



# ***College Field House Concert Tour***<sup>™</sup> **Investment Memorandum**

## **Non-Public Offer**

This Investment Memorandum has been prepared for general information purposes and a prospective investor should conduct its own independent review, investigations, analysis and assessment of the information in this document. No audit or independent verification of this Investment Memorandum has been conducted and this Investment Memorandum does not have regard to the investment objectives, financial situation or particular needs of each person who may read or use the Information Memorandum. No representation or warranty, expressed or implied, is made as to the accuracy, content, legality, reliability, completeness or correctness of the information in this Investment Memorandum or subsequently provided to the prospective investor or its advisors by or on behalf of the College Field House Concert Tour<sup>™</sup>, Rolling Sounds Tour, Inc., POC Media, Inc., or Pat O'Connor, nor as to the reasonableness of any assumption, estimates, projections, targets, forecasts or forward looking statement contained in the Investment Memorandum or otherwise made available.

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

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## 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*, an *entertainment agency*, or a large, *hybrid management company*, *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.

## PROPOSED FINANCING

*The College Field House Concert Tour™* is seeking a recoupable \$4,000,000. 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 defensible, 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 \$30 (in 2029), significantly lower than comparable ticket prices, and we plan to begin in 2023 at \$15.
  - 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 \$4,000,000 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 2029 EBITDA of \$13.7MM with a trajectory of continued growth.

## 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 since 1998 from \$1 Billion to more than \$6 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 2029, 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 [1,500-3,500 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*<sup>™</sup> 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 our partners and associates 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. PAT O'CONNOR: FOUNDER / 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 Sports Networks, Big Ten Network (BTN), Speedway Motorsports, Pac-12 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 and execution of branded mobile marketing, social media, and consumer activation platforms for companies that include Coca-Cola, Heinz, Nestle, Sunoco, Walmart, Bass Pro Shops, Universal Music Group, Sony, Wrangler, SMI, VF, Sheetz, and The Accor Hotel Group among others.

Pat has booked &/or produced more than 100 concerts & branded events for artists that include Taylor Swift, Ludacris, TobyMac, 3 Doors Down, Train, Sugarland, Robert Randolph and The Family Band, Big & Rich, MercyMe, 3OH!3, Rae Sremmurd, The Band Perry, Building 429, 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.

## F. FINANCIAL PLANS

### COLLEGE FIELD HOUSE CONCERT TOUR: PROJECTED ANNUAL TARGET P&L

P&L Per Year	Year #1	Year #2	Year #3	Year #4	Year #5	Year #6	Year #7	
<b>Revenue</b>								
<i>Sponsorship &amp; Naming Rights Revenue</i>	8,400,000	8,820,000	17,992,800	27,528,984	38,540,573	49,139,236	50,122,021	
<i>Ticketing Revenue</i>	840,000	1,155,000	2,747,027	5,782,966	12,298,440	18,789,283	22,547,140	
<i>Concessions &amp; Merchandise Revenue</i>	210,000	288,750	686,757	1,445,741	3,074,610	4,697,321	5,636,785	
<i>University Funding</i>	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	
<b>TOTAL INCOME (\$)</b>	<b>9,450,000</b>	<b>10,263,750</b>	<b>21,426,584</b>	<b>34,757,691</b>	<b>53,913,623</b>	<b>72,625,841</b>	<b>78,305,946</b>	
<b>Expenses</b>								
<i>Salaries</i>	1,059,000	1,215,150	1,477,523	1,758,758	2,086,629	2,453,000	2,745,099	
<i>Office &amp; Monthly Expenses</i>	108,000	172,200	198,030	227,735	261,895	301,179	331,297	
<i>Interest Payment on Loan</i>	227,103	197,861	166,816	133,855	98,862	61,710	22,267	
<i>Production Expenses</i>	6,464,810	6,828,107	15,273,418	25,546,479	40,130,523	51,169,895	51,169,895	
<i>Agency Sales Commissions</i>	1,680,000	1,764,000	3,598,560	5,505,797	7,708,116	9,827,847	10,024,404	
<i>Legal Outsourced Expenses</i>	6,000	6,900	7,935	9,125	10,494	12,068	13,275	
<i>Accounting Outsourced Expenses</i>	18,000	20,700	23,805	27,376	31,482	36,204	39,825	
<i>Insurance Expenses</i>	112,000	128,800	148,120	170,338	195,889	225,272	247,799	
	-	-	-	-	-	-	-	
<b>TOTAL EXPENSES (\$)</b>	<b>9,674,913</b>	<b>10,333,718</b>	<b>20,894,206</b>	<b>33,379,463</b>	<b>50,523,889</b>	<b>64,087,176</b>	<b>64,593,861</b>	
<b>NET INCOME (\$)</b>	<b>EBITDA (\$)</b>	<b>2,190</b>	<b>127,894</b>	<b>699,194</b>	<b>1,512,083</b>	<b>3,488,600</b>	<b>8,600,375</b>	<b>13,734,352</b>
<i>NET INCOME/GROSS INCOME (%)</i>	0.02%	1.25%	3.26%	4.35%	6.47%	11.84%	17.54%	
<i>NUMBER OF CONCERTS (FULL SEASON)</i>	42	42	84	126	168	210	210	

	Year #1	Year #2	Year #3	Year #4	Year #5	Year #6	Year #7
<b>PROJECTED BUSINESS VALUE AT MULTIPLE OF 10</b>	<b>1,246,867</b>	<b>2,327,836</b>	<b>8,276,100</b>	<b>17,191,806</b>	<b>39,010,455</b>	<b>95,388,357</b>	<b>155,206,196</b>

### COLLEGE FIELD HOUSE CONCERT TOUR: PROJECTED ASSETS

ASSETS	Year #1	Year #2	Year #3	Year #4	Year #5	Year #6	Year #7
<i>Cash On Hand</i>	3,500,109	3,034,658	2,888,509	3,217,347	4,746,687	9,423,257	17,262,367
<i>Equipment Value (Depreciated Over 7 Years)</i>	750,750	536,786	383,802	274,419	196,209	140,290	100,307
<i>Good Will (Owners' Estimate)</i>	500,000	500,000	500,000	500,000	500,000	500,000	500,000
<b>TOTAL ASSETS (\$)</b>	<b>4,750,859</b>	<b>4,071,444</b>	<b>3,772,311</b>	<b>3,991,766</b>	<b>5,442,896</b>	<b>10,063,546</b>	<b>17,862,674</b>

