

STATEMENT OF FACTS

4. On or about June, 2011, an individual who identified himself as **RAWITT** conducted a "cold call" to a resident of the State of Alabama. The Alabama resident had no prior business relationship with **RAWITT** or **ME**. During the telephone conversation **RAWITT** solicited an investment from the Alabama resident. Said solicitation was for an investment in **ME**, in the form of units, with a minimum subscription of \$25,000.00 for 25,000 units.

5. The Alabama resident directed **RAWITT** to mail to him any printed material that **RAWITT** would like for him to consider. Subsequently, the Alabama resident received a package from **ME** that included a Private Placement Memorandum, a Subscription Agreement, and **RAWITT's** business card.

6. On or about June 23, 2011, **ME** filed a Form D, Rule 506 election with the United States Securities and Exchange Commission (SEC). As of July 20, 2011, **ME** had not filed a notice copy of Form D with the Commission.

7. On July 20, 2011, a review of the registration files maintained by the Commission revealed that **ME** is not registered with the Commission as a Dealer or Investment Adviser.

8. On July 20, 2011, a review of the registration files maintained by the Commission revealed that neither **RAWITT** nor **BARDIN** is registered as an Agent or Investment Advisor Representative for securities in the State of Alabama.

9. **ME** reports its street address as 9107 Wilshire Boulevard, Suite 450, Beverly Hills, California 90210. This address is the address of the Beverly Hills Executive Center which is described as a virtual office in that it offers a prime business address, mail and package receipt, a business support center, a lobby greeter, a client drop-off/pick-up point, mail forwarding/shipping services, a conference room, and day time

office space. These services are offered for a monthly fee; some, such as conference room and day time office space, are offered on an hourly basis.

10. On December 22, 2009, the SEC filed a complaint against **RAWITT** alleging violations of Sections 5(A) and 5(C) of The Securities Act of 1933 and Section 15(A)(1) of the Securities Exchange Act of 1934. The SEC's complaint alleges that **RAWITT**, and other defendants, participated in two (2) fraudulent oil-and-gas offerings. According to the complaint, from March 2008 through February 2009, two (2) other defendants created and managed two (2) unregistered funds. Together the defendants raised \$5.5 million from 139 investors based on a multitude of material misrepresentations. **RAWITT** made approximately \$275,000.00 in sales-related fees through direct solicitation to potential investors.

11. On July 15, 2010, an agreed judgment was entered by consent against **RAWITT**, permanently enjoining him from future violations of sections 5(A) and 5(C) of The Securities Act of 1933, and section 15(A) of the Exchange Act, in the civil action entitled Securities And Exchange Commission v. **Stuart Rawitt**, et al, civil action number 4:09-CV-4080, in the United States District Court, Southern District of Texas.

CONCLUSIONS OF LAW

12. Section 8-6-2 (10), Code of Alabama, 1975, includes, in pertinent part, the definition of a security as any certificate of interest or participation in any profit-sharing agreement, preorganization certificate or subscription, transferable share, investment contract, units, or shares in, for, respecting or based upon any form of securities or collateral, subscriptions and contracts covering or pertaining to the sale or purchase on the installment plan of any security as herein defined, or subscription or contracts covering or pertaining to the sale or purchase of beneficial interest in title to property, profits or earnings, or any right to subscribe to any of the foregoing or any instrument of any kind commonly known as a security. The interest in **ME** offered by the **RESPONDENTS** constitutes a security, to wit: "units".

13. Section 8-6-3(a), Code of Alabama, 1975, states that it is unlawful for any person to transact business in this state as a Dealer or Agent for securities unless such person is registered with the Commission. **RAWITT** acted as an agent of **ME** without benefit of registration in violation of the Act.

14. Section 8-6-3(a), Code of Alabama, 1975, states that it is unlawful for any dealer or issuer to employ an agent unless such agent is registered with the Commission. As the Managing Member of **ME**, **BARDIN** employed and authorized **RAWITT** to solicit the sale of securities within the State of Alabama, without benefit of registration as an agent with the Commission, in violation of the Act.

15. Section 8-6-4, Code of Alabama, 1975, of the Alabama Securities Act states that it is unlawful for any person to offer or sell any security in this state unless said security: (1) is registered under the Act; (2) the security is exempt from registration under section 8-6-10; or (3) the transaction is exempt under section 8-6-11. The security offered by **RAWITT** and **ME**; to wit: units in **ME**, were neither registered nor subject to a perfected exemption from registration in Alabama in violation of the Act.

This Order is appropriate in the public interest for the protection of investors and is consistent with the purposes of the Act.

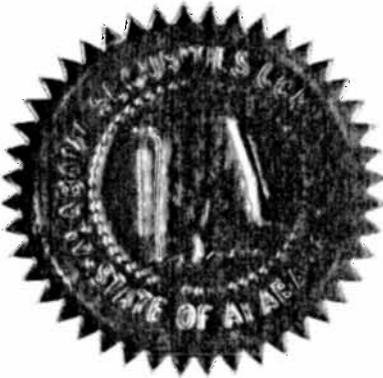
This Order does not prevent the Commission from seeking such other civil or criminal remedies that may be available to it under the Alabama Securities Act.

Additionally, if the allegations set forth herein are found to be true, though administrative adjudication, failure of the **RESPONDENTS** to make a timely request for a hearing, or default of the respondent, it is the intention of the Commission to impose sanctions upon the **RESPONDENTS**. Such sanctions may include, inter alia, an administrative assessment imposed on **RESPONDENTS**, and additional administrative assessment for investigative cost arising from the investigation of the violations described herein against **RESPONDENTS**, and a permanent order to bar

RESPONDENTS from participation in any securities related industry in the State of Alabama.

ACCORDINGLY, IT IS HEREBY ORDERED that **MUTUAL ENTERTAINMENT, LLC, STUART RAWITT, and JODY BARDIN** immediately **CEASE AND DESIST** from further offers or sales of any security into, within or from the State of Alabama.

Entered at Montgomery, Alabama, this 5th day of August, 2011.



ALABAMA SECURITIES COMMISSION
401 Adams Avenue, Suite 280
Montgomery, AL 36104
(334) 242-2984
BY:

A handwritten signature in black ink, appearing to read "J. Randall McNeill", is written over the printed name.

J. Randall McNeill
Deputy Director