

STANFORD VENTURE CAPITAL HOLDINGS INC  
Form 3/A  
October 01, 2002

FORM 3

**UNITED STATES 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(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden  
hours per response. . . . 0.5

1. Name and Address of Reporting Person\*

**Stanford Venture Capital Holdings, Inc.**

(Last) (First) (Middle)

**5050 Westheimer Road**

(Street)

**Houston, TX 77056**

(City) (State) (Zip)

2. Date of Event

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Requiring Statement

Month/Day/Year

**June 13, 2002**

3. I.R.S. Identification  
Number of Reporting  
Person, if an entity  
(voluntary)

4. Issuer ~~name~~ or Trading Symbol

**Intercallnet, Inc. (ICLN)**

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

- Director  
 10% Owner  
 Officer (give title below)  
  
 Other (specify below)

Description

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)

**Series A Convertible Preferred Stock, par value \$.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(DE) and  
Expiration Date(ED)  
(Month/Day/Year)

DE / ED

3. Title and Amount of  
Underlying Securities  
(Instr. 4)

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4. Conversion or Exercise Price of Derivative Security	Title /	Amount or Number of Shares
5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)		

(Instr.5) 6. Nature of Indirect Beneficial Ownership

(Instr.5) **Convertible Promissory Note**  
6/13/2002 / 6/30/06  
**Common Stock, par value \$0.0001 per share / 1,250,000**  
**\$1.20**  
D

**(1) Warrant**  
2/28/02 / 2/27/07  
**Common Stock, par value \$0.0001 per share / 83,334**  
**\$1.50**  
D

**(1) Warrant**  
2/28/02 / 2/27/07  
**Common Stock, par value \$0.0001 per share / 83,334**  
**\$1.00**  
D

**(1) Warrant**  
2/28/02 / 2/27/07  
**Common Stock, par value \$0.0001 per share / 250,000**  
**\$0.85**  
D

**(1) Warrant**  
2/28/02 / 2/27/07  
**Common Stock, par value \$0.0001 per share / 250,000**  
**\$0.65**  
D

**(1) Warrant**  
2/28/02 / 2/27/07  
**Common Stock, par value \$0.0001 per share / 250,000**  
**\$0.65**  
D

**(1) Warrant**  
2/28/02 / 2/27/07  
**Common Stock, par value \$0.0001 per share / 250,000**  
**\$0.65**  
D

**\$0.45**

D

**(1) Warrant**

2/28/02 / 2/27/07

**Common Stock, par value \$0.0001 per share / 166,666**

**\$0.25**

D

**(1) Warrant**

3/12/02 / 3/12/07

**Common Stock, par value \$0.0001 per share / 83,334**

**\$1.50**

D

**(1) Warrant**

3/12/02 / 3/12/07

**Common Stock, par value \$0.0001 per share / 83,334**

**\$1.00**

D

**(1) Warrant**

3/12/02 / 3/12/07

**Common Stock, par value \$0.0001 per share / 250,000**

**\$0.85**

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**(1) Warrant**

3/12/02 / 3/12/07

**Common Stock, par value \$0.0001 per share / 250,000**

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**(1) Warrant**

3/12/02 / 3/12/07

**Common Stock, par value \$0.0001 per share / 250,000**

**\$0.45**

D

**(1) Warrant**

3/12/02 / 3/12/07

**Common Stock, par value \$0.0001 per share / 166,666**

**\$0.25**

D

**(1) Warrant**

3/27/02 / 3/27/07

**Common Stock, par value \$0.0001 per share / 83,332**

**\$1.50**

D

**(1) Warrant**

3/27/02 / 3/27/07

**Common Stock, par value \$0.0001 per share / 83,332**

**\$1.00**

D

**(1) Warrant**

3/27/02 / 3/27/07

**Common Stock, par value \$0.0001 per share / 250,000**

**\$0.85**

D

**(1) Warrant**

3/27/02 / 3/27/07

**Common Stock, par value \$0.0001 per share / 250,000**

**\$0.65**

D

**(1) Warrant**

3/27/02 / 3/27/07

**Common Stock, par value \$0.0001 per share / 250,000**

**\$0.45**

D

**(1) Warrant**

3/27/02 / 3/27/07

**Common Stock, par value \$0.0001 per share / 166,668**

\$0.25

D

(1)

**Explanation of Responses:**

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

**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: June 13, 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

Designated Filer: Stanford Venture Capital Holdings, Inc.

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

Date of Event Requiring  
Statement: June 13, 2002

Signature: /s/ R. Allen Stanford  
R. Allen Stanford

**By:**  
/s/ Yolanda M. Suarez - Stanford Venture Capital Holdings, Inc.

\*\* Signature of Reporting Person

September 30, 2002

Date

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

\* 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).

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.