

CASE NO. 05-80393 CIV HURLEY/HOPKINS

development of Stelor's business. Any interruption in access to the www.google.com internet address now, after the successful trade show, will be even more disastrous to Stelor's business.

33. Stelor plans formally to "unveil" the new developments to its website this Fall. In addition to Stelor's proprietary technology that will make the site "kids safe", Stelor has also developed 160 additional characters and related story-lines. Stelor has chosen the Fall because we expect our license relationships will be established and the website will then have the maximum impact.

34. The website is essential to our business because all of our Googles programming content is created to be interactive. Children will be directed from the cartoons, live shows, web casts, publications, and any other medium to go to our website at the www.google.com internet address. They are asked, for example, to go to the "Frolic Forest" on www.google.com, so they can find lost or imaginary animals, solve group puzzles or be recognized as GooKids for prizes. This form of interaction, from the Googles character to www.google.com is a pillar in our product concept.

35. In addition to the general importance of the website to us, though, it is critical that our website be located at the www.google.com internet address. Our business simply could not survive if we lost access to that address, and were forced to display the content on our website through a different domain name or internet address. The reason is that the www.google.com address has a proven ability to attract users to the address, and has already enabled Stelor to build a registered user base of more than 600,000 in number. Each day, moreover, the site attracts tens and frequently hundreds of thousands of additional users.

36. The recent history of usage on the site is instructive. On May 1, 2005 – before Sivers re-directed the domain name – the site had 108,053 hits! By June 1, 2005, the number of

hits had dropped to 8. Once Stelor's access to the address was restored following entry of this Court's Order on June 9, 2005, the number of hits began to increase. On June 10, 2005, when the site was actually restored, the number of hits reached 20,774. As of June 22, 2005, during the trade show, the number of hits surged to 135,173. A true and correct copy of the Google Usage Statistics report is attached as Exhibit N hereto.

37. A different internet address simply would not have this ongoing volume of traffic. Any prolonged disruption of Stelor's access to the www.google.com address, moreover, would likely result in the loss of Stelor's existing users. Stelor simply has no way to migrate those users to a different internet address, and hope to keep them as users. A user who has been repeatedly accessing our address, will obviously be frustrated when the website at that address goes dark or changes, and the user has to search to try and find the site at a new address. The risk that users will simply give up, and never try again, is severe, especially if access to our site continues to be disrupted.

38. The existing registered user base and continued traffic on the www.google.com address are critical points in all of our discussions with potential licensees, investors and in our general promotion of the business. This performance history related specifically to the www.google.com address has proved to be a key factor in attracting investment capital and potential licensees. Without the user base and ongoing traffic associated with the www.google.com address, our business is simply not commercially viable. Indeed, as a result of Mr. Silvers' actions in redirecting the domain name and shutting down our website, Stelor lost an investor who had previously committed to invest. Stelor was advised that the investor would "look at us again when we got control of our site." Without access to www.google.com Stelor's entire business is at risk.

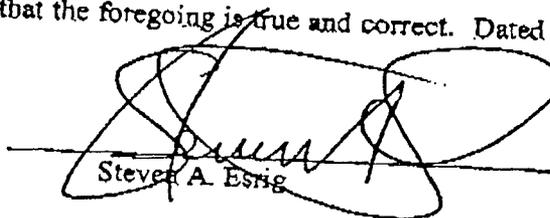
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39. For these reasons, Stelor has always emphasized the "googles.com" domain name in its marketing efforts. Consistent with that approach, Stelor's displays and promotional materials at the recent trade show firmly demonstrate the critical importance of the www.googles.com name. Thus, the featured piece of Stelor's entire booth referenced www.googles.com in bold letters and colors, as the photographs attached as Exhibit O show. The promotional material for the show similarly featured the www.googles.com domain name. Samples are attached as Composite Exhibit P hereto. To the extent Silvers claims that we did not feature the googles.com name at our show, he is simply wrong.

40. I have reviewed the Declaration of Mr. Tewksbury, and to the extent he suggests Stelor could simply use a different internet address to display our website, he entirely fails to understand the devastating effect that would have on our business as set forth above.

41. In his declaration, Mr. Tewksbury also repeatedly speaks of a website called Gootopia. There is no such entity as a "Gootopia Website". The site www.googles.com is the only website in existence. 'Gootopia' is the name we use for a software application. It is the program that allows user access to many activities via www.googles.com. The program also transports children to over 300 hundred unrelated children's Internet sites. If Silvers' suggestion is that Stelor could provide access to its website through a different internet address, for example gootopia.com, the above paragraphs of my declaration clearly explain why as a practical matter that change would be devastating to the business of Stelor.

I declare under penalties of perjury that the foregoing is true and correct. Dated this _____ day of June, 2005.


Steven A. Esrig

A

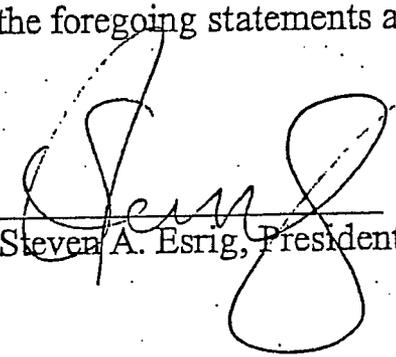
CERTIFICATION

Pursuant to the January 28, 2004 Settlement Agreement between and among Stelor Productions, Inc. ("Stelor") and Steven Silvers, Stelor hereby certifies as follows:

1. Stelor has not increased the amount of the stock options created under the original stock option plan.
2. No royalty payments from Stelor to Mr. Silvers are owed or outstanding as of December 31, 2004.
3. Stelor does not presently offer any products for sale except the music available on itunes.

I declare under penalty of perjury that the foregoing statements are true and correct.

3.8-05
Date



Steven A. Esrig, President



B



AWAL Statement Date
February 25, 2005



THIS STATEMENT TOTAL
\$48.82

CLIENT: The Googles from Goo
ARTIST: The Googles from Goo

| Title | ORIGIN | Downloads | @ | DOWNLOAD TOTAL | AWAL RATE | AWAL SHARE | TOTAL DUE | LABEL |
|-----------------------------------|--------|-----------|------|----------------|----------------|----------------|-----------|--------------------------|
| | | | | \$65.10 | \$16.27 | \$48.82 | | |
| 07/31/20 Responsibility | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 07/31/20 I Feel Good About Myself | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 07/31/20 One GooWorld | U.S.A. | 1 | 6.50 | \$6.50 | 25 | \$1.63 | \$4.88 | Stellar Productions |
| 08/23/20 Responsibility | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/23/20 Recycle... Don't Litter | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/23/20 Trees | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/23/20 Rain | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/23/20 I Feel Good About Myself | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/23/20 GooMinting | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/23/20 GooFentis | U.K. | 1 | 0.64 | \$0.64 | 25 | \$0.21 | \$0.63 | AWAL Stellar Productions |
| 08/23/20 Zoomin' | U.K. | 1 | 0.64 | \$0.64 | 25 | \$0.21 | \$0.63 | AWAL Stellar Productions |
| 08/23/20 I Feel Good About Myself | U.K. | 1 | 0.64 | \$0.64 | 25 | \$0.21 | \$0.63 | AWAL Stellar Productions |
| 08/25/20 Recycle... Don't Litter | U.K. | 1 | 0.65 | \$0.65 | 25 | \$0.21 | \$0.63 | AWAL Stellar Productions |
| 08/25/20 Responsibility | U.S.A. | 2 | 0.65 | \$1.20 | 25 | \$0.33 | \$0.98 | AWAL Stellar Productions |
| 08/25/20 Trees | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/25/20 Rain | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/25/20 Zoomin' | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/25/20 I Feel Good About Myself | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/25/20 One GooWorld | U.S.A. | 1 | 6.50 | \$6.50 | 25 | \$1.63 | \$4.88 | Stellar Productions |
| 08/25/20 Responsibility | U.S.A. | 2 | 0.65 | \$1.20 | 25 | \$0.33 | \$0.98 | AWAL Stellar Productions |
| 08/25/20 Recycle... Don't Litter | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/25/20 Trees | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/25/20 Rain | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/25/20 One GooWorld | U.S.A. | 2 | 6.50 | \$13.00 | 25 | \$3.25 | \$9.76 | Stellar Productions |
| 08/25/20 GooMinting | U.K. | 1 | 0.69 | \$0.69 | 25 | \$0.22 | \$0.67 | AWAL Stellar Productions |
| 08/25/20 Responsibility | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/25/20 GooMinting | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| 08/25/20 One GooWorld | U.S.A. | 1 | 6.50 | \$6.50 | 25 | \$1.63 | \$4.88 | Stellar Productions |
| 08/25/20 One GooWorld | U.S.A. | 1 | 0.65 | \$0.65 | 25 | \$0.16 | \$0.49 | AWAL Stellar Productions |

Currently: **6.50%**

Currently Apple/iTunes pay MCPS the Mechanicals due on downloads made in the UK and (Euro) Europe. Mechanicals due on downloads made outside of these territories are the responsibility of the Contract Holder.

Note that where amounts are shown in the PUBLISHERS SHARE column then it is the responsibility of the Contract Holder to pay the relevant amounts to the Publisher / Songwriter.

AWAL Statement Date
February 25, 2005

THIS STATEMENT TOTAL
\$48.82



CLIENT: The Googles from Goo

| DATE | TITLE | ORIGIN | Downloads | © | DOWNLOAD TOTAL | AWAL RATE | AWAL SHARE | TOTAL DUE | LABEL |
|------------|--------------------------|--------|-----------|---|----------------|-----------|------------|-----------|--------------------------|
| ✓ 12/25/20 | Responsibility | U.S.A. | S | 1 | 0.85 | \$0.85 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| ✓ 12/25/20 | Recycle... Don't Litter | U.S.A. | S | 1 | 0.85 | \$0.85 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| ✓ 12/25/20 | We're the Googles | U.S.A. | S | 1 | 0.85 | \$0.85 | \$0.16 | \$0.49 | AWAL Stellar Productions |
| ✓ 12/25/20 | Atboles | U.S.A. | S | 1 | 0.85 | \$0.85 | \$0.16 | \$0.49 | AWAL |
| ✓ 12/25/20 | Zoomin' | UK | S | 1 | 0.00 | \$0.90 | \$0.23 | \$0.88 | AWAL Stellar Productions |
| ✓ 12/25/20 | I Feel Good About Myself | UK | S | 1 | 0.00 | \$0.90 | \$0.23 | \$0.88 | AWAL Stellar Productions |
| ✓ 1/29/200 | Gout Morning | EU | S | 1 | 0.89 | \$0.89 | \$0.22 | \$0.57 | AWAL Stellar Productions |
| ✓ 1/29/200 | On the Good World | EU | A | 1 | 8.75 | \$8.75 | \$2.18 | \$6.56 | Stellar Productions |

Currently: 8.50%

Currently Apple / iTunes pay MKPS the Mechanicals due on downloads made in the UK and (Euro) Europe. Mechanicals due on downloads made outside of these territories are the responsibility of the Contract Holder.

Note that where amounts are shown in the PUBLISHERS SHARE column then it is the responsibility of the Contract Holder to pay the relevant amounts to the Publisher / Servant.



C





Paul Worsham
205 Highland Avenue
Rockville, MD. 20850

10/3/02

Dear Paul,

I recently had a conversation with the Stelor Board of Directors regarding your continued participation in the Google's project. They were very upset to learn that in spite of you being explicitly told not to continue on with the Cafe Press Idea that you have set up pages at your online store / account with products bearing the Googles logo which you claimed you had gotten from Steven Silvers but also the plain word googles on everything from clocks to coffee mugs. (Remember our conversation after your email on August 14th that we had highly accomplished artist providing us with all artwork? - I also did not like your idea for a mug with GOOGLES on it but once again you have ignored my direction) I am sure you are tired of hearing me constantly admonish you for initiating work on this project at Steven Silvers request but I want to remind you yet again that Steven is NOT in control of Stelor Productions and his plans for marketing the Googles from Goo are not necessarily commensurate with Stelor's long range goals to commercialize this project which Stelor has the sole right as exclusive licensee to do. I realize you and Steven are close friends but this situation has become completely untenable with you doing the bidding for the Licensor and ignoring the request of the Licensee (us!)

You still have never provided me with any report on the financial projections on the Café Press idea as well as your Googles Club idea and I have been getting increased complaints from Spinning Doors about your attitude with them as well.

The email you copied me on showing a large fraudulent order at Café Press is the last straw. I have expressed my concern to you on numerous occasions that as a start up company we have to be extra vigilant about everything we do as a company and we are focused on building the proper foundation as well as strictly adhering to our License agreement with Silvers. We cannot as a new Company continue to endure Steven Silvers ongoing interference in our business activities including you taking direction from him and ignoring the wishes and direction of the President and Board of Directors of Stelor.

I had hoped you would see the bigger picture and we could work out our relationship but I believe your devotion to Silvers as a friend and the decision you have apparently made to work for him will preclude us from continuing our relationship.

**14701 Mockingbird Drive • Darnestown, Maryland • 20874
301-963-3636 • 301-990-3636 fax**

I am grateful for the time and effort you have extended and feel sad that we will be unable to continue working together. Ila was looking forward to getting to know your daughter as a new friend.

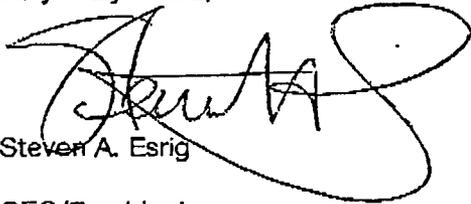
I realize you are still angry at the Boards rejection of your IT plan. As we had discussed, the GooglesClub kit was one of many concepts the Board felt was not well thought out and unreasonable.

I appreciate you sharing with me how rich we would all be if "Steve Silvers gets what he wants" but as I have shared with you we believe this property will be bigger than Disney (G-D Willing!)

Would you kindly send me confirmation of the above? Even though I believe that the Cafepress account is still in your name I would like to have something that shows my Board that you have removed any product with our name on it.

Again Paul, thank you for everything. I am sorry that our relationship did not work out.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Steven A. Esrig". The signature is stylized with large, sweeping loops and a prominent "S" at the beginning.

Steven A. Esrig

CEO/President

Mon, Jun 27, 2005 6:11 PM

Subject: New Googles Homepage Designs
Date: Thursday, September 12, 2002 11:02 PM
From: Paul Worsham <paul@ujazz.com>
To: hank mitchell <hank@silvercrayon.com>
Cc: Steven Esrig <sesrig@stelorproductions.com>

Hank,

Here are some designs proposed for Googles.com. Also, based on the meeting that I had with Steve Esrig (Stelor Productions CEO) tonight, he'd like to get together and meet you. Weekends are okay. We're looking at more work than just the one game I spoke to you about earlier, since the site needs more games in order to launch the games section on the best foot.

The 3 designs are:

<http://s-d.biz/googles/goog2.0a1/design/googlesclient/home1.htm>

<http://s-d.biz/googles/goog2.0a1/design/googlesclient/home2.htm>

<http://s-d.biz/googles/goog2.0a1/design/googlesclient/home3.htm>

I put up a CafePress shop for Googles, and we may also need your help, as you have some experience with that. We want the designs to print well, and I know you are good with the design issues, regarding colors in particular. The link for the store is:

<http://www.cafeshops.com/googles>

Paul

Subject: RE: Googles report
Date: Monday, September 30, 2002 11:13 PM
From: Paul Worsham <paul@ujazz.com>
To: <arun@s-d.biz>, Steve Esrig <sesrig@stelorproductions.com>
Cc: Salil Kumar <salil@s-d.biz>

Hello Arun,

Thank you for the report. I have some small questions about the timing of the stats (when are they run) and if there are partial days reported.

Also, there have been over 2 dozen items ordered from the CafePress "Googles" store... however, all but 1 item is marked with a status of "fraud suspect". Someone with the name OLSEGUN OLBODE ordered over a dozen shirts and a half dozen caps - all suspect. This information is food for the requirements for the shopping/fulfilment process for later. The good news is that they (CafePress) handle the liability in this case, but if you have anyone with comments on how to spot fraud in an internet order-processing environment, please pass them on.

Regards,

Paul

-----Original Message-----

From: Arun Soni [mailto:arun@s-d.biz]
Sent: Monday, September 30, 2002 11:54 AM
To: Steve Esrig; Paul Worsham
Cc: Salil Kumar
Subject: Googles report

Dear Steve,

Please find attached this week's urchin report. I have checked the print preview and all the graphs look to be in entirety. Please have a look and see if its printing out ok for you. If not, it may be some print settings. The reason some pages have only one graph on them is because we have broken the report by sections, and some sections have only one graph.

Thanks

Arun

Freedom Studio

B.J. Warsham
7731 Tuckerman Lane, Suite 200
Potomac, MD 20854

phone: 1.877.599.4485
fax: 1.801.659.3743

www.freedomstudio.com
bj@freedomstudio.com

UserID: 00976
Pass: Qvvnj1-Hy

D





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 Service Hours

Account Info

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- Referral Program

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Transaction Report

View Reports

- Transaction Report
- Order Report
- Product Report
- Glossary Of Terms

Sell Online

- Create & Manage
- Promote Your Shop
- Earnings & Sales**
- Payee Information

Completed Transactions

1/1/1999 - 12/31/2100

- » Run New Report
- » See Totals

| Transaction Date | Release Date | Transaction Description | Check # | \$0.00 |
|------------------|--------------|-------------------------------------|---------------|---------------|
| 12/13/2002 | 1/12/2003 | Commission Earned (googles.3287120) | none | \$2.00 |
| | | | TOTAL: | \$2.00 |

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- Product Report
- Glossary Of Terms

Sell Online

- Create & Manage
- Promote Your Shop
- Earnings & Sales
- Payee Information

Jump to: Pending | Cancelled/Declined

Completed Orders

1/1/1999 - 12/31/2100

» Run New Report
» See Totals

| Completed | Ordered | Shop | Order No | Customer | Location | Product | Qty | Base Price | Markup | Commission |
|------------|------------|---------|----------|----------------|----------|-----------------------------|-----|------------|--------|------------|
| 12/13/2002 | 12/12/2002 | googles | 2569525 | Margaret Mauro | NY, US | 3287120: Googles (word) Mug | 1 | 10.99 | 2.00 | 2.00 |

Orders: 1

Totals: 1 \$10.99 \$2.00

Save \$, Buy Bulk
Need merch for an event?
Order 15+ of any one product
and get big discounts. More...

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Pending Orders

1/1/1999 - 12/31/2100

» Run New Report
» See Totals

| Ordered | Shop | Order No | Customer | Location | Product | Status | Qty | Base Price | Markup | Total |
|-----------|---------|----------|--------------|----------|---|--------|-----|------------|--------|-------|
| 3/31/2005 | googles | 14642278 | Steven Esrig | MD, US | 3286984: Googles GooShip Snap Bib | new | 2 | 5.99 | 1.00 | 2.00 |
| 3/31/2005 | googles | 14642278 | Steven Esrig | MD, US | 3286992: Googles Infant/Toddler T-Shirt | new | 2 | 7.99 | 2.00 | 4.00 |
| 3/31/2005 | googles | 14642278 | Steven Esrig | MD, US | 3287103: Googles (word) Black Cap | new | 2 | 13.99 | 2.00 | 4.00 |
| 3/31/2005 | googles | 14642278 | Steven Esrig | MD, US | 3287044: Googles (word) Wall Clock | new | 2 | 10.99 | 1.00 | 2.00 |
| 3/31/2005 | googles | 14642278 | Steven Esrig | MD, US | 3211866: Googles (TM) T-Shirt - White | new | 2 | 13.99 | 2.00 | 4.00 |
| 3/31/2005 | googles | 14642278 | Steven Esrig | MD, US | 3287036: Googles (word) White T-Shirt | new | 2 | 13.99 | 2.00 | 4.00 |
| 3/31/2005 | googles | 14642278 | Steven Esrig | MD, US | 3287050: Googles (word) Golf Shirt | new | 2 | 16.99 | 3.00 | 6.00 |
| 3/31/2005 | googles | 14642278 | Steven Esrig | MD, US | 3211973: Googles Baseball Jersey | new | 2 | 16.99 | 1.00 | 2.00 |
| 3/31/2005 | googles | 14642278 | Steven Esrig | MD, US | 3287186: Googles (word) Baseball Jersey | new | 2 | 16.99 | 2.00 | 4.00 |
| 3/31/2005 | googles | 14642278 | Steven Esrig | MD, US | 3211896: | new | 2 | 20.99 | 4.00 | 8.00 |

| Order Date | Shop | Order No | Customer | Location | Product | Status | Qty | Base Price | Markup | Total |
|------------------|---------|----------|----------------|-------------|---|----------------------|-------------------|-----------------|--------|-----------------|
| 3/31/2005 | googles | 14642278 | Steven Esrig | MD, US | 3211909: Googles (TM) Mug | new | 2 | 10.99 | 3.00 | 6.00 |
| 3/31/2005 | googles | 14642278 | Steven Esrig | MD, US | 3287120: Googles (word) Mug | new | 2 | 10.99 | 2.00 | 4.00 |
| 3/31/2005 | googles | 14642278 | Steven Esrig | MD, US | 3211951: Mousepad | new | 2 | 10.99 | 0.00 | 0.00 |
| 3/31/2005 | googles | 14642278 | Steven Esrig | MD, US | 3287066: Googles (word) Mousepad | new | 2 | 10.99 | 2.00 | 4.00 |
| 11/14/2002 | googles | 2294481 | google | ma, US | 3211909: Googles (TM) Mug | waiting for PayPal | 1 | 10.99 | 3.00 | 3.00 |
| 11/14/2002 | googles | 2294481 | google | ma, US | 3287181: Googles (word)Stainless Steel Travel Mug | waiting for PayPal | 1 | 14.99 | 2.00 | 2.00 |
| 9/22/2002 | googles | 1940386 | OLSEGUN OLBODE | WESTERN, GM | 3287050: Googles (word) Golf Shirt | pending verification | 8 | 16.99 | 3.00 | 24.00 |
| 9/22/2002 | googles | 1940386 | OLSEGUN OLBODE | WESTERN, GM | 3211866: Googles (TM) T-Shirt - White | pending verification | 8 | 13.99 | 2.00 | 16.00 |
| 9/22/2002 | googles | 1940386 | OLSEGUN OLBODE | WESTERN, GM | 3287126: Googles (word) Baseball Cap | pending verification | 6 | 12.99 | 2.00 | 12.00 |
| 9/19/2002 | googles | 1926960 | olawale | lagos, NG | 3211896: Googles (TM) Sweatshirt | pending verification | 5 | 20.99 | 4.00 | 20.00 |
| 9/19/2002 | googles | 1926960 | olawale | lagos, NG | 3211866: Googles (TM) T-Shirt - White | pending verification | 2 | 13.99 | 2.00 | 4.00 |
| 9/17/2002 | googles | 1911574 | Supreet | Punjab, IN | 3211973: Baseball Jersey | waiting for check | 1 | 16.99 | 0.00 | 0.00 |
| Orders: 5 | | | | | | | Totals: 60 | \$867.40 | | \$135.00 |

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Cancelled/Declined Orders
1/1/1999 - 12/31/2100

» Run New Report
» See Totals

| Ordered | Shop | Order No | Customer | Location | Product | Status | Qty | Base Price | Markup | Total |
|------------------|---------|----------|----------------|----------|---|----------|-------------------|-----------------|--------|----------------|
| 12/26/2002 | googles | 2712318 | Vandyck Dartey | NC, US | 3211896: Googles (TM) Sweatshirt | declined | 2 | 20.99 | 4.00 | 8.00 |
| 12/26/2002 | googles | 2712318 | Vandyck Dartey | NC, US | 3287036: Googles (word) White T-Shirt | declined | 2 | 13.99 | 2.00 | 4.00 |
| 12/26/2002 | googles | 2712318 | Vandyck Dartey | NC, US | 3493751: Googles Lunchbox | declined | 1 | 13.99 | 5.00 | 5.00 |
| 12/26/2002 | googles | 2712318 | Vandyck Dartey | NC, US | 3286992: Googles Infant/Toddler T-Shirt | declined | 2 | 7.99 | 2.00 | 4.00 |
| 11/21/2002 | googles | 2343901 | rashid luckman | PA, US | 3287126: Googles (word) Baseball Cap | declined | 5 | 12.99 | 2.00 | 10.00 |
| 11/21/2002 | googles | 2343677 | rashid luckman | PA, US | 3287044: Googles (word) Wall Clock | declined | 5 | 10.99 | 1.00 | 5.00 |
| Orders: 3 | | | | | | | Totals: 17 | \$219.83 | | \$36.00 |

Back to Top

Items that do not qualify for volume bonuses are indicated in a lighter gray. To see which products do and do not qualify, see the Product Pricing page.



E

Kevin C. Kaplan

From: GAIL A MCQUILKIN [GAM@kttlaw.com]
Sent: Wednesday, March 23, 2005 1:40 PM
To: Kevin C. Kaplan
Subject: good conversation

I think we are moving forward a bit. Should we call Weinstein again?

IN the meantime, I really need you to help me get a few things done relating to Silvers so we can keep the balance of our energies on Inc.

1. We need an accounting for the 1099 - there is an extra \$6500 in there and he needs to file his tax return soon.

* [2. If there are any ads going out can we please have a copy for Silvers to preview. According to the license agreement Stelor is to provide these to Silvers for his "input." There is nothing in the agreement that says Stelor has to listen or do anything with his input but this keeps Silvers happy. Silvers will communicate his "input" only to me.] *

3. I will forward to you the ad that appeared in the preview to the licensing show. Silvers had no problem with this ad other than that the license agreement says at Article I (E) that the phrase "created by Steven A. Silvers" or other similar wording is suppose to be on it. We've had this issue before and Stelor promised to increase the font so you don't need a microscope to see it. I don't disagree that Stelor can use the phrase "based on a concept created by" but can they just make it legible, PLEASE!

4. We still need the list of all current domain names. Hefter was suppose to be working on that but we still don't have it.

5. Options. The settlement agreement says once Stelor is changed to an LLC it will issue Silvers 1,000 units of interest or however it is structured to take the place of the 1,000 stock options.

I think that is all that is left for Stelor to do under the settlement other than the audit.

You would be doing me the biggest favor in the world if you can get Stelor to accept Steve's chart on the insurance payments so we can pay Silvers and put this issue to rest. Think of it as quid pro quo for agreeing to postpone the audit.

Talk to you soon.

Gail A. McQuilkin, Esq.
Kozyak Tropin & Throckmorton, PA
2525 Ponce de Leon
Coral Gables, FL 33134
(305) 372-1800 office

6/24/2005

F

3

LAW OFFICES
BURLINGTON, WEIL,
SCHWIEP, KAPLAN & BLONSKY, P.A.
OFFICES IN THE GROVE

FACSIMILE TRANSMITTAL SHEET

TO: GAIL MCQUILKIN
FROM: KEVIN C. KAPLAN, ESQ.
FAX NUMBER: (305) 372-3508
PHONE NUMBER: (305) 372-1800
TOTAL NUMBER OF PAGES (INCLUDING COVER PAGE): 2
RE: STELOR PRODUCTIONS, LLC VS SILVERS

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone collect and return the original message to us at the address below via the U.S. Postal Service. We will reimburse you for the postage. Thank you.

PLEASE NOTIFY US IMMEDIATELY IF NOT RECEIVED PROPERLY.

FILE NO. 1882.001

DATE: June 17, 2005

2699 SOUTH BAYSHORE DRIVE, PENTHOUSE, MIAMI, FL 33133
TELEPHONE: (305) 858-2900 * FAX: (305) 858-5261 *
EMAIL: INFO@ABWLAW.COM

TRANSMISSION VERIFICATION REPORT

TIME : 06/17/2005 13:21
NAME : BURLINGTONWEILETAL
FAX : 3058585261
TEL : 3058582900
SER.# : BRO5J232435

| | |
|--------------|-------------------------|
| DATE, TIME | 06/17 13:20 |
| FAX NO./NAME | 28#1882#001#3053723508# |
| DURATION | 00:01:01 |
| PAGE(S) | 02 |
| RESULT | OK |
| MODE | STANDARD |

LAW OFFICES
BURLINGTON, WEIL,
SCHWIEP, KAPLAN & BLONSKY, P.A.
OFFICES IN THE GROVE

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PLEASE NOTIFY US IMMEDIATELY IF NOT RECEIVED PROPERLY.

G

Kozyak Tropin & Throckmorton, P.A.
2525 Ponce de Leon, 9th Floor
Coral Gables, Florida 33134

Telephone (305) 372-1800
Fax (305) 372-3508

Gail A. McQuilkin
gam@kttlaw.com

Via e-mail

June 17, 2005

Kevin C. Kaplan, Esq.
Burlington Weil Schwiep Kaplan & Blonsky, P.A.
2699 South Bayshore Drive
Miami, Florida 33133

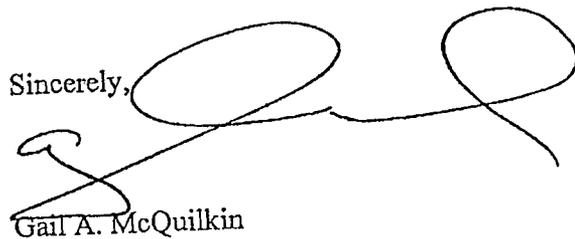
Re: Stelor Productions, Inc. v. Steven A. Silvers

Dear Kevin:

I appreciate the exceptionally late "offer" for us to come to your office to view samples of product and advertising relating to the upcoming trade show that begins on Tuesday. You should, however, look at the requirements of the License Agreement. Samples and all advertising and promotional materials must be *submitted* to Mr. Silvers, not made available at some location. As counsel for Mr. Silvers we will accept delivery of the materials at our office on Monday.

Be advised that nothing in this letter should be construed as a waiver of Mr. Silvers' right to terminate the License Agreement, or file claims against Stelor arising from its failure to cure its prior breaches under the License Agreement, and failure to perform under the Settlement Agreement.

Sincerely,



Gail A. McQuilkin

H

Kozyak Tropin & Throckmorton, P.A.
2525 Ponce de Leon, 9th Floor
Coral Gables, Florida 33134

Gail A. McQuilkin
gam@kttlaw.com

Telephone (305) 372-1800
Fax (305) 372-3508

Via e-mail

June 17, 2005

Kevin C. Kaplan, Esq.
Burlington Weil Schwiep Kaplan & Blonsky, P.A.
2699 South Bayshore Drive
Miami, Florida 33133

Re: Stelor Productions, Inc. v. Steven A. Silvers

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Sincerely,



Gail A. McQuilkin

254076.101





BURLINGTON • WEIL • SCHWIEP • KAPLAN & BLONSKY, P.A.

OFFICE IN THE GROVE PENTHOUSE 2699 SOUTH BAYSHORE DRIVE MIAMI, FLORIDA 33133

T: 305.858.2900 F: 305.858.5261

EMAIL: DBLONSKY@BWSKB.COM WWW.BWSKB.COM

June 21, 2005

VIA HAND DELIVERY

Gail A. McQuilkin, Esq.
Kozyak Tropin & Throckmorton, P.A.
2525 Ponce de Leon Blvd.
9th Floor
Coral Gables, Florida 33134

Re: Silvers/Stelor

Dear Gail:

Enclosed please find Stelor's June royalty advance payment in the amount of \$5,000.00 pursuant to paragraph 10(a) of the Settlement Agreement. We had hoped to issue a single check including the additional insurance payment pursuant to paragraph 10(b) of the Settlement Agreement, but you have still not provided us the required documentation to show the amount required by Mr. Silvers to maintain his insurance coverage. Unless and until Stelor receives that information, Stelor is obviously unable and not required pursuant to the Agreement to provide any payment at this time. Stelor stands ready, willing and able to do so immediately upon our receipt of the required documentation. Simply send a copy of a cancelled check or an invoice from the insurance carrier. We ask once again that this information be provided promptly.

In addition, we were surprised by the suggestion in your recent court papers that Stelor's tender of the prior royalty payments was somehow insufficient, as well as Stelor's request for the promised letter listing the information the auditors required for their audit. Your letter of May 20, 2005 clearly advised that Mr. Silvers had no intention of proceeding in any way under the Agreement. If that is not the case, or if his position has now changed in light of the recent rulings, we include with this letter the checks that were previously tendered.

Also, if Silvers now wants to proceed with an audit, we would be happy to coordinate the audit for next Monday, June 27, 2005. Again, we ask that you promptly provide us with the letter listing the information requested for the audit, which you previously advised would be provided but never has been, so we can assure the proper information will be available. Under the circumstances, and given Mr. Silvers' positions in the pending litigation, please also confirm to us in writing that the audit and all information obtained in connection with the audit will be held in confidence, will in no way be disclosed to any third parties, and will be used by Mr. Silvers solely for purposes authorized and appropriate under the License and Settlement Agreements. We look forward to your prompt response

Gail A. McQuilkin, Esq.
June 21, 2005
Page 2

Notwithstanding your unfounded refusal to review materials at our offices, where we advised they were available last week, we enclose copies of additional samples and promotional materials.

Finally, with respect to Mr. Silvers' claimed options, we reiterate that LLC certificates and options have not yet been issued. Stelor did provide Mr. Silvers with a letter in December of 2004 asking him to confirm his claimed options, but for whatever reason, he failed and refused to sign or return that letter. If his position has changed, please have him execute and return that letter now.

This letter does not and is in no way intended to constitute a waiver of any of Stelor's rights and remedies, all of which are expressly reserved.

Sincerely,


Kevin C. Kaplan

KCK/mjp

2755

STELOR PRODUCTIONS, INC.

PO BOX 8000
GAITHERSBURG, MD 20883

CITIBANK, F.S.B.
WASHINGTON, DC 20036-0967
7-216-520

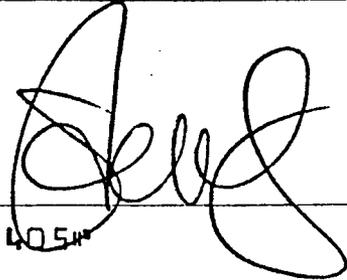
04/28/05

PAY TO THE ORDER OF Silvers Entertainment Group

\$ **1,000.00

One Thousand and 00/100***** DOLLARS

Silvers Ent. Group
8983 Okeechobee Blvd
PMB 203 Suite 202
West Palm Beach, FL 33411



MEMO Royalty/insurance advance May '05

⑈002755⑈ ⑆052002166⑆

⑈17597405⑈

STELOR PRODUCTIONS, INC.

Silvers Entertainment Group
04/28/05

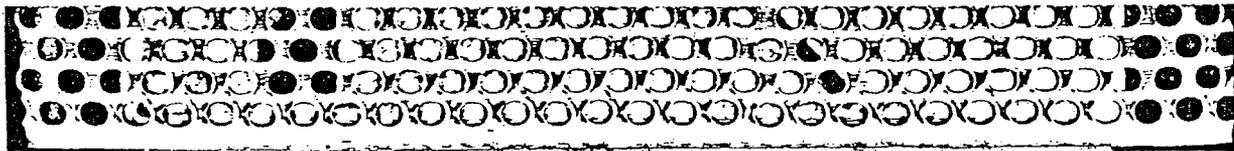
Bill #042005

04/28/05

2755
1,000.00

Citibank Checkin Royalty/insurance advance May '05

1,000.00



Details on back. Security Features Included.

2753

STELOR PRODUCTIONS, INC.
PO BOX 8000
GAITHERSBURG, MD 20883

CITIBANK, F.S.B.
WASHINGTON, DC 20036-0967
7-216-520

04/28/05

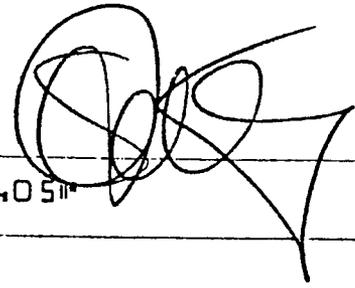
PAY TO THE ORDER OF Silvers Entertainment Group

\$ **1,000.00

One Thousand and 00/100*****

DOLLARS

Silvers Ent. Group
8983 Okeechobee Blvd
PMB 203 Suite 202
West Palm Beach, FL 33411



MEMO Royalty/insurance advance, Apr '05

⑈002753⑈ ⑆052002166⑆

⑈17597405⑈

STELOR PRODUCTIONS, INC.
Silvers Entertainment Group
04/28/05

Bill #052005

04/28/05

2753
1,000.00

Citibank Checkin Royalty/insurance advance, Apr '05

1,000.00





2752

STELOR PRODUCTIONS, INC.
PO BOX 8000
GAITHERSBURG, MD 20883

CITIBANK, F.S.B.
WASHINGTON, DC 20036-0967
7-216-520

04/28/05

PAY TO THE ORDER OF Silvers Entertainment Group

\$ **5,000.00

Five Thousand and 00/100*****

DOLLARS

Silvers Ent. Group
8983 Okeechobee Blvd
PMB 203 Suite 202
West Palm Beach, FL 33411

MEMO Advance Against Royalty May 05

⑈002752⑈ ⑆052002166⑆

⑈17597405⑈

STELOR PRODUCTIONS, INC.
Silvers Entertainment Group
04/28/05

Bill #royapril

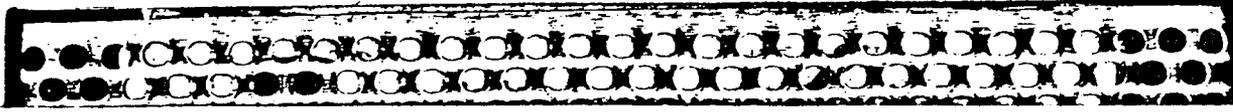
04/28/05

2752
5,000.00

Citibank Checkin Advance Against Royalty May 05

5,000.00

FD
Security Features Included



2751

STELOR PRODUCTIONS, INC.

PO BOX 8000
GAITHERSBURG, MD 20883

CITIBANK, F.S.B.
WASHINGTON, DC 20036-0967
7-216-520

04/28/05

PAY TO THE ORDER OF Silvers Entertainment Group

\$ **5,000.00

Five Thousand and 00/100***** DOLLARS

Silvers Ent. Group
8983 Okeechobee Blvd
PMB 203 Suite 202
West Palm Beach, FL 33411

MEMO Advance Against Royalty April 05

⑈00275⑈ ⑆052002⑆66⑆

⑈17597405⑈

Security Features Included. Details on back.

STELOR PRODUCTIONS, INC.
Silvers Entertainment Group
04/28/05

Bill #roymay

04/28/05

2751
5,000.00

Citibank Checkin Advance Against Royalty April 05

5,000.00

STELOR PRODUCTIONS, LLC
OPERATING ACCOUNT
P O BOX 8000
GAITHERSBURG, MD 20883

PROVIDENT BANK OF MARYLAND
GAITHERSBURG, MD 20878
7-7301/2520

1501

05/31/05

PAY TO THE ORDER OF Silvers Entertainment Group

\$ **5,000.00

Five Thousand and 00/100***** DOLLARS

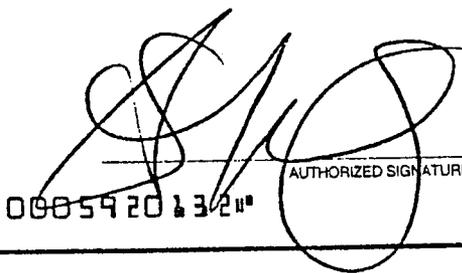
Silvers Ent. Group
8983 Okeechobee Blvd
PMB 203 Suite 202
West Palm Beach, FL 33411

MEMO

Advance Against Royalty June 05

⑈001501⑈ ⑆252073018⑆

0005920132⑈



AUTHORIZED SIGNATURE

STELOR PRODUCTIONS, LLC

Silvers Entertainment Group

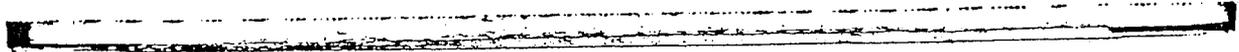
05/31/05

5,000.00

1501

Provident - Oper Advance Against Royalty June 05

5,000.00



Details on Back
Security Features Included



Your personal passport to:
**Information on the
Biggest Kid's
Event Ever!**

This passport is your chance to participate in the Kid's promo of the year! You will find details and information on ways for your company to benefit. Plus! Great family discount packages, specials for your friends, business and much, much more.

Keep this card and then go to: www.stelor.net.
This is a limited offer and available only to:

Enter this
Password



Your personal passport to:
**Information on the
Biggest Kid's
Event Ever!**

This passport is your chance to participate in the Kid's promo of the year! You will find details and information on ways for your company to benefit. Plus! Great family discount packages, specials for your friends, business and much, much more.

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Enter this
Password



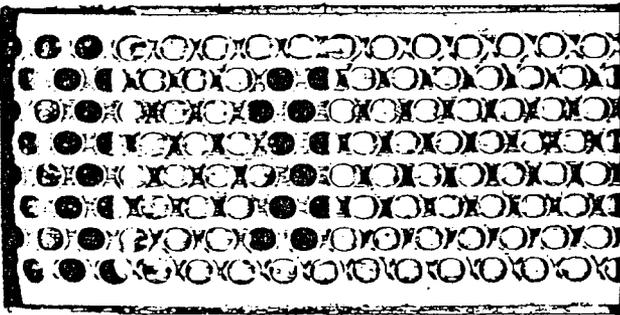
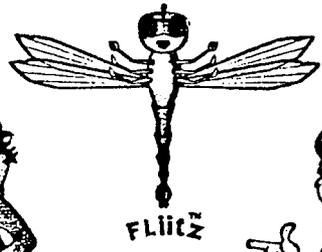
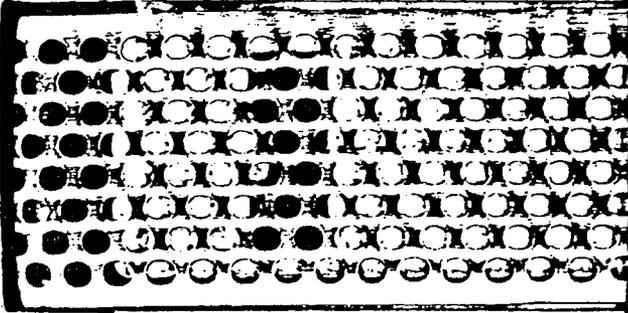
Your personal passport to:
**Information on the
Biggest Kid's
Event Ever!**

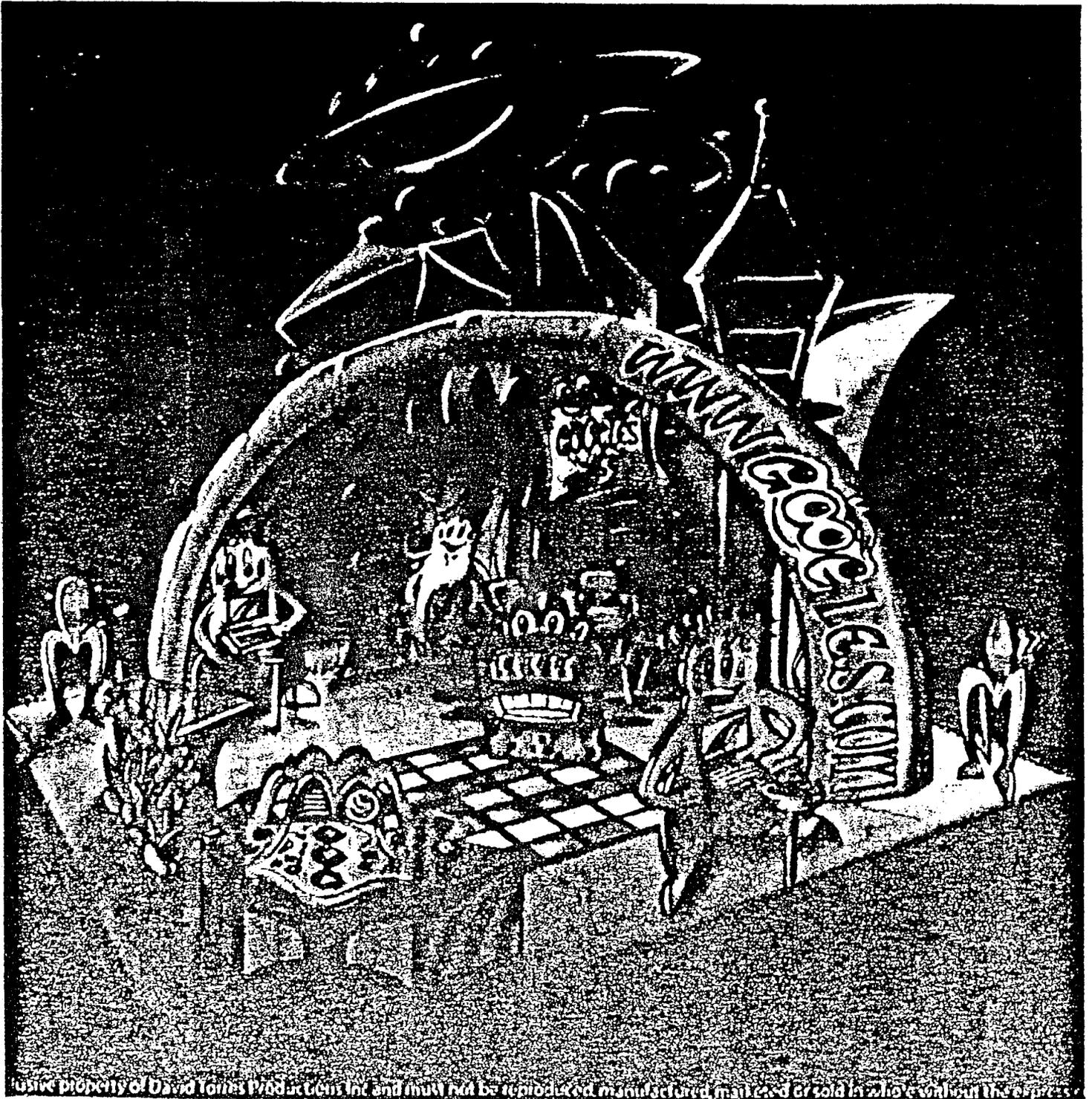
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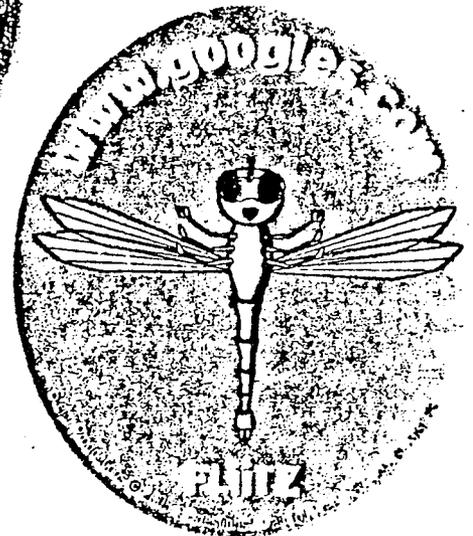
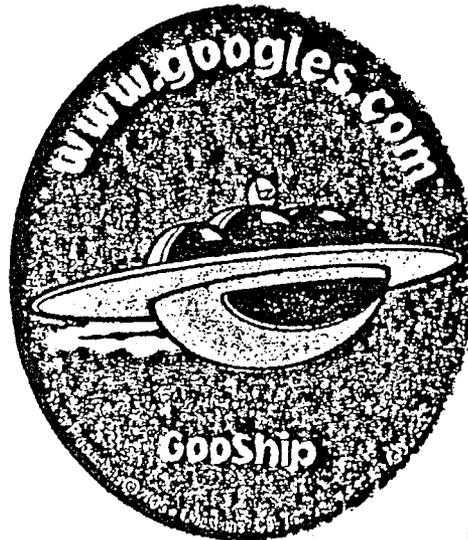
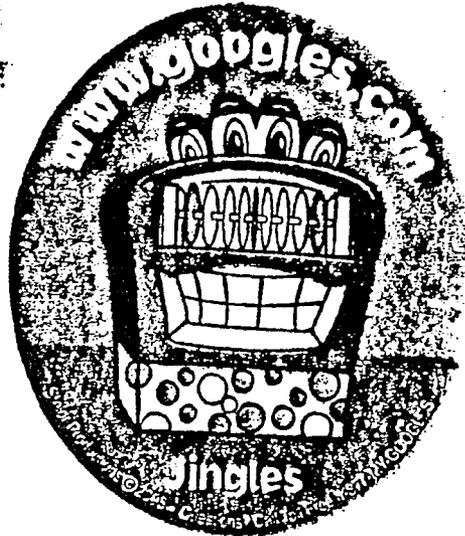
Keep this card and then go to: www.stelor.net.
This is a limited offer and available only to:

Enter this
Password

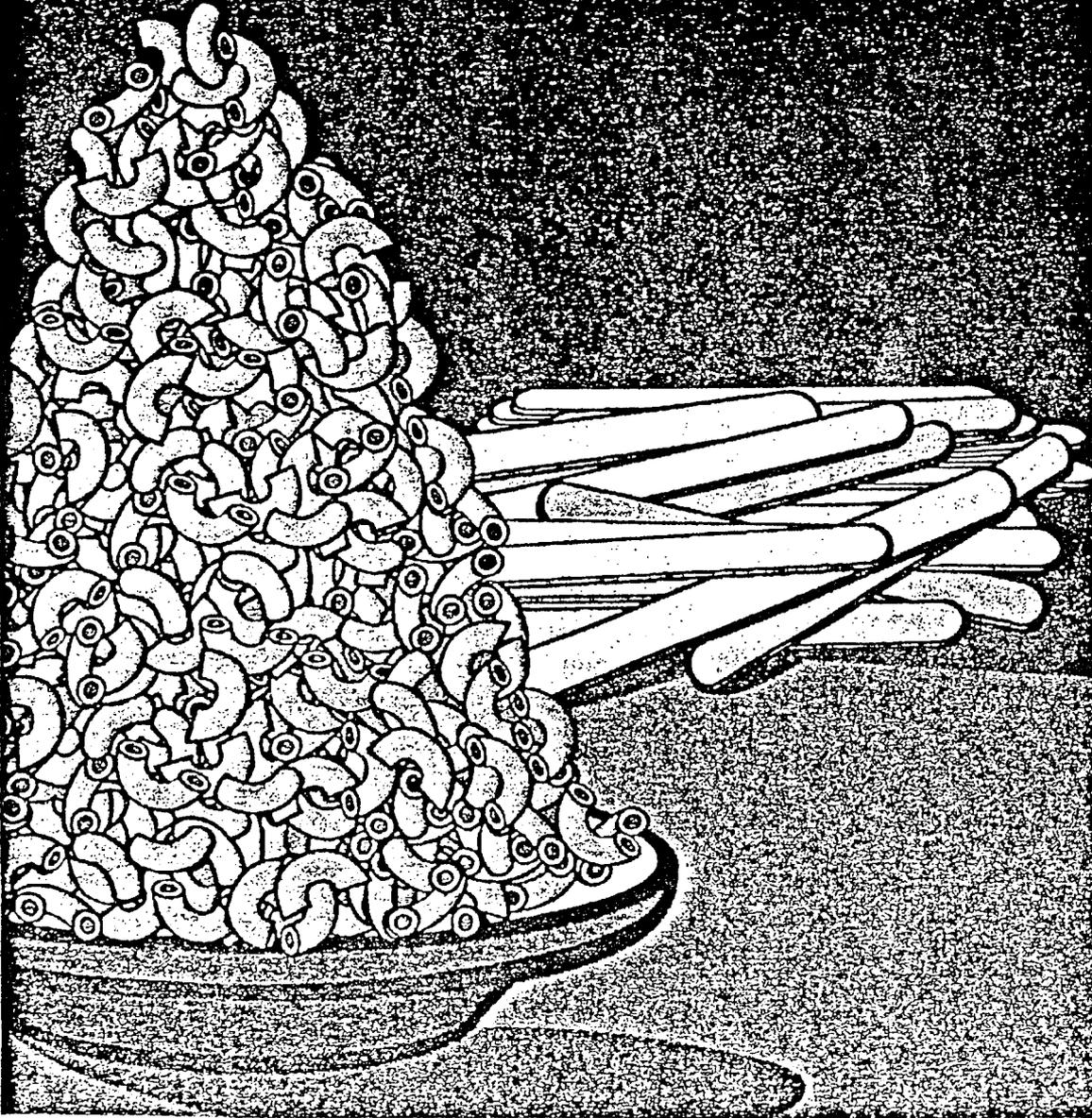






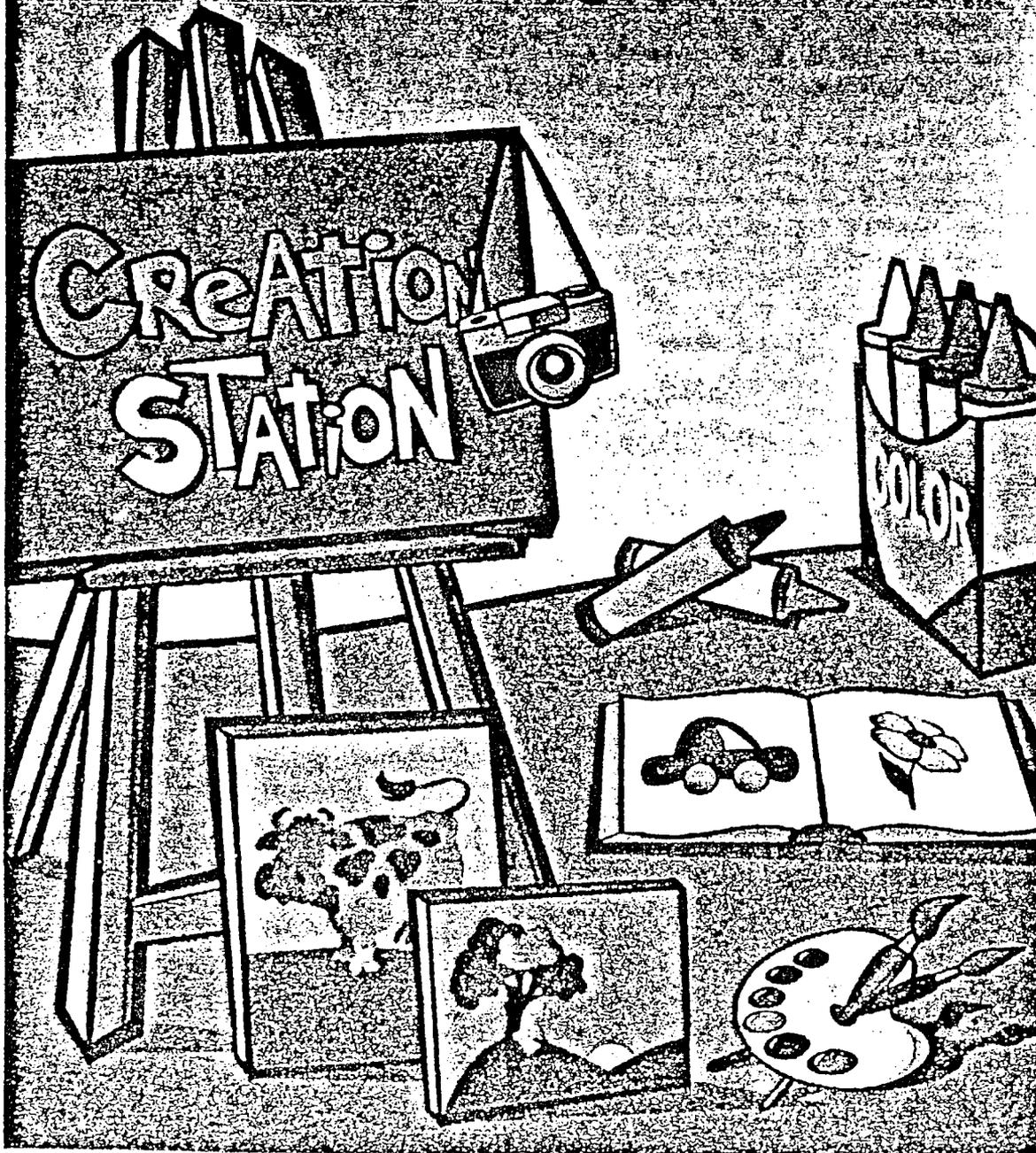


**Looking for
something
to do with that
dry macaroni and
popsicle sticks?**



proof

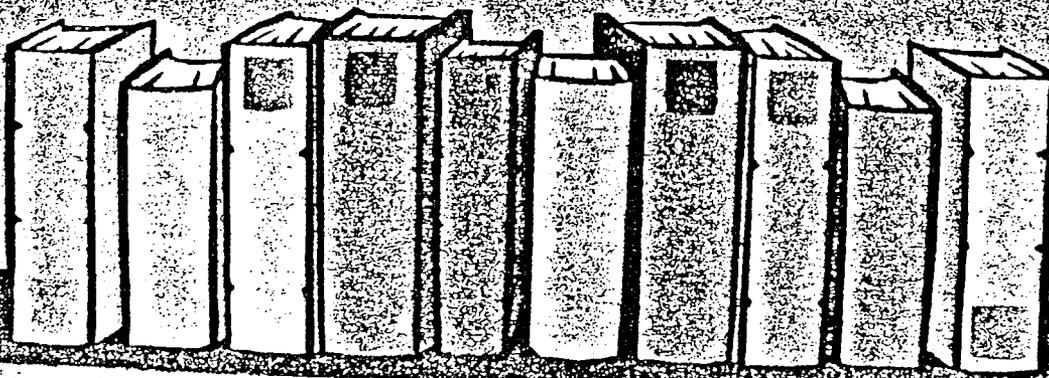
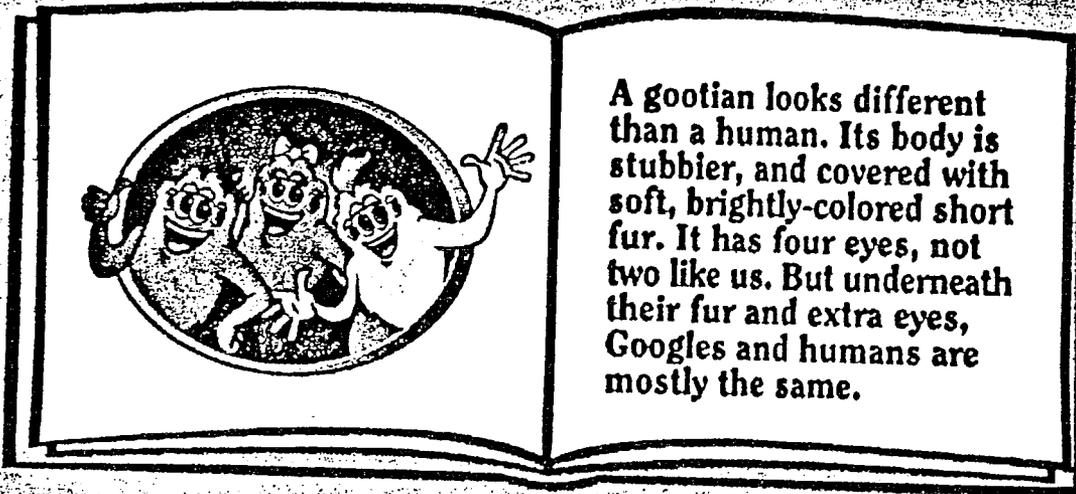
**Put it to use with
one of the fun,
easy crafts in the
CREATION STATION!**



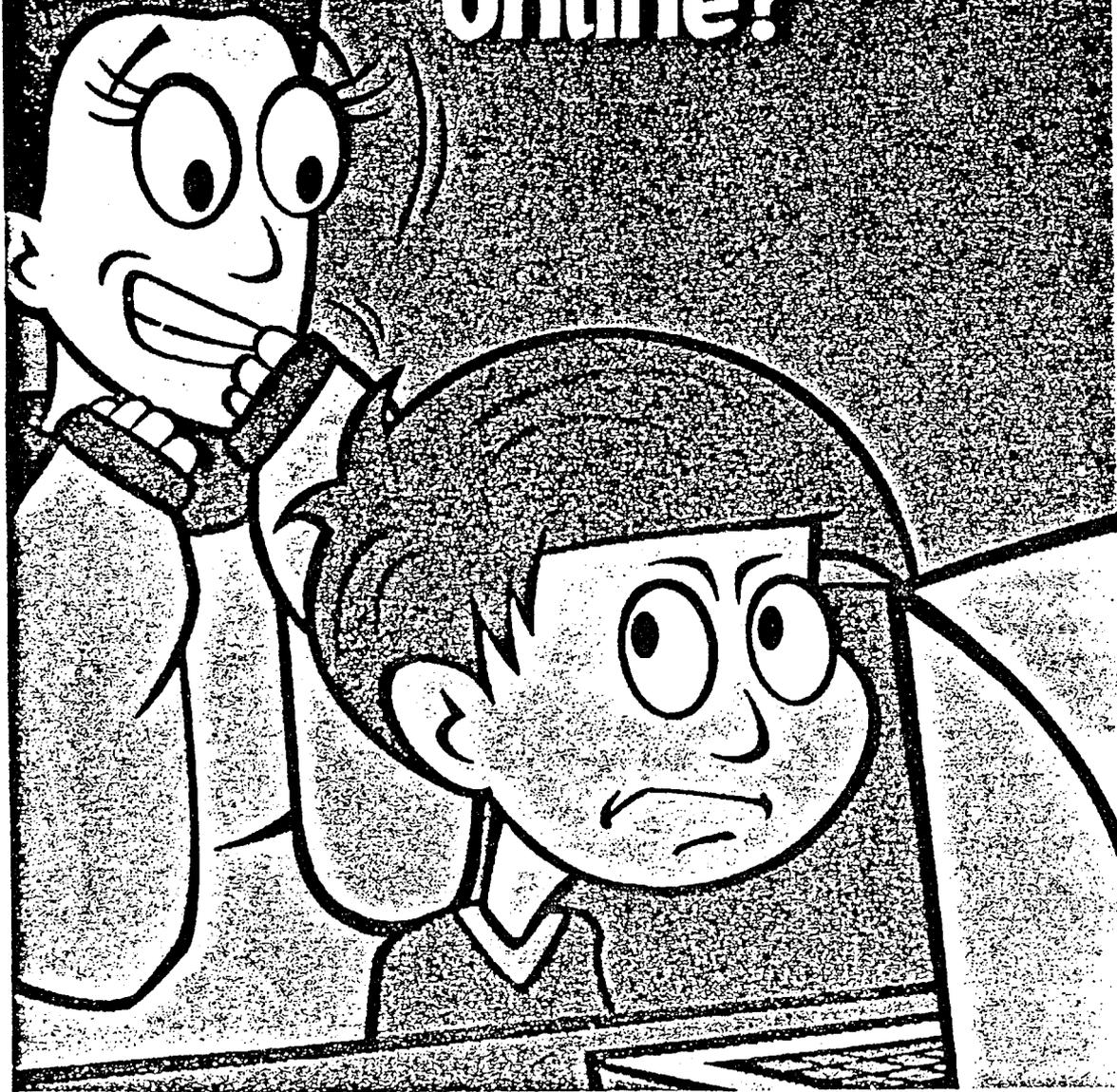
**Cartoon reruns
just not doing it
for you anymore?**



Check out one of many original stories in the **FUN FACTORY!**



**Sick of
Mom & Dad
freaking out
when you're
online?**



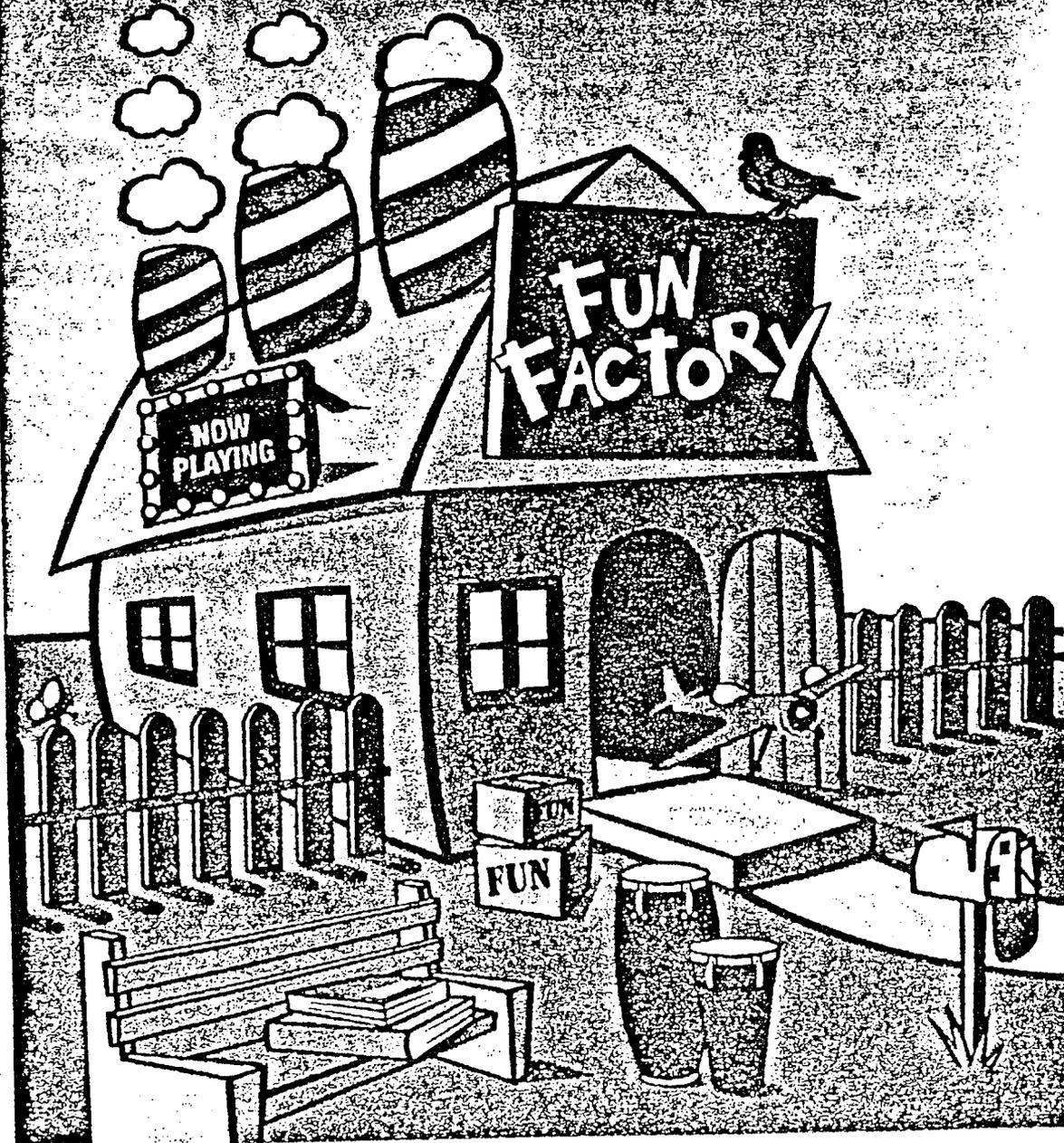
**Gootopia's
SAFE EMAIL,
INSTANT MESSAGING
and WEB
guarantee you're
totally protected!**



**All work
and no play
make Jack
a dull boy...**



Visit the
FUN FACTORY
and entertain yourself
with awesome games!



**Okay, you've been
on the computer
long enough...**

