

1 PRESTON DuFAUCHARD  
California Corporations Commissioner  
2 WAYNE STRUMPFER  
Deputy Commissioner  
3 ALAN S. WEINGER  
Lead Corporations Counsel  
4 MARY ANN CLARK (SBN 230943)  
Senior Corporations Counsel  
5 CALIFORNIA DEPARTMENT OF CORPORATIONS  
1515 K Street, Suite 200  
6 Sacramento, California 94814  
7 Telephone: (916) 322-6067  
8

9 Attorneys for the People of the State of California

10  
11 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
FOR THE COUNTY OF SACRAMENTO

12 THE PEOPLE OF THE STATE OF  
CALIFORNIA, by and through the  
CALIFORNIA CORPORATIONS  
COMMISSIONER,

13 Plaintiff,

14 vs.

15 FILMMATES ENTERTAINMENT, INC., a  
California corporation; FILMMATES  
16 CORPORATION, a California corporation;  
17 FILMMATES PARTNERS, LLC, a California  
18 limited liability company, SWIM COOL  
19 SYSTEMS, a California corporation, SWIM  
20 COOL SYSTEMS, LLC, a California limited  
21 liability company, JAY MALLA  
22 MALDONADO, as an individual; BILL  
23 NANCE, as an individual; ALAN F. GODA, as  
24 an individual, and Does 1 through 10, inclusive,

25 Defendants.  
26  
27

28 TO ALL PARTIES AND COUNSEL:

FILED  
07 NOV 16 AM 11:51  
SACRAMENTO COURTS  
DEPT 53

Case No.: 07AS04961

ORDER GRANTING EX PARTE  
APPLICATION FOR TEMPORARY  
RESTRAINING ORDER; AND NOTICE OF  
ORDER TO SHOW CAUSE RE:  
PRELIMINARY INJUNCTION

(Corporations Code section 25110, 25401,  
25530, 25535)

DATE: November 16, 2007  
TIME: 10 a.m.  
DEPT: 53  
TRIAL DATE: None set

ORDER GRANTING EX PARTE APPLICATION FOR TEMPORARY RESTRAINING ORDER; AND NOTICE OF  
ORDER TO SHOW CAUSE RE: PRELIMINARY INJUNCTION

1 TO ALL PARTIES AND COUNSEL:

2 THE COURT, having reviewed the above Ex Parte Application of Plaintiff, accompanying  
3 Declarations and supporting documents, and for good cause appearing, hereby GRANTS the Ex Parte  
4 Application, and issues the Temporary Restraining Order. Mary Ann Clark, Senior Corporations  
5 Counsel, appeared for Plaintiff, the People of the State of California by and through the California  
6 Corporations Commissioner.  
7

8 IT IS HEREBY ORDERED THAT:

9 1. Defendants FilmMates Entertainment, Inc., FilmMates Corporation, FilmMates  
10 Partners, LLC, Jay ~~Matta~~ ~~Mahabadi~~ and ~~Bill Nance~~, and their officers, directors, successors in  
11 interest, agents, employees, attorneys in fact, and all persons acting in concert or participating with  
12 them, shall be and are hereby temporarily restrained from engaging in, committing, aiding and  
13 abetting, or performing directly or indirectly, by any means whatsoever, any of the following acts:

14 A. Violating Corporations Code section 25401, by offering to sell or selling any security  
15 of any kind, including but not limited to, the securities described in this Complaint, by means of any  
16 written or oral communication which includes any untrue statement of material fact or omits or fails  
17 to state any material fact necessary in order to make the statements made, in the light of the  
18 circumstances under which they are made, not misleading, including but not limited to the  
19 misrepresentations and omissions alleged in this Complaint;

20 B. Violating Corporations Code section 25110, by offering to sell, selling, arranging for  
21 the sale of, issuing, engaging in the business of selling, negotiating for the sale of, or otherwise in any  
22 way dealing or participating in the offer or sale of, any security of any kind, including but not limited  
23 to the securities described in this Complaint, unless such security or transaction is qualified or  
24 exempted or not subject to qualification;

25 C. Violating the Desist and Refrain Order issued by the California Corporations  
26 Commissioner on October 25, 2005, by offering and selling unqualified, non-exempt securities in  
27 violation of California Corporations Code section 25110;

28 D. Removing, destroying, mutilating, concealing, altering, transferring, or otherwise

1 disposing of, in any manner, any books, records, computer programs, computer files, computer  
2 printouts, correspondence, brochures, manuals, or any other "writing" or "document" of any kind as  
3 defined under California Evidence Code section 250, relating to the transactions and course of  
4 conduct as alleged in the complaint of this action, unless authorized by this Court; and

5 E. Withdrawing from any bank account or disposing of any real or personal property in  
6 their possession, custody or control, without leave of the Court.

7 F. Transferring, changing, disbursing, selling, dissipating, converting, pledging,  
8 assigning, foreclosing, or otherwise disposing of any real property or personal property in their  
9 possession or under their control, or in the possession of, or under the control of, any of the  
10 defendants, which property or other assets were derived or emanated from directly, or indirectly, the  
11 sale and issuance of securities as alleged in this Complaint, without leave of this Court; and

12 G. Withdrawing, transferring, changing, disbursing, dissipating, converting, pledging, or  
13 assigning any funds or other assets which were derived or emanated, directly or indirectly, from the  
14 offer or sale of securities as alleged in this Complaint, from any accounts at any bank, savings and  
15 loan association, broker-dealer or any other financial institution in the name of any of the defendants,  
16 or controlled by any of the defendants, without leave of this Court.

17  
18 2. That Defendants appear before this Court and show cause as to why a preliminary  
19 injunction should not be issued. The hearing date for the Order to Show Cause hearing, shall be

20 12/7, 2007, at 2:01 a.m./p.m., in Department 53. Plaintiff shall serve a copy of this

21 Order on all defendants. *ANY OPPOSITION FILED AND SERVED BY*

22 *4:00 P.M. 11/30/07. ANY REPLY BY 4:00 P.M.*  
23 DATED: *12/4/07. ALL SERVICE OF MEMORANDA BY FAX*

24  
25 NOV 16 2007

26 \_\_\_\_\_  
JUDGE OF THE SUPERIOR COURT

27 LOREN E. McMASTER