## U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

|\_| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person\*  $\,$ 

Commonwealth Associ	iates, L.P.								
(Last)	(First)	(Midd	le)						
830 Third Avenue									
		reet)							
New York	New York	10022							
(City)	(State)	(Zip)							
2. Issuer Name and Tic									
eB2B Commerce, Inc.									
3. IRS Identification	Number of Reportin	ng Person, if	an Entity (Vol	untary)					
4. Statement for Month				======	====				
January 2002									
5. If Amendment, Date									
6. Relationship of Rep									
(Check all applicat	ole)								
X  Director  _  Officer (give	e title below)		0% Owner ther (specify )	below)					
7. Individual or Joint				======	====				
_  Form filed by  X  Form filed by									
* If the Ferm is filed									
* If the Form is filed 4(b)(v).	a by more than one	Reporting Fer	son, see mscr	Page 2	of 4				
Table I	Non-Derivative Second or Benefici	curities Acqui ally Owned	red, Disposed	of,					
<table> <caption></caption></table>					====				
			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially		7. Nature of	
1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)			(A) or (D)		Owned at End of Month (Instr. 3 and 4)	Indirect	Beneficial	
<s></s>	<c></c>		> <c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	

													Reminder: Report of owned directly or	\_		or each c	lass of s	ecuri		ficially Page 3 of	4					
FORM 4 (continued)																										
Table II Deriva (e.g.,	tive Secur puts, cal							l																		
======================================	======	======	======	======				==																		
1. Title of Derivative	2. Conversion or Exercise Price of Deriv- ivative ative		Code	or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year) Date Expira-		7. Title and of Underl Securitie (Instr. 3	Lying es B and 4) Amount or Number	Deriv- ative Secur- ity	9. Number of Deriv-ative Securities Beneficially Owned at End of Month	Security: Direct (D) or In- direct (I)	11. Nature of In-direct Bene-ficial Owner-ship													
Security (Instr. 3)	Secur- ity	Day/ Year)	Code V	(A)		Exer- cisable	tion Date	Title	of Shares	(Instr. 5)	(Instr. 4)	(Instr. 4)	(Instr. 4)													
<\$> Warrant to Purchase Common Stock						1/11/02																				
======================================	======			======	=====								:======													
Explanation of Res (1) This warrant we BEZB Commerce, Inc Commonwealth in co. which closed Janua Commonwealth Assocthe Chairman and pof Commonwealth. Most Commonwealth of Commonwealth.	as issued . (the "Connection w ry 11, 200 iates Mana rincipal s r. Falk di	mpany") i ith a pri 2. The ge gement Co hareholde sclaims b	n consider vate place neral par impany, In- er of CAMC eneficial	ration of ement of tner of Cc. ("CAMC, which i ownershi	the Common C"). M	vices perf Company's nwealth is Michael S. e principa the secur	formed by securities Falk is all partner ities hel	es d																		
\*\* Intentional mi Violations. Second	e 18 U.S.C	. 1001 an				ite Federa	ıl Crimina	1																		
By: Commonwealth A			t Company	, Inc.		March 7	2002																			
/S/ JOSEPH Witzhne						March 7	. 2002																			
\*\* Signature of Reporting Person

Date

Joseph Wynne Chief Financial Officer

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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JOINT FILER INFORMATION AND AUTHORIZATION

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

Designated Filer: Commonwealth Associates, LP

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

Statement Month/Year: January 2002

/s/ Joseph Wynne Signature:

Joseph Wynne, Chief Financial Officer

Name:

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

Commonwealth Associates, L.P. Designated Filer:

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

Statement Month/Year: January 2002

/s/ Michael S. Falk Signature:

Michael S. Falk