

[

September 1999

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**SurfCast™ Inc.**

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SurfCast is an easy, useful, and fun software application that organises and guides user's On-line experience.

Something is preventing millions of people from getting on the Internet. PCs are faster than ever--in terms of processing power. Yet PCs have an increasingly complex array of 'MIPS-grinding' pre-loaded software, rendering them inefficient and slower in practical terms. There are millions of potential users that will never get On-line as long as PCs and Internet access devices are so confusing and difficult to use. The PC must become a lot more user-friendly.

Even experienced Internet users endure increasing complexity in PCs and the Internet. People have literally hundreds of bookmarks and dozens of passwords and no effective and efficient way to manage their On-line experience. Also, people are impatient and want everything 'on-tap'.

There is a clear absence of basic tools and applications that help guide through the confusion of getting on and using the Internet. Even for experienced users there are no applications that allow them the freedom to configure their own, entirely custom-built, and personal choice of content.

Others are beginning to recognize the same problem. It is worthwhile to attach excerpts from a recent article: *"Lost in the Web: Why is it so hard to find the information you want online? Lousy navigational aids"* in the Industry Standard magazine, 6<sup>th</sup> August, 1999.

**"According to the most recent Georgia Tech Graphics, Visualization and Usability Survey of Web behavior, a third of Web users have more than 100 bookmarks. More than 100! Bookmarks were supposed to help you find your way back to familiar territory. Perhaps now bookmarks are part of the problem.**

**Despite all that's great about Web browsers, they have serious flaws. Hyperlinks and Back buttons are still the top two navigational mechanisms. These navigational devices are primitive and have not changed or improved since the early days of graphical browsing. The bulk of the problem (and thus the making of a solution) can be traced to two drawbacks of navigating the Web.**

**First, traveling the Web is a clunky, unanimated and ultimately disorienting experience, highly conducive to getting lost.**

**Second, and more important, there is little or no opportunity on the Web to look ahead, to preview information before you commit to downloading it. In order to decide whether a linked item is worth "consuming," first you must, well, consume it".**

People are frustrated.



SurfCast decided to do something about it. In the summer of 1999 we developed the idea, design, and prototype of an application which vastly simplifies user's access to, and use of, the Internet.

### The Proposal

We are currently raising up to [REDACTED] via a capital increase. SurfCast is offering up to [REDACTED] of Series A Preferred Stock of SurfCast, Inc.

The purpose of this financing is to fund the development of the first release version of the software. The financing will fund the first six to nine months of operations. We will recruit programmers, testers and administrative personnel, purchase/lease equipment, and rent a development facility. We intend to initiate a second financing round in early 2000.

**This financing is intended to be completed and funded during September, 1999.**



## Vision

SurfCast's vision is to see something different than everyone else sees. Figuring out where the world is going and get there first.

Our vision is to provide PC (and ultimately TV) users with one interface to have all their sources of content, information, media, applications, or resources – visualised and 'on-tap' at any time.

## Mission

Our mission is to make the Internet easy to navigate and to put the user back in control. SurfCast develops a unique graphical display and navigational software that makes PCs easy to use, and accessing and organising the Internet fast and fun.

"Ease of navigation" is our mission. Fast, fun and intuitive user interfaces. Easy surfing.

## Challenge

The market for SurfCast's product exists--there are now in excess of 100 million potential users. Our greatest challenge is building and scaling an organisation on 'Internet Time'.

To meet that challenge we will:



**Create** a vision of products, technologies and markets



**Develop** products for multiple markets and platforms concurrently



**Attract** managerial, technical and marketing expertise



**Build** the internal resources for a big company



**Build** strategic relationships



**Apply** our sense of urgency to create a time-to-market advantage

## The SurfCast products

Together the SurfCast client and the SurfCast server software make up the SurfCast software product portfolio.

SurfCast is a unique product offering. We do not know of any companies or products that offer the same features or compete directly with this software solution. We anticipate we will have capable competitors and we are prepared to challenge their products with vigor. (See Appendix IV – Competition).

SurfCast have retained Pennie & Edmunds (dominant Intellectual Property lawyers), who have initiated an extensive investigation into potentially competitive software, and filed patent applications to ensure our freedom to use our invention.

## The SurfCast application

### *Intuitive user interfaces, and easy surfing*

We are creating software that might ultimately become the universal user interface. Our mission is to make the Internet easy to navigate and to put the user back in control.

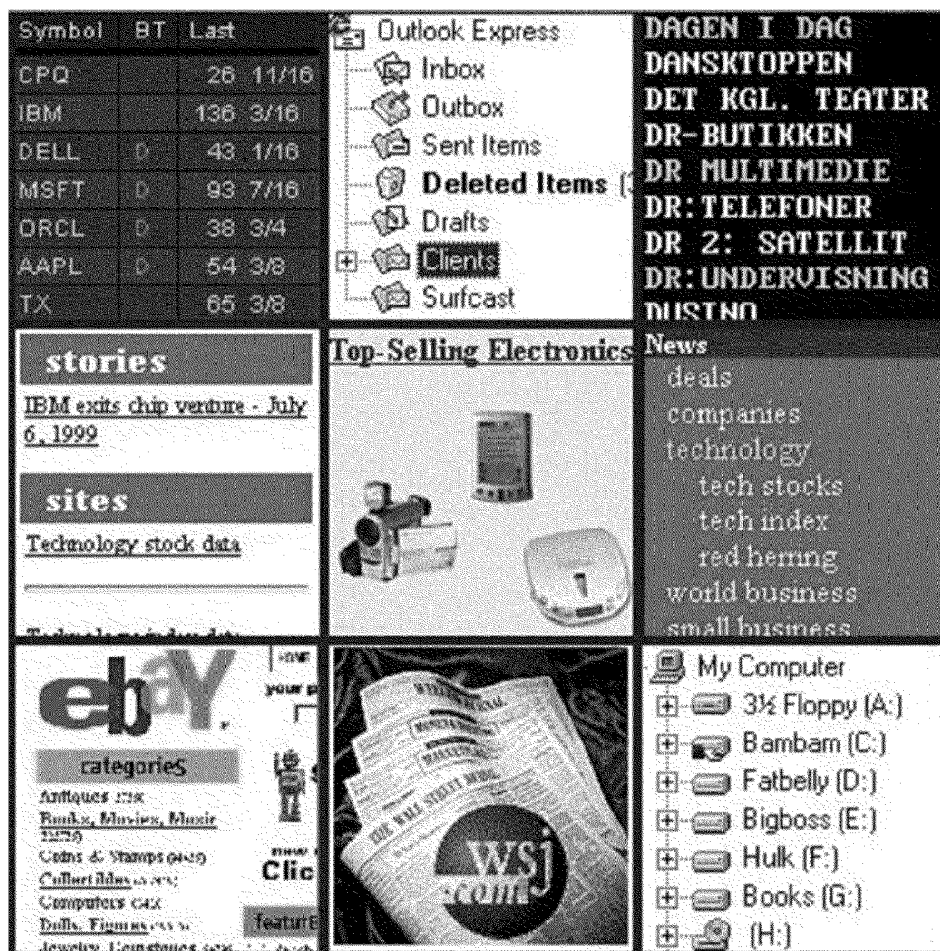
SurfCast develops a unique graphical display and navigational software. Its primary applications are navigating the Web, and as a system for organising a user's information and resources.

First time users go to *www.surfcast.com* and install (one-click) a version of the SurfCast client software.

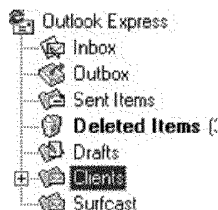
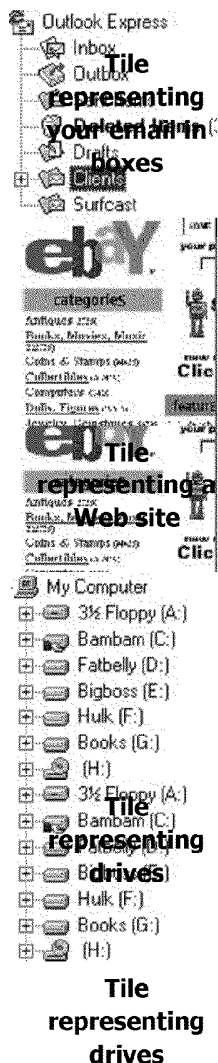
The basic elements of the SurfCast client software are the SurfCast 'Grid' and the SurfCast 'Tile'.

The SurfCast Grid is the first thing you see when your computer is turned on. It resides 'on-top-of' Windows (it does not replace Windows or any applications). A grid is a rectangular area containing one or more SurfCast Tiles. A tile is a rectangular area within the grid. A tile is a visual representations of its 'target'.

A grid can look like this:



and nothing like this exists.



There are three unique aspects of the SurfCast software:

**'Dynamic Bookmarking'**: graphical streaming cascading tiles with embedded passwords, that can be easily configured by the user to be 100% customisable with their own content choices.

**'Dynamic Resource Allocation'**: SurfCast dynamically ('on-tap' or real-time) manages data and resources located locally on a hard drive, on the Web, an Intranet, an extranet, or broadcast from on-air. By 'real-time' we mean that SurfCast can simultaneously serve and manage multiple streams and types of content, whether that is files, folders, applications, Web sites, TV channels, or 'broadband channels'.

**'SurfCast Server'**: SurfCast enables Web hosts to specifically address SurfCast Tiles with custom content.

SurfCast have taken the best ideas from the desktop, browsers, television 'electronic program guides', and portals, incorporated those ideas and improved on them. The SurfCast application has the following key functions: bookmarker, organiser, file system, programme guide, portal, browser, and wallpaper.

## Dynamic Bookmarking

Bookmarks are tedious, static and do not contain any information apart from a target name if at all that. Bookmarks could be a very useful and easy to use tool. SurfCast redefine and extend the concept of bookmarks.

A SurfCast Tile is a 'dynamic bookmark'. SurfCast is better than a bookmark, because it is visual, it is live or 'on-tap', it 'cascades' to other grids and tiles, it contains passwords and user IDs, it can be 'configured' to refresh at a certain rate, and it can be 'programmed' to any target.

### Visual

SurfCast is a dynamic GUI (graphical user interface). A tile is better than a bookmark, as the layout and structure are well suited for handling large amounts of 'visual' information. A tile can be a picture representing a certain



target, or it can be text and graphics in a small document telling us what we want.

### *'On-tap'*

Users can get information without going places. A tile contains information about its target, and most often, will already contain the information users would otherwise have to go to the target to get. Tiles can be 'on-tap' in the sense that they update with new or live images or graphical information from the host site. In this way tiles (read: bookmarks) are always up to date. Access is instantaneous. You are connected simultaneously with each Web site which is represented by a tile, so when you click, it is already there.

### *Cascading*

Grids have tiles. Tiles can cascade to other grids with other tiles. This means that any hierarchical structure can be visualised and scaled using grids and tiles. There are no limits to the amount of tiles in a grid and there are no limits to the number of levels of cascading. Each grid can be configured to contain anything from one tile, to as many tiles as can fit on your screen, or more if you use virtual desktops.

Hence, SurfCast extends the functionality of the entire file system. SurfCast is a 'dynamic file system'. SurfCast software simplifies the management of data and resources. It is visual and intuitive ('Grids' and 'Tiles').

### *Secure*

Tiles contain passwords and user IDs for all a user's subscription services. This takes away the hassle of remembering multiple passwords. For our e-commerce application we can securely embed credit and account information, so that users do not have to re-type their credit card numbers or distribute them remotely.

### *Configurable*

One unique feature of SurfCast is users can configure their own preferences and properties of each tile, such as the refresh rate. Users decide what a tile is and does.

### *Programme*

SurfCast users can easily--visually--configure their own desktop. Users can configure tiles to navigate to any target. Tiles can target 'content' such as visual excerpts of documents, streaming thumbnails from favourite Web sites, and TV channels (if PC is broadcast-ready). SurfCast is 'your' portal, not Yahoo's. Portals deliver 'their brand' tailor-made content. SurfCast serves as a 100% user

personalised 'home-page'.

### **'Dynamic Resource Allocation'**

SurfCast Server software will know about users' PC configuration. If PCs are connected to satellite or cable services (via broadcast reception equipment), tiles can display live TV, radio, or data broadcast services.

Dynamic Resource Allocation is a solution to allocate the scarce bandwidth, and in turn to update each tile on a regular basis. For instance, each tile will get full allocation of the entire bandwidth for a short interval to allow it to be updated (this refresh rate is set by the user).

SurfCast offers users any number of simultaneous Web sites or channels, whether that is files, folders, applications, Web sites, TV channels, or 'broadband channels'. These simultaneous connections can be with content located locally on a hard drive, on the Web, an intranet, or broadcast from on-air.

### **'SurfCast Server'**

The SurfCast server software allows Web hosts to individually address users of SurfCast Tiles with specifically created/edited content for this format.

The SurfCast Server is a component to add to a Web-server, which enables the serving of tiles. It creates tiles based on scripts, and it keeps track of updating. It enables Webmasters to manage tile traffic and enables tile advertising based on user profiles and preferences.

### **Platform independence**

The SurfCast software is designed to be implemented initially on a PC, regardless of operating system; however it will be developed using object-oriented methods and device independent abstraction. Consequently, the software will also be able to run on PDAs, smart mobile phones, PC-TV hybrid appliances, and set-top boxes.

The navigational and organisational features of SurfCast can also be applied to other non-PC and non-Internet usage areas, such as information kiosks, booking systems, trading systems, and auction systems.

## The market

The primary product to sell is the SurfCast Server, a tool for Web hosts to enable them to deliver tile content, i.e. content formatted to the tile 'platform'. This enables Web hosts to deliver specialised content to users who have SurfCast tiles. This component will be available for all major Web server packages; Microsoft, Netscape, Oracle, Apache, and so on.

Secondly, as versions of the end-user application become more advanced, we will be able to charge for that software, i.e. we will sell client software directly to end-users, or indirectly via OEMs, system integrators, PC manufacturers, corporations, and ISPs.

Thirdly, corporations will pay for Intranet and Internet server applications for in-house use. Internet access device manufacturers will pay for bundling SurfCast software with their systems.

The fourth business area is potentially the largest in the longer term. Since tiles are reflections of a master tile residing with the originator of the tile, this means instantaneous updates of each and every instance of this tile, which may prove to be a very powerful mass marketing medium.

Among many practical uses, the navigational and organisational features of SurfCast can be applied in e-commerce solutions, as the layout and structure are well suited for handling large amounts of visual information. It provides an intuitive approach to e-shopping, and it makes window-browsing more like "window shopping".

SurfCast is easily extendible into a full-blown e-commerce application. The grid and tile structure is very well suited for auction systems, classified ads, real estate, automobiles, and any other commodity sales environment. Providing the tools, applications, and server software for this will be a very significant business area for SurfCast.

## The SurfCast Market Strategy is:



**Step One:** The SurfCast marketing strategy is to launch the client product on the Internet by giving the initial basic client version away to end users. Concurrently, we will develop strategic and commercial relations with potential partners such as: IBM, Sun, Oracle, Intel, Apple, Dell, Compaq, Gateway, Lucent, AOL, etc.



**Step Two:** After this we will launch the server software. As the client user base expands, we will charge OEMs to bundle SurfCast, charge enterprises for Intranet versions, and eventually begin charging end-users for advanced versions (client/server solutions) and versions with pre-configured settings such as packages for certain audiences (like cable TV channel packages): kids pack; family pack; business pack; sports pack.



**Step Three:** Enable SurfCast users to access e-commerce sites using the SurfCast user interface. Also enable corporate clients to access in-house information databases using SurfCast applications. Continue to release subsequent version of client and server software. Continue to develop relations with potential strategic and commercial partners.

SurfCast Inc. is founded and led by Ovid Santoro and Klaus Lagermann. The organisation will initially consist of a finance, marketing, and business development office in London, U.K., and an R&D division in Copenhagen, Denmark. SurfCast is incorporated in the state of Delaware, U.S.A.

We have assembled a group of people with talent, experience, commitment, and drive. The management team and staff will expand rapidly.

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**Board of Directors**

Jim Cannavino	Chairman
Ovid Santoro	Founder & CEO
Klaus Lagermann	Founder & CTO
Tom Dechaene	Director & Acting CFO
Michael Cohrs	Director

**Advisory Board  
Members**

Dr. Bob Carberry	Chairman of the Advisory Board. Exec. Vice President of CyberSafe
Eric Stonestrom	CEO of Airspan Inc.
Lyor Cohen	President of Island/DefJam Music Group
James Tanner	Managing Director and CEO of Morgan Stanley Dean Witter International Asset Management; Founder and Chairman of CATS Software (NASDAQ); Active Board Member of the Royal Court Theatre in London
Paul DeStefano	Managing Partner, Pennie & Edmunds LLC

(Bios in Appendix I)



SurfCast cost budget for the first twelve months of operation

**SurfCast cost budget summary**  
**Capacity cost, total costs, and rolling burn**  
(Operational costs for 12 months – Oct. 1999 to Sept. 2000)

US\$ ( '000)	Q1	Q2	Q3	Q4	12 months







Note: Rolling Burn and Total Costs do not include Marketing Costs



SurfCast proposes that investors acquire an equity shareholding in SurfCast for [REDACTED]. We plan to complete the current round of financing in September 1999.

## Use of Proceeds and Investment Strategy

The use of proceeds of the financing will be:

-  To hire programmers and testers
-  To hire administrative personnel
-  To rent a development facility in Copenhagen, Denmark
-  To purchase/lease equipment, which will include: development machines, servers, network, ISP, software development environment, debuggers, software licenses, etc.
-  To develop first release version SurfCast client and server software
-  To establish infrastructure and platform for rapid growth

## Financial Strategy

Within six months of closing our initial financing, we anticipate undertaking a second round financing of at least [REDACTED] which will be used for launching the product, scaling the company, additional development tasks and significant marketing efforts.

The company will likely apply for an initial public offering within two to three years on an appropriate stock exchange such as NASDAQ, to raise additional finance for further expansion and provide an exit route for shareholders.

A trade buyer acquiring the company may also be a viable option for the shareholders to realise their investment and to position the company for the subsequent stage of its growth.

Forecasted numbers for the first three years of operation are as follows:

US\$ (millions)	Year 1	Year 2	Year 3
[REDACTED]			







## The SurfCast Funding Proposal



We are creating software that might ultimately become the universal user interface. Nothing like this exists. This is not another Web access software. This is not another 'Web-based application'.

We have reviewed various software offerings available to end-users for accessing and organising their On-line experience and found them insufficient and ineffective.

SurfCast have taken the best ideas from the desktop, browsers, television 'electronic program guides', and portals, incorporated those ideas and improved on them to give Internet users a faster, easier, more useful, and fun experience.

As we are aiming at the most expensive real estate in the world, SurfCast is potentially disruptive, especially to incumbents. Hence, we plan to come in below the radar screen and win users surfing habits by making our software the most popular way to organise and navigate each user's network experience.

We will do this via a marketing strategy whereby we begin by giving our product away for free via the Internet. We will allow our customers to enjoy the product and integrate it into their daily work or routines.

In summary, at this stage, SurfCast's goal is to:



Attract significant talent for development, management, marketing and financial operations;



Develop product from prototype stage into market release;



Create a world class company around world class products; and



Gaining and maintaining market share will be our most important strategic imperative.

Our key mission is to make the Internet easy to navigate and to put the user back in control. Fast, fun and intuitive user interfaces, easy surfing, and screen real estate. That's SurfCast.

**Jim Cannavino**

Jim is Chairman and CEO of CyberSafe Corporation. Previously, Jim was CEO of Perot Systems, where he grew the company from \$300 million to \$800 million in sales in his 2-year tenure. Prior to Perot Systems, Jim held several positions during his 32-year career at IBM, retiring from the company as Senior Vice President for Strategy and Development. His prior positions at IBM included spearheading IBM's push into network-centered computing, overseeing the development of two generations of mainframes and the launch of the RS/6000 family of workstations, which in six months grew from a standing start to more than \$1 billion in revenue. Jim ran the Personal Computing Division, where he restructured the entire PC business to form the IBM PC Company (here he launched the Think Pad laptop product line). He oversaw the development of the OS/2 operating system. Additionally, he forged IBM's alliance with Apple Computer and Motorola, which resulted in the PowerPC personal computer. Jim also built the IBM Global Network.

**Ovid Santoro**

Ovid is the head of the venture capital principal investment business at Deutsche Bank AG. Ovid is a board member of Airspan Communications Inc. and CyberSafe Corp. Previously, Ovid had been a consultant for companies such as Intel Corporation; Time Warner; and McKinsey & Co. Prior to that Ovid was an investment banker at CS First Boston; Lehman Brothers; and Drexel Burnham Lambert for nine years. Ovid has been a Contributing Editor and 'Featured Commentator' on various *CNBC* programmes, as well as *Dow Jones' European Business News* programme. Ovid was the founding European Correspondent for the *Red Herring* magazine. Before and during university, Ovid started several businesses, such as creating and producing a music television programme backed by Time Warner Cable, and producing a series of documentary television programmes for RAI (Italian state television). He was a DJ for a nightly music programme on a New York City FM radio station for nine years. Ovid is a graduate of Columbia University in New York.

### Klaus Lagermann

Klaus is the founder and sole shareholder of Cebra Technology A/S. He made the first PC based Pan-European data broadcast system. Cebra has a majority share of the world market for teletext software packages, with over 5 million customers. Current activities in Cebra include waveform decoders for video capture chipsets. Licensees include Conexant and Samsung. Klaus designed the Reuters 1000 Financial Service product, and all the teletext and datacast hardware and software installed at CNN International where the service is broadcast. Reuters 1000 was a pioneering product and one of the first datacast applications in the market, and is still one of the only subscription datacast products and services. Cebra did the core development work (waveform decode and low-level drivers) on Brooktree's (Rockwell) Bt848 family of video capture processors, also known as the Intercast ASIC chip. Klaus worked in the Danish investment banking industry designing software systems, including the foreign exchange tracking software currently in the Danish Central Bank. Klaus began his career at IBM Denmark, where he was a systems engineer, specialising in connectivity and communications. Klaus is a graduate of the Copenhagen Business School. Klaus is a shareholder and board member of IMPACT Film & TV, and K3-IT Business.

### Tom Dechaene

Tom is the head of corporate finance for the Deutsche Bank venture capital principal investment business. Tom is a board member of Antigenics LLC; Int'l Financial Systems; Veridicom; and Xaim. After graduating from University of Antwerp in Economics, and University of Ghent in Law, Tom joined Banque Bruxelles Lambert's corporate finance dept. He then earned an MBA from INSEAD. He joined Morgan Grenfell in 1991, specialising in M&A, and ran the Technology, Media, and Telecom corporate finance team before joining the venture capital business. His clients have included: AT&T; Deutsche Telekom; France Telecom; Mannesmann; TeleDanmark; Philips; Nortel and Unisource.

**Michael Cohrs**

Michael is Global Head of Equity Capital Markets, and a Member of the Board of Directors of the Investment Banking Division, as well as Chairman of Equity Commitment Committee at Deutsche Bank. Previously, he was Joint Head of Global Equity Markets at S.G. Warburg from 1991 until 1995. Prior to that he spent 10 years at Goldman Sachs in New York and London (when he left he was Head of Equity Capital Markets in Europe). Michael is one of the industry's most experienced equity capital markets professionals, having played a leading role in the following equity offerings: Microsoft; Netscape; Dell Computer; Deutsche Telekom; Daimler Benz; Nynex Cablecoms; NTT; Lam Research; Vodaphone; VLSI Technology; ST Microelectronics; Samsung Electronics; Mannesmann; Svyasinvest; and France Telecom, among many others. Michael is a board member of FortuneCity.com. Michael was a member of Presidential Task Force on Market Mechanisms in 1987. He holds a BA and MBA from Harvard University.

**Bob Carberry**

Bob is Executive Vice President of Corporate Development and R&D at CyberSafe Corp. He was previously CEO of Cyberguard. Bob was VP of Technology of Blockbuster and Viacom. He was an executive manager at IBM for 20 years. Among many others, he was responsible for two projects there, Fairway and New Leaf, which were content delivery joint ventures between IBM and Blockbuster. He was the manager and senior partner at Fireworks Partners, the IBM venture capital business.

### Phase One: SurfCast web client



Task: To develop the prototype into a full-featured SurfCast Web client. Using the SurfCast client Web site, a user will get the complete look and feel for the SurfCast Tiles concept. Tile types to be completed are Web, E-mail, Video, Satellite, and Videophone.



Programming time: six man-months, three programmers for two calendar months. Development milestones:

- SurfCast tiles Document, (how, what, when, who) Week 2
- Fully-working SurfCast client with tile type "Web" Week 4
- All tile types implemented Week 8

### Phase Two: SurfCast web server plug-in



Task: To develop server plug-ins enabling any Web host to serve up SurfCast Tiles. This will enable the full-featured use of SurfCast tiles for clients and content providers.



Programming time: eight man-months, four programmers for two calendar months. Development milestones:

- MS IIS Plug-In for SurfCast tiles Week 3
- All server types implemented Week 8

### Phase Three: SurfCast tiles as client/server system



Task: To develop the complete client/server architecture based on the SurfCast Tiles concept. This will enable Web-casting, e-commerce, tickers, direct marketing, and other commercial opportunities for the Web hosts.



Programming time: nine to twelve man-months, three to four programmers for two to three calendar months. Development milestones:

- SurfCast Client/Server Architecture document Week 4
- SurfCast Server operational (phase 2 + 2 m-months) Week 10
- SurfCast Client operational (phase one + 2 m-months) Week 12

### Phase Four: SurfCast e-commerce server

Task: To develop SurfCast's own e-commerce server, which uses SurfCast client grids as the user interface. Including auction systems, trading systems, payment systems, and "classified adds"-style applications. Programming time and Development Milestones: tbd.



SurfCast has retained Pennie & Edmunds LLC, who have initiated an extensive investigation into potentially competitive software, and who have filed patent applications to ensure our freedom to use our invention.

We believe we have three primary patentable inventions:



**'Dynamic Bookmarking'**, which are graphical streaming nesting tiles that include embedded passwords and can be configured by the user to be completely customizable with the user's own content choices



**'Dynamic Resource Allocation'**, whereby the software manages data and resources (whether located locally on a hard drive, somewhere out on the Web, an intranet, or extranet, or even off-air), and can serve multiple streams of content, whether that be files, folders, applications, Web sites, TV channels, or 'broadband channels'

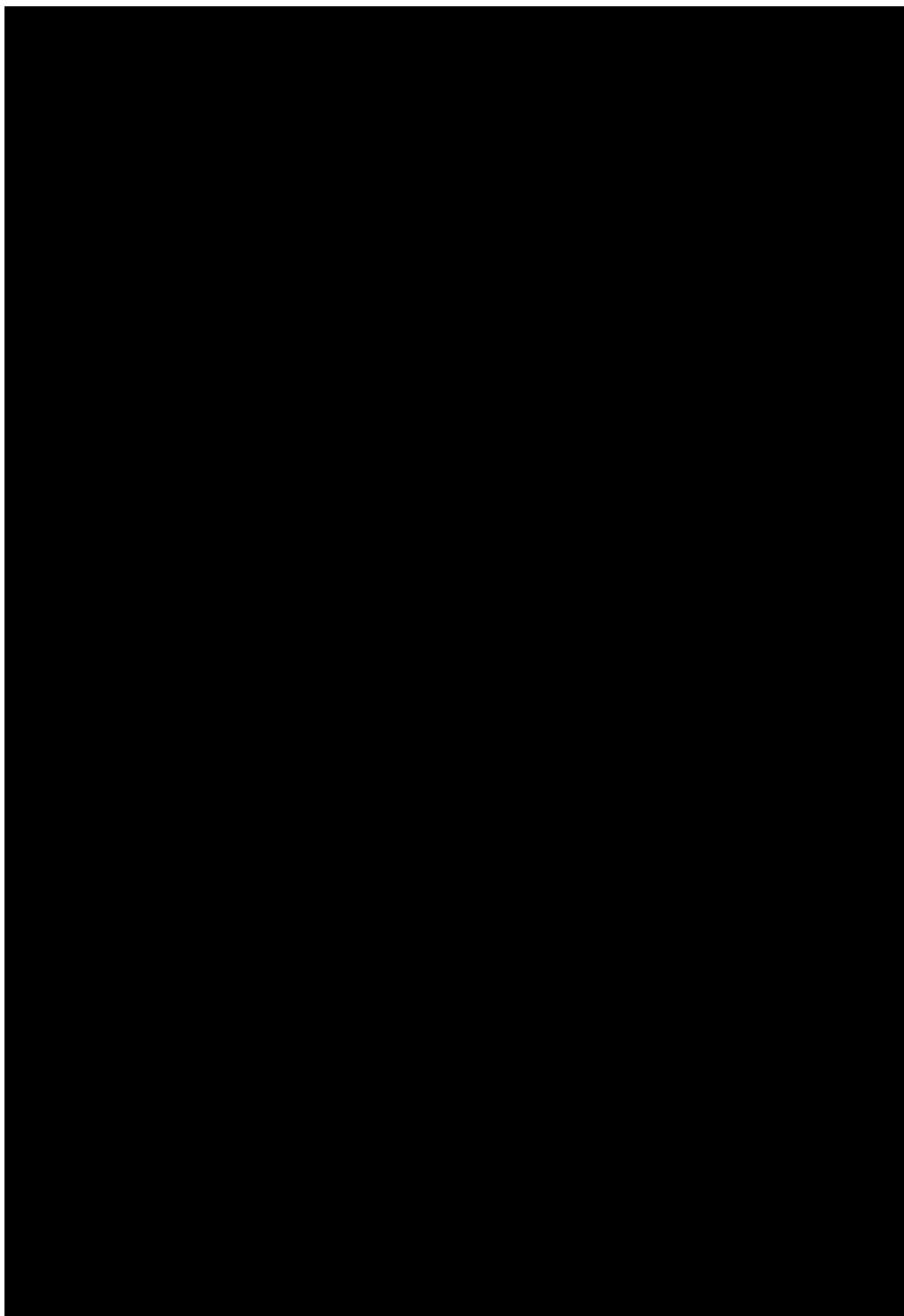


**'SurfCast Server'**, which enables Web Hosts to specifically address SurfCast tiles with custom content

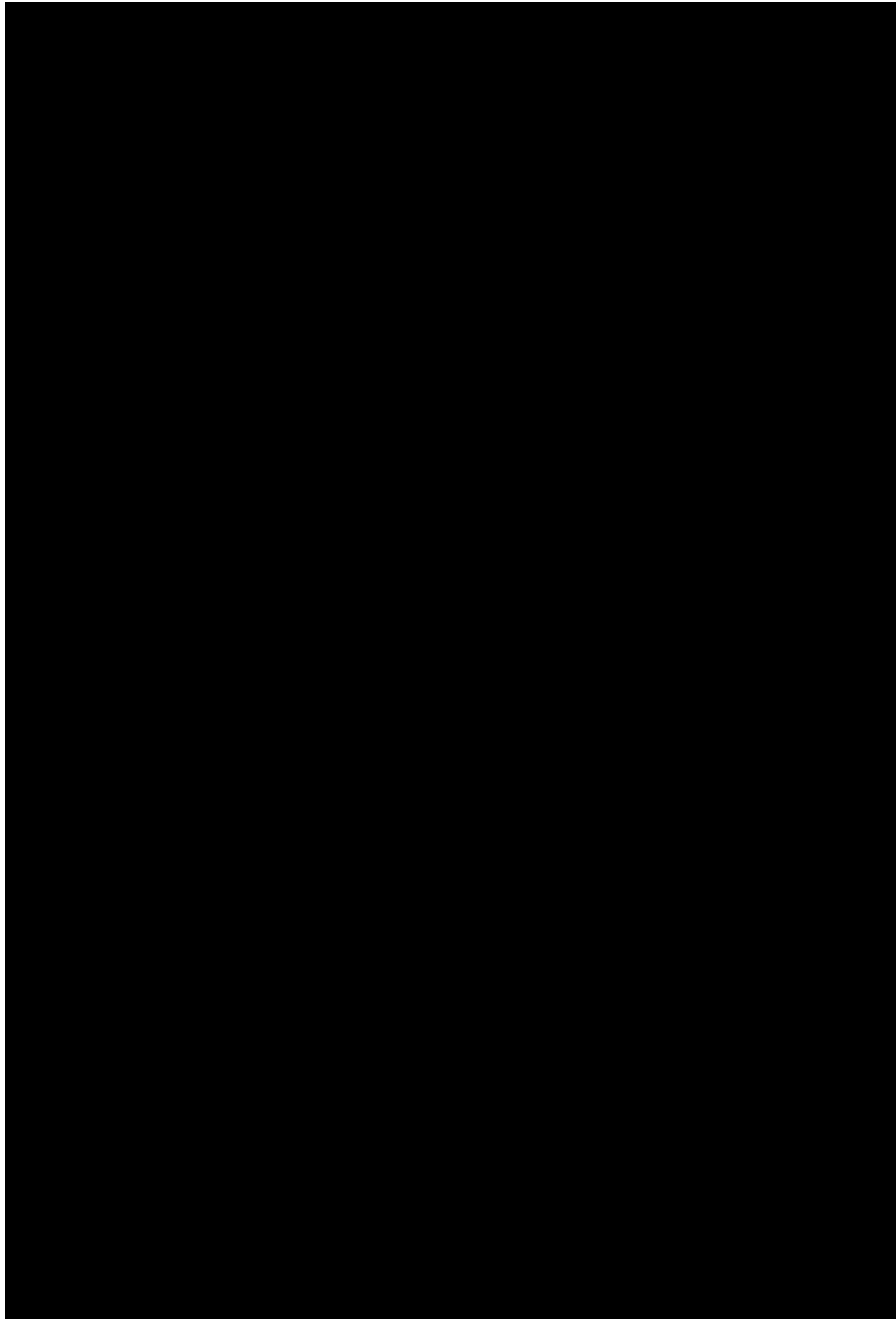
We are copyrighting the 'look and feel' of the SurfCast Grid and Tile structure and image.

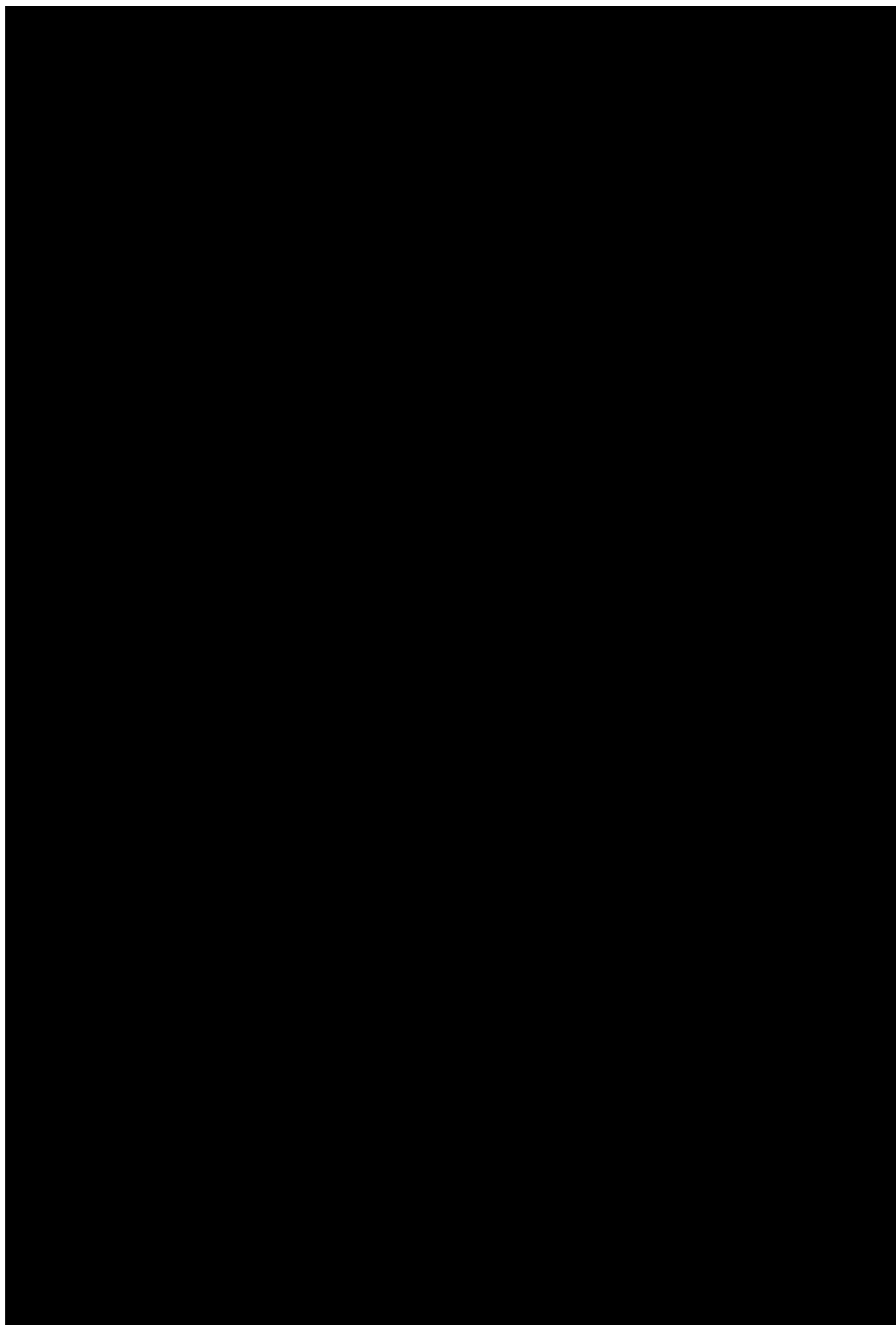
We have trademarked the names SurfCast, and SurfCast.com, as well as the SurfCast logo.

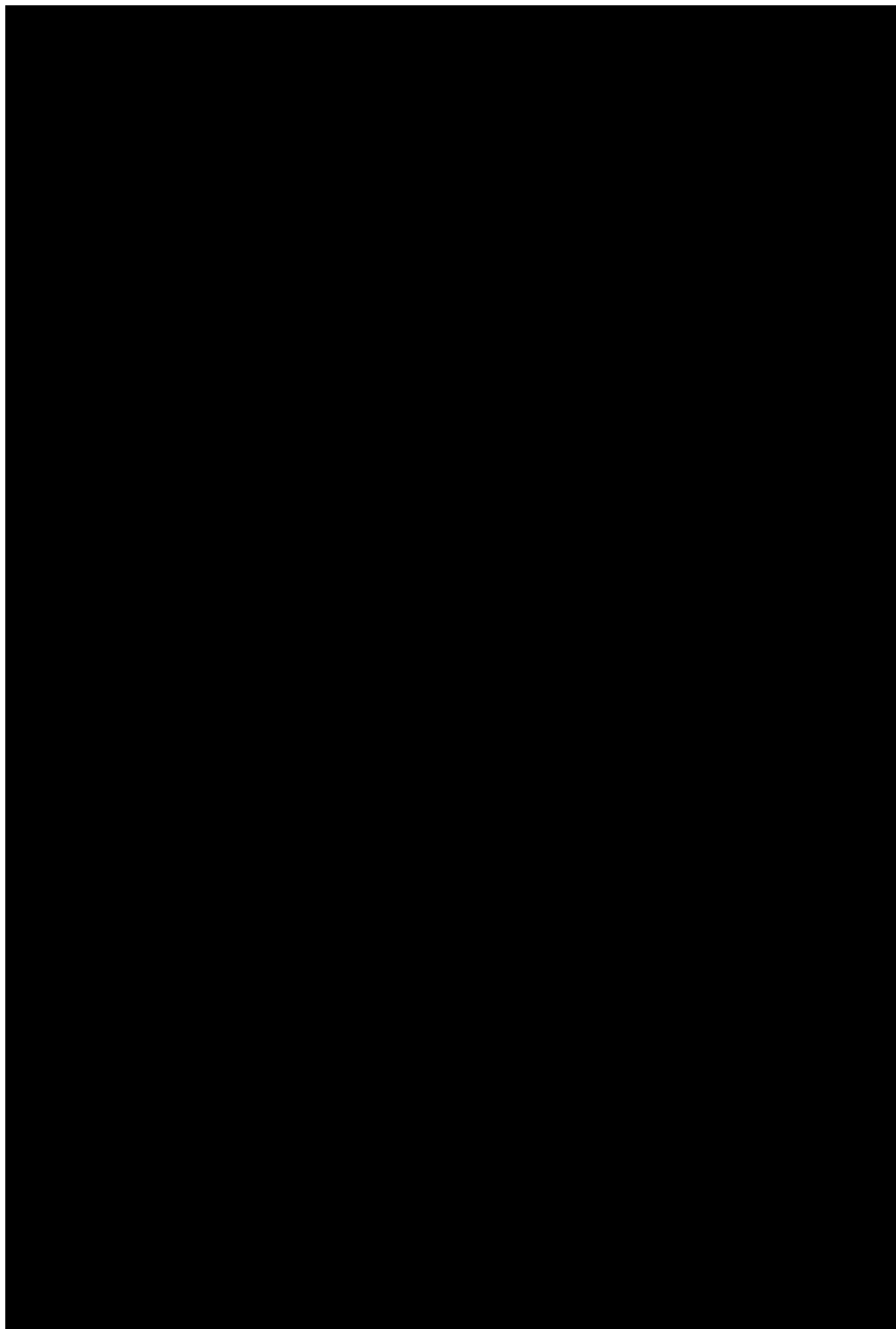


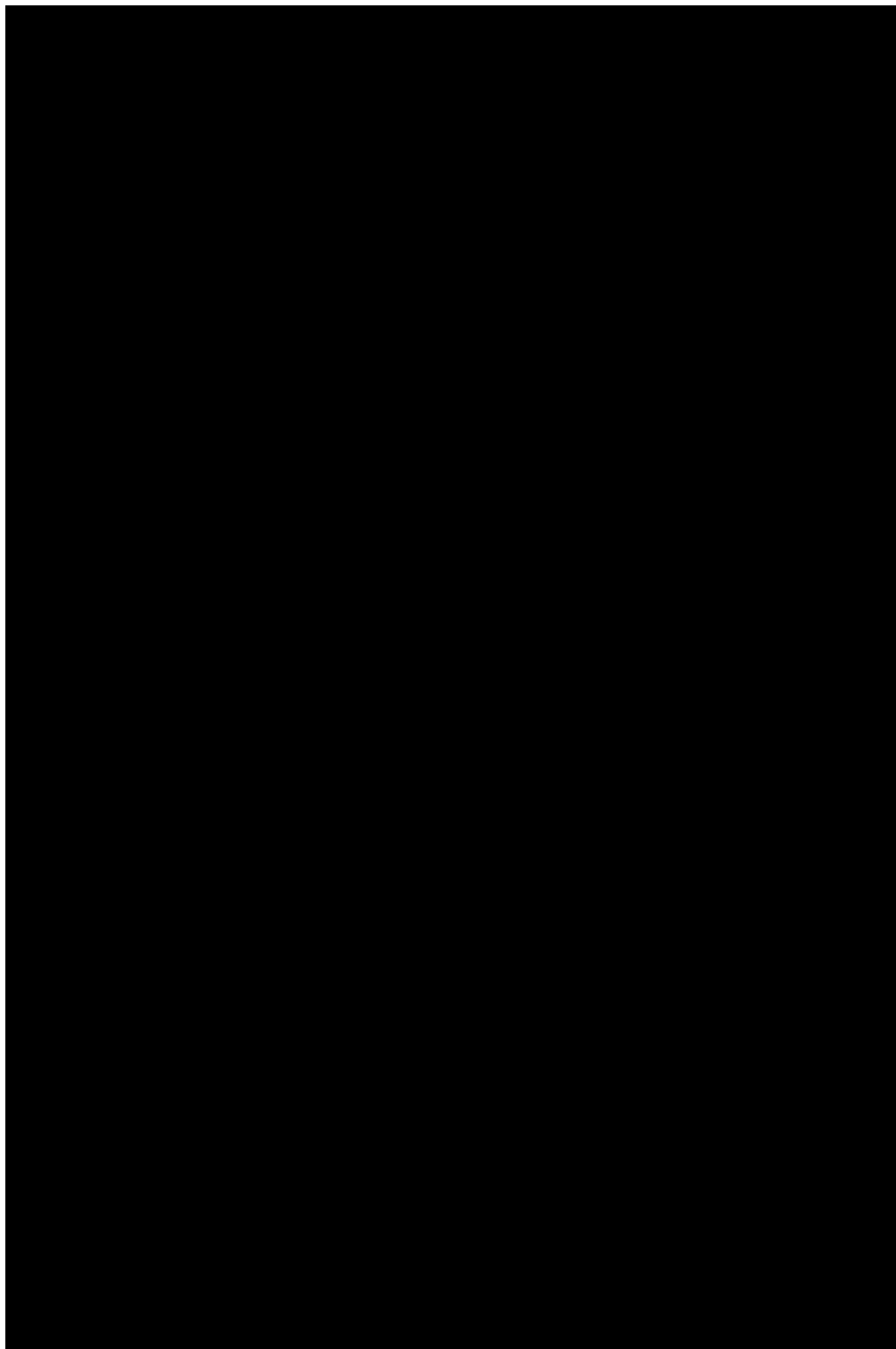


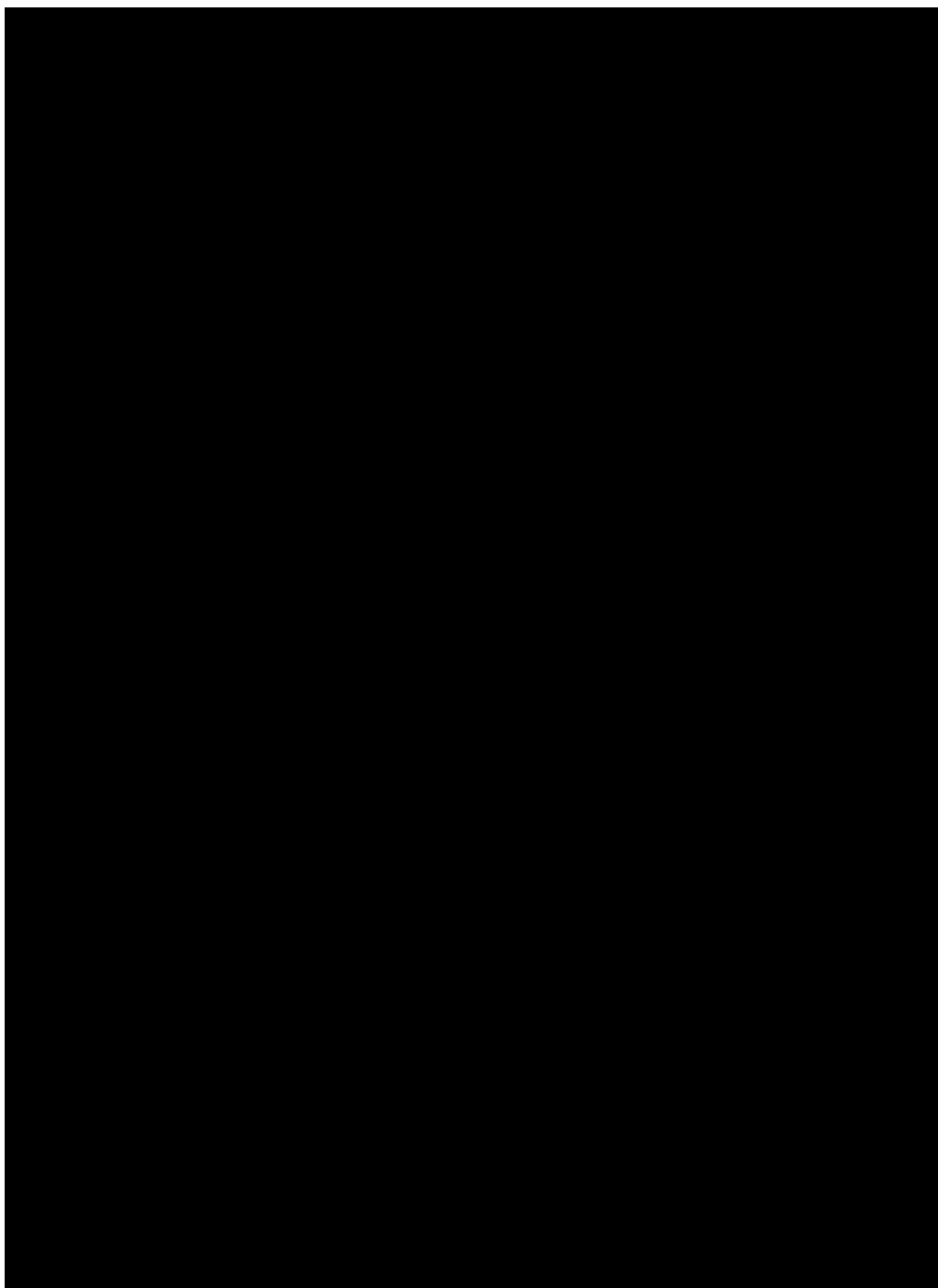


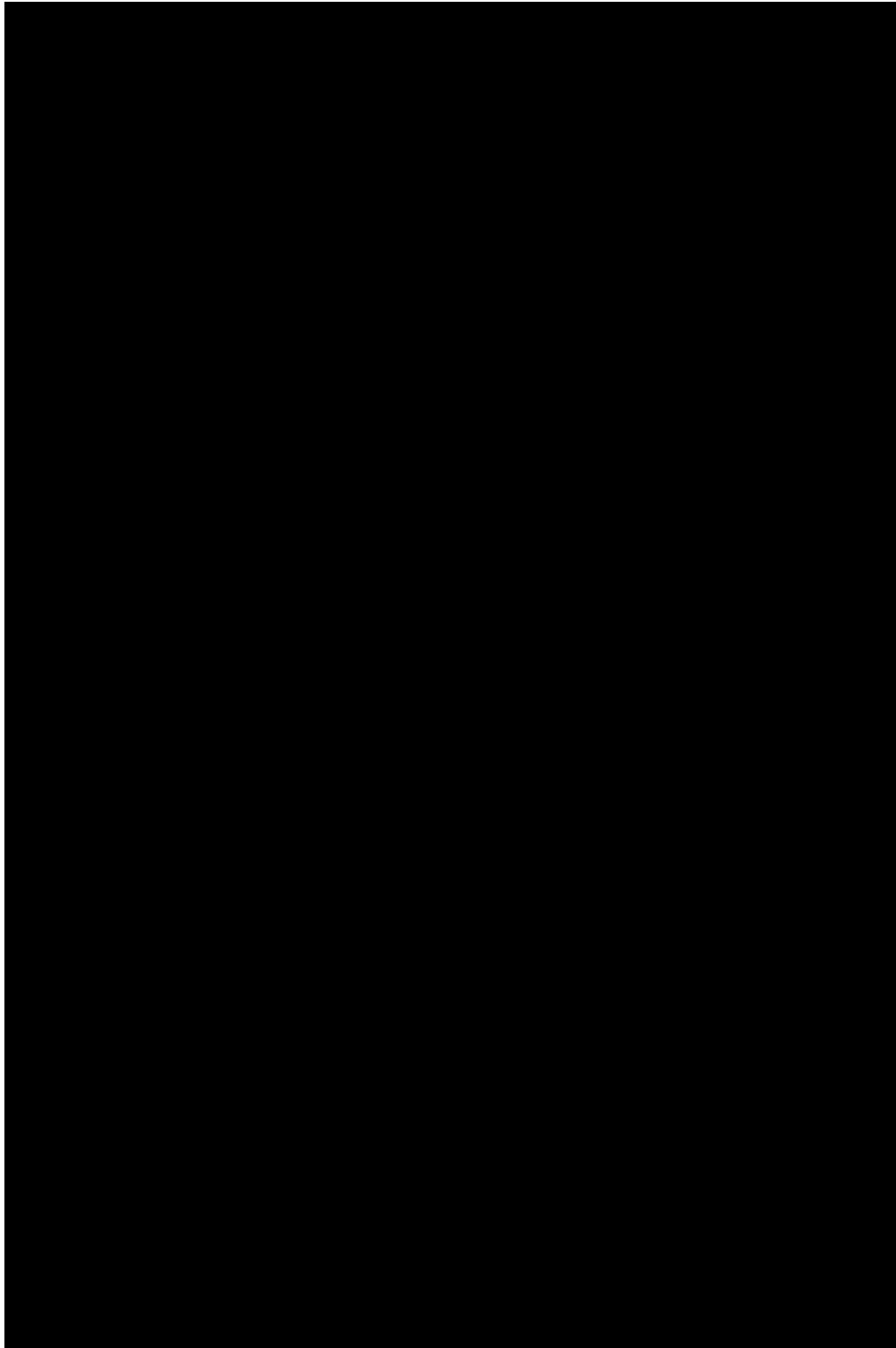


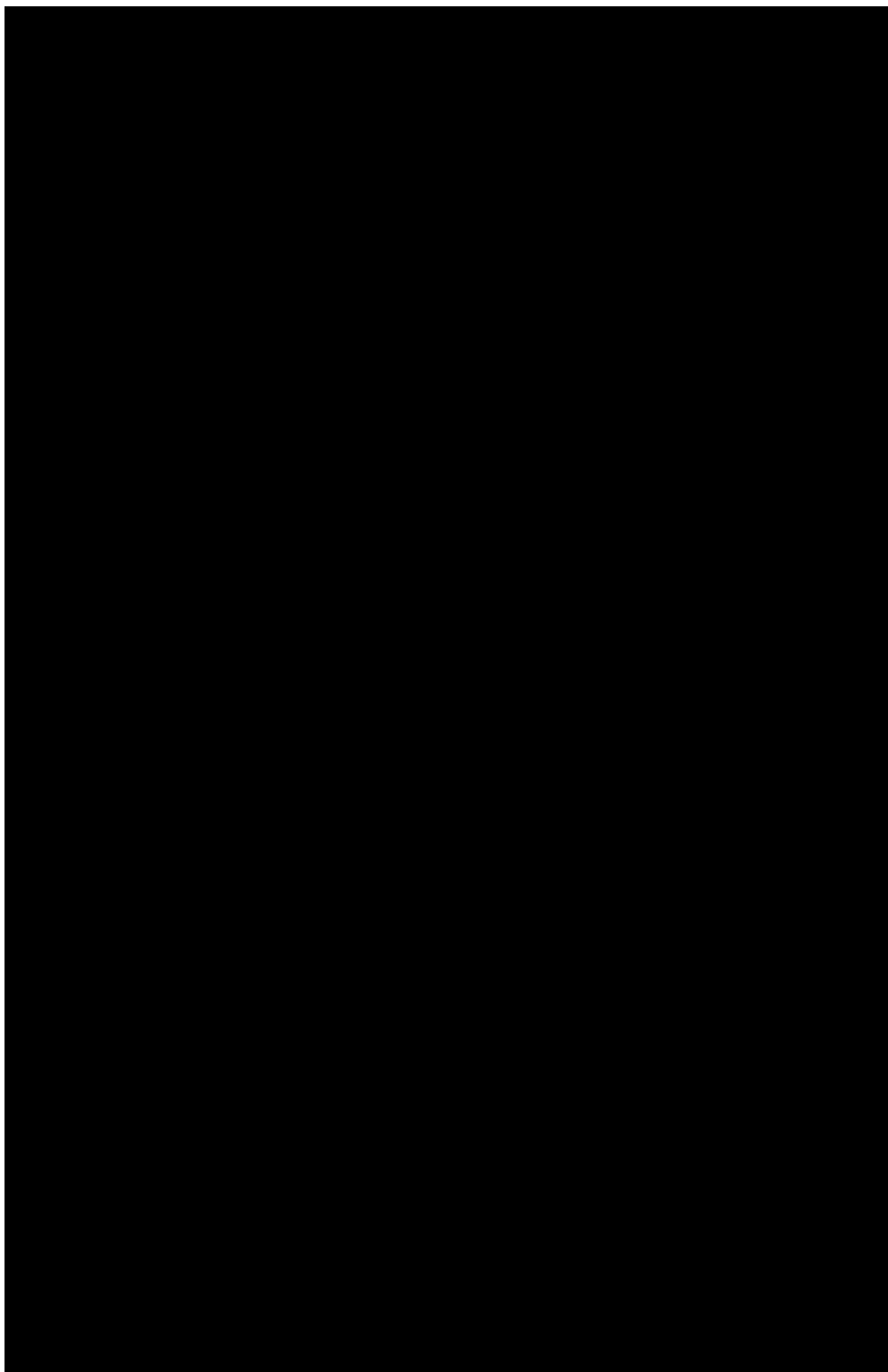


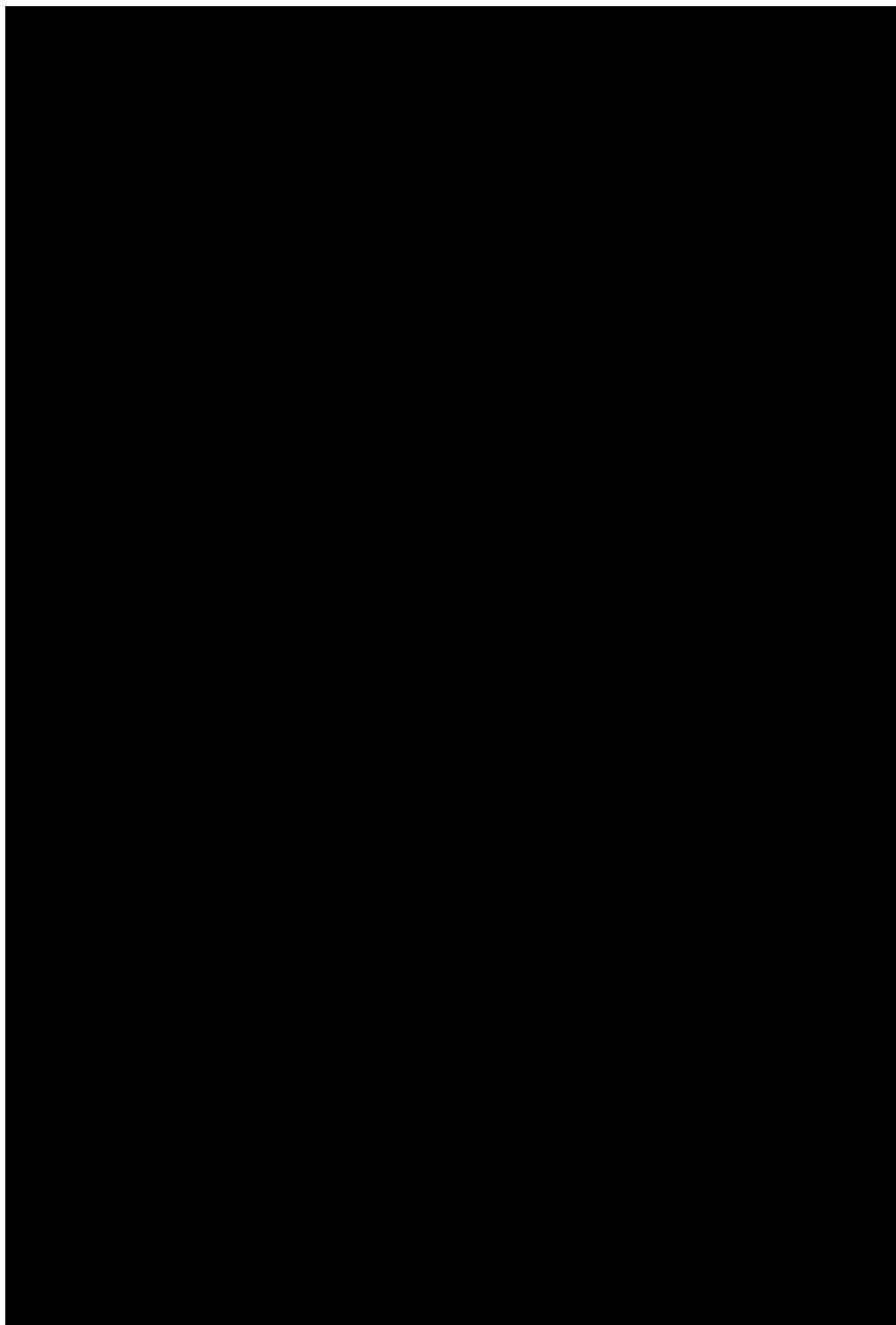














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Please note there are 2 separate books (9il095 & 9il095\_SurfCast final summary.doc) both of which have the same laminated cover.

We need 20 copies of each book with covers by tomorrow morning 9am and the rest (the other 20) by later in the day, say 1pm.

This is for three Global Heads of Investment Banking who have personal involvement in the project – so these books need to be done to the timescale indicated.

Thanks

Ben

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