

# EXHIBIT 86

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**Subject:** Please print 2 copies  
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**Date:** Tue, 24 May 2005 10:20:51 -0400  
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<b>DISTRIBUTION NOTES.doc</b>	<b>Content-Type:</b> application/msword <b>Content-Encoding:</b> base64
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## DISTRIBUTION NOTES

### BACKGROUND

1. With the exception of p2p, none of our products---nor those of our competitors---has the slightest traction with consumers.
2. We are unlikely to develop the next popular application(s) in house. We must be saavy buyers/strategic partners to those whose products actually have consumer appeal.
3. Our focus should be on both the provision of content and software.

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4. We must offer partners a menu a la carte suite of monetization capability from which they can balance their own greed with the desired user experience. The suite should include:

- a. Pops
- b. 404 Client
- c. DR's "Search Scout"
- d. Toolbar (branded for each app?)
- e. Micro-Buddy
- f. Behavioral client (Very different business development effort)
- g. In-application capability\*

\*To be developed/or acquired thru Cydoor or another 3<sup>rd</sup> party

### DOWNLOAD.COM BLOWING UP IS A BIG OPPORTUNITY

....We need to sieze it and become the monetization engine source of choice for software developers.

### SOME OF THE HALLMARKS OF DEALS WE NEED TO DO

1. Transparency. Consumers can readily describe the value exchange in their own words. "DR shows me 10 ads a day and I get...." The TV test.
2. Pull Rather Than Push. Consumers must be readiliy asking for/using our product.  
A p2p Component a strong plus:
  - i. Free Music (p2p component) Mashboxx
  - ii. Free TV/Video content (p2p component) TEN?
  - iii. Free Telecommunications. Flashtalk. Skype Answering Service
  - iv. Identity Theft Protection. In Negotiation.
  - v. Service Truck Concept/Tech Support

### RESOURCES REQUIRING IMMEDIATE DEVELOPMENT

1. The ability to do banner distribution rather than bundle
2. An experienced direct marketer in-house possibly managing outside direct response agencies.

#### **DEAD CLIENT STRATEGY**

1. Several companies have broad distribution of dead/partially failed client business models. Viewpoint., Winzip & Cydoor are three examples. Partnerships/acquisitions of these companies should be a focus.

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#### **SETTING HARD GOALS FOR US POP DISTRIBUTION:**

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125,000 a day US  
75,000 W. Europe