



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

Purchase Order

PURCHASE ORDER NO.

RECMGT00A

PAGE

1

BLANKET RELEASE

00

CORRECT PURCHASE ORDER NUMBER MUST APPEAR ON ALL PACKAGES, INVOICES, AND SHIPPING PAPERS. QUESTIONS CONCERNING THIS PURCHASE ORDER SHOULD BE DIRECTED TO THE BUYER AS NOTED BELOW.

CHANGE ORDER

1

SEE REVERSE SIDE FOR TERMS AND CONDITIONS

AGENCY COPY

INVOICE TO

ALL STATE AGENCIES
 AND POLITICAL SUBDIVISIONS
 VARIOUS LOCALES AS INDICATED
 BY ORDER

RENDER TO

*310105515 610-662-6809
 NOVA RECORDS LLC
 1537 HANSFORD ST
 CHARLESTON WV 25311

SHIP TO

ALL STATE AGENCIES
 AND POLITICAL SUBDIVISIONS
 VARIOUS LOCALES AS INDICATED
 BY ORDER

DATE PRINTED		TERMS OF SALE		FEIN/SSN		FUND	
03/31/2006		NET 30		680585884			
SHIP VIA		F.O.B.		FREIGHT TERMS		ACCOUNT NUMBER	
BEST WAY		DESTINATION		PREPAID		MUL-MUL	
LINE	QUANTITY	UOP	VENDOR ITEM NO.	UNIT PRICE		AMOUNT	
	DELIVERY DATE	CAT. NO.	ITEM NUMBER				
			CHANGE ORDER #01				
CHANGE THE EFFECTIVE DATE OF THIS CONTRACT TO MARCH 16, 2006, PER THE ATTACHED DOCUMENTATION.							
*****NO ADDITIONAL CHANGES*****							
						WV STATE PURCHASING DIVISION ADMINISTRATION UNIT CERTIFIED ENCUMBERED APR - 5 2006 <i>Beverly Toler</i>	
				PREVIOUS PO TOTAL==>		OPEN END	
				PO NET CHANGE (+)==>			
IF APPROVAL AS TO FORM IS REQUIRED BY ATTORNEY GENERAL, CHECK HERE <input type="checkbox"/>						OPEN END	
						TOTAL	

APPROVED FOR
 ONE FISCAL YEAR

Dwayne Wayfield

APPROVED AS TO FORM BY
 ASSISTANT ATTORNEY GENERAL

BY

Betty Francisco
 BETTY FRANCISCO 304-558-0468
 PURCHASING DIVISION AUTHORIZED SIGNATURE

**GENERAL TERMS & CONDITIONS
PURCHASE ORDER/CONTRACT**

1. **ACCEPTANCE:** Seller shall be bound by this order and its terms and conditions upon receipt of acceptance of this order.
2. **APPLICABLE LAW:** 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.
3. **NON-FUNDING:** All services performed or goods delivered under State Purchase Orders/Contracts are to be continued for the terms of the Purchase Order/Contract, 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.
4. **COMPLIANCE:** Seller shall comply with all Federal, State and local laws, regulations and ordinances including, but not limited to, the prevailing wage rates of the WV Division of Labor.
5. **MODIFICATIONS:** This writing is the parties final expression of intent. No modification of this order shall be binding unless agreed to in writing by the Buyer.
6. **ASSIGNMENT:** Neither this Order nor any monies due, or to become due hereunder may be assigned by the Seller without the Buyer's consent.
7. **WARRANTY:** The Seller expressly warrants that the goods and/or services covered by this Order will: [a] conform to the specifications, drawings, samples or other description furnished or specified by the Buyer; [b] be merchantable and fit for the purpose intended; and/or [c] be free from defect in material and workmanship.
8. **CANCELLATION:** The Director of Purchasing may cancel any Purchase Order/Contract upon 30 days written notice to the Seller.
9. **SHIPPING, BILLING & PRICES:** Prices are those stated in this order. No price increase will be accepted without written authority from the Buyer. All goods or services shall be shipped on or before the date specified in this Order.
10. **LATE PAYMENTS:** Payments may only be made after the delivery of goods or services. Interest may be paid on late payments in accordance with the *West Virginia Code*.
11. **TAXES:** The State of West Virginia is exempt from Federal and State taxes and will not pay or reimburse such taxes.
12. **RENEWAL:** 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 is automatically null and void, and is 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 Covered Entity (45 CFR §160.103) and will be disclosing Protected Health Information (45 CFR §160.103) to the vendor.

101 South Queen Street
Martinsburg, West Virginia 25401
(304) 263-0836

7000 Hampton Center, Suite K
Morgantown, West Virginia 26505
(304) 285-2500

155 East Main Street, Suite 300
Lexington, Kentucky 40507
(859) 252-2202



McDAVID GRAFF & LOVE LLP
ATTORNEYS AT LAW

600 Quarrier Street
Charleston, West Virginia 25301

Post Office Box 1386
Charleston, West Virginia 25325-1386
(304) 347-1100

www.bowlesrice.com

March 21, 2006

19 West Cork Street, Suite 102
Winchester, Virginia 22601
(540) 723-8877

5th Floor, United Square
501 Avery Street
Parkersburg, West Virginia 26101
(304) 485-8500

Amy J. Tawney
Telephone — (304) 347-1123
Facsimile — (304) 343-3058

E-Mail Address:
atawney@bowlesrice.com

James Kirby, Esq.
General Counsel
State of West Virginia
Department of Administration
1900 Kanawha Boulevard East
Building 1, Room E119
Charleston, West Virginia 25305

VIA HAND DELIVERY

Re: Effective Date of Change Order

Dear Mr. Kirby:

Enclosed please find a letter executed by Nova Records, LLC (“Nova”) and Archive Services, Inc. (“ASI”) indicating that the effective date of the sale of certain assets of ASI to Nova and the assumption of certain liabilities of ASI by Nova was March 16, 2006. Accordingly, ASI and Nova are requesting the State of West Virginia Department of Administration to change the effective date of Change Order #10 for Purchase Order # RECMGT00 and the effective date of Purchase Order #RECMGT00A from March 9, 2006 to March 16, 2006.

If you have any questions, please give me a call at 347-1123.

Very truly yours,


Amy J. Tawney

AJT/jam
Enc.

cc: Mr. John S. Griffin
Scott E. Brucker, Esq.

March 16, 2006

State of West Virginia
Department of Administration
Purchasing Division
2019 Washington Street East
Post Office Box 50130
Charleston, West Virginia 25305-1030
Attention: James Kirby, General Counsel

Re: Effective Date of Change Order

Dear Mr. Kirby:

Nova Records, LLC, a Delaware limited liability company ("Nova") and Archive Services, Inc., a West Virginia corporation ("ASI") requested the State of West Virginia Department of Administration ("Customer") to execute an Assignment and Consent to Assignment Agreement ("Assignment") for purposes of consenting to the assignment of Contract # RECMGT00 to provide records management services to all of West Virginia state agencies (the "Contract") from ASI to Nova. Customer, ASI and Nova executed the assignment and the Assistant Attorney General of the State of West Virginia approved the form of the Assignment on March 9, 2006. The obtaining of the Assignment was a condition to the closing of the sale of certain assets of ASI to Nova and the assumption of certain liabilities of ASI by Nova (the "Transaction"), and it was the intent of ASI and Nova that the effective date of the Assignment be the closing of the Transaction.

Based upon the execution of the Assignment, the Customer executed Change Order #10 for Purchase Order # RECMGT00 canceling the Contract and re-awarding the Contract to Nova effective March 9, 2006. The Purchase Order number for the re-awarded contract to Nova is # RECMGT00A.

ASI and Nova closed the Transaction effective March 16, 2006. Accordingly, ASI and Nova hereby request the Customer to change the effective date of Change Order #10 for Purchase Order # RECMGT00 and the effective date of Purchase Order # RECMGT00A from March 9, 2006 to March 16, 2006.

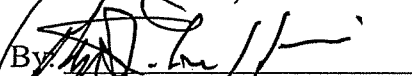
Very truly yours,

Nova Records, LLC

By: _____

Its: _____

Archive Services, Inc.

By:  _____

Its: President

March 16, 2006

State of West Virginia
Department of Administration
Purchasing Division
2019 Washington Street East
Post Office Box 50130
Charleston, West Virginia 25305-1030
Attention: James Kirby, General Counsel

Re: Effective Date of Change Order

Dear Mr. Kirby:

Nova Records, LLC, a Delaware limited liability company ("Nova") and Archive Services, Inc., a West Virginia corporation ("ASI") requested the State of West Virginia Department of Administration ("Customer") to execute an Assignment and Consent to Assignment Agreement ("Assignment") for purposes of consenting to the assignment of Contract # RECMGT00 to provide records management services to all of West Virginia state agencies (the "Contract") from ASI to Nova. Customer, ASI and Nova executed the assignment and the Assistant Attorney General of the State of West Virginia approved the form of the Assignment on March 9, 2006. The obtaining of the Assignment was a condition to the closing of the sale of certain assets of ASI to Nova and the assumption of certain liabilities of ASI by Nova (the "Transaction"), and it was the intent of ASI and Nova that the effective date of the Assignment be the closing of the Transaction.

Based upon the execution of the Assignment, the Customer executed Change Order #10 for Purchase Order # RECMGT00 canceling the Contract and re-awarding the Contract to Nova effective March 9, 2006. The Purchase Order number for the re-awarded contract to Nova is # RECMGT00A.

ASI and Nova closed the Transaction effective March 16, 2006. Accordingly, ASI and Nova hereby request the Customer to change the effective date of Change Order #10 for Purchase Order # RECMGT00 and the effective date of Purchase Order # RECMGT00A from March 9, 2006 to March 16, 2006.

Very truly yours,

Nova Records, LLC

By: A. R. W.

Its: V. in Prohibit

Archive Services, Inc.

By: _____

Its: _____



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

Purchase Order

PURCHASE ORDER NO.
 RECMGT00A

PAGE

BLANKET RELEASE
 00

CORRECT PURCHASE ORDER NUMBER MUST APPEAR ON ALL PACKAGES, INVOICES, AND SHIPPING PAPERS. QUESTIONS CONCERNING THIS PURCHASE ORDER SHOULD BE DIRECTED TO THE BUYER AS NOTED BELOW.

CHANGE ORDER
 1

SEE REVERSE SIDE FOR TERMS AND CONDITIONS

INVOICE TO

ALL STATE AGENCIES
 AND POLITICAL SUBDIVISIONS
 VARIOUS LOCALES AS INDICATED
 BY ORDER

VENDOR

*310105515 610-662-6809
 NOVA RECORDS LLC
 1537 HANSFORD ST
 CHARLESTON WV 25311

SHIP TO

ALL STATE AGENCIES
 AND POLITICAL SUBDIVISIONS
 VARIOUS LOCALES AS INDICATED
 BY ORDER

DATE PRINTED		TERMS OF SALE		FEIN/SSN		FUND	
03/31/2006		NET 30		680585884			
SHIP VIA		F.O.B		FREIGHT TERMS		ACCOUNT NUMBER	
BEST WAY		DESTINATION		PREPAID		MUL-MUL	
LINE	QUANTITY	UOP	VENDOR ITEM NO.		UNIT PRICE		AMOUNT
	DELIVERY DATE	CAT. NO.	ITEM NUMBER				
			RECEIPT TICKET FOR PURCHASE ORDER:				RECMGT00A
LINE	CATNO	ITEM	NUMBER	DESCRIPTION		QTY	DATE
0001		962-69		RECORDS MANAGEMENT			
		SIGNATURE _____		DATE _____			

IF APPROVAL AS TO FORM IS REQUIRED BY ATTORNEY GENERAL, CHECK HERE

TOTAL

APPROVED AS TO FORM BY
 ASSISTANT ATTORNEY GENERAL

BY _____
 PURCHASING DIVISION AUTHORIZED SIGNATURE