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UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
EASTERN DIVISION

In re)
SERVISENSE.COM, INC.,)
Debtor.)

Chapter 11
Case No. 01-16539-WCH

020000

**NOTICE OF INTENDED PRIVATE SALE OF SUBSTANTIALLY
ALL ASSETS, OF DEADLINE FOR SUBMITTING OBJECTIONS
AND COUNTEROFFERS, AND OF HEARING DATE**

To Creditors and Interested Parties:

Notice is hereby given, pursuant to 11 U.S.C. §§ 105, 363 and 365, Fed. R. Bankr. P. 2002(a)(2) and 6004, and MLBR 2002-5 and 6004-1, that ServiSense.com, Inc. (the "Debtor") intends to sell at private sale the Debtor's right, title and interest in and to substantially all of its assets (the "Assets"). The Debtor has filed a motion (the "Sale Motion") seeking the Court's approval of the sale of the Assets. The Official Committee of Unsecured Creditors (the "Committee") has assented to the relief requested in the Sale Motion.

The Debtor has received an offer from United Systems Access, Inc. to purchase the Assets for the sum of six hundred fifty thousand dollars (\$650,000) in cash and for the issuance or transfer to the Debtor of two hundred fifty thousand (250,000) shares of common stock of United Systems Access, Inc. For the limited purposes of the Sale Motion, a minimum value of \$350,000.00 is ascribed to the common stock, yielding an aggregate purchase price of \$1,000,000.00. There is no relationship between the proposed buyer and the Debtor.

Pursuant to 11 U.S.C. § 363, the Assets will be sold free and clear of all liens, claims, interests and encumbrances, except as may be provided for herein. Any and all such liens,

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claims, interests and encumbrances shall attach to the proceeds of the sale of the Assets to the same extent and priority as existed prior to the filing of the Debtor's bankruptcy proceeding, except to the extent that such assets may be purchased subject to such lien or encumbrance. Nothing in this notice constitutes a waiver of the right to review and challenge the extent, priority or validity of any lien, claim, interest or encumbrance.

The proposed buyer has paid a deposit to the Debtor in the amount of \$65,000. The terms of the proposed sale are more particularly described in the Sale Motion, dated December 28, 2001, and in the Asset Purchase Agreement dated December 28, 2001 (the "Agreement") attached to the Sale Motion as Exhibit A. Copies of the Agreement may be requested from the undersigned.

In accordance with the Sale Motion, the Debtor hereby solicits counteroffers for the Assets. If you wish to bid on the Assets, your counteroffer must comply with the following terms in order to be a qualified counteroffer ("Qualified Counteroffer"):

- a. All original executed counteroffers must be filed with the Court, and must be served upon the undersigned counsel to the Debtor, and counsel to the Committee, on or before 4:00 p.m. on Tuesday, January 29, 2002 (the "Counteroffer Deadline");
- b. All counteroffers must be presented in the form of an offer on terms substantially similar to or more favorable to the Debtor than those of the Agreement;
- c. Debtor's Counsel's copies of all counteroffers must be accompanied by a certified check or cash deposit in the amount of \$50,000, which shall be held in escrow by the undersigned counsel to the Debtor;
- d. All counteroffers must be at least \$700,000.00 in cash and either (1) must resolve the alleged first secured claim of Peter Bos, or (2) the purchased assets shall be subject to such alleged Bos lien, which lien shall be subject to any defenses, claims, counterclaims and the like (the "defenses") that the Debtor or its estate may have with respect to such Bos lien, which defenses shall be assigned by the Debtor to such counterofferor;

- e. Counteroffers shall not be subject to any further due diligence by the bidder and shall not contain any other conditions precedent to the consummation of the purchase of the Assets other than the conditions precedent contained in the Agreement on terms under which a cash payment of at least \$650,000 will be made within sixty (60) days after the closing of the transaction; and
- f. In the event that a counteroffer assumes and is subject to the alleged Bos lien, such counterofferor, at the Hearing of January 31, 2002, shall be prepared to demonstrate its ability to satisfy the lien (and/or to effectuate a deposit or escrow funds related to satisfaction of the lien if ordered by the Court).

In the event a party who submits the highest and best bid for the Assets fails to close on the sale of such Assets, the deposit submitted by such party shall be forfeited and the Debtor may sell the Assets to the next highest bidder in accordance with such next highest bidder's bid without further order of the Court.

The rounds of competitive bidding for the Assets shall be conducted by sealed bid auction or such other method as the Court may determine.

Any objections to the Sale Motion shall be filed in writing with the Clerk of the United States Bankruptcy Court, 1101 Thomas P. O'Neill, Jr. Federal Building, 10 Causeway Street, Boston, Massachusetts 02222-1074 on or before Tuesday, January 29, 2002 at 4:00 p.m. (the "Objection Deadline").

A copy of any objection or counteroffer also shall be served upon the undersigned counsel to the Debtor, Mauser & Mauser, 180 Canal Street, Suite 400, Boston, Massachusetts 02114-1804 (Attention: John S. Rodman, Esq.), upon counsel to the Committee, Jager Smith P.C., One Financial Center, Boston, Massachusetts 02111 (Attention: Bruce F. Smith, Esq.), and upon Counsel to United Systems Access, Inc., O'Melveny & Myers, LLP, 1650 Tysons Boulevard, Suite 1150, McLean, VA 22102, (Attn: Dana Frix, Esq.). Any objection to the sale

must state with particularity the grounds for the objection and why the intended sale should not be authorized. Any objection to the sale shall be governed by Fed. R. Bankr. P. 9014.

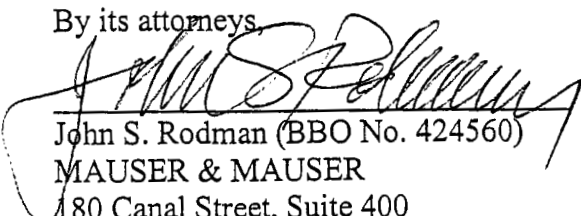
A Hearing on the Sale Motion, and on any objections or counteroffers (the "Sale Hearing"), is scheduled to take place on Thursday, January 31, 2002 at 9:30 a.m. before the Honorable William C. Hillman, Chief United States Bankruptcy Judge, at the United States Bankruptcy Court, Thomas P. O'Neill, Jr. Federal Building, 10 Causeway Street, 11th Floor, Courtroom 3, Boston, Massachusetts 02222-1074. Any party who has filed an objection or counteroffer is expected to be present at the hearing, failing which the objection may be overruled or the counteroffer stricken. If no objection to the Sale Motion or counteroffer is timely filed, the Court, in its discretion, may cancel the scheduled hearing and approve the sale without hearing.

At the hearing on the sale, the Court may: (i) consider any requests to strike a counteroffer; (ii) determine further terms and conditions of the sale; (iii) determine the requirements for further competitive bidding; and (iv) require one or more rounds of sealed bids from the original offeror and any other qualifying offeror.

Any questions concerning the intended sale shall be addressed to the undersigned and not to the Bankruptcy Court.

SERVISENSE.COM, INC.

By its attorneys,



John S. Rodman (BBO No. 424560)

MAUSER & MAUSER

180 Canal Street, Suite 400

Boston, Massachusetts 02114-1804

(617) 720-5585 telephone

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Dated: January 7, 2002
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