



INTEROFFICE MEMORANDUM

TO: S. BERNSTEIN, K. ANDERSON, D. KANE, S. WARNER (ON BEHALF OF H. POWELL), M. BUCHSBAUM, J. ARMSTRONG, G. IANTONI, K. LOCKWOOD, A. EPSTEIN, D. COLTER, C.P. ROGERS, A. DIETZ

FROM: E. I. BERNSTEIN, P. S. LAMONT

SUBJECT: CONFERENCE CALL AGENDA

DATE: APRIL 30, 2004

AGENDA

ACTION ITEM NO. 1

Based on the problems delineated below, should the Company retain competent legal counsel and a CPA firm to file a civil action before initiation of any third-party formal investigations to gain control of the process to better serve shareholders?

Actions to control shareholder and other suits so that Not-Responsible Parties are demarcated from Responsible Parties.

- ...
- ...
- ...

ACTION ITEM NO. 2

The Company's inventions have been proliferated across a wide range of devices and hardware, firmware, and software platforms through breach of executed NDA's and conflicts of interests by Proskauer Rose LLP and Kenneth Rubenstein in the patent pools, whereby they generate revenue through legal fees and other areas the Company currently has no knowledge.

Actions to control shareholder and other suits so that Not-Responsible Parties are demarcated from Responsible Parties.

- ...
- ...
- ...

ACTION ITEM NO. 3

Based on information from multiple patent counsels, none of the patent applications appear to contain the critical elements of the inventions, including patent counsel for Huizenga Holdings and Warner Bros.

Actions to control shareholder and other suits so that Not-Responsible Parties are demarcated from Responsible Parties.

- ...
- ...
- ...

ACTION ITEM NO. 4

Based on preliminary information from the USPTO, none of the critical patent applications appears to be assigned to Iviewit Holdings, Inc. (fka Uview.com, Inc. with all the original investors), but rather are assigned to Iviewit Technologies, Inc. (fka Iviewit Holdings for a period of 14 days), and many patent applications in the portfolio are not assigned to Iviewit Holdings, Inc. (fka Uview.com, Inc.).

Actions to control shareholder and other suits so that Not-Responsible Parties are demarcated from Responsible Parties.

- ...
- ...
- ...

ACTION ITEM NO. 5

Based on preliminary information from the USPTO, none of the patent applications appear to have the correct inventors¹.

¹ The Company will seek advice of credible patent counsel as to the detrimental effects, but based on information now at hand, either: (a) when assignments are corrected and before inventorship issues are corrected, the Company only benefits from that portion of the patent application that includes the correct

Actions to control shareholder and other suits so that Not-Responsible Parties are demarcated from Responsible Parties.

- ...
- ...
- ...

ACTION ITEM NO. 6

Review of potential upside to benefit shareholders.

Patents

Civil Claims

Actions to control shareholder and other suits so that Not-Responsible Parties are demarcated from Responsible Parties.

- ...
- ...
- ...

ACTION ITEM NO. 7

Division of responsibilities:

Contact carriers for law firms

File Claims

Letters to non-participating, Not-Responsible Parties

Letters to Responsible Parties

Contributions to Iviewit Action Fund

inventor(s); or (b) when assignments are corrected and before inventorship issues are corrected, such a patent application will be invalidated upon issuance.



**LETTER OF LIABILITIES
EXECUTIVE SUMMARY & OPPORTUNITIES GOING FORWARD**

I. PATENTS PENDING – ASSIGNMENTS

The Company depicts the video scaling and imaging patent applications presented by past patent counsel, compared to preliminary information from the USPTO as follows:

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DISCLAIMER: THE COMPANY SUBMITS THIS SUMMARY, AND THE 04/21/2004 SHAREHOLDER LETTER INCORPORATED HEREIN BY REFERENCE, WITHOUT REPRESENTATION OR WARRANTY OF ANY KIND, EXPRESS OR IMPLIED, INCLUDING, WITHOUT LIMITATION, ANY REPRESENTATION OR WARRANTY AS TO FITNESS FOR A PARTICULAR PURPOSE, ALL PURPOSES OF WHICH ARE DISCLAIMED BY THE COMPANY, AND THE COMPANY HEREBY RENOUNCES ANY SUCH REPRESENTATION OR WARRANTY.

PATENT PORTFOLIO - ASSIGNEE PROBLEMS

PATENT SERIAL NO.	TITLE	USPTO ASSIGNEE	ASSIGNEE MLGS DEC 1999	ASSIGNEE FOLEY JULY 2000	ASSIGNEE BSTZ JULY 2001	ASSIGNEE BSTZ NOV.2003
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U.S. PROVISIONAL

60/223,344	Zoom & Pan Using a Digital Camera	NOT ASSIGNED			NOT ASSIGNED	NOT ASSIGNED
60/233,341	Zoom & Pan Imaging Design Tool Apparatus and Method for Producing Enhanced Video Images and/or Video Files	USPTO WILL NOT DISCLOSE INFO			NOT ASSIGNED - USPTO SAYS NOT IVIEWITS	NOT ASSIGNED - Patent office says not iviewit's???
60/169,559	Apparatus & Method for Producing Enhanced Video Images and/or Video Files	Bernstein to Iviewit Holdings, Inc/ Iviewit Technologies Inc. to Alpine	NOT ASSIGNED	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
60/155,404	Apparatus & Method for Producing Enhanced Video Images and/or Video Files	Bernstein to Iviewit Holdings, Inc to Iviewit Technologies Inc. to Alpine	NOT ASSIGNED	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
60/149,737	Apparatus and Method for Producing Enhanced Digital Images and/or Digital Video Files	Bernstein to Iviewit Holdings, Inc to Iviewit Technologies Inc. to Alpine	NOT ASSIGNED	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
60/146,726	Apparatus & Method for Producing Enhanced Digital Images	Bernstein to Iviewit Holdings, Inc to Iviewit Technologies Inc. to Alpine	NOT ASSIGNED	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
60/141,440	Apparatus & Method for Providing and/or transmitting Video Data and/or Information in a Communication Network	Bernstein to Iviewit Holdings, Inc to Iviewit Technologies Inc. to Alpine	NOT ASSIGNED	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
60/137,921	Apparatus & Method for Playing Video Files Across the Internet	Bernstein to Iviewit LLC to Iviewit Holdings, Inc.	8/5/99 Assigned Docket Shows no name, missing conf assignments	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
60/137,297	Apparatus & Method for Producing Enhanced Video Images	Bernstein to Iviewit LLC to Iviewit Holdings, Inc., Iviewit Technologies, Inc. to Alpine	8/5/99 Assigned Docket Shows no name, missing conf assignments	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
60/125,824	Apparatus & Method for Producing Enhanced Digital Images	Bernstein to Iviewit LLC to Iviewit Holdings, Inc., Iviewit Technologies, Inc. to Alpine	8/5/99 Assigned Docket Shows no name, missing conf assignments	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.	Iviewit Holdings, Inc.

U.S. NON-PROVISIONAL

09/630,939	System & Method for Providing an Enhanced Digital Image File Apparatus & Method for Producing	Iviewit Technoloiges Inc. to Alpine		MISSING FROM DOCKET	NOT ASSIGNED	NOT ASSIGNED
09/522,721	Enhanced Digital Images	Iviewit Technologies, Inc.	MISSING FROM DOCKET	NOT ASSIGNED	NOT ASSIGNED	NOT ASSIGNED

PATENT PORTFOLIO - ASSIGNEE PROBLEMS

PATENT SERIAL NO.	TITLE	USPTO ASSIGNEE	ASSIGNEE MLGS DEC 1999	ASSIGNEE FOLEY JULY 2000	ASSIGNEE BSTZ JULY 2001	ASSIGNEE BSTZ NOV.2003
09/587,734	System & Method for Providing an Enhanced Digital Video File	Iviewit Technoloiges Inc. to Alpine		NOT ASSIGNED	APPLICANT = Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
09/587,026	System & Method for Playing a Digital Video File	Iviewit Technoloiges Inc. to Alpine		NOT ASSIGNED	APPLICANT = Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
09/587,730 FOREIGN	System & Method for Streaming an Enhanced Digital Video File	Iviewit Technoloiges Inc. to Iviewit Holdings, Inc. to Alpine		NOT ASSIGNED	APPLICANT = Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
PCT/US00/21211	System & Method for Providing an Enhanced Digital Image File		MISSING FROM DOCKET	MISSING FROM DOCKET	APPLICANT = Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
PCT/US00/15602	System & Method for Video Playback Over a Network			NOT ASSIGNED	APPLICANT = Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
PCT/US00/15406	System & Method for Playing a Digital Video File			NOT ASSIGNED	APPLICANT = Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
PCT US00/15408	System & Method for Streaming an Enhanced Digital Video File			NOT ASSIGNED	APPLICANT = Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
PCT/US00/15405	System & Method for Providing an Enhanced Digital Video File			NOT ASSIGNED	APPLICANT = Iviewit Holdings, Inc.	Iviewit Holdings, Inc.
PCT US00/07772	Apparatus & Method for Producing Enhanced Digital Images					
EPO 00938126.0	System & Method for Streaming an Enhanced Digital Video File					Iviewit.com, Inc.
EPO 00944619.6	System & Method for Streaming an Enhanced Digital Video File					Iviewit.com, Inc.
EPO 00955352.0	System & Method for Providing an Enhanced Digital Image File					Iviewit Holdings, Inc.
Japan 2001 502364	System & Method for Streaming an Enhanced Digital Video File					Iviewit.com, Inc.
Japan 2001 502362	System & Method for Streaming an Enhanced Digital Video File					Iviewit.com, Inc.
Japan 2001 514379	System & Method for Providing an Enhanced Digital Image File					Iviewit Holdings, Inc.

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(1) USPTO data was from phone conversations with Kenneth Wieder Special Program Examiner



The Company is awaiting written confirmation from USPTO, but at this time, **NONE** of the critical patent applications includes Iviewit Holdings (fka Uview.com, Inc.), as assignee, and **MANY** patent applications in the portfolio are **NOT** assigned to Iviewit Holdings, Inc. (fka Uview.com, Inc.)

II. PATENTS PENDING – INVENTORS

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PATENT PENDING PORTFOLIO - INVENTOR PROBLEMS

PATENT SERIAL NO.	TITLE	BONA FIDE INVENTORS	INVENTOR(S) USPTO (1)	INVENTOR(S) MLGS DEC. 1999	INVENTOR(S) FOLEY JULY 2000	INVENTOR(S) BSTZ JULY 17 2001	INVENTOR(S) BSTZ NOV 20 2003
U.S. PROVISIONAL							
60/223,344	Zoom & Pan Using a Digital Camera	Bernstein, Shirajee & Rosario - This patent was never approved by the Company	Bernstein & Utley			Utley	Utley
60/233,341	Zoom & Pan Imaging Design Tool Apparatus and Method for Producing Enhanced Video Images and/or Video Files	Bernstein, Shirajee & Rosario	USPTO WILL NOT DISCLOSE INFO - STATES IVIEWIT HAS NOT RIGHTS TO IT			Utley	Utley
60/169,559	Apparatus and Method for Producing Enhanced Digital Images and/or Digital Video Files	Bernstein, Shirajee & Rosario	Bernstein	Bernstein	Bernstein	Bernstein	Bernstein
60/155,404	Apparatus and Method for Producing Enhanced Digital Images and/or Digital Video Files	Bernstein, Shirajee & Rosario	Bernstein	Bernstein	Bernstein	Bernstein	Bernstein
60/149,737	Apparatus and Method for Providing and/or transmitting Video Data and/or Information in a Communication Network	Bernstein, Shirajee & Rosario	Bernstein	Bernstein	Bernstein	Bernstein	Bernstein
60/146,726	Apparatus & Method for Producing Enhanced Video Images	Bernstein, Shirajee & Rosario	Bernstein	Bernstein	Bernstein	Bernstein	Bernstein
60/141,440	Apparatus & Method for Playing Video Files Across the Internet	Bernstein & Friedstein	Bernstein	Bernstein	Bernstein	Bernstein	Bernstein
60/137,921	Apparatus & Method for Producing Enhanced Video Images	Bernstein, Shirajee & Rosario	Bernstein	Bernstein	Bernstein	Bernstein	Bernstein
60/137,297	Apparatus & Method for Producing Enhanced Digital Images	Bernstein, Shirajee & Rosario	Bernstein	Bernstein	Bernstein	Bernstein	Bernstein
60/125,824	System & Method for Providing an Enhanced Digital Image File	Bernstein, Shirajee & Rosario	Bernstein & Utley		MISSING FROM DOCKET	Bernstein & Utley	Bernstein & Utley
09/630,939	System & Method for Providing an Enhanced Digital Image File	Bernstein, Shirajee & Rosario	Bernstein & Utley		MISSING FROM DOCKET	Bernstein	Bernstein
09/522,721	System & Method for Providing an Enhanced Digital Video File	Bernstein, Shirajee & Rosario	Bernstein & Utley - From certified copy of filed patent, inventors signatures are missing		Bernstein, Utley & Rosario	Bernstein, Rosario & Utley	Bernstein, Rosario & Utley
09/587,734	System & Method for Playing a Digital Video File	Bernstein, Shirajee & Rosario	Bernstein & Shirajee		Bernstein & Shirajee	Bernstein & Shirajee	Bernstein & Shirajee
09/587,026	System & Method for Streaming an Enhanced Digital Video File	Bernstein, Shirajee & Rosario	Bernstein & Shirajee		Bernstein & Shirajee	Bernstein & Shirajee	Bernstein & Shirajee
09/587,730	FOREIGN						

PATENT PENDING PORTFOLIO - INVENTOR PROBLEMS

PATENT SERIAL NO.	TITLE	BONA FIDE INVENTORS	INVENTOR(S) USPTO (1)	INVENTOR(S) MLGS DEC. 1999	INVENTOR(S) FOLEY JULY 2000	INVENTOR(S) BSTZ JULY 17 2001	INVENTOR(S) BSTZ NOV 20 2003
PCT/US00/21211	System & Method for Providing an Enhanced Digital Image File	Bernstein, Shirajee & Rosario		MISSING FROM DOCKET	MISSING FROM DOCKET	Bernstein	Bernstein
PCT/US00/15602	System & Method for Video Playback Over a Network	Bernstein & Friedstein			Bernstein, Friedstein & Utley	Bernstein (Where Do Friedstein & Utley Go???)	Bernstein (Where Do Friedstein & Utley Go???)
PCT/US00/15406	System & Method for Streaming an Enhanced Digital Video File	Bernstein, Shirajee & Rosario			Bernstein & Shirajee	Bernstein	Bernstein
PCT US00/15408	System & Method for Streaming an Enhanced Digital Video File	Bernstein, Shirajee & Rosario			Bernstein & Shirajee	Bernstein	Bernstein
PCT/US00/15405	System & Method for Providing an Enhanced Digital Video File Apparatus & Method for Producing	Bernstein, Shirajee & Rosario			Bernstein, Utley & Rosario	Bernstein	Bernstein
PCT US00/07772	Enhanced Digital Images System & Method for Streaming an Enhanced Digital Video File	Bernstein, Shirajee & Rosario			Bernstein	Bernstein	Bernstein
EPO 00938126.0	System & Method for Streaming an Enhanced Digital Video File	Bernstein, Shirajee & Rosario					Bernstein & Shirajee
EPO 00944619.6	System & Method for Streaming an Enhanced Digital Video File	Bernstein, Shirajee & Rosario					Bernstein & Shirajee
EPO 00955352.0	System & Method for Providing an Enhanced Digital Image File	Bernstein, Shirajee & Rosario					Bernstein & Utley
Japan 2001 502364	System & Method for Streaming an Enhanced Digital Video File	Bernstein, Shirajee & Rosario					Bernstein & Shirajee
Japan 2001 502362	System & Method for Streaming an Enhanced Digital Video File	Bernstein, Shirajee & Rosario					Bernstein & Shirajee
Japan 2001 514379	System & Method for Providing an Enhanced Digital Image File	Bernstein, Shirajee & Rosario					Bernstein & Utley

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(1) USPTO data was from phone conversations with Kenneth Wieder - Special Program Examiner



NO patent application appears to include the correct inventors, and the Company is waiting for written confirmation from the USPTO¹.

CONCLUSION

Since, **FEW** of the patent applications appear to include Iviewit Holdings, Inc. as current assignee, **AND** since **NO** patent application includes the correct inventors, the result is **FRAUD UPON THE SHAREHOLDERS OF IVIEWIT HOLDINGS, INC.** and **FRAUD UPON THE USPTO.**

¹ The Company will seek advice of credible patent counsel as to any detrimental effects, but based on informal information now at hand, either: (a) when assignments are corrected and before inventorship issues are corrected, the Company only benefits from that portion of the patent application that includes the correct inventor(s); or (b) when assignments are corrected and before inventorship issues are corrected, such a patent application will be invalidated upon issuance.

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III. INCORPORATION RECORDS.

FIRST HALF 1999

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1st HALF 1999

INCORPORATIONS

IVIEWIT CORP.
???
01/15/99

IVIEWIT, INC.
FLORIDA C CORP.
01/26/99

IVIEWIT.COM, INC.
FLORIDA C CORP.
05/21/99

SHAREHOLDINGS

OWNER **PERCENT**

OWNER **PERCENT**

OWNER **PERCENT**

PATENT ASSIGNMENTS

SERIAL NO. **FILED** **ASSIGNED**
NONE N/A N/A

SERIAL NO. **FILED** **ASSIGNED**
NONE N/A N/A

SERIAL NO. **FILED** **ASSIGNED**
NONE N/A N/A



SECOND HALF 1999

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2nd HALF 1999

INCORPORATIONS

SHAREHOLDINGS

PATENT ASSIGNMENTS

UVIEW.COM, INC.
DEL. S CORP.
06/29/99

OWNER **PERCENT**

SERIAL NO. **FILED** **ASSIGNED**
NONE N/A N/A

IVIEWIT, LLC.
DEL. LLC
06/11/99

OWNER **PERCENT**

SERIAL NO. **FILED** **ASSIGNED**
60/125,824 3/24/1999
60/137,297 6/3/1999
60/137,921 6/7/1999

IVIEWIT.COM, LLC.
DEL. LLC
06/11/99

OWNER **PERCENT**

IVIEWIT HOLDINGS,
INC.
DEL. C CORP
12/29/99

OWNER **PERCENT**

SERIAL NO. **FILED** **ASSIGNED**
60/137,921 6/7/1999 FROM LLC
60/141,440 6/29/1999
60/146,726 8/2/1999

IVIEWIT.COM, INC.
DEL C CORP. 12/29/99

OWNER **PERCENT**

SERIAL NO. **FILED** **ASSIGNED**
EPO 00938126.0 6/2/2000
JPO 2001-502364 6/2/2000
EPO 00944619.6 6/20/2000
JPO 2001-502362 6/20/2000

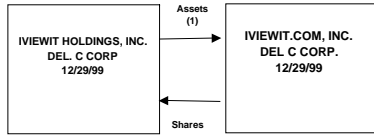


FIRST HALF 2000

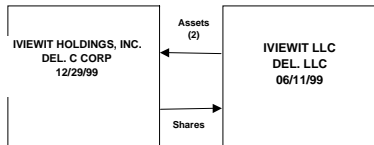
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1st HALF 2000

TRANSACTIONS (3)

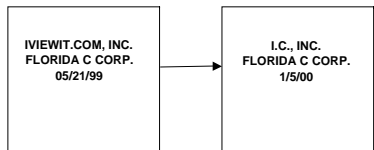
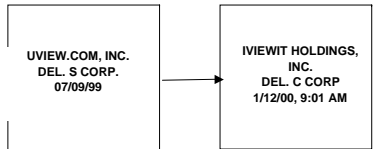
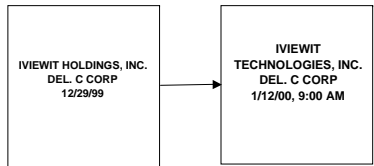


(1) 100% of Iviewit.com, LLC and patent applications.



(2) Patent applications
 (3) The Company bases this presentation on two questionable documents by Brian Utley and Mara Lerner Robbins, Esq (Proskauer attorney)

NAME CHANGES



SHAREHOLDINGS
OWNER PERCENT

OWNER PERCENT

OWNER PERCENT

OWNER PERCENT

OWNER PERCENT

PATENT ASSIGNMENTS
SERIAL NO. FILED ASSIGNED

EPO 00938126.0	6/2/2000	
JPO 2001-502364	6/2/2000	
EPO 00944619.6	6/20/2000	
JPO 2001-502362	6/20/2000	

SERIAL NO. FILED ASSIGNED

60/125,824	3/24/1999	
60/137,297	6/3/1999	
60/137,921	6/7/1999	
60/141,440	6/29/1999	
60/146,726	8/2/1999	
EPO 00938126.0	6/2/2000	
JPO 2001-502364	6/2/2000	
EPO 00944619.6	6/20/2000	
JPO 2001-502362	6/20/2000	

SERIAL NO. FILED ASSIGNED

60/125,824	3/24/1999	
60/137,297	6/3/1999	
60/137,921	6/7/1999	
60/141,440	6/29/1999	
60/146,126	8/2/1999	
EPO 00938126.0	6/2/2000	
JPO 2001-502364	6/2/2000	
EPO 00944619.6	6/20/2000	
JPO 2001-502362	6/20/2000	

SERIAL NO. FILED ASSIGNED
 NONE N/A N/A

SERIAL NO. FILED ASSIGNED
 NONE N/A N/A



IV. OWNERSHIP ISSUES: IVIEWIT ENTITIES

Arthur Andersen, after a 10-month audit, fails to find evidence of a Iviewit Holdings, Inc. (fka Uview.com, Inc.) share ownership in Iviewit Technologies, Inc. (fka Iviewit Holdings, Inc.)

V. OWNERSHIP ISSUES: PATENT APPLICATIONS

The Company has knowledge that one, or possible more, patent application(s) currently reside in the **SOLE** name of Utley, as filed by Dick, Boehm, and Becker of Foley, without assignment to the Company; factually, and as a result of discussions with USPTO, these patent application(s) may not even be property of the Company, and the Company cannot obtain further information at this time:

TITLE	INVENTOR(S)	COUNTRY	SERIAL NO.	FILING DATE	ASSIGNEE
Zoom and Pan Imaging Using a Digital Camera	Utley	United States	60/223,334	09/18/2000	Not Assigned
Zoom and Pan Imaging Design Tool	Utley	United States	60/223.341	09/18/2000	Not Assigned

VI. OPPORTUNITIES GOING FORWARD

The following table presents the opportunities, and the associated costs and risks, available to the Company going forward:

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	<u>Year 1</u>	<u>Year 2</u>	<u>Year 3</u>
Cash Inflows:			
<i>Malpractice Insurance Recoveries</i>			
Proskauer Rose LLP	\$0	\$0	\$50,000,000
Meltzer Lippe Goldstein LLP	0	0	10,000,000
Foley Lardner LLP	0	0	50,000,000
Blakely Sokoloff Taylor & Zafman LLP	0	0	15,000,000
<i>Schiffrin & Barroway LLP -- Breach of Contract</i>	0	0	10,000,000
<i>Patent Pool Royalties (1)</i>	0	0	15,000,000
<i>Other NDA's</i>	0	0	25,000,000
<i>New Business Development (2)(3)</i>	0	1,000,000	8,000,000
<i>Terminal Value of Iviewit (4)</i>	<u>0</u>	<u>0</u>	<u>139,000,000</u>
Total Cash Inflows	\$0	\$1,000,000	\$322,000,000
Cash Outflows:			
<i>Patent Counsel</i>	\$150,000	0	0
<i>International Filings Maintenance</i>	100,000	100,000	100,000
<i>Attorneys' Fees</i>	250,000	250,000	250,000
<i>Acting Officer New Business Budget</i>	<u>250,000</u>	<u>250,000</u>	<u>250,000</u>
Total Cash Outflows	\$750,000	\$600,000	\$600,000
Net Cash Flow	(\$750,000)	\$400,000	\$321,400,000
IRR	1997%		

Notes:

- (1) Represents Recovery of Royalties For 2000 - Year 3
- (2) Represents Skeleton Licensing Staff
- (3) Patents Repaired and Issued in Year 1
- (4) Capitalization Rate of 6 Times Next 12 Month Revenues

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