

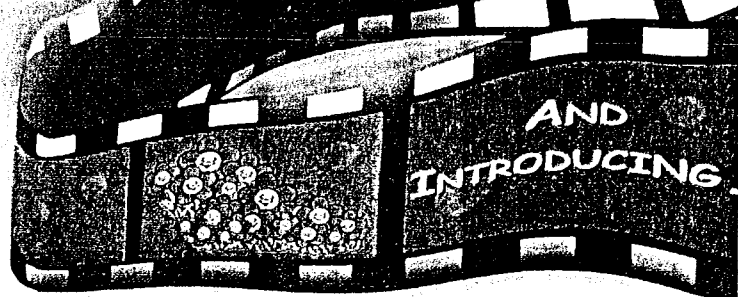
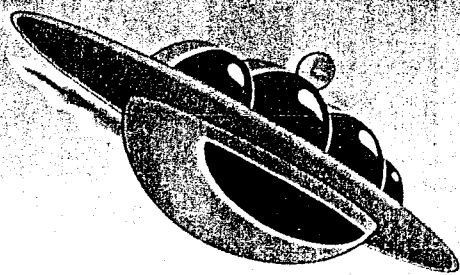


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Join the Adventure..

The Googles™ from Goo



www.googles.com



The Googles from Goo™

THE GOOGLES FROM GOO provide compelling educational products designed to enlighten, entertain, and develop children's skill levels.

- ◆ **THE GOOGLES FROM GOO** will teach children about science and the earth around them.
- ◆ **THE GOOGLES FROM GOO** will help children build self-esteem.
- ◆ **THE GOOGLES FROM GOO** music and video will be available in English and Spanish.

PRODUCTS & SERVICES UNDER DEVELOPMENT INCLUDE LICENSING OPPORTUNITIES IN THE FOLLOWING AREAS:

- | | |
|---|---|
| <ul style="list-style-type: none"> ◆ Books ◆ Science based play kits ◆ Broadcast video ◆ Music- 38 original songs to date ◆ Interactive entertainment ◆ Arts and Crafts | <ul style="list-style-type: none"> ◆ Stationery ◆ Internet site with games and music ◆ Apparel and accessories ◆ Toys (soft, electronic, games, puzzles) ◆ Live shows ◆ Infant stimulation products |
|---|---|

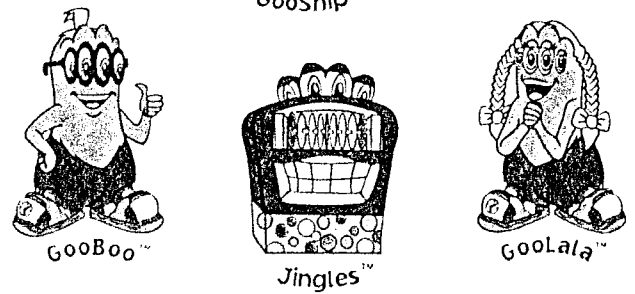
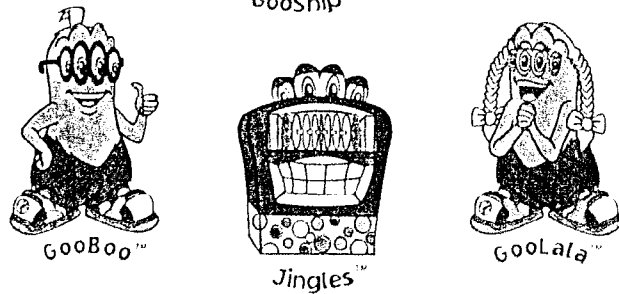
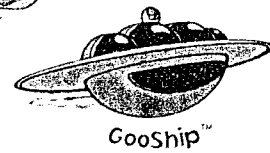
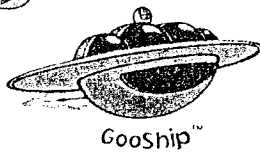
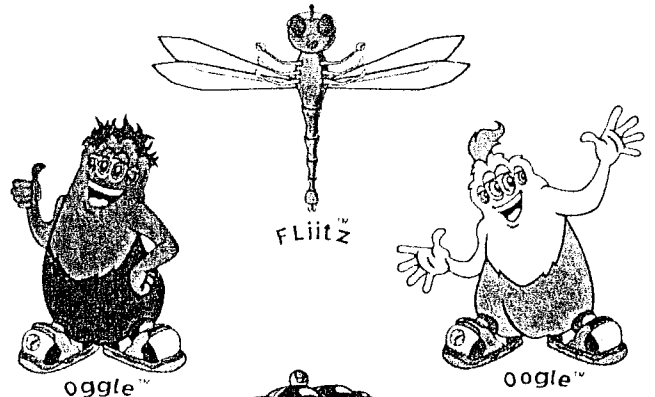
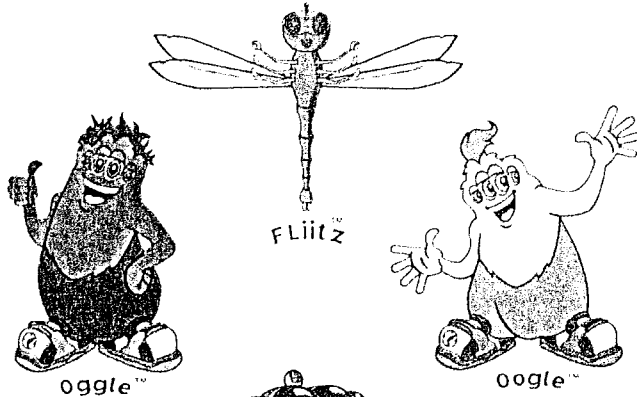
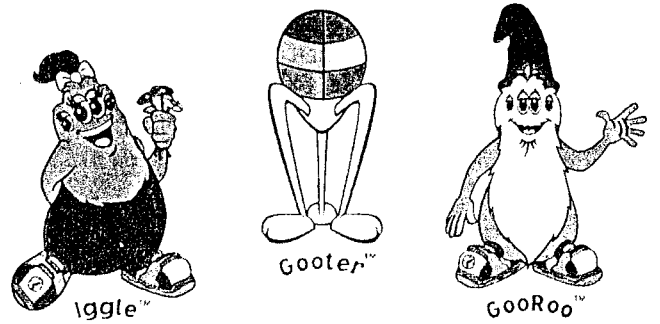
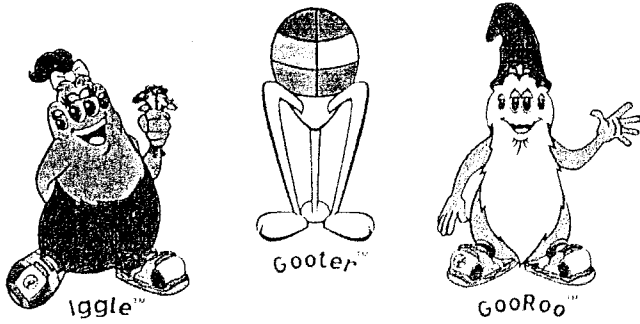
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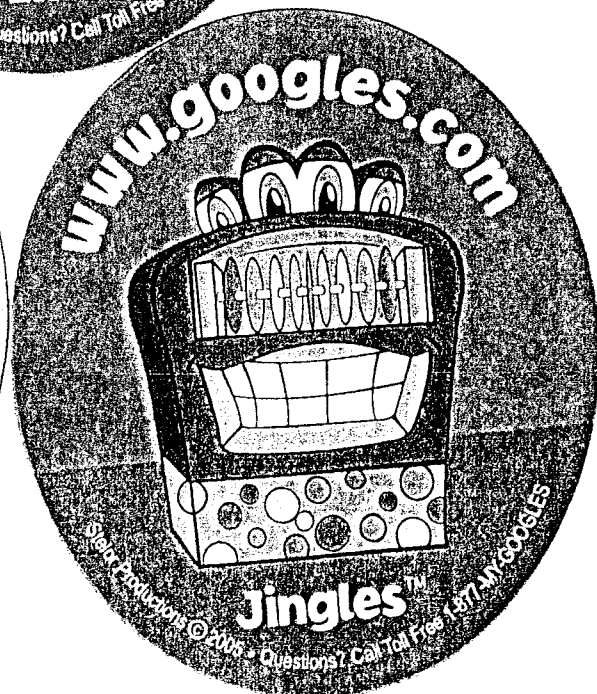
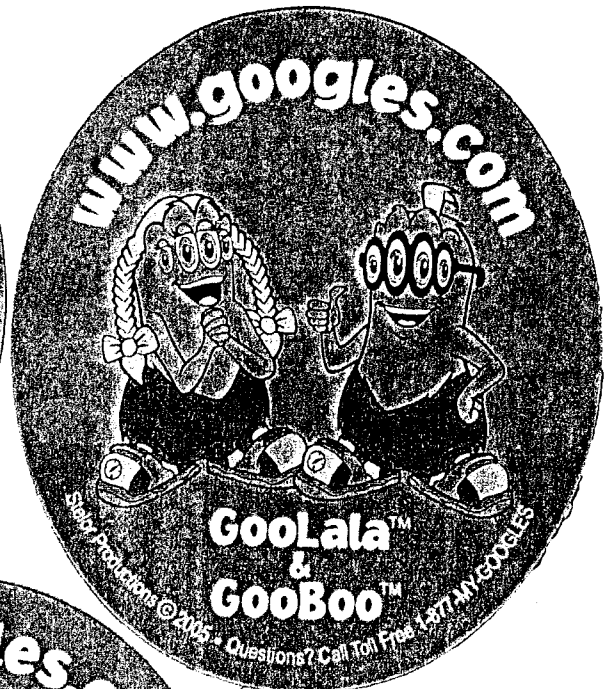
For more information on the **THE GOOGLES FROM GOO** partnering opportunities contact: Steven A. Esrig • President and CEO sesrig@stelorproductions.com

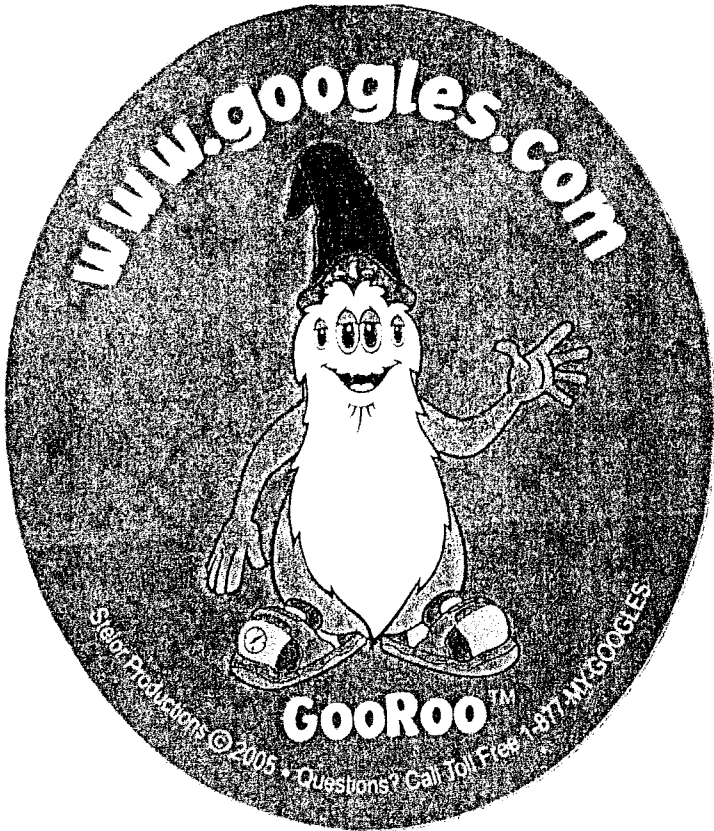


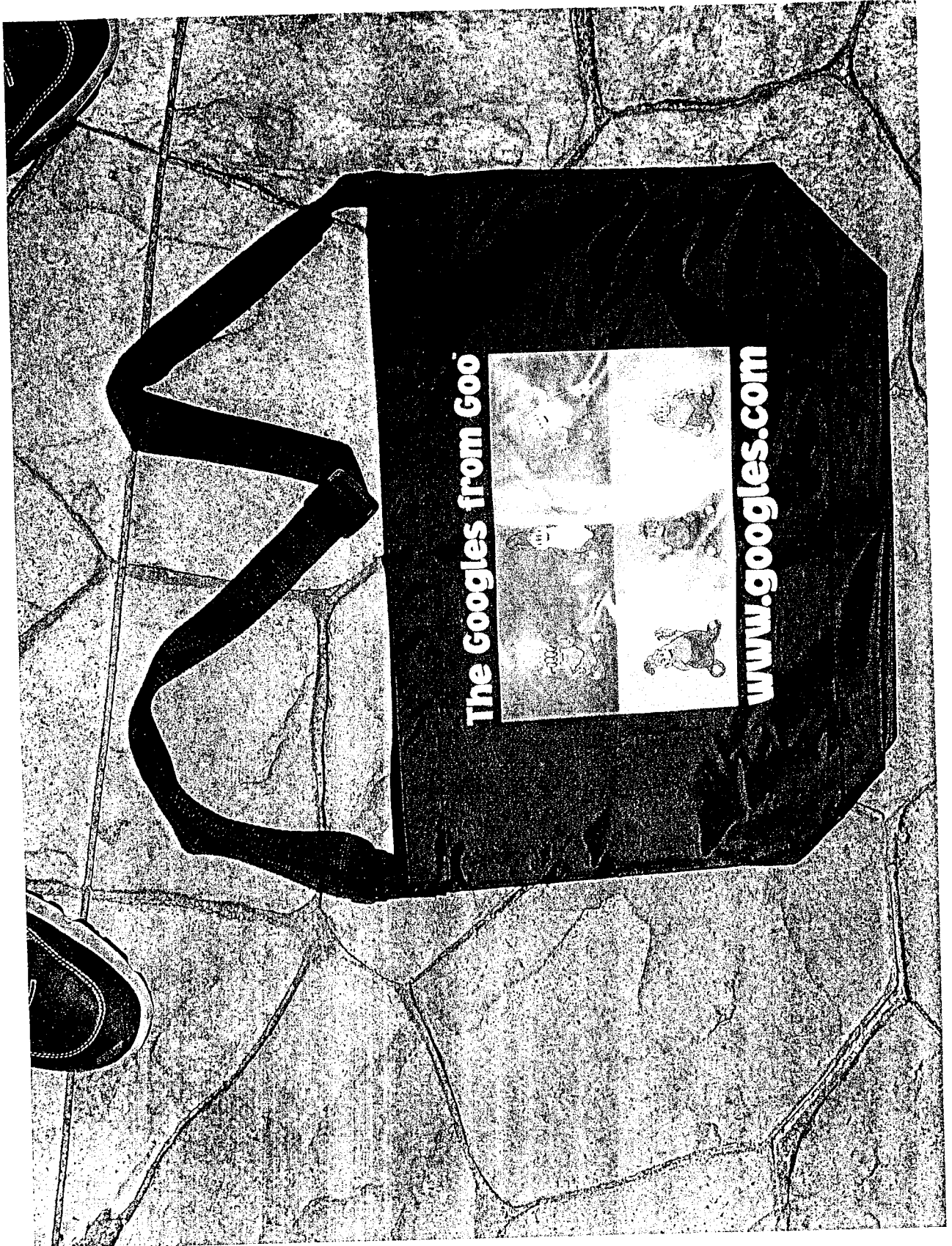
www.stelorproductions.com

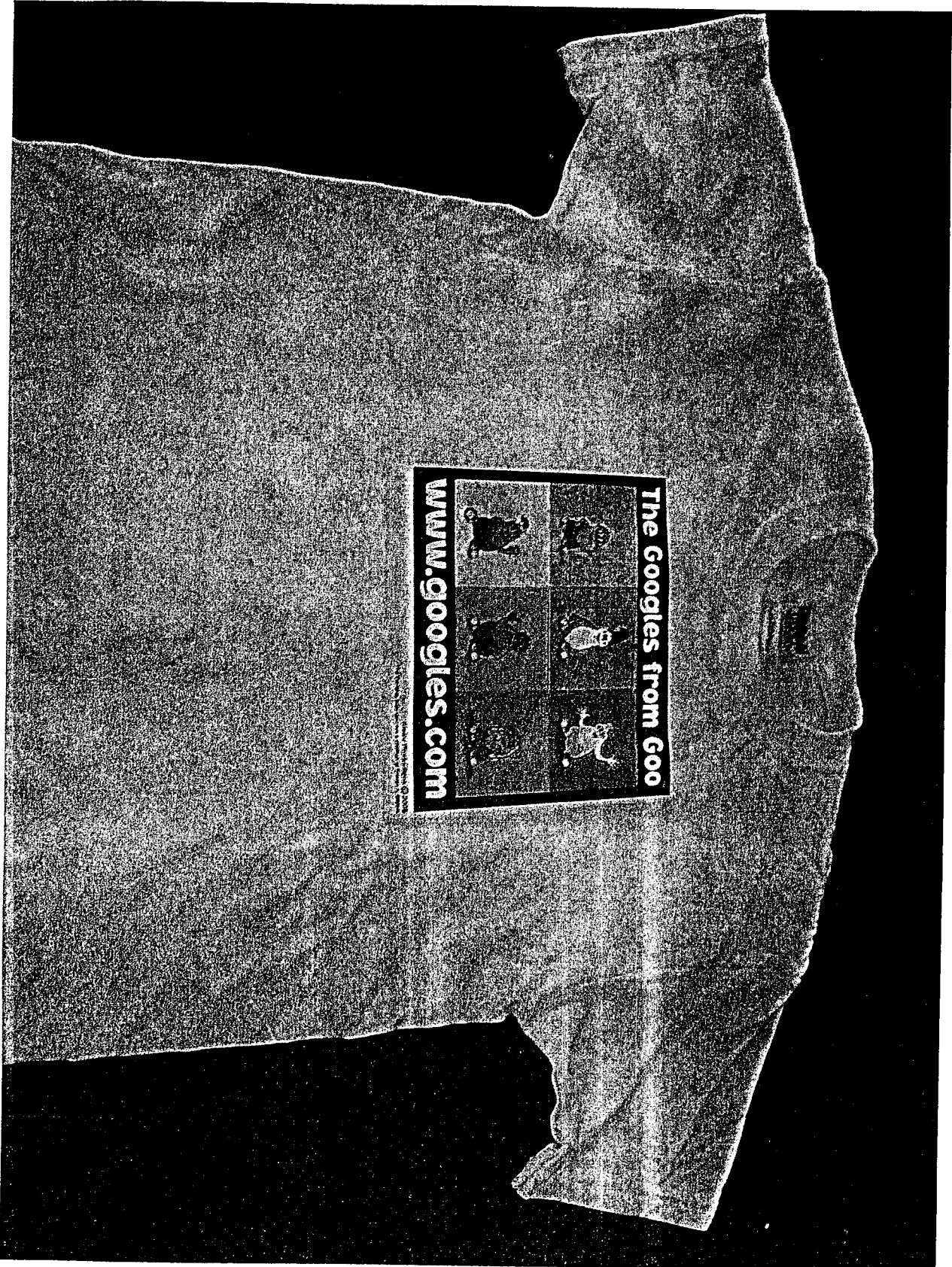
Stelor Productions
 P.O. Box 8000
 Gaithersburg, MD 20883
 (301)963-0000







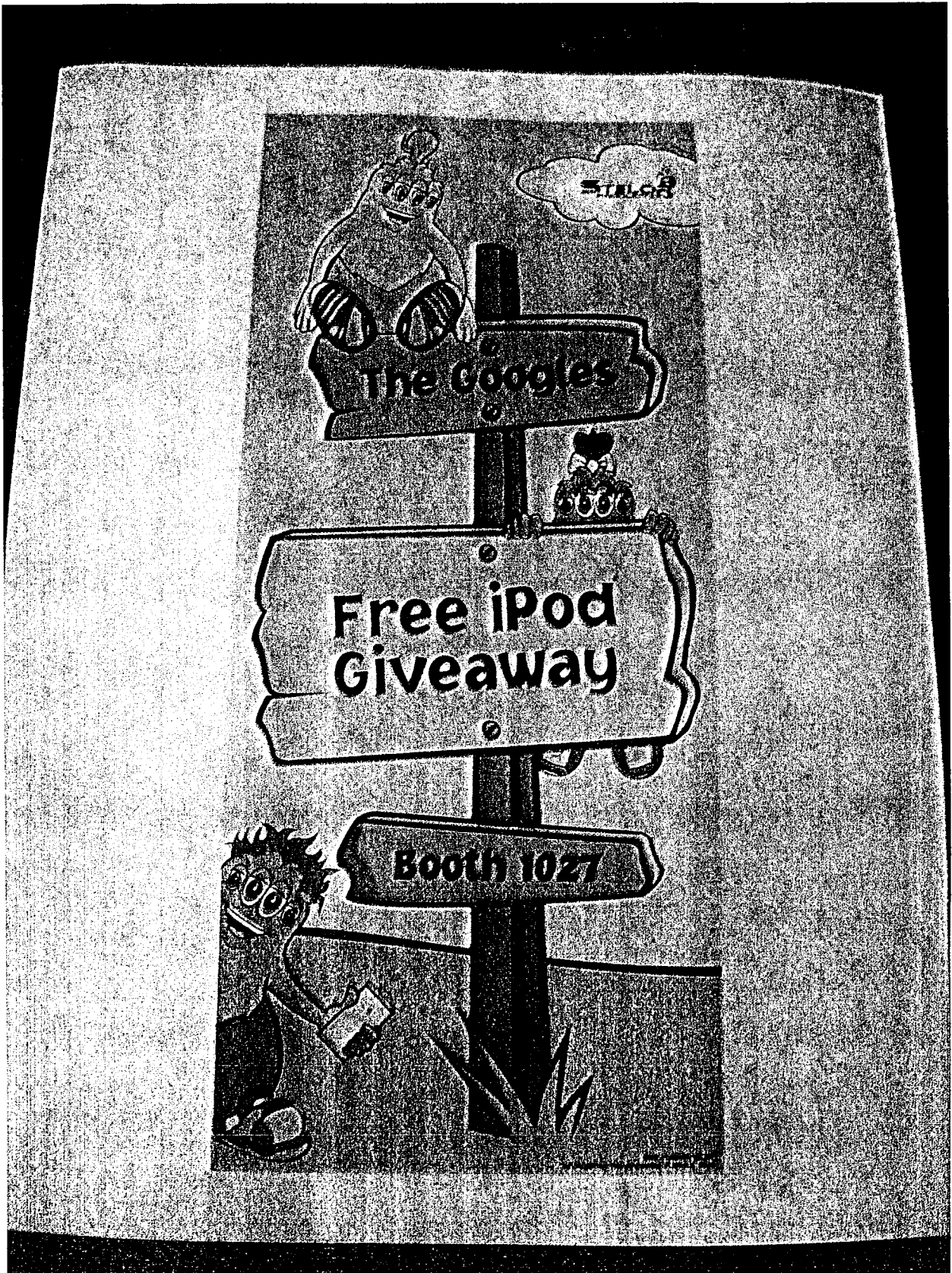






Meet the Googles from Goo™

SEALC PRODUCTIONS & CO. INC.
The Googles from Goo are a creation of SEANER A. SEVER







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ELECTRONIC

Jul 18 2005

CLARENCE MADDOX
CLERK U.S. DIST. CT.
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UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF FLORIDA

CASE NO. 05-80393 CIV HURLEY/HOPKINS

STELOR PRODUCTIONS, L.L.C., a
Delaware limited liability company,
f/k/a STELOR PRODUCTIONS, INC.,

Plaintiff,

vs.

STEVEN A. SILVERS, a Florida resident,

Defendant.

**NOTICE OF FILING SECOND SUPPLEMENTAL
DECLARATION OF STEVEN A. ESRIG**

PLEASE TAKE NOTICE that Plaintiff, by and through undersigned counsel, hereby files
the Second Supplemental Declaration of Steven A. Esrig.

Respectfully submitted,

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

Attorneys for Plaintiff

Office in the Grove, Penthouse A

2699 South Bayshore Drive

Miami, Florida 33133

Tel: 305-858-2900

Fax: 305-858-5261

Email: kkaplan@bwskb.com

By: /s/ Kevin C. Kaplan

Kevin C. Kaplan

Florida Bar No. 933848

David J. Zack

Florida Bar No. 641685

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: INFO@BWSKB.COM WWW.BWSKB.COM

NOT RECORDED

CASE NO. 05-80393 CIV HURLEY/HOPKINS

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true copy of the foregoing was served via Telefax, electronic mail, and U.S. mail on this 18th day of July, 2005 upon the following:

Adam T. Rabin, Esq.
DIMOND, KAPLAN &
ROTHSTEIN, P.A.
Suite 708
200 S.E. First Street
Miami, Florida 33131

Kenneth R. Hartmann, Esq.
Gail M. McQuilkin, Esq.
KOZYAK TROPIN &
THROCKMORTON, P.A.
2525 Ponce de Leon Blvd., 9th Floor
Coral Gables, Florida 33134

/s/ Kevin C. Kaplan
Kevin C. Kaplan

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF FLORIDA

CASE NO. 05-80393 CIV HURLEY/HOPKINS

STELOR PRODUCTIONS, L.L.C., a
Delaware limited liability company,
f/k/a STELOR PRODUCTIONS, INC.,

Plaintiff,

vs.

STEVEN A. SILVERS, a Florida resident,

Defendant.

SECOND SUPPLEMENTAL DECLARATION OF STEVEN A. ESRIG

I, Steven A. Esrig, hereby declare as follows:

1. As set forth in my initial declaration, I am the President and CEO of Stelor Productions, L.L.C. ("Stelor"). I have been employed by Stelor since its inception, and I have held my current position for more than two years. The facts stated herein are based upon my own personal knowledge and/or on corporate records and documents maintained by Stelor in the ordinary course of business.

2. Stelor is actively negotiating with 12 potential licensees. The negotiations developed as a result of the success Stelor had at the recent trade show in New York. Stelor received expressions of interest from, and had preliminary discussions with, dozens of licensees in connection with the show. These 13 licensees represent the relationships that have actively developed, and that Stelor believes are likely to lead to important formal relationships. The negotiations, of course, are complicated, and will take some time, but already substantial

CASE NO. 05-80393 CIV HURLEY/HOPKINS

progress has been made, and a very strong likelihood exists that Stelor will shortly be finalizing contracts with most, if not all, of these licensees.

3. These potential licenses represent a tremendously unique opportunity to Stelor. It is the result of the years and dollars of investment Stelor has committed to the project, and the critical stage that the project has now reached. The opportunity to formalize these relationships is now, and if lost, is not likely to be presented again.

4. Each of those licensees, however, has made clear that continued access to the www.google.com address – and not some unknown and never-before-used substitute site – is an essential condition for their continued interest. If Stelor loses access to that address, the unique present opportunity to formalize these licenses will be entirely lost.

5. Attached hereto is a chart containing a general description of each of the 12 licensees and the status of our negotiations. Given Silvers' repeated attempts to interfere with and sabotage Stelor's business, we simply cannot at this critical juncture risk disclosing any more specific information about these licensees and our negotiations. Were we to do so, we are certain that Silvers would attempt to interfere with those negotiations to Stelor's detriment.

6. If Stelor loses access to the [google.com](http://www.google.com) address and with it the opportunity to enter into these licensees, the damages to Stelor's business will be incalculable. These license relationships will transform Stelor's future business, giving it a presence in the market it would never otherwise have. The loss of that opportunity would result in immeasurable damage.

MAR-23-2002 05:18P FROM:

TO: 10064769468678390390 P:1

CASE NO. 05-80393 CIV HURLEY/HOPKINS

7. Nor would Stelor have any chance of collecting those damages from Silvers, even if they could be calculated. Silvers does not have the financial resources sufficient to pay even a fraction of that amount.

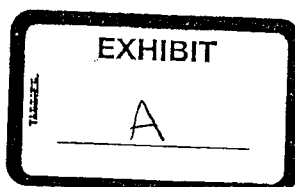
I declare under penalties of perjury that the foregoing is true and correct. Dated this 18 day of July, 2005.



Steven A. Esrig

LICENSEE STATUS

LICENSEE	DESCRIPTION
MAJOR CHILDRENS ENTERTAINMENT CONGLOMORATE	Reviewing a contract for regular TV episodes for the Spring of 2006
NATIONALLY RECOGNIZED SPORTING GOODS COMPANY	In discussions regarding using the Googles characters on different sporting products
MAJOR MANUFACTURER OF BEDDING/HOME PRODUCTS	Negotiating the use of the Googles on bed linens and other products for children's rooms
CONSUMER GOODS PACKAGING COMPANY	In negotiations to use the Googles on oral hygiene containers
FORTUNE 500 TOY MANUFACTURING COMPANY	Negotiating license agreement for the Googles
MAJOR TRADING CARD COMPANY	Negotiating to provide Googles trading cards for the launch of Googles.com
INTERNATIONAL CANDY COMPANY	Negotiating a contract to have healthy Google candies
MAJOR CEREAL COMPANY	Negotiating details for a Googles cereal
FORTUNE 500 PERSONAL HYGIENE COMPANY	Negotiating the use of the Googles on their products
MAJOR MANUFACTURER OF EDUCATIONAL SUPPLIES	Negotiating the use of the Googles on school items
MAJOR CHILDREN'S EVENT	In negotiations for use of Googles characters and googles.com internet site
LARGE FOOD ASSOCIATION	Negotiating use of custom songs, Googles characters and products



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f/k/a STELOR PRODUCTIONS, INC.,

Plaintiff,

vs.

STEVEN A. SILVERS, a Florida resident,

Defendant.

HURLEY
23 11:19:59

DECLARATION OF KEVIN C. KAPLAN

I, Kevin C. Kaplan, hereby declare as follows:

1. I am a shareholder with the firm of Burlington, Weil, Schwiep, Kaplan & Blonsky, P.A., counsel of record for the plaintiff in this matter.

2. I am a member in good standing of the Florida Bar since 1992. I have been admitted to practice before the United States Court of Appeals for the Eleventh Circuit and the Southern District of Florida since 1992, as well as the Middle District of Florida since 1993, and the Central District of California since 1991.

3. A true and correct copy of an April 12, 2005 email from Gail McQuilkin, counsel for Defendant Silvers, is attached as Exhibit "B" to the Declaration of Steven Esrig. The email has been redacted to preserve privileged and confidential information.

4. A true and correct copy of an April 14, 2005 letter I hand delivered to Gail McQuilkin is attached as Exhibit "E" to the Esrig Declaration.

[Handwritten signature]
17

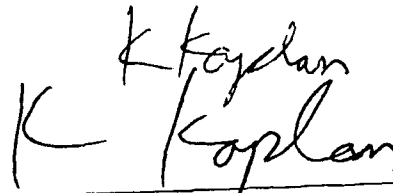
5. A true and correct copy of a set of emails I exchanged with Gail McQuilkin on April 17, 2005 is attached as Exhibit "F" to the Esrig Declaration. Those emails have been redacted to preserve privileged and confidential information.

6. A true and correct copy of an email I received from Gail McQuilkin on April 8, 2005 is attached as Exhibit "G" to the Esrig Declaration. The email has been redacted to preserve privileged and confidential information.

7. A true and correct copy of an email I received from Gail McQuilkin on April 22, 2005 is attached as Exhibit "H" to the Esrig Declaration.

8. A true and correct copy of a set of emails I exchanged with Gail McQuilkin on April 26, 2005 are attached as Exhibit "I" to the Esrig Declaration. Those emails have been redacted to preserve privileged and confidential information.

I declare under penalties of perjury that the foregoing is true and correct. Dated this 22nd day of May, 2005.

Handwritten signature of Kevin C. Kaplan in black ink, consisting of a stylized 'K' followed by 'Kaplan'.

Kevin C. Kaplan



UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF FLORIDA

CASE NO. 05-80393 CIV HURLEY/HOPKINS

STELOR PRODUCTIONS, L.L.C., a
Delaware limited liability company,
f/k/a STELOR PRODUCTIONS, INC.,

Plaintiff,

vs.

STEVEN A. SILVERS, a Florida resident,

Defendant.

JM
NIGHT BOX
FILED

JUL 01 2005

CLARENCE MADDOX
CLERK, USDC / SDFL / FTL

SUPPLEMENTAL DECLARATION OF KEVIN C. KAPLAN

I, Kevin C. Kaplan, hereby declare as follows:

1. As set forth in my initial declaration, I am a shareholder with the firm of Burlington, Weil, Schwiep, Kaplan & Blonsky, P.A., counsel of record for the plaintiff in this matter. I am a member in good standing of the Florida Bar since 1992. I have been admitted to practice before the United States Court of Appeals for the Eleventh Circuit and the Southern District of Florida since 1992, as well as the Middle District of Florida since 1993, and the Central District of California since 1991.

2. A true and correct copy of a March 23, 2005 email from Gail McQuilkin, counsel for Defendant Silvers, is attached as Exhibit "E" to the Supplemental Declaration of Steven Esrig.

3. A true and correct copy of my June 17, 2005 letter to Gail McQuilkin is attached as Exhibit G to the Supplemental Declaration of Steven Esrig.

4. A true and correct copy of Ms. McQuilkin's June 17, 2005 letter to me is attached as Exhibit H to the Supplemental Declaration of Steven Esrig.



5. A true and correct copy of my letter dated June 21, 2005 to Ms. McQuilkin is attached as Exhibit I to the Supplemental Declaration of Steven Esrig.


6. A true and correct copy of Ms. McQuilkin's letter to me dated June 21, 2005 (but not delivered until June 22, 2005) is attached as Exhibit J to the Supplemental Declaration of Steven Esrig.

7. A true and correct copy of my letter to Ms. McQuilkin dated June 24, 2005 is attached as Exhibit K to the Supplemental Declaration of Steven Esrig.

8. A true and correct copy of Ms. McQuilkin's June 27, 2005 letter to me is attached as Exhibit L to the Supplemental Declaration of Steven Esrig.

9. A true and correct copy of my June 30, 2005 to Ms. McQuilkin is attached as Exhibit M to the Supplemental Declaration of Steven Esrig.

I declare under penalties of perjury that the foregoing is true and correct. Dated this 1st day of July, 2005.



Kevin C. Kaplan