

BEFORE THE
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES
STATE OF WISCONSIN

In the Matter of
ST. PAUL FILM FOUNDATION, ST. CLARE
FILM FUND CAPITAL CORPORATION, ONESIMUS
PRODUCTIONS, STEPHEN A. JONES, and NATALIE
BETANCOR-LEON,

PETITION FOR ORDER

Respondents.

File No. S-98249(EX)

The staff of the Enforcement Unit of the Registration & Enforcement Section of the Division of Securities alleges that:

1. St. Paul Film Foundation ("St. Paul") is a foreign business entity with last known business addresses of 575 Madison Ave., Ste. 1006, New York, NY 10017-2289.
2. St. Clare Film Fund Capital Corporation ("St. Clare") is a foreign business entity with last known business addresses of 288 Martin St., Ste. 300, Blaine, WA 98230 and 1700 75th Ave., Ste. 103, Vancouver, BC V6P 6G2.
3. Onesimus Productions ("Onesimus") is a foreign business entity with last known business addresses at those of St. Clare.
4. Stephen A. Jones (DOB 2/26/67) ("Jones") is an individual who at all times material hereto has been the sole officer and director of St. Clare, the President of St. Paul and the President of Onesimus, with last known business addresses at those of St. Clare.
5. Natalie Betancor-Leon (DOB 6/14/39) ("Betancor-Leon") is an individual who at all times material hereto has been Chairman of the Board of Directors of St. Paul, with a last known business address at that of St. Paul.
6. During the period from 1996 to at least November, 1998, Jones, on behalf of St. Clare, St. Paul, Onesimus, and Betancor-Leon, offered and sold to at least four persons in Wisconsin, and offered to an indeterminate number of persons in Wisconsin, the promissory notes of St. Clare (the "Notes").
7. Pursuant to the offering materials received by persons in Wisconsin, the proceeds from the Notes would be used for "pre-production, production, post-production, marketing and promotion" expenses of a feature film, as well as other merchandising projects of St. Clare.
8. The feature film to be funded by the Notes would be produced in association with St. Paul and Onesimus.
9. The Notes 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 July 1998, the State of Massachusetts entered into a Consent Order with St. Paul and Jones, based on allegations fraud in the offer and sale of securities.
12. In connection with the offer of the securities described in Paragraph 6 that occurred after the date of issuance of the Massachusetts Consent Order, the Respondents omitted to disclose the issuance of the orders referred to in Paragraph 11.
13. 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.

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.



David A. Cohen Date 7/12/99
Supervising Attorney
Enforcement Unit