Marketing Software on the Internet:
A White Paper

Digital River, Inc.
9625 West 76th Street
Eden Prairie, Minnesota 55344
www.digitalriver.com
1-800-207-2755

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The Challenges and Allure of Marketing Software Online

Any company thinking about selling software products on the Internet must consider what kind of online experience to create for the user and what kind of offline partnering relationship the enterprise will entail. Transferring the concerns of a traditional store to an online selling environment includes transferring the thought involved in creating the customer's shopping experience. The other side of the online retail equation is the question of how best to implement today's technology to optimize opportunity for tomorrow. In the Internet's evolving and expanding role as a worldwide marketplace, Digital River's utilization of technology has created a framework for these new relationships.

Computer software is currently being sold almost exclusively through traditional retail sales channels, principally retail stores and direct mail. The current system requires extensive inventories, expensive packaging, and significant lead time development and introduction to the market. When faced with the choice of whether to build an e-commerce solution or buy one, independent software vendors increasingly turn to Digital River's system of creating a satisfying experience for customers and a profitable experience for clients.

The Market

The exponential growth of personal computers and Internet usage has brought with it a rapid expansion in the distribution of software products. Online distribution is a logical channel for most digital products because it delivers the product directly to where the user needs it, his home or office computer. This new mode for delivery eliminates disk or CD production, packaging, returns and shipping expense and reduces the amount of time

needed to get a new product on the market. One master copy of a product sitting on a central server is used to fulfill all sales of that product.

As the number of Internet users has grown this decade, so too have the number of entities providing content. As the number of these websites grows, so too does the significant number of software developers who have an Internet presence. Although there is a considerable amount of free software available for downloading, it remains difficult for independent software vendors to sell online. Creating web stores involves a prohibitive allocation and expenditure of resources, and security -- both of credit card transactions and the software itself -- is a considerable issue.

As computer hardware prices have plummeted and competition between connectivity providers have increased, access to the Internet has become more and more affordable. As bandwidth increases, greater comfort grows with the medium, and other barriers to consumers' entry are lowered, the number of types of products delivered -- including audio and video -- will drastically increase.

Software applications and other digital products, such as images and fonts, are natural candidates for sales and delivery via the Internet. Browser programs use the equipment and systems required for software programs. Software products can be reviewed and considered online. The sale transaction can be completed online and the delivery can happen where and when the buyer needs it. The natural situation of a web browser in use makes purchasing online easy and meets consumer needs with a unique immediacy. As market research is beginning to show, it's plausible that consumers would be more likely to purchase if they are offered software products through an online purchase and delivery system.

The market research firm IDC estimated that 5-7% of all software will be sold online by the year 2000 (PC Magazine, 5/28/96, pg. 36). If current trends continue, the year 2000 should see the packaged software market over $10 billion and could well see industry online sales over $1 billion. Other research indicates that the current 35 million Internet users will grow to a population of 163 million by the 2000. Business-to-business commerce will also expand as the overall online commerce pie expands. Internet software sales will account for a large portion of the estimated totals. North American PC application software sales were over $9 billion in 1995 and $10 billion in 1996, according to the Software Publishers Association. The sale of software over the Internet to businesses could become a $12 billion industry within the next three to five years.

Logistical Considerations

There are two areas of logistical consideration in the challenge of getting to the market. Using a technology based on open standards to sell digital products online means that one must take into account well-publicized concern about security. At the same time, the data gathered must be put to use; information that can be refined to position products where they most likely will be bought must be put in place for the system to be effective. Digital

River offers a system that makes the buyers and sellers secure. Tantamount in importance to security issues are issues of the value to an overall marketing strategy of selling online.

Digital River enables the sale and download of software from thousands of sites, including a large network of independent dealers. Digital River provides the backbone system that makes e-commerce sales possible from these many distributed points of entry. In building this unique model, Digital River has recognized that availability, security, and auditability are critical, and it has therefore confronted these issues and developed its capabilities on a much greater scale than individual sites or malls have done.

Digital River has responded to these critical issues with a symbiotic combination of systems, software, and administrative processes. These capabilities ensure the continuous availability of the software products for sale and the availability of sales information into clients.

Security

Synchronized with this availability, Digital River has deployed a series of interdependent security processes that operate on several levels to ensure product security, authenticate buyers, and protect both customers and software vendors. First, firewalls prevent would-be hackers from gaining access to the software products illegally. Beyond the firewalls, these security processes use a massive amount of proprietary code written by Digital River, since no commercially available e-commerce package could meet Digital River's uniquely rigorous standards. This code is known as the Software Defense Mechanism (SDM).

After the credit card authorization, the SDM continues to protect the customer information and the software products themselves through proprietary encryption and other processes. Hackers can't get to the product download screens by experimenting with URLs for example. In addition, Digital River centralizes transactions on a single, secure server (protected by redundant backup) rather than spread across multiple servers, an approach that increases the possible points of failure for the system and the possible entry points for the hacker and thief.

Finally, every credit card transaction uses Secure Socket Layer (SSL), which encrypts transmissions from both the server and end-user sites. The encryptions use a public and private key technology that assigns an undetectable code to the end-user for data transmission to and from the server. So even if hackers might intercept these transmissions, they cannot gain any useful information.

Digital River's SDM contains many safeguards to restrict access only to bona fide buyers. For example. a person's information such as email address, mailing address, and credit card number are matched against a database of known fraud cases. A smart would-be thief might be able to spoof his IP address, but he would find it extremely difficult to spoof allthe pieces of required identifying information.

The SDM accumulates information and learns about each user as it performs security profiling based on many discrete variables. So the more illegal attempts that are made, the more effectively the security system thwarts them. For example, users have only a few tries to enter their access number correctly before they are instructed to call Customer Service.

Similarly, a customer cannot download software more than a preset number of times in a certain period, or buy one copy of a product and then download 500 copies. These built-in protections of the SDM also prevent spammers from shutting down the network with junk email. The SDM continually takes network "snapshots," matching all traffic against established rules and procedures. The SDM also includes internal safeguards, protecting the software products and the customer databases from unauthorized access from within Digital River.

Availability

When customers visiting one of the many Web sites enhanced with Digital River functionality click on the product descriptions, they are transparently linked to the Digital River site. The connections to it are fast and reliable, designed to avoid frustrating delays. The software products themselves are kept on an Oracle database that is backed up daily to a safe second site, to ensure that the products are available for download 24 hours a day. Other redundant connections to credit card authorization sites assure that products are available for purchase 24 hours a day.

Besides protecting against hackers and thieves, the SDM offers security for the legitimate customers as well. For example, if a user's transmission is interrupted, or if a customer chooses to do the credit card part of the transaction offline, an "unlock code" option is presented to the user for reentry. The code matches the previous identification and allows further data exchanges.

The Consumer's Experience

Customers begin the process of buying on-line by hitting the purchase button on a client's page. There's no sensation of being suddenly hustled off to another location. Customers won't end up at some foreign-looking page where they have to hunt to find products. Prompts can be easily integrated for customers to purchase additional products, for instance printed manuals or more of your software. The entire transaction takes place in the selling environment created by the client, surrounded by the look and feel of the developer's or dealer's identity, with products presented in a way to encourage sales, with no competition.

Digital River has eliminated the need for the customer to enter their credit card and password data more than once. Less advanced e-commerce systems ask customers to enter this data more than once -- an approach that is more burdensome to the customer and offers more opportunity to the hacker. When the customer data is entered, including

the credit card number, an external connection is established to validate the credit card number and authorize the transaction.

It is important to ensure that your software sales site offers products to the consumer in an interesting, user-friendly manner. The design and flow of sites should facilitate the purchasing experience. For example, "buy" buttons should be positioned and sized to make them easy to find. A shopping basket which will hold multiple products will encourage multiple sales increasing average sale size. The online sales system should hold customer information so that the buyer does not have to complete several personal information and credit card screens during the purchase. These are just a few examples of how to optimize your site. While the look and feel of a particular site is in that client's control, the client also can benefit from Digital River's considerable experience in setting up online retail environments.

Software developers and dealers who have developed online sales sites with Digital River have experienced substantial sales increases. For example, Rhode Island Software Systems credits their relationship with Digital River and the development of a comprehensive online sales and delivery system with doubling software sales from their website. Other large software developers and dealers have experienced even larger software sales increases, up to 400% of their pre-online sales and delivery business.

Cross Marketing

Digital River maintains the information gathered from customers in separate databases. Software vendors can mine the data in the databases to which they have access to gain a better understanding of their customers, but other vendors cannot get at that information except by mutual agreement. If two or more companies want to cross-sell or do some product integration, they can agree to unlock each other's database. A powerful data mining capability is matched by commensurate data security. Digital River notifies the independent software vendors or dealers of each sale by email. And the vendors can also receive graphical and statistical analysis of their commerce activity, which turns log data into useful sales information. This information too is surrounded by rich security features, so it is delivered to authorized vendors in real time at their discretion, while preventing unauthorized access.

Digital River greatly expands the number of stores where a software product can be sold. Instead of one site, there could be 500 sites, or more. Clients need to know that they retain control over how their products are displayed and described -- in short, over the user's initial experience with their products. Digital River enables that control with product information screens that clients design and alter they see fit. Again, matching this new capability is commensurate security, to prevent unauthorized changes.

Digital River also ties out credit card receipts with its own records. Each day the Sales Summary is matched to the Credit Card Report. Summary reconciled data is entered into Digital River's accounting system. That accounting information is then matched to the daily credit card deposits on the company's bank statement. Digital River's system

ensures accuracy through the cross-footing of records from internal data such as server logs with external records like credit card transactions.

Auditing and Reporting

Auditability and accuracy in reporting are ensured by a series of steps, matches, and reconciliations performed every day at critical points. For example, the Daily Sales Report as generated from transactions, is matched with the Credit Card Report, which summarizes all charges. Duplicate orders and duplicate charges are voided. Orders for physical goods on backorder, such as manuals, are suppressed until receipt of the backordered inventory. The agreement of Daily Sales Report with the Credit Card Report as adjusted is verified.

Digital River's books are audited annually by Arthur Andersen LLP. In addition, Digital River clients wishing to have their own audit of sales performed may do so according to the terms of their contract. A typical audit would use sampling techniques to test transactions and trace the flow of information among all the internal Digital River records as well as external sources such as bank statements and credit card processor statements. The auditors would then issue a report summarizing the procedures performed. In the unlikely event that sales are deemed by the auditors to have been inaccurately reported, outside the maximum established by the client contract, the auditors would proceed to quantify the difference. Digital River would then pay that difference to the client.

Internationalization

Software and digital products sales via the Internet also expand the audience of potential buyers due to the international nature of the medium. Though this is a benefit for software developers and dealers, certain risks and requirements are also inherent in conducting business on an international basis. Export controls and limitations are a primary consideration. Sales to certain nations are prohibited by the United States government. These nations include: Cuba, Iran, Iraq and others. Strict penalties can be imposed by the Federal Government for sales to non-favored nations. Additionally, international shipment of physical products requires special attention to foreign postal rates, requirements and alternate delivery means, as well as local, sales, and ad valorem taxation.

Flexible Architecture

In Digital River's business model, the possibilities for software e-commerce expand substantially, demanding a new level of availability, security, and auditability. The network infrastructure, custom coding, security systems and administrative processes that Digital River has installed work together to provide those critical elements. The antifraud and security aspects form an interlocking phalanx of security and accuracy, protecting against security violations, invasions of privacy, and fraud. These defenses flex and move in concert to meet threats as they emerge. The infrastructure Digital River has put in

place is highly scaleable, to support not only the current volume but the steep increases in volume that are projected for software e-commerce. In addition, Digital River stays on top of new technologies like SET, so that when they become operational and desirable to our clients and customers, Digital River will be able to deploy them quickly. The Internet is nothing if not dynamic, and as software e-commerce moves forward, vendors, dealers, and customers can be assured of a framework for sales, delivery, and payment that is safe, efficient, reliable, and accurate.

Digital River as a Partner

Once you've decided to use Digital River, you can expect service that is not only pleasant and responsive, but also a relationship that maximizes the online sales capabilities of your website. The inherent flexibility of using a relational database backend with a customizable storefront allows for timely updates to an online environment that responds immediately to a customer's decision to make a purchase.

To create the seamless transition between an existing website and Digital River's database of products, the first step is to create the look and feel of the existing website. This can be done by recreating buttons, navigable elements, and other graphics to the Digital River's site.

Once individual graphical elements are decided upon and any new pieces, like buttons for buying products, are created for the Digital River site, then a template of what the environment could look like will be created. Arrays of products are chosen for fulfillment within the look and feel of your site. These arrays can be altered to give placement to sales and promotions. The design of this environment is a critical distinction.

Because each client determines the look and feel analogously to the creation of the rest of their Internet presence there is complete control from the seller's end, and since the technology provides a portal into a relational database these arrays can be reconfigured with little more than a phone call. Putting the client in control of the site and the advertising positioning is a great distinction in e-commerce. This flexibility puts the control over coordinating other advertising and promotional vehicles where it should be: with the client. The most effective way to extend your brand onto the Internet is the way in which the potential of buying opportunities created by all of one company's marketing efforts are dovetailed together.

Integration of website advertising and sales information with other advertising media is a key to selling and delivering software and digital products online. The Internet is a unique medium that lends itself to specific types of design parameters, tone, and feel. However, it is imperative that all online advertising and promotions integrate with traditional media. Web sales sites should reflect the look and feel of a company's other advertising. Online advertising should be included under the umbrella of corporate communications, and the new advertising should support the broader message platforms and standards of the traditional advertising. Internet advertising and promotion should support the positioning goals of the company.

The Internet provides a special opportunity to present a company's brand and develop the desired positioning through multiple exposures. Long-term value of the customer supports the use of brand advertising on the Internet as well as the development of software and digital products sales sites.

There are many risks and benefits involved in selling online. Not only must one be concerned with security and accounting, but one must keep enough ahead of each incarnation of the networked marketplace to act strategically.

Digital River offers the best way to implement online selling such that customers are happy, the company is effective, and profits are maximized. Not only do the products go to market today but also the architecture for the growth that will surely come from selling those products is in place for tomorrow. Digital River provides an unique opportunity for the software developer and dealer to reap the benefits of increased online sales and revenues while gaining the efficiencies of online delivery of products.

Technology Solutions to Electronic Transactions: A White Paper

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Eden Prairie, Minnesota 55344
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Technological Challenges to Online Commerce

As in the analog world, selling on the Internet extends far beyond the actual transaction between vendor and customer to encompass before-and after-sale ingredients. Inventory management, customer service, site management and marketing analysis tools, to name a few, have been finely honed over decades in the analog world, and they all have their digital corollaries. Creating an online transaction system that combines all of the service components customers have come to expect from their vendors with the efficiencies promised by the digital world requires a set of tools that takes a holistic view of the selling process and comes from years of experience and business implementation.

A technology solution to selling on the Internet needs to address the same issues as in the analog world, only with digital twists, as well as new concerns specific to the Internet. Making that solution seamless to the customer and easily implemented by the vendor is key to successful electronic commerce. Digital River's proprietary Commerce Operating System provides the unseen infrastructure for the sale and download of software from thousands of developers and dealers, allowing them to concentrate on the store and products instead of the administrative and technical aspects of the transaction. The system is also completely transparent to consumers, allowing vendors to control every aspect of its relationship with their customers, even as Digital River provides the functionality behind the transaction.

Digital River enables the sale and download of software from thousands of sites, including a large network of independent dealers. Digital River provides the backbone system that makes e-commerce sales possible from these many distributed points of entry. In building this unique model, Digital River has recognized that availability, security, and auditability are critical, and it has therefore confronted these issues and developed its capabilities on a much greater scale than individual sites or malls have done.

Digital River has responded to these critical issues with a symbiotic combination of systems, software, and administrative processes. These capabilities ensure the continuous

availability of the software products for sale and the availability of sales information to clients.

Security

For both vendor and customer, security in an online transaction is paramount. Vendors selling electronically-transmittable items, such as software and music, need to be assured that their products are being paid for, the integrity of their systems are assured and their customers' data are not jeopardized. Consumers continue to rate security as their primary concern when it comes to transactions over the Internet, far surpassing other considerations found in more traditional transactions, including price, selection and customer service.

Digital River's proprietary Central Host Management System uses both firewalls and a proprietary security program to safeguard both a vendor's business information and its products, providing stability and auditing functions. The system also addresses the customer's concerns over credit card and personal information by using Secure Socket Layer, a public and private key encryption technology that protects data between the client and server.

Digital River's proprietary Software Defense Mechanism uses multiple safeguards to restrict access to bona fide buyers. For example, a person's information such as e-mail address, mailing address, and credit card number are matched against a database of known fraud cases. A smart would-be thief might be able to spoof his IP address, but he would find it extremely difficult to counterfeit all the pieces of required identifying information. The SDM profiling accumulates information and learns about each user as it performs security profiling based on many discrete variables, so the more illegal attempts that are made, the more effectively the security system thwarts them. For example, users have only a few tries to enter their access number correctly before they are instructed to call Customer Service. Similarly, a customer cannot download software more than a preset number of times in a certain period, or buy one copy of a product and then download 500 copies. These built-in protections of the SDM also prevent spammers from shutting down the network with junk e-mail. The SDM continually takes network "snapshots," matching all traffic against established rules and procedures. The SDM also includes internal safeguards, protecting the software products and the customer databases from unauthorized access from within Digital River.

Besides protecting against hackers and thieves, the SDM offers security for the legitimate customers as well. For example, if a user's transmission is interrupted, or if a customer chooses to do the credit card part of the transaction off-line, an "unlock code" option is presented to the user for reentry. The code matches the previous identification and allows further data exchanges.

Scalability

The scalability of a Web site speaks to the concern that online customers cite as the second-most important aspect of a site: reliability. Just as a real-world business must be equipped to handle fluctuating demand and broad and deep product lines, online businesses must as well. Digital River's solution relies on multiple routines that allow it to maintain thousands of sites and millions of products, balancing systems resources, bandwidth, effective graphic user interface design and maintainability. These tools include, but are not limited to:

Technical staffing that is stable relative to the number of clients and products.

Oracle databases running PL/SQL commerce routines dynamically generate HTML screen output that both respond to a specific customer's particular request and conform to effective GUI design practices.

Supplemental routines using C++ for specific situations, including rendering images.

PERL scripts for downloading and credit card authorization.

Online stores must never close, so Digital River's system offers multiple redundancies to every aspect of a transaction.

Site Management

While a real-world business must continuously offer new products and services to encourage repeat business, online customers can be equally demanding, expecting selection and prices that reflect real-time inventory and market conditions. Making it easy for a business to adapt product offerings, prices and the interface of the store in response to changing conditions is integral to an effective Web development and maintenance program.

Digital River's proprietary Automated Site Extension System allows the host site to seamlessly extend into the commerce engine. The Commerce Site Construction System allows the client to easily customize individual pages, create specialized commerce channels, use advanced search functions, and specify segments for marketing tests. The highly-automated system allows vendors to select templates and other options to give each site a unique look and feel, coupled with their specific business rules and sales conditions. Again, the seamless nature of the system hides from the consumer the behind-the-scene complexities of the transaction.

Future iterations of Digital River's system will not only make the setup and maintenance of sites easier but enable a full slate of programmable functions as a set of business rules and conditions that can be graphically implemented and adjusted. A new interface will enable faster response to changing market conditions, the creation of an individual

customer understanding, and direct interaction with the customer. Prototype sites will be tested in a secure environmentand implemented only when the GUI and business functionalities have been precisely crafted.

Analysis and Reporting

Online stores give vendors unmatched power to analyze the behavior of their customers for future marketing initiatives. Running in conjunction with the commerce system, Digital River's proprietary Commerce Data Warehousing System captures critical statistics not just of what items a customer buys, but also how they buy them. What items they saw and dismissed, how often and at what times they shopped, and, of course, what products they actually purchased can all be used to create selling opportunities in the future. The warehoused data is run through the Commerce Information System to develop real-time, multi-dimensional views of the business, allowing vendors to instantly assess the effect of changes in pricing, marketing campaigns and interface, and examine every aspect of both completed and failed transactions.

Digital River understands, however, that unlocking the true value of information involves stepping beyond collecting and processing data, and the company's Intelligent Commerce Agent will result in a more customer-centric position. Communication, not information inundation, will drive technical development, allowing vendors to better understand how customers transmit their needs for products and services, as well as communicate to customers their product advantages, provide various kinds of literature, and offer 24-hour support to their customers. Finally, as the Internet continues to gain converts abroad, Digital River's solution will give vendors tools to understand how communication extends across language and cultural boundaries.

Integrated Cross-Selling

While vendors on the Digital River system have exclusive access to their customer information, safe from all other vendors, if two or more companies wanted to cross-sell or create product integration, they can agree to unlock each other's databases, developing even more powerful marketing opportunities.

Combining a customer's history with the Digital River network of dealers and vendors allows parallel businesses to offer complementary products and coordinate special offers. Programming interfaces that utilize direct database-sharing connections as well as specialized Internet (TCP/IP socket) connections are being developed to enhance product sharing. Related product sales will be automatically identified and clients offered bundled products and cross-sell promotions, helping ensure that the customer has all the necessary products to properly perform their tasks.

Unlike a traditional shopping mall, where each store operates independently of each other, Digital River's clients will be able to harness the vast amount of customer information available across the entire network of vendors.

Personalization

That data gathering will, in part, also allow for a further personalized experience for the consumer. Versions of Digital River's system currently in development will employ intelligent agents, collaborative filtering and knowledge bases to create a one-to-one shopping experience. Collaborative filtering will take a customer's shopping history, match it against those of thousands of other customers, and create buying opportunities geared towards that person based on the patterns of others like them. Product offerings and advertising will be highly customized to each individual.

Customers will search for products using agents that understand that person's tastes, needs and situation, akin to a personal shopper that knows the customer's wardrobe and can pick a tie to match the suits in that person's closet at a price with which the customer is comfortable. Purchasing histories will give vendors insight into what products a customer will want next, the likelihood that they will upgrade, and their need for updates, allowing vendors to present products that customers might not know they need. Also, customer service will be augmented with real-time or delayed chat-type capabilities where the customer or agent communicated with Digital River representatives or directly with the software developers and vendors.

Auditing

Vendors are assured of audited and accurate reporting of transactions by a series of steps, matches, and reconciliations performed every day at critical points. For example, the Daily Sales Report as generated from transactions, is matched with the Credit Card Report, which summarizes all charges. Duplicate orders and duplicate charges are voided. Orders for physical goods on backorder, such as manuals, are suppressed until receipt of the backordered inventory. The agreement of the Daily Sales Report with the Credit Card Report as adjusted is verified. Digital River also ties out credit card receipts with its own records. Each day the Sales Summary is matched to the Credit Card Report. Summary reconciled data is entered into Digital River's accounting system. That accounting information is then matched to the daily credit card deposits on the company's bank statement. Digital River's system ensures accuracy through the cross-footing of records from internal data such as server logs with external records like credit card transactions.

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Summary

Without appropriate attention to the unique technological concerns raised by electronic commerce, an online store risks losing not only the efficiencies promised by digital technologies but the simple functionalities found in traditional stores. Beyond the basic components of a traditional store, such as inventory management, store design, and pricing, online stores need to pay particular attention to security, scalability, auditing procedures, and site management. As the technology develops, collaborative filtering, intelligent agents and extensive buying-pattern databases will bring us closer to the one-to-one marketing ideal where price and product bundling, cross-selling and relationship management are optimized.

At the same time, ease of use and transparency to both the customer and the vendor are equally paramount to a successful online environment. Efficient site management requires intelligently designed templates and options that give each site a unique look and feel without sacrificing ease of use. A robust system allows for scalability to accommodate a diverse product line and demanding consumers.

Digital River, with its network of dealers and developers, experience in business implementation and years of software technology development, has managed thousands of individual Internet commerce sites in a scalable, seamless fashion. As the Internet and electronic commerce evolves and matures, Digital River will develop new technologies to meet those challenges and wring further efficiencies by taking advantage of more granular information about customers and creating more powerful site development tools.

DIGITAL RIVER INC /DE
S-1/A filed on 08/11/1998

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 11, 1998

REGISTRATION NO. 333-56787

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 4
TO
FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

DIGITAL RIVER, INC.

(Exact name of registrant as specified in its charter)

<TABLE>
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<S>	<C>	<C>
DELAWARE (State or other jurisdiction of incorporation or organization)	7375 (Primary Standard Industrial Classification Code Number)	41-1901640 (I.R.S. Employer Identification Number)

</TABLE>

5198 WEST 76TH STREET
EDINA, MINNESOTA 55439
(612) 830-9042

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

JOEL A. RONNING
CHIEF EXECUTIVE OFFICER
DIGITAL RIVER, INC.
5198 WEST 76TH STREET
EDINA, MINNESOTA 55439
(612) 830-9042

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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JEFFREY S. ZIMMAN, ESQ. MICHAEL J. SULLIVAN, ESQ. LANA R. HAWKINS, ESQ. COOLEY GODWARD LLP ONE MARITIME PLAZA, 20TH FLOOR SAN FRANCISCO, CA 94111 (415) 693-2000	HOWARD S. ZEPRUN, ESQ. ROBERT G. DAY, ESQ. WILSON SONSINI GOODRICH & ROSATI PROFESSIONAL CORPORATION 650 PAGE MILL ROAD PALO ALTO, CA 94304 (650) 493-9300

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
AS SOON AS PRACTICABLE AFTER THE REGISTRATION STATEMENT BECOMES EFFECTIVE.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. / /

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement number for the same offering. / /

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If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. / /

CALCULATION OF REGISTRATION FEE

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TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(2)	
<S>	<C>	<C>	<C>	<C>
Common Stock, $0.01 par value.....	3,450,000	$9.00	$31,050,000	

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(1) Includes 450,000 shares which the Underwriters have the option to purchase to cover over-allotments, if any.

(2) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) of the Securities Act of 1933, as amended.

(3) A registration fee in the amount of $13,028 was previously paid.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT THAT SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

<PAGE>

SUBJECT TO COMPLETION
AUGUST 11, 1998

INFORMATION CONTAINED HEREIN IS SUBJECT TO COMPLETION OR AMENDMENT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THESE SECURITIES MAY NOT BE SOLD NOR MAY OFFERS TO BUY BE ACCEPTED PRIOR TO THE TIME THE REGISTRATION STATEMENT BECOMES EFFECTIVE. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THESE SECURITIES IN ANY STATE IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH STATE.

<PAGE>

3,000,000 SHARES

[LOGO]

COMMON STOCK

All of the 3,000,000 shares of Common Stock offered hereby are being sold by Digital River, Inc. ("Digital River" or the "Company"). Prior to this offering, there has been no public market for the Common Stock. For factors considered in determining the initial public offering price, see "Underwriting." It is currently estimated that the initial public offering price of the Common Stock will be between $8.50 and $9.00 per share. The Common Stock has been approved for quotation on the Nasdaq National Market under the symbol "DRIV."

THE COMMON STOCK OFFERED HEREBY INVOLVES A HIGH DEGREE OF RISK. SEE "RISK FACTORS" BEGINNING ON PAGE 6.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

<TABLE>
<CAPTION>

	PRICE TO PUBLIC	UNDERWRITING DISCOUNTS AND COMMISSIONS(1)	
<S>	<C>	<C>	<C>
Per Share	$	$	
Total (3)	$	$	

</TABLE>

(1) See "Underwriting" for information relating to indemnification of the Underwriters.

(2) Before deducting expenses of the offering estimated at $700,000.

(3) The Company has granted the Underwriters a 30-day option to purchase up to 450,000 additional shares of Common Stock solely to cover over-allotments, if any. To the extent that the option is exercised, the Underwriters will offer the additional shares at the Price to Public shown above. If the option is exercised in full, the total Price to Public, Underwriting Discounts and Commissions and Proceeds to Company will be $, $ and $, respectively. See "Underwriting."

The shares of Common Stock are offered by the several Underwriters, subject to prior sale, when, as and if delivered to and accepted by them, and subject to the right of the Underwriters to reject any order in whole or in part. It is expected that delivery of the shares of Common Stock will be made at the offices of BT Alex. Brown Incorporated, Baltimore, Maryland, on or about , 1998.

BT ALEX. BROWN | BANCAMERICA ROBERTSON STEPHENS

DEAN, STEARNS & CO. INC.

THE DATE OF THIS PROSPECTUS IS , 1998

<PAGE>

PICTORIAL FLOWCHART DEPICTING A PURCHASE OF SOFTWARE THROUGH THE COMPANY'S CENTRAL NETWORK SERVER ("CNS"), SHOWING THE TRANSACTION PROCESSING AND OTHER VALUE-ADDED SERVICES PROVIDED BY THE COMPANY.

[ILLUSTRATIONS]

CERTAIN PERSONS PARTICIPATING IN THIS OFFERING MAY ENGAGE IN TRANSACTIONS THAT STABILIZE, MAINTAIN OR OTHERWISE AFFECT THE PRICE OF THE COMMON STOCK IN CONNECTION WITH THE OFFERING, INCLUDING OVER-ALLOTMENT, STABILIZING AND SHORT COVERING TRANSACTIONS IN SUCH SECURITIES AND THE IMPOSITION OF PENALTY BIDS. FOR A DESCRIPTION OF THESE ACTIVITIES, SEE "UNDERWRITING."

Digital River is a registered trademark of the Company. All other trademarks or service marks appearing in this Prospectus are the property of their respective owners.

<PAGE>

PROSPECTUS SUMMARY

THE FOLLOWING SUMMARY IS QUALIFIED IN ITS ENTIRETY BY THE MORE DETAILED INFORMATION AND CONSOLIDATED FINANCIAL STATEMENTS AND NOTES THERETO APPEARING ELSEWHERE IN THIS PROSPECTUS. THIS PROSPECTUS CONTAINS CERTAIN STATEMENTS OF A FORWARD-LOOKING NATURE RELATING TO FUTURE EVENTS OR THE FUTURE FINANCIAL PERFORMANCE OF THE COMPANY. PROSPECTIVE INVESTORS ARE CAUTIONED THAT SUCH STATEMENTS ARE ONLY PREDICTIONS, INVOLVE RISKS AND UNCERTAINTIES, AND THAT ACTUAL EVENTS OR RESULTS MAY DIFFER MATERIALLY. IN EVALUATING SUCH STATEMENTS, PROSPECTIVE INVESTORS SHOULD SPECIFICALLY CONSIDER THE VARIOUS FACTORS IDENTIFIED IN THIS PROSPECTUS, INCLUDING THE MATTERS SET FORTH UNDER THE CAPTION "RISK FACTORS," WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE INDICATED BY SUCH FORWARD-LOOKING STATEMENTS.

THE COMPANY

Digital River, Inc. ("Digital River" or the "Company") is a leading provider of comprehensive electronic commerce outsourcing solutions to software publishers and online retailers. The Company has developed a technology platform that allows it to provide a suite of electronic commerce services to its software publisher and online retailer clients, including electronic software delivery ("ESD"). The Company also provides data mining and merchandising services to assist clients in increasing Internet page view traffic to, and sales through, their Web stores. Rather than maintaining its own branded Web store that would compete with its clients, Digital River provides an outsourcing solution that allows its clients to promote their own brands while leveraging Digital River's investment in infrastructure and technology. As of June 30, 1998, the Company had contracts with 1,122 software publisher clients and 346 online retailer clients, including Corel Corporation, Cyberian Outpost, Inc., Lotus Development Corporation, Micro Warehouse, Inc., Network Associates, Inc. and Symantec Corporation, and maintained a database of more than 123,000 software products from its various software publisher clients, including more than 18,000 software titles and more than 105,000 digital images, such as photography and clip art, and type fonts. Through June 30, 1998, the Company had completed more than 172,000 transactions for more than 124,000 unique end-users.

Digital River's proprietary commerce network server ("CNS") technology

serves as the platform for the Company's solutions. The CNS incorporates custom software applications that enable ESD, Web store authoring, fraud prevention, export control, merchandising programs and online registration, and features a database of more than 123,000 software products. Using its CNS platform, the Company creates Web stores for its clients that replicate the look and feel of such clients' own Web sites. End-users can browse for products and make purchases online, and, once purchases are made, the Company delivers the products directly to the end-user, primarily through ESD. The Company also provides transaction processing services and collects and maintains critical information about end-users. This information can later be used by the Company's clients to facilitate add-on or upgrade sales and for other direct marketing purposes. The Company actively manages direct marketing campaigns for its clients, and also delivers purchase information and Web store traffic statistics to its clients on a regular basis.

Digital River believes that the market for software sales online will continue to grow rapidly. Jupiter Communications, LLC, estimates that the market for software sold online will increase from an estimated $69 million in 1997 to an estimated $2.3 billion by 2002. The Internet is particularly well-suited for the distribution of most software because software products can be purchased and delivered quickly, conveniently and cost-effectively to an end-user's home or office computer through ESD. The Company believes that ESD is an effective means of delivery today for most software applications although delivery of software applications exceeding 10 megabytes can be impractical at slower modem speeds. The Company believes that as Internet bandwidth increases, ESD will become increasingly attractive even for large software titles. Accordingly, the Company believes that ESD will represent an increasing share of online software sales and will be critical to online retailers' success. Unlike established physical distribution channels for shrink-wrapped software, there is currently no established, comprehensive electronic distribution source for online retailers. The Company believes that the distribution of software products through

ESD is complex and requires up-front and ongoing investments in secure, reliable and scaleable systems. Accordingly, the Company believes that a substantial market opportunity exists for a comprehensive, cost-effective, outsourced electronic commerce solution that provides software publishers and online retailers with access to a critical mass of software products and a robust distribution and transaction network.

The Company provides a number of advantages to software publishers, online retailers and end-users. By entering into a relationship with the Company, software publishers can avoid the up-front and ongoing cost and complexity of operating an electronic commerce infrastructure, offer a full library of their software products, avoid shipping and packaging costs, and offer software products through their own Web store or the Company's network of online retailer clients. The Company also provides software publishers with valuable end-user information and data mining capabilities that can facilitate targeted marketing, upgrade notification and sophisticated merchandising. Digital River offers online retailers the ability to access the software products of most of the Company's software publisher clients without having to negotiate agreements and arrange the relationship with individual software publishers and without the cost and risk associated with carrying inventory. End-users who purchase products over the Company's network benefit from value-added services including credit card security and upgrade notifications, as well as the protection of the Company's archiving service through which the Company guarantees replacement of software products in the event of accidental loss or damage.

Digital River was incorporated in Minnesota in February 1994 and reincorporated into Delaware in December 1997. Unless the context requires otherwise, references in this Prospectus to "Digital River" and the "Company" refer to Digital River, Inc. a Delaware corporation and its subsidiaries. The Company's executive offices are located at 5198 West 76th Street, Edina, Minnesota 55439, and its telephone number is (612) 830-9042.

THE OFFERING

<TABLE>

<S>	<C>
Common Stock offered by the Company	3,000,000 shares
Common Stock to be outstanding after the offering	16,734,047 shares (1)
Use of proceeds	For general corporate purposes, including continued investment in product development, expansion of sales and marketing activities and working capital.
Proposed Nasdaq National Market symbol	DRIV

</TABLE>

SUMMARY CONSOLIDATED FINANCIAL INFORMATION

<TABLE>
<CAPTION>

	YEAR ENDED DECEMBER 31,				Ot
	1995	1996	1997		19
	(IN THOUSANDS, EXCEPT PER SHA				
<S>	<C>	<C>	<C>		<C>
STATEMENT OF OPERATIONS DATA:					
Sales	$ --	$ 111	$ 2,472	$	
Gross profit	--	16	420		
Loss from operations	(165)	(697)	(3,530)		(
Net loss	(143)	(689)	(3,485)		(
Basic and diluted net loss per share (2)	$ (0.03)	$ (0.13)	$ (0.46)	$	
Shares used in per share computation (2)	5,333	5,333	7,514		

</TABLE>

<TABLE>
<CAPTION>

	JUNE 30,	
	ACTUAL	AS
	(IN THOU	
<S>	<C>	<C
BALANCE SHEET DATA:		
Cash and cash equivalents	$ 4,755	$
Short-term investments	4,934	
Working capital	7,052	
Total assets	12,697	
Accumulated deficit	(9,677)	
Total stockholders' equity	10,283	

</TABLE>

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(1) Based on shares outstanding as of August 6, 1998. Excludes (i) 2,291,755 shares of Common Stock issuable upon exercise of options outstanding as of August 6, 1998 at a weighted average exercise price of $4.31 per share, (ii) 803,008 shares of Common Stock issuable upon exercise of warrants outstanding as of August 6, 1998 at a weighted average exercise price of $2.52 per share, and (iii) 530,853 shares reserved for future grants under the Company's stock option plan. See "Management--Employee Benefit Plans" and Notes 3 and 4 of Notes to Consolidated Financial Statements.

(2) See Note 1 of Notes to Consolidated Financial Statements for an explanation of the method employed to determine the number of shares used to compute per share amounts.

(3) Adjusted to reflect the sale by the Company of 3,000,000 shares of Common Stock offered hereby at an assumed initial public offering price of $8.50 per share and the application of the estimated net proceeds therefrom. See

"Use of Proceeds."

EXCEPT AS OTHERWISE SPECIFIED, ALL INFORMATION IN THIS PROSPECTUS (I) ASSUMES NO EXERCISE OF THE UNDERWRITERS' OVERALLOTMENT OPTION, (II) REFLECTS A 2 FOR 3 REVERSE SPLIT OF THE COMPANY'S COMMON STOCK TO BE EFFECTED PRIOR TO THE CONSUMMATION OF THIS OFFERING AND (III) REFLECTS THE AUTOMATIC CONVERSION OF ALL OUTSTANDING SHARES OF SERIES A PREFERRED STOCK INTO COMMON STOCK UPON THE COMPLETION OF THIS OFFERING.

RISK FACTORS

IN ADDITION TO THE OTHER INFORMATION IN THIS PROSPECTUS, THE FOLLOWING FACTORS SHOULD BE CONSIDERED CAREFULLY IN EVALUATING AN INVESTMENT IN THE SHARES OF COMMON STOCK OFFERED BY THIS PROSPECTUS. THIS PROSPECTUS CONTAINS CERTAIN STATEMENTS OF A FORWARD-LOOKING NATURE RELATING TO FUTURE EVENTS OR THE FUTURE FINANCIAL PERFORMANCE OF THE COMPANY. PROSPECTIVE INVESTORS ARE CAUTIONED THAT SUCH STATEMENTS ARE ONLY PREDICTIONS, INVOLVE RISKS AND UNCERTAINTIES, AND THAT ACTUAL EVENTS OR RESULTS MAY DIFFER MATERIALLY. IN EVALUATING SUCH STATEMENTS, PROSPECTIVE INVESTORS SHOULD SPECIFICALLY CONSIDER THE VARIOUS FACTORS IDENTIFIED IN THIS PROSPECTUS, INCLUDING THE MATTERS SET FORTH BELOW, WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE INDICATED BY SUCH FORWARD-LOOKING STATEMENTS.

LIMITED OPERATING HISTORY; ACCUMULATED DEFICIT; EXPECTATION OF FUTURE LOSSES. The Company was incorporated in February 1994 and was considered a development stage company through August 1996. The Company conducted its first online sale through a client's Web store in August 1996 and is still in the early stages of development. Accordingly, the Company has a limited operating history upon which investors may evaluate its business and prospects. Since inception, the Company has incurred significant losses, and as of June 30, 1998, had an accumulated deficit of approximately $9.7 million. The Company intends to expend significant financial and management resources on the development of additional services, sales and marketing, technology and operations to support larger-scale operations and greater service offerings. As a result, the Company expects to incur additional losses and continued negative cash flow from operations for the foreseeable future, and such losses are anticipated to increase significantly from current levels. There can be no assurance that the Company's sales will increase or even continue at their current level or that the Company will achieve or maintain profitability or generate cash from operations in future periods. The Company's prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly companies in new and rapidly evolving markets such as electronic commerce. To address these risks, the Company must, among other things, maintain existing and develop new relationships with software publishers and online retailers, implement and successfully execute its business and marketing strategy, continue to develop and upgrade its technology and transaction-processing systems, provide superior customer service and order fulfillment, respond to competitive developments, and attract, retain and motivate qualified personnel. There can be no assurance that the Company will be successful in addressing such risks, and the failure to do so would have a material adverse effect on the Company's business, financial condition and results of operations. The Company's current and future expense levels are based largely on its planned operations and estimates of future sales. Sales and operating results generally depend on the volume and timing of orders received, which are difficult to forecast. The Company may be unable to adjust spending in a timely manner to compensate for any unexpected revenue shortfall. Accordingly, any significant shortfall in sales would have an immediate adverse effect on the Company's business, financial condition and results of operations. In view of the rapidly evolving nature of the Company's business and its limited operating history, the Company is unable to accurately forecast its sales and believes that period-to-period comparisons of its operating results are not necessarily meaningful and should not be relied upon as an indication of future performance.

POTENTIAL FLUCTUATIONS IN OPERATING RESULTS. The Company's quarterly and annual operating results are likely to fluctuate significantly in the future due to a variety of factors, many of which are outside the Company's control. Factors that will influence the Company's operating results include: (i) the Company's ability to retain existing software publishers and online retailers as clients, to attract new software publishers and online retailers as clients at a steady rate and to maintain software publisher, online retailer and end-user satisfaction; (ii) the announcement or introduction of new Web sites, Web stores, services and products by the Company and its competitors; (iii) price competition and margin erosion; (iv) the level of use of the Internet and consumer acceptance of the Internet for the purchase of consumer products such as those offered by the Company; (v) the Company's ability to upgrade and develop its systems and

infrastructure, in particular its CNS; (vi) the termination of any strategic accounts such as Corel Corporation, from which the Company derives a significant portion of its sales; (vii) technical difficulties or system downtime; (viii) the Company's ability to attract new personnel in a timely and effective manner; (ix) the mix of sales generated through software publisher client Web stores compared to online retailer Web stores; (x) the failure of Internet bandwidth to increase over time and/or an increase in the cost to end-users of obtaining or utilizing Internet bandwidth; (xi) the amount and timing of operating costs and capital expenditures relating to expansion of the Company's business, operations and infrastructure; (xii) certain U.S. and foreign government regulations; and (xiii) the failure of the Internet to continue to develop as a viable commercial marketplace. The Company also may, as inducement to obtain certain strategic contracts, offer certain economic terms to software publishers and online retailers which will reduce its gross margins. As a result, the Company believes that it will continue to incur operating losses in the future. Due to the foregoing factors, the Company's annual or quarterly operating results may fall below the expectations of securities analysts and investors. In such event, the trading price of the Common Stock would likely be materially adversely affected. See "Management's Discussion and Analysis of Financial Condition and Results of Operations."

CLIENT CONCENTRATION; LENGTHY SALES CYCLE. Sales initiated through the Web stores of three software publisher clients collectively accounted for approximately 29% and 34% of the Company's sales in 1997 and the six months ended June 30, 1998, respectively. The Company expects that a small percentage of clients will continue to account for a substantial portion of the Company's sales for the foreseeable future. Contracts with these clients are generally short term in nature. In the event that any one of these contracts is not renewed or is otherwise terminated, the Company's business, financial condition and results of operations could be materially adversely affected.

The Company markets its services directly to software publishers and online retailers. The Company's Strategic Sales Group focuses on larger software publishers and online retailers with significant online revenue potential. These sales are typically complex in nature and involve a lengthy sales cycle. Due to operating procedures in many large organizations, an extended time period may elapse after key decision makers have selected the Company's electronic commerce outsourcing solutions and before a contract with the Company can be signed. As a result, the period between the initial sales call until a contract with a software publisher or online retailer with significant sales potential is consummated typically ranges from six to twelve months, and can be longer. Therefore, the timing of sales from these software publisher and online retailer clients is difficult to predict. Delays in signing contracts with significant software publisher or online retailer clients could have a material adverse effect on the Company's business, financial condition and results of operations.

RISKS ASSOCIATED WITH ESD; MARKET ACCEPTANCE OF ESD. The Company's success will depend in large part on end-user acceptance of ESD as a method of distributing software. ESD is a relatively new method of distributing software products and the growth and market acceptance of ESD is highly uncertain and subject to a number of risks. Factors that will influence market acceptance of ESD include: the availability of sufficient network bandwidth to enable purchasers to rapidly download software, the impact of time-based Internet access fees, the number of software products that are available for purchase through ESD as compared to those available through physical delivery, the level of end-user comfort with the process of downloading software via the Internet and the relative ease of such process and concerns about transaction security. If ESD does not achieve widespread market acceptance, the Company's business, financial condition and results of operations would be materially adversely affected. Even if ESD achieves widespread acceptance, there can be no assurance that the Company will overcome the substantial existing and future technical challenges associated with electronically delivering software reliably and consistently on a long-term basis. The failure by the Company to do so would

caterially and adversely affect the Company's business, financial condition and results of operations.

DEPENDENCE ON THE INTERNET, GROWTH IN ELECTRONIC COMMERCE AND INTERNET INFRASTRUCTURE DEVELOPMENT. Sales of software products using the Internet do not currently represent a significant portion of overall

software sales. The Company's future sales and any future profits are substantially dependent upon the widespread acceptance and use of the Internet as an effective medium of commerce by end-users. Rapid growth in the use of and interest in the Internet and other online services is a recent development and there can be no assurance that acceptance and use will continue to develop or that a sufficiently broad base of consumers will adopt, and continue to use, the Internet and other online services as a medium of commerce. The Company relies on end-users who have historically used traditional means of commerce to purchase software products. For the Company to be successful, these end-users must accept and utilize new ways of conducting business and exchanging information.

In addition, the Internet may not be accepted as a viable commercial marketplace for a number of reasons, including potentially inadequate development of the necessary network infrastructure or delayed development of enabling technologies and performance improvements. To the extent that the Internet continues to experience significant growth in the number of users, their frequency of use or an increase in their bandwidth resources, there can be no assurance that the infrastructure for the Internet will be able to support the demands placed upon them. In addition, the Internet could lose its viability due to delays in the development or adoption of new standards and protocols required to handle increased levels of Internet activity, or due to increased governmental regulation. Changes in or insufficient availability of communications services to support the Internet also could result in slower response times and adversely affect usage of the Internet. If use of the Internet does not continue to grow or grows more slowly than expected, if the infrastructure for the Internet does not effectively support growth that may occur, or if the Internet does not become a viable commercial marketplace, the Company's business, financial condition and results of operations would be materially adversely affected.

DEPENDENCE ON SOFTWARE PUBLISHERS. The Company is entirely dependent upon the software publishers that supply it with software, and the availability of such software is unpredictable. The Company's contracts with its software publisher clients are generally one year in duration, with an automatic renewal provision for additional one-year periods, unless the Company is provided with a written notice at least 90 days prior to the termination of the contract. As is common in the industry, the Company has no long-term or exclusive contracts or arrangements with any software publisher that guarantees the availability of software products. There can be no assurance that the software publishers that currently supply software to the Company will continue to do so or that the Company will be able to establish new relationships with software publishers. If the Company is unable to develop and maintain satisfactory relationships with software publishers on acceptable commercial terms, if the Company is unable to obtain sufficient quantities of software, if the quality of service provided by such software publishers falls below a satisfactory standard or if the Company's level of returns exceeds its clients' expectations, the Company's business, financial condition and results of operations could be materially adversely affected.

DEPENDENCE ON ONLINE RETAILERS. The Company's strategy is dependent upon increasing its sales of software products through online retailers. The Company has historically generated substantially all of its sales from the sale of software to end-users that were initiated through its software publisher clients' Web stores. In 1997 and the six months ended June 30, 1998, less than 6% of the Company's sales were generated through online retailer clients' Web stores. While the Company plans to increase its sales and marketing efforts over time in an effort to generate increased sales from online retailer clients, there can be no assurance that the Company will be successful in entering into contractual relationships with additional online retailers or that its current contractual relationships will be renewed. The Company's failure to enter into contractual relationships with major online retailers or a substantial number of smaller online retailers or the failure to renew its existing online retailer contracts could have a material adverse impact upon the Company's business, financial condition and results of operations.

RISK OF CAPACITY CONSTRAINTS; LIMITED REDUNDANT SYSTEMS; SYSTEM DEVELOPMENT RISKS. The Company provides commerce, marketing and delivery services to software publishers, retailers and end-users through its CNS transaction-processing and client management systems, including electronic inventory of products and consumer marketing information. The satisfactory performance, reliability and availability of

the CNS and the underlying network infrastructure are critical to the Company's operating results, as well as to its reputation and its ability to attract and retain clients and maintain adequate customer service levels. The Company's systems and operations are vulnerable to damage or interruption from fire, flood, other natural disasters, power loss, telecommunications failure, break-ins and similar events. The Company presently has limited redundant systems, no back-up facilities and carries limited business interruption insurance to compensate it for losses that may occur. Despite the implementation of network security measures by the Company, its servers are vulnerable to computer viruses, physical or electronic break-ins and similar disruptions, which could lead to interruptions, delays, loss of data or the inability to accept and fulfill end-user orders. Any systems interruptions that result in reduced order fulfillment performance would reduce the online volume of goods sold and the attractiveness of the Company's product and service offerings to software publishers, retailers and end-users, which would have a material adverse effect on the Company's business, financial condition and results of operations.

The Company has experienced periodic interruptions, affecting all or a portion of its systems, which it believes will continue to occur from time to time. The Company periodically enhances and expands its technology and transaction-processing systems, and network infrastructure and other technologies to accommodate increases in the volume of traffic on the CNS. There can be no assurance that the Company will be successful in its efforts to improve and increase the capacity of its network infrastructure, or that the Company will be able to accurately project the rate or timing of increases, if any, in the use of its CNS or expand and upgrade its systems and infrastructure in a timely manner to accommodate such increases. The Company's inability to add software and hardware or to develop and upgrade further its existing technology, transaction-processing systems or network infrastructure to accommodate increased traffic on its CNS may cause unanticipated system disruptions, slower response times, degradation in levels of customer service and impaired quality and speed of order fulfillment, any of which could have a material adverse effect on the Company's business, financial condition and results of operations. In addition, there can be no assurance that additional network capacity will be available from third-party suppliers when it is needed by the Company. There can be no assurance that the Company's or its suppliers' network will be able to achieve or maintain in a timely manner a sufficiently high capacity of data transmission, especially if demands on the CNS increase. The Company's failure to achieve or maintain high capacity data transmission could significantly reduce demand for its services, which would have a material adverse effect on its business, financial condition and results of operations.

ELECTRONIC COMMERCE SECURITY RISKS. The secure transmission of confidential information over public networks is critical to the acceptance of electronic commerce. The Company relies on certain encryption and authentication technology licensed from third parties to provide secure transmission of confidential information, such as end-user credit card numbers. There can be no assurance that advances in computer capabilities, new discoveries in the field of cryptography, or other events or developments will not result in a compromise or breach of the algorithms used by the Company to protect end-user transaction data. If any such compromise were to occur, it could have a material adverse effect on the Company's business, financial condition and results of operations. A party who is able to circumvent the Company's security measures could misappropriate proprietary information or cause disruptions in the Company's operations. The Company may be required to expend significant capital and other resources to protect against such security breaches or to alleviate problems caused by such breaches. Concerns over the security of transactions conducted on the Internet and the privacy of users may also inhibit the growth of the Internet generally, and electronic commerce in particular. To the extent that activities of the Company involve the storage and transmission of proprietary information, such as credit card numbers and end-user profile information,

security breaches could damage the Company's reputation and expose the Company to a risk of loss or litigation and possible liability. There can be no assurance that the Company's security measures will prevent security breaches or that a failure to prevent such security breaches will not have a material adverse effect on the Company's business, financial condition and results of operations.

COMPETITION. The electronic commerce market is new, rapidly evolving and intensely competitive, and the Company expects competition to intensify in the future, particularly in the area of electronic sale

and distribution of software products. The Company currently competes directly with other providers of electronic commerce solutions, including CyberSource Corporation, Preview Software Corporation, Release Software Corporation and TechWave, Inc. The Company also competes indirectly with software companies that offer tools and services for electronic commerce, including companies that provide a broad range of Internet and server solutions such as Microsoft Corporation and Netscape Communications Corporation, as well as a large number of companies that provide tools and services enabling one or more of the transaction processing functions of electronic commerce, such as transaction control, data security, customer interaction and database marketing. In addition to direct competition with other transaction processing providers and enablers and indirect competition with other providers of electronic commerce software and systems, the Company also competes with companies that sell and distribute software products via the Internet, including online retailers such as CNET, Inc., Ingram Micro Inc. and software.net Corporation, as well as companies such as AltaVista (a subsidiary of Digital Equipment Corporation), America Online, Inc., Excite, Inc., Infoseek Corporation, Lycos, Inc. and Yahoo! Inc., which specialize in electronic commerce or derive a substantial portion of their revenues from electronic commerce and may themselves offer, or provide means for others to offer, software products.

The Company believes that the principal competitive factors in its market are breadth of product offerings, software publisher and online retailer relationships, brand recognition, system capacity, reliability, price, selection, speed and accessibility, customer service, quality of site content, convenience and speed of fulfillment. There can be no assurance that the online retailers and the other companies listed above will not compete directly with the Company by adopting a similar business model. Moreover, while certain of these companies are also clients or potential clients of the Company, they may compete with the Company's electronic commerce outsourcing solution to the extent that they develop electronic commerce systems or acquire such systems from other software vendors or service providers.

Many of the Company's current and potential competitors have longer operating histories, larger customer bases, greater brand recognition and significantly greater financial, marketing and other resources than the Company. In addition, larger, well-established and well-financed entities may acquire, invest in or form joint ventures with online competitors as the use of the Internet and other online services increases. In addition, new technologies and the expansion of existing technologies, such as price comparison programs that select specific titles from a variety of Internet Web sites may direct end-users to online retailers that compete with the Company, which would increase competitive pressures on the Company. Increased competition may result in reduced operating margins, as well as a loss of market share. Further, as a strategic response to changes in the competitive environment, the Company may from time to time make certain pricing, service or marketing decisions or acquisitions that could have a material adverse effect on its business, financial condition and results of operations. There can be no assurance that the Company will be able to compete successfully against current and future competitors, and any inability to do so could have a material adverse effect on the Company's business, financial condition and results of operations.

RAPID TECHNOLOGICAL CHANGE. To remain competitive, the Company must continue to enhance and improve the responsiveness, functionality and features of the CMS and the underlying network infrastructure. The Internet and the electronic commerce industry are characterized by rapid technological change, changes in user and client requirements and preferences, frequent new product and service introductions embodying new technologies and the emergence of new industry standards and practices that could render the Company's existing CMS technology and systems obsolete. The Company's success will depend, in part, on its ability to both license and internally develop leading technologies useful in its business, enhance its existing services, develop new services and technology that address the increasingly sophisticated and varied needs of its clients, and respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. The development of the CMS technology and other proprietary technology entails significant technical and business risks. There can be no assurance that the Company will successfully use new technologies effectively or adapt its proprietary technology and transaction-processing systems to customer requirements or emerging industry standards. If the Company

is unable, for technical, legal, financial or other reasons, to adapt in a timely manner to changing market conditions, client requirements or emerging industry standards, its business, financial condition and results of operations could be materially adversely affected.

MANAGEMENT OF POTENTIAL GROWTH; NEW MANAGEMENT TEAM; LIMITED EXECUTIVE OFFICER RESOURCES. The Company has rapidly and significantly expanded its operations and anticipates that further significant expansion will be required to address potential growth in its client base and market opportunities. From January 1, 1997 to June 30, 1998, the Company has increased its number of employees from 11 to 76. This expansion has placed, and is expected to continue to place, a significant strain on the Company's managerial, operational and financial resources. The majority of the Company's existing senior management personnel joined the Company within the last 14 months, including the President, who joined the Company in July 1998, the Vice President of Marketing, who joined the Company in August 1998 and the Chief Financial Officer, who joined the Company in April 1998. Joel A. Ronning, the Company's Chief Executive Officer also serves as the Chairman of the Board of Tech Squared, Inc. ("Tech Squared"), a principal stockholder of the Company. The Company's new employees include a number of key managerial, technical and operations personnel who have not yet been fully integrated into the Company, and the Company expects to add additional key personnel in the near future, including direct sales and marketing personnel. To manage the expected growth of its operations and personnel, the Company will be required to improve existing and implement new operational, financial and management controls, reporting systems and procedures, to install new management information and control systems and to train, motivate and manage its employees. There can be no assurance that the Company will install such management information and control systems in an efficient and timely manner, or that the Company's current or planned personnel, systems, procedures and controls will be adequate to support the Company's future operations. In addition, there can be no assurance that management will be able to hire, train, retain, motivate and manage required personnel or that the Company's management will be able to successfully identify, manage and exploit existing and potential market opportunities. If the Company is unable to manage growth effectively, its business, financial condition and results of operations would be materially adversely affected.

DEPENDENCE ON KEY PERSONNEL; NEED FOR ADDITIONAL PERSONNEL. The Company's performance is substantially dependent on the continued services and on the performance of its senior management, particularly Joel A. Ronning, the Company's Chief Executive Officer and Kelly J. Wical, the Company's Chief Technology Officer. The Company's performance also depends on its ability to retain and motivate its other executive officers and key employees. The loss of the services of any of its executive officers or other key employees could have a material adverse effect on the Company's business, financial condition and results of operations. The Company has long-term employment agreements only with Mr. Ronning and Perry W. Steiner, the Company's President. See "Management--Employment Agreements." Also, the Company only maintains a "key person" life insurance policy on Mr. Ronning. The Company's future success also depends on its ability to identify, attract, hire, train, retain and motivate other highly skilled technical, managerial, operations, merchandising, sales and marketing and customer service personnel. Competition for such personnel is intense, and there can be no assurance that the Company will be able to successfully attract, assimilate or retain sufficiently qualified personnel. The failure to retain and attract the necessary technical, managerial, merchandising, sales and marketing and customer service personnel could have a material adverse effect on the Company's business, financial condition and results of operations.

INTELLECTUAL PROPERTY. The Company regards trademarks, copyrights, trade

secrets and other intellectual property as critical to its success, and relies on trademark, trade secret protection and confidentiality and/or license agreements with its employees, clients, partners and others to protect its proprietary rights. The Company's policy is to seek to protect its proprietary position by, among other methods, filing United States and foreign patent applications related to its proprietary technology, inventions and improvements that are important to the development of its business. Proprietary rights relating to the Company's technologies will be protected from unauthorized use by third parties only to the extent that they are

covered by valid and enforceable patents or are effectively maintained as trade secrets. While the Company currently has twelve patent applications pending in the United States, none have yet been issued and there can be no assurance that any pending patent applications now or hereafter filed by, or licensed to, the Company will result in patents being issued. The Company has filed certain petitions to correct certain fee deficiencies for its pending patent applications and there can be no assurance that such petitions can be granted or that the Company will elect to pursue these applications. In addition, the laws of certain foreign countries do not protect the Company's intellectual property rights to the same extent as do the laws of the United States. The patent position of high technology companies involves complex legal and factual questions and, therefore, their validity and enforceability cannot be predicted with certainty. There can be no assurance that any of the Company's patent applications, if issued, will not be challenged, invalidated, held unenforceable or circumvented, or that the rights granted thereunder will provide proprietary protection or competitive advantages to the Company against competitors with similar technology. Furthermore, there can be no assurance that others will not independently develop similar technologies or duplicate any technology developed by the Company. The Company has one registered trademark for "Digital River." Effective trademark and trade secret protection may not be available in every country in which the Company's products and services are made available online. There can be no assurance that the steps taken by the Company to protect its proprietary rights will be adequate or that third parties will not infringe or misappropriate the Company's trade secrets, trademarks, trade dress and similar proprietary rights. In addition, there can be no assurance that others will not independently develop substantially equivalent intellectual property. A failure by the Company to protect its intellectual property in a meaningful manner could have a material adverse effect on the Company's business, financial condition and results of operations. In addition, litigation may be necessary in the future to enforce the Company's intellectual property rights, to protect the Company's trade secrets or to determine the validity and scope of the proprietary rights of others. Such litigation could result in substantial costs and diversion of management and technical resources, which could have a material adverse effect on the Company's business, financial condition and results of operations.

In addition, there can be no assurance that other parties will not assert infringement claims against the Company. From time to time, the Company may receive notice of claims of infringement of other parties' proprietary rights. There can be no assurance that such claims will not be asserted or prosecuted against the Company in the future or that any past or future assertions or prosecutions will not materially adversely affect the Company's business, financial condition and results of operations. The defense of any such claims, whether such claims are with or without merit, could be time-consuming, result in costly litigation and diversion of technical and management personnel, cause product shipment delays or require the Company to develop non-infringing technology or enter into royalty or licensing agreements. Such royalty or licensing agreements, if required, may not be available on terms acceptable to the Company, or at all. In the event of a successful claim of infringement against the Company and the failure or inability of the Company to develop non-infringing technology or license the infringed or similar technology on a timely basis, the Company's business, financial condition and results of operations could be materially adversely affected.

LIABILITY FOR SOFTWARE PRODUCTS CONTENT. Claims may be made against the Company for negligence, copyright or trademark infringement or other theories based on the nature and content of software products that are delivered electronically and subsequently distributed to others. Although the Company carries general liability insurance, the Company's insurance may not cover potential claims of this type or may not be adequate to cover all costs incurred in defense of potential claims or to indemnify the Company for all liability that may be imposed. Any costs or imposition of liability that is not covered by insurance or in excess of insurance coverage could have a material adverse effect on the Company's business, financial condition and results of operations.

FUTURE CAPITAL NEEDS; UNCERTAINTY OF ADDITIONAL FUNDING. The Company requires substantial working capital to fund its business. The Company has experienced negative cash flow from operations since inception and expects to continue to experience significant negative cash flow from operations for the

foreseeable future. The Company expects to use the net proceeds of this offering primarily to fund continued operations, to expand sales and marketing activities and for the continued investment in product development. The Company believes that such proceeds, together with its existing capital resources, will be sufficient to meet the Company's capital requirements for at least the next twenty-four months. However, the Company's capital requirements depend on several factors, including the rate of market acceptance, the ability to expand the Company's client base, the level of expansion of sales and marketing and other factors. If capital requirements vary materially from those currently planned, the Company may require additional financing sooner than anticipated. If additional funds are raised through the issuance of equity securities, the percentage ownership of the stockholders of the Company will be reduced, stockholders may experience additional dilution, or such equity securities may have rights, preferences or privileges senior to those of the holders of the Company's Common Stock. There can be no assurance that additional financing will be available when needed on terms favorable to the Company or at all. If adequate funds are not available or are not available on acceptable terms, the Company may be unable to develop or enhance its services, take advantage of future opportunities or respond to competitive pressures, which could have a material adverse effect on the Company's business, financial condition or operating results.

GOVERNMENT REGULATION AND LEGAL UNCERTAINTIES. The Company is not currently subject to direct regulation by any domestic or foreign governmental agency, other than regulations applicable to businesses generally, export control laws and laws or regulations directly applicable to electronic commerce. However, due to the increasing popularity and use of the Internet, it is possible that a number of laws and regulations may be adopted with respect to the Internet covering issues such as user privacy, pricing, content, copyrights, distribution and characteristics and quality of products and services. Furthermore, the growth and development of the market for electronic commerce may prompt calls for more stringent consumer protection laws that may impose additional burdens on those companies conducting business online. The adoption of certain additional laws or regulations may decrease the growth of the Internet or other online services, which could, in turn, decrease the demand for the Company's products and services and increase the Company's cost of doing business, or otherwise have an adverse effect on the Company's business, financial condition and results of operations.

Applicability to the Internet of existing laws governing issues such as property ownership, copyrights, encryption and other intellectual property issues, taxation, libel, export or import matters, obscenity and personal privacy is uncertain. The vast majority of such laws were adopted prior to the advent of the Internet and related technologies and, as a result, do not contemplate or address the unique issues of the Internet and related technologies. Changes to such laws intended to address these issues, including some recently proposed changes, could create uncertainty in the Internet marketplace which could reduce demand for the services of the Company or increase the cost of doing business as a result of costs of litigation or increased service delivery costs, or could in some other manner have a material adverse effect on the Company's business, financial condition and results of operations.

In addition, as the Company's services are available over the Internet in multiple states and foreign countries, such jurisdictions may claim that the Company is required to qualify to do business as a foreign corporation in each such state or foreign country. The Company is qualified to do business only in Minnesota, Iowa and Washington, and failure by the Company to qualify as a foreign corporation in a jurisdiction where it is required to do so could subject the Company to taxes and penalties for the failure to qualify and could

result in the inability of the Company to enforce contracts in such jurisdictions. Any such new legislation or regulation, the application of laws and regulations from jurisdictions whose laws do not currently apply to the Company's business, or the application of existing laws and regulations to the Internet and other electronic services could have a material adverse effect on the Company's business, financial condition and results of operations.

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RISK OF INTERNATIONAL SALES. Although the Company sells software products to end-users outside the United States, there can be no assurance that the Company will be able to expand its international presence. Conducting business outside of the United States is subject to certain risks, including changes in regulatory requirements and tariffs, reduced protection of intellectual property rights, difficulties in distribution, the burden of complying with a variety of foreign laws and political or economic constraints on international trade or instability. In addition, the export of certain software from the United States is subject to export restrictions as a result of the encryption technology in such software and may give rise to liability to the extent the Company violates such restrictions. There can be no assurance that the Company will be able to successfully market, sell and distribute its products in local markets or that one or more of such factors will not have a material adverse effect on the Company's future international operations, and consequently, on the Company's business, financial condition and results of operations.

SALES AND OTHER TAXES. The Company does not currently collect sales, use or other similar taxes with respect to ESD or shipments of software products into states other than Minnesota. However, one or more local, state or foreign jurisdictions may seek to impose sales or use tax collection obligations on out of state companies, such as the Company, which engage in electronic commerce. In addition, any new operation in states outside Minnesota could subject shipments into such states to state sales or use taxes under current or future laws. A successful assertion by one or more states or any foreign country that the Company should collect sales, use or other taxes on the sale of merchandise could have a material adverse effect on the Company's business, financial condition and results of operations.

CONTROL BY EXISTING STOCKHOLDERS. Upon completion of this offering, the Company's executive officers, directors and principal stockholders and their respective affiliates will beneficially own in the aggregate approximately 8,758,944, or 49.37% of the outstanding shares of Common Stock (48.15% if the Underwriters' overallotment option is exercised in full). As a result, such persons may have the ability to effectively control the Company and direct its affairs and business, including the election of directors and approval of significant corporate transactions. Such concentration of ownership may also have the effect of delaying, deferring or preventing a change in control of the Company, and making certain transactions more difficult or impossible absent the support of such stockholders, including proxy contests, mergers involving the Company, tender offers, open-market purchase programs or other purchases of Common Stock that could give stockholders of the Company the opportunity to realize a premium over the then prevailing market price for shares of Common Stock.

ABSENCE OF PRIOR PUBLIC MARKET; POSSIBLE VOLATILITY OF STOCK PRICE. Prior to this offering there has been no public market for the Company's Common Stock, and there can be no assurance that an active market will develop or be maintained. The initial public offering price was negotiated between the Company and the Representatives of the Underwriters and may not be indicative of future market prices. The trading price of the Common Stock is likely to be highly volatile and could be subject to wide fluctuations in response to factors such as actual or anticipated variations in quarterly operating results, announcements of technological innovations, new products or services by the Company or its competitors, changes in financial estimates by securities analysts, conditions or trends in the Internet and online commerce industries, changes in the economic performance and/or market valuations of other Internet, online service or retail companies, announcements by the Company of significant acquisitions, strategic partnerships, joint ventures or capital commitments, additions or departures of key personnel, sales of Common Stock and other events or factors, many of which are beyond the Company's control. In addition, the stock market in general, and the Nasdaq National Market and the market for Internet-related and technology companies in particular, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. The trading prices of many technology companies' stocks are at or near historical highs and reflect price earnings ratios substantially above historical levels. There can be no assurance that these trading prices and price earnings ratios will be sustained. These broad market and industry factors may materially and adversely affect the market price of the Common Stock, regardless of the Company's actual operating performance. In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been instituted against such companies. Such litigation, if instituted, could result in substantial costs and a

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diversion of management's attention and resources, which would have a material adverse effect on the Company's business, financial condition and results of operations.

SHARES ELIGIBLE FOR FUTURE SALE; REGISTRATION RIGHTS. Sales of significant amounts of Common Stock in the public market after this offering or the perception that such sales will occur could materially and adversely affect the market price of the Common Stock or the future ability of the Company to raise capital through an offering of its equity securities. Upon the completion of this offering, the Company will have outstanding 16,734,047 shares of Common Stock, based on the number of shares of Common Stock outstanding as of August 6, 1998, assuming (i) the issuance by the Company of shares of Common Stock offered hereby, (ii) the automatic conversion of all outstanding shares of Series A Preferred Stock into Common Stock upon the completion of this offering, (iii) no exercise of options, warrants or other obligations to issue shares after August 6, 1998 and (iv) no exercise of the Underwriters' over-allotment option to purchase 450,000 shares of Common Stock, except as otherwise noted. Of these shares, the 3,000,000 shares sold in this offering will be freely tradable without restriction under the Securities Act. The remaining 13,734,047 shares of Common Stock held by existing stockholders are restricted securities in that they may be sold in the public market only if registered or if they qualify for an exemption from registration under the Securities Act or Rules 144, 144(k) or 701 or Regulation S as promulgated under the Securities Act. Holders, including all officers and directors, of 12,466,456 shares of the Company's Common Stock and an additional 1,282,675 shares issuable upon exercise of warrants and vested options have agreed with the representatives of the Underwriters, subject to certain exceptions, not to offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, any shares of Common Stock or any securities convertible into or exercisable or exchangeable for Common Stock (whether such shares or any such securities are then owned by such person or are thereafter acquired directly from the Company), or to enter into any swap or similar arrangement that transfers, in whole or in part, the economic risks of ownership of the Common Stock, without the prior written consent of BT Alex. Brown Incorporated for a period of 180 days after the date of the Prospectus (the "Lock-Up Agreements"). As a result of such contractual restrictions and the provisions of Rule 144 and 701 or Regulation S, additional shares will be available for sale in the public market, subject to presentation of evidence satisfactory to the Company, including an opinion of counsel acceptable to the Company, that such sales may be made without registration pursuant to the Securities Act as follows: (i) 693,454 shares of Common Stock currently outstanding will be available for sale into the public market following the effectiveness of this Registration Statement (ii) 146,666 shares of Common Stock currently outstanding and 19,342 shares of Common Stock issuable upon exercise of currently outstanding options will be eligible for sale 90 days after the date of this Prospectus, (iii) 8,415,048 restricted securities will be eligible for sale 180 days after the date of this Prospectus and (iv) the remainder of the restricted securities will be eligible for sale from time to time thereafter upon expiration of their respective one-year holding periods. After this offering, the holders of approximately 8,081,506 shares of Common Stock and options and warrants to purchase 1,034,416 shares of Common Stock will be entitled to certain demand and piggyback registration rights with respect to registration of such shares under the Securities Act. If such holders, by exercising their demand or piggyback registration rights, cause a large number of securities to be registered and sold in the public market, such sales could have an adverse effect on the market price for the Company's Common Stock. If the Company were to include in a Company initiated registration shares held by such holders

pursuant to the exercise of their piggyback registration rights, such sales may have an adverse effect on the Company's ability to raise needed capital. In addition, after the date of this Prospectus, the Company intends to file a Form S-8 registration statement under the Securities Act to register all shares of Common Stock issuable under the Company's 1998 Stock Plan. Such registration statement is expected to become effective not earlier than 180 days after the effective date of this offering. Shares covered by such registration statement will thereupon be eligible for sale in the public markets, subject to Rule 144 limitations applicable to affiliates.

ANTI-TAKEOVER EFFECT OF CERTAIN CHARTER PROVISIONS. Upon completion of this offering, the Company's Board of Directors will have the authority to issue up to 5,000,000 shares of Preferred Stock and to

determine the price, rights, preferences and privileges of those shares without any further vote or action by the Company's stockholders. The rights of the holders of Common Stock will be subject to, and may be adversely affected by, the rights of the holders of any Preferred Stock that may be issued in the future. While the Company has no present intention to issue Preferred Stock, any such issuance, while providing desirable flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of making it more difficult for a third party to acquire a majority of the outstanding voting stock of the Company and may discourage bids for the Common Stock at a premium over the market price of the Common Stock and may affect adversely the market price of and the voting and other rights of the holders of the Common Stock. In addition, the Company is subject to the anti-takeover provisions of Section 203 of the Delaware General Corporation Law, which prohibits the Company from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. The application of Section 203 could have the effect of delaying or preventing a change of control of the Company. The Company's Amended and Restated Certificate of Incorporation ("Restated Certificate of Incorporation") also provides for staggered three-year terms for the members of the Board of Directors. The Company's Restated Certificate of Incorporation and Bylaws also require that, effective upon the closing of this offering, any action required or permitted to be taken by stockholders of the Company must be effected at a duly called annual or special meeting of the stockholders and may not be effected by a consent in writing. In addition, special meetings of the stockholders of the Company may be called only by the Board of Directors, the Chairman of the Board or the Chief Executive Officer of the Company. These provisions, and other provisions of the Restated Certificate of Incorporation, the Company's Bylaws and Delaware corporate law, may have the effect of deterring hostile takeovers or delaying or preventing changes in control or management of the Company, including transactions in which stockholders might otherwise receive a premium for their shares over then current market prices.

NO SPECIFIC PLAN FOR SIGNIFICANT PORTION OF PROCEEDS. The Company currently has no specific plans for a significant portion of the net proceeds of the offering. As a consequence, the Company's management will have the discretion to allocate this portion of the net proceeds of this offering to uses that the stockholders may not deem desirable, and there can be no assurance that these proceeds can or will be invested to yield a significant return. Substantially all of the proceeds of the offering will be invested in short-term, interest-bearing, investment grade securities for an indefinite period of time.

DILUTION; ABSENCE OF DIVIDENDS. The initial public offering price will be substantially higher than the book value per share of Common Stock. Investors purchasing shares of Common Stock in this offering will incur immediate, substantial dilution of $6.52 per share in the pro forma net tangible book value of Common Stock. Additional dilution will occur upon the exercise of outstanding options and warrants. The Company has never declared or paid any cash dividends and does not anticipate paying cash dividends in the foreseeable future. The Company's loan and security agreement and capital equipment leases prohibit the payment of dividends without the consent of the respective lenders.

YEAR 2000 COMPLIANCE. The Company uses a significant number of computer software programs and operating systems in its internal operations. The use of computer programs that rely on two-digit date programs to perform computations and decision-making functions may cause computer systems to malfunction in the year 2000 and lead to significant business delays and disruptions. While the Company believes that the software applications that it uses or has developed are year 2000 compliant, to the extent that any of these software applications contain source code that is unable to appropriately interpret the upcoming calendar year 2000, some level of modification or possible replacement of such source code or applications will be necessary. The Company has analyzed the software applications that it uses or has developed and, as a result, the Company at this time does not anticipate any significant expense in ensuring that they are year 2000 compliant. However, until the year 2000 arrives, the Company cannot be absolutely certain that its analysis is correct. The Company is currently unable to predict the extent to which the year 2000 issue will affect its clients or suppliers, or the extent to which it would be vulnerable to any failure by the clients or suppliers to remediate any year 2000 issues on a timely basis. The failure of a client or a major supplier subject to the year 2000 to convert its systems on a timely basis or a conversion that is incompatible with the Company's systems could have a material adverse effect on the Company's business, financial condition and results of operations. In addition the Company's business, financial condition and results of operations may be materially adversely affected to the extent its end-users are unable to use their credit cards due to the year 2000 issues that are not rectified by their credit card vendors.

USE OF PROCEEDS

The net proceeds from the sale of the 3,000,000 shares of Common Stock offered hereby, at an assumed initial public offering price of $8.50 per share, are estimated to be approximately $23,015,000 ($26,572,250 if the Underwriters' over-allotment option is exercised in full), after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company. The Company intends to use the net proceeds for general corporate purposes, including continued investment in product development, expansion of sales and marketing activities and working capital. The amounts and timing of the Company's actual expenditures will depend upon numerous factors, including the status of the Company's product development efforts, marketing and sales activities, the amount of cash generated by the Company's operations and competition. Pending application of the net proceeds as described above, the Company intends to invest the net proceeds of the offering in short-term, investment-grade, interest-bearing securities. See "Risk Factors--No Specific Plans for Significant Portion of Proceeds."

DIVIDEND POLICY

The Company has never declared or paid any cash dividends on its capital stock. The Company intends to retain any future earnings to support operations and to finance the growth and development of the Company's business and does not anticipate paying cash dividends for the foreseeable future.

CAPITALIZATION

The following table sets forth the capitalization of the Company as of June 30, 1998 (i) on an actual basis and (ii) as adjusted to reflect the automatic conversion of all outstanding shares of Series A Preferred Stock into Common Stock upon the completion of this offering and the sale of 3,000,000 shares of Common Stock offered by the Company hereby at an assumed initial public offering price of $8.50 per share and after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company and the application of the estimated net proceeds therefrom. See "Use of Proceeds."

<TABLE>
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	ACTUAL
	(IN TH
<S>	<C>
Stockholders' equity (1):	
Preferred Stock; $0.01 par value; 1,500,000 shares authorized, 1,500,000 shares of Series A Preferred Stock issued and outstanding, actual; 5,000,000 shares authorized, no shares issued and outstanding, as adjusted	$ 15
Common Stock; $0.01 par value; 65,666,667 shares authorized, 12,713,715 shares issued and outstanding, actual; 45,000,000 shares authorized, 16,713,715 shares issued and outstanding, as adjusted	127
Additional paid-in-capital	21,728
Deferred compensation	(1,910)
Accumulated deficit	(9,677)
Total stockholders' equity	10,283
Total capitalization	$ 10,283

</TABLE>

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(1) Excludes (i) 1,532,007 shares of Common Stock issuable upon exercise of options outstanding as of June 30, 1998, at a weighted average exercise price of $2.16 per share, (ii) 803,008 shares of Common Stock issuable upon exercise of warrants outstanding as of June 30, 1998, at a weighted average exercise price of $2.52 per share, and (iii) 801,246 shares reserved for future grants under the Company's stock option plan. See "Management--Employee Benefit Plans" and Notes 3 and 4 of Notes to Consolidated Financial Statements.

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DILUTION

The pro forma net tangible book value of the Company at June 30, 1998 was $10,120,237 or $0.74 per share after giving effect to the conversion of outstanding Series A Preferred Stock into 1,000,000 shares of Common Stock. Pro forma net tangible book value per share represents the amount of the Company's stockholders' equity less intangible assets divided by the total number of shares of Common Stock outstanding on a pro forma basis for the period immediately prior to this offering.

Net tangible book value dilution per share represents the difference between the amount per share paid by purchasers of shares of Common Stock in the offering made hereby and the pro forma net tangible book value per share of Common Stock immediately after completion of the offering. After giving effect to the sale by the Company of the 3,000,000 shares of Common Stock offered hereby at an assumed initial public offering price of $8.50 per share, after deducting estimated underwriting discounts and commissions and offering expenses, the pro forma net tangible book value of the Company as of June 30, 1998 would have been $33,135,237, or $1.98 per share. This represents an immediate increase in pro forma net tangible book value of $1.24 per share to existing stockholders and an immediate dilution in pro forma net tangible book value of $6.52 per share to new investors purchasing shares at the assumed initial public offering price. The following table illustrates this per share dilution:

<TABLE>

<S>	<C>	<C>
Assumed initial public offering price per share		$ 8.50
Pro forma net tangible book value per share at June 30, 1998	$ .74	
Increase per share attributable to new investors	1.24	
Pro forma net tangible book value per share after the offering		1.98
Net tangible book value dilution per share to new investors		$ 6.52

</TABLE>

The following table sets forth on a pro forma basis as of June 30, 1998 after giving effect to the automatic conversion of all outstanding shares of Series A Preferred Stock into Common Stock upon the closing of this offering, the difference between the number of shares of Common Stock purchased from the Company, the total consideration paid and the average price per share paid by the existing stockholders and by the new investors at an assumed initial public offering price of $8.50 per share for shares purchased in this offering, before deducting estimated underwriting discounts and commissions and offering expenses:

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	SHARES PURCHASED		TOTAL CONSIDERATION		AV
	NUMBER	PERCENT	AMOUNT	PERCENT	
<S>	<C>	<C>	<C>	<C>	<C
Existing stockholders	13,713,715	82%	$ 20,520,651	45%	
New investors	3,000,000	18%	25,500,000	55%	
Total	16,713,715	100.0%	$ 46,020,651	100.0%	

</TABLE>

The foregoing tables assume no exercise of outstanding stock options or warrants and as of June 30, 1998, excludes (i) options to purchase 1,532,007 shares of Common Stock at a weighted average exercise price of $2.16 per share, (ii) warrants to purchase 803,008 shares of Common Stock at a weighted average exercise price of $2.52 per share and (iii) 801,246 shares reserved for future grants under the Company's stock option plan. To the extent that outstanding options or warrants are exercised, there will be further dilution to new investors. See "Management--Employee Benefit Plans" and Notes 3 and 4 of Notes to Consolidated Financial Statements.

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SELECTED CONSOLIDATED FINANCIAL DATA

The following selected consolidated financial data should be read in conjunction with the Company's Consolidated Financial Statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included herein. The statement of operations data for the years ended December 31, 1995, 1996 and 1997 and the balance sheet data as of December 31, 1996 and 1997 have been derived from the audited Consolidated Financial Statements of the Company included elsewhere in this Prospectus. The statement of operations data for the period from inception to December 31, 1994 and the balance sheet data as of December 31, 1994 and 1995 are derived from audited Financial Statements not included in this Prospectus and contain all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the financial position and results of operations for such periods. The statement of operations data for the six months ended June 30, 1997 and 1998 and the balance sheet data as of June 30, 1998 are derived from the Company's unaudited Consolidated Financial Statements also included elsewhere in this Prospectus. Such unaudited statements have been prepared on the same basis as the audited Consolidated Financial Statements and in the opinion of management include all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the financial position and results of operations of the Company for the unaudited interim periods. The statement of operations data for the interim periods are not necessarily indicative of results that may be expected for any other interim period or for the year as a whole.

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	PERIOD FROM INCEPTION (FEBRUARY 9, 1994) TO DECEMBER 31, 1994	YEAR ENDED DECEMBER 31, 1995	1996	1997
		(IN THOUSANDS, EXCEPT PER SHAR		
<S>	<C>	<C>	<C>	<C>
STATEMENT OF OPERATIONS DATA:				
Sales	$ --	$ --	$ 111	$ 2,47
Cost of sales	--	--	95	2,05
Gross profit	--	--	16	42
Operating expenses:				
Sales and marketing	--	3	68	1,50
Product development and operations	--	130	230	1,52
General and administrative	13	32	415	92
Total operating expenses	13	165	713	3,95
Loss from operations	(13)	(165)	(697)	(3,53
Interest income, net	5	22	8	5
Net loss	$ (8)	$ (143)	$ (689)	$ (3,48
Basic and diluted net loss per share (1)	$ (0.00)	$ (0.03)	$ (0.13)	$ (0.4
Shares used in per share computation (1)	5,333	5,333	5,333	7,51

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	DECEMBER 31, 1994	1995	1996
			(IN THOUS
<S>	<C>	<C>	<C>
BALANCE SHEET DATA:			
Cash and cash equivalents	$ 679	$ 487	$ 8
Short-term investments	--	--	
Working capital (deficit)	667	478	(4
Total assets	783	635	1,2
Accumulated deficit	(8)	(152)	(8
Total stockholders' equity (deficit)	770	627	(

</TABLE>

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(1) See Note 1 of Notes to Consolidated Financial Statements for an explanation of the method employed to determine the number of shares used to compute per share amounts.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

THIS PROSPECTUS CONTAINS CERTAIN STATEMENTS OF A FORWARD-LOOKING NATURE RELATING TO FUTURE EVENTS OR THE FUTURE FINANCIAL PERFORMANCE OF THE COMPANY. PROSPECTIVE INVESTORS ARE CAUTIONED THAT SUCH STATEMENTS ARE ONLY PREDICTIONS, INVOLVE RISKS AND UNCERTAINTIES, AND THAT ACTUAL EVENTS OR RESULTS MAY DIFFER MATERIALLY. IN EVALUATING SUCH STATEMENTS, PROSPECTIVE INVESTORS SHOULD SPECIFICALLY CONSIDER THE VARIOUS FACTORS IDENTIFIED IN THIS PROSPECTUS, INCLUDING THE MATTERS SET FORTH UNDER THE CAPTION "RISK FACTORS," WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE INDICATED BY SUCH FORWARD-LOOKING STATEMENTS.

OVERVIEW

The Company is a leading provider of comprehensive electronic commerce outsourcing solutions to software publishers and online retailers. The Company was incorporated in February 1994 and commenced offering products for sale through its clients' Web stores in August 1996. From inception through August 1996, the Company had no sales, and its activities related primarily to the development of its CNS technology related to electronic commerce. In 1996, the Company began to focus its business development efforts on building its inventory of software products through contracts with software publishers and had contracts with a total of 953 and 1,122 software publishers as of December 31, 1997 and June 30, 1998, respectively. In 1997, the Company began to develop distribution relationships and had contracts with a total of 105 and 346 online retailers as of December 31, 1997 and June 30, 1998, respectively. During the six months ended June 30, 1998, the Company completed transactions for 787 software publishers and 112 online retailers.

The Company derives its revenue primarily from sales of third-party software. The Company has contractual relationships with its software publisher and online retailer clients which obligate the Company to pay to the client a specified percentage of each sale. Revenues from the sale of software products, net of estimated returns, are recognized upon either delivery through ESD or shipment of the physical product to the end-user. The amount payable to the software publisher or online retailer is reported as cost of sales. The Company bears full credit risk with respect to substantially all sales. The Company determines reserves for charge-backs using a percentage of sales based on historical experience. As of June 30, 1998, the Company's reserve balance for charge-backs totalled $82,000. Sales of software products that are delivered through ESD accounted for 72% of sales for the six months ended June 30, 1998. The Company maintains a supply of packaged software to meet the physical delivery requirements of its clients, which supply is primarily held on consignment.

The Company has a limited operating history upon which investors may evaluate its business and prospects. Since inception, the Company has incurred significant losses, and as of June 30, 1998, had an accumulated deficit of approximately $9.7 million. The Company intends to expend significant financial and management resources on the development of additional services, sales and marketing, technology and operations to support larger-scale operations and greater service offerings. As a result, the Company expects to incur additional losses and continued negative cash flow from operations for the foreseeable future, and such losses are anticipated to increase significantly from current levels. There can be no assurance that the Company's sales will increase or even continue at their current level or that the Company will achieve or maintain profitability or generate cash from operations in future periods. The Company's prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly companies in new and rapidly evolving markets such as electronic commerce. To address these risks, the Company must, among other things, maintain existing and develop new relationships with software publishers and online retailers, implement and successfully execute its business and marketing strategy, continue to develop and upgrade its technology and transaction-processing systems, provide superior customer service and order fulfillment, respond to competitive developments, and attract, retain and motivate qualified personnel. There can be no assurance that the Company will be successful in addressing such risks, and the failure to do so would

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have a material adverse effect on the Company's business, financial condition and results of operations. The Company's current and future expense levels are based largely on its planned operations and estimates of future sales. Sales and operating results generally depend on the volume and timing of orders received, which are difficult to forecast. The Company may be unable to adjust spending in a timely manner to compensate for any unexpected revenue shortfall. Accordingly, any significant shortfall in sales would have an immediate adverse effect on the Company's business, financial condition and results of operations. In view of the rapidly evolving nature of the Company's business and its limited operating history, the Company is unable to accurately forecast its sales and believes that period-to-period comparisons of its operating results are not necessarily meaningful and should not be relied upon as an indication of future performance.

RESULTS OF OPERATIONS

The following table sets forth consolidated statement of operations data for the periods indicated as a percentage of revenues:

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	YEAR ENDED DECEMBER 31,		SIX
	1996	1997	199
<S>	<C>	<C>	<C>
Sales	100.0%	100.0%	1
Cost of sales	85.6	83.0	
Gross profit	14.4	17.0	
Operating expenses:			
Sales and marketing	61.2	60.7	1
Product development and operations	207.2	61.8	
General and administrative	373.9	37.6	
Total operating expenses	642.3	160.1	2
Loss from operations	(627.9)	(143.1)	(2
Interest income, net	7.2	2.1	
Net loss	(620.7)%	(141.0)%	

</TABLE>

SIX MONTHS ENDED JUNE 30, 1997 AND 1998

SALES. The Company derives its revenue primarily from sales of third-party software. The Company recognizes revenue from the sale of software products upon delivery through ESD or shipment of the physical product to the end-user. Sales are comprised of the gross selling price of software sold by the Company, net of estimated returns, plus any outbound shipping and handling charges, as well as gross revenue generated by certain merchandising activities. The Company bears credit risk with respect to substantially all sales. Sales increased from $461,000 for the six months ended June 30, 1997 to $5.7 million for the six months ended June 30, 1998 primarily as a result of significant growth in the number of the Company's software publisher and online retailer clients as well as increasing market acceptance of ESD. International sales represented approximately 31% and 33% of sales for the six months ended June 30, 1997 and 1998, respectively.

GROSS PROFIT. Cost of sales consists primarily of the amount payable to the software publishers and online retailers for product sold to the end-user and outbound and inbound shipping and distribution costs for physical product. Cost of sales increased from $379,000 in the six months ended June 30, 1997 to $4.8 million in the six months ended June 30, 1998, reflecting the Company's growth in sales. The Company's gross profit margin decreased from 17.8% in the six months ended June 30, 1997 to 16.6% in the six months ended June 30, 1998, as a result of the addition of certain lower margin software publisher clients during the second half of 1997. The Company has historically generated higher gross margins on sales through online retailer client Web stores compared to sales through software publisher client Web

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stores. There can be no assurance, however, that the Company will continue to generate higher gross margins on sales through online retailer client Web stores. In each of the six months ended June 30, 1997 and 1998, less than 6% of the Company's sales were generated through online retailer client Web stores. The Company expects that an increasing percentage of its sales will be generated through online retailers. The Company believes that Internet commerce and related services will become more competitive in the near future. Accordingly, the Company may reduce or alter its pricing structure and policies in the future and any such change would reduce gross margins.

SALES AND MARKETING. Sales and marketing expense consists primarily of personnel and related expenses, advertising and promotional expenses, bad debt expense and credit card transaction fees. Sales and marketing expense increased from $629,000 in the six months ended June 30, 1997 to $3.4 million in the six months ended June 30, 1998. The increase resulted from expanding the sales and marketing infrastructure required to increase the number of and provide support to software publisher and online retailer clients. The primary components of this increase were an increase in advertising and marketing expenditures of $1.4 million and an increase in wages and benefits of $576,000. As a percentage of sales, sales and marketing expense decreased from 136.5% in the six months ended June 30, 1997 to 59.8% in the six months ended June 30, 1998, primarily reflecting the Company's growth in sales. The Company expects that sales and marketing expense will continue to increase in absolute dollars as the Company continues to build its sales and marketing infrastructure and to develop marketing programs.

PRODUCT DEVELOPMENT AND OPERATIONS. Product development and operations expense consists primarily of personnel and related expenses and consulting associated with developing, enhancing and maintaining the Company's CMS and related facilities, internal systems and telecommunications infrastructure as well as customer service. Product development and operations expense increased from $415,000 in the six months ended June 30, 1997 to $1.6 million in the six months ended June 30, 1998. The increase was primarily related to increased personnel and consulting costs related to developing, enhancing and maintaining the Company's CMS and related facilities. The primary components of this increase were an increase in wages and benefits of $604,000 and an increase in consulting costs of $139,000. As a percentage of sales, product development and operations expense decreased from 90.0% in the six months ended June 30, 1997 to 28.0% in the six months ended June 30, 1998, primarily reflecting the Company's growth in sales. The Company believes that continued investment in product development and operations is critical to attaining its strategic objectives and, and as a result, expects product development and operations expenses will continue to increase in absolute dollars. As a percentage of sales, these expenses are expected to decrease as sales increase.

GENERAL AND ADMINISTRATIVE. General and administrative expense consists principally of executive, accounting and administrative personnel and related expenses, including deferred compensation expense, professional fees, and recruiting expense. General and administrative expense increased from $233,000 in the six months ended June 30, 1997 to $1.4 million in the six months ended June 30, 1998. The increase was due to increased personnel and related expenses and increased professional fees. The primary components of this increase were an increase in deferred compensation expense of $689,000 and an increase in wages and benefits of $237,000. As a percentage of sales, general and administrative expense decreased from 50.5% in the three months ended June 30, 1997 to 24.6% in the six months ended June 30, 1998, primarily reflecting the Company's growth in sales. The Company expects general and administrative expense, excluding the impact of deferred compensation expense, to increase in absolute dollars in the future, particularly as the Company continues to build infrastructure to support growth and incurs costs associated with being a public company. As a percentage of sales, these expenses are expected to decrease as sales increase.

INTEREST INCOME, NET. Interest income consists of earnings on the Company's cash, cash equivalents and short-term investments, net of interest expense. Interest income increased from $19,000 in the six months ended June 30, 1997 to $150,000 in six months ended June 30, 1998. The increase was attributable

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to interest received on higher average cash and cash equivalent balances. The Company expects interest income to increase as a result of the net proceeds from this offering.

INCOME TAXES. The Company paid no income taxes in the six months ended June 30, 1997 or the six months ended June 30, 1998. The Company has incurred a net loss for each period since inception. As of June 30, 1998, the Company had approximately $8.7 million of net operating loss carryforwards for federal income tax purposes, which expire beginning in 2009. Due to the uncertainty of future profitability, a valuation allowance equal to the deferred tax asset has been recorded. Certain changes in ownership resulting from the sales of Common Stock will limit the future annual realization of the tax net operating loss carryforwards to a specified percentage of the Company under Section 382 of the Internal Revenue Code.

YEARS ENDED DECEMBER 31, 1995, 1996 AND 1997

SALES. The Company had no sales in 1995, as it was still developing its technology related to electronic commerce. The Company's sales increased from $111,000 for the year ended December 31, 1996 to $2.5 million for the year ended December 31, 1997 as a result of significant growth in the number of the Company's software publisher and online retailer clients as well as the increasing market acceptance of ESD. International sales accounted for 32% and 31% of total sales in the years ended December 31, 1996 and 1997, respectively.

GROSS PROFIT. Cost of sales increased substantially during 1997, reflecting the Company's growth in sales. The Company's gross margin increased from 14.4% for the year ended December 31, 1996 to 17.0% for the year ended December 31, 1997.

SALES AND MARKETING. Sales and marketing expense increased from $3,000 to $68,000 to $1.5 million for the years ended December 31, 1995, 1996 and 1997, respectively, resulting from additional sales and marketing personnel and related expenses, increased advertising and promotional expense, increased bad debt expense and increased credit card transaction fees due to the increased sales. The primary components of the increase from 1996 to 1997 were an increase in wages and benefits of $799,000 and an increase in advertising and marketing expenditures of $315,000. As a percentage of sales, sales and marketing expense decreased from 61.2% in the year ended December 31, 1996 to 60.7% for the year ended December 31, 1997, primarily reflecting the Company's growth in sales.

PRODUCT DEVELOPMENT AND OPERATIONS. Product development and operations expense increased from $130,000 to $230,000 to $1.5 million for the years ended December 31, 1995, 1996 and 1997, respectively. The increase was primarily related to increased personnel and consulting costs related to developing, enhancing and maintaining the Company's CNS and related facilities. The primary components of the increase from 1996 to 1997 were an increase in wages and benefits of $653,000 and an increase in consulting costs of $233,000. As a percentage of sales, product development and operations expense decreased from 207.2% in the year ended December 31, 1996 to 61.8% for the year ended December 31, 1997, primarily reflecting the Company's growth in sales.

GENERAL AND ADMINISTRATIVE. General and administrative expense increased from $32,000 to $415,000 to $929,000, for the years ended December 31, 1995, 1996 and 1997, respectively, primarily due to increased personnel related expense and professional fees. As a percentage of sales, general and administrative expense decreased from 373.9% in the year ended December 31, 1996 to 37.6% for the year ended December 31, 1997, primarily reflecting the Company's growth in sales.

INTEREST INCOME, NET. Interest income decreased from $22,000 to $8,000 and increased to $53,000 for the years ended December 31, 1995, 1996 and 1997, respectively, resulting from changes in average cash and cash equivalent balances.

INCOME TAXES. The Company paid no income taxes in the years ended December 31, 1995, 1996 and 1997.

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QUARTERLY RESULTS OF OPERATIONS

The following tables set forth certain unaudited consolidated quarterly statement of operations data for the eight quarters ended June 30, 1998. In the opinion of management, this information has been prepared substantially on the same basis as the audited Consolidated Financial Statements appearing elsewhere in this Prospectus, and all necessary adjustments, consisting only of normal recurring adjustments, have been included in the amounts stated below to present fairly the unaudited consolidated quarterly results of operations. The consolidated quarterly data should be read in conjunction with the audited Consolidated Financial Statements of the Company and the Notes thereto appearing elsewhere in this Prospectus. The results of operations for any quarter are not necessarily indicative of the results of operations for any future period.

<TABLE>
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	THREE MONTHS ENDED				
	SEPTEMBER 30, 1996	DECEMBER 31, 1996	MARCH 31, 1997	JUNE 30, 1997	SEPTEMBER 30, 1997
			(IN THOUSANDS, UNAUDITED)		
<S>	<C>	<C>	<C>	<C>	<C>
Sales	$ 25	$ 86	$ 179	$ 282	$ 603
Cost of sales	21	74	147	232	561
Gross profit	4	12	32	50	122
Operating expenses:					
Sales and marketing	25	38	270	359	246
Product development and operations	55	110	169	246	530
General and administrative	112	241	81	152	294
Total operating expenses	192	397	520	757	1,070
Loss from operations	(188)	(365)	(488)	(707)	(948)
Interest income, net	3	1	8	11	26
Net loss	$(185)	$(364)	$(480)	$(696)	$ (922)

<CAPTION>

	JUNE 30, 1998
<S>	<C>
Sales	$ 3,476
Cost of sales	2,895
Gross profit	581
Operating expenses:	
Sales and marketing	2,373
Product development and operations	900
General and administrative	1,205
Total operating expenses	4,486
Loss from operations	(3,905)
Interest income, net	108
Net loss	$(3,797)

</TABLE>
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	THREE MONTHS ENDED				
	SEPTEMBER 30, 1996	DECEMBER 31, 1996	MARCH 31, 1997	JUNE 30, 1997	SEPTEMBER 30, 1997
			(IN THOUSANDS, UNAUDITED)		
<S>	<C>	<C>	<C>	<C>	<C>
Sales	100.0%	100.0%	100.0%	100.0%	100.0%
Cost of sales	84.0	86.0	82.1	82.3	82.1
Gross profit	16.0	14.0	17.9	17.7	17.9
Operating expenses:					
Sales and marketing	100.0	44.2	150.8	127.3	36.0
Product development and operations	220.0	127.2	94.4	87.2	77.7
General and administrative	448.0	280.2	45.3	53.9	43.0
Total operating expenses	768.0	461.6	290.5	268.4	156.7
Loss from operations	(752.0)	(447.6)	(272.6)	(250.7)	(130.8)
Interest income, net	12.0	1.1	4.4	3.9	3.8

Net loss	(740.0)%	(446.5)%	(268.2)%	(246.8)%	(135.0)%

<CAPTION>

	JUNE 30, 1998
<S>	<C>
Sales	100.0%
Cost of sales	83.3
Gross profit	16.7
Operating expenses:	
Sales and marketing	68.2
Product development and operations	26.1
General and administrative	34.7
Total operating expenses	129.0
Loss from operations	(112.3)
Interest income, net	3.1
Net loss	(109.2)%

</TABLE>

The Company's sales increased in each of the quarters presented as a result of an increase in the number of the Company's software publisher and online retailer clients as well as an increase in the market acceptance of ESD. Most operating expense categories generally increased in absolute dollars over the quarters presented, reflecting the increased spending on personnel and related expenses, advertising and marketing, and developing, enhancing and maintaining the Company's CNS and related facilities. Gross margin for the three months ended December 31, 1997, March 31, 1998 and June 30, 1998 were lower than gross margins in the first nine months of 1997 primarily as a result of the addition of certain lower margin software publisher clients. Sales and marketing expenses for the three months ended September 30, 1997 were lower than the generally increasing quarter to quarter trend, primarily as a result of reduced advertising and promotional expenses. General and administrative expenses have varied widely in the periods indicated due to the timing and amounts of professional fees, transactions costs and deferred compensation expense.

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The Company's quarterly and annual operating results are likely to fluctuate significantly in the future due to a variety of factors, many of which are outside the Company's control. Factors that will influence the Company's operating results include: (i) the Company's ability to retain existing software publishers and online retailers as clients, to attract new software publishers and online retailers as clients at a steady rate and to maintain software publisher, online retailer and end-user satisfaction; (ii) the announcement or introduction of new Web sites, Web stores, services and products by the Company and its competitors; (iii) price competition and margin erosion; (iv) the level of use of the Internet and consumer acceptance of the Internet for the purchase of consumer products such as those offered by the Company; (v) the Company's ability to upgrade and develop its systems and infrastructure, in particular its CNS; (vi) the termination of any strategic accounts such as Corel Corporation, from which the Company derives a significant portion of its sales; (vii) technical difficulties or system downtime; (viii) the Company's ability to attract new personnel in a timely and effective manner; (ix) the mix of sales generated through software publisher client Web stores compared to online retailer Web stores; (x) the failure of Internet bandwidth to increase over time and/or an increase in the cost to end-users of obtaining or utilizing Internet bandwidth; (xi) the amount and timing of operating costs and capital expenditures relating to expansion of the Company's business, operations and infrastructure; (xii) certain U.S. and foreign government regulations; and (xiii) economic conditions specific to the Internet and electronic commerce that would result in the Internet not becoming a viable commercial marketplace. The Company also may, as inducement to obtain certain strategic contracts, offer favorable pricing terms to software publishers and online retailers which will reduce its gross margins. As a result, the Company believes that it will continue to incur operating losses in the future. Due to the foregoing factors, the Company's annual or quarterly operating results may fall below the expectations of securities analysts and investors. In such event, the trading price of the Common Stock would likely be materially adversely affected.

LIQUIDITY AND CAPITAL RESOURCES

Since inception, the Company has financed its operations primarily through the private placement of equity securities, which yielded an aggregate of $19.3 million of net proceeds through June 30, 1998.

Net cash used in operating activities in the years ended December 31, 1995, 1996 and 1997 and in the six months ended June 30, 1998 was $142,000, $409,000, $2.6 million and $3.4 million, respectively. Net cash used for operating activities in each of these periods was primarily the result of net losses, offset in part by increases in accounts payable, accrued expenses and non-cash expenses.

Net cash used in investing activities in the years ended December 31, 1995, 1996 and 1997 and the six months ended June 30, 1998 was $50,000, $133,000, $984,000 and $6.5 million, respectively. Net cash used in investing activities in each of these periods was related to the purchases of property and equipment and patent acquisition costs and the purchase of short-term investments in 1998. The property and equipment purchased consisted primarily of computer hardware and software.

Net cash provided by financing activities in the years ended December 31, 1995, 1996 and 1997 and in the six months ended June 30, 1998 was $0, $855,000, $4.9 million and $12.6 million, respectively. The cash provided by financing activities was the result of proceeds from the sale of convertible debentures (subsequently converted into shares of Common Stock), sales of the Company's Common Stock in 1996, 1997 and in the first six months of 1998 and the sale of the Company's Series A Preferred Stock in April 1998.

As of June 30, 1998 the Company had approximately $4.8 million of cash and cash equivalents and $4.9 million of short-term investments. The Company's principal commitments consisted of obligations outstanding under operating leases. Although the Company has no material commitments for capital expenditures, it anticipates an increase in the rate of capital expenditures consistent with its anticipated growth in operations, infrastructure and personnel. The Company anticipates that it will expend approximately $3.0 million over the next 24 months on capital expenditures based on the Company's current anticipated growth rate. The Company anticipates that it will continue to add computer hardware resources, deploy additional commerce servers worldwide, and relocate its primary office facility during the

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next twelve months. The Company further anticipates that it will expend approximately $6.0 million over the next 24 months on product development based on the Company's current anticipated growth rate in operations. There can be no assurance, however that the Company's growth rate will continue at current levels or that it will meet the Company's current expectations. The Company may also use cash to acquire or license technology, products or businesses related to the Company's current business. The Company also anticipates that it will continue to experience significant growth in its operating expenses for the foreseeable future and that its operating expenses will be a material use of the Company's cash resources.

The Company believes that the net proceeds from this offering, together with existing cash and cash equivalents will be sufficient to meet its anticipated cash needs for working capital and capital expenditures for at least the next twenty-four months, although the Company may seek to raise additional capital during that period. The sale of additional equity or convertible debt securities could result in additional dilution to the Company's stockholders. There can be no assurance that financing will be available in amounts or on terms acceptable to The Company, if at all. See "Risk Factors--Future Capital Needs; Uncertainty of Additional Funding."

YEAR 2000 COMPLIANCE

The Company uses a significant number of computer software programs and operating systems in its internal operations. The use of computer programs that rely on two-digit date programs to perform computations and decision-making functions may cause computer systems to malfunction in the year 2000 and lead to significant business delays and disruptions. While the Company believes that the software applications that it uses or has developed are year 2000 compliant, to the extent that any of these software applications contain source code that is unable to appropriately interpret the upcoming calendar year 2000, some level of modification or possible replacement of such source code or applications will be necessary. The Company has analyzed the software applications that it uses or has developed and, as a result, the Company at this time does not anticipate any significant expense in ensuring that they are year 2000 compliant. However, until the year 2000 arrives, the Company cannot be absolutely certain that its analysis is correct. The Company is currently unable to predict the extent to which the year 2000 issue will affect its clients or suppliers, or the extent to which it would be vulnerable to any failure by clients or suppliers to remediate any year 2000 issues on a timely basis. The failure of a major client or supplier subject to the year 2000 to convert its systems on a timely basis or a conversion that is incompatible with the Company's systems could have a material adverse effect on the Company's business, financial condition and results of operations. In addition the Company's business, financial condition and results of operations may be materially adversely affected to the extent its end-users are unable to use their credit cards due to year 2000 issues that are not rectified by their credit card vendors.

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BUSINESS

Digital River is a leading provider of comprehensive electronic commerce outsourcing solutions to software publishers and online retailers. The Company has developed a technology platform that allows it to provide a suite of electronic commerce services to its software publisher and online retailer clients, including ESD. The Company also provides data mining and merchandising services to assist clients in increasing Internet page view traffic to, and sales through, their Web stores. Rather than maintaining its own branded Web store that would compete with its clients, Digital River provides an outsourcing solution that allows its clients to promote their own brands while leveraging Digital River's investment in infrastructure and technology. As of June 30, 1998, the Company had contracts with 1,122 software publisher clients and 346 online retailer clients, including Corel Corporation, Cyberian Outpost, Inc., Lotus Development Corporation, Micro Warehouse, Inc., Network Associates, Inc. and Symantec Corporation, and maintained a database of more than 123,000 software products from its various software publisher clients, including more than 18,000 software titles and more than 105,000 digital images and fonts. Through June 30, 1998, the Company had completed more than 172,000 transactions for more than 124,000 unique end-users.

Digital River's proprietary CNS technology serves as the platform for the Company's solutions. The CNS incorporates custom software applications that enable ESD, Web store authoring, fraud prevention, export control, merchandising programs and online registration, and features a database of more than 123,000 software products. Using its CNS platform, the Company creates Web stores for its clients that replicate the look and feel of such clients' own Web sites. End-users can browse for products and make purchases online, and, once purchases are made, the Company delivers the products directly to the end-user, primarily through ESD. The Company also provides transaction processing services and collects and maintains critical information about end-users. This information can later be used by the Company's clients to facilitate add-on or upgrade sales and for other direct marketing purposes. The Company actively manages direct marketing campaigns for its clients, and also delivers purchase information and Web store traffic statistics to its clients on a regular basis.

INDUSTRY BACKGROUND

GROWTH OF THE INTERNET AND ELECTRONIC COMMERCE.

The Internet has emerged as a significant global communications medium, enabling millions of people to share information and conduct business electronically. A number of factors have contributed to the growth of the Internet and its commercial use, including: (i) the large and growing installed base of personal computers in homes and businesses; (ii) improvements in network infrastructure and bandwidth; (iii) easier and cheaper access to the Internet; (iv) increased awareness of the Internet among consumer and business users; and (v) the rapidly expanding availability of online content and commerce which increases the value to users of being connected to the Internet. According to International Data Corporation ("IDC"), the number of Internet users worldwide will grow from an estimated 69 million at the end of 1997 to an estimated 320 million by 2002.

The increasing functionality, accessibility and overall usage of the Internet have made it an attractive commercial medium. Online retailers can interact directly with end-users and can frequently adjust their featured selections, shopping interfaces and pricing. The ability to reach and serve a large and global group of end-users electronically from a central location and the potential for personalized low-cost customer interaction provide additional economic benefits for online retailers. Unlike traditional retail channels, online retailers do not have the burdensome costs of managing and maintaining a significant physical retail store infrastructure or the continuous printing and mailing costs of catalog marketing. Because of these advantages, online retailers have the potential to build large, global customer bases quickly and to achieve superior economic returns over the long term. An increasingly broad base of products is being sold successfully online, including computers, travel services, brokerage services, automobiles and music, as well as software products. IDC estimates that the total value of goods and services purchased over the Web worldwide will increase from an estimated $12.4 billion in 1997 to an estimated $133.0 billion in 2000.

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THE RETAIL SOFTWARE MARKET.

The Company believes that the market for retail software is large and will continue to grow. According to the Software Publishers Association, sales of PC applications software in the United States and Canada reached $10.6 billion in 1996. The traditional channels for the retail sale of software products are highly fragmented and include regional and national superstore retail chains, catalog companies and small single location stores. The superstores and catalog companies carry hundreds to thousands of software products, while the single location stores generally carry only a limited number.

Traditional sales channels have inherent limitations and disadvantages for software publishers, retailers and end-users. A significant limitation of physical retail stores is the limited amount of available shelf space. As a result, competition for shelf space is intense, and often only the major software publishers are able to effectively distribute their software products. Even these publishers usually cannot offer their total available product offerings in retail stores. In addition, software publishers typically must grant generous rights of return because of the high cost of inventory and the risk of inventory obsolescence. As a result, software publishers effectively bear the risk of any difference between projected and actual sales, creating uncertainty as to future sales and revenue recognition risks. Physical retailers must also make significant investments in real estate, personnel and inventories. Similarly, direct mail distribution is constrained by practical catalog size limitations, which restrict both the number of products and the information about those products that can be included in a catalog. Direct mail distribution also involves printing expenses, mailing costs, inherent delays in reacting to price and product changes and low response rates. With both physical retail and direct mail distribution, there is a significant lead time between the development or upgrading of software and its introduction into the market. Finally, traditional sales channels are typically characterized by low end-user registration rates, and provide software publishers little information on end-user behavior, demographics and product demand.

ADVANTAGES OF ESD.

The Internet provides a compelling solution that addresses many of the limitations of traditional distribution methods. The Internet is particularly well-suited for the distribution of most software because software products can be purchased and delivered quickly, conveniently and cost-effectively to an end-user's home or office computer through ESD. The Company believes that ESD is an effective means of delivery today for most software applications. Although current Internet bandwidth restrictions currently render ESD less effective as a means of delivery for large software applications (delivery of software applications of greater than 10 megabytes can be impractical at slower modem

speeds), the Company believes that as Internet bandwidth increases, ESD will become increasingly attractive even for such software titles. Accordingly, the Company believes that ESD will represent an increasing share of online software sales and will be critical to online retailers' success. In addition, unlike physical retail stores or catalogs, shelf space on the Internet is virtually unlimited, enabling software publishers to offer the full range of their software products. ESD significantly reduces or eliminates many of the costs in the distribution chain, including manufacturing, packaging, shipping and warehousing costs, such as costs related to returns and inventory management.

OPPORTUNITY FOR ELECTRONIC COMMERCE OUTSOURCING.

The Company believes that the market for software sales online continues to grow rapidly. Jupiter Communications, LLC estimates that the market for software sales online will increase from an estimated $69 million in 1997 to an estimated $2.3 billion by 2002. However, unlike established physical distribution channels for shrink-wrapped software, there is currently no established, comprehensive electronic distribution source for online retailers. The Company believes that the distribution of software products via ESD is complex and requires up-front and ongoing investments in secure, reliable and scaleable systems. Accordingly, the Company believes that a substantial market opportunity exists for a comprehensive, cost-effective, outsourced electronic commerce solution that provides software publishers and online retailers with access to a critical mass of software products and a robust distribution and transaction network.

<PAGE>
THE DIGITAL RIVER SOLUTION

The Company has developed a technology platform that enables it to provide a comprehensive suite of electronic commerce services to its software publisher and online retailer clients, including ESD. The Company also leverages its merchandising expertise to increase traffic and sales for its clients. Rather than maintaining its own branded Web store that would compete with its clients, Digital River provides an outsourcing solution for ESD and merchandising services that enables its clients to promote their own brands while leveraging Digital River's investment in infrastructure. In addition, this approach enables Digital River to leverage its clients' brand investments and the traffic at its clients' sites to maximize the number of transactions completed through Digital River.

The following illustrates the process through which an end-user purchases software products from a client using the Company's CNS technology platform:

[GRAPHIC]

PICTORIAL FLOWCHART DEPICTING A PURCHASE OF SOFTWARE THROUGH THE COMPANY'S CENTRAL NETWORK SERVER ("CNS"), SHOWING THE TRANSACTION PROCESSING AND OTHER VALUE-ADDED SERVICES PROVIDED BY THE COMPANY.

<PAGE>
BENEFITS TO SOFTWARE PUBLISHERS. The Company's electronic commerce solution enables software publishers to offer the complete library of their software products directly to end-users from their Web stores and through the Company's network of online retailers. This benefit is particularly significant for smaller software publishers who have limited market access through traditional distribution methods. The Company's solution also provides major software publishers a channel for their underdistributed products permitting them to offer online their complete product catalog. In addition, through its 100% end-user registration and data warehousing, Digital River provides software publishers with valuable end-user information that can facilitate targeted marketing, upgrade notification and sophisticated merchandising strategies. Finally, by exploiting the distribution relationships Digital River has developed with a large network of online retailers, software publishers can reduce or eliminate the need for multiple retailer relationships, thereby lowering administrative costs and reducing the number of master copies of their software in existence for distribution.

BENEFITS TO ONLINE RETAILERS. Online retailers can use Digital River's robust CNS technology to sell software products online, without having to build and maintain their own electronic commerce infrastructure. In addition, Digital River enables online retailers to offer their end-users access to virtually all of Digital River's inventory of more than 123,000 software products, without the burden of developing and maintaining relationships with hundreds of software publishers. Like software publishers, online retailers enjoy the cost savings from online fulfillment and the database marketing benefits offered by Digital River. Online retailers can effectively outsource electronic commerce functionality while building their own brands online. Online retailers also eliminate the cost and risk associated with carrying inventory and the risk of inventory obsolescence. The Company also allows niche market and high traffic Web sites to become online retailers at minimal cost.

BENEFITS TO END-USERS. Digital River's solution emphasizes convenience by allowing end-users to purchase and receive software products online distributed through ESD twenty-four hours a day, seven days a week ("24x7"), from their home or office. End-users are not required to make a trip to the store, can act immediately on a purchase impulse, and can locate software products that are difficult to find. Because Digital River has a global reach, it can deliver an extremely broad selection to end-users in rural, international or other locations that cannot support retail stores. Software products purchased online can either be quickly and conveniently downloaded and installed through ESD or delivered physically. Using the Company's sophisticated search engine technology, end-users visiting retailers' online Web stores can access virtually all of Digital River's inventory of more than 123,000 software products. End-users also benefit from the protection of Digital River's archiving service, through which the Company guarantees replacement of software in the event of accidental destruction through computer error or malfunction. End-users also benefit from Digital River's 24x7 ESD support and readily available upgrades.

STRATEGY

The Company's objective is to become the leading provider of comprehensive electronic commerce outsourcing solutions to software publishers and online retailers. The Company intends to achieve its objective through the following key strategies:

DEVELOP AND EXPAND RELATIONSHIPS WITH SOFTWARE PUBLISHERS. The Company plans to continue to build its inventory of software products through additional contractual relationships with software publishers. As of June 30, 1998, the Company had signed contracts with 1,122 software publishers, representing more than 123,000 software products and 870 Web stores. The Company believes that its ability to develop Web hosting relationships with its software publisher clients increases its reach to end-users and provides the basis for a long term relationship with its software publisher clients. The Company further believes that the large number of software products offered by the Company from its software publisher clients will be critical to the Company's ability to deliver a compelling inventory of products to online retailer clients.

AGGRESSIVELY EXPAND NETWORK OF ONLINE RETAILERS. The Company believes that by increasing the number of points of entry to its CNS, Digital River will increase the number of transactions over its

<PAGE>
network. Accordingly, in addition to expanding and developing relationships with software publishers, the Company seeks to expand aggressively its network of online retailer clients. Online retailer clients include traditional store-based and mail order retailers with a Web presence, online retailers dedicated to online commerce, as well as high traffic or niche Web site operators desiring to add electronic commerce functionality. The Company had contracts with 346 online retailers as of June 30, 1998. The Company's model enables it to leverage its clients' marketing resources to direct traffic to its software distribution network. The Company expects online retailers to represent an increasing percentage of its sales.

PROVIDE COMPLEMENTARY SOLUTIONS. Digital River intends to continue to be a neutral provider of cost-effective outsourcing solutions that complement the business models of its software publisher and online retailer clients. The Company does not maintain its own branded Web store. Instead, the Company provides an outsourcing solution that enables its clients to promote their own brands while leveraging Digital River's investment in infrastructure and technology. Digital River therefore leverages its clients' investments in their

brands to generate sales. The Company may co-invest with its clients from time to time to help drive traffic to its clients' Web stores and to Digital River-assisted transactions.

PROVIDE CLIENTS VALUE-ADDED SERVICES. The Company believes its growing data warehouse of end-user purchasing information provides it with a powerful tool to assist clients with value-added services, such as targeted advertising, promotions and direct response merchandising. The Company offers merchandising and marketing programs, customer support and communications programs, advertising placement services, and Web store design services. The Company intends to continue to expand its programs and believes that these programs help build stronger partnerships with its software publisher and online retailers, while enabling its clients to increase sales of software on their sites.

MAINTAIN TECHNOLOGY LEADERSHIP. The Company believes that its CNS technology has given it a competitive advantage in the market for ESD outsourcing solutions. The Company will continue to invest in and enhance its CNS technology in order to increase redundancy, reliability and bandwidth, to expand services and to reduce costs. By leveraging its fixed-cost infrastructure, Digital River will improve its ability to provide low cost, high value services to its clients while utilizing the latest technology.

EXPAND INTERNATIONALLY. Digital River will continue to expand internationally to gain access to additional software publishers, online retailers and end-users. The Company intends to replicate its domestic strategy by building its inventory of international and foreign language software products and expanding its distribution through software publishers and online retailers. The Company believes that significant opportunities exist internationally to increase sales and to further leverage its scaleable infrastructure.

SERVICES

The Company provides a broad range of services to its software publisher and online retailer clients, including Web store hosting, ESD, physical fulfillment and merchandising services.

WEB STORE HOSTING. The Company hosts the Web stores for all of its online retailer clients and for those software publisher clients that choose this option. The Company's outsourcing solution is mission-critical for many of its software publisher and online retailer clients. Therefore, the Company has a data center that is designed to provide its clients with the performance they require for continuous Web store operations. The data center features redundant, high speed connections to the Internet, 24x7 security and monitoring, back-up generators and dedicated power.

Digital River can quickly and efficiently create Web stores for its clients, which can be accessed easily by clicking on a "buy button" on a client's existing Web site. The end-user is then transferred to a Web store hosted on Digital River's CNS, which replicates the look and feel of the client Web site. The end-user can then shop for products and make purchases online. By replicating the look and feel of its clients' Web sites, Digital River supports clients in conducting electronic commerce under their own brands. Digital River's solution allows clients to choose either ESD or physical delivery, and clients also benefit from Digital River's 24x7 ESD customer support and archiving services. The transaction information is captured

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and added to Digital River's data warehouse. The Company's ability to retrieve and manipulate this information creates a powerful data mining tool, which can be used for targeted merchandising to end-users through e-mails, banner presentations and special offers.

ESD SERVICES. The Company offers clients access to its ESD capabilities to permit delivery of software products to an end-user's computer via the Internet. ESD eliminates many of the costs that exist in the physical distribution chain, such as manufacturing, packaging, shipping, warehousing and inventory carrying and handling costs. Delivery is fulfilled when a copy is made from the master on the Company's CNS and is then securely downloaded to the end-user via the Internet. Digital River's ESD distribution model not only reduces costs, thereby increasing margins available to software publishers and online retailers, but also solves the shelf space problem constraining product availability and sales. While most software publishers use the Company's Web hosting services, certain software publishers use only the Company's ESD services, which provide them with online distribution through the Company's extensive network of online retailers.

PHYSICAL FULFILLMENT SERVICES. In addition to distribution through ESD, the Company offers clients physical distribution services. The Company maintains an inventory of physical products, generally on consignment from its clients that select this option, for shipment to end-users. The Company believes physical fulfillment services are important to its ability to provide a comprehensive electronic commerce outsourcing solution.

MERCHANDISING SERVICES. The Company offers a range of merchandising services to its clients to help them drive additional traffic to their Web stores. Software publisher and online retailer clients are provided with detailed electronic and hard copy reports of transactions on their Web stores, as well as end-user marketing information about visits to their Web stores. The CNS captures Web page visits, banner and pricing information and other data that can be used by the software publishers and online retailers to analyze their Web stores' success.

The Company also offers advanced merchandising services to assist software publishers and online retailers in increasing response rates for their marketing efforts. These services include e-mail campaigns for special promotions, upgrade notification programs, and the presentation of complementary products, bundled products or other programs designed to increase average order size based on a targeted end-user profile. The Company participates in co-op dollar and market development fund programs with its clients and buys selected banner placements in bulk to support clients' promotional campaigns. In addition, Digital River tests and analyzes merchandising techniques, such as promotional pricing and banner advertising, based on information gathered in the CNS data warehouse.

CLIENTS

The Company distributes software products through a network of software publishers and online retailers. Online retailer clients include traditional store-based and direct mail retailers with a Web presence, online retailers dedicated to online commerce, as well as high traffic or niche Web site operators desiring to add electronic commerce functionality. In a typical online retailer contract, the Company is responsible for (i) a payment to the online retailer based on a percentage of net sales of software products that the Company distributes through the online retailer's Web site, (ii) the processing of payments made by end-users, (iii) the delivery of the software products to end-users, (iv) the payment of applicable credit card transaction fees, (v) the payment and filing of applicable sales taxes and (vi) the distribution of a report to the online retailer detailing sales activity processed by the Company. The Company expects to support traditional physical retailers in developing their online stores for the sale of software products online. While most software publishers use the Company's Web hosting services, certain software publishers use only the Company's ESD services, which provide them with online distribution through the Company's extensive network of online retailers. In a typical software publisher contract, the Company is responsible for (i) the maintenance of master copies of software products in a secure format for distribution to end-users, (ii) a payment to the software publisher for the cost of software products that the

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Company distributes through either a retailers' Web site or through the publisher's host Web site, (iii) the processing of payments made by end-users, (iv) the delivery of software products to end-users, (v) the payment of applicable credit card transaction fees, (vi) the payment and filing of applicable sales taxes and (vii) the distribution of a report to the software publisher detailing sales activity processed by the Company.

As of June 30, 1998, the Company had 1,122 contracts with software publishers and 346 contracts with online retailers. Typically, there is some delay between signing contracts and gathering the necessary materials to bring a new client online. As of June 30, 1998, the Company had 920 software publishers and 239 online retailers connected to its CNS. During the six-month period ended June 30, 1998, the Company completed transactions for 787 software publishers and 112 online retailers. The Company's clients include:

<TABLE>

<CAPTION>

SOFTWARE PUBLISHERS	ONLINE RETAILERS
<S>	<C>
WEB HOSTING AND ESD SERVICES	Babbage's, Etc. LLC
Corel Corporation	BuySafe, Inc.
Cregon Systems, Inc.	Channel MarketMakers
Extensis Corporation	Cyberian Outpost, Inc.
JASC, Inc.	Damark International, Inc.
Ulead Systems, Inc.	Micro Warehouse, Inc.
	Shopping.com
ESD SERVICES ONLY	Software Warehouse plc
Cendant Corporation	Planet Direct
Lotus Development Corporation	US WEST Internet
Network Associates, Inc.	
QUALCOMM Incorporated	
Symantec Corporation	

</TABLE>

Revenues attributable to sales of software products of Corel Corporation accounted for 16% and 15% of the Company's sales for the year ended December 31, 1997 and the six months ended June 30, 1998, respectively. The Company's contract with Corel Corporation expires in April, 1999. Revenues attributable to sales of software products of JASC, Inc. accounted for 10% of the Company's sales for the six months ended June 30, 1998.

SALES AND MARKETING

The Company markets its services directly to software publishers and online retailers. The Company does not operate its own Web store because of its strategy to serve as a neutral provider of electronic commerce outsourcing solutions. This strategy allows the Company to avoid competing with its clients. Generally, the Company's direct marketing to end-users focuses on supporting the marketing and promotional efforts of its clients in driving traffic to their Web stores. This direct marketing effort leverages the Company's extensive data warehouse, which enables the Company to create and quickly implement marketing programs targeted at specific end-user segments. By providing consistent quality service, branding client order pages with its name and logo, billing credit card transactions under the Digital River name and engaging in brand positioning, advertising and promotion, the Company intends to establish the Digital River brand as a trusted name for ESD and electronic commerce outsourcing solutions among software publishers, online retailers and end-users.

The Company's sales and marketing organization is divided into three groups: the Strategic Sales Group, the Product Management Group and the Account Development Group. The Strategic Sales Group focuses on large software publishers and online retailers, including traditional physical retailers, with significant online revenue potential. These sales are typically complex in nature and involve a lengthy sales cycle. Contracts with these larger clients often involve certain incentives, principally pricing concessions. The Company makes decisions with respect to such contract incentives on a case by case basis. The

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Product Management Group focuses on all other software publishers and online retailers. Generally, these sales involve a much shorter sales cycle, are managed primarily through a telesales effort and result in the new client selecting one of the Company's standard programs. The Account Development Group serves existing clients and provides them with merchandising and database marketing assistance designed to increase revenues. As of June 30, 1998, the Company had 28 employees engaged in sales and marketing. See "Risk Factors--Client Concentration; Lengthy Sales Cycle."

The Company currently markets its services to clients via direct marketing, print advertising, trade show participation and other media events. The Company plans to increase its expenditures on direct marketing and print advertising, as well as introducing online advertising efforts directed at potential clients.

TECHNOLOGY

Digital River delivers its electronic commerce outsourcing solution using its proprietary CMS technology, which enables the sale and distribution of software products via the Internet.

ARCHITECTURE. The Company's scaleable CMS is designed to handle tens of thousands of different Web stores and millions of software products. The CMS consists of a pool of network servers and a proprietary software application that serves dynamic Web pages using an Oracle database. The Company's CMS was designed to scale to support growth by adding CPUs, memory, disk drives and bandwidth without substantial changes to the application. The CMS software code is written in modular layers, enabling the Company to quickly adapt in response to industry changes, including bandwidth opportunities, payment processing changes, international requirements for taxes and export screening, new technologies such as Java, XML, DHTML, VRML, SET, banking procedures and encryption technologies. The CMS product search system allows end-users to search for items across millions of potential products and thousands of categories specific to various product specifications, while maintaining a fast page response that is acceptable to the end-user. The Company uses sophisticated database indexing coupled with a dynamic cache system to provide flexibility and speed. These caches help increase the overall speed of each page and facilitate complex searches across the entire inventory of software products. The CMS has also been designed to index, retrieve and manipulate all transactions that flow through the system, including detailed commerce transaction and end-user interaction data. This enables the Company to create proprietary market profiles of each end-user and groups of end-users that can be used to create merchandising campaigns. The Company's CMS is also used for internal purposes, including reporting and maintenance for fraud detection and prevention, physical shipping, return authorizations, back order processing and full transaction auditing and reporting capabilities for all commerce functions.

WEB STORE MAINTENANCE. Clients' Web stores are built and maintained using the CMS centralized management system. Global changes that affect all Web stores or groups of Web stores can be made as easily as changes to an individual Web store. Client Web stores include a main store and may optionally include several "focus stores" and "channel sites" to which highly targeted traffic may be routed. Clients may also link specific locations on their Web stores to detailed product or category areas of the stores, in order to better target their end-users' interests.

SECURITY. Digital River's security systems apply both to access to internal systems and to illegal access to commerce data via the Internet. Internally, logins and passwords are maintained for all systems, with additional logins, passwords and IP access control granted on an individual basis to only the required commerce areas the person is responsible for. Firewalls prevent unauthorized access from outside. The Company relies on certain encryption and authentication technology licensed from third parties to provide secure transmission of confidential information, such as end-user credit card numbers. Unix, Oracle and Web server security additionally restrict access from the outside to the appropriate transaction data. The CMS security system is designed not to interfere with the end-user experience. Product wrappers, clearing-house processing, and additional password mechanisms that negatively impact ESD performance are not needed. The CMS security system never allows direct access to the clients' products and ensures that an

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end-user requests ESD through a valid page and has purchased the product. See "Risk Factors-- Electronic Commerce Security Risks."

DATA CENTER OPERATIONS. Continuous data center operations are crucial to the Company's success. All transaction data is backed up periodically and all inventory data is archived and kept in fireproof storage facilities. The Company's network software constantly monitors clients' Web stores and internal system functions and notifies systems engineers if any unexpected conditions arise. The Company currently leases four T1 lines from multiple vendors and maintains a policy of adding additional lines if more than 50% of its bandwidth capacity is utilized. Accordingly, if one line fails the other lines are able to assume the capacity of the failed line. The Company's data center is located in a single location in Edina, Minnesota. The data center currently incorporates redundant systems consisting of additional servers and arrays. The Company currently has no automatic switchover, although it has plans to implement further redundancy in the future. See "Risk Factors--Risk of Capacity Constraints; Limited Redundant Systems; System Development Risks."

PRODUCT DEVELOPMENT

Digital River's product development strategy is to enhance the technology and features of its CNS. To this end, the Company has numerous development projects in process including, but not limited to, recoverable downloading, Internet optimization tools, end-user profiling and collaboration technologies and online interactive customer service. Product development and operations expenses (which include customer service, data center operations and telecommunications infrastructure) were $130,000, $230,000, $1.5 million and $1.6 million in 1995, 1996, 1997 and the first six months of 1998, respectively. As of June 30, 1998, the Company employed 21 persons in product development.

To remain competitive, the Company must continue to enhance and improve the responsiveness, functionality and features of the CNS and the underlying network infrastructure. The Internet and the online commerce industry are characterized by rapid technological change, changes in user and client requirements and preferences, frequent new product and service introductions embodying new technologies and the emergence of new industry standards and practices that could render the Company's existing CNS proprietary technology and systems obsolete. The Company's success will depend, in part, on its ability to both license and internally develop leading technologies useful in its business, enhance its existing services, develop new services and technology that address the increasingly sophisticated and varied needs of its clients, and respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. The development of the CNS technology and other proprietary technology entails significant technical and business risks. There can be no assurance that the Company will successfully use new technologies effectively or adapt its proprietary technology and transaction-processing systems to customer requirements or emerging industry standards. If the Company is unable, for technical, legal, financial or other reasons, to adapt in a timely manner to changing market conditions, client requirements or emerging industry standards, its business, financial condition and results of operations could be materially adversely affected. See "Risk Factors--Rapid Technological Change."

COMPETITION

The electronic commerce market is new, rapidly evolving and intensely competitive, and the Company expects competition to intensify in the future, particularly in the area of electronic sale and distribution of software products. The Company currently competes directly with other providers of electronic commerce solutions, including CyberSource Corporation, Preview Software Corporation, Release Software Corporation and TechWave, Inc. The Company also competes indirectly with software companies that offer tools and services for electronic commerce, including companies that provide a broad range of Internet and server solutions such as Microsoft Corporation and Netscape Communications Corporation, as well as a large number of companies that provide tools and services enabling one or more of the transaction processing functions of electronic commerce, such as transaction control, data security, customer interaction and database marketing. In addition to direct competition with other transaction processing providers

and enablers and indirect competition with other providers of electronic commerce software and systems, the Company also competes with companies that sell and distribute software products via the Internet, including online retailers such as CNET, Inc., Ingram Micro Inc. and software.net Corporation, as well as companies such as AltaVista (a subsidiary of Digital Equipment Corporation), America Online, Inc., Excite, Inc., Infoseek Corporation, Lycos, Inc. and Yahoo! Inc., which specialize in electronic commerce or derive a substantial portion of their revenues from electronic commerce and may themselves offer, or provide means for others to offer, software products.

The Company believes that the principal competitive factors in its market are breadth of product offerings, software publisher and online retailer relationships, brand recognition, system capacity, reliability, price, selection, speed and accessibility, customer service, quality of site content, convenience and speed of fulfillment. There can be no assurance that the online retailers and the other companies listed above will not compete directly with the Company by adopting a similar business model. Moreover, while certain of these companies are also clients or potential clients of the Company, they may compete with the Company's electronic commerce outsourcing solution to the extent that they develop electronic commerce systems or acquire such systems from other software vendors or service providers.

Many of the Company's current and potential competitors have longer operating histories, larger customer bases, greater brand recognition and significantly greater financial, marketing and other resources than the Company. In addition, larger, well-established and well-financed entities may acquire, invest in or form joint ventures with online competitors as the use of the Internet and other online services increases. In addition, new technologies and the expansion of existing technologies, such as price comparison programs that select specific titles from a variety of Internet Web sites may direct end-users to online retailers that compete with the Company, which would increase competitive pressures on the Company. Increased competition may result in reduced operating margins, as well as a loss of market share. Further, as a strategic response to changes in the competitive environment, the Company may from time to time make certain pricing, service or marketing decisions or acquisitions that could have a material adverse effect on its business, financial condition and results of operations. There can be no assurance that the Company will be able to compete successfully against current and future competitors, and any inability to do so could have a material adverse effect on the Company's business, financial condition and results of operations.

INTELLECTUAL PROPERTY

The Company regards trademarks, copyrights, trade secrets and other intellectual property as critical to its success, and relies on trademark, trade secret protection and confidentiality and/or license agreements with its employees, clients, partners and others to protect its proprietary rights. The Company's policy is to seek to protect its proprietary position by, among other methods, filing United States and foreign patent applications related to its proprietary technology, inventions and improvements that are important to the development of its business. Proprietary rights relating to the Company's technologies will be protected from unauthorized use by third parties only to the extent that they are covered by valid and enforceable patents or are effectively maintained as trade secrets. While the Company currently has twelve patent applications pending in the United States, none have yet been issued and there can be no assurance that any pending patent applications now or hereafter filed by, or licensed to, the Company will result in patents being issued. The Company has filed certain petitions to correct certain fee deficiencies for its pending patent applications and there can be no assurance that such petitions can be granted or that the Company will elect to pursue these applications. In addition, the laws of certain foreign countries do not protect the Company's intellectual property rights to the same extent as do the laws of the United States. The patent position of high technology companies involves complex legal and factual questions and, therefore, their validity and enforceability cannot be predicted with certainty. There can be no assurance that any of the Company's patent applications, if issued, will not be challenged, invalidated, held unenforceable or circumvented, or that the rights granted thereunder will provide proprietary protection or competitive advantages to the Company against competitors with similar technology. Furthermore,

there can be no assurance that others will not independently develop similar technologies or duplicate any technology developed by the Company. The Company has one registered trademark for "Digital River." Effective trademark and trade secret protection may not be available in every country in which the Company's products and services are made available online. There can be no assurance that the steps taken by the Company to protect its proprietary rights will be adequate or that third parties will not infringe or misappropriate the Company's trade secrets, trademarks, trade dress and similar proprietary rights. In addition, there can be no assurance that others will not independently develop substantially equivalent intellectual property. A failure by the Company to protect its intellectual property in a meaningful manner could have a material adverse effect on the Company's business, financial condition and results of operations. In addition, litigation may be necessary in the future to enforce the Company's intellectual property rights, to protect the Company's trade secrets or to determine the validity and scope of the proprietary rights of others. Such litigation could result in substantial costs and diversion of management and technical resources, which could have a material adverse effect on the Company's business, financial condition and results of operations.

In addition, there can be no assurance that other parties will not assert infringement claims against the Company. From time to time, the Company may

receive notice of claims of infringement of other parties' proprietary rights. There can be no assurance that such claims will not be asserted or prosecuted against the Company in the future or that any past or future assertions or prosecutions will not materially adversely affect the Company's business, financial condition and results of operations. The defense of any such claims, whether such claims are with or without merit, could be time-consuming, result in costly litigation and diversion of technical and management personnel, cause product shipment delays or require the Company to develop non-infringing technology or enter into royalty or licensing agreements. Such royalty or licensing agreements, if required, may not be available on terms acceptable to the Company, or at all. In the event of a successful claim of infringement against the Company and the failure or inability of the Company to develop non-infringing technology or license the infringed or similar technology on a timely basis, the Company's business, financial condition and results of operations could be materially adversely affected.

EMPLOYEES

As of June 30, 1998, the Company employed 76 people, including 8 in administration, 40 in product development and operations and 28 in sales and marketing. The Company also employs independent contractors and other temporary employees. None of the Company's employees is represented by a labor union, and the Company considers its employee relations to be good. Competition for qualified personnel in the Company's industry is intense, particularly among software development and other technical staff. The Company believes that its future success will depend in part on its continued ability to attract, hire and retain qualified personnel.

FACILITIES

The Company currently leases approximately 6,400 and 7,000 square feet of office and warehouse space, respectively from Tech Squared in Edina, Minnesota. Obligations under the lease from Tech Squared will continue through December 31, 1998 or until a party is found to sublease the office space, whichever is earlier. The Company will continue to pay for warehouse space from Tech Squared as long as it continues to utilize any of the space. Rent for the warehouse space will be calculated pursuant to a formula based on square footage utilized. The Company has also entered into a sublease agreement, effective July 15, 1998, for approximately 32,900 square feet of office and warehouse space in Eden Prairie, Minnesota. This sublease agreement expires on July 31, 2003. The Company believes that its facilities will be adequate to accommodate the Company's needs for the foreseeable future.

LEGAL PROCEEDINGS

From time to time, the Company may be involved in litigation relating to claims arising out of its ordinary course of business. The Company presently is not subject to any material legal proceedings.

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MANAGEMENT

DIRECTORS, EXECUTIVE OFFICERS AND KEY EMPLOYEES

The following table sets forth information regarding the Company's executive officers, key employees and directors as of August 6, 1998.

<TABLE>
<CAPTION>

NAME	AGE	POSITION
<S>	<C>	<C>
Joel A. Ronning	42	Chief Executive Officer and Director
Perry W. Steiner	32	President and Director
Robert E. Strawman	38	Chief Financial Officer and Treasurer
Kelly J. Wical	41	Chief Technology Officer
Draper M. Jaffray	36	Vice President of Business Development
Terence M. Strom	54	Vice President of Marketing
Gregory R.L. Smith	31	Secretary and Controller
Randy J. Womack	34	Chief Information Officer
Timothy C. Choate	33	Director
Thomas F. Madison (1)(2)	62	Director
Charles E. Reese, Jr.	64	Director
Christopher J. Sharples	51	Director
J. Paul Thorin (1)(2)	54	Director

</TABLE>

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(1) Member of Audit Committee.

(2) Member of Compensation Committee.

Mr. Ronning founded the Company in February 1994 and has been President and Chief Executive Officer and a director of the Company since that time. From February 1994 to July 1998, Mr. Ronning was also President of the Company. Since May 1995, Mr. Ronning has served as Chairman of the Board of Directors of Tech Squared, a direct catalog marketer of software and hardware products. From May 1995 to July 1998, Mr. Ronning served as Chief Executive Officer, Chief Financial Officer and Secretary of Tech Squared. From May 1995 to August 1996, Mr. Ronning also served as the President of Tech Squared. Mr. Ronning is the founder of MacUSA, Inc., a wholly-owned subsidiary of Tech Squared, and has served as a director and Chief Executive Officer of MacUSA, Inc. since April 1990. Mr. Ronning also serves as a director of the Software Publishers Association.

Mr. Steiner joined the Company in July 1998 as President and has served as a director of the Company since April 1998. Since January 1997 Mr. Steiner has served as Vice President of Wasserstein Perella & Co., Inc., an investment banking firm, and as Vice President of Wasserstein Perella Ventures, Inc., the general partner of Wasserstein Adelson Ventures, L.P., a venture capital fund. Subsequent to accepting employment with the Company, Mr. Steiner has submitted his resignation to Wasserstein Perella & Co., Inc. and Wasserstein Perella Ventures, Inc. From June 1993 to December 1996, Mr. Steiner was a principal of TCW Capital, a group of leveraged buyout funds managed by Trust Company of the West.

Mr. Strawman joined the Company in April 1998 as Chief Financial Officer and Treasurer. From September 1995 to April 1998, Mr. Strawman served as Director of Finance and Vice President of Finance for Caribou Coffee Company, Inc., a gourmet coffee retailer. From 1989 to 1995, Mr. Strawman held various financial positions at Software Etc. Stores, Inc., a specialty retailer of software, most recently as Chief Financial Officer.

Mr. Wical joined the Company in April 1997 as Chief Technology Officer. From 1992 to April 1997, Mr. Wical was Director of Development and Chief Scientist/Architect of the ConText Server Division of Oracle Corporation. From 1987 to 1992, Mr. Wical was co-founder and Vice President of Research and Development for Artificial Linguistics, Inc., a developer of text management software.

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Mr. Jaffray joined the Company in December 1996 as Vice President of Business Development. From January 1996 to December 1996, Mr. Jaffray was a partner in The Firm, a computer products manufacturers representative. From 1991 to 1995, Mr. Jaffray served as Director of Sales for Tech Squared.

Mr. Strom joined the Company as Vice President of Marketing in August 1998. From June 1993 to February 1997, Mr. Strom held various positions at Egghead, Inc., a computer software retailer, most recently as Chief Executive Officer. From January 1990 to June 1993, Mr. Strom held various positions at Best Buy Co., Inc., a consumer electronics retailer, most recently as Senior Vice President of Marketing.

Mr. Smith joined the Company as Controller in June 1997 and has served as Secretary and Controller since December 1997. From November 1995 to June 1997, Mr. Smith was Manager, External Reporting and Investor Relations at Secure Computing Corporation, a developer of network and Internet security products. From June 1988 to November 1995, Mr. Smith held various positions with Ernst & Young LLP.

Mr. Womack joined the Company in October 1997 as Chief Information Officer. From May 1997 to September 1997, Mr. Womack was Director of Engineering at Xerox Corporation. From 1992 to 1997, Mr. Womack held various positions, including

Development Manager at Oracle Corporation. From 1989 to 1992, Mr. Womack was Director of Technical Services at Artificial Linguistics, Inc.

Mr. Choate has served as a director of the Company since May 1998. Mr. Choate has been Chairman of FreeShop International, Inc. since its inception in June 1997 and has been President and Chief Executive Officer since March 1998. Mr. Choate co-founded Online Interactive, Inc., the original parent company of FreeShop International, Inc., in June 1994, and served as President, Chief Executive Officer and Chairman until February, 1997 and Chairman until July 1997. Mr. Choate served as a Vice President of Micro Warehouse, Inc. from July 1997, when it acquired Online Interactive, Inc., until February 1998. From February 1991 to May 1994, Mr. Choate held various positions at Softdisk Publishing, LLC, most recently as President. From February 1989 until February 1991, Mr. Choate was a Senior Marketing Manager at Prodigy Services Company.

Mr. Madison has served as a director of the Company since August 1996. Since January 1993 he has been the President and Chief Executive Officer of MLM Partners, a consulting and small business investment company. From February 1994 to September 1994, Mr. Madison served as Vice Chairman and Chief Executive Officer at Minnesota Mutual Life Insurance Company. From June 1987 to December 1992, Mr. Madison was President of US WEST Communications Markets, a division of US WEST, Inc. Mr. Madison also serves on the Boards of Directors of Valmont Industries Inc., Eltrax Systems, Inc., Minnegasco Division of Houston Industries, ACI Telecentrics, Span Link Communications and Delaware Group of Funds.

Mr. Reese has served as a director of the Company since July 1996. In August 1995, Mr. Reese joined Tech Squared, Inc. as President and Chief Operating Officer and has served as a director of Tech Squared since April 1996. From April 1995 to August 1996, Mr. Reese served as Vice President of Sales and Marketing for the Weidt Group, Inc., a privately-held custom software development firm specializing in Internet Web site design and development. From July 1987 to April 1995, Mr. Reese served as Vice President of Sales at Lasermaster Corp., a manufacturer and seller of high-resolution plain paper typesetters, chemical-free image setters and large format color printers.

Mr. Sharples has served as a director of the Company and Digital River Ltd., a wholly-owned subsidiary of the Company, since April 1998. Since 1973, Mr. Sharples has served as a director of GNI Ltd., a firm specializing in the derivatives market, which he co-founded in 1972. Since 1995, Mr. Sharples has been Chairman of Lombard Street Research, an economic research firm. Since November 1996, Mr. Sharples has been the Chairman of Datastream International Ltd., a supplier of on-line historical financial and economic information to investment professionals. Since 1981, Mr. Sharples has been the Chairman of ICV Ltd, a financial information company. Both Datastream International Ltd. and ICV Ltd. are subsidiaries of Primark Corporation, a information services company. From 1987 to 1995, Mr. Sharples was Chairman of the Association of Futures Brokers & Dealers and the Securities and Futures Authority, front line regulatory organizations designated under the laws of Great Britain.

<PAGE>
Mr. Thorin has served as a director of the Company since June 1996. Since April 1996, Mr. Thorin has served as General Counsel of Fujitsu America Inc., a subsidiary of Fujitsu Limited and since June 1997 as its Vice President and General Counsel. From April 1990 to March 1996, Mr. Thorin held the position of Associate Corporate Counsel of Fujitsu America Inc.

BOARD COMPOSITION

The Company currently has authorized seven directors. In accordance with the terms of the Company's Restated Certificate of Incorporation, effective upon the closing of this offering, the terms of office of the Board of Directors will be divided into three classes: the Class I term will expire at the annual meeting of stockholders to be held in 1999; the Class II term will expire at the annual meeting of stockholders to be held in 2000; and the Class III, term will expire at the annual meeting of stockholders to be held in 2001. The Class I directors will be Messrs. Madison and Reese, the Class II directors will be Messrs. Choate and Sharples and the Class III directors will be Messrs. Ronning, Steiner and Thorin. At each annual meeting of stockholders after the initial classification, the successors to directors whose term will then expire will be elected to serve from the time of election and qualification until the third annual meeting following election. In addition, the Company's Restated Certificate of Incorporation provides that the authorized number of directors may be changed only by resolution of the Board of Directors. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. This classification of the Board of Directors may have the effect of delaying or preventing changes in control or management of the Company. Although directors of the Company may be removed for cause by the affirmative vote of the holders of a majority of the Common Stock, the Company's Restated Certificate of Incorporation provides that holders of two-thirds of the Common Stock must vote to approve the removal of a director without cause. There are no family relationships among any of the directors and executive officers of the Company.

BOARD COMMITTEES

The Audit Committee consists of Messrs. Madison and Thorin. The Audit Committee makes recommendations to the Board of Directors regarding the selection of independent public accountants, reviews the results and scope of the audit and other services provided by the Company's independent public accountants and reviews and evaluates the Company's control functions.

The Compensation Committee consists of Messrs. Madison and Thorin. The Compensation Committee administers the issuance of stock under the Company's 1998 Stock Option Plan, makes recommendations regarding the Company's various incentive compensation and benefit plans and determines salaries for the executive officers and incentive compensation for employees and consultants of the Company.

DIRECTOR COMPENSATION

Directors do not receive any cash compensation for their services as members of the Board of Directors, although they are reimbursed for certain expenses incurred in connection with attendance at Board and Committee meetings. From time to time, certain non-employee directors of the Company have received grants of options to purchase shares of the Company's Common Stock. In June 1996, Mr. Thorin was granted an option to purchase 13,333 shares of the Company's Common Stock at an exercise price of $0.38 per share. In September 1996, Messrs. Madison and Reese were granted options to purchase 53,333 and 13,333 shares of the Company's Common Stock, respectively, each at an exercise price of $1.13 per share. In April 1998, Messrs. Madison, Reese and Thorin were granted options to purchase 1,867, 467 and 467 shares of the Company's Common Stock, respectively, each at an exercise price of $3.00 per share. In May 1998, Mr. Choate was granted an option to purchase 5,000 shares of the Company's Common Stock at an exercise price of $3.00 per share. The Company may compensate non-employee directors in the future for their attendance at Board and Committee meetings.

<PAGE>
COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Prior to April 1998, the Company did not have a Compensation Committee of the Board of Directors, and the entire Board participated in all compensation decisions, except that Mr. Ronning did not participate in decisions relating to his compensation. In April 1998, the Board formed the Company's Compensation Committee to review and recommend to the Board the compensation and benefits for the Company's executive officers and administer the Company's stock option plan. Certain of the Company's directors, or affiliated entities, have purchased securities of the Company. See "Certain Transactions" and "Principal Stockholders."

EXECUTIVE COMPENSATION

The following table sets forth the compensation paid by the Company during the fiscal year ended December 31, 1997 to the Company's Chief Executive Officer and all other executive officers receiving compensation in excess of $100,000 in fiscal 1997 (the "Named Executive Officers"):

SUMMARY COMPENSATION TABLE (1)

<TABLE>
<CAPTION>

LOC>
COMPENSA

NAME AND PRINCIPAL POSITION	ANNUAL COMPENSATION SALARY($)	SEC UND OPT
<S>	<C>	<C>
Joel A. Ronning Chief Executive Officer	$ 140,000	
Draper M. Jaffray Vice President of Business Development	120,000	

</TABLE>

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(1) In accordance with the rules of the Securities and Exchange Commission, the compensation described in this table does not include medical, group life insurance or other benefits received by the Named Executive Officers which are available generally to all salaried employees of the Company and certain perquisites and other personal benefits received by the Named Executive Officers, which do not exceed the lesser of $50,000 or 10% of any such officer's salary and bonus disclosed in this table.

OPTION GRANTS IN LAST FISCAL YEAR

The following table sets forth information regarding stock options granted by the Company during the fiscal year ended December 31, 1997 to each of the Named Executive Officers:

<TABLE>
<CAPTION>

	INDIVIDUAL GRANTS				POTENTI REALIZABLE AT ASSU ANNUAL RAT STOCK PR APPRECIATI OPTIO TERM($)
NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED(#)(1)	PERCENTAGE OF TOTAL OPTIONS GRANTED IN FISCAL 1997 (%)(2)	EXERCISE PRICE ($/SH)(3)	EXPIRATION DATE	5%($)
<S>	<C>	<C>	<C>	<C>	<C>
Joel A. Ronning.....	--	--	--	--	--
Draper M. Jaffray....	80,000	16.1%	$ 1.13	2/4/07	$ 1,018,000
	267	.1	1.69	6/26/07	3,248

</TABLE>

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(1) The options become exercisable at a rate of 25% on the first anniversary of the vesting commencement date and 25% annually thereafter and expire ten years from the date of grant, or earlier upon termination of employment.

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(2) Based on an aggregate of 496,817 shares subject to options granted to employees, directors of and consultants to the Company in the fiscal year ended December 31, 1997, including the Named Executive Officers.

(3) Options were granted at an exercise price equal to the fair market value of the Company's Common Stock, as determined by the Board of Directors on the date of grant.

(4) The 5% and 10% assumed annual rates of compounded stock price appreciation are mandated by rules of the Securities and Exchange Commission. There can be no assurance provided to any executive officer or any other holder of the Company's securities that the actual stock price appreciation over the option term will be at the assumed 5% and 10% levels or at any other defined level. Unless the market price of the Common Stock appreciates over the option term, no value will be realized from the option grants made to the executive officers. The potential realizable value is calculated by assuming that the assumed initial public offering price of $8.50 per share appreciates at the indicated rate for the entire term of the option and that the option is exercised at the exercise price and sold on the last day of its term at the appreciated price. The potential realizable value computation is net of the applicable exercise price, but does not take into account applicable federal or state income tax consequences and other expenses of option exercises or sales of appreciated stock.

RECENT OPTION GRANTS. Since December 31, 1997, the Company has granted options to purchase 433,333, 80,000 and 26,667 shares of Common Stock, each at an exercise price of $3.00 per share, to Messrs. Ronning, Strewman and Wical, respectively. In August 1998, the Company granted to Mr. Strom an option to purchase 150,000 shares of Common Stock at an exercise price equal to the lesser of $11.00 per share or the initial public offering price. With the exception of the grant to Mr. Ronning which becomes exercisable at a rate of 25% on the date of grant and 18.75% annually thereafter, all grants made to the above executive officers become exercisable at a rate of 25% on the first anniversary of the vesting commencement date and 25% annually thereafter. In July 1998, the Company granted options to purchase 550,000 shares of Common Stock to Mr. Steiner. See "--Employment Agreements."

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND 1997 YEAR-END OPTION VALUES

The following table sets forth for each of the Named Executive Officers the number and value of securities underlying unexercised options held by the Named Executive Officers at December 31, 1997:

<TABLE>
<CAPTION>

			NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT DECEMBER 31, 1997		VALUE OF UNEXERC IN-THE- MONEY OPTI DECEMBER 31, 199	
NAME	SHARES ACQUIRED ON EXERCISE(#)	VALUE REALIZED($)	EXERCISABLE(#)	UNEXERCISABLE($)	EXERCISABLE($)	UNEX
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Joel A. Ronning.....	--	--	160,000	53,333	$1,300,000	$ 43
Draper M. Jaffray....	--	--	20,000	60,267	147,500	44

</TABLE>

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(1) Value of unexercised in-the-money options are based on a value of $8.50 per share, the assumed initial public offering price minus the per share exercise price, multiplied by the number of shares underlying the option.

EMPLOYMENT AGREEMENTS

In May 1998, the Company entered into an employment and non-competition agreement (the "Employment Agreement") with Joel A. Ronning, the Company's Chief Executive Officer. The term of the Employment Agreement is for a period of two years (the "Expiration Date") with automatic one-year renewals if not terminated prior to the Expiration Date (as extended in connection with any renewed term). Mr. Ronning's compensation pursuant to the Employment Agreement consists of a base salary of $140,000 per year, with an increase to not less than $225,000 upon the successful completion of the Company's initial public offering. In addition, in 1998, Mr. Ronning will receive a bonus consisting of (i) 50% of his base salary upon the successful completion of the Company's initial public offering and

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(ii) 50% of his base salary upon the Company achieving certain revenue milestones in 1998. Future annual bonuses will be determined at the discretion of the Board. In the event of Mr. Ronning's termination under certain circumstances, including termination upon a change in control of the Company, he will be entitled to termination payments equal to his base salary at the time of

termination plus a weighted three year average of his annual bonus amount. In the event of a change of control, any unvested and unexercised stock options held by Mr. Renning will immediately vest and become exercisable. Mr. Renning has also agreed not to compete with the Company, for a period of twelve months following termination under certain circumstances, in countries or territories where the Company conducts business.

In July 1998, the Company entered into an employment agreement with Perry Steiner, the Company's President. Mr. Steiner's compensation pursuant to his employment agreement consists of base salary of $200,000. In addition, Mr. Steiner will be paid a bonus equal to 50% of his base salary on December 31, 1998 unless he has voluntarily terminated or been terminated for cause on that date. Future annual bonuses will be determined at the discretion of the Board. Mr. Steiner also was granted options to purchase 550,000 shares of the Company's Common Stock at an exercise price equal to the lesser of $11.00 per share or the initial public offering price of the Company's Common Stock. Options to purchase 137,500 shares of Common Stock vested on Mr. Steiner's first day of employment with the Company and options to purchase an additional 137,500 shares of Common Stock will vest on the third anniversary of Mr. Steiner's date of employment; provided that vesting of such options will accelerate if certain events occur related to Mr. Steiner's relocation. Of the remaining options, options to purchase 91,666 shares of Common stock will vest on the first anniversary of Mr. Steiner's hire date, options to purchase 91,667 shares of Common Stock will vest on the second anniversary of his hire date and options to purchase 91,667 shares of Common Stock will vest on the third anniversary of his hire date. In the event of a change of control, as defined in the employment agreement, any unvested stock options granted to Mr. Steiner in connection with his employment agreement (except, in the case of a change of control that occurs after April 1, 1999, for any options that have failed to vest by April 1, 1999 as a result of a failure to relocate as described above) will immediately vest and become exercisable. If Mr. Steiner is terminated involuntarily other than for cause, he will be entitled to receive upon execution of a one year noncompete agreement (i) salary continuation payments, at his monthly base salary rate, for a period of twelve months after his date of termination, (ii) acceleration of vesting for the next increment of outstanding options that have not vested and (iii) a bonus for the year in which termination occurred. If Mr. Steiner terminates his employment voluntarily, the Company has the right to require Mr. Steiner to execute a noncompete agreement effective for a period of one year from the date of termination. If the Company exercises this option, Mr. Steiner will receive salary continuation payments, at his monthly base salary rate, for a period of six months after his date of termination, if termination occurs in his first year of employment, or for a period of twelve months after his date of termination, if termination occurs subsequent to the first anniversary of his hire date.

EMPLOYEE BENEFIT PLANS

1998 STOCK OPTION PLAN. The Company's 1998 Stock Option Plan (the "Option Plan") was adopted by the Board of Directors in June 1998 as an amendment and restatement of the Amended and Restated 1994 Stock Option Plan which had been adopted in December 1997. There is currently an aggregate of 2,333,333 shares of Common Stock authorized for issuance under the Option Plan.

The Option Plan provides for the grant of incentive stock options, as defined under the Internal Revenue Code of 1986, as amended (the "Code"), to employees (including officers and employee-directors) of the Company and its affiliates. The Option Plan also provides for the grant of nonstatutory stock options to such employees as well as to directors and consultants of the Company and its affiliates.

The Board (or a Committee appointed by the Board) administers the Option Plan and determines both the recipients of options and the type of options to be granted, including the exercise price, number of shares subject to the option and the exercisability thereof. The terms of options granted under the Option Plan generally may not exceed 10 years. While the Board determines the exercise price of options, the

exercise price for an incentive stock option may not be less than 100% of the fair market value of the Common Stock on the date of the option grant. Options vest at the rate specified in the option agreement.

No incentive stock option may be granted to any person who, at the time of the grant, owns (or is deemed to own) stock possessing more than 10% of the total combined voting power of the Company or any affiliate of the Company, unless the option exercise price is at least 110% of the fair market value of the stock subject to the option on the date of grant, and the term of the option does not exceed five years from the date of grant. In addition, the aggregate fair market value, determined at the time of grant, of the shares of Common Stock with respect to which incentive stock options are exercisable for the first time by an optionee during any calendar year (under the Option Plan and all other option plans of the Company and its affiliates) may not exceed $100,000.

When the Company becomes subject to Section 162(m) of the Code (which denies a deduction to publicly held corporations for certain compensation paid to specified employees in a taxable year to the extent that the compensation exceeds $1,000,000), no employee may be granted options under the Option Plan covering more than 333,333 shares of Common Stock in any calendar year.

If there is any sale of all or substantially all of the Company's assets, any merger, any reverse merger or any consolidation in which the Company is not the surviving corporation, any surviving entity may assume or substitute for all outstanding options under the Option Plan. If the surviving entity does not do so, the vesting and exercisability of options held by persons still serving the Company or an affiliate will be accelerated. However, if the Company and the other party to such transaction agree that such transaction is to be treated as a "pooling of interests" for financial reporting purposes, and if such transaction in fact is so treated, then the accelerated vesting of options will not occur to the extent that the Company's independent public accountants and such other party's independent public accountants separately determine in good faith that such acceleration would preclude the use of "pooling of interests" accounting. In any event, all options will terminate if not exercised prior to such sale of assets, merger, reverse merger or consolidation.

If there is an acquisition by certain persons, entities or groups of 50% or more of the Company's stock, then the exercisability and vesting of options held by persons still serving the Company or an affiliate also will be accelerated but the options will not automatically terminate if not exercised prior to such acquisition (unless such options otherwise expire by their terms).

Generally, an optionee may not transfer an option other than by will or the laws of descent or distribution. An optionee whose service to the Company and its affiliates ceases for any reason (other than by death or permanent and total disability) may exercise an option, as to vested shares, in the three-month period following such cessation (unless such option expires sooner or later by its terms). An optionee may exercise an option, as to vested shares, for up to one year after the optionee's service to the Company and its affiliates ceases due to death or disability (unless such option expires sooner or later by its terms).

Shares subject to options that have expired or otherwise terminated without having been exercised in full again become available for the grant of options under the Option Plan.

As of August 6, 1998, 13,666 shares of Common Stock had been issued upon the exercise of options granted under the Option Plan, options to purchase 1,788,814 shares of Common Stock were outstanding and 530,853 shares remained available for future grant. The Option Plan will terminate in June 2008 unless sooner terminated by the Board.

In addition, the Company has granted options outside of the Option Plan to purchase 502,941 shares of Common Stock and as of August 6, 1998, all of these shares were outstanding.

401(K) PLAN. In 1997, the Company established a defined contribution retirement plan (the "401(k) Plan") covering all employees of the Company meeting minimum age and service requirements. Pursuant to the 401(k) Plan, employees may elect to reduce their current compensation by up to the lesser of 15% of their annual compensation or the statutorily prescribed annual limit allowable under Internal Revenue Service Regulations and to have that amount contributed to the 401(k) Plan. The 401(k) Plan permits, but

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does not require, additional matching contributions by the Company on behalf of all participants in the 401(k) Plan. The Company currently provides a matching contribution of 50% of an employee's contribution on an annual basis. Company matching contributions vest 100% upon completion of two years of service by the employee. The 401(k) Plan is intended to qualify under Section 401(k) of the Code so that contributions to the 401(k) Plan by employees or by the Company, and the investment earnings thereon, are not taxable to employees until withdrawn from the 401(k) Plan, and that contributions by the Company will be deductible by the Company when made. The trustee of the 401(k) Plan invests the assets of the 401(k) Plan at the direction of each participant based on certain investment options.

INDEMNIFICATION AND LIMITATION OF DIRECTOR AND OFFICER LIABILITY

The Company's Restated Certificate of Incorporation limits the liability of directors to the maximum extent permitted by Delaware law. Delaware law provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except liability for (i) any breach of their duty of loyalty to the corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) unlawful payments of dividends or unlawful stock repurchases or redemptions, or (iv) any transaction from which the director derived an improper personal benefit. Such limitation of liability does not apply to liabilities arising under the federal securities laws and does not affect the availability of equitable remedies such as injunctive relief or rescission.

The Company's Bylaws provide that the Company shall indemnify its directors and officers and may indemnify its employees and other agents to the fullest extent permitted by law. The Company's Bylaws also permit it to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in such capacity, regardless of whether the Bylaws would permit indemnification. The Company has obtained officer and director liability insurance with respect to liabilities arising out of certain matters, including matters arising under the Securities Act.

The Company has entered into agreements to indemnify its directors and executive officers, in addition to indemnification provided for in the Company's Bylaws. These agreements, among other things, indemnify the Company's directors and executive officers for certain expenses (including attorneys' fees), judgments, fines and settlement amounts incurred by any such person in any action or proceeding, including any action by or in the right of the Company arising out of such person's services as a director or executive officer of the Company, any subsidiary of the Company or any other company or enterprise to which the person provides services at the request of the Company. The Company believes that these provisions and agreements are necessary to attract and retain qualified persons as directors and executive officers.

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CERTAIN TRANSACTIONS

TRANSACTIONS WITH TECH SQUARED, INC.

Joel A. Ronning is currently the Chairman of the Board of Directors of Tech Squared, Inc. and owns approximately 49% of Tech Squared's outstanding Common Stock as of June 30, 1998. In December 1995, Mr. Ronning issued an option to MacUSA, Inc., a wholly owned subsidiary of Tech Squared, to purchase 3,200,000 shares of the Company's Common Stock held by him for $1.00. The option is not transferable and is exercisable at any time through December 31, 2000. During the term of the option, Mr. Ronning has agreed to vote the 3,200,000 shares as directed by the Board of Directors of MacUSA, Inc. In addition, MacUSA, Inc. has agreed to reimburse Mr. Ronning for any tax liability that he may incur in connection with the transfer of the option or the shares of Digital River stock issuable upon exercise thereunder. If MacUSA, Inc. exercises its option to purchase Mr. Ronning's interest in Digital River, it will own approximately 19.12% of the outstanding capital stock of the Company after the completion of this offering. In addition, some of Mr. Ronning's time is spent fulfilling his duties as Chairman of the Board of Directors of Tech Squared.

Mr. Reese, a director of the Company, is also President and Chief Operating Officer of Tech Squared.

Tech Squared currently provides office and warehouse space and certain administrative, financial and software product fulfillment services for the Company. Charges for these services totalled approximately $168,000 and $171,000 for fiscal 1997 and the six months ended June 30, 1998, respectively.

TRANSACTIONS WITH FUJITSU LIMITED

Fujitsu Limited ("Fujitsu"), which will own approximately 13.11% of the outstanding capital stock of the Company after the completion of this offering, purchased 2,133,333 shares of Common Stock for $800,000 pursuant to a Stock Purchase Agreement between the Company and Fujitsu, dated August 1994 (the "Stock Purchase Agreement"). Under the terms of the Stock Purchase Agreement and related agreements, Fujitsu obtained certain rights and guarantees including, but not limited to the following: a security interest in the Company's Common Stock held by Mr. Ronning; covenants requiring Fujitsu's approval for certain major business transactions and decisions; registration rights; right of first refusal on future equity offerings of the Company; right to designate two members of the Company's Board of Directors; a right of first refusal or an option to purchase the Company's technology in the event of a benafide third party offer or change in control, respectively; and a perpetual, exclusive and royalty-free license to use, develop, market and distribute certain encryption technologies, unrelated to the current encryption technologies utilized by the Company relating to ESD, in the Asia-Pacific region. Prior to the Modification Agreement (as defined below), the covenants requiring Fujitsu's approvals for certain major business transactions and decisions were to terminate in August 2001 and substantially all other rights, with the exception of the registration rights and technology license, were to terminate following an initial public offering or change in control.

In December 1997, Fujitsu and the Company entered into the Fujitsu Modification Agreement (the "Modification Agreement") pursuant to which, in exchange for receiving 60,000 shares of Common Stock, Fujitsu agreed to relinquish its rights under the Stock Purchase Agreement (the "Prior Rights") except for the right to (i) designate, provided that Fujitsu's ownership percentage in the Company is not less than 10% and the Company has not initiated a public offering, one member to the Company's Board of Directors, (ii) retain its prior registration rights and (iii) retain a perpetual, exclusive and royalty-free license to use, develop, market and distribute certain encryption technologies, unrelated to the current encryption technologies utilized by the Company relating to ESD, in the Asia-Pacific region. In addition, pursuant to the terms of the Modification Agreement, the Company and Mr. Ronning agreed to execute and deliver a non-competition agreement. See "Management--Employment Agreements."

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Mr. Thorin, a director of the Company, is also Vice President and General Counsel of Fujitsu America, Inc., a subsidiary of Fujitsu.

TRANSACTIONS WITH CHRISTOPHER J. SHARPLES

Christopher J. Sharples, a director and stockholder of the Company, has purchased, in the aggregate, 1,234,666 shares of Common Stock for an aggregate purchase price of $3,704,000 or $3.00 per share. Mr. Sharples will own approximately 7.93% of the outstanding capital stock of the Company after the completion of this offering. In addition, in February 1998, Mr. Sharples and another stockholder (the "Sharples Team") have entered into a preliminary agreement with the Company (the "International Agreement") whereby the Sharples Team will help establish and oversee the international operations of the Company, to be based in the United Kingdom, for a term of three years. As consideration for their services, Mr. Sharples and the other stockholder each received a warrant issuable for 100,000 shares of Common Stock, at a purchase price of $3.00 per share. The International Agreement also requires the Company to designate Mr. Sharples as a member of the Company's Board of Directors.

TRANSACTIONS WITH WASSERSTEIN ADELSON VENTURES, L.P.

In April 1998, Wasserstein Adelson Ventures, L.P. ("Wasserstein") purchased 1,500,000 shares of Series A Preferred Stock from the Company at a purchase price of $2.00 per share (which will convert into 1,000,000 shares of Common Stock upon consummation of this offering). In connection with the purchase of the Series A Preferred Stock, the Company issued to Wasserstein a warrant to purchase 50,000 shares of Common Stock at $3.00 per share. The Warrant can be exercised immediately and expires in April 2003.

In connection with certain advisory services provided by Wasserstein to the Company, the Company issued to Wasserstein a conditional warrant (the "Conditional Warrant") that is exercisable, at any time after the date of the Company's initial public offering and on or before the fifth anniversary of the initial public offering. If the Company consummates its initial public offering on or prior to December 31, 1998, the Conditional Warrant will represent the right to purchase 100,000 shares of Common Stock at $3.00 per share. If the Company consummates its initial public offering after December 31, 1998 but on or prior to March 31, 1999 at a price per share greater than $22.50, then the Conditional Warrant will represent the right to purchase 33,333 Shares of Common Stock at $3.00 per share.

Each of the above warrants contain provisions for the adjustment of the exercise price and the aggregate number of shares issuable upon the exercise of the warrant under certain circumstances including stock dividends, stock splits, reorganizations, reclassifications and consolidations. Wasserstein is also entitled to certain rights with respect to the registration of such shares underlying the warrants under the Securities Act.

Since January 1997, Mr. Steiner, the President and a director of the Company, has served as Vice President of Wasserstein Perella & Co., Inc. and Wasserstein Perella Ventures, Inc., the general partner of Wasserstein. Subsequent to accepting employment with the Company in July 1998, Mr. Steiner has submitted his resignation to Wasserstein Perella & Co., Inc. and Wasserstein Perella Ventures, Inc.

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OTHER TRANSACTIONS

Listed below are the directors, executive officers and five percent stockholders who have acquired shares of the Company's Common Stock or Series A Preferred Stock:

<TABLE>
<CAPTION>

	SHARES OF COMMON STOCK	SHARES OF SERIES A PREFERRED STOCK	AGGREGATE CONSIDERATION($)
<S>	<C>	<C>	<C>
Tech Squared, Inc. (1)	3,200,000		1
Fujitsu Limited (2)	2,193,333		800,000
Wasserstein Adelson Ventures, L.P. (3)	150,000	1,500,000	3,001,250
Joel A. Ronning (1) (4)	3,270,175		200,000
Robert B. Strawman	2,666		7,600
Kelly J. Wical	3,508		10,000
Draper M. Jaffray	1,666		4,750
Gregory R.L. Smith	2,400		6,840
Randy J. Wanack	18,771		53,498
Thomas P. Madison	33,333		95,000
Christopher J. Sharples (5)	1,334,666		3,704,800

</TABLE>

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(1) Includes 3,200,000 shares of Common Stock which MacUSA, Inc., a wholly-owned subsidiary of Tech Squared, has the right to acquire, at a purchase price of $1.00, from Mr. Ronning pursuant to the terms of a stock option agreement entered into between Mr. Ronning and MacUSA, Inc. in December 1995.

(2) Includes 60,000 shares of Common Stock received as part of the Modification Agreement as consideration to Fujitsu Limited for relinquishing the Prior Rights.

(3) Includes 50,000 shares of Common Stock issuable, at a purchase price of $3.00 per share, pursuant to a warrant purchased for $750 and 100,000 shares of Common Stock issuable, at a purchase price of $3.00 per share, pursuant to a conditional warrant purchased for $500. The shares of Series A Preferred Stock will convert into 1,000,000 shares of Common Stock upon consummation of the offering. See "Principal Stockholders."

(4) The Company issued 3,200,000 shares of Common Stock to Mr. Ronning in August 1994 as consideration for rights to certain technology contributed to the Company by Mr. Ronning.

(5) Includes 541,666, 166,666 and 526,333 shares of Common Stock registered in the name of Latour Trustees (Jersey) Limited, Latour Trustees (Jersey) Limited and Mark Henry Murray as Trustees of the Murray 1987 Settlement and Wilbro Nominees Limited, respectively. Of the 541,666 shares of Common Stock registered in the name of Latour Trustees (Jersey) Limited, 41,666 of such shares are held by Mr. Sharples' wife. Of the 526,333 shares of Common Stock registered in the name of Wilbro Nominees Limited, 5,000 of such shares are held by Mr. Sharples' children. Also, includes 100,000 shares of Common Stock issuable, at a purchase price of $3.00 per share, pursuant to a warrant issued to Mr. Sharples as consideration for entering into the International Agreement.

The holder of the Company's Series A Preferred Stock and certain holders of Common Stock are entitled to certain registration rights with respect to the Common Stock issued or issuable upon conversion thereof. See "Description of Capital Stock--Registration Rights."

The Company intends to enter into indemnification agreements with its directors and executive officers for the indemnification of and advancement of expenses to such persons to the fullest extent permitted by law. The Company also intends to execute such agreements with its future directors and executive officers.

<PAGE>

The Company believes that the foregoing transactions were in its best interest and were made on terms no less favorable to the Company than could have been obtained from unaffiliated third parties. All future transactions between the Company and any of its officers, directors or principal stockholders will be approved by a majority of the independent and disinterested members of the Board of Directors, will be on terms no less favorable to the Company than could be obtained from unaffiliated third parties and will be in connection with bona fide business purposes of the Company.

<PAGE>

PRINCIPAL STOCKHOLDERS

The following table sets forth certain information with respect to the beneficial ownership of the Company's Common Stock as of August 6, 1998, and as adjusted to reflect the sale of the shares of Common Stock offered hereby by (i) each of the Company's Named Executive Officers, (ii) each of the Company's directors, (iii) each holder of more than 5% of the Company's Common Stock and (iv) all current directors and executive officers as a group.

<TABLE>
<CAPTION>

BENEFICIAL OWNERS	SHARES BENEFICIALLY OWNED(1)	PERCENT BENEFICI PRIOR TO OFFERING
<S>	<C>	<C>
Joel A. Ronning (2) (3)	3,591,841	25.55

c/o Digital River, Inc. 5198 West 76th Street Edina, Minnesota 55439		
Tech Squared, Inc. (3) 5198 West 76th Street, Suite 220 Edina, Minnesota 55439	3,200,000	23.30
Fujitsu Limited 1-1 Kamikodanaka 4-Chome Nakahara-Ku Kawasaki 211 Japan	2,193,333	15.97
Christopher J. Sharples (4) GMI Ltd. 25 Dowgate Hill London EC4R 2GN United Kingdom	1,334,666	9.65
Wasserstein Adelson Ventures, L.P. (5) 31 West 52nd Street New York New York 10019	1,150,000	8.28
Draper M. Jaffray (6)	21,732	*
Timothy C. Choate (7)	5,000	*
Thomas P. Madison (8)	88,533	*
Charles E. Reese, Jr. (9)	13,800	*
Perry W. Steiner (10)	275,000	1.96
J. Paul Thorin (11)	13,800	*
All directors and executive officers as a group (13 persons) (12)	5,415,611	37.11

</TABLE>

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* Represents beneficial ownership of less than 1% of the outstanding shares of the Company's Common Stock.

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Beneficial ownership also includes shares of Stock subject to options and warrants currently exercisable or exercisable within 60 days of August 6, 1998. Percentage of beneficial ownership is based on 13,734,047 shares of Common Stock outstanding as of August 6, 1998 and 16,734,047 shares of Common Stock outstanding after the completion of this offering.

<PAGE>

(2) Includes 321,666 shares Mr. Ronning has the right to acquire pursuant to options exercisable within 60 days of August 6, 1998.

(3) Includes 3,200,000 shares MacUSA, Inc., a wholly-owned subsidiary of Tech Squared, has the right to acquire from Mr. Ronning pursuant to a stock option agreement entered into between Mr. Ronning and MacUSA, Inc. in December 1995. During the term of the option, Mr. Ronning has agreed to vote such 3,200,000 shares at the discretion of MacUSA, Inc.

(4) Includes 541,666, 166,666 and 526,133 shares registered in the name of Latour Trustees (Jersey) Limited, Latour Trustees (Jersey) Limited and Mark Henry Murray as Trustees of the Murray 1987 Settlement and Wilbro Nominees Limited, respectively. Of the 541,666 shares of Common Stock registered in the name of Latour Trustees (Jersey) Limited, 41,666 of such shares are held by Mr. Sharples' wife. Of the 526,333 shares of Common Stock registered in the name of Wilbro Nominees Limited, 5,000 of such shares are held by Mr. Sharples' children. Also includes 100,000 shares Mr. Sharples has the right to acquire pursuant to a warrant exercisable within 60 days of August 6, 1998.

(5) Includes 50,000 shares Wasserstein Adelson Ventures, L.P. has the right to acquire pursuant to a warrant exercisable within 60 days and 100,000 shares issuable to Wasserstein Adelson Ventures, L.P. pursuant to a warrant which is exercisable upon the completion of the Company's initial public offering.

(6) Includes 20,066 shares issuable upon exercise of options exercisable within 60 days of August 6, 1998.

(7) Includes 5,000 shares issuable upon exercise of options exercisable within 60 days of August 6, 1998.

(8) Includes 55,200 shares issuable upon exercise of options exercisable within 60 days of August 6, 1998.

(9) Includes 13,800 shares issuable upon exercise of options exercisable within 60 days of August 6, 1998.

(10) Includes 137,500 shares issuable upon exercise of options exercisable within 60 days of August 6, 1998 and 137,500 shares issuable to Mr. Steiner pursuant to an option which is exercisable upon the earlier of (i) the occurrence of certain events related to Mr. Steiner's relocation or (ii) on the third anniversary of his first day of employment. Subsequent to accepting employment with the Company in July 1993. Mr. Steiner has submitted his resignation to Wasserstein Perella & Co., Inc. and Wasserstein Perella Ventures, Inc., the general partner of Wasserstein Adelson Ventures, L.P. Mr. Steiner disclaims beneficial ownership of the shares held by Wasserstein Adelson Ventures, L.P. except to the extent of his pecuniary interest therein.

(11) Includes 13,800 shares issuable upon exercise of options exercisable within 60 days of August 6, 1998.

(12) Includes 757,531 shares issuable upon exercise of options exercisable within 60 days of August 6, 1998 and 100,000 shares subject to warrants.

<PAGE>

DESCRIPTION OF CAPITAL STOCK

Upon the closing of this offering, the authorized capital stock of the Company will consist of 45,000,000 shares of Common Stock, par value $0.01 per share, and 5,000,000 shares of Preferred Stock, par value $0.01 per share ("Preferred Stock").

COMMON STOCK

As of August 6, 1998, there were 13,734,047 shares of Common Stock outstanding held of record by approximately 122 stockholders (which includes shares of Preferred Stock that will be converted into Common Stock upon completion of this offering).

The holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of the stockholders. Subject to preferences that may be applicable to any outstanding shares of the Preferred Stock, the holders of Common Stock are entitled to receive ratably such dividends as may be declared by the Board of Directors out of funds legally available therefor. See "Dividend Policy." In the event of a liquidation, dissolution, or winding up of the Company, holders of the Common Stock are entitled to share ratably in all assets remaining after payment of liabilities. Holders of Common Stock have no preemptive rights and no right to convert their Common Stock into any other securities. There are no redemption or sinking fund provisions applicable to the Common Stock. All outstanding shares of Common Stock are, and all shares of Common Stock to be outstanding upon the completion of this offering will be, fully paid and non-assessable.

PREFERRED STOCK

Upon the closing of this offering, the Board of Directors will have the

authority, without further action by the stockholders, to issue up to 5,000,000 shares of Preferred Stock, $0.01 par value, in one or more series and to fix the designations, powers, preferences, privileges, and relative participating, optional, or special rights and the qualifications, limitations, or restrictions thereof, including dividend rights, conversion rights, voting rights, terms of redemption and liquidation preferences, any or all of which may be greater than the rights of the Common Stock. The Board of Directors, without stockholder approval, can issue Preferred Stock with voting, conversion, or other rights that could adversely affect the voting power and other rights of the holders of Common Stock. Preferred Stock could thus be issued with terms calculated to delay or prevent a change in control of the Company or make removal of management more difficult. Additionally, the issuance of Preferred Stock may have the effect of decreasing the market price of the Common Stock, and may adversely affect the voting and other rights of the holders of Common Stock. Upon the completion of this offering, there will be no shares of Preferred Stock outstanding and the Company has no current plans to issue any of the Preferred Stock.

WARRANTS

As of August 6, 1998, the Company had outstanding warrants to purchase an aggregate of 803,008 shares of the Company's Common Stock. The warrants expire at various times ranging from December 2001 to May 2003. Generally, each warrant contains provisions for the adjustment of the exercise price and the aggregate number of shares issuable upon the exercise of the warrant under certain circumstances, including stock dividends, stock splits, reorganizations, reclassifications, consolidations and certain dilutive issuances of securities at prices below the then existing warrant exercise price. All warrants are currently exercisable, except for one warrant to purchase 100,000 shares, which only becomes exercisable upon the completion of the Company's initial public offering.

REGISTRATION RIGHTS

Pursuant to agreements between the Company and the holders (or their permitted transferees) ("Holders") of approximately 8,081,506 shares of Common Stock (assuming the conversion of all outstanding Preferred Stock upon the completion of this offering) and options and warrants to purchase 1,034,416 shares of Common Stock, the Holders are entitled to certain rights with respect to the registration of such shares under the Securities Act. If the Company proposes to register its Common Stock under the Securities Act, subject to certain exceptions, the Holders are entitled to notice of the registration and are entitled at the Company's expense to include such shares therein, provided that the managing underwriters have the right to limit the number of such shares included in the registration. The Holders do not have registration rights with respect to this offering. In addition, certain of the Holders may require the Company, at its expense, on no more than one occasion, to file a registration statement under the Securities Act with respect to their shares of Common Stock. Such rights may not be exercised until six months after the completion of this offering. Further, Holders may require the Company, once every 12 months and at the Company's expense, to register the shares on Form S-3 when such form becomes available to the Company, subject to certain conditions and limitations.

DELAWARE LAW AND CERTAIN CHARTER PROVISIONS

The Company is subject to the provisions of Section 203 of the Delaware General Corporation Law, an anti-takeover law. In general, the statute prohibits a publicly-held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. For purposes of Section 203, a "business combination" includes a merger, asset sale or other transaction resulting in a financial benefit to the interested stockholder, and an "interested stockholder" is a person who, together with affiliates and associates, owns (or within three years prior, did own) 15% or more of the corporation's voting stock.

The Company's Restated Certificate of Incorporation and Bylaws also require that, effective upon the closing of this offering, any action required or permitted to be taken by stockholders of the Company must be effected at a duly called annual or special meeting of the stockholders and may not be effected by a consent in writing. In addition, special meetings of the stockholders of the Company may be called only by the Board of Directors, the Chairman of the Board or the Chief Executive Officer of the Company. The Company's Restated Certificate of Incorporation also provides for the classification of the Board of Directors into three classes, only one of which will be elected at each annual meeting, and specifies that the authorized number of directors may be changed only by resolution of the Board of Directors. These provisions, which require the vote of stockholders holding at least two-thirds of the outstanding shares to amend, may have the effect of deterring hostile takeovers or delaying changes in control or management of the Company. See "Management--Board Composition."

TRANSFER AGENT AND REGISTRAR

Norwest Bank Minnesota, N.A. has been appointed as the transfer agent and registrar for the Company's Common Stock.

SHARES ELIGIBLE FOR FUTURE SALE

Upon the completion of this offering, the Company will have outstanding 16,734,047 shares of Common Stock, based on the number of shares of Common Stock outstanding as of August 6, 1998, assuming (i) the issuance by the Company of shares of Common Stock offered hereby, (ii) the automatic conversion of all outstanding shares of series A Preferred Stock into Common Stock upon the completion of this offering, (iii) no exercise of options, warrants or other obligations to issue shares after August 6, 1998 and (iv) no exercise of the Underwriters' over-allotment option to purchase 450,000 shares of Common Stock, except as otherwise noted. Of these shares, the 3,000,000 shares sold in this offering will be freely tradable without restriction under the Securities Act. The remaining 13,734,047 shares of Common Stock held by existing stockholders are restricted securities in that they may be sold in the public market only if registered or if they qualify for an exemption from registration under the Securities Act or Rules 144, 144(k) or 701 or Regulation S as promulgated under the Securities Act. Holders, including all officers and directors, of 12,466,456 shares of the Company's Common Stock and an additional 1,282,675 shares issuable upon exercise of warrants and vested options have agreed with the representatives of the Underwriters, subject to certain exceptions, not to offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, any shares of Common Stock or any securities convertible into or exercisable or exchangeable for Common Stock (whether such shares or any such securities are then owned by such person or are thereafter acquired directly from the Company), or to enter into any swap or similar arrangement that transfers, in whole or in part, the economic risks of ownership of the Common Stock, without the prior written consent of BT Alex. Brown Incorporated for a period of 180 days after the date of the Prospectus (the "Lock-Up Agreements"). As a result of such contractual restrictions and the provisions of Rule 144 and 701 or Regulation S, additional shares will be available for sale in the public market, subject to presentation of evidence satisfactory to the Company, including an opinion of counsel acceptable to the Company, that such sales may be made without registration pursuant to the Securities Act as follows: (i) 693,454 shares of Common Stock currently outstanding will be available for sale into the public market following the effectiveness of this Registration Statement, (ii) 146,666 shares of Common Stock currently outstanding and 19,342 shares of Common Stock issuable upon exercise of currently outstanding options will be eligible for sale 90 days after the date of this Prospectus, (iii) 8,415,048 restricted securities will be eligible for sale 180 days after the date of this Prospectus and (iv) the remainder of the restricted securities will be eligible for sale from time to time thereafter upon expiration of their respective one-year holding periods.

In general, under Rule 144 as currently in effect, beginning 90 days after the date of this Prospectus, any holder, including an affiliate of the Company, of restricted securities as to which at least one year has elapsed since the later of the date of the holder's acquisition of such shares from the Company or from an affiliate, would be entitled within any three-month period to sell a number of shares that does not exceed the greater of 1% of the then outstanding

shares of Common Stock (approximately 167,340 shares immediately after the closing of this offering assuming no exercise of the Underwriters' over-allotment option) or the average weekly trading volume of the Common Stock on the Nasdaq National Market during the four calendar weeks preceding the date on which notice of the sale is filed with the Commission. Sales under Rule 144 are subject to certain requirements relating to manner of sale, notice and availability of current public information about the Company. However, a person (or persons whose shares are aggregated) who is not deemed to have been an affiliate of the Company at any time during the 90 days immediately preceding the sale and who beneficially owns restricted securities is entitled to sell such shares under Rule 144(k) without regard to the limitations described above, provided that at least two years have elapsed since the later of the date the shares were acquired from the Company or from an affiliate of the Company. The foregoing is a summary of Rule 144 and is not intended to be a complete description of that rule.

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Subject to certain limitations on the aggregate offering price of a transaction and other conditions, Rule 701 may be relied upon with respect to the resale of securities originally purchased from the Company by its employees, directors, officers, consultants or advisers prior to the closing of this offering, pursuant to written compensatory benefit plans or written contracts relating to the compensation of such persons. In addition, the Commission has indicated that Rule 701 will apply to stock options granted by the Company before this offering, along with the shares acquired upon exercise of such options. Securities issued in reliance on Rule 701 are deemed to be restricted securities and, beginning 90 days after the date of this Prospectus (unless subject to the contractual restrictions described above), may be sold by persons other than affiliates, subject only to the manner of sale provisions of Rule 144 and by affiliates under Rule 144 without compliance with its one-year minimum holding period requirements.

The Company intends to file a registration statement on Form S-8 under the Securities Act covering shares of Common Stock reserved for issuance under the 1998 Stock Option Plan and also shares of Common Stock issuable upon exercise of options granted outside the 1998 Stock Option Plan. See "Management--Employee Benefit Plans." Such registration statement is expected to be filed and become effective not earlier than 180 days after the effective date of this offering. Accordingly, shares registered under such registration statement will, subject to rule 144 volume limitations applicable to affiliates of the Company, be available for sale in the open market, unless such shares are subject to vesting restrictions with the Company. As of August 6, 1998, options to purchase 2,291,755 shares of Common Stock were issued and outstanding. See "Management--Employee Benefit Plans."

Prior to this offering, there has been no public market for the Company's Common Stock, and there can be no assurance that an active public market for the Common Stock will develop or will continue after this offering or that the market price of the Common Stock will not decline below the initial public offering price. Future sales of substantial amounts of Common Stock in the public market could adversely affect market prices prevailing from time to time. As described herein, only a limited number of shares will be available for sale shortly after this offering because of certain contractual and legal restrictions on resale. Sales of substantial amounts of Common Stock of the Company in the public market after the restrictions lapse could adversely affect the prevailing market price and the ability of the Company to raise equity capital in the future.

<PAGE>

UNDERWRITING

Subject to the terms and conditions of the Underwriting Agreement (the "Underwriting Agreement"), the underwriters named below (the "Underwriters"), through their representatives BT Alex. Brown Incorporated, BancAmerica Robertson Stephens and Bear, Stearns & Co. Inc. (the "Representatives"), have severally agreed to purchase from the Company the following respective numbers of shares of Common Stock at the initial public offering price less the underwriting discounts and commissions set forth on the cover page of this Prospectus.

<TABLE>
<CAPTION>

UNDERWRITER	NUMBER OF SHARES
<S>	<C>
BT Alex. Brown Incorporated	
BancAmerica Robertson Stephens	
Bear, Stearns & Co. Inc.	
Total	3,000,000

</TABLE>

The Underwriting Agreement provides that the obligations of the Underwriters are subject to certain conditions precedent and that the Underwriters will purchase all of the shares of Common Stock offered hereby if any of such shares are purchased.

The Company has been advised by the Representatives that the Underwriters propose to offer the shares of Common Stock to the public at the initial public offering price set forth on the cover page of this Prospectus and to certain dealers at such price less a concession not in excess of $ per share. The Underwriters may allow, and such dealers may re-allow, a concession not in excess of $ per share to certain other dealers. After the initial public offering, the offering price and other selling terms may be changed by the Representatives.

The Company has granted the Underwriters an option, exercisable not later than 30 days after the date of this Prospectus, to purchase up to 450,000 additional shares of Common Stock at the initial public offering price less the underwriting discounts and commissions set forth on the cover page of this Prospectus. To the extent that the Underwriters exercise such option, each of the Underwriters will have a firm commitment to purchase approximately the same percentage thereof that the number of shares of Common Stock to be purchased by it in the above table bears to 3,000,000, and the Company will be obligated, pursuant to the option to sell such shares to the Underwriters. The Underwriters may exercise such option only to cover over-allotments made in connection with the sale of the Common Stock offered hereby. If purchased, the Underwriters will offer such additional shares on the same terms as those on which the 3,000,000 shares are being offered.

The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

Each of the officers and directors and certain stockholders of the Company, holding in the aggregate 12,466,456 shares of Common Stock, have agreed not to offer, sell, contract to sell or otherwise dispose of (or enter into any transaction which is designed to, or could be expected to, result in the disposition of any portion of) any Common Stock for a period of 180 days after the date of this Prospectus, without the prior written consent of BT Alex. Brown Incorporated. Such consent may be given at any time without public notice. The Company has entered into a similar agreement, except that it may issue, and grant options or warrants to purchase, shares of Common Stock or any securities convertible into, exercisable for or exchangeable for shares of Common Stock, pursuant to the exercise of outstanding options and warrants and the Company's issuance of options and stock granted under the existing stock and stock purchase plans.

The Representatives have advised the Company that the Underwriters do not intend to confirm sales to any account over which they exercise discretionary authority.

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Prior to this offering, there has been no public market for the Common Stock of the Company. Consequently, the initial public offering price for the Common Stock has been determined by negotiation among the Company and the

Representatives. Among the factors considered in such negotiations were prevailing market conditions, the results of operations of the Company in recent periods, the market capitalizations and stages of development of other companies which the Company and the Representatives believe to be comparable to the Company, estimates of the business potential of the Company, the present stage of the Company's development and other factors deemed relevant.

In order to facilitate the offering of the Common Stock, the Underwriters may engage in transactions that stabilize, maintain or otherwise affect the market price of the Common Stock. Specifically, the Underwriters may over-allot shares of the Common Stock in connection with this offering, thereby creating a short position in the Underwriters' syndicate account. Additionally, to cover such over-allotments or to stabilize the market price of the Common Stock, the Underwriters may bid for, and purchase, shares of the Common Stock in the open market. Any of these activities may maintain the market price of the Common Stock at a level above that which might otherwise prevail in the open market. The Underwriters are not required to engage in these activities, and, if commenced, any such activities may be discontinued at any time. The Representatives, on behalf of the Underwriters, also may reclaim selling concessions allowed to an Underwriter or dealer, if the syndicate repurchases shares distributed by that Underwriter or dealer.

LEGAL MATTERS

The validity of the Common Stock offered hereby will be passed upon for the Company by Cooley Godward LLP, Palo Alto and San Francisco, California. Certain legal matters related to the offering will be passed upon for the Underwriters by Wilson Sonsini Goodrich & Rosati, Professional Corporation, Palo Alto, California.

EXPERTS

The financial statements of the Company as of December 31, 1996 and 1997, and for each of the years in the three year period ended December 31, 1997 included in this Prospectus and elsewhere in the Registration Statement have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto, and are included herein in reliance upon the authority of said firm as experts in giving said report.

ADDITIONAL INFORMATION

The Company has filed with the Securities and Exchange Commission (the "Commission"), Washington, D.C. 20549, a Registration Statement on Form S-1 under the Securities Act with respect to the shares of Common Stock offered hereby. This Prospectus does not contain all the information set forth in the Registration Statement and the exhibits and schedules thereto. For further information with respect to the Company and such Common Stock, reference is made to the Registration Statement and to the exhibits and schedules filed therewith. Statements contained in this Prospectus as to the contents of any contract or other document referred to are not necessarily complete, and in each instance reference is made to the copy of such contract or other document filed as an exhibit to the Registration Statement, each such statement being qualified in all respects by such reference. A copy of the Registration Statement may be inspected by anyone without charge at the Commission's principal office in Washington, D.C., and copies of all or any part of the Registration Statement may be obtained from the Public Reference Section of the Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, upon payment of certain fees prescribed by the Commission. The Commission also maintains a World Wide Web site that contains reports, proxy and information statements and other information regarding registrants, such as the Company, that file electronically with the Commission. The address of the site is www.sec.gov.

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Consolidated Statements of Stockholders' Equity (Deficit) for the years ended December 31, 1995, 1996, and for the six months ended June 30, 1998 (unaudited).....
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REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To Digital River, Inc.:

We have audited the accompanying consolidated balance sheets of Digital River, Inc. and Subsidiaries as of December 31, 1996 and 1997, and the related consolidated statements of operations, stockholders' equity (deficit) and cash flows for each of the three years in the period ended December 31, 1997. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Digital River, Inc. and Subsidiaries as of December 31, 1996 and 1997, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1997, in conformity with generally accepted accounting principles.

ARTHUR ANDERSEN LLP

Minneapolis, Minnesota,
March 6, 1998 (except with respect to
the reverse stock split described
in Note 3, as to which the date is July 14, 1998)

<PAGE>

DIGITAL RIVER, INC.

CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT SHARE DATA)

<TABLE>
<CAPTION>

	DECEMBER 31,		
	1996	1997	JUNE 30, 1998
			(UNAUDITED)
<S>	<C>	<C>	<C>
ASSETS			

Current assets:			
Cash and cash equivalents	$ 800	$ 2,126	$ 4,755
Short-term investments	--	--	4,934
Accounts receivable, net allowance of $0, $20 and $82	4	94	196
Prepaid expenses and other	5	100	381
Total current assets	809	2,320	10,266
Property and equipment:			
Property and equipment	115	1,035	2,553
Accumulated depreciation	(8)	(132)	(284)
Net property and equipment	107	903	2,269
Other assets	286	182	162
Total assets	$ 1,202	$ 3,405	$ 12,697
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)			
Current liabilities:			
Convertible debentures	$ 998	$ --	$ --
Accounts payable	112	720	1,844
Accrued payroll	30	197	467
Due to related party	67	46	55
Other accrued liabilities	53	113	48
Total current liabilities	1,260	1,076	2,414
Commitments and contingencies (Note 6)			
Stockholders' equity (deficit):			
Preferred stock, $.01 par value; 1,500,000 shares authorized; 1,500,000 shares of Series A preferred stock issued and outstanding	--	--	15
Common stock, $.01 par value; 66,666,667 shares authorized; 5,333,333, 9,241,081, 12,713,715 and 13,713,715 shares issued and outstanding	53	92	127
Additional paid-in capital	729	6,562	21,728
Deferred compensation	--	--	(1,910)
Accumulated deficit	(840)	(4,325)	(9,677)
Total stockholders' equity (deficit)	(58)	2,329	10,283
Total liabilities and stockholders' equity (deficit)	$ 1,202	$ 3,405	$ 12,697

</TABLE>

The accompanying notes are an integral part of these consolidated balance sheets.

<PAGE>

DIGITAL RIVER, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT PER SHARE DATA)

<TABLE>
<CAPTION>

	FOR THE YEAR ENDED DECEMBER 31,			FOR THE SIX MONTHS EN JUNE 30,	
	1995	1996	1997	1997	1998
				(UNAUDITED)	(UNAUDIT
<S>	<C>	<C>	<C>	<C>	<C>
Sales	$ --	$ 111	$ 2,472	$ 461	$ 5,7
Cost of sales	--	95	2,052	379	4,7
Gross profit	--	16	420	82	9
Operating expenses:					
Sales and marketing	3	60	1,501	629	3,4
Product development and operations	130	230	1,528	415	1,6
General and administrative	32	415	929	233	1,4
Total operating expenses	165	713	3,958	1,277	6,4
Loss from operations	(165)	(697)	(3,538)	(1,195)	(5,5
Interest income, net	22	8	53	19	1
Net loss	$ (143)	$ (689)	$ (3,485)	$ (1,176)	$ (5,3
Basic and diluted net loss per share	$ (0.03)	$ (0.13)	$ (0.46)	$ (0.18)	$ (0.
Basic and diluted weighted average common shares outstanding	5,333	5,333	7,514	6,438	11,2

</TABLE>

The accompanying notes are an integral part of these consolidated financial statements.

<PAGE>

DIGITAL RIVER, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

(IN THOUSANDS)

<TABLE>
<CAPTION>

	PREFERRED STOCK		COMMON STOCK		PAID-IN	DEFERRED
	SHARES	AMOUNT	SHARES	AMOUNT	CAPITAL	COMPENSATION
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Balance, December 31, 1994	--	$--	5,333	$ 53	$ 725	$--
Net loss	--	--	--	--	--	--
Balance, December 31, 1995	--	--	5,333	53	725	--
Issuance of warrant in exchange for financing services	--	--	--	--	4	--
Net loss	--	--	--	--	--	--
Balance, December 31, 1996	--	--	5,333	53	729	--
Convertible debentures exchanged for common stock	--	--	1,010	10	987	--
Sales of common stock	--	--	2,031	20	4,746	--
Common stock issued in Fujitsu agreement	--	--	60	1	100	--
Net loss	--	--	--	--	--	--
Balance, December 31, 1997	--	--	9,202	92	6,562	--
Sales of common stock (unaudited)	--	--	3,472	35	9,757	--
Sales of preferred stock (unaudited)	1,500	15	--	--	2,010	--

Deferred compensation related to stock options and warrants (unaudited)	--	--	--	--	2,599	(2,599)
Deferred compensation expense (unaudited)	--	--	--	--	--	689
Net loss (unaudited)	--	--	--	--	--	--
Balance, June 30, 1998 (unaudited)	1,500	$ 15	12,714	$127	$21,728	$(1,910)

</TABLE>

The accompanying notes are an integral part of these consolidated financial statements.

<PAGE>

DIGITAL RIVER, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(IN THOUSANDS)

<TABLE>
<CAPTION>

	FOR THE YEAR ENDED DECEMBER 31,			FOR THE SIX M JUNE
	1995	1996	1997	1997
				(UNAUDITED)
<S>	<C>	<C>	<C>	<C>
Operating activities:				
Net loss	$ (143)	$ (609)	$ (3,485)	$ (1,176)
Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation and amortization	5	35	195	59
Deferred compensation expense	--	--	--	--
Common stock granted to Fujitsu	--	--	101	--
Change in operating assets and liabilities:				
Accounts receivable and prepaid expenses	1	(9)	(184)	(35)
Accounts payable	(9)	108	607	50
Accrued payroll and other accrued liabilities	4	79	227	74
Due to related party	--	67	(21)	(39)
Net cash used in operating activities	(142)	(409)	(2,560)	(1,067)
Investing activities:				
Purchases of short-term investments	--	--	--	--
Purchases of equipment	(9)	(105)	(920)	(324)
Patent acquisition costs	(41)	(28)	(64)	(42)
Net cash used in investing activities	(50)	(133)	(984)	(366)
Financing activities:				
Sales of preferred and common stock	--	--	4,774	1,776
Proceeds from convertible debentures	--	990	147	--
Payment of debt issuance costs and other	--	(143)	(51)	--
Net cash provided by financing activities	--	855	4,870	1,776
Net increase (decrease) in cash and cash equivalents	(192)	313	1,326	343
Cash and cash equivalents, beginning of period	679	467	800	800
Cash and cash equivalents, end of period	$ 487	$ 800	$ 2,126	$ 1,143
Noncash investing and financing activities:				
Convertible debentures exchanged for common stock, net of direct costs	$ --	$ --	$ 990	$ 990

</TABLE>

The accompanying notes are an integral part of these consolidated financial statements.

<PAGE>

DIGITAL RIVER, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1996 AND 1997
(INCLUDING DATA APPLICABLE TO UNAUDITED PERIODS)

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Digital River, Inc., a Delaware corporation, and its wholly owned subsidiaries (collectively, the Company) have developed a technology platform that allows it to provide a suite of electronic commerce services to its software publisher and online retailer clients, including electronic software delivery. Through contractual relationships with software publishers and online retailers, the Company offers software products for sale via the Internet.

The Company was incorporated in February 1994, and was considered a development stage company through August 1996. The Company conducted its first online sale through a clients' Web store in August 1996 and is still in the early stages of development. The Company has experienced significant losses since inception and has experienced significant negative cash flows from operations. The Company anticipates that operating expenses will continue to increase, resulting in continuing net losses and negative cash flows from operations for the foreseeable future.

The Company's prospects must be considered in light of the risks frequently encountered by companies in their early stage of development, particularly companies in new and rapidly evolving markets such as electronic commerce. To address these risks, the Company must, among other things, maintain existing and develop new relationships with independent software publishers and online retailers, maintain and increase its client base, implement and successfully execute its business and marketing strategy, continue to develop and upgrade its technology and transaction-processing systems, provide superior customer service and order fulfillment, respond to competitive developments, and attract, retain and motivate qualified personnel. There can be no assurance that the Company will be successful in addressing such risks, and the failure to do so could have a material adverse effect on the Company's business, financial condition and results of operations.

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Digital River, Inc. and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

INTERIM FINANCIAL STATEMENTS

The consolidated balance sheet as of June 30, 1998 and the related consolidated statements of operations and cash flows for the six months ended June 30, 1997 and 1998, and the consolidated statement of stockholders' equity (deficit) for the six months ended June 30, 1998 are unaudited. Such unaudited statements have been prepared on the same basis as the audited consolidated financial statements and in the opinion of management include all adjustments (consisting of only normal recurring adjustments) necessary for the fair presentation of the results for the interim periods presented. The results of operations for the unaudited six months ended June 30, 1998 are not necessarily indicative of the results that may be expected for the entire 1998 fiscal year.

CASH AND CASH EQUIVALENTS

The Company considers all short-term, highly liquid investments, primarily money market accounts, that are readily convertible into known amounts of cash and that have original maturities of three months or less to be cash equivalents.

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DIGITAL RIVER, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1996 AND 1997
(INCLUDING DATA APPLICABLE TO UNAUDITED PERIODS)

(CONTINUED)

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (CONTINUED)

SHORT-TERM INVESTMENTS

At June 30, 1998, short-term investments represent U.S. government treasury bills maturing in less than one year and classified as available-for-sale. At June 30, 1998, amortized cost approximated fair value and unrealized gains and losses were insignificant.

PROPERTY AND EQUIPMENT

Property and equipment is stated at cost and is being depreciated under the straight-line method using lives of three to seven years. Impairment losses are recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amount. Impairment losses are measured by comparing the fair value of the assets, as determined by discounting the future cash flows at a market rate of interest, to their carrying amount.

PATENTS AND ORGANIZATION COSTS

The costs of developing patents are amortized over a three-year period utilizing the straight-line method of amortization once the patent application is filed. Organization costs are being amortized using the straight-line method over five years. Patents and organizational costs are included in other assets on the accompanying consolidated balance sheets, net of accumulated amortization of $33,000, $104,000 and $138,000 as of December 31, 1996, 1997 and June 30, 1998.

DEBT ISSUANCE COSTS

Debt issuance costs represent direct financing costs incurred in 1996 to issue convertible debentures. These costs totalling $147,413 are included in other assets as of December 31, 1996 and were offset against paid-in capital upon the conversion of the convertible debentures to common stock in 1997.

REVENUE RECOGNITION

The Company derives its revenue primarily from sales of third-party software. The Company has contractual relationships with its software publisher and online retailer clients which obligate the Company to pay to the client a specified percentage of each sale. Revenues from the sale of software products, net of estimated returns, are recognized upon either the electronic delivery or shipment of the physical product to the end-user. The amount payable to the software publisher or online retailer is reported as cost of sales. The Company bears full credit risk with respect to substantially all sales. For sales on consignment, the Company takes title to merchandise, charges the customer's credit card and arranges for a third party to complete delivery to the customer. The Company is at risk of loss for collecting all sales proceeds, delivery of the merchandise and returns from customers. The Company records the full sales amount as revenue upon verification of credit card authorization and shipment of the merchandise. Sales to foreign clients accounted for 32% and 31% of sales for the years ended December 31, 1996 and 1997, respectively, and 31% and 33% for each of the six months ended June 30, 1997 and 1998. One client accounted for 18%

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DIGITAL RIVER, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1996 AND 1997
(INCLUDING DATA APPLICABLE TO UNAUDITED PERIODS)

(CONTINUED)

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (CONTINUED)
of sales for the year ended December 31, 1997. For the six months ended June 30, 1998 there were two significant clients which comprised 15% and 10% of sales for the period.

ADVERTISING COSTS

The costs of advertising are charged to sales and marketing expense as incurred. For the years ended December 31, 1996 and 1997, the Company incurred advertising expense of $7,000 and $292,000, respectively. No advertising expense was incurred in 1995. Advertising expense totalled $167,000 and $1,109,000 for the six months ended June 30, 1997 and 1998.

PRODUCT DEVELOPMENT

Costs associated with the development of new products and services are charged to operations as incurred. Those costs totalled $130,000, $230,000, and $1,393,000 for the three years ended December 31, 1995, 1996 and 1997, respectively. Product development costs totalled $368,000 and $946,000 for the six months ended June 30, 1997 and 1998, respectively.

NET LOSS PER SHARE

The Company adopted Statement of Financial Accounting Standards (SFAS) No. 128, "Earnings per Share," during 1997. All prior loss per share amounts are presented in accordance with the new standard. Basic loss per common share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the year. The computation of diluted earnings per common share, formerly referred to as fully diluted earnings per share, is similar to the computation of basic loss per common share, except that the denominator is increased for the assumed conversion of convertible securities and the exercise of dilutive options using the treasury stock method. The weighted average shares used in computing basic and diluted loss per share were the same for the three years ended December 31, 1995, 1996 and 1997 and the six months ended June 30, 1997 and 1998. Options, warrants and the Series A Preferred Stock totalling 0, 344,210, 1,056,642, 712,480 and 3,335,095 for the three years ended December 31, 1995, 1996 and 1997 and the six months ended June 30, 1997 and 1998, respectively, were excluded from the computation of earnings per share as their effect is antidilutive.

Pro forma net loss per share, assuming the conversion of all shares of Series A preferred stock, issued in April 1998, into common stock upon the consummation of the initial public offering, was $(0.46) for the six months ended June 30, 1998.

USE OF ESTIMATES

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Ultimate results could differ from those estimates.

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DIGITAL RIVER, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1996 AND 1997
(INCLUDING DATA APPLICABLE TO UNAUDITED PERIODS)

(CONTINUED)

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

(CONTINUED)

RECENT ACCOUNTING PRONOUNCEMENTS

The Financial Accounting Standards Board has released SFAS No. 130, "Reporting Comprehensive Income," effective for the fiscal years beginning after December 15, 1997. SFAS No. 130 establishes standards for reporting and display in the financial statements of total net income and the components of all other nonowner changes in equity, referred to as comprehensive income. The Company adopted SFAS No. 130 on January 1, 1998. There was no impact to the Company as a result of the adoption of SFAS No. 130, as there is no difference between the Company's net loss reported and the comprehensive net loss for SFAS No. 130 for the periods presented.

In March 1998, the Accounting Standards Executive Committee of the American Institute of Certified Public Accountants (AICPA) issued Statement of Position (SOP) 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use," which is effective for fiscal years beginning after December 15, 1998. SOP 98-1 provides guidance on accounting for the costs of computer software developed or obtained for internal use. The Company believes that the adoption of SOP 98-1 will have no material impact on its financial condition or results of operations.

During April 1998, the Accounting Standards Executive Committee of the AICPA issued SOP 98-5, "Reporting on the Costs of Start-Up Activities," which is effective for fiscal years beginning after December 15, 1998. SOP 98-5 requires companies to expense as incurred all start-up, preopening, and organizational costs that are not otherwise capitalizable as long-lived assets. The Company believes that the adoption of SOP 98-5 will have no material impact on its financial condition or results of operations.

2. INCOME TAXES:

Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities using currently enacted tax rates. No income taxes were paid in any of the years presented.

As of December 31, 1997, the Company had net operating loss carryforwards of approximately $4,300,000. These income tax net operating loss carryforwards expire beginning in the year 2009. Because of the uncertainty of future profitability, a valuation allowance equal to the deferred tax asset has been recorded.

The components of deferred income taxes are as follows:

<TABLE>
<CAPTION>

	1996	1997
	(IN THOUSANDS)	
<S>	<C>	<C>
Net operating loss carryforwards	$ 294	$ 1,489
Nondeductible reserves and accruals	3	11
Depreciation and amortization	5	5
Valuation allowance	(302)	(1,505)
	$ --	$ --

</TABLE>

<PAGE>

(CONTINUED)

2. INCOME TAXES: (CONTINUED)

Ownership changes resulting from the conversion of debentures to common stock and the issuance of additional equity will limit future annual realization of the tax net operating loss carryforwards to a specified percentage of the value of the Company under Section 382 of the Internal Revenue Code.

3. STOCKHOLDERS' EQUITY:

STOCK SPLITS

The Company effected an 8-for-1 split of its common stock in September, 1997 in the form of a stock dividend and on July 14, 1998 the Company declared a 2-for-3 reverse stock split of its common stock. All common share, per share and weighted average share information has been restated to reflect the splits.

SERIES A PREFERRED STOCK

Series A preferred stock is convertible into common stock on a 2-for-3 basis at the option of the holder. Upon the consummation of the Company's first underwritten stock offering, the Series A preferred stock will be automatically converted to common stock. Unaudited pro forma stockholders' equity reflects the assumed conversion of the preferred stock into common stock as of June 30, 1998.

Each share of Series A preferred stock has voting rights equivalent to common shares. The Series A preferred stock also has a liquidation preference at a fixed amount over common shares. Dividends are payable only to the extent that dividends are declared on the Company's common stock.

CONVERTIBLE DEBENTURES

During 1996 the Company issued convertible debentures totalling $990,000. These debentures were converted to common stock in February 1997 at a conversion rate of $1.13 per share.

WARRANTS

Warrants to purchase 263,832 shares of common stock issued principally in conjunction with sales of common stock at exercise prices ranging from $1.13 to $3.00 per share were outstanding as of December 31, 1997. All warrants are exercisable for a period of five years from their respective purchase dates. Warrants to purchase 803,008 shares of common stock at exercise prices ranging from $1.13 to $3.00 per share were outstanding as of June 30, 1998.

In connection with certain advisory services provided by the preferred stockholder to the Company, the Company issued a conditional warrant (the "Conditional Warrant") that is exercisable, at any time after the date of the Company's initial public offering and on or before the fifth anniversary of the initial public offering. If the Company consummates its initial public offering on or prior to December 31, 1998, the Conditional Warrant will represent the right to purchase 100,000 shares of Common Stock at $3.00 per share. If the Company consummates its initial public offering after December 31, 1998 but on or prior to March 31, 1999 at a price per share greater than $22.50, then the Conditional Warrant will represent the right to purchase 33,333 Shares of Common Stock at $3.00 per share. The conditional warrant has been included in the outstanding warrants as of June 30, 1998.

<PAGE>

(CONTINUED)

4. STOCK OPTIONS:

The Company's 1998 Stock Option Plan (the "Option Plan") was adopted by the Board of Directors in June 1998 as an amendment and restatement of the Amended and Restated 1994 Stock Option Plan which had been adopted in 1997. The Option Plan provides for the granting of stock options to purchase up to 2,333,333 shares of common stock. Options granted to employees under the plan expire no later than ten years after the date of grant. The exercise price must be at least 100% of the fair market value of the shares at the date of grant for incentive options. The Option Plan covers both incentive and nonstatutory stock options. Incentive stock options granted to employees who immediately before

such grant owned stock directly or indirectly representing more than 10% of the voting power of all the stock of the Company, expire no later than five years from the grant date unless the option exercise price is at least 110% of the fair market value of the stock.

A summary of change in outstanding options under the Option Plan is as follows:

<TABLE>
<CAPTION>

	OPTIONS OUTSTANDING	WEIGHTED AVERAGE $/SHARE
<S>	<C>	<C>
Balance, December 31, 1995	--	$ --
Grants	338,665	0.60
Balance, December 31, 1996	338,665	0.60
Grants	496,817	1.66
Cancelled	(42,672)	1.69
Balance, December 31, 1997	792,810	1.20
Grants (unaudited)	768,611	3.18
Cancelled (unaudited)	(29,334)	2.64
Balance, June 30, 1998 (unaudited)	1,532,087	$ 2.16

</TABLE>

A summary of information about stock options outstanding at December 31, 1997 is as follows:

<TABLE>
<CAPTION>

	OPTIONS OUTSTANDING			OPTIONS EXERCISABLE	
EXERCISE PRICE	NUMBER OUTSTANDING	WEIGHTED AVG. LIFE REMAINING		NUMBER EXERCISABLE	WEIGHTED AVG. PRICE
<S>	<C>	<C>		<C>	<C>
$ 0.38	239,999	4 years		186,666	$0.38
1.13	103,999	9 years		94,667	1.13
1.69	342,142	9.5 years		--	--
3.00	26,670	10 years		--	--
$ 0.38-3.00	792,810	8 years		281,333	$0.63

</TABLE>

The Company recorded deferred compensation for the difference between the grant price and the deemed fair value of the Company's common stock on options to purchase 457,803 shares at exercise prices of $3.00 to $9.00 during May and June 1998.

<PAGE>

(CONTINUED)

4. STOCK OPTIONS: (CONTINUED)

The Company has elected to apply the disclosure-only provisions of SFAS No. 123, "Accounting for Stock-Based Compensation." Accordingly, the Company accounts for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion (APB) No. 25, "Accounting for Stock Issued to Employees," and related interpretations. Compensation cost for stock options is measured as the excess, if any, of the fair value of the Company's common stock at the date of grant over the stock option exercise price. Had compensation costs for these plans been determined consistent with SFAS No. 123, the Company's net loss would have been adjusted to the following pro forma amounts:

<TABLE>
<CAPTION>

	1996	1997
	(IN THOUSANDS, EXCEPT PER SHARE DATA)	
<S>	<C>	<C>
Net loss:		
As reported	$ (689)	$ (3,485)
Pro forma	(704)	(3,565)
Basic and diluted net loss per share:		
As reported	(0.13)	(0.46)
Pro forma	(0.13)	(0.47)

</TABLE>

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions used: risk-free interest rates of 6%; no expected dividends; expected lives of five years; and a volatility factor of 1.1 and .7 in 1996 and 1997, respectively. The weighted average fair value of the options granted in 1996 and 1997 was $.48 and $1.04, respectively.

5. RELATED-PARTY TRANSACTIONS:

As of June 30, 1998, the Company's President owned 49% of Tech Squared, Inc. (Tech Squared) where he spends a portion of his time working as Tech Squared's Chairman. Tech Squared, through a wholly-owned subsidiary, holds an option to purchase 3,200,000 shares of the Company's common stock for $1.00 from the Company's President. The Company currently conducts its operations in leased facilities of Tech Squared. Rent and other direct expenses, including direct labor costs, paid to Tech Squared totalled $52,000 and $160,000 in 1996 and 1997, respectively. No amounts were due under this arrangement in 1995. Rent and other direct expenses totalled $48,000 and $124,000 for the six months ended June 30, 1997 and 1998.

During 1997, Tech Squared began performing fulfillment services for Digital River on physical shipments of products, for which Digital River pays Tech Squared a fulfillment fee. In 1997, Tech Squared billed Digital River $8,000 for these services. For the six months ended June 30, 1997 and 1998, the Company was billed $0 and $47,000 for such services.

In February 1998, two stockholders, one of which is a director of the Company, entered into an agreement with the Company whereby the stockholders will help establish and oversee the international operations for the Company for a term of three years. As consideration for entering into the agreement,

<PAGE>

(CONTINUED)

5. RELATED-PARTY TRANSACTIONS: (CONTINUED)
the stockholders each received warrants to purchase 100,000 shares of common stock, at $3.00 per share. Deferred compensation has been reflected for the estimated fair value of the services and will be recognized over the term of the agreement.

6. COMMITMENTS AND CONTINGENCIES:

In connection with an investment in the Company in 1994, Fujitsu Limited

(Fujitsu) obtained certain rights with respect to the Company's common stock and the operations of the Company's business. In December, 1997, in exchange for the issuance of 60,000 shares of the Company's common stock, Fujitsu agreed to relinquish its rights with certain exceptions. Fujitsu retained the right to designate one member to the Company's board of directors as long as its ownership percentage is not less than 10% of the Company's common stock, retained its prior share registration rights and retained certain technology rights. In 1997, the Company recorded a charge to expense for the fair value of the common shares issued totalling $101,250, based upon the most recent private placement price per share of $1.69. As of June 30, 1998, Fujitsu held 16% of the common stock of the Company.

The United States Department of State and Department of Commerce restrict the export of encrypting technology outside the United States. Although Digital River does not currently believe its method of conducting business is impacted to any significant degree by these restrictions, any significant change in these rules or interpretations or any failure by Digital River to comply with existing or future restrictions could have a material adverse impact on the business of Digital River.

YEAR 2000 COMPLIANCE. The Company uses a significant number of computer software programs and operating systems in its internal operations. The use of computer programs that rely on two-digit date programs to perform computations and decision-making functions may cause computer systems to malfunction in the year 2000 and lead to significant business delays and disruptions. While the Company believes that the software applications that it uses or has developed are year 2000 compliant, to the extent that any of these software applications contain source code that is unable to appropriately interpret the upcoming calendar year 2000, some level of modification or possible replacement of such source code or applications will be necessary. The Company has analyzed the software applications that it uses or has developed and, as a result, the Company at this time does not anticipate any significant expense in ensuring that they are year 2000 compliant. However, until the year 2000 arrives, the Company cannot be absolutely certain that its analysis is correct. The Company is currently unable to predict the extent to which the year 2000 issue will affect its clients or suppliers, or the extent to which it would be vulnerable to any failure by the clients or suppliers to remediate any year 2000 issues on a timely basis. The failure of a client or a major supplier subject to the year 2000 to convert its systems on a timely basis or a conversion that is incompatible with the Company's systems could have a material adverse effect on the Company's business, financial condition and results of operations. In addition the Company's business, financial condition and results of operations may be materially adversely affected to the extent its end-users are unable to use their credit cards due to the year 2000 issues that are not rectified by their credit card vendors.

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DIGITAL RIVER, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1996 AND 1997
(INCLUDING DATA APPLICABLE TO UNAUDITED PERIODS)

(CONTINUED)

7. SUBSEQUENT EVENT (UNAUDITED):

The Company has filed with the Securities and Exchange Commission a Form S-1 Registration Statement for the sale of 3,000,000 shares of common stock (excluding the underwriter's overallotment option to purchase an additional 450,000 shares of common stock). The proceeds from the offering will be used for general corporate purposes, including continued investment in product development, expansion of sales and marketing activities and working capital.

<PAGE>

[Illustrations]

PICTORIAL DEPICTION OF THE DIGITAL RIVER CLIENT NETWORK, DEPICTING HOW END-USERS ARE CONNECTED TO DIGITAL RIVER'S CMS THROUGH EITHER SOFTWARE PUBLISHER OR ONLINE RETAILER CLIENTS.

<PAGE>

NO DEALER, SALESPERSON OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED IN THIS PROSPECTUS, AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY OR ANY OF THE UNDERWRITERS. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OF ANY SECURITIES OTHER THAN THOSE TO WHICH IT RELATES OR AN OFFER TO SELL, OR A SOLICITATION OF AN OFFER TO BUY, TO ANY PERSON IN ANY JURISDICTION WHERE SUCH AN OFFER OR SOLICITATION WOULD BE UNLAWFUL. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY DATE SUBSEQUENT TO THE DATE HEREOF.

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UNTIL , 1998 (25 DAYS AFTER THE DATE OF THIS PROSPECTUS), ALL DEALERS EFFECTING TRANSACTIONS IN THE COMMON STOCK OFFERED HEREBY, WHETHER OR NOT PARTICIPATING IN THIS DISTRIBUTION, MAY BE REQUIRED TO DELIVER A PROSPECTUS WHEN ACTING AS UNDERWRITERS AND WITH RESPECT TO THEIR UNSOLD ALLOTMENTS OR SUBSCRIPTIONS.

3,000,000 SHARES

[LOGO]

COMMON STOCK

P R O S P E C T U S

BT ALEX. BROWN

BANCAMERICA ROBERTSON STEPHENS

BEAR, STEARNS & CO. INC.

, 1998

<PAGE>

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 13. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The following table sets forth all expenses, other than the underwriting discounts and commissions, payable by the Registrant in connection with the sale of the shares of Common Stock being registered. All the amounts shown are estimates except for the registration fee, the NASD filing fee and the Nasdaq National Market application fee.

<TABLE>

<S>	<C>
Registration fee	$ 13,028
NASD filing fee	4,916
Nasdaq National Market listing fee	95,000
Blue sky qualification fee and expenses	5,000
Printing and engraving expenses	115,000
Legal fees and expenses	350,000
Accounting fees and expenses	100,000
Transfer agent and registrar fees	10,000
Miscellaneous	7,056
Total	$ 700,000

</TABLE>

ITEM 14. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

As permitted by Section 145 of the Delaware General Corporation Law, the Bylaws of the Company provide that (i) the Company is required to indemnify its directors and executive officers to the fullest extent permitted by the Delaware General Corporation Law, (ii) the Company may, in its discretion, indemnify other officers, employees and agents as set forth in the Delaware General Corporation Law, (iii) to the fullest extent permitted by the Delaware General Corporation Law, the Company is required to advance all expenses incurred by its directors and executive officers in connection with a legal proceeding (subject to certain exceptions), (iv) the rights conferred in the Bylaws are not exclusive, (v) the Company is authorized to enter into indemnification agreements with its directors, officers, employees and agents and (vi) the Company may not retroactively amend the Bylaws provisions relating to indemnity.

The Company has entered into agreements with its directors and executive officers that require the Company to indemnify such persons against expenses, judgments, fines, settlements and other amounts that such person becomes legally obligated to pay (including expenses of a derivative action) in connection with any proceeding, whether actual or threatened, to which any such person may be made a party by reason of the fact that such person is or was a director or officer of the Company or any of its affiliated enterprises, provided such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company. The indemnification agreements also set forth certain procedures that will apply in the event of a claim for indemnification thereunder.

The Underwriting Agreement filed as Exhibit 1.1 to this Registration Statement provides for indemnification by the Underwriters of the Registrant and its officers and directors for certain liabilities arising under the Securities Act of 1933, as amended (the "Act"), or otherwise.

ITEM 15. RECENT SALES OF UNREGISTERED SECURITIES.

(a) Since February 9, 1994, the Registrant has sold and issued the following unregistered securities:

(1) From February 9, 1994 to August 6, 1998, the Company sold an aggregate of 12,734,047 shares of Common Stock to certain investors for an aggregate purchase price of $17,526,213.

<PAGE>

(2) From February 9, 1994 to August 6, 1998, the Company granted Stock options to employees, directors and consultants covering an aggregate of 2,305,421 shares of the Company's Common Stock (net of cancellations), at exercise prices varying from $0.38 to $8.50. To date there have been no exercise of any options.

(3) From February 9, 1994 to August 6, 1998, the Company has issued warrants to purchase 803,008 shares of Common Stock with a weighted average exercise price of $2.52.

(4) In April 1998, the Company sold 1,500,000 shares of the Company's Series A Preferred Stock (which will convert into 1,000,000 shares of Common Stock upon consummation of this offering) to Wasserstein Adelson Ventures, L.P. for an aggregate purchase price of $3,000,000.

The sales and issuances of securities in the transactions described above were deemed to be exempt from registration under the Act in reliance upon Section 4(2) of the Act, Regulation D promulgated thereunder, Regulation S promulgated thereunder, or Rule 701 promulgated under Section 3(b) of the Act, as transactions by an issuer not involving any public offering or transactions pursuant to compensatory benefit plans and contracts relating to compensation as provided under Rule 701. The recipients of securities in each such transaction represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof and appropriate legends were affixed to the securities issued in such transactions. All recipients had adequate access, through their relationship with the Company, to information about the Registrant.

(b) There were no underwritten offerings employed in connection with any of the transactions set forth in Item 15(a).

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) EXHIBITS.

<TABLE>
<CAPTION>

EXHIBIT NUMBER	DESCRIPTION OF DOCUMENT
<C>	<S>
**1.1	Form of Underwriting Agreement.
**3.1	Certificate of Incorporation of the Registrant, as currently in effect.
**3.2	Certificate of Amendment of Certificate of Incorporation of the Registrant, as currently in effect.
**3.3	Bylaws of the Registrant, as currently in effect.
**3.4	Form of Amended and Restated Certificate of Incorporation of the Registrant to be filed upon completion of this offering.
**3.5	Form of Amended and Restated Bylaws of the Registrant to be filed upon completion of this offering.
**3.6	Form of Certificate of Amendment of Certificate of Incorporation of the Registrant, to be filed prior to completion of this offering.
**4.1	Specimen Stock Certificate.
**5.1	Opinion of Cooley Godward LLP.

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**10.2 1998 Stock Option Plan.

***10.3 Distributor Agreement dated April 23, 1997 by and between Corel Corporation and the Registrant.
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<CAPTION>
EXHIBIT
NUMBER DESCRIPTION OF DOCUMENT
- ------ ----------

<C> <C>
**10.4 Employment and Non-Competition Agreement effective May 25, 1998 by and between Joel A. Ronning and the Registrant.

**10.5 Fujitsu Modification Agreement dated December 11, 1997 by and between Joel A. Ronning, the Registrant, Fujitsu Limited and MacUSA, Inc.

**10.6 Heads of Agreement for International Agreement dated February 25, 1998 by and between Christopher J. Sharples, David A. Taylor and the Registrant.

**10.7 Stock Subscription Warrant for Shares of Common Stock dated February 26, 1998 by and between Christopher Sharples and Registrant.

**10.8 Termination of Lease Letter dated April 30, 1998 by and between Tech Squared, Inc. and Registrant.

**10.9 Services Agreement dated July 30, 1998 by and between Tech Squared, Inc. and Registrant.

**10.10 Stock Option Agreement dated December 28, 1995 by and between Joel A. Ronning and MacUSA, Inc.

**10.11 Form of Registration Rights Agreement by and between Wasserstein Adelson Ventures, L.P., certain other investors and Registrant.

**10.12 Form of Conditional Warrant to Purchase Common Stock dated April 22, 1998 by and between Wasserstein Adelson Ventures, L.P. and Registrant.

**10.13 Form of Warrant to Purchase Common Stock by and between certain investors and Registrant.

**10.14 Form of Registration Rights Agreement by and between certain investors and Registrant.

**10.15 Consent to Assignment and Assumption of Lease dated April 22, 1998 by and between CSM Investors, Inc., IntraNet Integration Group, Inc. and Registrant.

**10.16 Employment Agreement effective July 30, 1998 by and between Perry W. Steiner and the Registrant.

**21.1 Subsidiaries of Digital River, Inc.

23.1 Consent of Independent Public Accountants.

**23.2 Consent of Cooley Godward LLP (reference is made to Exhibit 5.1).

**24.1 Power of Attorney. Reference is made to the signature page.

27.1 Financial Data Schedule.
</TABLE>

- ----------

* To be filed by amendment.

+ Confidential treatment requested for portions of these exhibits. Omitted portions have been filed separately with the Securities and Exchange Commission.

** Previously filed as an Exhibit to the Registration Statement.

(b) FINANCIAL STATEMENT SCHEDULES.

Schedules not listed above are omitted because they are not required, they are not applicable or the information is already included in the Consolidated Financial Statements or Notes thereto.

<PAGE>
ITEM 17. UNDERTAKINGS.

The undersigned Registrant hereby undertakes to provide the Underwriters at the closing specified in the Underwriting Agreement certificates in such denominations and registered in such names as required by the Underwriters to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers, and controlling persons of the Registrant pursuant to the provisions described in Item 14 or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned Registrant hereby undertakes that: (1) for purposes of determining any liability under the Act, the information omitted from the form of prospectus as filed as part of the registration statement in reliance upon Rule 430A and contained in the form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Act shall be deemed to be part of the registration statement as of the time it was declared effective, (2) for the purpose of determining any liability under the Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and this offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof, and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

<PAGE>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has caused this Amendment No. 4 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Edina, State of Minnesota, on the 11th day of August 1998.

DIGITAL RIVER, INC.

By: /s/ JOEL A. RONNING

Joel A. Ronning
CHIEF EXECUTIVE OFFICER AND DIRECTOR

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 4 to the Registration Statement has been signed below by the

following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ JOEL A. RONNING Joel A. Ronning	Chief Executive Officer and Director (Principal Executive Officer)	August 11, 1998
/s/ ROBERT E. STRAWMAN Robert E. Strawman	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	August 11, 1998
*PERRY W. STEINER Perry W. Steiner	President and Director	August 11, 1998
*THOMAS F. MADISON Thomas F. Madison	Director	August 11, 1998
*CHARLES E. REESE, JR. Charles E. Reese, Jr.	Director	August 11, 1998
*CHRISTOPHER J. SHARPLES Christopher J. Sharples	Director	August 11, 1998
*J. PAUL THORIN J. Paul Thorin	Director	August 11, 1998
*TIMOTHY C. CHOATE Timothy C. Choate	Director	August 11, 1998

<TABLE>
<S> <C> <C> <C>
*By: /s/ ROBERT E. STRAWMAN
Robert E. Strawman
(ATTORNEY-IN-FACT)
</TABLE>

<PAGE>

EXHIBIT INDEX

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(b) FINANCIAL STATEMENT SCHEDULES.

Schedules not listed above are omitted because they are not required, they are not applicable or the information is already included in the Consolidated Financial Statements or Notes thereto.

<PAGE>

Exhibit 23.1

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our report and to all references to our Firm included in or made a part of this registration statement.

/s/ ARTHUR ANDERSEN LLP

ARTHUR ANDERSEN LLP

Minneapolis, Minnesota
August 11, 1998

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Powered by: 10k WIZARD SEC POWER SEARCH

16 of 20 DOCUMENTS

Copyright 1996 Business Wire, Inc.
Business Wire

June 5, 1996, Wednesday

DISTRIBUTION: Business Editors & Computer Writers

LENGTH: 448 words

HEADLINE: Tech Squared Announces that New Web Site is Operational; Expects Digital River Site Up and Running by Mid-June

DATELINE: MINNEAPOLIS

BODY:

June 5, 1996--Tech Squared announced today that its World Wide Web site is now operational. The Web site, located at http://www.dtpdirect.com, operates as DTP Direct, the name under which Tech Squared sells mid- to high-end microcomputer hardware, software and peripherals directly to businesses in the desktop publishing, graphic arts and pre-press industries. This Web site will make it possible for Tech Squared clients to receive product and service information as well as order directly from the site.

Joel A. Ronning, President and Chief Executive Officer of Tech Squared, stated, "We are excited to be offering the customers of DTP Direct the convenience of digital information and commerce. We expect that this service will build current customer loyalty as well as introduce DTP Direct to new customers."

The Company also expects that a Digital River Web site will be up and available for clients and commerce on schedule (by mid-June). Tech Squared owns an option to purchase 60 percent of Digital River, Inc., for $ 1, from Mr. Ronning. Digital River is a developer of encryption software designed for computer network-based networks via the Internet and other mediums.

"DTP Direct will be the first of what we hope to be many clients on the Digital River site," Ronning stated. "Over the next 180 days we expect to be making a series of announcements detailing agreements with software manufacturers to become Digital River clients and take advantage of the digital distribution and commerce that the Web site can provide."

Tech Squared recently announced that it had successfully tested the Digital River Web site. The test of the site included the successful downloading of encrypted software and the deencryption of the software using technology that Digital River has developed. The company currently has seven pending patent applications having to do with proprietary delivery and encryption software techniques that support Internet and other applications.

Tech Squared, Inc. is an Edina, Minnesota-based national direct distributor of mid- to high-end microcomputer hardware, software and peripherals that sells directly to small- and medium-sized businesses in the desktop publishing, graphic arts and pre-press industries through its DTP Direct catalog. Tech Squared reported revenues in excess of $ 42 million for the twelve months ended December 31, 1995.

CONTACT: Karen Snedeker
Neuger Henry Bartkowski Public Relations
612/344-1000

LOAD-DATE: June 6, 1996

11 of 20 DOCUMENTS

Copyright 1996 PR Newswire Association, Inc.
PR Newswire

August 12, 1996, Monday

SECTION: Financial News

DISTRIBUTION: TO BUSINESS EDITOR

LENGTH: 416 words

HEADLINE: Digital River Announces First Encrypted Software Sale

DATELINE: MINNEAPOLIS, Aug. 12

BODY:

Digital River, Inc., announced today that the first software sale on the Internet using its encryption system was made by Casady & Greene on the first day that software provider's site was up and ready for business. Digital River's patent pending secure encryption technology allows software companies to market their software on the Internet and instantly deliver their products directly to customers through the Internet in an encrypted form. Digital River's service also handles the actual purchase transaction and captures a purchaser profile for the software vendor.

Digital River also announced that it has signed contracts for this service with two additional software companies, ImageXpress and Photosphere. ImageXpress developed ScanPrep Pro, a plug-in program that works with Photoshop to streamline the workflow for the prepress market, automating many of the scanning tasks. It was chosen Best PrePress product for 1995 by the editors of MacToday Magazine. Photosphere is a publisher of royalty-free stock photos which it has been marketing on CD-ROM and now will be able to market over the Internet through their web site, using Digital River's secure encryption technology.

Joel Ronning, president of Digital River, said, "The first sale of software over the Internet using our encryption technology is an important milestone for Digital River. The Internet is the most logical and efficient sales channel for software, and our encryption system allows software vendors to take advantage of that distribution method. ImageXpress and Photosphere join a growing list of software publishers who are eager to exploit the sales potential of the Internet using Digital River's encryption technology."

Digital River, Inc., based in Minneapolis, is 60 percent owned by Tech2, Inc. (OTC Bulletin Board: TSQD), also of Minneapolis, and 40 percent owned by Fujitsu Limited of Japan. The company has seven patents pending, covering digital delivery, commerce and encryption systems. Digital River has developed an encryption technology to enable the selling of digital data over the Internet while maintaining the security of that transaction. Also, one of Digital River's encryption technologies can be used to provide a "try-before- you-buy" option to software distributed over the Internet or through a variety of disk formats - floppy disks, hard disks, magneto optical disks, CD-ROM or zip disks.
SOURCE Digital River, Inc.
CONTACT: Shannon Burns of Swenson

LOAD-DATE: August 13, 1996

Web spoofing poses new security threat

InfoWorld; Framingham; Jan 6, 1997; Woollacott, Matthew; Radosevich, Lynda;

Volume: 19
Issue: 1
Start Page: 33-34
ISSN: 01996649
Subject Terms: Web sites
Computer security
Hackers
Servers
Computer security
Computer crime
Internet
Web sites
Classification Codes: **9190**: *US*
5250: *Telecommunications systems*
5140: *Security management*
Geographic Names: US

Abstract:
*A new hacking technique called **Web spoofing** could soon outrank other security threats. As yet, there have no known cases of **Web spoofing**, which consists of spoofing a server and altering the data retrieved by a browser user. However, the threat could be even greater than from other attack types because **Web spoofing** jeopardize the integrity of Web site owners' data. For **Web spoofing** to occur, the spoofer attracts the user to a false Web site. The spoof site then splices its own address to the front of any URLs that the user requests so that http://www.anyurl.com becomes http://www.spoofserver.com/http:/www.anyurl.com. The legitimate Web page then sent back to the user via the spoof server, where the information can be altered, and any information that t user transmits can be intercepted. The process can then be continued, so that all other links have the spoof addr spliced to the front, resulting in all other URL requests being corrupted. The only way out of the **Web spoofing** i click on a bookmark or choose "open location" from the file menu, because both of these are in parts of the brow that cannot be manipulated by a Java applet.*

Full Text:

Copyright InfoWorld Publications, Inc. Jan 6, 1997

[Headnote]
Hack attack joins Syn, Ping as IP foe

A NEW FORM ot Internet hack attack called **Web spoofing** could soon outrank other security threats, such as Syn floods, viruse and the so-called Ping o' Death.

As yet there have been no known cases of the latest hacking technique, which consists of spoofing a server and altering the data retrieved by a browser user. However, the threat could be even greater than from other attack types, according to Professor Edw Felten, head of Princeton's Safe Internet Programming Team, in Princeton, N.J., who discovered it.

This is because, unlike Syn flood attacks such as the well-publicized one that recently crippled a California-based Internet service provider (see "WebCom is latest Syn flood victim," Dec. 23/Dec. 30, 1996, page 3), **Web spoofing** jeopardizes the integrity of We site owners' data.

By contrast, Syn attacks simply lock users out of an Internet connection. Syn attacks flood the server with requests for connection from the hacker's computer, which generates a phony IP address - and overload the Internet service provider's server, causing legitimate requests to be ignored.

And, unlike **Web spoofing**, there are some precautions users can take against Syn attacks. (See chart at right.)

For **Web spoofing** to occur, the spoofer must first attract the user to a false Web site.

This can be done in several ways: by hacking into an existing site and substituting URLs, by getting a spoofed site listed on a sear engine, or by sending e-mail to users with an address that promissent back to the user via the spoof server, where the information can be altered, and any information that the user transmits can be intercepted. (See diagram, this page.)

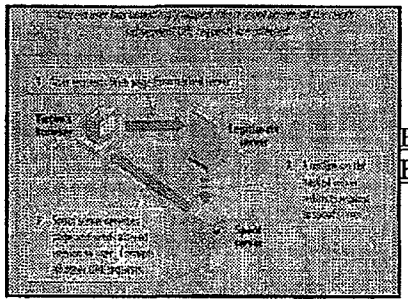
The process can then be continued, so that all other hotlinks have the spoof address spliced to the front, resulting in all other URI requests being corrupted.

The two indicators that would alert the user to the fact that communications were being routed via another server - the status line the bottom of the screen and the location address at the top - can be altered using Java applets, Felten said.

Even typing a URL into the location line does not help, as the Java applet can add the spoof address to the front of this as well.

The only way out of the **Web spoofing** is to click on a bookmark or choose "open location" from the file menu,because both of these are in parts of the browser that cannot be manipulated by a Java applet, Felten said.

He added that, unfortunately, there can never be a complete solution to the problem, mostly because it would require a fundame change to the way the World Wide Web and Java applets operate.



Enlarge 200%
Enlarge 400%

Altered states

Such IP vulnerabilities are attracting increasing volumes of attention.

For example, two organizations that track computer security violations - the CERT Coordination Center at Carnegie Mellon University's Software Engineering Institute and the Department of Energy's Computer Incident Advisory Capability (CIAC), an organization that tracks computer security violations – issued advisories in late December warning against denialof-service attack via the Ping o' Death.

This scheme takes advantage of the IP specification's capability to fragment packets, said CIAC manager Sandy Sparks.

The ping attack happens when a sender transmits too many fragments of packets that must be reassembled on the receiving system after transmission. If the fragments add up to more than the maximum allowable size for a packet, the system will hang o even crash, Sparks explained.

Many operating systems are exposed to Ping o' Death attacks, including some that are non-Unix systems, according to the CIAC advisory.

©IBM has issued AIX operating system patches for the Ping o' Death and Syn floods. Information on the patch is available at http://service .software.ibm.com/aixsupport/.

Observers said these are not likely to be the last IP holes exposed, because the protocol was designed to be open.

"There's no real resolution without inherent changes to the Internet protocol," according to Dale Drew, a senior manager in MCI Communications' security engineering department, in Reston, Va.

CIAC, based in Livermore, Calif., can be reached at (510) 422-8193 or http://ciac.llnl.gov.

CERT Coordination Center, based in Pittsburgh, can be reached at (412) 268-7090 or http://www .cert.org.

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Digital River™

More Info Customers

The Company

Founded in 1994 as a joint venture between Fujitsu Limited of Japan and Joel Ronning, President and CEO of Tech Squared, Inc., Digital River was created to enable the secure transmission of digital information.

The explosive growth of world wide computer networks including the Internet and the proliferation of high capacity rewritable store media offers a new and highly efficient venues for distribution of Digital Data. With two years of development and seven pending patents on it's technology, Digital River offers software publishers and resellers the secure, turn-key capacity to deliver their products digitally to customers via the Internet or on a wide variety of storage media.

The Products

The key advantages to digital delivery of software include:

- Immediate delivery of product with little or no cost of goods
- Low risk of stock obsolence
- Lower shipping and handling costs
- Reduced "time to market"
- Powerful marketing options
- Wide distribution with 100% user registration
- Environmentally friendly

These efficiencies of distribution allow for attractive pricing for endusers with higher profit margins for publishers and vendors.

Digital River's products and services make these benefits available to manufacturers, dealers and customers now. Current offerings include:

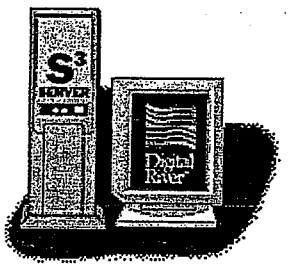
- Digital River's Secure Sales System (SSS) brings together software manufacturers and dealers enabling them to sell and deliver product via the Internet. This service will provide all digital delivery, security, collections and reporting of the sale of software. Throughout this process it will appear to the consumer as if the transaction is being processed by the manufacturer or dealer while the Digital River SSS is

http://web.archive.org/web/19970412100754/http://www.digitalriver.com/ 7/19/2006

handling the whole transaction "behind the scenes".

- Digital River's Self Encrypted Application System (SEAS) and Browser Encrypted System allow for the free distribution of encrypted Macintosh software so that users may use the software a limited number of times on a trial basis. If the user then wants to purchase the software, they need only call a toll free number to receive a decryption code. If they choose not to purchase the software, it may be erased or will self-destruct after 10 trial uses. These "digital" packages are delivered to the customer with a familiar, intuitive and standard interface.

The Service



A key advantage to a partnership with Digital River is the high level of service offered by the company, including customization of Web presentation so that the SSS remains behind the scenes, rapid posting of new software and new versions, and of course timely reporting and payment on all software sales. Included in the reporting will be each customers name, address, phone number and a user profile that will provide manufacturers and dealers with unprecedented marketing opportunities in the future.

QFX IMAGE EDITING SOFTWARE

QFX is a full-featured image editing, painting and composition program for the PC, processing images in full 32-bit mode. QFX supports Windows NT 3.51 and 4.0, Windows 95, Windows 3.1 and Windows for Workgroups 3.11. QFX is fully multi-threaded and when running under Windows NT, takes advantage of multi-processor systems as well. Available for Intel and DEC Alpha platforms, QFX works as a paint program, a draw program, a digital darkroom and an image composer, and is a vital tool in digital editing operations including retouching, video, fine art, multimedia, WEB image creation and prepress applications.

How does QFX stack up to Photoshop?
Check out the features chart published in the April 27 issue of *PC Magazine*.

Buy QFX online for only $399!

Now you can purchase QFX on the Web and save %50 off the retail price. This is the full-featured version of QFX, not a demo or a shareware version. You also save time by downloading directly to your computer and save even more because there are no shipping or handling charges either. Installation is easy. Everything is in a self-extracting archive (about 3 megs), so you just download and double-click! All documentation for QFX is included in the extensive QFX Help files. Furthermore you can download our tutorial FREE as an additional learning aid. For a small additional charge, you can order a printed manual, which will be shipped via mail directly from us.

And... as a special bonus to our Web surfing buyers, this version of QFX includes our new Thumbnails Image Browser that catalogs and displays thumbnails of all the images in each folder. It works with all image formats supported by QFX (over 30), whether the images were created in QFX or other programs.

Click here to Buy QFX Now!

Here is what *PC Magazine* said about QFX in a recent review:

- **"For editing very large high-resolution images, QFX paved the way and continues to excel in this area...".**
- **"QFX's masking options are quite extensive..."**
- **"...an impressive Warp function..."**
- **"We used QFX's brushes ... for precisely controlled, highly creative local edits and special effects that are not available in the other programs."**
- **"QFX does a remarkable job of photo editing."**

Free Shareware Version of QFX Available

You can download QFX/LE, the Limited Edition version of QFX that we are distributing as

shareware. This version omits some of the high-end features of the full version of QFX, but retains all of the basic image editing capabilities you need for doing retouching, compositing, color correction, CMYK editing, and much more. And, if you register your copy of QFX/LE, we will unlock more features.

QPR for Windows driver for digital film recorders

Team up QFX and QPR for Windows for an unbeatable combination for making presentation slides, overhead transparencies, film strips, trade show murals... any job where you need high quality film or negatives at a reasonable cost. QPR supports most digital film recorders such as those from AGFA Matrix and Management Graphics and can output almost any bitmap image format including Targa, Tiff, JPEG, GIF, PCX, PhotoCD and more. When you use QFX to create images you take advantage of anti-aliasing, true transparency, soft shadows, step-free blends and a myriad of special effects, things you just don't get when working with PostScript or drawing programs alone. Add QPR and you get fast, economical, high quality film output from your digital film recorder without the overhead or additional cost of a software or hardware "RIP". Check out the QPR for Windows Web Page for more information.

Improved TWAIN support for current QFX 6 users. Now you can use both 16-bit and 32-bit scanner drivers with QFX. Just download the latest version of our TWAIN32.8BA plug-in module (less than 30K) and you are all set.

Now shipping QFX 6. More features. More effects. Includes Tutorial. See order form for upgrade pricing.

QFX 6 now includes the Magic Separator plug-in for creating high quality CMYK color separations right inside QFX.

QFX 6 now ships on CD ROM and includes an online step-by-step tutorial complete with sample images. You can download a copy of the tutorial as well!

QFX 6 includes free trial copy of Ulead's PhotoImpact SmartSaver plug-ins for creating enhanced GIF and JPEG images for your WEB pages.

For more information, send Email to rsinc@qfx.com.

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DR000056

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Claw(Physical shipment)

A Swashbuckling action adventure game for Win 95 .

Stock Number: MPI-60001-A1, FedEx Physical Shipping; Federal Express.

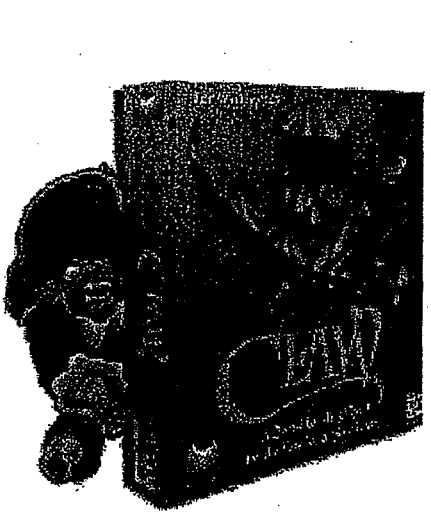
Platform/Price:
Win 95/NT $ 39.95

To place this item in your Shopping Basket, click on the platform.

Download time is calculated using favorable conditions. Due to the nature of the Web, this number can only be an approximation of the actual download time.

Monolith Productions, Inc
10516 NE 37th Circle
Kirkland WA 98033 USA
www.captainclaw.com

Claw(Physical shipment)



Product Information

Claw is an action-packed game that is easy to play for beginners and offers plenty of challenge at the levels for even the most experienced game players. Players battle nearly 40 intelligent enemies throug unique levels to find the lost gems of the Amulet of Nine Lives, uncovering hidden treasures and emp competitive tactics, skillful combat and strategy throughout the game. The game also features over 20 minutes of cinematic-quality animated movies, set to a dramatic orchestral soundtrack, that convey Cl intriguing storyline and goals. Available on CD-ROM and DVD, Claw can be played alone or with u players over the Internet or a LAN.

Claw Features

- 14 action-packed levels and over 40 cunning enemies and bosses
- Blazing pistols, dynamite, magic and other projectile weapons
- Hand-to-hand combat moves like punches, kicks and throws
- Tons of treasure and special powerups

- Over 20 minutes of animated movies that convey Claw's story line and goals
- Spectacular visuals and dramatic musical score
- Play with up to 64 people over the Internet or a LAN, or play head-to-head via a modem
- Level race across one or more levels for best time or best score
- Upload high scores or game results to the Claw Web site for instant rankings

Claw Reviews

"...one of the greatest, most innovative, and feature-rich platform games ever made." - EnterMedia

"Claw Gets 5 Stars!" - Avault

"...Claw is probably the single best platformer released on any system since Miyamoto's masterpiece Island..." - Eidolon Gamers' Society

Happy Puppy - *"Possibly the world's greatest PC side-scroller ever!"*

"If you're looking for a wonderfully addictive game without having to blow people's brains all over yo computer screen, Claw is the game for you." - GamePower

"Claw is a lot of fun, and definitely a worthy purchase for all would be swashbucklers." - Games Do

"...this is the best platform game I have ever played." - GameSource

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TO TOP

Electronic Software Distribution Agreement

This Agreement is made and entered into on July 17, 1997 by and between Digital River, Inc., a Minnesota corporation located at 5198 West 76th Street Edina, Minnesota 55439 (hereafter referred to as "Electronic Distributor") and Fujitsu Software Corporation located at 3055 Orchard Drive, San Jose, California 95134, a California corporation (hereafter referred to as "Vendor").

Background

a. Vendor is the Developer and Owner of all rights (or has a license to sell licenses to) to the Software identified in Exhibit A.

b. Vendor desires to enter into a Distribution Agreement with Electronic Distributor whereby Electronic Distributor will be responsible for packaging in electronic form Vendor's Software and associated Documentation, and electronically distributing such packaged Software Products to End-User customers in accordance with the terms and conditions of this Agreement.

c. Electronic Distributor desires to obtain the right to package in electronic form Vendor's Product, and to electronically distribute same in accordance with the terms of this Agreement.

NOW THEREFORE, the parties hereby agree as follows:

1. DEFINITIONS.

a. Software: the executable object code for Vendor's software identified on Exhibit A, including all subsequent versions thereof provided to Electronic Distributor pursuant to this Agreement.

b. Documentation: all instructions, manuals and other materials normally provided from time to time by Vendor to End Users for use of the Software, that are identified in Exhibit A and that are readily available in computer readable form, and all subsequent versions thereof provided to Electronic Distributor pursuant to this Agreement.

c. End-User Agreement: the computer readable license agreement provided by Vendor and attached hereto as Exhibit B that governs the use of the Product by End Users, and which is to be included with each copy of the Product sold by the Electronic Distributor hereunder.

d. Electronic Distributor Materials: computer readable materials provided by Electronic Distributor for inclusion in an electronic package containing the Software, Documentation, and End-User Agreement, which materials have been approved in advance, in writing, by Vendor.

e. Product: a copy of the Software, Documentation, End-User Agreement and Electronic Distributor Materials, if any, packaged in computer readable form together for electronic delivery on Electronic Distributor's Web Site in accordance with this Agreement.

f. End User: person(s) or entity(ies) that acquire a Product for use rather than resale or distribution.

g. Vendor Trademarks: the Vendor trademarks, trade names, and logos used by Vendor with the Products.

h. Territory: all countries in the world except (i) countries to which export or re-export of any Product, or the direct products of any Product is prohibited by United States or other applicable law without first obtaining the permission of the United States Office of Export Administration or its successor, (ii) countries that may be hereafter excluded pursuant to written notice by Vendor, and (iii) countries that may be hereafter excluded pursuant to the terms of this Agreement.

i. Dealer: person(s) or entity(ies) that resell Product to an End User.

j. Encryption Software: encryption software provided by Electronic Distributor and which, by mutual agreement of the parties, may be provided as part of the Electronic Distributor Materials and which serves to encrypt the Product in such a manner as to prevent use of a Product by an end user, unless and until a key or other code is provided by Vendor to decrypt the Product.

k. Electronic Distributor's Web Site: the web site (www.digitalriver.com) and related pages, all of which reside on servers owned and/or controlled by Electronic Distributor.

2. LICENSE.

a. Rights Granted to Electronic Distributor. Vendor grants Electronic Distributor a non-transferable, and non-exclusive license and right to:

1. reproduce the Product in computer readable form;

2. electronically package the Product in a computer readable manner reasonably specified by Vendor;

3. utilize the Vendor Trademarks in connection with the replication of the Product, electronic packaging and distribution of the Product, in a manner reasonably specified by Vendor; and

4. Distribute the Product only electronically from Electronic Distributor's Web Site to End Users and Dealers in the Territory, subject to the restrictions set forth in this Agreement.

b. Dealers. The rights granted to Electronic Distributor pursuant to this Agreement to distribute the Products to Dealers means only that Electronic Distributor may designate Dealers which can allow End Users to purchase the Product from the Electronic Distributor's Web Site by linking to Electronic Distributor's Web Site from the Dealer's web site.

c. Rights Reserved to Vendor. Electronic Distributor acknowledges that the Software and Documentation are the property of Vendor or its licensors and that Electronic Distributor has no rights in the foregoing except for Electronic Distribution Materials supplied by Electronic Distributor, if any, and those expressly granted by this Agreement. Nothing herein shall be construed as restricting Vendor's right to sell, lease, license, modify, publish or otherwise distribute the Product, in whole or in part, to any other person. As used herein, the term "sale" or "sales" of the Product by Distributor means the transfer of the Product to an End User in electronic form subject to an End-User Agreement.

3. DISTRIBUTION BY ELECTRONIC DISTRIBUTOR.

a. Inventory. Electronic Distributor will maintain access to Electronic Distributor's Web Site sufficient to serve adequately the needs of End User and Dealers. Downloads of the Product will not be allowed without an accurate record tracking system to track the number of copies downloaded and the party requesting and accepting the downloads.

b. Packaging. Electronic Distributor will distribute the Products in accordance with this Agreement, with all electronic files that constitute the Product (e.g., Software, Documentation and End-User Agreement) intact.

c. Product Returns. Electronic Distributor agrees to honor any bona fide refund requests received from End User pursuant to the terms of the End-User Agreement relating to the Product.

d. Cost of Distribution. Costs relating to evaluation, packaging and distribution of the Products shall be borne by the Electronic Distributor.

e. Encryption Software. Electronic Distributor is solely responsible for ensuring that any Encryption Software and its server software providing for downloads/delivery of the Products function properly and do not modify or damage the Products. A user who downloads an encrypted or unencrypted Product must, after entering the

key/code, if any, to decrypt the Software, receive a copy that is exactly the same in functionality and form as the Product in the form delivered by Vendor to Electronic Distributor in unencrypted form.

4. ELECTRONIC DISTRIBUTOR MARKETING OBLIGATIONS.

a. Marketing Efforts. The Product(s) download selections and appropriate Product information will be displayed and promoted in a conspicuous manner from Electronic Distributor's Web Site to encourage sales of the Products. Electronic Distributor agrees to use reasonable efforts to market and distribute the most current versions of the Products within five (5) days after receipt of the Products from the Vendor.

b. Reverse Engineering. Electronic Distributor agrees not to: (i) disassemble, decompile or otherwise reverse engineer the Software or otherwise attempt to learn the source code, structure, algorithms or ideas underlying the Software; (ii) take any action contrary to Vendor's End-User Agreement except as allowed under this Agreement.

5. VENDOR'S DELIVERY OBLIGATIONS AND RIGHTS.

a. Initial Deliverables. Vendor shall deliver the current version of the Product to Electronic Distributor promptly following execution of this Agreement. Vendor will provide Electronic Distributor with (i) copies of the Software on master diskettes, (ii) Product specification information in a single file, self extracting archive format, or in another mutually agreeable computer readable form that can be reproduced by the Electronic Distributor, (iii) Documentation in a computer readable form mutually agreeable to the parties that can be reproduced by the Electronic Distributor and (iv) all the items and materials specified in the "Requirements Checklist" on Exhibit A.

b. New Versions. Vendor shall provide Electronic Distributor with computer readable copies of all new releases, updates, or revisions of the Software and Documentation within a reasonable time after each such release is made generally available by Vendor. Vendor will notify Electronic Distributor of its plans for each new release, update or revision of the Product within a reasonable period of time prior to such release.

c. New Products. Electronic Distributor understands and acknowledges that Vendor continues to review software products available on the market and to conduct its own research and development activities with respect to the internal development of such new products. Vendor makes no representations or warranties with respect to continued availability of the Product, or the nature or availability of any future modifications, updates, or enhancements thereto. Similarly, Vendor makes no representations with respect to any new product offerings it may make in the future, the compatibility of such products with the Product covered by this Agreement, or the availability of such new products to the Electronic Distributor.

d. Right To Link. Vendor shall have the right to link from Vendor's web site, and a reasonable number of Fujitsu affiliated company web sites, to Electronic Distributor's Web Site in a manner to allow End Users to purchase the Product from the Electronic Distributor's Web Site by linking to Electronic Distributor's Web Site from Vendor's (and/or the Fujitsu affiliated companies') web site(s). Each party will provide the other with the URL and other reasonably necessary information to enable such linking. Any Products purchased by End Users linking from Vendor's (and/or the Fujitsu affiliated companies') web site(s) to Electronic Distributor's Web Site as set forth in this Section are referred to as "Vendor Web Site Purchases."

6. VENDOR'S SUPPORT OBLIGATIONS.

a. Support for End Users. Vendor will provide support to End Users of the Software to be distributed hereunder, in accordance with its then-current published software support policy, if any.

b. Support for Electronic Distributor. Vendor will provide Electronic Distributor, without charge, such technical information, current maintenance documentation, and telephone assistance as is reasonably necessary to enable Electronic Distributor to effectively reproduce, electronically package and distribute the Products. Electronic Distributor is not entitled to source code for the Products.

7. VENDOR'S WARRANTIES.

a. Authority. Vendor represents that it has the right and authority to enter into this Agreement and to grant Electronic Distributor the rights to the Software and Documentation granted in this Agreement. As Electronic Distributor's sole and exclusive remedy for any breach of this warranty, Vendor agrees to indemnify Electronic Distributor subject to and in accordance with Section 12(a).

b. Media. Vendor warrants to Electronic Distributor that the master media on which the Products are delivered will allow Electronic Distributor to replicate the Products and are free from defects in material and workmanship. As Electronic Distributor's sole and exclusive remedy for any breach of this warranty, Vendor agrees to replace any media delivered to Electronic Distributor that proves defective.

c. Non-Infringement. Vendor warrants to Electronic Distributor that the Vendor has all rights, title, and interest in the Product or has obtained the right to grant the licenses set forth in this Agreement. As of the execution date of this Agreement, Vendor is unaware of any claim that the Product infringes upon or misappropriates the proprietary rights of any third party. As Electronic Distributor's sole and exclusive remedy for any breach of this warranty, Vendor agrees to indemnify Electronic Distributor subject to and in accordance with Section 12(a).

d. End User Warranties. Vendor will provide a warranty for the End Users of the Software as set forth in the End-User Agreement attached as Exhibit B. Electronic Distributor is not authorized to make any warranties on Vendor's behalf.

8. ELECTRONIC DISTRIBUTOR WARRANTIES.

a. Authority. Electronic Distributor represents that it has the right and authority to enter into this Agreement and to reproduce and distribute any Electronic Distributor Materials that are provided with the Product, including but not limited to the Encryption Software. As Vendor's sole and exclusive remedy for any breach of this warranty, Electronic Distributor agrees to indemnify Vendor subject to and in accordance with Section 12(b).

b. Replication. Electronic Distributor represents and warrants that it will accurately replicate the Products, and except for Encryption Software supplied by Electronic Distributor and approved by Vendor, if any, that all Products distributed by the Electronic Distributor will not be altered in any way.

9. PAYMENTS.

a. Initialization Fee. There are no initialization, set-up or any other fees payable by Vendor to Electronic Distributor hereunder. Electronic Distributor is solely responsible for all of its costs incurred in setting up and maintaining the Product offerings from Electronic Distributor's Web Site.

b. Sales Fees. Electronic Distributor will pay Vendor in accordance with the Schedule attached hereto as Exhibit C, for each copy of a Product delivered/downloaded to an End User or a Dealer by or from Electronic Distributor (the Sales Fees), provided, however, that no Sales Fees shall be due for copies of the Product returned to Electronic Distributor for refund in accordance with the End-User Agreement and accompanied by an executed Letter of Destruction from the End-User, or because of defects or errors, regardless of source. The Sales Fee is calculated by taking a discount

from the actual price received by Electronic Distributor but no less than the discount applied to the list price set forth in Exhibit C. Vendor reserves the rights to change, increase or decrease, Vendor's Suggested List Price from time to time upon reasonable notice to Electronic Distributor, and the Sales Fee for any Products sold by Electronic Distributor hereunder on or after the effective date of any revised Suggested Lists Price shall be calculated based on the new Suggested List Price. At the time of entering into this Agreement, Vendor has only one Suggested List Price for each of its Products. Vendor reserves the right in the future, upon reasonable notice to Electronic Distributor, to provide new/revised Suggested List Price(s) based on territory (e.g., a U.S. Suggested List Price for Products sold to Dealers and End Users in the U.S., a European Suggested List Price for Products sold to Dealers and End Users in Europe, etc.), and such Suggested List Prices by territory shall be used to calculate the Sales Fee to Electronic Distributor for Products sold in the respective territory.

c. Taxes. Electronic Distributor will pay, or require its End User customers to pay, all federal, state and local taxes designated, levied, or based upon the sale of Products by Electronic Distributor.

d. Payment and Reports. Within thirty (30) days after the end of each month, Electronic Distributor will remit payment to Vendor the Sales Fee due on copies of the Product delivered/downloaded to End Users or Dealers by or from Electronic Distributor during the immediately preceding month, and provide Vendor with a report (the "Report"), specifying the number of copies of the Product that Electronic Distributor has shipped during the immediately prior month and the calculation of the amounts due to Vendor in connection therewith. Except as the parties may otherwise agree (and except as may be described on new and/or revised Suggested List Prices provided by Vendor), all prices and payments hereunder shall be in U.S. Dollars.

e. End User Information. Electronic Distributor will provide to Vendor within thirty (30) days after the end of each month, a report for the immediately preceding month showing (i) the name,title, address, email address, phone number, fax number, and customer profile of each End User that purchased the Product from Electronic Distributor, and (ii) the name and quantity of the Product purchased by the End User.

f. Books and Records. Electronic Distributor agrees to maintain adequate books and records relating to the distribution of the Product to End Users and Dealers. Such books and records shall be available at the principal office of Electronic Distributor for inspection by Vendor or its representative, for the purpose of determining the accuracy of the Sales Fee payments paid to Vendor in accordance with the terms of this Agreement. Vendor shall have the right to conduct such an audit upon ten (10) days notice. In the event that such an audit discloses an underpayment of more than five percent (5%), then Electronic Distributor shall pay the costs of such audit, otherwise Vendor shall pay the costs of such audit.

g. Failure to Pay. Any Sales Fee payment or part of a payment that is not paid when due shall bear interest at the rate of 1.5% per month from its due date until paid. Failure of Electronic Distributor to pay any fees or other charges when due shall constitute sufficient cause for Vendor to immediately suspend its performance hereunder and/or to terminate this Agreement.

10. CONFIDENTIALITY.

Each party agrees that, subject to all of the below, all binary code, inventions, algorithms, know-how and ideas and all other business, technical and financial information it obtains from the other and that is marked or clearly identified before or at the time of disclosure as "confidential" and/or as "proprietary" are the confidential property of the disclosing party ("Confidential Information"). Except as expressly and unambiguously allowed herein, the receiving party will hold in confidence and not use or disclose any Confidential Information and shall similarly bind its employees and agents.

The receiving party shall not be obligated under this Section 10 with respect to information that:

(1) is or has become readily available to the public through no fault of the receiving party or its employees or agents; or

(2) is received without restriction from a third party lawfully in possession of such information and lawfully empowered to disclose such information; or

(3) was rightfully in the possession of the receiving party without restriction prior to its disclosure by the disclosing party.

(4) is independently developed by the receiving party by its employees or agents.

Each party's obligations with respect to Confidential Information shall continue for the shorter of three (3) years from the date of termination of this Agreement or until one of the above enumerated conditions becomes applicable. Each party acknowledges that its breach of this Section 10 would cause irreparable injury to the other for which monetary damages are not an adequate remedy. Accordingly, a party will be entitled to seek injunctions and other equitable remedies in the event of such breach by the other.

Notwithstanding any of the foregoing and except with respect to Vendor's sales information, each party agrees that it will not disclose Confidential Information to the other party without the receiving party's written consent that it is willing to receive such Confidential Information. Sales information relating to Vendor's Products are deemed Confidential Information of Vendor. In the event Vendor agrees to receive Confidential Information of Electronic Distributor, Vendor may disclose such information to employees and agents of its Fujitsu affiliated companies with a reasonable need to know and who are under an obligation of confidentiality.

11. VENDOR TRADEMARKS.

a. Use. Electronic Distributor acknowledges that the Vendor Trademarks are trademarks owned solely and exclusively by Vendor, and agrees to use the Vendor Trademarks only in the form and manner and with appropriate legends as prescribed by Vendor. Electronic Distributor agrees not to use any other trademark or service mark in connection with any of the Vendor Trademarks without prior written approval of Vendor; except that the trademarks and service marks of the Electronic Distributor may be used in conjunction with Vendor Trademarks in advertising and promotional materials relating to the distribution of the Product by Electronic Distributor so long as they are used and presented separate from Vendor Trademarks (they may not be combined with Vendor trademarks to create a derivative trademark) and they are not used in a manner as to cause confusion as to Vendor being the source of the Products. All use of Vendor Trademarks shall inure to the benefit of Vendor. Vendor shall have the right from time to time to review any and all uses of Vendor's Trademarks and the Products. In the event Vendor identifies any deficiencies in Electronic Distributor's use of Vendor's Trademarks and/or in the Products, Electronic Distributor shall either correct such deficiencies and/or cease from distributing such Products/deficiencies.

b. Notices. Electronic Distributor shall not remove, alter, cover or obfuscate any copyright notice or other proprietary rights notice placed in or on the Products by Vendor.

12. INDEMNIFICATION.

a. By Vendor. Subject to the below, Vendor will defend, indemnify and hold Electronic Distributor harmless from and against any and all liabilities, losses, damages, costs and expenses (including reasonable legal fees and expenses) associated with any claim or action brought against Electronic Distributor for actual or alleged infringement

of any U.S. patent, U.S. trademark or U.S. service mark, or any copyright or trade secret based upon the duplication, sale, license, or use of the Product by Electronic Distributor in accordance with this Agreement. Upon notice of an alleged infringement, or if in the Vendor's opinion such a claim is likely, Vendor shall have the right, at its option, to obtain the right for Electronic Distributor to continue to exercise the rights granted under this Agreement, substitute other software with similar operating capabilities, or modify the Software so that it is no longer infringing. In the event that none of the above options are reasonably available, in Vendor's sole opinion, Vendor may terminate this Agreement. As a condition of Vendor's indemnity obligations hereunder, Electronic Distributor must (a) promptly notify Vendor in writing of any such claim and grant Vendor control of the defense and all related settlement negotiations, and (b) cooperate with Vendor, at Vendor's expense, in defending or settling such claim.

b. By Electronic Distributor. Electronic Distributor shall indemnify and hold Vendor harmless from and against any and all liabilities, losses, damages, costs and expenses (including reasonable legal fees and expenses) associated with any claim or action brought against Vendor that may arise from Electronic Distributor's improper or unauthorized replication, packaging, marketing, distribution, or installation of the Product and/or Electronic Distributor Materials, including claims based on representations, warranties, or misrepresentations made by Electronic Distributor, or any other improper or unauthorized act or failure to act on the part of Electronic Distributor. As a condition of Electronic Distributor's indemnity obligations hereunder, Vendor must (a) promptly notify Electronic Distributor in writing of any such claim and grant Electronic Distributor control of the defense and all related settlement negotiations, and (b) cooperate with Electronic Distributor, at Electronic Distributor's expense, in defending or settling such claim.

13. LIMITATION OF LIABILITY. EXCEPT FOR SECTION 12 AND EXCEPT FOR ANY UNAUTHORIZED REPLICATION, PACKAGING, MARKETING, DISTRIBUTION, OR INSTALLATION OF THE PRODUCT BY ELECTRONIC DISTRIBUTOR, BOTH PARTIES LIABILITY SHALL BE LIMITED TO DIRECT DAMAGES AND SHALL NOT EXCEED THE AMOUNTS PAID BY ELECTRONIC DISTRIBUTOR TO VENDOR HEREUNDER. EXCEPT FOR SECTION 12 AND EXCEPT FOR ANY UNAUTHORIZED REPLICATION, PACKAGING, MARKETING, DISTRIBUTION, OR INSTALLATION OF THE PRODUCT BY ELECTRONIC DISTRIBUTOR, IN NO EVENT WILL EITHER PARTY BE LIABLE FOR INCIDENTAL, INDIRECT, PUNITIVE, SPECIAL, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS) SUFFERED BY THE OTHER PARTY, EVEN IF IT HAS PREVIOUSLY BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES.

14. TERM AND TERMINATION.

a. Term. This Agreement will continue in effect for two (2) years from the date hereof ("Initial Term"), unless terminated earlier as set forth herein. This Agreement will be automatically renewed for additional one (1) year terms ("Renewal Term") unless terminated by either party upon ninety (90) days written notice prior to the expiration of the Initial Term or any Renewal Term or terminated earlier as set forth herein.

b. Termination for Cause. This Agreement may be terminated at any time by a party for cause immediately by written notice upon the occurrence of any of the following events:

(i.) If the other party ceases to do business, or otherwise terminates its business operations (except as permitted under Section 15.a.) or (ii.) If the other shall fail to promptly secure or renew any license registration, permit, authorization or approval for the conduct of its business in the manner contemplated by this Agreement or if any such license, registration, permit, authorization or approval is revoked or suspended and not

reinstated within thirty (30) days. (iii) If the other breaches any material provision of this Agreement and fails to fully cure such breach within thirty (30) days (ten (10) days in the case of failure to pay) of written notice describing the breach; or (iv.) If the other party becomes insolvent or seeks protection under any bankruptcy laws, creditor's arrangement, composition or comparable proceeding, or if any such proceeding is instituted against the other and not dismissed within ninety (90) days.

c. Termination Without Cause. Each party shall have the right to terminate this Agreement at any time, with or without cause, upon at least ninety (90) days prior written notice. In the event Vendor terminates this Agreement without cause such that termination is effective within six (6) months after the parties execute this Agreement, Vendor shall pay Electronic Distributor an "early termination fee" equal to $2,000.00 within thirty (30) days after such termination.

d. Effect of Termination. Upon termination of this Agreement for any reason, Electronic Distributor will immediately cease distribution of the Products, and within fifteen (15) days of any such termination or expiration shall either return to Vendor or destroy all copies of the Products in Electronic Distributor's possession (and certify in writing any such destruction). Electronic Distributor shall remit all Sales Fees due to Vendor within thirty (30) days of such termination. Except for the "early termination fee" set forth in Section 14(c), neither party shall owe the other any fees, payments or compensation as a result of any termination or expiration of this Agreement as set forth herein.

e. Effect on End Users. Termination by either party will not affect the rights of any End User under the terms of a valid End-User Agreement.

15. GENERAL PROVISIONS.

a. Assignment. This Agreement may not be assigned by Electronic Distributor, whether by operation of law or otherwise, to any other person, persons, firms, or corporations without the express written approval of Vendor.

b. Notices. All notices and demands hereunder shall be in writing and shall be served by personal service or by mail at the address of the receiving party set forth in this Agreement (or at such different address as may be designated by such party by written notice to the other party). All notices and demands by mail shall be certified or registered mail, return receipt requested, or by nationally-recognized private express courier, and shall be deemed complete upon receipt.

c. Governing Law. This Agreement shall be governed by and construed in accordance with the substantive laws of the State of Minnesota.

d. Relationship of the Parties. Each party is acting as an independent contractor and not as an agent, partner, or joint venture with the other party for any purpose. Except as provided in this Agreement, neither party shall have the right, power, or authority to act or to create any obligation, express or implied, on behalf of the other.

e. Survival of Certain Provisions. Sections 2(c), 4(b), 7, 8, 9, 10, 11, 12, 13, 14(d), 14(e) and 15 shall survive the expiration and any termination of this Agreement by either party for any reason.

f. Headings. The titles and headings of the various sections and paragraphs in this Agreement are intended solely for convenience of reference and are not intended for any other purpose whatsoever, or to explain, modify or place any construction upon or on any of the provisions of this Agreement.

g. All Amendments in Writing. No provisions in either party's purchase orders, or in any other business forms employed by either party will supersede the terms and conditions of this Agreement, and no supplement, modification, or amendment of this Agreement shall be binding, unless executed in writing by a duly authorized representative of each party to this Agreement.

h. Entire Agreement. The parties have read this Agreement and agree to be bound by its terms, and further agree that it constitutes the complete and entire agreement of the parties and supersedes all previous communications, oral or written, and all other communications between them relating to the license and to the subject hereof. No representations or statements of any kind made by either party, which are not expressly stated herein, shall be binding on such party.

I. Severability. In the event any court or other tribunal of competent jurisdiction finds any provision of this Agreement unenforceable or void, it shall be enforced to the maximum extent permitted under law and all other provisions shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date set forth above.

DIGITAL RIVER, INC.

By: _____

Name: Joel Ronning

Title: President

VENDOR FUJITSU SOFTWARE CORP.

By: _____

Name: THOMAS M DUFFY

Title: SVP

Exhibit A

I. Software Products

List all products here, with their respective Vendor Suggested List Price*.

Model#	Description	Suggested List Price
SD84030E	TeamWARE Embla 2.0 Plus, 1 User Pack, English	$49
SD84031E	TeamWARE Embla 2.0 Plus, 10 User Pack, English	$450
SD84032E	TeamWARE Embla 2.0 Plus, 50 User Pack, English	$1,740
SD84033E	TeamWARE Embla 2.0 Plus, 100 User Pack, English	$3,030
SD84034E	TeamWARE Embla 2.0 Plus, 500 User Pack, English	$11,180
SD84035E	TeamWARE Embla 2.0 Plus, Documentation Set, English	$20

*The Vendor Suggested List Price is Vendor's published Suggested List Price for the Product, which may be changed from time to time as set forth in Section 9(b). Electronic Distributor is free to charge any price for the Products sold by Electronic Distributor hereunder.

II. Requirements Checklist

The "checklist" of things needed to complete the process are:

1) Executed distribution agreement.
2) Master copy of the program.
3) Computer-readable electronic end-user license (.txt file).
4) A range of 100 license numbers (if the product is serialized).
5) Computer-readable product documentation (.pdf or .txt file).
6) Computer-readable product specification sheet, collateral, or other information (html, .pdf or .txt file).
7) Trademarks/logos (.gif file).
8) Trial versions of the Products if available.
9) Products will be converted for electronic distribution by Digital River Corporation. Product conversion includes packaging the product, inclusion in the dtpdirect on-line catalog, posting of product information provided by vendor in HTML format and other marketing activities which may be added from time to time. The cost for such conversion is $500 per product, and is payable by Vendor. Payment is due upon execution of this Agreement by Vendor.
10) Fill out the template located in Exhibit D for each product

Send to Digital River Corporation, 5198 West 76th Street, Edina, Minnesota 55439.

DR008909

Exhibit B

End-User Agreement
[TO BE PROVIDED]
(insert copy of End-User Agreement to be furnished in computer-readable form, to Electronic Distributor)

DR000975

Exhibit C
Sales Fees (Discount Rates)

Product Name	Vendor Suggested List Price ("SLP")	Discount* Off SLP	Sales Fee/ Amount Paid to Vendor
Vendor Web Site Purchases		20%	
TeamWARE Embla 2.0 Plus, 1 User Pack, English	$49.00	20%	$39.20
TeamWARE Embla 2.0 Plus, 10 User Pack, English	$450.00	20%	$360.00
TeamWARE Embla 2.0 Plus, 50 User Pack, English	$1,740.00	20%	$1,392.00
TeamWARE Embla 2.0 Plus, 100 User Pack, English	$3,030.00	20%	$2,424.00
TeamWARE Embla 2.0 Plus, 500 User Pack, English	$11,180.00	20%	$8,944.00
TeamWARE Embla 2.0 Plus, Documentation Set, English	$20.00	20%	$16.00
All Other Purchases		30%	
TeamWARE Embla 2.0 Plus, 1 User Pack, English	$49.00	30%	$34.30
TeamWARE Embla 2.0 Plus, 10 User Pack, English	$450.00	30%	$315.00
TeamWARE Embla 2.0 Plus, 50 User Pack, English	$1,740.00	30%	$1,218.00
TeamWARE Embla 2.0 Plus, 100 User Pack, English	$3,030.00	30%	$2,121.00
TeamWARE Embla 2.0 Plus, 500 User Pack, English	$11,180.00	30%	$7,826.00
TeamWARE Embla 2.0 Plus, Documentation Set, English	$20.00	30%	$14.00

* There are two discount rates: (i) for Vendor Web Site Purchases as defined in Section 5(d) the discount rate is 20%; and (ii) for all other sales by Electronic Distributor, whether to End Users or Dealers, the discount rate is 30%.

DR006912

Exhibit D

Please fill out the following template for each product:

Vendor Name (up to 36 characters):
_____

Product Description:
_____
_____

Does this product come with electronic documentation? _____ online help? _____

Does this product have a demonstration version? _____ If yes, what differentiates the demo from the real product?
_____

What platform does this product run under? _____

What is the regular retail price of this product? _____

What is Digital River's cost? _____

What, if any, is the vendor part number of this product?
_____

Is this product serialized?: _____

Does this product have an export ban? _____ If yes, to which countries is export restricted or banned?
_____

EA DOS 5.0/WIN 95 compatible

Welcome to Blue Byte Software, Inc. Electronic Ordering!!

Please select a product from the following:

- Albion - ~~Game~~ Roleplaying
- Archimedean Dynasty - ~~Game~~ Action Simulation
- Battle Isle 2220 - ~~Game~~ Strategy — W95/Win 3.1
- Chewy - ~~Game~~ Adventure — DOS 5.0/Win 95 Compatible
- Dr. Drago's Madcap Chase - ~~Game~~ Family Adventure — Win3.1
- The Settlers II Gold Edition - ~~Games~~ God Sim
- The Settlers II Mission CD - ~~Game~~ ~~God Sim~~ Add on
- The Settlers II Veni, Vidi, Vici - ~~Game~~ God Sim — DOS5.0/Win95-compatible

---

Shopping Information

Welcome to our electronic ordering site! You can purchase a single item or multiple ones here, just as if you were shopping in a store. To add an item to your "shopping cart", click on the platform link next to the picture above. When you have all the items you want, visit the "Place Order" area. Fill out the order information via our secure service, and then download your software product *(or multiple products)*. You can be enjoying your new software package just minutes from now!

NA

Note that the "Place Order" area is secured through SSL, which means that no one can intercept transmissions to or from the server. All orders are delivered electronically- right to your computer. After the purchase approval process, you will be given a link to download your new software. Are you concerned about downloading your new software? No need to worry! During your download, if you experience problems such as a dropped connection or a system crash, you will be able to re-initiate your download by going to the customer service page:

http://www3.digitalriver.com/customerservice.html

You will need your customer number, order number, user ID and password to recall your order so please make a note of this as you process your order. If we detect an unsuccessful download, we will keep your order live for six days for re-downloading purposes.

4 of 20 DOCUMENTS

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PR Newswire

August 14, 1997, Thursday

SECTION: Financial News

DISTRIBUTION: TO BUSINESS EDITOR

LENGTH: 605 words

HEADLINE: Corel Teams With Digital River To Expand Online Shopping Centre

DATELINE: MINNEAPOLIS, Aug. 14

BODY:

Digital River, Inc., a leader in electronic commerce for the software industry, announced today that it will provide the technology and services to implement Corel Corporation's new expanded Corel Galleria(TM) shopping centre. Corel Galleria is the convenient online shopping centre introduced earlier this year by Corel, award-winning developer and marketer of productivity applications, graphics and Internet software.

"We are proud that one of the world's largest software companies has partnered with us," said Joel Ronning, president and chief executive officer of Digital River, Inc. "Corel is a leader in Internet software applications and chose Digital River because our technology and experience enables them to deliver products over the Internet with confidence. The Corel Galleria implementation is just the first step in our working together to advance Corel's on-line distribution strategies."

Digital River provides the patent-pending technology and expertise to enable its online software dealer and software developer clients, such as Corel, to sell software and digital images directly to their customers over the Internet through their Web sites or online distributors and resellers. Digital River brings together the technology and the infrastructure needed for secure transactions and delivery of software and digital images via the Internet.

Digital River's implementation of the expanded Corel Galleria is achieved utilizing an advanced electronic commerce system running on a network of Sun Servers, a 350-gigabyte redundant disk array and Oracle database technology.

At Corel Galleria, shoppers can browse through a number of stores offering a variety of products and options. It is accessible directly from Corel's home page (http://www.corel.com). The new enhanced Corel Galleria includes new downloadable products such as CorelDRAW(TM) 3 (available in four languages), Corel(R) WordPerfect(R) macros, screensavers, clipart, as well as a collection of nearly 80,000 high quality photos. Corel's future plans include the sale of shrink-wrap products online through Corel Galleria.

One of the greatest benefits of Corel Galleria is its convenience to shoppers -- it's open 24 hours a day, seven days a week, enabling shoppers to place orders at their leisure.

Once the customer order has been accepted, a downloadable product is delivered quickly. Corel Galleria shoppers may make payments by Visa(R), MasterCard(R), American Express(R), Discover, Dinners and J.C.B. cards. Credit card information is entered using the industry standard SSL (Secure Socket Layer) protocol.

Digital River, Inc., based in Minneapolis, is a rapidly growing Internet commerce services company, providing its clients with a secure online system for the sale and delivery of software products and digital images over the Internet to end users throughout the world. Currently working with over 500 software publishers, the company has 12 patents pending, covering digital delivery, commerce and encryption systems. Minneapolis-based Tech Squared, Inc. (OTC Bulletin Board: TSQD) controls 37 percent and Fujitsu Limited of Japan owns 25 percent of Digital River's common

stock. For more information, visit the Digital River Web site at http://www.digitalriver.com.

Corel, WordPerfect, CorelDRAW, Corel Galleria and CorelCAD are registered trademarks or trademarks of Corel Corporation or Corel Corporation Limited. All other product and company names are trademarks or registered trademarks of their respective companies.

SOURCE Digital River, Inc.

CONTACT: Tom Langenfeld of Swenson Falker Associates, Minneapolis, 612

LOAD-DATE: August 15, 1997

2 of 20 DOCUMENTS

Copyright 1997 PR Newswire Association, Inc.
PR Newswire

August 20, 1997, Wednesday

SECTION: Financial News

DISTRIBUTION: TO BUSINESS EDITOR

LENGTH: 254 words

HEADLINE: Digital River Signs 500th Client for Internet Software Delivery

DATELINE: MINNEAPOLIS, Aug. 20

BODY:

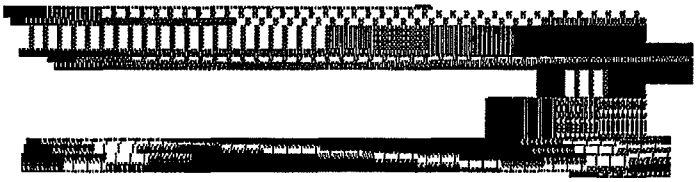
Digital River, Inc., an Internet commerce services company, announced today that it has signed its 500th client contract for Internet delivery of software and digital images.

Digital River provides software developers with a secure delivery technique that allows them to effectively market and distribute software products to end users completely through the Internet. Digital River clients also have access to another sales channel through the growing network of online software dealers that work with Digital River.

"We're very excited to have reached the milestone of 500 contracts," said Joel Ronning, president of Digital River. "With these contracts in place, we are one of the largest online sources for software and digital images in the world. This also puts us on schedule for our goal of 1,000 contracts by the end of 1997."

Digital River, Inc., based in Minneapolis, is a rapidly growing Internet commerce services company, providing its clients with a secure online system for the sale and delivery of software products and digital images over the Internet to end users throughout the world. The company has 12 patents pending, covering digital delivery, commerce and encryption systems. Minneapolis-based Tech Squared, Inc. (OTC Bulletin Board: TSQD) controls 37 percent and Fujitsu Limited of Japan owns 25 percent of Digital River's common stock. For more information, visit the Digital River Web site at http://www.digitalriver.com.
SOURCE Digital River, Inc.
CONTACT: Tom Langenfeld of Swenson Falker Associates, Minneapolis, 612-371-0000, for Digital River, Inc., or Joel Ronning or Greg Smith both of Digital River, Inc., 612-830-9042

LOAD-DATE: August 21, 1997



2. Adjust Your Shopping Basket

Here is your shopping basket!

The Shopping Basket is a temporary location for you to use while browsing through our products. The Shopping Basket has a life of 1 hour. If you come back within that period, you may find that some items still exist. If you do not want these items, just click on the item number and the item will be deleted.

- To **Delete an item,** click on the Product Number.
- To **add another copy** press your browser's reload button

Note: If you live in **Minnesota,** tax will be charged upon the approval of your credit card.

This purchase is being handled by Digital River Inc. We are an approved Internet commerce provider for Tympani Development. Any problems with billing or technical issues can be directed to us at: webmaster@digitalriver.com

3. Choose Security Level

Non-SSL browsers: Please use the "Place Order-Unsecure Page" option. Note that browsers such as AOL, Cyberdog 1.2, Compuserve, etc. may not support SSL.

[Place Order-Unsecure Page] [Place Order-Secure Page]

Questions? Write to: sales@tympani.com

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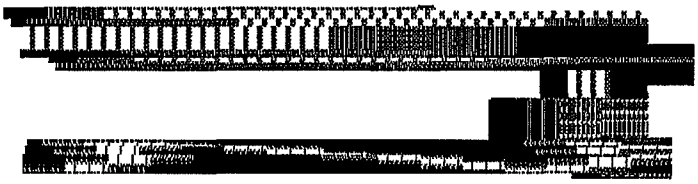

Purchasing NetAttaché Pro On-Line

This Internet Commerce area offers secure servers with advanced security techniques such as firewalls and SSL (Secure Socket Layer) to ensure the information you enter cannot be accessed by any other user. You can select a product to purchase, enter your customer information, go through the approval process and download your registered software or unlocking key without ever leaving your chair.

Each step of the process has been numbered - please read and follow the instructions carefully.

1. Select your purchase:

- **Registration Key:** - If you already have NetAttaché Pro and wish to obtain a registration key to unlock it:
  - NetAttaché Pro (32-bit) V.2.50b Unlocking Key
  - NetAttaché Pro (16-bit) V.2.1b Unlocking Key
- **Pre-Registered Copy:** - If you don't yet have NetAttaché Pro, or if you prefer to purchase a pre-registered copy instead of a registration key:
  - NetAttaché Pro (32-bit) V.2.50b Registered Program
  - NetAttaché Pro (16-bit) V.2.1b Registered Program

Questions? Write to: sales@tympani.com

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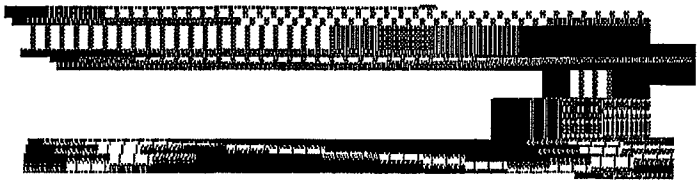


4. Customer Information

If you are an **International Customer**, please use the International form.

Upon submission of this form, your credit card information will be verified. This will take approximately 30 - 60 seconds.

Please fill in the following form to help us process your order. Make sure all information is correct. Note that some fields are required for immediate on-line delivery.

Enter Your Registration ID:	[redacted] **(Required)**
First Name: (as entered for the registration ID)	[redacted] **(Required)**
Last Name: (as entered for the registration ID)	[redacted] **(Required)**
Company Name:	[redacted]
Title:	[redacted]

NOTE: The billing address information entered below must match the billing address of the credit card being used.

Billing Address: [redacted] **(Required)**

[redacted]

City: [redacted] **(Required)**

State: [redacted] **(Required)**

Zip/Postal Code: [redacted] **(Required)**

Country: USA [redacted] **(Required)**

Area Code: [redacted] **(Required)**

Phone: [redacted] **(Required)**

Fax: [redacted]

Email Address: [redacted] **(Required)**

Credit Card Type: Visa [redacted] **(Required)**

Credit Card Number: [redacted] **(Required)** No spaces please.

Expiration Date: [redacted] **(Required)** Enter in the form of 9999 using month and year only. For example, a card that expires on 5/31/98 would be entered as 0598. No / or - please.

5. Customer Password

All orders are delivered electronically. After the approval process, you will be given access to your registration key. If you experience problems such as a dropped connection or a system crash, you will be able to re-initiate your download by going to the following URL: http://www3.digitalriver.com/customerservice.html - **Please note this now.**

- Please assign yourself a user name and a password.
- Please remember this as you will need it in the future.
- Please do **NOT** include spaces in either your username or password.

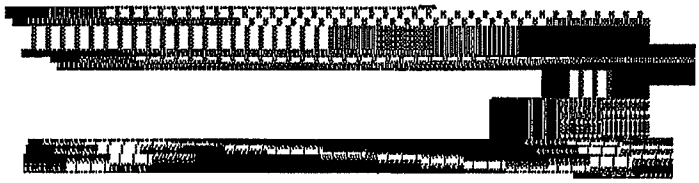
User Name: [redacted] **(Required)**

Password: [redacted] **(Required)**

Verify Password: [redacted] **(Required)** Letters and numbers only, no special characters or spaces please

If we detect an unsuccessful purchase, we will keep your order live for six days for re-accessing purposes. You will need your customer number, order number, user name and password to recall your order so **please note these right now.**

6. License & Order Submition



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Upon submission of this form, your credit card information will be verified. This will take approximately 30 - 60 seconds.

Please fill in the following form to help us process your order. Make sure all information is correct. Note that some fields are required for immediate on-line delivery.

First Name: [redacted] **(Required)**

Last Name: [redacted] **(Required)**

Company Name: [redacted]

Title: [redacted]

NOTE: The billing address information entered below must match the billing address of the credit card being used.

DR013406

Billing Address: [redacted] **(Required)**

[redacted]

City: [redacted] **(Required)**

State: [redacted] **(Required)**

Zip/Postal Code: [redacted] **(Required)**

Country: [redacted] **(Required)**

Area Code: [redacted] **(Required)**

Phone: [redacted] **(Required)**

Fax: [redacted]

Email Address: [redacted] **(Required)**

Credit Card Type: [redacted] **(Required)**

Credit Card Number: [redacted] **(Required)** No spaces please.

Expiration Date: [redacted] **(Required)** Enter in the form of 9999 using month and year only. For example, a card that expires on 5/31/98 would be entered as 0598. No / or - please.

5. Customer Password

All orders are delivered electronically. After the approval process, you will be given access to your purchased file. During your download, you may experience problems such as a dropped connection or a system crash. If this occurs, you will be able to re-initiate your download by going to the following URL:
http://www3.digitalriver.com/customerservice.html - **Please note this now**.

- Please assign yourself a user name and a password.
- Please remember this as you will need it in the future.
- Please do **NOT** include spaces in either your username or password.

User Name: [redacted] **(Required)**

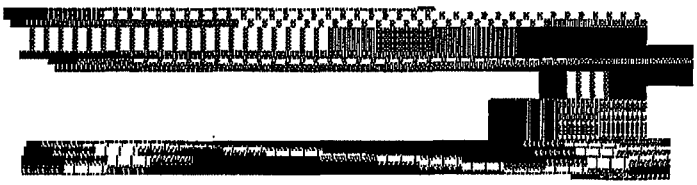
Password: [redacted] **(Required)**

Verify Password: [redacted] **(Required)** Letters and numbers only, no special characters or spaces please

If we detect an unsuccessful download, we will keep your order live for six days for re-downloading purposes. You will need your customer number, order number, user name and password to recall your order so **please note these right now.**

6. License & Order Submition

DR013407



Order Information

Jose Dias
1307 S. Mary Ave, Suite 102
Sunnyvale, CA 94087

Customer Number:	59520
Order Date:	07/22/199717:36:57
Order Number:	89595

Return to Purchase

Questions? Write to: sales@tympani.com

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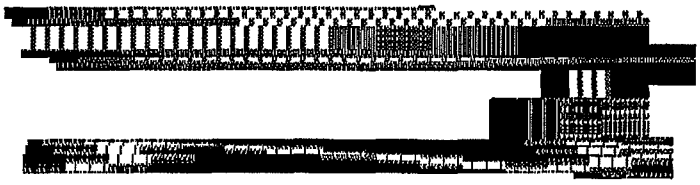

7. Success!

Your order has been submitted successfully. A charge of $39.95 will be made to your credit card.

Customer Number: 59520
First Name: Jose
Last Name: Dias
Order Number: 89595

[redacted]

For a summary of charges made to your credit card, please see your invoice.

[redacted]

Questions? Write to: sales@tympani.com

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7. Success!

Your order has been submitted successfully. A charge of $39.95 will be made to your credit card.

Customer Number:	59525
First Name:	Jose
Last Name:	Dias
Order Number:	89610

Here is your Registration Key:

[redacted]

You will receive an e-mail confirming this purchase, your Registration Key, your user name and password, etc. In this order notification e-mail, your Registration Key will be listed as the "Serial Number".

For a summary of charges made to your credit card, please see your invoice.

Return to Tympani's Home Page

[redacted]

Questions? Write to: sales@tympani.com

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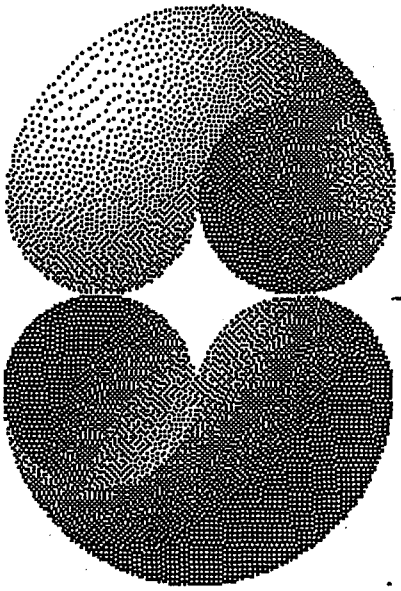

gif missing

Please select from the following:

YYI-LSL2B

Lucida Sans Cyrillic and Latin 2 Font Set - $120

Lucida Sans Cyrillic Font Set $75 for 8 fonts		Lucida Sa $7
• LucidaSansCyr - $25	• LucidaSansTypCyr - $25	• LucidaSansLat2 - $2
• LucidaSansCyr-Bold - $25	• LucidaSansTypCyr-Bold - $25	• LucidaSansLat2-Bold $25
• LucidaSansCyr-Obl - $25	• LucidaSansTypCyr-Obl - $25	• LucidaSansLat2-Obl $25
• LucidaSansCyr-BoldObl - $25	• LucidaSansTypCyr-BoldObl - $25	• LucidaSansLat2-Bold - $25

Lucida Latin Font Set - $100 for all 12 fonts

Lucida Bright Latin Font Set $60 for 4 fonts	Lucida Sans Latin Font Set $60 for 4 fonts	Lucida Sans
• LucidaBrightLat (lbltr) - $25	• LucidaSansLat (lsltr) - $25	• LucidaS
• LucidaBrightLat-Demi (lbltd) - $25	• LucidaSansLat-Bold (lsltb) - $25	• LucidaS $25
• LucidaBrightLat-Italic (lblti) - $25	• LucidaSansLat-Italic (lslti) - $25	• LucidaS $25
• LucidaBrightLat-DemiItalic (lbltdi) - $25	• LucidaSansLat-BoldItalic (lsltbi) - $25	• LucidaS (lstltbo)

Lucida Sans Typewriter Complete Font Set (modified) - $8

Note: The only difference between this set and ordinary Lucida Sans Typewriter Complete is tha non-connecting underscore, and centered asterisk.

Lucida Sans Typewriter Font Set (modified) - $50 for 4 fonts

- LucidaSans-TypewriterX (lstrx) - $20
- LucidaSans-TypewriterXOblique (lstox - $20
- LucidaSans-TypewriterXBold (lstbx) - $20
- LucidaSans-TypewriterXBoldOblique (lstbox) - $20

Lucida Sans Typewriter Narrow FontSet (modified) - $35 for 2 fonts

- LucidaSans-TypNarr (lstnrx) - $20
- LucidaSans-TypNarrBold (lstnbx) - $20

Lucid (modi

- Lucic
- Lucic (lbto
- Lucic $20
- Lucic (lbtb

Lucida Typewriter Narrow Font Set (modified) - $35 for 2 fonts

- LucidaTypewriterNarrX (lbtnrx) - $20
- LucidaTypewriterNarrXBold (lbtnbx) - $20

Lucida Sans Linedraw Font Set (modified) - $45 for 2 fonts

- LucidaSansLDX (lsldrx) - $30
- LucidaSansLDX-Bold (lsldbx) - $30

Lucida Sans Unicode Font Set - $100 for 12 fonts

- LucidaSansUnicode (lsunr) 1734 glyphs - $25
- LucidaSansUnicode00 (lsunr00) Basic Latin + Latin 1 - $25
- LucidaSansUnicode01 (lsunr01) Euro Latin + Latin Extended - $25
- LucidaSansUnicode02 (lsunr02) IPA + Spacing Modifiers - $25
- LucidaSansUnicode03 (lsunr03) Diacritics + Greek - $25
- LucidaSansUnicode04 (lsunr04) Cyrillic - $25
- LucidaSansUnicode05 (lsunr05) Hebrew - $25
- LucidaSansUnicode20 (lsunr20) Punctuation + Currency - $25
- LucidaSansUnicode21 (lsunr21) Letterlike Symbols - $25
- LucidaSansUnicode22 (lsunr22) Mathematical operators - $25
- LucidaSansUnicode24 (lsunr24) Control Pictures - $25
- LucidaSansUnicode25 (lsunr25) Box Drawing + Blocks - $25

Lucida Sans School Italic Font Set - $45 for 2 fonts

- LucidaSans-SchoolItalic (lsci) - $25
- LucidaSans-SchoolDemiItalic (lscdi) - $25

[Continue Shopping]

PRODUCTS

Product Search

- Business
  - Accounting
    - General Accounting
    - Inventory Control
  - Contact Management
  - Document Management
  - Finance
  - Mailing/Scheduling
  - Management
  - Presentations
  - Tax Preparation
- Communications & Networking
- Database
- Desktop Publishing
- Education
- Entertainment
- Graphics
- Home & Reference
- Internet/WWW
- Multimedia
- Productivity
- Programming Tools
- Scientific
- Screen Savers
- Utilities

SPECIALS

LiquidFX 3.6 Pro
This new Web Authoring package enables you to develop Killer Web sites faster! $45.00

PhotoVistaTM
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You cannot find a better web editor for less! A 5-Star Award Winner! $30.00

POPULAR PRODUCTS

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TurboZIP 97 $39.95

NetJumper is the fast new way to navigate through large lists of internet sites.
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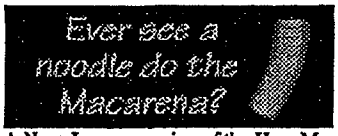

A New, Longer version of the Hey, Macaroni!
Macaroni Bundle $9.00

TO TOP

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1 of 20 DOCUMENTS

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September 10, 1997, Wednesday

SECTION: Financial News

DISTRIBUTION: TO BUSINESS EDITOR

LENGTH: 483 words

HEADLINE: Digital River to Offer Symantec Products to its Online Dealer Network

DATELINE: MINNEAPOLIS, Sept. 10

BODY:

Digital River, Inc., announced today that it has signed an agreement with Symantec Corporation (Nasdaq: SYMC) for the distribution of Symantec products over the Internet via Digital River's dealer network on the World Wide Web.

"We are extremely pleased to have one of the world's largest software companies join with us to conduct their electronic commerce," said Joel Ronning, president and chief executive officer of Digital River. "Symantec represents a strong core of the desktop applications market and chose Digital River because our technology and experience enables them to deliver product over the Internet with confidence. Our business model provides Symantec the kind of leveraged exposure that gives them an incremental sales channel outside of standard chain store resellers."

Digital River currently has contracts with more than 500 software publishers and is building a non-traditional dealer network. This incremental software sales channel currently gives Digital River partners, such as Symantec, exposure to over 25 million visitors per month -- a number that is expected to grow to over 250 million monthly by next summer.

Digital River, Inc., based in Minneapolis, is a rapidly growing Internet commerce services company, providing its clients with a secure online system for the sale and delivery of software products and digital images over the Internet to end users throughout the world. Currently working with over 600 software publishers and online dealers, the company has 12 patents pending, covering digital delivery, commerce and encryption systems. Tech Squared, Inc. (OTC Bulletin Board: TSQD) controls 37 percent and Fujitsu Limited of Japan owns 25 percent of Digital River's common stock. For more information visit the Digital River Web site at http://www.digitalriver.com

Symantec Corporation helps make users productive and keep their computers safe and reliable anywhere and anytime. Symantec offers a broad range of solutions and is acclaimed as a leader in both customer satisfaction and product brand recognition. The company is focused on addressing customer needs in three main application areas: the Norton product line of anti-virus and PC-assistance products; the pcANYWHERE, WinFasx and ACT! product lines that cater to remote user productivity; and the Cafe product lines in Internet development tools.

Founded in 1982, Symantec operations span North America, Europe, Japan, and several fast-growing markets throughout Asia Pacific and Latin America. Traded on Nasdaq under the symbol SYMC, Symantec Corporation is based in Cupertino, Calif., and employs more than 2,000 people. Information on the company and its products can be obtained by calling 800-441-7234 toll free, 541-334-6054, or accessed on the World Wide Web at http://www.symantec.com
SOURCE Digital River, Inc.
CONTACT: Tom Langenfeld of Swenson Falker Associates, Minneapolis for Digital River, Inc., 612-371-0000 or Joel Ronning or Greg Smith both of Digital River, Inc., 612-830-9042 or Pam Daly of Symantec Corp., 408-446-8884

LOAD-DATE: September 11, 1997

Internet

Let's Go SHOPPING

As 1997 draws to a close, to **browse** means to shop again—even on the Web. After **trawling** more than 150 e-commerce sites, *PC Magazine* **reviews** the 30 best.

www.pcmag.com
Join us for interactive coverage of the top 30 e-commerce sites.

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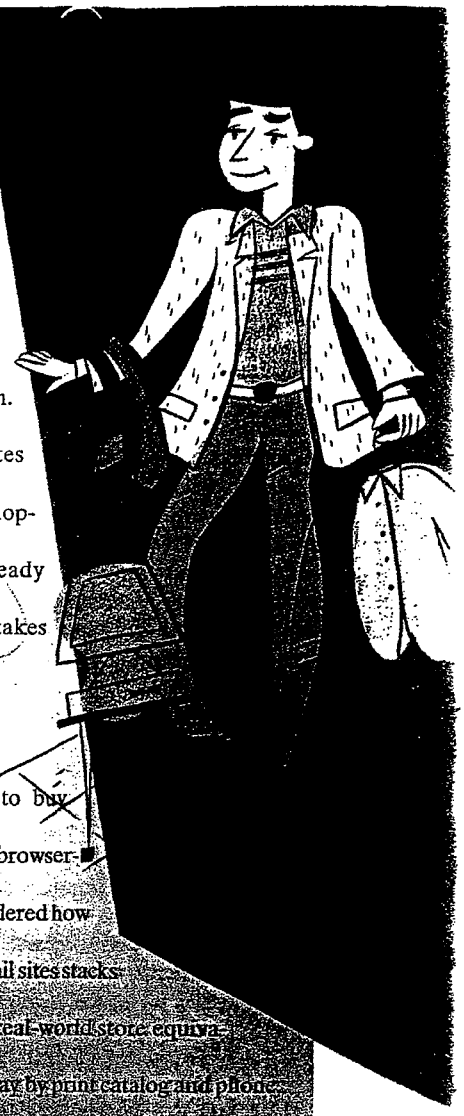

Retailers from all over are scrambling to set up shop in cyberspace. Spurred by the first wave of storefront-creation software products (reviewed in "Open for Business" in this issue), and inspired by the holiday gift-giving season, we've reviewed the best e-commerce has to offer.

We found that the choicest sites meet most if not all of the following criteria: They have fast-loading pages, elegant and easy-to-use layouts, extensive selections or hard-to-find merchandise, and robust search engines. Some include features that add a sense of community, such as forums and chats; others focus on personalization features, including customized accounts and e-mail reminders.

The most successful sites have a clear understanding of their mission. For stores that manage huge inventories, for example, a streamlined interface coupled with robust search capabilities is paramount. The best smaller specialty stores understand the importance of creating a unique atmosphere, often enhanced by useful information or historical background. Many of the best sites—Amazon.com, Cosmo's Cigars, and Virtual Vineyards, among them—manage to do both. As you'll see, the best sites also target both kinds of shopper: the one who comes ready to buy and the one who takes time to browse around.

THE SHOPPING EXPERIENCE

Apart from the freedom to buy items at all hours using any browser-enabled computer, we considered how shopping at e-commerce retail sites stacks up against shopping at the real-world store equivalents or the old-fashioned way by print catalog and phone.

We found that some retail models translate more effectively onto the Web than others. For stores limited to one location like De La Concha Tobacconist, a Web presence permits reaching countless customers via an environment that captures all the style and flavor of a Manhattan shop.

Currently, catalog sites in general present little if any improvement over traditional catalog shopping. Search-capable store sites such as Lands' End and L.L. Bean sites

By Toni F. Kistner

Food/Wine/Cooking * Retail & Department Stores * Specialty Stores

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proved to be harder to use and more time-consuming. The Eddie Bauer site is better, offering a sophisticated search engine and personalization features that add considerable value.

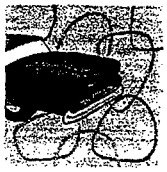
IN OUR SITES

To be considered for our story, a site needed to offer registered and anonymous browsing, a shopping-cart feature, and a credit card payment option.

We made an exception for car sites. Equipped with powerful search engines, AutoWeb Interactive, Microsoft CarPoint, and Online Auto make picking a car as easy as picking a necktie, offer financing, and stop just short of having you sign a lease.

We divided the pool of sites into seven categories, evaluating how well each site executed its mission within a given category. We didn't compare catalog sites with retail sites, for instance.

Cars



If you know the make and model of the car you wish to buy, here are the three best sites for doing the online legwork.

AutoWeb Interactive

www.autoweb.com

If you're looking for an efficient way to buy or sell a new or used car, AutoWeb Interactive may make you rethink traditional car-buying rituals. Unique to car sites, AutoWeb's AutoAgent service notifies you via e-mail when it unearths a deal you can't pass up.

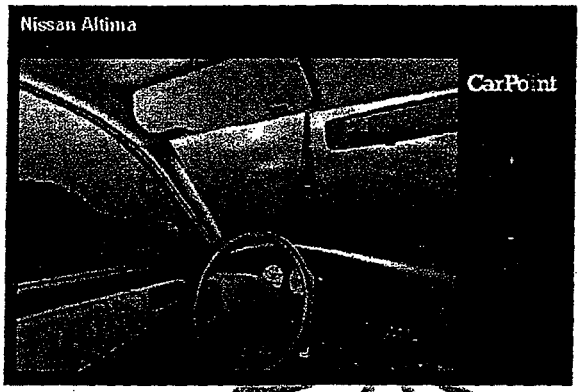
The search engine makes it a snap to locate your dream car: Simply type in the vehicle make and your ZIP code to yield a list of matching local dealers. If you're hunting for the perfect used car, the Used Car Finder's search engine lets you input up to three makes and models and a range of years and prices, in three geographical regions.

Tailor searches further by inputting a host of specific car options. You can even factor in the price of your trade-in vehicle based on its value as determined by the Kelley Blue Book. A Java-based loan calculator makes determining affordability easy. For $19.95, AutoWeb will post a listing of your current car for 30 days.—*Brett Krasnove*

Microsoft CarPoint

carpoint.msn.com

If you haven't settled on the make and model of your next car, go to Microsoft CarPoint. Car browsers and undecided shoppers will appreciate CarPoint's Surround Video feature, a unique and fun way of virtually exploring the interiors of 55 different models. The site also offers a wealth of buyers' resources and mature online tools that will help you pinpoint the best choice.



There are two ways to shop at CarPoint. From Surround Video, you can link to detailed reports on specific models or to a dealer locator for finding where a particular model is available. The Find feature helps narrow down your selection by using a variety of criteria. Or if you have a specific car in mind, the New Car Buying Service—a search facility similar to AutoWeb's and Online Auto's—uses car models and zip codes to pull up a list of dealers stocking the vehicle.

CarPoint's loan calculator is slicker than AutoWeb's, with more options and functions. The CarPoint site also includes an unparalleled slew of product news, including magazine articles, top-ten lists, financing discussions, negotiating suggestions, safety and security explanations, and even consumer complaint stori... —*BK*

Online Auto

www.onlineauto.com

Online Auto is a fast-loading, mostly text-based site targeted at the no-nonsense contingent that knows exactly the right car in advance. It packs many of the same features as AutoWeb and CarPoint, including powerful search capabilities. The site's nearly graphics-free layout is efficient and quick-loading, and its search engine is impressive. Like AutoWeb and CarPoint, Online Auto also provides a link to a virtual lot of dealers, which you can sort out by state or vehicle make.

If you're hoping to sell your present car as well, bear in mind that Online Auto's free used-car ad might be enough to make some shoppers bypass the flashier competition altogether.—*BK*

Catalogs

Catalog sites compete as much against their own print sisters as against each other. Three manage to do both in style.

Eddie Bauer

www.ebauer.com

The best online catalog to date comes from Shop EB, the Eddie Bauer site. An outstanding design and a broad array of merchandise, as well as mature personalization features, make this a good alternative to print-catalog shopping. It's also a fine model for other catalog-site developers to emulate.

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L.L. Bean

www.llbean.com

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Our Contributors: TONI F. KISTNER is the associate editor for networking and communications. KAREN J. BANNAN is a staff writer; TROY DREIER, MICHAEL N. RUSIGNUOLO, and MELISSA J. PERENSON are staff editors; BRETT KRASNOVE is an editorial assistant. STEPHANIE LINDENBAUM is an editorial researcher, and FRANK J. DERFLER, JR., is senior networking editor of *PC Magazine*. ADAM ASCH is a communications specialist. CARLOS CARRILLO is assistant editor, and DAVID STROM is a contributing editor at *Windows Sources* magazine.

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This site is a pleasure to browse; its frames-based interface keeps all pertinent product information to a single page. A large, detailed image accompanies each item, and new and sale items are clearly highlighted.

Registered users can take advantage of the customization features of EB Exclusive, which include storing personal information such as size and mailing address for use at the start of each order. You can set up e-mail reminders of important dates and enable the Wish List—a clever password-protected area in which you can add items that you'd like to be given as gifts. When you're through shopping, pay with a major credit card and select from ample shipping options.—*Melissa J. Perenson*

Lands' End

www.landsend.com

Everything you love about the Lands' End catalog comes together in its Web store to create one of the best online sources of clothing, shoes, and luggage available.

The merchandise is logically organized by category and subcategory, but the interface is based on a series of drop-down menus that make drilling to a particular item slow going compared with the Eddie Bauer site. This method may still be faster than flipping through the print catalog. The search engine can match whole-word or partial-word queries. And the Intelligent Order Blank automatically tallies the cost of your selections and checks them against available inventory.

Each product is displayed with an image and a detailed product description that includes instructions for proper care. Free swatches are available, as are alterations, and you'll find sizing charts and useful tips on getting the best fit. A variety of shipping options are available, and payment options are by credit card, phone, fax, or mail.—*MJP*

L.L. Bean

www.llbean.com

At the L.L. Bean site, you'll find over 600 of the store's most popular products in one easy-to-browse site. Merchandise is segmented into categories; each product is accompanied by a particularly crisp, well-saturated photo and a detailed description.

The frames-based design provides a handy toolbar at the bottom of the screen for accessing different site areas with ease. L.L. Bean's online shopper benefits include retaining your pertinent shopping and shipping information. Payments may be made via major credit card or L.L. Bean Visa, and products can be shipped in a variety of ways.–*MJP*

Computing

Of the dozens of online computing stores out there, three offer the best mix of features and content.

CompUSA

www.compusa.com

Shoppers seeking a massive product selection mixed with some fun will appreciate CompUSA's site. Browse all the computer shopping sites and you'll be likely to spend most of your time here.

The site is fast-loading (really fast), and the interface is slickly laid out and a breeze to explore, punctuated by powerful search capabilities. Products are accompanied by concise descriptions.

Lots of extras add to the buying experience. A weekly trivia contest offers the chance to win software. If you have a computing question, ask PC Modem, the resident online columnist. Kids will love the children's section, complete with its zippy outer-space design.

Our informal testing involved searching for a computer (the Power Macintosh 6500/275), a peripheral (the Diamond Supra Express 56E), and a software package (CorelDraw 7). CompUSA offered all three at prices just slightly higher than Computer Discount Warehouse, although the Power Mac was out of stock. Ordering was easy with major credit cards or CompUSA cards.—*Troy Dreier*

The Making of a Successful Storefront

What makes one e-commerce site take off while another languishes is hard to say. The best all share some common traits worth considering when building your site.

CREATE EASY-TO-NAVIGATE PAGES

Generally, good sites have a minimum of graphics and clutter, display navigational tools along the top or down the side, and offer a table of contents, maps, and indexes. All the sites are well designed to some degree, and Macy's e-ssentials and Eddie Bauer do a particularly good job of streamlining pages.

MAKE MERCHANDISE EASY TO FIND

Shoppers can't buy what they can't locate. Storefronts that hide merchandise behind a crowded home page or several layers of information will frustrate them. Build into your site the search capabilities that will let users sort by subject, item, or some other category. Music Boulevard, for example, permits advanced searches using multiple criteria within music genres. Look to the car sites, as well as Virtual Vineyards, for other examples of robust search capability.

OFFER PERSONALIZED SERVICE

Just as in the physical world, sites that deliver superior service get the buzz. The best ones provide purchase confirmation via e-mail, giving you a handy detailed record. Amazon.com will notify you when a book is available that matches your specific set of criteria. At American Greetings, you can sign and modify each card you send—even add a picture. If you provide American Greetings with a list of special dates and accompanying addresses, it will send you e-mail reminders and even mail the cards for you.—*David Strom*

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Computer Discount Warehouse
www.cdw.com

Bargain hunters unimpressed by bells and whistles will no doubt prefer Computer Discount Warehouse. Consistently low prices combined with a simple yet appealing interface and powerful search functions add up to one of the ultimate computing sites.

Search, Browse, and Compare functions make getting the best deal quick and satisfying. Weekly specials and manufacturers' coupons contribute to the amount that you can save. There's even an e-mail newsletter called Buyer's Edge that will alert you to sale specials. On our informal tests, all three products were in stock and were offered at the lowest innovative prices.

In addition, CDW provides product reviews and shopping tips culled from Ziff-Davis magazines. When it's time to buy, you can place orders with a major credit card either online, by phone, or by fax. CDW will also ship orders overnight or internationally.—*TD*

Internet Shopping Network
www.isn.com

Internet Shopping Network has been offering secure online transactions since 1994, and it still offers buyers a shopping experience at the cutting edge. New features like an impressive real-time auction, coupled with a smooth site and a fine selection, will appeal to many technically minded shoppers.

ISN's Computer Superstore is easy to browse, with pages laid out on a sparse, white background. Each product listing displays the real-time number of units in stock and is accompanied by a sharp image. The Download Store lets you buy and download software immediately.

The First Auction section makes use of new tools developed by Oracle and Sun to manage bids. As of this writing, ISN appears to have more auctions than bidders, which allows plenty of customers to come away with amazing deals, shipped to them via UPS.

All store merchandise is shipped nationally via Federal Express. On our informal tests, the Power Mac was out of stock, and prices were slightly higher than at CDW and CompUSA.—*TD*

Entertainment

Sit back and let the fun come to you. That order of books, movies, and CDs is on its way to your house.

Amazon.com
www.amazon.com

The leading online bookseller, Amazon .com has built an online resource full of literary news and opinion. Easy navigation, great selection, and personalization features unquestionably give Amazon an edge among the best.

The site's no-nonsense layout is light on style but quick to load and easy to use. Search capabilities are powerful, with jump points always accessible along the left side of each page. You'll find book reviews from a host of print and online publications, as well as articles penned by the Amazon.com Expert Editors, customers, even Oprah.

Amazon's personalization features are unmatched, serving as a successful model for other site developers to emulate. Fill out some checklists and forms and the Expert Editors will send you e-mail alerts on genres or subjects of interest. The Eyes feature will do the same when a favorite author releases a new title. Pay for your purchases with a major credit card or by check or money order; phone orders are also accepted. Shipping costs are $3.95 per order plus 95 cents for each additional book.—*Carlos Carrillo*

BarnesandNoble.com
www.barnesandnoble.com

Slow-from-the-gate challenger Barnes & Noble has taken a slightly different though equally impressive approach to its book site. Whereas Amazon.com focuses on one-on-one interaction, this bookseller has built an online community reflective of the casual reading-room atmosphere its real stores are known for—sans coffee bar and overstuffed chairs.

As a hub that connects readers via literary forums, events, and live online interviews, the Barnes & Noble site occupies a unique place in the online book world. Not surprisingly, design, navigation, and search functions are strikingly similar to Amazon's—down to the fonts at times.

Barnes & Noble also supplies personalization features—notably the Personalized Book Recommendations agent which tailors book suggestions to your taste—but as of this writing, they're less developed than Amazon's.

Orders are accepted by credit card online or by phone, or fax (though we don't normally recommend faxing credit card information). Shipping is $3 plus 95 cents for each book, which is essentially the same as Amazon.com's policy.—*CC*

Bargain Book Warehouse
store.bargainbookwarehouse.com/cgi-bin/sodacreek.storefront

Bargain Book Warehouse's bare-bones approach to online bookselling beats the big guys where they live—by offering a flat shipping rate of $4.25 per order. The site's design, navigation, and load times are outstanding, though the stock is somewhat less extensive.

In an informal price comparison, we ordered Robert A. Heinlein's *Starship Troopers* at each site. At Amazon and Barnes & Noble, the price was $4.79 plus shipping, for a total of $8.74. Barnes & Noble, however, charges sales tax in states with stores, so our New York purchase totalled $9.46.

Bargain Book Warehouse charged $5.39 plus $4.25 shipping, for a total of $9.64, indicating that you need to buy in bulk to benefit from the flat rate. But shipping for eight books from Amazon .com and Barnes & Noble will cost you around $10, compared with Bargain Book Warehouse's $4.25.—*CC*

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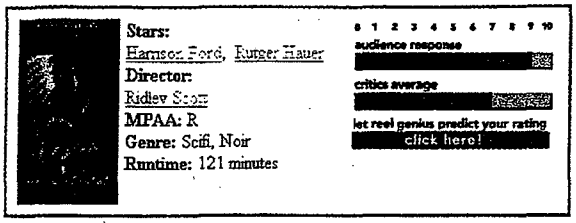
Reel

www.reel.com

The "planet's biggest movie store," Reel offers more than 35,000 videos for rent and 80,000 for sale—at lower prices than you'll spend around the corner. In addition, Reel's unique services and unsurpassed search capabilities help make it the definitive site for all things cinematic.



Whether you know the title you want or need some guidance nailing down what kind of film you're in the mood for, Reel's multiple search capabilities are far and away the most impressive we've seen. Most notable is the CineMap environment, which uses Perspecta's 3-D visualization technology PerspectaView to lead you to a pool of movies that will suit your criteria.

An effective blackout design helps to facilitate quick page loading. Encyclopedic information on movies and their stars, plus hundreds of movie reviews penned by Reel staffers, is sure to satisfy the most knowledgeable student of film. For those who yearn to join the ranks, Reel offers extremely cheap virtual classes in film theory at Cinema U ($10 for a mini-course, $15 for a full course).

Rental prices are sure to make both the nationwide chains and mom-and-pop video shops nervous. Reel charges $2 to $3 a week per title, plus shipping (depending on volume). You can also buy titles at discount prices for VHS, laserdisk, and even DVD. Payment options include major credit cards, checks, and money orders.—*Michael N. Rusignuolo*

@Tower

www.towerrecords.com

Of the many online music stores, @Tower, CDnow, and Music Boulevard offer selections rivaling those found in many real-world music stores as well as powerful search facilities, and original added features and content. All this adds up to sites good enough to make the traditional stores squirm.

@Tower's simple-to-navigate site lets anyone with a Web browser shop this virtual Tower Records store. Quick Searches make it simple to sort the 150,000 titles by artist, title, song, or producer. Each listing is accompanied by cover art and informative listings. Our informal tests included the purchase of five CDs, which totaled $69.95. Because Tower has stores in New York, we were charged $5.43 in sales tax. Shipping options included $4.95 for 2- to 3-day delivery (or $7.95 for overnight), rounding out our total to $76.33.

Online-only services abound, such as promotional and collectible giveaways, QuickTime videos, and RealAudio sound bytes, making @Tower a tempting choice even for shoppers with a Tower Records nearby. Pay for your purchases with a major credit card.—*Stephanie Lindenbaum*

CDnow

www.cdnow.com

With its collection of over 215,000 CDs and 35,000 videos as well as added content, low prices, and singular features such as the Lunchbox, CDnow is tough to beat—both on and off the Web.

The site is intelligently designed, with everything you need right up front. Graphics are small and used sparingly, contributing to fairly fast loads and easy navigation. The CDnow's search engine, FastFind, lets you search by artist, title, song title, or record label. Here, our test albums cost $64.45, plus $4.45 for 1- to 3-day shipping, for a total of $68.90.

Unique to CDnow is the Lunchbox, a special section of the shopping cart where you can store items over multiple visits. Extensive payment options include a choice of six credit cards.—*SL*

Music Boulevard

www.musicblvd.com

Fans of VH-1 and MTV (with which Music Boulevard is affiliated) will be quick to love the eye-catching design and extensive music news at the Music Boulevard site. Make no mistake: Behind the cool veneer is a rock-solid site with features and selections that make it serious competition for real-world stores.

You'll find over 185,000 CDs and tapes culled from multiple genres, as well as swift and easy-to-use search controls. In most cases, each item is accompanied by cover art, as well as the artist's discography. Selected tracks are available for preview via the RealAudio plug-in.

No matter where your search leads you, the seven opening departments are always available at the bottom of the screen. Search boxes for a particular artist

Shop Safely in Unknown Corners

Buying online is anything but new. Small sites have been selling an eclectic array of merchandise in insecure cyberspace long before Fortunoff and Macy's essentials came online. Here are some ways to ensure that you're buying from a legitimate site.

First, take a long look at the welcome page. Note the number of links to other sites, as well as the nature of those sites. Ties to associations, guilds, or other organizations denote legitimacy. Also look for BBBOnLine, TrustE, and VeriSign Digital ID logos. These organizations work to maintain security and integrity on the Internet, and they let members post a logo linking back to their pages. If the logo or link isn't clickable, it may be pirated.

Try to learn how long the site has been in business. If you can't tell, send the proprietor an e-mail query. Next, check the Usenet boards to see if there are any flames (complaints) posted against the site, and then post your own follow-up query.

Also look for a variety of payment schemes offered—credit card using a secure server, phone, personal check, or money order. Some sites also let you mail in your credit card information. If you're asked to e-mail this information, don't; there are countless ways for hackers to intercept it.—*Carlos Carrillo*

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appear often, speeding up inquiries considerably. Our test CDs totaled $68.05. Shipping options included 4- to 8-day service for free, 2- to 3-day for $4.94, and 1- to 2-day for $6.19.

Music Boulevard accepts a generous array of payment methods, including checks, money orders, and major credit cards. You can also order via phone. As an added customer service, Music Boulevard offers to keep your customer data private, and it will guard your e-mail address from unwanted solicitors.—*SL*

Food/Wine/Cooking

Here are the best places online to buy everything from a can of tomato soup to a bottle of chardonnay or a 10-quart double boiler.

Chef's Catalog

www.chefscatalog.com

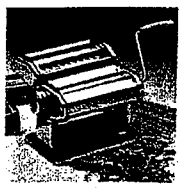
If you're a fan of the print version (around for nearly 20 years) or a home chef searching for the best professional-quality restaurant equipment, look no further than Chef's Catalog. Here, you'll find the best selection of products—everything from an Italian Pizzelle Chef Baker to a ten-piece pots-and-pans set—packaged at an easy-to-navigate site.

Categories are broken down intelligently. Sections include gifts, cookware, cutlery, chefs' tools, exciting electrics, and Super Sale; daily specials are spotlighted on the front page. Each item is accompanied by a large, relatively crisp image and a detailed description.

The merchandise has a decidedly European bent, with strong representation by such companies as Bourgeat, Henckels, and Krups. You'll also find excellent tips for optimizing your kitchen equipment, as well as a section where you can e-mail questions to a professional chef—all of which enhances the value of the print catalog.

Add items to your shopping cart as you go. Purchasing requires you to register, but once you do, Chef's Catalog will e-mail you a receipt of your transaction.—*MJP*

Atlas Pasta Maker



Save $25 now.
This is the "Workhorse" Pasta Machine used in Italy's Small Trattorias. Now you can make delicious, fresh, homemade pasta easily and quickly with this durable, efficient, manual Atlas Pasta Maker. Made of heavyweight chromed steel with 6"W nickel steel rollers with spaghetti (1/16") and fettuccine (1/4") cutters. 6Hx6 1/2"W, steel clamp. Made in Italy.

4971 Atlas Pasta Machine, reg. $55.00, special 29.99

Kosher Grocer

www.koshergrocer.com

Whether you're kosher or you simply appreciate the finest fresh pasta and imported goat cheese, the Kosher Grocer site is the best source on the Internet. Slickly designed and easy to navigate, the selection is extensive and exotic, with prices at or below what you'll find in the average New York kosher deli.

Laid out like a traditional kosher kitchen—with dairy items separate from meat—the foods are categorized thoughtfully and logically. There's also an ample selection of hard-to-find spices and flavored olive oils. Under each category, each product is accompanied by a large low-resolution image that is quick to load and displays sufficient detail. Click on the image to bring up a short, meaningful product description.

Clearly marked prices are competitive with the brick-and-mortar variety of shop. Add items to your shopping cart as you go, and don't forget the $20 minimum. After you pay for your order with a major credit card, Kosher Grocer will ship it to you overnight via Airborne Express.—*Karen J. Bannan*

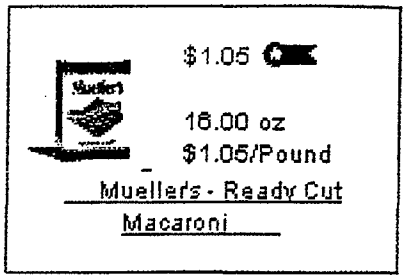
NetGrocer

www.netgrocer.com

Would you ever consider doing your weekly grocery shopping online? Granted, the idea of having your staples delivered via FedEx is unconventional, but the NetGrocer site is so well conceived and executed, it's sure to make you rethink the way you shop for food. The first nationwide online grocery store, it has been around only since last July.

NetGrocer's thousands of items are artfully and thoughtfully arranged by category. Each item has a corresponding image, price, and size, as well as dimensions and nutritional data. A robust search engine lets you sort out items by 14 different variables, including brand, size, price, calories, fat, and sugar.

Navigation is slick and instinctive. Personalized features include the ability to create shopping lists for reuse, set up recurring orders, and send food to others. We especially liked the live cash register



in the lower right-hand corner, which keeps a running tally on the cost of your purchases. At checkout, pay for your groceries with any major credit card. Your food will be delivered within four days via Federal Express. Shipping costs $2.99 for the first 10 pounds and only $.99 for each additional 10 pounds.—*KJB*

Virtual Vineyards

www.virtualvin.com

Virtual Vineyards is the definitive site for all things related to wine. Begun over two years ago as an online service, it provides an abundant selection of wines and gourmet food. In addition, it's full of useful information and seasoned advice unavailable at your corner wine store.

The site lets you search by various criteria or browse the Instant Pick section. Here, a wine is highlighted—complete with description and history, as well as an accompanying chart detailing flavor intensity, acidity, body, and complexity. If a term is unfamiliar, simply click on it to bring up a detailed explanation.

Surprisingly, wines only scratch the surface of Virtual Vineyards' offerings. There are various gourmet foods, candies, and preserves, with detailed menus (for party planning), recipes, and appropriate wines. If you need guidance, informational columns provide quick answers, or you can e-mail Virtual Vineyards' staff of experts.

Payment options are the most extensive of all the best sites (including Cybercash, credit cards, and CompuServe Wallets). The site also supports VeriSign Digital ID for secure transactions.—*Adam Asch*

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Wilderness Coffee House

ww.wilderness-coffee.com

Forget choosing between flakes and crystals. At the Wilderness Coffee House, you'll be torn between Guatemalan Antigua and Ethiopian Longberry Harrars. Famous in the Midwest, the Maple Grove, Minnesota, store has brought its abundant selection of blends, roasts, and specialty teas as well as coffee-related paraphernalia online—producing the authoritative coffee-bean site.

The site is concisely designed and easy to navigate. Each item is accompanied by a detailed description. You'll also find welcome explanations of formal coffee-tasting terms, as well as the history and origins of your chosen bean.

Significantly, to ensure peak flavor and freshness, the beans are roasted in small batches every Wednesday morning to fill online orders processed the previous evening before 9:00 central time. Buying beans is as simple as checking off a box, which adds your choice to the shopping cart. You can place your major credit card order by phone during business hours or online.—*AA*

Retail & Department Stores

Forget the limitations of geography. Now you can shop some of your favorite stores from anywhere, at any time.

Fortunoff

www.fortunoff.com

Unless you have explicit confidence in the source, you might not consider purchasing fine jewelry over the Internet. But with 75 years in the bauble business, Fortunoff is well positioned to change your mind. This outstanding site provides the best viable alternative we've seen to real-world jewelry shopping.

Aside from a simple and elegant design, what you'll find particularly striking here is a large high-resolution photograph accompanying each piece—rivaling the prints you'd find in a glossy catalog. For users with bandwidth concerns, Fortunoff's low-bandwidth version offers smaller images that are sharp and clear. The sizable collection of jewelry is grouped logically in eight categories, including gold, diamonds, and cultured pearls.

We especially liked that all diamonds are accompanied by clearly marked color and clarity ratings. Also notable is the Shop By Price search feature, which lists all items available in ascending order of price. Fortunoff lets you pay with any of six different credit cards—one of the widest selections we've seen. And it will wrap your gift in posh metallic paper with ribbon at no extra cost.—*KJB*

JCPenney

www.jcpenney.com

JCPenney is famous for its family-friendly personality, expansive in-store inventory, and comprehensive catalogs. Before long, it may also become renowned for its excellent online store as well. JCPenney has successfully leveraged its catalog experience to create an online department store offering everything from toasters to pillows to dresses from one convenient browser window.

The site is clearly designed, concise, and functional. Items are grouped by department, such as Men, Women, House and Home, and Electronics, making the shopping experience similar to that in brick-and-mortar stores. Each product is accompanied by a small high-resolution image and a useful description.

Pull-down menus made it extremely easy to buy a pair of jeans in the right size, and we appreciated the online-only coupon for $3 off if we bought two or more pairs. You can use any major credit card or your JCPenney card to ring up your order. In addition to the shopping areas, there's a gift registry, online sales and specials, and Internet-only coupons. Links to flower shopping and the store's retail hair salons and photography studio round out this extremely comprehensive site.—*KJB*

Dig Before the Deal

The Web is a rich resource for making information-intensive deals in real estate, stocks, and airline tickets.

Local ISPs offer extensive real estate information by bundling links to realty listings, chamber of commerce information, mortgage broker listings, sale-by-owner listings, maps, even county tax records. Yahoo's classified section and CyberHomes (*www.cyberhomes.com*) are among the many sources with listings from realtors and private sellers. At Real-Estate-Web.com (*www.real-estate-web.com*), you'll find hundreds of links to real estate–related sites.

Buying stocks on the Web is big business. Hundreds of financial sites as diverse as CNNfn, Microsoft Investor, Quote.com, and USA Today Money offer personalized information pages, advice, portfolio tracking, e-mail notification, and other services. Be careful, though. Earlier this year, the Federal Trade Commission issued warnings to 215 sites about deceptive advertising.

When you are ready to trade, Charles Schwab & Co, eBroker, E*Trade, and PC Financial Network can conduct trading at prices that make flesh-and-blood brokers grind their teeth.

Great deals on airline tickets—as well as information on availability and convenient connections—can be found at sites such as Microsoft Expedia and Travelocity. The Ecola site (*www.ecola.com/travel/airline*) provides links to all major airlines, and TheTrip.com (*www.thetrip.com*) offers useful information, including position reports of flights in the air.

Surprisingly, many airlines dilute the value of their Web sites. Delta Airlines, for example, uses an inordinate amount of bandwidth on airplane pictures and corporate hype.

In an upcoming issue, *PC Magazine* will serve up a story on online travel sites.—*Frank J. Derfler, Jr.*

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Macy's e-ssentials

www.macys.com

Department stores have been slow to build e-commerce sites, especially those stores unable to draw on an established catalog business like JCPenney. You won't find Bloomingdale's or Sears selling online, but you will find the Macy's e-ssentials shop. Macy's offers the basics (panty hose, underwear, socks, button-down shirts), coupled with personalized services. This unique combination results in one of the best e-commerce sites we've seen.

Items are depicted by stylish line drawings that load quickly and offer plenty of detail. Customized features that you won't find elsewhere include the ability to have items sent to you automatically every month. And notably, if an item is on sale at the store, you'll automatically be charged the sale price online—a feature we haven't seen elsewhere.

Extra touches that round out this site include a personal make-up consultation via the Clinique site. You can even order Macy's gift certificates in $50, $100, and $200 denominations. When you're finished shopping, you can pay using any major credit card.—*KJB*

OfficeMax Online

www.officemax.com

With its utilitarian design and wide selection, OfficeMax Online is the best place on the Web for buying anything from pencils to ink cartridges to computers without ever jumping into your car.

Over 7,000 products are displayed in a hierarchy of lists that make quick work of drilling down to the specific item you want. Each product is accompanied by a clear picture and a short, useful description.

The ability of users to track purchases from the Web site, as well as to create template order forms for regularly purchased items, makes OfficeMax Online an excellent alternative to traditional shopping. When you've selected an adequate supply of staples, submit your order in the checkout area and pay by major credit card.

Although OfficeMax's design is well conceived and easy to search, we often had to reload a page several times before we could browse its contents.—*KJB*

Specialty Stores

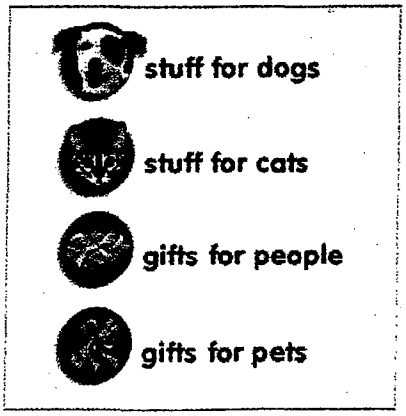
From humidors to virtual pets, these online shops offer an eclectic array of merchandise you won't find at the mall.

Aardvark Pet

www.aardvarkpet.com

Get a gift for your favorite dog or cat at Aardvark Pet. Toys, clothing, books, and more are all a click away—everything from food for real animals to virtual pets. Other pet sites include products for the parakeet and hamster contingent, but Aardvark's quick, attractive, and sleek interface, as well as its copious product line, makes it far and away the best.

The friendly site uses fun icons and has an intuitive design. In a sense, Aardvark is weighted down by its extensive inventory,



listing all the products in long, vertical lists that require serious scrolling. Nonetheless, the current setup is quick-loading and redeemable with Today's Deal offerings at the top of each page. Each product is only a click away, and navigation is a snap.

Click on the buy-it icon to put items in your shopping cart; at any point you can check out. A nice touch here is the ability to attach a gift message to each purchase. Several ordering options accommodate the security-squeamish, ranging from secure credit card transactions to an 800 number.—*MNR*

American Greetings

www.americangreetings.com

Who needs a personal assistant when you have American Greetings online? Much more than a card shop, the site offers personal services that are unsurpassed. You can stock up on a year's worth of cards and personalize each one with a message and a photograph. As that's not enough, American Greetings will even address, stamp, and mail your cards for you so they arrive on time for those birthdays and anniversaries.

Beyond customization, the site is streamlined and easy to navigate, and it offers a huge, eclectic selection of cards at competitive prices (around the $3 mark, including postage). There are cards for every holiday and milestone in life, as well as gifts, chocolates, and gift baskets.

Members benefit from an online address-book feature that saves all your recipients' information for future use. You can access the site's online e-mail reminder service so you won't forget an important date or occasion.

Purchasing your card selections is half the fun, because you get to personalize each one—adding text, a customized greeting, and a signature. When you're all finished, you can pay for your purchases with any major credit card.—*KJB*

Andy's Garage Sale

www.andysgarage.com

Typically, garage sales are where you can pick up odd items at bargain prices. Andy's Garage Sale is no different, except that you're not buying other people's castoffs but browsing what's brand-new. Of the sites we found that offered a variety of bargain merchandise, Andy's voluminous and worthy stock, as well as its organization and design, set it above the rest.

Andy's Garage Sale sells overstocks and tail-end inventories. The site has a decidedly homemade feel to it, but once you move into the product pages, you'll find some serious inventory. Item lists are displayed in easy-to-read tables hyperlinked to additional product information, so browsing is quick and painless. Click on an item to read a highly detailed fact sheet that provides more information than you'll ever need to

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know about your chosen product.

During our shopping trip, we found a $37 king-size comforter set, a $17 women's Crayola Musical Watch, and a pair of $31 gold-and-diamond earrings. You can use your credit card to order by snail mail, fax, or phone. Each order will set you back $4.95 for shipping and handling, but if you order multiple (or heavy) items, that's a bargain too.—*KJB*

De La Concha Tobacconist

www.viamall.com/delaconcha

Two hot trends come together as stogies meet the Web at De La Concha Tobacconist. The venerable New York tobacco shop has been around for 33 years but just put up its cyber-shingle last January.

Plenty of sites on the Web sell tobacco, but none offer such a wealth of products packaged in an elegant and quick-loading interface. Shadowed graphics and muted colors help create a mood so completely in the spirit of its wares that you can almost smell the smoke. A graphical navigation bar at the top of each page keeps you one click away from your shopping cart, a search engine, and additional products. You can toss your purchases in the cart as you go, remove things you decide against later, and then place your order on a major credit card.

Products are logically grouped in categories and subcategories, making it quick business to find what you seek. The rated selections will satisfy even the most finicky of tobacco aficionados. De La Concha also contains a wealth of anecdotal information in each section, such as the University (for practical and philosophical works on the joys of tobacco) and the Museum (which features a display of historical tobacco brands). All of this adds up to a most useful, enjoyable, and even educational experience.—*MNR*

1-800-Flowers

www.1800flowers.com

If you don't have time to smell the roses at the corner florist but are uncomfortable sending that special someone a bouquet or gift basket sight unseen, 1-800-Flowers is your answer.

Peruse 150 floral arrangements and gift items at this clearly laid-out site. Each includes a detailed description and a large image. Online extras include a floral reference-and-information section and the Fresh Thoughts e-zine, where you'll find flower factoids, tips on floral arrangements for birthday parties, and suggestions for what to say on the card. There's even a calendar that highlights flower-giving occasions (June is national rose month, for instance), as well as a Gift Reminder Service that alerts you five days before a bouquet-sending date.

Ordering from 1-800-Flowers is easy; a handy calculator automatically tallies your purchases as you go along. Orders received before 1:00 P.M. are guaranteed same-day delivery anywhere within the United States and Canada, and the $5.99-per-order service charge is 50 percent less than the price charged to telephone customers.—*AA* PC

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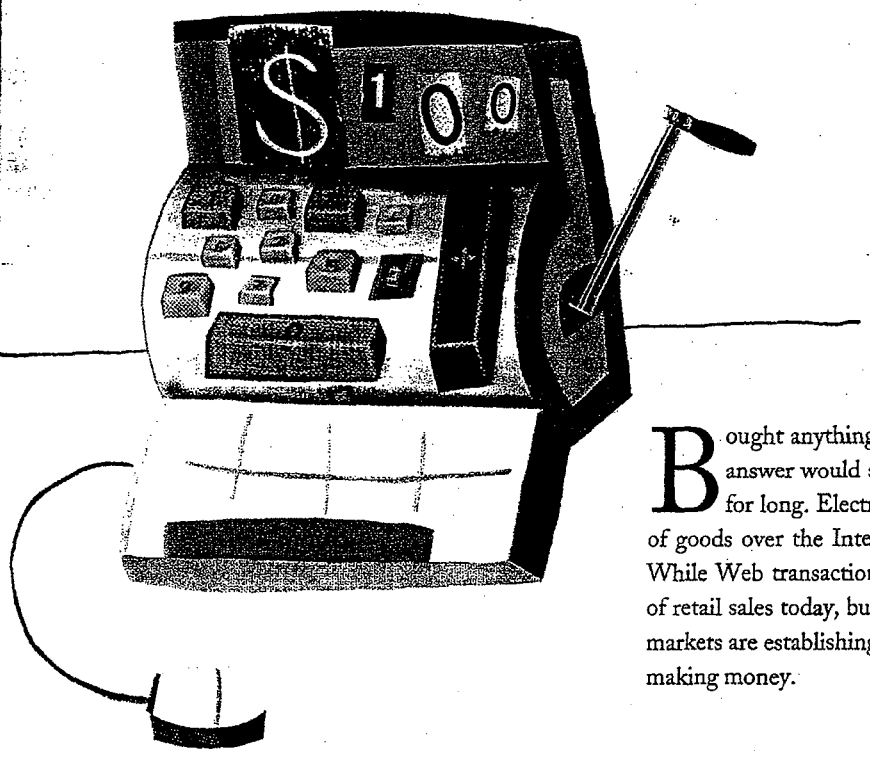
OPEN FOR BUSINESS

WEB STOREFRONT CREATION SOFTWARE

After a slow start, business is picking up on the Web. These 12 products can help you hang your shingle online.

By David S. Linthicum



www.pcmag.com

Visit *PC Magazine*'s Web site for **additional product reviews** and **links to top commerce sites** built using these new products.

Bought anything on the Web lately? For most of us, the answer would still be no. But that may not be the case for long. Electronic commerce—the selling and buying of goods over the Internet—is now growing at a steady pace. While Web transactions still make up only a small percentage of retail sales today, businesses seeking to take the lead in their markets are establishing storefronts on the Web. Some are even making money.

ILLUSTRATIONS BY CHRIS STAUB

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The Elements of a Web Storefront

One of the reasons Web commerce has been slow to evolve up to now is that Web stores use many components that must all work together seamlessly. Tying these components together can be difficult, although the software packages we review have made strides in simplifying this process.

WEB SERVER

All Web storefront programs or commerce servers sit on top of existing Web servers. Most of the products we review run under Microsoft Windows NT with server software from Microsoft or Netscape, among others. ICentral's ShopSite Manager currently runs under Unix only, but a Windows NT version should be available soon. Entry-level products are designed to build sites hosted by the vendor or an ISP, eliminating the need to install or administer a Web server locally.

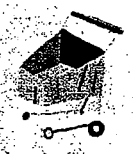
CATALOG BUILDER/ STORE ADMINISTRATOR

Web storefront creation packages allow you to generate HTML-based product catalogs using information from a product database. The more powerful packages can import product data from an Excel spreadsheet or database file; entry-level packages typically require you to enter this information manually. The better programs also make it easy to manage items that come in a variety of sizes, shapes, or colors. Once you've created the catalog, you'll also want administration features, such as the ability to create promotions for certain items.

DATABASE SERVER

Most Web stores typically have at least two types of databases: a product database and a customer database. The more powerful programs allow you to import existing databases using native SQL or DB2 drivers, or via ODBC. Customer databases include demographic information gathered from registered users via CGI scripts.

SHOPPING CARTS



Virtual shopping carts enhance the shopping experience by allowing customers to select items for purchase and continue browsing the store—or even leave the store and return later—before placing an order.

ORDER PROCESSING

Order processing involves several tasks, such as calculating taxes and shipping costs, and processing payments. Some products integrate these functions; others rely on third-party components such as Taxware for calculating state and local taxes and CyberCash for credit card verification. Security is also an issue, and many products implement SSL (Secure Sockets Layer) or S-HTTP for securing transactions over the Web.

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To help businesses open their online doors, a new class of products has emerged. These products, known as Web storefront creation packages or commerce servers, work with existing Web servers, allowing visitors to register, log on, browse products, place products in virtual shopping carts, and purchase the goods or services securely. Most provide wizards or libraries of sample storefronts, as well as authoring tools, to help developers build the site quickly.

Behind this storefront, a lot goes on as well. Storefront creation packages should tie in to legacy applications, provide tools for calculating taxes and shipping costs, work with a variety of payment schemes, and process transactions securely. Finally, most provide site analysis and reporting tools for monitoring your site's progress.

Clearly, commerce software faces a complex challenge, and it's no surprise that the category is still developing. Most of the early adopters have been large companies. According to a Forrester Report, the majority (80 percent) of these spent more than $100,000 each to cobble together first-generation sites using a variety of tools. Fortunately, that's beginning to change. We found a dozen entry-level and midrange packages designed to help small or medium-size retail businesses set up shop on the Web. Although they vary widely in terms of features and price, all these programs allow you to build relatively sophisticated sites for a fraction of the cost of the earlier commerce sites.

THE MOM-AND-POP ONLINE SHOP

Each of the least expensive storefront creation programs is usually hosted by the vendor or a partner ISP and designed for small or medium-size businesses that want to establish a presence online with a minimum fuss. These entry-level products typically provide wizards that walk you through the process of setting up a storefront and then generate the site automatically—so you don't even need to know HTML, let alone programming languages such as Java or Visual Basic.

Two products in our roundup, Cartalog 4.0 from Virtual Spin and Viaweb Store 3.0 from Viaweb, aren't even software packages per se but rather are services that enable you to build a store online within your browser. Alternatives to these online services at similar prices include Forman Interactive's Internet Creator 4.0 and Peachtree Software's PeachLink, which integrates with Peachtree Complete Accounting. (Peachtree is planning to include PeachLink with the next version of Peachtree Accounting.)

Despite their simplistic approaches, most entry-level packages allow you to insert HTML—or graphics and multimedia files—into existing pages to customize your site as business grows. And they are relatively inexpensive. The fee for site hosting is based on the number of items in your store, and these entry-level products all start at less than $100 per month.

BIGGER BUSINESS

In the midrange category, we review Cat@log Builder 2.0 from The Vision Factory, Electronic Commerce Suite 3.0 from iCat Corp., Intershop Online 2.0 from Intershop Communications, Lotus Domino.Merchant 1.1, Merchant Builder 2.1 from The Internet Factory, Microsoft Site Server 2.0 Enterprise Edition, Net.Commerce 2.0 from IBM Corp., and ShopSite Manager from ICentral. Except for ShopSite Manager, which is currently Unix-only, these packages run under Microsoft Windows NT as well and are typically

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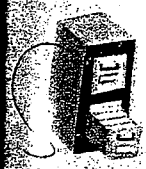
SITE ANALYSIS/REPORTING

At the very least, all Web storefront creation packages should offer the same basic site analysis tools found in Web server software for reporting the number of page hits. More sophisticated packages allow you to generate detailed reports on sales and customers. Products that use standard databases have an advantage here, because you can use full-featured report writers such as Seagate Software's Crystal Reports to extract more information and produce polished reports.

LINKS TO LEGACY SYSTEMS



One of toughest challenges of Web commerce is linking your site to legacy applications, such as your inventory and accounting systems. Some midrange packages offer open APIs for developing links, but this remains one of the more costly aspects of setting up a Web storefront.

designed for larger businesses that host their own Web site. (We tested the Windows NT versions.) These products range in price from roughly $500 to $10,000. In the sidebar "Big-Business E-Commerce," we examine more costly solutions from Actra/Netscape, BroadVision, and Open market.

To test these entry-level and midrange storefront packages, we built a fictional clothing store and stocked it with a variety of products in different sizes and colors. Once the store was set up, we then initiated a series of transactions of varying complexity to test the customer experience.

The storefront creation packages we tested all need to store the product data someplace, and that place is typically a relational database. All of the midrange products except Microsoft Site Server include relational databases. For example, Intershop Online comes with Sybase 11, and IBM's Net.Commerce includes a scaled-down version of DB2. With the browser-based products (Cartalog and Viaweb Store), database support was less of an issue, since most products are already set up to use a database at the hosting site.

The midrange products also provide links to other databases through ODBC. This lets developers connect storefronts to existing databases. All of our midrange products support ODBC; IBM, however, would guarantee only that its ODBC subsystem will work with DB2 and Oracle.

On our tests, importing the data for our test store proved to be the biggest stumbling block for most products. While all of the packages provided some mechanism to import data from open formats (comma-delimited, tab-delimited, and so forth), they all had to massage the data to fit into their schemas, and problems such as data corruption were not uncommon. Among the midrange products, Net.Commerce proved the most difficult. We were forced to write the data out to a proprietary "loading" format before importing.

Some of the entry-level packages simply could not complete that portion of our tests. Viaweb Store, for instance, has no provision for uploading existing data files. Of course, the vendor will attach the data for you at the back end, but you run the risk of violating data integrity rules, which could cause erroneous results. And vendor-hosted products typically don't provide you with direct access to the resulting databases.

Once you have that data in your store, the next step is to figure out how to show it to the world. The products in our roundup offer a variety of authoring tools ranging from run-of-the-mill to radical. Microsoft Site Server, for example, bundles the powerful Visual InterDev; by contrast, Intershop Online's script editor leaves a lot to be desired, and Merchant Builder requires knowledge of HTML and a lot of time.

Our Contributors: DAVID S. LINTHICUM is a frequent contributor and electronic commerce expert with Ernst and Young's Center for Technology Enablement. HEATH H. HEREL and DAWN A. LEARNED are freelance writers and computer consultants for Walker Systems Support, based in New Britain, Connecticut. STEVE BUEHLER is the director of PC Magazine Labs, West Coast. SEAN GONZALEZ is a freelance writer. DIANE JECKER was the project leader, and JOHN MORRIS was the associate editor in charge of this story.

Editors' Choice

- Web start-ups: Viaweb Store 3.0
- Bigger business: iCat Electronic Commerce Suite 3.0

PC MAGAZINE EDITORS' CHOICE

In electronic commerce, one size does not fit all. Large businesses can spend hundreds of thousands to construct commerce sites, but there's room for all types of businesses, as our Editors' Choice products demonstrate.

Our choice for those just getting started with Web commerce, Viaweb Store, allows small businesses or those just venturing online to build entire storefronts through their Web browsers—and for a very nice price. To create a store with Viaweb, the only things you need are your browser and an Internet connection. But Viaweb's simplicity belies its sophistication. Its editing, publishing, and reporting features rival those of many midrange products we tested. Go to *www.viaweb.com* and try it yourself for free.

Further up the e-commerce scale is our Editors' Choice for larger businesses: iCat's Electronic Commerce Suite 3.0, Professional Edition. A more robust solution suitable for any size business, it has some formidable competitors. Nevertheless, this mature e-commerce solution is up to the challenge. Electronic Commerce Suite includes the best selection of storefront templates. New to this version are ODBC support, remote site administration via a browser, and Sybase's SQL Anywhere database. All that adds up to a commerce solution that means business.

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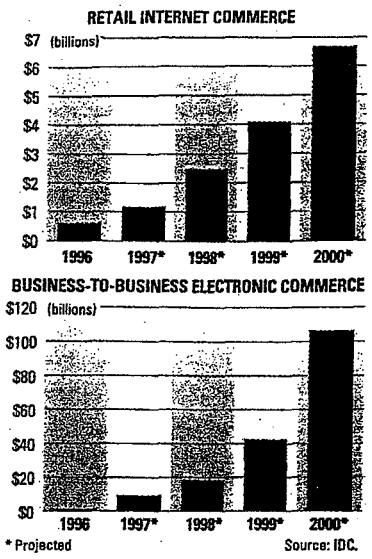
At the low end, Viaweb provides powerful WYSIWYG, browser-based page editing. Most servers support open scripting standards such as JavaScript and VBScript, but some, such as iCat's Electronic Commerce Suite, offer only proprietary scripting languages. However, Electronic Commerce Suite also comes with the best selection of templates (or "layouts," as they're called in the product), allowing you to get up and running quickly.

Most of the storefront creation packages integrate with third-party components for tasks like calculating taxes (Taxware) and processing payments (using systems such as CyberCash). The midrange programs also allow you to access legacy systems through APIs (application programming interfaces) so that you can, for example, link the inventory database to your enterprise accounting system. The entry-level products are designed for smaller businesses and do not include open APIs.

Of course, once you have your store running properly, you have to mind it, and this is where site analysis and reporting tools come in. Most midrange storefront creation packages provide "sales by" reports, such as sales by member, sales by date range, and sales by product. Commerce Suite offers the greatest number of reports, while Microsoft provides the most sophisticated site analysis tools. Since most of the midrange systems use standard databases, you also have the option of using third-party reporting tools such as Seagate Software's Crystal Reports and Borland's Report Smith. The entry-level products, on the other hand, tend to be very limited in these areas.



COMPARISON SHOPPING

With so many options, what should you look for in a storefront creation package? During our testing, a few important qualities emerged. First, while most of these products were relatively easy to install and made short work of basic sites, creating a customized store took a little more effort. We advise you not to try to do it from scratch. Pick a product such as Electronic Commerce Suite or Net.Commerce, which offers a wide variety of sample stores to build from.

Second, don't discount the entry-level packages, especially if you have a small retail business. If you can live without robust database connectivity and extensive reporting tools, you'll find that many of the entry-level products are capable of producing slick sites with a minimum of effort and at little cost.

The road to electronic commerce is not yet paved with gold. All of these products need a few more cycles before they can offer what we consider true turnkey commerce solutions. But with Web commerce set to explode in the coming years, electronic commerce software should evolve rapidly. And if you're adventuresome, the tools you need to help you get a jump on the competition are already here.

GLOSSARY

Terms of Business on the Web

Certification authority (CA) A secure third-party organization that can verify the identity and origin of a person or component (such as ActiveX controls). VeriSign is the leading CA.

CyberCash An integrated electronic-payment system developed by CyberCash Inc.; used by commerce servers to verify credit cards and process payments.

Digital signatures Electronically coded messages that accompany text messages, identifying the author of each document or component. For example, all ActiveX controls transmitted over the Web are digitally signed by their creators.

Electronic wallet Also called a virtual wallet; a software mechanism that allows commerce server users to store and use credit card and electronic payment information. Typically, information in the wallet is encrypted and is persistent from session to session.

Internet Keyed Payment (IKP) A group of secure payment protocols created by IBM that let customers purchase goods and services securely over the Web.

Joint Electronic Payment Initiative (JEPI) An Internet payment standard proposed by CommerceNet and the W3 Consortium. It focuses on data security and interoperability between payment schemes.

Public-key encryption An encryption system that uses two keys, a public key for encrypting messages and a private key for decrypting messages, to enable users to verify each other's messages without exchanging secret keys.

Secure Electronic Transaction (SET) A secure payment protocol developed by MasterCard and Visa designed to ensure security for bank card transactions over the Internet. It denies merchants access to credit card information, thus keeping it secure between the shopper and the bank. It is expected to be finalized at the end of 1997.

Secure HyperText Transfer Protocol (S-HTTP) A secure version of HTTP, developed by Netscape, that provides general transaction security services over the Web.

Secure Sockets Layer (SSL) A public security protocol, also developed by Netscape, that can create a secure link between the Web server and the browser.

SKU Stockkeeping unit; a number designating one specific product.

Taxware A software program, developed by Taxware International, that provides detailed tax rate information to commerce servers over the Internet.

BOLD PC
MMX intel inside pentium

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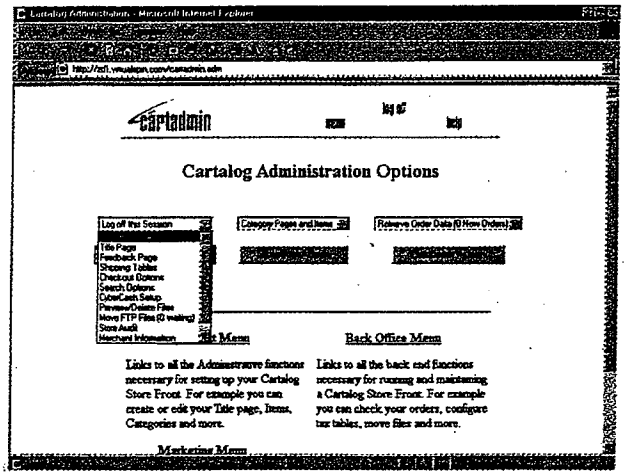
Virtual Spin LLC

Cartalog

A browser-based commerce solution. Virtual Spin LLC's Cartalog 4.0 is easy enough for novices to use while offering the flexibility and power that Web designers demand. As with Viaweb Store, you don't have to install any proprietary software; all you need is a browser and an Internet connection. Cartalog is also the most economical solution we reviewed: the vendor-hosted service starts at $50 (street) per month for up to 150 SKUs.



Cartalog's strong browser-based environment lets you build each piece of your site with a great deal of flexibility.

Creating your Cartalog site is quick and easy, with a series of wizards walking you through the process. You can enter HTML directly or import pages created using an external editor to customize your site further. If you find that the wizards don't provide the power you need, you can bypass them and design the site from the ground up without any assistance.

Cartalog's management tools are among the best in the bunch, with a friendly interface that lets you control every aspect of your site. Managing shipping requires little effort: A series of HTML forms takes you through the entire process and makes it easy to configure multiple shipping tables in just a few minutes. Sales tax is no more complicated: You can enter multiple rates and be as specific as necessary. Adding graphics to your site is amazingly simple. You can upload graphics (provided that your browser supports this ability) or select from a massive library of GIFs on the Virtual Spin server.

Setting up your site to use CyberCash is easier with Cartalog than with any other product. Its unique approach provides direct access to all CyberCash management functions from your site's management interface.

The reporting features are very easy to use, but Cartalog didn't offer the breadth of reports found in midrange products or even in a direct competitor such as Viaweb Store. Cartalog does provide activity levels for various time increments (days, weeks, months), successful hits per page, frequency of hits by IP address and browser, and referral information. The quality of these reports is unsurpassed, but they lack some of the information (such as spending trends) found in the other products. Also, the reports are not currently available in real time; they must be run as scheduled jobs. The company's tech support will supply other reports at any time.

Cartalog distinguishes itself from other vendor-hosted products by allowing merchants to host their own sites at a reduced rate. ISPs wishing to provide e-commerce to their clients can also obtain the Cartalog software and immediately gain a powerful commerce solution. Virtual Spin sets up the software for you and provides routine updates and maintenance as part of the agreement, which reduces much of the workload involved in hosting your own site.

Cartalog is a cost-effective way to put your business online quickly—without losing the ability to enhance the site or even host it yourself as your business grows. We gave Viaweb Store the edge in this category because its reporting tools are a bit stronger, but Cartalog is an impressive package that deserves serious consideration.—*Heath H. Herel*

Cartalog 4.0. Street price: 150 SKUs, $50 per month. Requires: Web browser, Internet connection. Virtual Spin LLC, Bellevue, WA; 888-853-5600, 206-974-1100; fax, 206-974-1200; www.virtualspin.com. *Circle 461 on reader service card.*

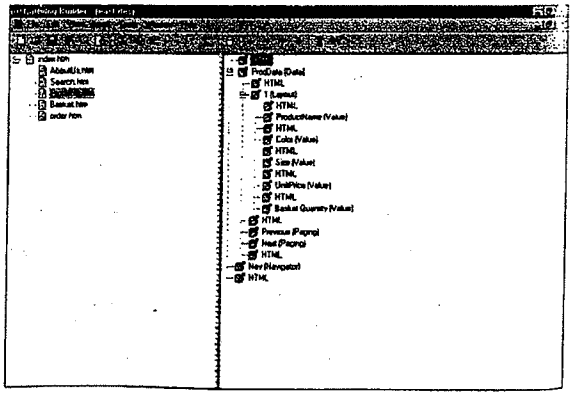
The Vision Factory Inc.

Cat@log Builder

Harnessing the power of electronic commerce can be tricky without the right tools, but The Vision Factory has provided all the requisite power in its latest release of Cat@log Builder. Like The Internet Factory's Merchant Builder, Cat@log Builder 2.0 is designed to work in conjunction with your Web server, providing support for ISAPI and CGI.

Unlike the other products in this roundup, Cat@log Builder ($4,995 list) is not merely a wizard-based GUI tool. Rather, it is a full-fledged development tool for creating an e-commerce site. Novice users should approach it with caution, but power users and developers will feel instantly comfortable and relish the power it provides.

Cat@log Builder does not offer an integrated authoring tool. You must select external tools for authoring, and you can choose both a WYSIWYG editor such as Microsoft FrontPage and a text editor. Cat@log Builder's IDE (integrated development environment) is strictly hierarchical, letting you view every aspect of your site, and you can drill down into any piece



Cat@log Builder's IDE (integrated development environment) gives Web developers a powerful tool to add commerce to any site.

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of it for easy viewing and editing.

You can give your site e-commerce a variety of features by using components that can be easily inserted into HTML pages. The components range from the shopping basket and ordering functions to a full-featured search capability. What makes this approach truly powerful is that any component can be placed on any Web page. A series of wizards makes adding and customizing your components fairly painless.

You can also connect to any data source via ODBC and add a data component to your site that can read from the data source at runtime and give your customers an up-to-date list of your product lines. The query component builds on the ODBC connection to create a powerful search engine for your entire database. Because the components reside within HTML, they can be customized with your editor.

More advanced components let you create variables that can display user-provided information or call external programs for greater functionality. Since Cat@log Builder is completely extensible, you can build your own components to add new functionality.

Cat@log Builder's component model can also support critical e-commerce functions. For example, shipping and sales tax calculations, as well as support for CyberCash and First Virtual, require additional components. For taxes and shipping costs, you must build the tables separately and then connect them with the components. The process is not very intuitive, but the documentation does an admirable job of guiding you along.

Statistics are reported through a log file that tracks hits for every page in your site. Cat@log Builder also provides statistical tracking for all queries run against your data source, detailing which ones were run and providing a counter for each. A similar mechanism tracks each component in your site. Cat@log Builder also lets you aggregate a statistics file and export it to a Microsoft Excel spreadsheet template.

Cat@log Builder is not the product to choose if you want to open your virtual shopping doors immediately. But its component-based approach provides maximum flexibility and should appeal to developers seeking to expand their commerce toolkits.—*HHH*

Cat@log Builder 2.0. List price: $4,995. Requires: 486-based PC or better, 32MB RAM, 2MB hard disk space, Microsoft Windows 95 or NT. The Vision Factory Inc., Scotts Valley, CA; 888-488-3228, 408-461-2100; fax, 408-461-9255; www.thevisionfactory.com. *Circle 462 on reader service card.*

SUITABILITY TO TASK: WEB STOREFRONT CREATION SOFTWARE

PC MAGAZINE EDITORS' CHOICE

WEB START-UPS
LARGER BUSINESSES

Power	Cartalog 4.0	Internet Creator 4.0	PeachLink	Viaweb Store 3.0	Cat@log Buil
Installation and administration	Excellent	Good	Good	Excellent	Excellen
Design and publishing tools	Good	Fair	Fair	Good	Excellen
Order processing	Good	Fair	Fair	Good	Good
Reporting	Fair	Poor	Fair	Excellent	Good
Database support	N/A	N/A	Fair	N/A	Good
Ease					
Installation and administration	Excellent	Excellent	Excellent	Excellent	Good
Design and publishing tools	Good	Excellent	Excellent	Excellent	Good
Order processing	Excellent	Good	Good	Good	Fair
Reporting	Excellent	Good	Good	Excellent	Fair
Database support	N/A	N/A	Fair	N/A	Fair

N/A—Not applicable; the product does not have this feature.

Installation and administration refers to the ease and reliability of the software's installation on both the client and server (if applicable), the maintenance of the commerce site, and the robustness of the application's remote capabilities. **Design and publishing tools** reflects the product's flexibility and strength in setting up the electronic commerce data, editing to HTML, searching for catalog items, and generating creative sales promotions. For **order processing** we evaluated the ordering system as a whole, includir of taxes and sh curity, order cc **Reporting** refe merchant with

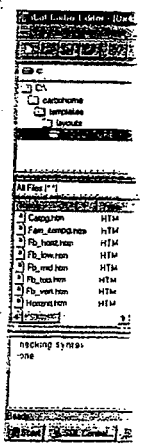
iCat Corp.

Electronic Commerce Suite

One of the more mature and feature-rich products we tested, Electronic Commerce Suite 3.0, from iCat Corp., comes in two flavors targeted at distinct e-commerce site developers. The Professional Edition ($9,995 list), which we tested, packs all the features you'll need to design, deploy, and manage multiple commerce sites on either Windows NT or Unix servers—perfect for ISPs and large retail organizations. The Standard Edition ($3,495 list), which runs on Windows NT only, provides just enough features for small or medium-size outfits.

A marked improvement over the previous version, Commerce Suite 3.0 includes remote administration via a browser, ODBC support, and Sybase's SQL Anywhere relational database engine. We would have preferred an open scripting solution rather than a proprietary language and a built-in inventory control feature. But otherwise, Commerce Suite is an excellent e-commerce solution.

Commerce Suite provides a slew of layout templates that let you create both canned and custom sites quickly. The templates provide such catalog creation features as indexing, searching, a shopping cart, user registration, user tracking, and sales management. Users can snap one into the system as is or modify it using an HTML editor and Carbo, Commerce Suite's proprietary scripting language. Each template supports different payment-processing methods (such as Checkfree, CyberCash, Open Market, or SSL) for transaction security. Although the templates make it extremely easy to place products on sale or provide discounts for special customers, oddly absent was one for checking inventory of available stock.



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SOFTWARE

Viaweb Store 3.0	Cat@log Builder 2.0	Electronic Commerce Suite 3.0	Intershop Online 2.0	Lotus Domino.Merchant 1.1	Merchant Builder 2.1	Microsoft Site Server 2.0	Net.Commerce 2.0	ShopSite Manager 3.1
Excellent	Excellent	Good	Good	Good	Excellent	Excellent	Good	Good
Good	Excellent	Excellent	Fair	Good	Good	Good	Fair	Fair
Good	Good	Good	Good	Good	Good	Good	Fair	Poor
Excellent	Good	Good	Fair	N/A	Good	Good	Fair	Poor
N/A	Good	Good	Good	Good	Good	Good	Fair	N/A
Excellent	Good	Good	Good	Good	Good	Excellent	Good	Fair
Excellent	Good	Excellent	Fair	Good	Good	Good	Fair	Excellent
Good	Fair	Excellent	Good	Good	Good	Good	Fair	Good
Excellent	Fair	Good	Fair	N/A	Good	Good	Fair	Good
N/A	Fair	Good	Good	Good	Fair	Good	Fair	N/A

oduct's flexibility and tronic commerce data, or catalog items, and iotions. For **order pro**ordering system as a whole, including the shopping metaphor, calculation of taxes and shipping costs, credit card integration, security, order confirmation, notification, and tracking. **Reporting** refers to the product's ability to provide the merchant with the data necessary to maintain a commerce site in a satisfactory manner; such data can include customer statistics, invoice processing, shipment tracking, sales reports, inventory reports, purchasing/supplier tracking, and customer buying trends. In that category, we also examine how well the data exports to other applications. **Database support** reflects the product's ability to integrate with the merchant's legacy systems, which may include ODBC support, accounting systems, inventory control, and customer information.

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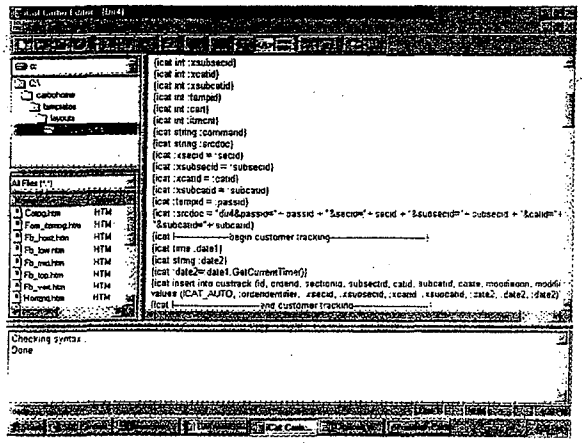

iCat's Electronic Commerce Suite includes a proprietary scripting language called Carbo for customizing your site.

Commerce Suite also includes a database for your product information that provides you with most of the data attributes you need to collect, as well associated business and integrity rules. Importing data via the Data Entry Manager was quick and easy, though we had to manipulate the data before it fit into the database's fixed schema. Data Entry Manager also lets you store, organize, format, search, sort, and report on the data.

If your site requires customization or additional functionality (such as inventory checking), you'll need to learn Carbo. Since the code is not usable with different platforms, this is Commerce Suite's biggest limitation. Other products we tested use open languages, such as JavaScript and VBScript, for customization.

We designed most of our test store using Commerce Publisher. It let us create and define catalogs, enter and edit data, manage templates, publish catalogs, and review sales information using any layout and plug-in templates. The tax, shipping, and payment options are completely customizable (without using Carbo), and a trial edition of Taxware software is included for more advanced tax calculation capabilities.

The reporting functions are in the Sales Manager module, which has tools for tracking and analyzing sales data. It also lets shoppers review the status of an order and even view their order histories. This feature comes with the base product and can be found in the sample store.

In view of the price, you need to be serious about expanding your business onto the Web. But if you are, iCat's Commerce Suite has the ability to get you up and running quickly and the power to grow with your business.—*David S. Linthicum*

Electronic Commerce Suite 3.0. List price: Professional Edition, $9,995. Requires: 486-based PC or better, 16MB RAM (24MB for Windows NT), 60MB hard disk space, Microsoft Windows 95 or NT 4.0. iCat Corp., Seattle; 888-553-8800, 206-505-8800; www.icat.com. *Circle 463 on reader service card.*

Forman Interactive Corp.

Internet Creator

More like a Web-site authoring environment than an e-commerce tool, Forman Interactive Corp.'s Internet Creator 4.0 ($149 list) enabled us to create a Web

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Online Services and ISPs Get Down to Business

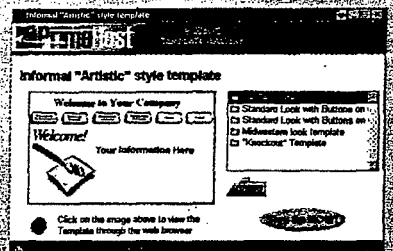
If you want to establish a Web storefront but don't want to go it alone, your ISP can probably help. Major online services and most ISPs offer Web hosting and site-building services and tools. These solutions range from wizards and templates that let you build basic HTML pages quite effortlessly to hosting services that help you launch and manage an e-commerce storefront.

Service providers tend to segment their e-commerce options into two markets: novice or intermediate Web site designers versus experts. Content development tools—including wizards, templates, and WYSIWYG HTML editors—and stock forms and CGI scripts make up the typical toolkit targeted for novice and intermediate Web site designers.

Expert Web site designers are usually less concerned about content development tools and more interested in functionality options and the flexibility to implement the features they need. Some common service options that fall under this category include Internet domain name support, Web site traffic analysis tools, and e-commerce support options. And in case you already have a Web server but do not have or want to deploy and support an Internet connection, ISPs have co-location and shared Web server options to relieve you of that burden.

Although you can use AOL's Personal Publisher II—a free service to all AOL users—to build a basic Web site, AOL's PrimeHost services (*www.primehost.com*) are what you'll need if you are interested in e-commerce. PrimeHost Domain ($149 startup fee for AOL members, $249 startup fee for non-AOL members; $99 per month, plus $100 for the two-year registration fee) gives your company its own Internet domain name, 5,000 pages with graphics and 150,000 hits per month, content-building templates, and AOLPress, a WYSIWYG HTML content editor. PrimeHost Commercial ($149 startup fee for AOL members, $249 startup fee for non-AOL members; $199 per month, plus $100 for the two-year registration fee) includes 100MB of disk space, a 3GB transfer limit per month, FTP support, CGI support, and AOLserver's Tcl API. Finally, PrimeHost Commercial with Storefront (an upgrade from Prime Host Commercial costing an additional $300 for setup and $50 per month) includes unlimited batched credit card transactions (with live transaction processing coming soon), SSL encryption, and a shopping cart.

Leveraging each of its divisions' strengths, CompuServe also offers multiple Web hosting services to meet your needs. CSI BusinessWeb (*businessweb.csi.com*) targets home-based and small or medium-size businesses. Using NetObjects' Fusion (*www.netobjects.com*) and Windows NT IIS–based servers, CSI has developed a content creation and update process that is easy to use and lets you test your content on a staging server before publishing it on the Web. This $79-per-month service offering ($50 setup fee) includes 30MB of content and a 1GB transfer limit per month. CSI also plans to deploy a new e-commerce solution.



AOL PrimeHost has a number of templates to help you build your home page quickly.

For medium to large businesses, CompuServe Network Services (*www.network.compuserve.com*) offers dedicated Unix servers starting at $1,500. These servers run Netscape Enterprise Server and support Microsoft FrontPage extensions to help you manage your content. Although this service will meet the hosting needs of most businesses and rid you of server headaches, building your e-commerce site is up to you.

Prodigy's Web hosting service ProHost (*www.prohost.net*) includes 200MB of content and 1GB transfer limit per month. ProHost has a $1,400 minimum startup fee; service charges start at $1,400 per month. As with CSI BusinessWeb, you upload your content to a staging server; however, content is updated automatically on an hourly basis by default. But ProHost is not a turnkey solution.

Compared with the online services, ISPs do not focus as much on the site development. Instead, they excel at co-location and shared-server services, providing the stable hosting environment required to ensure that your business stays open 24 hours a day on the Web.

Some ISPs go beyond server colocation and shared-server offerings to give you tools to build and support an e-commerce Web site. As an example, Uunet has good service offerings. It offers SSL encryption and a way to handle secure back-end transactions using its credit card transaction system. Uunet also provides scripts to help you encrypt credit card information using PGP (Pretty Good Privacy) whenever it needs to be stored locally on a server. Besides encryption, Uunet also runs a CyberCash server and has set up a proxy server to handle all CyberCash management transactions.

To help you build and maintain your content, Uunet supports ColdFusion (*www.coldfusion.com*), Microsoft FrontPage extensions, and the Microsoft Content Replication Service (CRS). Uunet supports Microsoft Index Server and IIS and has BSDI Unix servers available as well. Uunet's commerce services range in price from $300 to over $3,000.

Of course, Uunet is not the only ISP that offers a strong e-commerce solution. We recommend that you look for an ISP that offers a comprehensive solution.

Smaller businesses, or those with limited commerce requirements, will be best served by the online services, because the online services offer easy-to-use tools for building sites, as well as hosting facilities. Larger businesses will find the security, reliability, and payment processing options of ISPs such as Uunet to be more attractive.—*Sean Gonzalez*

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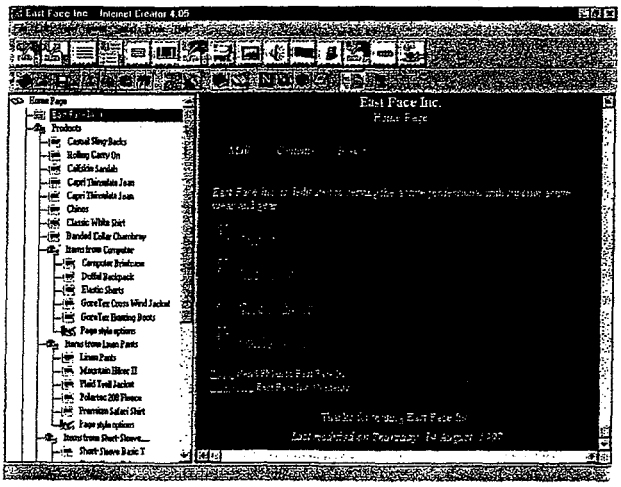
site—complete with company information, shipping tables, ordering forms, and more—in under an hour. Like most entry-level authoring tools, Internet Creator is easy to use and tailored to those who want to build a site quickly.

Internet Creator's well-designed wizards allow even novices to create fully functional Web sites. All you need to do is enter some basic information about your company; Internet Creator generates the database and a series of pages automatically. All work on your site is done through the proprietary software locally, so you can experiment without affecting your live storefront. While products such as Merchant Builder and Viaweb Store also provide a staging area, Internet Creator truly allows you to work off-line with or without a browser.



Internet Creator has an Explorer-like authoring environment that displays the site's structure.

The program's commerce features are handled by a wizard. The Commerce Wizard helps you set up credit card information, create shipping tables, and customize the ordering process. Once you've run all the wizards, you've created the basic elements of your site.

Expanding your site is just as easy. Internet Creator provides numerous GUI tools to create additional Web pages without writing HTML. You can quickly insert any element into a page or create a new page with just a few mouse clicks. Internet Creator even facilitates the process of embedding Java applets into your pages.

Internet Creator lets you add new items to your store manually or import them from a variety of formats into the program's database system. It also provides a number of stock fields for your store, which you can extend to meet your needs. If an item has several options—sizes or colors, for example—you can add them easily. These options are all stored within the single transaction item, so you don't need to enter separate SKUs to account for the various options. Your customers will see the options listed in a drop-down box, enhancing the end-user experience.

Like most vendors in this category, Forman Interactive will host the site for you. Company-provided server space at *www.register.com* hooks your site to all the back-office functionality it requires. Publishing your site to the hot link is even easier than building it: An upload wizard eases the process by handling FTP behind the scenes. As you make changes locally, Internet Creator tracks which pages have changed and offers to upload incremental changes only.

Forman Interactive's Merchant Management System (MMS) supplies site management tools that are accessible through your browser. The MMS tools let you generate site reports, maintain mailing lists and access control, and manage your CyberCash account.

With its wizard-driven approach, Internet Creator is one of the easiest and fastest ways to put your business online without taking a crash course in HTML.—*HHH*

Internet Creator 4.0. List price: $149; hosting, $19 per month; with separate domain name, $29 per month. Requires: 486-based PC or better, 8MB RAM, 10MB hard disk space, Microsoft Windows 95, 3.*x*, or NT 4.0. Forman Interactive Corp., Brooklyn, NY; 718-522-2260; fax, 718-522-0267; www.forman.com. *Circle 464 on reader service card.*

Intershop Communications

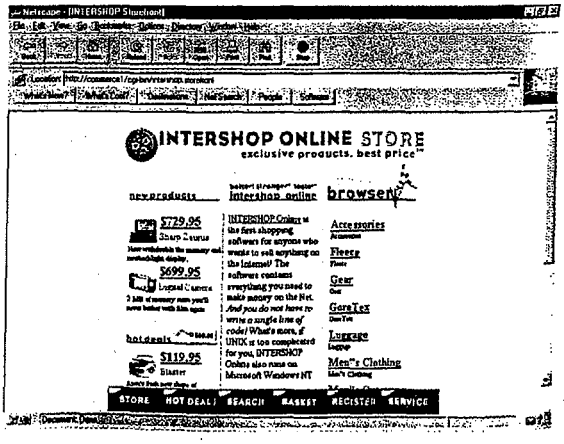
Intershop Online

One of the easiest commerce servers to get up and running, Intershop Online 2.0, from Intershop Communications, provides excellent data management features through easy-to-use subsystems. But to realize all the functionality, you have to apply several patches. We also had considerable difficulty customizing it for our tests.

Like iCat Corp.'s Electronic Commerce Suite, Intershop comes in two versions: Intershop Online ($4,995) and Intershop Mall ($7,995). Intershop Online (the version we tested) includes a single-store license; Intershop Mall comes with a five-store license and lets you add more storage. Intershop Mall also has administration features that let site owners open and close stores as needed. Both versions are available for Windows NT and Unix, but the Unix version is almost double the price.

Solid database support comes from Sybase SQL Server 11, bundled with the product. ODBC support also lets you use most other relational databases, including DB2, Informix, and Oracle. Intershop Mall provides a separate database for each store, which prevents any potential problems that might stem from pooling data from multiple stores in one place.

As with many products, importing our test data to the catalog was problematic.



Intershop Online comes bundled with Sybase SQL Server 11 for storage and management of product data.

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Passing the Buck Online

No matter how good your business's site is, it won't directly help the bottom line much unless you have a means of making money. A variety of transaction systems are now in place, and all of the products we review in our main story—with the exception of Peachtree's PeachLink—support at least one method of processing payments. These products allow you to accept payments electronically in a manner that is both secure and nearly invisible to your customers. Choosing the payment type that is right for your product or service and ensuring the security of your site are as critical to the success of your e-commerce venture as is the quality of your products and your marketing efforts.

Credit card payments are best suited for one-time purchases (for example, purchases of hard or electronic goods). Companies like CyberSource (*www.cybersource.com*) and First Virtual (*www.fv.com*) process the credit card transactions for you, while products like ICVerify (*www.icverify.com*) require you to use a dedicated link from your system to the credit card company to settle your transactions directly.

Check payments are often used to pay bills or make recurring fixed payments. Both CyberCash (*www.cybercash.com*) and CheckFree (*www.checkfree.com*) require an end-user subscription to use their service. These companies make electronic funds transfers (EFTs) from the end user's checking account to the vendor's account based on a schedule or a per-transaction request. InfoDial's Internet Checks, part of the company's Cashier 3.0 transaction system, lets customers authorize merchants to print checks for purchases made online (*www.infodial.net*).

DigiCash's ecash (*www.digicash.com*) is the Internet's closest equivalent to paper and coin currency. The end user withdraws funds from a bank account and converts them to ecash. Transactions using ecash are secure and anonymous, and they can take place between any two ecash users, including end users. However, only servers running the DigiCash server can convert ecash back to regular currency. Unfortunately, ecash is likely to remain nothing more than a great idea until more banks issue ecash currency.

Micropayment products, such as CyberCash's CyberCoin (*www.cybercash.com*) and Digital Equipment Corp.'s Millicent (*www.millicent.digital.com*), address the problem of handling very small payments for which credit cards, checks, and ecash would be unsuitable. Typical examples include fees for looking up information from a database or purchasing a magazine article online—transactions that would likely cost a few dollars, or even a few cents, and would be impractical without micropayments.

SECURING YOUR SITE

Although e-commerce is growing in popularity, consumers are still fearful of using the Internet to conduct money transactions. The fact is, e-commerce can be more secure, especially when credit card payments are involved.

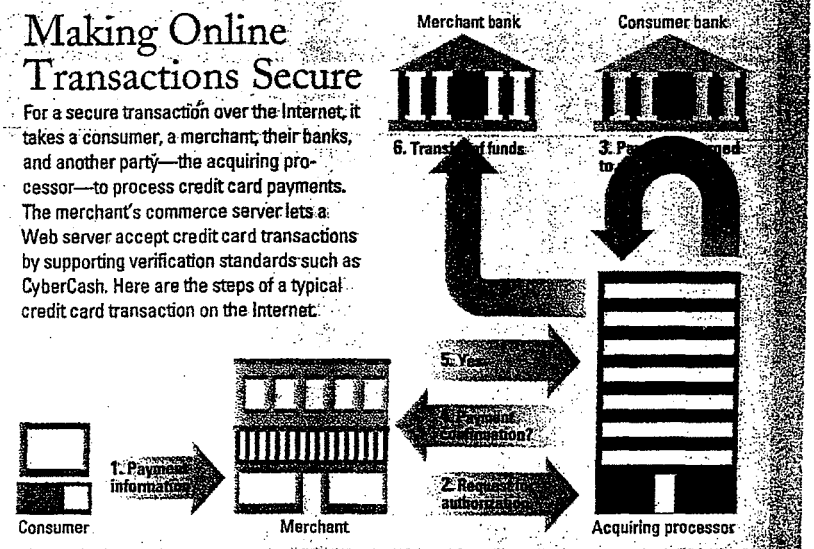
Unfortunately, not all e-commerce sites implement security correctly: Even major sites such as Starwave have been exploited by people seeking to gain unauthorized access to credit card information. Whether you are building your own SSL-protected forms to capture credit card information or you are using a commercial e-commerce product, always make sure that credit card and other sensitive information is encrypted if it is stored in your local system. If your systems are compromised, at least the encrypted information—and your customers—will be protected.

Although electronic commerce is still terra incognita for many businesses, analysts agree that e-commerce is bound to happen—and that it's going to make vendors a lot of money.

As new e-commerce technologies and standards emerge, it's likely that you'll have to reengineer your site to use a different e-commerce solution. But keep in mind that being there first makes a big difference. The technology needed to conduct business safely and efficiently is available now. You may have a lot to gain by joining the bandwagon today.—*SG*

Making Online Transactions Secure

For a secure transaction over the Internet, it takes a consumer, a merchant, their banks, and another party—the acquiring processor—to process credit card payments. The merchant's commerce server lets a Web server accept credit card transactions by supporting verification standards such as CyberCash. Here are the steps of a typical credit card transaction on the Internet.



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Our initial attempt corrupted the data, and even after reformatting, the test transactions refused to work. After some poking and prodding, we discovered that Intershop refused to accept spaces in product names (a point omitted in the documentation). On removing the spaces, we were able to complete the transactions without errors.

Before using Intershop, you need to make sure that you apply all the patches. Since these are available on the Intershop Web site, doing so is relatively simple. Other patches offer features developed after an early code freeze. Intershop's use of JavaScript for development and content delivery lends itself to robust customization. Some developers may prefer JavaScript to a proprietary scripting language such as iCat's Carbo.

Creating our test store using templates in the Catalog Manager was simple. The Catalog Manager made it easy to assign catalog and list templates to display product categories and product lists. Stock is controlled through the Product Manager, which lets you search, add, edit, or delete products.

The Store Manager allows viewing by transaction type and customer, and the Purchasing Manager was able to handle our fictional manufacturers and suppliers and reorder out-of-stock items, even sending the administrator an e-mail alert when a requested product was out of stock.

Inventory control is where Intershop stands out. The Inventory Manager tracks all stock changes, letting you view stock, enter products manually, or generate a list of inventory transactions. Intershop also includes extensive prebuilt inventory control features lacking in the competition. It logs all changes to inventory, products, and sales and even lets administrators roll transactions back or forward in the event of a hardware or software problem.

The back office features of Intershop were the best we tested, providing easy-to-use interfaces to do everything from gathering sales data to managing inventory. Missing was an API to let Intershop communicate with legacy applications; it is expected in the next release.—*DSL*

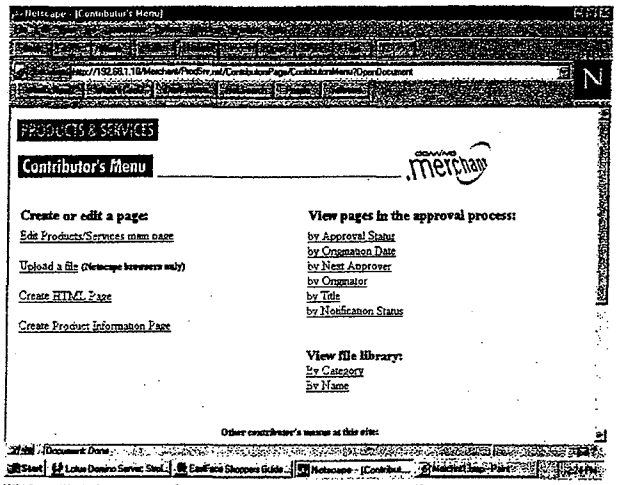
Intershop Online 2.0. List price: Microsoft Windows NT version, $4,995; Unix version, $7,995. Requires: Dual Pentium Pro–based PC or better, 64MB RAM, 300MB hard disk space, Microsoft Windows NT 3.51 or later. Intershop Communications, West San Francisco, CA; 415-581-0066; www.intershop.com. *Circle 465 on reader service card.*

Lotus Development Corp.

Lotus Domino.Merchant

If you already use Lotus Domino as your messaging/groupware system and you're ready to set up shop on the Web, Lotus Domino.Merchant 1.1 may provide the best e-commerce solution for you, because it integrates seamlessly with your existing Notes infrastructure. But if you're not that familiar with the Notes environment, you may find Domino.Merchant ($1,295 list) quite challenging to use.

This package uses Domino Server's powerful workflow and security features to provide everything from Web site design



With a Web browser, Lotus Domino.Merchant contributors can check the status of a page, view the file library, or add content to a site area.

to order processing. The workflow functionality of Domino.Merchant lets you set up approval processes and routing to create and maintain content on your Web site. Site security is provided by Access Control Lists and role assignments.

Building your Web site with Domino .Merchant requires some careful planning. You should determine the site's configuration and design before you start. During planning you must decide, for example, who is allowed to create content and who is responsible for approving it. You must also determine such options as whether to allow anonymous shopping or employ SSL (Secure Sockets Layer).

Once you have entered all of this configuration and design information into the Site Creator templates, you press the Generate Your Site button. AppAssembler, the C/C++ program module included with Domino.Merchant, then combines these templates with objects from a library to create Notes databases—one database for each site area you specified in the configuration—forming the shell of your site.

It is important to note that of the products we reviewed, only Domino.Merchant keeps content creation and content maintenance separate from site generation and site maintenance. For example, separating these two processes lets the marketing department concentrate on the product area of your storefront while the Notes administrator concentrates on administering and maintaining your site.

Before you can add content to your site or publish it so that shoppers can access it, you must first edit and save each area's home page. Then you can add text, product information, HTML, and graphics to each document and submit each page for approval prior to public release. To customize your site, you can add objects to the library for bringing into Web pages and can easily add HTML or CGI scripts. You can also change the background colors and text appearance in any of the predefined templates in the library.

Like many of the products we reviewed, Domino.Merchant can calculate shipping charges based on orders. And it comes with the ability to process payments using a third-party product from CyberCash. For tax calculations, Domino.Merchant relies on Taxware.

Domino.Merchant inherits its best features (security and workflow capabilities) from Domino Server. If you are already working in a Notes environment and would like to have a storefront presence on the Web, you'll find that Domino.Merchant allows you to control every aspect

DR004091

Big-Business E-Commerce

The Web storefront creation packages we review in our main story are suitable for a wide range of businesses. But large retailers such as Macy's or CompUSA, or even bookseller Amazon.com, have different demands that out-of-the box solutions typically do not address. High-end e-commerce products pack many features you won't find in most midrange products. These include a scalable architecture, connectivity to back-end payment processors such as First Data Corp. (FDC), interfaces for legacy system integration (such as inventory and order processing), and sophisticated sell and cross-sell features to promote higher-volume sales. Here we look at three high-end products: Open Market's LiveCommerce and Transact, Actra's Netscape Merchant System, and BroadVision's One-to-One Commerce Server. (Actra Corp. is a joint venture between Netscape Communications Corp. and GE Information Services.)

Historically, Open Market has focused on the back-end transaction portion of electronic commerce. A new product called **LiveCommerce** ($45,000 list) adds the missing storefront features to Open Market.

LiveCommerce comes from Open Market's acquisition of Waypoint Software in the first quarter of 1997. It includes a set of templates and utilities to help build and manage a large catalog of products. OpenMarket has built attribute-based searching—the ability to search on specific fields in a database—into LiveCommerce, so content managers and customers alike can search for products of interest.

LiveCommerce runs on top of Windows NT Server and includes ODI's ObjectStore database. LiveCommerce relies on Transact for all customer orders, but note that you don't need Transact to use LiveCommerce.

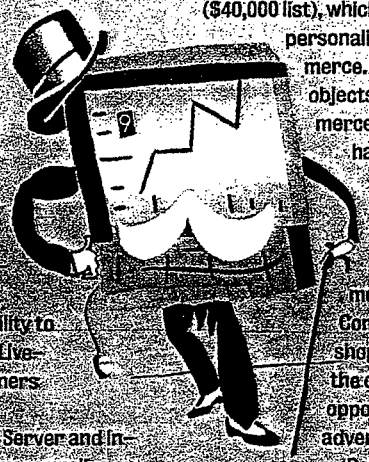
Open Market has also revamped its marquee product, **Transact 3.0** ($125,000 list), to support a distributed e-commerce architecture. You can link any catalog to Transact using a set of tags and scripts collectively known as SecureLink. This two-step model gives rise to some unique applications. First, Transact is well suited to electronic malls, where one company can set up the back-end payment transaction infrastructure and individual merchants can handle their own storefronts. Because the catalog and transaction server are decoupled, merchants can send e-malls to potential customers with embedded links that send orders directly to the Transact server. Transact runs on three Unix systems—HP-UX, SGI Irix, and Solaris—and on top of either an Oracle or Sybase database.

A veteran of the e-commerce wars and site implementer for J.C. Penney's and REI, **Netscape Merchant System 1.6** ($63,000 list, including Oracle 7.3), from Actra Corp. is a powerful solution for front-end catalog management and back-end order management and payment processing. The Merchant System architecture includes three servers: one where you stage your site, one for your live site, and one to perform transactions.

Merchant System was developed and marketed by Actra as part of its Commerce Xpert products, and Netscape provides technical support. It runs on top of Oracle 7.3 and Netscape's Enterprise Server 2.01, and it also runs on a number of Unix platforms including Solaris, AIX, DEC Unix, HP-UX, and Irix.

A new version of the product, called Merchant Xpert 2.0, is expected to ship early next year. It will include such features as personalization (the ability to direct content to customers based on their preferences) and order tracking. The servers will be rewritten using the Netscape One (Java, JavaScript, and Corba) development environment.

BroadVision has built a commerce application on top of its powerful base package, **One-To-One Commerce Server 1.6** ($40,000 list), which provides content management and flexible personalization ideally suited for electronic commerce. The Commerce piece adds the templates, objects, and business rules relevant to e-commerce. Kodak and the Internet Shopping Network have built stores using this product.



One-To-One's dynamic personalization sets it apart from other high-end solutions. When site visitors input product and category preferences on a Web page form, the merchant can use One-To-One's Dynamic Command Center to tailor each customer's shopping experiences and match products to the customer's preferences. There are endless opportunities for cross-selling, up-selling, and advertising.

Behind the scenes, merchants use a utility called the Content Management Center to enter and categorize products. A batch upload utility makes multiple-product entry easier. Back-end shipping, taxes, order fulfillment, and payment processing are handled via BroadVision's extensible *open adapters*.

One-To-One runs on top of Microsoft Windows NT 4.0 or an Informix, Oracle, or Sybase database on Sun Solaris. The package has a complex pricing scheme based on the number of developers, content managers, marketers, and profiled users. Plan to spend upwards of $100,000.—*Robert P. Lipschutz*

LiveCommerce 1.0. List price: $45,000. **Transact 3.0.** List price: $125,000. Open Market Inc., Cambridge, MA; 888-673-6658; www.openmarket.com. *Circle 473 on reader service card.*

Netscape Merchant System 1.6. List price: $63,000 (includes Oracle). Actra Corp., Sunnyvale, CA; 800-638-7483, 650-937-2555; www.actracorp.com. *Circle 474 on reader service card.*

One-To-One Commerce Server 1.6. List price: $40,000 per developer; other pricing based on number of users. BroadVision Inc., Los Altos, CA; 800-398-9660, 650-943-3600; www.broadvision.com. *Circle 475 on reader service card.*

of the project.—*Dawn A. Learned*

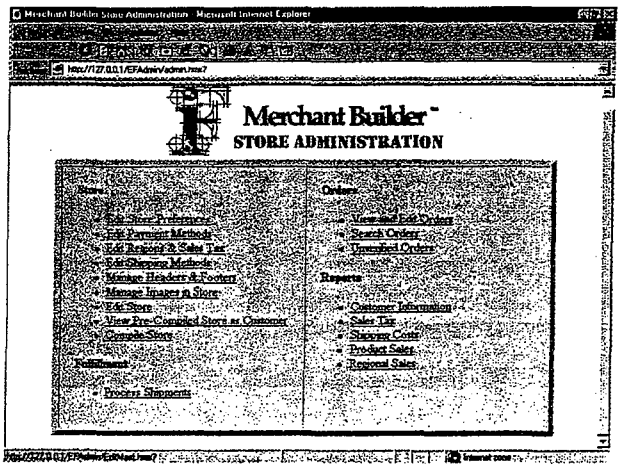
Lotus Domino.Merchant 1.1. List price: $1,295. Requires: 486-based PC or better (Domino Server); 64MB RAM, 50MB hard disk space; Microsoft Windows 95, NT 3.51 or later, or OS/2; Domino Server 4.5*x* or later. Lotus Development Corp., Cambridge, MA; 800-343-5414, 617-577-8500; fax, 617-693-3899; www.lotus.com. *Circle 466 on reader service card.*

The Internet Factory Inc.

Merchant Builder

With an intuitive approach to e-commerce and a reasonable price ($1,495 list), Merchant Builder 2.1 is designed to let you host your own site. For those who don't already have a Web server, a copy of The Internet Factory's Commerce Builder is included, but Merchant Builder can also run on any ISAPI or NSAPI server. Commerce Builder runs under Windows 95 or NT and provides the backbone of your storefront with little additional overhead.

Once you've completed installation, you don't need any other proprietary software to build and configure your storefront. Merchant Builder handles all administration and design through your Web browser. By attaching to the *localhost* alias, you can build your Web site on the same machine as your Web server. This browser-based construction also lets you test your store as you build it, showing you the exact interface your customers will see. The useful staging area exactly mimics your live store in both appearance and functionality.



Merchant Builder's rich administration features make it easy to configure every aspect of your storefront.

Merchant Builder's approach to commerce sets it apart from the other products we looked at by providing the truest retail back-end experience. Setting up departments and product lines is highly intuitive. Product creation is detailed but simple: Each product in your store has an individual SKU, and you can set up SKU sets for items available in different sizes or colors. Items in an SKU set share a common base SKU, with qualifiers to identify specific options. This requires a little more work up front, but it is an intelligent way to handle items with a variety of options.

Unfortunately, other tasks in Merchant Builder aren't as straightforward. For example, taking your store's existing data and porting it to the Web is not a simple matter: Merchant Builder doesn't let you import data directly from another source. And because Merchant Builder uses a fully relational database, you must understand the schema to prevent errors. It is easier to enter products manually, but this approach clearly will not work for companies with large existing product databases.

Because Merchant Builder runs on your Web server, you can establish more than one storefront and create a virtual mall with as many stores as you have licenses. This capacity for hosting multiple sites makes Merchant Builder an excellent solution for ISPs that provide e-commerce to their clients. A Mall Administration utility lets you manage each store in your mall from a browser, controlling default settings for each. The equally powerful Store Manager tool provides access to reporting and statistical functions as well as key maintenance for your store. Users who need more power than Merchant Builder provides natively will be glad to find that the program is fully extensible through the use of a Server Macro Expansion (SMX) macro language.

Merchant Builder takes the middle road. It is not as easy to use as true entry-level products, such as Internet Creator or Viaweb Store. Nor does it match all the features found in more robust (and expensive) programs such as Electronic Commerce Suite or Microsoft Site Server. But its intuitive approach to site design and impressive site maintenance tools make it a strong contender.—*HHH*

Merchant Builder 2.1. List price: $1,495. Requires: 486-based PC or better, 24MB RAM, 100MB hard disk space, Microsoft Windows 95 or NT 3.5 or later. The Internet Factory Inc., Pleasanton, CA; 510-42[illegible] 7763; fax, 510-426-9538; www.ifact.com. *Circle 467 on reader service card.*

Microsoft Corp.

Microsoft Site Server

With the release of Microsoft Site Server 2.0 (Enterprise Edition), Microsoft is playing to win. This product ($4,999 list) includes lots of new features and a substantially improved version of Microsoft Commerce Server, the base product. Absent, however, are the variety of templates we've come to expect, ease of customization, and a bundled database.

The Enterprise Edition is a combination of several applications, including Commerce Server 2.0. The price includes site and content management tools and such technology as the Personalization System, Usage Analyst, Site Analyst, and Web Publishing Wizard. Microsoft's Visual InterDev is also included, but surprisingly, SQL Server is not. Thus, you'll need to provide an ODBC-compliant database.

At the heart of the Site Server solution is Microsoft's Active Server Page (ASP) technology. ASPs are server-side scripts that you create using JavaScript or VBScript. This support for dual scripting languages is unique and presents a good solution for shops that haven't committed to either. ActiveX is also part of the mix, providing shoppers' member registration forms with a Windows 95 look and feel.

Site Server's database management approach proved to be its most distinguishing feature. Unlike other products in this roundup, Site Server is schema-independent, which makes linking it to existing databases especially easy. On the downside, importing our data required a two-step process, because we had to augment the schema before importing the data.

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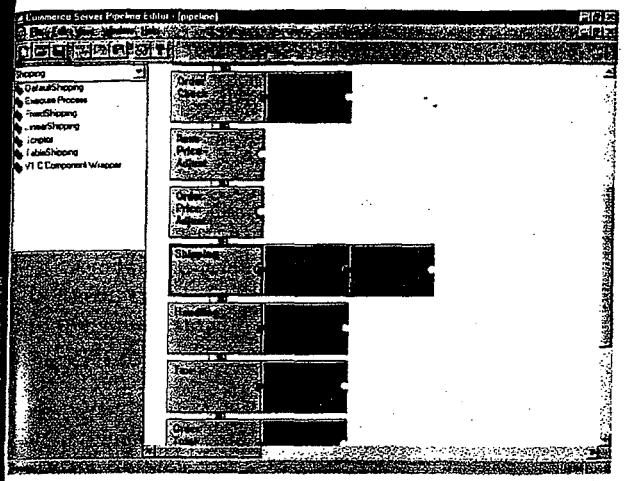

Microsoft Site Server's Pipeline lets site developers visually define the sales transaction process.

Included site development tools such as Visual InterDev (see the story "From the Ground Up" in this issue) are world-class.

When we created our test store, Site Server gave us the option to build from the ground up or work with one of the canned (or starter) stores. The Store Builder Wizard automatically created a default schema with such basic information as customer and product data, then let us design our store using a variety of fonts, colors, and navigation controls.

Customization options are limited. To bend the site to your will, count on some additional JavaScripting or VBScripting through Visual InterDev. You also need to acquaint yourself with the Personalization System, which works with an ASP to generate Web pages dynamically for user preferences.

The Store Manager let us put items on sale, track orders, and add, delete, and edit products. Site Server also provides detailed viewing and reporting. We could review our test orders any number of ways, including by product, member (customer), or range of time. Deeper reporting is available for site administrators through the Usage Analyst module, which provides over 25 prebuilt reports on site usage.

The most impressive feature of Site Server is its Order Processing Pipeline, which defines the flow of a sales transaction. Though other products provide similar information, the Pipeline serves up a visual depiction of the sales transaction stages. The Order Processing Pipeline handles targeted functions such as taxes, shipping, and payment. The Pipeline also integrates with third-party products such as CyberCash and Taxware.

There's no doubt that Site Server provides an infrastructure for success, but you can count on a good deal more customization work than with competing products.—*DSL*

Microsoft Site Server 2.0 (Enterprise Edition). List price: $4,999. Requires: Pentium/133-based PC or better, 64MB RAM, 600MB hard disk space, Microsoft Windows NT 4.0. Microsoft Corp., One Microsoft Way, Redmond, WA; 800-426-9400, 425-882-8080; www.microsoft.com. *Circle 468 on reader service card.*

IBM Corp.

Net.Commerce

Advantages of IBM's Net.Commerce 2.0 ($4,995 list) include an easy installation routine, advanced site management features, and the ability to build Web storefronts using either canned or custom templates. Database support, Web server support, and ease of use, however, continue to lag behind the competition.

Net.Commerce 2.0 offers improved interoperability and packs just a few new features over the previous version: It works with Netscape Enterprise Web Server; it provides discount functions and order viewing and updating; and its search engine has been brought up to date. Also new is the Extended Market Targeting feature, which lets you provide shoppers with exclusive text, graphics, and multimedia features tailored to match their interests. Net.Commerce runs under Windows NT and Unix (IBM's AIX and Sun Solaris). Though IBM has also added some ODBC support in this version, database support remains limited. Net.Commerce supports DB2 right out of the box, but ODBC support is restricted to Oracle.

We also encountered problems setting up our test store. Importing our test data into Net.Commerce's database using its mass import feature was difficult: Before we could feed the data to DB2, we first had to write an application for converting the data into a proprietary format. As a result, Net.Commerce fared the worst on this portion of our tests.

Although we didn't test the performance of the servers we reviewed, it's worth noting that Net.Commerce provides a sophisticated caching mechanism. Another performance enhancement is the product's ability to add multiple machine configurations and multiple instances of Net.Commerce to a single machine.

The Site Manager lets you add and remove stores, edit user interfaces, and maintain data (such as member information) sitewide right out of the box. We used the Site Manager to assign a mall header, footer, and home page for our test site, as well as to define the shopping processes for the store. It also let us assign macros or APIs to customize the site further.

Store Manager let us customize the look and feel of our test store using traditional HTML. It was easy to create and

Net.Commerce comes with some excellent sample storefronts.

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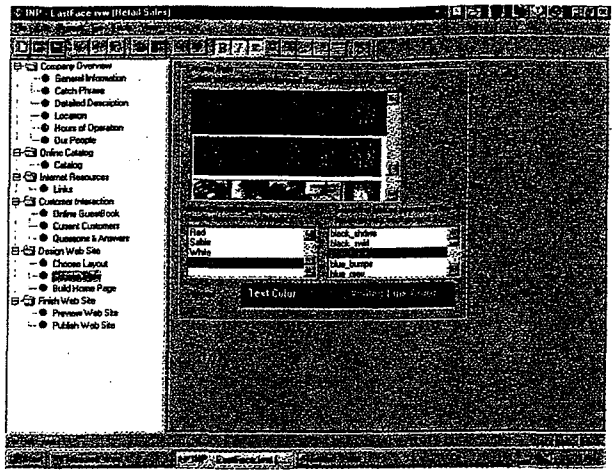
manage product categories as well as to maintain product information. Net.Commerce includes Template Designer, a Java applet that provides a basic WYSIWYG interface for creating HTML templates. A wizard built into Template Designer helps you select the proper database tables and fields for display and guides you through the process of embedding SQL queries for extracting data.

Net.Commerce also supplies a wide array of APIs for typical sales transaction processing. If you can't find an API that suits your needs, you can customize or create one. The documentation is complete but lacks information on database support.



PeachLink gives you a number of design styles that you can use to make an attractive Web site.

Those looking for an easy-to-use, rock-solid, and scalable solution will find Net.Commerce attractive. The package falls short for users who require heavy sales transaction customization or who are looking for advanced heterogeneous database features.—*DSL*

Net.Commerce 2.0. List price: $4,995. Requires: Pentium/166-based PC or better, 64MB RAM; hard disk space depends on database; Microsoft Windows NT 4.0, IBM AIX 4.1 or later, or Sun Solaris. IBM Corp., Armonk, NY; 800-365-4426; www.ibm.com. *Circle 469 on reader service card.*

Peachtree Software

PeachLink

Using an innovative twist, PeachLink lets businesses start peddling their wares on the Web fast. This inexpensive ($49.95), easy-to-use package sets itself above the competition by offering a unique link to Peachtree Software's popular small-business accounting package, Peachtree Complete Accounting ($200 street), which won an Editors' Choice in our roundup of May 6, 1997.

Using PeachLink's Order Processor, you simply click a button and the program posts downloaded Web orders directly into your Complete Accounting system. Small businesses already using Complete Accounting for bookkeeping, as well as start-ups seeking a small-business accounting program, should seriously consider PeachLink for their Web storefronts.

Peachtree has announced that it will soon bundle PeachLink with Complete Accounting at no additional cost. This will make PeachLink the first comprehensive, storefront-ready accounting package. Unlike the other storefront products that we reviewed, however, PeachLink does not calculate shipping or sales tax. A Payment Shipping information box allows you to enter notes for shoppers about shipping and other costs, but PeachLink is not a complete e-commerce solution.

The Web site generation tool bundled with PeachLink is Harbinger's TrustedLink INP (Instant Net Presence). Building your Web site with TrustedLink INP is a breeze, and as with Forman Interactive Corp.'s Internet Creator, it can be done in less than an hour. You simply open a worksheet and provide information as the program prompts you during an interview process. You can choose from predefined Web site styles, and if you don't want to include a particular worksheet as part of your Web site, simply select the Exclude Step option from the Tools menu. Graphics, such as your company logo or images of products in your company line, can be added to selected worksheets.

Publishing your site is as easy as building it. Site hosting is provided by Harbinger. Once you have registered, launch your browser so that you are working online and press the Publish Web Site button; all the files are transferred to Harbinger automatically. Updating your Web site follows the same procedure.

The Order Processor lets you transfer customer orders from your storefront to your Complete Accounting system, download orders from your Web site for viewing or printing, and ultimately post these orders to your accounting system once they have been reviewed. We found it to be a simple, straightforward tool. Once you fire up your browser, simply launch PeachLink and press the Get Orders icon; your orders then appear in the Order InBox window. When you have reviewed the orders, you may either drag and drop them to the Processed Orders window or prepare them for transfer to your accounting system. Preparing orders for transfer to Complete Accounting consists of associating each downloaded order with a customer number and posting it to the accounting system, a relatively easy process.

PeachLink is an effortless, inexpensive tool ideal for small-business owners who want to expand their customer base without investing much time or money. It lets you concentrate your efforts on your market, not the technology.—*DAL*

PeachLink. List price: $49.95; 30 hosting days free; monthly hosting fee, $79.95; domain name registration fee, $150; 5 hours of Internet usage free; monthly Internet access: 5 hours, $9.95; each additional hour, $1.99. Requires: 386-based PC or better, 8MB RAM, 28MB hard disk space, Microsoft Windows 95. Peachtree Software, Norcross, GA; 800-247-3224, 770-724-4000; fax, 770-564-5888, www.peachtree.com. *Circle 470 on reader service card.*

ICentral Inc.

ShopSite Manager

One of the best-selling Web storefront products, ShopSite Manager 3.1 ($495 list) is a simple solution that offers quick setup, a basic set of templates, and enough features to make getting an at-

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SUMMARY OF FEATURES

Web Storefront Creation Software

WEB START-UPS
BIGGER BUSINESSES
■ YES ▨ NO
Products listed in alphabetical order within each category

	Cartalog 4.0	Internet Creator 4.0	PeachLink	Viaweb Store 3.0 (PC MAGAZINE EDITORS' CHOICE)	Cat@log Builder 2.0	Electronic Commerce Suite 3.0, Professional Edition (PC MAGAZINE EDITORS' CHOICE)	Intershop Online 2.0	Lot Do 1.1
List price	$50 per month	$149	Monthly hosting fee, $49.95	$100 per month	$4,995 (entire suite)	$9,995	$4,995	$1
Platforms supported	Any platform with a browser	Windows 95, 3.x, NT 4.0	Windows 95	Any platform with a browser	Windows 95, NT 4.0	Mac OS, SGI Irix 5.3 or later, Sun Solaris 2.4 or later, Windows 95, NT 3.51 or later	Windows NT, Unix	Wir or
Web servers supported	N/A	Apache, Microsoft, Netscape	N/A	N/A	ISAPI, any CGI	Apache, Microsoft, Netscape, Open Market, O'Reilly, Quid Pro Quo, Webstar	AOLserver, Apache, CERN httpd, Connect Server (Gradient), IBM, Java Web Server, Microsoft, NCSA, Netscape, Open Market, Oracle, Spry, Stronghold, Tandem iTP	Lo
Store Setup and Publishing								
Number of full storefront templates	None	16	11	1	None	20	3	13
Includes wizard for starting store	■	■	■	■	■	■	■	■
Includes HTML editor/WYSIWYG editing	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	
Supports frames/tables	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■
Supports multimedia (audio and video) files	■	■	■	■	■	■	■	
Supports ActiveX/Java	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	
Supports forms creation	■	■	■	■	■	■	■	
Software registers your domain name	■	■	■	■	■	■	■	
Supports customer registration	■	■	■	■	■	■	■	■
E-mail templates	■	■	■	■	■	■	■	■
Database								
Includes database server software	■	■	■	■	■	■	■	
Supports ODBC	■	■	■	■	■	■	■	■
Native drivers for Oracle/Sybase/Informix	■ ■ ■	■ ■ ■	■ ■ ■	■ ■ ■	■ ■ ■	■ ■ ■	■ ■ ■	
Supports SQL	■	■	■	■	■	■	■	
Imports database files	■	■	■ (ASCII only)	■ (ASCII only)	■	■	■	■ (-
Exports database files	■	■	■ (ASCII only)	■	■	■	■	■ (A
Maintains inventory/customer databases	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■
Databases can be administered via browser	■	■	■	■	■	■	■	■
Transactions and Security								
Calculates shipping charges	■	■	■	■	■	■	■	■
Calculates state/local taxes	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■
Supports all major credit cards	■	■	■	■	■	■	■	■
Shopping basket	■	■	■	■	■	■	■	■
Supports quantity pricing	■	■	■	■	■	■	■	
E-mail order verification	■	■	■	■	■	■	■	■
Supports Checkfree/FirstVirtual/CyberCash	■ ■ ■	■ ■ ■	■ ■ ■	■ ■ ■	■ ■ ■	■ ■ ■	■ ■ ■	
Supports SSL 2.0/SSL 3.0	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■
Supports SET/S-HTTP	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	
Administration and Sales Support								
User can view/edit store's site hierarchy	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■
User can check for internal/external links	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	
Analysis tools for tracking visitors	■	■	■	■	■	■	■	
Staging area for group site authoring/editing	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■
User can create promotions	■	■	■	■	■	■	■	
Allows dynamic discounting	■	■	■	■	■	■	■	
Shipment tracking	■	■	■	■	■	■	■	
Generates invoices	■	■	■	■	■	■	■	
Generates sales/inventory reports	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	■ ■	
Links to legacy accounting systems	■	■	■	■	■	■	■	

N/A—Not applicable: This product is a service and does not require the user to set up a Web server.

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See **www.pcmag.com** for interactive views

PC MAGAZINE EDITORS' CHOICE

Intershop Online 2.0	Lotus Domino.Merchant 1.1	Merchant Builder 2.1	Microsoft Site Server 2.0	Net.Commerce 2.0	ShopSite Manager 3.1
$4,995	$1,295	$1,195	$4,999 (Enterprise version)	$4,995	$495
Windows NT, Unix	Windows 95, NT 3.51 or later, OS/2	Windows 95, NT 4.0	Windows NT (Alpha and *x86*)	IBM AIX, Windows NT, OS/390, Sun Solaris	BSDI, Linux, (on Intel), Sun Solaris (on SPARC)
AOLserver, Apache, CERN httpd, Connect Server (Gradient), IBM, Java Web Server, Microsoft, NCSA, Netscape, Open Market, Oracle, Spry, Stronghold, Tandem iTP	Lotus Domino	Commerce Builder, any ISAPI/NSAPI	Microsoft	IBM, Netscape	Apache, Netscape, Stronghold, Unix
3	13	None	4	3	6
	(ASCII only)				(tab-delimited only)
	(ASCII only)				

tractive Web site up and running almost fun. ShopSite's limitations can make it a daunting product, but users running Unix sites who need only a transaction-based system should find it a competitive product and a relative bargain in the midrange category.

ShopSite runs on several flavors of Unix, including Sun Solaris and the low-cost or free BSDI and Linux variants. For the bargain-minded, it supports Apache's Web server software, as well as Netscape's and several others.

Setting up the product was a typical Unix experience. While ShopSite's Web page offers some useful and detailed information, the steps for configuring ShopSite were less clear than we had hoped. This lack of step-by-step documentation may not pose a significant problem for Unix hackers and ISPs, but it will undoubtedly discourage those with less Unix experience.

Once the product was installed, we found it easy to use, with straightforward steps for creating a site and populating it with products. ShopSite's templates let you easily enter product information and build pages. Getting the site ready for business is a three-step process. First, you enter all of your product information. Then you build the pages that will form the basis of your site. Finally, you "assign," or link, the products to the appropriate pages. And you can register your store with ICentral's main mall to get exposure the minute your site is online.

The storefront product information that you can enter is limited to the standard fields supported by ShopSite Manager. Adding variations of a product based on such attributes as color or size proved impossible. ShopSite does offer a workaround, but this requires extra data entry. And since ShopSite uses an internal proprietary database for storing product information, you can access the workaround only through ShopSite's data entry screens or the import feature. It took several tries to get product data from our tab-delimited file into the system with the fields correctly assigned.

ShopSite Manager is transaction-based only. Users can order products and pay for them through an extensive set of payment options. Customers (and the store manag-

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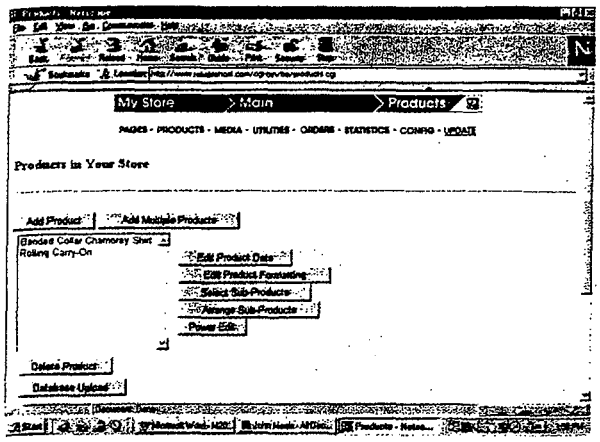


In ShopSite, you enter your products, build the pages that form the basis of your site, and then assign products to these pages.

er) receive e-mail confirming orders. But because ShopSite does not track inventory, you won't receive out-of-stock warnings, and you cannot process transactions for items on back order. The shipping and tax information choices, on the other hand, are well thought out and extensive. But ShopSite's site analysis and reporting tools are limited: The software logs only product volume information and page hits.

An easy-to-use tool, ShopSite can help you set up your Web store in no time. But it is not the product for those without Unix experience, so it may be more appropriate for ISPs or resellers who set up storefront malls. A Windows NT version, due out soon, will help position ShopSite as an appealing option priced between entry-level and midrange products.—*Steve Buehler*

ShopSite Manager 3.1. List price: $495. Requires: 486-based PC or better, 16MB RAM, 10MB hard disk space, Unix. ICentral Inc., Provo, UT; 801-373-4347; fax, 801-373-7211; www.icentral.com. *Circle 471 on reader service card.*

Viaweb Inc.

Viaweb Store

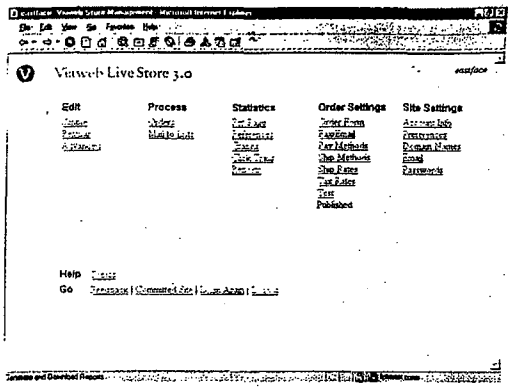
PC MAGAZINE EDITORS' CHOICE

The only product in our roundup that is solely vendor-hosted, Viaweb Store 3.0 shines brightly amid the e-commerce crowd. You don't have to install any proprietary software: With only an Internet connection and your browser, you can quickly build and deploy a stellar e-commerce site. The test-drive feature on Viaweb's site claims that you can build a store in less than 10 minutes, and—believe it or not—it's no exaggeration. Viaweb's pricing structure is also quite enticing: $100 per month for a store with up to 20 items, and only $300 per month for up to 1,000 items.

Viaweb provides a powerful tool for developing your site. You can select from several editing modes; these range from a WYSIWYG environment to a hierarchical outline view that lets you drill into any piece of your site with a single mouse click. Because you develop your site directly

CIRCLE 006 ON READER SERVICE CARD OR GO TO WWW.PCMAG.COM/ProductLink

Web Storefronts



The browser-based interface and powerful administration features make Viaweb an excellent e-commerce solution.

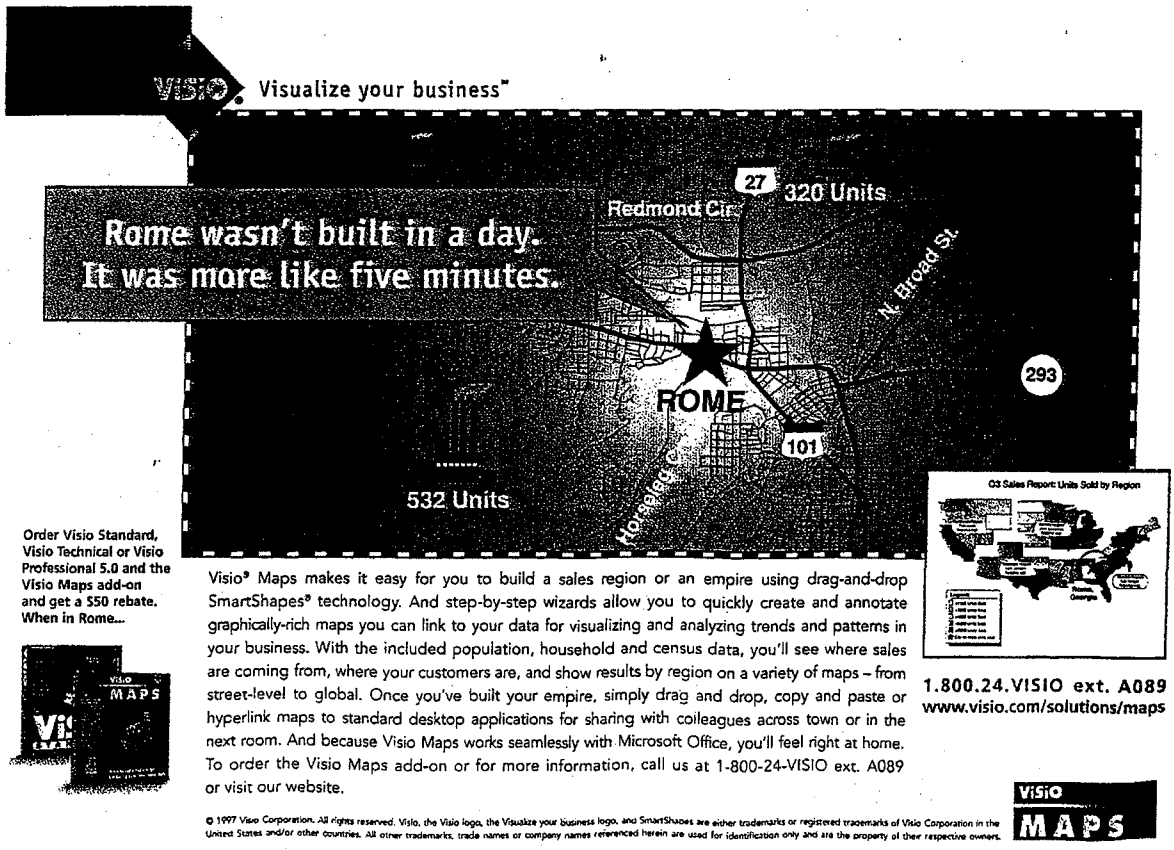
from your browser, you can easily test as you go without leaving your staging area. Posting your site to the live area is extremely easy. Clicking a single hyperlink publishes your site immediately, and your customers will be able to start shopping even as you continue adding features. Viaweb is also multiuser, so you can have an entire team developing and maintaining your site simultaneously.

Extending your site is relatively painless. Creating promotions in your online store can be done with just a single mouse click. Adding to your inventory is no more difficult than setting up your initial site. You can also import existing ASCII data to your site; despite some formatting restrictions, importing is still a straightforward process. A word of warning: Some browsers do not support file uploads.

The management tools provided by Viaweb are superb and truly set it apart from other entry-level products. The store administration features allow you to set up sales tax and shipping rates with a tremendous degree of detail. Once you have entered the figures, you can test them for accuracy before publishing the current tables to your site—a clever feature not found in the other products we tested. And the reporting tools match Viaweb's editing functions in both power and simplicity. You can quickly retrieve important data, such as referral information telling you where each visitor came from and how much was spent, or trails detailing the exact path a customer took through your site and what ended up in the shopping basket. In addition, Viaweb provides all the basic site statistics you'd expect to see for your own Web server.

Viaweb Store has taken e-commerce to a new level, making this expanding field readily accessible to anyone who has an Internet connection. The test-drive feature allows anyone to create a site and test it for ten days free, giving users the opportunity to determine whether this approach will work for them. The top-notch power and HTML-based interface make Viaweb a very appealing option for anyone seeking to get online quickly with a small budget and little time to invest in Web site design.—*HHH*

Viaweb Store 3.0. List price: $100 per month and up. Requires: Web browser, Internet connection. Viaweb Inc., Cambridge, MA; 888-484-2932, 617-876-2692; fax, 617-354-2624; www.viaweb.com. *Circle 472 on reader service card.*



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Hutchings

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2ask Software Store

To add a product to your shopping basket, click on product's Platform/Price. To view product detail information, click on Info icon, Info.

Hutchings Software Bundle 1 Hutchings Software Bundle 1	Info	Hutchings Software		Mac - 19.95
Hutchings Software Bundle 2 Hutchings Software Bundle 2	Info	Hutchings Software		Mac - 39.95
Hutchings Software Bundle 3 Hutchings Software Bundle 3	Info	Hutchings Software		Mac - 34.95
OpenDoc Bundle 4 OpenDoc Bundle 4	Info	Hutchings Software		Mac - 119.95
Hutchings Software Bundle 1 Hutchings Software Bundle 1	Info	Hutchings Software		Mac - 19.95
Hutchings Software Bundle 2 Hutchings Software Bundle 2	Info	Hutchings Software		Mac - 39.95
Hutchings Software Bundle 3 Hutchings Software Bundle 3	Info	Hutchings Software		Mac - 34.95
OpenDoc Bundle 5 OpenDoc Bundle 5	Info	Hutchings Software		Mac - 99.95
OpenDoc Bundle 6 OpenDoc Bundle 6	Info	Hutchings Software		Mac - 99.95
OpenDoc Bundle 7 OpenDoc Bundle 7	Info	Hutchings Software		Mac - 34.95
Rapid-I? Button Editor Personal Edition	Info	Hutchings Software		Mac - 5.00

Search Results: 11 matches.

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to top

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Multi

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Digital River™

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- Turn Your Web Site Into A Web Store!
- Maximize Dollars Not Clicks!
- Secure Commerce, plus Reporting & Auditing
- Clients of Digital River
- Customer Service
- Investor Relations
- How Can I Get On The River?

Maximize Dollars Not Clicks!

Marketing opportunities that can multiply sales even more

As our client you also become part of the Digital River Network, which gives you the opportunity to leverage your product exposure in two highly profitable ways:

- First, Network members can be linked to each other's sites, so complimentary products can be bundled, your customer's experience enhanced, and your sales revenue increased.
- More importantly, if you choose, your products will appear on the sites of all the dealers who are part of the Digital River Network.

Both of these features work to increase the incremental sales potential of your software.

Extend your selling environment

Better yet, the entire transaction takes place in the selling environment you've created, surrounded by the look and feel of your identity, with your products presented the way you want them presented, with no competition.

Your customers simply hit the purchase icon at your site and the whole process unfolds smoothly. There's no sensation of being suddenly hustled off to another location. Your customers won't end up at some foreign-looking page where they have to hunt to find your product. You can even prompt customers to purchase additional products, for instance printed manuals or more of your software. And it all takes place during a single purchase process.

Digital River has created seamless continuity. The only way your customers realize we're involved is by the Digital River logo at the bottom of your page. And that's there to reassure them that any transaction taking place at your site will be secure, easy, accurate, and immediate - it's a seal of quality.

All you have to do is cash the check

Digital River is a rich resource for anyone who wants to get down to business on the Internet. When you call Digital River, you tap into a group of people totally focused on digital commerce. That's why we do it so well. Selling your products has our total attention - we have no higher priority.

Whatever it takes to fuel your success, you can count on Digital River. We'll customize your Web presentation to make sure design continuity is maintained throughout the purchase, we'll post your new software and new versions as soon as they're available, and we'll deliver the reports and payments you need on a timely basis. (You get each customer's name, address, phone number, fax number, and e-mail address, a profile that provides unprecedented marketing opportunities.)

It just makes a ton of sense. You do what you do best: develop and market digital products. We do what we do best: make sure that when your customer says "yes," the transaction and delivery is done immediately, with no hassles.

In fact, we e-mail you every time there's a sale. You get regular accurate digital reports, and your checks are on time.

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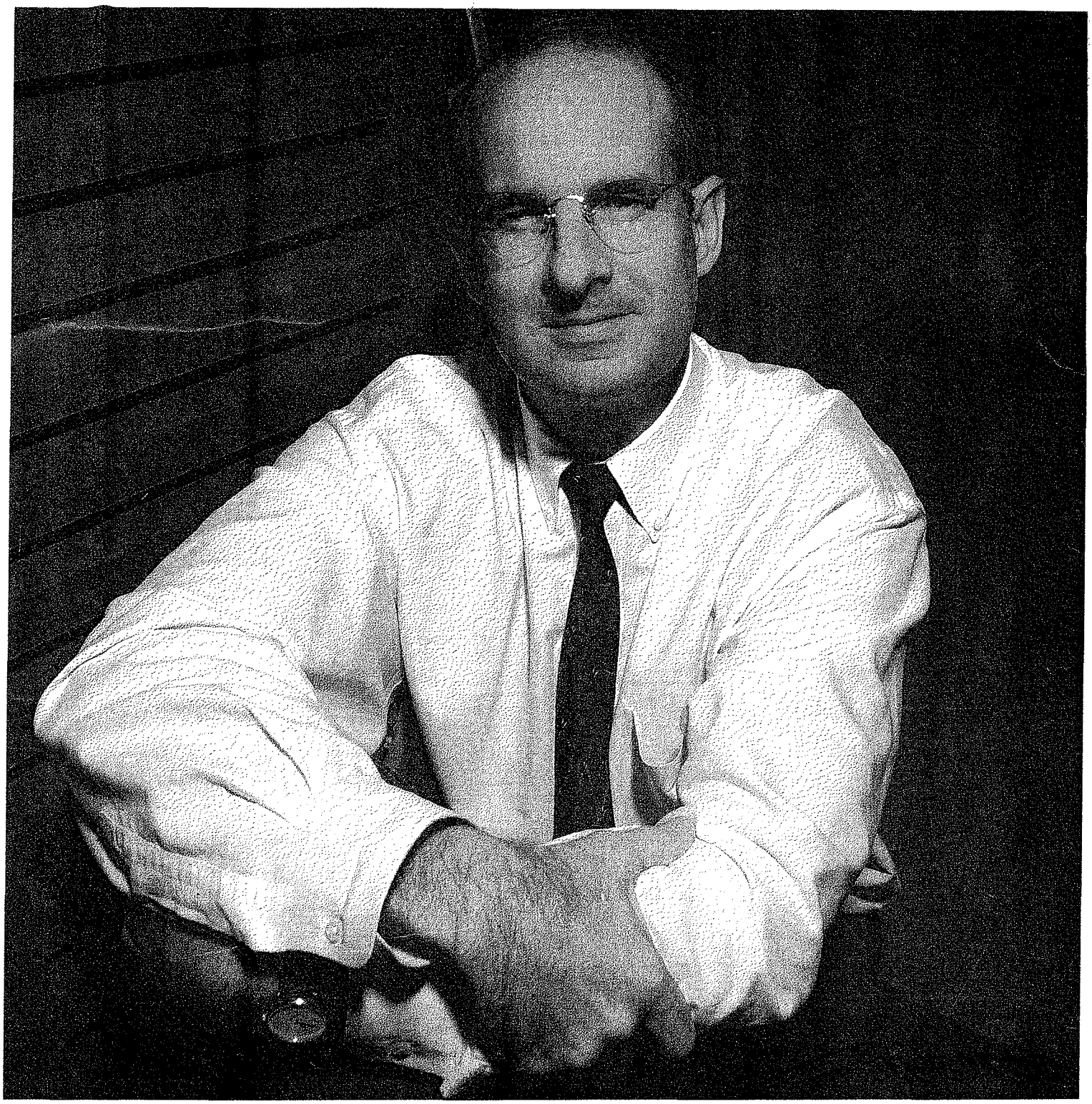
Who is Digital River? | Turn Your Web Site Into A Web Store!
Maximize Dollars, Not Clicks! | Secure Commerce
Clients of Digital River | Customer Service
Investor Relations | Getting On Digital River



Avant-garde Entr

Joel Ronning of Digital River is racing to keep his online software delivery company out in front in what he believes will eventually be a global oligopoly. **by Anthony F. Giombetti**

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COVER STORY

epreneur

Digital River founder and president Joel Ronning has entered the race of his lifetime. It's a race that began three years ago in the wake of a revolutionary industry called electronic commerce. Carving out a niche in the online software delivery industry, Ronning is racing to maintain Digital River's leadership position in what he believes will eventually be a global oligopoly.

So far, Ronning's avant-garde entrepreneurial career has been one of targeting niches in the information technology industry and outperforming the competition. This time, Ronning, 41, is the pioneer. The creation of Digital River is his coming of age. Moreover, his aspiration to build the company into the world's largest central source for software delivery via the internet is a venture he hopes will be the greatest accomplishment of his life.

But how big is big? If there's one thing that can be said about Joel Ronning, it's that he has a knack for perceiving opportunities. He's been doing it all his life. More than that, he's able to distinguish between viable ones and dogs with fleas. For Ronning, opportunities that matter are either national or international in scope.

Considering the electronic commerce (EC) industry is being hailed as one of the most important developments since the advent of the industrial revolution, a company that actually conducts business over the internet certainly qualifies as having "potential." But what is the EC industry? How does it work? And what are its real prospects?

Bill Burnham, a senior research analyst for electronic commerce at Piper Jaffray Inc., a Minneapolis-based investment firm, has these answers and more. He, along with the firm's technology team, recently compiled a 272-page report on the industry (available upon request). In *The Electronic Commerce Report*, electronic commerce is defined as "the transfer of value over the internet through four basic types of activities: buying, selling, investing and lending." Be forewarned, he cautions, enabling and supporting the conduct of the EC over the internet is a much more complex and significant process than this definition suggests. Just as in the real world, the conduct of commerce on the internet requires an elaborate and highly developed infrastructure, points out Burnham.

According to the report, there are a lot of pieces that have to be put into place before transferring value over the internet can become an everyday reality. To this end, the report states that the EC industry is built on top of three infrastructures: internet software tools, internet infrastructure and telecommunications infrastructure (*see side bar for details*).

Like most other industries, the EC industry is not a single, homogenous entity, but rather a collection of distinctly separate, yet interdependent industry sectors, maintains Burnham. With this in mind, the tech team at Piper Jaffray has defined five major sectors in the EC industry: security, electronic payments, financial services software, business commerce software and commerce content (*see side bar for details*).

It is primarily within the commerce content sector that Digital River is pioneering as a source for software delivery via the internet. That is, it brings together the technology and infrastructure needed to guarantee the secure purchase and delivery of software and other digital products via the internet. "Digital River is the business behind the scenes," explains Burnham. "They match buyers and sellers, and provide all the 'plumbing' that makes the actual purchase of digital goods over the internet possible."

Although a difficult volume to estimate, a look at the commerce con-

ANTHONY F. GIOMBETTI is Editor of *Minnesota Business & Opportunities*.

Photographs by David Neiman

EC Infrastructure

1. Internet Software and Tools: The basic software languages, technologies and development tools that are used to develop internet software. These are used by the EC industry to create EC-specific applications and services.

2. Internet Infrastructure: The set of open standards, protocols and network interconnection points that make up the internet.

3. Telecommunications Infrastructure: The plain old telephone line, leased lines and fiber optic cable that make up the telephone system and that increasingly includes wireless, cable and satellite components. This infrastructure provides the basic electronic links that make the internet and, by extension, EC possible.

EC Sectors

1. Security Sector: Provides the software, hardware and services that enable business and consumers to securely use computer methods (e.g., firewalls, encryption tool kits, payment security software and digital certificates).

2. Electronic Payments Sector: Initiates, processes and analyzes al forms of electronic payments on behalf of businesses, consumer and financial institutions (e.g., payment processing, electronic bill payment/presentment and electronic cash).

3. Financial Services Software Sector: Develops software that enables businesses and consumers to electronically access, manage and analyze their financial accounts over the internet (e.g., internet banking software, online trading software and financial management software).

4. Business Commerce Software Sector: Provides the software and services that businesses need to link their internal payment, remittance, inventory and order systems to the internet (e.g., electronic catalog software and Electronic Data Interchange (EDI) software/services).

5. Commerce Content Sector: Comprised of the companies that are actually conducting retail and wholesale commerce over the internet. The stores and businesses in this sector use all of the products and services produced by the previous four sectors to create services that allow consumer and businesses to transfer value over the internet (e.g., books, CDs, wine, industrial supplies and software).

tent sector reveals some surprising answers. Despite receiving a considerable amount of hype from both the media and the public, a rough analysis of the sector shows that total 1996 sales were estimated at only $900 million, according to the Piper Jaffray EC Report. It goes on to state that the single largest commerce content site in 1996 appears to have been GE's Trading Process Network, which claims to have done over $350 million in bids. Cisco System claims that it did $100 million. The sales figures for Amazon.com and Onsale added another $32 million for a total of just $500 million. Being very generous with all the remaining sites around the world, says Burnham, the total commerce conducted in 1996 was probably somewhere around $0.75 billion to $1.25 billion. However, he estimates that by year 2001, total internet-based purchases will reach $228 billion, both business-to-business ($202 billion) and consumer purchases ($26 billion). Burnham believes that this number is not only readily available, but fairly conservative!

By learning that GE plans on doing $5 billion in sales over its Trading Process Network in 1998, and Cisco plans to do 30% to 40% of its sales over the internet eventually, it makes you start to think that perhaps Burnham's numbers aren't so crazed. More than that, Microsoft's Bill Gates has been reported as saying that by year 2001, 50% of all company sales will be via the internet.

In essence, you now know what Ronning knows; you now see the potential he sees. The only difference is that he had a sense for this potential four years ago and acted upon it.

TRIGGERING EVENT

How did Ronning perceive such an opportunity? In 1993, while running Minneapolis-based Mac USA, a direct mail marketing company that he founded three years earlier, he realized that the methods of distributing software—the shrink-wrapped packaging in boxes, the fuel being burned, the trees being chopped down and all the expenses associated with its distribution—were completely unnecessary. Ronning surmised that the best way to deliver software, which is today estimated at being a $12 billion industry, was through some form of magnetic media (e.g., CDroms or floppy discs) or over the phone. (Remember, the internet didn't exist as a channel for distributing software in 1993.)

In August of 1994, Ronning and Fujitsu Limited of Japan, a $32 billion global conglomerate, formed Digital River. It was started with a capital investment of $1 million ($200,000 from Ronning and $800,000 from Fujitsu). However, operations didn't begin until July of 1996. It was during this stretch that Ronning and his crew spent time finalizing the company's business model, both strategy and technology, and in the process, they produced 12 patents pending related to digital delivery.

As stated earlier, the internet, as a means to distribute software, didn't exist in 1993. Tens of millions of dollars were being poured into putting digital information on physical media. After six months of research, coupled with Ronning's direct marketing background, he realized that the numbers just didn't work due to the high cost of delivery of physical media. "It was just too expensive to add content and distribute it," he says. "Plus, the response rate was too low, and the average order size was way too small."

Fujitsu had invested a substantial amount of money in Digital River, and Ronning was trying to keep the powder dry. After all, there was only so much money available, and half of it was already gone. He remembers the first year was spent, largely in part, talking about not spending any more money. The following year was spent trying to figure out that if the opportunity wasn't to be found in putting information or software on floppy diskettes, magnetic discs or CDroms, then where? Fortunately, the internet came along.

Once Ronning and Fujitsu decided to move forward with online software delivery, the next step in Digital River's strategy was to add content. This meant building a massive database of software products by landing contracts with software publishers. Without one, there would be nothing to resell. After that, the company needed to set up a huge software dealer network through which to sell the content.

From July of 1996 to the year end, Ronning and his team were hard at work trying to convince software vendors that what Digital River was doing made sense, and that they knew what they were doing. "Because we were unproven and new, trying to convince these companies to go with us was one of the most challenging setbacks I had ever encountered," reflects Ronning. To overcome their objections, the company took the approach that they could be trusted and had a good reference base, such as their relationship with Fujitsu. Digital River knew their technology worked, and once they brought up some client web sites that generated sales, their model was easier to prove. By the end of 1996, they had 35 software vendors.

Also during these five or so months, Ronning was busily hiring employees. For instance, he began building a team of sales people whose sole purpose was to negotiate contracts with software vendors and retailers. "To find these people from the industry was no easy task," he says. "We were looking for sales people who had software or computer experience in this industry, and who understood the internet well. We wanted them to be able to hit the ground running."

Ronning made sure that the person who was to lead the sales group had vast experience in managing inside sales, primarily over the phone, as well as handling high-end sales professionals. "We spent five months looking for the right manager, and the guy I've got running the team is fantastic," he says.

Kevin Domino, who came from LaserMaster, is just one of the stars in Digital River's stable. Ronning knew the technology model worked; the key was finding the right management, most of whom were brought on in 1997. Other senior management includes Kelly Wical, CTO, from Oracle; Draper Jaffray, VP of Business Development, from Tech Squared; Jim Pichler, Director of Technical Development, from Tech Squared; Sean Ryan, Director of Client Applications, from Arthur Andersen Consulting; Randy Womack, CIO, also from Oracle; Greg Smith, the Controller, from Secure Computing and Ernst & Young; and Chip House, Senior Marketing Manager, from Fingerhut.

Digital River had a proven technology model, a massive database, the right management and a budding client list. But all

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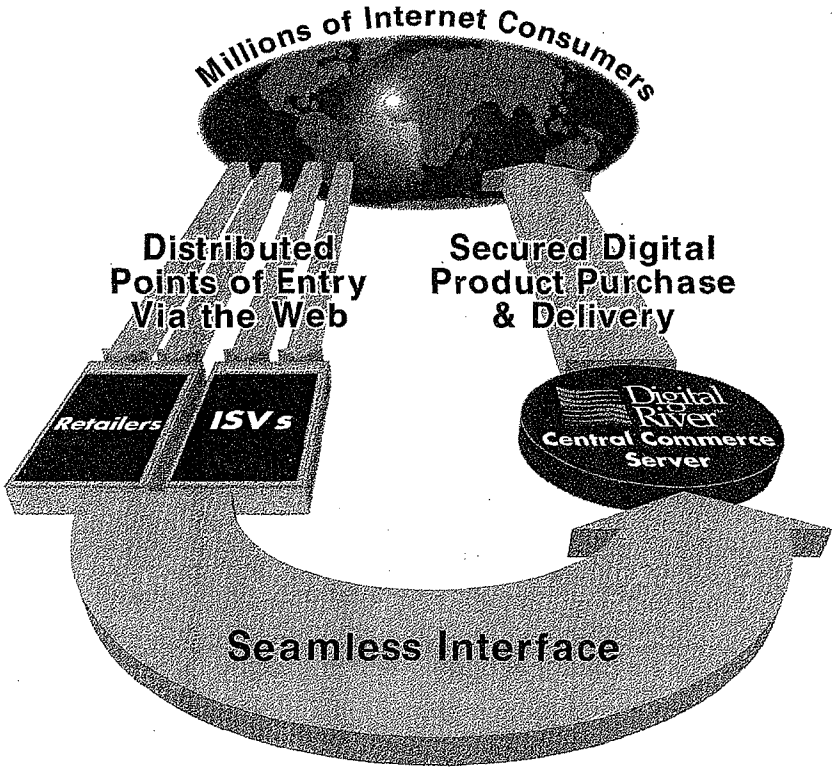
of this costs money. With the seed capital running low and little revenue to speak of, what the company needed more than anything else was another round of funding.

During the fall of 1996, John G. Kinnard & Co., a regional investment firm, had made an attempt to raise money on behalf of Digital River, but failed. They had a difficult time explaining the company's complex business model to potential investors. Ronning, frustrated with Kinnard's pace, took the reigns and was able to raise $1.2 million by the year's end. From December of 1996 through the early part of 1997, he spent a considerable amount of time raising the second round. His goal was to raise $3.5 million. Finally, he got it, and then some. On July 30, Digital River issued a press release announcing it had raised $4.3 million through a private placement and conversion of debentures issued in 1996 to common stock. Through its bargain purchase option to acquire Ronning's shares of Digital River, Tech Squared (formerly Mac USA) then controlled 37 percent of the company with 25 percent owned by Fujitsu.



Ronning had successfully sweated the second round of funding, and, by then, the company had signed contracts with over 400 software developers. "The proceeds from this round of financing should be sufficient to satisfy Digital River's working capital needs well into 1998, and fund the acquisition of additional networking equipment to meet the growing demands of suppliers and customers," stated Ronning in the press release.

Indeed, the money allowed Digital River to breathe a little easier. But more importantly, it had allowed the company to bring on board the needed senior management. "Good managers will not work for a company that doesn't have the wherewithal," says Ronning. "That's strategic opportunity, operational capacity, leadership and funding."

Now that Digital River had proven themselves, it was a matter of execution, execution, execution. In the third quarter of 1997, the company generated nearly $700,000 in sales, and historically has grown at 100 percent per quarter since its inception. "Generally speaking, Digital River's service of delivering software via the internet is poised to take off," says Burnham. "A lot of companies don't want to deal with the complexities of getting prepared to sell content over the internet. Digital River is a unique model offering a full suite of services that allows companies to outsource so they can participate in electronic commerce. As more people buy digital goods over the internet, Digital River will be well positioned to take advantage of this upturn with a tremendous upside."

BEYOND HYPER-GROWTH

However, if Digital River is unable to meet its hyper-growth goals, they may have to delay their plans for a future initial public offering. An event scheduled sometime sooner rather than later, hopes Ronning. "I feel good about the company's operational capacity and direction," he says confidently. "Digital River is driving for extreme growth because it will allow us to reach the next phase, which is an IPO. The money raised in that offering would allow us to further establish our position."

As mentioned earlier, United States sales of shrink-wrapped software will be $12 billion in 1997. As to how much of that market will be Digital River's remains to be seen. Ronning believes his company will be one of three in an oligopoly, a market transformation he sees occurring in the next two years. "We will be the dominant player in this market," he says.

Digital River was the first of its kind in their area of the commerce content sector of the EC industry, and has since remained the forerunner. It's nice to be leading the charge, but it's difficult to say what will happen. The internet is constantly shifting. Critical mass happens at funny times. But when it does hit and shifts are seen in buying patterns, amazing things happen, amazing growth occurs, beyond hyper-growth—overwhelming growth!

No one really knows for certain if or when this is going to happen. However, Ronning poses two likely scenarios. One is that there will be a slow steady acceptance of electronic commerce. The other is that it will be viewed as an essential component of everyday business and take off. "At the end of the day, EC is positively, absolutely going to be how software will be distributed," exclaims Ronning. "That means all $12 billion, and by that time, the industry will probably be at $18 billion. It's extremely inefficient to deliver data in 10 pound packages. It's ecologically unsound. It's extremely time consuming. The process, from manufacturing to end-user, takes about six months.

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That's too long. Not to mention, the replacement of old software versions with new ones, is obscenely wasteful." All these forces are driving leaders of software companies to this conclusion and toward the direction of online software distribution. How can one argue with double-digit increases in margins, efficiencies and time to market?

Then there is the issue of shelf space. When shopping at a large retail store, like a CompUSA, there are only so many products displayed (1,500) and so many manufacturers represented (50). Digital River alone represents over 900 companies, primarily software developers, with over 110,000 products. And they've just started. Again, there are too many forces in play for this not to move forward.

GEARING UP

Digital River is getting excited because some of the world's largest software developers are now showing serious interest in their services. Digital River is in the business of managing this process, and companies are eager to outsource this component of their business operations because of its complexity. Then it becomes a matter of what the fee is. In return for sales derived from the site, Digital River receives a commission based on the volume transacted. Typically, the company sees 20% to 30% of the sale. The fact is, that the fee is hardly noticed by the client because it's a matter of cost shifting.

Pricing aside, Digital River is interested in aggregating the world's largest online software database by contracting with thousands of software companies. Once that goal is accomplished, their plan is to set up the world's largest dealer network. That's what they are concentrating on right now, which is the second phase of their business. The third phase is to offer consumers a tremendous amount of value.

As a company grows and moves through different stages of its life, it requires the shifting of gears. This also requires the founder, who possesses the initial needed entrepreneurial spirit, to become more of a professional manager. An emphasis on implementation is needed. To be successful, this transformation is critical.

Why? "Entrepreneurs have a stigma attached to them," says Ronning. "They are perceived as being out of control, lack strategic management capability, unable to develop and manage teams, unable to let go and unable to transform a founding organization into a large, sophisticated company." Ronning is painfully aware of this. That's why one of his personal goals, a challenging one for all entrepreneurs, is to develop into a professional manager without suffocating his pioneering spirit, and be recognized as such.

Nevertheless, there was a time when Ronning was more entrepreneurial top-heavy. His first recollection of being an entrepreneur dates back to his youth. He's always been, to some degree, in a situation where he reported to himself. And in this respect, he developed an ownership mentality in his work ethic.

To understand Ronning is to know that entrepreneurship is a part of his nature. He's always felt that it is difficult to build "things" inside of an organization, especially models that are viewed as being outside the norm. "It's difficult to execute new opportunities inside of an organization that's been in existence for any length of time," says Ronning. "When you see an opportunity, whether in a large or small organization, there are many things that can get in the way. Politics is a bell dinger. But it usually comes down to corporate strategy. What's the vision of the company, and does it fall within its scope? That's the issue. That's the question." To bring about change through opportunity, it has to be a top-dog-embraced deal, contends Ronning. If the CEO doesn't embrace it, it's going to be difficult, he says.

Whether it be product-based or service-based, Ronning has always been on the leading edge of whatever market he's been working in. For instance, when working at Remington Rand during his 20s, he set up a division that specialized in the Macintosh Computer. This happened before the Macintosh was a Mac+. He knew this was going to be a hot area, one that would generate additional revenue for the company. He was right. The division grew quickly and was eventually spun off.

Being an aggressive, forward thinker hasn't always served Ronning well. "I got yelled at a lot by my managers because I was pushy," he recalls. "I guess I was too much of a driver, and unknowingly always wanted to be the captain of the ship rather than one of its crew." Not surprisingly, this experience was not an isolated incident in his career.

When Ronning was young, he admits he was full of hubris and thought he knew everything. "I absolutely thought I knew more than anybody else I was working for," he admits. "Looking back, this was not a good thing." You could say Ronning was a "challenging" employee. As he matured, he grew out of it.

His experience at Remington Rand was pivotal. It had introduced him to the computer, which taught him what an amazing tool it was, especially in terms of efficiencies. He learned how important it was to be able to drive efficiencies through an organization with this tool. "So many organizations do business the way it has always been done," he says. "This is one of the problems with well established organizations. There is a lot of stasis, a lot of momentum that often times isn't appropriate, such as routine jobs."

Niches where Ronning could envision turning a highly manual process into a totally automated one, through using computers, was to become his modus operandi. And Digital River is his apex. But staying on top, once having gotten there, is another issue altogether.

STAYING ON TOP

Ronning's recipe to keep Digital River out in front began with shaking out problems in the company. "To do this, there is nothing like generating revenue to shake out problems in an organization," he says. "You find them fast when transactions occur.

"Once an organization has shaken out the bugs, it can then accelerate its growth and scale beyond its competitors. It can focus on executing on the more subtle components of corporate strategy. And that's where things really matter. The subtleties of strategy, the niches within the niches, is what really cements an

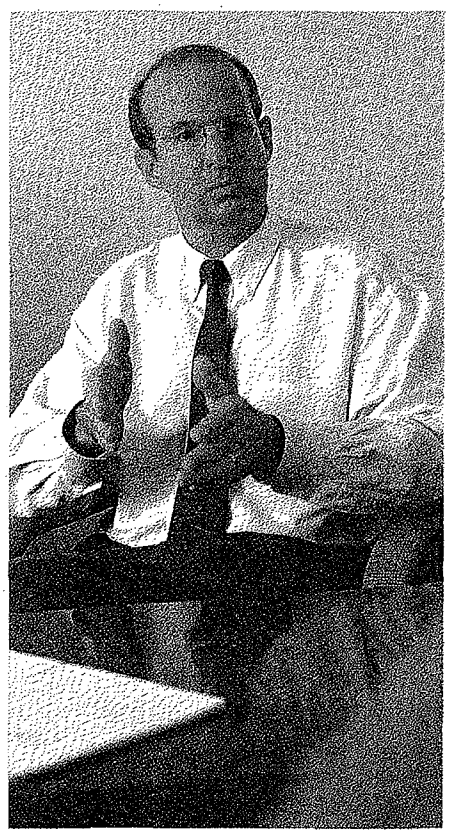
organization. It's what keeps the company in the core of opportunity and will drive it to the top.

"Once a leader has debugged an organization and has experienced accelerated growth, it's time to become paranoid. In fact, in fast moving industries, change happens so quickly that companies get built and unbuilt all the time. Take Novel for instance, it's being unbuilt around them."

To stay on top, Ronning also suggests a leader constantly worry the details, especially the operational details. At Digital River, he spends a lot of his time thinking about operations, transaction processes, the details of managing customer service and 7/24 coverage of the servers, to mention a few. These are specific examples about Digital River, "but the way you manage them in any other business is simply to worry the daylights out of the details. The way to do that is to have very good people, and manage the problems under a microscope," he says.

At Digital River, the team of 45 employees takes the problems that are urgent and shines a spot light on them until they are solved—whatever it requires. "If you execute from an operations standpoint, at worst you will remain competitive," he says. "At best, you will outperform your competition, assuming your strategy is sound."

Other details for Ronning to worry about would be strategies within the umbrella strategy. "Strategy is not a simple word," he says. "It's a series of components. These components are your distribution strategy, your pricing strategy, your marketing strategy, your customer service strategy, all of which have to be constantly tested and questioned: Does this work? How can it be improved? Does it make sense?'



Ronning shakes out the bugs in Digital River by worrying the daylights out of the details. "If you execute from an operations standpoint, at worst you will remain competitive; at best, you will outperform your competition, assuming your strategy is sound."

—Joel Ronning

EYE ON THE OTHER GUY

Ronning used to worry about other software distributors, but doesn't anymore because what Digital River is doing threatens the legacy these companies have with their customers. So who does he worry about? Other entrepreneurial companies that are highly motivated, well organized, well managed and well funded. However, he doesn't see any in his company's lane, yet. Although he admits there are companies selling software over the internet, "nobody has our model." At the end of the day, the biggest competition Digital River has is not other companies, says Ronning. It's the lack of understanding of how complex this business is and the assumption that it's easy to do.

Digital River is spending plenty of money training software companies about the difficulties in administrating high-volume transactions on the internet. "It's a marvelously complex business with lots of subtleties to it, which is one of the biggest barriers to entry," he says. "We understand international taxation, high volume transactions and 7/24 coverage of servers." For instance, one of Digital River's largest clients tried to develop a sophisticated electronic commerce system themselves for about a year, and spent $200,000 in the process. Needless to say, they struggled and weren't successful. Digital River then stepped in and grew the company's web site revenues by over 200 percent.

Like any good fulfillment system, it is composed of a thousand different components that have to be carried out correctly everyday. And what Digital River is counting on is that these companies will consider this an issue of core competency. "Software developers are great at developing creative software applications," says Ronning. "We want them to stay on that track, and allow us to do our job. Their options are two-fold: either do it themselves or work with a company like us who specializes in it." In a business environment where outsourcing is a common practice, why should this be an exception?

Like any other fast-growing industry, the online software delivery niche will no doubt attract the attention of "elephants." As Digital River grows and becomes a public entity, the possibility remains that they may be bought out. What the company is today will most likely be bigger than what it is as an entity. As the leader of Digital River, Ronning is quick to say that "we are not ego driven. We are really excited to be a part of something, or be in the center of something, that is this big. I pinch myself thinking about what's going on here."

Ronning says that if Digital River is bought out someday, it will only affirm his belief that what the company is doing is a "very big deal. We're trying to be a group of professional managers who want to be a part of something that matters." For Ronning, he hopes this venture will be the most important thing he's ever done.

Digital River already has one large partner. At some point in the future, Ronning suspects that partnering with another large company will be a natural evolution of the company's future. MB&O

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E-mail

Steve Estv anik, 11:19 AM 1/2/98 -, Re: Status of changes

X-POP3-Rcpt: splatt@zeus
Return-Path: stevee_msn@email.msn.com
From: "Steve Estv anik" <stevee_msn@email.msn.com>
To: "Maureen Collins" <mcollins@digitalriver.com>,
"David Fitzgerald" <davidf@digitalriver.com>,
"Chip House" <chouse@digitalriver.com>,
"Scott Platt" <splatt@digitalriver.com>
Subject: Re: Status of changes
Date: Fri, 2 Jan 1998 11:19:08 -0800
X-MSMail-Priority: Normal
X-MimeOLE: Produced By Microsoft MimeOLE V4.71.1712.3

Scott --

what about my products that have been waiting months? an additional 3 months to get new products available is way too long, too, assuming you actually meet your schedule, when no past estimate has ever been remotely close.... I have released 5 new products in the last 2 months -- i cant wait an additional 3-6 months before anyone can buy them online!

s

-----Original Message-----
From: Scott Platt <splatt@digitalriver.com>
To: stevee_msn@email.msn.com <stevee_msn@email.msn.com>
Cc: chouse@zeus.digitalriver.com <chouse@zeus.digitalriver.com>
Date: Friday, January 02, 1998 9:18 AM
Subject: Status of changes

>Steve,
>
>We appreciate your interest in updating your products and improving your
>site. Currently our staff is vigorously working on creating a new
>architecture called Version 2.0 that will give clients the ability to make
>site changes quickly and easily. You will have the ability to change the
>background color, add new or change your text, offer special pricing, add
>new products or update your current products.
>
>At this time we are requesting that most changes be delayed until the new
>architecture is ready. Our target implementation date for Version 2.0 is
>March 1, 1998. Digital River appreciates your efforts to work with us. We
>will notify you as soon as we are ready to offer Version 2.0.
>
>Sincerely,
>
>Scott Platt
>Account Development Manager
>Digital River
>612-830-9042 x434
>splatt@digitalriver.com

FOR IMMEDIATE RELEASE

CONTACTS:

Jodi Baumann	Karen Blondell	Debra Leitl
Digital River	Technology Solutions, Inc.	J & R Computer World
612-253-8396	212-320-2267	212-238-9000
jbaumann@digitalriver.com	kblondell@tsipr.com	www.jandr.com

DIGITAL RIVER SIGNS ONLINE PARTNERSHIP WITH J&R COMPUTER WORLD

MINNEAPOLIS, Minn., Jan. 19, 1998 – Digital River (Nasdaq: DRIV), the leading distributor in electronic software delivery (ESD) with over 131,000 software titles from over 1,300 publishers, today announced a partnership with J & R Computer World (www.jandr.com/computerstore/software.html) a leading retail operation and catalog company. Through its partnership with Digital River, J & R Computer World will offer its online customers downloadable software titles for the first time, complementing its current inventory of computer and music products.

"We are extremely excited about the partnership with Digital River," says Jason Friedman, website director. "Online software sales are the wave of the future and Digital River is helping us expand our business through a broad array of software titles as well as their huge image and font library. Our customers can now choose from more products and more categories and seamlessly purchase it all at once."

"J & R Computer World provides a huge opportunity for us to create a positive, efficient, seamless shopping experience for the consumer – a true example of one stop shopping," says Joel Ronning, CEO of Digital River. "We're delighted to have J & R Computer World aboard. They are the type of retailer that provides excellent value and an expanding partnership in serving the needs of the consumer."

-more-

About Digital River*

Digital River Inc., (Nasdaq: DRIV), based in Minneapolis, offers the world's largest online database of software products. The company provides more than 2,000 software publishers and online retailers with its proprietary technology for Internet delivery of more than 131,000 software and other digital products. For more information on Digital River, visit the Digital River website at http://www.digitalriver.com.

About J & R Computer World

J&R Music and Computer World, on Park Row in downtown Manhattan, is New York's largest electronics, music, video and Computer MegaStore. Occupying an entire city block, across from City Hall, the 250,000 square foot store stocks everything in audio, video, cameras, home office, music & movies. For 27 years J&R's legendary service is illustrated by being the only company to receive two separate "Retailer-of-the-Year" awards. With a commitment to honesty & customer satisfaction, J&R has an outstanding record with New York's Department of Consumer Affairs. J&R's Web site (www.jandr.com) is the largest site of its kind, providing outstanding selection and great prices. At the click of a button, one can navigate America's premier discount computer, electronics, music and video store. J&R presents ten stores in one location, each one offering deep discounts, a tremendous selection and excellent customer service. A true Internet ONE-SITE-SHOP, J&R provides access to the Web's largest home entertainment and computer megastore. The ease of ordering, great prices, speedy delivery and outstanding customer service must be the reasons that people keep coming back to J&R. From virtually everywhere J&R Music and Computer World is just a click away. Today J&R Music and Computer World offers three ways to shop: walk-in to J&R retail stores that are a fixture in New York's downtown financial district, phone-in anytime 1-800-221-8180 or login to www.jandr.com.

# # #

*Except for the historical information contained herein, this press release contains forward-looking statements, including statements containing the words, "believes," "anticipates," "expects" and similar words. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others: the Company's limited operating history and variability of operating results; market acceptance of electronic software delivery; the Company's ability to maintain relationships with software publishers and online retailers; competition in the electronic commerce market; and other risk factors referenced in the Company's public filings with the Securities and Exchange Commission.

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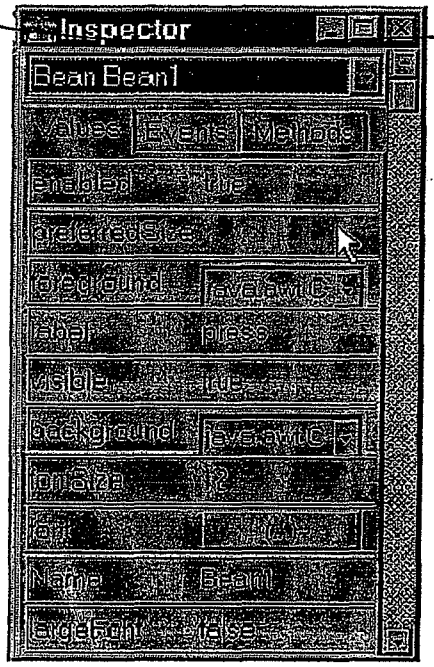

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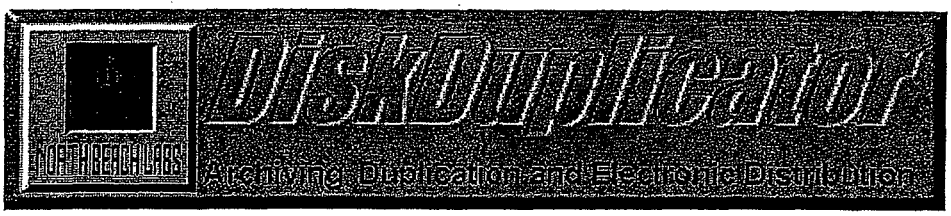

Product Name	Delivery Method	Price
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NBL Duplicator Version 1.9 - Retail Package 60001.txt	FedEx	$34.95
NBL DiskDuplicator v1.9 Upgrade Electronic Version Electronic Version	The Net	$9.95

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				If in MN	Add Tax	$1.62
					Total	$26.57

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					Total	$79.72

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* More...

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* InfoSpace Germany
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About InfoSpace

InfoSpace, Inc., was formed in April 1996 in Redmond, Wash. Within the past two years, InfoSpace has grown from an unknown startup into one of the top ten sites on the Internet. The company has attained its success by developing cutting-edge proprietary technologies and applying innovation and leverage in every aspect of its business.

InfoSpace has achieved its success by pursuing the following mission statement:

> Revolutionize and expand the way Internet users find and receive information in the areas of content, commerce, and community.

Distribution

Today InfoSpace is a leading "aggregator and syndicator" of content on the Internet. The company gathers, or aggregates, information from hundreds of content creators in areas such as yellow and white page directories, classified listings, mapping, weather forecasts, news, and electronic commerce. InfoSpace has recently launched free real-time stock quotes and the Ultimate Product Search, a comparison shopper that will change the way people shop on the Internet. These content elements are tightly integrated to provide users with the highest level of functionality and value.

As a syndicator, InfoSpace delivers its content to Internet users through an extensive distribution channel that consists of the most popular locations on the World Wide Web, a variety of information appliances, and the InfoSpace.com website itself. This strategy, combined with InfoSpace's simple-to-use format, has garnered effusive praise from the press and the public.

Strategic Alliances and Partnerships

To secure its share of current and future Internet users, InfoSpace has established relationships to bundle its services into key information appliances. In addition to PCs, InfoSpace is now or will soon be available in web-television and video-game appliances, personal digital assistants, cellular and PCS phones, two-way pagers, screen phones, and information kiosks. In many cases, InfoSpace is the default and only provider of directory information to these appliances.

Below is a partial list of the highly regarded companies that have partnered with InfoSpace:

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ABC	Lycos
AT&T	McLeodUSA
Bandai	Microsoft
Barnes and Noble	Oracle
CBS	Planet Web
CommerceNet	Playboy
Consolidated Communications	Sega
Deja News	Skytel
Hewlett-Packard	Unwired Planet
Intel	The Wall Street Journal

Awards and Recognition

InfoSpace has received awards and recognition from several prestigious publications, magazines, and companies. These include *The Red Herring Magazine*, *FORTUNE*, *Yahoo! Internet Life*, *The Wall Street Journal*, and *Time Magazine*.

For additional information about InfoSpace, please contact info@infospace.com.

InfoSpace, Inc.
8424 154th Ave. NE
Redmond, WA 98052
Phone: 425-882-1602
Fax: 425-882-0988
http://www.infospace.com/

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"Hands down winner, the best" - YAHOO! Internet Life

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There are many ways you can add value to your website using the InfoSpace directories:

Free Link	Cobranding	LocatorTechnology
Click here to get the HTML code and graphics you need to link to InfoSpace.	Cobranding will incorporate our directories into the "look and feel" of your website.	InfoSpace locator technology gives your customers a highly functional, totaly comprehensive utility for product and service acquisition.

Thank you for your interest in our directories.

InfoSpace is the only directory service that fully integrates the ability to find people, businesses, government officials, fax and toll-free numbers, email addresses, Web sites and phone calls, obtain maps and get directions, and find local information including weather and traffic. Partnering with InfoSpace provides significant benefits such as increased traffic, extended "view" time on a per-user basis, and easy access to our resources.

Companies such as Microsoft, Intel, AltaVista, Oracle, Mitsubishi, NEC, Samsung, Sega, Bandai, AT&T, GTE, and Nynex/Bell Atlantic have already integrated our directories and services into their products, and content providers like Lycos, the Wall Street Journal, Commercenet, Blockbuster, and Starting Point use InfoSpace's directories to add functionality and attract traffic to their sites.

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Bill Central (single user) for Win 3.x		1	3.X	The Net	7032005006R	None	None
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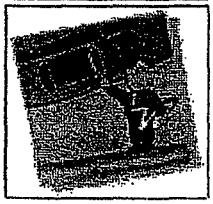
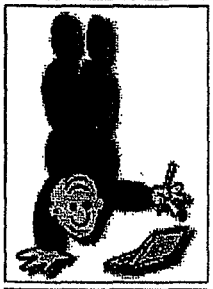
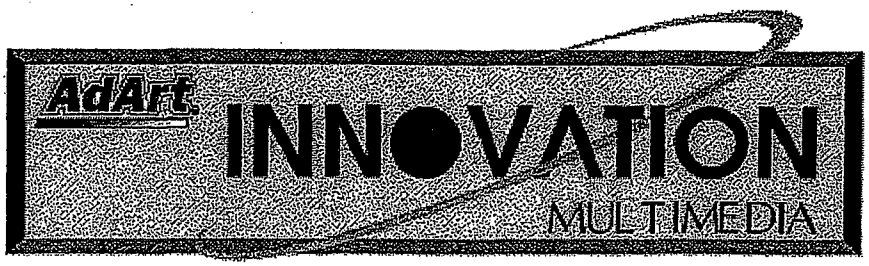
	smART launch		1	95	The Net	None	None	None
	smART writer (for Windows 95/NT)		1	95/NT	The Net	None	None	None
	smART writer Plus for Windows CE		1	Windows CE	The Net	None	None	None
	smARTscribble (for Windows CE)		1	Windows CE	The Net	None	None	None



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Beverages		1	Mac	The Net	None	None	None	
Business Symbols		1	Mac	The Net	None	None	None	
Symbols CD ROM		1	Mac	FedEx / ups	None	None	None	

Customer Number: 63658
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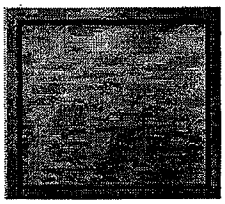

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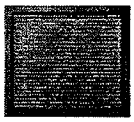

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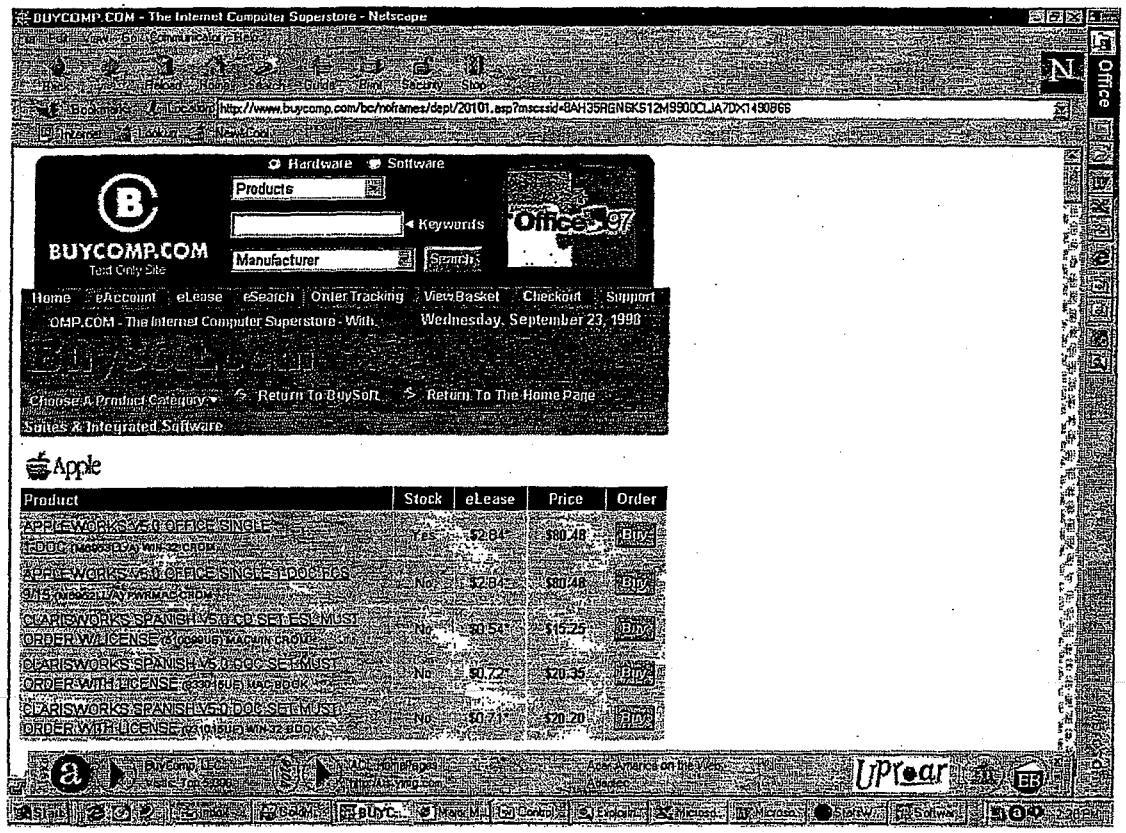
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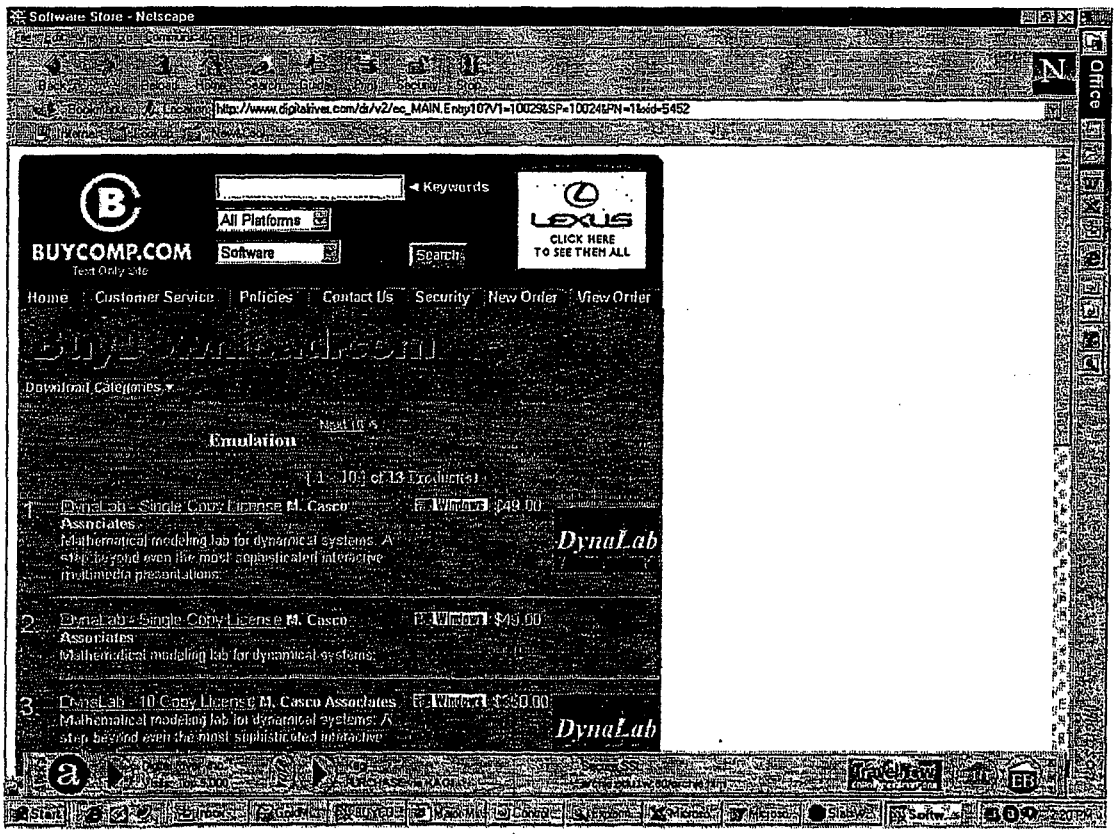
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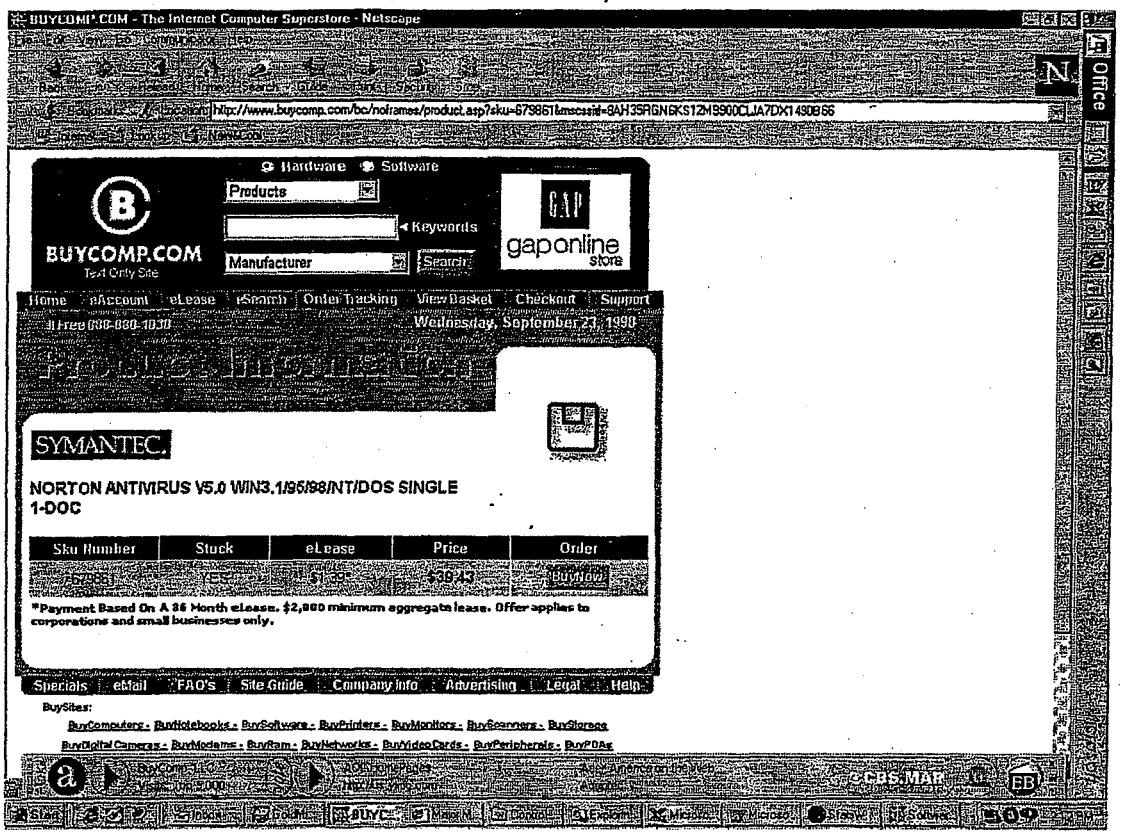
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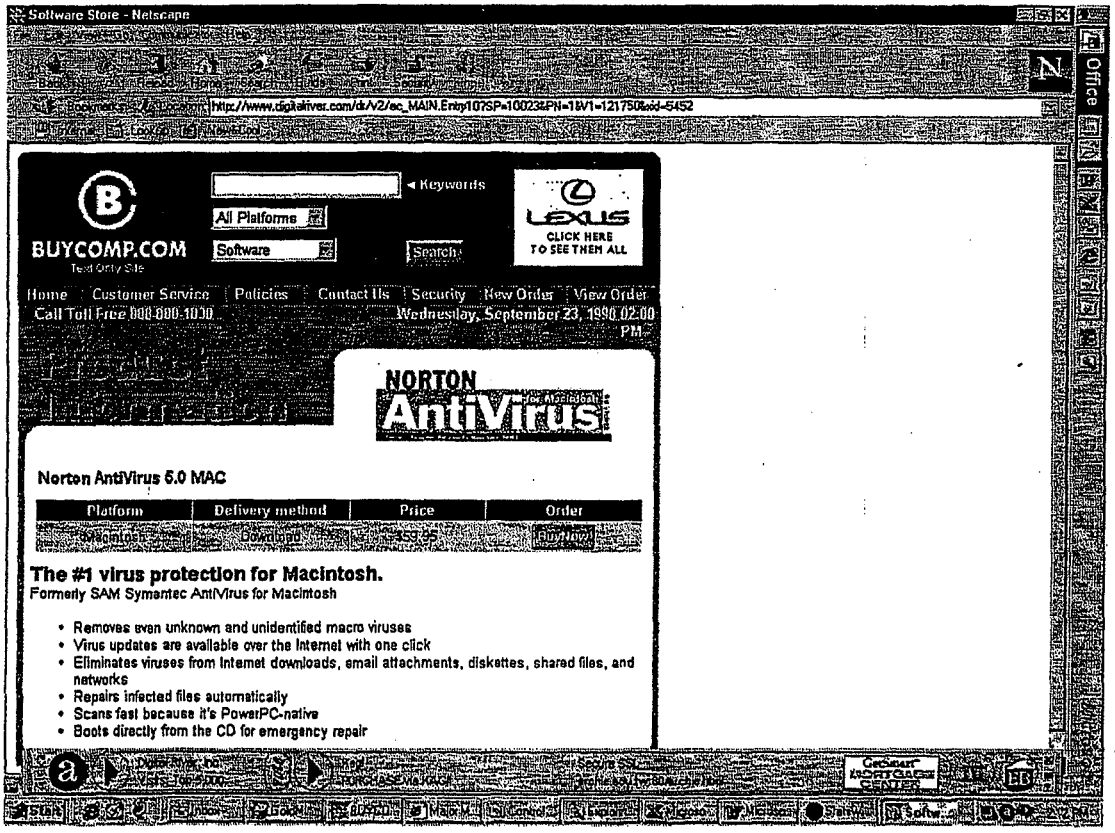
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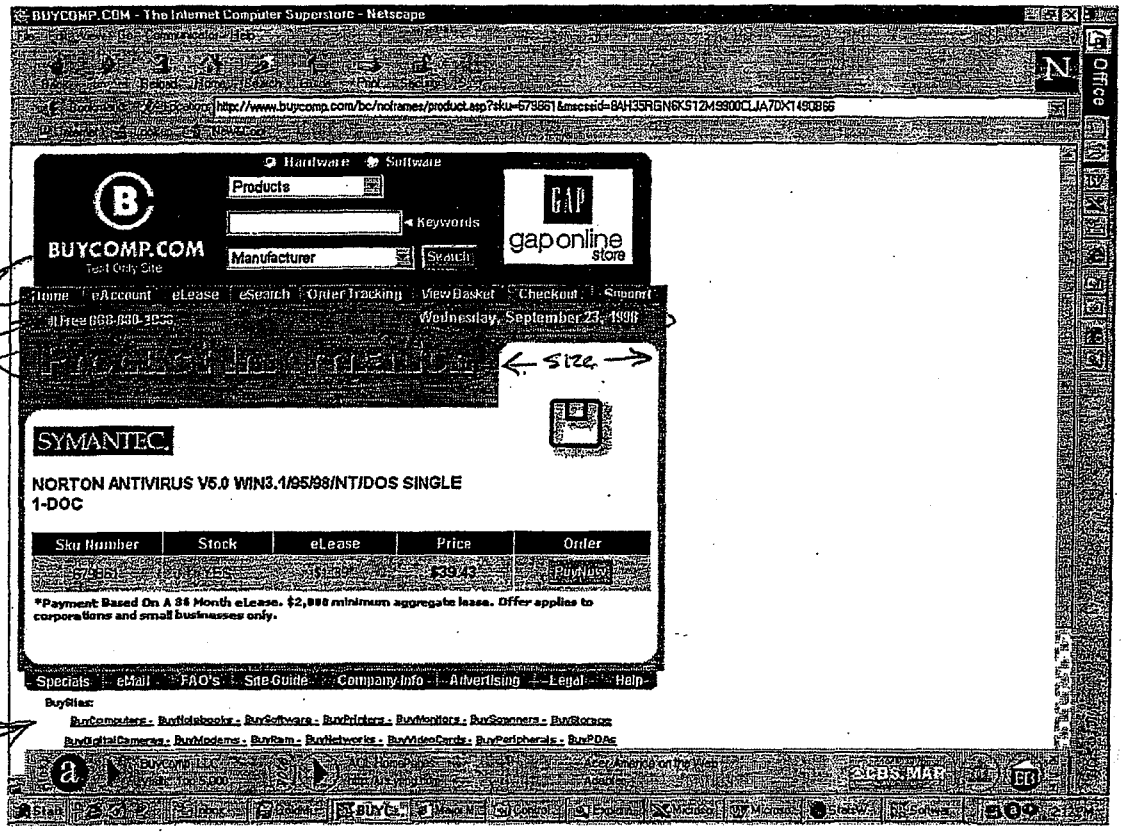
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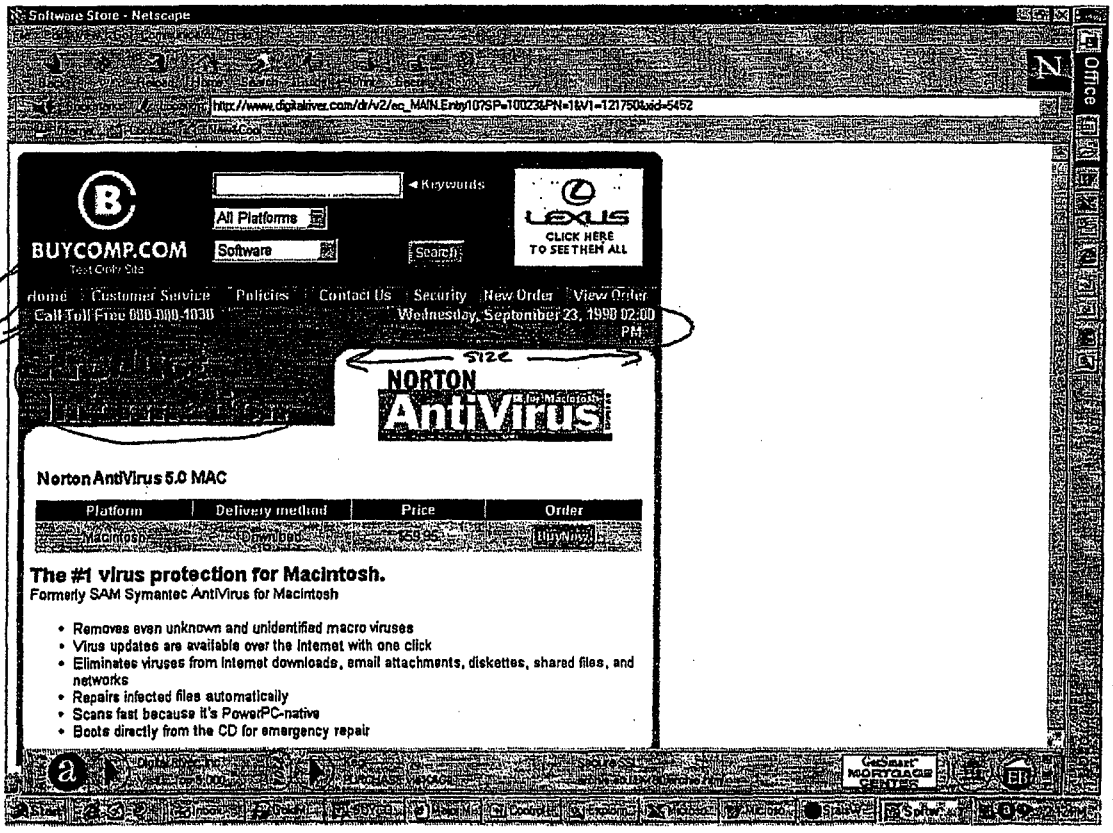
size
54 Links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NORTON AntiVirus
Norton AntiVirus 5.0 MAC
Platform
Delivery method
Price
Order
Macintosh
Download
$59.95
Buy Now
The #1 virus protection for Macintosh.
Formerly SAM Symantec AntiVirus for Macintosh
Removes even unknown and unidentified macro viruses
Virus updates are available over the Internet with one click
Eliminates viruses from Internet downloads, email attachments, diskettes, shared files, and networks
Repairs infected files automatically
Scans fast because it's PowerPC-native
Boots directly from the CD for emergency repair
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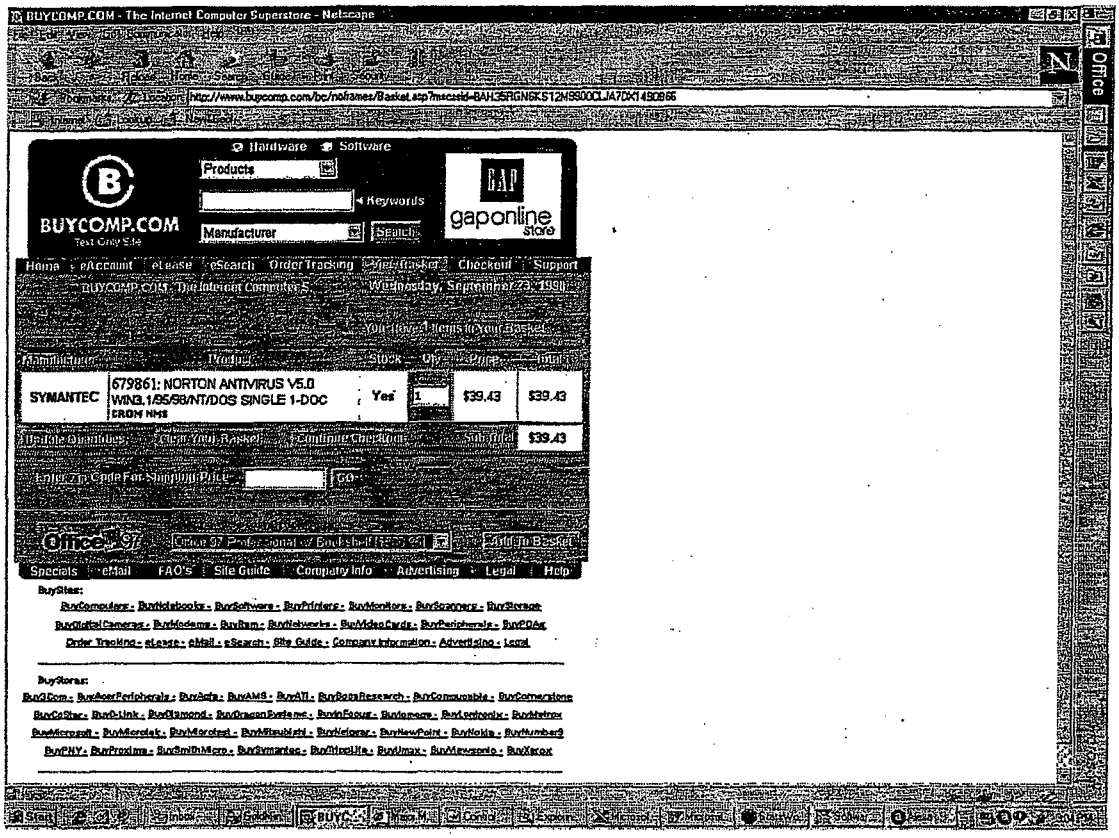
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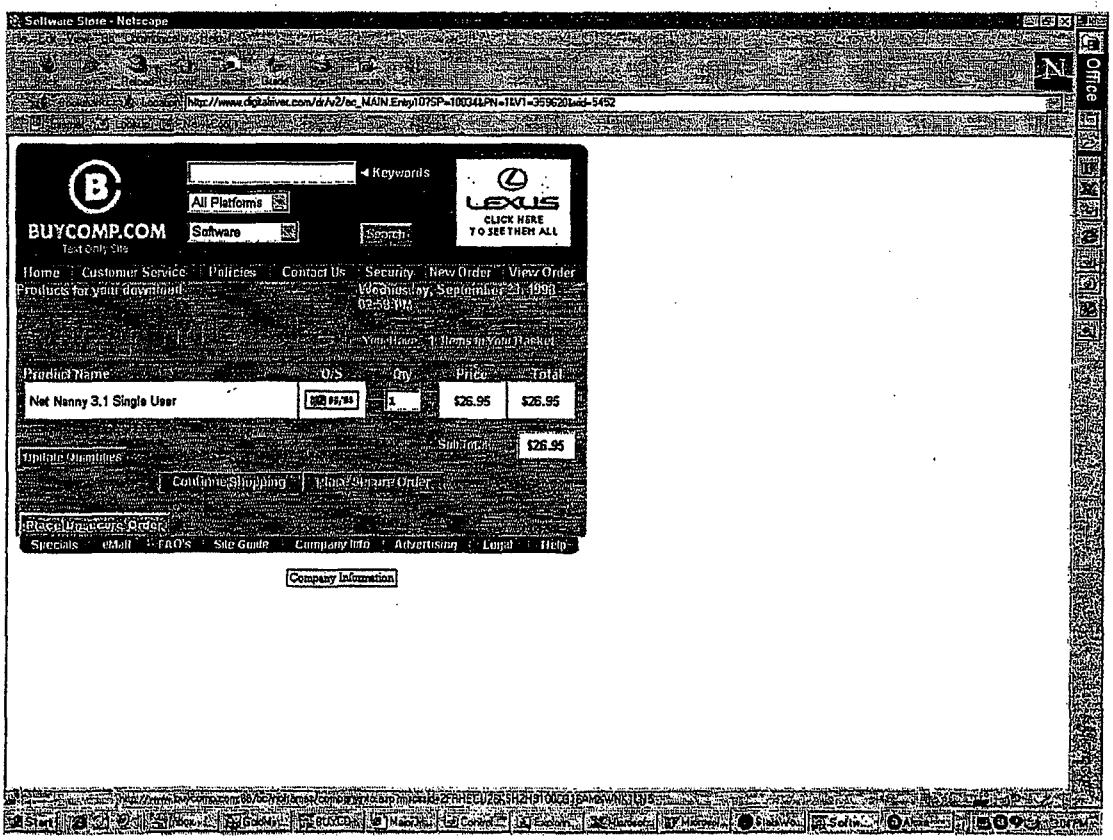
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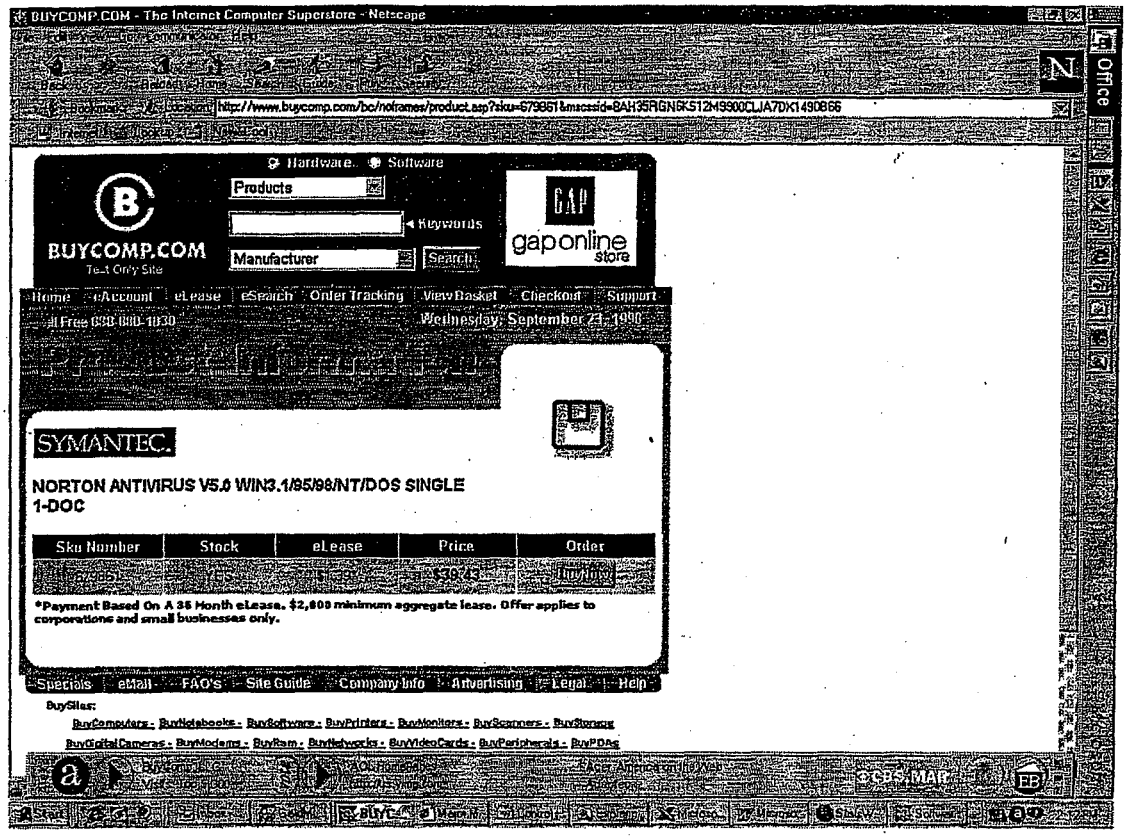
Company Information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*Payment Based On A 36 Month eLease. $2,000 minimum aggregate lease. Offer applies to corporations and small businesses only.
Specials
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Company Info
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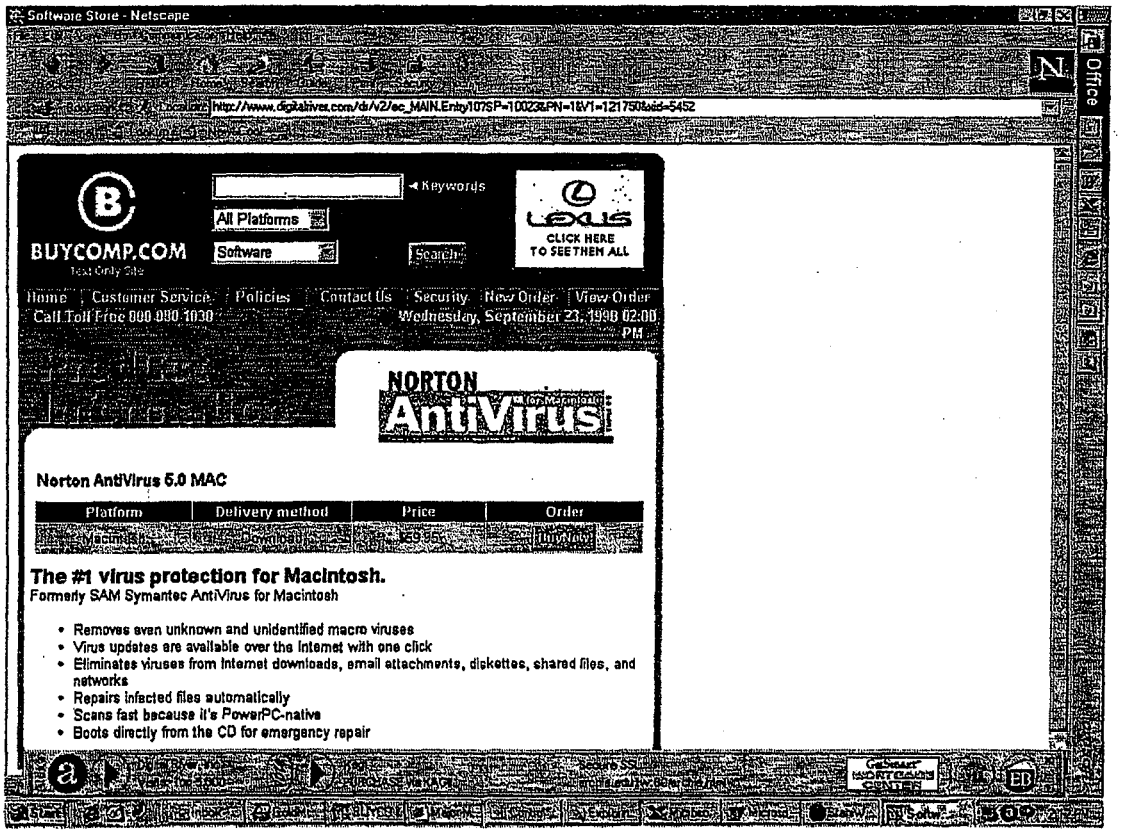
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Contact Us
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New Order
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Call Toll Free 800.000.0000
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NORTON AntiVirus
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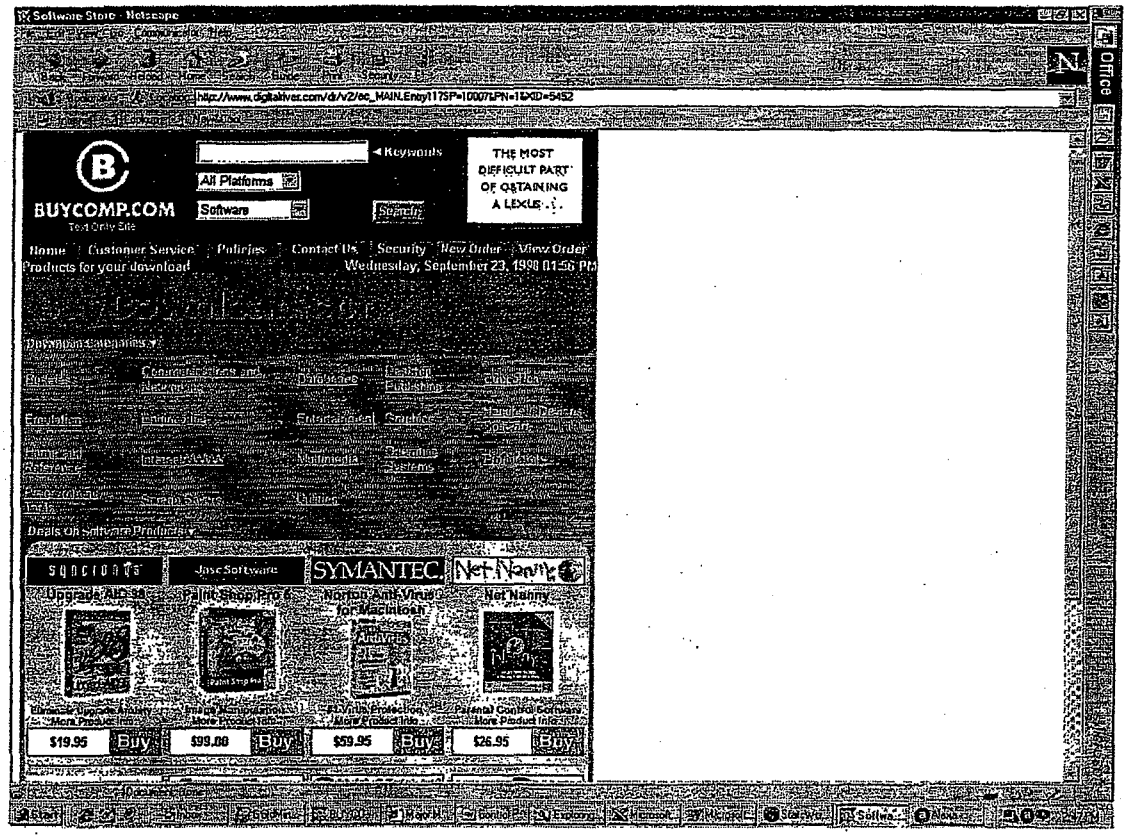
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Products for your download
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Deals On Software Products
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Net Nanny
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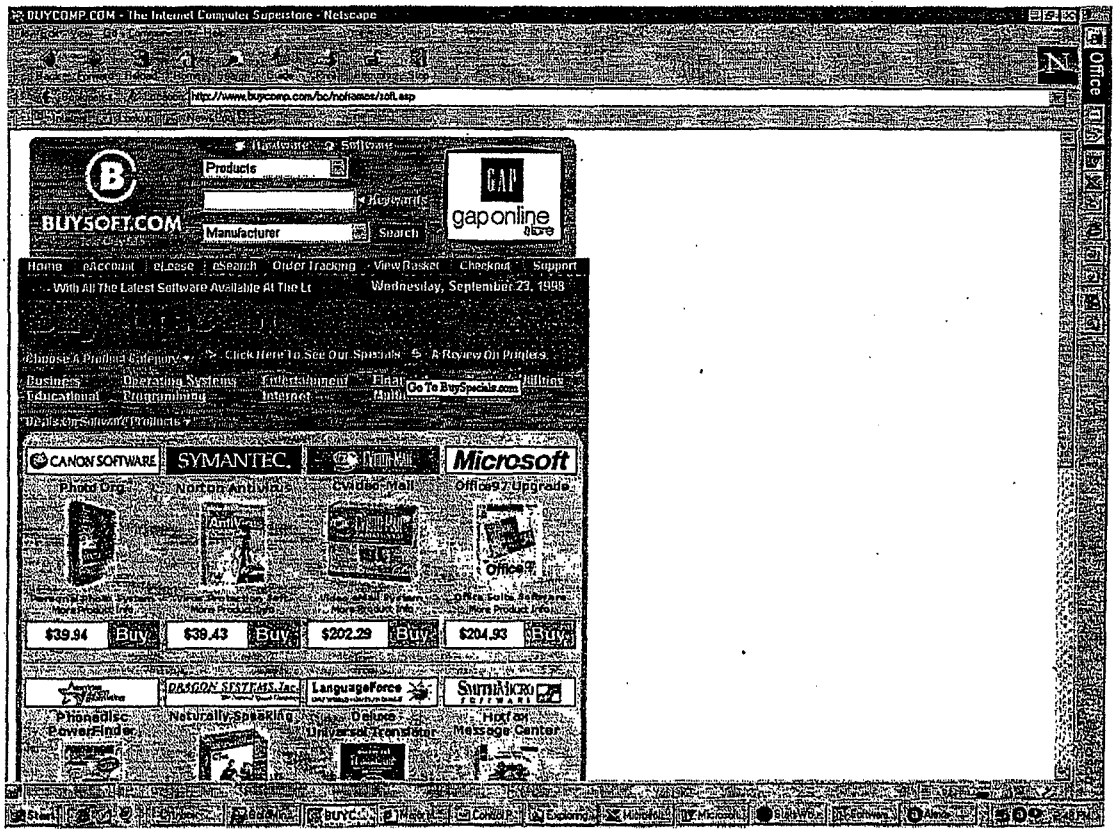
$99.88 Buy
$59.95 Buy
$26.95 Buy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With All The Latest Software Available At The Lt
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Choose A Product Category
Click Here To See Our Specials
A Review On Printers
Go To BuySpecials.com
Deals On Software Products
CANON SOFTWARE
SYMANTEC.
Microsoft
Office97 Upgrade
$39.94 Buy
$39.43 Buy
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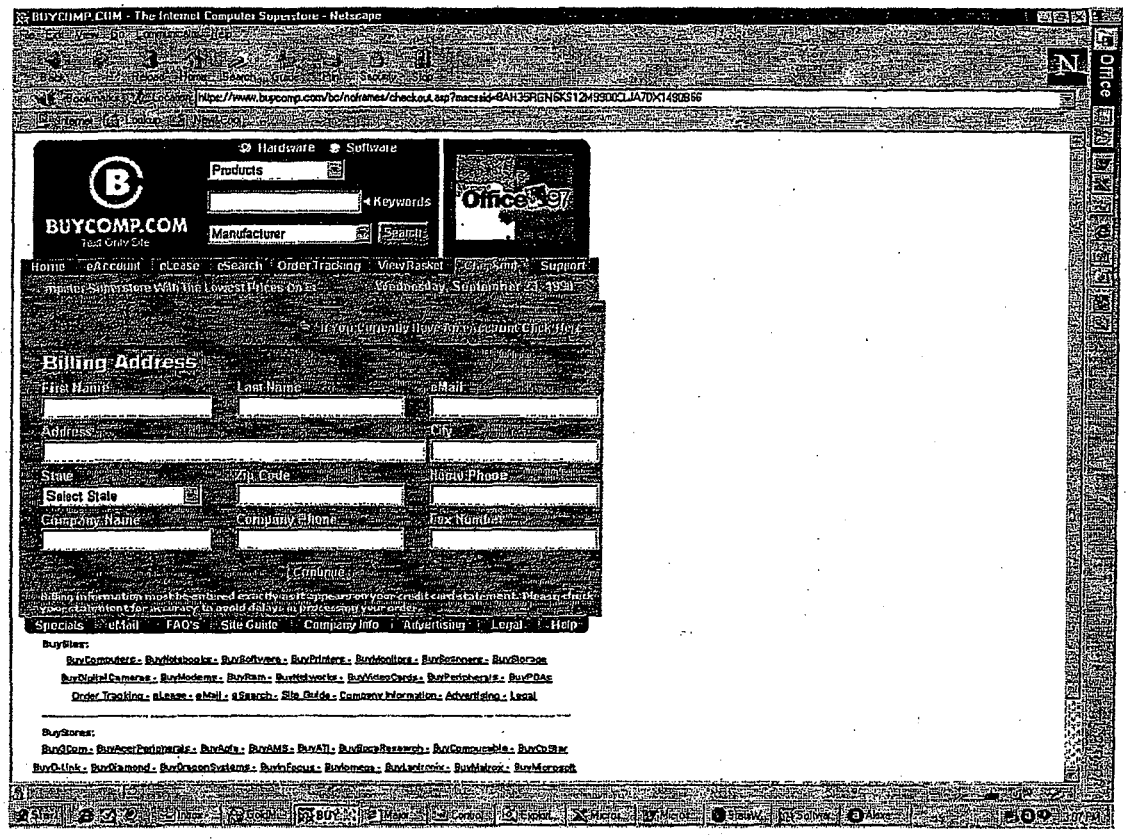
DRAGON SYSTEMS, Inc.
LanguageForce
Naturally Speaking
Universal Translator
Message Center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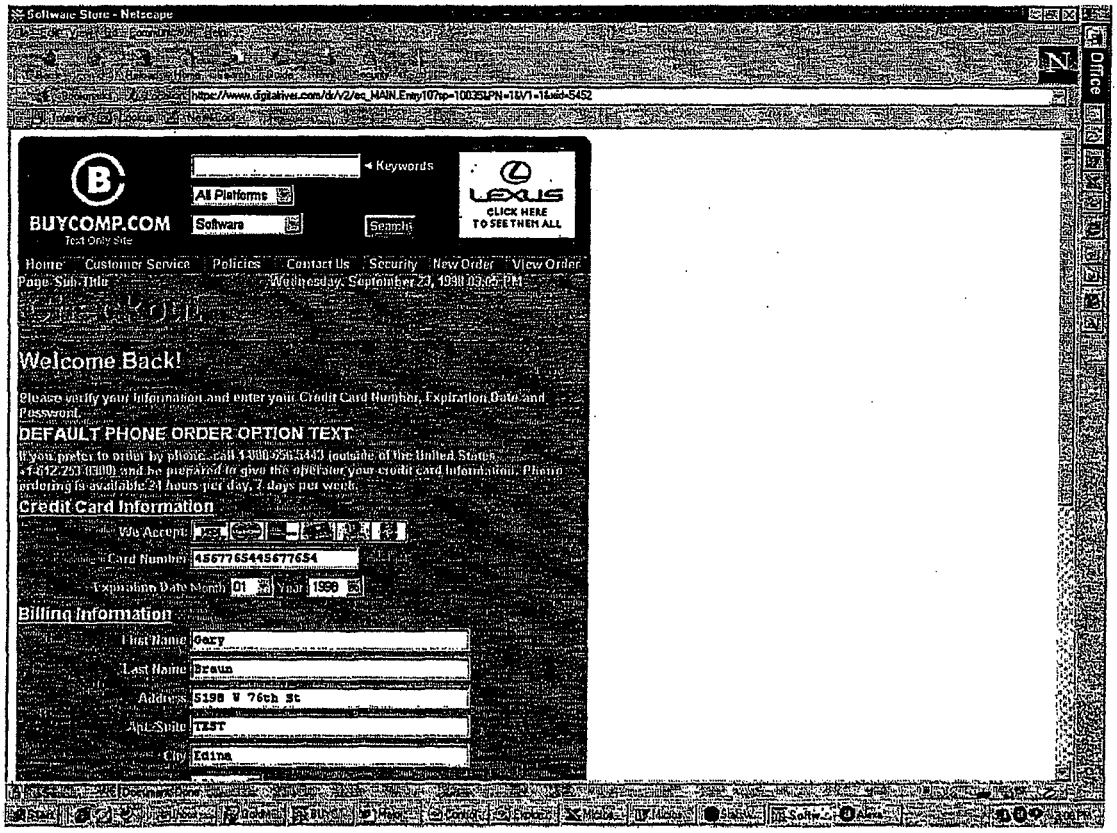
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Please verify your information and enter your Credit Card Number, Expiration Date and Password.
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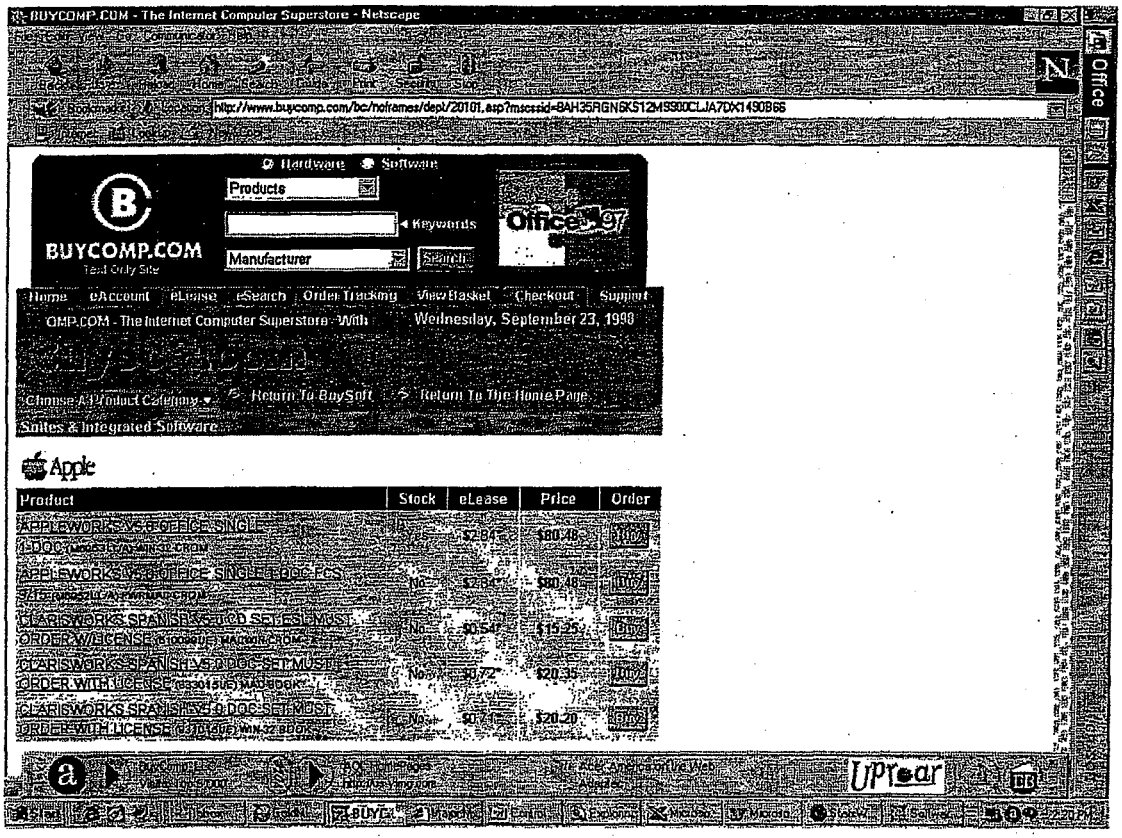
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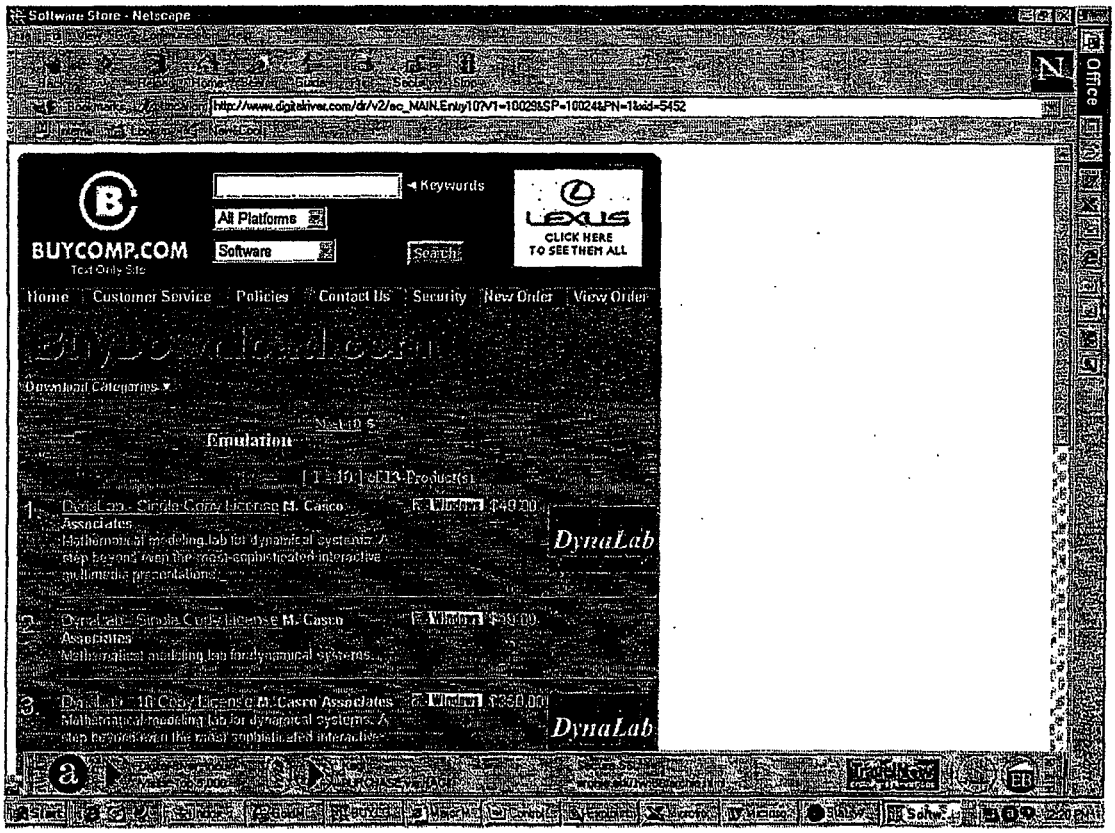
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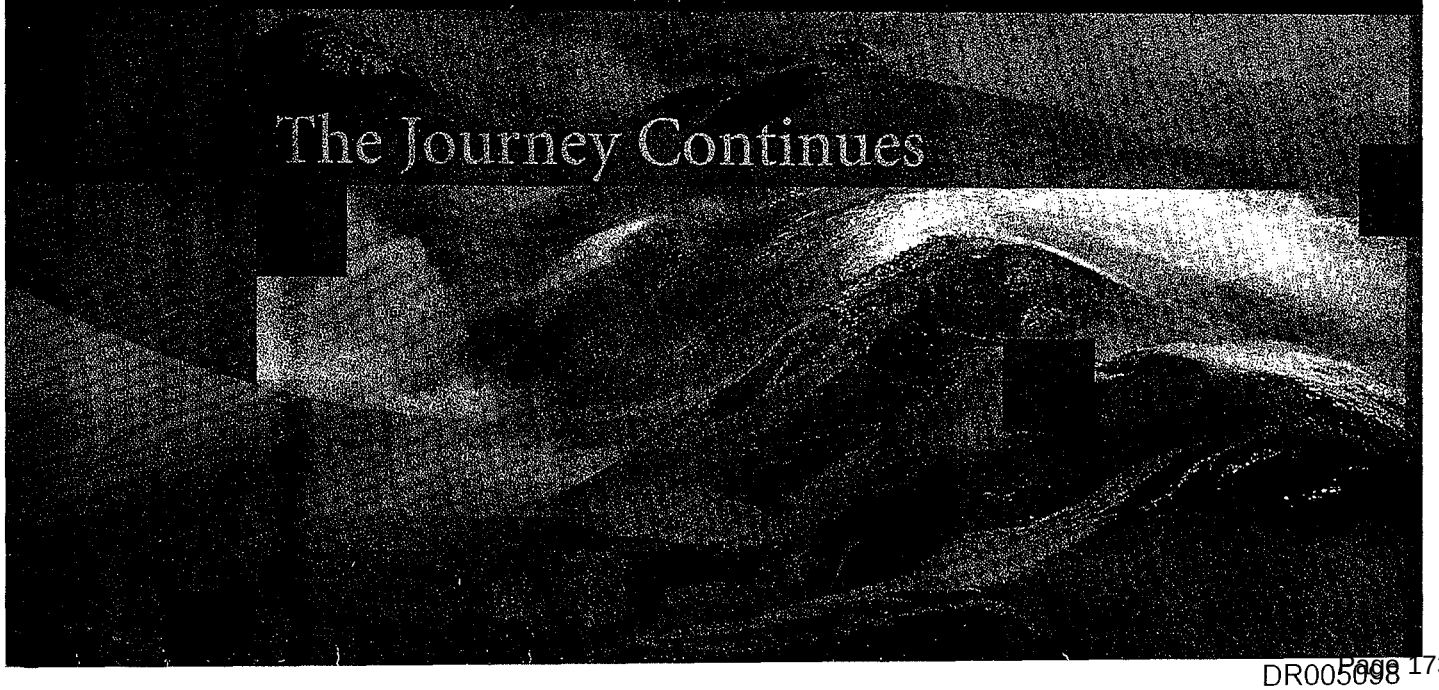
Digital River®

The Journey Continues



In this pocket.

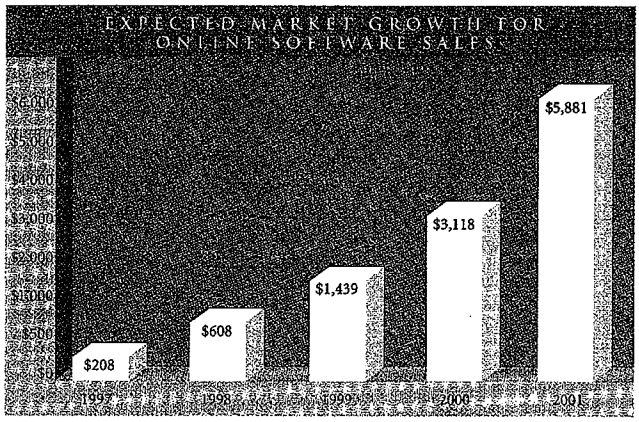
COPY OF YOUR CONTRACT
SUMMARY PAGE
SAMPLE PARTNERSHIP START-UP CALENDAR
MAIN CONTACT PAGE

[DIGITAL RIVER]

PARTNER WITH THE MARKET LEADER IN SOFTWARE E-COMMERCE.

Digital River is the leading provider of electronic commerce outsourcing solutions to software publishers and online retailers. The Company has developed a technology platform that delivers a suite of electronic commerce services including:

- Electronic software delivery (ESD)
- Web store hosting
- Merchandising and marketing services
- Packaged fulfillment
- Physical delivery of products
- Data warehousing
- Data center management services
- Reporting and analysis of sales and buyer information
- 24X7 customer service and system support
- Secure online credit transaction processing
- Research and development that keeps you at the leading edge of software e-commerce



$ in millions. Data source: *Electronic Software Distribution Part Two: The Landscape Refined*
© International Data Corporation.

Digital River was founded in 1994 as a joint venture with Fujitsu Limited. The growth of Digital River has been rapid:

- Grew to 1,000 clients by December 1997
- Opened the Digital River - Europe office in June 1998
- Completed successful public stock offerings in August and December 1998 and is listed for quotations on NASDAQ under the symbol DRIV
- Grew to more than 2,000 clients in September 1998
- Exceeded 1,000 retailers by the 4th quarter of 1998

Digital River partners with more than 2,500 software publishers and online retailers. Our partnership with publisher clients includes some of the largest names in the business: PowerQuest, JASC Software, Dragon Systems, Corel, Connectix, IBM/Lotus, Symantec, Xerox, and Qualcomm. Online retail partners include: MicroWarehouse, Cyberian Outpost, Multiple Zones, Internet.com, Shopping.com, and many others. The Digital River retail network provides increased sales opportunities for over 131,000 software applications and digital products – the largest inventory of digital products available online in the world.

*IDC defines ESD as purchase and delivery of sotware via the Internet.

TAP A GROWING MARKET.

Consumer acceptance of purchasing and downloading software via the Internet has grown and is projected to continue to grow at an accelerated rate.

- International Data Corporation (IDC) predicts that worldwide software ESD* sales will reach $5.9 billion by the year 2001.
- Another analyst firm predicts that North American online software sales will more than double from $69 million in 1997 to reach almost $180 million for 1998.

INCREASE YOUR ONLINE SALES THROUGH A DIGITAL RIVER PARTNERSHIP.

Digital River provides a unique opportunity for software publishers and retailers to reap the benefits of increased sales and revenues. The choice is easy. You can manage all the intricacies of online software commerce yourself and gain only marginal sales. Or, you can partner with Digital River and increase your sales exponentially. With Digital River you get:

- Complete outsourcing service for managing online software sales

- The most effective technology in the business
- An investment in research and development that will keep you at the leading edge of software e-commerce into the next century
- A team of professional online merchants who help you significantly increase sales
- The world's largest network of online retailers
- The world's largest online database of software and digital products
- Options for electronic downloading or physical shipment
- Media buying services that reduce your advertising expense
- Marketing services to help you create special offers and promotions
- Market Development Fund (MDF) management that will help you increase the effectiveness of your promotions
- Data warehousing, data mining and analysis services
- Secure credit transaction processing

"More than 75% of Internet.com users buy products online. We knew that an alliance with Digital River, with its library of 131,000 titles from the best software publishers in the business, would enable us to satisfy our users' software needs." Chris Elwell, VP and General Manager of internet.com LLC

BUILD YOUR SALES FROM REPEAT BUYERS.

Digital River's e-commerce technology makes it easy for customers to get into your commerce site, easy to find what they want, easy to buy and easy to get what they purchased. This positive, efficient online buying experience encourages repeat sales. Digital River can help you manage and maximize the value of long-term relationships with your customers. Here's some information we think you will find interesting.

- We recently completed a buyer satisfaction survey using our online polling capability. In that study, 91.6% of our buyers said they would purchase software online through Digital River again
- In the same study, 81.8% of buyers said they would be interested in receiving information on upgrades for the products they had purchased
- Our customer service unit provides options that ensure your customers can get their questions answered quickly and correctly – giving them a positive human contact in the purchasing experience and another reason to return to shop again

JOIN SPEEDLANE IN THE FAST LANE.

This is an example of how marketing and promotion on the Internet and a partnership with Digital River can help make your sales skyrocket. Speedlane is a company whose product is an Internet browser accelerator and whose sole form of distribution is ESD. Digital River and Speedlane partnered to design campaigns that tested combined e-mail promotions, banner ad placements and traditional newspaper advertising. After a rigorous process of testing, evaluation and analysis, the successful campaigns were rolled out to a larger audience. The rollout produced sales that were 500% greater than those Speedlane was experiencing prior to the Digital River merchandising partnership. Speedlane now partners regularly with Digital River and has continued to experience rapid growth in sales. Chris Mentzel, President of Speedlane, Inc., comments, "Our partnership with Digital River has been successful beyond our wildest expectations."

GAIN NEW REVENUES THROUGH ONLINE MERCHANDISING.

Digital River's team of professional merchants has more than 100 years of combined direct marketing and merchandising experience. You can:

- Work with your dedicated account development manager whose primary purpose is to help you develop promotions and optimize sales from your e-commerce site
- Tap the knowledge and expertise our merchandising team has gained helping our clients succeed
- Develop and test special offers, pricing changes, promotions and product bundles
- Conduct analyses that will help you find the most effective avenues to market your products
- Create advertising and promotions including e-mails, banner advertising and co-op programs that will exceed your objectives

Our team of online merchants works to brainstorm strategies.

MAXIMIZE YOUR SALES WITH UP TO DATE INFORMATION.

You can use the Digital River online reporting system to analyze your sales and customer data at your convenience from any location at any time. Some of our online reporting options include:

- Sales by product, category and time period
- Graphic report options for sales, traffic and other information
- Campaign tracking
- Summary reports by site, product, source and customer
- Banner click-throughs and periodic activity logs
- Source and tracking codes

Digital River's data management system gives you the information you need at your desktop to manage your business successfully. The result is the up to date, concise information you need to refine your online sales strategies. You can use our data management system to:

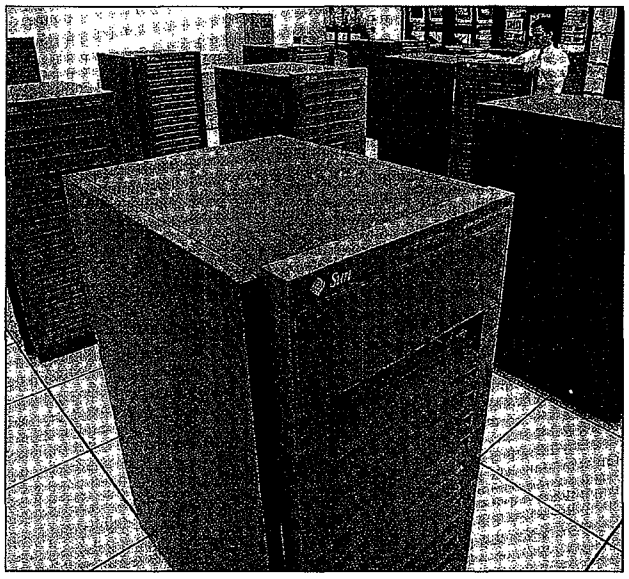
- Optimize performance of your site and promotions by warehousing, tracking and managing information from all your marketing and sales efforts
- Organize and analyze your data in several ways
- Develop customer and buyer profiles to refine marketing techniques
- Gather specific information about your customers or sales trends

MANAGE YOUR SALES AND CUSTOMER INFORMATION IN OUR NEW DATA CENTER.

The new Digital River data center is a multi-million dollar, state of the art facility that holds more than two terabytes of information for our clients. The system was designed to allow the most functionality and versatility to meet our clients' growing online commerce needs. Greater control, timely information and large available bandwidth results in finely targeted campaigns that result in increased online sales. Here are just a few of the features:

- A command center that provides simultaneous monitoring of multiple systems and permits on-premises as well as remote management of all aspects of our e-commerce system including: servers, load, latency, idle state, kernel time,

input/output, wait state, main and auxiliary power, memory allocation and other metrics
- Multiple enterprise-class Sun® servers that are mirrored to provide complete redundancy and are served by their own individual un-interruptible power supply to ensure constant operation
- Redundant, diverse data line service that provides maximum bandwidth and includes DS3 service (One DS3 = 28 T1 lines. Each one of our DS3s has 45 megabits of bandwidth.) into our building provided by multiple access providers
- Dual, redundant electrical power back-up systems with multiple points of entry into our building and a new 300 kilowatt diesel generator that is load tested weekly and can power the Digital River offices and data center indefinitely using only 50% of its capacity
- An FM 200 fire suppression system that attacks fire at the molecular level and disperses it within 10 seconds without causing damage to equipment or the environment
- A specially constructed fireproof vault to store tapes from nightly information back-up until they are rotated off-site
- Redundant internal and external security control systems that control all entry and exit from the data center and building



The new Digital River data center houses more than two terabytes of data.

GET TECHNICAL SUPERIORITY WITHOUT AN INVESTMENT.

Why build your own software e-commerce system when you can effectively outsource this need through Digital River? Digital River's proprietary Commerce Network Server (CNS) is the platform for our online software commerce outsourcing technology. The CNS incorporates custom software applications to ensure that the e-commerce system meets your needs and that it creates an efficient, positive online shopping experience for your customers. Our CNS gives you the benefit of research and development that will carry your software e-commerce efforts into the next century.

The CNS provides:
- Electronic Software Delivery
- Options for physical delivery of software products
- Web store authoring
- Export control management
- Fraud control
- 100% online user registration
- A scalable database of more than 131,000 software applications and digital products
- Easy customer access to your e-commerce site through maximum bandwidth provided by multiple service providers
- State of the art technology that will keep your company up to date without requiring a large investment
- Download management tools to help buyers more effectively manage internet business

SECURE YOUR CUSTOMER DATA, TRANSACTIONS AND SOFTWARE PRODUCTS.

Digital River's Commerce Network Server (CNS) includes our proprietary Database Security System (DSS). The DSS provides customers with secure financial transactions as well as protects software publishers' intellectual properties against piracy and safeguards buyer and transaction information. The DSS uses multiple systems and processes to protect this data against fraud. As

examples, no data can be accessed directly from the web server or directly from the database. It must all go through proper page or API requests that are abstracted from the data. Firewall, UNIX, Oracle database and web server security block access to any data. In addition, fraud and hacker level tampering at the url level is protected with behavior analysis programs that learn from fraudulent behavior, data and historical trends. The DSS also protects the integrity of data with:

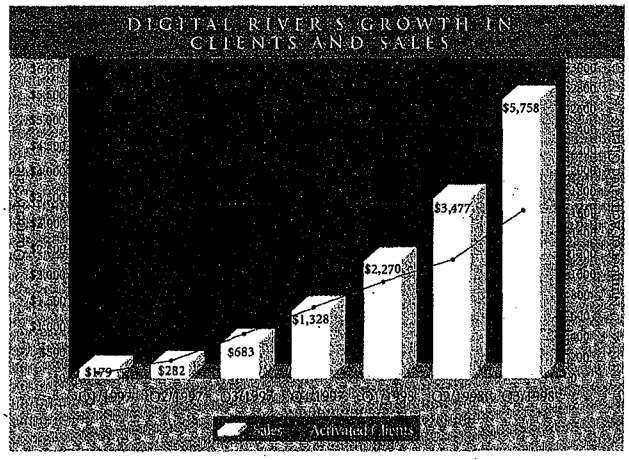
- URL misdirection techniques
- URL spoofing techniques
- Page to page integrity verification

You can have the confidence your data and intellectual properties are secure with the Digital River DSS.

BENEFIT FROM A SMART OUTSOURCING SOLUTION.

Companies frequently consider building their own software e-commerce solution. But they quickly discover that the costs of system development and ongoing support are substantially greater than the potential benefit. An outsourcing solution from Digital River gives you:

- The confidence that your site and customer service are managed by a team of professionals 24 hours a day, 7 days a week
- Complete e-commerce and marketing services to help you increase sales



ENJOY THE BENEFITS OF A DIGITAL RIVER PARTNERSHIP. SEE WHAT POWERQUEST HAS TO SAY.

PowerQuest Corporation, a leading software developer and technology pioneer, markets and supports storage device management software for network servers and desktop PCs. PowerQuest built and operated its own software e-commerce site for more than a year. While the company enjoyed steady online sales, they also found the management of their e-commerce site required substantial company resources. PowerQuest entered into a partnership with Digital River to manage and support their e-commerce online store and merchandising needs. Digital River created several test offer packages, for an upgrade offer including a unique bundled offering that exceeded the control results by more than 100%. The test winner was rolled out to the entire audience successfully. Today, PowerQuest online sales have increased by more than 400%. Bryce Stevens, International Director of PowerQuest Corporation, says, "Without the services of Digital River, our online sales would never have grown this rapidly."

- More time to focus on your core competency while leaving the details of e-commerce management to Digital River
- The world's largest retailer network to increase exposure and sales of your products
- The world's largest online database of software products to expand your retail inventory and for potential bundling and cross-selling
- Opportunity for both publishers and retailers to gain incremental revenue with little or no investment

- The confidence that your customers will have a pleasant, efficient shopping and buying experience – encouraging them to return to your e-commerce site to purchase again
- Savings on the research and development expense required for you to develop your own e-commerce system

ENHANCE YOUR BRAND.

Unlike other outsourcing firms, Digital River does not have a store of its own. We are a partner – not a competitor. Your e-commerce site will retain the look and feel of your Web site. Though we play an active role in facilitating your online sales success, our service is mostly transparent to the consumer. This enables you to reinforce your brand while your customers have a positive and efficient buying experience.

"Jasc Software's partnership with Digital River has been a key factor in our e-commerce strategy and an important part of our resounding success."
Kris Tufto, CEO, Jasc Software, Inc.

CHOOSE FROM ELECTRONIC OR PHYSICAL SHIPMENT OPTIONS.

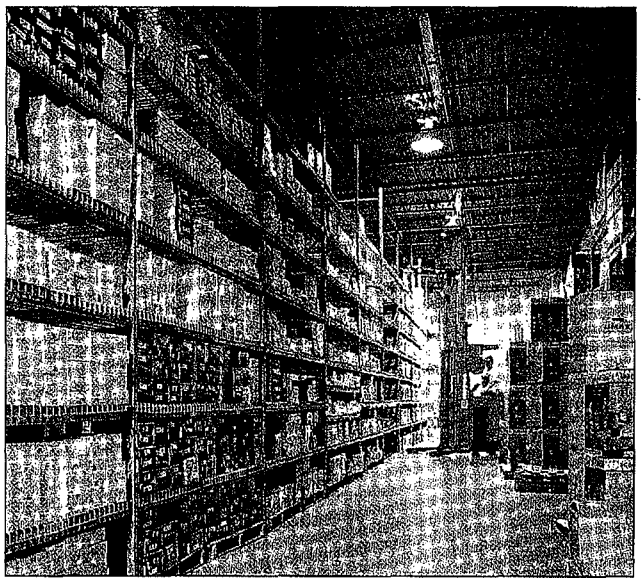
Although one of Digital River's key competencies is ESD, many software packages are too large to be delivered electronically given the average bandwidth available to consumers. Additionally, even though ESD is a growing trend, some prefer to receive the software they have purchased in physical format. Digital River has its own automated, fully-staffed warehouse facility. Your products can be warehoused there and shipped physically anywhere around the world with multiple options for shipment carrier. This gives your customers the choice to have their products delivered in a way they prefer – from next-day air to ground. All shipments are tracked using a fully automated system so that the status of any package can be determined in minutes.

Making the shopping, buying and fulfillment experience a positive one for your customers is an essential element to creating loyal, repeat buyers.

CALL US TODAY TO GET STARTED.

Digital River provides a complete software e-commerce solution for publishers and retailers. Your software e-commerce solution can be up and running in a few days. We can help you:

- Increase exposure of your products to a vast international network of consumers
- Grow sales, revenues and profitability through Digital River's marketing and merchandising programs
- Enjoy increased repeat sales through an e-commerce solution that focuses on creating a positive customer shopping and buying experience
- Develop profitable, long-term customer relationships by better understanding your buyers through data mining and analysis
- Concentrate on increasing your business while Digital River handles the details of the system, support and customer service
- See back for contact information



Digital River ships physical goods from its warehouse

HERE'S HOW YOU CAN REACH US:

Digital River, Inc.
9625 West 76th Street
Eden Prairie, MN 55344
Phone: 1.800.207.2755
1.612.253.1234
e-mail: marketing@digitalriver.com

Digital River – Europe
Centre 500
500 Chiswick High Road
London W45RG
United Kingdom
Phone: +44(0)181.956.2311

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TRAVELING SOFTWARE

http://www.travsoft.com

18702 North Creek Parkway
Bothell, WA 98011
425/483-8088 fax: 425/487-1284

Taking the Remote Out Of Remote Computing

Traveling Software, Inc. has set the de facto standard among remote network access vendors for delivering universal remote access. Since 1982, the entire company has been dedicated to developing better ways to connect people with information. Its products equip both the commercial and personal computer professional with reliable, easy-to-use remote access and file transfer solutions that provide global connectivity to desktops, laptops, or any PC LAN- and WAN-based information.

Through innovative design and rapid implementation, Traveling Software continuously produces award-winning software solutions that enable a single individual or department to stay connected to office information from home, from a remote branch office, or while traveling.

The company also offers solutions that let companies provide remote technical support to users anywhere around the world. These solutions deliver flexibility, mobility, and connectivity choices to PC users who need a simple way to remotely access their e-mail, databases, and custom applications.

A Mission for Future Success

Ultimately, Traveling Software believes the actual location of people's work centers will become less and less important and, consequently, people will want—and need—to be connected at any time. In this environment, the Internet and intranets will become the infrastructures of choice.

As a proven innovator in delivering remote access solutions, Traveling Software is uniquely positioned to lead the way to this connected world. The company is actively developing technologies that address the key remote computing issues as more and more people and their companies seek full-time connectivity.

The company's mission and its products seek to meet the need for:

- Simplicity, security, and privacy.
- A convergence of computing and communications, with the PC as the integrating platform.
- Increasing demands for greater performance.

History

In 1982, Mark Eppley, Traveling Software's founder and chairman, recognized a growing trend toward remote access computing. As business executives increased their use of portable computers, Traveling Software began developing applications to:

- Access remote data,
- Keep data between the portable computer and the desktop PC synchronized, and
- Easily access various applications and information that resides on desktops and LANs back at the office.

The company's 15-year history is filled with impressive milestones:

- **1982** Eppley founds Traveling Software with the vision of making it easier for mobile computer users to work remotely.
- **1982-1986** The company develops a wide array of portable products, utilities, and accessories designed to support mobile users.
- **1986 LapLink** is released. It quickly becomes the top-selling file transfer product.
- **1994** Traveling Software adds remote control to **LapLink**, giving business professionals a single solution for connecting to their desktop to access information and transfer files when away from the office.
- **1995** Traveling Software is awarded a patent for its SpeedSync technology. This innovation becomes the industry standard, compelling competitive packages to include similar functionality in their remote access packages.
- **1995 LapLink Host** is released. It offers companies an effective solution for streamlining technical support to remote workers.
- **1995 LapLink** becomes an essential tool for migrating to Windows 95 by providing an easy, reliable way to transfer data between a 16-bit Windows 3.1 and a 32-bit Windows 95 machine.

- **1996-1997 LapLink** amasses 31 industry awards, including *Software Product of the Year* from *Windows Magazine* and *Most Valuable Product from PC Computing*. Over four million copies of **LapLink** are sold.
- **1997** Kevin Bohren, former Compaq executive, is announced president/CEO. **Point B** product suite is introduced. Point B *Remote Net-Accelerator* is adopted by RAS and VPN vendors to increase file access speeds over remote node connections.
- **1997** ***Remote*** **DeskLink** is released, providing a growing market of day extenders with a proven, easy and economical product that offers the flexibility to easily work from home or remote locations
- **1998 LapLink Tech** is released, providing independent PC support professionals with all the tools they need to remotely support customers, set up and upgrade PCs quickly and defend against viruses.
- **1998 LapLink** earns the *Mobile Innovation Award for Software Design* from Mobile Computing and Communications.
- **1998** (September) Traveling Software announces **LapLink Professional** – the newest version of **LapLink** for Windows NT and Windows 95 – providing mobile professionals and telecommuters with easy reliable access to their office PC.

Innovation and Achievements Lead to Success

Traveling Software's technology and innovation exemplify the company's commitment to delivering "best of breed" solutions. This commitment enables the company to win not just awards, but also customer credibility and a superb reputation for excellence.

Examples of Traveling Software's understanding of the market and its commitment to developing remote access products that are intuitive, fast, and easy-to-use can be seen throughout the **LapLink** family. Each product is developed and designed to meet the needs of emerging market segments such as day extenders, mobile professionals, telecommuters, independent PC support professionals and enterprise users. Traveling Software is the first company to capitalize on the ongoing segmentation in the remote access market today. Unlike the "one-size-fits-all" approach of other remote access vendors, Traveling Software has identified and is addressing the distinct needs of emerging classes of remote access users.

***Remote* DeskLink®:** *Remote* DeskLink offers a one-step remote control solution that gives day extenders the freedom and flexibility to work when and from wherever they want. Remote DeskLink enables a person to use their home PC to run programs on their office PC just as if they were sitting at their desk. At under $50, Remote DeskLink delivers all of the remote control features of LapLink in an extremely economical package.

LapLink® Professional: LapLink Professional is designed to give mobile professionals and telecommuters the freedom and flexibility to access information on their office PCs wherever and whenever they may be. With award-winning remote control and file transfer capabilities, support for all Windows operating systems (including Win 98 and CE 2.0) and USB cable support, professionals can run databases and custom programs, synchronize data and read and receive e-mail with greater speed and ease than ever before. No matter where, how or when work calls, LapLink Professional provides the fastest and easiest one-step remote access to information on your desktop PC. Estimated street price: $149.

LapLink® Tech: Addressing the needs of the independent PC support professional, LapLink Tech provides the most affordable, efficient and secure tools for remotely supporting customers. Building on Traveling Software's flagship product, LapLink, LapLink Tech integrates best-of-breed utilities to provide PC support professionals with remote control, file transfer, simultaneous voice chat, print redirection, disk cloning and virus protection. Priced at $199, LapLink Tech is designed to save independent PC support professionals both time and money.

Point B™: Point B addresses the growing demands of remote and mobile workers by providing products that offer stellar performance, ease-of-use, and cost reductions when accessing information remotely via VPNs, LANs, and WANs. It combines sophisticated file compression, innovative disk caching, and efficient buffering to increase the speed of remote networking by three to four times. This innovative technology is significantly improving remote user productivity, making it indispensable to many RAS and VPN suppliers. In addition to being a standalone product, Point B is also a value-added part of solutions from Raptor Systems, Digital Equipment Corp and RAScom.

Customers Are Key

Today, more than four million professionals around the world trust Traveling Software's products to deliver fast, reliable, innovative remote network access solutions.

Traveling Software's customers are PC users who require mobility in their computing work environment. They're in every type of industry, from manufacturing to finance, and hold positions in every area of business—executives, IT/MIS, managers, consultants, and sales people. What they all have in common is a need to access critical information and, oftentimes, remote technical support from the office when working from home, while traveling and in hotels.

Strategic Partnerships

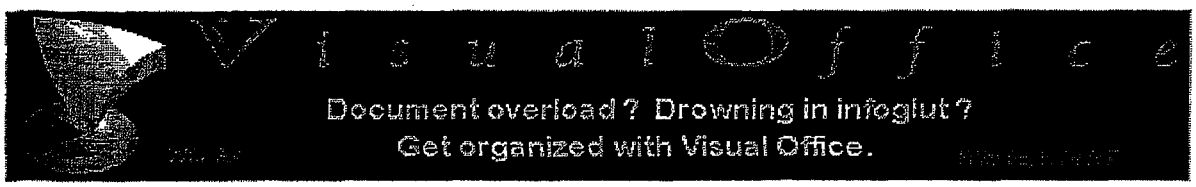
Traveling Software continues to develop strategic business relationships with leading Original Equipment Manufacturers (OEMs) and software publishers, as well as virtual private network (VPN), remote access, and Internet solution providers. As a result of these relationships, the company's products are available to customers worldwide and implemented in numerous third-party solutions.

These marketing and technology partnerships give Traveling Software a unique competitive advantage and the ability to adapt to the quickly changing remote marketplace—one more way the company retains its leadership position and communications expertise.

Located Worldwide

Traveling Software's corporate headquarters are located in Bothell, Washington. The company has domestic sales offices in California and Massachusetts, and international offices in the United Kingdom, Germany, France, Italy, Spain, the Netherlands, Australia, Brazil, and Japan.

The privately held corporation employs more than 100 people worldwide and its products are localized into six languages and distributed in over 50 countries. Distributors include Ingram Micro, Merisel and Tech Data. Products are available worldwide through computer and software resellers such as Computer City, CompUSA, Fry's Electronics, Best Buy, Computer Discount Warehouse, MicroWarehouse, PC Connection, ASAP Software Express, Corporate Software and Technology, SoftChoice, Softmart, Software Spectrum, GTSI, and Software House International.



Thank You For Your Purchase

Your Credit Card has been charged: $106.50
The charge will appear on your CC as "TSI*DIGITAL RIVER INT"

Product Name	Resolution	Qty	O/S	Mode	Serial Number	Unlock Code	Tracking Number	
VISUAL OFFICE for Win 3.x/95/NT		1	3.X		C2C3 A0A0 B702 D560	None	None	
VISUAL OFFICE for Win 3.x/95/NT		1	95/NT		C2C3 A0A0 B703 D561	None	None	

Customer Number: 60980
Order Date: 26-MAR-98
Order Number: 112733

1) **Thank You for your order!**

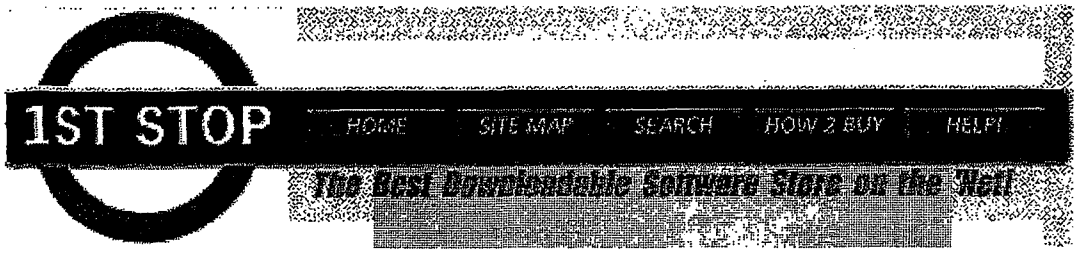
2) You have been sent an Email which provides your order details. Please follow the instructions in this Email if you have difficulty with your order.

3) If your product is distributed via the Internet, click on the product name to download it. We encourage you to make a backup copy to a ZIP drive, Floppy disks, etc., of the file that you download in case you have computer or hard disk problems.

4) If your product is to be shipped, you may update your **Shipping Address**, if shown above.

5) **If you experience problems** during a download, you may click the Customer Service button (below) to re-download your files.

MAIL WEBMASTER PRINT INVOICE



BE SURE OF THE SYSTEM REQUIREMENTS

After you have found the product you wish to purchase, check the ***System Requirements*** to see if the software will work on your computer. If you are an International customer be aware that effective immediately, 1st Stop Software will be unable to fulfill your requests. You must have a credit card from a US bank and a US address to buy from us. We apologize for the hassle, and we are taking steps to enable international orders.

DOWNLOAD THE *LOCKED* FILE TO YOUR HARD DRIVE

When you have decided on a product, click on the to

Download image. This button will "almost always" be found in the upper right-hand corner of the page. *Every Internet browser will save the program a bit differently. Here are the most common methods:*

Netscape:

You will receive a message telling you that you have started to download a file of type/x application. Select Save File. The directory that the download will offer to is C:\Program Files\Netscape\Navigator.

Microsoft Internet Explorer

Explorer: When you begin the download from Microsoft Explorer Internet Browser, it will give you a pop-up menu that tells you the name of the file you have chosen to download. A second window will pop-up asking if you would like to open the file or save it to disk.

If you select **[open the file]** it will download it and begin the install. If you select **[save to disk]** another window will appear and you can save the file to whatever directory you choose, on your PC. Of the two options, 1st Stop recommendsave **[save to disk]**. Choosing that option allows you to run the ZipLock process at your convenience anytime after the download completes.

PURCHASE THE SOFTWARE

After you finish downloading the file, go to the location of the folder where you saved the software. At this point, the software is still locked and you cannot use it. To open this locked file, double-click on it and you will see a screen with the 1st Stop logo and an announcement saying the security protocol is ACTIVE.

- **ZipLock®**, the lock around the program, will now ask you if you'd like to use your modem or purchase via the Internet connecting you with a secure credit card processing network called **LitleNet®**. *(If you choose the private network, Ziplock requires that you disconnect from your Internet Service).*
- Enter your credit card information, including credit card number, expiry date, and cardholder's name. If you know that you need a proxy server, click in the appropriate box. **(Be sure to use the same information which appears on your card!)**

- Enter your billing information, including cardholder address. Enter your (optional) e-mail address and phone number to assist the publishers in notifying you of product upgrades.
- Verify the purchase/product information and price. This will be your last opportunity to change your billing information or to abort the transaction.
- The transaction occurs - a status box will appear briefly on your screen. Once LitleNet checks and confirms your card number, the program you have chosen will be unlocked and ready for you to install.

WARNING...Credit Card Fraud costs all of us! Before you attempt to use a fraudulent credit card on our site be aware that we AGGRESSIVELY participate in the FBI Computer Crime Program and we follow-up on all illegal attempts to use fraudulent credit cards!

INSTALL YOUR NEW SOFTWARE

- Immediately after confirming your credit card transaction, an installation screen will appear. Click on "Yes" to start installation.
- Read and agree to the End User License Agreement.
- Select the destination for the unzipped executable to install the software. **Be sure to make a note of the location of the folder.**
- You will immediately enter the product's specific installation setup routine, during which time you will be asked to select a location to install the program itself. **Please make a note of the location of the installed program.**

Serial Numbers, DSLC and other weird stuff....

In order to protect your software purchase and secure the intellectual property rights of the software publisher, this software requires a serial number for installation.

This explains how to find your serial number.

To find your product serial number:

Click the Windows 95 **[Start]** button.

Click **[Find]** then **[Files or Folders]**.

In the **[named:]** field type "dslc" (without the quotes)

Click **[Find Now]**

This will display a list of **Digitally Signed License Certificates (DSLC)** for each piece of software you have purchased from 1st Stop Software.

The number of DSLC's you have, depends on how many times you have purchased software through 1st Stop Software. (i.e.) If you have purchased 2 software titles other than this one through 1st Stop then the file that you will want to view is "DSLC3.dsl"

The largest number at the end of the file name indicates the most recent purchase. Double click on the desired DSLC file.

Your computer will then ask you to choose the program you would like to open this file.

Choose **"Text Document - Word Pad"**. WordPad will launch and display your certificate in text form. Near the bottom of the text file you will see a serial number.

If you have any other problems finding your serial number, contact 1st Stop Software at: (support@1stopsoft.com) or call us toll free at **800-470-2785** and enter the option for technical support.

BACKUP YOUR NEW SOFTWARE

Make a backup of the unzipped executable. After completing the installation, we recommend that you make a hard copy backup of the unzipped executable. This will be your hard copy backup of the program. 1st Stop now offers a very new and very cool system for online backup. Click here for more info.

You may wish to print out these step-by-step instructions to refer to while downloading your software.

Want more information about Windows, Mac or Newton? Click the Images below!

If you still have questions, if you are not sure you can purchase software from our store or if you are experiencing any problems whatsoever, please contact our customer service team at 541-388-9013 0r email us at support@1stopsoft.com

Happy downloading...we hope you enjoy your new software!

Home | Site Map | How2 Buy | Help! | Links | Write Us | Windows | Mac | Newton

WARNING...Credit Card Fraud costs all of us! Before you attempt to use a fraudulent credit card on our site be aware that we AGGRESSIVELY participate in the FBI Computer Crime Program and we follow-up on all illegal attempts to use fraudulent credit cards!

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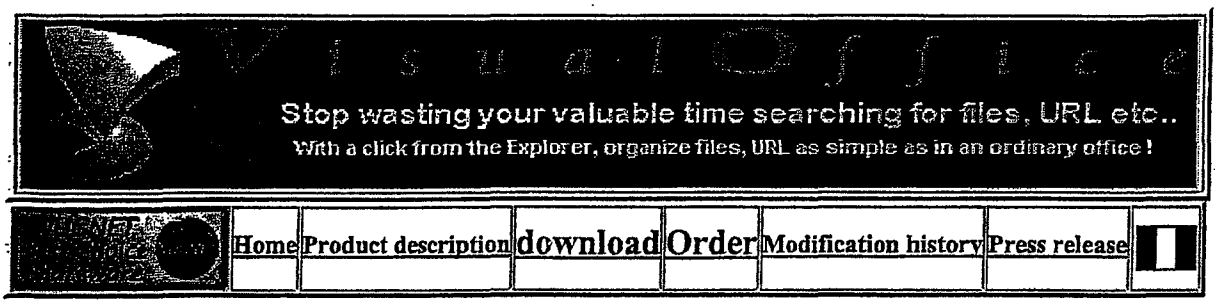
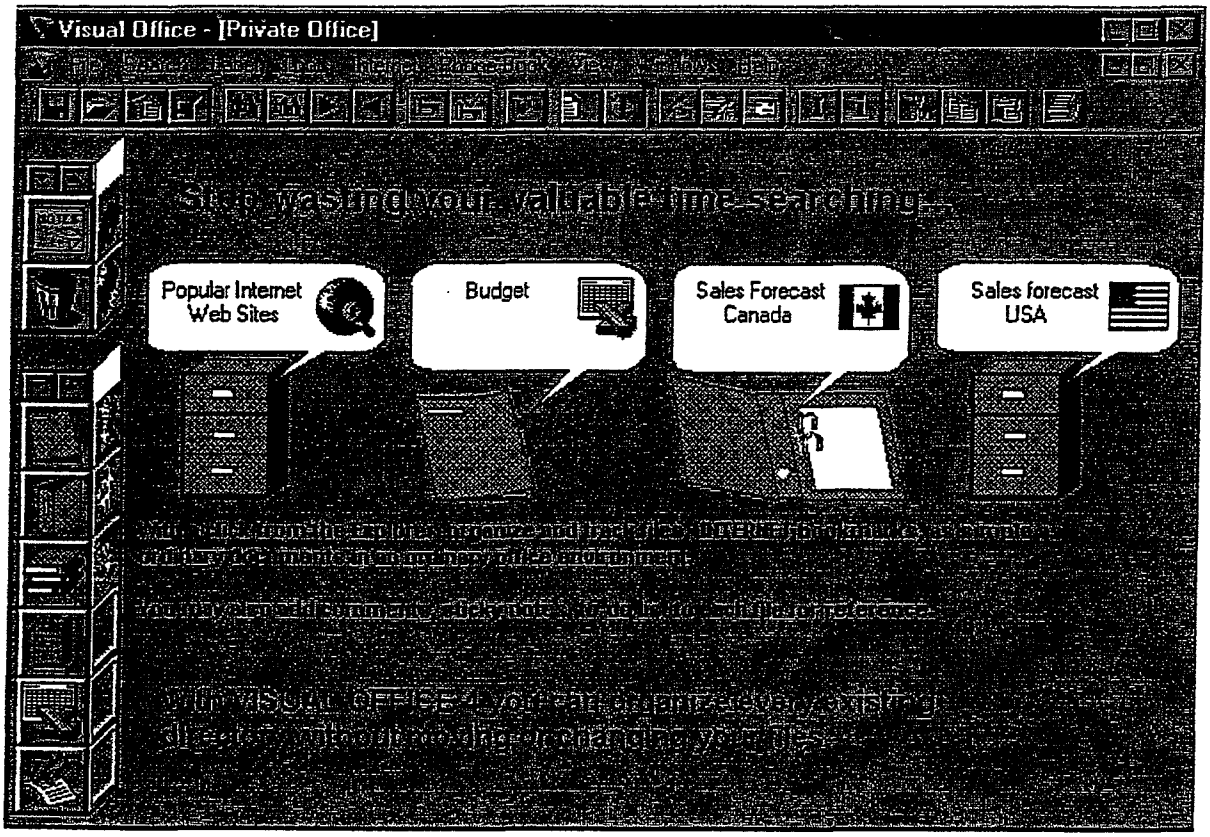


Home | Product description | download | Order | Modification history | Press release

Drowning in infoglut ? Spending too much time searching ?



With VISUAL OFFICE, spend more time working with files rather than searching for them

Software programs become more and more user-friendly. Today, word processor and spreadsheet programs are so simple that nearly everybody uses them to produce documents. And these documents accumulate. Storing documents using the ordinary PC file management system is a lot of trouble: you have to create directories, organize files, and remember later where you put them. And you will waste valuable time searching your hard disk crowded with directories and sub-directories. Moreover it is not easy to keep Internet WEB pages (bookmarks) along with local documents related to the same topic.

Its frustrating searching through files, programs, WEB pages, etc. There are so many things to think about and you will forget the job you wanted to do!

DR016754

By reproducing a manual filing system in your PC, VISUAL OFFICE lets you store and track files in a very easy and simple way, the same way you would in an ordinary office environment.

VISUAL OFFICE organizes documents by subject or by project. You can put two related documents side by side in a binder labelled by topic even if one document is stored in a local drive and the other on an Internet site.
To keep an Internet WEB page along with local documents, just drag a link to this site and drop it onto **VISUAL OFFICE.**

And with a click from the Explorer (File manager), you can organize every directory without moving or changing your files.

You can also use Visual Office to manage real paper documents.

To access a document, just open it. You don't have to think about where it is, which program to launch, which Internet page to search for, etc... **VISUAL OFFICE** will carry out those tedious operations and let you concentrate on what's important: getting the job done!

Product overview **Download** **Press release**

Contact Information

PIM Sarl

Telephone
(33) 01 40 96 17 89
FAX
(33) 01 46 74 02 86
Postal address
19 Rue Nicolas POUSSIN
92 160 ANTONY FRANCE
Electronic mail

visual@club-internet.fr

Who Reaches Millions Of Customers Every Day?
LinkExchange Member

Bitstream

a b c d e f g h Bitstream

Type & Type Technology for Digital Communications

Bitstream is a developer of type products and type technology for new media publishing. Use this home page to learn about Bitstream, its products, and its vision for the future of electronic communications.

➡ **Jan. 13, 1997: Bitstream signs deal with Peerless**

Type Products

Bitstream fonts are available for all formats and platforms.

Bitstream fonts online! Now you can order fonts for the PC and Macintosh with our online ordering system.

Take a look at Cyberbit, Bitstream's new international font.

What's New

The latest news from Bitstream

- Press releases
- Companies licensing Bitstream TrueDoc developer products

Developer Products

Bitstream's acclaimed TrueDoc product line

- TrueDoc Core Technology
- TrueDoc Libraries for Java
- TrueDoc Libraries for Macintosh, UNIX, and Windows
- TrueDoc Printing/Imaging System

About Bitstream

A brief history, followed by a product overview

- Bitstream goes public

E-mail: info@bitstream.com

Worldwide	In the U.S. and Canada	In Europe
☎ 617-497-6222	☎ 800-522-3668	☎ +31 20 5200 300

Bitstream Inc., 215 First Street, Cambridge, MA 02142 U.S.A.

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<BR>Download fonts for your Mac or PC.<BR>

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<b>Cyberbit Available</b>
<br>Bitstream releases <A HREF="cyberbit.htm">Cyberbit</A>, its award-winning
international font!

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now!<BR>

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<B><FONT SIZE=4>What's New</FONT></B><BR>
The latest news from Bitstream<BR>

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Bitstream's acclaimed <A HREF="truedoc.htm">TrueDoc</A> product line<BR>


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<IMG SRC="images/re_sq.gif" WIDTH="12" HEIGHT="8">TrueDoc Libraries for Macintosh,
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<IMG SRC="images/re_sq.gif" WIDTH="12" HEIGHT="8">TrueDoc Imaging System<BR>

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<B><FONT SIZE=4>About Bitstream</FONT></B><BR>

A <A HREF= "about.htm">brief history</A>, followed by a product <A
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// FILE ARCHIVED ON 19970418053739 AND RETRIEVED FROM THE
// INTERNET ARCHIVE ON 20060820200811.
// JAVASCRIPT APPENDED BY WAYBACK MACHINE, COPYRIGHT INTERNET ARCHIVE.
// ALL OTHER CONTENT MAY ALSO BE PROTECTED BY COPYRIGHT (17 U.S.C.
// SECTION 108(a)(3)).

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   function xResolveUrl(url) {
      var image = new Image();
      image.src = url;
      return image.src;
   }
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          if (aCollection[i][sProp].indexOf("mailto:") == -1 &&
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           }
           }
       }
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   xLateUrl(document.getElementsByTagName("A"),"href");
   xLateUrl(document.getElementsByTagName("AREA"),"href");
   xLateUrl(document.getElementsByTagName("OBJECT"),"codebase");
   xLateUrl(document.getElementsByTagName("OBJECT"),"data");
   xLateUrl(document.getElementsByTagName("APPLET"),"codebase");
   xLateUrl(document.getElementsByTagName("APPLET"),"archive");
   xLateUrl(document.getElementsByTagName("EMBED"),"src");
   xLateUrl(document.getElementsByTagName("BODY"),"background");
   var forms = document.getElementsByTagName("FORM");
   if (forms) {
       var j = 0;
       for (j = 0; j < forms.length; j++) {
           f = forms[j];
           if (typeof(f.action)  == "string") {
              if(typeof(f.method)  == "string") {
                  if(typeof(f.method) != "post") {
                     f.action = sWayBackCGI + f.action;
                  }
               }
           }
       }
   }


//-->
</SCRIPT>

</HTML>
```

Welcome to Bitstream's online ordering system. Here you can choose from over 1,000 fonts, purchase them, and download them for immediate use.

TrueType fonts for the Macintosh and PC are under construction and coming soon.

See the How To Order page for details on placing an order. Note that your purchase of fonts in the Bitstream Typeface Library (BTL) conforms to the policies outlined in the License Agreement.

Use one of the three search methods below to find the fonts you want.

1. Click a link below to display fonts beginning with that letter.

   A B C D E F G H I J K L M N O P Q R S T U V W X Y Z

2. Or enter a font name below, then click Search. Here are some examples.

   Quick Search: [ ] Search

3. Or click a button below to browse by category.

   Search by Family | Search by Part Number | List All Fonts

* Font previews provided by Norman Walsh.

Bitstream Typeface Library Online Ordering

Welcome to Bitstream's online ordering system. Here you can choose from over 1,000 fonts, purchase them, and download them for immediate use.

TrueType fonts for the Macintosh and PC are under construction and coming soon.

See the How To Order page for details on placing an order. Note that your purchase of fonts in the Bitstream Typeface Library (BTL) conforms to the policies outlined in the License Agreement.

Use one of the three search methods below to find the fonts you want.

1. Click a link below to display fonts beginning with that letter.

   A B C D E F G H I J K L M N O P Q R S T U V W X Y Z

2. Or enter a font name below, then click Search. Here are some examples.

   Quick Search: Search

3. Or click a button below to browse by category.

   By Family | By Number | List All

* Font previews provided by Norman Walsh.

```
<title> Welcome to Bitstream, Inc. </title>
<body bgcolor=#ffffff text=#000000>
<center><img src=/bitstream/pics/top.gif Alt='Bitstream Typeface Library Online
Ordering' border=0 usemap='#topnav' width=486 height=88></a>
<MAP NAME=topnav><AREA SHAPE=RECT COORDS='426,26 487,88'
HREF=http://www.bitstream.com/index.htm></MAP><br></br>
<table width=482><tr><td>Welcome to Bitstream's online ordering system.  Here you
can choose from over 1,000 fonts, purchase them, and download them for immediate
use.<br></br>TrueType fonts for the Macintosh and PC are under construction and
coming soon.<br></br>See the <a href=/bitstream/howtoorder.html>How To Order</a>
page for details on placing an order.  Note that your purchase of fonts in the
Bitstream Typeface Library (BTL) conforms to the policies outlined in the <a
href=/bitstream/license.html>License Agreement</a>.<br></br>Use one of the three
search methods below to find the fonts you want.<br></br><ol><b><li></b>Click a link
below to display fonts beginning with that letter.</li><br></br><a
href=/bit/search.html?_UserReference=&keyword=A&action=1&code=ORG>A</a>
<a href=/bit/search.html?_UserReference=&keyword=B&action=1&code=ORG>B</a>
<a href=/bit/search.html?_UserReference=&keyword=C&action=1&code=ORG>C</a>
<a href=/bit/search.html?_UserReference=&keyword=D&action=1&code=ORG>D</a>
<a href=/bit/search.html?_UserReference=&keyword=E&action=1&code=ORG>E</a>
<a href=/bit/search.html?_UserReference=&keyword=F&action=1&code=ORG>F</a>
<a href=/bit/search.html?_UserReference=&keyword=G&action=1&code=ORG>G</a>
<a href=/bit/search.html?_UserReference=&keyword=H&action=1&code=ORG>H</a>
<a href=/bit/search.html?_UserReference=&keyword=I&action=1&code=ORG>I</a>
<a href=/bit/search.html?_UserReference=&keyword=J&action=1&code=ORG>J</a>
<a href=/bit/search.html?_UserReference=&keyword=K&action=1&code=ORG>K</a>
<a href=/bit/search.html?_UserReference=&keyword=L&action=1&code=ORG>L</a>
<a href=/bit/search.html?_UserReference=&keyword=M&action=1&code=ORG>M</a>
<a href=/bit/search.html?_UserReference=&keyword=N&action=1&code=ORG>N</a>
<a href=/bit/search.html?_UserReference=&keyword=O&action=1&code=ORG>O</a>
<a href=/bit/search.html?_UserReference=&keyword=P&action=1&code=ORG>P</a>
<a href=/bit/search.html?_UserReference=&keyword=Q&action=1&code=ORG>Q</a>
<a href=/bit/search.html?_UserReference=&keyword=R&action=1&code=ORG>R</a>
<a href=/bit/search.html?_UserReference=&keyword=S&action=1&code=ORG>S</a>
<a href=/bit/search.html?_UserReference=&keyword=T&action=1&code=ORG>T</a>
<a href=/bit/search.html?_UserReference=&keyword=U&action=1&code=ORG>U</a>
<a href=/bit/search.html?_UserReference=&keyword=V&action=1&code=ORG>V</a>
<a href=/bit/search.html?_UserReference=&keyword=W&action=1&code=ORG>W</a>
<a href=/bit/search.html?_UserReference=&keyword=X&action=1&code=ORG>X</a>
<a href=/bit/search.html?_UserReference=&keyword=Y&action=1&code=ORG>Y</a>
<a href=/bit/search.html?_UserReference=&keyword=Z&action=1&code=ORG>Z</a>
<br></br>
<br>
<b><li></b>Or enter a font name below, then click Search. Here are some <a
href=/bitstream/examples.html>examples</a>.<form method=get
action=/bit/search.html><font size=4>
<b>Quick Search:</b>
</font>
<input type=hidden name=_UserReference value=>
<input type=hidden name=action value=QS>
<input type=hidden name=code value=ORG>
<input type=text name=keyword size=25 maxlength=25>
<input type=submit value=Search>
</form>
<br><b><li></b>Or click a button below to browse by category.<br></br><table
border=0>
<tr>
<td><a href=/bit/search.html?_UserReference=&action=FAM&code=ORG><img
src=/bitstream/pics/fam.gif Alt='By Family' WIDTH=133 HEIGHT=36 border=0></a></td>
<td><a href=/bit/search.html?_UserReference=&action=PN&code=ORG><img
src=/bitstream/pics/pn.gif Alt='By Number' WIDTH=176 HEIGHT=36 border=0></a></td>
<td><a href=/bit/search.html?_UserReference=&action=ALL&code=ORG><img
src=/bitstream/pics/su.gif Alt='List All' WIDTH=111 HEIGHT=36 border=0></a></td>
```

```
</table>
</ol><font size=-1>* Font previews provided by Norman Walsh.</font></table><img
src=/bitstream/pics/end.gif height=35 width=484></center>
<SCRIPT language="Javascript">
<!--

// FILE ARCHIVED ON 19961019044742 AND RETRIEVED FROM THE
// INTERNET ARCHIVE ON 20060820200852.
// JAVASCRIPT APPENDED BY WAYBACK MACHINE, COPYRIGHT INTERNET ARCHIVE.
// ALL OTHER CONTENT MAY ALSO BE PROTECTED BY COPYRIGHT (17 U.S.C.
// SECTION 108(a)(3)).

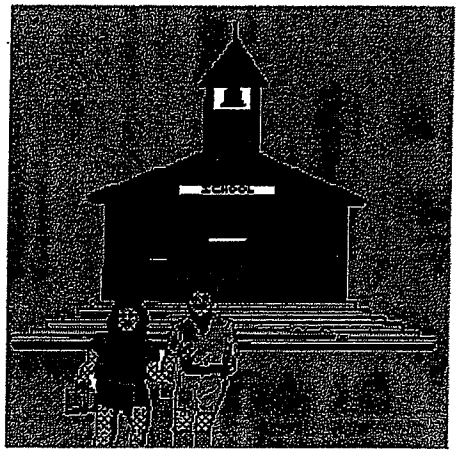
   var sWayBackCGI = "http://web.archive.org/web/19961019044742/";

   function xResolveUrl(url) {
      var image = new Image();
      image.src = url;
      return image.src;
   }
   function xLateUrl(aCollection, sProp) {
      var i = 0;
      for(i = 0; i < aCollection.length; i++) {
         if (typeof(aCollection[i][sProp]) == "string") {
          if (aCollection[i][sProp].indexOf("mailto:") == -1 &&
             aCollection[i][sProp].indexOf("javascript:") == -1) {
            if(aCollection[i][sProp].indexOf("http") == 0) {
               aCollection[i][sProp] = sWayBackCGI + aCollection[i][sProp];
            } else {
               aCollection[i][sProp] = sWayBackCGI +
xResolveUrl(aCollection[i][sProp]);
            }
          }
          }
      }
   }

   xLateUrl(document.getElementsByTagName("IMG"),"src");
   xLateUrl(document.getElementsByTagName("A"),"href");
   xLateUrl(document.getElementsByTagName("AREA"),"href");
   xLateUrl(document.getElementsByTagName("OBJECT"),"codebase");
   xLateUrl(document.getElementsByTagName("OBJECT"),"data");
   xLateUrl(document.getElementsByTagName("APPLET"),"codebase");
   xLateUrl(document.getElementsByTagName("APPLET"),"archive");
   xLateUrl(document.getElementsByTagName("EMBED"),"src");
   xLateUrl(document.getElementsByTagName("BODY"),"background");
   var forms = document.getElementsByTagName("FORM");
   if (forms) {
       var j = 0;
       for (j = 0; j < forms.length; j++) {
              f = forms[j];
              if (typeof(f.action)  == "string") {
                 if(typeof(f.method)  == "string") {
                     if(typeof(f.method) != "post") {
                        f.action = sWayBackCGI + f.action;
                     }
                 }
              }
       }
   }


//-->
</SCRIPT>
```

index[1]



Thank You For Your Purchase

Your Credit Card has been charged: $230.62
The charge will appear on your CC as "TSI*DIGITAL RIVER INT"

	Product Name	Resolution	Qty	O/S	Mode	Serial Number	Unlock Code	Tracking Number
	Reading with Phonics is fun!		1	Mac	FedEx / UPS	None	None	None
	Reading with Phonics is fun!		1	3.X	FedEx / UPS	None	None	None

Customer Number: 63658
Order Date: 14-MAY-98
Order Number: 239691

Shipping Address:

anita kumar
5198 west 76th st.
Edina, MN 55439
United States
612-830-9042

1) Thank You for your order!

2) You have been sent an Email which provides your order details. Please follow the instructions in this Email if you have difficulty with your order.

3) If your product is distributed via the Internet, click on the product name to download it. We encourage you to make a backup copy to a ZIP drive, Floppy disks, etc., of the file that you download in case you have computer or hard disk problems.

4) If your product is to be shipped, you may update your **Shipping Address**, if shown above.

5) **If you experience problems** during a download, you may click the Customer Service button (below) to re-download your files.

MAIL WEBMASTER | PRINT INVOICE | CHANGE SHIPPING INFO

HOME | CUSTOMER SERVICE | VIEW ORDER | NEW ORDER | SHOPPING CART | SECURITY

DR a member of the Digital River secure network DR

Thank You For Your Purchase

Your Credit Card has been charged: $796.57
The charge will appear on your CC as "TSI*DIGITAL RIVER INT"

Product Name	Resolution	Qty	OS	Media	Serial Number	Subscription Expires	Tech Support Expires	
WinProxy Subscription		1	95/NT		AEA-051661PV-78783	None	None	
WinProxy		1	95/NT		AEA-051165BK-85672	None	None	
WinProxy Lite		1	95/NT		AEB-050666BK-86954	None	None	

Customer Number: 63658
Order Date: 03-APR-98
Order Number: 125551

1) **Thank You for your order!**

2) You have been sent an Email which provides your order details. Please follow the instructions in this Email if you have difficulty with your order.

3) If your product is distributed via the Internet, click on the product name to download it. We encourage you to make a backup copy to a ZIP drive, Floppy disks, etc., of the file that you download in case you have computer or hard disk problems.

4) If your product is to be shipped, you may update your **Shipping Address**, if shown above.

5) **If you experience problems** during a download, you may click the Customer Service button (below) to re-download your files.

MAIL WEBMASTER | PRINT INVOICE

HOME | CUSTOMER SERVICE | VIEW ORDER | NEW ORDER | SHOPPING CART | SECURITY

Thank You For Your Purchase

Your Credit Card has been charged: $241.65
The charge will appear on your CC as "TSI*DIGITAL RIVER INT"

Product Name	Restrictions	Qty	OS	Media	Serial Number	Unlock Code	Upgrade Price	
Net Nanny 3.0 - Single User		1	3.X	The Net	None	None	None	
Net Nanny 3.0 - 20 User		1	3.X	The Net	None	None	None	

Customer Number: 63658
Order Date: 14-APR-98
Order Number: 144545

1) **Thank You for your order!**

2) You have been sent an Email which provides your order details. Please follow the instructions in this Email if you have difficulty with your order.

3) If your product is distributed via the Internet, click on the product name to download it. We encourage you to make a backup copy to a ZIP drive, Floppy disks, etc., of the file that you download in case you have computer or hard disk problems.

4) If your product is to be shipped, you may update your **Shipping Address**, if shown above.

5) **If you experience problems** during a download, you may click the Customer Service button (below) to re-download your files.

MAIL WEBMASTER | PRINT INVOICE

HOME | CUSTOMER SERVICE | VIEW ORDER | NEW ORDER | SHOPPING CART | SECURITY

a member of the Digital River secure network

Oncall System
$39.95
DOWNLOADABLE

Select Your Platform

BUY IT NOW!

done 3/17/98

Product Information:

- OnCall is a communications software which allows users to retrieve documents on PC over a telephone.
- OnCall provides people access not only to individual documents, also to file folders (directories) and even to Docuhand Imaging System. After the caller selecting documents, OnCall will forward documents to the caller via fax device. Meanwhile, you can add security protection for your important documents to limit specific users to access.

Features:

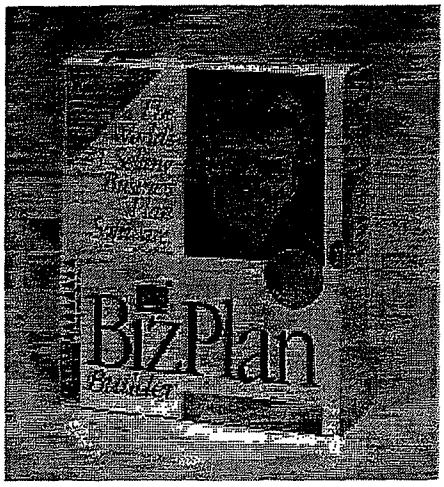
- Fax On Demand
- The Fax on Demand feature allows users to retrieve documents, such as Financial Report, by listening to a brief description of each Fax on Demand document and entering the corresponding document number from their touch-tone phone. When users select documents, OnCall will forward the document to the designated fax device.
- The Directory On Demand feature allows the users to access the file folders (directories) on Windows File System over a telephone. Users can get the listings of files in each directory by listening to a brief description of each directory and entering the corresponding number from their touch-tone phone. OnCall will forward the listings of files to the designated fax device. If users know the document order number, enter the corresponding document number from their touch-tone phone. OnCall will forward the document to the designated fax device.
- Docuhand Imaging System Access
- The System Security feature can determine who gains access to the services and documents by sharing.
- Also, the system can manage up to 200 User Accounts.

System Requirements:

- a PC running Windows 95
- 6 MB of free hard disk space
- a TAPI-compliant voice modem for which a Unimodem V driver exists.

To Order Securely Online: Click on the **"Buy It Now!"** button above.

DR012586



BizPlan Builder Interactive
$99.00
Select A Delivery Method
DOWNLOADABLE

Select Your Platform

OR
PHYSICAL SHIPMENT

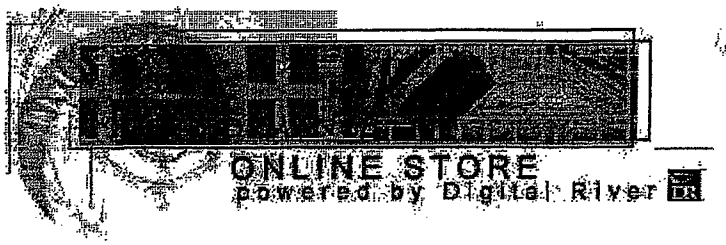
Select Your Platform

BUY IT NOW!

The world's best selling and most successful business plan software now takes full advantage of Windows 95. BizPlanBuilder now uses the integrated PowerPrompt(tm) question and answer process, and Interactive Document Assembly Engine to guide you through organizing, writing, and publishing a polished and compelling business plan. With over 400,000 copies sold and millions in capital raised through venture capitalists, investors, banks, the SBA and corporate management, BizPlanBuilder is the proven leader. It's been refined through the experience of professional advisors and thousands of customers who've used it successfully to develop new strategies or to raise money. BizPlanBuilder is a complete business plan on disk with more than 90 typed pages of carefully scripted example text-ready to customize for your business in your own style. New navigation menu lets you choose as much or as little as you need. Word processing and spreadsheet functionality included-or use your own! Self-directed format guides you through the entire process. Experts' comments throughout explain issues and give clear, sensible advice.

To place a product in your shopping cart, please click on the **Buy It Now!** button.

DR001247



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Search
Shopping Cart
New Order
Security

ADAPTEC PRODUCTS

PC Software
MAC Software
CDR Accessories
External Cables
Internal Cables
Converters
Bookstore & Gifts

All contents copyright© 1998 Adaptec Inc.
Legal Stuff.

Thank You For Your Purchase

Your Credit Card has been charged:$211.94
The charge will appear on your CC as "TSI*DIGITAL RIVER INT"

Customer Number: 4533415
Order Date: 22-DEC-99
Order Number: 8600431

Quantity	Product Name	Platform	Mode	Serial Number	Unlock Code
1	BEGIN DOWNLOAD W2000 Toolkit	Windows	The Net	VOF_DR_00100	None

Click on the BEGIN DOWNLOAD button (above) to download your product.

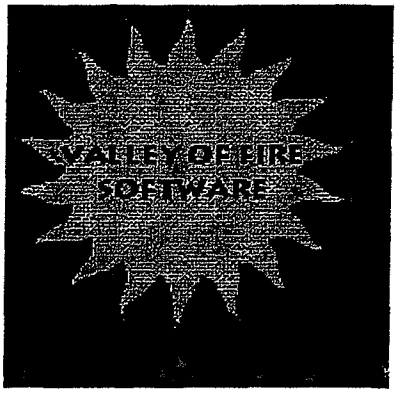
Click Here if you experience problems. This page will redisplay and perform an HTTP download when you click Begin Download.

1) If your product is distributed via the Internet, **click on the 'BEGIN DOWNLOAD' button (above) to download it.** We encourage you to make a backup copy to a ZIP drive, Floppy disks, etc., of the file that you download in case you have computer or hard disk problems.

2) You have been sent an Email which provides your order details.

3) **If you experience problems** during a download, you may click the Customer Service button (below) to re-download your files.

PRINT INVOICE



W2000 Toolkit
$199.00
DOWNLOADABLE
Windows

BUY IT NOW!

W2000 Toolkit

W2000 Toolkit is a bundle of four utilities and a C++ class library for administering and maintaining COM+ Queued components on Windows 2000 server. These tools allow you test and debug the Windows 2000 message queue subsystem currently shipping with Windows 2000. Message queues are used enterprise wide for implementing loosely coupled systems that will scale well for Internet and Intranet sites. By breaking up large monolithic software applications into smaller components, connected with queues, you can achieve flexibility and scalability needed in today's fast paced Internet environment.

W2000 toolkit is the first commercially available suite of utilities targeted at helping the web site administrator and MIS professional maintain an effective back office.

Included in W2000 are these tools:

- Send/Receive Tool
- AutoPurge Tool
- Message Transfer Tool
- OneToMany Tool

Also included is full source code for a C++ class library that can be used to develop custom enterprise solutions for Windows 2000. It can be used to create COM+ components that can be fired from a trigger whenever a new message enters a given queue. This trigger service can then call your COM+ object to operate on the message. This is a new powerful programming paradigm. It allows your internet site to scale by feeding more message queues as traffic increases.

To Order Securely Online: Click on the **"Buy It Now!"** button above.

HOME | CUSTOMER SERVICE | NEW ORDER | SHOPPING CART | SECURITY | TO TOP ▲

Secure & Virus Free - Guaranteed!

Jan's Journeys

Here is your shopping basket

The Shopping Basket is a temporary location for you to use while browsing through our products. The Shopping Basket has a life of 1 hour. If you come back within that period, you may find that some items still exist. If you do not want these items, just click on the item number and the item will be deleted.

Product Number	Description	Quantity	Operating System	Price
WB-KJ0001	Kauai Journeys	1	Windows 95/NT	12.95
			Total:	12.95

Note: If you live in **Minnesota**, tax will be charged upon the approval of your credit card.

To Delete an item, click on the Product Number.

Non-SSL browser users: Please use the "Place Order - Unsecure Page" option. Note that browsers such as AOL, Cyberdog 1.2, Compuserve, etc. do not support SSL.

[Place Order - Unsecure Page] [Place Order - Secure Page]

see item detail page

itemdetail.qry?prod=WB-KJ0001

http://www3.digitalriver.com/cgi-bin/Tango.cgi/esd/Webering/insertItem.qry?_UserReference=

Welcome to Whirlwind Technologies Electronic Ordering!!

Reeza's Implementation

Where's the prices?

Maureen,

This needs

DR014553

- Collect! - Collect!
  Platforms:
  - Windows
- Pair It - Pair It
  Platforms:
  - Windows 95
- Picture That - Picture That: Models Screen Saver
  Platforms:
  - Windows
- Picture That - Picture That: Space Screen Saver
  Platforms:
  - Windows
- Picture That - Picture That: Scenic Screen Saver
  Platforms:
  - Windows
- Random Thoughts and Quotes - Random Thoughts and Quotes
  Platforms:
  - Windows
- Resume Master Deluxe - Resume Master Deluxe
  Platforms:
  - Dos/Windows
- The Right Resume - Right Resume For Windows
  Platforms:
  - Windows
- Thoroughbred Handicapper Pro - Thoroughbred Handicapper Pro
  Platforms:
  - Windows

Item Name: Collect!
Item Number: WHI-60003-A1
Description: Collect!

Platforms/Versions Available:

- Windows

To add an item to your Shopping Basket, click on the platform.

Product Information

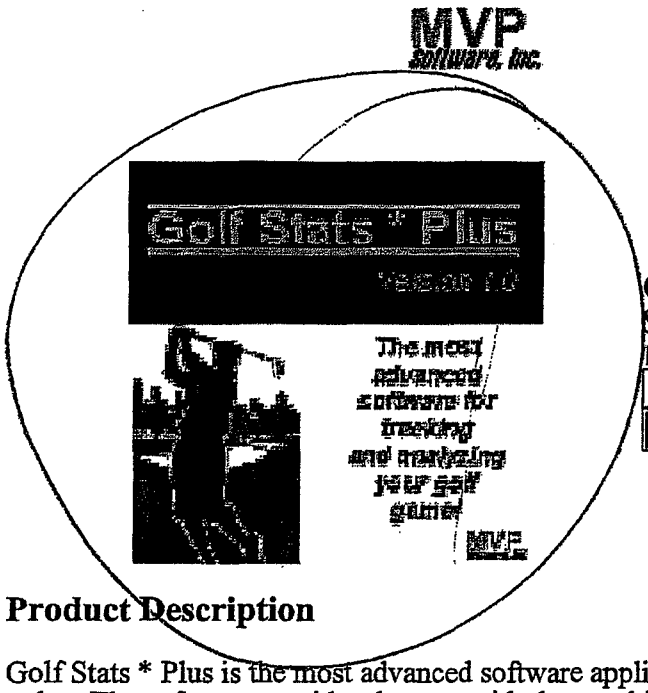
Collect! is a system that allows you to work with collections of any type. Collect! allows you to easily "program" your own collection information in just a few minutes by use of templates. In this manner you can define not only what to record, but how. Collect! even comes with pre-defined templates for 15 different types of collections including: Coins; Stamps; Comics; Antiques; Sports Cards; Software; Books; Movies & Videos; More.

Shopping Basket Information

The Shopping Basket is a temporary location for you to use while browsing through our products. The Shopping Basket has a life of 1 hour or whenever you quit your browser application. If you come back within the 1 hour period, you may find that some items still exist. If you do not want these items, just click on the item number and the item will be deleted.

[**Continue Shopping**]

DR014555



Golf Stats*Plus
$29.95
DOWNLOADABLE
95/NT
BUY IT NOW!

Product Description

Golf Stats * Plus is the most advanced software application of its kind on the market today. The software provides the user with the capability to record detailed information about their golf rounds and generate reports on every aspect of their golf game. This software application is a must for any golfer serious about improving the quality of their golf game!!

Use Golf Stats * Plus to record detailed information about golf courses, rounds played, and practice sessions. Analyze your golf game through the generation of standard and customizable reports and charts.

To Order Securely Online: Click on the **"Buy It Now!"** button above.

OLYMPUS

Product Name	Delivery Method	Price
7x20 Binocular 108-725	FedEx. / ups	$89.00
9x20 Binocular 108-731	FedEx. / ups	$99.00
A-317 AC Adapter	FedEx. / ups	$39.99
A-321 AC Adapter	FedEx. / ups	$39.99
A-911 147-308	FedEx. / ups	$20.00
AC-100 Adapter Set	FedEx. / ups	$49.99
CS-53 Carrying Case for L200		
CS-53 148-053		
CS-53	The Net	$13.99
CS-72 Carrying Case for L100	FedEx. / ups	$13.99
Case Prima Classe Case for L200	FedEx. / ups	$39.99
Case Prima Classe Case for L400	FedEx. / ups	$50.00
Case System Carrying Case	FedEx. / ups	$19.00
Case Soft Case for Infinity SuperZoom 2800/3500	FedEx. / ups	$20.00
Case Soft Case for Infinity Mini	FedEx. / ups	$16.00
Case Soft Case for Infinity Stylus Zoom, Infinity Stylus Zoom 105	FedEx. / ups	$28.00
Case IS-10 Custom Case	FedEx. / ups	$31.00
Case Case for 7x20 PC/9x20 PC (replacement)	FedEx. / ups	$14.00
Case Case for 6x12 RF/8x15 RF (replacement)	FedEx. / ups	$14.00

Case Case for 8x22 RC II/10x25 RC II (replacement)	FedEx./ UPS	**$14.00**
Case Case for 8x24 PC II/10x24 PC II/12x24 PC II	FedEx./ UPS	**$14.00**
Case IS-Series Custom Case	FedEx./ UPS	**$36.00**
Case Case for L150 and L250	FedEx./ UPS	**$9.00**
Case Gadget Bag for IS Series	FedEx./ UPS	**$25.00**
Case Mini Traveler Bag for IS-10	FedEx./ UPS	**$29.00**
Case Case for 8x42 EXPS/10x42 EXPS/8x40 DPS/7x35 DPS	FedEx./ UPS	**$30.00**
Case Case for 7x50 EXPS/12x50 EXPS/10x50 DPS	FedEx./ UPS	**$30.00**
Case Leather Case for Infinity Stylus, Stylus Zoom	FedEx./ UPS	**$22.00**
Case Universal Gadget Bag	FedEx./ UPS	**$22.00**
Case Ultra Compact Camera Case	FedEx./ UPS	**$10.00**
Case Compact Camera Case	FedEx./ UPS	**$11.00**
Case Camera Pouch	FedEx./ UPS	**$7.00**
Case Case	The Net	**$19.00**
E-89 Earphone	FedEx./ UPS	**$6.50**
E-92 Headset	FedEx./ UPS	**$39.99**
E-94 Single Ear Loop Earphone	FedEx./ UPS	**$34.99**
E-99 Headphone	FedEx./ UPS	**$39.00**
EP-1 Erase Plug	FedEx./ UPS	**$5.99**
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KA-232 Connecting Cord	FedEx./ UPS	**$9.99**
L150	FedEx./ UPS	

141-320		$220.00
L250 141-315	FedEx./ ups	$280.00
L400 141-290	FedEx./ ups	$329.00
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Lens Cap Objective Lens Cap for 7x50 EXPS/12x50 EXPS	FedEx./ ups	$4.00
Lens Cap Eyepiece Cap for 7x50 EXPS (replacement)	FedEx./ ups	$4.00
Lens Cap Front Lens Cap for IS-10 (replacement)	FedEx./ ups	$10.00
Lens Cap Eyepiece Cap for 7x20 PC/9x20 PC (replacement)	FedEx./ ups	$4.00
Lens Cap Eyepiece Cap for 8x42 EXPS/10x42 EXPS/12x50 EXPS	FedEx./ ups	$4.00
Lens Cap Eyepiece Cap for 8x24 PC II/10x24 PC II/12x24 PCII/	FedEx./ ups	$4.00
Lens Cap Objective Lens Cap for 8x40 DPS (replacement)	FedEx./ ups	$4.00
Lens Cap Objective Lens Cap for 7x35 DPS (replacement)	FedEx./ ups	$4.00
Lens Cap Objective Lens Cap for 8x42 EXPS/10x42 EXPS	FedEx./ ups	$4.00
Lens Cap Objective Lens Cap for 10x50 DPS (replacement)	FedEx./ ups	$4.00
Lens Cap Eyepiece Cap for 7x35 DPS/8x40 DPS/10x50 DPS	FedEx./ ups	$4.00
Lens Cleaning Kit 109-020		
MC-C2 Head Cleaner Tape with fluid.	FedEx./ ups	$9.99
ME-10	FedEx./ ups	

clip-on microphone	[illegible]	$49.99
ME-11 Ultra-compact microphone	FedEx./ ups	$79.99
ME-4A Clip-on microphone	FedEx./ ups	$79.99
ME-7 Conference microphone	FedEx./ ups	$149.99
ME-9 clip-on microphone	FedEx./ ups	$119.99
MR-9 Hand microphone	FedEx./ ups	$75.00
Microcassette Filing System10 Microcassette Filing System 10	FedEx./ ups	$14.00
NoteCorder 100 NoteCorder 100	FedEx./ ups	$39.00
NoteCorder 200 NoteCorder 200	FedEx./ ups	$69.00
NoteCorder 300 NoteCorder 300	FedEx./ ups	$89.00
Olympus 1300MO/ISA (PC) 1300/ISA (PC) - 313208	FedEx./ ups	$695.00
Olympus 1300MO/MAC 1300/MAC - 313209	FedEx./ ups	$695.00
PA-1 Plug Adapter	FedEx./ ups	$5.99
PA-3 Plug Adapter	FedEx./ ups	$5.99
RK-100 Rechargeable Kit	FedEx./ ups	$59.99
RS-17 Remote control for L400 only	FedEx./ ups	$39.99
Remote Control Wireless Remote Control	FedEx./ ups	$37.00
SYS.230 INT/MAC 3.5" internal MAC subsystem	FedEx./ ups	$319.00
SYS.230 INT/WIN 311-001	FedEx./ ups	$299.00
SYS.230 SCSI 3.5" external SCSI subsystem	FedEx./ ups	$359.00
SYS.230 Universal 3.5: external parallel and SCSI	FedEx./ ups	$389.00
Strap Strap	FedEx./ ups	$6.00
Strap Strap	FedEx./ ups	$8.00
Strap Strap	FedEx./ ups	$8.00

Strap 108-562		
Strap Strap	FedEx./ UPS	**$12.00**
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Strap Shoulder Strap for IS-10 (replacement)	FedEx./ UPS	**$7.00**
Strap Strap	FedEx./ UPS	**$4.00**
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XV Tape Cleaning Tape, dry type	FedEx./ UPS	**$3.99**

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Price	Delivery Method	O/S	
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Electronic Information Resources (Organization)

A collection of presentations, designed to educate users and motivate them to work safely.

Price	Delivery Method	O/S	
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Kairos Break Reminder (Department License)

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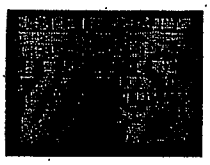

To monitors computer usage, warns users when work patterns are unsafe, demonstrates injury and more.

Price	Delivery Method	O/S	
$995.00		95/98/NT	BUY IT!

Kairos Break Reminder (Organisation License)

To monitors computer usage, warns users when work patterns are unsafe, demonstrates injury and more.

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To monitors computer usage, warns users when work patterns are unsafe, demonstrates injury and more

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Kairos Work Station Analysis (Site License)

Effortlessly guides users through the process of correctly adjusting their workstations.

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Kairos Work Station Analysis(Organization License)

Effortlessly guides users through the process of correctly adjusting their workstations.

Price	Delivery Method	O/S	
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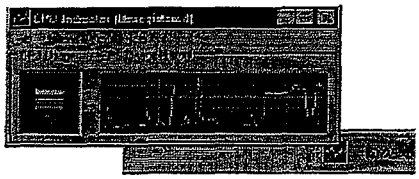

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This small program scores an easier connection to the Internet by redialing multiple lines until a connection is established. If a connection is lost, the program reconnects automatically. If any application requires a connection, this program will dial up for one. Also, it can schedule Internet connections by time and can run programs upon connection or disconnection. Advanced Dialer keeps track of how much money you have spent on Internet time and can generate a corresponding chart. Main module of it has very small size only 109 Kbytes and takes little amount of memory. System Requirements: Microsoft TCP/IP Protocol. Microsoft Dial-Up networking.

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Product Name	Resolution	Qty	O/S	Media	Serial Number	Unlock Code	Tracking Number	
Calscan - 5 users		1	3.X		ser#CP0004499 code=SAHQYMON	None	None	
Calscan Cross Platform - 5 users		1	Mac		DOS-ser#CP0004400 code=SAHQYMON MAC-ser#CM0003300 code=RVGPXLHW	None	None	

Customer Number: 63658
Order Date: 11-MAY-98
Order Number: 228604

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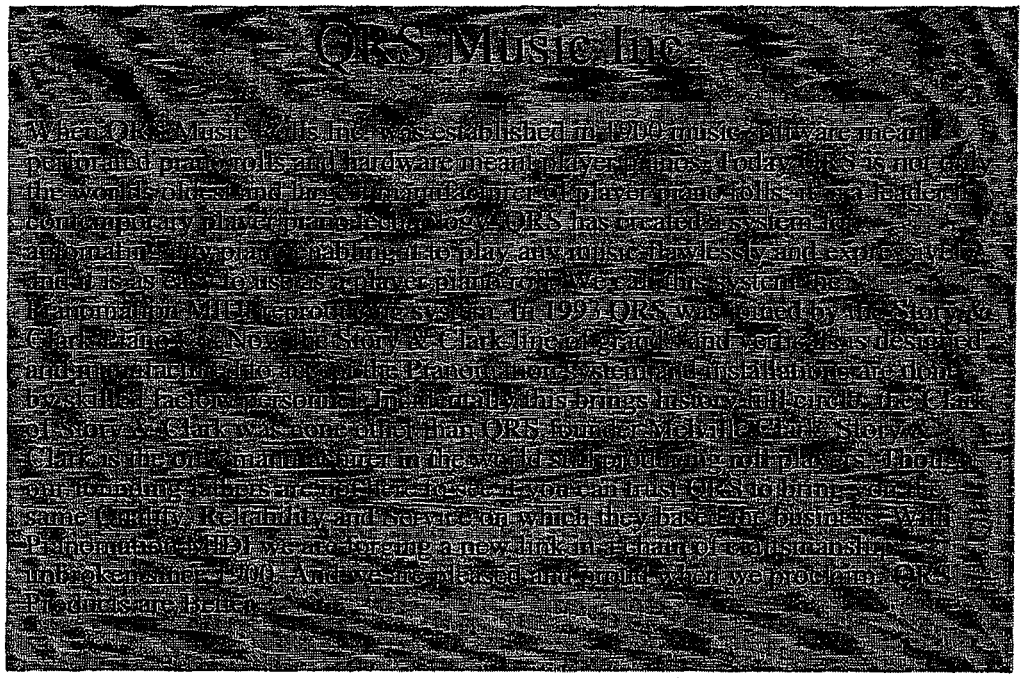

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- Ecstatic For Elton - Concert Music - Elton
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- Forties Big Band - Forties Big Band
- Evergreen: Hits of Barbara Streisand - Concert Music -Barbara Streisand
- His Way: Hits of Frank Sinatra - Concert Music - Frank Sinatra

- Broadway Musicals 6 - Broadway Musicals 6
- Broadway Musicals 8 - Broadway Musicals 8
- Fabulous Thirties 2 - Music - Fabulous Thirties 2
- Ragtimers on Parade - Music-Ragtimers on Parade
- Jazz Masters - Music - Jazz Masters
- Country Crossovers Mega - Music-Country Crossovers Mega
- Contemporary Mega Hits - Contemporary Mega Hits
- Christmas Sing-A-Long 3 - Christmas Sing-A-Long 3
- Broadway Musicals 1 - Broadway Musicals 1
- Liberace - Liberace's Music
- Broadway Musicals 3 - Broadway Musicals 3
- Roaring Twenties - Music - Roaring Twenties
- Fabulous Thirties - Music - Fabulous Thirties
- Broadway Musicals 5 - Broadway Musicals 5
- Broadway Musicals 7 - Broadway Musicals 7
- Roaring Twenties 2 - Music - Roaring Twenties 2
- The Fourties 2 - Music - The Fourties 2
- Two Sides of the Fifties - Music - Two Sides of the Fifties
- Country Jamboree 2 - Music - Country Jamboree 2
- Country Jamboree 4 - Music - Country Jamboree 4
- Ferrante & Teicher/Roger Williams - Music- Ferrante & Teicher/Roger Williams
- Fabulous Thirties 3 - Music - Fabulous Thirties 3
- More Fifties Favorities - Music - More Fifties Favorities
- Hits of the 70's - Music - Hits of the 70's
- Children's Music - Music - Children's Music
- Classical Selections II - Music - Classical Selections II
- Easy Listening - Music - Easy Listening
- Country Jamboree 1 - Music - Country Jamboree 1
- Country Jamboree 3 - Music - Country Jamboree 3
- Roaring Twenties 3 - Music - Roaring Twenties 3
- The Fourties 3 - Music - The Fourties 3
- Golden Oldies Mega Music - Golden Oldies Mega Music
- Hits of the 60's - Music - Hits of the 60's
- Hits of the 80's - Music - Hits of the 80's
- Classical Selections - Music - Classical Selections
- Fats Waller Encores - Music - Fats Waller Encores
- Great Pianists of the 20th Cent. - Great Pianists of the 20th Century Vol. 1
- Cocktails - Music - Cocktails
- All Chopin Program - Music - All Chopin Program

- Moonlight Moods - Music - Moonlight Moods
- Casual Classics - Music - Casual Classics
- Sophisticated Sounds 1 - Music - Sophisticated Sounds 1
- Mega Hits 3; All Time Greatest Hits - Mega Hits 3; All Time Greatest Hits
- Live at the Yesterday Lounge - Music - Live at the Yesterday Lounge
- Latin American Super Hi - Music - Latin American Super Hi
- Sophisticated Sounds 2 - Music - Sophisticated Sounds 2
- Supper Club Deluxe - Music - Supper Club Deluxe
- As Time Goes By - Music - As Time Goes By
- Suite in A-440 - Music - Suite in A-440
- The 40's Hour - Music - The 40's Hour
- Phantom of the Opera/Le - Music - Phantom of the Opera/Le
- Gershwin Plays Gerswin - Music - Gershwin Plays Gerswin
- Brahms: Piano Works - Music - Brahms: Piano Works
- Christmas Sing-A-Long 2 - Christmas Sing-A-Long 2
- French Piano Music - Music - French Piano Music
- Mozart & Scarlatti - Music - Mozart & Scarlatti
- Grieg: Selections form the Holberg - Music - Grieg: Selections form the Holberg
- J.S. Bach: Baroque Mas. - Music - J.S. Bach: Baroque Mas.
- Schumann: Piano Works, Vol 1. - Music - Schumann: Piano Works, Vol 1.
- Way Blue - Music - Way Blue
- When I Fall In Love - Music - When I Fall In Love
- Let's Misbehave - Music - Let's Misbehave
- Jazz By Jones - Music - Jazz By Jones
- Piano Classics - Music - Piano Classics
- Celebrity Christmas Series - Celebrity Christmas Series
- Mozart Piano Sonatas - Music - Mozart Piano Sonatas
- Isn't It Romantic - Music - Isn't It Romantic
- Candlelight Classics - Music - Candlelight Classics
- A Private Recital - Music - A Private Recital
- Glamorous Night - Music - Glamorous Night
- Virtuoso Piano Vol. 1 - Music - Virtuoso Piano Vol. 1
- Relaxing Classics - Music - Relaxing Classics
- Virtuoso Piano Vol. 2 - Music - Virtuoso Piano Vol. 2
- Sweet Hour of Gospel - Music - Sweet Hour of Gospel
- The Beatles Songbook - Music - The Beatles Songbook
- Broadway Musicals 2 - Broadway Musicals 2
- New Age Sampler - Music - New Age Sampler
- Crazy Rhythm - Music - Crazy Rhythm

- Country Piano Treasury - Music - Country Piano Treasury
- Broadway Revisited - Music - Broadway Revisited
- High Standards - Music - High Standards
- Virtuoso Piano, Vol 3 - Music - Virtuoso Piano, Vol 3
- Robert Finely Plays Liszt - Music - Robert Finely Plays Liszt
- Broadway Musicals 4 - Broadway Musicals 4
- Christmas Sing-Along 1 - Concert Music - Christmas Sing-Along 1
- Diamond Jubilee - Concert Music - Diamond Jubilee
- Playing Favorites - Concert Music - Playing Favorites
- Manilow Mania - Concert Music - Manilow Mania
- Fats Waller - Music - Fats Waller

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ActiveX Controls

V2#

Control	Description	Price	
AAX	Aircraft Active X Library	$350.00	OK 24003
ADA	Aircraft Dynamics Active X	$200.00	OK 24006
AGAUGE	Angular Gauge ActiveX Control	$60.00	OK 10864
AIR	Aircraft Instruments ActiveX Control	$100.00	OK 10863
CAR	Automobile Instruments ActiveX Control	$45.00	OK 10865
IAL	Instrument ActiveX Library	$350.00	OK. 10878
JOYSTICK	Joystick ActiveX Control	$50.00	OK 10869
KNOB	Knob ActiveX Control	$50.00	OK 10868
LED	LED ActiveX Control	$40.00	OK 10870
LGAUGE	Linear Gauge ActiveX Control	$60.00	OK 10871
MMA	Moving Map Active X	$150.00	OK. 24007
NUMLED	Numeric LED ActiveX Control	$40.00	OK 10872
ODOM	Odometer ActiveX Control	$35.00	OK 10873
PCT	Percentage Bar ActiveX Control	$50.00	OK 10874
SCA	Strip Chart Active X	$140.00	OK 24008
SELECT	Selector Switch ActiveX Control	$40.00	OK 10875
SLIDER	Slider Bar ActiveX Control	$45.00	OK 10876
TOGGLE	Toggle Switch ActiveX Control	$35.00	OK 10877

CICCL25.ctl

VBX Controls

Control	Description	Price	
AIR	Aircraft Instruments VBX Control	$40.00	10866
AGAUGE	Angular Gauge VBX Control	$30.00	10867
CAR	Automobile Instruments VBX Control	$20.00	10879
KNOB	Knob VBX Control	$20.00	10880
LED	LED VBX Control	$15.00	10881
LGAUGE	Linear Gauge VBX Control	$30.00	10882
ODOM	Odometer VBX Control	$15.00	10883
PCT	Percentage Bar VBX Control	$15.00	10884
SELECT	Selector Switch VBX Control	$20.00	10885
SLIDER	Slider Bar VBX Control	$20.00	10886
TOGGLE	Toggle Switch VBX Control	$15.00	10887

ICCL	Instrument Custom Control Library	$100.00	10900

VBX Controls with Source Code

V2#

Control	Description	Price	
AIR	Aircraft Instruments VBX Control w/src	$140.00	10889
AGAUGE	Angular Gauge VBX Control w/src	$90.00	10890
CAR	Automobile Instruments VBX Control w/src	$65.00	10891
KNOB	Knob VBX Control w/src	$80.00	10892
LED	LED VBX Control w/src	$60.00	10893
LGAUGE	Linear Gauge VBX Control w/src	$90.00	10894
ODOM	Odometer VBX Control w/src	$60.00	10895
PCT	Percentage Bar VBX Control w/src	$60.00	10896
SELECT	Selector Switch VBX Control w/src	$80.00	10897
SLIDER	Slider Bar VBX Control w/src	$65.00	10898
TOGGLE	Toggle Switch VBX Control w/src	$60.00	10899
ICCL	Instrument Custom Control Library w/src	$300.00	10888

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Product Name	Resolution	Qty	O/S	Mode	Serial Number	Unlock Code	Tracking Number	
Gifx		1	Mac	The Net	None	None	None	
Gifx		1	95/NT	The Net	None	None	None	

Customer Number: 63658
Order Date: 05-MAY-98
Order Number: 193536

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Intelligent Technologies Home Page

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	INTELLIBOT		1	3.X	The Net	None	None	None	

Customer Number: 63658
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Order Number: 191922

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DR021824

Product Name	Purchase Method	Price
ADA Aircraft Dynamics Active X.	The Net	$200.00
AGAUGE Angular Gauge VBX Control.	The Net	$30.00
AGAUGE Angular Gauge VBX Control w/src.	The Net	$90.00
AGAUGE - Angular Guage ActiveX Control Angular guage ActiveX control	The Net	$60.00
AIR Aircraft Instruments VBX Control.	The Net	$40.00
AIR Aircraft Instruments VBX Control w/src.	The Net	$140.00
AIR - Aircraft Instruments ActiveX Contol Aircraft instruments ActiveX control	The Net	$100.00
Aircraft Active X Library Aircraft Active X Library.	The Net	$350.00
CAR Automobile instruments ActiveX control	The Net	$45.00
CAR Automobile Instruments VBX Control w/src.	The Net	$65.00
CAR Automobile Instruments VBX Control.	The Net	$20.00
IAL - Instrument ActiveX Library Instrument ActiveX library	The Net	$350.00
ICCL Instrument Custom Control Library.	The Net	$100.00
ICCL Instrument Custom Control Library w/src.	The Net	$300.00
JOYSTICK - Joystick ActiveX Control Joystick ActiveX control	The Net	$50.00
KNOB Knob activeX control	The Net	$50.00
KNOB Knob VBX Control.	The Net	$20.00
KNOB Knob VBX Control w/src.	The Net	$80.00
LED LED ActiveX control	The Net	$40.00
LED LED VBX Control w/src.	The Net	$60.00
LED LED VBX Control.	The Net	$15.00
LGAUGE Linear guage ActiveX control	The Net	$60.00
LGAUGE Linear Gauge VBX Control.	The Net	$30.00

	LGAUGE Linear Gauge VBX Control w/src. V	The Net	$90.00
(8)	**MMA** Moving Map Active X A	The Net	$150.00
13	**NUMLED** Numeric LED ActiveX control A	The Net	$40.00
(9)	**ODOM** Odometer ActiveX control A	The Net	$35.00
	ODOM Odometer VBX Control w/src. V	The Net	$60.00
	ODOM Odometer VBX Control. V	The Net	$15.00
14	**PCT** Percentage Bar ActiveX control A	The Net	$50.00
	PCT Percentage Bar VBX Control w/src. V	The Net	$60.00
	PCT Percentage Bar VBX Control. V	The Net	$15.00
18	**SCA - Strip Chart Active X** Strip Chart Active X. A	The Net	$140.00
(3)	**SELECT** Selector Switch ActiveX control A	The Net	$40.00
	SELECT Selector Switch VBX Control. V	The Net	$20.00
	SELECT Selector Switch VBX Control w/src. V	The Net	$80.00
15	**SLIDER** Slider bar ActiveX control A	The Net	$45.00
	SLIDER Slider Bar VBX Control. V	The Net	$20.00
	SLIDER Slider Bar VBX Control w/src. V	The Net	$65.00
(6)	**TOGGLE** Toggle switch ActiveX control A	The Net	$35.00
	TOGGLE Toggle Switch VBX Control. V	The Net	$15.00
	TOGGLE Toggle Switch VBX Control w/src. V	The Net	$60.00

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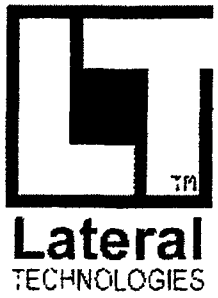
18 Active X
24 Custom Controls (VBX)
42 Total.



Thank You For Your Purchase

Your Credit Card has been charged: $10.65
The charge will appear on your CC as "TSI*DIGITAL RIVER INT"

Product Name	Resolution	Qty	O/S	Mode	Serial Number	Unlock Code	T N
LT Net Grabber		1	3.X	The Net	P.O4U73LEE&X-&B*2&5~@41*25391~37~4372-4B3D	None	

Customer Number: 63658
Order Date: 30-APR-98
Order Number: 175801

1) **Thank You for your order!**

2) You have been sent an Email which provides your order details. Please follow the instructions in this Email if you have difficulty with your order.

3) If your product is distributed via the Internet, click on the product name to download it. We encourage to make a backup copy to a ZIP drive, Floppy disks, etc , of the file that you download in case you have computer or hard disk problems.

4) If your product is to be shipped, you may update your **Shipping Address**, if shown above.

5) **If you experience problems** during a download, you may click the Customer Service button (below) t re-download your files.

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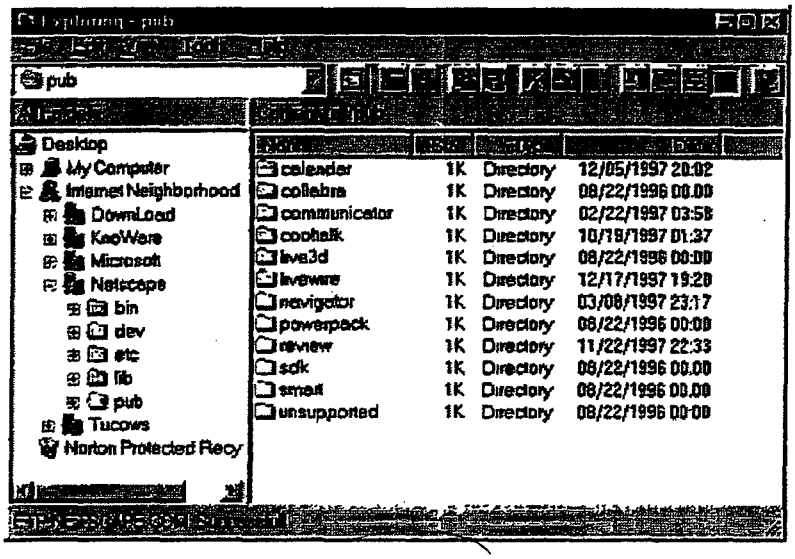
HOME | CUSTOMER SERVICE | VIEW ORDER | NEW ORDER | SHOPPING CART | SECURITY

DR a member of the Digital River secure network DR

KnoWare, Inc.



Item Name: Internet Neighborhood
Item Number:KWI-60001-D1
Description:FTP Shell Extension for Windows 95 and NT 4.0
Platforms/Versions Available: Windows 95 and NT 4.0
-$26.50

Item Name: Internet Neighborhood - 50 user license
Item Number:KWI-60002-D1
Description:FTP Shell Extension for Windows 95 and NT 4.0
Platforms/Versions Available: Windows 95 and NT 4.0 -$295

Item Name: Internet Neighborhood - unlimited users
Item Number:KWI-60003-D1
Description:FTP Shell Extension for Windows 95 and NT 4.0
Platforms/Versions Available: Windows 95 and NT 4.0 -$495
To add an item to your Shopping Basket, click on the platform.

Shopping Information

Welcome to our electronic ordering site! You can purchase a single item or multiple ones here, just as if you were shopping in a store. To add an item to your "shopping cart", click on the platform link next to the picture above. When you have all the items you want, visit the "Place Order" area. Fill out the order information via our secure service, and then download your software product *(or multiple products)*. You can be enjoying your new software package just minutes from now!

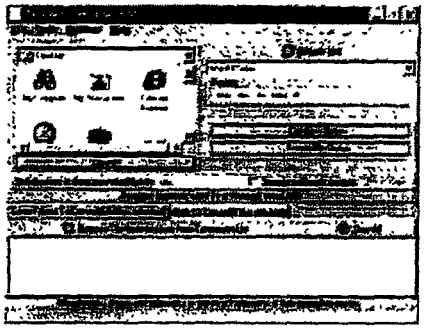
Note that the "Place Order" area is secured through SSL, which means that no one can intercept transmissions to or from the server. All orders are delivered electronically- right to your computer. After the purchase approval process, you will be given a link to download your new software. Are you concerned about downloading your new software? No need to

worry! During your download, if you experience problems such as a dropped connection or a system crash, you will be able to re-initiate your download by going to the customer service page:

http://www3.digitalriver.com/customerservice.html

You will need your customer number, order number, user ID and password to recall your order so please make a note of this as you process your order. If we detect an unsuccessful download, we will keep your order live for six days for re-downloading purposes.

KH Software Development



Document Converter 4.02
$34.95
DOWNLOADABLE
95/98/NT

BUY IT NOW!

Document Converter 4.02

Open and convert any document ~~that you can in~~ INTO Microsoft Word 97 or Microsoft Word 2000. You can drag and convert hundreds of files and folders at a time.

Great for converting to Word 97, Text Only, Text Only with Line Breaks, MS-DOS Text, MS-DOS Text with Line Breaks, Rich Text Format, Unicode Text, MS-DOS Text with Layout, Text with Layout, HTML Document, Works 3.0 for Windows, Works 4.0 for Windows, Word 4.0 for Macintosh, Word 5.0 for Macintosh, Word 5.1 for Macintosh, Word 2.x for Windows, Word 6.0/95, WordPerfect 5.0, WordPerfect 5.1 for DOS, WordPerfect 5.x for Windows, WordPerfect 5.1 or 5.2 Secondary File, WordPerfect 5.0 Secondary File and more.

All ~~that~~ you ~~have to~~ do is select the files and folders that you would like to convert, select the conversion ~~type~~, and click convert.

Requirements

- A personal computer running Microsoft Windows 95, Microsoft Windows 98, or NT (4.0 or later)
- Microsoft Word 97 or Microsoft Word 2000
- 4MB of disk space.
- 16MB of RAM

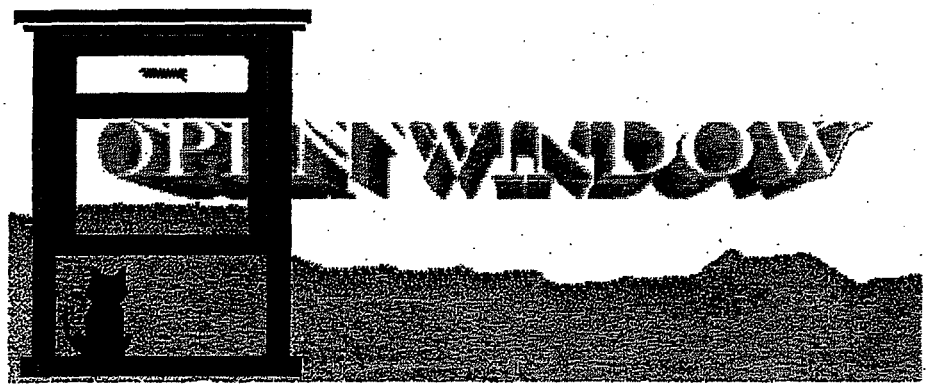
Key Benefits

- Convert large number of documents fast!
- You ~~do not~~ have to convert the files individually.
- Convert hundreds of directories and files at a time.
- Convert documents from the command line.

DON'T

To Order Securely Online: Click on the **"Buy It Now!"** button above.

Secure & Virus Free - Guaranteed!



Thank You For Your Purchase

Your Credit Card has been charged: $111.56
The charge will appear on your CC as "TSI*DIGITAL RIVER INT"

Product Name	Resolution	Qty	O/S	Media	Serial Number	Activation Code	Machine Number	
WinFlash V5.0 - 16 bit Window 3.1x & Win95/NT		1	3.X	The Net	Provided by Vendor	None	None	
WinFlash V5.0 - 32 bit - Win 95/NT		1	95/NT	The Net	Provided by Vendor	None	None	
WinJottr V2.0 - 16 bit - Window 3.1x & Win95		1	95/NT	The Net	Provided by Vendor	None	None	
WinJottr V2.0 - 32 bit - Win 95		1	95/NT	The Net	Provided by Vendor	None	None	
WinUpD8R V4.2 - Window 3.1x & Win 95		1	95/NT	The Net	Provided by Vendor	None	None	

Customer Number: 63658
Order Date: 11-MAY-98
Order Number: 227589

1) **Thank You for your order!**

2) You have been sent an Email which provides your order details. Please follow the instructions in this Email if you have difficulty with your order.

3) If your product is distributed via the Internet, click on the product name to download it. We encourage you to make a backup copy to a ZIP drive, Floppy disks, etc., of the file that you download in case you have computer or hard disk problems.

4) If your product is to be shipped, you may update your **Shipping Address,** if shown above.

5) **If you experience problems** during a download, you may click the Customer Service button (below) to re-download your files.

MAIL WEBMASTER PRINT INVOICE

DR022243

RealSpace Authoring Software	Direct Price
PhotoVista™	
• The easiest way to create 360° panoramas for the web! **Introductory price**	**Download** $ 79.00 **Physical** $ 99.00

Image Server Software	Direct Price
RealSpace Image Server	
• The first solution for distributing and printing high-resolution images on networks.	**Download** $279.00 **Physical** $299.00

Image Editing and Composition Software	Direct Price
Live Picture™ 2.6	
• Realtime editing of photographic-quality images. **Introductory price**	**Physical** $349.00

Quark Add-Ons	Direct Price
Live Picture™ XT	
• Unparalled image quality and control within Quark XPress.	**Physical** $ 99.00

~~[Online Store Information]~~ ← Insert Word Doc. Here (Similar to Ontrack)

If problems occur while downloading please contact Customer Service or (612) 830-9042

Welcome to the Live Picture Online Store!

Now through the Internet you can purchase a single item or multiple products, just as if you were shopping in a store! Our online store uses a "Shopping Basket," which lets you select more than one item for purchase. The shopping basket remains filled for one hour while your browser is running. If you close your browser without ordering items, your shopping basket empties. You are not charged for any items that you did not order. To add an item to your "shopping cart" click on the Add to shopping basket link on the product information page. If you would like to remove an item from the Shopping Basket, just click on the delete link next to the product number and the item will be deleted. Once you finish your shopping, you will be ready to place your order. When you click the "Place Order" link, you enter a secured page where your transmissions are encrypted so that no one can intercept your credit card number or other information. If you do not have a browser that supports Secure Socket Layers (SSL), you do not have this added level of security, but you can still order. You can be enjoying your new software package just minutes from now!

After your credit card transaction is approved, your invoice is displayed. It's a good idea to print a copy of your invoice for future reference.

You will need your customer number, order number, user ID and password to recall your order so please make a note of this as you process your order. If we detect an unsuccessful download, we will keep your order live for six days for re-downloading purposes.

International Ordering

Currently the Live Picture Online Store can only process orders within the United States. If you live in another country and would like to order Live Picture products, please contact your nearest International Distributor.

The Sales Transaction and Security of Data

Once you have clicked on the "Place Order-Secure Page" link, you enter a Secure Socket Layer ("SSL" on a Secured Server). We have obtained a commerce partner, Digital River, who specializes in processing secure web sales/delivery transactions. Digital River uses the most current encryption technology to protect your ordering information with the highest security possible. All exchanged information and data you enter during the transaction and through delivery, including your credit card number, is secure.

After your credit card transaction is approved, your invoice is displayed. It's a good idea to print a copy of your invoice for future reference. You can then download the product that you purchased. Please note the instuctions on the download page describing what to do if you are not successful in downloading your product. During your download, if you experience problems such as a dropped connection or a system crash, you will be able to re-initiate your download by going to the customer service page:

http://www3.digitalriver.com/customerservice.html

Note for customers using America Online version 2.x, CompuServe Information Manager version 2.X, or, Apple's CyberDog 1.X: your browser does not support Secure

Socket Layer (SSL). Please upgrade your browser software to take advantage to ensure that this is available.

Shipping Options

Many of our products are delivered electronically - or downloadable - right to your computer. After the purchase approval process, you will be given a link to download your new software. Please note the instructions on the download page describing what to do if you are not successful in downloading your product. Other products are physically shipped to you, either via Federal Express Standard Overnight service or via UPS ground service. When you place your order, you will be asked where and by which carrier you would like the product to be shipped and charged accordingly. Please note that UPS ground service is only available in the Continental U.S.

Other Ways to Order

If you would like to place your order over the phone, please call ~~our sales department at (800) 724-7900~~ 1-800-656-5443

If you have any questions or problems regarding your sales transaction or comments about the online store, please contact customer service via email or call 612-830-9042.

[Continue Shopping]

If problems occur while downloading please contact Customer Service or (612) 830-9042

[redacted] Online Store [redacted]

Shipping Information

In order for us to determine shipping costs, please select your location. If there are any inconsistencies with this information, your order will be delayed. Note that UPS-Ground shipments are only made in the Continental U.S.

Select Your Location: Select Your Location

Select Shipping Method Select Shipping Method

Continue

[Home] [About Us] [Products] [News & Events] [The Gallery] [Help Desk] [Index]

If problems occur while downloading please contact Customer Service or (612) 830-9042

[redacted]

Online Store

Here is your shopping basket

The shopping basket is a temporary location for you to use while browsing through our products. The shopping basket has a life of 1 hour or whenever you quit your browser application. If you come back in the 1 hour period, you may find that items still exist in your shopping basket. If you do not want these items, just click on the item number and the item will be deleted.

Delete Item ?	Product Number	Description	Quantity	Operating System	Price	Delivery Via
Delete	LPI-5001-A1	PhotoVista	1	Power Macintosh	99.00	Physical Shipment
Delete	LPI-5000-A1	PhotoVista	1	Windows 95 and NT	79.00	Download
				Total:	178.00	

Like on track

[Continue Shopping] [Begin Order Process]

Note: If you live in Minnesota, tax will be charged upon the approval of your credit card.

Netscape Navigator 3.0 Users: When choosing to place order, you may receive an error "Document contains no data." To bypass this error, choose Options from the Netscape menu. Click on Security Preferences. Make sure that the checkbox next to Enable SSL v3 is not checked. Click on apply - ok. Then proceed to reload the page.

If problems occur while downloading please contact Customer Service or (612) 830-9042

DR

[redacted]

WinSite™ Software Store

Secure Online Shopping by Digital River, Inc.
Shop from 100455 Software Titles, Fonts, and Images!

[redacted]

OUR DEALER PRICE

Live Picture, Inc.
5617 Scotts Valley Drive Suite 180
Scotts Valley, CA. 95066
rossi@livepicture.com

To view detailed product information, please click on More Info icon

[1 - 6] of 6 Product(s)

Product Name		Vendor	Mode	O/S	Type	Price	
Live Picture 2.6 Image Editor	more info	Live Picture, Inc.	FedEx	Mac		$349.00	BUY IT!
Live Picture XT Image Editor XTension for Quark	more info	Live Picture, Inc.	FedEx	Mac		$99.00	BUY IT!
PhotoVista (Serial Number Only) Unlocks demonstration version of PhotoVista	more info	Live Picture, Inc.	FedEx	Mac 95/NT		$79.00 $79.00	BUY IT! BUY IT!
PhotoVista version 1.01 - Downloadable Create 360 degree panoramic views in a snap	more info	Live Picture, Inc.	[redacted]	Mac 95/NT		$65.00 $65.00	BUY IT! BUY IT!
PhotoVista version 1.01 - Physical Shipment Macintosh and Windows 95/NT multi-platform CD-ROM	more info	Live Picture, Inc.	FedEx	Mac 95/NT		$65.00 $65.00	BUY IT! BUY IT!
RealSpace Image Server Complete Solution for Using LivePix Images	more info	Live Picture, Inc.	[redacted]	DOS		$979.00	BUY IT!

Search for products by product name or description.

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100455 Titles in stock.

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Copyright 1997 The WinSite Group, Inc>

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Your Credit Card has been charged: $156.56
The charge will appear on your CC as "TSI*DIGITAL RIVER INT"

HelpMasters 97!		1	Mac	The Net	None	None	None	
HelpMasters 97!		1	3.X	The Net	None	None	None	
HelpMasters 97!		1	95/NT	The Net	None	None	None	

Customer Number: 63658
Order Date: 30-APR-98
Order Number: 176558

1) **Thank You for your order!**

2) You have been sent an Email which provides your order details. Please follow the instructions in this Email if you have difficulty with your order.

3) If your product is distributed via the Internet, click on the product name to download it. We encourage you to make a backup copy to a ZIP drive, Floppy disks, etc., of the file that you download in case you have computer or hard disk problems.

4) If your product is to be shipped, you may update your **Shipping Address**, if shown above.

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Thank You For Your Purchase

Your Credit Card has been charged: $127.69
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Product Name	Resolution	Qty	O/S	Mode	Serial Number	Unlock Code	Tracking Number	
WebEdit Pro v.3		1	95/NT	The Net	WEN9-2031-741506	None	None	
Luckman's MicroHelp Zip		1	95/NT	The Net	MH61S74861500	None	None	

Customer Number: 63658
Order Date: 12-MAY-98
Order Number: 233846

1) **Thank You for your order!**

2) You have been sent an Email which provides your order details. Please follow the instructions in this Email if you have difficulty with your order.

3) If your product is distributed via the Internet, click on the product name to download it. We encourage you to make a backup copy to a ZIP drive, Floppy disks, etc., of the file that you download in case you have computer or hard disk problems.

4) If your product is to be shipped, you may update your **Shipping Address**, if shown above.

5) **If you experience problems** during a download, you may click the Customer Service button (below) to re-download your files.

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105064 Titles in stock.

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Product Name	Resolution	Qty	O/S	Media	Serial Number	Unlock Code	Tracking Number	
DynaLab - Single Copy License		1	Windows	The Net	None	None	None	
DynaLab - 10 Copy License		1	Windows	The Net	None	None	None	
Dynamics - Single Copy License		1	Windows	The Net	None	None	None	
Dynamics - 10 Copy License		1	Windows	The Net	None	None	None	
Order - Single Copy License		1	Windows	The Net	None	None	None	
Order - 10 Copy License		1	Windows	The Net	None	None	None	

Customer Number: 63658
Order Date: 26-MAY-98
Order Number: 269231

1) **Thank You for your order!**

2) You have been sent an Email which provides your order details. Please follow the instructions in this Email if you have difficulty with your order.

3) If your product is distributed via the Internet, click on the product name to download it. We encourage you to make a backup copy to a ZIP drive, Floppy disks, etc., of the file that you download in case you have computer or hard disk problems.

4) If your product is to be shipped, you may update your **Shipping Address**, if shown above.

5) **If you experience problems** during a download, you may click the Customer Service button (below) to re-download your files.

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Software, Inc.

Thank You For Your Purchase

Your Credit Card has been charged: $69.23
The charge will appear on your CC as "TSI*DIGITAL RIVER INT"

Product Name	Re-Sourced	Qty	O/S	Mode	Serial Number	Unlocking Code	Tracking Number	
Kremlin Encryption Security Suite		1	95/NT	The Net	None	None	None	
Dbmail		1	95/NT	The Net	None	None	None	

Customer Number: 63658
Order Date: 11-MAY-98
Order Number: 228780

1) **Thank You for your order!**

2) You have been sent an Email which provides your order details. Please follow the instructions in this Email if you have difficulty with your order.

3) If your product is distributed via the Internet, click on the product name to download it. We encourage you to make a backup copy to a ZIP drive, Floppy disks, etc., of the file that you download in case you have computer or hard disk problems.

4) If your product is to be shipped, you may update your **Shipping Address**, if shown above.

5) **If you experience problems** during a download, you may click the Customer Service button (below) to re-download your files.

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To add product into your shopping basket, please click on product's Platform/Price.
To view detail product information, please click on Info icon, Info.

Product Name		Manufacturer	Mode	Platform/Price
All-Pro League Scheduler Version 2.1	Info	All-Pro Software	THE NET	Win 3.x - 59.95
StatTrak For BasketBall Version 2.02	Info	All-Pro Software	THE NET	Win 3.x - 49.95
StatTrak For Soccer Version 1.01	Info	All-Pro Software	THE NET	Win 3.x - 49.95
StatTrak For Volleyball Version 1.1	Info	All-Pro Software	THE NET	Win 3.x - 49.95
StatTrak For Hockey Version 1.01	Info	All-Pro Software	THE NET	Win 3.x - 49.95
All-Pro League Scheduler Version 2.1	Info	All-Pro Software	THE NET	Win 3.x - 59.95
StatTrak For Baseball Version 3.2	Info	All-Pro Software	THE NET	Win 3.x - 49.95
All Pro Tournement Scheduler v1.0 Elimination charts for up to 64 teams	Info	All-Pro Software	THE NET	Win 95/NT - 59.95

Search Results: 8 matches.

Product Search

Find

Search for items by product name, description or manufacturer name.

To Top

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CyberNetworks, Inc. - 4631 Northwest 31st Avenue, Suite 265 - Ft. Lauderdale, FL.33309

Matchup Baseball

Thank You For Your Purchase

Your Credit Card has been charged: $53.25
The charge will appear on your CC as "TSI*DIGITAL RIVER INT"

Product Name	Resolution	Qty	O/S	Mode	Serial Number	Unlock Code	Tracking Number	
Matchup Baseball		1	3.X	The Net	None	None	None	
Matchup Basketball		1	3.X	The Net	None	None	None	
Matchup Hockey		1	3.X	The Net	None	None	None	
Reader Doubler		1	3.X	The Net	None	None	None	

Customer Number: 63658
Order Date: 06-MAY-98
Order Number: 205577

1) **Thank You for your order!**

2) You have been sent an Email which provides your order details Please follow the instructions in this Email if you have difficulty with your order.

3) If your product is distributed via the Internet, click on the product name to download it. We encourage you to make a backup copy to a ZIP drive, Floppy disks, etc., of the file that you download in case you have computer or hard disk problems

4) If your product is to be shipped, you may update your **Shipping Address**, if shown above.

5) **If you experience problems** during a download, you may click the Customer Service button (below) to re-download your files.

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Markus Friberg DATA

Thank You For Your Purchase

Your Credit Card has been charged: $30.89
The charge will appear on your CC as "TSI*DIGITAL RIVER INT"

Product Name	Resolution	Qty	O/S	Mode	Serial Number	Unlock Code	Tracking Number	
Equation Grapher		1	95/NT	The Net	Provided by Vendor	None	None	

Customer Number: 63658
Order Date: 06-MAY-98
Order Number: 206822

1) **Thank You for your order!**

2) You have been sent an Email which provides your order details. Please follow the instructions in this Email if you have difficulty with your order.

3) If your product is distributed via the Internet, click on the product name to download it. We encourage you to make a backup copy to a ZIP drive, Floppy disks, etc., of the file that you download in case you have computer or hard disk problems.

4) If your product is to be shipped, you may update your **Shipping Address**, if shown above.

5) **If you experience problems** during a download, you may click the Customer Service button (below) to re-download your files.

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ARCaine Technology

Ready to Download

Click on item to download it.

2COL Plus WFW and WP macro	DOS
JETCOL Plus WFW and WP macro	Win
2COL Prof	DOS
JETCOL Prof	DOS
2MENU	Win
ClipNfile	Win
2COL Plus 2MENU	Win
JETCOL Plus 2MENU	Win
2COL Prof Plus 2COL Plus 2MENU	Win
JETCOL Pro Plus JETCOL Plus 2MENU	Win
2COL plus ClipNfile	Win
JETCOL plus ClipNfile	Win

During your download, you may experience problems such as a disconnected phone line, a system crash, etc. Remember that you will be able to re-download these files by going to the customer service URL of: During your download, you may experience problems such as a disconnected phone line, a system crash, etc. Remember that you will be able to re-download these files by going to the customer service URL of:

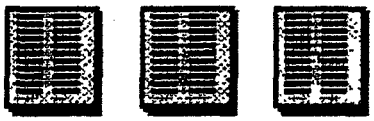
http://www3.digitalriver.com/cgi-bin/Tango.cgi/digitalriver/customerservice.qry?function=form

You will be required to provide a user ID, password, order number and customer number in order to re-initiate your download(s).

Almost all of the files available here are encoded with StuffIt Expander for Macintosh or PKZip for DOS/Windows.

Return to the Home Page

ARCaine Technology



Here is your shopping basket

The Shopping Basket is a temporary location for you to use while browsing through our products. The Shopping Basket has a life of 1 hour. If you come back within that period, you may find that some items still exist. If you do not want these items, just click on the item number and the item will be deleted.

Product Number	Description	Quantity	Operating System	Price
ARC-60001-A1	2COL Plus WFW and WP macro	1	Win	33.95
ARC-60002-A1	[redacted]	1	DOS	41.95
ARC-60003-A1	2COL Prof	1	DOS	55.00
ARC-60004-A1	JETCOL Prof	1	Win	65.00
ARC-60005-A1	2MENU	1	Win	18.00
ARC-60006-A1	ClipNfile	1	Win	20.00
ARC-60007-A1	2COL Plus 2MENU	1	Win	41.95
ARC-60008-A1	JETCOL Plus 2MENU	1	Win	49.95
ARC-60009-A1	2COL Prof Plus 2COL Plus 2MENU	1	Win	51.95
ARC-60010-A1	JETCOL Pro Plus JETCOL Plus 2MENU	1	DOS	59.95
ARC-60011-A1	2COL plus ClipNfile	1	Win	48.95
ARC-60012-A1	JETCOL plus ClipNfile	1	DOS	0.00
			Total:	486.65

41.98
15.02
56.08

Note: If you live in **Minnesota**, tax will be charged upon the approval of your credit card.

To Delete an item, click on the Product Number.

[Continue Shopping]

AOL, CompuServe, CyberDog, Prodigy: Please use the "Place Order - Unsecure Page" option as these browsers do not support SSL.

[Place Order - Unsecure Page] [Place Order - Secure Page]

ARCaine Technology

Welcome to ARCaine Technology Electronic Ordering!!

- 2COL Plus WFW and WP macro - Supports dotmatrix, inkjet, and deskjet printers
  Platforms:
  - DOS
  - Windows

- 2COL Prof Plus 2COL Plus 2MENU - Supports dotmatrix, inkjet, and deskjet printer
  Platforms:
  - DOS
  - Windows

- 2COL plus ClipNfile - Supports laser printers and some deskjets
  Platforms:
  - Windows

- 2COL Plus 2MENU - Supports dotmatrix, inkjet, and deskjet printers
  Platforms:
  - Windows

- 2COL Prof - Supports dotmatrix, inkjet, and deskjet printers
  Platforms:
  - DOS
  - Windows

- 2MENU - 2COL and JETCOL interface for use with Windows
  Platforms:
  - Windows

- ClipNfile -
  Platforms:
  - Windows

- JETCOL Plus 2MENU - Supports laser printers and some deskjets
  Platforms:
  - Windows

- JETCOL Plus WFW and WP macro - Supports laser printers and some deskjets
  Platforms:
  - DOS
  - Windows

- JETCOL Prof - Supports laser printers and some deskjets
  Platforms:
  - DOS
  - Windows

- JETCOL Pro Plus JETCOL Plus 2MENU - Supports laser printers and some deskjets
  Platforms:
  - DOS
  - Windows

- JETCOL plus ClipNfile - Supports laser printers and some deskjets
  Platforms:
  - DOS

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Author Direct Shareware

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Product Name	Resolution	Qty	OS/Spec	Mode	Serial Number	Unlock Code	Tracking Number	
Schedule Wizard 98 5-User Plus Edition		1	95/NT	The Net	None	None	None	
URL Manager 98		1	95/NT	The Net	None	None	None	
Schedule Wizard 98 Plus Edition		1	95/NT	The Net	None	None	None	
Schedule Wizard 98 5-User NT Edition		1	95/NT	The Net	None	None	None	

Customer Number: 63658
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Order Number: 145060

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Product Name	Resolution	Qty	OS	Mode	Serial Number	Unlock Code	Activation Number	
Rink Rat for Windows		1	3.X	The Net	None	None	None	
MatchMaker for DOS		1	DOS	The Net	None	None	None	
Batter Up for DOS		1	DOS	The Net	None	None	None	
PlayMax for Soccer		1	95/NT	The Net	None	None	None	
PlayMax for Hockey		1	95/NT	The Net	None	None	None	

Customer Number: 63658
Order Date: 13-APR-98
Order Number: 142979

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BuenSoft Spanish 1.1

Back 4/98

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BuenSoft Spanish for Win 3x, Win 95		1	95	The Net	None	None	None	
BuenSoft Spanish for Win 3x, Win 95		1	3.X	The Net	None	None	None	

Customer Number: 63658
Order Date: 30-APR-98
Order Number: 176621

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3) If your product is distributed via the Internet, click on the product name to download it. We encourage you to make a backup copy to a ZIP drive, Floppy disks, etc., of the file that you download in case you have computer or hard disk problems.

4) If your product is to be shipped, you may update your **Shipping Address**, if shown above.

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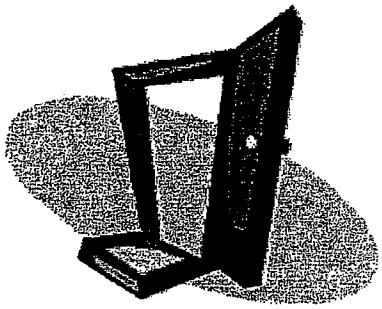

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DR000051

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<BASE HREF="http://www.1stsoftware.com/">

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Secure shopping for Business Software, Personal Software, Multimedia Software,
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much more.">
<META Name="KEYWORDS" Content="robot, download, Screen Saver, Downloadable Programs,
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Entertainment Software, Graphics Software, Home and Reference Software, Internet
Software, WWW Software, World Wide Web Software, HTML Software, Mutlimedia Software,
Productivity Software, Programming Tools, Programming Software, Scientific Software,
Screen Savers, Utilities, Tools, 123 Find It, 21 CENTURY MARKETING, 3DP Object
Technology, 3G Services, 47-TEK, 4C Solutions, 7Homebase, AI Internet Solutions, AJ
Enterprises, ARCaine Technology, ASD Software, ASP, Matrix Software, Abacus
International, Abbott Systems, Accents Images, Accu Knowledge, Acquired Knowledge,
Adage US, Adept Solutions, Adrenaline Software, Advanced Recognition Tech, Aha
Software, Aimsoft Development Corp, AlderGraf, Alexsys corporation, All-Pro
Software, Allegiant, Allen Communication">
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src="newi1.gif" border=0 width=53 height=13></a><p>
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GATEOFF>
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Click HERE<br>
to enter 1stSoftware<br>
</a>
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<b>
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</b>
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<li>Business
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<li>Networking
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<li>Programming Tools
<li>Scientific
<li>Screen Savers
<li>Utilities
<li>World Wide Web
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Click HERE to send us a<br>
message via e-mail!<br>
</a>
<p>

<a href="http://www.digitalriver.com/dr/v2/ec_MAIN.Entry?SID=1285&SP=10007&CID=0"
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<!-- FILE ARCHIVED ON 19990424094615 AND RETRIEVED FROM THE
<!-- INTERNET ARCHIVE ON 20060819223203.
<!-- JAVASCRIPT APPENDED BY WAYBACK MACHINE, COPYRIGHT INTERNET ARCHIVE.
<!-- ALL OTHER CONTENT MAY ALSO BE PROTECTED BY COPYRIGHT (17 U.S.C.
<!-- SECTION 108(a)(3)).

    var sWayBackCGI = "http://web.archive.org/web/19990424094615/";

    function xResolveUrl(url) {
       var image = new Image();
       image.src = url;
       return image.src;
    }
    function xLateUrl(aCollection, sProp) {
       var i = 0;
       for(i = 0; i < aCollection.length; i++) {
          if (typeof(aCollection[i][sProp]) == "string") {
           if (aCollection[i][sProp].indexOf("mailto:") == -1 &&
              aCollection[i][sProp].indexOf("javascript:") == -1) {
             if(aCollection[i][sProp].indexOf("http") == 0) {
                aCollection[i][sProp] = sWayBackCGI + aCollection[i][sProp];
             } else {
                aCollection[i][sProp] = sWayBackCGI +
xResolveUrl(aCollection[i][sProp]);
             }
          }
          }
       }
    }

    xLateUrl(document.getElementsByTagName("IMG"),"src");
    xLateUrl(document.getElementsByTagName("A"),"href");
    xLateUrl(document.getElementsByTagName("AREA"),"href");
    xLateUrl(document.getElementsByTagName("OBJECT"),"codebase");
    xLateUrl(document.getElementsByTagName("OBJECT"),"data");
    xLateUrl(document.getElementsByTagName("APPLET"),"codebase");
    xLateUrl(document.getElementsByTagName("APPLET"),"archive");
    xLateUrl(document.getElementsByTagName("EMBED"),"src");
    xLateUrl(document.getElementsByTagName("BODY"),"background");
    var forms = document.getElementsByTagName("FORM");
    if (forms) {
        var j = 0;
        for (j = 0; j < forms.length; j++) {
              f = forms[j];
              if (typeof(f.action)  == "string") {
                 if(typeof(f.method)  == "string") {
                     if(typeof(f.method) != "post") {
                        f.action = sWayBackCGI + f.action;
                     }
                  }
              }
        }
    }


//-->
</SCRIPT>

</HTML>
```

The Digital River REVIEW

February 1998

Digital River Emergency Contact Info

911 Line:
612-660-9961
Call this pager only to notify us of verified server outages. Our on-call technical support staff will get back to you within 15 minutes.

Customer Service:
1-800-656-5426,
service@digitalriver.com or
webmaster@digitalriver.com.

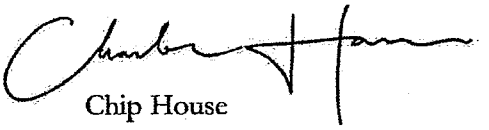
All of these go to our Customer Service staff who are trained to handle end-user ordering, downloading and installation questions. Forward all customer questions, problems, refunds, etc. to these numbers or e-mail addresses, and our staff will respond within 24 hours.

Digital River: Plumbing the Web

I have come to realize that this business is difficult to comprehend for most people of non-technical persuasion. Electronic Software Distribution is still new to many, even in our industry. Sure, shareware developers have been downloading files to their prospects years before GUI based Internet browsers even existed. Nevertheless, I have found it helpful to come up with some real-world metaphors that help me explain our business model.

You can look at Digital River as the "plumbers" behind the scene at your web site. Our seamless interface sits behind your web site and delivers the product to end-users. Like plumbing, when it works, you take it for granted. Every time you turn on the faucet, you expect water to come out, so you want to make sure you hire the right plumber to guarantee that your pipes are watertight and corrosion free. Often, in fact, you just want to make sure the water is flowing.

Similarly, at Digital River, we use our proprietary technology, and expertise in this industry to make sure your software pump is always running and your $$$$ are always flowing. Our hard work and commitment to serving your needs backs that up. You could say that we're the ones wearing tool belts, who don't mind getting messy, plugging leaks, or just hooking up more pipe if its necessary to keep the water flowing freely. We're experts at electronic software distribution; it's all we do, and we do it well. You have partnered with the right company for Internet software distribution. As tough and messy as this job can be, we actually like plumbing -- and we're good at it too.



Chip House
Senior Marketing Mananger

In This Issue:

- Cable and ADSL Battle for Bandwidth
- Search Engine Secret Weapon
- High Impact Web Design
- Business Resources on the Net

DR Digital River

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Product Title	Platform	Price	Upgrade S/N
CorelLINUX WordPerfect 7 product info	Linux	$85.00 USD	Buy encrypted key now Download 15-day trial application
Delivery Method : Downloadable			
Corel® WordPerfect® Suite 8.0 on CD-ROM product info	Windows® 95 Windows NT®	$299.99 USD	Add to Basket
Delivery Method : Physical Shipment			
Corel® WordPerfect® Suite 8.0 Upgrade on CD-ROM product info	Windows® 95 Windows NT®	$79.99 USD	Upgrade Information Upgrading From (Product Name) Serial # Required Add to Basket
Delivery Method : Physical Shipment			
Corel® WordPerfect® Professional 8.0 on CD-ROM product info	Windows® 95 Windows NT®	$359.99 USD	Add to Basket
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Corel® WordPerfect® Pro 8.0 Upgrade on CD-ROM product info	Windows® 95 Windows NT®	$149.99 USD	Upgrade Information Upgrading From (Product Name) Serial # Required Add to Basket
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product info

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product info

DOS

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Serial # Required

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product info

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Windows® 3.1x

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Windows® 3.1x Windows® 95 Windows NT®

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Corel® Office Professional

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7 Medical Ed. UPG on CD-ROM	Windows® 3.1x Windows® 95 Windows NT®	$199.99 USD	Information Upgrading From (Product Name) Serial # Required	Add to Basket

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128
32 MB RAM
20 MHz Proc

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PRODUCT

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Delete	CAP-60000-A1	Print House Magic™ Deluxe - Print House Magic™ Deluxe	Fed-Ex	45.99
Delete	CIS-60000-A1	CorelXARA™ 2.0 - Corel Internet Store	Downloadable	149.99
Delete	CMC-60000-A1	CorelDRAW 8 - CorelDRAW™ 8	Fed-Ex	459.99
Delete	CMC-60000-A1	CorelDRAW 8 - CorelDRAW™ 8	Fed-Ex	459.99
Delete	CMC-60000-A1	CorelDRAW 8 - CorelDRAW™ 8	Fed-Ex	459.99
Delete	PCD25011		Downloadable	29.99
Delete	PCD25012		Downloadable	39.99
			Shipping: to Canada or U.S. only	19.95
			Total:	1665.88

DISPLAY:
- THUMBNAIL
- PRODUCT NAME
- PRODUCT NUMBER

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Remove from Basket	Product	Type	Delivery	Price
Delete	Print House Magic™	Windows® 3.x, 95	Federal Express 2 Day	29.99
Delete	Corel® WordPerfect® 8 Language Module	Windows® 3.x, 95	Federal Express 2 Day	44.99
Delete	Corel Print House™	Macintosh	Federal Express 2 Day	29.99
			Shipping: to Canada or U.S. only	12.95
			Total:	117.92

* All prices are in US dollars. Your Order Number is: **532423**

* CONTINUE SHOPPING * ORDER - SECURE

To Order by Phone: Please call **1-800-656-5443** and be prepared to give the operator your order number. Your order number is: **532423.** The operator will need your order number to process your order as it is shown above. Please have your credit card ready when you call. If your product is downloadable, the operator will give you a web address to which you can go to download the item(s) you've purchased. If your product is to be delivered by physical shipment, the operator will verify the shipping method and shipping charges with you.
Order line hours are Monday-Friday, 9:30 a.m. to 6:00 p.m. Eastern Standard Time.

Order line hours are Monday-Friday, 9:30 a.m. to 6:00 p.m. Eastern Standard Time.

To Order On-Line: Click the **"Order-Secure"** link above to place an order via our secure servers. Your personal information is secured using Secure Socket Layer (SSL) technology. If your browser does not support SSL, while we recommend you place all orders by phone, you may order using the non-secure order form.

Note: Residents of Minnesota will be charged applicable tax upon credit card approval.

Monday 11/10/97
~~Friday 11/7/97~~

Corel

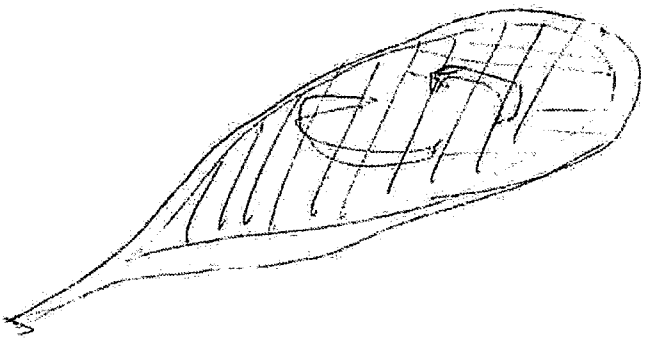
Yumna Khanzada

1) Phone Ordering
2) Short Action Items Monday - Early Tuesday
3) Corel Draw 8 Registration - Rebate
   - Corel Draw Registration Process
   - Generate Password.
   - Record & Store Credit for 1 year

#8 Online Registration - Mirror of page on Corel.com

Contact Linda Smith to clarify relationship between ~~items~~ projects #6 and #8
as per Jim Morris #6 and #8 are same thing

~~Hello, World~~



COREL For UNIX WordPerfect

Corel WordPerfect for UNIX/Linux

Demonstration and Evaluation Software via FTP Download

Corel WordPerfect for UNIX/Linux demonstration software is provided as is. Corel and/or SDC do not make any warranties regarding this software. All demo files may be downloaded directly from FTP.COREL.COM. Corel WP 7 for Linux is available at ftp.turbolinux.com/pub/linux/corelwp. This site supports the "reget" command and offers high internet bandwidth.

Corel WordPerfect 7 for UNIX/Linux

CWP 7 demo software is fully functional for 30 days from the date of installation. The Linux demo has a 15 day evaluation period.

HP-UX 10.20
IBM AIX 4.1.4
SCO OpenServer 5.0.0
Sun SPARC Solaris 2.5
Sun SPARC SunOS 4.1.x
Sun Solaris x86 2.5.1
Digital Unix 3.2g, 4.0x
Linux (Tested on OpenLinux, RedHat and Slackware)

To cust_info page

Printer Drivers for WordPerfect for UNIX version 6 and version 7.

Corel WordPerfect 6.0/5.2+ for UNIX

CWP 6.0/5.2+ demo software does not have printing or file save functionality.

UNIX Platform	File Name	Size	Description
NCR SVR4 V3.0	ncr.tar.gz	49,015,729 bytes	tar file gzipped using -9
SGI IRIX 5.2	sgi.tar.gz	43,474,913 bytes	tar file gzipped using -9
UnixWare 2.01	unixware.tar.gz	50,419,108 bytes	tar file gzipped using -9

COREL WP LINUX Support Options Knowledge Base Linux Support User Discussion Download Area

COREL WordPerfect

Please enter in the following information:

First: ***(Required)***	Dan
Last: ***(Required)***	Conley
Title:	Software Engineer
Company:	Digital River
Address:	5198 W. 76th Street
Address:	
City:	Edina
State:	MN **Zip:** 55439 **Country:** US
Phone:	(612) 253-8494 ext 8427
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COREL for LINUX WordPerfect 7

Corel WordPerfect for Linux

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Corel WordPerfect for Linux demonstration software is provided as is. Corel and/or SDC do not make any warranties regarding this software. Download the file then unzip the file (gunzip *filename*.tar.gz).
Untar the file (tar -xvf *filename*.tar).
Execute the Runme file to start the installation program.

Download	File Name	Size
WordPerfect 7 for X Windows (Mirror by www.turbolinux.com) WordPerfect 7 for X Windows (Location SDC)	linuxgui.tar.gz	Approx 36 mb
WordPerfect 7 for X Windows(Split) (Mirror by www.turbolinux.com) WordPerfect 7 for X Windows(Split) (Location SDC)	WordPerfect executable broken down into files 5 mb and under.	
Printer Drivers for WordPerfect for Linux.		
WordPerfect 7 Online Manual (Mirror by www.turbolinux.com) WordPerfect 7 Online Manual (Location SDC)	manual.tar.gz	Approx 18 mb
WordPerfect 7 Graphics (Mirror by www.turbolinux.com) WordPerfect 7 Graphics (Location SDC)	graphics.tar.gz	Approx 80 kb
WordPerfect 7 Software Developers Kit (Mirror by www.turbolinux.com) WordPerfect 7 Software Developers Kit (Location SDC)	sdk.tar.gz	Approx 1 mb

Language Files (X Windows)		
Canadian English (Mirror by www.turbolinux.com) Canadian English (Location SDC)	linuxceg.tar.gz	Approx 9 mb
Canadian French (Mirror by www.turbolinux.com) Canadian French (Location SDC)	linuxcfg.tar.gz	Approx 14 mb
German (Mirror by www.turbolinux.com) German (Location SDC)	linuxdeg.tar.gz	Approx 9 mb
Spanish (Mirror by www.turbolinux.com) Spanish (Location SDC)	linuxesg.tar.gz	Approx 38 mb
French (Mirror by www.turbolinux.com) French (Location SDC)	linuxfrg.tar.gz	Approx 10 mb
Italian (Mirror by www.turbolinux.com) Italian (Location SDC)	linuxitg.tar.gz	Approx 10 mb
Dutch (Mirror by www.turgolinux.com) Dutch (Location SDC)	linuxnlg.tar.gz	Approx 10 mb
OZ (Mirror by www.turbolinux.com) OZ (Location SDC)	linuxozg.tar.gz	Approx 14 mb
UK (Mirror by www.turbolinux.com) UK (Location SDC)	linuxukg.tar.gz	Approx 10 mb
Language Files (Character Terminals)		
Canadian English	linuxcec.tar.gz	4,894,584

DFNDT 0005181

Canadian French	linuxcfc.tar.gz	4,410,281
German	linuxdec.tar.gz	3,239,546
Spanish	linuxesc.tar.gz	3,107,685
French	linuxfrc.tar.gz	3,222,147
Italian	linuxitc.tar.gz	3,284,757
Dutch	linuxnlc.tar.gz	3,248,817
OZ	linuxozc.tar.gz	5,068,052
UK	linuxukc.tar.gz	3,542,899

(Note -- All of the files are tar files that have been gzipped using the -9 option)

If for some reason you cannot download the software or if you would simply prefer a CDROM, you may purchase a CDROM version. Click here to purchase the evaluation CDROM.

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<h4>Demonstration and Evaluation Software via FTP Download</h4>

<p>Corel WordPerfect for Linux demonstration software is provided as is.
Corel and/or SDC do not
make any warranties regarding this software.

   Download the file then unzip the file (gunzip <I>filename</i>.tar.gz).<br>
   Untar the file (tar -xvf <I>filename</i>.tar).<br>
   Execute the Runme file to start the installation program.
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( Note -- All of the files are tar files that have been gzipped using the -9
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If for some reason you cannot download the software or if you would simply
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 CDROM, you may purchase a CDROM version.
<A HREF="https://www.sdcorp.com/wplinux/democd.html">Click here</a> to
purchase the evaluation CDROM.
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DIGITAL RIVER

from page 3

Digital River, Ronning said, has spent the past few years getting licenses to distribute the software products of various companies; to date, more than 1,200 companies have licensed the rights to more than 100,000 titles. Most of these are stored on Digital River's massive server, and then downloaded to the customer over the Internet once the customer has made the e-commerce purchase of the software.

"Software is an ideal [product] for sales over the Internet," said Bill Burnham, senior research analyst for electronic commerce at Minneapolis-based Piper Jaffray Inc. "It's going to take a few years. A lot of it depends on the available bandwidth."

The database is also designed to allow different points of entry; for example, a consumer might visit a software publisher's site. When this person wants to make a purchase, a link from the developer to Digital River's server shows the customer just that publisher's products. On the other hand, visitors to a retailer site will be able to view all the titles that retailer sells. In this way, Digital River can slice and dice the database to serve a variety of customers.

"There's a big advantage from the publisher side," said Chip House, senior marketing manager for Digital River. "There's greatly reduced cost to bring a product to market, and a greatly reduced time to market. It allows them to pass the savings on to the customer." House said Digital River recommends that its publisher clientele offer software over the Internet at costs 10 percent to 20 percent below in-store costs. "We want to make it a preferred mode of shopping."

"[Ronning] has really got sort of a holistic service offering," Burnham said. "If you want to sell over the Internet, [Digital River] can make it happen. You're going to see a whole new breed of behind-the-scenes electronic commerce firms."

The $13 million private placement, meanwhile, is Digital River's third: The first was the initial $1 million round, and the second raised $4.5 million last summer. The latest round, Ronning said, will be the last before an IPO, and will pay for the move to new headquarters and the opening of offices in London and Japan before year's end.

"Right now, we are the world's largest source for distributing software on the Internet," said Ronning. "Not only do we have the tactical side, but we also have the funding." With customers like Oracle and IBM, he said, Digital River has customers that "care that we're well-funded."

House said Digital River intends to grow from 1,000-plus publisher sites and 150 retailer/reseller sites today to more than 2,000 publishers and 1,000 retailer/resellers by the end of the year.

As a bandwidth-dependent company, Digital River also finds it must invest in technology. The huge server will soon be hooked up to a DS3 line, which is equivalent to 45 T1 lines. Ronning said the company is performing about 700 transactions per day, and has revenues just shy of $1 million a month and growing; historically, the company has grown at 20 percent to 40 percent monthly. The company does offer physical delivery for some programs, including large, graphics-heavy games, since they would take far too long to download.

Minneapolis-based NetRadio also plans to sell software over the Internet, but it will physically mail the software to buyers. "It's not just the bandwidth speeds, it's also the types of people," said George Burr, director of marketing for NetRadio. "I know a lot of people who aren't real comfortable unless they go to Computer City" for a shrink-wrapped box of tangible software.

Digital River's clientele, he said, would logically include the tech-savvy who are comfortable paying for something they never physically handle. The tech-savvy "are obviously a growing market," Burr said. "But the Internet is attracting all types of people. We're filling [the needs] of other types."

Digital River points to estimates and surveys indicating that most software manufacturers expect electronic delivery to be a major part of their business by 2000, and a third of *Fortune* 1000 IT managers expect to acquire half of their software over the Internet by 1999.

Digital River's move to Eden Prairie will establish the company as its own entity. The symbiotic relationship with Tech Squared will continue, but Ronning said Digital River no longer needs the incubation or stability that Tech Squared, which sells Macintosh equipment, software and peripherals, provided to the startup. Ronning owns about half of Tech Squared, but said he will allow Tech Squared to run itself; his attention will be on Digital River. ■

Digital River CEO Joel Ronning said of IPO plans: "Our goal is to do it in '98, and sooner is probably better than later."

TECHNOLOGY $13M private placement builds revenue stream for relocating firm

Digital River plans an IPO this year

By Henry Breimhurst
Staff reporter

It's hard to refrain from making a water analogy when talking about Digital River Inc., especially given the activity at the Edina-based company.

Indeed, Digital River won't even be Edina-based by this June: The company, which has had its headquarters in the offices of majority shareholder Tech Squared Inc., is shipping out to an Eden Prairie location.

The company, which distributes software and other digital products over the Internet, has meanwhile seen its trickle of clients grow to a flood, and with the ink on its most recent $13-million-plus private placement not yet dry, Digital River is already looking forward to a possible initial public offering (IPO) later this year.

While no date has been set nor filings made regarding the IPO, Digital River president and CEO Joel Ronning said it is clearly the next step. With the white-hot market for e-commerce stocks — witness the success of Amazon.com, N2K and last week's K-tel flurry — Ronning said his firm is on the radar screens of several major securities firms looking to take Digital River public.

"Our goal is to do it in '98, and sooner is probably better than later," Ronning said.

Digital River, Ronning said, has spent the past few years getting licenses to distribute the software products of various companies; to date, more than 1,200 companies have licensed the rights to more than 100,000 titles. Most of these are stored on Digital River's massive server, and then downloaded to the customer over the Internet once the customer has made the e-commerce purchase of the software.

DIGITAL to page 47

Digital River Contract Cover Sheet

Date 1-28-97 Product Mgr Chris Faris

Developer Name Octal Publications Ltd

Key Contact Geoff Wells

Phone # 905-725-0888 E-Mail Address octal@ican.net ~~magitech~~

WWW Address www.durhamweb.com/www

Contract Type: ESD_____ HOST_____ Fulfillment Dealer

List Products & Pricing Below:

COPY

DR149793

DIGITAL RIVER, INC.
DEALER AGREEMENT

This Agreement, made this 27th day of January, 1997, by and between DIGITAL RIVER, INC., a Minnesota corporation with offices located at 5198 West 76th Street, Edina, Minnesota 55439 (the Company), and Octal Publications Limited, a _____, with offices located at 14-391 Marwood Drive, Oshawa, Ont. L1H7P8 (the Dealer).

Premises

The Company is engaged in the business of electronically distributing products, including computer software to end users of such products (the End Users). The Dealer owns and operates the website (the Site) identified on Exhibit A, attached hereto and incorporated herein by reference, and is engaged in the business of soliciting orders from end users for the purchase of various products, including computer software. The Company desires to engage the services of the Dealer to facilitate the distribution of computer software, and the Dealer is willing to perform such services for the Company.

In consideration of the Premises, the mutual promises of the parties, and the mutual benefits to be gained by performance, it is agreed as follows:

1. Products - The Company distributes the products described on Exhibit A. Such products, as may from time to time be updated, modified, or enhanced, shall be collectively referred to as "the Products." The Company may from time to time, in its sole discretion, delete Products from this Agreement. In addition, the Company may from time to time, in its sole discretion, add Products to this Agreement, and any such added software products shall be considered to be part of the Products for the purposes of this Agreement.

2. Appointment of Dealer - The Company hereby appoints the Dealer to solicit orders for the sale of the Products. The Dealer shall maintain and continue to operate the Site. The Site shall prominently feature advertising and promotional information about the Products, together with instructions about the means by which the Products can be purchased. As may be requested by the Company, the Dealer shall consult and cooperate with the Company in connection with the design, content, format, and graphics that are a part of the advertising and promotion of the Products on the Site. The Dealer shall in each and every instance use its best efforts to promote the sale of the Products, and shall refrain from taking any actions that could impede the sale of the Products or injure the reputation and integrity of the Company.

3. Order and Delivery Process - The Dealer shall continuously maintain a link to "www.digitalriver.com." The Dealer shall pay the Company the one-time set-up fee specified on Exhibit A, and the Company shall provide reasonable assistance to the Dealer in establishing the aforementioned link and duplicating the Site. All orders for the Products shall be transmitted directly to the Company. The Company shall be responsible for the processing of payments made by End Users, payment of all applicable credit card transaction fees, payment and filing of all applicable taxes, and for the delivery of the Products to the End Users.

4. Commissions - The Dealer shall be paid a commission based on a percentage of net sales of the Products. The commission rate shall be as specified in Exhibit A. Within thirty (30) days after the end of each month the Company will remit commissions to the Dealer based on amounts actually received by the Company during the immediately preceding month. As used in this Agreement, the term "net sales" shall mean the actual amount paid by an End User for the Products, reduced by sales and use taxes and delivery charges. The Company may from time to time adjust the amount of commissions payable to the Dealer based on returns, refunds, and exchanges.

5. Term - Subject to the provisions of Section 13, the initial term of this Agreement shall commence on the date of its execution and continue for a period of one (1) year thereafter. Unless the Company provides written notice of termination to the Dealer prior to the expiration of the initial term or any renewal term, this Agreement shall automatically be renewed for successive one (1) year terms.

6. Monthly Sales Requirement - On a monthly basis, the Dealer shall sell the amount of the Products specified on Exhibit A. In the event the Dealer fails to sell such amount, the Dealer shall pay the Company a sales fee in the amount specified on Exhibit A. In the discretion of the Company, the amount of the sales fee may be offset against future commissions payable to the Dealer.

7. End User Information - Within thirty (30) days after the end of each month the Company shall provide the Dealer with the Company's list of customers and End Users that purchased the Products through the Dealer's Site during the immediately preceding month (the Customer List). The Dealer shall have the right to use the Customer List in connection with its sales and marketing activities. The Dealer shall not reproduce or distribute the Customer List without the consent of the Company, and the Customer List may not be sold or otherwise transferred to any other person or organization.

8. Confidential Information - All of the trade secrets and other confidential information relating to the Company and the Products,

including without limitation, methods, processes, configurations, intended uses, marketing plans, financial information, business plans, the Customer List, and inventory information shall be maintained in confidence, and the Dealer shall not, during the term of this Agreement or subsequent to the termination of this Agreement, divulge to any other person or organization, or use in any manner whatsoever, directly or indirectly, for any reason whatsoever, any of the trade secrets or confidential information relating to the Company and the Products without receiving the prior written consent of the Company. The Dealer shall take such actions as may be necessary to ensure that its employees and agents are bound by the provisions of this Section.

9. Distribution Restrictions - The Company shall be the exclusive electronic supplier of the Products for the Dealer at the Site. At the Site, or through the use of similar electronic distribution systems, the Dealer shall refrain from advertising or promoting the electronic sale of the Products by other persons or organizations.

10. Nature of Relationship - The Dealer shall be an independent contractor and not an employee of the Company. The Dealer shall not represent or imply to any person or organization that this Agreement authorizes it to act as an agent or on behalf of the Company, other than as provided for in this Agreement. The Company shall not be obligated by any agreement, representation, or warranty made by the Dealer, nor shall the Company be obligated for damages to any person or organization for personal injuries or property damage directly or indirectly arising out of the conduct of the Dealer.

11. Indemnification - The Company and the Dealer shall indemnify, defend, and hold harmless each other and their successors and assigns from and against any and all manner of action or actions, suits, claims, damages, judgments, levies, and executions, including reasonable attorneysí fees, whether known or unknown, liquidated or unliquidated, fixed, contingent, direct or indirect, that relate to the conduct of their respective businesses or the breach of any of their respective obligations under this Agreement.

12. Programming Services - As may be requested by the Dealer, the Company may from time to time provide computer programming services to the Dealer. The provision of any such computer programming services by the Company shall be on such terms and conditions as may be mutually agreed upon by the Dealer and the Company.

13. Termination - The Company shall have the right to immediately terminate this Agreement in the event the Dealer fails to substantially perform any of its material obligations under this Agreement; suspends or terminates the conduct of its business; or initiates or has initiated against it,

any act, process, or proceeding under any insolvency law, the Federal Bankruptcy Act, or any other statute or law providing for the modification or adjustment of the rights of creditors.

14. Miscellaneous - Injunctive or other equitable relief shall be a remedy available to the Company in the event of a breach of any provision of this Agreement by the Dealer. In no event shall the Company's liability to the Dealer exceed the aggregate amount of commissions paid to the Dealer by the Company during the one (1) year period immediately preceding the date of termination of this Agreement. Any notices required or permitted to be given under this Agreement shall be sufficient if in writing and personally delivered or sent by certified mail to the address of the other party at the address set forth herein. The Dealer may not assign its rights or delegate its duties hereunder without receiving the prior written consent of the Company. The waiver of any provision or the breach of any provision of this Agreement shall not be effective unless expressly made in writing. This Agreement shall be governed by the laws of the State of Minnesota in the United States. For the purpose of resolving conflicts related to or arising out of this Agreement, the parties expressly agree that venue shall be in the State of Minnesota only, and, in addition, the parties hereby consent to the jurisdiction of the federal and state courts in the State of Minnesota. In the event any portion of this Agreement shall be held to be invalid, the same shall not affect in any respect whatsoever, the validity of the remainder of this Agreement. This Agreement sets forth the entire understanding between the parties, there being no terms, conditions warranties, or representations other than those contained in this Agreement, and no amendments shall be valid unless made in writing and signed by the parties to this Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

THE COMPANY:
DIGITAL RIVER, INC.

By:

Its:

THE DEALER:

By: Geoffrey C. Wells

Its: C.E.O.

DR149797

546

http://web.archive.org/web/19961231221718/http://www.ffg.com/internet.html

ForeFront: Products | Sales Information | F5: Home | Welcome To Miram...

INTERNET ARCHIVE WayBackMachine BETA

http://www.ffg.com/internet.html Go

28 captures
31 Dec 96 - 6 Mar 10

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1995 31 1996 1998

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FIND IT!

WebSeeker
Search more than 100 of the most popular search engines at once! WebSeeker retrieves search results, sorts them, removes duplicates and allows you to visit, manipulate, monitor, and more.

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WebWhacker
The ultimate off-line browser! Download single pages, groups of pages, or entire sites from the World Wide Web and surf from your local desktop without an Internet connection.

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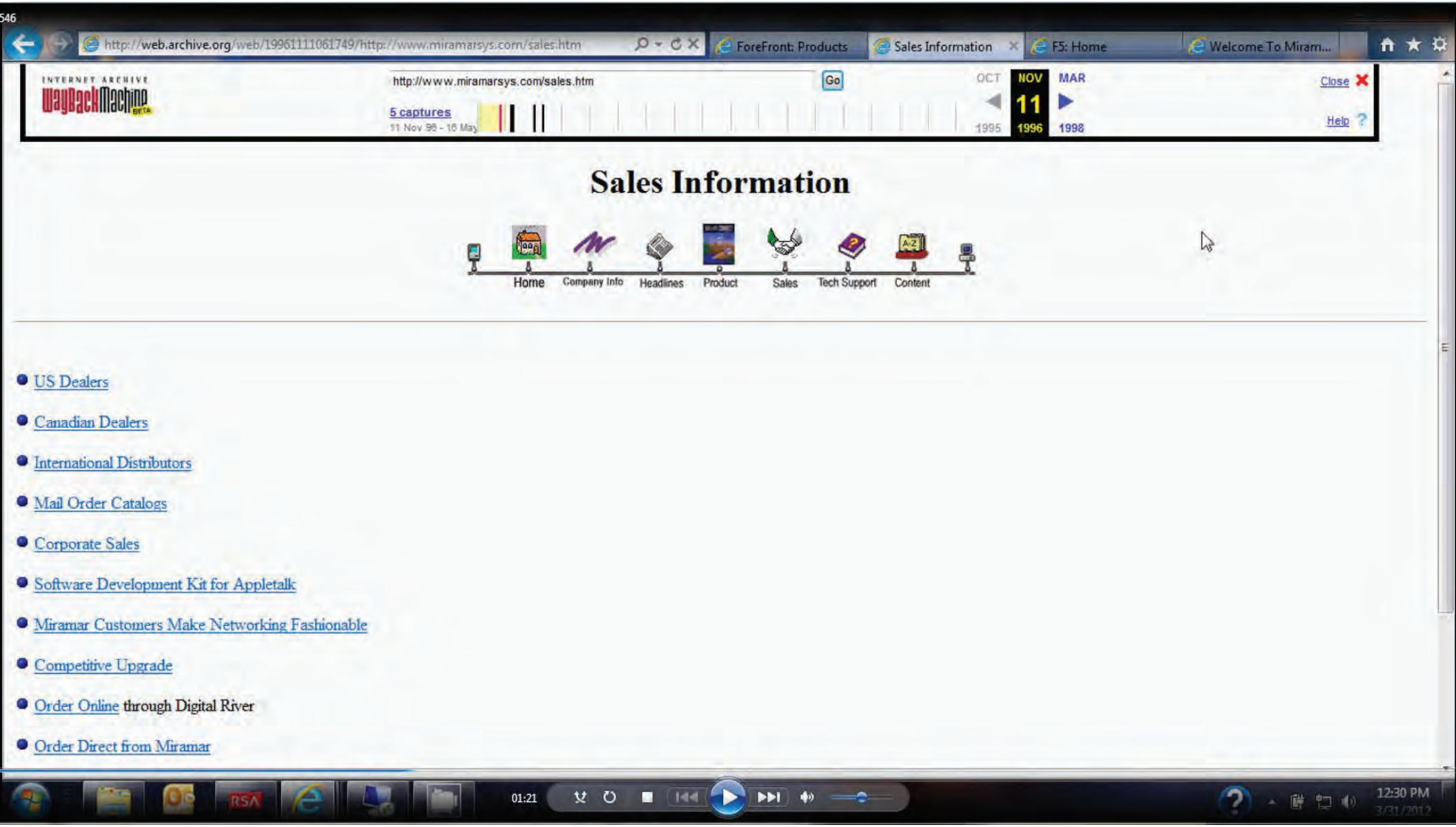
Dramatically expand the printing capabilities of your Internet browser. The printing solution for the online world, WebPrinter effortlessly turns Web pages into attractive paper-saving booklets.

00:00

12:29 PM
3/31/2012


http://web.archive.org/web/19961111061749/http://www.miramarsys.com/sales.htm
ForeFront Products
Sales Information
F5: Home
Welcome To Miram...
INTERNET ARCHIVE
WayBackMachine
http://www.miramarsys.com/sales.htm
Go
5 captures
11 Nov 96 - 16 May
OCT
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Close
Help
Sales Information
Home
Company Info
Headlines
Product
Sales
Tech Support
Content
US Dealers
Canadian Dealers
International Distributors
Mail Order Catalogs
Corporate Sales
Software Development Kit for Appletalk
Miramar Customers Make Networking Fashionable
Competitive Upgrade
Order Online through Digital River
Order Direct from Miramar
01:21
12:30 PM

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http://web.archive.org/web/19961111060938/http://www.miramarsys.com/

ForeFront Products | Miramar Systems,... | F5: Home | Welcome To Miram...

INTERNET ARCHIVE WayBack Machine BETA

http://www.miramarsys.com/ Go

125 captures
11 Nov 96 - 14 Ju

OCT NOV DEC
1995 11 1996 1997

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Intelligent Networking Between PCs and Macs

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MacUser November 1995

MW ★★★★

"Simply the Best AppleTalk For Windows product you can buy."

MacUser - Nov. '95

Miramar Systems, Inc. - Nov. 1996

PC MACLAN Version 6.0 now shipping!!

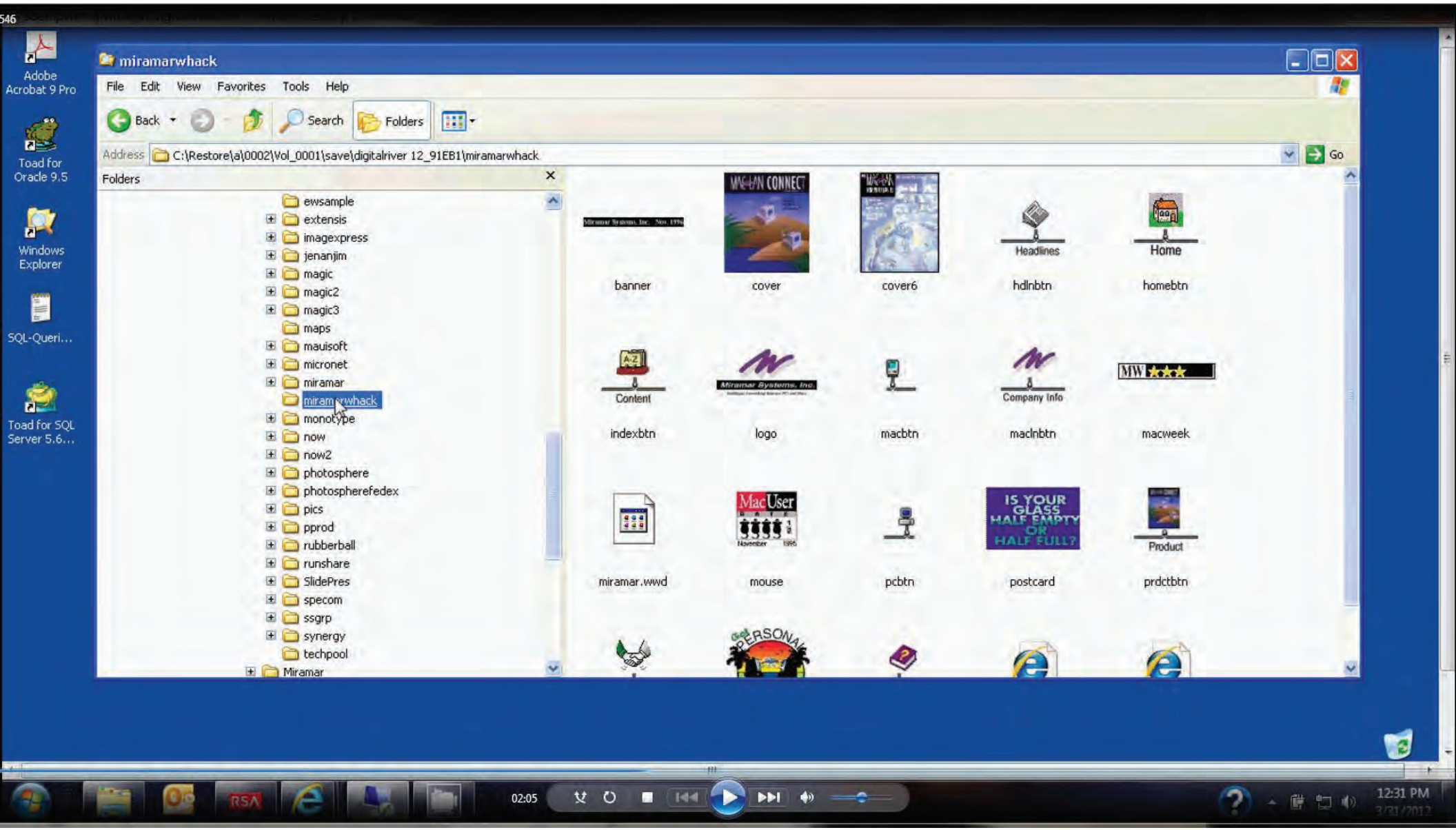
By combining the benefits of Windows 95 and Macintosh OS into one powerful networking resource, PC MACLAN lets you redefine your environment and..... "Make your own rules!"

PC MACLAN - IT'S COMING TO A TV SET NEAR YOU

"COMPETITIVE UPGRADE OFFER "

01:25

12:30 PM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Adobe Acrobat 9 Pro
Toad for Oracle 9.5
Windows Explorer
SQL-Queri...
Toad for SQL Server 5.6...
miramarwhack
File Edit View Favorites Tools Help
Back Search Folders
Address C:\Restore\a\0002\Vol_0001\save\digitalriver 12_91EB1\miramarwhack
Go
Folders
ewsample
extensis
imagexpress
jenanjim
magic
magic2
magic3
maps
mauisoft
micronet
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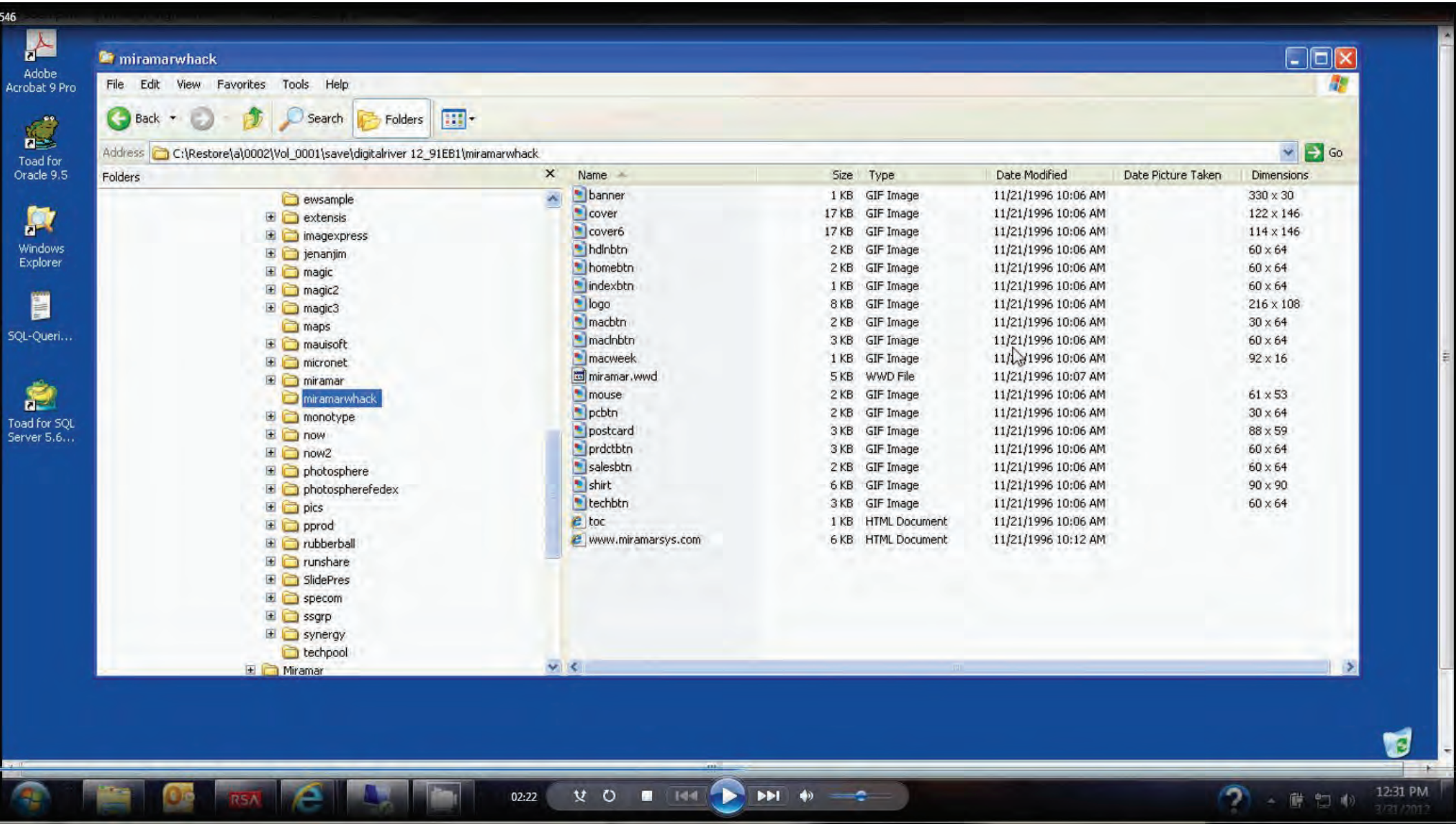
pics
pprod
rubberball
runshare
SlidePres
specom
ssgrp
synergy
techpool
Miramar
banner
cover
cover6
hdlnbtn
homebtn
indexbtn
logo
macbtn
maclnbtn
macweek
miramar.wwd
mouse
pcbtn
postcard
prdctbtn
Headlines
Home
Content
Company Info
Product
IS YOUR GLASS HALF EMPTY OR HALF FULL?
02:05
12:31 PM


546
Adobe Acrobat 9 Pro
Toad for Oracle 9.5
Windows Explorer
SQL-Queri...
Toad for SQL Server 5.6...
miramarwhack
File Edit View Favorites Tools Help
Back Search Folders
Address C:\Restore\a\0002\Vol_0001\save\digitalriver 12_91EB1\miramarwhack
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Folders
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magic3
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mauisoft
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photospherefedex
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pprod
rubberball
runshare
SlidePres
specom
ssgrp
synergy
techpool
Miramar
Name Size Type Date Modified Date Picture Taken Dimensions
banner 1 KB GIF Image 11/21/1996 10:06 AM 330 x 30
cover 17 KB GIF Image 11/21/1996 10:06 AM 122 x 146
cover6 17 KB GIF Image 11/21/1996 10:06 AM 114 x 146
hdlnbtn 2 KB GIF Image 11/21/1996 10:06 AM 60 x 64
homebtn 2 KB GIF Image 11/21/1996 10:06 AM 60 x 64
indexbtn 1 KB GIF Image 11/21/1996 10:06 AM 60 x 64
logo 8 KB GIF Image 11/21/1996 10:06 AM 216 x 108
macbtn 2 KB GIF Image 11/21/1996 10:06 AM 30 x 64
maclnbtn 3 KB GIF Image 11/21/1996 10:06 AM 60 x 64
macweek 1 KB GIF Image 11/21/1996 10:06 AM 92 x 16
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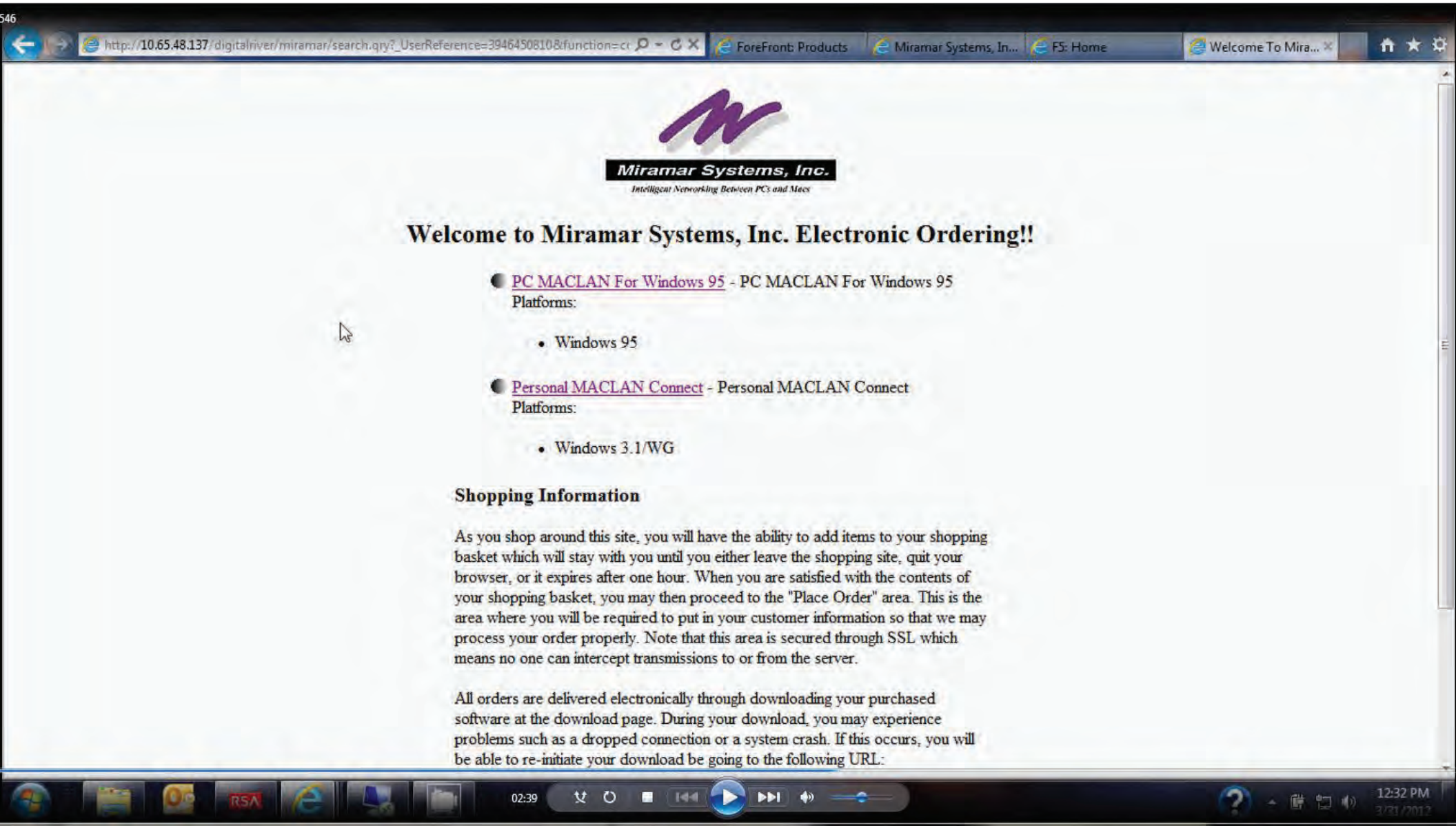
mouse 2 KB GIF Image 11/21/1996 10:06 AM 61 x 53
pcbtn 2 KB GIF Image 11/21/1996 10:06 AM 30 x 64
postcard 3 KB GIF Image 11/21/1996 10:06 AM 88 x 59
prdctbtn 3 KB GIF Image 11/21/1996 10:06 AM 60 x 64
salesbtn 2 KB GIF Image 11/21/1996 10:06 AM 60 x 64
shirt 6 KB GIF Image 11/21/1996 10:06 AM 90 x 90
techbtn 3 KB GIF Image 11/21/1996 10:06 AM 60 x 64
toc 1 KB HTML Document 11/21/1996 10:06 AM
www.miramarsys.com 6 KB HTML Document 11/21/1996 10:12 AM
02:22
12:31 PM


546
http://10.65.48.137/digitalriver/miramar/search.qry?_UserReference=3946450810&function=cr
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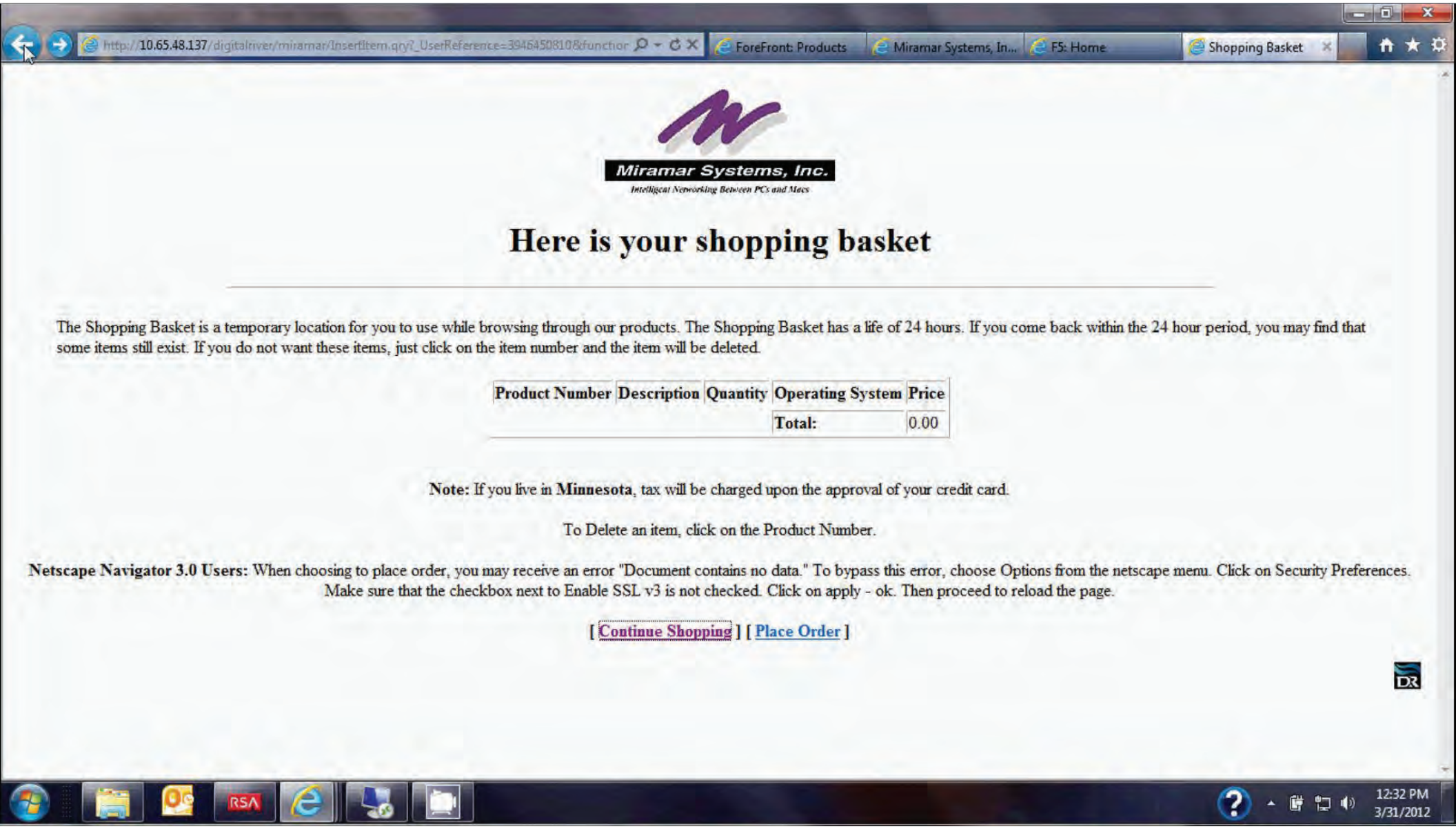
PC MACLAN For Windows 95 - PC MACLAN For Windows 95
Platforms:
Windows 95
Personal MACLAN Connect - Personal MACLAN Connect
Platforms:
Windows 3.1/WG
Shopping Information
As you shop around this site, you will have the ability to add items to your shopping basket which will stay with you until you either leave the shopping site, quit your browser, or it expires after one hour. When you are satisfied with the contents of your shopping basket, you may then proceed to the "Place Order" area. This is the area where you will be required to put in your customer information so that we may process your order properly. Note that this area is secured through SSL which means no one can intercept transmissions to or from the server.
All orders are delivered electronically through downloading your purchased software at the download page. During your download, you may experience problems such as a dropped connection or a system crash. If this occurs, you will be able to re-initiate your download be going to the following URL:
02:39
12:32 PM


http://10.65.48.137/digitalriver/miramar/InsertItem.qry?_UserReference=3946450810&functior
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Miramar Systems, In...
F5: Home
Shopping Basket
Miramar Systems, Inc.
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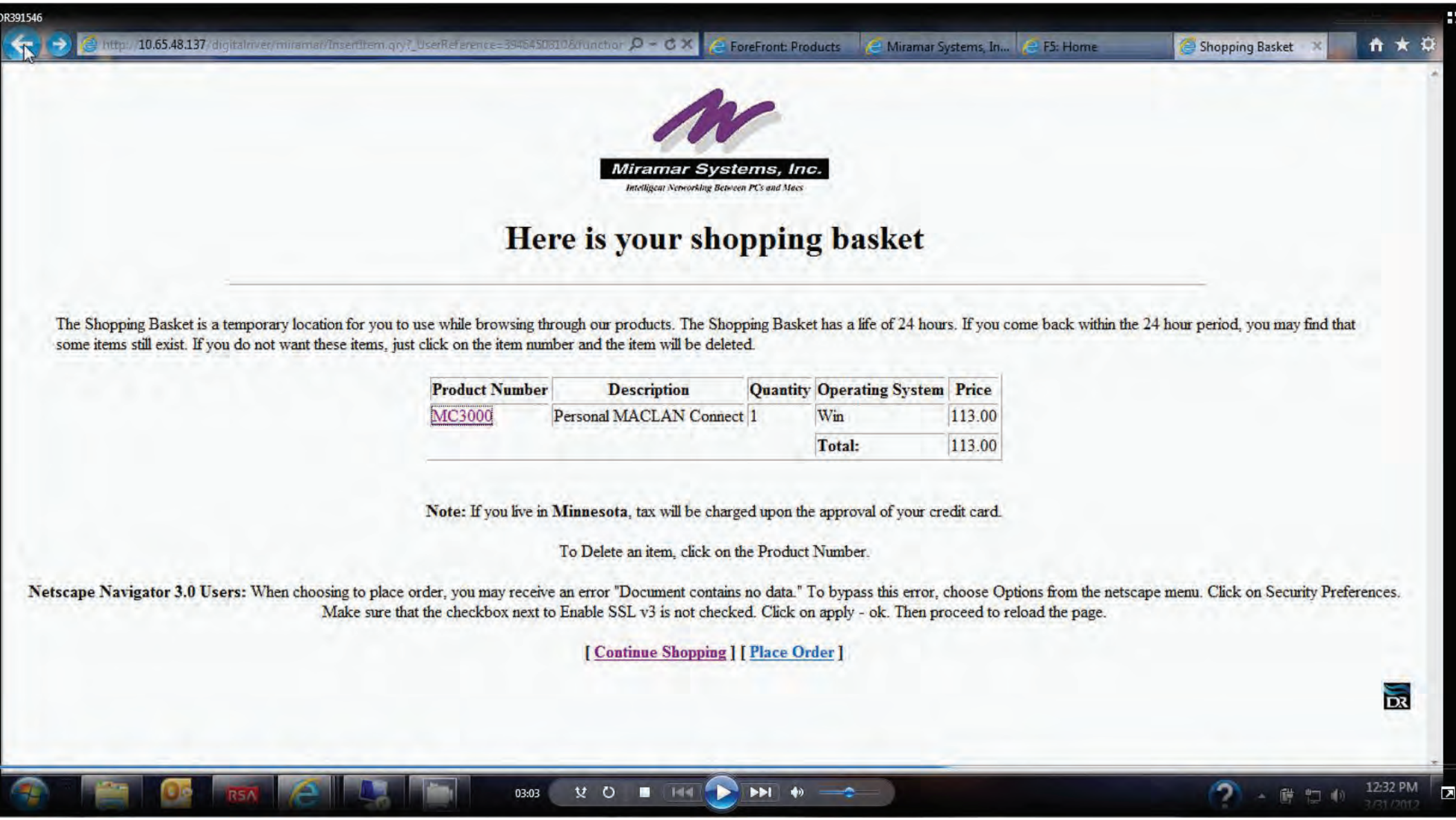
Here is your shopping basket
The Shopping Basket is a temporary location for you to use while browsing through our products. The Shopping Basket has a life of 24 hours. If you come back within the 24 hour period, you may find that some items still exist. If you do not want these items, just click on the item number and the item will be deleted.
Product Number
Description
Quantity
Operating System
Price
Total:
0.00
Note: If you live in Minnesota, tax will be charged upon the approval of your credit card.
To Delete an item, click on the Product Number.
Netscape Navigator 3.0 Users: When choosing to place order, you may receive an error "Document contains no data." To bypass this error, choose Options from the netscape menu. Click on Security Preferences. Make sure that the checkbox next to Enable SSL v3 is not checked. Click on apply - ok. Then proceed to reload the page.
[Continue Shopping] [Place Order]
12:32 PM
3/31/2012


R391546
http://10.65.48.137/digitalriver/miramar/InsertItem.qry?_UserReference=3946450810&function
ForeFront: Products
Miramar Systems, In...
F5: Home
Shopping Basket
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Product Number
Description
Quantity
Operating System
Price
MC3000
Personal MACLAN Connect
1
Win
113.00
Total:
113.00
Note: If you live in Minnesota, tax will be charged upon the approval of your credit card.
To Delete an item, click on the Product Number.
Netscape Navigator 3.0 Users: When choosing to place order, you may receive an error "Document contains no data." To bypass this error, choose Options from the netscape menu. Click on Security Preferences. Make sure that the checkbox next to Enable SSL v3 is not checked. Click on apply - ok. Then proceed to reload the page.
[Continue Shopping] [Place Order]
03:03
12:32 PM

http://10.65.48.137/digitalriver/miramar/itemDetail.qry?_UserReference=3946450810&prod=M
ForeFront: Products | Miramar Systems, In... | FS: Home | Personal MACLA...

Miramar Systems, Inc.

Intelligent Networking Between PCs and Macs

Personal MACLAN Connect

Item Name: Personal MACLAN Connect
Item Number: MC3000
Description: Personal MACLAN Connect

Platforms/Versions Available:

- Windows 3.1/WG

To add an item to your Shopping Basket, click on the platform.

- **Peer to Peer Access Between Macintosh and Windows Users**
- **Cross Platform Printer Sharing**
- **Flexible, Cost Effective Solutions**

Peer to Peer File & Print Sharing for Macintosh and Windows PC

Personal MACLAN Connect version 5.5 is the only cross platform networking software that provides full peer to peer file and printer sharing between Macintosh and Windows PCs. Personal MACLAN Connect is PC Windows software that gives Macintosh and Windows users an easy to use full featured way to share disk drives, printers (PostScript or otherwise), CD-ROM drives and other resources among a mix of computers. Sharing information between Windows and Macintosh users is now as transparent as working off your own local hard drive. Print jobs go to the output device of your choice regardless of its location on the network.

Peer to Peer File Services

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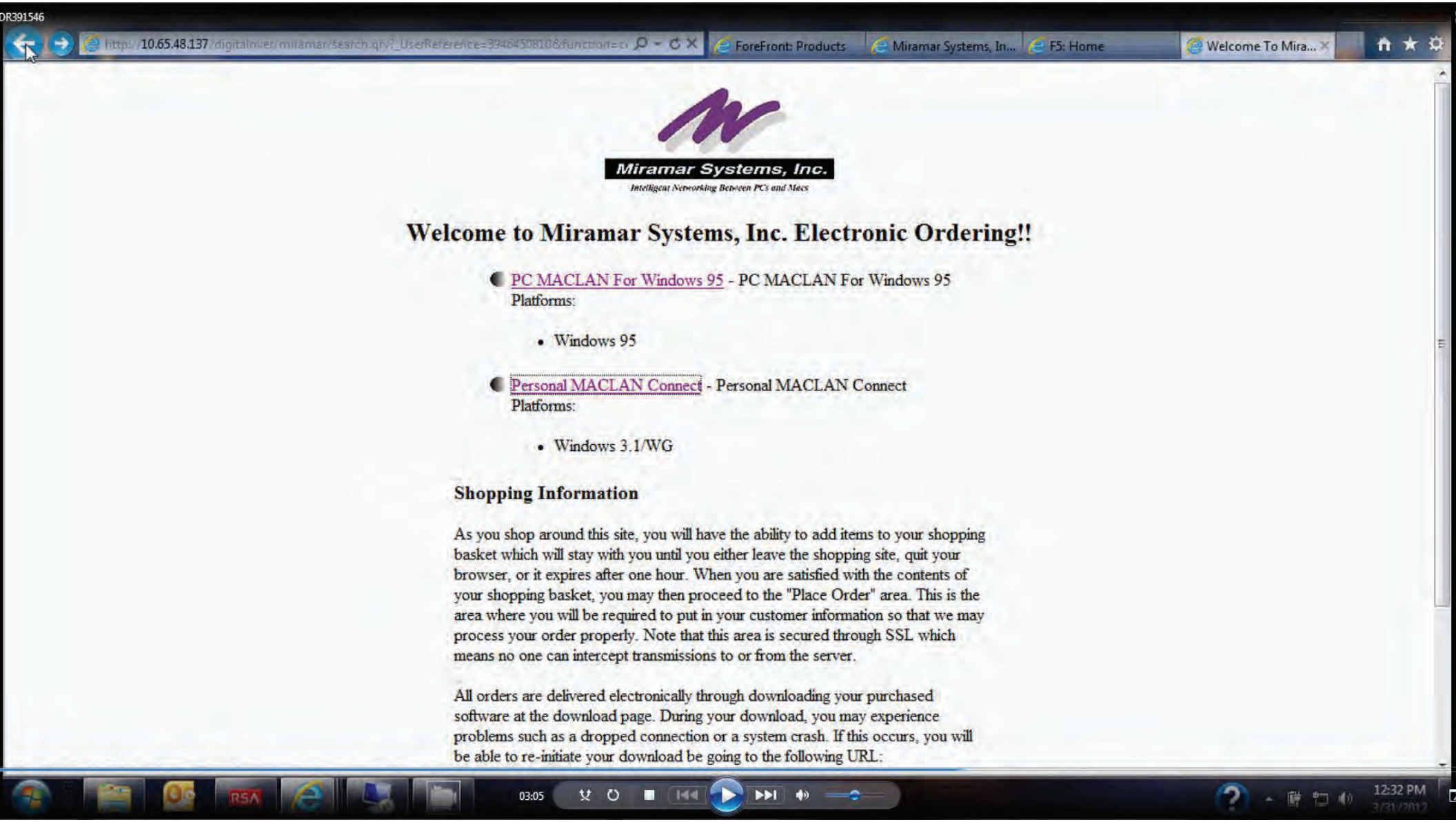
12:32 PM
3/31/2012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ForeFront: Products
Miramar Systems, In...
F5: Home
Welcome To Mira...
Miramar Systems, Inc.
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Welcome to Miramar Systems, Inc. Electronic Ordering!!
PC MACLAN For Windows 95 - PC MACLAN For Windows 95
Platforms:
Windows 95
Personal MACLAN Connect - Personal MACLAN Connect
Platforms:
Windows 3.1/WG
Shopping Information
As you shop around this site, you will have the ability to add items to your shopping basket which will stay with you until you either leave the shopping site, quit your browser, or it expires after one hour. When you are satisfied with the contents of your shopping basket, you may then proceed to the "Place Order" area. This is the area where you will be required to put in your customer information so that we may process your order properly. Note that this area is secured through SSL which means no one can intercept transmissions to or from the server.
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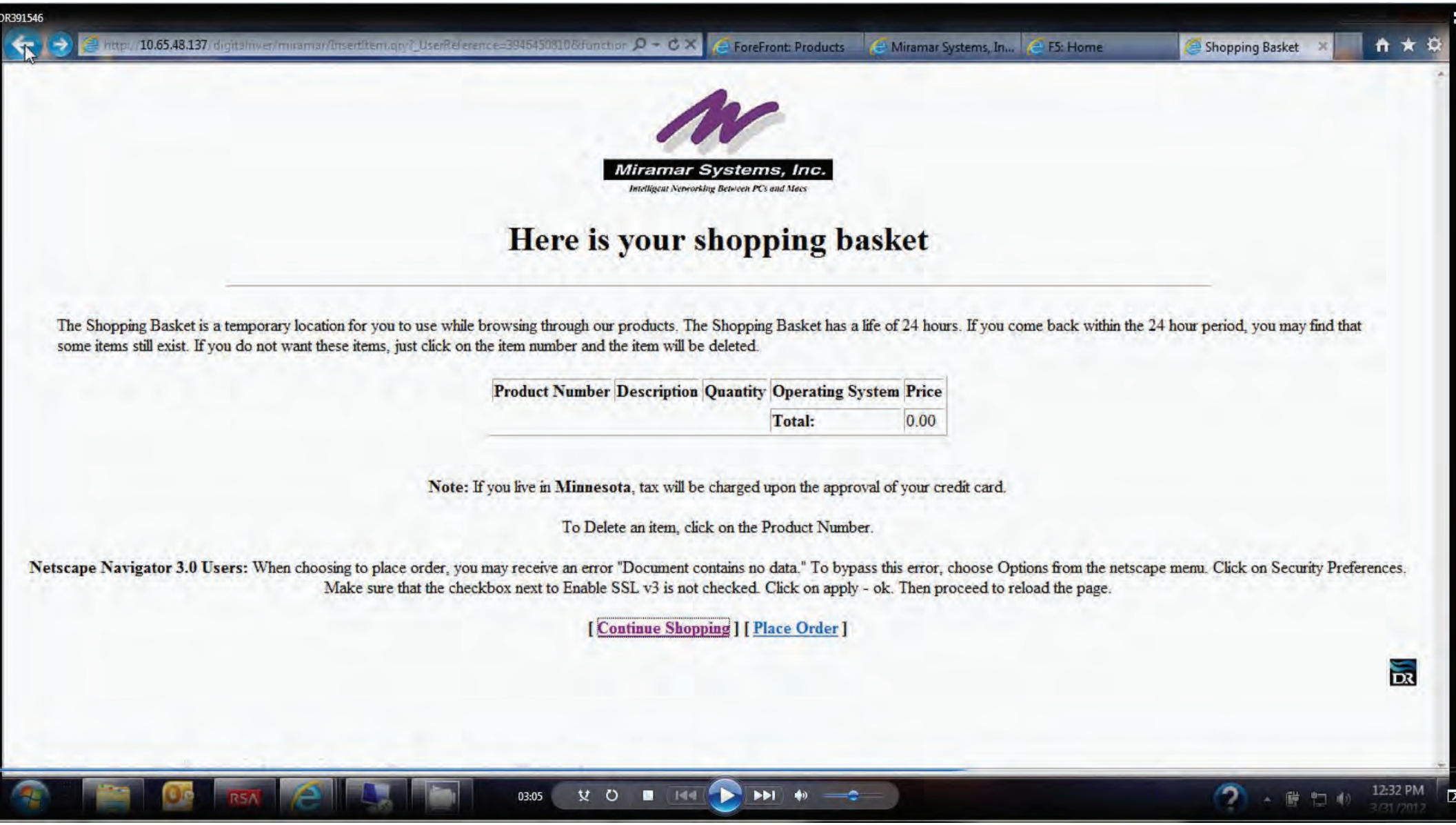
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ForeFront: Products
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F5: Home
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Here is your shopping basket
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Product Number
Description
Quantity
Operating System
Price
Total:
0.00
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[Continue Shopping] [Place Order]
03:05
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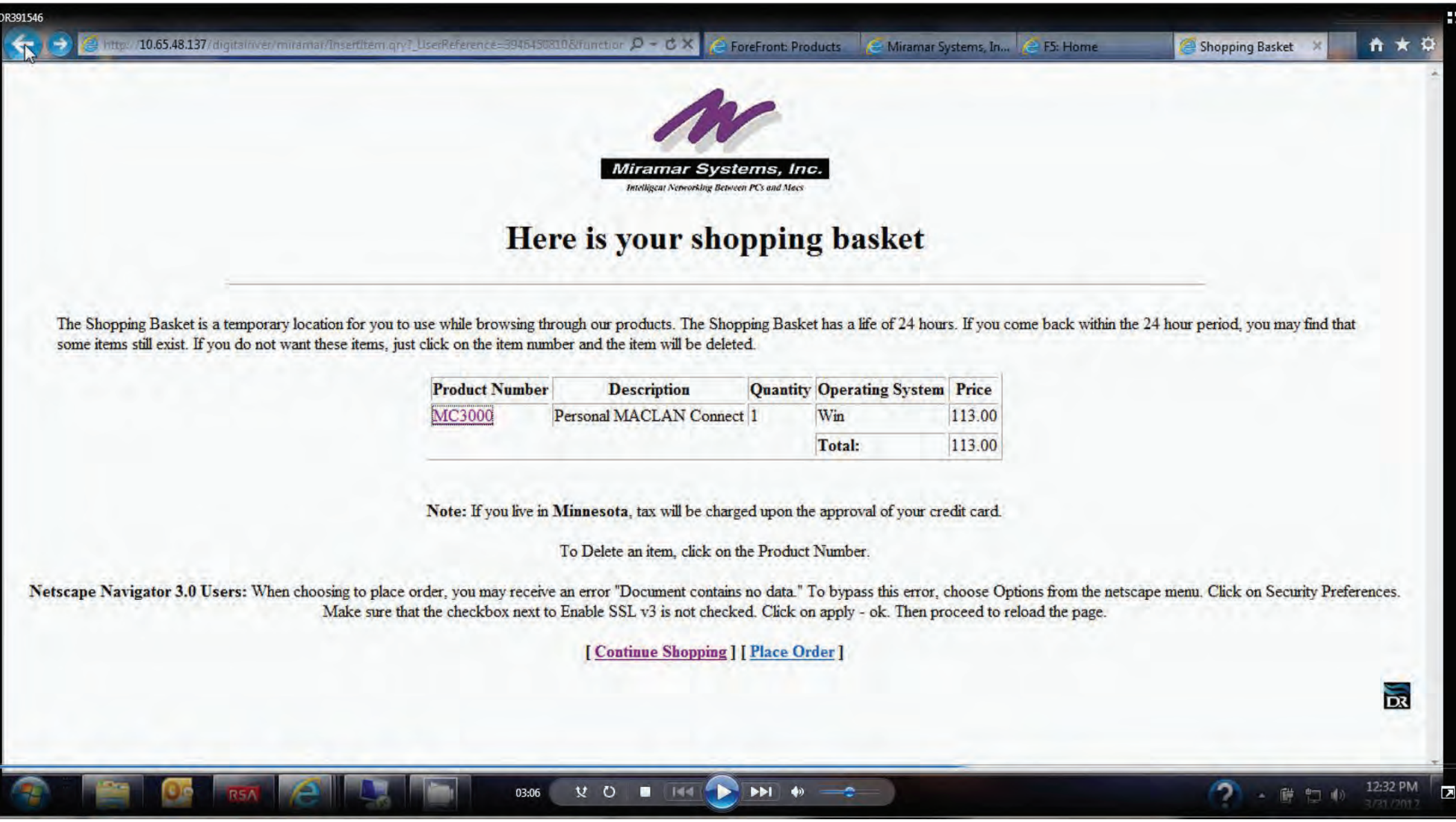
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http://10.65.48.137/digitalriver/miramar/insertitem.qry?_UserReference=3946450810&function
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Miramar Systems, In...
F5: Home
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Miramar Systems, Inc.
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Product Number
Description
Quantity
Operating System
Price
MC3000
Personal MACLAN Connect
1
Win
113.00
Total:
113.00
Note: If you live in Minnesota, tax will be charged upon the approval of your credit card.
To Delete an item, click on the Product Number.
Netscape Navigator 3.0 Users: When choosing to place order, you may receive an error "Document contains no data." To bypass this error, choose Options from the netscape menu. Click on Security Preferences. Make sure that the checkbox next to Enable SSL v3 is not checked. Click on apply - ok. Then proceed to reload the page.
[Continue Shopping] [Place Order]
03:06
12:32 PM

Miramar Systems, Inc.

Intelligent Networking Between PCs and Macs

Personal MACLAN Connect

Item Name: Personal MACLAN Connect
Item Number: MC3000
Description: Personal MACLAN Connect

Platforms/Versions Available:

- Windows 3.1/WG

To add an item to your Shopping Basket, click on the platform.

- **Peer to Peer Access Between Macintosh and Windows Users**
- **Cross Platform Printer Sharing**
- **Flexible, Cost Effective Solutions**

Peer to Peer File & Print Sharing for Macintosh and Windows PC

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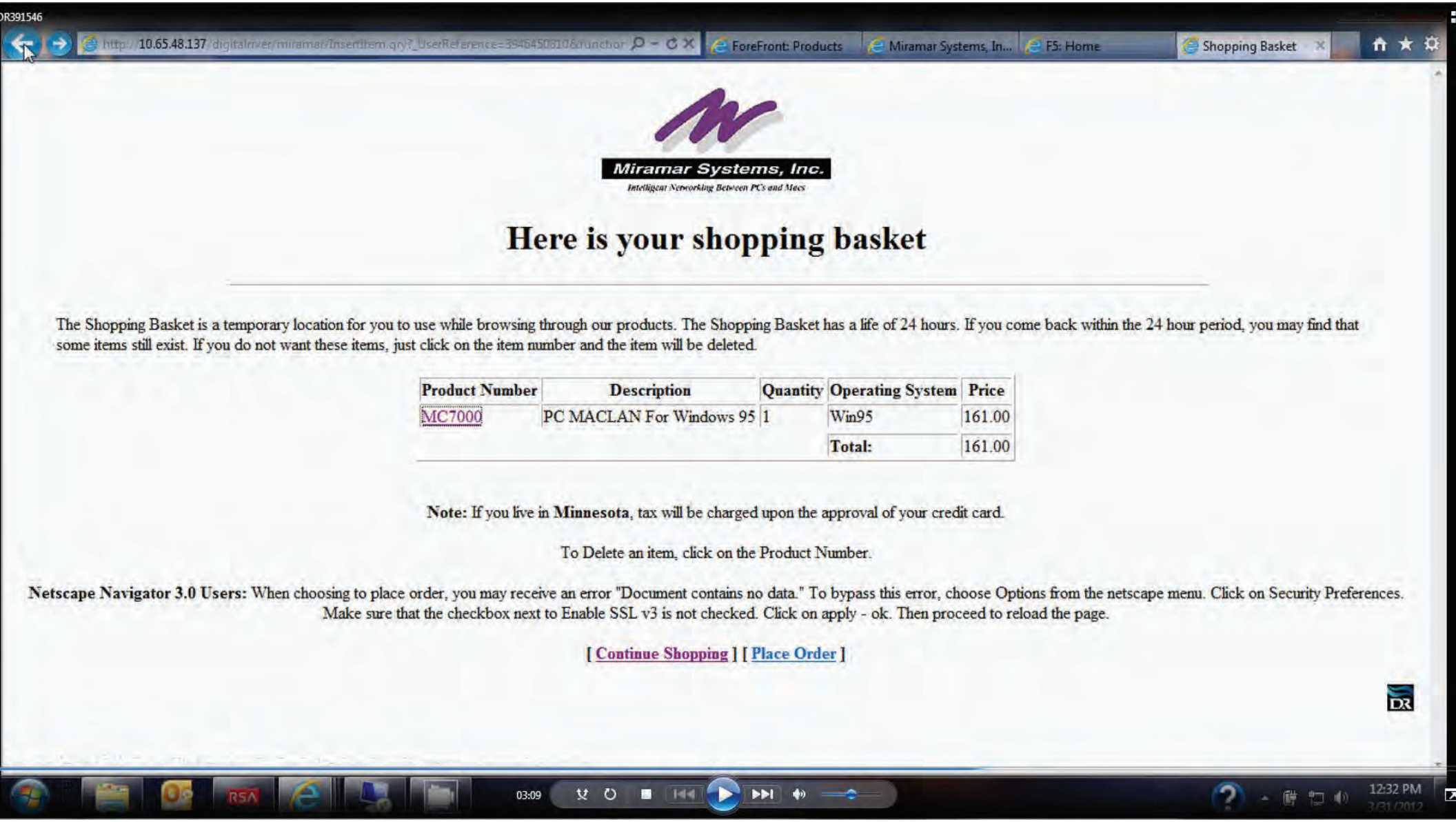
Peer to Peer File Services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http://10.65.48.137/digitalriver/miramar/InsertItem.qry?_UserReference=3946450810&function
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Miramar Systems, In...
F5: Home
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The Shopping Basket is a temporary location for you to use while browsing through our products. The Shopping Basket has a life of 24 hours. If you come back within the 24 hour period, you may find that some items still exist. If you do not want these items, just click on the item number and the item will be deleted.
Product Number
Description
Quantity
Operating System
Price
MC7000
PC MACLAN For Windows 95
1
Win95
161.00
Total:
161.00
Note: If you live in Minnesota, tax will be charged upon the approval of your credit card.
To Delete an item, click on the Product Number.
Netscape Navigator 3.0 Users: When choosing to place order, you may receive an error "Document contains no data." To bypass this error, choose Options from the netscape menu. Click on Security Preferences. Make sure that the checkbox next to Enable SSL v3 is not checked. Click on apply - ok. Then proceed to reload the page.
[Continue Shopping] [Place Order]
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ForeFront Products | Miramar Systems, In... | F5: Home | PC MACLAN For ...

Miramar Systems, Inc.

Intelligent Networking Between PCs and Macs

PC MACLAN For Windows 95

Item Name: PC MACLAN For Windows 95
Item Number: MC7000
Description: PC MACLAN For Windows 95

Platforms/Versions Available:

- Windows95

To add an item to your Shopping Basket, click on the platform.

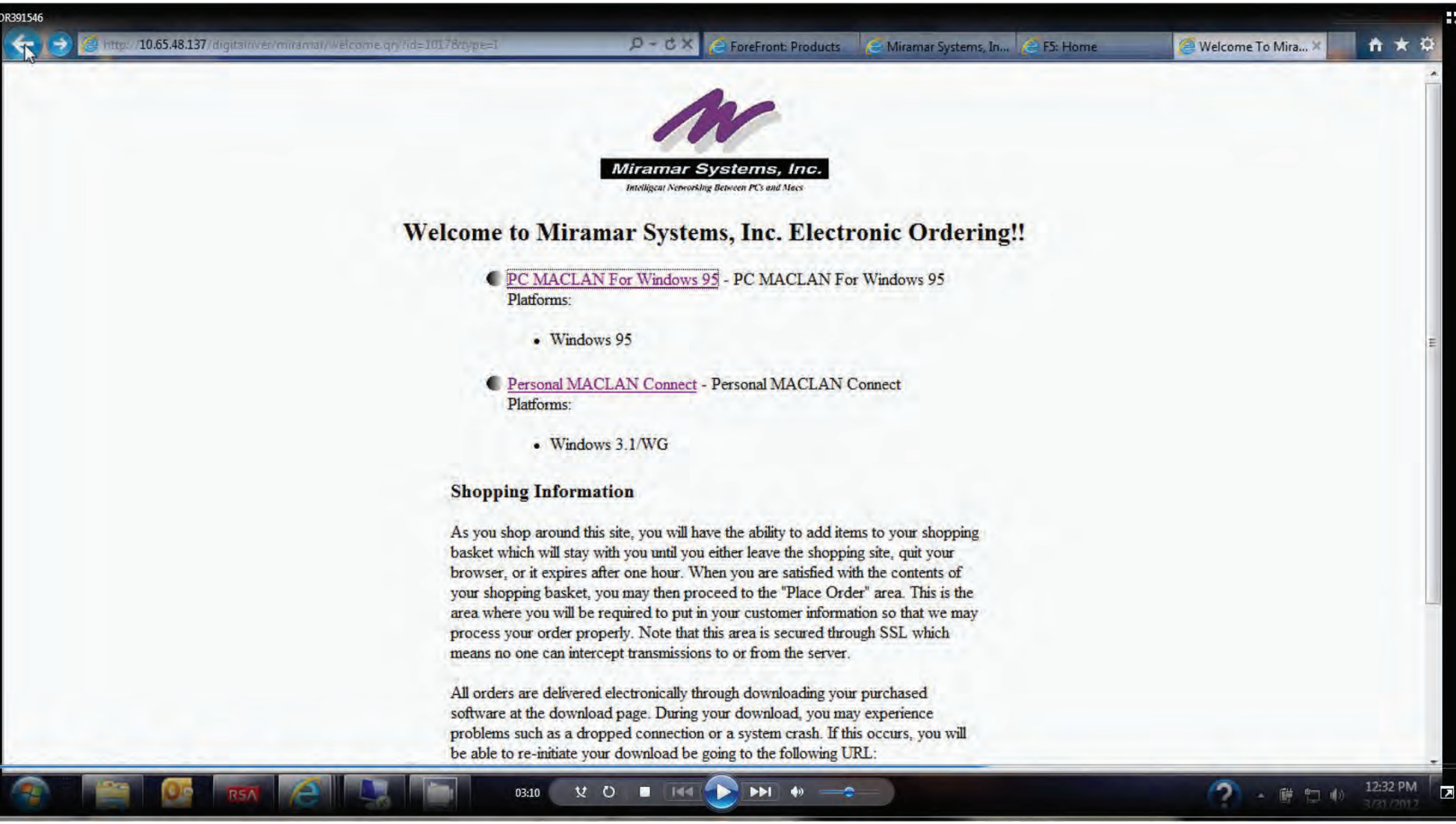
One Powerful Networking Resource
PC MACLAN for Windows 95 is the only software product for peer-to-peer networking between Windows 95 and Mac OS. Its 32-bit AppleShare client and server technology allows users to share files, printers, drives and other resources bi-directionally.

How PC MACLAN Works
PC MACLAN installs AppleShare client and server functionality on the Windows 95 machine, giving the PC and Mac user unmatched cross-platform print and file sharing capabilities.

As a File and Print Client...
Windows 95 PCs simply view and access Macintosh directories, hard or floppy drives, AppleTalk printers and other network resources by choosing the appropriate icons in the Network Neighborhood browser. (PC MACLAN also lets PCs read Mac files in their original long file name format).

As a File and Print Server...
PCs share their files, drives, disks (including CD-ROM) and PostScript and non-PostScript printers with Macs through the familiar Macintosh Chooser interface.

03:10 12:32 PM 3/31/2012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http://10.65.48.137/digitalriver/miramar/welcome.qry?id=1017&pge=1
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Platforms:
Windows 95
Personal MACLAN Connect - Personal MACLAN Connect
Platforms:
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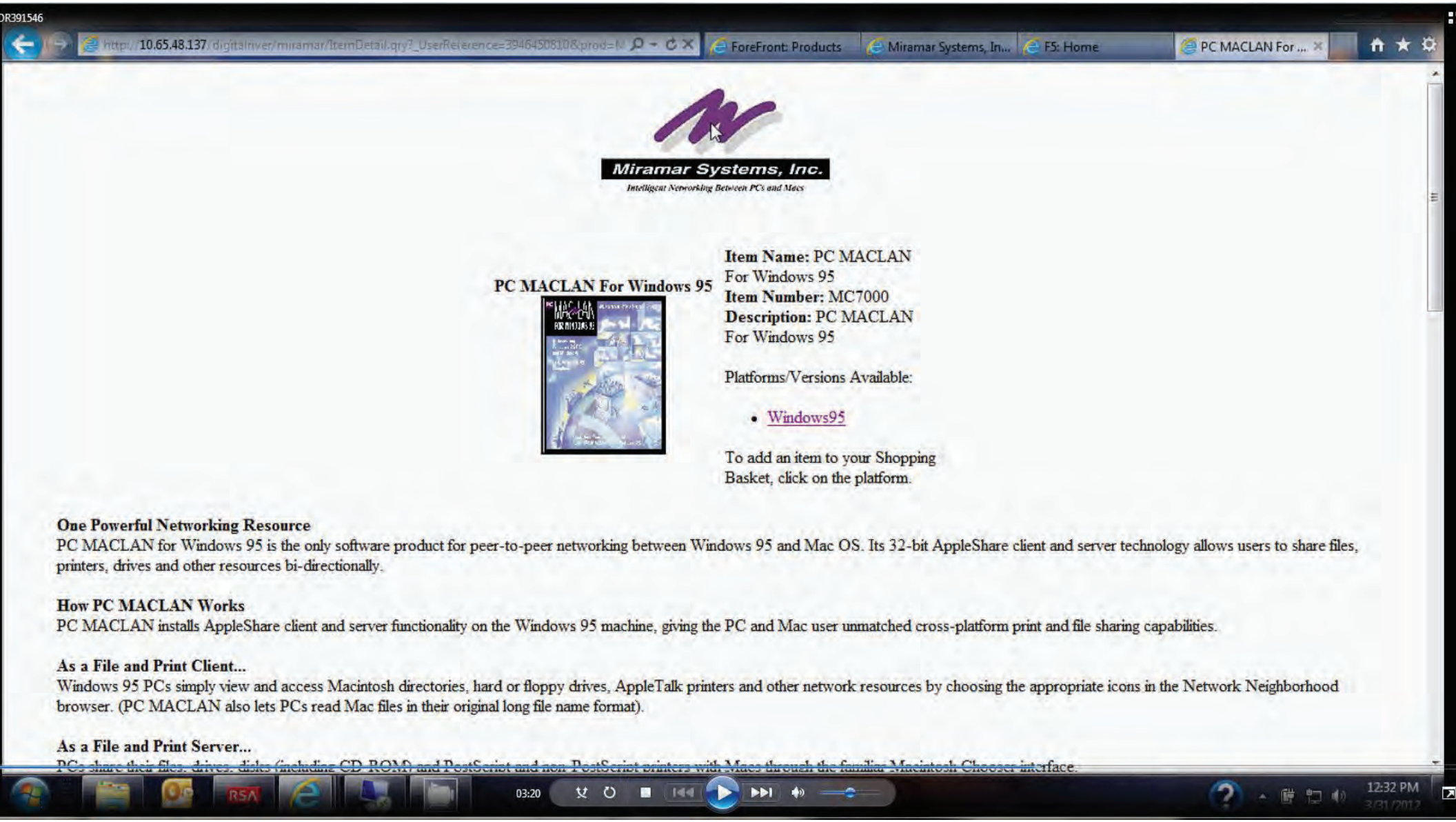
03:10
12:32 PM


http://10.65.48.137/digitalriver/miramar/ItemDetail.qry?_UserReference=3946450810&prod=M
ForeFront: Products
Miramar Systems, In...
F5: Home
PC MACLAN For ...
Miramar Systems, Inc.
Intelligent Networking Between PCs and Macs
PC MACLAN For Windows 95
Item Name: PC MACLAN For Windows 95
Item Number: MC7000
Description: PC MACLAN For Windows 95
Platforms/Versions Available:
Windows95
To add an item to your Shopping Basket, click on the platform.
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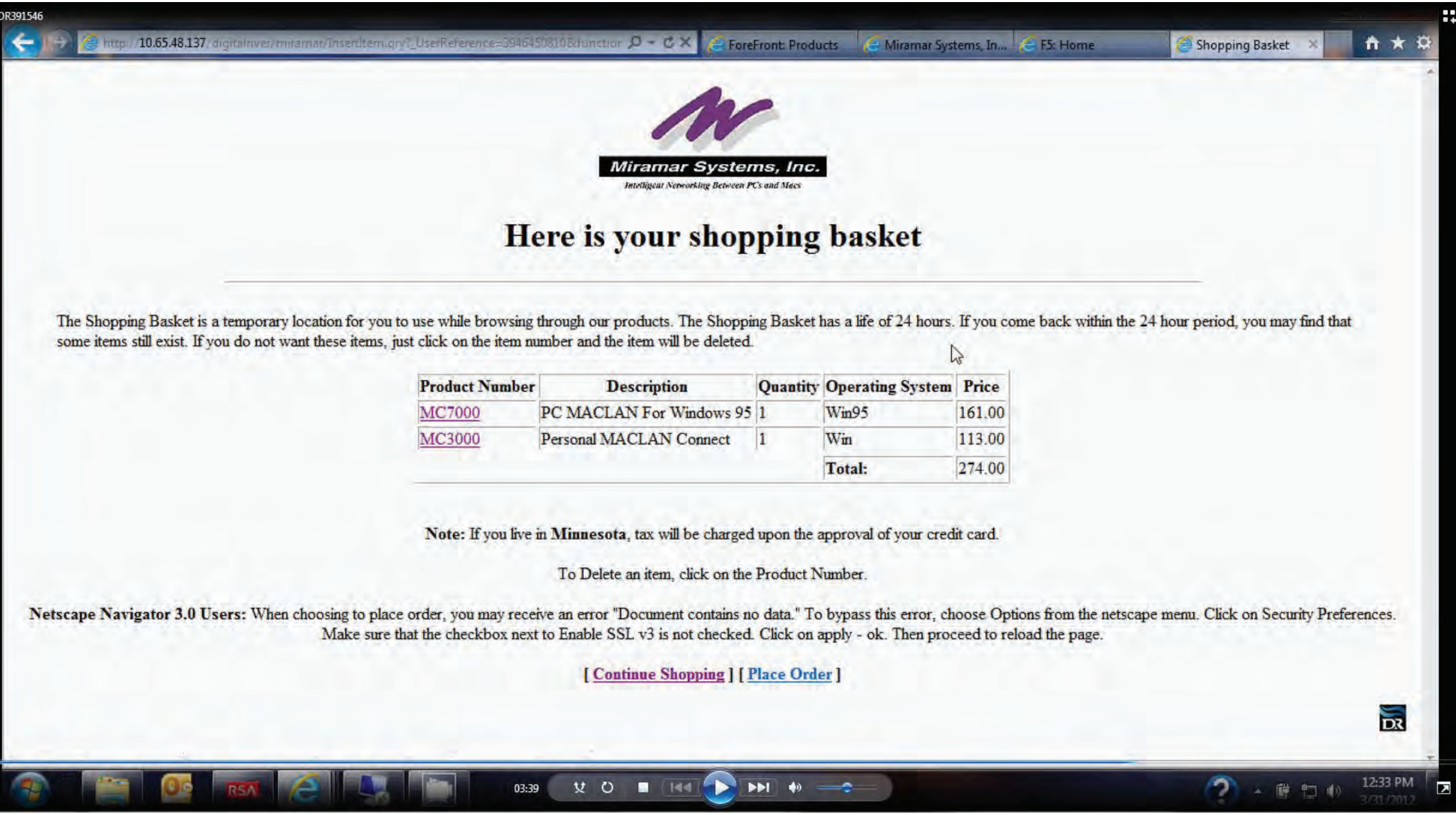
03:20
12:32 PM


DR391546
http://10.65.48.137/digitalriver/miramar/InsertItem.qry?_UserReference=3946450810&function
ForeFront: Products
Miramar Systems, In...
F5: Home
Shopping Basket
Miramar Systems, Inc.
Intelligent Networking Between PCs and Macs
Here is your shopping basket
The Shopping Basket is a temporary location for you to use while browsing through our products. The Shopping Basket has a life of 24 hours. If you come back within the 24 hour period, you may find that some items still exist. If you do not want these items, just click on the item number and the item will be deleted.
Product Number | Description | Quantity | Operating System | Price
MC7000 | PC MACLAN For Windows 95 | 1 | Win95 | 161.00
MC3000 | Personal MACLAN Connect | 1 | Win | 113.00
Total: | 274.00
Note: If you live in Minnesota, tax will be charged upon the approval of your credit card.
To Delete an item, click on the Product Number.
Netscape Navigator 3.0 Users: When choosing to place order, you may receive an error "Document contains no data." To bypass this error, choose Options from the netscape menu. Click on Security Preferences. Make sure that the checkbox next to Enable SSL v3 is not checked. Click on apply - ok. Then proceed to reload the page.
[Continue Shopping] [Place Order]
03:39
12:33 PM
3/31/2012

http://web.archive.org/web/19961111060938/http://www.miramarsys.com/
ForeFront: Products | Miramar Systems,... | FS: Home | Shopping Basket

INTERNET ARCHIVE WayBackMachine BETA
http://www.miramarsys.com/ Go
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Help

Miramar Systems, Inc.

Intelligent Networking Between PCs and Macs

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MW ★★★★

"Simply the Best AppleTalk For Windows product you can buy."

MacUser - Nov. '95

Miramar Systems, Inc. - Nov. 1996

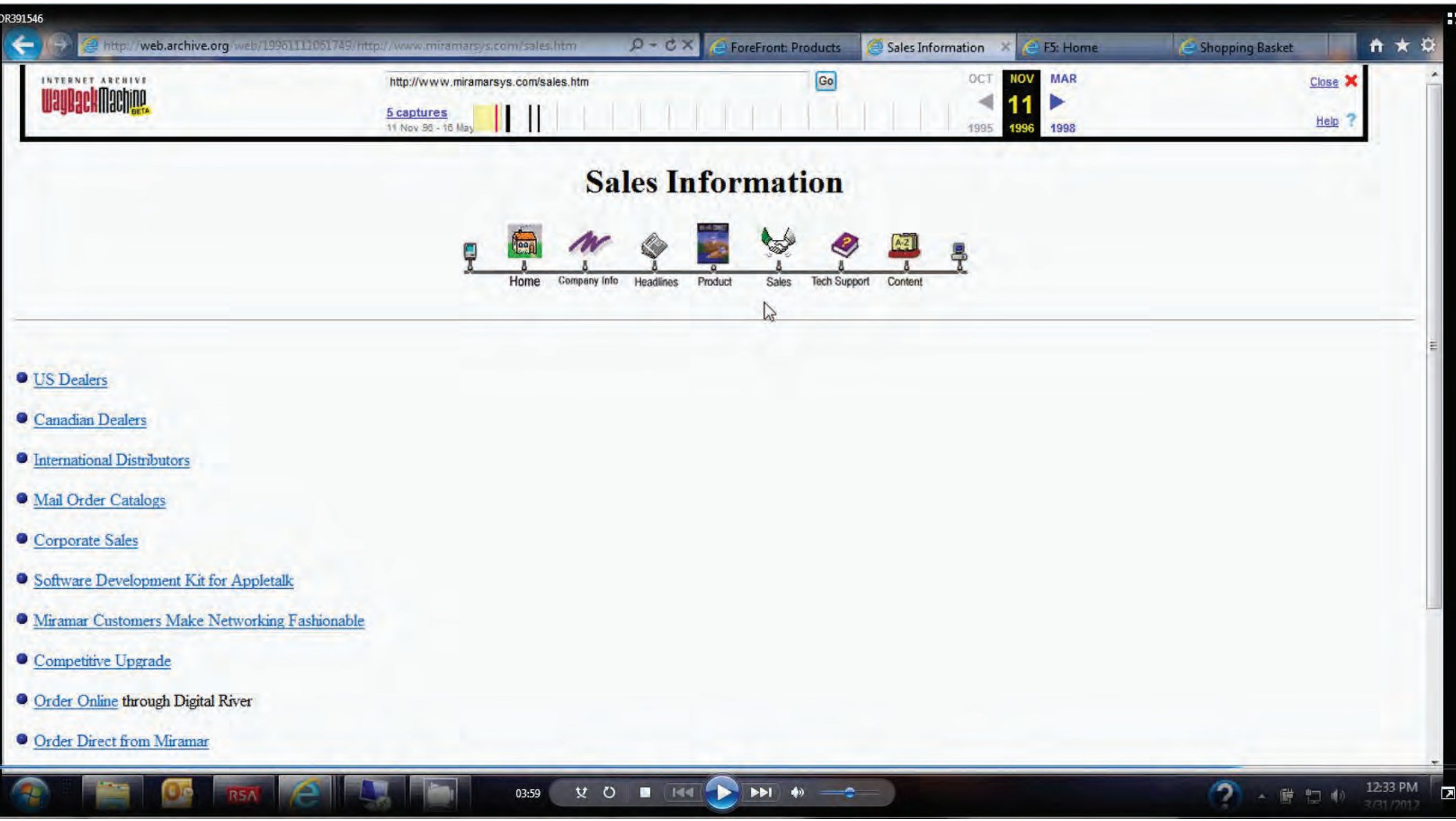
PC MACLAN Version 6.0 now shipping!!

By combining the benefits of Windows 95 and Macintosh OS into one powerful networking resource, PC MACLAN lets you redefine your environment and..... **"Make your own rules!"**

PC MACLAN - IT'S COMING TO A TV SET NEAR YOU

"COMPETITIVE UPGRADE OFFER "

03:42 12:33 PM 3/31/2012


http://web.archive.org/web/19961111061749/http://www.miramarsys.com/sales.htm
ForeFront: Products
Sales Information
F5: Home
Shopping Basket
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Software Development Kit for Appletalk
Miramar Customers Make Networking Fashionable
Competitive Upgrade
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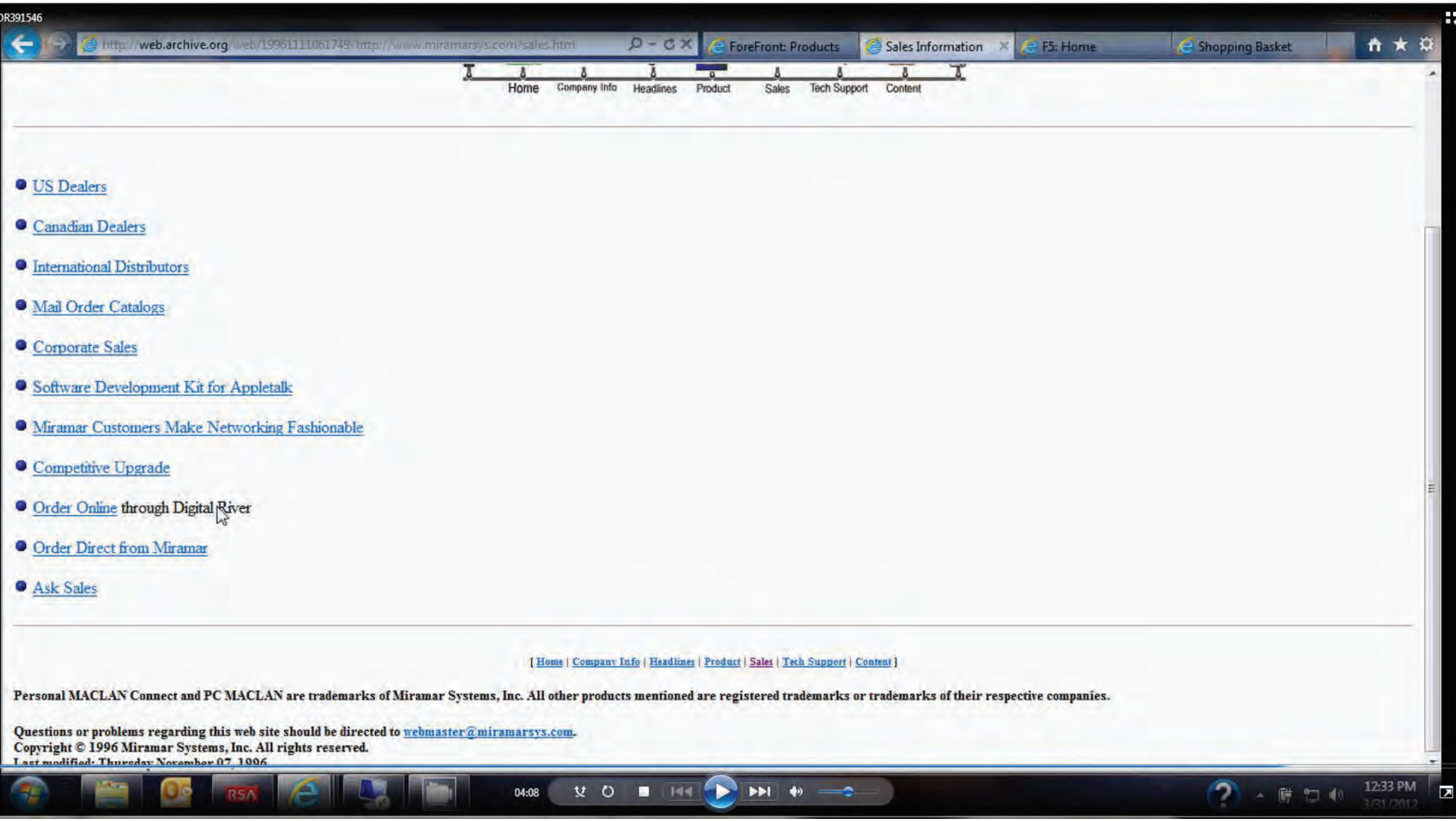
R391546
http://web.archive.org/web/19961111061749/http://www.miramarsys.com/sales.htm
ForeFront: Products
Sales Information
F5: Home
Shopping Basket
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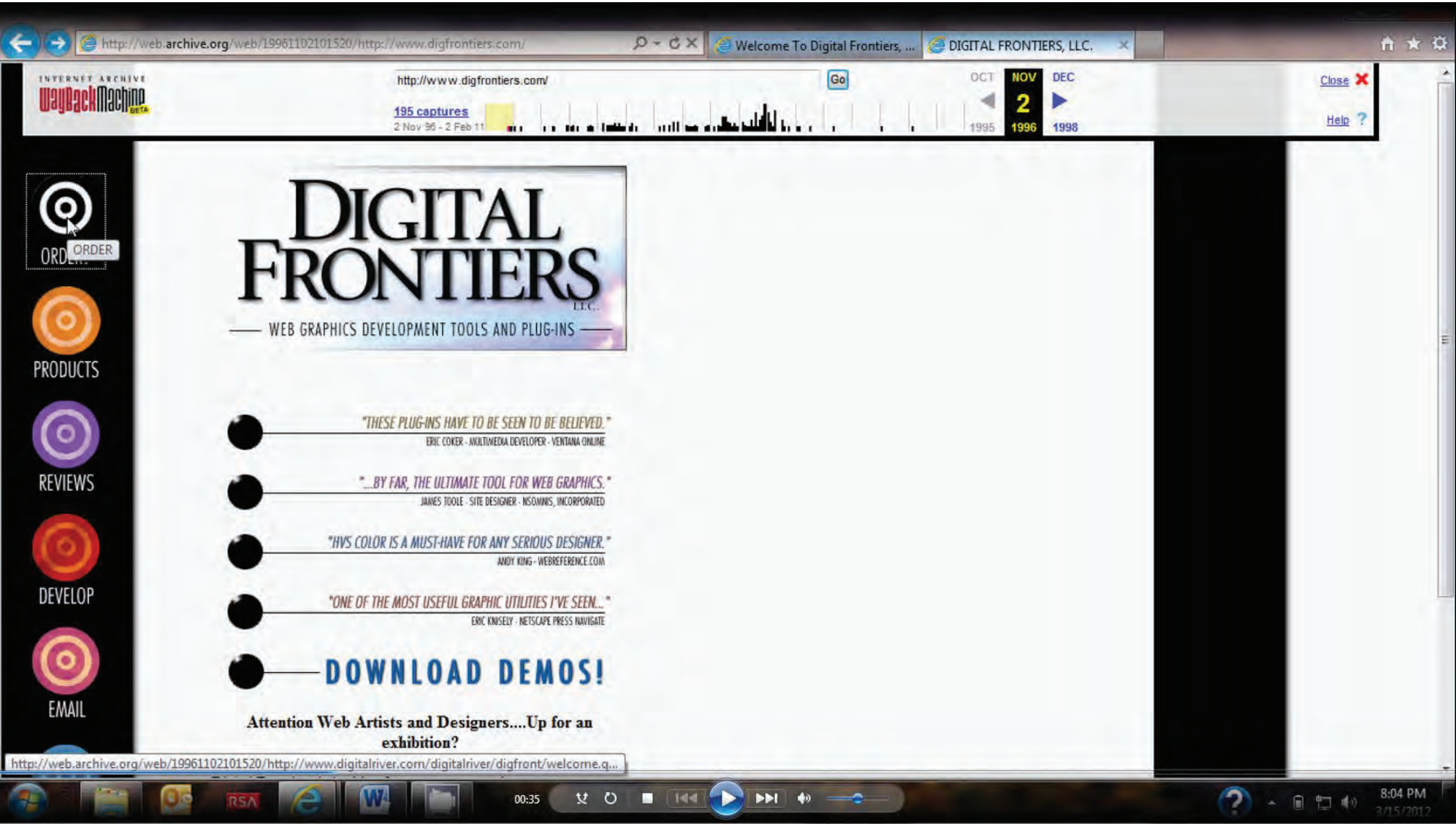
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"ONE OF THE MOST USEFUL GRAPHIC UTILITIES I'VE SEEN..."
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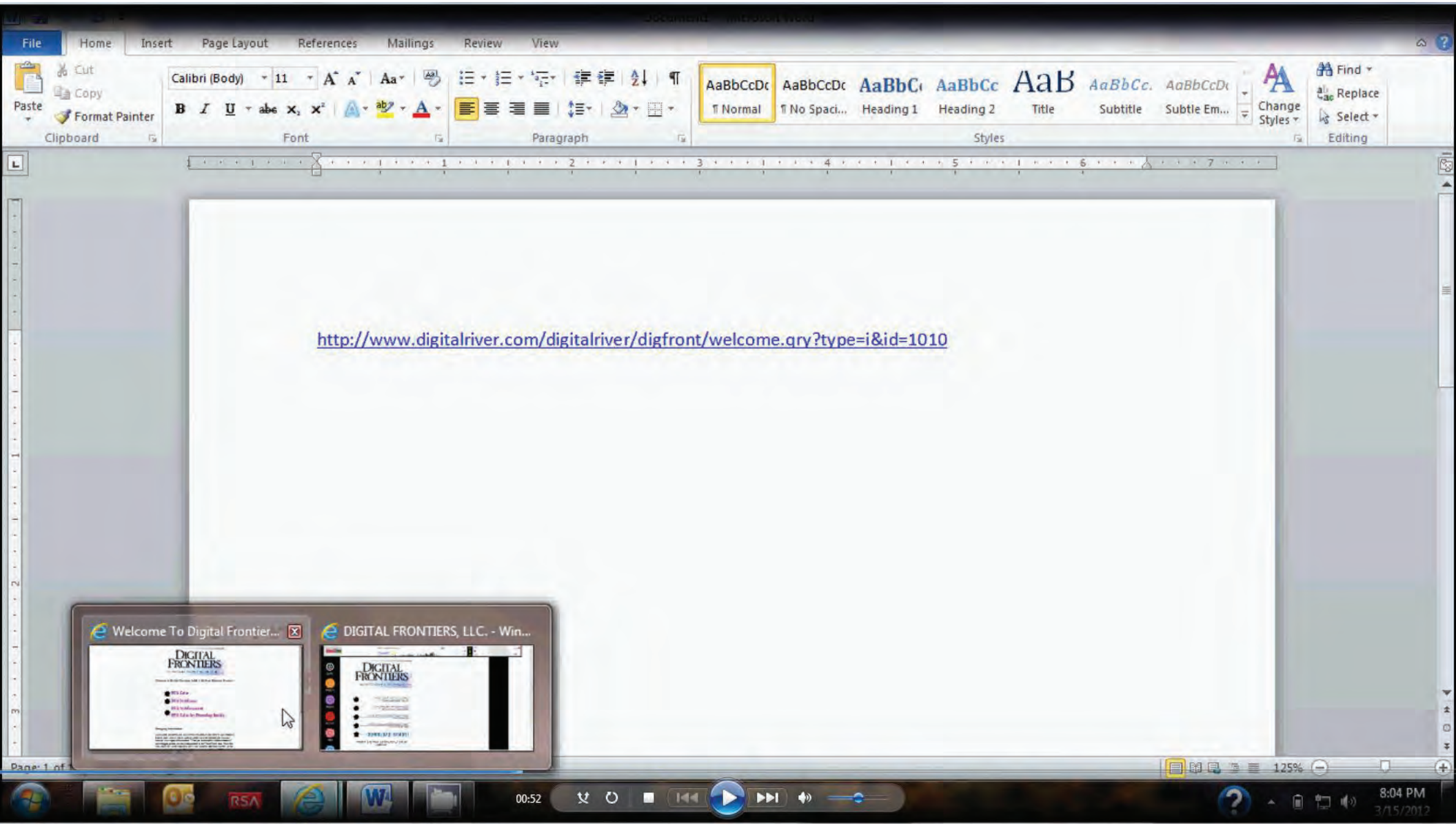
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References
Mailings
Review
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Format Painter
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Calibri (Body)
11
Font
Paragraph
AaBbCcDc ¶ Normal
AaBbCcDc ¶ No Spaci...
AaBbC Heading 1
AaBbCc Heading 2
AaB Title
AaBbCc. Subtitle
AaBbCcDc Subtle Em...
Change Styles
Styles
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Replace
Select
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Welcome To Digital Frontier...
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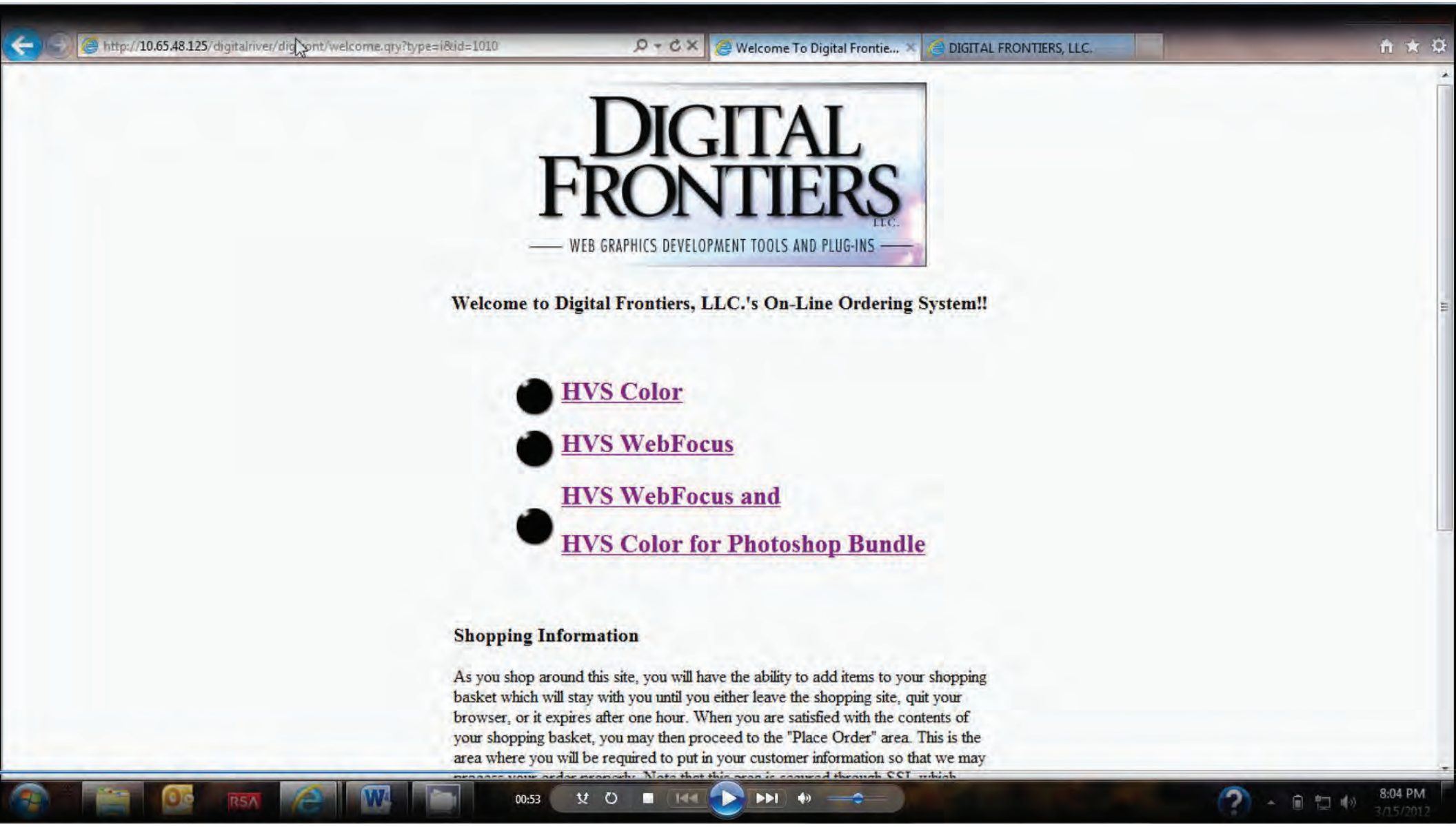
http://10.65.48.125/digitalriver/dig ont/welcome.qry?type=i&id=1010
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HVS WebFocus
HVS WebFocus and HVS Color for Photoshop Bundle
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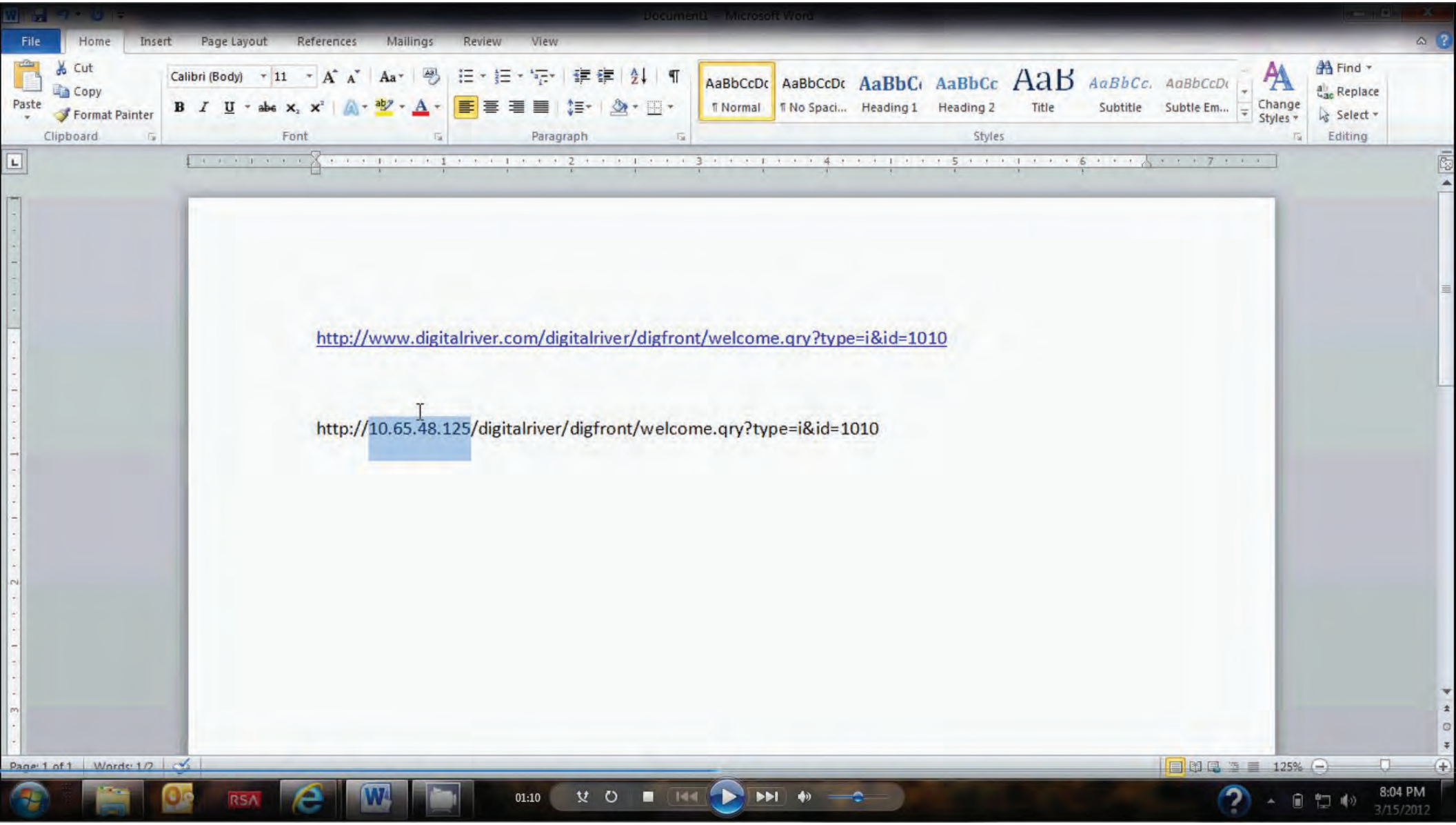
Document1 - Microsoft Word
File
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Page Layout
References
Mailings
Review
View
Paste
Cut
Copy
Format Painter
Clipboard
Calibri (Body)
11
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Paragraph
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Heading 1
Heading 2
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Subtitle
Subtle Em...
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Select
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Page: 1 of 1
Words: 1/2
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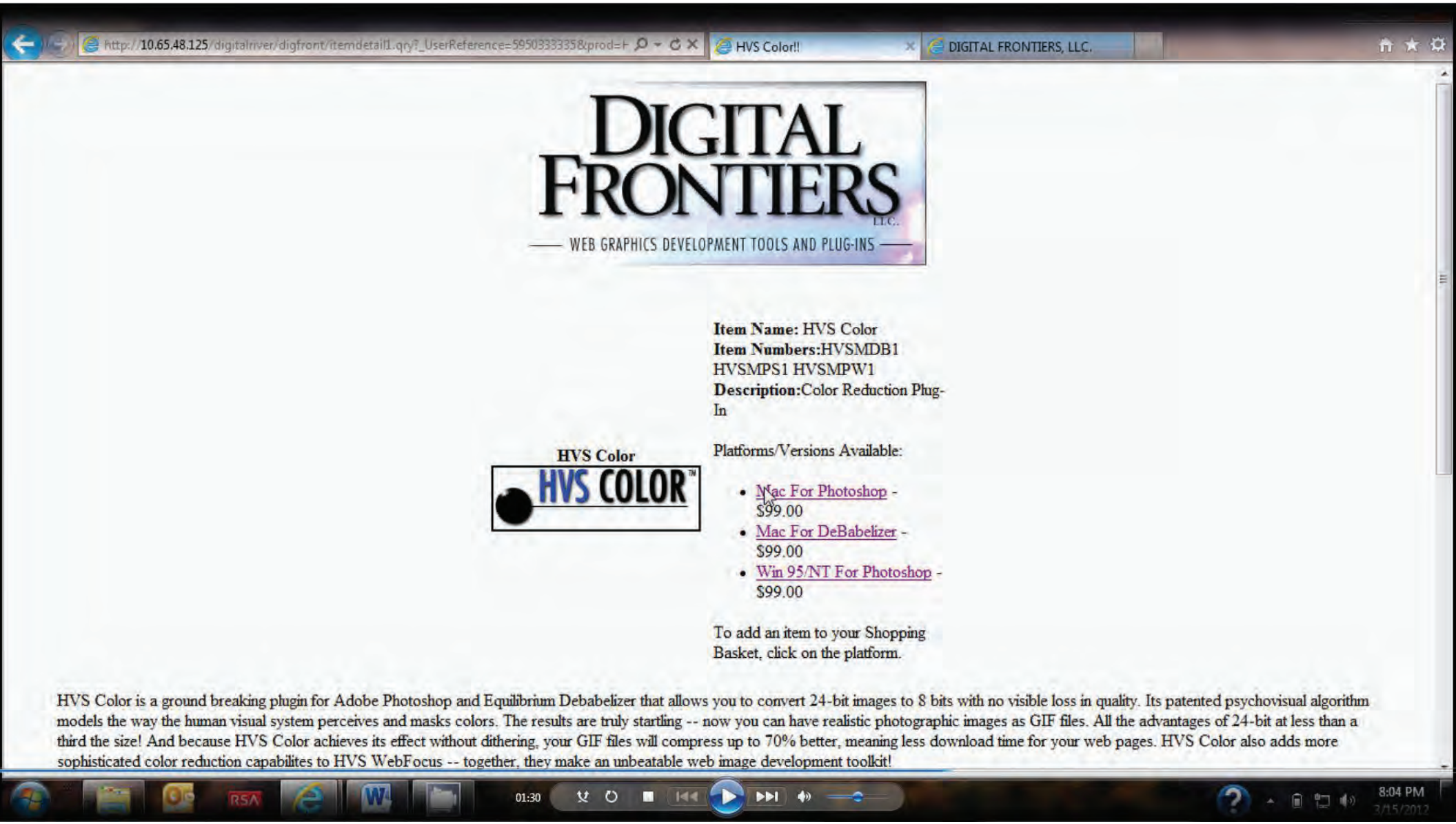
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HVS Color!!
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WEB GRAPHICS DEVELOPMENT TOOLS AND PLUG-INS
Item Name: HVS Color
Item Numbers:HVSMDB1 HVSMPS1 HVSMPW1
Description:Color Reduction Plug-In
HVS Color
HVS COLOR
Platforms/Versions Available:
Mac For Photoshop - $99.00
Mac For DeBabelizer - $99.00
Win 95/NT For Photoshop - $99.00
To add an item to your Shopping Basket, click on the platform.
HVS Color is a ground breaking plugin for Adobe Photoshop and Equilibrium Debabelizer that allows you to convert 24-bit images to 8 bits with no visible loss in quality. Its patented psychovisual algorithm models the way the human visual system perceives and masks colors. The results are truly startling -- now you can have realistic photographic images as GIF files. All the advantages of 24-bit at less than a third the size! And because HVS Color achieves its effect without dithering, your GIF files will compress up to 70% better, meaning less download time for your web pages. HVS Color also adds more sophisticated color reduction capabilites to HVS WebFocus -- together, they make an unbeatable web image development toolkit!
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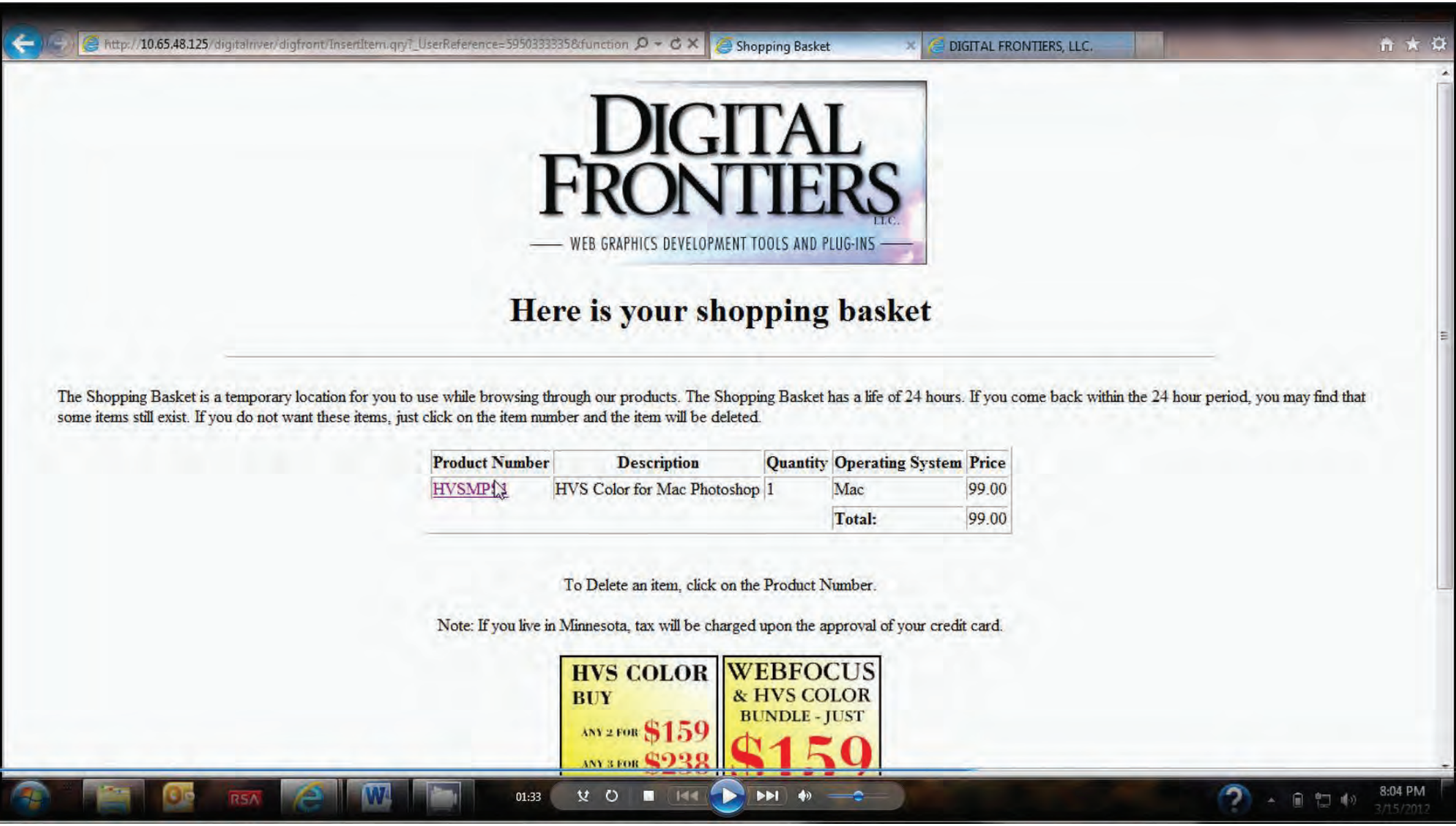
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Product Number
Description
Quantity
Operating System
Price
HVSMP1
HVS Color for Mac Photoshop
1
Mac
99.00
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99.00
To Delete an item, click on the Product Number.
Note: If you live in Minnesota, tax will be charged upon the approval of your credit card.
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Item Name: HVS WebFocus
Item Number: HVSWF1
Description: Photoshop Plug-in

HVS WebFocus

HVS WebFocus™

Platforms/Versions Available:

- Macintosh - $129.00

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HVS WebFocus is a comprehensive toolkit for anyone who prepares images for the World Wide Web or for multimedia. HVS WebFocus is a revolutionary new set of plug-ins that turns Photoshop into a one-stop Web image factory. It has all the tools you need to edit interlaced, transparent and animated GIFs as well as progressive JPEGs. Because WebFocus incorporates Digital Frontiers' proprietary color reduction and optimized JPEG encoding, your images will look better and load more quickly.

WEBFOCUS & HVS COLOR BUNDLE - JUST $150

Purchase HVS WebFocus and HVS Color for Macintosh Photoshop at the same time for only $159 - Regular Price

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