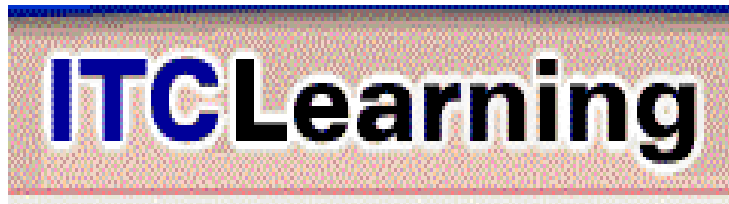


All these securities have been sold. This announcement appears as a matter of record only. These securities have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States or to U.S. persons absent registration or an applicable exemption from the registration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

December, 1999

\$2,200,000



A global leader in interactive multimedia and technology delivered training.

Convertible Subordinated Notes

Financing Provided by

New River Capital Partners, L.P.

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

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