

STATE OF NORTH DAKOTA

BEFORE THE

COUNTY OF BURLEIGH

SECURITIES COMMISSIONER

In the Matter of St. Clare Film Fund )  
 Capital Corporation d/b/a International )  
 Venture Film Fund; St. Paul Film )  
 Foundation; Guadalupe Film Committee; )  
 Onesimus Production, Inc.; Stephen A. )  
 Jones; Debbie Cartier, and their Officers, )  
 Directors, Agents and Employees, )  
 )  
 Respondents. )

**CEASE AND DESIST ORDER,  
 NOTICE OF CIVIL PENALTY, AND  
 NOTICE OF RIGHT TO  
 REQUEST A HEARING**

.....

**THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO  
 ST. CLARE FILM FUND CAPITAL CORPORATION D/B/A INTERNATIONAL  
 VENTURE FILM FUND; ST. PAUL FILM FOUNDATION; GUADALUPE FILM  
 COMMITTEE; ONESIMUS PRODUCTION, INC.; STEPHEN A. JONES; DEBBIE  
 CARTIER, AND THEIR OFFICERS, DIRECTORS, AGENTS AND EMPLOYEES:**

The North Dakota Securities Commissioner has a reasonable basis to believe that the Respondents have engaged in, are engaging in, or are about to engage in, acts, practices or transactions, as more fully described below, which are prohibited under Chapter 10-04 of the North Dakota Century Code (N.D.C.C.). It is necessary and appropriate in the public interest and for the protection of investors to restrain these acts, practices, or transactions of the Respondents.

1. The Respondents have offered for sale and/or sold investment(s) to at least one resident of North Dakota in violation of §10-04-04 N.D.C.C. The subject investment(s) are securities as defined in §10-04-02(15) N.D.C.C.

2. The subject investment(s) have not been registered with the Securities Commissioner under §10-04-07; §10-04-07.1; §10-04-08; or §10-04-08.1 N.D.C.C.; are not exempt securities under §10-04-05 N.D.C.C; and have not been offered for sale or sold in exempt transactions under §10-04-06 N.D.C.C.

3. The Respondents have not registered as an agent in violation of §10-04-10(2) N.D.C.C.

4. The respondents did not provide sufficient information to North Dakota investors and thereby engaged in fraudulent conduct in violation of § 10-04-15 N.D.C.C.

**NOW, THEREFORE, IT IS ORDERED**, pursuant to §10-04-16 N.D.C.C., that the Respondent shall immediately **CEASE AND DESIST**:

1. From offering for sale or selling in North Dakota the subject investment, or any other investment interest however denominated, unless and until such investment interests have been registered with the Securities Commissioner.

2. From offering for sale or selling investments in North Dakota unless and until they have registered with the Securities Commissioner as dealers or agents.

3. From engaging in any fraudulent conduct or from providing any false, misleading or incomplete information in the offer and/or sale of securities in North Dakota.

This order does not prohibit the offer or sale of securities through exempt securities transactions under §10-04-06 N.D.C.C., nor does it prohibit registered dealers and agents from offering or selling exempt securities under §10-04-05 N.D.C.C.

**YOU ARE NOTIFIED** that any willful violation of this order is a Class B Felony pursuant to §10-04-18(1) N.D.C.C. Pursuant to §12.1-32-01 N.D.C.C., a Class B Felony is punishable by a \$10,000 fine and 10 years' imprisonment.

**YOU ARE FURTHER NOTIFIED** that, pursuant to §12.1-09-03 N.D.C.C., a person is guilty of a criminal offense if he intentionally "alters, destroys, mutilates, conceals, or removes a record, document, or thing with intent to impair its verity or availability" in an official proceeding. As such, intentional destruction of any documents related to this matter may result in criminal prosecution.

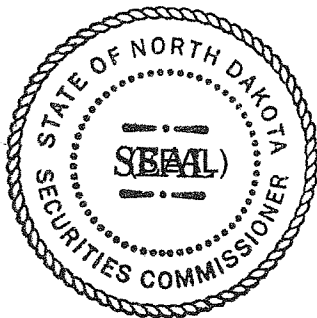
#### **NOTICE OF CIVIL PENALTIES**

**YOU ARE NOTIFIED** that the above-cited violations are sufficient grounds for the imposition of civil penalties pursuant to §10-04-16(1) N.D.C.C. The Securities Commissioner does not herein assess a civil penalty, but the Commissioner expressly reserves the authority to assess civil penalties, not to exceed \$10,000 per violation, regarding the violations outlined above, any other violations subsequently discovered, or any future securities violations or violations of this order.

#### **NOTICE OF RIGHT TO REQUEST HEARING**

**YOU ARE NOTIFIED** that pursuant to §10-04-12 N.D.C.C. you may request a hearing before the Securities Commissioner if such a request is made in writing WITHIN TEN (10) DAYS AFTER THE RECEIPT OF THIS ORDER. The respondents have the right to be represented by legal counsel at the hearing.

IN TESTIMONY WHEREOF, witness my hand and seal this 26<sup>th</sup> day of August, 2002.



  
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Karen J. Tyler, Securities Commissioner  
Office of the Securities Commissioner  
600 East Boulevard Ave.  
State Capitol – Fifth Floor  
Bismarck, ND 58505-0510  
(701) 328-2910

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 Directors, Agents and Employees, )  
 )  
 Respondents. )

**AFFIDAVIT OF SERVICE BY MAIL**

I, Jacqui Ferderer, being first duly sworn, state that I am a citizen of the United States over the age of twenty-one years and not a party to or interested in the above-entitled proceeding.

On this 30 day of August, 2002, I deposited in the Central Mailing Bureau of the United States Post Office Department in the State Capitol in Bismarck, North Dakota, a true and correct copy of each of the following documents:

**CEASE AND DESIST ORDER, NOTICE OF CIVIL PENALTY,  
AND NOTICE OF RIGHT TO REQUEST A HEARING**

A copy of the above document was securely enclosed in an envelope with postage duly prepaid, sent via certified mail, return receipt requested, addressed to each of the following:

St. Clare Film Fund Capital Corporation  
 288 Martin Street, Suite 300  
 Blaine, WA 98230

International Venture Film Fund  
 288 Martin Street, Suite 300  
 Blaine, WA 98230

St. Clare Film Fund Capital Corporation  
 P. O. Box 38  
 Blaine, WA 98231-9723

St. Paul Film Fund  
 575 Madison Ave, Suite 1006  
 New York, NY 10017-2289

Onesimus Production, Inc.  
288 Martin Street, Suite 300  
Blaine, WA 98230

Quadalupe Film Committee  
P. O. Box 38  
Blaine, WA 98231-9723

Quadalupe Film Committee  
288 Martin Street, Suite 300  
Blaine, WA 98230

Debbie Cartier  
St. Clare Film Fund Capital Corporation  
288 Martin Street, Suite 300  
Blaine, WA 98230


Stephen A. Jones  
St. Clare Film Fund Capital Corporation  
288 Martin Street, Suite 300  
Blaine, WA 98230

And copy of the above document was securely enclosed in an envelope with postage duly prepaid, sent via registered mail, addressed to each of the following:

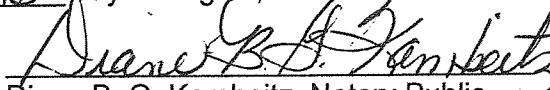
St. Clare Film Fund Capital Corporation  
1700 75<sup>th</sup> Avenue, Suite 103  
Vancouver, BC V6P 6G2

St. Clare Film Fund Capital Corporation  
P. O. Box 3029  
Mission, BC V2V 4J3

To the best of my knowledge, information, and belief, the address given above is the actual mailing address for the party intended to be served or of the attorney representing that party.

  
Jacquie Ferderer

Subscribed and sworn to before me this 26 day of August, 2002.

  
Diane B. G. Kambeitz, Notary Public  
Burleigh County, North Dakota  
My commission expires 4/25/2006

