

IVIEWIT CORPORATION  
500 S.E. MIZNER BOULEVARD  
SUITE 102  
BOCA RATON, FL 33432-6080  
ATTENTION: MR. ELIOT I. BERNSTEIN

320581  
June 18, 1999

WHO IS IVIEWIT CORPORATION, NOT  
IVIEWIT, INC.

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT CORPORATION  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED MAY 31, 1999  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$64,837.50
DISBURSEMENTS AND CHARGES:	\$1,814.95
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TOTAL DUE:	\$66,652.45

BALANCE DUE: \$66,652.45  
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DATE	NAME	HOURS	DESCRIPTION
01/06/99	C WHEELER	1.50	Review of prospectus; conf as to nature of work
01/11/99	C WHEELER	.50	Response to Mr. Bernstein; conf with Mr. Gortz
01/12/99	C WHEELER	.50	Follow up on new corporation
01/12/99	R FOSTER	.25	Conference with Mara Lerner; preparation of corporate searches on IVIEWIT Corporation
01/13/99	C WHEELER	.50	Review details as to corporation
01/13/99	R FOSTER	1.00	Preparation of articles of incorporation, bylaws and organizational minutes for IVIEWIT Corporation
01/14/99	C WHEELER	.50	Follow up on status on intellectual property review and new incorporation
01/14/99	M ROBBINS	1.50	Revisions to Iviewit corporate formation documents. Telephone conferences with S. Bernstein and E. Bernstein re: formation of Iviewit. Inter-office conference with Wheeler re: same.
01/15/99	C WHEELER	.25	Conf as to status of corporation
01/22/99	M ROBBINS	.50	Preparation of revisions to Iviewit corporate formation documentation.
01/25/99	C WHEELER	.25	Check status of incorporation documents
01/26/99	L GARDNER	.50	Electronic filing of corporation.
01/26/99	R FOSTER	.25	Conference with Mara Lerner; telephone call with CT Corporation; preparation of facsimile transmission of designation of resident agent to Jennifer Forman
01/26/99	M ROBBINS	1.75	Revisions to Articles of Incorporation. Inter-office conference with Foster re: filing of Articles. Telephone conferences with Healy re: trademark and copyright matters. Preparation of memorandum to Wheeler re: same.
01/26/99	G GOLDMAN	1.00	Reviewing IVIEWIT's business plan for patentability opinion; conducting an on-line Internet search.

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01/27/99 L GARDNER .25 Ltr to client re: articles of incorporation.

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

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

01/28/99 L GARDNER .25 Order minute book for Iviewit, Inc.

01/29/99 G COLEMAN 1.25 Preparation of confidentiality agreement.

02/01/99 A GORTZ .25 Rev. confidentiality agmt, MR call

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

02/16/99 A GORTZ .25 Gerry Lewin call, cf CCW

02/16/99 R ROWE .25 Tel. GC re finder/BD issue

02/16/99 D THOMPSON II .50 Conference with Attorney Gayle Coleman re  
Financial Advisor Agreement.

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

02/16/99 G COLEMAN 1.75 Study and revise proposed financial consulting  
agreement. Telephone conferences with I.  
Newman. Research re: advisory compensation.

02/17/99 R ROWE .25 Tel. GC re finders/BD issue; Tel. CW, GC re  
finder issue

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

02/17/99 C WHEELER 1.00 Conf as to broker dealer situation; call to Mr.  
Rowe; call to Mr. Bernstein

02/17/99 G COLEMAN 2.25 Preparation of detailed correspondence.  
Telephone conferences with I. Newman.  
Preparation of proposed revisions to financing  
agreement. Telephone conference with R. Rowe.  
Telephone conference with C. Wheeler and R.  
Rowe.

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

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

02/18/99 L GARDNER .50 Prepare fictitious name application.

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

02/18/99 G COLEMAN 2.50 Preparation of revisions to Jenex agreement. Telephone conferences with E. Bernstein. Study and revise website information and agreement.

02/19/99 L GARDNER .50 Prepare SS-4 application.

02/19/99 M ROBBINS 2.00 Telephone conferences with E. Bernstein, S. Bernstein. Revisions to Organizational Minutes. Review Fictitious Name Application, Employer Identification Application. Organization of file. Preparation of e-mail to Wheeler re: organizational matters. Draft and preparation of correspondence to E. Bernstein.

02/22/99 L GARDNER .75 Revise application; prepare stock certificates.

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

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

02/24/99 G COLEMAN .25 Telephone conference with I. Newman.

02/25/99 C WHEELER .50 Arrange follow up on Jenex contract; receipt and review of MacKenzie contract

02/25/99 M ROBBINS 1.75 Review Financial Consulting Agreement. Revisions to Financial Consulting Agreement. Inter-office conferences with Coleman re: revisions to Financial Consulting Agreement. Inter-office conferences with Coleman re: revisions to Financial Consulting Agreement.

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02/25/99 G COLEMAN	1.50 Telephone conference with I. Newman. Telephone conference with E. Bernstein. Preparation of revisions to financial consulting agreement.
02/26/99 L GARDNER	2.00 Prepare proof of publication w/Palm Beach Post; file fictitious name application; obtain FEI number; ltr to E.Bernstein re: FEI number.
02/26/99 M ROBBINS	.75 Inter-office conferences with Gardner re: application for fictitious name, employer identification number and minute book. Review correspondence from Bernstein.
03/01/99 C WHEELER	.25 Conf as to financial advisor agreements
03/01/99 G COLEMAN	.75 Telephone conference with I. Newman. Telephone conference with E. Bernstein. Telephone conference with I. Newman and E. Bernstein re: finalization of Jenex Agreement. Preparation of revisions to Jenex Agreement and forwarding of same.
03/02/99 M ROBBINS	.75 Inter-office conferences with Coleman re: Consulting Agreement provisions. Revisions to Consulting Agreement.
03/02/99 G COLEMAN	1.00 Telephone conference with E. Bernstein re: non-exclusive issues and finders. Telephone conference with I. Newman. Telephone conference with G. Lewin. Revision of Consulting Agreement re: pro rata issue.
03/03/99 M ROBBINS	3.00 Study and review MacKenzie Consulting Agreement. Preparation of comments to Consulting Agreement. Preparation of inserts to Consulting Agreement. Inter-office conferences with Coleman re: Consulting Agreement.
03/03/99 G COLEMAN	.50 Telephone conferences with E. Bernstein and I. Newman. Preparation of final document.
03/04/99 M ROBBINS	1.00 Inter-office conferences with Coleman re: MacKenzie consulting agreement. Revision to consulting agreement.
03/05/99 M ROBBINS	.25 Inter-office conference with Coleman re: Consulting Agreement.
03/08/99 L GARDNER	.50 T/c Florida Sec. of State re: fictitious name filing; ltr to E.Bernstein re: fictitious name and proof of publication.

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03/09/99 G COLEMAN	1.50 Preparation of revised MacKenzie Agreement. Preparation of correspondence to E. Bernstein re: MacKenzie Agreement.
03/12/99 M ROBBINS	.50 Review Mackenzie consulting agreement. Telephone conferences with Coleman re: same.
03/16/99 C WHEELER	1.00 Call to Mr. Bernstein; conf with Mr. Lewin; check status of trademark and copyright;
03/16/99 M ROBBINS	.50 Inter-office conference with Wheeler re: intellectual property matters.
03/23/99 A GORTZ	.25 Simon & Eliot conf call; conf CCW.
03/23/99 C WHEELER	.50 Conf with Mr. Bernstein re private placement over the Internet and re copyright follow up
03/24/99 C WHEELER	.50 Conf as to private placement
03/24/99 C WHEELER	.50 Call to Mr. Lewin; conf with Mr. Healey re copyright; conf with patent counsel
03/26/99 C WHEELER	.75 Call to Mr. Lewin; call to Mr. Bernstein; conf with Mr. Bernstein
03/29/99 C WHEELER	1.00 Call to Mr. Lewin; conf with Mr. Bernstein; conf with Mr. Healy; review of E-Mail relating to status
03/29/99 K HEALY	1.25 Tc w/C. Wheeler; tcs w/Eliot Bernstein re intellectual property protections; tc w/Raymond Joao re patent pending; tcs w/E. Bernstein and Jerry Levin re license business models; review protectability of web-sites
03/30/99 B SCHIFF	.25 Fixed Fee. Trademark Scan for I VIEW IT for enhanced digital images.
03/30/99 K HEALY	.50 FIXED FEE: Preliminary search Iviewit
03/30/99 K HEALY	1.00 Tc w/E. Bernstein and J. Levin re licensing structures for Iviewit; tc w/C. Wheeler
03/31/99 K HEALY	.25 Tc w/K. Rubenstein re Patent advice
04/01/99 C WHEELER	.25 Conf with Mr. Gortz re status
04/02/99 C WHEELER	1.00 Conf with Mr. Kafin; conf with Mr Lewin re meeting; conf with Mr. Lewin re staffing and confidentiality agreement

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04/06/99 C WHEELER	.25	Call to Mr. Dollinger; call to Mr. Lewin
04/06/99 C WHEELER	.25	Conf with Mr. Lewin
04/07/99 C WHEELER	.25	Conf with Mr. Gortz; call to Mr. Healey
04/08/99 K HEALY	.75	Copyright: Review CD-Rom; advise E. Bernstein on copyright protection matters
04/09/99 D THOMPSON II	.25	Telephone conference with Attorney C. Wheeler re general solicitation issues.
04/09/99 C WHEELER	.50	Call to Mr. Lewin; conf with Mr. Newman
04/12/99 C WHEELER	.50	Conf with Mr. Lewin and Mr. Bernstein
04/12/99 C WHEELER	.25	Call to Mr. Dollinger
04/12/99 C WHEELER	.25	Review of confidentiality agreement
04/12/99 G COLEMAN	.50	Study and review proposed confidentiality modifications and preparation thereof.
04/13/99 A GORTZ	.25	Cf CCW
04/13/99 C WHEELER	.25	Conf with Mr. Gortz; call from Mr. Dollinger re work
04/13/99 C WHEELER	.25	Arrange transmittal of confidentiality agreement
04/13/99 C WHEELER	.50	Conf with Mr. Lewin and Mr. Bernstein re proposed meeting in Calif. and confid. agreement
04/14/99 C WHEELER	1.00	Conf with Mr. Rossman; conf with Mr. Lewin; revise confidentiality agreement;
04/14/99 C WHEELER	.50	Receipt of business plan; begin review of same
04/14/99 K HEALY	.75	Review Authorization and release; review procedures for copyright registrations of collections; conference call w/E. Bernstein, J. Lewin and G. Reed; draft file memo
04/15/99 G COLEMAN	1.75	Study and review the current form of business plan. Preparation of summary memo re: comments.
04/16/99 C WHEELER	.50	Review of documents; arrange transmittal of comments; conf with Mr. Lewin and Mr. Bernstein

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04/20/99 C WHEELER	.50	Review transmitted materials
04/20/99 C WHEELER	1.00	Conf with Mr. Lewin and Mr. Bernstein; conf with Mr. Ferguson
04/21/99 C WHEELER	1.00	Conf with Mr. Stanley; Conf with Mr. Stanley and Mr. Bernstein;
04/22/99 C WHEELER	2.00	Prep of letter; arrange to transmit Confidentiality Agreement; call to Mr. Bernstein; prepare Conf. Agreement
04/22/99 C WHEELER	.25	Call from Mr. Lewin re letter
04/22/99 K HEALY	.25	Tc w/R. Joao; e-mail to E. Bernstein
04/23/99 C WHEELER	.50	Conf with Mr. Lewin and Mr. Bernstein
04/26/99 C WHEELER	.50	Conf with Mr. Kafin; conf with Mr. Lewin; review letter for transmittal
04/26/99 C WHEELER	1.00	Rewrite Iviewit letter
04/27/99 C WHEELER	.50	Review of status; conf with Mr. Lewin and Mr. Bernstein
04/28/99 C WHEELER	1.00	Follow up on issuance of share issues
04/28/99 C WHEELER	.50	Check on question with Mike Tricarico
04/28/99 K HEALY	.75	Review and revise Authorization and Release
04/29/99 C WHEELER	.50	Conf with Mr. Stanley; call to Mr. Lewin
04/29/99 C WHEELER	1.00	Conf with Kevin Healey; conf with Mr. Bernstein and Mr. Lewin re shares
04/29/99 K HEALY	.50	Draft Authorization and Release; review Business Plan
04/30/99 C WHEELER	.25	Confirm appointment with Real 3D
04/30/99 K HEALY	.50	Review Iviewit Business Plan
05/03/99 R ROWE	.25	Tel. RT, Mara re 701, bonus shares
05/03/99 D THOMPSON II	1.25	Conference with Attorney Mara Lerner Robbins re stock bonus issuance and analysis of corporate and securities issues involving same; Telephone conference with Jerry Lewin.

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

05/03/99 C WHEELER .50 Call to Mr. Healey; conf with Mr. Bernstein and Mr. Lewin

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

05/03/99 M ROBBINS 1.00 Computer research re: bonus shares. Inter-office conferences with Thompson re: issuance of shares to employees of Iviewit. Telephone conference call with Thompson and Lewin.

05/04/99 C WHEELER .25 Review status of trademark

05/04/99 C WHEELER .25 Conf with Mr. Lewin and Mr. Bernstein

05/04/99 M ROBBINS 1.00 Telephone conferences with Lewin re: issuance of shares to Iviewit employees, amendment to articles of incorporation, cancellation of shares. Inter-office conferences with Zammass re: schedule of share issuances. Preparation of correspondence to Lewin re: share issuances.

05/04/99 J ZAMMAS 1.75 Calculate number of shares to be issued; preparation of Articles of Amendment and Consent; preparation of shareholder list

05/05/99 K HEALY .50 Draft Authorizations and Releases by e-mail and fax to E. Bernstein

05/05/99 M ROBBINS 2.75 Draft and preparation of letter agreement to employees re: grant of Iviewit shares. Telephone conferences with E. Bernstein, S. Bernstein and Lewin re: share issuances. Recalculation of share issuance per E. Bernstein's additions.

05/05/99 G COLEMAN .50 Preparation of form transfer of stock as bonus/gift.

05/05/99 J ZAMMAS 3.50 Fax list of shareholders to Eliot Bernstein; preparation of Directors' Consent authorizing share issuance; order additional stock certificates; revise Shareholder list pursuant to Eliot Bernstein's instructions and fax to Gerald Lewin, Simon Bernstein and Eliot Bernstein.

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05/06/99 R ROWE .25 Rev. issue re right of first refusal

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

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

05/06/99 M ROBBINS .75 Inter-office conferences with Zammass re:  
reissuance of stock certificates, board  
resolutions, revised shareholder list.  
Revisions to Board consent re; issuance of  
bonus shares.

05/06/99 G COLEMAN .50 Study and review Iviewit confidentiality letter  
re: R. Rosman's comments.

05/06/99 J ZAMMAS 1.00 Add names of trusts to shareholder list; fax  
revised list of shareholders to Gerry Lewin;  
preparation of Director and Shareholder consent  
regarding stock erroneously issued;

05/07/99 D THOMPSON II 1.00 Revise letter agreement with shareholders;  
Meeting with Attorney Mara Lerner Robbins re  
same.

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

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

05/10/99 C WHEELER .50 Conf with Mr. Bernstein; follow-up on  
confidentiality agreement

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

05/10/99 C WHEELER .50 Receipt and review of confidentiality  
agreement; conf with Mr. Gortz

05/10/99 M ROBBINS 1.00 Preparation of revisions to Letter Agreement  
per Lewin's instructions. Telephone  
conferences with Lewin.

05/11/99 C WHEELER 1.00 Call to Mr. Lewin, call to Mr. Bernstein,  
arrange for transmittal of agreement; review of  
agreement

05/11/99 M ROBBINS .50 Revisions to Letter Agreement to employees with  
respect to grant of shares.

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05/11/99 J ZAMMAS 1.25 Preparation of Articles of Incorporation and organizational documents for iviewit.com, Inc.; discuss documents with M. Robbins and give to C. Wheeler for review

05/12/99 D THOMPSON II .75 Review Shareholder Agreements and discuss same with Attorney Mara Lerner Robbins.

05/12/99 D THOMPSON II 2.50 Conference with Attorney C. Wheeler re pending agreements and projects; review and revise Confidentiality Agreement.

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

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

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

05/12/99 B SCHIFF 1.00 Fixed Fee. Editing applications for IVIEWIT YOUR THIRD EYE TO THE WORLD .. THE WEB.. and IVIEWIT and preparing apps for iviewit.com

05/12/99 M ROBBINS 2.00 Draft and preparation of correspondence to Bernstein and Lewin. Telephone conferences with Lewin re: potential tax issues. Telephone conference with Gutwein re: issuance of shares without consideration. Revisions to letter agreement. Inter-office conferences with Thompson re: issuance of shares and potential tax and securities issues.

05/13/99 A GUTWEIN 1.00 Conf. R. Thompson re tax issues; internal startup

05/13/99 R ROWE .25 Rev. bonus share issue -- 701; Tel. MR; rev. 701

05/13/99 D THOMPSON II 2.75 Prepare Confidentiality Agreements; Conference with Attorney Mara Lerner Robbins; Telephone conference with Sye Bernstein re same; .Review BIG agreement; Telephone conference with opposing counsel.

05/13/99 D THOMPSON II 1.75 Telephone conference re stock issuances to friends, family and consultants; analysis of tax and securities issues re same.

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05/13/99 C WHEELER .25 Conf with Mr. Thompson re agreements

05/13/99 K HEALY 1.00 FIXED FEE: Revise applications; draft cover letter

05/13/99 M ROBBINS 1.75 Inter-office conferences with Thompspon re: securities and tax matters relative to letter agreement. Telephone conference call with Thompson, Gutwein and Lewin re: securities and tax matters relative to letter agreement. Telephone conference with Rowe re: securities issues.

05/14/99 R ROWE .25 Tel. RT re integration

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

05/14/99 D THOMPSON II 1.50 Consideration of securities issue involving stock to insiders and potential loans; Follow-up re same; Telephone conference re same with Jerry Lewin.

05/14/99 S WIENER .25 Discussion with Mara Robbins re:BS exemptions/requirements in connection with small private sale of securities (CA,IL,NY,FL)

05/14/99 M ROBBINS 2.25 Research re: integration of private securities offerings. Inter-office conference with Thompson re: same. Telephone conference with Rowe re: integration criteria. Inter-office conference with Thompson re: blue sky matters. Telephone conference with Susan Weiner re: NY, FL, IL, CA blue sky matters. Telephone conference with E. Bernstein re: blue sky.

05/16/99 M ROBBINS 1.50 Preparation of revisions to letter agreement to include purchase and sale provisions. Review revised letter agreement.

05/17/99 D THOMPSON II 2.75 Follow-up on outstanding agreements; Telephone conference with Cy and Eliot Bernstein; Research re status of Notes as securities.

05/17/99 D THOMPSON II 1.00 Prepare stock purchase agreement/shareholder agreement; analysis of same.

05/17/99 C WOLF 1.75 Telecons with Ms. Lerner-Robbins and research regarding availability of model agreements

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05/17/99 C WHEELER 1.00 Conf on various contracts

05/17/99 C WHEELER 1.00 Conf with Mr. Bernstein

05/17/99 C WHEELER .50 Review Iviewit agreements

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

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

05/17/99 J ZAMMAS 1.25 Preparation of Articles of Amendment to the Articles of Incorporation of Iviewit, Inc.; research preferred shares language.

05/18/99 R ROWE .25 Tel. RT, MR re interim loans -- Reeves -- integration

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

05/18/99 S WIENER .50 Follow up research re: IL exemptions, call to M. Robbins.

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

05/18/99 C WHEELER .25 Conf as to commencement of operations

05/18/99 C WHEELER .50 Conf as to contract

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

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05/18/99 M ROBBINS

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

05/18/99 J ZAMMAS 1.75 Work on Articles of Amendment and Consent of Directors

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

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

05/19/99 D THOMPSON II 1.25 Meeting with Cy and Eliot Bernstein, Gerry Lewin and Mara Robbins.

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

05/19/99 J ZAMMAS 1.50 Add consideration for shares to organizational minutes and place in minute book; preparation of letters to shareholders.

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05/20/99 D THOMPSON II 1.25 Coordinate stock issuances.

05/20/99 D THOMPSON II 3.50 Coordinate Confidentiality Agreements and Product Evaluation Agreement.

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

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

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

05/20/99 K HEALY 1.50 Review web-site; tc w/Eliot Bernstein and Mara Lerner Robbins re review of web-site

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

05/20/99 J ZAMMAS 3.50 Send electronic filing of Articles of Amendment to the Secretary of State; telephone Secretary of State to see that Amendment had been filed; preparation of letters to shareholders.

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

05/21/99 D THOMPSON II 1.75 Telephone conference with Jerry Lewin re outstanding issues and projects; Follow-up re same; Telephone conference with Jerry Wacks re Tender's Agreement.

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05/21/99 C WHEELER .25 Receipt and review of Huizinga Confidentiality Agreement; call to Mr. Bernstein

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

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

05/21/99 J ZAMMAS 1.75 Preparation of shareholder list for Iviewit, Inc.; revise Articles of Incorporation of iviewit.com, Inc. and fax to CT for signature as registered agent; fax to the Secretary of State; fax copy of Articles to Mr. Lewin.

05/24/99 D THOMPSON II .75 Conference with Attorney C. Wheeler re confidentiality issues; review note sale agreements.

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

05/24/99 C WHEELER .25 Review of status of meetings

05/24/99 M ROBBINS .50 Revisions to Subscription Letter Agreement. Telephone conference with Lewin re: Subscription Letter Agreement. Inter-office conference with Thompson re: Subscription Letter Agreement.

05/24/99 J ZAMMAS 1.25 Order stock certificates for Iviewit, Inc.; check to see that iviewit.com, Inc. had been formed; order minute book for iviewit.com, Inc.; telephone the Secretary of State regarding certified copy; fax documents to J. Lewin and Candice Bernstein

05/25/99 A GORTZ .25 Cf CCW

05/25/99 R ROWE .25 Rev. Reg. D issue

05/25/99 S WIENER .50 Discussing exemptions for Note transaction, original transaction filing of Form D, etc, with M. Robbins

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

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CLIENT: IVIEWIT CORPORATION  
MATTER: GENERAL CORPORATE ADVICE  
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05/25/99 C WHEELER .50 Conf with Mr. Gortz; conf with Mr. Thompson

05/25/99 M ROBBINS 2.00 Telephone conferences with Weiner re: blue sky issues. Revisions to Subscription Letter Agreement and Promissory Note. Preparation of correspondence to Weiner. Preparation of e-mail to Rowe. Inter-office conference with Thompson re: blue sky matters.

05/25/99 J ZAMMAS 3.50 Office conference with M. Robbins; preparation of list of shareholders of Iviewit, Inc. with home states listed and list of iviewit.com, Inc. promissory note list; preparation of letters and signature pages regarding promissory notes; fax information to Susan Wiener; send signature pages to Eliot Bernstein.

05/26/99 D THOMPSON II .50 Conference with Attorney Mara Lerner Robbins re programmer contracts and pending projects.

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

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

05/26/99 M ROBBINS 4.00 Inter-office conferences with Thompson and Zammas re: Subscription Letter Agreements. Telephone conferences with Bernstein re: Internet website and legal analysis. Telephone conferences with Lewin re: Subscription Letter Agreements. Revisions to Subscription Letter Agreements. Revisions to promissory notes. Inter-office conference with Wheeler re: Proskauer Subscription Letter Agreement. Telephone conferences with Lewin and Bernstein re: revised list of noteholders. Review correspondence from Iantoni, Jerry Lewin, Jennifer Lewin and Erika Lewin.

05/26/99 J ZAMMAS 3.50 Preparation of letter to noteholders and promissory notes of iviewit.com, Inc.; telephone Blackstone regarding minute book and stock certificates; send letters to noteholders; review sample of stock certificates.

05/27/99 C WHEELER 2.00 Meeting at Huizinga holdings

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CLIENT: IVIEWIT CORPORATION  
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June 18, 1999

05/27/99 C WHEELER .50 Conf with Mr. Rubenstein

05/27/99 C WHEELER 1.00 Arrange for additional confidentiality agreements;

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

05/27/99 K HEALY .25 FIXED FEE: Cover letter and duplicate set of TM Apps to E. Bernstein

05/27/99 J ZAMMAS 2.00 Issue shares of Class B Common Stock; prepare stock ledger; send stock certificates and checks from shareholders to Eliot Bernstein for execution and return.

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

05/28/99 C WHEELER .25 Conf as to additional Huizinga appointment

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

05/28/99 C WHEELER 3.00 Meeting with Huizinga group; conf with Mr. Healy re assignment; review of confidentiality agreements

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

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

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

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

SUMMARY OF HOURS

NAME	HOURS
ALBERT W. GORTZ	2.00
CHRISTOPHER WOLF	1.75
CHRISTOPHER C. WHEELER	76.25
RICHARD H. ROWE	2.00
TOTAL FOR PARTNER	82.00
ABRAHAM GUTWEIN	1.00
DONALD E. THOMPSON II	36.50
KEVIN J. HEALY	13.25
TOTAL FOR SENIOR COUNSEL	50.75

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CLIENT: IVIEWIT CORPORATION  
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June 18, 1999

GAYLE COLEMAN	16.50
GREGG I. GOLDMAN	1.00
JENNIFER SILVER	2.75
MARA LERNER ROBBINS	63.50
SUSAN L. WIENER	1.25

TOTAL FOR ASSOCIATE	85.00
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BARBRA SCHIFF	1.25
JILL B. ZAMMAS	27.50
LISA A. GARDNER	5.25
ROSE ANN FOSTER	1.50

TOTAL FOR LEGAL ASSISTANT	35.50
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TOTAL HOURS:	253.25
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DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
CORP. SERVICE	139.66
DELIVERY CHARGES	116.55
FAX	575.00
FILING FEES	109.44
LONG DISTANCE TELEPHONE	28.30
MISCELLANEOUS	162.72
POSTAGE	1.87
PROOFREADING	16.50
REPRODUCTION	106.20
SECRETARIAL OVERTIME	35.00
WESTLAW	418.71
WORD PROCESSING	105.00

TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$1,814.95
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iviewit Corporation  
500 S.E. Mizner Boulevard  
Suite 102  
Boca Raton, FL 33432-6080

826370  
June 30, 1999

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

FOR PROFESSIONAL SERVICES RENDERED during the period through May 31, 1999 in connection with Preparing and filing U.S. Trademark Registration Applications for the following:  
THE CLICK HEARD ROUND THE WORLD in Classes 9, 38 and 42; IVIEWIT in Classes 9, 38 and 42; IVIEWIT YOUR THIRD EYE TO THE WORLD IN STYLIZED LETTERS WITH DESIGN in Classes 9, 38 and 42; IVIEWIT "YOUR THIRD EYE TO THE WORLD" THE WEB IN STYLIZED LETTERS WITH DESIGN in Classes 9, 38 and 42; IVIEWIT.COM in Classes 9, 38 and 42

Preparing and filing fifteen trademark applications at \$750.00 per application. \$11,250.00

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iviewit Corporation  
500 SE. Mizner Boulevard  
Suite 102  
Boca Raton, FL 33432-6080

826371  
June 30, 1999

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

FOR PROFESSIONAL SERVICES RENDERED for the period  
ending May 31, 1999 in connection with Preliminary Trademark  
Searches for : IVIEWIT; IVIEWIT YOUR THIRD EYE TO THE  
WORLD; CLICK HEARD ROUND THE WORLD; IVEIWIT  
SURF CITY MALL; PRIMA PROPERTIES; FANTASY ISLAND  
VACATIONS; YACHTS R US; MAGNIFICENT MODELS;  
UPGRADE YOUR BRAIN.

Nine Preliminary Searches at \$300 each.

\$2,700.00

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iviewit Corporation  
500 S.E. Mizner Boulevard  
Suite 102  
Boca Raton, FL 33432-6080

826372  
June 30, 1999

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

FOR PROFESSIONAL SERVICES RENDERED during the period  
through May 31, 1999 in connection with Full Trademark Searches  
for: IVIEWIT; YOUR THIRD EYE TO THE WORLD; CLICK  
HEARD ROUND THE WORLD.

Three Trademark Searches at \$875.00 each.	\$2,625.00
Disbursements	<u>19.90</u>
Total Due	<u>\$2,644.90</u>

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IVIEWIT CORPORATION  
500 S.E. MIZNER BOULEVARD  
SUITE 102  
BOCA RATON, FL 33432-6080  
ATTENTION: MR. ELIOT I. BERNSTEIN

327337  
August 24, 1999

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT CORPORATION  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JULY 31, 1999  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$92,630.00
DISBURSEMENTS AND CHARGES:	\$6,248.10
	<hr/>
TOTAL DUE:	\$98,878.10

TOTAL OF CURRENT INVOICE:

\$98,878.10

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

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06/02/99 J ZAMMAS .25 Discuss stock issuance and SS-4 with M. Robbins; telephone Eliot Bernstein regarding return of organizational minutes for iviewit.com, Inc.

06/03/99 I AKSELRAD .50 Conf call w/Matt Rosen and Jerry Lewin

06/03/99 C WHEELER 2.00 Call to Mr. Joao; call to Mr. Healy; conf with Mr. Bernstein; review of numerous correspondence; conf with Mr. Lewin

06/03/99 K HEALY .25 Discuss photographer releases w/J. Silver

06/03/99 G COLEMAN .50 Telephone conference with E. Bernstein re: outstanding issues for employment agreement. Revise employment agreement.

06/04/99 C WHEELER 2.00 Prep of revised confidentiality agreement; call to Ms. Bibona; conf with Mr. Joao;

06/04/99 C WHEELER 1.50 Conf with Mr. Bernstein re confidentiality agreements and re Real 3-D; message from Ms. Bibano; Message from Mr. Brandon

06/04/99 J ZAMMAS .25 Fax organizational minutes of iviewit.com, Inc. to Eliot Bernstein.

06/07/99 D THOMPSON II .25 Conference with Attorney C. Wheeler re confidentiality issues.

06/07/99 C WHEELER 1.00 Preparation of agreements

06/07/99 C WHEELER 2.50 Meeting with Mr. Lewin and Mr. Bernstein

06/07/99 M ROBBINS .75 Telephone conferences with Dietz. Inter-office conference with Zammas re: subscription letter agreements. Telephone conference with Bernstein.

06/07/99 J ZAMMAS .50 File checks in payment of stock; prepare additional subscription letter for Simon Bernstein.

06/08/99 I AKSELRAD .50 Conf call w/RT and CW

06/08/99 D THOMPSON II .75 Conference with Attorney C. Wheeler re proposed new structure for iviewit; analysis of same.

06/08/99 D THOMPSON II 1.00 Analysis of LLC structure; Telephone conferences with tax department re same and alternatives.

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06/08/99 C WHEELER .25 Prep of notary acknowledgment for Mr. Lewin

06/08/99 C WHEELER 1.00 Conf with Mr. Thompson re corporate structure

06/08/99 C WHEELER 5.00 Conference w/I.Akselrad; conference w/R.Thompson; conference w/C.Branden; preparation of confidentiality agreements and transmittal; conference w/Mr.Bernstein; conference w/M.Buchsbaum

06/08/99 S ROMOFF 1.75 Telephone conference w/ DT; Meet w/ IA; Drafting LLC Agreement.

06/08/99 M ROBBINS .50 Review subscription packages from shareholders. Inter-office conferences with Zammass re: updating shareholder subscription list.

06/08/99 J ZAMMAS .50 Copy documents for C. Wheeler; return call to Andrew Dietz regarding signing of document; fax organizational minutes to Simon Bernstein pursuant to Eliot Bernstein's request..

06/09/99 H COATES JR. .25 Conference with Rocky Thompson regarding securities issues concerning involvement in LLC structure

06/09/99 D THOMPSON II 2.75 Telephone conference with Jerry Lewin re structural changes; Conference with Attorney Mara Lerner Robbins; conference with Attorney C. Wheeler re pending matters; prepare LLC.

06/09/99 C WHEELER 1.00 Conference w/Mr.Rosman re revision; arrange revision

06/09/99 C WHEELER .25 Set up conference call w/Rosalie Bibona

06/09/99 C WHEELER .50 Conference w/R.Bibona

06/09/99 C WHEELER .50 Conference w/R.Thompson re new corp. setup

06/09/99 S ROMOFF 7.50 Drafting LLC Agreement.

06/09/99 M ROBBINS 1.00 Inter-office conferences with Zammass re: log of received subscription agreements. Telephone conferences with Dietz. Telephone conferences with Bernstein. Telephone conference to Lewin.

06/09/99 J ZAMMAS .75 Keep record of checks and subscription agreements; prepare and fax list of people who have sent in checks for shares to Jerry Lewin.

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06/10/99 I AKSELRAD .50 Conf call re structure

06/10/99 C WHEELER 5.00 Conf with Mr. Bernstein; conf with Mr. Lewin;  
set up meeting with Huizinga group; Conf with  
Mr. Bernstein; conf with tax counsel; conf with  
Mr. Epstein

06/10/99 C WHEELER 1.00 Conference w/Mr.Bernstein

06/10/99 C WHEELER 1.50 Follow up on numerous iviewit corp. matters

06/10/99 C WHEELER 1.00 Conference w/Simon Bernstein re meeting  
w/Huizenga

06/10/99 S ROMOFF 1.25 Telephone conference w/ CW; Meet w/ IA; Revise  
LLC Agreement.

06/10/99 M ROBBINS .50 Telephone conference with E. Bernstein re: new  
members of LLC. Inter-office conference with  
Wheeler re: note subscription agreements.

06/10/99 J ZAMMAS .50 Update list of returned shareholder  
subscription agreements and fax to Jerry Lewin.

06/11/99 D THOMPSON II 1.50 Review LLC Agreement draft; Telephone  
conference with Attorney Stuart Rosow re same.

06/11/99 C WHEELER 4.50 Meeting w/Mr. Huizenga et al

06/11/99 C WHEELER .25 Call to R.Joao

06/11/99 S ROMOFF 3.00 Conference w/ DT; Revising agreement.

06/11/99 S KAUPAS .75 Prepare Certificates of Formation of iviewit  
LLC and iviewit.com LLC and process filing with  
CSC for Spencer Romoff

06/11/99 M ROBBINS .50 Telephone conferences with Lewin, Bernstein re:  
new shareholders and received subscription  
agreements.

06/12/99 C WHEELER 6.00 Meeting w/investment people

06/12/99 C WHEELER .25 Conference w/E.Bernstein

06/13/99 D THOMPSON II .50 Telephone conference with Attorney C. Wheeler  
re LLC structure; review and revise LLC  
Agreement.

06/13/99 S ROMOFF 3.00 Revising LLC Agreement.

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06/14/99 A GORTZ .50 Cfs CCW, Lewin call

06/14/99 D THOMPSON II 1.50 Review and revise LLC Agreement; Telephone conference with Spencer Romoff re same.

06/14/99 C WHEELER 2.50 Two conferences w/R.Bibona

06/14/99 C WHEELER .50 Conference w/Mr.Kane

06/14/99 C WHEELER .25 Conference w/Mr. Lewin re tax structure

06/14/99 C WHEELER .50 Conference w/Mr. Lewin re investors

06/14/99 C WHEELER .25 Immigration matter

06/14/99 S ROMOFF .25 Conference w/ DT re: comments on LLC Agreement.

06/14/99 M ROBBINS .50 Telephone conferences with Bernstein. Review file re: list of iviewit shareholders.

06/14/99 J ZAMMAS .25 Update records of subscription agreement letters executed and make a complete copy for Bettie Stanger's letter.

06/15/99 I AKSELRAD .50 Review agmts, conf S. Romoff

06/15/99 D THOMPSON II 1.25 Conference with Attorney C. Wheeler re structural matters; Follow-up re same.

06/15/99 S WIENER .25 Follow up research for Mara Robbins re:private offering exemption in IL

06/15/99 C WHEELER .25 Conf with Mr. Lewin; conf with Mr. Thompson re tax structure

06/15/99 C WHEELER .50 2 Conf with Mr. Kane; call to Ms. Bibona

06/15/99 C WHEELER .75 Conf with Mr. Kane and Ms. Bibona; conf with Mr. Bernstein

06/15/99 S ROMOFF 3.25 Conference w/ DT; Conference w/ IA; Revise LLC Agreement.

06/15/99 M ROBBINS 1.75 Inter-office conference with Zammas re: note subscription agreements. Telephone conferences with Bernstein re: note subscription agreements and additional investors. Telephone conference to Weiner re: blue sky matters. Preparation of

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e-mail to Thompson re: additional investors and new corporate structure. Telephone conference with Lewin and Bernstein re: promissory notes. Inter-office conference with Zammass re: e-mailing promissory notes. Review and revise list of note subscribers. Inter-office conference with Zammass re: revision to list of note subscribers.

06/15/99 J ZAMMAS	1.25	Preparation of Note and Subscription Letter Agreement for Lisa Sue Friedstein; send via overnight mail; e-mail Notes to Noteholders
06/16/99 D THOMPSON II	2.75	Finalize LLC Agreement; Telephone conference with Spencer Romoff, Jerry Lewin and Mara Lerner; Follow-up re implementation of same.
06/16/99 C WHEELER	4.00	Meeting with Mr. Joao and Messrs. Bernstein re patent and other matters
06/16/99 S ROMOFF	2.25	Telephone conference w/ DT and G. Lewin; Revise LLC Agreement and send draft G. Lewin; Research basis in patent.
06/16/99 M ROBBINS	2.00	Inter-office conferences with Thompson re: new iviewit structure, formation of new iviewit company, LLC Agreements and subscription agreements. Telephone conferences with Bernstein re: employment agreement. Telephone conference with Thompson, Lewin, Romoff re: new iviewit structure. Inter-office conferences with Zammass re: preparation of Certificate of Incorporation. Review Articles of Amendment to Articles of Incorporation of iviewit, Inc. Preparation of e-mail to Armstrong re: promissory note.
06/16/99 J ZAMMAS	1.00	E-mail documents to Noteholders; update Noteholder list; obtain Delaware forms for new incorporation.
06/17/99 C WHEELER	.50	Call to Mr. Kohner of Arthur Anderson; call to Ken Rubenstein
06/17/99 C WHEELER	.50	Follow up on Rossman and O'Donnell disclosures
06/17/99 C WHEELER	2.50	Meeting with Mr. Selman, Mr. Bernstein, Mr. Lewin
06/17/99 S ROMOFF	.25	Conference w/ M. Robbins; Send model Single Member LLC to M. Robbins.

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CLIENT: IVIEWIT CORPORATION  
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06/17/99 M ROBBINS

August 24, 1999

3.50 Draft and preparation of subscription agreement re: issuance of membership units of iviewit LLC. Draft and preparation of iviewit.com LLC Limited Liability Company Agreement. Preparation of list of iviewit LLC members. Preparation of list of stockholders of uview.com, Inc. Inter-office conferences with Thompson re: iviewit corporate structure. Draft and preparation of uview.com subscription agreement. Inter-office conferences with Zammass re: organizational matters for uviewit.com, Inc. and iviewit.com LLC. Telephone conferences with Romoff re: iviewit LLC Limited Liability Company Agreement.

06/17/99 J ZAMMAS 4.00 Preparation of Certificate of Incorporation for uview.com, Inc.; preparation of organizational documents and 2553 for new corporation.

06/18/99 D THOMPSON II 1.25 Conference with Attorney Mara Lerner Robbins re structural issues; Telephone conference with Jerry Lewin and Attorney Spencer Romoff re same.

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

06/18/99 C WHEELER 3.50 Review of patents with Mr. Joao; conf with Mr. Lewin re status; conf with Mr. Bernstein; Check of status of new corporate documents

06/18/99 S ROMOFF .75 Telephone conference w/ DT, MR and G. Lewin; Conference w/ S. Kaupas re: LLC filings; Correspondence w/ MR; Telephone call to A. Epstein; E-mail agreement to A. Epstein.

06/18/99 S KAUPAS .25 Follow up on organization of LLCs for Spencer Romoff

06/18/99 M ROBBINS 6.00 Preparation of iviewit LLC subscription agreement. Preparation of uview.com, Inc. subscription agreement. Revisions to Certificate of Incorporation of uview.com, Inc. Revisions to iviewit.com LLC Agreement. Telephone conferences with Romoff re: uviewit.com, Inc. structure. Telephone conferences with Lewin. Inter-office conferences with Thompson. Revisions to uview.com, Inc. shareholder list. Review

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CLIENT: IVIEWIT CORPORATION  
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August 24, 1999

uview.com, Inc. bylaws. Revisions to  
Organizational Minutes of uview.com, Inc.  
Revisions to Organizational Minutes of  
iviewit.com LLC. Preparation of iviewit LLC  
Organizational Minutes.

06/18/99 J ZAMMAS 5.00 Work on incorporation documents for uview.com, Inc.; check name availability for LLC's; send fax to Eliot Bernstein regarding Subscription Letter Agreement received; preparation of organizational documents for uview.com, Inc., iviewit LLC and iviewit.com LLC.; preparation of foreign qualification documents for iviewit LLC and iviewit.com LLC; order good-standing certificates for the LLC's.

06/21/99 D DE PARIS JR .50 Assist S. Romoff re: evidence of filings of certs. of formations for iviewit LLC and iviewit.com LLC

06/21/99 C WHEELER 1.00 Review status of various negotiations

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

06/21/99 S ROMOFF .25 Correspondence w/ J. Zammas re: certificates of formation; Telephone conference w/ G. Lewin's assistant re: LLC Agreement.

06/21/99 M ROBBINS 5.00 Revisions to Organizational Minutes for iviewit LLC, iviewit.com LLC and uview.com, Inc. Inter-office conferences with Zammas re: organizational matters, foreign qualifications. Telephone conferences with Lewin re: uview.com, Inc. and iviewit organizational matters. Preparation of Rosario employment agreement. Revisions to stockholder list of uview.com, Inc. Revisions to member list of iviewit LLC. Revisions to bylaws of Uview.com, Inc. Research re: foreign qualifications. Review foreign qualification applications for iviewit.com LLC and iviewit LLC.

06/21/99 J ZAMMAS 1.50 Work on qualification documents for iviewit LLC and iviewit.com LLC; send fax to Spencer Romoff regarding obtaining copies of the LLC Certificates of Formation; telephone Cecil Rodriguez to obtain filing fee check to file Delaware amendment; fax copies of filed certificates of formation to Jerry Lewin.

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

06/22/99 D THOMPSON II 1.25 Review organizational documents and subscription documents for iviewit, LLC, iviewit.com.LLC and Uviewit, Inc.

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

06/22/99 M ROBBINS 4.25 Revisions to iviewit LLC and uview.com, Inc. written consents. Telephone conferences with Romoff re: LLC Agreement. Telephone conferences with Lewin re: organizational documents and name availability. Inter-office conferences with Zammass re: realview name availability. Review FL and DE name search results. Trademark research on Westlaw re: realview name availability. Review trademark search results. Telephone conference with Lewin re: trademark search results. Inter-office conference with Thompson re: iviewit general corporate matters. Inter-office conference with Zammass re: received subscription agreements. Review file re: received subscription agreements. Inter-office conferences with Coleman re: federal trademark search results.

06/22/99 J ZAMMAS 1.00 Set up binders for iviewit LLC and iviewit.com LLC; check name availability of realview for M. Robbins; telephone Jerry Lewin with search results.

06/23/99 S KAPP .50 Conf. with CCW regarding various matters pertaining to structure, patents, confidentiality agreements

06/23/99 D THOMPSON II 1.50 Follow-up on LLC organizational matters; Telephone conference with Attorney Spencer Romoff re LLC Agreement; Conference with Attorney Mara Lerner Robbins re same.

06/23/99 C WHEELER .75 Conference w/S.Kapp re immigration; conference as to fee letter for patent counsel; arrange for

06/23/99 S ROMOFF .25 Review A. Epstein comments; Conference w/ DT.

06/23/99 S ROMOFF 2.50 Review A. Epstein comments; Telephone conference w/ DT; Revise Agreement.

06/23/99 C BERKOWITZ .75 Re marginal tax rates for individuals

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CLIENT: IVIEWIT CORPORATION  
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August 24, 1999

06/23/99 M ROBBINS 4.00 Review comments from Thompson re: LLC documents and subscription agreements. Revisions to Certificate of Incorporation, Organizational Minutes of iviewit LLC, iviewit.com LLC and uvview.com, Inc. Draft and preparation of memorandum to Romoff re: review of LLC documents. Revisions to bylaws of uvview.com, Inc., Foreign Qualification Applications of iviewit LLC and iviewit.com LLC. Inter-office conferences with Zammass re: foreign qualifications of iviewit LLC, iviewit.com LLC and uvview.com, Inc. Telephone conferences with Lewin re: name change to realview. Telephone conference with Lewin re: capital contributions of iviewit LLC. Telephone conference with Lewin re: stockholder list. Revisions to stockholder lists. Inter-office conferences with Thompson re: iviewit general matters. Review file re: old subscription agreements.

06/23/99 J ZAMMAS .75 Work on foreign qualification documents.

06/24/99 S KAPP 1.00 T/c with Jude Rosario, t/c to Zack S. and t/c to Ron S. PR LLP

06/24/99 S KAPP .50 T/c with Ray Jooa regarding retainer agreement, rvw agreement

06/24/99 S KAPP .50 Rvw comments on Confidentiality Agreement, conf. with RET regarding same

06/24/99 S KAPP .25 F/u regarding assignment of patent issue

06/24/99 R STORETTE .25 Review F-1 employment authorization; conf SK

06/24/99 D THOMPSON II 1.25 Conference call with Attorney Spencer Romoff and Jerry Lewin re LLC matters; Telephone conference with Attorney Mara Lerner Robbins and Jerry Lewin; Follow-up.

06/24/99 D THOMPSON II .25 Conference with Attorney Stuart Kapp re Confidentiality Agreement.

06/24/99 C WHEELER 1.00 Check status; arrange for agreement revisions for D. Tel.

06/24/99 S ROMOFF 4.75 Revising LLC Agreement; Reviewing document package from MR; Telephone conference w/ DT and G. Lewin; Drafting iviewit.com LLC Agreement.

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT CORPORATION  
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06/24/99 M ROBBINS 3.50 Telephone conference with Lewin re: note subscription agreements, capitalization of iviewit LLC and uview.com, Inc. Telephone conference with Bernstein re: employment agreement. Inter-office conference with Thompson re: general corporate matters. Inter-office conference with Thompson re: iviewit organizational matters. Telephone conference call with Thompson, Romoff and Lewin re: organizational matters and LLC Agreement. Draft and preparation of iviewit.com LLC subscription agreement.

06/24/99 M SABLOFF .50 S.Romoff asked me to research the requirement of one class of stock for an S. Corp. election.

06/24/99 J ZAMMAS .25 Preparation of foreign qualification documents for uview.com, Inc.; add signed subscription agreement to list.

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

06/25/99 S KAPP .25 T/c with Zack regarding immigration issues

06/25/99 S ROMOFF 1.50 Revise iviewit LLC Agreement; Send same to DT and A. Epstein; Drafting iviewit.com LLC Agreement.

06/25/99 M ROBBINS 5.50 Preparation of Shirajee and Rosario subscription agreements. Inter-office conferences with Zammass re: preparation of subscription agreements. Preparation of E. Bernstein subscription agreement. Preparation of uview.com, Inc. subscription agreement. Preparation of Armstrong subscription agreement. Preparation of S. Bernstein subscription agreement. Preparation of promissory notes for iviewit.com LLC noteholders. Inter-office conference with Thompson re: subscription agreements and consideration for patent, LLC Agreements. Telephone conferences with Romoff re: LLC Agreement. Revisions to iviewit.com LLC subscription agreements. Review e-mails from Romoff. Revisions to uview.com subscription agreements. Revisions to iviewit LLC subscription agreements. Telephone conferences with Lewin re: organizational matters and

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subscription agreements. Telephone conference with Bernstein re: certificate of incorporation. Revisions to stockholder and member lists.

06/25/99 J ZAMMAS 5.50 Office conference with M. Robbins regarding uview.com, Inc. and LLC's; fax Certificate of Incorporation of uview.com, Inc. to Eliot Bernstein for signature; preparation of letters to stockholders of uview.com, Inc., letters to iviewit LLC members.

06/26/99 C WHEELER .25 Conference w/Mr. Bernstein re Real 3D

06/28/99 S KAPP .25 Follow up regarding resume from Zack to R. S. in New York

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

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

06/28/99 D THOMPSON II .75 Follow-up on status; review revised LLC Agreement; Telephone conference with Attorney Spencer Romoff.

06/28/99 C WHEELER .25 Conference as to meeting; check on status of corporation

06/28/99 C WHEELER 1.00 Messages from Rosalie Bibona re proposal and program manager

06/28/99 M ROBBINS 4.50 Review iviewit LLC subscription agreements. Review iviewit.com LLC subscription agreements. Review uview.com subscription agreements. Review foreign qualifications. Review shareholder and member lists. Preparation of e-mail to Romoff re: LLC agreements. Telephone conferences with Lewin re: execution of documents, revisions to subscription agreements, meeting, uview certificate of incorporation. Inter-office conferences with Zammas re: revisions to subscription agreements, organizational resolutions, promissory notes. Revisions to iviewit LLC subscription agreements, iviewit.com subscription agreements and uview.com

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CLIENT: IVIEWIT CORPORATION  
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subscription agreements. Telephone conferences with Romoff re: iviewit Limited Liability Company Agreement. Inter-office conference with Thompson re: iviewit corporate matters.

06/28/99 G COLEMAN .25 Inter-office conference with M. Lerner re: Iviewit.

06/28/99 J ZAMMAS 7.75 Work on subscription agreement letters and set documents up for signature.

06/29/99 I AKSELRAD .25 Mtg w/SR

06/29/99 S KAPP .50 F/u regarding DT Confidentiality Agreement - t/c to M. Fox @ DT and t/c to E. Bernstein

06/29/99 D THOMPSON II .25 Telephone conference with Attorney Mara Lerner Robbins.

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

06/29/99 S ROMOFF .75 Telephone conference w/ A. Epstein; Meet w/ IA.

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

06/29/99 J ZAMMAS 2.50 Work on subscription agreement letters; fax Certificate of Incorporation of uview.com, Inc. to Eliot Bernstein; fax Certificate of Incorporation to CT in Delaware for filing; order minute book; refax signature page to CT in Delaware.

06/30/99 C WHEELER 3.50 Meeting with Messrs. Bernstein, Lewin; review of status, Conf with Ms. Robbins re status of corporations

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06/30/99 S ROMOFF 1.25 Telephone conference w/ MR; Revise LLC Agreement; Telephone call to A. Epstein.

06/30/99 M ROBBINS 3.00 Telephone conferences with Thompson re: iviewit LLC LLC Agreement. Telephone conferences with Bernstein. Telephone conferences with Romoff re: LLC Agreements, valuations, confidentiality provisions. Inter-office conference with Wheeler re: general corporate structure matters. Inter-office conference with Gortz re: Bernstein shareholdings. Review iviewit LLC Limited Liability Company Agreement competition provision. Meeting with E. Bernstein, S. Bernstein and Lewin.

06/30/99 J ZAMMAS .25 Check to see if uvview.com, Inc. had been incorporated.

07/01/99 A GORTZ .25 Cf CCW

07/01/99 S KAPP .50 F/u on matters assigned by CCW regarding retainer ltr, confidentiality agreement

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

07/01/99 S ROMOFF 1.75 Revise LLC Agreement.

07/01/99 M ROBBINS .50 Inter-office conference with Wheeler re: iviewit subscription agreement. Preparation of e-mail to Thompson re: subscription documents and general matters. Organization of subscription and organizational documents. Telephone conferences with Romoff re: LLC Agreements.

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

07/02/99 D THOMPSON II .25 Conference re status with Attorney M. Robbins.

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

07/02/99 C WHEELER 1.00 Meeting with Mr. Kaiserman re possible participation

07/02/99 S ROMOFF 1.50 Revise LLC Agreement; Telephone conference w/ A. Epstein.

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07/02/99 M ROBBINS .50 Review correspondence from Romoff. Review revised LLC Agreement.

07/06/99 S KAPP .50 Obtain appropriate form for term sheet

07/06/99 R STORETTE .25 Zakirul Shirijee - Review H-1B procedures, practical training and academic documentation

07/06/99 C WHEELER .50 Messages from

07/06/99 C WHEELER 3.00 Prep of term sheet;

07/06/99 C WHEELER .25 Call from Mr. Kaiserman

07/06/99 C WHEELER .50 Review of correspondence

07/06/99 S ROMOFF 3.25 Revising LLC Agreements; Telephone conferences w/ MR; Telephone conference w/ MR and E. Bernstein; Prepare correspondence and send execution copy of agreement to A. Epstein.

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

07/06/99 J ZAMMAS 5.00 Office conference with Mara Robbins regarding qualification documents; order good-standing certificate on uview.com, Inc.; revise qualification documents and fax to CT for signature; electronically file qualification documents for iviewit LLC and iviewit.com LLC; work on subscription agreement letters.

07/07/99 S KAPP .25 F/u regarding retainer letter

07/07/99 D THOMPSON II .75 Conference with Attorney Mara Lerner Robbins re organizational matters.

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07/07/99 C WHEELER 2.50 Meeting with Messrs. Bernstein and Lewin re revised proposal and comments; messages from Mr. Kane

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

07/07/99 C WHEELER .50 Review of correspondence

07/07/99 S ROMOFF .75 Telephone conference w/ A. Epstein; Correspondence w/ MR; Telephone conference w/ DT; Send finalized copies of Agreement to MR.

07/07/99 M ROBBINS 2.00 Inter-office conferences with Zammas re: subscription agreements. Telephone conferences with Bernstein. Telephone conferences with Romoff. Meeting with Shirajee. Telephone conferences with Lewin. Inter-office conference with Thompson re: iviewit general corporate matters and subscription agreements.

07/07/99 J ZAMMAS 2.50 Send subscription agreement letters out for uview.com, Inc; telephone Jill Iantoni regarding mailing address; electronically file Application by Foreign Corporation for uview.com, Inc.; check to see if uview.com, Inc. had been filed.

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

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

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

07/08/99 S ROMOFF .25 Telephone conference w/ MR.

07/08/99 M ROBBINS 2.50 Telephone conferences with Bernstein. Revisions to iviewit LLC subscription agreements. Inter-office conferences with Zammas re: outgoing subscription agreements for iviewit LLC and iviewit.com LLC. Review subscription agreement mailings. Draft and preparation of correspondence to members of iviewit LLC. Telephone conferences with Romoff.

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07/08/99 J ZAMMAS 3.75 Discuss subscription letter agreements with M. Robbins; send subscription letter agreements out for iviewit LLC and iviewit.com LLC; check with Secretary of State regarding filing of foreign qualification documents for uview.com, Inc.; revise pages and send to Eliot Bernstein via courier.

07/09/99 C WHEELER 2.00 Conf with Mr. Bernstein re meeting with Huizinga, conf with Mr. Brandon, conf with Mr. Cochran

07/09/99 J ZAMMAS 1.00 Preparation of memo to Rose enclosing copy of Subscription Agreement of iviewit LLC; preparation of memo to Bob Kafin in NY enclosing copy of Subscription Agreement; log in subscription agreements.

07/11/99 M ROBBINS .50 Organization of subscription files.

07/12/99 C WHEELER 5.00 Conf with David Kaiserman; conf with Messrs. Bernstein; conf with Mr. Brandon;

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

07/13/99 J ZAMMAS .25 Log in subscription agreements returned.

07/14/99 C WHEELER 1.50 Meeting with Mr. Utley and Mr. Bernstein

07/14/99 C WHEELER 1.00 Conf with Mr. Bernstein; conf with Mr. Utley;

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

07/14/99 M ROBBINS 1.00 Review incoming subscription agreements from Jill and Guy Iantoni, Patricia Daniels and uview.com, Inc. Telephone conference with E. Bernstein re: transfer of shares to Armstrong. Inter-office conferences with Zammas re: ledger for received subscription agreements for various iviewit entities. Review ledger. Organization of organizational documents for iviewit.com, LLC.

07/14/99 J ZAMMAS .25 Log in subscription agreement letters.

07/15/99 C WHEELER 1.00 Meeting with Mr. Utley and Mr. Bernstein

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07/15/99 M ROBBINS .75 Review correspondence from Alan Epstein.  
Telephone conference with Epstein re:  
subscription agreement. Telephone conference  
with Bernstein.

07/15/99 J ZAMMAS .75 Log in subscription agreement letters and put  
together signature pages to LLC agreement;  
telephone Alan Epstein regarding subscription  
agreement; revise subscription agreement letter  
for New Media Holdings, Inc. and send to Alan  
Epstein.

07/16/99 M ROBBINS 1.00 Telephone conference with Bernstein.  
Inter-office conferences with Zammas re:  
received subscription agreements. Inter-office  
conference with Zammas re: documentary stamps  
on promissory notes. Review iviewit LLC  
Limited Liability Company Agreement.

07/19/99 D THOMPSON II .50 Conference with Attorney Mara Lerner Robbins re  
organizational issues and proposed stock  
transfer.

07/19/99 C WHEELER .50 Arrange transmittal of confidentiality  
agreements

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

07/19/99 M ROBBINS .75 Inter-office conferences with Thompson re: New  
Media Holdings subscription agreement and  
iviewit LLC Limited Liability Company  
Agreement. Inter-office conference with  
Thompson re: transfer of shares by Eliot  
Bernstein to James Armstrong. Review Bernstein  
subscription agreement. Inter-office  
conference with Zammas re: subscription  
agreements.

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

07/20/99 D THOMPSON II .25 Conference with Attorney Mara Lerner Robbins re  
Epstein LLC interest.

07/20/99 C WHEELER 1.00 Conf with Mr. Utley; conf with Mr. Bernstein

07/20/99 M ROBBINS 2.00 Telephone conference with Bernstein re: tax  
consequence relating to Armstrong stock  
transfer. Review Bernstein subscription  
agreement re: right of first refusal. Draft  
and preparation of Consent and Waiver.

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Preparation of Stock Power re: transfer to Armstrong. Telephone conferences with Epstein re: subscription agreement modifications. Telephone conferences with Dietz. Inter-office conferences with Thompson re: New Media Holdings subscription agreement modifications and documentary stamps on promissory notes.

07/21/99 M ROBBINS 1.50 Telephone conference to Lewin re: received loan money, issuance of promissory notes. Preparation of memo re: pending matters. Inter-office conferences with Zammass re: documentary stamps, received subscription agreements. Preparation of correspondence to Bernstein, Lewin.

07/21/99 J ZAMMAS .50 Discuss returned subscription agreements and documentary stamps with M. Robbins; log in subscription letter agreements.

07/22/99 M ROBBINS 4.00 Telephone conferences with Lewin re: subscription agreements, return of certain shareholder checks, promissory notes. Draft and preparation of correspondence to Lewin. Inter-office conference with Thompson re: New Media Holdings. Review shareholder and member ledgers. Draft and preparation of correspondence to Lewin enclosing checks. Preparation of memo to corporate department re: pending matters. Inter-office conferences with Zammass re: subscription agreements, promissory notes. Inter-office conference with Thompson re: New Media Holdings subscription agreement, issuance of promissory notes, revisions to iviewit LLC subscription agreement. Telephone conference with Epstein re: revised subscription agreement.

07/22/99 J ZAMMAS 3.50 Preparation of letter to G. Lewin enclosing checks received, bring letter to Mr. Lewin in lobby; fax copy of letter to Eliot Bernstein; work on letter to G. Lewin regarding subscription agreements; send check from Proskauer Rose to Gerald Lewin.

07/23/99 D THOMPSON II .75 Conference re confidentiality agreement issues and stock issues.

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

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

07/23/99 C WHEELER .50 Conf with Mr. Utley

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

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

07/23/99 J ZAMMAS 2.25 Work on subscription agreement letter for New Media Holdings, Inc.; send faxes to J. Lewin and E. Bernstein; send check to J. Lewin; log in subscription agreements received; set up minute books for the three entities.

07/26/99 D THOMPSON II 1.25 Conference with paralegal Jill Zammas re stock issuances; Follow-up on organizational matters and confidentiality agreement.

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

07/26/99 C WHEELER .50 Conf with Mr. Utley

07/26/99 C WHEELER 1.00 Meeting with Mr. Utley and Mr. Bernstein

07/26/99 J ZAMMAS 1.00 Issue shares of stock of uview.com, Inc.; telephone Mr. Lewin regarding stock certificates and promissory notes.

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07/27/99 J ZAMMAS 2.75 Return call to Jerry Lewin; issue stock certificates; telephone call from Eliot Bernstein regarding Fed Ex package from Jeffrey Friedstein; have package traced; send a duplicate uview.com, Inc. subscription letter agreement to Lisa Friedstein; discuss stock issuance with R. Thompson.

07/28/99 D THOMPSON II .25 Review status of organizational matters.

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

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

07/30/99 C WHEELER .25 Check on confidentiality agreement

07/30/99 C WHEELER 1.00 Call to Mr. Utley; conf with Mr. Lewin; check on confidentiality agreements

07/30/99 C WHEELER 1.00 Review of status; call from Mr. Kaiserman; conf and corres as to appointments

07/30/99 J ZAMMAS 2.25 Log in Lisa Friedstein's subscription letter; telephone Eliot Bernstein regarding missing check in payment for the stock; prepare stock certificates for Donald Kane and Lisa Friedstein and letter to Eliot Bernstein enclosing stock certificates for execution; send checks to Jerry Lewin; telephone Eliot Bernstein regarding package to be picked up.

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

#### SUMMARY OF HOURS

NAME	HOURS
ALBERT W. GORTZ	1.00
CHRISTOPHER C. WHEELER	129.25
HOWARD K. COATES JR.	.25
IRA AKSELRAD	2.75
RICHARD H. ROWE	.25
RONALD F. STORETTE	.50

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TOTAL FOR PARTNER 134.00

DONALD E. THOMPSON II 23.75  
KEVIN J. HEALY 2.00

TOTAL FOR SENIOR COUNSEL 25.75

CHAIM S. BERKOWITZ .75  
GAYLE COLEMAN 2.75  
MARA LERNER ROBBINS 75.75  
MATTHEW B. SABLOFF .50  
SPENCER J. ROMOFF 42.00  
STUART T. KAPP 7.00  
SUSAN L. WIENER .25

TOTAL FOR ASSOCIATE 129.00

DAVID A. DE PARIS JR. .50  
JILL B. ZAMMAS 60.50  
SHEILA M. KAUPAS 1.00

TOTAL FOR LEGAL ASSISTANT 62.00  
TOTAL HOURS: 350.75

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
CORP. SERVICE	2,094.68
DELIVERY CHARGES	406.80
FAX	628.00
LEXIS	154.35
LOCAL TRAVEL	28.00
LONG DISTANCE TELEPHONE	39.54
MEALS	136.96
MEALS/DINNER VOUCHER	25.98
MISCELLANEOUS	1,060.54
OUT-OF-TOWN-TRAVEL-ATTY	142.15
OUTSIDE REPRODUCTION	90.44
POSTAGE	3.30
PROOFREADING	58.75
REPRODUCTION	350.00
SECRETARIAL OVERTIME	385.00
TAXICAB/CAR SVC.	15.00
TELEPHONE EXPENSE	271.42
TEMPORARY EMPLOYMENT - LEGAL	24.75
TEMPORARY EMPLOYMENT - SEC/WP	50.40
WESTLAW	103.54
WORD PROCESSING	178.50

TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER: \$6,248.10

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IVIEWIT CORPORATION  
500 S.E. MIZNER BOULEVARD, SUITE 102  
BOCA RATON, FL 33432-6080  
ATTENTION: MR. ELIOT I. BERNSTEIN

327694  
August 26, 1999

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

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FOR PROFESSIONAL SERVICES RENDERED during June 1999 in connection with preparation of Release Agreement for photographers (work for hire) and Release Agreement for employees (work for hire) and revisions thereto	\$398.00
DISBURSEMENTS AND OFFICE CHARGES including reproduction, fax, long distance telephone and delivery charges	<u>38.75</u>
TOTAL	<u>\$436.75</u>

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40017/002

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IVIEWIT LLC  
500 S.E. MIZNER BOULEVARD, SUITE 102  
BOCA RATON, FL 33432-6080  
ATTENTION: MR. ELIOT I. BERNSTEIN

329870  
September 16, 1999

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

FOR PROFESSIONAL SERVICES RENDERED during August 1999 in connection with confidentiality agreement and IP matters and related matters	\$162.00
DISBURSEMENTS AND OFFICE CHARGES including reproduction	<u>4.60</u>
TOTAL	\$166.60

OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
6/30/99	826370	\$11,250.00	\$0.00	\$11,250.00
6/30/99	826371	\$2,700.00	\$0.00	\$2,700.00
6/30/99	826372	\$2,644.90	\$0.00	\$2,644.90
8/26/99	327694	\$436.75	\$0.00	<u>\$436.75</u>
TOTAL OF PRIOR OUTSTANDING INVOICES				\$17,031.65
TOTAL OF CURRENT INVOICE				<u>\$166.60</u>
TOTAL AMOUNT DUE				<u><u>\$17,198.25</u></u>

AWG/KH/eao  
40017/002

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IVIEWIT LLC  
500 S.E. MIZNER BOULEVARD  
SUITE 102  
BOCA RATON, FL 33432-6080  
ATTENTION: MR. ELIOT I. BERNSTEIN

330767  
September 25, 1999

WHY ARE THEY BILLING IVIEWIT LLC NOW  
WHICH IS THE PROSKAUER COMPANY???

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT LLC  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 1999  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$42,538.75
DISBURSEMENTS AND CHARGES:	\$1,667.33
	<hr/>
TOTAL DUE:	\$44,206.08

TOTAL OF CURRENT INVOICE:

\$44,206.08

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DATE	NAME	HOURS	DESCRIPTION
08/02/99	S KAPP	.50	T/c regarding retainer letter from patent counsel, f/u regarding same
08/02/99	C WHEELER	3.50	Conf with Mr. Brandon; conf with Mr. Bernstein; conf with Elliot Bernstein; conf with Mr. Lewin; conf with Mr. Utley
08/02/99	C WHEELER	1.00	Confirm various meetings
08/02/99	M ROBBINS	3.00	Review correspondence from Zammas to Bernstein re: stock issuances, Friedstein note. Draft and preparation of correspondence to Lewin re: outstanding matters. Preparation of correspondence to Bernstein. Review revised shareholder/member lists of iviewit entities and preparation of revisions thereto. Inter-office conferences with Zammas re: stock issuances, note issuance and general status matters. Preparation of e-mail to Thompson re: transfer of Bernstein shares to Armstrong. Review file re: confidentiality and other executed agreements in connection with assignment to new entity. Review files re: organizational matters pertaining to iviewit entities.
08/02/99	J ZAMMAS	.50	Discuss returned documents with M. Robbins.
08/03/99	D THOMPSON II	.50	Conference with Attorney Mara Lerner Robbins re various pending projects.
08/03/99	C WHEELER	3.00	Meeting re employment contract for Mr. Utley
08/03/99	C WHEELER	1.00	Call to Mr. Kaiserman; conf with Mr. Kaiserman; conf as to assignments
08/03/99	M ROBBINS	5.00	Review file re: assignment of executed agreements. Telephone conferences with Bernstein. Meeting with Lewin re: issuance of additional shares to Armstrong and reduction of Bernstein's shares. Inter-office conferences with Zammas re: reissuance of Armstrong and Bernstein stock certificates and written consent. Inter-office conference with Thompson re: reissuance of Armstrong and Bernstein stock certificates. Revisions to uvview.com, Inc.

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

08/03/99 J ZAMMAS 1.25 Discuss transfer of Eliot Bernstein's shares to James Armstrong with M. Robbins; send certificates out for signature by Eliot Bernstein; update subscription letter agreement lists; cancel stock;

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

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

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

08/04/99 D THOMPSON II .50 Conference with Attorney Mara Lerner Robbins.

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

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

08/04/99 M ROBBINS 4.00 Inter-office conferences with Zamas re: Bernstein and Armstrong revised subscription agreements. Preparation of revised subscription agreements for initialing. Review correspondence to Bernstein. Review file re: executed confidentiality agreements. Preparation of exhibit to assignment agreement with respect to confidentiality agreements. Draft correspondence to Armstrong re: revised subscription agreement and issuance of additional shares. Preparation of revisions to Written Consent of Directors. Preparation of correspondence to Lewin. Revisions to uview.com shareholder list. Review New Media subscription agreement. Inter-office

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conference with Thompson re: corporate matters.  
Telephone conference to Healy. Inter-office  
conference with Zammass re: Iantoni and Daniels  
replacement checks and stock certificates.

08/04/99 J ZAMMAS 3.25 Issue revised stock certificates to Eliot  
Bernstein and James Armstrong; send to Eliot  
Bernstein for execution; telephone Eliot  
Bernstein regarding James Armstrong's schedule;  
preparation of written consent of the Board of  
Directors regarding stock issued in error;  
update records; send revised subscription  
agreement letter to James Armstrong and Eliot  
Bernstein..

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

08/05/99 C WHEELER 2.50 Meeting with Mr. Utley, Mr. Bernstein, and Mr.  
Wilson

08/05/99 C WHEELER 1.00 Meeting with Mr. Utley

08/05/99 C WHEELER 1.00 Conf on employment contract

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

08/05/99 J ZAMMAS .75 Telephone Eliot Bernstein regarding stock  
certificates; send fax to Jerry Lewin regarding  
subscription agreements; review documents  
received from Eliot Bernstein.

08/06/99 C WHEELER 1.00 Conf with Mr. Kaiserman re brokerage agreement  
and venture capitalist

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

08/06/99 M ROBBINS .75 Inter-office conferences with Zammass re: stock  
issuances, Eliot and Simon additional stock  
issuances. Review file re: organizational  
documents.

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08/06/99 J ZAMMAS 5.00 Send stock certificates to uview.com, Inc. shareholders; discuss stock issuance with Rocky Thompson.

08/09/99 D THOMPSON II .75 Conference with Attorney Mara Lerner Robbins re voting issues and organizational matters.

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

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

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

08/10/99 C WHEELER 3.00 Conf with Mr. Utley; Meeting with Mr. Utley, Mr. Lewin, Mr. Bernstein, Mr. Bernstein; conf with Mr. Buchsbaum; call to Mr. Henninger;

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

08/10/99 C WHEELER 2.00 Conf with Mr. Buchsbaum; conf with Mr. Utley re Buchsbaum and re distribution of memo

08/10/99 M ROBBINS 7.50 Legal research re: voting rights of nonvoting shares under Delaware law. Meeting with Lewin and Simon Bernstein. Inter-office conferences with Zammas re: Written Consent re: reissuance of shares. Draft and preparation of Brian Utley employment agreement. Review correspondence from Lewin. Inter-office conferences with Zammas re: issuance of shares, promissory notes. Inter-office conference with Thompson re: voting rights of nonvoting shares. Review promissory note list from Lewin. Review note subscription agreements. Telephone conference with Lewin. Review draft of Utley employment agreement.

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08/10/99 J ZAMMAS 3.00 Meeting with Eliot and Simon Bernstein; discuss stock issuance with M. Robbins; order additional Class B stock certificates; issue stock to Jill and Guy Iantoni; send certificates to Eliot Bernstein for signature; preparation of promissory notes.

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

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

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

08/11/99 C WHEELER 1.00 Conf with Mr. Epstein re status of projects

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

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

08/11/99 J ZAMMAS 1.50 Preparation of promissory notes and letter to Eliot Bernstein; enclose qualification documents in minute books for the three entities.

08/12/99 D THOMPSON II .75 Conference with Attorney Mara Lerner Robbins re Sub S matters; review Sub S undertaking.

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

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08/12/99 C WHEELER 1.50 Conf with Mr. Utley, Mr. Bernstein; Conf with Mr. Lewin;

08/12/99 M ROBBINS 2.25 Draft and preparation of Acknowledgment Agreement re: subchapter S election. Preparation of correspondence to shareholders of uview.com. Telephone conference with C. Bernstein. Inter-office conferences with Thompson re: Acknowledgment Agreement. Inter-office conferences with Zamas re: acknowledgment agreement. Telephone conferences with Lewin.

08/12/99 J ZAMMAS .75 Send promissory notes to Eliot Bernstein for execution and return; order documentary stamps for the notes; send fax to Jerry Lewin; preparation of Acknowledgment Agreement and draft of letter to shareholders.

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

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

08/13/99 J ZAMMAS 4.00 Preparation of letters from Eliot Bernstein to the uview.com, Inc. shareholders attaching Acknowledgment Agreement; send to Mr. Bernstein via courier for execution and return for mailing to shareholders; review documentary stamps received; discuss election of Brian Utley with R. Thompson and C. Wheeler; revise letters to shareholders for Eliot Bernstein's signature.

08/14/99 C WHEELER 1.00 Conf with Mr. Utley re pricing

08/16/99 D THOMPSON II 1.00 Review and revise employment agreement for Brian Utley.

08/16/99 C WHEELER .50 Conf with Mr. Bernstein

08/16/99 C WHEELER .25 Call to Mr. Utley

08/16/99 C WHEELER .50 Conf with Mr. Utley re financing

08/16/99 M ROBBINS 1.00 Inter-office conferences with Zamas re: Acknowledgment Agreements, promissory notes, resignation of Bernstein as president and appointment of Utley. Telephone conferences to Lewin.

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08/16/99 J ZAMMAS 1.50 Send Acknowledgment Agreements to uview.com, Inc. shareholders; preparation of letters to Jill and Guy Iantoni enclosing their uview.com, Inc. stock certificates.

08/17/99 C WHEELER 3.00 Meeting on various corporate matters;

08/17/99 C WHEELER 1.00 Conf with Mr. Henninger; conf with Mr. Utley; conf with Mr. Kaiserman

08/17/99 C WHEELER 1.00 Review of Mr. Utley employment agreement

08/17/99 M ROBBINS 1.75 Revisions to Utley Employment Agreement per Thompson's comments. Inter-office conferences with Zamas re: issuance of promissory notes, Bernstein resignation, written consents. Review list of noteholders. Review correspondence to Lewin. Telephone conferences to Lewin.

08/17/99 J ZAMMAS 4.25 Send uview.com, Inc. stock certificates to Jill and Guy Iantoni; preparation of letters to send promissory notes to noteholders; send fax to Jerry Lewin regarding checks received; preparation of Written Consent electing Brian Utley President of uview.com, Inc.; preparation of resignation form for Eliot Bernstein.

08/18/99 D THOMPSON II 1.00 Conference with Attorney Mara Lerner Robbins re stock issuances and Employment Agreement with Brian Utley.

08/18/99 C WHEELER 1.00 Conf with Mr. Utley; conf with Mr. Bernstein; arrange for confidentiality agreement; call to Mr. Henninger; conf with Mr. Henninger

08/18/99 K HEALY .25 Review Section 8(d) of Executive Employment Agmt.; advise M. Robbins

08/18/99 M ROBBINS 2.00 Review Wheeler's comments to Utley Employment Agreement. Revisions to Written Consents re: Bernstein resignations and appointment of Utley. Meeting with Thompson re: issuance of Class B shares to Eliot and Simon Bernstein, Utley employment agreement, issuance of Utley shares and additional shares of iviewit LLC to uview.com, revisions to subscription agreements. Telephone conference with Lewin re: verification of promissory note issuances. Calculation of issued uview and iviewit securities.

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08/18/99 J ZAMMAS 4.75 Discuss promissory notes with M. Robbins; telephone Jerry Lewin about promissory notes; work on consents for uview.com, Inc., iviewit LLC and iviewit.com LLC electing Brian Utley as President of each entity; send duplicate subscription letter agreement to Donna Dietz; send promissory notes to noteholders who have sent in their checks; office discussion with M. Robbins re issuance of uview.com, Inc. shares; revise subscription letter agreements for Eliot and Simon Bernstein; revise LLC agreement regarding number of units issued; preparation of subscription letter agreements for Simon and Eliot Bernstein in connection with the issuance of Class B Common Stock.

08/19/99 C WHEELER 1.50 Conf with Mr. Henninger; conf with Mr. Utley; conf with Mr. Bernstein

08/19/99 C WHEELER 1.00 Review of employment contract changes; call to Mr. Lewin; arrange transmittal of contract

08/19/99 C WHEELER .25 Transmittal of reports to Gruntal

08/19/99 M ROBBINS 3.00 Inter-office conference with Wheeler re: Utley employment agreement. Meeting with Utley re: employment agreement. Revisions to Utley employment agreement. Inter-office conference with Zamas re: reconciliation of outstanding uview shares and iviewit units and general corporate matters. Preparation of correspondence to E. Bernstein, S. Bernstein and B. Utley re: draft employment agreement.

08/19/99 J ZAMMAS 1.00 Discuss subscription agreements and stock issuance with M. Robbins; discuss franchise taxes with R. Thompson; telephone Delaware filing service regarding franchise taxes.

08/20/99 D THOMPSON II .50 Analysis of franchise tax matters.

08/20/99 M ROBBINS 2.00 Inter-office conferences with Zamas re: issuance of promissory notes, issuance of shares to Utley, issuance of membership units to uview. Revisions to written consent re: resignations and appointments. Draft and preparation of written consent re: issuance of additional membership units to uview. Revisions to resignation letter of E. Bernstein. Inter-office conferences with Zamas re: Delaware franchise tax matters. Review

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franchise tax schedule.

08/20/99 J ZAMMAS 3.25 Preparation of memorandum to R. Thompson regarding Delaware franchise tax for uview.com, Inc.; discuss with R. Thompson; send promissory notes for Simon Bernstein and Gerald Lewin to Eliot Bernstein for signature.

08/23/99 D THOMPSON II .25 Conference with Attorney Mara Lerner Robbins re reverse stock split.

08/23/99 C WHEELER 2.00 Conf with Mr. Utley, and Messrs. Bernstein

08/23/99 C WHEELER 3.50 Conf with Mr. Bernstein; conf with Mr. Utley; meeting at Huizingas

08/23/99 M ROBBINS 1.75 Inter-office conference with Thompson re: reverse stock split. Review memorandum re: reverse stock split. Review S. Bernstein promissory note. Revisions to correspondence to Bernstein re:promissory note. Inter-office conferences with Zammass re: reverse stock split, issuances of promissory notes. Preparation of written consent of iviewit.com managers re: issuance of additional shares.

08/23/99 J ZAMMAS .75 Revise Simon Bernstein's promissory note; send notes to Gerald Lewin and Simon Bernstein.

08/24/99 C WHEELER 1.00 Conf with Mr. Utley; arrange for agreement from MGM

08/24/99 M ROBBINS 3.00 Inter-office conferences with Zammass re: issuance of Class B shares to Eliot and Simon Bernstein. Inter-office conferences with Wheeler, Gortz re: iviewit LLC Limited Liability Company Agreement. Draft and preparation of Articles of Amendment to Certificate of Incorporation. Review Delaware statutes re: stock splits. Revisions to written consent re: Utley issuance. Inter-office conference with Thompson re: reverse stock split.

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08/24/99 J ZAMMAS 1.50 Issue shares of Class B stock to Eliot Bernstein and Simon Bernstein; telephone Delaware filing service regarding form of amendment for reverse stock split; obtain copies of Proskauer Rose's signed subscription agreement and iviewit LLC's LLC Agreement for M. Robbins; discuss stock issuance with R. Thompson.

08/25/99 C WHEELER 1.00 Review of non-disclosure agreements

08/25/99 C WHEELER 1.00 Review agreement from Digital Entertainment Network

08/25/99 J ZAMMAS .75 Discuss stock certificates with M. Robbins; telephone CT regarding amendment for reverse stock split.

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

08/26/99 M ROBBINS 3.50 Revisions to E. Bernstein and S. Bernstein subscription agreements. Draft and preparation of correspondence to E. Bernstein re: Class B share issuances. Inter-office conference with Zammas re: same. Telephone conferences with Candace Bernstein and James Armstrong. Review correspondence from Kane re: Acknowledgment Agreement. Review uvview stockholder list. Inter-office conferences with Zammas re: uvview stockholder list modifications and share reconciliations. Draft and preparation of correspondence to Lewin re: Armstrong payments. Review correspondence from Armstrong re: subscription agreement and acknowledgment agreement. Telephone conferences with E. Bernstein. Telephone conference with S. Bernstein re: reverse stock split

08/26/99 J ZAMMAS 2.25 Issue stock certificates; discuss subscription letter agreements with M. Robbins; send letters to Eliot Bernstein for execution and return; update shareholder list.

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

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

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08/27/99 C WHEELER	1.00	Conf with Mr. Utley; review of information re Calif meetings; conf as to meeting with Huizinga group
08/27/99 C WHEELER	.50	Review of Saybrook correspondence; review of Disney status
08/27/99 M ROBBINS	.50	Preparation of Certificate of Amendment re: reverse stock split.
08/28/99 C WHEELER	1.50	Conf with Elliot Bernstein; conf with Simon Bernstein; conf with Mr. Utley
08/30/99 C WHEELER	1.00	Meeting with Mr. Utley; conf with Mr. Brandon; conf with Mr. Gortz
08/30/99 C WHEELER	.75	Conf with Mr. Schmoke re venture capital and value
08/30/99 C WHEELER	2.00	Review of venture capital materials
08/30/99 M ROBBINS	1.75	Preparation of memo to Utley and Bernstein re: reverse stock split. Review Delaware Statutes re: franchise tax liability. Telephone conference with E. Bernstein re: Utley employment agreement.
08/30/99 J ZAMMAS	.25	Return Promissory Note to Lisa Friedstein.
08/31/99 S KAPP	.50	Conf. with RET regarding potential loan transaction and related issues
08/31/99 D THOMPSON II	.50	Conference with Attorney C. Wheeler re potential loan and investment.
08/31/99 C WHEELER	1.00	Prep for meeting with Huizinga group
08/31/99 C WHEELER	4.00	Conf with Huizinga group re capital infusion and technology
08/31/99 C WHEELER	.25	Conf with Mara Lerner re copyright follow up
08/31/99 C WHEELER	1.00	Conf with Mr. Utley re presentation for Friday and preparation for same
08/31/99 C WHEELER	.50	Conf with Mr. Thompson re changes to loan agreement; review of material re reverse stock split

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

SUMMARY OF HOURS

NAME	HOURS
CHRISTOPHER C. WHEELER	71.00
TOTAL FOR PARTNER	71.00
DONALD E. THOMPSON II	6.50
KEVIN J. HEALY	.25
TOTAL FOR SENIOR COUNSEL	6.75
MARA LERNER ROBBINS	52.00
STUART T. KAPP	2.00
TOTAL FOR ASSOCIATE	54.00
JILL B. ZAMMAS	40.25
TOTAL FOR LEGAL ASSISTANT	40.25
TOTAL HOURS:	172.00

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
CORP. SERVICE	69.13
DELIVERY CHARGES	404.45
DOCUMENT STAMP	406.05
FAX	171.00
LONG DISTANCE TELEPHONE	3.25
REPRODUCTION	234.40
WESTLAW	379.05
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$1,667.33

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IVIEWIT.COM LLC  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

333536  
October 12, 1999

IVIEWIT.COM LLC IS YET ANOTHER COMPANY  
THEY ARE BILLING.

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM LLC  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED SEPTEMBER 30, 1999  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$40,526.25
DISBURSEMENTS AND CHARGES:	\$1,511.95
	<hr/>
TOTAL DUE:	\$42,038.20

TOTAL OF CURRENT INVOICE:

\$42,038.20

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DATE	NAME	HOURS	DESCRIPTION
09/01/99	D THOMPSON II	1.00	Review and revise split documentation; conference with Attorney Mara Lerner Robbins re same.
09/01/99	D THOMPSON II	6.75	Attend negotiation session with Huizenga Holdings; prepare Letter Agreement re same.
09/01/99	C WHEELER	4.50	Meeting with Mr. Utley and representatives of Huizenga; conf with Mr. Utley and Mr. Bernstein; conf with Mr. Thompson; review of funding agreement; conf with Mr. Thompson
09/01/99	M ROBBINS	2.75	Preparation of memorandum to Utley and Bernstein re: reverse stock split. Revisions to Certificate of Amendment to Certificate of Incorporation. Draft and preparation of written consent of the Board, written consent of the Class A stockholders and written consent of the Class B stockholders re: reverse split. Inter-office conference with Rocky Thompson re: reverse split. Review correspondence from Bernstein. Inter-office conferences with Zammass re: issuance of shares and S. Bernstein subscription agreement.
09/01/99	J ZAMMAS	1.00	Send Class B stock certificate to Eliot Bernstein; send subscription letter agreement to Simon Bernstein; update shareholder list and discuss with M. Robbins.
09/02/99	D THOMPSON II	.75	Follow-up on letter agreement with Huizenga Holdings.
09/02/99	D THOMPSON II	4.25	Negotiate Letter Agreement; revise same.
09/02/99	C WHEELER	3.00	Review of revisions; numerous conf with Mr. Brandon, Mr. Thompson, Mr. Utley
09/02/99	M ROBBINS	.50	Calculation of reverse split shares. Review stockholder list.
09/03/99	D THOMPSON II	2.00	Follow-up on Letter Agreement with Huizenga.
09/03/99	C WHEELER	1.00	Review of revised document; call to Chris Brandon
09/03/99	C WHEELER	.25	Conf with Mr. Utley

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09/03/99 C WHEELER 2.50 Numerous conf with Mr. Thompson; conf with Mr. Bernstein;

09/03/99 M ROBBINS .50 Inter-office conferences with attorney Thompson re: Utley employment agreement terms. Revise stockholder list.

09/07/99 D THOMPSON II .50 Conference with Attorney Mara Lerner Robbins re stock issuances and Huizenga transaction.

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

09/07/99 C WHEELER 1.00 Message from Mr. Epstein's office; fax from Mr. Epstein; call from Mr. Bernstein

09/07/99 S ROMOFF .25 Conference w/ MR; Fax revised change page.

09/07/99 M ROBBINS 4.75 Update uvview stockholder list. Update iviewit LLC member list. Review Huizenga Letter Agreement. Preparation of e-mail to Zamas re: follow-up on organizational matters. Inter-office conference with Thompson re: list of iviewit LLC members and S election. Telephone conference with Lewin re: S election. Conference with Berfield re: membership interest issuances. Preparation of written consent re: additional issuance of membership interests. Review iviewit LLC Limited Liability Company Agreement. Update Schedule to iviewit LLC Limited Liability Company Agreement. Telephone conference with C. Bernstein re: Donna Dietz subscription agreement. Revisions to iviewit LLC Limited Liability Company Agreement. Preparation of e-mail to Romoff re: revised section of LLC Agreement. Review instructions to Form 2553. Telephone conference with C. Bernstein re: executed documents for reverse split. Telephone conference with Spencer Romoff re: revision to LLC Agreement. Review correspondence from Spencer Romoff.

09/08/99 S KAPP .25 F/u at request of CCW on status of immigration issues

09/08/99 D THOMPSON II 1.00 Review and revise resolutions relating to stock matters; conference with Attorney Mara Lerner Robbins re same.

09/08/99 C WHEELER .50 Conf with Mr. Utley; conf with Mr. Bernstein

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09/08/99 C WHEELER .25 Conf with Mr. Utley

09/08/99 C WHEELER 1.00 Conf with Mr. Utley; conf with Mr. Lewin re minority shares; follow up on disclosure agreement

09/08/99 M ROBBINS 5.00 Review instructions to Form 2553 and general rules regarding Form 2553 filing period. Telephone conferences with Lewin re: filing Form 2553. Review uvview minute book. Inter-office conference with Thompson re: Amendment to Certificate of Incorporation. Revisions to Amendment to Certificate of Incorporation. Revisions to written actions of Board, Class A and Class B stockholders re: reverse split. Draft and preparation of correspondence to Eliot Bernstein re: revised Certificate of Amendment documents. Telephone conferences with Candace Bernstein re: Amendment and written consents. Preparation of e-mails to Zammis re: Donna Dietz subscription agreement. Draft and preparation of Notice to Stockholders of Written Action. Telephone conferences with Lewin re: S election filing period. Revisions to written action of managing board of iviewit LLC re: Utley issuance. Draft and preparation of correspondence to Eliot Bernstein re: execution of written consent.

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

09/09/99 M ROBBINS 3.00 Telephone conferences with Candace Bernstein re: signatures to Certificate of Amendment, trademark conference call. Draft and preparation of memorandum to Chris Wheeler re: status of trademark matters. Organization of corporate files. Inter-office conference with Wheeler re: trademark searches. Review package from S. Bernstein re: subscription agreement. Telephone conferences with Kevin Healy re: trademark searches.

09/10/99 C WHEELER .50 Follow up on call to Brandon re additional investor

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

09/10/99 C WHEELER 1.00 Conf with Mr. Utley re status of negotiations

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

09/10/99 K HEALY 1.00 Review iviewit files for materials requested  
for E. Bernstein and B. Utley; tcs w/B. Schiff  
re TM files

09/10/99 M ROBBINS 3.50 Draft and preparation of correspondence to  
Utley, E. Bernstein and S. Bernstein re:  
trademark searches. Telephone conferences with  
C. Bernstein re: Certificate of Amendment and  
Donna Dietz subscription agreement. Review  
file re: received Acknowledgment Agreement from  
Andrew Dietz. Preparation of e-mails to Zammas  
re: follow-up matters. Review correspondence  
from Lewin re: additional loan money from  
Dietz, Armstrong, Friedstein. Telephone  
conferences with Lewin re: same. Preparation  
of list of notes. Organization of corporate  
files.

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

09/13/99 C WHEELER 1.00 Review of correspondence

09/13/99 M ROBBINS 3.00 Inter-office conferences with Zammas re:  
iviewit LLC schedule to LLC Agreement, Shirajee  
and Rosario letters, Acknowledgment Agreements.  
Telephone conferences with E. Bernstein re:  
trademark matters, Acknowledgment Agreements.  
Preparation of memo to Healy re: new trademark  
search. Review correspondence from Lewin re:  
additional loan money. Telephone conferences  
with E. Bernstein re: Certificate of Amendment.  
Telephone conference to Utley re: Certificate  
of Amendment.

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

09/14/99 C WHEELER 1.00 Call to Mr. Utley; Conf with Mr. Si Bernstein

09/15/99 A GORTZ .25 Cfs CCW

09/15/99 C WHEELER 1.00 Follow up on revisions to employment contract

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 6

October 12, 1999

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

09/15/99 C WHEELER 2.00 Weekly meeting with Messrs. Bernstein, Utley,  
Lewin

09/15/99 C WHEELER .25 Call to Mr. Conklin

09/15/99 G KARIBJANIAN .75 Review corporate agreement provisions w/Mara  
Lerner-Robinson; revise.

09/15/99 M ROBBINS 5.00 Telephone conferences with E. Bernstein re:  
written consents. Inter-office conferences with  
Zammas re: patent files and binders. Meeting  
with E. Bernstein, S. Bernstein, J. Lewin and  
B. Utley re: execution of corporate documents,  
additional loan money. Inter-office conference  
with C. Wheeler re: comments to Utley  
Employment Agreement. Preparation of Utley  
Employment Agreement. Preparation of Utley  
Employment Agreement. Revisions to insurance  
provisions of Utley Employment Agreement.  
Inter-office conferences with Karibjanian re:  
insurance provisions of Employment Agreement.  
Telephone conferences with Ira Bogner, Ivan  
Taback.

09/15/99 J ZAMMAS .75 Office discussion with M. Robbins regarding  
executed documents; have amendment for  
uview.com, Inc. filed with the Secretary of  
State of Delaware.

09/16/99 G PINCUS 1.50 Review base lease

09/16/99 G PINCUS .25 Conf w/Chris Wheeler re: sublease

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

09/16/99 C WHEELER .50 Conf with Mr. Pincus re sublease; receipt and  
review of lease

09/16/99 C WHEELER .50 Follow up on insurance provision of employment  
contract; conf as to generic contract

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

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

**MISSING PROSKAUER FOOTER???????**



CLIENT: IVIEWIT.COM LLC  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 7

October 12, 1999

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

09/16/99 J ZAMMAS	1.00 Send additional Acknowledgment Agreement to James Osterling for signature; discuss patent documents with M. Robbins; place documents in minute books for the corporation and LLC's;
09/17/99 G PINCUS	.25 Conf w/Wheeler re: sublease
09/17/99 G PINCUS	2.00 Review and markup sublease
09/17/99 C WHEELER	1.00 Meeting with Mr. Utley re various matters; call to Mr. Brandon
09/17/99 C WHEELER	1.00 Receipt and review of lease materials; arrange for review
09/17/99 M ROBBINS	3.50 Preparation of form of executive employment agreement. Telephone conferences with Lewin re: additional iviewit.com LLC subscription agreements. Inter-office conference with Rocky Thompson re: additional iviewit.com LLC subscription agreements. Draft and preparation of memo to Chris Wheeler re: form of executive employment agreement. Preparation of new subscription agreements in connection with additional loan money for Andrew Dietz, J. Armstrong, J. Osterling, L. Friedstein. Preparation of correspondence to Lewin re: Patricia Daniels. Preparation of iviewit Trademark Binder. Telephone conference with Utley. Telephone conference with Lewin re: Patricia Daniels stock certificate.
09/17/99 J ZAMMAS	.25 Compile subscription letter agreements and copy of LLC Agreement of iviewit LLC for Jude Rosario and Zakirul Shirajee.

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 8

October 12, 1999

09/20/99 C WHEELER	1.00 Review of sublease; conf on sublease with Mr. Wallace; arrange for follow up
09/21/99 G PINCUS	1.50 Finalize mark up of sublease
09/21/99 G PINCUS	.25 Conf w/Wheeler re: sublease comments
09/21/99 G PINCUS	.50 Conf w/Karen Chastain, attny for Bank of America re: comments on sublease
09/21/99 G PINCUS	.50 Review revisions to sublease
09/21/99 G PINCUS	.25 Conf w/Wheeler re: revised sublease and requirements for letter of credit, insurance and advance rent as preconditions to lease being effective
09/21/99 C WHEELER	1.00 Review of lease; conf with Mr. Pincus; arrange for follow up
09/21/99 C WHEELER	.25 Call to Mr. Utley re patent meeting
09/21/99 C WHEELER	1.00 Conf with Mr. Utley re patent meeting and status of negotiations; call to Mr. Brandon
09/21/99 C WHEELER	.25 Review of revised lease; conf re same
09/21/99 M ROBBINS	2.00 Inter-office conferences with Zammas re: additional promissory note subscription agreements and Patricia Daniels stock certificate. Telephone conference with Jerry Lewin re: additional promissory note subscription agreements. Telephone conference with K. Healy re: trademark findings. Draft and preparation of correspondence to A. Dietz, J. Osterling, J. Armstrong, L. Friedstein re: new subscription agreements. Inter-office conference with Zammas re: trademark binders and Rosario and Shirajee subscriptions.
09/21/99 J ZAMMAS	4.75 Review subscription letter agreements and send to Brian Utley for signature; issue stock to Patricia Daniels and send to Eliot Bernstein for signature; preparation of patent document binders for C. Wheeler; send copies of Subscription Letter Agreements and LLC Agreements of iviewit LLC to Jude Rosario and Zakirul Shirajee; work on trademark binder.
09/22/99 G PINCUS	.50 Review letter of credit application

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 9

October 12, 1999

09/22/99 G PINCUS	.25	Call to Landlord's attny re: letter of credit form
09/22/99 G PINCUS	.25	Letter to Landlord's attny transmitting letter of credit requirements
09/22/99 G PINCUS	.25	Conf w/Wheeler re: letter of credit requirements
09/22/99 G PINCUS	1.00	Draft form of Letter of Credit
09/22/99 G PINCUS	.50	Coordinate lease execution and deliveries to Landlord of sublease requirements
09/22/99 C WHEELER	1.50	Review of lease matters; prep of application for letter of credit; coordinate letter of credit and execution of sublease
09/22/99 C WHEELER	1.50	Meeting with Mr. Utley and Si Bernstein; call to Mr. Brandon; review of copyright material
09/22/99 C WHEELER	1.00	Call to Mr. Utley; conf. review of lease matters; follow up on employment contract
09/22/99 M ROBBINS	2.00	Inter-office conferences with Zammas re: follow-up on Donna and Andrew Dietz subscription agreements. Inter-office conference with Wheeler re: Trademark Binders. Finalization of Trademark Binders. Update iviewit.com LLC noteholder list. Telephone conferences with E. Bernstein re: new note subscription agreements. Preparation of correspondence to E. Bernstein re: missing items.
09/22/99 J ZAMMAS	3.00	Work on patent binders and trademark binders for C. Wheeler; telephone Raymond Joao regarding all patents; compile all documents by shareholder/noteholder
09/23/99 G PINCUS	.50	Coordinate Letter of Credit requirements
09/23/99 D THOMPSON II	.25	Conference re stock issues with Attorney Mara Lerner Robbins.
09/23/99 C WHEELER	1.50	Arrange revision to lease; call to insurance broker; call to Martha re status
09/23/99 C WHEELER	1.00	Meeting with Mr. Utley re conclusion of lease matter
09/23/99 C WHEELER	1.00	Conf with Mr. Iatonna ; conf with Ms. Chastain;

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 10

October 12, 1999

09/23/99 M ROBBINS 3.00 Inter-office conferences with Chris Wheeler re: iviewit organizational matters. Preparation of organizational chart of iviewit entities. Draft and preparation of memo to Al Gortz re: Simon Bernstein's stockholdings. Inter-office conferences with George Karibjanian re: preparation of trusts and uvview.com corporate structure. Inter-office conference with Thompson re: gift of Simon Bernstein shares to trusts and trust elections.

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

09/24/99 G PINCUS .50 Follow up re: letter of credit revisions and transmittal of executed sublease

09/24/99 D THOMPSON II .25 Conference with Attorney Mara Lerner Robbins re stock issues.

09/24/99 C WHEELER 1.50 Revise letter of credit language; arrange transmittal

09/24/99 C WHEELER 1.00 Arrange revisions to insurance binder; conf with Ms. Chastain re same

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

09/24/99 M ROBBINS 1.25 Inter-office conferences with Zammas re: Patricia Daniels stock certificate, mailing of new subscription agreements. Telephone conference with E. Bernstein re: Jude Rosario membership documents. Inter-office conference with Zammas re: mailing of Rosario membership documents. Preparation of organizational chart of iviewit entities. Finalization of memorandum to A. Gortz re: Simon Bernstein trust matters.

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

09/27/99 C WHEELER 1.00 Review of key and lease matters; arrange follow up on consent to sublease

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

09/27/99 C WHEELER 2.50 Conf with Mr. Utley and Mr. Bernstein; arrange for revision of employment contract; call to landlord representatives re keys

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 11  
09/27/99 M ROBBINS

October 12, 1999

.50 Inter-office conference with G. Karibjanian re: trusts and waiver of permitted transferee provision of S. Bernstein's subscription agreement. Finalization of Utley Employment Agreement. Inter-office conference with Chris Wheeler re: finalization of Utley Employment Agreement.

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

09/28/99 C WHEELER 2.00 Meeting with Mr. Bernstein, Mr. Utley, et al re status of various projects

09/28/99 C WHEELER 1.00 Conf with Mr. Utley re employment contract; conf re proposed meeting with venture capital

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

09/28/99 M ROBBINS 1.25 Meeting with Simon Bernstein re: transfer of shares to trusts. Send LLC Agreement to Simon Bernstein. Inter-office conferences with G. Karibjanian re: transfer of shares to trusts. Preparation of e-mail to G. Karibjanian re: transfer of shares to trusts.

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

09/29/99 C WHEELER 1.00 Follow up on Lease matters; conf with Mr. Utley re same; dictation of letter

09/29/99 C WHEELER 2.00 Conf with representative of DLC; conf re Huizenga meeting; conf as to meeting;

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

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 12

October 12, 1999

SUMMARY OF HOURS

NAME	HOURS
ALBERT W. GORTZ	.25
CHRISTOPHER C. WHEELER	58.50
TOTAL FOR PARTNER	58.75
DONALD E. THOMPSON II	16.75
GEORGE A. PINCUS	10.75
KEVIN J. HEALY	1.50
TOTAL FOR SENIOR COUNSEL	29.00
GEORGE D. KARIBJANIAN	1.25
MARA LERNER ROBBINS	46.00
SPENCER J. ROMOFF	.25
STUART T. KAPP	.25
TOTAL FOR ASSOCIATE	47.75
JILL B. ZAMMAS	16.25
TOTAL FOR LEGAL ASSISTANT	16.25
TOTAL HOURS:	151.75

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
CORP. SERVICE	212.00
DELIVERY CHARGES	146.35
FAX	161.00
LONG DISTANCE TELEPHONE	4.63
MEALS	147.50
POSTAGE	4.95
REPRODUCTION	428.80
SECRETARIAL OVERTIME	70.00
WESTLAW	336.72
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$1,511.95

**MISSING PROSKAUER FOOTER???????**

IVIEWIT.COM LLC  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

334207  
October 20, 1999

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM LLC  
MATTER NAME: IVIEWIT/42/US  
FILE #: 40017.0011

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED SEPTEMBER 30, 1999  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$71.25

TOTAL DUE: \$71.25

TOTAL OF CURRENT INVOICE:

\$71.25

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC  
MATTER: IVIEWIT/42/US  
PAGE: 2

October 20, 1999

DATE	NAME	HOURS	DESCRIPTION
09/02/99	G REED	.25	Incoming filing receipt; status review

SUMMARY OF HOURS

NAME	HOURS
GREGG REED	.25
TOTAL FOR ASSOCIATE	.25
TOTAL HOURS:	.25

**MISSING PROSKAUER FOOTER???????**



IVIEWIT.COM LLC  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

829813  
October 20, 1999

## PROSKAUER ROSE LLP

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


Employer Identification No. 13-1840454

FOR PROFESSIONAL SERVICES RENDERED during  
the period through September 30, 1999 in connection with  
Preliminary searches for .zpi, ZAPIT FILES and  
ZOOMABLE ANTI-PIXELATING IMAGE TECHNOLOGY

Three Searches at \$300.00 per search	\$900.00
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Total Due	<u>\$900.00</u>
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**MISSING PROSKAUER FOOTER???????**



.IVIEWIT.COM LLC  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

829814  
October 20, 1999

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1340454

FOR PROFESSIONAL SERVICES RENDERED during  
the period through September 30, 1999 in connection with  
Full Searches for .zpi, ZAPIT FILES AND ZOOMABLE ANTI-PIXELATING  
IMAGE TECHNOLOGY

Three searches at \$825.00 per search

\$2,625.00

Total Due

\$2,625.00

**MISSING PROSKAUER FOOTER???????**

IVIEWIT.COM LLC  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

334208  
October 20, 1999

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM LLC  
MATTER NAME: TRADEMARK SEARCHES  
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED SEPTEMBER 30, 1999  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$136.25

DISBURSEMENTS AND CHARGES: \$87.00

TOTAL DUE: \$223.25

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
06/30/99	826370	\$11,250.00	\$ .00	\$11,250.00
06/30/99	826371	\$2,700.00	\$ .00	\$2,700.00
06/30/99	826372	\$2,644.90	\$ .00	\$2,644.90
08/26/99	327694	\$437.50	\$ .00	\$437.50
09/16/99	329870	\$166.60	\$ .00	\$166.60

TOTAL OF PRIOR OUTSTANDING INVOICES: \$17,199.00

TOTAL OF CURRENT INVOICE: \$223.25

BALANCE DUE: \$17,422.25

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC  
MATTER: TRADEMARK SEARCHES  
PAGE: 2

October 20, 1999

DATE	NAME	HOURS	DESCRIPTION
09/14/99	B SCHIFF	.50	Making copies of 15 trademark applications as filed with the U.S. Patent and Trademark Office.
09/15/99	K HEALY	.25	Iviewit materials to M. Robbins

SUMMARY OF HOURS

NAME	HOURS
KEVIN J. HEALY	.25
TOTAL FOR SENIOR COUNSEL	.25
BARBRA SCHIFF	.50
TOTAL FOR LEGAL ASSISTANT	.50
TOTAL HOURS:	.75

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
REPRODUCTION	87.00
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$87.00

**MISSING PROSKAUER FOOTER???????**

IVIEWIT.COM LLC  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

339495  
December 16, 1999

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM LLC  
MATTER NAME: TRADEMARK SEARCHES  
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED NOVEMBER 30, 1999  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$87.00  
DISBURSEMENTS AND CHARGES: \$ 9.60  
TOTAL: \$96.60

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
06/30/99	826370	\$11,250.00	\$ .00	\$11,250.00
06/30/99	826371	\$2,700.00	\$ .00	\$2,700.00
06/30/99	826372	\$2,644.90	\$ .00	\$2,644.90
08/26/99	327694	\$437.50	\$ .00	\$437.50
09/16/99	329870	\$166.60	\$ .00	\$166.60
10/20/99	334208	\$223.25	\$ .00	\$223.25
10/20/99	829813	\$900.00	\$ .00	\$900.00
10/20/99	829814	\$2,625.00	\$ .00	<u>\$2,625.00</u>
TOTAL OF PRIOR OUTSTANDING INVOICES				\$20,947.25
TOTAL OF CURRENT INVOICE				<u>\$ 96.60</u>
TOTAL AMOUNT DUE				<u><u>\$21,043.85</u></u>

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC  
MATTER: TRADEMARK SEARCHES  
PAGE: 2

December 16, 1999

DATE	NAME	HOURS	DESCRIPTION
11/01/99	K HEALY	.25	Draft photo releases to Chris Wheeler.

SUMMARY OF HOURS

NAME	HOURS
KEVIN J. HEALY	.25
TOTAL FOR SENIOR COUNSEL	.25

TOTAL HOURS: .25

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
REPRODUCTION	9.60
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$9.60

**MISSING PROSKAUER FOOTER???????**

IVIEWIT.COM LLC  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

339661  
December 20, 1999

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

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CLIENT NAME: IVIEWIT.COM LLC  
MATTER NAME: TRADEMARK/GENERAL  
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED NOVEMBER 30, 1999  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$610.00
DISBURSEMENTS AND CHARGES:	<u>\$ 1.94</u>
TOTAL DUE:	<u><u>\$611.94</u></u>

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC  
MATTER: TRADEMARK/GENERAL  
PAGE: 2

December 20, 1999

DATE	NAME	HOURS	DESCRIPTION
11/16/99	G REED	2.00	Trademark work; letter to Eliot re: all newly filed U.S. applications; review all files (matters 3-17)

SUMMARY OF HOURS

NAME	HOURS
GREGG REED	2.00
TOTAL FOR ASSOCIATE	2.00

TOTAL HOURS: 2.00

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	1.61
POSTAGE	0.33
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$1.94

**MISSING PROSKAUER FOOTER???????**



IVIEWIT.COM LLC  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

340152  
December 29, 1999

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM LLC  
MATTER NAME: PATENT/GENERAL  
FILE #: 40017.0020

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED NOVEMBER 30, 1999  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$25.00
DISBURSEMENTS AND CHARGES:	\$2.80
<hr/>	
TOTAL DUE:	\$27.80

TOTAL OF CURRENT INVOICE:

\$27.80

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC  
MATTER: PATENT/GENERAL  
PAGE: 2

December 29, 1999

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

NAME	HOURS
JILL B. ZAMMAS	.25
TOTAL FOR LEGAL ASSISTANT	.25

TOTAL HOURS:	.25
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DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
REPRODUCTION	2.80
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$2.80

**MISSING PROSKAUER FOOTER???????**

IVIEWIT.COM LLC  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

340153  
December 29, 1999

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM LLC  
MATTER NAME: HUIZENGA LOAN  
FILE #: 40017.0025

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED NOVEMBER 30, 1999  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$1,425.00

TOTAL DUE: \$1,425.00

TOTAL OF CURRENT INVOICE:

\$1,425.00

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC  
MATTER: HUIZENGA LOAN  
PAGE: 2

December 29, 1999

DATE	NAME	HOURS	DESCRIPTION
10/27/99	M ROBBINS	2.50	Telephone conferences with Chris Wheeler re: Huizenga letter agreement and revisions thereto. Preparation of revisions to Huizenga letter agreement. Preparation of correspondence to Cris Branden. Draft and preparation of Written Consent of Managing Board and Class A Members re: issuance of Class A units. Draft and preparation of Written Consent of uview Board re: issuance of Class A units. Preparation of revisions to Investech subscription agreement. Inter-office conferences with Chris Wheeler re: Huizenga letter agreement.
10/28/99	M ROBBINS	2.25	Telephone conference with Cris Branden's office re: letter agreement. Revisions to Investech subscription agreement. Revisions to written consents approving issuance of units to Investech. Meeting with B. Utley re: written consents approving issuance of units to Investech. Update list of members and holdings of iviewit LLC. Inter-office conferences with Jill Zammass re: Investech subscription agreement and list of members. Draft and preparation of correspondence to Cris Branden re: subscription agreement.
10/29/99	M ROBBINS	1.25	Inter-office conferences with J. Zammass re: preparation of subscription agreement for Investech and LLC Agreement. Revisions to subscription agreement and correspondence to C. Branden. Telephone conference with Jerry Lewin re: issuance of units to Investech. Review iviewit Limited Liability Company Agreement. Organization of Huizenga corporate file.
11/01/99	M ROBBINS	.25	Telephone conference with E. Lewin re: board consents for Huizenga issuance.
11/04/99	M ROBBINS	.25	Telephone conference with C. Branden re: subscription agreement.
11/11/99	M ROBBINS	.50	Telephone conference with Cris Branden re: subscription agreement. Inter-office conference with Rocky Thompson re: Branden's modification to LLC Agreement.

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC

December 29, 1999

MATTER: HUIZENGA LOAN

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11/12/99 M ROBBINS .50 Inter-office conferences with A. Levy re:  
amendment to LLC agreement, joinder to LLC  
agreement and written consents.

11/18/99 M ROBBINS .50 Inter-office conference with C. Wheeler re:  
Investech proposed modifications to LLC  
Agreement. Inter-office conference with A.  
Levy re: same.

11/23/99 M ROBBINS .25 Inter-office conference with C. Wheeler re:  
Investech conversion.

SUMMARY OF HOURS

NAME	HOURS
MARA LERNER ROBBINS	8.25
TOTAL FOR ASSOCIATE	8.25
TOTAL HOURS:	8.25

**MISSING PROSKAUER FOOTER???????**

IVIEWIT.COM LLC  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

340154  
December 29, 1999

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM LLC  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED NOVEMBER 30, 1999  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$48,315.00
DISBURSEMENTS AND CHARGES:	\$1,839.10
	<hr/>
TOTAL DUE:	\$50,154.10

TOTAL OF CURRENT INVOICE:

\$50,154.10

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DATE	NAME	HOURS	DESCRIPTION
10/01/99	S KAPP	.25	F/u with GB regarding immigration materials and other documents
10/01/99	D THOMPSON II	1.00	Meeting with Attorney C. Wheeler and Brian Utley re redemption issues; Follow-up with attorneys Mara Lerner Robbins and Andrew Levy re same.
10/01/99	C WHEELER	1.00	Conf with Mr. Brandon
10/01/99	C WHEELER	3.00	Conf with Mr. Utley re alternatives to financing with Huizenga
10/01/99	M ROBBINS	.25	Inter-office conference with Thompson re: disclosures for tender offer.
10/02/99	C WHEELER	2.00	Conf with Mr. Utley; review of mail from Mr. Bernstein; review of status of
10/03/99	C WHEELER	2.00	Conferences with Mr. Utley
10/04/99	G PINCUS	.25	Conf w/Chris Wheeler re: sublease consent
10/04/99	G PINCUS	.50	Review sublease consent
10/04/99	G PINCUS	.25	Conf w/Karen Chastain, attny for Bank of America, re: sublease consent
10/04/99	G PINCUS	.50	Review base lease
10/04/99	G PINCUS	.25	Follow up w/Karen Chastain re: review of consent
10/04/99	G PINCUS	.25	Call to Landlord's manager re: status of consent
10/04/99	R STORETTE	.25	Review immigration documents.
10/04/99	D THOMPSON II	.25	Conference with Attorney Andrew Levy.
10/04/99	C WHEELER	3.00	Follow up on lease; conf with Mr. Brandon; conf with Mr. Utley; conf with Mr. Utley
10/04/99	K HEALY	.75	Draft TM Opinion Letters for ZAPI FILES, .zpi and ZOOMABLE ANTI-PIXELATING TECHNOLOGY; cover ltr to E. Bernstein
10/04/99	G COLEMAN	.25	Legal research re: corporate and llc status.

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10/04/99 A LEVY	1.25 Mtng w/ D. Thompson; research re redemption of stock; TC with M. Sirkin.
10/05/99 G PINCUS	.25 Conf w/Chris Wheeler re: status of sublease approval
10/05/99 G PINCUS	.25 Follow up w/Chris Conklin
10/05/99 G PINCUS	.25 Follow up w/Karen Chastain
10/05/99 D THOMPSON II	.50 Follow-up on open items.
10/05/99 C WHEELER	1.00 Conf with Mr. Utley; follow up on consent to lease
10/05/99 M ROBBINS	4.50 Legal research re: tender offer disclosure requirements. Revisions to stockholder/member lists. Inter-office conference with C. Wheeler re: organization of corporate files. Preparation of new matter list. Inter-office conferences with J. Zammas re: organization of corporate files. Organization of corporate files. Telephone conferences with Dick Rowe re: Regulation 14(e) relating to tender offers. Review trademark opinion letters from Healy. Inter-office conferences with Zammas re: trademark binder. Review trademark binder.
10/05/99 J ZAMMAS	1.75 Review iviewit files; update files; work on trademark binders;
10/05/99 S SMYTH	.75 Westlaw research for Delaware Court of Chancery case involving Farland v. Wills; Keycite same
10/05/99 A LEVY	1.25 Continue research re redemption of stock/impairment of capital; mtng w/ D. Thompson.
10/06/99 G PINCUS	.25 Phone call from Mr. Utley re: status of sublease approval
10/06/99 G PINCUS	.25 Conf w/Karen Chastain re: sublease approval
10/06/99 G PINCUS	.25 Conf w/Tim Valace re: status of sublease approval
10/06/99 G PINCUS	.25 Follow up re: certificate of insurance
10/06/99 D THOMPSON II	.75 Analysis of stock redemption issues; Conference with Attorney Mara Lerner Robbins re same.

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10/06/99 C WHEELER	2.00	Call from Mr. Brandon; conf with Mr. Utley; attend meeting of board representatives
10/06/99 C WHEELER	.50	Conf with Mr. Pincus re consent; arrange follow up on employment contract for Mr. Utley
10/06/99 C WHEELER	1.50	Conf with Mr. Utley and Mr. Brandon
10/06/99 M ROBBINS	2.25	Draft and preparation of correspondence to Jerry Lewin re: additional loan money. Meeting with J. Zammass re: organization of iviewit corporate files. Organization of corporate files.
10/06/99 J ZAMMAS	1.25	Review iviewit files and consolidate.
10/07/99 G PINCUS	.25	Follow up w/Broker re: approvals
10/07/99 G PINCUS	.25	Follow up w/Karen Chastain
10/07/99 G PINCUS	.50	Review revised landlord's consent
10/07/99 D THOMPSON II	.50	Review letter agreement with Huizenga re restrictions on activities.
10/07/99 C WHEELER	1.00	Follow up and reports on consent to lease
10/07/99 C WHEELER	1.00	Conf on status of Huizenga negotiations
10/07/99 M ROBBINS	1.50	Preparation of Notice of Action to all uview.com, Inc. stockholders. Coordination of mailings of Notices of Actions. Review correspondence from Jerry Lewin re: note money received. Preparation of iviewit.com LLC subscription agreement for additional loan by Jill Iantoni. Preparation of iviewit.com LLC subscription agreement for additional loan by Guy Iantoni. Inter-office conferences with Zammass re: execution of subscription agreements and forwarding of promissory notes.
10/08/99 C WHEELER	2.00	Review status of numerous matters including financing
10/08/99 M ROBBINS	.50	Inter-office conference with Christopher Wheeler re: Brian Utley Employment Agreement. Revise Employment Agreement with new address. Meeting with Eliot Bernstein re: execution of Brian Utley Employment Agreement.

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10/08/99 J ZAMMAS	2.50 Preparation of letter to Brian Utley enclosing subscription letter agreements for iviewit.com LLC; deliver to Mr. Utley; update noteholder list; review correspondence files and make separate files for each entity; send subscription letter agreements to Jill and Guy Iantoni.
10/11/99 C WHEELER	.25 Follow up on employment agreement
10/11/99 C WHEELER	.50 Conf as to Grunthal matter
10/11/99 C WHEELER	1.00 Review of Grunthal materials
10/11/99 J ZAMMAS	.25 Return call to Jill Iantoni regarding subscription letter agreements; advise M. Robbins of news address for the Iantoni's.
10/12/99 C WHEELER	.50 Conf as to meeting;
10/12/99 C WHEELER	4.00 Meeting with Huizenga re financing
10/12/99 C WHEELER	.25 Arrange review of Huizenga agreements
10/12/99 M ROBBINS	.50 Telephone conference with Chris Wheeler re: Huizenga Agreements. Review file re: same.
10/12/99 J ZAMMAS	.25 Follow-up with C. Wheeler and R. Thompson regarding documentary stamps for the Ivieuit note.
10/13/99 C WHEELER	1.00 Conf with Mr. Utley; conf with Mr. Bernstein; follow up on Gruntal letter
10/13/99 J ZAMMAS	.25 Send fax to Jerry Lewin regarding return of subscription letter agreements.
10/14/99 M ROBBINS	.25 Gather documents for E. Bernstein re: organization of iviewit entities.
10/15/99 C WHEELER	.50 Conf with Mr. Lewin; conf with Mr. Utley
10/15/99 M ROBBINS	.50 Organization of corporate documents and files.
10/17/99 C WHEELER	1.50 Review of agreements relating to Grunthal and Huizenga
10/18/99 C WHEELER	1.50 Meeting on capital requirements

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CLIENT: IVIEWIT.COM LLC  
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10/18/99 M ROBBINS 2.50 Telephone conferences with Jerry Lewin re: issuance of promissory note to A. Dietz. Draft and preparation of correspondence to A. Dietz re: promissory note. Preparation of A. Dietz promissory note. Inter-office conferences with Jill Zammass re: issuances of notes, confirmation of telephone conference with Lewin re: issuance of A. Dietz note. Update noteholder list of iviewit.com LLC. Organizational of corporate documents and files. Inter-office conference with C. Wheeler re: Huizenga agreements. Revisions to form of promissory note.

10/18/99 J ZAMMAS .25 Discuss promissory note for Andrew Dietz with M. Robbins.

10/19/99 C WHEELER 2.00 Preparation of revision to letter agreement; conf with Mr. Utley re investment advisors

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

10/19/99 M ROBBINS 2.50 Review and revisions to correspondence to B. Utley re: A. Dietz promissory note. Inter-office conferences with Zammass re: update of noteholder list. Review correspondence from IRS re: acceptance as S Corporation. Review iviewit LLC Limited Liability Company Agreement re: managing board. Inter-office conferences with Chris Wheeler and Rocky Thompson re: managing board and officers. Revisions to table of noteholders of iviewit.com LLC. Review file re: Donna Dietz executed subscription agreement. Inter-office conferences with Jill Zammass re: Donna Dietz missing executed subscription agreement and follow-up letter to Dietz. Draft and preparation of correspondence to Jerry Lewin re: status of iviewit.com LLC noteholders and missing subscription documents. Organization of corporate documents and files. Meeting with Erika Lewin.

10/19/99 J ZAMMAS 1.00 Preparation of promissory note for Andrew Dietz and letter to Brian Utley; have note signed by Brian Utley and send to Andrew Dietz; update list of noteholders.

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

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

10/20/99 M ROBBINS 1.00 Telephone conference with E. Lewin re:  
Osterling subscription. Inter-office  
conference with Zammass re: sending Donna Dietz  
another subscription agreement. Revisions to  
letter to Dietz. Inter-office conference with  
Chris Wheeler re: Gruntal Agreement and  
Huizenga Agreement. Telephone conference with  
E. Bernstein re: Gruntal agreement.

10/20/99 J ZAMMAS .50 Discuss sending another subscription letter  
agreement to Donna Dietz for her signature;  
review file and subscription agreement letter;  
preparation of letter to Donna Dietz enclosing  
agreement.

10/21/99 C WHEELER 1.00 Review of agreements re Huizenga purchase and  
Grunthal

10/21/99 C WHEELER .25 Conf with Mr. Utley re Huizenga stock

10/21/99 M ROBBINS 7.25 Review Huizenga loan agreement. Review  
Huizenga proposed loan agreement. Draft and  
preparation of letter agreement to Cris Branden  
re: conversion of Huizenga loan. Review iviewit  
LLC Limited Liability Company Agreement. Draft  
and preparation of Huizenga subscription  
agreement. Inter-office conferences with Chris  
Wheeler re: revisions to draft letter  
agreement. Preparation of comments to Gruntal  
placement agent letter agreement. Inter-office  
conferences with Gayle Coleman re: placement  
agent letter agreement. Preparation of  
correspondence to Welsch and Abbe re: modified  
Gruntal placement agent letter agreement.  
Telephone conferences with E. Lewin, B. Utley  
and E. Bernstein. Preparation of memorandum to  
Utley re: Huizenga letter agreement.  
Inter-office conferences with Chris Wheeler re:  
Gruntal placement agent agreement and Jenex and  
MacKenzie consulting agreements. Review file  
re: Jenex and MacKenzie consulting agreements.

10/21/99 G COLEMAN .75 Review placement agent engagement review.  
Inter-office conference with M. Robbins re:  
arbitration and securities issues.

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10/21/99 J ZAMMAS .25 Send additional subscription letter agreement to Donna Dietz;

10/22/99 D THOMPSON II .25 Conference with attorney M. Robbins re Stock sale issues.

10/22/99 C WHEELER .50 Follow up on Huizenga and Grunthal matters

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

10/22/99 M ROBBINS 2.00 Telephone conference with B. Utley re: Huizenga letter agreement. Preparation of e-mail to C. Wheeler re: same. Draft and preparation of correspondence to B. Utley re: Gruntal placement agent agreement. Organization of iviewit corporate files. Inter-office conferences with Zammass re: organization of corporate files.

10/22/99 J ZAMMAS 2.00 Review correspondence files and separate by company name.

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

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

10/25/99 J ZAMMAS .25 Follow-up with M. Lerner regarding executed subscription letter agreements for iviewit.com LLC.

10/26/99 C WHEELER .50 Conf with Mr. Utley as to Board

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

10/26/99 C WHEELER .50 Conf with Mr. Utley

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CLIENT: IVIEWIT.COM LLC  
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10/27/99 S KAPP 1.25 F/u regarding status of LL consent to sublease, t/c to Wallace, t/c to landlord, t/c to atty for Bank of America, draft ltr

10/27/99 D THOMPSON II .75 Conference with Attorney Mara Robbins re LLC issues and Huizenga Holdings.

10/27/99 C WHEELER 2.00 Numerous conf with Mr. Utley; follow up on Huizenga Class A changes; follow up on Grunthal agreement

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

10/27/99 M ROBBINS 3.25 Telephone conferences with Chris Wheeler re: Gruntal agreement revision, amendment to Jenex agreement. Draft and preparation of First Amendment to Consulting Agreement. Preparation of revisions to Gruntal agreement. Telephone conference with Erika Lewin. Review iviewit Limited Liability Company Agreement re: admission of Class A members and voting rights of Class A members. Inter-office conferences with Chris Wheeler re: voting by Class A members. Preparation of e-mail to Chris Wheeler. Telephone conferences with Leo Abbe. Revisions to Gruntal Agreement. Inter-office conference with rocky Thompson re: voting by Class A members. Revisions to subscription agreement.

10/28/99 S KAPP .50 F/u regarding consent to sublease

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

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

10/28/99 G COLEMAN .25 Inter-office conference with M. Robbins re: calculation of share ownership and calculation of same.

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10/28/99 J ZAMMAS

December 29, 1999

1.25 Office conference with M. Robbins; have subscription letter agreement for Investech Holdings, L.L.C. signed by Brian Utley; discuss subscription letter agreements and percentages with M. Robbins; update list of unit holders.

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

10/29/99 M ROBBINS 3.25 Multiple telephone conferences with Mildred Colon of Gruntal re: revisions to Gruntal agreement. Review revised Gruntal agreement. Further revisions to Gruntal agreement. Meeting with S. Bernstein and B. Utley re: capitalization of uview and iviewit LLC. Meeting with Martha re: iviewit LLC Limited Liability Company Agreement. Inter-office conferences with J. Zammas re: Iantoni subscription agreements. Preparation of correspondence to Mildred Colon. Preparation of correspondence to Leo Abbe. Telephone conferences with Leo Abbe. Telephone conferences with E. Lewin re: written consents. Telephone conferences with Jerry Lewin re: capitalization matters. Inter-office conference with J. Zammas re: issuance of shares to Utley and execution of subscription agreement. Review uview certificate of incorporation re: par value. Review file re: New Media Holdings payment for units for Jerry Lewin.

10/29/99 J ZAMMAS 2.50 Office discussion with M. Robbins regarding subscription letter agreements; bring duplicate subscription letter agreements to Jill and Guy Iantoni; send subscription letter agreement to INVESTECH Holdings, L.L.C.; revise schedules to LLC Agreement; preparation of promissory notes for Jill Iantoni and Guy Iantoni; order documentary stamps for notes.

11/01/99 C WHEELER 2.00 Meeting of Board of Iviewit; call to Mr. Guggenheim;

11/01/99 C WHEELER .50 Conf with Mr. Utley re prospective investors

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11/01/99 M ROBBINS 1.25 Preparation of B. Utley subscription agreement. Inter-office conference with C. Wheeler re: written consents. Telephone conferences with E. Lewin and Martha re: written consents. Telephone conference with Irwin Newman re: amendment to consulting agreement. Telephone conference with Tom Laquer re: venture capital.

11/01/99 J ZAMMAS 2.00 Preparation of Subscription Letter Agreement for uview.com, Inc. and cover letter for Brian Utley; send Subscription Letter Agreement to INVESTECH Holdings, L.L.C.; bring Subscription Letter Agreement to Brian Utley for signature; office conference with M. Robbins.

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

11/02/99 S KAPP .25 Rvw executed consent of LL, f/u regarding same

11/02/99 S KAPP .25 F/u regarding consent to sublease

11/02/99 D THOMPSON II .50 Conference with Attorney Mara Lerner Robbins and Attorney G. Karibjanian re valuation issues.

11/02/99 C WHEELER 1.50 Conf with Mr. Utley; conf with Ms. Robbins re capitalization; Call to Mr. Lewin;

11/02/99 G COLEMAN .25 Inter-office conference with M. Robbins re: valuation issues of company.

11/02/99 J ZAMMAS .50 Add Exhibits to Consents and file in minute books.

11/02/99 R JACOBOWITZ 2.75 Analyze value of class a and class b interests in company; prepare schedule summarizing values; review and revise the same

11/03/99 C WHEELER 1.00 Draft model agreement; conf with Mr. Utley re funding

11/03/99 M ROBBINS .50 Preparation of correspondence to JW Genesis re: confidentiality agreement. Telephone conferences with J. Robbins re: same.

11/04/99 S KAPP .25 F/u regarding consent

11/04/99 S KAPP .25 Rvw consent and transmit same

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CLIENT: IVIEWIT.COM LLC  
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11/04/99 C WHEELER .25 Call to Mr. Buschsbaum; review of confidentiality agreement material

11/04/99 M ROBBINS .75 Review marked-up confidentiality agreement from JW Genesis. Telephone conference with Jeff Lehman (JW Genesis) re: Confidentiality Agreement. Telephone conference with B. Utley re: Investech subscription agreement.

11/05/99 R STORETTE .25 Review F-1/employment matters.

11/05/99 C WHEELER .50 Conf with Mara Lerner re confidentiality agreement

11/05/99 M ROBBINS 1.25 Review revised executed Confidentiality Agreement from JW Genesis. Preparation of correspondence to JW Genesis. Preparation of e-mail to Zammass re: Utley subscription agreement and revisions to stockholder list. Inter-office conference with Zammass re: D. Dietz subscription agreement.

11/05/99 J ZAMMAS 2.25 Affix documentary stamps to notes; deliver promissory notes to Brian Utley for signature; deliver promissory notes to Jill and Guy Iantoni; update noteholder list; order documentary stamps for Donna Dietz's promissory note; preparation of letter to Eliot Bernstein enclosing subscription letter agreement for his signature.

11/08/99 M ROBBINS 1.00 Draft correspondence to Robert Zelinka re: Confidentiality Agreement. Draft correspondence to Barry Ahron re: Confidentiality Agreement. Telephone conference with Brian Utley re: forwarding of Confidentiality Agreements. Preparation of correspondence to Robert Zelinka. Telephone conferences with T. Laquer re: funding sources.

11/08/99 J ZAMMAS 1.50 Revise uview.com, Inc.'s shareholder list to reflect reverse split; bring revised subscription letter agreement to Brian Utley for signature; send letter to Andrew Dietz enclosing documentary stamps for his promissory note; preparation of promissory note for Donna Dietz.

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11/09/99 M ROBBINS .50 Preparation of J. Osterling subscription documents. Telephone conferences with E. Bernstein re: same. Inter-office conferences with Zammass re: Osterling subscription documents. Telephone conference with Martha re: Ahron Confidentiality Agreement. Telephone conference with Laquer re: Confidentiality Agreements.

11/09/99 J ZAMMAS 1.75 Work on promissory note for Donna Dietz and bring to Brian Utley for execution; send promissory note to Donna Dietz; fax copy of iviewit.com LLC promissory noteholder list to Jerry Lewin for his review; preparation of new subscription letter agreement for James Osterling; fax document to Mr. Osterling.

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

11/10/99 J ZAMMAS .25 Review list of noteholders and shareholders.

11/11/99 D THOMPSON II .25 Conference with Attorney Mara Lerner Robbins re Huizenga investment.

11/11/99 C WHEELER 2.50 Board meeting of Iviewit;

11/12/99 C WHEELER 1.00 Conf with Mr. Utley; conf as to conf room availability; conf as to Mr. Dalziel; all to Mr. Dalziel

11/12/99 A LEVY .75 Matters re amendment to LLC Agreement; TC's with Brian Utley.

11/15/99 M ROBBINS .50 Meeting with S. Bernstein re: iviewit LLC and uvview.com, Inc. capitalization. Inter-office conferences with A. Levy re: amendment to LLC Agreement.

11/15/99 A LEVY 1.50 Matters re amendment to LLC Agreement; mtng with Brian Utley.

11/16/99 C WHEELER .50 Conf with Mr. Utley; arrange for sales agreement

11/16/99 C WHEELER .50 Conf with Elliot Bernstein and Jim re possible contacts

11/16/99 M ROBBINS .50 Telephone conferences with S. Bernstein. Telephone conference with B. Utley.

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11/16/99 A LEVY .50 TC with client re Investech units; mtng with M. Lerner Robbins

11/17/99 C WHEELER .50 Conf as to generic contract; conf as to Huizenga subscription agreement

11/17/99 M ROBBINS 3.25 Inter-office conferences with C. Wheeler re: generic purchase agreement. Telephone conferences with Jim Armstrong and Simon Bernstein re: same. Draft and preparation of generic purchase agreement. Preparation of correspondence to Simon Bernstein re: Centrack agreement. Preparation of modifications to Chase Consulting Agreement. Preparation of correspondence to Dalziel.

11/18/99 C WHEELER 3.00 Conf with Mr. Bernstein; conf with Mr. Utley re letter of intent; conf with Ms. Lerner re structuring of furniture matter; conf with Mr. Thompson re letter of intent

11/18/99 M ROBBINS 1.25 Meeting with S. Bernstein re: issuance of shares to furniture designer and terms of agreement. Inter-office conferences with C. Wheeler and G. Coleman re: structure of agreement, issuance of stock and convertible note and security matters.

11/18/99 G COLEMAN .25 Inter-office conference re: UCC-1 filing and proposed stock and contingent remainder right in furniture.

11/18/99 J ZAMMAS .75 Discuss documents still not received with M. Robbins; send fax to Jerry Lewin regarding subscription letter agreements and note money received; bring copies of uview.com, Inc. and iviewit LLC lists to Martha at iviewit.

11/18/99 A LEVY .75 Internal conferences re furniture transaction.

11/19/99 R ROWE .25 Rev. memo re integration of 3 offerings

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

11/19/99 C WHEELER .50 Conf with Mr. Utley re financing

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11/19/99 M ROBBINS 4.50 Inter-office conferences with A. Levy and D. Thompson re: corporate and securities issues regarding issuance of stock and note. Telephone conference with S. Bernstein re: issuance of stock and note to designer. Draft and preparation of purchase agreement re: same. Inter-office conference with D. Thompson re: WebCast agreement. Preparation of e-mail to Dick Rowe re: integration issues relative to stock issuance to furniture seller. Inter-office conferences with D. Thompson re: integration matters. Telephone conference with S. Romoff re: Subchapter S matters relative to issuance of convertible debt. Inter-office conferences with Jill Zammass re: update uview stockholder list to reflect stock split. Telephone conference with Jim Armstrong. Review Secured Convertible Promissory Note and preparation of revisions.

11/19/99 G COLEMAN .25 Interoffice conference and research re: Rule 144 (conversions).

11/19/99 G COLEMAN .25 Inter-office conference re: note and security interest (UCC-1) for furniture sale transaction.

11/19/99 J ZAMMAS 2.00 Discuss lists of noteholders and shareholders with M. Robbins; revise uview.com, Inc. list to reflect reverse stock split; discuss documentary stamps with C. Wheeler and have invoices paid for documentary stamps; send updated shareholder and noteholder lists to Brian Utley, Simon Bernstein and Jerry Lewin; send payment to CSC on behalf of iviewit for documentary stamps.

11/19/99 A LEVY 3.25 Preparation of Note; Security Agreement; various internal conferences.

11/22/99 S KAPP .25 Rvw site and e-mail to brother at Compaq

11/22/99 S KAPP .25 T/c with E. Bernstein

11/22/99 M ROBBINS 3.50 Draft and preparation of subscription agreement for furniture purchase. Review and revise secured convertible promissory note and security agreement.

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11/22/99 G COLEMAN .75 Study and revise promissory note, security agreement, and purchase agreement for furniture. Inter-office conference re: partial conversion and partial payment issues.

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

11/23/99 M ROBBINS .75 Telephone conferences with S. Bernstein. Inter-office conferences with D. Thompson re: corporate matters.

11/24/99 D THOMPSON II .25 Conference with Attorney C. Wheeler re potential stock transfer.

11/24/99 C WHEELER 1.50 Conf with Mr. Bernstein and Mitchell Wolf; review of proposed agreement

11/24/99 M ROBBINS 1.00 Telephone conference with Simon Bernstein re: furniture agreement. Telephone conference to Jerry Lewin re: same. Revise iviewit LLC member list. Preparation of fax to Lewin.

11/29/99 C WHEELER 1.00 Conf with Mr. Bernstein and Mr. Armstrong

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

11/29/99 G COLEMAN .25 Inter-office conference re: furniture purchase and securities issues.

11/29/99 J ZAMMAS .25 Fax iviewit LLC list of members to Jeff Stark for M. Lerner.

11/30/99 D THOMPSON II .25 Conference with Attorney Mara Lerner Robbins re stock issues.

11/30/99 C WHEELER 1.00 Conf with Mr. Utley re investors and various operational matters

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 17  
11/30/99 M ROBBINS

December 29, 1999

- 3.50 Preparation of modifications to convertible note, security agreement, purchase agreement and subscription agreement. Preparation of modifications to generic website development and license agreement. Inter-office conferences with Gayle Coleman re: issuance of note, security agreement and purchase agreement for furniture. Inter-office conferences with Gayle Coleman re: website development and license agreement.
- 11/30/99 G COLEMAN 1.75 Preparation of revisions to furniture purchase transaction documents including purchase agreement, security agreement, and promissory note. Inter-office conference with M. Robbins re: same. Preparation of revisions to Generic Web Site Agreement.
- 11/30/99 J ZAMMAS .25 Follow-up with Brian Utley as to the return of executed subscription letter agreement; work on forms of agreements.

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM LLC  
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December 29, 1999

SUMMARY OF HOURS

NAME	HOURS
CHRISTOPHER C. WHEELER	65.25
RICHARD H. ROWE	.25
RONALD F. STORETTE	1.00
TOTAL FOR PARTNER	66.50
DONALD E. THOMPSON II	9.00
GEORGE A. PINCUS	4.75
KEVIN J. HEALY	.75
TOTAL FOR SENIOR COUNSEL	14.50
ANDREW D. LEVY	9.25
GAYLE COLEMAN	5.00
MARA LERNER ROBBINS	66.25
ROBERT JACOBOWITZ	2.75
STUART T. KAPP	4.00
TOTAL FOR ASSOCIATE	87.25
JILL B. ZAMMAS	25.75
SEAN F. SMYTH	.75
TOTAL FOR LEGAL ASSISTANT	26.50
TOTAL HOURS:	194.75

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DATA BASE SEARCH SERV.	789.79
DELIVERY CHARGES	429.80
FAX	172.00
FOOD SERVICE/CONF. DINING	33.62
LONG DISTANCE TELEPHONE	13.64
MEALS	39.00
OUT-OF-TOWN-TRAVEL-ATTY	15.40
POSTAGE	0.99
REPRODUCTION	272.20
WESTLAW	72.66
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$1,839.10

**MISSING PROSKAUER FOOTER???????**

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

YET ANOTHER COMPANY  
S BEING BILLED.

342897  
January 25, 2000

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

FOR PROFESSIONAL SERVICES RENDERED through December 31,  
1999 in connection with preparation and filing with the PTO Assignment  
of 15 U.S. Trademark Applications

FIXED FEE: 15 U.S. TRADEMARK APPLICATIONS

\$1,000

AWG/KH/eao  
40017/019

**MISSING PROSKAUER FOOTER???????**



IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

342936  
January 25, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: TRADEMARK/GENERAL  
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 1999  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$872.00  
DISBURSEMENTS AND CHARGES: \$ 9.64  
TOTAL: \$881.64

### OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
12/20/99	339661	\$611.94	\$ .00	\$ 611.94
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$ 611.94
TOTAL OF CURRENT INVOICE:				<u>\$ 881.64</u>
TOTAL AMOUNT DUE:				\$1,493.58

**MISSING PROSKAUER FOOTER???????**

CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK/GENERAL  
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DATE	NAME	HOURS	DESCRIPTION
12/06/99	K HEALY	.25	Tc w/R. Thompson re iviewit work-for-hire agreements; locate copyright language for draft agreements
12/07/99	K HEALY	.25	Review Confidentiality and Proprietary Rights Agreement
12/09/99	K HEALY	.25	Tc w/R. Johnson re Confidentiality and Proprietary Rights Agmt.
12/18/99	G REED	2.00	Review Office Actions for several apps.

SUMMARY OF HOURS

NAME	HOURS
KEVIN J. HEALY	.75
TOTAL FOR SENIOR COUNSEL	.75
GREGG REED	2.00
TOTAL FOR ASSOCIATE	2.00
TOTAL HOURS:	2.75

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	3.64
REPRODUCTION	6.00
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$9.64

**MISSING PROSKAUER FOOTER???????**

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

343838  
January 31, 2000

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 1999  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$82,235.00
DISBURSEMENTS AND CHARGES:	\$3,080.54
	<hr/>
TOTAL DUE:	\$85,315.54

TOTAL OF CURRENT INVOICE:

\$85,315.54

CLIENT: IVIEWIT.COM, INC.  
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DATE	NAME	HOURS	DESCRIPTION
12/01/99	C WHEELER	4.50	Meeting of Iviewit board
12/01/99	C WHEELER	.50	Review of letter of intent
12/01/99	M ROBBINS	.25	Inter-office conferences with Jill Zamas re: finalization of draft loan agreements for furniture.
12/01/99	G COLEMAN	.25	Inter-office conference with M. Robbins re: licensing issues.
12/01/99	J ZAMMAS	2.25	Discuss documents with M. Robbins; preparation of letters to Brian Utley, Simon Bernstein and James Armstrong; work on enclosed documents; work on subscription letter agreement.
12/02/99	D THOMPSON II	1.00	Meeting with Attorney C. Wheeler re pending projects with iviewit.
12/02/99	C WHEELER	1.00	Conf with Mr. Thompson re numerous projects and corporate setup
12/02/99	M ROBBINS	1.00	Meeting with B. Utley re: generic web site and license agreement. Inter-office conference with Thompson re: iviewit pending matter list. Preparation of iviewit pending matter list.
12/03/99	D THOMPSON II	3.25	Meeting with Attorney M. Robbins re pending projects; analysis of same; Follow-up re same.
12/03/99	C WHEELER	.25	Conf with Erika Lewin re banner site
12/03/99	C WHEELER	.25	Message re confidentiality agreement re Zak and Jude
12/03/99	C WHEELER	.50	Review of status of pending matters
12/03/99	M ROBBINS	2.25	Meeting with Rocky Thompson re: pending matters and assignments. Preparation of additional revisions to generic website and license agreement. Inter-office conferences with Zamas re: same. Telephone conference with NY library re: background search. Preparation of e-mail re: Doc McGhee. Review Jenex Agreement termination provision. Review Gruntal Agreement. Inter-office conferences with Rocky

Thompson re: uview subscription agreement

THESE BOGUS PAGES START SHOWING UP WHERE THERE IS NO PAGE NUMBER AND THE NUMBERING SEQUENCE IS THEN WRONG. WHEN OPTICAL CHARACTER RECOGNITION IS DONE ON THESE PAGES AND CONVERTED TO TEXT, THE FONT IS DIFFERENT THAN ALL OTHER PAGES OF THE BILLINGS. THESE PAGES START SHOWING UP WHERE THE COMPANY IVIEWIT HOLDINGS, INC, AND THE OTHER IVIEWIT HOLDINGS, INC. THAT NO-ONE KNEW ABOUT START SHOWING UP.

THIS BOGUS PAGE COVERS UP PREVIOUS PATENT ASSIGNMENT NOTES THAT WOULD HAVE CONTINUED HERE.

CLIENT: IVIEWIT.COM, INC.  
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terms, iviewit LLC noncompete in LLC agreement.  
Review correspondence to J. Armstrong.

12/03/99 J ZAMMAS 1.50 Obtain documents for M. Robbins; issue shares to Brian Utley; redline agreement and fax to James Armstrong; copies to Brian Utley and C. Wheeler; update uview.com, Inc. shareholder list.

12/03/99 S KAGEN .50 Searched for background and biographical information on a person named Doc McGhee of McGhee Entertainment Inc.

12/06/99 R STORETTE .75 Research INS regulations re: practical training employment authorization and H-1B visa procedures as well as F-1 off campus employment; various tel. conversations RT and CW; research re: INS penalties, paperwork violations and I-9 audits.

12/06/99 D THOMPSON II 3.25 Conference with Attorney C. Wheeler re work-for-hire agreements; Prepare same; Telephone conference with Attorney K. Healy re same.

12/06/99 D THOMPSON II .75 Conference with Attorneys M. Robbins and G. Coleman re securities issues and pending projects.

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

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

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

Telephone conferences with NYO library re:

BOGUS PAGE!!!!!! MAKES NO SENSE WHAT ARE THEY COVERING UP.

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background search of McGhee. Inter-office conferences with Rocky Thompson and Gayle Coleman re: PPM. Revisions to generic website agreement. Organization of iviewit files. Review Regulation D and general securities matters relative to integration of offerings, accreditation of investors. Preparation of firm e-mail re: knowledge of Doc McGhee.

12/06/99 G COLEMAN .75 Inter-office conference with M. Robbins and D. Thompson re: furniture transaction, web and other license and status.

12/06/99 S KAGEN 1.00 Searched for biographical and background information regarding a person named Doc McGhee.

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

12/07/99 D THOMPSON II 2.50 Review and analysis of Financial Advisor Agreement with Emerald; analysis of impact on other agreements.

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

12/07/99 C WHEELER 1.00 Conf as to various agreements re funds; conf with Mr. Utley

12/07/99 M ROBBINS 6.50 Telephone conferences with J. Armstrong re: website license agreement. Revise website license agreement per Armstrong's comments. Inter-office conferences with Gayle Coleman re: inter-company license agreement. Review Florida blue sky regulations. Inter-office conference with G. Coleman re: private offering. Telephone conference with Florida Department of Banking and Finance re: blue sky exemption. Draft and preparation of memorandum to file re: blue sky exemption for offering to existing shareholders. Review background search documents re: Doc McGhee. Review Jenex and Gruntal Agreements in connection with Emerald Capital Partners Agreement. Meeting with Rocky Thompson re: Emerald Capital Partners Agreement, Gruntal Agreement and Jenex Agreement. Review and preparation of comments



to Emerald Capital Partners Agreement.  
Preparation of memo to C. Wheeler re: summary

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Doc McGhee's background search. Review SEC rules and regulations re: securities issues. Telephone conference with J. Armstrong re: purpose of reverse stock split. Inter-office conferences with J. Zammass re: preparation of correspondence to J. Armstrong re: reverse split.

12/07/99 G COLEMAN .75 Study and revise form of confidentiality agreement. Preparation of revisions thereto.

12/07/99 A LEVY 1.25 Blue sky research re exemption for sales to existing security holders; mtng with G. Coleman and M. Lerner Robbins.

12/08/99 D THOMPSON II 1.00 Prepare for meeting with Brian Utley; Conference with Brian Utley.

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

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

12/08/99 D THOMPSON II .75 Telephone conference with Attorney S. Romoff re structural items.

12/08/99 C WHEELER .25 Response call for Mr. Utley re EMSI

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

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

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12/08/99 J ZAMMAS 2.00 Check on officers of iviewit entities and fax copy of uview.com, Inc.'s Certificate of Amendment to James Armstrong for M. Robbins; issue stock to Brian Utley; preparation of memorandum to Eliot Bernstein; deliver stock certificate to iviewit; bring licensing agreement and executed stock certificate for Brian Utley to iviewit.

12/09/99 D THOMPSON II .75 Meeting with Attorney Gayle Coleman re securities matters.

12/09/99 D THOMPSON II 1.50 Prepare memo re securities activities; finalize Confidentiality and Proprietary Rights.

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

12/09/99 C WHEELER .25 Receipt of information re employment contract

12/09/99 C WHEELER .25 Follow up on Socolof confidentiality agreement

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

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

12/09/99 G COLEMAN .75 Inter-office conference with D. Thompson re: securities matters.

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

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

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

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

12/10/99 D THOMPSON II 1.75 Analysis of overall entity structure of iviewit, LLC and related entities; Telephone conference with Attorney S. Romoff re same; analysis of stock option alternatives.

12/10/99 D THOMPSON II .75 Telephone conference with Cris Branden re conversion; Follow-up re same.

12/10/99 C WHEELER 1.00 Conf with Mr. Utley; review of site; conf as to Proskauer description; arrange for employment contract

12/10/99 C WHEELER .50 Review Doc McGee material

12/10/99 C WHEELER 1.00 Meeting with Mr. Utley

12/10/99 C WHEELER .25 Conf with Mr. Buschbaum

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

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

12/10/99 J ZAMMAS 4.00 Preparation of Officer and Director questionnaires for iviewit and letters to recipients; deliver to Brian Utley.

12/13/99 I BOGNER .25 Conf. SR re: ISO rules

12/13/99 D THOMPSON II 2.75 Prepare for meeting with Brian Utley; Meeting with Brian Utley re pending projects; Follow-up re same.

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

12/13/99 C WHEELER 1.00 Arrange for confidentiality agreements; conf with Mr. Utley re-agreement; review of financing letter

12/13/99 C WHEELER .25 Follow up on name search

12/13/99 M ROBBINS 6.75 Meeting with Simon Bernstein re: furniture purchase, projects and assignments. Meeting with Rocky Thompson and Gayle Coleman re: assignments and projects. Preparation of private offering memorandum. Organization of corporate files. Preparation of Essex term sheet. Multiple telephone conferences with Utley, Martha, E. Lewin, J. Lewin. Preparation of replacement furniture documents for S. Bernstein. Inter-office conferences with J. Zammas. Telephone conferences with NY library re: Sokiloff background search. Preparation of modifications to Inter-Company License Agreement and Web Site and License Agreement. Multiple inter-office conferences with Gayle Coleman re: Web Site and License Agreement and general securities matters. Telephone conference with J. Lewin re: assignment of notes from iviewit.com to uview. Review subscription agreement terms for issuance of notes. Review iviewit LLC Limited Liability Company Agreement.

January 31, 2000

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

12/13/99 J ZAMMAS .50 Give copies of lists to Brian Utley and R. Thompson; give duplicate copies of documents to Simon Bernstein.

12/14/99 A GUTWEIN .50 Conf. re tax issues

12/14/99 D THOMPSON II 1.25 Structural analysis; Telephone conference with Attorney S. Romoff and Jerry Lewin.

12/14/99 D THOMPSON II 2.25 Meeting with Maurice Buchsbaum re Emerald Partners engagement; revise engagement letter.


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

12/14/99 C WHEELER 1.00 Conf with insurance agent; conf with Mr. Thompson re various projects; conf as to corporate setup

12/14/99 C WHEELER 2.00 Conf with Mr. Utley, Mr. Bernstein, Mr. Lewin; conf with Mr. Buschbaum; arrange follow up on contract

12/14/99 S ROMOFF 2.25 Conference w/ AG re: tax modifications; Conference w/ MS re: research; Review and analyze Rev. Rul. 84-111.

12/14/99 M ROBBINS 4.75 Review document forwarded to E. Lewin re: noteholders for reconciliation. Meeting with G. Iantoni and G. Coleman. Inter-office conferences with Gayle Coleman re: independent contractor agreement for photographer/videographer. Revisions to License Agreement. Draft and preparation of Jenex termination letter. Telephone conferences with J. Lewin re: transfer of shares to David Bernstein, assignment of notes from iviewit.com to uviv. Telephone conferences with NY library re: Dan Socolof. Telephone conferences with E. Bernstein re: Dan Socolof. Preparation



of e-mails re: independent contractor  
agreements. Review S-B Rules re: officer and

BOGUS PAGE!!!!

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director questionnaires and general securities issues relative to PPM. Telephone call to S. Bernstein. Preparation of e-mail to Gayle Coleman re: control persons. Preparation of private offering memorandum.

12/14/99 G COLEMAN 5.00 Conference with Guy Iantoni and M. Robbins re: agreement for photo/videographer (independent contractor). Study and review form of LLC Agreement. Preparation of form private offering memorandum.

12/14/99 M SABLOFF 1.50 Research for S. Romoff re: incorporation of a partnership or LLC.

12/14/99 J ZAMMAS .50 Give copy of noteholder chart to Erika Lewin; copy all charts and LLC agreement for G. Coleman; telephone CSC regarding duplicate invoice; obtain copy of Jenex Consulting Agreement for M. Robbins.

12/14/99 S KAGEN 1.00 Searched for biographical information and news articles on Dan Socolof with Marketing Entertainment Group.

12/14/99 A LEVY .50 Matter re Huizinga documentation

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

12/15/99 D THOMPSON II 2.00 Prepare engagement letter with Emerald Partners; Conferences re same; Telephone conferences with Maurice Buchsbaum.

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

12/15/99 D THOMPSON II 1.50 Conference with Attorney S. Romoff re conversion issues; Telephone conference with Jerry Lewin re same.

12/15/99 C WHEELER .50 Conf with Mr. Buschbaum; conf with Mr. Thompson

12/15/99 C WHEELER .50 Conf as to corporate structure

12/15/99 S ROMOFF 1.75 Conference w/ DT and G. Lewin; Draft memo re: conversion.



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12/15/99 M ROBBINS 4.50 Gather language for Emerald Capital Partners Agreement re: preapproval of contacts. Meeting with Rocky Thompson re: Jenex termination agreement, Emerald Capital Partners, inter-company license agreement. Review and preparation of additional comments to Emerald Capital Partners agreement. Telephone conference with J. Armstrong re: license agreement. Preparation of e-mail to Rocky Thompson re: hosting agreement. Telephone conferences with Gayle Coleman re: iviewit LLC Agreement, control persons to complete D&O Questionnaires. Telephone conferences with E. Lewin and S. Bernstein and Martha. Preparation of work for hire agreement. Meeting with Rocky Thompson re: integration issues and ability of financial consultant to negotiate. Preparation of e-mail to Dick Rowe re: integration issues. Review LLC Agreement. Telephone conference with Gayle Coleman re: offering memorandum.

12/15/99 G COLEMAN 5.75 Study and review form of LLC Agreement. Telephone conferences with M. Robbins. Preparation of form of Private Exchange Memorandum. Telephone conference with M. Robbins re: control persons and D&O Questionnaires.

12/15/99 G COLEMAN .25 Telephone conference with securities issues.

12/15/99 J ZAMMAS 1.00 Compile documents for M. Robbins;

12/15/99 S KAGEN 1.00 Searched for news articles and biographical information on Dan Socolof with Mega Inc.

12/16/99 R ROWE .75 Rev. finder/director -- BD issue; Tel. MR(2x) re same; integration issue; rev. integration issue

12/16/99 D THOMPSON II 1.75 Prepare memo regarding conversion to corporate status; revise Engagement Letter with Emerald Partners.

12/16/99 D THOMPSON II 2.50 Research and analysis of securities and warrant issues and engagement of Emerald Partners.

12/16/99 D THOMPSON II 1.75 Analysis of conversion to corporate structure; analysis of investment options and warrants on conversion.

12/16/99 C WHEELER

1.00 Conf as to restructuring

BOGUS PAGE!!!! WHAT IS BEING COVERED UP HERE. JOAO STARTS SENDING  
ASSIGNMENTS FOR UTLEY TO SIGN HERE.

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12/16/99 S ROMOFF 3.25 Revise memorandum; Research stock option issues; Telephone conference w/ DT.

12/16/99 M ROBBINS 5.75 Review Emerald Capital agreement re: issuance of warrants. Review Rule 502 re: integration matters. Inter-office conferences with G. Coleman re: integration issues relating to issuance of warrants. Telephone conferences with Dick Rowe re: financial advisor negotiating outside capacity of advisor. Review background search materials on Dan Socolof from NY library. Preparation of memorandum to C. Wheeler re: Socolof background search. Preparation of stockholder and member lists for Martha at iviewit. Telephone conferences with Dick Rowe re: integration issues relating to warrant issuance. Meetings with Rocky Thompson and Gayle Coleman re: integration issues and general securities matters. Research re: various integration issues. Review and preparation of comments to Independent Contractor Agreement. Inter-office conferences with Rocky Thompson re: financial advisor negotiating outside capacity of finder.

12/16/99 G COLEMAN 7.25 Preparation of form independent contractor agreement and Company Non-Disclosure and Contractor for Hire Policy. Inter-office conferences with M. Robbins. Inter-office conference with M. Robbins and D. Thompson re: integration and securities issues. Preparation of form Private Exchange Memorandum.

12/16/99 J ZAMMAS 1.75 Discuss documents with M. Robbins; revise documents; fax to Cris Brandon, Sy Bernstein, Brian Utley and Eliot Bernstein; follow-up with Sy Bernstein and Martha.

12/17/99 D THOMPSON II 1.75 Analysis of pending projects; follow up regarding same.

12/17/99 C WHEELER 1.00 Conf with Mr. Utley re results of search; review of search results; conf as to restructuring

12/17/99 C WHEELER .25 Message as to board changes

12/17/99 S ROMOFF 1.25 Conference w/ G. Lewin; Conference w/ DT; Research structuring issues.

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

12/17/99 G COLEMAN 6.25 Preparation of independent contractor/videographer/photographer agreement. Telephone conference with G. Ionani. Preparation of private offering memorandum. Multiple inter-office conferences re: securities issues, llc agreements and status.

12/17/99 J ZAMMAS .25 Compile consents and insert in minute books.

12/20/99 D THOMPSON II 3.00 Conference with attorney M. Robbins and G. Coleman regarding reorganization steps and procedures; follow-up regarding same.

12/20/99 D THOMPSON II 2.50 Analysis of Emerald Partners deal; telephone call with Brian Utley regarding same; revise engagement agreement; analysis of potential securities offering; telephone call with Sy Bernstein regarding same.

12/20/99 C WHEELER .50 Instruction from Mr. Utley as to Welch and Bernstein

12/20/99 S ROMOFF 1.25 Conference w/ DT; Research S Corp liquidations.

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12/20/99 M ROBBINS      6.00 Inter-office conferences with Gayle Coleman re: Independent Contractor Agreement. Review and revise same. Draft and preparation of correspondence to Utley and Armstrong re: Inter-Company License Agreement and Web Site License Agreement. Draft and preparation of correspondence to Guy Iantoni re: Independent Contractor Agreement. Meeting with Rocky Thompson and Gayle Coleman re: restructuring and preparation of restructuring documentation. Inter-office conferences with Jill Zammas re: formation of new entities in connection with restructuring. Telephone conference with S. Bernstein re: termination of Jenex agreement. Revisions to Jenex termination letter. Inter-office conferences with Jill Zammas re: execution of Jenex Agreement. Multiple meetings with Gayle Coleman and Rocky Thompson re: restructuring matters. Review certificate of incorporation of iviewit.com, Inc. and iviewit Holdings, Inc. Review and revise Restructuring Checklist. Review and revise agreement between iviewit.com, Inc. and iviewit LLC. Inter-office conferences with Gayle Coleman re: Restructuring Checklist. Telephone conference with S. Bernstein re: solicitation of additional investments.

12/20/99 G COLEMAN      8.75 Preparation of form of private offering memorandum. Inter-office conferences with M. Robbins re: Independent Contractor/Videographer agreement. Review and revise same. Telephone conference with Utley. Telephone conference with G. Iantoni. Multiple inter-office conferences with D. Thompson and M. Robbins re: restructuring and preparation of restructuring documents. Inter-office conference with J. Zammas re: formation of new corporations, preparation of bylaws and organizational resolutions. Telephone conferences with S. Romoff re: tax issues. Preparation and revisions of restructuring checklist. Preparation of agreement between iviewit.com, Inc. and iviewit.com LLC. Preparation of consents. Inter-office conferences with M. Robbins. Telephone conferences with G. Reed. Telephone conferences with R. Joao.

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12/20/99 J ZAMMAS 4.25 Preparation of consents electing two additional directors to iviewit entities and letter to Guy Iantoni regarding Independent Contractor Agreement; check name availability in Delaware; preparation of consent to use similar name letter from iviewit.com LLC; preparation of Certificates of Incorporation for iviewit.com, Inc. and iviewit Holdings, Inc.; office conference with M. Robbins and G. Coleman regarding entities to be formed; preparation of letter to Irwin Newman; preparation of letter to Simon Bernstein enclosing letter agreement.

12/21/99 D THOMPSON II .75 Analysis of Lease Assignment issues and iview.com matters.

12/21/99 D THOMPSON II 2.50 Coordination and analysis of conversion; telephone conference with Brian Utley regarding same and other matters; prepare summary term sheet.

12/21/99 S WARHAFTIG .50 Cnf SR

12/21/99 C WHEELER 1.00 Conf with Mr. Thompson; review of status of various matters re investors

12/21/99 C WHEELER .25 Conf as to lease

12/21/99 S ROMOFF 4.25 Conference w/ GC; Conference w/ DT; Research restructuring issues.

12/21/99 M ROBBINS 3.75 Multiple telephone conferences with Iantoni, Martha and Jen from iviewit. Multiple meetings with Gayle Coleman re: restructuring and preparation of restructuring documentation. Meeting with Gayle Coleman and Rocky Thompson re: assignment of leases and general matters relative to restructuring. Inter-office conferences with J. Zammass re: review of certificates of cancellation, preparation of articles of organization. Preparation of documents for forwarding to Iantoni. Telephone conference with Utley. Review terms of sublease and primary lease. Review and revise restructuring agreements. Review and revise restructuring checklist. Review terms of lease and sublease. Inter-office conferences with Thompson, Pincus and Coleman re: sublease assignment. Telephone conferences with Spencer

Romoff re: llc issues.

BOGUS PAGE!!!! JOAO AND UTLEY ARE ASSIGNING PATENTS HERE.

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12/21/99 G COLEMAN 7.50 Multiple inter-office conferences with M. Robbins re: iviewit.com LLC/iviewit.com, Inc. transaction and iviewit LLC/iviewit Holdings, Inc. transaction. Telephone conference with K. Farrell re: trademarks. Telephone conferences with B. Schiff re: trademark assignments. Telephone conferences with R. Joao's office re: preparation of assignment of patents. Preparation of asset purchase agreement, bills of sale and assignment and assumption agreements. Preparation of consents. Inter-office conferences with J. Zammas. Review Delaware requirements for dissolutions. Study and review llc agreements for iviewit LLC. Preparation of exhibits. Telephone conference with S. Romoff re: lease assignment issues and S corporation. Review terms of lease and sublease. Inter-office conferences re: lease and credit line issues. Multiple telephone conferences with M. Robbins and S. Romoff re: same. Preparation of e-mail correspondence re: llc issues.

12/21/99 J ZAMMAS 3.25 Work on iviewit documents; office conference with G. Coleman regarding documents to be prepared; review Delaware LLC statutes; preparation of Consents re dissolution for iviewit LLC and iviewit.com LLC; preparation of Certificates of Dissolution for both entities.

12/22/99 D THOMPSON II 1.75 Telephone conference with attorney S. Remoff regarding conversion issues; analysis regarding same.

12/22/99 D THOMPSON II .75 Prepare preliminary term sheet for \$5 offering to equity holders.

12/22/99 C WHEELER .50 Review of correspondence

12/22/99 S ROMOFF 1.25 Research restructuring issues; Conference w/ DT.

12/22/99 M ROBBINS 7.00 Telephone conference with S. Bernstein and G. Iantoni re: web site agreement. Revise restructuring checklist. Inter-offices with Zammas re: closing documents and preparation of closing files. Preparation of e-mails to Spencer Romoff re: restructuring matters. Multiple telephone conferences with Spencer Romoff re: restructuring matters. Review and



revise agreement between iviewit.com, Inc. and  
iviewit LLC. Multiple telephone conferences

BOGUS PAGE!!!!

CLIENT: IVIEWIT.COM, INC.  
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with Gayle Coleman re: restructuring matters. Meeting with Rocky Thompson re: restructuring matters, potential merger, dissenters' rights, etc. Review and revise written consents re: authorization of restructuring. Review and revise agreement between iviewit LLC and iviewit Holdings, Inc. Review and revise agreement between iviewit LLC and iviewit.com, Inc. Legal research under Delaware and Florida law re: mergers and dissenters' rights. Review and revise iviewit LLC term sheet. Meetings with Gayle Coleman re: proposed modified restructuring terms.

12/22/99 G COLEMAN 4.50 Review and revise restructuring checklist. Multiple telephone conferences with M. Robbins re: restructuring matters. Telephone conference with R. Thompson re: restructuring, potential merger, dissenters' rights. Conferences with M. Robbins re: proposed modified restructuring. Review and revise agreements for restructure.

12/22/99 J ZAMMAS 1.50 Work on documents for iviewit entities.

12/23/99 D THOMPSON II 1.25 Meeting with Attorney M. Robbins and Brian Utley re: various issues

12/23/99 D THOMPSON II 1.50 Analysis and follow-up on change to corporate structure

12/23/99 C WHEELER 2.00 Conf with Mr. Bernstein re financing options and status of work items; conf with Mr. Utley;

12/23/99 S ROMOFF 2.25 Research restructuring issues; Telephone conference w/ DT.

12/23/99 M ROBBINS 2.75 Telephone conferences with Spencer Romoff re: status of research on restructuring. Multiple inter-office conferences with Gayle Coleman re: upstream and downstream mergers and dissenters' rights. Meeting with Rocky Thompson and Brian Utley re: restructuring matters and general corporate and securities matters.

12/23/99 G COLEMAN 4.75 Legal research and preparation of detailed memo re: merger and consolidation issues. Multiple inter-office conferences with M. Robbins and D. Thompson re: same. Preparation of private

offering memorandum.

BOGUS PAGE!!!!

WHAT ARE THEY COVERING UP HERE 6 DAYS BEFORE MYSTERY IVIEWIT HOLDINGS, INC. IS  
OPENED.

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12/23/99 J ZAMMAS .75 Send letter to Irwin Newman via certified mail;  
fax signature pages to Randy Obee.

12/26/99 D THOMPSON II 1.00 Revise engagement letter with Emerald Partners

12/27/99 D THOMPSON II 1.25 Telephone conference with Attorney M. Robbins  
re: reorganization matters; telephone  
conference with Attorneys S. Romoff and G.  
Coleman; telephone conference with Attorney M.  
Robbins re: Emerald Partners

12/27/99 C WHEELER 1.50 Conf with Ms. Coleman re corporate  
reorganization; conf with Ms. Robbins

12/27/99 C WHEELER .50 Conf with Mr. Utley re status of various  
corporate matters

12/27/99 C WHEELER .25 Review of correspondence re Microsoft

12/27/99 S ROMOFF 1.50 Conference w/ M. List; Conference w/ GC;  
Research Code Section 709.

12/27/99 M ROBBINS 5.00 Multiple inter-office conferences with Gayle  
Coleman re: status of reorganization.  
Preparation of revisions to Emerald Capital  
engagement letter. Revise correspondence to  
Buchsbaum. Telephone conference with Martha at  
iviewit. Draft and preparation of cover letter  
to term sheet. Revision to venue provision of  
Confidentiality and Proprietary Rights  
Agreement. Preparation of memo to Utley re:  
term sheet. Preparation of memo to Utley re:  
revised Confidentiality and Proprietary Rights  
Agreement. Review Coleman memo re: merger  
requirements for possible restructuring.  
Preparation of generic confidentiality agreement  
for Utley. Finalization of Rosario and  
Shirajee Confidentiality and Proprietary Rights  
Agreements. Preparation of memo to Utley re:  
same. Telephone conferences with Rocky  
Thompson re: Term Sheet. Inter-office  
conference with Chris Wheeler re: Term Sheet.  
Preparation of revisions to Term Sheet.

12/27/99 G COLEMAN 8.50 Preparation of revisions to Emerald Partners  
agreement. Telephone conference with S. Romoff  
re: potential reorganization issues.  
Preparation of correspondence to B. Utley and  
M. Buchsbaum. Preparation of detailed analysis

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of reorganization and restructuring memorandum.  
Multiple intra-office conferences with M. Robbins. Multiple telephone conferences with Martha (iviewit). Revise form letter to stockholders re: term sheet. Multiple telephone conferences with B. Utley. Revise and prepare agreements, consents and supporting documents for asset purchase agreements between iviewit LLC and iviewit Holdings, Inc. Inter-office conference with C. Wheeler. Telephone conferences with D. Thompson.

12/28/99 S ROMOFF	1.00 Review agreements; Telephone conference w/ GC.
12/28/99 M ROBBINS	6.25 Review and revisions to restructuring documentation including written consents, agreement between iviewit LLC and iviewit.com, Inc. and agreement between iviewit LLC and iviewit Holdings, Inc. Inter-office conferences with Gayle Coleman re: convertible promissory note revisions for furniture deal. Review Coleman revisions to convertible note. Meetings with Martha at iviewit. Preparation of correspondence to Jeff Stark re: furniture documents. Multiple meetings with Gayle Coleman re: restructuring documentation and filing documents with Secretary of State. Preparation of e-mails to G. Iantoni re: website agreement. Preparation of execution documents for Brian Utley re: restructuring and Investech issuance. Preparation of e-mail to Martha re: list of investors. Telephone conferences with G. Iantoni. Inter-office conferences with Coleman re: offering memorandum and D&O questionnaires. Inter-office conferences with Gayle Coleman re: revised cover letter to term sheet. Telephone conferences with S. Bernstein re: furniture documentation. Telephone conferences with S. Romoff. Preparation of correspondence to CorpAmerica re: Delaware filings. Telephone conferences with CorpAmerica re: Delaware and Florida filings. Meeting with Martha re: execution of restructuring documents.
12/28/99 G COLEMAN	8.25 Inter-office conference with C. Wheeler re: term sheet and private offering memorandum. Multiple inter-office conferences with M. Robbins. Study and revise convertible

promissory note. Revise closing checklist.

BOGUS PAGE!!!!

NOTE THAT THIS BOGUS PAGE IS ON THE DAY THAT THE IVIEWIT HOLDINGS, INC, THE ONE NO ONE KNOWS ABOUT IS OPENED. IT CHANGES ITS NAME TO IVIEWIT TECHNOLOGIES, INC. 13 DAYS LATER AND UVIEW CHANGES IT NAME TO IDENTICAL NAME IVIEWIT HOLDINGS, INC, ON SAME DAY 1/12/00 BUT THESE NOTES ARE VERY MISLEADING AND THESE BOGUS PAGES COME IN TO COVER UP WHAT REALLY WAS HERE!!!!!!

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

12/29/99 C WHEELER	2.00	Conf with Mr. Utley; conf with Mr. Buschsbaum re financing; conf with Ms. Lerner re contract; conf with Ms. Coleman re private placements and reorganization
12/29/99 C WHEELER	1.00	Conf as to structure of Bernstein Loan
12/29/99 S ROMOFF	1.25	Telephone conference w/ GC; Review and comment on restructuring agreements.
12/29/99 M ROBBINS	7.50	Preparation of correspondence to CorpAmerica re: foreign qualifications. Telephone conferences with CorpAmerica re: filings of certificates of incorporation and foreign qualifications. Preparation of revisions to restructuring documentation. Preparation of revised Restructuring Checklist. Finalization of Emerald Capital Agreement. Multiple inter-office conferences with Gayle Coleman re: Delaware and Florida filings and restructuring matters. Telephone conferences with Spencer Romoff re: restructuring documentation. Preparation of memo to Utley and Buchsbaum re: engagement letter. Preparation of memo to Utley re: FEIN for new Delaware entities. Preparation of e-mail to Iantoni re: web site agreement. Meeting with Iantoni re: execution of Inter-Company License Agreement. Multiple telephone conferences with Brian Utley re: furniture documentation, David Epstein

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investment, stock pledge, term sheet. Telephone conferences with CorpAmerica. Preparation of D&O Questionnaire for Iantoni. Review E. Bernstein D&O Questionnaire.

12/29/99 G COLEMAN	3.75	Preparation of correspondence to CorpAmerica. Telephone conferences with M. Robbins with CorpAmerica re: filings of certificates of incorporation and foreign corporation. Preparation of revisions to restructuring documents. Telephone conferences with S. Romoff. Multiple inter-office conferences with M. Robbins re: Delaware and Florida filings and restructuring matters. Preparation of revised furniture transaction.
12/29/99 G COLEMAN	.50	Review Emerald Capital agreement. Inter-office conferences re: furniture documentation. Inter-office conferences with D&O questionnaires and required information.
12/30/99 C WHEELER	2.00	Conf with Mr. Newman; conf with Mr. Utley; review of status of private placement; conf as to offering
12/30/99 C WHEELER	.25	Receipt and review of information from Epstein
12/30/99 S ROMOFF	.25	Telephone conference w/ GC.
12/30/99 M ROBBINS	5.25	Meeting with Eliot Bernstein re: completion of D&O Questionnaire. Review Utley D&O Questionnaire. Telephone conferences with CorpAmerica re: status of Delaware and Florida filings. Review and revise restructuring documentation. Revisions to Emerald Capital engagement letter. Meeting with Buchsbaum, Utley. Meeting with S. Bernstein re: completion of D&O Questionnaire and review of restructuring documentation. Preparation of biographies for private offering memorandum. Review correspondence from CorpAmerica. re: foreign qualifications. Telephone conferences with S. Romoff. Multiple inter-office conferences with Gayle Coleman re: restructuring matters. Telephone conference with Steve Greenwald re: proposed lease transaction.
12/30/99 G COLEMAN	.75	Preparation of private offering memorandum for





iviewit Holdings, Inc.

VERY SUSPICIOUS IN LIGHT OF THE  
FACT OF TWO IVIEWIT, HOLDINGS, INC.  
IDENTICALLY NAMED

BOGUS PAGE!!!!

NOTE THAT THIS BOGUS PAGE IS ON THE DAY AFTER THE IVIEWIT HOLDINGS, INC, THE ONE NO ONE KNOWS ABOUT IS OPENED. IT CHANGES ITS NAME TO IVIEWIT TECHNOLOGIES, INC. 13 DAYS LATER AND UVIEW CHANGES IT NAME TO IDENTICAL NAME IVIEWIT HOLDINGS, INC, ON SAME DAY 1/12/00 BUT THESE NOTES ARE VERY MISLEADING AND THESE BOGUS PAGES COME IN TO COVER UP WHAT REALLY WAS HERE!!!!!!

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12/31/99 D THOMPSON II .50 Review of Emerald Partners engagement letter

SUMMARY OF HOURS

NAME	HOURS
CHRISTOPHER C. WHEELER	33.75
RICHARD H. ROWE	.75
RONALD F. STORETTE	1.25
SOLOMON L. WARHAFTIG	.50
TOTAL FOR PARTNER	36.25
ABRAHAM GUTWEIN	.50
DONALD E. THOMPSON II	63.75
IRA G. BOGNER	.25
TOTAL FOR SENIOR COUNSEL	64.50
ANDREW D. LEVY	1.75
GAYLE COLEMAN	87.50
MARA LERNER ROBBINS	101.50
MATTHEW B. SABLOFF	1.50
SPENCER J. ROMOFF	21.50
TOTAL FOR ASSOCIATE	213.75
JILL B. ZAMMAS	24.50
TOTAL FOR LEGAL ASSISTANT	24.50
SARAH E. KAGEN	3.50
TOTAL FOR LIBRARY	3.50
TOTAL HOURS:	342.50

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DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DELIVERY CHARGES	40.70
FAX	140.00
LEXIS	2,281.50
LONG DISTANCE TELEPHONE	33.27
OTHER DATABASE RESEARCH	63.00
POSTAGE	2.98
REPRODUCTION	514.60
WESTLAW	4.49

TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER: \$3,080.54

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

343840  
January 31, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: HUIZENGA LOAN  
FILE #: 40017.0025

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 1999  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$1,273.75

DISBURSEMENTS AND CHARGES: \$26.25

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TOTAL DUE: \$1,300.00

TOTAL OF CURRENT INVOICE:

\$1,300.00

CLIENT: IVIEWIT.COM, INC.  
MATTER: HUIZENGA LOAN  
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DATE	NAME	HOURS	DESCRIPTION
12/10/99	M ROBBINS	.50	Review file re: subscription agreement forwarded to Branden. Inter-office conferences with Rocky Thompson re: amendment to LLC Agreement. Inter-office conferences with A. Levy re: documentation admitting Investech as member, written consents. Review file re: Investech letter agreement.
12/13/99	M ROBBINS	.50	Inter-office conferences with Rocky Thompson, A. Levy re: conversion of loan and related documentation.
12/13/99	G COLEMAN	.25	Inter-office conference with loan and conversion terms.
12/15/99	M ROBBINS	3.00	Preparation of First Amendment to Limited Liability Company Agreement. Revisions to Joinder Agreement. Revisions to Subscription Agreement (Investech). Update Schedules to LLC Agreement. Meeting with Rocky Thompson re: documents reflecting admission of Investech. Telephone conferences with Spencer Romoff re: modifications to Schedules to LLC Agreement. Telephone call to Branden's office. Telephone conference with Sy Bernstein re: consents. Preparation of correspondence to Branden. Preparation of revisions to consent of Class A member and uvview Board consent re: amendment to LLC Agreement.
12/16/99	M ROBBINS	1.50	Draft and preparation of correspondence to E. Bernstein, S. Bernstein and B. Utley. Draft and preparation of correspondence to Cris Branden re: replacement signature pages. Revise First Amendment to LLC Agreement. Revise Written Consents re: First Amendment to LLC Agreement. Inter-office conferences with J. Zammass re: coordination of signatures on Investech documents. Telephone conference with Sharon from Branden's office. Telephone conference with S. Bernstein. Telephone conference with Martha at iviewit.
12/20/99	M ROBBINS	.25	Telephone conference with Sharon from Chris Branden's office re: status of subscription documentation.

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12/21/99 M ROBBINS .25 Telephone call to Cris Branden.  
12/23/99 M ROBBINS .50 Telephone conferences with Randy Obee re:  
subscription documents and joinder agreement.  
Preparation of e-mail to Thompson re: same.  
Inter-office conference with Jill Zammass re:  
same.  
12/27/99 M ROBBINS .25 Review documents from Sharon Molina (Branden's  
office).

SUMMARY OF HOURS

NAME	HOURS
GAYLE COLEMAN	.25
MARA LERNER ROBBINS	6.75
TOTAL FOR ASSOCIATE	7.00
TOTAL HOURS:	7.00

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DELIVERY CHARGES	8.65
FAX	16.00
REPRODUCTION	1.60
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$26.25

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

346259  
February 17, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JANUARY 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$72,712.50
DISBURSEMENTS AND CHARGES:	\$3,636.90
	<hr/>
TOTAL DUE:	\$76,349.40

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
08/24/99	327337	\$98,878.10	(\$58,347.55)	\$40,530.55
09/25/99	330767	\$44,206.08	\$ .00	\$44,206.08
10/12/99	333536	\$42,038.20	\$ .00	\$42,038.20
12/29/99	340154	\$50,154.10	\$ .00	\$50,154.10
01/31/00	343838	\$85,315.54	\$ .00	\$85,315.54

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DATE	NAME	HOURS	DESCRIPTION
01/03/00	D THOMPSON II	1.75	Conference re pending projects; prepare amendment to Emerald letter; Meeting with Brian Utley.
01/03/00	D THOMPSON II	2.00	Meetings re conversion issues; Huizenga exchange and structural issues; Follow-up re same.
01/03/00	C WHEELER	3.00	Board Meeting; follow up on restructuring
01/03/00	M ROBBINS	8.50	Inter-office conferences with Rocky Thompson re: modifications to Emerald Capital engagement letter. Telephone conference with Martha re: same. Inter-office conferences with Rocky Thompson and Gayle Coleman re: restructuring and documentation, share exchange agreement for Investech. Inter-office conferences with Jill Zammass re: minute books for new entities, restructuring documentation, foreign qualifications, fictitious name filings. Draft and preparation of Share Exchange Agreement. Inter-office conferences with Jill Zammass re: name change amendment for iviewit.com, Inc. Florida corporation. Review iviewit.com, Inc. organizational resolutions. Meeting with Rocky Thompson and Gayle Coleman re: restructuring matters, share exchange with Investech and offering memorandum. Draft and preparation of written consent of a majority of the Class A Members and managers re: dissolution of iviewit LLC. Revisions to Certificate of Cancellation. Review LLC Agreement re: authority to dissolve and required consent. Inter-office conference with Gayle Coleman re: furniture lease. Inter-office conferences with J. Zammass re: restructure documentation. Revise Share Exchange Agreement. Preparation of private offering memorandum for iviewit Holdings, Inc. modified to uvview.com, Inc. Multiple Inter-office conferences with Gayle Coleman re: dissolution and winding up of limited liability companies and preparation of dissolution documentation.



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revisions to Share Exchange Agreement. Draft and preparation of Share Exchange Option Agreement. Inter-office conferences with Gayle Coleman re: Investech Share Exchange Agreement and Share Exchange Option Agreement. Preparation of memorandum to Rocky Thompson re: Investech Share Exchange Agreement. Draft and preparation of Investech subscription agreement with uview. Telephone conferences with Jerry Lewin re: dissolution of iviewit LLC. Preparation of correspondence to Jerry Lewin re: dissolution of iviewit LLC. Inter-office conferences with Chris Wheeler and Andrew Levy re: purchase versus rental of furniture and corresponding documentation. Multiple inter-office conferences with Andrew Levy re: closing binder for and coordination of restructuring documentation. Multiple inter-office conferences with Gayle Coleman re: Investech shares exchange and subscription documents, private offering memorandum and general corporate matters.

01/04/00 G COLEMAN

6.25 Review and revise consent to dissolve iviewit LLC and certificate of cancellation. Preparation of private offering memorandum. Study and review Emerald Partners agreement. Inter-office conference call to D. Thompson re: same. Inter-office conference with A. Levy re: bylaws of iviewit Holdings, Inc. and iviewit.com, Inc. Preparation of subscription documents for uview.com, Inc. Study and revise share exchange agreement for Investech. Preparation of detailed memorandum re: explanation of missing business terms. Multiple telephone conferences with M. Robbins re: Investech transaction. Inter-office conference re: restructuring documentation and closing binder. Inter-office conference with M. Robbins re: Investech subscription documents, share exchange agreement, private offering memorandum and general corporate matters.

01/04/00 J ZAMMAS

4.00 Check name availability of I.C. Inc.; have agreement signed by B. Utley; revise amendment and have signed by Eliot Bernstein; preparation of Certificate of Cancellation of iviewit LLC; check status of certified documents from

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Delaware; follow-up on amendment signing; check on legend for Delaware certificates; have subscription letter agreements and notes copied for B. Utley; file Articles of Amendment of iviewit.com, Inc. with the Florida Secretary of State; office conference with A. Levy regarding documents needed.

01/04/00 A LEVY	6.00	Matters re corporate restructuring; matters re furniture transaction (including multiple TC's with Steve Greenwold and Brian Utley and multiple conferences with C. Wheeler and M Lerner)
01/05/00 D THOMPSON II	.75	Conference with Attorney Mara Lerner Robbins re restructuring items.
01/05/00 C WHEELER	1.00	2 conf with Mr. Utley re proposals, employment contracts, venture capital
01/05/00 C WHEELER	.50	Conf with Mr. Assaf
01/05/00 C WHEELER	.50	Follow up on status of lawsuit preparation; review of news articles
01/05/00 M ROBBINS	6.50	Draft and preparation of Share Exchange Option Agreement. Inter-office conferences with Andrew Levy re: furniture documentation and uview capitalization and restructuring. Review and revise memo to Utley re: information needed to complete offering memorandum. Review and comments to offering memorandum. Meeting with Gayle Coleman re: offering memorandum. Review and revise consent re: election of Utley and Lewin as directors. Inter-office conference with Rocky Thompson re: termination of S election. Inter-office conference with Andrew Levy re: termination of S election. Preparation of Investech subscription agreement. Review and revise subscription documents for offering memorandum. Inter-office conferences with Andrew Levy and Gayle Coleman re: closing binder for restructuring.

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- 01/05/00 G COLEMAN      3.25 Preparation of detailed memorandum to B. Utley re: business terms. Prepare and revise private offering memorandum. Multiple inter-office conferences with M. Robbins. Inter-office conference with A. Levy re: bill of sale and closing binder. Study and revise subscription documents. Calculation of potential offering amounts. Preparation of stockholders table. Study and revise share exchange option agreement.
- 01/05/00 J ZAMMAS      4.00 Refax Articles of Amendment to the Secretary of State; fax agreement to J. Lewin; issue stock certificates of iviewit.com, Inc. (DE) and iviewit Holdings, Inc. (DE); telephone the Secretary of State regarding Amendment and name conflict; discuss with M. Robbins; have stock certificates, stock powers and resolution signed by B. Utley, S. Bernstein and E. Bernstein; have flowchart revised; set up minute book for i.c., Inc.; send foreign qualification documents for iviewit.com, Inc. (DE) to the Florida Secretary of State.
- 01/05/00 A LEVY      5.00 Matters re furniture transaction (including multiple TC's with client and counsel for Seller and revisions to transaction documents); organization of final documents re corporate reorganization transaction.
- 01/06/00 M ROBBINS      3.00 Telephone conferences with Erika Lewin re: FEIN. Review and revise offering memorandum. Review and revise Share Exchange Option Agreement. Inter-office conference with Andrew Levy re: uvview's S election. Multiple telephone conferences with J. Lewin re: dissolution of iviewit LLC and S election. Review and revise offering memorandum.
- 01/06/00 J ZAMMAS      2.50 Check on status of foreign qualification; telephone Secretary of State regarding qualification; send e-mail to Jerry Lewin regarding dissolution of iviewit LLC; set up minute books; copy documents for Erika Lewin; work on additional flow charts.

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01/06/00 A LEVY 2.25 Additional revisions to furniture transaction documents; distribute documents to client; TC with Brian Utley re documents; review and revise Share Exchange Option Agreement; update files with J. Zammass re corporate restructuring transaction.

01/07/00 D THOMPSON II .50 Follow-up on reorganization matters.

01/07/00 C WHEELER 1.00 Conf with Mr. Utley re various corporate matters

01/07/00 C WHEELER .25 Conf with Elliot Bernstein and Mr. Welch

01/07/00 M ROBBINS 2.50 Inter-office conferences with Chris Wheeler re: issuance of shares to Crate. Meetings with Rocky Thompson and Andrew Levy re: calculation of shares of iviewit entities in connection with Crate issuance. Preparation of correspondence to Lewin. Telephone conferences with Lewin. Inter-office conferences with Jill Zammass re: restructuring documentation for closing binder.

01/07/00 J ZAMMAS 2.50 Preparation of closing binder checklist of iviewit restructuring documents.

01/07/00 A LEVY .75 Work on reorganization files.

01/10/00 D THOMPSON II .75 Review due diligence request; Conference with Attorney C. Wheeler.

01/10/00 D THOMPSON II .75 Meeting with Maurice Buchsbaum re proposed Alpine deal terms; review same.

01/10/00 D THOMPSON II 1.25 Conferences and analysis re restructuring and Emerald Warrants.

01/10/00 C WHEELER 1.00 Conf with Mr. Assaf and Mr. Utley

01/10/00 C WHEELER 1.00 Conf with Mr. Utley re work; conf with Ms. Coleman and Mr. Thompson re structure

01/10/00 M ROBBINS 8.50 Multiple inter-office conferences with Gayle Coleman re: name changes and corresponding documentation. Telephone conference with Brian Utley re: D&O Questionnaire. Meeting with Jerry Lewin re: completion of D&O

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Questionnaire. Preparation of offering memorandum and update biographies. Inter-office conferences with Gayle Coleman re: Essex term sheet and issuance of warrants. Multiple inter-office conferences with Jill Zammass re: Certificates of Amendment to Certificates of Incorporation and corresponding written consents. Review and revise draft of offering memorandum. Preparation of e-mail to Jill Zammass re: follow up on Crate share issuance. Preparation of Certificate of Amendment to Certificate of Incorporation re: uview name change. Preparation of written consent of Board and Class A stockholders re: name change amendment. Multiple inter-office conferences with Gayle Coleman re: provisions of draft offering memorandum. Calculation of shares previously issued in iviewit entities. Review and revise draft private offering memorandum.

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

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

01/10/00 A LEVY      1.00 Work on bio for PPM; review documents re name changes.

01/11/00 A GORTZ      .25 Cf CCW

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01/11/00 D THOMPSON II 1.50 Review proposed terms of Alpine investment;  
analysis of same.

01/11/00 D THOMPSON II .75 Conferences with Attorney Andrew Levy re name  
changes and exchanges and capitalization  
issues.

01/11/00 D THOMPSON II .25 Conference with Attorney Andrew Levy re  
preparation of Warrant.

01/11/00 D THOMPSON II 2.25 Review and revise Option and Exchange  
Agreement; Follow-up re Investech investment.

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

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

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

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

01/11/00 C WHEELER 1.00 Conf with Mr. Thompson and Ms. Robbins re work;

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

01/11/00 C WHEELER .50 Conf with Mr. Bernstein and Mr. Utley re status  
of patents and corporate setup

01/11/00 M ROBBINS 8.75 Inter-office conferences with Andrew Levy re:  
follow up on Investech Share Exchange  
Agreement, Share Exchange Option Agreement,  
corporate name changes. Review and revise  
private offering memorandum. Multiple  
inter-office conferences with Gayle Coleman re:  
offering memorandum and revisions thereto.  
Inter-office conferences with Jill Zammass re:  
preparation of list of new stockholders post  
restructuring, name change amendments, follow  
up with Jerry Lewin re: Crate share issuance.  
Review Gayle Coleman's modifications to private  
offering memorandum. Meeting with Rocky  
Thompson and Andrew Levy re: share exchange  
agreement and share exchange option agreement.  
Preparation of due diligence documents for  
Alpine transaction.

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

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

BOGUS PAGE!!!!

START GETTING MORE BOUGS PAGES AT THE VERY TIME THE TWO IVIEWIT HOLDINGS, INC'S ARE CHANGING NAMES. THEY BOTH CHANGE NAMES ON 1/12/00.

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

01/11/00 G COLEMAN .50 Review and revise option exchange agreement. Inter-office conference re: warrant.

01/11/00 J ZAMMAS 7.50 Work on name-change amendments; preparation of stockholder lists for new entities; send fax to Jerry Lewin regarding issuance of shares to Darryl Crate; work on due diligence documents; have documents executed by iviewit officers.

01/11/00 A LEVY 7.25 Mtng with D. Thompson re preparation of warrants; review ECPI letters; preparation and drafting of ECPI Warrant; review materials re registration rights; mtng with W. Robbins and J. Zamas re due diligence; general other matters.

01/12/00 D THOMPSON II 1.75 Telephone conference with Cris Branden re reorganization matters; Conference with Brian Utley re private placements; Follow-up re same.

01/12/00 D THOMPSON II 1.50 Meeting with Brian Utley.

01/12/00 D THOMPSON II 1.75 Review Alpine Term Sheet; analysis of negotiating points; Telephone conference with Attorney N. Beloff re Preferred Stock terms.

01/12/00 C WHEELER .50 Conf with Mr. Armstrong re strategic alliance agreement with AESI

01/12/00 C WHEELER 1.00 Conf with Ms. Robbins re followthru on due diligence; conf with Mr. Thompson re same and re term sheet

01/12/00 C WHEELER .25 Conf with Mr. Lewin

01/12/00 C WHEELER 1.50 Conf with Mr. Utley; conf with Mr. Utley and Mr. Thompson

01/12/00 C WHEELER .50 Conf with Erica Lewin



01/12/00 C WHEELER

.25 Message from Ms. Robbins re due diligence

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NOTE THAT THIS PAGE IS MISSING OR REPLACED WITH BOGUS ON THE DAY THAT UVIEW CHANGES ITS NAME TO IVIEWIT HOLDINGS, INC. AND THE MYSTERY IVIEWIT HOLDINGS, INC. CHANGES ITS NAME TO IVIEWIT TECHNOLOGIES, INC.!!!!!!

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01/12/00 N BELLOFF .50 T/C w Rocky Thompson re: Venture capital issues.

01/12/00 M ROBBINS 9.00 Preparation of due diligence materials for Alpine Capital. Multiple meetings and telephone conferences with Erika Lewin re: same. Multiple meetings with Jill Zammass re: same. Draft and preparation of Notice of Written Action to Investech. Inter-office conferences with Rocky Thompson re: Investech share exchange.

01/12/00 G COLEMAN 3.75 Multiple telephone conferences with M. Robbins re: due diligence for Alpine transaction. Multiple telephone conferences with Martha of iviewit re: private offering memorandum. Review and revise offering memorandum for private placement. Multiple telephone conferences with M. Robbins re: offering memorandum and revisions thereto. Revise offering memorandum.

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

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

01/12/00 A LEVY 6.50 Draft additional provisions/revise/edit Share Exchange and Share Exchange Option Agreement; internal mtngs re same; mtng with E. Lewin and M. Robbins re effect of furniture transaction on due diligence materials; draft insert to due diligence materials describing furniture transaction and issuance of convertible note; other general matters.

01/13/00 D THOMPSON II 1.75 Telephone conference with Rod Bell re terms of preferred stock investment; review same.

01/13/00 D THOMPSON II 1.25 Meeting with Attorney Mara Lerner Robbins re Alpine due diligence and stock issuances matters; analysis of same.

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

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

term sheet.

BOGUS PAGE!!!!

NOTE THAT THIS PAGE IS MISSING OR REPLACED WITH BOGUS ON THE DAY THAT UVIEW CHANGES ITS NAME TO IVIEWIT HOLDINGS, INC. AND THE MYSTERY IVIEWIT HOLDINGS, INC. CHANGES ITS NAME TO IVIEWIT TECHNOLOGIES, INC.!!!!!!

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

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

01/14/00 D THOMPSON II 2.25 Meeting with Brian Utley and Jerry Lewin re Alpine deal, PPM and securities issues; Follow-up re same.

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

01/14/00 C WHEELER 2.00 Meeting with Mr. Utley and Mr. Bernstein; conf with Mr. Thompson

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

01/14/00 C WHEELER 1.00 Review of corporate setup; conf with Mr. Lewin

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

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

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

01/14/00 J ZAMMAS 5.25 Work on due diligence lists of documents; fax documents to Rod Bell.

01/14/00 A LEVY 2.00 Matters re warrants; furniture documents.

01/17/00 D THOMPSON II 1.50 Conference with Attorney Gayle Coleman re securities matters and private placement memorandum; Follow-up on Alpine deal.

01/17/00 D THOMPSON II 1.75 Telephone conference with Cris Branden re exchange and option matters; Prepare Option Agreement.

01/17/00 C WHEELER 1.50 Conf with Mr. Utley; conf with Mr. Lewin

01/17/00 S ROMOFF 1.00 Review Share Exchange Option Exchange; Conference w/ MR.

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

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

01/17/00 J ZAMMAS 4.00 Office conference with M. Robbins regarding additional documents to be sent to Holland and Knight; preparation of letter to Rod Bell and memorandum to corporate attorneys; compile binders and inserts for Erika Lewin.

01/17/00 A LEVY .25 Mtng with Rocky re status of furniture deal; place TC to Brian re same.

01/18/00 D THOMPSON II .75 Follow-up on Alpine investment; Telephone conferences with Brian Utley re same; Telephone conference with Attorney Stuart Rosow.

01/18/00 D THOMPSON II 2.25 Meeting with Brian Utley re Alpine, Huizenga and related matters; Telephone conference with Cye Bernstein re securities transactions; Follow-up re same.

01/18/00 C WHEELER .50 Conf on financing

01/18/00 S ROMOFF

.25 Conference w/ DT re: Exchange Option.

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

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

01/18/00 A LEVY 3.50 TC with Sy re furniture deal; mtng with Rocky  
re same; Conf call with Rocky and Sy re same;  
TC with Brian Utley re comments to documents;  
TC with Seller's counsel re change in face  
amount of note; Mtng with G. Coleman re ECPI  
warrants; revise and redraft Warrants and  
distribute internally; revise and distribute  
furniture documents to working group.

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

01/19/00 M ROBBINS .25 Telephone conference with A. Levy re: tax  
issues relative to share exchange option  
agreement and discussion points with S. Romoff.

01/19/00 J ZAMMAS .75 Preparation of letter to Brian Utley enclosing  
Delaware Annual Franchise Tax Reports for  
iviewit Holdings, Inc. and iviewit.com, Inc.;  
work on closing binders.

01/19/00 A LEVY 1.00 TC with Mara re S. Romoff tax comments to  
Option Agreement; other general matters

01/20/00 C WHEELER .50 Follow up on furniture transaction

01/20/00 M ROBBINS .25 Telephone conferences with A. Levy and G.  
Coleman re: Investech modifications to share  
exchange agreement.

01/20/00 G COLEMAN .25 Inter-office conference with A. Levy re:  
corporate restructure and Investech.

01/20/00 J ZAMMAS 1.00 Work on closing binders for ivieiwit  
restructuring; discuss documents with A. Levy;

01/20/00 A LEVY .25 Review Alpine term sheet.

01/21/00 D THOMPSON II 1.50 Review documentation re furniture purchase;  
Meeting with Cy Bernstein re same.



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01/21/00 M ROBBINS 3.00 Inter-office conferences with A. Levy re: modification to share exchange agreement capitalization representation. Review ECPI engagement letter, offering memorandum and furniture documentation re: issuance of warrants and convertible note and capitalization. Preparation of representation in share exchange agreement re: capitalization representation. Preparation of correspondence to Ed Restaino re: modified share exchange agreement. Inter-office conference with A. Levy re: corporate structure and conversion shares for furniture transaction. Preparation of e-mail to Rocky Thompson re: Share Exchange Agreement. Inter-office conference with Gayle Coleman re: calculation issues and capitalization of iviewit Holdings.

01/21/00 G COLEMAN 1.00 Inter-office conference with M. Robbins re: calculation and capitalization issues for Investech. Review representation re: capitalization. Review offering memorandum and furniture documentation.

01/22/00 C WHEELER .25 Message from B.Utley

01/24/00 D THOMPSON II .75 Conference with Attorney A. Levy re furniture deal; Conference with Attorney C. Wheeler and B. Utley re Alpine.

01/24/00 D THOMPSON II .50 Telephone conference with Rod Bell re documentation status of Alpine; Telephone conference with Cy Bernstein.

01/24/00 D THOMPSON II .50 Meeting with Brian Utley re status of pending items.

01/24/00 G COLEMAN .50 Conference with E. Lewin re: securities holdings and warrant issues. Telephone conference re: same.

01/24/00 A LEVY .25 TC with counsel to Stark's re preparation of collateral description.

01/25/00 D THOMPSON II .75 Conference with Attorney Gayle Coleman re private placement memorandum; Conference with Attorney C. Wheeler.

01/25/00 C WHEELER .25 Conference w/B.Utley

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01/25/00 M ROBBINS .50 Telephone conference with George Villasana re: due diligence. Telephone call to J. Lewin re: Bernsteins stock ownership.

01/25/00 G COLEMAN 5.00 Preparation of Alpine Private Offering Memorandum. Inter-office conferences with R. Thompson re: same. Preparation of e-mails and responses re: same. Conference with E. Lewin re: capitalization issues.

01/26/00 D THOMPSON II .75 Conference with Brian Utley re Alpine and Crate investments; Conference with attorney M. Robbins; Telephone conference with George Viasana of Holland & Knight.

01/26/00 C WHEELER .25 Conference as to follow-up on our money

01/26/00 M ROBBINS 4.75 Meeting with Simon Bernstein re: ownership interest in iviewit Holdings, Inc. Telephone conferences with George Villasana re: due diligence. Telephone conferences with Ed Ristaino re: Investech share exchange. Inter-office conferences with Jill Zammass re: update stock ledgers to reflect Investech share exchange. Review and revise updated stock ledgers. Telephone conference with Erika Lewin re: loan application and holdings of stockholders. Inter-office conference with Rocky Thompson re: Alpine due diligence and listing of outstanding options, warrants. Preparation of supplement to stockholder list re: outstanding options and warrants. Preparation of correspondence to George Villasana. Inter-office conference with Andrew Levy re: furniture documentation. Organization of corporate documents and files. Multiple telephone conferences with E. Lewin and Martha.

01/26/00 G COLEMAN 4.50 Preparation of subscription agreement, private offering (modified to Min/Max offering) and Series A component. Review Alphine term sheet.

01/26/00 J ZAMMAS 3.00 Discuss preparation of UCC-1 with A. Levy; prepare Florida UCC-1 for iviewit Holdings, Inc.; work on shareholder lists for M. Robbins; fax to George Villasana.

01/26/00 A LEVY .50 Meeting with E. Lewin.

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01/27/00 D THOMPSON II 2.50 Review Alpine Letter of Intent; Meeting with Brian Utley re same; Follow-up re same; Telephone conference with George Villasana

01/27/00 C WHEELER .25 Conference w/B.Utley

01/27/00 M ROBBINS 3.25 Inter-office conferences with Jill Zammass re: due diligence matters and organization of corporate files. Review draft of Alpine Term Sheet. Inter-office conferences with Rocky Thompson re: Alpine transaction. Telephone call to J. Lewin. Telephone conferences with E. Lewin. Telephone conferences with Ed Ristaino. Inter-office conferences with Gayle Coleman re: offering and restructuring. Review draft offering memorandum, ECPI engagement letter and furniture documents.

01/27/00 G COLEMAN 5.25 Preparation of private offering memorandum and subscription documents for Alpine transaction.

01/27/00 J ZAMMAS 2.25 Discussion with M. Robbins regarding documents to be sent to George Villasana; issue stock certificate of iviewit.com, Inc.; send copies of all stock certificates to George Villasana.

01/28/00 D THOMPSON II 1.25 Follow-up on Alpine Term Sheet; analysis of open points.

01/28/00 D THOMPSON II .75 Conference re Alpine Private Placement Memorandum.

01/28/00 D THOMPSON II .50 Conference with Attorney A. Levy re furniture deal; Follow-up re Stock Option Agreement.

01/28/00 M ROBBINS 5.50 Meeting with Rocky Thompson and Gayle Coleman re: private offering. Calculation of shares to be issued to Alpine and meeting with Rocky Thompson re: same. Preparation of correspondence to Villasana re: additional due diligence documents. Meeting with E. Lewin re: additional due diligence documents. Telephone conference with E. Lewin re: officers. Telephone conference with E. Bernstein and Alan Epstein. Preparation of correspondence to Alan Epstein re: option agreement. Telephone conferences with Ed Ristaino re: negotiation of share exchange agreement. Preparation of correspondence to Cris Branden re: share exchange agreement. Inter-office conferences

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with Rocky Thompson. Inter-office conferences with Gayle Coleman re: private offering. Preparation of memorandum to E. Lewin re: capitalization. Review and revise stockholder lists. Inter-office conference with Rocky Thompson re: share exchange agreement and capitalization representation.

- 01/28/00 G COLEMAN      3.50 Inter-office conference with R. Thompson and M. Robbins re: private offering for Alpine transaction, Emerald Partners compensation and calculations. Calculation of shares. Preparation of revisions to draft offering documents for distribution. Conference with E. Lewin re: capitalization. Inter-office conference re: capitalization issues.
- 01/28/00 G COLEMAN      .25 Inter-office conferences with M. Robbins re: shareholders list and holdings.
- 01/31/00 D THOMPSON II   4.00 Meetings with Brian Utley re Alpine; Telephone conference with N. Belloff re SBIC matters; Follow-up re same.
- 01/31/00 M ROBBINS      4.50 Inter-office conferences with Jill Zammass re: foreign qualifications, Alpine due diligence materials, dissolution of entities. Telephone conference with B. Utley re: ECPI warrants. Telephone conference with Cris Branden re: Share Exchange Agreement. Preparation of binder for Cris Branden. Inter-office conferences with Gayle Coleman re: Telephone conferences with Erika Lewin. Multiple inter-office conferences with Gayle Coleman re: offering and calculation of shares. Calculation of S. Bernstein shares. Inter-office conferences with Rocky Thompson re: Alpine term sheet and calculation of shares. Multiple telephone conferences with George Villasana re: due diligence.
- 01/31/00 G COLEMAN      .75 Preparation modifications to private offering memorandum and proof same. Inter-office conference re: Huizenga closing. Address effective date issues.
- 01/31/00 J ZAMMAS      .75 Get copies of foreign qualifications for Erika Lewin; office conference with M. Robbins regarding due diligence documents; work on closing binders for iviewit reorganization.

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01/31/00 A LEVY .75 Matters re furniture transaction.

SUMMARY OF HOURS

NAME	HOURS
ALBERT W. GORTZ	.25
CHRISTOPHER C. WHEELER	26.00
TOTAL FOR PARTNER	26.25
DONALD E. THOMPSON II	44.25
TOTAL FOR SENIOR COUNSEL	44.25
ANDREW D. LEVY	39.00
GAYLE COLEMAN	81.50
MARA LERNER ROBBINS	98.25
NEIL BELLOFF	.50
SPENCER J. ROMOFF	1.25
TOTAL FOR ASSOCIATE	220.50
JILL B. ZAMMAS	55.00
TOTAL FOR LEGAL ASSISTANT	55.00
TOTAL HOURS:	346.00

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
CORP. SERVICE	1,946.50
DELIVERY CHARGES	47.25
FAX	189.00
LOCAL TRAVEL	5.00
MISCELLANEOUS	172.25
REPRODUCTION	1,259.40
SECRETARIAL OVERTIME	17.50
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$3,636.90

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

349188  
March 15, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: TRADEMARK SEARCHES  
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$1,195.00  
DISBURSEMENTS AND CHARGES: \$ 60.21  
TOTAL: \$1,255.21

### OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
06/30/99	826370	\$11,250.00	\$ .00	\$11,250.00
06/30/99	826371	\$2,700.00	\$ .00	\$ 2,700.00
06/30/99	826372	\$2,644.90	\$ .00	\$ 2,644.90
10/20/99	334208	\$223.25	\$ .00	\$ 223.25
10/20/99	829813	\$900.00	\$ .00	\$ 900.00
10/20/99	829814	\$2,625.00	\$ .00	\$ 2,625.00
12/16/99	339495	\$96.60	\$ .00	\$ 96.60
TOTAL OF PRIOR OUTSTANDING INVOICES				\$20,439.75
TOTAL OF CURRENT INVOICE				<u>\$ 1,255.21</u>
TOTAL AMOUNT DUE				<u>\$21,694.96</u>

CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK SEARCHES  
PAGE: 2

March 15, 2000

DATE	NAME	HOURS	DESCRIPTION
02/16/00	K HEALY	1.50	Review Office Actions and original clearance letter; discuss w/G. Reed
02/23/00	K HEALY	1.75	Conference call w/G. Reed, B. Utley and E. Bernstein re iviewit Office Actions; review Office Action Response strategies w/G. Reed; visit iviewit.com
02/29/00	J BAGDONES	.50	Conducted trademark scans as per GR for information on INTERVU, LOUD EYE and ENCODING.COM

SUMMARY OF HOURS

NAME	HOURS
KEVIN J. HEALY	3.25
TOTAL FOR SENIOR COUNSEL	3.25
JEAN GAVIN BAGDONES	.50
TOTAL FOR LEGAL ASSISTANT	.50
TOTAL HOURS:	3.75

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	0.81
REPRODUCTION	59.40
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$60.21

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

349189  
March 15, 2000

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/9/US  
FILE #: 40017.0003

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$37.50
DISBURSEMENTS AND CHARGES:	<u>\$14.30</u>
TOTAL DUE:	<u>\$51.80</u>



CLIENT: IVIEWIT.COM, INC.  
MATTER: THE CLICK HEARD AROUND THE WORLD/9/US  
PAGE: 2

March 15, 2000

DATE	NAME	HOURS	DESCRIPTION
02/29/00	T LIBRARIAN	.50	Gregg Reed: Request for V Communications, Inc., in San Jose, CA, Dunn & Bradstreet report.

SUMMARY OF HOURS

NAME	HOURS
TEMPORARY LIBRARIAN (NY)	.50
TOTAL FOR LIBRARY	.50

TOTAL HOURS:  
.50

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	11.70
REPRODUCTION	2.60
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$14.30

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

349190  
March 15, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT.COM/42/US  
FILE #: 40017.0008

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$27.50
DISBURSEMENTS AND CHARGES:	<u>\$1.61</u>
TOTAL DUE:	<u><u>\$29.11</u></u>

CLIENT: IVIEWIT.COM, INC.  
MATTER: IVIEWIT.COM/42/US  
PAGE: 2

March 15, 2000

DATE	NAME	HOURS	DESCRIPTION
02/15/00	B SCHIFF	.25	Ordering file wrappers for Reg. No. 1625767 and for App. No. 75/596,261 and 75/698,183.

SUMMARY OF HOURS

NAME	HOURS
BARBRA SCHIFF	.25
TOTAL FOR LEGAL ASSISTANT	.25
TOTAL HOURS:	.25

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	1.61
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$1.61

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

349191  
March 15, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: TRADEMARK/GENERAL  
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$4,032

### OUTSTANDING INVOICES

<u>DATE</u>	<u>INVOICE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>REMAINING BALANCE</u>
12/20/99	339661	\$611.94	\$ .00	\$ 611.94
01/25/00	342897	\$1,000.00	\$ .00	\$1,000.00
01/25/00	342936	\$881.64	\$ .00	\$ 881.64
TOTAL OF PRIOR OUTSTANDING INVOICES				\$2,493.58
TOTAL OF CURRENT INVOICE				<u>\$4,032.00</u>
TOTAL AMOUNT DUE				<u>\$6,525.58</u>

CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK/GENERAL  
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March 15, 2000

DATE	NAME	HOURS	DESCRIPTION
02/15/00	G REED	2.50	Review 15 office actions; phone w/ client; phone w/ Kevin Healy
02/15/00	K HEALY	.50	Discuss Responses to Office Action w/G. Reed
02/16/00	G REED	1.00	Work on office action responses; compiling chart of issues for each outstanding action
02/22/00	G REED	.25	Meeting w/ kevin healy re: office actions
02/22/00	K HEALY	.25	Review iviewit Office Actions w/G. Reed; discuss response strategy
02/23/00	G REED	4.25	Mtgs. w/ Kevin Healy and t/c w/ Brian and Eliot; review website; research into defeating office action confusion objections; etc.
02/24/00	G REED	3.50	Office action work for K.H.; t/c client
02/24/00	K HEALY	.25	Discuss VIEW-IT investigation results w/G. Reed
02/28/00	K HEALY	.25	Discuss Responses to Office Actions w/G. Reed
02/29/00	K HEALY	.25	Tc w/G. Reed re iviewit Response to Office Actions

SUMMARY OF HOURS

NAME	HOURS
KEVIN J. HEALY	1.50
TOTAL FOR SENIOR COUNSEL	1.50
GREGG REED	11.50
TOTAL FOR ASSOCIATE	11.50
TOTAL HOURS:	13.00

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

349378  
March 16, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$81,993.75
DISBURSEMENTS AND CHARGES:	\$4,377.31
TOTAL DUE:	\$86,371.06

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/12/99	333536	\$42,038.20	(\$20,120.62)	\$21,917.58
12/29/99	340154	\$50,154.10	\$ .00	\$50,154.10
01/31/00	343838	\$85,315.54	\$ .00	\$85,315.54
02/17/00	346259	\$76,349.40	\$ .00	\$76,349.40

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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March 16, 2000

DATE	NAME	HOURS	DESCRIPTION
02/01/00	D THOMPSON II	2.75	Telephone conference with Sy Bernstein regarding Alpine matters; telephone conferences with George Villasana; telephone conferences with Brian Utley; negotiate same.
02/01/00	D THOMPSON II	1.00	Meeting with M. Buchsbaum regarding capital structure; conference with attorney Mara Robbins regarding same.
02/01/00	D THOMPSON II	.25	Conference regarding furniture deal.
02/01/00	C WHEELER	1.00	Conference w/B.Utley; conference w/M.Robbins; conference w/R.Thompson; arrange for follow up re business plan
02/01/00	M ROBBINS	8.00	Inter-office conferences with A. Levy re: furniture documentation. Preparation of binder for Cris Branden. Inter-office conferences with Jill Zammass re: issuance of stock certificates to Investech and iviewit Holdings. Meeting with Buchsbaum re: capitalization. Multiple telephone conferences with George Villasana re: due diligence. Inter-office conferences with Jill Zammass re: capitalization charts. Inter-office conferences with Rocky Thompson re: replacement stock certificates. Inter-office conferences with Jill Zammass re: form letter to stockholders regarding name change. Multiple telephone conferences with Erika Lewin re: balance sheets and accrual of compensation. Telephone conference with Chris Wheeler re: insert to business plan. Draft and preparation of insert to business plan re: corporate structure. Legal research re: notice of written action and inter-office conference with Rocky Thompson re: same. Inter-office conferences with Rocky Thompson re: corresponding issuance of shares to subsidiary. Preparation of correspondence to Cris Branden. Telephone call to Spencer Romoff re: tax issues for corresponding issuances. Calculation of shares for Alpine transaction. Inter-office conferences with Rocky Thompson re: Alpine share issuance and term sheet.

March 16, 2000

02/01/00 G COLEMAN .50 Inter-office conference with A. Levy re:  
furniture documentation. Legal research re:  
corporate issues.

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

02/01/00 J ZAMMAS 4.25 Compile documents to be given to INVESTECH;  
work on closing binders for reorganization;  
work on structure list, discuss stock issuance  
with M. Robbins; discuss closing binders with  
A. Levy; preparation of draft letter to iviewit  
Holdings, Inc. stockholders.

02/01/00 A LEVY 3.25 TC's with J. Greenwald, revisions to furniture  
documents.

02/02/00 A GUTWEIN .75 Conf. S. Romoff re structuring

02/02/00 D THOMPSON II 2.50 Meeting with Brian Utley regarding Alpine;  
telephone conference with Brian Utley, Hank  
Powell, Rod Bell and George Villasanna  
regarding term sheet; follow-up telephone calls  
regarding same.

02/02/00 D THOMPSON II .25 Conference with attorney Mara Robbins.

02/02/00 S ROMOFF 1.50 Telephone conference w/ DT and MR; Conference  
w/ AG re: restructuring issues.

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

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



Alpine transaction. Telephone conferences with

BOGUS PAGE!!!!!! THEY ARE COVERING UP SOMETHING REGARDING PATENT  
ASSIGNMENTS!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!1

CLIENT: IVIEWIT.COM, INC.  
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E. Lewin re: due diligence. Telephone conference with J. Lewin re: S. Bernstein share issuances. Preparation of chart reflecting manner of calculating Alpine shares. Preparation of correspondence to J. Lewin re: calculation of Alpine shares. Inter-office conferences with Zammass re: preparation of stock certificates. Telephone conferences with Rocky Thompson and Spencer Romoff re: potential merger, share exchange and tax issues. Revisions to Alpine Confidentiality Agreement. Preparation of correspondence to Villasana. Telephone conferences with Spencer Romoff re: corporate structure. Inter-office conference with Rocky Thompson re: offering memo and Investech shareholdings.

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

02/02/00 A LEVY .25 TC with Stark's lawyer.

02/03/00 A GUTWEIN 1.25 Conf. S. Romoff - re structuring

02/03/00 D THOMPSON II 2.25 Conference with Attorney S. Romoff re reorganization matters and parallel stock issuances.

02/03/00 D THOMPSON II 1.75 Meeting with Brian Utley re Alpine Investment; Telephone conferences with George Villasana re same; Prepare revisions.

02/03/00 C WHEELER .25 Conference w/R.Thompson re structure; Conference as to new financing

02/03/00 S ROMOFF 4.75 Conference w/ DT and MR; Conference w/ AG;

Research restructuring issues.

BOGUS PAGE - WHAT IS THIS COVERING UP???????

CLIENT: IVIEWIT.COM, INC.  
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02/03/00 M ROBBINS 6.75 Legal research re: short form merger under Delaware law. Inter-office conferences with Rocky Thompson re: share exchange with minority shareholders. Telephone conference call with Rocky Thompson and Spencer Romoff re: potential share exchange or merger. Multiple telephone conferences with George Villasana re: confirmation and explanation of due diligence matters. Telephone conferences with Spencer Romoff re: share exchange and Investech shareholdings. Inter-office conference with Gayle Coleman re: revisions to offering memorandum regarding capitalization. Review revised offering memorandum. Inter-office conference with Rocky Thompson re: Alpine Confidentiality Agreement. Preparation of correspondence to George Villasana re: confidentiality agreement. Inter-office conference with Jill Zammass re: Investech share certificate. Preparation of memorandum to Brian Utley. Inter-office conferences with Gayle Coleman re: Investech issuances and B reorganization. Multiple telephone conferences with George Villasana and Rod Bell re: calculation of shares for Alpine stock issuance.

02/03/00 G COLEMAN .50 Inter-office conference with D. Thompson. Inter-office conference with M. Robbins re: Investech Holdings. Preparation of revisions to private offering memorandum.

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

02/03/00 A LEVY 1.25 Put furniture documents back in form for Joan Stark as Seller.

02/04/00 A GUTWEIN 1.50 Conf. S. Romoff re structuring

02/04/00 D THOMPSON II 1.75 Telephone conference with Brian Utley re Alpine; Follow-up re same.

02/04/00 D THOMPSON II .75 Follow-up on reorganization matters.

BOGUS PAGE - WHAT ARE THEY COVERING UP????????????

CLIENT: IVIEWIT.COM, INC.  
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02/04/00 D THOMPSON II .75 Attend Board meeting.

02/04/00 S WARHAFTIG .50 Tel AG

02/04/00 C WHEELER .50 Conference w/J.Lewin; conference w/R.Thompson;  
conference w/M.Buchsbaum

02/04/00 S ROMOFF 3.25 Research restructuring issues; Conference w/  
DT; Conference w/ AG.

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

02/04/00 G COLEMAN .25 Inter-office conference with R. Thompson re:  
Alpine term sheet revisions.

02/04/00 J ZAMMAS 1.75 Discuss furniture documents with A. Levy;  
review documents regarding exhibits; bring to  
iviewit to have executed; order documentary  
stamps for furniture note; discuss stock  
issuance with M. Robbins.

02/06/00 D THOMPSON II .75 Follow-up calls re transaction status.

02/07/00 A GUTWEIN .25 Conf. S. Romoff re structuring

02/07/00 D THOMPSON II 3.25 Follow-up on transaction documents; Review same  
from Alpine's counsel.

02/07/00 D THOMPSON II .50 Conference with Attorney Mara Lerner Robbins re  
investor loans.

02/07/00 S WIENER .25 Answering question re: private sale for M.

Robbins

BOGUS PAGE AND THE ENTRY MAKES NO SENSE - WHAT ARE THEY  
COVERING UP HERE????????????

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02/07/00 S ROMOFF 1.25 Review and comment re: option/right of first refusal.

02/07/00 M ROBBINS 9.00 Telephone conferences with Guy Iantoni re: inter-company license agreement and assignment thereof. Revisions to Assignment of License Agreement between iviewit LLC and iviewit Technologies. Revisions of License Agreement between iviewit.com LLC and iviewit.com, Inc. Preparation of memorandum to Brian Utley re: License Agreements. Telephone conferences with Brian Utley re: status of Webcast Agreement. Telephone conference with George Villasana re: Webcast. Inter-office conferences with Rocky Thompson re: transaction documentation. Multiple telephone conferences with George Villasana re: Alpine transaction. Telephone conferences with Brian Utley re: additional note subscription agreements. Review and preparation of comments to Alpine Shareholders Agreement, Purchase Agreement, Investors Rights Agreement, Certificate of Designations and Management Rights Agreement.

02/07/00 G COLEMAN 6.00 Inter-office conference with R. Thompson re: Alpine term sheet as amended. Study, review and revise Alpine draft documents including Management Rights Letter, Investor Rights Agreement and Certificate of Designation. Inter-office conferences with M. Robbins re: same.

02/07/00 J ZAMMAS 1.50 Place original documents in iviewit minute books; organize documents for M. Robbins; telephone Stephen Greenwald regarding documents to be sent to Joan Stark; telephone Ms. Stark regarding documents; compile documents for pickup by Jeff Stark.

02/07/00 A LEVY .25 Mtng with J Zammas re distribution of furniture documents for execution.

02/08/00 D THOMPSON II 2.25 Meeting with Attorney Mara Lerner Robbins re Alpine documentation.

02/08/00 D THOMPSON II 2.50 Meeting with Brian Utley re Alpine documentation.

02/08/00 D THOMPSON II 7.50 Review Alpine documentation.



02/08/00 C WHEELER

1.00 Conference w/B.Utley

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02/08/00 M ROBBINS 15.75 Review and preparation of comments to Securities Purchase Agreement, Investor Rights Agreement, Certificate of Designation, Shareholders Agreement. Multiple meetings with Rocky Thompson re: comments to Alpine documents. Meeting with Brian Utley and Rocky Thompson re: comments to Alpine documents. Preparation of additional comments to Alpine documents. Multiple telephone conferences with George Villasana re: Alpine transaction.

02/08/00 G COLEMAN 4.25 Study, review and revise Alpine draft documents including purchase agreement, registration rights agreement, management letter, stockholders agreement. Multiple inter-office conferences with M. Robbins. Multiple inter-office conference with R. Thompson.

02/08/00 G COLEMAN 1.25 Review and preparation of additional comments to Alpine draft documents.

02/08/00 J ZAMMAS 1.25 Review files; discuss Delaware Annual Franchise Tax Report for Broward Trading Corp. with R. Thompson; send to Cecil Rodriguez with instructions for filing.

02/09/00 D THOMPSON II 1.00 Coordinate comments and schedules on Alpine.

02/09/00 D THOMPSON II .75 Conference with Attorney Mara Lerner Robbins re Board issues.

02/09/00 D THOMPSON II 1.50 Meeting re Bridge Loan; Follow-up re same.

02/09/00 C WHEELER 1.00 Conference w/B.Utley; Conference w/R.Thompson re new capital

02/09/00 M ROBBINS 8.25 Multiple telephone conferences with George Villasana. Telephone conferences with E. Lewin re: preparation of schedules to purchase agreement. Inter-office conferences with Rocky Thompson and Jill Zammass re: appointment of Buchsbaum to Board. Review Delaware law re: filling of vacancies on Board. Draft and preparation of subscription agreements for new notes. Preparation of correspondence to Ray Joao re: comments to Securities Purchase Agreement. Telephone conference with Ray Joao re: comments to Securities Purchase Agreement. Telephone conference with E. Lewin re: notes.

JOAO - WHAT ARE THEY DOING  
HERE???



Draft and preparation of promissory note for  
additional loans. Preparation of memo re: blue

BOGUS PAGE -WHAT ARE THEY COVERING UP

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sky exemptions. Inter-office conferences with Jill Zammass re: subscription agreements, notes, written consent. Inter-office conference with Rocky Thompson re: Delaware statute regarding vacancies on Board. Preparation of Schedules to Securities Purchase Agreement. Inter-office conferences with Rocky Thompson re: preparation of documentation for additional investors (convertible notes) and proposed additional comments to Certificate of Designation. Review old notes re: term of notes. Multiple inter-office conferences with Gayle Coleman re: Alpine documents.

02/09/00 G COLEMAN	1.75 Multiple inter-office conferences with M. Robbins re: Alpine Documents. Multiple inter-office conferences with R. Thompson re: same. Study and review modifications to Alpine Documents.
02/09/00 J ZAMMAS	1.25 Work on written consent; preparation of draft letter to noteholders and memorandum to Brian Utley attaching letter, subscription agreement and note; work on form of promissory note; bring written consent to iviewit to be executed;.
02/09/00 A LEVY	.50 Internal conferences re capitalization (w/ MLR and JZ).
02/10/00 D THOMPSON II	.50 Status conference on Alpine investment and other potential investments.
02/10/00 C WHEELER	.50 Conference w/B.Utley re capital
02/10/00 M ROBBINS	4.50 Inter-office conferences with Gayle Coleman re: offering memo for new noteholders, Alpine transaction documents. Review draft offering documents. Inter-office conferences with Jill Zammass re: schedules to Alpine purchase agreement. Preparation of schedules to purchase agreement. Inter-office conferences with Andrew Levy re: schedule to purchase agreement, Gruntal agreement and ECPI agreement. Meeting with Martha. Telephone conferences with E. Lewin re: schedules to Alpine purchase agreement. Telephone calls to Brian Utley.

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02/10/00 G COLEMAN 2.50 Preparation of revisions to private offering memorandum for Alpine. Study and review revisions to Alpine documents. Calculation of capitalization and principal stockholder tables. Multiple inter-office conferences with M. Robbins re: Alpine transaction and proposed private offering for convertible notes.

02/10/00 J ZAMMAS 3.75 Compile signature pages of furniture documents to be signed by iviewit; bring to iviewit to have signed; discuss Schedule 2.4 to the Securities Purchase Agreement with M. Robbins; prepare Schedule 2.4 and review subscription letter agreements; fax Written Consent to George Villasana; give copy to Erika Lewin; place copy in our binder and original in minute book; update charts.

02/10/00 A LEVY 1.50 Review agreements with ECPI and Gruntal relative to obligations of the Company to issue warrants. Draft provisions of capitalization table (Alpine) to account for contingent obligation to issue warrants; revisions to same.

02/11/00 D THOMPSON II .25 Status conference with Attorney Mara Lerner Robbins.

02/11/00 M ROBBINS 4.75 Multiple telephone conferences with Brian Utley re: Alpine transaction. Meeting with Brian Utley re: issuance of convertible notes and terms thereof. Inter-office conferences with Gayle Coleman re: terms of convertible notes, anti-dilution, etc. Telephone conferences with Erika Lewin re: Alpine Schedule preparation. Revisions to Schedule 2.4 to purchase agreement. Multiple telephone conferences with Villasana and Bell re: Alpine transaction documents. Telephone conferences with Rob Zeigen re: FEIN. Inter-office conferences with Jill Zamas re: documents to Zeigen and update to Rosario and Shirajee confidentiality agreements. Telephone conferences with Rocky Thompson re: revised term sheet and Alpine conference calls. Review iviewit LLC agreement re: right of first refusal. Review revised Alpine term sheet. Review Alpine transaction documents.



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02/11/00 G COLEMAN 4.00 Preparation of form of Convertible Promissory Note and private offering memorandum for iviewit offering to accredited investors.

02/11/00 J ZAMMAS 1.50 Get copy of Exhibit A to Erika; fax name-change amendment of iviewit.com, Inc. to Rob Zeigen; preparation of Confidentiality and Propriety Rights Agreements for Jude Rosario and Zakirul Shirajee; bring to iviewit to have executed; follow-up regarding return of furniture documents; follow-up with iviewit re return of furniture documents; telephone Joan Stark regarding return of documents.

02/14/00 D THOMPSON II .50 Conference with Attorney Mara Lerner Robbins.

02/14/00 D THOMPSON II 1.50 Follow-up on closing items for Alpine deal.

02/14/00 C WHEELER .50 Conference w/B.Utley re status; conference w/M.Robbins

02/14/00 M ROBBINS 8.25 Preparation of additional comments to Alpine Certificate of Designation. Preparation of schedules to Alpine purchase agreement. Inter-office conferences with Rocky Thompson re: additional comments to Alpine documentation, waiver of note repayment, exchange of notes. Review Gruntal letter agreement for capitalization table. Multiple telephone conferences with Brian Utley re: status of Alpine negotiation. Telephone conference with Maurice Buchsbaum re: Alpine transaction. Inter-office conferences with Gayle Coleman re: convertible promissory notes. Inter-office conferences with Jill Zammass re: additional comments to Alpine documents and forwarding same to Villasana. Multiple telephone conferences with Rod Bell re: Alpine negotiations. Meeting with E. Lewin re: preparation of schedules to purchase agreement. Telephone conference call with Rocky Thompson and Brian Utley re: conversion of old notes, exchange of notes, private offering memo. Inter-office conferences with Gayle Coleman re: exchange of notes and subscriptions therefor. Review and revise convertible note subscription documents. Telephone conference with Maurice Buchsbaum. Draft and preparation of memorandum re: necessity of private placement memorandum.

Review draft convertible note and subscription  
agreement.



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02/14/00 G COLEMAN 6.75 Multiple inter-office conferences with D. Thompson re: convertible promissory note offering and Alpine transaction. Multiple inter-office conferences with M. Robbins re: same. Preparation of convertible promissory note. Preparation of subscription documents. Preparation of closing checklist for transaction with Alpine. Inter-office conferences re: exchange documentation and subscriptions. review and revise convertible note subscription documents.

02/14/00 J ZAMMAS 3.50 Office conference with M. Robbins; preparation of memorandum to B. Utley regarding subscription agreements to be prepared; add signature pages to furniture documents; telephone Steven Greenwald re return of signed documents from Joan Stark; fax revised pages to George Villasana; work on subscription letter agreements for M. Robbins; review closing checklist.

02/15/00 D THOMPSON II 3.00 Conference call on documents with Alpine; Conference with Attorney Mara Lerner Robbins re Follow-up steps.

02/15/00 C WHEELER .25 Conference w/B.Utley

02/15/00 C WHEELER .50 Conference w/B.Utley and R.Thompson

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

and revise schedules to securities purchase

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 13

March 16, 2000

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

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

02/15/00 J ZAMMAS 5.25 Review closing checklist; discuss with G. Coleman and M. Robbins; preparation of Schedule 2.11.

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

02/16/00 C WHEELER .50 Review of status

02/16/00 M ROBBINS 6.75 Review and revise schedules to purchase agreement. Meeting with Rocky Thompson re: revised Alpine documents, schedules, non-disclosure agreements. Review and revise draft convertible notes and subscription agreements for new note offering and exchange offering. Inter office conference with Jill Zamas re: Alpine closing, schedules, written consents, closing checklist. Review revised drafts of Alpine transaction documents from Rod Bell and preparation of comments thereto. Telephone conferences with Brian Utley. Multiple telephone conferences with Rod Bell. Review and revise correspondence to Villasana. Review correspondence to Bell. Preparation of e-mails to Jill Zamas. Telephone conferences with Martha re: new loan money. Inter-office conferences with Zamas re: leases, furniture documentation and preparation of schedules. Review and revise written consent for closing

CLIENT: IVIEWIT.COM, INC.  
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Alpine transaction. Inter-office conferences with Rocky Thompson re: Alpine transaction documents. Telephone conferences with Rod Bell.

02/16/00 J ZAMMAS 6.25 Work on closing checklist and Schedule 2.11; fax copy of sublease confidentiality agreements for Jude Rosario and Zakirul Shirajee to George Villasana; copies to Erika Lewin; place copies in binders; preparation of memorandum to R. Thompson and B. Utley attaching Schedule 2.11; preparation of Board consent regarding transaction and Certificate of Designation; preparation of memorandum to Brian Utley regarding check received from Emerald Capital Partners; order good standing certificates and certified copies of charter documents for iviewit Holdings, Inc. and all subsidiaries from Florida and Delaware; preparation of fax to Rod Bell attaching schedules and employee list.

02/17/00 D THOMPSON II .75 Telephone conference with Attorney Mara Lerner Robbins re comments on last draft of documents.

02/17/00 D THOMPSON II 4.50 Telephone conference with Rod Bell, George Villasana and Attorney Mara Lerner Robbins; Telephone conference with Brian Utley; Follow-up on open items.

02/17/00 C WHEELER .50 Conference w/B.Utley; check with R.Thompson

02/17/00 M ROBBINS 14.50 Review revised drafts of Alpine documents. Telephone conference with Rocky Thompson re: comments to revised drafts of Alpine documents. Meeting with Brian Utley re: revised Alpine comments. Preparation of memo to Brian re: review of schedules. Inter-office conferences with Jill Zammass re: closing matters and schedules. Preparation of memo re: pending matters. Telephone conference call with Rod Bell, Villasana and Rocky Thompson re: comments to Alpine documents. Revisions to schedules. Revisions to non-disclosure, non-compete agreements. Review Gruntal agreement. General preparation for closing.

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March 16, 2000

02/17/00 J ZAMMAS 3.25 Send copy of Schedules to Hank Powell via Federal Express; work on Directors' Consent; give copies of Schedules to Brian Utley, Rocky Thompson and Gayle Coleman; fax revised Schedule 2.11 to Rod Bell; discuss stock issuances, schedules and agreements with M. Robbins.

02/18/00 D THOMPSON II 5.00 Alpine documentation; Conference with distribution group re same.

02/18/00 M ROBBINS .50 Telephone conferences with Rocky Thompson re: Alpine transaction. Telephone conference with Gayle Coleman re: Alpine transaction.

02/18/00 J ZAMMAS 5.50 Work on schedules; fax documents to George Villasana; issue stock certificate to Brian Utley; send UCC-1 to the Florida Secretary of State for filing; discuss documents and form of promissory note with R. Thompson.

02/21/00 D THOMPSON II 5.50 Review and revise Alpine documentation.

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

02/21/00 C WHEELER .50 Conference w/B.Utley; R.Thompson

02/21/00 G COLEMAN 1.25 Review and revise subscription documents and convertible notes for offering.

02/22/00 D THOMPSON II 6.25 Meeting with Brian Utley re Alpine documentation; Follow-up re same.

02/22/00 C WHEELER .25 Ck on status of new funds

02/22/00 G COLEMAN 5.00 Study and review indemnification agreement for Director from Alpine. Inter-office conference with R. Thompson and J. Zammas re: Alpine closing and indemnification agreement. Conference with B. Utley re: Indemnification Agreement. Conference with Martha re: coordination of non-disclosure agreements, convertible notes, and subscription agreements for investment and exchanges. Revise indemnification agreement. Multiple inter-office conferences with R. Thompson. Preparation of correspondence to B. Utley and

R. Bell. Multiple inter-office conferences  
with R. Thompson.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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March 16, 2000

02/22/00 J ZAMMAS 5.75 Memo to M. Robbins regarding discontinuance of "S" election for iviewit Holdings, Inc.; discuss with Erika Lewin; revise Certificates pursuant to Rod Bell's suggestions; office conference with R. Thompson; discuss noteholder lists with Martha; revise Schedules; check status of UCC-1 filing; telephone the Secretary of State/UCC Division.

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

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

02/23/00 C WHEELER 1.00 Conference w/B.Utley re various projects


02/23/00 M ROBBINS .25 Telephone conferences with Rocky Thompson re: Alpine transaction.

02/23/00 M ROBBINS .25 Telephone conference with Gayle Coleman re: blue sky matters.

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

02/23/00 J ZAMMAS 5.00 Preparation of memorandum to Gayle Coleman regarding states of residency of investors and names of accredited investors; give additional subscription letter agreements for James Osterling and Lisa Friedstein to Martha; compile subscription documents for G. Coleman; issue stock to INVESTECH Holdings L.L.C.; have executed; telephone the Secretary of State regarding UCC-1 filing; preparation of letter

HUIZENGA STOCK FOLLOWED BY  
BOGUS PAGE



to INVESTECH Holdings L.L.C.; discuss stock

BOGUS PAGE - HUIZENGA STOCK IS DISCUSSED????



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issuance with G. Coleman; review Securities  
Purchase Agreement for R. Thompson.

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

02/24/00 D THOMPSON II 8.75 Finalize Alpine documentation.

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

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

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

02/24/00 M ROBBINS .25 Telephone conferences with Gayle Coleman re:  
Alpine transaction.

02/24/00 M ROBBINS .25 Telephone calls to Jill Zammass re: schedules  
and follow up with Villasana.

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

02/24/00 J ZAMMAS 6.75 Have Directors' Consent and Secretary's  
Certificates signed by iviewit directors and  
officers; work on Schedules; discuss stock  
issuances with G. Coleman; have Certificate of  
Designation signed; fax documents to G.

CLIENT: IVIEWIT.COM, INC.  
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Villasana; fax good standing certificates, certified Articles of Incorporation. Secretary Certificates and Consents to Rod Bell; fax Certificate of Designation to CorpAmerica for filing; work on closing documents with R. Thompson and G.Coleman.

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

02/25/00 D THOMPSON II 5.50 Closing matters.


02/25/00 G COLEMAN 1.75 Multiple inter-office conferences with J. Zammas. Multiple inter-office conferences with R. Thompson. Multiple telephone conferences with Martha. Preparation of new subscription document for Lewins. Preparation of correspondence to R. Bell.

02/25/00 J ZAMMAS 5.50 Compile all documents for closing; return call to CorpAmerica regarding filing of Certificate; fax forms of Non-Disclosure and Non-Compete Agreement with names of individuals who signed the agreements to George Villasana; attend closing; fax signature pages to Rod Bell and George Villasana; fax all schedules and side letters to George Villasana.

02/27/00 D THOMPSON II .75 Analysis of follow-up points; Prepare side letter.

02/28/00 D THOMPSON II 3.00 Prepare side letter and coordinate Certificate of Correction; Follow-up on closing and post-closing items.

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

  
**HUIZENGA STOCK DISCUSSED.**

from Buchsbaum re: warrants. Review memoranda

BOGUS PAGE AFTER HUIZENGA STOCK PAGE

CLIENT: IVIEWIT.COM, INC.  
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from Jill Zammass re: Alpine transaction, notes, stockholder lists. Review binder for Investech agreements. Review Alpine documentation.

02/28/00 J ZAMMAS 5.00 Return call to George Villasana regarding Schedules; telephone CorpAmerica regarding Certificate of Correction; discuss with R. Thompson; preparation of Certificate of Correction; have executed by Brian Utley; fax filed Certificate of Designations to Rod Bell; fax Certificate of Correction to Delaware for filing; preparation of Directors' Consent electing H. Hickman Powell as a director; preparation of Consent regarding Share Exchange Agreement with INVESTECH Holdings, L.L.C.

02/28/00 A LEVY .75 Mtng with MLR re ECPI warrants; review engagement contract with ECPI.

02/29/00 D THOMPSON II .25 Post-closing matters.

02/29/00 C WHEELER 1.50 Lunch meeting w/B.Utley

02/29/00 C WHEELER 2.00 Conference w/S.Bernstein; conference w/B.Utley; follow up

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

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

CLIENT: IVIEWIT.COM, INC.  
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and corporate structure. Multiple telephone conferences with George Villasana re: post-closing matters.

02/29/00 G COLEMAN 1.00 Preparation of Certificate of Designation for iviewit Technologies. Multiple inter-office conferences with M. Robbins re: same.

02/29/00 G COLEMAN .50 Telephone conference with E. Lewin re: Alpine transaction and loan application disclosures. Inter-office conferences re: certificates.

02/29/00 J ZAMMAS 3.75 Discuss INVESTECH binder with M. Robbins; telephone CorpAmerica regarding Certificate of Correction; give copy of furniture documents to E. Lewin and A. Levy; send copies to Steven Greenwald; fax copy of Certificate of Correction to Rod Bell; send promissory note to Joan Stark; work on closing documents; speak to George Villasana regarding original signature pages and stock certificate for Alpine.

02/29/00 A LEVY 1.50 Matters re ECPI warrants.

SUMMARY OF HOURS

NAME	HOURS
CHRISTOPHER C. WHEELER	13.25
RICHARD H. ROWE	1.00
SOLOMON L. WARHAFTIG	.50
TOTAL FOR PARTNER	14.75
ABRAHAM GUTWEIN	3.75
DONALD E. THOMPSON II	91.75
TOTAL FOR SENIOR COUNSEL	95.50
ANDREW D. LEVY	9.25
GAYLE COLEMAN	60.75
MARA LERNER ROBBINS	117.00
SPENCER J. ROMOFF	10.75
SUSAN L. WIENER	.25
TOTAL FOR ASSOCIATE	198.00
JILL B. ZAMMAS	78.25
TOTAL FOR LEGAL ASSISTANT	78.25

TOTAL HOURS:

386.50

CLIENT: IVIEWIT.COM, INC.  
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March 16, 2000

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
CORP. SERVICE	275.00
DELIVERY CHARGES	47.58
DOCUMENT STAMP	347.25
FAX	726.00
LEXIS	569.00
LOCAL TRAVEL	11.00
LONG DISTANCE TELEPHONE	25.44
MISCELLANEOUS	164.04
OUTSIDE REPRODUCTION	604.00
POSTAGE	3.20
PROFESSIONAL SERVICES	179.15
REPRODUCTION	1,154.40
SECRETARIAL OVERTIME	271.25
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$4,377.31



IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

349859  
March 21, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE  
FILE #: 40017.0026

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

DISBURSEMENTS AND CHARGES: \$118.90

TOTAL DUE: \$118.90

TOTAL OF CURRENT INVOICE:

\$118.90

CLIENT: IVIEWIT.COM, INC.

March 21, 2000

MATTER: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE

PAGE: 2

TOTAL HOURS: .00

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DELIVERY CHARGES	12.10
REPRODUCTION	1.80
SECRETARIAL OVERTIME	105.00
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$118.90

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

349888  
March 21, 2000

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/38/US  
FILE #: 40017.0004

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 29, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

DISBURSEMENTS AND CHARGES: \$14.43

TOTAL DUE: \$14.43

TOTAL OF CURRENT INVOICE:

\$14.43

CLIENT: IVIEWIT.COM, INC.

March 21, 2000

MATTER: THE CLICK HEARD AROUND THE WORLD/38/US

PAGE: 2

TOTAL HOURS: .00

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
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FAX	12.00
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LONG DISTANCE TELEPHONE	2.43
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TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$14.43
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IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

352748  
April 18, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: TRADEMARK SEARCHES  
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$87.50  
DISBURSEMENTS AND CHARGES: \$10.02  
TOTAL DUE: \$97.52

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/20/99	334208	\$223.25	\$ .00	\$223.25
10/20/99	829813	\$900.00	\$ .00	\$900.00
10/20/99	829814	\$2,625.00	\$ .00	\$2,625.00
12/16/99	339495	\$96.60	\$ .00	\$96.60
03/15/00	349188	\$1,255.21	\$ .00	\$1,255.21
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$5,100.06
TOTAL OF CURRENT INVOICE:				<u>\$ 97.52</u>
BALANCE DUE:				<u><u>\$5,197.58</u></u>

CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK SEARCHES  
PAGE: 2

April 18, 2000

DATE	NAME	HOURS	DESCRIPTION
03/13/00	K HEALY	.25	FIXED FEE: Tc w/K. Farrell re EDGEMAKER TM Registration Applications

SUMMARY OF HOURS

NAME	HOURS
KEVIN J. HEALY	.25
TOTAL FOR SENIOR COUNSEL	.25
TOTAL HOURS:	.25

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
FAX	8.00
LONG DISTANCE TELEPHONE	2.02
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$10.02

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

352749  
April 18, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/9/US  
FILE #: 40017.0003

FOR DISBURSEMENTS AND CHARGES INCURRED FOR THE PERIOD  
ENDED MARCH 31, 2000 AS SET FORTH IN THE ATTACHED PRINTOUT

DISBURSEMENTS AND CHARGES: \$58.53

TOTAL DUE: \$58.53

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
03/15/00	349189	\$51.80	\$ .00	\$51.80
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$51.80
TOTAL OF CURRENT INVOICE:				<u>\$58.53</u>
BALANCE DUE:				<u><u>\$110.33</u></u>

CLIENT: IVIEWIT.COM, INC.  
MATTER: THE CLICK HEARD AROUND THE WORLD/9/US  
PAGE: 2

April 18, 2000

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DELIVERY CHARGES	31.87
LONG DISTANCE TELEPHONE	6.86
REPRODUCTION	19.80
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$58.53



IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

352750  
April 18, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

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CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: THE CLICK HEARD AROUND THE WORLD/42/US  
FILE #: 40017.0005

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$588.75
DISBURSEMENTS AND CHARGES:	<u>\$ 0.40</u>
TOTAL DUE:	<u>\$589.15</u>

CLIENT: IVIEWIT.COM, INC.  
MATTER: THE CLICK HEARD AROUND THE WORLD/42/US  
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April 18, 2000

DATE	NAME	HOURS	DESCRIPTION
03/10/00	G REED	1.75	Office Action Response; amended recitation
03/10/00	B SCHIFF	.50	Cover letter to PTO forwarding Response to Office Action, filing with PTO and copy of same to client.

SUMMARY OF HOURS

NAME	HOURS
GREGG REED	1.75
TOTAL FOR ASSOCIATE	1.75
BARBRA SCHIFF	.50
TOTAL FOR LEGAL ASSISTANT	.50

TOTAL HOURS: 2.25

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	0.40
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$0.40

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

352751  
April 18, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT.COM/38/US  
FILE #: 40017.0007

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$76.25

TOTAL DUE: \$76.25

CLIENT: IVIEWIT.COM, INC.  
MATTER: IVIEWIT.COM/38/US  
PAGE: 2

April 18, 2000

DATE	NAME	HOURS	DESCRIPTION
03/26/00	G REED	.25	Incoming Examiner's Amendment.

SUMMARY OF HOURS

NAME	HOURS
GREGG REED	.25
TOTAL FOR ASSOCIATE	.25
TOTAL HOURS:	.25

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

352752  
April 18, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT/38/US  
FILE #: 40017.0010

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$76.25

TOTAL DUE: \$76.25

CLIENT: IVIEWIT.COM, INC.  
MATTER: IVIEWIT/38/US  
PAGE: 2

April 18, 2000

DATE	NAME	HOURS	DESCRIPTION
03/21/00	G REED	.25	Incoming amendment.

SUMMARY OF HOURS

NAME	HOURS
GREGG REED	.25
TOTAL FOR ASSOCIATE	.25
TOTAL HOURS:	.25

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

352753  
April 18, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: TRADEMARK/GENERAL  
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$1,842.50  
DISBURSEMENTS AND CHARGES: \$ 396.00  
TOTAL DUE: \$2,238.50

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/20/99	339661	\$611.94	\$ .00	\$611.94
01/25/00	342897	\$1,000.00	\$ .00	\$1,000.00
01/25/00	342936	\$881.64	\$ .00	\$881.64
03/15/00	349191	\$4,032.00	\$ .00	\$4,032.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$6,525.58
TOTAL OF CURRENT INVOICE:				<u>\$2,238.50</u>
BALANCE DUE:				<u>\$8,764.08</u>

CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK/GENERAL  
PAGE: 2

April 18, 2000

DATE	NAME	HOURS	DESCRIPTION
03/01/00	K HEALY	.25	Discuss Response to Office Actions strategy w/G. Reed
03/06/00	G REED	1.25	Office action work; t/c Brian Utley re: strategy going forward
03/07/00	K HEALY	.25	Tc w/G. Reed re Office Action Response strategies
03/09/00	G REED	2.75	T/c Brian Utley re: office action responses; redrafted language; office action for CLICK HEARD 'ROUND THE WORLD
03/14/00	G REED	.75	Trademark office action response work re: material alteration of mark - dif't eye design
03/17/00	G REED	.25	Followup on outstanding apps. and proper design; t/c B. Utley
03/24/00	K HEALY	.25	Tc w/M. Robbins re Export Regulations
03/27/00	B SCHIFF	.25	Call and email regarding whether or not to record Change of Name with PTO or hold off.
03/30/00	B SCHIFF	.25	Call re: recordal of Change of Name with PTO.

SUMMARY OF HOURS

NAME	HOURS
KEVIN J. HEALY	.75
TOTAL FOR SENIOR COUNSEL	.75
GREGG REED	5.00
TOTAL FOR ASSOCIATE	5.00
BARBRA SCHIFF	.50
TOTAL FOR LEGAL ASSISTANT	.50
TOTAL HOURS:	6.25



CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK/GENERAL  
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April 18, 2000

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
REPRODUCTION	6.00
TRADEMARK EXPENSES MISC.	390.00
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$396.00

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

354153  
April 30, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$10,442.50
DISBURSEMENTS AND CHARGES:	\$430.08
	<hr/>
TOTAL DUE:	\$10,872.58

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/12/99	333536	\$42,038.20	(\$28,525.72)	\$13,512.48
12/29/99	340154	\$50,154.10	\$ .00	\$50,154.10
01/31/00	343838	\$85,315.54	\$ .00	\$85,315.54
02/17/00	346259	\$76,349.40	\$ .00	\$76,349.40
03/16/00	349378	\$86,371.06	\$ .00	\$86,371.06

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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April 30, 2000

DATE	NAME	HOURS	DESCRIPTION
03/01/00	D THOMPSON II	.75	Conference and analysis of dual stock issues.
03/01/00	C WHEELER	1.00	Follow up w/M.Robbins re D&O, employment contract projects
03/01/00	M ROBBINS	2.75	Telephone conference with Utley re: Welsch. Inter-office conference with A. Levy re: ECPI warrants. Draft and preparation of Armstrong employment agreement. Telephone conferences with Zammass re: exchange agreements. Telephone conferences with Matecon re: Lewin notes. Update pending matters list and preparation of e-mail to Thompson re: same. Inter-office conference with A. Levy re: employment agreement. Telephone conference with E. Lewin re: insurance policies in effect. Inter-office conference with C. Wheeler re: D&O Insurance, liability insurance, Welsch issuance.
03/01/00	J ZAMMAS	1.50	Send stock certificate issued to Alpine to George Villasana; get Lewin Note to Martha at iviewit.
03/01/00	A LEVY	1.25	Mtng with MLR re Armstrong employment agreement; TC with B. Utley re ECPI warrants; revisions to series A warrants and distribute to client for signature.
03/02/00	C WHEELER	.25	Conference w/B.Utley
03/02/00	M ROBBINS	.75	Telephone conference with E. Lewin re: insurance. Preparation of memo re: insurance. Revise pending matters memo.
03/02/00	J ZAMMAS	.50	Revise flow charts; review Huizenga closing binders.
03/03/00	C WHEELER	2.00	Board meeting
03/03/00	M ROBBINS	.50	Organization of iviewit files.
03/03/00	J ZAMMAS	.50	Send closing binder to Cris Branden.
03/03/00	A LEVY	.25	TC with Maurice Buchsbaum
03/06/00	M ROBBINS	.25	Telephone conference with Erika Lewin re:

directorship.

BOGUS ENTRY - MAKES NO SENSE!!!!!!

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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April 30, 2000

03/07/00 M ROBBINS .50 Meeting with Jill Zammass re: outstanding and pending matters.

03/07/00 J ZAMMAS 1.00 Office conference with M. Robbins regarding stock issuances and Form D; e-mail to R. Thompson regarding stock issuances; preparation of Form D; telephone Martha regarding subscription letter agreements.

03/08/00 D THOMPSON II .25 Telephone conference with Attorney Mara Lerner Robbins re stock transfer.

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

03/08/00 J ZAMMAS .25 Discuss corporate seals with E. Lewin; imprint seal on document; give her information to obtain a corporate seal for iviewit Technologies, Inc.; contact Holland & Knight regarding missing Schedule I.

03/09/00 C WHEELER .50 Conference w/B.Utley

03/09/00 M ROBBINS 1.50 Preparation of memo to file re: client meeting. Inter-office conference with J. Zammass re: issuance of promissory notes. Telephone conference with Mantecon re: return of Armstrong subscription. Review correspondence from Armstrong re: conversion of note, noncompete, employment agreement.

03/09/00 J ZAMMAS 1.25 Preparation of letter to iviewit Holdings, Inc. stockholders; memorandum to Brian Utley; discussion with M. Robbins regarding documentary stamps on promissory notes; discuss notes received with Martha at iviewit; send fax to CSC regarding amount of documentary stamps due on promissory notes.

03/10/00 S WIENER .25 Responding to voice-mail and e-mail from Mara Robbins re:stock option plan

03/10/00 C WHEELER .25 Conference w/M.Robbins

03/10/00 C WHEELER .50 Conference w/B.Utley and M.Robbins re prep. of

employment agreement

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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April 30, 2000

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

03/10/00 G COLEMAN .50 Telephone conferences with E. Bernstein.  
Inter-office conference with C. Wheeler re:  
Armstrong Employment Agreement.

03/10/00 J ZAMMAS .50 Calculate documentary stamps for each  
promissory note and discuss with R. Thompson;  
telephone Martha at iviewit regarding obtaining  
documentary stamps.

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

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

03/14/00 C WHEELER .25 Conf. w/B.Utley; review of employment contract

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

03/14/00 J ZAMMAS .25 Memo to file regarding documentary stamps on  
promissory notes; follow-up with George  
Villasana regarding original signature pages.

03/15/00 C WHEELER .25 Message from M.Dalziel

03/15/00 M ROBBINS .75 Telephone conferences with E. Lewin re:  
capitalization of iviewit entities. Inter-office  
conference with J. Zammass re: capitalization  
tables. Review capitalization tables.

03/15/00 J ZAMMAS .25 Bring Schedules to Erika Lewin at iviewit;  
telephone call from Erika, discuss Schedules

with M. Robbins.



CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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April 30, 2000

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

03/16/00 J ZAMMAS .50 Discuss Non-Disclosure Agreements with M. Robbins; preparation of list of exchange notes for Erika Lewin.

03/17/00 M ROBBINS 1.25 Revisions to Armstrong employment agreement. Telephone conference with E. Lewin and J. Lewin re: commissions. Telephone conference with I. Levin re: benefits provisions of Armstrong employment agreement.

03/17/00 J ZAMMAS .25 Review minute book and advise M. Robbins of iviewit.com, Inc.'s fiscal year end.

03/20/00 M ROBBINS .50 Telephone conference with B. Utley. Telephone conference with M. Mantecon. Revise Armstrong employment agreement.

03/21/00 M ROBBINS .50 Telephone conference with Mantecon re: Armstrong employment agreement. Telephone conference with B. Utley re: Crate Term Sheet and Armstrong employment agreement. Inter-office conference with J. Zamas re: Crate term sheet.

03/21/00 J ZAMMAS .25 Locate Term Sheet for M. Robbins.

03/22/00 C WHEELER .25 Arrange review of confidentiality agreement

03/22/00 M ROBBINS 2.00 Inter-office conference with Jill Zamas re: terms sheets. Review 3Com agreement. Meeting with B. Utley re: confidentiality agreements, Jason Gregg investment. Draft and preparation of subscription agreement for Jason Gregg. Preparation of e-mail to Rocky Thompson re: issuance of shares to Jason Gregg. Review correspondence from Armstrong.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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April 30, 2000

03/22/00 J ZAMMAS .50 Obtain copies of term sheets and preparation of memorandum to Brian Utley.

03/23/00 D THOMPSON II .25 Conference with Attorney Mara Lerner Robbins re stock issuance and Alpine deal.

03/23/00 M ROBBINS 4.75 Draft and preparation of Jason Gregg subscription agreement. Telephone conferences with B. Utley re: subscription agreement, preemptive rights for Alpine. Review Alpine Investor Rights Agreement and Purchase Agreement. Telephone conferences with E. Lewin re: options, warrants, convertible instruments outstanding. Draft and preparation of Board consent re: issuance of shares to Gregg and Alpine preemptive rights. Preparation of form of preemptive rights notice. Multiple telephone conferences with Utley. Telephone conferences with Armstrong re: NDA. Telephone conference with C. Wheeler re: Jason Gregg investment. Inter-office conference with Rocky Thompson re: Alpine preemptive rights. Telephone conference with E. Lewin re: Florida corporation name change. Review stockholder ledger re: audit.

03/23/00 J ZAMMAS .25 Telephone call from Erika Lewin regarding i.c., Inc.; follow-up with George Villasana regarding executed documents.

03/24/00 C WHEELER .25 Conference follow up of additional funds w/M.Robbins

03/24/00 M ROBBINS 1.50 Revisions to Gregg subscription agreement, board consent and draft offering memorandum. Preparation of comments to 3Com NDA. Telephone conference with K. Healy re: 3Com NDA provision. Preparation of correspondence to E. Bernstein re: NDA. Preparation of correspondence to Utley re: revised subscription agreement, draft offering memorandum and board consent. Telephone conference with M. Mantecon re: subscription agreement and offering memorandum.

03/24/00 J ZAMMAS .25 Telephone CorpAmerica regarding invoices that have been paid; fax invoices to them for review.

03/27/00 C WHEELER .25 Follow up on trademark matters

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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April 30, 2000

03/27/00 M ROBBINS .25 Telephone conference to Barbra Schiff.  
Preparation of e-mail to C. Wheeler re: PTO  
filing.

03/27/00 G COLEMAN .25 Telephone conference with B. Schiff re:  
trademark assignment issues. Inter-office  
conference with M. Robbins re: same.

03/28/00 D THOMPSON II .25 Conference with Attorney Mara Lerner Robbins re  
Bylaws amendment.

03/28/00 M ROBBINS 2.00 Inter-office conference with Rocky Thompson re:  
amendment to bylaws. Review bylaws re: ability  
of stockholders to fill vacancies. Review  
Alpine Stockholders Agreement. Preparation of  
amendment to bylaws. Preparation of written  
consent re: amended bylaws. Telephone  
conferences with B. Utley. Telephone conference  
with J. Armstrong.

03/29/00 C WHEELER .25 Conference w/B.Utley re loan for Mr. Bernstein

03/29/00 J ZAMMAS .75 Have Directors' Consent signed; preparation of  
list of noteholders for M. Robbins.

03/30/00 A GORTZ .25 CCW call

03/30/00 C WHEELER .50 Conference w/B.Utley re NBA

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

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

03/30/00 M ROBBINS .75 Preparation of correspondence to attorney T.  
Wippman re: J. Armstrong Employment Agreement.  
Telephone conference with K. Healy re:  
copyright matters involving movie clips.  
Telephone conference with Bill Hart re:  
copyright matters involving movie clips.

03/30/00 G COLEMAN .25 Inter-office conference with M. Robbins re:  
copyright and fair use issues.

03/30/00 J ZAMMAS .25 Fax copy of Articles of Amendment to Barbara  
Schiff in the NY office for M. Robbins.

03/31/00 M ROBBINS .50 Preparation of memo to C. Wheeler re: copyright  
matters.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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April 30, 2000

03/31/00 J ZAMMAS .50 Follow-up with Martha regarding executed  
Directors' Consent; begin work on audit letter.

SUMMARY OF HOURS

NAME	HOURS
ALBERT W. GORTZ	.25
CHRISTOPHER C. WHEELER	6.75
TOTAL FOR PARTNER	7.00
DONALD E. THOMPSON II	1.50
KEVIN J. HEALY	.25
TOTAL FOR SENIOR COUNSEL	1.75
ANDREW D. LEVY	1.50
GAYLE COLEMAN	1.00
MARA LERNER ROBBINS	31.00
SUSAN L. WIENER	.25
TOTAL FOR ASSOCIATE	33.75
JILL B. ZAMMAS	10.00
TOTAL FOR LEGAL ASSISTANT	10.00
TOTAL HOURS:	52.50

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
CORP. SERVICE	95.00
DELIVERY CHARGES	96.01
FAX	16.00
LONG DISTANCE TELEPHONE	2.83
REPRODUCTION	199.80
TEMPORARY EMPLOYMENT - SEC/WP	20.44
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$430.08

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

356497  
May 30, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED APRIL 30, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$14,476.25  
DISBURSEMENTS AND CHARGES: \$347.03  
TOTAL DUE: \$14,823.28

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
10/12/99	333536	\$42,038.20	(\$28,525.72)	\$13,512.48
12/29/99	340154	\$50,154.10	\$ .00	\$50,154.10
01/31/00	343838	\$85,315.54	\$ .00	\$85,315.54
02/17/00	346259	\$76,349.40	\$ .00	\$76,349.40
03/16/00	349378	\$86,371.06	\$ .00	\$86,371.06
04/30/00	354153	\$10,872.58	\$ .00	\$10,872.58

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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May 30, 2000

DATE	NAME	HOURS	DESCRIPTION
03/09/00	C WHEELER	.25	Follow up on question as to documentary stamps
03/16/00	C WHEELER	.25	Review status and correspondence re employment agreement
04/03/00	C WHEELER	.25	Address audit questions
04/03/00	G COLEMAN	.25	Respond to audit response letter.
04/03/00	J ZAMMAS	1.00	Work on audit letter for iviewit.com, Inc.; send inquiry memoranda to attorneys.
04/04/00	K HEALY	.25	Response to Audit Letter
04/04/00	M ROBBINS	.50	Telephone conference with Tom Wippman re: Armstrong Employment Agreement. Preparation of e-mail to C. Wheeler re: same.
04/04/00	J ZAMMAS	.50	Work on audit letter.
04/05/00	C WHEELER	.25	Review of status of audit letter
04/06/00	C WHEELER	3.00	Attend board meeting
04/06/00	J ZAMMAS	.25	Return call to Erika regarding consents;
04/07/00	D DE PARIS JR	.25	Assist C. Wheeler re: audit response letter.
04/07/00	S KAPP	.25	Respond to inquiry re: audit letter
04/07/00	C WHEELER	1.00	Conf. w/Mr. Bernstein and M.Buchsbaum
04/07/00	C WHEELER	.50	Follow up on iviewit audit letter
04/07/00	G COLEMAN	.25	Audit response letter.
04/10/00	M ROBBINS	.50	Review file re: restructuring documents. Telephone call to Schiff.
04/10/00	J ZAMMAS	1.00	Follow-up with Martha re return of executed Directors' Consents; send original signature pages to George Villasana at Holland & Knight.
04/11/00	C WHEELER	.50	Conference w/J.Lewin
04/11/00	C WHEELER	1.00	Conference w/B.Utley; conference w/M.Robbins re

follow up on various projects

May 30, 2000

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

04/12/00 D THOMPSON II .50 Meeting with Attorney Mara Lerner Robbins re new projects and pending projects.

04/12/00 C WHEELER .50 Conference w/M.Robbins re trademark, and other issues

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

04/12/00 G COLEMAN .25 E-mail responses re: trademark issues for tag lines.

04/12/00 J ZAMMAS .50 Discuss Subscription Agreement with M. Robbins and Martha at iviewit; work on shareholder list.

04/13/00 M ROBBINS 6.75 Review and revise stock ledger. Inter-office conference with J. Zammass re: Gregg issuance, update ledger. Review notes from meeting with Mitch Welsch and Eliot Bernstein. Meeting with Rocky Thompson re: pending projects. Draft and



May 30, 2000

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

04/13/00 J ZAMMAS 1.50 Discuss stock issuance with M. Robbins; issue stock to Jason Gregg; revise stock ledger; preparation of memorandum to B. Utley attaching stock certificate to be executed; review documents from M. Robbins to be placed in files.

04/14/00 D THOMPSON II .25 Review status of various pending transactions.

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

04/14/00 J ZAMMAS .50 Follow-up with Martha regarding return of subscription agreements and documentary stamps; obtain Jason Gregg's address for Martha; discuss documentary stamps with R. Thompson; return call to Martha.

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

04/17/00 J ZAMMAS 1.75 Discuss documentary stamps with Martha at iviewit; send executed documents to George Villasana at Holland & Knight via FedEx; calculate amount of doc stamps for new notes and preparation of memorandum to Erika Lewin to obtain doc stamps.

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

04/19/00 D THOMPSON II .50 Telephone conference with Brian Utley; review

pending matters.

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

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

04/19/00 J ZAMMAS .75 Work on closing binders for the iviewit/Alpine transaction; send check for documentary stamps to CSC to obtain stamps; telephone George Villasana at Holland & Knight regarding Directors' Indemnification Agreement.

04/20/00 D THOMPSON II .50 Conference with Attorney Mara Lerner Robbins re pending matters.

04/20/00 M ROBBINS 3.50 Meeting with Rocky Thompson re: pending matters. E-mail to Zammas re: form letter to stockholders. Update pending matters list. Meeting with B. Utley. Meeting with Brian Utley and Rocky Thompson re: review of pending matters, update on transactions, current projects. Preparation of stock option plan. Review Alpine transaction documents.

04/20/00 M ROBBINS .25 Inter-office conference with J. Zammas re: Alpine closing documents.

04/20/00 J ZAMMAS .25 Return call to Lynn Coleman at CSC regarding doc stamps; telephone call from George Villasana regarding schedules.

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

04/21/00 M ROBBINS 4.25 Draft and preparation of 2000 Long-Term Incentive Plan. Telephone conference with George Villasana re: exhibits to Alpine documents. Inter-office conference with J. Zammas re: doc stamps and notes; Alpine documentation.

04/21/00 J ZAMMAS 1.75 Discuss Schedules to Securities Purchase Agreement with Erika Lewin; have Schedule 2.6(a) prepared; discuss with M. Robbins; send e-mail to R. Thompson regarding Secretary's Certificate; place documentary stamps on notes; work on compilation of chart showing all iviewit transactions.

04/24/00 C WHEELER .25 Check of status with Ms. Robbins

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

May 30, 2000

04/24/00 M ROBBINS 3.25 Inter-office conference with C. Wheeler re: pending matters. Inter-office conference with Rocky Thompson re: stock option plan. Telephone conference with E. Lewin re: iviewit LLC. Preparation of 2000 Long-Term Incentive Plan. Review and revise board and stockholder consents re: stock option plan. Review certificate of incorporation of iviewit Holdings re: voting requirements. Review Delaware law re: required vote. Inter-office conference with J. Zammass re: notice to Class A holders of written consent to action. Review and revise certificate of designation for iviewit Technologies.

04/24/00 J ZAMMAS 1.00 Discuss promissory notes and invoices with Martha at iviewit; copy all promissory notes to give to Martha for forwarding to noteholders; preparation of Directors' Consent and Stockholders' Consent regarding 2000 Long-Term Incentive Plan.

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

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

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

04/25/00 J ZAMMAS .25 Discuss stock issuance and mailing of promissory notes with Martha at iviewit.

04/26/00 C WHEELER 2.50 Board Meeting of Iviewit; discussion of various issues relating to stock, board membership, and new capital

04/26/00 M ROBBINS .50 Telephone conference with G. Iantoni. Inter-office conference with M. Hahn-Saperstein re: Sitesnet agreement.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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04/26/00 M HAHN-SAPERS 1.25 Meeting w/Mara Lerner Robbins re: background.  
Begin review of agreement

04/26/00 J ZAMMAS .25 Return call to Martha at iviewit; discuss  
promissory notes with her.

04/27/00 A GORTZ .25 Cf CCW

04/27/00 M ROBBINS .75 Telephone conference with G. Iantoni re:  
Sitesnet agreement terms. Telephone conference  
with E. Lewin re: iviewit, Inc. Preparation of  
stock option plan. Inter-office conferences  
with J. Zammass re: board consents and notice of  
written action.

04/27/00 M HAHN-SAPERS 1.00 Telephone conference with Guy Iantoni re:  
Strategic Alliance Contract. Continue review  
of same.

04/27/00 J ZAMMAS .75 Work on Notice to Stockholders and Consents for  
M. Robbins; return call to Erika at iviewit;  
review minute books of iviewit, Inc. and i.c.,  
Inc. for Erika regarding current officers and  
directors.

04/28/00 C WHEELER .25 Follow up on stock split

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

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

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

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

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 8

May 30, 2000

SUMMARY OF HOURS

NAME	HOURS
ALBERT W. GORTZ	.25
CHRISTOPHER C. WHEELER	12.25
TOTAL FOR PARTNER	12.50
DONALD E. THOMPSON II	2.00
KEVIN J. HEALY	.25
TOTAL FOR SENIOR COUNSEL	2.25
GAYLE COLEMAN	.75
MARA LERNER ROBBINS	34.00
MARCY HAHN-SAPERSTEIN	7.00
STUART T. KAPP	.25
TOTAL FOR ASSOCIATE	42.00
DAVID A. DE PARIS JR.	.25
JILL B. ZAMMAS	12.00
TOTAL FOR LEGAL ASSISTANT	12.25
TOTAL HOURS:	69.00

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DELIVERY CHARGES	18.00
FAX	22.00
LONG DISTANCE TELEPHONE	6.86
MISCELLANEOUS	122.00
PROOFREADING	16.25
REPRODUCTION	57.40
SECRETARIAL OVERTIME	26.25
TELEPHONE EXPENSE	26.96
TEMPORARY EMPLOYMENT - SEC/WP	26.81
WORD PROCESSING	24.50
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$347.03

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

356503  
May 30, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE  
FILE #: 40017.0026

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED APRIL 30, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$125.00
DISBURSEMENTS AND CHARGES:	\$23.22
<hr/>	
TOTAL DUE:	\$148.22

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
03/21/00	349859	\$118.90	\$ .00	\$118.90

CLIENT: IVIEWIT.COM, INC.

May 30, 2000

MATTER: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE

PAGE: 2

DATE	NAME	HOURS	DESCRIPTION
04/14/00	J ZAMMAS	.25	Telephone call from George Villasana regarding schedules and documents.
04/18/00	J ZAMMAS	.50	Begin work on closing binders.
04/24/00	J ZAMMAS	.50	Send requested documents to George Villasana; telephone George re documents to be e-mailed to us.

SUMMARY OF HOURS

NAME	HOURS
JILL B. ZAMMAS	1.25
TOTAL FOR LEGAL ASSISTANT	1.25
TOTAL HOURS:	1.25

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DELIVERY CHARGES	10.82
REPRODUCTION	12.40
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$23.22



IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

360344  
June 30, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED MAY 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$14,324.50
DISBURSEMENTS AND CHARGES:	\$551.21
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TOTAL DUE:	\$14,875.71

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$6,959.48)	\$43,194.62
01/31/00	343838	\$85,315.54	\$ .00	\$85,315.54
02/17/00	346259	\$76,349.40	\$ .00	\$76,349.40
03/16/00	349378	\$86,371.06	\$ .00	\$86,371.06
04/30/00	354153	\$10,872.58	\$ .00	\$10,872.58
05/30/00	356497	\$14,823.28	\$ .00	\$14,823.28

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 2

June 30, 2000

DATE	NAME	HOURS	DESCRIPTION
05/01/00	A GORTZ	.10	Ken Rubenstein call
05/01/00	D THOMPSON II	.75	Conference with Attorney Mara Lerner Robbins re pending projects and 100-for-1 split procedure and potential stock issues.
05/01/00	M ROBBINS	2.25	Preparation of revisions to board consent, stockholder consent and notice of written action regarding stock option plan. Revise pending matters list. Meeting with Rocky Thompson re: stock option plan, certificate of designation and other pending matters. Telephone conferences with G. Iantoni and S. Bernstein. Inter-office conference with Rocky Thompson re: potential new investor and control issues. Review Certificate of Designations re: stock option matters and stock split. Telephone conference with S. Bernstein.
05/01/00	J ZAMMAS	1.50	Work on Consents and Notice to Shareholders for M. Robbins; review documents sent to me by Martha at iviewit; make copies of Notes; preparation of memorandum to Martha.
05/01/00	A LEVY	2.00	Review and comment on No-Disclosure Agreements; meeting with B. Utley.
05/02/00	D THOMPSON II	.75	Review stock option plan materials; Conference with Attorney Mara Lerner Robbins.
05/02/00	C WHEELER	.25	Conf as to transfer of Joa files
05/02/00	M ROBBINS	3.50	Preparation of e-mail to K. Healy re: trademark and tag line registration. Review Delaware law re: forward stock split. Preparation of Certificate of Amendment to Certificate of Incorporation re: stock split. Preparation of written consent re: stock split. Preparation of e-mail to New York office re: trademark follow-up. Review Certificate of Designation re: forward stock split. Telephone conference with S. Bernstein re: admission of new investor and control issues. Review correspondence from B. UTely. Telephone conference with G. Iantoni. Telephone conference with B. Utley.



CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 3

June 30, 2000

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

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

05/03/00 D THOMPSON II 1.00 Review stock option plan; Conference with  
Attorney Mara Lerner Robbins re same.

05/03/00 C WHEELER .25 Message from Mr. Travasos re new FBO; review of  
correspondence

05/03/00 M ROBBINS 4.25 Meeting with Rocky Thompson re: stock option  
plan provisions, DE franchise tax, amendment to  
articles of incorporation. Preparation of  
documentation for forward stock split.  
Inter-office conference with J. Zammas re: DE  
franchise tax. Research re: stock options.  
Modifications to written consent of Board,  
Class A holders and Class B holders re: forward  
stock split. Review DE law re: stock splits  
and required vote. Review DE law re: franchise  
taxes. Telephone conference with Mantecon re:  
confidentiality agreements. Draft and  
preparation of notice to stockholders of taking  
of written action.

05/03/00 J ZAMMAS .50 Telephone CorpAmerica regarding annual  
franchise taxes; preparation of memorandum to  
M. Robbins advising her of costs.

05/04/00 D THOMPSON II .50 Conference re Stock Option Plan.

05/04/00 K HEALY 1.25 Review Strategic Alliance Agmt.

05/04/00 M ROBBINS 2.75 Telephone conferences with Mantecon, Iantoni  
re: videographer agreement. Telephone  
conference with B. Utley re: AEC  
confidentiality agreement. Review file re:  
Shirajee and Rosario work for hire agreements.  
Review file re: form videographer agreement.  
E-mail to G. Iantoni, M. Mantecon and J.  
Iantoni re: videographer agreement. Review  
ledger re: capitalization of iviewit Holdings.  
Inter-office conferences with J. Zammas re:

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 4

June 30, 2000

updating stock ledgers. Modifications to stock split amendment and written consents. Inter-office conference with G. Coleman re: Certificate of Designations for iviewit Technologies. Revisions to stock option documentation. Inter-office conference with A. Levy re: AEC confidentiality agreement. Modifications to 2000 Long-Term Incentive Plan. Draft memorandum to B. Utely re: 2000 Long-Term Incentive Plan.

05/04/00 J ZAMMAS 1.50 Discuss return of promissory notes with Martha at iviewit; obtain check for documentary stamps; send check to CSC to obtain documentary stamps; obtain copies of work for hire agreements for Martha; update stock ledger list; discuss Delaware Tax Notices with Martha.

05/04/00 J ZAMMAS 1.25 Work on closing binders for iviewit/Alpine transaction.

05/05/00 D THOMPSON II .75 Review Statement of Designation; Conference with Attorney M. Lerner-Robbins re same.

05/05/00 K HEALY .25 Draft INSERT to Strategic Alliance Agmt.

05/05/00 M ROBBINS 1.25 Modifications to stock option plan. Draft memo to B. Utley. Draft memo to Ian Levin re: review of stock option plan. Inter-office conferences with Rocky Thompson re: stock option plan, stock split. Review closing binder.

05/05/00 G COLEMAN .25 Inter-office conference re: Certificate of Designation issues.

05/05/00 J ZAMMAS 1.00 Work on iviewit files; send documents to proper correspondence files; obtain check from Martha to pay for documentary stamps; send letter to CSC to obtain documentary stamps for Andrew and Donna Dietz's notes.

05/08/00 D THOMPSON II 2.00 Conference with Attorney Mara Lerner Robbins re stock split matters; analysis of same; revise same.

05/08/00 K HEALY .25 Fax to M. Hahn-Saperstein re iviewit / Sites Net Agmt.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 5

June 30, 2000

05/08/00 M ROBBINS 1.50 Review Certificate of Designation re: stock split consequences. Inter-office conferences with Rocky Thompson re: subsidiary certificate of designations; DE franchise taxes. Review DE statutes re: franchise tax. Revisions to Certificate of Designations. E-mail to J. Zammass re: board consent for certificate of designations. Telephone conference with J. Osterling.

05/08/00 J ZAMMAS .50 Review Delaware statute regarding Annual Franchise Tax for M. Robbins.

05/08/00 A LEVY .75 Review response to markup of NDA's; TC with B. Utley.

05/09/00 D THOMPSON II .25 Conference with Attorney Mara Lerner Robbins.

05/09/00 C WHEELER 1.00 Conf with Mr. Utley; attend meeting re financing

05/09/00 M ROBBINS 2.25 Draft and preparation of memo to B. Utley re: Delaware franchise tax and proposed forward stock split implications. Modifications to Certificate of Designations. Revisions to Board consent re: Certificate of Designations. Inter-office conferences with J. Zammass re: Certificate of Designations. Memo to B. Utley re: certificate of designations.

05/09/00 J ZAMMAS 3.25 Work on Directors and Stockholders' resolution regarding Certificate of Designation; calculate Delaware franchise tax for M. Robbins; preparation of memorandum to file regarding franchise tax calculations; add documentary stamps to Andrew Dietz's and Donna Dietz's promissory notes; give original notes to Martha for forwarding to Mr. and Mrs. Dietz; bring resolutions to Martha to have executed; place copies of all notes in the Holdings files and the Alpine files.

05/09/00 A LEVY .50 Meeting with B. Utley.

June 30, 2000

05/10/00 M ROBBINS 1.25 Review form of closing binder for Alpine transaction. Inter-office conferences with J. Zammass re: modifications to Alpine closing binder. E-mail to I. Levin re: stock option plan. Review trademark documentation from B. Schiff. Inter-office conference with J. Zammass re: trademark binder additions. Telephone call to G. Reed re: status update on trademark matters.

05/10/00 J ZAMMAS 1.50 Discuss closing binders with M. Robbins; work on closing binders; review binders.

05/10/00 J ZAMMAS .25 Reprint documents for Martha at iviewit.

05/11/00 K HEALY 1.50 Review Strategic Alliance Agmt. between iviewit.com and sitesnet.com; tc w/M. Hahn-Saperstein to discuss revisions

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

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

05/13/00 I LEVIN 2.00 Review stock option plan.

05/15/00 D THOMPSON II .25 Conference with Attorney Mara Lerner Robbins re Stock Option Plan.

05/15/00 M ROBBINS 4.25 Telephone conference with I. Levin re: stock option plan. Review New York office's changes to stock option plan. E-mail to I. Levin re: stock option plan. Telephone call to Gregg Reed re: trademark and tag line registrations. Modifications to revised stock option plan.

05/16/00 M ROBBINS 1.50 Modifications to stock option plan.

05/17/00 C WHEELER .25 Review of status; review of stock option status

05/17/00 I LEVIN .25 Tel. call with Lerner re stock option plan.

05/17/00 M ROBBINS 1.00 Telephone conferences with I. Levin re: stock option plan. Modifications to stock option plan. Review stock option agreements and related documentation. Telephone conference

with Ian Levin re: stock option plan.



CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 7

June 30, 2000

05/18/00 M ROBBINS .25 Preparation of memo to Ian Levin re: stock option plan.

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

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

05/22/00 M ROBBINS .25 Telephone conference with M. Mantecon re: cap table.

05/22/00 J ZAMMAS .50 Follow-up with Martha at iviewit regarding return of Director's Consent; give copies of cap tables to Martha.

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

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

05/26/00 C WHEELER .50 Conference w/B.Utley re status of financing and Office Depot

05/26/00 J ZAMMAS .25 Discuss rejected Secretary of State filing with M. Robbins; obtain copy of rejected filing from Martha at iviewit.

05/30/00 A GORTZ .25 Cf CCW

05/30/00 C WHEELER .50 Conf with Mr. Utley re status of various projects

05/30/00 J ZAMMAS .25 Check incorporation date of iviewit Technologies, Inc and iviewit.com, Inc. and discuss filings with Martha.

05/31/00 C WHEELER 2.00 Meeting of Board

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 8

June 30, 2000

SUMMARY OF HOURS

NAME	HOURS
ALBERT W. GORTZ	.35
CHRISTOPHER C. WHEELER	4.75
TOTAL FOR PARTNER	5.10
DONALD E. THOMPSON II	6.25
KEVIN J. HEALY	3.25
TOTAL FOR SENIOR COUNSEL	9.50
ANDREW D. LEVY	3.25
GAYLE COLEMAN	.25
IAN LLOYD LEVIN	2.25
MARA LERNER ROBBINS	27.25
MARCY HAHN-SAPERSTEIN	8.00
TOTAL FOR ASSOCIATE	41.00
JILL B. ZAMMAS	13.00
TOTAL FOR LEGAL ASSISTANT	13.00
TOTAL HOURS:	68.60

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DATA BASE SEARCH SERV.	22.75
DELIVERY CHARGES	53.68
LONG DISTANCE TELEPHONE	14.98
REPRODUCTION	459.80
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$551.21

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

363830  
July 21, 2000

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: TRADEMARK SEARCHES  
FILE #: 40017.0002

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000  
FOR PRELIMINARY TRADEMARK SEARCH AND ANALYSIS FOR  
A SITE FOR SORE EYES

TOTAL FEES: \$400.00

TOTAL DUE: \$400.00

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION:  
MR. ELIOT I. BERNSTEIN

363831  
July 21, 2000

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT.COM/42/US  
FILE #: 40017.0027

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000  
FOR THE PREPARATION AND FILING OF NEW TRADEMARK  
APPLICATION FOR IVIEWIT.COM

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

363832  
July 21, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

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CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: A SITE FOR SORE EYES/38/US  
FILE #: 40017.0030

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000  
FOR PREPARATION AND FILING OF NEW TRADEMARK APPLICATION FOR  
A SITE FOR SORE EYES IN CLASS 38

TOTAL FEES: \$975.00

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TOTAL DUE: \$975.00

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

363833  
July 21, 2000

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: A SITE FOR SORE EYES/42/US  
FILE #: 40017.0031

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000  
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR  
A SITE FOR SORE EYES CLASS 42

TOTAL FEES: \$975.00

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TOTAL DUE: \$975.00

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

363834  
July 21, 2000

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT/42/US  
FILE #: 40017.0032

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000  
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR  
IVIEWIT IN CLASS 42

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

363835  
July 21, 2000

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT LOGO/42/US  
FILE #: 40017.0034

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000  
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION FOR  
IVIEWIT LOGO IN CLASS 42

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00



IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

363836  
July 21, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: TRADEMARK/GENERAL  
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$2,866.25

DISBURSEMENTS AND CHARGES: \$51.01

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TOTAL DUE: \$2,917.26

CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK/GENERAL  
PAGE: 2

July 21, 2000

DATE	NAME	HOURS	DESCRIPTION
04/18/00	G REED	3.50	Phone Brian Utley; Review status of all trademark work; prepare trademark table in prep. for Friday phone conversation
04/21/00	G REED	1.25	Incoming assignment recordations
04/24/00	K HEALY	.50	Tc w/G. Reed re various iviewit TM matters
05/01/00	K HEALY	.25	Tc w/Marcy Hahn-Saperstein re iviewit Agmt.
05/02/00	R LAZAR	.25	Int'l communications re status of filings for iviewit
05/04/00	B SCHIFF	1.50	Preparing Recordal of Change of Name from IVIEWIT HOLDINGS, INC. TO IVIEW TECHNOLOGIES, INC., locating information re: active applications and applications to drop.
05/05/00	B SCHIFF	.50	Filing Recordal of Change of Name with PTO.
05/08/00	J SILVER	.25	Discuss recordal of name change to Ivviewit Tech., Inc. with B.Schiff
05/09/00	B SCHIFF	.25	Sending copy of Assignment Recordal Cover sheet to Mara Robbins.
05/10/00	J ZAMMAS	.50	Add Assignment to Trademark binders for ivviewit and Proskauer.
05/15/00	G REED	1.50	Work w/ Barbra Schiff re: assignments of old and new apps. to new company; Status update for M. Robbins
05/15/00	B SCHIFF	.50	Confirming which trademarks are to be maintained and require Recordal of Change of Name, email re: same, retrieving files.
05/16/00	G REED	.25	Incoming Recordal documents
05/22/00	K HEALY	.25	Tc w/M. Hahn-Saperstein re Synchronization License; tc to A. Iantonelli

CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK/GENERAL  
PAGE: 3

July 21, 2000

SUMMARY OF HOURS

NAME	HOURS
KEVIN J. HEALY	1.00
TOTAL FOR SENIOR COUNSEL	1.00
GREGG REED	6.50
JENNIFER SILVER	.25
RUTH E. LAZAR	.25
TOTAL FOR ASSOCIATE	7.00
BARBRA SCHIFF	2.75
JILL B. ZAMMAS	.50
TOTAL FOR LEGAL ASSISTANT	3.25
TOTAL HOURS:	11.25

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DELIVERY CHARGES	38.18
LONG DISTANCE TELEPHONE	4.03
REPRODUCTION	8.80
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$51.01

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

363837  
July 21, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT/42/US  
FILE #: 40017.0011

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,657.00
DISBURSEMENTS AND CHARGES:	\$10.02
TOTAL DUE:	\$1,667.02

CLIENT: IVIEWIT.COM, INC.  
MATTER: IVIEWIT/42/US  
PAGE: 2

July 21, 2000

DATE	NAME	HOURS	DESCRIPTION
04/17/00	G REED	2.00	Phone Brian Utley and prep. for Friday's meeting; work on all office actions; file reviews and strategy
05/03/00	G REED	.50	Mtg. K. Healy; Phone B. Utley; Mtg. Jen Silver re: responding to outstanding office actions.
05/03/00	K HEALY	.50	Review Response to Office Action w/G. Reed
05/13/00	J SILVER	.25	Prepare office action response for IVIEWIT
05/25/00	G REED	1.25	Work on office action response; fax to Brian Utley
05/25/00	J SILVER	.50	Review and revise office action responses for IVIEWIT and IVIEWIT.COM, call with G.Reed to discuss
05/26/00	G REED	.25	Filed OAR
05/26/00	B SCHIFF	.25	Cover letter to PTO and filing Response to Office Action.

SUMMARY OF HOURS

NAME	HOURS
KEVIN J. HEALY	.50
TOTAL FOR SENIOR COUNSEL	.50
GREGG REED	4.00
JENNIFER SILVER	.75
TOTAL FOR ASSOCIATE	4.75
BARBRA SCHIFF	.25
TOTAL FOR LEGAL ASSISTANT	.25
TOTAL HOURS:	5.50

CLIENT: IVIEWIT.COM, INC.  
MATTER: IVIEWIT/42/US  
PAGE: 3

July 21, 2000

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	2.42
REPRODUCTION	7.60
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$10.02

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

363840  
July 21, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

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CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT.COM/42/US  
FILE #: 40017.0008

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,385.00
DISBURSEMENTS AND CHARGES:	\$17.03
	<hr/>
TOTAL DUE:	\$1,402.03

CLIENT: IVIEWIT.COM, INC.  
MATTER: IVIEWIT.COM/42/US  
PAGE: 2

July 21, 2000

DATE	NAME	HOURS	DESCRIPTION
05/04/00	J SILVER	.75	Review office action, begin draft of office action response
05/06/00	J SILVER	1.75	Draft office action response, review and revise, review cases to be cited in response, revise drawing page and prepare as attachment to response, call to B.Schiff re: recording change of address for Iviewit Holdings, Inc.
05/13/00	J SILVER	.50	Review and revise office action response, revise amended drawing page
05/15/00	J SILVER	.25	Discuss recordal of name change with B.Schiff, finalize office action responses
05/25/00	G REED	1.50	Revisions to Office Action Response; fax to Brian Utley
05/26/00	G REED	.25	Filed OAR
05/26/00	B. SCHIFF	.25	Cover letter to PTO and filing Response to Office Action.

SUMMARY OF HOURS

NAME	HOURS
GREGG REED	1.75
JENNIFER SILVER	3.25
TOTAL FOR ASSOCIATE	5.00
BARBRA SCHIFF	.25
TOTAL FOR LEGAL ASSISTANT	.25

TOTAL HOURS: 5.25

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	6.86
MEALS	6.37
REPRODUCTION	3.80
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$17.03



IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

363841  
July 21, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

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CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT.COM/38/US  
FILE #: 40017.0007

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$110.00

DISBURSEMENTS AND CHARGES: \$.81

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TOTAL DUE: \$110.81

CLIENT: IVIEWIT.COM, INC.  
MATTER: IVIEWIT.COM/38/US  
PAGE: 2

July 21, 2000

DATE	NAME	HOURS	DESCRIPTION
05/17/00	G REED	.25	Phone w/ Examining Attorney re: PTO's misplaced amendment
05/25/00	B SCHIFF	.25	Creating 2 drawing pages in support of Office Action amending the mark to uppercase letters.

SUMMARY OF HOURS

NAME	HOURS
GREGG REED	.25
TOTAL FOR ASSOCIATE	.25
BARBRA SCHIFF	.25
TOTAL FOR LEGAL ASSISTANT	.25
TOTAL HOURS:	.50

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	0.81
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$.81

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

363844  
July 21, 2000

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT LOGO/38/US  
FILE #: 40017.0033

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000  
FOR PREPARATION AND FILING FOR NEW TRADEMARK APPLICATION  
FOR IVIEWIT LOGO IN CLASS 38

TOTAL FEES: \$975.00

TOTAL DUE: \$975.00

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

363970  
July 30, 2000

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

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CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JUNE 30, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$1,902.00
DISBURSEMENTS AND CHARGES:	\$15.40
	<hr/>
TOTAL DUE:	\$1,917.40

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 2

July 30, 2000

DATE	NAME	HOURS	DESCRIPTION
06/02/00	G COLEMAN	.25	Intellectual property matters.
06/04/00	I LEVIN	.50	Review plan.
06/06/00	M ROBBINS	.25	Telephone conference with M. Mantecon re: Armstrong employment agreement.
06/06/00	J ZAMMAS	.25	Follow up with M. Robbins regarding trademark; return call to Martha at iviewit regarding exchange notes.
06/07/00	M ROBBINS	.25	Telephone conferences with Mantecon re: Armstrong employment agreement. E-mail to Martha.
06/07/00	J ZAMMAS	.75	Update trademark book; give copies to Martha at iviewit; obtain copy of exhibit to minutes for Martha.
06/09/00	D THOMPSON II	.25	Conference with Brian Utley regarding option issues.
06/13/00	C WHEELER	.25	Conf with Ms. Lerner re status of projects
06/13/00	J ZAMMAS	.25	Return call to Martha; office discussion with Martha regarding Noteholders.
06/19/00	C WHEELER	.25	Conf with Mr. Utley re status of various projects
06/20/00	C WHEELER	.25	Conf with Mr. Utley
06/21/00	C WHEELER	.50	Conf with due diligence representatives at Wachovia
06/28/00	C WHEELER	1.00	Meeting with Mr. Joanis
06/29/00	C WHEELER	1.00	Conf as to status of Iviewit; dictation of memo re same
06/30/00	C WHEELER	.25	Conf with Mr. Utley re possible loan

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 3

July 30, 2000

SUMMARY OF HOURS

NAME	HOURS
CHRISTOPHER C. WHEELER	3.50
TOTAL FOR PARTNER	3.50
DONALD E. THOMPSON II	.25
TOTAL FOR SENIOR COUNSEL	.25
GAYLE COLEMAN	.25
IAN LLOYD LEVIN	.50
MARA LERNER ROBBINS	.50
TOTAL FOR ASSOCIATE	1.25
JILL B. ZAMMAS	1.25
TOTAL FOR LEGAL ASSISTANT	1.25
TOTAL HOURS:	6.25

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
REPRODUCTION	15.40
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$15.40

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

368322  
August 22, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No.13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT/42/US  
FILE #: 40017.0011

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JULY 31, 2000  
PREPARATION AND FILING RECORDS OF CHANGE OF NAME  
FOR 8 TRADEMARK APPLICATIONS

TOTAL FEES: \$650.00

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

368777  
August 24, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JULY 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$11,787.50

DISBURSEMENTS AND CHARGES: \$398.52

TOTAL DUE: \$12,186.02

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$25,506.68)	\$24,647.42
01/31/00	343838	\$85,315.54	\$ .00	\$85,315.54
02/17/00	346259	\$76,349.40	\$ .00	\$76,349.40
03/16/00	349378	\$86,371.06	\$ .00	\$86,371.06
04/30/00	354153	\$10,872.58	\$ .00	\$10,872.58
05/30/00	356497	\$14,823.28	\$ .00	\$14,823.28
06/30/00	360344	\$14,875.71	\$ .00	\$14,875.71
07/30/00	363970	\$1,917.40	\$ .00	\$1,917.40



CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 2

August 24, 2000

DATE	NAME	HOURS	DESCRIPTION
07/05/00	A GORTZ	.25	Cfs CCW
07/05/00	C WHEELER	.25	Call to Mr. Utley
07/06/00	C WHEELER	.25	Conf with Mr. Utley re status
07/07/00	C WHEELER	.50	Conf with Mr. Utley re status of financing
07/10/00	C WHEELER	.25	Conf with Mr. Bernstein re patents as collateral
07/11/00	C WHEELER	.50	Conf with Mr. Hersh
07/11/00	C WHEELER	.50	Conf with Mr. Bell; receipt and transmittal of documents
07/11/00	C WHEELER	.50	Preliminary review of documents
07/12/00	C WHEELER	.25	Conf with Mr. Hersh re status of documents
07/12/00	C WHEELER	.25	Conf with Mr. Armstrong re prospects and preparation of materials
07/13/00	C WHEELER	.25	Conf with Mr. Hersh
07/13/00	C WHEELER	1.00	Conf with Mr. Armstrong re prospects
07/14/00	C WHEELER	1.50	Review of warrant and note
07/14/00	C WHEELER	1.00	Conf with Mr. Hersh
07/14/00	C WHEELER	.75	Conf with Mr. Bell re proposed changes
07/14/00	C WHEELER	.25	Conf with Mr. Utley
07/17/00	D THOMPSON II	.75	Conference with Attorney A. Levy re antidilution and stock option issues.
07/17/00	C WHEELER	2.00	Review of draft documents; conf with Mr. Utley
07/17/00	C WHEELER	.25	Conf with Mr. Bell
07/17/00	C WHEELER	1.00	Conf with Mr. Levy; conf with Mr. Utley; conf with Mr. Levy re terms of Series A
07/17/00	C WHEELER	2.00	Receipt and review of Bridge Loan documents

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 3

August 24, 2000

07/17/00 J ZAMMAS .25 Discussion with A. Levy regarding amendment to Certificate of Designation.

07/17/00 A LEVY 3.00 Matters re \$800,000 bridge loan.

07/18/00 D THOMPSON II .25 Telephone conference with Attorney A. Levy re Charter amendment.

07/18/00 C WHEELER 1.00 Meeting on Iviewit matters; conf with Andrew Levy; conf with Mr. Utley

07/18/00 C WHEELER .50 Follow up on resolution; check on status of changes in documentation

07/18/00 C WHEELER 1.00 Board meeting; conf with Mr. Elliot Bernstein

07/18/00 J ZAMMAS 4.00 Office conference with A. Levy regarding amendment; preparation of Director and Stockholder consent; preparation of amendment; e-mail consent to Rod Bell; update records to indicate two additional directors; fax amendment to CorpAmerica in Delaware to hold for instructions for filing.

07/18/00 A LEVY 5.00 Matters re Note, Warrant and Amendment to Certificate of Designation; Mtngs and TC's with B. Utley and C. Wheeler.

07/19/00 C WHEELER .50 Conf with Mr. Utley re financings

07/19/00 J ZAMMAS .75 Obtain copy of signed resolutions from Brian Utley; telephone CorpAmerica with instructions to file amendment; advise Rod Bell of amendment filing; order documentary stamps on promissory note.

07/19/00 A LEVY 2.00 Matter re Note and Warrant; TC with R. Bell; Mtng with B. Utley; TC with G. Pincus re stamp tax on credit line.

07/20/00 J ZAMMAS .75 Place minutes in minute book; give copies of unsigned consents to Martha to be executed; fax copy of filed amendment to Rod Bell; place amendment in minute book; process invoice for filing.

07/20/00 A LEVY .50 Cleanup matters re Note and Warrant.

07/21/00 A LEVY .50 Clean-up matters re Note and Warrant.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 4

August 24, 2000

07/26/00 C WHEELER	.50	Conf with Mr. Armstrong; begin review of materials
07/27/00 C WHEELER	1.00	Conf with Mr. Utley re patents; conf with Mr. Bernstein re same
07/28/00 C WHEELER	.50	Conf with Mr. Lewin re status
07/30/00 C WHEELER	1.00	Follow up on letter to investor Assaf
07/30/00 C WHEELER	1.00	Review of Warner's confidentiality agreement
07/31/00 C WHEELER	2.00	Meeting with Iviewit representatives re patent

SUMMARY OF HOURS

NAME	HOURS
ALBERT W. GORTZ	.25
CHRISTOPHER C. WHEELER	22.25
TOTAL FOR PARTNER	22.50
DONALD E. THOMPSON II	1.00
TOTAL FOR SENIOR COUNSEL	1.00
ANDREW D. LEVY	11.00
TOTAL FOR ASSOCIATE	11.00
JILL B. ZAMMAS	5.75
TOTAL FOR LEGAL ASSISTANT	5.75
TOTAL HOURS:	40.25

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
CORP. SERVICE	363.00
DELIVERY CHARGES	11.08
FAX	7.00
LONG DISTANCE TELEPHONE	4.04
REPRODUCTION	13.40

TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:

\$398.52

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

371752  
September 20, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

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CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$6,458.00
DISBURSEMENTS AND CHARGES:	\$263.47
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TOTAL DUE:	\$6,721.47

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 2

September 20, 2000

DATE	NAME	HOURS	DESCRIPTION
08/02/00	C WHEELER	.50	Conf with Mr. Utley re financing
08/03/00	J ZAMMAS	.50	Follow up with Martha regarding executed Directors' consents; give copies of missing consents to her.
08/07/00	C WHEELER	1.00	Review of confidentiality agreement; conf with Mr. Utley re same
08/07/00	M ROBBINS	.25	Meeting with R. Hersch.
08/07/00	J ZAMMAS	.50	Discuss stock issuance with M. Robbins and A. Gortz; review filed regarding Simon Bernstein's shares.
08/08/00	C WHEELER	.50	Conf with Ms. Lerner; arrange for follow up on work
08/08/00	C WHEELER	.25	Review of status
08/08/00	M ROBBINS	1.25	Telephone conference with C. Wheeler re: forward stock split. Preparation of budget for stock split. Preparation of correspondence to C. Wheeler.
08/08/00	J ZAMMAS	1.75	Discussion with M. Robbins regarding stock issuance to Simon Bernstein; review files; preparation of memorandum to A. Gortz regarding Mr. Bernstein's shares.
08/09/00	D THOMPSON II	.25	Conference with Attorney Mara Lerner Robbins re share transfer issue.
08/09/00	M ROBBINS	1.50	Inter-office conferences with J. Zammas re: Centrack agreement. Inter-office conferences with G. Karibjanian and A. Gortz re: Alpine transaction. Review Alpine documentation re: reps/warranties on capitalization. Inter-office conferences with J. Zammas re: calculation of Delaware franchise taxes on stock split.
08/09/00	J ZAMMAS	1.25	Review due diligence binders to locate License Evaluation Agreement; calculate Delaware Franchise Tax for M. Robbins.

September 20, 2000

08/10/00 M ROBBINS 3.00 Meeting with B. Utley. Meeting with R. Hersh.  
Draft and preparation of stock option  
agreement. Inter-office conferences with Rocky  
Thompson re: stock option agreement provisions.  
Review Alpine Investor Rights Agreement re:  
preemptive rights upon Welsh issuance.  
Inter-office conferences with J. Zammass re:  
issuance of Welsh stock certificate; Delaware  
franchise tax. Telephone conference with  
Delaware Secretary of State re: confirmation of  
franchise taxes under both formulas.

08/10/00 J ZAMMAS 1.50 Issue stock certificate to Mitch Welsh;  
preparation of memorandum to Brian Utley  
attaching stock certificate for signature;  
update stock ledger; discuss lost stock  
certificates with Martha and Guy Iantoni;  
discuss with M. Robbins; review documents  
received from Martha.

08/11/00 M ROBBINS 1.50 Preparation of Welsh stock option agreement.  
Telephone conference with B. Utley re: same.  
Preparation of correspondence to B. Utley re:  
draft stock option agreement.

08/11/00 J ZAMMAS .25 Review minutes received from Martha; discuss  
incorrect corporate names with M. Robbins;  
return minutes to Martha for correction.

08/15/00 J ZAMMAS .50 Review minutes received from Martha; place all  
minutes in minute book; review Mitchell  
Welsch's Subscription Agreement.

08/16/00 C WHEELER .25 Conf with Mr. Lewin re financing

08/16/00 J ZAMMAS .25 Send e-mail to Martha regarding corporate seal;  
telephone call from Martha regarding Directors'  
Consent; bring copy of Consent to Martha.

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

08/17/00 J ZAMMAS .25 Order corporate seal for iviewit Holdings, Inc.  
pursuant to request by Martha.

08/18/00 C WHEELER .25 Transmit materials to potential investor

08/21/00 C WHEELER .50 Conf with Ms. Robbins; conf with Mr. Utley re  
capital structure

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 4

September 20, 2000

08/21/00 J ZAMMAS .25 Give corporate seal and invoice for same to Martha for payment.

08/22/00 C WHEELER 1.00 Conf with Mr. Hersh; conf with Mara Robbins re capital structure

08/23/00 D THOMPSON II .25 Conference with Attorney Mara Lerner Robbins re stock issues.

08/23/00 C WHEELER 1.00 Conf with Ms. Lerner; review material from Mr. Hersh; conf with Mr. Utley; arrange follow up

08/23/00 M ROBBINS 1.50 Inter-office conference with C. Wheeler re: additions to stock ledger, preemptive rights. Inter-office conference with Rocky Thompson re: anti-dilution and preemptive rights. Inter-office conferences with J. Zammas re: additions to stock ledger and recalculation of shares. Review Alpine documentation. Draft memo to B. Utley re: anti-dilution and preemptive rights.

08/23/00 J ZAMMAS 1.25 Update stockholder list for iviewit Holdings, Inc.; discuss with M. Robbins; bring to Brian Utley.

08/24/00 C WHEELER .25 Conf with Mr. Utley re additional financing

08/24/00 J ZAMMAS .25 Contact Martha regarding date of stock issuance to Ken Anderson and to obtain copy of Subscription Agreement.

08/25/00 C WHEELER .25 Conf with Mr. Utley re draft of Wachovia letter

08/30/00 C WHEELER 1.00 Preparation of cancellation letter; conf with Ms. Robbins; conf with Mr. Utley

08/30/00 C WHEELER 1.00 Review of letter; review of corporate structure; arrange for transmittal

08/30/00 C WHEELER .50 Conf with Mr. Utley re additional Grunthal letter

08/30/00 M ROBBINS .25 Telephone conference with C. Wheeler re: Grunthal cancellation and corporate reorganization. Telephone conference with M. Frederick re: summary of corporate reorganization.



08/31/00 C WHEELER

.25 Conf with Mr. Utley re Grunthal

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 5

September 20, 2000

SUMMARY OF HOURS

NAME	HOURS
CHRISTOPHER C. WHEELER	9.50
TOTAL FOR PARTNER	9.50
DONALD E. THOMPSON II	.50
TOTAL FOR SENIOR COUNSEL	.50
MARA LERNER ROBBINS	9.25
TOTAL FOR ASSOCIATE	9.25
JILL B. ZAMMAS	8.50
TOTAL FOR LEGAL ASSISTANT	8.50
TOTAL HOURS:	27.75

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DELIVERY CHARGES	12.25
FAX	10.00
LONG DISTANCE TELEPHONE	2.02
REPRODUCTION	239.20
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$263.47

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

371505  
September 20, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: TRADEMARK/GENERAL  
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$165.00

TOTAL DUE: \$165.00

TOTAL OF CURRENT INVOICE:

\$165.00

CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK/GENERAL  
PAGE: 2

September 20, 2000

DATE	NAME	HOURS	DESCRIPTION
08/03/00	G REED	.50	Work re: trademark assignments

SUMMARY OF HOURS

NAME	HOURS
GREGG REED	.50
TOTAL FOR ASSOCIATE	.50

TOTAL HOURS: .50

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

371753  
September 20, 2000

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

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CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE  
FILE #: 40017.0026

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED AUGUST 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$470.00
DISBURSEMENTS AND CHARGES:	\$36.80
	<hr/>
TOTAL DUE:	\$506.80

CLIENT: IVIEWIT.COM, INC.  
MATTER: ALPINE VENTURE CAPITAL PARTNERS DUE DILIGENCE  
PAGE: 2

September 20, 2000

DATE	NAME	HOURS	DESCRIPTION
08/01/00	C WHEELER	.50	Receipt, review and transmittal of warrants re Alpine
08/03/00	C WHEELER	.25	Conf as to warrant transmittal
08/03/00	C WHEELER	.25	Conf with Mr. Buschbaum and Mr. Utley re financing
08/04/00	J ZAMMAS	.50	Send Warrant and copy of Note to Rod Bell.
08/21/00	J ZAMMAS	.25	Preparation of binder with warrants and note for Alpine Venture Capital Partners, L.P.

SUMMARY OF HOURS

NAME	HOURS
CHRISTOPHER C. WHEELER	1.00
TOTAL FOR PARTNER	1.00
JILL B. ZAMMAS	.75
TOTAL FOR LEGAL ASSISTANT	.75
TOTAL HOURS:	1.75

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DELIVERY CHARGES	9.00
REPRODUCTION	27.80
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$36.80

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

376560  
October 13, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED SEPTEMBER 30, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$7,807.50

DISBURSEMENTS AND CHARGES: \$27.09

TOTAL DUE: \$7,834.59

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$ .00	\$85,315.54
02/17/00	346259	\$76,349.40	\$ .00	\$76,349.40
03/16/00	349378	\$86,371.06	\$ .00	\$86,371.06
04/30/00	354153	\$10,872.58	\$ .00	\$10,872.58
05/30/00	356497	\$14,823.28	\$ .00	\$14,823.28
06/30/00	360344	\$14,875.71	\$ .00	\$14,875.71
07/30/00	363970	\$1,917.40	\$ .00	\$1,917.40
08/24/00	368777	\$12,186.02	\$ .00	\$12,186.02
09/20/00	371752	\$6,721.47	\$ .00	\$6,721.47
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$314,079.88
TOTAL OF CURRENT INVOICE:				\$7,834.59
BALANCE DUE:				\$321,914.47

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 2

October 13, 2000

DATE	NAME	HOURS	DESCRIPTION
09/05/00	C WHEELER	.50	Conf with Mr. Utley; review of Wachovia letter
09/05/00	M ROBBINS	.50	Telephone conferences with Martha Mantecon re: stock ledger. E-mail stock ledger to Martha Mantecon.
09/12/00	C WHEELER	.50	Conf with Mr. Utley re various matters
09/13/00	J ZAMMAS	.25	Review minute books to see which consents had not been executed.
09/14/00	C WHEELER	.75	Arrange for presentation to Mr. Prolow
09/18/00	M ROBBINS	.75	Telephone conferences with M. Mantecon re: Welsh option agreement. Review file re: Welsh option agreement.
09/19/00	C WHEELER	.75	Conf with Mr. Utley re name change; conf as to investment bankers
09/19/00	M ROBBINS	.75	Telephone conference with R. Hersch. Review minutes. Meeting with R. Hersch.
09/21/00	M ROBBINS	.75	Telephone conferences with M. Buchsbaum. Review file and forward warrant agreements to Buchsbaum and Hersh. Inter-office conferences with Jill Zammass re: minute book documents.
09/22/00	C WHEELER	1.00	Arrange for follow up with potential investor Applestein
09/25/00	C WHEELER	.50	Follow up on prospective investors
09/26/00	C WHEELER	1.50	Attend Board meeting; follow up on question of recapitalization; arrange for transmittal to new investors
09/26/00	M ROBBINS	.25	Telephone call from Hersh re: par value.
09/26/00	J ZAMMAS	.25	Review minute books; telephone Raymond Hirsch with par value for shares of iviewit Holdings, Inc., iviewit Technologies, Inc. and iviewit.com, Inc.
09/27/00	D THOMPSON II	.25	Telephone conference re warrant issuances.



CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 3

October 13, 2000

09/27/00 C WHEELER 1.50 Conf with Mr. Assaf; conf with Mr. Bernstein;  
Conf with Mr. Prolow; conf with Mr. Utley

09/27/00 C WHEELER .25 Conf as to letter and modifications

09/27/00 M ROBBINS 2.25 Inter-office conference with C. Wheeler re:  
Delaware franchise tax; offering to existing  
investors. Telephone conference with R. Hersh  
re: offering to new investors. Telephone call  
to J. Lewin re: DE franchise tax. Telephone  
conferences with M. Buchsbaum and R. Hersh re:  
issuance of warrants to Buchsbaum and Chen.  
Inter-office conferences with J. Zammass re:  
updating ledger and preparation of confirmation  
letter. Inter-office conference with Rocky  
Thompson re: issuance of warrants to Buchsbaum  
and Chen; confirmation letter. Inter-office  
conferences with J. Zammass re: calculation of  
DE franchise tax under assumed par value  
capital method and confirmation of same with  
DE.

09/27/00 J ZAMMAS 1.75 Follow up with Martha regarding Ken Anderson's  
subscription agreement and return of signed  
consents; discuss warrants with M. Robbins;  
telephone Martha re obtaining copies of  
warrants; telephone CT regarding hypothetical  
franchise tax question; telephone conference  
with M. Buchsbaum and M. Robbins; discussion  
with M. Robbins regarding stock ledger and  
warrants.

09/28/00 D THOMPSON II .75 Conference with Attorney Mara Lerner Robbins re  
warrant and stock issues.

09/28/00 C WHEELER 1.00 Call to Mr. Prolow; conf with Mr. Utley

09/28/00 C WHEELER .50 Conf with Mr. Prolow

09/28/00 C WHEELER .25 Arrange conf call as to financing

09/28/00 M ROBBINS 3.25 Review and comment upon form letter to  
shareholders in connection with 1.5M offering  
re: securities issues. Meeting with Rocky  
Thompson re: same. Meeting with Brian Utley  
and Raymond Hersh re: comments to form letter  
to shareholders. Calls to Susan Wiener re:  
blue sky matters. Review federal securities  
laws.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 4

October 13, 2000

09/28/00 G COLEMAN .25 Inter-office conference with M. Robbins re: letter to shareholders re: additional investments in the company.

09/28/00 J ZAMMAS .50 Review document received from Martha at iviewit; place minutes of meeting in minute book; locate blue sky information for M. Robbins.

09/29/00 R ROWE .25 Tel. Mara R. re offering to existing stockholders -- Reg. D 505

09/29/00 S WIENER 1.00 Calls back and forth to Mara Robbins-advising as to BS and Fed rules w/r/to proposes offering

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

09/29/00 C WHEELER .25 Call from Mr. Prolow

09/29/00 C WHEELER .50 Meeting with Mr. Utley; review of status of potential investment

09/29/00 M ROBBINS 1.50 Telephone conferences with Susan Wiener re: blue sky issues and federal securities issues relative to \$1.5m offering. Telephone conference with Dick Rowe re: same. Telephone conference with Raymond Hersh. Telephone conference with Susan Wiener re: offering solely to accredited investors and maxum number of permissible offerees.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 5

October 13, 2000

SUMMARY OF HOURS

NAME	HOURS
CHRISTOPHER C. WHEELER	12.25
RICHARD H. ROWE	.25
TOTAL FOR PARTNER	12.50
DONALD E. THOMPSON II	1.00
TOTAL FOR SENIOR COUNSEL	1.00
GAYLE COLEMAN	.25
MARA LERNER ROBBINS	10.00
SUSAN L. WIENER	1.00
TOTAL FOR ASSOCIATE	11.25
JILL B. ZAMMAS	2.75
TOTAL FOR LEGAL ASSISTANT	2.75
TOTAL HOURS:	27.50

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DELIVERY CHARGES	11.44
LONG DISTANCE TELEPHONE	1.85
REPRODUCTION	13.80
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$27.09

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

380021  
November 17, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: TRADEMARK/GENERAL  
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$825.00

TOTAL DUE: \$825.00

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/25/00	342897	\$1,000.00	\$ .00	\$1,000.00
01/25/00	342936	\$881.64	\$ .00	\$881.64
03/15/00	349191	\$4,032.00	\$ .00	\$4,032.00
04/18/00	352753	\$2,238.50	\$ .00	\$2,238.50
07/21/00	363836	\$2,917.26	\$ .00	\$2,917.26
09/20/00	371505	\$165.00	\$ .00	\$165.00

TOTAL OF PRIOR OUTSTANDING INVOICES: \$11,234.40

TOTAL OF CURRENT INVOICE: \$825.00

BALANCE DUE: \$12,059.40

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CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK/GENERAL  
PAGE: 2

November 17, 2000

DATE	NAME	HOURS	DESCRIPTION
10/24/00	G REED	1.00	Reviewing office actions that issued for IVIEWIT, IVIEWIT.COM and IVIEWIT Logo (matters 32, 27, 34)
10/28/00	G REED	1.50	Review newly issued office actions and statuses of cited marks; ltr. to Brian Utley per t/c Chris Wheeler

SUMMARY OF HOURS

NAME	HOURS
GREGG REED	2.50
TOTAL FOR ASSOCIATE	2.50

TOTAL HOURS: 2.50

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

380022  
November 17, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT.COM/42/US  
FILE #: 40017.0027

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$90.00
DISBURSEMENTS AND CHARGES:	\$12.91
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TOTAL DUE:	\$102.91

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363831	\$975.00	\$ .00	\$975.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$975.00
TOTAL OF CURRENT INVOICE:				\$102.91
BALANCE DUE:				\$1,077.91
				=====

CLIENT: IVIEWIT.COM, INC.  
MATTER: IVIEWIT.COM/42/US  
PAGE: 2

November 17, 2000

DATE	NAME	HOURS	DESCRIPTION
10/02/00	K HEALY	.25	Review Office Action

SUMMARY OF HOURS

NAME	HOURS
KEVIN J. HEALY	.25
TOTAL FOR SENIOR COUNSEL	.25

TOTAL HOURS: .25

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	12.91
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$12.91

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

380023  
November 17, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT LOGO/42/US  
FILE #: 40017.0034

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$82.00  
DISBURSEMENTS AND CHARGES: \$.92  
TOTAL DUE: \$82.92

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363835	\$975.00	\$.00	\$975.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$975.00
TOTAL OF CURRENT INVOICE:				\$82.92
BALANCE DUE:				\$1,057.92 =====



CLIENT: IVIEWIT.COM, INC.  
MATTER: IVIEWIT LOGO/42/US  
PAGE: 2

November 17, 2000

DATE	NAME	HOURS	DESCRIPTION
10/02/00	G REED	.25	Review incoming office action

SUMMARY OF HOURS

NAME	HOURS
GREGG REED	.25
TOTAL FOR ASSOCIATE	.25

TOTAL HOURS: .25

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	0.92
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$ .92

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

380024  
November 17, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

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CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: TRADEMARK GENERAL FILE  
FILE #: 40017.0035

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$82.00

TOTAL DUE: \$82.00

TOTAL OF CURRENT INVOICE:

\$82.00

CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK GENERAL FILE  
PAGE: 2

November 17, 2000

DATE	NAME	HOURS	DESCRIPTION
10/03/00	G REED	.25	Review incoming tm office actions

SUMMARY OF HOURS

NAME	HOURS
GREGG REED	.25
TOTAL FOR ASSOCIATE	.25
TOTAL HOURS:	.25

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

380025  
November 17, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT/42/US  
FILE #: 40017.0032

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$90.00
DISBURSEMENTS AND CHARGES:	\$7.76
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TOTAL DUE:	\$97.76

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363834	\$975.00	\$ .00	\$975.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$975.00
TOTAL OF CURRENT INVOICE:				\$97.76
BALANCE DUE:				\$1,072.76

=====

CLIENT: IVIEWIT.COM, INC.  
MATTER: IVIEWIT/42/US  
PAGE: 2

November 17, 2000

DATE	NAME	HOURS	DESCRIPTION
10/02/00	K HEALY	.25	Review Office Action

SUMMARY OF HOURS

NAME	HOURS
KEVIN J. HEALY	.25
TOTAL FOR SENIOR COUNSEL	.25
TOTAL HOURS:	.25

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	2.76
REPRODUCTION	5.00
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$7.76

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

381460  
November 30, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED OCTOBER 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$7,466.25

DISBURSEMENTS AND CHARGES: \$80.95

TOTAL DUE: \$7,547.20

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$ .00	\$85,315.54
02/17/00	346259	\$76,349.40	\$ .00	\$76,349.40
03/16/00	349378	\$86,371.06	\$ .00	\$86,371.06
04/30/00	354153	\$10,872.58	\$ .00	\$10,872.58
05/30/00	356497	\$14,823.28	\$ .00	\$14,823.28
06/30/00	360344	\$14,875.71	\$ .00	\$14,875.71
07/30/00	363970	\$1,917.40	\$ .00	\$1,917.40
08/24/00	368777	\$12,186.02	\$ .00	\$12,186.02
09/20/00	371752	\$6,721.47	\$ .00	\$6,721.47
10/13/00	376560	\$7,834.59	\$ .00	\$7,834.59

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 2

November 30, 2000

DATE	NAME	HOURS	DESCRIPTION
10/02/00	C WHEELER	.50	Follow up on conference call; call to Mr. Prolow
10/03/00	C WHEELER	1.00	Conf with Mr. Utley; conf with Mr. Utley; call to Mr. Prolow
10/03/00	C WHEELER	2.00	Conf call with Mr. Applestein, Mr. Prolow, Mr. Utley, Mr. Hersh, et. al.; conf with Mr. Hersh
10/03/00	C WHEELER	.50	Conf with auditors
10/03/00	C WHEELER	.25	Set up conf with investors
10/03/00	M ROBBINS	.50	Telephone conference with M. Mantecon. Preparation of memo to file.
10/04/00	C WHEELER	2.00	Con with Mr. Utley; arrange transmittal of confidentiality agreement; call to Elliot Bernstein;
10/04/00	C WHEELER	.25	Review of audit opinion
10/04/00	J ZAMMAS	.75	Preparation of audit update letter; e-mail to NY office for approval; have executed; telephone Martha at iviewit re fax number for Brian Fox; fax and mail letter to Brian Fox at Arthur Andersen.
10/05/00	C WHEELER	2.50	Review of confidentiality agreement; Conf with Mr. Hersh; conf with Mr. Utley; conf with Mr. Buschbaum; arrange follow up with Mr. Lineberger
10/05/00	C WHEELER	.25	Conf with Mr. Levy re confidentiality agreement
10/06/00	C WHEELER	.75	Review of confidentiality agreement; arrange for transmittal; conf with Mr. Levy
10/06/00	A LEVY	1.50	Mtng with C. Wheeler re Confidentiality Agreement; review and revise.
10/09/00	J ZAMMAS	.50	Return call to Martha at iviewit regarding stock certificates.
10/10/00	A LEVY	1.00	Matters re Confidentiality Agreement; patent issues.
10/11/00	C WHEELER	1.50	Conf with Mr. Utley re Ken Rubenstein and Time Warner; conf with Mr. Rubenstein

CLIENT: IVIEWIT.COM, INC.

November 30, 2000

MATTER: GENERAL CORPORATE ADVICE

PAGE: 3

10/11/00 C WHEELER	.50 Conf with Mr. Prolow
10/12/00 C WHEELER	.50 Conf with Mr. Utley
10/12/00 C WHEELER	.25 Conf with Mr. Utley
10/13/00 C WHEELER	.50 Conf with Mr. Utley re investors and confidentiality agreement
10/16/00 M ROBBINS	.25 Inter-office conference with J. Zammas re: outstanding warrants.
10/16/00 J ZAMMAS	.25 Telephone call from Ray Hersch at iviewit; e-mail stock ledger to him.
10/19/00 C WHEELER	1.25 Conf with Mr. Prolow re offer; conf with Mr. Utley; conf with Mr. Utley; conf with Mr. Prolow
10/23/00 C WHEELER	.50 Conf with Mr. Prolow re proposed investor
10/23/00 C WHEELER	.50 Conference w/B.Utley
10/26/00 C WHEELER	1.00 Conf with Mr. Prolow; conf with Mr. Utley; conf with Mr. Reed re trademark and copyright matters
10/31/00 C WHEELER	.50 Conf with Mr. Utley; conf with Mr. Rubenstein; Conf with Mr. Utley re financing

SUMMARY OF HOURS

NAME	HOURS
CHRISTOPHER C. WHEELER	17.00
TOTAL FOR PARTNER	17.00
ANDREW D. LEVY	2.50
MARA LERNER ROBBINS	.75
TOTAL FOR ASSOCIATE	3.25
JILL B. ZAMMAS	1.50
TOTAL FOR LEGAL ASSISTANT	1.50
TOTAL HOURS:	21.75



CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 4

November 30, 2000

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DELIVERY CHARGES	62.42
FAX	5.00
POSTAGE	0.33
REPRODUCTION	13.20
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$80.95

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

382111  
December 6, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED NOVEMBER 30, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$10,138.75

DISBURSEMENTS AND CHARGES: \$24.00

TOTAL DUE: \$10,162.75

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
12/29/99	340154	\$50,154.10	(\$45,506.68)	\$4,647.42
01/31/00	343838	\$85,315.54	\$ .00	\$85,315.54
02/17/00	346259	\$76,349.40	\$ .00	\$76,349.40
03/16/00	349378	\$86,371.06	\$ .00	\$86,371.06
04/30/00	354153	\$10,872.58	\$ .00	\$10,872.58
05/30/00	356497	\$14,823.28	\$ .00	\$14,823.28
06/30/00	360344	\$14,875.71	\$ .00	\$14,875.71
07/30/00	363970	\$1,917.40	\$ .00	\$1,917.40
08/24/00	368777	\$12,186.02	\$ .00	\$12,186.02
09/20/00	371752	\$6,721.47	\$ .00	\$6,721.47
10/13/00	376560	\$7,834.59	\$ .00	\$7,834.59
11/30/00	381460	\$7,547.20	\$ .00	\$7,547.20

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 2

December 6, 2000

DATE	NAME	HOURS	DESCRIPTION
11/01/00	C WHEELER	.25	Conf with Mr. Utley re financing and re Mr. Rubenstein
11/03/00	C WHEELER	.50	Call to Mr. Utley; conf with Mr. Utley re funding;
11/03/00	C WHEELER	.50	Review of stock grant requests
11/05/00	C WHEELER	1.00	Conf with Mr. Utley; conf with Mr. Prolow re investors
11/06/00	C WHEELER	.50	Conf with Mr. Utley re investors
11/06/00	J ZAMMAS	.25	Discuss past due invoice with Mary at iviewit.
11/07/00	C WHEELER	.75	Conf with Mr. Utley re financing; call to Mr. Assaf; conf with Mr. Utley re Mr. Rubenstein
11/08/00	J ZAMMAS	.50	Preparation of receipt for iviewit minute books to be loaned to company; compile minute books for pickup.
11/09/00	C WHEELER	.75	Conf with Mr. Utley re funding ; conf with Mr. Assaf re funds; call to Mr. Prolow
11/09/00	C WHEELER	.50	Conf with Mr. Prolow; conf with Mr. Utley
11/10/00	D THOMPSON II	.50	Telephone conference with Attorney C. Wheeler re bridge financing; Follow-up re same.
11/10/00	C WHEELER	.50	Conf with Mr. Utley re financing
11/13/00	D THOMPSON II	1.25	Conference with Attorney Mara Lerner Robbins; review promissory note; Meeting with Brian Utley.
11/13/00	C WHEELER	.25	Report on Alpine financing
11/13/00	C WHEELER	.25	Report from Mr. Thompson on interim financing; transmittal to Mr. Thompson
11/13/00	M ROBBINS	1.00	Review demand note. Inter-office conference with Rocky Thompson re: demand note and convertible note. Review convertible note.
11/14/00	C WHEELER	.25	Check status of note

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 3

December 6, 2000

11/14/00 M ROBBINS .50 Telephone conference with Rod Bell re: new Alpine investments. Inter-office conference with Rocky Thompson re: same.

11/16/00 D THOMPSON II .50 Follow-up on 2nd round financing.

11/16/00 M ROBBINS .50 Telephone calls to Rod Bell.

11/17/00 D THOMPSON II 2.50 Review 2nd round financing documentation; conferences re same.

11/17/00 M ROBBINS 7.25 Telephone conferences with R. Bell re: Alpine transaction documents. Review and comment upon Securities Purchase Agreement, Convertible Note, Investor Rights Agreement. Meetings with Rocky Thompson re: Alpine transaction documents. E-mails to G. Coleman re: same. Telephone conference with R. Hersh re: draft documents. E-mail to B. Utley and R. Hersh re: draft documents. Preparation of modifications to transaction documents. E-mails to R. Hersh. Review previous Alpine transaction documentation.

11/19/00 D THOMPSON II 1.00 Review 2nd round financing documentation; analysis of same.

11/20/00 D THOMPSON II 2.75 Analysis, review and revise second round financing documentation; Meeting with Maurice Buchsbaum and Ray Hersh

11/20/00 C WHEELER .25 Follow up on Assaf money

11/21/00 D THOMPSON II .50 Telephone conference with Ray Hersh regarding second round financing; analysis of same.

11/21/00 C WHEELER .25 Call from Mr. Prolow

11/22/00 C WHEELER .25 Call to Mr. Prolow

11/27/00 D THOMPSON II .25 Confirm with attorney Mara Robbins regarding secondary financing.

11/27/00 C WHEELER .25 Arrange transmittal of letter of credit information

11/28/00 D THOMPSON II .25 Review status.

11/28/00 C WHEELER .50 Conf with Mr. Utley re financing

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 4

December 6, 2000

11/28/00 M ROBBINS .75 Telephone call from Rocky Thompson re: Alpine transaction. Call to Ray Hersh re: same.  
Respond to e-mail from Rod Bell re: same.

11/28/00 J ZAMMAS .25 Preparation of memorandum to Martha with CorpAmerica, Inc. invoice.

11/29/00 D THOMPSON II .75 Confirm secondary offering terms.

11/29/00 C WHEELER 1.00 Conf with Mr. Utley; conf with Mr. Thompson re funding

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

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

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

11/30/00 D THOMPSON II 1.25 Follow up on Secondary Financing; review and analysis of changes.

11/30/00 C WHEELER .25 Follow up on new promissory note

11/30/00 M ROBBINS 1.25 Review information for Disclosure Schedules from R. Hersh. E-mail to R. Hersh. Calls to Rod Bell. Calls to R. Hersh. E-mails to D. Thompson re: Cross Bow transaction. Inter-office conference with C. Wheeler re: promissory note.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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December 6, 2000

SUMMARY OF HOURS

NAME	HOURS
CHRISTOPHER C. WHEELER	9.50
TOTAL FOR PARTNER	9.50
DONALD E. THOMPSON II	11.50
TOTAL FOR SENIOR COUNSEL	11.50
MARA LERNER ROBBINS	14.25
TOTAL FOR ASSOCIATE	14.25
JILL B. ZAMMAS	1.00
TOTAL FOR LEGAL ASSISTANT	1.00
 TOTAL HOURS:	 36.25

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
FAX	3.00
REPRODUCTION	21.00
 TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	 \$24.00

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

383449  
December 14, 2000

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: TRADEMARK/GENERAL  
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED NOVEMBER 30, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$360.00

TOTAL DUE: \$360.00

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/25/00	342897	\$1,000.00	\$ .00	\$1,000.00
01/25/00	342936	\$881.64	\$ .00	\$881.64
03/15/00	349191	\$4,032.00	\$ .00	\$4,032.00
04/18/00	352753	\$2,238.50	\$ .00	\$2,238.50
07/21/00	363836	\$2,917.26	\$ .00	\$2,917.26
09/20/00	371505	\$165.00	\$ .00	\$165.00
11/17/00	380021	\$825.00	\$ .00	\$825.00

TOTAL OF PRIOR OUTSTANDING INVOICES: \$12,059.40

TOTAL OF CURRENT INVOICE: \$360.00

BALANCE DUE: \$12,419.40

CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK/GENERAL  
PAGE: 2

December 14, 2000

DATE	NAME	HOURS	DESCRIPTION
11/01/00	G REED	.25	Review and process incoming office actions for A SITE FOR SORE EYES (matters 30/31)
11/02/00	G REED	.25	Ltr. Brian Utley re: tm office actions
11/03/00	G REED	.50	Review and process several incoming filing receipts and add'l office actions

SUMMARY OF HOURS

NAME	HOURS
GREGG REED	1.00
TOTAL FOR ASSOCIATE	1.00

TOTAL HOURS: 1.00



IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

386159  
January 11, 2001

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT/42/US  
FILE #: 40017.0011

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$97.00
DISBURSEMENTS AND CHARGES:	\$215.00
	<hr/>
TOTAL DUE:	\$312.00

TOTAL OF CURRENT INVOICE:

\$312.00

CLIENT: IVIEWIT.COM, INC.  
MATTER: IVIEWIT/42/US  
PAGE: 2

January 11, 2001

DATE	NAME	HOURS	DESCRIPTION
12/26/00	B SCHIFF	.75	Correcting Recordal of Change of Name and filing with PTO.

SUMMARY OF HOURS

NAME	HOURS
BARBRA SCHIFF	.75
TOTAL FOR LEGAL ASSISTANT	.75

TOTAL HOURS: .75

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
GOVERNMENT FEES	215.00
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$215.00

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

387122  
January 18, 2001

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED DECEMBER 31, 2000  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$18,332.50
LESS ADJUSTMENT	<u>-1,332.50</u>
	\$17,000.00
DISBURSEMENTS AND CHARGES:	\$544.77
	<u>                    </u>
TOTAL DUE:	\$17,544.77

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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January 18, 2001

DATE	NAME	HOURS	DESCRIPTION
11/30/00	A LEVY	.50	Review Alpine Promissory Note; mtng with MLR.
12/01/00	D THOMPSON II	.50	Conference with Attorney Mara Lerner Robbins re second round financing document.
12/01/00	C WHEELER	.25	Conf with Mr. Utley
12/01/00	C WHEELER	.50	Conf with Mr. Hersh; arrange transmittal of business plan to prospective investors
12/01/00	C WHEELER	.25	Review of correspondence and documents
12/01/00	C WHEELER	.50	Additional review of documents and correspondence
12/01/00	M ROBBINS	6.00	Review redlined revised documents from Rod Bell re: Cross Bow transaction. Preparation of additional modifications to Bell's draft of Securities Purchase Agreement, Investor Rights Agreement and Convertible Note. Telephone conferences with R. Hersh. Meeting with Rocky Thompson re: Cross Bow transaction; shareholders agreement, investor rights agreement, securities purchase agreement. E-mails to Hersh re: deliveries at closing. Correspondence to R. Bell. Draft and preparation of opinion letter. Preparation of Closing Checklist. Telephone conference with R. Hersh re: Disclosure Schedule. Inter-office conferences with Jill Zammass re: documents required for closing and preparation thereof. Preparation of closing documents.
12/01/00	J ZAMMAS	1.25	Get closing binder for Ray Hersh; discuss Shareholders' Agreement with M. Robbins; preparation of Officer Certificates.
12/04/00	D THOMPSON II	.25	Conference with Attorney Mara Lerner Robbins.
12/04/00	C WHEELER	.25	Conf with Jamie Lineberger
12/04/00	M ROBBINS	1.75	Multiple inter-office conferences with J. Zammass re: closing documents. Review and revise opinion to Alpine. Inter-office conference with D. Thompson re: status of Alpine transaction. Preparation of closing documents.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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January 18, 2001

12/04/00 J ZAMMAS 2.25 Work on closing documents; order certified charter documents and good standing certificates for iviewit Holdings, Inc. and all subsidiaries.

12/05/00 D THOMPSON II .25 Status conference with Attorney Mara Lerner Robbins re second round financing.

12/05/00 C WHEELER 1.00 Conf with Mr. Lineberger re status of company need for financing

12/05/00 M ROBBINS 1.50 Meeting with R. Hersh. E-mail to Rod Bell re: disclosure schedules and amendment to Shareholders Agreement. Review and modifications to closing documents. Inter-office conference with D. Thompson re: dissolution of iviewit LLC. E-mail to R. Hersh re: dissolution of iviewit LLC. Inter-office conferences with J. Zammas re: modifications to closing documents; iviewit LLC.

12/05/00 J ZAMMAS .75 Review documents received from the State of Florida; discuss status of iviewit LLC in Delaware with M. Robbins; work on closing documents.

12/06/00 C WHEELER .25 Call to Mr. Utley re Lineberger financing

12/06/00 M ROBBINS 3.50 Review e-mail from R. Hersh re: dissolution of iviewit LLC. Respond to Hersh's e-mail re: same. Telephone conference with Rod Bell re: updating disclosure schedules, possible amendment to shareholders agreement; amended and restated investor rights agreement. Telephone conference with R. Hersh re: disclosure schedules. Meeting with R. Hersh. Preparation of correspondence to Rod Bell. Preparation of correspondence to Rod Bell. Preparation for closing.

12/07/00 D THOMPSON II .75 Secondary Financing issues; Conference with Attorney Mara Lerner Robbins re same.

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

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

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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January 18, 2001

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

12/07/00 J ZAMMAS 3.50 Discuss closing documents with M. Robbins; review Stock Purchase Agreement regarding any restrictions on dissolution of iviewit LLC; telephone CorpAmerica regarding certified documents and status certificates; work on closing documents; preparation of memorandum to M. Robbins regarding franchise tax and reinstatement fees for iviewit LLC; preparation of cancellation form to be filed in Delaware for iviewit LLC; have company put in good standing.

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

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

12/08/00 C WHEELER .75 Conf with Mr. Hersh re capitalization; conf as to priorities on projects

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

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

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

12/08/00 J ZAMMAS 4.50 Compile documents for closing; fax drafts to Rod Bell; revise Directors' Consent; work on closing documents.

12/11/00 R ROWE .25 Rev. issue re conversion to single class -- 144

12/11/00 C WHEELER .25 Review of status of closing

12/11/00 M ROBBINS 6.50 Preparation for Alpine closing. Multiple inter-office conferences with J. Zammas re: same. Review e-mail from S. Romoff re: tax issues upon conversion to one class of stock. E-mails to Dick Rowe re: 144 tacking upon

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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January 18, 2001

conversion to one class of shares. E-mail to D. Thompson re: 144. Draft and preparation of Acknowledgment Agreement re: recapitalization. Multiple telephone conferences with R. Hersh re: interest on notes, closing, acknowledgment agreement. Multiple correspondences to R. Bell re: closing matters. Review correspondence from R. Bell.

12/11/00 J ZAMMAS 1.25 Discuss closing with M. Robbins; compile all documents to be executed.

12/12/00 D THOMPSON II .25 Telephone conference with Attorney Mara Lerner Robbins.

12/12/00 M ROBBINS 5.25 Preparation for closing. Multiple e-mails to and from R. Bell. Conferences with J. Zammas. Telephone conference with R. Bell re: closing matters; interest; acknowledgment agreement. Telephone conference with R. Hersh re: same. Preparation of capitalization table. Correspondence to Utley and Hersh re: capitalization table. Preparation for closing. Meeting with R. Hersh. Telephone conferences with R. Hersh.

12/12/00 J ZAMMAS 3.75 Office conference with M Robbins re executed documents; telephone Martha at iviewit regarding signatures; have stock certificates signed by Eliot Bernstein; issue stock certificates in blank; fax stock certificates to Brian Utley at the Hampton Inn; refax stock certificate to Mr. Utley; preparation of Affidavit of Out of State Delivery; fax to Mr. Utley.

12/13/00 D THOMPSON II .25 Telephone conference with Attorney Mara Lerner Robbins re closing matters.

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

12/13/00 M ROBBINS 4.50 Preparation for closing. Closing.

12/13/00 J ZAMMAS 5.50 Discuss Schedule 2.4 with M. Robbins; compare schedules; fax revised Note and Affidavit to Brian Utley for signatures; revise documents; compile and fax all documents to Rod Bell; issue stock certificates; discuss preparation of closing binders with M. Robbins; fax signed opinion letter to Rod Bell; work on closing binders.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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January 18, 2001

12/14/00 J ZAMMAS 3.00 Discuss signature pages with M. Robbins; telephone Martha regarding Brian Utley's original signature pages; preparation of memorandum to Raymond Hersh regarding fees to cancel iviewit LLC in Delaware; have stock certificates executed by Brian Utley; fax copies of stock certificates to Rod Bell; send original documents to Rod Bell via Federal Express.

12/15/00 C WHEELER .25 Conf with Mr. Prolow re financing

12/15/00 J ZAMMAS .50 Revise preemptive rights letter for Hank Powell's signature; fax to Rod Bell for Hank Powell's signature; request original signature pages from Rod Bell.

12/18/00 M ROBBINS .50 Calls to Rod Bell re: cancellation of notes. Call to Jill Zammass re: cancellation of notes; closing binders.

12/18/00 J ZAMMAS .25 Telephone Rod Bell regarding obtaining copy of canceled \$800,000 note; follow up with Raymond Hersh regarding the cancellation of iviewit LLC.

12/19/00 C WHEELER .25 Call to Mr. Prolow

12/19/00 J ZAMMAS 1.00 Discuss cancellation of promissory notes with M. Robbins; preparation of memorandum to Raymond Hersh attaching canceled notes.

12/20/00 J ZAMMAS .50 Send clean copy of Disclosure Schedule and original opinion letter to Rod Bell;

12/21/00 C WHEELER .50 Conf with Mr. Utley

12/22/00 C WHEELER .25 Conf with Mr. Utley

12/22/00 C WHEELER .50 Review of work items

12/22/00 J ZAMMAS 3.00 Work on closing binders; return call to Martha at iviewit; review files on James Armstrong and discuss with Martha; telephone call from Raymond Hersh regarding the cancellation of iviewit LLC in Delaware; discuss dissolution with M. Robbins.



CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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January 18, 2001

12/26/00 M ROBBINS	1.00	Review DE statutes re: procedure to dissolve. Review LLC Agreement re: dissolution. Inter-office conference with G. Coleman re: restructuring and dissolution.
12/26/00 G COLEMAN	.75	Inter-office conference re: dissolution and reclassification. Review Delaware law.
12/26/00 G COLEMAN	.25	Inter-office conference re: restructuring.
12/27/00 M ROBBINS	1.00	Draft and preparation of written consent re: dissolution of iviewit LLC. Preparation of memo to B. Utley. Preparation of correspondence to CorpAmerica.
12/28/00 M ROBBINS	.25	Inter-office conferences with J. Zammass re: Plan of Dissolution.
12/28/00 G COLEMAN	.50	Inter-office conference re: dissolution. Review Delaware law.
12/28/00 J ZAMMAS	1.00	Preparation of Plan of Liquidation and Dissolution of iviewit LLC.
12/29/00 D THOMPSON II	.25	Conference with Attorney Mara Lerner Robbins re dissolution issues.
12/29/00 C WHEELER	.50	Conf with Mr. Prolow re financing
12/29/00 M ROBBINS	.50	Review plan of dissolution. Inter-office conferences with J. Zammass re: same.
12/29/00 J ZAMMAS	1.75	Review iviewit LLC's LLC Agreement with M. Robbins in connection with preparation of Plan of Dissolution; preparation of joint consent to dissolution; have executed by Brian Utley and Simon Bernstein; follow up regarding obtaining signatures on consent.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 9

January 18, 2001

SUMMARY OF HOURS

NAME	HOURS
CHRISTOPHER C. WHEELER	8.50
RICHARD H. ROWE	1.00
TOTAL FOR PARTNER	9.50
DONALD E. THOMPSON II	4.25
TOTAL FOR SENIOR COUNSEL	4.25
ANDREW D. LEVY	.50
GAYLE COLEMAN	1.50
MARA LERNER ROBBINS	45.50
TOTAL FOR ASSOCIATE	47.50
JILL B. ZAMMAS	33.75
TOTAL FOR LEGAL ASSISTANT	33.75

TOTAL HOURS: 95.00

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DELIVERY CHARGES	91.32
FAX	205.00
LONG DISTANCE TELEPHONE	6.45
REPRODUCTION	242.00
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$544.77

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

391231  
February 9, 2001

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED JANUARY 31, 2001  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$18,053.75

DISBURSEMENTS AND CHARGES: \$861.52

TOTAL DUE: \$18,915.27

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$ .00	\$76,349.40
03/16/00	349378	\$86,371.06	\$ .00	\$86,371.06
04/30/00	354153	\$10,872.58	\$ .00	\$10,872.58
05/30/00	356497	\$14,823.28	\$ .00	\$14,823.28
06/30/00	360344	\$14,875.71	\$ .00	\$14,875.71
07/30/00	363970	\$1,917.40	\$ .00	\$1,917.40
08/24/00	368777	\$12,186.02	\$ .00	\$12,186.02
09/20/00	371752	\$6,721.47	\$ .00	\$6,721.47
10/13/00	376560	\$7,834.59	\$ .00	\$7,834.59
11/30/00	381460	\$7,547.20	\$ .00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 2

February 9, 2001

DATE	NAME	HOURS	DESCRIPTION
01/05/01	C WHEELER	.50	Conf with Mr. Prolow re status of new financing
01/09/01	D THOMPSON II	.25	Conference with Attorney Mara Lerner Robbins re offering.
01/09/01	J ZAMMAS	.50	Preparation of memorandum to Diana Israel enclosing annual reports for iviewit.com, Inc. and iviewit Technologies, Inc.
01/10/01	C WHEELER	1.00	Follow up on term sheet for Tiedemann investment
01/11/01	C WHEELER	.50	Conf with Mr. Hersh; arrange for follow up on investment by Prolow
01/11/01	M ROBBINS	1.75	Inter-office conference with C. Wheeler re: Prolow term sheet. Meeting with D. Thompson re: contents of term sheet; preemptive rights; anti-dilution rights. Telephone conference with R. Hersh re: Prolow note and warrant offering. Review Alpine documentation re: anti-dilution and preemptive rights.
01/12/01	C WHEELER	.50	Arrange for follow up on investigation; check on status of documentation for Prolow loan
01/12/01	M ROBBINS	1.25	Review certificate of designation re: anti-dilution provisions. Review investor rights agreement re: preemptive rights. Meeting with R. Hersh re: \$600,000 private offering. E-mail to D. Thompson re: term sheet.
01/12/01	J ZAMMAS	1.25	Discuss search to be performed on Digital Editing Systems for B. Utley; telephone litigation paralegal regarding Nexis search; work on closing binders; discuss searches with C. Wheeler; perform CT Advantage searches on Digital Editing Systems for B. Utley.
01/15/01	S KAPP	.25	Conf. with p/l re:DES and Markinson
01/15/01	D THOMPSON II	.50	Conference with Attorney Mara Lerner Robbins re investment issues.
01/15/01	C WHEELER	.50	Follow up on status

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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February 9, 2001

01/15/01 M ROBBINS 3.25 Inter-office conferences with D. Thompson re: Prolow offering. Review SEC rules re: accreditation of LLC. Preparation of Tiedemann subscription documents, note and warrant. Telephone conference with R. Hersh. Review Alpine documents re: preemptive/anti-dilution rights; stockholder's agreement.

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

01/15/01 J ZAMMAS 2.00 Memo to Brian Utley attaching closing binder; perform searches on Digital Entertainment Solutions for Mr. Utley; memorandum to Diana Israel attaching invoice for good standing certificates.

01/16/01 M ROBBINS 2.50 Preparation of Tiedemann Prolow subscription documents. Telephone conferences with R. Hersh.

01/16/01 G COLEMAN .25 Inter-office conference re: stock split issues.

01/17/01 D THOMPSON II 2.00 Review and revise Subscription Booklet, Convertible Note and Warrant for Tiedemann offering.

01/17/01 C WHEELER 1.00 Conf with Mr. Thompson re stock split, stock option plan, stock distribution; conf with Mr. Utley re same

01/17/01 M ROBBINS 3.50 Draft and preparation of Warrant Agreement. Draft and preparation of Convertible Promissory Note. Modifications to Subscription Documents. Memo to D. Thompson. Telephone conferences with R. Hersh.

01/17/01 J ZAMMAS .25 Review documents received from Diana Israel.

01/18/01 D THOMPSON II .75 Conference with Attorney Mara Lerner Robbins re reorganization and stock issuances.

01/18/01 M ROBBINS 3.50 Preparation of subscription agreement, convertible note and warrant. Meeting with D. Thompson re: comments to Tiedemann investment documents. Inter-office conferences with G. Coleman re: risk factors. Meeting with Rocky Thompson re: stock split. Inter-office conference with A. Levy re: stock split.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 4

February 9, 2001

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

01/18/01 A LEVY 2.75 Prepare documentation for stock split.

01/19/01 M ROBBINS 2.75 Preparation of subscription agreement, form of convertible note, form of warrant. Multiple inter-office conferences with A. Levy re: stock split matters; capitalization. Reconciliation of cap table. Telephone conferences with B. Utley re: capitalization of iviewit Holdings.

01/19/01 A LEVY .75 OC with M. Robbins re capitalization of iviewit; prepare joint shareholder resolution.

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

01/22/01 M ROBBINS 1.75 Reconciliation of stock issuances. Review Alpine documents re: ability of E. Bernstein to gift shares. Review file re: reorganization. E-mails to D. Thompson re: moving stockholders of subsidiary to parent level.

01/23/01 A GUTWEIN .75 Review document; re tax issues on roll up

01/23/01 D THOMPSON II .50 Analysis of corporate organization and structure; Follow-up re same.

01/23/01 C WHEELER .50 Meeting with principals of Internet train

01/23/01 C WHEELER 1.00 Meeting with Mr. Utley and Gayle Coleman

01/23/01 C WHEELER .50 Conf with Mr. Utley re follow up

01/23/01 M ROBBINS 1.75 Review file re: share exchange with minority iviewit Technologies stockholders. Telephone conference with R. Hersh re: Tiedemann Prolow offering. Meeting with R. Hersh re: same. Modifications to offering documents.

01/23/01 G COLEMAN 2.00 Conference with B. Utley and C. Wheeler. Draft letter of intent. Telephone conferences with B. Utley. Revise letter of intent. Forward same.

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

01/24/01 A GUTWEIN 1.75 Conf. R. Thompson; review transaction documents

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 5

February 9, 2001

01/24/01 D THOMPSON II .50 Follow-up on reorganization matters and stock matters.

01/24/01 C WHEELER 1.00 Conf with Mr. Utley; revise letter of intent

01/24/01 C WHEELER 1.00 Revision of document

01/24/01 M ROBBINS 1.50 Modifications to Tiedemann Prolow investment documents. Telephone conferences with R. Hersh. Correspondence to B. Utley re: draft investment documents. Review file re: share exchange with minority iviewit Technologies stockholders. Review memoranda re: same.

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

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

01/26/01 D THOMPSON II .50 Telephone conference with Abe Gutwein re restructuring.

01/26/01 C WHEELER .50 Conf with Mr. Utley

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

01/29/01 D THOMPSON II .50 Conference with Attorney Mara Lerner Robbins reorganization matters.

01/29/01 C WHEELER 1.00 Conf with Mr. Smith re documentation; conf with Mr. Utley; conf with Mr. Levy

01/29/01 M ROBBINS 1.00 Meeting with Rocky Thompson re: tax matters relative to share exchange options. Review file re: form of Share Exchange Option Agreement. Review form of Share Exchange Option Agreement.

01/30/01 D THOMPSON II .25 Review Exchange Agreement.

01/30/01 C WHEELER 2.00 Board Meeting

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

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

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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February 9, 2001

01/30/01 M ROBBINS 3.25 Draft and preparation of form of Share Exchange Agreement for minority subsidiary shareholders. Inter-office conference with Jill Zammass re: previous execution of share exchange option agreement. Correspondence to Brian Utley re: execution of Share Exchange Option Agreements. Meeting with Chris Wheeler re: Tiedemann subscription documents. Call to Craig Smith.

01/30/01 J ZAMMAS .75 Review files regarding Share Exchange Agreement for M. Robbins.

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

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

01/31/01 M ROBBINS .25 Inter-office conferences with J. Zammass re: convertible notes and maturity dates.

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

SUMMARY OF HOURS

NAME	HOURS
CHRISTOPHER C. WHEELER	12.75
TOTAL FOR PARTNER	12.75
ABRAHAM GUTWEIN	2.50
DONALD E. THOMPSON II	5.75
KEVIN J. HEALY	.50
TOTAL FOR SENIOR COUNSEL	8.75
ANDREW D. LEVY	11.00
GAYLE COLEMAN	6.25
MARA LERNER ROBBINS	28.75
STUART T. KAPP	.25
TOTAL FOR ASSOCIATE	46.25
JILL B. ZAMMAS	4.75
TOTAL FOR LEGAL ASSISTANT	4.75

TOTAL HOURS: 72.50



CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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February 9, 2001

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
FAX	18.00
LEXIS	540.00
LONG DISTANCE TELEPHONE	0.92
REPRODUCTION	302.60
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$861.52

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

394765  
March 6, 2001

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 28, 2001  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$7,230.00

DISBURSEMENTS AND CHARGES: \$73.45

TOTAL DUE: \$7,303.45

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$ .00	\$76,349.40
03/16/00	349378	\$86,371.06	\$ .00	\$86,371.06
04/30/00	354153	\$10,872.58	\$ .00	\$10,872.58
05/30/00	356497	\$14,823.28	\$ .00	\$14,823.28
06/30/00	360344	\$14,875.71	\$ .00	\$14,875.71
07/30/00	363970	\$1,917.40	\$ .00	\$1,917.40
08/24/00	368777	\$12,186.02	\$ .00	\$12,186.02
09/20/00	371752	\$6,721.47	\$ .00	\$6,721.47
10/13/00	376560	\$7,834.59	\$ .00	\$7,834.59
11/30/00	381460	\$7,547.20	\$ .00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77
02/09/01	391231	\$18,915.27	\$ .00	\$18,915.27

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 2

March 6, 2001

DATE	NAME	HOURS	DESCRIPTION
02/01/01	D THOMPSON II	.50	Status review on pending projects.
02/01/01	C WHEELER	.25	Conf as to meetings
02/01/01	M ROBBINS	.25	Conference with J. Zammass re: Iantoni notes.
02/02/01	D THOMPSON II	.75	Meeting with Brian Utley re pending projects.
02/02/01	C WHEELER	.50	Conf with Mr. Prolow
02/02/01	M ROBBINS	.75	Inter-office conference with Rocky Thompson re: Share Exchange Agreement. Inter-office conference with A. Levy re: stock split; short-form merger; gift of E. Bernstein shares. Inter-office conference with J. Zammass re: Iantoni notes.
02/02/01	J ZAMMAS	.50	Discuss promissory notes with M. Robbins; review files.
02/02/01	A LEVY	.75	General corporate matters.
02/05/01	C WHEELER	2.50	Meeting as to structure of Internet train acquisition
02/05/01	C WHEELER	.50	Correspondence re intellectual property follow up
02/05/01	J ZAMMAS	.25	Telephone call from Jill Iantoni regarding promissory notes; telephone Diana at iviewit regarding notes.
02/05/01	A LEVY	.25	General corporate matters.
02/06/01	C WHEELER	.50	Conf with Mr. Utley; message to New York trademark attorneys
02/06/01	A LEVY	.25	General corporate matters.
02/07/01	D THOMPSON II	1.75	Review Tiedemann documents; Follow-up re same; Telephone conference with Craig Smith.
02/07/01	A LEVY	.50	General corporate matters; OC with DET re stock split.
02/08/01	A LEVY	.50	Meeting with R. Hersh re GMA License Agreement.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
PAGE: 3

March 6, 2001

02/09/01 D THOMPSON II 1.25 Telephone conference with Ray Hersh re  
Tiedemann Prolow investment; revise docs.

02/09/01 A LEVY .50 General corporate matters.

02/11/01 D THOMPSON II .50 Review and revise Tiedemann documents.

02/12/01 D THOMPSON II 1.75 Review and analysis of anti-dilution protection  
in connection with Tiedemann purchase.

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

02/13/01 D THOMPSON II .50 Follow-up on stock split issues and share  
exchange.

02/13/01 J ZAMMAS .50 Preparation of Directors' resolution regarding  
Share Exchange Agreement;

02/13/01 A LEVY .50 OC with DET re effect of anti-dilutive  
provisions on warrant issuance; review  
Certificate of Incorporation re same.

02/14/01 D THOMPSON II 1.50 Review and revise Share Exchange Agreement and  
Board resolutions re same; Telephone conference  
with Attorney Abe Gutwein re tax issues on  
Exchange.

02/14/01 A LEVY .50 Review message from E. Lewin and calculate  
franchise tax.

02/15/01 D THOMPSON II .50 Telephone conference with Craig Smith of  
Tiedemann Purlow; Follow-up with Brian Utley re  
same.

02/15/01 A LEVY .50 TC with E. Lewin.

02/20/01 C WHEELER 1.00 Conf as to merger transaction

02/20/01 C WHEELER .25 Conf with accountants; conf with Mr. Utley re  
potential investor

02/20/01 J ZAMMAS .25 Telephone CorpAmerica, Inc. regarding invoice;  
give invoice to Mary at iviewit.

02/21/01 A LEVY .25 Mtng with DET re pending projects.

02/22/01 D THOMPSON II .25 Status conference with Attorney A. Levy re  
pending projects; Follow-up re same.

CLIENT: IVIEWIT.COM, INC.  
MATTER: GENERAL CORPORATE ADVICE  
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March 6, 2001

02/23/01 C WHEELER 1.00 Review of correspondence; call to Mr. Berg  
02/23/01 A LEVY .25 OC with DET re proposed financing.  
02/26/01 S KAPP .50 Conf. with CCW regarding matter involving  
dispute with PR person  
02/26/01 A LEVY .50 Matters re proposed applet purchase.

SUMMARY OF HOURS

NAME	HOURS
CHRISTOPHER C. WHEELER	6.50
TOTAL FOR PARTNER	6.50
DONALD E. THOMPSON II	9.25
TOTAL FOR SENIOR COUNSEL	9.25
ANDREW D. LEVY	7.00
MARA LERNER ROBBINS	1.00
STUART T. KAPP	.50
TOTAL FOR ASSOCIATE	8.50
JILL B. ZAMMAS	1.50
TOTAL FOR LEGAL ASSISTANT	1.50

TOTAL HOURS: 25.75

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
CORP. SERVICE	34.00
DELIVERY CHARGES	29.08
LONG DISTANCE TELEPHONE	7.77
REPRODUCTION	2.60
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$73.45

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

395537  
March 12, 2001

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: TRADEMARK/GENERAL  
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED FEBRUARY 28, 2001  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$630.00  
DISBURSEMENTS AND CHARGES: \$2.76  
TOTAL DUE: \$632.76

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
03/15/00	349191	\$4,032.00	\$ .00	\$4,032.00
04/18/00	352753	\$2,238.50	\$ .00	\$2,238.50
07/21/00	363836	\$2,917.26	\$ .00	\$2,917.26
09/20/00	371505	\$165.00	\$ .00	\$165.00
11/17/00	380021	\$825.00	\$ .00	\$825.00
TOTAL OF PRIOR OUTSTANDING INVOICES:				\$10,177.76
TOTAL OF CURRENT INVOICE:				\$632.76
BALANCE DUE:				\$10,810.52 =====

CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK/GENERAL  
PAGE: 2

March 12, 2001

DATE	NAME	HOURS	DESCRIPTION
02/02/01	G REED	1.25	Follow up on office action deadlines; review all files
02/07/01	G REED	.50	File review and communications w/ C. Wheeler re: trademark deadlines and potential work to be done

SUMMARY OF HOURS

NAME	HOURS
GREGG REED	1.75
TOTAL FOR ASSOCIATE	1.75

TOTAL HOURS: 1.75

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	2.76
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$2.76

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

399271  
April 6, 2001

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT LOGO/42/US  
FILE #: 40017.0034

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$137.00
DISBURSEMENTS AND CHARGES:	\$10.66
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TOTAL DUE:	\$147.66

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363835	\$975.00	\$ .00	\$975.00
11/17/00	380023	\$82.92	\$ .00	\$82.92



CLIENT: IVIEWIT.COM, INC.  
MATTER: IVIEWIT LOGO/42/US  
PAGE: 2

April 6, 2001

DATE	NAME	HOURS	DESCRIPTION
03/22/01	S GORDON	.75	Obtaining information for drafting goods descriptions and preparing new drawing pages in response to Office Action.
03/26/01	B SCHIFF	.25	Ltr to PTO fwdg Response to Office Action

SUMMARY OF HOURS

NAME	HOURS
BARBRA SCHIFF	.25
STACEY A. GORDON	.75
TOTAL FOR LEGAL ASSISTANT	1.00

TOTAL HOURS: 1.00

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	0.46
REPRODUCTION	10.20
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$10.66

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

399272  
April 6, 2001

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT LOGO/38/US  
FILE #: 40017.0033

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$137.00
DISBURSEMENTS AND CHARGES:	\$ .46
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TOTAL DUE:	\$137.46

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363844	\$975.00	\$ .00	\$975.00

CLIENT: IVIEWIT.COM, INC.  
MATTER: IVIEWIT LOGO/38/US  
PAGE: 2

April 6, 2001

DATE	NAME	HOURS	DESCRIPTION
03/22/01	S GORDON	.75	Obtaining information for drafting goods descriptions and preparing new drawing pages in response to Office Action.
03/26/01	B SCHIFF	.25	Ltr to PTO and filing Response to Office Action.

SUMMARY OF HOURS

NAME	HOURS
BARBRA SCHIFF	.25
STACEY A. GORDON	.75
TOTAL FOR LEGAL ASSISTANT	1.00

TOTAL HOURS: 1.00

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	0.46
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$.46

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

399273  
April 6, 2001

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT/42/US  
FILE #: 40017.0032

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$120.00
DISBURSEMENTS AND CHARGES:	\$203.91
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TOTAL DUE:	\$323.91

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
07/21/00	363834	\$975.00	\$ .00	\$975.00
11/17/00	380025	\$97.76	\$ .00	\$97.76

CLIENT: IVIEWIT.COM, INC.  
MATTER: IVIEWIT/42/US  
PAGE: 2

April 6, 2001

DATE	NAME	HOURS	DESCRIPTION
03/23/01	A KAPLAN	.50	Assisted GR in finalizing opposition brief
03/26/01	B SCHIFF	.25	Ltr to PTO fwdg Response to Office Action

SUMMARY OF HOURS

NAME	HOURS
ALEXANDER KAPLAN	.50
TOTAL FOR ASSOCIATE	.50
BARBRA SCHIFF	.25
TOTAL FOR LEGAL ASSISTANT	.25
TOTAL HOURS:	.75

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
LONG DISTANCE TELEPHONE	0.92
WESTLAW	202.99
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$203.91

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

399274  
April 6, 2001

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: TRADEMARK/GENERAL  
FILE #: 40017.0019

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES:	\$4,882.00
DISBURSEMENTS AND CHARGES:	\$68.64
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TOTAL DUE:	\$4,950.64

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
03/15/00	349191	\$4,032.00	\$ .00	\$4,032.00
04/18/00	352753	\$2,238.50	\$ .00	\$2,238.50
07/21/00	363836	\$2,917.26	\$ .00	\$2,917.26
09/20/00	371505	\$165.00	\$ .00	\$165.00
11/17/00	380021	\$825.00	\$ .00	\$825.00
03/12/01	395537	\$632.76	\$ .00	\$632.76

CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK/GENERAL  
PAGE: 2

April 6, 2001

DATE	NAME	HOURS	DESCRIPTION
03/09/01	G REED	.50	Review deadlines; mtg. K. Healy
03/09/01	K HEALY	.50	Tc to A. Levy re IP Reps and Warranties; discuss Response to Office Action with G. Reed
03/14/01	G REED	1.25	F/u on t/c conference w/ B. Utley and C. Wheeler; review all files; ltr to B. Utley
03/16/01	G REED	.25	Updating PATTSY to reflect decisions reached w/ client on apps. to pursue
03/21/01	G REED	3.25	Work drafting office action responses; incl. accompanying declaration; specimen search
03/22/01	G REED	4.00	Work on 3 office actions for IVIEWIT and IVIEWIT Logos incl. preparations of declarations, substitute specimens and sub drawing pages; delivered drafts to Brian Utley
03/23/01	G REED	1.00	Legal research re: office action responses (computer - crowded field)
03/26/01	G REED	2.00	Work re: filing 3 office action responses and extension request - Filed.
03/27/01	G REED	.25	T/c Fl. office re: preliminary search for ILEARNIT
03/29/01	G REED	.50	Review prelim. search results for ILEARNIT

SUMMARY OF HOURS

NAME	HOURS
KEVIN J. HEALY	.50
TOTAL FOR SENIOR COUNSEL	.50
GREGG REED	13.00
TOTAL FOR ASSOCIATE	13.00
TOTAL HOURS:	13.50

CLIENT: IVIEWIT.COM, INC.  
MATTER: TRADEMARK/GENERAL  
PAGE: 3

April 6, 2001

DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
FAX	33.00
LONG DISTANCE TELEPHONE	4.14
POSTAGE	1.39
WESTLAW	30.11
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$68.64



IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. ELIOT I. BERNSTEIN

399275  
April 6, 2001

**PROSKAUER ROSE LLP**

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: IVIEWIT/38/US  
FILE #: 40017.0010

**FOR LEGAL SERVICES RENDERED** INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001  
FIXED FEE FOR PREPARATION AND FILING OF EXTENSION REQUEST

TOTAL FEES: \$500.00

TOTAL DUE: \$500.00

**OUTSTANDING INVOICES**

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
04/18/00	352752	\$76.25	\$ .00	\$76.25

IVIEWIT.COM, INC.  
2255 GLADES ROAD  
SUITE 337 WEST  
BOCA RATON, FL 33431-7360  
ATTENTION: MR. BRIAN G. UTLEY

400158  
April 11, 2001

## PROSKAUER ROSE LLP

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

Employer Identification No. 13-1840454

CLIENT NAME: IVIEWIT.COM, INC.  
MATTER NAME: GENERAL CORPORATE ADVICE  
FILE #: 40017.0001

FOR LEGAL SERVICES RENDERED INCLUDING DISBURSEMENTS AND  
CHARGES INCURRED FOR THE PERIOD ENDED MARCH 31, 2001  
AS SET FORTH IN THE ATTACHED PRINTOUT

TOTAL FEES: \$18,695.00

DISBURSEMENTS AND CHARGES: \$186.61

TOTAL DUE: \$18,881.61

### OUTSTANDING INVOICES

DATE	INVOICE	AMOUNT	PAYMENTS	REMAINING BALANCE
01/31/00	343838	\$85,315.54	(\$43,470.94)	\$41,844.60
02/17/00	346259	\$76,349.40	\$ .00	\$76,349.40
03/16/00	349378	\$86,371.06	\$ .00	\$86,371.06
04/30/00	354153	\$10,872.58	\$ .00	\$10,872.58
05/30/00	356497	\$14,823.28	\$ .00	\$14,823.28
06/30/00	360344	\$14,875.71	\$ .00	\$14,875.71
07/30/00	363970	\$1,917.40	\$ .00	\$1,917.40
08/24/00	368777	\$12,186.02	\$ .00	\$12,186.02
09/20/00	371752	\$6,721.47	\$ .00	\$6,721.47
10/13/00	376560	\$7,834.59	\$ .00	\$7,834.59
11/30/00	381460	\$7,547.20	\$ .00	\$7,547.20
12/06/00	382111	\$10,162.75	(\$4,640.00)	\$5,522.75
01/18/01	387122	\$17,544.77	(\$4,688.00)	\$12,856.77
02/09/01	391231	\$18,915.27	\$ .00	\$18,915.27
03/06/01	394765	\$7,303.45	(\$7,000.00)	\$303.45

CLIENT: IVIEWIT.COM, INC.

April 11, 2001

MATTER: GENERAL CORPORATE ADVICE

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DATE NAME HOURS DESCRIPTION

03/01/01	D THOMPSON II	.25	Telephone conference with Bill Caster re stock issues.
03/01/01	C WHEELER	.25	Message from Greg Reed
03/02/01	C WHEELER	.25	Call from Mr. Utley re LA contractual matter
03/02/01	A LEVY	.25	OC with DET re applet purchase.
03/06/01	C WHEELER	1.00	Review of correspondence; conf with Mr. Burg
03/06/01	J ZAMMAS	.25	Telephone call from Guy Iantoni; fax copies of notes to him.
03/07/01	D THOMPSON II	.50	Telephone conference with Brian Utley re Tiedemann, Stock Split and Exchange offer; Conference with Attorney A. Levy re stock split.
03/08/01	D THOMPSON II	.75	Telephone conference with Ray Hersch re Tiedmann/Prolaw investment; review and update agreements.
03/08/01	A LEVY	.50	General corporate matters.
03/09/01	D THOMPSON II	.50	Follow-up on investment issues.
03/09/01	C WHEELER	2.00	Meeting with Mr. Utley and Mr. Hersh; message as to trademark matters
03/09/01	A LEVY	.50	General corporate matters.
03/12/01	D THOMPSON II	.50	Meeting with Ray Hersh; prepare for same.
03/12/01	A LEVY	4.00	Matters re Apple Purchase Agreement.
03/13/01	D THOMPSON II	2.00	Follow-up on stock split, share exchange and gift matters; Meeting with Brian Utley and Ray Hersh re stock acquisition and asset acquisition.
03/13/01	C WHEELER	2.00	Conf with Mr. Utley; meeting with Mr. Thompson and Mr. Utley re merger; call to Epsilon re interest in investment;
03/13/01	C WHEELER	1.00	Call to Mr. Reid; conf with Mr. Reid

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03/13/01 J ZAMMAS 4.00 Discussion with R. Thompson regarding stock split; telephone Brian Utley regarding obtaining signatures on documents; discuss with A. Levy; work on Share Exchange Agreements and Stock Power for Eliot Bernstein; preparation of memorandum to Brian Utley.

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

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

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

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

03/15/01 S KAPP .75 Conf. with CCW re: rvw of note, rvw note and mark comments for CCW

03/15/01 S KAPP .25 T/c with B. Utley re: modifications and differences btwn executed note and current note

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

03/15/01 D THOMPSON II .25 Conference re promissory note with Attorney Stuart Kapp.

03/15/01 C WHEELER .25 Review status of trademark matters

03/15/01 A LEVY 2.50 General corporate matters.

03/16/01 S KAPP 1.50 T/c with CCW re: Rod Bell, t/c with Atty Bell, t/c Brian Utley, finalize and correct final version of note, coordinate execution by B. Utley, f/u t/c to Atty Bell, draft ltr to Atty Bell

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

03/16/01 C WHEELER 1.00 Conf with Mr. Thompson re preparation of contracts; conf with Mr. Utley re same; conf as to promissory note and transmittal of funds

03/16/01 J ZAMMAS .25 Review agreements; preparation of closing checklist.

03/16/01 A LEVY .25 TC re capitalization of iviewit Holdings.

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

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

03/19/01 D THOMPSON II .25 Revise Tiedemann Prolow documentation.

03/19/01 C WHEELER 1.00 Review of agreement

03/19/01 J ZAMMAS 6.00 Work on closing checklist; resolutions and Bills of Sale.

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

03/20/01 D THOMPSON II 1.50 Prepare Exhibits to Purchase and Exchange Agreements with paralegal Jill Zammass re closing checklist and documentation.

03/20/01 D THOMPSON II .25 Send out Tiedemann/Prolow documentation.

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

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

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

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

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

03/21/01 C WHEELER .25 Correspondence from and to Eliot Bernstein re Scanlon

03/21/01 C WHEELER .50 Conf with Mr. Powell

03/21/01 C WHEELER .25 Call to counsel for Scanlan

03/22/01 C WHEELER .25 Conf with Mr. Assaf re possible investment

03/22/01 J ZAMMAS .25 Follow up with R. Thompson and A. Levy regarding executed Share Exchange Agreements.

03/23/01 C WHEELER 1.00 Conf with Mr. Utley re investors; correspondence from Mr. Bernstein; conf as to Scanlon settlement

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03/26/01 J ZAMMAS .50 Check name availability for Raymond Hersh;  
discuss findings with Raymond Hersh.

03/27/01 D THOMPSON II .25 Conference with paralegal Jill Zamas re  
trademark issues.

03/27/01 J ZAMMAS .25 Have Greg Reed in the NY office perform a  
federal trademark search on iLearnit.

03/27/01 A LEVY .25 Mtng with R. Hersh re capitalization matters.

03/28/01 C WHEELER .50 Follow up on merger and related matters; review  
of trademark situation

03/28/01 C WHEELER .50 Follow up on iviewit past dues

03/29/01 J ZAMMAS .25 Contact Greg Reed in NY office regarding  
preliminary trademark search on iLearnit, Inc.

03/30/01 J ZAMMAS .25 Follow up with Gregg Reed regarding trademark  
search.

03/30/01 S GORDON .75 Preliminary trademark search for ILEARNIT.

SUMMARY OF HOURS

NAME	HOURS
CHRISTOPHER C. WHEELER	14.25
TOTAL FOR PARTNER	14.25
DONALD E. THOMPSON II	27.50
TOTAL FOR SENIOR COUNSEL	27.50
ANDREW D. LEVY	12.00
STUART T. KAPP	2.50
TOTAL FOR ASSOCIATE	14.50
JILL B. ZAMMAS	15.00
STACEY A. GORDON	.75
TOTAL FOR LEGAL ASSISTANT	15.75
TOTAL HOURS:	72.00

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DISBURSEMENTS AND CHARGES

DESCRIPTION:	AMOUNT
DELIVERY CHARGES	10.11
FAX	13.00
POSTAGE	1.50
REPRODUCTION	162.00
TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$186.61