



IVIEWIT HOLDINGS, INC.

FACSIMILE TRANSMITTAL SHEET

TO:	Thomas J. Cahill – Chief Counsel	FROM:	Eliot I. Bernstein & P. Stephen Lamont
FAX NUMBER:	(212) 401-0810	DATE:	July 8, 2004
COMPANY:	First Judicial Department Departmental Disciplinary Committee	TOTAL NO. OF PAGES INCLUDING COVER:	116
PHONE NUMBER:	(212) 401-0801	SENDER'S REFERENCE NUMBER:	[Click here and type reference number]
RE:	CAHILL MOTION SUPREME COURT OF NEW YORK – COMPLAINT AGAINST THOMAS CAHILL	YOUR REFERENCE NUMBER:	[Click here and type reference number]

URGENT FOR REVIEW PLEASE COMMENT PLEASE REPLY PLEASE RECYCLE

NOTES/COMMENTS:

AFFIRMED MOTION TO:
BEGIN IMMEDIATE INVESTIGATION OF COMPLAINTS AGAINST
ATTORNEYS AND COUNSELORS-AT-LAW THOMAS J. CAHILL AND
RELATED COMPLAINTS (SEPARATE MOTION ATTACHED) AGAINST
KENNETH RUBENSTEIN, RAYMOND A. JOAO, STEVEN C. KRANE AND
THE LAW FIRM OF PROSKAUER ROSE LLP;
MOVE COMPLAINTS AGAINST ATTORNEYS AND COUNSELORS-AT-LAW
THOMAS J. CAHILL AND RELATED COMPLAINTS (SEPARATE MOTION
ATTACHED) AGAINST KENNETH RUBENSTEIN, RAYMOND A. JOAO,
STEVEN C. KRANE AND THE LAW FIRM OF PROSKAUER ROSE LLP TO
THE NEXT HIGHEST LEVEL OF REVIEW, VOID OF CONFLICTS OF
INTEREST AND THE APPEARANCE OF IMPROPRIETY;
DECLARATORY RELIEF; AND
STRIKE THE MOTION OF CONFLICTED RESPONDENT

In the matter of Petitioner attorney complaint against Thomas J. Cahill (“Respondent”): Docket pending and case transferred to Special Counsel Martin Gold and related cases against Kenneth Rubenstein (“Rubenstein”) Docket: 2003.0531, Raymond Joao (“Joao”): Docket 2003:0532, Steven C. Krane (“Krane”): Docket pending, and, the law firm Proskauer Rose, LLP (“Proskauer”) all complaints were filed at the Supreme Court of New York Appellate Division – First Judicial Department Departmental Disciplinary Committee (“First Department”). Petitioners, Eliot I. Bernstein and P. Stephen Lamont individually and on behalf of the shareholders for:

IVIEWIT CORPORATION;
IVIEWIT, INC. – FLORIDA;
IVIEWIT.COM, INC. – DELAWARE;
IVIEWIT.COM, INC. – FLORIDA;
I.C., INC. – FLORIDA (fka IVIEWIT.COM, INC. – FLORIDA)
IVIEWIT.COM LLC – DELAWARE;
IVIEWIT LLC – DELAWARE;
UVIEW.COM, INC. – DELAWARE;
IVIEWIT HOLDINGS, INC. (fka UVIEW.COM, INC.) - DELAWARE;
IVIEWIT HOLDINGS, INC. – DELAWARE;
IVIEWIT TECHNOLOGIES, INC. (fka IVIEWIT HOLDINGS, INC.) – DELAWARE;
AND OTHER JOHN DOE COMPANIES THAT MAY BE IDENTIFIED AT A LATER

(collectively hereinafter termed “Petitioner”) hereby requests that the Court:

(I) BEGIN AN IMMEDIATE INVESTIGATION OF COMPLAINT AGAINST RESPONDENT AND ALL OTHER RELATED COMPLAINTS

ENTER AN ORDER GRANTING A MOTION TO BEGIN AN IMMEDIATE INVESTIGATION OF RESPONDENT AND ALL OTHER RELATED COMPLAINTS

(II) MOVE COMPLAINT OF RESPONDENT AND ALL RELATED COMPLAINTS TO NEXT HIGHEST LEVEL OF REVIEW DEVOID OF CONFLICTS OF INTEREST AND THE APPEARANCE OF IMPROPRIETY

ENTER AN ORDER GRANTING A MOTION TO MOVE THE COMPLAINT AGAINST RESPONDENT AND ALL RELATED COMPLAINTS, ATTACHED AS EXHIBIT “F”, TO THE NEXT HIGHEST LEVEL OF REVIEW DEVOID OF CONFLICTS OF INTEREST AND THE APPEARANCE OF IMPROPRIETY; AND

(III) DECLARATORY RELIEF

ENTER AN ORDER GRANTING A MOTION FOR DECLARATORY RELIEF AS TO THE STATUS OF THE FILED COMPLAINTS AT FIRST JUDICIAL DEPARTMENT DISCIPLINARY COMMITTEE (“FIRST DEPARTMENT”), WRITTEN CONFIRMATION OF THE CONFLICT OF INTEREST AT THE FIRST DEPARTMENT, AND WRITTEN STATEMENT PERTAINING TO THE SERIES OF EVENTS LEADING UP TO THE DEFERMENT LETTER, AS DEFINED HEREIN.

(IV) STRIKE THE MOTION OF CONFLICTED RESPONDENT

ENTER AN ORDER GRANTING A MOTION TO STRIKE RESPONDENTS JUNE
17, 2004 MOTION

And in support state as follows:

BACKGROUND

1. That Christopher C. Wheeler, ("Wheeler") was a partner of Proskauer and who provided legal services to Petitioner.

2. That Rubenstein who at various times relevant hereto was initially misrepresented by Wheeler as a partner of Proskauer and later became a partner of Proskauer, and who provided legal services to the Petitioner both while at Meltzer, Lippe, Goldstein & Schlissel, LLP ("MLGS") and Proskauer.

3. That Joao who initially was represented to be Rubenstein's associate at Proskauer, when in fact Joao has never been an employee of Proskauer but in fact was an employee of MLGS.

4. That beginning in 1998, Petitioner, through its agent and principal inventor Eliot I. Bernstein ("Bernstein"), held discussions with Wheeler and Rubenstein with regard to Proskauer providing legal services to Petitioner involving specific technologies developed by Bernstein and two others, Zakirul Shirajee ("Shirajee") and Jude Rosario ("Rosario") collectively termed hereinafter ("Inventors"), which technologies allowed for:

- i. Zooming of digital images and video without degradation to the quality of the digital image due to what is commonly refereed to as "pixelation";
and,

- ii. The delivery of digital video using proprietary scaling techniques whereby a seventy-five percent (75%) bandwidth savings was discovered and a corresponding seventy-five percent (75%) processing power decrease and storage efficiency were realized; and,
- iii. A combination of the image zoom techniques and video scaling techniques described above; and,
- iv. The remote control of video cameras through communications networks.

5. That Bernstein, Inventors and later Petitioner, initially engaged the services of Proskauer to provide legal services to a company to be formed, including corporate formation and governance for a single entity and to obtain multiple patents and file US and foreign filings for such technologies including the provisional filings for the technologies as described in paragraph 4 above, ("Technology"), and such other activities as were necessary to protect the intellectual property represented by the Technology.

6. That the Technology, when bundled with third-party technologies, provides for VHS quality video at transmission speeds of 56Kbps ("modem dial-up connection"), previously thought to be impossible, to DVD quality at up to 6MB per second (traditional terrestrial or broadcast station to home antennae), and has an incredible seventy five percent (75%) savings in throughput ("bandwidth") on any digital delivery system such as cable, satellite, multipoint-multichannel delivery system, or the Internet, and a similar seventy five percent (75%) savings in storage and processing on mediums such as digital video discs ("DVD's"), opening the door for low bandwidth video cell phones and other revolutionary video markets.

7. That at the time of the engagement of Proskauer, Rubenstein, Wheeler and Joao and thereafter, Petitioner was advised and otherwise led to believe, by Wheeler and Rubenstein, that Rubenstein was the Proskauer partner in charge of the account for patents and Wheeler for corporate matters. Further this information was used to raise all of the capital and included in a Wachovia Securities Private Placement Memorandum (“PPM”), pursuant to Regulation D of the Securities Act of 1933, that Proskauer co-authored, billed for and disseminated, whereby Wheeler and Rubenstein also served as active members of an Advisory Board for Petitioner companies in which Wheeler and Rubenstein were essential to raising capital and directing the patent applications, copyrights and corporate matters.

8. That upon information and belief, Proskauer, MLGS, Wheeler, Rubenstein, and Joao upon viewing the Technology developed by Inventors, and held by Petitioner, realized the significance of the Technology, its various applications to communication networks for distributing video and images and for existing digital processes, including but not limited to, all forms of video delivery, digital cameras, digital imaging technologies for medical purposes and digital video, and that Proskauer, MLGS, Wheeler, Rubenstein and Joao then conspired to undertake and in fact undertook a deliberate course of conduct to deprive Inventors and Petitioner of the beneficial use of such Technology for their own gains. Proskauer, MLGS, Rubenstein, Wheeler and Joao, further allowed the unauthorized use of the Technology by third-parties, such as Rubenstein’s patent pools and pursuant to Non-Disclosure Agreements (“NDA”) for multitudes of their clients that are now not enforced, whereby Proskauer is fully cognizant of their client’s uses of Petitioner Technology under such NDA’s.

Additionally, it is factually alleged that Proskauer partners, MLGS partners, Wheeler, Rubenstein and Joao all have had personal financial gains through the misappropriation of Petitioner's Technology and Proskauer has had financial gain to its entire partnership and all partners, through the acquisition of the patent pools as a client from MLGS (after learning of Petitioner's Technology), and further profit from the exclusion of Petitioner from such patent pools which generate enormous fees to Proskauer and perhaps other untold revenues, all to the detriment and damage of the Petitioner. This behavior may very well represent antitrust claims against the patent pools Proskauer and Rubenstein oversight; Rubenstein, as patent evaluator for such pools, upon information and belief, Rubenstein directly and solely determines essential patents for inclusion into these pools.

9. That Wheeler, who was a close friend of Brian G. Utley ("Utley"), recommended to Petitioner and the Board of Directors of Petitioner companies that Petitioner engage the services of Utley to act as President of Petitioner companies based on his knowledge and ability as to technology issues.

10. That at the time that Proskauer and Wheeler made the recommendation of Utley to the Board of Directors, Proskauer and Wheeler knew that Utley had been engaged in a dispute with his former employer, Diamond Turf Equipment, Inc. ("DTE") and the fact that Utley had misappropriated certain patents on hydro-mechanical systems to the detriment of DTE, as Utley was terminated for cause according to Monte Friedkin ("Friedkin"), owner of DTE and that DTE was closed due to Utley, forcing the owner to take a several million dollar loss.

11. That on information and belief, Proskauer and Wheeler may have had a part in the misappropriation of the patents from DTE with Utley, in that Wheeler had formed a

company for Utley where the misappropriated patents are believed to have been transferred. Despite Wheeler's involvement, Wheeler was fully cognizant of this patent dispute with Utley and DTE, as confirmed by the former owner of DTE, Friedkin, and further confirmed in depositions with Utley and Wheeler. That Proskauer and Wheeler's recommendation of Utley to the Board of Directors knowingly failed to disclose these past patent problems to Petitioner and in fact Proskauer and Wheeler circulated a resume on behalf of Utley claiming that as a result of Utley's inventions that DTE went on to become a leader in the industry, when Proskauer and Wheeler knew that the company had been closed by the patent problems of Utley and perhaps actions of Proskauer and Wheeler.

12. That Proskauer and Wheeler further conspired with Utley to circulate a knowingly false and misleading resume to Petitioner shareholders and induced investment without ever disclosing this information.

13. That despite such knowledge, Proskauer and Wheeler never mentioned such facts concerning Utley to any representative of Petitioner and in fact undertook to "sell" Utley as a highly qualified candidate who would be the ideal person to undertake day to day operations of Petitioner acting as a qualified engineer which he was not.

14. That additionally, Proskauer and Wheeler continued to assist Utley in perpetrating such fraud on both the Board of Directors of Petitioner and to third parties, including for the Wachovia Securities PPM, by approving a false resume for Utley which was included in the raising funds, in violation of and pursuant to Regulation D of the Securities Act of 1933.

15. That based on the recommendations of Proskauer and Wheeler, and Wheeler relationship as a ten year friend of Utley, the Board of Directors agreed to engage the services of Utley as President and Chief Operating Officer based on false and misleading information knowingly proffered by Proskauer and Wheeler.

16. That almost immediately after Utley's employment, Proskauer and Wheeler provided a purported retainer agreement (“Retainer”) for the providing of services by Proskauer to Petitioner, addressed to Utley. That the Retainer agreement comes after one year of Proskauer providing services whereby patent disclosures were given directly from Inventors to Proskauer partners in that time, including but not limited to, Wheeler, Rubenstein and Joao. Finally, on information and belief, Petitioner states that Proskauer through Wheeler and Utley conspired to replace the original retainer agreement with the Petitioner companies, with the Retainer void of patent services that were originally agreed upon and performed on. That the services provided were in fact to be partially paid out of the royalties recovered from the use of the Technology, which was to be included in patent pools overseen by Proskauer and Rubenstein who had already deemed them “novel” and “essential” to the patent pools.

17. That the Retainer by its terms contemplated the providing of corporate and general legal services to Petitioner by Proskauer and was endorsed by Utley on behalf of Petitioner, the Board of Directors of Petitioner would not have Utley authorized to endorse same as it did not include the intellectual property work which Proskauer and Rubenstein had already undertaken.

18. That prior to the Retainer, Proskauer, Rubenstein, and Wheeler had provided legal services to Petitioner, including services regarding patents with Rubenstein being given full disclosure of the patent processes.

19. That Proskauer billed Petitioner for legal services related to corporate, patent, trademark, copyright and other work in a sum of approximately Eight Hundred Thousand Dollars (\$800,000) and now claims to have not done patent work, a materially false statement with insurmountable evidence to the contrary, as evidenced by Exhibit "A" (the management section, including Advisory Board, for the Wachovia Securities PPM used to induce investment and loans including from the Small Business Administration, a federal agency, and whereby it states that Proskauer was "retained patent counsel" for Petitioner companies and contrary to the current claims by Proskauer and Rubenstein that they preformed no patent work told to state and federal investigatory bodies.

20. That Proskauer billed Petitioner for copyright legal services never performed causing loss of intellectual property rights, double-billed by the use of multiple counsel on the same issue, falsified and altered billing information to hide patent work and systematically overcharged for services provided.

21. That based on the over-billing by Proskauer, Petitioner paid a sum in of approximately Five Hundred Thousand Dollars (\$500,000.00) together with a two and one-half percent (2.5%) equity interest in Petitioner, which sums and interest in Petitioner was received and accepted by Proskauer.

22. That Wheeler, Utley, Rubenstein, Joao, Proskauer, and MLGS conspired to deprive Petitioner of its rights to the Technology developed by Inventors by:

- i. Aiding Joao in improperly filing patents for Petitioner Technology by intentionally withholding pertinent information from such patent applications and not filing same timely, to allow Joao to apply for similar patents in his own name and other malfeasances, both while acting as counsel for Petitioner and subsequently. That Joao now claims that since working with Petitioner companies he has filed approximately ninety patents in his own name, rivaling Thomas Edison, and;
- ii. Upon discovery of the problems in Joao's work and that Joao was writing patents benefiting from Petitioner's Technology in his name, that Proskauer, Wheeler, Rubenstein and Utley referred the patent matters for correction to William J. Dick, ("Dick") of Foley & Lardner LLP ("Foley"), who was also a close personal friend of Utley and who had been involved, unbeknownst and undisclosed to Petitioner at the time, in the diversion of patents to Utley at his former employer DTE, perhaps with Wheeler, to the detriment of DTE, thereby establishing a pattern of patent malfeasances; and,
- iii. Transferring patent assignments to companies, the formations of which were unauthorized by Petitioner, whereby Proskauer may now have full ownership of such patents, quite to the detriment of Petitioner and Petitioner companies shareholders.
- iv. That Proskauer, Rubenstein, Wheeler, Dick and Utley further conspired in the transferring of prior patent applications or the filing of new patent applications, unbeknownst to Petitioner, conspiring with Foley so as to

name Utley as the sole holder or joint inventor of multiple patents fraudulently and with improper assignment to improper entities, when in fact such inventions were and arose from the Technology developed by Inventors and held by Petitioner companies, prior to Utley's employment with Petitioner; and,

- v. Further failing to list proper inventors and fraudulently adding inventors to the patents, constituting charges now pending before the Commissioner of Patents (“Commissioner”) of fraud upon the United States Patent and Trademark Office (“USPTO”) against these attorneys as filed by Petitioner and its largest investor Crossbow Ventures™, resulting in the failure of the patents to include their rightful and lawful inventors as confirmed in conversations and correspondence with the USPTO. The wrong inventors has lead to investors not having proper and full ownership in the patents and in some cases NO ownership; and,
- vi. Failing to properly assign the inventions and fraudulently conveying to investors and potential investors knowingly false and misleading intellectual property dockets and other false and misleading information, prepared and disseminated by these attorneys. The intellectual property dockets illustrate false and misleading information on the inventors, assignees and owners of the Technology. The wrong assignments may lead to investors not having proper and full ownership in the patents; and,

- vii. Knowingly, failing to ensure that the patent applications for the Technology contained all necessary and pertinent information relevant to the Technology and as required by patent law; and,
- viii. Billing for, and then failing to secure copyrights. Failing to complete copyright work for the source code for the Technology of Petitioner as intellectual property. Further, falsifying billing statements to replace copyright work with trademark work, although the billings are full of copyright work that has never been performed; and,
- ix. Allowing the infringement of patent rights of Petitioner and the intellectual property of Petitioner by patent pools overseen by Proskauer and Rubenstein, and, other clients of Proskauer, MLGS, Rubenstein, Joao and Wheeler, whereby Proskauer, MLGS, Rubenstein, Joao and Wheeler profit from such infringement to the detriment of Petitioner. Finally, that Proskauer, MLGS, Rubenstein, Joao and Wheeler clients all profit from violations of NDA's secured by Proskauer and their partners, infringements all to the detriment of Petitioner.
- x. Allowing Rubenstein, whom acted as patent counsel and an Advisory Board member to Petitioner, full access to the patent processes to proliferate throughout the patent pools he controls with Proskauer has caused exposure to Petitioner. Thereafter, Rubenstein now attempts to state that he does not know the Company, the Inventors or the Technology and never was involved in any way, thereby constituting perjured deposition testimony and further false statements to a tribunal by

Proskauer and Rubenstein. Witnesses and direct evidence refute Rubenstein's denials, and, further, Proskauer failed to secure conflict of interest waivers from Petitioner, has no "Chinese Wall" between Rubenstein and Petitioner, that under ordinary circumstances such conflict waivers and separations would have been common place for Proskauer, as a result of the patent pools and Proskauer and Rubenstein's involvement with such pools, which directly compete with Petitioner Technology. Furthermore, Rubenstein heads the following departments for Proskauer all of which did work and billed for such work for Petitioner and likewise would have caused conflict waivers to be secured: patents, trademarks and copyrights, and whereby Proskauer and Rubenstein are now the single largest benefactor of Petitioner Technology because of such conflicts and failure to obtain such waivers.

23. That Petitioner, in discussions with the USPTO on or about February 1, 2004, finds patent information different from every intellectual property docket delivered to Petitioner by every retained patent counsel, as to inventors, assignments, and, in particular, one or more patent applications in the name of Utley with no assignment to Petitioner, and to which, according to the USPTO, Petitioner presently holds no rights, titles, or interest in that particular patent application. That such patent issues have caused Petitioner, in conjunction with its largest investor, Crossbow Ventures (the largest South Florida venture fund) and Stephen J. Warner, the Co-Founder, former Chairman of the Board and CEO, to file a complaint with the USTPO alleging charges of Fraud Upon the United States Patent and Trademark Office, now causing the Commissioner after review

to put a six-month suspension on all Petitioner US patent applications while investigations are proceeding into the attorney malfeasances whereby no more damages may occur in such period.

24. That Wheeler, Rubenstein and Proskauer, rather than pursuing the corporate formation and governance for entities directed by the Board of Directors, proceeded to engage in fraud and deceit by the corporate formation of multiple entities in a multi-tiered structure thus engaging, effectively, in a “shell game” as to which entity and under what structure would hold assignment of the Technology.

25. That upon information and belief, Wheeler, Rubenstein, Joao, MLGS and Proskauer through a disingenuous scheme comprised of the unauthorized formation of similarly named entities, unauthorized asset acquisitions and transfers, unauthorized name changes, falsification of inventors and falsification of assignments, all that effectively result in the assignment of Petitioner’s core inventions to: wrong inventors, wrong assignees and finally on information and belief, an entity, Iviewit Technologies, Inc., of which Proskauer is one of four, or less, presumed shareholders and whereby the company was set up solely by Proskauer to hold Proskauer stock in Petitioner company, and whereby the Petitioner companies shareholders now have no verifiable ownership interest in such entity which now holds several core patents, not authorized by the Board of Directors. With no evidence of an ownership position of Petitioner in Iviewit Technologies, Inc., and whereby a terminated Arthur Andersen audit, terminated by Arthur Andersen, failed to prove any incident of ownership, it remains unclear if the Petitioner shareholders have any interest in these patents in such unauthorized entity. This potential “shell game” resulted from a name change from the unauthorized

Proskauer entity named originally Iviewit Holdings, Inc. to Iviewit Technologies, Inc., which was formed by Proskauer, unbeknownst to the Board of Directors, with an identical name to a Petitioner company (Iviewit Holdings, Inc.) that was changing its name from Uview.com, Inc. and in the two weeks the unauthorized entity maintained an exactly identical name to Petitioner company, patents were assigned into the now named Iviewit Technologies, Inc., which on the day Petitioner company changed its name to Iviewit Holdings, Inc. Proskauer changed the name of their entity from Iviewit Holdings, Inc. to Iviewit Technologies, Inc., with the assigned patents purposely ending up in the wrong company, whereby Proskauer may be a majority shareholder with Petitioner investors not having any ownership in the patents in the unauthorized entity. It is alleged that Proskauer maintained two sets of corporate books, two sets of patent books and was attempting to direct the core patents out of the Petitioner companies naming Utley as the inventor and leaving Petitioner companies bankrupt and with inferior patents while the core technologies were stolen off with.

26. That Proskauer and Wheeler engaged in a series of transactions whereby the Directors and Officers insurance policy was changed to exclude outside professionals and the policy with American International Group Inc. (“AIG”) was issued, on information and belief, to Iviewit Holdings, Inc. of Florida, yet a third company named Iviewit, Holdings, Inc. and that such John Doe company does not exist in the State records of Florida and has led to a fraud investigation by AIG.

27. That Utley, Wheeler, Rubenstein and Proskauer engaged in the transfer of a loan from a group of Proskauer referred investors and that such loan transacted without approval from the Board of Directors or Crossbow Ventures and without full and

complete documentation of the transaction ever being properly completed and no bank records produced to correspond to such transaction. That upon learning of such loan transaction and requesting auditing of such transaction, Petitioner found missing records and that, further, employees' eyewitness testimonies in written statements, show a large briefcase of cash, claimed to be from the Proskauer investors, was used to attempt to bribe employees to steal trade secrets and proprietary equipment, and further such equipment was stolen off with by Proskauer's management team led by Utley, as he was being fired with cause when he was found to be misappropriating patents into his name. This alleged theft of between Six Hundred Thousand Dollars (\$600,000.00) and One Million Dollars (\$1,000,000.00) by Proskauer and their management referrals, of money loaned to the Company, is currently under investigation by the Boca Raton Police Department in conjunction with the Securities and Exchange Commission and the Federal Bureau of Investigation (West Palm Beach).

28. That as a direct and proximate result of the actions of the Wheeler, Rubenstein, Joao, MLGS and Proskauer, Petitioner has been damaged in a sum estimated to be approximately Seventeen Billion Dollars (\$17,000,000,000.00), based on company projections and corroborated by industry experts as to the value of the Technology and the applications to current and future uses over the twenty year life of such patents.

29. That the series of events of paragraphs 1 through 28, resulted in Petitioner's filing of the complaints initially against Rubenstein and Joao, and subsequently this Petition.

(I) BEGIN AN IMMEDIATE INVESTIGATION OF COMPLAINT AGAINST RESPONDENT AND ALL OTHER RELATED COMPLAINTS

30. Petitioner re-alleges and hereby incorporates the allegations of Paragraphs 1 through 29 as if fully set forth herein.

31. That on or about May 20, 2004, it was brought to the attention of Petitioner that Krane, acting as counsel, authored the formal responses of the Rubenstein complaint to the First Department, all the while he had undisclosed conflicts having present and past positions at both First Department and the New York State Bar Association (“NYSBA”), an organization that works in conjunction with the First Department in the creation and enforcement of the Lawyer’s Code of Professional Responsibility (“Code”) and in each of the above roles either separately or combined, such positions create multiple conflicts for Krane.

32. That, after learning of such conflict, Petitioner called Respondent to notify him of the Krane conflict and filed a formal written complaint against Krane for violation of the Code and the First Department rules and regulations of its members.

33. That on May 21, 2004, Krane authored a response, attached as Exhibit “B”, in his own defense to a complaint filed against him and in Rubenstein’s continued defense, to Respondent at the First Department in an effort to have the complaint filed against him by the Petitioner dismissed without formal departmental process or due process, and further told numerous falsehoods to deceive the Petitioner and the First Department with a view towards relieving him from any further prosecution of the complaint.

34. That Krane, all the while, had present and past positions at both the First Department (which he fails to disclose in any of his responses to Petitioner or the First Department) and was at the same time the immediate past President of the New York State Bar Association (“NYSBA”), an organization affiliated with the First Department in

the creation and enforcement of the Code, used by both organizations in attorney discipline matters, of which Krane holds roles at both, involving attorney discipline rule creation and enforcement, thereby causing conflicts.

35. That the influence of Krane at the First Department, because of these roles and his name recognition, must preclude Krane from any involvement in the complaint process against his firm Proskauer, Rubenstein and especially on his own behalf, and finally any action would have required full disclosure of such conflicts to avoid the appearance of impropriety. That by acting as direct counsel for Rubenstein, himself and the firm of Proskauer, Krane knowingly violated and disregarded the conflicts inherent so as to cause an overwhelming appearance of impropriety at the First Department, forcing a recent motion by Respondent to have the matters moved out of the First Department after sixteen months, after exposure of the conflict and appearance of impropriety was confirmed.

36. That Respondent, who later admits an intimate personal knowledge of Krane, and his roles at the First Department, should have taken immediate disciplinary actions against Krane to negate the conflicts and avoid the further appearance of impropriety.

37. That upon further investigation by the Petitioner, and when viewing the biography of Krane, a copy of which is attached herein as Exhibit "C", Krane holds a multiplicity of professional ethics positions that present conflicts which would have precluded Krane from acting in any matters involving himself personally, his firm Proskauer, or any partner such as Rubenstein at the First Department and should never have been allowed even had proper disclosure taken place, which not only was it not disclosed it was further attempted to be denied.

38. That Krane, despite his influence, acted as direct counsel for Rubenstein, Proskauer and himself, all without disclosure of his positions and conflicts, where such failure to disclose seemingly violates rules of the First Department, the Code and any other applicable code or law that may apply.

39. That Petitioner had numerous conversations with Respondent whereby he, denied a conflict existed between Krane and the First Department, further failed to disclose Krane's current position with the First Department, denied that Krane (contrary to Exhibit "C") held any positions with the First Department and finally refused to investigate Krane.

40. That, further, upon citing that Krane's biography states that he holds a multiplicity of current roles at the First Department and Respondent's denial of such positions currently, the Petitioner requested Respondent put in writing all Krane's past and present roles, with an accurate timeline, at which point Respondent refused stating that it would "jeopardize his credibility at the First Department to provide such confirmation," or words to that effect.

41. That, due to Respondent's knowing and willful evasion of the conflicts concerning Krane and refusal to document same, Petitioner called the Clerk of the Court, Catherine O'Hagan Wolfe ("Wolfe"), who informed the Petitioner that a conflict with Krane presently existed, making his responses tainted and to further send a motion to her to transfer the Rubenstein complaint and the pending Krane complaint out of the First Department to avoid further undue influence already caused by the conflict of Krane in the complaints filed by the Petitioner.

42. That Respondent, after learning of the Petitioner's call to Wolfe, suddenly recants his prior statements to Petitioner, and admits to Petitioner that Krane has a current appointed position at the First Department concerning attorney discipline matters, a serious conflict and causing an appearance of impropriety, at the First Department, that is charged with the investigation of the complaints against Rubenstein, Joao and now Krane and Cahill.

43. That the Petitioner's allege that the conflict allowed by Respondent and existing in Krane's April 11, 2003 response to the Rubenstein complaint and Krane's May 21, 2004 response to the Krane complaint, was the genesis of a series of events, that protect Proskauer, MLGS, Rubenstein, Krane and Joao, using the First Department as a shield.

44. That the Petitioner's allege that the once this shield was created through Krane and Respondent, that the First Department was then used further to influence other investigatory bodies with false and misleading information, and creating a series of events that all appear to fall from Krane's conflicted responses and the influence pedaling that resulted to the following:

- i. The unexplained moving of the complaint of the Petitioner against Joao from the Second Department to the First Department;
- ii. The inexplicable merging of the Joao complaint with the Rubenstein complaint;
- iii. The deferment at The Florida Bar of the Petitioner's complaint against Christopher C. Wheeler ("Wheeler"), Rubenstein's partner at Proskauer, pending the outcome of civil litigation by and between the Petitioner and

- Proskauer (a billing dispute case), wherein the litigation was wholly separate and not related to the charges at the First Department against Rubenstein and now subject to a petition in the Supreme Court of Florida;
- iv. The repeated tactic of Wheeler's deferment now used at the First Department, whereby a Rubenstein or Proskauer supporter and whether by Krane himself or another individual, surreptitiously submitted information of the Petitioner's civil litigation with Proskauer to the First Department causing the deferment of the Rubenstein and Joao complaints from being investigated and this was done on a basis completely inappropriate as the civil litigation was wholly dissimilar, in that none of the claims of attorney misconduct were considered, investigated or tried. Therefore, no due process was given or has ever been given to any of the issues in the complaints filed with the First Department;
 - v. The deferment of the Joao complaint based on the submitted information of the Petitioner's civil litigation with Proskauer, although Joao, upon information and belief, has no past or present relationship to Proskauer that would have allowed for deferment of the matter based on the Proskauer litigation, but had the Joao complaint proceeded to investigation, that the matter would have required questioning of Rubenstein and Joao leading to the uncovering of the entire matter;
 - vi. That after notification that the civil litigation had ended and none of the attorney misconduct issues were heard or tried, that Respondent who claimed he would immediately re-open the cases and personally

investigate the matters, did nothing and further avoided communication with Petitioner for several months thereafter;

- vii. Further, that Petitioner notified Respondent that the First Department was being used as a shield to create the false and misleading impression that the First Department had investigated and dismissed the actions against Rubenstein and Joao, and that false statements were being used in other state and federal investigations, and although Respondent knew that the information being promulgated was wholly untrue, he again did nothing, making Respondent culpable in the matter of the conflicted Krane response on behalf Rubenstein; and,
- viii. Respondent does not file Petitioner's complaint against Krane inapposite to the Code or rules of the First Department regarding complaints filed against members of the First Department, where such complaint would have required questioning of Rubenstein leading to the uncovering of the entire matter. This further makes Respondent culpable in the matter of the conflicted Krane response against Krane.

45. The entire series of events all hinged on the selection of Krane by Proskauer and then Krane using his influence at the First Department to bury the complaints. It is therefore factually alleged that Proskauer and Rubenstein knowingly selected Krane, an underling in Rubenstein's department at Proskauer, knowing that the conflict existed and with full intent of exploiting such conflict, making Rubenstein and the entire firm of Proskauer as culpable as Krane at the First Department and in violation of the Code and

the First Department rules regarding conflicts of interest, the appearance of impropriety and the abuse of public office.

46. That Petitioner, on or about January 9, 2004, when it learned of Respondent's September 2, 2003 ("Deferment Letter"), attached as Exhibit "D" (issued without knowledge of Petitioner, as the Deferment Letter was conveniently misaddressed and "lost" by the First Department and never received by the Petitioner), Petitioner then notified Respondent that the civil billing litigation had ended, and that Petitioner suffered a technical default for failure to timely retain replacement counsel. Further, Respondent was notified that contrary to the Deferment Letter, the civil case was wholly dissimilar to the complaint with the First Department as the case was limited strictly to billing matters that also were never tried, since no trial ever took place.

47. That the Petitioner sees Respondent continuing the deferment and delaying of any investigation of the Rubenstein and Joao complaints, even after learning the civil litigation had ended and that the matters contained in the complaints were entirely separate and not similar, whereby as stated in Respondent's Deferment Letter and per conversations with Respondent, an investigation was going to be undertaken by Respondent. That after stating that he was reviewing the file and would get back to Petitioner in a week, months of unanswered calls by Respondent went by whereby it was found upon contacting Respondent regarding the Krane conflict that Respondent failed to undertake any of the steps he had committed to. Petitioner finds respondent further culpable in that he failed to take the investigatory steps that he stated he was undertaking, further aiding and abetting Proskauer from investigation or prosecution.

48. That Respondent, in a September 2, 2003 letter (“Deferment Letter”), by acceding to the deferment of the Rubenstein and Joao complaints, allows Dick in his sworn response to the complaint against him at the Virginia State Bar Docket #04-052-1366 to use the First Department as a shield, whereby Dick states that “It is my understanding that both of these complaints [Rubenstein and Joao] have been dismissed, at first without prejudice giving Iviewit the right to enter the findings of the Proskauer Court with regards to Iviewit’s counterclaims, and now with prejudice since the Iviewit counterclaims have been dismissed,” and wherein such a knowing and willful false statement in Dick’s response¹ thereby influences the Virginia Bar. Dick intends to create an aura that the First Department, The Florida Bar and a Florida court had “investigated” and “tried” the matters with due process and determinations were made that vindicated Wheeler, Rubenstein, Joao and Proskauer, whereby there would be no reason to investigate Dick based on the outcome of these factually incorrect prior “trials” and “dismissed” actions, although this is a wholly inaccurate and untrue representation of the outcome of any of these matters. Lastly, the Virginia Bar is convinced that the information stated by Dick is true and is thereby influenced to not investigate matters supposedly already heard by the First Department and others.

49. That by acceding to this deferment, Respondent’s Deferment Letter allows Dick to paint a materially false and misleading picture of the Wheeler Florida Bar complaint wherein he states that “It is my understanding that this complaint has also been dismissed²,” when, the Wheeler complaint at the time was moved to a next higher level of review at The Florida Bar and as of this date has resulted in no investigation of the

¹ William J. Dick, Esq., In the Matter of William J. Dick, Esq. VSB Docket # 04-052-1366 17 (January 8, 2004). (Available upon request)

² Supra Note 4 at 6.

matters and therefore The Florida Bar cannot make an endorsement for either side per the rules regulating The Florida Bar, and this material falsehood further supports the factual allegation that Dick, uses false and misleading conclusions of the First Department combined with false and misleading conclusions of The Florida Bar to shield himself from investigation in Virginia.

50. That by acceding to this deferment, Respondent's Deferment Letter allows Dick to paint a materially false and misleading picture of the Proskauer litigation where he states "The case went to trial ", when, factually, the case never went to trial. Dick based his entire response on the lack of determinations at other venues, particularly the First Department, rather than, for the most part, responding to the Petitioner's allegations and the Dick complaint now resides at the next higher level of review at the Virginia Bar.

51. That Petitioner states that once Respondent became aware of the misrepresentation by a another attorney to other state and federal tribunal of the outcome of the matter at the First Department, he failed in his duties to correct the issues, notify the authorities of the factually incorrect statements being made by another attorney and institute an immediate investigation of Rubenstein, Krane and Joao.

52. That the Petitioner alleges that this coordinated series of attempts to stave off the investigations of the complaints against Proskauer, Rubenstein, Joao, Wheeler, Dick, and now Krane emanates from the very highest levels at Proskauer down to Rubenstein, to his underling Krane (as a result of his close, conflicted relationship to the First Department) and finally to Cahill at the First Department. Further, where Krane and Cahill are two of the most powerful individuals at the First Department in charge of attorney disciplinary matters, this tactic of Proskauer, Rubenstein and Kranes to utilize a

conflicted member of the First Department to gain influence is used as a means to protect Proskauer MLGS, Rubenstein, Joao, Wheeler, Krane and Dick from facing the charges of attorney misconduct and violations of professional ethics as defined by the code. This was all done to cover up charges including patent theft, which such patent theft of Petitioner Technology by Proskauer MLGS, Rubenstein, Joao, Wheeler, Krane and Dick has led to Proskauer's new position as the now self proclaimed formative force in the pioneering of the patent pool for MPEG technology, a technology pool that could not survive now without the Petitioner Technology, and that would, in effect, be trumped by the Petitioner's Technology which has been valued over the life of the patents by Proskauer and others to be worth approximately seventeen billion dollars (\$17,000,000,000.00). That on information and belief such MPEG organization is estimated by industry experts to reach a revenue run rate of up to five billion (\$5,000,000,000.00) by 2007, in large part alleged to be a growth due to Petitioner Technology.

53. That these patent thefts have led to Proskauer becoming the preeminent player in Petitioner's technology through the acquisition of Rubenstein and his patent department from MLGS, immediately after determining the value of the Petitioner's patent applications, where prior, since 1875, Proskauer had been a mainly real estate law firm with no patent department. The acquisition of Rubenstein who specializes in and is a preeminent force in the niche market that Petitioner's Technology relates appears highly unusual and that after learning of the Petitioner's Technology these patent pool are now the single largest benefactor of Petitioner's Technology. That finally, the Technology now in fact inures revenue to Proskauer partners, Joao and Rubenstein,

including but not limited to the fees generated by the patent pools that Proskauer and Rubenstein now control which all benefit from the unauthorized use of Petitioner Technology. The Technology of Petitioner applies to almost every known form of digital imaging and video and has been heralded in the industry as “holy grail” inventions.

54. That as a result of the influence of Krane allowed by Respondent at the First Department and this Court, Petitioner, as per Wolfe, determines that it cannot and not obtain an unbiased review of the complaint against Respondent.

55. That as a result of the influence of Krane allowed by Respondent, the complaint against Rubenstein has languished at First Department since its filing on or about February 25, 2003.

56. That as a result of the influence of Krane allowed by Respondent, the complaint against Joao has languished at First Department since its filing on or about February 26, 2003.

57. That on or about February 1, 2004, Petitioner filed a complaint with the Commissioner of Patents and Trademarks (“Commissioner”), at the bequest of Harry I. Moatz (“Moatz”), the Director of the Office of Enrollment and Discipline, for registered patent attorneys, a unit of the United States Patent and Trademark Office (“USPTO”). Moatz has found problems with inventors, assignments and ownership of the patent applications filed by Rubenstein, Dick and Joao for Petitioner, culminating in Moatz directing Petitioner to file charges with the Commissioner of Patents against Rubenstein and Joao for Fraud Upon the United States Patent and Trademark Office and a true copy of which is attached herein as Exhibit “E”. These charges of Fraud Upon the United States Patent and Trademark Office by these attorneys have been joined by Crossbow

Ventures in addition to Petitioner, as mentioned a four million dollar (\$4,000,000.00) investment is at risk from these attorneys' misconducts, additionally seed capital from H. Wayne Huizenga of five-hundred thousand dollars (\$500,000.00) and hosts of smaller investors capital remains at risk. Similarly, it is claimed that fraud has occurred against Petitioner companies and their shareholders.

58. That on or about January 2, 2003, Moatz, inquired as to the status of the Petitioner's complaints at the First Department against Rubenstein and Joao, both which languished at First Department since their filing on or about February 25, 2003 and February 26, 2003, respectively. That Petitioner, upon contacting Respondent with the patent office information and Moatz's request to speak to Respondent regarding the status of the First Department investigations and further giving Respondent Moatz's telephone number to contact, find that as of today, several months after the request from the USPTO to speak to Respondent, that he still has failed to contact the USPTO per his own admission, it is alleged that this inaction is another result of the conflict of Krane whereby the First Department fails to contact a tribunal such as the USPTO in order to protect Proskauer, MLGS, Rubenstein and Joao.

59. That the Commissioner has heard Petitioner's specific, factual allegations of Fraud Upon the United States Patent and Trademark Office and has granted a six (6) month suspension of the Petitioner patent applications from further prosecution at the USPTO, while matters pertaining to the attorney misconduct can be further investigated. Petitioner has also filed formal responses of similar allegations with the European Patent Office and intends to file soon with the Japanese Patent Office. That Respondent's failure to work or even contact the USPTO points to Respondent's culpability and is further a

sign that Respondent has been influenced by Krane to further avoid his office duties to protect Proskauer, Rubenstein and Joao.

60. That as a result of the multiple conflicts allowed by Respondent at the First Department, and as a result of the languishing of Petitioner's complaints against Rubenstein and Joao since February 2003, Petitioner is confronted with time of the essence patent prosecution matters to repair patent applications, if possible, the detriments of which are at the nexus of the complaints against Respondent and Joao.

61. That due to the failure of Respondent to investigate, discipline, or review the Petitioner's complaints over a sixteen-month period, further damage to the Petitioner's patent portfolio has occurred due to a failure of the First Department to take disciplinary actions, and that has precluded Petitioner from performing next step actions. Therefore, Petitioner asks for immediate investigation into all complaints and allegations, including the new complaints against Respondent and Krane with the First Department.

62. That where the specific factual allegations of Petitioner have been deflected by Proskauer, MLGS, Rubenstein, Joao, and Krane through the misuse of the First Department, through the use of such diabolical tactics and thereby allowed them to allude formal investigation and prosecution of charges ranging from:

- i. Patent theft;
- ii. Fraud upon the United States Patent & Trademark Offices;
- iii. Knowing and willful falsification of patent applications;
- iv. Purposeful falsification of inventors;

- v. Patent application(s) filed whereby no rights, titles, or interests are currently held by Petitioner per the USPTO and conveyance of patent assets to investors fraudulently to raise capital;
- vi. Wrongful assignment of patents to entities, in one particular instance concerning several core patent applications, the equity may be held by Proskauer rather than the investors of Petitioner;
- vii. The forced insertion by Proskauer, through misrepresentation and the falsification of a resume to cover up prior patent malfeasances, of an individual that mismanaged Petitioner and some now stand accused before the USPTO, the Federal Bureau of Investigation, the Securities and Exchange Commission and the Boca Raton Florida Police Department of misappropriation of patent applications and grand theft of Petitioner companies funds;
- viii. To the alleged misappropriation and conversion of funds by individuals referred by Proskauer and with the assistance of Proskauer partners and during Proskauer's representation of Petitioner as general counsel and patent counsel;
- ix. To Proskauer's and Rubenstein's failure to report to the Board of Directors of Petitioner when requested regarding these questionable actions;
- x. To Proskauer's May 2001 billing lawsuit against Petitioner, used as means to harass and further cause damages to Petitioner;

- xi. To material false and misleading statements by Rubenstein to the First Department and to a Florida Court;
- xii. To material false and misleading statements by Wheeler to The Florida Bar and a Florida Court;
- xiii. To material false and misleading statements by Joao to the First Department;
- xiv. To material false and misleading statements by Krane to the First Department;
- xv. To material false and misleading statements by Respondent regarding Krane's involvement with the First Department;
- xvi. To the allowance of Krane to act as counsel with a conflict interest that causes the appearance of impropriety and whereby Krane further fails to disclose such conflict;
- xvii. To the use or abuse of the First Department by Dick whom promulgates false and misleading statements to the Virginia State Bar regarding the complaints against Rubenstein and Joao at the First Department;
- xviii. To failure of the Respondent to correct the misstatements of Dick to the Virginia Bar and further file charges against Dick for attorney misconduct once the First Department was apprised of the false and misleading sworn statements by Dick to the Virginia State Bar regarding the misuse of the First Departments case status against Rubenstein and Joao at the First Department;

- xix. To the allowance of Krane, an individual so engorged in conflicts, basing Rubenstein's response on wholly false information and further resorting to personal attacks on Petitioner's principal inventor, Bernstein, where he parenthetically states that Mr. Bernstein is a murder, conspiracy, and patent theft theorist, yet Mr. Bernstein's specific factual allegations are supported by volumes of evidence already submitted to the First Department and further supported by Stephen J. Warner, Co-Founder and Chairman of Crossbow Ventures, Inc., Petitioner's lead investor as well as many other shareholders;
- xx. To the suppression of Petitioner's specific factual allegations contained in the complaints, that are supported by volumes of evidence already submitted to the First Department and further supported by Stephen J. Warner, Co-Founder and Chairman of Crossbow Ventures, Inc., Petitioner's lead investor as well as many other shareholders, whereby no investigation was conducted;
- xxi. To Proskauer's tactic to utilize Krane, who had a conflict of interest that both Rubenstein, Respondent and Krane failed to disclose, used to influence the First Department to defer the Rubenstein and Joao complaints and further dismiss without formal procedure and due-process the complaint against Krane, and;
- xxii. To Proskauer's ill-advised tactic to defer the Wheeler complaint;
- xxiii. To Proskauer's repeated ill-advised tactic to defer the Rubenstein and Joao complaints; and

xxiv. To Respondent's Deferment Letter being used in other state and federal investigations, whereby the First Department was used as a shield whereby Dick and perhaps other falsely claimed misleading outcomes of the First Department to evade investigations.

Where the events of (i) through (xxiv) have all been successfully used by Proskauer with the First Department acting as a shield, mired in myriad of conflicts of interest causing the appearance of impropriety, whereby such conflicts have aided in the avoidance of investigation that should have been instituted by Respondent and that should have prevented further damages to Petitioner had proper due process been given to the complaints, free of conflicts and the appearance of impropriety created by Rubenstein, Krane and Proskauer's abuse of public office.

63. That Petitioner asserts that Respondent knowingly and willfully allowed these conflicts and did not review or investigate the above series of events for sixteen months due to his close professional relationship with Krane and further aided Krane and Proskauer by not exposing the misuse of the First Department status to other investigatory bodies after learning of the abuses of the First Department and how the outcome of the cases of Rubenstein and Joao were being misrepresented to other tribunals investigating the matters.

Wherefore, Petitioner requests that this Court enter an order directing the immediate investigation of the complaint against Respondent and all other Petitioner complaints presently residing with the First Department.

(II) MOVE COMPLAINT OF RESPONDENT AND ALL RELATED COMPLAINTS TO NEXT HIGHEST LEVEL OF REVIEW DEVOID OF CONFLICTS OF INTEREST AND THE APPEARANCE OF IMPROPRIETY

64. Petitioner re-alleges and hereby incorporates the allegations of Paragraphs 1 through 29 as if fully set forth herein.

65. That as a result of the multiple conflicts allowed by Respondent at the First Department, Petitioner, as per Wolfe, determines that it cannot obtain an unbiased review of the complaint against Respondent.

66. That as a result of the multiple conflicts allowed by Respondent at the First Department, and the close knit nature of the First Department with the remaining three Judicial Department Disciplinary Committees, Petitioner determines, as per Wolfe, that it cannot obtain an unbiased review of the complaint against Respondent at any of these departments and should be elevated to the appropriate department by Wolfe, void of conflicts of both Krane and Respondent.

Wherefore, Petitioner requests, at the suggestion of Wolfe as it pertained to the Rubenstein complaint, that this Court enter an order moving the complaint against Respondent to next highest level of review as determined by this Court to be void of conflicts of interest with Respondent and Krane.

(III) DECLARATORY RELIEF

67. Petitioner re-alleges and hereby incorporates the allegations of Paragraphs 1 through 29 as if fully set forth herein.

68. That, as a result of the ways in which Respondent's Deferment Letter was used in other venues to create an aura of the lack of professional misconducts by Rubenstein and Joao, and that led to Dick's false statements of a "trial" in Florida and a "dismissal" of the matters with prejudice by the First Department and The Florida Bar, Petitioner requests a formal written statement of the history, including all

correspondences from all parties and any communications to third parties, and the present status of the complaints filed by Petitioner against Joao, Rubenstein, Krane and Respondent.

69. That, as a result of the ways in which Respondent's Deferment Letter was used in other investigations to create a false impression of innocence after due process for Rubenstein and Joao, and that further led to Dick's false statements of a "trial" in Florida and a "dismissal" of the matters with prejudice by the First Department and The Florida Bar, the Petitioner requests a written statement pertaining to Respondent's now acknowledged conflicts of Krane.

70. That, as described herein, Respondent's Deferment Letter was used to prejudice other complaints, in other states, on behalf of other attorneys, that now causes Petitioner to request a written statement pertaining to the series of events leading up to the Deferment Letter, including, but not limited to: the exact date information was submitted to First Department; who submitted the information to First Department; what form of delivery was effected to put the information into the hands of First Department, and providing the cover letter, if any, that was submitted with the information; and, what deliberations took place prior to the execution of the Deferment Letter by the First Department and all records of how such correspondence was misaddressed and never returned to the First Department or delivered to the Company.

Wherefore, Petitioner requests that this Court enter an order for declaratory relief for: a written statement of the history and the status of the complaints against Rubenstein, Joao, Respondent, and Krane; an order for declaratory relief for a written statement pertaining to the now acknowledged conflicts of Krane with respect to the Rubenstein,

Joao, and Krane responses to Petitioner's complaints; and an order for declaratory relief pertaining to the series of events leading up to the Deferment Letter.

(IV) STRIKE THE MOTION OF CONFLICTED RESPONDENT

71. Petitioner re-alleges and hereby incorporates the allegations of Paragraphs 1 through 29 as if fully set forth herein.

72. That Respondent caused a motion to be filed with this Court that came after a complaint was filed against Respondent for his involvement with the Krane conflict and his further attempts to cover-up for the conflict of Krane, and whereby such complaint called for the removal of Respondent from all Petitioner complaints with the First Department to avoid further conflict of interest and the appearance of impropriety. It is alleged that after Respondent was noticed that Wolfe had directed Petitioner to file a motion to remove the complaints from the conflict, that Respondent usurped Wolfe's request and filed his own motion with this Court, fraught with errors and material misrepresentation of the facts surrounding the complaints. Further, Respondent fails to mention in the motion the complaint lodged against him, which would have precluded such motion from being entered. The motion of Respondent appears to be another attempt to cover-up the specific factual allegations contained herein and trump this motion that was being prepared by Petitioner.

73. That the motion of Respondent before this Court attempts to minimize the conflict of interest and appearance of impropriety that was found to exist, as Respondent states that "there may be" a conflict of interest and appearance of impropriety, when in fact he was fully cognizant that such allegations were already confirmed by Wolfe and

himself. This further appears to be a conflict of interest and furthers the appearance of impropriety now caused by Cahill, in addition to the Krane conflicts that already existed.

Wherefore, Petitioner requests that this Court enter an order striking the June 17, 2004 motion of Respondent to this Court.

This 8th day of July 2004.

X

Eliot I. Bernstein, Pro Se

X

P. Stephen Lamont, Pro Se

Iviewit Holdings, Inc.
10158 Stonehenge Circle, Suite 801
Boynton Beach, Fla. 33437
Telephone (561) 364-4240

X

Eliot I. Bernstein
Founder, President & Inventor

X

P. Stephen Lamont
Chief Executive Officer

Digitally signed by Eliot I. Bernstein
DN: CN = Eliot I. Bernstein, C = US, O =
Iviewit Holdings, Inc.
Reason: I am the author of this document
Location: BOYNTON BEACH, FL
Date: 2004.07.08 14:59:21 -04'00'

Digitally signed by Eliot I. Bernstein
DN: CN = Eliot I. Bernstein, C = US, O = Iviewit Holdings, Inc.
Reason: I am the author of this document
Location: BOYNTON BEACH, FL
Date: 2004.07.08 14:59:49 -04'00'

Sworn to and subscribed to me on this 8th day of July 2004.

X

Notary Public



Tamby L. Wilder
MY COMMISSION # DD039951 EXPIRES
July 8, 2005
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was furnished by facsimile this 2nd day of July 2004, to Thomas J. Cahill, 61 Broadway, 2nd Floor, New York, New York 10006, (212) 401-0801



Digitally signed by Eliot I. Bernstein
DN: CN = Eliot I. Bernstein, C = US, O =
Viewit Holdings, Inc.
Reason: I am the author of this document
Location: BOYNTON BEACH, FL
Date: 2004.07.08 15:00:20 -04'00'

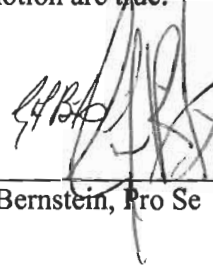
X

Eliot I. Bernstein, Pro Se

CERTIFICATE OF AFFIRMATION

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

Before me, the undersigned authority, personally appeared Eliot I. Bernstein, who was duly sworn and says that the facts alleged in the foregoing motion are true.



Digitally signed by Eliot I. Bernstein
DN: CN = Eliot I. Bernstein, C = US, O =
Iviewit Holdings, Inc.
Reason: I am the author of this document
Location: BOYNTON BEACH, FL
Date: 2004.07.08 15:00:44 -04'00'

X

Eliot I. Bernstein, Pro Se

Sworn to and subscribed to me on this 9th day of July 2004.



X

Notary Public



Tamby L. Wilder
MY COMMISSION # DD039951 EXPIRES
July 8, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

LIMITED POWER OF ATTORNEY

I. PARTIES. I, P. Stephen Lamont ("Principal"), with a principal address of Four Ward Street, Brewster, New York hereby appoint Eliot I. Bernstein ("Attorney-in-Fact") with a principal address of 10158 Stonehenge Circle, Suite 801, Boynton Beach, Fla. and telephone number of 561-364-4240 as attorney-in-fact to represent me in affairs consisting only of those powers listed in Section II herein.

II. POWERS.

1. Execution of Signature Pages for Cahill and Rubenstein, Joao, and Krane Petitions to Supreme Court of New York

III. DURATION. Said Attorney-in-Fact shall, subject to revocation in writing, have authority to conduct items one (1) above and perform on behalf of Principal: All acts necessary and requisite to facilitate said functions and/or proceedings from the period July 8, 2004 through July 9, 2004 ("Duration").

IV. OTHER ACTS.

1. None.

V. MISCELLANEOUS.

1. **NOTICES.** Copies of notices and other written communications addressed to the Principal in proceedings involving the above matters should be sent to the address set forth above.
2. **CONFORMANCE TO STATE LAW.** It is the intention of the parties that this Limited Power of Attorney conform to the laws of the State of New York, and should any section of this Limited Power of Attorney not conform to the laws of the State of New York, it is the intention of the parties that said section(s) be substituted for that section that would otherwise conform to the laws of the State of New York. Should the laws of the State of New York require any other section(s) other than the sections of this Limited Power of Attorney, it is the intention of the parties, that said section(s) be construed to be included in this Limited Power of Attorney, as if said sections were included herein.
3. **NO PRIOR POWERS.** This Limited Power of Attorney revokes all prior powers of attorney by and between Principal and Attorney-in-Fact with respect to the same matters and years or periods covered by this instrument.

By:  P. Stephen Lamont

Signature Valid

Digitally signed by P. Stephen Lamont
DN: cn=P. Stephen Lamont,
o=ViewIt Holdings, Inc.,
ou=Corporate, c=US
Date: 2004.07.08 13:44:20 -0400

P. Stephen Lamont, Principal

EXHIBIT A



"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

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,



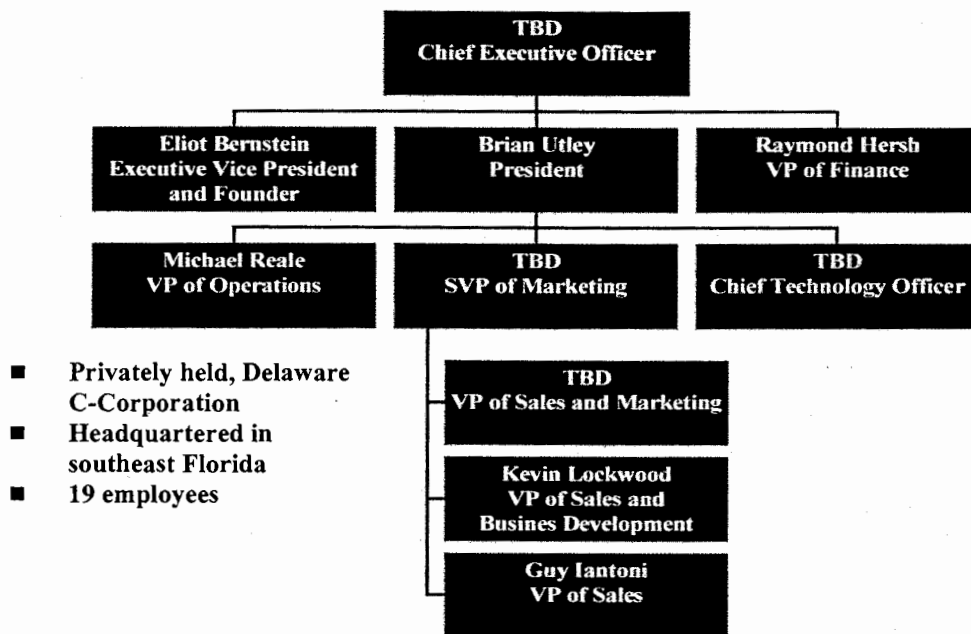
Brian G. Utley



V. MANAGEMENT

Organization Chart

Figure 10
Organizational Chart



Senior Management Biographies

Whereas 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 Chief Technical Officer, iviewit has assembled a complementary and seasoned, management team with Fortune 100 and early-stage, entrepreneurial experience. This team consists of the following personnel:

Brian G. Utley, President (67) — For over 30 years, Mr. Utley was responsible for the development and world-wide management of many of IBM's most successful products such as the AS400 and the PC. Entering IBM's executive ranks in the early 1980s, Mr. Utley's impact was felt in all areas of IBM's advanced technology product development, including Biomedical Systems, European Operations, and most importantly, IBM's launch of the Personal Computer. Following the introduction of the PC in the United States, Mr. Utley moved to Europe where he was responsible for a number of IBM's overseas activities including managing the launch of the PC across Europe and the Middle East. His career with IBM culminated with his responsibility as Vice President and General Manager of IBM Boca Raton with a work force of over 6,000 professionals. He is a graduate of San Francisco City College.

Eliot I. Bernstein, Founder and Vice Chairman (37) — Prior to founding iviewit, Mr. Bernstein spent 15 years with SB Lexington where he was President of the West Coast Division creating and developing many innovative, computer-based multi-media marketing tools which remain in use supporting multi-billion dollar service industries. Mr. Bernstein is a graduate of the University of Wisconsin.

Michael A. Reale, VP of Operations (60) — Mr. Reale has over 20 years of operations experience, including P&L, quality, and delivery performance accountability. Most recently, Mr. Reale was the Chief Operating Officer for Boca Research (Nasdaq:BOCI), a manufacturer of personal computer enhancement and Internet thin client products. Prior to Boca Research, Mr. Reale spent two years as President of MGV Manufacturing Corp., a premier provider of computer memory assemblies with operations in the COMPLAINTS SUPREME COURT

Mr. Reale was also responsible for seven operations in the United States and overseas as Senior Vice President for SCI Systems, Inc., a Fortune 500 electronics contract manufacturer. His operating background also includes twenty years with IBM culminating as Director of Manufacturing for the Personal Computer Division. Mr. Reale received his BA and MBA from Pace University.

Raymond T. Hersh, Vice President of Finance (58) — Mr. Hersh is a private investment banker, specializing in strategic development. He has over 35 years of successful business and operating experience involving financial services, telecommunications, manufacturing, and corporate strategic planning. For over 20 years, Mr. Hersh has operated and grown companies in Florida, and most recently, he was co-founder and President/CEO of New Medical Concepts, Inc., a telecom company specializing in providing healthcare information. He successively grew two Florida-based specialty manufacturing companies from combined revenues of about \$2.7 million to over \$19 million. Mr. Hersh also spent nine years as an investment banker in New York City where his last position was President of a member firm of the New York and American Stock Exchanges. Earlier, he spent five years as an Enforcement Attorney with the U. S. Securities and Exchange Commission in New York City where he exited as a Branch Chief. He is a member of the New Jersey and New York Bars. Mr. Hersh received his BA from Lafayette College and his LLB/JD from the University of Pennsylvania.

Kevin J. Lockwood, Vice President of Sales and Business Development (40) — Mr. Lockwood joins iviewit from Cylex Systems where he held the position of Executive Vice President of Sales and assisted in securing three rounds of funding exceeding \$20 million. He also was instrumental in developing a distribution channel as well as signing accounts such as Outsourcing International, Tampa General and a significant seven-year contract with Best Buy Corporation. He also held the position of Head of Sales for Acer America, Inc. where he increased sales from a run rate of \$150 million annually to over \$1.5 billion annually in only a 17-month time. In addition, Mr. Lockwood successfully launched the Fujitsu P.C. into the U.S. and in the first year amassed revenues of over \$200 million. He is a graduate of the University of Maryland with a Bachelor of Science degree in Business Administration.

Guy Iantoni, Vice President of Sales (35) — Prior to joining iviewit in 1999, Mr. Iantoni was Senior Financial Representative with Fidelity Investments. From 1995 to 1997, he served as an Investment Management Consultant to the private client group of Morgan Stanley Dean Witter & Company, Inc. Prior thereto, Mr. Iantoni spent four years with Eli Lilly and Company creating and implementing many direct marketing and sales campaigns for the healthcare industry. He has developed computer databases and systems to effectively market and target segments in both the financial markets and the healthcare industries. Mr. Iantoni is a graduate of the University of Wisconsin with an advanced degree in Pharmacy.

Board of Directors

**Simon L. Bernstein – Chairman Emeritus
SB Lexington**

Mr. Bernstein has pioneered the development of proprietary life insurance products and has formed two companies to facilitate the sales of these products. Mr. Bernstein developed for both companies a national sales and marketing network, which now account for over a billion in life premium sales. Mr. Bernstein's career in the life insurance industry began in 1965 when he became the top producer for Aetna Life and Casualty Company. He has remained in the top 5% of life insurance sales agencies since that time. Mr. Bernstein supplied the initial "angel" investment for iviewit.

Eliot I. Bernstein – Founder & Vice Chairman

Brian G. Utley - President

EXHIBITS
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Kenneth Anderson
myCFO

Mr. Anderson brings over 20 years of experience in the financial services world to his recent move to Jim Clark's new start-up myCFO. Prior to joining myCFO, Mr. Anderson served as a partner in Arthur Andersen's private client services practice where he created the family wealth and financial planning practice for the southern California practice. He focused on estate and income tax planning for high net worth individuals and families. Mr. Anderson has significant experience in compensation, insurance, and business succession consulting.

He is a board member of the Idyllwild Arts and Boy Scouts of America, Western Council. Ken is a founding member of the Family Business Program at the University of Southern California. He served as director of the Society of CPA/Financial Planners, was a member of the California CPA Society Committee on Personal Financial Planning. Mr. Anderson is on the Board of Directors of iviewit and Schaeffer Autosimulation, LLC. Mr. Anderson holds a BS in accounting and economics from Valparaiso University and a JD with an emphasis on taxation from the Valparaiso University School of Law.

Maurice R. Buchsbaum
Chief Executive Officer, Emerald Capital Partners

Mr. Buchsbaum has engaged in corporate finance projects as a principal, advisor, consultant, officer, director or senior managing director for the past 27 years. As a partner or senior officer of several leading investment banks (including Drexel Burnham, Kidder Peabody and JW Genesis), he has worked in all aspects of corporate finance. He formed Emerald Capital Partners in early 1999, to provide strategic planning and banking advice to a myriad of small and medium sized American growth companies. He has engaged in numerous public and private transactions and activities that include seed capital, early stage financing, major and late stage strategic finance, restructuring and mergers/acquisitions ranging in size from \$1 million to \$700 million. His industry experience includes health care, technology, telecommunications, biotechnology, financial services, environmental, and airlines. He holds BS and MBA degrees with honors from Ohio State University, and was a fellow in the doctoral program at Northwestern University.

Donald G. Kane, II
President, GDI

Prior to joining GDI (a privately held holding company that controls four B2B companies), Mr. Kane was a Managing Director in the Investment Banking Division of Goldman Sachs & Co. During his fourteen-year career at Goldman Sachs, Mr. Kane created the firm's Midwest Financial Institutions practice and founded the Global Financial Institutions Technology Group. He is a Board member and Vice Chairman of Sagence Systems, Inc., a GDI company and is a member of the Board of Versifi, Inc. and Ergo Systems. Mr. Kane is an advisor to Signcast, Inc., Gryphon Holdings, and Capita Technologies. He is a member of the Kellogg Graduate School of Management Advisory Board at Northwestern University and is a member of the Board of the Metropolitan YMCA of Chicago.

Gerald R. Lewin
Senior Partner, Goldstein Lewin & Co.

Mr. Lewin has been a certified public accountant since 1973 and is licensed to practice in the states of Florida and Michigan. Mr. Lewin is a Senior Partner of Goldstein Lewin & Co., a leading southeastern accounting firm. Mr. Lewin specializes in business consulting and is highly knowledgeable in many areas of accounting, tax and financial planning. Mr. Lewin is a member of both the American Institute of Certified Public Accountants and the Florida Institute of Certified Public Accountants.

H. Hickman Powell
General Partner, Crossbow Ventures

Prior to joining CrossBow Ventures, Mr. Powell spent 14 years as an investment analyst and corporate finance advisor. He worked with McKinsey & Company and J.P. Morgan

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**

Completely contradicts statements made by Rubenstein and Wheeler to the Florida Bar and the New York Bar

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

EXHIBITS

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world. Founded in 1875 in New York City, the firm employs 475 attorneys and has wide experience in all areas of practice important to businesses, including corporate finance, mergers and acquisitions, real estate transactions, bankruptcy and reorganizations, taxation, litigation and dispute resolution, intellectual property, and labor and employment law.

Armstrong Hirsch Jackoway Tyerman & Wertheimer, P.C.

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 in developing the business structure and strategic relationships for iviewit.

Foley & Lardner

One of the oldest and largest law firms in America. Founded in 1842, the firm now has more than 750 attorneys in 14 offices, following the February 1996 merger with Weissburg and Aronson, Inc. Foley & Lardner's over 100 highly skilled intellectual property attorneys constitute one of the largest and most sophisticated technology groups in a general-practice law firm in the United States. As one of the few large national law firms with a global intellectual property law group, it is uniquely positioned to help iviewit capitalize on its foreign filings. The firm's broad-based representations in litigation, regulatory affairs and general business counseling is complemented by one of the world's most highly trained staffs, which includes 65 engineering and advanced technical degrees, including 12 Ph.D.'s. The list of clients using Foley & Lardner to fill their intellectual property legal needs ranges from small entrepreneurial start-up companies to large international and multinational corporations. Foley & Lardner attorneys provide solutions and successfully serve the needs of clients around the world, including those situated in the United States, Canada, Latin America, the European Union, Eastern Europe, the Middle East, and the Pacific Rim.

- **William J. Dick** - Special Counsel to the West Palm Beach office of Foley & Lardner. A member of the firm's Intellectual Property Department (Electronics Practice Group), Mr. Dick currently focuses on mentoring other members of the Electronics and Consumer Products Practice Groups in various IP related matters. He also conducts weekly classes in patent related matters for new associates. Mr. Dick joined Foley & Lardner after 26 years with IBM. He began as a patent attorney, and has handled all phases of patent, trademark and copyright duties, including litigation. Mr. Dick's most recent position with IBM was as Assistant General Counsel to IBM Asia Pacific. Mr. Dick is a graduate of the University of Virginia (B.M.E., 1956; L.L.B., 1962 changed to J.D., 1970)
- **Douglas Boehm** - a partner in the Milwaukee office of Foley & Lardner and a member of the firm's Intellectual Property Department (Consumer & Industrial Products Practice Group and Health Information Technology Practice Group), Mr. Boehm practices in the areas of patent, trademark, copyright, and trade secret counseling; U.S. and foreign patent prosecution; and computer software and intellectual property licensing and technology transfers. Mr. Boehm's technical focus encompasses electrical and electronic engineering, including analog/digital/RF circuitry, radio telecommunications, lasers and fiber optics, and computer hardware and software. He has extensive experience in private industry, having worked as a development engineer and patent agent for Motorola, and as patent counsel for a subsidiary of Amoco Technology Company.

EXHIBIT B

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Fax 212.969.2900

LOS ANGELES
WASHINGTON
BOCA RATON
NEWARK
PARIS

Steven C. Krane
Member of the Firm

Direct Dial: 212.969.3435
skrane@proskauer.com

May 21, 2004

By Facsimile and Mail

Thomas J. Cahill, Esq
Chief Counsel
Departmental Disciplinary Committee
61 Broadway
New York, New York 10006

Re: Complaint of Iviewit Holdings, Inc. -- Docket No. 2003.0531

Dear Mr. Cahill:

I represented my partner, Kenneth Rubenstein, in connection with the complaint filed against him in March 2003 by Iviewit Holdings, Inc. That proceeding was closed pursuant to your letter of September 2, 2003.

Iviewit has now asked that the response I submitted on April 11, 2003 be stricken on the ground that I had a conflict of interest by virtue of my various position with the New York State Bar Association. Obviously, Iviewit is not aware that there is no connection between the Departmental Disciplinary Committee, which operates under the aegis of the Appellate Division of the Supreme Court, and the New York State Bar Association, which is a voluntary organization of lawyers. This confusion is not surprising, since the principals of Iviewit are from Florida, where it is the Florida Bar that investigates and disciplines lawyers.

Accordingly, I respectfully request that Iviewit's "Demand to Strike Response" be rejected and that any complaint against me arising out of my representation of Mr. Rubenstein be dismissed. I stand ready to provide the Committee with whatever additional information it may require in connection with this matter.

Yours very truly,



Steven C. Krane

PROSKAUER ROSE LLP

Thomas J. Cahill, Esq

May 21, 2004

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cc: Mr. Eliot Bernstein
Mr. P. Stephen Lamont

EXHIBIT C

STEVEN C. KRANE

Phone 212.969.3435
skrane@proskauer.com

New York, NY
 PARTNER

New York, NY Office:

1585 Broadway
 Fax 212.969.2900

Practice Areas:

Alternative Dispute Resolution
 Constitutional
 Commercial Litigation
 Securities
 Sports
 Trademark & False Advertising
 Appellate
 Legal Ethics Counseling
 Gambling / Lotteries
 Licensing / Sports
 Limited Liability Companies And Partnerships

Education:

- NEW YORK UNIVERSITY SCHOOL OF LAW, J.D., 1981
- EDITOR, NEW YORK UNIVERSITY JOURNAL OF INTERNATIONAL LAW AND POLITICS, 1979-1981
- STATE UNIVERSITY OF NEW YORK AT STONY BROOK, B.A., CUM LAUDE, 1978
- PHI BETA KAPPA

Bar Admission:

- 1982 NEW YORK

Court Admissions:

- 1982 U.S. DISTRICT COURT, NEW YORK, EASTERN DISTRICT
- 1982 U.S. DISTRICT COURT, NEW YORK, SOUTHERN DISTRICT
- 1987 U.S. COURT OF APPEALS, SECOND CIRCUIT
- 1987 U.S. SUPREME COURT
- 1997 U.S. COURT OF APPEALS, SIXTH CIRCUIT

Bar Affiliations:

- NEW YORK STATE BAR ASSOCIATION, PRESIDENT, 2001-2002
- NEW YORK STATE BAR ASSOCIATION, MEMBER, HOUSE OF DELEGATES, 1996 - PRESENT
- NEW YORK STATE BAR ASSOCIATION, VICE-CHAIR, COMMITTEE ON THE FUTURE OF THE PROFESSION, 1997 - PRESENT
- NEW YORK STATE BAR ASSOCIATION, CHAIR, SPECIAL COMMITTEE TO REVIEW THE CODE OF PROFESSIONAL RESPONSIBILITY, 1995 - PRESENT
- NEW YORK STATE BAR ASSOCIATION, MEMBER, SPECIAL COMMITTEE TO REVIEW THE CODE OF PROFESSIONAL RESPONSIBILITY, 1992-1995
- NEW YORK STATE BAR ASSOCIATION, MEMBER, SOMMITTEE ON PROFESSIONAL ETHICS, 1990-1994
- NEW YORK STATE BAR ASSOCIATION, CHAIR, TASK FORCE ON SIMPLIFICATION OF LAW, 1989-1991; MEMBER 1988-1989, 1991-1992
- NEW YORK STATE BAR ASSOCIATION, MEMBER, COMMITTEE ON COURTS OF APPELLATE JURISDICTION, 1984-1988
- ASSOCIATION OF THE BAR OF THE CITY OF NEW YORK, CHAIR, COMMITTEE ON PROFESSIONAL AND JUDICIAL ETHICS, 1993-1996
- ASSOCIATION OF THE BAR OF THE CITY OF NEW YORK, SECRETARY, COMMITTEE ON PROFESSIONAL AND JUDICIAL ETHICS, 1985-1988
- ASSOCIATION OF THE BAR OF THE CITY OF NEW YORK, MEMBER, COMMITTEE ON PROFESSIONAL AND JUDICIAL ETHICS, 1990-1993
- ASSOCIATION OF THE BAR OF THE CITY OF NEW YORK, CHAIR, DELEGATION TO THE NYSBA HOUSE OF DELEGATES, 1997 - PRESENT; MEMBER 1996 - PRESENT
- ASSOCIATION OF THE BAR OF THE CITY OF NEW YORK, MEMBER, COMMITTEE ON PROFESSIONAL RESPONSIBILITY, 1985-1988
- ASSOCIATION OF THE BAR OF THE CITY OF NEW YORK, CHAIR, SUBCOMMITTEE ON PROVISION OF LEGAL SERVICES, 1987-1988

- ASSOCIATION OF THE BAR OF THE CITY OF NEW YORK, MEMBER, COMMITTEE ON FEDERAL COURTS, 1996 - PRESENT
- ASSOCIATION OF THE BAR OF THE CITY OF NEW YORK, MEMBER, AD HOC COMMITTEE ON PRIVATE LEGAL REFERRAL SERVICES, 1987-1989
- ASSOCIATION OF THE BAR OF THE CITY OF NEW YORK, MEMBER, AD HOC COMMITTEE ON MASS DISASTER PREPAREDNESS, 1996 - PRESENT
- ASSOCIATION OF THE BAR OF THE CITY OF NEW YORK, MEMBER, SPECIAL COMMITTEE ON GOVERNMENT ETHICS, 1988-1990
- NEW YORK STATE BAR ASSOCIATION, MEMBER, EXECUTIVE COMMITTEE, JUNE 1998 -

Other Affiliation:

- AMERICAN LAW INSTITUTE, MEMBER, 1993 - PRESENT

Clerkship:

- LAW CLERK, HON. JUDITH S. KAYE, NEW YORK STATE COURT OF APPEALS, ALBANY, NY, 1984-1985

Government Service:

- CHAIR, GRIEVANCE PANEL, UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT OF NEW YORK, 1995 - PRESENT
- MEMBER, DEPARTMENTAL DISCIPLINARY COMMITTEE OF THE APPELLATE DIVISION, FIRST DEPARTMENT, 1996 - PRESENT
- SPECIAL TRIAL COUNSEL, DEPARTMENTAL DISCIPLINARY COMMITTEE OF THE APPELLATE DIVISION, FIRST DEPARTMENT, 1991-1993
- MEMBER, NEW YORK STATE OFFICE OF COURT ADMINISTRATION TASK FORCE ON ATTORNEY PROFESSIONALISM AND CONDUCT, 1996 - PRESENT

Biography:

Steven Krane joined Proskauer upon his graduation from the New York University School of Law in 1981, taking a year off in 1984-85 to serve as law clerk to Judge Judith S. Kaye of the New York Court of Appeals. He became a partner in the Litigation and Dispute Resolution Department in 1989. Although a general commercial litigator, Steven has considerable experience in representing sports leagues and teams in a wide variety of matters, and also maintains a practice concentration in the field of legal ethics and professional responsibility.

Sports Law

Sports leagues and teams frequently need advice on a wide variety of issues, and Steven has been consulted by them on questions relating to, among other things, antitrust law, trademark law and labor relations. Over the past several years, Steven has represented the National Basketball Association, National Hockey League, Major League Baseball, Major League Soccer and the Women's National Basketball Association in a broad range of litigated and non-litigated matters. Among the more prominent matters in which Steven has been involved were the NBA's successful challenge to Oregon's basketball lottery, the Bridgeman and Williams antitrust lawsuits that led to the NBA's 1988 and 1994 collective bargaining agreements, the NBA players' 1995 campaign to "decertify" their union, and the 1991 arbitration concerning Patrick Ewing's claimed status as an unrestricted free agent.

A few months ago, Steven brought to a successful conclusion a racketeering case brought against the NHL by an alleged class of former players against the League and Alan Eagleson, the former Executive Director of the players' union. The players contended that the NHL and its team owners permitted Eagleson to divert money from the players' union for his own personal benefit in exchange for concessions in collective bargaining. Steven is currently defending Major League Soccer in an antitrust class action challenging the terms and conditions under which professional soccer players are employed. Major League Soccer is not a traditional, franchise-based sports league, but is structured as a single entity. The litigation, which challenges the structure of the league, has far-reaching implications for all sports leagues.

He has also been involved in successfully lobbying the U.S. Congress, which led to the Professional and Amateur Sports Protection Act of 1992 -- the law that prohibits most sports betting in the United States -- and the Governor of Oregon who, in response to legal arguments, withdrew his support for sports betting at gambling casinos in the state.

Professional Responsibility/Ethics

It has been said that "sometimes even lawyers need lawyers." Steven has been active in representing

lawyers and law firms in a variety of professional matters, such as defending them against charges before grievance and disciplinary committees, representing them in disputes concerning admission to the bar, defending them in cases charging that they participated in securities fraud committed by their clients, as well as rendering opinions and otherwise counseling them on a broad range of ethical issues. He has served as a litigation consultant and has been an expert witness on a variety of issues such as conflicts of interest and solicitation of clients by lawyers leaving a law firm. Steven has written extensively on issues of professional responsibility. One of his major articles, "When Lawyers Represent Their Adversaries: Conflicts of Interest Arising out of the Lawyer-Lawyer Relationship," was published in the Hofstra Law Review in 1995 and has been relied upon by the American Law Institute's Restatement of the Law Governing Lawyers.

Steven currently serves as Chair of the New York State Bar Association's Committee on Standards of Attorney Conduct, the successor to the Special Committee to Review the Code of Professional Responsibility. These groups conducted a five-year project of reviewing and proposing a series of amendments to the ethical rules governing lawyers, which were adopted by the New York courts in 1999. He is a member at large of that Association's Executive Committee and a Fellow of the New York Bar Foundation. He served as a member of the NYSBA Committee on Professional Ethics for four years (1990-94). On June 1, 2001, he took office as President of the NYSBA, the youngest person ever to hold that post.

Steven spent nine of the 11 years from 1985 to 1996 associated in various capacities with the Committee on Professional and Judicial Ethics of the Association of the Bar of the City of New York, most recently serving a three-year term as the Committee Chair. During his tenure, the City Bar Ethics Committee published an unprecedented 35 formal opinions on a broad range of topics of general interest to the bar. Additionally, he has been a member of the New York State Office of Court Administration Task Force on Attorney Professionalism and Conduct since 1996, and was elected to membership in the American Law Institute in 1993. Steven served as a Hearing Panel Chair for both the Departmental Disciplinary Committee for the First Judicial Department and the Committee on Grievances of the United States District Court for the Southern District of New York. He also previously served as a special prosecutor for the First Department Disciplinary Committee.

Steven has taught and lectured extensively in both of his fields of concentration. He developed and taught a course in sports law at the Georgia Institute of Technology, and for several years taught legal ethics at the Columbia University School of Law as a member of its adjunct faculty. He is a frequent lecturer on professional responsibility and on antitrust and other issues affecting the sports industry.

EXHIBIT D

DEPARTMENTAL DISCIPLINARY COMMITTEE
SUPREME COURT, APPELLATE DIVISION
FIRST JUDICIAL DEPARTMENT

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September 2, 2003

PERSONAL AND CONFIDENTIAL

COPY

Eliot I. Bernstein
I VIEWIT #801
10158 Stonehenge Circle
Boynton Beach, FL 33437

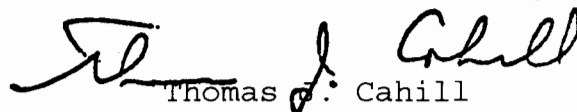
Re: Matter of Kenneth Rubenstein, Esq.
Docket No. 2003.0531

Dear Mr. Bernstein:

As you know, there is pending litigation concerning the same or related facts which you have alleged here. We have found that a judicial resolution of such matters is helpful to the Committee. Accordingly, we have decided to close our investigation at this time.

The Committee arrived at this determination after the case was submitted to a member of the Committee, an independent board of lawyers and non-lawyers appointed by the Appellate Division, First Judicial Department. The Committee member concluded that we should await the conclusion of the litigation. We request, however, that you inform the Committee of any court decision or other event which may warrant an immediate investigation by the Committee.

Very truly yours,


Thomas J. Cahill

LAWRENCE J. BANKS
SALLY W. BERG
DOUGLAS W. BRANDRUP, Esq.
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TJC:adp/P:JGW/A:ANB

D-PL/C(F475/TB520)

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September 2, 2003

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MARY B. MAGUIRE
CHARLES C. MARINO
DOUGLASS B. MAYNARD, Esq.
LAWRENCE D. MCGOVERN, Esq.
CHARLES G. MOERDLER, Esq.
MATHIAS E. MONE, Esq.
MERCEDES A. NESFIELD
JANE W. PARVER, Esq.
ANTHONY M. RAGICE, Esq.
ANDREW W. REGAN, Esq.
TIMOTHY G. REYNOLDS, Esq.
MICHAEL J. ROSENBERG
REUBEN SAMUEL, Esq.
AUGUSTIN J. SAN FILIPPO, Esq.
SAMUEL W. SEYMOUR, Esq.
DANIEL E. SIFF, Esq.
MARIAN E. SILBER, Esq.
EUGENE P. SOUTHER, Esq.
JOHN L. WARDEN, Esq.
ERIC J. WARNER, Esq.
SUSAN WELSHER
COMMITTEE MEMBERS

THOMAS J. CAHILL
CHIEF COUNSEL
SHERRY K. COHEN
FIRST DEPUTY CHIEF COUNSEL

ANDRAL N. BRATTON
DEPUTY CHIEF COUNSEL

CHRISTINE C. ANDERSON
ROBERTA N. BERKWITS
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VITALY LIPKANSKY
STEPHEN P. MCGOLDRICK
JAMES T. SHED
EILEEN J. SHIELDS
JUDITH N. STEIN
RAYMOND VALLEJO
LA TRISHA WILSON
STAFF COUNSEL

PERSONAL AND CONFIDENTIAL

Eliot I. Bernstein
IVIEWIT # 801
10158 Stonehenge Circle
Boynton Beach, FL 33437

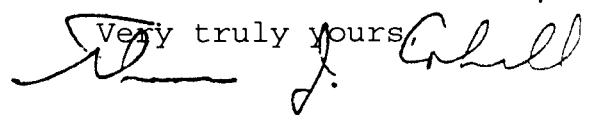
Re: Matter of Raymond A. Joao, Esq.
Docket No. 2003.0532

Dear Mr. Bernstein:

As you know, there is pending litigation concerning the same or related facts which you have alleged here. We have found that a judicial resolution of such matters is helpful to the Committee. Accordingly, we have decided to close our investigation at this time.

The Committee arrived at this determination after the case was submitted to a member of the Committee, an independent board of lawyers and non-lawyers appointed by the Appellate Division, First Judicial Department. The Committee member concluded that we should await the conclusion of the litigation. We request, however, that you inform the Committee of any court decision or other event which may warrant an immediate investigation by the Committee.

Very truly yours,



Thomas J. Cahill

TJC:adp/I:JP/P:JGW/A:ANB

D-PL/C(F475/TB520)

COPY

EXHIBIT E

CONFIDENTIAL

Ken,

Attached are the inventor change forms for the US applications signed by the assignee Stephen Warner of Alpine Venture Capital Partners L.P. for filing with the change form I signed.

Thanks!

P.S. - Did you find out any information on what to do with the European & Japanese filings or whom to contact?

Eliot

To: Kenneth Weider

From :

Pages: 43

For Information Call:

Fax Number :



IVIEWIT HOLDINGS, INC.

Eliot I. Bernstein
Founder
Direct Dial: 561.364.4240

VIA – FACSIMILE

Thursday, March 04, 2004

U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks

Re: **CHANGE OF INVENTOR REQUEST – INTENT TO DECIEVE AND
COMMIT FRAUD UPON THE UNITED STATES PATENT &
TRADEMARK OFFICE (USPTO) IS CLAIMED**

US SERIAL NO. 09 522 721

Dear Commissioner of Patent & Trademarks:

Please let the attached changed of inventors request serve as an official request pursuant Section **37CFR 1.48** to change the inventors. Whereby, intent to commit fraud on the USPTO is the listed reason.

Very truly yours,

A handwritten signature in cursive script, appearing to read "E.I. Bernstein".

Eliot I Bernstein
President
I View It Holdings, Inc. and any/all affiliates



U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks
Thursday, March 04, 2004
Page 2 of 9

CHANGE OF INVENTOR REQUEST
US SERIAL NO. 09 522 721

PURSUANT TO 37CFR 1.48
INTENT TO DECIEVE AND COMMITT FRAUD UPON THE USPTO

I, Eliot I. Bernstein, as acting President of Iviewit and its affiliates, and as a named inventor on this application, hereby request that the true and correct inventors be added and the wrong inventors removed from this Non Provisional application **09 522 721** to properly name the inventors of this invention.

The listed and **incorrect** inventors for this application are:

Eliot I. Bernstein

The **true and correct inventors** for this application are:

Eliot I. Bernstein
Zakirul Shirajee
Jude Rosario

The reason for this correction:

The true and correct inventors have been purposefully been left off this patent application by three different counsels all failing to correctly fix the inventor issues and wrong disclosures. Since the creation of the invention, our initial counsel in the Provisional filing **60 125 824** attorneys Kenneth Rubenstein of Proskauer Rose LLP ("PR") and Raymond Joao of Meltzer, Lippe, Goldstein, Wolf & Schlissel, P.C., ("MLGS") failed after repeated requests to make the inventor and content changes, although they had full knowledge of the correct inventors and the correct invention. In addition, the content of the Provisional application had changed from what the inventors disclosed initially and pertinent disclosures were left out with malice and intent to deceive the USPTO and further deprive the inventors of their inventions. Subsequent counsel to "PR" attorneys William Dick, Douglas Boehm and Steven Becker of Foley & Lardner ("FL") on this Non Provisional filing, failed to correct either the inventors or the content of the Provisional or Non-Provisional. This may now leave the pertinent disclosures left off and incorrect inventors, to serve as new matter in the in subsequent Non Provisional filings that claim priority to the Provisional application. Successor counsel to "FL" attorneys



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Norman Zafman, Thomas Coester and Farzad Amini of Blakely Sokoloff Taylor & Zafman LLP ("BSZT") also failed to file the corrections despite repeated requests by the Company to get the corrections to the patent office and further let this application go abandoned as they determined it had little merit based on the problems this application had from Raymond Joao forward and they felt that replacing it was not a problem, although they cautioned that new matter could cause problems in subsequent application filed by "FL" 09 630 939 which contained further errors in the inventors.

Initially, attorneys Kenneth Rubenstein of "PR" and Raymond Joao of "MLGS" knowingly, with malice and intent to commit fraud upon the USPTO, left inventors and critical disclosures off the Provisional application after obtaining the true and correct signatures and disclosures in meetings. Mssrs: Rubenstein and Joao, on the subsequent Non Provisional Filing (**09 522 721**) and the PCT (**00 07772**) filings, despite being aware of the prior problems discovered over the course of the year, made no attempt to fix their errors on the Non-Provisional filing. They further continued the errors of their Provisional filing, despite having the inventors sign and fix the new Non-Provisional filings; the changes and signatures were completely discarded by them and again a different application was filed with wrong content and wrong inventors. Mr. Rubenstein, an Advisor to the Board and Shareholder, who under deposition claimed to not know the Company now, had been the first patent attorney to meet with the inventors and receive the disclosures and he represented that he was directing his underling Mr. Joao to do the Provisional filings with his oversight. Raymond Joao was terminated as counsel for this and other patent malfeasances that became uncovered.

To replace "MLGS", "FL" was retained to make corrections to the patents and get the correct inventors listed. Again, it was fully disclosed who the correct inventors were and what the inventions were to each of these attorneys at "FL" for this application and other applications of the Company. After reviewing Mssrs: Joao and Rubenstein's work "FL" found that Raymond Joao had failed to properly list the inventors and left out pertinent disclosures on the filings. Upon finding out about the correct inventors, "FL" attorneys stated that the corrections were being made to the Provisional & Non-Provisional applications. After meeting with and taking disclosures and signatures of the true inventors, "FL" failed to make the corrections knowingly, with malice and intent to further commit fraud on the USPTO in their Provisional, Non-Provisional and PCT applications filed by them relating to the Provisional filing. Further, in some instances Brain G. Utley becomes a listed inventor, "FL" added inventor Brian G. Utley, knowingly, with malice and intent to further commit fraud upon the USPTO, knowing that he was not an inventor in any material way to the patents and was not even there when they were invented. Mr. Utley replaces the true inventors of this application with a "FL" filing 09 639 939 that intends to replace the problems of Rubenstein\Joao's **09 522**



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the absconded with patents, Mr. Friedkin demanded that the patent applications be turned over to the company as they were learned while working at his company by Mr. Utley. Mr. Utley refused to sign them over to his employer and was fired with cause immediately for these patent malfeasances. Mr. Friedkin was forced to immediately close the business and take a substantial multi-million dollar loss on the company due directly to this incident. Additionally, the company, Premiere Consulting, that was set up to receive the patents Mr. Utley misappropriated, was set up by Christopher Wheeler of Proskauer Rose LLP, who was the first person to see the technologies, who then brought to the Company to handle our patents Mssrs: Rubenstein, Joao, Utley and Dick. What Mssrs: Wheeler, Utley and Dick failed to disclose to our Company was the past patent malfeasances and the damage caused to Mr. Friedkin by their actions. I quote from the resume Mr. Wheeler submitted on behalf of his dear friend Mr. Utley to the Company to hire him as President and handle our most prized possession the patents:

Personal Resume

Professional History:

President, Diamond Turf Equipment, Inc. July, 1995 to July 1999.

In 1995 the company was engaged in refurbishing obsolete and run-out golf course maintenance equipment and had annual sales of \$250K. Since that time the company has been transformed into a manufacturer of new machines which compete favorably with the best of the market leaders and an expected revenue for 1999 of \$6M. The design of the machines was by Brian and was accomplished while putting together a manufacturing and marketing team capable of supporting the rapid growth of the company.

This resume is materially different from the truth. Mr. Utley was fired for cause and the company Diamond Turf Equipment Inc. closed upon his firing. Understanding that the same people (Wheeler, Utley & Dick) who had caused this calamity are the very same people who have caused similar harm to our Company, using similar patent malfeasances is core to understanding why our patents have such a bizarre array of problems. The very fact that this was not disclosed in writing and waivers, by any of the attorneys and further lied about in Utley's resume by Mr. Wheeler who procures the false resume to cover this up, is a sign of their intent to commit similar crime upon our Company and perpetrate similar fraud upon the USPTO. Had the Company been aware of this past patent malfeasance they were involved with the Company surely would have never hired any of them.

With this understanding, it appears that the intent of "FL" was to replace patents of the original inventions with patents whereby Mr. Utley was now named an inventor and finally in some instances Mr. Utley was named sole inventor of certain inventions of the Company. These applications in Utley's sole name are for part of the core technology



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that he did not invent such as; "Zoom and Pan Imaging Design Tool" Provisional patent 60 233 341 and "Zoom and Pan Imaging Using A Digital Camera" Provisional patent 60 233 344. These patents in Utley's sole name serve to show a pattern of attempts at patent theft against the Company by its entrusted patent attorney, representatives of the USPTO whom are supposed to protect us against these very crimes. Instances whereby "FL" writes patents directly into Mr. Utley's name are an attempt to abscond with core formulas and ideas of the original inventions by the true and correct inventors.

These Provisional applications with Mr. Utley as sole inventor, with no assignment to the Company, were never disclosed to the Company or its shareholders. They were only revealed when the Company found in Mr. Utley's possession a set of patents that was markedly different from what the inventors were seeing and signing for and in fact further were with fraught with errors and wrong inventors contrary to what the inventors had been seeing and signing. These inventions were undisclosed to the Company and appear to be filed in an attempt to abscond with core features of the original inventions from the true and correct inventors listed above. When caught with two sets of patent books, similar to maintaining cooked accounting books, Mr. Utley was terminated with cause from the Company and "FL" was terminated as patent counsel. This patent **09 522 721**, has similar elements to their prior patent scam at Diamond Turf, Inc. in that Mr. Utley writes and re-writes others inventions, with the aid of Mr. Dick and other "FL" attorneys, patents again into his name that were not his inventions. This Non Provisional patent **09 522 721** was replacing the original Provisional, which Joao had already filed as Non Provisional, which "FL" then claimed Joao's work was so wrong, that correcting it was impossible, and that their new Non-Provisional was needed to be filed with the correct content and correct inventors. Knowing the true and correct inventors and having had them sign applications for what appeared the true invention, "FL" attorneys then threw those signatures and the application out and replaced it with the 09 630 939 application before the USPTO, claiming Mr. Utley as an inventor and replacing himself with inventors Mssrs: Rosario and Shirajee.

Finally, "BSZT" the last attorneys of record handling the patents, also failed to file the correct inventors knowingly, with malice and intent to further perpetrate and cover up such fraud of prior attorneys to the USPTO, after repeatedly being requested to make the changes to them and finally abandoned the **09 522 721** without making the changes in content or the inventors leaving the 09 630 939 patent to have similar problems of new matter being added when trying to insert the missing disclosures of Joao/Rubenstein. Upon finding that Mr. Utley was not an inventor of anything and that the inventors were wrong, "BSZT" assured the Company that these issues were being corrected. They had me sign a power of attorney on Mr. Utley's behalf to turn any/all inventions with his name back over to the Company and remove him from any/all pending applications his



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Thursday, March 04, 2004
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name remained listed on. They claimed that they could achieve this due to his employment and invention agreements signed with the Company that strictly prohibited such misappropriations and then they failed to remove him and replace him with the true and correct inventors. Mr. Utley was to be removed from any/all patents that have his name on them and the ones in which he was named as the sole inventor, were to be corrected and turned back over to the Company. Now, upon contacting the USPTO we find that many of these changes remain unchanged, in what appears another attempt to continue this fiasco and cover up for the attorneys before them, "BSZT" made virtually no changes requested by the Company to this or other applications.

At all times, all attorneys were fully cognizant of the true inventors and the true invention for this application. Finally, all these attorneys failed to report the prior counsels misconduct in these matters to the OED Director or any other department at the USPTO or other Federal Agencies and left the Company with many serious problems in the patents. The incorrect inventors are a great risk to the shareholders of the Company and need to be remedied immediately if possible, as the assignment of these patents to the Company and any successive assignments are not signed by the true and correct inventors and thus pose the question of what they currently have rights to in relation to their investments. Finally, many of the attorneys involved in these patents appear to have financial interests and severe conflicts of interest with the Company whereby the company's inventions being approved would stand in direct conflict with either with inventions of their own (Raymond Joao) or patent pools overseen by them (Kenneth Rubenstein).

Currently, I am listed on the patents for examination purposes and after reviewing the inventors listed have determined on behalf of Iviewit and its affiliates, and, on my own behalf as an original inventor at the time of creation, that the true inventors are as listed above and not what exists currently on this application. I was there at the time of invention and all times relevant hereto, and, swear that all of the following statements are true and correct statements to the best of my knowledge.



U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks
Thursday, March 04, 2004
Page 8 of 9

These issues and many other of attorney misconduct in the above mentioned application are currently under a pending investigation with the Director of OED whom advised me to begin correcting the inventor issues with the USPTO Examiners.

Signed on this 11th day of February 2004,

By:

X _____
Eliot I. Bernstein
President Iviewit and any/all affiliates

X _____
Eliot I. Bernstein
Inventor



U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks
Thursday, March 04, 2004
Page 9 of 9

I have read the attached reasons for change in inventor with the USPTO and approve of the changes.

By:

X _____
Zakirul Shirajee - Inventor

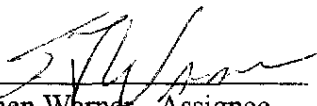
On this ____ day of February 2004

By:

X _____
Jude Rosario - Inventor

On this ____ day of February 2004

By:

X  _____
Stephen Warner - Assignee
Alpine Venture Capital Partners LP



IVIEWIT HOLDINGS, INC.

Eliot I. Bernstein
Founder
Direct Dial: 561.364.4240

VIA – FACSIMILE

Thursday, March 04, 2004

U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks

Re: CHANGE OF INVENTOR REQUEST – INTENT TO DECIEVE AND
COMMIT FRAUD UPON THE USPTO IS CLAIMED

US SERIAL NO. 09 587 026

Dear Commissioner of Patent & Trademarks:

Please let the attached changed of inventors request serve as an official request pursuant
Section **37CFR 1.48**. Whereby, intent to commit fraud is the listed reason.

Very truly your,

A handwritten signature in black ink, appearing to be "E.I. Bernstein", written in a cursive style.

Eliot I Bernstein
President
I View It Holdings, Inc. and any/all affiliates



U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks
Thursday, March 04, 2004
Page 2 of 5

**CHANGE OF INVENTOR REQUEST
US SERIAL NO. 09 587 026
PURSUANT TO 37CFR 1.48**

INTENT TO DECIEVE AND COMMITT FRAUD UPON THE USPTO

I, Eliot I. Bernstein, as acting President of Iviewit and its affiliates, and as a named inventor on this application, hereby request that the true and correct inventors be added too or subtracted from the inventors on this application.

The listed inventors for this application are:

Eliot I. Bernstein
Zakirul Shirajee

The true and correct inventors for this application are:

Eliot I. Bernstein
Zakirul Shirajee
Jude Rosario

The reason for this correction:

The true and correct inventors have been left off since the creation of the inventions and despite the fact that after the initial errors were discovered successor counsel was made aware of the errors, they remain incorrect. Counsel has failed to file the corrections despite repeated attempts with varied counsel to get the corrections to the patent office.

Initially, attorney Raymond Joao of Meltzer, Lippe, Goldstein, Wolf & Schlissel, P.C., ("MLGS") knowingly, with malice and intent to commit fraud upon the USPTO, left inventors off all of the Provisional applications after obtaining the true and correct inventors signatures and full disclosures in meetings. This initial error has remained incorrect since 1999. The subsequent Non Provisional Filings and PCT Filings Raymond Joao made were filed again with the wrong inventors. Only one Non Provisional patent was filed by Joao and that is **09 587 026** and it claims back to **60 125 824** both have listed incorrect inventors despite the true and proper inventors being given to Joao and signing off on the patents. Mr. Joao was terminated as counsel for this and other patent malfeasances.

Foley & Lardner (attorneys William Dick, Douglas Boehm & Steven Becker) ("FL") were then hired to make corrections to the patents and get the correct inventors listed. Again, it was fully disclosed who the correct inventors were to each of these attorneys



U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks
Thursday, March 04, 2004
Page 3 of 5

and they found that Raymond Joao had failed to properly list them. Upon finding out about the correct inventors, FL succeeding counsel to (MLGS) stated that the corrections were being made. After meeting with and taking disclosures and signatures of the true inventors, FL failed to make the corrections knowingly, with malice and intent to commit fraud on the USPTO. Further, in instances where Brian G. Utley is a listed as a new inventor, FL added inventor Brian G. Utley, knowingly, with malice and intent to commit fraud upon the USPTO, knowing that he was not an inventor in any material way to the patents. Mr. Utley was not even a part of the Company for many months after he Finally, in instances where inventors have been partially added back on the applications when they were filed as Non-Provisional from Provisional, these are further still not corrected entirely as some of the true and correct inventors were dropped and replaced by Brian G. Utley, who should not be on any applications and replaced with the true and correct inventors cited above.

Finally, Blakely Sokoloff Taylor & Zafman LLP (attorneys Norman Zafman, Thomas Coester and Farzad Amini) the last attorneys of record handling the patents, also failed to file the correct inventors knowingly, with malice and intent to further perpetrate and cover up such fraud of prior attorneys to the USPTO, after repeatedly being requested to change them.

At all times, all attorneys were fully cognizant of the true inventors and not only failed to correct them but failed to report the prior counsels misconduct in these matters to the OED Director or any other department at the USPTO.

Currently, I am listed on the patents for examination purposes and after reviewing the inventors listed have determined on behalf of Iviewit and its affiliates, and, on my own behalf as an original inventor at the time of creation, that the true inventors are as listed above. I was there at the time of invention and all times relevant hereto and swear that all of the following are true and correct statements to the best of my knowledge.

These issues and many other of attorney misconduct in the above mentioned application are currently under a pending investigation with the Director of OED whom advised me to begin correcting the inventor issues with the USPTO Examiners.



U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks
Thursday, March 04, 2004
Page 4 of 5

Signed on this 11th day of February 2004

By:

X _____
Eliot I. Bernstein
President Iviewit and any/all affiliates

X _____
Eliot I. Bernstein
Inventor



U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks
Thursday, March 04, 2004
Page 5 of 5

I have read the attached reasons for change in inventor with the USPTO and approve of the changes.

By:

X _____
Zakirul Shirajee - Inventor

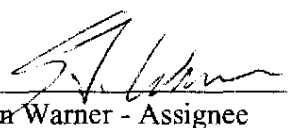
On this ____ day of February 2004

By:

X _____
Jude Rosario - Inventor

On this ____ day of February 2004

By:

X 
Stephen Warner - Assignee
Alpine Venture Capital Partners LP



IViewIt Holdings, Inc.

Eliot I. Bernstein
Founder
Direct Dial: 561.364.4240

VIA – FACSIMILE

Thursday, March 04, 2004

U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks

Re: **CHANGE OF INVENTOR REQUEST – INTENT TO DECIEVE AND
COMMIT FRAUD UPON THE UNITED STATES PATENT &
TRADEMARK OFFICE (USPTO) IS CLAIMED**

US SERIAL NO. 09 587 730

Dear Commissioner of Patent & Trademarks:

Please let the attached changed of inventors request serve as an official request pursuant Section **37CFR 1.48** to change the inventors. Whereby, intent to commit fraud on the USPTO is the listed reason.

Very truly yours,

A handwritten signature in cursive script, appearing to read "E.I. Bernstein".

Eliot I Bernstein
President
I View It Holdings, Inc. and any/all affiliates



U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks
Thursday, March 04, 2004
Page 2 of 8

CHANGE OF INVENTOR REQUEST
US SERIAL NO. 09 587 730

PURSUANT TO 37CFR 1.48
INTENT TO DECEIVE AND COMMIT FRAUD UPON THE USPTO

I, Eliot I. Bernstein, as acting President of Iviewit and its affiliates, and as a named inventor on this application, hereby request that the true and correct inventors be added and the wrong inventors removed from this Non Provisional application **09 587 730** to properly name the inventors of this invention.

The listed and **incorrect** inventors for this application are:

Eliot I. Bernstein
Zakirul Shirajee

The **true and correct inventors** for this application are:

Eliot I. Bernstein
Zakirul Shirajee
Jude Rosario

The reason for this correction:

The true and correct inventors have been purposefully been left off this patent application by three different counsels all failing to correctly fix the inventor issues and wrong disclosures. Since the creation of the invention, our initial counsel in the Provisional filing **60 137 297** attorneys Kenneth Rubenstein of Proskauer Rose LLP ("PR") and Raymond Joao of Meltzer, Lippe, Goldstein, Wolf & Schlissel, P.C., ("MLGS") failed after repeated requests to make the inventor and content changes, although they had full knowledge of the correct inventors and the correct invention. In addition, the content of the Provisional application had changed from what the inventors disclosed initially and pertinent disclosures were left out with malice and intent to deceive the USPTO and further deprive the inventors of their inventions. Subsequent counsel to "PR" attorneys William Dick, Douglas Boehm and Steven Becker of Foley & Lardner ("FL") on this Non Provisional filing, created further errors with the inventors and failed to correct either the inventors or the content of the Provisional. This may now leave the pertinent disclosures left off and incorrect inventors, to serve as new matter in the in subsequent



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Commissioner of Patent & Trademarks
Thursday, March 04, 2004
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Non Provisional filings that claim priority to the Provisional application. Successor counsel to "FL" attorneys Norman Zafman, Thomas Coester and Farzad Amini of Blakely Sokoloff Taylor & Zafman LLP ("BSZT") also failed to file the corrections despite repeated requests by the Company to get the corrections to the patent office.

Initially, attorneys Kenneth Rubenstein of "PR" and Raymond Joao of "MLGS" knowingly, with malice and intent to commit fraud upon the USPTO, left inventors off the Provisional application after obtaining their signatures and disclosures in meetings. They further continued the errors of their Provisional filing, despite having the inventors sign and fix the problems once they were made aware of such problems; these changes and signatures were completely discarded by them. Mr. Rubenstein, an Advisor to the Board and Shareholder, who under deposition claimed to not know the Company now, had been the first patent attorney to meet with the inventors and receive the disclosures and he represented that he was directing his underling Mr. Joao to do the Provisional filings with his oversight. Raymond Joao was terminated as counsel for this and other patent malfeasances that became uncovered.

To replace "MLGS", "FL" was retained to make corrections to the patents and get the correct inventors listed. Again, it was fully disclosed who the correct inventors were and what the inventions were to each of these attorneys at "FL" for this application and other applications of the Company. After reviewing Mssrs: Joao and Rubenstein's work "FL" found that Raymond Joao had failed to properly list the inventors and left out pertinent disclosures on the filings. Upon finding out about the correct inventors, "FL" attorneys stated that the corrections were being made to the Provisional & Non-Provisional applications. After meeting with and taking disclosures and signatures of the true inventors, "FL" failed to make the corrections knowingly, with malice and intent to further commit fraud on the USPTO in their Provisional, Non-Provisional and PCT applications filed by them.

This application is also a replacement of the original patent the Company had filed with Mssrs: Joao and Rubenstein for the original video invention. Yet, amazingly, the application does not get corrected as it goes from Provisional to Non-Provisional, it further gets an entirely new set of inventors, again these inventors are wrong knowingly, with malice and intent to commit fraud on the USPTO. In this Non Provisional application, some of the true and correct inventors were dropped and replaced or attempted to be replaced by Brian G. Utley. Mr. Utley should not be on any applications for the Company, as he has not invented anything.

It will serve to note here that it has come to the attention of the Company after an investigation into Mr. Utley's background that quite the opposite of what his resume



U.S. Patent and Trademark Office
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Thursday, March 04, 2004
Page 4 of 8

states about his prior employment to the Company is true. At his former job as President of Diamond Turf Equipment Inc. in Florida, a company owned by a Mr. Monte Friedkin of Benada Aluminum of Florida, Mr. Utley with the aid of Mr. William Dick of "FL", had stolen off with ideas learned while employed at Friedkin's company relating to turf equipment. Mr. Utley had written these patents into his own company, Premiere Consulting, and his own name as inventor with no assignment to the company he worked for, Premiere Consulting was separate and apart from his employer. Upon discovering the absconded with patents, Mr. Friedkin demanded that the patent applications be turned over to the company as they were learned while working at his company by Mr. Utley. Mr. Utley refused to sign them over to his employer and was fired with cause immediately for these patent malfeasances. Mr. Friedkin was forced to immediately close the business and take a substantial multi-million dollar loss on the company due directly to this incident. Additionally, the company, Premiere Consulting, that was set up to receive the patents Mr. Utley misappropriated, was set up by Christopher Wheeler of Proskauer Rose LLP, who was the first person to see the technologies, who then brought to the Company to handle our patents Mssrs: Rubenstein, Joao, Utley and Dick. What Mssrs: Wheeler, Utley and Dick failed to disclose to our Company was the past patent malfeasances and the damage caused to Mr. Friedkin by their actions. I quote from the resume Mr. Wheeler submitted on behalf of his dear friend Mr. Utley to the Company to hire him as President and handle our most prized possession the patents:

Personal Resume

Professional History:

President, Diamond Turf Equipment, Inc. July, 1995 to July 1999.

In 1995 the company was engaged in refurbishing obsolete and run-out golf course maintenance equipment and had annual sales of \$250K. Since that time the company has been transformed into a manufacturer of new machines which compete favorably with the best of the market leaders and an expected revenue for 1999 of \$6M. The design of the machines was by Brian and was accomplished while putting together a manufacturing and marketing team capable of supporting the rapid growth of the company.

This resume is materially different from the truth. Mr. Utley was fired for cause and the company Diamond Turf Equipment Inc. closed upon his firing. Understanding that the same people (Wheeler, Utley & Dick) who had caused this calamity are the very same people who have caused similar harm to our Company, using similar patent malfeasances is key to understanding why our patents have such a bizarre array of problems now. The very fact that this highly unethical situation was not disclosed in writing and waivers, by any of the attorneys and further lied about in Utley's resume by Mr. Wheeler who procures the false resume to cover up his friend Utley's background, is a sign of their intent to commit similar crime upon our Company and perpetrate similar fraud upon the



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USPTO. Had the Company been aware of this past patent malfeasance they were involved with the Company surely would have never hired any of them.

With this understanding, it appears that the intent of "FL" was to replace patents of the original inventions with patents whereby Mr. Utley would now be named an inventor and finally in some instances Mr. Utley was named sole inventor of certain inventions of the Company. These applications in Utley's sole name are for part of the core technology that he did not invent. Further, "Zoom and Pan Imaging Design Tool" Provisional patent 60 233 341 and "Zoom and Pan Imaging Using A Digital Camera" Provisional patent 60 233 344 are further instances whereby "FL" writes patents directly into Mr. Utley's name in an attempt to abscond with core formula's and ideas of the original inventions by the true and correct inventors. These Provisional patents with Mr. Utley as sole inventor, with no assignment to the Company, were not disclosed to the Company or its shareholders and were only revealed when the Company found in Mr. Utley's possession a set of patent filings that was markedly different from what the inventors were seeing and signing for. These inventions were undisclosed to the Company and appear to be filed in an attempt to abscond with core features of the original inventions from the true and correct inventors listed above. When caught with two sets of patent books, similar to maintaining cooked accounting books, Mr. Utley was terminated with cause and "FL" was terminated as patent counsel. This patent 09 587 730, has similar elements to their prior patent scam at Diamond Turf, Inc. in that Mr. Utley rewrites with the aid of Mr. Dick and other "FL" attorneys, patents again into his name that were not his inventions. This Non Provisional patent 09 587 730 was replacing the original Provisional, which Joao had filed, which "FL" then claimed Joao's work was wrong and that the Provisional filing and the new Non-Provisional would be filed with the correct content and correct inventors. Knowing the true and correct inventors and having had them sign applications for what appeared the true invention, "FL" attorneys then threw those signatures and the application out and replaced it with this application before the USPTO, with again missing and wrong inventors and changed content and titles.

Finally, "BSZT" the last attorneys of record handling the patents, also failed to file the correct inventors knowingly, with malice and intent to further perpetrate and cover up such fraud of prior attorneys to the USPTO, after repeatedly being requested to make the changes. Upon finding that the inventors and content were wrong, "BSZT" assured the Company that these issues were being corrected. Now, upon contacting the USPTO we find that many of these changes remain unchanged, in what appears another attempt to continue this fiasco and cover up for the attorneys before them, "BSZT" made virtually no changes requested by the Company.



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At all times, all attorneys were fully cognizant of the true inventors and the true invention for this application. Finally, all these attorneys failed to report the prior counsels misconduct in these matters to the OED Director or any other department at the USPTO or other Federal Agencies and left the Company with many serious problems in the patents. The incorrect inventors are a great risk to the shareholders of the Company and need to be remedied immediately if possible, as the assignment of these patents to the Company and any successive assignments are not signed by the true and correct inventors and thus pose the question of what they currently have rights to in relation to their investments. Finally, many of the attorneys involved in these patents appear to have financial interests and severe conflicts of interest with the Company whereby the company's inventions being approved would stand in direct conflict with either with inventions of their own (Raymond Joao) or patent pools overseen by them (Kenneth Rubenstein).

Currently, I am listed on the patents for examination purposes and after reviewing the inventors listed have determined on behalf of Iviewit and its affiliates, and, on my own behalf as an original inventor at the time of creation, that the true inventors are as listed above and not what exists currently on this application. I was there at the time of invention and all times relevant hereto, and, swear that all of the following statements are true and correct statements to the best of my knowledge.



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These issues and many other of attorney misconduct in the above mentioned application are currently under a pending investigation with the Director of OED whom advised me to begin correcting the inventor issues with the USPTO Examiners.

Signed on this 26th day of February 2004,

By:

X _____
Eliot I. Bernstein
President Iviewit and any/all affiliates

X _____
Eliot I. Bernstein
Inventor



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I have read the attached reasons for change in inventor with the USPTO and approve of the changes.

By:

X _____
Zakirul Shirajee – Inventor

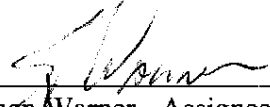
On this ____ day of February 2004

By:

X _____
Jude Rosario - Inventor

On this ____ day of February 2004

By:

X  _____
Stephen Warner - Assignee
Alpine Venture Capital Partners LP



IVIEWIT HOLDINGS, INC.

Eliot I. Bernstein
Founder
Direct Dial: 561.364.4240

VIA – FACSIMILE

Thursday, March 04, 2004

U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks

Re: **CHANGE OF INVENTOR REQUEST – INTENT TO DECIEVE AND
COMMIT FRAUD UPON THE UNITED STATES PATENT AND
TRADEMARK OFFICE (USPTO) IS CLAIMED**

US SERIAL NO. 09 587 734

Dear Commissioner of Patent & Trademarks:

Please let the attached changed of inventors request serve as an official request pursuant Section **37CFR 1.48** to change the inventors. Whereby, intent to commit fraud on the USPTO is the listed reason.

Very truly yours,

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

Eliot I Bernstein
President
I View It Holdings, Inc. and any/all affiliates



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CHANGE OF INVENTOR REQUEST
US SERIAL NO. 09 587 734

PURSUANT TO 37CFR 1.48
INTENT TO DECEIVE AND COMMIT FRAUD UPON THE USPTO

I, Eliot I. Bernstein, as acting President of Iviewit and its affiliates, and as a named inventor on this application, hereby request that the true and correct inventors be added and the wrong inventors removed from this Non Provisional application **09 587 734** to properly name the inventors of this invention.

The listed and **incorrect** inventors for this application are:

Eliot I. Bernstein
Jude Rosario
Brian Utley

The **true and correct inventors** for this application are:

Eliot I. Bernstein
Zakirul Shirajee
Jude Rosario

The reason for this correction:

The true and correct inventors have been purposefully been left off this patent application by three different counsels all failing to correctly fix the inventor issues and wrong disclosures. Since the creation of the invention, our initial counsel in the Provisional filing **60 137 297** attorneys Kenneth Rubenstein of Proskauer Rose LLP ("PR") and Raymond Joao of Meltzer, Lippe, Goldstein, Wolf & Schlissel, P.C., ("MLGS") failed after repeated requests to make the inventor and content changes, although they had full knowledge of the correct inventors and the correct invention. In addition, the content of the Provisional application had changed from what the inventors disclosed initially and pertinent disclosures were left out with malice and intent to deceive the USPTO and further deprive the inventors of their inventions. Subsequent counsel to "PR" attorneys William Dick, Douglas Boehm and Steven Becker of Foley & Lardner ("FL") on this Non Provisional filing, created further errors with the inventors and failed to correct either the inventors or the content of the Provisional. This may now leave the pertinent



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disclosures left off and incorrect inventors, to serve as new matter in the in subsequent Non Provisional filings that claim priority to the Provisional application. Successor counsel to "FL" attorneys Norman Zafman, Thomas Coester and Farzad Amini of Blakely Sokoloff Taylor & Zafman LLP ("BSZT") also failed to file the corrections despite repeated requests by the Company to get the corrections to the patent office.

Initially, attorneys Kenneth Rubenstein of "PR" and Raymond Joao of "MLGS" knowingly, with malice and intent to commit fraud upon the USPTO, left inventors off the Provisional application after obtaining their signatures and disclosures in meetings. They further continued the errors of their Provisional filing, despite having the inventors sign and fix the problems once they were made aware of such problems; these changes and signatures were completely discarded by them. Mr. Rubenstein, an Advisor to the Board and Shareholder, who under deposition claimed to not know the Company now, had been the first patent attorney to meet with the inventors and receive the disclosures and he represented that he was directing his underling Mr. Joao to do the Provisional filings with his oversight. Raymond Joao was terminated as counsel for this and other patent malfeasances that became uncovered.

To replace "MLGS", "FL" was retained to make corrections to the patents and get the correct inventors listed. Again, it was fully disclosed who the correct inventors were and what the inventions were to each of these attorneys at "FL" for this application and other applications of the Company. After reviewing Mssrs: Joao and Rubenstein's work "FL" found that Raymond Joao had failed to properly list the inventors and left out pertinent disclosures on the filings. Upon finding out about the correct inventors, "FL" attorneys stated that the corrections were being made to the Provisional & Non-Provisional applications. After meeting with and taking disclosures and signatures of the true inventors, "FL" failed to make the corrections knowingly, with malice and intent to further commit fraud on the USPTO in their Provisional, Non-Provisional and PCT applications filed by them.

This application is also a replacement of the original patent the Company had filed with Mssrs: Joao and Rubenstein for the original video invention. Yet, amazingly, the application does not get corrected as it goes from Provisional to Non-Provisional, it further gets an entirely new set of inventors, again these inventors are wrong knowingly, with malice and intent to commit fraud on the USPTO. In this Non Provisional application, some of the true and correct inventors were dropped and replaced or attempted to be replaced by Brian G. Utley. Mr. Utley should not be on any applications for the Company, as he has not invented anything.



U.S. Patent and Trademark Office
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Thursday, March 04, 2004
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It will serve to note here that it has come to the attention of the Company after an investigation into Mr. Utley's background that quite the opposite of what his resume states about his prior employment to the Company is true. At his former job as President of Diamond Turf Equipment Inc. in Florida, a company owned by a Mr. Monte Friedkin of Benada Aluminum of Florida, Mr. Utley with the aid of Mr. William Dick of "FL", had stolen off with ideas learned while employed at Friedkin's company relating to turf equipment. Mr. Utley had written these patents into his own company, Premiere Consulting, and his own name as inventor with no assignment to the company he worked for, Premiere Consulting was separate and apart from his employer. Upon discovering the absconded with patents, Mr. Friedkin demanded that the patent applications be turned over to the company as they were learned while working at his company by Mr. Utley. Mr. Utley refused to sign them over to his employer and was fired with cause immediately for these patent malfeasances. Mr. Friedkin was forced to immediately close the business and take a substantial multi-million dollar loss on the company due directly to this incident. Additionally, the company, Premiere Consulting, that was set up to receive the patents Mr. Utley misappropriated, was set up by Christopher Wheeler of Proskauer Rose LLP, who was the first person to see the technologies, who then brought to the Company to handle our patents Mssrs: Rubenstein, Joao, Utley and Dick. What Mssrs: Wheeler, Utley and Dick failed to disclose to our Company was the past patent malfeasances and the damage caused to Mr. Friedkin by their actions. I quote from the resume Mr. Wheeler submitted on behalf of his dear friend Mr. Utley to the Company to hire him as President and handle our most prized possession the patents:

Personal Resume

Professional History:

President, Diamond Turf Equipment, Inc. July, 1995 to July 1999.

In 1995 the company was engaged in refurbishing obsolete and run-out golf course maintenance equipment and had annual sales of \$250K. Since that time the company has been transformed into a manufacturer of new machines which compete favorably with the best of the market leaders and an expected revenue for 1999 of \$6M. The design of the machines was by Brian and was accomplished while putting together a manufacturing and marketing team capable of supporting the rapid growth of the company.

This resume is materially different from the truth. Mr. Utley was fired for cause and the company Diamond Turf Equipment Inc. closed upon his firing. Understanding that the same people (Wheeler, Utley & Dick) who had caused this calamity are the very same people who have caused similar harm to our Company, using similar patent malfeasances is key to understanding why our patents have such a bizarre array of problems now. The very fact that this highly unethical situation was not disclosed in writing and waivers, by any of the attorneys and further lied about in Utley's resume by Mr. Wheeler who



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procures the false resume to cover up his friend Utley's background, is a sign of their intent to commit similar crime upon our Company and perpetrate similar fraud upon the USPTO. Had the Company been aware of this past patent malfeasance they were involved with the Company surely would have never hired any of them.

With this understanding, it appears that the intent of "FL" was to replace patents of the original inventions with patents whereby Mr. Utley would now be named an inventor and finally in some instances Mr. Utley was named sole inventor of certain inventions of the Company. These applications in Utley's sole name are for part of the core technology that he did not invent. Further, "Zoom and Pan Imaging Design Tool" Provisional patent 60 233 341 and "Zoom and Pan Imaging Using A Digital Camera" Provisional patent 60 233 344 are further instances whereby "FL" writes patents directly into Mr. Utley's name in an attempt to abscond with core formula's and ideas of the original inventions by the true and correct inventors. These Provisional patents with Mr. Utley as sole inventor, with no assignment to the Company, were not disclosed to the Company or its shareholders and were only revealed when the Company found in Mr. Utley's possession a set of patent filings that was markedly different from what the inventors were seeing and signing for. These inventions were undisclosed to the Company and appear to be filed in an attempt to abscond with core features of the original inventions from the true and correct inventors listed above. When caught with two sets of patent books, similar to maintaining cooked accounting books, Mr. Utley was terminated with cause and "FL" was terminated as patent counsel. This patent 09 587 734, has similar elements to their prior patent scam at Diamond Turf, Inc. in that Mr. Utley rewrites with the aid of Mr. Dick and other "FL" attorneys, patents again into his name that were not his inventions. This Non Provisional patent 09 587 734 was replacing the original Provisional, which Joao had filed, which "FL" then claimed Joao's work was wrong and that the Provisional filing and the new Non-Provisional would be filed with the correct content and correct inventors. Knowing the true and correct inventors and having had them sign applications for what appeared the true invention, "FL" attorneys then threw those signatures and the application out and replaced it with this application before the USPTO, with again missing and wrong inventors and changed content and titles.

Finally, "BSZT" the last attorneys of record handling the patents, also failed to file the correct inventors knowingly, with malice and intent to further perpetrate and cover up such fraud of prior attorneys to the USPTO, after repeatedly being requested to make the changes. Upon finding that the inventors and content were wrong, "BSZT" assured the Company that these issues were being corrected. Now, upon contacting the USPTO we find that many of these changes remain unchanged, in what appears another attempt to continue this fiasco and cover up for the attorneys before them, "BSZT" made virtually no changes requested by the Company.



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At all times, all attorneys were fully cognizant of the true inventors and the true invention for this application. Finally, all these attorneys failed to report the prior counsels misconduct in these matters to the OED Director or any other department at the USPTO or other Federal Agencies and left the Company with many serious problems in the patents. The incorrect inventors are a great risk to the shareholders of the Company and need to be remedied immediately if possible, as the assignment of these patents to the Company and any successive assignments are not signed by the true and correct inventors and thus pose the question of what they currently have rights to in relation to their investments. Finally, many of the attorneys involved in these patents appear to have financial interests and severe conflicts of interest with the Company whereby the company's inventions being approved would stand in direct conflict with either with inventions of their own (Raymond Joao) or patent pools overseen by them (Kenneth Rubenstein).

Currently, I am listed on the patents for examination purposes and after reviewing the inventors listed have determined on behalf of Iviewit and its affiliates, and, on my own behalf as an original inventor at the time of creation, that the true inventors are as listed above and not what exists currently on this application. I was there at the time of invention and all times relevant hereto, and, swear that all of the following statements are true and correct statements to the best of my knowledge.



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Page 7 of 8

These issues and many other of attorney misconduct in the above mentioned application are currently under a pending investigation with the Director of OED whom advised me to begin correcting the inventor issues with the USPTO Examiners.

Signed on this 26th day of February 2004,

By:

X _____
Eliot I. Bernstein
President Iviewit and any/all affiliates

X _____
Eliot I. Bernstein
Inventor



U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks
Thursday, March 04, 2004
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I have read the attached reasons for change in inventor with the USPTO and approve of the changes.

By:

X _____

Zakirul Shirajee – Inventor

On this ____ day of February 2004

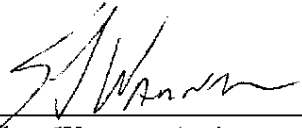
By:

X _____

Jude Rosario - Inventor

On this ____ day of February 2004

By:

X  _____

Stephen Warner - Assignee
Alpine Venture Capital Partners LP.



IVIEWIT HOLDINGS, INC.

Eliot I. Bernstein
Founder
Direct Dial: 561.364.4240

VIA – FACSIMILE

Thursday, February 12, 2004

U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks

Re: **CHANGE OF INVENTOR REQUEST – INTENT TO DECIEVE AND
COMMITT FRAUD UPON THE USPTO IS CLAIMED**

US SERIAL NO. 09 630 939

Dear Commissioner of Patent & Trademarks:

Please let the attached changed of inventors request serve as an official request pursuant Section 37CFR 1.48 to change the inventors. Whereby, intent to commit fraud on the USPTO is the listed reason.

Very truly yours,

A handwritten signature in black ink, appearing to read "E.I. Bernstein", is written over a light-colored background.

Eliot I Bernstein
President
I View It Holdings, Inc. and any/all affiliates

10158 Stonehenge Circle ♦ Suite 801 ♦ Boynton Beach, FL 33437-3546 ♦ T: 561.364.4240 ♦ F: 561.364.4240



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CHANGE OF INVENTOR REQUEST
US SERIAL NO. 09 630 939

PURSUANT TO 37CFR 1.48
INTENT TO DECEIVE AND COMMIT FRAUD UPON THE USPTO

I, Eliot I. Bernstein, as acting President of Iviewit and its affiliates, and as a named inventor on this application, hereby request that the true and correct inventors be added and the wrong inventors removed from this Non Provisional application 09 630 939 to properly name the inventors of this invention.

The listed and **incorrect** inventors for this application are:

Eliot I. Bernstein
Brian G. Utley

The **true and correct inventors** for this application are:

Eliot I. Bernstein
Zakirul Shirajee
Jude Rosario

The reason for this correction:

The true and correct inventors have been purposefully been left off this patent application by three different counsels all failing to correctly fix the inventor issues and wrong disclosures. Since the creation of the invention, our initial counsel in the Provisional filing **60 125 824** attorneys Kenneth Rubenstein of Proskauer Rose LLP ("PR") and Raymond Joao of Meltzer, Lippe, Goldstein, Wolf & Schlissel, P.C., ("MLGS") failed after repeated requests to make the inventor and content changes, although they had full knowledge of the correct inventors and the correct invention. In addition, the content of the Provisional application had changed from what the inventors disclosed initially and pertinent disclosures were left out with malice and intent to deceive the USPTO and further deprive the inventors of their inventions. Subsequent counsel to "PR" attorneys William Dick, Douglas Boehm and Steven Becker of Foley & Lardner ("FL") on this Non Provisional filing, created further errors with the inventors and failed to correct either the inventors or the content of the Provisional. This may now leave the pertinent disclosures left off and incorrect inventors, to serve as new matter in the in subsequent



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Commissioner of Patent & Trademarks
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Non Provisional filings that claim priority to the Provisional application. Successor counsel to "FL" attorneys Norman Zafman, Thomas Coester and Farzad Ammini of Blakely Sokoloff Taylor & Zafman LLP ("BSZT") also failed to file the corrections despite repeated requests by the Company to get the corrections to the patent office.

Initially, attorneys Kenneth Rubenstein of "PR" and Raymond Joao of "MLGS" knowingly, with malice and intent to commit fraud upon the USPTO, left inventors off the Provisional application after obtaining their signatures and disclosures in meetings. Mssrs: Rubenstein and Joao, on the subsequent Non Provisional Filing (09 522 721) and the PCT (00 07772) filings, despite being aware of the prior problems discovered, made no attempt to fix their errors on the Non-Provisional filing. They further continued the errors of their Provisional filing, despite having the inventors sign and fix the new Non-Provisional filings; these changes and signatures were completely discarded by them and again a different application was filed. Mr. Rubenstein, an Advisor to the Board and Shareholder, who under deposition claimed to not know the Company now, had been the first patent attorney to meet with the inventors and receive the disclosures and he represented that he was directing his underling Mr. Joao to do the Provisional filings with his oversight. Raymond Joao was terminated as counsel for this and other patent malfeasances that became uncovered.

To replace "MLGS", "FL" was retained to make corrections to the patents and get the correct inventors listed. Again, it was fully disclosed who the correct inventors were and what the inventions were to each of these attorneys at "FL" for this application and other applications of the Company. After reviewing Mssrs: Joao and Rubenstein's work "FL" found that Raymond Joao had failed to properly list the inventors and left out pertinent disclosures on the filings. Upon finding out about the correct inventors, "FL" attorneys stated that the corrections were being made to the Provisional & Non-Provisional applications. After meeting with and taking disclosures and signatures of the true inventors, "FL" failed to make the corrections knowingly, with malice and intent to further commit fraud on the USPTO in their Provisional, Non-Provisional and PCT applications filed by them. Further, in instances such as this application where Brian G. Utley is a listed inventor, "FL" added inventor Brian G. Utley, knowingly, with malice and intent to further commit fraud upon the USPTO, knowing that he was not an inventor in any material way to the patents and was not even there when they were invented. Finally, in instances such as this filing, true and correct inventors have been partially left off the application and others were replaced by Mr. Utley as a new inventor.

This application is also a replacement of the original patent the Company had filed with Mssrs: Joao and Rubenstein for the original invention in an effort to let the original patent expire and replace it with this application. Yet, amazingly, the application does not get



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It will serve to note here that it has come to the attention of the Company after an investigation into Mr. Utley's background that quite the opposite of what his resume states about his prior employment to the Company is true. At his former job as President of Diamond Turf Equipment Inc. in Florida, a company owned by a Mr. Monte Friedkin of Benada Aluminum of Florida, Mr. Utley with the aid of Mr. William Dick of "FL", had stolen off with ideas learned while employed at Friedkin's company relating to turf equipment. Mr. Utley had written these patents into his own company, Premiere Consulting, and his own name as inventor with no assignment to the company he worked for, Premiere Consulting was separate and apart from his employer. Upon discovering the absconded with patents, Mr. Friedkin demanded that the patent applications be turned over to the company as they were learned while working at his company by Mr. Utley. Mr. Utley refused to sign them over to his employer and was fired with cause immediately for these patent malfeasances. Mr. Friedkin was forced to immediately close the business and take a substantial multi-million dollar loss on the company due directly to this incident. Additionally, the company, Premiere Consulting, that was set up to receive the patents Mr. Utley misappropriated, was set up by Christopher Wheeler of Proskauer Rose LLP, who was the first person to see the technologies, who then brought to the Company to handle our patents Mssrs: Rubenstein, Joao, Utley and Dick. What Mssrs: Wheeler, Utley and Dick failed to disclose to our Company was the past patent malfeasances and the damage caused to Mr. Friedkin by their actions. I quote from the resume Mr. Wheeler submitted on behalf of his dear friend Mr. Utley to the Company to hire him as President and handle our most prized possession the patents:

Personal Resume

Professional History:

President, Diamond Turf Equipment, Inc. July, 1998 to July 1999.

In 1995 the company was engaged in refurbishing obsolete and run-out golf course maintenance equipment and had annual sales of \$250K. Since that time the company has been transformed into a manufacturer of new machines which compete favorably with the best of the market leaders and an expected revenue for 1999 of \$6M. The design of the machines was by Brian and was accomplished while putting together a manufacturing and marketing team capable of supporting the rapid growth of the company.



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With this understanding, it appears that the intent of "FL" was to replace patents of the original inventions with patents whereby Mr. Utley was now named an inventor and finally in some instances Mr. Utley was named sole inventor of certain inventions of the Company. These applications in Utley's sole name are for part of the core technology that he did not invent such as this application. Further, "Zoom and Pan Imaging Design Tool" Provisional patent 60 233 341 and "Zoom and Pan Imaging Using A Digital Camera" Provisional patent 60 233 344 are further instances whereby "FL" writes patents directly into Mr. Utley's name in an attempt to abscond with core formula's and ideas of the original inventions by the true and correct inventors. These Provisional patents with Mr. Utley as sole inventor with no assignment to the Company, were not disclosed to the Company or its shareholders and were only revealed when the Company found in Mr. Utley's possession a set of patents that was markedly different than what the inventors were seeing and signing for. These inventions were undisclosed to the Company and appear to be filed in an attempt to abscond with core features of the original inventions from the true and correct inventors listed above. When caught with two sets of patent books, similar to maintaining cooked accounting books, Mr. Utley was terminated with cause and "FL" was terminated as patent counsel. This patent 09 630 939, has similar elements to their prior patent scam at Diamond Turf, Inc. in that Mr. Utley rewrites with the aid of Mr. Dick and other "FL" attorneys, patents again into his name that were not his inventions. This Non Provisional patent 09 630 939 was replacing the original Provisional, which Joao had already filed as Non Provisional, which "FL" then claimed Joao's work was so wrong, that correcting it was impossible, and this new Non-Provisional needed to be filed with the correct content and correct inventors. Knowing the true and correct inventors and having had them sign applications for what appeared the true invention, "FL" attorneys then threw those signatures and the application out and replaced it with this application before the USPTO, claiming Mr. Utley as an inventor and replacing himself with inventors Mssrs: Rosario and Shirajee.



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Page 6 of 8

Finally, "BSZT" the last attorneys of record handling the patents, also failed to file the correct inventors knowingly, with malice and intent to further perpetrate and cover up such fraud of prior attorneys to the USPTO, after repeatedly being requested to make the changes to them. Upon finding that Mr. Utley was not an inventor of anything and that the inventors were wrong, "BSZT" assured the Company that these issues were being corrected. They had me sign a power of attorney on Mr. Utley's behalf to turn the inventions back over to the Company in his name and remove him from any applications his name appeared on, due to his employment and invention agreements signed with the Company that strictly prohibited such misappropriations. Mr. Utley was to be removed from any/all patents that have his name on them and the ones in which he was named as the sole inventor, were to be corrected and turned back over to the Company. Now, upon contacting the USPTO we find that many of these changes remain unchanged, in what appears another attempt to continue this fiasco and cover up for the attorneys before them, "BSZT" made virtually no changes requested by the Company.

At all times, all attorneys were fully cognizant of the true inventors and the true invention for this application. Finally, all these attorneys failed to report the prior counsels misconduct in these matters to the OED Director or any other department at the USPTO or other Federal Agencies and left the Company with many serious problems in the patents. The incorrect inventors are a great risk to the shareholders of the Company and need to be remedied immediately if possible, as the assignment of these patents to the Company and any successive assignments are not signed by the true and correct inventors and thus pose the question of what they currently have rights to in relation to their investments. Finally, many of the attorneys involved in these patents appear to have financial interests and severe conflicts of interest with the Company whereby the company's inventions being approved would stand in direct conflict with either with inventions of their own (Raymond Joao) or patent pools overseen by them (Kenneth Rubenstein).

Currently, I am listed on the patents for examination purposes and after reviewing the inventors listed have determined on behalf of Iviewit and its affiliates, and, on my own behalf as an original inventor at the time of creation, that the true inventors are as listed above and not what exists currently on this application. I was there at the time of invention and all times relevant hereto, and, swear that all of the following statements are true and correct statements to the best of my knowledge.



U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks
Thursday, February 12, 2004
Page 7 of 8

These issues and many other of attorney misconduct in the above mentioned application are currently under a pending investigation with the Director of OED whom advised me to begin correcting the inventor issues with the USPTO Examiners.

Signed on this 11th day of February 2004,

By:

X _____
Eliot I. Bernstein
President Iviewit and any/all affiliates

X _____
Eliot I. Bernstein
Inventor



U.S. Patent and Trademark Office
Commissioner of Patent & Trademarks
Thursday, February 12, 2004
Page 8 of 8

I have read the attached reasons for change in inventor with the USPTO and approve of the changes.

By:

X _____

Zakirul Shirajee – Inventor

On this ____ day of February 2004

By:

X _____

Jude Rosario - Inventor

On this 2nd day of ^{March} ~~February~~ 2004 ^{sw}

By:

X  _____

Stephen Warner - Assignee
Alpine Venture Capital Partners LP



UNITED STATES PATENT AND TRADEMARK OFFICE

UNITED STATES DEPARTMENT OF COMMERCE
United States Patent and Trademark Office
Address: COMMISSIONER FOR PATENTS
P.O. Box 1450
Alexandria, Virginia 22313-1450
www.uspto.gov

APPLICATION NO.	FILING DATE	FIRST NAMED INVENTOR	ATTORNEY DOCKET NO.	CONFIRMATION NO.
09/630,939	08/02/2000	Eliot I. Berstein	5707P018	8688

7590 03/04/2004
IVIEWIT HOLDINGS
10158 STONEHENGE CIRCLE
SUITE 801
BOYNTON BEACH, FL 33437

EXAMINER

BRINICH, STEPHEN M

ART UNIT	PAPER NUMBER
2624	15

DATE MAILED: 03/04/2004

RECEIVED

By eliot at 0:36 am, 3/10/04

Please find below and/or attached an Office communication concerning this application or proceeding.

The request for deferral/suspension of action under 37 CFR 1.103 has been approved.



UNITED STATES DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

Address: COMMISSIONER FOR PATENTS

P.O. Box 1450

Alexandria, Virginia 22313-1450

APPLICATION NO./ CONTROL NO.	FILING DATE	FIRST NAMED INVENTOR / PATENT IN REEXAMINATION	ATTORNEY DOCKET NO.
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EXAMINER

ART UNIT	PAPER
----------	-------

14

DATE MAILED:

Please find below and/or attached an Office communication concerning this application or proceeding.


Commissioner for Patents

See Attached

John W. Miller
SPE
Art Unit: 2614

Art Unit: 2614

1. Pursuant to applicant's request filed on 2/26/04, action by the Office is suspended on this application under 37 CFR 1.103(a) for a period of 6 months. At the end of this period, applicant is required to notify the examiner and request continuance of prosecution or a further suspension. See MPEP § 709.



JOHN MILLER
SUPERVISORY PATENT EXAMINER
TECHNOLOGY CENTER 2600

Eliot I. Bernstein

From: Eliot I. Bernstein [iviewit@adelphia.net]
Sent: Tuesday, March 23, 2004 5:23 PM
To: 'Huizenga Holdings, Inc. - H. Wayne Huizenga Jr.'; 'The Goldman Sachs Group, Inc.'; 'Hirsch Jackoway Tyerman Wertheimer Austen Mandelbaum & Morris - Alan Epstein, Esq.'; 'Hirsch Jackoway Tyerman Wertheimer Austen Mandelbaum & Morris - Michele Mulrooney, Esq. - Michele Mulrooney, Esq.'; 'Huizenga Holdings Incorporated - Cris Branden'; 'Crossbow Ventures™ - Stephen J. Warner'; 'Atlas Entertainment - Allen Shapiro President'; 'Benada Aluminum of Florida - Monte Friedkin, President'; 'Bridge Residential Advisors, LLC - James A. Osterling, President'; 'Cornell Partners - Caroline Prochotska Rogers, Esq.'; 'Crossbow Ventures™ - René P. Eichenberger, Managing Director'; 'Flaster Greenberg P.C. - Marc R. Garber, Esq.'; 'dg_kane@msn.com'; P. Stephen Lamont (E-mail); Jude Rosario (E-mail 2); Zakirul Shirajee (E-mail); 'Law Office of Mark W. Gaffney'; 'UBS/Paine Webber Inc. - Mitchell Welsch'; 'Quintile Wealth Management - Kenneth Anderson, Partner'; 'Patty Daniels Town & Country Studio - Patty Daniels, Owner'; 'Ellen Degeneres c/o Amber Cordero'; 'Richard D. Rosman, APC - Richard D. Rosman, Esq.'; 'Rock-It Cargo USA Incorporated LA - Andrew R. Dietz'; 'Rock-It Cargo USA Incorporated LA - Barry Becker'; 'Selz & Muvdi Selz, P.A. - Steven Selz, Esq.'; 'Silver Young Fund - Alan Young'; 'Sony Pictures Digital Entertainment - Divisional CIO of Motion Pictures and Television'; 'Vulcan Ventures - David J. Colter, Vice President Technology'; 'Warner Bros. - John D. Calkins, Senior Vice President New Media Business Development'; 'Air Apparent Incorporated - Donna Dietz, President'; 'Anderson Howard Electric Inc.'; 'jarmstrong1@comcast.net'; John Bartosek (Business Fax); 'anthony.frenden@disney.com'; Chuck Brunelas (E-mail); Guy T. Iantoni (E-mail); Jack P. Scanlan (E-mail); Jill Iantoni (E-mail); Joan & Jeff Stark (E-mail); Joseph A. Fischman (E-mail); Lisa Sue Friedstein (E-mail); Maurice R. Buchsbaum (E-mail); Mitchell Zamarin (E-mail); Mitchell Zamarin (E-mail 2); Mollie Anne DeKold (E-mail); Robert Roberman (E-mail); Sal Gorge (E-mail); George deBidart (E-mail); Ginger Ekstrand (E-mail)
Cc: 'Harry I. Moatz - OED Director of the United States Patent and Trademark Office'
Importance: High
Sensitivity: Confidential

Tracking:	Recipient	Delivery
	'Huizenga Holdings, Inc. - H. Wayne Huizenga Jr.'	
	'The Goldman Sachs Group, Inc.'	
	'Hirsch Jackoway Tyerman Wertheimer Austen Mandelbaum & Morris - Alan Epstein, Esq.'	
	'Hirsch Jackoway Tyerman Wertheimer Austen Mandelbaum & Morris - Michele Mulrooney, Esq. - Michele Mulrooney, Esq.'	
	'Huizenga Holdings Incorporated - Cris Branden'	
	'Crossbow Ventures™ - Stephen J. Warner'	
	'Atlas Entertainment - Allen Shapiro President'	
	'Benada Aluminum of Florida - Monte Friedkin, President'	
	'Bridge Residential Advisors, LLC - James A. Osterling, President'	
	'Cornell Partners - Caroline Prochotska Rogers, Esq.'	
	'Crossbow Ventures™ - René P. Eichenberger, Managing Director'	
	'Flaster Greenberg P.C. - Marc R. Garber, Esq.'	
	'dg_kane@msn.com'	
	P. Stephen Lamont (E-mail)	
	Jude Rosario (E-mail 2)	

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5:23 PM

Zakirul Shirajee (E-mail)
 'Law Office of Mark W. Gaffney'
 'UBS/Paine Webber Inc. - Mitchell Welsch'
 'Quintile Wealth Management - Kenneth Anderson, Partner'
 'Patty Daniels Town & Country Studio - Patty Daniels, Owner'
 'Ellen Degeneres c/o Amber Cordero'
 'Richard D. Rosman, APC - Richard D. Rosman, Esq.'
 'Rock-It Cargo USA Incorporated LA - Andrew R. Dietz'
 'Rock-It Cargo USA Incorporated LA - Barry Becker'
 'Selz & Muvdi Selz, P.A. - Steven Selz, Esq.'
 'Silver Young Fund - Alan Young'
 'Sony Pictures Digital Entertainment - Divisional CIO of Motion Pictures and Television'
 'Vulcan Ventures - David J. Colter, Vice President Technology'
 'Warner Bros. - John D. Calkins, Senior Vice President New Media Business Development'
 'Air Apparent Incorporated - Donna Dietz, President'
 'Anderson Howard Electric Inc.'
 'jarmstrong1@comcast.net'
 John Bartosek (Business Fax)
 'anthony.frenden@disney.com'
 Chuck Brunelas (E-mail)
 Guy T. Iantoni (E-mail)
 Jack P. Scanlan (E-mail)
 Jill Iantoni (E-mail)
 Joan & Jeff Stark (E-mail)
 Joseph A. Fischman (E-mail)
 Lisa Sue Friedstein (E-mail)
 Maurice R. Buchsbaum (E-mail)
 Mitchell Zamarin (E-mail)
 Mitchell Zamarin (E-mail 2)
 Mollie Anne DeKold (E-mail)
 Robert Roberman (E-mail)
 Sal Gorge (E-mail)
 George deBidart (E-mail)
 Ginger Ekstrand (E-mail)
 'Harry I. Moatz - OED Director of the United States Patent and Trademark Office'

Failed: 3/23/2004
 5:23 PM

Dear Shareholders and Friends of Ivivewit,

Today Ivivewit's worst fears were realized when the United States Patent and Trademark Office (USPTO) contacted me regarding a certain provisional patent application in Mr. Brian Utley's name that we are supposed to have as the possession of Ivivewit. I have attached the correspondence from the USPTO, which basically states that since neither Ivivewit nor myself are listed on such applications we have no rights, title or interest in the patent application. Therefore, the USPTO cannot disclose any information regarding the application to us. I am astounded that our counsel Foley & Lardner who filed the application for Utley and Blakely Sokoloff Zafman and Taylor have never told us of this issue and never reported this to any authorities. In fact they made it part of the Company portfolio.

More disturbing is that this patent application has been listed on all of our portfolios (I have attached an excerpt from our most recent portfolio) prepared by the law firms Foley and Lardner and distributed to shareholders and investors as property of Iviewit. I am uncertain which application of Utley's this is ("Zoom & Pan Imaging on a Digital Camera" or "Zoom & Pan Imaging Design Tool") but either way it is not our property as represented on the portfolios. There has never been assignment by Utley or any of the law firms to the Company. I am saddened to report this loss to all of you but this is the case. There are several other patents Utley has found his way onto and we are also attempting to correct those. I am not sure what crimes this constitutes but I am checking with counsel as to our remedies.

As I have stated prior, Mr. Utley and Mr. William Dick, Esq. of Foley and Lardner have had similar patent problems in the past, which led to the loss of a business Utley ran for another South Florida businessman. Chris Wheeler our attorney from Proskauer Rose had set a company up for Utley, in which Dick and Utley wrote patents into, patents that related to Mr. Utley's employment as President of a lawnmower company Diamond Turf Equipment. The patent applications were for lawnmower stuff and Utley would not assign them to his employer when he was caught, he was fired with cause (opposite of what the resume submitted to all of you stated) and the company was forced to close, the owner taking a three million dollar loss.

I have been working with the USPTO who is looking into these matters and a team of their agents to attempt to attempt correct everything so that your investment may one day inure benefits to you, not Utley et al. I have found out that several patents we thought were assigned to the Company and its investors by our attorneys also have never been completed despite what we have been told. I will keep everyone posted as we find out more. Finally, I have attached an inventor change form, one of several that we have filed with the USPTO to correct this Utley insertion and deletion of Zakirul and Jude and inventors and it is signed by Stephen Warner of Crossbow Ventures who has recently been very helpful in his efforts to help the Company.

I truly am sorry for any misleading information that was distributed by these firms and it was no fault of the Companies (except in regards to Utley et al.) as we too were misrepresented. My heart nevertheless is truly broken with this news for all concerned.

Thank you,

Eliot I Bernstein
 Founder
 I View It Technologies, Inc.
 10158 Stonehenge Circle
 Suite 801
 Boynton Beach, FL 33437-3546
 561.364.4240
iviewit@adelphia.net

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 ITS 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."

CONFIDENTIAL

Ken,

Thank you again for your most valuable information. I was inquiring regarding application number 60/233,341 and if I could get the owner, inventor and assignee information on this application.

Thank you,

Eliot Bernstein

To: Kenneth Weider

From :

Pages: 1

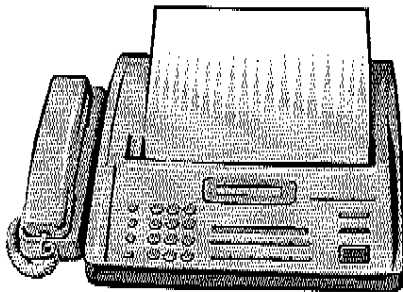
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DATE: 3/23/03

SERIAL #: / Ref #:

TO: ELIOT BERNSTEIN
(NAME)

(COMPANY OR FIRM)
561-364-4240
(FAX NO.) (VOICELINE NO.)

FROM: K. WIEDER
(NAME)
703-305-4710
(VOICELINE NO.)

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Ken,

Thank you again for your most valuable information. I was inquiring regarding application number 60/233,341 and if I could get the owner, inventor and assignee information on this application.

Thank you,

Eliot Bernstein

REPLY:

I AM UNABLE TO PROVIDE YOU THE
INFORMATION REQUESTED ABOVE

Kenneth Wieder
KENNETH WIEDER
SPECIAL PROGRAM EXAMINER
TECHNOLOGY CENTER 2600

To: Kenneth Weider

From :

Pages: 1

For Information Call:

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Ken,

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Eliot

To: Kenneth Weider

From :

Pages: 3

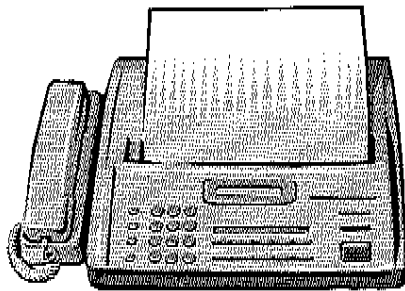
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(NAME)

703-305-4710
(VOICELINE NO.)

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TELEFAX MACHINE: 703-305-3991

TELEFAX LOCATION: CRYSTAL PARK 2, ROOM 8A36

From: To: Kenneth Weider

CONFIDENTIAL

Ken,

Can you please state the reason that you cannot provide such information to me or Iviewit.

Eliot

SEE 37 CFR 1.14
 35 U.S.C. 122
 - ... APPLICATIONS ARE KEPT IN CONFIDENCE ...

Eliot Note:
 USPTO cannot give information to Iviewit or Eliot Bernstein because we are not listed on the application and have no rights, title or interest in it. USPTO will not even discuss with Iviewit any details of this patent which is listed in the name of Brian Utley. All portfolios prepared by our attorneys with this patent as the property of Iviewit are blatantly false and misleading.

Kenneth A. Weider
 KENNETH WIEDER
 SPECIAL PROGRAM EXAMINER
 TECHNOLOGY CENTER 2601

To: Kenneth Weider
From :
Pages: 3
For Information Call:
Fax Number :

IVIEWIT.COM PATENT PORTFOLIO

No.	F&L Dkt. No.	Country (Type)	Appl. No.	Filing Date	Application Title
10	57103/111	PCT (International)	PCT/US00/15408	6/2/2000	System and Method for Streaming an Enhanced Digital Video File
11	57103/112	PCT (International)	PCT/US00/15405	6/2/2000	System and Method for Providing an Enhanced Digital Video File
12	57103/113	PCT (International)	PCT/US00/15406	6/2/2000	System and Method for Playing a Digital Video File
13	57103/114	U.S. (Non-Provisional)	09/587,730	6/5/2000	System and Method for Streaming an Enhanced Digital Video File
14	57103/115	U.S. (Non-Provisional)	09/587,026	6/5/2000	System and Method for Playing a Digital Video File
15	57103/116	U.S. (Non-Provisional)	09/587,734	6/5/2000	System and Method for Providing an Enhanced Digital Video File
16	57103/118	PCT (International)	PCT/US00/15602	6/7/2000	System and Method for Video Playback Over a Network
17	57103/119	U.S.	09/522,721	3/10/2000	Apparatus and Method for Producing Enhanced Digital Images
18	57103/120	PCT (International)	PCT/US00/21211	8/2/2000	System and Method for Providing an Enhanced Digital Image File
19	57103/121	U.S. (Non-Provisional)	09/630,939	8/2/2000	System and Method for Providing an Enhanced Digital Image File
20	57103/122	U.S. (Provisional)	60/223344	09/18/2000	Zoom and Pan Imaging Using a Digital Camera
21	57103/123	U.S. (Provisional)	60/233341	09/18/2000	Zoom and Pan Imaging Design Tool


Utley patents
with arrows

This portfolio was prepared and submitted by William Dick for the Virginia Bar and further corresponds to the one prepared by Foley and Lardner after Utley was found with two sets of patent books. Prior, Utley only patents were not in any records. Further it is wrong to list assets like 341 which are not the property of the Company on a patent portfolio that is distributed to shareholders and investors.

IVIEWIT.COM Spreadsheet

EXHIBIT F

[INSERT CAHILL COMPLAINT]



Digitally signed by Eliot I. Bernstein
DN: CN = Eliot I. Bernstein, C = US, O =
Iviewit Holdings, Inc.
Reason: I am the author of this document
Location: BOYNTON BEACH, FL
Date: 2004.07.08 20:29:09 -04'00'