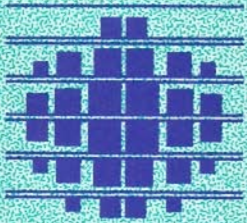
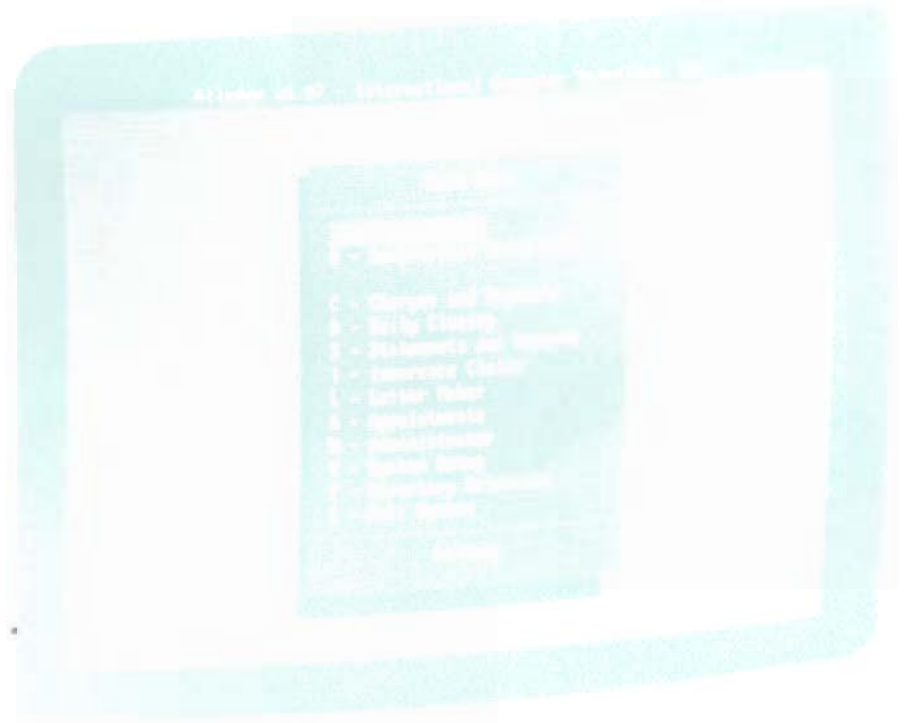


The Program

Details of the ICS Dealer Program



INTERNATIONAL
COMPUTER
SOLUTIONS, INC.



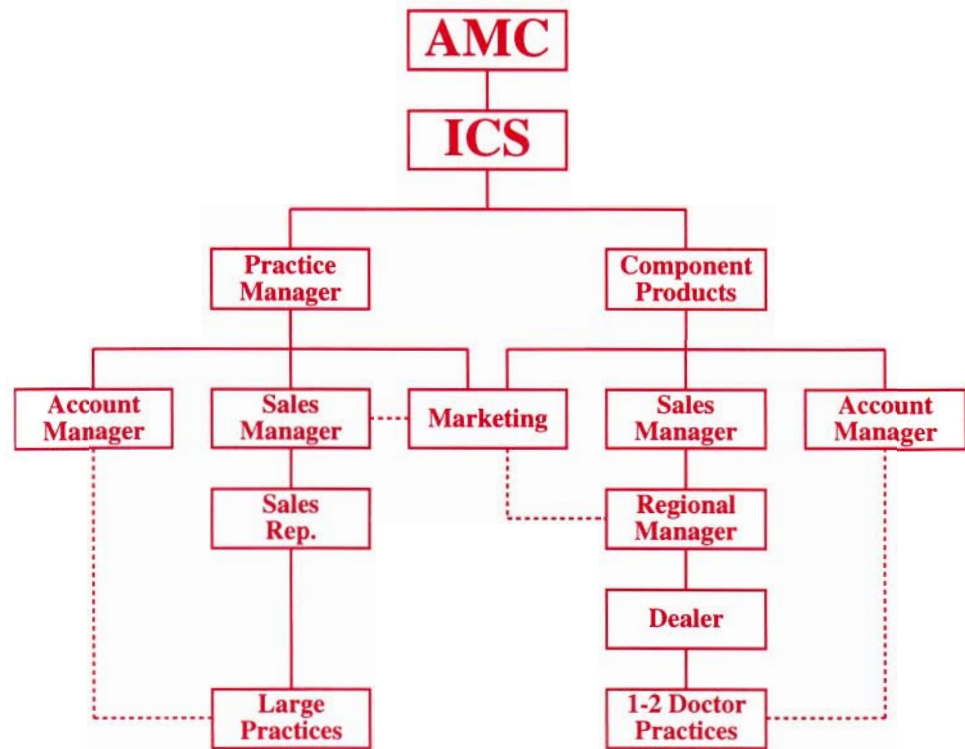
The Program

This booklet provides you with details of the ICS Authorized Dealer Program. The Program establishes guidelines within which you can develop and strengthen your organization, allowing you to provide your customers with the service needed to form long term relationships. This booklet discusses all aspects of The Program, from first contact to technical support, including:

- Organization
- Sales cycle
- Qualifications
- Responsibilities
- Revenues: commissions and referrals
- Royalties
- Marketing
- Ordering & Registration
- Technical Support
- Pricing (located in the back pocket of this booklet)

The Program is an integral component in ICS's long range plans. It has been structured to provide you with the ongoing support you need to attain your professional goals. The success of The Program will be measured directly against your personal success.

Organization



ICS is separated into two divisions: *Practice Manager Systems* (UNIX-based) and *Component Products* (DOS-based). Due to the complexity of the products, the lengthy sales cycle, and the high cost of sales, Practice Manager Systems are sold by ICS's direct sales force. As you will read later, there are opportunities available for you in the Practice Manager Systems division.

Component Products are, for the most part, sold through a network of authorized dealers throughout the United States. In an area where there is no dealer, Component Products are sold by the Regional Manager.

Your primary contact with ICS is your Regional Manager. You will work together to coordinate marketing, purchase and delivery of products, and payment of commissions and royalties.

Your customer's primary contact through the sales cycle is you. After the sale has been made, your customer will be assigned an ICS Account Manager. This Account Manager will coordinate installation of the product and provide ongoing technical support.

Sales Cycle



ICS Marketing generates leads through three channels:

- direct mail
- print advertising (newspapers and national magazines)
- trade shows

Responses from doctors typically come in one of three forms:

- reply cards (from direct mail)
- phone calls (from advertisements)
- one-on-one (from trade shows)

Responses are entered into a leads database by ICS Marketing and then forwarded to the appropriate Regional Manager. The Regional Manager quickly forwards the lead to you for follow-up.

From this point on, the lead is in your hands. ICS provides you materials and information at cost (brochures, flyers, demonstration disks) in order for you to submit a proposal. You provide the skill and expertise to close the deal. Your Regional Manager will periodically review with you the list of leads that you have received to determine status and establish results. This information is forwarded to ICS Marketing for review and analysis.

After you have closed the deal, you will contact your Regional Manager who will help process the order for your new customer. An Account Manager, working with you and your Regional Manager, will contact the customer to arrange for shipping, delivery, and installation of the product. Once the installation and registration of the product is complete, the Account Manager will become the customer's primary contact for support.

Qualifications

Dealer Qualifications

- Signed ICS Authorized Dealer Contract
- Signed Credit Application and ICS approval
- Ability to demonstrate fully all ICS Component Products
- Ability to train all ICS Component Products
- Submission of lead status reports
- Exclusive sale of ICS products

Responsibilities

Dealer Responsibilities

- Respond to leads while they are still “hot”
- Present ICS in the best possible light
- Provide the customer with pricing and information required to make an informed decision
- Keep the Regional Manager aware of the status of all leads
- Develop and maintain a local marketing campaign, promoting the sale of ICS products
- Keep the Regional Manager advised of all direct marketing activities, including mailings and print advertisements
- Thoroughly complete all paperwork required for ordering products, marketing materials, and marketing services before sending to ICS

ICS Responsibilities

- Forward leads to dealers on the same day as received
- Develop and maintain a national marketing campaign, promoting ICS’s technical reputation, enhancing corporate and product name recognition, and generating leads
- Provide the dealer with requested materials and services in a timely manner
- Analyze marketing efforts to ensure that all avenues are productive and provide quality leads
- Provide dealers with current copies of direct mail, advertising, and trade show schedules
- Ship orders to new customers within 24 hours
- Service, support, and provide all product enhancements to the practices you have sold (after the first 30 days, the practice must be on a support agreement with ICS)

Revenues

Commission System

With your dealer fee, you receive on account, six suites of ICS Component Products, including *ALedge*, *AcClaim*, LetterMaker, Collect, and Recall. You can sell these to practices in suites or individual units. ICS will ship the product or products UPS Ground directly to you or your customer at no additional cost (this insures your customer receives the most current version of the software). Overnight shipment is available at additional cost to you. The money you collect from each sale is your commission.

When your account inventory has been exhausted, you can choose to restock the account at a discounted rate or sell products "on demand".

For "on demand" sales, you will purchase the product from ICS at 50% of the suggested retail price. This price includes the latest version of the software package and the cost of shipping via UPS Ground to you or your customer. The money you collect from each sale, less the cost of the product, is your commission.

Referral System



You will occasionally come across a practice whose requirements exceed those of the capabilities of the ICS Component Products. These practices are typically prime candidates for an ICS Practice Manager System. Contact your Regional Manager and give him the information you have collected on the practice (an ICS Referral Form is included in your Dealer Marketing Kit). The information will be forwarded to the ICS Practice Manager sales group for follow-up. If the practice purchases an ICS Practice Manager System, you will receive a \$1000.00 referral fee. It's that simple.

Royalties



Fees received from claims filed with AcClaim



Fees received from claims filed with the Practice Manager

Royalties are paid to you for every insurance claim filed electronically from an *AcClaim* installation that you sold to a customer or a Practice Manager installation that you referred to ICS.

Each month, the total claim fees generated from your *AcClaim* installations will be multiplied by 28%*. The total claims fees generated from Practice Manager installations that you referred will be multiplied by 14.5%*. The two numbers will be added together and that amount will be paid directly to you by ICS.

You will receive a royalty report recapping the number of claims billed, the claim fees generated, and the royalties earned.

Royalties will continued to be paid to you as long as the customer uses ICS software for filing claims electronically and you are in good standing with ICS (refer to the Terms and Conditions of the ICS Dealer Agreement).

* Royalty percentages paid are on based current published ICS claim fees.

Marketing

National and Regional

ICS has established extensive national and regional marketing campaigns to promote its technical reputation, enhance corporate name and product recognition, and generate leads, three key factors that can improve your chances of selling ICS Component Products to a practice. This campaign includes:

- Direct mail to more than 60,000 physicians each month
- Advertising in major healthcare and business publications
- Attendance at more than 20 national and regional trade shows

State and Local

Marketing on a state and local level is the responsibility of each individual dealer. One of the limitations to any marketing campaign is the cost. To help you stretch your marketing dollars, ICS has established a program whereby we can incorporate your local campaign with our national campaign, extending to you the discounts and savings associated with:

- Free access to a telemarketing database of more than 200,000 healthcare professionals
- High volume direct mail rates, including printing and postage
- Low-cost mailing labels for your own direct mail
- Advertising rates in newspapers and magazines based on multiple placements
- Volume printing of brochures and flyers, including 4-color.
- Shared cost for participation in state and local trade shows

To take advantage of these discounts, simply complete a Marketing Services Request form and return to your Regional Manager, we'll do the rest. Your request will be included with the requests of other dealers plus ICS's own needs, creating volume discounts, especially in the areas of printing and direct mail.

Need some help putting together a marketing plan?

Complete the Marketing Services Request form, checking off "Marketing Plan Consultation", and return to your Regional Manager. An ICS Marketing Services representative will contact you to arrange for a phone consultation, free of charge.

Ordering & Registration

Sales from Account



The following procedure is to be used when you sell a suite or product from your account:

- Step 1:** Close the sale with your customer, making arrangements for payment.
- Step 2:** Complete the ICS Product Order Form and return it to your Regional Manager.
- Step 3:** The Regional Manager will assign an Account Manager to process the order. The most current version of the product will be shipped directly to your customer by ICS and your account will be reduced by one for each product shipped.
- Step 4:** Collect the sale amount under the terms you reached with your customer.

You will receive a statement each month with a recap of your account and the amount of inventory remaining. When you have exhausted your account, you can choose to restock with suites at a discounted price.

On Demand



The following procedure is to be used when you sell a suite or product not from your account (i.e, you have exhausted your account):

- Step 1:** Close the sale with your customer, making arrangements for payment.
- Step 2:** Complete the ICS Product Order Form and return it to your Regional Manager.
- Step 3:** The Regional Manager will assign an Account Manager to process the order. The most current version of the product

will be shipped directly to your customer by ICS and your account will be reduced by one for each product shipped.

Step 4: ICS will bill you for 50% of the suggested retail price.

Step 5: Collect the amount of the sale under the terms you reached with your customer.

Registration Fees for Filing Electronically

If a customer purchases *AcClaim* and wants to file insurance claims electronically, they must pay a registration fee. This amount should be collected at the time of purchase and forwarded to ICS. Before they begin filing claims electronically, they must also complete the registration card that accompanies *AcClaim* and return it to ICS. An Account Manager will process the registration card and work with the customer to begin electronic transmission (Note: While the registration card is being processed, your customer can print claims with *AcClaim*).

Training & Support

Product Training

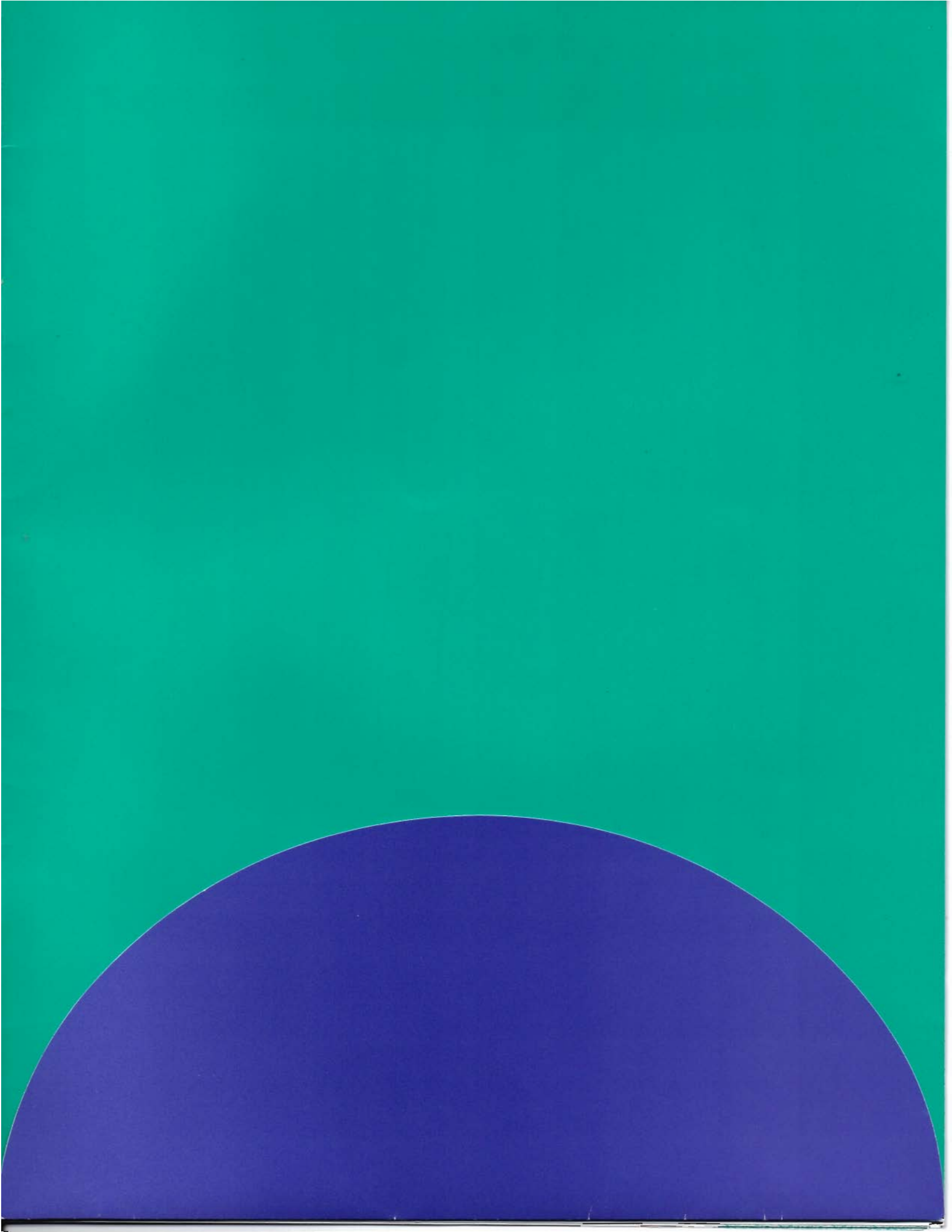
When you sign up for the dealer program, you will receive extensive training on the use of ICS Component Products. This benefits you in two ways:

- It gives you thorough knowledge of the products, allowing you to really demonstrate the benefits and answer any questions presented to you
- You can charge the customer for training, including retraining when the practice experiences personnel changes. Any money you collect for your training of customers is yours to keep. The documentation provided with the software should be adequate to use as training material. You can purchase additional copies of the documentation from ICS.

Technical Support

All support is provided by ICS's staff of professionals located in Norcross, Georgia. They can be reached locally at 404/447-1311 or toll free at 800/444-0201 between the hours of 8:30 a.m. and 8:00 p.m. (EST), Monday through Friday.

Under the dealer program, you will not be asked to provide technical support for the product. Thirty days free support are provided with the initial purchase. Additional support can be purchased by the customer directly from ICS. After your customer has received the product, their Account Manager will contact them about signing up for a support agreement. After executing a support agreement and paying the first year's support fee, your customer will automatically receive free technical support as well as all product updates and enhancements for the duration of the agreement.





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