### BREAKAWAY SOLUTIONS INC

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Form 3

February 26, 2001

E +	FORM 3   U.:	S. SECURITIES AND EXC WASHINGTON, D.C					
	INITIAL ST	ATEMENT OF BENEFICIAL	OWNERSHIP OF SECURIT	TIES			
	Section 17(a) of	Section 16(a) of the the Public Utility H 30(f) of the Investme	olding Company Act of	1935 or			
(Pı	rint or Type Respons	es)					
1.	Name and Address of	f Reporting Person*					
	SCP Private Equity Partners II, L.P.						
	(Last)	(First)		(Middle)			
	435 Devon Park Dr	435 Devon Park Drive, Building 300					
		(Street)					
	Wayne,	PA		19087			
	(City)	(State)		(Zip)			
2.	Date of Event Requ	iring Statement (Mont	h/Day/Year)	02/16/01			
3.	IRS Identification (Voluntary)	Number of Reporting	Person if an Entity				
4.	Issuer Name and Ti	cker or Trading Symbo	l Breakaway Solution	ns, Inc. (BWAY)			
5.	Relationship of Rep	porting Person(s) to	Issuer (Check all app	olicable)			
	Director	_ Officer (give title below)	X 10% Owner	Other (specify below)			
6.	If Amendment, Date	of Original (Month/D	ay/Year)				
7.	Individual or Join	t Group Filing (Check	Applicable Line)				
	_	One Reporting Person More than One Report					
	TABLE I	NON-DERIVATIVE SECURI	TIES BENEFICIALLY OWN	IED			

of Security	2. Amount of Securities Bene- ficially Owned (Instr. 4)	Direct Indirec	(D) or :	Indirect Bene- ficial Ownership					
None									
TABLE IIDERIVATIVE SECURITIES BENEFICIALLY OWNED  (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative 2. Date Exer- 3. Title and Amount of Securities 4. Conversi									
Security (inst	Security (Instr. 4) cisable and Expiration Date (Month/Day/Year)		(Instr. 4)	erivative security	Exercise Price of Derivativ				
	Exer-	Expira- tion Date	Title	Amount or Number of Shares					
Warrants to Purcha: Common Stock (FN1)	se Presently			ock 6,491,63 (FN1)	1 (FN1)				


Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

#### Explanation of Responses:

(FN1) On February 16, 2001 the Issuer issued to SCP Private Equity Partners II, L.P. ("SCP") warrants to purchase up to 6,491,631 shares of the Issuer's Common Stock at a per share exercise price of \$0.6875, such shares and exercise price subject to adjustment in certain events the "Loan Warrants". The Issuer issued the Loan Warrants in connection with the agreements it entered into on that date with respect to a secured financing with SCP. For purposes of Section 16 reporting, SCP is deemed to beneficially own derivative securities of the Issuer disclosed herein, notwithstanding the fact that SCP has not yet exercised its right to purchase the Common Stock under the Loan Warrants. Similarly, SCP Private Equity II, LLC (the "Manager") is deemed to beneficially own these same derivative securities of the Issuer disclosed herein because of a contractual agreement with SCP which grants the Manager the power to make voting and investment decisions regarding the securities held by SCP. Accordingly, the derivative securities of the Issuer disclosed herein are owned directly by SCP and indirectly by the Manager.

By: /s/ Wayne B. Weisman February 26, 2001

\*\*Signature of Reporting Person Date

Name: Wayne B. Weisman

Title: A Manager of SCP Private Equity II, LLC, the Manager of SCP Private

Equity II General Partner, L.P.,

the General Partner of the

Reporting Person

- \* If the form is filed by more than one reported person, see Instruction  $5\left(b\right)\left(v\right)$  .
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Joint Filer Information

Name: SCP Private Equity II, LLC

Address: 435 Devon Park Drive, Building 300

Wayne, Pennsylvania 19087

Designated Filer: SCP Private Equity Partners II, L.P.

Issuer & Ticker Symbol: Breakaway Solutions, Inc. (BWAY)

Date of Event Requiring Statement: February 16, 2001

Signature: By: /s/ Wayne B. Weisman

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Name: Wayne B. Weisman

Title: Manager

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