



Reseller Program Detailed Description

TotalTransact™

New Payment Opportunities for ISOs

Today's progressive ISOs are looking for new ways to stand out in the crowded acquiring marketplace by increasing the value of their core product offerings. *TotalTransact* provides the opportunity to package check acceptance, ACH payments, and card processing in a simple, easy-to-use service. *TotalTransact* is the premier payments processing service that provides convenient, multi-channel payment acceptance, initiation, and depositing services to merchants and corporations.

The TotalTransact Payment Service

NetDeposit's *TotalTransact* service is a time and cost-saving solution that makes processing electronic payments faster and more accurate for any business.

TotalTransact speeds cash flow, improves efficiency, and increases profitability. It is the industry standard because it provides a full complement of comprehensive, customized features to meet virtually every payment application.

Now organizations of any size from merchants to municipal entities, collection agencies to healthcare clinics, and more can offer powerful electronic payment options once only available to the largest enterprises.

eCheck

TotalTransact provides easy ways to save your company time and money while improving the accuracy and efficiency of receivables activities. *TotalTransact*'s eCheck provides several options for sending and receiving payments from checking and savings accounts via the Automated Clearing House (ACH) network.

Card

Accepting credit cards is essential to doing business today. *TotalTransact* provides flexible, powerful options for card payments. Additionally, card transaction reporting is included in a single, unified reporting engine with all other payments.

RDC

Remote Deposit Capture (RDC) is a revolutionary service that enables businesses to scan checks at the office and transmit the check images via the Internet for processing and deposit to their bank accounts at any bank. *TotalTransact* offers an easy-to-use, innovative solution that saves time and money by eliminating costly and inconvenient trips to the bank and allows businesses to easily prepare and deposit checks 24 hours a day, 7 days a week.

eCheck

Provide Flexible Payment Options by Utilizing the Convenience and Connection of the ACH Network

TotalTransact provides easy ways to save your merchants time and money while improving the accuracy and efficiency of receivables activities. *TotalTransact*'s eCheck enables merchants to initiate electronic payments from customer's checking and savings accounts directly to their company's account. This simplifies the payment process for both payor and payee. It includes the ability to send payments on a one-to-one basis or within a multiple payee batch. *TotalTransact* is ideal for companies collecting or sending recurring payments of all sizes. eCheck utilizes Automated Clearing House (ACH) for account-to-account electronic transfers.

NetDeposit provides a Web-based console that enables merchants to accept and process payments. The console provides tools for establishing one-time debits and credits, as well as installment and recurring payment plans.

The Web-based tool will also enable your merchants to obtain payment page support allowing payment acceptance on merchant Web sites through easy-to-install plug-ins.

Card

Making the Most of Merchant Accounts

TotalTransact takes card processing to a new level by unifying it with the overall payment strategy. Like many payment types, card processing has traditionally been done in a separate silo from other payment tools. With *TotalTransact*, all payments can be processed through a single service. This allows merchants to oversee all payment activity through a single, powerful management console.

By utilizing *TotalTransact* as your payment platform, your merchants will be able to process credit cards in the following ways:

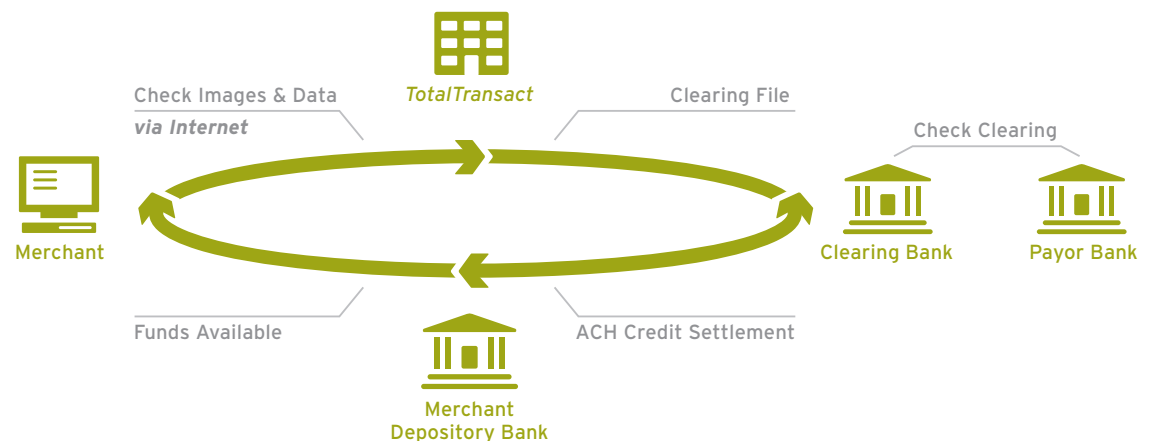
- Use a swipe card reader to capture credit card transactions in card-present scenarios
- Initiate credit card payments over the phone, or in other situations where the card is not present, using a Web-based "virtual terminal"
- Take credit card payments over the Internet from a secure online payment page
- Set up recurring payment plans and charge their customers' credit cards automatically based on agreed upon payment schedules
- Utilize *TotalTransact* Web Services to integrate card processing into third-party applications

RDC

Provide the Convenience of Depositing Checks from the Office

NetDeposit provides a check capture service tailored for merchants that accept checks. With RDC, merchants replace deposit trips to the bank with software and a check scanner that captures check images and transmits deposits electronically to the *TotalTransact* processing center. Each check is cleared through the paying bank via settlement channels managed by NetDeposit and the funds are transferred to the merchant's bank account via an Automated Clearing House (ACH) Credit. The merchant does not need to change its existing banking relationships to take advantage of this service.

With RDC, merchants are provided everything they need to quickly and easily begin making deposits remotely. The service includes the check scanner, hardware maintenance contracts, and customer support.



RDC Certified Check Scanner

To use *TotalTransact's* RDC, the merchant will need a NetDeposit-certified check scanner that connects to their PC's USB 2.0 port. A check scanner is a specialized piece of hardware which performs the check scanning, captures a front and back image of the check, and reads the MICR line account information. RDC relies on the check scanner to capture and create the electronic deposits.

NetDeposit offers a selection of scanner models that provide a range of operating modes, speeds, and features to address the merchant's particular capture requirements. All RDC check scanners include a manufacturer's warranty against defects.

Advanced Exchange Maintenance Plan for Check Scanners

With Advanced Exchange, a merchant can contact NetDeposit Customer Support to report a broken scanner. NetDeposit will ship a replacement scanner overnight/next day to the merchant. The merchant ships the failed device to NetDeposit using the provided shipping label and packing material.

The TotalTransact Reseller Program

The *TotalTransact* Reseller Program enables resellers to offer a suite of electronic payment products to merchants. Under the program, you work as a sales agent for NetDeposit. NetDeposit provides the tools, training, and support required to successfully market and sell the *TotalTransact* product suite to merchants.

As a *TotalTransact* reseller, your role is to sell the service and required hardware to merchants and assist them in applying for the service. NetDeposit does the rest, including merchant application processing and underwriting, merchant boarding, hardware fulfillment and maintenance, service delivery, and customer support.

NetDeposit	TotalTransact Reseller
<ul style="list-style-type: none">• Provide <i>TotalTransact</i> service delivery	<ul style="list-style-type: none">• Target buyers and sell the options included in <i>TotalTransact</i> service, including eCheck, Card, and RDC
<ul style="list-style-type: none">• Provide sales and marketing materials, training and support	
<ul style="list-style-type: none">• Process applications and perform merchant underwriting	<ul style="list-style-type: none">• Assist merchants in completing application and boarding materials and submitting them to NetDeposit
<ul style="list-style-type: none">• Board the merchants within the system	<ul style="list-style-type: none">• Assist merchants in submitting signed service contracts to NetDeposit
<ul style="list-style-type: none">• Perform check scanner fulfillment and maintenance (RDC)	
<ul style="list-style-type: none">• Perform deposit review (RDC)	
<ul style="list-style-type: none">• Perform funds settlement and disbursement	
<ul style="list-style-type: none">• Provide merchant and reseller reporting	
<ul style="list-style-type: none">• Provide merchant customer support	
<ul style="list-style-type: none">• Perform merchant billing and payments to reseller	<p>Note: The contractual relationship for the any of the options within the <i>TotalTransact</i> service is between NetDeposit and the merchant.</p>

Pricing Structure

As a reseller, you are responsible for setting the retail price points for service with your merchants. The revenue that you earn is based on the difference between retail price points and your price points. This pricing structure includes a number of price points with the potential for attractive margins for resellers.

Payments

Payments for resellers are made monthly. Payments are made within 25 days of month-end for the previous month's sales. The payments are credited to your bank account through an ACH credit.



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NetDeposit Support for TotalTransact Resellers

FastTrack™ Market Acceleration Program

NetDeposit recognizes that you need to begin selling *TotalTransact* solutions as quickly as possible to beat competition to key accounts and to take advantage of marketplace opportunity. Accordingly, we offer our resellers the FastTrack Market Acceleration Program to give you rapid access to materials that will provide you a detailed understanding of how each of the products work so you can address prospect questions and close business. Additionally, with this program, we provide you tools to train your sales team and collateral to assist in marketing the solutions.

Customer and Reseller Support

When you enroll as a *TotalTransact* reseller you will be assigned a NetDeposit Account Manager to facilitate your support needs as a reseller. The merchants to whom you sell the service have access to support from a seasoned and knowledgeable customer, technical, and scanner support team.

Program Kickoff and Incentives

NetDeposit will train your sales staff to sell the product and provide demos and collateral to assist sales agents with selling. NetDeposit will work with you to provide a sales agent incentive program to encourage your sales staff to get selling right away. Various models for an incentive program have been defined and tailored for the size of the reseller.

Enrolling in the TotalTransact Reseller Program

Enrolling in the TotalTransact Reseller Program is easy. Simply complete the following steps:

- 1 Review the *TotalTransact* Reseller Agreement and associated documentation.
- 2 Sign the *TotalTransact* Reseller Agreement.
- 3 Complete the *TotalTransact* Reseller Application and W-9.
- 4 Fax the agreement, the application, and a copy of a voided check (for the account to which NetDeposit will make payments) to NetDeposit.
- 5 Decision and setup takes 4 to 5 business days; you will be contacted if additional information is required to evaluate your application; once you are approved as a *TotalTransact* Reseller and setup is complete, you will be contacted by your NetDeposit Account Manager.
- 6 Your NetDeposit Account Manager will assist you in getting started as a *TotalTransact* reseller.

*Thank you for your interest in the TotalTransact Reseller Program.
We look forward to working with you.*

Statement of Confidentiality

This document, including all supporting materials and ideas, are the proprietary and confidential property of NetDeposit, LLC. By accepting possession of this document, the receiver agrees to keep the contents in confidence and not to use, duplicate, or disclose for any purpose other than the purpose of evaluating NetDeposit's ability to provide the services described herein, unless otherwise agreed in writing by NetDeposit.

On request by NetDeposit, the receiver agrees to return all copies of the document to NetDeposit, together with all other materials supplied by NetDeposit. This document is being submitted to the receiver for informational purposes only and does not constitute, in whole or in part, a contract for the information technology software or services described herein. A definitive contract finally executed by the receiver and NetDeposit shall constitute the entire agreement between the two parties for the services described in this document, and shall supersede this document and any other written, oral correspondence, or communication relating to the subject matter of this document.