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

RE: Film Mates Corporation
Film Mates Partners, LLC
Alan F. Goda
11965 Venice Boulevard, Suite 305
Los Angeles, California 90066

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

Without admitting or denying the findings herein, except as to the jurisdiction of the Department of Corporations over them and the subject matter of these proceedings for the times in question, which are admitted, Respondents Film Mates Corporation, Film Mates Partners, LLC, and Alan F. Goda consent to the entry of this Desist and Refrain Order and Consent made pursuant to California Corporations Code Section 25110.

Findings

Film Mates Corporation is an active California corporation with its principal offices located at 11965 Venice Boulevard, Suite 305, Los Angeles, California, 90066. Film Mates Corporation was formed on or about November 6, 2001, for the purpose of producing and distributing feature films.

Film Mates Partners, LLC, is an active California limited liability company, with its principal offices located at 11965 Venice Boulevard, Suite 305, Los Angeles, California, 90066. Film Mates Partners, LLC, was formed on or about November 1, 2002, for the purpose of financing the completion and distribution of feature films through a joint venture with Film Mates Corporation.

Alan F. Goda is one of the founders of Film Mates Corporation and Film Mates Partners, LLC, and is acting or has acted in various capacities for those entities, including Chairman and Chief

1 Executive Officer of Film Mates Corporations, and Executive Vice President and General Manager
2 of Film Mates Partners, LLC.

3 Beginning in or about May 2002 and continuing thereafter until in or about April 2005, Film
4 Mates Corporation, Film Mates Partners, LLC, and Alan F. Goda offered and/or sold securities in the
5 State of California in the form of shares in Film Mates Corporation and/or units of membership in
6 Film Mates Partners, LLC. These securities were offered or sold in this state in issuer transactions.
7 The Department of Corporations has not issued a permit or other form of qualification authorizing
8 any person to offer and sell these securities in this state. The investments were sold to at least 17
9 investors in California, in the total amount of at least \$154,500. These sales were accomplished by
10 the use of "cold calls" to prospective investors by Alan F. Goda and/or other officers, directors,
11 partners, agents, employees and/or servants of Film Mates Corporation and/or Film Mates Partners,
12 LLC.

13 Based upon the foregoing findings and pursuant to section 25532 of the Corporate Securities
14 Law of 1968 (Corp Code, § 25000, et seq.), Film Mates Corporation, Film Mates Partners, LLC, and
15 Alan F. Goda are hereby ordered, and each of them agrees, to desist and refrain from the further offer
16 or sale in the State of California of securities, unless and until qualification has been made under the
17 law, or unless the securities or transactions are otherwise exempt. This Order is necessary, in the
18 public interest, for the protection of investors and consistent with the purposes, policies, and
19 provisions of the Corporate Securities Law of 1968.

20 In consideration of this Desist and Refrain Order and Consent, Film Mates Corporation, Film
21 Mates Partners, LLC, and Alan F. Goda waive their right to a hearing on this matter and to judicial
22 review of this matter pursuant to California Code of Civil Procedure Section 1094.5.

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1 This Order is a public document and will be posted on the web site of the Department of
2 Corporations, and shall remain in full force and effect until further order of the California
3 Corporations Commissioner.

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5 Dated: ~~September~~ ^{OCT} 6, 2005
6 Los Angeles, California

FILM MATES CORPORATION

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9 By: _____

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11 Dated: ~~September~~ ^{OCT} 6, 2005
12 Los Angeles, California

FILM MATES PARTNERS, LLC

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15 By: _____

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17 Dated: ~~September~~ ^{OCT} 6, 2005
18 Los Angeles, California

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20 _____
ALAN F. GODA

21 Dated: ~~September~~ ^{October} 25, 2005
22 Los Angeles, California

23 WAYNE STRUMPFER
Acting California Corporations Commissioner

24
25 By: _____
26 ALAN S. WEINGER
Acting Deputy Commissioner
27 Enforcement Division
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