



For more information contact:

Gregg T. Abella, Co-Principal

Tel: 732-205-0391

Email: gabella@investmentpartners.com

FOR IMMEDIATE RELEASE

INVESTMENT PARTNERS ASSET MANAGEMENT ANNOUNCES THAT A SHAREHOLDER PROPOSAL SUBMITTED BY A FUND IT MANAGES HAS BEEN INCLUDED IN RAINMAKER SYSTEMS' ANNUAL MEETING PROXY STATEMENT

Metuchen, NJ, June 11 2012 -- Investment Partners Asset Management (IPAM) announced today that a shareholder proposal submitted by a fund it manages has been included as **PROPOSAL NO. 3** in the proxy statement of Rainmaker Systems Inc. (NASDAQ: **RMKR**) ("Rainmaker" or the "Company") for consideration at the Company's 2012 annual meeting of shareholders.

The proposal puts to a vote of shareholders a request that the Company's board of directors immediately engage the services of a reputable investment banking firm to pursue a sale of the Company.

Over the past five years there has been a substantial diminution of shareholder value, from a 5-year high of more than \$10 per share in January 2007 to a closing price of \$0.60 per share on June 8, 2012 - and in December 2011 falling as low as \$0.38 per share. In IPAM's opinion, the best way to ensure that shareholders receive a marked return on their investment would be through the sale of the Company. Gregg Abella of IPAM stated: "Unfortunately, we think that the Company has not performed well enough over time to justify further capital raises to fund its business plan or the continued expense of remaining an independent entity. We have patiently waited for the Company to return to profitability but the time has come for stockholders to see a return on their investment. Rainmaker's cash balance was approximately \$8.2 million as of March 31, 2012. The Company incurred a cash loss from operations of approximately \$11 million in fiscal 2011, and in the first quarter of 2012 it continued to lose money reporting a cash loss from operations of approximately \$1.5 million. The current global economic environment only serves to galvanize our opinion that the Company's continued independence represents too much risk for shareholders. Other shareholders should follow their conscience when voting their proxies, but we, as fiduciaries on behalf of our clients, intend to send a clear message to Rainmaker's board that the time has come to hire an investment banking firm to pursue a sale of the Company."

Accounts managed by IPAM and its affiliates own 321,382 shares of Rainmaker's common stock. For the reasons stated above, IPAM announced it intends to vote "FOR" this shareholder proposal in the accounts for which it has voting authority. This press release does not constitute a solicitation of any vote or approval for the shareholder proposal.

About Investment Partners Asset Management

IPAM is an investment management firm, which adheres to a combination of value investing, special situation participation, as well as seeking to exploit inefficiencies created by fluctuations and volatility of securities prices to obtain long-term investment gains. Founded in 1995, IPAM manages investments for individuals and families, businesses, and non-profit organizations applying their comprehensive approach balanced with research and insight. For more information about IPAM, please visit their website at www.investmentpartners.com.

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