

Wednesday, September 12, 2001

Mr. Harvey Lawton
8620 West 93rd Place
Denver, CO 80021

Dear Harvey:

Currently the Harvey Lawton that you are displaying to me may not be how you wish to appear. You are coming off unreasonable and ungrateful. We have put up with your temper for years. All because of a stock you didn't want at first.

In 1993 I transferred 10% of my corporation Auto Insurance Shopper INC to you. I have always paid you for your work. You allowed AIS to use your Telerate software, but you sat on the ownership of the Telerate software, until it was worthless. You said that you didn't own any shares in Keith's company Telerate and weren't responsible for bills, so you had nothing else to contribute. You insisted that any work you did be paid for! Therefore, even when we couldn't pay ourselves, we paid you! I transferred 10% of my corporation to you as a favor for your brother, Keith, (whom you owe big time).

I have heard you say, "the trouble with the world today is that people expect something for nothing". For years we have sent tens of thousands of dollars to you, a person that has made no significant contribution to the Internet (NetQuote) version of AIS.

Any contribution you have made to this firm has been paid for. You are unhappy with more than 80 thousand dollars we sent you. You are constantly making threats and demanding money. Your temper tantrums have inflicted difficulties on the directors of NetQuote. You caused cancellation of my vacation to Italy, wasted time and money on spurious ideas not part of our core focus, hired our engineers away and caused divisive power struggles, all for nothing! All at a tremendous cost to NetQuote's most valuable resource, us. The guys that send you money!

Out of courtesy to your family and because of my deep respect for your brother's feelings, I will discuss here just some of the problems you have caused. I include a history of the creation of this corporation that you seem to be unaware of. It includes how your brother and I labored fifty, sixty and more hours a week for many years and at great personal and financial sacrifice to build a corporation we take pride in. We accomplished this success in spite of your efforts to hurt this firm.

Your brother and I, through arduous times, have created a superb working relationship and a solid corporation that has succeeded where so many dot.coms are dot.gones.

It was unethical when, in May 2001, you tried to coerce your brother into relinquishing part of a dream he made reality, not you. Something that he created not you. Something he worked on night after night, day after day, not you. (A dream Keith was willing to risk his personal fortunes on, while you sat on the sidelines for the last seven years, never at risk. You never paid a bill. Trying to take Keith's shares of stock from him is totally unreasonable. Your request indicates a total lack of concern about what emotional and financial damage this would do to Keith. It also indicates a total lack of empathy and awareness as to the important concern about how much damage it might do to his marriage. NetQuote represents the embodiment of Keith's dream. After his wife and children, NetQuote is the fulfillment of Keith's life. I know because I work with him every day. I have worked everyday to make Keith's dream a reality. NetQuote is a corporation that matters hugely to me—and to Keith and his wife and children, as well as your father and mother.

You have stated that, rewarding a person that has not been an essential part of the venture is socialist. You have shown yourself to be unwilling to contribute to this venture, even for your own benefit, or the benefit of the rest of your family, including your own father and mother.

This letter is to clear up the role that Harvey Lawton played in the success of NetQuote. When Nina and I signed the first agreements, Keith said that he had worked on Telerate with his brother. Keith said that his brother had been essential to developing Telerate, just like my family had been essential in developing the Auto Insurance Shopper Corporation.

However Telerate was not a corporation, it was a sole proprietorship in the name of Keith Lawton only. We completed all the pre-unification documents without awareness of Harvey Lawton as anyone other than a programmer. Nothing required Harvey's signature, as Harvey Lawton did not exist in any legal sense for Telerate or its creditors. When I wanted to know if someone else would be able to help with the Telerate bills, Keith protected Harvey and assured me that Harvey was in no way responsible for any of the bills.

If Harvey had no percentage of ownership then and was not responsible for the bills, then Harvey merely had an understanding with Keith, that in return for Harvey's continuing daily work, that Keith would cut Harvey in, when or if this company ever got big. That is called "sweat equity". Most importantly to me, when I asked Harvey directly to his face, he said, "I only did programming for Telerate, I never signed anything and that I am in no way responsible for any of the bills". Harvey said flat out, "I know Keith and Telerate is in some kind of financial trouble, however, I am not going to protect Keith or dig himself out of the trouble he had got himself into this time".

When during the first corporate meeting, Harvey announced that he would be withholding the ownership of the Telerate software, we knew that having Harvey do much programming for us in the future would be a mistake. Especially since Harvey was not contributing "sweat equity" but instead required payment for writing software. When it came time to write software for the Internet, to create NetQuote, we made sure to hire outside contractors that would not have claims on the NetQuote software and help Keith write it himself.

From the first time I met him, Harvey has emphasized how little he trusts other people and how little he trusts me. Keith asked if I could have made this venture work with Harvey. I said no. To build this corporation into this success, Keith and I had to trust each other to make good decisions. If Keith had not protected Harvey, if we had known Harvey better, we would never have given him any shares in Auto Insurance Shopper. There would be no NetQuote today.

Verbal agreements are not worth the paper they aren't written on. If an agreement cannot survive the light of day, it shouldn't. If an agreement cannot be written down, it probably shouldn't be.

- From the very beginning of your association with me, you have expressed contempt for our corporation, our abilities and our business premise. Do you really want more stock and association in an enterprise you so dislike? For greed alone?
- True, many years ago, you created some Telerate software that was of use to TeleQuote and for which we paid you.
- True, you thought of FaxBack technology for which you never got anything. That was not our fault. Keith tried to make up for it by giving you 10% of my company and \$80,000.
- Telerate was a sole proprietorship, by Keith Lawton so any work that you did for Telerate is irrelevant to AIS. Telerate was closed when Keith came to work for Auto Insurance Shopper INC. You never presented any bill or lien against Telerate when it was closed 8 years ago! Any verbal deal you had has no merit now.
- Any work you did for Auto Insurance Shopper or it's long gone dba TeleQuote was paid for.
- Your whining has been very divisive. That includes your insistence on a frivolous audit that produced no result! The only result of your audit was the total loss of my first holiday in years, a non-refundable holiday to Italy. You can never repay my family and me for that loss. You put a lot of work, and a strain upon the senior officers of this corporation to face a threat from the inside of the corporation, at a time when we were facing real outside threats.
- You have criticized our management competence and integrity to the point of slander and libel. Only the deep friendship and mutual respect between your brother, and me have made it possible for us to rise above and move beyond this distraction.
- You have a temper. You lose it constantly. You are frustrated that Keith and I have worked so hard for so little money. We are frustrated too. We have waited a long time to be paid back for the years we worked for nothing while we saved enough money to pay you! Over the years you have insulted me personally. You have called our family members names. You swear at me and have threatened me with bodily harm. In June, this year, you tried to use lawyers to get what you couldn't through threats. The lawyers told you that you have nothing to complain about., that you are lucky that we have paid distributions, not all companies do. Through all of this we have treated you with respect in a professional manner.

Do you still think that Keith owes you something? I don't. I think you owe him.

Sincerely,

Chris Osborn Findlater

Enclosure: Corporate History

Cc: Keith Lawton, Karen Hummel, Harvey Lawton, Sylvia Lawton, Kimi Lawton, Millie Lawton, Dana Lawton, Frank Lawton, Betsy Lawton, Jeanne Findlater, Richard Findlater, Claudia Osborn.