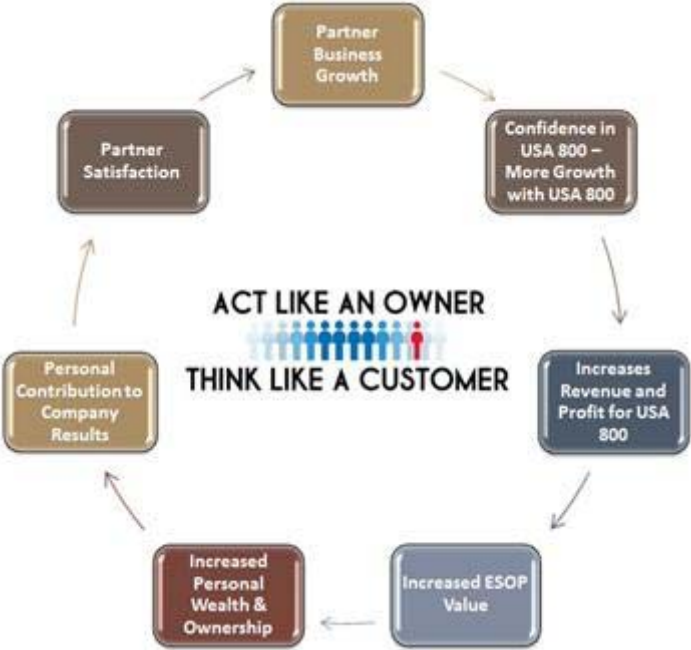


Employee Ownership Culture and Philosophy

USA800’s customer advocates are more than employees, they are company owners. USA800 is the largest employee-owned call center in the United States. Everyone, from customer advocates, to supervisors, to quality assurance agents, to managers, has a vested interest in our partners’ success. From a retention perspective, USA800’s employee ownership culture drives USA800’s employee-owners’ attitude, desire, and commitment to our partners. Our employee owner success formula, the value we place on our own employees, is the key difference maker.

Ownership Culture

As a 100% employee-owned call center, all employees are owners in the company and benefit from the success and profitability of the company. We have over 400+ vested employee owners, all of whom own a piece of USA800, Inc. Ownership is not only lucrative, but it also galvanizes our people to desire to make a difference. There is a clear difference our ownership culture makes, and our employee-owners understand that difference. The profits of the company flow through to each and every employee on an equitable basis; which is a stark contrast to public companies where profits mainly flow to OUTSIDE shareholders, or privately owned companies where profits of the company flow to a select few owners. With USA800, our customer advocates own over half of the company. Our employee owners are entrepreneurial, committed to performance improvement, and most importantly, completely committed to exceeding our partners’ expectations. They understand that as we continue to extend the level of success for our partners, we will continue to grow as a company and therefore their own company stock will continue to grow.

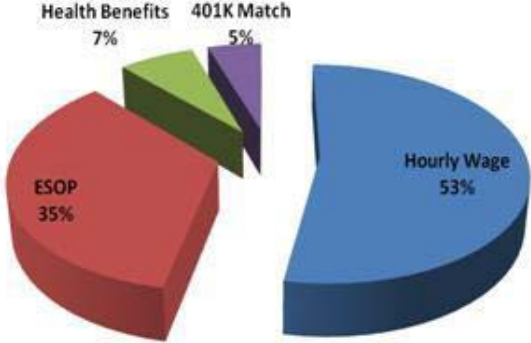


Environment

Throughout both our physical environment and our cultural environment, USA800 strives to adopt an attitude of invitation, and not an attitude of indifference. We believe that the level of respect and courtesy we pay to one another as employee-owners is a direct reflection of how our employees will treat customers on the phone. It is our mission to become the employer of choice in the cities in which we operate our contact centers. We believe that our core values of courtesy and respect to our partners and to one another are paramount in building an excellent reputation. We challenge our supervisors, trainers, managers to always put themselves in our customer advocates' shoes, and to treat each and every interaction with courtesy and respect. We empower our managers to make decisions which show our customer advocates that we care, at all costs. From a physical environment perspective, USA800 invests in first class facilities, infrastructure, and equipment to provide our employee-owners with a professional environment. From our large break rooms with excellent amenities, to large LCD screens to interact with operations systems, to our clean, neat, inspiring décor, USA800 creates an environment for success.

Compensation

USA800 recognizes that compensation is a critical element to hiring and retaining key employees. USA800 recruits individuals who have an entrepreneurial spirit, a desire to grow professionally, and appreciate ownership in addition to variable compensation. USA800 has one of the most lucrative total compensation and benefits packages for its employee-owners.



Beyond the ESOP and extensive benefits, the hourly wage is also made up of variable compensation associated with company and client-sponsored incentives which foster the RIGHT behaviors to meet our performance objectives.

10 Customer Advocate's ESOP Stock Portfolios

Hours Worked	Years Of Service	Annual Compensation	ESOP Share Value	Stock Appreciation In 2010
1912	1	\$ 15,943	\$ 4,958	\$ 1,127
1640	2	\$ 29,612	\$ 9,208	\$ 2,093
2226	3	\$ 28,439	\$ 16,869	\$ 3,834
2411	4	\$ 26,240	\$ 21,752	\$ 4,944
2033	5	\$ 26,399	\$ 31,962	\$ 7,264
2080	6	\$ 29,976	\$ 45,121	\$ 10,255
2080	7	\$ 28,211	\$ 70,876	\$ 16,108
2080	8	\$ 29,439	\$ 82,365	\$ 18,719
1624	9	\$ 23,546	\$ 130,560	\$ 29,673
2331	10	\$ 32,887	\$ 186,474	\$ 42,380

Fun, Light Environment

USA800 knows the customer care call center environment can be challenging and draining. Dealing with emotional and upset customers can be commonplace, and expectations to service these interactions at a high level are sky high. USA800 creates an environment whereby we encourage employee-owners to take their jobs seriously and take themselves lightly. We want our employee-owners to enjoy their jobs and therefore we schedule fun activities throughout the days and weeks.