

Edgar Filing: INTERCALLNET INC - Form 3/A

INTERCALLNET INC
 Form 3/A
 March 12, 2002

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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)

-
- Name and Address of Reporting Person*
 Stanford Venture Capital Holdings, Inc.

(Last)	(First)	(Middle)
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 5050 Westheimer Road

(Street)		
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 Houston TX 77056

(City)	(State)	(Zip)
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 - Date of Event Requiring Statement (Month/Day/Year) February 28, 2002

 - IRS Identification Number of Reporting Person if an Entity (Voluntary)

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

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

<input type="checkbox"/> Director	<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> 10% Owner	<input type="checkbox"/> Other
	(give title below)		(specify below)

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6. If Amendment, Date of Original (Month/Day/Year) March 11, 2002

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

- Form Filed by One Reporting Person
 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)
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Series A Convertible Preferred Stock, par value \$0.0001 per share	1,500,000	D	(1)
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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 Exer-	Expira- tion	Title	Amount or Number of

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	Expirable	Date		Shares	
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
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Warrant	3/27/02	3/27/07	Common Stock, par value \$0.0001 per share	166,668	\$.25

(1) These securities are directly beneficially owned by Stanford Venture Capital Holdings, Inc. and may be deemed to be indirectly beneficially owned by R.

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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.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

/s/ Yolanda M. Suarez March 12, 2002

Stanford Venture Capital Holdings, Inc. Date

Explanation of Responses:

* If the form is filed by more than one reported person, see Instruction 5(b) (v).

** 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 is insufficient, See Instruction 6 for procedure.

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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

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Designated Filer: Stanford Venture Capital Holdings, Inc.

Issuer and Ticker Symbol: Intercallnet, Inc. ("ICLN")

Date of Event Requiring
Statement: February 28, 2002

Signature: /s/ R. Allen Stanford

R. Allen Stanford