



P. Stephen Lamont
Chief Executive Officer (Acting)

and

Eliot I. Bernstein
Founder & President (Acting)
Direct Dial: 561.364.4240

VIA – Facsimile

Tuesday, April 20, 2004

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NOT RESPONSIBLE PARTIES

**TO THE BEST OF THE COMPANIES KNOWLEDGE AT
THIS TIME THE FOLLOWING INDIVIDUALS HAVE NO
EVIDENCE POINTING TO INVOLVEMENT IN THE
ALLEGED CRIMES**

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FEDERAL, LOCAL & STATE AGENCIES

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Re: LETTER OF LIABILITIES AND NOTICE OF FILED ALLEGATIONS CITING FRAUD UPON THE UNITED STATES PATENT & TRADEMARK OFFICE AND FRAUD AGAINST IVIEWIT HOLDINGS, INC. AND ITS SUBSIDIARIES, AFFILIATES, RELATED COMPANIES, AND RESPECTIVE SUCCESSORS AND ASSIGNS HEREINAFTER REFERRED TO AS (“THE COMPANY” OR “IVIEWIT”) BY SOME FORMER OFFICERS, DIRECTORS, ADVISORY BOARD MEMBERS & OUTSIDE PROFESSIONALS (“RESPONSIBLE PARTIES”).

Dear Sirs:

By way of introduction, I am President (Acting) of the Company, and am writing together with the help of P. Stephen Lamont, CEO (Acting), to advise you of liabilities resulting from circumstances I shall generally outline below. Moreover, outside counsel has not reviewed the contents of this letter, nor has outside counsel reviewed any of the documentation described herein.

I. PATENTS PENDING -- ASSIGNMENTS

It has come to the attention of the Company, while investigating the trail of patent assignments in conjunction with the United States Patent and Trademark Office (“USPTO”), that many critical patent applications are not assigned to Iviewit Holdings, Inc., formerly known as (“fka”), Uview.com, Inc. as directed by the Responsible Parties and further represented by Non-Responsible Parties (individuals that the Company has no evidence at this time implicating them in any wrongdoings) to shareholders and other third parties. Initially, the patents were not assigned at all and then through various assignment documents had been assigned improperly by Responsible Parties into companies such as, Iviewit Technologies, Inc., Iviewit.com, Inc. and some wholly unassigned in what appears to be an attempt to fraud the shareholders. This information is remarkably different than what Responsible Parties have represented.

What is more disturbing is that our most recent counsel, Blakely Sokoloff Zafman & Taylor LLP (“BSZT”), has failed to list Alpine or Iviewit Technologies, Inc. as assignee



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on our Intellectual Property dockets that we have been using for shareholders and investors as recently as November of 2003. Furthermore, and we are still awaiting information from the USPTO and foreign patent offices as to the exact information on all patents, yet from what we already have the assignment trail is fraught with misrepresentation and inconsistencies that have direct impact on shareholder holdings. There appears to be many previous assignments done by Proskauer Rose LLP ("PR") and Meltzer, Lippe, Goldstein, Wolf & Schlissel, P.C. ("MLGS") attorneys Kenneth Rubenstein ("Rubenstein") directing Raymond Joao ("Joao") or Foley Lardner LLP ("FL") attorneys William Dick ("Dick") directing subordinate attorneys Douglas Boehm ("Boehm") and Steven Becker ("Becker") whereby either Iviewit Technologies, Inc. (fka) Iviewit Holdings, Inc., or I.C., Inc. (fka) Iviewit.com, Inc. and other entities were that were knowingly and willfully assigned the patents in diametric opposition to directives of the Board of Directors, and in some instances no assignments were made at all.

Furthermore, although we do not have all the information on all the patents yet, it has been represented by the patent office that on a patent application the Company had never authorized, applied for by Dick, who directed his subordinates Boehm and Becker of Foley to file on behalf of Brain Utley ("Utley"), that the Company may have absolutely no rights, title or interest in the application. Due to this lack of ownership interest by the Company in the patent application, the Company is currently unable to ascertain any information from the USPTO at all regarding this application. This application has been listed as an asset of the Company since September of 2000 and to find that it was not the Company's was quite a shock considering that both Foley & BSZT have consistently listed it as an asset of the Company.

Finally, concerning assignments, it is entirely unclear that if the inventors are not properly listed, as will be discussed in greater detail below, the shareholders may have invalid or only partial interests in these patents and the assignees may also hold invalid or partial assignments to the rights, titles and interests of the patents. In response to this issue and the fact that many of the patents, knowingly and willfully, have the wrong inventors listed by Responsible Parties or missing the true and correct inventors entirely, Iviewit has filed in conjunction with Stephen Warner, Chairman & Co-Founder, of Crossbow Ventures (who maintains the single largest investment interest in Iviewit), a joint complaint with the Commissioner of Patents and Trademarks claiming alleged **FRAUD UPON THE UNITED STATES PATENT AND TRADEMARK OFFICE**



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and thereby **FRAUD UPON THE SHAREHOLDERS OF IVIEWIT** by the Responsible Parties involved in these transactions. Responsible Parties are deemed so, for their part in any of transactions that have led to the problems currently being confronted by Iviewit management and shareholders. The alleged claim of fraud must be evaluated by the USPTO, if changes in inventorship and assignment are to be acknowledged and the rights, titles and interests in the patents turned back over to the proper inventors and assignees and ultimately the shareholders. [EXHIBIT \("A"\)](#). Other Officers, Directors, Advisory Board Members and Outside Professionals who were not responsible to the best of the Company's knowledge at this time in these transactions, or had no involvement in the malfeasances that the Company has alleged, are termed "Not Responsible Parties" for purposes of this letter.

II. INCORPORATION RECORDS

When reviewing the trail of how patents applications were assigned to wholly owned, partly owned, related, affiliated companies, or, perhaps, entities of which the Company has no ownership position at all or were not assigned at all, leaving no doubt that the inventions have not properly been assigned, all of this authorized by the Responsible Parties, the Company finds the corporation books that had been maintained by PR, missing, in some instances, entire corporate books for some entities, entire stock ledgers, board meeting notes, stock certificate stubs, and entire stock certificates and in complete disarray. PR later claims to have transferred the corporate books in an unauthorized transfer, to a non-officer of the Company, William Kasser ("Kasser"), who later tried to demand \$250,000 of ransom for their return until confronted by legal counsel.

Moreover, upon information and belief, there was one or more Companies incorporated by the Responsible Parties without authorization of the Not Responsible Parties, said company formed by PR and Utley, former President and Chief Operating Officer, under the name of Iviewit Holdings, Inc., which held this name for less than a month and then changed its name to Iviewit Technologies, Inc. Simultaneously, one minute after Iviewit Holdings, Inc. changed its name to Iviewit Technologies, Inc., the company with the majority of shareholders Uview.com, Inc. changed it name to Iviewit Holdings, Inc. and in the confusion, it appears that several key patents were assigned by Utley into Iviewit Technologies, Inc. (fka) Iviewit Holdings, Inc. The assignments were made into this Company with a minority of shareholders (including PR) when they were supposed to be



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transferred into Iviewit Holdings, Inc. (fka) Uview.com, Inc., with the majority of shareholders interests. In this one minute of complex name changes, using exactly similar names, it appears that patents were switched to a company that has questionable ownership and may have no interests at all held by the shareholders of Iviewit Holdings, Inc. (fka) Uview.com, Inc. [EXHIBIT \("B"\)](#).

In regard to Iviewit Technologies, Inc. (fka) Iviewit Holdings, Inc. presently, PR is one of the shareholders but it is entirely unclear if the present day Iviewit Holdings, Inc. (fka) Uview.com Inc., with the majority of shareholders possesses any share ownership in Iviewit Technologies (fka) Iviewit Holdings, Inc., and, again, Iviewit Technologies (fka) Iviewit Holdings, Inc. happens to be the assignee under several of the Company's critical patent applications with Utley listed as an inventor in some instances. In reviewing an incomplete audit whereby after ten months of work Arthur Andersen & Company ("AA") terminated the Company during the audit due to lack of information and insulting letters sent to them, when they asked for similar verification of stock holdings in the company Iviewit Technologies, Inc. (fka) Iviewit Holdings, Inc. held by Iviewit Holdings, Inc. (fka) Uview.com, Inc. It appears from review of the AA audit letters that this aspect of the corporate structure may have been misrepresented to them by some of the Responsible Parties.

When asking the Company to prove that the shareholders in Iviewit Holdings, Inc. (fka) Uview.com, Inc., whereby the majority of shareholders have their interests, had any ownership in Iviewit Technologies, Inc. (fka) Iviewit Holdings, Inc. where PR has its interest, they were met with insulting letters accusing them of having had something to do with the Company filing improper or wrong tax returns. It further appears that AA claimed to management that our accountants daughter Erika Lewin, CPA, also an employee of Iviewit, was "miffed" that she was being accused of misleading auditors. Upon review of the AA letters, the Company finds that the corporate structure that was presented to the auditors appears false and misleading and very confusing as to why there are two companies with the exact same name. It further appears that the Company with the patents has the minority of shareholders, including PR and possibly has no affiliation with Iviewit Holdings, Inc. (fka) Uview.com, Inc. We attach letters from the AA audit and letters from Crossbow Ventures regarding failed investor compliance issues with regard to the Company reporting obligations for your review. [EXHIBIT \("B"\)](#)



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Acting management has also found that Rubenstein & Christopher Wheeler (“Wheeler”) of PR have made statements to State Bars the Company has filed complaints with, in deposition testimony and in a direct letter to 15th Circuit Civil Court in West Palm Beach, Florida, that PR and Rubenstein had absolutely no involvement with the patents or any patent work whatsoever for the Company. These statements regarding their claim of non involvement, seemingly conflict with much of the Company documentation, including but not limited to: billing records, PR co-authored Wachovia Securities Private Placement Memorandums (“Wachovia PPM”), emails, patent transfers, letters by third parties, investment materials used to secure investment, all pointing to their involvement as patent counsel. If proven as factual that PR and/or Rubenstein had involvement with the Company patents than everything they have claimed to these agencies and under deposition could not be further from the truth and it may pose the single largest conflict of interest to the shareholders of Iviewit and those who put sweat, seed money and inventions into the Company.

This conflict of interest, if proven factual, would point to some of our trusted lawyers and outside professionals profiting from the global proliferation of our technologies and you the shareholders may not be. Rubenstein, as many of you know, took the original invention disclosures from three of the original inventors Eliot Bernstein, Zakirul Shirajee and Jude Rosario, opined on the “novel” (patent term for never before seen and patentable) nature of the inventions causing many shareholders to rely on such statements whether directly, indirectly through Wheeler, or through investment documents used by the Company for third party investment that were reviewed, billed for and disseminated by PR prior to distribution.

The Company hired Rubenstein and PR for good reason, Rubenstein had formed patent pools including but not limited to MPEG2, MPEG4, DVD, DRM, IEEE 1394, HAVi, and was the sole reviewer, the proverbial gatekeeper, of patents for inclusion into such pools. These pools are estimated to generate into the trillions of dollars of revenue as high definition digital video and all related appliances approaches the penetration of color television. If Rubenstein, who had already deemed the Iviewit inventions as core and essential technologies to pools he controls, had put our patents into such pools as promised, the Company would be receiving its commensurate share of royalties in the applicable pools. Rubenstein, as testified to under deposition, receives legal fees as counsel to the MPEG pools, PR is receiving fees as acting counsel for such pools,



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Rubenstein is also acting as Iviewit patent counsel and finally PR is acting as Iviewit client counsel, with no protection established for Iviewit, these conflicts of interest pose significant risks to the Iviewit shareholders. It is further frightening that under deposition both Wheeler and Rubenstein are unsure if a conflicts check was ever done when they took the Bernstein's and Iviewit as clients. Finally, Wheeler claims in his deposition that no written retainer was in place for over nine months during which time they handled patent disclosures and introduced Iviewit to many of their clients and investors.

The conflict of interest is wholly more terrifying if such patent pools utilize Iviewit technologies and do not pay royalties to Iviewit and could pose as a form of anti-competitive behavior if the pools Rubenstein controls have denied Iviewit royalties for inventions learned while Rubenstein was Iviewit counsel. For example, each DVD player or DVD sold in the world, has technologies it utilizes, which make it work, and all the patented technologies used share a common royalty and each member gets a percentage of the royalty paid. Same for video streams and all the equipment that creates and streams it to your computer that use MPEG or other pooled technologies for such items as televisions, cell phones or other hand held devices. Since some of these inventions like video phones could not occur without Iviewit technology in such low bandwidth environments it is not only core technology, it is essential. Iviewit's technologies have been deemed core and essential by Wheeler and Rubenstein and many other outside sources have confirmed similar information regarding the applications of the technologies. Rubenstein was patent counsel for Iviewit, an Advisory Board member and a shareholder, who had total control of the fate of the Company's patents and was retained in a patent oversight role as described in most of Iviewit's materials disseminated to third parties for investment.

It is most damaging to note that Rubenstein denied knowing Bernstein and other inventors in his deposition, denied knowledge of the Company that he owned stock in, was an Advisory Board member of, controlled the patents in, maintained original patent disclosure documents in his own and Wheelers offices, directed Raymond Joao's every move on filings, induced investment from numerous shareholders, and opined on the technologies whether directly, through Wheeler or through other investment materials distributed to third parties and controlled by PR. Further, after PR billed for, co-authored and disseminated a Wachovia PPM whereby it is clearly stated that Rubenstein was **"Iviewit patent counsel"** and further as exhibited throughout [EXHIBIT \("C"\)](#) PR



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management pick Utley, sent such Wachovia PPM to the Company's single largest investor Crossbow Ventures™ ("CV") for use on a Small Business Administration Loan form. By reviewing this Wachovia PPM Management and Advisory Board section sent over by Utley for use by the largest investor in Iviewit, CV, for use on a Federal form, it appears almost ludicrous to read Rubenstein and Wheelers deposition statements whereby Rubenstein denies knowledge or existence of Iviewit and Rubenstein and Wheeler both deny intricate knowledge of the technologies and patents. This further poses the question that if Proskauer and Rubenstein are in no way involved in the Iviewit patents, who is committing fraud on investors and Federal Agencies by stating that Rubenstein is patent counsel for the Company. This question is almost self-explanatory as one learns that the Wachovia PPM was billed for, co-authored, controlled by and disseminated mainly by PR and their management referrals.

What was represented as a six month patent process and inclusion into the patent pools, has turned into an almost six year fiasco and not a single patent has issued. Instead, all the patents are being put into a six-month suspension by the USPTO while investigations into the allegations are reviewed. The Company is reviving abandoned patents such as "Zoom and Pan on a Digital Camera" and attempting to find out how much damage has already been caused to shareholders and trying to stop further damage to what remains. It appears that after reviewing our technologies and finding them "novel", PR, a prior real-estate firm with virtually no patent department, went out and found Rubenstein, at the very time Wheeler had seen the technologies and assumed the responsibility of finding patent counsel for Iviewit, not for Proskauer. It appears PR found the single largest benefactor of the Iviewit technologies, with the most to gain or lose from the Iviewit technologies, Rubenstein, who had formed these pools. On information and belief PR then hired the entire patent department of MLGS including Rubenstein moving them to PR's New York offices and thereby assumed the patent pools Rubenstein controlled, as clients of the PR firm to inure benefits solely for the gain of PR. PR is currently making money through client billings and patent filings for firms included in the pools, which directly inures benefit for PR, and not the shareholders of Iviewit.

As many of you know the prior MPEG standard of video at low bandwidths such as the Internet was horrible (6-8 frames of postage sized out synch audio/video) and at the upper ends, like HDDVD the processors had maxed out and were incapable of producing higher quality video. Until Iviewit technologies solved for the problems and gave the world its



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first full screen, full frame rate at bandwidths as low as 56Kbps, previously thought impossible. In virtual world imaging products, the tiny picture boxes with often fish eyed views and low zoom capabilities on low resolution images, limited these technologies uses. Until Iviewit technology fixed such problems giving the world a low resolution picture at full screen with tremendous zoom capabilities, making the technology perfect for digital cameras and hosts of other imaging products like TIVO, the Internet and PDA's or any screen for viewing images or videos.

PR now has for client accounts these very patent pools according to deposition statements of Rubenstein and if this is so the possibility exists that Iviewit technologies are being utilized in such pools and are generating our law firm revenues. Further, through the introduction under Non-Disclosure Agreements ("NDA") with their clients and referrals, PR may have further proliferated the technologies across a broad array of industries and products and there is indication that many of their clients may be using processes learned under such NDA with no benefits inuring to the Company's shareholders. If these conflicts are proven true, the shareholders may have significant claims against Advisory Board Member, patent counsel, shareholder Kenneth Rubenstein and Advisory Board Member, general counsel, shareholder Christopher Wheeler and the law firm, shareholder, PR. Further, the shareholders may be owed over four years of royalties from such patent pools and violations of NDA's, totaling a substantial sum of monies.

Finally and there is a substantial likelihood that the proceeding is true, management fathoms that shareholders have significant claims against all Responsible Parties insurance malpractice contracts and any other forms of remedy available who are involved in the use of the technologies in violation of attorney client privileges and in direct conflicts of interests amongst other alleged crimes. Therefore, the Company shall let this letter serve as notice to the Responsible Parties listed, of potential, threatened, and forthcoming claims by the Company and its shareholders in regards to these matters and all subject to further claims as all investigations are still active and other issues may arise giving way to new information or entirely new charges.

In response to these alleged wrongdoings, acting management has filed complaints on behalf of the shareholders with:



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- The Commissioner of Patents and Trademarks in conjunction with CV claiming **FRAUD UPON THE UNITED STATES PATENT AND TRADEMARK OFFICES** whereby constituting **FRAUD UPON THE COMPANY IVIEWIT AND ITS SHAREHOLDERS** against all Responsible Parties.
- The United States Patent & Trademark Offices Office of Enrollment and Discipline (“USPTO-OED”) against six of the attorneys involved individually.
- A Department of Justice complaint for anti-competitive practices maintained by the patent pools in Rubenstein’s exclusion of the technologies that he learned as Iviewit patent counsel and counsel for such pools, which pools controlled by Rubenstein may be using Iviewit technologies, in dire conflict of interest to the shareholders.
- A Federal Bureau of Investigation complaint.
- A New York Bar Complaint against Rubenstein and Joao.
- A Florida Bar Complaint against Christopher Wheeler.
- A Boca Raton Police report currently being investigated in conjunction with the SEC.

At the point that the Company found missing inventors and missing assignments done by Joao and also found Joao writing patents in his own name, that have similar concepts as those learned while he was patent counsel to Iviewit (he now claims 90 patents in his name) the Company fired MLGS as counsel. The Company then hired FL to investigate and correct the errors discovered in Joao’s work. Instead, what occurred, was further malfeasances as FL further causes Fraud upon the United States Patent & Trademark Office by naming the wrong inventors, including naming Utley as an inventor either replacing original inventors or solely (soullessly) as sole inventor and finally causing further misdirection with assignments or failing to file assignments completely.

The Company finds itself then asking “does Foley appear to have tried to move the patents further out of the reach of shareholders” after replacing MLGS as counsel, whereby furthering the prior actions of Joao. As mentioned earlier the corporate records indicate the shareholders may have no proven interest in some companies holding patent assignments and in such company, Utley is found on patents named as an inventor



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without consent or knowledge of the original inventors or the Non-Responsible Parties. Needless to say, the Company finds it highly suspect that patents are in Iviewit Technologies, Inc. (fka) Iviewit Holdings, Inc. at all, which has a minority of shareholders [EXHIBIT \("D"\)](#) including PR and not in Iviewit Holdings, Inc. (fka) Uview.com, Inc., [EXHIBIT \("E"\)](#), with the majority of shareholders and where all patents were supposed to be held. The only reason the Company ever set up a company for PR was because they could not join an S Corporation that PR strategized would be best for the Company and then they billed us grossly for such services that aided them in accepting Iviewit stock.

It appears that after FL began listing Utley either solely (soullessly) on patents or replacing inventors with Utley, further misdirecting assignments or not assigning patent applications at all, may have all been done in part with a shell game with the corporations. Whereby with confusing name changes of the Company to identically named entities, that these patent assignments were part of a larger scheme to usurp shareholders of their interests in technologies by moving patents out of the shareholders reach. The information provided by the Responsible Parties would lead a reasonable person to believe that patent assignments were in Iviewit Holdings, Inc. (fka) Uview.com, Inc. rather than in actuality Iviewit Technologies, Inc. (fka) Iviewit Holdings, Inc. and should that reasonable persons belief be fact, then such occurrences would be tantamount to Responsible Parties who were not inventors and whom were hired or retained to protect the interests of the shareholders are benefiting wholly from the technologies for themselves. This corporate shell game combined with the patent wrongful assignments or lack thereof may further indicate an attempt to abscond with the Company patents entirely and the shareholders investments as well, by such Responsible Parties.

After, AA terminated the Company midstream in an audit for what can only be claimed as highly suspect reasons regarding the corporate structure and other matters, the Company had found Utley with what appeared two sets of patent books (some with his name and some without), after further learning that an investor (including but not limited to Bruce Prolow & Carl Tiedemann) had transacted a loan with the Company with no Board or investor approval, after learning that there were problems with the Company structure that was represented by the Responsible Parties, it appears that some of the Responsible Parties then attempted to bankrupt the Company (Utley, Reale, Hersh & RYJO) or sued the Company, PR, in an attempt to bury the Company before it could



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figure out what exactly had transpired. It appears that the intent behind the involuntary bankruptcy and lawsuit may have been to get rid of Iviewit Holdings, Inc. (fka) Uview.com, Inc., and the many shareholders who built Iviewit through these dubious actions. Once rid of the shareholders, the Responsible Parties would have already acquired the core technologies with Utley as the inventor in their company Iviewit Technologies, Inc. (fka) Iviewit Holdings, Inc., whereby the Company has no evidence showing interest in such company. This would have left PR free to monetize the patents via the patent pools and their clients using the technologies learned either under NDA or through neglected attorney client privileges and not having to pay anything to the Company and the shareholders.

The mere fact that the patents are found in Iviewit Technologies, Inc. (fka) Iviewit Holdings, Inc., where PR may be one of two or one of four or five shareholders appears as unethical as can be imagined. Further, the Company has found that Utley and Dick have previously tried to abscond with patents from Utley's last employer, Diamond Turf Equipment, causing the loss of the business to the owner. This major patent malfeasance causing loss of a business to Utley's former employer was never disclosed to the Company and therefore leaves one of sound mind wondering if they were not trying a similar attempt to misappropriate patents from Iviewit.

Wheeler, who forced Utley upon the Company, submitted a resume that significantly misrepresented the facts of his last employment, (and in Utley's deposition Utley makes it clear that Wheeler was "fully cognizant" of the circumstances leading to his termination) thus it appears that Wheeler had mischievous intent in his selection of Utley as the President & COO for the Company. This appears to have been for personal motives other than the benefit of the Company and the shareholders. All of these issues were discovered over months of investigation with authorities, in depositions that were taken, and recent information procured in State Bar statements by the key attorneys involved and information recently learned from the USPTO. The Companies acting management has taken the following steps to protect shareholders interests in these matters:

- The Commissioner of Patents and Trademarks in conjunction with Crossbow Ventures claiming **FRAUD UPON THE UNITED STATES PATENT AND**



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TRADEMARK OFFICES whereby constituting **FRAUD UPON THE COMPANY IVIEWIT AND ITS SHAREHOLDERS** against all Responsible Parties.

- Filed a police report with the Boca Raton Police Department who is conducting an investigation in conjunction with the SEC for stolen patents naming the Responsible Parties involved at the time.
- Filed a Virginia State Bar action against William Dick.

III. OWNERSHIP ISSUES: IVIEWIT ENTITIES

As described above, Iviewit Technologies, Inc.(fka) Iviewit Holdings, Inc. according to the records of the USPTO benefits from the assignment of certain critical patent applications of the Company, but when viewing the incorporation books and incomplete audits, it is wholly unclear what percentage ownership Uview.com, Inc. (fka) Iviewit Holdings, Inc. has, if any, in Iviewit Technologies Inc. (fka) Iviewit Holdings, Inc. This ownership issue is entirely irrelevant as the patents should be in Iviewit Holdings, Inc. (fka) Uview.com, Inc. with the rest of the shareholders, yet certainly this indicates some form of malfeasance taking place.

In fact, it appears that in the thirteen days that Iviewit Technologies, Inc. (fka) Iviewit Holdings, Inc. was formed under the name Iviewit Holdings, Inc. significant assignments may have been made whereby the patents were switched and not placed in the Company with the majority of the shareholders Iviewit Holdings, Inc. (fka) Uview.com, Inc. to a company whereby PR may have a 75% interest in critical core and essential patents. The assignments made by Utley to Iviewit Technologies, Inc. (fka) Iviewit Holdings, Inc., appear from the information learned at the USPTO to have **not** gone into the Iviewit Holdings, Inc. (fka) Uview.com, Inc., that the Responsible Parties had led shareholders to believe they were going into. Other company ownership problems are currently being investigated by management and similarly all assignments are being investigated as information becomes available to the Company from efforts with the USPTO and foreign patent offices.

IV. OWNERSHIP ISSUES: PATENT APPLICATIONS



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Additionally, the Company has knowledge that one or possibly more of the patent applications of the Bernstein/Schirajee/Rosario/Friedstein/Armstrong, Daniels, Iantoni, Frenden and Mink inventions currently reside in the name of Utley or have Utley misrepresented as an inventor replacing true inventors, without proper assignment to the Company. As a result of discussions with the USPTO, these patent(s) may not even be the property of the Company, actions of which were not authorized by the Non-Responsible Parties and directly attributable to the Responsible Parties, and where such actions were contrary to the representations of the Non-Responsible Parties to shareholders caused by, knowingly and willfully, false information disseminated by the Responsible Parties.

Moreover, such ownership issues, inventor issues and assignment issues were misreported by PR, MLGS, FL, and later, BSZT to shareholders and other third parties for investment. Upon sending our Intellectual Property dockets done by some of the Responsible Parties to the USPTO for review, almost all of the information was verified to be different than as represented by Responsible Parties to the Non-Responsible Parties and other shareholders and third parties.

Upon learning of math errors, inventor errors, and assignment errors with the work product of FL, and upon catching Utley with two sets of patent books, a series of taped conversations were held with some of the Directors and Officers of the Company, whereby FL and PR were confronted with the liabilities these problems could have caused to shareholders and potential claims of fraud upon investors from the errors, and where the Company requested them to write letters to the Company regarding these exposures they had caused. Instead of letters addressing the liabilities of improper assignments, improper inventors and flagrant errors in the patents, the Company was sent letters accusing the Company of over reacting in its responsibility to report such errors and possible fraud to shareholders and minimizing the errors in the patents. Then both FL and PR literally vanished out of sight. Neither firm ever completed a letter regarding the potential fraud committed by the errors of their firms work. It is unclear that once they were made aware of the claims of the Company and allegations stemming from such claims, if they failed to report the occurrences to their liability carriers that may further constitute insurance fraud.



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After replacing counsel FL with new counsel BSZT, the Company further finds that this firm may also have become entwined with prior Responsible Parties and furthered the patent errors to new levels. BSZT was hired to conduct an audit on the Iviewit patent portfolio, whereby they found further evidence of patents the Company had never authorized listed solely (soullessly) with Utley as sole inventor as filed for by Dick and his subordinate Boehm and Becker working on behalf of FL. What is even more bizarre, is that although the patent office will not disclose any information on one of these patents found by BSZT to the Company stating that no interest is maintained in it by the Company, that BSZT then listed it on the Company Intellectual Property Docket as an asset of the Company. Should they have properly audited the records, it would have been clear to them that the Company had no interests according to the USPTO and would have been forced to report such misconduct to proper authorities and instead they chose to claim to the Company that they were working to change the Utley inventor designation, assign it properly to the Company and other such work claimed to have been performed on a patent the Company has no rights to.

We also find that BSZT when asked to file a similar charge of **FRAUD UPON THE UNITED STATES PATENT & TRADEMARK OFFICE** by certain of the Responsible Parties, as the one later filed by Stephen Warner, Chairman & Co-Founder of CV in conjunction with Iviewit with the USPTO and foreign patent offices, that BSZT failed to file the Company response. Whereby the Company was forced to contact foreign patent counsel in London directly to file the charges, which was done by the foreign affiliate. Upon learning of the Companies filing with the foreign patent office, BSZT immediately began a series of denials of their knowledge of the problems with patents caused by the Responsible Parties. Further, BSZT now claim to have sent the entire patent files, for over twenty application with the USPTO and foreign offices, spanning a five year period, and all original patent and disclosure information that had previously been sent to them by prior patent counsels FL and MLGS, back to the Company in two Federal Express boxes. The problem with this unauthorized transfer is enormous, as the Company never gave any written or oral direction to transfer such original documents. BSZT sent an unsigned for inventory they claim was inside the boxes transferred and which was never signed and returned to them acknowledging receipt by the Company for such materials and further BSZT had clear orders in writing from the Company, that all correspondences of any nature were to be sent to Caroline Proschotska Rogers, Esq. at her physical address until further notification by the



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Company. It also appears that they transferred the files and lost items critical to filings that had answers due in response to USPTO office actions, all this transfer done prior to being relieved from their duties by the USPTO where such process appears contrary to rules regulating attorney agents of the USPTO.

This unauthorized transaction has left the Company without any verification that such files were ever sent and that anything that may have been sent may not be what is listed on such unsigned inventory. This has left the Company with catastrophic loss of original documents and materials showing the true dates of the original inventions. It is also of note that BSZT did this transfer when only several weeks prior they were directed to send such files directly to the United States Patent Offices Office of Enrollment & Discipline for further investigation purposes, as well as, all the Local, State and Federal Agencies involved in any form of formal or informal investigations.

Finally with regard to BSZT, it appears that Japanese filings may have been made by BSZT, whereby Utley was again listed as an inventor and improper assignments may have been made, the Company is waiting for further information into these filings. Remarkably, these filings occurred after BSZT was made fully aware that Utley should be on no applications, that he was fired with cause for such actions and BSZT had further informed the Company that they were in the process of removing Utley from patents (a claim which we now find is false), and instead it appears that BSZT filed new patents with Utley listed as inventor perpetrating further actions of fraud upon the Japanese patent office.

Finally, the law firm of Schiffrin & Barroway, LLP (SB) who signed a Letter of Understanding which also served as a legal retainer (LOU/Retainer) [EXHIBIT \("F"\)](#) with Company, may also have been involved with causing further liabilities to the shareholders of the Company and further caused significant damage to the Company and its patents. SB came to the Company through introduction by Mitchell Welsch of UBS/Paine Webber Inc. ("UBS"), a shareholder who had prior been a contracted investment banker for the Company, who claimed that he was a close friend of Andrew Barroway, whose law firm was also, on information and belief, known to run a sidecar venture capital company. After months of review of all the claims described herein to the point immediately prior to signing the LOU/Retainer, SB made an unauthorized call to PR to discuss possible settlement with Iviewit, prior to having any signed LOU/Retainer



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with Iviewit. When Mitchell Welsch was confronted with this information, he disclosed that it was OK that they did this call because PR had reported to SB that massive settlement was on the horizon and it had been discussed at length. Welsch further indicated that his father had a friend, a certain head litigator at PR, whereby the information was further confirmed. SB also made similar claims to management and others.

Immediately following the unauthorized call, SB signed the LOU/Retainer and agreed to all terms and began performing under the contract, stating that after their call to PR they were confident that any cost incurred under the LOU/Retainer would be far less than the monies they were going to recoup under this massive settlement they claimed was shortly coming to the Iviewit shareholders with PR. SB had enormous interests under the LOU/Retainer in the Company as a shareholder, in fact they became the largest shareholder in Iviewit under the terms of the LOU/Retainer. Instead of procuring a massive settlement for Iviewit shareholders against PR, the day before trial, they presented a settlement with absolutely no benefit for Iviewit shareholders and in fact certain exposures apparent regarding the Intellectual Property and lack of any provisions for the confidentiality of such Intellectual Property learned under attorney client privileges, and further Iviewit would also have surrendered its ability to file any claims against PR for any damages caused by the prior actions described herein that may have caused permanent damages to the Iviewit patents. After being noticed of the apparent conflict of interest SB had in negotiating for all sides involved in the settlement, including themselves, they were forced to provide other counsel for the Company and Eliot Bernstein for independent review of the settlement agreement. After review, the settlement document was met with extreme concerns by corporate counsel and personal counsel retained by SB for the Company and Eliot Bernstein, exposing massive liabilities to shareholders if such settlement were signed in the form it was in.

SB then removed from the table the settlement, told current counsel in the two-year-old litigation with PR, attorney Steven Selz, Esq. ("Selz"), to stand down after they had signed in as co-counsel, as SB was going to takeover and pursue the trial in the case between Iviewit and PR and that settlement negotiations were over. The following day, both Selz and Eliot Bernstein prepared and went to Court for a trial that someone had cancelled without notifying any parties representing Iviewit.. The Company was then notified that a new trial date was being scheduled and at the date for this rescheduling,



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instead the Company found that both SB and Selz, filed similar requests for withdrawal as counsel both claiming that the other counsel would be representing the Company. Somehow, the Judge, Honorable Jorge Labarga, had allowed both requests to be granted and left Iviewit with no counsel, even though had SB been forthright with the Judge in the case and shown him the LOU/Retainer it clearly states that they are to provide counsel for Iviewit in the case. With almost no time to find new counsel, after being denied time to secure such counsel by the Judge, the Judge entered a default judgment against the Company for failure to retain replacement counsel, this has cost the Company a judgment of approximately \$500,000.00. These damages are directly attributable to SB's breach of their obligations under the signed and binding LOU/Retainer.

After reviewing the LOU/Retainer it is clear that SB has many other obligations they are failing under, such as:

- Providing representation at the USPTO and foreign patent offices.
- Providing an operating budget for approximately \$1,500,000.00
- Providing a minimum of \$250,000.00 to fix past patent counsels errors if possible.
- Provide representation against all perpetrators of any wrongdoings they had found after reviewing the Iviewit materials over several months.
- Provide representation and take actions against NDA infringers, some several hundred of them.

These obligations that have been breached have caused massive damages to the Company and further the LOU/Retainer signed by SB lost the Company the ability of making other deals at the time, that could have helped them in all of these matters. It appears that SB had ulterior motives when signing the binding LOU/Retainer that may have been for their own benefit and the benefit of PR at the expense of the Company and its shareholders. SB had retained the law firm of Christopher & Weisberg, P.A. ("CW"), to represent the Company in patent matters, and had suggested Alan Weisberg, as he was a brother-in-law to one Krishna Narine, Esq. a partner at SB to handle our affairs and then SB ordered that BSZT send CW all patent files which was executed by BSZT. These files were supposedly later returned to BSZT when SB notified CW to cease representing Iviewit in matters before the USPTO and foreign patent offices.



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The Company has taken action against SB by filing a complaint with the Pennsylvania State Bar and notifying the USPTO of their obligations to provide representation at the patent offices through their LOU/Retainer. The Company has filed a complaint with the USPTO-OED against Alan Weisberg for his sudden departure as counsel to Iviewit at the bequest of SB.

Several other alleged crimes purported to have been committed by Responsible Parties, have been reported to Local, State and Federal agencies, as well, by CEO Lamont and Eliot Bernstein.

Finally, and there is a substantial likelihood that the proceeding is true, management fathoms that shareholders have significant claims against the Responsible Parties insurance malpractice contracts and any other forms of remedy available, who are involved in the naming of wrong inventors, filing wrong assignments or none at all, filing patent applications knowingly fraught with errors or any other malfeasances mentioned herein or any actions contrary to the interests of the shareholders known or unknown.. Therefore, the Company shall let this letter serve as notice to the Responsible Parties listed, of potential, threatened, and forthcoming law suits by the Company, its management and its shareholders.

V. CONCLUSION

As a result, those of you who were former Officers, Directors, Advisory Board Members, and Outside Professionals, during the time periods in question, the potential exists that you may have liabilities as a direct result of the Responsible Parties, concerning possible breaches of fiduciary duties and attorney client privileges with respect to shareholders, and it is with this in mind that the Company submits this report. In forming the Responsible Parties list contained herein, the acting management has found a common thread linking almost every Responsible Party to referrals stemming from Gerald Lewin and Christopher Wheeler's referrals to the Company.

Consequently, the Company finds it necessary to report these unpleasant happenings to you with a view towards each of you retaining personal counsel, the choice of which



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resides solely with you. Additionally, one or more of you may find it fortuitous to assist the Company in engaging an independent CPA firm to conduct a full audit of the Company's financial books and, similarly, to engage both a corporate and patent law firm to conduct a full investigation of the Iviewit entities and where shareholdings may or may have been held or transferred and similarly an intellectual property audit to find out the exact location of all inventions and patent assignments.

Furthermore, in light of these occurrences, the Company has taken steps with the USPTO to petition the USPTO Commissioner to stay actions on any and all Company patent applications, of which two have been approved, claiming in conjunction with Stephen Warner, Chairman & Co-Founder of Crossbow Ventures, **FRAUD UPON THE UNITED STATES PATENT AND TRADEMARK OFFICE** by many of the Responsible Parties named herein on active and abandoned patent applications, effectively putting the process into a six (6) month state of suspension. It is entirely unclear of how much damage has already been done to the Company patent portfolio, that should have been inuring royalties estimated over the twenty year life of the patents to be approximately seventeen billion dollars (U.S. \$17,000,000,000.00) [EXHIBIT \("G"\)](#) based on work done by CEO P. Stephen Lamont (upon request the entire program that calculated this can be obtained by calling Lamont at 914.217.0038 in pricing the various royalty streams due the shareholders.

Still further, the Company, in addition to six complaints filed with USPTO Office of Enrollment and Discipline, has filed written statements with the West Palm Beach Office of the Federal Bureau of Investigation, the Boca Raton Police Department whom has involved the United States Securities and Exchange Commission, the AICPA, and the Bar Associations in the States of Florida, Virginia, and New York, and the United States Department of Justice, Antitrust Division as a result of these occurrences; in light of the fiduciary responsibilities of acting management. We urge all shareholders to contact such local, State, and Federal authorities listed herein to find out the state of the complaints filed by the Company on the shareholders behalf.

The Company will further attempt to make claims against all insurance policies held by the Responsible Parties and therefore it is requested that all information and disclosure of any insurance policy information by the named Responsible Parties, be forthright and complete in aiding the shareholders to file claims for malpractice and any other remedies



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available to them. Let this letter serve as notice, to those of you named as Responsible Parties, to notify your respective carriers immediately of these pending and threatened claims by the Company, certain Non-Responsible Parties and certain shareholders. Attached is a threatened litigation the Company has received by CEO, P. Stephen Lamont, whereby he is has prepared a lawsuit against several of the Responsible Parties for damages he may have suffered while employed by the Company, due to actions caused against the Company by Responsible Parties named in his threatened suit. [EXHIBIT \("H"\)](#). Other stock holders who have been informed of the recent events and information have also threatened suit against the Directors, Officers, Advisory Board Members and Outside Professionals and have inquired regarding the Company's Directors & Officers Insurance.

The Company states that all alleged crimes contained herein, are currently subject to investigation and therefore any information contained herein should not be construed to be final as many of the allegations may contain new information about the disclosed or unknown crimes committed and perhaps additional perpetrators. All claims herein of wrongdoing are subject to further investigation and new information which will be distributed by the Company to the shareholders as it is discovered.



Former Officers, Directors,
Advisory Board Members & Outside Professionals
Letter of Liabilities and
Notice of Filed Allegations of Fraud Upon the
United States Patent & Trademark Office & Upon Iviewit

Wednesday, April 21, 2004
Page 35 of 48

Very truly yours,

By:
IVIEWIT

Eliot I. Bernstein
Founder & President (Acting)

and

04/20/2004 11:48 083711364 STAPLES PAGE 35/48

P. Stephen Lamont
Chief Executive Officer (Acting)

cc: Shareholders - Based on prior management list, subject to review

AIM
Bernstein, Simon L.

Air Apparent Incorporated
Dietz, Donna

Alpine Ventures Capital Partners LP – Crossbow Ventures™
Eichenberger, René P.

Alpine Ventures Capital Partners LP – Crossbow Ventures™
Powell, H. Hickman

Alpine Ventures Capital Partners LP – Crossbow Ventures™
Warner, Stephen J.

Anderson & Howard Electric Incorporated
Howard, Charles Brett



Former Officers, Directors,
Advisory Board Members & Outside Professionals
Letter of Liabilities and
Notice of Filed Allegations of Fraud Upon the
United States Patent & Trademark Office & Upon Iviewit

Wednesday, April 21, 2004
Page 36 of 48

Armstrong, James F.

**Atlas Entertainment
Shapiro, Allen**

Bettie, Ginger Amanda Crystal Paul & Jeff Stanger

**Bridge Residential Advisors, LLC
Osterling, James A.**

Brunelas, Chuck

**Alanis Morissette
c/o Tidal 4 & Atlas Entertainment**

**Cornell Partners
Caroline P. Rogers, Esq. & Geoffrey Rogers**

**Crossbow Ventures™/Emerald Capital Partners, Inc.
Chen, Eric**

**DeGeneres, Ellen
C/O Scott Welch**

**Emerald Capital Partners, Inc.
Buchsbaum, Maurice**

**Donald G. Kane, II
GDI c/o Goldman Sachs
Group Inc. (Jeffrey Friedstein)**

**Goldman Sachs Group, Inc.
Friedstein, Jeffrey and Lisa**

**Goldstein Lewin & Co.
Gerald, Erika & Jennifer Lewin**

Gregg, Jason

**GTI Life, Inc.
Iantoni, Guy T.**

**Heche, Anne
Heche Trust c/o Scott Welch**

Hersh, Raymond T.

Iantoni, Jill



Former Officers, Directors,
Advisory Board Members & Outside Professionals
Letter of Liabilities and
Notice of Filed Allegations of Fraud Upon the
United States Patent & Trademark Office & Upon Iviewit

Wednesday, April 21, 2004
Page 37 of 48

Huizenga Jr., H. Wayne
Investech Holdings L.L.C

Jacob Bernstein Trust c/o Caroline Prochotska Rogers Esq.
Bernstein, Jacob

Joshua Bernstein Trust c/o Caroline Prochotska Rogers Esq.
Joshua Bernstein

Kluge, Jennifer A.

Lockwood, Kevin J.
Morgan, Misty Marie

New Media Holdings, LLP - Hirsch Jackoway Tyerman Wertheimer Austen Mandelbaum & Morris
Alan J. Epstein, Esq.

New Media Holdings, LLP - Hirsch Jackoway Tyerman Wertheimer Austen Mandelbaum & Morris
James R. Jackoway, Esq.

New Media Holdings, LLP - Hirsch Jackoway Tyerman Wertheimer Austen Mandelbaum & Morris
Michele M. Mulrooney, Esq.

Patty Daniels Town & Country Studio
Daniels, Patty & Lester

PROSKAUER ROSE, LLP and ALL PARTNERS
Robert Kafin – Managing Partner

Quintile Wealth Management
Anderson, Kenneth

Raymond, Tammy

Reale, Michael A.

Rock-It Cargo USA Incorporated LA
Becker, Barry

Rock-It Cargo USA Incorporated LA
Bernstein, David Charles

Rock-It Cargo USA Incorporated LA
Dietz, Andrew R.

Rock-It Cargo USA Incorporated LA
Giordano, Anthony

Rock-It Cargo USA Incorporated LA
Ryan, Joseph



Former Officers, Directors,
Advisory Board Members & Outside Professionals
Letter of Liabilities and
Notice of Filed Allegations of Fraud Upon the
United States Patent & Trademark Office & Upon Iviewit

Wednesday, April 21, 2004
Page 38 of 48

Rock-It Cargo USA Incorporated SF
Butler, James "Ed" Edward

Scanlan, Jack P.

Silver Young Fund
Young, Alan

Sklar, Steve L.

Tidal 4/Atlas Entertainment
Hendricks, Lisa

Tiedemann Investment Group
Prolow, Bruce T.

Tiedemann Investment Group
Tiedemann, Carl

TSI Motorsports Marketing/The Source, Inc
deBidart, George

UBS/Paine Webber Inc.
Welsch, Mitchell

Verona, Stephen

Warner Bros./Vulcan Ventures
Colter, David J.

Walt Disney Company
Frenden, Anthony R.

Warner Bros.
Thagard, Gregory B.

WhereToLive.com, Inc.
Utley, Brian G.



EXHIBITS A-H



EXHIBIT A

USPTO LETTER REGARDING PATENTS NOT OWNED BY THE COMPANY

SUSPENSION LETTERS FOR IVIEWIT PATENTS

IVIEWIT & STEPHEN WARNER CLAIM OF FRAUD UPON ON THE USPTO

CONFIDENTIAL

Ken,

Thank you again for your most valuable information. I was inquiring regarding application number 60/233,341 and if I could get the owner, inventor and assignee information on this application.

Thank you,

Eliot Bernstein

To: Kenneth Weider

From :

Pages: 1

For Information Call:

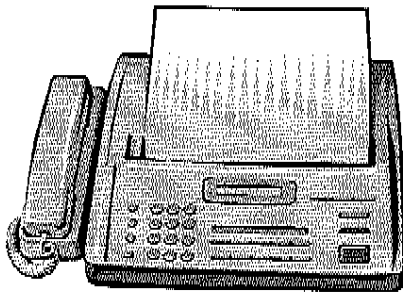
Fax Number :

EXHIBIT "A"



UNITED STATES PATENT AND TRADEMARK OFFICE

COMMISSIONER FOR PATENTS
UNITED STATES PATENT AND TRADEMARK OFFICE
P.O. Box 1450
ALEXANDRIA, VA 22313-1450
www.uspto.gov



TELECOPY/FACSIMILE
TRANSMISSION
COVER SHEET

DATE: 3/23/03

SERIAL #: / Ref #:

TO: ELIOT BERNSTEIN
(NAME)

(COMPANY OR FIRM)

561-364-4240
(FAX NO.) (VOICELINE NO.)

FROM: K. WIEDER
(NAME)

703-305-4710
(VOICELINE NO.)

NUMBER OF PAGES 2 (including this page)

If you have not received all pages of this transmission, please contact the sender (see FROM lines above).

TECHNOLOGY CENTER 2600
TELEFAX MACHINE: 703-305-3991
TELEFAX LOCATION: CRYSTAL PARK 2, ROOM 8A36

EXHIBIT "A"

CONFIDENTIAL

Ken,

Thank you again for your most valuable information. I was inquiring regarding application number 60/233,341 and if I could get the owner, inventor and assignee information on this application.

Thank you,

Eliot Bernstein

REPLY:

I AM UNABLE TO PROVIDE YOU THE
INFORMATION REQUESTED ABOVE

Kenneth Wieder
KENNETH WIEDER
SPECIAL PROGRAM EXAMINER
TECHNOLOGY CENTER 2600

To: Kenneth Weider	
From :	
Pages: 1	
For Information Call:	
Fax Number :	

CONFIDENTIAL

Ken,

Can you please state the reason that you cannot provide such information to me or Iviewit.

Eliot

To: Kenneth Weider

From :

Pages: 3

For Information Call:

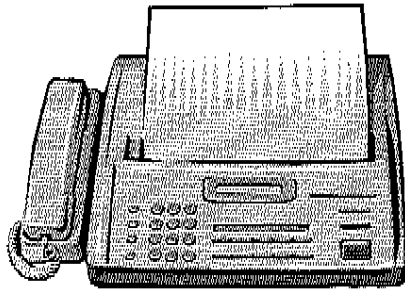
Fax Number :

EXHIBIT "A"



UNITED STATES PATENT AND TRADEMARK OFFICE

COMMISSIONER FOR PATENTS
UNITED STATES PATENT AND TRADEMARK OFFICE
P.O. Box 1450
ALEXANDRIA, VA 22313-1450
www.uspto.gov



TELECOPY/FACSIMILE
TRANSMISSION
COVER SHEET

DATE: 3/23/03

SERIAL #: / Ref #:

TO: ELIOT BERNSTEIN
(NAME)

(COMPANY OR FIRM)

561-364-4240
(FAX NO.)

SAME
(VOICELINE NO.)

FROM: K. WIEDER
(NAME)

703-305-4710
(VOICELINE NO.)

NUMBER OF PAGES 2 (including this page)

If you have not received all pages of this transmission, please contact the sender (see FROM lines above).

TECHNOLOGY CENTER 2600

TELEFAX MACHINE: 703-305-3991

TELEFAX LOCATION: CRYSTAL PARK 2, ROOM 8A36

EXHIBIT "A"

From: To: Kenneth Weider

CONFIDENTIAL

Ken,

Can you please state the reason that you cannot provide such information to me or Iviewit.

Eliot

SEE 37 CFR 1.14
 35 U.S.C. 122
 - ... APPLICATIONS ARE KEPT IN CONFIDENCE ...

Eliot Note:
 USPTO cannot give information to Iviewit or Eliot Bernstein because we are not listed on the application and have no rights, title or interest in it. USPTO will not even discuss with Iviewit any details of this patent which is listed in the name of Brian Utley. All portfolios prepared by our attorneys with this patent as the property of Iviewit are blatantly false and misleading.

Kenneth A. Weider
 KENNETH WIEDER
 SPECIAL PROGRAM EXAMINER
 TECHNOLOGY CENTER 2601

To: Kenneth Weider
From :
Pages: 3
For Information Call:
Fax Number :

IVIEWIT.COM PATENT PORTFOLIO

No.	F&L Dkt. No.	Country (Type)	Appl. No.	Filing Date	Application Title
10	57103/111	PCT (International)	PCT/US00/15408	6/2/2000	System and Method for Streaming an Enhanced Digital Video File
11	57103/112	PCT (International)	PCT/US00/15405	6/2/2000	System and Method for Providing an Enhanced Digital Video File
12	57103/113	PCT (International)	PCT/US00/15406	6/2/2000	System and Method for Playing a Digital Video File
13	57103/114	U.S. (Non-Provisional)	09/587,730	6/5/2000	System and Method for Streaming an Enhanced Digital Video File
14	57103/115	U.S. (Non-Provisional)	09/587,026	6/5/2000	System and Method for Playing a Digital Video File
15	57103/116	U.S. (Non-Provisional)	09/587,734	6/5/2000	System and Method for Providing an Enhanced Digital Video File
16	57103/118	PCT (International)	PCT/US00/15602	6/7/2000	System and Method for Video Playback Over a Network
17	57103/119	U.S.	09/522,721	3/10/2000	Apparatus and Method for Producing Enhanced Digital Images
18	57103/120	PCT (International)	PCT/US00/21211	8/2/2000	System and Method for Providing an Enhanced Digital Image File
19	57103/121	U.S. (Non-Provisional)	09/630,939	8/2/2000	System and Method for Providing an Enhanced Digital Image File
20	57103/122	U.S. (Provisional)	60/223344	09/18/2000	Zoom and Pan Imaging Using a Digital Camera
21	57103/123	U.S. (Provisional)	60/233341	09/18/2000	Zoom and Pan Imaging Design Tool

Utley patents with arrows

This portfolio was prepared and submitted by William Dick for the Virginia Bar and further corresponds to the one prepared by Foley and Lardner after Utley was found with two sets of patent books. Prior, Utley only patents were not in any records. Further it is wrong to list assets like 341 which are not the property of the Company on a patent portfolio that is distributed to shareholders and investors.

IVIEWIT.COM PATENT STATUS REPORT

05707

TITLE	OUR REF.	INVENTOR/ PATENTEE	COUNTRY	SERIAL NO./ PATENT NO.	FILED/ISSUE DATE	ASSIGNEE
Zoom and Pan Imaging Using a Digital Camera	P020Z	Brian Utley	United States	Serial No. 60/223,344	Filed 09/18/00	Not assigned.
Zoom and Pan Imaging Design Tool	P021Z	Brian Utley	United States	Serial No. 60/233,341	Filed 09/18/00	Not assigned.

Blakely, Sokoloff, Taylor & Zafman

Updated 11/20/2003
EXHIBIT "A"

FOLEY & LARDNER
ATTORNEYS AT LAW
FIRSTAR CENTER
777 EAST WISCONSIN AVENUE
MILWAUKEE, WISCONSIN 53202-5367
TELEX 26-819
(FOLEY LARD MIL)
FACSIMILE (414) 297-4900
TELEPHONE (414) 271-2400

IVIEWIT.COM
Attn: Mr. Brian G. Utley, President
One Boca Place
2255 Glades Road, Suite 337 West
Boca Raton, FL 33431

DATE: October 11, 2000
INVOICE NO.: 21071917
ACCOUNT NO.: 057103-0101

SUMMARY OF OUTSTANDING INVOICES

TOTAL DUE FROM ENCLOSED INVOICE \$ 6,158.52

BALANCE FROM PREVIOUS INVOICES RENDERED:	DATE	INV. NO.	INV. BALANCE
	08/22/00	21057519	140,149.37
	09/11/00	21062020	32,617.46

TOTAL AMOUNT DUE \$ 178,925.35
=====

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

Foley & Lardner Federal Employer Number: 39-0473800

EXHIBIT "A"

IVIEWIT.COM
FILE NUMBER: 057103
INVOICE NO. 21071917

October 11, 2000

PAGE 2

(BASED ON 057103-0113)
057103-0115

\$ (1,684.00)

\$ 28.75

\$ 538.95

\$ 2,001.90

\$ 1,380.00

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

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

TOTAL DUE \$ 6,158.52
=====

Total Services Billed: \$ 7,362.00
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: 39-0473800

EXHIBIT "A"

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 14

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

SERVICES

09/18/00 DABO Conferences with and correspondence with Mr. Utley
regarding invention; prepare, revise, and file
Provisional Patent Application. 4.00

4.00

\$ 1,380.00

ATTORNEY/PARALEGAL	INIT	HOURS	RATE	DOLLARS
-----	-----	-----	-----	-----
Douglas A. Boehm	DABO	4.00	345.00	1,380.00
		-----	-----	-----
TOTALS:		4.00	\$	1,380.00

MATTER TOTAL 1,380.00

EXHIBIT "A"

IVIEWIT.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 \$ (1,684.00)

PCT INTERNATIONAL PATENT APPLN. FOR "SYSTEM AND
METHOD FOR VIDEO PLAYBACK OVER A NETWORK"
(BERNSTEIN ET AL.)
057103-0118 \$ 28.75

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 \$ 1,380.00

TOTAL DUE \$ 6,158.52
=====

Total Services Billed: \$ 7,362.00
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: 39-0473800

EXHIBIT "A"

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 14

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

SERVICES

09/18/00 DABO Conferences with and correspondence with Mr. Utley
regarding invention; prepare, revise, and file
Provisional Patent Application. 4.00

4.00

\$ 1,380.00

<u>ATTORNEY/PARALEGAL</u>	<u>INIT</u>	<u>HOURS</u>	<u>RATE</u>	<u>DOLLARS</u>
----- Douglas A. Boehm	DABO	4.00	345.00	1,380.00
	TOTALS:	4.00	\$	1,380.00

MATTER TOTAL 1,380.00

EXHIBIT "A"



UNITED STATES PATENT AND TRADEMARK OFFICE

UNITED STATES DEPARTMENT OF COMMERCE
United States Patent and Trademark Office
Address: COMMISSIONER FOR PATENTS
P.O. Box 1450
Alexandria, Virginia 22313-1450
www.uspto.gov

APPLICATION NO.	FILING DATE	FIRST NAMED INVENTOR	ATTORNEY DOCKET NO.	CONFIRMATION NO.
09/630,939	08/02/2000	Eliot I. Berstein	5707P018	8688

7590 03/04/2004
IVIEWIT HOLDINGS
10158 STONEHENGE CIRCLE
SUITE 801
BOYNTON BEACH, FL 33437

EXAMINER

BRINICH, STEPHEN M

ART UNIT	PAPER NUMBER
2624	15

2624

DATE MAILED: 03/04/2004

RECEIVED

By eliot at 0:36 am, 3/10/04

Please find below and/or attached an Office communication concerning this application or proceeding.

The request for deferral/suspension of action under 37 CFR 1.103 has been approved.



UNITED STATES DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

Address: COMMISSIONER FOR PATENTS

P.O. Box 1450

Alexandria, Virginia 22313-1450

APPLICATION NO./ CONTROL NO.	FILING DATE	FIRST NAMED INVENTOR / PATENT IN REEXAMINATION	ATTORNEY DOCKET NO.
---------------------------------	-------------	---	---------------------

EXAMINER

ART UNIT	PAPER
----------	-------

14

DATE MAILED:

Please find below and/or attached an Office communication concerning this application or proceeding.


Commissioner for Patents

See Attached

John W. Miller
SPE
Art Unit: 2614

Art Unit: 2614

1. Pursuant to applicant's request filed on 2/26/04, action by the Office is suspended on this application under 37 CFR 1.103(a) for a period of 6 months. At the end of this period, applicant is required to notify the examiner and request continuance of prosecution or a further suspension. See MPEP § 709.



JOHN MILLER
SUPERVISORY PATENT EXAMINER
TECHNOLOGY CENTER 2600



I View It Technologies, Inc.
10158 Stonehenge Circle
Suite 801
Boynton Beach, FL 3343-3546
Tel: 561 364 4240
Fax: 561 364 4240

CONFIDENTIAL FACSIMILE COVER PAGE

MESSAGE:

Ken,

Attached is the inventor change form for 09 630 939 signed by the assignor on the patents. I am still awaiting the other inventors to sign and will forward when I get them. Also, I will be sending in similar signatures for the other applications.

Eliot

To: Kenneth Weider	From: Eliot I Bernstein
Fax #: 17033053991	Fax #: 561 364 4240
Company: United States Patent &	Tel #: 561 364 4240

Subject: 09 630 939 Iviewit Inventor Change Form	
Sent: 3/3/2004 at 2:39:52 PM	Pages: 9 (including cover)

THIS MESSAGE AND ITS EMBEDDED FILES INCORPORATED HEREIN CONTAIN INFORMATION THAT IS PROPRIETARY AND CONFIDENTIAL PRIVILEGED INFORMATION. IF YOU ARE NOT THE INTENDED RECIPIENT, YOU ARE PROHIBITED FROM READING, OPENING, PRINTING, COPYING, FORWARDING, OR SAVING THIS MAIL AND IT'S ATTACHMENTS. PLEASE DELETE THE MESSAGE AND ITS EMBEDDED FILES WITHOUT READING, OPENING, PRINTING, COPYING, FORWARDING, OR SAVING THEM, AND NOTIFY THE SENDER IMMEDIATELY AT 561.364.4240. IF YOU ARE THE INTENDED RECIPIENT, YOU ARE PROHIBITED FROM FORWARDING THEM OR OTHERWISE DISCLOSING THESE CONTENTS TO OTHERS, UNLESS EXPRESSLY DESIGNATED BY THE SENDER. THANK YOU!

EXHIBIT "A"



IVIEWIT HOLDINGS, INC.

Eliot I. Bernstein
Founder
Direct Dial: 561.364.4240

VIA – FACSIMILE

Thursday, February 12, 2004

U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks

Re: CHANGE OF INVENTOR REQUEST – INTENT TO DECIEVE AND
COMMIT FRAUD UPON THE USPTO IS CLAIMED

US SERIAL NO. 09 630 939

Dear Commissioner of Patent & Trademarks:

Please let the attached changed of inventors request serve as an official request pursuant Section 37CFR 1.48 to change the inventors. Whereby, intent to commit fraud on the USPTO is the listed reason.

Very truly yours,

A handwritten signature in black ink, appearing to read "E.I. Bernstein".

Eliot I Bernstein
President
I View It Holdings, Inc. and any/all affiliates



U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks
Thursday, February 12, 2004
Page 2 of 8

CHANGE OF INVENTOR REQUEST
US SERIAL NO. 09 630 939

PURSUANT TO 37CFR 1.48
INTENT TO DECEIVE AND COMMIT FRAUD UPON THE USPTO

I, Eliot I. Bernstein, as acting President of Iviewit and its affiliates, and as a named inventor on this application, hereby request that the true and correct inventors be added and the wrong inventors removed from this Non Provisional application 09 630 939 to properly name the inventors of this invention.

The listed and **incorrect** inventors for this application are:

Eliot I. Bernstein
Brian G. Utley

The **true and correct inventors** for this application are:

Eliot I. Bernstein
Zakirul Shirajee
Jude Rosario

The reason for this correction:

The true and correct inventors have been purposefully been left off this patent application by three different counsels all failing to correctly fix the inventor issues and wrong disclosures. Since the creation of the invention, our initial counsel in the Provisional filing **60 125 824** attorneys Kenneth Rubenstein of Proskauer Rose LLP ("PR") and Raymond Joao of Meltzer, Lippe, Goldstein, Wolf & Schlissel, P.C., ("MLGS") failed after repeated requests to make the inventor and content changes, although they had full knowledge of the correct inventors and the correct invention. In addition, the content of the Provisional application had changed from what the inventors disclosed initially and pertinent disclosures were left out with malice and intent to deceive the USPTO and further deprive the inventors of their inventions. Subsequent counsel to "PR" attorneys William Dick, Douglas Boehm and Steven Becker of Foley & Lardner ("FL") on this Non Provisional filing, created further errors with the inventors and failed to correct either the inventors or the content of the Provisional. This may now leave the pertinent disclosures left off and incorrect inventors, to serve as new matter in the in subsequent



U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks
Thursday, February 12, 2004
Page 3 of 8

Non Provisional filings that claim priority to the Provisional application. Successor counsel to "FL" attorneys Norman Zafman, Thomas Coester and Farzad Amini of Blakely Sokoloff Taylor & Zafman LLP ("BSZT") also failed to file the corrections despite repeated requests by the Company to get the corrections to the patent office.

Initially, attorneys Kenneth Rubenstein of "PR" and Raymond Joao of "MLGS" knowingly, with malice and intent to commit fraud upon the USPTO, left inventors off the Provisional application after obtaining their signatures and disclosures in meetings. Mssrs: Rubenstein and Joao, on the subsequent Non Provisional Filing (09 522 721) and the PCT (00 07772) filings, despite being aware of the prior problems discovered, made no attempt to fix their errors on the Non-Provisional filing. They further continued the errors of their Provisional filing, despite having the inventors sign and fix the new Non-Provisional filings; these changes and signatures were completely discarded by them and again a different application was filed. Mr. Rubenstein, an Advisor to the Board and Shareholder, who under deposition claimed to not know the Company now, had been the first patent attorney to meet with the inventors and receive the disclosures and he represented that he was directing his underling Mr. Joao to do the Provisional filings with his oversight. Raymond Joao was terminated as counsel for this and other patent malfeasancess that became uncovered.

To replace "MLGS", "FL" was retained to make corrections to the patents and get the correct inventors listed. Again, it was fully disclosed who the correct inventors were and what the inventions were to each of these attorneys at "FL" for this application and other applications of the Company. After reviewing Mssrs: Joao and Rubenstein's work "FL" found that Raymond Joao had failed to properly list the inventors and left out pertinent disclosures on the filings. Upon finding out about the correct inventors, "FL" attorneys stated that the corrections were being made to the Provisional & Non-Provisional applications. After meeting with and taking disclosures and signatures of the true inventors, "FL" failed to make the corrections knowingly, with malice and intent to further commit fraud on the USPTO in their Provisional, Non-Provisional and PCT applications filed by them. Further, in instances such as this application where Brain G. Utley is a listed inventor, "FL" added inventor Brian G. Utley, knowingly, with malice and intent to further commit fraud upon the USPTO, knowing that he was not an inventor in any material way to the patents and was not even there when they were invented. Finally, in instances such as this filing, true and correct inventors have been partially left off the application and others were replaced by Mr. Utley as a new inventor.

This application is also a replacement of the original patent the Company had filed with Mssrs: Joao and Rubenstein for the original invention in an effort to let the original patent expire and replace it with this application. Yet, amazingly, the application does not get



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corrected it further gets an entirely new set of inventors, again these inventors are wrong knowingly, with malice and intent to commit fraud on the USPTO. In this Non Provisional application, some of the true and correct inventors were dropped and replaced by Brian G. Utley. Mr. Utley should not be on any applications for the Company, as he has not invented anything.

It will serve to note here that it has come to the attention of the Company after an investigation into Mr. Utley's background that quite the opposite of what his resume states about his prior employment to the Company is true. At his former job as President of Diamond Turf Equipment Inc. in Florida, a company owned by a Mr. Monte Friedkin of Benada Aluminum of Florida, Mr. Utley with the aid of Mr. William Dick of "FL", had stolen off with ideas learned while employed at Friedkin's company relating to turf equipment. Mr. Utley had written these patents into his own company, Premiere Consulting, and his own name as inventor with no assignment to the company he worked for, Premiere Consulting was separate and apart from his employer. Upon discovering the absconded with patents, Mr. Friedkin demanded that the patent applications be turned over to the company as they were learned while working at his company by Mr. Utley. Mr. Utley refused to sign them over to his employer and was fired with cause immediately for these patent malfeasances. Mr. Friedkin was forced to immediately close the business and take a substantial multi-million dollar loss on the company due directly to this incident. Additionally, the company, Premiere Consulting, that was set up to receive the patents Mr. Utley misappropriated, was set up by Christopher Wheeler of Proskauer Rose LLP, who was the first person to see the technologies, who then brought to the Company to handle our patents Mssrs: Rubenstein, Joao, Utley and Dick. What Mssrs: Wheeler, Utley and Dick failed to disclose to our Company was the past patent malfeasances and the damage caused to Mr. Friedkin by their actions. I quote from the resume Mr. Wheeler submitted on behalf of his dear friend Mr. Utley to the Company to hire him as President and handle our most prized possession the patents:

Personal Resume

Professional History:

President, Diamond Turf Equipment, Inc. July, 1995 to July 1999.

In 1995 the company was engaged in refurbishing obsolete and run-out golf course maintenance equipment and had annual sales of \$250K. Since that time the company has been transformed into a manufacturer of new machines which compete favorably with the best of the market leaders and an expected revenue for 1999 of \$6M. The design of the machines was by Brian and was accomplished while putting together a manufacturing and marketing team capable of supporting the rapid growth of the company.



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This resume is materially different from the truth. Mr. Utley was fired for cause and the company Diamond Turf Equipment Inc. closed upon his firing. Understanding that the same people (Wheeler, Utley & Dick) who had caused this calamity are the very same people who have caused similar harm to our Company, using similar patent malfeasances is core to understanding why our patents have such a bizarre array of problems. The very fact that this was not disclosed in writing and waivers, by any of the attorneys and further lied about in Utley's resume by Mr. Wheeler who procures the false resume to cover this up, is a sign of their intent to commit similar crime upon our Company and perpetrate similar fraud upon the USPTO. Had the Company been aware of this past patent malfeasance they were involved with the Company surely would have never hired any of them.

With this understanding, it appears that the intent of "FL" was to replace patents of the original inventions with patents whereby Mr. Utley was now named an inventor and finally in some instances Mr. Utley was named sole inventor of certain inventions of the Company. These applications in Utley's sole name are for part of the core technology that he did not invent such as this application. Further, "Zoom and Pan Imaging Design Tool" Provisional patent 60 233 341 and "Zoom and Pan Imaging Using A Digital Camera" Provisional patent 60 233 344 are further instances whereby "FL" writes patents directly into Mr. Utley's name in an attempt to abscond with core formula's and ideas of the original inventions by the true and correct inventors. These Provisional patents with Mr. Utley as sole inventor with no assignment to the Company, were not disclosed to the Company or its shareholders and were only revealed when the Company found in Mr. Utley's possession a set of patents that was markedly different than what the inventors were seeing and signing for. These inventions were undisclosed to the Company and appear to be filed in an attempt to abscond with core features of the original inventions from the true and correct inventors listed above. When caught with two sets of patent books, similar to maintaining cooked accounting books, Mr. Utley was terminated with cause and "FL" was terminated as patent counsel. This patent 09 630 939, has similar elements to their prior patent scam at Diamond Turf, Inc. in that Mr. Utley rewrites with the aid of Mr. Dick and other "FL" attorneys, patents again into his name that were not his inventions. This Non Provisional patent 09 630 939 was replacing the original Provisional, which Joao had already filed as Non Provisional, which "FL" then claimed Joao's work was so wrong, that correcting it was impossible, and this new Non-Provisional needed to be filed with the correct content and correct inventors. Knowing the true and correct inventors and having had them sign applications for what appeared the true invention, "FL" attorneys then threw those signatures and the application out and replaced it with this application before the USPTO, claiming Mr. Utley as an inventor and replacing himself with inventors Mssrs: Rosario and Shirajee.



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Finally, "BSZT" the last attorneys of record handling the patents, also failed to file the correct inventors knowingly, with malice and intent to further perpetrate and cover up such fraud of prior attorneys to the USPTO, after repeatedly being requested to make the changes to them. Upon finding that Mr. Utley was not an inventor of anything and that the inventors were wrong, "BSZT" assured the Company that these issues were being corrected. They had me sign a power of attorney on Mr. Utley's behalf to turn the inventions back over to the Company in his name and remove him from any applications his name appeared on, due to his employment and invention agreements signed with the Company that strictly prohibited such misappropriations. Mr. Utley was to be removed from any/all patents that have his name on them and the ones in which he was named as the sole inventor, were to be corrected and turned back over to the Company. Now, upon contacting the USPTO we find that many of these changes remain unchanged, in what appears another attempt to continue this fiasco and cover up for the attorneys before them, "BSZT" made virtually no changes requested by the Company.

At all times, all attorneys were fully cognizant of the true inventors and the true invention for this application. Finally, all these attorneys failed to report the prior counsels misconduct in these matters to the OED Director or any other department at the USPTO or other Federal Agencies and left the Company with many serious problems in the patents. The incorrect inventors are a great risk to the shareholders of the Company and need to be remedied immediately if possible, as the assignment of these patents to the Company and any successive assignments are not signed by the true and correct inventors and thus pose the question of what they currently have rights to in relation to their investments. Finally, many of the attorneys involved in these patents appear to have financial interests and severe conflicts of interest with the Company whereby the company's inventions being approved would stand in direct conflict with either with inventions of their own (Raymond Joao) or patent pools overseen by them (Kenneth Rubenstein).

Currently, I am listed on the patents for examination purposes and after reviewing the inventors listed have determined on behalf of Iviewit and its affiliates, and, on my own behalf as an original inventor at the time of creation, that the true inventors are as listed above and not what exists currently on this application. I was there at the time of invention and all times relevant hereto, and, swear that all of the following statements are true and correct statements to the best of my knowledge.

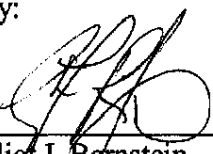


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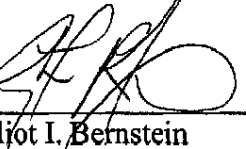
These issues and many other of attorney misconduct in the above mentioned application are currently under a pending investigation with the Director of OED whom advised me to begin correcting the inventor issues with the USPTO Examiners.

Signed on this 11th day of February 2004,

By:

X 

Eliot I. Bernstein
President Iviewit and any/all affiliates

X 

Eliot I. Bernstein
Inventor

EXHIBIT "A"



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I have read the attached reasons for change in inventor with the USPTO and approve of the changes.

By:

X _____
Zakirul Shirajee - Inventor


On this ____ day of February 2004

By:

X _____
Jude Rosario - Inventor

On this 2nd day of ^{MARCH} ~~February~~ 2004 ^{sw}

By:

X 
Stephen Warner - Assignee
Alpine Venture Capital Partners LP

COMPANY PROFILE

OVERVIEW

Crossbow Ventures is a West Palm Beach based venture capital firm managing over \$160 million on behalf of European and American institutions and individuals.

With headquarters in Florida, Crossbow is positioned as one of the leading venture funds in the Southeast U.S., the nation's third largest region in terms of venture capital investments. The firm also has a strong network in Europe with an active Advisory Board and a representative office in Zurich, Switzerland.

Through its two managed funds, Crossbow Equity Partners LP and Crossbow Venture Partners LP, a Small Business Investment Company (SBIC), Crossbow typically invests \$1 to \$6 million in each Portfolio Company, often over several stages of an investment.

TEAM

Crossbow's team consists of seasoned venture capitalists with extensive experience in various industries and market cycles. Investment professionals include:

- *Stephen Warner, Chairman and Co-Founder.* Over 30 years of experience on Wall Street as Investment Banker and Venture Capitalist. Former President/CEO of Merrill Lynch Venture Capital. Consultant to the U.S. Government on the evaluation of the American Enterprise funds in Eastern Europe. BS degree from MIT and MBA from Wharton.
- *Rene Eichenberger, Managing Partner and Co-Founder.* Responsible for the overall management of the firm. Former General Counsel of the Jet Aviation Group of Companies. Ph.D. in law from Zurich University and Alumni Stanford Graduate School of Business, SEP 2002. Director Florida Venture Forum, Chairman Swiss-American Chamber of Commerce, Florida Division.
- *Ravi Ugale, Partner.* Over 17 years of high-tech industry experience with IBM, Siemens and Xerox. BS (Engineering), MS (Computer Science) Marquette University and Executive MBA from Florida Atlantic University. Director/Co-Founder TiE-Florida, Program Chairman Florida Venture Forum, and Director EDC.
- *Matthew Shaw, Partner.* Financial industry experience with Deloitte & Touche and over 5 years of venture capital experience with Prime New Ventures and Centennial Ventures. BS degree from University of Miami and MBA from Harvard.

Crossbow's experience and the firm's U.S. and international network provide portfolio companies with the guidance and the resources needed to confront many of today's business challenges and opportunities.

INVESTMENT APPROACH

Crossbow concentrates its lead investments in the Southeast U.S. Industry sectors include:

- *Information Technology.* Emerging growth businesses in the IT services, network infrastructure, software, and Internet enabled technology areas.
- *Telecommunications.* Companies that provide enhanced services for broadband voice and data applications.
- *Healthcare.* Companies in the fields of diagnostics, therapeutics, healthcare services and the application of information technology toward the improvement of efficiency and cost reductions in the medical industry.
- *Financial Services/Others.* Emerging companies that have a breakthrough technology, high growth prospects, and the potential to become industry leaders.

Crossbow Ventures endorses a proactive, hands-on approach that permits maximization of core competencies and top-level assistance to portfolio companies via a long-term commitment.

Further information on Crossbow Ventures can be found at www.crossbowventures.com

Crossbow Ventures Inc. is a West Palm Beach based venture capital firm managing \$160 million on behalf of European and American institutions and individuals.

Placing investments through two managed funds, Crossbow Equity Partners LP and Crossbow Venture Partners LP (a Small Business Investment Company, "SBIC"), our firm concentrates its lead investments in the Southeastern US and co-invests with a number of other venture capital funds across the US. Industry sectors include Information Technology, Telecommunications, Life Sciences/Healthcare and Financial Services/Transaction Processing.

CROSSBOW MANAGEMENT

As one of the leading funds in the Southeastern US, Crossbow Ventures consist of a team of successful investment professionals with exceptional credentials and strong backgrounds in a variety of industries and divisions.

We strive to provide our portfolio companies with the guidance and the resources needed to confront many of today's business challenges and opportunities. Our mission is to assist each entrepreneur and portfolio company on a value added basis to enhance their continued success.

Stephen J. Warner brings over 30 years of experience as a Wall Street investment banker and venture capitalist to Crossbow Ventures. Prior to co-founding Crossbow Ventures, Stephen served as president, chief executive officer, and co-founder of Merrill Lynch Venture Capital, Inc. which, under his leadership, grew to more than \$250 million in venture funds under management. In addition, Stephen served on internal investment committees for the selection of venture capital, leveraged buyout, research and development, real estate, oil & gas and equipment leasing investments for Merrill Lynch executives. Stephen has also served as a U.S. government consultant to evaluate the American Enterprise Funds, established by U.S. Congress to promote the development of free enterprise and entrepreneurship in Eastern Europe. His education includes a Bachelor of Science degree from the Massachusetts Institute of Technology and a Master of Business Administration from the Wharton School of Business.

Name:	Stephen J. Warner
Function:	Co-Founder and Chairman
E-Mail:	SWarner@crossbowventures.com
Market Focus:	Information Technology, Financial Services, Environment
Education:	<ul style="list-style-type: none">▪ LL.B Blackstone School of Law▪ Master of Business Administration Wharton School of Business▪ Bachelor of Science MIT
Current Board Positions:	<ul style="list-style-type: none">▪ Reward Solutions Corporation▪ Skylight Financial Corp.

- [Universal Chemical Technologies, Inc.](#)

Valuable Competencies: Venture capital investing.

Favorite Website: www.travelocity.com

Favorite Book: Trinity

Work Adage: "Anything worth doing is worth overdoing"

As co-founder and Managing Partner of Crossbow Ventures, Rene Eichenberger focuses on the information technology and financial services sectors as well as on the overall management of the firm. Rene began his career as an attorney in Zurich, Switzerland and relocated to Florida in 1991 while serving as vice president and general counsel to the Jet Aviation Group of Companies. He is a director of the Florida Venture Forum and the Chairman of the Swiss-American Chamber of Commerce, Florida Chapter. Rene holds a JD from the University of Zurich and completed his post-graduate studies with a Ph.D. in law. He is a graduate of the Venture Capital Institute and of The Stanford Executive Program. Rene is a passionate entrepreneur who values the opportunity to assist others achieve their goals.

Name: René P. Eichenberger

Function: Co-Founder and Managing Partner

E-Mail: REichenberger@crossbowventures.com

Market Focus: Information Technology, Financial Services

Education:

- Ph.D. in Law, University of Zurich
- Venture Capital Institute
- Executive education at Stanford Business School

Current Board Positions:

- [Ashvattha Semiconductor, Inc.](#)
- [Florida Venture Forum, Inc.](#)
- [Multicast Media Technologies, Inc.](#)
- [NanoMuscle, Inc.](#)
- [ScriptRx, Inc.](#)
- [Sterling Financial Holdings, Inc.](#)
- [Swiss-American Chamber of Commerce, Florida Division](#)

Valuable Competencies: Extensive experience in managing and consulting emerging growth companies.

Favorite Website: www.moneycab.com

Favorite Book: "Weird Ideas That Work" by Robert Sutton

Work Adage: "Until you really think you're capable of doing something, it won't happen."

Ravi Ugale brings over 16 years of high-tech industry experience to Crossbow Ventures. His experience includes seven years of software development expertise, four years of systems

analysis and design experience and five years of product marketing management and new business development experience at high-tech corporations. Prior to Crossbow Ventures, Ravi was the Marketing Program Manager for Ocè Printing Systems, USA Inc. (Formerly Siemens Nixdorf Printing Systems); where he consulted and provided demand print and Internet publishing solutions to Fortune 500 companies. Previously, he worked as a Systems Analyst at Xerox Corporation and a Senior Consulting Analyst for IBM Corporation in their AS/400 division. Ravi is active in the local entrepreneurial community serving on the board of the Florida Venture Forum as their 2004 Vice-Chairman. Additionally, Ravi is a co-founder and director of TiE Florida (The Indus Entrepreneurs) and serves on the board of the EDC (Enterprise Development Corporation). Ravi earned an Executive MBA Degree with a specialization in International Business and Finance from Florida Atlantic University, a MS degree in Computer Science from Marquette University and a BS degree in Engineering from Poona University. Ravi is a graduate of the Venture Capital Institute.

Name: Ravi M. Ugale

Function: Partner

E-Mail: RUgale@crossbowventures.com

Market Focus: Information Technology, Communications, Wireless, Security, and Software

Education:

- MBA in Finance and International Business
Florida Atlantic University - Boca Raton, FL
- Master of Science in Computer Science
Marquette University - Milwaukee, WI
- Bachelor of Science in Engineering
Poona University - Pune, India
- Graduate, Venture Capital Institute

Current Board Positions:

- [14 South Networks, Inc.](#)
- [Ashvattha Semiconductor, Inc.](#)
- [Digital Envoy, Inc](#) - Observer
- [Inceptor, Inc.](#)
- [NovaVision, Inc.](#)
- [Terion, Inc.](#)
- [Xytrans, Inc.](#) - Observer

- [Enterprise Development Corporation](#)
- [Florida Venture Forum](#)
- [TiE Florida](#)

Valuable Competencies: Software Engineering, New Product Marketing, Global Business Development, and Venture Capital.

Favorite Website: www.ypo.org

Favorite Book: The Lexus And The Olive Tree - Thomas L. Friedman

Work Adage: "Believe in yourself!!.....then even the sky is not the limit!"

Matthew W. Shaw brings several years of seasoned venture capital experience to Crossbow Ventures. Matt began his career with Deloitte & Touche providing financial advisory services to clients across multiple industries and later moved to venture capital with Prime New Ventures. At Prime, Matt focused on investments in the telecommunications and network infrastructure industries. Most recently, Matt was with Centennial Ventures, a venture capital firm with over \$1 billion under management. At Centennial, Matt targeted his investment activities in the communications, media, services and outsourcing industries. Matt received his MBA from Harvard Business School and a Bachelor of Business Administration from the University of Miami.

Name: Matthew W. Shaw

Function: Partner

E-Mail: Mshaw@crossbowventures.com

Market Focus: Communications, Media, Services and Outsourcing Industries

Education:

- Master of Business Administration
Harvard School of Business
- Bachelor of Business Administration
University of Miami

Current Board Positions:

- [411 Web Directory, Inc.](#)
- [ALN Medical Management, Inc.](#)
- [Axya Medical, Inc.](#)
- [Digital Interactive Streams, Inc.](#)
- [InfoDesk, Inc.](#)
- [OnCURE Medical Corp.](#)
- [TrekLogic Technologies Inc.](#)

Valuable Competencies: Evaluating, investing, and growing private companies.

Favorite Website: ESPN.com

Favorite Book: A Random Walk Down Wall Street by Burton Gordon Malkiel

Work Adage: "Integrity and results are the only things that matter."

Mark O. Lama brings over 10 years of experience as an investment banker and private equity investor to Crossbow Ventures. Prior to joining Crossbow Ventures, Mark spent six years at UBS Capital Americas private equity group. At UBS Capital, he originated, led and managed numerous private equity investments, primarily in the technology and communications sectors. Prior to this he spent five years at Chase Capital Partners private equity group, where he worked on over 30 transactions, including leverage buyouts, growth equity, and venture capital investments, investing over \$100 million in the Retail, Publishing, Financial Services, Technology and Healthcare sectors. Mark's Healthcare experience includes medical devices, medical staffing, pharmacy and laboratory diagnostics. Mark received his MBA from Harvard Business School, a Bachelor of Science degree in Mechanical Engineering from Columbia University, and a Bachelor of Arts degree in Physics from Colgate University. Before getting his MBA, Mark worked at Bell Labs performing research in technology, and lived in the Dominican Republic for five years were

he started several businesses, which he built to profitability. Previous board positions held include IFX, DirectNet, Tutopia and Worknet. He currently is acting Chairman of the Board of GlobalTek, a leading regional information technology services provider.

Name: Mark O. Lama

Function: Partner

E-Mail: mlama@crossbowventures.com

Market Focus: IT Services, Telecom, Financial Services, Healthcare Services, Medical Devices

Education:

- Master of Business Administration
Harvard School of Business
- Bachelor of Science degree in Mechanical Engineering
Columbia University
- Bachelor of Arts degree in Physics
Colgate University

Current Board Positions:

Valuable Competencies: Buyout, turnaround and early stage investments in a wide variety of industry sectors.

John Benitz brings over 15 years of experience as private equity investor, investment banker and entrepreneur to Crossbow Ventures. Prior to joining Crossbow Ventures, John was Managing Partner of Odyssey Venture Group / Odyssey Capital, Hong Kong where he led the strategy, management and deal sourcing of the firm. John originated, led, managed, and exited numerous private equity investments including Quicken Australia (ASX), and Linktone which recently listed on Nasdaq (LTON).

Previously, John was responsible for building and managing Prudential Securities institutional regional capital markets group in Asia (non-Japan) during which time he became the firm's youngest Senior Vice President. John also spent several years in London with Prudential. Following Prudential, John was a co-founder and Director of Ficon Capital a London based asset management firm. John received his MBA from Richard Ivey School of Business at The University of Western Ontario, and a Bachelor of Arts degree in Economics from University of Western Ontario. Previous board positions held include Ficon Capital, Hospital Corp. of Asia, GlobalHealthcare, Myrice Holdings, DX Group, ECantata.

Name: John Benitz

Function: Partner

E-Mail: JBenitz@crossbowventures.com

Market Focus: IT, Financial Services, Healthcare & Medical, Media

Education:

- Master of Business Administration
Richard Ivey School of Business
University of Western Ontario (IVEY Scholar)

- Bachelor of Arts degree in Economics
University of Western Ontario
- Series 7, Series 3 - U.S. Securities Investment Registered Representative
- I.A.P.E.I. - Institute of Asian Private Equity Investment

Current Board Positions:

- [ACH Processing, Inc.](#)
- [eMotion, Inc.](#)
- [Multicast Media Technologies, Inc.](#)
- [NanoMuscle, Inc.](#)

- U.S. - China Business Council
- MoST - Ministry of Science & Technology, China - Advisor
- Juan Benitz Foundation

Valuable Competencies:

Extensive experience in managing, building businesses. Investing, turnaround & exiting investments.

Favorite Website:

www.pololine.com

Favorite Book:

"Churchill" by Roy Jenkins

Work Adage:

"Focus on your outcome, know your purpose, take action - results follow".

CROSSBOW ADVISORS

Bruce W. Shewmaker's 25 years of investment management and banking experience as well as his numerous accomplishments as co-founder of Merrill Lynch's venture capital subsidiaries, have been an asset to Crossbow Ventures. Prior to joining Crossbow, Bruce co-founded ML Venture Partners with Stephen J. Warner, and later served as president and chief executive officer of Merrill Lynch R&D Management Inc., which established and managed ML Technology Ventures. Bruce served as chief executive officer of The US Russia Investment Fund prior to joining the start-up team of E*Offering Corp. as managing director responsible for global asset management. He is currently a member of the board of directors of the New York Venture Capital Forum. Bruce earned his Bachelor of Science degree in Finance from Ohio State University.

Name:

Bruce W. Shewmaker

Function:

Advisor

E-Mail:

BShewmaker@crossbowventures.com

Market Focus:

Information Technology, Financial Services, Medical Technology

Education:

- Bachelor of Science in Finance
Ohio State University

Current Board Positions: ■ New York Venture Capital Forum, Inc.

Valuable Competencies: Capital formation for small business.

Favorite Website: www.interactive.wsj.com

Favorite Book: Somebody Up There Likes Me

Work Adage: "Problems are the price of progress."

Eric M. Chen is an honors graduate of Harvard University and Rensselaer Polytechnic Institute. In addition to being Healthcare Advisor to Crossbow Ventures, Eric also serves on advisory committees for Fortune 500 companies in the areas of managing technological innovation, enabling change across organizations, mergers & acquisitions, venture capital, restructuring and new business development. He has spent much of his career in the field of investment banking and management consulting, where he has specialized in advising, financing and guiding the growth strategies of many healthcare companies. Eric has served as Analyst, Senior Vice President and Managing Director for several Wall Street firms, including Furman Selz, Hambrecht & Quist, Fechter Detwiler, and Southeast Research Partners. Much of his experience has focused on early stage growth companies in both public and private sectors.

Name: Eric M. Chen

Function: Healthcare Partner/Advisor

E-Mail: EChen@crossbowventures.com

Market Focus: Healthcare areas

- Bioinformatics
- Biotechnology
- Crossover technologies
- Drug delivery
- Medical devices

Education:

- M.B.A. - Financial Management
Rensselaer Polytechnic Institute
- M.S. - Management
Rensselaer Polytechnic Institute
- B.A. - Biology
Harvard University

Valuable Competencies:

- Managing technological innovation
- Planning for and reacting to turbulent environments
- Thinking outside of the box
- Enabling change across enterprises
- Assisting emerging companies with formation and implementation of growth strategy



Former Officers, Directors,
Advisory Board Members & Outside Professionals
Letter of Liabilities and
Notice of Filed Allegations of Fraud Upon the
United States Patent & Trademark Office & Upon Iviewit

Wednesday, April 21, 2004
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EXHIBIT B

IVIEWIT COMPANIES LIST

ARTHUR ANDERSEN LETTERS AND IVIEWIT AUDIT INFORMATION

CROSSBOW VENTURES COMPLIANCE LETTER

IVIEWIT COMPANIES KNOWN AS OF 4/20/04

1/15/99
IVIEWIT CORPORATION – MISSING FROM ALL RECORDS

1/26/99
IVIEWIT, INC. – FLORIDA

5/21/99
IVIEWIT.COM, INC. – FLORIDA

6/11/99
IVIEWIT.COM LLC – DELAWARE

6/11/99
IVIEWIT LLC - DELAWARE

6/29/99
UVIEW.COM, INC. - DELAWARE

12/29/99
IVIEWIT.COM, INC. - DELAWARE

12/29/99
IVIEWIT HOLDINGS, INC. - DELAWARE

1/5/00
I.C., INC. - NAME CHANGES FROM
IVIEWIT.COM, INC. - FLORIDA

1/12/00 AT 9:00AM
IVIEWIT TECHNOLOGIES, INC.
NAME CHANGES FROM IVIEWIT HOLDINGS, INC. - DELAWARE

1/12/00 AT 9:01 AM
IVIEWIT HOLDINGS, INC.
NAME CHANGES FROM UVIEW.COM, INC.

**RED COMPANIES INDICATE THAT SIMILAR NAMED CORPORATIONS
EXIST

**BLUE DATES INDICATE NAME CHANGES

EXHIBIT "B"



ARTHUR ANDERSEN

Mr. Raymond Hirsch
Chief Financial Officer
Iviewit.com
One Boca Place
2255 Glades Road, Suite 337W
Boca Raton, Florida 33431

Arthur Andersen LLP
Suite 1470
One Biscayne Tower
Miami FL 33131
Tel 305 374 3700
Fax 305 789 2477

November 27, 2000

Dear Ray,

I am in receipt of your letter dated November 15, 2000 and acknowledge receipt of \$3,000 towards our \$15,000 fee arrangement.

I sincerely regret that you were not with the Company when we were initially engaged on January 19, 2000, as I am certain we would not be in this position today had the Company not had turnover in the accounting department. In that regard, I will consider the \$3,000 payment in full on our services to date which have approximated in excess \$25,000. Similarly, we will not proceed with any additional services at this time. With respect to your reference to Mariana's communication of additional fees, our arrangement letter clearly states that "the ultimate amount of our fee will be dependent upon the completion of these schedules." Clearly, due to the turnover in Iviewit's accounting department, completion of requested schedules was significantly delayed and resulted in an extremely inefficient process. Normally, we bill for the cost associated with this type of delay which is beyond our control.

I am confused with your comment regarding our "refusal" to provide information to your local accountants. I presume that the Company has trial balances that would be used as support of any tax return.

Again, I regret the position that you and I are in with respect to this work and similarly, I regret that our professional relationship has terminated.

Did we just get terminated during audit???

Please feel free to call me if I can be of any help in the future.

Very truly yours,

ARTHUR ANDERSEN LLP

By 
Denise D. Veitch

EXHIBIT "B"



"I view it!"

www.iviewit.com

2255 Glades Road
One Boca Place - Suite 337W
Boca Raton, FL 33431
Voice: 561.999.8899
Fax: 561.999.8810
Toll: 877.484.8444

November 15, 2000

Ms. Denise Veitch
Partner
Arthur Andersen LLP
One Biscayne Tower – Suite 1470
Miami, Florida 33131-1801

Dear Denise:

This acknowledges and responds to your letter of October 9, 2000.

I appreciate that Brian Fox and Steve Davis spent part of a day with us in late September. I truly thought that that was the "end of the road" as respects the completion of the 1999 Audit, and I was disappointed to see yet another list of questions or requests. I did not respond sooner, frankly, in view of your renewed demand that work would not continue or complete in the absence of payment of \$12,000.

That payment was not possible as **iviewit** was in the midst, and in great need, of an additional money raise. A limited, partial funding has just occurred this week, and yours is one of the first accounts I am addressing by this letter and the enclosed check for \$3,000 (at the least, as a showing of good faith).

I have been involved with **iviewit** since April, and to the best of my knowledge there has been no meaningful contact from Arthur Andersen at the Manager or Partner level since that time, and who knows when prior. Given that **iviewit** is an emerging company, I would presume that companies of our size or status represent an important component of your own firm's growth strategy – sort of like the importance of the Minor Leagues to the Majors. On that basis, I would expect that your firm and its principals would take an interest in supporting **iviewit** both from the standpoint of prospective customer (other clients) and strategic partnering introductions, as well as funding sources –the latter, either through AA relationships and/or an investment fund which AA may maintain as certain other national audit firms do (I thought that AA was among them).

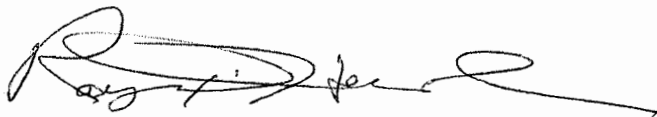
It is my intention to clear our billing with your firm as soon as practicable. However, I also need reassurance that the \$15,000 fee for the 1999 Audit, of which I have been apprised by our president, is accurate and complete. In that regard, I found it terribly unsettling and unacceptable when Brian Fox mentioned in a telephone conversation this past summer, at which time I was attempting to get this audit finished, that Mariana Santora had indicated that there would be additional billings "due to delays on

EXHIBIT "B"

iviewit's part." That was the first and presumably the last we have heard of that one! Additionally, I assume you are aware of the memo that I sent to Mariana, dated September 20, 2000, at which time I stated that "the absence of work papers and beginning trial balance...[has imposed] a terrible impediment [on **iviewit**], preventing the Company from filing timely tax returns." If that was true in September, as it was, it is true today in spades, and at the least, I would expect that, by the enclosure of this \$3,000, the refusal to provide that information to our local accountants, Goldstein Lewin & Co., will be rectified promptly.

Denise, obviously communication between our two organizations has been poor, and I would be happy to meet with you to resolve my issues and concerns. Certainly, we will clear the bill as soon as practicable, and we can all decide, as I otherwise stated to Marianna in the same memo, whether we wish to remain in this professional relationship.

Yours sincerely,



Raymond T. Hersh
Chief Financial Officer

Cc Brian Utley, President

Encl.

EXHIBIT "B"



ARTHUR ANDERSEN

Mr. Raymond Hersh
Iviewit Holdings, Inc.
2255 Glades Road
One Boca Place, Suite 337 W
Boca Raton, Florida 33431

Arthur Andersen LLP
Suite 1700
Phillips Point-West Tower
777 South Flagler Drive
West Palm Beach FL 33401
Tel 561 832 8100
Fax 561 655 1450
www.arthurandersen.com

October 9, 2000

This is claim that Iviewit Holdings, Inc. fka Uview.com, Inc. with the majority of shareholders may have no interest in Iviewit Technologies, inc. which has core essential patents and Proskauer Rose may have 75% interest.

Dear Raymond:

As you are aware, we are in the final stages of completing the audit of iviewit Holdings, Inc. To complete our audit, we need to receive the following:

1. Documented evidence of iviewit Holdings, Inc.'s 86.7% ownership interest in iviewit Technologies, Inc. such as a stockholders' agreement and share certificates.
2. Schedule of capital lease obligations of all leased computer equipment. This schedule should provide the total annual future commitments under this lease.
3. Description of any beneficial conversion features of the Company's preferred stock. In addition, please verify if there are different classes of preferred stock, and if so, any differences between these classes of shares.
4. With regards to the 7% promissory notes totaling \$187,500 at December 31, 1999, please verify that the Company accrued interest on these outstanding notes. If not, the accrual will be an additional audit adjustment.
5. With regards to the offer to exchange the above mentioned 7% promissory notes for 12% notes that are convertible into shares of Class A common stock, please provide the amount of the 7% notes that were converted as of April 7, 2000.
6. With regards to the Company's offer to certain qualified purchasers the opportunity to purchase up to \$85,000 in 12% notes that are convertible into shares of Class A common stock, please confirm the total amount purchased as of April 7, 2000.

In addition to the resolution of these matters, we will need to be paid at least \$12,000 of our outstanding fees before any further work can be performed to complete the audit. We have incurred a significant amount of time (approximately 300 hours) and expenses on this engagement and have received no payments on outstanding billings to date.

Missing page 2 of this letter.

EXHIBIT "B"

Memorandum

To: Mariana Santora, Manager
Arthur Andersen

CC: Brian Utley, President

From: Raymond T. Hersh, CFO
iviewit

Date: September 20, 2000

Re: Your Fax Memo 8/24/00 re iviewit Open Items

Dear Ms. Santora:

With regard to the above list you sent us three weeks ago, I was rather surprised to receive same given that, although I was not part of **iviewit** at the time and was not involved with the December 31, 1999 audit in question, I was of the impression that all field work had been completed some months ago. Consequently, I was most puzzled that that could have been the case in the face of the magnitude of the information you are currently requesting.

Needing help in order to address your questions, I met earlier this week with Erika Lewin, our former Controller and the principal contact person involved with the audit, and, while she is miffed at the possible implication that she was not adequately forthcoming during the audit (which appears not to be the case whatsoever), frankly, I am rather amazed, if not shocked, at her information.

I will address your memo in the same order as provided:

1. I am advised that AA was supplied with a complete flow chart showing all the entities and their interrelationships, succession and former "known as" names. This information resides in four (4) volumes provided by Erika; they are:
 - A. One for iviewit Holdings, Inc. (formerly, uvview).
 - B. One for iviewit Technologies, Inc. (formerly, iviewit LLC).
 - C. Two for iviewit.com, Inc. (formerly, iviewit.com LLC).

FALSE STATEMENT - iviewit Technologies, Inc. formerly Ivviewit Holdings, Inc. with Proskauer Rose as possible 75% owner and holding patents with no verification that Ivviewit Holdings, Inc. fka Uvview with all the shareholders has any interest in this company

False and Incorrect Information to auditors approximately eight months into audit.

EXHIBIT "B"

I am also advised that all detail in these binders was explained to Brian Fox in late March/early April by Erika and that she called him on Monday in advance of our meeting for confirmation that these binders still reside with AA.

2. The roll-forward of equity is contained in the above referenced binders, and this was provided prior to the completion of field work.
3. Your question here requests Attachment A of the 6/11/99 minutes of "LLC". Actually, there are minutes carrying that date for both iviewit.com LLC and iviewit LLC. In each case, Attachment A is a Limited Liability Company Agreement. Since I do not know exactly which company you are referring to, a copy of each such agreement is being sent by mail with a copy of this Fax Memo.
4. Brian Utley's Employment Agreement is in one of the binders under "Attachments".
5. This was answered to Brian Fox in May; in any event, there was never an entity called "uvuevideo.com".
6. The referenced 5% stock offering undoubtedly relates to the Huizenga loan which converted to a 5% equity at the initial \$10 million valuation. This investment initially took place in iviewit LLC and was later translated/transferred to iviewit Holdings, Inc.
7. Erika advised Brian Fox as to this question in approximately May. In any event, this 5% reserved for Employee is in iviewit Holdings, Inc.; it is merely reserved but not issued, and it will be in the form of Class B Common shares.
8. Erika worked for hours with Brian Fox substantiating the Proskauer accrual; she/they did detailed testing, and it should already be in the detailed GL
9. Same answer as to item # 8 immediately above.
10. After Erika effected all Brian Fox's proposed or requested adjustments, she did a minority interest calculation which she delivered to him and which was confirmed by him to her.
11. This is the same as the answer to item #1 above. AA was given all this detail during the field work through 12/31/99. As to Options and Warrants, there were none as at 12/31/99. From the standpoint of expediency, must you roll forward as to these items beyond 12/31/99, in which case would it not be only to a date consistent with the completion of field work rather some later date??
12. Attached is an unaudited, interim Balance Sheet prepared internally, as at 8/31/00. Obviously, in the absence of AA supplying work papers and a beginning trial balance, we were working under a terrible impediment, and the accuracy of the statement is our best estimation and otherwise questionable. That impediment (absence of work papers) has also prevented the Company from filing timely tax returns. Further as to this item, in February 2000, the Company took in \$1 million from Crossbow/Alpine Venture Capital with which it paid bills outstanding as of 12/31/99, and shareholders loans in existence at that time (February) were converted into one year notes.

Ms. Santana, I am dismayed at the state of this audit and the submittal of this previously addressed list at this late date. What's more, I approached Brian Fox early in August with a request of what it would take, from a time and cost standpoint, for AA to review a new Financial Model and Projection completed for iviewit together with our local accountants. This Model needed to be translated from a Modified Cash method to GAP. After I nagged him several times over the course of at least ten days, all he would tell me was to expect your call which never came, and obviously we never got the answer, causing us to arrange to have that work done elsewhere.

AA was selected by iviewit for particular reasons. However, obviously, your firm has five other competitive peer organizations from which to choose, and I believe it behooves all of us to determine whether AA and our Company should remain in this professional relationship.

Very truly yours,

Raymond T. Hersh

Atts.



Fax



ARTHUR ANDERSEN

To **Raymond Hersh**
 Company **Iviewit Holdings, Inc.**
 Fax number **561 999 8810**
 Date **August 24, 2000**
 Number of pages to follow **1**
 From **Mariana V. Santora**
 Office location
 Charge number
 Priority Immediate Normal Overnight
 Send with attached distribution list
 If unreadable or incomplete please call **(305) 789 2578**
 Subject/special instructions **RE: Audit open Items**

Arthur Andersen LLP
 One Biscayne Tower
 Suite 1470
 Miami, FL 33131-1801

Tel (305) 374-3700
 Fax (305) 789-2477

Privileged/confidential information
 may be contained in this facsimile and is
 intended only for the use of the addressee.
 If you are not the addressee, or person
 responsible for delivering to the person
 addressed, you may not copy or deliver this
 to anyone else. If you receive this facsimile
 by mistake, please notify us immediately by
 telephone. Thank you.

**IVIEWIT HOLDINGS, INC.
OPEN ITEMS**

1. Why are there two separate minutes (both dated 6/11/99) for iviewit LLC & iviewit.com LLC? How do these two entities relate to one another? Where does iviewit.com LLC show up in the entity flowchart that you provided to us? Martha said that iviewit LLC & iviewit.com LLC is the same entity-is this true?
2. We are trying to tie in individual shareholder issuances that are listed in the 6/11/99 minutes of iviewit LLC. Please provide a detail rollforward of equity by individual shareholder. If its not too much trouble, please provide the same kind of equity rollforward for all the iviewit entities.
3. In the 6/11/99 minutes of LLC, Attachment A is missing. Please provide a copy of this agreement.
4. We need a copy of the employment agreement for Brian Utley (most recent if amended) that spells out details of payout (9/24/99 minutes were vague).
5. Do we have a sub. called "uvuvideo.com"? This was mentioned in the 12/1/99 minutes, however I have never heard of it and it is not on the entity flowchart that you provided us.
6. The 12/1/99 minutes discuss a 5% stock offering. Did this take place and if so, where are these shares in the listing of shareholders?
7. Per the 3/3/00 iviewit holdings minutes, 5% of stock is to be reserved for an employee option plan, and 5% is to be reserved for executive recruitment. Did the company follow through with this? If so, we need a detail of these shares (class, total # reserved, total # issued). *authorized*
8. We received the Proskauer-Rose legal response back-it listed unbilled fees due at 12/31/99 of \$88,402. I did not see this on the accrual listing. Did we accrue for this elsewhere? If not, this is an additional entry. *Eric*
9. Please confirm that total expenses incurred for all work performed by your dad's firm totaled \$40,463 (for related party disclosure). *billing*
10. Please provide your revised minority interest calculation after audit adjustments and the effects of additional adjustment (if needed) relating to question 8. *Eric*
11. Detail of all activity in equity (i.e. issuance of stock, stock options, warrants, payment of services with stock, etc.) for 1999 and 2000 (at least through 6/30/00). *schedule*
12. In order to determine the Company's current financial position, we need to see the latest interim financials (at least through 6/30/00). Most importantly, how has the Company paid for its liabilities at December 31, 1999 of approximately \$500K and the Company's commitment for payment of its \$187,500 to its shareholders.

EXHIBIT "B"

**IVIEWIT HOLDINGS, INC.
OPEN ITEMS**

1. Why are there two separate minutes (both dated 6/11/99) for iviewit LLC & iviewit.com LLC? How do these two entities relate to one another? Where does iviewit.com LLC show up in the entity flowchart that you provided to us? Martha said that iviewit LLC & iviewit.com LLC is the same entity-is this true? *No*
2. We are trying to tie in individual shareholder issuances that are listed in the 6/11/99 minutes of iviewit LLC. Please provide a detail rollforward of equity by individual shareholder. If its not too much trouble, please provide the same kind of equity rollforward for all the iviewit entities. *Martha*
3. In the 6/11/99 minutes of LLC, Attachment A is missing. Please provide a copy of this agreement. *minute books w/ PR - check Mar*
4. We need a copy of the employment agreement for Brian Utley (most recent if amended) that spells out details of payout (9/24/99 minutes were vague). *from Brian*
5. Do we have a sub. called "uvuvideo.com"? This was mentioned in the 12/1/99 minutes, *uvuvideo* however I have never heard of it and it is not on the entity flowchart that you provided us. *See nar- rative in #1*
6. The 12/1/99 minutes discuss a 5% stock offering. Did this take place and if so, where are these shares in the listing of shareholders? *The Ituzenza loan converted to 5000 equity at 30 million valuation*
7. Per the 3/3/00 iviewit holdings minutes, 5% of stock is to be reserved for an employee option plan, and 5% is to be reserved for executive recruitment. Did the company follow through with this? If so, we need a detail of these shares (class, total # reserved, total # issued). *auth'd not issued; only in minutes*
8. We received the Proskauer-Rose legal response back-it listed unbilled fees due at 12/31/99 of \$88,402. I did not see this on the accrual listing. Did we accrue for this elsewhere? If not, this is an additional entry. *what accrual listing. Check with Erika.*
9. Please confirm that total expenses incurred for all work performed by your dad's firm totaled \$40,463 (for related party disclosure). *✓ Erika*
10. Please provide your revised minority interest calculation after audit adjustments and the effects of additional adjustment (if needed) relating to question 8. *✓ Erika*
11. Detail of all activity in equity (i.e. issuance of stock, stock options, warrants, payment of services with stock, etc.) for 1999 and 2000 (at least through 6/30/00). *(1)*
12. In order to determine the Company's current financial position, we need to see the latest interim financials (at least through 6/30/00). Most importantly, how has the Company paid for its liabilities at December 31, 1999 of approximately \$500K and the Company's commitment for payment of its \$187,500 to its shareholders. *8/31/00 statement and explain*

1) Activities: Alpine (2500 sh.); Jason Gregg (685 sh.); options to note holders. fuel cap table.

with Brian Fox
Erika Lewin

10/3/00

**IVIEWIT HOLDINGS, INC.
OPEN ITEMS**

White Out

OK

1. Why are there two separate minutes (both dated 6/11/99) for iviewit LLC & iviewit.com LLC? How do these two entities relate to one another? Where does iviewit.com LLC show up in the entity flowchart that you provided to us? Martha said that iviewit LLC & iviewit.com LLC is the same entity-is this true?

OK

2. We are trying to tie in individual shareholder issuances that are listed in the 6/11/99 minutes of iviewit LLC. Please provide a detail rollforward of equity by individual shareholder. If its not too much trouble, please provide the same kind of equity rollforward for all the iviewit entities.

Sent

3. In the 6/11/99 minutes of LLC, Attachment A is missing. Please provide a copy of this agreement.

O

4. We need a copy of the employment agreement for Brian Utley (most recent if amended) that spells out details of payout (9/24/99 minutes were vague).

OK

5. Do we have a sub. called "uvuvideo.com"? This was mentioned in the 12/1/99 minutes, however I have never heard of it and it is not on the entity flowchart that you provided us.

OK

6. The 12/1/99 minutes discuss a 5% stock offering. Did this take place and if so, where are these shares in the listing of shareholders?

OK

7. Per the 3/3/00 iviewit holdings minutes, 5% of stock is to be reserved for an employee option plan, and 5% is to be reserved for executive recruitment. Did the company follow through with this? If so, we need a detail of these shares (class, total # reserved, total # issued).

OK

8. We received the Proskauer-Rose legal response back-it listed unbilled fees due at 12/31/99 of \$88,402. I did not see this on the accrual listing. Did we accrue for this elsewhere? If not, this is an additional entry.

OK

10. Please provide your revised minority interest calculation after audit adjustments and the effects of additional adjustment (if needed) relating to question 8.

OK

11. Detail of all activity in equity (i.e. issuance of stock, stock options, warrants, payment of services with stock, etc.) for 1999 and 2000 (at least through 6/30/00).

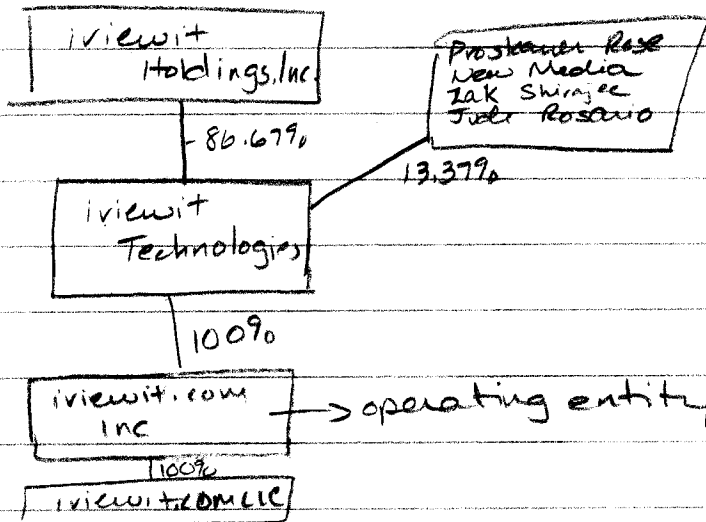
OK

12. In order to determine the Company's current financial position, we need to see the latest interim financials (at least through 6/30/00). Most importantly, how has the Company paid for its liabilities at December 31, 1999 of approximately \$500K and the Company's commitment for payment of its \$187,500 to its shareholders.

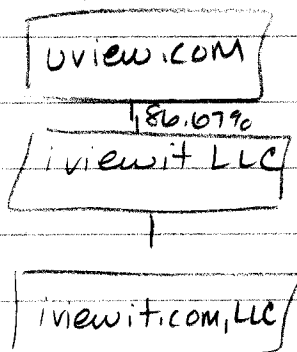
EXHIBIT "B"

Larry,

The entity structure can be a little confusing. As of right now, here is how it stands



Here's where it gets fun. iViewit.com LLC used to be the operating entity, iViewit.com Inc. came in & took over all of its assets through a stock swap w/ iViewit Tech. (well, actually the entity that iViewit Tech. took over). iViewit.com LLC still exists because we have contracts in LLC's name. iViewit Tech. in its most original form was iViewit LLC. This entity did a asset transfer (I believe) with a new entity - iViewit Holdings (not to be confused with the iViewit Holdings we know now). iViewit Holdings had a name change to iViewit Technologies. Immediately thereafter, iView.com (the original top dog co.) had a name change to iViewit Holdings. Here is the original entity structure:



Let me know if you have any EXHIBITS!
-Erika



December 7, 2000

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

Dear Mr. Utley:

As you may be aware, Section 2.5 of the Securities Purchase Agreement requires that your company furnish us with unaudited monthly, and quarterly financial statements, a yearly operating plan, as well as audited annual financial statements.

During a recent review of our portfolio company files, we noticed that we are missing certain required documents from Iviewit.com Holdings, Inc.

The documents that are missing are:

1. Monthly unaudited financial statements, including a balance sheet, income statement, and statement of cash flow for the months ended **March 31, 2000** through **October 31, 2000** each in comparative form with the Company's budget for each month and an analysis and report on the financial and operating condition of the Company during each month.
2. Unaudited quarterly financial statements, including a balance sheet, income statement, and statement of cash flow for the quarters ended **March 31, 2000, June 30, 2000 and September 30, 2000** each in comparative form with the Company's budget for that quarter, and an analysis and report on the financial and operating condition of the Company during those quarter.
3. Operating plan for the year beginning **January 01, 2001**.

We understand that you are busy with the day-to-day operations of your Company; nonetheless, we would be grateful if you could send the above-described reports to us as soon as possible.

EXHIBIT "B"

Mt. Brian G. Utley
December 7, 2000
Page 2

If you have any questions please feel free to contact me at (561) 838-9005; ext.230. Thank you for your time and good luck with all your future endeavors.

Respectfully yours,

Tiffany A. Snow
Analyst

cc: Hank Powell



Former Officers, Directors,
Advisory Board Members & Outside Professionals
Letter of Liabilities and
Notice of Filed Allegations of Fraud Upon the
United States Patent & Trademark Office & Upon Iviewit

Wednesday, April 21, 2004
Page 43 of 48

EXHIBIT C

**RUBENSTEIN AS PATENT COUNSEL AND ADVISORY BOARD MEMBER IN
WACHOVIA PRIVATE PLACEMENT LETTER SENT TO CROSSBOW VENTURES**

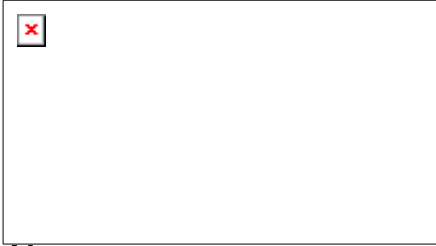
**RUBENSTEIN PATENT OPINION WRITTEN THROUGH CHRISTOPHER
WHEELER**

**BUSINESS PLANS LISTING RUBENSTEIN AS ADVISOR AND PATENT
COUNSEL**

**RUBENSTEIN LETTER TO COURT STATING NO INVOLVEMENT WITH
IVIEWIT**

From: Eliot Bernstein [alps@netline.net] on behalf of iviewit (E-mail)
Sent: Thursday, January 28, 1999 8:42 PM
To: 'agortz@proskauer.com'
Subject: Ken Rubenstein

Contacts: Albert W. Gortz



Al,
I was unable to locate a contact at your firms website for Ken.
I did find the following contacts, is he either one or both listed.

KENNETH RUBENSTEIN

[MELTZER LIPPE GOLDSTEIN WOLF & SCHLISSEL PC](#)

190 Willis Ave
Mineola, New York 11501-2639
Phone: (516) 747-0300
Fax: (516) 747-0653
krubenstein@mlg.com
Position: Member

New York Law School, New York, NY

Patent, Trademark & Copyright Law

or

KENNETH A. RUBENSTEIN

[BAER MARKS & UPHAM LLP](#)

805 Third Ave
New York, New York 10022-7513
Phone: (516) 741-5553
Fax: (212) 702-5941
Admitted: New York, 1983 New Jersey, 1983

Education: New York Law School, New York, NY

Areas Of Practice: Patent, Copyright and Trademark Law Trade Secret

Born: 1954

EXHIBIT "C"

Selz & Muvdi Selz, P.A.

Attorneys At Law
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

Steven M. Selz
Liliana M. Selz

Tel: (561) 820-9409
Fax: (561) 833-9715

FAX TRANSMITTAL COVER SHEET
FAX Number: (561) 364-5502

Individual & Firm: ELIOT BERNSTEIN.

From: STEVEN M. SELZ, ESQ.

Date & Time: 6/4/03 10:00 A.M. File # _____

Total number of Pages (INCLUDING this cover sheet) 20

RE: IVIEWIT.COM

Document(s) Attached: INFORMATION ON DEPO OF RUBENSTEIN YOU REQUESTED AND COPY OF LETTER RECEIVED TODAY AS TO WHEELER DEPO.

Comments: AS DISCUSSED- NEED TO KNOW BY THIS FRIDAY WHAT YOU INTEND OR I WILL HAVE TO WITHDRAW- CAN'T AFFORD TO CONTINUE WORK WITHOUT PAYMENT.

A copy or the original of the attached document will not follow unless otherwise noted below. Copy/Original sent by:

Regular Mail Federal Express Courier

PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE TRANSMISSION AT (561) 820-9409.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGE AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THIS OFFICE WILL REIMBURSE YOU FOR ALL COSTS ASSOCIATED WITH THE RETURN OF THIS DOCUMENT. THANK YOU.

EXHIBIT "C"

IN THE CIRCUIT COURT OF THE
15TH JUDICIAL CIRCUIT IN AND
FOR PALM BEACH COUNTY,
FLORIDA

PROSKAUER ROSE L.L.P.,
a New York limited partnership,

CA 01-04671 AB

Plaintiff,

v.

IVIEWIT.COM, INC., a Delaware
corporation, IVIEWIT HOLDINGS,
INC., a Delaware corporation, and
IVIEWIT TECHNOLOGIES, INC.,
a Delaware corporation.

Defendants.

**DEFENDANTS' MOTION TO COMPEL TAKING OF FOREIGN
DEPOSITION AND FOR APPOINTMENT OF A COMMISSIONER**

Defendants, IVIEWIT.COM, INC., IVIEWIT HOLDINGS, INC. and
IVIEWIT TECHNOLOGIES, INC., by and through their undersigned counsel, hereby
move this Court for an Order requiring Kenneth Rubenstein, Esq. as a partner of the
Plaintiff, to submit to the taking of his deposition in New York City, New York and
appointing Esquire Deposition Services in New York City, New York, as a
Commissioner for the taking of the deposition of Mr. Rubenstein and in support of
this Motion would state:

1. That based on the prior testimony of deponents to this matter and the

EXHIBIT "C"

personal knowledge of the Defendants corporate representative, Elliot Bernstein, Kenneth Rubenstein was involved directly in the providing of services to the Defendants both prior to his employment with the Plaintiff and subsequently during his employ with the Plaintiff.

2. That Kenneth Rubenstein (“Rubenstein”) is an attorney currently employed by the Plaintiff and who works out of the Plaintiff’s New York City offices.

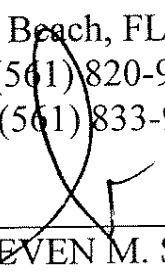
3. That the Defendants intend to take the deposition of Rubenstein in New York City, New York, prior to the trial of this matter due to the knowledge of Rubenstein as to the services provided by the Plaintiff to the Defendants; however, counsel for the Plaintiff has refused to make Rubenstein available as set forth in the attached Exhibit “A”.

4. That Esquire Deposition Services, located at 216 E. 4th Street, 8th Floor, New York City, New York 10017, should be appointed Commissioner to take the deposition of Rubenstein.

WHEREFORE the Defendants, move this Honorable Court for the entry of an order directing that Kenneth Rubenstein be submitted for deposition and permitting the Defendants to take the deposition of Rubenstein in New York and appointing Esquire Deposition Services, located at 216 E. 4th Street, 8th Floor, New York City, New York 10017 as Commissioner to take the deposition of Rubenstein.

I HEREBY CERTIFY that a true and correct copy of the foregoing has been provided by U.S. Mail and fax transmission this 24th day of October, 2002 to: Christopher W. Prusaski, Esq., Proskauer Rose, LLP, 2255 Glades Road, Suite 340 W, Boca Raton, FL 33431.

SELZ & MUVDI SELZ, P.A.
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480
Tel: (561) 820-9409
Fax: (561) 833-9715

By: 
STEVEN M. SELZ
FBN: 777420

IN THE CIRCUIT COURT OF THE 15TH
JUDICIAL CIRCUIT IN AND FOR PALM
BEACH COUNTY, FLORIDA

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

v.

IVIEWIT.COM, INC., a Delaware corporation,
IVIEWIT HOLDINGS, INC., a Delaware
corporation, and IVIEWIT TECHNOLOGIES,
INC., a Delaware corporation,

Defendants.

**PLAINTIFF'S RESPONSE TO DEFENDANTS' MOTION TO COMPEL
TAKING OF FOREIGN DEPOSITION AND FOR THE APPOINTMENT
OF A COMMISSIONER AND MOTION FOR PROTECTIVE ORDER**

Plaintiff, Proskauer Rose LLP ("Proskauer"), responds to the Defendants' Motion to Compel Taking of Foreign Deposition and for Appointment of a Commissioner served under certificate of service dated October 24, 2002 (the "Motion") and further moves, pursuant to Rule 1.280(c) of the Florida Rules of Civil Procedure, for a the entry of a protective order as to the taking of the deposition of Kenneth Rubenstein ("Mr. Rubenstein"), and as grounds states as follows:

1. This is an action by Proskauer to collect unpaid attorney's fees from the Defendants, all former clients of Proskauer.
2. The Defendants' have not alleged, in any pleading, that Proskauer failed to properly perform the work undertaken on their behalf. Notwithstanding Defendants' failure to plead any such allegation, Defendants are now putting forth an eleventh hour attempt to turn this

matter into a malpractice case (and delay the trial of this matter set for the week of December 16, 2002) and are attempting to harass a Proskauer attorney (who lives in New Jersey and works in New York) who never billed any time to the Iviewit matter.¹

3. Specifically, Defendants are attempting to compel Mr. Rubenstein, a partner in Proskauer's New York office, to appear for a deposition. The Motion was filed because Proskauer has refused to produce Mr. Rubenstein for his deposition.

4. The Motion is misleading and misrepresents the discovery in this matter. Citing no particular deposition testimony, Defendants' motion at paragraph 1 states that prior testimony of the deponents in this matter has revealed that Rubenstein was "involved directly in the providing of services to the Defendants. . . ." Nothing could be further from the truth.

5. Contrary to the Defendants' baseless statement that Rubenstein was involved in the representation of Proskauer, Brian Utley, Defendants' former President and Chief Operating Officer, testified in his deposition as follows:

- At Elliot Bernstein's request, Rubenstein recommended another law firm to handle Defendants' patent matters (BU:70-4, 23);²
- "Rubenstein was never involved" in any of the work, and Defendants' interrogatory answers stating otherwise are a "misrepresentation." (BU:84-5, 7, 21);
- "[o]ther than referring Iviewit to [outside counsel], Rubenstein never did any work for Iviewit" (BU:121-3);

¹ Proskauer filed a motion in limine directed to the issue of whether the Defendants can put on proof of any alleged wrongdoing by Proskauer, as the defense was never pled in any of the pleadings in this matter. The motion in limine is set for hearing on November 5, 2002.

² The abbreviation "BU__" followed by a page and line number refers to the transcript of the Deposition of Brian Utley dated August 22, 2002.

- Utley never met Rubenstein (BU:121-19);
- Rubenstein had no active role with Iviewit (BU:138-11, 24);
- “Rubenstein and Mr. Wheeler, I’ll repeat, had nothing to do with the patents and therefore, I object to them being included in the question.” (BU:150-9);


Copies of the pages of the transcript of the Deposition of Brian Utley cited above are attached hereto.

6. Defendants’ eleventh-hour desire to depose Mr. Rubenstein is nothing more than a blatantly transparent attempt to harass Mr. Rubenstein, who billed no time in the Defendants’ representation. Although Defendants plan to take the deposition of Christopher Wheeler, Proskauer’s corporate representative, the Defendants’ intent to harass Rubenstein is further made clear by the fact that the Defendants have never attempted to take the deposition of any of the myriad of Proskauer attorneys who actually did provide legal services for the Defendants.

WHEREFORE, Proskauer respectfully requests that the Court deny the Defendants’ motion to compel Mr. Rubenstein’s deposition, enter a protective order consistent with this motion, and grant any further relief that is reasonable and just.

This 25 day of October, 2002.

PROSKAUER ROSE LLP
 2255 Glades Road, Suite 340W
 Boca Raton, Florida 33431
 Telephone: (561) 241-7400
 Facsimile: (561) 241-7145



Matthew Triggs
 Florida Bar No. 0865745
 Christopher Prusaski
 Florida Bar No. 0121525



"I view it!"

www.iviewit.com

2255 Glades Road
One Boca Place - Suite 337W
Boca Raton, FL 33431
Voice: 561.999.8899
Fax: 561.999.8810
Toll: 877.484.8444

FACSIMILE TRANSMITTAL SHEET

TO: Dennis Donahue
 FROM: iVIEWIT - Brian Utley
 COMPANY: _____
 DATE: 1-22-01
 FAX NUMBER: 561-838-4105
 TOTAL NO. OF PAGES: 7, including this page
 RE: INFORMATION REQUEST

Utley sends Wachovia Private Placement Memorandum to the largest Iviewit investor Crossbow Ventures with Rubenstein listed as patent counsel and an Advisor to the Board in patent matters. This form was used for the Small Business Administration form.

Porksauer co-authors, bills for, reviews and disseminates through Charles Wheeler.

NOTES/COMMENTS:

As you requested -

DIANA ISRAEL
ASST. TO BRIAN UTLEY

EXHIBIT "C"



MEMORANDUM


TO: Brian G. Utley
President
iviewit Holdings, Inc.
Facsimile: 561-999-8810

DATE: 17 Jan 01

FROM: Dennis E. Donohue
Chief Administrative Officer
Crossbow Ventures Inc.
Telephone: 561-838-9005
Facsimile: 561-838-4105
Email: DDonohue@cb-ventures.com

SUBJECT: Information Request

Brian,

 The Office of Small Business Investment Company Examinations of the Small Business Administration has requested that, by 22 Jan 01, we furnish it with a list of the name of each director and officer of your firm, as well as the name of each shareholder who held a ten percent or greater interest in your company on the close of business on 31 Dec 00.

In order that we can comply with that request, we request that you send the foregoing information to my attention by the close of business tomorrow via either facsimile transmission or email.

If you are unable to comply with this request, please call me.

Thanks, Brian!

Dennis D.

EXHIBIT "C"

January 22, 2001

Dennis Donohue
Crossbow Ventures
West Palm Beach, FL

Reference: Your Request

Current Iviewit Holdings, Inc. Board of Directors :

- Simon L. Bernstein, Chairman Emeritus
- Eliot I. Bernstein, Vice-Chairman, Secretary and Founder
- Brian G. Utley, President
- Gerald R. Lewin
- Maurice R. Buchsbaum
- H. Hickman Powell
- Donald G. Kane, II
- Kenneth Anderson

Executive Management:

- Brian G. Utley, President
- Maurice R. Buchsbaum, Sr. Vice-President, Business Development
- Raymond T. Hersh Vice-President, Finance
- Michael A. Reale, Vice-President, Operations
- Kevin J. Lockwood, Vice-President, Sales and Business Development
- Guy Iantoni, Vice-President, Sales

Stockholders with >, = 10% of interest in Iviewit Holdings, Inc.

- Eliot I. Bernstein 29.8%
- Alpine Capital Ventures 21.7%
- Simon L. Bernstein 11.9%

Total Shares Outstanding 86,891

Please call if this is insufficient.

Regards,



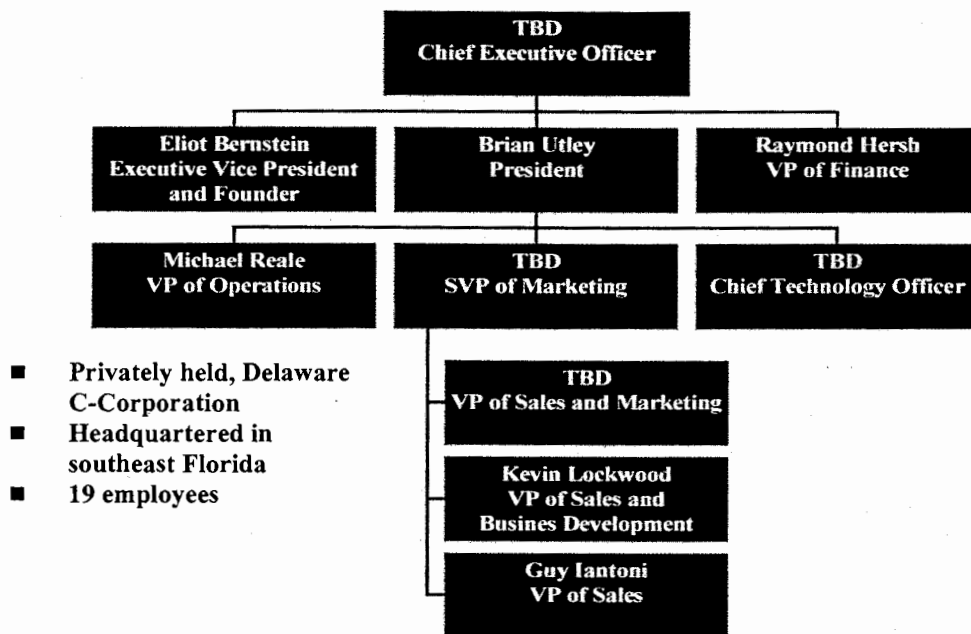
Brian G. Utley



V. MANAGEMENT

Organization Chart

Figure 10
Organizational Chart



Senior Management Biographies

Whereas the Company has retained Korn / Ferry to assist in the identification and recruitment of a high impact Chief Executive Officer (preferably from the media or entertainment industry) and Chief Technical Officer, iviewit has assembled a complementary and seasoned, management team with Fortune 100 and early-stage, entrepreneurial experience. This team consists of the following personnel:

Brian G. Utley, President (67) — For over 30 years, Mr. Utley was responsible for the development and world-wide management of many of IBM's most successful products such as the AS400 and the PC. Entering IBM's executive ranks in the early 1980s, Mr. Utley's impact was felt in all areas of IBM's advanced technology product development, including Biomedical Systems, European Operations, and most importantly, IBM's launch of the Personal Computer. Following the introduction of the PC in the United States, Mr. Utley moved to Europe where he was responsible for a number of IBM's overseas activities including managing the launch of the PC across Europe and the Middle East. His career with IBM culminated with his responsibility as Vice President and General Manager of IBM Boca Raton with a work force of over 6,000 professionals. He is a graduate of San Francisco City College.

Eliot I. Bernstein, Founder and Vice Chairman (37) — Prior to founding iviewit, Mr. Bernstein spent 15 years with SB Lexington where he was President of the West Coast Division creating and developing many innovative, computer-based multi-media marketing tools which remain in use supporting multi-billion dollar service industries. Mr. Bernstein is a graduate of the University of Wisconsin.

Michael A. Reale, VP of Operations (60) — Mr. Reale has over 20 years of operations experience, including P&L, quality, and delivery performance accountability. Most recently, Mr. Reale was the Chief Operating Officer for Boca Research (Nasdaq:BOCI), a manufacturer of personal computer enhancement and Internet thin client products. Prior to Boca Research, Mr. Reale spent two years as President of MGW Manufacturing Corp., a premier provider of computer memory assemblies with operations in the U. S. and Europe.

False statement - In Utley deposition he admits no degree no graduation.

EXHIBIT "C"

Mr. Reale was also responsible for seven operations in the United States and overseas as Senior Vice President for SCI Systems, Inc., a Fortune 500 electronics contract manufacturer. His operating background also includes twenty years with IBM culminating as Director of Manufacturing for the Personal Computer Division. Mr. Reale received his BA and MBA from Pace University.

Raymond T. Hersh, Vice President of Finance (58) — Mr. Hersh is a private investment banker, specializing in strategic development. He has over 35 years of successful business and operating experience involving financial services, telecommunications, manufacturing, and corporate strategic planning. For over 20 years, Mr. Hersh has operated and grown companies in Florida, and most recently, he was co-founder and President/CEO of New Medical Concepts, Inc., a telecom company specializing in providing healthcare information. He successively grew two Florida-based specialty manufacturing companies from combined revenues of about \$2.7 million to over \$19 million. Mr. Hersh also spent nine years as an investment banker in New York City where his last position was President of a member firm of the New York and American Stock Exchanges. Earlier, he spent five years as an Enforcement Attorney with the U. S. Securities and Exchange Commission in New York City where he exited as a Branch Chief. He is a member of the New Jersey and New York Bars. Mr. Hersh received his BA from Lafayette College and his LLB/JD from the University of Pennsylvania.

Kevin J. Lockwood, Vice President of Sales and Business Development (40) — Mr. Lockwood joins iviewit from Cylex Systems where he held the position of Executive Vice President of Sales and assisted in securing three rounds of funding exceeding \$20 million. He also was instrumental in developing a distribution channel as well as signing accounts such as Outsourcing International, Tampa General and a significant seven-year contract with Best Buy Corporation. He also held the position of Head of Sales for Acer America, Inc. where he increased sales from a run rate of \$150 million annually to over \$1.5 billion annually in only a 17-month time. In addition, Mr. Lockwood successfully launched the Fujitsu P.C. into the U.S. and in the first year amassed revenues of over \$200 million. He is a graduate of the University of Maryland with a Bachelor of Science degree in Business Administration.

Guy Iantoni, Vice President of Sales (35) — Prior to joining iviewit in 1999, Mr. Iantoni was Senior Financial Representative with Fidelity Investments. From 1995 to 1997, he served as an Investment Management Consultant to the private client group of Morgan Stanley Dean Witter & Company, Inc. Prior thereto, Mr. Iantoni spent four years with Eli Lilly and Company creating and implementing many direct marketing and sales campaigns for the healthcare industry. He has developed computer databases and systems to effectively market and target segments in both the financial markets and the healthcare industries. Mr. Iantoni is a graduate of the University of Wisconsin with an advanced degree in Pharmacy.

Board of Directors

**Simon L. Bernstein – Chairman Emeritus
SB Lexington**

Mr. Bernstein has pioneered the development of proprietary life insurance products and has formed two companies to facilitate the sales of these products. Mr. Bernstein developed for both companies a national sales and marketing network, which now account for over a billion in life premium sales. Mr. Bernstein's career in the life insurance industry began in 1965 when he became the top producer for Aetna Life and Casualty Company. He has remained in the top 5% of life insurance sales agencies since that time. Mr. Bernstein supplied the initial "angel" investment for iviewit.

Eliot I. Bernstein – Founder & Vice Chairman

Brian G. Utley - President

EXHIBITS
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VII

Kenneth Anderson
myCFO

Mr. Anderson brings over 20 years of experience in the financial services world to his recent move to Jim Clark's new start-up myCFO. Prior to joining myCFO, Mr. Anderson served as a partner in Arthur Andersen's private client services practice where he created the family wealth and financial planning practice for the southern California practice. He focused on estate and income tax planning for high net worth individuals and families. Mr. Anderson has significant experience in compensation, insurance, and business succession consulting.

He is a board member of the Idyllwild Arts and Boy Scouts of America, Western Council. Ken is a founding member of the Family Business Program at the University of Southern California. He served as director of the Society of CPA/Financial Planners, was a member of the California CPA Society Committee on Personal Financial Planning. Mr. Anderson is on the Board of Directors of iviewit and Schaeffer Autosimulation, LLC. Mr. Anderson holds a BS in accounting and economics from Valparaiso University and a JD with an emphasis on taxation from the Valparaiso University School of Law.

Maurice R. Buchsbaum
Chief Executive Officer, Emerald Capital Partners

Mr. Buchsbaum has engaged in corporate finance projects as a principal, advisor, consultant, officer, director or senior managing director for the past 27 years. As a partner or senior officer of several leading investment banks (including Drexel Burnham, Kidder Peabody and JW Genesis), he has worked in all aspects of corporate finance. He formed Emerald Capital Partners in early 1999, to provide strategic planning and banking advice to a myriad of small and medium sized American growth companies. He has engaged in numerous public and private transactions and activities that include seed capital, early stage financing, major and late stage strategic finance, restructuring and mergers/acquisitions ranging in size from \$1 million to \$700 million. His industry experience includes health care, technology, telecommunications, biotechnology, financial services, environmental, and airlines. He holds BS and MBA degrees with honors from Ohio State University, and was a fellow in the doctoral program at Northwestern University.

Donald G. Kane, II
President, GDI

Prior to joining GDI (a privately held holding company that controls four B2B companies), Mr. Kane was a Managing Director in the Investment Banking Division of Goldman Sachs & Co. During his fourteen-year career at Goldman Sachs, Mr. Kane created the firm's Midwest Financial Institutions practice and founded the Global Financial Institutions Technology Group. He is a Board member and Vice Chairman of Sagence Systems, Inc., a GDI company and is a member of the Board of Versifi, Inc. and Ergo Systems. Mr. Kane is an advisor to Signcast, Inc., Gryphon Holdings, and Capita Technologies. He is a member of the Kellogg Graduate School of Management Advisory Board at Northwestern University and is a member of the Board of the Metropolitan YMCA of Chicago.

Gerald R. Lewin
Senior Partner, Goldstein Lewin & Co.

Mr. Lewin has been a certified public accountant since 1973 and is licensed to practice in the states of Florida and Michigan. Mr. Lewin is a Senior Partner of Goldstein Lewin & Co., a leading southeastern accounting firm. Mr. Lewin specializes in business consulting and is highly knowledgeable in many areas of accounting, tax and financial planning. Mr. Lewin is a member of both the American Institute of Certified Public Accountants and the Florida Institute of Certified Public Accountants.

H. Hickman Powell
General Partner, Crossbow Ventures

Prior to joining CrossBow Ventures, Mr. Powell spent 14 years as an investment analyst and corporate finance advisor. He worked with McKinsey & Company and J.P. Morgan

Investment Management, both based in London. Among his primary areas of expertise are technology research and economic research, including electronics, telecommunications and computer software. Most recently, he was Senior Technology Analyst and Vice President of Southeast Research Partners, Inc. where he worked with leading technology companies. He earned a bachelor of arts degree at Yale University and a master of business administration degree at Stanford University.

Advisors

Alan J. Epstein

Partner, Armstrong Hirsch Jackoway Tyerman & Wertheimer, P.C.

Mr. Epstein's law practice consists of advising Internet companies on various issues pertaining to the entertainment and sports industries, including the creation, licensing and acquisition of content, the introduction and negotiation of strategic partner relationships, and various other matters relating to the convergence of technology and content. Mr. Epstein also advises his firm's numerous celebrity clients on the exploitation and protection of their name and likeness rights and content on the Internet, as well as merchandising, endorsement and sponsorship deals. Prior to entering the UCLA School of Law, Mr. Epstein was a certified public accountant at Deloitte Haskins & Sells in Dallas, Texas.

Kenneth Rubenstein

Partner, Proskauer Rose LLP

Mr. Rubenstein is a partner at Proskauer Rose LLP law firm and is the patent attorney for iviewit. He is a registered patent attorney before the U.S. Patent & Trademark Office. Mr. Rubenstein counsels his clients with respect to the validity and infringement of competitors' patents, as well as prosecutes patent applications. For the past several years he has worked on the formation of a patent pool, for MPEG-2 technology, involving large consumer electronics and entertainment companies. He is also a former member of the legal staff at Bell Laboratories. Mr. Rubenstein received his law degree, cum laude, from New York Law School. and his Ph.D. in physics from the Massachusetts Institute of Technology where he also graduated with a B.S. Degree.

Christopher C. Wheeler

Partner, Proskauer Rose LLP

Mr. Wheeler is a member of Proskauer Rose LLP's Corporate Department and as a partner in the Florida office has a versatile transactional practice. He has had extensive experience in real estate and corporate law, institutional lending and workouts, administrative law and industrial revenue bond financing. Moreover, he serves as a strategist and counselor to many clients in handling their other legal and business matters. Mr. Wheeler is well-versed in general corporate law as well as mergers and acquisitions and securities matters. He has guided companies from startup through initial private placements to public offerings. A graduate of Hamilton College and Cornell Law School, Mr. Wheeler was a member of the managing Board of Editor of the Cornell Law Review.

Arthur Andersen, LLP

Arthur Andersen's vision is to be the partner for success in the New Economy. The firm helps clients find new ways to create, manage and measure value in the rapidly changing global economy. With world-class skills in assurance, tax, consulting and corporate finance, Arthur Andersen has more than 70,000 people in 83 countries that are united by a single worldwide operating structure that fosters inventiveness, knowledge sharing and a focus on client success. Since its beginning in 1913, Arthur Andersen has realized 86 years of uninterrupted growth, with 1999 revenues over \$7 billion. Arthur Andersen is a business unit of Andersen Worldwide.

Proskauer Rose, LLP

This law firm is one of the nation's largest law firms, providing a wide variety of legal services to major corporations and other clients through the United States and around the

Legal & Accounting Counsel

THIS BP OF WACHOVIA'S SENT TO OUR LARGEST INVESTOR CROSSBOW VENTURES CLEARLY SHOWS THAT RUBENSTEIN IS THE PATENT ATTORNEY FOR IVIEWIT, DESPITE WHAT WHEELER STATES AND DESPITE THAT RUBENSTEIN SAYS HE DOES NOT KNOW US UNDER DEPOSITION. UTLEY UNDER DEPOSITION STATES HE NEVER USED RUBENSTEIN AS AN ADVISOR. THIS ALSO SHOWS DOCUMENT DESTRUCTION AS PROSKAUER CHANGES THE BP TO ERASE THE OPENING SENTENCE AND IN THEIR RECORDS OBTAINED UNDER COURT ORDER THEY LOSE THIS BP VERSION & REPLACE WITH OTHER.

EXHIBITS

VI

VII

world. Founded in 1875 in New York City, the firm employs 475 attorneys and has wide experience in all areas of practice important to businesses, including corporate finance, mergers and acquisitions, real estate transactions, bankruptcy and reorganizations, taxation, litigation and dispute resolution, intellectual property, and labor and employment law.

Armstrong Hirsch Jackoway Tyerman & Wertheimer, P.C.

One of the nation's leading entertainment law firms. Based in Los Angeles, California, it represents many of the most prominent actors, writers, directors and producers of feature films, television programming and other entertainment content. The firm also represents various content and technology companies in the Internet industry, including prominent web sites, entertainment-oriented portals, aggregated celebrity sites and various e-commerce companies. The firm is assisting in developing the business structure and strategic relationships for iviewit.

Foley & Lardner

One of the oldest and largest law firms in America. Founded in 1842, the firm now has more than 750 attorneys in 14 offices, following the February 1996 merger with Weissburg and Aronson, Inc. Foley & Lardner's over 100 highly skilled intellectual property attorneys constitute one of the largest and most sophisticated technology groups in a general-practice law firm in the United States. As one of the few large national law firms with a global intellectual property law group, it is uniquely positioned to help iviewit capitalize on its foreign filings. The firm's broad-based representations in litigation, regulatory affairs and general business counseling is complemented by one of the world's most highly trained staffs, which includes 65 engineering and advanced technical degrees, including 12 Ph.D.'s. The list of clients using Foley & Lardner to fill their intellectual property legal needs ranges from small entrepreneurial start-up companies to large international and multinational corporations. Foley & Lardner attorneys provide solutions and successfully serve the needs of clients around the world, including those situated in the United States, Canada, Latin America, the European Union, Eastern Europe, the Middle East, and the Pacific Rim.

- **William J. Dick** - Special Counsel to the West Palm Beach office of Foley & Lardner. A member of the firm's Intellectual Property Department (Electronics Practice Group), Mr. Dick currently focuses on mentoring other members of the Electronics and Consumer Products Practice Groups in various IP related matters. He also conducts weekly classes in patent related matters for new associates. Mr. Dick joined Foley & Lardner after 26 years with IBM. He began as a patent attorney, and has handled all phases of patent, trademark and copyright duties, including litigation. Mr. Dick's most recent position with IBM was as Assistant General Counsel to IBM Asia Pacific. Mr. Dick is a graduate of the University of Virginia (B.M.E., 1956; L.L.B., 1962 changed to J.D., 1970)
- **Douglas Boehm** - a partner in the Milwaukee office of Foley & Lardner and a member of the firm's Intellectual Property Department (Consumer & Industrial Products Practice Group and Health Information Technology Practice Group), Mr. Boehm practices in the areas of patent, trademark, copyright, and trade secret counseling; U.S. and foreign patent prosecution; and computer software and intellectual property licensing and technology transfers. Mr. Boehm's technical focus encompasses electrical and electronic engineering, including analog/digital/RF circuitry, radio telecommunications, lasers and fiber optics, and computer hardware and software. He has extensive experience in private industry, having worked as a development engineer and patent agent for Motorola, and as patent counsel for a subsidiary of Amoco Technology Company.

Miah letter regarding Rubenstein

From: EIB [alps1@bellsouth.net]
Sent: Friday, June 04, 1999 7:55 PM
To: Alan Epstein (E-mail)
Subject: FW: iviewit, inc.

-----Original Message-----

From: Hassan Miah [mailto:hmiah@xingtech.com]
Sent: Sunday, May 30, 1999 1:19 PM
To: 'eib'
Subject: RE: iviewit, inc.

Not yet. I will work out a meeting time over the next couple of days. I was looking at the profile of Ken Rubinstein at Proskauer, very impressive! Is he the person that reviewed your patent application? Ken appears to be the person behind setting up the MPEG patent pool. Xing is a licensee under this. Do you mind if I e-mail Ken questions about the nature of the patent? Also, I have not heard from Goldman.

This project is very exciting to me. I keep thinking about the possibilities. Hopefully you, Kevin and I can meet over the next couple of weeks so we can accelerate our activities. How are you doing setting up the demo to view over the Internet? My home number is 805-594-0292 if you want to talk.

Hassan

> -----Original Message-----

> From: eib [SMTP:alps@netline.net]
> Sent: Saturday, May 29, 1999 8:24 PM
> To: hmiah@xingtech.com
> Subject: iviewit, inc.

> <?XML:NAMESPACE PREFIX = 0 />

> Hassan,

> Have you heard any news from Kevin? Hope all is going well.

> Eliot

MMM
newtime

LAW OFFICES

ARMSTRONG HIRSCH JACKOWAY TYERMAN & WERTHEIMER

A PROFESSIONAL CORPORATION

1888 CENTURY PARK EAST, 18TH FLOOR
LOS ANGELES, CALIFORNIA 90067-1722

KARL R. AUSTEN
JOSEPH D'ONOFRIO
ALAN J. EPSTEIN
HOWARD A. FISHMAN
ANDREW L. GALKER
ROBERT S. GETMAN
GEORGE T. HAYUM*
BARRY L. HIRSCH*
JAMES R. JACKOWAY*
JONATHAN D. KAUFELT*
CHRISTIANNE F. KERNS
JAMES C. MANDELBAUM*

ANDREA S. MATIAUDA
DAVIO J. MATLOF
MARCY S. MORRIS
MICHELE M. MULROONEY
GEOFFREY W. OBLATH
RANDY M. SCHIENBERG
SCOTT A. STEIN
ROBERT L. STULBERG
BARRY W. TYERMAN
ROBERT S. WALLERSTEIN
ERIC C. WEISSLER*
ALAN S. WERTHEIMER

*ALSO ADMITTED IN NEW YORK

file
TELEPHONE
(310) 553-0305
FACSIMILE
(310) 553-5036
OF COUNSEL
ALLAN L. ALEXANDER
ARTHUR O. ARMSTRONG
RONALD J. BASS
GERALDINE S. HEMMERLING
OUR FILE

June 9, 1999

9999

Via Facsimile 561-241-7145

Christoher C. Wheeler, Esq.
Proskauer Rose LLP
2255 Glades Road
Suite 340 West
Boca Raton, Florida 33431-7360

Re: iviewit

Dear Christopher:

I would very much appreciate your sending two Confidentiality Agreements to Mr. Gemal Seede, one addressed individually and one to Netcubator, the company which employs him at address below:

Mr. Gemal Seede
Netcubator
30 W. Green Street
Pasadena, California 91105
Facsimile: 626-449-4395

Please send the Confidentiality Agreements directly to Mr. Seede, with a copy to my attention. Also please include in your cover letter a statement, similar to the one set forth in the Confidentiality Agreement you sent to Richard Rossman on April 26th, regarding Proskauer's general views on the novel and protectible nature of the patents and technology.



Very truly yours,

Alan Epstein
Alan J. Epstein


AJE:jbn
AJE\LETTERS\WHEELER1.LTR

EXHIBIT "C"

Christopher C. Wheeler, Esq.
June 9, 1999
Page 2

cc: Mr. Eliot Bernstein
Mr. Jeff Freedstein
Michele M. Mulrooney, Esq.
James R. Jackoway, Esq.

Jeffrey Friedstein at
Goldman Sachs.



PROSKAUER ROSE LLP

2255 ... Road
Suite ... West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher C. Wheeler
Member of the Firm

Direct Dial 561.995.4702
cwheeler@proskauer.com

June 8, 1999

Via Fax

Mr. Amre Youness
Mr. Ahmed Alfi
Mr. Frank Khulusi
301 North Lake Avenue, Suite 910
Pasadena, CA 91101

Gentlemen:

At the request of Alan Epstein, I am forwarding the enclosed Confidentiality Agreements to you. I would appreciate your signing and returning your Agreement to me.

We have undertaken representation of iviewit, Inc. ("iviewit") and are helping them coordinate their corporate and intellectual property matters. In that regard, we have reviewed their technology and procured patent counsel for them. We believe the iviewit technology is far superior to anything presently available with which we are familiar. iviewit has filed a provisional patent application on a method for providing enhanced digital images on telecommunications networks. We are advised by patent counsel that the process appears novel and may be protected by the patent laws. While in all matters of this sort, it is far too early to make any final pronouncements. We do believe that there is an extremely good prospect that iviewit will protect their process which is novel and superior to any other format which we have seen.

Sincerely,



Christopher C. Wheeler

Why is Wheeler a real estate attorney, not licensed with the United States Patent & Trademark Office making opinion for the Intellectual Property Group headed by Rubenstein? Does their malpractice policy allow for this from a real estate lawyer?

CCW/gb

cc: Alan J. Epstein - Via Fax

PROSKAUER ROSE LLP

2255 Trades Road
Suite J West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7748
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON
NEWARK
PARIS

Christopher C. Wheeler
Member of the Firm

Direct Dial 561.995.4702
cwheeler@proskauer.com

June 8, 1999

Via Fax

Mr. Paul Heeschen
Heeschen & Associates
450 Newport Center Drive, Suite 450
Newport Beach, CA 92660

Dear Mr. Heeschen:

At the request of Alan Epstein, I am forwarding the enclosed Confidentiality Agreement to you. I would appreciate your signing and returning it to me.

We have undertaken representation of iviewit, Inc. ("iviewit") and are helping them coordinate their corporate and intellectual property matters. In that regard, we have reviewed their technology and procured patent counsel for them. We believe the iviewit technology is far superior to anything presently available with which we are familiar. iviewit has filed a provisional patent application on a method for providing enhanced digital images on telecommunications networks. We are advised by patent counsel that the process appears novel and may be protected by the patent laws. While in all matters of this sort, it is far too early to make any final pronouncements. We do believe that there is an extremely good prospect that iviewit will protect their process which is novel and superior to any other format which we have seen.

Sincerely,



Christopher C. Wheeler

CCW/gb

cc: Alan J. Epstein - Via Fax

Author: EpsteinA at AHJTW
Date: 7/19/99 3:31 PM
Priority: Normal
TO: cwheeler@proskauer.com at -FABRIK/Internet
Subject: confidentiality agmt

----- Message Contents -----

Chris: Thanks for re-sending the agmts to Amre and Ahmed. I noticed that the agmt is in the name of "iveiwit, Inc." Now that iveiwit LLC is the operating company, seems to me that the confidentiality agmt should be clarified on a prospective basis. What is iveiwit, Inc., anyway? Thanks. AJE

Car handoff Amr
iveiwit
ti

REAL3D (INTEL, SGI & LOCKHEED) NOW INTEL OWNED.

PROSKAUER ROSE LLP

225 Wades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON DC
CLIFTON N.J.
PARIS

Date June 4, 1999**Client-Matter** 0894/40017/001**Fax Transmittal****Total Pages (Including Cover)** 4**From** Christopher C. Wheeler**Sender's Room Number****Sender's Voice Number** 561.995.4702**Main Fax Operator** 561.241.7400**To** Alan Epstein**Fax No.** 310.553.5036**Company****Voice No.****Message**

Mr. Epstein,

Per your request, I am re-sending our most recent fax dated May 28, 1999 that included the revised, updated Confidentiality Agreement.

Confidentiality Note: This message is confidential and intended only for the use of the addressee(s) named above. It may contain legally privileged material. Dissemination, distribution or copying of this message, other than by such addressee(s), is strictly prohibited. If you have received this message in error, please immediately notify us by telephone and return the original to us at the address above. We will reimburse you for the cost of the telephone call and postage. Thank you.

0894/40017-001 BRLIB1/231202 v1

05/28/99 04:38 PM (2743)

EXHIBIT "C"

** TX STATUS REPORT **

AS OF MAY 28 1999 19:17 PAGE.01

PROSKAUER ROSE

DATE	TIME	TO/FROM	MODE	MIN/SEC	PGS	JOB#	STATUS
02	05/28 19:16		5036 EC--S	01'03"	003	048	OK

2255 Glades Road
 Suite 340 West
 Boca Raton, FL 33431-7360
 Telephone 561.241.7400
 Elsewhere in Florida
 800.432.7748
 Fax 561.241.7145

NEW YORK
 LOS ANGELES
 WASHINGTON DC
 CLIFTON NJ
 PARIS

PROSKAUER ROSE LLP

Date May 28, 1999

Client-Matter 0894/40017/001

Fax Transmittal

Total Pages (including Cover) 3

From Christopher C. Wheeler

Sender's Room Number

Sender's Voice Number 561.995.4702

Main Fax Operator 561.241.7400

To Alan Epstein

Fax No. 310.553.5036

Company

Voice No.

Message

Mr. Epstein,

Enclosed please find revised, updated Confidentiality Agreement replacing our previous one forwarded to you. Please discard the previous faxed Agreement and execute and return this Confidentiality Agreement to my attention by fax immediately.

Confidentiality Note: This message is confidential and intended only for the use of the addressee(s) named above. It may contain legally privileged material. Dissemination, distribution or copying of this message, other than by such addressee(s), is strictly prohibited. If you have received this message in error, please immediately notify us by telephone and return the original to us at the address above. We will reimburse you for the cost of the telephone call and postage. Thank you.

0894/40017-001 BRL/B1/231202 v1

05/28/99 1541B(43)C"

CONFIDENTIALITY AGREEMENT

The undersigned acknowledges and agrees that any and all "Proprietary Information" provided by or on behalf of iviewit, Inc. (together with its direct and indirect subsidiaries and affiliates, the "Company"), Simon L. Bernstein, Eliot I. Bernstein, or any officer, director, employee, agent or representative of the Company to the undersigned, or to which the undersigned otherwise gains access to, shall be subject to the terms and conditions of this Agreement. "Proprietary Information" means all materials and information (regardless of the form of such information, including without limitation, in writing, electronic, computerized, or other recorded form, oral or visual) that the undersigned may receive or learn of now or in the future concerning, or related in any way to, the Company or its business, including without limitation: (i) the contents of any Business Plan, projections or financial or credit information or data relating to the Company; (ii) the contents of any manuals or written materials of the Company; (iii) the names and records of actual or prospective clients, customers, suppliers, lenders, financing sources, or related persons; (iv) the terms of various agreements between the Company and third parties; (v) any data or database, or other information compiled or developed by the Company; (vi) any computer programs and listings, source codes and/or object codes, file structures, trademarks, trade secrets, patents, patent designs, patent applications, copyrights, forms, procedures, processes, training methods, developments, technical information, marketing activities and procedures and methods of operation, together with any other information, data, know-how or knowledge of a confidential or proprietary nature; and (vii) any information of a type described above derived or obtained from the internet or any website of the Company, including without limitation, the file structure relating to such website or the content of such website. Notwithstanding the foregoing, the term "Proprietary Information" does not include information which (i) is already known to the undersigned or in the undersigned's possession (other than that which was furnished to the undersigned by or on behalf of the Company prior to the date of this Agreement), (ii) is or becomes generally available to the public other than as a result of a disclosure by the undersigned, or (iii) becomes available to the undersigned on a non-confidential basis from a source other than the Company or its representatives, provided that such source is not known, after inquiry, to be bound by a confidentiality agreement with, or other obligation of secrecy to, the Company.

The undersigned acknowledges that the Proprietary Information constitutes valuable, special and unique assets of the Company. The undersigned agrees (a) to receive in trust, and treat as confidential, the Proprietary Information; (b) not to use any of the Proprietary Information for any purpose without the prior written consent of Simon L. Bernstein or Eliot Bernstein; (c) not to disclose any of the Proprietary Information to anyone (other than to such of the undersigned's advisors who have a need to know such Information for the sole purpose of assisting the undersigned in evaluating such Information; provided that the undersigned shall be liable for any breach of confidentiality or use by such advisors) without the prior written consent of Simon L. Bernstein or Eliot Bernstein; and (d) not to reproduce, fax, distribute, store, reverse engineer or copy any Proprietary Information in any form without the prior written consent of Simon L. Bernstein or Eliot Bernstein. The undersigned understands that all Proprietary Information is confidential and that all rights, title and interest in the Proprietary Information is and shall remain the exclusive property of the Company, and no license or other rights are being granted to the undersigned by the Company.

The undersigned further agrees that the Company shall be entitled to equitable relief, including injunction, in the event of any breach of this Confidentiality Agreement, that the granting of such relief will not be opposed and that such relief shall not be the exclusive remedy for such breach. Furthermore, the undersigned agrees to defend and hold harmless the Company from any loss, cost, expense (including attorney's fees and litigation expenses), claim, liability, or damage arising from or related to a breach of this Confidentiality Agreement.

The undersigned has executed this Confidentiality Agreement as of the date set forth below.

iviewit, Inc.

Attention: Eliot I. Bernstein
500 S.E. Mizner Boulevard, Suite 102
Boca Raton, Florida 33432-6080
800.519.0234

IF AN INDIVIDUAL:

(Signature)

(Name - please print)

IF A COMPANY:

ARMSTRONG HIRSCH JACKOWAY TYERMAN & WERTHEIMER, P.C.

(Name of Company)

By: _____

(Signature)

JAMES R. JACKOWAY

(Name - please print)

Date: _____

CONFIDENTIALITY AGREEMENT

The undersigned acknowledges and agrees that any and all "Proprietary Information" provided by or on behalf of iviewit, Inc. (together with its direct and indirect subsidiaries and affiliates, the "Company"), Simon L. Bernstein, Eliot I. Bernstein, or any officer, director, employee, agent or representative of the Company to the undersigned, or to which the undersigned otherwise gains access to, shall be subject to the terms and conditions of this Agreement. "Proprietary Information" means all materials and information (regardless of the form of such information, including without limitation, in writing, electronic, computerized, or other recorded form, oral or visual) that the undersigned may receive or learn of now or in the future concerning, or related in any way to, the Company or its business, including without limitation: (i) the contents of any Business Plan, projections or financial or credit information or data relating to the Company; (ii) the contents of any manuals or written materials of the Company; (iii) the names and records of actual or prospective clients, customers, suppliers, lenders, financing sources, or related persons; (iv) the terms of various agreements between the Company and third parties; (v) any data or database, or other information compiled or developed by the Company; (vi) any computer programs and listings, source codes and/or object codes, file structures, trademarks, trade secrets, patents, patent designs, patent applications, copyrights, forms, procedures, processes, training methods, developments, technical information, marketing activities and procedures and methods of operation, together with any other information, data, know-how or knowledge of a confidential or proprietary nature; and (vii) any information of a type described above derived or obtained from the internet or any website of the Company, including without limitation, the file structure relating to such website or the content of such website. Notwithstanding the foregoing, the term "Proprietary Information" does not include information which (i) is already known to the undersigned or in the undersigned's possession (other than that which was furnished to the undersigned by or on behalf of the Company prior to the date of this Agreement), (ii) is or becomes generally available to the public other than as a result of a disclosure by the undersigned, or (iii) becomes available to the undersigned on a non-confidential basis from a source other than the Company or its representatives, provided that such source is not known, after inquiry, to be bound by a confidentiality agreement with, or other obligation of secrecy to, the Company.

The undersigned acknowledges that the Proprietary Information constitutes valuable, special and unique assets of the Company. The undersigned agrees (a) to receive in trust, and treat as confidential, the Proprietary Information; (b) not to use any of the Proprietary Information for any purpose without the prior written consent of Simon L. Bernstein or Eliot Bernstein; (c) not to disclose any of the Proprietary Information to anyone (other than to such of the undersigned's advisors who have a need to know such Information for the sole purpose of assisting the undersigned in evaluating such Information; provided that the undersigned shall be liable for any breach of confidentiality or use by such advisors) without the prior written consent of Simon L. Bernstein or Eliot Bernstein; and (d) not to reproduce, fax, distribute, store, reverse engineer or copy any Proprietary Information in any form without the prior written consent of Simon L. Bernstein or Eliot Bernstein. The undersigned understands that all Proprietary Information is confidential and that all rights, title and interest in the Proprietary Information is and shall remain the exclusive property of the Company, and no license or other rights are being granted to the undersigned by the Company.

The undersigned further agrees that the Company shall be entitled to equitable relief, including injunction, in the event of any breach of this Confidentiality Agreement, that the granting of such relief will not be opposed and that such relief shall not be the exclusive remedy for such breach. Furthermore, the undersigned agrees to defend and hold harmless the Company from any loss, cost, expense (including attorney's fees and litigation expenses), claim, liability, or damage arising from or related to a breach of this Confidentiality Agreement.

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iviewit, Inc.

Attention: Eliot I. Bernstein
500 S.E. Mizner Boulevard, Suite 102
Boca Raton, Florida 33432-6080
800.519.0234

IF AN INDIVIDUAL:

(Signature)

(Name - please print)

IF A COMPANY:

*Armstrong Hirsch Jackoway Tyerman +
Weathermer*
(Name of Company)

Leading entertainment attorney, "The Man".

By: _____

(Signature)

James R. Jackoway

(Name - please print)

Date: _____

June 3, 1999

LAW OFFICES
ARMSTRONG HIRSCH JACKOWAY
TYERMAN & WERTHEIMER

*1888 Century Park East, Suite #1888
Los Angeles, California 90067*

*Telephone: (310) 553-0305 ** Telecopier: (310) 553-5036*

TELECOPIER COVER SHEET

DATE: June 3, 1999

FROM: Michele M. Mulrooney, Esq.

TO: ELIOT BERNSTEIN

CC: Charles Wheeler, Esq.

CLIENT/MATTER: Eliot Bernstein

Re: Confidentiality Agreement

FAX NUMBER: 561-417-4470

PHONE NUMBER: 561-417-8980

NUMBER OF PAGES: 4 (including cover sheet)

Message:

Enclosed is the signed Confidentiality Agreement.

This message is intended only for the use of the individual or entity to which it is addressed and may only contain information that is privileged, confidential or exempt from disclosure under applicable Federal or State law. If the reader of the message is not the intended recipient or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited.

If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the above address via regular U.S. mail.

Please call Sender at (310) 553-0305 if you have not received all pages.

EXHIBIT "C"

LAW OFFICES
ARMSTRONG HIRSCH JACKOWAY
TYERMAN & WERTHEIMER

*1888 Century Park East, Suite #1888
Los Angeles, California 90067*

*Telephone: (310) 553-0305 ** Telecopier: (310) 553-5036*

TELECOPIER COVER SHEET

DATE: June 3, 1999

FROM: Michele M. Mulrooney, Esq.

TO: CHARLES WHEELER, ESQ.

COMPANY: PROSKAUER, ETC.

CLIENT/MATTER: BERNSTEIN, ELIOT

RE: CONFIDENTIALITY AGREEMENT

FAX NUMBER: 561-241-7145

PHONE NUMBER: 561-241-7400

NUMBER OF PAGES: 5 (including cover sheet)

Message:

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EXHIBIT "C"

LAW OFFICES
ARMSTRONG HIRSCH JACKOWAY
TYERMAN & WERTHEIMER

*1888 Century Park East, Suite #1888
Los Angeles, California 90067*

*Telephone: (310) 553-0305 ** Telecopier: (310) 553-5036*

TELECOPIER COVER SHEET

DATE: June 3, 1999

FROM: Michele M. Mulrooney, Esq.

TO: CHARLES WHEELER, ESQ.

COMPANY: PROSKAUER, ETC.

CLIENT/MATTER: BERNSTEIN, ELIOT

RE: CONFIDENTIALITY AGREEMENT

FAX NUMBER: 561-995-4702

PHONE NUMBER: 561-241-7400

NUMBER OF PAGES: 53 (including cover sheet)

Message :

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Please call Sender at (310) 553-0305 if you have not received all pages.

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LAW OFFICES OF
ARMSTRONG HIRSCH JACKOWAY TYERMAN & WERTHEIMER
1888 CENTURY PARK EAST, 18TH FLOOR
LOS ANGELES, CALIFORNIA 90067
TELEPHONE: (310) 553-0305 TELECOPIER: (310) 553-5036

TELECOPIER TRANSMITTAL SHEET

DATE: May 19, 2000
RECIPIENT: Mr. Brian Utley
FROM: Alan J. Epstein, Esq.
FAX NUMBER: (561) 999-8810
RE: Iviewit Summary Letter
NUMBER OF PAGES: 3 (including cover page)
CC: Michele M. Mulrooney, Esq.
James R. Jackoway, Esq.

MESSAGE:

Dear Brian:

Brian in deposition states he never used Wheeler as Advisor or Patent Counsel. Similar statements under deposition made by Wheeler and Rubenstien, as well as, to State Bars of New York and Florida.

Attached is a draft letter I would like to send to Pacific Capital Group (the company which founded Global Crossing), Waterview Partners (a \$240 million venture fund founded by Frank Biondi, the former chairman of Universal Pictures) and KPE (New York-based venture and service firm focusing on entertainment industry internet applications). I would very much appreciate your reviewing the letter for accuracy as soon as possible and providing me with your comments.

Best regards.



This message is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential or exempt from disclosure under applicable Federal or State law. If the reader of the message is not the intended recipient or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited.

If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the above address via regular U.S. mail.

If all pages are not received, please contact sender at (310) 553-0305. Thank you.
G:\WP\AJE\FAX\UTLEY.DOC

EXHIBIT "C"

May 19, 2000

VIA MESSENGER

Mr. Gregg W. Ritchie
Pacific Capital Group, Inc.
360 N. Crescent Drive
Beverly Hills, CA 90210

Re: iviewit.com

Dear Gregg:

I very much enjoyed meeting you for lunch earlier this week. As promised, enclosed is a copy of the Business Plan for our client, iviewit.com.

Iviewit has developed two proprietary and complimentary technologies to enhance video and images delivered on the internet. The first is a state-of-the-art technology which enables full-screen, full-frame rate (i.e., 30 frames per second) streaming video to be viewed by any internet video player at bandwidths as low as 150 kbps, with increased quality and reduced file size. The second digital imaging technology creates an opportunity for full screen still images and 360° panoramic views that can be magnified with minimal image distortion.

Iviewit has protected its technologies by filing and securing eight patent pending applications, and is currently buffering and expanding those patents through a significant supplemental filing. Iviewit is represented by several of the most prominent patent law firms and attorneys in the world. Bill Dick, who is the head of the intellectual property department of Foley & Lardner in Milwaukee, Wisconsin, was formerly in charge of IBM's foreign patent division. Mr. Dick and his patent team of attorneys are preparing all of iviewit's supplemental patent filings and are drafting all of iviewit's license agreements. Iviewit's potential patent litigation (if any) will be handled by Ken Rubenstein, who is the head of intellectual property litigation group at the law firm of Proskauer Rose in New York City. Mr. Rubenstein is in charge of all patent litigation on behalf of the MPEG patent pool, in addition to a number of other high-profile technology litigation matters.

EXHIBIT "C"

Mr. Gregg W. Ritchie

May 19, 2000

Page 2

Iviewit has licensed its technology and providing services to a number of substantial clients, such as hollywood.com, broadway.com, Hyatt Hotels and Resorts, and Great Expectations Dating Service. Iviewit also is in final negotiations to license its technology to playboy.com, medicalonline.com (x-rays, MRI's CT-scans, etc.) americanenterprise.com (multi-hour surgical and educational videos), gregmanningauctions.com (one of the largest auction houses) and many other clients in the entertainment, health care, automotive and other industries.

Iviewit initially raised \$500,000 of seed capital from Wayne Huizenga's venture group (at a \$10 million post-money value). Within the last few months, Iviewit raised \$1.5 million in a Series A round at a \$25 million post-money valuation from an investment group led by several individuals who previously ran Merrill Lynch's venture division. Iviewit is currently seeking an additional \$1-\$2 million in the Series A round, with a Series B round (\$10 million minimum) to follow later this year. The proceeds will be used to provide working capital (including the leasing/purchase of equipment and facilities) which will enable iviewit to fulfill its substantial backlog of orders and to expand its licensing operations. Iviewit is currently in discussions with several of the nation's leading investment banks to lead the Series B fundraising efforts.

The iviewit technology is most easily explained through a demonstration. If Pacific Capital or its Venture Group are interested in learning more about the company, please let me know and I will arrange to have the principals fly to Los Angeles for a meeting. Although you can see some of the company's technology and applications on the website (www.iviewit.com), the highest-quality work is not available for public viewing and is best seen through a private demonstration.

I look forward to hearing from you.

Best regards.

Very truly yours,

Alan J. Epstein

EXHIBIT "C"

iviewit
-sen'l
mmm

LAW OFFICES

ARMSTRONG HIRSCH JACKOWAY TYERMAN & WERTHEIMER

A PROFESSIONAL CORPORATION

1888 CENTURY PARK EAST, 18TH FLOOR
LOS ANGELES, CALIFORNIA 90067-1722

KARL R. AUSTEN
JOSEPH D'ONOFRIO
ALAN J. EPSTEIN
HOWARD A. FISHMAN
ANDREW L. GALKER
ROBERT S. GETMAN
GEORGE T. HAYUM*
BARRY L. HIRSCH*
JAMES R. JACKOWAY*
JONATHAN D. KAUFELT*
CHRISTIANNE F. KERNS
JAMES C. MANDELBAUM*

ANDREA S. MATIAUDA
DAVID J. MATLOF
MARCY S. MORRIS
MICHELE M. MULROONEY
GEOFFREY W. OBLATH
RANDY M. SCHIENBERG
SCOTT A. STEIN
ROBERT L. STULBERG
BARRY W. TYERMAN
ROBERT S. WALLERSTEIN
ERIC C. WEISSLER*
ALAN S. WERTHEIMER

TELEPHONE
(310) 553-0305
FACSIMILE
(310) 553-5036
OF COUNSEL
ALLAN L. ALEXANDER
ARTHUR O. ARMSTRONG
RONALD J. BASS
GERALDINE S. HEMMERLING
OUR FILE

*ALSO ADMITTED IN NEW YORK

May 30, 2000

VIA MESSENGER

Ms. Kimberly Chu
WaterView Advisors, LLC
2425 Olympic Boulevard
Suite 4050
Los Angeles, CA 90404

Re: iviewit.com

Dear Kimberly:

Following up on our telephone conversation last week, enclosed is a copy of the Business Plan for our client, iviewit.com.

Iviewit has developed two proprietary and complimentary technologies to enhance video and images delivered on the internet. The first is a state-of-the-art technology which enables full-screen, full-frame rate (i.e., 30 frames per second) streaming video to be viewed by any internet video player at bandwidths as low as 150 kbps, with increased quality and reduced file size. The second digital imaging technology creates an opportunity for full screen still images and 360° panoramic views that can be magnified to the optical limit with minimal image distortion.

Iviewit has protected its technologies by filing and securing eight patent pending applications, and is currently buffering and expanding those patents through a significant supplemental filing. Iviewit is represented by several of the most prominent patent law firms and attorneys in the world. Bill Dick, who is the most senior member of the intellectual property department of Foley & Lardner in Milwaukee, Wisconsin, was formerly in charge of IBM's patent and licensing operations in the Far East and in other territories. Mr. Dick and his patent team of attorneys are preparing all of iviewit's supplemental patent filings and are drafting all of iviewit's license agreements. Iviewit's potential patent litigation (if any) will be handled by Ken Rubenstein, who is the head of intellectual property litigation group at the law firm of Proskauer Rose in New York City. Mr. Rubenstein is in charge of all patent litigation on behalf of the MPEG patent pool, in addition to a number of other high-profile technology litigation matters.

EXHIBIT "C"

Ms. Kimberly Chu
May 30, 2000
Page 2

Iviewit has licensed its technology and providing services to a number of substantial clients, such as Hollywood.com, Broadway.com, Hyatt Hotels and Resorts, and Great Expectations Dating Service. Iviewit also is in final negotiations to license its technology to Playboy.com, MedicalOnline.com (x-rays, MRI's CT-scans, etc.) AmericanEnterprise.com (multi-hour surgical and educational videos), GregManningAuctions.com (one of the largest auction houses) and many other clients in the entertainment, health care, automotive and other industries.

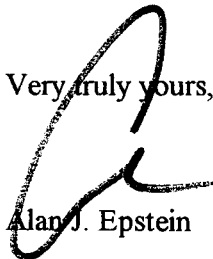
Iviewit initially raised \$500,000 of seed capital from Wayne Huizenga's venture group (at a \$10 million post-money value). Within the last few months, Iviewit raised \$1.5 million in a Series A round at a \$25 million post-money valuation from an investment group led by several individuals who previously ran Merrill Lynch's venture division. Iviewit is currently negotiating with an investment group for an additional \$2 million in the Series A round, with a Series B round (\$10 million minimum) to follow later this year. The proceeds will be used to provide working capital (including the leasing/purchase of equipment and facilities) which will enable iviewit to fulfill its backlog of orders and to expand its licensing operations. Iviewit is currently in discussions with several of the nation's leading investment banks to lead the Series B fundraising efforts.

The iviewit technology is most easily explained through a demonstration. If you or your colleagues at WaterView are interested in learning more about the company in the context of a Series A and/or Series B round investment or a licensing or other strategic relationship, please let me know and I will arrange to have the principals fly to Los Angeles (or New York, if you prefer) for a meeting. Although you can see some of the company's technology and applications on the website (www.iviewit.com), the highest-quality work is not available for public viewing and is best seen through a private demonstration.

I look forward to hearing from you.

Best regards.

Very truly yours,



Alan J. Epstein

Ms. Kimberly Chu
May 30, 2000
Page 3

AJE/rdq

G:\WP\AJE\LETTERS\RITCHIE.COM

cc: Mr. Eliot Bernstein
Mr. Brian Utley
Mr. Maurice Buchsbaum
(w/o encls.)

LAW OFFICES

ARMSTRONG HIRSCH JACKOWAY TYERMAN & WERTHEIMER

Ms. Kimberly Chu

May 30, 2000

Page 4

bcc: Michele M. Mulrooney, Esq.
James R. Jackoway, Esq.

EXHIBIT "C"

Eliot I Bernstein

From: Eliot Bernstein [alps@netline.net] on behalf of ALPS (E-mail)

Sent: Wednesday, February 24, 1999 8:42 AM

To: Christopher C. Wheeler (E-mail)

Subject: Jenex deal for iviewit

Chris,

Please send Irwin Newman a copy of the new draft copy of our agreement. I just hung up with him and he would also like you to give him a call. Also, did you and Ken get the email from me yesterday with the word file attached?

Thank you,

Eliot



Word file is video disclosure document.

EXHIBIT "C"

Intraoffice Memo

Re: iviewit.com, Inc.
To: Kenneth Rubenstein
From: Christopher C. Wheeler
Date: August 25, 2000
Client-Matter: 40017.001

Enclosed is a copy of iviewit's Patent Portfolio binder.

Why is the guy with the single largest conflict to Iviewit shareholders receiving the entire Iviewit patent portfolio and claiming he does not know us? Tying Rubenstein to the Company exposes the Conflict and thereby should result in MPEG and other patent pools infringing because of this conflict, immediately paying Iviewit for use and past use of such technologies.

PROSK000536

- ④ Simon L. Bernstein - *Chairman of the Board*
- ④ Eliot Bernstein - *Founder and President, Emerging Internet Technologies*
- ④ ~~Chief Executive Officer~~ ^{President} / *Chief Operating Officer - Currently interviewing*
- ④ James Osterling, ~~President~~, *Real Estate*
- ④ James Armstrong, ~~President~~, *Luxury Items*
- ④ Guy Iantoni, ~~Chief Operating Officer~~, *Personnel*
- ④ Jill Iantoni, ~~President~~, *Personnel*
- ④ Andy Dietz, ~~Chief Operating Officer~~, *Travel & Travel Related Services*
- ④ Donna Dietz, ~~President~~, *Travel & Travel Related Service*
- ④ Jude Rosario, *Head of IT Management & Audio Video Production*
- ④ Zakirul Shirajee, *Website Engineer*
- ④ Patricia Daniels, *Head of Photography*

Outside Professionals

- ④ Christopher C. Wheeler, Esquire - *Proskauer Rose LLP*
- ④ Kenneth Rubenstein, Esquire - *Proskauer Rose LLP*
- ④ Gerald R. Lewin, C.P.A. - *Goldstein Lewin & Co.*
- ④ Raymond A. Joao, Esquire - *Meltzer, Lippe, Goldstein, Wolf & Schlissel, P.C.*

24 3:48 PM


Photo of page of Business plan draft taken under Court order from Christopher Wheeler files with Wheeler notes and Rubenstein listed as counsel.



The sights and sounds of the Internet

Strategic Business Plan

Contact Information:

 Brian G. Utley, President
iviewit
One Boca Place
2255 Glades Road, Suite 337W
Boca Raton, Florida 33431
561-999-8899
brian@iviewit.com

COPY #: _____

DATE: ___/___/2000

ISSUED TO: _____

EXHIBIT "C"

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Confidentiality Statement

This business plan and the exhibits hereto (collectively, the "Plan") have been submitted on a confidential basis for use by a limited number of sophisticated investors or acquirers (the "Investor(s)") solely for, and should be used only in connection with, an Investor's consideration of an investment in **iviewit Holdings, Inc.**, and its affiliates (collectively, the "Company"). Its use for any other purpose is not authorized. Any reproduction or distribution of the Plan, or re-transmittal of its contents, in whole or in part, without the prior written consent of the Company is prohibited.

This Plan contains certain information of a highly confidential nature, including projections by the Company's management of the Company's performance and other material of a forward-looking nature. The receipt of this Plan constitutes an agreement on the part of the recipient hereof to maintain the confidentiality of the information contained herein or any additional information subsequently delivered in connection herewith. Investors who accept this Plan or become aware of the information contained herein must understand and comply with the extensive restrictions imposed by Federal and State securities laws upon their ability to disclose information contained herein to others or to participate in or otherwise effect or facilitate any transaction relating to any securities of the Company. Investors who cannot comply fully with such restrictions should not review the information contained herein and should immediately return this Plan to the Company.

Executive Summary

Introduction

iviewit Holdings, Inc. (herein after “**iviewit**” or “**the Company**”) is a developer and provider of several breakthrough proprietary platform audio and visual technologies, supporting the infrastructure of the Internet. The Company has developed and launched three breakthrough technologies – video/audio streaming and image enhancement -- that enable (1) full-screen, full TV frame rate, full-motion video including stereo quality audio, (2) full screen high definition pictures that have “scan, pan and zoom” capabilities with a zoom technology never before seen and (3) high fidelity audio streams at low bandwidths. These technologies allow, for the first time, a rich and full Internet experience and virtual environment any time a b2c (Business to Consumer) or b2b (Business to Business) Internet application can be enhanced by or requires a video, audio or photographic presentation. By virtue of its enabling technologies, **iviewit** is leading the advancement of multi-media applications for websites both in streaming video/audio and imaging following the first demonstration of its proprietary technologies in 1998. Since that time, **iviewit** has refined its several (Patent Pending) processes to transform these breakthrough technologies into consistently deliverable and commercially accepted Internet solutions.

Company

Founded in 1999, **iviewit** has raised over \$3 million of equity capital, which has enabled it to develop, test and commercially launch its visual Internet infrastructure technologies. Initial, key management is in place, and the Company has successfully passed through its technical validation phase to ensure that its technology is fully reproducible and reliable. **iviewit** then identified several market sectors to emphasize, and it has targeted key early stage customers in order to gain recognition and commercial acceptance. The company has formed strong strategic alliances and partners in both the Internet and Multimedia spaces.

iviewit is engaged in the application of these exciting and new visual and audio technologies for the use by content providers of all types and consumers to make their experience over the Internet dynamic and real. **iviewit**'s business model is to:

- license its proprietary video/audio streaming and imaging technologies for the processing, encoding, managing and specialized web-hosting of source material and content where multi-media Internet distribution is required
- develop image and branding for its technology backbone capabilities
- identify and develop expanded vertical sector marketing and new applications

- expand its scaleable processing capabilities on a production-controlled basis
- create a service bureau to compliment the licensing model and provide customers with image and video processing, hosting and serving services
- launch broad-based promotion and marketing campaigns through advertising, trade shows and key customer references
- confirm **iviewit** as the industry Gold Standard in supplying leading edge, multi-media visual and audio streaming and imaging infrastructure and tools for the Internet

The Company commercialized in the second quarter of this year and as of June, has its initial customers including: Hyatt Hotels, Hollywood.com, Broadway.com, Gear Magazine and Ellen DeGeneres, among many others. The company estimates that the combined, annualized revenues of these initial customers will reach approximately \$4 million dollars once they are implemented and ramped to present customer expectations. Such revenues will exceed **iviewit's** first year expectations. As **iviewit** secures its next round of funding, the Company will aggressively accelerate the implementation of its product licensing and service plan.

Proprietary Technologies

iviewit has developed three complementary technologies to enhance videos, audio and images delivered over the Internet:

1. State-of-the-art, proprietary technologies, enabling full motion/full screen/full frame rate, high quality, distortion-free streaming video and audio to be viewed by any internet video player at amazingly low bandwidths, with extraordinary quality and reduced file sizes. Broadband and modem users can see streaming video with virtually no download time required.
2. State-of-the-art, proprietary technologies, enabling CD quality audio that can be listened to using any internet video player at amazingly low bandwidths, with extraordinary high fidelity sound quality and reduced file sizes.
3. A digital imaging technology creating the opportunity for full screen still images and panoramas that can be zoomed and manipulated, distortion-free, in a virtual environment with almost unlimited magnification.

Changing the Internet Landscape with iviewit Technologies

Video and Audio Streaming

Until now, the delivery of video content over the Internet was substantially text-based, and attempts to transmit video content over the Internet have been marred by long downloads, small image size, reduced frame rates and poor quality. Reducing the bandwidth time it takes to transmit files usually has meant delivering a picture that appears herky-jerky and out of sync with the sound. Providing video that is comparable with television (full motion/full screen/full frame rates), on the other hand, typically has been impossible because of the large file sizes resulting in the need for over 2 T1 lines of bandwidth to watch a single video. Trying to squeeze television-quality video files into sizes that can be transmitted on the Internet proved elusive accompanied by severe limitations, such as the requirement for costly and often unavailable bandwidth. State of the art video even for high bandwidth users (ISDN, DSL, Cable, T1 and Fiber) remained framey and out of sync.

As recently as December 1999, a leading Internet news publication, The Industry Standard indicated that the Internet speed required for Television-like quality video would not be possible until the 700+ Kbps range was reached and that "nowhere in the tech world have there been more unfulfilled promises than in the realm of next-generation television." **iviewit's** video technologies have bridged the gap by enabling distortion-free, TV quality video frame rates with CD quality audio in the 150+ Kbps range, considered optimal for delivering broadcasts over the Internet. **iviewit's** video technologies also greatly enhance the modem users experience, providing a far richer video than previously thought possible.

Meanwhile, there is enormous content that has been created for television that is ready for conversion to an Internet application, and the proliferation of new bandwidth capacity via DSL, cable and satellite is finally providing an environment whereby **iviewit's** breakthrough technologies can easily be adopted and utilized. **iviewit** believes that there is virtually unlimited growth opportunity for its proprietary visual Internet backbone technologies. As a matter of fact, Bill Gates recently stated that "streaming media is the fastest moving part of the whole digital world."

Imaging

iviewit's imaging process allows computer users to drive into single or panoramic images in a brand new "pan, scan & zoom" environment seamlessly magnifying on any portion of the image at zoom levels never before imagined (20:1+). This breakthrough technology will have far reaching impact as it applies to any photograph that the user wants to enhance. Applications for **iviewit's** technologies are endless.

Benefits of iviewit Technologies

The principal benefits of **iviewit's** enabling Internet infrastructure technologies follow:

- the technologies significantly enhance the image quality of any video content streamed over the Internet regardless of which media and sound player is utilized
- the technologies allow high quality video streaming in the 150+Kbps ranges, providing better product and price performance for the product delivered and a tremendously improved result at the 28-150Kbps ranges
- the image technologies enhance the ability to view photographic images on the Internet by providing incredible "scan, pan & zoom" enriching the end user experience
- improved audio stream capabilities at both high and low bandwidths

Management

iviewit has established a strong, experienced key management team, supported by a Board of Directors representing broad management and industry experience, including developing technologies, dealing with patent and business legal issues, financing start-up companies and preparing companies for IPOs. Searches are currently under way to complete the executive management team by the addition of a CEO, a CFO and a Sr. V.P. Marketing and Sales.

iviewit also has top Legal Counsel and Business Consultants who bring an extensive knowledge base, business connections and experience to the development of **iviewit**.

Market Penetration Strategy & Launch

iviewit has secured initial contract agreements with Hyatt Hotel & Resorts, Hollywood.com, Broadway.com, @merican enterprise.com, JM Lexus, Gear Magazine (Guccione Media), Great Expectations Dating Service and Kids Camps. In addition, **iviewit** is currently negotiating with major corporations such as Time Warner, Universal Studios, MGM, MTV, 3Com, Playboy, and CBS Sportsline.com. The response to the technologies and licensing cost has been positive. While **iviewit's** enabling technologies are applicable across a wide spectrum of Business to Business (b2b) and Business to Consumer (b2c) Internet sites, **iviewit** will concentrate its early initiatives in the following areas: Advertising, Entertainment, Health Care, Hotel and Resorts, Luxury Items, Executive Search, Sports, Modeling, and Dating Services.

iviewit plans to highlight its video streaming enabling technologies with high profile websites and events, tradeshow in targeted markets, and conventions. Currently the Company has established a relationship with Ellen DeGeneres, Tidal 4, Z.Com.

Hollywood.com and Broadway.com. These accounts currently provide significant branding of the **iviewit** process with watermarking, logos and personal testimonials.

Intellectual Property

iviewit has protected its enabling technologies by filing five patent pending applications in both the United States and abroad for its video streaming and imaging capabilities, covering a wide array of enabling technologies. The Company also has an additional five remaining Provisional Patent Pending applications that will be converted to patent pending status within the allowable period.

These technologies carry broad claims, where patent searching on several key components has revealed no apparent prior art or conflicting technologies. This gives **iviewit** not only strategic advantage and potential exclusivity in this space, but also the opportunity to license its proprietary technologies on a current and ongoing basis.

iviewit has adopted a two-pronged approach to building an extensive patent portfolio: (1) **iviewit** plans to continue aggressively developing and seeking patent protection for its own proprietary technologies; and (2) **iviewit** will further seek to improve upon existing technologies as these technologies come to the market.

iviewit believes that the processes underlying these inventions are unique and novel, and it has retained Foley & Lardner, one of the most reputable patent law firms in the United States to shepherd its patent development and procurement. In addition, **iviewit** has retained Kenneth Rubenstein of Proskauer Rose LLP to oversee its entire patent portfolio; Mr. Rubenstein is the head of the MPEG-2 patent pool.

Financial Summary and Investment Opportunity

iviewit has raised \$3 million of equity capital to date, including venture funding received in September 1999 from Huizenga Holdings, Inc./Investech Holdings LLC. Huizenga Holdings is controlled by Wayne Huizenga, a successful industrialist best known for starting Waste Management, Blockbuster Video, Auto Nation, Boca Resorts and the owner of major sports teams such as the Miami Dolphins football team, the Florida Marlins baseball team and the Florida Panthers hockey team.

Second round funding has been received from Crossbow Ventures/Alpine, a significant private investment fund, located in Palm Beach and Geneva. Crossbow's management includes the prior senior infrastructure of Merrill Lynch Ventures. CrossBow's industry focus corresponds to the tremendous growth that Internet-related companies are experiencing. Their well-balanced portfolio includes companies in technology, telecommunications, healthcare and environmental services sectors.

iviewit is presently seeking two investment tranches. The first and most imminent will be a \$2-3 million equity bridge leading to a significant capital raise of \$20 million to be achieved by the fourth calendar quarter of 2000.

Potential exit strategies for **iviewit** investors may include any one, or a combination, of the following opportunities: IPO, partner with a major company or acquisition.

Strategic Business Plan

Company

iviewit Holdings, Inc. located in Boca Raton, Florida, was formed in July of 1999 under the laws of the state of Delaware. **iviewit** was formed to research, develop, license and sell its enabling proprietary Internet based visualization products and services to the e-commerce market through it's wholly owned operating subsidiary **iviewit.com, LLC**.

Over the past year, **iviewit** has confirmed the efficacy and reliability of its technologies for commercial exploitation, initiated digital imaging production, established a demonstration web site, developed initial key management infrastructure and hired an initial sales staff. The Company publicly launched its platform technologies early in 2000, and, as of May 2000, has initial high profile customers that have confirmed the commercial value of **iviewit's** technologies. **iviewit** is presently seeking additional financing to support further commercialization and realize the full potential of its products and technologies.

Product Applications

iviewit's impressive visual media products are the result of several years of development focused on the entire process of image/video delivery over the Internet. Care has been taken to be platform agnostic to preserve the broadest possible range of applications and retain the highest viewing audience. **iviewit's** suite of video and imaging technology processes work across all industry platforms, meaning that **iviewit's** video process will enhance and work with Microsoft's Media Player, Apple Quicktime and Real Networks players. **The result is industry leadership products that do not require special downloads or equipment.** A recent survey indicated that over 90% of site visitors simply "move on" when required to download special software to view pages content. **iviewit** processes are proprietary and protected as Trade Secrets and Patent Pending applications filed with the U.S. and International patent offices. While video streaming and imaging are treated separately, it should be noted that they are complementary both from a process point of view and from a customer perspective. Many potential markets have both requirements such as the entertainment industry, resort and hotel industry and the health care industry. **iviewit** views the combination of these products as a suite to be an integral part of its sales portfolio.

member of both the American Institute of Certified Public Accountants and the Florida Institute of Certified Public Accountants.

Advisory Board

Kenneth Rubenstein –Mr. Rubenstein is a partner at Proskauer Rose LLP law firm and is the patent attorney for **iviewit**. He is a registered patent attorney before the U.S. Patent & Trademark Office. Ken counsels his clients with respect to the validity and infringement of competitors' patents, as well as prosecutes patent applications. For the past several years Ken has worked on the formation of a patent pool, for MPEG-2 technology, involving large consumer electronics and entertainment companies. Ken is also a former member of the legal staff at Bell Laboratories. Ken received his law degree, cum laude, from New York Law School, and his Ph.D. in physics from the Massachusetts Institute of Technology where he also graduated with a B.S. Degree.

Alan J. Epstein –Mr. Epstein is a shareholder of the entertainment law firm Armstrong Hirsch Jackoway Tyerman & Wertheimer, P.C., which is based in Los Angeles. Alan's law practice consists of advising Internet companies on various issues pertaining to the entertainment and sports industries, including the creation, licensing and acquisition of content, the introduction and negotiation of strategic partner relationships, and various other matters relating to the convergence of technology and content. Alan also advises his firm's numerous celebrity clients on the exploitation and protection of their name and likeness rights and content on the Internet, as well as merchandising, endorsement and sponsorship deals. Prior to entering the UCLA School of Law, Alan was a certified public accountant at Deloitte Haskins & Sells in Dallas, Texas.

Christopher C. Wheeler – Mr. Wheeler is a member of Proskauer Rose LLP's Corporate Department and as a partner in the Florida office has a versatile transactional practice. Chris has had extensive experience in real estate and corporate law, institutional lending and workouts, administrative law and industrial revenue bond financing. Moreover, he serves as a strategist and counselor to many clients in handling their other legal and business matters. Chris is well-versed in general corporate law as well as mergers and acquisitions and securities matters. He has guided companies from startup through initial private placements to public offerings. A graduate of Hamilton College and Cornell Law School, Chris was a member of the managing Board of Editor of the Cornell Law Review.

Eric M. Chen - Mr. Chen is an honors graduate from Harvard University. He has spent much of his career in the field of investment banking where he has specialized in advising, financing and guiding the growth strategies of many health care companies. His areas of expertise include biotechnology, medical diagnostics, and new emerging drug technology and delivery systems. He has served as an analyst, Senior Vice President and Managing Director for several Wall Street firms including Furman Selz, Hambrecht & Quist, Fechter Detwiler and Southeast Research Partners. Much of his activities have focused upon early stage growth companies in both the public and private sectors. He has analyzed companies in a wide variety of industries, which include vision

care, telecommunications, computer storage, software applications and data management. Mr. Chen is the President of Emerald Capital Partners, which he co-founded with Mr. Buchsbaum, since his departure from Southeast Research Partners in early 1999.

Legal and Accounting Counsel

Arthur Andersen LLP – Auditor - Arthur Andersen's vision is to be *the* partner for success in the New Economy. The firm helps clients find new ways to create, manage and measure value in the rapidly changing global economy. With world-class skills in assurance, tax, consulting and corporate finance, Arthur Andersen has more than 70,000 people in 83 countries that are united by a single worldwide operating structure that fosters inventiveness, knowledge sharing and a focus on client success. Since its beginning in 1913, Arthur Andersen has realized 86 years of uninterrupted growth, with 1999 revenues over \$7 billion. Arthur Andersen is a business unit of Andersen Worldwide.

Proskauer Rose LLP - one of the nation's largest law firms, providing a wide variety of legal services to major corporations and other clients through the United States and around the world. Founded in 1875 in New York City, the firm employs 475 attorneys and has wide experience in all areas of practice important to businesses, including corporate finance, mergers and acquisitions, real estate transactions, bankruptcy and reorganizations, taxation, litigation and dispute resolution, intellectual property, and labor and employment law.

Armstrong Hirsch Jackoway Tyerman & Wertheimer, P.C. – One of the nation's leading entertainment law firms. Based in Los Angeles, California, it represents many of the most prominent actors, writers, directors and producers of feature films, television programming and other entertainment content. The firm also represents various content and technology companies in the Internet industry, including prominent web sites, entertainment-oriented portals, aggregated celebrity sites and various e-commerce companies. The firm is assisting in developing the business structure and strategic relationships for **iviewit**.

Foley & Lardner - one of the oldest and largest law firms in America. Founded in 1842, the firm now has more than 750 attorneys in 14 offices, following the February 1996 merger with Weissburg and Aronson, Inc. Foley & Lardner's over 100 highly skilled intellectual property attorneys constitute one of the largest and most sophisticated technology groups in a general-practice law firm in the United States. As one of the few large national law firms with a global intellectual property law group, it is uniquely positioned to help **iviewit** capitalize on its foreign filings. The firm's broad-based representations in litigation, regulatory affairs and general business counseling is complemented by one of the world's most highly trained staffs, which includes 65 engineering and advanced technical degrees, including 12 Ph.D.'s. The list of clients using Foley & Lardner to fill their intellectual property legal needs ranges from small entrepreneurial start-up companies to large international and multinational corporations. Foley & Lardner attorneys provide solutions and successfully serve the needs of clients

around the world, including those situated in the United States, Canada, Latin America, the European Union, Eastern Europe, the Middle East, and the Pacific Rim.

William J. Dick - Special Counsel to the West Palm Beach office of Foley & Lardner. A member of the firm's Intellectual Property Department (Electronics Practice Group). Mr. Dick currently focuses on mentoring other members of the Electronics and Consumer Products Practice Groups in various IP related matters. He also conducts weekly classes in patent related matters for new associates. Mr. Dick joined Foley & Lardner after 26 years with IBM. He began as a patent attorney, and has handled all phases of patent, trademark and copyright duties, including litigation. Mr. Dick's most recent position with IBM was as Assistant General Counsel to IBM Asia Pacific. Mr. Dick is a graduate of the University of Virginia (B.M.E., 1956; L.L.B., 1962 changed to J.D., 1970)

Douglas Boehm - a partner in the Milwaukee office of Foley & Lardner and a member of the firm's Intellectual Property Department (Consumer & Industrial Products Practice Group and Health Information Technology Practice Group). Mr. Boehm practices in the areas of patent, trademark, copyright, and trade secret counseling; U.S. and foreign patent prosecution; and computer software and intellectual property licensing and technology transfers. Mr. Boehm's technical focus encompasses electrical and electronic engineering, including analog/digital/RF circuitry, radio telecommunications, lasers and fiber optics, and computer hardware and software. He has extensive experience in private industry, having worked as a development engineer and patent agent for Motorola, and as patent counsel for a subsidiary of Amoco Technology Company.

Confidential Private Placement Memorandum Number: V28

Offeree: _____

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM



\$12 MILLION PREFERRED STOCK

January 2001

WACHOVIA SECURITIES, INC.



EXHIBIT "C"

Company has retained Foley & Lardner to shepherd its patent development and procurement. In addition, the Company has retained Kenneth Rubenstein of Proskauer Rose, LLP to oversee its entire patent portfolio – Mr. Rubenstein is the head of the MPEG-2 patent pool.

iviewit has assembled a complementary and seasoned, management team with executive rank, Fortune 100 and early-stage, entrepreneurial experience. The Company has retained Korn / Ferry to assist in the identification and recruitment of a high impact Chief Executive Officer (preferably from the media or entertainment industry) and an experienced Chief Technical Officer.

Since its June 1999 inception, the Company has raised over \$4.3 million of venture capital from Crossbow Ventures, Huizenga Holdings, and individual investors.

Technology Overview

iviewit’s suite of video and imaging technology processes work across all industry platforms.

Imaging:

iviewit’s imaging process is an enabling technology that creates an unparalleled, content-rich, viewing experience. Significant advantages of iviewit’s imaging process include the following:

- Photo-quality Internet images
- Resistance to pixelation even at 30+:1 magnification (note: depending upon the material and the desired magnification)
- Full-screen and panoramic viewing up to 360°
- Consistent quality regardless of the end-user’s Internet connection
- File sizes of 30Kb to 700 Kb for full panorama

Video:

The Company’s video technologies allow high quality video streaming in the 150-300 Kbps range, providing better product and price performance for the product delivered and a significantly improved results in the 28-150 Kbps range. Below is a chart comparing iviewit’s video capability to current industry levels:

<u>Bandwidth Range</u>	<u>iviewit Frame Rate</u>	<u>Industry Typical Frame Rate</u>
28-56 Kbps	8-15 frames/sec.	4-8 frames/sec.
56-150 Kbps	15-30 fps	12-20 fps
150-300 Kbps	30 fps	12-24 fps

The iviewit video technology is a highly scalable process costing approximately \$1.50/min of encoded video. The resulting files are ~25% less than comparable quality files. iviewit’s 220Kps streams are equivalent to competition 300Kbps streams.

Business Strategy

iviewit intends to serve as an end-to-end applications solutions provider incorporating iviewit’s proprietary imaging and or video technologies as well as a full-service image and video encoding, hosting and serving provider. iviewit licenses its imaging solutions to B2B and B2C clients in the auction, collectibles, and retail space with subsequent marketing into the healthcare and medical markets. iviewit is also structuring OEM and re-seller relationships to bundle the imaging software and processes with existing hardware including: digital cameras, scanners, and PCs. iviewit is structuring video license agreements with major content and broadband access providers to incorporate the iviewit process into video encoding solutions for direct internet streaming.

iviewit technologies are “process technologies” with pending patents based on efficiency equations, and many of the applications for these technologies are just now being recognized.

II. INVESTMENT HIGHLIGHTS

◆ ***Unique processing technologies for video and imaging***

iviewit's patent pending processing technologies can create high-definition images with "scan, pan, and zoom" capabilities, high-fidelity audio streams, and full-screen, full-frame rate video for streaming over the Internet. The iviewit video technology is a highly scalable process. The resulting files are approximately 25% less than comparable quality files. iviewit 220Kbps streams are equivalent to competitive 300Kbps streams. The Company's imaging process delivers images that are photo-quality, resistant to pixelation even at magnification levels of 30+:1. Images produced by iviewit's proprietary process are identical in quality regardless of the end-user's Internet connection speed. File size options are tailored to minimize download times and optimize the end-user's experience.

◆ ***Complementary and Seasoned Fortune 100 and Entrepreneurial Management Team***

iviewit has assembled a complementary and seasoned management team with Fortune 100 and early-stage, entrepreneurial experience. Management consists of former IBM operations executives who have experience in building video delivery capabilities and of marketing talent from successful venture-backed technology companies. The Company recognizes its strength in operations and product development and recognizes the need to attract a capable, experienced CEO and CTO to accelerate the Company's development. iviewit has retained Korn / Ferry to assist in the identification and recruitment of this talent.

◆ ***Strong and Experienced Board of Directors and Advisory Board***

iviewit's Board of Directors and Advisors consist of several well-established individuals from the technology, entertainment, and financial community. Directors have extensive backgrounds with top-tier firms such as Goldman Sachs, Kidder Peabody, and McKinsey & Co. Crossbow Ventures has provided \$3.0 million in funding and sits on the Board. Technology and entertainment guidance comes from a partner at Armstrong Hirsch Jackoway & Wertheimer and from Kenneth Rubenstein, the head of the MPEG-2 patent pool.

◆ ***Significant Intellectual Property Position and Strategy***

iviewit has protected its enabling technologies by filing 6 patent pending applications in both the United States and abroad for its video streaming and imaging capabilities, covering a wide array of enabling technologies. The Company also has two remaining provisional patent pending applications that will be converted to patent pending status within the allowable period. The Company has retained Foley & Lardner to shepherd its patent development and procurement. In addition, the Company has retained Kenneth Rubenstein of Proskauer Rose, LLP to oversee its entire patent portfolio. The Company's strategy is to establish market precedence through licensing of trade secrets and know-how.

◆ ***Substantial Market Penetration and Growing Customer Acceptance***

The Company commercialized its products in May 2000. In just 5 months, iviewit has experienced a 75% success rate in obtaining service and licensing customers, securing 17 customers to date – primarily in the entertainment, advertising, and hotel markets. The Company expects to realize approximately \$400,000 in revenues by year-end from these customers. High profile customers include Ellen DeGeneres, Z.com (Alanis Morissette), Hyatt Hotels, Gear Magazine, and Hollywood.com. Highly probable for closing by year-end 2000 include Warner Brothers and Greg Manning Collectibles.

◆ ***Focused on Media Rich Target Markets – Unlocking the Value of Content***

The Company's business strategy is to first target high-profile content owners and distributors as clients to process video and images and to brand those images with iviewit's logo. Secondly, iviewit plans to co-brand with famous celebrities and

Investment Management, both based in London. Among his primary areas of expertise are technology research and economic research, including electronics, telecommunications and computer software. Most recently, he was Senior Technology Analyst and Vice President of Southeast Research Partners, Inc. where he worked with leading technology companies. He earned a bachelor of arts degree at Yale University and a master of business administration degree at Stanford University.

Advisors

Alan J. Epstein

Partner, Armstrong Hirsch Jackoway Tyerman & Wertheimer, P.C.

Mr. Epstein's law practice consists of advising Internet companies on various issues pertaining to the entertainment and sports industries, including the creation, licensing and acquisition of content, the introduction and negotiation of strategic partner relationships, and various other matters relating to the convergence of technology and content. Mr. Epstein also advises his firm's numerous celebrity clients on the exploitation and protection of their name and likeness rights and content on the Internet, as well as merchandising, endorsement and sponsorship deals. Prior to entering the UCLA School of Law, Mr. Epstein was a certified public accountant at Deloitte Haskins & Sells in Dallas, Texas.

Kenneth Rubenstein

Partner, Proskauer Rose LLP

Mr. Rubenstein is a partner at Proskauer Rose LLP law firm and is the patent attorney for iViewit. He is a registered patent attorney before the U.S. Patent & Trademark Office. Mr. Rubenstein counsels his clients with respect to the validity and infringement of competitors' patents, as well as prosecutes patent applications. For the past several years he has worked on the formation of a patent pool, for MPEG-2 technology, involving large consumer electronics and entertainment companies. He is also a former member of the legal staff at Bell Laboratories. Mr. Rubenstein received his law degree, cum laude, from New York Law School, and his Ph.D. in physics from the Massachusetts Institute of Technology where he also graduated with a B.S. Degree.

Christopher C. Wheeler

Partner, Proskauer Rose LLP

Mr. Wheeler is a member of Proskauer Rose LLP's Corporate Department and as a partner in the Florida office has a versatile transactional practice. He has had extensive experience in real estate and corporate law, institutional lending and workonts, administrative law and industrial revenue bond financing. Moreover, he serves as a strategist and counselor to many clients in handling their other legal and business matters. Mr. Wheeler is well-versed in general corporate law as well as mergers and acquisitions and securities matters. He has guided companies from startup through initial private placements to public offerings. A graduate of Hamilton College and Cornell Law School, Mr. Wheeler was a member of the managing Board of Editor of the Cornell Law Review.

*Legal &
Accounting
Counsel*

Arthur Andersen, LLP

Arthur Andersen's vision is to be the partner for success in the New Economy. The firm helps clients find new ways to create, manage and measure value in the rapidly changing global economy. With world-class skills in assurance, tax, consulting and corporate finance, Arthur Andersen has more than 70,000 people in 83 countries that are united by a single worldwide operating structure that fosters inventiveness, knowledge sharing and a focus on client success. Since its beginning in 1913, Arthur Andersen has realized 86 years of uninterrupted growth, with 1999 revenues over \$7 billion. Arthur Andersen is a business unit of Andersen Worldwide.

Proskauer Rose, LLP

This law firm is one of the nation's largest law firms, providing a wide variety of legal services to major corporations and other clients through the United States and around the



Former Officers, Directors,
Advisory Board Members & Outside Professionals
Letter of Liabilities and
Notice of Filed Allegations of Fraud Upon the
United States Patent & Trademark Office & Upon Iviewit

Wednesday, April 21, 2004
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EXHIBIT D

**KNOWN SHAREHOLDERS OF IVIEWIT TECHNOLOGIES, INC. (FKA) IVIEWIT
HOLDINGS, INC.**

**iviewit Technologies, Inc.
Shareholders**

Shareholder	Date
New Media Holdings, Inc.	12/31/1999
Proskauer Rose LLP	12/31/1999
Zakirul Shirajee	12/31/1999
Jude Rosario	12/31/1999



Former Officers, Directors,
Advisory Board Members & Outside Professionals
Letter of Liabilities and
Notice of Filed Allegations of Fraud Upon the
United States Patent & Trademark Office & Upon Iviewit

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EXHIBIT E

KNOWN SHAREHOLDERS OF IVIEWIT HOLDINGS, INC. (FKA) UVIEW.COM,
INC.

iviewit Holdings, Inc.
Partial Shareholder List

Shareholder	Date
Eliot I. Bernstein	6/29/1999
Simon L. Bernstein	6/29/1999
The Joshua Bernstein 1999 Trust	6/29/1999
The Jacob Bernstein 1999 Trust	6/29/1999
Gerald R. Lewin & Barbara S. Lewin	6/29/1999
Erika R. Lewin	6/29/1999
Jennifer P. Lewin	6/29/1999
James Osterling	6/29/1999
James Armstrong	6/29/1999
Guy Iantoni	6/29/1999
Jill Iantoni	6/29/1999

Andrew Dietz	6/29/1999
Donna Dietz	6/29/1999
Patricia Daniels	6/29/1999
Bettie Stanger	6/29/1999
Lisa Friedstein	6/29/1999
Donald G. Kane, II	6/29/1999
Brian G. Utley	8/3/1999
INVESTTECH Holdings L.L.C.	10/29/1999
Emerald Capital Partners, Inc.	12/20/1999
Emerald Capital Partners, Inc.	12/20/1999
Alpine Venture Capital Partners LP	2/2/2000
Emerald Capital Partners, Inc.	2/2/2000
Loans by Stockholders and Friends	2/23/2000
Jason Gregg	3/29/2000
Michael Reale	4/18/2000
Mitchell Welsch	6/9/2000
Ken Anderson	6/13/2000
Alpine Venture Capital Partners LP	7/19/2000

Maurice Buchsbaum	8/15/2000
Kevin Lockwood	8/17/2000
Steve Sklar	10/1/2000
Raymond Hersh (9)	10/1/2000
Alan Young	10/16/2000
Armstrong Hirsch Jackoway Tyerman & Wertheimer, P.C.	10/18/2000
Tidal 4	11/8/2000
Tidal 4	11/8/2000
Andrew Dietz	11/28/2000
Alpine Venture Capital Partners LP	12/13/2000
Alpine Venture Capital Partners LP	12/13/2000
Alpine Venture Capital Partners LP	12/13/2000
Happy Feet Living Trust	12/27/2000
Heche Trust	12/27/2000
Lauren Lloyd Living Trust	12/27/2000
Tidal 4	12/27/2000
Alanis Morissette	12/27/2000
Scott Welch	12/27/2000
Tidal 4	12/27/2000
Provision for Employee Options	



Former Officers, Directors,
Advisory Board Members & Outside Professionals
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EXHIBIT F

SCHIFFRIN & BARROWAY AND IVIEWIT LETTERS OF UNDERSTANDING

SCHIFFRIN & BARROWAY DEMAND LETTER

WELSCH AGREEMENT

SCHIFFRIN & BARROWAY, LLP

RICHARD S. SCHIFFRIN*
ANDREW L. BARROWAY*
MARC A. TOPAZ*
DAVID KESSLER*
KRISHNA B. NARINE
KATHARINE M. RYAN
STUART L. BERMAN*
JACOB A. GOLDBERG

ATTORNEYS AT LAW
THREE BALA PLAZA EAST
SUITE 400
BALA CYNWYD, PENNSYLVANIA 19004
(610) 667-7706
FAX: (610) 667-7056

GREGORY M. CASTALDO*
DARREN J. CHECK*
EDWARD W. CIOLKO*
SEAN M. HANDLER
SCOTT K. JOHNSON*
RICHARD A. MANISKAS
STEPHEN P. MCFATE
JOSEPH H. MELTZER*
TOBIAS L. MILLROOD*
CHRISTOPHER L. NELSON
LEE D. RUDY*
KAY E. SICKLES*
MARC D. WEINBERG*
PATRICIA C. WEISER*
ROBERT B. WEISER*
MARC I. WILLNER
MICHAEL K. YARNOFF**
ERIC L. ZAGAR
ANDREW L. ZIVITZ*

□ ADMITTED IN NJ
* ALSO ADMITTED IN CA
* ALSO ADMITTED IN DE
* ALSO ADMITTED IN IL
* ALSO ADMITTED IN NJ
° ALSO ADMITTED IN NY

July 15, 2003

Via Electronic Mail and Federal Express

Flaster Greenberg
Commerce Center
1810 Chapel Avenue West
Cherry Hill, NJ 08002
Attention: Marc R. Garber, Esq.

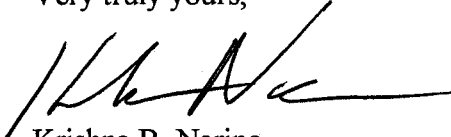
Dear Marc:

As we discussed earlier, it is acknowledged that our law firm's retirement plan was administered by MPDA, formerly an affiliate of Flaster Greenberg. We also acknowledge that in the MPDA engagement letter our law firm also engaged Flaster Greenberg for legal work related to the retirement plan.

Several months ago Flaster Greenberg sold the MPDA business, with the result of a company called Manchester (unrelated to Flaster Greenberg) taking over the plan administration work of our retirement plan. Thus, we hereby acknowledge that we are a former client and not a current client of Flaster Greenberg.

While we don't believe there to be a conflict, we hereby consent to Flaster Greenberg's representation of Iviewit with respect to the Letter of Understanding with Schiffrin & Barroway, LLP.

Very truly yours,



Krishna B. Narine

cc: Eliot Bernstein

EXHIBIT "F"

SCHIFFRIN & BARROWAY, LLP

RICHARD S. SCHIFFRIN*
ANDREW L. BARROWAY*
MARC A. TOPAZ*
DAVID KESSLER*
KRISHNA B. NARINE
KATHARINE M. RYAN
STUART L. BERMAN*
JACOB A. GOLDBERG

ATTORNEYS AT LAW
THREE BALA PLAZA EAST
SUITE 400
BALA CYNWYD, PENNSYLVANIA 19004
(610) 667-7706
FAX: (610) 667-7056

GREGORY M. CASTALDO*
DARREN J. CHECK*
EDWARD W. CIOLKO[□]
SEAN M. HANDLER
SCOTT K. JOHNSON*
RICHARD A. MANISKAS
STEPHEN P. MCFATE
JOSEPH H. MELTZER*
TOBIAS L. MILLROOD*
CHRISTOPHER L. NELSON
LEE D. RUDY[○]
KAY E. SICKLES*
MARC D. WEINBERG*
PATRICIA C. WEISER*
ROBERT B. WEISER*
MARC I. WILLNER
MICHAEL K. YARNOFF**
ERIC L. ZAGAR
ANDREW L. ZIVITZ*

[□] ADMITTED IN NJ
^{*} ALSO ADMITTED IN CA
^{*} ALSO ADMITTED IN DE
^x ALSO ADMITTED IN IL
^{*} ALSO ADMITTED IN NJ
[○] ALSO ADMITTED IN NY

Tuesday, July 15, 2003

Via Electronic Mail and Federal Express

Eliot Bernstein
CEO and Founder
Iviewit Holdings, Inc.
10158 Stonehenge Circle
Suite 801
Boynton Beach, FL 33437-3546

Re: Iviewit and Schiffrin & Barroway, LLP - Letter of Understanding

Dear Eliot:

In response to the proposal set forth in your letter of July 6, 2003, and with consideration of our conversation on July 7, 2003, Schiffrin & Barroway, LLP ("SB") proposes the following terms which will become effective as of the date this letter is signed by both parties. SB will make a capital contribution to a newly formed entity ("NewCo") that will acquire ownership of the "Iviewit Patents". SB will make additional capital contributions and loans to NewCo and Iviewit Holdings, Inc. ("Iviewit") in the form of the contribution of legal services and payment of legal fees owing to patent counsel and other counsel. SB will make the payment of expenses related to the operation of NewCo and Iviewit Holdings, Inc. to, *inter alia*, prosecute and develop the Iviewit Patents, prosecute infringers of the Iviewit Patents, and prosecute and defend Iviewit and NewCo against claims by and between Iviewit Holdings, Inc., its subsidiaries and affiliates and its former officers, directors and attorneys:

1. SB will purchase for a \$100,000 capital contribution a 21% voting membership interest in NewCo, a newly formed limited liability company, subject to NewCo's entering into an agreement to purchase from Crossbow/DiStream its interests in Iviewit, including Crossbow/DiStream's debt claims and security interests in all assets of Iviewit and NewCo's acquisition of ownership of the "Iviewit Patents."
2. In consideration of the other commitments described hereafter, SB will receive an additional 24% voting membership interest in NewCo and, by assignment from existing shareholders, 21% of voting equity shares in Iviewit.

EXHIBIT "F"

3. In further consideration of foregoing grants of membership and stock assignments by NewCo, SB shall provide the following services and assume the following obligations for NewCo and Iviewit:
 - a. Retain, assist and compensate patent counsel for all costs and expenses (acknowledging the funding of the estimated minimum cost of approximately \$250,000), to correct and prosecute all of Iviewit's pending U.S. and foreign patent applications, and to obtain valid U.S. and foreign patents for Iviewit's proprietary technology and inventions;
 - b. Prosecute to judgment or settle malpractice and other claims against Proskauer Rose LLP, Foley and Lardner, and Meltzer, Lippe, Goldstein, Wolfe & Schlissel, P.C., including the payment of all necessary costs and expenses, provided, however, that NewCo or Iviewit, as the case may be, will be responsible for payment of such costs and expenses incurred after monies are recovered and received pursuant to paragraph 5, and are available for such use as determined solely by the CEO or Board taking into account the attached operating budget and cash needs of Iviewit and NewCo for business operations purposes, as determined solely by the CEO or Board;
 - c. Prosecute actions to enjoining and recover damages for unauthorized use of Iviewit's proprietary technology and inventions and obtain compensation for use of the same through enforcement of existing Non-Disclosure Agreements and prosecution of patent infringement actions, including payment of all necessary costs and expenses, provided, however, that NewCo or Iviewit, as the case may be, will be responsible for payment of such costs and expenses incurred after monies are recovered and received pursuant to paragraph 5, and are available for such use as determined solely by the CEO or Board taking into account the attached operating budget and cash needs of Iviewit and NewCo for business operations purposes, as determined solely by the CEO or Board;
 - d. It is contemplated that the operating expenses of NewCo and Iviewit shall be funded through the proceeds of recoveries on the claims described in 3.b. above; provided, however that if such proceeds are not available, SB agrees to contribute capital to NewCo and Iviewit to pay ordinary operating expenses as set forth in the attached budget, which shall include actual legal fees and costs for effecting transfer of title to Iviewit patents to NewCo and creating NewCo. Notwithstanding the foregoing, SB shall not be responsible to provide operating expenses if such operating requirements are available through the NewCo and Iviewit revenues. Iviewit shall be maintained as an entity to pursue the claims described in paragraph 3.b. above; and

Letter to Eliot Bernstein

July 15, 2003

Page 3

- e. Prosecute actions to recover the 15% of Iviewit stock from certain individuals, to be identified by Iviewit, who were involved in malfeasance against the company, of which 33-1/3% will go to SB and 66-2/3% will be split in the following manner:

Eliot I. Bernstein - 40% of 66%

Isa S. Welsch - 25% of 66%

Caroline Prochotska Rogers, Esq. -25% of 66%

Other Shareholders - 10% of 66%

4. SB shall have full authority with respect to prosecution and resolution of the claims set forth in paragraph 3.b. above, including Proskauer Rose LLP's lawsuit for non-payment of legal fees, and with respect to the engagement of legal counsel and consultants, whether such claims are prosecuted and resolved through negotiation, litigation, or any other method SB deems appropriate.
5. All proceeds received from the resolution of the claims set forth in paragraph 3.b. or 3.c. will be distributed to Iviewit and NewCo, less any contingent fee not to exceed 33% owed to any law firm, other than SB, retained to pursue such claims.

The undersigned with due authority to bind Schiffrin & Barroway, LLP and Iviewit Holdings, Inc. respectively, have executed this document on this day of July 15, 2003.

Krishna B. Narine

X

Partner

Schiffrin & Barroway, LLP

Eliot I. Bernstein

X

CEO and Founder

Iviewit Holdings, Inc.

EXHIBIT "F"

MEWIT HOLDINGS, INC.
OPERATING BUDGET

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Year 1	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Year 2	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Year 3
Schedule (1)	\$53,875	\$53,875	\$90,625	\$90,625	\$369,000	\$92,033	\$92,033	\$92,033	\$92,033	\$368,130	\$93,501	\$93,501	\$93,501	\$93,501	\$413,523
Facilities Expense (2)	0	9,472	9,472	9,472	18,944	9,756	9,756	9,756	9,756	38,026	10,049	10,049	10,049	10,759	41,616
Marketing:															
Conventions & Exhibits (2)	0	0	6,250	6,250	12,500	6,250	6,250	6,250	6,250	25,000	6,250	6,250	6,250	6,250	25,000
Other Marketing	0	0	4,250	4,250	8,500	5,375	5,375	5,375	5,375	21,500	5,375	5,375	5,375	5,375	21,500
Insurance (Property, DMO, EAO, WPC, LHA)	1,242	1,485	1,547	2,408	7,082	2,678	3,547	3,816	4,282	14,365	4,763	5,249	5,812	6,743	22,558
Communication Costs	2,000	0	0	0	2,000	0	0	0	0	0	0	0	0	0	0
Legal and Accounting (3)	6,000	6,000	6,000	6,000	24,000	2,500	2,500	2,500	2,500	10,000	2,500	2,500	2,500	2,500	10,000
Travel & Living (2)	0	0	6,000	8,000	16,000	8,000	8,000	8,000	8,000	32,000	8,000	8,000	8,000	8,000	32,000
Office Supplies	250	250	250	250	1,000	250	250	250	250	1,000	250	250	250	250	1,000
Telephones (Cell and Land Lines)	1,600	1,600	1,600	1,600	6,400	1,600	1,600	1,600	1,600	6,400	1,600	1,600	1,600	1,600	6,400
Agency Fee for CEO Recruitment (4)	10,000	0	0	0	10,000	0	0	0	0	0	0	0	0	0	0
Operating Total	\$74,967	\$63,210	\$118,394	\$118,855	\$375,427	\$118,642	\$119,111	\$119,580	\$120,049	\$477,382	\$122,288	\$122,765	\$124,047	\$204,595	\$573,697
Other Key Items:															
Payables to Babaloy Scholert Taylor & Zarran (5)	\$6,345	\$6,345	\$6,345	\$6,345	\$25,380	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Payables to Armstrong Hirsch Jackoway Tyerman & Wertheimer (6)	10,370	10,370	10,370	10,370	41,482	0	0	0	0	0	0	0	0	0	0
Payables to Steven M. Satz, Esq. handling Florida litigation (7)	12,000	0	0	0	12,000	0	0	0	0	0	0	0	0	0	0
Payables to level & Marvella (8)	440,849	\$28,849	\$28,849	\$28,849	\$127,395	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Non-Operating Total	\$115,817	\$92,058	\$147,243	\$147,705	\$502,824	\$118,642	\$119,111	\$119,580	\$120,049	\$477,382	\$122,288	\$122,765	\$124,047	\$204,595	\$573,697
Total	\$115,817	\$207,276	\$395,119	\$392,824	\$802,251	\$821,486	\$740,577	\$860,157	\$990,256	\$990,256	\$1,102,494	\$1,225,256	\$1,349,307	\$1,553,903	\$1,553,903
Cumulative															

Notes:
 (1) Includes Fringes as 30% of Total Payroll.
 (2) Assumes successful patent re-writes are completed by end of 2nd Quarter.
 (3) Represents Delaware corporate expenses, tax filings, future Florida litigation expenses.
 (4) Key payment to continue contact with Ted Lamonts and AOL.
 (5) Key payments to answer PCT Office Actions.
 (6) Key payments to explain introduction to major motion picture studios
 (7) Key payments to continue Florida litigation.
 (8) Key payments to explain introduction to major motion picture studios.



Friday, July 04, 2003

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

Dear Mitchell & Isa Welsch,

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

Cost included to be;

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

As always, with best regards,

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

Eliot I Bernstein
Founder
I View It Technologies, Inc.

cc: Caroline Prochotska Rogers, Esquire

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

EXHIBIT "F"



IVIEWIT HOLDINGS, INC.

P. Stephen Lamont
Chief Executive Officer
Direct Dial: 914-217-0038

By Electronic Mail and Facsimile

August 13, 2003

Schiffirin & Barroway, LLP
Three Bala Plaza East, Suite 400
Bala Cynwyd, Penn. 19004
C/o Krishna B. Narine; Andrew L. Barroway

Re: Letter of Understanding Dated July 15, 2003 ("Agreement") by and Between Iviewit Holdings, Inc. ("Company") and Schiffirin & Barroway, LLP ("SB"): Demand for Payment

Dear Sirs:

As a result of your letters of August 1, 2003 and August 5, 2003 wherein you claim unilateral withdrawal from the above referenced executed, binding, and bi-lateral Agreement, such letters constitute material breach of the Agreement, thereby excusing the Company from any further performance under said Agreement and thereby entitling the Company to action by breach of contract if the following demand for payment is not met within five (5) business days:

- | | |
|---|---------------------------|
| 1. By virtue of Section 1, Purchase Price of the Crossbow/DiStream interests | \$100,000.00 |
| 2. By virtue of Section 3.a., Minimum Cost of Future Patent Prosecution | 250,000.00 |
| 3. By virtue of Section 3.a., Present Value, Patent Life Loss of PCT patent applications PO10EP, PO11EP | 3,400,000.00 ¹ |
| 4. By virtue of Section 3.b., Prosecuting to Judgment Or Settlement of Claims Estimated at | 5,000,000.00 |

¹ From the projections sent to SB in an April 23, 2003 due diligence package estimated at twenty percent (20%) international revenues on a cumulative total of approximately Seventeen Billion Dollars (17,000,000,000).



Schiffirin & Barroway, LLP

August 13, 2003

Page 2

5. By virtue of Section 3.c., Prosecuting for Unauthorized Use of Proprietary Technology Estimated at	10,000,000.00
6. By virtue of Section 3.c., Prosecuting for Patent Infringement	10,000,000.00
7. By virtue of Section 3.d., Payment of Operating Budget	1,553,903.00
8. By virtue of Section 3.e., Prosecute Actions to Recover Company Stock Estimated at	<u>100,000.00</u>

Total \$3,427,003,903.00

Offsets:

Payment for Recovery of Files	\$6,805.83
Payment to Steven M. Selz, Esq.	16,998.11
Transfer to Eliot I. Bernstein	1,000.00
Estimated Disbursements	<u>500.00</u>

Total Offsets \$25,303.94

Total Demand for Payment \$3,426,978,559.06

Very truly yours,

IVIEWIT HOLDINGS, INC.

By:  P. Stephen Lamont
Chief Executive Officer

Digitally signed by P. Stephen Lamont
DN: cn=P. Stephen Lamont, o=iViewit
Holdings, Inc., ou=Corporate, c=US
Date: 2003.08.13 20:39:47 -04'00'

Cc: Eliot I. Bernstein,
Caroline P. Rogers
Mark W. Gaffney, Esq., Law Offices of Mark W. Gaffney
Jeffrey A. Klafter, Esq., Partner, Klafter & Olsen LLP
Kurt Olsen, Esq., Partner, Klafter & Olsen LLP
Kenneth Anderson, Special Counsel, Howrey Simon Arnold & White, LLP



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Wednesday, April 21, 2004
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EXHIBIT G

LAMONT REVENUE PROJECTIONS OVER THE LIFE OF THE PATENTS

Calculated Discount Rate:	12.00%	Year 1	Year 2	Year 3	Year 4	Year 5
Revenue Potential						
Device OEM Licensing		\$387,491,845	\$410,385,714	\$435,344,087	\$465,758,798	\$543,018,985
Motion Picture Video on Demand ("VOD") Licensing		4,260,793	4,778,426	5,648,251	7,151,662	9,707,205
DVD Encoding/Replication	90	383,471,325	430,058,359	508,342,628	643,649,599	873,648,447
Appliances (copiers, printers, etc.)	75%	290,618,884	307,789,285	326,508,066	364,319,098	407,264,239
Other Device OEM's (scanners, game boxes, e-books, etc.)	25%	96,872,961	102,596,428	108,836,022	121,439,699	135,754,746
Delivery Systems (terrestrial, ISP, Wireless, etc.)	100%	387,491,845	0	0	0	0
Medical Imaging and Devices	30%	116,247,354	123,115,714	130,603,226	145,727,639	162,905,696
Wireless Devices	70%	271,244,292	287,270,000	304,740,861	340,031,159	380,113,290
Enterprise Software	45	191,735,663	215,029,179	254,171,314	321,824,799	436,824,224
Internet (auctions, retail games, etc.)	45	191,735,663	215,029,179	254,171,314	321,824,799	436,824,224
Total Revenue Potential		2,321,170,824	2,096,052,285	2,328,786,447	2,752,637,898	3,387,047,772
Present Value -- Total Revenue Potential		1,875,454,356	1,670,960,048	1,657,584,195	1,749,351,147	1,921,901,867
Present Value -- Cumulative Revenue Potential		1,875,454,356	3,546,414,404	5,203,998,599	6,953,349,746	8,875,251,614
Present Value -- Cum. Rev. Pot. Over 20-Year Patent Life (\$17,353,552,075				



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EXHIBIT H

**POTENTIAL LITIGATION THREATENED BY COMPANY MANAGEMENT,
ACTING CEO, P. STEPHEN LAMONT**

IN THE SUPREME COURT FOR THE COUNTY OF WESTCHESTER, NEW YORK

P. STEPHEN LAMONT, as an intended beneficiary of Iviewit Holdings, Inc.)
)
Plaintiff,)
)
vs.)
PROSKAUER ROSE LLP, MELTZER LIPPE & GOLDSTEIN LLP, FOLEY LARDNER, LLP, SCHIFFRIN & BARROWAY, LLP, and BLAKELY SOKOLOFF TAYLOR & ZAFMAN LLP)
)
Defendants.)

CIVIL ACTION NO. _____

COMPLAINT FOR FRUSTRATION OF CONTRACT

COMES NOW the Plaintiff, P. STEPHEN LAMONT (“LAMONT”), and hereby sues Defendants, PROSKAUER ROSE LLP (“PROSKAUER”), MELTZER, LIPPE & GOLDSTEIN, LLP (“MLG”), FOLEY LARDNER LLP (“FOLEY”), SCHIFFRIN & BARROWAY, LLP (“SB”), and BLAKELY SOKOLOFF TAYLOR & ZAFMAN LLP (“BSTZ”).

FACTUAL ALLEGATIONS

1. This is an action for specific performance and damages in a sum greater than Fifteen Thousand Dollars (\$15,000.00), exclusive of interest, taxable costs, and attorney’s fees.

2. Plaintiff, LAMONT, is a sui juris individual and resident of Brewster, Westchester County, New York, and Chief Executive Officer of Iviewit Holdings, Inc. ("Iviewit"), a Delaware corporation.
3. Upon information and belief, defendant PROSKAUER is a New York limited partnership.
4. Upon information and belief, defendant MLG is a New York limited liability partnership.
5. Upon information and belief, defendant, FOLEY is a Wisconsin limited liability partnership.
6. Upon information and belief, defendant SB is a Pennsylvania limited liability partnership.
7. Upon information and belief, defendant BSTZ is a California limited liability partnership.
8. That beginning on or about August 2001, LAMONT held discussions with Microsoft Corporation, a Delaware corporation based in Redmond, Wash. for a variety of digital entertainment positions.
9. That during such discussions, Microsoft executives stated "the best way for us to start a relationship would be for you to talk to Iviewit, as they have some problems, and once you fix them, come back and we will talk. You can find them through Chuck Brunelas on www.monster.com," or words to that effect.
10. That LAMONT contacted Chuck Brunelas and Chuck Brunelas notified LAMONT of Iviewit's ongoing search for a Chief Executive Officer.

11. That LAMONT held additional discussions with Eliot I. Bernstein (“Bernstein”), founder of Iviewit, and David Colter, an Advisory Board Member of Iviewit and then Vice President, Advanced Technology of Warner Bros., a unit of Time Warner Entertainment, L.P.

12. That Iviewit offered the position of Chief Executive Officer and LAMONT accepted same according to an executed employment agreement, as amended, (“Agreement”) a true copy of attached herein as Exhibit A.

13. That according to the Agreement, Iviewit awarded LAMONT a base salary of One Hundred Seventy Five Thousand Dollars (\$175,000) per annum and stock options to purchase ten percent (10%) of the common stock of Iviewit.

14. That Bernstein engaged the services of PROSKAUER to provide legal services to Iviewit, including corporate formation and governance for a single entity and to obtain multiple patents and oversee U.S. and international filings for such technologies including the provisional filings for the technologies (“Technology”), and such other activities as were necessary to protect the intellectual property represented by the Technology.

15. That PROSKAUER, rather than pursuing the corporate formation and governance for a single entity, proceeded to engage in fraud and deceit by the corporate formation of multiple entities in a multi-tiered structure.

16. That PROSKAUER by their formation of multiple entities in a multi-tiered structure, additionally engaged, effectively, in a “shell game” as to which entity and under what structure would hold assignment of the Technology from Bernstein and others.

17. That as part and parcel of their engagement agreement, a true copy attached herein as Exhibit B, Bernstein awarded PROSKAUER a two and one-half percent (2.5%) equity ownership position ("Proskauer Equity") in an initial company by the name of Iviewit, Inc., a Florida corporation.

18. That subsequent to the offer and acceptance of the Proskauer Equity, PROSKAUER proceeded to move the Proskauer Equity into a position, by the formation of a multiplicity of entities, and name changes so as to give the appearance of assignments of the Technology to Iviewit, whereby, factually, the assignments of the Technology reside in a company ("Patent Company") in which PROSKAUER holds the Proskauer Equity, and rather than Iviewit.

19. That as a result of this "shell game" conducted by PROSKAUER, upon information belief, Iviewit holds no ownership interest in the Patent Company.

20. That such effective engagement by PROSKAUER in fraud, deceit, and "sham" entities, thus constituting a "shell game," such action frustrates the purpose of the Agreement.

21. That MLG, PROSKAUER, FOLEY, SB, and BSTZ further conspired to deprive Iviewit of its rights to the technologies developed by Bernstein and others, and equally frustrating to Plaintiff's Agreement, by:

- a. Aiding MLG in filing patents, according to a certain engagement agreement attached as Exhibit C, for Iviewit intellectual property by intentionally withholding pertinent information from such patents and not filing same timely; and

- b. Failing to list proper inventors of the Technology based on improper legal advice that foreign inventors could not be listed until their immigration status was adjusted, resulting in the failure of the patents to include their rightful and lawful inventors; and,**
- c. Failing to ensure that the patent applications for the Technology, contained all necessary and pertinent information relevant to the technologies and as required by law; and,**
- d. Upon discovery of the "lapses" by MLG, that PROSKAUER referred the patent matters to William J. Dick, upon information and belief a sui juris individual and resident of Hyfluxo, Palm Beach County, Florida and who at all various times relevant hereto was of counsel to FOLEY and who provided legal services to Iviewit ("Dick"), according to a certain engagement agreement attached as Exhibit D; and**
- e. Transferring patents using FOLEY so as to name Brian G. Utley, former President & Chief Operating Officer of Iviewit ("Utley") as the sole holder of multiple patents in his individual name and capacity when in fact they were and arose from the technologies developed by Bernstein and others and held by Bernstein and others prior to Utley's employment with Iviewit, and;**
- f. Allowing the infringement of confidentiality agreements of Iviewit and the intellectual property of Bernstein and others by other clients of PROSKAUER; and,**

g. Influencing BSTZ, according to an engagement agreement attached as Exhibit E, to fail to repair the inventorship issues described in subparagraph b above.

22. That on July 15, 2003, Bernstein and SB executed an engagement agreement ("SB Agreement"), a true copy of which is attached herein as Exhibit F, that provided for, *interalia*, the prosecution to judgment or settlement of many, if not all, of the claims against PROSKAUER, MLG, FOLEY, and BSTZ described above as well as funding of Iviewit's operations in the approximate sum of Two Million Dollars (\$2,000,000), since unilaterally canceled by SB.

23. That LAMONT is in privity for purposes of bringing this complaint against Defendants, in that the Agreement individually names LAMONT as a party to and beneficiary of the fortunes of Iviewit since disparaged by Defendants.

24. That LAMONT is an intended beneficiary of the fortunes of Iviewit, under the Agreement as the Restatement Second of Contracts recognizes: (i) LAMONT's recognition of Defendant's commencement of performance is appropriate to effectuate the intention of the parties; and (ii) the circumstances of the Agreement indicate that Iviewit intends to give LAMONT the benefit of the fortunes of Iviewit.

25. That under common law as well as decisional law where courts have held that individuals in the position of LAMONT are in privity regarding such complaints, said holdings are analogous to the Plaintiff's claim of privity by virtue of his rights as Chief Executive Officer of Iviewit, one of the largest shareholders of Iviewit through exercise of stock options, and as an intended beneficiary of the fortunes of Iviewit.

26. As a direct and proximate result of the actions of the Defendants, Plaintiff has been damaged in a sum estimated to be greater than One Billion Seven Hundred Million Four Hundred and Twenty Five Thousand Dollars (\$1,700,425,000), based on projections as to the value of the Technology and their applications to current and future uses and where such sum is representative of Lamont's interest in Iviewit as awarded by the terms of the Agreement.

27. All conditions precedent to the bringing of this action have occurred or have been waived or excused.

COUNT I – FRUSTRATION OF CONTRACT

28. This is an action for frustration of contract within the jurisdiction of this court.

29. Plaintiff re-alleges and hereby incorporates the allegations of Paragraphs 1 through 27 as if fully set forth herein.

30. Defendants, PROSKAUER, MLG, FOLEY, SB, and BSTZ frustrated the Agreement for Plaintiff, LAMONT, by failing to provide services billed for and, in SB's case, unilaterally canceling the SB agreement with Iviewit without funding of the contracted for \$2,000,000 or providing the legal representation inherent in the SB Agreement.

31. That such action on the part of PROSKAUER, MLG, FOLEY, SB, and BSTZ constitute breaches of the contract by and between Iviewit and PROSKAUER, MLG, FOLEY, SB, and BSTZ.

32. That as a direct and proximate result of such conduct on the part of PROSKAUER, MLG, FOLEY, SB, and BSTZ, LAMONT has been damaged by the

failure of PROSKAUER, MLG, FOLEY, SB, and BSTZ to perform the contracted for legal and other services according their engagement agreements.

33. That by the failure of Defendants to perform their contracted for legal and other services according to their engagement agreements, the value of LAMONT'S equity position in Iviewit by virtue of the Agreement has been reduced, as the assignments to the Technology reside in the Patent Company, rather than Iviewit.

34. That by the failure of Defendants to perform their contracted for legal and other services according to their engagement agreements, the continued pay rolling of LAMONT's base salary from Iviewit by virtue of the Agreement has been eliminated, as the intentional withholding of pertinent information from such patents and not filing same timely and wrongful assignments of the Technology, and in SB's case, failure to perform under the SB Agreement, prevents Iviewit from the attraction of capital to fund Plaintiff's base salary.

WHEREFORE, LAMONT demands judgment for damages against Defendants PROSKAUER, MLG, FOLEY, SB, and BSTZ together with court costs, interest, and such other and further relief as this Court deems just and equitable.

This 17th day of May 2004

Attorney for Plaintiff

Affidavit of Service

I hereby certify that a true and correct copy of the foregoing was furnished by certified mail this 17th day of May 2004, to Proskauer Rose LLP, Meltzer, Lippe & Goldstein, LLP, Foley & Lardner, LLP, Schiffrin & Barroway, LLP., and Blakely Sokoloff Taylor & Zafman LLP.

EXHIBIT "A"

[Insert Lamont Agreement]

[Insert Proskauer Engagement Agreement]

EXHIBIT "B"

Exhibit "C"

[Insert MLG Engagement Agreement]

Exhibit "D"

[Insert Foley Engagement Agreement]

EXHIBIT "E"

[Insert BSTZ Engagement Agreement]

EXHIBIT "F"

[Insert SB Engagement Agreement]

IN THE SUPREME COURT FOR THE COUNTY OF WESTCHESTER, NEW YORK

P. STEPHEN LAMONT, as an intended beneficiary of Iviewit Holdings, Inc. and on behalf of all those similarly situated shareholders)

Plaintiff,

vs.

PROSKAUER ROSE LLP, MELTZER LIPPE & GOLDSTEIN LLP, FOLEY LARDNER, LLP, SCHIFFRIN & BARROWAY, LLP, and BLAKELY SOKOLOFF TAYLOR & ZAFMAN LLP

Defendants.

CIVIL ACTION NO. _____

COMPLAINT FOR FRUSTRATION OF CONTRACT

COMES NOW the Plaintiff, P. STEPHEN LAMONT (“LAMONT”), and hereby sues Defendants, PROSKAUER ROSE LLP (“PROSKAUER”), MELTZER, LIPPE & GOLDSTEIN, LLP (“MLG”), FOLEY LARDNER LLP (“FOLEY”), SCHIFFRIN & BARROWAY, LLP (“SB”), and BLAKELY SOKOLOFF TAYLOR & ZAFMAN LLP (“BSTZ”).

FACTUAL ALLEGATIONS

1. This is an action for specific performance and damages in a sum greater than Fifteen Thousand Dollars (\$15,000.00), exclusive of interest, taxable costs, and attorney’s fees.

2. **Plaintiff, LAMONT, is a sui juris individual and resident of Brewster, Westchester County, New York, and Chief Executive Officer of Iviewit Holdings, Inc. (“Iviewit”), a Delaware corporation.**
3. **Upon information and belief, defendant PROSKAUER is a New York limited partnership.**
4. **Upon information and belief, defendant MLG is a New York limited liability partnership.**
5. **Upon information and belief, defendant, FOLEY is a Wisconsin limited liability partnership.**
6. **Upon information and belief, defendant SB is a Pennsylvania limited liability partnership.**
7. **Upon information and belief, defendant BSTZ is a California limited liability partnership.**
8. **That beginning on or about August 2001, LAMONT held discussions with Microsoft Corporation, a Delaware corporation based in Redmond, Wash. for a variety of digital entertainment positions.**
9. **That during such discussions, Microsoft executives stated “the best way for us to start a relationship would be for you to talk to Iviewit, as they have some problems, and once you fix them, come back and we will talk. You can find them through Chuck Brunelas on www.monster.com,” or words to that effect.**
10. **That LAMONT contacted Chuck Brunelas and Chuck Brunelas notified LAMONT of Iviewit’s ongoing search for a Chief Executive Officer.**

11. That LAMONT held additional discussions with Eliot I. Bernstein (“Bernstein”), founder of Iviewit, and David Colter, an Advisory Board Member of Iviewit and then Vice President, Advanced Technology of Warner Bros., a unit of Time Warner Entertainment, L.P.

12. That Iviewit offered the position of Chief Executive Officer and LAMONT accepted same according to an executed employment agreement, as amended, (“Agreement”) a true copy of attached herein as Exhibit A.

13. That according to the Agreement, Iviewit awarded LAMONT a base salary of One Hundred Seventy Five Thousand Dollars (\$175,000) per annum and stock options to purchase ten percent (10%) of the common stock of Iviewit.

14. That Bernstein engaged the services of PROSKAUER to provide legal services to Iviewit, including corporate formation and governance for a single entity and to obtain multiple patents and oversee U.S. and international filings for such technologies including the provisional filings for the technologies (“Technology”), and such other activities as were necessary to protect the intellectual property represented by the Technology.

15. That PROSKAUER, rather than pursuing the corporate formation and governance for a single entity, proceeded to engage in fraud and deceit by the corporate formation of multiple entities in a multi-tiered structure.

16. That PROSKAUER by their formation of multiple entities in a multi-tiered structure, additionally engaged, effectively, in a “shell game” as to which entity and under what structure would hold assignment of the Technology from Bernstein and others.

17. That as part and parcel of their engagement agreement, a true copy attached herein as Exhibit B, Bernstein awarded PROSKAUER a two and one-half percent (2.5%) equity ownership position (“Proskauer Equity”) in, upon information and belief, an initial company by the name of Iviewit, Inc., a Florida corporation.

18. That subsequent to the offer and acceptance of the Proskauer Equity, PROSKAUER proceeded to move the Proskauer Equity into a position, by the formation of a multiplicity of entities, and name changes so as to give the appearance of assignments of the Technology to Iviewit, whereby, factually, the assignments of the Technology reside in a company (“Patent Company”) in which PROSKAUER holds the Proskauer Equity, and rather than Iviewit.

19. That as a result of this “shell game” conducted by PROSKAUER, upon information belief, Iviewit holds no ownership interest in the Patent Company.

20. That such effective engagement by PROSKAUER in fraud, deceit, and “sham” entities, thus constituting a “shell game,” such action frustrates the purpose of the Agreement.

21. That MLG, PROSKAUER, FOLEY, SB, and BSTZ further conspired to deprive Iviewit of its rights to the technologies developed by Bernstein and others, and equally frustrating to Plaintiff’s Agreement, by:

- a. Aiding MLG in filing patents, according to a certain engagement agreement attached as Exhibit C, for Iviewit intellectual property by intentionally withholding pertinent information from such patents and not filing same timely; and

- b. Failing to list proper inventors of the Technology based on improper legal advice that foreign inventors could not be listed until their immigration status was adjusted, resulting in the failure of the patents to include their rightful and lawful inventors; and,**
- c. Failing to ensure that the patent applications for the Technology, contained all necessary and pertinent information relevant to the technologies and as required by law; and,**
- d. Upon discovery of the "lapses" by MLG, that PROSKAUER referred the patent matters to William J. Dick, upon information and belief a sui juris individual and resident of Hypluxo, Palm Beach County, Florida and who at all various times relevant hereto was of counsel to FOLEY and who provided legal services to Iviewit ("Dick"), according to a certain engagement agreement attached as Exhibit D; and**
- e. Transferring patents using FOLEY so as to name Brian G. Utley, former President & Chief Operating Officer of Iviewit ("Utley") as the sole holder of multiple patents in his individual name and capacity when in fact they were and arose from the technologies developed by Bernstein and others and held by Bernstein and others prior to Utley's employment with Iviewit, and;**
- f. Allowing the infringement of confidentiality agreements of Iviewit and the intellectual property of Bernstein and others by other clients of PROSKAUER; and,**

- g. Influencing BSTZ, according to an engagement agreement attached as Exhibit E, to fail to repair the inventorship issues described in subparagraph b above.**

22. That on July 15, 2003, Bernstein and SB executed an engagement agreement (“SB Agreement”), a true copy of which is attached herein as Exhibit F, that provided for, *interalia*, the prosecution to judgment or settlement of many, if not all, of the claims against PROSKAUER, MLG, FOLEY, and BSTZ described above as well as funding of Iviewit’s operations in the approximate sum of Two Million Dollars (\$2,000,000), since unilaterally canceled by SB.

23. That LAMONT is in privity for purposes of bringing this complaint against Defendants, in that the Agreement individually names LAMONT as a party to and beneficiary of the fortunes of Iviewit since disparaged by Defendants.

24. That LAMONT is an intended beneficiary of the fortunes of Iviewit, under the Agreement as the Restatement Second of Contracts recognizes: (i) LAMONT’s recognition of Defendant’s commencement of performance is appropriate to effectuate the intention of the parties; and (ii) the circumstances of the Agreement indicate that Iviewit intends to give LAMONT the benefit of the fortunes of Iviewit.

25. That under common law as well as decisional law where courts have held that individuals in the position of LAMONT are in privity regarding such complaints, said holdings are analogous to the Plaintiff’s claim of privity by virtue of his rights as Chief Executive Officer of Iviewit, one of the largest shareholders of Iviewit through exercise of stock options, and as an intended beneficiary of the fortunes of Iviewit.

26. As a direct and proximate result of the actions of the Defendants, Plaintiff and the shareholders Plaintiff has a fiduciary duty to serve, have been damaged in a sum estimated to be greater than One Billion Seven Hundred Million Four Hundred and Twenty Five Thousand Dollars (\$1,700,425,000), based on projections as to the value of the Technology and their applications to current and future uses and where such sum is representative of Lamont's interest in Iviewit as awarded by the terms of the Agreement.

27. All conditions precedent to the bringing of this action have occurred or have been waived or excused.

COUNT I – FRUSTRATION OF CONTRACT

28. This is an action for frustration of contract within the jurisdiction of this court.

29. Plaintiff re-alleges and hereby incorporates the allegations of Paragraphs 1 through 27 as if fully set forth herein.

30. Defendants, PROSKAUER, MLG, FOLEY, SB, and BSTZ frustrated the Agreement for Plaintiff, LAMONT, and in turn the shareholders Plaintiff has a duty to serve, by failing to provide services billed for and, in SB's case, unilaterally canceling the SB agreement with Iviewit without funding of the contracted for \$2,000,000 or providing the legal representation inherent in the SB Agreement.

31. That such action on the part of PROSKAUER, MLG, FOLEY, SB, and BSTZ constitute breaches of the contract by and between Iviewit and PROSKAUER, MLG, FOLEY, SB, and BSTZ.

32. That as a direct and proximate result of such conduct on the part of PROSKAUER, MLG, FOLEY, SB, and BSTZ, LAMONT, and in turn the

shareholders Plaintiff has a duty to serve, has been damaged by the failure of PROSKAUER, MLG, FOLEY, SB, and BSTZ to perform the contracted for legal and other services according their engagement agreements.

33. That by the failure of Defendants to perform their contracted for legal and other services according to their engagement agreements, the value of LAMONT'S equity position, and the equity of the shareholders he has a duty to serve, in Iviewit by virtue of the Agreement has been reduced, as the assignments to the Technology reside in the Patent Company, rather than Iviewit.

34. That by the failure of Defendants to perform their contracted for legal and other services according to their engagement agreements, the continued pay rolling of LAMONT's base salary from Iviewit by virtue of the Agreement has been eliminated, as the intentional withholding of pertinent information from such patents and not filing same timely and wrongful assignments of the Technology, and in SB's case, failure to perform under the SB Agreement, prevents Iviewit from the attraction of capital to fund Plaintiff's base salary.

WHEREFORE, LAMONT demands judgment, and on behalf of all those shareholders similarly situated, for damages against Defendants PROSKAUER, MLG, FOLEY, SB, and BSTZ together with court costs, interest, and such other and further relief as this Court deems just and equitable.

This 17th day of May 2004

Attorney for Plaintiff

Affidavit of Service

I hereby certify that a true and correct copy of the foregoing was furnished by certified mail this 17th day of May 2004, to Proskauer Rose LLP, Meltzer, Lippe & Goldstein, LLP, Foley & Lardner, LLP, Schiffrin & Barroway, LLP., and Blakely Sokoloff Taylor & Zafman LLP.
