

EXHIBIT B

STURGIS

MOTOR CLASSIC™



MERCHANDISE

2011

**RUSHMORE
PHOTO & GIFTS, INC.**

3305 CAMBELL ST.

RAPID CITY, SD 57701

605-342-0821 • 1-800-568-5321

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POKER



315020



315015-19



315024

COOZIES



125006



125007

PLAYING CARDS



435000



435001

FLAG



315031

3'
X
5'

MAGNETS



011030



017041



017042



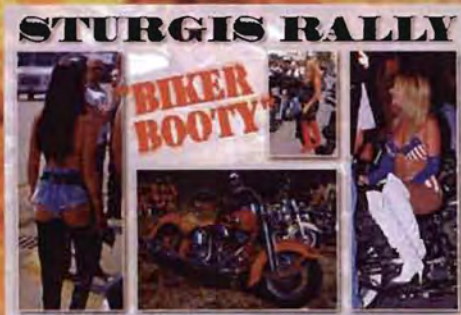
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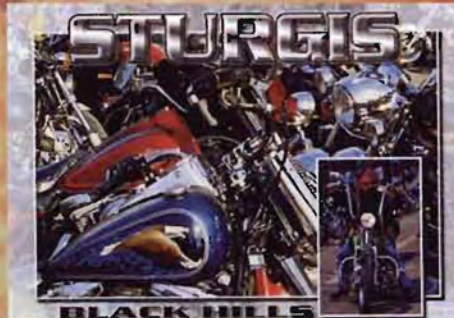
017045

POSTCARDS

4" x 6"



622016



622069



623015



624005



624032

PATCHES



365002



365001

TACS



230004



230022



235004



235005



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NOVELTIES



315009



225001



315002



285000



190013



315013



315012



310066



4" X 6"

310062



12" X 18"

310063

SUNGLASSES



550069-79



550082



CLEAR LENS
550081



550080



600031



600003



315000



311005



315011



600006



310060

QTY	Stock #	Description	Disc	Price	MSRP	Specific UPC
	011030	STURGIS 2011 FLAME PVC MAG	**	\$ 2.00	\$ 3.99	053822011303
	017041	STURGIS PANORAMIC METAL MAG		\$ 1.50	\$ 2.99	053822017411
	017042	2.5" x 2.5" DEAD END STURGIS MAG		\$ 1.50	\$ 2.99	053822017428
	017043	STURGIS BIKE MTL 2.5X3.5 MAG		\$ 1.50	\$ 2.99	053822017435
	017045	STURGIS MAIN ST MTL 2.5X3.5 MAG		\$ 1.50	\$ 2.99	053822017459
	065000	STURGIS TIN SIGN 18"x12"	*	\$ 7.50	\$ 14.99	053822065009
	065001	STURGIS T 8 1/2 X 11 TIN SIGN #9738	**	\$ 5.00	\$ 9.99	053822065016
	065002	STURGIS T 8 1/2 X 11 TIN SIGN #9763	**	\$ 5.00	\$ 9.99	053822065023
	101009	STURGIS CUT EAGLE DCL		\$ 1.50	\$ 2.99	053822101097
	125006	STURGIS CAN COOZIE 2011 #9750	**	\$ 2.00	\$ 3.99	053822125062
	125007	STURGIS CAN COOZIE 2011 #9044	**	\$ 2.00	\$ 3.99	053822125079
	130002	HEADWRAP USA FLAG	*	\$ 3.50	\$ 6.99	053822130028
	130031	LEATHER HDWRP W/ ORNG FLAME	*	\$ 7.50	\$ 14.99	053822130318
	130032	LEATHER HDWRP W/ RED FLAME	*	\$ 7.50	\$ 14.99	053822130325
	130033	LEATHER HDWRP/BLACK	*	\$ 6.50	\$ 12.99	053822130332
	130034	LEATHER HDWRAP/VENTED	*	\$ 7.50	\$ 14.99	053822130349
	130038	LEATHER HDWRAP BLU FLAME	*	\$ 7.50	\$ 14.99	053822130387
	135000	STURGIS 2011 EMB. HEADWRAP	**	\$ 5.00	\$ 9.99	053822135009
	135001	STURGIS 2011 PRINTED HEADWRAP	**	\$ 3.50	\$ 6.99	053822135016
	135002	STURGIS 2011 LADIES EMB. HEADWRAP	**	\$ 5.00	\$ 9.99	053822135023
	135006	STURGIS TRIBAL BEANIE HAT	*	\$ 6.50	\$ 12.99	053822135061
	135007	STURGIS FLAME BEANIE HAT	*	\$ 6.50	\$ 12.99	053822135078
	135008	STURGIS SMC CROSS BEANIE HAT	*	\$ 5.00	\$ 9.99	053822135085
	135012	STURGIS 2011 STONEWASH HAT	**	\$ 7.50	\$ 14.99	053822135122
	135027	STURGIS LEATHERET HDWRP	*	\$ 6.50	\$ 12.99	053822135276
	135030	STURGIS REVERSABLE BEANIE	*	\$ 2.50	\$ 4.99	053822135306
	135031	STURGIS PNK HARTBREAK KNIT CAP	*	\$ 5.00	\$ 9.99	053822135313
	135032	STURGIS ESCAPEE KNIT CAP	*	\$ 5.00	\$ 9.99	053822135320
	135033	STURGIS BLK HARTBREAK KNIT CAP	*	\$ 5.00	\$ 9.99	053822135337
	135037	STURGIS 2011 GHOST PRINT CAP	**	\$ 7.50	\$ 14.99	053822135375
	135038	STURGIS 2011 MOTORCYCLE CAP	**	\$ 7.50	\$ 14.99	053822135382
	135039	STURGIS 2011 V-TWIN ENGINE CAP	**	\$ 7.50	\$ 14.99	053822135399
	190013	POCKET SHOT W/FLASH CAM		\$ 6.25	\$ 9.50	053822190138
	225001	STURGIS GOLFBALL KIT	*	\$ 3.00	\$ 5.99	053822225014
	230004	SM AMERICAN FLAG TAC		\$ 1.00	\$ 1.99	053822230049
	230022	GOLD EAGLE TAC		\$ 1.50	\$ 2.99	053822230223
	235004	STURGIS 2011 ROAD SIGN TAC	**	\$ 2.00	\$ 3.99	053822235044
	235005	STURGIS 2011 LEG SCRIPT TAC	**	\$ 2.00	\$ 3.99	053822235051
	270087	METAL PISTOL W/KNIFE KC	*	\$ 1.00	\$ 1.99	053822270878
	275000	STURGIS NICKEL BIKE KC	*	\$ 3.50	\$ 6.99	053822275002
	275001	STURGIS PWTR CHOPR ENG KC	*	\$ 3.50	\$ 6.99	053822275019
	275002	STURGIS PWTR ORNG CRS KC	*	\$ 1.00	\$ 1.99	053822275026
	275006	STURGIS BIKE SPIN KC	*	\$ 2.50	\$ 4.99	053822275064
	275007	STURGIS SKULL BOTL OPEN KC	*	\$ 2.50	\$ 4.99	053822275071
	275008	STURGIS RALLY BLK KC	*	\$ 1.00	\$ 1.99	053822275088
	275018	STURGIS TPICK KC	*	\$ 1.00	\$ 1.99	053822275187
	275020	STURGIS EASY CLIP KC	*	\$ 2.00	\$ 3.99	053822275200
	275025	CYCLE POPTOPPER KC	*	\$ 1.50	\$ 2.99	053822275255
	275026	STURGIS TRANS PULL-A-PART KC	*	\$ 2.00	\$ 3.99	053822275262
	275027	STURGIS 2011 ACRYLIC KC	**	\$ 1.50	\$ 2.99	053822275279
	285000	STURGIS BOTTLE OPENER		\$ 3.00	\$ 5.99	053822285001
	310060	ASST RABBIT HIDES		\$ 2.50	\$ 4.99	053822310604

All Discounts are taken at a no guarantee basis and will be given on a net 30 basis. Any invoice not paid within terms given will result in a loss of all discounts.

QTY	Stock #	Description	Disc	Price	MSRP	Specific UPC
	310062	4" X 6" U.S. FLAG		\$ 1.00	\$ 1.99	053822310628
	310063	12" X 18" U.S. FLAG		\$ 1.50	\$ 2.99	053822310635
	310066	BLINKING SKULLS		\$ 4.50	\$ 8.99	053822310666
	311005	RUSSIAN FLASK	*	\$ 15.00	\$ 29.99	053822311052
	315000	STURGIS FLSK MALTESE CRS	*	\$ 5.00	\$ 9.99	053822315005
	315002	STURGIS RAIN PONCHO	*	\$ 1.00	\$ 1.99	053822315029
	315009	STURGIS PIPE-LIGHTER	*	\$ 5.00	\$ 9.99	053822315098
	315011	STURGIS VELCO WALLET	*	\$ 1.50	\$ 2.99	053822315111
	315012	STURGIS BELLY BAG	*	\$ 3.00	\$ 5.99	053822315128
	315013	STURGIS WOOD KNIFE 3PT	*	\$ 2.00	\$ 3.99	053822315135
	315015	STURGIS POKER CHIPS GREY(20 PK)	*	\$ 5.00	\$ 9.99	053822315159
	315016	STURGIS POKER CHIPS RED (20 PK)	*	\$ 5.00	\$ 9.99	053822315166
	315017	STURGIS POKER CHIPS GRN (20 PK)	*	\$ 5.00	\$ 9.99	053822315173
	315018	STURGIS POKER CHIPS BLU (20 PK)	*	\$ 5.00	\$ 9.99	053822315180
	315019	STURGIS POKER CHIPS BLK (20 PK)	*	\$ 5.00	\$ 9.99	053822315197
	315020	STURGIS POKER SET/WOOD CS 300PC	*	\$ 65.00	\$ 129.99	053822315203
	315024	100 PC STURGIS POKER SET IN ALLUMINUM	*	\$ 30.00	\$ 49.99	053822315241
	315031	STURGIS W/MR 2011 FLAG	**	\$ 7.50	\$ 14.99	053822315319
	325001	STURGIS ORANGE PINT GLASS	*	\$ 2.50	\$ 8.99	053822325011
	335006	STURGIS 2011 THERMAL MUG	**	\$ 5.00	\$ 9.99	053822335065
	365001	STURGIS LEG SCRIPT 2011 PATCH	**	\$ 2.00	\$ 3.99	053822365017
	365002	STURGIS 2011 ROAD SIGN PATCH	**	\$ 2.00	\$ 3.99	053822365024
	435000	STURGIS RALLY PLAYCARD	*	\$ 1.50	\$ 2.99	053822435000
	435001	STURGIS METAL BOX PLAYCARD	*	\$ 2.50	\$ 4.99	053822435017
	520015	VACATION RD RAGE SHOT	*	\$ 2.00	\$ 3.99	053822520157
	525000	STURGIS 2011 BLK TULIP	**	\$ 3.50	\$ 6.99	053822525008
	525001	STURGIS 2011 FROSTED SHOOTER	**	\$ 3.00	\$ 5.99	053822525015
	525003	STURGIS BEER GLASS SHOT	*	\$ 1.50	\$ 2.99	053822525039
	525005	STURGIS SODA GLASS MUG	*	\$ 2.50	\$ 4.99	053822525053
	525006	STURGIS FRSTD MINI STEIN MUG	*	\$ 2.00	\$ 3.99	053822525060
	525007	STURGIS BLUE 2011 SHOT	**	\$ 2.50	\$ 4.99	053822525077
	525009	STURGIS FRSTD BLK SHOT	*	\$ 1.50	\$ 2.99	053822525091
	525014	STURGIS CLEAR 2011 SHOT	**	\$ 2.00	\$ 3.99	053822525145
	525018	STURGIS HEAVY 2011 SHOT	**	\$ 3.00	\$ 5.99	053822525183
	525020	STURGIS WHT CERAMIC SHOT	*	\$ 1.50	\$ 2.99	053822525206
	525024	STURGIS MINI PAPER CUP SHOT	*	\$ 1.50	\$ 2.99	053822525244
	525025	STURGIS LABEL ART SHOT	*	\$ 2.50	\$ 4.99	053822525251
	525026	STURGIS PRISONER 2011 SHOT	**	\$ 3.50	\$ 6.99	053822525268
	525035	STURGIS POLY 1 TOO MANY BIKER SHOT	*	\$ 4.00	\$ 7.99	053822525350
	550069	CHILDS \$5.99 SUNGLASSES		\$ 2.40	\$ 5.99	053822550697
	550070	\$5.99 SUNGLASSES		\$ 2.40	\$ 5.99	053822550703
	550071	\$7.99 SUNGLASSES		\$ 3.20	\$ 7.99	053822550710
	550072	\$5.99 SUN CLIP ON		\$ 2.40	\$ 5.99	053822550727
	550073	\$7.99 SUN CLIP ON		\$ 3.20	\$ 7.99	053822550734
	550076	\$9.99 SUNGLASSES		\$ 4.00	\$ 9.99	053822550765
	550077	\$12.99 SUNGLASSES		\$ 5.20	\$ 12.99	053822550772
	550078	\$14.99 SUNGLASSES		\$ 6.00	\$ 14.99	053822550789
	550079	\$16.99 SUNGLASSES		\$ 6.80	\$ 16.99	053822550796
	550080	ASSORTED SUNGOGGLES		\$ 5.00	\$ 9.99	053822550802
	550081	SUNGOGGLES CLEAR LENS		\$ 5.00	\$ 9.99	053822550802
	550082	\$16.99 CLEAR SUNGLASSES		\$ 6.80	\$ 16.99	053822550796
	590002	BANDANNA USA FLAG	*	\$ 2.00	\$ 3.99	053822590020

All Discounts are taken at a no guarantee basis and will be given on a net 30 basis. Any invoice not paid within terms given will result in a loss of all discounts.

QTY	Stock #	Description	Disc	Price	MSRP	Specific UPC
	590004	BANDANNA- MOUNT RUSHMORE	*	\$ 2.00	\$ 3.99	053822590044
	590005	BANDANNA- HUNTING	*	\$ 2.00	\$ 3.99	053822590051
	590050	COOL DANNA-WAVY FLAG	*	\$ 2.50	\$ 4.99	053822590501
	595000	STURGIS DATED BANDANNA	**	\$ 2.00	\$ 3.99	053822595001
	595001	STURGIS DATED COOLDANNA	**	\$ 2.50	\$ 4.99	053822595018
	600003	SHOCK LIGHTER		\$ 2.50	\$ 4.99	053822600033
	600006	SHOCK PEN		\$ 2.50	\$ 4.99	053822600064
	600031	3" MINI SHOCK CELL PHONE		\$ 2.50	\$ 4.99	053822600316
	622016	PC STURGIS BOOTY		\$ 0.15	\$ 0.35	053822622165
	622069	PC STURGIS BIKES		\$ 0.15	\$ 0.35	053822622691
	623015	PC STURGIS MAIN ST		\$ 0.15	\$ 0.35	053822623155
	624005	PC MR BIKES		\$ 0.15	\$ 0.35	053822624053
	624032	PC STURGIS W/ DEVIL		\$ 0.15	\$ 0.35	053822624329
	655000	STURGIS IRON CRS WATERBALL	*	\$ 2.50	\$ 4.99	053822655002

* This item will receive a 5% discount at an order qty above 48pcs and a 10% discount at an order qty above 144pcs

** This item will receive a 10% discount at an order qty above 48pcs and a 15% discount at an order qty above 144pcs

Contract must be signed to be valid. Due to the probability of high demand and special pricing, products may be out of stock at the time of ordering. Every attempt will be made to meet requested delivery date, all items will be backordered if out of stock. Customer will be contacted for delivery approval for backorders to be delivered beyond July 15th 2011. Customer has the right to refuse backorders to be delivered later than July 15th 2011.

All products are unconditionally guaranteed against defects, and will be replaced if such defects occur.

Items are taken at a no guarantee (No Consignment) basis and will be given on a net 30 basis, any invoices not paid within terms given will result in a void of all price reductions and all costs will revert to standard cost plus any applicable fees and charges.

Company Name: _____

Requested delivery by: ____/____/____

Address: _____

Printed Name: _____

Title: _____

Authorized Signature: _____

FREE SHIPPING ON ALL ORDERS OVER \$250.00

Notes:

All Discounts are taken at a no guarantee basis and will be given on a net 30 basis. Any invoice not paid within terms given will result in a loss of all discounts.

Confidential



Rushmore Photo & Gifts, Inc.



2011 Sturgis Motor Classic™ Shirt Pricing Contract

Prices below reflect the negotiated price of each Sturgis shirt bought with the 2011 year printed on them. This contract will stay in effect from date signed until 08/31/2011 and will reflect the price paid per shirt ordered in sizes XS – XL, sizes 2X – 3X will be \$2.00 more for Shirts and \$3.00 more for Fleece than negotiated customer price.

Men's Style	Standard Cost	Negotiated Price	Estimated Quantity	Women's Style	Standard Cost	Negotiated Price	Estimated Quantity
Men's Short Sleeve	\$10.50	\$	Pcs	Women's Short Sleeve	\$10.00	\$	Pcs
Shooter Sleeveless T	\$13.50	\$	Pcs	Women's V-Neck	\$11.00	\$	Pcs
Men's Tank Top	\$13.50	\$	Pcs	Spaghetti Strap	\$13.50	\$	Pcs
Men's Long Sleeve	\$18.00	\$	Pcs	Cap Sleeve	\$12.50	\$	Pcs
Ripped Denim	\$20.00	\$	Pcs	Burnout V-neck T	\$13.50	\$	Pcs
Pullover Hoody	\$22.50	\$	Pcs	Women's Long Sleeve	\$18.00	\$	Pcs
Zippered Hoody	\$30.00	\$	Pcs	Boy Beater Ribbed Tank	\$11.50	\$	Pcs
Shop Shirt	\$30.00	\$	Pcs	Extra Long Junior Cut T	\$10.50	\$	Pcs
Childs T	\$11.50	\$	Pcs	Rhinestone Shirts ADD \$2.00			

Order minimums: 18 pieces per design, color, style, and 72 pieces per order total. Any orders of lower than 72 pieces will automatically be at our Standard Cost. Free Freight will be given to all Sturgis Shirt Deliveries of 288pcs or more or being sent with a Sturgis Hard goods order of \$250 or more. All T-shirt orders that are prepaid will receive a 5% discount.

Contract must be signed to be valid. Shirts will only be printed once signature is received in the office. All orders are to be placed by March 25th 2011. Any orders received after this date will be cancelled. Earliest delivery is May 16th 2011. Every attempt will be made to meet requested delivery date, as long as date is agreed upon by management.

All shirts and products are unconditionally guaranteed against defects and will be replaced if such defects occur.

Shirts are taken at a no guarantee (No consignment) basis and will be given on a net 30 basis, any invoices not paid within terms given will result in void of contract and all negotiated prices will revert to standard cost plus any applicable fees.

Company Name: _____ Requested delivery by: ____/____/____

Address: _____ Authorized Signature: _____

_____ Printed Name: _____

Sales representative Signature: _____ date: ____/____/____

SHOT GLASSES & GLASS WARE



525001



525000



525007



525018



525026



525014



525025



525035



525009



525003



525020



525024



525005



520015



525006

PINT GLASS



325001

THERMAL MUGS



335006

CUT GRAPHIC



101009

WATERBALL



655000

KEYCHAINS



275001



275002



275006



275007



275008



275026



275020



275018



275027



275025



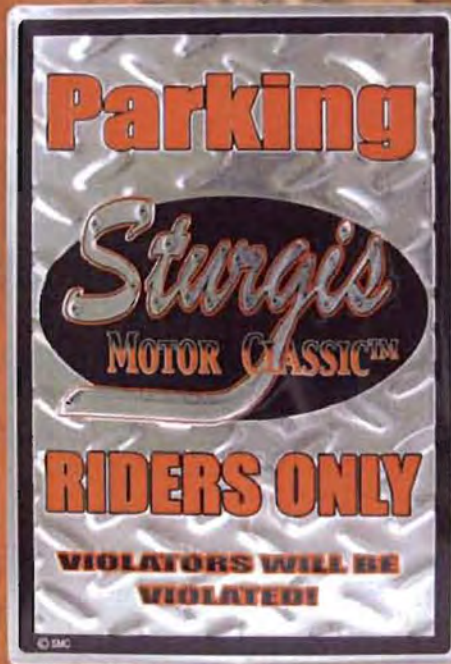
270087



275000

TIN SIGNS

18" x 12"



065000

BANDANNAS

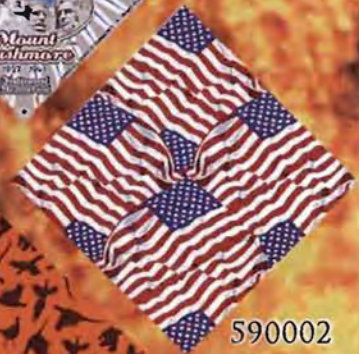
24" x 24"



595000



590004



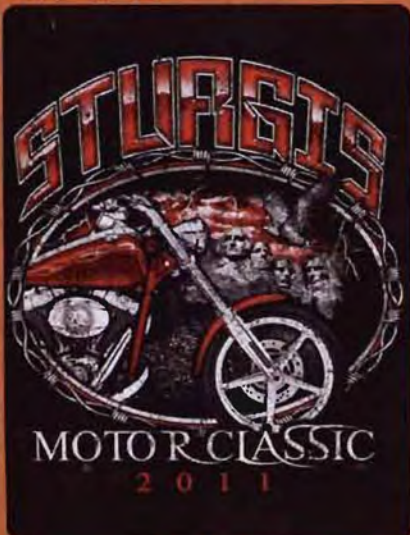
590002



590005



8 1/2" X 11" 065002



065001

HEADWEAR



135012



135038



130032



130038



135039



135037



130031



135027



130034



130002



135031



135030



135008



130033



135006



135007



135000



135001



135032



135033



135002



590050

COOLDANNAS



595001

RUSHMORE
PHOTO & GIFTS, INC.



SMCTM

STURGIS MOTOR CLASSICTM

*Legendary*TM

OLDEST - BIGGEST - BESTTM

OFFICIALLY LICENSED STURGISTM PRODUCTS

**RUSHMORE
PHOTO & GIFTS, INC.**

3305 CAMBELL ST.

RAPID CITY, SD 57701

605-342-0821 • 1-800-568-5321

WWW:RUSHMOREPHOTO.COM



WWW.STURGISMOTORCLASSIC.COM