

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Trinad Capital L.P.		2. Date of Event Requiring Statement (Month/Day/Year) 02/08/2005	3. Issuer Name and Ticker or Trading Symbol EB2B COMMERCE INC /NY/ [EBTB.PK]	
(Last) (First) (Middle) 153 EAST 53RD STREET,, 48TH FLOOR	(Street) NEW YORK, NY 10022		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) _____ Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
(City) (State) (Zip)	6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	\$ 3,720,000	D <u>(1)</u>	

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trinad Capital L.P. 153 EAST 53RD STREET, 48TH FLOOR NEW YORK, NY 10022		X		
Trinad Advisors GP, LLC 153 EAST 53RD STREET, 48TH FLOOR NEW YORK, X1 10022		X		
ELLIN ROBERT S 153 EAST 53RD STREET				

155 EAST 55TH STREET, 48TH FLOOR NEW YORK, NY 10022	X	X	Chief Executive Officer
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Signatures

/s/ Robert S. Ellin		04/01/2005
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

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

Trinad Capital L.P. ("TC") is deemed to be the direct beneficial owner of 3,720,000 shares of Common Stock. Trinad Advisors GP, LLC ("TA") is deemed to be the indirect beneficial owner of all of the 3,720,000 shares of Common Stock as the general partner of TC and Robert Ellin ("Ellin") is deemed to be the indirect beneficial owner of the 3,720,000 shares of Common Stock as a member of TA and a limited partner of TC. Each of TA and Ellin disclaim beneficial ownership of the shares of Common Stock directly beneficially owned by TC (except for the indirect interest of TA by virtue of its being the general partner of TC and the indirect interest of Ellin by virtue of his being a member of TA and the indirect interest of Ellin by virtue of his being limited partner of TC).

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

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