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

- TO: Scott Edmund Lane**
235 North Valley Street, #221
Burbank, CA 91505
- Melissa Joan Wegman**
4551 Camellia Avenue
Studio City, CA 91602
- Steven M. Berez**
Starlight Global Entertainment
Starlight Film Partners III, LLC
9663 Santa Monica Boulevard, Suite 399
Beverly Hills, CA 90210
- Mitchell Greenwald**
Angels Distribution, LLC
InVision MPG, Inc.
940 North Highland Avenue, Suite E
Los Angeles, CA 90038
- Gary Arnold**
Leesanne Lane Greenwald
ClearVision Media Production Group, Inc.
Big Star, LLC
Pet Project Partners, LLC
Clear Vision MPG, LLC
6540 Sunset Boulevard
Los Angeles, CA 90028

DESIST AND REFRAIN ORDER

(For violations of sections 25110, 25120 and 25401 of the Corporations Code)

The California Corporations Commissioner finds that:

1. At all relevant times, Starlight Global Entertainment was a California corporation with its principal place of business located at 9663 Santa Monica Boulevard, Suite 399, Beverly Hills, CA 90210 and doing business in California. Starlight Global Entertainment participated in film

1 production partnership(s) with Starlight Film Partners III, LLC before its certification was suspended
2 by the Franchise Tax Board in August, 2006. InVision MPG, Inc. was a California corporation with
3 its principal place of business located at 940 North Highland Avenue, Suite E, Los Angeles, CA
4 90038 and doing business in California. InVision MPG, Inc. participated in film production
5 partnership(s) with Starlight Film Partners III, LLC and Angels Distribution, LLC before its
6 certification was suspended by the Franchise Tax Board in January, 2008. Starlight Film Partners III,
7 LLC was a California limited liability company with its principal place of business at 9663 Santa
8 Monica Boulevard, Suite 399, Beverly Hills, CA 90210 and also doing business in California.
9 Angels Distribution, LLC was also a California limited liability company with its principal place of
10 business at 940 North Highland Avenue, Suite E, Los Angeles, CA 90038 and also doing business in
11 California.

12 2. At all relevant times, ClearVision Media Production Group, Inc. (hereinafter "ClearVision")
13 was a California corporation with its principal place of business located at 6540 Sunset Boulevard,
14 Los Angeles, CA 90028 and doing business in California. ClearVision purportedly engaged in the
15 development and production of films in the media entertainment industry throughout the State of
16 California.

17 3. At all relevant times, Pet Project Partners, LLC and Big Star, LLC are or were California
18 limited liability companies with their principal place of business located at 6540 Sunset Boulevard,
19 Los Angeles, CA 90028 and doing business in California. Pet Project Partners, LLC was managed
20 by ClearVision, and was formed to finance, produce or license for production, and market a film
21 entitled *Pet Project*. Big Star, LLC was later formed with the intent to engage in the business of
22 motion picture and television production and promotion.

23 4. Beginning in or about January 2004, Scott Edmund Lane ("Lane") acted as the President and
24 Chief Executive Officer of Starlight Global Entertainment and later InVision MPG, Inc. He was also
25 the managing partner of Starlight Film Partners III, LLC and Angels Distribution, LLC. Starlight
26 Film Partners III, LLC was formed with the intent to engage in the business of motion picture and
27 television production and promotion. Angels Distribution, LLC was formed to distribute a film
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1 entitled *Angels with Angles*, owned by Starlight Film Partners III, LLC. Later Mitchell Greenwald
2 became the Chief Operating Officer of InVision MPG, Inc.

3 5. At all relevant times, Lane and Steven M. Berez (“Berez”) were representatives of Starlight
4 Global Entertainment and Starlight Film Partners III, LLC. Specifically, Lane represented to others
5 that he was the “managing partner” of Starlight Global Entertainment and Starlight Film Partners III,
6 LLC. Berez provided others with business cards depicting him in the “film finance division” of
7 Starlight Global Entertainment or Starlight Film Partners III, LLC.

8 6. Beginning in or about 2004, Starlight Global Entertainment, Starlight Film Partners III, LLC,
9 Berez and Lane offered and sold securities in the form of interests in a limited liability company of
10 Starlight Film Partners III, LLC.

11 7. The purported purpose of the offering was to finance, produce and distribute certain identified
12 motion picture and television properties. In return, members would recover their initial principal and
13 share eighty percent (80%) of all gross revenues generated from distributions and/or sales until all
14 members received an additional twenty-five percent (25%) return on investment.

15 8. Beginning in or about 2004, Starlight Global Entertainment, Starlight Film Partners III, LLC,
16 Berez and Lane offered and sold the above described membership interests in the State of California
17 by way of making general solicitations through telemarketing or making “cold calls” in California –
18 sometimes using aliases.

19 9. These membership interests were offered or sold in California in issuer transactions. The
20 Department of Corporations has not issued a permit or other form of qualification authorizing any
21 person to offer or sell these membership interests in California.

22 10. In or about February 2005, Lane, acting as managing partner of Starlight Film Partners III,
23 LLC, formed a new corporation called InVision MPG, Inc. This new corporation, InVision MPG,
24 Inc. managed Angels Distribution, LLC in distributing the film *Angels with Angles*, and became an
25 umbrella for investments in Starlight Film Partners III, LLC and Angels Distribution, LLC.

26 11. Investing members in Starlight Film Partners III, LLC and Angels Distribution, LLC were
27 provided with private placement memorandums which indicated that:
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1 “The Manager will provide the Members with all tax information
2 necessary for the preparation of their federal and state income tax returns
3 within 90 days after the close of each cal year. Within 120 days after the
4 close of each cal year of the Company, the Manager will distribute
5 financial statements of the Company (including a balance sheet,
6 statements of income and expense, and Members’ equity) as at the end of
7 and for the year then ended, together with a report of the activities of the
8 Company during the Company year then ended.”

9 12. While acting as President and Chief Executive Officer of InVision MPG, Inc., Lane hired
10 Melissa Joan Wegman (“Wegman”) to assist post-production and distribution of his film, *Angels with*
11 *Angles*. In or about January 2006, Wegman assumed duties as President and Chief Executive Officer
12 of InVision, MPG, Inc. Berez and Lane resigned from the board of directors at that time.

13 13. In or about April 2006, InVision MPG, Inc. became ClearVision with Wegman acting as the
14 new President and Chief Executive Officer. In or about June 2006, each investing member of
15 Starlight Film Partners III, LLC and Angels Distribution, LLC was sent an “Exchange Offer”
16 whereby membership units in Starlight Film Partners III, LLC and Angels Distribution, LLC would
17 be exchanged for stock ownership in ClearVision.

18 14. In or about September 2006, members of Starlight Film Partners III, LLC and Angels
19 Distribution, LLC received a stock certificate for common stock shares in ClearVision signed by
20 Melissa Wegman (President) and Leesanne Lane Greenwald (Secretary). A letter accompanied the
21 stock certificate which read:

22 “Even if you disagreed with the Exchange Offer, or did not respond to the
23 offer at all, your Units in Starlight Film Partners III LLC and/or Angels
24 Distribution LLC, were exchanged for Common Stock in ClearVision
25 Media Production Group, Inc., due to the fact that the legal majority of
26 Unit Holders required by law, agreed to the Exchange.”

27 The California Department of Corporations had not issued a permit or other form of exemption or
28 qualification authorizing the sale or conversion of these “limited liability membership” units.

1 15. Upon receipt of the ClearVision stock certificate, numerous investors requested
2 documentation proving that the majority of the members of Starlight Film Partners III,
3 LLC and Angels Distribution, LLC did indeed agree to the exchange. The investors also
4 requested their K-1 tax forms. There was no response providing either the requested
5 documentation or the tax forms.

6 16. In or about September 27, 2006, investors with ClearVision were provided with
7 an Executive Summary along with a Confidential Private Placement Memorandum for
8 Pet Project, LLC as an exhibit. The memorandum for Pet Project, LLC indicates that it is
9 seeking to raise \$5,970,000 from prospective investors (199 units of limited liability
10 interests at \$30,000 per unit), and names Melissa Wegman as Chairman of the Board of
11 Directors, Chief Executive Officer, and President and Corporate Secretary of the
12 Manager; Mitchell Greenwald as Vice President – Operations; and Leesanne Lane
13 Greenwald as Chief Financial Officer.

14 17. Investors in ClearVision were later provided with a Private Placement
15 Memorandum for Clear Vision MPG, LLC. This memorandum indicated that Clear
16 Vision MPG, LLC was “a California limited liability company formed in November
17 2006,” and was “a wholly-owned subsidiary of ClearVision Media Production Group,
18 Inc., a California corporation.” The memorandum indicated that it was seeking to raise
19 \$11,000,000 from accredited investors (11,000,000 shares at \$1 per share), and names
20 Melissa Wegman as Chairman of the Board of Directors, Chief Executive Officer, and
21 President; and Leesanne Lane-Greenwald as Executive Vice President and Corporate
22 Secretary.

23 18. The private placement memoranda for both Pet Project, LLC and Clear Vision
24 MPG, LLC stated:

25 “The Manager will maintain adequate books, records and accounts
26 for the Company and keep the Members informed by means of
27 written reports. In addition, Members will receive within 120 days
28 after the end of each year an annual report containing the
 information regarding the Company’s operations and a financial
 statement, which need not be audited.”

1 19. At all relevant times, Gary Arnold (“Arnold”) acted as a representative of Pet Project, LLC
2 and ClearVision Media Production Group. Specifically, Arnold drafted a letter on ClearVision’s
3 letterhead wherein he signed his name listing himself as an “Executive Producer” with ClearVision
4 Media Production Group. Beginning in or about 2006, Pet Project, LLC, and Gary Arnold offered
5 and sold the above described membership interests in the State of California by way of making
6 general solicitations through telemarketing or making “cold calls” in California.

7 20. These membership interests were offered or sold in California in issuer transactions. The
8 Department of Corporations has not issued a permit or other form of qualification authorizing any
9 person to offer or sell these membership interests in California.

10 21. In or about October 2006, members of Pet Project, LLC received a letter from
11 Wegman on ClearVision letterhead indicating that ClearVision had elected to transfer
12 membership interests in Pet Project Partners, LLC “to the film *Big Star*, also known as
13 *Big Star*, LLC.” In or about November 2006, members of Pet Project, LLC received a
14 stock certificate for common stock shares in *Big Star*, LLC signed by Wegman and
15 Leesanne Lane Greenwald to “reflect the swap from Pet Project, LLC to *Big Star*, LLC.”

16 22. In or about 2007, members of *Big Star*, LLC requested an accounting of their
17 investments with no response.

18 23. The Private Placement Memoranda for Clear Vision MPG, LLC and Pet Project,
19 LLC fail to disclose relevant criminal history of Melissa Wegman including 2003
20 convictions of forgery and grand theft – property resulting in probationary periods which
21 were ongoing.

22 Based on the foregoing findings, the California Corporations Commissioner finds
23 that the interests in Starlight Film Partners III, LLC, Angels Distribution, LLC, Pet
24 Project Partners, LLC, *Big Star*, LLC, and Clear Vision MPG, LLC and shares in
25 InVision MPG, Inc., and ClearVision Media Production Group, Inc. which were offered
26 and sold by Starlight Film Partners III, LLC, Angels Distribution, LLC, Pet Project
27 Partners, LLC, *Big Star*, LLC, Clear Vision MPG, LLC, InVision MPG, Inc.,
28 ClearVision Media Production Group, Inc., Scott Edmund Lane, Melissa Joan Wegman,

1 Steven M. Berez, Starlight Global Entertainment, Mitchell Greenwald, Gary Arnold and
2 Leesanne Lane Greenwald are securities subject to qualification under the California
3 Corporations Code. These securities have been offered or sold without being qualified or
4 exempt, in violation of Section 25110 of the California Corporations Code.

5 Pursuant to Section 25532 of the California Corporations Code, Starlight Film
6 Partners III, LLC, Angels Distribution, LLC, Pet Project Partners, LLC, Big Star, LLC,
7 Clear Vision MPG, LLC, InVision MPG, Inc., ClearVision Media Production Group,
8 Inc., Scott Edmund Lane, Melissa Joan Wegman, Steven M. Berez, Starlight Global
9 Entertainment, Mitchell Greenwald, Gary Arnold and Leesanne Lane Greenwald are
10 hereby ordered to desist and refrain from the further offer or sale of securities in the State
11 of California, including but not limited to interests in limited liability companies or stock
12 unless and until qualification has been made under said law or unless exempt.

13 Further, the California Corporations Commissioner is of the opinion that shares in
14 ClearVision Media Production Group, Inc. were offered or sold in an entity conversion transaction in
15 violation of section 25120 of the California Corporations Code. Pursuant to section 25532 of the
16 California Corporations Code, Starlight Film Partners III, LLC, Angels Distribution, LLC, InVision
17 MPG, Inc., ClearVision Media Production Group, Inc., Scott Edmund Lane, Melissa Joan Wegman,
18 Steven M. Berez, Mitchell Greenwald, Gary Arnold and Leesanne Lane Greenwald are hereby
19 ordered to desist and refrain from offering or selling any security in the State of California, including
20 but not limited to stock, by means of an entity conversion transaction unless and until qualification
21 has been made under said law or unless exempt.

22 Finally, the California Corporations Commissioner is of the opinion that these securities were
23 offered or sold by means of written or oral communications which included untrue statements of
24 material facts, or omitted to state material facts necessary in order to make the statements made, in
25 light of the circumstances under which they were made, not misleading in violation of section 25401
26 of the California Corporations Code. Pursuant to section 25532 of the California Corporations Code,
27 Pet Project Partners, LLC, Clear Vision MPG, LLC, ClearVision Media Production Group, Inc.,
28 Melissa Joan Wegman and Leesanne Lane Greenwald are hereby ordered to desist and refrain from

1 offering or selling any security in the State of California, including but not limited to interests in
2 limited liability companies or stock , by means of any written or oral communication which includes
3 an untrue statement of a material fact, or omits to state a material fact necessary in order to make the
4 statements made, in light of the circumstances under which they were made, not misleading.

5 This Order is necessary to the public interest for the protection of investors, and consistent
6 with the purposes, policies, and provisions of the California Corporations Code.

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8 Dated: May 5, 2009
9 Sacramento, California

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PRESTON DUFAUCHARD
California Corporations Commissioner

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By _____

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ALAN S. WEINGER
Acting Deputy Commissioner
Enforcement Division

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