



INTEROFFICE MEMORANDUM

TO: SHAREHOLDERS, AND NOT-RESPONSIBLE PARTIES
FROM: IVIEWIT HOLDINGS, INC.
SUBJECT: MINUTES OF APRIL 30, 2004 DIRECTORS AND OFFICERS CONFERENCE CALL
DATE: MAY 2, 2004

Attendees: E. Bernstein P.S. Lamont, G. Iantoni, J. Armstrong, K. Andersen, D. Kane, A. Dietz, S. Warner (as Chairman & Co-Founder on behalf of Crossbow Ventures board seat and on behalf of E. Chen, H. Powell, M. Shaw), J. Friedstein, Marc Garber, Esq.

Absent: S. Bernstein, M. Buchsbaum, D. Colter, C.P. Rogers, Esq, K. Lockwood, , A. Epstein, Esq.

Most notably, and towards the end of the teleconference, S. Warner applauds the efforts of acting management to date on behalf of the shareholders that go above and beyond the call of duty. This show of support from the largest Iviewit investor, spurs acting management onwards to right the many wrongs on behalf of shareholders.

CEO Lamont opened the teleconference by pointing to the Summary of the April 21 shareholder communication and stating that it depicts a pattern of fraud, deceit, and misrepresentation, running so deep and so wide that it tears at the very fabric of the concept of free commerce in this country, and in the fact that intellectual property is involved, it tears at the very fabric of the Constitution of the United States, and, now, how best can we serve the shareholders.

Further CEO Lamont advises that the sums at stake are huge, and points to industry statistics that state MPEG 2, alone, runs revenues in the nine figures, and that shareholders should be receiving their proportionate share of these revenues, as well as revenues from other unauthorized users, rather than forfeiting the past five years of royalties as a result of the aforementioned pattern of fraud, deceit, and misrepresentation of the Responsible Parties.

Moreover, CEO Lamont states that multiple patent experts have advised Iviewit that its patent applications fail to adequately teach ones skilled in the art how to make and use the inventions, and that all of the investors are not named on any of the patent applications, and that, unbeknownst until recently, certain core inventions and others are not assigned to Iviewit Holdings, Inc., but to Iviewit Technologies Inc., a company with possibly limited shareholders including Proskauer Rose LLP, New Media Holdings LLC, and, perhaps, the two foreign inventors, Zakirul Shirajee and Jude Rosario.

Directly after, CEO Lamont misspoke by declaring that USPTO assembled a five-man team to investigate, but the reality of the situation was that Iviewit contacted Harry I. Moatz, Director of the Office of Enrollment and discipline of the USPTO, who is looking into the attorney misconduct of

six complained of attorneys, and Mr. Moatz advised Iviewit to notify the USPTO Commissioner of Fraud Upon the Patent Office in the naming of the inventors, assignment issues and content problems by our former counsel. Next, Moatz assembled program examiners to assist Iviewit in putting patent applications into suspension; currently four patent applications are suspended and Iviewit awaits the suspension of two more while allowing both the USPTO and Iviewit time to fully investigate the allegations whereby no damage or loss will occur to any of the filings once they are suspended.

Moreover, E. Bernstein states that recently reviewed corporate issues, involving possible corporate malfeasances regarding the patents, are far less important than patent problems including the failure to adequately capture the inventions, inventorship issues, and the assignments, whereby Iviewit fears that shareholders may own only a portion or none of the inventions, wherever they may lie. Furthermore, Bernstein states that the certain Utley patents provide for no assignment to Iviewit, and that several other patent applications remain unassigned leaving shareholders with no interest in these patents, possibly. Lastly, Bernstein stated that Iviewit has documentation suggesting unauthorized uses of the technology by large entertainment content and technology companies.

D. Kane states that he has written off his investment, and states that he has no board notes or recollection of the corporate structure, and “wants no further involvement”, but points Iviewit to Proskauer Rose LLP who, he claims, have a complete set of corporate books, including but not limited to the minutes of board of director meetings. Further, Kane suggests that the OED and USPTO should lead the investigation of Iviewit patent applications as an initial action. At which point, Bernstein agrees and states the fraud is a high crime against the USPTO that warrants submission to an Administrative Court, upon information and belief, devoted exclusively to USPTO matters, to determine the charges of fraud upon the USPTO and correct the inventors. Stephen Warner, Chairman and Co-Founder on behalf of Crossbow Ventures, Inc. executes the inventor change form claiming fraud by former counsel and management. Bernstein stated to Kane that he had intimate involvement in the design of and how shareholders would best benefit from, the formation of the multiplicity of companies set up by himself and the Board and that many shareholders relied on his expertise as a Managing Director of Goldman Sachs at the time, in making their investments. Bernstein further points to Kane’s expertise in technology and patents for Goldman Sachs and that shareholders and management relied on his expertise in corporate formations when taking his suggestions. Bernstein also requests that Kane respond to a recent email requesting Kane to explain the corporate structure and how the patents are situated to best serve shareholders and Kane refuses to provide such information or do any further work to aid shareholders in understanding the problems caused while he served on the board. Finally, Kane states that Gerald R. Lewin, Iviewit former accountant, is contacting the D&O insurance carriers, and that Kane has no knowledge of any wrongdoing, but later states recollection of an investigation of Utley writing patent applications into his own name and firing Utley for same.

As Kane departs the teleconference, J. Armstrong states that the problems of the patent applications point to malpractice charges against attorneys and that Iviewit should explore these avenues; he further points to past mismanagement of Iviewit, and, in his view, the leadership by the board of directors and officers left something to be desired and had never sent shareholders correspondences regarding loans, even upon demand. Armstrong and Bernstein review a meeting whereby attorneys Boehm, Becker, and Wheeler were present with Board members and Officers Simon Bernstein, Eliot Bernstein, Maurice Buchsbaum, and Armstrong when the attorneys were confronted on taped conversations with issues of missing assignments, missing inventors, and errors with patents filed by Proskauer, MLGS and Foley, that could have caused fraud on the shareholders.

Bernstein reports these occurrences to the board. Finally, Armstrong supports a breach of contract action against Schiffrin & Barroway LLP (see below).

K. Andersen suggests the engagement of contingency fee attorneys, and a push on any federal agency investigation.

M. Garber, of counsel to Flaster Greenberg P.C. of Cherry Hill, N.J., points to his review of the documentation and states that the issues go beyond malpractice, to purposeful actions of fraud, deceit, and misrepresentations involving a variety of criminal laws, by individuals who go to the ends of the earth to cloak their activities. Moreover, he thinks that Iviewit has a great case, and feels that the multiplicity of incorporations smacks of suspicion. Furthermore, following Armstrong, he points to Schiffrin & Barroway LLP (attached), as a positive next step for Iviewit. Still further, regarding Barroway's unilateral withdrawal from the contract and the circumstances surrounding the case, Garber, claims that one need not be legally trained to see the value of the Barroway contract. Lastly, Bernstein follows by suggesting an action against Barroway's breach of contract, as the best course of action, wherein Garber states total cost of \$50,000 to \$100,000 with the possibility of forcing Barroway to perform to all contract clauses..

CEO Lamont offers shareholders to have him take the lead on any future action not brought directly by Iviewit, and invites shareholders to participate along with him, on behalf of all shareholders similarly situated, for either option.

Furthermore, Warner recalls a similar set of circumstances that he was personally involved with, that took two years for the FBI to begin an investigation, stating that they proceed more slowly than you can imagine, but they proceed, and that, logically, following any "placeholder" action by Iviewit, the bulk of the costs fall to the government. Garber adds that a court might stay any "placeholder" suit while the government proceeds. Lastly, Warner offers contacts with litigation venture funds that seemingly fund the pursuit of meritable actions, probably in return for a portion of damage recoveries.

Bernstein states that the former board needs to act immediately to apprise shareholders of all issues and begin taking actions that protect them, and closed the teleconference by thanking parties for their participation.

In light of these discussions, Iviewit will submit questions to those ALL Parties to answer and fill in some blanks pertaining to the wrongs committed or any knowledge they may have; per Don Kane's information, Iviewit will also ask Proskauer Rose to send a complete set of documents to all former board members and officers.