

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: Chapter 11
ETEAM USA LLC and ETEAM of Case Nos. 04-11302 (PJW)
PHILADELPIA LLC, (Jointly Administered)
Debtors.

**NOTICE OF POSSIBLE ASSUMPTION, SALE AND ASSIGNMENT OF
CERTAIN UNEXPIRED LEASES, LICENSE AGREEMENTS AND
EXECUTORY CONTRACTS AND SALE HEARING**

PLEASE TAKE NOTICE THAT on May 27, 2004, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed their Motion for an Order Pursuant to Sections 105(a), 363 and 365 of the Bankruptcy Code and Rules 6002, 6004, 6006, and 9014 of the Federal Rules of Bankruptcy Procedure (i) Authorizing the Sale of Certain of the Debtors' Assets, Free and Clear of Liens, Claims, Encumbrances, and Interests Subject to Higher and Better Offers; (ii) Approving an Asset Purchase and DIP Loan Agreement; (iii) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with such Sale; and (iv) Granting Related Relief (the "Sale Motion") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). You may obtain a copy of the Sale Motion and/or Asset Purchase Agreement¹ by making a written request to the undersigned counsel for the Debtors.

PLEASE TAKE NOTICE that on May 27, 2004, the Bankruptcy Court held a hearing on the Debtors' Motion for Order (A) Approving Sale Procedures Including, Without Limitation, Purchaser's Break-Up Fee; (B) Approving Form and Manner of Notice; (C)

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Procedures or Sale Motion.

Scheduling a Hearing to Consider the Sale of Certain of the Debtor's Assets; and (D) Granting Related Relief (the "Procedures Motion"). An order approving the Procedures Motion was entered on May 27, 2004 (the "Sale Procedures Order").

PLEASE TAKE FURTHER NOTICE that on June 23, 2004 at 11:00 a.m. (prevailing Eastern Time) or as soon thereafter as counsel can be heard, in connection with the Sale Motion, the Bankruptcy Court will hold a hearing (the "Sale Hearing") to consider whether to enter an order approving the sale of certain of the Debtors' assets to Professional Development Team LLC ("PDT") or such other higher and better bidder.

PLEASE TAKE FURTHER NOTICE that pursuant to the Sale Motion, the Debtors intends to assume, sell and assign certain of its unexpired leases, license agreements and executory contracts (collectively referred to as the "Contracts") free and clear of all liens, claims, encumbrances, and interests upon satisfaction of the cure amounts required under section 365(b)(1)(A) of the Bankruptcy Code (the "Prepetition Cure Amounts"). The Contracts that the Debtors may seek to assume, sell and assign (the "Potential Assumed Contracts") and corresponding Prepetition Cure Amounts are listed on the attached Exhibit A.

PLEASE TAKE FURTHER NOTICE that any objections to the relief requested in the Sale Motion, including the assumption, sale and assignment of the Potential Assumed Contracts and the corresponding Prepetition Cure Amounts, must be (a) in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (c) filed with the clerk of the Bankruptcy Court for the District of Delaware, Third Floor, 824 Market Street, Wilmington, Delaware 19801, on or before 4:00 p.m. (prevailing Eastern Time) on June 16, 2004 (the "Cure Objection Deadline") and (d) served so as to be received no later than 4:00 p.m. (prevailing Eastern Time) on the same day, upon (i) counsel to the Debtors, Young Conaway

Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, P.O. Box 391, Wilmington, DE 19899-0391, Attention: Joseph A. Malfitano, Esquire; (ii) Brown Raysman Millstein Felder & Steiner LLP, 900 Third Ave., New York, New York 10022, Attention: Gerard S. Catalanello, Esquire; (iii) counsel to any statutory committee(s) appointed in these cases, and (iv) the United States Trustee's Office, 844 King Street, Room 2313, Wilmington, Delaware, 19801.

PLEASE TAKE FURTHER NOTICE that the failure of any person or entity receiving notice of the Sale Hearing and this Notice to file an objection on a timely basis shall (i) be forever barred from objecting to the Prepetition Cure Amount and from asserting any additional cure or other amounts with respect to such unexpired lease, license agreement or executory contract and the Debtors shall be entitled to rely solely upon the Prepetition Cure Amount; and (ii) be deemed to have consented to the assumption and assignment of such unexpired lease, license agreement or executory contract and shall be forever barred and estopped from asserting or claiming against the Debtors, PDT or such other successful bidder or any other assignee of the relevant unexpired lease, license agreement or executory contract that any additional amounts are due or defaults exist, or conditions to assumption and assignment must be satisfied under such unexpired lease, license agreement or executory contract.

PLEASE TAKE FURTHER NOTICE THAT the Sale Hearing may be adjourned from time to time without further notice to creditors or parties-in-interest other than by announcement of said adjournment in the Bankruptcy Court or on the Bankruptcy Court's calendar on the date scheduled for the Sale Hearing.

Dated: June 1, 2004

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Joseph A. Malfitano (No. 4020)
Kara S. Hammond (No. 4410)
The Brandywine Building, 17th Floor
1000 West Street
P.O. Box 391
Wilmington, DE 19899-0391
Phone: (302) 571-6600

Counsel to Debtors and Debtors in Possession

EXHIBIT A

Lease Cure Amounts					
Name and Address of Owner	Description and Value of Property	Location of Property	Cure Amount as of May 28, 2004		
Filter Fresh 1050 Colwell Lane Conshohocken, PA 19428 Phone 610-940-0494 Fax 610-940-0501	Description: coffee machine and coffee supplies	One Tower Bridge-Suite 520 100 Front Street West Conshohocken, PA 19428 Phone: 610-940-5900 Fax: 610-940-0365	\$ 618.15		
Danka Office Imaging 1000 Madison Avenue Norristown, PA 19043 Phone 800-331-0499 Fax 800-338-5935	Description: Copier Maintenance	One Tower Bridge-Suite 520 100 Front Street West Conshohocken, PA 19428 Phone: 610-940-5900 Fax: 610-940-0366	\$ 1,640.85		
Toshiba America Information Systems, Inc. 433 Edgewood Road, NE Cedar Rapids, IA 52499	Description: Copy Machine	One Tower Bridge-Suite 520 100 Front Street West Conshohocken, PA 19428 Phone: 610-940-5900 Fax: 610-940-0367	\$ 638.00		
Quench -- Water System 420 Feheley Drive King of Prussia, PA 19406 Phone 610-277-7472 Fax 610-277-6901	Description: Water System/Cooler	One Tower Bridge-Suite 520 100 Front Street West Conshohocken, PA 19428 Phone: 610-940-5900 Fax: 610-940-0368	\$ 3,721.60		
Muzak 3318 Lakemont Blvd. Fort Mills, SC 29708 Phone 800-331-3340 x3240 Fax 803-396-3249	Description: Music on hold	One Tower Bridge-Suite 520 100 Front Street West Conshohocken, PA 19428 Phone: 610-940-5900 Fax: 610-940-0369	\$ 140.37		

Pitney Bowes, Inc PO Box 856460 Louisville, KY 40285-6460	Description: Postal Machine	One Tower Bridge-Suite 520 100 Front Street West Conshohocken, PA 19428 Phone: 610-940-5900 Fax: 610-940-0370	\$130.59
2225 American Drive Neesah WI 54956-1005 Phone 800-732-7222	Description: Franchise Agreement	One Tower Bridge-Suite 520 100 Front Street West Conshohocken, PA 19428 Phone: 610-940-5900 Fax: 610-940-0376	\$0.00
ExecuTrain (Corporate Office) 2500 Northwinds Parkway Suite 460 Alpharetta, GA 30004 Phone: 770-521-1964 Fax: 770-521-6084	Description: Office Lease - New Jersey	One Tower Bridge-Suite 520 100 Front Street West Conshohocken, PA 19428 Phone: 610-940-5900 Fax: 610-940-0375	\$1,765.00
Office Gallery Laurel Corporate Center 800 Midlantic Drive Mt. Laurel, NJ 08054 Phone 856-727-5300 Fax 856-727-5342	Description: Consulting Agreement	One Tower Bridge-Suite 520 100 Front Street West Conshohocken, PA 19428 Phone: 610-940-5900 Fax: 610-940-0374	Undetermined
Meta4 Consulting Agreement 245 Wooded Way Berwyn, PA 19312 Phone 610-644-0629 Phone 610-644-5577	Description: Office Lease	One Tower Bridge-Suite 520 100 Front Street West Conshohocken, PA 19428 Phone: 610-940-5900 Fax: 610-940-0371	\$72,267.00
Tower Bridge Associates, dba Grubbs Ellis 300 Barr Harbor Drive, Suite 750 West Conshohocken, PA 19428 Phone 610-834-3185 Fax 610-834-2011	Description: Consulting Contract	One Tower Bridge-Suite 520 100 Front Street West Conshohocken, PA 19428 Phone: 610-940-5900 Fax: 610-940-0372	\$24,000.00
Public Affairs Management, LLC 305 North Front Street, 5th Floor PO Box 1003 Harrisburg, PA 17108-1003 Phone 717-237-5500 Fax 717-232-4015			