



S3 Capital, LLC.
PO Box 4065
Warren, NJ
07059

NOTICE OF SALE AND ASSIGNMENT OF ACCOUNTS OF

Company Name: _____

MC #: _____

Gentlemen and/or Madam:

S3 Capital, LLC., ("S3 Capital") is a financial organization that assists in the development and growth of selected companies like _____ (our "Client"). We have created a program involving the purchase of accounts receivable to accommodate our Client's immediate and future cash needs. Cash flow is a vital ingredient for the success and growth of our Client. S3 Capital's established record of providing the necessary funds to support this need helps to insure our Client's ability to perform and prosper.

Effective as of this _____ date, all of the accounts receivable of our Client _____ have been assigned to S3 Capital. This transaction is governed by the Uniform Commercial Code – Secured Transactions ("Code"). S3 Capital is required to send this notice to you to fulfill the notice requirement of the Code. The relevant Code provisions also makes ineffective and invalid any agreement that may exists between you and our Client prohibiting assignment of accounts.

S3 Capital and our Client _____ ask you to assist in this financial arrangement by complying with the following directive:
 HENCEFORTH, PLEASE MAKE ALL PAYMENTS DUE ON ACCOUNTS WITH _____
 LLC PAYABLE TO S3 CAPITAL, LLC. AND SEND YOUR PAYMENTS TO:

S3 CAPITAL, LLC., PO BOX 4065, WARREN, NJ 07059

THIS IS AN IRRECOVABLE DIRECTIVE. IT CONTINUES IN FORCE UNLESS AND UNTIL YOU ARE NOTIFIED BY S3 CAPITAL OF ANY CHANGE. PAYMENT TO ANYONE OTHER THAN S3 CAPITAL, LLC. IN S3 CAPITAL'S NAME WILL NOT CONSTITUTE PAYMENT OF YOUR INDEBTEDNESS ON OUR CLIENT'S ACCOUNTS. WE INTEND TO RELY ON THE VALIDITY OF ACCOUNTS SUBMITTED TO US IN DETERMINING WHAT ADVANCES OF MONEY WE CAN MAKE TO OUR ABOVE-NAMED CLIENT. THEREFORE, IF THERE ARE PRESENTLY ANY ADJUSTMENTS, HOLD BACKS, SET-OFFS, REDUCTIONS OR QUALIFICATIONS OF ANY KIND OF APPLICABLE TO OUR CLIENT'S EXISTING ACCOUNTS WITH YOU, OR IF ANY SHOULD ARISE IN THE FUTURE, PLEASE IMMEDIATELY NOTIFY US IN WRITING OF THEIR EXISTENCE AND SPECIFIC NATURE.

Your assistance, cooperation and support will assure the success of our Client (your supplier), and its continued growth. - _____ has agreed to this assignment in a separate contract with S3 Capital, and to further indicate its willingness to assign its accounts receivable, has signed the original of this notice in the space provided. If you have any questions concerning this directive, please call S3 Capital immediately at 732-585-5337.

READ AND ACKNOWLEDGED:

Sincerely,
 S3 Capital, LLC.

Signature: _____ Date: _____

Sandeep Singh
 Owner
