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June 7, 2000

Mr. Gregory W. Gribben
Woods Oviatt Gilman LLP
700 Crossroads Building
2 State Street
Rochester, NY 14614

RE: Zap.Com Corporation
A.R.S. §§ 44-1801(9) and 44-1801(20)

Dear Mr. Gribben:

On the basis of the facts set forth in your letters of April 5, 2000 and May 23, 2000, and in reliance upon your opinion as counsel, the Securities Division will not recommend enforcement action for violation of the Securities Act of Arizona should the transaction take place as set forth in your letter.

As this position is premised upon the facts set forth in your letter, it should not be relied on for any other set of facts or by any other person. Please also note that this position applies only to the registration requirements of the Act; the antifraud provisions of the Act continue to be applicable.

We have attached a photocopy of your letter containing the facts upon which this position is based.

Very truly yours,

A handwritten signature in black ink that reads "Mark Sendrow".

MARK SENDROW
Director of Securities

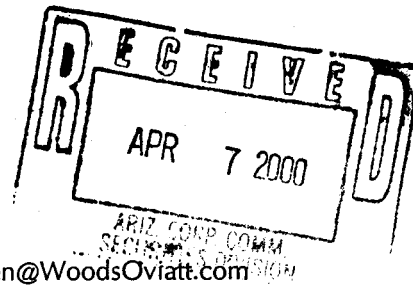
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Attachment

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April 5, 2000

VIA FEDERAL EXPRESS

Ms. Sharon Hartog
State of Arizona
Corporation Commission
1300 West Washington, 3rd Floor
Phoenix, Arizona 85007

Re: Zap.Com Corporation – Request for No-Action Letter

Dear Ms. Hartog:

We represent Zap.Com Corporation ("*Zap.Com*"). We are writing to request that you concur with our opinion that a third party service organization and its employees who engage in ministerial activities for Zap.Com in connection with Zap.Com's offering of stock, are not required to be registered as salespersons or as dealers in accordance with Section 44-1842(A) of the Arizona Revised Statutes (the "*ARS*").

Zap.Com is subject to the informational requirements of the Securities Exchange Act of 1934 (the "*Exchange Act*") and, in accordance therewith, files reports and other information with the Securities and Exchange Commission (the "*SEC*"). Zap.Com's stock trades on the NASD's Over-the-Counter Market Electronic Bulletin Board.

Zap.Com seeks to build a global Internet network of third party web sites (the "*ZapNetwork*") on which it will have the contractual right to deploy its multifunctional Internet banner, the ZapBox or other Internet properties it acquires or develops in the future. As part of this plan, Zap.Com plans to offer stock to web site owners as an incentive to join the ZapNetwork. Accordingly, Zap.Com will not be issuing stock for cash or raising capital in the offering.

On March 3, 2000, Zap.Com filed with the SEC an amended registration statement on Form S-1 (the "*SEC Registration Statement*") for the proposed offering which was declared effective on the same day. On January 12, 2000, Zap.Com filed a registration statement on Uniform Form U-1 (the "*Arizona Registration Statement*") with the Arizona Corporation Commission. We are presently responding to comments from the Corporation Commission with respect to the offering.

Zap.Com is Zap.Com officers, Leonard DiSalvo, Gaetano M. Guglielmino, Philip A. Jones and Therese F. Stone, filed an individual Issuer/Dealer registration, which was approved pending the Arizona Statement registration. When approved, Zap.Com would be exempt from

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registering as an issuer/dealer pursuant to Section 44-1801(9)(b) as the officers engaged in selling Zap.Com securities will be registered under the ARS.

Zap.Com plans to mail to select web site owners a prospectus, a brochure, and an application to join the ZapNetwork and the ZapNetwork Agreement, which sets forth the terms under which the web site owner will join the ZapNetwork (the "*Application Materials*"). These Application Materials have been prepared by Zap.Com and its counsel. The cover letter will be signed by an authorized Zap.Com officer.

Zap.Com intends to solicit web site owners only through its officers and various other methods, including direct mail and appropriate on-line and off-line advertising. Zap.Com's officers participating in the offering will not be registered as brokers or dealers or agents of brokers or dealers under Section 15 of the Exchange Act. Rather, Zap.Com intends to comply with the safe harbor of SEC Rule 3a4-1.

In order to assist it with the ministerial and clerical details of conducting the offering, Zap.Com has retained Webcraft, Inc. ("*Webcraft*"), a New Jersey based service organization, with mass-mailing and program processing expertise to physically execute the mailing. Webcraft will receive the completed Application Materials from the web sites and review the Application Materials. Any incomplete applications or ZapNetwork Agreements will be sent back to the web site owner with a letter describing how the application or the agreement is incomplete. Webcraft will then forward the Application Materials to Zap.Com for review. After Zap.Com conducts an initial assessment of the applicant site and makes a decision on the web site's application, Webcraft will send Zap.Com's acceptance/rejection letter to the web site owner, along with the necessary computer information to install the ZapBox.

Zap.Com will establish a toll-free telephone number for web site owners to call who have questions about the Application Materials, or web sites interested in obtaining the Application Materials. Webcraft will provide personnel to support the toll-free number. The Webcraft personnel will be responsible for answering questions and requests received from web site owners. The responses of Webcraft personnel to web site owners who have previously received the Application Materials will be limited to calling their attention to the instructions in the Application Materials, the membership enrollment process, their enrollment status and the ZapNetwork, to the extent such information is contained within the prospectus. Zap.Com will educate Webcraft personnel as to each of these matters. If any question is posed that would require information outside of the prospectus, the Webcraft operators would advise the web site owner that an authorized Zap.Com officer will contact him. The Webcraft operator would then advise Zap.Com about the inquiry. Under no circumstances will any Webcraft employee be authorized to give investment advice, recommend that a web site owner join the ZapNetwork and receive shares of Zap.Com stock, or otherwise make any statements not derived from the prospectus.

The operators' responses to web site owners who have not previously received the Application Materials will be limited to requesting name, address, and other identification information to facilitate sending out the Application Materials, and informing them that

Zap.Com will send them the Application Materials. Application Materials may also be requested by e-mail and Webcraft's responses to these e-mails will be similarly limited.

Webcraft will also perform limited outbound calls and e-mails to only those web sites that were sent the Application Materials. Webcraft personnel will be limited to asking the web site owner (i) whether he or she received the Application Materials; (ii) whether he or she plans to join the ZapNetwork; and (iii) if yes, when he or she will be submitting the completed Application Materials, or, if no, why not. Webcraft personnel will also be directed to provide the same limited responses as those given to inbound web site callers. These outbound calls will provide the administrative help necessary to track Application Materials that have been sent. In the event a web site owner has submitted an incomplete application or agreement, Webcraft personnel may place an outgoing telephone call or e-mail to inform the web site owner that the same are being returned as discussed above.

After the web site makes an offer to join the ZapNetwork, by submitting the signed application and ZapNetwork Agreement, Webcraft will also have a limited administrative role. Webcraft will provide technical and commercial surveys for the web site owners to complete about his or her web site. The information obtained from the surveys will allow Zap.Com to install the ZapBox and review the web site's number of unique users for pricing information and to determine if it has enough unique users to join the ZapNetwork. Webcraft personnel will be available to answer questions on the toll-free telephone number from web site owners. Webcraft personnel will also perform limited outbound calls and e-mails after the ZapBox computer information has been sent to inquire whether there are any problems with installation. Again, their responses will be limited as discussed above, as well as to providing technical computer hardware and software information in connection with installing the ZapBox.

Webcraft will be compensated based on a flat fee for setting up its systems and on an hourly and monthly rate for personnel to staff the system. Webcraft and its employees will not receive any compensation based in any way on whether a web site owner purchases Zap.Com stock.

Zap.Com plans to enter into an agreement with Webcraft setting forth the arrangement described in this letter. In addition, Zap.Com intends to provide training and written instructions to Webcraft and its personnel to assure their understanding of their limitations in providing these services.

In sum, Webcraft's activities would be strictly ministerial and clerical. Webcraft's role in this transaction is to facilitate the prompt and complete distribution of the materials to web site owners who Zap.Com has identified as a prospect for the ZapNetwork, and to provide a facility for responding to their inquiries to relieve Zap.Com from the need to divert personnel to such function. In this way, Webcraft's role is similar to that of an information agent in the tender offer or rights offering context.

Webcraft's main responsibility will be to provide customer service support to Zap.Com for the web sites after they have joined the ZapNetwork and after the transaction is complete. As a customer service function, Webcraft will provide information about the ZapNetwork to web

sites and will respond to questions about technical computer and Internet issues, and other frequently asked questions about the ZapNetwork.

We respectfully request your concurrence with our view that Webcraft and its employees are not required to be registered as salesmen or as dealers in accordance with Section 44-1842(A) of the ARS if they engage in the activities described above. In the alternative, we respectfully request whatever assurances you can provide that the Arizona Corporations Commission would not recommend enforcement with respect to these issues.

We have enclosed a check in the amount of \$200 made payable to "Securities Division, Arizona Corporation Commission", to cover the filing fee for our no-action request. We would appreciate your prompt response so the web sites residing in Arizona may be given the opportunity to become a member of the ZapNetwork. If possible, we would like to receive a preliminary oral opinion as soon as possible, which if favorable, will allow Zap.Com to proceed with the offering, pending a written response.

Should you have any additional questions regarding this letter, or should you require any additional information, please do not hesitate to call either me or Gordon Forth (716-987-2801) or Julianne Oehlbeck (716-987-2819) of this office. Thank you for your attention to this matter.

Very truly yours,

WOODS, OVIATT, GILMAN LLP



Gregory W. Gribben

GWG/sab
Enclosure

cc: Gordon E. Forth, Esq.
Julianne A. Oehlbeck, Esq.

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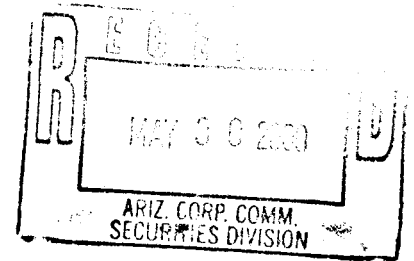
Writer's Direct Dial: (716) 987-2875
E-Mail: ggribben@woodsoviatt.com

May 23, 2000

VIA FEDERAL EXPRESS

Ms. Nancy Pisaruk
State of Arizona
Corporation Commission
Securities Division
1300 West Washington, 3rd Floor
Phoenix, Arizona 85007

Re: Zap.Com Corporation – Request for No-Action Letter



Dear Ms. Pisaruk:

This letter is written in response to our telephone conversation of May 4, 2000. Pursuant to those conversations, you requested that we elaborate upon our request for a no-action letter which was made by letter dated April 5, 2000 (“*Initial Request*”). Reference is made to the Initial Request for a statement of the facts underlying our no-action letter request, which remain unchanged at this time, except that Zap.Com has filed a post-effective amended registration statement on Form S-1 with the Securities and Exchange Commission on May 4, 2000, which was declared effective on May 10, 2000. Although some details regarding the Zap.Com offering have been changed, the functions and duties of Webcraft will remain the same.

In our telephone conversation you had asked whether Zap.Com had placed any limitations on Webcraft for supplying information to web site owners out of the prospectus. The answer is yes. Webcraft has specific limitations. Webcraft personnel will be limited to calling their attention to instructions in the application materials and providing information about the membership enrollment process, the web site's enrollment status, and the ZapNetwork, to the extent such information is contained within the prospectus. In response to questions, Webcraft will only point out to the web site owner where the requested information is located in the prospectus. Webcraft personnel will not be permitted to talk about the value of Zap.Com's stock or its prospects, or discuss the financial condition of Zap.Com. Furthermore, under no circumstances will any Webcraft employee be authorized to give investment advice, or recommend that a web site owner join the ZapNetwork and receive shares of Zap.Com stock.

You had also requested that we provide you with additional authority for our position that Webcraft and its employees should not have to register as a dealer and/or a salesman under Section 44-1842(A) of the Arizona Revised Statutes (“*A.R.S.*”). We direct your attention to In Re Chase Manhattan Bank, No-Action Letter Dated March 12, 1998, 1998 Ariz. Sec. LEXIS 12, in which the Securities Division took a no-action position under similar factual circumstances.

In Chase Manhattan Bank, the bank retained a third-party service organization to assist in the ministerial activities relating to certain sponsored investment trusts and closed-ended mutual funds. Specifically, the third-party service provider was to answer telephone inquiries from

Ms. Nancy Pisaruk
May 23, 2000
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current and prospective shareholders and unit trust owners regarding matters such as current quotations of net asset value, amounts being held in various accounts, the ownership of and changes in ownership or titling of accounts, lost certificate replacement, requests for copies of the prospectus or other approved offering or sales materials, and the details of reporting and procedures for increasing or redeeming investments therein. In Chase Manhattan Bank, the Securities Division opined that the activities listed above would not bring the third party service provider within the definition of dealer under A.R.S. Section 44-1801(9) or salesman under A.R.S. 44-1801(20). I have enclosed a copy of the Chase Manhattan Bank No-Action Letter for your review.

Like, the third party service provider in Chase Manhattan Bank, Webcraft will *not* be engaged in direct marketing or face-to-face contact with potential Zap.Com members. Webcraft personnel will be responsible for responding to customer questions about the application materials. As in Chase Manhattan Bank, in their response, Webcraft personnel will answer questions regarding the application materials by calling the web site owner's attention to the instructions in the application materials, and will also answer questions regarding the membership enrollment process, the web site owner's enrollment status, and the ZapNetwork, by directing the web site owner to the information contained within the prospectus.

Webcraft employees will be merely performing administrative and ministerial duties similar to those performed by the employees in Chase Manhattan Bank. Webcraft employees will not advise or solicit investors regarding the Zap.Com securities. Webcraft will not receive compensation which is in any way based upon, or tied to, the sale of Zap.Com securities.

In conclusion, based upon this additional information, we respectfully request your concurrence in our view that Webcraft and its employees are not required to register as dealers or salesmen in accordance with A.R.S. Section 44-1842(A) if they engage in the activities described herein and in the Initial Request. In the alternative, we respectfully request whatever assurances you can provide that the Securities Division of the Arizona Corporations Commission would not recommend enforcement with respect to these issues.

Should you have any additional questions regarding this letter, or should you require any additional information, please do not hesitate to call either myself, Gordon Forth (716-987-2801) or Julianne Oehlbeck (716-987-2819) of this office. Thank you for your attention to this matter.

Very truly yours,

WOODS, OVIATT, GILMAN LLP


Gregory W. Gribben

GWG/jmr
Enclosure

Ms. Nancy Pisaruk
May 23, 2000
Page 3

cc: Gordon E. Forth, Esq.
Julianne A. Oehlbeck, Esq.