ISIS CAPITAL MANAGEMENT LLC
Form SC 13D/A
December 24, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(AMENDMENT NO. 2)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

CONCERTO SOFTWARE, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE $0.10 PER SHARE

(Title of Class of Securities)

20602t106

(CUSIP Number)

Ernest Mysogland
ISIS Capital Management, LLC
1465 Post Road East, 2d Floor
Westport, Connecticut 06880
Tel. No.: (203) 259-7387

with a copy to:

George Y. Liu
Boies, Schiller & Flexner LLP
333 Main St.
Armonk, New York 10504
Tel. No.: (914) 749-8200

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

DECEMBER 23, 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. 20602t106

1 NAME OF REPORTING PERSON

ISIS Capital 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	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 8,250
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 8,250
	10	SHARED DISPOSITIVE POWER 0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	8,250
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	{x}
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	.1%
14	TYPE OF REPORTING PERSON	OO

SCHEDULE 13D

CUSIP No. 20602t106

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	NA	
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	0	
	8 SHARED VOTING POWER	8,250	
	9 SOLE DISPOSITIVE POWER	0	
	10 SHARED DISPOSITIVE POWER	8,250	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	8,250	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	{x}	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	.1%	
14	TYPE OF REPORTING PERSON	IN	

SCHEDULE 13D

CUSIP No. 20602t106

1	NAME OF REPORTING PERSON Richard Rofe 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	NA	
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	0	
	8 SHARED VOTING POWER	8,250	
	9 SOLE DISPOSITIVE POWER	0	
	10 SHARED DISPOSITIVE POWER	8,250	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,250		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	{x}	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .1%		
14	TYPE OF REPORTING PERSON IN		

SCHEDULE 13D

CUSIP No. 20602t106

1	NAME OF REPORTING PERSON Ernest Mysogland 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	NA
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 0
	8	SHARED VOTING POWER 8,250
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 8,250

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,250	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	{x}
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .1%	
14	TYPE OF REPORTING PERSON IN	

SCHEDULE 13D

CUSIP No. 20602t106

1	NAME OF REPORTING PERSON Kevin Goodman 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	NA	
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 0		
	8 SHARED VOTING POWER 8,250		
	9 SOLE DISPOSITIVE POWER 0		
	10 SHARED DISPOSITIVE POWER 8,250		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,250		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	{x}	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .1%		
14	TYPE OF REPORTING PERSON IN		

SCHEDULE 13D

CUSIP No. 20602t106

1	NAME OF REPORTING PERSON Ramius Securities, 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	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	219,470	
	8 SHARED VOTING POWER	0	
	9 SOLE DISPOSITIVE POWER	219,470	
	10 SHARED DISPOSITIVE POWER	0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 219,470		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	{ }	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2%		

14	TYPE OF REPORTING PERSON BD, OO	

SCHEDULE 13D

CUSIP No. 20602t106

1	NAME OF REPORTING PERSON Ramius Capital Group, 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	NA
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	890,000
	8	SHARED VOTING POWER	0
	9	SOLE DISPOSITIVE POWER	890,000
	10	SHARED DISPOSITIVE POWER	0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 890,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	{x}
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8%	

14	TYPE OF REPORTING PERSON IA, OO		

SCHEDULE 13D

CUSIP No. 20602t106

1	NAME OF REPORTING PERSON C4S & Co., 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	NA	
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 890,000		
	8 SHARED VOTING POWER 0		
	9 SOLE DISPOSITIVE POWER 890,000		
	10 SHARED DISPOSITIVE POWER 0		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 890,000		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	{x}	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		

8%

14	TYPE OF REPORTING PERSON OO

SCHEDULE 13D

CUSIP No. 20602t106

1	NAME OF REPORTING PERSON Ramius Advisors, 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	NA	
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 228,623	
	8	SHARED VOTING POWER 0	
	9	SOLE DISPOSITIVE POWER 228,623	
	10	SHARED DISPOSITIVE POWER	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 228,623		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	{x}	

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.1%	
14	TYPE OF REPORTING PERSON IA, OO	

SCHEDULE 13D

CUSIP No. 20602t106

1	NAME OF REPORTING PERSON Peter A. Cohen 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	NA
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 0
	8	SHARED VOTING POWER 890,000
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 890,000

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 890,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	{x}

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8%	
14	TYPE OF REPORTING PERSON IN	

SCHEDULE 13D

CUSIP No. 20602t106

1	NAME OF REPORTING PERSON Morgan B. Stark 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	NA
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	0
	8	SHARED VOTING POWER	890,000
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	890,000

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 890,000	

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8%

14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

Thomas W. Strauss

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
NA

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 0
	8	SHARED VOTING POWER 890,000
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 890,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
890,000

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	{x}
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8%	
14	TYPE OF REPORTING PERSON IN	

SCHEDULE 13D

CUSIP No. 20602t106

1	NAME OF REPORTING PERSON Jeffrey Solomon 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	NA
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 0
	8	SHARED VOTING POWER 890,000
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 890,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
890,000

---

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

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8%

---

14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP No. 20602t106

---

1 NAME OF REPORTING PERSON

RCG Ambrose Master Fund, Ltd.

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
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

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 275,095
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 275,095
	10	SHARED DISPOSITIVE POWER

0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 275,095
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES {x}
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.5%
14	TYPE OF REPORTING PERSON CO

SCHEDULE 13D

CUSIP No. 20602t106

1	NAME OF REPORTING PERSON RCG Carpathia Master Fund, Ltd. 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 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 Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 166,812
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 166,812

	10	SHARED DISPOSITIVE POWER 0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 166,812
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES {x}
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.5%
14	TYPE OF REPORTING PERSON CO

SCHEDULE 13D

CUSIP No. 20602t106

1	NAME OF REPORTING PERSON Ramius Master Fund, Ltd. 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	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 Cayman Islands	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 228,623
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER

228,623

10	SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 228,623	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	{x}
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2%	
14	TYPE OF REPORTING PERSON CO	

SECOND AMENDMENT TO SCHEDULE 13D

The Schedule 13D relating to the Common Stock, par value $0.10 per share (the "Common Stock"), of Concerto Software, Inc., a Delaware corporation (the "Issuer"), having its principal executive offices at 6 Technology Park Drive, Westford, Massachusetts 01886, which was filed with the U.S. Securities and Exchange Commission on December 15, 2003 (the "Prior Schedule") by the Reporting Persons (as defined below) is hereby amended to furnish additional information set forth herein. All capitalized terms not otherwise defined shall have the meanings ascribed to such terms in the Prior Schedule.

This amendment is filed by ISIS Capital Management, LLC ("ISIS"), Rodney Bienvenu, Richard Rofe, Ernest Mysogland, Kevin Goodman, Ramius Securities, LLC, Ramius Capital Group, LLC, C4S & Co. LLC, Ramius Advisors, LLC, Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss, Jeffrey Solomon, RCG Ambrose Master Fund, Ltd., RCG Carpathia Master Fund, Ltd. and Ramius Master Fund, Ltd. (collectively, the "ISIS Group" or the "Reporting Persons").

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended to add the following statement:

In furtherance of its efforts to maximize value for all shareholders, ISIS has begun to distribute copies of the attached document, a presentation describing the Issuer, to prospective acquirers. The presentation is attached as Exhibit A hereto and is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

There is filed herewith as Exhibit A a copy of the above-referenced presentation.

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: December 24, 2003

ISIS CAPITAL MANAGEMENT, LLC

By: /s/ Ernest Mysogland

Name: Ernest Mysogland
Title: Managing Member

/s/ Ernest Mysogland

Ernest Mysogland, Individually and as attorney-in-fact for each of Rodney Bienvenu, Richard Rofe, and Kevin Goodman

RAMIUS SECURITIES, LLC

By: Ramius Capital Group, LLC
Its: Managing Member

By: C4S & Co., LLC
Its: Managing Member

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Managing Member

RAMIUS CAPITAL GROUP, LLC

By: C4S & Co., LLC
Its: Managing Member

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Managing Member

C4S & Co., LLC

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Managing Member

RCG AMBROSE MASTER FUND, LTD.

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Authorized Person

RCG CARPATHIA MASTER FUND, LTD.

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Authorized Person

RAMIUS MASTER FUND, LTD.

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Authorized Person

/s/ Morgan B. Stark

Morgan B. Stark, Individually and as
attorney-in-fact for each of Peter A. Cohen,
Thomas W. Strauss and Jeffrey Solomon

RAMIUS ADVISORS, LLC

By: Ramius Capital Group, LLC
Its: Managing Member

By: C4S & Co., LLC
Its: Managing Member

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Managing Member