

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2014  
 Estimated average burden  
 hours per response... 1.0

- Check this 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

## ANNUAL 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

1. Name and Address of Reporting Person* <b>COOPER ILSE F</b>			2. Issuer Name and Ticker or Trading Symbol <b>YP CORP [YPNT]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer (give title below)      ___ Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>04/04/2003</b>			6. Individual or Joint/Group Reporting (check applicable line)  ___ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
WOODS CENTRE FRIARS HILL ROAD, P O BOX W1407			4. If Amendment, Date Original Filed(Month/Day/Year) <b>12/31/2002</b>					
(Street)  ST JOHNS, B9 00000			(City)			(State)		
(Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	01/29/2002		P	1,025,000	A	\$ (1)	10,350,000	I	See Footnote (2)

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 2270 (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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
(A)	(D)											

## 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		
MORRIS & MILLER, LTD WOODS CENTRE FRIARS HILL ROAD PO BOX W1407 ST JOHNS, B9 00000		X		

## Signatures

/s/ Ilse F. Cooper		12/20/2005
**Signature of Reporting Person		Date
/s/ Ilse F. Cooper, Managing Director of Morris and Miller, Ltd.		12/20/2005
**Signature of Reporting Person		Date

## 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) See Explanation (Exhibit 99).

(2) Owned by the Reporting Person through Morris and Miller, 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 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.

As was reported in a Form 8-K filed on March 29, 1999, Morris & Miller, Ltd. (and its sister company, Mathew and Markson, 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 and 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, Morris & Miller, Ltd. surrendered its shares of Telco, and, in exchange, Morris & Miller, Ltd. received 1,100,000 Shares of RIGL:

Subsequently, as reported in a Form 8-K filed on June 30, 1999, on June 15, 1999, 8,250,000 additional Shares of Common Stock of the Issuer were issued to Morris & Miller, Ltd. pursuant to the Stock Purchase Agreement, bringing its holdings to 9,350,000 Shares.

Subsequently, as reflected in a Schedule 14A filed on August 15, 2001, as of July 24, 2001, Morris & Miller, Ltd. had disposed of 25,000 Shares of Common Stock of the Issuer. This transaction was a gift.

Therefore, as of July 24, 2001, Morris & Miller, Ltd. held 9,325,000 Shares of the Issuer's Common Stock.

Subsequently, in a private transaction, Morris & Miller, Ltd, purchased 1,025,000 Shares from another stockholder of the Issuer.

The original Form 5 filed by the Reporting Person on April 4, 2003, was incorrect in that it underreported the acquisition by 25,000 Shares, stating that it was 1,000,000 Shares, when it should have been 1,025,000 Shares.

Therefore, as was reflected in a Form 10-KSB filed by the Issuer on April 10, 2003, as of January 7, 2003, the total number of Shares of Common Stock of the Issuer held by Morris & Miller, Ltd. was as follows:

Prior Balance	9,325,000 Shares
Addition	1,025,000 Shares
New Balance	10,350,000 Shares