

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	November 30, 2011
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person COOPER ILSE F <small>(Last) (First) (Middle)</small> WOODS CENTRE FRIARS HILL ROAD, P O BOX W1407 <small>(Street)</small> ST JOHNS, B9 00000 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol YP CORP [YPNT]		3. Date of Earliest Transaction (Month/Day/Year) 01/02/2004		4. If Amendment, Date Original Filed (Month/Day/Year)		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price						
Common Stock	01/02/2004 ⁽¹⁾		J		15,000	D	⁽²⁾	10,560,062	I	See Footnote ⁽³⁾			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPER ILSE F WOODS CENTRE FRIARS HILL ROAD P O BOX W1407 ST JOHNS, B9 00000		X		
MATHEW & MARKSON, LTD WOODS CENTRE FRIARS HILL ROAD PO BOX W1407 ST JOHNS, B9 00000		X		

Signatures

/s/ Ilse F. Cooper		12/20/2005
<small>Signature of Reporting Person</small>		Date
/s/ Ilse F. Cooper, Managing Director of Mathew and Markson, Ltd.		12/20/2005

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) Estimated.
- (2) See Explanation (Exhibit 99).
- (3) Owned by the Reporting Person through Mathew and Markson, Ltd., a company jointly owned by the Reporting Person and her sister, and of which the Reporting Person is the Managing Director.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

* Explanation of Response:

As was reported in a Form 8-K filed on March 29, 1999, Mathew and Markson, Ltd. (and its sister company, Morris & Miller, Ltd.) initially acquired the Shares of Common Stock of the Issuer which are the subject of this Report pursuant to an agreement (the "Stock Purchase Agreement") signed and executed on March 16, 1999, between Telco Billing, Inc.; Mathew and Markson, Ltd.; Morris & Miller, Ltd.; and RIGL Corporation ("RIGL"), which was the former name of the Issuer. Mathew and Markson, Ltd. and Morris & Miller, Ltd. were the sole shareholders of Telco.

Pursuant to the Stock Purchase Agreement, Mathew and Markson, Ltd. surrendered its shares of Telco, and, in exchange, Mathew and Markson, Ltd. received 900,000 Shares of RIGL.

Subsequently, as reported in a Form 8-K filed on June 30, 1999, on June 15, 1999, 6,750,000 additional Shares of Common Stock of the Issuer were issued pursuant to the Stock Purchase Agreement.

Subsequently, as reflected in a Form 10-KSB filed on September 19, 2000, Mathew and Markson, Ltd. disposed of 50,000 Shares of Common Stock of the Issuer. This transaction was a gift.

Therefore, as of June 30, 2000, Mathew and Markson, Ltd. held 7,600,000 Shares of the Issuer's Common Stock.

In addition, and in connection with the acquisition of Telco, RIGL (the Issuer's predecessor) also agreed to pay Mathew & Markson, Ltd. \$5,000,000 as a discounted accelerated royalty payment for a 20-year license of the URLYellow-Page.Net.

Subsequently, in settlement of the Issuer's breach of, and noncompliance with, the original Acquisition Agreement and Extension Agreement with Telco (dated June 16, 1999), the Issuer agreed to pay \$550,000.00 to Mathew Markson, Ltd., and ultimately issued 2,975,062 shares of its Common Stock at \$0.09 per share, which value was based upon the average Bid and Ask Prices as of September 25, 2001.

This transaction brought Mathew and Markson, Ltd.'s holdings to 10,575,062 Shares as of December 15, 2003.

Subsequently, as was reflected in a schedule prepared by the Issuer's Transfer Agent, as of January 2, 2004, Mathew and Markson, Ltd, held - not 10,575,062 - but 10,560,062 shares of the Issuer's Common Stock, indicating that, between December 15, 2003, and January 2, 2004, Mathew and Markson, Ltd. had disposed of 15,000 shares of the Issuer's Common Stock, reducing its holdings to 10,560,062 Shares.

Therefore, as of January 2, 2004, the total number of Shares of Common Stock of the Issuer held by Mathew and Markson, Ltd. was as follows:

Prior Balance	10,575,062 Shares
(Disposition)	(15,000 Shares)
New Balance	10,560,062 Shares