



News Release

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GSI Commerce Enters Strategic Software Distribution Agreement and Purchases Minority Interest in German E-commerce Software Company, Intershop Communications AG

KING OF PRUSSIA, Pa., April 15, 2010 – GSI Commerce Inc. (Nasdaq: GSIC), the leading provider of e-commerce and interactive marketing services in the U.S., today announced it has entered into a software distribution and license agreement with Intershop Communications AG, a German-based provider of e-commerce software for enterprise clients.

Under the agreement, GSI will become the exclusive distributor of Intershop's e-commerce software products in the Americas, as well as a global reseller on a non-exclusive basis; the products include its Infinity enterprise e-commerce platform. The agreement provides GSI with entry into the estimated \$700 million licensed e-commerce software market, complementing the company's existing industry leading on-demand/SaaS solutions. In addition, the company has entered into a license agreement with Intershop providing GSI the ability to incorporate Intershop's products into its current on-demand/SaaS solutions.

In connection with entering into the strategic agreement, GSI acquired a 10.5 percent minority equity stake in Intershop from certain shareholders of Intershop for approximately \$6.9 million. In addition, GSI agreed to purchase approximately 560,000 newly-issued shares, representing an additional 2.1 percent of Intershop's outstanding shares, for approximately \$1.3 million. GSI expects to account for its combined stake in Intershop as an equity method investment and does not expect the investment to have a material impact on its financial results. Intershop's 2009 net revenues and net income were €31.8 million and €1.7 million, respectively.

"Intershop has built a proven e-commerce software platform for enterprise clients and we look forward to distributing it in the Americas and abroad. We believe we can add value to Intershop through our strategic alliance and look forward to being a shareholder," said Michael G. Rubin, founder and CEO of GSI. "We also expect to gain valuable insights into the European market through this relationship," added Rubin.

Henry Göttler, member of Intershop's executive management team commented, "GSI is a global leader in e-commerce. We look forward to the value that it will bring to Intershop's business and are pleased to welcome GSI as a strategic partner and shareholder."

Jupiter Capital Partners, Munich, Germany, acted as financial advisor, and Luther Rechtsanwaltsgesellschaft, Hamburg, Germany, acted as legal advisor to Intershop. Skadden Arps Slate Meagher & Flom LLP, Frankfurt, Germany and Boston, MA, acted as legal advisor to GSI.

About Intershop

Founded in 1992, Intershop Communications AG is based in Jena, Germany with additional offices in

Europe and the United States and has more than 280 employees. The company is listed on the Frankfurt Stock Exchange (Ticker ISH2.de). Its flagship product, Enfinity Suite 6, a licensed e-commerce software solution is used by clients to centrally manage some or all of their online business channels including business to consumer, business to business, partner, supplier and procurement on a single platform. Intershop also offers professional services and online marketing services to its clients. More information about Intershop can be found online at www.intershop.com.

About GSI Commerce

GSI Commerce[®] is the leading provider of services that enable e-commerce, multichannel retailing and interactive marketing for large, business-to-consumer (b2c) enterprises in the U.S. and internationally. We deliver customized solutions through an e-commerce platform, which is comprised of technology, fulfillment and customer care and is available on a modular basis or as part of an integrated, end-to-end solution. We offer a full suite of interactive marketing services through two divisions, TrueAction[™] and e-Dialog. Additionally, we provide brands and retailers a platform for online private sales through RueLaLa.com, and an online, off-price marketplace, SmartBargains.com.

Forward-Looking Statements

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements made in this release, other than statements of historical fact, are forward-looking statements. The words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “plan,” “will,” “would,” “should,” “guidance,” “potential,” “opportunity,” “continue,” “project,” “forecast,” “confident,” “prospects,” “schedule” and similar expressions typically are used to identify forward-looking statements. Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the business of GSI Commerce. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or implied by these forward-looking statements. Factors which may affect GSI Commerce’s business, financial condition and operating results include the effects of changes in the economy, consumer spending, the financial markets and the industries in which GSI Commerce and its clients operate, changes affecting the Internet and e-commerce, the ability of GSI Commerce to develop and maintain relationships with strategic partners and suppliers and the timing of its establishment, extension or termination of its relationships with clients, the ability of GSI Commerce to timely and successfully develop, maintain and protect its technology, confidential and proprietary information, and product and service offerings and execute operationally, the ability of GSI Commerce to attract and retain qualified personnel, and the ability of GSI Commerce to successfully integrate its acquisitions of other businesses and the performance of acquired businesses. More information about potential factors that could affect GSI Commerce can be found in its most recent Form 10-K, Form 10-Q and other reports and statements filed by GSI Commerce with the SEC. GSI Commerce expressly disclaims any intent or obligation to update these forward-looking statements.

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