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

TO: Bonnie L. Rutherford
Earth Lion Productions, LLC
Chameleon Tree, LLC
18653 Ventura Blvd. #441
Tarzana, CA 91356

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

The California Corporations Commissioner finds that:

1. Earth Lion Productions, LLC and Chameleon Tree, LLC are California limited liability companies with, and at all relevant times have had business addresses located at 18653 Ventura Blvd. #441, Tarzana, CA, 91356. Bonnie L. Rutherford is the president of Earth Lion Productions and has held herself out as owner and a primary executive officer of Chameleon Tree, LLC.
2. Beginning before December 14, 2004, Earth Lion Productions, LLC, Chameleon Tree, LLC, and Bonnie L. Rutherford have offered to sell securities in the form of investment contracts and interests in a limited liability company.
3. The purported purpose of the solicitation has been to pursue development, production, and distribution financing options for projects, including a film called or to be called Chameleon Tree.
4. Earth Lion Productions, LLC, Chameleon Tree, LLC, and Bonnie L. Rutherford have engaged in general solicitations to offer these securities for sale to the public through the Internet on websites www.earthlion.com and www.earthlionproductions.com.

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

The California Corporations Commissioner is of the opinion that investments offered by Earth Lion Productions, LLC, Chameleon Tree, LLC, and Bonnie L. Rutherford constitute securities, which are subject to qualification under the California Corporate Securities Law of 1968, and that these securities have been and are being offered without being qualified in violation of Corporations Code section 25110.

Pursuant to Corporations Code section 25532 Earth Lion Productions, LLC, Chameleon Tree, LLC, and Bonnie L. Rutherford are hereby ordered to desist and refrain from the further offer or sale in the State of California of securities, including but not limited to investment contracts and interests in a limited liability company, unless and until qualification has been made under the California Corporate Securities Law or unless exempt.

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: January 31, 2006
Los Angeles, California

WAYNE STRUMPFER
Acting California Corporations Commissioner

By _____
ALAN S. WEINGER
Acting Deputy Commissioner