FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 09-18-2000



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U.S. Department of Commerce Patent and Trademark Office TRADEMARK

🚗	000	<b>RECORDATION FORM COVER SHEET</b>
Meis	8.28.00	TRADEMARKS ONLY

	RADEMARKS ONLY demarks: Please record the attached original document(s) or copy(ies).
Submission Type	Conveyance Type
X New	Assignment License
Resubmission (Non-Recordation Document ID #  Correction of PTO Error Reel # Frame #  Corrective Document Reel # Frame #	Security Agreement Nunc Pro Tunc Assignmen    Merger   Month Day Year
Conveying Party	Mark if additional names of conveying parties attached Execution Date
Name Sunlight Foods, Inc.	Month Day Year 05/12/2000
Formerly	
Individual General Partnersh	hip Limited Partnership Corporation Association
Other	
X Citizenship/State of Incorporation/O	rganization California
Receiving Party	Mark if additional names of receiving parties attached
Name U.S. Bank National Association	
DBA/AKA/TA	
Composed of	
Address (line 1) III S.W. Fifth Avenue	
Address (line 2) Suite 400	
Address (line 3) Portland	Oregon 97204
City General Partners Corporation Association  National Banking Association	State/Country  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.  (Designation must be a separate
	document from Assignment.)
Citizenship/State of Incorporation/O	
2000 DWGUYEN 00000399 /3680144 481 40.00 DP 482 25.00 DP	FOR OFFICE USE ONLY
gathering the data needed to complete the Cover Sheet. Send comm D.C. 20231 and to the Office of Information and Regulatory Affairs, O	od to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document an nents regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB emark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS

Mail documents to be recorded with required cover sheet(s) information to:

Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

TRADEMARK

REEL: 002137 FRAME: 0823

FORM PTO-1618B Expires 06/30/99 OMB 0651-0027	Page	e 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
Domestic Represen	tative Name and Address	Enter for the first F	eceiving Party only.
Name		Little for the material	leceiving Farty Only.
Address (line 1)			
Address (line 2)			
Address (line 3)		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
Address (line 4)	7		
Correspondent Nam	ne and Address Area Code and	Telephone Number (50	3) 224-5858
Name Dustin R. k			
Address (line 1) Miller Nash	LLP		
Address (line 2)	ifth Avenue		
Address (line 3) Suite 3500			
Address (line 4) Portland, O	regon 97204-3699		
1 ugoo	total number of pages of the atta any attachments.	ached conveyance d	pcument # 18
Trademark Applicati	on Number(s) or Registration	on Number(s)	Mark if additional numbers attached
Enter either the Trademark	Application Number <u>or t</u> he Registration Nu	ımber (DO NOT ENTER BO	OTH numbers for the same property).
	oplication Number(s)		tration Number(s)
75680144 7564	7647 75750449	1907898	1589199 1740639
75341591		836887	2065848 1705251
		2019070	
Number of Propertie	Enter the total number of p	operties involved.	#[11
Fee Amount	Fee Amount for Properties L	isted (37 CFR 3.41)	\$ 65.00
Method of Payment Deposit Account	Enclosed X D	eposit Account	
	eposit account or if additional fees can be Deposit Account		# 13-3571

Authorization to charge additional fees:

Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as

**Statement and Signature** 

Dustin R. Klinger

indicated herein.

Name of Person Signing

TRADEMARK REEL: 002137 FRAME: 0824

Yes

No 🗶

**Date Signed** 

### SECOND AMENDMENT OF SUBORDINATED SECURITY AGREEMENT

SECOND AMENDMENT OF SUBORDINATED SECURITY AGREEMENT dated as of May 12, 2000, by and between SUNLIGHT FOODS, INC., a California corporation ("Grantor"), and U.S. BANK NATIONAL ASSOCIATION, a national banking association ("Lender").

### WITNESSETH:

- A. Pursuant to a subordinated security agreement dated August 2, 1999, as amended February 10, 2000 (the "Security Agreement"), Grantor granted to Lender a security interest in certain collateral described therein to secure all indebtedness under a certain senior subordinated loan agreement between Maranatha Acquisition Corp., a Delaware corporation, and Lender dated December 22, 1998, in a principal amount of \$1,800,000, and a certain senior subordinated loan agreement between Maranatha Holding Corp., a Delaware corporation ("Borrower"), and Lender, dated August 2, 1999, in a principal amount of \$2,000,000 (together. the "Loan Agreements").
- B. After execution of the Security Agreement, Grantor acquired additional collateral.
- C. Grantor is a wholly-owned subsidiary of Borrower, and the proceeds of the additional loans will be used by Grantor to acquire the assets of Cloud Nine, Inc., pursuant to an asset purchase agreement.
- D. As a condition precedent to making the loan to Borrower, Lender has required that Grantor amend the Security Agreement such that the assets of Cloud Nine, Inc., acquired by Grantor secure the existing indebtedness under the Loan Agreements.

### NOW, THEREFORE, the parties agree as follows:

- 1. All of the assets acquired by Grantor pursuant to the asset purchase agreement between Grantor and Cloud Nine, Inc., dated as of May 12, 2000, including without limitation the items listed on Schedules 2.1(b) through 2.1(l) attached hereto, shall secure the Indebtedness (as that term is defined in the Security Agreement) and are hereby added to the definition of "Collateral" contained in Section 1.2 of the Security Agreement.
- 2. Schedule 2 attached to this Amendment is substituted for Schedule 2 attached to the Security Agreement.
- 3. Except as expressly set forth herein, the Security Agreement shall remain unmodified and in full force and effect.

#### SIGNATURE PAGE FOLLOWS

- 1 - PDXDOCS:1159671.3

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IN WITNESS WHEREOF, the parties have executed this agreement as of the date first written above.

SUNLIGHT/FOODS, INC.	$\mathcal{M} = \mathcal{M} = \mathcal{M}$
By: Ifleebeck Title:	pesto
Title:	
U.S. BANK NATIONAL ASSOC	IATION
By: Al Sill	
Title: 20	

-2-

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### **List of Intellectual Property**

### Maranatha Holding Corp.

Federal Mark	Reg. No.	Reg. Date	Serial No.	Appln. Date
TRULY INSPIRED NATURAL FOODS	N/A	N/A	75/862,455	Dec. 2, 1999
INSPIRED NATURAL FOODS	N/A	N/A	75/862,627	Dec. 2, 1999
NOTE: The following four application	ons, in the nam	ne of <u>Maranatha Ho</u>	lding Corp., ar	e in process:
NSPIRED (Word) (Actual Use)	N/A	N/A	N/A	N/A
NSPIRED (Word) (Intent-to-Use)	N/A	N/A	N/A	N/A
Logo (N with S design) (Actual Use)	N/A	N/A	N/A	N/A
Logo (N with S design) (Intent-to-Use)	N/A	N/A	N/A	N/A

### Maranatha Acquisition Corp.

Federal Mark	Reg. No.	Reg. Date	Serial No.	Appln. Date
MARANATHA NATURAL FOODS	1,453,359	Aug. 18, 1987	73-632673	Nov. 28, 1986
	rations, currently in the name of Loriva Supreme Foods, Inc., are igned to Maranatha Acquisition Corp.:			
JAZZ	2,309,560	Jan. 18, 2000	75-190,743	Oct. 31, 1996
CANOLIVE	1,656,943	Sept. 10, 1991	74-034,310	March 5, 1990
LORIVA	1,493,354	June 21, 1988	73-691,997	Oct. 26, 1987
NOTE: The following mark is in the process of being assigned to Maranatha Acquisition Corp.:				tion Corp.:
HEALTH TRIP	2,096,583	Sept. 16, 1997	N/A	N/A
NOTE: The following marks, currently in the name of <u>Le-An Sales, LLC</u> , will be assigned to Maranatha Acquisition Corp. at the closing:				
NORTHWEST DELIGHTS AND MOUNTAIN DESIGN	1,874,012	Jan. 17, 1995	N/A	N/A
HAWAII'S DIAMONDHEAD DELIGHTS	N/A	N/A	N/A	Feb. 16, 2000

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<u>State of Oregon Mark</u> <u>Reg. No.</u> <u>Reg. Date</u> <u>Serial No.</u> <u>Appln. Date</u>

THE NUT BUTTER COMPANY T26,360 July 29, 1992 N/A N/A

NOTE: The following registration is current, but will be allowed to expire on July 29, 2002:

NUTTIN' BETTER

T26,359 July 29, 1992

N/A

N/A

NOTE: The following mark, registered to Maranatha Natural Foods, Inc., is in the process

of being assigned to Maranatha Acquisition Corp.:

MARANATHA NATURAL FOODS

T21,378 Feb. 3, 1987

N/A

N/A

NOTE: The following mark, registered to Le-An, Sales, L.L.C., will be assigned to Mar.

Corp. at the Closing:

Washington State Mark Reg. No. Reg. Date Serial No. Appln. Date

NORTHWEST DELIGHT AND

16,972

Jan. 23, 1987

**MOUNTAIN DESIGN** 

### Sunlight Foods, Inc.

- 4. The fictitious business name statement for the name "Sunspire" filed by the Company in Alameda County is attached.
- 5. Trademark License Agreement between the Company and FruitSource, dated 8/1/95, expiring 8/1/2005.
- See Attached.

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## SUNLIGHT FOODS, INC. STATUS OF UNITED STATES TRADEMARKS

MARK	STATUS
BAKING BREAK	Registered 5/9/95
Serial No. 74/491,265	Expires 5/9/2005
Reg. No. 1,893,256	(Section 8 & 15 Affidavit due between
	5/9/2000 and 5/9/2001
BERRY WILD CRITTERS	Registered 4/30/1996
Serial No. 74/667,339	Expires 4/30/2006
Reg. No. 1,971,290	(Section 8 & 15 Affidavit due between
	4/30/2001 and 4/30/2002)
CAROBA	Registered 7/3/84
Reg. No. 1,284,507	Expires 7/3/2004
	Section 8 & 15 Affidavit filed with PTO on
	1/16/90. PTO sent notice 7/30/90 that
	Section 8 & 15 Affidavit fulfills the statutory
	requirements and has been accepted by PTO.
	Registration now incontestable.
	(Note: when filing renewal application, must
	also file Section 8 Affidavit.)
CHIP LOGO	Registered 6/14/88
Serial No. 73/653,230	Expires 6/14/2008
Reg. No. 1,492,474	Section 8 & 15 Affidavit filed with PTO on
	7/12/93. PTO sent notice 11/22/93 that
	Section 8 & 15 Affidavit fulfills the statutory
	requirements and has been accepted by the
	PTO. Registration now incontestable.
CRUNCHIES	Registered 12/9/1997
Serial No. 75/109,853	Expires 12/9/2007
Reg. No. 2,120,523	(Section 8 & 15 Affidavit due between
PDIC	12/9/2002 and 12/9/2003)
EPIC	Registered 7/13/1999
Serial No. 75/474,545	Expires 7/13/2009
Reg. No. 2,261,715	(Section 8 & 15 Affidavit due between
	7/13/2004 and 7/13/2005)
	(Note: when filing renewal application, must
	also file Section 8 Affidavit.)

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Revised March 29, 2000

# SUNLIGHT FOODS, INC. STATUS OF UNITED STATES TRADEMARKS

MARK	STATUS
"S"	Registered 10/11/1983
Reg. No. 1,253,883	Expires 10/11/2003
	Section 8 & 15 accepted and acknowledged.
	Registration now incontestable.
	(Note: when filing renewal application, must
	also file Section 8 Affidavit.)
SUNDROPS	Registered 1/26/93
Serial No. 74/199,707	Expires 1/26/2003
Reg. No. 1,748,713	Section 8 & 15 accepted and acknowledged.
	Registration now incontestable.
	(Note: when filing renewal application, must
	also file Section 8 Affidavit.)
SUNSPIRE	Registered 9/6/1983
Reg. No. 1,250,605	Expires 9/6/2003
	Section 8 & 15 accepted and acknowledged.
	Registration now incontestable.
	(Note: when filing renewal application, must
	also file Section 8 Affidavit.)
SUNSPIRE BAT BITES	Registered 10/22/1996
Serial No. 74/570,092	Expires 10/22/2006
Reg. No. 2,009,367	(Section 8 & 15 Affidavit due between
	10/22/2001 and 10/22/2002)
SUNSPIRE CRYSTAL	Registered 4/11/95
Serial No. 74/491,264	Expires 4/11/2005
Reg. No. 1,888,701	(Section 8 & 15 Affidavit due between
	4/11/00 and 4/11/01)
SUNSPIRE EARTHBALLS	Registered 10/31/95
Serial No. 74/497,269	Expires 10/31/2005
Reg. No. 1,930,743	(Section 8 & 15 Affidavit due between
	10/31/2000 and 10/31/2001)
SUNSPIRE SHOOTING STARS	Registered 8/15/1995
Serial No. 74/497,267	Expires 8/15/2005
Reg. No. 1,911,621	(Section 8 & 15 Affidavit due between
	8/15/2000 and 8/15/2001)

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## SUNLIGHT FOODS, INC. STATUS OF UNITED STATES TRADEMARKS

MARK	STATUS		
SUNSPIRE TOFFEE CRUNCH	Registered 2/23/1999		
Serial No. 75/303,574	Expires 2/23/2009		
Reg. No. 2,226,738	(Section 8 & 15 Affidavit due between 2/23/2004 and 2/23/2005)		
SWEETS-TO-GO	Application filed 9/28/98 (Intent-to-Use)		
Serial No. 75/560,585	Notice of Allowance issued by PTO on		
	7/20/1999. Statement of Use filed on		
	1/20/2000. Awaiting acceptance of		
	Statement of Use and Certificate of		
	Registration.		
TRULY INSPIRED NATURAL	Registered 11/3/1998		
Serial No. 75/415,673	Expires 11/3/2008		
Reg. No. 2,201,542	(Section 8 & 15 Affidavit due between		
	11/3/2003 and 11/3/2004)		

## SUNLIGHT FOODS, INC. STATUS OF FOREIGN APPLICATIONS

MARK	COUNTRY	STATUS
SUNSPIRE Application No. 1305283	European Union	Application filed 9/10/99.
SUNSPIRE Application No. 1032475	Canada	Application filed 10/14/99.
SUNSPIRE Application No. 9627499	Japan	Application filed 10/25/99.

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# SUNLIGHT FOODS, INC. STATUS OF CALIFORNIA TRADEMARKS

MARK	STATUS		
CAROBA AND DESIGN OF SUN Reg. No. 62048	Registered 8/1/80 and renewed in 1990 Expires 8/1/2000		
"S" in a fanciful depiction	Registered 2/24/82 and renewed in 1992		
Reg. No. 65549	Expires 2/24/2002		
SUNSPIRE	Registered 2/24/82 and renewed in 1992		
Reg. No. 65548	Expires 2/24/2002		

	n 11	<b>.</b>	0 : 1 1	A 1 15		
Federal Mark	Reg. No.	Reg. Date	Serial No.	Appln. Date		
NOTE: The following marks, currently in the name of <u>Cloud Nine</u> , <u>Inc.</u> will be assigned to <u>Sunlight Foods</u> , <u>Inc.</u> at the closing.						
CLOUD NINE						
<ul> <li>USPTO</li> <li>OHIM</li> <li>Britain &amp; Northern Ireland</li> <li>CIPO (Canada)</li> <li>Japan</li> </ul>	•	Feb. 2, 1999 June 9, 1995 June 25, 1993		N/A N/A N/A N/A N/A		
CLOUD NINE PURE CHOCOLATE 9						
• USPTO	1,705,251	Aug. 4, 1992	N/A	N/A		
TROPICAL SOURCE						
<ul> <li>USPTO (US)</li> <li>IMPI (Mexico)</li> <li>OHIM</li> <li>Britain &amp; Northern Ireland</li> <li>CIPO (Canada)</li> <li>Japan</li> </ul>	1,907,898 502,343 000,042,341 1,558,291 439,250 3,260,216	Aug. 30, 1995 Dec. 16, 1998 May. 17, 1996	N/A N/A N/A N/A N/A	N/A N/A N/A N/A N/A		
SORRENTO VALLEY ORGANICS						
• USPTO	N/A	N/A	75/647,647	Nov. 4, 1999		

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Federal Mark	Reg. No.	Reg. Date	Serial No.	Appln. Date
SPEAK EASY				
<ul><li>CIPO TMA</li><li>USPTO</li></ul>	158,165 836,887	Oct. 19, 1967 May 1, 1967	N/A N/A	N/A N/A
STILL NATURAL AFTER ALL THESE YEARS				
• USPTO	2,019,070	Nov. 26, 1996	N/A	N/A
ENVIROMINTS				
• USPTO	1,589,199	Aug. 10, 1989	N/A	N/A
(Still in the name of Environmental Candy C	Co., but was sole	d to Cloud Nine on	January 15, 20	00.)
SKY-HIGH				
Intent to Use Application	N/A	N/A	75/750,449	Aug 9, 1999
SKY HIGH				
Intent to Use Application	N/A	N/A	75/680,144	May 3, 1999
CLOUD NINE MILE HIGH				
Intent to Use Application	N/A	N/A	<b>75-65</b> 1	March 1, 1999
REFLEX				
Intent to Use Application	N/A	N/A	75-341,591	Aug. 15, 1997
LIONS AND TIGERS AND BEARS				
<ul><li>USPTO</li><li>CIPA</li></ul>	2,065,848 470, <b>82</b> 8	May 27, 1997 Feb. 12, 1997		

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### SCHÈDULE 24(b)

### Furniture & Fixtures as of 12/31/99

DATE	DESCRIPTION	IASE PRICE
02/21/1994	PAINTING	\$1,468.00
08/31/1994	FJTON	- \$648.00
	VCR	\$465.42
05/19/1995	IKEA - SHELVES	\$281.19
06/30/1995	CONFERENCE RM CHAIRS	\$698.66
06/30/1995	CONFERENCE RM TABLE	\$400.00
	REFRIGERATOR	\$529.95
08/29/1995	PINE BOOKCASE	\$1,142.04
	ARMOIRE	\$1,921.44
09/30/1995	PAINTING	\$2,000.00
10/31/1995	FILE CABINET	\$595.00
12/31/1995	PINE BOOK CASE	\$1,107.70
01/31/96	DESK	\$150.00
02/20/96	TOASTER OVEN	\$63.59
03/06/1996	PAINTING IN JOSH'S OFC	\$3,080.00
04/17/96	FILE CABINET	\$595.00
05/16/96	2 FILE CABINETS - LANA	\$619.76
08/12/96	MICROWAVE	\$100.93
10/01/96	FILE CABINET - RALPH	\$39.82
10/10/96	CHAIR - ANNA	\$73.88
02/03/97	PRINTER STAND	\$94.98
05/09/97	3 OFC CHAIRS	\$197.64
05/21/97	2-DRAWER FILE CABINET	\$42.78
11/3/99	FILE CABINET (MAGGIE)	\$129.99
12/30/99	FILE CABINET (yamel)	\$98.24
	TOTAL	\$16,544.01

### SCHEDULE 2.1 (b)

### Machinery & Equipment as of 12/31/99

DATE LE CLE CONTRACTOR	DESCRIPTION LUIS LINES LE	AMOUNT.
07/31/1995	- NEED ITEMIZED LIST FROM ACCOUNTANT-	9,156.75
12/03/1993	VANILLA DARK MACHINE	6,500.00
04/02/1998	SCANDIA 708 OVERWRAPPER FOR GUM	18,750.00
08/18/1998	CHANGE PARTS FOR SCANDIA OVERWR.	2,375.00
03/14/2000	TOTAL	36,781.75

DATE	PAYEE	DESCRIPTION	AMOUNT-
<del></del>			
1/30/1995	PKG CCRP	ADJ FROM GL #214	\$1,170.0
3/01/1995	SALTUS PRESS	?	\$122.0
7/: 1/1995	SEMPAK	ORGANIC BARS- 5 COLOR PLATES	\$1,282.2
	"	ORGANIC BARS - 1 LASER DIE	\$108.8
	h	ORGANIC BARS- COUNTERS	\$108.8
77:1/1995	SEMPAK	ADJ FROM GL #214	\$1,200.0
8/: 1/1995	PKG CCRP	"CERT ORG" PLATE	\$200.0
8/31/1995	CELLO PACK	CHIPS - 10 PLATES EA.	\$3,628.5
9/: 0/1995	CHESAPEAKE PKG	CHIPS - INNER CUT DIE	\$531.0
9/: 0/1995	CHESAPEAKE PKG	CHIPS - MSTR PRINT DIE	\$748.0
9/10/1995	SQUIRE CORRUG	CHIPS - SHIPPER DIE	\$1,280.0
1/30/1995	CELLO PACK	CHIPS - REV RECIPE PLATE	\$573.9
2/15/1995	NEWPORT PKG	TINS - PRINT PLATE	\$320.0
2/19/1995	CHESAPEAKE PKG	CHIPS - INNER CUT DIE	(\$531.0
2/19/1995	CHESAPEAKE PKG	CHIPS - INNER CUT DIE	\$1,200.0
2/19/1995	CHESAPEAKE PKG	CHIPS - INNER PRINT PL	\$531.0
2/19/1995	CHESAF EAKE PKG	CHIPS - PRINT PLATE	\$81.0
2/19/1995	SEMPAK	TS POP - 17 PLATES	\$2,489.9
12010/1900	" · · · · · · · · · · · · · · · · · · ·	TS POP- 1 COUNTER	\$107.1
	н ————————————————————————————————————	TS POP-1 LASER DIE	\$402.9
		TOTOT- DOCK DIE	4702.3
01/::1/96	SALTUS PRESS	BRAZ CRNCH PRNT PLTE	\$120.0
02/16/96	ALLMETAL	CM - MOLD DIE	\$2,000.0
04/24/96	ALLMETAL	CM - 339 MOLDS FOR CHRIS	\$6,780.0
04/2:5/96	AMERICRAFT CTN	12 C9 POP'S	\$2,162.
04/2:9/96	TENNECO	PRINT PLATE - NEW C9 MSTR	\$546.0
05/01/1996	CELLO PACK	PRINT PLATE - SEMI CHIP	\$201.6
06/11/96	TENNECO	CM-PRINT PLATE MSTR CTN	\$540.0
06/11/96	MITCHE -LINCOLN	HARD CANDY - PRINT DIE MSTR CTN	\$262.8
06/25/96	SPECIALIZED PLASTICS	MOLD FOR 4-PC TRUFFLE TRAY	
06/25/96	SPECIALIZED PLASTICS	MOLD FOR 12-PC TRUFFLE TRAY	\$800.0 \$1,000.0
06/2 5/96	SPECIALIZED PLASTICS	MOLD FOR 18-PC TRUFFLE TRAY	\$1,200.0
07/03/96	ESQUIRE	9 ROTOGRAVURE CYLINDERS - HARD CANDY	\$10,800.0
07/(-8/96	MILPRINT	PRINT CYLINDER - HAZELNUT CM	\$3,650.
07/08/96	MILPRINT	PRINT CYLINDER - TOASTED ALMOND CM	\$2,000.0
07/C8/96	MILPRINT	PRINT CYLINDER - WILD RICE CM	\$2,000.0
07/11/96	TENNECO	PRINT PLATE - MSTR CTN ORGANIC	\$426.
07/17/96	PACIFIC EDGE	TO PAY FOR PRIVATE LABEL MOLDS	(\$2,000.0
07/19/96	MICELLI	3 SETS OF MOLD DIES FOR LTB @ WOLFGANG	\$10,050.
"	MICELLI	260 FRAMES OF TIGER @ \$20 EA - 40 UP	
н			\$5,200.
<del></del>	•	259 FRAMES OF LION @ \$20 EA - 40 UP 259 FRAMES OF BEAR @ \$20 EA - 40 UP	\$5,180.0
	+,,	SHIPPING CHGE	\$5,180.
07/23/96	LES EMBELLAGES	DIE - HARD CANDY POP'S	\$220.
07/23/96	LES EMBELLAGES	9 PRINT PLATES - HARD CANDY POP'S	\$657.
07/25/96 07/25/96	SQUIRE CORRUGATED	ILTB SHIPPER DIES	\$1,281.
08/12/96	BRYANT & MARK	IART WORK, ENGRAV & PLATES FOR PADDING	\$2,050.
09/10/96	UNIVERSAL FOLDING	EMBOSSING DIES FOR LTB BOXES	\$900.
09/12/ <b>9</b> 6	NEWPORT PKG	REVISED PRINT PLATE FOR TIN MASTER	\$1,650,
08/28/96	TENNECO PKG	PRINT PLATE FOR 12 PC LTB INNERS	\$372.
08/28/96	TENNECO PKG		\$220.
09/04/96	TENNECO PKG	PRINT PLATE FOR 12 PC LTB MSTR	\$750.
09/04/96	TENNECO PKG	PRINT PLATE FOR 4 PC LTB MSTR PRINT PLATE FOR 18 PC LTB MSTR	\$578.
	TENNECO PKG		\$1,100.
09/04/96		PRINT PLATE FOR 18 PC LTB INNER	\$240.
09/25/96	FISHER CONTAINER	PRINT PLATE FOR GIFT TIN BAGS	\$123.
10/15/96	MICELLI MICELLI	525 LTB MOLDS FOR GARDNER CANDLES	\$17,640.
11/01/96 11/11/96		C9 BAR MOLDS FOR CHRIS CANDIES (128 MOLD	\$3,700.
	SALTUS PRESS	PLATES & DIES FOR MACAROON & PB WRAPPR	<b>\$55</b> 0.
11/11/98	SALTUS PRESS ADJUST PER FARBER	PRINT FILM - BRAZILIAN CRUNCH WRAPPER WRITE OFF TO PRODUCT DEV. EXP	\$110. (\$72,600.
12/31/1996			

### Office Equipment & Computers as of 12/31/99

1,298.95	DATE:	DESCRIPTION	AMOUNT
1732/073			1 298 95
102/20/93   MICR. WAAVE OVEN			
DE22/9/38   RALP   FS DESK   255.00   11/20/93   CANON COPIER   3.739.68   3.739.68   3.739.68   3.739.68   3.739.68   3.739.68   3.739.68   3.739.69			
17/20/93   COMPUTERS   7,000 00     17/20/93   CANON COPIER   3,739.68     17/20/93   PHON E   305.47     17/20/93   PHON E   305.47     17/20/93   PHON E   306.85     17/20/93   PHON E   3,008.58     12/10/93   PHON E   3,008.58     12/10/93   PHON E   3,008.64     12/10/93   PHON E   3,008.64     12/10/93   PHON E   3,008.64     12/20/93   LANG'S PC & MONITOR   1,559.00     10/20/1995   FREIGHT ON ABOVE   68.00     10/20/1995   PHONES (JACK & CONFERENC)   520.00     10/20/1995   PHONES (JACK & CONFERENC)   520.00     10/20/1995   NETWORK & USER CARD   1,171.00     10/31/1995   LASEL PRINTER   2,2690.00     10/31/1995   DOT MATRIX PRINTER   594.00     10/31/1995   FREIGHT ON ABOVE 3 ITEMS   90.00     10/31/1995   FREIGHT ON ABOVE 3 ITEMS   90.00     11/20/1995   ENVELOPE FEEDER   329.00     11/20/1995   PHONES (JACK & USER CARD   3,034.76     12/31/1995   FREIGHT ON ABOVE 3 ITEMS   90.00     12/31/1995   FREIGHT ON ABOVE 2 ITEMS   90.00     12/31/1995   FREIGHT ON ABOVE 3 ITEMS   90.00     12/31/1995   FREIGHT ON ABOVE 2 ITEMS   90.00     12/31/1997   MUSC OMPUTER SUPPLIES   90.00     12/31/1997   MUSC OMPUTER SUPPLIES   90.00     12/31/1997   MUSC OMPUTER SUPPLIES   90.00     12/20/06   ROBB WAGG'S PRINTUM   23.93     12/20/06   ROBB WAGG'S PRINTUM   23.93     12/20/06   ROBB WAGG'S PRINTUM   23.93     REPLACEMENT MOUSE - AO   62.99     ROBB WAGG'S PRINTUM   71.98     10/21/1999   SON SUN SUN SUN SUN SUN SUN		RALP+I'S DESK	
1730/03			
11/30/043			
1130/83   COMP-UTERS   378.96     04/27/1994   FAX MACHINE   30.08.64     04/27/1995   LANA'S PC & MONITOR   1.599.00     04/27/1995   LANA'S PC & MONITOR   1.599.00     05/21/1995   LANA'S PC & MONITOR   1.599.00     05/31/1995   FREIGHT ON ABOVE   68.00     05/31/1995   AIRFILTER   425.00     05/31/1995   NETWORK 5 USER CARD   1.71.00     10/31/1995   LASER PRINTER   2.899.00     10/31/1995   DOT MATRIX PRINTER   5.94.00     10/31/1995   DOT MATRIX PRINTER   5.94.00     10/31/1995   PRINTER CABLE   19.00     10/31/1995   PRINTER CABLE   19.00     10/31/1995   ENVELOPE FEEDER   329.00     11/20/1995   ENVELOPE FEEDER   329.00     11/20/1995   ENVELOPE FEEDER   329.00     11/20/1995   FILES ENVER PC   3.934.76     12/31/1995   FILES ENVER PC   3.934.76     12/20/20   REPLACEMENT MONITOR   431.89     10.96   ACT FOR WINDOWS SOFTWARE   264.30     12/20/20   ROBB WAGG'S PRINTER   416.95     10/20/20   ROBB WAGG'S PRINTER   416.95     10/20/20   REPLACEMENT MONITOR - SD   423.37     REPLACEMENT MONITOR - SD   423.37     REPLACEMENT MONITOR - SD   423.37     APPLACEMENT MONITOR - SD   423.39     APPLACEMENT MONITOR - SD   423.39     APPLACEMENT MONITOR - SD   423.39     APPL			
12/10/83   PHONE   3/78.95     04/26/1995   FAX MACHINE   3.008.64     04/26/1995   FREIGHT ON ABOVE   68.00     04/26/1995   FREIGHT ON ABOVE   68.00     05/31/1995   FREIGHT ON ABOVE   520.00     05/31/1995   ONE   ONE   ONE   ONE   ONE   ONE     05/31/1995   ONE   ONE   ONE   ONE   ONE   ONE   ONE   ONE     05/31/1995   PHONES (JACK & CONFERENC)   520.00     09/30/1995   DATA TRIX PRINTER   28.00     09/30/1995   DOT MATRIX PRINTER   2.900.00     00/31/1995   DOT MATRIX PRINTER   594.00     00/31/1995   DOT MATRIX PRINTER   594.00     10/31/1995   FREIGHT ON ABOVE 3 ITEMS   90.00     11/20/1995   ENVELOPE FEEDER   329.00     11/20/1995   ENVELOPE FEEDER   39.00     12/31/1995   FREIGHT ON ABOVE 2 ITEMS   90.00     23/31/1995   FREIGHT ON ABOVE 2 ITEMS   95.00     20/30/96   CONFERENCE SPEAKER PHONE   431.89     10/396   CONFERENCE SPEAKER PHONE   431.89     10/396   CONFERENCE SPEAKER PHONE   431.89     10/396   ROBB WAGG'S PENTIUM   2339.76     12/20/96   ROBB WAGG'S PRINTER   416.95     01/20/20/7   REPLACEMENT MOUSE AO   86.59     02/20/97   MULTICAL MODEM SHARON   86.59     03/10/1991   SOLD OLD OTOS			
0.427/1994   FAX MACHINE   3.008.64     0.428/1995   LANA'S PC & MONITOR   1.595.00     0.531/1995   FREIGHT ON ABOVE   68.00     0.531/1995   FREIGHT ON ABOVE   52.00     0.531/1995   PHONES (JACK & CONFERENC)   52.00     0.531/1995   NETWORK 5 USER CARD   1.171.00     1.171.00   1.171.00   1.171.00     1.171.995   LASER PRINTER   2.890.00     1.031/1995   DOT MATRIX PRINTER   59.00     1.031/1995   PRINTER CABLE   19.00     1.031/1995   PRINTER CABLE   19.00     1.031/1995   PRINTER CABLE   19.00     1.1720/1995   ENVELOPE FEEDER   329.00     1.1720/1995   FREIGHT ON ABOVE 2 ITEMS   59.00     1.1720/1995   FREIGHT ON ABOVE 2 ITEMS   429.30     1.1720/1995   FREIGHT ON ABOVE 2 ITEMS   429.30     1.1720/1996   CONF. RENCE SPEAKER PHONE   431.89     1.1720/1997   MISC COMPUTER SUPPLIES   416.95     1.1720/1997			
64.26/1995   LANA'S PC & MONITOR   1.569.00   04.26/1995   FREIGHT ON ABOVE   68.00   05/31/1995   AIRFILITER   425.00   05/31/1995   PIONES (JACK & CONFERENC)   520.00   05/31/1995   NETWORK 5 USER CARD   1.71.00   10.31/1995   LASER PRINTER   2.890.00   10/31/1995   DOT MATRIX PRINTER   594.00   10/31/1995   PRINTER CABLE   19.00   10/31/1995   PRINTER CABLE   19.00   11/20/1995   PRINTER CABLE   19.00   11/20/1995   PROBLE   19.00   11/20/1995   PROBLE   19.00   11/20/1995   PROBLE CABLE   19.00   11/20/1995   PROBLE CABLE   19.00   11/20/1995   PROBLE CABLE   19.00   11/20/1995   PROBLE CABLE   19.00   12/31/1995   FREIGHT ON ABOVE 3 ITEMS   90.00   12/31/1995   FREIGHT ON ABOVE 2 ITEMS   10.00   12/31/1995   FREIGHT ON ABOVE 2 ITEMS   95.00   12/31/1997   ROBB WASG'S PENITUM   2393.76   12/20/96   ROBB WASG'S PENITUM   2393.76   12/20/96   ROBB WASG'S PENITUM   2393.76   12/20/97   REPLACEMENT MOUSE - AO   52.99   12/20/97   REPLACEMENT MOUSE - AO   52.90   12/20/97   SOLID OLD TOSHIBA PHONE SYS   80.00   12/20/20/97   SOLID OLD TOSHIBA PHONE SYS   80.00   12/20/20/97   SOLID OLD TOSHIBA PHONE SYS   80.00   12/20/20/20/20/20/20/20/20/20/20/20/20/20			
64.26/1995		LANA'S PC & MONITOR	
65/31/1995		EREIGHT ON ABOVE	
C531/1995			
09/30/1995         NETWORK 5 USER CARD         1,171.00           03/1/1995         LASER PRINTER         2,890.00           10/31/1995         PRINTER CABLE         19.00           10/31/1995         PRINTER CABLE         19.00           10/31/1995         FREICHT ON ABOVE 3 ITEMS         90.00           11/20/1995         ENVEL OPE FEEDER         329.00           11/30/1995         PHONES (ANDY & UPS ROOM)         580.00           12/31/1995         FREICHT ON ABOVE 2 ITEMS         95.00           12/31/1995         FREICHT ON ABOVE 2 ITEMS         95.00           06-13/96         ACT FOR WINDOWS SOFTWARE         284.30           12/20/96         ACT FOR WINDOWS SOFTWARE         284.30           12/20/96         ROBB WAGG'S PENTIUM         2339.76           12/20/97         ROBB WAGG'S PENTIUM         2339.76           07/07/1997         MISC COMPUTER SUPPLIES         146.95           01/24/97         28.8 INTERNAL MODEM - SHARON         86.59           07/07/1997         MISC COMPUTER SUPPLIES         143.34           07/24/97         REPLACEMENT MODIS - SHARON         86.59           07/24/97         REPLACEMENT MODIS - SHARON         86.59           07/22/97         MULTITEDIA PENTIUM (TAXERT) <td></td> <td></td> <td></td>			
10.31/1995   DOT MATRIX PRINTER   594.00		NETWORK SLISER CARD	
10/31/1995   DOT MATRIX PRINTER   19.00     10/31/1995   PRINTER CABLE   19.00     11/20/1995   ENVELOPE FEEDER   329.00     11/30/1995   ENVELOPE FEEDER   329.00     11/30/1995   PHONES (ANDY & UPS ROOM)   580.00     12/31/1995   FILES ENVER PC   3,034.78     12/31/1995   ANDY S MONITOR   429.30     12/31/1995   FREIGHT ON ABOVE 2 ITEMS   95.00     10/30/1996   CONF TRENCE SPEAKER PHONE   431.89     10/30   ACT FOR WINDOWS SOFTWARE   264.30     12/20/96   ROBB WAGG'S PENTIUM   2339.76     12/20/97   ROBE WAGG'S PENTIUM   86.59     10/124/57   28.8 INTERNAL MODEM - SHARON   86.59     10/20/20/7   REPLACEMENT MONITOR SD   423.37     REPLACEMENT MOUSE - AO   52.99     REPLACEMENT MOUSE - AO   52.99     REPLACEMENT MOUSE - AO   52.99     REPLACEMENT KYBOARDS-S&L   148.38     10/220/97   MULTIAEDIA PENTIUM (TAXEFIT)   1,764.30     10/224/1997   SOLD OLD TOSHIBA PHONE SYS   (800.00)     10/238/1997   ZND NETWORK HUB & CABLES   219.67     10/238/1997   ZND NETWORK HUB & CABLES   219.67     10/238/1997   ZND NETWORK HUB & CABLES   219.67     10/238/1998   SEK modem for josh's po   108.22     10/238/1999   JOSH'AX MACHINE FOR ROBB   260.00     10/211/1999   NEC Superscript printer   370.97     10/211/1999   DEC Superscript printer   370.97     10/211/1999   DEC Superscript printer   370.97     10/211/1999   DEC Superscript printer   370.97     10/211/1999   Sex to be upgrade Andy's pc to pentium   63.59     10/23/1999   Josh's headset   40.97     10/23/1999   Josh's headset   40.99     1		I ACED DOINTED	
10/31/1995   FREICHT ON ABOVE 3 ITEMS   90.00   10/31/1995   FREICHT ON ABOVE 3 ITEMS   90.00   12/31/1995   ENVELOPE FEEDER   329.00   12/31/1995   FREICHT ON ABOVE 3 ITEMS   500.00   12/31/1995   FILES ENVER PC   3,034.78   12/31/1995   FILES ENVER PC   3,034.78   12/31/1995   FREICHT ON ABOVE 2 ITEMS   95.00   00.13/96   CONF TERNOE SPEAKER PHONE   431.89   10.96   ACT FOR WINDOWS SOFTWARE   2264.30   12/20/96   ROBB WAGG'S PENTIUM   2339.76   ROBB WAGG'S PENTIUM   2339.76   12/20/96   ROBB WAGG'S PENTIUM   2339.76   10/10/1997   MISC TOMPUTER SUPPLIES   194.84   01/24/97   28.8 INTERNAL MODEM - SHARON   86.59   62.02/97   REPLACEMENT MONITOR - SD   423.37   AECAMENT MONITOR - SD   423.37   AECAMENT MONITOR - SD   423.37   AECAMENT MOUSE - AO   52.99   REPLACEMENT MOUSE - AO   52.99   AECAMENT MOUSE - AO   52.99   AECAME			
10/3/11995   FREIGHT ON ABOVE 3 ITEMS   329.00     11/20/1995   ENVELOPE FEEDER   329.00     12/31/1996   PHONE'S (ANDY & UP'S ROOM)   580.00     12/31/1996   FILES ENVER PC   3,034.78     12/31/1995   FREIGHT ON ABOVE 2 ITEMS   95.00     12/31/1995   FREIGHT ON ABOVE 2 ITEMS   95.00     10/306   ACT FOR WINDOWS SOFTWARE   264.30     10/306   ROBB WAGG'S PENTIUM   2339.76     12/20/06   ROBB WAGG'S PENTIUM   2339.76     12/20/07   ROBB WAGG'S PENTIUM   2339.76     12/20/07   ROBB WAGG'S PENTIUM   243.37     REPLACEMENT MONITOR - SD   423.37     REPLACEMENT MONITOR - SD   423.37     REPLACEMENT MOUSE' - AO   52.99     REPLACEMENT KEYBOARDS-S&L   148.38     10/220/97   MULTILEDIA PENTIUM (TAX&FRT)   1,863.42     2 PENTIUMS (TAX & FRT)   3,470.04     3 MONITORS (TAX & FRT)   3,470.04     3 MONITORS (TAX & FRT)   1,764.30     10/2/24/1997   SOLD OLD TOSHIBA PHONE SYS   (800.00)     10/2/31/1997   VISED FAX MACHINE FOR ROBB   265.00     10/3/11/1997   NEW FHONE SYS/VOICEMAIL/10PH   8,480.00     10/3/11/1997   NEW FHONE SYS/VOICEMAIL/10PH   8,480.00     10/3/11/1997   NEW FAX MACHINE FOR ROBB   265.00     10/3/11/1999   NEC SUPERSIPTY INTER TORS   370.97     10/12/11/1999   NEC SUPERSIPTY IN			
11/20/1995   ENVELOPE FEEDER   329.00   11/30/1995   PIONES (ANDY & UPS ROOM)   580.00   12/31/1995   FILES ERVER PC   3.034.78   12/31/1995   ANDY'S MONITOR   429.30   12/31/1995   FREIGHT ON ABOVE 2 ITEMS   95.00   06:13/96   CONF. RENCE SPEAKER PHONE   431.89   10.96   ACT FOR WINDOWS SOFTWARE   264.30   12/20/96   ROBB WAGG'S PENTIUM   2339.76   12/20/97   REPLACEMENT MONITOR - SD   423.37   148.38   12/20/97   MULTIL/EDIA PENTIUM (TAX&FRT)   1,883.42   2 PENTIUMS (TAX & FRT)   3,470.04   3 MONITORS (TAX & FRT)   1,764.30   10/224/1997   SOLD OLD TOSHIBA PHONE SYS   (800.000)   02/234/1997   NEW FHONE SYS/VOICEMAIL/10PH   8,480.00   02/234/1997   NEW FHONE SYS/VOICEMAIL/10PH   8,480.00   02/234/1997   NEW FAX MACHINE   299.99   06/30/1998   56k modem for josh's pc   108.22   19.67   07/25/1997   USED FAX MACHINE   299.99   06/30/1998   56k modem for josh's pc   108.22   19.95   03/04/20/1999   Dest 56k v.9 internal modem   63.59   03/04/20/1999   Josh's headset   480.97   03/04/20/1999   Josh's h			
11/30/1995   PHONES (ANDY & UPS ROOM)   580.00   12/31/1995   FILES:RYER PC   3,034.78   12/31/1995   ANDY'S MONITOR   429.30   12/31/1995   FREICHT ON ABOVE 2 ITEMS   95.00   06.13/96   CONFURENCE SPEAKER PHONE   431.89   10.96   ACT FOR WINDOWS SOFTWARE   264.30   12/20/96   ROBB WAGG'S PENTIUM   2339.76   12.20/96   ROBB WAGG'S PENTIUM   243.97   14.84   16.95   16.24/97   28.8 INTERNAL MODEM - SHARON   86.59   16.24/97   28.8 INTERNAL MODEM - SHARON   86.59   16.24/97   REPLACEMENT MONITOR - SD   423.37   REPLACEMENT MONITOR - SD   423.37   REPLACEMENT MONITOR - SD   423.37   REPLACEMENT KEYBOARDS-S&L   148.38   16.22/97   MULTIMEDIA PENTIUM (TAX&FRT)   3,470.04   2.24/97   NEW FHONE SYS/VOICEMAIL/10PH   8,460.00   16.22/19/1997   SOLD OLD TOSHIBA PHONE SYS   (800.00)   16.22/19/1997   SOLD OLD TOSHIBA PHONE SYS   (800.00)   16.22/19/1997   NEW FAX MACHINE FOR ROBB   250.00   16.22/19/1997   NEW FAX MACHINE FOR ROBB   250.00   16.22/19/1998   Upgrade Andy's pc to pentium   561.00   16.22/19/1999   NEW FAX MACHINE FOR ROBB   250.00   16.22/19/1999   NEW FAX MACHINE FOR ROBB   250.00   16.22/19/1999   NEW FAX MACHINE FOR ROBB   250.00   16.22/19/1999   NEW Gradem for Josh's pc   10.82/19/1999   10.079/19/1999   NEW Gradem for Josh's pc   10.82/19/1999   10.079/19/19/19/19/19/19/19/19/19/19/19/19/19			
12/31/1995   FILES ERVER PC   3,034.78     12/31/1995   ANDY'S MONITOR   429.30     10/31/1995   FREIGHT ON ABOVE 2 ITEMS   95.00     06			
12/31/1995   ANDY'S MONITOR			
12/31/1995   FREIGHT ON ABOVE 2 ITEMS   95.00   06 13/96   CONF. RENCE SPEAKER PHONE   431.89   10.96   ACT FOR WINDOWS SOFTWARE   224.30   12.20/96   ROBB WAGG'S PENTIUM   2339.76   12.20/97   MISC COMPUTER SUPPLIES   194.84   16.95   01/24/97   28.8 INTERNAL MODEM - SHARON   86.59   02.20/97   REPLACEMENT MONITOR - SD   423.37   REPLACEMENT MONITOR - SD   423.37			
10.96			
10:96   ACT FOR WINDOWS SOFTWARE   264.30   12:20/96   ROBB WAGG'S PENTIUM   2339.76   12:20/96   ROBB WAGG'S PENTIUM   2339.76   16.95   101/07/1997   MISC COMPUTER SUPPLIES   194.84   101.24/97   28.8 INTERNAL MODEM - SHARON   86.59   02:02/97   REPLICEMENT MONITOR - SD   423.37   REPLICEMENT MONITOR - SD   423.37   REPLICEMENT MOUSE - AO   52.99   REPLICEMENT KEYBOARDS-S&L   148.38   02:20/97   MULTIMEDIA PENTIUM (TAX&FRT)   1.883.42   2 PENTIUMS (TAX & FRT)   3.470.04   3.470.04   3.470.04   3.470.04   3.470.04   3.470.04   3.470.07   3.4			
12:20/96   ROBB WAGG'S PENTIUM   2339.76   12:20/96   ROBB WAGG'S PENTITER   416.95   01/07/1997   MISC COMPUTER SUPPLIES   194.84   01/24/97   28.8   INTERNAL MODEM - SHARON   86.59   02:02/97   REPLACEMENT MONITOR - SD   423.37   REPLACEMENT MOUSE - AQ   52.99   REPLACEMENT MOUSE - AQ   52.99   REPLACEMENT KEYBOARDS-S&L   148.38   02/20/97   MULTI/EDIA PENTIUM (TAX&FRT)   1.863.42   2 PENTIUMS (TAX & FRT)   3.470.04   3 MONITORS (TAX & FRT)   1.764.30   02/24/997   SOLD OLD TOSHIBA PHONE SYS (OCEMAIL/10PH   8.480.00   02/28/1997   SOLD OLD TOSHIBA PHONE SYS (OCEMAIL/10PH   8.480.00   02/28/1997   VISED FAX MACHINE FOR ROBB   250.00   12/31/1997   USED FAX MACHINE   299.99   06/30/1998   56k modem for josh's pc   07/28/1998   Upgrade Andy's pc to pentium   561.00   08/10/1998   218" , 2 drawer file cabinets   73.13   01/21/1999   NEC Superscript printer   370.97   01/21/1999   NEC Superscript printer   370.97   01/21/1999   Soanner & color printer   370.97   04/10/1999   Josh's headset   480.97   04/10/1999   Josh's headset   480.97   04/10/1999   sony digital video recorder   2,204.41   09/30/1999   Sony digital video recorder   2,204.41   17/23/99   palm pilot & phone   669.98   11/23/99   digital camera   108.24   11/23/99   digital camera   551.88   11/23/99   hdc-3p-282 headset   49.95			
12:20/9C   ROBB WAGG'S PRINTER	10.96	ACT FOR WINDOWS SOFTWARE	
01/07/1997   MISC COMPUTER SUPPLIES   194.84   01/24/97   28.8 INTERNÂL MODEM - SHARON   86.59   02/02/97   REPLACEMENT MONITOR - SD   423.37   REPLACEMENT MONITOR - SD   REPLACEMENT MONITOR - SD   REPLACEMENT KEYBOARDS-S&L   148.38   02/20/97   MULTI/EDIA PENTIUM (TAX&FRT)   1,883.42   2 PENTIUMS (TAX & FRT)   3,470.04   3 MONITORS (TAX & FRT)   1,764.30   02/24/1997   SOLD OLD TOSHIBA PHONE SYS   (800.00)   02/24/1997   SOLD OLD TOSHIBA PHONE SYS   (800.00)   02/24/1997   SOLD OLD TOSHIBA PHONE SYS   (800.00)   02/28/1997   ZND NETWORK HUB & CABLES   219.67   07/25/1997   USED FAX MACHINE FOR ROBB   250.00   07/28/1998   USED FAX MACHINE   299.99   06/30/1998   56k modem for josh's pc   108.22   07/28/1998   upgrade Andy's pc to pentium   561.00   08/10/1998   2 18" , 2 drawer file cabinets   73.13   01/21/1999   NEC Superscript printer   370.97   01/21/1999   Iomega back up drive   211.99   Iomega back up drive   211.99   Iomega back up drive   211.99   Iomega back tapes (2)   55.09   03/2/1999   Josh's headset   480.97   04//2/1999   Josh's headset   480.97   04//2/1999   Josh's headset   480.97   04//2/1999   Scanner & color printer   799.96   07/23/1999   sony digital video recorder   2,200.41   03/30/1999   cell phone battery & power cord   154.98   11/23/99   video confer camera   108.24   11/23/99   palm pilot & phone   689.98   11/23/99   palm pilot & phone   689.98   11/23/99   palm pilot & phone   689.98   11/23/99   bdc-3p-282 headset   49.95   12/28/99   bdc-3p-282 headset   49.95   12		1	
01/24/97   28.8 INTERNAL MODEM - SHARON   86.59   02/02/97   REPLACEMENT MONITOR - SD   423.37   REPLACEMENT MOUSE - AO   52.99   REPLACEMENT KEYBOARDS-S&L   148.38   02/20/97   MULTI/EDIA PENTIUM (TAX&FRT)   1,883.42   2 PEN I JUMS (TAX & FRT)   3,470.04   3,470.04   3 MONITORS (TAX & FRT)   1,764.30   02/24/97   NEW FHONE SYS/OICEMAIL/10PH   8,480.00   02/24/1997   SOLD OID TOSHIBA PHONE SYS   (800.00)   02/28/1997   2ND NETWORK HUB & CABLES   219.67   07/25/1997   USED I AX MACHINE FOR ROBB   250.00   12/31/1997   NEW FAX MACHINE FOR ROBB   250.00   10/30/1998   56k modem for josh's pc   108.22   07/28/1998   upgrade Andy's pc to pentium   561.00   08/10/1998   218" , 2 drawer file cabinets   73.13   01/21/1999   NEC Superscript printer   370.97   01/21/1999   NEC Superscript printer   370.97   01/21/1999   NEC Superscript printer   211.99   10mega back up drive   211.99   10mega back up drive   250.90   01/21/1999   Josh's headset   480.97   04/02/1999   Josh's headset   480.97   04/02/1999   scanner & color printer   799.96   06/24/1999   scanner & color printer   799.96   06/24/1999   scanner & color printer   799.96   07/23/1999   entiurn II for Yamel Cancel   719.95   06/24/1999   scanner & color printer   2,290.41   09/03/01999   cell phone battery & power cord   154.98   11/03/99   I-MAC computer   1,768.00   11/23/99   palm pilot & phone   689.98   11/23/99   palm pilot & phone   689.98   11/23/99   palm pilot & phone   689.98   11/23/99   bloc3p 282 headset   49.95   12/28/99   bloc3p 28			
02/02/97   REPLACEMENT MONITOR - SD   423.37   REPLACEMENT MOUSE - AO   52.99   REPLACEMENT KEYBOARDS-S&L   148.38   02/20/97   MULTIMEDIA PENTILUM (TAX&FRT)   1.863.42   2.9ENTIUMS (TAX & FRT)   3.470.04   3.MONITORS (TAX & FRT)   1.764.30   02/24/197   NEW FHONE SYS/VOICEMAIL/10PH   8,480.00   02/24/1997   SOLD OLD TOSHIBA PHONE SYS   (800.00)   02/28/1997   2ND NETWORK HUB & CABLES   219.67   07/25/1997   USED FAX MACHINE FOR ROBB   250.00   12/31/1997   NEW FAX MACHINE FOR ROBB   250.00   12/31/1998   56k modem for josh's pc   108.22   07/28/1998   upgrade Andy's pc to pentium   561.00   08/10/1998   2 18° , 2 drawer file cabinets   73.13   01/21/1999   NEC Superscript printer   370.97   01/21/1999   NEC Superscript printer   370.97   01/21/1999   Domega back tapes (2)   55.09   01/21/1999   Josh's headset   480.97   04/10/1999   scanner & color printer   799.96   03/08/1999   scanner & color printer   799.96   07/23/1999   scanner & color printer   799.96   07/23/1999   scanner & color printer   799.96   08/24/1999   new compaq file server   3,319.00   09/09/09   sony digital video recorder   2,290.41   09/30/1999   cell phone battery & power cord   154.98   11/03/99   I-MAC computer   1,768.00   11/23/99   video confer camera   108.24   11/23/99   digital camera   551.18   12/28/99   hdc-3p-282 headset   49.95			
REPLACEMENT MOUSE - AQ   52.99   REPLACEMENT KEYBOARDS-S&L   148.38   148.38   102.20/97   MULTI/EDIA PENTIUM (TAX&FRT)   1,883.42   2 PENTIUMS (TAX & FRT)   3,470.04   3 MON TORS (TAX & FRT)   1,764.30   1,			86.59
REPLICEMENT KEYBOARDS-S&L   148.38	02/02/97		
1,883.42   2 PENTIUMS (TAX & FRT)   3,470.04   3 MONITORS (TAX & FRT)   1,764.30   1,7	<del></del>		
2 PENTIUMS (TAX & FRT)   3,470.04   3 MONITORS (TAX & FRT)   1,764.30   1,764.30   1,764.30   1,764.30   1,764.30   1,764.30   1,764.30   1,764.30   1,764.30   1,764.30   1,764.30   1,764.30   1,764.30   1,764.30   1,764.30   1,764.30   1,764.30   1,764.39   1,764.30   1,7	02/20/07		
3 MON TORS (TAX & FRT)	02/20/97		
02/24/97         NEW FHONE SYS/OICEMAIL/10PH         8,480.00           02/24/1997         SOLD OLD TOSHIBA PHONE SYS         (800.00)           02/28/1997         2ND NETWORK HUB & CABLES         219.67           07/25/1997         USED FAX MACHINE FOR ROBB         250.00           12/31/1997         NEW FAX MACHINE         299.99           06/30/1998         56k modem for josh's pc         108.22           07/28/1998         upgrade Andy's pc to pentium         561.00           08/10/1998         2 18°, 2 drawer file cabinets         73.13           01/21/1999         NEC Superscript printer         370.97           01/21/1999         Iomega back up drive         211.99           lomega back tapes (2)         55.09           01/21/1999         Josh's headset         480.97           04/02/1999         zip back up drive & diskettes         136.94           04/20/1999         scanner & color printer         799.96           07/:33/1999         pentium if for Yamel Cancel         719.95           08/:24/1999         new compaq file server         3,319.00           09/09/99         sony digital video recorder         2,290.41           01/23/99         video confer camera         108.24           11/23/99 <td< td=""><td>i</td><td></td><td></td></td<>	i		
02/24/1997   SOLD OLD TOSHIBA PHONE SYS   200.00   02/28/1997   2ND NETWORK HUB & CABLES   219.67   07/25/1997   USED FAX MACHINE FOR ROBB   250.00   12/31/1997   NEW FAX MACHINE FOR ROBB   299.99   06/30/1998   56k modem for josh's pc   108.22   07/28/1998   upgrade Andy's pc to pentium   561.00   08/10/1998   218° , 2 drawer file cabinets   73.13   01/21/1999   NEC Superscript printer   370.97   01/21/1999   NEC Superscript printer   370.97   01/21/1999   Domega back up drive   211.99   Lomega back tapes (2)   55.09   03/08/1999   Josh's headset   480.97   04/02/1999   Josh's headset   480.97   04/02/1999   scanner & color printer   799.96   07/23/1999   pentium if for Yamel Cancel   719.95   08/24/1999   new compaq file server   3,319.00   09/09/99   sony digital video recorder   2,200.41   09/30/1999   cell phone battery & power cord   154.98   11/03/99   i-MAC computer   1,768.00   11/23/99   video confer camera   108.24   11/23/99   paim pilot & phone   688.98   11/23/99   digital camera   551.18   12/28/99   hdc-3p-282 headset   49.95	00:24/07		
02/28/1997       2ND NETWORK HUB & CABLES       219.67         07/25/1997       USED FAX MACHINE FOR ROBB       250.00         12/31/1997       NEW FAX MACHINE       299.99         06/30/1998       56k modem for josh's pc       108.22         07/28/1998       upgrade Andy's pc to pentium       561.00         08/10/1998       2 18", 2 drawer file cabinets       73.13         01/21/1999       NEC Superscript printer       370.97         01/21/1999       lomega back up drive       211.99         lomega back tapes (2)       55.09         01/21/1999       Josh's headset       480.97         04/02/1999       Josh's headset       480.97         04/20/1999       zip back up drive & diskettes       136.94         04/20/1999       scanner & color printer       799.96         08/24/1999       pentium II for Yamel Cancel       719.95         08/24/1999       new compagifile server       3,319.00         09/09/99       sony digital video recorder       2,290.41         09/30/1999       cell phone battery & power cord       154.98         11/23/99       palm pilot & phone       689.98         11/23/99       digital camera       551.18         12/28/99       hdc-3p-282 headse			
07/.25/1997         USED FAX MACHINE FOR ROBB         250.00           12/31/1997         NEW FAX MACHINE         299.99           06/30/1998         56k modem for josh's pc         108.22           07/28/1998         upgrade Andy's pc to pentium         561.00           08/10/1998         2 18", 2 drawer file cabinets         73.13           01/21/1999         NEC Superscript printer         370.97           01/21/1999         lomega back up drive         211.99           lomega back tapes (2)         55.09           01/21/1999         Best 56k v.9 internal modem         63.59           03/08/1999         Josh's headset         480.97           04/02/1999         zip back up drive & diskettes         136.94           04/20/1999         scanner & color printer         799.96           08/24/1999         scanner & color printer         799.96           08/24/1999         sony digital video recorder         3,319.00           09/09/99         sony digital video recorder         2,290.41           09/09/99         l-MAC computer         1,768.00           11/23/99         video confer camera         108.24           11/23/99         palm pilot & phone         689.98           11/23/99         hdc-3p-282 headset <td></td> <td></td> <td></td>			
12/31/1997       NEW FAX MACHINE       299.99         06/30/1998       56k modem for josh's pc       108.22         07/28/1998       upgrade Andy's pc to pentium       561.00         08/10/1998       2 18", 2 drawer file cabinets       73.13         01/21/1999       NEC Superscript printer       370.97         01/21/1999       lomega back up drive       211.99         lomega back tapes (2)       55.09         01/21/1999       Best 56k v.9 internal modem       63.59         03/06/1999       Josh's headset       480.97         04/02/1999       zip back up drive & diskettes       136.94         04/20/1999       scanner & color printer       799.96         07/:33/1999       pentium II for Yamel Cancel       719.95         08/:24/1999       new compaq file server       3,319.00         09/09/09/99       sony digital video recorder       2,290.41         09/30/1999       cell phone battery & power cord       154.98         11/23/99       video confer camera       108.24         11/23/99       palm pilot & phone       689.98         11/23/99       digital camera       551.18         12/28/99       hdc-3p 282 headset       49.95			
06/30/1998       56k modem for josh's pc       108.22         07/28/1998       upgrade Andy's pc to pentium       561.00         08/10/1998       2 18", 2 drawer file cabinets       73.13         01/21/1999       NEC Superscript printer       370.97         01/21/1999       lomega back up drive       211.99         lomega back tapes (2)       55.09         01/21/1999       Best 56k v.9 internal modem       63.59         03/08/1999       Josh's headset       480.97         04/02/1999       zip back up drive & diskettes       136.94         04/20/1999       scanner & color printer       799.96         07/23/1999       pentium II for Yamel Cancel       719.95         08/24/1999       new compaq file server       3.319.00         09/09/09/99       sony digital video recorder       2,290.41         09/03/1999       cell phone battery & power cord       154.98         11/03/99       i-MAC computer       1,768.00         11/23/99       video confer camera       108.24         11/23/99       palm pilot & phone       689.98         11/23/99       digital camera       551.18         12/28/99       hdc-3p 282 headset       49.95			
07/28/1998         upgrade Andy's pc to pentium         561.00           08/ 10/1998         2 18", 2 drawer file cabinets         73.13           01/21/1999         NEC Superscript printer         370.97           01/21/1999         lomega back up drive         211.99           lomega back tapes (2)         55.09           01/21/1999         Best 56k v.9 internal modem         63.59           03/06/1999         Josh's headset         480.97           04/02/1999         zip back up drive & diskettes         136.94           04/20/1999         scanner & color printer         799.96           07/:33/1999         pentium II for Yamel Cancel         719.95           08/:4/1999         new compaq file server         3,319.00           09/09/09/99         sony digital video recorder         2,290.41           09/03/1999         cell phone battery & power cord         154.98           11/03/99         I-MAC computer         1,768.00           11/23/99         video confer camera         108.24           11/23/99         palm pilot & phone         689.98           11/23/99         hdc-3p 282 headset         49.95			
08/10/1998         2 18", 2 drawer file cabinets         73.13           01/21/1999         NEC Superscript printer         370.97           01/21/1999         lomega back up drive         211.99           lomega back tapes (2)         55.09           03/08/1999         Best 56k v.9 internal modem         63.59           03/08/1999         Josh's headset         480.97           04/02/1999         zip back up drive & diskettes         136.94           04/20/1999         scanner & color printer         799.96           07/23/1999         pentium II for Yamel Cancel         719.95           08/24/1999         new compaq file server         3,319.00           09/09/09/99         sony digital video recorder         2,290.41           09/30/1999         cell phone battery & power cord         154.98           11/03/99         I-MAC computer         1,768.00           11/23/99         video confer camera         108.24           11/23/99         palm pilot & phone         689.98           11/23/99         digital camera         551.18           12/28/99         hdc-3p-282 headset         49.95			
01/21/1999         NEC Superscript printer         370.97           01/21/1999         lomega back up drive         211.99           lomega back tapes (2)         55.09           01/21/1999         Best 56k v.9 internal modem         63.59           03/06/1999         Josh's headset         480.97           04/02/1999         zip back up drive & diskettes         136.94           04/20/1999         scanner & color printer         799.96           07/:33/1999         pentium II for Yamel Cancel         719.95           08/:24/1999         new compaq file server         3,319.00           09/09/09/99         sony digital video recorder         2,290.41           09/30/1999         cell phone battery & power cord         154.98           11/03/99         I-MAC computer         1,768.00           11/23/99         video confer camera         108.24           11/23/99         palm pilot & phone         689.98           11/23/99         Idigital camera         551.18           12/28/99         hdc-3p 282 headset         49.95		upgrade Andy's pc to pentium	
01/21/1999         lomega back up drive         211.99           01/21/1999         Best 56k v.9 internal modem         63.59           03/06/1999         Josh's headset         480.97           04/02/1999         zip back up drive & diskettes         136.94           04/20/1999         scanner & color printer         799.96           07/:3/1999         pentium II for Yamel Cancel         719.95           08/:4/1999         new compaq file server         3,319.00           09/09/99         sony digital video recorder         2,290.41           09/30/1999         cell phone battery & power cord         154.98           11/03/99         I-MAC computer         1,768.00           11/23/99         video confer camera         108.24           11/23/99         palm pilot & phone         689.98           11/23/99         digital camera         551.18           12/28/99         hdc-3p-282 headset         49.95			73.13
lomega back tapes (2)   55.09     01/21/1999   Best 56k v.9 internal modem   63.59     03/06/1999   Josh's headset   480.97     04/02/1999   zip back up drive & diskettes   136.94     04/20/1999   scanner & color printer   799.96     07/23/1999   pentiurn    for Yamel Cancel   719.95     08/24/1999   new compaq file server   3,319.00     09/09/99   sony digital video recorder   2,290.41     09/030/1999   cell phone battery & power cord   154.98     11/03/99   I-MAC computer   1,768.00     11/23/99   video confer camera   108.24     11/23/99   palm pilot & phone   689.98     11/23/99   digital camera   551.18     12/28/99   hdc-3p-282 headset   49.95			
01/21/1999       Best 56k v.9 internal modem       63.59         03/06/1999       Josh's headset       480.97         04/02/1999       zip back up drive & diskettes       136.94         04/20/1999       scanner & color printer       799.96         07/23/1999       pentium II for Yamel Cancel       719.95         08/24/1999       new compaq file server       3,319.00         09/09/99       sony digital video recorder       2,290.41         09/30/1999       cell phone battery & power cord       154.98         11/03/99       I-MAC computer       1,768.00         11/23/99       video confer camera       108.24         11/23/99       palm pilot & phone       689.98         11/23/99       digital camera       551.18         12/28/99       hdc-3p 282 headset       49.95	01/21/1999		
03/\)6/1999       Josh's headset       480.97         04/\)2/1999       zip back up drive & diskettes       136.94         04/\?0/1999       scanner & color printer       799.96         07/\?3/1999       pentium II for Yamel Cancel       719.95         08/\?4/1999       new compag file server       3,319.00         09/\)9/99       sony digital video recorder       2,290.41         09/\)30/1999       cell phone battery & power cord       154.98         11/\)03/99       I-MAC computer       1,768.00         11/23/99       video confer camera       108.24         11/23/99       palm pilot & phone       689.98         11/23/99       digital camera       551.18         12/28/99       hdc-3p 282 headset       49.95	04 604 14 505		
04/02/1999     zip back up drive & diskettes     136.94       04/20/1999     scanner & color printer     799.96       07/:3/1999     pentium II for Yamel Cancel     719.95       08/:4/1999     new compag file server     3,319.00       09/09/99     sony digital video recorder     2,290.41       09/30/1999     cell phone battery & power cord     154.98       11/03/99     I-MAC computer     1,768.00       11/23/99     video confer camera     108.24       11/23/99     palm pilot & phone     689.98       11/23/99     digital camera     551.18       12/28/99     hdc-3p-282 headset     49.95			
04//20/1999       scanner & color printer       799.96         07//23/1999       pentium II for Yamel Cancel       719.95         08//24/1999       new compaq file server       3,319.00         09/09/99       sony digital video recorder       2,290.41         09/30/1999       cell phone battery & power cord       154.98         11/03/99       I-MAC computer       1,768.00         11/23/99       video confer camera       108.24         11/23/99       palm pilot & phone       689.98         11/23/99       digital camera       551.18         12/28/99       hdc-3p/282 headset       49.95			
07/:23/1999       pentium II for Yamel Cancel       719.95         08/:24/1999       new compag file server       3,319.00         09/09/99       sony digital video recorder       2,290.41         09/30/1999       cell phone battery & power cord       154.98         11/03/99       I-MAC computer       1,768.00         11/23/99       video confer camera       108.24         11/23/99       palm pilot & phone       689.98         11/23/99       digital camera       551.18         12/28/99       hdc-3p/282 headset       49.95			
08/24/1999       new compaq file server       3,319.00         09/09/99       sony digital video recorder       2,290.41         09/30/1999       cell phone battery & power cord       154.98         11/03/99       I-MAC computer       1,768.00         11/23/99       video confer camera       108.24         11/23/99       palm pilot & phone       689.98         11/23/99       digital camera       551.18         12/28/99       hdc-3p-282 headset       49.95			
09/09/99       sony digital video recorder       2,290.41         09/03/1999       cell phone battery & power cord       154.98         11/03/99       I-MAC computer       1,768.00         11/23/99       video confer camera       108.24         11/23/99       palm pilot & phone       689.98         11/23/99       digital camera       551.18         12/28/99       hdc-3p/282 headset       49.95			
09/30/1999     cell phone battery & power cord     154.98       11/03/99     I-MAC computer     1,768.00       11/23/99     video confer camera     108.24       11/23/99     palm pilot & phone     689.98       11/23/99     digital camera     551.18       12/28/99     hdc-3p/282 headset     49.95			
11/03/99     I-MAC computer     1,768.00       11/23/99     video confer camera     108.24       11/23/99     palm pilot & phone     689.98       11/23/99     digital camera     551.18       12/28/99     hdc-3p/282 headset     49.95			
11/23/99       video confer camera       108.24         11/23/99       palm pilot & phone       689.98         11/23/99       digital camera       551.18         12/28/99       hdc-3p/282 headset       49.95			
11/23/99       palm pilot & phone       689.98         11/23/99       digital ::amera       551.18         12/28/99       hdc-3p 282 headset       49.95			
11/23/99         digital camera         551.18           12/28/99         hdc-3p-282 headset         49.95			
12/28/99 hdc-3p 282 headset 49.95			
71,215.81	12/28/99		
		TUTAL	



### INFORMATION SYSTEMS:

MAS 90 ACCOUNTING SOFTWARE NOVELL NETWORK 6 PC WCRK STATIONS

#### SCHEDULE 2.1(e)

#### INTELLECTUAL PROPERTY

#### CLOUD NINE 1.

Live Limit Homewood

- . Community Mark No. 00190827 Office for Harmonization in the Internal Market ("OHIM")
- Britain & Northern Ireland No. 157372 (Subject to Unilever Agreement, to be provided)
- \*United States Patent & Trademark Office ("USPTO") (Reg. No. 1,740,639)
- ·Canada TMA No. 414,007
- •Japan No. 3067673
- 2 . CLOUD NINE PURE CHOCOLATE 9
  - •USPTO (Reg. No. 1,705,251)
- TROPICAL SOURCE 3 ..
  - ·USPTO No. 1,907,898
  - ·Instituto Mexicano de la Propiedad Industrial ("IMPI") No. 502343
    •OHIM No. 000042341

  - ·Britain & Northern Ireland No. 1558291
  - ·Canada No. 439250
  - •Japan No. 3260216
- LIONS AND TIGERS AND BEARS 4.
  - ·Canada TMA 470,828
  - •USPTO (Reg. No. 2,065,848)
  - ·Settlement agreed to on 10/15/97 with EMI Catalog Partnership for using "Lions And Tigers And Bears" (the "Phrase") on boxes of chocolates Settlement: \$5,000

Cloud Nine agreed not to manufacture boxes with the Phrase on it.

- 5. SORRENTO VALLEY ORGANICS
  - •USPTO (Serial No. 75/647647)
  - Supplemental Register
- 6. SPEAK EASY
  - -Canadian Intellectual Property Office ("CIPO") TMA 158,165
  - •USPTO 836,887

7. STILL NATURAL AFTER ALL THESE YEARS
•USPTO No. 2,019,070

#### 8. ENVIROMINTS

•USPTO No. 1,589,199.
Seller needs to assign it from Environmental Candy
Co. to Cloud Nine, and then from Cloud Nine to
Buyer.

9 SKY-HIGH, Ser. No. 75-750,449
-August 9, 1999 - Intent to Use Application

THE HOLE SHOW AND THE

- 10. SKY HIGH, Ser. No. 75-680,144

  •May 3, 1999 Intent to Use Application
- 11. CLOUD NINE MILE HIGH, Ser. No. 75-651
  •March 1, 1999 Intent to Use Application
- 12. REFLEX, Ser. No. 75-341,591
  -August 15, 1997 Intent to Use Application
- 13. Agreement with Sherman Management Company ("SMC") concerning "Cloud Nine Café and Yogurt Bar Plus Design"
- 14. Domain name: cloudninecandy.com

TRADEMARK REEL: 002137 FRAME: 0841

**RECORDED: 08/28/2000**