FedEx. USA Airbill

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SPH43

Form I.D. No. 0215

Sender's Copy

1 From *Please print and press hard.*

Date: 12/26/00

Sender's FedEx Account Number: 1084-0812-0

Sender's Name: Burton Grad

Phone: (203) 222-8718

Company: BURTON GRAD ASSOCIATES INC

Address: ~~7 WHITNEY ST EXT~~ 5 ST John Place

Dept./Floor/Suite/Room

City: WESTPORT State: CT ZIP: 06880

2 Your Internal Billing Reference OPTIONAL

First 24 characters will appear on invoice.

3 To

Recipient's Name: Grant Wynn

Phone: (469 737 4899

Company: coollink.com

Address: 6404 International Parkway

We cannot deliver to P.O. boxes or P.O. ZIP codes.

Dept./Floor/Suite/Room: Suite 2000

To "HOLD" at FedEx location, print FedEx address here.

City: Plano State: TX ZIP: 75093

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0118866679

4a Express Package Service — *Packages up to 150 lbs.* Delivery commitment may be later in some areas.

- [x] FedEx Priority Overnight — Next business morning
- [ ] FedEx Standard Overnight — Next business afternoon
- [ ] FedEx First Overnight — Earliest next business morning delivery to select locations
- [ ] FedEx 2Day* — Second business day
- [ ] FedEx Express Saver* — Third business day

* FedEx Letter Rate not available. Minimum charge: One-pound rate

4b Express Freight Service — *Packages over 150 lbs.* Delivery commitment may be later in some areas.

- [ ] FedEx 1Day Freight* — Next business day
- [ ] FedEx 2Day Freight — Second business day
- [ ] FedEx 3Day Freight — Third business day

* Call for Confirmation:

5 Packaging — * Declared value limit $500

- [x] FedEx Letter*
- [ ] FedEx Pak*
- [ ] Other Pkg. — Includes FedEx Box, FedEx Tube, and customer pkg.

6 Special Handling

- [ ] **Saturday Delivery** — Available for FedEx Priority Overnight and FedEx 2Day to select ZIP codes
- [ ] **Sunday Delivery** — Available for FedEx Priority Overnight to select ZIP codes
- [ ] **HOLD Weekday at FedEx Location** — Not available with FedEx First Overnight
- [ ] **HOLD Saturday at FedEx Location** — Available for FedEx Priority Overnight and FedEx 2Day to select locations

Does this shipment contain dangerous goods? One box must be checked.

- [x] No
- [ ] Yes — As per attached Shipper's Declaration
- [ ] Yes — Shipper's Declaration not required
- [ ] Dry Ice — Dry Ice, 9, UN 1845 ____ x ____ kg

Dangerous Goods cannot be shipped in FedEx packaging.

- [ ] Cargo Aircraft Only

7 Payment **Bill to:** Enter FedEx Acct. No. or Credit Card No. below.

- [x] Sender — Acct. No. in Section 1 will be billed.
- [ ] Recipient
- [ ] Third Party
- [ ] Credit Card
- [ ] Cash/Check

FedEx Acct. No. / Credit Card No.: Exp. Date:

Total Packages	Total Weight	Total Declared Value†
1	1 lb	$ .00

†Our liability is limited to $100 unless you declare a higher value. See back for details.

FedEx Use Only

8 Release Signature *Sign to authorize delivery without obtaining signature.*

By signing you authorize us to deliver this shipment without obtaining a signature and agree to indemnify and hold us harmless from any resulting claims.

359

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BURTON GRAD ASSOCIATES, INC.
5 SAINT JOHN PLACE
WESTPORT, CONNECTICUT 06880
(203) 222-8718
(203) 222-8728 FAX
BURTGRAD@AOL.COM

Coollink.Com
1212 East Arapaho
Richardson, Texas 75081

Invoice #3001

December 22, 2000

Project: #291-1

Attention: Mr. Grant Wynn

INVOICE

Project: Technical Due Diligence of Data Foundation

Consulting Services: 12/12-12/22/00

Burton Grad	1.5 days @ $2,800/day	$4,200.00
Sidney Dunayer	3.0 days @ $1,600/day	4,800.00
	Total Fees:	$9,000.00

Expenses:

Sidney Dunayer: Brooklyn NY to Riverdale Md and return (12/19/00)
Automobile expenses plus tolls: $60.00

Total Expenses:	$ 60.00
Total Invoice	**$9,060.00**
Paid in Advance	7,500.00
Balance Due	**$1,560.00**

Payment is Due Within 15 Days of Receipt of Invoice

I have sent you a copy of the due diligence report as an attachment to this email.

There are two appendices which I cannot send by email since they were copied from documents provided by DF and you. I have sent Appendix F by fax, but have not sent Appendix C since I do not yet have a written release from Richard Millman. I'll send it as soon as I can contact him and get his clearance.

Please call me if you have any questions or require written or oral clarification.

Burt

863-
655-
6252
Richard
Millman
703-407-0724(O)

SSI - projects
13382 Retrieve 1/00
83 Pragsensitive 1/00
72 Spectralopic 3/99
75 Info Adv 7/99
76 Case Data 7/99
77 Hevamy 7/99

fax
469 737
4899

Grant Wynn -
6404 International
Parkway
Suite 2000
Plano, TX
75093
-4500

BURTON GRAD ASSOCIATES, INC.
5 SAINT JOHN PLACE
WESTPORT, CONNECTICUT 06880
(203) 222-8718
(203) 222-8728 FAX
BURTGRAD@AOL.COM

December 22, 2000

Mr. Grant Wynn
Coollink.Com
1212 East Arapaho
Richardson, TX 75081

Dear Grant:

Enclosed is the report prepared by Burton Grad Associates, Inc. (BGAI) for Coollink.Com (Coollink) covering BGAI's technical due diligence study of Data Foundation, Inc. (DF) and its potential technical relationship with Coollink.

The report describes the DF products and plans, provides a technical assessment of its prospects and then analyzes how the DF technology and products may be of value to Coollink.

BGAI was given access to various proprietary DF materials and conducted on-site and phone interviews with selected DF executives. At DF's request and in accordance with the non-disclosure agreement between DF and BGAI, this material has not been disclosed to Coollink. You will need to obtain directly any materials you require for any further due diligence activities.

Sid Dunayer and I are available to clarify any items in the report and to try to answer any questions you may have.

Sincerely,

Burton Grad

cc: Sidney Dunayer
5409.LTR

Due Diligence Report on

Data Foundation, Inc.

Prepared for:

Coollink.Com
1212 East Arapaho
Richardson, TX 75081

Prepared by:

Burton Grad Associates, Inc.
5 Saint John Place
Westport, Connecticut 06880

Burton Grad
Sidney J. Dunayer

Date:

December 22, 2000

5409

Table of Contents

EXECUTIVE SUMMARY

Data Foundation, Inc. (DF) is a technically interesting early stage software/hardware development organization focused on producing an economic solution to very high volume storage requirements. Based on its proprietary Scalable Storage Architecture, DF has designed and implemented initial prototypes which go beyond proof-of-concept, but are still a long way from being able to deliver operational products.

DF is using off-the-shelf hardware components to assemble its storage management network appliance, but is directly producing all of the software needed to implement its system. The hardware is necessary to test the software functionality and will also be essential to measure performance and effectiveness.

The development process is very informal, but the use of an iterative development cycle seems appropriate and reasonably efficient. The technical programming activities appear to be first rate, although use of "free" systems software may lead to later operational problems. If the patent applied for on the architecture and certain key program components is granted, then DF may have some extra protection against competition. However, we do not consider the patent a critical success element.

The principal concerns relate to the relatively slow pace of the program development work (because of limited funds and hence limited staff) and the lack of adequate skills or money to effectively proceed with hardware testing and product design and packaging. The intent to deliver a hardware-based product significantly lengthens the schedule and increases the costs and the marketing risks.

As a standalone business proposition, DF has a very interesting architecture and program technology in what may well be a unique storage management niche. But it still has to put together a professional, profitable, reasonably probable business scenario. If it can initially focus on one substantial, available marketplace, it can probably demonstrate the technical superiority and economic value of its approach. This would then form the basis for expanding, possibly quite rapidly, into a number of other prospective very large storage applications and markets. We see DF's best opportunity as principally a semi-customized software product company, which should avoid getting delayed by trying to produce and deliver hardware-based storage network appliances.

As a separate assessment, given our favorable opinion of DF as a standalone business, we believe that there is only a limited, highly speculative benefit to Coollink's future growth plans from a close association with DF.

There is probably an opportunity for Coollink to use its programs and business approach to provide similar functionality in the video-on-demand or targeted, advertising-supported video delivery marketplace. However, nothing would preclude Coollink from partnering with firms which use DF's very large file management technology. Proper licensing would seem to provide a suitable business opportunity for Coollink. There do not appear to be any significant benefits from common ownership.

That being said, there is no harm to Coollink from common ownership of DF unless the financial demands to establish DF as a hardware supplier in a very competitive marketplace distract Coollink management from its radio-based focus or places Coollink on short financial rations.

SECTION I. Objectives, Work Plan and Assignment

Objectives

As the result of initiatives by certain major investors in Coollink.Com (Coollink), Coollink wishes to determine how it can benefit from a substantial relationship with Data Foundation, Inc. (DF), a Maryland-based advanced storage product start-up company.

Coollink wants to have an independent technical due diligence study performed prior to determining whether it wishes to arrange some form of merger or partnership relationship with DF. This study will help ensure that the technical representations made by DF to Coollink are accurate and complete and to be sure that there are no serious development or technical operations issues which would significantly affect estimates of current value or projections of future profits from DF. Coollink will separately perform any legal and financial due diligence studies that it needs.

Coollink also wishes BGAI to review Coollink's technical and marketing plans and to identify the potential technical and market benefits to Coollink if it were to use the DF products and technologies in Coollink's streaming delivery operations.

BGAI, an independent consulting firm with extensive experience in due diligence and valuation studies for computer software and services companies, is pleased to perform this technical due diligence study so that Coollink can proceed with its decision regarding a potential future relationship with DF.

Work Plan

1. BGAI requested certain development and technical information from DF. An initial request list was sent. BGAI has modified this information request list to focus on the relevant items after discussions with DF. The list used is attached as Appendix B-1.

2. BGAI conducted on-site and telephone interviews with the technical and development executives of DF and reviewed all relevant materials in the development and technical due diligence areas including examining design documentation, source code and specific product requirements and development plans.

3. BGAI analyzed the DF materials and interview notes to identify any areas of concern and any potential problems in the development or technical functions.

4. In parallel, BGAI obtained and analyzed various technical and market related materials from Coollink and interviewed a key Coollink executive to understand Coollink's status and plans.

5. BGAI prepared a due diligence report for Coollink on its findings about and assessment of DF without disclosing any DF-identified confidential technical information.

6. BGAI incorporated in this report an analysis of the potential areas of technical or market benefit for Coollink from DF's products and technologies.

Assignment

The project was managed by Burton Grad, president of BGAI with BGAI Associate Sidney J. Dunayer as the principal consultant.

Professional profiles for the BGAI participants are enclosed as Appendices A-1 and A-2.

Coollink and DF designated liaisons to work with BGAI.

The due diligence project was performed on an accelerated basis with the final information request list sent to DF on December 15, 2000 and technical on-site interviews conducted on for December 19. Telephone interviews were conducted on December 19 and 20.

Because of the business relationships between one of the new investors in Coollink and his involvement in DF, BGAI has been asked to be particularly careful of the confidentiality of the materials obtained from DF and to preclude its communication to Coollink without explicit written approval. Similarly, material obtained from Coollink is to be protected by BGAI and not disclosed to DF without explicit written approval. Appendix B-2 lists the materials provided by DF and Coollink.

Appendix B-3 lists the individuals interviewed by BGAI at DF and Coollink for this due diligence study.

SECTION II. Description of Data Foundation, Inc

Attached as Appendix C is a description of Data Foundation (DF) as stated in DF's Business Plan and a description of one planned DF product. The following notes highlight certain key elements in DF's technical and business directions.

Business Proposition

Data Foundation is an early stage technical start-up company which has defined a concept (Scalable Storage Architecture) to be implemented as an integrated Linux solution built into a controller box (a storage network appliance). The product will provide software in a box within a controller using solid state disks and managing regular disks and tape cassettes. It will be an NAS file server controller.

Products

DF is implementing programs and building prototype products to incorporate the principal concepts underlying its Scalable Storage Architecture:

- use of HSM to archive information
- use of selected concepts of RAID technology to mirror stored data
- use of Fibre Channel for SANs with TCP/IP to connect dispersed storage components

DF is aiming this new product at the very large storage volume ESN market (10+TB).

The first three of seven prototypes have been built and programming is proceeding on the level 4 and 5 prototypes. Hardware progress is currently on hold waiting for additional financing.

A patent has been applied for to cover the architecture and certain software capabilities which will efficiently and effectively manage the multiple storage elements in very large storage configurations.

Markets

DF is considering the use of various marketing channels: integrators, partners, OEM, direct sales, Value Added Resellers. It is also looking at a number of market and application opportunities including large corporations and entertainment and information providers.

Financials

DF is prepared to move ahead when the requested new financing needed to support further hardware and software development is available. A budget of over $7.5M is required to move to a level 7 prototype, which should be suitable for operational use.

Management

DF has a president who has substantial business experience and two development management executives. It does not have a formal management structure, nor the management team needed to move into an effective production or marketing cycle.

SECTION III. Technical and Development Assessment and Conclusions

Technical Assessment (see Appendix D for details)

- The current implementation is clearly a prototype. Several key components are not yet implemented and others will likely need considerable revision before the product is ready for either an alpha or beta test. Despite this fact, the overall design and implementation were very impressive. It appears to be well thought out and the code was surprisingly well written.

- The ability to add and remove physical storage devices at will, without data loss or significant performance degradation is a definite improvement over conventional storage systems. Furthermore, the addressing scheme used by Data Foundation effectively extends the upper limit to filesystem size imposed by the mechanisms used in conventional storage systems.

- Data Foundation provides superior recovery time over conventional RAID devices since the data can be recovered directly from the secondary storage media. In addition, the use of a secondary storage device means that the entire capacity of the primary devices is available for holding data. In conventional RAID systems, only a portion of the primary devices is available with the remainder of the space being used to hold the backup copy of the data.

- By implementing the HSM inside the storage controller rather than on the host system, the overhead imposed by the HSM on the host system is eliminated This frees the host system to perform other work while the storage controller performs the data migration tasks.

- The system may not be appropriate for all applications. While it will likely perform very well for those applications with large files that do not change frequently, it will probably not perform as well in applications that have a large number of small files or in those applications where the data is changed often.

- It isn't clear that there will be a market for a device that implements large filesystems alone. It is more likely that the technology will do better as part of some other application. While the current marketing focus is on video, that market is still emerging and may not produce significant revenues over the short term. Other well-established applications, such as document image management, may be a better initial choice.

- Data Foundation does not appear to have any staff members who specialize in hardware design and implementation. While they have successfully built prototypes using off-the-shelf components, they are having trouble diagnosing and correcting problems with the Fibre Channel devices. It is not clear whether these problems are hardware or software related at this point. Data Foundation feels that there are problems with the Fibre Channel hardware and that the current drivers do not successfully recover from the problems.

- Data Foundation appears to be understaffed at this time to meet the aggressive delivery schedules in their Business Plan. They currently have three full time programmers and one

part time programmer in Russia performing all the kernel level development. In addition to the Gerasimovs, they also have three full time programmers in the US developing the other components of the system.

- Development is a fairly informal process at Data Foundation. While this may be acceptable at this time, there is a definite need for a more formal and managed process in the near future.

Development Assessment (see Appendix E for details)

- DF has only 6 programmers producing all of the software needed for the planned filesystem network appliance. By using Russian programmers in Russia, DF will sharply reduce its programming cost, but may introduce special management, communication, testing and scheduling problems.

- Given the relatively large size and number of the tasks, a formal development management system needs to be put in place with sufficient technical reviews and project administration to insure a consistent, integrated product.

- While the technical programming skills seem quite good, there is little evidence that DF has the hardware design, selection or assembly skills necessary to produce a competitive hardware product.

- Performance testing has been cursory at best to this point (it's still early), but high performance will be critical for market success. The ability to effectively simulate the hardware components may be critical to cost-effective performance measurement and system tuning, whether or not the software is delivered separately or in a hardware box.

Conclusions

- DF has designed and is in the process of implementing an advanced high volume file system controller (network appliance) which should provide substantial economic benefits over competitive offerings

- DF is a very small company consisting entirely of technical people, half of whom are in the US and the other half in Moscow, Russia

- DF has been kept on a very short financial tether since Pegasus became the majority stockholder in July 2000. DF is continuing with its program development efforts within its available budget, but is currently limited to its hardware progress.

- DF states that it expects to have a marketable product (level 7 prototype) by 3Q01. Unless substantial funding is available soon, particularly for hardware, this date will not be possible. Any 2001 product delivery has to be considered a high risk.

- The DF patent application refers to much prior art but does indicate certain areas of original, "non-obvious" invention plus a constructive architecture. However, even if the patent is not

granted, or, if granted, does not hold up to challenge, the software accomplishments would still be meaningful and could not be easily copied by a competitor.

- The November 2000 DF Business Plan (which has not yet been approved by the Board of Directors), has been put together in order to showcase high return opportunities and attract venture capital investors. The plan is far too technically ambitious and not well focused. The rapid expansion in staffing assumed and the exponential growth in revenues seem quite unrealistic. These expectations would put serious pressure on the technical staff and could jeopardize the development process and delivery plans.

- DF is a very early stage start-up company with a large number of questions to resolve:
  - will it try to deliver a file system controller or a software package?
  - will it try to deliver a standard solution or produce customized versions for different markets and applications?
  - will it try to sell its products to end users, to OEM's or to service providers?
  - will it try to sell directly or through various marketing channels?

- DF certainly has substantial value, if it is sensibly managed and properly focused. If it attempts to overexpand prior to establishing itself in at least one recognizable market segment, then it is likely to be an expensive failure.

- The focus on the video streaming market, specifically on video-on-demand, may well distort the technical work and development plans and miss exploiting more readily available large storage management opportunities.

- While it is essential that DF demonstrate its ability to effectively manage very large files by building prototype hardware systems, we are not convinced that embedding the novel software architecture and programming in a proprietary controller or an integrated filesystem is a wise technical or development decision.

- Much clearer thinking is required to carefully identify the particular applications and markets where the advanced technology and programs would be most valuable. Further, the specific technical requirements need to be determined for each of these opportunities and an assessment made as to which portions of the programs can be shared and which will need to be developed on an application-specific basis.

- The emphasis on delivering hardware devices rather than delivering software products leads to a totally different staffing plan, far greater investment costs and probably to delayed delivery dates. In addition, this changes who the customers would be and the channels used to reach them.

SECTION IV. Description of Coollink

A summary of the Coolink.Com business plans and offerings is provided in Appendix F. The following notes highlight some of the key elements in the Coollink Broadcast Network (CLBN) technical and business directions.

Business Proposition

CLBN intends to provide Internet-based delivery of streamed audio (principally radio broadcasts) to identifiable, targeted audiences with selective rich media advertising incorporated in each broadcast.

Through use of efficient, cost effective third party distribution channels and partnerships with leading radio broadcasters, CLBN expects to be able to attract substantial advertisers charging cost effective advertising rates.

Products/Services

Coollink has developed key proprietary software to profile the listener audience on a dynamic basis and to insert the selected ads in an efficient manner:

- DemoTrak tracks listeners on the CLBN network and provides demographic information for targeted ad insertions.
- Its Station Tracking and Billing System (TBS) is designed so that advertisers can customize campaigns to obtain maximize exposure to their targeted audiences.
- The Ad Insertion Order process V2 will automate the selection and insertion process based on CLBN's demographic information about signed-on listeners.

Coollink has applied for patents on DemoTrak and TBS.

Coollink has acquired Sage's Acuity package for its customer accounting and billing activities and uses Akamai as its streaming audio distributor.

DemoTrak is currently operational as is TBS. However, enhancements to both of these programs are in process. The Ad Insertion Order program is targeted for 2/1/01 availability. Note that all program delivery dates may be in jeopardy because of cash shortages.

Markets

CLBN expects to obtain its revenue from advertisers who want to address the measurable targeted markets that CLBN's Internet-based audio delivery system offers. To do this, CLBN must be able to interest major audio content providers and in turn sign up a large number of active listeners who are willing to disclose their demographic data.

In the long run, the success of CLBN will lie in whether there are enough active listeners who are responsive to the ads placed by the sponsors.

Financials

Coollink has used up most of the investment capital which was raised and is urgently trying to obtain additional funding to proceed with its development, marketing and distribution plans.

Management

Coollink has a number of well-qualified executives on board, who would appear to be quite capable of running the planned CLBN business, if adequate financing is obtained.

SECTION V. Analysis and Conclusions Regarding Potential Relations Between DF and Coollink

Analysis

There are three principal directions which software producers can take to market their technical developments:

1. Software Products - package and/or customer

2. Applications Services - perform functions for users

3. Hardware/Software products - integrate software into hardware product

Separately, there are various markets to which these offerings can be delivered:

1. End users for own use
2. Services firms to deliver to their customers
3. Products firms to deliver to their customers

At the present time, DF is planning to deliver a hardware product containing its proprietary software and selling it through its own sales force and other sales channels to end user companies. It may also address oem's through providing software licenses or custom-built controllers.

At the present time, Coollink is planning to deliver advertising messages to targeted audiences for Internet-based radio. It plans to sell its services through making arrangements with radio stations to rebroadcast their content with inserted ads and to work with media placement firms to obtain the needed ad volume.

It is clear that the present plans for the two companies do not provide any specific synergy, either in packaging or markets. However, there is potential for future mutual benefit if Coollink decides to enter the video-on-demand market using its targeted advertising placement tools to provide an alternative to pay-per-view video service. In this case, it might be valuable to Coollink to have its delivery vehicle license the DF technology or even to set up its own delivery system using the DF technology.

Either of these directions would significantly change Coollink's current business plans, but both would probably be able to use Coollink's proprietary programs effectively. The challenge is that this potential video-on-demand business has not yet been defined and there are serious technical questions on whether there will be satisfactorily broad delivery channels available in the near future. Obviously, there is also the question whether enough consumers will find this type of video offering attractive and whether advertisers will pay for this targeted audience approach.

Conclusions

We believe that DF may be an attractive technical investment in its own right, although with very high risk if it continues to focus primarily on a hardware delivery platform. While the potential technical connection with DF adds little to Coollink's near term prospects, it might be valuable if Coollink decides to enter the advertising-supported video-on-demand marketplace. As a high risk bet, Coollink might find a very profitable additional market opportunity in video-on-demand and, in that case, special access to DF's technology might give Coollink a unique entry into this marketplace. In other words, offering the combination of DF's large file management system and Coollink's ad insertion and target audience selection programs could be an attractive package to offer to those distributors/deliverers who had access to high value, high volume content.

Burton Grad

Professional Summary

Burton Grad, President of Burton Grad Associates, Inc. (BGAI), has a long record of significant contributions to the computer software and services industry. He has experience both as a user and developer of application and systems products and as consultant, innovator, businessman and leader in the computer software and services industry.

Since 1978 he has been a consultant to companies providing software products, software professional services, processing services and other computer software and services offerings:

- Strategic planning, management and organizational consulting, and product analysis, evaluation and review
- Company and product acquisition studies including due diligence and valuation for financial capitalization and write-off purposes
- Planning, assessment and analysis of business operations including quality and productivity measurements

Work is performed personally or with the assistance of experienced specialists in market analysis, customer services, systems programs and industry applications on mainframe and departmental computers as well as on client/server and personal computer systems.

This is a partial list from the more than 175 BGAI clients:

Broadview Associates
Budgeting Technology, Inc.
CIBER, Inc.
DA Consulting Group
Decision Consultants, Inc.
Discount Investment Corporation
Elron Software, Inc.
Geocapital Partners
Grace Consulting and Technologies
i2 Technologies, Inc
Infosafe
Keane, Inc.
Mediware, Inc.
Platinum Technology
SPSS, Inc.
Sterling Commerce, Inc.
Sterling Software, Inc.
TSI International

Work Achievements

Burton Grad Associates, Inc. (1978 - Present)

* Strategic planning, management and organizational consulting, and product analysis, assessment and review

* Company, product and technology valuation studies for financial, tax, capitalization and acquisition purposes

* Due diligence studies on acquisitions of computer software/services companies

* Business assessment studies and implementation projects for product strategy, development, quality management and customer service

Customer Care, Inc. (1992 - 1996)

* Published ***CustomerCare Newsletter*** and ***CustomerCare Survey*** directed at software companies' customer services activities: support, documentation, training and product-related consulting

* Provided consulting on customer service processes, and training for customer service personnel

Heights Information Technology Service (1979 - 1983)

* Performed professional services for applications and systems development
* Used professionals on a remote, work at home basis with effective project management

International Business Machines Corporation (1960 - 1978)

* Definition, design and implementation of application development systems strategy resulting in release of IBM's development management systems
* Development of application programs for every major industry

* Establishment of joint planning and programming development with European operations
* Announcement, development and initial support of CICS
* Management of application development for small business and process control systems

* Responsibility for the production, release and maintenance of almost 200 programs
* Conception of approach to and programs for text processing and office automation systems
* Development and expansion of computer based training systems

* Development of management science and scientific programs
* Participation in the structuring and unbundling of IBM program products

* Creation of the Study Organization Plan for specifying and designing application systems

General Electric Company (1949 - 1960)

* Programming of the first commercial computer (Univac I in Louisville)
* Development of discrete simulation techniques for manufacturing planning and control
* Invention of decision tables

* Study of automated factory design and implementation
* Initiation and use of advanced techniques for production, inventory and quality control

Other Professional Activities

1972-1996 **ITAA**

* Computer Software and Services Trade Association

* President, Treasurer and Board member of American Software Association Division of ITAA

* Member of ITAA Board

* Chair and member of various committees (Industry Relations, Software Capitalization, Software Openness, Technology Information Services, Quality Management)

* Executive Committee of Information Technology Foundation (Project Office)

1968 and 1979 Principal author of ***Management Systems***, published by Holt, Rinehart and Winston. Used for colleges and businesses for computer application system methodology and design.

1950-Present Speaker and chair at conferences and workshops and contributor to professional journals on various information technology subjects including decision tables, quality control, systems engineering and software capitalization.

Professional Profile
Communications and Network Related Projects

Major International Chemical Manufacturer

Requirements analysis and design of the global network connecting the various product design centers worldwide. The network is currently implemented using Token-Ring and Ethernet local area networks connected via private TI/T3 service, Fiber links, Asynchronous and Synchronous dial connections, X.25 packet connections and SAA connections to the mainframes. Through this network, the chemists worldwide can share data and work together on new creations. The actual mechanism used to route any given "transaction" is dependent on the required response time for that transaction. Those that are "urgent" or require a timely response are routed via an appropriate network connection. The lower priority data replication messages are batched and sent using a cheaper network route.

Software Products Company

As part of a strategic planning study, analyzed various current and proposed message/document interchange models to establish requirements for an integrated messaging system, including analysis of transport mechanisms and use of available communications software packages.

Major Software Products and Services Company

As part of a study to determine whether to centralize company development and processing services, prepared requirements statement for installing an integrated communications network to cover development, processing services and corporate administration as well as telephone and fax services.

Network Services Provider

As part of a technical due diligence for an acquisition, performed an analysis to determine possible methods for connecting the newly acquired customers to the client's VAN. Analysis included the possibility of connecting the VAN to the packet network used by these customers. In this way, the packet service could reroute the customer transactions to the VAN. As customers were migrated from the packet network to the VAN, service on the packet network would decrease and eventually would cease, at which time the connection to the packet network would no longer be required.

Major Financial Institution

Designed and implemented a corporate-wide customer service network including the use of small computers (replacing mainframes), leased lines, dial-in backup units and other interconnect facilities for regional processing centers.

Information Request List

A. Development

1. Organization and training of development people
2. Development methodology and project management system
3. Scheduled enhancements/customer commitments
4. Current maintenance activities
5. Current development projects
6. Testing and quality assurance procedures
7. Product release and update procedures
8. Availability and procedures for international usability and service
9. Use of third-party developers

B. Technical Review

1. Supported platforms, and systems for each offering
2. Major features of the products and offerings
3. Development languages and special tools
4. Number of programs and lines of code
5. Provenance of all program modules (where did design and code come from; ownership of all programs)
6. Inclusion of proprietary notices in source and object modules
7. Method of change control and change records to date
8. Architecture of the system
9. Internal system documentation level
10. Documentation of specifications and design
11. Review of the source code
12. Demo of operational code
13. Unit and system test cases
14. Relevant patents and patents applied for

Materials Provided

Data Foundation, Inc.

- Business Plan -- November 2000
- DF - 1020 Product Description
- Financial Projections 2000-2004
- Patent Application 2589-001 -- 12/15/00
- Data Foundation Assessment: Position, Approach and Options -- December 2000, prepared by O'Brien Consulting, LLC

Coollink.Com

- Business Plan -- November 1, 2000
- Marketing Product Descriptions for DemoTrak, for Station Traffic and Billing System and for Accounting; description of Players and current and planned architectures

Interviews Conducted

Data Foundation, Inc.

- Dennis Gerasimov, COO
- Irina Gerasimov, CTO
- Juan Ramon Zarco, President
- Richard Millman, Board Chairman
- John O'Brien (Consultant)

Coollink

- Grant Wynn, President

Appendix C
(6 pages)

Data Foundation Business Description

1.1.1. Scalable Storage Architecture Vision

Data Foundation's technological product, based on a concept -- Scalable Storage Architecture™ (SSA), is an integrated Linux solution built into a controller box -- a network appliance. Data Foundation differentiates itself from the competition through the following attributes of its unique and proprietary integrated software and hardware solution:

- **Efficient:** economical and quicker access to all data storage media with far fewer disk utilization than RAID, with a smaller footprint using SSDs for Metadata and Journaling
- **Robustness:** superior disaster recovery capability with instantaneous, 24X7 back ups, no single point of failure, intelligent HSM software management, and mirror tape backups
- **Huge storage capability:** the proprietary system is independent of size and economic restrictions presented by RAID and HSM platforms to augment storage capability to PB sizes.

The SSA addresses three concepts into one strategy:

1. The first concept used is almost 20 years old – HSM – to archive information in a priority queue according to the access frequency or hierarchy.

2. The second concept takes the best elements of the older RAID technology to mirror stored data to other media.

3. The third concept incorporates elements of the Fibre Channel of Storage Area Networks (SANs) with TCP/IP to interconnect geographically dispersed storage components for ESN.

Data Foundation's vision is to provide the major *infrastructure* component: an efficient, robust, flexible data storage and retrieval *integrated* platform. The software and hardware solution, SSA will revolutionize the way firms store large amounts of data. This product, through proprietary code, SSDs, and a mixing of storage media, will provide the data access speeds of Unix RAID products beyond 10+ TBs, as well as the upward storage flexibility to accommodate the ever-increasing TBs of data that is cost effective. In addition, with its embedded intelligence, the network appliance is "plug-and-play" capable, reducing the need for large numbers of data storage personnel. Given its efficiencies, it is far less cheap than any other product in the marketplace with its fewer hard disk storage units, smaller footprint, and fewer requirements for in-house technical support.

Data Foundation, Inc., is positioning itself within an unfilled niche of the lucrative ESN market to meet the rapidly growing market need for high volume, high speed storage solutions above 10+ TBs. Data Foundation will focus initially on the needs of quickly evolving high storage based business models, fulfilling storage requirements that are tens and hundreds of times greater than current demands.

1.1.2. Customers

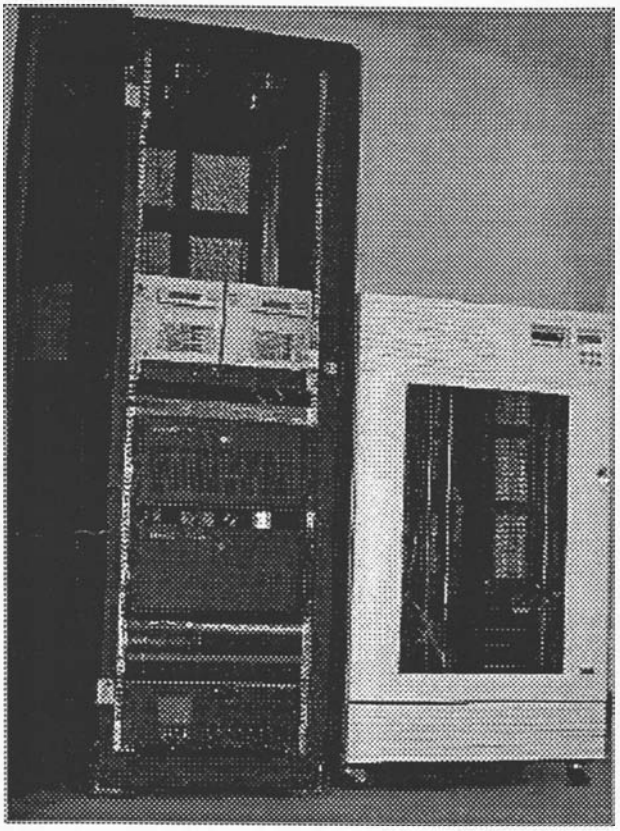
The customer profiles for Data Foundation are large corporations that require substantial ESN storage needs over 10 TB. Direct customers will be oil corporations with geological data, companies with substantial graphic files, or data hungry scientific projects. SSA's architecture and markets are not solely limited to data file storage and retrieval. Data size is also problematic in the entertainment and information content industries, which must manage large 10+ TB sized files, along with multitudes of video files, transactional databases and customer records (i.e., medical radiology labs with digital storage of X-rays, genome projects, and digital movies from Pixar). The other categories are Storage Service Providers (SSPs) and Internet cache networks (i.e., Storage Networks or Akamai), that resell capacity and would benefit from Data Foundation's SSA scalable system.

1.2. Financial Summary: Market Share

By focusing singularly on the huge data requirements of 10+ TB, Data Foundation can easily seize $500 million, at least 5% of the addressable market within the first three years, expanding to 15% of the same market within six years. The current addressable market that is migrating to this sector total $10.37 billion, the combination of S/390 and Unix based RAID platforms TB sales.

Data Foundation

DFI-1020 Product Description



With the completed development of the Data Foundation, Inc. (DFI) product, Scalable Storage Architecture (SSA) – our novel and proprietary data storage and backup software system, DFI has reached a great milestone in high-end storage capability. Compared to other competitors' products, our product can exceed their performance by several- fold. The ability to produce this scalability is unique to DFI's products including the DFI-1020.

DFI-1020 Description

Primary Storage: 1 Terabyte, upgradeable to 4 Terabytes
Secondary Storage: 10 Terabytes, upgradeable to 200 Terabytes
Interconnections: SCSI and Fibre Channel
Client Protocol: NFS, SMB/CIFS, FTP and HTTP

Dimensions

- Primary (in.): 69.2H/29.6W/25.4D
- Secondary (in.): 51.8H/29.6W/25.4D

Features

- Dual Active Controllers
- Transparent Fail-overs
- Hot-swappable Drives
- Online Capacity Management
- Redundant Power Supplies
- Tape drive backups
- Solid State Disks for Metadata and Caching
- 73 Gigabyte Disks
- On the fly capacity upgrades

Electrical

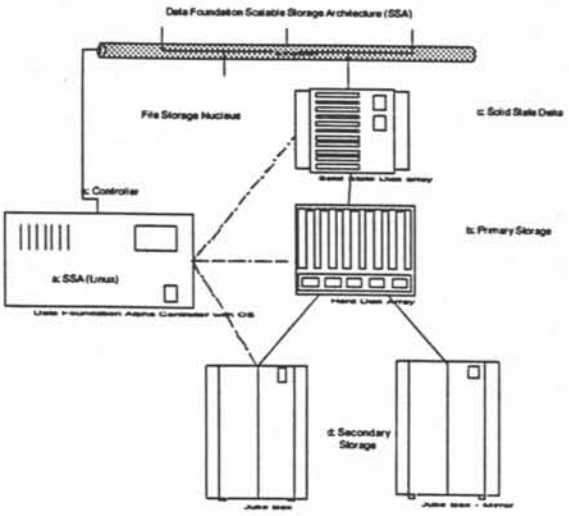
- Maximum Watts (Peak): 3750
- Voltages: 110/120 and 200/220
- Maximum Amperage: 34 Amps

Physical Connection

- Fibre Channel HSSDC
- 100bT and 1000bT Ethernet

Scalable Storage Architecture

The Data Foundation software, SSA, is the proprietary platform written on the Linux operating system. SSA is the integration of the best features of HSM, RAID-like, and SAN-like components into one superior system. The hardware will contain a controller, Solid State Disks, hard disks for primary storage functionality, while jukeboxes provide secondary storage. Since SSA integrates everything, it features integrated and instantaneous back up which maintains data integrity in such a way as to make external backup obsolete.



What We Do

DFI develops software systems that operate and integrate storage devices and servers within the Enterprise Storage Network (ESN) industry. An ESN is an integrated suite of products and services designed to maximize heterogeneous connectivity and management of enterprise storage devices and servers. It is a dedicated, high-speed network connected to the enterprise's storage systems, enabling files and data to be transferred between storage devices, client mainframes, and servers. DFI has developed a proprietary software platform that provides a unique and sorely needed solution to data storage and retrieval in the terabyte storage industry. DFI markets fully integrated storage systems with its patent-pending software fabric that will revolutionize the scalability and accessibility of large scale storage networks.

For further inquiries:

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3.2. SSA Product

The schematic design of the SSA Product is shown in Figure 7. A description of each element is also provided.

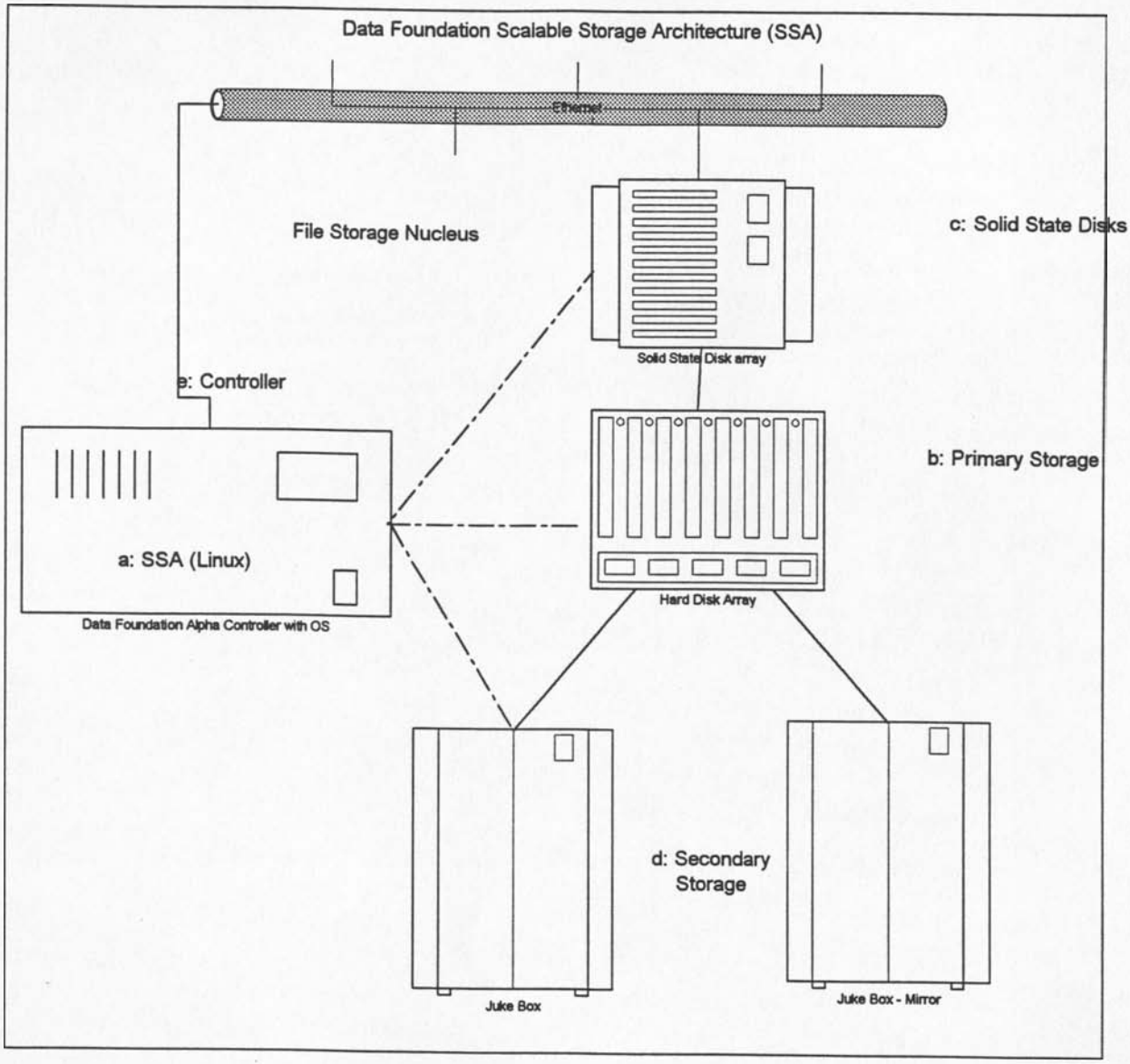


Figure 7. SSA Schematic Design

a. SSA is Linux software in a box solution – a network appliance for NAS. The software and hardware will consist of several layers. The Data Foundation software, SSA, is the proprietary platform written in Linux. The software programming is the collaborative effort of various programmers located in the U.S. and Russia. SSA is the integration of the best features of HSM, RAID-like, and SAN-like components into one superior

system. The hardware will contain a controller, SSDs, hard disks for primary storage functionality, while jukeboxes provide secondary storage. Since SSA integrates everything, it features integrated and instantaneous back up which maintains data integrity in such a way as to make external backup obsolete.

b. Primary Storage: On the first layer, Primary Storage, with a number of conventional hard drives controlled by RAID-like software will provide reliable, fast front end storage on the computer. Any given front-end may have a potentially different set of data present on the physical media, but logically the same (i.e., the same file system will be present on each client). The data can be migrated between clients as needed. Several such file systems can be serviced by a single storage system.

c. Solid-State Disk: The front end contains SSDs, to copy the Metadata and maintain journals as an index to identify the files being stored in the front and back end storage devices. Since SSDs do not require read-write heads, they are at least 30% faster than traditional hard disks and accelerate the search process for the files, and add the capability to store more data than traditional RAID managed hard disks. These SSD drives will be controlled by the software in the OS of the host. The metadata and journal are separated from the body of the file and stored in the SSD. The body of the file is stored in the conventional hard disks and jukeboxes.

d. Secondary Storage: The backend layer consists of one or several slower but less expensive storage devices like Magneto-Optical (MO) or tape storage robots (also known as jukeboxes for backup and archiving) and with two jukeboxes, one jukebox serves as a mirror. This component provides inexpensive, infinitely scalable storage for all the data. Essentially all the data under control of the system will find its way to the back end short time after creation. Multiple copies of data will be written to the tapes or optical platters in such a way that subsequent reading of the data will be much faster from multiple tapes than from a single tape. Multiple copies serve a second purpose of adding reliability. As long as one copy is still intact, the system will be able to retrieve entire data sets with the only difference being that of speed of retrieval.

e. Controller: The middle layer is the data flow controller. Hardware and software direct the flow of data between front and back ends. Unlike many other systems, it will not filter the data through itself, so no data transport bottleneck will be present in this layer. Any number of such front ends can be connected to the OS system providing a unique scalability. Many computers with different architectures can be interconnected at this point. The interfaces will fall into three categories:

   1. Storage attachment interfaces: SCSI, Low Voltage Differential (LVD), and Fibre Channel.
   2. Network Interfaces: 10/100/1000 Mbit Ethernet and Asynchronous Transfer Mode (ATM).
   3. Fiber Distributed Data Interface (FDDI): Fibre Channel with TCP/IP and console (serial, RS-232).

Technical Review Interview Notes
Sidney Dunayer, December 21, 2000

People Interviewed: Dennis Gerasimov and Irina Gerasimov

Technical Review

1. **Supported platforms and systems**
   The system is designed to run under the Red Hat Linux distribution. It has been tested on both Intel and Alpha CPUs. In addition, the current version makes use of the MySQL database system to store the metadata. Data Foundation indicates that they will move to a different database manager in the future.

2. **Major features of the products**
   The Data Foundation system provides for a network appliance that implements a multi terabyte filesystem. The device includes an embedded Hierarchical Storage Manager (HSM) that migrates data from the primary storage devices (hard disks) to secondary storage devices (tapes). Furthermore, physical disk media can be added and removed from the system at any time.

3. **Development languages and special tools**
   The kernel components are written in C. The other components are written in C++.

4. **Number of programs and lines of code**
   The current prototype implementation contains approximately 57,000 lines of code.

5. **Provenance of all program modules**
   All code was reportedly written at Data Foundation. However, Dennis Gerasimov indicated that a CRC algorithm was "borrowed" from the Internet. Data Foundation must make sure that any third party code that it uses is either in the public domain, or that they obtain the necessary license to use such code.

6. **Inclusion of proprietary notices in source and object modules**
   There were no proprietary notices in the source code.

7. **Method of change control and change records to date**
   Change control is performed using CVS. As the Data Foundation system is still in the prototype stage, change records to date are not meaningful.

8. **Architecture of the system**
   The system is designed as an embedded application that contains both kernel level and user

level components. A more formal description of the architecture is specified in the patent application.

9. **Internal system documentation level**
Data Foundation has no formal system level documentation at this time.

10. **Documentation of specifications and design**
Data Foundation has no formal specification and design documents. However, the patent application (see item 14) contains a detailed description of the implementation as well as several diagrams.

11. **Review of the source code**
A review of the source code showed that it was well structured, very readable and contained more comments than would be expected of code in such an early development stage.

12. **Demo of operational code**
Data Foundation provided a demo on two different prototypes. The first was performed on a small prototype that contained a single CPU controller and limited SCSI connected disk and tape storage. This demo went rather well and I was impressed with the performance of the device. The second demo was performed on a larger prototype that contained a dual CPU controller, a large amount of Fibre Channel connected disk storage and a large SCSI connected tape library. This demo did not go as well as Data Foundation is having some difficulty with the Fibre Channel devices. However, up until the point of failure, the demo was quite impressive.

13. **Unit and system test cases**
Data Foundation has a small program that can produce files of varying sizes targeted at the file system. They also have several large videos stored on the device.

14. **Relevant patents and patents applied for**
Data Foundation has applied for a patent on the system. The patent application is quite broad and makes many claims. There is considerable prior art involved and there is always the chance that the patent will not be granted. Furthermore, I have some doubts that even if the patent is granted that it would withstand a serious challenge.

Development Review of Data Foundation
Burton Grad, 12/20/00

Interviewed: Dennis Gerasimov

Development

1. **Organization and training of development people**
   - Dennis Gerasimov - COO - Conceptual design and architecture
   - Irina Gerasimov - COO - Supervises programming team; implantation
   - 3 programmers in US, 1 Russian
   - 3 programmers in Moscow with a lead person
   - 1 programmer began in early 2000 in US
   - Others in US began 7/00
   - All Russians began in 7/00

   - Training: style set by Gerasimovs with outline of programming procedure
   - Linux/Unix skills required
   - C for kernel work
   - C++ for other programming

   - 1 person on system administration

2. **Development methodology and project management system**
   - For each stage, establish goals
   - Then set functionality (must do's)
   - Establish tasks: effort estimates, schedules, assignments
   - CVS is used for code development management

3. **Scheduled enhancements/customer commitments**
   - 4th prototype will be a 1 month effort after funding is available
     - $200K for hardware
     - $70K/month - current burn rate
   - To reach 7th prototype would take 9 months if fully funded ($7.2M); 60% of this is hardware cost
   - Plan to have 20 programming people and up to 100 others for growing business in 2001

4. **Current maintenance activities**
   - None at this time

5. **Current development projects**
   - Working on software for level 4 and 5 prototypes

6. **Testing and quality assurance procedures**
   - Testing directory
   - Can simulate some hardware and software modules
   - Sample code reviews by Irina Gerasimov
   - Functional testing
   - No significant performance testing

7. **Product release and update procedures**
   - Too early

8. **Availability and procedures for international usability and service**
   - May need to change user interfaces for international usage

9. **Use of third-party developers**
   - No third parties except for Russian operation which is a separate company

Additional Comments

- Patent is probably not critical to technical leadership, although it provides the primary design and specifications documentation

- Product positioning will require modification for different markets/users in both software functionality and hardware configurations

- Both Dennis and Irina Gerasimov appear to be critical to the development process and to the planned technical activities

Appendix F
(10 pages)

Coollink.Com Business Description

Executive Summary

Dallas-based Coollink Broadcast Network (CLBN) is a complete Internet Broadcast Solutions provider. Conceived in 1998 as a successful ISP, Cool Partners, Inc. quickly recognized the impact of streaming in the marketplace and began creating technology that would facilitate significant revenue for broadcasters and advertisers alike.

Using enhanced compression technology and a multi-cast globally distributed network to eliminate net congestion, CLBN is partnering with broadcasters to deliver the partners content over the Internet. Currently, website banner ads and gateway commercials attached to the front-end of streaming content appears insufficient to sustain a profit margin from the Internet broadcast. Therefore, CLBN's live audio and synchronized interactive rich media ad insertion is demonstrating significant non-traditional revenue opportunities never before available to the broadcast industry as well as providing an interactive user experience.

Market Information
With the increasing global expansion of dial-up, broadband and wireless to end-users, combined with broadband users spending as much time on the Internet as they do watching television or listening to radio, came the realization that live streaming and on-demand broadcast content needed a significant new revenue source – one that would defray and engulf the costs associated with bandwidth and listener acquisition. Just as important, advertisers needed a more targeted and interactive approach for marketing to take advantage of the one-to-one relationship that exists on the Internet.

CLBN's Proprietary Applications
As a result, CLBN developed its first-to-market synchronized rich media ad insertion technology to monetize broadcasters' streaming initiatives. Live and interactive, the rich media ad insertion creates additional Internet ad inventory by overlaying terrestrial commercials with targeted Internet ads during the terrestrial broadcast's commercial stop-sets.

In addition, to identify the user base and qualify and quantify the return on investment streaming advertising expenditures to the marketing community, CLBN developed its patent-pending DemoTrak™, a real-time profiling software that tracks and reports detailed listener demographic and psychographic data. Broadcasters are able to "see" who is listening to their stations in real time at exactly any moment, and advertisers can immediately view the outcome of their ad campaigns from any computer in the world with internet connectivity.

And, to facilitate the ad order entry process, CLBN constructed its online ad traffic and billing system that allows clients, broadcasters, advertisers, and rep

firms, to order and place Internet broadcast ads in a secure online environment. Now, broadcasters have revenues from their broadcast streams, and advertisers have a means to target users with one-to-one, interactive rich media advertisements.

(All of the aforementioned technologies are patent-pending)

CLBN Infrastructure
Realizing the magnitude of its technology offerings, CLBN divested itself of its webhosting and ISP components and recently relocated to a state-of-the-art facility in Plano, Texas. Due to the fact that CLBN derives it's primary sources of revenue by inserting ads into a stream, providing the highest quality stream, and extending the internet listeners time spent listening (TSL), CLBN has constructed its multi million dollar Data Broadcast Center to meet the needs of its growing broadcast network and its Network Operations Center (NOC) to monitor stream integrity and quality 24/7/365. These facilities are completely redundant with battery (UPS) backup and if necessary a diesel generator for unexpected, extended power outages.

Competitive Set
With its combination of technology products that work together or can stand alone, CLBN has truly differentiated itself in the marketplace. In fact, no other company currently exists in CLBN's competitive set that has an end-to-end solution for broadcasters and advertisers.

Although new "pockets" of competition come and go daily, CLBN has identified as market players certain third-party ad insertion companies with no streaming capabilities and a handful of streaming solutions that are attempting to develop scaleable and functioning ad insertion products. None at this point have been able to demonstrate rich media ad insertion or real-time tracking tools similar to DemoTrak™. (see competitive matrix: page 26)

Sales and Marketing
In combination with ancillary revenue sources, CLBN's primary source of revenue is through the sale of connect commercials and inserted audio and synchronized rich media commercials. Due to CLBN's ability to not only track users through DemoTrak™, but also track when ads were played and to how many potential buyers, both of the commercials are sold on a cost per thousand model (CPM).

Through the open architecture of the CLBN online traffic and billing software, the sale of ads can be facilitated by multiple third party ad sales partners. These partners include broadcast radio "rep" firms, independent rep firms, interactive rep firms and other streaming companies. CLBN's currently has significant ad inventory available and that inventory is growing daily as the company secures additional broadcast partners.

DemoTrak

This system is the backbone of CLBN's technology; its primary purpose is to track listeners on the CLBN network and provides demographic targeting information for targeted ad insertion.

Hardware & Software

Redundant dual processor Dell 6450 servers clustered with raid level-5 disk arrays power the DemoTrak system. The database is Microsoft SQL running on MS Windows 2000 Advanced server. Business logic resides on MS Transaction Servers. The reporting tools have been created using a combination of ASP and Cold Fusion.

Targeting

The demographic data collected in a required initial user registration is:

- Zip Code, Country, Gender, Year of Birth, and email address
- Optional Affiliate ID or where the initial registration came from will be auto populated in the registration by 1/1/01

The user demographic data is then used in targeting the available advertising (see ad insertion system description for details).

Listener Tracking and Reporting

The demographic data collected in DemoTrak can be reported in many fashions. The reporting against these demographic fields is accomplished both historically and in real-time.

- Includes a secure web browser based reporting utility allowing "real-time" or custom reports to be created on demographics and/or day parts
- Reports can be generated by radio station, radio group, market manager, or across all CLBN Internet broadcasting partners.
- Displays monthly metrics as defined by "Arbitron Webcast Ratings"
- "Ad Watch" report shows ads played per station and the impressions they receive

DemoTrak data can also be used to determine listener usage and tendency information. Being able to profile listener data is valuable in determining the most effective ads or other promotions that have an impact upon the amount of time and/or frequency of listening.

- Each and every time the listener connects to a stream, information about that user and session is recorded
- Listening session length is easily determined
- Listening session frequency is easily determined
- Cumulative monthly usage is available

Secure Segmented Data

Access to the DemoTrak data is available with multiple tiers of security to CLBN affiliates. Only the development staff of CLBN has overall administrative access to all records in the system. Affiliate users are able to see the data that pertains to their specific stations, group of stations, or advertising campaigns. Affiliate users are also able to create users who may only be able to view certain sections of their data. Access for affiliates is set with the following levels:

- Super Group – to view information across all of CLBN's Internet Broadcasting partners
- Radio Group – for radio groups
- Market/Region – for Market Managers who manage multiple stations within a geographic territory
- Station – for individual GM's and staff

Access to the pertinent DemoTrak data is also available to advertisers and third-party sales agencies. For more information on the data available to advertisers please see "Reporting" in the Station Traffic and Billing System.

Station Traffic and Billing System

Scheduling, delivering, tracking, and billing ads properly is complex, CLBN's "Station Traffic and Billing System" (TBS) is designed so the advertiser can customize their campaign to maximize the impressions to their target demographic.
By Jan 1, 2001 CLBN will have the ability to bill an advertiser only for the impressions received from a specific demographic group(s). This will allow the sale and trafficking of highly targeted advertising while only billing for that actual "hits" on the demographic.

Hardware & Software

Redundant dual processor Dell 6450 servers power the TBS system. The database is Microsoft SQL running on MS Windows 2000 Advanced server. The client interface is web based using Cold Fusion.

Web Browser Based Client

The TBS is administered entirely in a web browser across the Internet. This allows advertisers and third-party sales agencies to create Ad Insertion Orders anywhere in the world across the Internet. The TBS also includes other backend tools for gathering radio station information, rich media ad association, ad selection for scheduling, advertiser information, billing information, and Ad Insertion Order approval.

Ad Trafficking

The Ad Insertion Order allows three types of ads to be ordered. Banner, Gateway/connect, and Ad Insertion. Each of these ad types is targeted demographically based on the listener. Banner and Gateway/Connect ads are delivered 1:1 to each listener. Ads inserted inside a live radio stations stream are delivered based on the demographics of the majority of the listeners for that stream.
Each hour the TBS automatically schedules ads per station based on the majority demographic of those currently listening. The ad selected to run on each station is based on the criteria of the Ad Insertion Order including:

- Targeted Demographic (gender, geographic region)
- Product code
- Frequency including on weeks and off weeks

Exclusions are also built into the automatic ad trafficking logic such as product code separation and denying ads with certain SIC codes on stations with moral objections to selected products (such as tobacco and adult entertainment).

The schedule is sent to the CLBN Ad Insertion Software that resides at the radio station's streaming encoder. This software is designed to cue ads, insert the ads when signaled from the station's digital automation system, and notify the rich media ad server which ad is currently being played. This information is written to a log that is recorded for billing and DemoTrak reporting.

The Ad Insertion Order process V2 (coming soon, Feb 1, 2001 goal)

The client side ordering process requires the ability for the advertiser or media representative to select the demographic target of the ad. The selection of demographic target is integrated inside the flight schedule. Values are associated with each selection and these values are recorded with the ad record.

The demographic selections are gender, age range, income range, and location. Each demographic selection has 2-5 choices. They are as follows:

a. Gender
    i. Male
    ii. Female
    iii. Both
b. Age
    i. 12 - 17
    ii. 18 - 24
    iii. 25 - 54
    iv. 54 +
    v. All
c. Income
    i. 0 - 30K
    ii. 31K – 80K
    iii. 80K +
    iv. All
d. Location
    i. NE region USA
    ii. NW region USA
    iii. SE region USA
    iv. SW region USA
    v. All

Targeted ad selection

Each user and ad is associated with demographic criteria. The goal is to match the demographic information of the user with an ad of equal information. The criteria used in this "matching game" are:

a. Gender
    i. Male
    ii. Female
    iii. Both
b. Age
    i. 12 - 17
    ii. 18 - 24
    iii. 25 - 54
    iv. 54 +
    v. All
c. Income
    i. 0 - 30K
    ii. 31K – 80K
    iii. 80K +
    iv. All
d. Location
    i. NE region USA
    ii. NW region USA
    iii. SE region USA
    iv. SW region USA
    v. All

Demographic Ad Rotation

Just as it is important to rotate ads equally to capture impressions across the duration of a flight schedule, it is also important to rotate ads with wildcard demographic selections across all representative demographics. For example if an advertiser such as "McDonalds" chooses a wildcard on the gender criteria, we need to rotate that ad so that it reaches a near equal number of males and females within 75%.

Reporting

Advertising reports are generated for the advertiser, third-party sales agencies, and radio stations. These are viewable through the DemoTrak reporting utility. Advertising reports include the following information:

- Current status of their Ad Insertion Order (awaiting approval, active, frozen, etc.)
- Cumulative and Total impressions for the Ad Insertion Order
- When and where (what stations/streams) the impressions occurred
- How many listeners clicked on the ad (12/1/00)
- Average Demographics of the listeners that clicked the ad (12/1/00)

Accounting and Billing

Due to the complexity of high volume advertising CLBN has chosen a third-party solution for Accounting and Billing. Sage's Acuity accounting and billing software is a feature rich, scaleable, proven solution for large corporate accounting. At its core is MS SQL server, which allows it to tie in directly to DemoTrak and ad scheduling. The benefits of CLBN using Acuity include:

- Faster deployment and focus of our core technologies
- Tight integration with our existing technologies at the database level
- Ability to use third-party contractors and customer support for routine maintenance and upgrades greatly reducing cash outflow instead of creating our own solution

Accounting process for the TBS:

- Advertiser submits a credit application, which is fed into Acuity
- Once the credit application clears, the advertiser can submit Ad Insertion Orders
- TBS tracks the advertisers billing information including payment history
- If the advertiser's payment history becomes delinquent, no new Ad Insertion Orders can be submitted and their existing orders are frozen from scheduling
- Once the Ad Insertion Order is complete or the billing cycle has passed, an invoice is generated and sent electronically (Paper invoices are provided by request)
    - Calendar or broadcaster standard billing cycles are selected by the advertiser in the Ad Insertion Order

This tight integration of automated accounting and billing in the TBS allows a small staff of coordinators to manage and maintain ad sales for hundreds of stations.

PLAYERS

HTML Player v 1.5

The station-branded HTML player combines Listener Tracking, Gateway Connect Ad Delivery, Live Ad Insertion, and Streaming Media content into an unobtrusive, stable, and scaleable user interface. An interactive rich media ad window supports static images, Flash animation, and low bit rate video. This ad window allows for click-thru inserted ads as well as click-able gateway ads. The player integrates with all other production systems, such as Ad Scheduling, Web Server, and DemoTrak.

Minimum Requirements
HTML player minimum browser requirements include either Microsoft Internet Explorer 4.0 or higher; or Netscape Navigator 4.7 or higher. Separate players will be designed for each browser. A total of six players that each taking advantage of the individual browser versions will be deployed in early Dec.

New Features
HTML code reengineered to include a check for Minimum User Requirements, XML translator, and a check for Java Enabled browsers. The player will also be structured to handle custom station branding and multiple player formats. The registration, and cookie detection process will be incorporated into an applet. The Cookie will be replaced by XML data. The Flash control bar may also be integrated into the applet. The ASX files are to be dynamically created and embedded.

Downloadable Player v 2.0

Coollink Broadcast Network's downloadable player application incorporates the features of the HTML player into a sleek, skin-able interface. This application is small in file size for quick download times, and once launched takes up very little screen real estate. Development of this player is currently suspended.

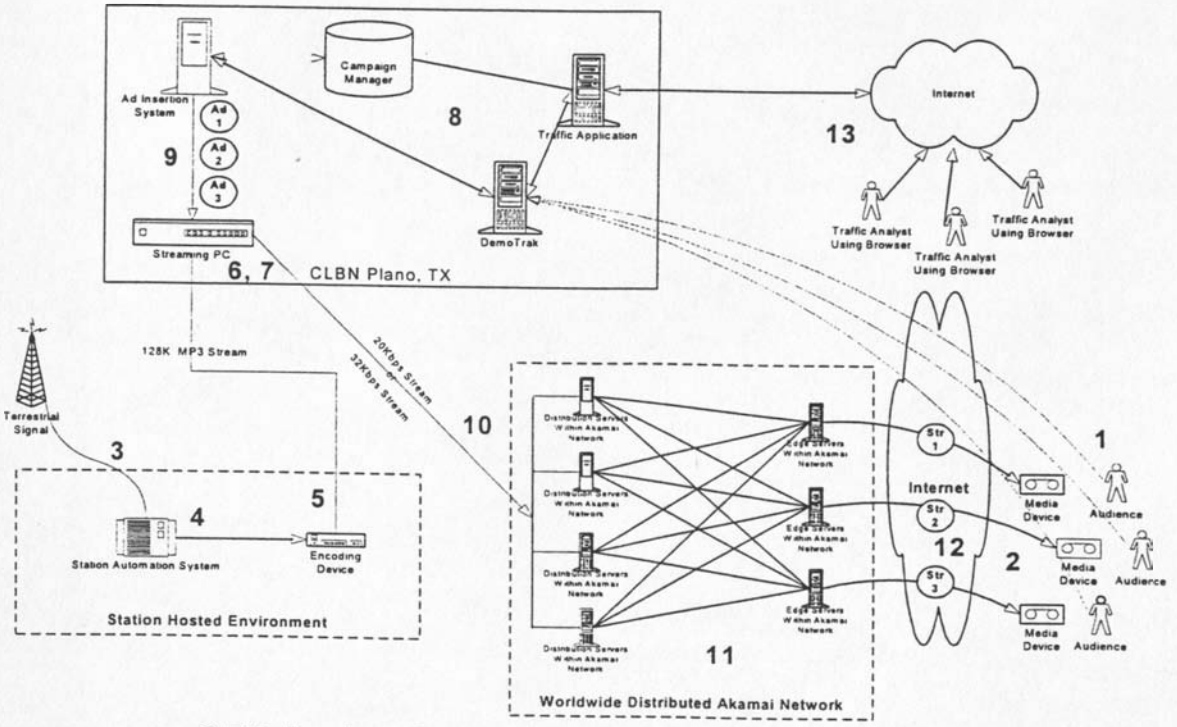
Minimum Requirements
The standalone Downloadable Player minimum requirements include at least a 56K Internet connection, and a fast 486 or (optimally) a Pentium or better, running Windows 95, 98, 2000, or NT 4 (or, perhaps, WINE under XWindows.)

Features
Unlike the HTML player, this application has a retractable media 'screen' that slides down into a visible state only when an ad is playing. Custom station-branded skins will automatically download and applied the first time a station's stream is requested, however, the station skin will not override a custom skin that the listener may select as the default skin.

CLBN's Current Architecture.

Refer numbers below to the drawing

1. End User logs in to the personalization platform and generates custom diary with explicit data.
2. Requests a stream and begins the streaming media process on the client side.
3. Station generates a broadcast signal.
4. Station's automation system inserts standard radio advertising and generates contact closures.
5. Signal is sent to the Telos encoder, and a 128K MP3 stream is created.
6. MP3 stream is received in the CLBN data center, decoded and kept in cache.
7. Sub-audible tones are recognized in the buffer.
8. A comprehensive decision matrix utilizing DemoTrak, Trafficking Application and Campaign management determines which targeted ad should be placed.
9. A soft switching system seamlessly inserts ads prior to encoding the requested stream and returns to broadcast signal when ads complete their run.
10. Stream is encoded and sent to Akamai for end-user distribution.
11. Akamai receives signal and sends it out via their proprietary global multicast network, which ensures end-user receives the stream from the closest Akamai edge server available.
12. Stream is sent over last mile to the end user's PC.
13. DemoTrak, throughout the entire process, sends implicit and explicit data back to personalization platform and performs auditing and verification of ad runs.

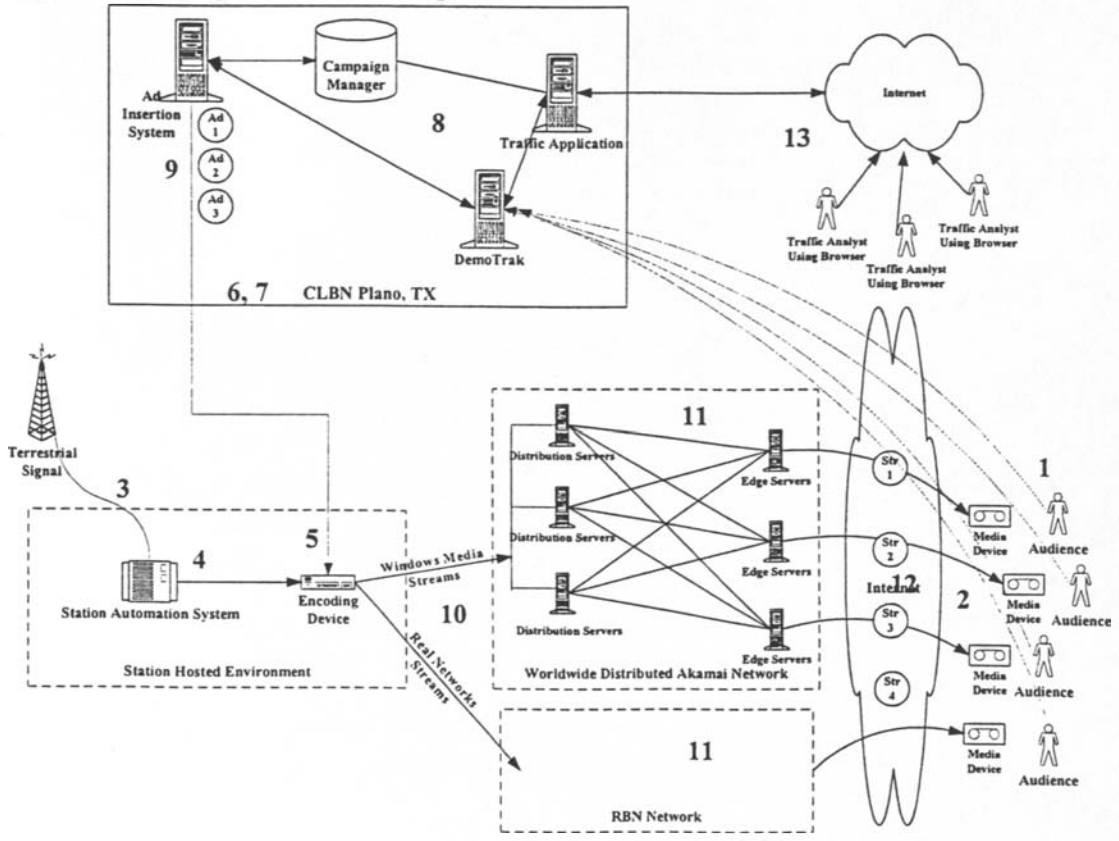


CBLN - Logical Streaming Architecture

CLBN's Architecture as of January of 2001.

Refer numbers below to the drawing

1. End User logs in to the personalization platform and generates custom diary with explicit data.
2. Requests a stream and begins the streaming media process on the client side.
3. Station generates a broadcast signal.
4. Station's automation system inserts standard radio advertising and contact closures to signal start and stop of advertising stop set. Some automation systems are able to produce sub-audible tones to signal advertising sets; this is preferred by CLBN when possible.
5. Signal is sent to the on-site encoding PC: Windows Media and Real streams are created. Single box solution at the station controlled remotely without assistance from station personnel.
6. Sub audible tones or XML text string from the automation system are recognized by the streaming PC and signal the start of the ad insertion process.
7. A comprehensive decision matrix utilizing DemoTrak, Trafficking Application and Campaign management determines which targeted ad should be placed.
8. Ads that fit the demographic profile of the station are fed to the streaming PC to be cached for later recall.
9. A soft switching system seamlessly inserts ads prior to encoding based on the real-time station demographics. These ads are pulled from the streaming PC's memory based as determined by DemoTrak.
10. Stream is encoded and sent to Akamai and RBN (or any distribution network) for end-user distribution.
11. The distribution network receives signal and sends it out via their global multicast network, which ensures end-user receives the stream from the closest server available.
12. Stream is sent over last mile to the end user's PC.
13. DemoTrak, throughout the entire process, sends implicit and explicit data back to personalization platform and performs auditing and verification of ad runs.



Below is a feature matrix that outlines the possible formats and speeds available

Feature	Real	Windows Media
20Kbps	YES	YES
32Kbps	YES	YES
64Kbps	YES	YES
Connect Ads	YES	YES
Ad insertion	YES	YES
Terrestrial Ad pass-through	YES	YES
Demographic info	YES	YES
Real-Time connection status	YES	YES
Banner ads	YES	YES
Station unique graphics/ call sign	YES	YES
HTML Version	YES	YES
"Akamaized" for distributed delivery	YES	YES

BURTON GRAD ASSOCIATES, INC.
5 SAINT JOHN PLACE, WESTPORT, CONNECTICUT 06880
(203) 222-8718 FAX: (203) 222-8728
E-MAIL: BURTGRAD@AOL.COM

FAX TRANSMISSION

Date: 12/26/00

No. Pages including cover page: 1 + 22 pages

To: Grant Wynn

From: **Burton Grad** B

Here's the report + selected appendices: D, E and 2 rpts of C.

~~2 rpts of F were sent previously~~

B.

BURTON GRAD ASSOCIATES, INC.
5 SAINT JOHN PLACE, WESTPORT, CONNECTICUT 06880
(203) 222-8718 FAX: (203) 222-8728
E-MAIL: BURTGRAD@AOL.COM

FAX TRANSMISSION

469-737-4899 (fax)

Date: 12/22

No. Pages including cover page: 1 + 14 pages

To: Grant Wynn

From: **Burton Grad** B.

Here's Appendix F - These are selected pages from the material you sent to me. I'll forward Appendix C when and if I get approval from Richard Hillman.

BURTON GRAD ASSOCIATES, INC.
5 SAINT JOHN PLACE, WESTPORT, CONNECTICUT 06880
(203) 222-8718 FAX: (203) 222-8728
E-MAIL: BURTGRAD@AOL.COM

469-737-4895 (fax)

FAX TRANSMISSION

Date: 12/22

No. Pages including cover page: 1+2

To: Grant Wynn

From: **Burton Grad** B.

Here are 2 pages from Appendix C. These are the only 2 which do not require Coolink to sign a non-disclosure. I spoke with Hillman who stated it was ok to send these pages.

Cooklink/DF

Henry Zapruder 202-861-1650
Adam Gropper (c) 202-5500777 12/15/00

202 223 8262

copy of Proposal –

Technical ck list –
NDA –

~~Board~~
- Bus Plan is a work in process
  + lines of distribution
- Board has not yet approved Bus Plan

access to code – Dennis G.

Fax (Grant Wynn)
469
131
4899

12/13/00

Tommy Jennings

Profile -

Fax - 210-698-8987 (fax)
phone 210 912 7311
TJenn@Texas.net

+ Tech check list
+ proposal

703 407 0124

Richard Millman (fax) 301-277-7466

Grant Wynn
(c) 214 668 2174

Sat Telet

need signed agreement - (can be faxed) - Wynn
need check in hand (or wire taf) - Wynn
need NDA with DF - Zapunder/Lasch
Coolbirth need mutual NDA with DF - Wynn
BPs to sign on

Bus Plan
Tech Desc
Patent app -
O'Brien report
— need matls from DF - to BPs
- to SD
} Zarco Gevarimov

arrange SD logistics/access - Zarco Krueger
send ck list to DF - Zarco, Gevarimov

per Juan Ramon Zarco

12/13

Loesch —

Zapruder fax 202-861-1783

Henry Zapruder — 202-861-0053
dac release

Kelly Swift
Zapruder asst

— Profile - BJ + SD references
— clr list

Diana Krueger
301-277-2369
Capitol -

Ext RLoesch@BakerLaw.com

P 2 Unless Company specifically approved release of this confidential information.

(X) In addition, Recipient will not provide any detailed technical information to C01 Partners, Inc. or any other Third party without specific written authorization by Company.

meeting in Rivendale on 12/19 -
SD to meet Zarco - intro
Gevas. nov's - technical review
O'Brien - assessment

(12/19 or 12/20) - BS to speak to Zarco - business plans
Gevas. nov's - technical process
O'Brien - tech/bus. assess.

BS meeting in Rivendale on 12/20 ?.
Jennings +

BG to speak to Hillman re integration with Collink

Juan Zavo

6801 Kenilworth Ave
Riverdale, MD 20737

12/12/00

→ DataFoundation.com

- Bus Plan + financials - email
- Tech Description - Product - email

- org chart (in Bus Plan)

12/19, 20

in md
- Gerasimovs - 301-277-2369
- O'Brien 973-432-7622 -4033

Dustin ? NO

(CK list to Zavo)

- Patent application - hand copy.

Richard M. Ulman - Strategy

File mgr -
minimum copies
full file level (not block level)
Linux - efficient for very large files

(fax) - 703-385-0851

sign NDA

Lovett (fax) 216 696 0740

Adam Gropper — 12/11/00
Law Firm — Baker and Hostetler —
Wash, D.C.
Henry Zapruder — tax counsel
for Millman

John O'Brien — consultant to Data 7...

Rivendale, Md. —

President ~~[illegible]~~ — Juan Ramon Zarco
Dennis Gerasimov —
+ wife: Irena
+ 3rd founder — Robert Hamilton

founded 1999 —
patents

financing end of 6/00 —

non-disclosure: Bob Loesch —
Data 7. Coup Counsel
216 - 861 - 7597

Zarco: 703-966-6503 (c)
703-385 0850

Gerasimov
O'Brien

Coolfink

Grant Wynn grant@CLBN.COM 12/11/00

Data Foundations.com -

Coolfink Business --

what is it
where are they
contracts
VC money lined up
=

Technology ---

Adam Gropper 202-861-1724
- mutual
- non-disclosure

→ non-disclosures

→ Proposal

469-737-4899 (fax)

Coolink

per Jim Lincoln

11/11/00

Coolink - acquiring DB product

Edgewidth type product

Richard Tillman - Media entertainment
Data Foundation Corp. Pegasus Fund

proposal
non-disclosure

Grant Wynn - ~~CEO~~ President
Operating Executive
469-737-4444

Aaron Liker - Technology:

Technical due diligence - Data Foundation

target
12/21

[Glenda Myers at new office in DC.]

Phone calls to Wynn + Data Foundation
→ Prepare Proposal - with track record - get payment up front
→ Prepare non-disclosure with Coolink
+ Data Foundation.
Collect material: Coolink + DF
Prepare detailed work plan - Schedule

Juan Ramon Zarco
10362 Granite Creek Lane
Oakton, Virginia 22124
USA
Voice: 1 (703) 385-0850
Fax 1 (703) 385-0851 / Internet: jrzarco@attglobal.net
Mobile: (703) 966-6503

Millman
703
356
2667

210-
912-
7311

Exec Jan
Red Herring

Grant@CLBN.COM

Information Request List

A. Development

1. Organization and training of development people
2. Development methodology and project management system
3. Scheduled enhancements/customer commitments
4. Current maintenance activities
5. Current development projects
6. Testing and quality assurance procedures
7. Product release and update procedures
8. Availability and procedures for international usability and service
9. Use of third-party developers

B. Technical Review

1. Supported platforms, and systems for each offering
2. Major features of the products and offerings:
   - functions performed
   - ease of installation and use
   - maintainability
   - audits and controls
   - security
3. Development languages and special tools used
4. Number of programs and lines of code
5. Provenance of all program modules; (where did design and code come from; ownership of all programs)
6. Inclusion of proprietary notices in source and object modules, both current and previous releases
7. Method of change control
8. Volume and magnitude of change history
9. Number of product releases being supported
10. Structure of the code
11. Internal system documentation level and updates
12. Documentation of specifications and design
13. Prerequisites for running the products
14. Examination of source code
15. Usage/demo of operational code
16. Unit and system test cases

BURTON GRAD ASSOCIATES, INC.
5 SAINT JOHN PLACE
WESTPORT, CONNECTICUT 06880
(203) 222-8718
(203) 222-8728 FAX
BURTGRAD@AOL.COM

December 12, 2000

Mr. Grant Wynn
Coollink.Com
1212 East Arapaho
Richardson, TX 75081

Dear Grant:

Burton Grad Associates, Inc. (BGAI) proposes to perform the requested technical due diligence review of Data Foundation (DF) for Coollink.Com (Coollink).

Objectives

Coollink wants to have an independent technical due diligence study performed prior to determining whether it wishes to arrange some form of merger or partnership relationship with DF. This study will help ensure that the technical representations made by DF to Coollink are accurate and complete and to be sure that there are no serious development or technical operations issues which would significantly affect estimates of current value or projections of future profits from DF. Coollink will separately perform any legal and financial due diligence work it needs. This agreement does not explicitly cover analyzing the market opportunities and determining the effectiveness of DF's organization, but can be extended to do so.

Coollink also wishes BGAI to carefully examine the potential technical, market and business implications to Coollink if it were to merge its streaming operations with DF.

BGAI, an independent consulting firm with extensive experience in due diligence and valuation studies for computer software and services companies, is pleased to perform this technical due diligence study so that Coollink can proceed with its decision regarding a potential future relationship with DF.

Work Plan

1. BGAI will request certain development and technical information from DF. The initial request list is attached as Appendix B. After discussions with Coollink and DF, BGAI will prepare the final information request list and send it to DF for response.

2. BGAI will conduct on-site and telephone interviews with technical, development and business executives of DF and review all relevant materials in the development and technical due diligence areas including examining design documentation, source code and specific product requirements and development plans.

3. BGAI will analyze the DF materials and interview notes to identify any areas of concern and any potential problems in the development or technical functions.

4. In parallel, BGAI will obtain and analyze various business and technical materials for Coollink and interview key Coollink executives to understand where Coollink stands and where it plans to go.

5. BGAI will prepare a due diligence report for Coollink on its findings about and assessment of DF without disclosing any DF-identified confidential program technical information.

6. BGAI will prepare a separate report analyzing the potential fit between DF and Coollink's products, services and marketing objectives.

Staffing

The project will be managed by Burton Grad, president of BGAI with BGAI Associate Sidney J. Dunayer as the principal consultant.

Professional profiles for the BGAI participants are enclosed as Appendices A-1 and A-2.

Coollink and DF will designate liaisons to work with BGAI.

Schedule

The final information request list will be sent to DF by December 14, 2000. The final response materials should be available from DF by December 18, 2000.

Technical on-site interviews will be scheduled for December 19 based on mutual availability. Telephone interviews will be scheduled for that same day.

A preliminary summary report covering the BGAI technical findings, concerns and assessment of DF will be delivered to Coollink on December 20, 2000, if all materials can be obtained and interviews conducted in a timely fashion. A final report will be delivered on December 22, 2000 also covering the integration of DF and Coollink unless additional issues are raised by Coollink.

Confidentiality

All information received and work performed will be treated as fully confidential and not disclosed to any third party without prior written consent from Coollink.

BGAI will sign a letter with Coollink agreeing to observe the rules of its non-disclosure understandings with DF. Separately, BGAI and its employees and consultants will be bound by a special non-disclosure agreement between BGAI and DF.

BGAI will not retain design documentation or technical assessments from DF nor provide detailed descriptions of these to Coollink without specific written authorization by DF.

BGAI (and its employees and consultants) will not be restricted in any other way as to working with other firms in the software industry as a result of this assignment; however, BGAI will not perform any work directly related to DF, except for Coollink, until after July 1, 2001.

Costs and Payments

The due diligence work will be performed on a time and expense basis. The following are the BGAI consultant fees:

Burton Grad	$2,800/day
Sid Dunayer	$1,600/day

Based on the information about DF available to us at this time and the information requests from Coollink, we estimate that the project will require two to three days for Dunayer and around one and one-half day for Grad. Therefore, the consulting fees for BGAI should not exceed $10,000 unless Coollink requests additional analyses, reports or extensive personal debriefings.

In addition, BGAI will be reimbursed for all authorized out of pocket expenses, including any required travel and accommodations. Because DF is located in Maryland, we estimate that the total expenses will be less than $1,000.

Payments are due as follows:

On initiation of the project (payment due now)	$7,500
On completion of the due diligence project:	Total fees and expenses less $7,500

Final payment is due within 15 days of Coollink receiving the invoice. If the project is extended beyond December 31, 2000, then BGAI will invoice monthly for its services.

If the above project description is satisfactory, please sign below to authorize BGAI to initiate work.

Sincerely,

Burton Grad
President

Enclosures
BG:5407.PRO

Accepted for Coollink.Com

by _____
Signature Date

_____
Name

_____
Title

CLBN
coollink broadcast network

6404 International Pkwy., Suite 2000
Plano, Texas 75093-8223
469.737.4500 p
469.737.4501 f

From:
Name: Diane Twomey
Fax Number:
Voice Phone: 469 737 4676

To:
Name: Burton Grad
Company: Burton Grad Associates, Inc.
Fax Number: 912032228728
Voice Phone: 203 222 8718

Fax Notes:

Mr. Grad,

Grant Wynn asked me to fax this signature page back to you. I will overnight your check today. Please let me know if you need anything else.

Thank you,
Diane

Date and time of transmission: Tuesday, December 19, 2000 11:31:26 AM
Number of pages including this cover sheet: 02

BGAI will not retain design documentation or technical assessments from DF nor provide detailed descriptions of these to Coollink without specific written authorization by DF.

BGAI (and its employees and consultants) will not be restricted in any other way as to working with other firms in the software industry as a result of this assignment; however, BGAI will not perform any work directly related to DF, except for Coollink, until after July 1, 2001.

Costs and Payments

The due diligence work will be performed on a time and expense basis. The following are the BGAI consultant fees:

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If the above project description is satisfactory, please sign below to authorize BGAI to initiate work.

Sincerely,

Burton Grad
President

Enclosures
BG.5407.PKO

Accepted for Coollink.Com

by _____ 12-19-00
Signature Date

GRANT B. WYNN
Name

PRESIDENT
Title

BURTON GRAD ASSOCIATES, INC.
5 SAINT JOHN PLACE
WESTPORT, CONNECTICUT 06880
(203) 222-8718
(203) 222-8728 FAX
BURTGRAD@AOL.COM

Coollink.Com
1212 East Arapaho
Richardson, Texas 75081

Invoice #3000

December 12, 2000

Project: #291-1

Attention: Mr. Grant Wynn

INVOICE

Project: Technical Due Diligence of Data Foundation

Advance payment as specified in Project Agreement dated December 12, 2000:	$7,500.00
Total Invoice	**$7,500.00**

Payment is Due Prior to Initiation of the Project

Coolidge/FDL

pr Millman

12/18/00

12/00 - Red Herring pg 180 - - -

NAS - manage + recall files instantly.

Video on Demand - using DP Storage with Coolidge ad Inventio

Tony Jamp
Tim Roberton
Leo Hindery
Richard Millman

} new investors

+3k for tech assessment of Coolidge -

BURTON GRAD ASSOCIATES, INC.
5 SAINT JOHN PLACE
WESTPORT, CONNECTICUT 06880
(203) 222-8718 FAX: (203) 222-8728
E-MAIL: BURTGRAD@AOL.COM

Date: December 12, 2000

To: Grant Wynn

From: Burton Grad

Subject: Due Diligence of Data Foundation

In order to start the planned due diligence project on Data Foundation, I have enclosed the following items:

1. A proposal describing the work which BGAI plans to perform. Please review this and either sign it or suggest changes which you wish to have made. Please FedEx this signed proposal to BGAI with a check for $7,500 as specified in the proposal and covered in the enclosed invoice.

2. A copy of the current signed non-disclosure agreement between BGAI and Coollink. If this is satisfactory, we will not need to execute a new NDA.

3. A draft of the NDA which I have proposed to use with Data Foundation. You can receive a copy after it is signed from BGAI if you request it.

After you sign a mutual NDA with Data Foundation, please fax a copy to me and both Sid Dunayer and I will sign an acknowledgment copy.

5407.LTR

BURTON GRAD ASSOCIATES, INC.
7 WHITNEY STREET EXTENSION
WESTPORT, CONNECTICUT 06880
(203) 222-8718
(203) 222-8728 FAX
BURTGRAD@AOL.COM

February 1, 2000

Mr. Grant Wynn
Coollink.Com
1212 East Arapaho
Richardson, TX 75081

Dear Mr. Wynn

Subject: **Non-Disclosure Agreement**

Coollink.Com, Inc. ("Company") and Burton Grad Associates, Inc. ("Recipient") agree to Coollink.Com. disclosing to Recipient certain information under the terms of this Non-Disclosure Agreement (the "Agreement").

1. "Coollink.Com Information" means all information furnished by Coollink.Com in oral, written or machine-readable form, including, but not limited to, designs, inventions, ideas, "know-how," product plans, specifications and information, training and consulting materials, software, documentation, Coollink.Com plans and financial information, employee information, marketing information and other information which (a) has value because it is not generally known, and (b) Coollink.Com uses reasonable efforts to protect. Coollink.Com Information does not include any information that is (i) available to the general public; (ii) in Recipient's possession prior to Coollink.Com disclosure of the information, or (iii) disclosed to Recipient by a third party who is under no obligation to hold that information in confidence.

2. The Coollink.Com Information shall be used only by Recipient in the course of its business relationship with Coollink.Com. Recipient agrees (a) to hold the Coollink.Com information in confidence, and (b) to protect and store it consistently with its own most highly confidential information, but in no event to use less than a reasonable standard of care and (c) not to copy, duplicate, disclose or deliver all or any portion of the Coollink.Com Information to third parties unless the third party has signed a non-disclosure agreement with Coollink.Com. Recipient may share the Coollink.Com Information only with those employees with a specific need to review the Coollink.Com Information.

3. These obligations shall continue from the date of disclosure to Recipient until the second anniversary of the disclosure; provided, however, that, to the extent Coollink.Com has disclosed information to Recipient that constitutes a trade secret under law, Recipient agrees to protect such trade secret(s) for so long as the information qualifies as a trade secret under applicable law. Recipient will not disclose to Coollink.Com any information confidential or proprietary to Recipient or a third party.

4. Recipient agrees not to remove any copyright, confidentiality, or proprietary notice from the Coollink.Com Information. Recipient shall promptly return all Coollink.Com Information (and any copies thereof) to Coollink.Com when Recipient has completed its evaluation or immediately upon request of Coollink.Com.

5. No rights or duties under this Agreement may be assigned by Recipient. This Agreement constitutes the full and entire understanding between Recipient and Coollink.Com with regard to the subject matter of this Agreement, and supersedes all other discussions and agreements relating to its subject. This Agreement may be amended only in a writing signed by both Coollink.Com and Recipient. The provisions of this Agreement shall be considered severable, and the invalidity or unenforceability of any provision shall not affect or impair the remaining provisions, which shall continue in full force and effect. This Agreement shall be governed by the laws of the state in which Coollink.Com is headquartered.

6. Coollink.Com disclosure of product plans or future product directions implies no commitment on the part of Coollink.Com to make such products commercially available in any form.

COOLLINK.COM, INC.

By: _____

Name: _____

Title: _____

Date: _____

cc:

BURTON GRAD ASSOCIATES, INC.

By: _____

Name: Burton Grad Date: 2/1/00

Title: President

By: _____

Name: Sidney J. Dunaver Date: 03 FEB 2000

5206.LTR

5. No rights or duties under this Agreement may be assigned by Recipient. This Agreement constitutes the full and entire understanding between Recipient and Coollink.Com with regard to the subject matter of this Agreement, and supersedes all other discussions and agreements relating to its subject. This Agreement may be amended only in a writing signed by both Coollink.Com and Recipient. The provisions of this Agreement shall be considered severable, and the invalidity or unenforceability of any provision shall not affect or impair the remaining provisions, which shall continue in full force and effect. This Agreement shall be governed by the laws of the state in which Coollink.Com is headquartered.

6. Coollink.Com disclosure of product plans or future product directions implies no commitment on the part of Coollink.Com to make such products commercially available in any form.

COOLLINK.COM, INC.

By: _____

Name: Christiad Briggs

Title: CEO

Date: 1.31.00

cc:

BURTON GRAD ASSOCIATES, INC.

By: _____

Name: Burton Grad Date: 2/1/00

Title: President

By: _____

Name: Sidney J. Dunayer Date: _____

5206.LTR

CATCH OF THE DAY

Redherring.com | Catch of the Day Archive

Big bucks for storage

By Rafe Needleman
Redherring.com, September 11, 2000

To get this column sent to your inbox, subscribe to the email newsletter.

I met recently with Tom Mendoza, president of Network Appliance, a company that makes network-attached storage systems. It competes primarily with EMC.

Tom came to remind me that networked storage is a vital component of our economy. As he points out, over the past 15 years the computer industry has disaggregated itself. While behemoths like IBM used to design and sell everything -- CPUs, operating systems, software, databases, networking components, and storage -- today these components are designed and sold by different companies, which have become the most valuable firms in the world: Microsoft, Intel, Cisco, Oracle, EMC.

One could argue that the outlook for storage is brighter than for any other segment, because the need for storage grows exponentially, and you can make money directly from that growth (too bad Oracle doesn't license its software by the bit of data stored).

That's not to say that the hard disk companies are in good shape -- their margins are too slim. But companies that package those disks into reliable, manageable services have a good thing going. Network Appliance runs at a 60 percent gross margin.

Network Appliance recently acquired Webmanage Technologies, to expand its caching products, a natural extension of its business.

Related Stories

Over the past five years, Network Appliance has been a better investment than even Cisco. Discuss!

Network Appliance taps into data boom

More about Network Appliance

Caching players Akamai and Cacheflow team up

Why caching companies have become so important

EMC brims with confidence

Veritas stores up

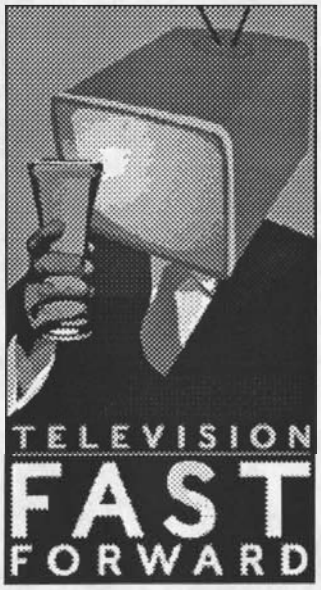
RED HERRING MAGAZINE

December 18, 2000

TV: Fast Forward

Personal TV and video insertion are poised to slaughter traditional television advertising. If they succeed, what's next for couch potatoes?

By The Editors
November 09, 2000



Viewers are always looking for greater control over their televisions. Now the rise of personal TV from companies like TiVo (Nasdaq: TIVO) and ReplayTV are giving viewers the power to zap commercials. At the same time, new companies are honing the technology of inserting different, demographically-targeted product placements within live programs, further eroding the once core belief that seeing is believing.

In short, the 30-second commercial isn't what it used to be.

Personal television refers to a slew of services. Viewers can access email, surf the Web, and even make purchases. But arguably the most revolutionary part of personal television is that viewers can pause live TV; they can watch what they want when they want -- so-called time-shift programming. Most importantly, virtually everyone in the broadcast industry admits that one of the first things consumers will do is skip commercials. Such pioneering services as ReplayTV, TiVo,

Contents

TV: Fast Forward

Related Stories

TiVo and Replay face TV showdown.

Vulcan hedges bet on personalized TV.

TiVo: A nifty box but a risky investment.

Company Profiles

TiVo

ReplayTV

UltimateTV

and UltimateTV are wresting control of your television away from advertisers. Now, more than ever, advertisers need to come up with compelling messages for their ads, or alternative ways to promote their products, or both.

One alternative already in use today is virtual advertising, the practice of inserting paid ads that mimic real scenery into live broadcasts. From changing a billboard in a live shot of New York's Times Square to inserting a virtual first-down line over a football field, a half-dozen companies are already competing for a share of virtual advertising and product placement revenues.

Just think of it: for every household there could be different, targeted commercials and product placements for every program based on viewing habits, online spending patterns, and personal data like age, sex, race, or education level.

But whether these technologies triumph, or new forms of advertising arise, they'll succeed only if the entertainment and advertising industries recognize that viewers are in control of what they watch. The networks learned this the hard way, having been forced to improve programming because of the remote control's channel-surfing capabilities and the popularity of cable channels. Now, it's advertising's turn to face this brutal lesson. Advertisers had better make their messages worth watching.

Subj: **Direction from Airport(s) to Data Foundation, Inc**
Date: 12/18/2000 9:47:25 AM Eastern Standard Time
From: diana@datafoundation.com (Diana Krueger)
To: burtgrad@aol.com

Mr. Grad,

Below are driving direction from both the Reagan National Airport and the Baltimore/Washington International Airport. I was not sure which one you would fly into. The office is also very close to the College Park Metro station, if you prefer that from National. I could pick you up from there.

TO: Data Foundation, Inc.
6801 Kenilworth Avenue
Suite 110
Riverdale, Maryland

FROM: Ronald Reagan Washington National Airport

Total Distance: 15.1 miles
Total Estimated Time: 24 minutes

1: Start out going Northeast on B C ARRIVALS TICKETING towards B C TICKETING/CHECK IN. (0.1 miles)
2: Turn SLIGHT LEFT onto B C ARRIVALS/BAG CLAIM. (0.4 miles)
3: Stay straight to go onto AIRPORT EXIT. (0.1 miles)
4: Take the ramp towards GW PARKWAY NORTH. (0.3 miles)
5: Merge onto GEORGE WASHINGTON MEMORIAL PKWY N. (0.8 miles)
6: Take the I-395 N/US-1 N exit towards WASHINGTON. (0.1 miles)
7: Merge onto I-395 N. (1.5 miles)
8: Take the I-295 S exit on the left. (0.1 miles)
9: Merge onto I-295 S. (1.1 miles)
10: Take the PENNSYLVANIA AVENUE exit on the left. (0.1 miles)
11: Merge onto SOUTHEAST FRWY. (0.7 miles)
12: Take the PENNSYLVANIA AVENUE exit. (0.3 miles)
13: Merge onto PENNSYLVANIA AVE SE. (0.4 miles)
14: Turn LEFT onto FAIRLAWN AVE SE. (0.0 miles)
15: Turn SLIGHT LEFT onto ramp. (0.2 miles)
16: Merge onto DC-295 N. (7.0 miles)
17: Take the RIVERDALE RD. exit towards HYATTSVILLE/NEW CARROLLTON. (0.2 miles)
18: Turn LEFT onto RIVERDALE RD. (0.7 miles)
19: RIVERDALE RD becomes MD-410 W/EAST WEST HWY. (0.1 miles)
20: Turn SLIGHT RIGHT. (0.0 miles)
21: Turn SLIGHT RIGHT onto KENILWORTH AVE/MD-201 N. (0.8 miles)
23: Turn LEFT onto KENILWORTH AVE/MD-201 S. (0.1 miles)
24: Pass the light for Sarvis, and make next right into second driveway, the Berkshire Building.

FROM: Baltimore-Washington International Airport

Total Distance: 23.2 miles
Total Estimated Time: 29 minutes

1: Start out going Southeast on FRIENDSHIP RD towards HOURLY PARKING
by turning right. (0.0 miles)
2: Stay straight to go onto DEPARTURES. (0.0 miles)
3: Turn SLIGHT RIGHT onto AIRPORT EXIT. (0.3 miles)
4: Take I-195 W. (1.7 miles)
5: Take the MD-295 S/BALT / WASH PKWY exit, exit number 2B,
towards WASHINGTON. (0.3 miles)
6: Merge onto MD-295 S. (17.6 miles)
7: Take the exit towards MD-193/GREENBELT/NASA GODDARD. (0.2 miles)
8: Keep LEFT at the fork in the ramp. (0.0 miles)
9: Turn LEFT onto SOUTHWAY. (0.1 miles)
10: Turn SLIGHT RIGHT onto MD-193 W/GREENBELT RD. (0.9 miles)
11: Turn LEFT onto ramp for KENILWORTH AVE. (0.2 miles)
12: Merge onto KENILWORTH AVE. (1.7 miles)
13: Go past light for Good Luck Road. (0.1 mile)
14: At next light (Servis Road) make a U-turn.
15: Take second driveway on right to the Berkshire Building.

Please let me know if there is anything else I can help you with.

Diana
****
* Diana Krueger *
* Data Foundation, Inc. *
* Phone: 301-277-2369 *
* Fax: 301-277-7644 *
****

---------- Headers ----------
Return-Path: <diana@datafoundation.com>
Received: from rly-zd05.mx.aol.com (rly-zd05.mail.aol.com [172.31.33.229]) by air-zd05.mail.aol.com (v77.31) with ESMTP; Mon, 18 Dec 2000 09:47:25 -0500
Received: from datafoundation.com (datafoundation.com [209.150.125.194]) by rly-zd05.mx.aol.com (v77.27) with ESMTP; Mon, 18 Dec 2000 09:46:55 -0500
Received: from localhost (diana@localhost)
by datafoundation.com (8.9.3/8.9.3) with ESMTP id JAA14497
for <burtgrad@aol.com>; Mon, 18 Dec 2000 09:46:45 -0500
Date: Mon, 18 Dec 2000 09:46:45 -0500 (EST)
From: Diana Krueger <diana@datafoundation.com>
To: burtgrad@aol.com
Subject: Direction from Airport(s) to Data Foundation, Inc
Message-ID: <Pine.LNX.4.21.0012180938430.14381-100000@flash.datafoundation.com>
MIME-Version: 1.0
Content-Type: TEXT/PLAIN; charset=US-ASCII

BURTON GRAD ASSOCIATES, INC.
5 SAINT JOHN PLACE
WESTPORT, CONNECTICUT 06880
(203) 222-8718
(203) 222-8728 FAX
BURTGRAD@AOL.COM

December 13, 2000

Mr. Juan Ramon Zarco
Data Foundation
6801 Kenilworth Avenue
Riverdale, MD 20737

Dear Mr. Zarco:

Subject: **Non-Disclosure Agreement**

Data Foundation ("Company") and Burton Grad Associates, Inc. ("Recipient") agree to Company disclosing to Recipient certain information under the terms of this Non-Disclosure Agreement (the "Agreement").

1. "Data Foundation Information" means all information furnished by Company in oral, written or machine-readable form, including, but not limited to, designs, inventions, ideas, "know-how," product plans, specifications and information, training and consulting materials, software, documentation, Company plans and financial information, employee information, marketing information and other information which (a) has value because it is not generally known, and (b) Company uses reasonable efforts to protect. Data Foundation Information does not include any information that is (i) available to the general public; (ii) in Recipient's possession prior to Company disclosure of the information, or (iii) disclosed to Recipient by a third party who is under no obligation to hold that information in confidence.

2. The Data Foundation Information shall only be used by Recipient in the course of its business relationship with Company. Recipient agrees (a) to hold the Data Foundation Information in confidence, and (b) to protect and store it consistently with its own most highly confidential information, but in no event to use less than a reasonable standard of care and not to copy, duplicate, disclose or deliver all or any portion of the Data Foundation Information to third parties unless the third party has signed a non-disclosure agreement with Company. Recipient may share the Data Foundation Information only with those employees with a specific need to review this Information. In addition, Recipient will not provide any detailed technical Data Foundation information to Cool Partners, Inc. or any other third party without specific written authorization by Company.

3. These obligations shall continue from the date of disclosure to Recipient until the second anniversary of the disclosure; provided, however, that, to the extent Company has disclosed information to Recipient that constitutes a trade secret under law, Recipient agrees to protect such trade secret(s) for so long as the information qualifies as a trade secret under applicable law. Recipient will not disclose to Company any information confidential or proprietary to Recipient or a third party.

4. Recipient agrees not to remove any copyright, confidentiality, or proprietary notice from the Data Foundation Information. Recipient shall promptly return all Data Foundation Information (and any copies thereof) to Company when Recipient has completed its evaluation or immediately upon request of Company.

5. No rights or duties under this Agreement may be assigned by Recipient. This Agreement constitutes the full and entire understanding between Recipient and Company with regard to the subject matter of this Agreement, and supersedes all other discussions and agreements relating to its subject. This Agreement may be amended only in a writing signed by both Company and Recipient. The provisions of this Agreement shall be considered severable, and the invalidity or unenforceability of any provision shall not affect or impair the remaining provisions, which shall continue in full force and effect. This Agreement shall be governed by the laws of the state in which Company is headquartered.

6. Company disclosure of product plans or future product directions implies no commitment on the part of Company to make such products commercially available in any form.

DATA FOUNDATION.

By: _____

Name: _____

Title: _____

Date: _____

cc:

BURTON GRAD ASSOCIATES, INC.

By: Burton Grad

Name: Burton Grad Date: _____

Title: President

By: _____

Name: Sidney J. Dunayer Date: _____

5408.NDA

4. Recipient agrees not to remove any copyright, confidentiality, or proprietary notice from the Data Foundation Information. Recipient shall promptly return all Data Foundation Information (and any copies thereof) to Company when Recipient has completed its evaluation or immediately upon request of Company.

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6. Company disclosure of product plans or future product directions implies no commitment on the part of Company to make such products commercially available in any form.

DATA FOUNDATION.

By: _____

Name: _____

Title: _____

Date: _____

cc:

BURTON GRAD ASSOCIATES, INC.

By: _____

Name: Burton Grad Date: _____

Title: President

By: _____

Name: Sidney J. Dunayer Date: _____

5409.NDA

BURTON GRAD ASSOCIATES, INC.

4. Recipient agrees not to remove any copyright, confidentiality, or proprietary notice from the Data Foundation information. Recipient shall promptly return all Data Foundation information (and any copies thereof) to Company when Recipient has completed its evaluation or immediately upon request of Company.

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6. Company disclosure of product plans or future product directions implies no commitment on the part of Company to make such products commercially available in any form

DATA FOUNDATION.		BURTON GRAD ASSOCIATES, INC.	
By:		By:	
Name:	JUAN RAMÓN ZARCO	Name:	Burton Grad Date:
Title:	President	Title:	President
Date:	12/15/00		
cc:		By:	
		Name:	Sidney J. Duncker Date:

TO: DIANA KRUEGER
FROM: BURTON GRAD

Please send patent application copies to:

SIDNEY J. DUNAYER
418 10TH Avenue
Brooklyn, NY 11215

718 768 9089

BURTON GRAD
5 ST JOHN PLACE
WESTPORT, CT 06880

203-222-8821.

⟹ [SATURDAY DELIVERY
NO SIGNATURE REQUIRED

EMAIL Addresses for Juan Ramon Zanco

BURTGRAD @ AOL.COM

SDUNAYER @ INTERSERV.COM

SPH43

FedEx. USA Airbill

FedEx Tracking Number 8153 8233 0081

Form I.D. No. 0215

Sender's Copy

1 From *Please print and press hard.*

Date 12/13/00

Sender's FedEx Account Number 1084-0812-0

Sender's Name Burton Grad

Phone (203) 222-8718

Company BURTON GRAD ASSOCIATES INC
5 ST John Place

Address ~~7 WHITNEY ST EXT~~

Dept./Floor/Suite/Room

City WESTPORT State CT ZIP 06880

2 Your Internal Billing Reference
First 24 characters will appear on invoice.

OPTIONAL

3 To

Recipient's Name Sidney J. Dunayer Phone ( )

Company

Address 418 10Th ST

We cannot deliver to P.O. boxes or P.O. ZIP codes.

Dept./Floor/Suite/Room

~~Brooklyn~~

To "HOLD" at FedEx location, print FedEx address here.

City Brooklyn State NY ZIP 11215

NEW Peel and Stick FedEx USA Airbill

See back for application instructions.

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0118866679

4a Express Package Service — *Packages up to 150 lbs.* Delivery commitment may be later in some areas.

- ☐ FedEx Priority Overnight — Next business morning
- ☒ FedEx Standard Overnight — Next business afternoon
- ☐ FedEx First Overnight — Earliest next business morning delivery to select locations
- ☐ FedEx 2Day* — Second business day
- ☐ FedEx Express Saver* — Third business day

* FedEx Letter Rate not available. Minimum charge: One-pound rate

4b Express Freight Service — *Packages over 150 lbs.* Delivery commitment may be later in some areas.

- ☐ FedEx 1Day Freight* — Next business day
- ☐ FedEx 2Day Freight — Second business day
- ☐ FedEx 3Day Freight — Third business day

* Call for Confirmation: _____

5 Packaging — * Declared value limit $500

- ☐ FedEx Letter*
- ☒ FedEx Pak*
- ☐ Other Pkg. — Includes FedEx Box, FedEx Tube, and customer pkg.

6 Special Handling

- ☐ **Saturday Delivery** — Available for FedEx Priority Overnight and FedEx 2Day to select ZIP codes
- ☐ **Sunday Delivery** — Available for FedEx Priority Overnight to select ZIP codes
- ☐ **HOLD Weekday at FedEx Location** — Not available with FedEx First Overnight
- ☐ **HOLD Saturday at FedEx Location** — Available for FedEx Priority Overnight and FedEx 2Day to select locations

Does this shipment contain dangerous goods? One box must be checked.

- ☐ No
- ☐ Yes — As per attached Shipper's Declaration
- ☐ Yes — Shipper's Declaration not required
- ☐ Dry Ice — Dry Ice, 9, UN 1845 ____ x ____ kg

Dangerous Goods cannot be shipped in FedEx packaging.

☐ Cargo Aircraft Only

7 Payment ***Bill to:*** Enter FedEx Acct. No. or Credit Card No. below.

- ☒ Sender — Acct. No. in Section 1 will be billed.
- ☐ Recipient
- ☐ Third Party
- ☐ Credit Card
- ☐ Cash/Check

FedEx Acct. No. or Credit Card No. 7

Exp. Date

Total Packages	Total Weight	Total Declared Value†	
1		$ .00	FedEx Use Only

†Our liability is limited to $100 unless you declare a higher value. See back for details.

8 Release Signature *Sign to authorize delivery without obtaining signature.*

Burton Grad

By signing you authorize us to deliver this shipment without obtaining a signature and agree to indemnify and hold us harmless from any resulting claims.

359

SRS 699 • Rev. Date 11/98 • Part #154813S • ©1994–98 FedEx • PRINTED IN U.S.A.

RETAIN THIS COPY FOR YOUR RECORDS

BURTON GRAD ASSOCIATES, INC.
5 SAINT JOHN PLACE, WESTPORT, CONNECTICUT 06880
(203) 222-8718 FAX: (203) 222-8728
E-MAIL: BURTGRAD@AOL.COM

FAX TRANSMISSION

Date: 12/12/00

No. Pages including cover page: 1+2

To: Sid Dunayer

From: **Burton Grad** B

---

please sign + fax back to me at 203-222-8728 —

Thanks.

B.

BURTON GRAD ASSOCIATES, INC.
5 SAINT JOHN PLACE, WESTPORT, CONNECTICUT 06880
(203) 222-8718 FAX: (203) 222-8728
E-MAIL: BURTGRAD@AOL.COM

FAX TRANSMISSION

Date: 12/15/00 *No. Pages including cover page:* 1+3

To: Juan Ramon Zarco

From: **Burton Grad** B.

Here's the revised NDA —
There are two signature pages
one with Dunayer's signature as well as mine.

BURTON GRAD ASSOCIATES, INC.
5 SAINT JOHN PLACE, WESTPORT, CONNECTICUT 06880
(203) 222-8718 FAX: (203) 222-8728
E-MAIL: BURTGRAD@AOL.COM

FAX TRANSMISSION

210-698-8987

Date: 12/13/00

No. Pages including cover page: 1+8

To: Tovey Jennings

From: **Burton Grad** B.

Enclosed is the proposal sent to Grant Wynn with my profile and Sid Dunayer's profile attached along with our brief technical due diligence check list.

Best

BURTON GRAD ASSOCIATES, INC.
5 SAINT JOHN PLACE, WESTPORT, CONNECTICUT 06880
(203) 222-8718 FAX: (203) 222-8728
E-MAIL: BURTGRAD@AOL.COM

FAX TRANSMISSION

202 861 1783 (fax)

Date: 12/13/00

No. Pages including cover page: 1+7

To: HENRY ZAPRUDER

From: **Burton Grad** B.

I have enclosed:

- Profile for Burton Grad + Sid Dunayer
- Proposed non-disclosure for our technical due diligence
- Proposed Information Request List

Please call as soon as you can.

Burton Grad.

BURTON GRAD ASSOCIATES, INC.
5 SAINT JOHN PLACE, WESTPORT, CONNECTICUT 06880
(203) 222-8718 FAX: (203) 222-8728
E-MAIL: BURTGRAD@AOL.COM

FAX TRANSMISSION

469-737-4899 (fax)

Date: 12/12/00

No. Pages including cover page: 1+15

To: Grant Wynn

From: **Burton Grad** B

Here's the proposed agreement, et. al.

B.

CONFIDENTIALITY AND NONDISCLOSURE AGREEMENT

This Confidentiality and Nondisclosure Agreement is entered into in _____, Ohio on the dates shown next to the signatures below by and between Data Foundation, Inc., a Delaware corporation, with offices at _____ ("DF"), and Cool Partners, Inc. a Texas corporation, with offices at _____ ("CPI")

This Confidentiality and Nondisclosure Agreement shall benefit and be binding upon the parties hereto together with their respective employees, officers, directors, subsidiaries, affiliates, successors and assigns.

WHEREAS, the parties are considering a business transaction involving DF and CPI, and/or merger with a subsidiary of CPI (the "Transaction");

WHEREAS, in connection with the Transaction, DF and CPI may each provide the other certain technical, business, financial and other information, which information all parties agree shall be treated as proprietary and confidential in nature;

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and promises contained herein and for other consideration, the receipt and sufficiency of which are hereby acknowledged, the parties do hereby agree as follows:

1. Confidential Information. All information provided by one party (the "Disclosing Party") to the other party (the "Receiving Party") in furtherance of or relating to the Transaction and marked or otherwise designated in writing as "Confidential" (or if disclosed verbally, designated in writing as confidential within 5 days of disclosure) shall be considered "Confidential Information."

Nothing in this Agreement, including the definition of Confidential Information, shall require any party to release any particular information to any other party.

2. Duty of Confidentiality. The Receiving Party agrees to keep confidential and not, under any circumstances, disclose to any other person any Confidential Information received from the Disclosing Party.

The Receiving Party shall hold Confidential Information in trust and confidence and shall not disclose or communicate Confidential Information to any person or entity and shall not reproduce or copy by any means the Confidential Information delivered pursuant to this Agreement, except in accordance with the terms of this Agreement.

Confidential Information shall be used by the Receiving Party only for the purpose of furthering the Transaction and for no other purpose whatsoever. Confidential Information received as a result of this Agreement shall not be used directly or indirectly to compete with the Disclosing Party or to in any manner obtain a competitive advantage over any other party.

3. Duty to Return. All Confidential Information shall belong exclusively to the Disclosing Party and the Receiving Party agrees to return and to deliver all originals and

copies of such materials in its possession or subject to its control to the Disclosing Party upon request or upon termination of the Transaction.

4. Duty to Indemnify. Receiving Party shall indemnify and hold harmless the Disclosing Party from and against any loss, cost, damage or expense (including reasonable attorneys' fees) incurred by the Disclosing Party as a result of the Receiving Party's breach of its obligations under this agreement.

5. Exceptions to Confidentiality. The obligation of confidentiality set forth in this Agreement shall not apply to any information which is:

a. at the time of disclosure to the Receiving Party, generally available to the public or thereafter becomes generally available to the public through no act, omission or fault of the Receiving Party; or,

b. is required to be disclosed by final order of a court of competent jurisdiction.

The party claiming the exception to confidentiality shall have the burden of proving the exception by clear and convincing evidence.

6. Remedies for Breach. Each party hereto acknowledges that the remedies at law for any breach of the provisions of this Agreement will be inadequate and/or difficult to ascertain and that the disclosing party shall be entitled to seek injunctive relief against the breaching party in the event of a breach. Each party hereto agrees that the Disclosing Party, its successors, assigns and affiliates may in addition, pursue any and all other available remedies for such breach, including an action or claim for the recovery of damages.

7. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Ohio.

8. Complete Agreement. This is the complete agreement between the parties with respect to the matters set forth herein. This Agreement shall not be modified except in writing signed by all parties hereto.

IN WITNESS WHEREOF, the undersigned have hereto set their hands as of the dates shown next to their signatures below.

Data Foundation, Inc.

By: _____

Date: December __, 2000

Cool Partners, Inc.

By: _____

Date: December __, 2000

Data Foundation

Data Foundation, Inc. was formed to produce and distribute highly scalable and flexible data storage solutions to fill the void of current data storage systems. Our strategy for meeting the competition is the highest quality with the most flexible storage system. The Data Foundation product can easily augment existing data storage solutions, finding a place within the traditional data storage market. However, Data Foundation Inc.'s product is much more robust that any product currently on the market or any known product in the development pipeline. Because of this robustness, Data Foundation is initially focusing on the needs of the quickly evolving web-based business models, fulfilling storage requirements that are tens and hundreds of times greater than current demands.

Data Foundation, Inc. started the development of the product - a novel and

proprietary software application system for data storage. The "state of the art" today in the industry is such that the efficient ceiling for storage is limited to terabytes. Data Foundation, Inc. intends to break that ceiling and reach petabyte storage capability within the year. Data Foundation's technological product is based on a "Scalable Storage Architecture (SSA)" concept, and is an integrated solution to the storage challenge. The ability to produce this scalability is unique to Data Foundation, Inc.'s product. The SSA architecture and markets are not solely limited to Internet data storage and retrieval. Data size is also problematic in the entertainment and information content industries that must manage large terabyte-plus sized files, along with multitudes of video files, transactional databases, and customer records. They would also benefit from Data Foundation's SSA architecture.

Data Foundation, Inc. develops software systems that operate and integrate storage devices and servers within the Enterprise

Storage Network (ESN) industry. It is a dedicated, high-speed network connected to the enterprise's storage systems, enabling files and data to be transferred between storage devices, client mainframes, and servers. Data Foundation has developed a proprietary software platform that provides a unique solution to data storage and retrieval in the terabyte storage industry. Data Foundation will market fully integrated storage systems with its patent-pending software that will revolutionize the scalability and accessibility of large scaled storage networks.

Data Foundation, Inc. is looking for programmers. Open positions include kernel programmers (Linux and/or filesystem experience preferred) and systems programmers with expertise in networking and multithreading. If you think you have any of the skills we are looking for please contact us!

About Coollink

Company History | Executives and Directors
Mission Statement | Contact Information

Company History Coollink was formed by three individuals,

Christian Briggs	Chairman/CEO
Bill Carroll	Executive Vice President
Russ Vaughn	Chief Technology Officer

The concept for Coollink was to provide high quality entertainment to an audience that would be reached through the Coollink Internet network.

Coollink.com was incorporated in 1998 as a Texas Corporation and has experienced unparalleled growth as an Internet Service Provider. The company currently occupies 22,000 Sq. Ft. office located in Richardson, Texas which houses more than 100 employees. The Coollink subscriber base is growing at 200% per month and, as it grows, Coollink grows; continually providing quality content and e-commerce services to maximize the customer Internet experience, and meet the high customer expectations typical of today's Internet surfer.

Coollink's focus has not changed. We continue to strive to the high expectations of our subscribers, partners, and users by redefining our offerings. With the addition of a full streaming audio and video department, a

Ask a question or search for a keyword:

Search

About Coollink.com
Company History

Coollink.com's focus

Mission Statement

What's new at Coollink.com
Current Press Releases

Questions concerning
Technical Support

Need help, questions, thoughts
Contact us

Buy office supplies online at:

global distribution network, technical, and customer service support which is second to none in the industry, Coollink.com is becoming well known as a high quality, inexpensive source for entertainment on the Internet.