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STENGEL MARC
Form SC 13D/A
October 15, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No.10)*

Sales Online Direct, Inc.

(Name of Issuer)

Common Stock of the Par Value of \$0.001 Per Share

(Title of Class of Securities)

794661108

(CUSIP Number)

Frank R. Goldstein, Sidley Austin Brown & Wood LLP, 1501 K Street, NW,
Washington, D.C. 20005;
(202) 736-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

October 9, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13D to report
the acquisition which is the subject of this Schedule 13D, and is filing this
schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following
box |_|.

Note. Schedules filed in paper format shall include a signed original
and five copies of the schedule, including all exhibits. See Rule 13d-7
for other parties to whom copies are to be sent.

(Continued on following pages)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities,
and for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see

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the Notes).

SCHEDULE 13D

CUSIP No. 794661108

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Marc L. Stengel

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b) (1)

3 SEC USE ONLY

4 SOURCE OF FUNDS* 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES 5,918,719

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY -0-

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 5,918,719

PERSON 10 SHARED DISPOSITIVE POWER

WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,918,719

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.92%(2)

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- 1 Footnote 1 to Item 2 of the Cover Page of Stengel's Schedule 13D, filed on May 31, 2001 with the Securities and Exchange Commission ("SEC"), is incorporated by reference herein. The Maryland case was settled among all the parties thereto pursuant to a Settlement Agreement dated October 23, 2001.
- 2 Assumes 120,157,447 shares of common stock of the Company are outstanding, as reported by the Company in the Company's Form 10-QSB filed with the SEC for the Company's fiscal quarter ended June 30, 2002.

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

Schedule 13D

Item 1. Security and Issuer

This statement on Schedule 13D relates to the shares of common stock, par value of \$0.001 per share (the "Common Stock"), of Sales Online Direct, Inc., a Delaware corporation (the "Company"). The address of the Company's principal executive offices is 4 Brussels Street, Suite 220, Worcester, Massachusetts 01610, as reported by the Company in the Company's Form 10-QSB filed with the Securities and Exchange Commission (the "SEC") for the Company's fiscal quarter ended June 30, 2002.

Item 5. Interest in Securities of the Issuer

(a) As of the close of business on October 9, 2002, Stengel beneficially owned 5,918,719 shares of the Common Stock of the Company, that represented as of the close of business on October 9, 2002, 4.92% of the issued and outstanding Common Stock of the Company, based on the 120,157,447 shares of Common Stock outstanding, as reported by the Company in the Company's Form 10-QSB filed with the SEC for the Company's fiscal quarter ended June 30, 2002.

(b) Stengel has sole power to vote and sole power to dispose of all shares of Common Stock of the Company beneficially owned by Stengel.

(c) A description of all transactions in the Common Stock of the Company that were effected by Stengel since the most recent filing on Schedule 13D is set forth on Schedule A attached hereto and incorporated by reference herein.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Stengel's shares of Common Stock of the Company.

(e) Stengel ceased to be the beneficial owner of more than five percent of the outstanding shares of the Company's Common Stock on or about October 9, 2002.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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Date: October 15, 2002

By: /s/ Marc L. Stengel

 Marc L. Stengel

SCHEDULE A
 Schedule of Transactions in the Shares

| Name | Date | No. of Shares Sold | Price Per Share (1) |
|---|----------------|-----------------------|------------------------|
| Common Stock, Par Value \$0.001 Per Share | March 18, 2002 | 10,000 | 0.48 |
| | | 10,000 | 0.50 |
| | March 19, 2002 | 2,500 | 0.57 |
| | | 10,000 | 0.555 |
| | | 11,050 | 0.55 |
| | | 10,000 | 0.53 |
| | | 8,000 | 0.51 |
| | | 10,000 | 0.50 |
| | March 20, 2002 | 350 | 0.55 |
| | | 1,000 | 0.52 |
| | | 21,000 | 0.45 |
| | March 21, 2002 | 10,000 | 0.52 |
| | | 3,500 | 0.51 |
| | | 10,000 | 0.50 |
| | | 10,000 | 0.49 |
| | March 22, 2002 | 3,000 | 0.48 |
| | | 10,000 | 0.47 |
| | March 25, 2002 | 10,000 | .41 |
| | March 26, 2002 | 10,000 | 0.295 |
| | | 6,000 | 0.30 |
| | | 1,000 | 0.335 |
| | | 1,000 | 0.38 |
| | March 27, 2002 | 5,000 | 0.245 |
| | | 3,000 | 0.246 |
| | | 10,000 | 0.255 |
| | | 5,000 | 0.26 |
| | March 28, 2002 | 5,000 | 0.24 |
| | | 5,000 | 0.235 |

| Name | Date | No. of Shares Sold | Price Per Share (1) |
|---------------|------|-----------------------|------------------------|
| | | 5,000 | 0.23 |
| | | 5,000 | 0.215 |
| | | 5,000 | 0.19 |
| | | 10,000 | 0.205 |
| April 1, 2002 | | 10,000 | .28 |
| | | 10,000 | 0.27 |
| April 2, 2002 | | 10,000 | 0.28 |

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| | | |
|----------------|--------|--------|
| | 10,000 | 0.27 |
| April 3, 2002 | 10,000 | 0.25 |
| April 4, 2002 | 10,000 | 0.175 |
| April 5, 2002 | 10,000 | 0.1825 |
| April 9, 2002 | 5,000 | 0.18 |
| April 10, 2002 | 5,000 | 0.165 |
| April 11, 2002 | 10,000 | 0.165 |
| April 12, 2002 | 10,000 | 0.15 |
| April 15, 2002 | 5,000 | 0.17 |
| April 16, 2002 | 4,500 | 0.175 |
| April 17, 2002 | 1,000 | 0.185 |
| | 5,000 | 0.18 |
| | 5,000 | 0.17 |
| April 18, 2002 | 5,000 | 0.195 |
| | 5,000 | 0.185 |
| April 19, 2002 | 5,000 | 0.165 |
| April 22, 2002 | 5,000 | 0.1675 |
| April 23, 2002 | 2,500 | 0.175 |
| April 24, 2002 | 5,000 | 0.1825 |
| April 25, 2002 | 5,000 | 0.175 |
| April 26, 2002 | 10,000 | 0.17 |
| | 5,000 | 0.165 |
| April 29, 2002 | 5,000 | 0.165 |
| April 30, 2002 | 15,000 | 0.17 |
| May 1, 2002 | 5,000 | 0.23 |
| | 10,000 | 0.17 |
| May 2, 2002 | 5,000 | 0.26 |
| | 10,000 | 0.235 |

| Name | Date | No. of Shares Sold | Price Per Share (1) |
|---------------|-------------|-----------------------|------------------------|
| | May 3, 2002 | 5,000 | 0.23 |
| | | 5,000 | 0.20 |
| | | 5,000 | 0.19 |
| | | 5,000 | 0.18 |
| May 6, 2002 | | 5,000 | 0.18 |
| May 7, 2002 | | 5,000 | 0.19 |
| | | 15,000 | 0.18 |
| May 8, 2002 | | 10,000 | 0.20 |
| | | 10,000 | 0.195 |
| | | 5,000 | 0.17 |
| May 9, 2002 | | 10,000 | 0.18 |
| May 20, 2002 | | 5,000 | 0.155 |
| May 24, 2002 | | 10,000 | 0.14 |
| | | 5,000 | 0.136 |
| May 31, 2002 | | 20,000 | 0.125 |
| June 3, 2002 | | 10,000 | 0.09 |
| | | 10,000 | .085 |
| June 5, 2002 | | 5,000 | 0.12 |
| | | 10,000 | 0.115 |
| | | 10,000 | 0.105 |
| | | 5,000 | 0.088 |
| June 6, 2002 | | 10,000 | 0.10 |
| June 7, 2002 | | 10,000 | 0.10 |
| June 10, 2002 | | 10,000 | 0.098 |
| June 11, 2002 | | 10,000 | 0.096 |
| June 12, 2002 | | 6,000 | 0.096 |
| June 13, 2002 | | 7,000 | 0.09 |
| June 14, 2002 | | 10,000 | 0.085 |

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| | | |
|---------------|--------|-------|
| June 18, 2002 | 10,000 | 0.085 |
| June 19, 2002 | 5,000 | 0.086 |
| June 21, 2002 | 5,000 | 0.086 |
| June 24, 2002 | 5,000 | 0.078 |
| | 5,000 | 0.08 |
| June 26, 2002 | 5,000 | 0.08 |
| June 27, 2002 | 5,000 | 0.08 |

| Name | Date | No. of Shares Sold | Price Per Share (1) |
|------|--------------------|-----------------------|------------------------|
| | June 28, 2002 | 5,000 | 0.085 |
| | July 16, 2002 | 10,000 | 0.073 |
| | July 18, 2002 | 10,000 | 0.075 |
| | July 22, 2002 | 10,000 | 0.073 |
| | July 29, 2002 | 5,000 | 0.077 |
| | | 10,000 | 0.075 |
| | July 30, 2002 | 3,000 | 0.075 |
| | July 31, 2002 | 5,000 | 0.077 |
| | | 1,000 | 0.076 |
| | | 2,000 | 0.074 |
| | August 1, 2002 | 10,000 | 0.08 |
| | August 2, 2002 | 3,500 | 0.1275 |
| | | 1,000 | 0.12 |
| | | 5,000 | 0.105 |
| | August 5, 2002 | 1,000 | 0.115 |
| | | 1,000 | 0.11 |
| | | 10,000 | 0.105 |
| | August 6, 2002 | 6,000 | 0.105 |
| | August 7, 2002 | 10,000 | 0.10 |
| | August 22, 2002 | 1,000 | 0.10 |
| | | 5,000 | 0.095 |
| | August 26, 2002 | 10,000 | 0.093 |
| | | 5,000 | 0.091 |
| | | 5,000 | 0.09 |
| | September 16, 2002 | 2,000 | 0.06 |
| | October 9, 2002 | 1,000 | 0.052 |
| | | 854,900 (Total) | |

 1 Does not include brokerage commission.