
From: David Shipps (InfoSpace Inc)
Sent: Wednesday, October 04, 2000 2:40 PM
To: 'Jain, Atul'
Cc: Naveen Jain (InfoSpace Inc)
Subject: RE: Amendment to Existing Agreement
Atul,

Thanks for the note and explanations. I am unfortunately traveling at the moment and will do my best to reach you today. I will definitely contact you when I return to the office Thursday afternoon so we can finalize the specifics and assemble the amendment accordingly. Everything you've noted seems reasonable and, in the name of growing both of our businesses, we'll move forward accordingly. I am assuming this is consistent with your discussions with Naveen.

Thank you again - I will talk to you soon.

David Shipps
InfoSpace, Inc.
425-201-8572, Office
425-201-6163, Fax
425-922-7594, Mobile

-----Original Message-----

From: Jain, Atul [mailto:JainA@TEOCO.com]
Sent: Wednesday, October 04, 2000 9:10 AM
To: 'David Shipps (InfoSpace Inc)'
Cc: 'naveen@infospace.com'
Subject: RE: Amendment to Existing Agreement

Dear David,

Here are my thoughts on how to move forward.

- We should separate the investment from the business deal. We will do them at the same time but they probably need to be two separate transactions.
- We would suggest an investment of \$8 Million instead of \$10 Million.
- We would suggest that the business deal be a payment of \$5 Million to Infospace.
- We would suggest accelerated vesting of the existing warrant agreement. I can discuss this further with you on the phone.

Here the things that we would like to get for the payment to InfoSpace:

- 250-350 Million impressions in consumer/buyer centric areas of Go2Net and InfoSpace. The impressions can be delivered anytime over the next 12 months. Payments will be tied to the delivery of impressions as mutually agreed between the two parties. This will enable us to manage the timing of the impressions to maximize the value to both parties.
- We will have the opportunity to email the entire Go2Net HyperMart merchant base (approx 750,000 merchants currently) at least twice via opt-in email campaigns during the next 12 months.
- A permanent two line in-line listing (for the term of the original agreement) should appear as the first listing in every