



**FOR IMMEDIATE RELEASE**

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**Rainmaker Announces Appointment of New Independent Auditors**

SCOTTS VALLEY, Calif. –October 8, 2004 – Rainmaker Systems, Inc. (Nasdaq: RMKR) a leading outsource provider of sales and marketing programs for service contracts, today announced that the Audit Committee of its Board of Directors has appointed BDO Seidman, LLP as the company’s independent registered public accounting firm effective on the completion of the filing of the company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2004. BDO Seidman is replacing Ernst & Young LLP.

“We are pleased with the Audit Committee’s selection and engagement of BDO Seidman as our new independent registered public accounting firm,” said Michael Silton, chief executive officer. “The decision was made after careful consideration by Rainmaker’s Audit Committee. We believe that BDO Seidman has the necessary expertise, capability and resources to meet our needs as we enter our next stage of growth.”

There were no disagreements with Ernst & Young. Rainmaker Systems filed on August 27, 2004, a current report on Form 8-K with the Securities and Exchange Commission relating to the resignation of Ernst & Young as its auditors.

**About Rainmaker Systems**

Rainmaker Systems is a leading outsource provider of sales and marketing programs for

service contracts. Rainmaker's cost-effective programs generate service revenue and promote customer retention for its clients. Core services include professional telesales, direct marketing and hosted ecommerce. Additional services include customer database enhancement, CRM technology integration and order management. These services are available individually or as an integrated solution.

For more information, visit [www.rmkr.com](http://www.rmkr.com).

*Some of the information in this press release may contain projections or other forward-looking statements regarding future events or the future financial performance of the Company. We wish to caution you that these statements involve risks and uncertainties and actual events or results may differ materially. Among the important factors which could cause actual results to differ materially from those in the forward-looking statements are general market conditions, unfavorable economic conditions, our ability to execute our business strategy, the effectiveness of our sales team and approach, our ability to target, analyze and forecast the revenue to be derived from a client and the costs associated with providing services to that client, the date during the course of a calendar year that a new client is acquired, the length of the integration cycle for new clients and the timing of revenues and costs associated therewith, our client concentration given that the Company is currently dependent on a few large client relationships, potential competition in the marketplace, the ability to retain and attract employees, market acceptance of our service programs and pricing options, our ability to maintain our existing technology platform and to deploy new technology, our ability to sign new clients and control expenses, the possibility of the discontinuation of some client relationships, the financial condition of our clients' business and other factors detailed in the Company's filings with the Securities and Exchange Commission, including our recent filings on Forms 10-K and 10-Q.*

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