



The Florida Bar
 650 Apalachee Parkway
 Tallahassee, Florida 32399-2300
 Toll Free 1-866-352-0707 (ACAP)

The Florida Bar
Internet Inquiry/Complaint Form

PART ONE: (See instructions, part one.)

Your Name: Eliot I Bernstein
 10158 Stonehenge Circle
 Boynton Beach, FL 33437
 561.364.4240

Attorney's Name: Christopher Wheeler
 Proskauer Rose LLP
 One Boca Place
 Suite 340 West
 2255 Glades Road
 Boca Raton, FL 33431-7360

And

P. Stephen Lamont
 4 Ward Street
 Brewster, NY 10509
 (845) 279-7710

ACAP Reference No. 03-13069

PART TWO: (See instructions, part two.) The specific thing or things I am complaining about are:
 See attached complaint sheet

PART THREE: (See instructions, part three.) The witnesses in support of my allegations are: [see attached sheet].

PART FOUR: (See instructions, part four.)

I did attempt to use ACAP to resolve this situation and Ted Littlewood suggested filing the complaint.

To attempt to resolve this matter, I did the following:

I called ACAP

PART FIVE (See reverse, part five.): *Under penalty of perjury, I declare the foregoing facts are true, correct and complete. I have read and understand the information on the reverse of this page and contained in the pamphlet "Complaint Against a Florida Lawyer." I also understand that the filing of a Bar complaint will not toll or suspend any applicable statute of limitations pertaining to my legal matter.*

_____- Eliot I Bernstein
 Signature

02/26/2003
 Date

_____- for P. Stephen Lamont by Eliot I. Bernstein his
 attorney -in-fact
 Signature

02/26/2003
 Date



IVIEWIT HOLDINGS, INC.

Part 2 – Florida Bar Complaint

February 25, 2003

Chief Disciplinary Counsel:

Eric M. Turner
Cypress Financial Center, Suite 835
5900 North Andrews Avenue
Ft. Lauderdale, Florida 33309
(954) 772-2245

Re: General Complaint against Christopher C. Wheeler on Behalf of Iviewit Holdings, Inc. (a Delaware Corporation) (“Company”)

Dear Sir or Madam:

By way of introduction, I am Founder and President (Acting) of the above referenced Company, and write to file a General Complaint against the following member of the Florida State Bar Association:

Christopher C. Wheeler
Proskauer Rose LLP
One Boca Place
Suite 340 West
2255 Glades Road
Boca Raton, FL 33431-7360
(561) 995-4702

Introduction

Christopher Wheeler, (hereinafter "Wheeler"), believed to be a resident of the State of Florida, and who at various times relevant hereto was a partner of Proskauer Rose LLP (hereinafter "Proskauer"), and who provided legal services to the Company.

Moreover, beginning on or about September of 1998, the Company, through its agent and principal, Eliot I. Bernstein ("Bernstein"), began negotiations with Proskauer with regard to Proskauer providing legal services to the Company the purpose of which was to develop and market specific technologies developed by Bernstein and two others, which technologies allowed for the scaling, enlargement, panning and zooming of digital images and video without degradation to the quality of the digital image due to what is commonly referred to as "pixelation", the delivery of digital video using proprietary scaling techniques, a combination of the image pan and zoom techniques and video scaling techniques, and the remote control of video and image applications.



Furthermore, Bernstein engaged the services of Proskauer and in turn Wheeler, among others, through an engagement letter a true copy of which I attach herein as Exhibit "A", to obtain multiple patents and oversee US and foreign filings for such technologies including the provisional filings for the technologies as described above, and such other activities as were necessary to protect the intellectual property.

Additionally, upon information and belief, Wheeler upon viewing the technologies developed by Bernstein, and held by the Company, realized the significance of the technologies, its various applications to communication networks for distributing video data and images and for existing digital processes, including, but not limited to digital cameras, digital video disks (DVD), digital imaging technologies for medical purposes and digital video, and that Wheeler designed and executed, sometimes for himself or others similarly situated, deceptions, improprieties, and, even in certain circumstances, outright malfeasances by the disingenuous insertion of his own interests or the interests of third parties, who were other clients of Proskauer and Wheeler, between the Company, as his client and together with its disclosed techniques, and the ultimate end users of its future OEM and other licensees, to the detriment and damage of the Company. Many of the malfeasances against the Company have also involved fraud against the US Patent and Trademark Office. The technologies were evaluated by a leading imaging company, Real 3D of Orlando FL and were estimated to be worth billions of dollars, due to there application to almost all digital imaging and video applications.

Finally, as a direct and proximate result of the conduct of Wheeler, Warner Bros/AOLTW ceased business relations with the Company to the damage and detriment of the Company; the Company more specifically stipulates Wheeler's actions and inactions directly below:

Specifics of General Complaint

Where the Company employed Wheeler and Proskauer for purposes of representing the Company to obtain multiple patents and oversee foreign filings for such technologies including the provisional filings for the technologies as described above, and that pursuant to such employment, Wheeler and Proskauer owed a duty to ensure that the rights and interests of the Company were protected, Wheeler and Proskauer neglected that reasonable duty of care in the performance of legal services in that they:

1. Misrepresented lawyer Raymond A. Joao by Christopher Wheeler, to the Board of Directors and investors of I View It, Mr. Joao presently of counsel to Dreier & Baritz, New York, N.Y. initially was represented as a Proskauer Rose attorney when he was not a member of such firm, but actually of counsel to one Meltzer Lippe Goldstein and Schlissel, Mineola, N.Y.
2. Misrepresented lawyer Kenneth Rubenstein by Christopher Wheeler as a member of Proskauer Rose, and presently a partner of Proskauer Rose, but at the initiation of contact, a partner of a one Meltzer Lippe Goldstein and Schlissel.
3. Failed to take reasonable steps to ensure that the intellectual property of the Company was protected; and,



4. Allowed the infringement of patent rights of the Company and the intellectual property of the Company by other clients of Proskauer and Rubenstein. Failed to submit to patent pools overseen by Rubenstein Iviewit patents for inclusion to such pools, including but not limited to MPEG 2, MPEG 4, and DVD and;
5. Failed to and/or inadequately completed work regarding patents, copyrights and trademarks; and,
6. Engaged in unnecessary and duplicate corporate and other work; and,
7. By redacting information from the billing statements regarding services provided so to as to give the appearance that the services provided by Proskauer were limited in nature, when in fact they involved various aspects of intellectual property protection; and,
8. By knowingly and willfully representing and agreeing to accept representation of clients in conflict with the interests of the Company, without either consent or waiver by the Company.
9. Submitting false resumes for President candidate Brian Utley. Wheeler who was a close personal friend of Utley, recommended to Bernstein and other members of the board of directors of Iviewit that Iviewit engage the services of Utley to act as President of Iviewit.com LLC based on his knowledge and ability as to technology issues. That at the time that Wheeler made the recommendation of Utley to the board of directors, that Wheeler knew that Utley was in a dispute with his former employer, Diamond Turf Products, as to the fact that Utley had misappropriated certain patents on hydro-mechanical systems, which he claimed for himself to the detriment of his then employer Diamond turf Lawnmower, thereafter Utley was fired from the Company and Diamond Turf Lawnmower was closed down due to Utley's malfeasances, contrary to the resume submitted by Wheeler to the Board on behalf of Utley which claimed that the Company continued as a large success due to Utley and his inventions. Additionally, Wheeler was fully aware of the fact that Utley was not the highly qualified "engineer" that Wheeler represented Utley to be, and that in fact Utley lacked any formal education as an engineer and in fact had no engineering degree, whatsoever. Further, Wheeler and Utley submitted a new and improved biography on Utley to Wachovia Bank for a Private Placement in which Utley is described as having graduated SF College, which is in direct contradiction to his resume submitted to the Company by Mr. Wheeler. That despite such knowledge, Wheeler never mentioned such facts concerning Utley to any representative of Iviewit and in fact undertook to "sell" Utley as a highly qualified candidate who would be the ideal person to undertake day to day operations of Iviewit and work on the patents acting as a qualified engineer. Based on the recommendations of Wheeler, as partner of Proskauer, the Board of Directors agreed to engage the services of Utley as President/COO other qualified candidates were not chosen based on Wheeler's misrepresentations of Brian Utley.
10. Failing to disclose and secure conflict waivers from the Company, that Mr. Wheeler had preformed prior legal work for Mr. Utley for the setting up of Mr. Utley's company, Premiere Consulting.
11. Recommendation by Mr. Wheeler and Mr. Utley of William Dick as patent counsel for I View It without disclosure that Mr. Dick had been involved in patent



- malfeasances with Mr. Utley's former employer Diamond Turf products. Mr. Dick subsequently aided and abetted Mr. Utley in writing patents into his own name of the Company's technologies, without assignment to the Company, sent to his home address and filed fraudulently with the US Patent and Trademark office.
12. Mr. Wheeler transacted stock to Tiedemann/Prolow, another referral friend of Mr. Wheeler, without proper documentation, nor Board approval.
 13. Knowing and willful destruction of Company records
 14. Failure to file Copyrights on behalf of I View It when billed for such
 15. Failing to list proper inventors of the technologies on the patents, and thereby submitting false and fraudulent patents to the US Patent and Trademark office based on improper legal advice by Wheeler that foreign inventors could not be listed until their immigration status was adjusted leading to further erroneous billings by Proskauer Rose for frivolous immigration work. This resulted in the failure of the patents to include their rightful and lawful inventors; and,
 16. Violation 4-1.1 - Lack of competence in all matters pertaining to patent and copyrights, in some instances outright lack of filing documents that were billed for
 17. Violation 4-1.3 - Lack of diligence in representing the Company - Failure to file copyrights and failure to secure protection for patents
 18. Violation 4-1.4 - Failure to communicate with Company to the detriment of the Company, and in certain instances communication of false materials to the Company. Submission of executive resumes with knowingly false information for MR. Brian Utley a close personal friend of Mr. Wheeler. Failure to communicate proper information regarding attorney's handling patents for Company.
 19. Violation 4-1.4 - Withholding of information to the detriment of the Company, examples would be failure to secure Copyright protection and adequate patents based on withholding either partial or entire pertinent information from both client company and the United States Patent and Trademark Offices
 20. Violation 4-1.6 - Violated Company Confidentiality of Information in multiple instances for the benefit of his firm and his firm clients and patent pools overseen by firm.
 21. Violation 4-1.7 - Violated Company in multiple conflicts of Interest between Company and firm clients and firm patent pools overseen by firm
 22. Violations of RULE 4-1.8 - CONFLICT OF INTEREST; PROHIBITED AND OTHER TRANSACTIONS - Accepted Company stock for his firm knowing of potential conflicts that were never revealed to the Company
 23. Violations of RULE 4-1.10 - IMPUTED DISQUALIFICATION - Quit working for Company because he was being investigated by Company in several of the above allegations and then filed frivolous lawsuit against the Company in an attempt to claim a large claim against the Company holding the patents when he has no billing records to pursue such actions against these companies
 24. Lastly, the negligent actions of Wheeler and Proskauer resulted in and were the proximate cause of loss to the Company; true copies of exhibits and witnesses are available on request and/or I will, on behalf of the Company, presented them



according to proof at commencement of investigation into this General Complaint.

It is of special interest to note that Mr. Wheeler is especially culpable in the malfeasances against the Company, in that although other Bar Actions are being filed against individual conspirators, that all malfeasances committed against the Company have stemmed from relationships cultivated by Mr. Wheeler for the Company.

Due to the highly sensitive nature of the patent and copyright materials, exhibits will be provided once formal protections have been established in regard to this complaint.

Very truly yours,

IVIEWIT HOLDINGS, INC.

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

- Electronic Signature

Eliot I Bernstein
Iviewit Holdings, Inc.
10158 Stonehenge Circle
Boynton Beach, FL 33437
561.364.4240

And

A handwritten signature in black ink, appearing to read "P. Stephen Lamont".

Electronic Signature for P. Stephen Lamont by Eliot
I. Bernstein his attorney -in-fact
P. Stephen Lamont
CEO
Iviewit Holdings, Inc.



Part 3 – Florida Bar Complaint Witness List

**Michele Mulrooney, Esquire
Armstrong Hirsch Jackoway Tyerman & Wertheimer, P.C.
1888 Century Park East
Suite 1888
Los Angeles, California 90067-1702
Business: (310) 553-0305**

Has information pertaining to allegations that Mr. Wheeler; provided false information regarding the background of Mr. Utley to induce company to hire him; disseminated business plans with Kenneth Rubenstein as an advisor to Board, disseminated business plans with false information regarding MR. Utley, information regarding filing of patents without information disclosed by Company, information regarding patents written into Mr. Brian Utley's name as sole inventor and sent to home address without assignment to the Company, information regarding threats on inventor Eliot Bernstein's life leading to his moving family for safety concerns, information regarding interference with Company clients Warner Brothers, information regarding Mr. Utley misrepresentations in potential client Paramount/Viacomm; information regarding interference with Company by Wheeler referral Crossbow Ventures and damages caused by such interference to client Warner Brothers, information regarding Kenneth Rubenstein refusal to talk with client Warner Brothers leading to client refusing to continue business operations, information regarding her firms refusal to continue business with Company based on Mr. Utley's being caught lying to her client introduction Paramount Pictures which led to firms unwillingness to introduce Company to further prospects including but not limited to; FOX, Vivendi, Sony and MGM.

Because of the events that were being uncovered Armstrong Hirsh felt that the Company posed risk to their reputation with clients they were introducing Company to and led to their firm withdrawing as counsel to the Company.

**Alan Epstein, Esquire
Armstrong Hirsch Jackoway Tyerman & Wertheimer, P.C.
1888 Century Park East
Suite 1888
Los Angeles, California 90067-1702
Business: (310) 553-0305**

As an Advisory Board member to the Company has information pertaining to allegations that Mr. Wheeler; provided false information regarding the background of Mr. Utley to induce company to hire him; disseminated business plans with Kenneth Rubenstein as an advisor to Board, disseminated business plans with false information regarding MR. Utley, information regarding filing of patents without information disclosed by Company, information regarding patents written into Mr. Brian Utley's name as sole inventor and sent to home address without assignment to the Company, information regarding threats on inventor Eliot Bernstein's life leading to his moving family for safety concerns, information regarding interference with Company clients Warner Brothers, information regarding Mr. Utley misrepresentations in potential client Paramount/Viacomm; information regarding interference with Company by Wheeler referral Crossbow Ventures and damages caused by such interference to client Warner Brothers, information regarding Kenneth Rubenstein refusal to talk with client Warner Brothers leading to client refusing to continue business operations, information regarding their firms refusal to continue business with Company based on Mr. Utley's being caught lying to client introduction Paramount Pictures which led to firms unwillingness to introduce Company to further prospects including but not limited to; FOX, Vivendi, Sony and MGM.

Because of the events that were being uncovered Armstrong Hirsh felt that the Company posed risk to their reputation with clients they were introducing Company to and led to their firm withdrawing as counsel to the Company.



Mitchell Welsch
UBS/Paine Webber Inc.
5 Radnor Corporate Center
100 Matsonford Road
Suite 444
Radnor, PA 19087
(800) 942-0409 ext7251

Has information pertaining to allegations that Mr. Wheeler; provided false information regarding the background of Mr. Utley to induce company to hire him; disseminated business plans with Kenneth Rubenstein as an advisor to Board, disseminated business plans with false information regarding MR. Utley, information regarding filing of patents without information disclosed by Company, information regarding patents written into Mr. Brian Utley's name as sole inventor and sent to home address without assignment to the Company, information regarding threats on inventor Eliot Bernstein's life leading to his moving family for safety concerns, information regarding interference with Company clients Warner Brothers.

James Armstrong
126 Buttonwood Drive
Fair Haven, NJ. 07704
(732) 747-1448

Has information pertaining to allegations that Mr. Wheeler; provided false information regarding the background of Mr. Utley to induce company to hire him; disseminated business plans with Kenneth Rubenstein as an advisor to Board, disseminated business plans with false information regarding MR. Utley, information regarding filing of patents without information disclosed by Company, information regarding patents written into Mr. Brian Utley's name as sole inventor and sent to home address without assignment to the Company, information regarding threats on inventor Eliot Bernstein's life leading to his moving family for safety concerns. Has information regarding Mr. Wheeler being involved in patent malfeasances regarding missing and wrong information in the patents filed on behalf of the Company. Has information in which Mr. Wheeler attended meetings with representatives of Foley and Lardner regarding false and missing information contained in the patents filed on behalf of the Company.

Tom Coester, Esquire
Blakely, Sokoloff, Taylor & Zafman, LLP
12400 Wilshire Blvd.
Seventh Floor
Los Angeles, CA 90025-1030
(310) 207-3800

Uncovered information that Mr. Utley had patents being written into his own name through attorney referrals by Mr. Wheeler and his executive referral Mr. utley with a one Mr. William Dick of Foley and Lardner. Has knowledge that such fraudulent patents were submitted via US Postal service to US Patent and Trademark Office and his firm had to correct such fraudulent patents

Norman Zafman, Esquire
Blakely, Sokoloff, Taylor & Zafman, LLP
12400 Wilshire Blvd.
Seventh Floor
Los Angeles, CA 90025-1030
(310) 207-3800



Uncovered information that Mr. Utley had patents being written into his own name through attorney referrals by Mr. Wheeler and his executive referral Mr. utley with a one Mr. William Dick of Foley and Lardner. Has knowledge that such fraudulent patents were submitted via US Postal service to US Patent and Trademark Office and his firm had to correct such fraudulent patents

Simon Bernstein
7020 Lions Head Lane
Boca Raton, FL 33496
(561) 988-8984

Information pertaining to all allegations as the ex Chairman of the Board

Guy Iantoni
Strategica Technologies, Inc.
1167 Oxford Court
Highland Park, IL 60035
(847) 432-0873

Information pertaining to all allegations

Jeffrey Friedstein
Goldman Sachs Group, Inc.
4900 Sears Tower
Chicago, IL 60606
2142 Churchill Lane
Highland Park IL 60035
(800) 233-9622

Information pertaining to all allegations

David Colter
Vulcan Ventures
(425) 453-1940
david.colter@attbi.com

Has information regarding the conflict of interest between Proskauer Rose and I View It that led to AOLTW/WB ceasing to do business with Iviewit. Has information regarding threats by MR. utley on Mr. Bernstein. Has knowledge of patent malfeasances resulting from Mr. Wheeler and Mr. Rubenstein's work on behalf of Proskauer Rose. Has knowledge of AOLTW/WB infringement of Iviewit Intellectual properties. Disseminated business plans with Kenneth Rubenstein as an advisor to Board, disseminated business plans with false information regarding MR. Utley, information regarding filing of patents without information disclosed by Company, information regarding patents written into Mr. Brian Utley's name as sole inventor and sent to home address without assignment to the Company, information regarding threats on inventor Eliot Bernstein's life leading to his moving family for safety concerns, information regarding interference with Company clients Warner Brothers, information regarding Mr. Utley misrepresentations in potential client Paramount/Viacomm; information regarding interference with Company by Wheeler referral Crossbow Ventures and damages caused by such interference to client Warner Brothers, information regarding Kenneth Rubenstein refusal to talk with client Warner Brothers leading to client refusing to continue business operations, information regarding her firms refusal to continue business with Company based on Mr. Utley's being caught lying at Paramount Pictures.

P. Stephen Lamont
I View It Technologies, Inc.



**4 Ward Street
Brewster, NY 10509
(845) 279-7710**

As acting CEO of Iviewit has information pertaining to all allegations in the complaint

**Donald G. Kane II
GDI
540 Dalewood Lane
Hinsdale, IL 60521
540 Dalewood Lane
Hinsdale, IL 60521
(630) 325-5622**

As a Board member to Iviewit has information pertaining to most allegations contained in the complaint. Has information regarding Iviewit securities being transferred by Mr. Wheeler and Mr. Utley without Board approval and without proper documentation.

**Zakirul Shirajee
9485 Boca Cove Circle
Apt. #708
Boca Raton, FL 33428
(561) 488-4351**

Has information regarding inventors being left off patents as he is one of the original inventors

**Jennifer Kluge
3100 N.E. 49th St.
Apt.#905
Ft. Lauderdale, FL 33308
or
361 North East 43rd Court
Oakland Park, Florida 33334
Home 2: (954) 772-6444**

Has information pertaining to threats against Mr. Bernstein which forced him to take his family and leave FL for their safety.

**Jude Rosario
5580 NW 61 Street
Apt. 625
Coconut Creek, FL 33073
(561) 451-4900 ext 413
(954) 574-9338**

Has information regarding inventors being left off patents as he is one of the original inventors

**Jack Scanlan
1560 Yosemite Drive,
Suite 129,
Los Angeles, CA 90041
(323) 258-1742**

Has information regarding patent malfeasances that led to AOLTW/WB ceasing business with Iviewit, amongst other clients that were affected including but not limited to Paramount Pictures and Sony Pictures.



Kenneth Anderson
MyCFO.com
2029 Century Park East
Suite 800
Los Angeles, California 90067
(310) 407-1170

As a Board member to Iviewit has information pertaining to most allegations contained in the complaint. Has information regarding Iviewit securities being transferred by Mr. Wheeler and Mr. Utley without Board approval and without proper documentation.

Wayne Smith, Esq
4000 Warner Blvd.
Burbank, CA
United States of America

Has information regarding the conflict of interest between Proskauer Rose and I View It that led to AOLTW/WB ceasing to do business with Iviewit

Steven Selz, Esquire
Selz & Muvdi
(561) 820-9409

Has information pertaining to all allegations alleged. Is currently counsel for I view It in frivolous lawsuit filed by Mr. Wheeler on behalf of Proskauer Rose in Judge Jorge LaBarga's court.

Monte Friedkin
(954) 972-3222 x310
Benada Aluminum of Florida
1911 NW 32nd Street
Pompano Beach, FL 33064

Has information regarding Mr. Utley's false resume submitted by Mr. Wheeler. Has information that Mr. Wheeler had knowledge of both Mr. Utley and Mr. Bill Dick's patent malfeasances against a company, Diamond Turf, that he had to close due to the malfeasances caused by these patent issues.

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

Information pertaining to all allegations

Caroline Prochotska Rogers, Esquire
1949 Cornell Avenue
Melrose Park, IL 60160
Business Phone:
(708) 450-9400 ext 19

Hired to investigate claims against Christopher Wheeler in response to all allegations. Has information regarding Mr. Wheeler's; failure to take reasonable steps to ensure that the intellectual property of the Company was protected; and, failure to and/or inadequately completed work regarding patents, copyrights and trademarks; and, engaged in unnecessary and duplicate corporate



and other work; and, by redacting information from the billing statements regarding services provided so to as to give the appearance that the services provided by Proskauer were limited in nature, when in fact they involved various aspects of intellectual property protection; and, by knowingly and willfully representing and agreeing to accept representation of clients in conflict with the interests of the Company, without either consent or waiver by the Company. Has information pertaining to Mr. Utley and the misrepresentation of his character and past employment. Has information regarding Mr. Utley and Mr. Dick being involved in prior patent malfeasances.



Exhibit "A"



PROSKAUER ROSE LLP

2255 Glades 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
NEWARK
PARIS

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:

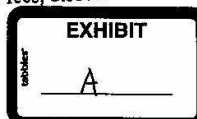
Thank you for the opportunity to represent iviewit LLC in connection with general corporate advice (the "Work") and such other matters as we may undertake on your behalf from time to time. As is our Firm's custom, we are writing to confirm our agreement regarding such representation.

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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PROSKAUER ROSE LLP

Mr. Brian G. Utley
September 8, 1999
Page 2

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

0894/40017-001 BRLIB1/240799 v1

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