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UNITED STATES 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(h) 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).

Richard

(First)

(Street)

(State)

New York

(Middle)

10012

(Zip)

(Print of Type Responses)

Cohan (Last)

665 Broadway

New York

(City)

1. Name and Address of Reporting Person*

	eB2B Commerce, Inc.										
3.	I.R.S. Identification Number of Reporting Person, if an entity (voluntary)										
4.	Statement for Month/Day	y/Year									
	04/29/03										
5.	If Amendment, Date of C	Original (M	onth/Day/Yea	r)							
6.	Relationship of Reporti	ing Person(s) to Issuer								
	X Director X Officer (give titl	le below)		10% Own		fy below)					
	President and CEO										
7.	Individual or Joint/Gro	oup Filing	(Check Appli	cable line	e)						
		D	_								
	X Form Filed by One										
	X Form Filed by One			rson							
	_ Form Filed by More	e than One	Reporting Pe								
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			e line fo		ass of securit	ties benef	ficially						
* If the 4(b)(filed by	more tha	n one rep	orting person,	, see Inst	cruction						
FORM 4 (cont	tinued)												
Table II					posed of, or I								
======================================	======	=======			========	=======		=					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans-	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans-action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	Expirati	ion Date Day/Year) Expira- tion	7. Title and of Unders Securitie (Instr. 3	Lying es	Deriv- ative Secur- ity (Instr.	9. Number of deriv- ative Secur- ities Bene- ficially Owned Follow- ing Reported Trans- action(s) (Instr. 4)	ity: Direct (D) or In- direct	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
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Convertible Note	\$0.101	4/29/03		J(1)	61,881	(2)	4/28/08	Common Stock	61,881	\$6,250	247,526	D	
		=======										=======	
	Represen private Reportin	ts amount placement g Person	financin	ng which i option at	row in connect nitially close any time to co mon stock of t	ed in July onvert the	y 2002. e						
/s/ Ric	chard S.					April 29	9, 2003						
**Sign	nature of	Reportin				Date	e						
	ntional m inal Viol		ents or om	nissions o	f facts const:	itute Fede	eral						

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.