UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

(Amendment No.)

Seachange International, Inc.

(Name of issuer)

COMMON STOCK, par value \$0.01 per share (Title of class of securities)

811699107

(CUSIP number)

June 5, 2002

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

|_| Rule 13d-1(b) |X| Rule 13d-1(c) |_| Rule 13d-1(d)

(Continued on the following pages)

- -----

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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 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).

| CUSIP No. | 811699107 | SCHE | DULE 13G | Page 2 of 13 Pages |
|--------------------------------------|---------------|---------------------------------------|-------------------|--------------------------|
| 1 | | PORTING PERSONS R.S. IDENTIFICATIO | DN NOS. OF ABOVE | PERSONS |
| | Prism Par | ners, L.P. | | |
| 2 | CHECK THI | APPROPRIATE BOX I | F A MEMBER OF A G | GROUP* (a) _ (b) X |
| 3 | SEC USE (| LY | | |
| 4 | CITIZENSI | P OR PLACE OF ORG | ANIZATION | |
| | State of | elaware | | |
| | ER OF ARES | 5 SOLE VOTING | G POWER | |
| BENEF | ICIALLY | 496,279 co | | |
| OWNED BY EACH REPORTING PERSON | | 6 SHARED VOT | | |
| W | ITH | None | | |

| | | 7 SOLE DISP | USITIVE POWER | |
|---|---|--|---|------------------------------------|
| | | 496,279 c | ommon stock | |
| | | 8 SHARED DI | SPOSITIVE POWER | |
| | | None | | |
| 9 | AGGREGATE A | OUNT BENEFICIALL | Y OWNED BY EACH REPOR | FING PERSON |
| | 496,279 common stock | | | |
| 10 | CHECK BOX I | | MOUNT IN ROW (9) EXCL | UDES CERTAIN SHARES |
| | | | | ١_ |
| 11 | PERCENT OF | | BY AMOUNT IN ROW 9 | |
| | 1.9% common | stock | | |
| 12 | TYPE OF REP | RTING PERSON * | | |
| | PN | | | |
| | | | | |
| | | | BEFORE FILLING OUT! EDULE 13G | |
| | 811699107 | | | Page 3 of 13 Page |
| 1 | | PORTING PERSONS R.S. IDENTIFICAT | ION NOS. OF ABOVE PER | SONS |
| | Delta Adv | sors LLC | | |
| 2 | CHECK THE | APPROPRIATE BOX | IF A MEMBER OF A GROU | P* (a) _ (b) X |
| | | | | |
| 3 | | P OR PLACE OF OR | GANIZATION | |
| 4 | | P OR PLACE OF OR | | |
| 4 NUME SF | CITIZENSH State of BER OF HARES | P OR PLACE OF OR | | |
| 4 NUME SF BENEF OWNED | CITIZENSH State of BER OF | P OR PLACE OF OR elaware 5 SOLE VOTII None | NG POWER | |
| 4 NUME SH BENEF OWNED REPC PE | CITIZENSH State of BER OF HARES FICIALLY BY EACH DRTING ERSON | P OR PLACE OF OR elaware 5 SOLE VOTIN None 6 SHARED VO | NG POWER TING POWER | |
| 4 NUME SH BENEF OWNED REPC PE | CITIZENSH State of BER OF HARES FICIALLY BY EACH DRTING | P OR PLACE OF OR elaware 5 SOLE VOTII None 6 SHARED VO 496,279 co | NG POWER TING POWER ommon stock | |
| 4 NUME SH BENEF OWNED REPC PE | CITIZENSH State of BER OF HARES FICIALLY BY EACH DRTING ERSON | P OR PLACE OF OR elaware 5 SOLE VOTIO None 6 SHARED VO 496,279 cc 7 SOLE DISPO | NG POWER TING POWER ommon stock | |
| 4 NUME SH BENEF OWNED REPC PE | CITIZENSH State of BER OF HARES FICIALLY BY EACH DRTING ERSON | P OR PLACE OF OR elaware 5 SOLE VOTII None 6 SHARED VO 496,279 cc 7 SOLE DISPO None | NG POWER TING POWER ommon stock OSITIVE POWER | |
| 4 NUME SH BENEF OWNED REPC PE | CITIZENSH State of BER OF HARES FICIALLY BY EACH DRTING ERSON | P OR PLACE OF OR elaware 5 SOLE VOTIN None 6 SHARED VO 496,279 cc 7 SOLE DISPO None 8 SHARED DIS | NG POWER TING POWER ommon stock OSITIVE POWER SPOSITIVE POWER | |
| 4 NUME SH BENEF OWNED REPC PE W | CITIZENSH State of BER OF HARES FICIALLY BY EACH DRTING ERSON WITH | P OR PLACE OF OR elaware 5 SOLE VOTIN None 6 SHARED VO 496,279 cc 7 SOLE DISPO None 8 SHARED DI 496,279 cc | NG POWER TING POWER ommon stock OSITIVE POWER SPOSITIVE POWER ommon stock | |
| 4 NUME SH BENEF OWNED REPC PE W | CITIZENSH State of BER OF HARES FICIALLY BY EACH DRTING ERSON WITH AGGREGATE A | P OR PLACE OF OR elaware 5 SOLE VOTII None 6 SHARED VO 496,279 cd 7 SOLE DISPO None 8 SHARED DIS 496,279 cd | NG POWER TING POWER ommon stock OSITIVE POWER SPOSITIVE POWER ommon stock | |
| 4 NUME SH BENEH OWNED REPC PE W | CITIZENSH State of BER OF HARES FICIALLY BY EACH DRTING ERSON WITH AGGREGATE A 496,279 com | P OR PLACE OF OR elaware 5 SOLE VOTII None 6 SHARED VO 496,279 cc 7 SOLE DISPO None 8 SHARED DI 496,279 cc OUNT BENEFICIALL | NG POWER TING POWER ommon stock OSITIVE POWER SPOSITIVE POWER ommon stock Y OWNED BY EACH REPOR | TING PERSON |
| 4 NUME SH BENEH OWNED REPC PE W | CITIZENSH State of BER OF HARES FICIALLY BY EACH DRTING ERSON WITH AGGREGATE A 496,279 com | P OR PLACE OF OR elaware 5 SOLE VOTII None 6 SHARED VO 496,279 cc 7 SOLE DISPO None 8 SHARED DI 496,279 cc OUNT BENEFICIALL | NG POWER TING POWER ommon stock OSITIVE POWER SPOSITIVE POWER ommon stock Y OWNED BY EACH REPOR | TING PERSON UDES CERTAIN SHARES |
| 4 NUME SH BENEF OWNED REPC PF W | CITIZENSH State of BER OF HARES FICIALLY BY EACH DRTING ERSON WITH AGGREGATE A 496,279 com CHECK BOX I | P OR PLACE OF OR elaware 5 SOLE VOTIO None 6 SHARED VO 496,279 cc 7 SOLE DISPO None 8 SHARED DIS 496,279 cc 00UNT BENEFICIALL on stock THE AGGREGATE AN | NG POWER TING POWER ommon stock OSITIVE POWER SPOSITIVE POWER ommon stock Y OWNED BY EACH REPOR | TING PERSON UDES CERTAIN SHARES |
| 4 NUME SH BENEF OWNED REPC PF W | CITIZENSH State of BER OF HARES FICIALLY BY EACH DRTING ERSON WITH AGGREGATE A 496,279 com CHECK BOX I | P OR PLACE OF OR elaware 5 SOLE VOTII None 6 SHARED VO 496,279 cd 7 SOLE DISPO None 8 SHARED DIS 496,279 cd 0UNT BENEFICIALL on stock THE AGGREGATE AN | NG POWER TING POWER ommon stock OSITIVE POWER SPOSITIVE POWER ommon stock Y OWNED BY EACH REPOR' MOUNT IN ROW (9) EXCL | TING PERSON UDES CERTAIN SHARES |
| 4 NUME SH BENEF OWNED REPC PF W | CITIZENSH State of BER OF HARES FICIALLY BY EACH DRTING ERSON WITH AGGREGATE A 496,279 com CHECK BOX I PERCENT OF 1.9% common | P OR PLACE OF OR elaware 5 SOLE VOTII None 6 SHARED VO 496,279 cd 7 SOLE DISPO None 8 SHARED DI 496,279 cd 0UNT BENEFICIALL on stock THE AGGREGATE AN LASS REPRESENTED stock | NG POWER TING POWER ommon stock OSITIVE POWER SPOSITIVE POWER ommon stock Y OWNED BY EACH REPOR' MOUNT IN ROW (9) EXCL | TING PERSON UDES CERTAIN SHARES |
| 4 NUME SH BENEH OWNED REPC PF W | CITIZENSH State of BER OF HARES FICIALLY BY EACH DRTING ERSON WITH AGGREGATE A 496,279 com CHECK BOX I PERCENT OF 1.9% common | P OR PLACE OF OR elaware 5 SOLE VOTII None 6 SHARED VO 496,279 cd 7 SOLE DISPO None 8 SHARED DI 496,279 cd 0UNT BENEFICIALL on stock THE AGGREGATE AN | NG POWER TING POWER ommon stock OSITIVE POWER SPOSITIVE POWER ommon stock Y OWNED BY EACH REPOR' MOUNT IN ROW (9) EXCL BY AMOUNT IN ROW 9 | TING PERSON UDES CERTAIN SHARES |
| 4 NUME SH BENEH OWNED REPC PF W | CITIZENSH State of BER OF HARES FICIALLY BY EACH ORTING ERSON WITH AGGREGATE A 496,279 com CHECK BOX I PERCENT OF 1.9% common TYPE OF REP CO | P OR PLACE OF OR elaware 5 SOLE VOTIO None 6 SHARED VO 496,279 cc 7 SOLE DISPO None 8 SHARED DIS 496,279 cc 000NT BENEFICIALL 00 STOCK THE AGGREGATE AN LASS REPRESENTED STOCK | NG POWER TING POWER ommon stock OSITIVE POWER SPOSITIVE POWER ommon stock Y OWNED BY EACH REPOR' MOUNT IN ROW (9) EXCL BY AMOUNT IN ROW 9 | TING PERSON UDES CERTAIN SHARES |
| 4 NUME SH BENEH OWNED REPC PF W 9 10 11 | CITIZENSH State of BER OF HARES FICIALLY BY EACH DRTING ERSON WITH AGGREGATE A 496,279 com CHECK BOX I PERCENT OF 1.9% common TYPE OF REP CO | P OR PLACE OF OR elaware 5 SOLE VOTII None 6 SHARED VO 496,279 cd 7 SOLE DISPO None 8 SHARED DI 496,279 cd 0UNT BENEFICIALL on stock THE AGGREGATE AI LASS REPRESENTED stock RTING PERSON * | NG POWER TING POWER ommon stock OSITIVE POWER SPOSITIVE POWER ommon stock Y OWNED BY EACH REPOR MOUNT IN ROW (9) EXCL BY AMOUNT IN ROW 9 | TING PERSON UDES CERTAIN SHARES |

| 1 | | PORTING PERSONS R.S. IDENTIFICATION NOS. OF ABOVE PERSONS | | |
|-------------------------------------|--|--|--------------------|--|
| | Delta Part | ners LLC | | |
| 2 | CHECK THE | APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) _ (b) X | |
| 3 | SEC USE ONLY | | | |
| 4 | 4 CITIZENSHIP OR PLACE OF ORGANIZATION | | | |
| | State of 1 | elaware | | |
| NUMB | BER OF | 5 SOLE VOTING POWER | | |
| NUMBER OF SHARES BENEFICIALLY | | None | | |
| OWNED | BY EACH | | | |
| PE | DRTING RSON | 6 SHARED VOTING POWER | | |
| W | IITH | 1,420,375 common stock | | |
| | | 7 SOLE DISPOSITIVE POWER | | |
| | | None | | |
| | | 8 SHARED DISPOSITIVE POWER | | |
| | | 1,420,375 common stock | | |
| 9 | AGGREGATE AN | OUNT BENEFICIALLY OWNED BY EACH REPORTING PH | ERSON | |
| | 1,420,375 c | mmon stock | | |
| 10 | | THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CI | ERTAIN SHARES* | |
| 10 | ondon bon in | | | |
| | | | _ | |
| 12 | TYPE OF REPO | RTING PERSON * | | |
| | | EE INSTRUCTIONS BEFORE FILLING OUT! | | |
| UISTP No | | SCHEDULE 13G | 5 of 13 Pages | |
| | | | | |
| 1 | NAME OF RI | PORTING PERSONS R.S. IDENTIFICATION NOS. OF ABOVE PERSONS | | |
| | | hore Fund Limited | | |
| 2 | CHECK THE | APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) _ (b) X | |
| 3 | SEC USE OI | | | |
| | | P OR PLACE OF ORGANIZATION | | |
| | Cayman Is | | | |
| | ER OF | 5 SOLE VOTING POWER | | |
| SH | IARES 'ICIALLY | None | | |
| OWNED | BY EACH DRTING | 6 SHARED VOTING POWER | | |
| PE | RSON | | | |
| W | JITH | 924,096 common stock | | |
| | | 7 SOLE DISPOSITIVE POWER | | |
| | | None | | |
| | | 8 SHARED DISPOSITIVE POWER | | |
| | | 924,096 common stock | | |

| 9 | AGGREGATE AM | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
|----------------------------|---|--|------------------|
| | 924,096 comm | on stock | |
| 10 | CHECK BOX IF | THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAI | N SHARES' |
| 11 | PERCENT OF C 3.5% common | LASS REPRESENTED BY AMOUNT IN ROW 9 | |
| 1.0 | | | |
| 12 | CO | RTING PERSON * | |
| | | | |
| | | EE INSTRUCTIONS BEFORE FILLING OUT! SCHEDULE 13G | |
| USIP No. | 811699107 | Page 6 of | 13 Pages |
| 1 | NAME OF RE | PORTING PERSONS R.S. IDENTIFICATION NOS. OF ABOVE PERSONS | |
| | Charles Jo | bson | |
| 2 | CHECK THE | APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) _ (b) X |
| 3 | SEC USE ON | LY | |
| 4 | CITIZENSHI | P OR PLACE OF ORGANIZATION | |
| | Massachuse | tts | |
| NUMB | ER OF | 5 SOLE VOTING POWER | |
| BENEF | ARES ICIALLY | None | |
| OWNED BY EACH REPORTING | | 6 SHARED VOTING POWER | |
| | RSON ITH | 1,420,375 common stock | |
| | | 7 SOLE DISPOSITIVE POWER | |
| | | None | |
| | | 8 SHARED DISPOSITIVE POWER | |
| | | 1,420,375 common stock | |
| 9 | | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| 9 | | | |
| 1.0 | 1,420,375 co | | |
| 10 | CHECK BOX IF | THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAI | |
| | | | |
| 11 | PERCENT OF C | LASS REPRESENTED BY AMOUNT IN ROW 9 | |
| | 5.4% common | stock | |
| 12 | TYPE OF REPO | RTING PERSON * | |
| | IN ================================= | | |
| | * 9 | EF INSTDUCTIONS REFORE FILLING OUT | |
| | | EE INSTRUCTIONS BEFORE FILLING OUT! SCHEDULE 13G | |
| USIP No. | 811699107 | Page 7 of | |
| 1 | NAME OF RE | PORTING PERSONS R.S. IDENTIFICATION NOS. OF ABOVE PERSONS | |
| | Christophe | r Argyrople | |
| | | | |

_____ Δ CITIZENSHIP OR PLACE OF ORGANIZATION Massachusetts _____ _____ NUMBER OF 5 SOLE VOTING POWER SHARES BENEFICIALLY None OWNED BY EACH _____ REPORTING 6 SHARED VOTING POWER PERSON WITH 1,420,375 common stock ____ _____ 7 SOLE DISPOSITIVE POWER None _____ 8 SHARED DISPOSITIVE POWER 1,420,375 common stock _____ 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,420,375 common stock _____ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 1_1 _____ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.4% common stock _____ _____ 12 TYPE OF REPORTING PERSON * IN _____ * SEE INSTRUCTIONS BEFORE FILLING OUT! STATEMENT ON SCHEDULE 13G ITEM 1(a). NAME OF ISSUER: Seachange International, Inc. ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 124 Acton Street, 2nd Floor Maynard, MA 01754 ITEM 2(a). NAMES OF PERSON FILING: Prism Partners, L.P., a Delaware Limited Partnership Delta Advisors LLC, a Delaware Limited Liability Company Delta Partners LLC, a Delaware Limited Liability Company Prism Offshore Fund Ltd., a Cayman Islands Corporation (Mutual Fund) Charles Jobson, United States Citizen Christopher Argyrople, United States Citizen ITEM 2(b). BUSINESS MAILING ADDRESS FOR EACH PERSON FILING: Each of the reporting persons & entities has a business address of: One Financial Center, Suite 1600 Boston, MA 02111 ITEM 2(c). CITIZENSHIP: Shown in item 2(a) above ITEM 2(d). TITLE OF CLASS OF SECURITIES: Common Stock, par value \$0.01 per share

```
ITEM 2(E). CUSIP NUMBER:
```

811699107

ITEM3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable

If this statement is filed pursuant to Rule 240,13d-1(c), check this box [x].

Page 8 of 13

| <u>1</u> 4. (| OWNERSHIP: |
|---------------|--|
| | SM PARTNERS LP Amount Beneficially Owned: 496,279 common stock |
| (b) | Percent of Class: 1.9% common stock |
| (c) | Number of shares as to which such person has: |
| | (i) sole power to vote or to direct the vote: 496,279 common stock |
| | (ii) shared power to vote or to direct the vote: None |
| | (iii)sole power to dispose or to direct the disposition of: 496,279 common stock |
| | (iv) shared power to dispose or to direct the disposition of: None |
| | TA ADVISORS LLC Amount Beneficially Owned: 496,279 common stock |
| (b) | Percent of Class: 1.9% common stock |
| (c) | Number of shares as to which such person has: |
| | (i) sole power to vote or to direct the vote: None |
| | (ii) shared power to vote or to direct the vote: 496,279 common stock |
| | (iii)sole power to dispose or to direct the disposition of: None |
| 4 | (iv) shared power to dispose or to direct the disposition of: 96,279 common stock |
| | TA PARTNERS LLC Amount Beneficially Owned: 1,420,375 common stock |
| (b) | Percent of Class: 5.4% common stock |
| (c) | Number of shares as to which such person has: |
| | (i) sole power to vote or to direct the vote: None |
| | (ii) shared power to vote or to direct the vote:1,420,375 common stock |
| | (iii)sole power to dispose or to direct the disposition of: None |
| | (iv) shared power to dispose or to direct the disposition of:1,420,375 common stock |
| | Page 9 of 13 |
| | SM OFFSHORE FUND LTD. Amount Beneficially Owned: 924,096 common stock |
| (b) | Percent of Class: 3.5% common stock |
| (c) | Number of shares as to which such person has: |
| | (i) sole power to vote or to direct the vote: None |
| | |
| | (ii) shared power to vote or to direct the vote: 924,096 common stock |
| (a) (b) | SM OFFSHORE FUND LTD. Amount Beneficially Owned: 924,096 common stock Percent of Class: 3.5% common stock Number of shares as to which such person has: |

(iv) shared power to dispose or to direct the disposition of: 924,096 common stock

CHARLES JOBSON * (a) Amount Beneficially Owned: 1,420,375 common stock -----(b) Percent of Class: 5.4% common stock _____ (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: None (ii) shared power to vote or to direct the vote:1,420,375 common stock _____ (iii) sole power to dispose or to direct the disposition of: None (iv) shared power to dispose or to direct the disposition of:1,420,375 common stock _____ CHRISTOPHER ARGYROPLE * (a) Amount Beneficially Owned: 1,420,375 common stock (b) Percent of Class: 5.4% common stock _____ (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: None _____ (ii) shared power to vote or to direct the vote:1,420,375 common stock (iii) sole power to dispose or to direct the disposition of: None (iv) shared power to dispose or to direct the disposition of:1,420,375 common stock

* Shares reported for Charles Jobson & Christopher Argyrople include shares beneficially owned by Prism Partners L.P. and Prism Offshore Fund Limited.

Item 5. Ownership of Five Percent or Less of a Class:

Not Applicable

Page 10 of 13

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. 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: June 6, 2002
```

PRISM PARTNERS, L.P. By: DELTA ADVISORS LLC its general partner By: DELTA PARTNERS LLC its general partner /s/ Chris Argyrople -----Chris Argyrople, Managing Member DELTA ADVISORS LLC By: DELTA PARTNERS LLC, its general partner By: /s/ Chris Argyrople _____ Chris Argyrople, Managing Member DELTA PARTNERS LLC By: /s/ Chris Argyrople Chris Argyrople, Managing Member PRISM OFFSHORE FUND LTD. By: DELTA PARTNERS LLC its investment manager /s/ Chris Argyrople Chris Argyrople, Managing Member CHARLES JOBSON By: Charles Jobson ------CHRISTOPHER ARGYROPLE By: Christopher Argyrople _____

Page 12 of 13

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Seachange International, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 6th day of June, 2002.

PRISM PARTNERS, L.P. By: DELTA ADVISORS LLC its general partner By: DELTA PARTNERS LLC its general partner /s/ Chris Argyrople -----Chris Argyrople, Managing Member DELTA ADVISORS LLC By: DELTA PARTNERS LLC, its general partner By: /s/ Chris Argyrople -----Chris Argyrople, Managing Member DELTA PARTNERS LLC By: /s/ Chris Argyrople Chris Argyrople, Managing Member PRISM OFFSHORE FUND LTD. By: DELTA PARTNERS LLC its investment manager

/s/ Chris Argyrople

Chris Argyrople, Managing Member

CHARLES JOBSON By: Charles Jobson

CHRISTOPHER ARGYROPLE By: Christopher Argyrople

Page 13 of 13