

PROSKAUER ROSE LLP

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Christopher C. Wheeler
Member of the Firm

Direct Dial 561.995.4702

September 8, 1999

Mr. Brian G. Utley
iviewit LLC
c/o Goldstein Lewin
1900 Corporate Boulevard, Suite 300-E
Boca Raton, FL 33431

Re: Engagement Agreement for iviewit LLC

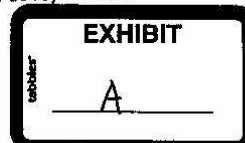
Dear Brian:

Thank you for the opportunity to represent iviewit LLC in connection with general corporate advice (the "Work") and such other matters as we may undertake on your behalf from time to time. As is our Firm's custom, we are writing to confirm our agreement regarding such representation.

Our fees for services performed will be billed at our regular hourly rates. Currently, these rates range from \$135.00 to \$385.00 per hour for all legal services performed by the Firm's attorneys in our Boca Raton office. The hourly rate charged by any particular attorney within the range mentioned depends on such factors as that lawyer's experience, familiarity with the subject matter being worked upon, and such other factors as have been determined by the Firm in establishing the normal hourly rates for its attorneys. Time spent by any legal assistant is currently charged at \$90.00 per hour.

In addition to the fees described above, you agree to reimburse and pay us for all disbursements made by us, and our customary charges for in-house services in connection with the legal services performed under this agreement, including document reproduction and facsimile charges, computerized legal research, overtime (if required), travel expenses, court filing fees, postage, messenger and overnight courier fees, long-distance telephone charges, document preparation charges, word processing, taxes and miscellaneous expenses.

We anticipate billing you on a monthly basis, with payment of all monies due within 30 days of receipt. We will send you periodic statements setting forth the amount of the fees, disbursements and charges to which we are entitled and the basis for their calculation. Although, as noted above, we will ordinarily bill you monthly for fees, disbursements and charges of the preceding



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month, we may occasionally defer billing for a given month (or months) if the accrued fees and costs do not warrant current billing or if other circumstances would make it more convenient to defer billing.

We are waiving a retainer at this time, but we reserve the right to ask for one at any time.

You have the right to discharge us as your counsel in connection with the Work at any time, but such discharge shall not affect our right to be paid all our previously incurred but unpaid fees, and all our previously incurred but unpaid charges and disbursements, in accordance with this letter agreement.

We may from time to time, either at your request or at our own initiative, provide you with an estimate of fees or costs that we reasonably anticipate will be incurred in connection with the Work. It is understood that such estimates, which are predicated on a variety of assumptions, are subject to unforeseen circumstances and are by their nature inexact.

If you agree that the foregoing meets with your approval, please sign and return to me the enclosed copy of this letter as soon as possible.

We very much appreciate the opportunity to represent you in this matter.

Best regards.

Cordially,



Christopher C. Wheeler