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

TO: James Jones, Managing Member
Family Film Fund, LLC
3033 N. Avon Street
Burbank, CA 91504

DESIST AND REFRAIN ORDER
(For violations of section 25401 of the Corporations Code)

The California Corporations Commissioner finds that:

1. Family Film Fund, LLC (“Family Film Fund”) is a limited liability company organized under the laws of California on August 10, 2007. 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.

2. At all relevant times, James Jones (“Jones”) was the managing member and a salesperson of Family Film Fund.

3. Family Film Fund is in the movie business. It is associated with Alpine Pictures, Inc. (“Alpine Pictures”) in that Alpine Pictures produces and distributes films financed by Family Film Fund. In addition, from December 2006 until December 2007, James Jones was the Executive Vice President of Alpine Pictures. Alpine Pictures is currently located at 3500 West Olive Ave., Suite 300, Burbank, CA 91505. Alpine Pictures was formerly located at Family Film Fund’s current address, 3033 N. Avon Street, Burbank, CA 91504. In 1999, the California Department of Corporations

1 obtained a permanent injunction against Alpine Pictures for violations of California Corporations
2 Code sections 25110 and 25401.

3
4 4. Beginning in 2008 or earlier, James Jones and Family Film Fund offered and sold
5 securities, in the form of interests in a limited liability company, in Family Film Fund.

6
7 5. In connection with the offers and sales of these securities, Jones and Family Film Fund
8 failed to disclose that in 2004, James Jones had been issued an Order of Prohibition and Revocation
9 by the Wisconsin Department of Financial Institutions, Division of Securities. The Order of
10 Prohibition and Revocation alleged that Jones had offered and sold unregistered securities in violation
11 of Wisconsin law. The Order of Prohibition and Revocation was issued following the issuance of a
12 Petition for Order, which was issued by the Wisconsin Department of Financial Institutions, Division
13 of Securities, against Alpine Pictures, Inc., James Jones, and other entities and individuals.

14
15 Based upon the foregoing findings, the California Corporations Commissioner is of the opinion
16 that the interests in a limited liability company that are being or have been offered or sold by Family
17 Film Fund, LLC and James Jones are securities under the California Corporate Securities Law of
18 1968. Further, the California Corporations Commissioner is of the opinion that these securities were
19 offered or sold in this state by means of written or oral communications which included an untrue
20 statement of a material fact or omitted to state a material fact necessary in order to make the
21 statements made, in the light of the circumstances under which they were made, not misleading, in
22 violation of section 25401 of the Corporate Securities Law of 1968. Pursuant to section 25532 of the
23 Corporate Securities Law of 1968, Family Film Fund, LLC and James Jones are hereby ordered to
24 desist and refrain from offering or selling any security in the State of California, including but not
25 limited to interests in a limited liability company, by means of any written or oral communication
26 which includes an untrue statement of material fact or omits to state a material fact necessary in order
27 to make the statements made, in light of the circumstances under which they were made, not
28 misleading.

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This Order is necessary, in the public interest, for the protection of investors and consistent with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

Dated: November 23, 2009
Los Angeles, California

PRESTON DuFAUCHARD
California Corporations Commissioner

By: _____
ALAN S. WEINGER
Deputy Commissioner
Enforcement Division