

Important Procedural Issues for All ICC Clients

Dear Valued ICC Client:

Welcome aboard! We hope your factoring experience with ICC is a satisfactory one. Because understanding procedures is key to a satisfactory factoring experience, we want you to take a few moments to confirm that you have been trained on the most critical of procedural issues.

At the bottom of this form, we will ask you to sign to acknowledge that the following items were covered during your telephone or in-person factoring orientation conducted by your Account Manager, or our Closing Specialist.

Your signature at the bottom will also serve to let ICC know that, if you are not the person who will be handling the day-in, day-out factoring relationship, or if you intend to assign these responsibilities to someone else in your organization, you will either personally train that individual or instruct your ICC Account Manager to do so.

Finally, your signature will also confirm that you understand that ICC may stray from its own procedural requirements from time-to-time, but that by doing so, you will not construe such deviation as a waiver of any procedural requirements or any of our legal rights. In other words, we may, in our sole discretion, deviate from our procedural requirements in an effort to accommodate situations, but you should not blindly count on such deviations in the future.

1. ICC's factoring program is CLIENT MANAGED. That means, you manage the relationship. ICC reacts to your needs, not vice versa. We can only provide service when you follow procedure.
2. Before submitting invoices to ICC for sale, you must review your Invoice Aging Report, one of the many reports we make available to you 24-hours per day, at www.client.interstatecapital.com.
3. In EACH INSTANCE, before submitting invoices to ICC for sale, you must ensure that for each and every account listed on your Memorandum of Sale ("Invoice Schedule") (i) it has been set up in ICC's Client Web; (ii) it is not over its credit limit as shown for those accounts on your Invoice Aging Report; (iii) if there are any invoices for that account on your Invoice Aging Report which are past the recourse date, you have first made arrangements with your Account Manager to take care of any obligations you have to repurchase them; and (iv.) if there are any invoices over \$5,000, you always allow 24 hours for funding.
4. UPON YOUR INITIATION via our Client Web, ICC assigns credit limits to your customers. Credit limits are subject to be changed unilaterally by ICC based on our experience with your customers/clients and other information which becomes available to ICC. You may also request adjustments in credit limits through the Client Web. You must review your Invoice Aging regularly, and in particular, the account credit limits assigned on each account each time before you attempt to sell ICC invoices.
5. ICC's factoring procedures may change from time to time. Procedural issues are covered in detail in ICC's Client's Introduction to Factoring, a copy of which was made available to you with your closing documents and is available to you as a printable form at www.client.interstatecapital.com.

DO NOT SIGN BELOW UNLESS YOU HAVE READ, UNDERSTAND, AND AGREE WITH THE FOREGOING.

Name

Signature

Date