

Jul 8 2005

CLARENCE MADDOX
CLERK U.S. DIST. CT.
S.D. OF FLA. - MIAMIUNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA.STELOR PRODUCTIONS, L.L.C.,
a Delaware corporation,
f/k/a STELOR PRODUCTIONS, INC.,

Plaintiff,

Case No. 05-80393-CIV-HURLEY

v.

STEVEN A. SILVERS, a Florida resident,

Defendant.

**DEFENDANT'S RESPONSE TO
PLAINTIFF'S REQUEST FOR RECONSIDERATION**

Stelor's request for the Court to reconsider its Order rejecting preliminary injunctive relief simply confirms that Stelor cannot substantiate irreparable harm. The "harm" alleged is purely speculative based almost entirely on "potential" licensees that Stelor can't identify. While claiming loss of goodwill and business, Stelor presents no evidence showing it has any legitimate business at all relating to the Googles property. In fact, after having this license for three full years, taking over \$4 million of investor money, and attending three international licensing shows, Stelor *has not one* sublicense, licensing partner, contract, television show, animated series, published work, merchandising venture, toys, or any product to sell, other than some music that was produced years ago and which is governed under another agreement. And, despite promising year after year that it is ready to "launch" some revolutionary web site, all that exists is an unimpressive non-functioning demo web site. Stelor hasn't generated more than a few dollars of revenue from this project, and has no goodwill or business to lose that cannot be compensated by money damages, if any.

Moreover, the four “Googles” characters and related property licensed to Stelor by Silvers represent but a small fraction of Stelor’s business. Stelor holds itself out as a “licensing company” with many other projects; the “Googles From Goo” being just one property. In its promotional material, Stelor boasts that it has a universe of over “150 characters making their home at Stelor Productions.” Other than the Googles From Goo, “properties include a group from the frozen planet Brrr, a bugle-faced bunch called the Zonklings and the craziest group ever to arrive on earth ... the Jabbles.” *See* Exhibit A. And, Stelor claims it is “always looking for other great properties that it can represent.” *See* Exhibit B.

Moreover, Stelor is heavily promoting some unrelated “patent-pending security technology” as the focus of its business. *See* Composite Exhibit C. And, as we pointed out in our prior filing, Stelor is using the domain name www.stelor.net to promote its Gootopia web site, and owns dozens of other domain names. The majority of the content on that web site, these domain names, and any special software or technology that has been developed by Stelor, fall outside the License Agreement with Silvers and are unaffected by the termination of the License Agreement. Stelor is certainly able to promote and conduct its business, operate its web site, sell its music, and license the “Stelor Stable” of other characters and properties without Silvers’ property or injunctive relief.

Stelor raises nothing new in its request or other filings that supports reconsideration.

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was mailed this 8th day of July, 2005, to: Kevin C. Kaplan, Daniel F. Blonsky and David Zack at Burlington Weil Schwiep Kaplan & Blonsky, P.A., 2699 S. Bayshore Drive, Penthouse A, Miami, FL 33133.

s/ Gail A. McQuilkin

3339/101/255135.1

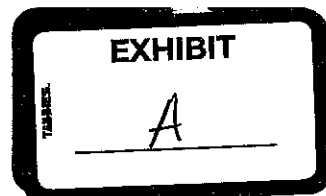
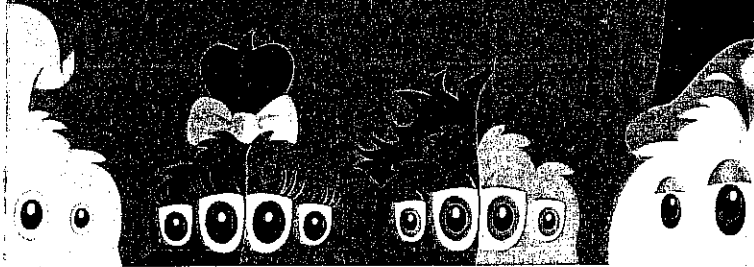
CHARACTERS

Currently there are 150 characters making their home at Stelor Productions. Below are the lovable Googles from Goo™.

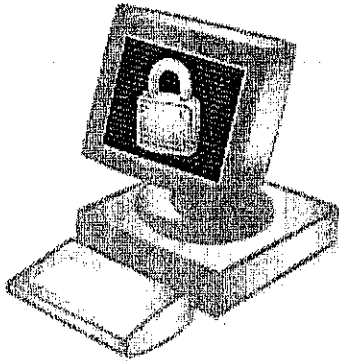
Other properties include a group from the frozen planet Brrr™, a bugle-faced bunch called the Zonklings™ and the craziest group ever to arrive on earth ... the Jabbles™.

Every member of the Stelor Stable is non-violent, non-ethnic, non-political & fun!

The Googles from Goo™ are based on an original concept by Steven A. Silvers



Content



Security

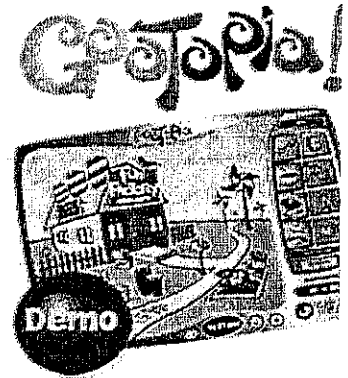
Until Stelor Productions introduces its patent-pending security technology, PixKey™, safety on the Internet is just a marketing concept. Real security requires a *real* password. Click the computer to find out more.



Music

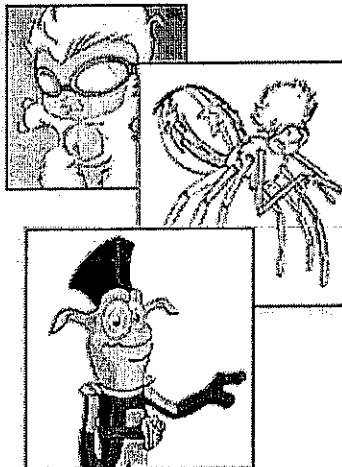
GooKids learn basic concepts about science, the Earth, and kindness through our original music. There are song samples for you to hear by clicking on Jingles the Jukebox™ above. You can also purchase the Googles'™ first album, *One GooWorld*, at iTunes by clicking the 'Buy' link below.

[Listen \(Flash Player 7 required\)](#)
[Buy \(Download iTunes\)](#)



Content

The grownups' version of Gootopia™ tour is available clicking on the 'Demo' butt above. Please take a momer hear and see the basics of th wonderful program. Gootopia launch and the huge promot are planned for Fall 2005! / Googles™ activities, includi television, live shows, or we content will be interactive w Gootopia™.



Characters

Stelor Productions has a universe of characters (over 160 to date) that this world! Each personality is created to enlighten and enrich children a smile on their faces. In the spirit of good will and family, you can trus characters to teach the basics of science, self-esteem, and wonderful \ preserve our Earth. Stories operate on several levels with age targets 6-9, and 9-12 years. Any character is capable of song, but The Google Goo™ personalities Oogle, Oggle, and Iggle are the main voices, w albums of original music already produced and ready for market. More stories and music are designed to carry a quality message; for examp song has the Googles™ singing about their love of fruit.

As Stelor is a licensing company, we are always looking for other g properties. If you have an idea or a creative property you would like t represented by Stelor, submit an outline to: information@stelorproductions.com.



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Stelor Productions © 2005
The Googles from Goo™ are a creation of Steven A. Silvers

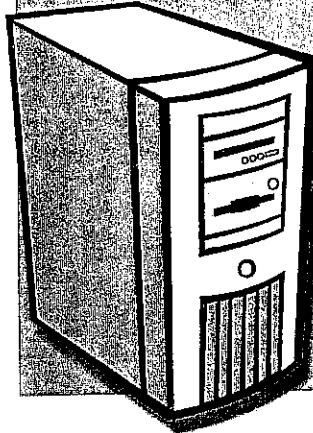


SECURITY

The hard part was developing a system that kids could access while keeping them safe. Our state-of-the-art equipment and security system is of no use unless children (and adults) can go on the Internet with minimum hassle & maximum security.

Stelor Productions has developed proprietary, patent pending software to make security a reality ... not just a marketing ploy.

Take the Cyber-Shuttle



The everyday Internet our kids have grown accustomed to is like a taxi. They get in and it takes them anywhere they desire. Gootopia is more like a Cyber-shuttle. It will only stop at sites you have approved for your child. Our iAgree statement means we will keep it safe, just as you wish.



It's the 21st Century. Kids are smarter. Technically smarter and so are the people who would harm them.

1 out of 5
Child Abductions
begins on
the Internet

EXHIBIT

C

***Our mission is to bring kids to
their 'best selves'!***

With the onslaught of action heroes and violence, too many young minds are focused on getting their own way at any cost. The Internet can be alluring too, pornography and gambling sites had well over 1 million hits from children aged 3 to 12 in just the last quarter.

Taking responsibility for what we say and how we present the information is just a beginning. To keep our children safe is an ongoing task that will require true leadership and the willing involvement of many great companies and interested individuals.

Stelor Productions is convinced that the long-term good that comes from taking the high road with our children's programing is both profitable and personally rewarding.

The children of the world are this planet's last hope.
It is compensation beyond commerce.



About Stelor

Legally we are Stelor Productions, LLC. We have spent the last four years preparing for the introduction of a 'trusted-brand' concept of edutainment. Our first property, The Googles from Goo™, was selected because perfectly with our objective: conveying positive messages currently missing in most children's entertainment

"Bringing children to their **best** selves," says our founder and CEO Steve Esrig, "is what we are really about. Everything else is just the means to that end."

To really 'be there' for kids, Stelor had to take on the very difficult challenges of Internet Security. This has been accomplished through a very creative method that uses pictures to create extremely complex passwords that are easy for kids to use. And it's fun!

The Pixkey™ concept will ensure the use of a password. "It's just the beginning of the state-of-the-art security measures being implemented," says CEO Esrig. "We and our partners are committed to protecting childhood children. It has meant stepping up to the expense and time commitment required to do it right."

Stelor currently employs over 20 people in Darnestown, MD. With the move to our new offices (summer 2005) we will staff-up to the first operating level of approximately 100 employees.

"As a licensing company, most of our work will involve creating great relationships," says Senior VP Marty J. "We are committed to maintaining quality products, and we are looking for licensees with the same objective."

Stelor expects these creative relationships to develop and produce a positive shift in children's entertainment.

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