

*All these securities have been sold. This announcement appears as a matter of record only. These securities have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States or to U.S. persons absent registration or an applicable exemption from the registration requirements.*

April 2, 1999

**\$3,000,000**



*A provider of after school and summer enrichment programs*

**Series D Senior Convertible Preferred Stock**

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Financing Provided by

**Arena Capital Partners, L.L.C.**

*The undersigned placed these securities in transactions exempt from registration under the Securities Act of 1933.*

**Parchman, Vaughan & Company, L.L.C.**