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STATE OF CALIFORNIA
BUSINESS TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

**TO: Cinema Partners LLC
Films Unlimited LLC
Film Equity Partners LLC
Scott Einbinder
10061 Riverside Drive, Suite 160
Toluca Lake, California 91602**

**Reilly Kelly Productions LLC
318 N. Carson St., Suite 208
Carson City, Nevada 89701**

**Thomas J. Kelly
Joseph A. Reilly
11333 Moorpark Street, Suite 436
Studio City, CA 91602**

**Rick Gordon
11027 Kling Street
Toluca Lake, California 91602**

DESIST AND REFRAIN ORDER

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

The California Corporations Commissioner finds that:

1. At all relevant times Cinema Partners LLC (“Cinema Partners”) was a Nevada registered limited liability company, with a business address of 10061 Riverside Drive, Suite 160, Toluca Lake, California, 91602.
2. At all relevant times, Films Unlimited LLC (“Films Unlimited”) was a Nevada registered limited liability company, and the manager of Cinema Partners and had the responsibility for the day to day management of Cinema Partners. Films Unlimited operated at the same business address as Cinema Partners, at 10061 Riverside Drive, Suite 160, Toluca Lake, California, 91602.
3. At all relevant times Scott Einbinder was the owner of Cinema Partners and the founder/manager of Films Unlimited, with a business address of 10061 Riverside Drive, Suite 160,

1 Toluca Lake, California, 91602.

2 4. At all relevant times Film Equity Partners LLC (“Film Equity Partners”) was a Nevada
3 registered limited liability corporation with a business address of 10061 Riverside Drive, Suite 160,
4 Toluca Lake, California, 91602. Film Equity Partners is managed by Films Unlimited, which was
5 founded and managed by Scott Einbinder.

6 5. At all relevant times Reilly Kelly Productions LLC (“Reilly Kelly Productions”) was a
7 Nevada registered limited liability company, with a business address of 318 N. Carson St., Suite 208,
8 Carson City, Nevada, 89701, and is managed by Thomas J. Kelly. According to its website at
9 www.reillykelly.com this limited liability company was founded by Joseph A. Reilly and Thomas J.
10 Kelly. Reilly Kelly Productions offered and sold units of the limited liability company Film Equity
11 Partners, ostensibly to fund the production of a movie titled “High School Homeroom”.

12 6. At all relevant times Oak Films LLC (“Oak Films”) was a Nevada registered limited liability
13 company with a business address of 11333 Moorpark St., #436, Studio City, California, 91602. The
14 manager of Oak Films is Joseph A. Reilly.

15 7. At all relevant times Modern Twain Partners II LLC (“Modern Twain Partners”) was a
16 Nevada registered limited liability company with a business address of 11333 Moorpark St., #436,
17 Studio City, California, 91602. The manager of Modern Twain Partners is Joseph A. Reilly.

18 8. At all relevant times GPPE LLC (“GPPE”) was a Kansas limited liability company with a
19 business address of 8877 Bourgade Ave., Lenexa, Kansas, 66219. GPPE is managed by Oak Films, a
20 company owned and managed by Joseph A. Reilly. The offering materials distributed for GPPE
21 instructed investors to mail checks and documents to Oak Films/GPPE at 11329 Otsega St., #4, North
22 Hollywood, California, 91601. The Otsega St. address is the address used by Oak Films when it
23 registered with the Secretary State of California as a foreign corporation on June 25, 2002.

24 9. In 2009, Rick Gordon stated to a resident of California that he represented Films Unlimited,
25 and sent an email to the prospective investor with a Films Unlimited email address. He also directed
26 the prospective investor to the web site of Reilly Kelly Productions, at www.reillykelly.com, stating
27 “be sure to visit ‘our’ website”. Rick Gordon forwarded an Executive Summary of “High School
28 Homeroom” to the resident of California which stated they were seeking financing for Film Equity

1 Partners. The summary stated that they were seeking equity investors to purchase 330 founder's
2 units at \$37,500 for each unit.

3 10. In 2009, Joseph A. Reilly and Thomas J. Kelly participated in a conference phone call with a
4 resident of the state of California, and solicited said resident to purchase units of limited liability
5 interests in Film Equity Partners.

6 11. In 2009 and continuing thereafter, Cinema Partners LLC, Films Unlimited LLC, Film Equity
7 Partners LLC, Reilly Kelly Productions LLC, Scott Einbinder, Thomas J. Kelly, Joseph A. Reilly and
8 Rick Gordon offered or sold investments in the State of California in the form of units of limited
9 liability interests in Film Equity Partners for the purpose of funding and producing a movie to be
10 known as "High School Homeroom".

11 12. In 2009, Rick Gordon, Cinema Partners LLC, Films Unlimited LLC, Film Equity Partners
12 LLC, Thomas J. Kelly, Joseph A. Reilly and Scott Einbinder solicited investors for High School
13 Homeroom by means of cold calls and by distributing offering materials and other communications
14 through the mail, and thereby engaged in the offer and sale of securities by means of general
15 solicitation.

16 13. These securities were offered or sold in this state in issuer transactions. The Department of
17 Corporations has not issued a permit or other form of qualification authorizing any person to offer or
18 sell these securities in this state.

19 14. In connection with these offers and sales, Rick Gordon, Thomas J. Kelly, Joseph A. Reilly,
20 Scott Einbinder, Cinema Partners LLC, Films Unlimited LLC, and Film Equity Partners LLC failed
21 to disclose to investors that:

22 a. On December 26, 2002, the Pennsylvania Securities Commission issued a Cease and
23 Desist Order against GPPE LLC, Oak Films LLC and Joseph A. Reilly, and that said Order was
24 subsequently rescinded pursuant to a settlement agreement.

25 b. On June 11, 2007, Joseph A. Reilly, Thomas J. Kelly, Oak Films LLC and Modern Twain
26 Partners II LLC entered into a stipulation and consent to an Order issued by the Securities
27 Commissioner of the State of Colorado for violations of that state's securities laws, and the final
28 order was issued by the Securities Commissioner of the State of Colorado on June 13, 2007.

1 c. On January 6, 2009, Cinema Partners LLC, Films Unlimited LLC and Scott Einbinder
2 were issued a Cease and Desist Order from the Alabama Securities Commission for
3 violations of that state's securities laws.

4 d. Joseph A. Reilly had been the subject of an investigation in 2008 by the California
5 Corporations Commissioner for the sale of unqualified securities in violation of California
6 Corporations Code section 25110, and that the investigation was not resolved at the time of the offer
7 and sale of the units in Film Equity Partners LLC to California residents.

8
9 Based upon the foregoing findings, the California Corporations Commissioner is of the
10 opinion that the securities in the form of units of limited liability interests in Film Equity Partners
11 LLC are being or have been offered or sold without being qualified in violation of Corporations Code
12 section 25110. Pursuant to section 25532 of the Corporate Securities Law of 1968, Films Unlimited
13 LLC, Film Equity Partners LLC, Cinema Partners LLC, Reilly Kelly Productions LLC, and Scott
14 Einbinder, Joseph A. Reilly, Thomas J. Kelly and Rick Gordon are hereby ordered to desist and
15 refrain from the further offer or sale in the State of California of securities, including but not limited
16 to units of limited liability interests, unless and until qualification has been made under the law, or
17 unless exempt.

18 Further, the California Corporations Commissioner is of the opinion that the securities
19 representing units of limited liability interests in Film Equity Partners LLC were offered or sold in
20 this state by means of written or oral communications, which included an untrue statement of a
21 material fact or omitted to state a material fact necessary in order to make the statements made, in the
22 light of the circumstances under which they were made, not misleading, in violation of section 25401
23 of the Corporate Securities Law of 1968. Pursuant to section 25532 of the Corporate Securities Law
24 of 1968, Films Unlimited LLC, Film Equity Partners LLC, Cinema Partners LLC, Reilly Kelly
25 Productions LLC, Scott Einbinder, Joseph A. Reilly, Thomas J. Kelly and Rick Gordon are hereby
26 ordered to desist and refrain from offering or selling or buying or offering to buy any security in the
27 State of California, including but not limited to units of limited liability interests, by means of any
28 written or oral communication which includes an untrue statement of a material fact or omits to state

1 a material fact necessary in order to make the statements made, in the light of the circumstances
2 under which they were made, not misleading.

3 This Order is necessary, in the public interest, for the protection of investors and consistent
4 with the purposes, policies, and provision of the Corporate Securities Law of 1968. This order shall
5 remain in full force and effect until further order of the California Corporations Commissioner.

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7 Dated: January 5, 2010
8 Los Angeles, California

PRESTON DuFAUCHARD
California Corporations Commissioner

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By _____
ALAN S. WEINGER
Deputy Commissioner
Enforcement Division