

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-KSB/A

(Mark one)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2000

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-24217

YP.NET, INC.

(Name of Small Business Issuer in its Charter)

NEVADA 85-0206668  
(State or other jurisdiction of (IRS Employer  
incorporation or organization) Identification No.)

4840 EAST JASMINE STREET, SUITE 105 85205  
MESA, ARIZONA  
(Address of principal executive offices) (Zip Code)

(480) 654-9646

(Issuer's telephone number)

Securities registered under Section 12(b) of the Exchange Act: NONE

Securities registered under Section 12(g) of the Exchange Act:

COMMON STOCK, \$.001 PAR VALUE

(Title of Class)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No .  
- -

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [ ]

Registrant's revenues for its most recent fiscal year were \$15,836,422.

The aggregate market value of the common stock held by non-affiliates computed based on the closing price of such stock on July 24, 2001 was approximately \$6,460,919.

The number of shares outstanding of the registrant's classes of common stock, as of July 24, 2001 was 43,072,798.

Transitional Small Business Disclosure Format (check one): Yes No X.  
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AMENDMENT

The Annual Report filed on Form 10-KSB pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended September 30, 2000 filed by YP.Net, Inc. (the "Company") on January 16, 2001, is amended to add the information required by Part III of Form 10-KSB as the Company's Proxy Statement on Schedule 14A was not filed within 120 days of the filing of the 10-KSB and did not incorporate the information required by Part III by reference:

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS;  
COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

DIRECTORS AND EXECUTIVE OFFICERS

The directors and executive officers of YP.Net, their ages and positions are as follows:

<TABLE>

<CAPTION>

NAME	AGE	POSITIONS HELD(1)
<S>	<C>	<C>
Angelo Tullo	44	Chairman of the Board, Director, Chief Executive Officer and President
Walter Vogel	61	Vice Chairman of the Board, Director
Gregory B. Crane	36	Director
Daniel L. Coury, Sr.	47	Director
Harold A. Roberts	75	Director
Wallace Olsen	59	Director
DeVal Johnson	35	Director
Daniel Madero	36	Director of Operations
Pamela J. Thompson CPA	38	Chief Financial Officer, Treasurer, Secretary

<FN>

(1) All current directors serve until the next annual shareholders meeting or their earlier resignation or removal.

</TABLE>

Angelo Tullo has served as the Chairman of the Board of YP.Net since February 2000. Mr. Tullo was hired as Chief Executive Officer and President on September 10, 2000. Mr. Tullo is the president of Sunbelt Financial Solutions, Inc., an investment banking and consultant firm in Scottsdale, Arizona. For over twenty years, Mr. Tullo has been active as a business consultant. Mr. Tullo has actively worked with commercial financing and factoring for the past ten years. He has owned and operated factoring companies, leasing companies, consulting companies, wholesale companies, professional employment organizations, insurance agencies, heating and air-conditioning contractors, retail oil companies, real estate companies and restaurants. He is a former member of the CEO Club in New York.

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In February 2000, American Business Funding Corp. filed for protection under Chapter 11 of the Bankruptcy Code in the Federal District Court of Arizona. Mr. Tullo had previously been a director, officer and shareholder of American Business Funding prior to the time of its bankruptcy filing. Mr. Tullo and his former fellow shareholders have been involved in intense litigation regarding certain activities of one of the directors and a group of individuals that worked directly for that director. Mr. Tullo has been active during that entire time to protect the interests of all creditors in that case. That particular director's designees are still in control of the company and counterclaims have been filed.

Walter Vogel. Mr. Vogel has been a director of YP.Net since February 2000 and was previously a member of its board from March to October 1998. Mr. Vogel has been involved extensively in international business for many years. From 1996 to present, Mr. Vogel has been the owner and president of MC Management GmbH, a business-consulting firm in Ottenfing, Germany. Mr. Vogel has served as a director of several companies both in the United States and Europe.

Gregory B. Crane. Mr. Crane has been a director of YP.Net since February, 2000 and also served as its Director of Operations from February 2000 to September 2000. From September 1998 to June 1999, Mr. Crane was the General Manager of Telco Billing, Inc. ("Telco"). Mr. Crane owned and operated several businesses, including residential and commercial builders, multi-state mail order, and document-preparation companies, and was also the creator of the Yellow-Page.Net concept. Mr. Crane is a former member of the Young

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Entrepreneur's Organization ("YEO").

In connection with providing homestead declaration document preparation and

filing services, Mr. Crane and certain of these businesses have been subject to injunctive actions brought by the states of Arizona, Florida, Texas and Washington. These actions generally raised legal questions concerning mailer solicitations for document preparation services. Mr. Crane and various of the state plaintiffs have entered into consent orders in connection with these actions that required the modification of mailers and the payment of civil penalties, restitution, and attorneys' fees. The use of the mail solicitation for document preparation services was prohibited in the State of Washington. Mr. Crane voluntarily entered into an agreement with the State of Florida in connection with these matters and due to an error in type size made by the printing company; Mr. Crane technically violated that order. In connection with that violation of the Florida order, Mr. Crane is subject to a judgment in the amount of approximately \$1.4 million, plus accrued interest. Mr. Crane is attempting to resolve the Florida judgment.

Mr. Crane was also named in the action filed by the Federal Trade Commission ("FTC") against YP.Net and has been included in the stipulated preliminary order entered into by YP.Net and the FTC and approved by the FTC. The Stipulated Final Judgment and Order for Permanent Injunction and Other Equitable Relief by and between the FTC, Mr. Crane, Telco and YP.Net and others (the "Order") places certain restrictions on the way mail solicitations will appear. The Order has been approved by the U.S. District Court Judge and the matter is closed with no

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findings of wrong doing on the part of the company, its officers and directors or Mr. Crane. The Company believes that the Judgment will not adversely affect its operations. See "Legal Proceedings" in the Company's Form 10-KSB, filed with the SEC on January 14, 2001, for additional information.

Daniel L. Coury. Mr. Coury has served as a director of YP.Net since February 2000. For the last ten years, Mr. Coury's principal business has been Mesa Cold Storage, Inc., which owns and operates the largest cold storage facilities in Arizona. He is also involved in the ownership and operation of various real estate interests and business ventures.

Harold Roberts. Mr. Roberts has served as a director of YP.Net since February, 2000 and previously served as a director of its predecessor from 1994 to 1998. Mr. Roberts has practiced law in Santa Fe, New Mexico since 1955 and since 1975 has engaged primarily in matters regulated by various regulatory agencies, including the Securities and Exchange Commission. He has served as a director and president of SunRay Oil Company, a company engaged in drilling, exploration and distribution, from 1996 to present, as a director and officer of Candu, Inc., a company engaged in electronic marketing, from 1985 to the present, and as a director and president of Verilite Aircraft Corporation, a company engaged in aircraft development, from 1994 to the present. Mr. Roberts is a graduate of the University of Colorado Law School.

Wallace Olsen, Jr. Mr. Olsen is currently President of Venture 32 L.L.C., of Phoenix, AZ., a real estate development and operation company specializing in commercial real estate and office buildings. Since 1995, he is also chief executive officer of ITCOB, L.L.C., of Boston, MA., a large distributor of International parts and trucks in New England. Mr. Olsen is also President and Treasurer of Alternative Senior Care, L.L.C., "ASO" in Sanford, FL., a company providing health care services to people who have dementia or are in need of extended congregate care. ASO also provides for Assisted Living residents. Since 1995 Mr. Olsen has served as President of Kenilworth Capital Corporation, in Kenilworth, NJ., which owns and operates hotels and restaurants. Over the last 20 years, Mr. Olsen has been associated either as an owner or in an executive capacity with the following industries, Architectural Millwork, Glass-Mirror, Motion Pictures, Printing, and Transportation.

DeVal Johnson. Mr. Johnson has served as a director since October 1999. Mr. Johnson was the graphics designer and director of Telco Billing from September 1998 until June 1999 when the Company acquired it. Mr. Johnson was responsible for the design of the in-house sales presentation and creation of the corporate logo and image for YP.Net. From 1995 through 1998, Mr. Johnson was a graphics designer for Print Pro, Inc. Mr. Johnson is actively involved with Website promotion, interactive design and Internet advertising. Mr. Johnson also serves as an officer and board member of Simple.Net a national Internet service provider.

Based solely on review of reports under Section 16(a) of the Securities Exchange Act of 1934, as amended, that were filed by executive officers and directors and beneficial owners of 10% or more of YP.Net's common stock during the fiscal year ended September 2000, to the best of the Company's knowledge, all 16(a) filing requirements have been made through the fiscal year ended September 30, 2000. This information is based on a review of Section 16(a) reports furnished to YP.Net and other information.

ITEM 10. EXECUTIVE COMPENSATION

Officer Compensation

The following table reflects all forms of compensation for the fiscal years ended September 30, 2000, and September 30, 1999 for the Chief Executive Officer and the other two most highly compensated executive officers of YP.Net, whose salaries exceed \$100,000 annually, for the years stated.

<TABLE>  
<CAPTION>

SUMMARY COMPENSATION TABLE SEPTEMBER 30, 2000 AND 2001

NAME AND PRINCIPAL POSITION	Annual Compensation		
	FISCAL YEAR	SALARY	OTHER ANNUAL COMPENSATION
<S>	<C>	<C>	<C>
Angelo Tullo (1) Chief Executive Officer President	2001 2000	\$210,000	\$ 44,000 (1) \$ 21,000 (2)
Daniel Madero Director of Operations	2001	\$100,000	\$ 16,500 (3)
Pamela Thompson Chief Financial Officer, Secretary, Treasurer	2001	\$125,000	-
<FN>			
(1) Includes a bonus of 200,000 shares of YP.Net stock valued at \$.22 per share.			
(2) Includes 100,000 shares of YP.Net stock valued at \$.21 per share.			
(3) Includes 75,000 shares of YP.Net stock valued at \$.22 per share.			
</TABLE>			

Compensation Pursuant to Stock Options

No options were granted to executive officers during the fiscal year ended September 30, 2000, and through the nine-month period ended July 24, 2001.

Director Compensation

Upon appointment to the Board, Mr. Tullo was awarded 100,000 shares of YP.Net common stock and Mr. Vogel was awarded 75,000 shares. All other directors were awarded 50,000 shares. The 425,000 shares of common stock paid to the directors as compensation for their services were valued at \$.22 per share for a total value of \$93,500. Additionally, the directors receive \$2,000 per meeting or per quarter for their service on the Board and may receive \$250 per hour for services related to any Board Committee on which they serve.

Employment Agreements

Since February 2000 to August 2000, Gregory B. Crane has served as the Director of Operations of YP.Net. His services are provided through Business Executive Services, Inc., which began to receive compensation in May of 2000 in the amount of \$13,000 per month for these services. These services were provided "at will" and no written agreement exists.

1998 Stock Option Plan

YP.Net's Board of Directors adopted and its shareholders approved in June 1998 the 1998 Stock Option Plan (the "Plan"). The purpose of the Plan was to provide incentives to employees, directors and service providers to promote the success of YP.Net. The Plan provided for the grant of both qualified and non-qualified options to purchase up to 1,500,000 shares of its common stock at prices determined but in the case of incentive options, at a price not less than the fair market value of the stock on the date of the grant. The Plan is administered by the Board of Directors or by a committee appointed by the Board. As of July 24, 2001, all outstanding options to purchase YP.Net stock have expired and no options are currently outstanding under the Plan.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of July 24, 2001, the ownership of each person known by the Company to be the beneficial owner of five percent or more of the Company's Common Stock, each officer and director individually, and all officers and directors as a group. The Company has been advised that each person has sole voting and investment power over the shares listed below unless otherwise indicated.

<TABLE>

<CAPTION>

Name and Address OF BENEFICIAL OWNER	AMOUNT AND NATURE OF OWNERSHIP	PERCENT OF CLASS (1)
<S>	<C>	<C>
Angelo Tullo 4840 East Jasmine Street Suite 105 Mesa, AZ 85205	300,000 (2)	.74%
Walter Vogel 4840 East Jasmine Street Suite 105 Mesa, AZ 85205	195,000 (2)	.48%
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Name and Address OF BENEFICIAL OWNER	AMOUNT AND NATURE OF OWNERSHIP	PERCENT OF CLASS (1)
Gregory B. Crane 4840 East Jasmine Street Suite 105 Mesa, AZ 85205	75,500 (2)	.18%
Daniel L. Coury, Sr. 4840 East Jasmine Street Suite 105 Mesa, AZ 85205	180,000 (2)	.44%
Harold A. Roberts P.O. Box 101 Santa Fe, NM 87504	258,000 (2)	.63%
Wallace Olsen, Jr. 4840 East Jasmine Street Suite 105 Mesa, AZ 85205	547,500 (2)	1.34%
DeVal Johnson 4840 East Jasmine Street Suite 105 Mesa, AZ 85205	125,000 (2)	.31%
Matthew & Markson Ltd. (3) Woods Centre, Frair's Road P.O. Box 1407 St. John's Antigua, West Indies	7,600,000	18.7%

Morris & Miller Ltd. Woods Centre, Frair's Road P.O. Box 1407 St. John's Antigua, West Indies	9,325,000	23%
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All Directors as a Group (7 persons) <FN>	1,656,000	4.07%
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- (1) Based on 40,615,464 shares outstanding as of July 24, 2001. This amount excludes litigation & Collateral shares as well as returned shares held by the treasury. Collateral shares had been issued as collateral for obligations of YP.Net under two promissory notes. Upon payment of the notes, the shares will be returned to YP .Net.
- (2) Less than 0.01%.
- (3) The number of shares held by Matthew & Markson, Ltd. excludes 2,000,000 shares issued as collateral for a note payable issued by YP.Net see (1) above. These shares will be returned to YP.Net upon payment of the note.

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ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Note Conversion. YP.Net borrowed \$500,000 from Mr. Wallace Olsen, a shareholder who later became a member of the Board of Directors effective February 4, 2000. In September 1999, YP.Net repaid \$250,000 of the balance in cash and Mr. Wallace Olsen converted the remaining \$250,000, plus \$100,000 in accrued interest. into 400,000 shares of YP.Net's common stock with a total value of \$200,000; the stock was issued at a price of 50 cents per share

Acquisition of Telco. In June 1999, YP.Net's predecessor acquired all of the outstanding stock of Telco Billing, Inc. in exchange for 17,000,000 shares of YP.Net.'s common stock. Matthew & Markson, Ltd. and Morris & Miller, Ltd., as the shareholders of Telco, were issued 7,650,000 and 9,350,000 shares, respectively. As to these shares, the original acquisition agreement provided for certain put rights that were later terminated. In exchange for cancellation of the put rights, YP.Net agreed to provide the former Telco shareholders with a \$5,000,000 credit facility. Any loans made to these shareholders under this facility are to be secured by a pledge of YP.Net stock. Interest for borrowings under this facility is to be at least 0.25% higher than YP.Net's average borrowing costs. No advances in excess of \$1,000,000 may be made at any one time and no advances in excess of \$1,000,000 are to be made unless YP.Net has available at least 30 days operating capital plus other reserves. No advances are permitted to be made if YP.Net is in default with respect to any of its lender obligations. The credit facility has not been formally documented and no advances have been made or are expected until documentation is completed.

Gregory B. Crane and DeVal Johnson were employees of and primarily involved in the start-up of Telco. Mr. Crane continues to serve as one of the liaisons for Matthew & Markson, Ltd. and Morris & Miller, Ltd. and negotiated the acquisition of Telco by YP.Net's predecessor on behalf of the former Telco shareholders.

License of URL. In connection with the acquisition of Telco, YP.Net's predecessor also agreed to pay Matthew & Markson, Ltd. \$5,000,000 as a discounted accelerated royalty payment for a 20-year license of the URL Yellow-Page.Net. The accelerated payment was made under the terms of an

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Exclusive Licensing Agreement dated September 21, 1998, between Telco and Matthew & Markson, Ltd. The payment was originally to be paid in full upon the acquisition of Telco. The Company paid \$3,000,000 as a down payment; however, the Company defaulted on payment of the \$2,000,000 balance on August 15, 1999. To extend the payment obligations, YP.Net agreed to provide, for the benefit of Mathew & Markson, \$250,000 in tenant improvements for approximately one-half of its Mesa facility. The premises were leased to Matthew & Markson's designee for \$1.00 per year throughout the term of the 5-year lease. The annual fair rental value of the lease premises is \$4,500 per month. A one million dollars (\$1,000,000.00) extension fee may also be due. On November 15, 1999, YP.Net paid an extension fee of \$200,000. The \$200,000 extension fee was applied against the \$5,000,000 accelerated royalty payment and an additional \$2,000,000

was paid on the royalty payment in July 1999. Matthew & Markson, Ltd. also agreed to take a \$2,000,000 note for the balance due that remains due and outstanding.

After defaulting on the November 1999 property extension, on January 15, 2000, the note was renegotiated to a demand note with monthly installments of \$100,000 per month. The payments may be suspended if YP.Net does not have certain cash reserves or is otherwise in default under other obligations. The note is secured by 2,000,000 shares of YP.Net common stock held in escrow, to be returned for cancellation upon payment of the note.

Business Executive Services, Inc. ("BESI"), as the nominal rent sublessee, leases portions of the facility to other businesses associated with other third parties Mr. Crane is employed by BESI and receives a salary of approximately \$2,000 per month from BESI and bonuses in an undetermined amount.

Related Party Transaction Policy. The Company's general policy requires adherence to Nevada corporate law regarding transactions between YP.Net, a Nevada corporation, and a director, officer or affiliate of the corporation. Transactions in which such persons have a financial interest are not void or voidable if the interest is disclosed and approved by disinterested directors or shareholders or if the transaction is otherwise fair to the corporation. It is the policy of the Company that transactions with related parties are conducted on terms no less favorable to the Company than if they were conducted with unaffiliated third parties. During fiscal year ended September 30, 2000, through July 24, 2001, there have been no related party transactions.

ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K

EXHIBITS

- |       |   |   |
|-------|---|---|
| 3.1   | 1 | Certificate of Restated Articles of Incorporation of Renaissance International, Inc.                                    |
| 3.2   | 7 | Amended Articles - To change the name to YP.Net, Inc., and Authorized Capital Increase to 50,000,000 Form 8-K 7/6/98    |
| 3.3   | 7 | Amended Articles - Name Change to YP.Net  |
| 3.4   | 7 | Certificate of Designation - Series B preferred shares  |
| 3.5   | 1 | Bylaws of Renaissance International Group, Ltd.   |
| 3.5   | 7 | Amended Bylaws  |
| 10.1  | 2 | 1998 Stock Option Plan  |
| 10.2  | 7 | Agreement with <u>Worldpages.com</u><br>-----   |
| 9     |   |   |
| 10.3  | 7 | Agreement with Integretel   |
| 10.4  | 7 | Agreement with Enhanced Services Billing, Inc.  |
| 10.5  | 7 | Lease regarding Mesa Facility   |
| 10.6  | 7 | Sub-Lease to BESI   |
| 10.7  | 7 | Van Sickle Loan Agreement   |
| 10.8  | 3 | First Amendment to Loan Agreement between YP.Net, Inc. and Joseph and Helen VanSickle dated March 31, 2000              |
| 10.9  | 4 | Stock Purchase Agreement between RIGL Corporation, Telco Billing, Inc. and Matthew & Markson, Ltd. dated March 16, 1999 |
| 10.10 | 4 | Amendment to Stock Purchase Agreement between RIGL Corporation, Telco Billing, Inc., Morris & Miller, Ltd.              |
| 10.11 | 4 | Exclusive License Agreement between Matthews & Markson, Ltd.  |

and Telco Billing, Inc. dated September 21, 1998

- 10.12 7 Modification to Matthew & Markson Promissory Note.
- 10.14 8 International Profits Associates, Inc. Consulting Agreement
- 10.15 8 BJM Consulting, Inc. Advisory Agreement
- 10.16 8 International Profit Associates Organization for Management
- 10.17 8 Sublease Agreement between Y.P.Net, Inc. and Empire Capital Group, LLC
- 10.18 9 Loan and Security Agreement dated August 31, 1999 between Fremont Financial Corporation and Telco
- 10.19 9 Forbearance Letter Agreement dated August 4, 2000 between Telco and Finova Capital Corporation as successor by merger to Fremont Financial Corporation
- 10.20 9 Forbearance Letter Agreement Dated September 28, 2000 between Telco and Finova Capital Corporation as successor by merger to Fremont Financial Corporation
- 10.21 9 Forbearance Letter Agreement dated November 7, 2000 between Telco and Finova Capital Corporation as successor by merger to Fremont Financial Corporation

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- 10.22 10 Forbearance Letter Agreement dated January 5, 2001 between Telco and Finova Capital Corporation as successor by merger to Fremont Financial Corporation
- 11 Statement Regarding Computation of Per Share Earnings: incorporated in Item 7 of the Audited Financial Statements for period ending September 30, 1999 and September 30, 2000
- 16.1 5 Letter of Singer Lewak Greenbaum & Goldstein LLP dated November 24, 1999
- 16.2 6 Letter of McGladrey & Pullen LLP dated March 23, 2000; Letter of McGladrey & Pullen, LLP dated February 4, 2000
- 21 Subsidiaries of YP.Net, Inc.: Telco Billing, Inc.

- 1 Incorporated by reference from Form 10-SB as filed May 6, 1998.
- 2 Incorporated by reference from Form S-8 as filed July 10, 1998.
- 3 Incorporated by reference from Form 8-K as filed on May 22, 2000.
- 4 Incorporated by reference from Form 8-K/A as filed on June 30, 1999.
- 5 Incorporated by reference from Form 8-K as filed on December 3, 1999.
- 6 Incorporated by reference from Form 8-K as filed on March 29, 2000 and Form 8-K/A as filed on May 22, 2000.
- 7 Incorporated by reference from Form 10-QSB for the fiscal year ended September 30, 1999.
- 8 Incorporated by reference from Form 10-QSB for the quarter ended December 31, 2000.
- 9 Incorporated by reference from Form 10-QSB for the quarter ended June 30, 2000.
- 10 Incorporated by reference from Form 10-KSB for the fiscal year ended September 30, 2000.

#### REPORTS ON FORM 8-K

One report on Form 8-K was filed in the fiscal quarter ended September 30, 2000. A Form 8-K filed on July 18, 2000 disclosed the FTC litigation and that a receiver for YP.Net had been appointed on June 26, 2000 and subsequently removed as if it had not occurred by order of the court July 13th, 2000.

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In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly



authorized.

YP.NET, INC.

Dated: August 13, 2001 By /s/  
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Angelo Tullo, Chairman of the Board

BOARD OF DIRECTORS

Dated: August 13, 2001 By /s/  
-----  
Angelo Tullo

Dated: August 13, 2001 By /s/  
-----  
Walter Vogel

Dated: August 13, 2001 By /s/  
-----  
Gregory B. Crane

Dated: August 13, 2001 By /s/  
-----  
Daniel L. Coury, Sr.

Dated: August 13, 2001 By /s/  
-----  
Harold A. Roberts

Dated: August 13, 2001 By /s/  
-----  
Wallace Olsen

Dated: August 13, 2001 By /s/  
-----  
DeVal Johnson