FONECASH INC Form 5 May 13, 2002

10	MB APPROVAL
OMB Number	3235-0362
Expires:	December 31, 2003
Estimated	average burden
nours per	response 1.0

# U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 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(f) of the Investment Company Act of 1940

[_]	Check box if no longer subject may continue. See Instruction		Form 4 or Form 5	obligations					
[_]	Form 3 Holdings Reported								
[_]	Form 4 Transactions Reported								
1.	Name and Address of Reporting Person*								
	Charboneau	Daniel	E.						
(	Last)	(First)	(Middle)						
	475 Dobbs Ferry Road								
		(Street)							
	White Plains	New York	10607						
(	City)	(State)	(Zip)						
2.	Issuer Name and Ticker or Tra	ading Symbol							
	FoneCash FCSH								
3.	IRS Identification Number of	Reporting Person	, if an Entity (V	oluntary)					
	22-3530573								
4.	Statement for Month/Year	·							
	December 2001								

5.	If Amendment, Date of Original	(Month/Year)				
6.	Relationship of Reporting Perso (Check all applicable)	on(s) to Issuer			-	
	<pre>[X] Director [X] Officer (give title below) President</pre>		10% Owner Other (speci	fy below)		
7.	Individual or Joint/Group Filim	 ng			-	
	[X] Form Filed by One Reporting [_] Form Filed by More than On		rson		_	
====	Table I Non-Derivative	======================================	======================================	======================================	=	
====		eficially Owned		· 	=	
		2.	3.	4. Securities Acquired Disposed of (D) (Instr. 3, 4 and		(A) or
	e of Security tr. 3)	Transaction Date	Transaction Code (Instr. 8)	Amount	(A) or (D)	Price
(	COMMON	12/31/00	3	2,000,000		\$.0001
(	COMMON	12/31/01	4	2,150,000		\$0.11

\_\_\_\_\_

\* If the form is filed by more than one Reporting Person, see Instruction  $4\,(\mathrm{b})\,(\mathrm{v})$  .

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

(Over) SEC 2270 (3-99)

FORM 5 (continued)

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

-----

1. Title of	of Deriv-	Trans- action Date	Trans- action	Securion Acquiror Discof (D) (Instr	tive ties ed (A) posed	Expirati (Month/D	ble and on Date ay/Year)	of Under Securiti (Instr.	es 3 and 4) Amount or
Derivative		(Month/			•	Date Exer-	Expira-		Number of
Security (Instr. 3)		Day/ Year)						Title	
COMMON		2/23/0							
COMMON	\$.065 	2/26/0 	1 4 		5 <b>,</b> 0	100 			
COMMON	\$.30	2/28/0	1 4		5 <b>,</b> 6	513 			
COMMON	\$.25	4/25/0	1 4		10,0	00			
COMMON	\$.25	5/9/0	1 4		5,0	00			
COMMON	\$.25	5/11/0	1 4	<b>-</b>	5,0	00			

3


### Explanation of Responses:

SHAES ISSUED IN 2000 WERE IISUED AS FOUNDER'S SHARES. SHARES ISSUED IN 2001 WERE ISSUED IN LIEU OF CASH COMPENSATION

/s/ Daniel E. Charboneau May 7, 2002
-----\*\*Signature of Reporting Person Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

Page 2