Instructions for Stock Transfer, Removal of Restricted Legends or Lost Certificates

The following instructions should assist you with converting any preferred stock shares into common stock or having any restricted legends removed from your shares.

Steps:

1) Attached to this document is the "RULE 144(K) REPRESENTATION LETTER". Please complete this letter and fax this with a copy of your certificates to Online Resources' outside corporate counsel, David M. Calhoun of Morris, Manning & Martin, LLP. You should sign the Representation Letter exactly how your name or the name appears on the certificate(s) representing the shares. If the shares are owned by an entity, including a trust, partnership or corporation, the Representation Letter should be signed by an authorized officer or other representative of the entity and the title of such person should be included.

2) Once Mr. Calhoun has this information he will issue an opinion letter. Please provide Mr. Calhoun with your fax number or address so that he can forward this letter to your attention.

3) Once you have obtained the opinion letter, the following documents need to be forwarded to Online Resources' stock transfer agent, American Stock Transfer & Trust Company.

   a. Actual stock certificates
   b. Opinion letter
   c. Instructions for where to send the new certificates

If you have lost your certificates, please call American Stock Transfer & Trust Company at 800.937.5449 to request an Affidavit of Loss Letter.

Contact Information:

Online Resources
c/o David M. Calhoun
Morris, Manning & Martin, LLP
1600 Atlanta Financial Center
3343 Peachtree Road, NE
Atlanta, Georgia 30326
404.504.7613 – direct dial
404.365.9532 – facsimile
dcalhoun@mmmlaw.com

Online Resources' Stock Transfer Agent
American Stock Transfer & Trust Company
Shareholder Department
6201 15th Avenue
Brooklyn, New York 11219
800.937.5449

RULE 144(K) REPRESENTATION LETTER

Facsimile: (404) 365-9532
Email: dcalhoun@mmmlaw.com

Morris, Manning & Martin, LLP
1600 Atlanta Financial Center
3343 Peachtree Road, NE
Atlanta, Georgia 30326
Attention: David M. Calhoun

Ladies and Gentlemen:

In connection with the removal of the restrictive legend from the certificate representing my _____ shares of Online Resources Corporation common stock under Rule 144(k) of the Securities Act of 1933, I hereby represent to you that:

1. I have been the beneficial owner of the shares to be sold for at least one (1) year and paid for the shares fully in cash at least one year ago.

2. I am not and have not been during the preceding three months an officer or director of the company and have not during said period been an "affiliate" of the company within the meaning of Rule 144(a).

I am familiar with Rule 144 of the Securities and Exchange Commission and agree that you may rely upon the above statements in executing an opinion to American Stock Transfer & Trust Company in order to the effect the removal of the restrictive legend.

Sincerely,

Signature: _____

Print Name: _____

Dated: _____, 20___