

Edgar Filing: INTERCALLNET INC - Form 3

INTERCALLNET INC
Form 3
March 11, 2002

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/ OMB APPROVAL /
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| FORM 3 | U.S. SECURITIES AND EXCHANGE COMMISSION
+-----+ Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Stanford Venture Capital Holdings, Inc.

(Last) (First) (Middle)

(Street)

5050 Westheimer Road
Houston, Texas 77056

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year) February 28, 2002

3. I.R.S Identification Number of Reporting Person, if an entity
(Voluntary) -----

4. Issuer Name and Ticker or Trading Symbol Intercallnet, Inc. ("ICLN")

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

___ Director ___ Officer X 10% Owner ___ Other

(give title below) (specify below)

6. If Amendment, Date of Original (Month/Day/Year)

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7. Individual or Joint/Group Filing (Check Applicable Line)

____ Form Filed by One Reporting Person
 X Form filed by More than One Reporting Person

Table I--Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Series A Convertible Preferred Stock, par value \$0.0001 per share	1,500,000	D	(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 * If the form is filed by more than one reported person, see Instruction 5(b)(v).

FORM 3 (continued)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security
	Date Exercisable	Title	Amount or Number of Shares

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Warrant	2/28/02	2/27/07	Common Stock, par value \$0.0001 per share	83,334	\$1.50
Warrant	2/28/02	2/27/07	Common Stock, par value \$0.0001 per share	83,334	\$1.00
Warrant	2/28/02	2/27/07	Common Stock, par value \$0.0001 per share	250,000	\$.85
Warrant	2/28/02	2/27/07	Common Stock, par value \$0.0001 per share	250,000	\$.65
Warrant	2/28/02	2/27/07	Common Stock, par value \$0.0001 per share	250,000	\$.45
Warrant	2/28/02	2/27/07	Common Stock, par value \$0.0001 per share	166,666	\$.25
Warrant	3/12/02	3/12/07	Common Stock, par value \$0.0001 per share	83,334	\$1.50
Warrant	3/12/02	3/12/07	Common Stock, par value \$0.0001 per share	83,334	\$1.00
Warrant	3/12/02	3/12/07	Common Stock, par value \$0.0001 per share	250,000	\$.85
Warrant	3/12/02	3/12/07	Common Stock, par value \$0.0001 per share	250,000	\$.65
Warrant	3/12/02	3/12/07	Common Stock, par value \$0.0001 per share	250,000	\$.45
Warrant		3/12/02	3/12/07	Common Stock, par value \$0.0001 per share	166
Warrant		3/27/02	3/27/07	Common Stock, par value \$0.0001 per share	83
Warrant		3/27/02	3/27/07	Common Stock, par value \$0.0001 per share	83
Warrant		3/27/02	3/27/07	Common Stock, par value \$0.0001 per share	250
Warrant		3/27/02	3/27/07	Common Stock, par value \$0.0001 per share	250
Warrant		3/27/02	3/27/07	Common Stock, par value \$0.0001 per share	250
Warrant		3/27/02	3/27/07	Common Stock, par value \$0.0001 per share	166

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(1) These securities are directly beneficially owned by Stanford Venture Capital Holdings, Inc. and may be deemed to be indirectly beneficially owned by R. Allen Stanford. Mr. Stanford disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

/s/ Yolanda M. Suarez ----- Stanford Venture Capital Holdings, Inc. Secretary	March 11, 2002 ----- Date
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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).

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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JOINT FILER INFORMATION

Name: Stanford Venture Capital Holdings, Inc.
Address: 5050 Westheimer Road
Houston, Texas 77056
Designated Filer: Stanford Venture Capital Holdings, Inc.
Issuer and Ticker Symbol: Intercallnet, Inc. ("ICLN")
Date of Event Requiring Statement: February 28, 2002
Signature: Stanford Venture Capital Holdings, Inc.
By: /s/ Yolanda M. Suarez

Yolanda M. Suarez
Secretary

JOINT FILER INFORMATION

Name: R. Allen Stanford
Address: c/o Stanford Venture Capital Holdings, Inc.
5050 Westheimer Road
Houston, Texas 77056
Designated Filer: Stanford Venture Capital Holdings, Inc.
Issuer and Ticker Symbol: Intercallnet, Inc. ("ICLN")

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Date of Event Requiring
Statement:

February 28, 2002

Signature:

/s/ R. Allen Stanford

R. Allen Stanford