EXHIBIT 86
DISTRIBUTION NOTES

BACKGROUND

1. With the exception of p2p, none of our products—not 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 savvy buyers/strategic partners with those whose products actually have consumer appeal.

3. Our focus should be on both the provision of content and software.

4. We must offer partners 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. 464 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 Cydoo or another 3rd 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 readily asking for/using our product.
   A p2p Component a strong plus.
   i. Free Music (p2p component) Mashbox
   ii. Free TV/Video content (p2p component) TENT
   iii. Free Telecommunications: FlashTalk, Skype Answering Service
   v. Service Truck Concepts/ Tech Support

RESOURCES REQUIRING IMMEDIATE DEVELOPMENT

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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.

SETTING HARD GOALS FOR US POP DISTRIBUTION:
125,000 a day US
75,000 W. Europe