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April 2, 1999

\$5,000,000



*The leading debt management program processor and service provider for credit counseling and education agencies in the United States.*

Subordinated Noted due 2006

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Financing Provided by

**T. Rowe Price Threshold Fund III, L.P.  
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*The undersigned placed these securities in transactions exempt from registration under the Securities Act of 1933.*

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