

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

SCHEDULE 13G
(Amendment No. 2)

Under the Securities Exchange Act of 1934

Programmers Paradise, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

743205-10-6
(CUSIP Number)

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

- Rule 13d-1(b) For ROI Capital Management, Mitch & Mark
 Rule 13d-1(c) For ROI Partners
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out or 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 the disclosures provided in a prior cover page.

The information required in 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).

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1 Name of Reporting Person ROI Partners, L. P.
IRS Identification No. of Above Person

2 Check the Appropriate Box if a Member of a Group
(a)
(b)

3 SEC USE ONLY

4 Citizenship or Place of Organization

California

5 Sole Voting Power

256,300

NUMBER OF 6 Shared Voting Power
SHARES

BENEFICIALLY -0-

OWNED BY EACH

REPORTING 7 Sole Dispositive Power

PERSON WITH

256,300

8 Shares Dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by each Reporting
Person

256,300

10 Check Box if the Aggregate Amount in Row (9) Excludes
Certain Shares* []

11 Percent of Class Represented by Amount in Row 9

4.9%

12 Type of Reporting Person*

PN

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Item 1(a). Name of Issuer.

Programmers Paradise, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices.

1163 Shrewsbury Avenue, Shrewsbury, NJ 07702

Item 2(a). Names of Persons Filing.

ROI Partners, L. P.

Item 2(b). Address of Principal Business Office or, if none,
Residence.

The business address of ROI Partners, L. P. is 17 E. Sir
Francis Drake Blvd., Suite 225, Larkspur, CA 94939.

Item 2(c). Citizenship.

ROI Partners, L. P. is a California limited partnership.

Item 2(d). Title of Class of Securities.

Common Stock

Item 2(e). CUSIP Number.

743205-10-6

Item 3. If this statement is filed pursuant to 240.13d-1(b)
or 240.13d-2(b) or (c), check whether the person filing is a:

(a) [] Broker or dealer registered under section 15 of the
Act (15 U.S.C. 78o).

(b) [] Bank as defined in section 3(a)(6) of the Act (15
U.S.C. 78c).

(c) [] Insurance company as defined in section 3(a)(19) of
the Act (15 U.S.C. 78c).

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(d) [] Investment company registered under section 8 of the
Investment Company act of 1940 (15 U.S.C. 80a-8).

(e) [] An investment adviser in accordance with 240.13d-
1(b)(1)(ii)(E).

(f) [] An employee benefit plan or endowment fund in
accordance with 240.13d-1(b)(1)(ii)(F).

(g) [] A parent holding company or control person in
accordance with 240.13b-1(b)(1)(ii)(G).

(h) [] A savings association as defined in Section 3(b) of
the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) [] A church plan that is excluded from the definition of
an investment company under section 3(c)(14) of the Investment
Company act of 1940 (15 U.S.C. 80a-3).

(j) [] Group, in accordance with 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Section 240.13d-1(c),
check this box [X] ROI PARTNERS

Item 4. Ownership.

Reference is made hereby made to Items 5-9 and 11 of page two (2) of this Schedule 13G, which Items are incorporated by reference herein.

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

If statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable. ROI Partners only

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, ROI Partners, L.P. certifies that, to the best of its knowledge and believe, the securities referred to above on page two (2) of this Schedule 13G 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 its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: February 11, 2000

ROI PARTNERS, L.P.

/s/ Mitchell J. Soboleski

By: Mitchell J. Soboleski
Title: Secretary of ROI Capital
Management, Inc., its
General Partner