

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

CLARUS CORPORATION

-----  
(Name of Issuer)

Common Stock, par value \$0.0001 per share

-----  
(Title of Class of Securities)

182707109

-----  
(CUSIP Number)

Robert L. Lawrence, Esq.  
Kane Kessler, P.C.  
1350 Avenue of the Americas,  
26th Floor  
New York, NY 10019  
(212) 541-6222

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

April 5, 2002

-----  
(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 schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

\*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 ("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. 182707109

-----  
Page 2 of 10 Pages

-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warren B. Kanders

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) ☐  
(b) ☒

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*

PF

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

7 SOLE VOTING POWER

812,250

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH

8 SHARED VOTING POWER

0

REPORTING  
PERSON  
WITH

9 SOLE DISPOSITIVE POWER

812,250

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

812,250

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

☐

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

5.2%

14 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 182707109

Page 3 of 10 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Burt R. Ehrlich

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐

(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

PF

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

7 SOLE VOTING POWER

10,000

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH

8 SHARED VOTING POWER

0

REPORTING  
PERSON  
WITH

9 SOLE DISPOSITIVE POWER

10,000

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

[ ]

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

0.1%

14 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 182707109

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

S.T. Investors Fund, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]

(b) [X]

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

7 SOLE VOTING POWER

31,350  
NUMBER OF  
SHARES 8 SHARED VOTING POWER  
BENEFICIALLY  
OWNED BY 0  
EACH  
REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON  
WITH 31,350  
10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,350

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

☐

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

0.2%

14 TYPE OF REPORTING PERSON\*

00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 182707109

Page 5 of 10 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Nicholas Sokolow

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐  
(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

N/A

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 and France

7 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	----- 8 31,350 ----- 9 0 ----- 10	SHARED VOTING POWER       SOLE DISPOSITIVE POWER    SHARED DISPOSITIVE POWER
	31,350	
-----		
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
31,350		
-----		
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
[ ]		
-----		
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
0.2%		
-----		
14 TYPE OF REPORTING PERSON*		
IN		
-----		

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.

- (i) Name of Issuer: Clarus Corporation (the "Company").
- (ii) Address of the Principal Executive Offices of Issuer: 3970 Johns Creek Court, Suite 100, Suwanee, Georgia 30024.
- (iii) Title of Class of Equity Securities to which this Statement relates: Common Stock, \$0.0001 par value per share, of the Company (the "Common Stock").

Item 2. Identity and Background.

(a) This statement is being filed by Warren B. Kanders ("Kanders"), Burt R. Ehrlich ("Ehrlich"), S.T. Investors Fund, LLC ("ST Investors"), and Nicholas Sokolow ("Sokolow," and together with Kanders, Ehrlich and ST Investors, collectively referred to as the "Reporting Persons").

- (b) (i) The business address of Kanders is:

c/o Kanders & Company, Inc.  
Two Soundview Drive  
Greenwich, CT 06830

- (ii) The business address of Ehrlich is:

Two Soundview Drive  
Greenwich, CT 06830

- (iii) The business address of Sokolow and ST Investors is:

c/o Sokolow, Dunaud, Mercadier & Carreras  
55 Avenue Kleber  
Paris 75016 France

- (c) (i) The present principal occupation of Kanders is private investments.
- (ii) The present principal occupation of Ehrlich is private

investments.

(iii) The present principal occupation of Sokolow is a partner in the law firm of Sokolow, Dunaud, Mercadier & Carreras, 55 Avenue Kleber, Paris 75016 France. ST Investors is Sokolow's family investment vehicle.

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(d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons was, during the last five years, a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Messrs. Kanders and Ehrlich are citizens of the United States. Mr. Sokolow is a citizen of the United States and France. ST Investors is a Delaware limited liability company.

Item 3. Source and Amount of Funds or Other Consideration.

The aggregate purchase price of the interests reported herein of Kanders, Ehrlich and ST Investors were \$2,936,823, \$40,600 and \$130,524, respectively. Such funds were furnished from Messrs. Kanders' and Ehrlich's personal funds and from ST Investors' working capital.

Item 4. Purpose of Transaction.

As a result of the Company's recent performance, the Reporting Persons intend to pursue strategies designed to enhance shareholder value. Such actions may include, among other things, (a) the acquisition of additional securities of the Company, or the disposition of securities of the Company; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; (d) changes in the present board of directors and/or management of the Company, including plans or proposals to change the number or term of directors; (e) material changes in the present capitalization of the Company; (f) other material changes in the Company's business or corporate structure; and (g) changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person.

On March 20, 2002, the Reporting Persons sent a letter to Mr. Stephen P. Jeffrey, the Company's Chairman, President and Chief Executive Officer, outlining the Reporting Persons' concerns and requesting that the Company (i) appoint Messrs. Kanders, Ehrlich and Sokolow to the Company's Board of Directors, (ii) retain a recognized investment banking firm to evaluate the potential sale of the Company's software technology and maximize shareholder value through redeployment of the Company's capital and (iii) drastically reduce the Company's burn rate pending review of strategic alternatives by the Company's Board of Directors. A copy of this letter is attached as Exhibit 2 to this Schedule 13D. On April 1, 2002, Kane Kessler, PC, counsel to the Reporting Persons, sent a letter to the Company requesting a response to the Reporting Persons' March 20

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letter and identifying additional concerns of the Reporting Persons relating to the Company. Another letter was sent by Kane Kessler, PC on April 9, 2002. A copy of Kane Kessler, P.C.'s letters dated April 1, 2002 and April 9, 2002 are attached as Exhibit 3 and Exhibit 4 to this Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a-b)(i) On the date of this statement, Kanders beneficially owns, and

has the sole power to direct the vote and disposition of, 812,250 shares of Common Stock or approximately 5.2% of the outstanding Common Stock.

- (ii) On the date of this statement, Ehrlich beneficially owns, and has the sole power to direct the vote and disposition of, 10,000 shares of Common Stock or approximately 0.1% of the outstanding Common Stock.
- (iii) On the date of this statement, ST Investors beneficially owns, and has the sole power to direct the vote and disposition of, 31,350 shares of Common Stock or approximately 0.2% of the outstanding Common Stock. Sokolow, as the managing member of ST Investors, may be deemed to share the power to direct the vote and disposition of the shares of Common Stock beneficially owned by ST Investors.

The percentage of Common Stock reported as beneficially owned is based upon 15,578,142 shares outstanding as reported by the Company in its Annual Report on Form 10-K for the fiscal year ended December 31, 2001.

With the exception of Sokolow's interest in the shares of Common Stock beneficially owned by ST Investors by virtue of his position as managing member of ST Investors, each Reporting Person disclaims any beneficial interest in the shares of Common Stock held by the other Reporting Persons.

(c) The Reporting Persons effected the following transactions in the Common Stock during the past 60 days, all of which were executed on the open market:

- (i) Mr. Kanders:

# of Shares	Date	Average Cost
-----	----	-----
699,000	February 28, 2002	\$3.55
1,500	March 12, 2002	\$4.06
23,500	March 14, 2002	\$4.06
500	March 22, 2002	\$4.06
6,600	March 25, 2002	\$3.99
8,600	March 26, 2002	\$3.96
9,300	March 27, 2002	\$3.96
14,300	April 2, 2002	\$3.76
10,700	April 3, 2002	\$3.91

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700	April 4, 2002	\$4.01
2,500	April 8, 2002	\$4.06
8,300	April 9, 2002	\$4.05
5,400	April 10, 2002	\$4.06
21,350	April 11, 2002	\$4.24

- (ii) Mr. Ehrlich:

# of Shares	Date	Average Cost
-----	----	-----
4,250	April 5, 2002	\$4.06
5,750	April 8, 2002	\$4.06

- (iii) ST Investors:

# of Shares	Date	Average Cost
-----	----	-----
3,000	April 4, 2002	\$3.86
4,250	April 5, 2002	\$4.06
2,750	April 8, 2002	\$4.06
21,350	April 11, 2002	\$4.24

(d) No person, other than the Reporting Persons, has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock reported by this statement.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.

Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - Joint Filing Agreement

Exhibit 2 - Letter dated March 20, 2002 from Kanders to the Company.

Exhibit 3 - Letter dated April 1, 2002 from Kane Kessler, PC to the Company.

Exhibit 4 - Letter dated April 9, 2002 from Kane Kessler, PC to the Company.

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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.

Date: April 12, 2002

/s/ Warren B. Kanders

-----  
Warren B. Kanders

/s/ Burt R. Ehrlich

-----  
Burt R. Ehrlich

/s/ Nicholas Sokolow

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Nicholas Sokolow, individually and  
on behalf of S.T. Investors Fund, LLC



# SCHEDULE 13D JOINT FILING AGREEMENT

The undersigned and each other person executing this joint filing agreement (this "Agreement") agree that each of the undersigned is responsible for the timely filing of this statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained herein or therein; but none of the undersigned is responsible for the completeness or accuracy of the information concerning any other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In Witness Whereof, the undersigned have either signed this Agreement or caused this Agreement to be signed by their respective officers thereunto duly authorized as of the date set forth below.

Date: April 12, 2002

/s/ Warren B. Kanders

-----

Warren B. Kanders

/s/ Burt R. Ehrlich

-----

Burt R. Ehrlich

/s/ Nicholas Sokolow

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Nicholas Sokolow, individually and  
on behalf of S.T. Investors Fund, LLC

KANDERS & COMPANY, INC.  
TWO SOUNDVIEW DRIVE  
GREENWICH, CONNECTICUT 06830

March 20, 2002

Mr. Stephen P. Jeffrey  
Chairman, President and Chief Executive Officer;  
and the Secretary and Board of Directors  
Clarus Corporation  
3970 Johns Creek Court  
Suwanee, Georgia 30024

Dear Sirs:

We are writing to you as a significant shareholder (owner of 724,000 shares of the Company's stock held in street name) to express our concerns regarding the decline in the overall performance of Clarus Corporation (the "Company") and the negative performance of the Company's common stock. Specifically:

- o The Company's revenues during the first three (3) quarters of 2001 decreased 34.7%, 40.6% and 77.7% respectively, from a year ago.
- o The Company's common stock is currently trading near the bottom of its 52 week range, less than three (3%) percent of its peak price of \$136.00 per share two years ago and at approximately 50% of management's lowered forecast of the Company's cash low watermark for fiscal year 2002.
- o The high turnover of senior management, including the loss of the Company's Executive Vice President and Chief Strategy Officer in the face of an extremely challenging sales environment.
- o Management's withdrawal of its forecast of being cash flow positive in fiscal year 2002.
- o Current cash burn rate of approximately \$4 million a quarter.
- o No sign of improved traction of the Company's software technology.

Unfortunately, the Company's efforts to address these concerns have not been successful.

Mr. Stephen P. Jeffrey  
Clarus Corporation  
March 20, 2002  
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We are dismayed by the Company's lack of success in responding to these issues. To date, the Company's business strategies have failed to maximize the Company's assets for the benefit of stockholders resulting in a stagnant stock price. As you know a stagnant share valuation restricts the Company's ability to motivate and build wealth for employees, thereby reducing its ability to attract high caliber talent, and to pursue accretive acquisitions.

It is therefore critical that the Company consider various strategic alternatives to its current strategy of "business as usual" by promptly implementing certain specific actions to enhance shareholder value, including:

- o My appointment or election to the Board of Directors, together with two of my colleagues, persons with substantial economic and financial expertise and business acumen to present the Company with, and who are capable of implementing, strategic alternatives.
- o Retention of a recognized investment banking firm to evaluate the potential sale of the Company's software technology and

maximize shareholder value through redeployment of the Company's capital, including cash and NOL.

- o Drastically reduce the Company's burn rate pending Board review of the strategic alternatives presented.

My two colleagues and I meet all the criteria for serving on the Board of Directors required by applicable law and the Company's bylaws and are amenable to serving as directors of the Company if nominated in connection with the Company's 2002 annual meeting of shareholders.

By way of background, I have served as the Chairman of the Board of Armor Holdings, Inc. (NYSE) since January 1996, and Vice Chairman of the Board of Benson Eyecare Corporation (NYSE) from October 1992 to May 1996. I have a proven track record of significantly enhancing shareholder value, not only in Armor Holdings and Benson Eyecare, but with other small and midsize public companies, utilizing my substantial experience in mergers and acquisition strategies and investment activities. As Chairman of Armor Holdings my contributions to strategic planning, growth through acquisition, and investor relations have contributed to Armor's market capitalization increasing from \$6 million to \$800 million during the six years in which I have been involved. Similarly, during my tenure at Benson Eyecare, its financial performance and market capitalization increased in similar fashion. You can be assured that I will bring the same effort, expertise and recognition in the investment community to the benefit of Clarus.

Mr. Stephen P. Jeffrey  
Clarus Corporation  
March 20, 2002  
Page 3

My two colleagues, Burt R. Ehrlich and Nicholas Sokolow, who I am also proposing for nomination as directors of the Company, have also played active and strategic roles in Armor Holding's growth in their capacity as directors.

For your review, listed below our biographical information.

Warren B. Kanders: I am a 44 years old, an independent investor and financial consultant, and I have served as the Chairman of the Board of Armor Holdings, Inc. (NYSE) since January 1996. I also serve as a director on the Board of several investment companies including Avocet European Technology Fund Limited, a privately held investment company focused on public technology investments in the EU market, and from October 1992 to May 1996, I served as Vice Chairman of the Board of Benson Eyecare Corporation (NYSE). My address is c/o Kanders & Company, Inc., Two Soundview Drive, Greenwich, Connecticut 06830.

Burt R. Ehrlich: Mr. Ehrlich, also an independent investor, is 62 years old and has served as a director of Armor Holdings, Inc. since January 1996. He has also served as Chairman of the Board of Langer, Inc. (NASDAQ) since February 2001, and served as Chairman and Chief Operating Officer of Ehrlich Bober Financial Corp. (the predecessor of Benson Eyecare Corporation) from December 1986 until October 1992 and as a director of Benson Eyecare Corporation from October 1992 until November 1995. Mr. Ehrlich's address is Two Soundview Drive, 3rd Floor, Greenwich, CT 06830.

Nicholas Sokolow: Mr. Sokolow, a practicing attorney, is 51 years old and has served as a director of Armor Holdings, Inc. since January 1996. Since 1994 he has been a partner in the law firm of Sokolow, Dunaud, Mercadier & Carreras, and from June 1973 until October 1994, Mr. Sokolow was an associate and partner in the law firm of Coudert Brothers. Mr. Sokolow's address is c/o Sokolow, Dunaud, Mercadier & Carreras, 55 Avenue Kleber, Paris 75016 France.

Mr. Stephen P. Jeffrey  
Clarus Corporation  
March 20, 2002  
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This letter is submitted by me and on behalf of Messrs. Ehrlich

and Sokolow, each as independent investors, and not as representatives of any other person. I am available to meet in person or by telephone with any director that wishes to discuss our comments or recommendations. Be assured that our interest in Clarus, as investors intent on improving its value to stockholders, is long term and we believe that other stockholders may share our view. I request that a copy of this letter be given to all members of the Company's Board of Directors and look forward to receiving a prompt response.

Very truly yours,

KANDERS & COMPANY, INC.

By: /s/ Warren B. Kanders

-----

Warren B. Kanders, President

Kane Kessler, P.C.  
1350 Avenue of the Americas  
New York, New York 10019

(212) 519-5101  
jtullman@kanekessler.com

April 1, 2002

By Facsimile to (770) 291-4973  
and by Regular Mail  
-----

Mr. Stephen P. Jeffery  
Chairman, President and Chief Executive Officer;  
and the Secretary and Board of Directors  
Clarus Corporation  
3970 Johns Creek Court  
Suwanee, Georgia 30024

Dear Mr. Jeffery:

We represent Mr. Warren B. Kanders and address this letter to you in furtherance of his letter dated March 20, 2002 to you and the Board of Directors of Clarus Corporation ("Company"). Mr. Kanders currently owns 749,000 shares of Company stock, almost as many shares as all current executive officers and directors combined. In fact, certain directors of the Company affiliated with venture capital firms appear to have sold virtually their entire equity interest in the Company (according to 13G Statements filed with the S.E.C., although such directors purport to disclaim beneficial ownership of such shares), not exactly a vote of confidence in management or the Company's future.

In his letter, Mr. Kanders noted many deficiencies in the financial performance of the Company over the past two years, a financial performance which has not been addressed by management or the Board and which has resulted in the loss of millions of dollars of shareholder equity. Furthermore, the Company's Form 10-K for 2001 just filed with the SEC, confirms further erosion in the Company's financial position, reflecting poor judgment and lack of operational control by management:

Mr. Stephen P. Jeffery  
April 1, 2002  
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o Loss on impairment of investments of	\$15,400,000
o Loss on impairment of intangible assets of	36,800,000
o Loss on impairment of marketable securities of	1,000,000
o Provision for doubtful accounts of \$5,500,000 on revenues of 17,000,000	5,500,000
	-----
Total Additional Diminution of Equity	\$58,700,000

Be assured that Mr. Kanders is not prepared to let the status quo continue. He has volunteered his services and those of his two colleagues, as nominees to the Board, and has offered to meet with the Board to discuss his candidacy and recommendations to improve the Company's performance. To date, Mr. Kanders has not had the courtesy of a response. Do not mistakenly believe that you can stonewall Mr. Kanders to inaction. Mr. Kanders is a long term investor with the resolve to achieve his objective. Pending resolution of Mr. Kanders concerns, we caution the Board and management to refrain from any actions enhancing their financial interests to the detriment of the Company's

shareholders.

Finally, we wish to point out that recent analysis of corporate governance suggests that staggered boards tend to reduce shareholder returns by approximately 10% as compared to single class boards. We therefore suggest on behalf of Mr. Kanders and all other stockholders that management discontinue the staggered board at the current annual meeting of stockholders and nominate a single slate of directors, including Mr. Kanders' nominees. Since the Board presumably met recently to approve the Company's Form 10-K, your failure to respond to Mr. Kanders letter is unacceptable. Accordingly, please be advised that unless Mr. Kanders or our office receives confirmation promptly of management's intention to nominate Mr. Kanders and his proponents for election to the Board of Directors at the Company's next annual meeting of stockholders, he is prepared to propose his own slate of nominees and solicit proxies in opposition to management's nominees and take such further actions as he deems appropriate without further notice.

Mr. Stephen P. Jeffery

April 1, 2002

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Decisive action by the Board to change the Company's course is urgently required. While Mr. Kanders remains willing to meet with management and the Board to explore new and creative avenues for unlocking stockholder value, should a proxy contest ensue, such opportunity will be lost.

Kindly present this letter to the independent directors of the Company.  
We await your response.

Very truly yours,

/s/ Jeffrey S. Tullman

JST:gjj

Kane Kessler, P.C.  
1350 Avenue of the Americas  
New York, New York 10019

(212) 519-5125  
ahaigian@kaneessler.com

April 9, 2002

Sharon L. McBrayer, Esq.  
Womble Carlyle Sandridge & Rice  
One Atlanta Center  
1201 West Peachtree Street, Suite 3500  
Atlanta, Georgia 30309

Re: Clarus Corporation  
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Dear Ms. McBrayer:

We are in receipt of your letter of April 5, 2002, and have forwarded it to Mr. Kanders. Please be advised that Mr. Kanders welcomes the opportunity to meet with Clarus' Chairman of the Board and Chief Executive Officer and the independent members of the Board of Directors.

Mr. Kanders' agenda is simple. He is looking to reverse Clarus' trend of quarter upon quarter of disappointing results and loss of significant shareholder value. To that end, he and his nominees to Clarus' Board are prepared to explore all viable alternatives to put an end to Clarus' erosion in shareholder value. Each of Mr. Kanders and his proposed nominees to Clarus' Board (each of whose nominations were provided to Clarus in Mr. Kanders' initial letter of March 20, 2002, which was submitted in a timely fashion in accordance with Clarus' bylaws for inclusion in this year's annual meeting of shareholders) is prepared to provide Clarus with a statement agreeing to be named in Clarus' proxy statement and to serve on Clarus' Board if elected by the shareholders.

Mr. Kanders' and his nominees' record of running public companies and multiplying shareholder value is self-evident, and he is prepared to discuss their respective qualifications. We appreciate your reminder of Mr. Kanders' obligations under the federal securities laws. Please be assured that Mr. Kanders, through his own experience and with the advice of counsel, including special Delaware counsel, will fully comply with his legal obligations.

Sharon L. McBrayer, Esq.  
April 9, 2002  
Page 2

Please call me to schedule a meeting between Mr. Kanders and the Clarus representatives identified above. You should be aware of Mr. Kanders' resolve in putting forth his own slate of directors for nomination if Clarus does not include his nominees for election at this year's annual meeting of shareholders, together with any other proposals they may deem appropriate under the circumstances. Similarly, any attempt by Clarus to increase the size of its Board or to otherwise circumvent the nomination of Mr. Kanders and his colleagues will be viewed as not being in the best interests of the shareholders, and Mr. Kanders reserves the right to, among other things, name additional nominees in such event.

A prompt meeting of Mr. Kanders and the named Clarus representatives is therefore urged and, in Mr. Kanders' view, in the best interests of all shareholders.

I look forward to hearing from you.

Very truly yours,

/s/ Aris Haigian

AH:nc

cc: Mr. Warren B. Kanders  
Robert L. Lawrence, Esq.  
C. Stephen Bigler, Esq.