

RATEXCHANGE CORP  
Form SC 13D  
June 20, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

RateXchange Corporation

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

754091106

(CUSIP Number)

Barry W. Blank, PO Box 32056, Phoenix,  
Arizona 85064, (602) 870-0004  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices and  
Communications)

November 26,

2001  
(Date of Event which Requires Filing of  
this Statement)

If the filing person has previously filed  
a statement on Schedule 13G to report the  
acquisition which is the subject of this  
Schedule 13D, and is filing this schedule  
because of Rule 13d-1(b)(3) or (4), check  
the following box [ ].

Note: if a paper filing is being made,  
six copies of this statement, including  
all exhibits, should be filed with the  
Commission. See Rule 13d-1(a) for other  
parties to whom copies are to be sent.

\*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  
any information which would alter  
disclosures provided in a prior cover  
page.

The information required on the remainder  
of this cover page shall not be deemed to  
be "filed" for the purposes of Section 18  
of the Securities Exchange Act of 1934  
("Act") or otherwise subject to the

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liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSON  
Barry W. Blank  
S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

2

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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3

SEC USE ONLY

4

SOURCE OF FUNDS\*  
PF

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CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E) [ ]

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CITIZENSHIP OR PLACE OF ORGANIZATION  
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SOLE VOTING POWER  
1,254,899 shares  
of Common Stock

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SHARED VOTING  
POWER  
None

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SOLE DISPOSITIVE  
POWER  
1,254,899 shares  
of Common Stock

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SHARED  
DISPOSITIVE POWER  
None

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AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY REPORTING PERSON  
1,254,899 shares of Common Stock

1  
2

CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN  
SHARES\* [ ]

1  
3

PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (11)  
5.4%

1  
4

TYPE OF REPORTING PERSON\*  
IN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT

Item 1. Security and Issuer.

The title and class of equity securities to which this statement relates are:

Common Stock, \$0.0001 par value.

The name, address and the principal executive offices of the issuer of such securities are:

RateXchange Corporation  
100 Pine Street  
Suite 500  
San Francisco, California  
94111-5101

Item 2. Identity and Background.

(a) The name of the reporting person is Barry W. Blank.

(b) Mr. Blank's address is:

PO Box 32056  
Phoenix, Arizona 85064

(c) Mr. Blank is a registered representative employed by Murphy & Durieu, a member of the New York Stock Exchange, 1661 East Camelback Road, Suite 201, Phoenix, Arizona 85016.

(d) During the last five years Mr. Blank has not been convicted in a criminal proceeding.

(e) During the last five years Mr. Blank was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is not subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Blank is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

Mr. Blank purchased six units from the

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issuer in a private financing on November 26, 2002 and, in connection with his participation in assisting the issuer in marketing the units as an employee of the placement agent, received two and one half placement agent warrants. These securities are currently convertible and/or exercisable for an aggregate of 1,254,899 shares of the issuer's common stock (the "Common Stock") as described herein. Each unit cost \$50,000 and consists of (i) a subordinated convertible note in the principal amount of \$50,000 currently convertible into Common Stock at the rate of \$0.37 per share, and (ii) currently exercisable warrants to purchase 12,500 shares of Common Stock at a price of \$0.37 per share. Each placement agent warrant currently permits Mr. Blank to purchase, at a price of \$60,000, an aggregate of 135,135 shares of Common Stock and warrants to purchase an aggregate of 12,500 shares of Common Stock at a price of \$0.37 per share. Accordingly, Mr. Blank owns a note that is currently convertible into an aggregate of 810,811 shares of Common Stock and warrants that are currently exercisable for an aggregate of 444,088 shares of Common Stock. These securities were purchased by the Barry W. Blank Trust. Mr. Blank is the Trustee and the beneficiary of this Trust.

The source of the funds for Mr. Blank's purchases was personal funds, none of which is represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, trading or voting the securities, or by a loan from a bank in the ordinary course of business.

#### Item 4. Purpose of Transaction.

Mr. Blank acquired the subject securities for purposes of investment and future sale. He has no plans or proposals that relate to or would result in:

(a) The acquisition by any person of additional securities of the issuer, or the disposition of such securities, except that he may acquire additional securities or dispose of securities of the issuer depending upon the then current business conditions of the issuer and the economy in general;

(b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving

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the issuer or any of its subsidiaries;

(c) A sale or transfer of a material amount of assets of the issuer or any of its subsidiaries;

(d) Any change in the current board of directors and management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;

(e) Any material change in the current capitalization or dividend policy of the issuer;

(f) Any material change in the issuer's business or corporate structure;

(g) Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions, which may impede the acquisition of control of the issuer by any person;

(h) Causing a class of securities of the issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(i) A class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12 (g) (4) of the Securities Exchange Act of 1934; or

(j) Any action similar to those enumerated above.

Item 5. Interest in Securities of the Issuer.

(a) Mr. Blank owns, through his Trust, a note which is currently convertible 810,811 shares of Common Stock and warrants which are currently exercisable for the purchase of 444,088 shares of Common Stock, or an aggregate of 1,254,899 shares, which currently represent approximately 5.4% of the outstanding shares of the Common Stock. This amount excludes any securities that may be owned by Mr. Blank's customers in which he has no beneficial or other interest and over which he has no voting or dispositive power.

(b) Mr. Blank has the sole power to vote, direct the vote, dispose and direct the disposition of all of the

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issuer's securities that he owns and the shares of Common Stock into which these securities are convertible or for which they are exercisable. He does not share with anyone the power to vote, direct the vote, dispose or direct the disposition of any other shares or the Common Stock.

(c) Mr. Blank has made no purchases or sales of the Common Stock within the past 60 days except as set forth herein.

(d) No person other than Mr. Blank has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the issuer's securities that he owns or the 1,254,899 shares of Common Stock into which these securities are convertible or for which they are exercisable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Mr. Blank is not a party to contracts, agreements, understandings or relationships (legal or otherwise) with respect to any securities of the issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

None.

Signature.

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

Dated: June , 2002

S/BARRY W. BLANK  
Barry W. Blank

CUSIP No. 754091106



