The staff of the Enforcement Unit, Bureau of Registration & Enforcement, of the
Division of Securities, Department of Financial Institutions, State of Wisconsin has conducted an
investigation in this matter pursuant to sec. 551.56, Wis. Stats. and as a result thereof alleges as
follows:

1. **Cahoots Productions, Inc.** ("Cahoots") is a foreign business entity with a last known business
   address of 9107 Wilshire Blvd. Suite 500, Beverly Hills, CA. 90210.

2. **Blue Hill Avenue Film Partners, Ltd.** ("Partners") is a foreign business entity with a last
   known business address of 9107 Wilshire Blvd. Suite 500, Beverly Hills, CA. 90210

3. **Jun Max Kirishima** ("Kirishima") is an individual who at all times material hereto has been a
   principal and controlling person of Cahoots, with a last known business address at that of
   Cahoots.

4. **Michael B. Erwin** ("Erwin") is an individual who at all times material hereto has been a
   principal and controlling person of Cahoots, with a last known business address at that of
   Cahoots and a last known residence address of 1581 Sterling Creek Rd., Jacksonville, OR
   97530.

5. **Glenn Glasgow** ("Glasgow") is an individual who at all times material hereto has been an
   agent of Cahoots, Partners, Kirishima, and Erwin, with a last known business address at that
   of Cahoots.

6. **Rex Dale** ("Dale") is an individual who at all times material hereto has been an agent of
   Cahoots, Partners, Kirishima, and Erwin, with a last known business address at that of
   Cahoots.

7. Cahoots is the general partner of Partners.

8. During the period of February, 2001, Glasgow and Dale, on behalf of Cahoots, Partners,
   Kirishima, and Erwin offered to at least one person in Wisconsin limited partnership
   interests of Blue Hill Avenue Film Partners, Ltd.

9. The limited partnerships offered by the respondents are securities as defined by sec.
    551.02(13), Wis. Stats., and have never been registered for offer and sale in Wisconsin
    pursuant to Ch. 551, Wis. Stats.

10. All Respondents have violated sec. 551.21(1), Wis. Stats., by offering unregistered securities
    in Wisconsin.
11. In connection with the offers of the securities described above, Glasgow and Dale transacted business in Wisconsin as “agents” for Cahoots, Partners, Kirishima, and Erwin, as that term is defined by sec. 551.02(2), Wis. Stats.

12. At no time have Glasgow and Dale been licensed as securities agents pursuant to Ch. 551, Wis. Stats.

13. Glasgow and Dale have violated sec. 551.31(1), Wis. Stats., by transacting business in Wisconsin as securities agents without a license.

14. Cahoots, Partners, Kirishima, and Erwin have violated sec. 551.31(2), Wis. Stats., by employing an unlicensed agent to represent them in Wisconsin.

15. On September 21, 1999, the State of Pennsylvania issued a Summary Order to Cease and Desist against Cahoots, Kirishima and Erwin, based on allegations of securities law violations.

16. In connection with the offer of the securities described in Paragraph 8, the Respondents omitted to disclose the issuance of the order referred to in Paragraph 15.

17. All Respondents have violated sec. 551.41(2), Wis. Stats., by omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, in connection with the offer and sale of securities to persons in Wisconsin.

18. On March 1, 2001, the State of California issued a Cease and Desist Order against Cahoots, Kirishima and Erwin, based on allegations of securities law violations.

19. On May 30, 2001, the State of Missouri issued a Cease and Desist Order against Cahoots, based on allegations of securities law violations.

Therefore, the staff of the Enforcement Unit petitions the Administrator of the Division of Securities for the issuance of the attached Order pursuant to Ch. 551, Wis. Stats.

[Signatures]

Susan A. Kittel Moore  4/29/01  David A. Cohen  11/29/01
Legal Assistant  Date  Supervising Attorney  Date
Enforcement Unit  Enforcement Unit