

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

TO: Cinamour Entertainment, LLC
Glen Hartford
221 W. Alameda Avenue, Suite 203
Burbank, California 91502

Red Water Films, LLC
Under Water, LLC
Independent Essentials
Paul D. Baker
David F. Helie
Bart Slanaker
Desert Films, LLC
34332 Laura Way
Rancho Mirage, California 92270

DESIST AND REFRAIN ORDER
(For violations of sections 25110 and 25401 of the Corporations Code)

The California Corporations Commissioner finds that:

1. At all relevant times, Cinamour Entertainment, LLC (“Cinamour”) is or was a limited liability company with its principal place of business located at 221 W. Alameda Avenue, Suite 203, Burbank, CA 91502.
2. At all relevant times, Cinamour represented itself to be a company in the business of producing feature films for worldwide distribution.
3. At all relevant times, Glen Hartford (“Hartford”) was the founder and executive producer of Cinamour.
4. At all relevant times, Red Water Films, LLC (“Red Water”) was a California limited liability company and affiliate of Cinamour with its principle place of business located at 34332 Laura Way, Rancho Mirage, California 92270.
5. At all relevant times, Under Water, LLC (“Under Water”) was an affiliate of Cinamour and formed as a California limited liability company to produce and commercialize the Red Water film.

1 6. At all relevant times, Independent Essentials, a California corporation, was the manager of
2 Red Water with its principle place of business located at 34332 Laura Way, Rancho Mirage,
3 California 92270.

4 7. At all relevant times, Paul D. Baker (“Baker”) was the president and director of Independent
5 Essentials.

6 8. At all relevant times, David F. Helie (“Helie”) was the vice president and director of
7 Independent Essentials.

8 9. At all relevant times, Desert Films LLC, a Nevada limited liability company, was the
9 executive producer of Red Water and an affiliate of Independent Essentials.

10 10. At all relevant times, Bart Slanaker (“Slanaker”) was an agent or affiliate of Cinamour, Red
11 Water, and/or Independent Essentials.

12 11. Beginning in or about July 2007, Cinamour offered and sold securities in the form of units in
13 Red Water in this state by making general solicitations, including telephonic cold calls to
14 unaccredited investors.

15 12. The purpose of offering units in Red Water was to pay for production and expenses associated
16 with a film tentatively titled “Red Water.”

17 13. In connection with the offer and sale of these units, Cinamour, Hartford, Red Water, Under
18 Water, Independent Essentials, Baker, Helie, Slanaker, and Desert Films misrepresented or omitted to
19 state material facts that a reasonable investor would want to know in purchasing the units. These
20 misrepresentations or omissions included but are not limited to the following:

21 a. The units in the Red Water film project were subject to qualification in the State of California;

22 b. Although the Red Water private placement memorandum represented that the investment
23 offering was exempt from qualification, the issuer failed to timely file the exemption claim forms
24 required by the California Department of Corporations.

25 c. Another “thriller” style movie with the same title (“Red Water”) and conceptually similar plot
26 had already been distributed by Sony Pictures Television and aired by the Turner Broadcasting
27 System in August 2003.

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1 These securities were offered or sold in California in issuer transactions. The Department of
2 Corporations has not issued a permit or other form of qualification authorizing any person, including
3 but not limited to Cinamour, Hartford, Red Water, Under Water, Independent Essentials, Baker,
4 Helie, Slanaker, and Desert Films to offer and sell these securities in this state.

5 Based on the foregoing findings, the California Corporations Commissioner is of the opinion
6 that the securities offered and/or sold by Cinamour Entertainment, LLC, Glen Hartford, Red Water
7 Films, LLC, Under Water, LLC, Independent Essentials, Paul D. Baker, David F. Helie, Bart
8 Slanaker, and Desert Films LLC are securities subject to qualification under the California
9 Corporations Code. These security interests are or have been offered or sold without being qualified
10 or exempt, in violation of section 25110 of the California Corporations Code.

11 Further, the California Corporations Commissioner is of the opinion that the securities offered
12 and sold by Cinamour Entertainment, LLC, Glen Hartford, Red Water Films, LLC, Under Water,
13 LLC, Paul D. Baker, David F. Helie, Bart Slanaker, Independent Essentials, and Desert Films LLC
14 were offered in this state by means of written or oral communications that included untrue statements
15 of material fact or omitted to state material facts necessary in order to make the statements made, in
16 the light of the circumstances under which they were made, not misleading, in violation of section
17 25401 of the California Corporations Code.

18 Pursuant to section 25532 of the California Corporations Code, Cinamour Entertainment,
19 LLC, Glen Hartford, Red Water Films, LLC, Under Water, LLC, Independent Essentials, Paul D.
20 Baker, David F. Helie, Bart Slanaker, and Desert Films LLC are hereby ordered to desist and refrain
21 from the further offer or sale in the State of California of securities, including, but not limited to units
22 in Red Water Films, LLC, unless and until qualification has been made under said law or unless
23 exempt.

24 Pursuant to section 25532 of the California Corporations Code, Cinamour Entertainment,
25 LLC, Glen Hartford, Red Water Films, LLC, Under Water, LLC, Independent Essentials, Paul D.
26 Baker, David F. Helie, Bart Slanaker, and Desert Films LLC are hereby ordered to desist and refrain
27 from offering or selling any security in the State of California, including, but not limited to units in
28 Red Water Films, LLC by means of any written or oral communication which includes an untrue

1 statement of a material fact or omits to state a material fact necessary in order to make the statements
2 made, in the light of the circumstances 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 provisions of the California Corporations Code.

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6 Dated: March 24, 2009

7 Los Angeles, 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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