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

| SCHEDULE 13G |
|--|
| (Amendment No. 1) |
| Seachange International, Inc. |
| (Name of issuer) |
| COMMON STOCK, par value \$0.01 per share |
| (Title of class of securities) |
| 811699107 |
| (CUSIP number) |
| December 31, 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). |
| SCHEDULE 13G |
| CUSIP No. 811699107 Page 2 of 13 Pages |
| 1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS |
| Prism Partners, L.P. |
| 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) $ _ $ (b) $ X $ |
| 3 SEC USE ONLY |
| 4 CITIZENSHIP OR PLACE OF ORGANIZATION |
| State of Delaware |
| NUMBER OF 5 SOLE VOTING POWER SHARES |
| BENEFICIALLY 0 common stock OWNED BY EACH |
| REPORTING 6 SHARED VOTING POWER |

PERSON WITH

None

| | | 7 | SOLE DISPOSITIVE POWER | |
|---|--|---|---|--------------------|
| | | | 0 common stock | |
| | | 8 | SHARED DISPOSITIVE POWER | |
| | | | None | |
| 9 | AGGREGATE | AMOUNT | BENEFICIALLY OWNED BY EACH REPORTING PER: | SON |
| | 0 common s | tock | | |
| 10 | CHECK BOX | IF THE | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CER | TAIN SHARES |
| 11 | PERCENT OF | CLASS | REPRESENTED BY AMOUNT IN ROW 9 | |
| | 0.0% commo | n stock | | |
| 12 | TYPE OF RE | PORTING | FERSON * | |
| | PN | | | |
| :====== | * | SEE IN | STRUCTIONS BEFORE FILLING OUT! | |
| JSIP No. | 811699107 | | SCHEDULE 13GPage 3 | of 13 Pages |
| 1 | | I.R.S. | NG PERSONS IDENTIFICATION NOS. OF ABOVE PERSONS | |
| 2 | | | PRIATE BOX IF A MEMBER OF A GROUP* | (a) |
| 3 | SEC USE | | | (b) X |
| 4 | CITIZENS | | PLACE OF ORGANIZATION | |
| | | 5 | SOLE VOTING POWER | |
| NUMB | BER OF | J | | |
| SH | BER OF HARES FICIALLY | 5 | None | |
| SH BENEF OWNED | HARES FICIALLY BY EACH | 6 | | |
| SH BENEF OWNED REPO PE | HARES FICIALLY BY EACH DRTING ERSON | | SHARED VOTING POWER | |
| SH BENEF OWNED REPO PE | HARES FICIALLY BY EACH DRTING | 6 | SHARED VOTING POWER 0 common stock | |
| SH BENEF OWNED REPO PE | HARES FICIALLY BY EACH DRTING ERSON | | SHARED VOTING POWER 0 common stock SOLE DISPOSITIVE POWER | |
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| SH BENEF OWNED REPO PE | HARES FICIALLY BY EACH PRTING ERSON WITH AGGREGATE | 6 7 8 | SHARED VOTING POWER 0 common stock SOLE DISPOSITIVE POWER None SHARED DISPOSITIVE POWER | |
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| SH BENEF OWNED REPO PE W | HARES FICIALLY BY EACH ORTING ERSON WITH AGGREGATE 0 common s CHECK BOX PERCENT OF 0.0% commo | AMOUNT tock IF THE CLASS n stock | SHARED VOTING POWER 0 common stock SOLE DISPOSITIVE POWER None SHARED DISPOSITIVE POWER 0 common stock BENEFICIALLY OWNED BY EACH REPORTING PER: AGGREGATE AMOUNT IN ROW (9) EXCLUDES CER' REPRESENTED BY AMOUNT IN ROW 9 | SON TAIN SHARES |

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| | Delta Par | tners LLC | |
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| 2 | | | _ X |
| 3 | SEC USE O | | |
| 4 | | HIP OR PLACE OF ORGANIZATION | |
| | State of | | |
| | ER OF | 5 SOLE VOTING POWER | |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | None | |
| | | 6 SHARED VOTING POWER | |
| | | 924,096 common stock | |
| | | 7 SOLE DISPOSITIVE POWER | |
| | | None | |
| | | 8 SHARED DISPOSITIVE POWER | |
| | | 924,096 common stock | |
| 9 | AGGREGATE A | MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 924,096 com | nmon stock | |
| 10 | CHECK BOX I | F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA | |
| | 3.5% common | 1 SCOCK | |
| 12 | TYPE OF REP | PORTING PERSON * | |
| 12 | CO, IA | SEE INSTRUCTIONS BEFORE FILLING OUT! | |
| SIP No. | CO, IA * * 811699107 | | ^ages |
| SIP No. | * 811699107 NAME OF R | SEE INSTRUCTIONS BEFORE FILLING OUT! | Pages |
| SIP No. | CO, IA * 811699107 NAME OF R S.S. OR I Prism Off | SEE INSTRUCTIONS BEFORE FILLING OUT! SCHEDULE 13G Page 5 of 13 F REPORTING PERSONS R.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS Shore Fund Limited | |
| SIP No. | X 811699107 NAME OF R S.S. OR I Prism Off CHECK THE | SEE INSTRUCTIONS BEFORE FILLING OUT! SCHEDULE 13G Page 5 of 13 F REPORTING PERSONS R.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS Shore Fund Limited C APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) | |
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| SIP No. 1 2 3 NUMB | CO, IA * 811699107 NAME OF R S.S. OR I Prism Off CHECK THE SEC USE O CITIZENSH Cayman Is ER OF | SEE INSTRUCTIONS BEFORE FILLING OUT! SCHEDULE 13G Page 5 of 13 F REPORTING PERSONS REPORTING PERSONS Shore Fund Limited APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) ONLY | _ |
| SIP No. 1 2 3 NUMB SH. BENEF | CO, IA * 811699107 NAME OF R S.S. OR I Prism Off CHECK THE SEC USE O CITIZENSH Cayman Is ER OF ARES ICIALLY | SEE INSTRUCTIONS BEFORE FILLING OUT! SCHEDULE 13G Page 5 of 13 F REPORTING PERSONS R.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS Shore Fund Limited APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) ONLY Slands 5 SOLE VOTING POWER None | _ |
| SIP No. 1 2 3 4 NUMB SH. BENEF OWNED REPO | CO, IA * 811699107 NAME OF R S.S. OR I Prism Off CHECK THE SEC USE O CITIZENSH Cayman Is ER OF ARES ICIALLY BY EACH RTING | SEE INSTRUCTIONS BEFORE FILLING OUT! SCHEDULE 13G Page 5 of 13 F REPORTING PERSONS ER.S. IDENTIFICATION NOS. OF ABOVE PERSONS Eshore Fund Limited APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) ONLY HIP OR PLACE OF ORGANIZATION Slands 5 SOLE VOTING POWER | _ |
| SIP No. 1 2 3 4 NUMB SH. BENEF OWNED REPO PE | CO, IA * 811699107 NAME OF R S.S. OR I Prism Off CHECK THE SEC USE O CITIZENSH Cayman Is ER OF ARES ICIALLY BY EACH | SEE INSTRUCTIONS BEFORE FILLING OUT! SCHEDULE 13G Page 5 of 13 F REPORTING PERSONS R.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS Shore Fund Limited APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) ONLY HIP OR PLACE OF ORGANIZATION Slands 5 SOLE VOTING POWER None 6 SHARED VOTING POWER 924,096 common stock | _ x |
| SIP No. 1 2 3 4 NUMB SH. BENEF OWNED REPO PE | CO, IA * 811699107 NAME OF R S.S. OR I Prism Off CHECK THE SEC USE O CITIZENSH Cayman Is ER OF ARES TICIALLY BY EACH RTING RSON | SEE INSTRUCTIONS BEFORE FILLING OUT! SCHEDULE 13G Page 5 of 13 F REPORTING PERSONS R.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS Shore Fund Limited APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) ONLY HIP OR PLACE OF ORGANIZATION Slands 5 SOLE VOTING POWER None 6 SHARED VOTING POWER | _ x |
| SIP No. 1 2 3 NUMB SH. BENEF OWNED REPO PE | CO, IA * 811699107 NAME OF R S.S. OR I Prism Off CHECK THE SEC USE O CITIZENSH Cayman Is ER OF ARES TICIALLY BY EACH RTING RSON | SEE INSTRUCTIONS BEFORE FILLING OUT! SCHEDULE 13G Page 5 of 13 F REPORTING PERSONS R.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS Eshore Fund Limited APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) ONLY HIP OR PLACE OF ORGANIZATION Slands 5 SOLE VOTING POWER None 6 SHARED VOTING POWER 924,096 common stock | |

924,096 common stock

1 NAME OF REPORTING PERSONS

| 9 | AGGREGATE AM | 10UNT E | BENEFICIALLY OWNED BY EACH REPORTING PE | RSON | | |
|------------------------|----------------------|-------------|--|-------------------|--|--|
| | 924,096 comm | non sto | ock | | | |
| 10 | CHECK BOX IF | THE A | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CE | RTAIN SHARES* | | |
| 11 | PERCENT OF C | CLASS F | REPRESENTED BY AMOUNT IN ROW 9 | | | |
| | 3.5% common | stock | | | | |
| 12 | TYPE OF REPO | DRTING | PERSON * | | | |
| | CO | | | | | |
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| | | SEE INS | STRUCTIONS BEFORE FILLING OUT! SCHEDULE 13G | | | |
| SIP No. | 811699107 | | Page (| 6 of 13 Pages | | |
| 1 | NAME OF RE | | NG PERSONS IDENTIFICATION NOS. OF ABOVE PERSONS | | | |
| | Charles Jo | bson | | | | |
| 2 | CHECK THE | APPROI | PRIATE BOX IF A MEMBER OF A GROUP* | (a) _ (b) X | | |
| 3 | SEC USE ON | 1LY | | | | |
| 4 | CITIZENSHI | [P OR] | PLACE OF ORGANIZATION | | | |
| | Massachuse | etts | | | | |
| | BER OF | 5 | SOLE VOTING POWER | | | |
| SHARES BENEFICIALLY | | | None | | | |
| | BY EACH RTING | 6 | SHARED VOTING POWER | | | |
| | RSON IITH | | 924,096 common stock | | | |
| | | 7 | SOLE DISPOSITIVE POWER | | | |
| | | , | None | | | |
| | | | | | | |
| | | 8 | SHARED DISPOSITIVE POWER | | | |
| | | | 924,096 common stock | | | |
| 9 | AGGREGATE AM | 10UNT E | BENEFICIALLY OWNED BY EACH REPORTING PE | RSON | | |
| | 924,096 comm | non sto | ock | | | |
| 10 | CHECK BOX IF | THE A | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CE | RTAIN SHARES* | | |
| | | | | _ | | |
| 11 | | | REPRESENTED BY AMOUNT IN ROW 9 | | | |
| | 3.5% common stock | | | | | |
| 12 | TYPE OF REPO | ORTING | PERSON * | | | |
| | IN | | | | | |
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| | | | STRUCTIONS BEFORE FILLING OUT! | | | |
| | | | SCHEDULE 13GPage | 7 of 13 Pages | | |
| JSIP No. | 811699107 | | SCHEDULE 13G Page Page | 7 of 13 Pages | | |
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| JSIP No. | 811699107 | EPORTIN | Page Page Page Page Page Page Page Page | 7 of 13 Pages | | |
| JSIP No. | NAME OF RES.S. OR I. | EPORTIN | Page Page NG PERSONS | 7 of 13 Pages | | |

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 924,096 common stock SOLE DISPOSITIVE POWER None SHARED DISPOSITIVE POWER

924,096 common stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

924,096 common stock

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.5% common stock

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:

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 ITEM 4. OWNERSHIP: PRISM PARTNERS LP (a) Amount Beneficially Owned: 0 common stock _____ (b) Percent of Class: 0.0% common stock (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 common stock (ii) shared power to vote or to direct the vote: None (iii) sole power to dispose or to direct the disposition of: 0 common stock (iv) shared power to dispose or to direct the disposition of: None DELTA ADVISORS LLC (a) Amount Beneficially Owned: 0 common stock (b) Percent of Class: 0.0% 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: 0 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: 0 common stock DELTA PARTNERS LLC * (a) 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 (iii) sole power to dispose or to direct the disposition of: None (iv) shared power to dispose or to direct the disposition of: 924,096 common stock Page 9 of 13 PRISM OFFSHORE FUND LTD. (a) Amount Beneficially Owned: 924,096 common stock 3.5% common stock (b) Percent of Class: (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

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

(iii) sole power to dispose or to direct the disposition of: None

common stock

CHARLES JOBSON *
(a) Amount Beneficially Owned: 924,096 common stock

(b) Percent of Class: 3.5% common stock

D) 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

(iii) sole power to dispose or to direct the disposition of: None

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

CHRISTOPHER ARGYROPLE *

(a) 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

(iii) sole power to dispose or to direct the disposition of: None

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

* Shares reported for Delta Partners, LLC, Charles Jobson, and 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:

This Schedule 13G, Amendment No. 1, is being filed to report, among other things, that Prism Partners, LP, Delta Advisors, LLC, Prism Offshore Fund Limited, Delta Partners, LLC, Charles Jobson and Chris Argyrople are no longer holders of greater than five percent of any class of securities of the Issuer and therefore are no longer obligated to file additional amendments with regard to those shares of the Issuer for which they may be deemed to be beneficial owners.

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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.

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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: January 27, 2003

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

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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 27th day of January, 2003.

PRISM PARTNERS, L.P.

By: DELTA ADVISORS LLC

its general partner

/s/ Chris Argyrople

By: DELTA PARTNERS LLC its general partner

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 PARTMERS LLC

its investment manager

/s/ Chris Argyrople

Chris Argyrople, Managing Member

CHARLES JOBSON

By: Charles Jobson

CHRISTOPHER ARGYROPLE

By: Christopher Argyrople