

OUTLINE OF BRIGADOON.COM, INC. EVENTS

Prepared 6/14/96

- 7/95 DWI Sr. met with John Hanse^A and Fred Limpell (sp?) and invested first \$20,000 in Brigadoon (investments continued over next six months)
- 11/30/95* Brigadoon "organizational meeting" and by-laws passed (only four shareholders acknowledged in minutes)
- 1/96 DWI Sr. elected to board; JAI received copy of by-laws from Wm. Parker
- 1/8/96* Receipt received by Rick Wheeler and Janet Irons indicating purchase of stock
- 1/17/96* Letter from JAI to John Hansen re issues raised by Nov. 30, 1995 by-laws and Minutes of First Meeting of the Board (also Nov. 30, 1995): lack of consideration for stock, incomplete minutes, lack of current shareholders, lack of initial filing with state
- 1/24/96* Fax transmission listing Brigadoon Shareholders as of 1/23/96 (DWI Sr.: 21.48%; JAI: .71%; total remaining available shares: \$488,728)
- 1/24/96 JAI telephone conference with Wm. Parker, Oregon attorney and founder; realizes there are some problems with stock issuances - doesn't know Washington law; he claimed that in Oregon stock doesn't need to be sold for fair consideration
- 1/25/96 Meeting at Brigadoon, with DWI Sr. and JAI, re stock problems (more than 60 shareholders *plus* unknown number of employees); Hansen admits problems and Van Volkenberg retained by Brigadoon, with promise of delivery of pertinent materials to him within a week; Hansen warranted company had 30 contracts and would 12 POP sites on by end of week; shareholders in at least six states and three countries! Hansen said company would negotiate with DWI Sr. for bridge financing and put a hold on sales to additional shareholders until problems cleared up
- 1/25/96 Subsequent meeting with just Hansen, DWI Sr. and JAI: DWI Sr. agrees to lend additional \$100,000 to Brigadoon based on Hansen's promise Brigadoon will follow Von Valkenberg's directions and become "squeaky clean"
- 1/26/96* Note issued for \$100,000 to DWI Sr. for loan that was verbally conditioned upon clearing up stock problems, as discussed at 1/25/96 meeting
- (Misc. contact with confusing and contradictory reports regarding progress on stock package and IPO)
- 3/22/96 Meeting held at Carney, Bagley with Hansen, John Campbell, Brian Nelson (in-

house legal counsel), Bruce Davy (CFO), Richard Padden, Jack Orr, Bill Von Valkenburg, and DWI Sr. and JAI (DWI Jr. not in attendance) - concerned that nothing happening re stock problems - questioned 1 to 10 stock split and stock still being sold to unqualified investors; Hansen (and others) warranted no such sales occurring; Van Volkenberg said he was putting together employee stock option plan, fix by-laws and articles - get company on route for public offering; all counsel denied authorizing stock split unless approved by board (Hansen said approved in Nov., 1995); Hansen: expect stock packages to shareholders on 4/10/96 and IPO filing on 4/15/96; received "Milestones"*

- 4/16/96(approx.) Board members receive fax from Campbell containing a two page contract with First Portland Leasing *signed by John Hansen*
- 4/17/96 DWI Sr. told by Hansen that stock packages to shareholders being delayed because must consider Irons family as a unit, and when options are put into the equation, Irons family owns more than 23% of company; Hansen says Von Valkenberg authorized stock split
- 4/17/96 Telephone conference DWI Sr., JAI and Van Volkenberg: Delay is stock package has to do with need to update business plan; Van Volkenberg adamant he did not approve stock split
- 4/18/96* DWI Sr. resigns from board
- 4/29/96* Letter from DWI Sr. to Brigadoon Board of Directors
- 4/29/96 Fax from JAI to John Hansen re compensation to D&O's
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- 5/3/96 Letter from John Hansen to DWI Sr. regarding issued raised in DWI Sr.'s letter re resignation from the board.
- 5/6/96 Brigadoon packages received: Subscription Agreements*, Business Plan, Milestones*, Letter from Hansen, Confidential Purchaser Questionnaire
- 5/13/96 Letter to John Campbell from JAI requesting additional information and identifying some of the issues raised by Brigadoon package
- 5/17/96* Letter from JAI to Richard Patten regarding on-going negotiations
- 5/20/96* Letter from Wm. Parker to DWI Sr. regarding legal service provided to corporation.

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- 5/21/96* Letter from JAI to Richard Patten regarding on-going negotiations.
- 5/22/96 Letter from Padden to JAI regarding on-going negotiations - suggest contacting Dennis Schmuland (chair of board nominating committee) for election to board
- 5/26/96* Letter from JAI to Dennis Schmuland requesting nomination to board, as suggested by Padden
- 5/28/96* Letter from Richard Patten to JAI indicates: "Regardless of the success or failure of an agreement being reached with the Irons shareholders, the rescission of the stock options issued to John Hansen, William Parker and David Rambeck by Brigadoon have been rescinded effective as of May 20, 1996." Nominating committee refused to nominate an Irons nominee.
- 5/29/96* Irons each delivered a letter rejecting Subscription Agreement and demanding return of stock purchase funds.
- 5/30/96* Letter from Richard Patten to JAI states that Irons stock purchase funds will be returned and "Brigadoon has received commitments for sufficient funds to meet your demands within a (sic) one week..."
- 5/31/96* Letter sent to all Brigadoon "shareholders" indicating the company does not have sufficient funds to pay the Irons demand for "rescission". Company offers to sell "the shares that would have been purchased by the Irons" at the same prices as committed to the Irons (sliding scale from July 28, 1995).
- 6/4/96 John Hansen informed DWI Jr. that founders options had *not* been rescinded. and company has raised \$1.1 million through offer of Irons' subscriptions to individuals that had previously signed the Subscription Agreement.
- 6/5/96 Brigadoon returned the Irons' stock purchase funds, plus 8% from date of delivery. Brigadoon still owes the Irons approximately \$270,000; plus interest, on various notes. DWI Jr. remains an officer.