|  |
| --- |
| **CONFIDENTIAL**  **PRIVATE PLACEMENT MEMORANDUM** |
|  | |
| OFFERING OF  Interest and Profit sharing bearing Notes by  Enterprise Content Management Library Corporation  (An Illinois Corporation)  **742 Laurel Ave., Highland Park IL 60035** | |
| THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK  SEE "CERTAIN RISK FACTORS" | |
|  | |
| *200 notes*  *Purchase price for each note is $5000 (USD)* | |
|  | |
| Enterprise Content Management Library Corporation, An Illinois Corporation dba ECM Library Corp (the "Company"), was formed in July 2010 to take to market a superior unified content archival, searching and restoring computer application originally developed by D. Miller & Associates of Highland Park Illinois. | |
|  | |
| THESE NOTES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR BY ANY STATE SECURITIES REGULATORY AUTHORITY, NOR HAS THE COMMISSION OR ANY STATE SECURITIES REGULATORY AUTHORITY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. | |
|  | |
| CERTAIN OF THE INFORMATION CONTAINED IN THIS PRIVATE PLACEMENT MEMORANDUM ("MEMORANDUM") IS CONFIDENTIAL AND PROPRIETARY TO THE COMPANY AND IS BEING SUBMITTED TO PROSPECTIVE INVESTORS SOLELY FOR SUCH INVESTORS' CONFIDENTIAL USE WITH THE EXPRESS UNDERSTANDING THAT, WITHOUT THE PRIOR EXPRESS PERMISSION OF THE COMPANY, SUCH PERSON WILL NOT RELEASE THIS DOCUMENT OR DISCUSS THE INFORMATION CONTAINED HEREIN OR MAKE REPRODUCTIONS OF OR USE THIS MEMORANDUM FOR ANY PURPOSE OTHER THAN EVALUATING A POTENTIAL PURCHASE OF THE NOTES OF THE COMPANY. | |
|  | |
| March 1, 2010 | |

IT IS THE RESPONSIBILITY OF ANY PERSON WISHING TO PURCHASE THE NOTES TO SATISFY HIMSELF AS TO THE FULL OBSERVANCE OF THE LAWS OF ANY RELEVANT TERRITORY OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY SUCH PURCHASE, INCLUDING OBTAINING ANY REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER APPLICABLE FORMALITIES.

THIS MEMORANDUM DOES NOT STATE OR CONSTITUTE AN OFFER OR SOLICITATION BY OR TO ANYONE IN ANY STATE OR JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED.

THIS INVESTMENT IS NOT RECOMMENDED FOR ANY INVESTOR WHO DOES NOT HAVE A SUBSTANTIAL NET WORTH AND WHO CANNOT AFFORD A TOTAL LOSS OF THE INVESTMENT. INVESTMENT IN THE NOTES INVOLVES CERTAIN RISKS. SEE "CERTAIN RISK FACTORS."

THERE IS AND WILL BE NO PUBLIC OR OTHER MARKET FOR THE NOTES. INVESTORS MAY BE REQUIRED TO RETAIN OWNERSHIP OF THE NOTES AND BEAR THE ECONOMIC RISKS OF THEIR INVESTMENT FOR AN INDEFINITE PERIOD.

THE SALE, TRANSFER OR OTHER DISPOSITION OF THE NOTES PURCHASED PURSUANT HERETO IS RESTRICTED BY APPLICABLE FEDERAL AND STATE SECURITIES LAW.

THE SALE, TRANSFER, ASSIGNMENT, PLEDGE OR ENCUMBRANCE OF THE NOTES ARE FURTHER SUBJECT TO THE TERMS AND CONDITIONS OF THE LIMITED LIABILITY COMPANYAGREEMENT, WHICH TERMS AND CONDITIONS GENERALLY PROHIBIT THE SALE, TRANSFER, ASSIGNMENT, PLEDGE OR ENCUMBRANCE OF NOTES WITHOUT THE CONSENT OF THE MANAGING MEMBER.

INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS LEGAL OR INVESTMENT ADVICE. PERSONS ARE URGED TO CONSULT THEIR OWN COUNSEL OR OTHER ADVISOR AS TO LEGAL AND ALL MATTERS CONCERNING THIS INVESTMENT.

PAST RESULTS ARE NOT INTENDED, AND SHOULD NOT BE UNDERSTOOD, AS A PROJECTION OF FUTURE RESULTS. NO REPRESENTATION OR WARRANTIES OF ANY KIND ARE INTENDED OR SHOULD BE INFERRED WITH RESPECT TO ANY ECONOMIC RETURN.

THIS MEMORANDUM SUMMARIZES CERTAIN DOCUMENTS REFERRED TO HEREIN. EACH STATEMENT HEREIN IS QUALIFIED IN ITS ENTIRETY BY THE TERMS OF THE ACTUAL DOCUMENT INVOLVED.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN THOSE CONTAINED IN THIS MEMORANDUM IN CONNECTION WITH THIS OFFERING, AND NO INVESTOR SHOULD RELY UPON ANY SUCH INFORMATION OR REPRESENTATION. THE COMPANY WILL MAKE AVAILABLE TO EACH INVESTOR, DURING THIS OFFERING AND PRIOR TO THE SALE OF ANY OF THE NOTES TO SUCH INVESTOR, THE OPPORTUNITY TO CONFER WITH REPRESENTATIVES OF THE COMPANY CONCERNING ANY ASPECT OF THE INVESTMENT AND TO OBTAIN ANY ADDITIONAL INFORMATION, TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE, NECESSARY TO SUPPLEMENT OR VERIFY THE ACCURACY OF THE INFORMATION CONTAINED HEREIN.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE BANKING COMMISSIONER OF THE STATE OF ILLINOIS NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

**TABLE OF CONTENTS**

**Section Heading Page**

SUMMARY OF THE OFFERING-------------------------------------------------------------------------------5

CERTAIN RISK FACTORS--------------------------------------------------------------------------------------7

THE COMPANY-----------------------------------------------------------------------------------------------------9

THE MARKET--------------------------------------------------------------------------------------------------11

STRATEGY-----------------------------------------------------------------------------------------------------15

PRODUCTS-----------------------------------------------------------------------------------------------------17

TERMS OF THE OFFERING------------------------------------------------------------------------------ 19

SUITABILITY STANDARDS -- WHO MAY INVEST--------------------------------------------------19

REPORTS--------------------------------------------------------------------------------------------------------20

ADDITIONAL INFORMATION------------------------------------------------------------------------------20

Exhibit A - Purchase Agreement

Exhibit B - Note Holders Agreement

**SUMMARY OF THE OFFERING**

The following is a summary of certain provisions of this Memorandum and the "Company Agreement". This summary is intended for reference only and should not be relied upon as a complete description of the Offering. The entire Memorandum and all exhibits hereto should be read and understood by all investors.

|  |  |
| --- | --- |
| ***Company:*** | ECM Library Corp, an Illinois Corporation. |
| ***D. Miller & Associates*** | D. Miller & Associates, an Illinois Corporation providing consulting services in Content Management to major Corporations |

|  |  |
| --- | --- |
| ***Officers*** | Dale Miller, President, Susan Miller, Secretary and Chandran Rajaratnam, CEO with the responsibility for the management and control of the business and affairs of the Company and making of all decisions relating thereto pursuant to the Company Agreement. |

|  |  |
| --- | --- |
| ***Security***  ***Offered:*** | A maximum of four hundred (400) Notes ("Notes"), at a purchase price of $5000 each. Each Note bears a return of 10% per annum in interest and is eligible to receive one twentieth of one percent (.05%) of the profits of the Company. Each investor must execute a Note Holders Agreement (Exhibit B). |

|  |  |
| --- | --- |
| ***Offeror:*** | Enterprise Content Management Library Corporation |

|  |  |
| --- | --- |
| ***Offering:*** | Minimum investment of $5000. Maximum investment of $2m depending on availability, Notes are sold on a first come basis up to the maximum of 400 notes. Payment in full must be made at time of investment. |

|  |  |
| --- | --- |
| ***Business:*** | Developing, selling and installing the computer software application Enterprise Content Management Library to Corporate, Government, and Educational Institutions. |

***Product:*** Enterprise Content Management Library, a unified content and email archiving, searching and restoring software application

|  |  |
| --- | --- |
| ***Use of Funds:***  ***Income***  ***and Loss:*** | The funds raised by this offering will be used exclusively to cover the operating expenses of the business, including salaries for the active Shareholders and key employees, marketing activities designed to reach out to the business community at large, customer help desk services, and general and administrative expenses to properly manage the business.  For each Fiscal Year (as defined below) during which there is a net loss (including unrealized gains and losses), none of the net loss (including its component items of income, deduction, gain and loss) will be allo­cated and charged to the Note holders. For each Fiscal Year during which there is a net profit (including unrealized gains and losses), the net profit (including its component items of income, deduction, gain and loss) will be allo­cated to all of the Note holders in proportion to their respective Notes. Each $5000 Note entitles the holder to receive .04% (one twenty fifth of one percent) in each fiscal year that the company realizes a profit. The Fiscal Year means the annual accounting period ending each December 31st, except the first and last of such periods may consist of less than twelve (12) months. |
| ***Distributions:*** | The Officers will determine the amount and timing of any distributions by the Company. Distributions, if any are made to the Noteholders generally, will be in proportion to their respective Notes as defined above. It is intended that the Company continues developing and selling the Product on an ongoing basis. If the company is acquired by another entity, The Notes will be purchased by the company at its face value and interest and profit sharing payments will be prorated and paid appropriately. |

|  |  |
| --- | --- |
| ***Special Risks:*** | An investment in the Notes is non-liquid. Investors should carefully consider the risks relating to this investment, including those discussed below under "Certain Risk Factors." A purchase of the Notes should be considered by investors only after carefully reading this Memorandum. |

|  |  |
| --- | --- |
| ***Additional***  ***Information:*** | Prospective Investors are invited to meet with any of the Officers for a further explanation of the terms and conditions of this Offering and to obtain any additional information reasonably requested to verify the information contained in this Memorandum. Requests for such information should be directed to Enterprise Content Management Library Corporation, 742 Laurel Ave., Highland Park IL 60035, telephone (815) 904-6125. |

**CERTAIN RISK FACTORS**

This investment is suitable only for persons having no need for liquidity for such investment. This Memorandum contains certain forward-looking statements that are based largely on the Company's current expectations and are subject to a number of risks and uncertainties. Actual results could differ materially from those implied by these forward-looking statements. Factors that might cause such a difference include, but are not limited to, those discussed in this Section. In light of these risks and uncertainties, many of which are described in greater detail below, there can be no assurance that the forward-looking statements contained in this Memorandum will in fact transpire. Prospective investors should carefully consider the risk factors relating to the purchase of the Notes and should consult their own legal and financial advisors.

***THE RISK FACTORS SET FORTH IN THIS SECTION ARE NOT INTENDED TO BE AN EXHAUSTIVE LIST OF THE RISKS INVOLVED IN THIS INVESTMENT.***

***Control of the Company***. Note holders have no equity in the company and accordingly will not be able to dissolve, merge, or sell the assets of the Company or otherwise direct the affairs of the Company.

***Volatility of Market***. There can be no assurance that the market for content management software will continue to grow or that ECM Library Corp will be able to respond effectively to the evolving requirements of this market. If this market does not continue to grow or ECM Library Corp is not able to respond to its evolving requirements, business, results of ECM Library Corp's operations and financial condition would be adversely affected.

***Competition***. In addition to current well established Corporations in this market, the possible entry of larger competitors with greater financial, technical and marketing resources, name recognition, customer bases and distribution networks will require ECM Library Corp to obtain substantial financing to invest in sales and marketing development, hiring, training and retaining qualified employees and enhancing customer services to expand its customer base and remain competitive. There is no assurance that ECM Library Corp will be able to remain competitive under such circumstances and its inability to do so would have a material adverse impact on its business, results of operations and financial condition.

***Rapid Technological Change***. The environment of rapid technological change in the software industry results in frequent new products. ECM Library Corp's future success is dependent on its ability to keep pace with such advances and to anticipate and effectively adapt to its customers' needs on a timely basis. There can be no assurance that ECM Library Corp will be able to keep up with the changes in the software industry and its failure to do so could have a material adverse effect on its business, results of operations and financial condition.

***Dependence on Personnel***. Although ECM Library Corp has a core team of very competent personnel, its future success and ability to expand its business quickly enough to remain competitive is dependent upon its ability to attract and retain an increasing staff of employees with sales, marketing, technological expertise and customer service capabilities. Such employees are vulnerable to being recruited by more established information technology companies and potentially more lucrative start-up opportunities. ECM Library Corp's inability to hire, or failure to retain qualified employees could have a material adverse impact on its business, results of operations and financial condition. Furthermore, until competent programming and development staff are hired and take over maintenance and further development of the program source code, the company relies exclusively on founder Dale Miller the chief architect of the product for all maintenance and further development of the program source code.

***Customers of ECM Library Corp***. There can be no assurance that customers of ECM Library Corp will remain customers or will continue their current buying patterns or service requirements. Any significant reduction in customers or their buying/service requirements could have a material adverse impact on the business, financial condition and results of operations of ECM Library Corp.

***Reliance on Resellers***. ECM Library Corp is dependent upon the relationships it has with resellers of software products who have agreed to market the Product to their customers. The loss of any of these resellers or their delay or reduction in sales or other failure to satisfy their obligations to ECM Library Corp would cause ECM Library Corp, if it is unable to find alternate resellers on a timely basis, to fail to meet its sales projections. Any such failure could have a material adverse impact on ECM Library Corp business, results of operations and financial condition.

***Future Operating Results***. There can be no assurance that ECM Library Corp will be able to generate sufficient growth in revenues to obtain profitability. ECM Library Corp plans on increasing its operating expenses to increase its sales and marketing efforts and broaden its customer support capabilities in anticipation of such growth. If increases in such expenses are not offset by increased revenues, ECM Library Corp's business, results of operations and financial condition would be materially adversely affected.

***Arbitrary Offering Price of the Notes***. The offering price of the Notes and the percentage share of the profits of the Company have been arbitrarily determined by the Offeror and bears no relationship to the Company's assets, book value, potential earnings or any other recognized criteria of value.

***Limited Transferability of the Notes; Lack of Trading Market***. Purchasers of the Notes offered hereby must be aware of the long-term nature of their investment and be able to bear the economic risks of their investment for an indefinite period of time. No trading market exists for the Notes and none is expected to develop as a result of this Offering. The Notes offered hereby have not been registered under the Securities Act or the securities laws of any state. The right of any purchaser to sell, transfer, pledge or otherwise dispose of the Notes will be limited by the Securities Act and state securities laws and the regulations promulgated thereunder. Consequently, a holder of the Notes may not be able to liquidate his investment.

***Restrictions Imposed by the Note Holders Agreement***. The Note Holders Agreement executed by each Note holder is the sole agreement between the company and the Note holder. and, unless expressly prohibited or ineffective by law, contains all of the understandings and agreements of whatsoever kind and nature existing among the Note holders with respect to their respective rights, notes, understandings, agreements and obligations pertaining to the Company. The sale, transfer, assignment, pledge or encumbrance of the Notes are further subject to the terms and conditions of the Note Holders Agreement, which terms and conditions prohibit the sale, transfer, assignment, pledge or encumbrance of the Notes without the prior written consent of the Officers.

***Tax Considerations***. The tax aspects of an investment in the Company are complicated and each investor should have them reviewed by professional advisers familiar with such investor's personal tax situation and with the tax laws and regulations applicable to the investor and limited liability companies.

Prospective investors are urged to consult their own tax advisers concerning the effect of Federal, state and local taxes on an investment in the Company.

**THE COMPANY**

**Structure** The Company is a Corporation that was organized under the laws of the State of Illinois in July, 2010. Its principal office is located at 742 Laurel Ave., Highland Park IL 60035 and its telephone number is (847) 266-1941. The Company was formed solely for the purpose of developing, marketing and installing the Product to business, government, and educational institutions. The purpose of this Offering by the Offeror is to afford a limited number of interest bearing notes to provide capital to ECM Library Corp.

**History** Dale Miller, the chief architect of Enterprise Content Management Library, is the Founder and President of D. Miller & Associates Inc doing business as DMA Chicago.  DMA Chicago has been in the business of developing and selling software and providing IT-based consulting for over 28 years (former company Amcorp became DMA Chicago in 1994).  The main expertise of DMA Chicago has been in Database and Content Management for Government and Fortune 100 companies.  DMA Chicago’s ability to access many proprietary application tools to aid in automating new solutions, has given them a strong competitive edge in developing content solutions for its clients. Clients have included Accenture, State Farm, Abbott Labs, Bank of America, Boeing,  Microsoft, IBM, Morrison and Knudsen, State of California -DMV, Warner Communications - Japan, Pony Recordings - London,  Bureau of Reclamation, Department of the Interior, Wisconsin Department of Transportation, Catapult Technology, American Management Group, McDermott, Will and Emery,  Motorola Corporation, Time Warner, Trecom Systems, Northwest Mortgage, Advanced Hospital Systems and Power Health Solutions.

In addition to its application tools it uses for client solutions, DMA Chicago has developed a wide range of software inventions over the years, which include Free-Port, Corner Stone Tool Set, DMA 2000 Re-Basing PIC- Port Interceptor Control, AI-Anticipatory Pre-Fetch and Base 72 Indexing..  DMA Chicago projects have in most part been dealing with complex databases and process-information engineering applications to provide a seamless, efficient and high assurance solutions for its clients.

Enterprise Content Management Library has been in development for over 10 years.  Its predecessor product , Athenaeum, was an archival, search and retrieval solution for unstructured content.  Since Athenaeum’s inception, client/server base technology and CPU processor speed and memory have enabled much more extensive capabilities to be developed, and computer power to be leveraged through a new generation product called Enterprise Content Management Library.

The Enterprise Content Management Library architecture and functionality is based on;

1) 28 years of experience in content and database technologies,

2) The technology contained in Athenaeum

3) The intelligence gained by the founder Dale Miller while he the chief architect leading a committee representing six Fortune 100 companies, whose purpose was to design product requirements for a next-generation Enterprise Content Management (ECM) solution.  This committee included many technical-based attorneys, ECM professionals and software development professionals.  Mr. Miller was contractually permitted to take the product requirements created through this project to further develop Athenaeum into a new revised solution.   Therefore, Enterprise Content Management Library is based on not only years of content and database IT consulting and development experience, but also is based on the knowledge of a detailed customer requirements process, include detailed legal advisement, for Fortune 100 companies who face the biggest challenges and issues surrounding content management.

**KEY MANAGEMENT PERSONNEL**

**Dale Miller - Founder & Enterprise Content Management Library Architect:** Dale is the founding partner of DMA Chicago, Ltd.   He has 35 years of experience in the software industry and has consulted to and worked for several of the Fortune 100 companies including IBM, State Farm Insurance, Allstate, and has helped to guide the Department of the Interior’s IT directions and architectures. For three decades, Dale has been a hands-on coder and database designer.  For more than 10 years he has focused on high speed searches and content management as defined within the largest Corporations of America, including the design and implementation of an extensive content management solution.

**Chandran Rajaratnam, General Business Management:** Chandran began his career at IBM where he spent 14 years in various sales, marketing and management roles followed by 5 years at the computer retail chain ComputerLand Canada where he was General Manager. He was first appointed President/CEO while he was at Gestetner Corporation in 1991, where he engineered its turnaround. In 1997, he joined PC software and hardware reseller Softchoice Corporation as President/CEO, and proceeded to orchestrate its expansion into the US resulting in a revenue increase from $64m to over $400m in 4 years.   Chandran rounded out his corporate career at ASAP Software and in 2008 as an executive at Dell Inc.  Before joining Enterprise Content Management Library partnership, he has enjoyed consulting to businesses on management effectiveness and strategies for business growth.

**Liz Garnand - Marketing, Operations & Support:** Liz has over 20 years of technology marketing experience, with an emphasis in product marketing.  She has been responsible for managing teams to launch and support new business products used for internet-based team collaboration and content management solutions. Liz and Dale Miller first worked together in the 90’s on a multimedia content management product and are pleased to be working together; this time as partners.

**Joe Sportiello- Sales and Business Development**

**Frank DeGrande- Sales and Business Development**

**Susan Miller- Finance and Administration**

**THE MARKET**

**The Opportunity**

Content management is still ranked as one of the biggest growth areas in IT.

* Sales of content management software in the U.S. will reach $4 billion in 2010, up from $2.1 billion in 2005, says research firm IDC.
* According to Oracle, the size of the market in 2006 is $3.6 billion worldwide with an anticipated growth rate of 13 percent.
* WinterGreen research further predicts that Enterprise content management markets at $3.4 billion in 2007 are anticipated to triple to $9.3 billion by 2014. Revenue from the worldwide ECM market is anticipated to grow at 19% through 2014.

***Eighty percent of digitized information in a typical company is unstructured data such as documents, e-malls, and images. Such content is growing by 50 percent every year.***

***-Information Week, March 28, 2005***

**Market Overview**

( including excerpts from Oracle White Paper : "The Benefits of a Unified Enterprise Content Management Platform" February 2007)

As the amount of content continues to grow within organizations, challenges with its creation, management, and distribution continue to grow as well. Enterprise content management (ECM) provides organizations with a platform to house unstructured content and deliver it in the proper format to multiple enterprise applications. With this technology, you can efficiently build content-rich business applications, reuse content, and integrate hundreds of content services with other business applications. ECM helps to decrease costs, automate processes, reduce resource bottlenecks, share content effectively, minimize the number of lost documents, and better manage risk.

Historically, content management applications were used to address separate lines of business (LOBs), slowly converging over time to address the needs of the entire organization. Although many ECM deployments and solutions have been implemented using an integrated approach, they are now moving toward a unified approach. Unified ECM provides the full array of content management functionality-including document and imaging management, Web content management, digital asset management, and records and retention management-on one platform. The unified approach yields much greater return on investment (ROI) in just a few years, especially if more than one application is used. Consolidating the overall architecture on a single code base, security model, and API eliminates "Band-Aid "integrations, leverages a common **IT** infrastructure, and minimizes application development and support costs, thus lowering costs; improving user experiences; and enabling simple upgrades, maintenance, and training.

***Forty percent of an office worker's time is spent trying to manage or repurpose unstructured data.***

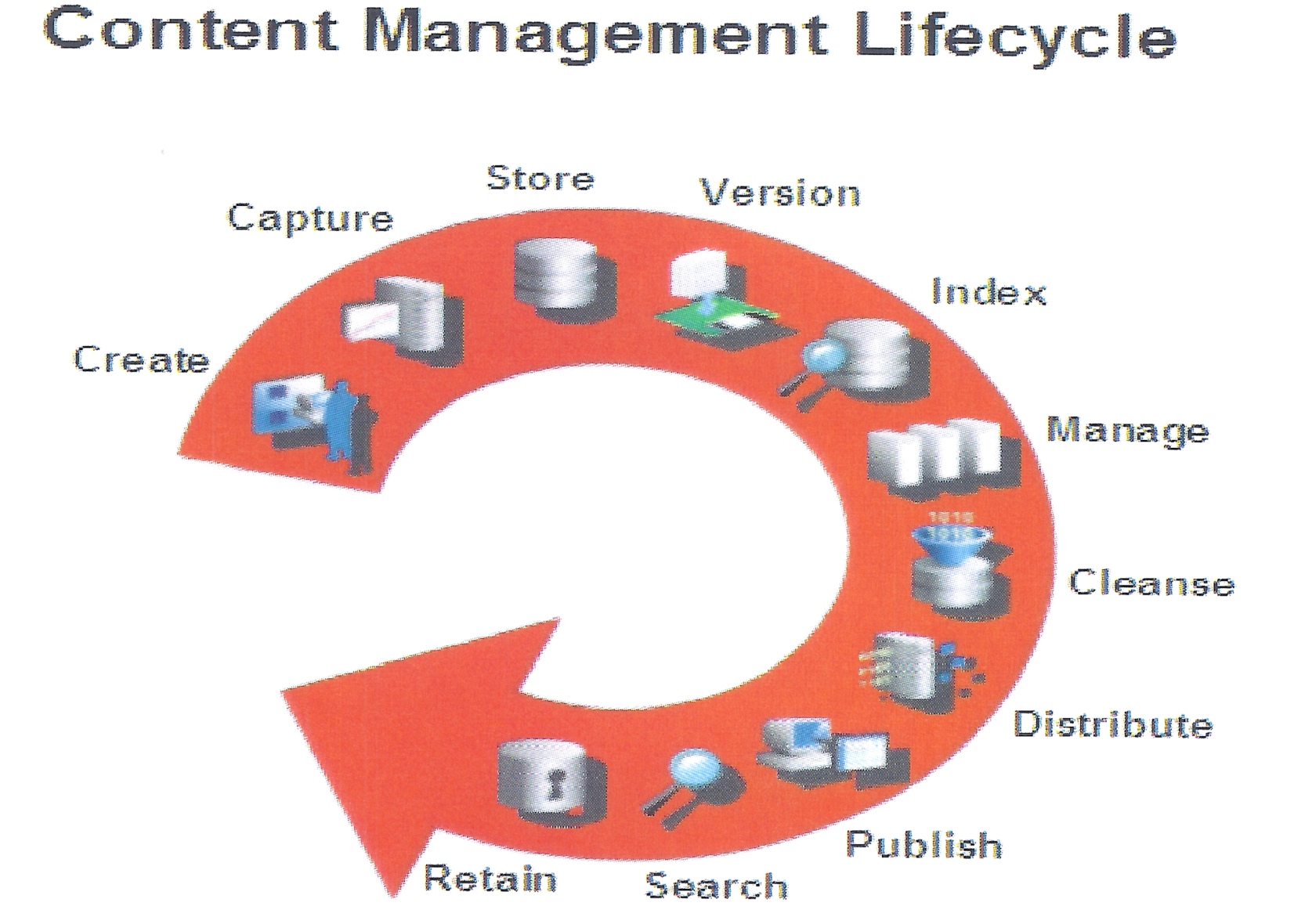
***-Source: Gartner, as reported by Baseline, June 24, 2005***

**Challenges of Managing Content**

As we've moved into the digital age, organizations have faced several challenges with content creation, management, and distribution-for both paper-based content as well as digital content.

Many organizations use multiple systems to house unstructured content created during the normal course of doing business. These documents include Microsoft PowerPoint files, scanned images, spreadsheets, graphics, video, e-mail, and ZIP files, which are usually stored on shared network drives, Web sites, individuals' laptops, custom applications, FTP sites, or even on hosted servers and applications. These disparate systems cause duplication of content and effort and make it nearly impossible to effectively reuse content for multiple purposes. Additionally, having content in multiple places makes it very difficult to share content across the enterprise and outside the firewalls with customers, partners, and suppliers.

Another factor in content management is compliance and risk management. Digital content is increasingly being used in courts during litigation, and the government *is* continually enforcing compliance with new regulations and mandates. These are just some of the drivers behind the widespread adoption of ECM systems. With all these content challenges, organizations have turned to ECM software to help them proactively manage content. ECM technology "understands" the entire lifecycle of content, applies the appropriate amount of control, and adds additional support for users during each phase. This means your content is managed during creation, capture, and storage. ECM technology also applies such features as version control, indexing for search, content cleansing to minimize risk, metadata, and security. Content services are also added to help distribute, publish, classify and retain, expire, and delete content.



Business applications are all powered with a combination of structured and unstructured information. ECM provides organizations with a platform to house this unstructured content and deliver it in the proper format to multiple enterprise applications. An ECM system can efficiently reuse content and integrate hundreds of content services (such as checking in content, performing a search, returning search results, or approving an item in workflow) with other business applications. This allows organizations to turn their unstructured content into assets and implement a cohesive strategy for securely managing content across their enterprise.

**Benefits of Enterprise Content Management**

Organizations benefit in a variety of ways by implementing ECM technology. Because ECM allows organizations to control access to content, maintain audit trails and histories, and automate the disposition of content based on consistent policies, it helps to minimize risk and apply control around the content lifecycle.

Additionally, one of the key aspects of ECM is content sharing. Organizations do not have a problem creating content; they have a problem sharing it and consuming it. ECM allows content to be delivered to the right people at the right time on the right device in the right format.

Finally, ECM is all about automation-finding and eliminating redundant steps and formats or routing documents. All of this results in using technology to help cut costs and grow revenue. ECM can help organizations

* Improve communication and strengthen relationships and service offerings with improved Web sites, call centers, extranets, and billing processes
* Adhere to compliance and government regulations such as the Health   
  Insurance Portability and Accountability Act, the Sarbanes-Oxley Act, Office   
  of Management and Budget Circular A-123, International Organization for   
  Standardization 9001, and the Joint Commission (formerly Joint Commission   
  on Accreditation of Healthcare Organizations)
* Reuse and share content across and outside the enterprise to   
  improve employee effectiveness and reduce shipping, printing, and storage costs

**Benefits of an Unified ECM Solution**

Initially, content management consisted of separate LOB applications built on separate applications and platforms. Additionally, these applications were for managing specific content types, for example, one application to manage documents, another to manage Web sites, a specialized application for managing digital assets, and another one for managing physical, then eventually, electronic records. This led to scenarios in which, for instance, organizations creating human resources portals for managing resumes, policies, and procedures purchased document management systems. Then, when they needed to add other functionality, such as records management, or when building new applications to support Web sites, they had to purchase another software package on a separate server from a different vendor specializing in that application.

As the content management industry matured, customers demanded more out of existing software implementations, so vendors began acquiring other complementary technologies to coexist alongside or embed within their own software. This strategy benefited end-user organizations because they could consolidate multiple existing applications from different vendors onto one platform-to help manage all content types within the organization. This was the birth of ECM.

Although this streamlined approach pleased organizations by allowing them to deal with one software vendor, they usually incurred higher consulting and implementation costs. This was because organizations wanted to use more than one piece of functionality to build a business application-and the content management applications were not integrated out of the box. To address this issue, vendors created standard integrations between applications built on one platform which allowed customers to more-quickly implement their content management-based applications.

To be sure, integrated ECM offered some advantages; however, a number of issues again prompted a change. For example, weak integrations, differences in support for operating systems and programming languages, painful upgrades, duplication of content across applications, and cumbersome training on multiple interfaces plagued organizations implementing an integrated approach. Organizations recognized the need for one platform with one code base and interface, leading to unified ECM. A unified approach puts applications on a single platform and in a single interface, enabling effective content reuse and simple upgrades, maintenance, and training.

**Conclusion**

These are many forces driving the widespread adoption of ECM systems. This technology allows organizations to turn their unstructured content into assets and implement a cohesive strategy for securely managing content across their enterprise. Although, historically, many ECM deployments and solutions have been implemented using an integrated approach, organizations are now moving toward unified ECM for better cost savings; better user experiences; and simpler upgrades, maintenance, and training. Unified ECM provides the full array of ECM functionality-including document and imaging management, Web content management, digital asset management, and records and retention management-on one platform. The unified approach yields much greater ROI in just few years, especially if multiple content management capabilities are used. Consolidating the overall architecture on a single code base, security model, and **API** eliminates Band-Aid integrations, leverages a common **IT** infrastructure, and minimizes application development and support costs. Oracle Universal Content Management delivers a unified suite that provides the full benefits expected of an ECM implementation.

**STRATEGY**

Enterprise Content Management Library is such a strong and cost effective product, and the need for managing unstructured content is so pervasive, we feel that eventually every business desktop is a potential market for the Product. The capital raised by this offering is intended to fund the sales and marketing effort to take full advantage of the opportunity.

**Indirect Channel** We will deploy the Product through Solution Providers and Value Added Remarketers (VAR's), collectively called resellers, to address the small and medium business market. We will initially deploy a small force of 4 Reseller Account Executives to recruit and manage these resellers. This initiative will be led by the two partners; Joe Sportiello and Frank DeGrande who have extensive previous experience managing VAR's with tremendous success.

**Direct Channel** To penetrate the larger enterprises, we will start with 4 senior account executives with previous Fortune 1000 sales experience in the IT industry. Chandran Rajaratnam, will lead this initiative.

**Target Markets** Several areas have a very high potential for productive sales efforts. The medical industry, one of the early industries to adopt tools to handle their structured databases, has a major problem with all of the unstructured content that's accumulating. In malpractice suits, hospitals and physicians have a very difficult time in amassing all of the emails, letters etc. located on several laptops and servers. Enterprise Content Management Library provides a tremendously productive tool to solve this problem. In the same vein, the legal departments of all enterprises face the same problem and will embrace the Enterprise Content Management Library solution.

Experience with a reseller in the Copier/Fax/Scanner arena has uncovered an opportunity in enterprise with processes that involve paper records. These Scanner equipment prospects typically have been provided with rudimentary software solutions to store and manage their scanned documents. Often these solutions involve the user making all of their decisions and choosing options at the Scanner using a dedicated console. The Enterprise Content Management Library solution would be to simply scan the documents directly into the repository and search using the plethora of tolls available in the Product. We plan on recruiting similar resellers across the country.

Solution Providers who have specialized their business around storage, backup and content management are potential prospects to carry and emphasize Enterprise Content Management Library. Since Enterprise Content Management Library is a product that installs in an organization in a matter of hours/days rather than days/weeks like our competitors, even resellers who carry competitive products will be attracted to us. However, the resellers who are competing against the established legacy players would see our product as an effective way for them to gain tremendous market share.

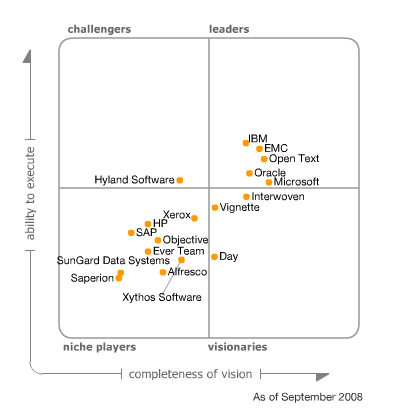
Finally we have already started a sales effort with branches of the US government. Led by principals Joe Sportiello and Frank DeGrande, at the time of this writing, we are at the final stages of installing the Product in a department of one of the armed forces. This will open the door to approach all of the varying divisions and departments of the US Government. Government uniquely faces the problem of how to handle a legacy of documents stored in varying formats; disk, tapes, paper etc. Enterprise Content Management Library is an ideal solution. As a matter of fact, the Product was designed to be installed as an API in order to integrate into existing proprietary desktop applications prevalent in Government.

**Canada** This market is similar to the US market with the main difference being the greater proportion of SMB businesses. Our strategy is to enlist a partner in Canada who will lead the sales and marketing effort. Discussions have already begun with potential partners.

**Marketing** A short demonstration of the product to the key audiences of business leaders , chief counsels, and IT managers invariably leads to in-depth conversations and analyses. The marketing strategy is to employ lead generation engines designed to direct the target persons to a webinar or web meetings or, if possible, face to face meetings to experience the Product. Furthermore, to support our resellers and direct sales force, this lead generation engine will set up appointments for sales meetings. Furthermore a parallel strategy is to get known by the various publications and associations who cover this fast growing and important industry. Finally, maintaining an effective and informative web site will also be a priority.

**EXISTING VENDORS**

There are many vendors selling Content Management Software In 2008 Gartner published the following chart identifying the top organizations. Most of the vendors listed have evolved multiple platforms over time. Oracle is one of the few who have Unified ECM platforms. Enterprise Content Management Library offers an Unified Platform at a cost previously unheard of and when cost and performance are evaluated, Enterprise Content Management Library would lead the pack.

****

**PRODUCTS**

*Enterprise Content Management Library* is a new-to-market enterprise-based content management solution for archival, search, and retrieval of unstructured content. Enterprise Content Management Library’s main target market is U.S.-based companies with 100 to 10,000 employees, spanning across many different industries. Many of these mid to large-sized companies do not have a complete solution to search across multiple users and across the many types of growing unstructured content. Enterprise Content Management Library provides the means to archive:

* Over 80 file type-indexers representing several thousand file types.
* Object Character Recognition scanning at time of archive of specific graphic file types
* Email and email attachments from Microsoft Outlook or Microsoft Exchange server
* Documents from Microsoft SharePoint
* Scanning, crawling and archiving of non-secured “unstructured” website pages

**Enterprise Content Management Library Client** is the main software application that functions on a desktop computer, laptop or workstation. It provides archive functions and administrator management tools. It is also the main application used by all users and enterprise-administrators to search and retrieve any archived content using extensible search functionalities.

**Enterprise Content Management Library Service Manager** runs as a service andallows the set up for archival of Exchange Server Folders and the set up of directories from any shared drive, mapped drive, or drive/folder which an administrator has permission to access.

**Enterprise Content Management Library Server Application** runs as an application at server startup and, at server processing, will access and archive non-structured content on directory-based servers and/or Exchange servers or other computer workstations.   Installing the Enterprise Content Management Library application directly on a server gives another server-archival option in comparison to Enterprise Content Management Library Service Manager.

**Enterprise Content Management Library Web Crawler** is a feature available through Enterprise Content Management Library Client and provides an archival utility for websites.  It performs a scan of specific Websites as well as a crawl of connected Websites.  Web components of a website are archived such as .htm, .html, .xml and .xmp  data.  Full text search is available for web pages that are captured and archived.

**Enterprise Content Management Library Repository** is the proprietary database where the archival of content, emails, email attachments, libraries, groups and user settings, and the like are stored.   The Repository architecture is specific to Enterprise Content Management Library and uses a customer-purchased Microsoft SQL Server 2005 or 2008 license. The Repository receives and indexes unstructured content using any and all of Enterprise Content Management Library archival capabilities, including the Enterprise Content Management Library Service Manager, Enterprise Content Management Library SharePoint, Enterprise Content Management Library Web Crawler and Enterprise Content Management Library Client.

**Enterprise Content Management Library SharePoint TM**provides an archival utility and full text searching for Microsoft SharePoint sites. Archival includes all of SharePoint’s documents and lists. All content archived by the Enterprise Content Management Library SharePoint will be set as either public or private as defined by the administrator.  Restoration is made directly to a user’s computer outside of SharePoint.

**Enterprise Content Management Library Web Services API** is designed to provide a customer with the ability to develop a custom browser-based search using the search engine of Enterprise Content Management Library, possibly tying it into an existing customer application.  The customer-developed application issues a call to an Enterprise Content Management Library service passing in the search arguments as required by Enterprise Content Management Library.  Enterprise Content Management Library then processes the search request and passes back to the customer application with associated data either as a .Net SQL Dataset or as an XML dataset.  The customer can select, through customer software development, which of the many rich feature sets and search parameters of Enterprise Content Management Library are used through the Enterprise Content Management Library Application Program Interface (API).

**TERMS OF THE OFFERING**

The offering is being made in minimum investments of $5,000 (USD) .

***Method of Investing.*** To invest, each investor must deliver to the Company the following:

1. A check payable to the order of "ECM Library Corp" in the amount equal to the investment; and

2. The following signed documents:

(a) a signature page to the Purchase Agreement (Exhibit A); and

(b) a signature page to the Note Holders Agreement (Exhibit B).

The Note Holders Agreement will not be binding upon the Company until accepted by the Managing Member.

The Offeror reserves the right to refuse to accept the investment of any person, in whole or in part, and investments need not be accepted in the order received.

***Notes.*** Each note of $5000 will bear annual interest of 10% and will earn .04% ( one twenty fifth of one percent) of the annual profit of the company. If there is a loss instead of profit in any year, the proportion of the loss will not be allocated to these Notes and no payment will be made in that year and no debt will accrue to the note holder.

**SUITABILITY STANDARDS -- WHO MAY INVEST**

The Notes offered hereby are suitable only for investors who have the financial means to assume economic risks, including the ability to bear the loss of their entire investment, and who have reviewed the merits of this investment with their legal counsel and their tax and investment advisers. Prospective investors should carefully consider the risk factors described in "Certain Risk Factors," including the limitations described therein with respect to the unavailability of redemption or repurchase rights or a readily available market for the Notes and the resulting necessity of a long-term investment in the Company.

Each investor must also meet the following suitability standards:

1. He does not have an overall commitment to investments which are not readily marketable that is disproportionate to his net worth, and that his investment in the Notes will not cause such overall commitment to become excessive;

2. He has adequate net worth and means of providing for his current needs and personal contingencies to sustain a loss of his entire investment in the Company at the time of investment, and has no need for liquidity in his investment in the Notes;

3. He is acquiring the Notes for his own account, for investment only and not with a view toward resale or distribution;

4. He has evaluated the risks of investing in the Notes and has substantial experience in making investment decisions of this type.

The foregoing suitability standards may be altered or waived by the Managing Member as to any particular investor(s) without notice of any kind.

Certain investor representations are contained in the Purchase Agreement which must be executed by each investor.

**REPORTS**

All books and records of the Company will be maintained at its principal office, 742 Laurel Ave., Highland Park IL 60035 and Note holders and their duly authorized representatives will have access to and the right to inspect them at all reasonable times.

The Company will adopt as its fiscal year the calendar year and will utilize the accrual method of accounting.

**ADDITIONAL INFORMATION**

The Certificate of Incorporation of ECM Library Corp and its By-Laws are on file at the office of the Company and copies thereof will be supplied to prospective purchasers upon written request to the President or the Secretary. Performance results for the Company will be furnished to each Note Holder as and when the Managing Member deems appropriate. Such performance history shall not be taken as a representation of any future results.

*Potential business cases; not a forecast or commitment; not part of the Notes offering*

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **12 months** |  |  |  |  |  |
|  |  | **Case 1** | **Case 2** | **Case 3** | **Case 4** |
| **Revenue** |  | **$ -** | **$ 500,000** | **$1,000,000** | **1,950,500** |
| **Gross profit** |  | **$ -** | **$ 475,000** | **$ 950,000** | **$ 1,852,975** |
|  |  |  |  |  |  |
| **Salaries** |  | **$ 228,000** | **$ 228,000** | **$ 228,000** | **$ 228,000** |
| **Payroll Taxes, Benefits** |  | **$ 34,200** | **$ 34,200** | **$ 34,200** | **$ 34,200** |
| **Travel** |  | **$ 17,000** | **$ 17,000** | **$ 17,000** | **$ 17,000** |
| **Utilities & Phone** |  | **$ 2,400** | **$ 2,400** | **$ 2,400** | **$ 2,400** |
| **Marketing & Sales Lit.** |  | **$ 90,000** | **$ 90,000** | **$ 90,000** | **$ 90,000** |
| **Miscellaneous** |  | **$ 12,000** | **$ 12,000** | **$ 12,000** | **$ 12,000** |
| **Office Supplies** |  | **$ 1,200** | **$ 1,200** | **$ 1,200** | **$ 1,200** |
| **Quarterly Meetings** |  | **$ 15,000** | **$ 15,000** | **$ 15,000** | **$ 15,000** |
| **Commissions** |  | **$ -** | **$ 15,000** | **$ 30,000** | **$ 50,525** |
| **Agent fee** |  | **$ -** | **$ 60,000** | **$ 120,000** | **$ 202,100** |
| **Customer Support** |  | **$ -** | **$ 30,000** | **$ 60,000** | **$ 101,050** |
| **Partner Draw** |  | **$ 360,000** | **$ 360,000** | **$ 360,000** | **$ 360,000** |
| **Sales Rep Draw** |  | **$ 192,000** | **$ 192,000** | **$ 192,000** | **$ 192,000** |
| **Accounting Fees** |  | **$ 4,000** | **$ 4,000** | **$ 4,000** | **$ 4,000** |
| **Interest** |  |  |  |  |  |
| **Legal Fees** |  | **$ 21,000** | **$ 21,000** | **$ 21,000** | **$ 21,000** |
| **Insurance** |  | **$ 25,300** | **$ 25,300** | **$ 25,300** | **$ 25,300** |
| **Internet/Web Site** |  | **$ 3,000** | **$ 3,000** | **$ 3,000** | **$ 3,000** |
| **Rack space** |  | **$ 4,000** | **$ 4,000** | **$ 4,000** | **$ 4,000** |
|  |  |  |  |  |  |
| **Expenses** |  | **$ 1,009,100** | **$1,114,100** | **$1,219,100** | **$ 1,362,776** |
|  |  |  |  |  |  |
| **Profit** |  | **$(1,009,100)** | **$ (639,100)** | **$ (269,100)** | **$ 490,199** |
| **Cash Collected** |  | **$ -** | **$ 300,000** | **$ 600,000** | **$ 1,101,388** |
| **Year End A/R** |  | **$ -** | **$ 200,000** | **$ 400,000** | **$ 924,244** |
| **Cash Needed** |  | **$ 1,009,100** | **$ 814,100** | **$ 619,100** | **$ 381,232** |