



PROSKAUER ROSE, LLP
KENNETH RUBENSTEIN

Any other Employee, Partner, Affiliate or other entity you or any relative may have interest in who received information regarding Iviewit technologies under Non-Disclosure Agreement or in any other way.

1. In your response to the New York Bar Association in the complaint filed against you on behalf of the Iviewit Shareholders, you chose Steven Krane of Proskauer to author your response to the Bar. Are you aware that Mr. Krane currently holds several titles of prominent influence at the New York Bar, including past President? In choosing Mr. Krane have you ever heard of ethics, ethics that would preclude Mr. Krane from authoring such response and using his positions of influence in order to exculpate you from the charges against you? Do you feel this highly unethical choice of authors for your defense to Bar which has now led Iviewit to file on behalf of its shareholders a complaint directed at the New York State Bar against Mr. Krane and remove all statements made by him to such Bar in your defense and further escalate your review and finally have such review conducted by an unbiased third party oversight of the Bar, an ethical violation both on the part of yourself and Mr. Krane? In light of this conflict, do think it appropriate that you write to anyone who has received such tainted response, or any portion thereof, a full retraction and redaction of all statements made in your defense by Krane and fully expose any recipients of such tainted communication to your highly unethical choice of authors?
2. Provide the exact time you met Eliot Bernstein regarding technologies invented by Bernstein, Shirajee, Friedstein and Rosario.
3. Provide the exact time you met Zakirul Shirajee regarding technologies invented by Bernstein, Shirajee, Friedstein and Rosario.
4. Provide the exact time you met Jude Rosario regarding technologies invented by Bernstein, Shirajee, Friedstein and Rosario.
5. Provide the exact time you met Jeffrey Friedstein regarding technologies invented by Bernstein, Shirajee, Friedstein and Rosario.
6. Provide all roles you maintained in any capacity for Iviewit and your or your firms involvement from the point you met the inventors forward concerning Iviewit. Provide all notes or correspondences of any form regarding your meetings with Iviewit. Provide exact beginning dates of your positions with Iviewit as counsel and advisory board member and the exact dates for when your term ended. Provide any letters of confirmation to your positions and any letters of termination.

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

Article 1, section 8, clause 8 of the United States Constitution provides:

"Congress shall have the power ... to promote the Progress of Science and Useful Arts, by securing for limited Times to Authors and Inventors the exclusive Right to their Respective Writings and Discoveries."



7. Describe the technologies to the best of your ability for video and imaging and the exact date that you learned of such technologies.
8. Where you ever at disclosure meetings whereby the processes were explained or displayed?
9. Provide a list of all technology disclosures you attended.
10. Have you ever seen the Iviewit technologies? Have you used the Iviewit technologies in any way, and if so, when was the last time you utilized any Iviewit technologies.
11. Have you ever demonstrated the Iviewit technologies on your computer system at home or at work? Have you ever displayed the technology to any 3rd party? If so, list all.
12. Provide the exact time and place that Christopher Wheeler contacted you regarding the Bernsteins' and inventions discovered by Bernstein, Shirajee, Friedstein and Rosario.
13. Have you ever spoken or corresponded with Eliot Bernstein, Jude Rosario, Zakirul Shirajee or Jeffrey Friedstein? Provide all correspondences of any form.
14. Where were you employed when Mr. Wheeler called regarding the Bernsteins'?
15. What was the exact date and provide any records regarding your involvement of Mr. Raymond Joao with the Bernsteins' and inventors. Did you keep notes of your conversations and correspondences regarding Mr. Joao?
16. Are you aware of an opinion on the "novel" aspect of Iviewit technologies, proffered by Proskauer Rose? See [EXHIBIT \("A"\) Proskauer opinion.](#)
17. Did you receive or have any input into the creation of any Iviewit business plan, marketing or sales materials or private placement memorandums?
18. Did you review and/or bill for services in connection with the Wachovia Private Placement Memorandum?
19. What is your past relationship with Mr. Raymond Joao? Provide dates.
20. Provide the exact date and time that you transferred to Proskauer patent department. Describe the prior patent department at Proskauer upon your arrival. Did any other members of any other firms transfer to Proskauer with you from any other firms?
21. Are any patent pools that you are involved with now clients of Proskauer, provide the date that these pools became clients of Proskauer.
22. Are you in possession or were you ever in possession of Iviewit patents?
23. It is clear from the billing records and multiple correspondences with major Iviewit clients and investors, that you had more of a role with Iviewit than a mere referral to Raymond Joao as you claim under sworn deposition statements. Define your role with Iviewit considering you have an Advisory Board role, are a stock holder in Iviewit, opined and influenced investment, and have patent pools under your control that stand to be the single largest benefactor of Iviewit video and imaging technologies.
24. Iviewit technology appears to be utilized in almost every video related pool you oversee as a core technology, such that without it MPEG video would go to it's previous level prior to Iviewit technology in low bandwidths. At the time anything less than a full T1 line would be 4-8 frames of postage sized video with major motion and audio synch problems. Describe the state of video at low bandwidths prior to 1998 and the limiting factors known at the time. Motion and full screen video had previously been undiscovered in this bandwidth range and the Company relied upon



your advice as our counsel and our advisor who had reviewed the patents making up MPEG at that point, that if these technologies were “novel” and improved transmissions that you would include them in your patent pools. They appear to be included for use across a broad spectrum of MPEGLA companies and products, explain to the shareholders how you could be unaware of the unauthorized use and subsequent lack of payment of royalties for such use of Iviewit inventions in patent pools you oversee?

25. In your deposition you were unsure of your review of the patents which you maintain copies of and have opined for, with now ample time to have reviewed them and in your self-proclaimed role as counsel for MPEGLA with the job of singularly reviewing patents for inclusion into such pools, provide a written statement as to your opinion if the Iviewit inventions are “essential” patents and if they are currently being used by anyone in such pools as you maintain.
26. After review of the Iviewit patents in your possession are they currently being deployed as backbone to the transmission of video by MPEGLA or any other patent pooling organization you or your firm have interests in?
27. Have these patent pooling organizations ever had approval from the Department of Justice or an opinion of counsel, as to not being a form of anti-competitive behavior?
28. If MPEGLA utilizes Iviewit technology and you are a shareholder and advisor of Iviewit, describe all ways the shareholders including Proskauer would benefit from such inclusion?
29. If you are in possession of the Iviewit patents and are listed as counsel in Private Placement memorandums with Wachovia, authored and disseminated by Proskauer and if MPEGLA were using Iviewit technology can you define the harm this would cause the Iviewit shareholders including Proskauer? If Iviewit is excluded from the pool, show how this may benefit perhaps only Proskauer and how Proskauer would inure benefits through its patent pools it oversees and derives revenue from? Do any patents you control in MPEGLA or any other organization utilize such technologies for licensing?
30. Have you been involved in writing, reviewing, aiding or abetting anyone in the writing of patents that could be considered “blocking” or “reverse engineered” in an attempt to circumvent Iviewit technologies? Are you aware in your review of patents for inclusion into your pools of any such patent applications?
31. Since Raymond Joao was referred to Iviewit by yourself and Mr. Wheeler and therefore you have an inherent duty to oversee his work product, review each of Joao’s 90+ patents he now holds in his name and describe how these patents may infringe upon Iviewit’s inventions.
32. After review of the Iviewit patents in your possession, explain how the Iviewit technologies may apply to wireless devices such as videophones and imaging devices such as digital cameras and video/camera cell phones. Do any patents you control in MPEGLA or any other organization utilize such technologies for licensing?
33. Do you own a digital camera with digital zoom and pan? Does this resemble Iviewit technology for zoom and pan and has been referred to throughout business plans and websites that you received or surfed over a three-year period?
34. When you first purportedly logged into Iviewit’s website (aka CYBERFYDS) see attached [EXHIBIT \(“B”\)](#) – Rubenstein Login in 1998-1999 did you see video and



imaging technologies? Did you have conversations with Eliot Bernstein and others as to how to set up your computer to review and evaluate such technologies? When was the first time you ever viewed Iviewit technologies describe your reaction? When was the first time you ever logged into the websites of any affiliated entity of Iviewit or any predecessor or affiliated company.

35. Were you counseled by Proskauer in determining if Proskauer should accept stock in Iviewit and did you make any decisions with the partners to accept such 2.5% stock?
36. Are you aware that Christopher Wheeler, Esq. who set up the accounts with Iviewit for transfer of stock to Proskauer claimed that it was not common practice of the firm prior to accept any such client stock, but that based on your opinion of the technologies as “digital electricity” and you comments that it applied to all forms video and imaging as other industry experts later confirmed, swayed the firm to accept the offer of stock, in lieu of delaying billings?
37. Are you aware that Mr. Wheeler negotiated the bill stating that he was also going to accept payments at later periods in anticipation of Iviewit collecting royalties from MPEGLA and other pools you control, as soon as you put the patents into the pools you oversaw and they began paying royalties?
38. Mr. Wheeler estimated that since you had already reviewed and opined for the firm, that it was merely a matter of a few weeks whereby the patents were drafted and filed and accepted into the pool, as overseer of the Iviewit patents, co-patent counsel for Iviewit can you explain to shareholders the 5 year delay?
39. Are you aware of a partner letter Mr. Wheeler drafted for circulation regarding Iviewit technologies? See attached [EXHIBIT \(“C”\)](#) and define if any of your clients or Proskauer’s now using MPEG or any other form of video technologies may benefit from Iviewit technologies now using MPEG technologies which infringe upon Iviewit’s processes?
40. After review of the Iviewit patents in your possession, provide information how in any application of the Iviewit technologies, in which you, your firm, or any patent pool or other organization you are involved with may have a conflicting interest with Iviewit technologies. Explain how Iviewit technology may provide any form of benefit to you, your family, and your firm, the Companies involved in each pool overseen by yourself or Proskauer. Provide a list of all Companies in each pool that may be infringing upon ideas you learned from Iviewit and how they may benefit from not paying royalties to Iviewit and its shareholders and how they pay benefits to Proskauer.
41. At the high end of video compression such as HDDVD and other a forms of high-end compression, explain how Iviewit’s 75% lower bandwidth consumption than previous MPEGLA standards, and a corresponding 75% lower processing power required may benefit all forms of video creation at these higher bandwidths?
42. Name all forms of compensation you, your family or your firm derive from any patents, patent pools or any other businesses that are Proskauer clients that benefit from the Iviewit processes that have any relation to your firm.
43. How many patents has the Proskauer patent department written since its inception, how many pre 1998 and how many post?



44. Were you ever an Advisory Board member or represented as patent counsel to any Iviewit investors or potential investors? Did you ever speak to any investors or officers of Iviewit? If so, please provide a detailed account of your contact.
45. Review all bills for all Iviewit entities and at any point that your name appears; describe the nature of the meeting, who was present and what was discussed? If documents were transferred to you provide copies of all documents transferred to you? How many clients do you appear in bills over a 3 period and not bill a single minute of time although you are working on the account? Do you consider this work for Iviewit as pro bono and if so do you report your time as such?
46. See [EXHIBIT \("D"\)](#) - describe why your name is listed to Crossbow Ventures as patent counsel for Iviewit. In your response to the New York Bar you quote Brian Utley as having stated that he never used you as an advisor or patent counsel. Explain the discrepancy in this document.
47. Several Board members have written statements pointing to you as the reason for their investment in Iviewit, could you describe why these people feel that you were essential to their investment in Iviewit.
48. See [EXHIBIT \("E"\)](#) which is your statement to the Court in the matter of Proskauer v. Iviewit and explain how you have never been involved with Iviewit and were being harassed.
49. Describe your relationship with Gregory Thagard of Warner Bros. and all conversation with Mr. Thagard or any other Warner Bros. employee concerning Iviewit.
50. Are you aware of Mr. Thagard's 13 or more patents held in DVD technology that make up a large part of the critical patents that are held in the DVD patent pool that you oversee? Did you get any form of conflict waiver prior to speaking to Warner Bros. employees on behalf of Iviewit?
51. Did you ever opine regarding Iviewit technology to any party? See attached [EXHIBIT \("A"\)](#) and define if not yourself, whom authored such opinion for Proskauer.
52. Did you ever have discussions regarding Iviewit inventions with any Iviewit inventors?
53. Describe every time your name is mentioned in any Iviewit paid or unpaid bill for any Iviewit entity and the exact nature of the call and your time billing for these calls.
54. Describe any meetings held at the Proskauer New York office regarding Iviewit patents and who attended the meeting and what was discussed. Were you or any other patent attorney that you know involved in any meetings with any outside investor patent attorneys at your offices?
55. Are you aware of a Conflict check done by Proskauer in regards to the Bernstein's or any Iviewit entity and define any possible conflicts of interest you would have if one were done.
56. When receiving disclosures for Iviewit patents and maintaining records of the Iviewit patents in your offices, did you see possible conflicts and what steps did you take to protect Iviewit from any potential conflicts you or your patent department had or any patent pools that may now be infringing upon the Iviewit technologies that you oversight roles in?



57. Proskauer's patent department handled the Iviewit Copyrights and Trademarks, do you see any potential conflict that may have arisen having full disclosure of the Iviewit inventions for these purposes and attempting to keep the knowledge learned from the source codes and other materials provided for this purpose from conflicts with the same individuals in the patent department you oversee? Why would Proskauer maintain the Trademark & Copyright work for Iviewit and farm out the patent application process?
58. Describe your termination from Iviewit in any capacity (i.e. patent counsel, trademark counsel, copyright counsel, Advisory Board member and stock holder) and the events and reasons leading up to your termination.
59. Review [EXHIBIT \("D"\)](#) PPM or Business Plan and describe if the role for yourself and the biographies submitted are true and correct to the best of your knowledge? Was a Wachovia PPM sent to you on occasion for review and input, was this copy ever sent to you or Proskauer by anyone?
60. Did Eliot Bernstein request another patent lawyer be referred to Iviewit versus you? If so, explain your referral choice and how Raymond Joao was selected since he was in New York close to you and nowhere near Iviewit in Florida. When you spoke to Eliot Bernstein who requested such referral according to your statement, did you take notes? What day did you speak to Bernstein originally and what day did you get him a referral to your past employer Meltzer Lippe Goldstein & Schlissel? Had you worked with Raymond Joao previously at MLGS?
61. Did you ever review the Iviewit inventions? Did you ever log into the secured website, if so when? What did you see as inventive when you reviewed the Iviewit inventions worthy of patents?
62. Are the statements made by Brian Utley that you quote true statements? Did you rely on Utley statements without verifying them when quoting him to the NY Bar? Provide a confirmation in your own words for each and every Utley statement you quote to the NY Bar in your response to the NY Bar.
63. Why do you claim you are being harassed when deposed for the billing case your firm instigated against Iviewit? If you knew nothing the deposition would be short and a simple clear and concise statement of "I know nothing" which would have taken five-minutes under deposition, is this harassment?
64. Does Proskauer Rose or you receive remuneration of any kind from the patent pools or its member companies, overseen by Rubenstein? If so, how?
65. Do you, Proskauer Rose or its clients, receive remuneration of any kind from the use of Iviewit technologies in any way? If so, how?
66. Attached are samples of the shareholder statements made that show that somehow many shareholders were under the distinct impression that your involvement with Iviewit induced their investments whether it was through direct statements from yourself or through third parties such as your partner Mr. Wheeler. Review each letter and describe why you are mentioned in this capacity. [EXHIBIT \("F"\) – SHAREHOLDER LETTERS](#).

The next series of questions come from your deposition testimony and will attempt to clarify for shareholders the questions that you either refused to answer under deposition or did not know at the time.



67. In the following statement to the Court whereby Matthew Triggs attempted to not have you deposed claiming harassment, are all the following statements true?

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

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

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

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



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

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

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

68. Provide an explanation of your immediate fear of harassment at the opening of the deposition. Where you afraid of attorney Selz harming you?



Ken Rubenstein Deposition

11 Q. So if I ask you a question, unless
12 you ask me to rephrase it or somehow revise
13 the structure of the question, I will presume
14 then that you have understood what I have
15 asked you as it is posed.
16 A. If I think your question is of
17 improper form, unclear, or harassment, I am
18 going to object.
19 Q. Okay, I believe that would be not
20 for you to do but Mr. Prusaski, as your
21 counsel.
22 A. I will put any objection I want on
23 the record, in addition to Mr. Prusaski.
24 Q. So, you are representing yourself?
25 A. No, I am not, he is representing

□

6

1 Rubenstein
2 me, but I am going to put objections on the
3 record, if I want to.
4 Q. That's fine.
5 Now, starting off with, sir, could
6 you please state your full name?
7 A. Kenneth Rubenstein.
8 Q. "Kenneth Rubenstein." And where
9 is your place of employment currently,
10 Mr. Rubenstein?
11 A. Proskauer Rose.
12 Q. Where is that located?
13 A. 1585 Broadway, New York.

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69. In this next deposition statement you are unclear of your precise day of work at Proskauer, clarify this issue and provide support and records with Federal, State, Bar or other agencies that can support your claims. Provide similar information from your prior employee MLGS.



Ken Rubenstein Deposition
14 Q. And how long have you been
15 employed with Proskauer Rose?
16 A. About four, four-and-a-half years.
17 Q. Somewhere between 1997 and 1998
18 was your first date of employment?
19 A. I think it was in 1998.
20 Q. Do you remember a month?
21 A. Possibly June.

70. In this next deposition statement, you were uncertain of the type of firm Proskauer was and your interest held in the partnership. Now that you have had time to review your deal with Proskauer, provide an answer to the question with detailed specifics of your terms with Proskauer.

25 Q. Are you a shareholder of Proskauer

1 Rubenstein
2 Rose?
3 A. One or the other, either partner
4 or shareholder.
5 I think it's a partnership.
6 Q. It's a partnership. Do you have
7 any ownership interest in the partnership in
8 the sense of obligations that go beyond what
9 some of the other partners have? In other
10 words, do you have an equity share? Do you
11 have any other claims with regard to an
12 interest in Proskauer Rose?
13 A. I have no idea.

71. In this next statement you claim that you are completely unfamiliar with Iviewit technologies. Is this a true and correct statement considering your involvement with Iviewit in the multiple capacities you held with Iviewit?

22 Q. Okay. Well, let me go back to
23 this, then, sir. Are you familiar at all with
24 the technology involved with IViewIt.com?
25 A. No.

72. In what appears to be a contradiction to your last statement reviewed, define how below you state that you have no recollection now of Iviewit technology or any information regarding Iviewit, whereas prior you had no recollection at all. Do you have any problems, such as brain tumors, normal pressure hydrocephalus, pre-senile dementia, cranial infarctions or early onset Alzheimer's that may impair your memory from one moment to the next? Have you ever been diagnosed with any memory malady?



2 Q. Do you have any information at all
3 with regard to any of the IViewIt entities?

4 A. Not at this time, no.

5 Q. "Not at this time." Did you have
6 any information at any time in the past, sir?

7 A. Not that I know of right now.

73. In this next statement you appear to claim that you have retained no information regarding Iviewit at all. Explain in relation to the exhibits that follow, how this statement can be true.

8 Q. Do you have any files or records
9 indicating that you had any dealings with --
10 and I will go through a list here --
11 IViewIt.com, Inc.?

12 A. Not that I know of.

13 Q. IViewIt, LLC?

14 A. Not that I know of.

15 Q. UViewIt?

16 A. Not that I know of.

17 Q. IViewIt, Inc.?

18 A. Not that I know of.

Example 1



Eliot I Bernstein

From: Eliot Bernstein [alps@netline.net] on behalf of ALPS (E-mail)
Sent: Wednesday, February 24, 1999 8:42 AM
To: Christopher C. Wheeler (E-mail)
Subject: Jenex deal for iviewit

Chris,

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

Thank you,

Eliot

The word file attached was the video process disclosure and the Ken is Kenneth Rubenstein.

Example 2

Eliot I Bernstein

From: Eliot I. Bernstein [res0bf4a@verizon.net]
Sent: Monday, July 09, 2001 3:38 PM
To: H. Hickman "Hank" Powell (E-mail); H. Hickman "Hank" Powell (E-mail 2)
Subject: FW: Tuesday Meeting

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

From: Christopher Wheeler [mailto:CWHEELER@proskauer.com]
Sent: Friday, May 28, 1999 6:26 AM
To: alps@netline.net
Subject: Tuesday Meeting

**** High Priority ****

Eliot,

Ken Rubenstein will be available on Tuesday morning sometime between 8:30 and 9 to discuss the patents. We can conference him in after we start with Joao and ourselves. Have you already made sure that Joao will be available? Please advise immediately.

Best regards,

Chris

Example 3



PROSKAUER ROSE LLP

NEW YORK
LOS ANGELES
WASHINGTON DC
BOCA RATON
CLIFTON NJ
PARIS

Intraoffice Memo

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

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

PROSK000536

0894/40017-001 BRJJB1/274951 v1

08/25/00 05:37 PM (11402)

Example 4



April 16, 2001

Kenneth Rubenstein
Proskauer Rose LLP
1585 Broadway
New York, NY 10036

Dear Ken,

Re: iviewit Video Patent Applications

Ken, for your information, we have received the attached PCT opinion relative to the iviewit patent applications.

If you have any comment or questions do not hesitate to call me.

Yours truly,

Brian Utley
President

BU/bmb

cc: Chris Wheeler

Example 5



Eliot I. Bernstein

Subject: FW: Minutes of the Board Meeting of April 14, 2001

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

From: Brian G. Utley [mailto:brian@iviewit.com]

Sent: Wednesday, April 18, 2001 11:17 AM

To: Eliot I. Bernstein; 'simon@adelphia.net'; 'kanderson@myCFO.com'; 'dg_kane@msn.com'; 'glewin@goldsteinlewin.com'; 'hankpow@gate.net'; 'bprolow@tiedemannfunds.com'; Maurice Buchsbaum
Cc: 'Christopher C. Wheeler (E-mail)'

Subject: RE: Minutes of the Board Meeting of April 14, 2001

I was advised by Proskauer Rose that anyone who was in an active due diligence stage and who was reviewing our intellectual property as part of that due diligence should receive a copy of the examiners opinion. Therefore the opinion was forwarded to the same people who have received copies of the patent filings namely, Warner Brothers and Irell & Manella. Ken Rubenstein, as our advisor, was also copied. Your father suggested that, because of the importance of our intellectual property, our own Board of Directors should be aware of the current status of our applications. With respect to Irell & Manella, it is quite likely that we will need to engage them or some other alternative counsel in order to respond to the opinion. I have a copy of Alvear's book if you need it.

Example 6

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

From: Eliot Bernstein [mailto:alps@netline.net]

Sent: Tuesday, February 23, 1999 7:53 AM

To: Kenneth Rubenstein (E-mail); Christopher C. Wheeler (E-mail)

Subject: Please call when you receive this message. 800.519.0234 or 561.417.8980

Ken,

Per our discussion, I have attached the following file [process.doc](#).

Eliot

<< File: ATT00027.html >> << File: PROCESS.doc >>

Example 7 – Describe the process whereby you logged into the Iviewit site and received this email confirmation in return. Would you or Proskauer retain records relative to this email confirmation?



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

From: Eliot Bernstein [mailto:alps@netline.net] On Behalf Of
webmaster@cyberfyds.com

Sent: Thursday, January 28, 1999 4:08 PM

To: 'krubenstein@proskauer.com'

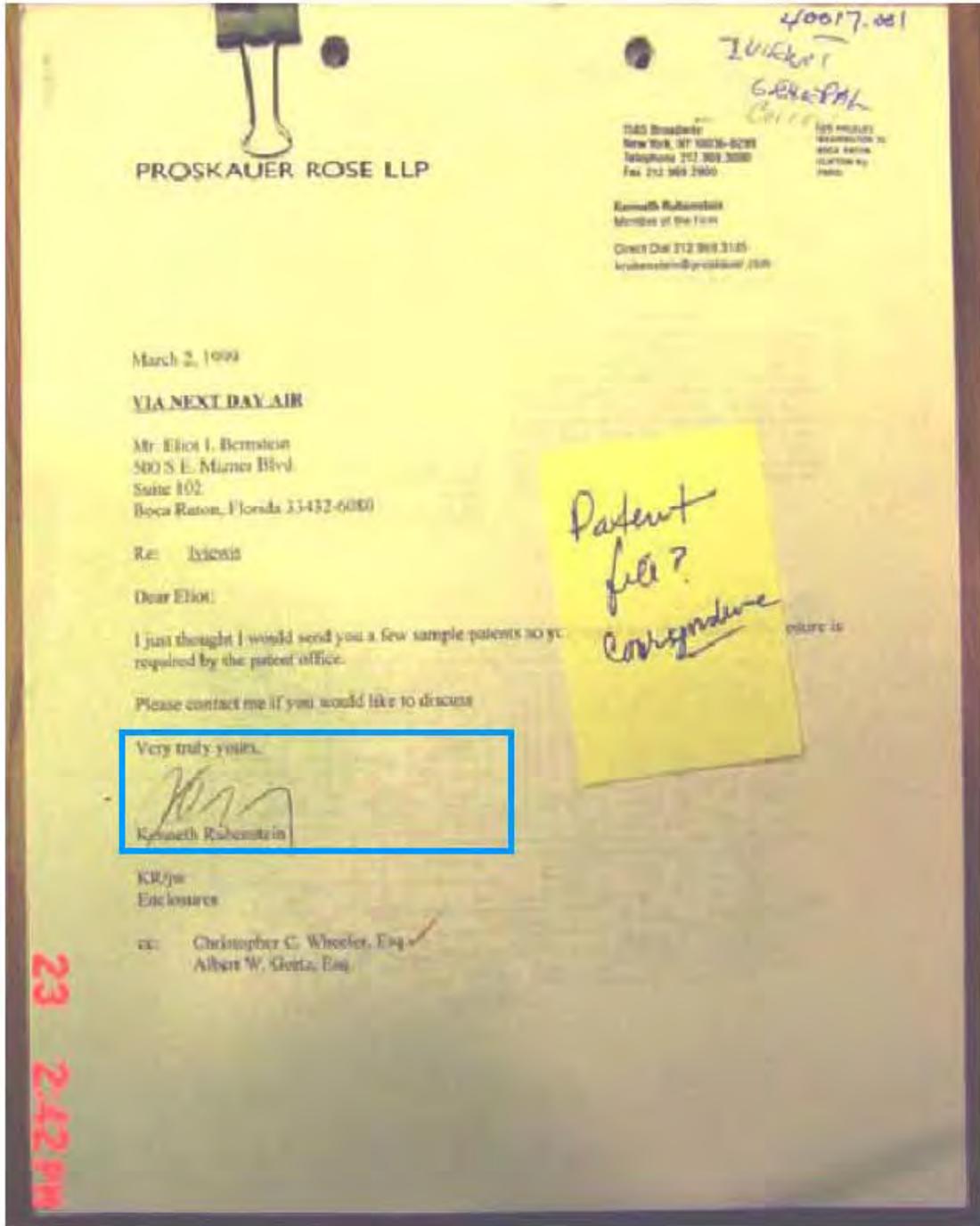
Subject: FW: Crime Watch

iviewit Confidentiality Agreement

The undersigned reader acknowledges that the information provided by iviewit and Simon & Eliot Bernstein in this business plan and at the specified iviewit website is confidential; therefore, reader agrees not to disclose it without the express written permission of Simon L. Bernstein. This memorandum does not constitute an offer to sell, or a solicitation of an offer to purchase, securities. This business plan has been submitted on a confidential basis solely for the benefit of selected, highly qualified investors and is not for use by any other persons. Neither may it be reproduced, stored, or copied in any form. By accepting delivery of this plan, the recipient acknowledges and agrees that: i) in the event the recipient does not wish to pursue this matter, the recipient will return this copy to iviewit, at the address listed below immediately; ii) the recipient will not copy, fax, reproduce, or distribute this Confidential Business Plan or iviewit web address, in whole or in part, without written permission; iii) all of the information contained herein will be treated as confidential material. Agreement executed by the recipient prior to, or contemporaneously with, its receipt of this Confidential Business Plan

Name: Ken rubenstein E-mail: krubenstein@proskauer.com

Example 8 – Describe why you are sending Eliot Bernstein information to help in the design of his patents if you have no information regarding his patents?



Example 9 – In the example below it appears you were sent information regarding an Iviewit patent and your opinion was forthcoming, define this in relation to your claim of no knowledge under direct deposition.



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

From: Christopher Wheeler [mailto:CWheeler@proskauer.com]
Sent: Wednesday, February 24, 1999 4:47 PM
To: alps@netline.net
Subject: Jenex deal for iviewit -Reply

** High Priority **

I sent Irwin a copy of the agreement by fax. I received your E-mail-we have confirmed that Ken received it as well--we will be back in touch with you concerning the patent--any response to my copyright letter?

Also, please make sure you return the corporate material after you have signed it.

Regards,
Chris

Example 10 – In the example below, taken from emails of Christopher Wheeler, describe your involvement in the meetings to discover how the processes were completed and how it relates to your claims that you have no idea about Iviewit inventions in direct deposition statements.



This is a multi-part message in MIME format.

-----=_NextPart_000_002B_01BE5ADD.61BB7520
Content-Type: multipart/alternative;
boundary="-----=_NextPart_001_002C_01BE5ADD.61BB7520"

-----=_NextPart_001_002C_01BE5ADD.61BB7520
Content-Type: text/plain;
charset="iso-8859-1"
Content-Transfer-Encoding: 7bit

Subject: iviewit corp. timeline update

1) Marketing Letter
Waiting for Patent pending issue to resolve, if feasible we are shooting for the following dates 2-26-1999

2) Chris Wheeler - Proskauer
a. Patent update & "High Density HD Web" trademark
b. Coordinate time for patent meeting to discuss how the process is completed, try to schedule for Tuesday after 2pm. Per our last conversation with Al & Ken, they wanted to video teleconference with (Si, Web guys, Eliot, Ken Rubenstein & Chris) at their offices.
c. Re-do confidentiality for applicability to website as well as business plan, or separate.
d. Review Jenex & MacKenzie deals
e. Can we use firm name at test site on the confidentiality.

Gerry Lewin - Goldstein & Lewin
a. Talking to Ed Wacks re: confidentiality
b. Waiting for Proskauer to approve Jenex plan to begin rewrite on business plan
c. Developing plan numbers and projections

74. Reviewing the prior examples, including of the exchanges of data between you and Eliot Bernstein, please describe if the following sworn deposition is still true or if you have had more involvement with Bernstein than hearing his name.

19 Q. Have you ever heard of an
20 individual named Eliot Bernstein?

21 A. I might have.

22 Q. Well, sir, that's either a "Yes"
23 or "No" question.

24 A. Like I said, I think he works for
25 IViewIt, and I may have heard his name.



75. In this next series of questions relating to MPEG and MPEGLA you appear disturbed at being asked your involvement in the pools and claim that it has no bearing on the deposition, although it is Iviewit's contention that the pools you manage may be the largest infringers of the Iviewit technologies and your involvement with both the pools and Iviewit appear to be the common denominator of how these pools now utilize Iviewit processes. Explain, if there was no correlation why you become agitated at explaining your involvement, to the extent of using frivolous objections.



2 Q. How about what is called the MPEG
3 Patent Pool, have you heard of that?

4 A. Yes, I have.

5 Q. Why don't you tell me what that
6 is.

7 A. Decline to answer at this time.

8 Q. Why do you decline to answer?

9 A. Irrelevant to this deposition.

10 Q. I'm sorry, irrelevancy is not an
11 objection that would allow you not to answer,
12 sir.

13 A. Make a motion to the judge. If he
14 orders me to tell you about it, I will tell
15 you.

16 MR. SELZ: Chris, are you
17 instructing your client not to answer?

18 MR. PRUSASKI: I am going to put
19 an question for relevancy based on the
20 court's granting of the motion and
21 limiting on the record, and if
22 Mr. Rubenstein declines to answer then
23 he is declining to answer.

24 And, just so I don't have to keep
25 objecting, Mr. Selz, to make this

1 Rubenstein
2 easier, my objection is continuing in
3 nature as to any questions regarding any



4 Ken Rubenstein Deposition
5 transactions for IViewIt that you are
6 going to ask Mr. Rubenstein if he was
7 involved in based on the court's
8 granting of the motion and limiting.

9 MR. SELZ: Let me go on the record
10 and say the discovery documents that
11 have been produced by the Defendants --
12 Plaintiff in this matter indicate
13 various dealings in which Proskauer Rose
14 was affiliated including dealings with
15 H. Wayne Huizenga, CrossBow Ventures,
16 Wachovia, a number of other entities
17 which are part of the discovery and have
18 been produced by the Plaintiffs pursuant
19 to a valid request for production, so to
20 the extent you are claiming it's subject
21 to any motion and limited, that's fine
22 with regard to the trial, and the
23 discovery you produced on your own
24 pursuant to a request for production
25 which has not been held invalid includes
these very matters.



25

And with regard to your client,

1

Rubenstein

2

Mr. Rubenstein, indicating he is

3

refusing to answer, I believe you should

4

instruct him right now, under Florida

5

law, he doesn't have the right to refuse

6

to answer.

7

A. All right, I will answer the

8

question.

76. In regard to all the involvement it appears you have had with Iviewit do you still feel the following deposition statement characterizes your deposition?

10

A. That's right, which you are making

11

me do. I consider the deposition nothing but

12

harassment, considering that I had nothing to

13

do with the company. It's just a form of

14

harassment.

77. In regard to the next statement you appear to claim that you are not aware of if any of Iviewit technologies are being used by MPEG members and that was based on your claim that you knew nothing of Iviewit. In light of the evidence contrary to your statement, do you still claim that the following is a true and correct statement?



11 Q. What I am asking you is this. Do
12 any of the members of the MPEG patent pool use
13 any of the technologies of IViewIt?

14 A. I would have no idea.

15 Q. Who is the person in charge of the
16 MPEG patent pool, sir?

17 A. Like I say, I advise you to check
18 their web site if you want to know information
19 about that patent pool.

20 Q. Well, again --

21 A. It's not me.

22 Q. Are you involved with the MPEG
23 patent pool, sir?

24 A. Yes.

25 Q. What is your position --

78. In this next deposition statement you claim that you are counsel to MPEGLA and that they are a client of the law firm of Proskauer Rose. When did your relationship as counsel to MPEGLA begin? Was MPEGLA a client of Meltzer Lippe? When did you begin billing for MPEGLA at Proskauer? Provide evidence to support your position.



2 A. I am counsel to MPEG, LLC.

3 Q. Do you advise the MPEG patent pool
4 with regard to legal issues?

5 A. That's privileged information.

6 Q. Not whether or not you advised
7 them on legal issues.

8 A. You are asking me -- I am not
9 going to discuss with you anything about
10 anything I do with any other client in this
11 law firm.

12 Q. Well, sir, I am not asking you the
13 substance of what you have advised them, I am
14 simply asking you whether or not you advised
15 them.

16 A. I told you, I am their counsel.

79. In the next statements from your deposition you could not recall several questions regarding your review of Iviewit patents, now that you have had time to reflect, provide factual answers to the questions.

17 Q. Okay. Have you ever seen any of
18 the intellectual properties or technologies
19 that IViewIt has developed for scaled video?

20 A. Not that I recall at this time.

21 Q. Were you ever involved in any
22 patent applications for scaled video
23 technologies for IViewIt.com?

24 A. No.

25 Q. Did you ever review any patent

3 A. Not that I recall.



80. In the next statement from your deposition you are asked whether you ever opined on Iviewit technologies and you retort that you had nothing to do with getting Iviewit patents which was not the question asked. Review [EXHIBIT \(“A”\) – RUBENSTEIN/PROSKAUER OPINION](#) – and state if the opinion which was requested by Hassan Miah to be tendered by you due to his knowing you from the MPEG patent pool whereby his company XING was a member, was your opinion or Mr. Wheelers opinion. Is it typical for Proskauer to have a real estate partner answer patent questions and opine for clients technologies? When Wheeler states that we (Proskauer) have reviewed the patent and procured patent counsel and had our patent department review, what is he referring to if you or the firm NEVER did any patent work as you both now claim? Since no other reference to any other counsel is reflected in the opinion and the “we” repeatedly is tendered by Proskauer, define how this letter was circulated to prospective investors by Proskauer?

4 Q. Did you ever opine with regard to
5 the validity of any patent applied for or
6 received by IViewIt.com?

7 A. Like I say, I was not in any way
8 involved with getting patents for IViewIt.

81. In this next statement which contradicts many of the evidences contained herein whereby you state that you only performed a referral of Iviewit to Raymond Joao, you are unclear as to many of the questions and cannot recall to answer. Now that you have time to think, provide the answers to the questions.



11 A. The only thing I did for IViewIt
12 is I referred them to another patent lawyer.

13 Q. And who is that?

14 A. A guy named Ray Joao.

15 Q. And where did Mr. Joao work?

16 A. I believe he was working at the
17 time at my former law firm, Meltzer Lippe.

18 Q. And what date was this?

19 A. I don't recall.

20 Q. So, you were employed by Proskauer
21 Rose at this time?

22 A. Yes.

23 Q. And you referred IViewIt to
24 Meltzer Lippe?

25 A. I referred IViewIt to Ray Joao,

1 Rubenstein
2 who I believe was working at Meltzer Lippe at
3 that time.



4 Q. Who did you speak to at IViewIt,
5 sir?

Page 21

6 A. I don't recall.

7 Q. Did you keep any notes of your
8 conversation with regard to this referral?

9 A. No.

10 Q. Did you speak to Mr. Joao with
11 regard to this referral?

12 A. I don't recall.

82. In this next response in your deposition you state that you referred Raymond Joao because you did not perform the filing work for patents, was anyone at the Proskauer patent department involved with filing patents at the time? If yes, explain again why you would have referred Iviewit to NY patent counsel instead of Florida counsel.

13 Q. Why did you refer this matter to
14 Meltzer Lippe?

15 A. Because it wasn't work I wanted to
16 undertake myself.

17 Q. And why was that?

18 A. Because I am not generally in the
19 patent prosecution business, in most cases.

83. Review the next correspondence from Eliot Bernstein to Albert Gortz which appears to contradict your timeline of switching firms from Meltzer to Proskauer and why 6 months into so called tenure with Proskauer according to your estimate, no one at Proskauer in New York had ever heard of you and why you were still listed as an attorney elsewhere and did not appear on the Proskauer site as an attorney.



Eliot I. Bernstein

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



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

KENNETH RUBENSTEIN

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

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

Position: Member

New York Law School, New York, NY

Patent, Trademark & Copyright Law

or

KENNETH A. RUBENSTEIN

[BAER MARKS & UPHAM LLP](#)

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

Admitted: New York, 1983 New Jersey, 1983

Education: New York Law School, New York, NY

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

5/17/2004

84. Provide a definite answer to the following question

- 23 Q. were you ever involved in any
24 meetings with anyone concerning IViewIt.com?
25 A. No, not that I know of.



85. It appears in this next statement that again you do not know if you had conversations with Warner Bros. regarding Iviewit, now that you have had time to review, provide a detailed account of your conversations with Warner Bros. regarding Iviewit.

9 MR. PRUSASKI: Objection.
10 A. Any --
11 MR. PRUSASKI: Instruct him not to
12 answer.
13 (DIRECTION NOT TO ANSWER.)
14 A. Any conversation I made or had
15 with Warner Bros. would be confidential. I am
16 not saying there was or was not such a
17 conversation, it would be privileged.
18 Q. I am not asking you for the
19 contents of the conversation, I want to know
20 if there was one.
21 A. I am not saying -- I don't know if
22 there was one.
23 And if there was, I wouldn't tell
24 you about it, anyway.

86. In this next deposition statement you claim that you did not speak with other Proskauer partners regarding Iviewit, which seems to fly in the face of much of the evidence including PR billing entries for three years in which you are listed in numerous calls regarding Iviewit which for unknown reasons you appear not to bill for your time. Provide an explanation to the discrepancy between the facts and your deposition statement.

3 Q. Did you ever have any discussions
4 with anyone at Proskauer Rose concerning the
5 IViewIt Technologies?
6 A. Not that I recall.

87. Again, only a moment later in your deposition you seem to waiver on if you had conversations with Proskauer partner Christopher Wheeler regarding Iviewit. Provide a definite answer now that you have had time to review your notes.



7 Q. Did you have any discussions with
8 anyone -- let's say Chris Wheeler,
9 particularly, at Proskauer Rose with regard to
10 anything at IViewIt?

11 A. I might have, but I don't recall
Page 23

12 anything about it at this time, if I did.

88. In this next deposition statement, you claim that you did not counsel anyone at Iviewit and you did not maintain files regarding Iviewit. In question 74 there are several examples of people sending you files and patents for review as patent counsel for Iviewit and an Advisory Board Member, including the full patent binders which is composed of 3 3-ring binders with all the Iviewit patent applications, original disclosure materials and office actions from the USPTO. Provide an explanation of what you did with these materials, including original patent materials sent to by the inventors.

13 Q. Did you ever counsel anyone at
14 IViewIt concerning any matters regarding the
15 patent or patent applications?

16 A. Not that I recall.

17 Q. Did you keep any files yourself
18 with regard to IViewIt and any communications
19 with IViewIt?

20 A. I don't think so, no.

89. In this next statement, although investor statements contradict your statement and hosts of other evidence contradict your statement, you deny knowledge of serving on the Iviewit advisory board. As you have now had time to analyze your notes provide a definite yes or no to the following question, as shareholders who relied upon your position as inducement for investment are now wondering about your denial of such service provided to Iviewit.



23 Q. Did you ever play a role as an
24 advisory board member for IViewIt?
25 A. Not that I know of, no.

and then later you state

2 Q. Well, sir, I am a little
3 confused. You normally would recall that you
4 would be on a board of directors --
5 A. I don't think I was on any such
6 board.
7 To my knowledge, I was on no such
8 board.

90. Review the following business plan materials that were co-authored, billed for and disseminated by Proskauer which directly contradict your prior statement that you were not an advisory board member of Iviewit.

Example 1 – Wachovia Private Placement Memorandum sent to Crossbow Ventures for use on a Federal form for the Small Business Administration department. This plan was sent by Brian Utley to Crossbow and Brian Utley lied under deposition stating he never had used you as an advisor in any capacity and you further used Utley's statements as evidence of your non-involvement to both the NY state bar and the West Palm Beach Circuit Civil Court in sworn statements. This document clearly states that you are Iviewit Patent Counsel, do you still deny your involvement with Iviewit as not only patent counsel but an advisor??



www.iviewit.com



"I view it!"

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

FACSIMILE TRANSMITTAL SHEET

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

NOTES/COMMENTS:

As you requested -

DIANA ISRAEL
ASST. TO BRIAN UTLEY



01/17/01 17:15 FAX 5618384105

CROSSBOW VENTURES

001

MEMORANDUM

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

DATE: 17 Jan 01

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

SUBJECT: Information Request

Brian,

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

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

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

Thanks, Brian!

Dennis D.



PROSKAUER BILLS FOR AND JOINT AUTHORS THIS BP AND HAS RUBENSTEIN LISTED AS PATENT COUNSEL FOR IVIEWIT!!!

CONFIDENTIAL

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

Advisors

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

Alan J. Epstein

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

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

Kenneth Rubenstein

Partner, Proskauer Rose LLP

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

Christopher C. Wheeler

Partner, Proskauer Rose LLP

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

Legal & Accounting Counsel

Arthur Andersen, LLP

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

Proskauer Rose, LLP

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

WACHOVIA SECURITIES, INC.

EXHIBITS

VI

VII



Example 2 – Here we find in diametric opposition to the statements used by you of Utley’s in your defense and denial of being an advisor, Utley sending you patent materials as an advisor. Provide an explanation for shareholders.

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

From: Brian G. Utley [mailto:brian@iviewit.com]

Sent: Wednesday, April 18, 2001 11:17 AM

To: Eliot I. Bernstein; 'simon@adelphia.net'; 'kanderson@myCFO.com'; 'dg_kane@msn.com'; 'glewin@goldsteinlewin.com'; 'hankpow@gate.net'; 'bprolow@tiedemannfunds.com'; Maurice Buchsbaum

Cc: 'Christopher C. Wheeler (E mail)'

Subject: RE: Minutes of the Board Meeting of April 14, 2001

I was advised by Proskauer Rose that anyone who was in an active due diligence stage and who was review our intellectual property as part of that due diligence should receive a copy of the examiners opinion. Thereft the opinion was forwarded to the same people who have received copies of the patent filings namely, Warner Brothers and Irell & Manella. Ken Rubenstein as our advisor was also copied. Your father suggested that because of the importance of our intellectual property, our own Board of Directors should be aware of the cur status of our applications. With respect to Irell & Manella, it is quite likely that we will need to engage them or some other alternative counsel in order to respond to the opinion. I have a copy of Alvear's book if you need

and from Utley’s perjured deposition we find the following statements:

23 | THE WITNESS: But, like I say, I do
 24 | recall that I had one conversation with Ken
 25 | Rubenstein, but I absolutely do not recall the

Proskauer Rose, et al. vs Iviewit.Com, Inc., et al. 8/22/02

1 | content of the conversation. It was not anything 141
 2 | that was material to what Iviewit did.

And your statements to the Court in the Proskauer v. Iviewit billing case whereby you quote Utley’s perjured statements:

- “Rubenstein was never involved” in any of the work, and Defendants’ interrogatory answers stating otherwise are a “misrepresentation.” (BU:84-5, 7, 21);
- “[o]ther than referring Iviewit to [outside counsel], Rubenstein never did any work for Iviewit” (BU:121-3);

Further from Utley’s perjured deposition and contradictory to his email above and the business plan advisory section that he authored and sent with Wheeler to every investor, we find that again someone must be lying about your involvement, if not all of you, and are in complete denial regarding such involvement:



A. I'm not aware -- other than referring Iviewit to Meltzer, Rubenstein never did any work for Iviewit.

Q. Okay. So Rubenstein's sole role, from what you understand, is he referred Iviewit to the Meltzer Law Firm in New York?

A. Yes.

Q. Was he ever part of an advisory board member or was he an advisory board member to Iviewit? And we're talking about Mr. Rubenstein.

A. I have never used him as an advisory board member?

Again, from Utley's perjured deposition we find:

24 | A. Yes. He played no active role in
25 | the company other than having directed the



1 company to work with Meltzer and this gentleman 139
2 Rolf as the patent attorney.
3 Q. And that was his totality of his
4 role from what you know?
5 A. Yes.
6 Now, let me parenthetically add,
7 that I do understand and know that it was Eliot's
8 desire to see him involved in an advisory role.
9 Q. Okay.
10 A. But that was never, that was never
11 consummated.

Finally, from Utley's perjured deposition we find:

Q. Now, are you aware of any billings
contained in the Proskauer Rose bill or any other
billing statement for legal services in which Ken
Rubenstein or Chris Wheeler are listed as
providing services with regard to any of the
patents or intellectual properties involved,
other than trademark work?
A. No.

Example 3 – Brian Utley is asked to review a letter being sent to major investors by a law firm where your name is emphasized as patent counsel for Iviewit. Why would your name appear in this context, if Wheeler, Utley and yourself deny any involvement or use of your name for any purpose?? Provide explanation for this or would you like to retract your statements using Utley's statements to state agencies?



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

TELECOPIER TRANSMITTAL SHEET

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

MESSAGE:

Dear Brian:

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

Best regards.

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

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

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



May 19, 2000

VIA MESSENGER

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

Re: iviewit.com

Dear Gregg,

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

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

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



iviewit
- seen 'e
mmm

LAW OFFICES

ARMSTRONG HIRSCH JACKOWAY TYERMAN & WERTHEIMER

A PROFESSIONAL CORPORATION

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OF COUNSEL
ALLAN L. ALEXANDER
ARTHUR O. ARMSTRONG
RONALD J. BASS
GERALDINE S. HEMMERLING

OUR FILE

May 30, 2000

* ALSO ADMITTED IN NEW YORK

VIA MESSENGER

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

Re: iviewit.com

Dear Kimberly:

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

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

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



LAW OFFICES
ARMSTRONG HIRSCH JACKOWAY TYERMAN & WERTHEIMER

Ms. Kimberly Chu
May 30, 2000
Page 2

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

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

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

I look forward to hearing from you.

Best regards,

Very truly yours,

A handwritten signature in black ink, appearing to read "Alan J. Epstein".

Alan J. Epstein



LAW OFFICES
ARMSTRONG HIRSCH JACKOWAY TYERMAN & WERTHEIMER

Ms. Kimberly Chu
May 30, 2000
Page 3

AJE/rdq
G:\WP\AJE\LETTERS\RITCHIE.COM
cc: Mr. Eliot Bernstein
Mr. Brian Utley
Mr. Maurice Buchsbaum
(w/o encls.)

Example 4 – Here another lawyer represents that an OPINION from PROSKAUERS PATENT ATTORNEY IS ATTACHED FOR REVIEW, describe which patent attorney is opining for Proskauer. The opinion was requested from you as Hassan Miah had known you from the MPEG patent pool in which his company XING had several patents included. He requested his attorney get such opinion from you and not Christopher Wheeler, a real estate attorney, not licensed as a patent attorney.



-----Original Appointment-----

From: iviewit
Sent: Monday, June 07, 1999 7:52 PM
To: [iviewit](#); [Simon L. Bernstein \(E-mail\)](#); [Raymond A. Joao \(E-mail\)](#); [Christopher C. Wheeler \(E-mail\)](#); [Kenneth Rubenstein \(E-mail\)](#); [Kevin J. Healy \(E-mail\)](#); [Jefferey Friedstein \(E-mail\)](#); [Jefferey Friedstein \(E-mail 3\)](#); [Donald G. Kane II \(E-mail\)](#); [Hassan Miah \(E-mail\)](#); [Richard Rosman \(E-mail\)](#)
Subject: Hassan and technician out to review iviewit patent information
When: Thursday, June 10, 1999 9:00 PM to Friday, June 11, 1999 9:00 PM (GMT-08:00) Pacific Time (US & Canada); Tijuana.
Where: Florida - Proskauer

**Spoke with Hassan he will call back with exact travel times -
Friday is day to discuss patent and related issues.**



Miah letter regarding Rubenstein

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

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

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

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

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

Hassan

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

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

> <?XML:NAMESPACE PREFIX = 0 />

> Hassan,

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

> Eliot

Page 1

Next Hassan's attorney Richard Rosman writes to Wheeler to get a Miah's questions for Rubenstein answered regarding the patent and Miah is interested in the Video technology, which is his forte. Wheeler, in response contacts Kenneth Rubenstein and drafts the following letter based on Proskauer patent counsel Kenneth Rubenstein's opinion of the technologies.



Telephone Numbers:

(818) 784-7848
(310) 551-2606

Law Offices of

LeWINTER & ROSMAN

A Professional Corporation
16255 Ventura Boulevard, Suite 600
Encino, CA 91436

Telecopier Numbers:

(818) 784-5096
(818) 784-9824

FACSIMILE TRANSMITTAL SHEET

FOR IMMEDIATE DELIVERY

Telecopier No.: (805) 594-1136

Telephone No.: (805) 773-0788

To: MR. HASSAN MIAH

SENT

Date: April 27, 1999

From: RICHARD D. ROSMAN, ESQ.

No. of Pages Being Sent (including Cover Page): 6

Subject: Please see attached

File No.: 0446.005.11

NOTE: This message is intended for the confidential use of the designated Recipient named above. This message may be an attorney-client communication and, as such, is PRIVILEGED and CONFIDENTIAL, or exempt from disclosure under applicable federal or state law. If the reader of this message is not the intended recipient or an agent responsible for delivering it to the intended recipient, you are hereby notified that any review, dissemination, distribution or unauthorized copying of this message of this message is strictly prohibited. If you have received this communication in error, please immediately notify the sender or this office by telephone and return the original message to us by mail. Thank you for your cooperation.

Comments/Remarks:

Hassan -

Here is a brief description of Eliot Bernstein's idea and letter from his patent lawyer. Have you talked with Eliot?



Give me a call to discuss how your new business plans are proceeding.

Best regards,

Richard D. Rosman



APR 26 1999 17:58 FR PROSKAUER ROSE

561 241 7145 TO 0894#40017001#18 P.02/02

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
cwheeler@proskauer.com

April 26, 1999

Mr. Richard Rosman
Lewinter and Rosman
16255 Ventura Blvd., Suite 600
Encino, CA 91436

Re: iviewit, Inc.

Dear Richard:

Under separate cover I have forwarded you a revised Confidentiality Agreement.

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

Very truly yours,

Christopher C. Wheeler

CCW/gb

0894/40017-001 BRUB1/227137 v1

04/22/99 03:57 PM (2743)

** TOTAL PAGE.02 **

Example 4 – Wachovia Private Placement Memorandum referencing Rubenstein role with Iviewit. The plan is circulated to major investors to induce investment.

II. INVESTMENT HIGHLIGHTS

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

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

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

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

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

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

- **Significant Intellectual Property Position and Strategy**

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

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

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

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

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

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

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

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

Technology Overview

iViewit's suite of video and imaging technologies processes work across all industry platforms.

Imaging:

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

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

Video:

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

Bandwidth Range	iViewit Frame Rate	Industry Typical Frame Rate
28-56 Kbps	8-15 frames/sec	4-8 frames/sec
56-150 Kbps	15-30 fps	12-20 fps
150-300 Kbps	30 fps	12-24 fps

The iViewit video technology is a highly scalable process costing approximately \$1.30/min of encoded video. The resulting files are ~25% less than comparable quality files. iViewit's 220Kbps streams are equivalent to competition 300Kbps streams.

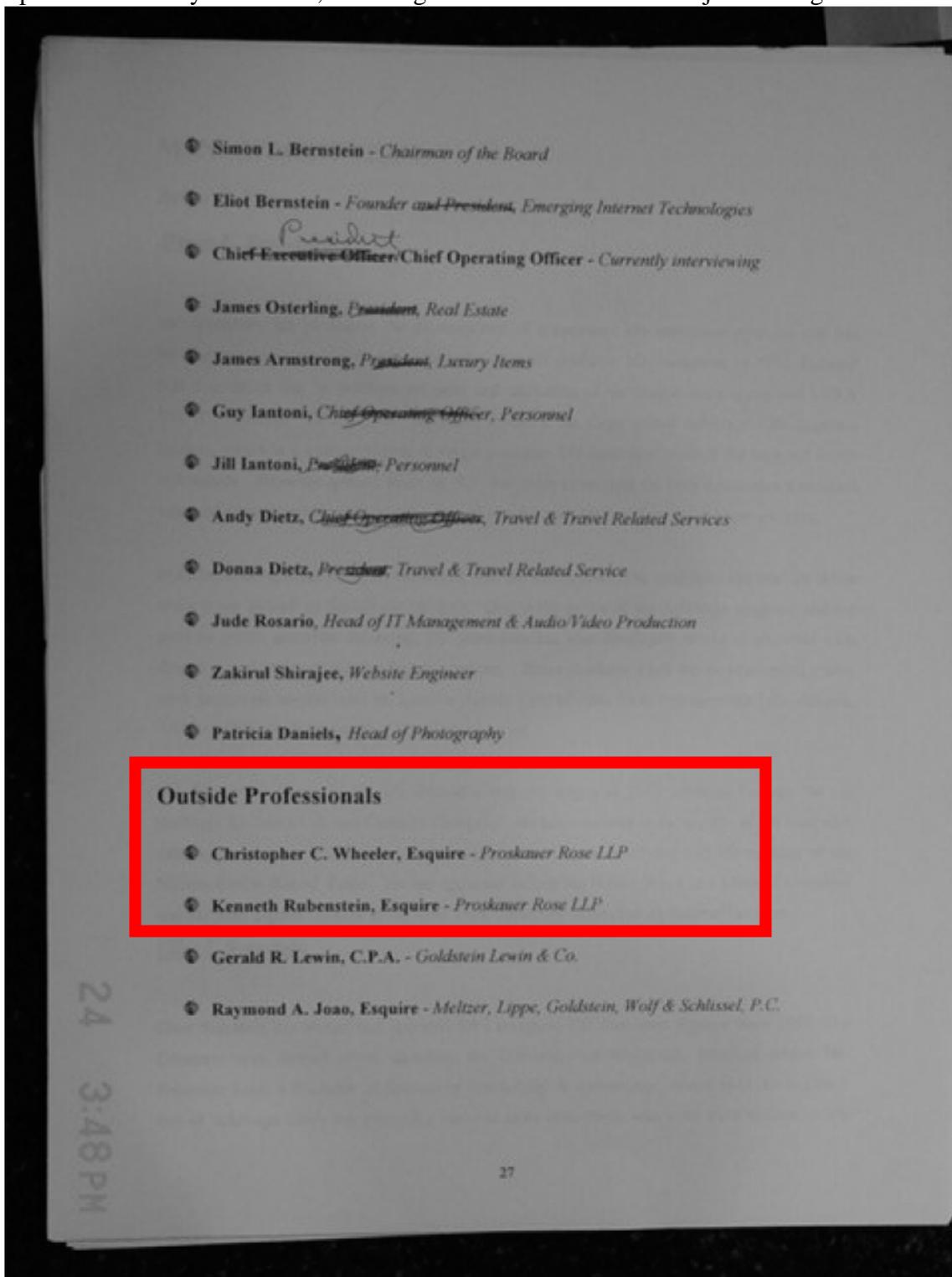
Business Strategy

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

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

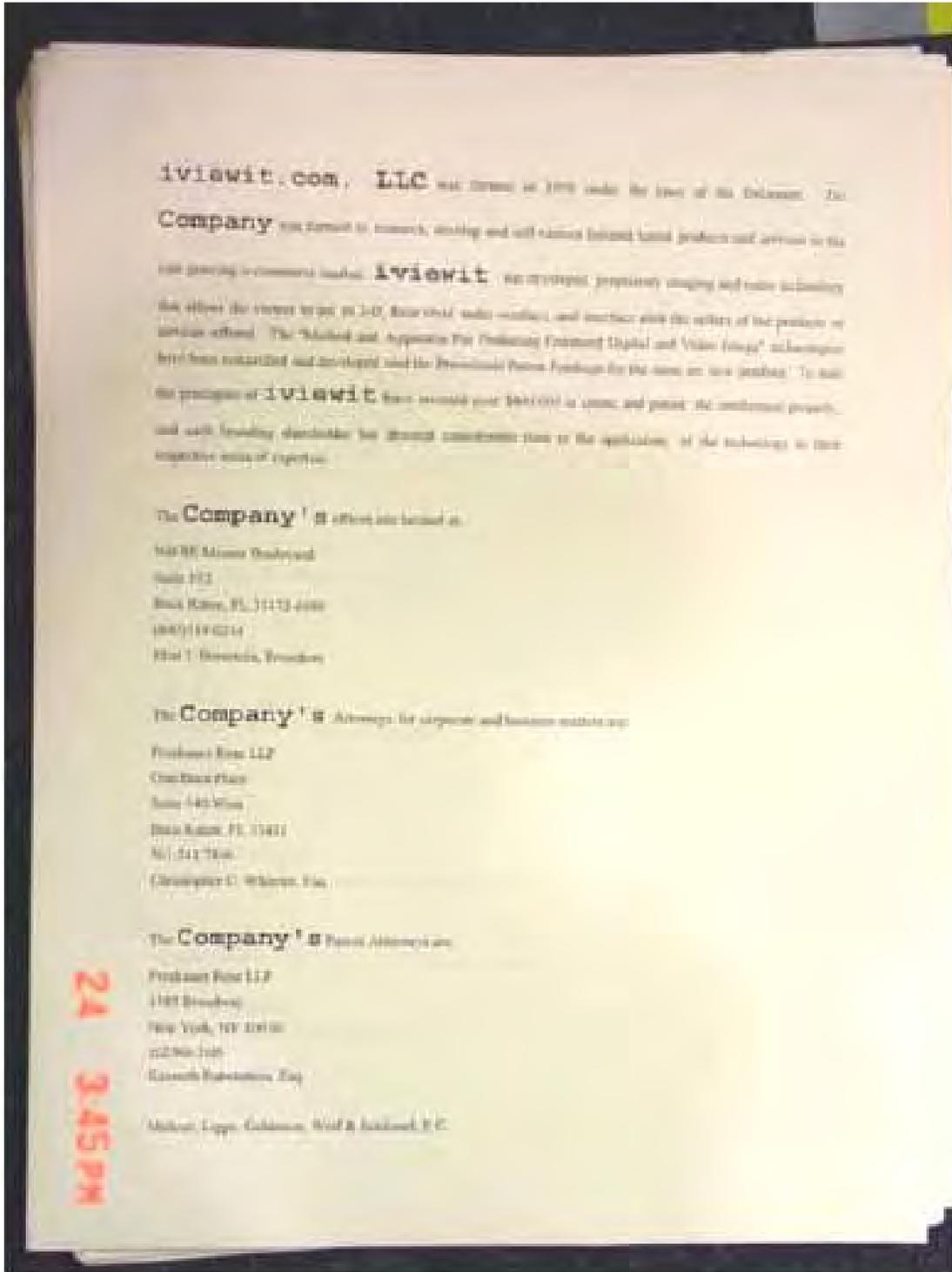


This next picture was taken from Proskauer files obtained through Court order and have Wheeler's handwriting on the page containing your name in the business plan as an outside professional. If both you and Wheeler deny you having any involvement with Iviewit, provide an answer why this would have "slipped through the cracks" and ended up in a business plan reviewed by Proskauer, which again was used to secure major funding for Iviewit.





Example 5 – Another picture taken from the files of Proskauer that were procured under Court order whereby you are listed as patent counsel in another business plan reviewed, co-authored, billed for and disseminated by Proskauer for Iviewit, directly refuting your deposition statements and statements to state agencies. Provide an explanation for this as many shareholders relied on this for investment purposes.





Example 6 – Wheeler is contacting you to discuss the patentability of the Iviewit process for an opinion and it appears that you need more information to make a determination. Provide an explanation and the outcome regarding this correspondence.

FEB 18 1999 14:39 FR PROSKAUER ROSE

561 241 7145 TO 0894#40017001#41 P.02/03

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
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NEW YORK
LOS ANGELES
WASHINGTON DC
CLIFTON NJ
PARIS

Christopher C. Wheeler
Member of the Firm

Direct Dial 561.995.4702
cwheeler@proskauer.com

VIA FAX

February 18, 1999

Mr. Eliot I. Bernstein
iviewit, Inc.
500 S.E. Mizner Boulevard
Suite 102
Boca Raton, FL 33432-6080

Re: Status Report Regarding Various Matters

Dear Eliot:

I thought it best to confirm the status of a number of loose ends:

1. I have spoken to Gayle Coleman about the application of the "confidentiality language" to the "web site". She is calling you directly to discuss the preparation of this language. This should be completed no later than today;
2. We have revised the Jenex language to deal with the broker/dealer issue. As I dictate this letter, the revised document is being faxed to you. We need you to review the document and give us your comments prior to our forwarding it to Irwin Newman at Jenex. Once you have had an opportunity to review the document, please call us concerning your comments;
3. I have traded phone calls with our patent expert, Ken Rubenstein. Since there seems to be some confusion as to what Ken needs in order to determine the patentability of your process, I am arranging a conference call between you, me and Ken in which we can discuss it. After that discussion, I will also provide you with a proposal as to how we should proceed and what fees and costs will be involved. I know that your father was concerned as to the patent expense. We will need to give you a more definite answer and thereafter receive authorization from you as to the expenditure of these monies;

0894/40017-001 BRLIB1/219697 v1

02/18/99 01:16 PM (2743)



Example 6 – In this next business plan, Brian Utley’s hand notes are evidenced whereby he actually edits your bio as an advisor and leaves in that you are PATENT COUNSEL for Iviewit, contradicting his perjured deposition statements that end up being used by you in responses to state agencies whereby you attempt to claim not being Iviewit patent counsel. Provide an explanation or would you like to retract your statements to these agencies?

-----Original Message-----
From: Brian G. Utley [mailto:brian@iviewit.com] On Behalf Of Brian
Sent: Thursday, January 13, 2000 9:33 AM
To: 'cwheeler@proskauer.com'; 'ccwhlaw@aol.com'
Subject: Business Plan

Your name and Ken Rubenstein's name are proposed as members of an iviewit advisory board. Does this give you a problem?
Brian



3 Basic ^{Key} Questions Investors will ask -

SRO
Consultants

Kathy Young 310-854-4

1. How good are the people? Depth of mgmt + skill level

Draft 3

2. How will they use & control my money? (find contracts + ROI)

iVIEWIT.com

What is the Company?

3. How do I sell? Exit Strategy

"A leader in new technologies for tomorrow's markets"

Iviewit.com, LLC Business Plan

"Bringing exciting ^{discovery} and new visual experiences to the internet"

The business plan must:

identify, exploit, partner!
explosive technology + branding
using leverage into ^{new} markets
renewing income base
expanding shareholder value
- Exit Strategy

- ① State a clear + concise business model
- ② The market niche + how to keep it over time.
- ③ What are the 3 major ideas you want reader to remember about the plan after he reads it?
- ④ Infrastructure - emphasize it also.
- ⑤ Besides the technology + the huge market --- what else makes i-viewit different? ^{business advantages, not a product}
- ⑥ Where is a discussion on the financial business plan? How many tranches? Use of \$?
- ⑦ Where is a discussion of the exit strategies? IPO? Partnering? Spinoff of technology applications? are there 2 or 3 public company opportunities for shareholder value?
- ⑧ Where is a statement of purpose to entice shareholder value?

1. decrease ^(revenue) in ^{com} the m
2. increase ^{the pr}
3. how ^{make the market}

Contact Information:
 Brian G. Utley, President & COO
 Iviewit.com
 One Boca Place
 2255 Glades Road, Suite 337W
 Boca Raton, Florida 33431
 561-999-8899 ext. 304
 brian@iviewit.com



ξ Alan Epstein -

ξ Christopher C. Wheeler -

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

Strategic Partners & Investors

ξ Real 3D[®], Inc. - Iviewit.com is currently in a strategic partnership with Real 3D ^{engaged} _(Subsidiary of Intel) is providing hosting, serving and technology enhancement services. Real 3D has participated in the technology evaluation phase of Iviewit.com's proprietary Imaging and Video Streaming products. Real 3D has found Iviewit.com's web-based products to offer an extraordinary high-resolution panoramic view capability that can have many uses in the e-commerce arena.

ξ Huizenga Holdings, Inc. - Huizenga Holdings Inc. through Investech Holdings, LLC is the founding equity partner of Iviewit.com. Huizenga Holdings Inc. brings a strategic portfolio of Internet investments and businesses, which has helped fuel the expansion of Iviewit.com's video and imaging technology.

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

91. Note that in Utley's deposition he claims responsibility for reviewing and paying the Iviewit Proskauer Rose bills and then explain the following billings with what appears to be your name and explain in detail every meeting. Mr. Utley claims that there are no billings for patent work at all and it parallels similar statements that both you and Mr. Wheeler have made to several state agencies, explain the contradiction



so that Iviewit shareholders may understand how these billings are not patent related. The following are taken directly from the Proskauer billing statement are representative samples of where it appears that you are involved in these billings which directly refute your claims of non-involvement.

From your deposition you state the following and in regard to such statement define the conflicting information that follows:

18 Q. Have you been included on a
19 billing statement for IViewIt --
20 A. As far as --
21 Q. -- on Proskauer Rose.
22 A. As far as I know, I have not.

01/14/00 C WHEELER	1.00 Conf with Mr. Utley and Mr. Rubenstein
01/28/99 A GORTZ	.75 Ken Rubenstein call, cf call Eliot Bernstein & Ken Rubenstein, cf Mara Robbins re confidentiality agreement
02/16/99 C WHEELER	.25 Conf with Mr. Bernstein; call to Mr. Rubenstein
02/17/99 C WHEELER	.25 Call to Mr. Rubenstein re patent advice; call with Ms. Coleman re financial advisor
02/18/99 C WHEELER	.25 Conf with Mr. Rubenstein
03/31/99 K HEALY	.25 Tc w/K. Rubenstein re Patent advice
05/20/99 C WHEELER	2.00 Call to Mr. Lewin; conf with Ken Rubenstein; conf with Mara Lerner; numerous conf with Elliot Bernstein
05/27/99 C WHEELER	.50 Conf with Mr. Rubenstein
06/01/99 C WHEELER	4.00 Conf with Mr. Rubenstein; conf with Mr. Lewin; conf with Mr. Healy; conf with Mr. Joao; conf with Mr. Akselrod re patents, tax ramifications, copyright work;
06/01/99 K HEALY	1.50 Conference call w/E. Bernstein, R. Joao, K. Rubenstein, C. Wheeler, and others re iviewit I.P. issues; review cd.rom
06/17/99 C WHEELER	.50 Call to Mr. Kohner of Arthur Anderson; call to Ken Rubenstein
09/10/99 C WHEELER	2.00 Conf with Mr. Brandon; conf with Mr. Brandon; conf with Mr. Rubenstein; transmittal of materials to Mr. Rubenstein; Call to Mr. Joao



05/01/00 A GORTZ	.10 Ken Rubenstein call
10/11/00 C WHEELER	1.50 Conf with Mr. Utley re Ken Rubenstein and Time Warner; conf with Mr. Rubenstein
10/31/00 C WHEELER	.50 Conf with Mr. Utley; conf with Mr. Rubenstein; Conf with Mr. Utley re financing
11/01/00 C WHEELER	.25 Conf with Mr. Utley re financing and re Mr. Rubenstein
11/07/00 C WHEELER	.75 Conf with Mr. Utley re financing; call to Mr. Assaf; conf with Mr. Utley re Mr. Rubenstein
01/17/00 G COLEMAN	7.75 Inter-office conference with R. Thompson re: financial disclosure issues. Inter-office conference with R. Thompson re: risk factors related to intellectual property. Multiple-inter-office conferences with M. Robbins re: corporate structure and business plan modifications. Conference with E. Lewin re: financial information. Telephone conference with K. Rubinstein re: possible infringement. Review and comment on proposed form of Business Plan. Study and revise form of warrant certificate for Emerald Partners.



92. Are you aware of other billings or other meetings, such as inventor disclosure meetings that are not listed above in which you were ever involved?
93. The next sample billings are for patent work done in which you appear to be the partner in charge of the Proskauer patent department and therefore responsible for patent billings by any of the Proskauer partners in any capacity. Provide detail for these billings. If Proskauer did NO patent work as both you and Wheeler claim in deposition and to state agencies, provide an explanation for the following patent and license, billings.
 1. Describe how the patent department of Proskauer differs from the trademark department at Proskauer and how trademark information would be kept separate and apart from patent information.

01/26/99 G GOLDMAN	1.00 Reviewing IVIEWIT's business plan for patentability opinion; conducting an on-line Internet search.
02/23/99 C WHEELER	.25 Review of correspondence re patent matters
03/24/99 C WHEELER	.50 Call to Mr. Lewin; conf with Mr. Healey re copyright; conf with patent counsel
05/26/99 C WHEELER	1.00 Review of patent; set up patent conference; arrange follow up on shares;



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

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

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

06/18/99 C WHEELER 1.00 Conf with Mr. Bernstein re patents, response of Hassan Miah, Rosalie Bibona and re patent material; conf as to immigration materials;

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

06/21/99 C WHEELER 2.50 Numerous conferences w/G.Stanley; numerous conferences w/Simon Bernstein

06/22/99 C WHEELER 3.00 Dictation of notice provision; conf with Mr. Stanley re possible ventures; conf with Rosalie Bibano re participants; conf with Jerry Lewin;

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

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

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

01/14/00 M ROBBINS 6.25 Telephone conference with Rodney Bell re: due diligence materials. Meetings with E. Lewin re: additional due diligence items. Telephone conferences with Maurice Buchsbaum and Eliot Bernstein re: business plan. Inter-office conference with Gayle Coleman re: private offering memorandum, revisions to offering memorandum re: risk factors for potential infringement and business plan. Review annotated due diligence list and conferences

01/14/00 G COLEMAN 3.25 Telephone conference with Martha re: private offering memorandum. Telephone conference with E. Lewin re: audited financial statements. Inter-office conference with R. Thompson re: private offering memorandum and information to be included. Preparation of revisions to intellectual property risk factors. Inter-office conference with C. Wheeler re: potential intellectual property infringement. Multiple inter-office conferences with M. Robbins re: due diligence, private placement and infringement issues. Preparation of chart for corporate restructure. Multiple inter-office conferences re: business plan.



05/28/99 C WHEELER	2.00 Meeting as to patent issues and management matters
05/28/99 C WHEELER	.50 Conf. w/K.Rubenstein
05/28/99 K HEALY	.50 Tcs w/C. Wheeler re IP Issues; review web-site
05/31/99 C WHEELER	1.00 Review of patent and other materials
05/31/99 C WHEELER	1.00 Review of patent and other materials
06/01/99 C WHEELER	4.00 Conf with Mr. Rubenstein; conf with Mr. Lewin; conf with Mr. Healy; conf with Mr. Joao; conf with Mr. Akselrod re patents, tax ramifications, copyright work;
06/16/99 S ROMOFF	2.25 Telephone conference w/ DT and G. Lewin; Revise LLC Agreement and send draft G. Lewin; Research basis in patent.
06/18/99 C WHEELER	1.00 Conf with Mr. Bernstein re patents, response of Hassan Miah, Rosalie Bibona and re patent material; conf as to immigration materials;
06/23/99 S KAPP	.50 Conf. with CCW regarding various matters pertaining to structure, patents, confidentiality agreements
06/23/99 C WHEELER	.75 Conference w/S.Kapp re immigration; conference as to fee letter for patent counsel; arrange for
06/24/99 S KAPP	.25 F/u regarding assignment of patent issue
07/23/99 C WHEELER	.25 Check on patent assignment
07/31/99 C WHEELER	1.50 Review and organization of various matters involving meetings, venture capital, patents and prospects
08/10/99 C WHEELER	.50 Review of status of patent material; review of status of employment agreement
08/26/99 C WHEELER	.50 Organize patents; conf with Mr. Utley; call on confidentiality agreement
08/27/99 C WHEELER	.50 Conf with Mr. Utley; check of site; arrange for transmittal of patent
09/10/99 C WHEELER	.25 Arrange for patents



09/16/99 M ROBBINS 4.50 Inter-office conferences with Wheeler re: insurance provision of Utley Employment Agreement and form of executive employment agreement. Telephone conference with Bernstein. Inter-office conferences with G. Karibjanian re: insurance provisions of Utley Employment Agreement. Revisions to Utley Employment Agreement. Inter-office conferences with Zamas re: Osterling Acknowledgment Agreement. Study and review memo from K. Healy re: iviewit intellectual property documents. Review patent applications and correspondence from patent counsel. Inter-office conferences with Zamas re: preparation of binders for patent documents. Draft and preparation of form of executive employment agreement. Preparation of correspondence to Utley re: Employment Agreement.

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

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

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

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

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

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

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

This next piece appears to be billings that are billed under the patent department, are you aware of Proskauer billing for patent work?



Iviewit.com LLC
 2255 Glades Road
 Suite 337 West
 Boca Raton, FL 33431-7360
 Attention: Mr. Eliot I. Bernstein

340152
 December 29, 1999

PROSKAUER ROSE LLP

2255 Glades Road
 Suite 340 West
 Boca Raton, FL 33431-7360

Employer Identification No 13-1840454

CLIENT NAME: Iviewit.com LLC
 MATTER NAME: PATENT/GENERAL
 FILE #: 40017.0020

again

CLIENT: Iviewit.com LLC
 MATTER: PATENT/GENERAL
 PAGE: 2

December 29, 1999



DATE	NAME	HOURS	DESCRIPTION
11/29/99	J ZAMMAS	.25	Copy official filing receipts for two patents, insert in patent binders and give two copies to Brian Utley to insert in his binders.
01/10/00	J ZAMMAS	2.25	Discussion with M. Robbins regarding name changes for iviewit companies; contact paralegal in NY office regarding assignment of patents; work on name-change amendments; compile due diligence documents.
01/11/00	C WHEELER	1.00	Conf with Mr. Bernstein re patents and infringement
01/11/00	C WHEELER	.50	Conf with Mr. Lewin re patents
01/11/00	C WHEELER	.50	Conf with Mr. Bernstein and Mr. Utley re status of patents and corporate setup



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

 NOTE THAT PATENT ASSIGNMENTS ARE BEING DISCUSSED AND THEN BOGUS PAGE IS INSERTED NEXT.

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

07/10/00 C WHEELER .25 Conf with Mr. Bernstein re patents as collateral

07/27/00 C WHEELER 1.00 Conf with Mr. Utley re patents; conf with Mr. Bernstein re same

07/31/00 C WHEELER 2.00 Meeting with Iviewit representatives re patent

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

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

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

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



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

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

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

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

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



12/17/99 M ROBBINS 7.50 Review and preparation of comments to Independent Contractor Agreement for photographers and videographers. Review draft offering memorandum. Telephone conferences with E. Lewin. Meeting with E. Lewin re: D&O insurance application and election of B. Utley and J. Lewin to boards. Preparation of iviewit LLC corporate documents for E. Lewin. Draft and preparation of written consent electing B. Utley and J. Lewin to boards of uvieview.com, Inc., iviewit LLC and iviewit.com LLC. Review iviewit LLC and iviewit.com LLC limited liability company agreements. Review outstanding securities of iviewit LLC and uvieview.com LLC. Inter-office conferences with Jill Zammas re: organizational matters. Review organizational documents. Review Delaware statutes re: restructuring matters. Inter-office conference with Rocky Thompson re: potential restructuring. Preparation of correspondence to Armstrong and Utley. Multiple inter-office conferences with Gayle Coleman re: Independent Contractor Agreement, offering document, business section of offering document, intellectual property matters.

12/17/00 G COLEMAN 6.75 Preparation of Independent Contractor Agreement

01/10/00 G COLEMAN 6.75 Inter-office conference with M. Robbins re: term sheet for Essex. Multiple inter-office conferences with C. Wheeler re: name changes and intellectual property issues. Multiple

01/11/00 G COLEMAN 7.50 Preparation of private offering memorandum revisions. Multiple inter-office conferences with M. Robbins and J. Zammas re: due diligence private offering memorandum. Make name changes to offering memorandum. Telephone conferences with M. Robbins re: due diligence, warrants, forms of agreements and intellectual property issues. Preparation of detailed memorandum re: PPM. Inter-office conference with M. Robbins re: due diligence and private offering issues. Follow-up on Investech transaction, name change, et al. Preparation of due diligence.



01/14/00 G COLEMAN 3.25 Telephone conference with Martha re: private offering memorandum. Telephone conference with E. Lewin re: audited financial statements. Inter-office conference with R. Thompson re: private offering memorandum and information to be included. Preparation of revisions to intellectual property risk factors. Inter-office conference with C. Wheeler re: potential intellectual property infringement. Multiple inter-office conferences with M. Robbins re: due diligence, private placement and infringement issues. Preparation of chart for corporate restructure. Multiple inter-office conferences re: business plan.

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

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

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

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



- 05/18/99 J SILVER 1.75 Call with Mara Robbins re: website agmt, arranged for form agreement to be scanned into the system, e-mailed scanned document to Mara, phone call with Mara re: obtaining additional technology form license agreements, review form books in library for additional technology license agmts, phone call with Mara re: CD-ROM agmt and fax agmt to Mara
- 05/18/99 M ROBBINS 5.00 Inter-office conferences with Thompson re: technology evaluation agreement. Preparation of correspondence to Wolf re: license evaluation agreement. Draft and preparation of license evaluation agreement. Meeting with Bernsteins re: letter agreement, license evaluation agreement. Inter-office conferences with Zamas re: Organizational Consent and Articles of Amendment. Inter-office conferences with Thompson re: Articles of Amendment and share issuances. Telephone conference call with Thompson and Rowe re: whether issuance of note is a security. Computer research re: technology license agreements. Review model website development agreements. Review CD-Rom Licensing Agreement. Telephone conferences with Bernstein re: launch of website and review of website. Telephone conferences with Wolf re: potential issues relating to website launch. Telephone conferences with Silver re: technology agreements.
- 08/27/99 C WHEELER 1.00 Conf with Mr. Utley and Mr. Bernstein re funding and re technology test; schedule meeting
- 05/20/99 M ROBBINS 6.50 Telephone conference call with E. Bernstein and K. Healy. Telephone conference call with E. Bernstein and C. Wolf. Telephone conferences with E. Bernstein re: website review. Review Iviewit website. Telephone conference call with Thompson and E. Bernstein re: License Evaluation Agreement. Preparation of License Evaluation Agreement. Inter-office conferences with Zamas re: letter agreements to issue shares. Preparation of packages to shareholders. Draft and preparation of Subscription Letter Agreement re: issuance of promissory note. Telephone call to Lewin re: Note terms. Review License Evaluation Agreement. Computer research re: license evaluation agreements. Telephone conference with Court re: License Evaluation Agreement. Inter-office conferences with Thompson re; License Evaluation Agreement. Organization of Iviewit file.



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

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

08/09/99 M ROBBINS 3.50 Review terms of Utley Employment Agreement. Calculation of Utley shares. Preparation of Utley Employment Agreement. Inter-office conference with Thompson re: re: non-voting stock voting rights upon merger. Review Delaware statutes re: non-voting stock voting rights upon merger. Review file re: license evaluation agreement. Inter-office conferences with Zamas re: receipt of subscription agreements and checks and issuance of shares and notes.

08/31/99 C WHEELER 4.00 Conf with Huizinga group re capital infusion and technology

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

09/29/00 C WHEELER 2.50 Conf with Mr. Prolow and Mr. Utley; conf. with Prolow, Utley, Hersch, Buschbaum, et al re technology;

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

06/25/99 S KAPP 1.00 T/c with Mike Fox at Deutsche Telekom, follow up with E. Bernstein

06/28/99 S KAPP .25 Follow up regarding confidentiality agreement with Deutsche Telekom

06/28/99 S KAPP .25 T/c's to E. Bernstein regarding release of confidentiality agreement

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



- 11/29/99 M ROBBINS 5.25 Telephone conferences with Martha. Telephone conferences with Jeff Stark re: issuance of shares in exchange for furniture. Meeting with J. Armstrong and S. Bernstein re: generic website and license agreement and various corporate matters. Preparation of generic website and license agreement. Revise Convertible Promissory Note. Inter-office conferences with G. Coleman re: securities issues relative to issuance of additional shares and convertible note.
- 11/30/99 M ROBBINS 3.50 Preparation of modifications to convertible note, security agreement, purchase agreement and subscription agreement. Preparation of modifications to generic website development and license agreement. Inter-office conferences with Gayle Coleman re: issuance of note, security agreement and purchase agreement for furniture. Inter-office conferences with Gayle Coleman re: website development and license agreement.
- 12/02/99 M ROBBINS 1.00 Meeting with B. Utley re: generic web site and license agreement. Inter-office conference with Thompson re: iviewit pending matter list. Preparation of iviewit pending matter list.
- 12/03/99 M ROBBINS 2.25 Meeting with Rocky Thompson re: pending matters and assignments. Preparation of additional revisions to generic website and license agreement. Inter-office conferences with Zammis re: same. Telephone conference with NY library re: background search. Preparation of e-mail re: Doc McGhee. Review Jenex Agreement termination provision. Review Gruntal Agreement. Inter-office conferences with Rocky
- 12/06/99 M ROBBINS 6.50 Review pending matters list. Telephone conferences with E. Lewin. Modifications to Joan Stark subscription agreement. Preparation of correspondence to Utley and Bernstein re: modified subscription agreement. Inter-office conferences with A. Levy re: blue sky exemption. Review file re: MacKenzie consulting agreement. Revisions to generic website agreement. Meeting with Rocky Thompson and Gayle Coleman re: pending matters. Telephone conferences with E. Lewin. Inter-office conferences with Coleman re: inter-company license agreement. Review sample license agreements. Telephone calls to S. Bernstein.
- 12/06/99 G COLEMAN .75 Inter-office conference with M. Robbins and D. Thompson re: furniture transaction, web and other license and status.



12/07/99 M ROBBINS 6.50 Telephone conferences with J. Armstrong re: website license agreement. Revise website license agreement per Armstrong's comments. Inter-office conferences with Gayle Coleman re: inter-company license agreement. Review

12/08/99 M ROBBINS 3.00 Telephone conferences with Martha from iviewit. Inter-office conference with Jill Zamas re: Utley share issuance. Preparation of documents for B. Utley. Inter-office conference with Gayle Coleman re: inter-company license agreement. Comments to Emerald Capital Agreement. Review file re: MacKenzie agreement. Organization of Robbins' working files. Modifications to pending matters list. Preparation of memorandum re: McGhee background search. Modifications to web site agreement. Telephone conference with Lewin.

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

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

12/09/99 M ROBBINS 3.75 Review draft of Inter-Company License Agreement. Preparation of comments to Inter-Company License Agreement. Inter-office conferences with Coleman and Thompson re: status of assignments and license agreements. Preparation of replacement documents for S.

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

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



- 12/10/99 M ROBBINS 5.50 Inter-office conferences with Gayle Coleman re: preparation of offering memorandum. Preparation of offering memorandum. Gather information for use on preparing offering memorandum. Meeting with Gayle Coleman and Rocky Thompson re: modifications to generic website agreement and modifications to inter-company license agreement. Inter-office conferences with Jill Zammass re: D & O Questionnaires. Review D & O Questionnaires and modify same. Review and revise correspondence to Utley, E. Bernstein and S. Bernstein re: D&O Questionnaires. Telephone conferences with J. Armstrong. Modifications to generic website agreement per Armstrong's comments. Revisions to inter-company license agreement. Review correspondence re: summary of current technology. Inter-office conference with C. Wheeler re: Dan Sokiloff background search. Telephone conference with New York library re: Dan Sokiloff background search.
- 12/10/99 G COLEMAN 4.00 Inter-office conference with D. Thompson and M. Robbins re: inter-company license. Preparation of revisions to inter-company license. Preparation of form private offering memorandum.
- 12/13/99 M ROBBINS 6.75 Meeting with Simon Bernstein re: furniture purchase, projects and assignments. Meeting with Rocky Thompson and Gayle Coleman re: assignments and projects. Preparation of private offering memorandum. Organization of corporate files. Preparation of Essex term sheet. Multiple telephone conferences with Utley, Martha, E. Lewin, J. Lewin. Preparation of replacement furniture documents for S. Bernstein. Inter-office conferences with J. Zammass. Telephone conferences with NY library re: Sokiloff background search. Preparation of modifications to Inter-Company License Agreement and Web Site and License Agreement. Multiple inter-office conferences with Gayle Coleman re: Web Site and License Agreement and general securities matters. Telephone conference with J. Lewin re: assignment of notes from iviewit.com to uview. Review subscription agreement terms for issuance of notes. Review iviewit LLC Limited Liability Company Agreement.



12/13/99 G COLEMAN 6.50 Preparation of Term Sheet for Essex/Crate offering. Preparation of form Private Offering Memorandum. Inter-office conference with D. Thompson and M. Lerner Robbins re: pending transactions and issues. Study and revise sublicense agreement. Multiple inter-office conferences with M. Robbins re: intercompany license and sublicense agreements. Study, review and revise intercompany license and sublicense agreement.

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

12/14/99 M ROBBINS 4.75 Review document forwarded to E. Lewin re: noteholders for reconciliation. Meeting with G. Iantoni and G. Coleman. Inter-office conferences with Gayle Coleman re: independent contractor agreement for photographer/videographer. Revisions to License Agreement. Draft and preparation of

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

12/15/99 M ROBBINS 4.50 Gather language for Emerald Capital Partners Agreement re: preapproval of contacts. Meeting with Rocky Thompson re: Jenex termination agreement, Emerald Capital Partners, inter-company license agreement. Review and preparation of additional comments to Emerald Capital Partners agreement. Telephone conference with J. Armstrong re: license agreement. Preparation of e-mail to Rocky

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



02/07/00 M ROBBINS 9.00 Telephone conferences with Guy Iantoni re: inter-company license agreement and assignment thereof. Revisions to Assignment of License Agreement between iviewit LLC and iviewit Technologies. Revisions of License Agreement between iviewit.com LLC and iviewit.com, Inc. Preparation of memorandum to Brian Utley re: License Agreements. Telephone conferences with Brian Utley re: status of Webcast Agreement. Telephone conference with George Villasana re: Webcast. Inter-office conferences with Rocky

02/29/00 M ROBBINS 5.50 Review closing binder for Investech and correspondence thereto. Inter-office conferences with Jill Zammass re: Investech binder, minutes, Certificate of Correction. Telephone conferences with Martha Matecon re: Web Site License Agreement. Inter-office conference with Gayle Coleman re: Web Site License Agreement. Inter-office conferences with A. Levy re: ECPI warrants. Inter-office conferences with Gayle Coleman re: Certificate

05/22/00 K HEALY .25 Tc w/M. Hahn-Saperstein re Synchronization License; tc to A. Iantonelli

08/09/00 J ZAMMAS 1.25 Review due diligence binders to locate License Evaluation Agreement; calculate Delaware Franchise Tax for M. Robbins.

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

01/23/01 A LEVY 2.00 Review of Greg Manning term sheet; initial drafting of license agreement.

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

04/26/00 M HAHN-SAPERS 1.25 Meeting w/Mara Lerner Robbins re: background. Begin review of agreement

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

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

04/28/00 M HAHN-SAPERS 3.00 Telephone conference with Guy Iantoni re: terms of agreement with SitesNet. Revise agreement

04/29/00 M HAHN-SAPERS 1.75 Revise Strategic Alliance Agreement



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

05/02/00 M HAHN-SAPERS 3.75 Continue revision of agreement w/Sitesnet.com and prepare for distribution

05/04/00 M ROBBINS 2.75 Telephone conferences with Mantecon, Iantoni re: videographer agreement. Telephone conference with B. Utley re: AEC confidentiality agreement. Review file re: Shirajee and Rosario work for hire agreements.

05/11/00 M ROBBINS .75 Preparation of memo to Utley re: pending matters. Update pending matters list. Inter-office conference with A. Levy re: non-disclosure agreements.

05/11/00 M HAHN-SAPERS 1.00 Review comments of Kevin Healy re: Strategic Alliance Agreement. Telephone conference with Kevin Healy re: same.

05/18/00 M HAHN-SAPERS .50 Telephone conference with Guy Iantoni. Begin revision of Strategic Alliance Agreement.

05/19/00 M HAHN-SAPERS .50 Telephone conference with Guy Iantoni re: trademark issues. Continue revision of agreement.

05/24/00 M HAHN-SAPERS 2.25 Revise Strategic Alliance Agreement and prepare for distribution

08/09/00 M ROBBINS 1.50 Inter-office conferences with J. Zammas re: Centrack agreement. Inter-office conferences

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

10/05/00 C WHEELER .25 Conf with Mr. Levy re confidentiality agreement

10/06/00 C WHEELER .75 Review of confidentiality agreement; arrange for transmittal; conf with Mr. Levy

10/06/00 A LEVY 1.50 Mtng with C. Wheeler re Confidentiality Agreement; review and revise.

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

10/13/00 C WHEELER .50 Conf with Mr. Utley re investors and confidentiality agreement

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



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

05/14/99 D THOMPSON II 4.25 Telephone conference re Confidentiality Agreements; revise and distribute same with Real 3D; Huizenga Holdings and California contact.

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

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

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

08/09/99 C WHEELER .50 Conf as to meeting with Real 3D; conf as to employment contract

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

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

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

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

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



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

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

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

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

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

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

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

02/24/00 G COLEMAN 9.00 Telephone conference with R. Thompson. Study and review revisions to Indemnification Agreement. Study and review securities purchase agreement and schedules. Inter-office conferences with R. Thompson re: capitalization issues and covenants. Study and view Gruntal Agreement. Review and revise schedules with R. Thompson and J. Zammass. Multiple inter-office conferences with J. Zammass re: exhibits and schedules. Preparation of Promissory Note, Warrant and Subscription Agreement for Kane. Multiple inter-office conferences with Martha. Determine conversion of convertible notes. Preparation of revisions to schedules for Alpine closing. Preparation of side letter re: commitments for conversion of notes. Preparation of side letter re: waiver of pre-emptive rights. Multiple inter-office conferences with R. Thompson. Study and review all listed contracts for opinion.



02/25/00 R ROWE .25 Tel. RT re opinion -- disclaim on enforceability of arbitration clause

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

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

12/04/00 M ROBBINS 1.75 Multiple inter-office conferences with J. Zamas re: closing documents. Review and revise opinion to Alpine. Inter-office conference with D. Thompson re: status of Alpine transaction. Preparation of closing documents.

12/07/00 C WHEELER .50 Conf as to Alpine loan and opinion

12/07/00 M ROBBINS 6.00 Inter-office conference with J. Zamas re: certifications; closing documents; restriction on dissolution of iviewit LLC. Modifications to opinion. Multiple inter-office conferences with J. Zamas re: restoration of iviewit LLC

to good standing; potential franchise taxes upon failure to be in good standing; dissolution of iviewit LLC. Inter-office conferences with Rocky Thompson re: opinion letter provision on outstanding shares; Certificate of Company. Draft and preparation of Company Certificate as Exhibit to opinion. Modifications to certificate of cancellation. Preparation for closing.

12/08/00 R ROWE .75 Rev. opinion to AVCP(2x)

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



12/08/00 C WHEELER	.25	Conf as to opinion and bridge loan
12/08/00 C WHEELER	.50	Review of additional correspondence re opinion
12/13/00 C WHEELER	1.00	Review opinion on iviewit closing
12/13/00 J ZAMMAS	5.50	Discuss Schedule 2.4 with M. Robbins; compare schedules; fax revised Note and Affidavit to Brian Utley for signatures; revise documents; compile and fax all documents to Rod Bell; issue stock certificates; discuss preparation of closing binders with M. Robbins; fax signed opinion letter to Rod Bell; work on closing binders.
12/20/00 J ZAMMAS	.50	Send clean copy of Disclosure Schedule and original opinion letter to Rod Bell;
12/01/00 C WHEELER	.50	Conf with M. Robbins
05/03/99 K HEALY	1.50	Review Iviewit Business Plan for IP Issues; draft suggested revisions to business plan
05/28/99 K HEALY	.50	Tcs w/C. Wheeler re IP Issues; review web-site
FOR PROFESSIONAL SERVICES RENDERED during August 1999 in connection with confidentiality agreement and IP matters and related matters		\$162.00
09/09/99 K HEALY	.50	Review files to prepare IP Materials for E. Bernstein and B. Utley
02/01/00 G COLEMAN	3.25	Modify business plan insert. Inter-office conference re: furniture documentation. Preparation of Intercompany assignment of IP. Inter-office conference re: accredited investor issues. Calculations re: Alpine. Telephone conferences with E. Lewin re: balance sheet information. Inter-office conferences re: stockholder and share issuances.
05/26/99 K HEALY	.75	Tc w/M. Lerner re Iviewit i.p. ownership issues, including assignment or license from Eliot Bernstein to Iviewit; review web-site materials

Explain in the next billing page why the bill starts with a billing entry for 12/98 and the next billing entry is 6/99. What happened in the interim 6 months and why does this billing not reflect such work as would have been done.



CLIENT: IVIEWIT CORPORATION
MATTER: GENERAL CORPORATE ADVICE
PAGE: 2

August 24, 1999

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

94. In these next billings copyright work is mentioned as being performed, Iviewit had turned over CD-Rom's to you personally containing source codes, websites and



business plans which contained information your department was supposed to obtain copyright protection for. Was this ever done and if so where are the copyrights?

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

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

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

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

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

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

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

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

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

06/01/99 C WHEELER 4.00 Conf with Mr. Rubenstein; conf with Mr. Lewin; conf with Mr. Healy; conf with Mr. Joao; conf with Mr. Akselrod re patents, tax ramifications, copyright work;

06/01/99 K HEALY 1.50 Conference call w/E. Bernstein, R. Joao, K. Rubenstein, C. Wheeler, and others re iviewit I.P. issues; review cd.rom

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

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



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

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

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

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

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

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

95. In this next series of billings it becomes apparent that Proskauer was reviewing, co-authoring, billing for and disseminating the Iviewit business plans in which your name is listed both as patent counsel and as an advisory board member. On many occasions the business plan was forwarded to you for review and it appears that you never claimed that you were not in these capacities to anyone. Explain how suddenly now you claim not to have been in these capacities and why mountains of evidence suggest that you were.

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

12/01/00 C WHEELER .50 Conf with Mr. Hersh; arrange transmittal of business plan to prospective investors

06/21/00 C WHEELER .50 Conf with due diligence representatives at Wachovia

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

04/14/99 C WHEELER .50 Receipt of business plan; begin review of same

04/15/99 G COLEMAN 1.75 Study and review the current form of business plan. Preparation of summary memo re: comments.



04/29/99 K HEALY .50 Draft Authorization and Release; review Business Plan

04/30/99 K HEALY .50 Review Iviewit Business Plan

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

05/06/99 K HEALY .25 Tc w/E. Bernstein re TM issues in Business Plan

05/07/99 K HEALY .50 Tcs w/E. Bernstein re TM issues in Business Plan

08/09/99 C WHEELER 1.50 Review of business plan

08/11/99 D THOMPSON II .75 Conference with Attorney C. Wheeler re Business Plan; prepare disclaimers re same.

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

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

08/11/99 C WHEELER 2.50 Review of business plan; conf with Mr. Utley; conf with Mr. Bernstein re changes

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

08/13/99 C WHEELER 2.00 Arrange transmittal of various business plans; preparation of correspondence re same; message from Mr. Henninger

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

12/15/99 D THOMPSON II 1.50 Prepare memo re business structure and potential conversion to a corporate structure.



12/17/99 M ROBBINS 7.50 Review and preparation of comments to Independent Contractor Agreement for photographers and videographers. Review draft offering memorandum. Telephone conferences with E. Lewin. Meeting with E. Lewin re: D&O insurance application and election of B. Utley and J. Lewin to boards. Preparation of iviewit LLC corporate documents for E. Lewin. Draft and preparation of written consent electing B. Utley and J. Lewin to boards of uvview.com, Inc., iviewit LLC and iviewit.com LLC. Review iviewit LLC and iviewit.com LLC limited liability company agreements. Review outstanding securities of iviewit LLC and uvview.com LLC. Inter-office conferences with Jill Zammass re: organizational matters. Review organizational documents. Review Delaware statutes re: restructuring matters. Inter-office conference with Rocky Thompson re: potential restructuring. Preparation of correspondence to Armstrong and Utley. Multiple inter-office conferences with Gayle Coleman re: Independent Contractor Agreement, offering document, business section of offering document, intellectual property matters.

01/14/00 M ROBBINS 6.25 Telephone conference with Rodney Bell re: due diligence materials. Meetings with E. Lewin re: additional due diligence items. Telephone conferences with Maurice Buchsbaum and Eliot Bernstein re: business plan. Inter-office conference with Gayle Coleman re: private offering memorandum, revisions to offering memorandum re: risk factors for potential infringement and business plan. Review annotated due diligence list and conferences

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



01/14/00 G COLEMAN 3.25 Telephone conference with Martha re: private offering memorandum. Telephone conference with E. Lewin re: audited financial statements. Inter-office conference with R. Thompson re: private offering memorandum and information to be included. Preparation of revisions to intellectual property risk factors. Inter-office conference with C. Wheeler re: potential intellectual property infringement. Multiple inter-office conferences with M. Robbins re: due diligence, private placement and infringement issues. Preparation of chart for corporate restructure. Multiple inter-office conferences re: business plan.

01/17/00 M ROBBINS 6.50 Inter-office conferences with Gayle Coleman re: business plan. Inter-office conferences with Jill Zamas re: forwarding additional due diligence documents to Rodney Bell, revisions to list of due diligence documents and circulation of memo to corporate department and iviewit re: due diligence documents forwarded to Rodney Bell. Review and revise due diligence documents list. Review iviewit LLC Agreement re: dissolution. Inter-office conferences with Gayle Coleman re: financials for offering memorandum. Telephone conferences with Spencer Romoff re: tax matters relative to share exchange option agreement. Review and preparation of comments to business plan. Review and revise organizational lists.

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

01/18/00 M ROBBINS .25 Telephone conference with G. Coleman re: business plan.

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

02/01/00 C WHEELER 1.00 Conference w/B.Utley; conference w/M.Robbins; conference w/R.Thompson; arrange for follow up re business plan



02/01/00 M ROBBINS 8.00 Inter-office conferences with A. Levy re: furniture documentation. Preparation of binder for Cris Branden. Inter-office conferences with Jill Zamas re: issuance of stock certificates to Investech and iviewit Holdings. Meeting with Buchsbaum re: capitalization. Multiple telephone conferences with George Villasana re: due diligence. Inter-office conferences with Jill Zamas re: capitalization charts. Inter-office conferences with Rocky Thompson re: replacement stock certificates. Inter-office conferences with Jill Zamas re: form letter to stockholders regarding name change. Multiple telephone conferences with Erika Lewin re: balance sheets and accrual of compensation. Telephone conference with Chris Wheeler re: insert to business plan. Draft and preparation of insert to business plan re: corporate structure. Legal research re: notice of written action and inter-office conference with Rocky Thompson re: same. Inter-office conferences with Rocky Thompson re: corresponding issuance of shares to subsidiary. Preparation of correspondence to Cris Branden. Telephone call to Spencer Romoff re: tax issues for corresponding issuances. Calculation of shares for Alpine transaction. Inter-office conferences with Rocky Thompson re: Alpine share issuance and term sheet.

02/01/00 G COLEMAN 3.25 Modify business plan insert. Inter-office conference re: furniture documentation. Preparation of Intercompany assignment of IP. Inter-office conference re: accredited investor issues. Calculations re: Alpine. Telephone conferences with E. Lewin re: balance sheet information. Inter-office conferences re: stockholder and share issuances.

08/17/00 C WHEELER 1.00 Conf with Mr. Utley as to financing; review of business plan materials; conf as to Soros group

12/01/00 C WHEELER .50 Conf with Mr. Hersh; arrange transmittal of business plan to prospective investors

01/15/01 G COLEMAN .75 Review business plan. Inter-office conferences with M. Robbins. Inter-office conference with R. Thompson.

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

03/24/99 C WHEELER .50 Conf as to private placement

12/10/99 D THOMPSON II .25 Conference with Attorney Gayle Coleman re private placement memorandum.

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

96. When asked in deposition what background Donald "Rocky" Thompson had for drafting license agreements for high technology deals such as the Real 3D (INTEL,



SGI & Lockheed) agreement, Wheeler claims that he would have consulted patent counsel for such advice. Describe what involvement the patent department had for all license agreements or assignment agreements for Iviewit's technology?

97. It appears from the billing records that Proskauer did have more involvement with the patents than claimed by yourself and Wheeler and in fact retained the patent files and transmitted them inter-office, what is the typical procedure for such retention and transmission of client patent files? When you were transmitted the patent files, what protections did you maintain for Iviewit considering the massive conflict of interest you have with relation to the Iviewit technologies?
98. In regards to Warner Bros. in your deposition you state that you refuse to answer any questions because of a varied reasons which the judge in the case ordered you back to deposition to answer but the re-deposition never took place so now would be a good time to address these issues for the Iviewit shareholders. Provide answers to the questions you refused at deposition claiming nonsensical reasons and provide answers to the evidentiary examples that follow.



Ken Rubenstein Deposition

15 Q. And what were the contents of your
16 conversation with Mr. Utley?

17 A. I don't recall.

18 Q. Did you ever talk to anyone at
19 Warner Bros. with regard to IViewIt?

20 A. You are asking for privileged
21 information, sorry.

22 Q. Well, whether or not you had
23 communications --

24 A. No, you are asking for the content
25 of communications.

□

28

1 Rubenstein

2 Q. No, I am not asking for the
3 content.

4 A. Yes, you are.

5 Q. Please listen to my question.

6 MR. PRUSASKI: Mr. --

7 Q. The question was, did you ever
8 discuss any matters concerning IViewIt with
9 anyone from Warner Bros., period. I am not
10 asking you for the content because, clearly,
11 if you want to assert a claim of privilege on
12 that, and Warner Bros. is a client of yours,
13 then you can assert it, but I am asking you
14 whether or not you had any discussions at
15 all. I am not asking you for the contents.

16 A. I am --

17 MR. PRUSASKI: Mr. Selz, I am
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Ken Rubenstein Deposition

18 going to object. I am instructing
19 Mr. Rubenstein not to answer. It's
20 privileged attorney/client
21 communication.

22 (DIRECTION NOT TO ANSWER.)

23 MR. SELZ: Not the fact of whether
24 or not he had any discussions --

25 MR. PRUSASKI: I am not arguing.

□

29

1 Rubenstein
2 We are not allowed, under the Florida
3 rules, to argue objections. I am
4 instructing him not to answer.

5 MR. SELZ: I understand.

6 MR. PRUSASKI: And I can't argue
7 with you.

8 MR. SELZ: Just so the record is
9 clear, your objection is it's
10 privileged, whether or not he even spoke
11 to Warner Bros.

12 MR. PRUSASKI: Yes, about IViewIt.

13 MR. SELZ: About IViewIt.

14 MR. PRUSASKI: Yes.

15 Q. Do you know who Greg Thagard is?

16 A. Yes, I do.

17 Q. Who is he?

18 A. He used to work at Warner Bros.

19 Q. He doesn't work with Warner Bros.

20 anymore; is that correct?

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Ken Rubenstein Deposition

21 A. Correct.
22 Q. When did you represent Warner
23 Bros., sir?
24 A. Oh, that's not -- that's
25 privileged information, sorry.

□

30

1 Rubenstein
2 MR. PRUSASKI: I am going to
3 object for relevancy, and instruct the
4 witness not to answer. It's also
5 privileged.
6 (DIRECTION NOT TO ANSWER.)
7 MR. SELZ: I don't think case law
8 supports the position that when he
9 represented a client --
10 MR. PRUSASKI: Are we going to
11 argue every time there is an objection?
12 MR. SELZ: No, no, no.
13 A. We will litigate out the issue.
14 We will litigate it out. You know, make a
15 motion. We will fight it. We will see who
16 wins.
17 Q. Mr. Rubenstein again, you know,
18 this is your deposition --
19 A. I don't --
20 Q. -- I appreciate the fact that you
21 want to express your opinion. However,
22 Mr. Prusaski can tell you, this is not how
23 depositions are conducted in the State of
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Ken Rubenstein Deposition

24 Florida.

25 A. Fine. I am not discussing

□

31

1 Rubenstein
2 anything about Warner Bros. The objection has
3 been put on the record. Let's move on.

4 MR. PRUSASKI: And, Mr. Selz, just
5 to make it clear, I am going to instruct
6 the client not to answer any questions
7 about any Proskauer clients under claim
8 of privilege and under claim of
9 harassment and under claim of the fact
10 that you are not allowed to put any of
11 this on at trial.

12 MR. SELZ: Well --

13 MR. PRUSASKI: And we can litigate
14 that with Judge Labarga.

15 Q. Now, I am asking you specifically,
16 sir, with regard to any specific meetings, how
17 about Real 3 D?

18 A. I never heard of Real 3 D.

19 Q. You never heard of them, okay.

20 That's what I was going to say.

21 Are you aware of any meeting that
22 happened between yourself and any
23 representatives of IViewIt, other than you
24 have already described?

25 A. Not that I recall. I may have



Example 1 -



LETTER OF MR. COLTER DESCRIBING RESPONDENT'S INVOLVEMENT

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

From: David.Colter@warnerbros.com [mailto:David.Colter@warnerbros.com]

Sent: Wednesday, August 01, 2001 10:28 PM

To: HeidiKrauel@aol.com

Cc: HPowell@cb-ventures.com; Eliot@iviewit.com

Subject: Re: Today -- iviewit

Heidi,

Here is the info for Hank Powell from Crossbow Ventures. I have copied him above to make the introduction.

iviewit has undergone a restructuring of their business from an encoding focused business to a technology licensing business focus over the past 4-5 months. They are in the process of establishing a new executive team to handle this 'new' direction and have been working on the new business plan. They have indicated that we should have the revised plan next week.

They currently are finalizing a contract with WB Online to provide encoding services as a hold over from our original collaboration, and as a showcase for the technologies and patents.

Their site www.iviewit.com contains good demonstrations of the zooming and video encoding technologies. I have also copied the inventor/founder Eliot Bernstein, who I will ask to provide some specific links on the site to see the best representation of their work and technical capabilities.

Their patents are pending, but have received favorable opinions from people such as Ken Rubenstein on the merit of the patents, as well as thorough review by Greg Thagard and myself.

Let's talk further after you see the business plan and connect with Hank.

Thanx,
David



ANOTHER LETTER OF MR. COLTER DESCRIBING RESPONDENT'S INVOLVEMENT

From: David.Colter@warnerbros.com
Sent: Tuesday, January 15, 2002 12:51 AM
To: John.calkins@warnerbros.com
Cc: CHuck.dages@warnerbros.com; Alan.Bell@warnerbros.com
Subject: iviewit

John,

In all the review we have done with iviewit it seems to boil down to the status of the patents and their inherent value. At that point it is a risk-reward evaluation -- without awarded patents it is difficult to completely assess the value. I would suggest that we consider one other perspective...

Prior to iviewit (approx Feb 2000) the video we (WB Online) delivered on the web was QCIF (160x120) or smaller and was below full frame rate. At the time of our first meeting we also identified On2 along with iviewit as two solid players who could deliver full screen full frame rate web video. All who saw it were impressed. Greg and I visited iviewit in August and reported back that they had filed patents on scaling techniques that hinged upon a visual 'trick' which allowed the human eye to accept 320x240 video scaled to 640x480 at 30 fps as close to VHS quality. We checked with Ken Rubenstein and others who provided some solid support for iviewit and Chris Cookson asked Greg and I to continue to work with iviewit in an R&D capacity.

In the fall of 2000 iviewit also met with a number of folks at WB Online (in September and October) and demonstrated their process and techniques to Sam Smith, Houston, Joe Annino and others. Sam contacted iviewit a number of times and requested the patents, along with specifics of the iviewit process to evaluate what they were doing. I was not part of these meetings, but was aware they had occurred, as Jack Scanlon kept me up to date.

When I sat down with Morgan and Houston in March 2001 to see what technology they were using to encode video, it was clear that they were using some of the techniques that would overlap with iviewit's filed process patents (still pending), but it is not clear that these were all learned from iviewit -- we may wish to explore this a little. This meeting was to determine what equipment we would get for our lab at 611 Brand. This same information was also provided to iviewit by Morgan as they were establishing the company as an outsourcing facility for encoding our content.

I am aware of several meetings held between iviewit and WB Online to share information of techniques and process, and was invited to a few of them.

We all signed iviewit's confidentiality agreement. So to the other perspective....

We have an opportunity to establish a license with iviewit for a modest fee at this time, and establish a MFN. In good faith we signed the confidentiality agreement, iviewit revealed their processes and techniques, and we now use those techniques in encoding. As we have discussed on a few occasions, these techniques now appear in the public domain to some extent in documentation for Real Producer, WMP Developer Guides, Media Cleaner Pro, etc, but they were not available in 2000. I would not suggest we learned the techniques completely from iviewit (I actually do not know the answer), but a modest licensing fee may be appropriate and honorable considering our good faith relationship in signing the confidentiality doc.

If we choose to pass at this time the risk is primarily from iviewit's main investor, Crossbow Ventures, gaining control of the IP and approaching WB later for a license -- I do not believe they will be as friendly considering their dealings with iviewit and its employees since Feb of 2001. It is estimated that the patents will be completed in 8-12 months.

As you are all aware I have a personal relationship with Elliot Bernstein, the founder of iviewit, and as a result, I left the evaluations and decisions to Greg, and others, and only assisted iviewit to get to the correct people in WB and AOLTV. I wanted to add this perspective as we consider if there is an option to pursue with iviewit -- they are facing continued financial pressure right now. There are many other threads to our interaction with iviewit and I would be happy to discuss.

Thanx,
David



STATEMENT OF CEO LAMONT

I met with Mr. Rubenstein in the New York offices of Proskauer Rose LLP on Monday January 7, 2002 at 11:30 A.M. Moreover, the purpose of my visit was three fold: (I) to invite him to **REJOIN** the Advisory Board along with David Colter, Vice President of Advanced Technology of Warner Bros. and Greg Thagard, formerly of Warner Bros. and left with him a copy of the Company's January 2002 Business Plan, an Advisory Board Member Agreement, and a Warrant Grant to purchase 450 share of the Company as compensation; (II) to begin a series of discussions pointing to the essentiality of the Iviewit patents pending in his role as patent evaluator of the multimedia patent pools known as MPEG 2 and MPEG 4; and (III) to have a face to face discussion as a means to allow me to ask him to speak to Wayne M. Smith, Vice President & Senior Litigation and Patent Counsel at Warner Bros. to reiterate his prior statements to Warner Bros. executives and overcome his purported conflict that was previously waived. Much to my surprise, during our discussion, Mr. Rubenstein disavowed any knowledge of the Company's patents pending, at which time I felt a bit of embarrassment. Embarrassed, because, once assuming the CEO position, I had prior knowledge of his speaking to people at Warner Bros., such as, but not limited to David Colter, Greg Thagard, and Chris Cookson, and thought I might have interpreted an incorrect picture of those prior discussions. Lastly, I advised him of my discussions with Warner Bros. pertaining to an Advanced Royalty Agreement ("ARA").

Moreover, in reviewing Company documentation, I came across more instances of business plans naming him as an Advisory Board Member, multiple emails of investors and potential licensees naming Mr. Rubenstein as an individual entirely familiar with the Company's technologies, and parole evidence stating that Mr. Rubenstein, when initially the recipient of the Company's disclosures claimed the technologies were "novel," and that "he had missed that," and that "we had never thought of that," and finally that "this changes everything."

Furthermore, although I became a bit suspicious after the meeting with Mr. Rubenstein, and as the Warner Bros. discussions began to break down due to Mr. Rubenstein's reticence at speaking to Warner Bros., I felt comfortable enough in asking Mr. Rubenstein to place a phone call to Mr. Smith of Warner Bros., for what amounts to the third time, who was the patent attorney assigned the task of reviewing the Company filings for purposes of evaluating the ARA and the AOL Time Warner investment. Mr. Smith had been requesting a conversation with Mr. Rubenstein dating back to December 20, 2001, for the purposes of describing for good or bad his aforementioned knowledge of the Company's patents pending, and that he had formerly described as "novel," on varied occasions to Mr. Colter, Mr. Thagard, and others at Warner Bros. At this point, and based on nearly ten years experience as a technology executive, I suspected that something was wrong in the Company's patent filings, as in my prior experiences, the patent applications or patents issued usually had spoken for themselves, but in this instance, Mr. Smith was seemingly interested in a check of his reading and view of the Company's filings.



Much to my surprise, **AGAIN**, Mr. Rubenstein, not now disavowing knowledge of the Company's patents pending, refused said request based on conflicts of interest as Warner Bros "is a big client here." Surprised, **YET AGAIN**, as I was aware of his prior representations to Warner Bros, where no conflicts of interests were stated, at least not to my knowledge and in my review of Company documentation, I may have advised Mr. Rubenstein in still another phone conversation, that his purported conflicts of interest were waived on both sides, but that at least "could Mr. Smith call you [Mr. Rubenstein]," to which he agreed, however, paraphrasing, "he would not be positive or negative" in that regard. Moreover, he refused to place calls himself much in the same way as he had previously, only this time with anxiety and/or anger in his voice. Subsequent to his refusal, Warner Bros, declined the ARA and AOL Time Warner declined an investment in the Company, based on their confusion surrounding the lack of critical elements of the inventions in the Company's patents pending.

Additionally, it appears that Mr. Rubenstein's refusal to again speak affected not only the Warner Bros ARA, the AOL Time Warner investment, but had direct impact on the next discussions with, including but not limited to, SONY Corporation and what was to become Movielink, LLC (a five studio digital download movie service that was to generate licensing revenue for the Company as envisioned by the Company's business plans).

Still further, as my suspicions grew, I consulted with the Company's founder and main inventor, Mr. Bernstein, who contacted Caroline P. Rogers, Esq. to enlist her help in finding a law firm to conduct an independent review of the Company's patents pending. As of April 2002, the Chicago office of Greenberg Traurig LLP submitted their review at the behest of Ms. Rogers, and advised the Company of the missing critical elements of the Company's inventions that would materially not support the claims in said filings.

Lastly, much to my dismay, and when viewing the Company's inventions as a direct, competitive threat to, including but not limited to Mr. Rubenstein's MPEG 2 and MPEG 4 patent pools of which Mr. Rubenstein who, by his own admission is counsel to the MPEGLA LLC entity that functions as licensor of those pools, and is, to the best of the Company's knowledge, the patent evaluator who decides the "essentiality" of any patent with a view to admission to those pools, my suspicions grew even stronger.

As a result of discussions on the events with Mr. Bernstein, and by my own hand, I drafted the following letter to Mr. Rubenstein on April 25, 2002, and as evidenced by right clicking the document and choosing "Properties" wherein it evidences the date of creation and the date of modification (despite the WORD document's "update automatically" function), not so much, as it appears as an invitation to engage, but as a mechanism to allow Mr. Rubenstein to "save his soul," as my suspicions of the events surrounding the Company's patent prosecution process from 1998 to 2001, were grave indeed; I have knowledge that this letter, in draft form, was submitted to Mr. Rubenstein in his deposition in the Litigation, where he was given time to read and comment upon its contents:



Example 2 – From your deposition exhibits, review the following correspondence you reviewed at your deposition and excuse the auto-insert date and respond strictly to the content of the letter. Answer for the shareholders of Iviewit the comments made by CEO Lamont and deny or agree with each statement made.

Nov 20 02 12:31P

SELZ MUVDI SELZ

561 833 9715

P.1

Selz & Muvdi Selz, P.A.

Attorneys At Law
214 Brazilian Avenue, Suite 220
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FAX TRANSMITTAL COVER SHEET
FAX Number: (212) 969-2900

Individual & Firm: KENNETH RUBINSTEIN, ESQ.

From: STEVEN M. SELZ, ESQ.

Date & Time: 11/20/02 10:50 A.M. File # _____

RE: IVIEWIT

Document(s) Attached: DOCUMENTS

Comments: FOR DEPOSITION

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

Regular Mail Federal Express Courier

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

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11/20/2002



IVIEWIT HOLDINGS, INC.

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

By Electronic Mail and Facsimile

November 20, 2002

Kenneth Rubenstein
Partner
Proskauer Rose LLP
1585 Broadway
New York, NY 10036

Re: Iviewit Patents Pending

Dear Ken:

Last we spoke, Wayne Smith of Warner Bros. requested a conversation with you pertaining to Iviewit patents pending, of which you denied indepth knowledge of same and, additionally, stated conflict of interest issues. Sadly, Iviewit has submitted Return of Property papers and a soon to be issued Cease and Desist letter to Warner Bros. for breach of a Confidentiality Agreement executed in August 2000, and ignorance of a reasonable license agreement to remedy said breach.

In any event, I am writing for another reason as I came across a piece of perplexing information earlier today. I stumbled upon some documentation that named you as an Advisory Board member of the company somewhere between the fall of 1999 and the spring of 2000.

Moreover, recalling your own words, as I sat in your office earlier in the year, of your present unfamiliarity with the Iviewit techniques and unwillingness to speak on behalf of what I have since heard you describe as "novel" approaches to video perplexes me to a certain extent when I view you as a former Advisory Board member, if you ever held such a designation.

Further, and I should not be relaying this to you, but there are rumors swirling around the company with finger pointing and all from Florida to Los Angeles wherein it catches the jet stream and arrives very soon in New York of alleged breaches of confidentiality pertaining to Iviewit technology, transfers of trade secrets, and, even in certain circumstances, knowing and willful invention fraud by the outright switching of signature

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Kenneth Rubenstein
November 20, 2002
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pages of patent filings by some earlier patent counsels appointed by the company, including, but not limited to one Mr. Ray Joao, formerly, it is my understanding, of Meltzer, Lippe, Goldstein & Schlissel, P.C., (your former firm) and an individual that, it is also my understanding, you have worked closely with in the past pertaining to Iviewit and other matters. Moreover, it is also my understanding, that you were the first individual to be presented with the Iviewit proprietary techniques, and passed along the work to your past associate, Mr. Joao, and "reviewed" same prior to, during, and, perhaps, after your transition from the Meltzer firm to Proskauer, and in whatever capacity "reviewed" refers to.

At this juncture in my tenure as Iviewit CEO, I have ordered a full legal audit of the company both from a business perspective and an intellectual property perspective. With the results of said audit nearly complete, the preliminary intellectual property conclusions relayed astound me to the point that I have been told that the Iviewit patents pending are akin to patenting "peanut butter."

Furthermore, I have been told of your past involvement with the Iviewit proprietary techniques, of your conversations about the Iviewit techniques with, including, but not limited to, Greg Thagard, Chris Cookson, and David Colter among others, and your initial conclusion of the novelty of the Iviewit techniques, and I ask myself, "Why, why has past patent counsel failed to patent the inventions as specified by our inventor?" Moreover, I ask myself "Why do the description of the inventions fail to lead one to believe that Iviewit had invented anything at all?"

Still further, I think back to the comments I have heard of your initial reaction to the Iviewit techniques and describing them as "novel," which leads me to the conclusion that in your role as overseer of many patent pools, combined with your description of the novelty of the Iviewit techniques, you had not seen scaling in your review of patents pertaining to the essentiality of any given pool, and I ask myself further, "Why is the Iviewit scaling method now so far reaching and ubiquitous in many, varied patent pools overseen by yourself and others of similar stature?"

As such, I would like to enlist your assistance, if available, to review the conclusions of past and present patent counsel, and to further assist Iviewit in further defining the inventions in any intellectual property arena of our choosing, whether it be by a petition by what process is available at the United States Patent and Trademark Office, or any administrative, state, or federal court of appropriate jurisdiction armed with executed documents, memos, emails, and parole evidence all pointing to fraudulent, or at the least, entirely malpractical occurrences regarding the filings of the past Iviewit patents pending.



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SELZ MUVDI SELZ

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Kenneth Rubenstein
November 20, 2002
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Lastly, as I mentioned above, I have ordered a full legal and accounting audit of the company many weeks ago, and I expect the completion of same shortly, and I would appreciate a response at your earliest convenience.

Best regards,

P. Stephen Lamont
Chief Executive Officer

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99. Explain why Zakirul Shirajee in sworn statements recalls patent disclosures where you were you present and you seemingly in deposition have stated that you do not know Shirajee. Provide an explanation for the discrepancy.



12 Q. How about Zackirul Shirajee, do

13 you know who he is?

14 A. No.

100. Following are some statements that again bring to light your constant inability to recall your involvement with Iviewit and its technologies. Now that you have had time to review, provide answers to the questions you could not recall under deposition.



17 Q. How about any awareness on your
18 part of any IViewIt inventions regarding zoom
19 imaging?

20 A. I have no knowledge at this point
21 in time of IViewIt technology.

22 Q. So you have no knowledge of scaled
23 video?

24 A. I didn't say that. I said I have
25 no knowledge of what IViewIt technology is at



2 this point in time.

3 Q. Okay, why don't you explain to me
4 "scaled video", to the best of your
5 knowledge.

6 A. I don't know what you mean by
7 "scaled video".

8 why don't you explain to me what
9 you are talking about.

10 Q. Well, what does that mean to you?
11 You seemed to indicate earlier in your answer
12 that you had some idea of what I was talking
13 about.

14 A. Well, "scaled video" might refer
15 to changing the sizes of video images.

16 Q. And how is that accomplished?

17 A. I don't know. At this point in
18 time, I am sure there is a variety of
19 techniques to do it.

20 Q. Are you aware of any such
21 techniques that IViewIt was using?

22 A. No.

23 Q. Are you aware of any camera zoom
24 applications used in the IViewIt technology?

25 A. No.

1 Rubenstein

2 Q. How about combined scaled video
3 zooming video applications?



KEN RUBENSTEIN DEPOSITION

- 4 A. Not that I know of.
- 5 I am not saying they don't or do
- 6 exist, I am saying I don't know.
- 7 Q. Of course, it's to the best of
- 8 your knowledge, sir, I am not expecting you to
- 9 be on omniscient.
- 10 How about game applications?
- 11 A. I have no knowledge of what
- 12 IViewIt's doing.
- 13 Q. How about what they have done in
- 14 the past?
- 15 A. I have no knowledge of what they
- 16 have done in the past at this point in time.
- 17 Q. Is it that you have no knowledge
- 18 or you can't recall?
- 19 A. I don't know if I knew in the past
- 20 or didn't know in the past, I don't know now.
- 21 Q. So, in other words, sir, you have
- 22 no knowledge as to any technology that IViewIt
- 23 uses; is that correct?
- 24 A. At this point in time, that is
- 25 correct.



1 Rubenstein

2 Q. Did you have such knowledge in the
3 past?

4 A. I don't know whether I did or did
5 not, I don't know now.

6 Q. So, then, sir, you wouldn't have

Page 31

7 any ability to know whether or not any of your
8 clients are using IViewIt technology; is that
9 correct?

10 A. I would have no idea.

101. Provide a concrete answer to the following

14 Q. Did you ever become aware of any
15 problems with Raymond Joao's work as with
16 regard to patents for IViewIt?

17 A. Not that I recall at this time.

102. How is that you retain copies of the Iviewit patents and cannot remember if you have knowledge. Are you a part of the trademark and copyright department?



5 Q. Okay. So you have no knowledge,
6 sir, then, of any of the patent applications
7 for IViewIt.com?

8 A. Not at this time, no.

9 Q. How about with regard to any of
10 the trademark or copyright applications?

11 A. No, none whatsoever.

103. In light of the communications between yourself and Eliot Bernstein is the following statement still correct.

10 Q. Did you ever meet with Eliot
11 Bernstein?

12 I think you might have said that
13 you never met with him before.

14 A. I don't think I ever met with him.

104. As a Proskauer partner would you not have had to confer with your partners regarding the acceptance of Iviewit stock?

23 Q. Are you aware of whether or not
24 Proskauer Rose accepted any stock from
25 IViewIt?

1 Rubenstein

2 A. I would have no knowledge of that.

105. In light of the evidence herein is the following statement from your deposition still correct?



3 Q. Were you ever asked to evaluate
4 for Proskauer Rose the inventions that IViewIt
5 had?

6 A. Not that I recall, no.

106. Now that you can review the Proskauer records answer the following question regarding a conflicts check and if one were done by Proskauer and if you took any protection for Iviewit to build a China Wall around yourself due to the enormous conflict you pose to Iviewit.



16 A. I did not conduct one myself
17 because the client came in through Mr. Wheeler
18 and he -- in the normal procedure, it would be
19 up to him to do the conflict check.

20 Q. Okay, so you relied on the fact
21 that Mr. Wheeler had done one?

22 A. I relied on the fact that it would
23 be the normal procedure in this law firm for
24 him to have done it.

25 Q. But you can't tell me whether or

1 Rubenstein
2 not today, as you sit here, whether or not one
3 was done.

4 A. I would say it would be the normal
5 procedure in this law firm for it to be done.

6 Q. But do you have any personal



KEN RUBENSTEIN DEPOSITION

7 knowledge which would indicate to you directly
8 that a conflict check had been run with regard
9 to IViewIt?

10 A. Well, the fact is, in this law
11 firm they would not assign a client billing
12 number to the client without a conflict check
13 being done, and I understand the client
14 billing number was assigned, so that means a
15 conflict check was done --

16 Q. And --

17 A. -- or would normally have been
18 done.

19 Q. Normally, but what I am asking you
20 very specifically is, sir, you do not know for
21 a fact whether or not a conflict check was
22 run?

23 A. Not at this point in time, I do
24 not know.

25 Q. And if there was a conflict found,

107. In regard to the evidence contained herein does the following deposition statement still hold true?



12 Q. Do you maintain any files or any
13 documents concerning IViewIt?

14 MR. PRUSASKI: Him personally?

15 MR. SELZ: In his business records
16 or in his records for Proskauer Rose at
17 the offices in New York.

18 A. Not that I know of, no.

108. In regard to the mountain of evidence showing you as patent counsel used to induce investors investments for Iviewit does the following statement still remain true?

19 Q. Do you know of any patenting of
20 inventions for IViewIt?

21 A. Like I say, I was not involved as
22 their patent counsel, other people served as
23 their patent counsel.

109. Is the following deposition statement still true, in light of the evidence herein



14 A. No.
15 Q. Now, with regard to E-mails, were
16 you aware of any E-mails that you received
17 from anyone concerning IViewIt?
18 A. I don't know at this point in
19 time.
20 Q. Do you have records of E-mails
21 that you received?
22 A. I would not know at this point in
23 time.
24 Q. Are they normally kept as part of
25 your files?

1 Rubenstein
2 A. I don't know at this point in
3 time.

110. Do you recall receiving technology disclosures from Eliot Bernstein, Jude Rosario and Zakirul Shirajee? If not, what effect would it have if Iviewit technologies were utilized by patent pools you have oversight role over? Would it concern you that in light of the evidence herein that information sent to you may have found its way into your pools by even your or Proskauers clients under NDA with Iviewit? If a conflict check was not performed and no retainer was in place while you took disclosures what potential harm could this cause to Iviewit?
111. Does it seem ethical that you have access to Iviewit inventions and patents, surf their website, your trademark and copyright department have full disclosure of the inventions all while no retainer is in place or conflicts check can be confirmed done and whereby further, patent pools you oversee now have embedded the Iviewit processes for the benefit of these pools.



112. After reviewing the evidence herein whereby David Colter states that you opined favorably on the Iviewit patents for Warner Bros. would your following deposition statement remain true?

12 Q. Okay. Would it refresh your
13 recollection, sir, if I tell you that
14 Mr. Colter was with Warner Bros.?

15 A. You know, I may have heard the
16 name, but I don't think I ever had any
17 dealings with him, although I am not sure.

18 Q. But you do have dealings with
19 Warner Bros.; is that correct?

20 A. Like I said, Warner Bros. is a
21 client.

22 Q. Right. Would there be any reason
23 why your name would be mentioned in E-mails,
24 that you can think of, from Warner Bros. to
25 someone at AOL?

113. Again, reviewing the statements and evidence contained herein does the following deposition statement still hold true. Explain why Warner Bros. would state that they checked with Ken Rubenstein who opined favorably on the Iviewit patents if it was not true.

7 Q. Sir, you had indicated earlier you
8 had no idea with regard to any of the
9 intellectual properties or patents for
10 IViewIt; is that correct?

11 A. Not at this point in time.

12 Q. Did you ever issue any opinion to
13 anyone as to the validity of those patents?

14 A. Not that I know of.



Ken Rubenstein Deposition

21 represented by Proskauer Rose in the
22 first place.

23 MR. PRUSASKI: Oh, is that a new
24 theory that you haven't pled?

25 MR. SELZ: Is that an objection?

1 Rubenstein

2 MR. PRUSASKI: Yes, it's objection
3 to relevance.

4 MR. SELZ: Okay, so noted for the
5 record.

6 Q. Mr. Rubenstein, you had indicated
7 that you are not aware of any conflicts
8 between IViewIt and any of your other clients;
9 is that correct?

10 A. Not at this point in time, no.

11 Q. Were you aware of any conflicts in
12 the past?

13 A. Not that I know of.

14 Q. Would there be any records kept of
15 any conflict check that was run by Mr. Wheeler
16 or any other --

17 A. I don't know.

18 Q. Would you let me finish my
19 question, please.

20 -- Mr. Wheeler or any other
21 partner or associate of your firm.

22 A. I don't know what records there
23 might be.



116. After having time to review and refresh your memory, answer each question you could not recollect regarding third parties. State if you are changing your deposition statements, statements to state agencies and statements to the Court that you had no other involvement with Iviewit other than a mere referral to Raymond Joao and that you were being harassed by being deposed since you absolutely had no other involvement with Iviewit.



24 Q. Okay. I am going to just say at
25 this point that you testified that there were

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Ken Rubenstein Deposition

□

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1 Rubenstein
2 only two occasions that you had spoken with
3 third parties Mr. Utley and Mr. Wheeler that
4 you can recall with regard to IViewIt; is that
5 correct?

6 MR. PRUSASKI: I don't recall that
7 being his testimony.

8 A. That's not my testimony.

9 Q. What was your testimony?

10 A. We will have to have it read
11 back. I don't remember exactly what I said --

12 Q. Okay.

13 A. -- in response to which particular
14 question right now.

15 Q. Well, let me pose a new question,
16 sir, and I think I have asked you this before,
17 and I am going to pose it again because I am
18 unclear now.

19 You have communicated with third
20 parties with regard to IViewIt; is that
21 correct?

22 A. Well, what do you mean by "third
23 parties"?

24 Q. People or entities other than
25 IViewIt.

□

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Ken Rubenstein Deposition
Rubenstein

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A. Uh -- I might have, I might not have, I am not sure right now.

Q. And those third parties you are saying are clients of yours, is that why you are asserting a privilege?

A. Well, it depends who you mean by a "third party". You know, "third party" is a vague term.

Why don't you name some particular third parties and I will answer the question, if I have haven't answered it already.

Q. I think you said that you were asserting a privilege with regard to Warner Bros., I think you said --

A. Well, Warner Bros. is a client here.

Q. Right. And Sony.

A. Sony is a client here.

Q. Right. So you refuse to answer whether or not you had communicated to those parties with regard to IViewIt; is that correct?

A. Correct, or anything else I might have communicated to them.

□

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2
3

Rubenstein

Q. Well, I am not asking you about anything else, because, really, frankly, sir,



Ken Rubenstein Deposition
4 that's not only not relevant but, clearly,
5 that would be privileged, but I am asking you
6 with regard to simply IViewIt --

7 A. Well, you know, that's our
8 position, our position is that any
9 conversation with those entities is
10 privileged.

11 Q. Okay, and if there was a
12 discussion -- are you saying there was no
13 discussion or are you saying there was a
14 discussion that was privileged?

15 A. I am not saying there was a
16 discussion, I am not saying there was not a
17 discussion, I am saying it's privileged.

18 Q. So you can't simply answer no,
19 there was no discussion --

20 A. I am not saying there was, I am
21 not saying there was not, I am saying it's
22 privileged.

23 MR. SELZ: I am going to certify
24 that question, we will take it up with
25 Judge Labarga and see what his

□

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1 Rubenstein
2 determination is about that.

3 (RULING SOUGHT.)

4 Q. Now, with regard to any other
5 issues concerning IViewIt.com or any IViewIt
6 entities, have you had any communications



117. This next statement from your deposition appears to fly in the face of your prior statements to the Court, to state agencies and even to your prior deposition statements, and comes in the face of reviewing evidence that contradicts your statements. Review the deposition statement below and state how you do an about face regarding your involvement with Iviewit, your review of the technologies and your involvement with third parties regarding Iviewit.



24 Q. Again, sir, this letter refers to
25 you being on the advisory board of IViewIt

1 Rubenstein
2 between fall of 1999/spring of 2000.

3 A. I was never on any advisory board
4 of IViewIt.

5 Q. Did Stephen Lamont ever meet with
6 you in person?

7 A. I think I -- as I testified, I may
8 have had a conversation with him, I don't know
9 if it was in person or not.

10 Q. You previously testified that you
11 had never reviewed any of IViewIt's
12 technologies; is that correct?

13 A. I never testified to that. What I
14 told you is, I don't have any knowledge of it
15 right now.

16 Q. Okay.

17 A. I don't know whether I reviewed it
18 or not.

19 Q. So it's possible, then, sir, that
20 you did review it.

21 A. Like I said, I answered the
22 question. You asked me, I answered it. I
23 don't know whether I reviewed it or not. I
24 have no knowledge of it right now. I was not



Ken Rubenstein Deposition
25 their patent attorney, I was not involved with

1 Rubenstein

2 their patents.

3 Q. Okay, if you don't have a
4 recollection of reviewing it, but then it's
5 possible that you had; is that correct?

6 MR. PRUSASKI: Anything's
7 possible. I think we could stipulate to
8 that.

9 A. Right, I don't think it's possible
10 but -- and I don't think it happened.

11 Q. Do you have any clearer
12 recollection of it because of this letter?

13 A. No, I don't have a detailed
14 recollection or any recollection of it at this
15 point in time.

16 Q. And, again, I think you had
17 testified that you don't know anyone -- Greg
18 Thagard, you don't know Greg Thagard?

19 A. I do know Greg Thagard.

20 Q. Who is Greg Thagard?

21 A. He used to work at Warner Bros.

22 Q. Does Mr. Thagard, to the best of
23 your knowledge, have any information
24 concerning IViewIt?

25 A. I don't know at this point in



118. In this next statement from your deposition, you review an email that is exhibited below again, from Warner Bros. whereby you have been cited as being directly contacted by the Warner Bros. technical division for an opinion on the Iviewit patents. The opinion appears to have been given by yourself personally, again making almost everything you have prior stated to be false and perjured, provide an explanation as to how you opined for Warner Bros. favorably for Iviewit and stated earlier you never opined and knew nothing regarding the Iviewit technologies. Are you on any medications Do you have any problems, such as brain tumors, normal pressure hydrocephalus, pre-senile dementia, cranial infarctions or early onset Alzheimer's that may impair your memory from one moment to the next? Have you ever been diagnosed with any memory malady?



Eliot I. Bernstein

From: David.Colter@warnerbros.com
Sent: Tuesday, January 15, 2002 12:51 AM
To: John.calkins@warnerbros.com
Cc: CHuck.dages@warnerbros.com; Alan.Bell@warnerbros.com
Subject: iviewit

John,

In all the review we have done with iviewit it seems to boil down to the status of the patents and their inherent value. At that point it is a risk-reward evaluation -- without awarded patents it is difficult to completely assess the value. I would suggest that we consider one other perspective...

Prior to iviewit (approx Feb 2000) the video we (WB Online) delivered on the web was QCIF (160x120) or smaller and was below full frame rate. At the time of our first meeting we also identified On2 along with iviewit as two solid players who could deliver full screen full frame rate web video. All who saw it were impressed. Greg and I visited iviewit in August and reported back that they had filed patents on scaling techniques that hinged upon a visual 'trick' which allowed the human eye to accept 320x240 video scaled to 640x480 at 30 fps as close to VHS quality. We checked with Ken Rubenstein and others who provided some solid support for iviewit, and Chris Cookson asked Greg and I to continue to work with iviewit in an R&D capacity.

In the fall of 2000 iviewit also met with a number of folks at WB Online (in September and October) and demonstrated their process and techniques to Sam Smith, Houston, Joe Annino and others. Sam contacted iviewit a number of times and requested the patents, along with specifics of the iviewit process to evaluate what they were doing. I was not part of these meetings, but was aware they had occurred, as Jack Scanlon kept me up to date.

When I sat down with Morgan and Houston in March 2001 to see what technology they were using to encode video, it was clear that they were using some of the techniques that would overlap with iviewit's filed process patents (still pending), but it is not clear that these were all learned from iviewit -- we may wish to explore this a little. This meeting was to determine what equipment we would get for our lab at 611 Brand. This same information was also provided to iviewit by Morgan as they were establishing the company as an outsourcing facility for encoding our content.

I am aware of several meetings held between iviewit and WB Online to share information of techniques and process, and was invited to a few of them.

We all signed iviewit's confidentiality agreement. So to the other perspective....

We have an opportunity to establish a license with iviewit for a modest fee at this time, and establish a MFN. In good faith we signed the confidentiality agreement, iviewit revealed their processes and techniques, and we now use those techniques in encoding. As we have discussed on a few occasions, these techniques now appear in the public domain to some extent in documentation for Real Producer, WMP Developer Guides, Media Cleaner Pro, etc, but they were not available in 2000. I would not suggest we learned the techniques completely from iviewit (I actually do not know the answer), but a modest licensing fee may be appropriate and honorable considering our good faith relationship in signing the confidentiality doc.

If we choose to pass at this time the risk is primarily from iviewit's main investor, Crossbow Ventures, gaining control of the IP and approaching WB later for a license -- I do not believe they will be as friendly considering their dealings with iviewit and its employees since Feb of 2001. It is estimated that the patents will be completed in 8-12 months.

As you are all aware I have a personal relationship with Eliot Bernstein, the founder of iviewit, and as a result, I left the evaluations and decisions to Greg, and others, and only assisted iviewit to get to the correct people in WB and AOLTW. I wanted to add this perspective as we consider if there is an option to pursue with iviewit -- they are facing continued financial pressure right now. There are many other threads to our interaction with iviewit and I



would be happy to discuss.

Thanx,
David

Incoming mail is certified Virus Free.
Checked by AVG anti-virus system (<http://www.grisoft.com>).
Version: 6.0.465 / Virus Database: 263 - Release Date: 3/25/2003

3/26/2003



And further regarding your involvement as patent counsel and the Proskauer representing their role as patent counsel to third parties.

Page 1 of 2

From: Powell, Hank [HPowell@cb-ventures.com]
Sent: Thursday, January 17, 2002 10:27 AM
To: 'PSLamont39@aol.com'; 'res0bf4a@verizon.net'; 'bill@kasser.com'
Cc: Warner, Steve; Patten, Mark; 'dwuersch@wg-law.com'; 'mberenson@wg-law.com'
Subject: FW: Today -- iviewit

Stephen, Thanks for the telephone conversation with Mark and I today. I look forward to details of the January 21st court date with Proskauer Rose later today. In the meantime, I found the first reference in email which I received from Warner about the introduction of the company to the AOLTW investment committee, of which Heidi Krauel is a member. Please keep us informed as soon as anything tangible happens. I reiterate my need for direct communication with AOLTW to ascertain the likely outcome with respect to investment or current revenue opportunities. Thanks, Hank

Hank Powell
Managing Director
CrossBow Ventures
One North Clematis Street
Suite 510
West Palm Beach, FL 33401
tel. 561-838-9005
fax 561-838-4105
email HPowell@cb-ventures.com

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

From: David.Colter@warnerbros.com [mailto:David.Colter@warnerbros.com]
Sent: Thursday, August 02, 2001 1:28 AM
To: HeidiKrauel@aol.com
Cc: HPowell@cb-ventures.com; Eliot@iviewit.com
Subject: Re: Today -- iviewit

Heidi,

Here is the info for Hank Powell from Crossbow Ventures. I have copied him above to make the introduction.

iviewit has undergone a restructuring of their business from an encoding focused business to a technology licensing business focus over the past 4-5 months. They are in the process of establishing a new executive team to handle this 'new' direction and have been working on the new business plan. They have indicated that we should have the revised plan next week.

They currently are finalizing a contract with WB Online to provide encoding services as a hold over from our original collaboration, and as a showcase for the technologies and patents.

Their site www.iviewit.com contains good demonstrations of the zooming and video encoding technologies. I have also copied the inventor/founder Eliot Bernstein, who I will ask to provide some specific links on the site to see the best representation of their work and technical capabilities.

Their patents are pending, but have received favorable opinions from people such as Ken Rubenstein on the merit of the patents, as well as thorough review by Greg Thagard and myself.

Let's talk further after you see the business plan and connect with Hank.

Thanx,
David

Hank Powell

file:///C:/Documents%20and%20Settings\eliot\My%20Documents\2001%2008%2002%20... 3/26/2003



119. In closing we ask you to again review the following statements made to the West Palm Beach Court and others, either by yourself or on your behalf and thoroughly review each in light of your deposition statements.

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

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

- At Elliot Bernstein's request, Rubenstein recommended another law firm to handle Defendants' patent matters (BU:70-4, 23);²
- "Rubenstein was never involved" in any of the work, and Defendants' interrogatory answers stating otherwise are a "misrepresentation." (BU:84-5, 7, 21);
- "[o]ther than referring Iviewit to [outside counsel], Rubenstein never did any work for Iviewit" (BU:121-3);
- Rubenstein had no active role with Iviewit (BU:138-11, 24);
- "Rubenstein and Mr. Wheeler, I'll repeat, had nothing to do with the patents and therefore, I object to them being included in the question." (BU:150-9);

120. After reviewing the evidences cited herein and having had time to review your materials, are you still under the impression that the singular act you did for Iviewit was to refer them to a different attorney?



EXHIBIT (“A”) – PROSKAUER (RUBENSTEIN) OPINION



Telephone Numbers:

(818) 784-7848
(310) 551-2606

Law Offices of

LeWINTER & ROSMAN

A Professional Corporation
16255 Ventura Boulevard, Suite 600
Encino, CA 91436

Telecopier Numbers:

(818) 784-5096
(818) 784-9824

FACSIMILE TRANSMITTAL SHEET

FOR IMMEDIATE DELIVERY

Telecopier No.: (805) 594-1136

Telephone No.: (805) 773-0788

To: MR. HASSAN MIAH

SENT

Date: April 27, 1999

From: RICHARD D. ROSMAN, ESQ.

No. of Pages Being Sent (including Cover Page): 6

Subject: Please see attached

File No.: 0446.005.11

NOTE: This message is intended for the confidential use of the designated Recipient named above. This message may be an attorney-client communication and, as such, is PRIVILEGED and CONFIDENTIAL, or exempt from disclosure under applicable federal or state law. If the reader of this message is not the intended recipient or an agent responsible for delivering it to the intended recipient, you are hereby notified that any review, dissemination, distribution or unauthorized copying of this message of this message is strictly prohibited. If you have received this communication in error, please immediately notify the sender or this office by telephone and return the original message to us by mail. Thank you for your cooperation.

Comments/Remarks:

Hassan -

Here is a brief description of Eliot Bernstein's idea and letter from his patent lawyer. Have you talked with Eliot?



Give me a call to discuss how your new business plans are proceeding.

Best regards,

Richard D. Rosman



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
cwheeler@proskauer.com

April 26, 1999

Mr. Richard Rosman
Lewinter and Rosman
16255 Ventura Blvd., Suite 600
Encino, CA 91436

Re: iviewit, Inc.

Dear Richard:

Under separate cover I have forwarded you a revised Confidentiality Agreement.

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

Very truly yours,

Christopher C. Wheeler

CCW/gb



EXHIBIT ("B")

-----Original Message-----
From: Eliot Bernstein [mailto:alps@netline.net] On Behalf Of
webmaster@cyberfyds.com
Sent: Thursday, January 28, 1999 4:08 PM
To: 'krubenstein@proskauer.com'
Subject: FW: Crime Watch

iviewit Confidentiality Agreement

The undersigned reader acknowledges that the information provided by iviewit and Simon & Eliot Bernstein in this business plan and at the specified iviewit website is confidential; therefore, reader agrees not to disclose it without the express written permission of Simon L. Bernstein. This memorandum does not constitute an offer to sell, or a solicitation of an offer to purchase, securities. This business plan has been submitted on a confidential basis solely for the benefit of selected, highly qualified investors and is not for use by any other persons. Neither may it be reproduced, stored, or copied in any form. By accepting delivery of this plan, the recipient acknowledges and agrees that: i) in the event the recipient does not wish to pursue this matter, the recipient will return this copy to iviewit, at the address listed below immediately; ii) the recipient will not copy, fax, reproduce, or distribute this Confidential Business Plan or iviewit web address, in whole or in part, without written permission; iii) all of the information contained herein will be treated as confidential material. Agreement executed by the recipient prior to, or contemporaneously with, its receipt of this Confidential Business Plan

Name: Ken rubenstein E-mail: krubenstein@proskauer.com



EXHIBIT (“C”) – PROSKAUER INTER-OFFICE OPINION LETTER

Dear Colleagues,

As a firm, we are in a unique position to impact the effectiveness of the Internet and to profit from the same. The firm of iviewit.com, Inc. is one of my clients and Proskauer, Rose, LLP. is a 2.5% shareholder. I have worked closely with iviewit, for the past 18 months, establishing and fine-tuning their corporate structure. My objective with this letter is to introduce you to this forward-thinking company and to ask for your support and assistance.

The Internet is quickly evolving from a text-based medium that users have been forced to read, into a multimedia platform that users can begin to *experience*. The importance that this evolution has to e-commerce has been likened to the impact felt by television when it was embraced as a marketing and communications tool. iviewit's intellectual property positions them as a leader in the streaming video, streaming audio and virtual imaging online markets. Their technologies have broad ranging applications for many different industries including: entertainment, auctions, education, healthcare and retail.

Because of the extensive applicability of iviewit's products, the vast majority of Proskauer's client relationships represent potential clients for iviewit. Please join me as I endeavor to introduce my clients to iviewit and, in the process, help those clients to gain a competitive advantage through the utilization of iviewit's technologies. Please contact me with any opportunities that you identify and I will arrange an introduction to a member of iviewit's management team. I have enclosed a descriptive flyer from iviewit and a multimedia CD-ROM that will serve as an introduction to iviewit. Additional information can be found at their website, www.iviewit.com.

Thank you for your time and attention. I look forward to working together to help this valued client and to further enhance the value of our equity position in iviewit.

Sincerely,

Christopher C. Wheeler

Outgoing mail is certified Virus Free.

Checked by AVG anti-virus system (<http://www.grisoft.com>).

Version: 6.0.459 / Virus Database: 258 - Release Date: 2/25/2003



EXHIBIT ("D") – WACHOVIA PPM TO CROSSBOW



"I view it!"

www.iviewit.com

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

FACSIMILE TRANSMITTAL SHEET

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

NOTES/COMMENTS:

As you requested -

DIANA ISRAEL
ASST. TO BRIAN UTLEY

MEMORANDUM

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

DATE: 17 Jan 01

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

SUBJECT: Information Request

Rubenstein listed for a Federal SBA Loan and Utley lists him as Advisor (contrary to his deposition) to the largest investor Crossbow Ventures. Also, who lied to Wachovia for a Private Placement? In Rubenstein rebuttal he states his name was used on website without authorization, yet the PPM was co-authored, reviewed by and disseminated by Proskauer Rose and Utley. Rubenstein was also sent copies for review. He is listed here as patent counsel to Iviewit contradicting his, Wheeler & Utley deposition statements!!!!!!

Brian,

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

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

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

Thanks, Brian!

Dennis D.

January 22, 2001

Dennis Donohue
Crossbow Ventures
West Palm Beach, FL

Reference: Your Request

Current Iviewit Holdings, Inc. Board of Directors :

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

Executive Management:

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

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

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

Total Shares Outstanding 86,891

Please call if this is insufficient.

Regards,



Brian G. Utley

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

Advisors

Alan J. Epstein

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

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

Kenneth Rubenstein

Partner, Proskauer Rose LLP

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

Christopher C. Wheeler

Partner, Proskauer Rose LLP

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

Arthur Andersen, LLP

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

Proskauer Rose, LLP

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

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

Legal & Accounting Counsel

EXHIBIT

VI

VII



EXHIBIT (“E”) – STATEMENT TO CIVIL COURT

Selz & Muvdi Selz, P.A.

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

Steven M. Selz
Liliana M. Selz

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

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

Individual & Firm: ELIOT BERNSTEIN.

From: STEVEN M. SELZ, ESQ.

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

Total number of Pages (INCLUDING this cover sheet) 20

RE: IVIEWIT.COM

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

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

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

Regular Mail Federal Express Courier

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

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

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

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

CA 01-04671 AB

Plaintiff,

v.

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

Defendants.

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

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

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

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

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

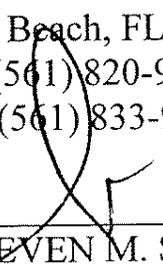
3. That the Defendants intend to take the deposition of Rubenstein in New York City, New York, prior to the trial of this matter due to the knowledge of Rubenstein as to the services provided by the Plaintiff to the Defendants; however, counsel for the Plaintiff has refused to make Rubenstein available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

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

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

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

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

By: 
STEVEN M. SELZ
FBN: 777420

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

CASE NO. CA 01-04671 AB

PROSKAUER ROSE LLP, a New
York limited liability partnership,

Plaintiff,

v.

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

Defendants.

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

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

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

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

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

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

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

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

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

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

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

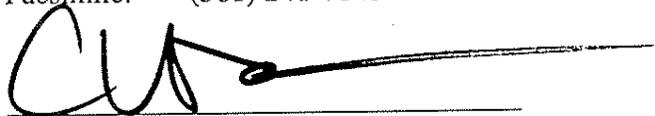
Copies of the pages of the transcript of the Deposition of Brian Utley cited above are attached hereto.

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

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

This 25 day of October, 2002.

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



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



EXHIBIT ("F") – SHAREHOLDER LETTERS

**Statement Regarding Events - Simon L. Bernstein - Past
Chairman of the Board Iviewit**

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

From: Alyssa Zeiger [mailto:alyssa@lifeinsuranceconcepts.com]
Sent: Friday, May 16, 2003 10:33 AM
To: 'iviewit@worldnet.att.net'
Cc: 'simon@lifeinsuranceconcepts.com'
Subject: FW: response to your letter

Eliot,

Here is my account of those questions you of asked for regarding iviewit Technologies, Inc.

1. Not having Wheeler's testimony it's difficult for me to respond to the 1st question. However, Real 3d (Jerry Stanley) was introduced to us and their opinion including the opinion of their engineering staff was that the patents that we showed them were outstanding and extremely valuable. Mr. Stanley told myself, Eliot, Jerry Lewin and Chris Wheeler that we were onto something big.
2. The problems that were encountered by Ray Joao's work were that is seemed to be incomplete, sloppy and certainly not in a professional manner for which the billings indicated it were. With regard to Foley and Lardner's work, there work also seemed to be incomplete with regard to accomplishing the patent approvals. It was also noted that including work with Mr. Utley they were writing patents in his name.
3. In the same regard Mr. Utley told me when I confronted him with this that it was common for the writer to put new patents in his name but assured me that all patents were assigned to iviewit Technologies, Inc. This was passed on to one of the partners at Proskauer Rose and I was assured that this with in proper conduct.
4. With regard to Ken Rubenstein, I was told by Brian Utley and Chris Wheeler that he was a partner of Proskauer Rose and that he was in fact overseeing our patent work and it also was mentioned that he advised the board of directors with regard to raising capital.
5. It is my opinion that Hank Powell a partner of Crossbow Ventures and also a member of the board of iviewit Technologies, Inc. violated his fiduciary responsibility as said board member to iviewit Technologies, Inc. by recommending iviewit Technologies, Inc. move forward and securing additional loans from Crossbow Ventures. He also told me that Crossbow had no intention of ever collecting on the notes but in fact it gave further protection of iviewit Technologies, Inc. from any other creditors. It is my opinion that this convinced the board of directors to vote on such loans.

6. With regard to Chris Wheeler's recommendation of Bryan Utley it's my opinion that he knew of the past problems Mr. Utley had with Monte Friedkin and withheld this information to myself and to Eliot.
7. My understanding of the relationship between Mr. Utley and Mr. Wheeler is that they are good friends both socially and professionally. Also they served on many boards together.

I believe this covers the pertinent questions you asked me for. I hope this helps.

Wednesday, April 30, 2003

Mr. Eliot I. Bernstein
10158 Stonehenge Circle
#801
Boynton Beach, FL. 33437-3546

Dear Eliot,

I have spent the past several evenings reviewing the depositions taken from Wheeler, Utley and Rubenstein and I am stunned. The extent of their lies and their orchestrated obfuscation compels me to reduce to writing some of the experiences that I had with these men. Please use this letter and the statements contained herein as my sworn statement of fact in your continuing effort to expose the truth, punish the evil and reward the deserving.

As a friend of Eliot's, since childhood, I was aware of iviewit from it's beginnings but it was only after learning from Chris Wheeler about Ken Rubenstein's favorable opinion regarding iviewit's video and imaging technologies that I became seriously interested in the company. I resigned from a lucrative senior management position with Prudential Securities to help Eliot with his "project". Ultimately, I invested over \$20,000 and declined significant career opportunities in order to begin formally working for iviewit in the fall of 1999. Amongst the most egregious of the statements contained in the depositions is that made by Ken Rubenstein when he claims he does not know iviewit or anything about its technologies or processes. Ken is one of the primary reasons why I and many others invested their time and resources in the company. It was the extremely positive opinions of this highly respected attorney, who has direct links to the MPEG patent pool, which compelled so many of us to make the commitments that we made.
→ Mr. Rubenstein is lying in his deposition.

Similarly, Chris Wheeler denies having any role in the patent work performed for iviewit other than referring us to patent counsel that ultimately ripped us off (but that's a different issue). Eliot, you have done a fine job putting together the billing evidence which is irrefutable. Not only did Wheeler play an instrumental and ongoing role in the handling of the patents, he was the primary contact point with Ken Rubenstein. I also remember Chris, in a meeting held at Real 3D, espousing the novelty of iviewit's inventions and discussing the apparent absence of any prior art in this area. In addition, Chris publicly shared Ken Rubenstein's opinion that the iviewit technologies were "novel". It was during this meeting of Intel and Lockheed engineers that a member of Real 3D's senior management, Rosalie Bibona, stated that iviewit's inventions could be worth billions of dollars. Wheeler states in his deposition that he was unfamiliar with any video inventions until sometime after the Real 3D meeting. Mr Wheeler is lying and everyone present at that meeting can testify to that fact. I was at a meeting held at Si Bernstein's house where Eliot Bernstein, Gerry Lewin, Chris Wheeler, Si Bernstein and Hassan Mia were in attendance. This meeting took place prior to the Real 3D meeting and it's purpose was to show Hassan the video streams. It was at this meeting that

Hassan Mia stated "... if what I'm seeing is true, you've found the Holy Grail". The term "Holy Grail" can be found in many early versions of iviewit's business plans.

Let's talk about Brian Utley. This man is a stammering buffoon. Were it not for his resume full of accomplishments and the glowing recommendation of our trusted counsel, he probably never would have passed an initial candidate screening. Unfortunately, we learned too late that many of Brian's accomplishments were fabricated and our trusted advisor, Chris Wheeler, was a liar. I remember a meeting of Eliot, Guy Iantoni, Brian Utley, Mike Reale, Si Bernstein, Chris Wheeler and two investment bankers from Wachovia, Mr. Joe Lee and his associate (I forget his name). Guy and I had prepared a detailed sales forecast that Joe Lee later referred to as the most complete and detailed he'd ever seen. Brian's task was to complete the financials for Joe's review. The work that he presented to Joe Lee was pitiful; it was incomplete, inaccurate and inadequately referenced. In short, it was a disastrous embarrassment. We soon learned that that was the best Utley could deliver. Joe Lee insisted that I complete the financial projections for the business plan and that Utley be removed from the project. This is the sort of talent that our trusted advisor, Chris Wheeler, brought to his client!

From unauthorized patent disclosure to Danny Sokoloff without the protection of an NDA to outright patent sabotage through the use of bad math in patent applications, Utley never failed to disappoint. He was equally inept in corporate matters. I notified Brian on numerous occasions of the firm's responsibility to communicate to shareholders at least once per year and that iviewit was in default on its notes for not having made an interest payment. Like a child, he chose to bury his head in the sand instead of addressing the problem. His exorbitant use of T&E monies is legend and is only exceeded by his inability to complete a sentence without the excessive use of the word "um".

As they say, "hindsight is 20/20". In this case, it's now clear that Wheeler never had iviewit's interests in mind. He was positioning himself and his friends to benefit from iviewit's inventions and creativity. What makes his crime so heinous is that he masqueraded as our friend.

Sincerely,

James F. Armstrong
126 Buttonwood Drive
Fair Haven, NJ. 07704
732-747-4353
email: jimarmstrong@comcast.net

Date: 12/11/02

Dear Eliot;

I wanted you to know how I feel about all that I have read recently. As a shareholder and someone that has been around this company since the beginning, I don't know how lawyers like Chris Wheeler and law firms like Proskower Rose could allow statements in a business plan that are not true. Therefore, if the business plan were correct then Mr. Utley would have to be lying under oath. In today's world of fair disclosure, this kind of inconsistency makes me outraged. As a shareholder I encourage and would support action taken to bring any wrongdoing to justice. If nothing else, I am unwilling to allow these deceptions to continue. We should pursue action and be compensated for wrongdoing. I know that if Mr. Rubinstein had not been involved with Iviewit it would have significantly affected my decision to contribute funds when I did. His involvement was communicated to me by Mr. Utley, Mr. Wheeler as well as other involved with the company but as legal representation and president of the company they carried the greatest weight. These inconsistencies are unacceptable and criminal in my opinion. What can we do to bring resolution to this situation and whom do we hold accountable?

Sincerely;

Mitchell A. Welsch, CFP

Mitchell A. Welsch CFP

Eliot I Bernstein

From: Tony Frenden [t.rex@sbcglobal.net]
Sent: Thursday, May 15, 2003 10:21 PM
To: iviewit@bellsouth.net
Subject: Fw: statement

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

From: Tony Frenden
To: iviewit@worldnet.att.net
Sent: Wednesday, May 14, 2003 11:38 PM
Subject: statement

May 14, 2003

I swear the following to be true:

Upon the closure of the Iviewit office in Boca Raton FL, I was retained for about an extra week by Brian Utley and Mike Reale, assisting in shutting down operations. It was during this time in which Mike Reale entered the video encoding lab, where I was present along with Tammy Raymond, (former Head of IT) and Zakirul Shirajee (former Systems Developer). Reale was smiling broadly as he set down a large silver suitcase onto my computer desk. Upon opening it, he revealed rows and rows of one hundred dollar (\$100) bills in U.S. currency, going down as deep as the case. I would estimate the amount to be near a half million dollars. Upon my inquiry of the where the cash came from, Reale said it was from Bruce Prolow. He implied that the money was entrusted to he and Utley to continue Iviewit operations, but to me, it seemed Reale was careful to never explicitly state that Prolow authorized this transaction or not.

It is my belief that the suitcase of money was presented to me, in front of Tammy and Zakirul, to convince us that Utley and Reale were the ones reaping benefits from the Iviewit core processes, and if we were smart, we should join them.

A day or two prior to this incident, Mike Reale called me into a private office. He spoke of a new operation he and Utley wanted to embark on which utilizes Iviewit's core processes. The plan consisted of encoding video porn at an ambiguous island location in Puerto Rico. It was known that Eliot Bernstein had made available the option for me to work at the newly forming Iviewit in Glendale, CA. Reale wanted to steer me from going to the West coast operation, and spoke of me receiving a title and large pay raise should I go along with the Puerto Rico porn plan, instead.

Also, on one of these last closure days at the Boca Raton offices, Mike Reale approached me in the lab regarding another issue. He inquired which computers would be best to use, if one were to have the need to process Iviewit's core technologies. He asked me which 3 were the strongest computers to do the job. I had a feeling that he wanted to make off with whichever units I spoke of. I had already begun to make up my mind that I wanted no part of the Puerto Rico porn operation, so I told him about 3 computers I didn't care for. They were called, THE BOMBER, THE REELTIME NITRO, and one more unnamed computer. These were all very powerful and expensive units, but were not necessarily suited to encode video. As expected, these 3 units turned out to be the same ones found in Brian Utley's possession, months later. When the cops returned the items to us, the units

5/31/2003

contained several new media files, mostly long distance learning applications which were created well after the Boca offices were closed down.

Anthony Rex Frenden
859 Hollywood Way #374
Burbank CA 91505

Incoming mail is certified Virus Free.
Checked by AVG anti-virus system (<http://www.grisoft.com>).
Version: 6.0.480 / Virus Database: 276 - Release Date: 5/12/2003

June 13, 2003

The following information may be used as my sworn testimony in describing the history and events relating to iviewit (The Company) and its affiliated management and advisors.

As an existing shareholder and personal investor in the Company, I am appalled by the fraud and mismanagement demonstrated by the former President, Brian Utley and legal counsel including: Raymond Joao, Kenneth Rubenstein, Christopher Wheeler and others. I was an employee of the Company since its inception in 1998 to February 2001. I was personally in meetings where Christopher Wheeler recommended Brian Utley as a strong candidate for the President position at iviewit with his experience at IBM. I was one of the first individuals to witness iviewit's zoom and pan technology as well as full-screen, full-frame rate video streaming. I recall viewing iviewit's technologies as early as February of 1998. I attended many meetings with the technologies inventors: Eliot Bernstein, Jude Rosario and Zakirul Shirajee at iviewit's Florida office and witnessed several meetings between the inventors and Raymond Joao. I had discussions with Eliot Bernstein in late 1999 when Eliot expressed his reservations and concerns that the patent work of Raymond Joao, Kenneth Rubenstein and Brian Utley was both incomplete and not representative of the inventors' true findings. I was also present later 1999-2000 as William Dick and Foley and Lardner continued the errors in the patents caused by Raymond Joao and Kenneth Rubenstein.

My personal investment into the Company was largely due to the remarks of attorney Kenneth Rubenstein on a conference call with Eliot Bernstein stating, "iviewit's technology will be extremely valuable as part of the MPEG patent pool." I helped author many business plans with Eliot Bernstein, Jim Armstrong, Wachovia Securities and others including Kenneth Rubenstein as a key Company advisor. I attended many face-to-face meetings where Christopher Wheeler both witnessed iviewit's technology and introduced potential clients and investors to the management team. Mr. Wheeler had hand picked the management team and controlled their actions.

It was abusive the amount of unnecessary legal services generated by Christopher Wheeler and Proskauer Rose at such an early stage in the Company's development as we were misled to believe that these costs would offset revenue by Wheeler/Rubenstein/PR clients and patent pool royalties. I recall the company going through several legal changes including: C-corp, several LLCs, Holding companies, name changes etc. I was stunned to hear that the Company had hundreds of thousands of payables due Proskauer Rose. Brian Utley had primary fiduciary responsibility (or more like irresponsibility) for the use of all investment proceeds, legal services and vendor contracts.

I welcome the opportunity to be personally involved in defending the Company and its assets

Sincerely,

Guy T. Iantoni

