

01/14/99 C WHEELER .50 Follow up on status on intellectual property review and new incorporation

01/26/99 M ROBBINS 1.75 Revisions to Articles of Incorporation. Inter-office conference with Foster re: filing of Articles. Telephone conferences with Healy re: trademark and copyright matters. Preparation of memorandum to Wheeler re: same.

01/26/99 G GOLDMAN 1.00 Reviewing IVIEWIT's business plan for patentability opinion; conducting an on-line Internet search.

01/27/99 M ROBBINS 1.75 Preparation of correspondence to Bernstein. Review corporate formation documents from Secretary of State. Telephone conference with Bernstein. Preparation of memorandum to Wheeler re: intellectual property matters.

01/28/99 A GORTZ .75 Ken Rubenstein call, cf call Eliot Bernstein & Ken Rubenstein, cf Mara Robbins re confidentiality agreement

02/01/99 C WHEELER .25 Conf as to status of intellectual property work

01/27/99 M ROBBINS 1.75 Preparation of correspondence to Bernstein. Review corporate formation documents from Secretary of State. Telephone conference with Bernstein. Preparation of memorandum to Wheeler re: intellectual property matters.

01/28/99 A GORTZ .75 Ken Rubenstein call, cf call Eliot Bernstein & Ken Rubenstein, cf Mara Robbins re confidentiality agreement

02/01/99 C WHEELER .25 Conf as to status of intellectual property work

02/16/99 C WHEELER .25 Conf with Mr. Bernstein; call to Mr. Rubenstein

02/17/99 C WHEELER .25 Call to Mr. Rubenstein re patent advice; call with Ms. Coleman re financial advisor

02/18/99 C WHEELER 1.50 Conf with Mr. Lewin; follow up on Corp.; follow up on copyright; follow up on

02/18/99 C WHEELER .25 Conf with Mr. Rubenstein

02/18/99 M ROBBINS 2.50 Inter-office conference with Wheeler re: intellectual property matters, organizational matters. Revisions to Bylaws, Organizational Minutes. Inter-office conferences with Gardner re: employer identification number, minute book. Draft and preparation of correspondence to Bernstein re: copyright and trademark searches, fees and costs. Review memorandum for Wheeler re: organizational matters.

02/22/99 M ROBBINS 1.50 Draft and preparation of correspondence to Bernstein re: copyright and trademark matters. Inter-office conference with Wheeler re: organizational matters. Inter-office conferences with Gardner re: issuance of stock certificates, Fictitious Name Application.

02/23/99 C WHEELER .25 Review of correspondence re patent matters

03/03/99 G COLEMAN .50 Telephone conferences with E. Bernstein and I. Newman. Preparation of final document.

03/16/99 C WHEELER 1.00 Call to Mr. Bernstein; conf with Mr. Lewin; check status of trademark and copyright;

03/16/99 M ROBBINS .50 Inter-office conference with Wheeler re: intellectual property matters.

03/23/99 C WHEELER .50 Conf with Mr. Bernstein re private placement over the Internet and re copyright follow up

03/23/99 A GORTZ .25 Simon & Eliot conf call; conf CCW.

03/24/99 C WHEELER .50 Call to Mr. Lewin; conf with Mr. Healey re copyright; conf with patent counsel

03/29/99 K HEALY 1.25 Tc w/C. Wheeler; tcs w/Eliot Bernstein re intellectual property protections; tc w/Raymond Joao re patent pending; tcs w/E. Bernstein and Jerry Levin re license business models; review protectability of web-sites

03/30/99 K HEALY 1.00 Tc w/E. Bernstein and J. Levin re licensing structures for Iviewit; tc w/C. Wheeler

03/31/99 K HEALY .25 Tc w/K. Rubenstein re Patent advice

04/07/99 C WHEELER .25 Conf with Mr. Gortz; call to Mr. Healey

04/08/99 K HEALY .75 Copyright: Review CD-Rom; advise E. Bernstein on copyright protection matters

04/14/99 K HEALY .75 Review Authorization and release; review procedures for copyright registrations of collections; conference call w/E. Bernstein, J. Lewin and G. Reed; draft file memo

04/14/99 C WHEELER 1.00 Conf with Mr. Rossman; conf with Mr. Lewin; revise confidentiality agreement;

04/21/99 C WHEELER 1.00 Conf with Mr. Stanley; Conf with Mr. Stanley and Mr. Bernstein;

04/22/99 K HEALY .25 Tc w/R. Joao; e-mail to E. Bernstein

04/26/99 C WHEELER 1.00 Rewrite Iviewit letter

04/29/99 C WHEELER 1.00 Conf with Kevin Healey; conf with Mr. Bernstein and Mr. Lewin re shares

04/29/99 C WHEELER .50 Conf with Mr. Stanley; call to Mr. Lewin

04/30/99 C WHEELER .25 Confirm appointment with Real 3D

05/03/99 K HEALY 1.50 Review Iviewit Business Plan for IP Issues; draft suggested revisions to business plan

05/03/99 C WHEELER .25 Revise Confidentiality Agreement; arrange transmission; conf with Mr. Rossman

05/06/99 C WHEELER .25 Tel conf as to meeting

05/07/99 C WHEELER 3.00 Meeting on agreements and other corporate matters

05/10/99 C WHEELER 2.00 Meeting with Mr. Stanley; conf with Messrs. Lewin and Bernstein

05/12/99 C WHEELER 1.00 Conf with Messrs Bernstein and Lewin; call to R. Joao; transmittal of agreement

05/12/99 C WHEELER .50 Conf with Mr. Joao re stock ownership, subsidiary and patent protection

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

05/17/99 J SILVER 1.00 2 calls with Kevin Healy re: model website agreements, call with Mara Robbins re: website agmts, review agmts for use in connection with website development deal

05/17/99 M ROBBINS 2.00 Revisions to letter agreement. Telephone conference with Wolf re: website agreement. Inter-office conference with Thompson re: website agreement. Telephone conference with Healy and Silver re: website agreement. Review sample website agreements. Inter-office conferences with Zammas re: Articles of Amendment and Organizational Consent.

05/18/99 D THOMPSON II 3.50 Conference with paralegal Jill Zammas re Articles of amendment authorizing new Class of Stock; review and revise same; analysis of potential loan program; Website.

05/18/99 C WHEELER .25 Review of Iviewit matters

05/18/99 M ROBBINS 5.00 Inter-office conferences with Thompson re: technology evaluation agreement. Preparation of correspondence to Wolf re: license evaluation agreement. Draft and preparation of license evaluation agreement. Meeting with Bernsteins re: letter agreement, license evaluation agreement. Inter-office conferences with Zammas re: Organizational Consent and Articles of Amendment. Inter-office conferences with Thompson re: Articles of Amendment and share issuances. Telephone conference call with Thompson and Rowe re: whether issuance of note is a security. Computer research re: technology license agreements. Review model website development agreements. Review CD-Rom Licensing Agreement. Telephone conferences with Bernstein re: launch of website and review of website. Telephone conferences with Wolf re: potential issues relating to website launch. Telephone conferences with Silver re: technology agreements.

05/18/99 J SILVER 1.75 Call with Mara Robbins re: website agmt, arranged for form agreement to be scanned into the system, e-mailed scanned document to Mara, phone call with Mara re: obtaining additional technology form license agreements, review form books in library for additional technology license agmts, phone call with Mara re: CD-ROM agmt and fax agmt to Mara

05/18/99 M ROBBINS 5.00 Inter-office conferences with Thompson re: technology evaluation agreement. Preparation of correspondence to Wolf re: license evaluation agreement. Draft and preparation of license evaluation agreement. Meeting with Bernsteins re: letter agreement, license evaluation agreement. Inter-office conferences with Zammas re: Organizational Consent and Articles of Amendment. Inter-office conferences with Thompson re: Articles of Amendment and share issuances. Telephone conference call with Thompson and Rowe re: whether issuance of note is a security. Computer research re: technology license agreements. Review model website development agreements. Review CD-Rom Licensing Agreement. Telephone conferences with Bernstein re: launch of website and review of website. Telephone conferences with Wolf re: potential issues relating to website launch. Telephone conferences with Silver re: technology agreements.

05/19/99 D THOMPSON II .75 Prepare Technology/Software Evaluation Agreement.

05/19/99 D THOMPSON II .50 Follow-up re website release.

05/19/99 M ROBBINS 5.00 Draft and preparation of Technology License Evaluation Agreement. Inter-office conference with Thompson re: Technology License Evaluation Agreement, amendment to Articles, issuance of shares and notes and meeting with Bernsteins. Preparation of e-mails to Healy and Wolf re: website launch. Meeting with S. Bernstein, E. Bernstein and Lewin. Inter-office conferences with Zamas re: filing of articles of amendment and letter agreement re: share issuances. Telephone call to Lewin re: confirmation of share amounts. Preparation of letter agreement. Calculation of share issuances.

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

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

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

05/20/99 M ROBBINS 6.50 Telephone conference call with E. Bernstein and K. Healy. Telephone conference call with E. Bernstein and C. Wolf. Telephone conferences with E. Bernstein re: website review. Review Iviewit website. Telephone conference call with Thompson and E. Bernstein re: License Evaluation Agreement. Preparation of License Evaluation Agreement. Inter-office conferences with Zamas re: letter agreements to issue shares. Preparation of packages to shareholders. Draft and preparation of Subscription Letter Agreement re: issuance of promissory note. Telephone call to Lewin re: Note terms. Review License Evaluation Agreement. Computer research re: license evaluation agreements. Telephone conference with Court re: License Evaluation Agreement. Inter-office conferences with Thompson re; License Evaluation Agreement. Organization of Iviewit file.

05/21/99 M ROBBINS 4.00 Draft and preparation of promissory note. Telephone conferences with Lewin. Telephone conferences with E. Bernstein. Telephone conferences with Lohquist re: License Evaluation Agreement. Organization of corporate files. Revisions to Subscription Letter Agreement.

05/21/99 D THOMPSON II 1.25 Prepare Confidentiality Agreement with Huizenga Holdings; Telephone conference with counsel for Huizenga re same; Conference with Attorney C. Wheeler re Real 3D Confidentiality Agreement.

05/21/99 C WHEELER .25 Conf with Mr. Bernstein re meeting

05/21/99 M ROBBINS 4.00 Draft and preparation of promissory note. Telephone conferences with Lewin. Telephone conferences with E. Bernstein. Telephone conferences with Lohquist re: License Evaluation Agreement. Organization of corporate files. Revisions to Subscription Letter Agreement.

05/24/99 C WHEELER 1.50 Meeting with Hassan Mia

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

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

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

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

05/28/99 D THOMPSON II 1.25 Conference with Attorney C. Wheeler re patents and confidentiality agreements; assist re same.

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

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

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

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

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

We submit the following page in full as after the prior bill this bill is the next bill in 8/99 and has a 1998 billing attached to it?

CLIENT: IVIEWIT CORPORATION
MATTER: GENERAL CORPORATE ADVICE
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August 24, 1999

DATE	NAME	HOURS	DESCRIPTION
12/09/98	C WHEELER	2.00	Meeting as to corporate setup and new product
06/01/99	I AKSELRAD	.50	Tel w/CW & JL re tax structure
06/01/99	A GORTZ	.25	Cf CCW
06/01/99	D THOMPSON II	.25	Conference with Attorney Mara Lerner Robbins re employment agreement issues.
06/01/99	C WHEELER	4.00	Conf with Mr. Rubenstein; conf with Mr. Lewin; conf with Mr. Healy; conf with Mr. Joao; conf with Mr. Akselrod re patents, tax ramifications, copyright work;
06/01/99	K HEALY	1.50	Conference call w/E. Bernstein, R. Joao, K. Rubenstein, C. Wheeler, and others re iviewit I.P. issues; review cd.rom
06/01/99	M ROBBINS	.50	Inter-office conferences with Zammass re: received Subscription Letter Agreements (Notes) and Letter Agreements (Common Stock). Inter-office conference with Wheeler re: retention of Letter Agreements (Notes). Inter-office conferences with Thompson re: employment agreements.
06/01/99	J ZAMMAS	1.00	Preparation of letter to Eliot Bernstein regarding Subscription Letter Agreements; issue shares of iviewit.com, Inc. to iviewit, Inc.;
06/02/99	R ROWE	.25	Rev. finders issue
06/02/99	D THOMPSON II	.75	Correspondence re Finder's Fees Agreement with Attorney Gayle Coleman; Telephone conference re employment agreement issues.
06/02/99	C WHEELER	1.50	Lengthy conference with Mr. Bernstein and Mr. Lewin
06/02/99	K HEALY	.25	FIXED FEE: Review Confidentiality Agmt.
06/02/99	G COLEMAN	2.00	Draft and preparation of employment agreement. Telephone conference with E. Bernstein re McKenzie agreement.

12/09/98 C WHEELER 2.00 Meeting as to corporate setup and new product

06/01/99 C WHEELER	4.00	Conf with Mr. Rubenstein; conf with Mr. Lewin; conf with Mr. Healy; conf with Mr. Joao; conf with Mr. Akselrod re patents, tax ramifications, copyright work;
06/01/99 K HEALY	1.50	Conference call w/E. Bernstein, R. Joao, K. Rubenstein, C. Wheeler, and others re iviewit I.P. issues; review cd.rom
06/03/99 C WHEELER	2.00	Call to Mr. Joao; call to Mr. Healy; conf with Mr. Bernstein; review of numerous correspondence; conf with Mr. Lewin
06/04/99 C WHEELER	2.00	Prep of revised confidentiality agreement; call to Ms. Bibona; conf with Mr. Joao;
06/04/99 C WHEELER	1.50	Conf with Mr. Bernstein re confidentiality agreements and re Real 3-D; message from Ms. Bibano; Message from Mr. Brandon
06/09/99 C WHEELER	1.00	Conference w/Mr. Rosman re revision; arrange revision
06/09/99 C WHEELER	.25	Set up conference call w/Rosalie Bibona
06/09/99 C WHEELER	.50	Conference w/R. Bibona
06/10/99 C WHEELER	5.00	Conf with Mr. Bernstein; conf with Mr. Lewin; set up meeting with Huizinga group; Conf with Mr. Bernstein; conf with tax counsel; conf with Mr. Epstein
06/14/99 C WHEELER	2.50	Two conferences w/R. Bibona
06/14/99 C WHEELER	.50	Conference w/Mr. Kane
06/14/99 C WHEELER	.25	Immigration matter
06/15/99 C WHEELER	.50	2 Conf with Mr. Kane; call to Ms. Bibona
06/15/99 C WHEELER	.75	Conf with Mr. Kane and Ms. Bibona; conf with Mr. Bernstein
06/16/99 C WHEELER	4.00	Meeting with Mr. Joao and Messrs. Bernstein re patent and other matters
06/16/99 S ROMOFF	2.25	Telephone conference w/ DT and G. Lewin; Revise LLC Agreement and send draft G. Lewin; Research basis in patent.
06/17/99 C WHEELER	.50	Call to Mr. Kohner of Arthur Anderson; call to Ken Rubenstein
06/17/99 C WHEELER	.50	Follow up on Rossman and O'Donnell disclosures
06/17/99 C WHEELER	2.50	Meeting with Mr. Selman, Mr. Bernstein, Mr. Lewin

06/18/99 C WHEELER	1.00 Conf with Mr. Bernstein re patents, response of Hassan Miah, Rosalie Bibona and re patent material; conf as to immigration materials;
06/18/99 C WHEELER	3.50 Review of patents with Mr. Joao; conf with Mr. Lewin re status; conf with Mr. Bernstein; Check of status of new corporate documents
06/21/99 C WHEELER	2.50 Numerous conferences w/G.Stanley; numerous conferences w/Simon Bernstein
06/22/99 C WHEELER	3.00 Dictation of notice provision; conf with Mr. Stanley re possible ventures; conf with Rosalie Bibano re participants; conf with Jerry Lewin;
06/23/99 S KAPP	.50 Conf. with CCW regarding various matters pertaining to structure, patents, confidentiality agreements
06/23/99 C WHEELER	.75 Conference w/S.Kapp re immigration; conference as to fee letter for patent counsel; arrange for
<div style="border: 1px solid black; padding: 2px; display: inline-block;">What's missing</div> →	
06/23/99 J ZAMMAS	.75 Work on foreign qualification documents.
06/24/99 S KAPP	1.00 T/c with Jude Rosario, t/c to Zack S. and t/c to Ron S. PR LLP
06/24/99 S KAPP	.50 T/c with Ray Joaa regarding retainer agreement, rvw agreement
06/24/99 S KAPP	.25 F/u regarding assignment of patent issue
06/24/99 C WHEELER	1.00 Check status; arrange for agreement revisions for D. Tel.
06/25/99 S KAPP	.25 T/c with Zack regarding immigration issues
06/25/99 S KAPP	1.00 T/c with Mike Fox at Deutsche Telekom, follow up with E. Bernstein
06/26/99 C WHEELER	.25 Conference w/Mr.Bernstein re Real 3D
06/28/99 S KAPP	.25 Follow up regarding confidentiality agreement with Deutsche Telecom
06/28/99 C WHEELER	1.00 Messages from Rosalie Bibona re proposal and program manager

06/29/99 M ROBBINS 3.00 Draft and preparation of memoranda to Gortz re: iviewit pending matters. Telephone conferences with Bernstein re: certificate of incorporation and patent counsel. Revisions to Kane subscription agreement. Revisions to Friedstein subscription agreement. Revisions to The Jacob Bernstein 1999 Trust subscription agreement. Revisions to iviewit LLC foreign qualification application. Telephone conferences with Romoff re: Limited Liability Company Agreements. Revisions to organizational minutes of uvview.com. Inter-office conference with Zammass re: certificate of incorporation filing. Inter-office conference with Thompson re: iviewit LLC subscription agreements.

06/29/99 C WHEELER 1.00 Check into Board meeting; review of letter of intent

07/01/99 C WHEELER 3.00 Conf with Mr. Brandon; conf with Mr. Simon Bernstein; conf with Elliot Bernstein and Mr. Lewin; conf with Mr. Lewin

07/02/99 S KAPP .25 F/u regarding immigration matters

07/02/99 C WHEELER 2.00 Conf with Mr. Lewin, Mr. Bernstein, and Arthur Andersen representatives

07/06/99 C WHEELER .50 Messages from

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

07/07/99 C WHEELER .25 Call from Mr. Epstein

07/08/99 C WHEELER 2.00 Conf with Mr. Bernstein; conf with Mr. Lewin; arrange redraft of proposal

07/08/99 C WHEELER 2.00 Redraft of proposal; conf with Simon Bernstein

07/08/99 C WHEELER .50 Review of term sheet; arrange for transmittal

07/13/99 C WHEELER 5.00 Meeting with Real 3D reps and Messrs Bernstein; call to Chris Brandon; transmittal to A. Epstein

07/14/99 C WHEELER .25 Conf with Mr. Kane

07/19/99 C WHEELER 1.00 Review documentation; review status

07/20/99 S KAPP .25 F/u with GB regarding Deutsche Telekom agreement

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

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

07/23/99 C WHEELER 2.50 Conf with Mr. Brandon; call to Real3D; conf with Mr. Bernstein and Mr. Lewin; call to Mr. Lewin; transmittal to Mr. Brandon

07/23/99 M ROBBINS 3.25 Preparation of correspondence to Alan Epstein. Revisions to New Media Holdings, Inc.'s subscription agreement. Inter-office conferences with Zamas re: status of iviewit offerings, promissory note issuances, stock issuances. Inter-office conference with Wheeler re: assignment of iviewit, Inc. agreements. Preparation of e-mails to Thompson and Wheeler re: assignment of iviewit, Inc. agreements. Preparation of pending matters memorandum. Telephone conference to Lewin re: list of loan money received. Telephone conference with Bernstein re: transfer of shares to Armstrong. Draft and preparation of Acknowledgment Agreement. Inter-office conference with Thompson, Zamas re: transfer of shares to Armstrong.

07/26/99 C WHEELER 1.00 Conf with Si Bernstein; conf with Mr. Lewin and Mr. Bernstein; conf with Mr. Utley

07/28/99 C WHEELER 3.50 Conf with Mr. Lewin; conf with Mr. Buchsbaum; review of corporate status; conf with Mr. Thompson; review of corres. from Mr. Epstein; call to Mr. Joao; conf with Mr. Wilson; conf with Mr. Joao; call to Mr. Lewin

07/29/99 C WHEELER 3.50 Conf with Mr. Utley; meetings with Messrs Bernstein and Lewin; follow up on transmittal to Real 3D

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

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

08/02/99 C WHEELER 3.50 Conf with Mr. Brandon; conf with Mr. Bernstein; conf with Elliot Bernstein; conf with Mr. Lewin; conf with Mr. Utley

08/03/99 C WHEELER 1.00 Call to Mr. Kaiserman; conf with Mr. Kaiserman; conf as to assignments

08/03/99 M ROBBINS 5.00 Review file re: assignment of executed agreements. Telephone conferences with Bernstein. Meeting with Lewin re: issuance of additional shares to Armstrong and reduction of Bernstein's shares. Inter-office conferences with Zammas re: reissuance of Armstrong and Bernstein stock certificates and written consent. Inter-office conference with Thompson re: reissuance of Armstrong and Bernstein stock certificates. Revisions to uview.com, Inc.

stockholder list. Inter-office conference with Thompson re: assignment of confidentiality agreements. Inter-office conference with Thompson re: Armstrong subscription agreement and issuance of additional shares. Telephone conference with Lewin re: Armstrong additional share issuances. Draft and preparation of correspondence to Bernstein re: revised stock certificates. Inter-office conferences with Zammas re: received subscription agreements. Inter-office conference with Wheeler re: assignment of iviewit, Inc. agreements.

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

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

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

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

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

08/05/99 S KAPP .25 F/u regarding retainer ltr

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

08/06/99 C WHEELER 1.00 Call to Mr. Brandon; conf with Mr. Bernstein and Mr. Utley

08/11/99 C WHEELER 2.00 Conf with Mr. Bernstein; conf with Mr. Utley; call to Mr. Epstein; brief conf with Mr. Epstein; conf with Mara Lerner re subscription agreements; call to Mr. Henninger re meeting and business plan;

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

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

08/11/99 C WHEELER .25 Conf with Mr. Utley re business plan and Real 3D

08/12/99 C WHEELER .25 Organization of file matters

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

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

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

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

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

08/31/99 M ROBBINS 1.25 Inter-office conference with Wheeler re: copyright and trademark binders. Draft and preparation of memo to Kevin Healy re: compilation of copyright and trademark documents and registration of new trademarks.

09/07/99 C WHEELER 1.50 Follow up on confidentiality agreement; call to Mr. Tim Connelly; conf with Mr. Bernstein; message from Mr. Utley; call to Mr. Lewin

09/09/99 K HEALY .50 Review files to prepare IP Materials for E. Bernstein and B. Utley

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

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

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

09/13/99 C WHEELER 1.00 Review of correspondence

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

09/15/99 C WHEELER 1.00 Conf with Mr. Utley; conf with Mr. Brandon; conf. with Mr. Utley

09/16/99 C WHEELER .50 Review of correspondence; call to Mr. Utley;

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

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

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

09/16/99 G KARIBJANIAN .50 Revise provision; discussions w/Mara Lerner-Robinson.

09/17/99 C WHEELER 1.00 Meeting with Mr. Utley re various matters; call to Mr. Brandon

09/21/99 C WHEELER .25 Call to Mr. Utley re patent meeting

09/21/99 C WHEELER 1.00 Conf with Mr. Utley re patent meeting and status of negotiations; call to Mr. Brandon

09/21/99 J ZAMMAS 4.75 Review subscription letter agreements and send to Brian Utley for signature; issue stock to Patricia Daniels and send to Eliot Bernstein for signature; preparation of patent document binders for C. Wheeler; send copies of Subscription Letter Agreements and LLC Agreements of iviewit LLC to Jude Rosario and Zakirul Shirajee; work on trademark binder.

09/22/99 C WHEELER 1.50 Meeting with Mr. Utley and Si Bernstein; call to Mr. Brandon; review of copyright material

09/22/99 J ZAMMAS 3.00 Work on patent binders and trademark binders for C. Wheeler; telephone Raymond Joao regarding all patents; compile all documents by shareholder/noteholder

09/23/99 J ZAMMAS .25 Telephone Raymond Joao regarding patents.

09/24/99 J ZAMMAS .50 Update shareholder list; telephone Raymond Joao's secretary regarding patents; advise C. Wheeler.

09/24/99 C WHEELER 1.00 Call on utilities; follow up on space requirements; conf on patent questions

09/27/99 C WHEELER .50 Follow up on conflict issue

09/27/99 J ZAMMAS 2.50 Revise consents to indicate that Brian Utley is elected as Chief Operating Officer of the three entities; telephone calls from Mr. Joao's office regarding patents; complete work on patent binders for C. Wheeler; send stock certificate of uview.com, Inc. to Patricia Daniels; send iviewit.com LLC subscription letters to James Armstrong, Andrew Dietz, Lisa Friedstein and James Osterling.

09/28/99 C WHEELER 1.00 Conf with Chris Brandon; Call from Karen Chastain; follow up on consent

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

09/30/99 C WHEELER 3.00 Conference w/Brian Utley; conference with Mr. Bernstein; review of status re confidentiality agreement; conference as to transfer of patent information, business plans

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

10/01/99 S KAPP .25 F/u with GB regarding immigration materials and other documents

10/01/99 C WHEELER 1.00 Conf with Mr. Brandon

10/02/99 C WHEELER 2.00 Conf with Mr. Utley; review of mail from Mr. Bernstein; review of status of

10/04/99 R STORETTE .25 Review immigration documents.

10/04/99 C WHEELER 3.00 Follow up on lease; conf with Mr. Brandon; conf with Mr. Utley; conf with Mr. Utley

10/06/99 C WHEELER 2.00 Call from Mr. Brandon; conf with Mr. Utley; attend meeting of board representatives

10/06/99 C WHEELER 1.50 Conf with Mr. Utley and Mr. Brandon

10/12/99 C WHEELER .50 Conf as to meeting;

10/19/99 C WHEELER .25 Call to Leo Abbe

10/20/99 C WHEELER 1.00 Conf with Mr. Brandon; conf with Mr. Utley

10/20/99 C WHEELER 2.00 Message from Mr. Brandon; conf with Mr. Utley; conf with Grunthal; arrange for revisions of Grunthal and Huizenga agreements

10/22/99 C WHEELER 1.00 Conf with Mr. Utley; conf with Mr. Lewin; transmittal of materials

10/25/99 C WHEELER 2.00 Meeting with Mr. Utley, Messrs. Bernstein, Mr. Lewin; conf with Mr. Lewin; call to Mr. Brandon; arrange transmittal of confidentiality agreement; arrange transmittal to Brandon

10/25/99 M ROBBINS 2.50 Inter-office conferences with Chris Wheeler re: MachineWeb.com Confidentiality Agreement and License Evaluation Agreement. Preparation of Confidentiality Agreement. Preparation of License Evaluation Agreement. Multiple telephone conferences with Stuart Carlin. Preparation of correspondence to Carlin. Organization of iviewit corporate documents and files. Inter-office conference with G. Karibjanian re: transfer of shares to trusts. Telephone conference with S. Bernstein.

10/26/99 C WHEELER 1.00 Conf with Mr. Branden; conf with Mr. Utley

10/27/99 C WHEELER 1.00 Follow up on Grunthal matter

10/28/99 C WHEELER .50 Follow up on Grunthal

10/28/99 M ROBBINS 2.50 Inter-office conferences with Chris Wheeler re: Gruntal agreement. Meeting with Brian Utlay re: Jenex amendment. Preparation of correspondence to Irwin Newman. Multiple telephone conferences with Leo Abbe and Mildred Colon re: modifications to Gruntal agreement. Review revised Gruntal agreement. Calculation and update revised iviewit LLC table of grants of membership units. Telephone conference with B. Utley re: Gruntal agreement.

10/29/99 S KAPP .25 F/u regarding immigration matter

0/29/99 M ROBBINS 3.25 Multiple telephone conferences with Mildred Colon of Gruntal re: revisions to Gruntal agreement. Review revised Gruntal agreement. Further revisions to Gruntal agreement. Meeting with S. Bernstein and B. Utley re: capitalization of uview and iviewit LLC. Meeting with Martha re: iviewit LLC Limited Liability Company Agreement. Inter-office conferences with J. Zammas re: Iantoni subscription agreements. Preparation of correspondence to Mildred Colon. Preparation of correspondence to Leo Abbe. Telephone conferences with Leo Abbe. Telephone conferences with E. Lewin re: written consents. Telephone conferences with Jerry Lewin re: capitalization matters. Inter-office conference with J. Zammas re: issuance of shares to Utley and execution of subscription agreement. Review uview certificate of incorporation re: par value. Review file re: New Media Holdings payment for units for Jerry Lewin.

11/02/99 S KAPP .25 T/c with Zack regarding immigration matter and f/u message to CCW

11/10/99 R STORETTE .50 General review various immigration cases; various tel cons. with client; review immigrant documentation.

11/19/99 D THOMPSON II 3.75 Prepare Letter of Intent with Webcasts; Conference with Attorney Mara Lerner Robbins re stock issues and letter of intent; meetings with Brian Utley re same.

11/23/99 C WHEELER 1.00 Conf with Mr. Utley; review of agreement with Webcast

11/29/99 M ROBBINS 5.25 Telephone conferences with Martha. Telephone conferences with Jeff Stark re: issuance of shares in exchange for furniture. Meeting with J. Armstrong and S. Bernstein re: generic website and license agreement and various corporate matters. Preparation of generic website and license agreement. Revise Convertible Promissory Note. Inter-office conferences with G. Coleman re: securities issues relative to issuance of additional shares and convertible note.

11/30/99 M ROBBINS 3.50 Preparation of modifications to convertible note, security agreement, purchase agreement and subscription agreement. Preparation of modifications to generic website development and license agreement. Inter-office conferences with Gayle Coleman re: issuance of note, security agreement and purchase agreement for furniture. Inter-office conferences with Gayle Coleman re: website development and license agreement.

11/30/99 G COLEMAN 1.75 Preparation of revisions to furniture purchase transaction documents including purchase agreement, security agreement, and promissory note. Inter-office conference with M. Robbins re: same. Preparation of revisions to Generic Web Site Agreement.

12/01/99 G COLEMAN .25 Inter-office conference with M. Robbins re: licensing issues.

12/02/99 M ROBBINS 1.00 Meeting with B. Utley re: generic web site and license agreement. Inter-office conference with Thompson re: iviewit pending matter list. Preparation of iviewit pending matter list.

12/03/99 M ROBBINS 2.25 Meeting with Rocky Thompson re: pending matters and assignments. Preparation of additional revisions to generic website and license agreement. Inter-office conferences with Zammas re: same. Telephone conference with NY library re: background search. Preparation of e-mail re: Doc McGhee. Review Jenex Agreement termination provision. Review Gruntal Agreement. Inter-office conferences with Rocky

12/06/99 M ROBBINS 6.50 Review pending matters list. Telephone conferences with E. Lewin. Modifications to Joan Stark subscription agreement. Preparation of correspondence to Utley and Bernstein re: modified subscription agreement. Inter-office conferences with A. Levy re: blue sky exemption. Review file re: MacKenzie consulting agreement. Revisions to generic website agreement. Meeting with Rocky Thompson and Gayle Coleman re: pending matters. Telephone conferences with E. Lewin. Inter-office conferences with Coleman re: inter-company license agreement. Review sample license agreements. Telephone calls to S. Bernstein.

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

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

12/03/99 M ROBBINS 2.25 Meeting with Rocky Thompson re: pending matters and assignments. Preparation of additional revisions to generic website and license agreement. Inter-office conferences with Zammas re: same. Telephone conference with NY library re: background search. Preparation of e-mail re: Doc McGhee. Review Jenex Agreement termination provision. Review Gruntal Agreement. Inter-office conferences with Rocky

12/06/99 D THOMPSON II .75 Telephone conference with Ron Storette re immigration issues; Follow-up re same.

12/06/99 C WHEELER 2.00 Conf with Mr. Utley re status of various matters; follow up on immigration problems; conf as to capital; conf with Mr. Storette

12/06/99 M ROBBINS 6.50 Review pending matters list. Telephone conferences with E. Lewin. Modifications to Joan Stark subscription agreement. Preparation of correspondence to Utley and Bernstein re: modified subscription agreement. Inter-office conferences with A. Levy re: blue sky exemption. Review file re: MacKenzie consulting agreement. Revisions to generic website agreement. Meeting with Rocky Thompson and Gayle Coleman re: pending matters. Telephone conferences with E. Lewin. Inter-office conferences with Coleman re: inter-company license agreement. Review sample license agreements. Telephone calls to S. Bernstein.

12/07/99 D THOMPSON II 2.50 Finalize Confidentiality and Proprietary Rights Agreement; review pending projects.

12/07/99 C WHEELER 1.00 Conf with Mr. Utley; follow up on immigration matters; check on transfer of Bernstein interests

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

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

12/08/99 G COLEMAN 2.00 Preparation of inter-company license agreement and form for sublicenses.

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

12/09/99 M ROBBINS 3.75 Review draft of Inter-Company License Agreement. Preparation of comments to Inter-Company License Agreement. Inter-office conferences with Coleman and Thompson re: status of assignments and license agreements. Preparation of replacement documents for S. Bernstein. Telephone call to Utley re: Joan Stark agreements. Telephone conference with J. Armstrong re: organization of iviewit entities. Inter-office conference with J. Zammas re: preparation of documents to J. Armstrong re: organization of iviewit entities. Preparation of e-mail to J. Armstrong. Telephone conferences with J. Armstrong. Meeting with Gayle Coleman re: securities matters.

12/09/99 G COLEMAN .75 Preparation of inter-company license.

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

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

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

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

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

12/10/99 G COLEMAN 4.00 Inter-office conference with D. Thompson and M. Robbins re: inter-company license. Preparation of revisions to inter-company license. Preparation of form private offering memorandum.

12/13/99 D THOMPSON II 1.75 Meeting with Attorneys Mara Lerner Robbins and Gayle Coleman re securities issues; licensing issues and pending projects; coordinate same.

12/13/99 M ROBBINS

6.75 Meeting with Simon Bernstein re: furniture purchase, projects and assignments. Meeting with Rocky Thompson and Gayle Coleman re: assignments and projects. Preparation of private offering memorandum. Organization of corporate files. Preparation of Essex term sheet. Multiple telephone conferences with Utley, Martha, E. Lewin, J. Lewin. Preparation of replacement furniture documents for S. Bernstein. Inter-office conferences with J. Zammas. Telephone conferences with NY library re: Sokiloff background search. Preparation of modifications to Inter-Company License Agreement and Web Site and License Agreement. Multiple inter-office conferences with Gayle Coleman re: Web Site and License Agreement and general securities matters. Telephone conference with J. Lewin re: assignment of notes from iviewit.com to uview. Review subscription agreement terms for issuance of notes. Review iviewit LLC Limited Liability Company Agreement.

12/13/99 G COLEMAN

6.50 Preparation of Term Sheet for Essex/Crate offering. Preparation of form Private Offering Memorandum. Inter-office conference with D. Thompson and M. Lerner Robbins re: pending transactions and issues. Study and revise sublicense agreement. Multiple inter-office conferences with M. Robbins re: intercompany license and sublicense agreements. Study, review and revise intercompany license and sublicense agreement.

12/14/99 D THOMPSON II .25 Review License Agreement.

12/15/99 D THOMPSON II 1.50 Review and revise license agreements; Meeting with Attorney Mara Lerner Robbins re same and investment banking matters.

12/17/99 M ROBBINS

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

12/20/99 M ROBBINS

6.00 Inter-office conferences with Gayle Coleman re: Independent Contractor Agreement. Review and revise same. Draft and preparation of correspondence to Utley and Armstrong re: Inter-Company License Agreement and Web Site License Agreement. Draft and preparation of correspondence to Guy Iantoni re: Independent Contractor Agreement. Meeting with Rocky Thompson and Gayle Coleman re: restructuring and preparation of restructuring documentation. Inter-office conferences with Jill Zammass re: formation of new entities in connection with restructuring. Telephone conference with S. Bernstein re: termination of Jenex agreement. Revisions to Jenex termination letter. Inter-office conferences with Jill Zammass re: execution of Jenex Agreement. Multiple meetings with Gayle Coleman and Rocky Thompson re: restructuring matters. Review certificate of incorporation of iviewit.com, Inc. and iviewit Holdings, Inc. Review and revise Restructuring Checklist. Review and revise agreement between iviewit.com, Inc. and iviewit LLC. Inter-office conferences with Gayle Coleman re: Restructuring Checklist. Telephone conference with S. Bernstein re: solicitation of additional investments.

12/20/99 G COLEMAN

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

12/21/99 G COLEMAN

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

12/22/99 M ROBBINS

7.00 Telephone conference with S. Bernstein and G. Iantoni re: web site agreement. Revise restructuring checklist. Inter-offices with Zammas re: closing documents and preparation of closing files. Preparation of e-mails to Spencer Romoff re: restructuring matters. Multiple telephone conferences with Spencer Romoff re: restructuring matters. Review and

12/28/99 G COLEMAN

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

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

12/29/99 M ROBBINS

7.50 Preparation of correspondence to CorpAmerica re: foreign qualifications. Telephone conferences with CorpAmerica re: filings of certificates of incorporation and foreign qualifications. Preparation of revisions to restructuring documentation. Preparation of revised Restructuring Checklist. Finalization of Emerald Capital Agreement. Multiple inter-office conferences with Gayle Coleman re: Delaware and Florida filings and restructuring matters. Telephone conferences with Spencer Romoff re: restructuring documentation. Preparation of memo to Utley and Buchsbaum re: engagement letter. Preparation of memo to Utley re: FEIN for new Delaware entities. Preparation of e-mail to Iantoni re: web site agreement. Meeting with Iantoni re: execution of Inter-Company License Agreement. Multiple telephone conferences with Brian Utley re: furniture documentation, David Epstein

01/07/00 C WHEELER

.25 Conf with Elliot Bernstein and Mr. Welch

01/10/00 G COLEMAN 6.75 Inter-office conference with M. Robbins re: term sheet for Essex. Multiple inter-office conferences with C. Wheeler re: name changes and intellectual property issues. Multiple inter-office conferences with M. Robbins re: name changes and corporate documentation. Inter-office conference with D. Thompson re: term sheets and Essex Capital. Conference with B. Utley re: terms of private offering memorandum. Conference with G. Lewin re: due diligence and net losses. Multiple inter-office conferences with J. Zammas re: due diligence. Preparation of private offering memorandum and subscription documents. Calculation of stock ownership. Study and review Emerald Partners agreement for calculations. Revise stockholder calculations. Study and review amendments and support for name change. Calculation of shares.

01/10/00 J ZAMMAS 2.25 Discussion with M. Robbins regarding name changes for iviewit companies; contact paralegal in NY office regarding assignment of patents; work on name-change amendments; compile due diligence documents.

01/11/00 C WHEELER 1.00 Conf with Mr. Bernstein re patents and infringement

01/11/00 C WHEELER 1.00 Conf with Elliot Bernstein

01/11/00 C WHEELER 1.00 Conf with Mr. Utley

01/11/00 C WHEELER 1.00 Conf with Mr. Joao re patents

01/11/00 C WHEELER .50 Conf with Mr. Lewin re patents

01/11/00 G COLEMAN 7.50 Preparation of private offering memorandum revisions. Multiple inter-office conferences with M. Robbins and J. Zammas re: due diligence

information. Conference with E. Lewin re: due diligence. Study and revise revisions to

private offering memorandum. Make name changes to offering memorandum. Telephone conferences with M. Robbins re: due diligence, warrants, forms of agreements and intellectual property issues. Preparation of detailed memorandum re: PPM. Inter-office conference with M. Robbins re: due diligence and private offering issues. Follow-up on Investech transaction, name change, et al. Preparation of due diligence.

01/12/00 G COLEMAN .75 Preparation of due diligence response.

01/12/00 J ZAMMAS 8.00 Fax Articles of Amendment for iviewit Holdings, Inc. and uvview.com, Inc. to CorpAmerica for filing; work on due diligence documents;

01/13/00 C WHEELER .25 Conf with Ms. Robbins re due diligence

01/13/00 M ROBBINS 9.00 Preparation of due diligence materials for Alpine Venture Capital. Multiple meetings with Erika Lewin, Gayle Coleman and Jill Zammass re: same. Inter-office conference with Rocky Thompson re: new corporate structure, Alpine

term sheet.

01/13/00 G COLEMAN 8.25 Multiple telephone conferences with Martha re: missing information for \$500,000 private offering memorandum. Meeting with B. Utley re: private offering memorandum and Investech. Meeting with E. Bernstein re: private offering memorandum. Multiple office conferences with E. Lewin re: restructure, private offering memorandum, and financial information. Multiple office conferences with M. Robbins re: due diligence. Study and Revise private offering memorandum. Preparation of duplicate offering memorandum re: Investech. Prepare summary of restructure. Telephone conference with G. Lewin re: share ownership. Preparation of memo to B. Utley. Preparation of analysis of corporate structure. Review and revise letter to Bell re: due diligence. Assist in due diligence response.

01/13/00 J ZAMMAS 4.25 Work on compiling due diligence documents; fax name-change amendment of iviewit Holdings, Inc. to the Florida Secretary of State; update stockholder/member lists.

01/14/00 D THOMPSON II .75 Conference and analysis with Attorneys C. Wheeler and G. Coleman re securities and technology issues.

01/14/00 C WHEELER 1.00 Conf with Mr. Utley and Mr. Rubenstein

01/14/00 M ROBBINS

6.25 Telephone conference with Rodney Bell re: due diligence materials. Meetings with E. Lewin re: additional due diligence items. Telephone conferences with Maurice Buchsbaum and Eliot Bernstein re: business plan. Inter-office conference with Gayle Coleman re: private offering memorandum, revisions to offering memorandum re: risk factors for potential infringement and business plan. Review annotated due diligence list and conferences

with Jill Zammass re: same. Revisions to stockholder lists of iviewit entities. Preparation of memorandum to corporate department re: iviewit structure and organizational charts. Meeting with Erika Lewin re: business plan and audited financials. Preparation of e-mail to Gayle Coleman re: business plan and financials. Draft and preparation of correspondence to Rodney Bell. Preparation of e-mail to Jill Zammass re: due diligence request list documents. Inter-office conferences with Rocky Thompson re: dissolution of iviewit LLC, acknowledgment agreement to employment agreement for stock splits, Investech share exchange, minority shareholder exchange option.

01/14/00 G COLEMAN

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

01/14/00 J ZAMMAS

5.25 Work on due diligence lists of documents; fax documents to Rod Bell.

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

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

01/19/00 D THOMPSON II .75 Follow-up on Alpine matter.

02/02/00 M ROBBINS 6.25 Multiple inter-office conferences with Rocky Thompson re: corporate structure and potential merger, Alpine term sheet, calculation of shares, confidentiality agreement. Preparation of correspondence to Villasana. Multiple telephone conferences with Villasana re: due diligence and patent assignments. Multiple inter-office conferences with Jill Zammis re: registration of name change, written consent admitting Buchsbaum to board. Review written consent re: directors. Review Articles of Incorporation and Delaware statutes re: merger, increase size of Board. Telephone conferences with Gayle Coleman re: patent assignments and

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Alpine transaction. Telephone conferences with

02/02/00 J ZAMMAS 4.00 Order new stock certificates for iviewit Technologies, Inc.; discuss certificates with Blackstone Legal Supply; work on closing binders; telephone Ray Joao and Frank Martinez to obtain copy of filed assignment of patents; discuss election of Maurice Buchsbaum as a director of iviewit Holdings, Inc. with M. Robbins; preparation of written consent electing Maurice Buchsbaum a director of iviewit Holdings, Inc.; preparation of name-change amendment of uview.com, Inc. to be filed in Florida; have amendment signed by Brian Utley; telephone George Villasana regarding patent assignments; fax copy of Confidentiality Agreement to George Villasana.

02/03/00 J ZAMMAS 3.50 Discuss assignment of patents received with M. Robbins; fax assignments to George Villasana; give copy to Erika Lewin for their records; place copy in binders; have name-change amendment for uview.com, Inc. filed with the Florida Secretary of State; fax name-change amendments to Ray Joao; deliver closing binders to attorneys and Brian Utley; revise UCC-1 for A. Levy.

02/04/00 M ROBBINS 3.25 Telephone conferences with Spencer Romoff re: B Reorganization. Telephone conference with E. Lewin re: patent applications forwarded to Villasana and due diligence. Inter-office conference with Rocky Thompson re: B Reorganization and status of Webcast letter of intent. Telephone conference with Brian Utley re: status of Webcast letter of intent. Preparation of e-mail to E. Lewin. Review redlined Term Sheet re: Alpine investment. Preparation of e-mails to George Villasana. Telephone conference with Rocky Thompson and Spencer Romoff re: share exchange. Review and revise Assignment of License Agreement. Review file re: reorganization documents. Inter-office conferences with Jill Zamas re: additions to due diligence binders. Telephone conferences with Spencer Romoff re: reorganization.

02/07/00 M ROBBINS

9.00 Telephone conferences with Guy Iantoni re: inter-company license agreement and assignment thereof. Revisions to Assignment of License Agreement between iviewit LLC and iviewit Technologies. Revisions of License Agreement between iviewit.com LLC and iviewit.com, Inc. Preparation of memorandum to Brian Utley re: License Agreements. Telephone conferences with Brian Utley re: status of Webcast Agreement. Telephone conference with George Villasana re: Webcast. Inter-office conferences with Rocky Thompson re: transaction documentation. Multiple telephone conferences with George Villasana re: Alpine transaction. Telephone conferences with Brian Utley re: additional note subscription agreements. Review and preparation of comments to Alpine Shareholders Agreement, Purchase Agreement, Investors Rights Agreement, Certificate of Designations and Management Rights Agreement.

02/09/00 M ROBBINS

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

02/11/00 J ZAMMAS

1.50 Get copy of Exhibit A to Erika; fax name-change amendment of iviewit.com, Inc. to Rob Zeigen; preparation of Confidentiality and Propriety Rights Agreements for Jude Rosario and Zakirul Shirajee; bring to iviewit to have executed; follow-up regarding return of furniture documents; follow-up with iviewit re return of furniture documents; telephone Joan Stark regarding return of documents.

02/15/00 M ROBBINS 8.75 Telephone conference call with Rodney Bell and Rocky Thompson re: comments to Alpine transaction documents. Inter-office conferences with Rocky Thompson re: Alpine transaction documents and preparation of documents for closing. Inter-office conferences with Jill Zammias re: preparation of schedule to purchase agreement, written consent and closing checklist. Draft and preparation of opinion to Alpine investors. Inter-office conference with Jill Zammias re: proprietary rights agreement. Inter-office conferences with Gayle Coleman re: nondisclosure, noncompete and proprietary rights agreement. Revisions to closing checklist. Preparation of Secretary's Certificate. Preparation of President and Secretary's Certificate re: reps and warranties. Preparation of President and Secretary's Certificate re: performance. Review

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and revise schedules to securities purchase

agreement. Multiple telephone conferences with Brian Utley. Review revisions to Alpine transaction documents.

02/15/00 G COLEMAN 5.00 Preparation of subscription document for exchange offering of notes. Preparation of subscription documents for convertible note offering. Preparation of revisions to Convertible Note. Preparation of correspondence. Inter-office conference with J. Zammias re: closing checklist for Alpine transaction. Preparation of Non-Compete, Non-Disclosure and Inventions Agreement for Alpine transaction. Inter-office conference with M. Robbins re: Alpine transaction and supporting documents. Preparation of Non-Disclosure and Inventions Agreement for Alpine transaction. Inter-office conference re: closing checklist and modifications thereto.

02/16/00 D THOMPSON II 2.00 Follow-up matters on Alpine investment.

02/21/00 D THOMPSON II 3.50 Prepare Convertible Note documents and forms of confidentiality, non-compete and inventions agreements.

02/23/00 R ROWE .25 Rev. opinion to investors; Tel. RT re opinion

02/23/00 D THOMPSON II 5.75 Prepare opinion; Follow-up on open issues; Telephone conferences with distribution group; Prepare for closing.

02/23/00 G COLEMAN 6.25 Multiple conferences with Martha. Multiple interoffice conferences with J. Zammas. Multiple inter-office conferences with R. Thompson. Preparation of form of opinion. Telephone conference with S. Wiener re: blue sky issues. Preparation of Blue Sky memo re: conversation with S. Wiener. Review and revise form of opinion. Inter-office conferences with R. Thompson re: opinion. Telephone conferences with B. Utley re: indemnification agreement. Study and compare Utley employment agreement with new non-compete/non-disclosure agreement. Preparation of revised non-compete/non-disclosure for B. Utley. Preparation of subscription document for J. Armstrong (no note documentation).

02/24/00 R ROWE .50 Rev. opinion to investors; Tel. RT(2x) re opinion

02/24/00 D THOMPSON II .50 Conference with Attorney C. Wheeler re opinion and Gruntal matters.

02/24/00 C WHEELER .50 Conference as to opinion; Conference w/B.Utley

02/24/00 C WHEELER 1.00 Review of iviewit opinion; conference w/R.Thompson re same

02/28/00 M ROBBINS 5.25 Numerous post-closing matters for Alpine transaction. Meetings with Rocky Thompson re: share exchange option agreement, board consents, preferred stock designations. Meeting with Jill Zammas re: post-closing matters and follow up. Conferences with Jill Zammas re: schedules to Alpine purchase agreement. Telephone conferences with Villasana re: license agreements. Review minute books. Telephone conferences with Iantoni re: web site development agreement entity change. Review web site agreement. Telephone conferences with Matacon. Inter-office conferences with Thompson re: Emerald warrants. Review correspondence

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from Buchsbaum re: warrants. Review memoranda

02/29/00 M ROBBINS 5.50 Review closing binder for Investech and correspondence thereto. Inter-office conferences with Jill Zammas re: Investech binder, minutes, Certificate of Correction. Telephone conferences with Martha Matecon re: Web Site License Agreement. Inter-office conference with Gayle Coleman re: Web Site License Agreement. Inter-office conferences with A. Levy re: ECPI warrants. Inter-office conferences with Gayle Coleman re: Certificate of Designations for iviewit Technologies and corresponding issuances in subsidiary. Telephone call to Epstein. Review and revise Certificate of Designations. Review correspondence from Buchsbaum re: warrants. Telephone conferences with Buchsbaum re: warrant. Inter-office conference with Wheeler re: Armstrong employment agreement, Welsch issuance and Gruntal agreement. Review form of executive employment agreement. Place call to Alan Epstein re: exchange option agreement. Review exchange option agreement. Review ECPI engagement letter re: warrants issuable to

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Buchsbaum. Multiple telephone conferences with E. Lewin re: disclosures on loan application

and corporate structure. Multiple telephone conferences with George Villasana re: post-closing matters.

03/08/00 M ROBBINS 1.50 Meeting with Eliot Bernstein and Mitch Welsch. Inter-office conference with J. Zammas re: notice to stockholders of ability to exchange uvview certificates. Review form letter to stockholders. Inter-office conferences with J. Zammas re: post-closing clean-up matters. Review file re: Gruntal agreement.

03/10/00 M ROBBINS .75 Telephone conferences with E. Bernstein. Inter-office conference with C. Wheeler re: Armstrong Employment Agreement. Review Alpine closing file re: Armstrong noncompetition/inventions agreement

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

03/13/00 J ZAMMAS .50 Review Securities Purchase Agreement for M. Robbins; check to see if James Armstrong had signed a Non-Compete Agreement; discuss with M. Robbins.

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

03/16/00 M ROBBINS 3.75 Telephone conference with B. Utley re: comments to Armstrong employment agreement, Welsch project. Preparation of modifications to Armstrong employment agreement per Utley's comments and to incorporate non-compete, non-disclosure, inventions language from form of Alpine agreement. Telephone conference with E. Lewin re: capitalization structure. Telephone call to Welsch. Review Alpine agreement. Review form of Non-Compete; Non-Disclosure and Proprietary Rights Agreement. Telephone call to I. Levin re: Armstrong employment agreement.

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

03/30/00 K HEALY .25 Tc w/M. Lerner Robbins re iviewit copyright "fair use" issues

04/03/00 C WHEELER .25 Address audit questions

04/03/00 G COLEMAN .25 Respond to audit response letter.

04/03/00 J ZAMMAS 1.00 Work on audit letter for iviewit.com, Inc.; send inquiry memoranda to attorneys.

04/04/00 K HEALY .25 Response to Audit Letter

04/04/00 J ZAMMAS .50 Work on audit letter.

04/05/00 C WHEELER .25 Review of status of audit letter

04/07/00 D DE PARIS JR .25 Assist C. Wheeler re: audit response letter.

04/07/00 S KAPP .25 Respond to inquiry re: audit letter

04/07/00 C WHEELER .50 Follow up on iviewit audit letter

04/07/00 G COLEMAN .25 Audit response letter.

04/11/00 M ROBBINS 1.50 Preparation of e-mail to Wippman re: Armstrong employment agreement. Inter-office conference with C. Wheeler re: pending assignments. Telephone call to Wippman. Review Wippman's comments to Armstrong employment agreement. Review Gruntal agreement. Preparation of e-mail to Rocky Thompson re: pending assignments.

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

preparation of memo to B. Utley re: preemptive rights notice. Update pending matters list. Draft and preparation of Website Development Agreement. Review Gruntal Agreement. Review Investor Rights Agreement re: affiliated transaction. Additional modifications to pending matters list. Review revised stock ledger. Telephone call to B. Schiff.

04/14/00 M ROBBINS 1.25 Review revised ledger. Preparation of Web Site Development Agreement. Inter-office conference with J. Zammas re: documentary stamps on exchange notes. Review provisions of Gruntal Agreement and ECPI agreement.

04/17/00 M ROBBINS 2.00 Telephone conference with Mantecon. Telephone conference with B. Utley. Telephone conference with T. Wippman. Revisions to Armstrong Employment Agreement. Revisions to Web Site Development Agreement. Inter-office conference with J. Zammas re: doc stamps. Review correspondence to Villasana.

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

04/19/00 C WHEELER .50 Review of status of web agreement

04/21/00 C WHEELER .50 Review of materials and correspondence

04/24/00 C WHEELER .25 Arrange for review of confidentiality agreement

04/25/00 D THOMPSON II .25 Conference with Attorney Mara Lerner Robbins re confidentiality agreement.

04/25/00 C WHEELER .25 Arrange review of confidentiality agreement

04/25/00 M ROBBINS 2.75 Telephone conferences with B. Utley re: AEC confidentiality agreement. Review and comments on AEC confidentiality agreement. Telephone conference with G. Iantoni re: Sitesnet agreement. Meeting with G. Iantoni re: Sitesnet agreement. Review draft of Sitesnet agreement. Telephone conference with G. Reed re: Sitesnet agreement, copyright issues. Inter-office conference with Rocky Thompson. Preparation of stock option plan. Review Alpine documents re: limitations on adoption of stock option plan.

04/28/00 C WHEELER .25 Conf with Mr. Utley; arrange for review of confidentiality agreements

04/28/00 M ROBBINS .50 Telephone conference with B. Utley re: nondisclosure agreements; capitalization. Review correspondence from Utley re: stock split. E-mail to Thompson re: stock split and pending matters. Inter-office conference with A. Levy re: non-disclosure agreements.

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

05/01/00 A LEVY 2.00 Review and comment on No-Disclosure Agreements; meeting with B. Utley.

05/02/00 J ZAMMAS .75 Discuss promissory notes and documentary stamps with Martha at iviewit; discuss documents with M. Robbins; send copies of Non-Competition, Non-Disclosure and Proprietary Rights Agreements to George Villasana at Holland & Knight; preparation of list of exchange and new noteholders.

05/24/00 M ROBBINS .25 Telephone conference with J. Osterling. Telephone call to M. Mantecon.

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

06/21/00 C WHEELER	.50 Conf with due diligence representatives at Wachovia
06/29/00 C WHEELER	1.00 Conf as to status of Iviewit; dictation of memo re same
07/10/00 C WHEELER	.25 Conf with Mr. Bernstein re patents as collateral
07/18/00 C WHEELER	1.00 Meeting on Iviewit matters; conf with Andrew Levy; conf with Mr. Utley
07/18/00 C WHEELER	1.00 Board meeting; conf with Mr. Elliot Bernstein
07/26/00 C WHEELER	.50 Conf with Mr. Armstrong; begin review of materials
07/27/00 C WHEELER	1.00 Conf with Mr. Utley re patents; conf with Mr. Bernstein re same
07/30/00 C WHEELER	1.00 Review of Warner's confidentiality agreement
07/31/00 C WHEELER	2.00 Meeting with Iviewit representatives re patent
08/09/00 J ZAMMAS	1.25 Review due diligence binders to locate License Evaluation Agreement; calculate Delaware Franchise Tax for M. Robbins.
08/18/00 C WHEELER	.25 Transmit materials to potential investor
08/25/00 C WHEELER	.25 Conf with Mr. Utley re draft of Wachovia letter
09/05/00 C WHEELER	.50 Conf with Mr. Utley; review of Wachovia letter
09/27/00 C WHEELER	1.50 Conf with Mr. Assaf; conf with Mr. Bernstein; Conf with Mr. Prolow; conf with Mr. Utley
09/28/00 C WHEELER	1.00 Call to Mr. Prolow; conf with Mr. Utley
09/28/00 C WHEELER	.50 Conf with Mr. Prolow
09/29/00 C WHEELER	2.50 Conf with Mr. Prolow and Mr. Utley; conf. with Prolow, Utley, Hersch, Buschbaum, et al re technology;
09/29/00 C WHEELER	.25 Call from Mr. Prolow
10/02/00 C WHEELER	.50 Follow up on conference call; call to Mr. Prolow

10/03/00 C WHEELER 1.00 Conf with Mr. Utley; conf with Mr. Utley; call to Mr. Prolow

10/03/00 C WHEELER 2.00 Conf call with Mr. Applestein, Mr. Prolow, Mr. Utley, Mr.Hersh, et. al.; conf with Mr. Hersh

10/03/00 C WHEELER .50 Conf with auditors

10/04/00 C WHEELER .25 Review of audit opinion

10/04/00 J ZAMMAS .75 Preparation of audit update letter; e-mail to NY office for approval; have executed; telephone Martha at iviewit re fax number for Brian Fox; fax and mail letter to Brian Fox at Arthur Andersen.

10/05/00 C WHEELER 2.50 Review of confidentiality agreement; Conf with Mr. Hersh; conf with Mr. Utley; conf with Mr. Buschbaum; arrange follow up with Mr. Lineberger

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

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

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

CLIENT: IVIEWIT.COM, INC. November 30, 2000

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This comment appears on no other billing pages, the date is strange and looks like it is covering something up

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

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

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

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

11/29/00 C WHEELER .25 Conf with Mr. Assaf; conf with Mr. Utley

11/29/00 C WHEELER .50 Review of Cross Bow documents

11/29/00 M ROBBINS 3.00 Respond to e-mail from Rod Bell. Call to Ray Hersh re: Cross Bow transaction. Meeting with Ray Hersh. Meeting with Rocky Thompson re: Crossbow documents. Review D. Thompson's modifications to Cross Bow documents. Calls to Rod Bell. Modifications to Cross Bow documents pursuant to meeting with Ray Hersh. Preparation of correspondence to Rod Bell.

12/01/00 M ROBBINS 6.00 Review redlined revised documents from Rod Bell re: Cross Bow transaction. Preparation of additional modifications to Bell's draft of Securities Purchase Agreement, Investor Rights Agreement and Convertible Note. Telephone conferences with R. Hersh. Meeting with Rocky Thompson re: Cross Bow transaction; shareholders agreement, investor rights agreement, securities purchase agreement. E-mails to Hersh re: deliveries at closing. Correspondence to R. Bell. Draft and preparation of opinion letter. Preparation of Closing Checklist. Telephone conference with R. Hersh re: Disclosure Schedule. Inter-office conferences with Jill Zammis re: documents required for closing and preparation thereof. Preparation of closing documents.

12/08/00 D THOMPSON II 1.75 Follow-up on opinion matters; Conference with Attorney Mara Lerner Robbins re voting and conversion issues.

12/08/00 C WHEELER .25 Conf as to opinion and bridge loan

12/08/00 C WHEELER .50 Review of additional correspondence re opinion

12/08/00 M ROBBINS 7.25 Preparation for closing.

12/13/00 C WHEELER 1.00 Review opinion on iviewit closing

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

01/18/01 G COLEMAN 3.25 Prepare risk factors. Review subscription documents. Inter-office conferences with M. Robbins.

01/22/01 C WHEELER .50 Conf with Mr. Utley re disclosure law and re license agreement

01/24/01 A LEVY .50 Additional attention to license agreement.

01/25/01 M ROBBINS .75 Review and revise draft subscription agreement and risk factors.

01/26/01 A LEVY 1.00 Additional drafting re Greg Manning license.

01/30/01 C WHEELER .25 Follow up on license agreement; memo from Mr. Levy

01/30/01 K HEALY .50 Tc w/A. Levy re Iviewit Process License; research License Agmt. language for a process licensee
for M. Robbins.

01/30/01 A LEVY 1.50 Attention to license agreement.

01/31/01 C WHEELER .50 Conf with Mr. Levy re licensing agreement

01/31/01 A LEVY 2.50 Revisions to GM license agreement.

02/05/01 C WHEELER 2.50 Meeting as to structure of Internet train acquisition

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

02/08/01 A LEVY .50 Meeting with R. Hersh re GMA License Agreement.

02/12/01 A LEVY 1.75 Review cap table; TC with DE Secretary of State re Franchise Tax; TCs with R. Hersh and E. Lewin re same; OC with DET re same; revise and re-distribute draft of GMA License Agreement.

02/26/01 S KAPP .50 Conf. with CCW regarding matter involving dispute with PR person

02/26/01 A LEVY .50 Matters re proposed applet purchase.

03/02/01 A LEVY .25 OC with DET re applet purchase.

03/12/01 A LEVY 4.00 Matters re Apple Purchase Agreement.

03/13/01 D THOMPSON II 2.00 Follow-up on stock split, share exchange and gift matters; Meeting with Brian Utley and Ray Hersh re stock acquisition and asset acquisition.

MEMORANDUM TO BRIAN UTLEY.

03/13/01 A LEVY 2.00 Matters re Apple Purchase Agreement.

03/14/01 D THOMPSON II 4.25 Prepare Acquisition Agreements; Telephone conference with Ray Hersh re same.

03/14/01 C WHEELER 1.00 Follow up on acquisition status; conf with Mr. Utley; receipt of note

03/14/01 A LEVY 1.00 Mtng with B. Utley and R. Hersh and preparation therefor.

03/15/01 D THOMPSON II 5.75 Prepare Asset Purchase Agreement and begin Plan of Exchange.

03/16/01 D THOMPSON II 4.75 Prepare ITrain Agreements for Agreement and Plan of Exchange.

03/19/01 D THOMPSON II 2.25 Meeting with Brian Utley and Ray Hersh re OP and Internet Train.

03/19/01 D THOMPSON II 2.75 Review OP and Internet Train documentation.

03/19/01 A LEVY .75 Matters re Stock Split; Apple Purchase Agreement.

03/20/01 C WHEELER .50 Review of status of acquisition documents

03/20/01 C WHEELER .50 Review of Agreement and Plan of Exchange; Review of Agreement for Purchase and Sale of Assets

03/20/01 J ZAMMAS 3.00 Work on closing checklist and preparation of Assignment and Assumption Agreement.

03/21/01 D THOMPSON II .75 Follow-up on ITrain and Original Productions deals.

03/21/01 C WHEELER .25 Review of Subscription correspondence to Tiedemann/Prolow