



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 David Fuentes, Online Resources' (ORCC) corporate attorney.
- 2) Once Mr. Fuentes has this information he will issue an opinion letter. Please provide Mr. Fuentes 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 ORCC's stock transfer agent, American Stock Transfer and Trust.
 - 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 877.777.0800 to request an Affidavit of Loss Letter.

Contact Information:

Online Resources

Beth Halloran
Managing Director, Corporate Communications
Online Resources Corp.
4795 Meadow Wood Lane, Ste. 300
Chantilly, VA 20151
703.653.2248 – direct dial
703.653.3105 – facsimile
bhalloran@orcc.com

Online Resources

Billy Newman
Managing Director of Finance & Controller
Online Resources Corporation
4795 Meadow Wood Lane, Ste. 300
Chantilly, VA 20151
703.653.2223 – direct dial
703.653.2601 – facsimile
bnewman@orcc.com

Online Resources Corporate Attorney

David Fuentes, Esq.
Greenberg Traurig, LLP
1750 Tysons Boulevard, Suite 1200
McLean, Virginia 22102
703.749.1383 – direct dial
703.714.8393 – facsimile
fuentesda@gtlaw.com

Online Resources Stock Transfer Agent

Shareholder Department
American Stock Transfer & Trust Company
6201 15th Ave., Brooklyn
New York, New York, 11219
877.777.0800 ext. 6820

RULE 144(K) REPRESENTATION LETTER

David Fuentes, Esq.
Greenberg Traurig, LLP
1750 Tysons Boulevard, Suite 1200
McLean, VA 22102
Attn: David Fuentes, Esq.
Facsimile: (703) 749-1301

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 two years and paid for the shares fully in cash at least two years 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: _____, 200__