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**STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS**

**TO: Creative Entertainment & Media, Inc.
Bidwell Tyler, CEO
4640 Admiralty Way, 5th Floor
Marina Del Rey, California 90292**

DESIST AND REFRAIN ORDER
(For violations of section 25110 of the Corporations Code)

The California Corporations Commissioner finds that:

1. At all relevant times, Bidwell Tyler (“Tyler”) was the Chief Executive Officer of Creative Entertainment & Media, Inc. (“CEM”), located at 4640 Admiralty Way, 5th Floor, Marina Del Rey, California 90292.

2. CEM and/or Tyler advertised investment opportunities, via general solicitation, on various websites including www.pandahi.com.

3. On or about August 23, 2011, Tyler offered CEM securities in the form of an investment contract that evidenced an investment in a film production project. Tyler stated that the investment would be used to develop, produce, distribute, and promote a feature film.

4. Tyler claimed that the investment returns would be a return of principle, plus fifty percent (50%) of principal, and five percent (5%) of the net revenue generated from any and all distribution.

5. These securities were offered or sold in this state in an issuer transaction. The Department of Corporations has not issued a permit or other form of qualification authorizing any person to offer or sell these securities in this state.

Based on the foregoing findings, the California Corporations Commissioner is of the opinion that the investment contract offered by Tyler and CEM are securities subject to qualification under the California Corporate Securities Law of 1968 (“CSL”), and are being or have been offered or sold without being qualified or exempt, in violation of Section 25110 of the CSL.

1 Pursuant to Section 25532 of the CSL, Bidwell Tyler and Creative Entertainment & Media,
2 Inc. is hereby ordered to desist and refrain from the further offer or sale in the State of California of
3 securities, including, but not limited to, investment contracts relating to film production, unless and
4 until qualification has been made under said law or unless exempt.

5 This Order is necessary, in the public interest, for the protection of investors and consistent
6 with the purposes, policies, and provisions of the CSL.

7 Dated: October 5, 2011
8 Los Angeles, California

PRESTON DuFAUCHARD
California Corporations Commissioner

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10 By _____
11 ALAN S. WEINGER
12 Deputy Commissioner
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