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FONEFRIEND INC
Form SC 13D
January 28, 2003

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)*

FoneFriend, Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

34460E 10 1

(CUSIP Number)

Daniel C. Masters, Esq.
4490 Philbrook Square
San Diego, CA 92130
(858) 523-1177

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 20, 2002

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 34460E 10 1

13D

Page 1 of 5 Pages

- 1. Name of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Dennis H. Johnston

- 2. Check the Appropriate Box If a Member of a Group (See Instructions)
(a)
(b)

- 3. SEC Use Only

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4. Source of Funds (See Instructions)
OO

5. Check If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

6. Citizenship or Place of Organization
United States of America

| | |
|--------------|------------------------------|
| | 7. Sole Voting Power |
| NUMBER OF | 423,000 |
| SHARES | |
| BENEFICIALLY | 8. Shared Voting Power |
| OWNED BY | |
| EACH | |
| REPORTING | 9. Sole Dispositive Power |
| PERSON | 423,000 |
| WITH | |
| | 10. Shared Dispositive Power |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
423,000

12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)
5.53%

14. Type of Reporting Person (See Instructions)
IN

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Item 1. Security and Issuer

This Statement on Schedule 13D (this "Statement") relates to the common stock, \$0.001 par value per share, of FoneFriend Inc., a Delaware corporation ("FoneFriend"). The principal executive offices of FoneFriend are located at FoneFriend, Inc., 2722 Loker Ave. West, Suite G, Carlsbad, CA 92008.

Item 2. Identity and Background.

(a) This Statement is being filed by Dennis H. Johnston.

(b) The business address of Mr. Johnston is 2895 Woodwardia Dr., Los Angeles, CA 90077.

(c) Mr. Johnston is presently a Director and the Secretary of FoneFriend, a provider of Voice over IP communications services and products. Its address is 2722 Loker Ave. West, Suite G, Carlsbad, CA 92008.

(d)-(e) During the last five years, Mr. Johnston has neither been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors), nor has he been subject to a judgment, decree, or final order in a civil proceeding enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation

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with respect to such laws.

(f) Mr. Johnston is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

On November 20, 2002 Mr. Johnston acquired 423,000 shares of FoneFriend Common Stock as payment for his services rendered in connection with preparation, monitoring and execution by FoneFriend of an Amended and Restated Agreement and Plan of Merger, dated June 12, 2002 ("Merger"), wherein FoneFriend issued shares of common stock to acquire the assets of FoneFriend, Inc., a privately held Nevada corporation ("FF Nevada"), a copy of which is Exhibit 1 hereto and is incorporated herein by reference. All references herein are qualified in their entirety by reference to the Merger.

Item 4. Purpose of the Transaction.

(a)-(j) On June 12, 2002, FoneFriend and FF Nevada entered into an Amended and Restated Agreement and Plan of Merger ("Merger"). The Merger provides, among other things, for the sale of all FF Nevada assets to FoneFriend in exchange for 2,200,000 shares of FoneFriend Common Stock, pursuant to IRC 368, which stock was then distributed, on a pro rata basis, to the shareholders of FF Nevada.

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Mr. Johnston is a licensed attorney in California and was retained to draft and oversee the implementation of the Merger. Mr. Johnston was issued 423,000 shares of FoneFriend Common Stock in consideration for legal services rendered.

As provided by the Merger, all prior officers and directors resigned at the Effective Time. Jackelyn Giroux became a director and the new President of FoneFriend, Dennis H. Johnston became a director, Secretary and Treasurer of FoneFriend, and Francois Van Der Hoeven became a director and Vice President of FoneFriend.

The foregoing summary of the Merger does not purport to be complete and is qualified in its entirety by reference to the text of such agreement which is Exhibit 1 hereto.

Except as set forth above or in other Items of this Statement (which Items are incorporated hereby by reference) or the Merger, Mr. Johnston does not have any plans or proposals which relate to or which would result in or relate to any of the actions specified in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a) - (b) Dennis H. Johnston may be deemed to have beneficial ownership of, and sole voting and dispositive power with respect to, the 423,000 shares of FoneFriend Common Stock. Accordingly, Mr. Johnston might be deemed to beneficially own approximately 5.53% of the outstanding shares of FoneFriend Common Stock based upon the 7,646,000 shares of FoneFriend Common Stock outstanding on November 20, 2002, or 4.99% of the 8,471,000 outstanding shares of FoneFriend Common Stock as of January 17, 2003, the date of this report.

(c) Mr. Johnston has not effected any transaction in FoneFriend Common Stock during the past 60 days, except for his acquisition of the 423,000 shares of FoneFriend Common Stock reported herein and described above at Item 3.

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(d) Dennis H. Johnston has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the 423,000 shares of FoneFriend Common Stock beneficially owned by him. No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Dennis H. Johnston does not have any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of FoneFriend, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

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Item 7. Material to be filed as Exhibits.

Exhibit 1 -- Amended and Restated Agreement and Plan of Merger, dated as of June 12, 2002, by and among Universal Broadband Networks, Inc. and FoneFriend, Inc., a Nevada corporation.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: January 17, 2003

/s/ Dennis H. Johnston

Name: Dennis H. Johnston

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