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DUTCHESS ADVISORS LTD
Form SC 13G
January 14, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d - 102)
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Pacel Corp
(NAME OF ISSUER)

COMMON STOCK
(TITLE OF CLASS OF SECURITIES)

693721306
(CUSIP NUMBER)

12/30/01
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH
THIS SCHEDULE IS FILED:

/ / RULE 13d-1(b)
/ X/ RULE 13d-1(c)
/ / RULE 13d-1(d)

1. NAMES OF REPORTING PERSONS: Dutchess Advisors Ltd.
Dutchess Private Equities Fund LP

The general partner of Dutchess Private Equities Fund LP is Dutchess Capital Management, LLC. The principals and managing members of Dutchess Capital Management, LLC that have decision making authority are Michael A. Novielli and Douglas H. Leighton. The directors and principals of Dutchess Advisors, Ltd. that have decision making authority are Michael A. Novielli, its President, and

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Douglas H. Leighton, its Secretary.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(A)
(B) /X/
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION : United States
5. SOLE VOTING POWER: 16,500,000
6. SHARED VOTING POWER: 16,500,000
7. SOLE DISPOSITIVE POWER: 0
8. SHARED DISPOSITIVE POWER: 0
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 16,500,000
10. CHECK IF THE AGGREGATE AMOUNT IN ITEM 9 EXCLUDES CERTAIN SHARES: NOT APPLICABLE
11. PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ITEM (9): 9.5%
12. TYPE OF REPORTING PERSON CO

SCHEDULE 13G

PART 2, PAGE 1

ITEM 1.

(A) NAME OF ISSUER: Pacel Corp

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

8870 Rixlew Lane, Suite 201 Manassas, Virginia 20109-3795

ITEM 2.

NAME OF PERSON FILING: Dutchess Advisors

Dutchess Private Equities Fund, LP

ADDRESS OF PRINCIPAL BUSINESS OR, IF NONE, RESIDENCE:

100 Mill Plain Rd, Danbury CT 06811

(C) CITIZENSHIP: United States

(D) TITLE OF CLASS OF SECURITIES: Common

(E) CUSIP NUMBER: 693721306

ITEM 3. IF STATEMENT IS FILED PURSUANT TO RULE 13d-1(b)

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OR 13d-2(b) OR (C): 13G

ITEM 4. OWNERSHIP 16,500,000

(A) AMOUNT BENEFICIALLY OWNED: 16,500,000

(B) PERCENT OF CLASS: 9.5%

(C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS: 16,500,000

(I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE: 16,500,000

(II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE: 16,500,000

(III) SOLE POWER TO DISPOSE OR TO DIRECT THE

DISPOSITION OF: 16,500,000

(IV) SHARED POWER TO DISPOSE OR TO DIRECT THE

DISPOSITION OF: 16,500,000

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF

ANOTHER PERSON: Not applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY

WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY

THE PARENT HOLDING COMPANY: Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

The general partner of Dutchess Private equities Fund LP is Dutchess Capital management, LLC. The principals and managing members of Dutchess Capital Management, LLC that have decision-making authority are Michael A Novielli and Douglas H Leighton. The directors and principals of Dutchess Advisors that have decision making authority are Michael Novielli, its President and Douglas Leighton, its secretary.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP: Not applicable

ITEM 10. CERTIFICATION:

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE NOT ACQUIRED AND ARE NOT HELD FOR THE PURPOSE OF OR WITH THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF THE SECURITIES AND WERE NOT ACQUIRED AND ARE NOT HELD IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING THAT PURPOSE OR EFFECT.

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.

/S/ Douglas Leighton

JANUARY 15, 2002

