

Edgar Filing: STENGEL MARC - Form 4/A

(Instr. 3)
COMMON STOCK, PAR VALUE
\$0.001 PER SHARE

action
Date
(Month/
Day/
Year)

action
Code
(Instr. 8)

or Disposed of (D)
(Instr. 3, 4 and 5)

Securities
Beneficial
Owned at
End of
Month
(Instr. 3
and 4)

| | Code | V | Amount | (A) or (D) | Price | 8,554,119* |
|----------------------|-----------------|---|--------|---------------|---------|------------|
| December 3, 2001 | Rule 144 (k) | J | 10,000 | D | \$0.031 | |
| December 4, 2001 | Rule 144 (k) | J | 10,000 | D | 0.03 | |
| December 5, 2001 | Rule 144 (k) | J | 5,000 | D | 0.031 | |
| December 6, 2001 | Rule 144 (k) | J | 15,000 | D | 0.03 | |
| December 10, 2001 | Rule 144 (k) | J | 5,000 | D | 0.025 | |
| | Rule 144 (k) | J | 10,000 | D | 0.026 | |
| December 12, 2001 | Rule 144 (k) | J | 11,000 | D | 0.025 | |
| December 13, 2001 | Rule 144 (k) | J | 4,400 | D | 0.023 | |
| | Rule 144 (k) | J | 6,600 | D | 0.024 | |
| December 14, 2001 | Rule 144 (k) | J | 10,000 | D | 0.015 | |
| December 17, 2001 | Rule 144 (k) | J | 5,000 | D | 0.017 | |
| | Rule 144 (k) | J | 5,000 | D | 0.018 | |
| December 18, 2001 | Rule 144 (k) | J | 10,000 | D | 0.019 | |
| | Rule 144 (k) | J | 5,000 | D | 0.021 | |
| December 19, 2001 | Rule 144 (k) | J | 1,000 | D | 0.013 | |
| | Rule 144 (k) | J | 5,000 | D | 0.021 | |

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 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly
 (Print or Type Responses)

FORM 4 (continued)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--------------------------------|---|--|---|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
| ----- | ----- | ----- | ----- |
| ----- | ----- | ----- | ----- |
| ----- | ----- | ----- | ----- |
| ----- | ----- | ----- | ----- |

If the form is filed by more than reporting person, see Instruction 4(b)(v).
 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly

Explanation of Responses:

*This Form 4 is being filed as an amendment to the Form 4 filed with the Commission on January 4, 2002, and other previous Form 4's of Mr. Stengel, contained a notation that Mr. Stengel was "Chairman of a Group." This was an inadvertent error. Mr. Stengel has never served as Chairman of Sales Online and was not intended to be characterized as a "Possible Deemed Member of a Group". This Form 4 contains a mathematical error in the Form 4 filed January 4, 2002. As of December 31, 2001, Mr. Stengel did not own any shares of common stock of the Company, as disclosed in Section 5 of Table 1. Mr. Stengel beneficially owned common stock of the Company as of that date. Section 5 of Table 1 has been amended to correct this error.

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

/s/ Marc L. Stengel

Marc L. Stengel

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