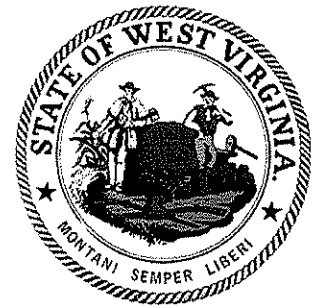




Ms. Shelly Murray
Department of Administration
Purchasing Division
2019 Washington Street, East
Charleston, WV 25311



Re: RFQ EDD301670, Integrated Financial Software Package – 10/1/2008

Dear Ms. Murray,

eSchoolMall, an ESM Solutions Company, is pleased to respond to the State of West Virginia’s Request for Quote EDD301670. eSchoolMall meets all the mandatory requirements of this RFQ.

eSchoolMall has been doing business in West Virginia since 2004 when we first integrated our easyPurchase™ Enterprise application with the West Virginia Education Information System (WVEIS). Five WV county school systems – Fayette, Putnam, Harrison, Morgan and Taylor – are saving thousands of dollars annually by utilizing easyPurchase integrated with WVEIS, with several others beginning implementation. eSchoolMall is the only enterprise e-Procurement company integrated with WVEIS.

While many e-Procurement solution providers term themselves a “leading provider”, eSchoolMall is – by installed base – the leader in web-based procurement solutions in School Districts, Educational Service Agencies and K-12 Buying Cooperatives. Additionally, through our Mercury Commerce Solutions brand (www.mercurycommerce.com), our customers include State, County and Municipal Governments plus Colleges and Universities. Since its beginning in 1998, eSchoolMall has delivered procurement solutions built from the ground up for ease-of-use, rapid time to benefit and compelling return on investment. Our purchasing, quoting and bidding solutions and focused partner offerings enable our customers to dramatically reduce time and cost in their purchasing and sourcing processes.

In addition to our integration with WVEIS, easyPurchase is integrated with over two dozen fund accounting systems in production today. Using eSchoolMall’s smartAgent™ integration technology, we provide electronic communication of pre-encumbrance, encumbrance, PO, receiving and payment data between easyPurchase and the general ledger. Adding additional ERP integrations, while challenging and expensive for most software providers, has become a part of our architecture and a driver of our market success.

eSchoolMall serves over 150 customers, representing over 3,000 constituent buying, quoting and bidding entities. In this past fiscal year ending June 30, 2008, our customers transacted over \$1 Billion in secure electronic commerce using our e-Procurement solutions.

Respectfully submitted,

Dan Corazzi
Founder and President
dcorazzi@eschoolmall.com

RECEIVED
08 SEP 30 AM 9:44
PURCHASING DIVISION
STATE OF WV

COST BID SHEET

Software

Procurement/Purchasing \$ 45,250

Receiving \$ Included

Payables \$ Included

Implementation (if hourly rates are preferred by the vendor, there must be a maximum fixed quantity with a not to exceed amount noted by the vendor)

Procurement \$ Not to exceed 20 days @ \$1,200 per day (includes travel)

Receiving \$ Included

Payables \$ Included

Integration with legacy system (e.g. WVFIMS) \$ 18,500 one time implementation fee

Integration with WVEIS \$ Included

Education and training, if applicable \$ Train the Trainer Included

Technical Support (fee is to be quoted as an annual amount, fixed for a total of three years)

\$ 19,950 / year

Maintenance Fees, if applicable \$ 2,500 per year for legacy integration

Licensing fees (vendors must quote the total cost of licenses necessary to provide coverage for the Agency personnel as described in the Agency Environment section above. Licenses may be individual, concurrent, or some hybrid method, but must reflect the total costs of coverage for the total potential users as described)

\$ None required for eSchoolMall-hosted instance
Please see attached for WVDE-hosted option

TOTAL RFQ PRICE \$ Three Year Totals (see detail attached):
\$ 129,100 easyPurchase Enterprise (software license, annual support and maintenance, professional services, WVEIS integration)
\$ 26,000 for legacy integration

Total RFQ Price Detail

Pricing Breakdown	Year 1	Year 2	Year 3	Total
easyPurchase Enterprise License	\$45,250			\$45,250
Annual Support & Maintenance	\$19,950	\$19,950	\$19,950	\$59,850
Implementation - not to exceed (includes travel)	\$24,000			\$24,000
easyPurchase Enterprise Total Three Years				\$129,100
Legacy Integration	\$18,500			\$18,500
Annual Support & Maintenance	\$2,500	\$2,500	\$2,500	\$7,500
Legacy Integration Total Three Years				\$26,000

WVDE-Hosted Option

eSchoolMall provides a full-service application service provider (ASP) model to its customers. In this model, all that is needed to deploy easyPurchase is Internet access and a web browser. We host our application with hosting partner Verio (www.verio.com), an NTT Communications company. A copy of Verio's SAS 70 audit report is available upon request. *eSchoolMall does not mine customer data nor do we otherwise record customer data as a result of the operation of the easyPurchase™ Enterprise solution. No personal data (home address, home phone, SSN, etc.) is captured in the easyPurchase application.*

eSchoolMall licenses servers and application software which runs in our hosted environment at Verio's hosting site. To "self host", WVDE would have to replicate all the servers and the application licenses required to run the easyPurchase™ Enterprise solution, the cost of which is detailed below.

Self-Host Option*		
Hardware	Each	Total
6 x Windows 2003 Servers	\$4,800	\$28,800
>2 x Web - 2GB RAM		
>2 x Domain - 2 GB RAM		
>2 x SQL - 4 GB RAM		
>Mirrored OS drives - 250 GB		
>RAID 5 Data drives - 250 GB		
Software		
6 x Windows 2003 Server	\$817	\$4,900
2 x SQL Server 2005	\$28,800	\$57,600
>Internet Connector Licenses		
eSchoolMall Professional Services	30 days estimated	\$36,000
Total for Self-Host Option		\$127,300

* These are estimated prices based on our experience. Hardware and software would be purchased separately by WVDE. Annual hardware/software support dollars are not included in this estimate.



State of West Virginia
 Department of Administration
 Purchasing Division
 2019 Washington Street East
 Post Office Box 50130
 Charleston, WV 25305-0130

Request for Quotation

RFQ NUMBER
EDD301670

PAGE
7

ADDRESS CORRESPONDENCE TO ATTENTION OF
SHELLY MURRAY
304-558-8801

RFQ COPY
 TYPE NAME/ADDRESS HERE

eSchoolMall
 2 Walnut Grove Drive
 Suite 190
 Horsham, PA 19044

DEPARTMENT OF EDUCATION
 BUILDING 6
 1900 KANAWHA BOULEVARD, EAST
 CHARLESTON, WV
 25305-0330

DATE PRINTED	TERMS OF SALE	SHIP VIA	FOB	FREIGHT TERMS
08/19/2008				
BID OPENING DATE: 09/25/2008		BID OPENING TIME 01:30PM		

LINE	QUANTITY	UNIT	CAT. NO.	ITEM NUMBER	UNIT PRICE	AMOUNT
BID OPENING TIME: 1:30 PM PLEASE PROVIDE A FAX NUMBER IN CASE IT IS NECESSARY TO CONTACT YOU REGARDING YOUR BID: (215) 444-9200 ----- CONTACT PERSON (PLEASE PRINT CLEARLY): Harry Goldberg ----- ***** THIS IS THE END OF RFQ EDD301670 ***** TOTAL: _____						

SEE REVERSE SIDE FOR TERMS AND CONDITIONS

SIGNATURE: *HJ Goldberg* TELEPHONE: **215-444-9300 477** DATE: **10/1/08**

TITLE: **VP, Marketing & Bus. Dev.** FEIN: **233 018692** ADDRESS CHANGES TO BE NOTED ABOVE

WHEN RESPONDING TO RFQ, INSERT NAME AND ADDRESS IN SPACE ABOVE LABELED 'VENDOR'

STATE OF WEST VIRGINIA
Purchasing Division**PURCHASING AFFIDAVIT****VENDOR OWING A DEBT TO THE STATE:**

West Virginia Code §5A-3-10a provides that: No contract or renewal of any contract may be awarded by the state or any of its political subdivisions to any vendor or prospective vendor when the vendor or prospective vendor or a related party to the vendor or prospective vendor is a debtor and the debt owed is an amount greater than one thousand dollars in the aggregate.

PUBLIC IMPROVEMENT CONTRACTS & DRUG-FREE WORKPLACE ACT:

West Virginia Code §21-1D-5 provides that: Any solicitation for a public improvement construction contract shall require each vendor that submits a bid for the work to submit at the same time an affidavit that the vendor has a written plan for a drug-free workplace policy in compliance with Article 1D, Chapter 21 of the West Virginia Code. A public improvement construction contract may not be awarded to a vendor who does not have a written plan for a drug-free workplace policy in compliance with Article 1D, Chapter 21 of the West Virginia Code and who has not submitted that plan to the appropriate contracting authority in timely fashion. For a vendor who is a subcontractor, compliance with Section 5, Article 1D, Chapter 21 of the West Virginia Code may take place before their work on the public improvement is begun.

ANTITRUST:

In submitting a bid to any agency for the state of West Virginia, the bidder offers and agrees that if the bid is accepted the bidder will convey, sell, assign or transfer to the state of West Virginia all rights, title and interest in and to all causes of action it may now or hereafter acquire under the antitrust laws of the United States and the state of West Virginia for price fixing and/or unreasonable restraints of trade relating to the particular commodities or services purchased or acquired by the state of West Virginia. Such assignment shall be made and become effective at the time the purchasing agency tenders the initial payment to the bidder.

I certify that this bid is made without prior understanding, agreement, or connection with any corporation, firm, limited liability company, partnership or person or entity submitting a bid for the same materials, supplies, equipment or services and is in all respects fair and without collusion or fraud. I further certify that I am authorized to sign the certification on behalf of the bidder or this bid.

LICENSING:

Vendors must be licensed and in good standing in accordance with any and all state and local laws and requirements by any state or local agency of West Virginia, including, but not limited to, the West Virginia Secretary of State's Office, the West Virginia Tax Department, West Virginia Insurance Commission, or any other state agencies or political subdivision. Furthermore, the vendor must provide all necessary releases to obtain information to enable the Director or spending unit to verify that the vendor is licensed and in good standing with the above entities.

CONFIDENTIALITY:

The vendor agrees that he or she will not disclose to anyone, directly or indirectly, any such personally identifiable information or other confidential information gained from the agency, unless the individual who is the subject of the information consents to the disclosure in writing or the disclosure is made pursuant to the agency's policies, procedures and rules. Vendors should visit www.state.wv.us/admin/purchase/privacy for the Notice of Agency Confidentiality Policies.

Under penalty of law for false swearing (West Virginia Code §61-5-3), it is hereby certified that the vendor acknowledges the information in this said affidavit and is in compliance with the requirements as stated.

Vendor's Name: eSchoolMall

Authorized Signature:  Date: 10-1-2008



State of West Virginia
 Department of Administration
 Purchasing Division
 2019 Washington Street East
 Post Office Box 50130
 Charleston, WV 25305-0130

Request for Quotation

RFQ NUMBER
 EDD301670

PAGE
 1

ADDRESS CORRESPONDENCE TO ATTENTION OF
 SHELLY MURRAY
 304-558-8801

RFQ COPY
 TYPE NAME/ADDRESS HERE

PROPERTY

eSchoolMall
 2 Walnut Grove Drive
 Suite 190
 Horsham, PA 19044

SHIP TO

DEPARTMENT OF EDUCATION
 BUILDING 6
 1900 KANAWHA BOULEVARD, EAST
 CHARLESTON, WV
 25305-0330

DATE PRINTED	TERMS OF SALE	SHIP VIA	F.O.B.	FREIGHT TERMS
09/16/2008				

BID OPENING DATE: 09/25/2008 BID OPENING TIME 01:30PM

LINE	QUANTITY	UOP	CAT NO	ITEM NUMBER	UNIT PRICE	AMOUNT
----- ADDENDUM NO. 1 -----						
THIS ADDENDUM IS ISSUED TO ADDRESS QUESTIONS RAISED PRIOR TO THE QUESTION SUBMISSION DEADLINE OF 9/10/2008 AND TO REPLACE THE VENDOR PREFERENCE CERTIFICATE FROM THE ORIGINAL REQUEST FOR QUOTATION WITH THE ATTACHED VENDOR PREFERENCE CERTIFICATE.						
ATTACHMENTS: QUESTIONS AND ANSWERS APPENDIX A VENDOR PREFERENCE CERTIFICATE						
THE BID OPENING DATE REMAINS: 9/25/2008						
0001	1	LS		205-62		
INTEGRATED FINANCIAL SOFTWARE PACKAGE						
EXHIBIT 10						
REQUISITION NO.: EDD301670						
ADDENDUM ACKNOWLEDGEMENT						
I HEREBY ACKNOWLEDGE RECEIPT OF THE FOLLOWING CHECKED ADDENDUM(S) AND HAVE MADE THE NECESSARY REVISIONS TO MY PROPOSAL, PLANS AND/OR SPECIFICATION, ETC.						
ADDENDUM NO. S:						

SEE REVERSE SIDE FOR TERMS AND CONDITIONS

SIGNATURE <i>H. H. H. H.</i>	TELEPHONE 215-444-9300	DATE 10/1/08
TITLE VP, Marketing & Business Dev.	FEIN 23 3018692	ADDRESS CHANGES TO BE NOTED ABOVE

WHEN RESPONDING TO RFQ, INSERT NAME AND ADDRESS IN SPACE ABOVE LABELED 'VENDOR'

**GENERAL TERMS & CONDITIONS
REQUEST FOR QUOTATION (RFQ) AND REQUEST FOR PROPOSAL (RFP)**

1. Awards will be made in the best interest of the State of West Virginia.
2. The State may accept or reject in part, or in whole, any bid.
3. All quotations are governed by the *West Virginia Code* and the *Legislative Rules* of the Purchasing Division.
4. Prior to any award, the apparent successful vendor must be properly registered with the Purchasing Division and have paid the required \$125 fee.
5. All services performed or goods delivered under State Purchase Order/Contracts are to be continued for the term of the Purchase Order/Contracts, contingent upon funds being appropriated by the Legislature or otherwise being made available. In the event funds are not appropriated or otherwise available for these services or goods, this Purchase Order/Contract becomes void and of no effect after June 30.
6. Payment may only be made after the delivery and acceptance of goods or services.
7. Interest may be paid for late payment in accordance with the *West Virginia Code*.
8. Vendor preference will be granted upon written request in accordance with the *West Virginia Code*.
9. The State of West Virginia is exempt from federal and state taxes and will not pay or reimburse such taxes.
10. The Director of Purchasing may cancel any Purchase Order/Contract upon 30 days written notice to the seller.
11. The laws of the State of West Virginia and the *Legislative Rules* of the Purchasing Division shall govern all rights and duties under the Contract, including without limitation the validity of this Purchase Order/Contract.
12. Any reference to automatic renewal is hereby deleted. The Contract may be renewed only upon mutual written agreement of the parties.
13. **BANKRUPTCY:** In the event the vendor/contractor files for bankruptcy protection, this Contract may be deemed null and void, and terminated without further order.
14. **HIPAA BUSINESS ASSOCIATE ADDENDUM:** The West Virginia State Government HIPAA Business Associate Addendum (BAA), approved by the Attorney General, and available online at the Purchasing Division's web site (<http://www.state.wv.us/admin/purchase/vrc/hipaa.htm>) is hereby made part of the agreement. Provided that, the Agency meets the definition of a Cover Entity (45 CFR §160.103) and will be disclosing Protected Health Information (45 CFR §160.103) to the vendor.
15. **WEST VIRGINIA ALCOHOL & DRUG-FREE WORKPLACE ACT:** If this Contract constitutes a public improvement construction contract as set forth in Article 1D, Chapter 21 of the West Virginia Code ("The West Virginia Alcohol and Drug-Free Workplace Act"), then the following language shall hereby become part of this Contract: "The contractor and its subcontractors shall implement and maintain a written drug-free workplace policy in compliance with the West Virginia Alcohol and Drug-Free Workplace Act, as set forth in Article 1D, Chapter 21 of the West Virginia Code. The contractor and its subcontractors shall provide a sworn statement in writing, under the penalties of perjury, that they maintain a valid drug-free work place policy in compliance with the West Virginia and Drug-Free Workplace Act. It is understood and agreed that this Contract shall be cancelled by the awarding authority if the Contractor: 1) Fails to implement its drug-free workplace policy; 2) Fails to provide information regarding implementation of the contractor's drug-free workplace policy at the request of the public authority; or 3) Provides to the public authority false information regarding the contractor's drug-free workplace policy."

INSTRUCTIONS TO BIDDERS

1. Use the quotation forms provided by the Purchasing Division.
2. **SPECIFICATIONS:** Items offered must be in compliance with the specifications. Any deviation from the specifications must be clearly indicated by the bidder. Alternates offered by the bidder as **EQUAL** to the specifications must be clearly defined. A bidder offering an alternate should attach complete specifications and literature to the bid. The Purchasing Division may waive minor deviations to specifications.
3. Complete all sections of the quotation form.
4. Unit prices shall prevail in case of discrepancy.
5. All quotations are considered F.O.B. destination unless alternate shipping terms are clearly identified in the quotation.
6. **BID SUBMISSION:** All quotations must be delivered by the bidder to the office listed below prior to the date and time of the bid opening. Failure of the bidder to deliver the quotations on time will result in bid disqualifications: Department of Administration, Purchasing Division, 2019 Washington Street East, P.O. Box 50130, Charleston, WV 25305-0130



State of West Virginia
 Department of Administration
 Purchasing Division
 2019 Washington Street East
 Post Office Box 50130
 Charleston, WV 25305-0130

Request for Quotation

RFQ NUMBER
 EDD301670

PAGE
 1

ADDRESS CORRESPONDENCE TO ATTENTION OF
 SHELLY MURRAY
 304-558-8801

RFQ COPY

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eSchoolMall
 2 Walnut Grove Drive
 Suite 190
 Horsham, PA 19044

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DEPARTMENT OF EDUCATION

BUILDING 6
 1900 KANAWHA BOULEVARD, EAST
 CHARLESTON, WV
 25305-0330

DATE PRINTED	TERMS OF SALE	SHIP VIA	F.O.B.	FREIGHT TERMS
09/17/2008				

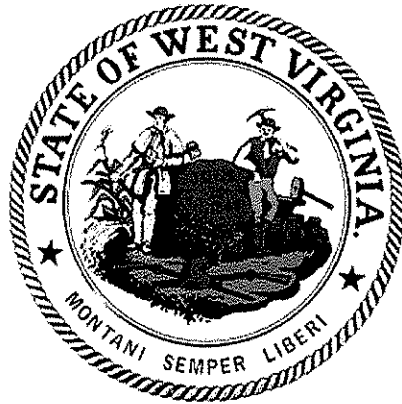
BID OPENING DATE: 10/01/2008 BID OPENING TIME 01:30PM

LINE	QUANTITY	UOP	CAT NO.	ITEM NUMBER	UNIT PRICE	AMOUNT
----- ADDENDUM NO. 2 -----						
THIS ADDENDUM IS ISSUED TO MODIFY THE RESPONSE TO QUESTION #15 OF ADDENDUM NO. 1.						
ATTACHMENT: REVISED QUESTION AND ANSWER						
THE BID OPENING DATE IS CHANGE:						
FROM: 09/25/2008						
TO : 10/01/2008						
----- END OF ADDENDUM NO. 2 -----						

SEE REVERSE SIDE FOR TERMS AND CONDITIONS

SIGNATURE <i>H. G. Kelly</i>	TELEPHONE 215-444-9300	DATE 10/1/08
TITLE UP, Mkt. & Bus. Dev.	FEIN 23 3018692	ADDRESS CHANGES TO BE NOTED ABOVE

WHEN RESPONDING TO RFQ INSERT NAME AND ADDRESS IN SPACE ABOVE LABELLED 'VENDOR'



Additional Information

Integrated Financial Software Package

RFQ EDD301670

October 1, 2008

Submitted by:



eSchoolMall – an ESM Solutions Corporation company
2 Walnut Grove Drive
Suite 190
Horsham, PA 19044
Contact: Harry Goldberg
(877) 969-7246 x177
(215) 444-9200 Fax
E-mail: hgoldberg@eschoolmall.com
Web Address: www.eschoolmall.com

About eSchoolMall

Since our founding in 1998, eSchoolMall has focused exclusively on electronic procurement solutions for Schools, Educational Service Agencies and K-12 Buying Cooperatives. Additionally, through our Mercury Commerce Solutions brand, our customer base includes State, County and Municipal Governments as well as Colleges and Universities. eSchoolMall's solutions focus and customer focus tracks exactly with WVDE's requirements. Our solutions have been built in partnership with school administrators, staff and educators as well industry specific suppliers. The savings documented by our existing customers (in some cases several hundred thousands of dollars) have been returned to the classroom for the school's core mission.

The online procurement software and services market for the public sector is a market that did not exist prior to 1996. In 2000, a number of companies tried to solve the fundamental problem of the administrative bureaucracy that was entrenched in the public sector procurement process. In doing this, over \$500M of venture capital was invested in the new companies to pursue various business models, ranging from "Free to Buyers (Supplier Funded)" to traditional software models. The challenge and the key to our success has been to unite the general ledger companies and the suppliers (both local and national) with the appropriate business staff. We know from experience that the race to do so is a marathon, not a sprint.

eSchoolMall is solving this problem by continuing to invest in research and development, integrating to new suppliers and fund accounting systems and above all else, listening to our customers. Our suite of solution products includes online procurement and administrative tools that connect purchasing entities with their suppliers by enabling a uniform buying experience for all purchasers within your constituent organizations. eSchoolMall facilitates integration with an organization's financial software and enables flexible electronic communication with suppliers' ERP systems. Delivered via the Internet as an Application Solution Provider (ASP), eSchoolMall currently hosts:

- a fully automated procurement workflow engine, **easyPurchase™**;
- catalog and contract presentation via **easyPurchase™ DirectBuy**;
- a purchasing tool for new and used textbooks, **easyPurchase™ Textbook**;
- a highly flexible, cost-effective warehouse management solution **easyPurchase™ Warehouse**;
- a forms presentation and management solution, **easyForms™**;
- a quote management tool, **easyQuote™**;

- a fully automated sealed bid engine, easyBid™, with two variants, easyBid™ Line Item, a sealed line item bidding tool and easyBid™ Discount, a catalog discount bid tool; and
- an online tool to electronically manage Requests for Proposal (RFP) and Requests for Information (RFI) for services and materials, easyProject™.

To succeed in our core mission and grow as a company, eSchoolMall has faced multiple challenges:

- Develop technology that re-engineered the public sector procurement process while complying with local, state and federal regulations;
- Convince a risk adverse prospect base that e-Procurement is a value added and cost saving technology;
- Convince long term suppliers that eSchoolMall is a neutral player in the procurement process;
- Convince general ledger companies that eSchoolMall is a neutral player in the ERP marketplace;
- Execute a business plan, without venture funding, against better funded rivals; and
- Stay focused on our original business plan in spite of the marketplace “hype or hurt” associated with e-Procurement.

As a company, we would not be in business today, much less growing, if we had not achieved each of the above priorities. eSchoolMall had to pioneer the integration of electronic procurement with fund accounting software systems, developing our smartAgent™ middleware integration component and associated services. To date, our easyPurchase solution is integrated with two dozen fund accounting systems in production today. Using eSchoolMall’s smartAgent integration technology, schools have seamless communication of pre-encumbrance, encumbrance, PO and receiving data between easyPurchase and their general ledger. By capturing all transactional information and communicating with the general ledger, easyPurchase satisfies the most critical aspects of public sector financial management.

Adding additional fund accounting or ERP integrations, while challenging and expensive for most software providers, has become a part of our architecture and a driver of our market success. Our integration partners include many significant players in the education market such as Oracle, SAP, CIMS, Infinite Visions, Weidenhammer Systems, SunGard companies Pentamation and BiTech, Tenex Systems, West Virginia Education Information System (WVEIS), the Ohio statewide fund accounting system (USAS), MUNIS and CSIU, among others.

As a result, we have growth in the number of educational entities as customers, the number of suppliers within our solutions and the number of ERP players with which we integrate. As an

example, we now partner with international ERP players who recognize our ability to serve the public sector market, such as Oracle and SAP, in addition to the traditional fund accounting general ledger companies. Large educational suppliers such as Corporate Express, Office Depot and School Specialty, who have established their own electronic commerce capabilities, have recognized the value of a buy side e-Procurement solution and are now partnered with eSchoolMall. Fund accounting software providers are now seeking integrated relationships with eSchoolMall to differentiate their products or to provide added value to their customers. Large and small suppliers who recognize the buying power that the eSchoolMall customer base represents, now present their catalogs and content. Organizations that refused to participate in electronic commerce just a few years ago, now embrace that concept as an additional market opportunity, a significant cost saver, or both.

Our Professional Services organization will deliver an effective and efficient implementation of WVDE's e-Procurement Solutions. eSchoolMall Professional Services offers a robust methodology that allows each customer to direct the depth and breadth of the product rollout throughout the organization. From requirements gathering, to data analysis, project management, and customized training programs, our Professional Services team is there to support the unique needs of each customer. Equipping each customer with the tools to conduct "train the trainer" sessions allows you to control both the speed and the cost of user adoption within your organization. On-line or on-site, Professional Services is there to ensure that our solutions work for you.

These implementation tools, combined with our toll free, e-mail and web-based Customer Care support, guide you through a fully satisfying implementation process. eSchoolMall Customer Care covers support for your e-Procurement solutions, support for your suppliers, 7x24 solution access requiring only a web browser and Internet access, and maintenance that provides no-upgrade access to the latest features and problem-free solutions.

eSchoolMall Delivery Capability

eSchoolMall has successfully completed over 100 implementations similar to the WVDE requirement. Our implementation experience has included top 100 School Districts such as Fairfax County (VA), Ft. Worth Independent School District (TX) and Jefferson County Schools (KY). We have also implemented many large Educational Service Agencies such as Multnomah Educational Service District (OR), The Ohio Schools Council (OH), Region 4 Educational Service Center (TX), the Ohio Valley Educational Cooperative (KY) and KCDA Purchasing Cooperative (WA). We have also implemented a number of smaller Districts and ESA's, as well as state, county, local government and higher education institutions.

We are able to achieve success in implementing this number and size of organizations due to our flexible delivery methodology. As an ASP, much of our set-up work is done remotely. This saves you time and money in your implementation. Our training methodology utilizes a “train the trainer” approach. We train a core team of users, typically from the business office, who are then self-sufficient to manage the scope and breadth of an organization-wide rollout.

Our Professional Services team has the experience, the tools, the methodology and the availability to make the WVDE E-Procurement Solution project a success.

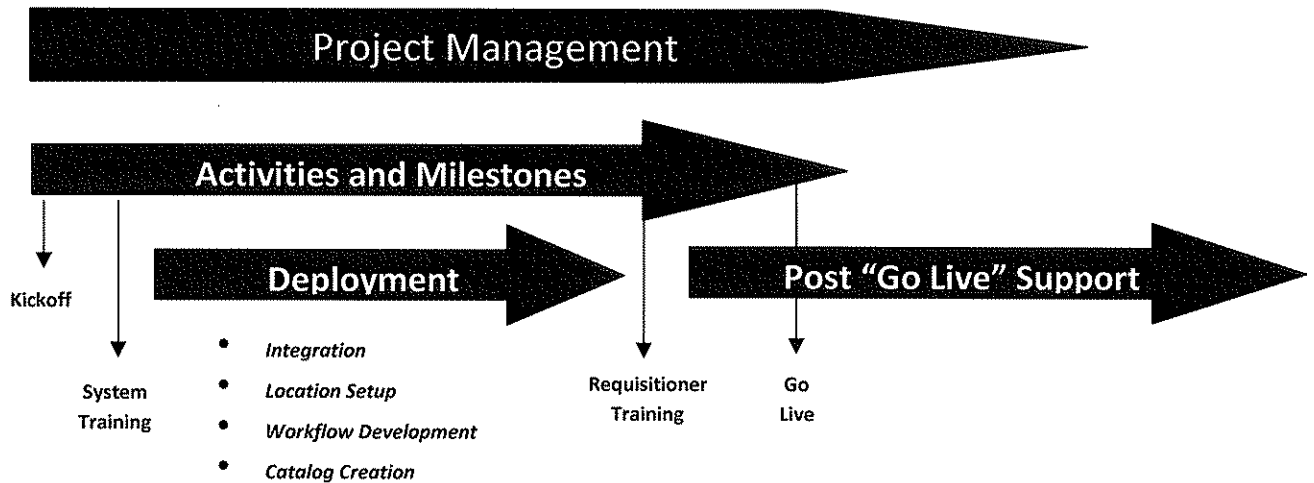
Special Expertise

Our Professional Services team has over 95 years combined experience with systems implementation and project management. Our combined experience spans companies such as Xerox, Johnson & Johnson, Unisys, J.L. Hammett, School Specialty, Independence Blue Cross and IBM. Our ERP and eProcurement experience spans systems such as Oracle, SAP, PeopleSoft, Ariba and numerous fund accounting systems such as Pentamation, Bi-Tech, WVEIS and CIMS.

Our Professional Services consultants have worked in the public sector electronic procurement market with e-Procurement firms such as Simplexis, Ariba, Commerce One, ICG Commerce and eSchoolMall. Our consultants understand encumbrance accounting, sealed bidding requirements, audit and reporting, and the business rules of public educational entities.

Our primary focus and experience is in the public sector. We understand public sector workers and the way the public sector works. eSchoolMall will put this knowledge and experience to work for WVDE.

Proposed Methodology



eSchoolMall Professional Services utilizes a Rapid Deployment model to provide focused execution and delivery of your specific solution tailored to meet or exceed client expectations.

The graphic above depicts the various stages and key milestones during the implementation phase with specific customer touch points throughout. Our project management methodology incorporates frequent conference calls and status reports to communicate progress and resolve issues effectively. Project management includes reporting, meeting preparation and status calls.

Our train-the-trainer philosophy provides client administrators with the tools and knowledge necessary to quickly become comfortable with their solution during the process. Additional training sessions are scheduled, if needed, to assist in further educating those individuals on specific areas of the application to ensure a smooth transition.

At "Go Live", constituent training occurs and the application is now available in production. Additional support is accessible from Professional Services for an additional period of time and will be transitioned to customer support thereafter.

The eSchoolMall team will be deployed as follows (based on availability):

- Dan Corazzi – Executive Sponsor
- Monte Inman – Project Manager
- Jeff Mason – Professional Services Manager
- Cathy Boyd – Customer Advocate
- Dave Canzanese – Supplier on-boarding
- Susan Bessler – Customer Support Manager
- Harry Goldberg – Sales Executive.

The following resources are required from WVDE and their involvement throughout the project schedule is indicated below:

- Project champion – required throughout the project to provide executive oversight and support
- Project manager – responsible for the resources, information and oversight necessary to implement the project for WVDE; required full time throughout the project
- System administrator – required during the training, roll-out and go-live phases
- Trainers – will be trained and will then deliver training during the roll-out phase
- WVDE Help Desk – answer basic questions from WVDE users about the application and will refer all other inquiries to eSchoolMall Customer Support; required as needed once systems are live; Help Desk personnel should be chosen from the pool of Trainers, above. Contact information for the Help Desk (e-mail and phone) will appear in the footer of each application page.

Evidence of Experience

The following are several examples of eSchoolMall delivering timely, high quality products and services to organizations similar to WVDE:

Ohio Schools Council (OSC), a leading Ohio educational cooperative, serves fifteen school districts which range in size from 1,420 students to 7,740 students. OSC and its constituent schools use easyPurchase Enterprise software to view OSC contract pricing in online catalogs, to electronically create and route requisitions for approval, to create purchase orders and to submit approved purchase orders to the selected suppliers electronically. eSchoolMall has also implemented an interface to the State of Ohio schools accounting system, USAS, which is used by 90% of the 600+ school districts in Ohio. Based on our smartAgent™ interface technology, the integration allows for seamless budget checking and fund encumbrance in accordance with the State of Ohio audit requirements.

Lehigh Career and Technical Institute (LCTI), the largest vocational school in Pennsylvania, representing 12 constituent K-16 schools; eSchoolMall has provided easyPurchase and easyBid, along with easyPurchase Warehouse and warehouse integration. eSchoolMall has integrated to six different fund accounting systems for LCTI and its constituent organizations.

Cooperative Educational Service Agency #2 (CESA #2) in Milton, WI, serving 75 school districts, representing more than 135,000 students and 7,200 teachers in seven counties; The eSchoolMall implementation allows CESA's Procurement Management Program to utilize easyPurchase to provide online visibility to the suppliers and contracts that have been negotiated by the CESA Purchasing Committee for use by member educational institutions. All

CESA Procurement Management Program members have electronic access to catalogs and content, to the pricing negotiated for CESA members and to consistent purchasing processes.

State of South Dakota, Pierre, SD, utilizes easyPurchase as well as the Sourcing Suite (easyBid, easyQuote, easyProject) to provide e-Procurement services to the State and all its Agencies. Through easyPurchase, the State has made its contracts visible to the buying community in all the State Agencies. After comparing features and functionality, service and support levels and pricing, the State awarded us (through our Mercury Commerce brand) its electronic procurement RFP. The South Dakota implementation of easyPurchase mirrors the direction defined in this E-Procurement Solution RFP.

easyPurchase Enterprise Information

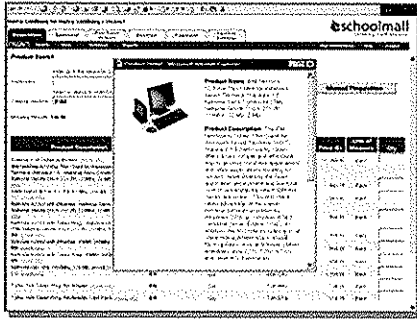
eSchoolMall is addressing the key requirements of WVDE's e-Procurement Solutions RFQ with **easyPurchase™ Enterprise**, an internet based electronic procurement solution designed specifically for the public sector marketplace. This solution manages the entire lifecycle of the procurement process - from catalog searching, requisition building, role and dollar based routing for approval, purchase order creation through desktop receiving. Hosted entirely on our servers with 128 bit encryption and secure socket layering, there is no incremental technical infrastructure or software required (WVDE may choose a self-hosting option). All that is needed to deploy easyPurchase is a computer with Internet access and web browser. With easyPurchase, the most comprehensive e-procurement solution of its kind, the entire procurement process can be accomplished electronically.

easyPurchase will provide WVDE users with access to your suppliers and your pricing. Featuring an easy-to-use web interface, users will enter the system through secure login access. From the requisition page, users will search supplier catalogs and select the items they need. With just a few keystrokes, requisitions are completed and routed for approval, using WVDE business rules. Approvers view requisitions in their approval path and either approve or reject, including at the line item level. Approved requisitions generate purchase orders that can be submitted to suppliers electronically by fax, e-mail or XML. easyPurchase provides reporting and auditing at every step in the process. All users buy off WVDE negotiated supplier contracts, using an accessible, consistent process. easyPurchase also supports purchase card programs.

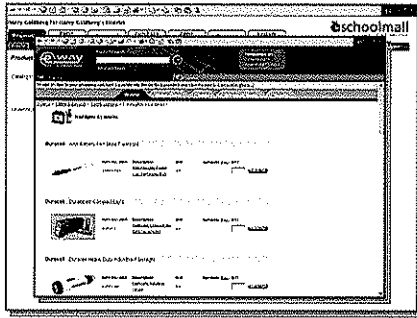
eSchoolMall provides three types of supplier catalogs for WVDE requisitioners: hosted catalogs, dynamic catalogs and manual suppliers. eSchoolMall has hosted and dynamic catalog relationships with over a hundred suppliers in the **eSchoolMall Supplier Network** who cater to the public sector market in multiple product categories, representing over three million stock

keeping units (SKU's). In addition, our **Featured Supplier Program** presents hosted and dynamic catalogs from suppliers who offer their catalogs and pricing to all eSchoolMall customers. Most importantly, you choose the contracts and catalogs that you want presented to your buying community.

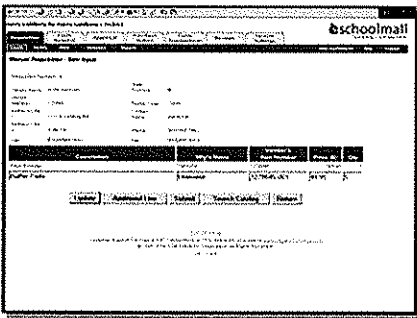
easyPurchase can generate supplier purchase orders via hardcopy, fax, e-mail and XML, based on supplier preference. With PO XML, a purchase order is securely transmitted to the supplier's order entry system according to the Commerce eXtensible Markup Language (cXML) specification.



Hosted catalogs are displayed by the easyPurchase application as shown in this screen shot. These catalogs are maintained by the supplier and are hosted by eSchoolMall. Hosted catalogs can also be automatically created from an awarded bid or quote in the eSchoolMall Sourcing Solutions Suite. Catalogs can include a product name and description, supplier part number, manufacturer's name and part number, unit of measure and a graphical depiction of the product, along with customer-specific pricing. Examples of suppliers who have provided hosted catalog information to eSchoolMall customers include: Kaplan Learning, Frey Scientific, School Health Corporation, Sax Arts & Crafts, Pyramid School Products and Lab Safety Supply.



Dynamic Link catalogs allow easyPurchase customers to "punch-out" to a supplier site such as Corporate Express, as shown in this screen shot, under the control of easyPurchase. Our dynamic punch-out capability allows registered users to utilize the supplier's shopping experience in a separate browser window, then submit their shopping cart. The submitted items populate a requisition in easyPurchase, which is then routed for approval. Examples of suppliers who have provided dynamic punch-out sites to eSchoolMall customers include: Corporate Express, Carolina Biological Supply, School Specialty, Dick Blick, CDW, Grainger, Sportime and Lakeshore Learning Materials.



Manual suppliers are imported into easyPurchase. These suppliers represent companies that you traditionally buy from, that do not have a hosted or dynamic link catalog relationship with eSchoolMall. This allows purchases from local suppliers and other suppliers uploaded from a general ledger system. easyPurchase allows a manual requisition to be generated and routed for approval under the WVDE business rules. All the normal auditing and reporting capabilities of easyPurchase apply to these requisitions.



easyPurchase Process

Create Purchase Requisition

Requisitioners search the organization's online catalogs, viewing their vendors and their pricing. Keyword or vendor catalog search capabilities built into easyPurchase return only those items requested by the requisitioner. Time is spent on buying the specific goods and services required, not wasted searching the web.

Product Description	Unit	Price (U)	Unit of Measure	Qty
IBM NetVista N2200 with Ethernet - Windows XP Home Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	Each	592.75	Each	
IBM NetVista N2200 with Ethernet - Windows XP Professional Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	Each	2,062.40	Each	
IBM NetVista N2200 with Ethernet - Windows XP Home Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	Each	599.55	Each	
IBM NetVista N2200 with Ethernet - Windows XP Professional Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	Each	1,911.05	Each	
IBM NetVista N2200 with Ethernet - Windows XP Home Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	Each	581.05	Each	
IBM NetVista N2200 with Ethernet - Windows XP Professional Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	Each	1,289.00	Each	
IBM NetVista N2200 with Ethernet - Windows XP Home Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	Each	129.25	Each	
IBM NetVista N2200 with Ethernet - Windows XP Professional Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	Each	118.75	Each	

Product Description	Price (U)	Quantity	Unit of Measure
IBM NetVista N2200 with Ethernet - Windows XP Home Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	592.75	4	Each
IBM NetVista N2200 with Ethernet - Windows XP Professional Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	2,062.40	1	Each
IBM NetVista N2200 with Ethernet - Windows XP Home Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	599.55	4	Each
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Total			

Route for Approval

Requisitions are routed, with e-mail notification, according to the organization's pre-determined business rules. Requisitions are approved at the line item level – rejected items can be returned to the requisitioner, while approved items continue on the approval route.

Generate Purchase Order

easyPurchase aggregates approved requisitions by vendor, by ship-to location. Authorized purchase orders are communicated per the vendor specified method: e-mail, fax or cXML. Reporting and hardcopy is available at every step in the purchasing process.

Item	Product Description	Price (U)	Quantity	Unit of Measure
1	IBM NetVista N2200 with Ethernet - Windows XP Home Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	592.75	4	Each
2	IBM NetVista N2200 with Ethernet - Windows XP Professional Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	2,062.40	1	Each
3	IBM NetVista N2200 with Ethernet - Windows XP Home Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	599.55	4	Each
4	IBM NetVista N2200 with Ethernet - Windows XP Professional Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	1,911.05	1	Each
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7	IBM NetVista N2200 with Ethernet - Windows XP Home Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	129.25	4	Each
8	IBM NetVista N2200 with Ethernet - Windows XP Professional Edition (32-bit) - 1.6 GHz Pentium D Processor - 1 GB Memory - 160 GB Hard Drive - 15.5" LCD - 24x48x16.5" (Case: 650)	118.75	1	Each
Total				



Contract Management, Catalog Management and Purchasing

eSchoolMall's easyPurchase™ is a comprehensive electronic solution for enterprise-wide procurement processes, information and management. easyPurchase automates the purchasing process - from contract management and catalog presentation, to online requisitions and workflow-driven approval routing, to purchase order generation and desktop receiving. easyPurchase is a component of eSchoolMall's powerful suite of online procurement solutions that includes easyBid™, our fully automated sealed bid engine, and easyQuote™, our electronic sourcing tool to automate the price quote process for buyers and for vendors. easyBid provides robust sealed bidding capability designed to automate and streamline the costly, time-intensive and often error-prone manual sealed bid solicitation process being used by most school districts and educational service agencies today. easyQuote helps buying organizations comply with purchasing regulations when multiple price quotes are required.

Schools are demanding flexible tools to decrease time and cost in the sourcing process, to improve communication with their vendors and to increase buyer efficiency. easyPurchase was designed from the ground up for ease-of-use, rapid time to benefit and compelling return on investment. Faced with declining budget revenues, reduced administrative staff, and increased accountability requirements, over 1,000 schools and educational service agencies have turned to eSchoolMall and easyPurchase to save time and money in their procurement processes.

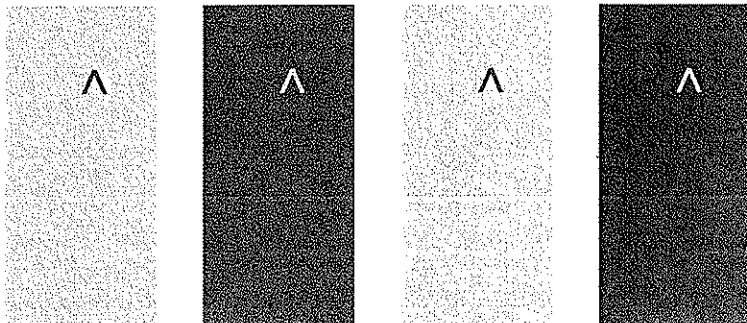
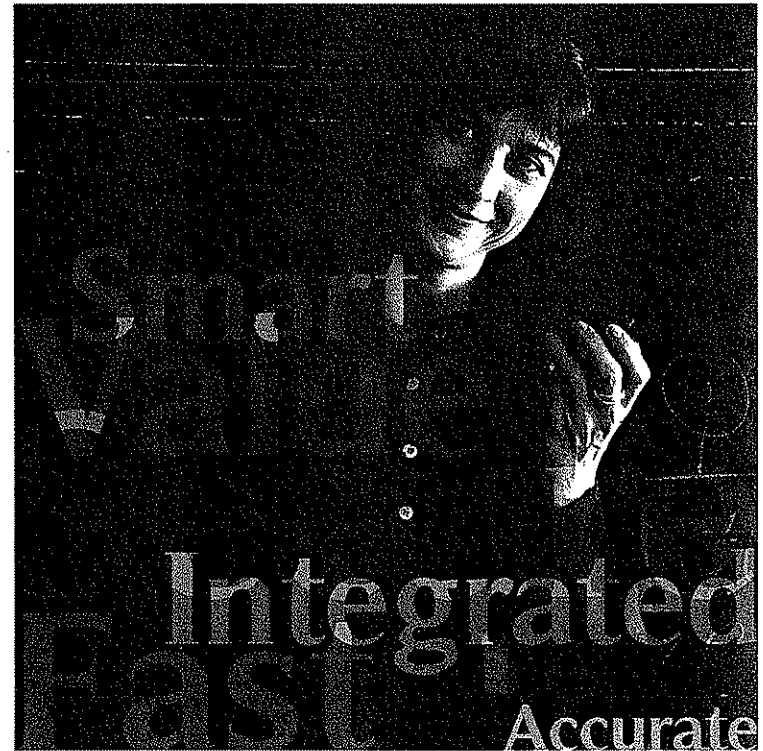
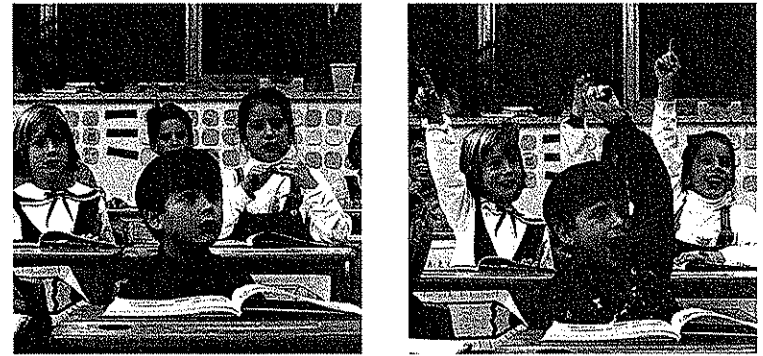
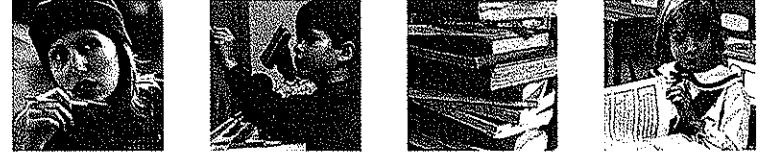
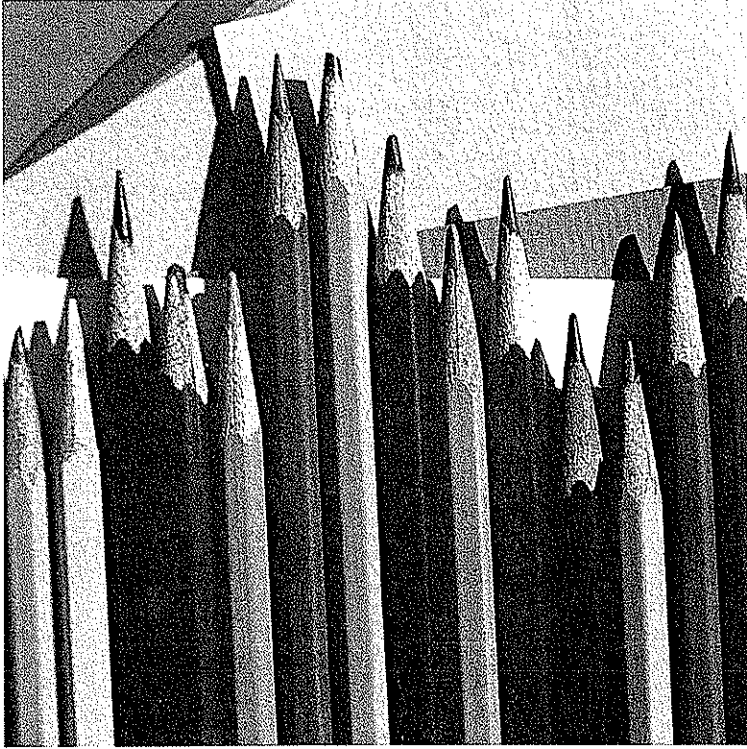
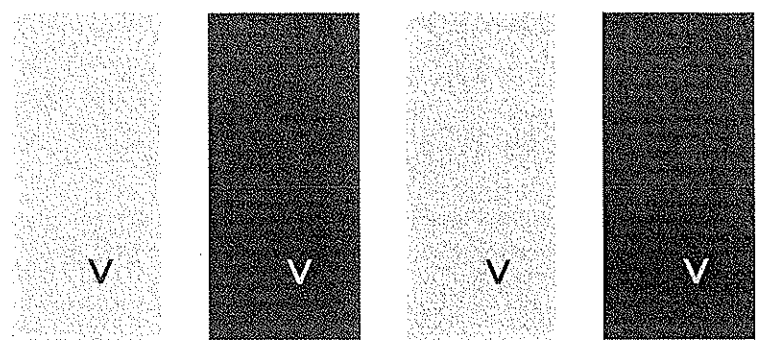
Customer Features

easyPurchase is equipped to interface with fund accounting and ERP financial systems through eSchoolMall's smartAgent™ middleware and implementation methodologies. By capturing all transactional information and communicating with the general ledger, easyPurchase satisfies the most critical aspects of financial management for schools. To leverage savings from an organization's negotiated contracts, easyPurchase provides visibility to awarded contract catalogs and pricing, on-line requisitioning, approval routing, purchase order generation, receiving and payment. Spend reporting and vendor management provide comprehensive information to manage spend and further identify sourcing opportunities. Intuitive and easy to use, easyPurchase links requesters, vendors and fund accounting systems together to create a full-service and seamless e-Procurement solution.

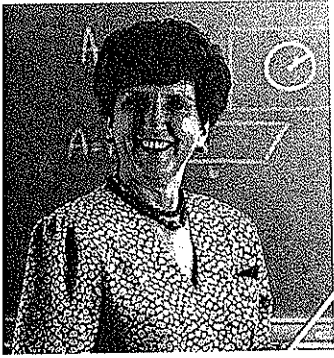
Hosted entirely on our servers, with 128 bit encryption and secure socket layering, there is no incremental technical infrastructure or software required. All that is needed to deploy easyPurchase is Internet access and a web browser. With easyPurchase, the most comprehensive K-12 e-procurement solution of its kind, the entire procurement process can be accomplished electronically.

Customer Benefits

- Easy to use – requires minimal training
- Reduced administrative time and cost to procure goods and services
- Saves money on the goods and services procured
- Facilitates faster, more effective communication between buyers and sellers
- Workflow that is driven by the organization's business rules
- Insures accountability and provides an audit trail by capturing all of the information on every purchase
- Provides robust spend data and management information
- Includes eSchoolMall's Customer Care support and maintenance
- Proven technology in use by schools today



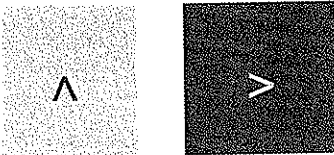
eschoolmall
Connecting e with education



eSchoolMall simplifies life. No longer preoccupied with tedious, distracting and mundane processes, teachers regain the time and energy they need to do their best.

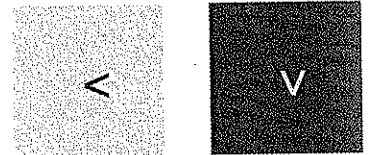
- > No more searching multiple sites to find the supplies they need.
- > Requisitions that took hours or days to submit and manage are completed in just a few clicks.

- > With 24x7 visibility to the entire requisitioning process, including approval status, teachers no longer have to wait for orders to show up or spend valuable time finding out what's happening.
- > The eSchoolMall user interface is easy to understand with minimal training.
- > Savings made possible by eSchoolMall solutions can go back into the classroom in the form of new text books and advanced curriculum.



Teachers and Educators

School Boards, Superintendents and Principals

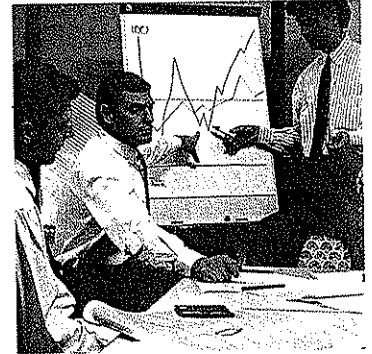


Peace of mind. By instantly tracking and documenting every step in the procurement process, eSchoolMall solutions enforce strict adherence to professional business practices to achieve unprecedented levels of accountability. Two essential ingredients of good governance – optimization of resources and high employee morale – become the norm.

- > eSchoolMall's real-time dashboard view of all data – including how much is spent, by whom, when and with what vendors – helps school administrators

proactively control and manage the resources entrusted to them.

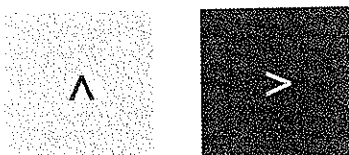
- > Administrators can budget and audit resources more accurately and implement effective overall purchasing strategies.
- > What can Administrators expect? Better use of precious tax dollars and a positive legacy of good governance.



Go through the numbers with us and we'll prove to you how eSchoolMall eases budgetary burdens in two big ways – by garnering lower prices from vendors and by automating the entire purchasing process. As requisitioning becomes an exact science, cash flow improves, overhead costs go down, budgets are brought under control, and resources move back to the classroom. Purchasing and finance teams also discover unprecedented new levels of freedom and peace of mind.

- > The value of existing financial systems is enhanced.

- > By integrating requisitioning and ordering with existing financial systems, fund accounting methods are supported, detailed audit trails are created, and double entries are eliminated.
- > As standard operating procedures are instituted and purchasing processes are seamlessly streamlined, compliance with business rules is ensured, including the leveraging of volume discounts, preferred vendor lists, and vendor bidding.



Treasurers and CFOs

Buyers and Business Managers

If it's time to "get your life back" and focus on more meaningful work, then eSchoolMall is the ticket. As managers are freed of mundane, redundant activities, they can concentrate on key education business issues such as funding and safety. And as procurement costs are slashed, classrooms receive more resources and job satisfaction rises.

> Districts have a far better understanding of who their key vendors are and what they're spending with each vendor.

- > All spending is automatically channeled to on-contract items.
- > Textbook costs are lowered, warehouse inventory is electronically accessed.
- > Bids are done in half the time, allowing schools to take full advantage of negotiated contracts.
- > The requisition and purchase order process is cut from weeks to hours.



No hassles, no headaches. Since eSchoolMall doesn't touch the network, there's nothing to load or add, nothing to "bolt-on," and no additional tools to deal with. In fact, eSchoolMall takes care of all maintenance – the data, the software and the hardware – as well as initial training.

- > Only a basic Internet connection is required.
- > eSchoolMall solutions are widely applied and field-proven.

- > Open, secure, and interoperable, eSchoolMall solutions are compatible with pre-existing internal and external systems.
- > eSchoolMall solutions integrate easily with existing financial systems.
- > State-of-the-art security includes certified 128-bit encryption, Secure Socket-Layer (SSL) protocol and system-administered user codes and passwords.

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IT Staffs and Technicians

Building Staffs and Secretaries

Freed from tedious, time-consuming tasks, building staffs can focus on administrative, classroom and other issues that really make a difference.

- > Paperwork, manual filing, phone and fax exchanges, re-keying of data, and price checking – all are dramatically reduced.
- > Requisitions are automatically routed for approval, cutting the requisition process from days or weeks to hours.

- > Bid preparation, publication and award processes are cut from several weeks to a week or less.
- > Complete integration of the purchasing process with financial systems and accounting software ensures automatic adherence to district financial policies.
- > The entire procurement process – from searching catalogs to getting approval to submitting purchase orders – becomes visible and trackable.



eSchoolMall procurement automation solutions impact every aspect of good governance and resource optimization, from enhancing existing financial systems to increasing the job satisfaction of teachers and staff.

With an unprecedented ease of use that seamlessly streamlines all processes while mirroring existing procedures, eSchoolMall solutions eliminate the tedium and waste of traditional processes, thereby delivering tangible benefits to everyone involved in

K-12 education – from school boards, superintendents and treasurers to buyers, teachers, staff and vendors.

Field-proven in over 2,900 educational entities, eSchoolMall's solutions provide remarkable ease of use, competitive price and rapid Return On Investment. The end result? A practical and highly cost-effective investment for school districts of all sizes that wish to bring out the best in their students by making the most of the district's critical resources.



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