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

TO: Neil Kaufman, Managing Member  
Dorothy of Oz, LLC, dba Box Office Productions III, LLC  
3033 N. Avon Street  
Burbank, CA 91504

**DESIST AND REFRAIN ORDER**  
**(For violations of sections 25110 and 25401 of the Corporations Code)**

The California Corporations Commissioner finds that:

1. Dorothy of Oz, LLC (“Dorothy of Oz”) is a limited liability company organized under the laws of California on March 14, 2006. Its principal place of business is 3033 N. Avon Street, Burbank, CA 91504. It formerly maintained a principal place of business at 3500 West Magnolia Blvd., Burbank, CA 91505. Dorothy of Oz does business as Box Office Productions III, LLC.

2. At all relevant times, Neil Kaufman (“Kaufman”) was the managing member and a salesperson of Dorothy of Oz.

3. Dorothy of Oz is in the movie business. It is associated with Alpine Pictures, Inc. (“Alpine Pictures”) in that Alpine Pictures produces and distributes films financed by Dorothy of Oz. Alpine Pictures is currently located at 3500 West Olive Ave., Suite 300, Burbank, CA 91505. Alpine Pictures was formerly located at Dorothy of Oz’s current address, 3033 N. Avon Street, Burbank, CA 91504. In 1999, the California Department of Corporations obtained a permanent injunction against Alpine Pictures for violations of California Corporations Code sections 25110 and 25401.

1           4.       Beginning in 2006 or earlier, Kaufman and Dorothy of Oz offered and sold securities,  
2 in the form of interests in a limited liability company, in Dorothy of Oz.

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4           5.       Kaufman and Dorothy of Oz offered and sold these securities in this state in issuer  
5 transactions. The Department of Corporations has not issued a permit or other form of qualification  
6 authorizing any person to offer or sell these securities in this state.

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8           6.       Kaufman and Dorothy of Oz offered and sold some of these securities by means of  
9 general solicitation, including but not limited to telephone cold-calls to potential investors.

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11          7.       Dorothy of Oz has filed claims of private exemption from qualification pursuant to  
12 Rule 506 of Regulation D, Section 18(b)4(D) of the Securities Act of 1934, and the National  
13 Securities Market Improvement Act of 1996 with the California Department of Corporations.  
14 However, the California Corporations Commissioner finds that Dorothy of Oz is not eligible for  
15 exemption from qualification under California law.

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17          8.       In connection with the offers and sales of these securities, Kaufman and Dorothy of Oz  
18 failed to disclose that in 2007, Dorothy of Oz, LLC, dba Box Office Productions III, LLC, had been  
19 issued a Summary Order to Cease and Desist by the Pennsylvania Securities Commission. The  
20 Summary Order to Cease and Desist alleged that Dorothy of Oz had violated the Pennsylvania  
21 Securities Act of 1972.

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23           Based upon the foregoing findings, the California Corporations Commissioner is of the opinion  
24 that the interests in a limited liability company that are being or have been offered or sold by Neil  
25 Kaufman and Dorothy of Oz, LLC, dba Box Office Productions III, LLC, are securities subject to  
26 qualification under the California Corporate Securities Law of 1968 and are being or have been  
27 offered or sold without being qualified in violation of Corporations Code section 25110. Pursuant to  
28 section 25532 of the Corporate Securities Law of 1968, Neil Kaufman and Dorothy of Oz, LLC, dba

1 Box Office Productions III, LLC, are hereby ordered to desist and refrain from the further offer or sale  
2 in the State of California of securities, including but not limited to interests in a limited liability  
3 company, unless and until qualification has been made under the law or unless exempt.  
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5 Further, the California Corporations Commissioner is of the opinion that these securities were  
6 offered or sold in this state by means of written or oral communications which included an untrue  
7 statement of a material fact or omitted to state a material fact necessary in order to make the  
8 statements made, in the light of the circumstances under which they were made, not misleading, in  
9 violation of section 25401 of the Corporate Securities Law of 1968. Pursuant to section 25532 of the  
10 Corporate Securities Law of 1968, Neil Kaufman and Dorothy of Oz, LLC, dba Box Office  
11 Productions III, LLC are hereby ordered to desist and refrain from offering or selling any security in  
12 the State of California, including but not limited to interests in a limited liability company, by means  
13 of any written or oral communication which includes an untrue statement of material fact or omits to  
14 state a material fact necessary in order to make the statements made, in light of the circumstances  
15 under which they were made, not misleading.  
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17 This Order is necessary, in the public interest, for the protection of investors and consistent  
18 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.  
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20 Dated: November 23, 2009  
21 Los Angeles, California

PRESTON DuFAUCHARD  
California Corporations Commissioner

22  
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24 By: \_\_\_\_\_  
25 ALAN S. WEINGER  
26 Deputy Commissioner  
27 Enforcement Division  
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