

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

TO: Andrew T. Vanslee, President and CEO
Extraordinary Films, Ltd.
Peroxide Pictures, LLC
9615 Brighton Way, Suite #M180
Beverly Hills, CA 90210

DESIST AND REFRAIN ORDER

The California Corporations Commissioner finds that:

1. At all relevant times, Andrew T. Vanslee, also known as Andrew Van Slee or Andrew VanSlee, was the President and CEO of Extraordinary Films, Ltd., a California corporation. Since May 2000, Vanslee also was the agent for service of process for Peroxide Pictures, LLC, a California limited liability company. Both Extraordinary Films, Ltd. and Peroxide Pictures, LLC have a registered office located at 2362 Eastridge Loop, Chula Vista, California 91915.
2. Beginning in or about May 2000, Vanslee and Extraordinary Films, Ltd. offered and sold securities in the form of investment units.
3. Through the use of the Internet, cold-calling and other means of general solicitation, Vanslee and Extraordinary Films, Ltd. offered units at \$5,000 per unit to raise \$2.75 million.
4. The purported purpose of the offering was to raise funds to finish the production of, and to market, a film called "Peroxide Blonde," later called "Totally Blonde."
5. These securities were offered and sold in this state in issuer transactions. The Department of Corporation has not issued a permit or other form of qualification authorizing any person to offer and sell these securities in this state. These securities offered and sold were not exempt from the qualification requirement under Section 25110 of the California Corporate Securities Law of 1968.

Based upon the foregoing, the California Corporations Commissioner is of the opinion that the limited liability company membership units of Peroxide Pictures, LLC are securities subject to qualification under the California Corporate Securities Law of 1968 and are being or have been offered or sold without being qualified. Pursuant to Section 25532 of the California Corporate Securities Law of 1968, Andrew T. Vanslee, Extraordinary Films, Ltd., and Peroxide Pictures, LLC are hereby ordered to desist and refrain from the further offer or sale in the State of California of securities, including but not limited to limited liability company membership units, unless and until qualification has been made under said law or unless exempt. This Order is necessary, in the public interest, for the protection of investors and consistent with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

Dated: January 16, 2002
Los Angeles, California

DEMETRIOS A. BOUTRIS
California Corporations Commissioner

By _____
ALAN S. WEINGER
Supervising Counsel
Enforcement and Legal Services Division