Uniform Commercial Code - Financing Statement - Form UCC-1

1. Type form. 2. If space is inadequate continue on additional sheet. 3. Enclose filing fee.

4. Fillings in the Secretary of State's Office must contain either the debtor's federal employer identification number or social security number.

"When the debtor is a sole proprietor, only the debtor's social security number is authorized to be filed". Prepaid account number Debtor (if individual, last name first) and address: 1. Debtor (if individual, last name first) and address: TALLMON & TALLMON JEWELERS, INC. 520 WEST 23RD STREET SUITE F LAWRENCE, KANSAS 60646 FEIN FEIN4 8 - 1183165 2. Secured Party and address (there may be more than one): (Type information inside gray area) FREDERICK GOLDMAN, INC. 154 WEST 14TH STREET NEW YORK, N.Y. 10011 3. Assignee and address if applicable [] The debtor is a transmitting utility 4. Mark, if applicable: [] Products of collateral are also covered 5. (a) This financing statement covers the following types (or items) of property: (Describe) SEE ATTACHED SCHEDULE "A" (b) If collateral is crops, the above described crops are growing or are to be grown on: (Describe real estate) (c) If applicable, the above (goods are to be come fixtures on:) (timber is standing on:) (minerals or the like, including oil and gas, or accounts will be financed at the wellhead or minehead of the well or mine located on:) (Legal description of real estate) Name of record owner: _ 6. If filing without debtor signature items a, b, c or d must be marked: a. [] Collateral already subject to a security interest in another jurisdiction when it was brought into this state, or when the debtor's location is changed to this state.] Collateral is proceeds of the original collateral in which a security interest was perfected] Collateral as to which the filing has lapsed. d. [] The filing covers collateral acquired after a change of name identity or corporate structure of debtor Signature of Debtor Party (or assignee)

Form UCC-1 Form approved by Kansas Secretary of State

Signature of Debtor

DANIEL PEPE/ASSISTANT CREDIT MANAGER

Signature of Secured Party (or assignee)