress. "We have fallen into a rhythm with monthly updates, and feel we have direct lines of communication if we have questions along the way," said Arceneaux. DuVernay herself had shared a select few images from the film shoot with the funders in a video meeting on the morning of January 2, 2023. "She is a powerful storyteller, and so that really landed with us," remembered Bates.

Bromley said: "It's been a collective effort. The working team includes the filmmakers, producers, non-profit lawyers, entertainment lawyers, for-profit and non-profit investors... everyone has been working in concert get their heads around how we structure this project and make it happen. We have all stepped outside of our comfort zone in getting to that place, and it has been so energizing."

## The Way Forward: Disrupting Hollywood?

### *The Film Takes Shape*

By February 2023, filming was well underway. “In Hollywood, making a movie comes in four phases: development, pre-production, principal photography, and post-production. As a former publicist, I believe marketing should be seen as the fifth phase, but most people in Hollywood count it as four phases,” said DuVernay. “For *Origin*, development covers the two years I spent researching and developing the script. Pre-production is everything we did to be ready to film—finding the cast and crew, working on costumes, designing and constructing the sets, figuring out the locations, cinematography, lights... all that good stuff. We started those activities last summer, as soon as we knew we could move ahead with the film. We are now in the third phase, that of principal photography. All filming takes place in three locations: 33 days in Savannah, three in Berlin, and three in New Delhi. We’re scheduled to wrap at the end of February.”

Aunjanue Ellis, most recently an Academy Award nominee for her role in *King Richard* (in which she played the mother of tennis stars Venus and Serena Williams), was cast in the lead role of Isabel Wilkerson. It marked her first-ever lead role in a major film.

DuVernay continued: “The film spans over 400 years. Our first day of shooting involved a scene set in Nazi Germany, all shot in Savannah, that shows the ways in which the atrocities were normalized back then—we see people coming out of their cars, seeing the ash descend from the sky and, knowing that those were the remains of human beings, wipe it off their windshields and go on with their days. We also see the moment when a German soldier refuses to heel when the Nazis come to his job; we learn in the film that it is because he is in love with a Jewish woman. Not necessarily the first thing you want to start with on day one, but we did it, and it really galvanized the crew. It put everyone in a frame of mind of understanding the importance of our work.”

### *An Experiment in Progress: On A Path to Success?*

DuVernay reflected on her experiences with *Origin* to date: “The fact that, at this point in my career, I was able to express and amplify the ideas and issues that are important to me is a rare and wonderful thing for a Black woman filmmaker. It is revolutionary to not continuously be in fear that I won’t have the support and resources to portray the stories and share the information, to not have to beg and bend to express myself. There is no precedent for this kind of work for Black woman directors outside of the studio system at this budget level with international scope. The experience of making *Origin* was one of freedom and an exuberant, forward moving energy that I have not found in Hollywood.”

“With *Origin*, we are also able to focus less on the things that sell in Hollywood: sex, action stunts, comedy—essentially all the things that this story does not call for. If you run a film like *Origin* through the system, it is going to get diluted, becoming less a fully realized artistic effort and more a kind of group think aimed at hedging bets. Like, ‘Yeah, you can leave this in, but can Brad Pitt make a cameo here?’” DuVernay gave an example: “Look at *12 Years a Slave*. It is probably one of the foremost films about the enslavement of Black people on this continent. And Brad Pitt literally has to show up at the end. That made it okay to make a movie about the enslavement of people—because you have Brad Pitt offering himself to get the film made. Now studio executives think, ‘Alright, we know how to sell it.’” She added: “I am not making a movie like that. I am making a movie about hard things and I want to make it with no compromises. This is no disrespect to anything anyone else has done. We all do what we have to do. But my proposition to the funders was simple: let me make a film about *Caste*, consider the work I have done in the past, and let me go do it. And they agreed with that proposition. It is such a left turn from the way we typically make movies in our industry. It’s a testament to the fortitude and faith of the funders.”

Pondering what would define success, DuVernay said: “For me it is, first and foremost, did we produce a good film? Not one that necessarily makes a lot of money, but one that expresses what we want to express and stirs awareness and empathy. That educates and enlightens. That shifts

sensibilities, catalyzes conversations, and moves minds. This is the goal. This is the intention. This is what the money bought. This is the reason why every funder became involved in this project."

### *Challenges Ahead?*

The path so far had not been without challenges. "Because we were the first to opt for this model for a film of this scale, we had to build everything from scratch," said Miller. "Whatever process or agreement makes sense for a grant might not make sense for an investment, and vice versa. It has all been worth it, but it has not been the most comfortable ride."

One issue was that the financing proved hard to finalize. "Grants have been much faster to move from initial conversation to closure, largely because the people we are speaking with are so used to providing philanthropic support. It has allowed us to work on a highly accelerated timeline," noted Weingarten Cupples. "But on the investment side, the learning curve has been much steeper. Our partners are not traditional film financiers; for many, this is the first film they have invested in. The process to move from verbal commitment to a fully executed contract has been more complicated." Miller agreed: "We initially invited them into a dream, and it took a considerable effort to work out the specifics."

Once all contracts were signed, managing the base of funders was an ongoing challenge. "This also stems from the fact that this is all new to everyone. We learned we need to educate them on the process of filmmaking, prepare them for the twists and turns that come with that process, and manage their expectations in general," said Paul Garnes. "One area in which we have had to rely on their understanding of the process was on the cash flow side," noted Miller. "It is one thing to have \$40 million in financing lined up, and it is another to have that cash available when you need it. When you're in principal photography, you can't tell a crew member, 'We'll pay you in a few weeks.' They rightly want to get paid for what they did that week. And you can't rent props on the promise that you'll pay for those later. We learned early during principal photography that we were headed for a cash crunch, and so we had to ask the funders to work with us to address that. That was not easy."

Other challenges were still on the horizon. The plan was to release the film in the fall of 2023, and the team would have to settle on a distribution strategy. "We could try to release the film through a major distributor or streamer, but maybe a film that was produced in such a unique way deserves an atypical distribution strategy as well," noted Garnes. What kind of marketing strategy would be most effective for the film also was yet to be seen. "We don't know to what extent the model will affect how we approach the marketing of the film," admitted Tobler. DuVernay, with her background in public relations, would play a leading role in devising the marketing strategy.

More generally, there were questions and challenges around DuVernay's idea to, as she put it, "build the whole company around the new model," if the experiment progressed as she hoped. "Navigating between charitable contributions and for-profit investments will require the team to be very nimble," expected Bromley, who was interested in "what such artist-led companies will come to look like over time." Arceneaux added: "And how would such a company and the films it produced stand up in the studio system moving forward?" The funders hoped that, as the Ford Foundation's Looney put it, this would "not be a 'one-and-done' model." Pivotal's Bates agreed: "Ava has a clear vision for how a studio based on this model could work, and for how such a studio could manage the entire process from developing ideas to bringing them into the marketplace. The question is how you scale this."

Lastly, in line with DuVernay's goals for the project, there was a hope among the team at Array and the funders that the model would lead the way for others. "Hopefully this opens doors for many other filmmakers from underrepresented groups—people who want to tell a story but who do not have any capital to do it," said Abeda Iqbal, impact investing fellow at the Ford Foundation. "It would be terrific to see dozens of films like this in the market." "This is all about disrupting Hollywood—the goal is to address the greater systemic issues faced by filmmakers who are people of color or women," noted DuVernay. Jones chimed in: "Anyone in Hollywood can tell you that the greenlight process is the

hardest part of our industry. No matter how great your idea is, no matter how many times you have proven yourself, unless you are George Lucas or Steven Spielberg, someone has to say 'yes' to you. How do we take that out of the hands of people whose priority is not about how they are going to be helping the world? How can we partner with philanthropists and other non-profits, and put some of that greenlight power in their hands?"

DuVernay added: "The question remains whether this is rare air only reserved for a certain kind of filmmaker, or whether more people can experience it. Can female filmmakers experience this? Can Black filmmakers experience this? Can filmmakers who are looking to make films that are not action-based experience this? That is what our exploration with *Origin* asks."

### Meanwhile, on the Set of *Origin*...

Back on *Origin*'s Savannah set, after DuVernay finished her last take of the elaborate sequence, she invited the funders in attendance to view the footage. She also encouraged them to look around. "You can tell we're doing this with an Array crew – it looks nothing like a typical Hollywood set. Take our grip," she said, referring to the female technician who operated the equipment supporting the camera. "She is a real unicorn – she might as well have a horn coming out of her head. It is so rare to see a woman grip."

"Most of us are not film experts, so we are also on a learning journey," said the Anne Wojcicki Foundation's Reavis. "It is amazing to see what goes on behind the scenes. We met for dinner last night, had the chance to hear Ava's perspective, and now today we are seeing a full day of her doing her work on set. She created such a warm and inviting vibe." Looney, who was there with Iqbal, agreed: "Seeing Ava at work, and seeing the book start to take life in the form of a movie, is incredibly exciting." In what seemed a full-circle moment since she was the first to recommend DuVernay read *Caste*, Winfrey (who happened to be in Savannah for another project) even stopped by to join the group on set for a few hours. "I had the chance to share with Oprah that we all invested in the project up front, without seeing the script," said Reavis. "She was really impressed we took the leap."

Was *Origin* on a path to success? And what challenges awaited the filmmaker and her team in the coming months, when their focus shifted from producing to distributing and marketing the film? More generally, were DuVernay and her team on the right path with their efforts to disrupt the traditional Hollywood studio system? Had Array found a compelling new way that could broaden not just DuVernay's freedom and scope of opportunities, but also those of other filmmakers?

**Exhibit 1a** The Film Industry: Key Statistics (2017-2022)

Metric	2017	2018	2019	2020	2021	2022
<b>Theatrical box-office grosses:</b>						
U.S. (in \$ billions)	11.1	11.9	11.4	2.3	4.6	7.5
Global (in \$ billions)	41.0	41.8	42.5	12.3	21.5	26.0
<b>Physical home/mobile entertainment grosses:</b>						
U.S. (in \$ billions)	6.8	5.8	4.7	3.5	2.8	--
Global (in \$ billions)	14.9	12.6	10.3	8.0	6.5	--
<b>Digital home/mobile entertainment grosses:</b>						
U.S. (in \$ billions)	14	17.4	20	26.5	29.5	--
Global (in \$ billions)	28.7	37.7	45.5	60.7	71.9	--
<b>Total films produced in the US:</b>	<b>812</b>	<b>808</b>	<b>814</b>	<b>443</b>	<b>943</b>	<b>--</b>
With a budget <\$1 million	263	232	213	102	247	--
With a \$1 million to \$15 million budget	387	405	423	240	470	--
With a budget >\$15 million	162	171	178	101	226	--
<b>Total films released in the US:</b>	<b>872</b>	<b>862</b>	<b>987</b>	<b>338</b>	<b>387</b>	<b>--</b>
New feature films	775	738	860	319	370	--
Re-releases	49	56	67	10	12	--
Non-feature films	48	68	60	9	5	--
<b>Number of wide<sup>a</sup> releases in the US</b>	<b>107</b>	<b>112</b>	<b>112</b>	<b>32</b>	<b>67</b>	<b>71</b>

Source: Adapted from Comscore's "2022 Year in Review, and the Motion Picture Association's "2021 Theme Report."

<sup>a</sup> A "wide release" is a movie released on more than 2,000 screens.

**Exhibit 1b** The Film Industry: Market Shares for Film Distributors in the U.S. in 2022

#	Distributor	Movies Distributed	U.S. Box-Office Grosses (\$)	U.S. Market Share
1	Universal	22	1,554,253,000	21%
2	Walt Disney	9	1,356,160,000	18%
3	Paramount Pictures	17	1,304,679,000	18%
4	Warner Bros.	10	934,689,000	13%
5	Sony Pictures	17	863,132,000	12%
6	20th Century Studios	7	565,641,000	8%
7	A24	13	113,591,000	2%
8	Focus Features	13	111,149,000	2%
9	United Artists	13	107,323,000	1%
10	Lionsgate	5	80,705,000	1%

Source: Adapted from The-Numbers.com.

**Exhibit 1c** The Film Industry: Highest-Grossing Movies in the U.S. in 2022

#	Movie	Distributor	Estimated Production Budget (\$000)	Release Date	U.S. Box-Office Grosses (\$000)	Global Box-Office Grosses (\$000)
1	<i>Top Gun: Maverick</i>	Paramount	170,000	5/26/22	718,733	1,472,070
2	<i>Black Panther: Wakanda ...</i>	Walt Disney	250,000	11/11/22	438,291	853,986
3	<i>Doctor Strange in the ...</i>	Walt Disney	200,000	5/5/22	411,332	952,225
4	<i>Avatar: The Way of Water</i>	20th Century	460,000	12/16/22	401,008	2,319,592
5	<i>Jurassic World: Dominion</i>	Universal	165,000	6/9/22	376,851	1,004,005
6	<i>Minions: The Rise of Gru</i>	Universal	80,000	6/30/22	369,695	940,655
7	<i>The Batman</i>	Warner Bros.	200,000	3/4/22	369,346	765,950
8	<i>Thor: Love and Thunder</i>	Walt Disney	250,000	7/7/22	343,257	760,928
9	<i>Spider-Man: No Way Home</i>	Sony	200,000	12/17/21	241,130	1,907,836
10	<i>Sonic the Hedgehog 2</i>	Paramount	90,000	4/7/22	190,873	405,422
...						
21	<i>DC League of Super-Pets</i>	Warner Bros.	90,000	7/29/22	93,657	203,891
22	<i>Where the Crawdads Sing</i>	Sony	24,000	7/15/22	90,230	136,539
23	<i>The Black Phone</i>	Universal	18,000	6/24/22	90,123	161,441
24	<i>Sing 2</i>	Universal	85,000	12/22/21	86,307	404,534
25	<i>Scream</i>	Paramount	24,000	1/14/22	81,641	138,874
26	<i>Morbius</i>	Columbia	75,000	4/1/22	73,865	162,759
27	<i>Everything Everywhere All ...</i>	A24	25,000	3/25/22	70,009	111,419
28	<i>Ticket to Paradise</i>	Universal	60,000	10/21/22	68,229	172,416
29	<i>The Woman King</i>	TriStar	50,000	9/16/22	67,178	94,374
30	<i>Halloween Ends</i>	Universal	20,000	10/14/22	64,080	105,401
...						
41	<i>Strange World</i>	Walt Disney	135,000	11/23/22	36,993	69,580
42	<i>The Menu</i>	Searchlight	30,000	11/18/22	36,159	73,040
43	<i>Jujutsu Kaisen 0</i>	Crunchyroll	--	3/18/22	33,920	196,309
44	<i>The Northman</i>	Focus Feat.	70,000	4/22/22	34,233	69,466
45	<i>The Bob's Burgers Movie</i>	20th Century	38,000	5/27/22	31,934	34,079
46	<i>Beast</i>	Universal	36,000	8/19/22	31,847	59,168
47	<i>The Invitation</i>	Sony	10,000	8/26/22	25,101	33,689
48	<i>Ambulance</i>	Universal	40,000	4/8/22	22,781	52,178
49	<i>Marry Me</i>	Universal	23,000	2/11/22	22,438	48,775
50	<i>The King's Man</i>	20th Century	100,000	12/22/21	20,918	121,125
...						
61	<i>American Underdog: The ...</i>	Lionsgate	--	1/7/22	26,515	26,515
62	<i>Glass Onion</i>	Netflix	40,000	1/7/22	13,280	13,280
63	<i>Whitney Houston: I Wanna ...</i>	TriStar	45,000	12/23/22	13,257	59,385
64	<i>Easter Sunday</i>	Universal	17,000	8/5/22	13,014	13,021
65	<i>One Piece Film: Red</i>	Crunchyroll	--	11/4/22	12,768	162,449
66	<i>The Fablemans</i>	Universal	40,000	11/23/22	12,112	42,281
67	<i>X</i>	A24	1,000	3/18/22	11,769	15,113
68	<i>Bros</i>	Universal	22,000	9/30/22	11,628	14,382
69	<i>Licorice Pizza</i>	Universal	40,000	9/30/22	10,935	32,904
70	<i>Terrifier 2</i>	Iconic	250	10/6/22	10,640	15,702

Source: Adapted from The-Numbers.com, BoxOfficeMojo.com.

**Exhibit 2a** Ava DuVernay: Filmography

Title	Year	Type	DuVernay's Role(s)
<i>Saturday Night Life</i>	2006	Short film	Director, Writer
<i>Compton in C Minor</i>	2007	Doc. short	Director, Producer
<i>This is the Life</i>	2008	Doc. film	Director, Writer, Producer
<i>TV One Night Only: ... Music Festival</i>	2010	Doc. series	Director, Writer
<i>My Mic Sounds Nice</i>	2010	Doc. series	Director, Exec. Producer
<i>I Will Follow</i>	2010	Feature film	Director, Writer, Producer
<i>Essence Presents; Faith in 2010</i>	2010	Doc. series	Director, Writer, Producer
<i>Grace</i>	2011	Short film	Writer
<i>Middle of Nowhere</i>	2012	Feature film	Director, Writer, Producer
<i>The Door</i>	2013	Short film	Director, Writer, Producer
<i>Say Yes</i>	2013	Short film	Director, Writer
<i>Scandal</i>	2013	TV episode	Director
<i>Hello Beautiful...: John Legend</i>	2013	Doc. series	Director
<i>Venus Vs.</i>	2013	Doc. series	Director, Writer
<i>Selma</i>	2014	Feature film	Director
<i>For Justice</i>	2015	TV film	Director
<i>August 28: A Day in the Life of a People</i>	2016	Doc. short	Director, Writer, Producer
<i>13th</i>	2016	Doc. film	Director, Writer, Producer
<i>Queen Sugar</i>	2016-22	TV series	Creator, Director, Writer, Exec. Producer
<i>A Wrinkle in Time</i>	2018	Feature film	Director
<i>The Red Line</i>	2019	TV series	Exec. Producer
<i>When They See Us</i>	2019	TV series	Creator, Director, Writer, Exec. Producer
<i>Cherish the Day</i>	2020-22	TV series	Creator, Writer, Exec. Producer
<i>POV</i>	2020	TV series	Exec. Producer
<i>The White Tiger</i>	2021	Feature film	Exec. Producer
<i>Home Sweet Home</i>	2021	TV series	Creator, Exec. Producer
<i>Colin in Black and White</i>	2021	TV episode	Creator, Director, Writer, Exec. Producer
<i>One Perfect Shot</i>	2022	TV series	Writer
<i>Naomi</i>	2022	TV series	Creator, Writer, Exec. Producer
<i>DMZ</i>	2022	TV episode	Director, Exec. Producer
<i>The Queen</i>	2023	TV series	Creator, Writer

Source: Adapted from Array, IMDB.com.

**Exhibit 2b** Ava DuVernay: Selected Awards and Nominations

Year	Award/Recognition
2012	<b>Sundance Festival Award for Directing (Won)</b> , Grand Jury Prize (Nominated) for <i>Middle of Nowhere</i> . NAACP Image Award for Outstanding Independent Motion Picture (Nominated) for <i>Middle of Nowhere</i> .
2014	NAACP Image Award for Outstanding Director (Nominated) for <i>Selma</i> . Critic's Choice Movie Award for Best Director (Nominated) for <i>Selma</i> . Golden Globe Award for Best Director (Nominated) for <i>Selma</i> .
2016	Academy Award for Best Documentary Feature (Nominated) for <i>13th</i> . <b>Primetime Emmy Award for Outstanding Documentary or Nonfiction Special (Won)</b> for <i>13th</i> . <b>Primetime Emmy Award for Outstanding Writing for Nonfiction Programming (Won)</b> <i>13th</i> . Primetime Emmy Award for Outstanding Directing for Nonfiction Programming (Nominated) for <i>13th</i> . <b>Critic's Choice Documentary Award for Best Director TV / Streaming (Won)</b> for <i>13th</i> . Grammy Award for Best Compilation Soundtrack for Visual Media (Nominated) for <i>13th</i> .
2017	<b>Received the Smithsonian Magazine's American Ingenuity Award for Visual Arts.</b>
2018	<b>Entertainer of the Year at the 49th NAACP Image Awards.</b>
2020	Primetime Emmy Award for Outstanding Limited Series (Nominated) for <i>When They See Us</i> . Primetime Emmy Award for Outstanding Directing for a Limited Series, Movie, or Dramatic Special (Nominated) for <i>When They See Us</i> . Primetime Emmy Award for Outstanding Writing for a Limited Series, Movie, Or Dramatic Special (Nominated) for <i>When They See Us</i> . Directors Guild of America Award for Outstanding Directing for a Miniseries or TV Film (Nominated) for <i>When They See Us</i> . Producers Guild of America Award for Outstanding Producer of Limited Series TV (Nominated) for <i>When They See Us</i> . <b>Peabody Institutional Award</b> for Array, recognizing its "enduring body of work" and iconic impact on both the media landscape and the public imagination."

Source: Adapted from Array, IMDB.com.



**Exhibit 3a** Array: Examples of Feature Films Released

Title / Director / Year	Short Description
<b><i>The Burial of Kojo</i></b> Samuel "Blitz" Bazawule 2018	Through a magical realist lens, the film follows the story of Esi, as she recounts her childhood and the tumultuous relationship between her father, Kojo and her uncle, Kwabena. The film chronicles the tale of two brothers through the gifted eyes of a young girl who transports the audience to the beautiful lands of Ghana and other worlds that exist between life and death. Born from a newspaper article and a Kickstarter campaign, Bazawule skillfully captures the beauty of a family, even when the circumstances aren't beautiful, in an essential human story of courage and survival.  <i>A 2019 Pan African Film Festival (PAFF) Official Selection and 2018 Urbanworld Film Festival Best Narrative Feature Winner.</i>
<b><i>Jezebel</i></b> Numa Perrier 2019	The film follows 19-year-old Tiffany (Tiffany Tenille) as she navigates her dying mother's financial struggles. Working as an Internet fetish cam girl in the '90s, she uses her fantasy world as an escape from her real-life circumstances.  <i>A 2019 American Black Film Festival Best Director and Best Feature Film Winner and 2019 SXSW Visions Award Nominee.</i>
<b><i>Funny Boy</i></b> Deepa Mehta 2020	Based on a novel by Shyam Selvadurai, the film follows Arjie, a young man coming of age amid sweeping political strife in Sri Lanka of the 70's and 80's. Arjie loves dressing up like a bride for pretend wedding ceremonies with his girl cousins, and cannot understand why they call him "funny." When his free-spirited aunt Radha returns home, the two develop an unbreakable bond. As Arjie, Radha, and their entire family's lives are irrevocably impacted by simmering tensions in their country that erupt into civil war, a story about love, identity, and freedom unfolds.  <i>A 2021 Canadian Screen Awards Achievement in Direction and Adapted Screenplay Winner.</i>
<b><i>Residue</i></b> Merami Gerima 2020	<i>Residue</i> follows aspiring filmmaker Jay (Obinna Nwachukwu) returning to his childhood Washington, DC, neighborhood that has been gentrified beyond recognition. Dealing with alienation from his friends, troubled by the disappearance of his best friend, and unsure of his place in this new community, Jay confronts issues of identity, gentrification, and loss.  <i>A 2021 Film Independent Spirit John Cassavetes Award Winner.</i>
<b><i>Frybread Face and Me</i></b> Billy Luther 2023	The film follows two adolescent Navajo cousins from different worlds as they bond during a summer on their grandmother's Arizona ranch, learning more about their family's past and about themselves.  <i>A 2023 Urbanworld Film Festival Best Narrative Feature Winner and 2023 Mill Valley Film Festival Family Audience Award Winner.</i>

Source: Array.

**Exhibit 3b** Array: Feature Films and Television Series Produced

Title / Year	Short Description
<b><i>Selma</i></b> 2014	<p>This film chronicles Dr. Martin Luther King, Jr.'s campaign to secure equal voting rights via an epic march from Selma to Montgomery, Alabama, in 1965.</p> <p>Directed by Ava DuVernay.</p>
<b><i>13<sup>th</sup></i></b> 2016	<p>Scholars, activists and politicians analyze the criminalization of African Americans and the U.S. prison boom in this documentary.</p> <p>Directed by Ava DuVernay   Screenplay by Spencer Averick and Ava DuVernay   Produced by Spencer Averick, Howard Barish, and Ava DuVernay.</p>
<b><i>Queen Sugar</i></b> 2016 - Present	<p>In this television series, three siblings move to Louisiana to claim an inheritance from their recently departed father – an 800-acre sugarcane farm.</p> <p>Created by Ava DuVernay.</p>
<b><i>A Wrinkle in Time</i></b> 2018	<p>In this film, after the disappearance of Meg Murry's scientist father, three celestials journey to earth to help Meg search for him. Traveling via a wrinkling of time and space, they are transported to worlds beyond their imagination, where they are confronted by an evil force. To make it home, Meg must face the darkness within herself and find the strength to defeat the darkness enveloping the universe.</p> <p>Directed by Ava DuVernay.</p>
<b><i>When They See Us</i></b> 2019	<p>In this mini-series based on a true story, five teens from Harlem become trapped in a nightmare when they falsely accused of a brutal attack in Central Park.</p> <p>Created, written, directed, and produced by Ava DuVernay.</p>
<b><i>Colin In Black &amp; White</i></b> 2021	<p>NFL quarterback Colin Kaepernick narrates this drama series that recounts his formative years navigating race, class and culture while aspiring for greatness.</p> <p>Created by Ava DuVernay and Colin Kaepernick.</p>
<b><i>The White Tiger</i></b> 2021	<p>In this film based on the <i>New York Times</i> best-selling book, an ambitious Indian driver uses his wit and cunning to escape from poverty and rise to the top.</p> <p>Directed by Ramin Bahrani   Executive produced by Chopra Jonas, Prem Akkaraju, and Ava DuVernay.</p>
<b><i>One Perfect Shot</i></b> 2022	<p>Acclaimed directors pull back the curtain on their most iconic shots. They enter each shot, walking through the scene in 360-degree moments that allow viewers to join an immersive exploration of moviemaking, and they share their obstacles, challenges, lessons and triumphs as they detail the road to their one perfect shot.</p> <p>Executive produced by Ava DuVernay, Paul Ganes, Bruce Robertson, Neil Miller, and Sonia Slutsky.</p>

Source: Array.

**Exhibit 4** Array: Select Impressions of Array's Campus



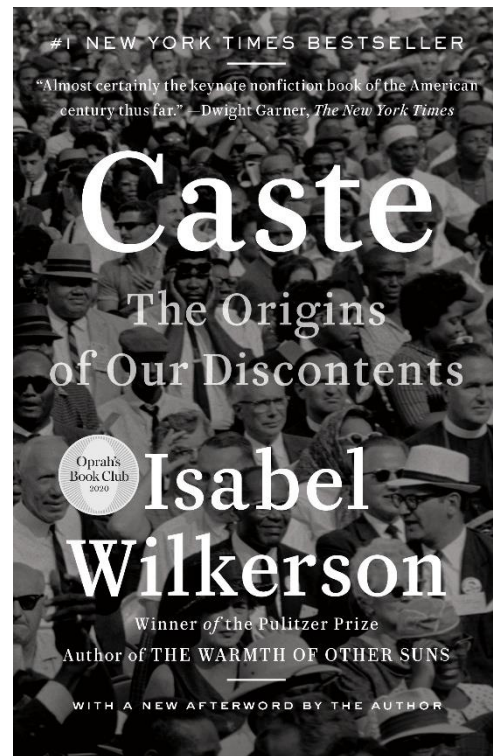
Source: Array.

## Exhibit 5 Brief Description of *Caste: The Origins of Our Discontents*

*"As we go about our daily lives, caste is the wordless usher in a darkened theater, flashlight cast down in the aisles, guiding us to our assigned seats for a performance. The hierarchy of caste is not about feelings or morality. It is about power—which groups have it and which do not."*

In this brilliant book, Isabel Wilkerson gives us a masterful portrait of an unseen phenomenon in America as she explores, through an immersive, deeply researched, and beautifully written narrative and stories about real people, how America today and throughout its history has been shaped by a hidden caste system, a rigid hierarchy of human rankings.

Beyond race, class, or other factors, there is a powerful caste system that influences people's lives and behavior and the nation's fate. Linking the caste systems of America, India, and Nazi Germany, Wilkerson explores eight pillars that underlie caste systems across civilizations, including divine will, bloodlines, and stigma. Using riveting stories about people—including Martin Luther King, Jr., baseball's Satchel Paige, a single father and his toddler son, Wilkerson herself, and many others—she shows the ways that the insidious undertow of caste is experienced every day. She documents how the Nazis studied the racial systems in America to plan their outcasting of the Jews; she discusses why the cruel logic of caste requires that there be a bottom rung for those in the middle to measure themselves against; she writes about the surprising health costs of caste, in depression and life expectancy, and the effects of this hierarchy on our culture and politics. Finally, she points forward to ways America can move beyond the artificial and destructive separations of human divisions, toward hope in our common humanity.



Original and revealing, *Caste: The Origins of Our Discontents* is an eye-opening story of people and history, and a reexamination of what lies under the surface of ordinary lives and of American life today.

*"An instant American classic and almost certainly the keynote nonfiction book of the American century thus far."*—Dwight Garner, *The New York Times*.

Source: Adapted from Amazon, Penguin Random House.

**Exhibit 6** *Origin: Production Budget*

Item	Amount	Item	Amount
<b>Above-the-line costs:</b>			
Script		<b>Incentives:</b>	
Producers' unit		VFX incentive	
Direction		Georgia incentive	
Cast		Hawaii credit	
Atlanta travel and living		<b>Total incentives</b>	<b>8,081,077</b>
<b>Total above-the-line costs</b>	<b>4,394,413</b>		
<b>Below-the-line costs:</b>		<b>Grand total:</b>	
Production staff		<b>Above-the-line costs</b>	<b>4,394,413</b>
Extras		<b>Below-the-line costs</b>	<b>38,332,443</b>
Set design		<b>Incentives</b>	<b>-8,081,077</b>
Set construction		<b>Net total</b>	<b>34,645,778</b>
Set dressing			
Property			
Picture vehicles/animals			
Wardrobe			
Make-up and hair			
Set operations			
Electrical			
Camera			
Production sound			
Special effects			
Location expenses			
Aerial unit			
Transportation			
Stage & office rentals			
Production video			
Travel & living			
Tests			
Berlin unit			
India unit			
<b>Total production costs</b>	<b>29,962,249</b>		
Editorial			
Post-production sound			
Stock footage			
Optical and titles			
Image, sound mastering and deliverables			
Facilities, equipment, and media management			
Music			
Visual effects			
<b>Total post-production costs</b>	<b>3,387,367</b>		
<b>Total below-the-line costs</b>	<b>38,332,443</b>		

Source: Array

<sup>a</sup> The budget assumes a shoot that starts on December 12, 2022, and ends on February 28, 2023, and involves 33 days in Savannah, 3 days in Berlin, and 3 days in Delhi, India, as well as a 25-week post-production period.

**Exhibit 7** *Origin: Selected Comparable Films and Their Box-Office Performance*

<b>Title</b>	<b>U.S. Release Date</b>	<b>Estimated Budget (\$)</b>	<b>U.S. Box Office Grosses (\$)</b>	<b>Worldwide Box Office Grosses (\$)</b>	<b>Estimated U.S. Video Revenues (\$)</b>
<i>The Help</i>	Aug 10, 2011	25,000,000	170,000,000	213,000,000	123,000,000
<i>Fruitvale Station</i>	Jul 12, 2013	900,000	16,000,000	18,000,000	6,000,000
<i>12 Years A Slave</i>	Oct 18, 2013	20,000,000	57,000,000	181,000,000	25,000,000
<i>Selma</i>	Jan 9, 2015	20,000,000	52,000,000	67,000,000	8,000,000
<i>Moonlight</i>	Oct 2, 2016	1,500,000	28,000,000	65,000,000	3,000,000
<i>Hidden Figures</i>	Dec 25, 2016	25,000,000	170,000,000	232,000,000	32,000,000
<i>I Am Not Your Negro</i>	Feb 3, 2017	1,000,000	7,000,000	10,000,000	3,000,000
<i>Get Out</i>	Feb 24, 2017	5,000,000	176,000,000	252,000,000	14,000,000
<i>RBG</i>	May 4, 2018	14,000,000	14,000,000	15,000,000	1,000,000
<i>Blackkkklansman</i>	Aug 10, 2018	15,000,000	49,000,000	93,000,000	7,000,000
<i>The Hate U Give</i>	Oct 5, 2018	23,000,000	30,000,000	35,000,000	5,000,000
<i>If Beale Street Could Talk</i>	Dec 14, 2018	12,000,000	15,000,000	21,000,000	2,000,000
<i>Just Mercy</i>	Dec 25, 2019	25,000,000	36,000,000	14,000,000	5,000,000
<i>Judas and the Black Messiah</i>	Feb 12, 2021	26,000,000	5,000,000	2,000,000	1,000,000

Source: Array.

**Exhibit 8** *Origin: Investors and Grantors*

Investor or Grantor <sup>a</sup>	Description
Array	
Anne Wojcicki Foundation	The non-profit foundation of 23andMe's co-founder and chief executive officer.
Chris and Jada Paul	The NBA star and his wife.
Ford Foundation	A non-profit foundation created in the 1930s by Edsel Ford and his father Henry Ford, the business magnate.
Victoria and Malcolm Brogdon	The NBA star and his wife.
Emerson Collective	An organization founded and led by Laurene Powell Jobs that engages in philanthropy, impact investing, and advocacy.
Agnes Gund	A philanthropist and arts patron, president emerita of the Museum of Modern Art.
City National Bank	A subsidiary of the Royal Bank of Canada, headquartered in Los Angeles.
Julia Lourie	A member of the Array board of directors.
Kimberly Steward and Steward Family Foundation	A foundation started by the IT mogul David Steward and his wife; their daughter Kimberly is a film producer.
MacArthur Foundation	A foundation started by the insurance magnate John D. MacArthur and his wife that is involved in grantmaking and impact investing.
Pivotal Ventures	A company founded and led by philanthropist Melinda French Gates that engages in impact investing, partnerships, and advocacy.
Pop Culture Collaborative	A project of Rockefeller Philanthropy Advisors, the collaborative is a coalition of philanthropic partners that distributes grants.
Robert Wood Johnson Foundation	The foundation started by one of the three brothers who founded the multinational company Johnson & Johnson.
Yvonne Huff Lee and Jason Delane Lee	The co-founders of Lagralane Group, actors, and philanthropists.

Source: Array.

<sup>a</sup> The Anne Wojcicki Foundation, Emerson Collective, Ford Foundation, and Pivotal Ventures also provided grants for “prints and advertising,” Hollywood’s term for the costs of distribution and marketing; Chris and Jada Paul and Victoria and Malcolm Brogdon also provided grants for educational support.



**Exhibit 9** *Origin*: Key Terms in the Contractual Agreements with Investors and Grantors

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Company	Array establishes a special purpose limited liability company to manage the production, distribution, marketing and social impact campaign for the film <i>Origin</i> .
Investment	The Company plans to raise approximately \$40 million ('the investment') through equity investments from investors ('investors') and grants or other charitable contributions from donors ('grantors'), together referred to as 'funders.'
Conditions	<p>Before investment capital providers are asked to disburse the investments:</p> <p>(a) the company will have secured an agreement with Netflix to purchase the intellectual property rights to adapt the book <i>Caste: The Origins of Our Discontents</i> into a film, and will provide assurance that it owns all relevant intellectual property, production, and other necessary rights;</p> <p>(b) the company will have secured approximately \$40 million in commitments from funders.</p> <p>The company is allowed to spend approximately \$2.5 million on critical upfront activities, including purchasing the intellectual property rights from Netflix.</p>
Use of the Investment	The approximately \$40 million investment will be used for the development, production, distribution, and marketing of the film, including salaries, production costs and costs of rights acquisition, as well as for educational materials, marketing and programs associated with the social impact campaign for the film.
Distributions	Net cash proceeds from the investment will be distributed to funders in a certain order. Investors will be repaid their investment plus a percentage of the profit. Certain creative team members will receive deferments. Any remaining revenues flow back to the copyright holder.
Overages	If the company incurs production overages or other non-budgeted items (such as unforeseen delivery or marketing costs) in excess of the budget for production, distribution and marketing of the film, then the company will immediately notify and provide investment capital providers with a remediation plan. Any additional Investment required to cover overages will be subject to investment capital providers' consent.
Intellectual Property	The company will be the owner of the copyright of the film, all ancillary rights, and all associated intellectual property.

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Source: Array.



## Endnotes

<sup>1</sup> Connor Murray, "'Sound Of Freedom' Outgrosses Big-Budget Films 'Fast X,' 'Elemental' At Domestic Box Office," *Forbes*, August 1, 2023.

<sup>2</sup> Bethy Squires, "A24 Looking to Expand Into Action and 'Big IP,'" *Vulture*, October 11, 2023. Ann Lee, "Why Everything Everywhere All at Once Should Win the Best Picture Oscar," *The Guardian*, February 27, 2023.

<sup>3</sup> Brooks Barnes, "The Little Movie Studio that Could," *The New York Times*, March 3, 2018

<sup>4</sup> Jaclyn Diaz, "What the Amazon-MGM deal means for the streaming business," *NPR*, March 17, 2022.

<sup>5</sup> Jessie Whittok, "Amazon MGM Studios Distribution To Launch At LA Screenings," *Deadline*, May 8 2023.

<sup>6</sup> Lucas Shaw, "Amazon Plans to Invest \$1B a Year in Movies for Theatres," *Bloomberg*, November 23, 2022.

<sup>7</sup> Schuyler Moore, "Film Financing With Debt And Tax Credits," *Forbes*, February 16, 2019; Schuyler Moore, "Film Financing in a VOD World," *Forbes*, April 2022, 2022.

<sup>8</sup> Pamela McClintock, "Studios Eye 2022 Theatrical Slates: 'Windowing Is Getting Very Tricky,'" *The Hollywood Reporter*, December 15, 2021.

<sup>9</sup> Herman Wilkins, "The Ultimate Film Grants List for Every Filmmaker," *Studiobinder*, February 5, 2023; "Grants & Awards," *FilmIndependent.org*.

<sup>10</sup> Kathryn McCawley, "Producer's Guide to Securing Film Grants," *Wrapbook*, June 15, 2023.

<sup>11</sup> "About Us," *Participant.com*.

<sup>12</sup> Celia L. Smith, "Ava DuVernay wins Independent Spirit Award for 'Middle of Nowhere,'" *Essence*, October 28, 2020.

<sup>13</sup> *FordFoundation.org*.