

## STOCK LEDGER

### Capitalization of iviewit Holdings, Inc.

#### Fully-Diluted

(For Non-Diluted, See End of Chart)

Shareholder	Number and Class of Shares
Eliot I. Bernstein (1)	11,320 Class A Common
Simon L. Bernstein (1)	5,350 Class A Common
The Joshua Bernstein 1999 Trust (1)	2,415 Class B Common
The Jacob Bernstein 1999 Trust (1)	2,415 Class B Common
Gerald R. Lewin & Barbara S. Lewin (1)	2,000 Class B Common
Erika R. Lewin (1)	250 Class B Common
Jennifer P. Lewin (1)	250 Class B Common
James Osterling (1)	1,250 Class B Common
James Armstrong (1)	1,750 Class B Common
Guy Iantoni (1)	1,250 Class B Common
Jill Iantoni (1)	1,250 Class B Common
Andrew Dietz (1)	1,250 Class B Common
Donna Dietz (1)	1,250 Class B Common
Patricia Daniels (1)	1,250 Class B Common
Bettie Stanger (1)	500 Class B Common
Lisa Friedstein (1)	2,500 Class B Common
Donald G. Kane, II (1)	1,663 Class B Common
Eliot I. Bernstein (1)	7,500 Class B Common

Simon L. Bernstein (1)	5,000 Class B Common
Brian G. Utley (1) (2)	1,714 Class B Common
INVESTECH Holdings L.L.C.	3,007 Class A Common
Alpine Venture Capital Partners LP	2,580 Series A Preferred
Joan Stark (3)	522 Class B Common
Emerald Capital Partners, Inc. (4)	2,250 Class B Common
Jason Gregg	645 Class A Common

**iviewit Technologies, Inc.  
(f/k/a iviewit Holdings, Inc.)  
Stockholders**

Stockholder	Number and Class of Shares	Stock Issued
iviewit Holdings, Inc.	55,134 Class A Voting Common	1-A & 3-A
New Media Holdings, Inc.	1,250 Class B Non-Voting Common	1-B
Proskauer Rose LLP	1,250 Class B Non-Voting Common	2-B
Zakirul Shirajee	1,250 Class B Non-Voting Common	3-B
Jude Rosario	1,250 Class B Non-Voting Common	4-B

**iviewit Technologies, Inc. Capitalization**

<b>Total Class A common stock issued and outstanding:</b>	<b>55,134</b>
<b>Total Class B common stock issued and outstanding:</b>	<b>5,000</b>
<b>Total Class A and B common stock issued and outstanding:</b>	<b>60,134</b>

**iviewit.com, Inc.  
Stockholders**

<b>Stockholder</b>	<b>Number of Shares</b>	<b>Percentage of Ownership</b>	<b>Amount of Consideration Received</b>	<b>Stock Issued</b>
iviewit Technologies, Inc. (transferred from iviewit LLC)	100	100%	Restructuring	No. 1

**iviewit LLC**  
**GRANTS OF LLC MEMBERSHIP UNITS**

<b>Member</b>	<b>Number of Units</b>	<b>Date Letter Sent</b>	<b>Date Letter Received</b>	<b>Consideration Received</b>	<b>Date Member Certificate Issued</b>
New Media Holdings, Inc.	12,500 Class B	7/8/99	7/30/99	\$625.00	
Jude Rosario	12,500 Class B	7/8/99	7/15/99	To be paid in one year	
Proskauer Rose LLP	12,500 Class B	7/8/99	7/9/99	\$625.00	
iviewit Holdings, Inc.	521,268 Class A	7/8/99	7/9/99	Contribution of Patents	
Zakirul Shirajee	12,500 Class B	7/8/99	7/15/99	To be paid in one year	
INVESTECH Holdings L.L.C (1)	30,067 Class A	11/1/99	11/17/99	Conversion of note	

**Total Outstanding: 601,335 Membership Units, consisting of**  
**551,335 Class A Units**  
**50,000 Class B Units**

**iviewit.com LLC  
Promissory Noteholders**

<b>Noteholder/Requested Amount</b>	<b>Date Letter Sent</b>	<b>Date Letter Received</b>	<b>Amount of Check Received</b>	<b>Date Promissory Note Mailed</b>
Simon L. Bernstein \$30,000	7/8/99	7/13/99	\$30,000	8/23/99
Gerald R. Lewin \$15,000	7/8/99	8/3/99	\$15,000	8/23/99
Barbara Lewin \$15,000	7/8/99	8/3/99	\$15,000	8/18/99
Guy Iantoni \$11,790 \$ 3,210	7/8/99 10/8/99	7/14/99 10/29/99	\$11,790 \$ 3,210	8/18/99 11/5/99
Jill Iantoni \$10,000 \$ 5,000	7/8/99 10/8/99	7/14/99 10/29/99	\$10,000 \$ 5,000	8/18/99 11/5/99
James F. Armstrong \$15,000 \$ 6,000	7/8/99 9/27 /99	7/23/99 Not Rec'd	\$15,000 N/A	8/18/99 N/A
Andrew Dietz \$15,000 \$15,000	7/8/99 9/27/99	Not Rec'd 10/18/99	N/A \$15,000	N/A 10/19/99
Donna Dietz \$15,000	7/8/99	11/5/99	\$15,000	11/9/99
James A. Osterling \$15,000 \$15,000 \$15,000	7/8/99 9/27/99 11/9/99	Not Rec'd Not Rec'd	N/A N/A	N/A N/A
Lisa Friedstein \$15,000 \$15,000	7/8/99 9/27/99	7/23/99 Not Rec'd	\$15,000 N/A	8/18/99 N/A
Donald G. Kane, II \$22,500	7/8/99	7/30/99	\$22,500	8/18/99

Note: As indicated in the above chart, Jerry Lewin, on behalf of iviewit.com LLC, has requested additional loans (although some loans will be original loans) from Jill Iantoni, Guy Iantoni, Andrew Dietz, Lisa Friedstein, James Armstrong and James Osterling.

## STOCK LEDGER

Capitalization of iviewit Holdings, Inc.

Fully-Diluted

(For Non-Diluted, See End of Chart)

Shareholder	Number and Class of Shares
Eliot I. Bernstein (1)	11,320 Class A Common
Simon L. Bernstein (1)	5,350 Class A Common
The Joshua Bernstein 1999 Trust (1)	2,415 Class B Common
The Jacob Bernstein 1999 Trust (1)	2,415 Class B Common
Gerald R. Lewin & Barbara S. Lewin (1)	2,000 Class B Common
Erika R. Lewin (1)	250 Class B Common
Jennifer P. Lewin (1)	250 Class B Common
James Osterling (1)	1,250 Class B Common
James Armstrong (1)	1,750 Class B Common
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Jason Gregg	645 Class A Common



**iviewit Technologies, Inc.  
(f/k/a iviewit Holdings, Inc.)  
Stockholders**

Stockholder	Number and Class of Shares	Stock Issued
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Proskauer Rose LLP	1,250 Class B Non-Voting Common	2-B
Zakirul Shirajee	1,250 Class B Non-Voting Common	3-B
Jude Rosario	1,250 Class B Non-Voting Common	4-B

**iviewit Technologies, Inc. Capitalization**

<b>Total Class A common stock issued and outstanding:</b>	<b>55,134</b>
<b>Total Class B common stock issued and outstanding:</b>	<b>5,000</b>
<b>Total Class A and B common stock issued and outstanding:</b>	<b>60,134</b>

iviewit.com, Inc.  
Stockholders

Stockholder	Number of Shares	Percentage of Ownership	Amount of Consideration Received	Stock Issued
iviewit Technologies, Inc. (transferred from iviewit LLC)	100	100%	Restructuring	No. 1

**iviewit LLC**  
**GRANTS OF LLC MEMBERSHIP UNITS**

Member	Number of Units	Date Letter Sent	Date Letter Received	Consideration Received	Date Member Certificate Issued
New Media Holdings, Inc.	12,500 Class B	7/8/99	7/30/99	\$625.00	
Jude Rosario	12,500 Class B	7/8/99	7/15/99	To be paid in one year	
Proskauer Rose LLP	12,500 Class B	7/8/99	7/9/99	\$625.00	
iviewit Holdings, Inc.	521,268 Class A	7/8/99	7/9/99	Contribution of Patents	
Zakirul Shirajee	12,500 Class B	7/8/99	7/15/99	To be paid in one year	
INVESTTECH Holdings L.L.C (I)	30,067 Class A	11/1/99	11/17/99	Conversion of note	

**Total Outstanding: 601,335 Membership Units, consisting of**  
**551,335 Class A Units**  
**50,000 Class B Units**

**iviewit.com LLC  
Promissory Noteholders**

Noteholder/Requested Amount	Date Letter Sent	Date Letter Received	Amount of Check Received	Date Promissory Note Mailed
Simon L. Bernstein \$30,000	7/8/99	7/13/99	\$30,000	8/23/99
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Jill Iantoni \$10,000 \$ 5,000	7/8/99 10/8/99	7/14/99 10/29/99	\$10,000 \$ 5,000	8/18/99 11/5/99
James F. Armstrong \$15,000 \$ 6,000	7/8/99 9/27/99	7/23/99 Not Rec'd	\$15,000 N/A	8/18/99 N/A
Andrew Dietz \$15,000 \$15,000	7/8/99 9/27/99	Not Rec'd 10/18/99	N/A \$15,000	N/A 10/19/99
Donna Dietz \$15,000	7/8/99	11/5/99	\$15,000	11/9/99
James A. Osterling \$15,000 \$15,000 \$15,000	7/8/99 9/27/99 11/9/99	Not Rec'd Not Rec'd	N/A N/A	N/A N/A
Lisa Friedstein \$15,000 \$15,000	7/8/99 9/27/99	7/23/99 Not Rec'd	\$15,000 N/A	8/18/99 N/A
Donald G. Kane, II \$22,500	7/8/99	7/30/99	\$22,500	8/18/99

*added  
move  
25K  
- 25K*

*pd*

*pd*

*partial  
update*

*pd*

*100K  
5K*

*Brian Utley*

Note: As indicated in the above chart, Jerry Lewin, on behalf of iviewit.com LLC, has requested additional loans (although some loans will be original loans) from Jill Iantoni, Guy Iantoni, Andrew Dietz, Lisa Friedstein, James Armstrong and James Osterling.

**iviewit LLC**  
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<b>Member</b>	<b>Number of Units</b>	<b>Date Letter Sent</b>	<b>Date Letter Received</b>	<b>Consideration Received</b>	<b>Date Member Certificate Issued</b>
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iviewit Holdings, Inc.	521,268 Class A	7/8/99	7/9/99	Contribution of Patents	
Zakirul Shirajee	12,500 Class B	7/8/99	7/15/99	To be paid in one year	
INVESTTECH Holdings L.L.C (1)	30,067 Class A	11/1/99	11/17/99	Conversion of note	

**Total Outstanding: 601,335 Membership Units, consisting of**  
**551,335 Class A Units**  
**50,000 Class B Units**

**iviewit.com, Inc.  
Stockholders**

<b>Stockholder</b>	<b>Number of Shares</b>	<b>Percentage of Ownership</b>	<b>Amount of Consideration Received</b>	<b>Stock Issued</b>
iviewit Technologies, Inc. (transferred from iviewit LLC)	100	100%	Restructuring	No. 1

**iviewit.com LLC  
Promissory Noteholders**

<b>Noteholder/Requested Amount</b>	<b>Date Letter Sent</b>	<b>Date Letter Received</b>	<b>Amount of Check Received</b>	<b>Date Promissory Note Mailed</b>
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Jill Iantoni \$10,000 \$ 5,000	7/8/99 10/8/99	7/14/99 10/29/99	\$10,000 \$ 5,000	8/18/99 11/5/99
James F. Armstrong \$15,000 \$ 6,000	7/8/99 9/27/99	7/23/99 Not Rec'd	\$15,000 N/A	8/18/99 N/A
Andrew Dietz \$15,000 \$15,000	7/8/99 9/27/99	Not Rec'd 10/18/99	N/A \$15,000	N/A 10/19/99
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James A. Osterling \$15,000 \$15,000 \$15,000	7/8/99 9/27/99 11/9/99	Not Rec'd Not Rec'd	N/A N/A	N/A N/A
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Donald G. Kane, II \$22,500	7/8/99	7/30/99	\$22,500	8/18/99

Note: As indicated in the above chart, Jerry Lewin, on behalf of iviewit.com LLC, has requested additional loans (although some loans will be original loans) from Jill Iantoni, Guy Iantoni, Andrew Dietz, Lisa Friedstein, James Armstrong and James Osterling.

uview.com, Inc.  
GRANTS OF STOCK

Shareholder	Number and Class of Shares	Date Letter Sent	Date Letter Received <sup>1</sup>	Amount of Consideration Received	Stock Issued
<b>Eliot I. Bernstein</b>	<b>193,200 Class A Common Issued in Error/Canceled</b>	<b>7/7/99</b>	<b>7/8/99</b>	<b>Contribution of Patents</b>	<b>1-A</b>
Eliot I. Bernstein	11,320 Class A Common			Contribution of Patents	6-A
Simon L. Bernstein	5,350 Class A Common			\$5,175.00	7-A
The Joshua Bernstein 1999 Trust	2,415 Class B Common	7/7/99	7/22/99	Contribution of Patents by EB	1-B
The Jacob Bernstein 1999 Trust	2,415 Class B Common	7/7/99	7/22/99	Contribution of Patents by EB	2-B
Gerald R. Lewin & Barbara S. Lewin	2,000 Class B Common	7/7/99	7/22/99	\$1,000.00	3-B
Erika R. Lewin	250 Class B Common	7/7/99	7/22/99	\$125.00	4-B
Jennifer P. Lewin	250 Class B Common	7/7/99	7/22/99	\$125.00	5-B
James Osterling	1,250 Class B Common	7/7/99	7/23/99	\$625.00	6-B



**uview.com, Inc.**  
**GRANTS OF STOCK**

<b>James Armstrong</b>	<b>12,500 Class B Common Issued in Error/Canceled</b>	<b>7/7/99</b>	<b>7/13/99</b>	<b>\$625.00</b>	<b>7-B</b>
James Armstrong	1,750 Class B Common	7/7/99	7/13/99	\$875.00	13-B
Guy Iantoni	1,250 Class B Common	7/7/99	7/14/99	\$625.00	14-B
Jill Iantoni	1,250 Class B Common	7/7/99	7/14/99	\$625.00	15-B
Andrew Dietz	1,250 Class B Common	7/7/99	7/20/99	\$625.00	8-B
Donna Dietz	1,250 Class B Common	7/7/99	7/20/99	\$625.00	9-B
Patricia Daniels	1,250 Class B Common	7/7/99	7/13/99	\$625.00	18-B
Bettie Stanger	500 Class B Common	7/7/99	7/22/99	Contribution of Patents by EB	10-B
Lisa Friedstein	2,500 Class B Common	7/7/99	7/30/99	No check	11-B
Donald G. Kane, II	1,663 Class B Common	7/7/99	7/30/99	\$831.50	12-B
Eliot I. Bernstein	7,500 Class B Common	8/19/99		Contribution of Patents	16-B
Simon L. Bernstein	5,000 Class B Common	8/19/99		Paid for as part of original Class A issuance	17-B
Brian Utley	1,713.8 Class B Common	11/1/99	12/2/99		20-B

**uview.com, Inc.  
GRANTS OF STOCK**

**uview.com, Inc. Capitalization**

**Total Class A and Class B Common Stock issued and outstanding at 9/7/99: 52,126.8**

**Total Class A Common Stock issued and outstanding at 9/7/99: 16,670**

**Total Class B Common Stock issued and outstanding at 9/7/99: 35,456.8**

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\* Reflects post- reverse stock split share issuances.

**iviewit LLC**  
**GRANTS OF LLC MEMBERSHIP UNITS**

Member	Number of Units	Date Letter Sent	Date Letter Received	Consideration Received	Date Member Certificate Issued
New Media Holdings, Inc.	12,500 Class B	7/8/99	7/30/99	\$625.00	
Jude Rosario	12,500 Class B	7/8/99	7/15/99	To be paid in one year	
Proskauer Rose LLP	12,500 Class B	7/8/99	7/9/99	\$625.00	
uview.com, Inc.	521,268 Class A	7/8/99	7/9/99	Contribution of Patents	
Zakirul Shirajee	12,500 Class B	7/8/99	7/15/99	To be paid in one year	
INVESTECH Holdings, L.L.C (1)	30,067 Class A	11/1/99		Conversion of note	

(1) Total Outstanding Upon Issuance to Investech Holdings, L.L.C. (agreement is currently being negotiated): 601,335

PROSKAUER ROSE LLP

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Boca Raton, FL 33431-7360  
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NEWARK  
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Mara Lerner Robbins  
Attorney At Law

Direct Dial 561.995.4764  
mrobbins@proskauer.com

January 13, 1999

**VIA COURIER**

Rodney H. Bell, Esq.  
Holland & Knight  
701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

Re: **Due Diligence Request - iviewit Technologies, Inc. and its affiliates (collectively, the "iviewit Entities")**

Dear Mr. Bell:

In connection with the proposed purchase of shares of preferred stock of iviewit Technologies, Inc. (f/k/a iviewit Holdings, Inc.) by Alpine Venture Capital Partners, LP, enclosed please find documents and information (collectively, "Documents") in response to your Due Diligence Request List (the "Request"). For ease of reference, we have organized the Documents to correspond with the numbering system set forth on the Request. We have prepared three binders, each of which contain Documents for the main iviewit Entities, as well as each of their predecessor (or affiliated) entities. In instances where the iviewit Entities had no relevant Documents under the applicable sections of the Request, we have left the sections in the binders empty. We will fax to you tomorrow an annotated copy of the Request, noting the sections for which there are no applicable Documents.

We will continue to send you Documents as such becomes available to us. These will include, among other things, an updated list of stockholders and members, as applicable, of the current iviewit Entities.

In order to help you more easily understand the relationship of the Documents to the current and predecessor iviewit Entities, please note that effective December 30, 1999, iviewit Technologies, Inc. (formerly known as iviewit Holdings, Inc.) ("Technologies"), as the sole member of iviewit.com LLC ("LLC"), exchanged its membership interests in LLC for 100 shares of iviewit.com, Inc., a newly organized Delaware corporation ("com, Inc.") (representing all of the issued and outstanding

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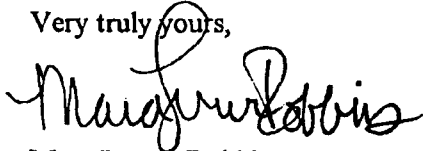
PROSKAUER ROSE LLP

Rodney H. Bell, Esq.  
January 13, 2000  
Page 2

common stock of com, Inc.). As a result, LLC became a wholly-owned subsidiary of com, Inc. Immediately thereafter, effective December 30, 1999, the then majority-owned subsidiary, iviewit LLC ("iviewit LLC"), transferred all of its assets and liabilities (including the 100 shares of com, Inc.) to Technologies in exchange for shares of Class A and Class B Common Stock of Technologies. The holders of iviewit LLC Class A Membership Interests received, on a pro-rata basis, shares of Technologies Class A Common Stock and holders of iviewit LLC Class B Membership Interests received, on a pro-rata basis, shares of Technologies Class B Common Stock. Thereafter, iviewit LLC distributed the shares of Technologies Class A and Class B Common Stock to its members, on a pro-rata basis, and based upon the class of Membership Interests in iviewit LLC then held. For your reference, we have also attached to this letter the current structure of the iviewit Entities.

Once you have had an opportunity to review the enclosed documents and information, please feel free to call Rocky Thompson (561.995.4721) or me with any questions you may have.

Very truly yours,

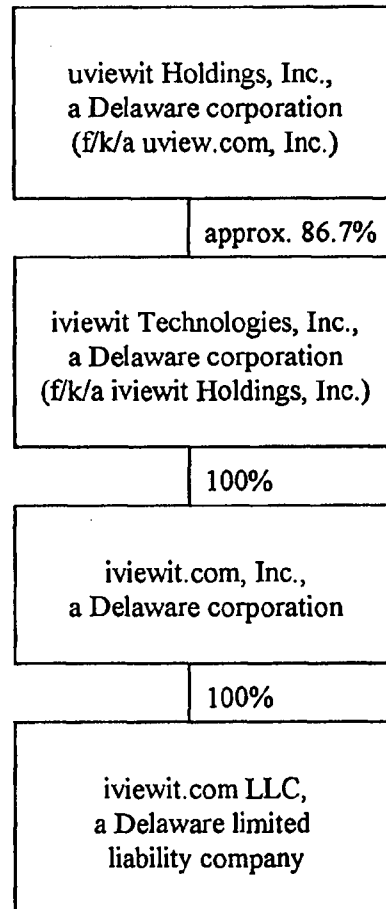


Mara Lerner Robbins

Enclosures

cc: Brian G. Utley, President and COO  
Erika R. Lewin, Controller ✓  
Christopher C. Wheeler, Esq.  
Donald E. "Rocky" Thompson, II, Esq.

## CURRENT STRUCTURE



PROSKAUER ROSE LLP

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Suite 340 West  
Boca Raton, FL 33431-7360  
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Fax 561.241.7145

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LOS ANGELES  
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**Mara Lerner Robbins**  
Attorney At Law

Direct Dial 561.995.4764  
mrobbins@proskauer.com

January 14, 1999

**VIA FACSIMILE**

Rodney H. Bell, Esq.  
Holland & Knight  
701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

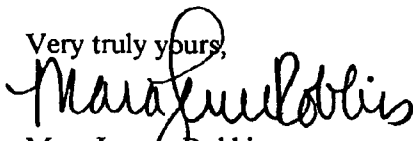
**Re: Due Diligence Request - iviewit Holdings, Inc. and its affiliates (collectively, the "iviewit Entities")**

Dear Mr. Bell:

Attached hereto please find a revised chart of the iviewit entities. The name of the parent entity in the chart attached to my letter to you dated January 13, 2000 (the "Letter") was incorrectly labeled. Additionally, the Letter reflects that Alpine Venture Capital Partners, LP, is commencing a due diligence review with respect to a proposed purchase of preferred stock of iviewit Technologies, Inc; however, the proper entity should have been reflected as iviewit Holdings, Inc. I apologize for any inconvenience this may have caused you.

I look forward to working with you on this matter.

Very truly yours,

  
Mara Lerner Robbins

Attachment

cc: Brian G. Utley, President and COO ✓  
Erika R. Lewin, Controller  
Christopher C. Wheeler, Esq.  
Donald E. "Rocky" Thompson, II, Esq.

4708/40017-001 BRLIB1/253023 v1

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## CURRENT STRUCTURE

