

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

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In the Matter of  
LAND RUSH ENTERTAINMENT LLC,  
NICOLE M. HAHN a/k/a NICOLE M. MAZZA,  
IAN STEVEN HAHN a/k/a STEVE HAHN,  
and MAX N. BACAL,

PETITION FOR ORDER

Respondent.

File No. S-02207(EX)

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The staff of the Bureau of Registration & Enforcement, of the Division of Securities, Department of Financial Institutions, State of Wisconsin has conducted an investigation in this matter pursuant to sec. 551.56, Wis. Stats. and as a result thereof alleges as follows:

1. Land Rush Entertainment LLC ("LRE") is a foreign business entity with last known business addresses of 433 N. Camden Dr., Ste. 238, Beverly Hills, CA 90210 and 11601 Biscayne Blvd., #101, N. Miami, FL 33181.
2. Nicole M. Hahn a/k/a Nicole M. Mazza, ("NHahn") is an individual who at all times material hereto has been Co-Manager of LRE, with a last known business address at that of LRE in N. Miami and a last known residence address of 1800 Sunset Harbour Dr., Penthouse #6, Miami, FL 33139.
3. Ian Steven Hahn a/k/a Steve Hahn (DOB 11/5/62) ("IHahn") is an individual who at all times material hereto has been Vice President/Sales of LRE, with a last known business address at that of LRE in N. Miami and a last known residence address of 1800 Sunset Harbour Dr., Penthouse #6, Miami, FL 33139.
4. Max N. Bacal, ("Bacal") is an individual who at all times material hereto has been an agent of LRE, NHahn, and IHahn, with a last known business address at that of LRE in N. Miami.
5. During the period of September 2002, Bacal, on behalf of LRE, NHahn, and IHahn, offered to at least one person in Wisconsin limited liability company units in LRE.
6. The person in Wisconsin referred to above had no pre-existing relationship with any of the Respondents.
7. Pursuant to the offering materials received by the person in Wisconsin, LRE will engage in the business of producing a television program.
8. According to the offering documents, LRE will be managed by the Co-Managers.
9. Since the investors will be involved in a common enterprise with the expectation of profits to be derived from the essential managerial efforts of others, the "units" offered by the respondents are investment contracts as defined by section DFI-Sec. 1.02(6)(a), Wis. Adm. Code, and are therefore securities as defined by sec. 551.02(13), Wis. Stats.
10. The LRE investment contracts have never been registered for offer and sale in Wisconsin pursuant to Ch. 551, Wis. Stats.
11. In a letter dated December 4, 2002, the law firm for LRE states that LRE believes that the offers of its securities in Wisconsin are exempt from registration pursuant to the provisions of

Rule 506 of Regulation D [promulgated pursuant to Section 4(2)] of the Securities Act of 1933, as amended by adoption of the National Securities Markets Improvement Act of 1996.

12. Upon information and belief, the Wisconsin offeree was cold-called by a person with whom they had no pre-existing relationship, in violation of section 4(2)'s ban on general solicitation.
13. All Respondents have violated sec. 551.21(1), Wis. Stats., by offering unregistered securities in Wisconsin.
14. In connection with the offers of the securities described above, Bacal transacted business in Wisconsin as an "agent" for LRE, NHahn, and IHahn, as that term is defined by sec. 551.02(2), Wis. Stats.
15. At no time has Bacal been licensed as a securities agent pursuant to Ch. 551, Wis. Stats.
16. Bacal has violated sec. 551.31(1), Wis. Stats., by transacting business in Wisconsin as a securities agent without a license.
17. LRE, NHahn, and IHahn, have violated sec. 551.31(2), Wis. Stats., by employing an unlicensed agent to represent them in Wisconsin.
18. On August 28, 1998, the State of Wisconsin issued a Summary Order of Prohibition against Benchmark Entertainment Group, Inc., its successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on its behalf.
19. On August 6, 2002, the U.S. Securities & Exchange Commission named Benchmark Entertainment Group, Inc. and its controlling person, IHahn, as Defendants in a civil suit in connection with the fraudulent offer and sale of securities in three motion picture development companies (Case No. 02 Civ. 4364, USDC EDNY).
20. On August 6, 2002, IHahn was arrested and subsequently charged with two counts of conspiracy to defraud the United States and two counts of manipulative and deceptive devices in Case No. 02-CR-881-9, USDC EDNY).
21. In connection with the offer of the securities described in Paragraph 5, the Respondents omitted to disclose the issuance of the order referred to in Paragraph 18 and the pending civil and criminal matters against IHahn referred to in Paragraphs 19 and 20.
22. 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 of securities to a person in Wisconsin.

Therefore, the staff of the Registration & Enforcement Bureau petitions the Administrator of the Division of Securities for the issuance of the attached Order pursuant to Ch. 551, Wis. Stats.

Susan A. Kittel Moore 2/17/03  
 Susan A. Kittel Moore Date  
 Legal Assistant  
 Registration & Enforcement Bureau

David A. Cohen 2/18/03  
 David A. Cohen Date  
 Supervising Attorney  
 Registration & Enforcement Bureau