

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	RELEASE BY SECURED PARTY

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PNC Bank, National Association, as Agent		03/28/2006	National Banking Association: UNITED STATES

**RECEIVING PARTY DATA**

<b>Name:</b>	Rauch Industries, Inc.
<b>Street Address:</b>	2408 Forbes Road
<b>City:</b>	Gastonia
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	28056
<b>Entity Type:</b>	CORPORATION: NORTH CAROLINA

**PROPERTY NUMBERS Total: 48**

Property Type	Number	Word Mark
Registration Number:	2213214	'POWER' TOOLS FOR PUMPKINS
Registration Number:	2279335	BAREBONES
Registration Number:	2310954	BARE BONES
Registration Number:	1465923	CARVE-O-LANTERN
Registration Number:	1476839	CARVE-O-LANTERN
Registration Number:	2160808	DURASAW
Registration Number:	2484623	EASY CARVE
Registration Number:	2094288	HALLOWEEN HARDWARE
Registration Number:	2591780	LANTERNS OF LIBERTY
Registration Number:	2916713	LIGHTS ON
Registration Number:	1879719	MELON LIGHTS FOR SUMMER NIGHTS!
Registration Number:	2861224	MONSTER SNOT
Registration Number:	2212466	OK!

OP \$1215.00 2213214

Registration Number:	2152583	OUR KIDS
Registration Number:	1912503	PUMPKIN MASTERS
Registration Number:	2611708	PUMPKIN PORTRAITS
Registration Number:	1477650	PUT A NEW FACE ON HALLOWEEN
Registration Number:	2272369	SCARY CARRIES
Registration Number:	2093958	THE ORIGINAL PUMPKIN CARVER
Registration Number:	2430455	THE THING YA' FLING
Registration Number:	2437613	ZOJO
Registration Number:	2987593	PUMPKIN MASTERS
Registration Number:	2987591	PUMPKIN MASTERS
Registration Number:	2987589	PUMPKIN MASTERS
Registration Number:	3048723	HALLOWEEN HOST
Serial Number:	78469681	HALLOWEEN TIME
Serial Number:	78387834	OK!
Serial Number:	78387823	OUR KIDS
Serial Number:	78484992	POWER MASTER
Registration Number:	3062328	PUMPKIN MASTERS
Serial Number:	78445507	PUMPKIN MASTERS
Serial Number:	78445691	PUMPKIN MASTERS
Serial Number:	78445696	PUMPKIN MASTERS
Serial Number:	78446138	PUMPKIN MASTERS
Serial Number:	78446167	PUMPKIN MASTERS
Serial Number:	78485003	PUMPKIN MASTERS
Serial Number:	78382029	STAR STUDED PUMPKINS
Serial Number:	78289228	ZIPPY CARVE
Serial Number:	78707757	KID'S MONSTER LAB
Serial Number:	78758338	SUPER POKER
Serial Number:	78748983	HALL-O-WEEN TRENDS
Serial Number:	78748975	HALLOWEEN TRENDS
Serial Number:	78748978	PUMPKIN PATCH
Serial Number:	78748988	PUMPKIN PATCH
Serial Number:	78751387	CREATIVE CARVINGS
Serial Number:	78748980	CREATIVE CARVINGS
Serial Number:	78707755	IMAGE CASTER
Serial Number:	78678321	READY, SET, CARVE!

**TRADEMARK**

**REEL: 003336 FRAME: 0578**

CORRESPONDENCE DATA

Fax Number: (303)295-8261  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 303-295-8000  
Email: docket@hollandhart.com  
Correspondent Name: Holland & Hart LLP - Ellis Rosenzweig  
Address Line 1: 555 17th Street, Suite 3200  
Address Line 2: P.O. Box 8749  
Address Line 4: Denver, COLORADO 80201

ATTORNEY DOCKET NUMBER:	53415.0001
NAME OF SUBMITTER:	Ellis Rosenzweig
Signature:	/Ellis Rosenzweig/
Date:	06/23/2006

**Total Attachments: 51**

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PNC BANK, NATIONAL ASSOCIATION

March 27, 2006

Rauch Industries, Inc.  
Starad, Inc.  
2408 Forbes Road  
Gastonia, North Carolina 28056  
Attention: Steven R. Hufft

**Re: Consent to Sale, Partial Release and Letter Agreement with respect to that certain Amended and Restated Revolving Credit and Security Agreement dated as of April 29, 2005 (as amended or modified from time to time, the "Credit Agreement"), is by and among Rauch Industries, Inc., a North Carolina corporation ("Rauch"), Starad Inc., a New York corporation ("Starad") (collectively, the "Borrowers" and individually a "Borrower"), the Lenders identified on the signature pages thereto, and PNC Bank, National Association, a national banking association, as agent for the Lenders (in such capacity, the "Agent")**

Ladies and Gentlemen:

Capitalized terms used in this letter agreement (this "Letter Agreement") and not otherwise defined herein shall have the meaning provided therefor in the Credit Agreement and Sections 1.3 and 1.4 of the Credit Agreement shall apply herein. Reference is made to the Credit Agreement referred to above. The Agent understands that on March 27, 2006 (the "Partial Payoff Date") the Borrowers will cause, pursuant to that certain Asset Purchase Agreement dated as of March 27, 2006 (including the schedules and exhibits thereto, the "Purchase Agreement") among Rauch and Pumpkin Masters, LLC ("Pumpkin"), the Acquired Assets (as defined in Exhibit A attached hereto) to be sold to Pumpkin and the net proceeds of such sale would be used to pay a portion of the indebtedness and other obligations of the Borrowers to the Agent and the Lenders owing under the Credit Agreement and the Other Documents, including, without limitation, a portion of the principal, accrued interest, expenses and fees outstanding under the Credit Agreement and the Other Documents.

In consideration of the payments to the Agent on behalf of the Lenders under the Credit Agreement and the Other Documents and in accordance with this Letter Agreement, the Agent on behalf of the Lenders consents to the sale of the Acquired Assets pursuant to the transaction contemplated by the Purchase Agreement and such sale shall not constitute a Default or Event of Default as a result of a violation of restrictions thereon set forth in the Credit Agreement, including without limitation Sections 4.3, 7.1 and 7.5 of the Credit Agreement.

Subject to the conditions set forth herein and upon the receipt by the Agent by 1:00 p.m., Charlotte, North Carolina time, on the Partial Payoff Date, of the total of the amounts set forth below, (the "Partial Payoff Amount"), all in good and immediately available U.S. Dollars, the Agent agrees that the Liens granted by Rauch to the Agent pursuant to the Other Documents on

CHARI\876939v3

the Acquired Assets shall be automatically released and the Agent shall deliver such UCC-3 partial termination statements and other documents evidencing the release of the portion of the Collateral that constitutes the Acquired Assets, as Rauch or Pumpkin may reasonably request, at the sole cost and expense of the Borrowers and provided such are in form and substance acceptable to the Agent. Rauch and Pumpkin are not authorized to prepare such UCC-3 partial terminations, but after receipt of the Partial Payoff Amount and subject to the other terms and conditions of this Letter Agreement, such parties are authorized to file such UCC-3 partial terminations provided by the Agent. Notwithstanding the partial release pursuant to this Letter Agreement, (a) the Credit Agreement and the Other Documents shall remain in effect, provided that there shall be no obligation for the Lenders to make Advances thereunder except as the Agent and the Lenders may approve in their sole and absolute discretion or as provided pursuant to a forbearance agreement and (b) except for release of a portion of the Collateral as is expressly provided in this Letter Agreement, all of the Collateral granted to the Agent pursuant to the Credit Agreement and the Other Documents shall remain in full force and effect and shall continue to secure the Obligations thereunder and as otherwise provided therein.

As a condition to such partial release of the Collateral, the Borrowers shall cause all net sales proceeds from the sale of the Acquired Assets, in a minimum amount of not less than \$4.8 million (the "Partial Payoff Amount") to be paid to the Agent for the ratable benefit of the Lenders. The Agent hereby instructs the Borrowers to pay or cause to be paid the Partial Payoff Amount by wire transfer to the following account in accordance with the following wire transfer instructions:

Bank:	PNC Bank, National Association, as Agent
Location:	East Brunswick, NJ
ABA#:	031207607
Beneficiary Name:	PNC Business Credit
Account #:	196039957830
Reference:	Rauch Industries, Inc.
Telephone Notify:	Chris Ivory 732-880-3408

Agent consents to the sale of the Acquired Assets pursuant to the Purchase Agreement (the "Sale") and acknowledges that the value to be received pursuant to the Purchase Agreement is reasonably equivalent to the value of the assets being sold.

Agent acknowledges that the Sale is in the best interests of Agent and Lenders.

Agent agrees not to commence, continue or support any action to challenge, invalidate, rescind, set aside, or otherwise upset the Sale after it is closed or to assert claims of any kind against either buyer relating to the Sale, so long as the proceeds of such Sale are not disgorged.

Agent consents to the Borrowers' payment of (i) \$53,054.80 to MMP as reimbursement of out-of-pocket expenses incurred by MMP's representatives in the conduct of the Borrowers' restructuring efforts, and (ii) \$75,000 to Patton Boggs as counsel for the Borrowers and MMP, in each instance subject to availability under the Credit Agreement.

Upon consummation of a Sale, Pumpkin shall be a third party beneficiary to this Letter Agreement.

Your signature below shall evidence your agreement with the foregoing.


Very truly yours,

PNC BANK, NATIONAL ASSOCIATION,  
as the Agent

By: Timothy S. Culver  
Name: Timothy S. Culver  
Title: Vice President

Accepted and Agreed to:

RAUCH INDUSTRIES, INC., as a Borrower

By:   
Name: STEVEN R. HUFFT  
Title: PRESIDENT & CEO

STARAD INC., as a Borrower


By:   
Name: STEVEN R. HUFFT  
Title: CEO



Exhibit A

The collateral released by this UCC Financing Statement Amendment is described in that certain Asset Purchase Agreement, dated as of March 28, 2006 (the "Agreement") by and between Rauch Industries, Inc., a North Carolina corporation (the "Debtor"), and Pumpkin Masters LLC, a Colorado limited liability company (the "Purchaser"), and consists of the following described property and assets of the Debtor (the "Acquired Assets") (capitalized terms used herein but not otherwise defined have the meaning as set forth in the Agreement):

(i) all fixed assets, machinery, tooling, racking, equipment and furniture used exclusively in the operation of the Business identified on Schedule 2.1(a)(i);

(ii) the (i) machinery, equipment, tooling, platens, and spare parts identified on Schedule 2.1(a)(ii) purchased by the Debtor from The Lawrence Paper Company, a Kansas corporation ("Lawrence") and Brad Systems, Inc., a Kansas corporation and a wholly-owned subsidiary of Lawrence.

(iii) the items of inventory, including all ingredients and other raw materials and supplies, all work in process (including work in process located at a vendor location) and all finished products and supplies owned by the Debtor and used exclusively by the Debtor in the operation of the Business as of the date of the Agreement (the "Closing Date"), and identified on Schedule 2.1(a)(iii);

(iv) the Permits used by the Debtor exclusively for the conduct the Business as presently conducted and identified on Schedule 2.1(a)(iv);

(v) the Contracts utilized exclusively for the Business and identified on Schedule 2.1(a)(v);

(vi) the sales support and promotional materials, advertising materials, shipping and packaging materials (including but not limited to all packaging molds, dies and plates) and production, sales and marketing files used exclusively in the operation of the Business;

(vii) the documents exclusively related to the operation of the Business, including all purchase and sale records, accounting records, cost and pricing information, current customer lists, prospective customer lists, supplier lists, production records and credit records, service and warranty records, or similar records of all sales of the Business, correspondence between the Debtor or any other Person solely on behalf of the Business and any customer or vendor, and all other books and records related exclusively to the operation of the Business in the possession and control of Debtor;

(viii) the Intellectual Property Rights (including the Owned Intellectual Property), owned, licensed, used or held for use by the Debtor exclusively for the operation of the Business, including but not limited to that which is identified on Schedule 2.1(a)(viii), and the Business Licenses and Third Party Licenses used or held for use by the Debtor exclusively for the operation of the Business and, in each case, as identified on Schedule 2.1(a)(viii);

(ix) the Intangible Property used exclusively for the benefit or operation of the Business, including but not limited to that which is identified on Schedule 2.1(a)(ix);

(x) all prepaid expenses, security deposits and charges paid by the Debtor prior to the Closing Date relating exclusively to the Business and pertaining to periods after the Closing Date, other than those associated with Excluded Assets, all as identified on Schedule 2.1(a)(x);

(xi) all accounts, Accounts Receivable and notes receivable of the Debtor relating to the Division existing as of the Closing Date and listed on Schedule 2.1(a)(xi);

(xii) all of the Debtor's rights under purchase orders and other purchase agreements from customers of the Debtor relating to the Division listed on Schedule 2.1(a)(xii);

(xiii) to the extent assignable, all of the Debtor's rights, claims, credits, causes of action or rights of set-off against third parties relating to the Business or the Acquired Assets, whether known or unknown, contingent or non-contingent, including claims pursuant to all warranties, representations and guarantees made by suppliers, manufacturers, contractors and other third parties in connection with products or services purchased by or furnished to the Debtor, but not, in any event, any such claims or rights relating to the Excluded Liabilities or Losses with respect to which the Debtor has an indemnification obligation or that may be used by the Debtor to defend against any third-party claims or any claims under any insurance policies or any Contracts not included in the Acquired Assets; and

(xiv) the goodwill associated exclusively with the Business and the Acquired Assets including, without limitation, the trademarks and trade names included in the Acquired Assets.

As used herein, the term "Business" means the business of designing, marketing and distributing (to retail outlets including, without limitation, mass-market, supermarket, drug and variety, hobby and craft, party and home improvement chain customers and through other distribution channels including, without limitation, direct mail catalogs) specialty products and related accessories targeted primarily at the Halloween and, to a lesser degree, Easter seasonal markets including, without limitation, a variety of pumpkin and watermelon carving kits containing different combinations of tools, saws and patterns for different age and skill levels, a specialized line of Halloween-related products including carving and decorating tools (for both adults and children), trick or treat, Halloween related home décor and accessory items, and Our Kids Easter decorating kits.

As used herein, the term "Division" means the Pumpkin Masters business division of Debtor.

## DISCLOSURE SCHEDULES

- **Schedule 2.1(a)(i)**

Fixed Assets, Machinery, Tooling, Equipment and Furniture used exclusively for the business, located in Chester, SC, and shown in the attached schedules.

All furniture, equipment, supplies and other items located on second floor mezzanine in Gastonia, NC used exclusively for Pumpkin as well as other items located throughout the business used exclusively for Pumpkin. These include, but are not limited to:

- Desks
- Chairs
- File cabinets
- Mock-up supplies
- Shredders
- Decorations
- Dividers
- Conference Tables
- 2 refrigerators
- 9x12 walk-in cooler for Pumpkins

IT Equipment – as shown in the attached schedules.

Note: Pumpkin Masters currently has its own dedicated computers but shares servers which will not be transferred as part of the purchased assets.

## Machinery and Equipment

All machinery and equipment purchase from Pumpkin or Lawrence Paper in the Original Acquisition plus all machinery and equipment purchased by Rauch after the Original Acquisition that was used exclusively for Pumpkin Masters.

Including but not limited to:

2 compressors	
All magazines, platens, card feeders and spare parts	
Racks	
Sencorp Blister Pak Mach Model HP 12	Serial No. 90099
Sencorp HP-12 Heat Sealer--Automatic card and blister feed	Serial No. 61210196
Sencorp HP-12 Heat Sealer--Automatic card and blister feed	Serial No. 61215397
Visual Thermoformer Model SDS6C-F w/6 stations	Serial No. 4642mm1197x
6.5x10.5 dies-converted to impulse mach	
Visual Thermoformer Model SDS6C-F w/6 stations	Serial No 4625mm1096m
6.5x2.5 dies	
Visual Thermoformer Model SDS6C-F w/6 stations	Serial No 4781nc02980m
plus attached feeder	
6.5x10.5 dies	
Auto card feeder 1418	Serial No 53930703
Fuji Spring untangler and conveyor	Serial No FB-125
Fred Machine #7	Serial No 200er-100
Fred Machine #8	Serial No 1515370
4 automatic conveyors	483401 currently with Sencorp #4
	483402 currently with Sencorp #5
	483403 currently with Sencorp #6
	9627153 currently with Fred
skate conveyors	10 feet lengths
Approximately 41 boxes of platens	13 pieces
Compac computer	
approximately 60 orange component bins for sencorps	
All parts and pieces of equipment related to any of the same and all parts and equipment not specifically listed but purchased from Lawrence and still in Rauch's possession.--See pdf attached.	
Cutting Dies	In the possession of Complete Design and Packaging used for shippers and custom displays

We were not able to immediately locate the following items, but if they are found, they are transferred

## Not Purchased from Lawrence:

Alloyd Blister Sealer Model 6SCBE  
Lord Labeling Machine and stand

Two partial Lord Labeling Machines (spare parts)

# Pumpkin Masters IT Assets

pmassets1.xls

<b>Desktop PCs</b>	<b>Operating System</b>	<b>Processor</b>	<b>Memory</b>	
Dell Dimension 2100	Windows 2000	Pentium 3	256 MB	
Dell Dimension 2100	Windows 2000	Pentium 3	256 MB	
Dell Dimension 2100	Windows 2000	Pentium 3	256 MB	
Dell Dimension 2100	Windows 2000	Pentium 3	256 MB	
Dell Dimension 2400	Windows 2000	Pentium 4 2.2ghz	256 MB	
Apple I MAC	OS 9		128 MB	
Dell Dimension 2400	Windows 2000	Pentium 4 2.2ghz	256 MB	
Apple PowerMac G4	OS X		256 MB	
Apple PowerMac G4	OS X		256 MB	
Apple PowerMac G4	OS X		256 MB	
Apple PowerMac G4	OS 9		256 MB	
Dell Dimension 4300S	Windows 98	Pentium 2	128 MB	
Dell Latitude D800 Laptop	Windows XP	Pentium 4 1.6ghz	256 MB	
Apple PowerMac G5	OS X		256 MB	
Dell Inspiron 4100 Laptop	Windows	Pentium		
Apple PowerMac G4	OS 9			in Denver
Dell Inspiron 4000 Laptop	Windows	Pentium		in Denver
<b>SERVERS</b>				
Dell PowerEdge1600SC	Windows 2000 server	Xeon 2ghz	1 GB	Jupiter/SQL
Apple PowerMac G3	OS 9		448 MB	Mercury
Dell Dimension 4300S	Windows 2000 server	Pentium 3	256 MB	Venus/OPUS
Dell PowerEdge600SC	Windows 2000 server	Pentium		Exchange
<b>PRINTERS, etc.</b>				
HP DESKJET 600c				
Xerox Docuprint N17				
Epson Stylus 3600				
HP LASERJET 4200				
HP SCANJET 3670				
Brother MFC - 8220 (FAX)				
Xerox Xc33 copier				
UPC Machine Citizen				
UPC Machine Stratix				
Waycom Tablet				
HP 940C in Denver				
HP Office Jet G55 in Denver				

DISCLOSURE SCHEDULES

- Schedule 2.1(a)(ii)

Lawrence Paper Assets located in Chester, SC to the extent that they still exist and can be located.

List of items purchased from Lawrence  
~~all misc parts w/ any equipment~~  
**SCHEDULE C-1**  
**Purchased Assets - Spare Parts**

SENCORP 777-781-782	
	Quantity
MAC 811C-PM-114JD-193	3
SENCORP 600W 230V 628594	1 Heater Cartridge
Gray Flex Air Hose	2
Gast Vacuum Pump Filters AC 393	4
Siemens 4A048 T90N5D12-12 Relay	4
Cutler Hammer E22P6 Flush Pushbutton	2 Blue
Cutler Hammer E22P4 Flush Pushbutton	1 Yellow
ARO 5040 07 629 Solenoid Valve	1
Siemens 57E893 11 pin Socket	1
Marsh J5048 Gauge	1
Idec 26320 RR3B-U Relay	2
MAC PME-114JD Solenoid Valve (No box)	1
MAC 82A-AA-CKA-TM-DAAP-IDA	1
P&B 00808 Relay	1
IDEC RHIB-U Relay	1
629084 Chain Links	2
Cutler Hammer E22B2 N.O. Block	2
CRYDOM HA4825 Solid State Relay	1
1 Cartridge Filter Unidentified	1
AB Limit Switch Arm	1
Flo-Tork Seal Kit 70239	2
FABCO-Air Inc. 5Q221-SKG	2
Magazine Nuts	4
MARSH 100 PSI gauge 1/8" NPT Back	1
PHD Tom Thumb AVP 1-V8x2 DU	1 Air Cylinder
ASCO 302001 Value	1
124234 Idler Shaft Cap	1
Blister Separator Manifold	1
Nest Pins	325
236695 UHMW Rod Guides	4
PK 2002 A001 Cylinder Kit (Parker)	1
RKZ AHL 0061 Cylinder Kit (Parker)	1
K-B-FO-31 Cylinder Kit (Bimba)	2
Black UHMW Clamp	4
1/2" NPT Brass Muffler	2
SENCORP Magazine Wrench	2

2



List of Items purchased from Lawrence

Vacuum Cups		Quantity
VC-209	Vacuum Cup	20
VC-B15	Vacuum Cup	80
B 28	Vacuum Cup	45
	Sencorp Vacuum Cups	51
VC-10A	Visual Feeders 1/8 NPT	50 S
VCB 30 P	Vacuum Cup	47
ADP-021	10-32 x 2 Barb Brass Fitting	100
ADP 023	10-32 x 2 Barb Brass Fitting	100
VCB10-3	Vacuum Cup	72

Visual 778-779-780		Quantity
Temp Controller ESCS-RIKJX-F		1
Chromalox Cir-3122 240V 1000W		4

BookKit Machines #775 and #776		Quantity
Stepper Motor & Gearhead		1
Spring Pins		700

List of items purchased from Lawrence

~~SECRET~~  
**Pumpkin Assets - Tooling, Platens and Other Property**

Machine Nos.	No. of Stations	Product Description	File #	Die No.	LPCQ	PM	Cost	Comment
962,772,780	6	Pumpkin Masters Scoop Scraper	96221	95881		X	\$ 307.69	
962,772,780	6	Pumpkin Masters Lid Saw	96224	95880		X	\$ 280.55	
962,772,780	6	Pumpkin Masters CD Pattern Maker	96295	95886		X	\$ 364.33	
962,772,780	6	Pumpkin Masters CD Pattern Maker	96295	95886		X	\$ 340.88	
962,772,780	6	Pumpkin Masters 2002 CD		95438		X		
962,772,780	6	Pumpkin Masters Barebones	96337	95894		X	\$ 292.62	
962,772,780	6	Pumpkin Masters Candles & Holders	96294	95885		X	\$ 652.48	
962,772,780	6	Pumpkin Masters Candles & Holders	96294	95885		X	\$ 241.34	
962,772,780	6	Pumpkin Masters Pillar Candles From Cutter		96080		X		
772	4	Pumpkin Masters Candles & Holders Set No. 2	96294	95885	X		\$ 450.00	\$ 450.00
962,772,780	6	Pumpkin Masters Liquid Lamps	97559	96008		X	\$ 804.36	
962	6	Pumpkin Masters Wal-Mart Candles & Holders						
962	6	Pumpkin Masters Slammer	98999	96194		X	\$ 507.47	PM owned
962	6	Pumpkin Masters CD Pattern Maker set 2	99843	96233		X	\$ 734.76	
962	6	Pumpkin Masters Pillar Candles 2003	96295	95886	X		\$ 450.00	
962	6	Pumpkin Masters Pillar Candles 2003	98867	96167		X	\$ 814.00	
962	6	Pumpkin Masters Slammer 2003	98867	96167	X		\$ 450.00	
962	6	Pumpkin Masters Slammer set2	99843	96233	X		\$ -	
785	6	Pumpkin Masters Slammer set 3	99843	96233	X		\$ -	
785	6	Pumpkin Masters Pillar Candles 2004	8770	96833	X	*	\$ 537.63 all	
	6	PM Target Pillar 2003	99236	96240		X	\$ 814.00	
775,776,778	8	Pumpkin Masters Generic PCK (2002)		96090	95973?	X		
775,776,778	8	Pumpkin Masters Generic PCK (2002)		96090		X		
775,776	8	Pumpkin Masters Target PCK 2002		96091	95972?	X		
775,776,778	8	Pumpkin Masters Generic PCK No. 1 (2003)	96578	95917		X	\$3,073.23	
775,776,778	8	Pumpkin Masters Generic PCK No. 2 (2003)	96578	95917		X	\$3,073.23	
778	6	Generic PCK (2003) From 778	96578	95917	X		\$1,699.00	\$1,699.00
778	6	Pumpkin Masters Wal-Mart PCK (2003)		96006	X		\$1,699.00	
775/776 +1 Spare	8	Wal-Mart PCK (2003) For 775/776 -Set 1	97557	96006		X	\$2,450.30	
778 +1 Spare	6	Wal-Mart PCK (2003) - Set 2	97557	96006	X		\$1,699.00	
775/776	8	Pumpkin Masters Wal-Mart PCK No. 2 (2003)	97557	96006		X	\$2,450.30	
778	6	Pumpkin Masters K-Mart PCK for 778 2003	99127	96231	X		\$1,699.00	\$1,275.00
778	6	Pumpkin Masters Target PCK for 778 2003	99237	96239	X		\$1,699.00	\$1,275.00
778	6	Pumpkin Masters Blo-Pen (2003) Visual Impulse	97560	96009		X	\$ 915.31	

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# List of Items Purchased from Lawrence

<u>Machine Nos.</u>	<u>No. of Stations</u>	<u>Product Description</u>	<u>File #</u>	<u>Die No.</u>	<u>LPCO</u>	<u>PM</u>	<u>Cost</u>	<u>Comment</u>
775,776	8	Pumpkin Masters Generic PCK 2004	7871	96747		*		
775,776	8	Pumpkin Masters Generic PCK 2004	7871	96747		*		
775,776	8	Pumpkin Masters Target PCK 2004	8772	96835		*		PM owned
775,776	8	Pumpkin Masters Target PCK 2004	98188	96079	X		\$3,453.85	\$1,699.00
777,781	26	Pumpkin Masters Generic PCK 2003		96084	X		\$3,920.00	
777,781	26	Pumpkin Masters Walmart PCK 2003	97698	96024	X		\$5,148.73	
777,781	26	Pumpkin Masters Target PCK 2003	98186	96077	X		\$6,187.17	
782	26	Pumpkin Masters Target PCK 2003	98187	96078	X		\$6,187.17	
777,781	26	Pumpkin Masters K-Mart PCK 2003		96079	X		\$3,920.00	\$3,920.00
777,781	26	Pumpkin Masters Generic PCK 2004	7869	96748		*		
781,777	26	Pumpkin Masters Target PCK 2004	8771	96834		*		
777,781	26	Pumpkin Masters Walmart 2004	8527	96823		*		
782	26	Pumpkin Masters Walmart 2004	8526	96824		*		
969,771,770	4	Pumpkin Masters Wal-Mart PCK RF (2003)	97506	96004	X		\$1,795.00	
969,771,770	4	Pumpkin Masters Wal-Mart PCK RF (2003)		96004	X		\$1,795.00	
969,771,770	4	Pumpkin Masters Wal-Mart PCK RF (2003)		96004	X		\$1,795.00	
770	4	Pumpkin Masters K-Mart PCK for 770 RF 2003	99126	96230		X	\$2,847.93	PM owned
969,771,770	4	Pumpkin Masters Generic PCK Set 1 RF 2004		96085	X		\$1,795.00	
969,771,770	4	Pumpkin Masters Generic PCK Set 2 RF 2004		96085	X		\$1,795.00	
969,771,770	4	Pumpkin Masters Walmart PCK 2004 set1	8835	96840		*		
969,771,770	4	Pumpkin Masters Walmart PCK 2004 set2	8835	96840		*		
969	4	Walmart Family Carve Kit 2003	97760	96026		X	\$2,042.04	
		<b>Additions</b>						
	4	Walmart 2003 PCK	98302	96007	X		Lot value of 1250.00	
	6	Walmart 2003 PCK		96010	X		per MS 11/9/2004	
	4	Walmart 2003 PCK		96054	X			
	8	K-Mart PCK 2003		96076	X			

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DISCLOSURE SCHEDULES

- **Schedule 2.1(a)(iii)**

Inventory – see attached schedule.

PMI Inventory - 3-21-06

WHSE	ITEM	DESC	CLAS	ACCT	QTY	OH	DEFCST	EXTCST
39	3	C-185-BLUE	MONSTER SNOT BLUE	PM1	P0	5136	\$ 0.69	\$ 3,554.11
39	3	C-185-GREEN	MONSTER SNOT GREEN	PM1	P0	5664	\$ 0.69	\$ 3,919.49
39	3	C-185-ORANGE	MONSTER SNOT ORANGE	PM1	P0	5664	\$ 0.69	\$ 3,919.49
39	3	C-185-YELLOW	MONSTER SNOT YELLOW	PM1	P0	5712	\$ 0.69	\$ 3,952.70
39	3	C-BLD-0010	SAW BLADE, #10 PEN-TUF PLATED	PM2	P0	48600	\$ 0.15	\$ 7,290.00
39	3	C-BLD-0052	BLADE - SAFETY SAW	PM2	P0	658889	\$ 0.03	\$ 19,766.67
38P	3	C-BLD-S012	P12 STAINLESS STEEL BLADE	PM2	P0	85000	\$ 0.03	\$ 2,856.00
39	3	C-BLD-S012	P12 STAINLESS STEEL BLADE	PM2	P0	499738	\$ 0.03	\$ 16,791.20
38P	3	C-BLD-S015	P15 STAINLESS STEEL BLADE	PM2	P0	497303	\$ 0.03	\$ 13,427.18
37P	3	C-BLD-SSRM	BLADE-SS RAW MAT-FOR BLD 0052	PM2	P0	8368	\$ 1.25	\$ 10,460.00
39	3	C-BLS-0022	SCOOP BLISTER	PM1	P0	5100	\$ 0.06	\$ 306.00
39	3	C-BLS-0023	CANDLE BLISTER	PM1	P0	46250	\$ 0.03	\$ 1,387.50
39	3	C-BLS-0025	BLISTER - CARVING KIT	PM1	P0	413	\$ 0.07	\$ 28.91
39	3	C-BLS-0039-04	BLISTER - PCK 2004	PM1	P0	12496	\$ 0.03	\$ 374.88
39	3	C-BLS-0039-05	BLISTER - PCK 2005	PM1	P0	231940	\$ 0.04	\$ 8,427.08
39	3	C-BLS-0167	BLISTER - CD ROM KIT	PM1	P0	24854	\$ 0.09	\$ 2,236.86
39	3	C-BLS-0211	BLISTER - LIQUID LAMPS	PM1	P0	11535	\$ 0.11	\$ 1,268.85
39	3	C-BLS-0260	BLISTER - PILLAR CANDLE X2	PM1	P0	25200	\$ 0.08	\$ 2,016.00
39	3	C-BLS-0301	BLISTER-CARVE KIT 04 WLMT	PM1	P0	630	\$ 0.04	\$ 25.20
39	3	C-BLS-0319	BLISTER - PATTERN MK CD 2005	PM1	P0	4891	\$ 0.12	\$ 596.70
39	3	C-BLS-0340-04	BLISTER - CARVE KIT TARGET2004	PM1	P0	20400	\$ 0.04	\$ 816.00
39	3	C-BLS-0401-B5	PUMPKIN CARVING KIT WAL-MART	PM1	P0	26300	\$ 0.04	\$ 1,036.22
39	3	C-BLS-3525-C5	KMART PCK BLISTER 2005	PM1	PM1	21340	\$ 0.07	\$ 1,513.01
39	3	C-BOX-0026	CARTON, PUMPKIN	PM6	P0	1475	\$ 0.30	\$ 442.50
39	3	C-BOX-0036-A4	CARTON-SHADOWS PB - 12 PER	PM6	P0	363	\$ 0.28	\$ 101.64
39	3	C-BOX-0167	CARTON-CDROM 12PER FILE#85823	PM6	P0	292	\$ 0.42	\$ 122.64
39	3	C-BOX-0167-A3	CARTON-CDROM PATTERNMKR 6 PER	PM6	P0	83	\$ 0.42	\$ 34.86
39	3	C-BOX-0211	CARTON - LIQUID LAMPS - 12 PER	PM6	P0	1141	\$ 0.42	\$ 479.22
39	3	C-BOX-0260-D4	CARTON - PILLAR CANDLEX12 TARG	PM6	P0	1261	\$ 0.37	\$ 466.57
39	3	C-BOX-1222	CARTON - SCOOPS	PM6	P0	137	\$ 0.19	\$ 26.03
39	3	C-BOX-1223	CARTON - CANDLES 12	PM6	P0	1384	\$ 0.19	\$ 262.96
39	3	C-BOX-1226	CARTON - PAINT KIT 12 PER	PM6	P0	220	\$ 0.33	\$ 72.60
39	3	C-BOX-1239	CARTON - BOOK KIT 12 PER	PM6	P0	2576	\$ 0.53	\$ 1,365.28
39	3	C-BOX-1240-D4	CARTON-CARVING KIT PCK TGT-12/	PM6	P0	345	\$ 0.22	\$ 75.90
39	3	C-BOX-1445	CARTON - MASTERCASE	PM6	P0	555	\$ 1.30	\$ 721.50
39	3	C-BOX-2439-A3	CARTON - PCK MICHAELS 24CT	PM6	P0	199	\$ 0.41	\$ 81.59
39	3	C-BOX-3150-B4	CARTON-CSH#3150 BOX - WMT04	PM6	P0	990	\$ 0.39	\$ 386.10
39	3	C-BOX-3159-P4	CARTON-CUSTOM PK 3159 WLGRN	PM6	P0	1712	\$ 0.50	\$ 856.00
39	3	C-BOX-3435-D5	SHIPPER TARGET PDQ PCK	PM6	P0	179	\$ 1.28	\$ 228.58
39	3	C-BOX-3520-C5	SHIPPER K-MART PDQ PCK	PM6	P0	590	\$ 0.48	\$ 283.20
39	3	C-BOX-3533-B5	CARTON - WMT PCK SHELF#3533-B5	PM6	P0	1100	\$ 0.71	\$ 781.00
39	3	C-BOX-3578-E5	CARTON - JOANNS CLIP STRIPS	PM6	P0	83	\$ 0.87	\$ 72.21
39	3	C-BOX-3639	CARTON-CARVING KIT RSC- BK-36/	PM6	P0	176	\$ 0.52	\$ 91.52
39	3	C-BOX-3699	CARTON - PATTERN BOOK BOX	PM6	P0	31	\$ 0.59	\$ 18.29
39	3	C-BOX-48MC	CARTON - ACCESSORY MSTR - 48/	PM6	P0	2150	\$ 0.63	\$ 1,354.50
39	3	C-BOX-ARS12	MASTER, AEROSOL 12CT, GENERIC	PM6	P0	153	\$ 0.34	\$ 52.02
39	3	C-BOX-ARS24	MASTER, AEROSOL 24CT, GENERIC	PM6	P0	955	\$ 0.37	\$ 353.35
39	3	C-BOX-ARS24-C5	MASTER, AEROSOL 24CT, K-MART	PM6	P0	1072	\$ 0.47	\$ 508.74
39	3	C-BOX-CRPK	CARTON, PM COSTUME REPK	PM6	P1	29	\$ -	\$ -
39	3	C-BOX-D125-U5	CARTON - COUNTER DISPLAY	PM7	P0	817	\$ 1.89	\$ 1,544.54
39	3	C-BUC-0027	BUCKET, 50 SCOOPS	PM2	P0	45	\$ 2.13	\$ 95.63
39	3	C-CDL-0023	CANDLES	PM9	P0	189325	\$ 0.06	\$ 11,359.50
39	3	C-CDL-0202	PILLAR CANDLE ORANGE 3"X2"	PM9	P0	5238	\$ 0.42	\$ 2,199.96
39	3	C-CDL-0211	CANDLE FUEL CELL-LIQ PARAFFIN	PM9	P0	20131	\$ 0.20	\$ 3,996.84
39	3	C-CDR-0167	CDROM IN ORANGE SLEEVE	PM4	P0	15049	\$ 0.36	\$ 5,417.64
19	3	C-CLP-STRP	CLIP STRIP 12 PER	PM6	P0	500	\$ 0.11	\$ 56.50
39	3	C-CLP-STRP	CLIP STRIP 12 PER	PM6	P0	1058	\$ 0.11	\$ 119.55

TRADEMARK

REEL: 003336 FRAME: 0597

39	3	C-CRD-0020-04	BLISTERCARD - WATERMELON 2004	PM3	P0	1290	\$	0.44	\$	567.60
39	3	C-CRD-0023-B4	BLISTERCARD,CANDLE&HLDR WMT 04	PM3	P0	2100	\$	0.03	\$	63.00
39	3	C-CRD-0024	BLISTERCARD, LID CUTTER SAW	PM3	P0	16500	\$	0.04	\$	660.00
39	3	C-CRD-0029-04	BLISTERCARD,BILING. PCK KIT 04	PM3	P0	1707	\$	0.28	\$	477.96
39	3	C-CRD-0052-03	BLISTERCARD, BAREBONES SAW 03	PM3	P0	5208	\$	0.03	\$	156.24
39	3	C-CRD-0052-A4	BLSTRCARD,BAREBONE SAW MICH 04	PM3	P0	3200	\$	0.03	\$	96.00
39	3	C-CRD-0167-03	BLISTERCARD, CD ROM KIT 03	PM3	P0	35157	\$	0.10	\$	3,616.95
39	3	C-CRD-0202-03	BLISTERCARD, PILLAR CANDLE 03	PM3	P0	15473	\$	0.03	\$	464.19
39	3	C-CRD-0204-03	BLSTRCD,CD PATTERN KIT INT'L03	PM3	P0	7030	\$	0.18	\$	1,265.40
39	3	C-CRD-0211	BLISTERCARD, LIQUID LAMPS	PM3	P0	19497	\$	0.06	\$	1,169.82
39	3	C-CRD-0260-D5	TARGET PILLAR CANDLE CARD '05	PM8	P0	217835	\$	0.06	\$	12,460.16
39	3	C-CRD-0319	CD ROM PATTERN MAKER CARD	PM3	P0	26200	\$	0.56	\$	14,698.20
39	3	C-CRN-3533	CRAYON,SM BLK/ORANGEPMS172WRAP	PM2	P0	63002	\$	0.01	\$	756.02
39	3	C-CTR-3159-P4	DISPLAY,CUSTOM CTR 3159-WLGRN	PM6	P0	1829	\$	1.67	\$	3,047.30
39	3	C-DIS-2425	DISPLAY, COUNTER	PM7	P0	232	\$	1.34	\$	310.88
39	3	C-DIS-3477-MSTR	DISPLAY MASTER 3477	PM7	P0	12	\$	2.75	\$	33.00
39	3	C-DIS-3477-TRAY	DISPLAY, 3477 TRAY	PM7	P0	11	\$	15.50	\$	170.50
39	3	C-DIS-3516-MSTR	DISPLAY MASTER 3516	PM7	P0	5	\$	1.66	\$	8.30
39	3	C-DIS-3516-TRAY	DISPLAY TRAY 3516	PM7	P0	1	\$	2.05	\$	2.05
39	3	C-DIS-3517-MSTR	DISPLAY MASTER 3517	PM7	P0	8	\$	2.80	\$	22.40
39	3	C-DIS-3517-TRAY	DISPLAY TRAY 3517	PM7	P0	5	\$	3.65	\$	18.25
39	3	C-DIS-3542-MSTR	DISPLAY MASTER 3542	PM7	P0	122	\$	0.97	\$	118.34
39	3	C-DIS-3542-TRAY	DISPLAY TRAY 3542	PM7	P0	168	\$	2.08	\$	349.44
39	3	C-DIS-3569-MSTR	DISPLAY MASTER 3569	PM7	P0	6	\$	3.30	\$	19.82
39	3	C-DIS-3569-TRAY	DISPLAY TRAY 3569	PM7	P0	42	\$	2.52	\$	105.84
39	3	C-DIS-3BOX	CARTON, FLOOR DISP 3TRAY PER	PM7	P0	562	\$	1.10	\$	618.20
39	3	C-DIS-ADBA	DISPLAY BASE, ACCESSORY DISP	PM7	P0	383	\$	1.50	\$	574.50
39	3	C-DIS-ADBX	CARTON, ACCESSORY DISPLAY	PM7	P0	297	\$	1.49	\$	442.53
39	3	C-DIS-ADTR	DISPLAY TRAY, ACCESSORY DISPL	PM7	P0	350	\$	0.70	\$	243.95
39	3	C-DIS-BASE	DISPLAY BASE, FLOOR DISPLAY	PM7	P0	318	\$	2.27	\$	721.86
39	3	C-DIS-DIVI	DISPLAY DIVIDERS, FLOOR DISPL	PM7	P0	2431	\$	0.13	\$	316.03
39	3	C-DIS-PMHD	DISPL HDR, FLR 18 5/8 X26 5/16	PM7	P0	2032	\$	1.19	\$	2,418.08
39	3	C-DIS-TRAY	DISPLAY TRAY, FLOOR DISPLAY	PM7	P0	1854	\$	1.14	\$	2,113.56
39	3	C-DIV-3435-D5	DIVIDER TARGET PDQ PCK	PM6	P0	575	\$	0.85	\$	488.75
39	3	C-DIV-3533-B5	DIVIDER- WMT PCK SHELF#3533-B5	PM6	P0	1880	\$	0.71	\$	1,334.80
39	3	C-DRL-0632	DRILL, 6/32	PM2	P0	330000	\$	0.02	\$	5,930.10
38P	3	C-DRL-P932	DRILL 9/32-PURPLE-PMS 2603C	PM2	P0	4720	\$	0.02	\$	94.40
39	3	C-FRL-3440-D4	FILLER, TARGET ASSTMT - LONG	PM6	P0	108	\$	0.22	\$	23.76
55	3	C-GLV-05121	GLOVE/APRON SET ASST 300/ST	PW1	P0	4900	\$	1.21	\$	5,929.00
55	3	C-GLV-05127	SKELETON GLOVES 2500/ST	PW1	P0	4800	\$	0.20	\$	945.60
39	3	C-HLD-0023	CANDLE HOLDERS	PM9	P0	278774	\$	0.03	\$	8,363.22
39	3	C-INS-0020	WATERMELON CARVING INSTRUCTION	PM4	P0	5645	\$	0.17	\$	959.65
39	3	C-INS-3150-B4	INSERT FOR TRAY C-TRA-3150	PM6	P1	3434	\$	0.32	\$	1,090.70
39	3	C-INS-3435-D5	INSERT TARGET PDQ PCK	PM6	P0	478	\$	0.61	\$	292.44
39	3	C-INS-3520-C5	INSERT K-MART PDQ PCK	PM6	P0	1457	\$	0.48	\$	699.36
39	3	C-INS-3533-B5	INSERT - WMT PCK SHELF#3533-B5	PM6	P0	2780	\$	0.71	\$	1,973.80
55P	3	C-MAL-PPOK	PPOK MALLETS	PM2	P0	7000	\$	0.20	\$	1,400.00
39	3	C-PAD-3159-P4	WAL-GREEN PAD 7 X 8 1/4	CO5	P0	3667	\$	0.19	\$	710.66
39	3	C-PAT-0036-03	PATTERN BOOK SHADOWS 03	PM5	P0	3300	\$	0.34	\$	1,122.00
39	3	C-PAT-0036-A5	PATTN BOOK SHADOWS MICHAELS	PM5	P0	1995	\$	0.34	\$	678.30
39	3	C-PAT-0036-E5	PATTN BOOK SHADOWS JOANNS	PM5	P0	853	\$	0.31	\$	261.36
39	3	C-PAT-0168-04	PATTERN BK PUMPKIN N PUMPKIN04	PM5	P0	19263	\$	0.24	\$	4,623.12
39	3	C-PAT-0330-05	PATTERN BOOK XTREME	PM5	P0	2612	\$	0.34	\$	888.08
39	3	C-PAT-9739-04	CARVE KIT INSTRUCT BK 2004	PM5	P0	25122	\$	0.32	\$	8,039.04
39	3	C-PAT-9739-05	PCK GENERIC BOOK 2005	PM5	P0	187632	\$	0.27	\$	50,660.64
39	3	C-PAT-9739-C5	PCK K-MART PCK BOOK 2005	PM5	P0	4192	\$	0.27	\$	1,131.84
39	3	C-PAT-9739-P5	WAL-GREENS PCK BOOK	PM5	P0	23685	\$	0.35	\$	8,265.12
39	3	C-PDQ-3550-INS	PDQ INSERT 3550	PM6	P0	59	\$	2.20	\$	129.56
39	3	C-PDQ-3550-MSTR	PDQ MASTER 3550	PM6	P0	61	\$	3.34	\$	203.44
39	3	C-PDQ-3550-TRAY	PDQ TRAY 3550	PM6	P0	65	\$	1.45	\$	94.25

39	3	C-PDQ-3552-INS	PDQ INSERT 3552	PM6	P0	305	\$	0.92	\$	280.60
39	3	C-PDQ-3552-MSTR	PDQ MASTER 3552	PM6	P0	59	\$	1.19	\$	70.47
39	3	C-PDQ-3552-TRAY	PDQ TRAY 3552	PM6	P0	150	\$	1.33	\$	199.15
39	3	C-PDQ-3553-MSTR	PDQ MASTER 3553	PM6	P0	169	\$	0.65	\$	109.85
39	3	C-PDQ-ARS12	PDQ, AEROSOL 12CT, GENERIC	PM6	P0	60	\$	0.46	\$	27.60
39	3	C-PDQ-ARS24	PDQ, AEROSOL 24CT, GENERIC	PM6	P0	504	\$	0.56	\$	282.24
39	3	C-PDQ-ARS24-C5	PDQ, AEROSOL 24CT, K-MART	PM6	P0	996	\$	0.52	\$	514.69
39	3	C-PKR-0025	POKER - DARK ORANGE	PM2	P0	1395	\$	0.02	\$	28.21
39	3	C-PKR-SUPR	POKER - SUPER	PM2	P0	292040	\$	0.02	\$	6,591.34
39	3	C-SAW-0010	SAW BLADE, #10 PEN-TUF PLATED	PM2	P0	14000	\$	0.15	\$	2,100.00
39	3	C-SAW-0110-03	BONUS SAW - ORANGE 2003	PM2	P0	34600	\$	0.07	\$	2,422.00
39	3	C-SAW-4IN1	FOUR IN ONE PUMPKIN SCULPTING	PM2	PM2	206	\$	0.10	\$	20.81
39	3	C-SAW-HH52	P52 SAW-BLACK-HALLOWEEN HDWR	PM2	P0	35081	\$	0.11	\$	3,858.91
39	3	C-SAW-OR52	SAFETY SAW - ORANGE	PM2	P0	22884	\$	0.06	\$	1,373.04
39	3	C-SAW-ORDS	ORANGE DURASAW	PM2	P0	12124	\$	0.11	\$	1,333.64
39	3	C-SAW-OVS2	OVERMOLD SAW/SS P12 BLADE	PM2	P0	475455	\$	0.08	\$	37,014.17
39	3	C-SAW-S012	STNLESS S012 BLADE/SLOT HNDL	PM2	P0	24283	\$	0.03	\$	833.88
39	3	C-SAW-S015	P15 SAW - STRONGER BLADE	PM2	P0	267303	\$	0.05	\$	13,365.15
39	3	C-SAW-SD52	SAFETY SAW SOLID HANDLE SAW	PM2	P0	588800	\$	0.07	\$	41,216.00
39	3	C-SCL-3533	F-CSH-0312-C5, DOL.STORE/WLMT	PM2	P0	66100	\$	0.03	\$	1,983.00
38P	3	C-SCO-C022	SCOOP W/CLAW DESIGN	PM2	P0	247	\$	0.07	\$	17.29
38P	3	C-SCO-C108	CLAW SCOOP 108MM ORANGE	PM2	P0	1000	\$	0.06	\$	61.88
39	3	C-SCO-C108	CLAW SCOOP 108MM ORANGE	PM2	P0	98164	\$	0.06	\$	6,074.39
19	3	C-SHK-3534	S HOOK FOR CLIP STRIP	PM6	P0	500	\$	0.02	\$	9.50
39	3	C-SHK-3534	S HOOK FOR CLIP STRIP	PM6	P0	300	\$	0.02	\$	5.70
39	3	C-TRA-3435-D5	TRAY TARGET PDQ PCK 36/PER	PM6	P0	1223	\$	2.75	\$	3,363.25
39	3	C-TRA-3520-C5	TRAY K-MART PDQ PCK 16/PER	PM6	P0	525	\$	0.48	\$	252.00
39	3	C-TRA-3533-B5	TRAY - WMT PCK SHELF#3533-B5	PM6	P0	400	\$	0.71	\$	284.00
39	2	D-001-0022	SCRAPER SCOOP EACHES	PW1	PW1	2549	\$	2.41	\$	6,141.14
39	2	D-001-0023-B4	CANDLES & HOLDERS-EACHES (WM)	PW2	P0	3937	\$	0.58	\$	2,297.07
39	4	F-001-PSTR-04	POP POSTER 2004	P30	P30	4	\$	0.26	\$	1.04
39	1	F-006-0167-C4	CDROM PATTERN MK 6 KMART 6/CS	Q10	Q10	20	\$	12.69	\$	253.82
39	1	F-012-0020	WATERMELON CARVING KIT	P00	P00	22	\$	14.96	\$	329.06
39	1	F-012-0022	SCRAPER SCOOP '05 1DZ	P50	P50	18	\$	4.39	\$	79.01
39	1	F-012-0024	LID CUTTER SAW 1DZ	Q20	Q20	5	\$	6.86	\$	34.29
39	4	F-012-0026-05	PUMPKIN PAINT KIT '05 1DZ	P60	P60	1	\$	10.69	\$	10.69
39	1	F-012-0030-05	INT'L CANDLES&HOLDERS-1DZ	P20	P20	6	\$	6.32	\$	37.94
39	1	F-012-0040-D5	PUMPKIN CARVING KIT 1DZ	P00	P00	262	\$	19.01	\$	4,979.48
39	4	F-012-0048-04	SAFE PUMPKIN LIGHT '05 1DZ	P21	P21	265	\$	23.57	\$	6,246.05
39	1	F-012-0081-04	CARVING PARTY KIT '04 1DZ	P01	P01	12	\$	23.64	\$	283.68
39	4	F-012-0081-05	CARVING PARTY KIT '05 1DZ	P00	P00	313	\$	24.07	\$	7,534.66
39	4	F-012-0088-05	BEADED EGG KIT 1DZ	P80	P80	1	\$	13.57	\$	13.57
39	4	F-012-0090-05	KID'S COL.MAGIC FRIGHT LTS-1DZ	P20	P20	305	\$	12.31	\$	3,754.98
39	4	F-012-0090-C5	K-MT KIDS FRIGHT LIGHTS-1DZ	P20	P20	2	\$	13.34	\$	26.67
39	4	F-012-0092-04	QUICK STICKER & CARVE '05 1DZ	P01	P01	552	\$	8.66	\$	4,779.15
39	1	F-012-0097-03	ULTIMATE STROBE LIGHT '05 1DZ	P22	P22	50	\$	13.74	\$	687.25
39	4	F-012-0101-03	LIGHTD SAFETY BCKT ORG '05 1DZ	P22	P22	1420	\$	12.85	\$	18,242.46
39	4	F-012-0120-03	SPARKLING PMPKN JEWELS '05 1DZ	P22	P22	432	\$	6.18	\$	2,669.76
39	4	F-012-0150-03	MONSTER EYE LIGHT ROPE '05 1DZ	P32	P32	65	\$	8.85	\$	575.25
39	1	F-012-0167	CD PATTERN MAKER KIT '05 1DZ	P00	P00	616	\$	14.44	\$	8,895.84
39	1	F-012-0170-03	PUMPKIN STROBE LIGHT '05 1DZ	P20	P20	794	\$	3.90	\$	3,094.61
39	4	F-012-0170-C5	K-MT PUMPKIN STROBE LT-1DZ	P20	P20	10	\$	7.90	\$	79.00
39	1	F-012-0178-03	AEROSOLS-COLOR WINDOW SPRAY	P70	P70	2028	\$	9.53	\$	19,326.84
39	1	F-012-0179-03	AEROSOLS-GLO-N-DARK WINDOW SPR	P70	P70	734	\$	10.24	\$	7,516.16
39	4	F-012-0184-03	AEROSOLS-BLACK LIGHT HAIR SPRA	P70	P70	2471	\$	7.63	\$	18,853.73
39	4	F-012-0186-03	LIGHTD SAFETY BCKT GLO '05 1DZ	P22	P22	37	\$	16.41	\$	607.17
39	4	F-012-0210-05	KIDS ROLL-N-PAINT '05 1DZ	P60	P60	795	\$	7.82	\$	6,217.98
39	1	F-012-0211	LIQUID LAMPS '05 1DZ	P20	P20	577	\$	12.60	\$	7,267.91
39	1	F-012-0258-03	ADULT TIN PCK FOR UPSALE	P02	P02	26	\$	40.53	\$	1,053.78
39	1	F-012-0260-D4	PILLAR CANDLES - 12PER (TARGET	P21	P21	17	\$	14.96	\$	254.32

39	1	F-012-0263-04	BEADED PUMPKIN KIT - 12PER	P01	P01	1	\$	8.67	\$	8.67
39	4	F-012-0264-04	KIDS FUN HOUSE CARVING '05 1DZ	P11	P11	3	\$	26.22	\$	78.66
39	4	F-012-0265-04	KIDS MONSTER LIGHT '05 1DZ	P21	P21	431	\$	6.00	\$	2,586.00
39	4	F-012-0266-04	MINI PMPKN' DEC. KIT '05 1DZ	P51	P51	173	\$	12.66	\$	2,190.18
39	4	F-012-0269-04	H.HOST SPREADERS '05 1DZ	P51	P51	130	\$	20.77	\$	2,700.10
55P	4	F-012-0269-04	H.HOST SPREADERS '05 1DZ	P51	P51	72	\$	20.77	\$	1,495.44
39	4	F-012-0270-04	H.HOST APPETIZER FORKS '05 1DZ	P51	P51	129	\$	11.05	\$	1,425.45
55P	4	F-012-0270-04	H.HOST APPETIZER FORKS '05 1DZ	P51	P51	72	\$	11.05	\$	795.60
39	4	F-012-0271-04	H.HOST SWIZZLE STICKS '05 1DZ	P51	P51	150	\$	6.36	\$	954.00
55P	4	F-012-0271-04	H.HOST SWIZZLE STICKS '05 1DZ	P51	P51	1008	\$	6.36	\$	6,410.88
39	4	F-012-0272-04	H.HOST DRINK COASTERS '05 1DZ	P51	P51	134	\$	12.13	\$	1,625.42
39	4	F-012-0273-04	H.HOST WINE CHARMS '05 1DZ	P51	P51	109	\$	8.27	\$	901.43
39	4	F-012-0274-04	H.HOST BOTTLE BANDS '05 1DZ	P51	P51	58	\$	8.89	\$	515.62
39	4	F-012-0275-04	H.HOST CHILLERS '05 1DZ	P51	P51	137	\$	10.19	\$	1,396.03
55P	4	F-012-0275-04	H.HOST CHILLERS '05 1DZ	P51	P51	122	\$	10.19	\$	1,243.18
39	4	F-012-0276-04	MINI PUMPKIN DECOR KIT '05 1DZ	P51	P51	831	\$	6.40	\$	5,315.08
39	4	F-012-0281-05	INT'L MINI P'KIN DEC KIT-1DZ	P00	P00	10	\$	9.94	\$	99.42
39	4	F-012-0302-05	BUGS&BLOOMS EGG DEC KIT 1DZ	P80	P80	1	\$	10.56	\$	10.56
39	4	F-012-0303-05	BUNCHES OF BUNNIES DEC KIT 1DZ	P80	P80	14	\$	10.62	\$	148.67
39	4	F-012-0304-05	FAIRY PRINCESS EGG DEC KIT 1DZ	P80	P80	1	\$	12.14	\$	12.14
39	4	F-012-0305-05	GLITZY GLITTER EGG DEC KIT 1DZ	P80	P80	1	\$	10.54	\$	10.54
39	4	F-012-0306-05	STICKY STRINGS EGG DEC KIT 1DZ	P80	P80	1	\$	10.19	\$	10.19
39	4	F-012-0307-05	EGGIMOBILES EGG DEC KIT 1DZ	P80	P80	1	\$	16.05	\$	16.05
39	4	F-012-0308-C5	EGG HUNT KIT-K-MART 05	P83	P83	1	\$	14.40	\$	14.40
39	4	F-012-0309-05	PLASTIC EGG DEC KIT 1DZ	P80	P80	2	\$	7.41	\$	14.83
39	4	F-012-0310-05	PEARL PAINT EGG KIT 1DZ	P80	P80	1	\$	12.50	\$	12.50
39	4	F-012-0311-05	WACKY WRAPS - EASTER 1DZ	P80	P80	1	\$	13.54	\$	13.54
39	4	F-012-0315-05	POWER MST CARVE SAW-NO BAT.1DZ	Q20	Q20	401	\$	26.76	\$	10,729.00
39	4	F-012-0316-05	POWER MST CARVE KIT-NO BAT.1DZ	P00	P00	58	\$	25.64	\$	1,486.93
39	4	F-012-0317-05	POWER MST CARVE SAW-W/ BAT.1DZ	Q20	Q20	15	\$	33.50	\$	502.44
39	1	F-012-0319-05	PATTERN MAKER CD-ROM '05 1DZ	Q10	Q10	444	\$	4.67	\$	2,072.57
39	1	F-012-0320-05	KIDS COLOR MAG.FRIGHT LTS 1DZ	P20	P20	343	\$	14.76	\$	5,063.23
39	1	F-012-0321-05	SAFE P'KIN LIGHT/COL MAGIC 1DZ	P20	P20	6	\$	10.05	\$	60.32
39	4	F-012-0323-05	STRING ART PUMPKINS '05 1DZ	P30	P30	77	\$	19.81	\$	1,525.06
39	4	F-012-0324-05	KIDS STKY SQ'SHY P'KIN PTS 1DZ	P10	P10	15	\$	28.53	\$	428.00
39	4	F-012-0328-05	ARTIFICIAL P'KIN CARVE KIT 1DZ	P00	P00	95	\$	28.53	\$	2,710.64
39	4	F-012-0337-05	JUMBO PUMPKIN CANDLES '05 1DZ	P20	P20	132	\$	5.51	\$	726.92
39	1	F-012-3299	COSTUME ASST CASE PACK	P40	P40	10	\$	-	\$	-
39	1	F-012-3306-04	PMKN' CARVING KIT - CRATE & BA	P01	P01	4	\$	24.16	\$	96.64
39	1	F-012-3408AG4	CARVING KIT CARSON PIRIE CUSTO	P01	P01	5	\$	38.99	\$	194.95
39	1	F-012-3409AF4	CARVING KIT MAY CO.CUSTOM	P01	P01	2	\$	21.32	\$	42.64
39	1	F-012-3410AF4	KIDS CARVE MAY CO.CUSTOM	P11	P11	10	\$	24.07	\$	240.70
39	1	F-012-9739-04	CARVING BOOK KIT '04 - 12PER	P01	P01	11	\$	9.63	\$	105.93
39	1	F-012-9846-04	KIDS CARVING KIT '04 1DZ	P11	P11	2	\$	8.51	\$	17.02
39	1	F-012-9846-05	KID'S CARVING KIT '05 1DZ	P10	P10	105	\$	9.30	\$	976.34
39	4	F-012-9846-C5	K-MT KIDS CARVING KIT 1DZ	P10	P10	10	\$	9.93	\$	99.32
39	4	F-012-9847-05	KID'S PAINTS & PATTERNS 1DZ	Q10	Q10	355	\$	9.59	\$	3,403.88
39	4	F-012-9851-05	BAREBONES PMPKN PAINT '05 1DZ	P60	P60	1189	\$	6.59	\$	7,835.77
39	4	F-012-M101-03	LIGHTD SAFETY BCKT AST 1DZ	P22	P22	7	\$	16.99	\$	118.93
39	1	F-018-0098-05	PATTERNBOOKS ASST. 18/CS	Q10	Q10	361	\$	7.02	\$	2,535.94
39	4	F-020-3398-04	DSNEY N'MARE B4 C. CARV KT-20/	P00	P00	6	\$	51.46	\$	308.76
39	4	F-020-3400-04	DSNEY WOD P'KIN CARVE KIT-20/	P00	P00	5	\$	62.04	\$	310.21
39	4	F-020-3421-04	DISNEY,WOD P'IN CARVING KT-20/	P00	P00	8	\$	28.76	\$	230.09
39	4	F-024-0026-05	PUMPKIN PAINT KIT '05 2DZ	P60	P60	2	\$	21.38	\$	42.76
39	4	F-024-0078-05	INT'L KID'S CARVING KIT-2DZ	P10	P10	5	\$	18.77	\$	93.84
39	4	F-024-0081-05	CARVING PARTY KIT '05 2DZ	P00	P00	13	\$	48.14	\$	625.87
39	1	F-024-0090-05	KID'S COL.MAGIC FRIGHT LTS-2DZ	P20	P20	312	\$	5.49	\$	1,713.81
39	4	F-024-0092-04	QUICK STICKER & CARVE '05 2DZ	P01	P01	36	\$	30.47	\$	1,096.92
39	4	F-024-0177-03	BODY OUTLINE KIT '05 2DZ	P62	P62	539	\$	10.25	\$	5,526.07
39	4	F-024-0180-03	GLOW-IN-DARK SPRAY '05 2DZ	P72	P72	100	\$	21.41	\$	2,141.00



39	4	F-024-0181-03	TEMPORARY HAIR COLOR '05 2DZ	P72	P72	868	\$	13.15	\$	11,414.20
39	4	F-024-0182-03	FLUORESCENT HAIR COLOR '05 2DZ	P72	P72	290	\$	15.87	\$	4,602.30
39	4	F-024-0183-03	GLITTER HAIR/BDY SPRAY '05 2DZ	P72	P72	539	\$	13.98	\$	7,535.22
39	4	F-024-0320-05	KIDS COLOR MAG.FRIGHT LTS 2DZ	P20	P20	1	\$	24.62	\$	24.62
39	4	F-024-1012-05	EASTER JUMP ROPE CHALK 2DZ	P90	P90	1	\$	15.23	\$	15.23
39	4	F-024-1017-05	EGG CARTON CHALK 2DZ	P90	P90	24	\$	12.31	\$	295.38
39	4	F-024-1017-Z5	EGG CARTON CHALK 2DZ	P93	P93	16	\$	12.31	\$	196.92
39	4	F-024-1018-05	BUNNY TRAILS SIDEWALK ART 2DZ	P90	P90	1	\$	15.24	\$	15.24
39	4	F-024-1028-05	EASTER CHALK BUDDIES 2DZ	P90	P90	1	\$	8.71	\$	8.71
39	1	F-024-9739-05	PUMPKIN CARVING KIT '05 2DZ	P00	P00	1	\$	18.12	\$	18.12
39	4	F-024-9846-05	.ID'S CARVING KIT '05 2DZ	P10	P10	47	\$	15.87	\$	746.10
39	1	F-036-0036	PTRNBK': SENS. SHADOWS '05 3DZ	Q10	Q10	3	\$	14.05	\$	42.14
39	1	F-036-0042	PATTERNBOOK CREATURES 3DZ	Q10	Q10	1	\$	8.87	\$	8.87
39	1	F-036-0100-05	PATTERNBOOKS ASST. '05 3DZ	Q10	Q10	116	\$	12.83	\$	1,488.71
39	1	F-036-0168-04	PTRNBK' PMPKN IN PMPKN '05 3DZ	Q10	Q10	1	\$	10.41	\$	10.41
39	4	F-036-0172-03	4-IN-1 CARVING TOOL 3DZ	P00	P00	584	\$	8.66	\$	5,059.10
39	1	F-036-0330-05	PATTERNBOOK XTREME CARVING 3DZ	Q10	Q10	1	\$	14.05	\$	14.05
39	1	F-036-9739-05	PUMPKIN CARVING KIT '05 3DZ	P00	P00	47	\$	37.01	\$	1,739.27
39	1	F-036-9852	BAREBONES CARVING SAW '05 3DZ	P00	P00	4	\$	11.05	\$	44.20
39	1	F-048-0022	SCRAPER SCOOP '05 4DZ	P00	P00	9	\$	23.07	\$	207.65
39	1	F-048-0023	CANDLES & HOLDERS '05 4DZ	P20	P20	302	\$	34.72	\$	10,483.95
39	4	F-048-0048-04	SAFE PUMPKIN LIGHT '05 4DZ	P21	P21	86	\$	16.46	\$	1,415.56
39	4	F-048-0068-03	GLOW IN THE DARK CHALK '05 4DZ	P62	P62	87	\$	15.25	\$	1,326.75
39	4	F-048-0097-03	ULTIMATE STROBE LIGHT '05 4DZ	P22	P22	114	\$	39.87	\$	4,545.18
39	4	F-048-0265-04	KIDS MONSTER LIGHT '05 4DZ	P21	P21	110	\$	22.08	\$	2,428.80
39	1	F-050-0027	BUCKET O' SCOOPS '05 50/CS	P00	P00	6	\$	9.90	\$	59.40
39	1	F-CCP-3440-D4	CUSTOM CASE PACK 3440 (TRGT)	PM6	PM6	1	\$	135.47	\$	135.47
39	1	F-CCP-3441-D4	CUSTOM CASE PACK 3441 (TRGT)	PM6	PM6	6	\$	13.50	\$	80.98
39	4	F-CCP-3442-D4	KIDS FRIGHT LIGHTS-TARG 3DZ	P20	P20	9	\$	33.02	\$	297.21
39	4	F-CCP-3443-D4	KIDS CARVE CCP 36 (TRGT)	P11	P11	9	\$	19.51	\$	175.59
39	4	F-CCP-3446	P'KIN CARVING KIT CCP	P11	P11	12	\$	97.00	\$	1,164.05
39	4	F-CCP-3447	P'KIN CARVING KIT CCP	P11	P11	1	\$	64.84	\$	64.84
39	4	F-CLP-3534-B5	PMPKN CARV KIT CLIP STRIP 3DZ	P00	P00	37	\$	26.64	\$	985.53
39	1	F-CLP-3578-E5	SENSATIONAL SHADOW 12/CLP 6/CS	P00	P00	20	\$	48.35	\$	967.10
39	1	F-CSH-3150-B5	CANDLES & HOLDERS '05 2DZ	P20	P20	124	\$	15.90	\$	1,971.31
39	4	F-CSH-3176-B5	W-MT SAFE P'KIN LIGHT SHLF 1DZ	P20	P20	7	\$	11.98	\$	83.86
39	4	F-CSH-3289-B5	W-MT KIDS CARVE SHLF UNT - 1DZ	P10	P10	7	\$	13.39	\$	93.70
39	4	F-CSH-3314-Z5	CHALK BUDDIES DISP 2 DZ	P90	P90	16	\$	11.28	\$	180.45
39	1	F-CSH-3417-B5	W-MT CARVE PARTY SHLF UNIT-1DZ	P00	P00	9	\$	25.29	\$	227.59
39	4	F-CSH-3418-B5	BAREBONE SAW & SCOOP SHF 22/CS	P00	P00	5	\$	9.04	\$	45.21
39	1	F-CSH-3419-B5	W-M KID PAINT&PATTRNS SHLF 11/	P10	P10	10	\$	11.98	\$	119.80
39	4	F-CSH-3420-B5	W-MT PKIN STROB LIGHT SHLF 1DZ	P20	P20	4	\$	9.43	\$	37.74
39	1	F-CSH-3423-B4	C.S.H. 3423 CARVING KIT (WM)	PM7	PM7	2	\$	37.44	\$	74.88
39	4	F-CSH-3504-B5	CARVING PARTY KIT-WLMT 14/CS	P00	P00	42	\$	28.85	\$	1,211.59
39	1	F-CSH-3515AV5	SUPERVALU COUNTER DISPLAY	Q10	Q10	1	\$	52.48	\$	52.48
39	4	F-CSH-3533-B5	PUMPKIN CARVING KIT-WLMT 36/CS	P00	P00	19	\$	29.21	\$	554.93
39	4	F-CSH-3539-B5	KID'S P'KIN CARVE KIT WMT 2DZ	P00	P00	45	\$	15.62	\$	703.05
39	4	F-CSH-3540-B5	SAFE PUMPKIN LIGHT 2DZ	P20	P20	1	\$	11.57	\$	11.57
39	4	F-CSH-3547-Y5	ORG LIGHTED SAFTEY BUCKET 1DZ	P20	P20	200	\$	11.60	\$	2,319.36
39	1	F-CSH-3553-05	PMKN FACE CARVING KIT PDQ 1DZ	P00	P00	2	\$	21.00	\$	42.01
39	4	F-CSH-3575-R5	PM POWER SAW PDQ 8/CS	Q20	Q20	266	\$	23.33	\$	6,206.58
39	4	F-CTR-03A6	LIGHT SAFETY BKT-SHELF DSP 1DZ	PM7	PM7	1	\$	11.74	\$	11.74
39	1	F-CTR-03A6-03	LIGHTED SAFETY BUCKET SHELF DI	PM7	PM7	152	\$	16.18	\$	2,459.36
39	4	F-CTR-03A6-B5	W-MT TOTLB ORANGE SHLF UNT-1DZ	P20	P20	1	\$	13.67	\$	13.67
39	4	F-CTR-05E0-05	3 IN 1 CTR/SHELF DISP	P00	P00	1	\$	25.06	\$	25.06
39	4	F-CTR-05E7-05	2 IN 1 CTR/SHELF DISP	P00	P00	9	\$	24.06	\$	216.51
39	4	F-CTR-05E8-05	3 IN 1 CTR/SHELF DISP	P00	P00	9	\$	21.44	\$	192.95
39	4	F-CTR-05E9-05	3 IN 1 CTR/SHELF DISP	P00	P00	10	\$	24.05	\$	240.47
39	1	F-CTR-97A1	COUNTER DISPLAY - CARVING 2DZ	P00	P00	42	\$	22.36	\$	939.12
39	1	F-CUS-3361-04	CUSTOM DISPLAY 3361 '04	PM7	PM7	1	\$	72.65	\$	72.65

39	4	F-CUS-3541-Z5	SAFEWAY '05 PCK FLOOR DISPLAY	P10	P10	3	\$	44.10	\$	132.30
39	1	F-CUS-3542-Z5	SAFEWAY POWER SAW W/BATTERIES	P00	P00	30	\$	85.21	\$	2,556.43
39	1	F-DIS-1A14	FLRDSPLY - ASST CARVE KITS 6DZ	PM7	PM7	1	\$	71.93	\$	71.93
39	1	F-DIS-97A1	FLOOR DSPLY - CARVING KITS 6DZ	PM7	PM7	24	\$	75.09	\$	1,802.24
									\$	713,629.96

DISCLOSURE SCHEDULES

- Schedule 2.1(a)(iv)

Permits – none.

## DISCLOSURE SCHEDULES

- **Schedule 2.1(a)(v)**
  - Steve Elliott and Steve Hufft non-competes.
  - Janis Allison, James Egitto, Tyler Cornaby and Wendy Walters non-disclosure and non-compete agreements.
  - Morris, Manning and Martin.
  - Rep contracts.
  - Vendor Purchase Orders incurred in the ordinary course.
  - Customer purchase orders / bookings / commitments.

DISCLOSURE SCHEDULES

- Schedule 2.1(a)(viii)

Refer to Patent, Copyright and Trademark Tracking charts.

**SCHEDULE OF ASSIGNED COPYRIGHTS**

<b>Registration Number</b>	<b>Copyright Name</b>	<b>Issue Date</b>
TX 2-0530558	Carve-O-Lantern	2/26/1987
TX 3-622-904	Carve-O-Lantern™ Pumpkin Carving Kit	9/20/1993
TX 3-622-904	Carve-O-Lantern™ Pumpkin Carving Kit (1989)	9/20/1993
TX 30750-540	Zippy Carve Instruction Book	2/7/1994
TX 3-783-386	Zippy Carve (package_	2/7/1994
TX 4-607-692	Carving for Kids	6/23/1997
VA 1-052-479	Egg head	7/10/2000
VA 1-061-067	Bunny Trails (Stencils (2))	10/18/2000
VA-1-145-120	Let Freedom Shine	11/2/2001
VA 1-063-909	Inflatable Treat Bowls	4/12/2000
Vau 498-221	Snake Flashlight Handle on Bag	4/14/2000
Vau 498-220	Eyeball Flashlight	4/14/2000
Vau 480-843	Safety Flashlight/Beacon Pendant	9/25/2000
Va 504-913	13 Halloween Stencils	4/23/1992
Va 504-956	Halloween Stencil Kit	4/23/1992

**SCHEDULE I - ASSIGNED PATENTS**

**ISSUED U.S. PATENTS**

<b>SERIAL NUMBER/ PATENT NO.</b>	<b>FILING DATE/ISSUE DATE</b>	<b>TITLE</b>
29/179,502 D483,645	04/09/2003 12/16/2003	Tool Handle
29/129,419 D456,920	09/15/2000 05/07/2002	Bag With Flashlight Handle
29/094,325 D427,708	09/30/1998 07/04/2000	Illumination Device
29/131,028 D454,967	10/12/2000 03/26/2002	Dome-Shaped Illumination Device
29/129,420 D453,702	09/15/2000 02/19/2002	Spherical Flashlight Pendant
08/549,357 5,655,861	10/27/1995 08/12/1997	Hand-Held Drilling Tool
09/156,986 6,497,046	09/18/1998 12/24/2002	Safety Saw For Cutting Soft Materials
09/028,217 6,055,738	02/23/1998 05/02/2000	Stencil And Kit For Transferring Images And Methods Therefor
08/763,529 5,832,615	12/12/1996 11/10/1998	Hand-Held Cutting Tool With Fatigue-Resistant Blade
09/889,338 6,578,710	10/20/2000 06/07/2003	Pumpkin Decorating Kit And Method Using Light Guiding Pegs
09/340,554 6,113,520	06/28/1999 09/05/2000	Combination Jump Rope And Sidewalk Chalk Holder Toy

SERIAL NUMBER/ PATENT NO.	FILING DATE/ISSUE DATE	TITLE
09/348,850 6,342,175	07/07/1999 01/29/2002	Method Of Carving Shapes In A Pumpkin Shell
09/971,786 6,575,613	10/04/2001 06/10/2003	Portable Special Effects Illumination Device
07/091,436 4,828,114	08/31/1987 05/09/1989	Pumpkin Carving Kit
07/607,150 5,092,050	10/31/1990 03/03/1992	Hand Held Scraping Device
08/182,409 6,093,446	01/14/1994 07/25/2000	Method for Decorating Surfaces With Transfer Patterns
09/163,744 6,309,092	09/30/1998 04/30/2009	Illumination Device For Illuminating An Object & Interior
6,260,480		<i>Egg Cleaning And Decorating Method and Kit</i>
D452,636		<i>Inflatable Treat Bowl</i>
6,266,186		<i>Creative Art Kit</i>



**U.S. PATENT APPLICATIONS**

SERIAL NUMBER/ PATENT NO.	FILING DATE/ ISSUE DATE	TITLE
10/401,491	03/28/2003	Piercing Tool
10/410,889	04/09/2003	Tool With Ergonomic Soft-Grip Handle
10/464,672	12/4/2001	Pumpkin Decorating Kit
10/754,066	01/07/2004	Garment and Garment Accessories Having Luminescent Accents and Fabrication Method Therefor
11/009,544	12/09/2004	Packaging System For The Display And Sale of Objects
11/236,473	09/27/2005	Drive Handle and Power Saw For Carving Soft Materials
PCT/US2004/010890	04/07/2004	Tool With Soft-Grip Handle
60/721,043	09/27/2005	Pumpkin Carving Tool
60/721,042	09/27/2005	Giant Metal Rotating Scraper Scoop
60/721,048	09/28/2005	Improved Illuminated Bucket
60/726,764	10/14/2005	Illumination Device

SERIAL NUMBER/ PATENT NO.	FILING DATE/ISSUE DATE	TITLE
PCT/US2004/09263 (expired)	03/25/2004	Piercing Tool
60/594,093 (expired)	03/10/2005	Search Game and Kit Incorporating the Same
60/602,944 (expired)	08/18/2004	Kit and Method for Decorating Plastic Eggs
60/609,109 (expired)	09/10/2004	Decoration Kit and Method for Miniature Pumpkins
60/613,676 (expired)	09/27/2004	Drive Handle and Power Saw for Carving Soft Materials
60/613,886 (expired)	09/27/2004	Illumination Device

**FOREIGN PATENT APPLICATIONS (CHINA)**

<u>SERIAL NUMBER/ PATENT NO.</u>	<u>FILING DATE/ISSUE DATE</u>	<u>TITLE</u>
200510129868.2	12/9/2005	Drive Handle and Power Saw for Carving Soft Materials

Schedule 2.1(a)(viii) - Patent Tracking Chart.doc

**SCHEDULE OF  
TRADEMARK APPLICATIONS AND REGISTRATIONS**

<b>MARK</b>	<b>COUNTRY</b>	<b>APP.# REG.#</b>	<b>FILE DATE REG. DATE</b>
'POWER' TOOLS FOR PUMPKINS	US	75/058,923 2,213,214	2/16/1996 12/22/1998
BARE BONES (stylized)	US	75/533,077 2,279,335	8/7/1998 9/21/1999
BARE BONES (stylized)	US	75/532,675 2,310,954	8/7/1998 1/25/2000
CARVE-O-LANTERN	US	73/650,902 1,465,923	3/23/1997 11/17/1987
CARVE-O-LANTERN	US	73/671,891 1,476,839	7/13/1987 2/16/1988
DURASAW	US	75/058,922 2,160,808	2/16/1996 5/26/1998
EASY CARVE	US	75/899,933 2,484,623	1/21/2000 9/4/2001

MARK	COUNTRY	APPL # REG. #	FILE DATE REG. DATE
HALLOWEEN HARDWARE	US	75/051,736 2,094,288	2/1/1996 9/9/1997
LANTERNS OF LIBERTY	US	78/088,695 2,591,780	10/16/2001 7/9/2002
LIGHTS ON	US	78/190,432 2,916,713	12/2/2002 1/4/2005
MELON LIGHTS FOR SUMMER NIGHTS!	US	74/489,514 1,879,719	2/14/1994 2/21/1995
MONSTER SNOT	US	78/086,592 2,861,224	10/2/2001 7/6/2004
OK!	US	75/315,205 2,212,466	6/26/1997 12/22/1998
OUR KIDS	US	75/315,206 2,152,583	6/26/1997 4/21/1998

MARK	COUNTRY	APPL # REG. #	FILE DATE REG. DATE
PUMPKIN MASTERS	US	74/470,930 1,912,503	12/20/1993 8/15/1995
PUMPKIN PORTRAITS	US	76/133,722 2,611,708	9/22/2000 8/27/2002
PUT A NEW FACE ON HALLOWEEN	US	73/671,896 1,477,650	7/14/1987 2/23/1988
SCARY CARRIES	US	75/557,511 2,272,369	9/24/1998 8/24/1999
THE ORIGINAL PUMPKIN CARVER	US	74/505,886 2,093,958	3/28/1994 9/9/1997
THE THING YA' FLING	US	75/718,388 2,430,455	6/1/1999 2/20/2001
ZOJO	US	75/746,868 2,437,613	7/8/1999 3/20/2004

MARK	COUNTRY	APPL # REG #	FILE DATE REG DATE
PUMPKIN MASTERS	US	78/445,703 2,987,593	7/2/2004 8/23/2005
PUMPKIN MASTERS	US	78/445,485 2,987,591	7/2/2004 8/23/2005
PUMPKINS MASTERS	US	78/445,469 2,987,589	7/2/2004 8/23/2005
PUMPKIN MASTERS / AMERICA'S PUMPKIN CARVING COMPANY & Design	Canada	082152200 489,994	8/23/1996 02/16/1998
PUMPKIN MASTERS	Canada	082152300 489,360	8/23/1996 2/05/1998
PUMPKIN PORTRAITS	Canada	1,096,668	3/21/2001
PUMPKIN MASTERS	UK	2,137,466	

MARK	COUNTRY	APPL. REG.#	FILE DATE REG. DATE
PUMPKIN MASTERS	UK	2,136,895	
PUMPKIN PORTRAITS	UK	2,265,159	
HALLOWEEN HOST	US	78/361,557 3,048,723	2/3/2005 01/24/2006
HALLOWEEN TIME	US	78/469,681	
OK!	US	78/387,834	3/19/2004
OUR KIDS	US	78/387,823	3/19/2004
POWER MASTER	US	78/484,992	9/16/2004



MARK	COUNTRY	APPL # REG. #	FILE DATE REG. DATE
PUMPKIN MASTERS	US	78/445,497 3,062,328	7/2/2004 2/28/2006
PUMPKIN MASTERS	US	78/445,507	7/2/2004
PUMPKIN MASTERS	US	78/445,691	7/2/2004
PUMPKIN MASTERS	US	78/445,696	7/2/2005
PUMPKIN MASTERS	US	78/446,138	7/6/2004
PUMPKIN MASTERS	US	78/446,167	7/6/2004
PUMPKIN MASTERS	US	78/485,003	9/16/2004

MARK	COUNTRY	APPL. / REG. NO.	FILE DATE / REG. DATE
STAR STUDDED PUMPKINS	US	78/382,029	3/10/2004
ZIPPY CARVE	US	78/289,228	8/19/2003
KID'S MONSTER LAB	US	78/707,757	9/7/2005
SUPER POKER (WORD ONLY)	US	78/738,338	11/21/2005
HALLOWEEN TRENDS (AND DESIGN)	US	78/748,983	11/8/2005
HALLOWEEN TRENDS	US	78/748,975	11/8/2005
PUMPKIN PATCH	US	78/748,978	11/8/2005

MARK	COUNTRY	APPL # REG #	FILE DATE REG. DATE
PUMPKIN PATCH (AND DESIGN)	US	78/748,988	11/8/2005
CREATIVE CARVINGS	US	78/751,387	11/10/2005
CREATIVE CARVINGS (AND DESIGN)	US	78/748,980	11/8/2005
IMAGE CASTER	US	78/707,755	9/7/2005
READY, SET, CARVE!	US	78/678,321	7/26/2005
OUR KIDS	CHINA	4183643	07/23/2004
PUMPKIN MASTERS	CHINA	4180159	07/21/2004

MARK	COUNTRY	APPL # REG. #	FILE DATE REG. DATE
PUMPKIN MASTERS	CHINA	4180163	07/21/2004
PUMPKIN MASTERS	CHINA	4180161	07/21/2004
PUMPKIN MASTERS	CHINA	4180160	07/21/2004
PUMPKIN MASTERS	CHINA	4180162	07/21/2004
PUMPKIN MASTERS	CHINA	4180164	07/21/2004
PUMPKIN MASTERS	CHINA	4180158	07/21/2004
PUMPKIN MASTERS	CHINA	4180157	07/21/2004

DISCLOSURE SCHEDULES

- Schedule 2.1(a)(ix)

Intangible Property – see above Schedule 2.1(a)(viii)

DISCLOSURE SCHEDULES

- Schedule 2.1(a)(x)

Prepaid Expenses:

Xiomara - prepaid Aerosol material - \$13,320

DISCLOSURE SCHEDULES

- **Schedule 2.1(a)(xi)**

Accounts Receivable and Notes Receivable – see attached schedule for details.

CUSNO	CNAME	INVR	TYPE	TRNDTX	AGCDN	AGEDTX	TDUE	CURR	OV00	OV30	OV60	OV80	OV@	ADDR1	ADDR2	CITY	ST	ZIP
99005212	1 ABC TREE FARM	3518 ADJ		32306	0	30306	\$	\$	\$	\$	\$	\$	\$	2464 EL C SUITE #93	SANTA CL	CA	95051	
99005212	1 ABC TREE FARM	3518 ADJ		32306	0	30306	\$	\$	\$	\$	\$	\$	\$	2464 EL C SUITE #93	SANTA CL	CA	95051	
99005212	1 ABC TREE FARM	3522 INV		32306	0	30606	\$	(962.88)	\$	\$	\$	\$	\$	2464 EL C SUITE #93	SANTA CL	CA	95051	
99005212	1 ABC TREE FARM	59576 ADJ		32306	4	102005	\$	\$	\$	\$	\$	\$	\$	2464 EL C SUITE #93	SANTA CL	CA	95051	
99005406	1 ACE HARDWARE CORP	59949 ADJ		32306	4	111005	\$	\$	\$	\$	\$	\$	\$	2464 EL C SUITE #93	SANTA CL	CA	95051	
99005406	1 ACE HARDWARE CORP	56623 INV		70505	4	111005	\$	\$	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	56623 INV		70505	4	111005	\$	\$	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	56786 PAY		112805	4	111005	\$	3.82	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	56787 PAY		111505	4	111005	\$	17.98	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	56788 PAY		111505	4	111005	\$	42.80	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	56789 PAY		111505	4	111005	\$	67.66	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	56790 PAY		111505	4	111005	\$	52.96	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	56791 PAY		111505	4	111005	\$	48.75	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	56792 PAY		111505	4	111005	\$	31.94	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	56794 PAY		111505	4	111005	\$	42.89	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	57778 PAY		111505	4	111005	\$	3.08	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	57828 PAY		100405	4	92805	\$	1.69	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	57917 PAY		100405	4	92805	\$	3.75	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	58063 PAY		111505	4	111005	\$	7.86	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	58259 PAY		111505	4	111005	\$	1.52	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	58578 PAY		111505	4	111005	\$	1.89	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	58834 PAY		103105	4	102805	\$	64.59	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	59052 PAY		122705	4	102905	\$	9.25	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99005406	1 ACE HARDWARE CORP	2687 ADJ		111505	4	111505	\$	2.50	\$	\$	\$	\$	\$	2200 KEN	OAK BROOK	IL	60523	
99024428	1 ACO HARDWARE	2939 ADJ		111505	4	10306	\$	10.48	\$	\$	\$	\$	\$	ADMINISTR 8401 W 16	TINLEY P	IL	60477	
99024638	1 AMERICAN SALE CORP.	57213 PAY		10306	2	10306	\$	(810.72)	\$	\$	\$	\$	\$	1150 WES	AMHERST	MA	01002	
99027509	1 ATKINS FARMS	58363 PAY		114045	4	10205	\$	264.96	\$	\$	\$	\$	\$	1340 S MIL	WEBSTER	NY	14580	
99006422	1 BAUMANS FARM MARKET	57999 PAY		30906	4	10205	\$	97.84	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	3102 ADJ		10906	2	10906	\$	192.60	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	57253 INV		81105	4	111005	\$	72.60	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	57254 INV		81105	4	111005	\$	120.00	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	57255 INV		81105	4	111005	\$	236.76	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	57256 INV		81105	4	111005	\$	192.60	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	57257 INV		81105	4	111005	\$	72.60	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	58246 INV		90905	4	111005	\$	1,469.10	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	58247 INV		90905	4	111005	\$	437.34	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	58248 INV		90905	4	111005	\$	1,293.96	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	58249 INV		90905	4	111005	\$	420.00	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	58469 INV		91605	4	111005	\$	94.56	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	58500 INV		91605	4	111005	\$	94.56	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	58501 INV		91605	4	111005	\$	267.60	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	58502 INV		91605	4	111005	\$	47.28	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	58503 INV		91605	4	111005	\$	47.28	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	58504 INV		91605	4	111005	\$	47.28	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99005020	1 BIGG'S HYPERMARKET	59585 PAY		30606	4	111205	\$	414.14	\$	\$	\$	\$	\$	DBA HALL PO BOX 3	OWENTON	KY	40359	
99006086	1 BRADLEY FARMS	57780 INV		82505	-2	82506	\$	414.14	\$	\$	\$	\$	\$	1543 MAPI	ELMIRA	NY	14904	
99022719	1 C & S WHOLESAL GROCERS	99999 ADJ		33105	4	111004	\$	(5,271.65)	\$	\$	\$	\$	\$	ATTN: ACI 25	WHITN MILFORD	OH	45150	
99031543	1 C & S WHOLESAL GROCERS	99999 ADJ		33105	4	111004	\$	(698.63)	\$	\$	\$	\$	\$	821 OLD F	BRATTLEVT	VT	05301	
99032166	1 CELEBRATIONS	59091 INV		92805	4	102905	\$	529.64	\$	\$	\$	\$	\$	36 THE PL	SYERTON CLIFTON	NJ	07012	
99032166	1 CELEBRATIONS	59092 INV		92805	4	102905	\$	463.59	\$	\$	\$	\$	\$	36 THE PL	SYERTON CLIFTON	NJ	07012	
99032166	1 CELEBRATIONS	59169 INV		93005	4	103005	\$	71.88	\$	\$	\$	\$	\$	36 THE PL	SYERTON CLIFTON	NJ	07012	
99031368	1 CINMAR AP	57544 PAY		100705	4	100205	\$	385.40	\$	\$	\$	\$	\$	5866 W CH	WEST CH OH		45069	
99031368	1 CINMAR AP	58967 PAY		112105	4	100405	\$	450.00	\$	\$	\$	\$	\$	5866 W CH	WEST CH OH		45069	
99006425	1 COMMUNITY DISTRIBUTORS I	91221 ADJ		100405	4	100405	\$	24.01	\$	\$	\$	\$	\$	800 COTT	SOMERSE NJ		08873	
99004490	1 CORNUCOPIA	59050 INV		92805	4	102905	\$	440.70	\$	\$	\$	\$	\$	14288 CAF	LOS GATC CA		95032	
99004490	1 CORNUCOPIA	59050 INV		92805	4	102905	\$	440.70	\$	\$	\$	\$	\$	PO BOX 5	MIAMI FL		33152	
99021358	1 COTTONE PUMPKIN PATCH	59068 PAY		30706	4	102905	\$	484.13	\$	\$	\$	\$	\$	2317 W. 2	TORRANC CA		90501	
99021358	1 COTTONE PUMPKIN PATCH	59865 PAY		30706	4	111605	\$	484.13	\$	\$	\$	\$	\$	100 TEMP SUITE 18	TORRANC CA		90501	
99018098	1 COUNSELTRON MARKETING	72005 ADJ		110305	4	101205	\$	453.87	\$	\$	\$	\$	\$	453 NOR	ALPHA IL		61413	
99013115	1 COUNTRY CORNER ROADSIDE M	60045 PAY		31706	4	101205	\$	24.50	\$	\$	\$	\$	\$	MARYSVIL WA			98270	
99020904	1 CRAFT MART SUPER STORE	99999 INV		20905	3	121005	\$	453.87	\$	\$	\$	\$	\$	6450E CH	GILROY CA		95020	
99020904	1 CREATIVE DREAMS HALLOWEEN	56857 PAY		31306	4	102105	\$	453.87	\$	\$	\$	\$	\$	421 FULLC	HEMPSTE NY		11560	
99003511	1 DANN'S SUPREME SUPERMARKET	3316 INV		111005	4	102105	\$	(35.08)	\$	\$	\$	\$	\$	215 HAWIL	PALO ALT CA		94301	
99003511	1 DIDDAMS PARTY HEADQUARTER	57931 PAY		110705	4	100105	\$	35.08	\$	\$	\$	\$	\$	215 HAWIL	PALO ALT CA		94301	













1	WAL-MART STORES, INC.	1720501	58761	PAY	121405	4	112205	\$	182.09	\$	-	-	-	-	-	-	-	-	INVOICE C 1108 SE 1	BENTONV AR	72716-8004
1	WAL-MART STORES, INC.	1720501	58762	PAY	120505	4	112205	\$	93.87	\$	-	-	-	-	-	-	-	-	INVOICE C 1108 SE 1	BENTONV AR	72716-8004
1	WAL-MART STORES, INC.	1720501	58877	PAY	120505	4	112605	\$	116.24	\$	-	-	-	-	-	-	-	-	INVOICE C 1108 SE 1	BENTONV AR	72716-8004
1	WAL-MART STORES, INC.	1720501	59478	PAY	121405	3	120905	\$	50.76	\$	-	-	-	-	-	-	-	-	INVOICE C 1108 SE 1	BENTONV AR	72716-8004
1	WEGMANS	99004850	56745	PAY	112905	4	82005	\$	864.00	\$	-	-	-	-	-	-	-	-	P. O. BOX 1500 BRO	ROCHEST NY	14803
1	WHOLE FOODS	63144	3265	INV	110305	4	110305	\$	(56.88)	\$	-	-	-	-	-	-	-	-	1601 S BR	ST LOUIS MO	63144
1	WHOLE FOODS	63144	3268	INV	110305	4	110305	\$	(56.88)	\$	-	-	-	-	-	-	-	-	1601 S BR	ST LOUIS MO	63144
1	WHOLE FOODS	63144	3269	INV	110305	4	110305	\$	58.88	\$	-	-	-	-	-	-	-	-	1601 S BR	ST LOUIS MO	63144
1	WHOLE FOODS	63144	3248	INV	111705	4	111705	\$	(58.88)	\$	-	-	-	-	-	-	-	-	1601 S BR	ST LOUIS MO	63144
1	WHOLE FOODS	99026970	60237	INV	111805	4	111605	\$	(40.08)	\$	-	-	-	-	-	-	-	-	601 N LAW STE 100	AUSTIN TX	78703-5407
1	WHOLE FOODS	99030096	3309	INV	120505	3	31406	\$	-	\$	-	-	-	-	-	-	-	-	1010 PARL	SAN MATE CA	94403-1572
1	WHOLE FOODS	99030096	58240	INV	100505	4	101805	\$	(267.34)	\$	-	-	-	-	-	-	-	-	6401 WOC STE 149	HOUUSTON TX	77057-1670
1	WHOLE FOODS	99027166	58271	PAY	101005	4	101805	\$	(354.60)	\$	-	-	-	-	-	-	-	-	6401 WOC STE 149	HOUUSTON TX	77057-1670
1	WHOLE FOODS	99003958	49731	PAY	110705	4	81405	\$	125.00	\$	-	-	-	-	-	-	-	-	1800 S EA	CAMPBEL CA	95008-0608
1	WHOLE FOODS	99003958	115634	ADJ	110705	4	110705	\$	1,700.00	\$	-	-	-	-	-	-	-	-	16119 12A	WHITE RC	V4A 6V8
1	WILSON FARM	99006905	58000	PAY	110705	4	110705	\$	(0.06)	\$	-	-	-	-	-	-	-	-	16119 12A	WHITE RC	V4A 6V8
1	WOODWORTH PARTY STORE	99006022	59056	PAY	110705	4	10265	\$	189.00	\$	-	-	-	-	-	-	-	-	10 PLEAS	LEXINGTC MA	02421
1	YANKEE HARVEST	99025129	61629	PAY	32006	0	32406	\$	(552.60)	\$	-	-	-	-	-	-	-	-	827 BAY A	CAPITOLA CA	95010
								\$	144,271.60	\$	414.14	\$	5,719.67	\$	159.46	\$	2,906.22	\$	133,517.74	\$	1,554.37

**DISCLOSURE SCHEDULES**

• **Schedule 2.1(a)(xii)**

**Customer Purchase Orders / Commitments / Forecasts:**

Customer Name	2004 Sales	2005 Sales	2006 Forecast	\$ Change	% Change
WAL-MART STORES, INC.	\$ 3,152,810	\$ 3,784,362	\$ 3,923,994	\$ 139,632	3.7%
KMART CORP	\$ 698,963	\$ 648,084	\$ 514,382	\$ (133,732)	-20.0%
MICHAELS STORES	\$ 592,065	\$ 584,410	\$ 570,506	\$ (13,908)	-2.4%
WALGREENS CO.	\$ 348,888	\$ 471,991	\$ 229,649	\$ (242,051)	-51.3%
KOHL'S			\$ 116,888	\$ 116,888	
JOANN STORES INC	\$ 88,214	\$ 169,208	\$ 104,403	\$ (84,805)	-38.3%
DISNEY WORLDWIDE SVCS.	\$ 113,485	\$ 118,312	\$ 81,232	\$ (84,080)	-48.9%
PAMIDA	\$ 25,630	\$ 21,774	\$ 82,297	\$ 36,523	149.2%
HOBBY LOBBY	\$ 31,839	\$ 38,798	\$ 49,478	\$ 13,682	38.2%
SHOPKO STORES, INC.	\$ 59,872	\$ 49,178	\$ 48,057	\$ 1,879	4.1%
LONGS DRUG STORE		\$ 18,449	\$ 36,184	\$ 17,735	96.0%
CRATE & BARREL	\$ 14,252	\$ 13,418	\$ 15,424	\$ 2,006	15.0%
FARM MARKETS OF OHIO	\$ 14,524	\$ 4,807	\$ 19,200	\$ 5,393	121.4%
COMMUNITY DISTRIBUTORS	\$ 5,798	\$ 7,991	\$ 7,999	\$ 878	12.4%
NEXCOM			\$ 7,035	\$ 7,035	
GARDEN RIDGE		\$ 4,828	\$ 5,910	\$ 1,084	22.5%
CORPLOGO WARE LLC		\$ 2,000	\$ 4,473	\$ 2,473	123.7%
PENN TRAFFIC CO/GM-HBC	\$ 17,748	\$ 3,427	\$ 3,331	\$ (96)	-2.5%
CONFETTI JUNCTION	\$ 3,320	\$ 3,552	\$ 983	\$ (2,569)	-72.3%
WAL-MART CANADA INC		\$ 29,172	\$ -	\$ (29,172)	-100.0%
LINENS N THINGS		\$ 23,888	\$ -	\$ (23,888)	-100.0%
GAP, THE	\$ 77,219	\$ 47,557	\$ -	\$ (47,557)	-100.0%
<b>Total</b>	<b>\$ 8,235,557</b>	<b>\$ 6,034,812</b>	<b>\$ 5,762,132</b>	<b>\$ (272,480)</b>	<b>-4.5%</b>