

</TABLE>

(Over)
SEC 1474

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

* If the form is filed by more than one reporting person, see Instruction 4(b) (v).

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FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<TABLE>
<CAPTION>

1. Title of Derivative Security (Instr. 3)	2. Conver- sion of Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Benefi- cially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Owner- ship (Instr. 4)
<S> Unit Purchase Option (1)	<C> (1)	<C> 05/02/01	<C> J	<C> 2,321,334	<C> imed 04/16/06	<C> Common Stock 2,321,334	<C> (1)	<C> 6,050,254	<C> D	<C> (2)
Unit Purchase Option (1)	(1)	05/02/01	I	750,080	imed 04/16/06	Common Stock 750,080	(1)	14,136,976	I	(3)
Convertible Note	\$.50	05/02/01	P	4,000,000	imed 10/16/02	Common Stock 4,000,000	(4)		I	(4)
Warrants	\$.93	05/02/01	P	4,000,000	(4) (4)	Common Stock 4,000,000	(4)	9,370,976	I	(4)
Warrants	\$.50	05/02/01	J	900,000	(5) (5)	Common Stock 900,000	(5)	900,000	I	(5)

</TABLE>

Explanation of Responses:

See attached footnotes.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Commonwealth Associates, L.P.
By: Commonwealth Associates Management Company, Inc.

/s/ Joseph Wynne
September 4, 2001

** Signature of Reporting Person
Joseph Wynne
Chief Financial Officer
Date

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

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FOOTNOTES

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(1) These are options to purchase "Units" at an exercise price of \$100,000 per Unit. Each Unit consists of 10,000 shares of Series C Convertible Preferred Stock (each such share being convertible into 20 shares of Common Stock) and warrants to purchase 200,000 shares of Common Stock at an exercise price of \$.93 per share. Unit Purchase Options were issued to Commonwealth Associates, L.P. ("Commonwealth") by eB2B Commerce, Inc. (the "Company") in consideration of services performed in connection with a private placement of convertible notes

and warrants which closed on May 2, 2001 (the "Private Placement"). Certain of the Unit Purchase Options were distributed by Commonwealth to its employees, including Michael S. Falk (among others).

(2) These securities are owned directly by Commonwealth, the general partner of which is Commonwealth Associates Management Co. ("CAMC"). Michael S. Falk ("Falk") and Robert Priddy ("Priddy") are directors and shareholders of CAMC. Falk is the Chairman and principal shareholder of CAMC, which is the principal partner of Commonwealth. Falk and Priddy disclaim beneficial ownership of the securities held by Commonwealth other than that portion which corresponds with their respective interests in Commonwealth.

(3) These Unit Purchase Options were distributed to Falk by Commonwealth. The 14,136,976 shares identified as beneficially owned by Falk includes (i) 6,050,254 shares of derivative securities owned by Commonwealth, (ii) 900,000 shares of derivative securities owned by ComVest Venture Partners, LP (see note 5) and (iii) 3,462,246 shares of derivative securities owned by ComVest Capital Partners, LLC. Falk disclaims beneficial ownership of the securities held by ComVest Venture Partners, LP and ComVest Capital Partners, LLC other than that portion which corresponds with his interests in such entities.

(4) These Convertible Notes and Warrants were sold as units in the Private Placement. Each of these units, purchased at a purchase price of \$100,000 per unit, consisted of Convertible Notes in the principal amount of \$100,000, and Warrants to purchase 200,000 shares of Common Stock. The Convertible Notes and Warrants identified on this Form 4 were purchase in the Private Placement by RMC Capital, LLC ("RMC") for an aggregate purchase price of \$2,000,000 (20 units). Priddy is a manager and the principal of RMC and disclaims beneficial ownership of the securities held by RMC other than that portion which corresponds with his membership interest therein. The 9,370,976 shares identified as beneficially owned on this line consists of the 8,000,000 shares owned by RMC (through the Convertible Notes and Warrants), and an additional 1,370,976 of derivative securities owned directly by Priddy. These Warrants are exercisable for a period of two years from the earlier of (i) the date the Company receives shareholder approval of the Private Placement, (ii) the date shareholder such approval is no longer required (whether because the Company's Common Stock is no longer listed on NASDAQ or otherwise), or (iii) October 1, 2001 (if the holders of the Warrants exercise their right to accelerate the initial exercise date due to the Company's failure to receive shareholder approval).

(5) These Warrants were issued to ComVest Venture Partners, LP in consideration of its making available to the Company a line of credit. The Company terminated the line of credit without making any borrowings thereunder. This Warrants are exercisable for a period of five years from the earlier of (i) the date the Company receives shareholder approval of the Private Placement, (ii) the date shareholder such approval is no longer required (whether because the Company's Common Stock is no longer listed on NASDAQ or otherwise), or (iii) October 1, 2001 (if the holders of the Warrants exercise their right to accelerate the initial exercise date due to the Company's failure to receive shareholder approval).

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JOINT FILER INFORMATION AND AUTHORIZATION

Name: Commonwealth Associates Management Company, Inc.
830 Third Avenue
New York, New York 10022

Designated Filer: Commonwealth Associates, LP

Issuer & Ticker Symbol: eB2B Commerce, Inc. (EBTB)

Statement Month/Year: May 2001

Signature: By: /s/ Joseph Wynne

Joseph Wynne, Chief Financial Officer

Name: Michael S. Falk
830 Third Avenue
New York, New York 10022

Designated Filer: Commonwealth Associates, L.P.

Issuer & Ticker Symbol: eB2B Commerce, Inc. (EBTB)

Statement Month/Year: May 2001

Signature: /s/ Michael S. Falk

Michael S. Falk

Name: RMC Capital, LLC
1640 Powers Ferry, Suite 125
Marietta, Georgia 30067

Designated Filer: Commonwealth Associates, L.P.

Issuer & Ticker Symbol: eB2B Commerce, Inc. (EBTB)

Statement Month/Year: May 2001

Signature: /s/ Robert Priddy

Robert Priddy, Manager

Name: Robert Priddy
1640 Powers Ferry, Suite 125
Marietta, Georgia 30067

Designated Filer: Commonwealth Associates, L.P.

Issuer & Ticker Symbol: eB2B Commerce, Inc. (EBTB)

Statement Month/Year: May 2001

Signature: /s/ Robert Priddy

Robert Priddy