OMB APPROVAL

OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response...1.0

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

## FORM 5

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(h) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).							
Form 3 Holdings Reported							
Form 4 Transactions Reported							
	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			
		YP.NET, Inc. (YPNT)					
(Last) (First) (Middle)							
	4.	Statement for Month/Year 12/31/02	-	If Amendment, Date of Original (Month/Year)			
(Street)	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)		7. Individual or Joint/Group Reporting (Check Applicable Line)			
		☐ Director ☒ 10% Owner					
St. John's, Antigua West Indies  (City) (State) (Zip)		☐ Officer (give title below) ☐ Other (specify below)		☐ Form filed by More than One Reporting Person			
	subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported  Name and Address of Reporting Person*  (Last) (First) (Middle)  Morris & Miller Ltd. Woods Centre, Friar's Hill Road, P.O. Box 1407  (Street)  St. John's, Antigua West Indies	subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported  Name and Address of Reporting 2. Person*  (Last) (First) (Middle)  Morris & Miller Ltd. Woods Centre, Friar's Hill Road, P.O. Box 1407  (Street)  6.	subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported  Form 4 Transactions Reported  Name and Address of Reporting Person*    Value	subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported  Form 4 Transactions Reported  Name and Address of Reporting Person*    VP.NET, Inc. (YPNT)			

	Table	e I — Non-Derivative	e Securities	Acquired,	Disp	osed o	f, or Beneficially O	wned	
I. Title of Security (Instr. 3)		Date, if any	3. Transaction 4 Code (Instr. 8)	I. Securities Acquired (A) 5. or Disposed of (D) (Instr. 3, 4 and 5)			Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect
				Amount	(A) or (D)	Price			
Common Stock	01/29/02		P4	1,000,000	Α	\$.08	10,350,000	D	
				Page 2					
				9					

## $\label{localization} \begin{tabular}{l} \textbf{Table II} $--$ Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

۱.	Title of Derivative 2. Security (Instr. 3)	Conversion or Exercise 3. Price of Derivative Security	Transaction Date 3A. (Month/Day/Year)	Deemed Execution 4. Date, if any (Month/Day/Year)	Transaction Code 5. (Instr. 8)	5. Number of Derivative Secu Acquired (A) or Disposed (Instr. 3, 4 and 5)		
						(A)	(D)	
_								
_								
			Р	age 3				

Date Exercisa Expiration Da (Month/Day/Y	ate		Underl Securi		Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10.	Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownershi (Instr. 4)
Date Exercisable	Expiration Date		Title	Amount or Number of Shares							
olanation o	of Respon	ses	<u> </u>								
			llse f gua M	/S/ Ilse F. Coo F. Cooper, Dir anagement & f of Morris & N [Seal]	ector Trust Ltd.		Feb 10	, 03			
	_	**Si	ignatu	re of Reportin	na Person		Date				

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

Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).