

SURFCAST™ INC.

**EXECUTIVE SUMMARY
1999-2000**

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**SURFCAST™ INC.
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SurfCast is an easy, useful, and fun software application that organizes and guides user's On-line experience.

Something is preventing millions of people from getting on the Internet. PCs are faster than ever--as far as processing power. Yet PCs have increasingly complex MIPS-grinding software pre-loaded, rendering them inefficient, complex and slower in practical terms. Millions of potential users (especially older people, i.e. 50 years +) 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 easier.

Even experienced Internet users have endured increasing complexity in PCs and the Internet. People have literally hundreds of bookmarks and dozens of passwords--and no effective and easy way to manage their On-line experience.

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, 6th August, 1999. (note: we have underlined the really obvious stuff).

"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 entry to, and use of, the Internet.

The Proposal

We are currently raising up to [REDACTED] via a capital increase in SurfCast in exchange for an equity shareholding. The purpose of this financing is to fund the development of the beta version of the software. This financing is intended to be completed and funded during September, 1999.

The proposed financing will fund the first six to nine months of operations. We will recruit up to 12 programmers and testers, purchase/lease equipment, and rent a development facility. We intend to initiate a second financing round in early 2000.



Vision

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

"Ease of navigation" is the vision, and that's where we're going.

Mission

Our mission is to make the Internet easy to navigate and to put the user back in control. SurfCast develops a useful, convenient and fun way of accessing and organizing the Internet. Our method uniquely allows user's to easily configure their own preferences and guide their On-line experience. SurfCast's software makes PCs easy to use and the Internet simple and fun.

"Ease of navigation" is our mission. Fun and intuitive user interfaces, easy surfing, and screen real estate. That's us.

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 organization 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.

- A client application that organizes and guides user's entire On-line experience.
- Web server software.

SurfCast is an 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 attachment entitled 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. SurfCast is a dynamic GUI (graphical user interface). At its most rudimentary level, SurfCast is a simple, easy-to-use graphical display and navigational enabling software. Its primary applications are navigating the Web; as well as being a system for organizing a user's information and interests.

It's all about "Intuitive user interfaces, and easy surfing". The SurfCast GUI is a more intuitive way to navigate through data and content (including the Web), manage resources, and organize one's on-line and off-line life.

SurfCast software uniquely allows PC users to easily--visually--configure their own desktop. Users can configure an entirely custom-built graphical interface with their personal choice of content.

SurfCast is graphical, it is live, and it can be a picture representing a certain target, or it can be text and graphics in a small document telling us what we want. And most often, will already contain the information

users would otherwise have to go to the target to get.

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 an easier, more useful, and fun experience.

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

The “SurfCast Application” has the following key functions:

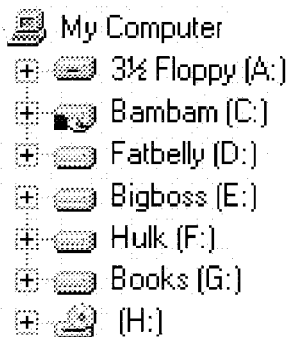
- **Bookmark:** SurfCast is better than a bookmark, because it is visual, it is larger than an icon, and it is animated. Like bookmarks, SurfCast targets URLs, however it addresses information other than Web-sites.
- **Organizer:** SurfCast organizes one’s On-line life (Internet, intranet, etc.).
- **Guide:** SurfCast guides users to ‘programs’, such as Web sites.
- **Portal:** SurfCast serves as a genuinely, 100% user personalized ‘home-page’ (whereas portals deliver ‘their brand’ tailor-made content).
- **Browser:** SurfCast offers the user any number of simultaneous Web sites or content channels.
- **Wallpaper:** SurfCast resides ‘on-top-of’ Windows (in your face) and is clickable, but does not replace any applications (for instance, SurfCast does not replace the browser, but subsumes it to a component).



Tile representing your email inboxes



Tile representing a Web site



Tile representing drives

There are three unique aspects of the SurfCast Application:

1. *'Dynamic Bookmarking'*: graphical streaming cascading tiles that have embedded passwords and can be easily configured by the user to be completely customizable with their own content choices.
2. *'Dynamic Resource Allocation'*: dynamically ('on-the-fly' 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 multiple streams and types of content, whether that be files, folders, applications, Web sites, TV channels, or 'broadband channels'.
3. *'SurfCast Server'*: enables Web hosts to specifically address SurfCast tiles with custom content.

In the left margin you see three examples of tiles.

'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.

SurfCast Client Software

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

The SurfCast Grid resides 'on-top-of' Windows (it *does not* replace Windows or any applications). A grid is a rectangular area containing one or more tiles. A tile is a rectangular area within the grid. A tile is a visual representations of its 'target'.

A SurfCast Tile is a 'dynamic bookmark'. 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.

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.

A tile is better than a bookmark, as the layout and structure are well suited for handling large amounts of ‘visual’ information. A tile is better than a bookmark, because it is graphical, it is larger than an icon, it is live, it is animated, and it targets URLs, as well as data other than Web-sites.

The SurfCast user configures each tile with properties. A tile is:

Clickable: Users can configure tiles to navigate to any target. Tiles can ‘target’ content such as documents, files, folders, applications. Tiles can be thumbnails or excerpts from user’s favorite Web sites, and TV channels (if PC is broadcast-ready).

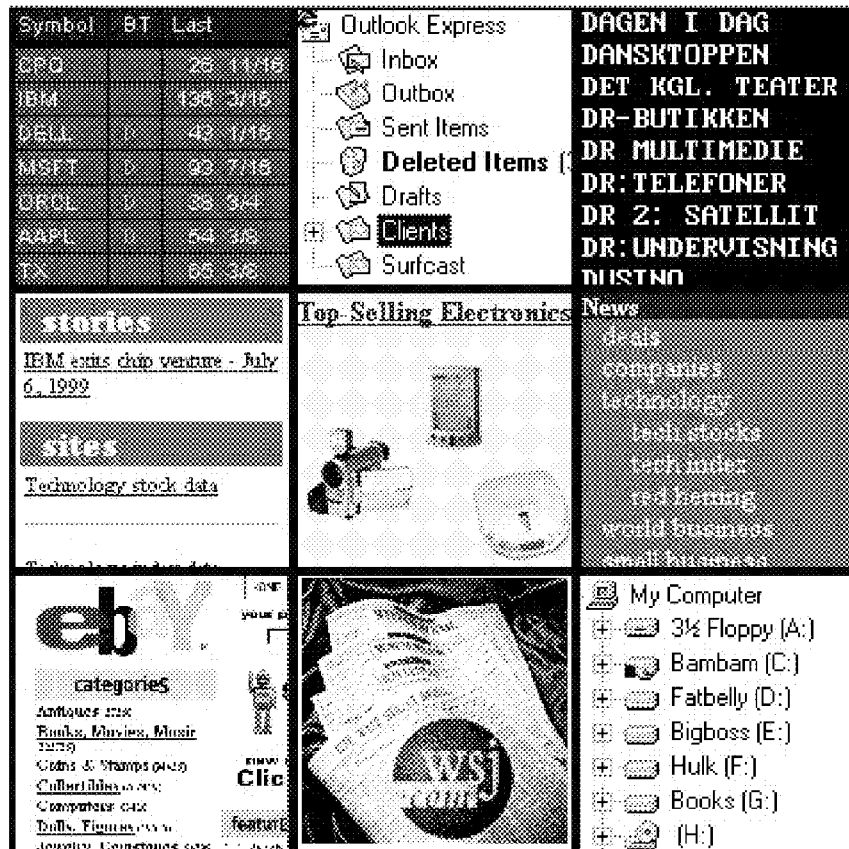
Configurable: Users decide what a tile is and does. One unique feature of SurfCast is that it allows users to easily configure their own preferences and properties, guiding their on-line experience.

Streamable: Users can get information without going places.

Live: Tiles can be ‘live’ in the sense that they update at regular intervals. Tiles update with refreshed info at a rate set by the user and/or server content push. By refresh rate we mean the rate at which the tile refreshes or updates with new or live images or graphical information from the host site. In this way tiles (read: bookmarks) are always up to date.

Secure: tiles are intelligent and 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.

A grid can look like this:



The SurfCast GUI provides a 'scalable visualization' of user's entire computer and network experience. Intuitive and fun. Easy surfing.

'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.

SurfCast can offer users any number of simultaneous Web sites or content channels. A unique feature of SurfCast is that it can serve multiple streams of content (entirely of the viewer's choice), whether that be files, folders, applications, Web sites, TV channels, or 'broadband channels'.

Because SurfCast allows PCs to view multiple streams of content, and because it is visual, 'Grids' and 'Tiles' extend the functionality of the entire file system. SurfCast software simplifies the management of data and resources. SurfCast is a 'dynamic file system' because the grids and tiles are visual representations that can be nested or 'cascaded'. This means that any hierarchical structure can be visualized 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.

'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; however it will be developed using object-oriented methods and device independent abstraction, so 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 organizational features of SurfCast applications can also be applied to other non-PC and non-Internet usage areas, such as information kiosks, booking systems, trading systems, and auction systems.



SurfCast Inc. is founded and led by Ovid Santoro and Klaus Lagermann. The organization will initially consist of a finance, marketing, and business development office in London, U.K., and a R&D division in Copenhagen, Denmark. SurfCast is a Delaware registered company.

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

- network software design
- hardware design
- software programming
- data broadcast technology
- start-ups
- venture capital finance
- corporate business development
- investment banking
- financial operations
- and within the entertainment and media industries, from content development (music A&R, interactive entertainment software, television programming) to marketing and distribution.

Board of Directors

Jim Cannavino	Chairman
Ovid Santoro	Founder & Acting 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	Chairman & CEO of Island/Mercury/DefJam
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



The Market

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

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 organizational 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".

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. 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: Launch product, give initial basic client version away to end users, create product awareness, obtain ubiquity.

Concurrently, develop relations with potential strategic and commercial partners such as: Sun, Oracle, Apple, etc.

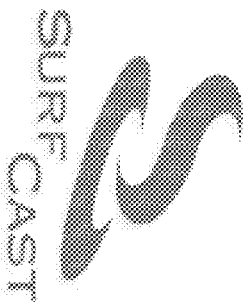
Step Two: As the client user base expands, begin charging for advanced versions and intranet version with pre-configured settings. We will launch ready-to-go configurations such as packages for certain audiences (like cable TV channel packages): kids pack; family pack; business pack; sports pack. Launch server software.

Continue to develop relations with potential strategic and commercial partners.

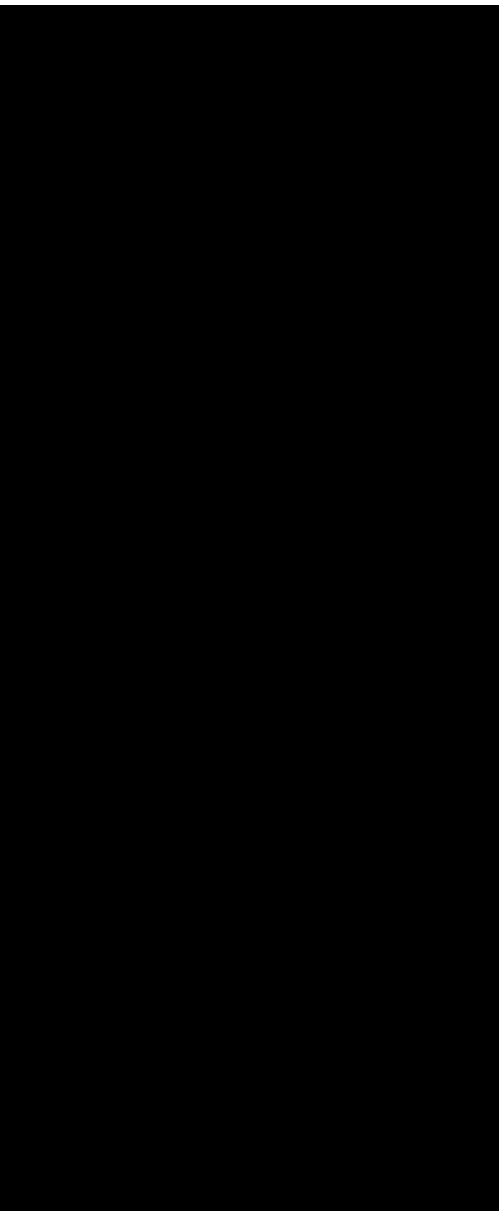
Step Three: Enable SurfCast users to access e-commerce sites using the SurfCast user interface. Also enable corporate clients to access in-house information databases using SurfCast applications.

Continue to release subsequent version of client and server software.

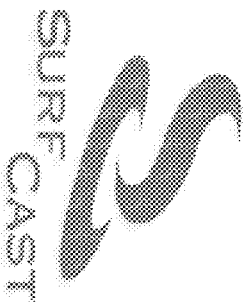
Continue to develop relations with potential strategic and commercial partners.



SurfCast cost budget for the first 12 months of operation:



Rolling Burn and Total Costs do not include Marketing Costs



The financial strategy of SurfCast is to apply the proceeds of this initial funding round to develop products. SurfCast does not expect significant revenues within the first year of operation. Assuming plans are carried out, more significant revenues will commence early in the second year of operation.

Our projections assume that SurfCast receives a capital increase of at least [REDACTED] during 1999. The entire capital increase will be invested over the subsequent 6 months. It is assumed that SurfCast invests an additional amount of at least [REDACTED] from a second round of financing, which will commence in early 2000. Forecasted numbers for the first three years of operation are as follows:

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



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

Use of Proceeds and Investment Strategy

The use of proceeds of the financing will be:

- to hire programmers and testers
- 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 beta 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 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 realize their investment and to position the company for the subsequent stage of its growth.





We have reviewed various software offerings available to end-users for organizing 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 an easier, more useful, and fun experience.

We are creating the foundation for a new platform that might ultimately become the universal user interface. 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 organize 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. 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
- gaining and maintaining market share will be our most important strategic imperative.



Appendix A - Founders and Directors CVs

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 two 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 structured the IBM Global Network. He was viewed as the likely candidate to become the next CEO at IBM after John Akers announced his retirement in 1993, but he decided to retire for personal reasons.

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 advising companies such as Intel Corporation; Time Warner; and McKinsey & Co. Ovid was previously at CS First Boston; Lehman Brothers; and Drexel Burnham Lambert. Ovid has been a Contributing Editor and Featured Commentator on *CNBC*, as well as *Dow Jones' European Business News* program. Ovid was the founding European Editor for *The Red Herring* magazine. Before and during university, Ovid started several businesses, including: creating and producing a music television program backed by Time Warner; and producing a series of documentary television programs for RAI. He was a DJ for an nightly music program on a New York City FM radio station. 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; K3-IT Business.

Tom Dechaene: Tom is the head of corporate finance for the Deutsche Bank venture capital principal investment business. 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 1990, 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). Mr. Cohrs is one of the industry's most experienced equity capital markets professionals, having played a leading role in the following equity offerings: Deutsche Telekom; Nynex Cablecoms; Dell Computer; NTT; Microsoft; Lam Research; Vodaphone; VLSI Technology; ST Microelectronics; Netscape; Samsung Electronics; Mannesmann; Daimler Benz; 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. Mr. Cohrs 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.

Appendix B - Development Schedule

Phase One – SurfCast Web Client

Task: To further develop the demo/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, Videophone.

Programming time: six man-months, three prgrmrs 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: 8 man-months, 4 prgrmrs for 2 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: 9-12 man-months 3-4 prgrmrs for 2-3 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 & Development Milestones: tbd.

Appendix C - Summary of Intellectual Property, Patents, Trademarks, and Copyrights

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:

1. '*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
2. '*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'
3. '*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.