100 West Kennedy Blvd., Suite 260 • Tampa, FL 33602 • 813.222.0333 • Fax 813.221.8651 www.nationalpayment.com

Dear Prospective Customer,

I'd like to take a moment and introduce my company and myself. I am the Commercial Business Development Manager for National Payment Corporation.

National Payment Corporation is the largest independent provider of Direct Deposit payroll solutions for both small and mid-sized businesses alike. **We have been the recognized industry leader for this valuable service since 1991.**

My objective is to establish relationships with local community banks such as Citrus and Chemical Bank in an effort to identify specific Direct Deposit needs or concerns. These needs may vary in scope from not having a Direct Deposit payroll service to being unsatisfied with the flexibility of services offered by your current provider. At National Payment Corporation we can customize a processing solution to fit the needs of you and your client.

Have you considered that you may be missing significant Commercial Client opportunities by **not** having a Direct Deposit payroll product?

This is where National Payment Corporation can help. We can fulfill that need for you and your employees, as well as for your Commercial Clients and their employees.

I'd like to schedule a meeting in the near future to discuss our multiple processing options, or, feel free to contact me at (800) 284-0113 ext. 908. I can also be reached at danielc@natpay.com for your convenience.

Thank you for your consideration and I look forward to talking with you in the near future.

Regards,

Daniel L. Choate Commercial Business Development Manager National Payment Corporation



A complete payroll solution that's safe, simple, and the smart way to pay!



The paperless payroll solution with email pay stubs.



A secure, online service for processing payroll files.



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Press Release: New Alliance with National Payment Corporation Meets Growing Corporate Demand for Electronic Payroll Processes

Purchase, NY, January 13, 2004 – Adding a new dimension to its ability to give member financial institutions and their corporate customers access to best-in-class payment and information services, MasterCard International announced today that it is launching an alliance with National Payment Corporation to deliver a complete range of valueadded electronic pay stub solutions.

The new alliance represents an expansion of the MasterCard WorkPlace Solutions[™], a comprehensive suite of flexible payment programs designed to promote administrative efficiencies and cost savings by providing businesses with convenient and secure methods of disbursing work-related funds, while simultaneously controlling spending and integrating data with accounting software and enterprise resource planning.

This new offering directly enhances the MasterCard Payroll Card[™], an innovative program launched last year that provides a new way to distribute wages to company employees and represents an alternative to issuing payroll checks.

Under the terms of the agreement, National Payment will make it possible for companies using the MasterCard Payroll Card to replace traditional paper pay stubs with an efficient, electronic payment solution. By doing so, MasterCard and National Payment are enabling companies to achieve fully paperless payroll disbursement, thus boosting efficiency and time savings – without compromising security or privacy protections.

"Companies of all sizes, across a wide range of industries, are increasingly seeing the value of electronic payment solutions for their employees," said Steve Abrams, senior vice president of MasterCard Corporate Payment Solutions. "As demonstrated by our WorkPlace Solutions suite of offerings, MasterCard understands the expenses and hassles involved with paying employees by traditional methods, and our alliance with National Payment uniquely meets the needs of companies looking to offer an end-toend, paperless payroll solution." According to Keely Brown, Director of Pay Stub Services for National Payment, "This alliance offers significant ROI for employers as National Payment and MasterCard International come together to enable organizations to achieve a fully paperless payroll disbursement, which will ultimately boost efficiency and reduce costs."

Through this automated self-service option, employees may instantly access their EZStub[™] 24 hours a day, 7 days a week via their employers' Intranet or the World Wide Web. Employees can read the statement, print it and/or email it to another address (a great benefit for accountants and others needing to verify income).

About MasterCard Workplace Solutions

MasterCard Workplace Solutions is a comprehensive portfolio of Human Resources-related programs and services for organizations, including the following: MasterCard Payroll Card, Incentive Card, Flex Benefit Card, Supply Chain Incentive Card, Meeting Card, Project Card, Relocation Card and Travel Per Diem Card. Additional information about MasterCard Workplace Solutions can be found at www.mastercardbusiness.com/ workplacesolutions.

About MasterCard International

MasterCard International is a leading global payments solutions company that provides a broad variety of innovative services in support of our global members' credit, deposit access, electronic cash, business-tobusiness and related payment programs. MasterCard International manages a family of well-known, widely accepted payment cards brands including MasterCard, Maestro, and Cirrus and serves financial institutions, consumers and businesses in over 210 countries and territories. The MasterCard award-winning Priceless advertising campaign is now seen in 96 countries and in 45 languages, giving the MasterCard brand a truly global reach and scope. For more information go to: www.mastercardinternational.com

Contacts: Chris Monteiro, MasterCard International, 914-249-5826, chris_monteiro@mastercard.com



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A secure, online service for processing payroll files.



A direct deposit solution for employees without bank accounts.

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Press Release: Electronic Pay Stubs Add Wireless Notification Feature

Tampa, FL (September 28, 2004) – National Payment Corporation today announced cell phone text messaging as an additional way to deliver pay stub information through their EZStub Electronic Pay Stub Service.

"EZStub now can deliver select electronic pay stub information to employee's cell phones or other wireless devices. Users have the option to select up to three categories from their pay stub, such as net pay and vacation and 401K accruals and have these items delivered as a text message," remarked Keely Brown, Sales Director of National Payment Corporation.

"Employees who have been receiving their pay stubs electronically through the EZStub Service have another way to receive pay information when they are on the go. Not everyone has access to a computer, but most people have a cell phone."

Employers are seeking ways to cut payroll expenses. EZStub provides time and distribution savings, increases productivity and offers a secure and convenient method of distribution that makes it one of the most sought after employer offerings.

Employees using EZStub can log in to a secure website and obtain their current pay information online as well as historical pay statements. Employees can also receive EZStub messages from their employer. These messages can include company policy changes or notification of upcoming events.

More information about EZStub is available by phone at 800-927-6120 or visiting National Payment Corporation on the Web at http://www.ezstub.com.

About National Payment

National Payment Corporation is a leading provider of Payroll Distribution Solutions. From web based Direct Deposit Plus to EZStub electronic pay stubs, National Payment offers the latest technology for payroll distribution solutions of all employee payment and reimbursement requirements. With 14 years of experience and thousands of clients from coast to coast, National Payment processed over five billion dollars on their client's behalf last year.

(c) 2004 National Payment Corporation. All product names are trademarks of their respective companies.

CONTACT INFORMATION: Mark R. Williams, Marketing Director National Payment Corporation Phone: 813-222-0333 x155 Fax: 813-221-8651 http://www.nationalpayment.com info@natpay.com



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Press Release: Free Cell Phone Notification of Your Direct Deposit

Tampa, FL (July 19, 2004) – National Payment Corporation today announced EZPaynote, a free payroll notification service delivered by email or cell phone text message as part of their Direct Deposit Plus service.

"The benefits of Payroll Direct Deposit have now expanded with EZPaynote – a free cell phone or email text message notification that employees receive when their pay is deposited into their bank account. EZPaynote provides a simple and effective way for employees to know when and how much they have been paid," remarked Jefferson Harkins, President of National Payment Corporation.

"EZPaynote is employee self-administered – a tremendous HR management benefit – that provides a simple and effective paperless payroll process for any size company. Employers do not have to provide any employee email information or process their payroll differently. Employees sign up online to receive EZPaynote at any email address or wireless device."

Employees receiving Direct Deposit Plus through National Payment can log in to a secure website and provide their email address and Direct Deposit account information.

Once the employee's identity is verified by National Payment's processing center, the employee receives an EZPaynote advising them of the net pay amount, the pay date and the deposit account, even for multiple accounts such as checking and saving.

More information about Direct Deposit Plus and

EZPaynote is available by phone at 800-284-0113 or visiting National Payment Corporation on the Web at www.nationalpayment.com.

About National Payment

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Testimonials

"Skaugen PetroTrans has been using National Payment to process our direct deposits for several years. Last year we added the EZStub Program. This has been a great addition to our payroll process. It's quick, easy and best of all – no more printing stubs and stuffing envelopes!"

- Gwen Cooper Skaugen PetroTrans, Inc. Customer since 1993

"Your Customer Service reps are outstanding employees, who went above and beyond the call of duty to help their customer. And they did it with SMILES in their voices and with much patience."

Charlene Mitchell
Memphis Brooks Museum of Art
Customer since 1998

"The Customer Reps who work for National Payment are always so helpful to us... You do such a good job of letting us know when there is a National Holiday and when the banks are closed. Thanks again for being so helpful!"

Bonita Phipps
Brenner Associates Payroll Service
Customer since 1999

"EZPaynote is wonderful! We have been emailing for days to all of our contractors regarding their payments that just went out yesterday. This is a fabulous way to become more efficient. The best part is – IT'S FREE! I am very happy with National Payment Corporation's services!"

Jennifer Dreis
JRD & Associates
Customer since 2004

"I have been very, very pleased with the attention, as well as the accuracy with which the work from National Payment has been performed...."

Sharon Haroon
Antenna Research
Customer since 1997

"National Payment Corporation is very responsive, very professional, and the service is great!"

Mary E. Kelley
Therapeutic Resources
Customer since 1998

"My criteria for service is tough. It must be easy to use, efficient and not cost much! National Payment passes the test with flying colors. They even email me reminders – so when I'm busy, I don't forget the one thing you never want to forget – paying your hard-working employees."

Bill Luikart
California Rural Water Association
Customer since 2001

"With National Payment, we never have a problem with our payroll; they make it so easy. I see our other offices struggling with the banks and other services ... and I tell them 'why don't you just use National Payment'? Their service is good, and you won't have these kind of payroll problems!"

- Nancy Grigsby, CPP Elliott Davis, LLC Customer since 1998



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What is the National Payment ACH Advantage?

In today's competitive financial market, financial institutions must offer the services that businesses want – and provide services comparable to larger companies.

EFT/ACH services are in high demand and if you do not offer them, you could lose business to your competitors. With ACH Advantage from National Payment, you may offer direct deposit services such as: EZStub (electronic pay stubs), and EZPaynote (FREE pay notices) that will place you ahead of the competition. The ACH advantage allows you to provide direct deposit payroll services that you may not provide in house while giving you the opportunity to increase client retention and revenue growth. You will benefit in many different ways by offering advanced ACH services.

- ACH Advantage is fully compatible with your current process
- Implementing the ACH Advantage drastically improves your ACH processing power
- Facilitates auditing and control
- ACH Advantage provides the competitive edge that you're looking for in your market

CUSTOMER ACH FILES

Current Environmental Problems:

- Software compatibility issues from customer
- Technical issues: modem failure, connectivity, etc.
- Customer training, or implementation issues
- File error and/or format issues

ACH Advantage File Delivery Options: web, modem, fax, phone

ACH ADVANTAGE

ACH Advantage Solutions:

- Fully compatible with any file received from customer offering multiple reporting options
- Dedicated EFT/ACH Customer Support and Technical Support teams
- NO training or additional staff required
- NACHA file is delivered to your bank ready for the Federal Reserve

YOUR BANK

Bank Benefits:

- Client retention and revenue growth
- Add a high-valued service without high costs
- Improve processing efficiencies
- You control the delivery of the NACHA file to the Federal Reserve
- Seamless integration with any existing ACH operation
- Allows you to offer a "big bank" service transparently as your "own" feature

FEDERAL RESERVE

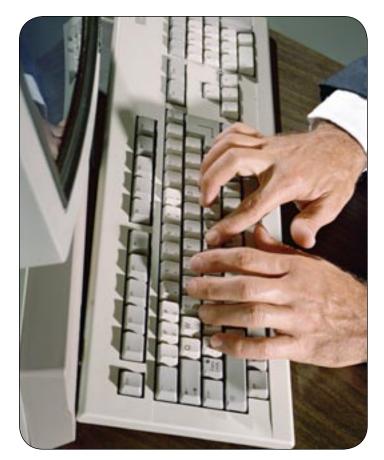
Compatibility – *Empowering your process!*

The ACH Advantage from National Payment has over 15 years of experience behind it which provides you with ACH services that are simple, safe and affordable. The ACH Advantage even works with your software – so there is no additional software to buy.

National Payment provides direct deposit payroll services for the way you do business, which makes it easy for you to offer the ability of advanced EFT/ACH services. We handle the turnkey integration with little to no IT Staff involvement on your part.

Empower your processing – your ACH Advantage will be seamlessly integrated into your existing process without expensive setup fees, unnecessary software, or additional staffing requirements.

- Scalable and flexible process that will accommodate your system and EFT/ACH needs
- No additional software required
- Seamless integration into your current process
- No IT Staff required
- Dedicated Customer Support and Technical Support provided for EFT/ACH services
- Streamlines processing efficiencies



No IT Staff required

No new software

that will accommodate your system and EFT/ACH needs

Scalable and flexible process

Streamlines processing efficiencies

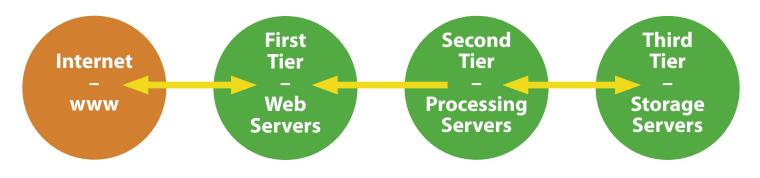
Security & Reliability – *Providing peace of mind!*

Multi-tier Server Support & Firewall Protection

Our file processing and web servers utilize the most advanced, multi-tiered technology. Both are protected by several firewall safeguards. Rest assured that your critical and confidential information is safe and secure.

National Payment's proprietary distribution network offers a level of customer support that no other company matches. Off-site contingency plans guarantee that your files will be processed on time and without fail should a disaster occur.







Secured Server – Verified by VeriSign

By using a secure server ID from VeriSign, we provide our identity in electronic transactions, much like a driver license or a passport does in face to face interactions. Secure server IDs use public key encryption techniques to protect against unauthorized use.

About Us – Knowledge you can trust!

National Payment Corporation is the nation's largest independent provider of payroll and ACH distribution solutions for all sizes of businesses. In business since 1991, National Payment satisfies the distribution needs of thousands of customers in most industries, and in every state.

National Payment's unique distribution process has many checks and balances to insure safety, security, and accuracy on time every time. Trusting National Payment with your ACH processing needs is a safe decision. National Payment is bonded through two nationally-known insurance carriers. We transmit over 5 billion dollars a year on behalf of our customers with a 100% accuracy rate.

National Payment



Revenue Generation – Incentives that work for you!

Option 1

Referral Program: \$25 per customer, plus a 4% incentive commission on revenue. Option 2

ACH Processing Services: Services you don't, or cannot offer....