

ONLINE RESOURCES & COMMUNICATIONS CORP

Form SC 13G

February 13, 2002

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: ONLINE RESOURCES & COMMUNICATON CORP  
CENTRAL INDEX KEY: 0000888953  
STANDARD INDUSTRIAL CLASSIFICATION: 7389  
IRS NUMBER: 521623052  
STATE OF INCORPORATION: DE

FILING VALUES:

FORM TYPE: SC 13G  
SEC ACT: 34  
SEC FILE NUMBER: 005-56437  
FILM NUMBER: 758820

BUSINESS ADDRESS:

STREET 1: 7600 COLSHIRE DRIVE  
CITY: MCLEAN  
STATE: VA  
ZIP: 22102

MAIL ADDRESS:

STREET 1: 7600 COLSHIRE  
CITY: MACLEAN  
STATE: VA  
ZIP: 22102

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: BRUCE BENT ASSOCIATES, INC.  
CENTRAL INDEX KEY: 0001077567  
STANDARD INDUSTRIAL CLASSIFICATION: []  
IRS NUMBER: 65-1104941  
STATE OF INCORPORATION: FL  
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G

BUSINESS ADDRESS:

STREET 1: 950 THIRD AVENUE  
CITY: NEW YORK  
STATE: NY  
ZIP: 10022-2705  
BUSINESS PHONE: 2127526255

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WASHINGTON, D.C. 20549  
SCHEDULE 13G

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

ONLINE RESOURCES & COMMUNICATIONS CORPORATION

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

68273G101

-----  
(Cusip Number)

December 31, 2001

-----  
(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 13-d (b)
- Rule 13-d (c)
- Rule 13-d (d)

\*The remainder of this cover page shall be filled  
out for a reporting person's initial filing of 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 the Notes.)

[Continued on the following page (s)]  
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CUSIP No. 056032105 Page 2 of 4 Pages

-----  
1. Name of reporting person  
S.S. or I.R.S. identification no. of the above person

Bruce Bent Associates, Inc.  
65-1104941

-----  
2. Check the appropriate box if a member of a group  
(a) ( )  
(b) ( X )

-----  
3. SEC use only

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-----  
4. Citizenship or place of organization  
New York

-----  
Number of shares beneficially owned by each reporting  
person with:

5. Sole Voting Power

858,200  
-----

6. Shared Voting Power

0  
-----

7. Sole Dispositive Power

858,200  
-----

8. Shared Dispositive Power

0  
-----

9. Aggregate amount beneficially owned by each reporting person

858,200  
-----

10. Check if the aggregate amount in row (9) excludes certain  
shares\*

No  
-----

11. Percent of class represented by amount in row 9

6.453%  
-----

12. Type of Reporting person

IA

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SCHEDULE 13G

ITEM 1 (A): NAME OF ISSUER:

ONLINE RESOURCES & COMMUNICATIONS CORPORATION

1B: ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

7600 COLSHIRE DEIVE  
MCCLEAN, VIRGINIA 22102

ITEM 2(A): NAME OF PERSON FILING:

Bruce Bent Associates, Inc.

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ITEM 2(B): ADDRESS OF PRINCIPAL BUSINESS OFFICE:

950 Third Avenue  
New York, New York 10022-2705

ITEM 2(C) CITIZENSHIP:

See Item 4 of Cover Page

ITEM 2(D): TITLE OF CLASS OF SECURITIES:

See Cover Page

ITEM 2(E) CUSIP NUMBER

See Cover Page

ITEM 3: TYPE OF REPORTING PERSON:

If this statement is filed pursuant to sections 240.13d-1 (b) or 240.13d-2 (b) or (c), check whether the filing person is a:

(e)  An investment adviser in accordance with Section 240.13d-1 (b) (1) (ii) (E)

ITEM 4: OWNERSHIP:

:

(a) AMOUNT BENEFICIALLY OWNED:  
Bruce Bent Associates, Inc., in its capacity investment advisor, may be deemed the beneficial owner of 858,200 shares of common stock of the Issuer which are owned by investment advisory client(s).

(b) PERCENT OF CLASS: 6.453%

(c) For information on voting and dispositive power with respect to the above listed shares, see Items 5 - 8 of Cover Page.

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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 CLASSIFICATIONS OF MEMBERS OF THE GROUP:

Not Applicable

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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 acquired in the ordinary course of business and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE:

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

Date: January 31, 2002

Signature: --//Bruce D. Bent//--  
Name and Title: BRUCE D. BENT  
PRESIDENT