

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

PROBATE DIVISION

CASE NO.: 502014CP002815XXXXSB (IY)

OPPENHEIMER TRUST COMPANY
OF DELAWARE, in its capacity as
Resigned Trustee of the Simon Bernstein
Irrevocable Trusts created for the benefit
of Joshua, Jake and Daniel Bernstein,

Petitioner,

vs.

ELIOT AND CANDICE BERNSTEIN,
in their capacity as parents and natural
guardians of JOSHUA, JAKE AND
DANIEL BERNSTEIN, minors,

Respondents.

MOTION TO APPOINT GUARDIAN *AD LITEM* FOR MINOR BENEFICIARIES

Petitioner, OPPENHEIMER TRUST COMPANY OF DELAWARE (“OTCD”), as the resigned trustee of three irrevocable trusts created by the late Simon Bernstein for the benefit of his minor grandchildren, Joshua, Jake and Daniel Bernstein, moves to appoint a guardian *ad litem* to represent the minors in this action. In support hereof, OTCD states: ¹

1. The Petition filed in this action concerns three small trusts (the “Grandchildren Trusts”) with minor beneficiaries – Joshua, Jake and Daniel Bernstein (the “Minors”). The Minors are the only beneficiaries of the Grandchildren Trusts.

¹ OTCD filed this action solely in its capacity as the Resigned Trustee and does not, by the filing of this Motion or otherwise, voluntarily appear in this action or subject itself to the jurisdiction of this Court in any other capacity.

2. The Court must appoint a guardian *ad litem* for the Minors because the Minor's natural guardians, Eliot and Candice Bernstein (the "Bernsteins"), have interests which are adverse to the Minors, and because Eliot Bernstein is a serial, vexatious litigant who has repeatedly shown contempt for the judicial system, its processes and its officers, and is therefore unfit to serve as the "litigation representative" of another.

MEMORANDUM OF LAW

I. THE NATURAL GUARDIANS HAVE CONFLICTING INTERESTS WITH THE MINORS

Courts are inclined to appoint a parent as a child's litigation representative *unless "it appears that the minor's general representative has interests which may conflict with those of the person he is supposed to represent."* 1 Leg. Rts. Child. (Legal Rights of Children) Rev. 2d § 12:3 (2d ed. 2013), citing *Mistretta v. Mistretta*, 566 So. 2d 836, 837 (Fla. 5th DCA 1990) (other internal citations omitted). In this case, Eliot Bernstein has confirmed, by the allegations of his Counter-Complaint that he has interests which conflict (or certainly which may conflict) with those of the Minors.² For instance, in the Counter-Complaint:

- Mr. Bernstein alleges that *beneficiary designations were changed from him to his children based upon fraudulent documents and frauds on this Court*. See Counter-Complaint, ¶ 253.
- Mr. Bernstein alleges that "approximately 1/3 of all assets [are] *either going to Eliot or his children or a combination of both depending on how this Court rules regarding the validity of the Wills and Trusts that have been challenged* and already found fraught with fraud, fraudulent notarizations, improper notarizations, forgeries and more." See Counter-Complaint, ¶ 186.
- Even though the Minors are clearly listed as the sole beneficiaries of the Grandchildren Trusts, Eliot Bernstein alleges that he himself is a beneficiary. Specifically, he alleges that "Simon and Shirley [Bernstein] set up [the Grandchildren Trusts and Bernstein Family Realty, LLC] while living, in order

² Oppenheimer has summarized the background of this case and the contents of the Counter-Complaint in a simultaneously-filed *Motion to Strike Counterclaim*. Oppenheimer incorporates the contents of that Motion into this one, and requests that the Court consider both Motions together.

to fund all of their living expenses, due to the fact that Eliot has had a bomb put in his car, death threats and is in the middle of a very intense RICO and ANTITRUST lawsuit where he and his family have been in grave danger for many years fighting corruption inside the very framework of the legal system.” ***He alleges that the Grandchildren Trusts were “set up by Simon and Shirley [Bernstein] for the benefit of Eliot, Candice and their children.”*** See Counter-Complaint, ¶¶ 109-110.

- Sixteen of the trust agreements identified as counterclaim-defendants are described as having beneficiaries including but not limited to “Eliot and/or his children or both.” See Counter-Complaint, ¶¶ 44-50, 52-60, 65.
- ***Mr. Bernstein states that his overarching goal is “to bring about a change in the legal system in efforts to root out systemic corruption at the highest levels by a rogue group of criminals disguised as attorneys at law, judges, politicians, and more.”*** See Counter-Complaint ¶ 212. No reasonable inference can be drawn that the Minors have a similar interest or agenda, or that pursuing such a broad agenda is in the Minors’ best interest.

It is reversible error for a court to fail to appoint a guardian *ad litem* in a proceeding to disburse the proceeds of a child's trust fund. *1 Leg. Rts. Child. Rev. 2d § 12:3 (2d ed. 2013)*, citing *Sarron v. Sarron*, 564 So. 2d 206 (Fla. 3rd DCA 1990). Especially in this case, where the Bernsteins interests are shown to be (and certainly may be) adverse to the Minors’ interests, and where the Court cannot reasonably conclude that the Minors’ separate interests “will be fully protected” by the Bernsteins, ***the appointment of a guardian ad litem is mandatory.*** See *Mistretta* 566 So. 2d at 837-38 (denial of due process occurs when the interests of the child may be adverse to the interests of the parent); *Johns v. Dep't of Justice*, 624 F.2d 522 (5th Cir.1980); *Smith v. Langford*, 255 So.2d 294 (Fla. 1st DCA 1971). *Chapman v. Garcia*, 463 So.2d 528 (Fla. 3d DCA 1985).³

³ Curiously, in their *Applications for Determination of Civil Indigent Status* filed in this matter, Mr. Bernstein does not claim his children as dependents; only his wife does. See *Composite Exhibit “A.”* Insofar as Mr. Bernstein disclaims responsibility for his children, he should not be permitted to assert rights on their behalf.

II. THE BERNSTEINS ARE UNFIT TO SERVE AS LITIGATION REPRESENTATIVES

Eliot Bernstein is an adjudicated vexatious litigant who has exhibited outright contempt for our judicial system and its processes in courts and administrative tribunals throughout the country, including this one. Although courts have given him wide latitude to pursue his hyper-aggressive, harassing litigation *in his own name (pro se)*, he should not be permitted (and certainly should not be appointed) to do so *on behalf of others*.

A. Eliot Bernstein's History of Vexatious Litigation

Eliot Bernstein is on a self-proclaimed mission to raze the judicial system and overthrow its “corrupt” lawyers, judges and officers. *See Counter-Complaint ¶ 212*. In connection with those efforts, he has become skilled at filing vexatious pleadings, wasting judicial resources, sullyng hard-earned reputations, and publicly degrading the judicial system and its officers. The below are but a few examples of his prior litigation-related conduct that render him unfit to serve as his children’s (or anyone’s) litigation proxy.⁴

In 2003, Mr. Bernstein filed a Florida Bar Complaint against various lawyers associated with the law firm of Proskauer Rose, alleging, *inter alia*, that the law firm had stolen his inventions. *See Exhibit “B”* (a copy of the Bar Complaint posted on Mr. Bernstein’s website). Dissatisfied with the grievance committee report, Mr. Bernstein unsuccessfully complained to the Florida Bar about conflicts of interest surrounding its investigation, and then filed a complaint against grievance committee members. *See Exhibit “C”* (a letter from the Florida Bar to Mr. Bernstein, annotated by Mr. Bernstein and posted on his website).

⁴ Mr. Bernstein’s broad litigation resume makes conducting a full investigation impractical and cost-prohibitive. Limiting a search to only federal cases and Palm Beach County cases (and the information posted on Mr. Bernstein’s own website), it appears that Mr. Bernstein has been a party to at least 16 lawsuits and administrative proceedings since 2004.

In 2004, Mr. Bernstein filed a Petition with the Supreme Court of Florida against an expanded group of “conspirators,” including the Proskauer lawyers, the Florida Bar and its grievance committee members. *See Eliot I. Bernstein, et. al. v. The Florida Bar, et al, Case No. SC04-1078.*⁵ In a Motion filed in that action, Mr. Bernstein implicated the Boca Raton Police Department in the ever-growing conspiracy against him, requested the high court’s protection from police authorities, and demanded an oversight role in the criminal investigation of his claims. *See Exhibit “D.”*⁶ According to Mr. Bernstein’s website postings (see below) the Florida Supreme Court did not grant him satisfaction, and the United States Supreme Court declined to give him a further audience.

In 2008, Mr. Bernstein went national, filing a federal lawsuit against Proskauer Rose, the Florida Bar, the Virginia Bar, the State of New York, and hundreds of other defendants (including various lawyers, judges and lawmakers) for conspiring to steal his technology and deny him due process. *See Eliot I. Bernstein v. State of New York, et al, 591 F. Supp. 2d 448, 453 (S.D. N.Y. 2008)* (the “New York Action”). Bernstein sought over ONE TRILLION DOLLARS (\$1,000,000,000.00) in damages and an injunction for the theft of his inventions, even though he surmised that, “the granting of this prayer for relief, effectively, halts the transmission of and viewing of video as we know it...”

⁵ Oppenheimer requests that the Court take judicial notice of the dockets of the legal proceedings cited in this Motion, and the pleadings and orders shown on the dockets, pursuant to §§ 90.201(1) 90.202(2), (5), (6) and/or (13), Florida Statutes.

⁶ According to Mr. Bernstein, when he reported the theft of \$1,000,000 and intellectual property from his company, he was unsatisfied with the conduct of the ensuing investigation (including the lack of participation by the Chief of Police, the FBI and the SEC). He “suggested” to the police that there might be “bought off detectives” involved, and demanded an internal or third-party investigation. He then became fearful that his “suggestion” may result in retribution, and reported to the Supreme Court that his safety, and that of his family, was “questionable.”

Throughout the litigation, Mr. Bernstein made inflammatory and defamatory public statements about the defendants, judges and others on his blog.⁷ For example:

- “When you see what [the Honorable Jorge Labarga] did to Iviewit after the elections, it gives no cause for doubt about his character and adds fuel to the conspiracy theorists claims. Keep in mind that the Iviewit Technologies are not merely great inventions but also revolutionized the world, akin to the invention of electricity but in the digital world, estimated worth, over a TRILLION dollars. At first, it must have seemed to the pariah-like attorneys that there were only a few inventors to rip off. Convincing or more aptly *bribing Labarga* at that point in time, when so little evidence had yet to surface, to go along with the Coup, perhaps was cheap but to throw an election though might have cost a bundle. Perhaps get Labarga a leg up to the Florida Supreme Court, as the criminal organization rewards their criminal operatives with ever more lucrative government jobs to aid and abet.”
- “The Florida Bar, hijacked from law by corruption, should convert to a drinking establishment. Attorneys regulating attorneys is like you surgically fixing your own hemorrhoids.”
- “Proskauer Rose LLP or Porksour Rose, as you will learn that the law firm is treif, not Kosher, one of the main criminal conspirators and traitors to our nation, all roads to hell described herein relate to Proskauer... For ‘Jewish’ lawyers they are not only a disgrace to the integrity of law but to their race, with no belief in G-d, just greed. Joseph Proskauer, the firms founding partner, stood in the way of a ban on German war goods that could have pressured the Nazis to cease the killings in camps after the US learned of the exterminations, in the last months of the war. The last months, when Hitler ordered mass maniacal killings of everyone that he called inferior and Proskauer in part delayed the United States call to action, great Jew... These massive law firms caught red handed in an attempt to rob the Iviewit Inventors, the Iviewit companies and Shareholders, about to go public in the billions, estimated technologies worth trillions valued by leading engineers from Fortune 500 companies over the twenty-year life of the intellectual properties... Driven, as further described herein, once caught in the act, to attempt to blow up the key inventor, me, little ole inventor Eliot Ivan Bernstein and my family, by placing a bomb in our family minivan in an attempt to murder my wife and children, leaving no estate survivors.”
- “The Supreme Court Jerk Off’s could be bought or intimidated into action if necessary, many of them planted by the CFR and Skulls under Reagan, Carter, Bush I and Clinton, all CFR members, already aligned with the New World Order philosophy. These Skull fuckers had been plotting since WWII and

⁷ http://www.iviewit.tv/CompanyDocs/Book/indexxrt.htm#_Toc265343583

Major General Butler spoiled planning for the overthrow of our government since the Business Plot to align with Hitler failed. Yet, it took only took a few generations of careful planning and planting in high level government posts and throughout Congress to have this Nazi Tyrannous and Treasonous Coup ready and in place to begin their maniacal scheme to rebuild the Reich and make America center stage for the Fourth Reich.”

- “Owned & Operated by Proskauer Rose for the benefit of their criminal activities, spearheaded by Krane if he has not eaten himself to death, now that he is caught handling complaints against himself while holding official positions of influence at the departments investigating him, not much conflict there. Judge Judy, Chief Justice of NY is schtooping a Proskauer partner, married to him and Krane was her clerk, she is at the helm of ship of NY Court Fools blocking due process to Ivewit and the shareholders top down.”
- “A Supreme Fuck You to you twelve Nazi’s, for without your denial to allow complaints be to filed against public officers of state supreme courts in Florida and New York, someone had time to attempt to murder my family, so make that a FUCK YOU times 4, one for the wife and kids. Fuck You for your supreme failure to take heed that crimes have been committed on a massive scale against our country, including Treason and Fraud on The US Patent Office and you all closed your eyes, allowing the criminals almost to murder wife, my children and me. Yes, that was a bomb planted in my car with intent according to the fire investigator, Rick Lee.”
- “A huge fu to all those corrupt lawyers, politicians, judges who are criminals cloaked as agents of the free world, who are merely criminals who know no other way to earn an honest day’s work for the man, than to rob others, mostly due to spoiled rotten children syndrome found with most lawyers today. It is a shame when good ideas turn bad like when law used to be a noble undertaking. To those who continue to participate in such crime or the cover up of such crimes as described herein, "To those that attempt to poison and destroy my brother..." Ezekiel, your time is coming after finishing with the core group of nuts.”
- “Final FU to all of the Following Defendants, mainly Dirty Rotten Lawyers, cloaked as Politicians, Judges, Prosecutors and Regulators but just Criminals Violating the Laws they are Duty Bound to Uphold...”
 - “Joseph Proskauer, the firms [sic] founding partner, stood in the way of a ban on German war goods that could have pressured the Nazis to cease the killings in camps after the US learned of the exterminations, in the last months of the war. The last months, when Hitler ordered mass maniacal killings of everyone that he called inferior and Proskauer in part delayed the United States call to action, great Jew.”

- “Wheeler, or more aptly Wheezler, as his name historically now recorded, is worse than a Pedophile, as he will come into your life as your trusted legal advisor and while acting as such trusted advisor, offer candy and rape you of your rights legally. Very similar to how Pedophiles operate, using their adult status and trust with children in order to rape and molest the vulnerable. Oh, how the reader will come to see you Wheezler as the failure you are. How did it feel Chris, dragged through the Florida Supreme Court and the Supreme Court of the United States with your Felony DUI stamped to your head for the entire legal world to laugh at, as your scheme to steal the patents unfolding? Forever, historically, your name recorded as a disgraced loser, a loser who lost the Holy Grail, as you called the inventions. Objects of mine that I warned you upfront were a gift from a higher power [sic] that it is now time to return. Either you can give it back, or give up and surrender, or I will extract the lifeblood from you and then torment your soul, slowly, painfully, lifting it from your flesh.”
- “Rubenstein is soulless sole [sic] Patent Evaluator and creator of MPEGLA LLC., the criminal RICO organizations storefront for laundering stolen technologies, tied and bundled illegally, against Sherman, Clayton and more and acting as an Anticompetitive Monopolistic Patent Pool. Be wary, these criminals with legal degrees using law firms as front may promise the world to you and then fund your patents with deviously deviant plans to steal from you. If they are doing what they have tried to do with me, they are planning to steal your inventions and ruining or ending your life. Extracting your patents through a variety of racketeering means, if you raise questions or catch them, they will try to murder you or if your inventions are worth enough.”
- “Judith Kaye, also conflicted up the butt with Krane, as Krane was Kaye’s former whipping boy, serving her as a lapdog clerk. Krane, knowing the heat was on, attempted to influence peddle his extensive Ethics background like never before seen in Gotham to diffuse the complaints. Krane needed to block any New York Disciplinary Department actions or American Bar Association complaints filed nationally by Iviewit. Being one of the senior Ethics lawyer in New York, holding a multiplicity of titles, Krane would have to handle this in house, personally, to earn his Proskauer intellectual property partnership wings by blocking Iviewit complaints through conflict and violations of his public offices he held.”
- “Foley & Lardner is a law firm that aided and abetted the crimes with Proskauer. Do not take any patent to Foley for they continued Joao’s diabolical work once Joao caught patenting Iviewit’s inventions for himself. Then Foley continued writing patents in the wrong inventors’

names. Foley brought in by Proskauer to cover up for Joao when Shareholders and Board Members asked for investigation when it was first rumored he was patenting patents in his own name faster than Edison.”

- “Former CEO of Foley & Lardner, Former Chief Counsel of the Republican National Committee & Current Chair of the Bradley Foundation. It is May 09, 2007 and several important things have just surfaced. None other than Michael Grebe controlled Foley & Lardner, Porksour’s partner in crime, at the time of the invention thefts, Grebe another Loser accorded a place in history with Wheezler before him. Grebe helped ruin America, through Tyrannous and Treasonous corruption under the disguise of law and justice. Mike also funds books claiming blacks are mentally inferior to whites through his Bradley Foundation and is working to a New World Disorder, like a plague upon the earth, a Hitler redo where everyone is a slave to him and his NeoCon NAZI freak ball friends who seem more like the Gestapo on steroids...These whack jobs under Grebe’s rule claim blacks really are mentally inferior to whites, according to his Foundations study that paid an Uncle Tom Nigger to write for a 250,000 grant.”
- “Gerry or Jerry as he claims when asked his name, a complete scumbag, as in a used condom, who brought Proskauer in to evaluate the technologies and was the first person in a position of trust to violate such trust, willingly. Lewin is a man so low as to befriend his friend and neighbor, my father, and steal from both his friend and his friend’s son. Lower in that he recruited his own flesh and blood daughters into the Iviewit crimes to aid and abet him, how low can one go, well Lewin is the benchmark of scum.”

Notwithstanding his scandalous allegations, and the incredible nature of the claims and relief that Bernstein was requesting in the New York Action (Mr. Bernstein alleged that the conspiracy against him contributed to the Enron bankruptcy and the presidency of George W. Bush), the Honorable Shira A. Scheindlin (U.S.D.J.) conducted a detailed review and analysis of Bernstein’s complaint and, thereafter, dismissed each of Bernstein’s claims, finding that they “failed to state a claim against any of the hundreds of defendants named in the action.” *See Exhibit “E.”* Undeterred by the Order, Bernstein continued to pursue the action on appeal, and in independent actions, for another five (5) years.

On July 27, 2012 (almost four years after the New York Action had been dismissed), Bernstein filed an “emergency” motion to reopen the case. *See Eliot I. Bernstein v. State of New York, et al, Case No. 1:07-cv-11196 (DE 138), Emergency Motion to Reopen Case (S.D. N.Y. July 27, 2012)*. On August 14, 2012, that motion was denied, and ***the court found Bernstein’s claims to be “frivolous, vexatious, overly voluminous, and an egregious abuse of judicial resources.”*** *Eliot I. Bernstein v. State of New York, et al, Case No. 1:07-cv-11196 (DE 141), Order Denying Emergency Motion to Reopen Case (S.D. N.Y. August 14, 2012)*. Bernstein was cautioned that any additional frivolous filings could subject him to sanctions under Federal Rule of Civil Procedure 11. *Id.*

Ignoring the court’s admonition, on February 28, 2013, Mr. Bernstein filed a ***second motion*** to reopen the case. *Eliot I. Bernstein v. State of New York, et al, Case No. 1:07-cv-11196 (DE 142), Second Motion to Reopen Case (S.D. N.Y. February 28, 2013)*. On May 13, 2013, Mr. Bernstein filed a ***third motion*** to reopen based upon a claim of fraud on the Court. *Eliot I. Bernstein v. State of New York, et al, Case No. 1:07-cv-11196 (DE 149), Motion to Reopen Case (S.D. N.Y. May 13, 2013)*. On May 15, 2013, the Court denied Bernstein’s second and third motions to reopen the case. *Eliot I. Bernstein v. State of New York, et al, Case No. 1:07-cv-11196 (DE 151), Order Denying Motions to Reopen Case (S.D. N.Y. May 15, 2013)*.

On August 29, 2013, ***the Court sanctioned Mr. Bernstein for repeatedly filing frivolous papers.*** *Eliot I. Bernstein v. State of New York, et al, Case No. 1:07-cv-11196 (DE 154), Order on Motion for Sanctions (S.D. N.Y. August 29, 2013)*. See Exhibit “F.” Specifically, the Court ordered that Mr. Bernstein pay \$3,500.00 to Proskauer Rose in monetary sanctions, and enjoined Mr. Bernstein as follows:

Eliot I. Bernstein is hereby enjoined from filing any action in any court related to the subject matter of this action without first obtaining leave of this Court. In moving for such leave, Bernstein must certify that the claim or claims he wishes to present are new claims never before raised and/or disposed of by any court. Bernstein must also certify that claim or claims are not frivolous or asserted in bad faith. Additionally, the motion for leave to file must be captioned ‘Application Pursuant to Court Order Seeking Leave to File.’ Failure to comply strictly with the terms of this injunction shall be sufficient grounds for denying leave to file and any other remedy or sanction deemed appropriate by this Court.

Id. (emphasis added). Mr. Bernstein expressed his contempt for the court and the proscriptions of Rule 11 by stating the following in his Rule 11 opposition: “Bernstein is notifying Proskauer and this Court that ***he will have a lifelong and generational long litigious history*** in pursuing his patent royalties...” *Id.*

In 2013, in the matter of *Simon Bernstein Irrevocable Insurance Trust Dtd 6/21/95 v. Heritage Union Life Insurance Co., 1:13-CIV-03643 (N.D. Ill. May 16, 2013)* (the “Chicago Action”), Jackson National Life Insurance Company, as successor in interest to Heritage Union Life Insurance Company (“Jackson”), filed a third party complaint and counterclaim for interpleader, seeking a declaration of rights under a life insurance policy for which it was responsible to administer. *See Simon Bernstein Irrevocable Ins. Trust DTD 6/21/95 v. Heritage Union Life Ins. Co., Case No. 1:13-CIV-03643 (DE 17), Third Party Complaint by Heritage Union (N.D. Ill. June 26, 2013)*. Bernstein was named as a defendant in the third party complaint because he, and his children, were potential beneficiaries of the policy at issue. *Id.* The sole relief sought was an order interpleading the death benefit funds into the court registry. *Id.*

In response to the innocuous Complaint, Mr. Bernstein filed a ninety-eight (98) page answer and third party complaint against several third party defendants related to the administration of Simon Bernstein’s Florida estate. *Simon Bernstein Irrevocable Ins. Trust*

DTD 6/21/95 v. Heritage Union Life Ins. Co., Case No. 1:13-cv-03643 (DE 35), *Answer and Third Party Complaint* (N.D. Ill. September 22, 2013). He brought claims for: i) fraudulent conversion; ii) breach of fiduciary duty; iii) legal malpractice; iv) abuse of the legal process; v) common law conversion; vi) civil conspiracy; and vii) negligence, and sought damages in the amount of Eight Million Dollars (\$8,000,000.00), as well as punitive damages, costs, and attorney's fees. *Id.* The Court dismissed the third party complaint pursuant to Federal Rule of Civil Procedure 14, noting the impropriety of bringing in parties and claims related to the administration of a Florida estate. *Simon Bernstein Irrevocable Ins. Trust DTD 6/21/95 v. Heritage Union Life Ins. Co.*, Case No. 1:13-cv-03643 (DE 106), *Order Granting Third-Party Defendants' Motion to Dismiss* (N.D. Ill. March 17, 2014).

In 2012, Mr. Bernstein was found to have participated in a “sinister and tenacious scheme to extort money” through the use of administrative domain name transfers (the primary extorter would buy domain names which included the names of people or companies who had wronged or offended her, fill them with defamatory information, and then offer her “reputation services” to clean up the mess she created; once she learned of a domain registration suit, she transferred the site to Mr. Bernstein, her “proxy,” in order to avoid liability via “cyberflight.”). See *WIPO Arbitration and Mediation Center, Administrative Panel Decision, Marc J. Randazza v. Reverend Crystal Cox, Eliot Bernstein, Case No. D2012-1525*; see also *Randazza v. Cox, et. al.*, Case No. 2:12-cv-02040-GMN-PAL, *Order (granting Plaintiff's Motion for Preliminary Injunction)* (D. Nev. January 11, 2013).

The Court is already familiar with Mr. Bernstein's claims against the fiduciaries, their lawyers and others in the matters involving the *Estates of Simon and Shirley Bernstein*,

including his attempts to manufacture conflicts of interest between the parties and their litigation counsel by joining litigation counsel as parties, and then seeking to disqualify them.⁸

B. The Instant Action

With full knowledge that his claims are already pending in other actions (or have been adjudicated or enjoined), and despite the fact that he has no personal interest in the Grandchildren Trusts and is not, individually, a party to this action, Mr. Bernstein continues to re-assert, yet again, his prior claims against the prior defendants, and in the process, continues to disregard both the federal court injunction and a prior Order of this Court.

For example, in his Counter-Claim:

- Mr. Bernstein alleges that he “is pursuing Defendants, Proskauer Rose LLP, Gerald Lewin, CPA and Albert Gortz, Esq. as the main parties involved in the theft of Simon and Eliot’s Intellectual Properties.” *See Counterclaim*, ¶ 217.
- Mr. Bernstein has alleged “[t]hat Defendant’s [sic] Oppenheimer and JP Morgan were both initially involved in Eliot’s technologies and signed various agreements with the companies that held the Intellectual Properties...” *See Counterclaim*, ¶ 223.
- Despite a prior Order of this Court declaring that a certain e-mail is privileged, Eliot Bernstein makes continuing and unnecessary references to it, and advertises where it can be found online. *See Counterclaim*, ¶¶ 235-237.

Much like in the Chicago Action, in this action, Oppenheimer is not seeking damages against Mr. Bernstein or the Minors. It is merely seeking instructions as to where to deliver trust property now that it has resigned as trustee, and for judicial review and approval of its final accounting. But, as has been his *modus operandi*, Mr. Bernstein (now using his children’s trusts as a tool), has irresponsibly raised the stakes, needlessly joined countless unrelated

⁸ Oppenheimer requests that the Court take judicial notice of the attorney-related claims, motions and orders entered in the pending Estate matters (Case Nos. 2011-CP000653, 2012-CP004391 and 2014-CP003698) pursuant to §§ 90.201(1) and/or 90.202(6), Florida Statutes.

parties, and redundantly asserted unrelated (and enjoined) claims. His stated purpose is to recover money for himself, even at the expense of his children. *See § I, infra.*

By his prior litigation-related conduct and the content of his Counter-Complaint herein, Mr. Bernstein has shown that he is an inappropriate person to act as anyone else's litigation proxy, particularly his minor children.

III. CONCLUSION

The Court *must* appoint a guardian *ad litem* to represent the Minors in this action because the Bernsteins have (or may have) conflicts of interests with the Minors, because the Court cannot be reasonably satisfied that the Bernsteins will fully represent the Minors' interests apart from their own, and because Mr. Bernstein (and Mrs. Bernstein by her silent acquiescence) has demonstrated that he is not a responsible litigant such that he should be permitted to represent others in a litigation setting. For all of the foregoing reasons, Oppenheimer respectfully requests that the Court appoint a guardian *ad litem* for the Minors, strike the Counter-Complaint filed by the Bernsteins, enjoin the Bernsteins from further participation in these proceedings, and grant such other relief as is just and proper.

Respectfully submitted,

GrayRobinson, P.A.
Attorneys for Petitioner
225 N.E. Mizner Boulevard, Suite 500
Boca Raton, FL 33432
Telephone: (561) 368-3808

By: /s/ Steven A. Lessne
Steven A. Lessne, Esq.
Florida Bar No. 107514
steven.lessne@gray-robinson.com

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished via e-mail to all parties on the attached Service List this 19th day of September, 2014.

 /s/ Steven A. Lessne

SERVICE LIST

Eliot Bernstein
2753 N.W. 34th Street
Boca Raton, FL 33434
ivewit@ivewit.tv
ivewit@gmail.com

Candice Bernstein
2753 N.W. 34th Street
Boca Raton, FL 33434
tourcandy@gmail.com

EXHIBIT A

IN THE CIRCUIT/COUNTY COURT OF THE Fifteenth JUDICIAL CIRCUIT
IN AND FOR Palm Beach COUNTY, FLORIDA

Eliot Bernstein
Plaintiff/Petitioner or in the Interest Of

CASE NO. 502014LP002815XXXXSB

vs.
Oppenheimer & Co. Inc. et al.
Defendant/Respondent

APPLICATION FOR DETERMINATION OF CIVIL INDIGENT STATUS

Notice to Applicant: If you qualify for indigence and are unable to pay the costs listed in FS 57.081, you must enroll in the clerk's payment plan and pay a one-time administrative fee of \$25.00. This fee shall not be charged for Dependency or Chapter 39 Termination of Parental Rights actions.

1. I have 0 dependents. (Include only those persons you list on your U.S. Income tax return.)
Are you Married?..Yes...No Does your Spouse Work?...No Annual Spouse Income? \$ 0

2. I have a net income of \$ 0 paid () weekly () every two weeks () semi-monthly () monthly () yearly () other _____.
(Net Income is your total income including salary, wages, bonuses, commissions, allowances, overtime, tips and similar payments, minus deductions required by law and other court-ordered payments such as child support.)

3. I have other income paid () weekly () every two weeks () semi-monthly () monthly () yearly () other _____.
(Circle "Yes" and fill in the amount if you have this kind of income, otherwise circle "No")

Second Job	Yes \$ _____	<u>No</u>	Veterans' benefits	Yes \$ _____	<u>No</u>
Social Security benefits			Workers compensation	Yes \$ _____	<u>No</u>
For you	Yes \$ _____	<u>No</u>	Income from absent family members	Yes \$ _____	<u>No</u>
For child(ren)	Yes \$ _____	<u>No</u>	Stocks/bonds	Yes \$ _____	<u>No</u>
Unemployment compensation	Yes \$ _____	<u>No</u>	Rental income	Yes \$ _____	<u>No</u>
Union payments	Yes \$ _____	<u>No</u>	Dividends or interest	Yes \$ _____	<u>No</u>
Retirement/pensions	Yes \$ _____	<u>No</u>	Other kinds of income not on the list	Yes \$ _____	<u>No</u>
Trusts	Yes \$ _____	<u>No</u>	Gifts	Yes \$ _____	<u>No</u>

I understand that I will be required to make payments for costs to the clerk in accordance with §57.082(5), Florida Statutes, as provided by law, although I may agree to pay more if I choose to do so.

4. I have other assets: (Circle "Yes" and fill in the value of the property, otherwise circle "No")

Cash	Yes \$ _____	<u>No</u>	Savings account	Yes \$ _____	<u>No</u>
Bank account(s)	Yes \$ _____	<u>No</u>	Stocks/bonds	<u>Yes</u> \$ <u>UA</u>	<u>No</u>
Certificates of deposit or money market accounts	Yes \$ _____	<u>No</u>	Homestead Real Property*	Yes \$ _____	<u>No</u>
Boats*	Yes \$ _____	<u>No</u>	Motor Vehicle*	Yes \$ _____	<u>No</u>
show loans on these assets in paragraph 5			Non-homestead real property/real estate	Yes \$ _____	<u>No</u>
			Other assets*	Yes \$ _____	<u>No</u>

Check one: I (✓) DO () DO NOT expect to receive more assets in the near future. The asset is inheritance.

5. I have total liabilities and debts of \$ _____ as follows: Motor Vehicle \$ 0, Home \$ 0, Boat \$ 0, Non-homestead Real Property \$ 0, Child Support paid direct \$ 0, Credit Cards \$ 0, Medical Bills \$ 10,000, Cost of medicines (monthly) \$ 0, Other \$ _____.

6. I have a private lawyer in this case: (Circle "Yes" or "No") Yes No

A person who knowingly provides false information to the clerk or the court in seeking a determination of indigent status under s. 57.082, F.S. commits a misdemeanor of the first degree, punishable as provided in s.775.082, F.S. or s. 775.083, F.S. I attest that the information I have provided on this application is true and accurate to the best of my knowledge.

Signed this 30 day of July, 2014.
930913 06956008
Date of Birth Driver's License or ID Number

[Signature]
Signature of Applicant for Indigent Status
Print Full Legal Name Eliot Van Bernstein
Phone Number: 561 245 2588
2753 NW 34th St Boca Raton, FL 33431

2753 NW 34th St Boca Raton, FL 33431
Address, P O Address, Street, City, State, Zip Code

This form was completed with the assistance of: _____
Clerk/Deputy Clerk/Other authorized person.

CLERK'S DETERMINATION

Based on the information in this Application, I have determined the applicant to be () Indigent () Not Indigent, according to s. 57.082, F.S.

Dated this _____ day of _____, 20 ____.

Clerk of the Circuit Court
By _____, Deputy Clerk

APPLICANTS FOUND NOT TO BE INDIGENT MAY SEEK REVIEW BY A JUDGE BY ASKING FOR A HEARING TIME.

THERE IS NO FEE FOR THIS REVIEW.
Sign here if you want the judge to review the clerk's decision _____

IN THE CIRCUIT/COUNTY COURT OF THE Fifteenth JUDICIAL CIRCUIT
IN AND FOR Palm Beach COUNTY, FLORIDA

Candice Michelle Bernstein
Plaintiff/Petitioner or In the Interest Of
vs.
Oppenheimer & Co. Inc. et al.
Defendant/Respondent

CASE NO. 502014CP002815X4

APPLICATION FOR DETERMINATION OF CIVIL INDIGENT STATUS

Notice to Applicant: If you qualify for civil indigence you must enroll in the clerk's office payment plan and pay a one-time administrative fee of \$25.00. This fee shall not be charged for Dependency or Chapter 39 Termination of Parental Rights actions.

1. I have 3 dependents. (Include only those persons you list on your U.S. Income tax return.)
Are you Married?/Yes No Does your Spouse Work?...Yes No Annual Spouse Income? \$ 0

2. I have a net income of \$ 0 paid weekly every two weeks semi-monthly monthly yearly other _____
(Net income is your total income including salary, wages, bonuses, commissions, allowances, overtime, tips and similar payments, minus deductions required by law and other court-ordered payments such as child support.)

3. I have other income paid weekly every two weeks semi-monthly monthly yearly other _____
(Circle "Yes" and fill in the amount if you have this kind of income, otherwise circle "No")

Second Job	Yes \$ <u>no</u>	No	Veterans' benefits	Yes \$ <u>no</u>	No
Social Security benefits			Workers compensation	Yes \$ <u>no</u>	No
For you	Yes \$ <u>no</u>	No	Income from absent family members	Yes \$ <u>no</u>	No
For child(ren)	Yes \$ <u>no</u>	No	Stocks/bonds	Yes \$ <u>no</u>	No
Unemployment compensation	Yes \$ <u>no</u>	No	Rental income	Yes \$ <u>no</u>	No
Union payments	Yes \$ <u>no</u>	No	Dividends or interest	Yes \$ <u>no</u>	No
Retirement/pensions	Yes \$ <u>no</u>	No	Other kinds of income not on the list	Yes \$ <u>no</u>	No
Trusts	Yes \$ <u>up/down</u>	No	Gifts	Yes \$ <u>no</u>	No

I understand that I will be required to make payments for fees and costs to the clerk in accordance with §57.082(5), Florida Statutes, as provided by law, although I may agree to pay more if I choose to do so.

4. I have other assets: (Circle "yes" and fill in the value of the property, otherwise circle "No")

Cash	Yes \$ <u>no</u>	No	Savings account	Yes \$ <u>no</u>	No
Bank account(s)	Yes \$ <u>600.00</u>	No	Stocks/bonds	Yes \$ <u>na</u>	No
Certificates of deposit or money market accounts	Yes \$ <u>no</u>	No	Homestead Real Property*	Yes \$ <u>no</u>	No
Boats*	Yes \$ <u>no</u>	No	Motor Vehicle*	Yes \$ <u>no</u>	No
			Non-homestead real property/real estate*	Yes \$ <u>no</u>	No

*show loans on these assets in paragraph 5


Check one: I DO DO NOT expect to receive more assets in the near future. The asset is inheritance.

5. I have total liabilities and debts of \$ 10,000.00 as follows: Motor Vehicle \$ 0, Home \$ 0, Other Real Property \$ 0, Child Support paid direct \$ 0, Credit Cards \$ 0, Medical Bills \$ _____, Cost of medicines (monthly) \$ _____, Other \$ 10,000.

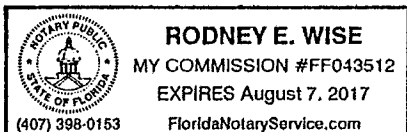
6. I have a private lawyer in this case..... Yes No NO


A person who knowingly provides false information to the clerk or the court in seeking a determination of indigent status under s. 57.082, F.S. commits a misdemeanor of the first degree, punishable as provided in s.775.082, F.S. or s. 775.083, F.S. I attest that the information I have provided on this application is true and accurate to the best of my knowledge.

Signed this 28 day of August, 20 14.
10/09/72 b652-113-72-869-0
Date of Birth Driver's License or ID Number


Signature of Applicant for Indigent Status
Print Full Legal Name Candice Bernstein
Phone Number: 561-245-8588

2753 NW 34th St. Boca Raton, FL 33434
Address, P O Address, Street, City, State, Zip Code
Subscribed and sworn before me, this 28th day of Aug., 2014 a Notary Public
in and for Palm Beach County.
State of FLORIDA




(Signature) RODNEY E. WISE
NOTARY PUBLIC
My Commission expires 08-07, 2017

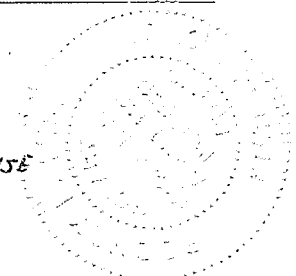


EXHIBIT B



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.I. 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:

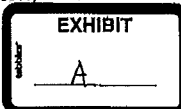
Thank you for the opportunity to represent iviewit LLC in connection with general corporate advice (the "Work") and such other matters as we may undertake on your behalf from time to time. As is our Firm's custom, we are writing to confirm our agreement regarding such representation.

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

0894/40017-001 BRL181/240799 v1



09/08/99 02:56 PM (2743)



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 BRLIB1/240789 v1

09/08/99 02:56 PM (274)

EXHIBIT C



THE FLORIDA BAR

651 EAST JEFFERSON STREET
TALLAHASSEE, FL 32399-2300

JOHN F. HARKNESS, JR.
EXECUTIVE DIRECTOR

850/561-5600
WWW.FLABAR.ORG

July 9, 2004

Mr. Eliot Bernstein
IViewIt Holdings, Inc.
10158 Stonehenge Circle
Suite 801
Boynton Beach, FL 33437-3546

Re: Eric Turner et al.

Dear Mr. Bernstein:

I have been regularly communicating with Mr. Marvin concerning your assertions and I have read a series of letters and/or email between you and staff of our Fort Lauderdale office or Mr. Marvin.

Recently you wrote (in one email) Mr. Marvin:

“As mentioned in our last conversation on 7/02/04 we have learned and notified you of a severe conflict of interest in the Wheeler complaint 2003-51 109 15c, whereby Matthew Triggs, with no formal disclosure, acted as Wheeler's counselor within the one-year period after serving as a Grievance Committee Member, thereby a conflict exists which has the additional appearance of impropriety and thus taints the entire Wheeler case, and your Turner decision, if such decision was formal. Due to the conflict and influence peddling at the Bar this may represent, the entire case should now be reviewed by an independent third-party. Triggs served from 4/1/99 to 3/31/02 and as illustrated in the attached letter to the bar, Triggs had already started representing Wheeler on March 21, 2003, clearly within the year prohibition.”

Subsequently you wrote (in another email) Mr. Marvin:

“Please provide us with the rules and code that apply to internal review of complaints lodged against officers of the FL Bar and where we can find out how this process is handled. Also, since we have now notified you of the conflict of interest and appearance of impropriety in the Triggs response on behalf of the Wheeler complaint, we would like to add charges of conflict of interest and

appearance of impropriety to Mr. Turner's complaint. Would we need to establish another separate complaint or can you amend the existing "complaint"? We are certain that such charges would constitute a violation of Mr. Turner's professional ethics as regulated by the FL Bar and therefore constitute charges necessitating a formal complaint with formal process. In addition, do we need to file another case on Wheeler and Triggs for the conflict of interest, appearance of impropriety and the abuse of public office or is this something that the FL Bar needs to institute as you are now aware of the abuse of public office caused by Triggs and Wheeler? In light of the recent discoveries regarding such conflict, it seems that the FL Bar should re-open the Wheeler case, strike the tainted response of Triggs and charge Wheeler with all charges contained in his complaint, as if no response was given at all."

Boggs attempts to state that Triggs would have been granted a waiver but that is a unknown and Boggs only deals with one of the many conflicts we presented him with here, and in light of the multiple conflicts it would have been probably rejected. He also admits here that Triggs did not disclose the conflict or seek proper channels for approval

Boggs admits conflict citing it is "form over substance" and that no waiver was tendered by the Board

'would have' indicating it was not

This is a form over substance issue. The fact that for a short period of time Mr. Triggs represented Mr. Wheeler without a waiver does not automatically create a conflict. Waiver would have been routinely granted under standing board policy and if the situation had come to our attention all that would have happened was notice to Mr. Triggs to submit a waiver request. Upon the expiration of 12 months from the end of his grievance committee service, the need for a waiver ceased. It is noteworthy that the grievance committee that heard your complaint against Mr. Wheeler is not the same committee on which Mr. Triggs served. Thus there was no actual conflict for the short time that a waiver was an issue.

The rules state nothing about being on any specific committee they state that Triggs cannot represent ANYONE for a period of one year, what is this guy thinking???

15.10 Waiver of Disqualification as Attorney for Respondents.

- (a) **Authority for Waiver.** The Rules Regulating The Florida Bar disqualify partners, associates or other firm members of board members, grievance committee members and former staff attorneys from representing a respondent in a disciplinary matter. Further, the rule disqualifies the board members, grievance committee members and former staff attorneys from the same representation and extends all disqualification periods for 1 year after the termination of board, grievance committee or staff service. The rule allows for waiver of the disqualification by the board.

This policy is enacted to identify the instances in which the board will waive the rule.

- (c) **Grievance Committee Members.** No current member of a grievance committee may represent a respondent in a disciplinary matter. A member of the grievance committee member's law firm may represent a respondent while the grievance committee member is serving on the committee if:
- (1) the representation involves a grievance committee other than the 1 on which the member of the law firm serves; and
 - (2) the grievance committee member has no involvement with the representation and is screened from access to the file on the matter; and
 - (3) the attorney wishing to represent the respondent provides written notice of the disqualification to the executive director.

Former grievance committee members may represent a respondent in a disciplinary matter if the matter was not pending, before the committee on which the former member served, before the former member's term expired.

NO WAIVER = RULE VIOLATION.

Members of the former grievance committee member's law firm may represent a respondent in a disciplinary matter during the 1-year disqualification period if the former member may also do so under the terms of this policy.

(f)

Executive Director Authority. The executive director is hereby granted the authority to issue waivers under the terms of this policy. The executive director shall not deviate from this policy and if the executive director is in doubt regarding issuance of a waiver, the request shall be referred to the board of governors for resolution. The executive director shall report to the board listing all waivers granted and all waivers denied.

SOUNDS LIKE BOGGS IS TRYING TO DEVIATE FROM THE PROCESS - WITH A WOULD HAVE, SHOULD HAVE, COULD HAVE - BUT DIDN'T

We treated your complaint against Mr. Turner as an internal matter as you question his job performance. You employ other words and characterizations, but the thrust of what you say is that you do not accept his conclusions. There are no provisions in the Rules Regulating The Florida Bar for handling job performance based complaints and we have no written policies in this regard.

TURNER COMPLAINT IS FAR MORE SERIOUS AND SHOULD HAVE BEEN FILED AS A BAR COMPLAINT FOR VIOLATIONS OF RULES OF PROFESSIONAL CONDUCT.

Also your labeling the matter concerning Mr. Turner as a complaint is a creative attempt to fashion a way to preserve the file in your prior complaint when routine record retention schedules require its purging. It is obvious that one of your goals is the preservation of the Wheeler file. It can be argued that this is the central issue of your goals at this time. We cannot use an artifice to avoid routine record keeping requirements.

Your assertions have received careful and repetitive review (bar counsel, chief branch discipline counsel, grievance committee chair, and designated reviewer have all reviewed your complaint against Mr. Wheeler and all agree with closure) and that file shall remain closed. Mr. Marvin and I lack authority to do otherwise.

SOUNDS LIKE HE IS TRYING TO DESTROY FILE TO HIDE CONFLICT AND OTHER TURNER ISSUES. SEEMS AN OBSTRUCTION OF JUSTICE.

Your criticism of Mr. Turner's job performance is noted and has been reviewed by Mr. Marvin and me. We respect your right to be critical, but we conclude that Mr. Turner has acted within the scope of his duties and authority. No personnel action will be initiated.

As to the website content issue, we have that matter under review and will act as all of the facts require. This review will be conducted out of our Fort Lauderdale office. By copy hereof I advise Mr. Turner to provide status information to you, Mr. Marvin and me.

Sincerely,



John Anthony Boggs
Director, Legal Division

cc: Kenneth L. Marvin
Eric M. Turner

EXHIBIT D

Digitally signed by Eliot I. Bernstein
DN: CN = Eliot I. Bernstein, C = US, O = Iviewit Holdings, Inc.
Reason: I have reviewed this document
Location: ss
Date: 2004.10.13 07:58:26 -04'00'

Digitally signed by Eliot I. Bernstein
DN: CN = Eliot I. Bernstein, C = US, O = Iviewit Holdings, Inc.
Reason: I am the author of this document
Location: 2004.10.07 FLORIDA SUPREME COURT MOTION
Date: 2004.10.07 07:01:52 -04'00'

ELB
ELB

IN THE SUPREME COURT OF FLORIDA

**ELIOT I. BERNSTEIN and)
P. STEPHEN LAMONT)**

Petitioners)

vs.)

**THE FLORIDA BAR (IN THE MATTER OF)
ATTORNEY COMPLAINTS AGAINST;)
CHRISTOPHER C. WHEELER, FILE NO:)
2003-51 109 (15c); CHRISTOPHER)
C. WHEELER 2, FILE NO: PENDING CASE)
NO. ASSIGNMENT; MATTHEW H. TRIGGS,)
NO: PENDING CASE NO. ASSIGNMENT;)
ERIC M. TURNER, FILE NO: PENDING)
CASE NO. ASSIGNMENT); AND)
COMPLAINTS OF CONFLICTS OF)
INTEREST AND APPEARANCES OF)
IMPROPRIETY WITH THE FOLLOWING)
FLORIDA BAR REPRESENTATIVES;)
MATTHEW H. TRIGGS AS A GRIEVANCE)
COMMITTEE MEMBER AND FORMER)
GRIEVANCE COMMITTEE MEMBER;)
CHRISTOPHER WHEELER AS A)
GRIEVANCE)
COMMITTEE MEMBER AND FORMER)
GRIEVANCE COMMITTEE MEMBER;)
KELLY OVERSTREET JOHNSON AS)
PRESIDENT, KENNETH L. MARVIN AS)
DIRECTOR OF LAWYER REGULATION,)
JOHN ANTHONY BOGGS AS DIRECTOR)
OF LAWYER REGULATION; LORRAINE)
CHRISTINE HOFFMAN AS BAR COUNSEL;)
ERIC MONTEL TURNER AS CHIEF)
BRANCH DISCIPLINE COUNSEL; AND)
JOY A. BARTMON AS CHAIR OF A)
GRIEVANCE COMMITTEE)**

CASE NO: SC04-1078

Respondents.)

MOTION FOR: DECLARATORY RELIEF; INTERVENE IN THIRD PARTY INVESTIGATIONS OF THE BOCA RATON POLICE DEPARTMENT, THE FEDERAL BUREAU OF INVESTIGATION, AND THE SECURITIES AND EXCHANGE COMMISSION WITH THE COURT'S OVERSIGHT TO ENSURE DUE PROCESS; AND AN EMERGENCY ORDER FOR THE IMMEDIATE PROTECTIVE CUSTODY OF ELIOT I. BERNSTEIN, CANDICE M. BERNSTEIN, JOSHUA E. Z. BERNSTEIN, JACOB N. A. BERNSTEIN, DANIEL E. A. O. BERNSTEIN, P. STEPHEN LAMONT AND P. STEPHEN LAMONT II

That Eliot I. Bernstein and P. Stephen Lamont (collectively "Petitioners"), after discussing the ensuing matters with Clerk of the Court, Debbie Yarbrough on October 6, 2004, hereby requests that the Court:

i. Enter an order granting a motion for declaratory relief as to the status of investigations or pending investigations of the Boca Raton Police Department, Florida ("Boca PD"), the United States Securities and Exchange Commission ("SEC"), and the Federal Bureau of Investigation ("FBI") including but not limited to (a) proof of delivery by Boca PD to an unidentified District Attorney for review, (b) the joint submission of the Boca PD and District Attorney to the SEC for review, and (c) provide written confirmation that the FBI has submitted its investigation the United States attorney for the Southern District of Florida to determine if the claims of Petitioners are prosecutable; and

ii. Enter an order granting a motion for the Court to intervene in third party investigations of the Boca PD, the SEC, and the FBI in an oversight capacity; and

iii. Enter an order granting a motion for immediate protective custody Eliot I. Bernstein, Candice M. Bernstein, Joshua E. Z. Bernstein, Jacob N. A. Bernstein, Daniel E. A. O. Bernstein, P. Stephen Lamont and P. Stephen Lamont II, and in support state as follows:

A handwritten signature in black ink, appearing to be "P. Stephen Lamont", with a date "10/12/04" written in the middle of the signature.

DECLARATORY RELIEF

1. That on or about August 25, 2003, Petitioners submitted two written statement to Detective Robert Flechaus ("Flechaus") of the Boca PD concerning the misappropriation and conversion of approximately One Million Dollars (\$1,000,000) in funds of Iviewit Holdings, Inc. ("Iviewit") and the misappropriation of intellectual property of Iviewit.
2. That, subsequent to those submissions, and on or about the Winter of 2003-2004, Flechaus announced to Petitioners "I have completed my investigation, and in discussions with the District Attorney, I have submitted my report to the Miami office of the SEC for review," or words to that effect.
3. That on or about August 1, 2004, Petitioners telephoned Flechaus to ascertain case numbers for his investigations, wherein it was stated to Petitioners by the Boca PD that no case numbers existed, and were told to contact the "combat unit" of the District Attorney and internal affairs. Further, this prompted a call by Petitioners to the Honorable Chief Andrew J. Scott ("Scott") of the Boca PD to begin an internal affairs investigation, with requests to his personnel to have only Chief Scott return such call.
4. That, upon information and belief, a discussion between Scott and Flechaus ensued prompting a call by Flechaus to Petitioners, wherein Flechaus offered a follow up meeting to Petitioners on September 30, 2004.
5. That at the follow-up meeting, Flechaus backtracked on his prior statements of the completion of his investigation, the discussion with the District Attorney, and their joint submission to the SEC a true copy of the transcription of the voice mail message attached herein as Exhibit A, but instead claimed that the FBI was handling the investigations.

A handwritten signature in black ink, appearing to be the initials 'J.F.' or similar, with a stylized flourish at the end.

6. That shocked and dismayed at the twisted statement of Flechaus, heated discussions ensued, suggestions of “bought off” detectives were posited, and Petitioners were escorted from the offices of the Boca PD, upon demanding to speak to the Chief of Police and Internal Affairs. That Flechaus stated that in order to see the Chief or Internal Affairs Petitioner would have to call the station and make a formal meeting request.

7. That similar to the Boca PD, the FBI, through Special Agent Stephen Lucchesi (“Lucchesi”), offered Petitioners a follow-up meeting from their initial face to face meeting of on or about August 15, 2003, on August 12, 2004.

8. That in telephone discussions with Petitioners the following week, Lucchesi stated his desire to clarify issues since clarified, the summation of his report, and the delivery and discussion with the United States Attorney for the Southern District of Florida to determine if the claims of Petitioners were prosecutable.

Wherefore, Petitioners request that this Court enter an order granting a motion for declaratory relief from the Boca PD and Flechaus as to their investigations of the subject matter of the written statements, their review with an unidentified District Attorney, and their joint submission to the Miami office of the SEC, and declaratory relief from the FBI as to their submission of their report to the United States attorney for the Southern District of Florida, and such further relief that the Court deems appropriate.

INTERVENTION IN THIRD PARTY INVESTIGATIONS AS OVERSEER
AND TO ENSURE DUE PROCESS IN THE INVESTIGATORY PROCESS

9. That as a result of the retraction of Flechaus of the Boca PD and the possibly unfulfilled statements of Luchessi of the FBI, Petitioners request this Court’s intervention

A handwritten signature in black ink, appearing to be 'G. H. A.', with a large, sweeping flourish extending to the right. The signature is written over the number '4'.

and oversight of third party investigations ensuring due process of law as afforded by the Constitution of the United States and its progeny, the Constitution of the State of Florida.

Wherefore, Petitioners request that this Court enter an order granting a motion for the Court's intervention in the investigations of the Boca PD, the SEC, if any, and the FBI, and such further relief that the Court deems appropriate.

EMERGENCY ORDER FOR PROTECTIVE CUSTODY

10. That subsequent to Petitioners' heated discussion with Flechaus and the removal from the offices of the Boca PD, Petitioners telephoned Chief Scott to apprise him of the turnaround in the statements of Flechaus and their desire to pursue the allegations of their written statements at a higher level of review at the Boca PD.

11. That blocked by other member of the Boca PD at each of approximately three telephone calls to Chief Scott, in one call, Petitioners are threatened with arrest for having taped calls of Detective Flechaus, whereby such tapes, unbeknownst to Boca PD at the time, where voice mails left on Petitioners machine by Flechaus and whereby Petitioner asked how one reporting crime could be arrested by those charged with investigation. That Petitioner took this threat as an indication that something was amiss and demanded to speak only with Chief Scott.

12. Petitioners then have a discussion with a one Captain Jim Burke, who identifies himself as the Assistant Chief of Police ("Assistant Chief Burke"), wherein in such discussion Assistant Chief Burke relates to Petitioners that he will personally intervene in the matter with the full support and oversight of Chief Scott and that he was relegated such task by the Chief.

A handwritten signature in black ink, appearing to be the initials 'J.B.' or similar, with a stylized flourish at the end.

13. That the next day, and as part and parcel of his intervention, Assistant Chief Burke calls Petitioners to a meeting at the Boca PD on August 6, 2004 at 10:30 A.M. with other scheduled attendees of Lucchesi of the FBI and an undisclosed representative of the SEC, all with the full support and oversight of Chief Scott.

14. That when Petitioners press Assistant Chief Burke to allow them teleconference representation by counsel at the August 6 meeting, Assistant Chief Burke stammers and hesitates stating that a meeting room has yet to be secured and that the availability of a speaker phone cannot be assured, and most troubling, suggests that Petitioners' counsel be admitted *after* the meeting, all with the full support and oversight of Chief Scott.

15. That when Petitioners press Assistant Chief Burke to confirm the attendance of a representative of the SEC, Assistant Chief Burke recants stating that the "people at the SEC are very busy," or words to that effect, all with the full support and oversight of Chief Scott. That further, when asked who the representative was that Flechaus had sent the case to for review, Assistant Chief Burke claims that he cannot verify if it truly was ever sent to the SEC by Flechaus. That upon request for a contact name at the SEC to include in a petition being drafted to United States Supreme Court, Assistant Chief Burke claims to have no contact name. When asked who he called to schedule such meeting with, Assistant Chief Burke claims that he has no name and when asked how or who he scheduled the meeting with at the SEC, he states he has to go and will get back with more information.

16. That when Petitioners press Assistant Chief Burke to confirm the attendance of Lucchesi of the FBI, Assistant Chief Burke whole heartedly guarantees the attendance of Lucchesi, all with the full support and oversight of Chief Scott.

A handwritten signature in black ink, appearing to be "G. Burke", with a date "8/6" written in the middle of the signature.

17. That Petitioners ask Assistant Chief Burke to confirm that Chief Scott is personally involved, as the Boca PD website states that all internal affairs complaints be directed directly to the Chief and that from that point the Chief personally relegates the investigation or outcome.

18. That Petitioners' subsequent calls to Lucchesi confirming his attendance go unanswered, Petitioners send an electronic mail message to Chief Scott to confirm the roster of individuals at the October 6 meeting, who answers in reply that "he knows nothing about the matters and concerns of Petitioners," or words to that effect and a true copy of which is attached herein as Exhibit B, in direct contradiction to the affirmations of Assistant Chief Burke of the full support and oversight of Chief Scott.

19. That as a result of the recantations of Assistant Chief Burke as to the attendance by the SEC, the unconfirmed attendance of Lucchesi of the FBI, and the utter untrue reporting by Assistant Chief Burke of the full support and oversight of the matters of Petitioners' written statements by Chief Scott, [it is plausible that Petitioners would have been confronted with a inflammatory meeting solely with members of the Boca PD subsequent to the heated discussions and suggestions of "bought off" detectives in the burying of the written statements of Petitioners. That until it is further clarified that these investigations have been conducted in a manner that conforms to proper procedure and rules that the safety of Petitioners is questionable.] That because of the nature of the entire nexus of events of these matter and that with conflicts of interest and the appearance of impropriety already discovered in two state bar investigations whereby it appears that [Proskauer and other named Defendants have positioned to stymie and deny due process of Petitioners, that the events herein constitute reasonable concerns that these

A handwritten signature in black ink, appearing to be "G. P. R.", located at the bottom center of the page.

investigations may also have been influenced in unknown ways to further stymie and deny due process to complaints filed by Petitioner. That if such unknown ways include bribery or the likes, that the uncovering of such crime could put Petitioners in a highly dangerous and volatile environment where no state or federal agencies will intercede to aid Petitioners and where Petitioners rightfully no longer know where to turn and where such attempts to expose such crimes could lead to further attempts to cover up or intimidate and harass Petitioners by those entrusted to help Petitioner. This conflict leaves Petitioner weary now of the entire legal system, the State Bars and the authorities that would typically investigate such matters.

Wherefore, Petitioners request that this Court enter an order granting a motion for an emergency order for immediate protective custody Eliot I. Bernstein, Candice M. Bernstein, Joshua E. Z. Bernstein, Jacob N. A. Bernstein, Daniel E. A. O. Bernstein, P. Stephen Lamont and P. Stephen Lamont II and such further relief that the Court deems appropriate.

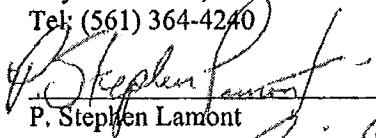
This 7th day of October 2004.

Attorney for Petitioners

Eliot I. Bernstein, Pro Se
10158 Stonehenge Circle, Suite 801
Boynton Beach, Fla. 33437
Tel: (561) 364-4240


Eliot I. Bernstein

P. Stephen Lamont, Pro Se
10158 Stonehenge Circle, Suite 801
Boynton Beach, Fla. 33437
Tel: (561) 364-4240

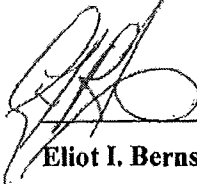

P. Stephen Lamont


ds

Signed by:
Eliot Bernstein his
attorney in fact.

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was furnished
by facsimile this 7 day of October 2004, to The Florida Bar,
Anthony Boggs facsimile no. _____.



Eliot I. Bernstein



EXHIBIT A

A handwritten signature in black ink, appearing to be 'A. P. O.' or similar, located at the bottom center of the page.

1st Message

**Flechaus: [VOICE MAIL MESSAGE FROM PHONE NUMBER 561-395-1117]
– Hey Eliot Detective Flechaus playing phone tag with you, give me a call 338-1325,
thanks.**

2nd Message

**Flechaus: Hey Eliot Detective Flechaus again, hey just want to let you know that
um I have been talking to the SEC down in Miami and uh their willing to uh review
it and look at it, I don't if again, I don't know if you sent it in I can't remember, but
there going to look at it for me again and uh go from there. Give me a call I can let
you know who is going to be getting it and uh there phone number and all that good
stuff and I just sent them everything plus my police report and all that good stuff
but for a better explanation give me a call 338-1325.**

A handwritten signature in black ink, appearing to be 'Eliot Flechaus', located at the bottom center of the page.

EXHIBIT B



Handwritten signature, possibly initials, with the number 12 written below it.

FAX TRANSMISSION

From:	Iviewit Holdings, Inc. Eliot I. Bernstein
Fax:	5613644240 Phone: 5613644240
To:	Federal Bureau of Investigation Special Agent Stephen Lucchesi

Date : 10/6/2004	Time : 7:31 AM	page(s) : 6
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-Message-

**U
R
G
E
N
T**

PLEASE DELIVER TO:

Special Agent Stephen Lucchesi,

If you have any questions, please feel free to call me at 561.364.4240.

Thank you for your assistance in these matters,
Eliot Bernstein
Iviewit Holdings, Inc.

This electronic message transmission contains information which is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination or distribution of this communication to other than the intended recipient is strictly prohibited. If you have received this communication in error, please notify us immediately.

Eliot Bernstein
From: Eliot I. Bernstein [iviewit@adelphia.net]
Sent: Wednesday, October 06, 2004 7:15 AM
To: 'Scott, Andrew'
Cc: 'Burke, Jim'; 'Ceccarelli, Tom'; 'Reuter, Rick'; Caroline Prochotska Rogers Esquire (E-mail 2); P. Stephen Lamont (E-mail); Marc R. Garber (E-mail); 'Flaster Greenberg P.C. - Marc R. Garber, Esq.'; 'Hirsch Jackoway Tyerman Wertheimer Austen Mandelbaum & Morris - Michele Mulrooney, Esq. - Michele Mulrooney, Esq.'; 'Hirsch Jackoway Tyerman Wertheimer Austen Mandelbaum & Morris - Alan Epstein, Esq.'; Guy T. Iantoni (E-mail); James Frazier Armstrong (E-mail)
Subject: RE: Miewit Holdings and Eliot Bernstein
Importance: High
Sensitivity: Confidential

Dear Honorable Chief of Police Andrew J. Scott:

This is most confusing, as two hours before receiving this communiqué I spoke with Jim Burke who stated that the SEC now would not be attending the meeting he scheduled and the FBI would. I asked if you personally had been notified of these matters and he stated not only that you knew but where the direct oversight of the matters, further that you would not attend as you were an extremely busy man but that he was reporting to you.

I would like to reschedule today's meeting until you have had a chance to review these matters, as I stated to Asst Chief Burke this meeting seems, to say the least, bizarre. I also asked for confirmation that the SEC had been contacted by Flechaus and he stated contrary to prior conversations that he was now not sure. When asked for a contact name he said he did not have one and that he would get back to me, this is very important information as we are preparing a Supreme Court document and these issues must be clarified for the justices currently reviewing the matters in NY & FL and the US Supreme Court is also being petitioned to intervene in all matters and investigations.

I await your direction and I am very thankful for your prompt and courteous reply.

Eliot I Bernstein
Founder, President & Inventor
561.364.4240
iviewit@adelphia.net

Iviewit Holdings, Inc.
10158 Stonehenge Circle
Suite 801
Boynton Beach, FL 33437-3546

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

From: Scott, Andrew [mailto:AScott@ci.boca-raton.fl.us]
Sent: Tuesday, October 05, 2004 3:55 PM
To: iviewit@adelphia.net
Cc: Burke, Jim; Ceccarelli, Tom; Reuter, Rick
Subject: RE: Iviewit Holdings and Eliot Bernstein
Sensitivity: Confidential

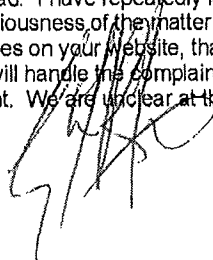
This is the first time I have received information about your concern. I will review the matter and get back to you by Wednesday of next week.

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

From: Eliot I. Bernstein [mailto:iviewit@adelphia.net]
Sent: Tuesday, October 05, 2004 12:49 PM
To: Scott, Andrew
Cc: P. Stephen Lamont (E-mail); Caroline Prochotska Rogers Esquire (E-mail 2); 'Flaster Greenberg P.C. - Marc R. Garber, Esq.'; Marc R. Garber (E-mail 2); James Frazier Armstrong (E-mail); candiceb@adelphia.net
Subject: Iviewit Holdings and Eliot Bernstein
Importance: High
Sensitivity: Confidential

Dear Honorable Chief of Police Andrew J. Scott:

I am writing to you in lieu of several calls to your office to report suspicious activity within the department and attempt to clarify for the Florida Supreme Court in case SC104-1078 the status of the investigations on two written statements submitted to Detective Robert Flechaus at his request for review and filing. Further, Detective Flechaus had stated that he had taken the matters that were formally filed with Boca PD to the SEC with the DA and that they would be calling us within 30 days to give us an update, it has been over six months and not a word. We then began a series of unreturned phone calls to Detective Flechaus and finally just a few weeks ago were notified that Flechaus was on vacation and that the woman who was handling his cases, could not find any evidence of our filings or cases. She gave us a "combat unit" at the DA office to call and check with, when we learned that it was internal affairs we became nervous and further called your office whereby Detective Flechaus then intercepted such call and called to schedule a meeting the following week with me. He appeared angry and stated that we did not have to go over his head. I have repeatedly left messages with your offices regarding the seriousness of the matter and that it could also involve internal affairs and it states on your website, that in these kind of matters, the Chief of Police will handle the complaint directly and assign the matters from that point. We are unclear at this



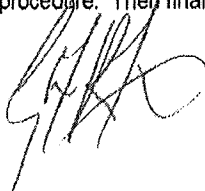
point if you have been noticed of any of these matters and have repeatedly asked for verbal or written confirmation from you personally.

On September 30th I met with Detective Flechaus whom I had immediate conflict with. I asked for updates and status on the investigations and he responded that there was no investigation and that he told us prior that the FBI was handling the matters not him. I told him he was lying and that he had told us the exact opposite when we met and had stated that he contacted the FBI and according to Flechaus they were busy investigating terrorist plots and that he was going to handle the matters. He then, quite inapposite his current story, requested that we file two separate written statements with the Boca PD for investigation. We provided Flechaus with a several hundred page submission on the matters and he told us he had taken it to the States Attorney (?) and that they had sent it off for joint investigation to the SEC and that they would be contacting us shortly. This has never occurred. In fact, why would he have taken it anywhere if the FBI had stated they were handling the matters?

We are in two cases where already conflicts of interest and the appearance of impropriety have traversed to the highest level of the States, at the Supreme Court level in Florida and New York and have resulted in actions by both the NY and FL Supreme Courts to protect the integrity of such courts, to take actions to prevent further conflict by removing those previously in charge from the investigatory matters to new investigations with Supreme Court oversight. In fact, the Florida Supreme Court has already issued rulings to prevent destruction of files in the matter of a complaint lodged against Christopher Clark Wheeler of Proskauer Rose, LLP with The Florida Bar, the main protagonist to our filings with Boca PD, pending further orders from that court. NY Supreme Court Appellate Division: First Department has moved three attorney complaints, all involving those accused in our complaints, for reasons of conflict and appearance of impropriety, involving the past President of the NY Bar, Steven C. Krane and Chief Counsel of the Department, Thomas Cahill involved in the instances of conflict.

Strangely enough, after the meeting with Flechaus, I requested while I was at the station that Flechaus call you down so I could speak with you and he refused telling me I would have to call and schedule an appointment with you. I then asked where internal affairs was and was again told to call and make an appointment. Immediately upon my return home after basically being escorted out of the police station, Detective Flechaus called my home to tell me that I had no case. He stated that he contacted one of the accused parties to the stolen million dollars reported to Boca PD by the Company and that the accused, Bruce Prolow, had said that it was OK if his money was stolen from our company. Detective Flechaus reported that without Prolow testifying that it was stolen money we had no case???? This would be like calling a bank to tell them they no case against the robber because he stated that it was OK to steal the banks money. It also behooves one to wonder why Detective Flechaus began the investigation that day and in such a strange way.

Finally, after several calls, whereby I was intimidated by claims from officers intercepting your calls that I might be in violation of having taped calls with Flechaus, which somehow was illegal and that I might be charged with some such crime, all makes me uncomfortable in trying to report a crime and get fair due process and proper procedure. Then finally,



Assistant Chief of Police, Jim Burke got on the line and stated that he was capable of taking your calls, taking over the investigation and would get back to us the next day. The next day he called to inform us that a meeting had been set with the Boca PD, the SEC and the FBI and asked if I would like to join, scheduled for tomorrow at 10:30am, to meet to discuss who would be handling which aspects of the case. When I spoke to Mr. Burke yesterday, I called asking for a conference call line or speakerphone so that my attorney in PA, who is severely disabled from a bus hitting him, be teleconferenced in and Mr. Burke asked if the attorney could call in after the meeting. I asked what good that would do and stated that I felt uncomfortable in such a meeting without counsel. I asked if there was a problem and he stated he did not have a phone with speakerphone and would have to get back to me after trying to find one. He then asked who was coming from our side and I told him the attorney and the CEO would be flying in, if the SEC was attending but that they would have to know soon to book flights and we still have not heard back. What was strange is that the meeting was set telling us the SEC would be there with the FBI and yesterday he was unsure of the attendees and if the SEC would be there.

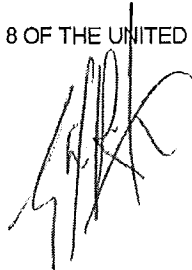
I am sure that from being told to contact the "combat unit" at the DA, to being told the SEC was investigating jointly with Boca PD and all the very strange events that are occurring, that you understand our fears that something does not seem right. I ask that you contact me directly, to clarify certain matters and assure me of a safe haven meeting tomorrow whereby I am not denied the opportunity to have counsel present based on lack of a speakerphone at the PD and the likes. I offer to bring my phone if possible. Also, we would like written affirmation that you are aware of the nexus of events and have direct oversight of these matters. Finally, we would like an assurance of who will be attending the meeting from these agencies.

Elliot I Bernstein
Founder, President & Inventor
561.364.4240
iviewit@adelphia.net

Iviewit Holdings, Inc.
10158 Stonehenge Circle
Suite 801
Boynton Beach, FL 33437-3546

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AN INVENTOR IS A MAN WHO LOOKS AROUND UPON THE WORLD, AND IS NOT CONTENT WITH THINGS AS THEY ARE; HE WANTS TO IMPROVE WHATEVER HE SEES; HE WANTS TO BENEFIT THE WORLD; HE IS HAUNTED BY AN IDEA; THE SPIRIT OF INVENTION POSSESSES HIM, SEEING MATERIALIZATION.

ALEXANDER GRAHAM BELL

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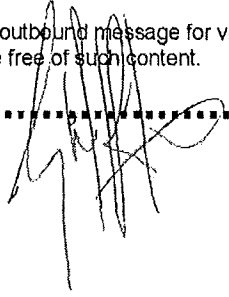
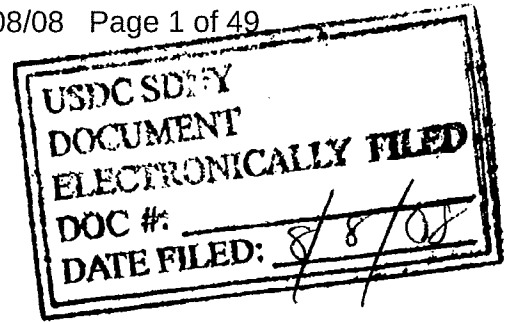


EXHIBIT E



**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
ELIOT I. BERNSTEIN, et al.,

Plaintiffs,

- against -

STATE OF NEW YORK, et al.,

Defendants.
-----X

OPINION AND ORDER

07 Civ. 11196 (SAS)

SHIRA A. SCHEINDLIN, U.S.D.J.:

I. INTRODUCTION

This action presents a dramatic story of intrigue, car bombing, conspiracy, video technology, and murder. In short, plaintiffs allege that hundreds of defendants engaged in a massive conspiracy to violate their civil rights and, in the process, contributed to the Enron bankruptcy and the presidency of George W. Bush. In plaintiffs' words:

Plaintiffs depict a conspiratorial pattern of fraud, deceit, and misrepresentation, that runs so wide and so deep, that it tears at the very fabric, and becomes the litmus test, of what has come to be known as free commerce through inventors' rights and due process in this country, and in that the circumstances involve inventors' rights tears at the very fabric of the Democracy protected under the

Constitution of the United States.¹

Defendants characterize the events quite differently:

For many years, *pro se* Plaintiffs Eliot I. Bernstein and Plaintiff Stephen Lamont have engaged in a defamatory and harassing campaign . . . alleging an immense global conspiracy Although largely unintelligible, the [Amended Complaint] purports to describe a fantastic conspiracy among members of the legal profession, judges and government officials and private individuals and businesses to deprive plaintiffs of what they describe as their “holy grail” technologies.²

While I cannot determine which of these descriptions is more accurate, I can and do conclude that plaintiffs have failed to state a claim against any of the hundreds of defendants named in this action. For the reasons stated below, plaintiffs’ claims are dismissed.

II. BACKGROUND

A. Facts

The following factual allegations, taken from the Amended Complaint, are accepted as true for purposes of this motion. Because the Complaint comprises more than one thousand paragraphs, the facts presented here

¹ Amended Complaint (“Compl.”) ¶ 7.

² Memorandum of Law in Support of the Proskauer Defendants’ Motion to Dismiss, at 1.

are by necessity a summary and a selection of the most pertinent allegations.

1. Development and Theft of the Video Technology

The story begins in 1997, when plaintiff Eliot Bernstein and others³ invented video technologies (the “Inventions”).⁴ The Inventions permit transmission of video signals using significantly less bandwidth than other technologies.⁵ They also provide a way to “zoom almost infinitely on a low resolution file with clarity,”⁶ something that is generally believed to be impossible. The Inventions were quickly incorporated into “almost every digital camera and present screen display device” and they “played a pivotal part in changing the Internet from a text based medium to a medium filled with magnificent images and video, thought prior to be impossible on the limited bandwidth of the Internet.”⁷ They are also used by DVDs, televisions, cable television broadcasting, certain

³ The other inventors apparently include Zakirul Shirajee, Jude Rosario, Jeffrey Friedstein, James F. Armstrong, and others. *See* Compl. ¶ 254. These individuals are not parties to this case.

⁴ *See id.* ¶ 240.

⁵ *See id.* ¶ 242.

⁶ *Id.*

⁷ *Id.* ¶¶ 241, 242.

websites, and “chips,” presumably integrated circuits.⁸

In 1998, Bernstein’s accountant, Gerald R. Lewin, suggested that Bernstein contact Albert T. Gortz, an attorney at Proskauer Rose LLP, regarding the Inventions.⁹ Gortz, an estate planner, put Bernstein in contact with Proskauer partner Christopher C. Wheeler, a real estate attorney, who told Bernstein that he would determine whether Proskauer’s New York office had partners with appropriate experience in patent law.¹⁰ Several weeks later, they represented that partners Kenneth Rubenstein and Raymond A. Joao would secure patents for the Inventions and would perform other trademark, trade secret, and copyright work.¹¹ Apparently impressed by the Inventions, Proskauer agreed to accept 2.5% of the equity of Iviewit, Inc., the company that owned the Inventions, in return for its services.¹² Unbeknownst to Bernstein, Rubenstein and Joao did not at the time work for Proskauer.¹³ Rubenstein subsequently joined Proskauer, but Joao

⁸ *Id.* ¶ 244.

⁹ *See id.* ¶ 254.

¹⁰ *See id.*

¹¹ *See id.* ¶¶ 254-255. While patents for the Inventions were apparently secured, those patents are currently suspended. *See id.* ¶ 282.

¹² *See id.* ¶¶ 256-257.

¹³ *See id.* ¶ 258.

remained at the firm Meltzer Lippe Goldstein Wolf & Schlissel, P.C. (“MLG”)¹⁴

Rubenstein was also counsel to MPEGLA LLC, one of the largest users of the Inventions. When he was hired by Proskauer, MPEGLA became Proskauer’s client. MPEGLA bundled the Inventions in with other technologies that they license, but did not pay Iviewit any royalties.¹⁵ In fact, plaintiffs allege that Rubenstein was part of a scheme to steal the Inventions.¹⁶ Apparently as part of this scheme, Joao filed for more than ninety related patents in his own name.¹⁷ Then, to mask the theft, Proskauer created numerous illegitimate companies with names similar to that of Iviewit in various jurisdictions (the “Similar Companies”).¹⁸ Proskauer filed defective patent applications for Iviewit and valid applications for the Similar Companies.¹⁹

Proskauer then brought in representatives from Real (a consortium that at the time comprised Intel; Silicon Graphics, Inc.; and Lockheed Martin, and

¹⁴ *See id.* ¶ 261.

¹⁵ *See id.* ¶ 262.

¹⁶ *See id.* ¶ 268.

¹⁷ *See id.* ¶ 270.

¹⁸ *See id.* ¶ 273. Many of these companies have been named as defendants.

¹⁹ *See id.* ¶ 274.

that was later acquired by Intel).²⁰ Real made use of the Inventions without first arranging for a license from Iviewit.²¹ Proskauer required Real and other interested parties to sign non-disclosure agreements, but did not enforce these agreements.²²

Proskauer also distributed the Inventions to Enron Broadband. Enron “booked enormous revenue through [Enron Broadband] without a single movie to distribute,” but because they lost use of the Inventions, the deal “collapsed overnight causing massive losses to Enron investors” – indeed, plaintiffs allege that this may be “one of the major reasons for Enron’s bankruptcy.”²³

Meanwhile, Proskauer pursued investors for the Similar Companies. Using fraudulent documents, they secured millions of dollars from the Small Business Administration, Goldman Sachs, Gruntal & Co., Wachovia Securities, and various others,²⁴ including defendant Huizenga Holdings, Inc.²⁵ Plaintiffs also

²⁰ See *id.* ¶ 277.

²¹ See *id.* ¶ 278.

²² See *id.* ¶ 297.

²³ *Id.* ¶¶ 358, 361, 363.

²⁴ See *id.* ¶¶ 284, 316-318.

²⁵ See *id.* ¶ 276.

allege that in March of 2001, the Tiedemann Investment Group (“TIG”) invested several hundred thousand dollars in the Similar Companies.²⁶ Plaintiffs suggest that some of this money may have been stolen.²⁷

2. Discovery of the Theft

Almost immediately after Joao began work on the patents, Bernstein discovered that Joao had made changes to the patent applications after they were signed. Bernstein forced Joao to fix the applications, mailed them, and then dismissed Joao.²⁸ Joao was replaced by William J. Dick, Douglas A. Boehm, and Steven C. Becker of Foley & Lardner LLP (“Foley”).²⁹ But they too filed false papers, not only with the U.S. Patent and Trademark Office (“PTO”), but with various foreign patent offices.³⁰

Bernstein began to discover the full extent of the scheme. To ensure Bernstein’s silence, Brian G. Utley, President of one of the Similar Companies, flew to Iviewit’s California office and told Bernstein that “if he did not shut up

²⁶ *See id.* ¶ 295.

²⁷ *See id.*

²⁸ *See id.* ¶¶ 301-303.

²⁹ *See id.* ¶ 307.

³⁰ *See id.* ¶ 311.