

This is not billed until a 6/99 bill for a 12/98 meeting??

PROSKAUER ROSE LLP

CLIENT: IVIEWIT CORPORATION  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 2

August 24, 1999

DATE	NAME	HOURS	DESCRIPTION
12/09/98	C WHEELER	2.00	Meeting as to corporate setup and new product
06/01/99	I AKSELRAD	.50	Tel w/CW & JL re tax structure
12/09/98	C WHEELER	2.00	Meeting as to corporate setup and new product
01/06/99	C WHEELER	1.50	Review of prospectus; conf as to nature of work
01/13/99	C WHEELER	.50	Follow up on status on intellectual property review and new incorporation
01/27/99	M ROBBINS	1.75	Preparation of correspondence to Bernstein. Review corporate formation documents from Secretary of State. Telephone conference with Bernstein. Preparation of memorandum to Wheeler re: intellectual property matters.
01/28/99	A CORTE	.75	Ken Rubenstein call, cf call Elliot Bernstein & Ken Rubenstein, cf Maza Robbins re confidentiality agreement
03/01/99	C WHEELER	.25	Conf as to status of intellectual property work
02/16/99	C WHEELER	.25	Conf with Mr. Bernstein; call to Mr. Rubenstein
02/17/99	C WHEELER	.25	Call to Mr. Rubenstein re patent advice; call with Mr. Solomon re financial advisor
02/18/99	C WHEELER	1.50	Conf with Mr. Lewin; follow up on Corp.; follow up on copyright; follow up on
02/18/99	C WHEELER	.25	Conf with Mr. Rubenstein
02/23/99	C WHEELER	.25	Review of correspondence re patent matters
03/16/99	M ROBBINS	.50	Inter-office conference with Wheeler re intellectual property matters.
03/11/99	K HEALY	.25	To w/K. Rubenstein re Patent advice
03/24/99	C WHEELER	.50	Call to Mr. Lewin; conf with Mr. Healey re copyright; conf with patent counsel

03/29/99 K HEALY

1.25 To w/C. Wheeler; tea w/Eliot Bernstein re intellectual property protections; to w/Raymond Joao re patent pending, tea w/E. Bernstein and Jerry Levin re license business models; review protectability of web-sites

**MELTZER LIPPE BILL**

3/29/99	Conferences with Eliot Bernstein re: follow-up work re: Provisional Patent Application	0.8	
Raymond A. Joao			
03/29/99	Conferences with Eliot Bernstein re: follow-up work re: Provisional Patent Application	0.80 Hrs	\$240.00
		1.40 Hrs	\$420.00

END

03/11/99 K HEALY

.25 To w/K. Rubenstein re Patent advice

**MELTZER LIPPE BILL**

4/5/99	Conferences with Eliot Bernstein re: follow-up work re: Provisional Patent Application	1.4	
04/05/99	Application. Conference with Eliot Bernstein re: follow-up work re: Provisional Patent Application.	1.40 Hrs	\$420.00
4/7/99	Reviewed IVIEWIT CD ROM to identify intellectual property and related issues.	1.0	
04/07/99	Application. Reviewed IVIEWIT CD ROM to identify intellectual property and related issues.	1.20 Hrs	\$360.00
04/22/99	Conference with E. Bernstein and Chris Wheeler re: scope of patent protection.	0.70 Hrs	\$210.00
		0.40 Hrs	\$120.00
05/11/99	Wheeler re: scope of patent protection.	0.40 Hrs	\$120.00
05/12/99	Conference with E. Bernstein, J. Levin and E. Bernstein; reviewed Non-Disclosure agreement and conferences with C. Wheeler of Proskauer Rose et al re non-disclosure agreement.	1.40 Hrs	\$420.00
		1.40 Hrs	\$420.00

END

04/08/99 K HEALY

.75 Copyright: Review CD-Rom; advise E. Bernstein on copyright protection matters

04/22/99 K HEALY

.25 To w/R. Joao; e-mail to E. Bernstein

05/03/99 K HEALY

1.50 Review Iviewit Business Plan for IP Issues; draft suggested revisions to business plan

05/12/99 C WHEELER

1.00 Conf with Messrs Bernstein and Levin; call to R. Joao; transmittal of agreement

05/12/99 C WHEELER

.50 Cont with Mr. Joao re stock ownership, subsidiary and patent protection

05/12/99 C WHEELER 2.00 Conf with Joao; meeting with Thompson to arrange for confid. agreements and genetic agreements

05/19/99 D THOMPSON II 1.75 Prepare Technology/Software Evaluation Agreement.

05/20/99 C WHEELER .75 Conf with Mr. Joao

05/20/99 C WHEELER 2.00 Call to Mr. Lewis; conf with Ken Rubenstein, conf with Mara Lerner, numerous conf with Elliot Bernstein

05/20/99 C WHEELER 1.00 Conf with Mr. Joao

05/24/99 C WHEELER 1.50 Meeting with Haggan Nia

05/25/99 C WHEELER 11.00 Trip to Orlando for meeting with Real 3D technology staff

05/26/99 C WHEELER 1.00 Review of patents; set up patent conference; arrange follow up on shares;

05/26/99 X HEALY .75 To w/K. Lerner re Iviewit i.p. ownership issues, including assignment or license from Elliot Bernstein to Iviewit; review web-site materials

05/27/99 C WHEELER .50 Conf with Mr. Rubenstein

05/27/99 C WHEELER 1.50 Overview of Iviewit patent matters and corporate matters

05/27/99 C WHEELER .50 Conf with Mr. Rubenstein

05/27/99 C WHEELER 1.50 Overview of Iviewit patent matters and corporate matters

05/26/99 D THOMPSON II 1.25 Conference with Attorney C. Wheeler re patents and confidentiality agreements; AAAS re same.

05/28/99 C WHEELER .50 Confirmation on Joao meeting

05/28/99 C WHEELER 3.00 Meeting with Huizinga group; conf with Mr. Healy re assignment; review of confidentiality agreements

05/28/99 C WHEELER 2.00 Meeting as to patent issues and management matters

05/28/99 C WHEELER .50 Conf. w/K. Rubenstein

05/28/99 K HEALY .50 To w/C. Wheeler re IP issues; review web-site

05/31/99 C WHEELER 1.00 Review of patent and other materials

06/01/99 C WHEELER 4.00 Conf with Mr. Rubenstein; conf with Mr. Lewin; conf with Mr. Healy; conf with Mr. Joao; conf with Mr. Akselrod re patents, tax ramifications, copyright work;

06/01/99 K HEALY 1.50 Conference call w/E. Bernstein, R. Joao, K. Rubenstein, C. Wheeler, and others re Iviewit I.P. issues; review cd.rom

### MELTZER LIPPE BILLING

06/01/99	non-disclosure agreement. Conference with IVIEWIT group and Proskauer; reviewed patent application and draft of new invention.	1.50 Hrs	\$450.00
06/02/99	Conference with E. Bernstein re: new invention and reviewed disclosure.	1.00 Hrs	\$300.00
06/03/99	Reviewed and revised summary description	2.10 Hrs	\$630.00
Raymond A. Joao of invention and prepared disclosure for provisional patent application; prepared and filed Provisional Patent Application.			
06/04/99	Reviewed non-disclosure agreement and conference with Chris Wheeler; attended to plans for trip to Florida to meet with E. Bernstein & C. Wheeler.	1.50 Hrs	\$450.00

### END

06/03/99 C WHEELER 2.00 Call to Mr. Joao; call to Mr. Healy; conf with Mr. Bernstein; review of numerous correspondence; conf with Mr. Lewin

06/04/99 C WHEELER 3.00 Prep of revised confidentiality agreement; call to Ms. Bibona; conf with Mr. Joao;

06/04/99 C WHEELER 2.50 Conf with Mr. Bernstein re confidentiality agreements and re Real 3-U; message from Ms. Bibano; Message from Mr. Brandon

06/07/99 D THOMPSON II .25 Conference with Attorney C. Wheeler re confidentiality issues.

06/08/99 C WHEELER 5.00 Conference w/I.Akselrad; conference w/R.Thompson; conference w/C.Branden; preparation of confidentiality agreements and transmittal; conference w/Mr.Bernstein; conference w/M.Buchsbaum

06/11/99 C WHEELER .25 Call to R.Joao

06/16/99 C WHEELER 4.00 Meeting with Mr. Joao and Messrs. Bernstein re patent and other matters

06/16/99 S ROMOFF 2.25 Telephone conference w/ DT and G. Lewin; Review LLC Agreement and send draft G. Lewin; Research basis in patent.

06/17/99 C WHEELER .50 Call to Mr. Kohner of Arthur Anderson; call to Ken Rubenstein

06/18/99 C WHEELER 1.00 Conf with Mr. Bernstein re patents, response of Hassan Miah, Rosalie Bibona and re patent material; conf as to immigration materials,

06/18/99 C WHEELER 3.50 Review of patents with Mr. Joao; conf with Mr. Lewin re status; conf with Mr. Bernstein; Check of status of new corporate documents

06/23/99 S KAPP .50 Conf. with CCW regarding various matters pertaining to structure, patents, confidentiality agreements

06/23/99 C WHEELER .75 Conference w/S.Kapp re immigration; conference as to fee letter for patent counsel; arrange for

06/24/99 S KAPP .50 T/c with Ray Joao regarding retainer agreement, rvw agreement

06/24/99 S KAPP .25 F/u regarding assignment of patent issue

07/06/99 M ROBBINS 5.25 Revisions to Kane subscription agreement (note) and promissory note. Revisions to all subscription agreements reflecting date changes. Preparation of foreign qualifications. Inter-office conferences with Zamas re: foreign qualification filings and revisions to subscription agreements. Telephone conferences with Bernstein, Joao, Epstein, Lewin. Telephone conferences with Romoff re: LLC Agreement, assignment of patents. Inter-office conference with Wheeler re: corporate structure. Preparation of e-mails to Thompson. Meeting with E. Bernstein, S. Bernatein and J. Lewin. Review revisions to LLC Agreements.

07/07/99 S KAPP .25 F/u regarding retainer letter

07/23/99 C WHEELER .25 Check on patent assignment


07/23/99 C WHEELER .25 Conf as to assignment issues and follow up on confidentiality agreement

07/20/99 C WHEELER 3.50 Conf with Mr. Lewin; conf with Mr. Buchsbaum; review of corporate status; conf with Mr. Thompson; review of corres. from Mr. Epstein; call to Mr. Joao; conf with Mr. Wilson; conf with Mr. Joao; call to Mr. Lewin

07/31/99 C WHEELER 1.50 Review and organization of various matters involving meetings, venture capital, patents and prospects

04/18/00 M ROBBINS .50 Draft and preparation of memo to B. Utley re; Ryje, Inc. Web Site Development Agreement. Telephone conference with G. Iantoni.

06/03/99 C WHEELER 2.00 Call to Mr. Joao; call to Mr. Healy; conf with Mr. Bernstein; review of numerous correspondence; conf with Mr. Lewin

08/02/99 S KAPP .50 T/c regarding retainer letter from patent counsel, f/u regarding same 

08/03/99 C WHEELER 3.00 Meeting re employment contract for Mr. Utley

Wheeler drafts Utley contract

08/04/99 C WHEELER 2.00 Meeting with Mr. Bueshbaum and Mr. Powell; review of Real 3-D Agreement; set up session for Huizinga Holdings

08/04/99 C WHEELER 1.50 Followup on meetings and confidentiality agreements; review of correspondence

08/04/99 S KAPP .25 T/c with Ray Joao

08/04/99 S KAPP .25 Rvw of retainer letter

08/04/99 S KAPP .25 Rvw modifications to retainer letter

08/05/99 M ROBBINS 1.50 Telephone conferences to Healy re: assignment agreements. Inter-office conferences with Zamas re: stock issuances. Inter-office conference with Wheeler re: Utley employment agreement. Preparation of assignment agreement. Revisions to list of confidentiality agreements. Calculation of Utley shares. Inter-office conference with Thompson re: assignment agreements. Inter-office conference with Wheeler re: assignment agreements.

08/10/99 C WHEELER .50 Review of status of patent material; review of status of employment agreement

08/11/99 M ROBBINS 3.00 Research Delaware corporate statutes re: merger and voting rights. Review received note subscription agreements. Preparation of promissory notes for execution and mailing. Inter-office conferences with Zamas re: preparation of notes and documentary stamps. Preparation of correspondence to E. Bernatein. Inter-office conferences with Zamas re: issuance of promissory notes. Review files re: business plan legend. Revisions to correspondence to E. Bernstein. Inter-office conference with Thompson re: merger and voting rights. Inter-office conferences with Wheeler re: business plan review and intellectual property matters.

08/13/99 C WHEELER .50 Review of status as to Agreement with Real 3D

08/26/99 C WHEELER .50 Organize patents; conf with Mr. Utley; call on confidentiality agreement

08/27/99 C WHEELER .50 Conf with Mr. Utley; check of site; arrange for transmittal of patent

08/27/99 C WHEELER 1.00 Conf with Mr. Utley and Mr. Bernstein re funding and re technology test; schedule meeting

08/31/99 C WHEELER .25 Conf with Mara Lerner re copyright follow up


09/10/99 C WHEELER .25 Arrange for patents

09/10/99 C WHEELER 2.00 Conf with Mr. Brandon; conf with Mr. Brandon;  
conf with Mr. Rubenstein; transmittal of  
materials to Mr. Rubenstein; Call to Mr. Joao

09/13/99 C WHEELER 1.00 Conf with Mr. Brandon; conf with Mr. Joao;

Karibjanian re: insurance provisions of Utley  
Employment Agreement. Revisions to Utley  
Employment Agreement. Inter-office conferences  
with Zammas re: Osterling Acknowledgment  
Agreement. Study and review memo from K. Healy  
re: iviewit intellectual property documents.  
Review patent applications and correspondence  
from patent counsel. Inter-office conferences  
with Zammas re: preparation of binders for  
patent documents. Draft and preparation of form  
of executive employment agreement. Preparation  
of correspondence to Utley re: Employment  
Agreement.

09/10/99 C WHEELER 2.00 Conf with Mr. Brandon; conf with Mr. Brandon;  
conf with Mr. Rubenstein; transmittal of  
materials to Mr. Rubenstein; Call to Mr. Joao

09/13/99 J ZAMMAS 1.25 Discuss patents with C. Wheeler's secretary;  
send another copy of the subscription letter  
agreement for iviewit.com LLC to Andy Dietz;  
send Acknowledgment Agreements to Andy Dietz;  
insert corrected pages in iviewit LLC  
Agreement. 

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09/16/99 J ZAMMAS 1.00 Send additional Acknowledgment Agreement to  
James Osterling for signature; discuss patent  
documents with M. Robbins; place documents in  
minute books for the corporation and LLC's;

09/15/99 M ROBBINS 5.00 Telephone conferences with E. Bernstein re:  
written consents. Inter-office conferences with  
Zammas re: patent files and binders. Meeting  
with E. Bernstein, S. Bernstein, J. Lewin and  
B. Utley re: execution of corporate documents,  
additional loan money. Inter-office conference  
with C. Wheeler re: comments to Utley  
Employment Agreement. Preparation of Utley  
Employment Agreement. Preparation of Utley  
Employment Agreement. Revisions to insurance  
provisions of Utley Employment Agreement.  
Inter-office conferences with Karibjanian re:  
insurance provisions of Employment Agreement.  
Telephone conferences with Ira Bogner, Ivan  
Taback.

09/16/99 M ROBBINS 4.50 Inter-office conferences with Wheeler re:  
insurance provision of Utley Employment  
Agreement and form of executive employment  
agreement. Telephone conference with  
Bernstein. Inter-office conferences with G.

Karibjanian re: insurance provisions of Utley Employment Agreement. Revisions to Utley Employment Agreement. Inter-office conferences with Zammas re: Osterling Acknowledgment Agreement. Study and review memo from K. Healy re: iviewit intellectual property documents. Review patent applications and correspondence from patent counsel. Inter-office conferences with Zammas re: preparation of binders for patent documents. Draft and preparation of form of executive employment agreement. Preparation of correspondence to Utley re: Employment Agreement.

- 09/16/99 J ZAMMAS 1.00 Send additional Acknowledgment Agreement to James Osterling for signature; discuss patent documents with M. Robbins; place documents in minute books for the corporation and LLC's;
- 09/21/99 C WHEELER .25 Call to Mr. Utley re patent meeting
- 09/21/99 C WHEELER 1.00 Conf with Mr. Utley re patent meeting and status of negotiations; call to Mr. Brandon
- 09/21/99 J ZAMMAS 4.75 Review subscription letter agreements and send to Brian Utley for signature; issue stock to Patricia Daniels and send to Eliot Bernstein for signature; preparation of patent document binders for C. Wheeler; send copies of Subscription Letter Agreements and LLC Agreements of iviewit LLC to Jude Rosario and Zakirul Shirajee; work on trademark binder.
- 09/22/99 C WHEELER 1.50 Meeting with Mr. Utley and Si Bernstein; call to Mr. Brandon; review of copyright material
- 09/22/99 J ZAMMAS 3.00 Work on patent binders and trademark binders for C. Wheeler; telephone Raymond Joao regarding all patents; compile all documents by shareholder/noteholder
- 09/23/99 J ZAMMAS .25 Telephone Raymond Joao regarding patents.
- 09/24/99 C WHEELER 1.00 Call on utilities; follow up on space requirements; conf on patent questions
- 09/24/99 J ZAMMAS .50 Update shareholder list; telephone Raymond Joao's secretary regarding patents; advise C. Wheeler.
- 09/27/99 C WHEELER .50 Follow up on conflict issue
- 09/27/99 M ROBBINS .50 Inter-office conference with G. Karibjanian re: trusts and waiver of permitted transferee provision of S. Bernstein's subscription agreement. Finalization of Utley Employment Agreement. Inter-office conference with Chris Wheeler re: finalization of Utley Employment Agreement.



09/27/99 J ZAMMAS 3.50 Revise consents to indicate that Brian Utley is elected as Chief Operating Officer of the three entities; telephone calls from Mr. Joao's office regarding patents; complete work on patent binders for C. Wheeler; send stock certificate of uview.com, Inc. to Patricia Daniels; send iviewit.com LLC subscription letters to James Armstrong, Andrew Dietz, Lisa Friedstein and James Osterling.

09/28/99 J ZAMMAS 1.00 Send subscription documents to Jude Rosario again; add patent to patent binders.

09/29/99 C WHEELER 2.00 Conf with representative of DLC; conf re Huizenga meeting; conf as to meeting;

09/30/99 C WHEELER 1.00 Conference w/Brian Utley; conference with Mr. Bernstein; review of status re confidentiality agreement; conference as to transfer of patent information, business plans

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11/29/99 J ZAMMAS .25 Copy official filing receipts for two patents, insert in patent binders and give two copies to Brian Utley to insert in his binders.

12/03/99 C WHEELER .25 Message re confidentiality agreement re Zak and Jude

12/06/99 K HEALY .25 Tc w/R. Thompson re iviewit work-for-hire agreements; locate copyright language for draft agreements

12/07/99 K HEALY .25 Review Confidentiality and Proprietary Rights Agreement

12/09/99 K HEALY .25 Tc w/R. Johnson re Confidentiality and Proprietary Rights Agmt.

12/18/99 G REED 2.00 Review Office Actions for several apps.

12/07/99 G COLEMAN .75 Study and revise form of confidentiality agreement. Preparation of revisions thereto.

12/08/99 D THOMPSON II .75 Prepare Work-for-Hire Agreement; Conference with Ray Joa re same.

12/09/99 D THOMPSON II .50 Analysis of License Agreement issues.

12/08/99 D THOMPSON II .75 Conference with Attorney C. Wheeler re pending matters; Follow-up re same.

### MELTZER LIPPE BILLING

✓ Raymond A. Joao  
 12/08/99 5865-8 - NEW MATTER MOVE TIME WHEN OPEN 1.50 Hrs \$1,350.00  
 - Travel to Boca Raton for client conference

12/07/99	CONFERENCE. MEETING WITH GILANE. 5865-B - NEW MATTER MOVE TIME WHEN OPEN - Conference at IVIEWIT, prepared patent application.	8.00 Hrs	\$2,400.00
12/09/99	Conference at IVIEWIT, prepared filing papers for patent application, reviewed and revised draft and employment/non-disclosure agreement and travel to New York.	9.50 Hrs	\$2,850.00
12/08/99	5865-B - NEW MATTER MOVE TIME WHEN OPEN - Conference at IVIEWIT with S. Utley, E. Bernstein.	8.00 Hrs	\$2,400.00
✓ 12/13/99	Research re: special application petition.	0.50 Hrs	\$150.00
✓ 12/20/99	Conference with G. Coleman and attended to due diligence matters.	0.60 Hrs	\$180.00
12/21/99	Attended to IP matter re: patent assignments.	0.50 Hrs	\$150.00

END

12/09/99 J ZAMMAS 1.00 Insert documents into patent binders; give documents to Brian Utley to insert in their binders; fax charts to James Armstrong.

12/10/99 R STORETTE .50 Review Confidentiality Agreement from immigration perspective; various tel conversations DT.

12/10/99 D THOMPSON II 1.75 Prepare License Agreements; Coordinate same with Attorneys Mara Lerner Robbins and Gayle Coleman re same.

12/10/99 M ROBBINS 5.50 Inter-office conferences with Gayle Coleman re: preparation of offering memorandum. Preparation of offering memorandum. Gather information for use on preparing offering memorandum. Meeting with Gayle Coleman and Rocky Thompson re: modifications to generic website agreement and modifications to inter-company license agreement. Inter-office conferences with Jill Zamas re: D & O Questionnaires. Review D & O Questionnaires and modify same. Review and revise correspondence to Utley, E. Bernstein and S. Bernstein re: D&O Questionnaires. Telephone conferences with J. Armstrong. Modifications to generic website agreement per Armstrong's comments. Revisions to inter-company license agreement. Review correspondence re: summary of current technology. Inter-office conference with C. Wheeler re: Dan Sokiloff background search. Telephone conference with New York library re: Dan Sokiloff background search.

12/17/99 M ROBBINS

7.50 Review and preparation of comments to Independent Contractor Agreement for photographers and videographers. Review draft offering memorandum. Telephone conferences with E. Lewin. Meeting with E. Lewin re: D&O insurance application and election of B. Utley and J. Lewin to boards. Preparation of iviewit LLC corporate documents for E. Lewin. Draft and preparation of written consent electing B. Utley and J. Lewin to boards of uvview.com, Inc., iviewit LLC and iviewit.com LLC. Review iviewit LLC and iviewit.com LLC limited liability company agreements. Review outstanding securities of iviewit LLC and uvview.com LLC. Inter-office conferences with Jill Zammis re: organizational matters. Review organizational documents. Review Delaware statutes re: restructuring matters. Inter-office conference with Rocky Thompson re: potential restructuring. Preparation of correspondence to Armstrong and Utley. Multiple inter-office conferences with Gayle Coleman re: Independent Contractor Agreement, offering document, business section of offering document, intellectual property matters.

12/20/99 G COLEMAN

8.75 Preparation of form of private offering memorandum. Inter-office conferences with M. Robbins re: Independent Contractor/Videographer agreement. Review and revise same. Telephone conference with Utley. Telephone conference with G. Iantoni. Multiple inter-office conferences with D. Thompson and M. Robbins re: restructuring and preparation of restructuring documents. Inter-office conference with J. Zammis re: formation of new corporations, preparation of bylaws and organizational resolutions. Telephone conferences with S. Romoff re: tax issues. Preparation and revisions of restructuring checklist. Preparation of agreement between iviewit.com, Inc. and iviewit.com LLC. Preparation of consents. Inter-office conferences with M. Robbins. Telephone conferences with G. Reed. Telephone conferences with R. Joao.

12/21/99 G COLEMAN

7.50 Multiple inter-office conferences with M. Robbins re: iviewit.com LLC/iviewit.com, Inc. transaction and iviewit LLC/iviewit Holdings, Inc. transaction. Telephone conference with K. Farrell re: trademarks. Telephone conferences with B. Schiff re: trademark assignments. Telephone conferences with R. Joao's office re: preparation of assignment of patents. Preparation of asset purchase agreement, bills of sale and assignment and assumption agreements. Preparation of consents. Inter-office conferences with J. Zamas. Review Delaware requirements for dissolutions. Study and review llc agreements for iviewit LLC. Preparation of exhibits. Telephone conference with S. Romoff re: lease assignment issues and S corporation. Review terms of lease and sublease. Inter-office conferences re: lease and credit line issues. Multiple telephone conferences with M. Robbins and S. Romoff re: same. Preparation of e-mail correspondence re: llc issues. Preparation of consents, organizational resolutions and supporting documents. Telephone conference with B. Utley. Conference re: closing documents. Revision of closing documents. Preparation of detailed memorandum re: reorganizations and merger requirements. Preparation of detailed correspondence re: closing requirements. Telephone conference with B. Schiff re: trademark assignments. Telephone conference with R. Joao's office re: patent assignments. Preparation of revisions to trademark and patent assignments. Obtain signatures. Inter-office conference with C. Wheeler re: closing by year end. Telephone conference with S. Romoff. Preparation of revised term sheet correspondence. Preparation of execution documents.

12/21/99 G COLEMAN

7.50 Multiple inter-office conferences with M. Robbins re: iviewit.com LLC/iviewit.com, Inc. transaction and iviewit LLC/iviewit Holdings, Inc. transaction. Telephone conference with K. Farrell re: trademarks. Telephone conferences with B. Schiff re: trademark assignments. Telephone conferences with R. Joao's office re: preparation of assignment of patents. Preparation of asset purchase agreement, bills of sale and assignment and assumption agreements. Preparation of consents. Inter-office conferences with J. Zammis. Review Delaware requirements for dissolutions. Study and review llc agreements for iviewit LLC. Preparation of exhibits. Telephone conference with S. Romoff re: lease assignment issues and S corporation. Review terms of lease and sublease. Inter-office conferences re: lease and credit line issues. Multiple telephone conferences with M. Robbins and S. Romoff re: same. Preparation of e-mail correspondence re: llc issues.

12/28/99 G COLEMAN

8.25 Inter-office conference with C. Wheeler re: term sheet and private offering memorandum. Multiple inter-office conferences with M. Robbins. Study and revise convertible promissory note. Revise closing checklist.

Preparation of consents, organizational resolutions and supporting documents. Telephone conference with B. Utley. Conference re: closing documents. Revision of closing documents. Preparation of detailed memorandum re: reorganizations and merger requirements. Preparation of detailed correspondence re: closing requirements. Telephone conference with B. Schiff re: trademark assignments. Telephone conference with R. Joao's office re: patent assignments. Preparation of revisions to trademark and patent assignments. Obtain signatures. Inter-office conference with C. Wheeler re: closing by year end. Telephone conference with S. Romoff. Preparation of revised term sheet correspondence. Preparation of execution documents.

**MELTZER LIPPE BILLING -**

DATE	DESCRIPTION	TIME	VALUE
12/22/99	assignments.		
12/22/99	Reviewed and revised Assignments.	1.00 Hrs	\$300.00
01/03/00	Reviewed and filed 8 Assignments for	2.80 Hrs	\$840.00
12/29/99	Review of Assignment documents;	0.50 Hrs	\$125.00
Raymond A. Joao			
12/30/99	Review Assignment papers.	1.00 Hrs	\$300.00

END

**MELTZER LIPPE BILLING**

12/22/99	Reviewed and revised assignments.	1.00 Hrs	\$300.00
01/03/00	Reviewed and filed 8 Assignments for IVIEWIT patent portfolio.	2.80 Hrs	\$840.00

✓01/03/00	Reviewed and filed 8 Assignments for IVIEWIT patent portfolio.	1.00 Hrs	\$300.00
✓01/11/00	Conference with E. Bernstein, B. Utley and C. Wheeler.	2.00 Hrs	\$600.00
		1.00 Hrs	\$300.00

END

01/05/00	C WHEELER	.50	Follow up on status of lawsuit preparation; review of news articles
01/10/00	J ZAMMAS	2.25	Discussion with M. Robbins regarding name changes for iviewit companies; contact paralegal in NY office regarding assignment of patents; work on name-change amendments; compile due diligence documents.
01/11/00	C WHEELER	1.00	Conf with Mr. Bernstein re patents and infringement
01/11/00	C WHEELER	1.00	Conf with Mr. Joao re patents
01/11/00	C WHEELER	.50	Conf with Mr. Lewin re patents
01/11/00	C WHEELER	.50	Conf with Mr. Bernstein and Mr. Utley re status of patents and corporate setup

#### MELTZER LIPPE BILL

✓01/11/00	IVIEWIT patent portfolio. Conference with E. Bernstein, B. Utley and C. Wheeler.	1.00 Hrs	\$300.00
01/12/00	Attended to general matters, drafted IP description, conferences with E. Bernstein, and reviewed files.	2.00 Hrs	\$600.00
01/13/00	Reviewed assignments and conferences with E. Bernstein and B. Utley, drafted letter with iviewit.	2.00 Hrs	\$600.00
✓01/17/00	Conference with B. Utley and attended to gathering evidentiary materials.	1.00 Hrs	\$300.00

END	01/14/00	C WHEELER	1.00	Conf with Mr. Utley and Mr. Rubenstein
	01/14/00	M ROBBINS	6.25	Telephone conference with Rodney Bell re: due diligence materials. Meetings with E. Lewin re: additional due diligence items. Telephone conferences with Maurice Buchsbaum and Eliot Bernstein re: business plan. Inter-office conference with Gayle Coleman re: private offering memorandum, revisions to offering memorandum re: risk factors for potential infringement and business plan. Review annotated due diligence list and conferences

01/14/00 G COLEMAN 3.25 Telephone conference with Martha re: private offering memorandum. Telephone conference with E. Lewin re: audited financial statements. Inter-office conference with R. Thompson re: private offering memorandum and information to be included. Preparation of revisions to intellectual property risk factors. Inter-office conference with C. Wheeler re: potential intellectual property infringement. Multiple inter-office conferences with M. Robbins re: due diligence, private placement and infringement issues. Preparation of chart for corporate restructure. Multiple inter-office conferences re: business plan.

**MELTZER LIPPE BILL- Again note for services rendered but not previously billed?**

For legal services rendered through the month of January, 2000 and not previously billed:

Apparatus & Method for Providing Enhanced Digital Imagery from a Film Image	\$300.00
Misc. Intellectual Property Matters	\$12,725.00
Provisional Patent Application Disbursements	\$135.00
	<u>\$84.65</u>
<b>TOTAL THIS INVOICE</b>	<b>\$13,244.65</b>

SEE ATTACHED DETAIL

ACCOUNT STATUS

PREVIOUS BALANCE DUE	\$0.00
TOTAL THIS INVOICE	<u>13,244.65</u>
NEW TOTAL BALANCE	\$13,244.65

RAJ

**END**

01/17/00 G COLEMAN 7.75 Inter-office conference with R. Thompson re: financial disclosure issues. Inter-office conference with R. Thompson re: risk factors related to intellectual property. Multiple-inter-office conferences with M. Robbins re: corporate structure and business plan modifications. Conference with E. Lewin re: financial information. Telephone conference with K. Rubinstein re: possible infringement. Review and comment on proposed form of Business Plan. Study and revise form of warrant certificate for Emerald Partners.

01/18/00 G COLEMAN 5.00 Preparation of revisions to form of Warrant for Emerald Partners. Inter-office conference with A. Levy re: same. Preparation of revisions to risk factors relating to intellectual property and to private offering memorandum. Preparation of revisions to business plan.

02/02/00 M ROBBINS

6.25 Multiple inter-office conferences with Rocky Thompson re: corporate structure and potential merger, Alpine term sheet, calculation of shares, confidentiality agreement. Preparation of correspondence to Villasana. Multiple telephone conferences with Villasana re: due diligence and patent assignments. Multiple inter-office conferences with Jill Zammass re: registration of name change, written consent admitting Buchsbaum to board. Review written consent re: directors. Review Articles of Incorporation and Delaware statutes re: merger, increase size of Board. Telephone conferences with Gayle Coleman re: patent assignments and Alpine transaction. Telephone conferences with

02/02/00 J ZAMMAS

4.00 Order new stock certificates for iviewit Technologies, Inc.; discuss certificates with Blackstone Legal Supply; work on closing binders; telephone Ray Joao and Frank Martinez to obtain copy of filed assignment of patents; discuss election of Maurice Buchsbaum as a director of iviewit Holdings, Inc. with M. Robbins; preparation of written consent electing Maurice Buchsbaum a director of iviewit Holdings, Inc.; preparation of name-change amendment of uvview.com, Inc. to be filed in Florida; have amendment signed by Brian Utley; telephone George Villasana regarding patent assignments; fax copy of Confidentiality Agreement to George Villasana.

02/03/00 J ZAMMAS

3.50 Discuss assignment of patents received with M. Robbins; fax assignments to George Villasana; give copy to Erika Lewin for their records; place copy in binders; have name-change amendment for uvview.com, Inc. filed with the Florida Secretary of State; fax name-change amendments to Ray Joao; deliver closing binders to attorneys and Brian Utley; revise UCC-1 for A. Levy.



**MELTZER LIPPE BILL – Again note for services not previously billed**

IVIEWIT.Com LLC  
 One Boca Place  
 3355 Glades Road  
 Suite 337 West  
 Boca Raton, FL 33431-7360  
 55865

March 31, 2000

For legal services rendered  
 through the month of March,  
 2000 and not previously billed:

Provisional Patent Application Disbursements	\$4,712.50	
	<u>\$2,322.75</u>	\$6,042.25
LESS PREVIOUS CREDIT BALANCE		1810,000.00
REMAINING CREDIT BALANCE		<u>1 \$3,157.75</u>

SEE ATTACHED DETAIL  
 RAJ

		TIME	VALUE
Raymond A. Joao			
03/16/00	Preparing PCT application, review of application.	1.50 Hrs	\$487.50
03/20/00	5865-10 MOVE TIME WHEN OPEN Prepared PCT application.	1.50 Hrs	\$487.50
03/21/00	5865-10 MOVE TIME WHEN OPEN Prepared PCT drawings and documents.	2.00 Hrs	\$650.00
03/22/00	5865-10 MOVE TIME OVER WHEN OPEN Prepared PCT application and documents.	7.00 Hrs	\$2,275.00
01/23/00	5865-10 MOVE TIME WHEN OPEN Reviewed PCT application and supporting documents.	2.50 Hrs	\$812.50

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**iviewit.com, Inc.**  
**Vendor Balance Detail**  
 All Transactions

Type	Date	Item	Account	Amount	Balance
Meltzer, Lippe, Goldstein & Schlessel, P.C.					
SH	1/28/2000		2000 - Accounts Pay.	13,244.00	13,244.00
SH	2/10/2000		2000 - Accounts Pay.	2,288.00	15,532.00
SH Pmt -Check	3/1/2000	1432	2000 - Accounts Pay.	-13,244.00	2,288.00
SH Pmt -Check	3/1/2000	1448	2000 - Accounts Pay.	-2,288.00	0.00
Total Meltzer, Lippe, Goldstein & Schlessel, P.C.				0.00	0.00
<b>TOTAL</b>				<b>0.00</b>	<b>0.00</b>

02/02/00 J ZAMMAS

4.00 Order new stock certificates for iviewit Technologies, Inc.; discuss certificates with Blackstone Legal Supply; work on closing binders; telephone Ray Joao and Frank Martinez to obtain copy of filed assignment of patents; discuss election of Maurice Buchsbaum as a director of iviewit Holdings, Inc. with M. Robbins; preparation of written consent electing Maurice Buchsbaum a director of iviewit Holdings, Inc.; preparation of name-change amendment of uvview.com, Inc. to be filed in Florida; have amendment signed by Brian Utley; telephone George Villasana regarding patent assignments; fax copy of Confidentiality Agreement to George Villasana.

02/03/00 J ZAMMAS

3.50 Discuss assignment of patents received with M. Robbins; fax assignments to George Villasana; give copy to Erika Lewin for their records; place copy in binders; have name-change amendment for uview.com, Inc. filed with the Florida Secretary of State; fax name-change amendments to Ray Joao; deliver closing binders to attorneys and Brian Utley; revise UCC-1 for A. Levy.

02/09/00 M ROBBINS

8.25 Multiple telephone conferences with George Villasana. Telephone conferences with E. Lewin re: preparation of schedules to purchase agreement. Inter-office conferences with Rocky Thompson and Jill Zammas re: appointment of Buchsbaum to Board. Review Delaware law re: filling of vacancies on Board. Draft and preparation of subscription agreements for new notes. Preparation of correspondence to Ray Joao re: comments to Securities Purchase Agreement. Telephone conference with Ray Joao re: comments to Securities Purchase Agreement. Telephone conference with E. Lewin re: notes. Draft and preparation of promissory note for additional loans. Preparation of memo re: blue

02/21/00 D THOMPSON II

3.50 Prepare Convertible Note documents and forms of confidentiality, non-compete and inventions agreements.

**HERE WE HAVE BRIAN UTLEY NOTES TO JOAO REGARDING "MAJOR MISSING ITEMS"**

576.747.0653

3/9/2000

Guidance  
2

Ray Jones

Ray, there are major missing items in docket's 1 & 6:

1. Claims do not reference stitching
2. Process is amended as shown on the diagram
3. The relationship between the enhanced digital image and the zoom and pan function together with controls is not clear
4. The description and claim step at the production and loading of the image.
5. Object Model Brian

End Utley

03/13/00 M ROBBINS 3.50 Draft and preparation of Armstrong Employment Agreement. Telephone conference with Randy Greenberg re: name changes. Inter-office conferences with J. Zammas re: execution of nondisclosure and inventions agreements.

03/14/00 M ROBBINS .50 Preparation of memo to Utley re: Armstrong employment agreement. Telephone conference with Mantecon re: execution of noncompetition/inventions agreement by Armstrong. Inter-office conferences with J.Zammas re: requirements to execute nondisclosure/inventions agreement under Alpine transaction.

03/27/00 M ROBBINS .25 Telephone conference to Barbra Schiff. Preparation of e-mail to C. Wheeler re: PTO filing.

**COPYRIGHTS ARE MISSING ON ALL SOURCE CODE AND WEBSITES**

03/30/00 C WHEELER .25 Conference w/B.Utley re copyright

## BILL FROM FOLEY & LARDNER

### GENERAL FILE

04/03/00	WJD	Call from Mr. Utley; arrange meeting for April 7, 2000.	0.50	150.00
04/07/00	WJD	Conference with Mr. Utley regarding meeting cancellation.	0.50	150.00
04/10/00	DABO	Conference with Mr. Dick regarding IP matters.	0.40	132.00
04/10/00	WJD	Meeting with Mr. Utley and Mr. Bernstein; contact Mr. Becker regarding conflicts check, etc.	0.50	150.00
04/10/00	WJD	Draft Engagement Letter; discussion with Mr. Boehm and Mr. Becker; note to Mr. Utley and Mr. Toth regarding sending firm material to Mr. Utley.	1.00	300.00
04/13/00	DABO	Review conflicts information; revise Engagement Letter for IP matters.	0.70	231.00
04/13/00	WJD	Discussion with Mr. Boehm regarding Engagement Letter to Mr. Utley.	0.50	150.00
04/14/00	DABO	Revise and send Engagement Letter to Mr. Utley.	0.50	155.00
04/21/00	DABO	Office conference with Mr. Dick and Mr. Becker regarding patent matters.	0.50	165.00
04/21/00	SCB	Phone conference with Mr. Dick; office conference with Mr. Boehm.	0.50	115.00
04/21/00	WJD	Meeting with Mr. Utley; discussion with Mr. Bernstein; briefly review eight patent applications in attempt to understand scope of work needed; request copies of materials.	2.30	690.00
04/24/00	DABO	Conference with Mr. Dick regarding IP Matters.	0.30	99.00
04/24/00	SCB	Conference with Mr. Dick.	0.30	46.00
04/24/00	WJD	Conference with Mr. Utley; conference with Mr. Becker and Mr. Boehm regarding prior meeting with Mr. Utley.	0.50	150.00
04/25/00	WJD	Conference with Martha regarding copying of material; pick up material, sort and send to Mr. Boehm.	1.90	570.00
04/25/00	WJD	Meeting with various people during visit to pick up material.	1.00	300.00
04/26/00	DABO	Review files; conference with Mr. Becker regarding patent portfolio.	0.80	264.00
04/26/00	SCB	Office conference with Mr. Boehm; review provisional applications.	0.70	161.00
04/26/00	WJD	Note to Mr. Boehm and Mr. Becker regarding files.	0.20	60.00
04/27/00	DABO	Review patent files; contact Meltzer, Lippe Firm regarding file transfer; prepare letter to same; conference with Mr. Utley regarding same.	2.00	660.00

END FOLEY BILL

04/12/00 M ROBBINS 5.25 Telephone conference with Tom Wipman re: comments to Armstrong employment agreement. Telephone conference with Mantecon. Review Wipman's comments to Armstrong employment agreement. Preparation of additional comments to Armstrong employment agreement. Review Gruntal agreement terms. Preparation for meeting with B. Utley. Preparation of e-mail to B. Schiff re: patent/trademark office amendment filings. Meeting with Brian Utley re: various assignments. Inter-office conference with J. Zamas re: stock issuance to J. Gregg, executed Board comments. Telephone conference with Mantecon re: Gregg subscription agreement. Draft and preparation of memo to K. Healy re: trademark protection for logo and tag line. Inter-office conference with C. Wheeler re: trademark, pending matters. Telephone conference with G. Coleman re: logo and tag line.

04/12/00 C WHEELER .50 Conference w/M.Robbins re trademark, and other issues

04/18/00 M ROBBINS .50 Draft and preparation of memo to B. Utley re: Ryjo, Inc. Web Site Development Agreement. Telephone conference with G. Iantoni.

**BILL FROM FOLEY & LARDNER**

04/27/00 DABO	Conference with Mr. Dick regarding IP file status.	0.30	99.00
04/27/00 SCB	Review Iviewit technology and provisional patent applications.	1.90	437.00
04/28/00 DABO	Review patent files; revise and send letter to Meltzer, Lippe regarding file transfer; conference with Meltzer, Lippe assistant regarding files.	1.20	396.00
04/28/00 SCB	Review provisional applications; draft summary of technologies.	5.50	1,265.00
04/28/00 WJD	Meeting with Mr. Boehm and Mr. Becker.	0.50	150.00

END FOLEY

05/01/00 A GORTZ .10 Ken Rubenstein call

04/18/00 M ROBBINS .50 Draft and preparation of memo to B. Utley re: Ryjo, Inc. Web Site Development Agreement. Telephone conference with G. Iantoni.

**2**

**FOLEY REQUEST FILES TO TAKE OVER JOAO WHO NOW IS FIRED FROM MELTZER LIPPE**

# FOLEY & LARDNER

ATTORNEYS AT LAW

CHICAGO  
DENVER  
JACKSONVILLE  
LOS ANGELES  
MADISON  
MILWAUKEE  
ORLANDO

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MILWAUKEE, WISCONSIN 53202-6307  
TELEPHONE 414 371-2400  
FACSIMILE 414 397-4800

SACRAMENTO  
SAN DIEGO  
SAN FRANCISCO  
TALLAHASSEE  
TAMPA  
WASHINGTON, D.C.  
WEST PALM BEACH

EMAIL ADDRESS  
DAROLDH@FOLEYLAW.COM

VIA FACSIMILE

April 28, 2000

WRITER'S DIRECT LINE  
414 397-6715

Mr. Lewis S. Meltzer  
Meltzer, Lippe, Goldstein & Schissel, P.C.  
190 Willis Avenue  
Mineola, New York 11501

Re: Transfer of IP files for IVIEWIT.COM


Dear Mr. Meltzer:

As you are aware, Mr. Brian Utley, President of IVIEWIT.COM, LLC, has requested in a previous letter that all Intellectual Property files for IVIEWIT.COM be transferred from Meltzer, Lippe to Foley & Lardner. Please have the files forwarded to me at the above address as soon as possible. Upon receipt of the IVIEWIT.COM files, Foley & Lardner will be responsible for taking action in these matters.

These Intellectual Property files include the eight provisional patent application matters listed on the attached sheet, as well as any other Intellectual Property matters that may be missing from this list. Furthermore, I would sincerely appreciate it if you could include copies on disk of the electronic word processing files for these matters, so the eight patent applications won't have to be retyped. Any electronic word processor format will suffice.

Of course, if any questions or problems arise, please do not hesitate to contact me. I thank you in advance for your cooperation.

Very truly yours,



Douglas A. Boehm

Attachment

cc: Ms. Nicole Pinou, Meltzer, Lippe  
Mr. Brian Utley, IVIEWIT.COM

05/02/00 C WHEELER

.25 Conf as to transfer of Joa files

**FOLEY AND LARDNER IS GETTING MISSING INFO REPEADETLY FROM JOAO**



**Boehm, Douglas A.**

**From:** Boehm, Douglas A.  
**Sent:** Tuesday, May 02, 2000 3:28 PM  
**To:** 'dab@ml.com'  
**Subject:** iviewit.com Files

Down -

As I mentioned on the telephone this afternoon, I received your Federal Express package this morning containing the Melzer, Lippe files for iviewit.com. The package contained 7 folders corresponding to your docket numbers 5865-1,3,4,4.1,5,6, and 7. However, the file folder for your docket no. 5865-8 is missing. Furthermore, not all of the paperwork for the PCT application (your docket no. 5865-10) was included in the first file 5865-1 (which is the PCT's parent case). Is there a 5865-10 file also?

During our phone conversation, you agreed to review your docket and files for 5865-8, 5865-10, and any other 5865 matters for iviewit.com tomorrow, and forward these files to me right away.

Thanks for your assistance.

-Doug

Douglas A. Boehm  
Foley & Lardner  
777 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202  
Tel: (414)297-4778  
Fax: (414)297-4900  
Email: dab@foleylaw.com

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FOLEY BILL

May 1, 2000  
through  
July 31, 2000

GENERAL FILE 057103 0101	\$	93,949.03
U.S. PROVISIONAL PATENT APPL. FOR "APPARATUS AND METHOD FOR PRODUCING ENHANCED VIDEO IMAGES" (BERNSTEIN, ELIOT) (MLG #5865-3) 057103-0103	\$	120.24
U.S. PROVISIONAL PATENT APPL. FOR "APPARATUS AND METHOD FOR PRODUCING ENHANCED DIGITAL IMAGES" (BERNSTEIN, ELIOT) (MLG #5865-6) 057103-0106	\$	53.35
U.S. PROV. PAT. APPL. FOR "APP/METH FOR PRODUCING ENHANCED DIGITAL IMAGES AND/OR DIGITAL VIDEO FILES" (BERNSTEIN, E.) (MLG #5865-5) 057103-0107	\$	30.30
PCT INTERNATIONAL APPL. FOR "APPARATUS AND METHOD FOR PRODUCING ENHANCED DIGITAL IMAGES" (BERNSTEIN, ELIOT) (MLG #5865-10) 057103-0110	\$	933.87
PCT INTERNATIONAL PAT. APPL. FOR "SYSTEM AND METHOD FOR STREAMING AN ENHANCED DIGITAL VIDEO FILE" (BERNSTEIN ET AL.) 057103-0111	\$	14,848.85
PCT INTERNATIONAL PAT. APPL. FOR "SYSTEM AND METHOD FOR GENERATING AN ENHANCED DIGITAL VIDEO	\$	8,724.60

**GENERAL FILE**  
**057103-0101**

**SERVICES**

05/01/00	DABO	Conference with Meltzer, Lippe Personnel; review Provisional Applications and correspondence filed; prepare notes and strategy.	2.40
05/01/00	DABO	Conference with Mr. Dick and Mr. Becker regarding Iviewit IP portfolio and Iviewit technology.	1.50
05/01/00	DABO	Study Iviewit background technology to prepare for meeting with Iviewit.	0.80
05/01/00	SCB	Summarize technology; office conference with Mr. Boehm and Mr. Dick; search for patents and background art.	3.60
05/01/00	WJD	Communications with Mr. Utley.	0.30
05/01/00	WJD	Conference call with Mr. Becker and Mr. Boehm.	0.50
05/02/00	DABO	Conference with Mr. Utley regarding schedule of meeting; conference with Mr. Dick regarding same.	0.90
05/02/00	DABO	Review Iviewit materials and notes; prepare for meeting at Iviewit; conference with Mr. Becker regarding same.	4.80
05/02/00	DABO	Review files and prepare spreadsheet of Iviewit patent applications filed by Meltzer, Lippe Personnel.	2.60
05/02/00	SCB	Phone conference with Mr. Dick; prepare agenda; office conference with Mr. Boehm; prepare for meeting.	2.10
05/02/00	WJD	Discussion with Mr. Boehm regarding schedule and meeting with Mr. Utley.	0.50
05/03/00	DABO	Travel to and attend conference at IVIEWIT.COM with Mr. Utley, Mr. Bernstein, Mr. Dick, and Mr. Becker regarding IP matters.	10.00
05/03/00	SCB	Travel to and attend office conference with Mr. Utley, Mr. Bernstein, Mr. Dick and Mr. Boehm regarding various intellectual property matters.	10.00
05/04/00	DABO	Attend office conference at Iviewit with Mr. Utley, Mr. Bernstein, and Mr. Becker regarding IP matters; review notes; return travel.	11.50
05/04/00	SCB	Office conference with Mr. Utley, Mr. Bernstein and Mr. Boehm regarding various intellectual property matters; draft claims for inventions; draft letter to Iviewit.com.	11.50
05/05/00	DABO	Conference with Meltzer, Lippe Personnel regarding file transfer; prepare memorandum regarding same.	0.70
05/05/00	DABO	Revise letter to Mr. Utley regarding status; conference with Mr. Becker regarding same.	1.10
05/05/00	DABO	Conference with Mr. Dick regarding meeting results; conference with Mr. Becker regarding same; conference with Mr. Utley regarding meeting; review Iviewit patent matters; prepare notes.	3.80
05/05/00	SCB	Draft claims for patent applications; office conference with Mr. Boehm; revise letter to Mr. Utley.	4.90
05/08/00	DABO	Conference with Meltzer, Lippe Personnel regarding file status.	0.20

05/09/00	DABO	Conference with Mr. Sprowl and Mr. Becker regarding video compression; review background materials regarding same.	1.80
05/09/00	DABO	Conference with Mr. Utley, Mr. Bernstein, and Mr. Becker regarding Iviewit patent technology; prepare notes regarding same.	1.70
05/09/00	DABO	Receive and review Iviewit files from Meltzer Lippe Personnel; update spreadsheet.	1.50
05/09/00	JAS	Discussion of JPEG, MPEG, and video compression with Mr. Becker and Mr. Boehm.	1.50
05/09/00	SCB	Prepare for phone conferences; phone conference with Mr. Boehm, Mr. Utley and Mr. Bernstein; phone conference with Mr. Sprowl and Mr. Boehm regarding video compression technologies.	4.30
05/10/00	DABO	Review Iviewit agreements and miscellaneous correspondence; review notes from trip; review Meltzer Lippe file correspondence.	2.80
05/11/00	DABO	Conference with Mr. Utley and Mr. Becker regarding letter to Wachovia Securities; review Iviewit patent portfolio and revise draft letter to Mr. Bowman; conference with Mr. Morrow and Mr. Becker regarding same; investigate ABA rules regarding same; revise and forward draft letter to Mr. Utley.	4.70
05/11/00	DABO	Review materials transferred from Meltzer, Lippe Personnel; prepare memorandum regarding same.	3.10
05/11/00	JGM	Review and revise draft letter regarding Iviewit.com patent portfolio; conference with Mr. Becker and Mr. Boehm regarding same.	1.20
05/11/00	SCB	Phone conference with Mr. Utley regarding letter to Mr. Bowman of Wachovia Securities; draft letter to Mr. Bowman; office conference with Mr. Boehm and Mr. Morrow.	4.30
05/12/00	DABO	Revise and send letter to Wachovia Securities regarding Iviewit Patent Portfolio per Mr. Utley.	0.70
05/12/00	DABO	Review provisional applications and previous correspondence.	1.80
05/13/00	DABO	Investigate Iviewit Website and Video Streaming technology; investigate background technology; prepare notes regarding same.	3.90
05/15/00	DABO	Prepare, review, and send draft of Consulting Agreement for Dr. Taylor to Mr. Utley.	7.30
05/15/00	DABO	Conference with Mr. Becker regarding technology assistance; Conference with Dr. Taylor regarding same; correspondence with Mr. Utley regarding same.	2.70
05/15/00	SCB	Phone conference with Mr. Boehm regarding Iviewit technologies.	0.30
05/16/00	DABO	Revise draft of Consulting Agreement for Dr. Taylor; proofread and forward to Mr. Utley.	0.50
05/16/00	DABO	Conference with Mr. Becker regarding Iviewit inventions; conference with Mr. Utley and Mr. Becker regarding same; Conference with Mr. Dick and Mr. Becker regarding same.	5.00
05/16/00	SCB	Phone conference with Mr. Boehm; phone conference with Mr. Utley regarding inventions.	1.20
05/16/00	WJD	Discussion with Mr. Boehm regarding IP matters.	1.00

05/19/00	DABO	CONFERENCE WITH MR. BECKER REGARDING IVIEWIT inventions; conference with Mr. Utley regarding same; review provisional applications; update spreadsheet.	2.70
05/19/00	SCB	Prepare letter for patentability search.	1.80
05/21/00	DABO	Review and analyze RYJO Website Development Agreement per Mr. Utley; prepare comments and issues memorandum to Mr. Utley.	2.40
05/22/00	DABO	Continue preparation of RYJO Website Development Agreement analysis for Mr. Utley; revise, proofread, and forward same.	3.70
05/23/00	DABO	Conference with Mr. Becker regarding Dr. Taylor.	0.50
05/23/00	SCB	Draft e-mail to Dr. Taylor; phone conference with Mr. Boehm.	0.60
05/24/00	DABO	Conference with Mr. Becker regarding patent applications; conference with docketing staff regarding Iviewit patent portfolio.	0.60
05/24/00	SCB	Study provisional applications; phone conference with Dr. Taylor; office conference with Mr. Boehm.	2.60
05/25/00	DABO	Conference with Mr. Becker regarding Iviewit patent applications and technology; conference with Dr. Taylor regarding same.	1.80
05/25/00	DABO	Review all provisional patent applications and invention summaries; review assignments; prepare patent portfolio notebooks and update spreadsheet; review and forward same to Mr. Bernstein.	6.10
05/25/00	DABO	Review RYJO Website Development Agreement draft; conference with staff regarding same.	0.50
05/25/00	SCB	Office conference with Dr. Taylor and Mr. Boehm; review provisional applications.	2.50
05/26/00	DABO	Conference with Mr. Utley, Mr. Bernstein, and Mr. Becker regarding PCT Applications; conference with Mr. Becker regarding same.	1.50
05/26/00	DABO	Conference with Mr. Utley regarding IP matters; conference with Mr. Becker regarding same.	0.50
05/29/00	DABO	Prepare letter to Mr. Utley regarding PCT Applications.	0.70

05/29/00	DABO	Review patent files from Meltzer, Lippe Personnel; prepare notes regarding same.	0.60
05/29/00	DABO	Conference with Mr. Utley regarding various IP matters.	0.40
05/30/00	DABO	Conference with Mr. Utley, Mr. Bernstein, Mr. Becker, Mr. Dick, and Mr. Joao regarding Iviewit technology and provisional applications; conference with Mr. Becker regarding claim strategy.	3.30
05/30/00	DABO	Review and forward search results to Mr. Utley.	0.60
05/30/00	SCB	Office conference with Mr. Boehm and Mr. Dick; phone conference with Mr. Bernstein and Mr. Joao.	3.30
05/30/00	WJD	Conference call with Mr. Boehm, Mr. Becker, Mr. Utley and Mr. Bernstein.	1.30
05/31/00	DABO	Conference with Mr. Utley and Mr. Becker regarding patent specifications and claims.	2.50
05/31/00	DABO	Conference with Dr. Taylor regarding Iviewit projects and Consulting Agreement; conference with Mr. Becker regarding same.	0.40
05/31/00	SCB	Phone conferences with Mr. Boehm, Dr. Taylor, Mr. Utley and Mr. Bernstein.	2.90
06/01/00	SCB	Research provisional patent application rules; study additional prior art; prepare files for patent applications.	3.40
06/02/00	DABO	Conference with staff regarding RYJO Website Agreement changes.	0.30
06/03/00	DABO	Review and organize PCT files.	0.70
06/04/00	DABO	Review U.S. Patent Assignments; prepare letter to Mr. Utley regarding same.	0.30
06/04/00	DABO	Review Patent Portfolio; prepare letter to Meltzer, Lippe Personnel regarding additional U.S. Applications.	0.90
06/05/00	DABO	Conference with Mr. Utley, Mr. Bernstein, and Mr. Becker regarding next PCT Application and tasks; review Provisional Applications.	1.10
06/05/00	DABO	Review files; prepare letter to Mr. Utley regarding status of portfolio.	0.80
06/06/00	DABO	Review U.S. Applications filed; conference with Mr. Becker regarding PCT Application.	0.80
06/06/00	DABO	Attend to Iviewit docketing matters with staff; revise and send letter to Meltzer, Lippe Personnel.	0.90
06/07/00	DABO	Conference with Mr. Joao and Meltzer, Lippe Personnel regarding file transfers; review files and prepare notes.	1.10
06/08/00	DABO	Revise RYJO Website Development Agreement; proofread and forward same to Mr. Utley.	6.50
06/08/00	DABO	Review patent files and PCT filings; attend to correspondence from Mr. Utley.	1.70
06/08/00	DABO	Review miscellaneous Iviewit agreements and correspondence regarding patent assignments.	1.90
06/09/00	DABO	Work with staff to complete patent application filings and docketing.	0.80
06/09/00	DABO	Prepare and send correspondence to Mr. Utley regarding extension to Consulting Agreement for Dr. Taylor.	1.30
06/09/00	DABO	Conference with Mr. Dick regarding Iviewit matters.	0.40
06/09/00	DABO	Review Iviewit Patent Portfolio and claims; update spreadsheet; review patent strategy.	1.40

#### MEETING WITH FOLEY & WHEELER

07/31/00 DABO Travel to and attend meeting at Iviewit offices with 10.00  
Mr. Utley, Mr. Bernstein, Mr. Wheeler, and others  
regarding patent application portfolio.

**END FOLEY BILL**

05/17/00 G REED .25 Phone w/ Examining Attorney re: PTO's misplaced  
amendment

06/02/00 G COLEMAN .25 Intellectual property matters.

**FOLEY AND LARDNER HAVE PROBLEMS GETTING FILES FROM JOAO HE  
LATER CLAIMS HE DESTROYED ALL OTHER DOCS RELATING TO IVIEWIT TO  
PRTOECT IVIEWIT.**

# FOLEY & LARDNER

ATTORNEYS AT LAW

CHICAGO  
DENVER  
JACKSONVILLE  
LOS ANGELES  
MADISON  
MILWAUKEE  
ORLANDO

FIRETAR CENTER  
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MILWAUKEE, WISCONSIN 53202-6307  
TELEPHONE (414) 271-2400  
FACSIMILE (414) 297-4800

SACRAMENTO  
SAN DIEGO  
SAN FRANCISCO  
TALLAHASSEE  
TAMPA  
WASHINGTON, D.C.  
WEST PALM BEACH

EMAIL ADDRESS  
daboehm@foleylaw.com

Via Facsimile

WRITER'S DIRECT LINE  
(414) 297-3718

June 6, 2000

Mr. Lewis S. Meltzer  
Meltzer, Lippe, Goldstein & Schissel, P.C.  
190 Willis Avenue  
Mineola, New York 11501

Re: Transfer of IP files for IVIEWWIT.COM

Dear Mr. Meltzer:

As you may recall, I am the patent attorney at Foley & Lardner that is currently handling the Iviewwit.com IP matters that were previously handled by Ray Joao of your firm.

I recently received the following correspondence from your firm: (1) the original Assignment recorded in the United States Patent and Trademark Office (USPTO) for your Docket No. 5865-8 (U.S. Provisional Patent Application No. 60/169,559); and (2) the USPTO Filing Receipt (copy attached) for your Docket No. 5865-1 for Application No. 09/522,721. Although I sincerely appreciate your firm's diligence in continuing to forward Iviewwit materials to me, this latest correspondence raises some very serious issues with respect to the Iviewwit.com IP matters that were supposed to have been transferred to Foley & Lardner.

I was not previously told about this U.S. Non-Provisional Application being filed (item 2 above). It does not appear in any of the correspondence previously sent to Foley & Lardner. This raises the question of exactly what was filed in the U.S. Patent and Trademark Office, since I do not have a copy of any filing papers for this application. Was a U.S. Declaration filed? What specification and claims were filed? Was an Assignment filed for this application? I must have this information in order to take over prosecution of this application.

More importantly, however, this raises the question of whether any other provisional or non-provisional applications have been filed in the United States or any other country. Both the client, Brian Utley, President of Iviewwit.com, and myself have previously asked your firm to transfer all of the Iviewwit.com Intellectual Property files to me. (See attached letter to you dated April 28, 2000.) When the files that were sent to me were incomplete, I sent an e-mail (copy attached) to Dawn Laffin of your firm, asking her to look for other Iviewwit matters. I subsequently requested that Nicole, Ray's former secretary,



FOLEY & LARDNER

Mr. Lewis S. Meltzer  
June 6, 2000  
Page 2

double-check that there were no other miscellaneous files that were not on the list of applications (also attached). Now I find out that, after three or four separate requests, all of the Iviewit patent matters were not transferred to us.

I formally request that you have your firm's Docket Administration Department review all of Ray Joao's files to assure that all of the Iviewit.com materials have been transferred to me. Please forward all letters, memorandums, faxes, e-mails, notes, CD's, disks, and other correspondence between Iviewit.com and your firm, and between any third parties and your firm on behalf of Iviewit.com. It is particularly important that I know which patent applications were filed and what correspondence was submitted to the U.S. Patent & Trademark Office before the expiration of a critical date. Otherwise, the client could possibly lose patent rights. Please confirm that the attached "Iviewit.com Patent Portfolio" table, which lists the patent applications filed for Iviewit.com by your firm, is accurate and complete.

I also request that you contact Ray Joao to confirm which applications were filed in what countries and whether or not Ray has any additional Iviewit correspondence or materials that were not transferred to Foley & Lardner.

Furthermore, the client requests that I obtain a written confirmation from both you and Ray that all files, materials, and correspondence have been transferred to Foley & Lardner.

Please confirm receipt of this facsimile and let me know that these matters will be handled promptly and appropriately.

Very truly yours,



Douglas A. Boehm

Enclosure(s)

cc: Mr. Brian Utley, Iviewit.com

07/10/00 C WHEELER

.25 Conf with Mr. Bernstein re patents as  
collateral

**FOLEY & LARDNER IS BROUGHT IN TO ASSESS JOAO AND HERE IS THERE FINDINGS. WHEELER IS TO BE CONDUCTING INVESTIGATIONS INTO JOAO MALFESEANCE AND RUBENSTEIN IS QUESTIONED AND QUESTIONED AS TO HOW PATENTS HE OVERSEE'S CAN GET THIS KIND OF REVIEW. WHEELER BEGINS TO BLAME JOAO AND IN COMES BILL DICK, BRIAN UTLEY & CHRIS WHEELER FRIEND. UTLEY AND DICK INVOLVED IN PATENT DISPUTE OVER OWNERSHIP AT UTLEYS LAST EMPLOYER DIAMOND TURF.**

**Becker, Steven C.**

**From:** Becker, Steven C.  
**Sent:** Monday, July 24, 2000 4:44 PM  
**To:** Eliot I. Bernstein (E-mail); Brian G. Utley (E-mail)  
**Cc:** Boehm, Douglas A.  
**Subject:** PCT Patent Application for "Zoom and Pan" Imaging

*Have you  
checked  
the  
PCT  
application  
with  
the  
inventor  
and  
the  
attorney  
before  
filing  
it?*

**Re:** PCT Patent Application for System and Method for Providing an Enhanced Digital Image File  
Inventor: Bernstein  
Our Ref. No.: 57103/120

Brian:

During our brief telephone conversation today, you provided a few comments in response to my letter to you dated July 21, 2000. These comments were based on your review of the prior provisional applications, and are summarized below.

1. The step of "enlarging" is not essential for all embodiments of the invention.
2. The aspects of zooming and panning, and the function of the applet must be described in greater detail.
3. The disclosure relating to acquiring a photograph of a film video should be removed. However, the disclosure relating to processing one frame of a video according to the process steps of the invention should be retained.
4. In the provisional patent application having our reference number 57103/108, the flowchart in FIG. 2A does not match the corresponding description in the specification. Correction is needed.
5. Again, in the application for 57103/108, the claims in their current form may not be of the proper scope and should be revised.

9. You commented that the prior-filed PCT applications relating to enhanced video files did not specifically mention potential applications in radiographic images, X-rays, MRIs, etc. Regardless of whether these specific applications are supported, additional subject matter cannot be introduced to the prior-filed PCT applications unless additional patent applications are filed. Please advise if you would like us to file patent applications directed to these specific applications.

*11/13/02 (read or index that we will process on 7-11-02)*  
*Opposite of what I thought they*  
We discussed the possibility that the provisional applications currently on file may not provide sufficient disclosure to support all of the claims we may eventually want to file in the PCT patent application we are currently preparing, and therefore, the sale of images using this process in September, 1999 may bar patentability in some foreign countries. You instructed us to proceed with the PCT filing to preserve whichever foreign filing rights are available.

Accordingly, comments 1-5 will be incorporated in the above-referenced PCT patent application. If you have any further questions or comments, please do not hesitate to contact me.

Steve Becker  
Foley & Lardner  
(414)297-5571

*They may opposite on stage*

NOTE: The information transmitted in this correspondence is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited. If you receive this correspondence in error, please contact the sender and delete the material from any computer.

## END FOLEY CORRESPONDENCE

07/27/00	C WHEELER	1.00	Conf with Mr. Utley re patents; conf with Mr. Bernstein re same	
07/30/00	C WHEELER	1.00	Review of Warner's confidentiality agreement	
07/31/00	C WHEELER	2.00	Meeting with Iviewit representatives re patent	

## FOLEY & LARDNER BILL MAYBE THIS IS WHO IVIEWIT REPS IN WHEELER PREVIOUS BILL FOR PATENT, APPEARS HE IS SKIRTING AROUND MENTIONING FOLEY AND LARDNER AND THEY ARE JUST REPS.

07/11/00	DABO		Review provisional applications and attend to correspondence regarding filing dates.	0.30
07/19/00	SCB		Study invention disclosures for zoom and pan invention; review audio tapes of prior meetings; draft second letter to Mr. Utley requesting authorization to begin application work.	2.60
07/24/00	SCB		Phone conference with Mr. Utley; draft memorandum to file; incorporate disclosure from various related applications; revise application for zoom and pan imaging invention; phone conference with Mr. Boehm; draft e-mail to Mr. Utley; revise specification to include Example A.	6.70
07/25/00	DABO		Office conference with Mr. Becker regarding draft claims for application; review same.	0.80
07/25/00	SCB		Draft claims for patent application; office conference with Mr. Boehm; revise claims; phone conference with Mr. Utley; revise specification.	5.80
07/26/00	DABO		Conference with Mr. Becker, Mr. Bernstein, and Mr. Utley regarding draft of patent application.	2.20
07/26/00	DABO		Review draft of application; draft and revise claims; forward to Mr. Becker.	1.90
07/26/00	SCB		Draft specification; draft letter to Mr. Utley and Mr. Bernstein; revise specification; phone conference with Mr. Boehm, Mr. Utley and Mr. Bernstein.	8.40
07/27/00	DABO		Office conference with Mr. Becker regarding draft of application; conference with Mr. Utley and Mr. Becker regarding same; revise claims.	3.20
07/27/00	SCB		Revise claims; office conference with Mr. Boehm; phone conference with Mr. Utley, Mr. Bernstein and Mr. Boehm; revise specification.	6.90
07/28/00	SCB		Revise specification.	5.30
07/31/00	DABO		Review draft of PCT Application; revise same; conference with Mr. Becker.	2.00
07/31/00	SCB		Revise application.	3.20

SERVICES

08/01/00	DABO	Attend meeting at Iviview offices with Wachovia Securities representatives.	10.00
08/03/00	DABO	Review and organize PCT and U.S. correspondence and files; correspondence with Mr. Utley regarding filing; forward documents filed to Mr. Bernstein.	1.50
08/04/00	DABO	Conference with Mr. Bernstein and Mr. Armstrong regarding differences in 057103-0120 filed application; review same; Conference with Mr. Becker regarding same.	1.30
08/04/00	SCB	Phone conference with Mr. Boehm; review docket for August 8 provisional application per Mr. Bernstein; phone conference with Mr. E. Bernstein, Mr. Bernstein, Mr. Utley and Mr. Armstrong; prepare notes of discussion; phone conference with Mr. Boehm; draft memorandum to Mr. Boehm summarizing discussion.	6.10
08/07/00	DABO	Conference with Mr. Bernstein, Mr. Utley, Mr. Dick, and Wachovia Securities representatives regarding IP Licensing matters.	1.50
08/07/00	DABO	Attend to miscellaneous correspondence with Mr. Bernstein regarding copies of Video Imaging Applications.	0.40
08/07/00	DABO	Conference with Mr. Becker regarding Friday conference; review memorandum regarding same from Mr. Becker; review 057103-0120 file correspondence and PCT Application per Mr. Bernstein's instructions; analyze discrepancies between filed application, Mr. Armstrong's comments on third draft of application, and Mr. Utley's latest mathematical examples; prepare draft of analysis letter.	11.00
08/07/00	SCB	Review correspondence from Mr. Bernstein; review notes of discussion; review reporting letter to Mr. Utley; office conference with Ms. Weske; office conference with Mr. Boehm; review e-mails and send to Mr. Boehm.	1.60
08/07/00	WJD	Telephone conference with Wachovia Securities and client regarding technology licensing strategy; telephone conference with Mr. Boehm regarding same.	1.50
08/08/00	DABO	Correspondence with Mr. Bernstein regarding Video Streaming Patent Applications.	0.40
08/08/00	DABO	Conference with Mr. Utley regarding Centrack Agreement and dates; correspondence with Mr. Bernstein regarding same.	0.50
08/08/00	DABO	Review 057103-0120 files and correspondence and continue preparing analysis letter per Mr. Bernstein's instructions; prepare and forward correspondence notebook to Mr. Bernstein; review, revise, and send analysis letter to Mr. Bernstein, Mr. Utley, Mr. Armstrong, and Mr. Becker.	12.00

08/09/00	DABO	Review correspondence with Mr. Armstrong and Mr. Bernstein regarding 057103-0120 application analysis; conference with Mr. Utley regarding same.	1.10
08/10/00	DABO	Review files and correspondence regarding patent bar dates; prepare notes regarding same; review correspondence regarding next invention.	2.40
08/11/00	DABO	Review Centrack Agreement; prepare notes regarding same; review files and attend to miscellaneous PCT correspondence with Mr. Utley.	2.90
08/13/00	DABO	Review files and correspondence regarding patent strategy and dates.	1.10
08/14/00	DABO	Prepare Small Entity Statement; conference with staff regarding same.	0.30
08/15/00	DABO	Review miscellaneous Iviewit Patent files and correspondence; attend to miscellaneous PTO correspondence.	0.80
08/18/00	DABO	Conference with Mr. Utley regarding patent applications; prepare notes; review new version of spreadsheet.	0.80
08/18/00	DABO	Research patent laws regarding small entity status and technology licensing; prepare notes regarding same.	0.90
08/23/00	DABO	Review files and attend to miscellaneous patent correspondence with Mr. Utley.	0.50
08/25/00	DABO	Review files and status; conference with staff regarding updating patent notebooks.	0.50
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08/01/00	JEAW	Receipt and review of executed Powers of Attorney; prepare a response to the Invitation to Correct Defects; update records accordingly; revise letter to Mr. Utley; office conference with Mr. Becker.	1.00
08/02/00	SMMI	Review Response to the Invitation to Correct Defects and documents; forward to Mr. Boehm for review and signature.	0.20
08/04/00	SMMI	Review docketed deadline; update records accordingly.	0.10
08/07/00	JEAW	Prepare letter to Mr. Utley enclosing the response to the invitation to correct defects in the international application; forward to Mr. Becker.	0.20
08/07/00	SMMI	Review invoice and submit for approval.	0.10
08/16/00	JEAW	Review notification of receipt of record copy.	0.10
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SERVICES

08/01/00	JEAW	Review correspondence from the United States Receiving Office enclosing filing details; prepare letter to Mr. Utley forwarding the same; review invitation to correct defects; prepare response.	1.10
08/02/00	SMMI	Review Response to the Invitation to Correct Defects and documents; forward to Mr. Boehm for review and signature.	0.20
08/04/00	SMMI	Review docketed deadline; update records accordingly.	0.10
08/07/00	JEAW	Prepare letter to Mr. Utley enclosing the response to the invitation to correct defects in the international application; forward to Mr. Becker.	0.20
08/07/00	SMMI	Review invoice and submit for approval.	0.10
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08/16/00	JEAW	Review notification of receipt of record copy.	
08/14/00	DABO	Review file; prepare response to Notice of Missing Parts.	0.30
08/01/00	DABO	Review draft of PCT Application and Mr. Utley's comments regarding same.	
08/01/00	SCB	Phone conference with Ms. Weske regarding Iviewit formal documents.	
08/02/00	DABO	Prepare for scheduled conference; Conference with Mr. Bernstein, Mr. Armstrong, and Mr. Utley regarding detailed discussion of Mr. Armstrong's revisions to third draft of PCT Application.	
08/02/00	DABO	Revise third draft of application per comments from Mr. Utley and Mr. Armstrong; correspondence with and conference with Mr. Utley and Mr. Bernstein regarding revisions; incorporate latest mathematical examples from Mr. Utley; prepare formal papers with staff; revise claims; review and file PCT Application at post office.	
08/02/00	JEAW	Office conference with Mr. Boehm; preparation of PCT application.	
08/02/00	SMMI	Review new PCT application and documents; update records accordingly.	
08/17/00	SCB	Phone conference with Mr. Utley; faxed drawings for patent application.	
<b>BELIEVE THESE BILLS RELATE TO UTLEY FILING HIS OWN INVENTIONS IN HIS OWN NAME TO HIS OWN HOME WITH HIM AS SOLE OWNER</b>			
08/02/00	DABO	Prepare and file U.S. Application based upon 57103-120 PCT Application.	0.90

09/18/00 DABO Conferances with and correspondence with Mr. Utley  
regarding invention; prepare, revise, and file  
Provisional Patent Application.

4.00



IVIEWIT.COM  
FILE NUMBER: 057103  
INVOICE NO. 21071917

October 11, 2000

PAGE 13

U.S. PROVISIONAL PATENT APPLICATION FOR "ZOOM  
AND PAN IMAGING USING A DIGITAL CAMERA"  
(UTLEY ET AL.)  
057103-0122

SERVICES

09/14/00	DABO Conference with Mr. Utley regarding new invention; perform preliminary background search and review results.	1.10
09/18/00	DABO Conferences with and correspondence with Mr. Utley regarding invention; prepare, revise, and file Provisional Patent Application.	4.00
09/20/00	DABO Conference with Mr. Utley regarding invention and prior art; review file and prepare notes regarding same.	0.70
		-----
		5.80
		-----
		\$ 2,001.00

<u>ATTORNEY/PARALEGAL</u>	<u>INIT</u>	<u>HOURS</u>	<u>RATE</u>	<u>DOLLARS</u>
----- Douglas A. Boehm	DABO	5.80	345.00	2,001.00
		-----		-----
	TOTALS:	5.80	\$	2,001.00

EXPENSES INCURRED

Photocopying Charges	0.90
	-----
	\$ 0.90

MATTER TOTAL 2,001.90

IVIEWIT.COM  
 FILE NUMBER: 057103  
 INVOICE NO. 21071917

October 11, 2000

PAGE 3

GENERAL FILE  
057103-0101

SERVICES

09/06/00	DABO	Review notes and correspondence regarding patent applications; correspondence with Mr. Utley regarding status.	0.70
09/07/00	DABO	Conference with Mr. Utley regarding status.	0.30
09/15/00	DABO	Conference with Mr. Stanley regarding patent portfolio.	3.20
09/22/00	DABO	Prepare and send correspondence to Mr. Utley regarding Provisional Application filing.	0.30
09/25/00	DABO	Research U.S. Patent and Trademark Office rule changes regarding small entity status and licensing; review Iviewit files and prepare notes regarding same.	1.50
09/26/00	DABO	Attend to miscellaneous correspondence regarding U.S. and Foreign patent applications.	0.70
09/26/00	DABO	Review U.S. Patent and Trademark Office rule changes regarding small entity status for Iviewit; conference with Mr. Utley regarding same; prepare notes and letter to Mr. Utley.	2.00
09/27/00	DABO	Revise correspondence to Mr. Utley regarding small entity status per conference with same.	0.40
09/29/00	DABO	Review and send letter to Mr. Utley regarding small entity status; review docket and miscellaneous files; prepare U.S. Patent and Trademark Office correspondence.	1.00
			-----
			7.10
			-----
			\$ 2,449.50

<u>ATTORNEY/PARALEGAL</u>	<u>INIT</u>	<u>HOURS</u>	<u>RATE</u>	<u>DOLLARS</u>
Douglas A. Boehm	DABO	7.10	345.00	2,449.50
	TOTALS:	7.10	\$	2,449.50

EXPENSES INCURRED

Photocopying Charges	121.95
Facsimile Charges	5.50
Long Distance Telephone Charges	13.87
	-----
	\$ 141.32

MATTER TOTAL 2,590.82

**NOW WE SEE THEM BILLING FOR PATENTS IN UTLEY'S OWN NAME**

U.S. PAT. APPL. FOR "SYSTEM AND METHOD FOR PROVIDING AN ENHANCED DIGITAL IMAGE" (BERNSTEIN)  
057103-0121 \$ (44.70)

U.S. PROVISIONAL PATENT APPL. FOR "ZOOM AND PAN IMAGING DESIGN TOOL"  
(UTLEY, BRIAN G.) \$ 6.49

VIEWIT.COM  
FILE NUMBER: 057103  
INVOICE NO. 21071917

October 11, 2000

PAGE 2

(BASED ON 057103-0113)  
057103-0115

U.S. PATENT APPLN. FOR "SYSTEM AND METHOD FOR PROVIDING AN ENHANCED DIGITAL VIDEO FILE" (BERNSTEIN ET AL.) (BASED ON 057103-0112) 057103-0116 \$ 11,484.00

PCT INTERNATIONAL PATENT APPLN. FOR "SYSTEM AND METHOD FOR VIDEO PLAYBACK OVER A NETWORK" (BERNSTEIN ET AL.) 057103-0118 \$ 28.95

PCT INTERNATIONAL PAT. APPL. FOR "SYSTEM AND METHOD FOR PROVIDING AN ENHANCED DIGITAL IMAGE" (BERNSTEIN) 057103-0120 \$ 538.95

U.S. PROVISIONAL PATENT APPLICATION FOR "ZOOM AND PAN IMAGING USING A DIGITAL CAMERA" (UTLEY ET AL.) 057103-0122 \$ 2,001.90

U.S. PROVISIONAL PATENT APPL. FOR "ZOOM AND PAN IMAGING DESIGN TOOL" (UTLEY, BRIAN G.) 057103-0123 \$ 2,380.00

TOTAL DUE \$ 6,158.52  
\*\*\*\*\*

Total Services Billed: \$ 7,353.00  
Total Disbursements Billed \$ (1,203.48)

Please Reference Your Account Number 057103-0101 And Your Invoice Number 21071917 With Your Remittance Payable To FOLEY & LARDNER.

Foley & Lardner Federal Employer Number: 39-0471600

END FOLEY BILL

09/29/00 C WHEELER 2.50 Conf with Mr. Prolow and Mr. Utley; conf. with Prolow, Utley, Hersch, Buschbaum, et al re technology;

08/03/00 G REED .50 Work re: trademark assignments

10/06/00 C WHEELER .75 Review of confidentiality agreement; arrange for transmittal; conf with Mr. Levy

10/06/00 A LEVY 1.50 Mtng with C. Wheeler re Confidentiality Agreement; review and revise.

10/09/00 J ZAMMAS .50 Return call to Martha at iviewit regarding stock certificates.

10/10/00 A LEVY 1.00 Matters re Confidentiality Agreement; patent issues.

10/11/00 C WHEELER 1.50 Conf with Mr. Utley re Ken Rubenstein and Time Warner; conf with Mr. Rubenstein

**PROKALOFF REED**

10/26/00 C WHEELER 1.00 Conf with Mr. Prolow; conf with Mr. Utley; conf with Mr. Reed re trademark and copyright matters

10/31/00 C WHEELER .50 Conf with Mr. Utley; conf with Mr. Rubenstein; Conf with Mr. Utley re financing

10/20/00 G REED 1.50 Review newly issued office actions and statuses of cited marks; ltr. to Brian Utley per t/c Chris Wheeler

11/01/00 C WHEELER .25 Conf with Mr. Utley re financing and re Mr. Rubenstein

11/07/00 C WHEELER .75 Conf with Mr. Utley re financing; call to Mr. Assaf; conf with Mr. Utley re Mr. Rubenstein

01/12/01 C WHEELER .50 Arrange for follow up on investigation; check on status of documentation for Prolow loan

02/05/01 C WHEELER .50 Correspondence re intellectual property follow up

04/18/01 C WHEELER 1.00 Conf with Mr. Utley; review of corr re patents and notification of Warner Bros.

## BLAKELY SOKOLOFF BILLINGS

Excerpt from Blakely Sokoloff Investigation after finding Utley patents, these were not forwarded with the Corporate Documents.

Finds 2 patents with Utley trying to claim inventorship and they then have to correct it with patent office

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Zirconium Pin Imaging Using a Digital Camera	(P020) (Rev. 1/22)	Brian Gliby	United States	Serial No. 00223,344	Filed 06/18/00	Not assigned.	Pending (Provisional Application expires 06/18/01)
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Zirconium Pin Imaging Using a Digital Camera	(P021) (Rev. 1/23)	Brian Gliby	United States	Serial No. 00223,341	Filed 06/18/00	Not assigned.	Pending (Provisional Application expires 06/18/01)
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# BLAKELY SOKOLOFF TAYLOR & ZAFMAN LLP

A LIMITED LIABILITY PARTNERSHIP  
INCLUDING LAW CORPORATIONS

TELEPHONE (310) 207-3800

FACSIMILE (310) 820-8988  
(310) 820-8270

BSZT\_MAL@BSZT.COM  
WWW.BSZT.COM

INTELLECTUAL PROPERTY LAW

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SEVENTH FLOOR  
LOS ANGELES, CA 90026-1026

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COSTA MESA, CA  
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PORTLAND / LAKE OSWEGO, OR  
SEATTLE / KIRKLAND, WA  
DENVER / ENGLEWOOD, CO

**Confirmation  
Copy**

August 4, 2001

**CONFIDENTIAL COMMUNICATION  
ATTORNEY-CLIENT PRIVILEGED**

**Via E-Mail**  
(And Confirmation By Mail)

Eliot Bernstein  
IVIEWIT.COM, INC.  
505 North Brand Boulevard, Suite 1420  
Glendale, California 91203

Re: Powers of Attorney for Six PCT Applications:

<b>Apparatus and Method for Producing Enhanced Digital Images</b> Serial No. PCT/US00/07772 Our File No. 005707.P009PCT Foley's Reference No. 110	<b>System and Method for Playing a Digital Video File</b> Serial No. PCT/US00/15406 Our File No. 005707.P012PCT Foley's Reference No. 113
<b>System and Method for Streaming an Enhanced Digital Video File</b> Serial No. PCT/US00/15408 Our File No. 005707.P010PCT Foley's Reference No. 111	<b>System and Method for Video Playback Over a Network</b> Serial No. PCT/US00/15602 Our File No. 005707.P016PCT Foley's Reference No. 118
<b>System and Method for Providing an Enhanced Digital Video File</b> Serial No. PCT/US00/15405 Our File No. 005707.P011PCT Foley's Reference No. 112	<b>System and Method for Providing an Enhanced Digital Image File</b> Serial No. PCT/US00/21211 Our File No. 005707.P018PCT Foley's Reference No. 120

Dear Eliot:

Being e-mailed (and enclosed herewith) are six (6) Powers of Attorney for the subject PCT Patent Applications, one Power for each inventor named in any one or more of the PCT patent applications, and one Power for the corporation, Iviewit Holdings, Inc. Three of the Powers require your signature, as follows: (i) one by you in your individual capacity; (ii) a second by you in your capacity as designee of the corporation to sign on behalf of Brian Utey (we hope the PCT Office will recognize Utey's having granted a Power of Attorney to his corporate employer); and (iii) a third by you for the corporation in your capacity as its Secretary. Kindly sign where your

---

# **BLAKELY SOKOLOFF TAYLOR & ZAFMAN LLP**

A LIMITED LIABILITY PARTNERSHIP  
INCLUDING LAW CORPORATIONS

Eliot Bernstein  
IVIEWIT.COM, INC.  
August 4, 2001  
Page 2 of 2

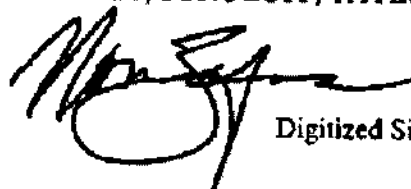
signature is indicated on the three Powers of Attorney and return the original executed Powers to our office via mail (we need to have each Power with an original signature). Also fax each Power to us at (310) 820-5988, to expedite the process.

As we discussed, we request that you also forward each of the three remaining Powers to Jude R. Rosario, Jeffrey S. Friedstein and Zakirul A. Shirajee, respectively, for their signatures. Kindly instruct each of them to execute the Powers and to return the originals to our office by mail. In order to expedite the matter, request each of them to fax a copy to us, if possible.

If you have any questions, please feel free to contact my Assistant, Jan Gass. We appreciate your attention to getting the subject Powers executed and returned to us. We will then attend to their filing with the PCT Office.

Best personal regards,

BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN, LLP



Digitized Signature

Norman Zafman

NZ/jg  
Enclosures

cc: Ross Miller (w/Enclosures via E-Mail) ✓

P.S. to Ross Miller:

Ross, please attend to getting a Board Resolution appointing Eliot as the corporation's designee for signing the subject Power on behalf of Brian Utley. We talked about this in the context of giving Eliot comfort; however, the PCT Office may well request such a Resolution (in addition to a copy of Utley's Employment Agreement, which we already have).



Now Foley in resigning fails to even mention that Utley has two patents and Blakely uncovers them

**FOLEY & LARDNER**

ATTORNEYS AT LAW

BRUSSELS  
CHICAGO  
DENVER  
DETROIT  
JACKSONVILLE  
LOS ANGELES  
MADISON  
MILWAUKEE

FIRST STAR CENTER  
777 EAST WISCONSIN AVENUE  
MILWAUKEE, WISCONSIN 53202-5057  
TELEPHONE (414) 271-2400  
FACSIMILE (414) 207-4900

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WRITER'S CORRECT LINE  
(414) 297-5724

April 18, 2001

Mr. Brian G. Utley  
President & COO  
Iviewit.com, Inc.  
One Boca Place  
2255 Glades Road, Suite 337 West  
Boca Raton, Florida 33431

Re: Notification of Renouncement of Power of Attorney  
For All Pending International PCT Applications

Dear Mr. Utley:

Enclosed for your records is a copy of the Notifications of Renouncement of Power of Attorney, which were filed with the United States Patent Office on April 12, 2001 in connection with the following international PCT applications:

International Application No. PCT/US00/07772  
Apparatus and Method for Producing Enhanced Digital Images  
Our Ref.: 57103/110;

International Application No. PCT/US00/15408  
System and Method for Streaming an Enhanced Digital Video File  
Our Ref.: 57103/111;

International Application No. PCT/US00/15405  
System and Method for Providing an Enhanced Digital Video File  
Our Ref.: 57103/112;

International Application No. PCT/US00/15406  
System and Method for Playing a Digital Video File  
Our Ref.: 57103/113;

International Application No. PCT/US00/15602  
System and Method for Video Playback over a Network  
Our Ref.: 57103/118; and

7.3

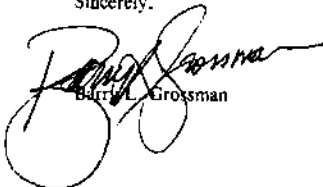
FOLEY & LARDNER

Mr. Brian G. Utley  
April 18, 2001  
Page 2

International Application No. PCT/US00/21211  
System and Method for Providing and Enhanced Digital Image File  
Our Ref.: 57103/120.

As stated in previous correspondence, we have taken steps to withdraw as your counsel in these matters because of your large and long-standing unpaid bill

Sincerely,



Barry L. Grossman

Enclosure(s)

Utley claiming other I View It ideas as his own and Foley billing to discuss and design them for him

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**Invention of Controllable Image Presentation with  
Audio and/or text Accompaniment**

**Object:** To control a presentation image by a program within the computer or remotely over a network such that when the program is initiated it will control the presentation image by selecting panoramic and/or zoom parameters in order to focus the attention of the viewer on particular elements of the image. The program may also control an audio track or text box to explain to the viewer details of the image.

The program may be initiated by the viewer or automatically upon selection of the image.

Mander Hartson  
Witness  
Date: 3/8/00

[Signature]  
Inventor  
Date: 3/8/2000

EV 41  
41.1  
8/1

Invention of Image Overlay Over the Web  
To Facilitate Expanded Presentation Facilities

**Object:** To create an image overlay for the purpose of further defining the image, superimposing graphics and superimposing text. The overlay is controlled by software on the computer hosting the display device or over a network. The software may be initiated by the operator/viewer or automatically upon selection of the first level image.

This invention also contemplates multiple layers of overlay for complex presentation purposes.

Manda Martineau  
Witness  
Date: 2/8/00

[Signature]  
Inventor  
Date: 3/8/2000

EV 41  
41.2  
8W 1

IVIEWIT.COM  
FILE NUMBER: 057103  
INVOICE NO. 21057519

August 22, 2000

PAGE 2

FILE" (BERNSTEIN ET AL.)  
057103-0112

PCT PATENT APPL. FOR "SYSTEM AND METHOD FOR  
PLAYING A DIGITAL VIDEO FILE"  
(BERNSTEIN ET AL.) \$ 6,792.00  
057103-0113

U.S. PATENT APPLN. FOR "SYSTEM AND METHOD FOR  
STREAMING AN ENHANCED DIGITAL VIDEO FILE"  
(BERNSTEIN ET AL.) (BASED ON 057103-0111) \$ 250.70  
057103-0114

U.S. PATENT APPLN. FOR "SYSTEM AND METHOD FOR  
PLAYING A DIGITAL VIDEO FILE" (BERNSTEIN ET AL.) \$ 251.00  
(BASED ON 057103-0113)  
057103-0115

U.S. PATENT APPLN. FOR "SYSTEM AND METHOD FOR  
PROVIDING AN ENHANCED DIGITAL VIDEO FILE"  
(BERNSTEIN ET AL.) (BASED ON 057103-0112) \$ 251.15  
057103-0116

U.S. PATENT APPLN. FOR "SYSTEM AND METHOD FOR  
VIDEO PLAYBACK OVER A NETWORK" (BERNSTEIN ET  
AL.) (BASED ON 057103-0118) \$ 144.55  
057103-0117

PCT INTERNATIONAL PATENT APPLN. FOR "SYSTEM AND  
METHOD FOR VIDEO PLAYBACK OVER A NETWORK"  
(BERNSTEIN ET AL.) \$ 11,267.60  
057103-0118

PCT INTERNATIONAL PAT. APPL. FOR "SYSTEM AND  
METHOD FOR PROVIDING AN ENHANCED DIGITAL IMAGE"  
(BERNSTEIN) \$ 12,526.13  
057103-0120

TOTAL DUE \$ 150,149.37  
\*\*\*\*\*

Total Services Billed: \$ 135,092.00  
Total Disbursements Billed: \$ 15,057.37