

WhenU's position regarding Publisher Code of Conduct

NEW YORK, NY – Feb. 10, 2003 - WhenU is proud of its strong relationships with hundreds of merchants through many affiliate programs for the past several years. WhenU's goal has always been to provide value to the consumer by giving them the ability to choose their own personal Web experience utilizing the marketing capabilities of the Internet. WhenU coupons and offers benefit our highly transaction-oriented consumer base by alerting them to savings opportunities when they make online purchases. As a result, qualified traffic is sent to our merchant partners, thereby increasing conversion rates.

Consumers react strongly to coupon incentives, a fact demonstrated by the increasing number of merchants who offer coupon discounts throughout the year. WhenU has created unique software that makes these offers available to our consumers at the exact moment they may be considering an online transaction. The sales volumes we have generated on behalf of our merchant partners are a direct result of consumer desire for this type of service.

WhenU is encouraged that the affiliate program providers have come together to release common standards. WhenU has always abided by the key elements of the Code of Conduct and looks forward to continue abiding by those elements and working with the affiliate program providers. WhenU's SaveNow technology

- is clearly disclosed to consumers upon installation,
- is easy to opt-out of and uninstall if so desired,
- shows coupons that are clearly branded as WhenU offers; and
- has never and does not currently redirect affiliate links automatically.

SaveNow is a Windows-based software program. The Windows environment provides a computer user with significant control over his or her computer display. Consumers are used to having multiple applications on their desktops as the Windows environment provides the ability to interact with multiple applications in multiple windows simultaneously. SaveNow is similar to other applications that may cause additional windows to appear automatically in front of the users' browser window while they are surfing the Internet.

As part of its commitment to the key elements of the Code of Conduct, WhenU is paid by our merchants only if all of the following takes place:

- (1) WhenU software displays a valuable offer to the consumer, clearly labeled a "WhenU offer";
- (2) the consumer actively responds to the offer by clicking on it; and
- (3) the consumer subsequently transacts at the merchant partner site.

WhenU's SaveNow technology is only one of many marketing platforms that we use on our merchant partners' behalf. Our premier subscription-based software product, WhenUShop, is the best shopping assistant on the Internet. With WhenUShop, members are assured of getting the most relevant and up-to-date merchant information saving them time and money when shopping online. PriceBandit.com, an alternative to the paid WhenUShop software, is a free Web site that provides consumers with a daily update of all the Web's best coupon offers. Additionally, we feature our merchants in our WhenUSleuth e-mails that are sent to our opt-in mailing list.

It is inevitable that point of sale technology will exist to offer merchants opportunities to reach consumers with targeted offers. WhenU will continue to innovate and test new marketing platforms to increase sales for merchants and enhance the consumer experience.