



Friday, July 04, 2003

Mitchell & Isa Welsch
469 Gwynedd Avenue
Lower Gwynedd, PA 19002

Dear Mitchell & Isa Welsch,

Per our agreement, it is my understanding that if the Schiffrin & Barroway, LLP deals closes that you will receive a 12.5% voting equity interest in total in Iviewit or any new Company that is created as a result to be inclusive of any current shareholdings. It further is agreed that Schiffrin & Barroway, LLP for covering all the costs for the following list of items below will receive up to 50% voting equity, which includes the amount of interest purchased from Crossbow/Distream. Further, it is understood that the Crossbow/Distream interest of 21% will be purchased at a cost of \$100,000 or \$200,000 for 29% as to be negotiated between Iviewit and Schiffrin & Barroway, LLP and further that any/all DiStream/Crossbow interest will be converted to equity. Monies raised or earned vis-à-vis any litigation will flow to the Company and be distributed according to future agreement on the terms.

Cost included to be;

- Patent re-writes non-discretionary at a minimum of \$250,000
- Proskauer Rose litigation
- Foley and Lardner litigation
- Meltzer Lippe Goldstein & Schlissel litigation
- NDA litigation and Patent Infringement litigation
- Operating cost to include Eliot Bernstein and P. Stephen Lamont
- Schiffrin & Barroway, LLP to recover stock from anyone involved in malfeasances to be put back into company and split equally amongst Schiffrin & Barroway, LLP and other stock group
- 15,000 of Corporate restructuring costs for new company non-discretionary, if a new company is executed

As always, with best regards,

A handwritten signature in black ink, appearing to read "E. Bernstein", written in a cursive style.

Eliot I Bernstein
Founder
I View It Technologies, Inc.

cc: Caroline Prochotska Rogers, Esquire

10158 Stonehenge Circle
Suite 801
Boynton Beach, FL 33437-3546
561.364.4240