

The Depository Trust Company

IMPORTANT

Expiration Date Extended from 8/28/01 to 9/07/01

B#: 2345

DATE: September 04, 2001

TO: All Participants

CATEGORY: Dividends

FROM: Nilesh Desai, Supervisor, Dividend Department

ATTENTION: Dividend Managers, Cashiers & Reorganization Managers

SUBJECT: Rights: PurchaseSoft, Inc. CUSIP#: 746145101
Rights Contra CUSIP#: 746145986 - R/D: 8/7/01
Expires: 09/07/01 (5:00 p.m. N.Y.C. time) Rate: 0.41 sub.
rights for each Common Share held (All fractions dropped)

*****WARNING TIME CRITICAL*****

PurchaseSoft, Inc. ("PurchaseSoft") is distributing non-transferable subscription rights (the "Subscription Rights") to stockholders as of the close of business on August 7, 2001 (the "Record Date"). Holders of record will receive 0.41 Subscription Rights for each share of Common Stock held. The number of Subscription Rights issued to each stockholder will be rounded down to the nearest full Subscription Right.

The Depository Trust Company ("DTC") credited Subscription Rights to participants' accounts on August 16, 2001.

FOR INFORMATION REGARDING THE SUBSCRIPTION PRIVILEGE, PLEASE REFER TO THE DTC REORGANIZATION INQUIRY FOR PARTICIPANTS (RIPS CODE 59) WHICH SHOULD BE AVAILABLE SHORTLY.

THE DIVIDEND POSITION AND ALLOCATION HISTORY (DPAL) OPTION, ACCESSED VIA THE PTS DIVIDEND ANNOUNCEMENTS INQUIRY (DIVA) FUNCTION, SHOULD BE USED TO CONFIRM YOUR RECORD DATE POSITION HISTORY AND PAYMENT INFORMATION.

-Over-

B#:

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If participants have any questions concerning this Important Notice, please contact Mr. Raymond Lew or Mr. John Pastorino of DTC, Dividend Department at (212) 855-4523/4517.

If participants have any questions regarding the Subscription Offering, they may contact American Stock Transfer & Trust Company, the Subscription Agent at (718) 921-8200.