

STRATEGIC SOFTWARE HOLDINGS LLC  
Form SC 13D/A  
March 14, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
-----

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)

MERCATOR SOFTWARE, INC.  
-----

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
-----

(Title of Class of Securities)

587587106  
-----

(CUSIP Number)

Rodney Bienvenu  
Strategic Software Holdings, LLC  
1465 Post Road East, Second Floor  
Westport, Connecticut 06880  
Tel. No.: (203) 259-7387

with a copy to:  
Kyle C. Badger  
McDermott, Will & Emery  
227 West Monroe  
Chicago, Illinois 60606  
Tel. (312) 372-2000  
-----

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

MARCH 14, 2003  
-----

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: [ ]

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 587587106  
-----

1 NAME OF REPORTING PERSON  
BROKEN ARROW I, L.P.

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
38-3664612

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [X]  
(b)  [ ]

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS WC

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

|       |                          |           |
|-------|--------------------------|-----------|
| 7     | SOLE VOTING POWER        | 1,672,500 |
| <hr/> |                          |           |
| 8     | SHARED VOTING POWER      | -0-       |
| <hr/> |                          |           |
| 9     | SOLE DISPOSITIVE POWER   | 1,672,500 |
| <hr/> |                          |           |
| 10    | SHARED DISPOSITIVE POWER | -0-       |

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,672,500

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES  [ ]

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.84%

-----  
14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 587587106  
-----

-----  
1 NAME OF REPORTING PERSON

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STRATEGIC SOFTWARE HOLDINGS, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
30-0091524

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [X]  
(b)  [ ]

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS AF

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
CONNECTICUT

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

|    |                                      |
|----|--------------------------------------|
| 7  | SOLE VOTING POWER<br>SEE ITEM 5      |
| 8  | SHARED VOTING POWER<br>-0-           |
| 9  | SOLE DISPOSITIVE POWER<br>SEE ITEM 5 |
| 10 | SHARED DISPOSITIVE POWER<br>-0-      |

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
SEE ITEM 5

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES  [ ]

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
SEE ITEM 5

-----  
14 TYPE OF REPORTING PERSON  
OO

-----  
SCHEDULE 13D

CUSIP No. 587587106  
-----

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1 NAME OF REPORTING PERSON  
BIENVENU MANAGEMENT, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
CONNECTICUT

|   |    |                                      |
|---|----|--------------------------------------|
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>SEE ITEM 5      |
|   | 8  | SHARED VOTING POWER<br>-0-           |
|   | 9  | SOLE DISPOSITIVE POWER<br>SEE ITEM 5 |
|   | 10 | SHARED DISPOSITIVE POWER<br>-0-      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES  [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
SEE ITEM 5

14 TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 587587106

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1 NAME OF REPORTING PERSON  
RODNEY BIENVENU

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED STATES

|   |    |                                      |
|---|----|--------------------------------------|
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>SEE ITEM 5      |
|   | 8  | SHARED VOTING POWER<br>-0-           |
|   | 9  | SOLE DISPOSITIVE POWER<br>SEE ITEM 5 |
|   | 10 | SHARED DISPOSITIVE POWER<br>-0-      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES  [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
SEE ITEM 5

14 TYPE OF REPORTING PERSON  
IN

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CUSIP No. 587587106  
-----

-----  
1 NAME OF REPORTING PERSON  
JAMES DENNEDY

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS  
AF

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED STATES

-----  
NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

7 SOLE VOTING POWER  
SEE ITEM 5

-----  
8 SHARED VOTING POWER  
-0-

-----  
9 SOLE DISPOSITIVE POWER  
SEE ITEM 5

-----  
10 SHARED DISPOSITIVE POWER  
-0-

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
SEE ITEM 5

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
SEE ITEM 5

-----  
14 TYPE OF REPORTING PERSON  
IN  
-----

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SCHEDULE 13D

CUSIP No. 587587106  
-----

-----  
1 NAME OF REPORTING PERSON  
EMPIRE CAPITAL PARTNERS, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
-----

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS  
AF

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

|    |                                      |
|----|--------------------------------------|
| 7  | SOLE VOTING POWER<br>SEE ITEM 5      |
| 8  | SHARED VOTING POWER<br>-0-           |
| 9  | SOLE DISPOSITIVE POWER<br>SEE ITEM 5 |
| 10 | SHARED DISPOSITIVE POWER<br>-0-      |

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
SEE ITEM 5

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
SEE ITEM 5

-----  
14 TYPE OF REPORTING PERSON  
PN  
-----

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SCHEDULE 13D

CUSIP No. 587587106  
-----

-----  
1 NAME OF REPORTING PERSON  
EMPIRE GP, L.L.C.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [X]  
(b)  [ ]

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS  
AF/00

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

|    |                                      |
|----|--------------------------------------|
| 7  | SOLE VOTING POWER<br>SEE ITEM 5      |
| 8  | SHARED VOTING POWER<br>-0-           |
| 9  | SOLE DISPOSITIVE POWER<br>SEE ITEM 5 |
| 10 | SHARED DISPOSITIVE POWER<br>-0-      |

-----

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
SEE ITEM 5

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES  [ ]

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
SEE ITEM 5

-----  
14 TYPE OF REPORTING PERSON  
OO



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SCHEDULE 13D

CUSIP No. 587587106

1 NAME OF REPORTING PERSON  
EMPIRE CAPITAL MANAGEMENT, L.L.C.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF/00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

|   |    |                                      |
|---|----|--------------------------------------|
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>SEE ITEM 5      |
|   | 8  | SHARED VOTING POWER<br>-0-           |
|   | 9  | SOLE DISPOSITIVE POWER<br>SEE ITEM 5 |
|   | 10 | SHARED DISPOSITIVE POWER<br>-0-      |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
SEE ITEM 5

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14 TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 587587106

1 NAME OF REPORTING PERSON  
SCOTT A. FINE

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF/OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED STATES

|   |    |  |
|---|----|--|
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>-0-               |
|   | 8  | SHARED VOTING POWER<br>SEE ITEM 5      |
|   | 9  | SOLE DISPOSITIVE POWER<br>-0-          |
|   | 10 | SHARED DISPOSITIVE POWER<br>SEE ITEM 5 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
SEE ITEM 5

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-----  
14 TYPE OF REPORTING PERSON  
IN  
-----

SCHEDULE 13D

CUSIP No. 587587106  
-----

-----  
1 NAME OF REPORTING PERSON  
PETER J. RICHARDS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS AF/00

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED STATES

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

|    |  |
|----|--|
| 7  | SOLE VOTING POWER<br>-0-               |
| 8  | SHARED VOTING POWER<br>SEE ITEM 5      |
| 9  | SOLE DISPOSITIVE POWER<br>-0-          |
| 10 | SHARED DISPOSITIVE POWER<br>SEE ITEM 5 |

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
SEE ITEM 5

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
SEE ITEM 5

14 TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 587587106

1 NAME OF REPORTING PERSON  
CHARTER OAK PARTNERS, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
CONNECTICUT

|   |    |                                       |
|---|----|---------------------------------------|
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>1,000,000        |
|   | 8  | SHARED VOTING POWER<br>-0--           |
|   | 9  | SOLE DISPOSITIVE POWER<br>-1,000,000- |
|   | 10 | SHARED DISPOSITIVE POWER<br>-0-       |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

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-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.9%

-----  
14 TYPE OF REPORTING PERSON  
PN  
-----

SCHEDULE 13D

CUSIP No. 587587106  
-----

-----  
1 NAME OF REPORTING PERSON  
EDWARD SANCHEZ, JR.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [X]  
(b)  [ ]

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS  
AF/PF

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED STATES

-----  
NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

|    |                                      |
|----|--------------------------------------|
| 7  | SOLE VOTING POWER<br>17,410          |
| 8  | SHARED VOTING POWER<br>-19,200-      |
| 9  | SOLE DISPOSITIVE POWER<br>17,410     |
| 10 | SHARED DISPOSITIVE POWER<br>-19,200- |

-----

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
36,610  
-----

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.11%

14 TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 587587106

1 NAME OF REPORTING PERSON  
SEAN P. SEARS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED STATES

|   |    |                                 |
|---|----|---------------------------------|
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | 7  | SOLE VOTING POWER<br>3,450      |
|   | 8  | SHARED VOTING POWER<br>-0-      |
|   | 9  | SOLE DISPOSITIVE POWER<br>3,450 |
|   | 10 | SHARED DISPOSITIVE POWER<br>-0- |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,450

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.01%

14 TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned. This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

ITEM 2 IS HEREBY AMENDED BY RESTATING THE FIRST PARAGRAPH AS FOLLOWS:

This Amendment No. 2 to Schedule 13D is filed by Broken Arrow I, L.P., a Delaware limited partnership ("Broken Arrow"); Strategic Software Holdings, LLC, a Connecticut limited liability company ("SSH"); Bienvenu Management, LLC, a Connecticut limited liability company ("Bienvenu Management"), Rodney Bienvenu, James Denedy, Empire Capital Partners, L.P., a Delaware limited partnership ("Empire Capital"); Empire GP, L.L.C., a Delaware limited liability company ("Empire GP"); Empire Capital Management, L.L.C., a Delaware limited liability company ("Empire Capital Management") Charter Oak Partners, L.P., a Connecticut limited partnership ("Charter Oak"), Scott A. Fine, Peter J. Richards, Edward Sanchez, Jr., and Sean P. Sears (all of such persons, collectively, the "Reporting Persons"). The business address of Edward Sanchez, Jr. is 150 E. 52nd St. 2nd Floor, New York, NY 10022. The business address of Sean P. Sears is TD Centre, 1791 Barrington St., 4th Floor, Halifax, Nova Scotia B3J 3K9, Canada.

ITEM 3 IS HEREBY AMENDED TO ADD THE FOLLOWING:

The shares of Common Stock purchased by Edward Sanchez, Jr. and Sean P. Sears were purchased the personal funds of such Reporting Persons.

ITEM 4 IS HEREBY AMENDED TO ADD THE FOLLOWING:

On March, 14, 2003, SSH filed a preliminary proxy statement with the Securities and Exchange Commission (SEC) announcing its intention to nominate a slate of directors to replace the current board of directors of the Issuer at its next annual meeting. The nominees of SSH include Edward Sanchez, Jr. and Sean P. Sears, and as such, under the rules of the SEC, they may be deemed to be members of a group with SSH.

Sanchez and Sears originally acquired the Common Stock held by them for investment purposes. Each of Sanchez's and Sears' primary interest is to maximize the value of his investment. To this end, both Sanchez and Sears intend continually to review the Issuer's business affairs and financial position and future prospects, as well as conditions in the securities markets and general economic and industrial conditions. Based on such evaluation and review and other factors (including, without limitation, the attitude of the Board of Directors and management of the Issuer), each of Sanchez and Sears will continue to consider various alternative courses of action and will in the future take such actions with respect to his investment in the Issuer as he deems appropriate in light of the circumstances existing from time to time. Such actions include seeking representation on the Board of Directors of the Issuer,

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and may also include making recommendations to members of management concerning various business strategies, acquisitions, dividend policies and other matters, seeking to acquire control of the Issuer through a merger, proxy solicitation, tender offer, exchange offer or otherwise, or such other actions as Sanchez or Sears may deem appropriate. Such actions may involve the purchase of additional Common Stock or, alternatively, may involve the sale of all or a portion of the Common Stock held by them in the open market or in privately negotiated transactions to one or more purchasers.

ITEM 5 IS HEREBY AMENDED TO ADD THE FOLLOWING:

(a) and (b)

Sanchez beneficially owns, as of the date hereof, 36,610 shares of Common Stock, representing 0.11% of the outstanding shares of Common Stock. The shares of Common Stock beneficially owned by Sanchez include warrants to purchase 17,410 shares of Common Stock which are currently exercisable for \$8.98 per share held by ES Capital Partners LLP, of which ES Advisors LLC is the general partner. Mr. Sanchez wholly owns and controls ES Advisors LLC. The shares of Common Stock beneficially owned by Sanchez also include 19,200 shares of common stock in an account owned by First New York Securities, L.L.C. and managed by Mr. Sanchez. Mr. Sanchez has shared voting and dispositive power with respect to such shares of common stock owned by First New York Securities, L.L.C.

Sears beneficially owns, as of the date hereof, 3,450 shares of Common Stock, representing 0.01% of the outstanding shares of Common Stock. Mr. Sanchez and Mr. Sears have the sole power to vote and dispose of the Common Stock beneficially owned by them.

Each of Sanchez, Sears, Ron Bienvenu, James Denedy, Scott Fine and Peter Richards disclaims beneficial ownership of any shares of common stock beneficially owned by any other Reporting Person. Each of the Empire entities and Charter Oaks disclaims beneficial ownership of any shares of common stock beneficially owned by any of Sanchez, Sears, Broken Arrow I, L.P. and SSH. Each of Broken Arrow I, L.P. and SSH disclaims beneficial ownership of any shares of common stock beneficially owned by any of the Empire entities or Charter Oaks.

(c) Item 5(c) of the Reporting Person's Amendment No. 1 to Schedule 13D is hereby amended and restated in its entirety as follows:

The following transactions in the Issuer's Common Stock were effected by the Reporting Persons since the date of their most recent filing on Schedule 13D. All of such transactions represent open market transactions.

| Reporting Person<br>----- | Buy/Sell<br>----- | Trade Date<br>----- | Shares<br>----- | Price/<br>----- |
|---------------------------|-------------------|---------------------|-----------------|-----------------|
| Broken Arrow I            | Buy               | 12/13/02            | 25,000          | 0.              |
| Broken Arrow I            | Buy               | 12/13/02            | 7,800           | 0.              |
| Broken Arrow I            | Buy               | 12/13/02            | 5,000           | 0.              |
| Broken Arrow I            | Buy               | 12/13/02            | 12,200          | 0.              |
| Broken Arrow I            | Buy               | 12/23/02            | 30,000          | 0.              |
| Broken Arrow I            | Sell              | 01/23/03            | 10,000          | 1.              |
| Broken Arrow I            | Sell              | 01/23/03            | 15,000          | 1.              |
| Broken Arrow I            | Sell              | 01/24/03            | 3,200           | 1.              |
| Broken Arrow I            | Sell              | 01/24/03            | 3,700           | 1.              |
| Broken Arrow I            | Sell              | 01/24/03            | 6,300           | 1.              |



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|                |      |          |        |    |
|----------------|------|----------|--------|----|
| Broken Arrow I | Sell | 01/24/03 | 10,000 | 1. |
| Broken Arrow I | Sell | 01/24/03 | 10,000 | 1. |
| Broken Arrow I | Sell | 01/24/03 | 10,000 | 1. |
| Broken Arrow I | Sell | 01/24/03 | 15,000 | 1. |
| Broken Arrow I | Sell | 01/24/03 | 20,900 | 1. |
| Broken Arrow I | Sell | 01/24/03 | 20,900 | 1. |
| Broken Arrow I | Sell | 01/28/03 | 7,500  | 1. |
| Broken Arrow I | Sell | 01/29/03 | 5,000  | 1. |
| Broken Arrow I | Sell | 01/30/03 | 3,000  | 1. |

|                |      |          |        |    |
|----------------|------|----------|--------|----|
| Broken Arrow I | Sell | 01/30/03 | 10,000 | 1. |
| Broken Arrow I | Sell | 01/30/03 | 17,000 | 1. |
| Broken Arrow I | Sell | 01/30/03 | 80,000 | 1. |
| Broken Arrow I | Sell | 01/31/03 | 200    | 1. |
| Broken Arrow I | Sell | 01/31/03 | 1,100  | 1. |
| Broken Arrow I | Sell | 01/31/03 | 2,300  | 1. |
| Broken Arrow I | Sell | 01/31/03 | 4,100  | 1. |
| Broken Arrow I | Sell | 01/31/03 | 4,200  | 1. |
| Broken Arrow I | Sell | 01/31/03 | 5,000  | 1. |
| Broken Arrow I | Sell | 01/31/03 | 5,000  | 1. |
| Broken Arrow I | Sell | 01/31/03 | 5,100  | 1. |
| Broken Arrow I | Sell | 01/31/03 | 5,400  | 1. |
| Broken Arrow I | Sell | 01/31/03 | 7,500  | 1. |
| Broken Arrow I | Sell | 01/31/03 | 16,300 | 1. |
| Broken Arrow I | Sell | 01/31/03 | 26,300 | 1. |
| Broken Arrow I | Sell | 02/03/03 | 5,000  | 1. |
| Broken Arrow I | Sell | 02/03/03 | 1,000  | 1. |
| Broken Arrow I | Sell | 02/03/03 | 3,000  | 1. |
| Broken Arrow I | Sell | 02/03/03 | 2,500  | 1. |
| Broken Arrow I | Sell | 02/03/03 | 3,400  | 1. |
| Broken Arrow I | Sell | 02/03/03 | 6,200  | 1. |
| Broken Arrow I | Sell | 02/03/03 | 700    | 1. |
| Broken Arrow I | Sell | 02/03/03 | 100    | 1. |
| Broken Arrow I | Sell | 02/03/03 | 5,000  | 1. |
| Broken Arrow I | Sell | 02/03/03 | 14,900 | 1. |
| Broken Arrow I | Sell | 02/03/03 | 8,700  | 1. |
| Broken Arrow I | Sell | 02/03/03 | 300    | 1. |
| Broken Arrow I | Sell | 02/03/03 | 100    | 1. |
| Broken Arrow I | Sell | 02/03/03 | 11,500 | 1. |
| Broken Arrow I | Sell | 02/03/03 | 15,100 | 1. |

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

1. Press Release of Strategic Software Holdings, LLC, dated March 14, 2003.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 14, 2003

By: /s/ Rodney Bienvenu

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Rodney Bienvenu, individually, and  
as Chairman & CEO of Strategic  
Software Holdings, LLC, for itself  
and as general partner of Broken  
Arrow I., L.P., and as a member of  
Bienvenu Management, LLC

By: /s/ James Dennedy

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James Dennedy, individually, and as  
a member of Bienvenu Management, LLC

By: /s/ Scott A. Fine

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Scott A. Fine, individually, and as  
managing member of Empire GP,  
L.L.C., and as general partner of  
Empire Capital Partners, L.P.; and  
as managing member of Empire Capital  
Management, L.L.C., and as  
attorney-in-fact of Charter Oak  
Partners, L.P.

By: /s/ Peter J. Richards

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Peter J. Richards, individually, and  
as managing member of Empire GP,  
L.L.C., and as general partner of  
Empire Capital Partners, L.P.; and  
as managing member of Empire Capital  
Management, L.L.C., and as  
attorney-in-fact of Charter Oak  
Partners, L.P.

By: /s/ Edward Sanchez, Jr.

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Edward Sanchez, Jr.

By: /s/ Sean P. Sears

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Sean P. Sears