

You already know that the World Wide Web is an unparalleled direct marketing medium with tremendous reach -

now over 72 million users and an estimated 100 million users in 1999. You also know the Web is a great place to increase brand awareness, target specific affinities, quickly measure response, and sell products.

Consumers are Using Computers Instead of...

5% Reading Newspapers

17% Reading Magazines

78% Watching TV

Source: Forrester Research Inc.

In fact, Americans now spend an average of nearly 7 hours per week on the Internet and

79% of them use the Web to research information on products and services.

[source: InternetTrak Q1'98 and Iconocast.com]

How *do you reach those millions of online customers who make their buying decisions on the Internet?*

How *can you make Web marketing simple and cost effective?*

Ad Up.

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**Ad-Up
turns
websites**

into

**web
Businesses.™**

Ad Up.™

Ad-Up Delivers:

- If you're looking for strategies that deliver targeted, responsive, customers - not just eyeballs - choose **Ad-Up**.
- If you want **E-Commerce, ROI and targeting expertise**, you need **Ad-Up**, the premier, full-service, online advertising and marketing solutions-provider for crafting your Web marketing campaign.

Ad-Up turns Websites into Web Businesses™.

Ad-Up Our Benefits To You:

- **Personalized Service:** We want you to be happy with your campaign, so you'll interact with experienced, knowledgeable people who understand your goals and how to leverage the Internet to exceed those goals. Customer service is our #1 priority.
- **One Stop Solution:** No more Rolodex headaches -- **Ad-Up** supplies comprehensive services to handle all your Internet advertising and marketing needs from creative consultation and e-commerce design to media buying and ROI analysis.
- **Powerful Targeting:** We have multiple opportunities which will quickly and cost-effectively reach your precise market, saving you money and time.
- **Ease of Use:** Looking for a way to make your life easier? **Ad-Up** takes care of all the details, everything is made simple and clear -- no special software is ever needed.
- **Instant Tracking:** Can TV, radio, or print campaigns save you money with real-time, up-to-the-second results of your penetration and response? **Ad-Up can.**
- **Broad Experience:** Want someone you can trust? Our expert staff has been working on the Internet since 1981, so we have a comprehensive understanding of online media.
- **Quick Turnaround:** Need to start in a hurry? **Ad-Up** campaigns can start right away if desired, usually with 24-hour turn around -- often faster if necessary.

Ad-Up Our Services:

• **The Ad-Up Premium Network** provides a wealth of targeting opportunities on high quality, subject-focused Websites with real-time tracking of Web advertising response. Our network of over 100 popular Websites gives you a powerful, effective way to reach your market segment. We'll deliver the precise market you're looking for. Choose from channels such as *Art, Business, Communications, Computer Hardware, Computer Software, Consumer Products, Finance, Gaming, Health & Fitness, Movies, Music, Photography, Sports, Technology, Travel, Web Developers, Women's Issues*, and more. If you need a narrower target or a special combination, **Ad-Up** will create a customized campaign to meet your goals.

• **Ad-Up Creative Design** brings together expertise in E-commerce, integrated marketing, Internet advertising, and graphic design. Our team understands which methods will work best for you, from sponsorships, beyond-the-banner campaigns, direct email, newsletters to entire E-commerce packages, rich media ads, co-branding, keyword buys, and other emerging forms of Internet advertising. **Ad-Up** builds complete Web campaigns that work and keeps them up-to-date through constant monitoring. We recommend changes in creative design to increase response, as well as implement improvements to the navigation and structure of Websites.

• **Ad-Up Media Buying** makes it easy to market your product on a variety of online channels with a single buy. There are millions of Web venues, and every day brings new ways to reach your customers. **Ad-Up** creates unique electronic, interactive campaigns capturing precise markets. Utilize everything from precise search engine keywords to efficient opt-in email. **Ad-Up** understands where your target audiences are spending their time online and knows how to bring them to you.

*"You did your job great,
I couldn't be more satisfied!"*

-- Chuck Curtis, President, Valentine-Radford Agency

• **Ad-Up Online Consulting** provides clients with complete, individualized, Web consulting services such as Internet PR, Web advertising strategy, ad placement, as well as strategic intelligence and online marketing advice. We also have years of experience individually analyzing campaign results and ROI. **Ad-Up** keeps you on the cutting edge of the most recent advances in Internet advertising concepts, pricing, technology, and design. We're always on the forefront of Web marketing, so we keep you informed. Our experienced sales team can assess trends in your market segment and provide strategic advice on future directions.

"I would like to extend my gratitude towards Ad-Up's detailed reporting, extensive expertise and professional service. We were very happy with the above average click-through ratios for our Web hosting banner ad. You have been an asset in the growth of Anaserve and our endeavors."

- Michelle Ruyle, Director of Marketing, Anaserve, Inc.

Ad-Up.

The Ad-Up Premium Network *doesn't just deliver eyeballs. We deliver customers. Our network is built around the powerful principle that you'll best capture the hearts, minds – and dollars – of your target audience if you advertise where they're truly interested and involved in subjects related to your products.* Advertising broadly on general purpose sites or portals may be fine if your audience is broad. But smart advertisers know who their best prospects are and prefer to focus their advertising dollars on them. The Ad-Up Premium Network makes it easy to target and reach those more profitable audiences – quickly and efficiently. Our Premium Network features high quality, single topic, focused Websites matching targetable affinity groups and meeting strict criteria, insuring that your ad will be seen in the most effective environment.

Here's how easy it is:

- **Simply tell us about your product / service and target market.**
- **We'll create banners and deliver the best targeting opportunities.**
- **That's it!**

Once your campaign is running, delivering ads directly to your target market, consumers click on the banners and are brought directly to your Website, where they can become sales leads or make online purchases. Throughout this process, Ad-Up tracks the success of the campaign, measuring viewers and response, while giving you ROI figures, so you have the results you want.

Powerful, Easy Tracking:

We provide you with instant, online access to results of your campaign 24 hours a day, 7 days a week – all with your standard Web browser; no special software is needed. You can pick any time or date range you wish, and your results will show the number of people who saw your ads, the number of people who clicked on those ads, and the response ratio for that period.

Make Your Web Marketing Ad-Up:

With a single buy, our one-to-one personalized purchasing system **targets your customers...**

- With the simplicity and ease of a phone call or email - no complicated software to learn - we do it all for you.
- On venues where you can best capture customers' interest — with targeted Network sites, or even rotating through the entire Ad-Up Network.
- Within a single affinity or demographic category, or in any combination of categories.
- In areas matching custom-created profiles or in specialized sub-categories.
- With quick, 24 hour turnaround on Ad-Up Network job orders and creative changes.

A Sample Campaign:

Suppose your company, Globasaurus Corporation, wants to sell a new motorcycle video game — here's how Ad-Up delivers everything you need:

- We analyze your online target market and create an integrated Web marketing plan. Working together, we determine that your biggest market is 18-25 year old males, who have an affinity for games and mountain biking.
- Using information from this study, we design and create an E-commerce Website Globasaurus.com which allows customers to try out the games in their browser and then purchase the home game online.
- Ad-Up then creates Web advertisements in various formats (banners, sponsorships, email, PR, etc). Next, we purchase online media for the campaign on highly targeted sites featuring game and mountain biking content, which have strong demographics in the 18-25 male market.
- We run the campaigns analyzing the results in real-time and updating the banner creatives as necessary to follow response trends. Sales tracking from the Globasaurus site integrates with advertising stats to provide accurate, real-world ROI figures guiding the next round of advertising, marketing, and product development.

Our primary affinity channels include:

- Art ●Business ●Communications ●Computer Hardware ●Computer Software ●Consumer Products ●Finance ●Gaming ●Health & Fitness ●Movies ●Music ●Photography ●Sports ●Technology ●Travel ●Web Developers ●Women's Issues
- In addition, customized channels, including demographic bases can be created to specifically match your desired market at no extra charge. Even very narrow targets are easy with Ad-Up.*

High Quality Content Network:

Ad-Up is extremely selective in choosing the Websites which become part of our network. All Web publishers must meet these strict criteria:

- Interesting subject-based, targetable content with a focused topic ●Optimal ad placement: prominent and integrated within a high-quality page ●Aesthetically pleasing and easy to navigate ●Up-to-date with current information ●Inoffensive and non-controversial to most audiences ●Meeting all legal requirements, especially copyright laws

Ad-Up audits sites on an on-going basis to insure compliance with our requirements.

Targeting Opportunities:

To reach your target market cost-effectively, Ad-Up offers targeting based on any combination of:

- Affinity to site content ●Targeted demographic profile ●Day or specific date ranges ●Time (e.g., prime time, peak) ●Specific pages within a site ●Overall number of times the ad is shown ●Frequency with which the ad is shown

“Worlds of thanks.

Your personalized customer service, attention to detail, and ad tracking capabilities have allowed me to cost effectively weed through 1000s of potential clients (while I sleep =>) to get to the paying customers. Your ads paid off in 3 weeks on a 6 month contract! Thanks!!!”

- Christopher R. Rugh, CEO, 4-800-USE

Personal Response:

Through your personal account representative, you'll be able to review and update your choices, improving your campaign, targeting, frequency, and banners to fit your latest strategies, all with a 24 hour turnaround. We believe personal, human customer service is far better than forcing clients to learn new software and make changes manually. That's why our friendly, professional staff is ready to take care of you.

Low Rates:

Ad-Up was the first network to offer an innovative results-based rate structure. Our low banner advertising rates can be based on click-through as well as CPM and flat rates. Please contact your Ad-Up sales representative or send a request to rates@ad-up.com for current pricing information.

Flexible Specs:

We accept GIF or JPEG images (static or animated) of any IAB standard size. We recommend a banner size of 468 pixels wide by 60 pixels high. For best results and a better customer response, we also suggest that ads be 10Kb or less. Ad-Up offers 24 hour turnaround for the placement of ads on the Ad-Up Network. This gives you maximum flexibility to quickly customize and update your placement strategy.

“Ad-Up knows what makes people click banners and they are willing to share that information with their clients. Once, they suggested I make a few revisions to a particular ad, and the click-through rate doubled!”

-- Matt Newell, OnChat.com Producer, Media SuperCollider

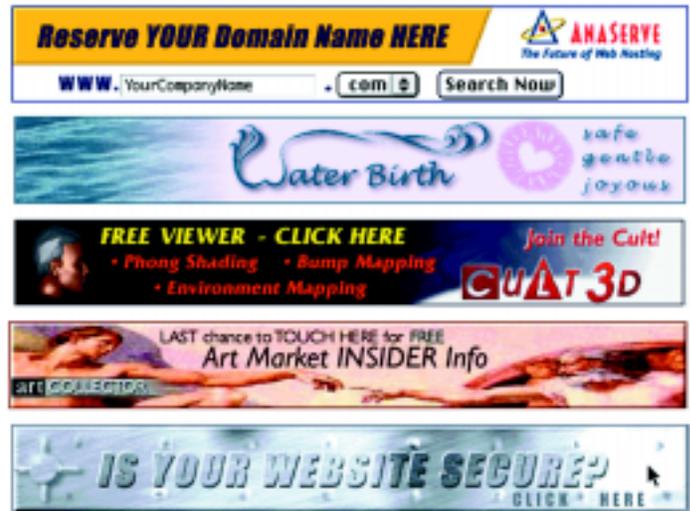
Good design can make the difference between a cursory look and a click-through, or between glazed-over eyes and a purchase. The Ad-Up design team makes that difference.

Successful E-Commerce:

Selling online is easy with Ad-Up. We can integrate state-of-the art shopping-cart software (allowing customers to select multiple items), secure transactional processing for safe purchases, database searching with user tracking and back-end analysis —giving you everything you need to run a successful electronic storefront.

Compelling Design:

To be effective, Internet advertising design needs to draw in the target audience, without annoying them. We have the experience to build effective advertising banners, rich media ads, sponsorship spaces, and more. Whether you need interactive JavaScript ads, dynamicHTML, or animated, engaging graphics, Ad-Up can build it for you.



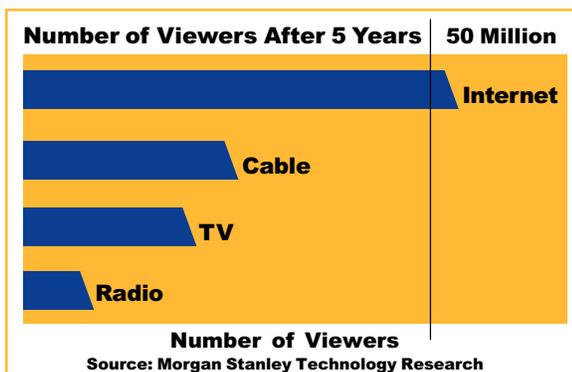
Effective Website Design:

Powerful Website design is a competitive advantage - and an integral part of your Internet advertising strategy. Once visitors come to your site, you want them to stay there and make a purchase—and keep coming back. Ad-Up understands the qualities that distinguish a winning site from the thousands of also-rans. We put that knowledge to work for you.

Out-of-the-Box Solutions:

Online advertising can go beyond-the-banner, providing more creative, interactive campaigns to capture the customer with innovative ideas and the latest technology. Integrating content with your marketing message is an excellent way to attract even the toughest customers, those who can not be reached through other methods. Ad-Up has a wealth of ideas ready to deliver the customers you want.

Our personalized media services speed the process of placing, managing, and tracking your ad buys to match your marketing strategy. Ad-Up can develop complete Web media plans through a variety of services, custom-tailored to your requirements including targeting strategies, buys on third party sites, search engine keyword buys, opt-in email lists, and more.



Full Service Ad Placement:

If your campaign requires the flexibility to supplement a targeted ad buy, Ad-Up can place your ads throughout the Web, whether or not they're on our network, while still providing the same high level of service and support you need to manage those ads.

Broad Reach or Narrow Focus

Leveraging our comprehensive database of third party Websites, we can place ads almost anywhere on the Web to reach even the largest or most specific audiences.

Customizable

For most out-of-Network ad buys we can target by: •Time and day •Specific Websites
•Geographic area •Frequency •SIC code •HHI •Gender •Number of times the ad is shown

**“Your service
is first rate!”**

— Richard Monahan, Magnum Duty-Free

Media Flexibility:

We offer a full spectrum of Internet advertising solutions including:

High Impact Banner Ads: Leverage the power of Banner advertising with unlimited animation. According to independent research, banner advertising is extremely influential, increasing consumer recall and brand name recognition. Static or animated, Ad-Up ads always appear integrated with the content, in prominent positions within Ad-Up Network sites and can be targeted to specific demographics or affinities.

Specific Keyword buys: Take advantage of Web search engines by delivering your ad directly to people seeking precisely what you are offering. This highly effective placement reaches customers when they are most receptive.

Memorable Sponsorships: If branding is your goal, Ad-Up can arrange to integrate brands or products within the editorial context of a given Website. Companies have found that this is an extremely potent way of building brand awareness in a meaningful way, by supporting content that consumers know, love, and are highly involved with.

Direct Targeted and Opt-in Email: Deliver your message directly to your targeted customers, and those who *want* to receive information on the product or service you're selling with Opt-In email. Ad-Up offers hundreds of Opt-in email lists, and can harvest even more highly targeted lists totaling millions of prospects in a variety of categories.