

**STATE OF NEW MEXICO  
SECURITIES DIVISION  
2550 CERRILLOS RD.  
SANTA FE, NEW MEXICO 87505**

IN THE MATTER OF:            )  
Pangea Pictures Corporation    )        Order No. – 09-09-999-053 (CA)

**CONSENT AGREEMENT**

This agreement is entered into between the New Mexico Securities Division (the “Division”) and Pangea Pictures Corporation (the “Company”).

WHEREAS the Division and the Company agree that:


1. The Company has represented that it was incorporated in Delaware in April 2006.
2. The Company has represented that on or about August 7, 2008, the Company sold its common stock and warrants to one New Mexico resident.
3. On or about October 19, 2009, the Company filed a Notice pursuant to Section 58-13B-24Q of the New Mexico Securities Act of 1986 (the “Act”) and 12.11.14.9 NMAC.
4. The Notice was not timely filed with the Division, but the Company has represented that it otherwise complies with all requirements for the federal registration exemption provided by Rule 506 of Regulation D, 17 CFR §230.506.
5. Because the Company has voluntarily notified the Division that the offer and sale of its securities to the New Mexico residents may not have complied with the provisions of the Act and has made a good faith effort to resolve any issues that may have resulted from such non-compliance, the Director of the Division has determined that the public interest does not require the Division to initiate any administrative or civil actions based upon the facts described above.

THEREFORE, in order to resolve this matter, and without trial or adjudication or any issue or fact of law, and for the purpose of this Agreement only, it is agreed that:

6. The Company will pay the Division an administrative assessment of \$1,050.
7. The Company will comply henceforth in all respects with the Act.
8. The Company waives the right to any further notice, hearing or appeal of this matter.

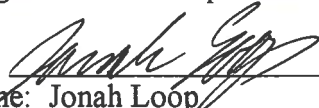
9. The Division agrees that it will not bring any further administrative or judicial action against the Company for the sale of the Company's stock and warrants based on the facts described in paragraphs 1 - 5, above; however, nothing herein shall prevent the Director from addressing future violations of the Act or past violations of the Act relating to matters not the subject hereof and from using any of the civil and/or administrative remedies at his disposal for such purpose;
10. This Agreement may become void if the Director of the Division finds any of the representations or warranties contained herein are false or materially misleading.

October 30, 2009

New Mexico Securities Division  
  
Bruce R. Kohl, Director  
New Mexico Securities Division

October, 2009

Pangea Pictures Corporation

By:   
Name: Jonah Loop  
Title: Chief Executive Officer

