

# EXHIBIT B

## PARTICIPATION AGREEMENT

THIS IS THE OFFER AS DESCRIBED IN THE MASTER PARTICIPATION AGREEMENT DATED **04-25-2020** BETWEEN ARGUS CAPITAL FUNDING, LLC ("LEAD") AND MERCHANT. **AMERIQUEST CAPITAL LLC** ("PARTICIPANT") RELATING TO AN AGREEMENT DATED ,**04-25-2020** BETWEEN LEAD AND ("CLIENT") **UNDER1 UNDER1**.

WHEREAS THE LEAD HAS BEEN REQUESTED BY CLIENT TO PURCHASE CERTAIN FUTURE RECEIVABLES AT THE DESCRIBED TOTAL CONTRACT PURCHASE PRICE ("PENDING PURCHASE"), NOW AND THEREFORE THE LEAD HEREBY OFFERS TO SELL TO PARTICIPANT A CERTAIN PERCENTAGE INTEREST IN THE PENDING PURCHASE ("PARTICIPATION PERCENT") AS DESCRIBED BELOW.

PLEASE RETURN A SIGNED COPY OF THIS OFFER TO US, INDICATING WHETHER YOU ACCEPT THIS OFFER. IF YOU ACCEPT THE OFFER, PLEASE BE PREPARED TO PAY PARTICIPANT'S PURCHASE PRICE WITHIN TWENTY-FOUR (24) HOURS OF YOUR EXECUTION OF THIS FORM OF PARTICIPATION OR YOU WILL LOSE YOUR PARTICIPATION AGREEMENT, AS DESCRIBED IN THE PARTICIPATION AGREEMENT.

BY: AMERIQUEST CAPITAL LLC

DATE:04-25-2020

<b>Merchant DBA:</b>	AMERIQUEST CAPITAL LLC		
<b>Legal Name:</b>	UNDER1		
<b>Total Contract Purchase Price (Funded Amount)</b>		\$156,000.00	
<b>Total Contract Receivable ("RTR")</b>		\$312,000.00	
<b>Factor Rate:</b>		2	
<b>Daily Payment:</b>		\$3,120.00	-
<b>Estimated Turn (Days)</b>		\$100.00	
<b>Upfront Sales Commission (% of Funding Amount)</b>		15%	

<b>Participant's Portion of Commission(% of RTR)</b>			\$44,460.00	
<b>Management Fee (% of RTR Amount)</b>		2%		
<b>Underwriting Fee</b>		0%		
<b>Participant's percentage of Contract:</b>		190%		
<b>Participant Purchase Price (Funded Amount)</b>			\$296,400.00	
<b>Participant RTR:</b>			\$592,800.00	

**Total Participation Amount Due: \$296,400.00**

THE PARTICIPATION INTEREST OFFERED HEREBY IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. THE LEAD DOES NOT MAKE ANY REPRESENTATION REGARDING THE SUITABILITY AND/OR PROSPECTS OF THIS INVESTMENT APART FROM THOSE EXPLICITLY OUTLINED IN THE PARTICIPATION AGREEMENT. THIS PARTICIPATION SHOULD NOT BE PURCHASED BY ANY INVESTOR WHO CANNOT AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT. THE INFORMATION CONTAINED IN THIS 'EXHIBIT B: PARTICIPATION AGREEMENT' IS HIGHLY CONFIDENTIAL INFORMATION AS DEFINED IN THE CONFIDENTIALITY AGREEMENT EXECUTED ON 03/17/20 BETWEEN Velocity Group USA Inc. AND 567 Funding LLC, WHICH IS INCORPORATED HEREIN BY REFERENCE AND MADE A 'EXHIBIT B'.

ACKNOWLEDGE AND ACCEPTED UNDER THE TERMS AND CONDITIONS OF THE PARTICIPATION AGREEMENT REFERENCED ABOVE.

BY : ARGUS CAPITAL FUNDING,

DATE : 04-25-2020



Server : 127.0.0.1:8001