

From: <BJR509@aol.com>
To: <DThompson@proskauer.com>
Date: 12/20/99 4:49pm
Subject: Re: Draft Consulting Agreement -Reply

In a message dated 12/20/1999 4:05:05 PM Eastern Standard Time,
DThompson@proskauer.com writes:

<< Hi Bruce, I'll try and look at by tomorrow afternoon, but it may be
Wednesday before I can address it with you. Best regards. >>

OK; sorry for the short notice. The originator, who sent it to us today,
wants a response by Wednesday. Maybe KSR can speak with you Wednesday
morning if tomorrow doesn't work. Please let me know.

I think what we are looking for from you is some guidance on what areas are
potential pitfalls. We will then come back to e-Style (our prospective
client) with amended terms. Once we come to some agreement with them we
likely will need you to do some wordsmithing.

I should note to you that we propose excising the "financing" part of the
engagement compensation and substituting a "finders fee". StyleBOX has
already retained an investment banker for financing purposes. KSR might
introduce a counterparty but that would likely be the end of our involvement
with financing activity.

Regards,
Bruce

12/23 cc with Sy and Eliot Bernstein and

1. David Bernstein

2. Would buy 1% of Eliot's stock for
250k for a note or loan

1) There will be a loan which
matures after the capital gains
period

- note is nonrecourse

- secured by stock

2. Furman deal

a. Make the change to the payment journal
of the Note and send it out

3

- potential claim. Later Board
meeting that approves of his keeping
all of the shares.

11. Consider disclosure issues if he sues and
the impact on rating ± 7.5 cmt/b

condition was met

↳ Graska has since said there was fraudulent inducement. Failure to disclose an arrest and conviction.

a. Arrested 23 years ago for solicitation of a prostitute.

- His lawyer settled it for a nominal fee which he didn't

↳ Had been sign something a couple of weeks ago. (Shook issued 11/21/20)

9. Mergers

a. Must obtain fully of \$7.5m @ 7.25% p.a.
2/28/2020

- this is a precaution

↳ Shareholder Approval occurred in Nov 24th

10. His 20,000 shares

- at time issued to him there was some expectation that some of his

shares at least he believed some

5 Share Ownership

485,000 total outstanding as follows:

200,000

Roy

174,000

Other Board Members (5 total)

96,000

Third Parties. (including 84,000 shares from

15,000

Roy's friends (Ken Wiggman) Coin

Company is
trying to take back
his options

There are also stock options outstanding primarily
to officers, key executives and the Board. Most
are at \$10.3.

These are issued to all
Board members and have
various vesting requirements

- All of the options are contingent
on an IPO or merger/sale of the company

6 Board members

1) Rick Williams - Dean & Bentsen background and
a shareholder

2) Ann Bond (wife of Bill Bond)

3) Tom Stafford

4) Steve Norton

5) Roy

7. Disputes

a. Issued 200,000 shares but can only
vote 20% of the outstanding (\approx 97,000)

- vests upon a "funding only"

- no written agreement on this.

* Probably
not enforceable

12/21

Ray Shippard and Lisa Fischer
Matt Tuzgo and Howard Coates

- 15 years in Ronald McDonald Foundation
- heavy non profit background

A. History of Viatumix

1. Virtual colonoscopy. Cat scan in lieu of an invasive procedure. Creates a 3D image which can be viewed in.

See Marking materials

2. SUNY Licenses the technology to the company
 - there is a disputed Patent issued in 95
 - litigation is now ensuing on the topic
 - Bill Bond

3. Corporation has rights to the patent
 - patents are owned by 2 individuals M.D.
 - Geom Coin, was involved and assigned it to 2 individuals Bill Bond and Tom Stanford

4. SUNY has a better patent

A.

① ④ revenues ruling assume a formation under 708 of the Code. We just specify that the transfer does not result in a formation, but only

② Keep iView.com.LLC in

B. iView.com. Inc

1. Liquidating Distribution would be taxable unless a reorganization

Proposal letter -

$\frac{5}{8}$ & $\frac{1}{4}$ in. the piece

- Sale and lease
- strapping

- rental payment

- at end of term Pitney takes the equipment back (mandatory purchase)

- we will look at the numbers

→ therefore call someone early afternoon

- try and stick to our firm

Shu Poon

- send proposal and attach the doc

- St Donado - in ~~St~~ San Antonio, Mexico

505 - 988 - 4455 Phone

505 - 995 - 4544 Fax

12/21 do with Brian Utley

* Document
* Interview

Questions for Brian Utley

1. ECP - See the fax itself
- he is inclined to take the business risk on integration

2. Perry

a. Del vs Fla

- Franchise fee/tax

b. Consent issues

c. Wknd.com - Shareholders and members issue

d. continuation of Class A/Class B Concept?

3. off doc

a. Business Assignment

Yes, keep it place

b. Financial Statements

4. Preliminary Term Sheet

Keep out until
the new year.

Earliest would be

Send it to
Mark Epstein
(get fax)
by calling that
number

310, 553, 0305

Mid January before
audit #s could
be available

* 25m. the
offering
will occur
5 to 6 m. hrs
during the
week

audit
financials

he understands
this and
doesn't want
to use their
for this purpose
anyway.

5 Limitation on use of ECP ~~at~~ for negotiations

ok

a. Fees for commissioner introductions
3% Flat fee

ok

7 Confirm introductions to date by ECP

PROSKAUER ROSE LLP

12/26 Ok with Brian Utley

.5

Re Business Points:

✓ 1. Impact of Warrant to a Non-accredited investor
de a. Integration Risk. Reversion Risk on subsequent deals.

discontinued 5. Need for a full scale offering memorandum
- time and expense issues

✓ 2. Go over Pricing of the initial Warrant
ok - increased from \$15 per Unit to
16.67 per Unit so that it is
not less than Hertz and
reduced the \$2.50 warrants by
a corresponding amount to \$0.83

✓ 3. Termination and Vesting.
ok - eliminated the 90 day requirement for
termination so as to make consistent
with Gruntal

if we terminate, however, he wants to
accelerate the vesting.

FROM

(WED) 2. 2'00 16:16/ST. 16:15/NC. 4200000531 P 1

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Jacksonville	San Francisco
Lakeland	St. Petersburg
Melbourne	Tallahassee
Mexico City	Tampa
Miami	Washington, D.C.
New York	West Palm Beach

FACSIMILE

TO:

Hank Powell (561) 838-4105

NAME FAX#

Rocky Thompson (561) 241-7145

NAME FAX#

NAME FAX#

NAME FAX#

NAME FAX#

NAME FAX#

NAME FAX#

NAME FAX#

FROM:

NAME TELEPHONE NUMBER

George A. Villasana (305) 349-2181

TOTAL PAGES TRANSMITTED (Including Cover Sheet)
12

MESSAGE:

Please see attached. The changes marked on the term sheet have not been reviewed by our client and, therefore, such changes are subject to his approval.

If you did not receive all of the pages or find that they are illegible, please call (305) 789-7584

CONFIDENTIALITY NOTE

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FOR THE RECORD:

DATE: February 2, 2000

URGENCY: SUPER RUSH

FAXED BY:

FILE #: 222222-22222

CONFIRMED: YES NO

MLA1 #905942 v1

iviewit

PENDING MATTERS
(last updated December 22, 1999)

<u>Item</u>	<u>Status</u>	<u>Attorney</u>
1. Generic Web Site and License Agreement	sub. complete	GC/MR
2. Furniture Purchase	Drafts distributed to client	GC/MR
a. Purchase Agreement		
b. Convertible Note	modify prepayment	
c. Security Agreement		
d. Subscription Agreement		
e. Corresponding Issuance to iviewit LLC	in process	
i. InterCompany Agreement		
ii. Managers Consent		
iii. uviewit.com Board Authorization		
3. General Securities Issues		RT/GC/MR
a. Securities Integration Issues		
b. Blue Sky Authorization Issues		
c. S Corp Issues & Right of First Refusal		
d. Corresponding LLC issuance, as applicable		
e. Private Placement Memorandum		GC/MR
i. Nonaccredited Investor impact		
ii. Audited Financials		
f. Explanatory Memorandum	copy to client	RT
4. Conversion of Huizenga Loan	In process	RT/MR/AL
a. Execution of LLC Agreement	Drafts given to	
b. Execution of Subscription Agreement	Cris Branden	
c. Amendment to LLC Agreement		
i. Written Consent of Board of uview.com		
ii. Written Consent of Class A Member		

Legend:

Rocky Thompson - RT
Gayle Coleman - GC
Mara Lerner Robbins - MR

Spencer Romoff - SR
Ira Akselrad - IA
Chris Wheeler - CW

5. Potential Restructuring	in process	CW/RT/SR
a. Memorandum re same	completed	RT/SR
b. Tax Considerations		SR
i. Downstream Merger of uview.com and iviewit holdings		
c. Choice of State Law		
i. Florida v. Delaware		
Franchise tax issues		
d. Transaction Steps		
- See separate checklist on this matter		
e. Timing issues		
i. K-1s and losses	w accountants	
6. Gruntal & Co Offering	monitoring	
a. Engagement Letter for \$2M to \$10M		
i. Exclusivity Provision if successful		
b. Side Agreement with Eliot Bernstein		CW
7. Jenex Financial Services		MR
a. Termination letter		
8. Emerald Partners	in process	RT/MR
a. Financial Consultant Agreement		
9. Potential Offering to Existing Shareholders/ Members	under discussion	CW/RT/MR
a. \$500,000		
b. Limited to Accredited Investors		
c. Look at separate exemption basis		MR
d. Alternative to WebCast deal		
e. Contact persons at Co. is Guy and Maurice B.		
f. Preliminary Term Sheet	to client 12/22	RT/MR
10. Essex Private Placement	in process	GC/ML
a. Darrel Crate - \$1m		
b. Essex Investments - \$4m		
c. Terms		
i. 20% of Co. for \$5m (including Emerald Warrants as outstanding)		

ii. Voting Interest in iviewit LLC

11. WebCast	in process	RT/MR
a. Letter of Intent	complete	
b. Confidentiality Agreement	complete	
c. Equity Investment		
d. License Agreement		
12. InterCompany Matters	in process	
a. InterCompany License	sub. complete	MR/GC
i. Coordination with Generic Web Site Agreement		
13. uviewvideo.com/Doc McGhee	in process	RT/CW/MR
a. Organizational issues on uview video		SR/IA
b. Doc McGhee participation interest		
i. 30% of new entity		
c. Background Check on McGhee	received and distributed	MR
d. McGhee Finder Commission and % of revenues from pay-per-view of recorded musical acts		
e. Letter of Intent	yet to start	
14. Work for Hire Agreements	copies to Brian U.	RT et al
a. Jude and Zack		
b. Memo re same and immigration		
15. Immigration Issues	in process	Ron Storette
a. Jude and Zack		

DONALD E. THOMPSON, II
PENDING MATTERS
DECEMBER 22, 1999

<u>Client</u>	<u>Status</u>
17. Ronald Bizick	in process
a. New business ventures	
(i) Noncompete issues	
18. Hammond Estate	
a. Stock issues	Monitoring w George K
b. Potential sale of stock	
19. Royal Companies	in process
a. Shareholder Agreement issues	
20. Aura Group	
a. Potential Acquisition of Stuart Jet Center	monitoring w CCW
b. Letter of intent	awaiting execution
21. Careers USA	
a. Organizational Matters involving LLC	sub. complete w Mara
22. Firm	
a. Corporate Paralegal Manual	Substantially complete
b. Form Files	Ongoing
(i) Leisure & Resorts	
(ii) Medical	
(iii) Corporate	
(iv) M&A	
(v) Computer Hardware & software	
(vi) Securities	
cc: Albert W. Gortz	
Christopher C. Wheeler	