Infinicall CORP
Form 10KSB
August 18, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-KSB

ANNUAL REPORT UNDER SECTION 13 OR 15 (d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2005

COMMISSION FILE NUMBER 0-24408

INFINICALL CORP.
(f/k/a FFONEFRIEND, INC.)

(Exact Name of Filer as Specified in its Charter)

DELAWARE	33-0611753
(State of Incorporation)	(I.R.S. Employer ID Number)

5670 Wilshire Blvd., Ste. 2605

Los Angeles, California 90036

(Address of Principal Executive Offices)

(310) 289-2338

(Filer's Telephone Number, Including Area Code)

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 issuer 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 issuer'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. [X]

State issuer's revenues for its most recent fiscal year: $ 0

As of July 15, 2005, there were no shares of Preferred Stock and 168,225,598 shares of Common Stock issued and outstanding. The aggregate market value of voting stock held by non-affiliates of 41,944,706 shares outstanding at July 1, 2005 was approximately $398,474.70. This amount was computed using the average of the bid and ask price as of July 1, 2005, which was $0.0095.

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PART I

FORWARD-LOOKING STATEMENTS

The information set forth herein should be read in conjunction with the Company's financial statements and related footnotes included elsewhere herein. The Company's actual results could differ materially from those anticipated by its management.

PART I

ITEM 1 - DESCRIPTION OF BUSINESS

InfiniCall Corporation f/k/a FoneFriend, Inc. ("InfiniCall" or the "Company") is a development stage company and currently has no revenues. It was originally incorporated in 1992 in Delaware under the name Picometrix, Inc., doing business in an industry other than Internet telephony. After the Company's merger with IJNT.Net, it was engaged in the provision of wireless communications services, including Internet access services. Soon thereafter, it became a publicly traded company under the name IJNT.Net. In 1997, it acquired another business and changed its name to Universal Broadband Networks, Inc. ("UBN"), whose primary business was the provision of Internet and related services using microwave technology. On October 31, 2000, UBN filed a voluntary petition for reorganization pursuant to Chapter 11, Title 11 of the United States Code, 11 U.S.C. 101 et seq., in the United States Bankruptcy Court for the District of Eastern California. Pursuant to an Amended and Restated Plan of Merger dated June 12, 2002, between FoneFriend, Inc. a Nevada corporation founded in April, 2001 ("FoneFriend Nevada") and UBN, which was approved by the Bankruptcy Court and, in November 2002, UBN completed its acquisition of all the assets of

FoneFriend Nevada. Subsequent to this acquisition, FoneFriend Nevada was dissolved and UBN, a Delaware corporation, changed its name to FoneFriend Inc. ("FoneFriend Delaware"). Fonefriend Delaware changed its name to InfiniCall Corporation in 2004. Shares of InfiniCall's common stock are currently quoted in the Over-The-Counter Bulletin Board market under the stock symbol "INFL.OB". The Company maintainesd its corporate offices at 5670 Wilshire Blvd., Ste. 2605, Los Angeles, California 90036. The Company's telephone number is: (310) 289-2338. The corporate e-mail address is: ir@infinicall.net.

PURPOSE AND GOAL

The Company is in the process of becoming a provider of Internet-based telecommunications services in the U.S. and worldwide by seizing on the current and future opportunities in Voice-over-Internet-Protocol ("VoIP") telephony technology and voice-data integrated communications services in the e-commerce market place.

The management believes it has the vision, insight, and expertise to develop a unique, highly profitable venture in the Internet telephony marketplace. The Company may raise funding through succeeding public offerings of its securities, or other sources of private capital and/or debt financing.

BUSINESS OF THE COMPANY

OVERVIEW

InfiniCall Corporation provides telecommunications services to consumers. It's flagship product has been its long-distance telephone service that permits subscribers to complete domestic and international calls using a combination of software, a personal computer and an internet connection. Currently InfiniCall's long-distance service is offered to consumers at $15.00 per month for unlimited domestic calls. Calls to a selected group of countries are also included with unlimited time access as part of the monthly subscription fee. The Company has grown to supplying services to more than 238,000 subscribers.

All of InfiniCall's consumer subscribers use proprietary software to make and receive telephone calls from their personal computer. InfiniCall plans, in the near future, to offer subscribers a hardware device that will allow conventional telephones to access InfiniCall services. Additionally InfiniCall will begin assigning telephone numbers that are reachable by all conventional telephone networks. InfiniCall subscribers will thus be able to give-out a telephone number that they may be reached at by any land-line or wireless telephone network.

INTERNET TELEPHONY INDUSTRY BACKGROUND

The Voice over Internet Protocol ("VoIP") industry has grown dramatically from the early days of calls made through personal computers. According to a research study from Insight Research, VoIP-based services will grow from $13.0 billion in 2002 to nearly $197.0 billion in 2007, representing a significant opportunity for VoIP providers. Internet telephony ("IT") has emerged as a low cost alternative to traditional long distance telephone services and is rapidly catching the attention of the general public as well as corporate users. As quality of service improves, technology matures, e-commerce develops and the cost (savings) become compelling, people worldwide will begin to use the Internet as a primary source for telephony applications. Replacing traditional long distance telephony with Internet telephony will yield significant cost savings to users worldwide. In fact, these costs have been dropping over time, falling from approximately $0.30 per minute in 1988 to approximately $0.05 per minute in 2004, and it is estimated that these costs will continue to drop as IT technology advances. Whereas the IT market was less than 1% in 1997, analysts have predicted that Internet telephony could account for more than 20% by 2007. International Data Corporation projects that the Internet telephony market will grow rapidly with call minutes from businesses reaching nearly 230 billion minutes in 2005, up from only 328 million minutes in 2000. According to industry research conducted by several marketing research firms, such as Frost & Sullivan, International Data Corporation and Probe Research, significant growth is forecasted for the Internet telephony industry. Highlights of recent reports include the following predictions:

- An estimated sixty million personal computer (PC) users made one or more calls over the Internet in 2004.

- International telephone long-distance revenues were estimated at over $80 Billion worldwide in 2004. o Fifteen percent of the world's phone calls will likely be over the Internet networks by 2007.

- Internet telephony sales are forecast to explode to $349 billion in 2006, as quality and services improve.

Internet telephony has the potential to enable companies to substantially reduce their telecommunications costs. Internet telephone calls are less expensive than traditional international long distance calls primarily because they are routed over the Internet, bypassing a significant portion of international long distance tariffs. Packet-based networks, unlike circuit-based networks, do not require that a fixed amount of bandwidth be reserved for each call. That allows

voice and data calls to be pooled, which means that packet networks can carry more calls with the same amount of bandwidth. This greater efficiency creates network cost savings that can be passed onto the consumer in the form of lower long distance rates.

COMPETITION

THE INTERNET TELEPHONY MARKET IS HIGHLY COMPETITIVE.

Many other companies offer services similar to the Company's service, and many of those companies have already established a substantial presence in the IP telephony market. Competitor companies currently have substantially greater financial, distribution and marketing resources than the Company. As a result, we may not be able to compete successfully in the Internet Telephony market. There is a risk that new product introductions or enhancements by competitors could reduce the sales or market acceptance of our services. To become and remain competitive, we plan to continue to invest significant resources in research and development, sales and marketing and customer support. However, given the formidable competition, the Company continues to run the risk that it will not have sufficient resources to withstand these market forces and may seek a consolidation or strategic alliance with one or more of its competitors.

INTERNATIONAL COMMUNICATIONS SERVICES

Internationally, the competitive marketplace varies from region to region. In markets where the telecommunications marketplace has been fully deregulated, the competition continues to increase. Even recently deregulated markets, such as India, allows for new entrants to establish a foothold and offer competitive services more easily. Competitors include both government owned phone companies as well as emerging competitive carriers. As consumers and telecommunications providers have come to understand the benefits that may be realized from transmitting voice over the Internet, a substantial number of companies have emerged to provide VoIP services. The principal competitive factors in the market include: price, quality of service, breadth of geographic presence, customer service, reliability, network capacity, the availability of enhanced communications services and brand recognition.

COMPETITORS

Some of the many entrants into the VoIP industry are Vonage America Inc., Packet8, Primus' Lingo and Net2Phone.

Dialpad and Skype are two significant Internet telephony companies with more than 100 million registered users combined. Both companies offer software that is downloaded to a user's computer and internet telephone calls are then placed through the computer while the user is online. The majority of these calls are computer-to-computer. Computer-to-PSTN (Public Switched Telephone Network) calls are increasing.

Overall, the Company's competition is from:

1. incumbent wired PSTN network Providers and resellers.
2. new entrant Internet gateway service providers,
3. Internet telephony software providers, and

With respect to the bulk of all calls made via PSTN (the "telephone company"), in 1997, the average domestic toll call cost 17 cents per minute and the average international call cost 74 cents per minute. Current pricing schemes by the largest providers-AT&T, MCI and Sprint-as well as competition from newer entrants such as Vartec and IXC continue to push pricing downward for domestic calls, but not dramatically for international calls. Regarding Internet telephony gateway providers, numerous companies have entered the Internet telephony marketplace recently, and are focusing on corporate users to whom the cost savings resulting from infrastructure gateway switches are sold, as opposed to the residential or small home office user. Internet telephony software companies, of which Net2Phone and Skype are leading providers, target the technical PC user. Companies such as Vonage target traditional residential and business markets. Cost savings are the major benefit to the user who already has incurred the cost of a PC and only needs to add telephony software and the cost of an Internet service provider (ISP) account.

The Company's direct competition primarily comes from Net2Phone and Vonage America Inc., both U.S. companies based in New Jersey.. Net2Phone uses its own proprietary network infrastructure and Vonage is limited to customers who elect to purchase broadband internet service such as DSL or high-speed internet cable service. For the most part, the Company's competitors currently utilize similar technologies. However, they generally have a higher product cost, are higher priced in the consumer market, require programming and/or some computer knowledge and typically market a broadband VoIP product.

In addition, PSTN network companies, including, AT&T, Deutsche Telekom, and Qwest, currently maintain, or plan to maintain, packet-switched networks to route the voice traffic of other telecommunications companies. These companies are large entities with substantial resources, and large budgets available for research and development, which may eventually further enhance the quality and acceptance of voice transmission over the Internet. However, many of these companies are new to the Internet telephony market, and may not build brand recognition among consumers for these services. These companies also may not provide the range of products and services that are necessary to independently provide a broad set of voice-enabled web services. AT&T, for example, has attempted to enter the market but has focused its effort on the cable market and it is unclear if it will continue to pursue voice over the Internet. Qwest has taken steps to enter the market by building a high capacity network in the United States. In addition, Qwest has also entered into a three-year strategic alliance with Netscape to provide one-stop access to Internet services including long distance calling, e-mail, voice mail, faxes, Internet access and conference calls.

REVENUE SOURCES

MONTHLY SUBSCRIPTION FEE. In addition to the present subscriber fee of $15.00 per month, InfiniCall has begun offering a total of five levels of service which will include (i) receiving unlimited calls and free telephone dialing service for 5 minutes; (ii) for $5.00 per month, in addition to receiving a local telephone number, the subscriber may complete 15 minutes of calls per day throughout the United States; (iii) for $16.00 per month, a local telephone number and unlimited calls within the United States with 300 minutes to selected international markets; (iv) for $21 per month, a local telephone number, unlimited calling within the United States and selected international markets and; (v), for $30.00 per month, a local telephone number, unlimited United States calling and broadband (DSL) service.

SUPPORT SERVICES

Customer Service

The Company will outsource major functions such as R&D, manufacturing, network infrastructure and services, and Customer Relationship Management (CRM) to eliminate the need for initial capital outlay, and minimize the requirement for in-house resources, facilities, and competencies. As a result of our Services and Marketing Agreement and Network Carrier Services Agreement with InfiniCom, the Company has outsourced the infrastructure and services required to service its customer base.

EMPLOYEES

The Company currently has two full time and three part time employees. We believe our relationships with all personnel are good. The Company plans to hire additional personnel at such time as our business growth demands.

Irrespective of whether the Company's cash assets prove to be inadequate to meet the Company's operational needs, the Company might seek to compensate providers of services by issuances of stock in lieu of cash.

The Company has no plans for any research and development in the next twelve months. The Company has no plans at this time for purchases or sales of fixed assets which would occur in the next twelve months.

The Company expects to hire about 5 to 10 employees in the next twelve months, however, if it achieves a business growth, it may acquire or add employees of an unknown number in the next twelve months.

The Company's auditor has issued a "going concern" qualification as part of his opinion in the Audit Report. There is substantial doubt about the ability of the Company to continue as a "going concern." The Company is a start up business and currently has very limited capital and no capital commitments., other than its equity credit line with Dutchess Private Equities, LP. The effects of such conditions could easily be to cause the Company's bankruptcy, except there would be no significant assets to liquidate in Bankruptcy.

SALE OF FONEFRIEND TECHNOLOGY TO YAP INTERNATIONAL

On July 2, 2004 thje Company entered into an Asset Purchase Agreement ("Purchase Agreement") with YAP International, Inc. ("YAP") to transfer certain assets and technology relating to the FoneFriend technology and related assets, which assets and technology we determined were unnecessary under our revised Plan of Operation, In exchange for 5,416,151 shares of the common stock of YAP as set forth in the Company's Form 8-K dated October 28, 2004, on October 25, 2004, the Company received a letter ("Yap Letter") from Yap which purported to rescind that Purchase Agreement. The Purchase Agreement transferred to Yap certain tangible and intangible assets of the Company relating to the FoneFriend Device ("Purchased Assets") in exchange for shares of the common stock of Yap ("Yap Shares"). The Yap Letter did not specifically rescind any of the collateral documents which were signed by the parties at the closing of the Yap transaction nor did Yap return any of the Purchased Assets to the Company. The Yap shares which were delivered to Yap's transfer agent specified the number of Yap shares to be issued to the Company's shareholders without regards to the Liquidating Trust which should have been addressed. The Company thereafter advised Yap that it would not consent to a distribution negating the Liquidating Trust stock position.

ITEM 2 - DESCRIPTION OF PROPERTY

On December 31, 2004, the Company relocated its offices to a office of InfiniCom, which is located at 5670 Wilshire Blvd., Ste. 2605, Los Angeles, California 90036. The telephone number is: (310) 289-2338. To date rent is being waived and/or included as part of the services provided by InfiniCom Networks, Inc.

ITEM 3 - LEGAL PROCEEDINGS

In October, 2003, the Company received notice of a lawsuit commenced against its predecessor company, FoneFriend, Inc., a Nevada corporation ("FoneFriend of Nevada"), seeking past due legal fees of approximately $21,000. The assets of this predecessor company were acquired by the Company in a stock for assets purchase transaction and FoneFriend of Nevada was dissolved. Should the Company become a party to this litigation, it believes it has an affirmative defense as to the amount sought and will attempt to negotiate a reduced settlement or defend against such action should it be commenced.

In November, 2003, the Company has received a threat of litigation from the bankrupt estate of Allegiance Telecom, seeking approximately $5,000. No lawsuit has yet been commenced. Should the Company become a party to any such litigation, it believes it has affirmative defenses to such charges and intends to defend against any such action should it be commenced.

In January, 2003, the Company entered into a settlement agreement with a former officer and director. As partial consideration under the settlement agreement, the Company was required to pay plaintiff the sum of $20,000 on December 1, 2003. The plaintiff accepted a payment of $10,000 from the Company in December of 2003 and agreed to accept a final payment of $12,500 on January 4, 2004. The Company has not yet made the final payment to plaintiff. In accordance with the terms of the settlement, the plaintiff may, upon the Court's order, file with the Court a "Stipulation for Entry of Judgment." The Company intends to settle this matter as soon as finances permit. The plaintiff has not yet moved to file or enforce the judgment.

The Company was named as a party to a lawsuit filed by Mr. Mark Foglia early in 2005 against InfiniCom Networks Inc. as a result of what Mr. Foglia claims InfiniCom Networks Inc. owes to him as a result of his efforts in exacting the InfiniCall/InfiniCom Networks Inc. transaction. The Company has been indemnified by InfiniCom Networks Inc. should Mr. Foglia sustain his claim.

The Company recently was sued in a Florida court by a creditor claiming a debt of $5,000. The Company asserts that the Florida court lacked jurisdiction.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted by the Company to a vote of the Company's shareholders through the solicitation of proxies or otherwise, during the fiscal year covered by this report.

PART II

ITEM 5 - MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

(a) Our common stock is currently quoted on the OTC Bulletin Board under the symbol "INFL.OB". The following table shows the high and low prices of our common stock since we began trading under the name of FoneFriend, Inc. on March 6, 2003, as reported by the National Daily Quotation Service and the Over-The-Counter Bulletin Board. Prior to December 5, 2002, our common stock was traded under the name of our predecessor company, Universal Broadband Networks, Inc. (UBNTQ:OTCBB). For the period beginning with the fiscal year ended March 31, 2002, through December 5, 2002, our predecessor corporation was in bankruptcy (under the name of Universal Broadband Networks, Inc.) and its common stock traded at a high of $.02 (on April 1, 2002) and a low of $.003 (on December 5, 2002), under the symbol "UBNTQ" as mentioned before.

FISCAL 2002	HIGH	LOW
First Quarter	N/A	N/A
Second Quarter	N/A	N/A
Third Quarter	N/A	N/A
Fourth Quarter	$ 4.00	$ 3.50
	HIGH	LOW
First Quarter	$ 3.90	$ 2.01
Second Quarter	$ 2.05	$ 0.14
Third Quarter	$ 0.45	$ 0.13

FISCAL 2004

First Quarter	$0.11	$0.04
Second Quarter	$0.43	$0.11
Third Quarter	$0.10	$0.03

There currently is a limited public market for InfiniCom's common stock which is quoted on the Over the Counter Bulletin Board, and no assurance can be given that a market will develop or that a shareholder ever will be able to liquidate his investment without considerable delay, if at all. If a market should develop, the price may be highly volatile. Unless and until InfiniCom's common shares are quoted on the NASDAQ system or listed on a national securities exchange, it is likely that the common shares will be defined as "penny stocks" under the Exchange Act and SEC rules thereunder. The Exchange Act and penny stock rules generally impose additional sales practice and disclosure requirements upon broker-dealers who sell penny stocks to persons other than certain "accredited investors" (generally, institutions with assets in excess of $5,000,000 or individuals with net worth in excess of $1,000,000 or annual income exceeding $200,000, or $300,000 jointly with spouse) or in transactions not recommended by the broker-dealer.

For transactions covered by the penny stock rules, the broker-dealer must make a suitability determination for each purchaser and receive the purchaser's written agreement prior to the sale. In addition, the broker-dealer must make certain mandated disclosures in penny stock transactions, including the actual sale or purchase price and actual bid and offer quotations, the compensation to be received by the broker-dealer and certain associated persons, and deliver certain disclosures required by the SEC. So long as InfiniCom's common shares are considered "penny stocks", many brokers will be reluctant or will refuse to effect transactions in InfiniCom's shares, and many lending institutions will not permit the use of penny stocks as collateral for any loans.

(b) As of March 31, 2005, there were 610 shareholders of record of the Company's common stock, par value $.001 per share, and no shareholders of preferred stock.

(c) The Company has neither declared nor paid any cash dividends on its common stock, and it is not anticipated that any such dividend will be declared or paid in the foreseeable future.

Effective August 11, 1993, the Securities and Exchange Commission (the "Commission") adopted Rule 15g-9, which established the definition of a "penny stock," for purposes relevant to the Company, as any equity security that has a market price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require: (i) that a broker or dealer approve a person's account for transactions in penny stocks; and (ii) that the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased. In order to approve a person's account for transactions in penny stocks, the broker or dealer must (i) obtain financial information and investment experience and objectives of the person; and (ii) make a reasonable determination that the transactions in penny stocks are suitable for that person and that person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks. The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prepared by the Commission relating to the penny stock market, which, in highlight form, (i) sets forth the basis on which the broker or dealer made the suitability determination; and (ii) states that the broker or dealer received a signed, written agreement from the investor prior to the transaction. Disclosure also has to be made about the risks of investing in penny stock in both public offerings and in secondary trading, and about commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

Dividends

The Company has not paid any dividends to date, and has no plans to do so in the immediate future. Instead, we intend to retain all earnings, if any, for use in the operation and expansion of our business and marketing plan.

ITEM 6 - PLAN OF OPERATION

PLAN OF OPERATION

The discussions contained in this filing contain "forward-looking statements" that involve risk and uncertainties. These statements may be identified by the use of terminology such as "believes", "expects", "may", "should", or "anticipates", or expressing this terminology negatively or similar expressions or by discussions of strategy. The cautionary statements made in this filing should be read as being applicable to all related forward-looking statements wherever they appear in this filing. Our actual results could differ materially from those discussed in this filing. Important factors that could cause or contribute to such differences include those discussed under the caption entitled "risk factors," as well as those discussed elsewhere in this filing.

Background

InfiniCall Corporation is a development stage company and currently has no revenues. It was originally incorporated in 1992 in Delaware under the name Picometrix, Inc., doing business in an industry other than Internet telephony. After the Company's merger with IJNT.Net, it was engaged in the provision of wireless communications services, including Internet access services. Soon thereafter, it became a publicly traded company under the name IJNT.Net. In 1997, it acquired another business and changed its name to Universal Broadband Networks, Inc. ("UBN"), whose primary business was the provision of Internet and related services using microwave technology. On October 31, 2000, UBN filed a voluntary petition for reorganization pursuant to Chapter 11, Title 11 of the United States Code, 11 U.S.C. 101 et seq., in the United States Bankruptcy Court for the District of Eastern California. Pursuant to an Amended and Restated Plan of Merger dated June 12, 2002, between FoneFriend, Inc. a Nevada corporation founded in April, 2001 ("FoneFriend Nevada") and UBN, which was approved by the Bankruptcy Court and, on November 21, 2002, UBN completed its acquisition of all the assets of FoneFriend Nevada. Subsequent to this acquisition, FoneFriend Nevada was dissolved and UBN, a Delaware corporation, changed its name to FoneFriend Inc. ("FoneFriend Delaware"). Fonefriend Delaware changed its name to InfiniCall Corporation in 2004. Shares of InfiniCall's common stock are currently quoted in the Over-The-Counter Bulletin Board market under the stock symbol "INFL.OB". The Company maintained its corporate offices in the State of California at 5670 Wilshire Blvd., Ste. 2605, Los Angeles, California 90036. The Company's telephone number is: (310) 289-2338. The corporate e-mail address is: ir@infinicall.net.

InfiniCom Acquisition

On July 1, 2004, the Company completed the acquisition of 50,000 Voice over Internet Protocol ("VoIP") customers from InfiniCom Networks, Inc., a California corporation, ("InfiniCom") whereby the Company issued 96,428,571 shares of our common stock to InfiniCom, in addition to cash of $250,000 and a promissory note for $500,000. Further, on July 8, 2004, the Company acquired an additional 10,000 VoIP customers from InfiniCom in exchange for 19,285,714 shares of common stock and a promissory note for $150,000. Both promissory notes bear simple interest at the rate of six (6%) percent per annum and are due upon demand.

To date, InfiniCom has transitioned in excess of 180,000 additional customer/subscribers to the Company's database. Agreements for the additional customers are presently being negotiated with the understanding that the cost of such additional customers will not exceed the cost of the original subscribers.

At the onset of the original transaction between InfiniCall and InfiniCom, InfiniCall did not possess the banking relationships necessary to accept credit card payments from its customers. InfiniCall had represented to InfiniCom that it had sufficient banking relationships to support the credit card acceptance requirement. InfiniCom agreed to provide the card acceptance work while InfiniCall secured its own bank card merchant processing account.

InfiniCall had represented to InfiniCom that it had the capacity to directly service it's customers. InfiniCall did not have the manpower, systems or organizational structure to support customer care. InfiniCom sourced a third-party vendor to supply customer care functions. Under the terms of the original agreement with InfiniCom, InfiniCall should have realized a profit of $2.20 from each subscriber for every full billing month. The business model was built principally around the agreement InfiniCom has with its underlying telecommunication providers. The principal carrier agreement under which InfiniCall's customers would complete their calls specified a price of $0.005 for all continental United States terminated minutes; $0.009 for all `On Net' international destinations; and a variable rate for all other international and non-continental U.S. destinations. The agreement also provided for monthly billing with payment due within 10 calendar days of invoice presentation. InfiniCall had estimated that the number of minutes the average subscriber would demand from the network would be 2,100 for the month. Originally InfiniCom was required to make a deposit with its telecommunications provider of $660,000 based on the original 50,000 subscribers anticipated under the original agreement with InfiniCall. The source of this deposit was to be from InfiniCall as part of the subsctiber transaction. The deposit was due to InfiniCom's telecommunications provider prior to customer turn-up. InfiniCom suffered a rate increase from it's telecommunications provider when it was unable to make the required deposit. Additionally, InfiniCom was put on a `Credit Hold' and was placed on weekly billing with payments due within 3 business days.

	Original Cost	New Cost
1st Month Estimate	791,280	1,043,280
Subsequent Month Estimate	602,880	794,880

Actual cost for the first month was $1,031,917 on subscription billings of $897,660, a loss of $134,257 not inclusive of other operating costs. At the beginning of August, InfiniCall management had represented that InfiniCom would start receiving payments from the proceeds of stock sales allowed pursuant to InfiiCall's current SB-2. As earlier stated, these payments were never made as agreed. InfiniCom secured a third-party investor to support the customer traffic.

On October 4, 2004 InfiniCall was unable to make payments sufficient to cover the operating costs that had accrued since the beginning of July. In order for a third-party investor to continue to support the network usage of the subscriber base, the operating structure offered to InfiniCall would be transferred to the investor on a temporary basis. InfiniCom continued to work with InfiniCall management to reach a new agreement and secure financing for its activities.

InfiniCall presently has agreed in principal with InfiniCom for a new rate structure which InfiniCom has exacted from the underlying carrier and revenues should become realized by September, 2005.

Our New Plan of Operation

The Company acquires customers/subscribers by direct marketing, viral marketing and performance based Internet marketing. We forecast that much of our customer growth will come from performance based Internet marketing agreements. The advantage of performance based Internet marketing agreements is that there is no cost to the Company without compensating revenues.

An example of one such performance based marketing agreement we have entered into is the agreement with InfiniCom. InfiniCom agrees to supply subscribers at a cost of $150 each. Annual revenue from each subscriber is $180 under this arrangement. InfiniCom warrants that it will replace the customer if any particular customer drops service with us prior to 52 weeks from the date that customer is delivered.

Our customers utilize a proprietary software program, offered by InfiniCom, which allows each customer to place long distance and international telephone calls directly from its desktop or laptop computer. The customer is offered an unlimited calling plan, at a rate of $15 U.S., per month, to selected countries such as the U.S., Canada, Western Europe and certain countries in Asia.

We use third-party providers to support customer care. After certain subscriber counts have been achieved, we may decide to support internal customer care operations from cash flow.

We are currently considering offering our customers a stand-alone, Internet appliance device (much like our previous FoneFriend device), which will allow our customers to use their ordinary telephone handset to make calls using our service. We plan to offer this product at no cost to our customers (and potential customers) in exchange for their commitment to a 24-month service agreement. Alternatively, we may offer such product at a charge to those customers who use our service on a month-to-month basis.

Going Concern Opinion

We estimate we will need approximately $2,000,000 in additional capital during the next 12 months to cover overhead and develop our business. Debt equity financing, is intended to address our capital requirements. If we develop revenues from operations during 2005 as a result of the InfiniCom transaction, the need for capital at the projected level will decrease.

Overall, we have funded our cash needs from inception through March 31, 2004, with a series of debt and equity transactions, including an Equity Line of Credit. The failure of the Equity Line of Credit or other equity financing to satisfy our working capital needs would have a material adverse effect on our operations and financial condition.

ITEM 7 - FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Infinicall Corporation

We have audited the accompanying balance sheet of Infinicall Corporation as of March 31, 2005, and the related statements of income, stockholders' deficit, and cash flows for the year then ended. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Infinicall Corporation as of March 31, 2005, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The financial statements for the year ended March 31, 2004 were audited by other accountants whose report dated July 7, 2004 on those financial statements included an explanatory paragraph describing conditions that raised substantial doubt about the Company's ability to continue as a going concern.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 9, conditions exist which raised substantial doubt about the Company's ability to continue as a going concern unless it is able to generate sufficient cash flows to meet its obligations and sustain its operations. Management's plans in regard to these matters are also described in Note 9. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Jaspers + Hall, PC
Jaspers + Hall, PC
Denver, CO
August 17, 2005

INFINICALL CORPORATION
(FORMERLY, FONEFRIEND, INC.)
(A Development Stage Company)
BALANCE SHEETS

March 31,

	2005
ASSETS	
CURRENT ASSETS:	
Cash and cash equivalents	$ 5,244
Inventory	
PROPERTY AND EQUIPMENT, net	9,370
Other assets:	
Technology rights - net of amortization	
Deposits	
TOTAL ASSETS	$ 14,614
LIABILITIES AND STOCKHOLDERS' DEFICIT	
CURRENT LIABILITIES:	
Accounts payable and accrued expenses	$ 385,390
Notes payable	543,000
Total current liabilities	928,390
Long term liabilities - notes payable	
Total liabilities	

STOCKHOLDERS' DEFICIT		
Common stock, $0.001 par value; 200,000,000 shares authorized;		
168,229,598 shares issued and outstanding	168,226	
Additional paid-in capital	21,508,543	
Prepaid consulting expenses	-	
Accumulated deficit	(22,590,545)	(
Total stockholders' deficit	(913,776)	
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 14,614	

The accompanying notes are an integral part of these financial statements.

INFINICALL CORPORATION
(FORMERLY, FONEFRIEND, INC.)
(A Development Stage Company)
STATEMENTS OF OPERATIONS
YEARS ENDED MARCH 31, 2005 AND 2004
AND THE PERIOD FROM APRIL 24, 2001 (INCEPTION) TO MARCH 31, 2005

	Year ended 31-Mar-05	Year ended 31-Mar-04	Cumula from inc (April 24 31-Mar
Net revenues	$ -	$ -	
Operating expenses:			
General and administrative	845,508	206,588	1,9
Impairment of investment and intangible assets	14,070,934	844,862	15,7
		-	
Consulting expenses	1,676,861	1,816,196	4,1
Total Operating Expenses	16,593,303	2,867,646	21,9
Operating loss	(16,593,303)	(2,867,646)	(21,9
Non-operating income (expense):			
Interest expense	(64,698)	(9,705)	(
Litigation settlement	(16,716)	(81,940)	(
Total non-operating expense	(81,414)	(91,645)	(1
Loss before income tax	(16,674,717)	(2,959,291)	(22,1
Provision for income taxes	(800)	(800)	
Net Loss	(16,675,517)	(2,960,091)	(22,1
Dividend paid to preferred shareholders	-	464,186	4
Net loss applicable to common shareholders	$(16,675,517)	$(3,424,277)	$(22,5

Basic and diluted weighted average number of common stock outstanding	144,066,034	10,825,173
Basic and diluted net loss per share for common stock	(0.116)	($0.32)

The accompanying notes are an integral part of these financial statements.

* Weighted average number of shares used to compute basic and diluted loss per share is the same since the effect of dilutive securities is antidilutive

INFINICALL CORPORATION
(FORMERLY, FONEFRIEND, INC.)
STATEMENT OF STOCKHOLDER' EQUITY (DEFICIT)
FOR THE PERIOD APRIL 24, 2001 (INCEPTION) TO MARCH 31, 2005

	Preferred shares		Common shares		Additional	Unamorti
	No. shares	Par Value	No. shares	Par Value	Paid - In Capital	prepaid consulti fees
Balance at July 1, 2002		$ -	8,956,361	8,956	3,069,182	$ -
Loss from operations						
Common Shares issued on 9/30/2002			85,500	86	427,415	
Balance at September 30, 2002			9,041,861	9,042	3,496,597	
Loss from Operations						
Common Shares cancelled			(300,000)	(300)		
Common shares issued on 11/21/2002			58,139	58	29,942	
Total common shareholders' equity pre-merger, 11/21/2002			8,800,000	8,800	3,526,539	
Shares cancelled upon merger			(8,800,000)	(8,800)		
Merger of FoneFriend, Inc. (Nevada Corporation) on November 21, 2002 with and into FoneFriend, Inc. (Delaware Corp.):						
Exchange of Nevada shares for Delaware shares			2,200,000	2,200		
Issued new Delaware shares to management consultants and						

Liquidating Trust for Creditors			5,446,000	5,446	1,154		
Shares issued for consulting			825,000	825	213,675		
Loss from operations from 11/21/2002 to 3/31/2003							
Balance at March 31, 2003	820,361	820	8,471,000	8,471	3,741,368		
Preferred Shares Cancelled	(6,000)	(6)			6		
Shares issued for consulting & prepaid consulting			6,225,000	6,225	2,170,064	(776,050)	
Shares issued for legal settlement			60,000	60	41,940		
Conversion of preferred stock to common stock	(814,361)	(814)	814,361	814			
Shares issued for dividend to preferred shareholders			2,443,083	2,443	461,743		
Shares issued for legal fees			17,500	17	13,483		
Shares cancelled			(272,500)	(272)	-		
Loss for the year ending March 31, 2004							
Balance at March 31, 2004	-	$ -	17,758,444	17,758	6,428,604	(776,050)	
Amortization of prepaid fees						776,050	
Shares issued for legal fees			200,000	200	17,800		
Shares issued for consulting			7,874,500	$7,876	$820,566		
Shares issued for debt settlement			8,469,273	$8,469	$184,123		
Shares issued for option			350,000	$350	$3,150		
Sgares issued for acquisitions			126,073,749	$126,073	$12,977,682		
Shares issued for services			625,000	$625	$30,375		
Shares issued to Dutchess			6,874,632	$6,875	$1,046,243		
Net loss							
Balance March 31, 2005			168,225,598	$ 168,226	$ 21,508,543	$ -	$

The accompanying notes are an integral part of these financial statements.

INFINICALL CORPORATION
(FORMERLY, FONEFRIEND, INC.)
(A Development Stage Company)
STATEMENTS OF CASH FLOWS

	2005	2004	Cumulative from inception (April 24, 2003 to March 31, 2005
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net Loss	$ (16,675,517)	$ (3,424,277)	$ (22,590,545
Adjustments to reconcile loss from development stage operations to net cash used in operating activities			
Shares issued for compensation, consulting services & prepaid expense	1,026,455	2,176,289	6,952,583
Shares issued for legal settlement	68,376	42,000	110,376
Shares issued for legal fees	18,000	13,500	31,500
Shares issued for interest expense	16,500	-	16,500
Shares issued for expenses	195,577		195,577
Loss on settlement of debt	16,716	-	16,716
Shares issued for dividends to preferred shareholders	-	464,186	464,186
Write off of inventory	6,000	10,000	16,000
Capitalized development costs	-	-	(1,626,305
Impairment of capitalized development costs	-	694,862	1,559,969
Impairment of long lived assets	14,070,934		14,070,934
Impairment of investment	-	150,000	150,000
Depreciation and amortization expense	667,216	37,821	709,889
(Increase) decrease in current assets:			
Decrease in prepaid expenses	-	(619,453)	(633,050
Purchase of inventory equipment	-	-	(16,000
Decrease in Deposits	4,561	(4,561)	4,561
Increase (decrease) in current liabilities:			
(Decrease) in accounts payable and accrued expenses	(4,423)	354,216	329,536
Litigation settlement payable	-	-	20,000
Increase in consulting contract payable	87,140	-	87,140
Other	-	-	(23,096
Total adjustments	16,173,052	3,318,860	22,437,016
Net cash used by development stage operations	(502,465)	(105,417)	(153,529
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property and equipment	-	-	(15,840
Acquisition of technology license	-	-	(300,000
Acquisition of investment	-	-	(150,000
Cash payment to universal broadband	-	-	(50,000
Cash payments towards the acquisition of customer list	(250,000)	-	(250,000
Net cash used in investing activities	(250,000)	-	(765,840
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from loans payable	500,000	85,290	686,188
Loan from officers and others	(6,226)	-	(26,236
Issuance of stock for cash	263,841	-	264,661

Net cash provided by financing activities	757,615	85,290	924,613
Net increase (decrease) in cash & cash equivalents	5,150	(20,127)	5,244
CASH & CASH EQUIVALENTS, BEGINNING BALANCE	94	20,221	-
CASH & CASH EQUIVALENTS, ENDING BALANCE	$ 5,244	$ 94	$ 5,244

The accompanying notes are an integral part of these financial statements.

INFINICALL CORPORATION
(FORMERLY, FONEFRIEND INC.)
A Development stage Company)
NOTES FINANCIAL STATEMENTS
March 31, 2005

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Infinicall Corporation formerly, FoneFriend, Inc. (the "Company") was incorporated on April 24,2001, under the laws of the State of Nevada, and on November 21, 2002, was merged with and into FoneFriend, Inc., a Delaware corporation. The Company maintains corporate offices at 8447 Wilshire Blvd., 5th Floor, Beverly Hills, California 90211. The Company's telephone number is: (323) 653-6110.

The Company is a development stage enterprise, as defined in Financial Accounting Standards Board No. 7. The Company's planned principal operations have not commenced. The primary business of the Company is to market an Internet telephony device and related services to customers worldwide, called the "FoneFriend". The underlying technology of FoneFriend has been licensed by the Company from FoneFriend Systems, Inc. and will enable the Company's subscribers to make and receive unlimited long distance telephone calls over the Internet, using only their standard residential telephone set (without the need for a computer), for a low monthly fee. Due to the small cost of transmitting calls over the Internet, the Company anticipates that it will realize significant profit margins, in excess of the traditional telecommunications industry.

On July 1, 2004 the Company completed its acquisition of 50,000 Voice over Internet Protocol (VoIP) customers from InfiniCom Networks, Inc., a California corporation, whereby the Company issued 96,428,571 shares of its common stock to InfiniCom, in addition to cash of $250,000 and a promissory note for $500,000 with simple interest at the rate of six (6%) percent, per annum. Prior to the Acquisition the Company had approximately 23,114,603 common shares issued and outstanding. As a result of the Acquisition the shares outstanding increased to 119,543,174 of which InfiniCom controls 80.66%.
As of December 31, 2004, Infinicom Networks, Inc has 126,073,749 shares of the Company which results in them owning 74.94% of the shares of the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Change in Fiscal Year End

The Company's fiscal year is March 31. The Company changed its fiscal year end in 2003, from April 30 to March 31.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include cash in hand and cash in time deposits, certificates of deposit and all highly liquid debt instruments with original maturities of three months or less.

Inventories - Equipment

Inventories - equipment are valued at the lower of cost (determined on a weighted average basis) or market. The Management compares the cost of inventories with the market value and allowance is made for writing down the inventories to there market value, if lower.

Property & Equipment

Property and equipment, comprising of furniture and office equipment, are stated at cost. Expenditures for maintenance and repairs are charged to earnings as incurred; additions, renewals and betterments are capitalized. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations. Depreciation of property and equipment is provided using the straight-line method for substantially all assets with estimated lives of 5 years.

Capitalized Development Costs

Capitalized development costs consisted of expenditures made by the Company to improve the product and develop marketing channels for the product, and which were deemed by management to have future value to the Company. Such capitalized development costs were being amortized over their useful lives. The company evaluated the value of the Capitalized development costs and recorded an impairment charge equal to the value of the Capitalized development costs (note 6).

Long-Lived Assets

Effective January 1, 2002, the Company adopted Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS 144"), which addresses financial accounting and reporting for the impairment or disposal of long-lived assets and supersedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of," and the accounting and reporting provisions of APB Opinion No. 30, "Reporting the Results of Operations for a Disposal of a Segment of a Business." The Company periodically evaluates the carrying value of long-lived assets to be held and used in accordance with SFAS 144. SFAS 144 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced for the cost of disposal.

Accounts Payable & Accrued Expenses

Accounts payable and accrued expenses consist of the following on March 31, 2004:

Accounts payable	$ 27,528
Accrued consulting	73,641
Accrued expenses- other	284,221
	$ 385,390

Revenue Recognition

The Company's revenue recognition policies are in compliance with Staff accounting bulletin (SAB) 104. Revenue is recognized when services are rendered, the service cost is fixed or determinable, the service is delivered, no other significant obligations of the Company exist and collectibility is reasonably assured. Generally, the Company will extend credit to its customers/clients and would not require collateral. The Company will perform ongoing credit evaluations of its customers/clients. The company did not earn any revenue through March 31, 2005.

Research and Development

Expenditures for software development costs and research are expensed as incurred. Such costs are required to be expensed until the point that technological feasibility is established. The period between achieving technological feasibility and the general availability of such software has been short. Consequently, costs otherwise capitalizable after technological feasibility is achieved are generally expensed because they are insignificant.

Income Taxes

Deferred taxes are provided for on a liability method for temporary differences between the financial reporting and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will be realized.

Fair Value of Financial Instruments

Statement of financial accounting standard No. 107, Disclosures about fair value of financial instruments, requires that the Company disclose estimated fair values of financial instruments. The carrying amounts reported in the statements of financial position for current assets and current liabilities qualifying as financial instruments are a reasonable estimate of fair value.

Basic and Diluted Net Loss per Share

Net loss per share is calculated in accordance with the Statement of financial accounting standards No. 128 (SFAS No. 128), "Earnings per share". SFAS No. 128 superseded Accounting Principles Board Opinion No.15 (APB 15). Net loss per share for all periods presented has been restated to reflect the adoption of SFAS No. 128. Basic net loss per share is based upon the weighted average number of common shares outstanding. Diluted net loss per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period.

Statement of Cash Flows

In accordance with Statement of Financial Accounting Standards No. 95, "Statement of Cash Flows," cash flows from the Company's operations is calculated based upon the local currencies. As a result, amounts related to assets and liabilities reported on the statement of cash flows will not necessarily agree with changes in the corresponding balances on the balance sheet.

Segment Reporting

Statement of Financial Accounting Standards No. 131 ("SFAS 131"), "Disclosure About Segments of an Enterprise and Related Information" requires use of the "management approach" model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. Reportable segments are based on products and services, geography, legal structure, management structure, or any other manner in which management disaggregates a company. SFAS 131 has no effect on the Company's consolidated financial statements as substantially all of the Company's operations are conducted in one industry segment.

Issuance of Shares for Service

The Company accounts for the issuance of equity instruments to acquire goods and services based on the fair value of the goods and services or the fair value of the equity instrument at the time of issuance, whichever is more reliably measurable.

Reclassifications

Certain comparative amounts have been reclassified to conform with the current year's presentation.

Recent Pronouncements

On April 30 2003, the FASB issued FASB Statement No. 149 (FAS 149), Amendment of Statement 133 on Derivative Instruments and Hedging Activities. FAS 149 amends and clarifies the accounting guidance on (1) derivative instruments (including certain derivative instruments embedded in other contracts) and (2) hedging activities that fall within the scope of FASB Statement No. 133 (FAS 133), Accounting for Derivative Instruments and Hedging Activities. FAS 149 also amends certain other existing pronouncements, which will result in more consistent reporting of contracts that are derivatives in their entirety or that contain embedded derivatives that warrant separate accounting. FAS 149 is effective (1) for contracts entered into or modified after June 30, 2003, with certain exceptions, and (2) for hedging relationships designated after June 30, 2003. The guidance is to be applied prospectively. The adoption of SFAS No. 149 does not have a material impact on the Company's financial position or results of operations or cash flows.

On May 15, 2003, the Financial Accounting Standards Board (FASB) issued FASB Statement No. 150 (FAS 150), Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity. FAS 150 changes the accounting for certain financial instruments that, under previous guidance, could be classified as equity or "mezzanine" equity, by now requiring those instruments to be classified as liabilities (or assets in some circumstances) in the statement of financial position. Further, FAS 150 requires disclosure regarding the terms of those instruments and settlement alternatives. FAS 150 affects an entity's classification of the following freestanding instruments: a) Mandatorily redeemable instruments b) Financial instruments to repurchase an entity's own equity instruments c) Financial instruments embodying obligations that the issuer must or could choose to settle by issuing a variable number of its shares or other equity instruments based solely on (i) a fixed monetary amount known at inception or (ii) something other than changes in its own equity instruments d) FAS 150 does not apply to features embedded in a financial instrument that is not a derivative in its entirety. The guidance in FAS 150 is generally effective for all financial instruments entered into or modified after May 31, 2003, and is otherwise effective at the beginning of the first interim period beginning after June 15, 2003. For private companies, mandatorily

redeemable financial instruments are subject to the provisions of FAS 150 for the fiscal period beginning after December 15, 2003. The adoption of SFAS No. 150 does not have a material impact on the Company's financial position or results of operations or cash flows.

In December 2003, the Financial Accounting Standards Board (FASB) issued a revised Interpretation No. 46, "Consolidation of Variable Interest Entities" (FIN 46R). FIN 46R addresses consolidation by business enterprises of variable interest entities and significantly changes the consolidation application of consolidation policies to variable interest entities and, thus improves comparability between enterprises engaged in similar activities when those activities are conducted through variable interest entities. The Company does not hold any variable interest entities.

In March 2004, the Emerging Issues Task Force ("EITF") reached a consensus on Issue No. 03-1, "The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments." The EITF reached a consensus about the criteria that should be used to determine when an investment is considered impaired, whether that impairment is other-than-temporary, and the measurement of an impairment loss and how that criteria should be applied to investments accounted for under SFAS No. 115, "ACCOUNTING IN CERTAIN INVESTMENTS IN DEBT AND EQUITY SECURITIES." EITF 03-01 also included accounting considerations subsequent to the recognition of an other-than-temporary impairment and requires certain disclosures about unrealized losses that have not been recognized as other-than-temporary impairments. Additionally, EITF 03-01 includes new disclosure requirements for investments that are deemed to be temporarily impaired. In September 2004, the Financial Accounting Standards Board (FASB) delayed the accounting provisions of EITF 03-01; however the disclosure requirements remain effective for annual reports ending after June 15, 2004. The Company will evaluate the impact of EITF 03-01 once final guidance is issued.
In December 2004, the FASB issued SFAS No. 123(R) (revised 2004), "Share-Eased Payment", which amends FASB Statement No.123 and will be effective for public companies for interim or annual periods beginning after June 15,2005. The new standard will require entities to expense employee stock options and other share-based payments. The new standard may be adopted in one of three ways - the modified prospective transition method, a variation of the modified prospective transition method or the modified retrospective transition method. The Company is evaluating how it will adopt the standard and evaluating the effect that the adoption of SF AS 123(R) will have on our financial position and results of operations.

In November 2004, the FASB issued SFAS No. 151, Inventory Costs, an amendment of ARB No. 43, Chapter 4. This statement amends the guidance in ARB No.43, Chapter

4, Inventory Pricing, to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). Paragraph 5 of ARB No.43, Chapter 4, previously stated that "...under some circumstances, items such as idle facility expense, excessive spoilage, double

freight, and rehandling costs may be so abnormal as to require treatment as current period charges..." SF AS No.151 requires that those items be recognized as current-period charges regardless of whether they meet the criterion of "so abnormal." In addition, this statement requires that allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities. The provisions of SFAS 151 shall be applied prospectively and are effective for inventory costs incurred during fiscal years beginning after June 15,2005, with earlier application permitted for inventory costs incurred during fiscal years beginning after the date this Statement was issued. The adoption of SF AS No.151 is not expected to have a material impact on the Company's financial position and results of operations.

In December 2004, the FASB issued SFAS No. 153, Exchanges of Nonmonetary Assets, an amendment of APB Opinion No.29. The guidance in APE Opinion No.29, Accounting for Nonmonetary Transactions, is based on the principle that exchanges of nonmonetary assets should be measured based on the fair value of assets exchanged. The guidance in that Opinion, however, included certain exceptions to that principle. This Statement amends Opinion 29 to eliminate the exception for nonmonetary exchanges of similar productive assets that do not have commercial substance. A nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. SFAS No. 153 is effective for nonmonetary exchanges occurring in fiscal periods beginning after June 15, 2005. The adoption of SFAS No.153 is not expected to have a material impact on the Company's financial position and results of operations.

NOTE 3 - PROPERTY AND EQUIPMENT

Property and Equipment are stated at cost. Property and equipment at March 31, 2004, consists of the following:

Furniture and office equipment	$ 19,611
Accumulated depreciation	(10,241)
	$ 9,730

NOTE 4 - NOTES PAYABLE

Notes payable are comprised of the following:

Unsecured note, interest rate 10%, interest payable on last day of each month, due on demand	$13,000
Unsecured note, interest rate 6%, payable on demand to acquire the customer data base	500,000
Unsecured note, interest rate 6%, interest payable on last day of each month, due on demand	5,000
Unsecured note, interest rate 8%, interest payable on last day of each month, due April 1, 2005	5,000
Unsecured note, interest rate 8%, interest payable on last day of each month, due April 1, 2005	5,000

Unsecured note, interest rate 8%, interest payable on last day of each month, due April 1, 2005	5,000
Unsecured note, interest rate 8%, interest payable on last day of each month, due April 1, 2005	5,000
Unsecured note, interest rate 8%, interest payable on last day of each month, due April 1, 2005	5,000
TOTAL	$543,000

NOTE 5 - STOCKHOLDERS' EQUITY

Common Stock

During the period ended December 31, 2004, the Company issued common stocks for various services to following parties:

The Company issued 7,874,500 shares of common stock for consulting services. These issuances have been valued at the fair market value on the date of issuance and amounted to $ 828,442.

The Company issued 200,000 shares of common stock for legal services. These issuances have been valued at the fair market on the date of issuance and amounted to $18,000.

The Company issued 1,631,659 shares of common stock valued at $124,216 in exchange of settlement of debt amounting $107,500 resulting in a loss of $16,716.

On July 1, 2004, the Company closed its acquisition of 50,000 Voice over Internet Protocol (VoIP) customers from InfiniCom Networks, Inc. The Company acquired 50,000 customers for consideration of $7,500,000, which was paid by $250,000 in cash, a promissory note for $500,000 and 96,428,571 shares of common stock. The Company issued 96,428,571 shares of common stock on June 30, 2004, valued at $8,928,571.

The Company issued 19,428,571 shares of its common stock and executes a promissory note for $150,000 in exchange for an additional 10,000 VoIP customers, which occurred on July 8, 2004.

The Company issued 10,216,607 shares of its common stock to InfiniCom Networks, Inc. in consideration of adjustment of the purchase price of the original 60,000 customers purchased by the Company amounting to $ 2,410,152, payment of accrued interest on notes amounting to $ 9,000 and partial payment of notes amounting to $ 135,000.

The Company issued 275,000 shares of common stock valued at $27,500 to Ms. Robin Glanzl as an inducement to join the Company and act as the Company's President.

The Company issued 6,874,632 shares of common stock valued at $1,053,118 to Dutchess Private Equity Fund, LP. Of the proceeds, $ 599,419 was used to offset against Notes Payable to Dutchess, $195,577 for related expense, and $263,841 were in cash.

The Company issued 350,000 shares towards the exercise of option. The monies due on the exercise of the option amounted to $ 3,500 which has been applied towards the consulting monies due to the optionee.

The Company issued 350,000 shares of common stock for severance pay. These issuances have been valued at $3,500.

The Company issued 6,837,614 shares to J. Michael Issa, Liquidating Trustee in satisfaction of a court order. These issuances have been valued at $68,376.

Stock Options

As of March 31, 2005, there are no longer any stock options or warrants outstanding.

Equity Line of Credit

On February 25, 2004, the Company entered into an Equity Line of Credit Agreement with Dutchess Private Equities Fund L.P., covering the sale of up to $3 million of the Company's common stock over the next thirty six months. The stock may be sold at the Company's discretion, at a discount to the market price of the Company's shares at the time of sale.

Subject to the conditions set forth in this Agreement, following the Investor's receipt of a validly delivered Put Notice, the Investor shall be required to purchase from the Company during the related Pricing Period that number of Shares having an aggregate Purchase Price equal to the lesser of (i) the Put Amount set forth in the Put Notice, and (ii) 20% of the aggregate trading volume of the Common Stock during the applicable Pricing Period times (x) 94% of the lowest bid prices of the Company's Common Stock during the specified Pricing Period, but only if said Shares bear no restrictive legend, are not subject to stop transfer instructions, pursuant to Section 2(h), prior to the applicable Closing Date.

Under the agreement, the Common Stock of the Company shall be authorized for quotation on the Principal Market and trading in the Common Stock shall not have been suspended by the Principal Market or the SEC, at any time beginning on the date hereof and through and including the respective Closing Date (excluding suspensions of not more than one Trading Day resulting from business announcements by the Company, provided that such suspensions occur prior to the Company's delivery of the Put Notice related to such Closing).

NOTE 6 - IMPAIRMENT OF INVESTMENT AND INTANGIBLE ASSETS

On July 1, 2004, the Company completed the acquisition of 50,000 Voice over Internet Protocol customers from InfiniCom.

Pursuant to the terms of the definitive agreements, consisting of a Services and Marketing Agreement, a Network Carrier Services Agreement and a Stock Acquisition Agreement (collectively referred to as the "Agreements") dated June 6, 2004, as modified by the Letter Agreement of July 1, 2004, the Company issued 96,428,571 shares of its common stock, $250,000 in cash and a promissory obligation to pay $500,000 in exchange for the 50,000 Voice over Internet Protocol customers. Pursuant to the Letter Agreement of July 1, 2004, FoneFriend issued an additional 19,285,714 shares of its common stock and execute a promissory note for $150,000 in exchange for an additional 10,000 VoIP customers, which occurred on July 8, 2004.

On November 12, 2004, the Company issued 10,216,607 shares of its common stock to InfiniCom Networks, Inc. in consideration of adjustment of the purchase price of the original 60,000 customers purchased by the Company amounting to $2,512,319, payment of accrued interest on notes amounting to $ 9,000 and partial payment of notes amounting to $ 135,000.

The Company purchased a license to use the FoneFriend technology for $ 300,000 for a period of ten years from FoneFriend Systems, Inc. under a license agreement dated April 30, 2001. This license agreement allows the Company to manufacture market and utilize a proprietary technology referred to as FoneFriend. The Company had amortized $ 55,670 through December 31, 2004 on the license.

The Company evaluated valuation of the Company's long-lived assets (voice over internet protocol customers and technology rights license) at December 31, 2004 and determined that long-lived assets have been impaired and were of no value, based upon the fair market value of similar assets and future cash flow projected from these assets. The impaired intangible assets comprised of the following:

Customer Data Base	$ 13,826,604
Technology rights license	244,330
Impairment loss	(14,070,934)
	$ -

The Company recorded an impairment expense equal to the book value of the long-lived assets amounting $14,070,934 in the accompanying financial statements.

The Company recorded an impairment expense equal to the book value of development cost amounting $694,862 in the accompanying financial statements.

NOTE 7 - INCOME TAX

Since the Company has not generated taxable income, no provision for income taxes has been provided (other than minimum franchise taxes payable to the State of California).

Through March 31, 2004, the Company incurred net operating losses for federal tax purposes of $5,900,000. The net operating loss carry-forward may be used to reduce taxable income through the year 2019. The availability of the Company's net operating loss carry-forwards are subject to limitation if there is a 50% or more positive change in the ownership of the Company's stock. The Company's total deferred tax asset is as follows:

	March 31, 2005
Tax benefit of net operating loss carry-forward	$ 9,035,000
Valuation allowance	(9,035,000)
	$ -

The following is a reconciliation of the provision for income taxes at the U.S. federal income tax rate to the income taxes reflected in the Statement of Operations:

	March 31, 2005
Tax expense (credit) at statutory rate-federal	(34)%
State tax expense net of federal tax	(6)
Changes in valuation allowance	40
Tax expense at actual rate	-

The valuation allowance increased to $6,675,000 in the year ended March 31, 2005, since the realization of the operating loss carry-forwards are doubtful. It is reasonably possible that the Company's estimate of the valuation allowance will change.

NOTE 8 - LITIGATION

In October, 2003, the Company received notice of a lawsuit commenced against its predecessor company, FoneFriend, Inc., a Nevada corporation ("FoneFriend of Nevada"), seeking past due legal fees of approximately $21,000. The assets of this predecessor company were acquired by the Company in a stock for assets purchase transaction and FoneFriend of Nevada was dissolved. Should the Company become a party to this litigation, it believes it has an affirmative defense as to the amount sought and will attempt to negotiate a reduced settlement or defend against such action should it be commenced.

In November, 2003, the Company has received a threat of litigation from the bankrupt estate of Allegiance Telecom, seeking approximately $5,000. No lawsuit has yet been commenced. Should the Company become a party to any such litigation, it believes it has affirmative defenses to such charges and intends to defend against any such action should it be commenced.

In January, 2003, the Company entered into a settlement agreement with a former officer and director. As partial consideration under the settlement agreement, the Company was required to pay plaintiff the sum of $20,000 on December 1, 2003. The plaintiff accepted a payment of $10,000 from the Company in December of 2003 and agreed to accept a final payment of $12,500 on January 4, 2004. The Company has not yet made the final payment to plaintiff. In accordance with the terms of the settlement, the plaintiff may, upon the Court's order, file with the Court a "Stipulation for Entry of Judgment." The Company intends to settle this matter as soon as finances permit. The plaintiff has not yet moved to file or enforce the judgment.

The Company was named as a party to a lawsuit filed by Mr. Mark Foglia early in 2005 against InfiniCom Networks Inc. as a result of what Mr. Foglia claims InfiniCom Networks Inc. owes to him as a result of his efforts in exacting the InfiniCall/InfiniCom Networks Inc. transaction. The Company has been indemnified by InfiniCom Networks Inc. should Mr. Foglia sustain his claim.

The Company recently was sued in a Florida court by a creditor claiming a debt of $5,000. The Company asserts that the Florida court lacked jurisdiction.

NOTE 9 - GOING CONCERN

The Company's financial statements are prepared using the generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company has accumulated deficit of $ 22,590,545 at March 31, 2005. The Company incurred net losses of $16,675,517 in the year ended March 31, 2005. In view of the matters described above, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheets is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to raise additional capital, obtain financing and to succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management has taken the following steps to revise its operating and financial requirements, which it believes are sufficient to provide the Company with the ability to continue as a going concern. The Company is actively pursuing additional funding and potential merger or acquisition candidates and strategic partners, which would enhance stockholders' investment. Management believes that the above actions will allow the Company to continue operations through the next fiscal year.

NOTE 10 - RELATED PARTY TRANSACTIONS

On July 1, 2004 the Company completed a transaction with InfiniCom wherein the Company issued 96,428,571 shares of restricted common stock. In addition, on July 8, 2004, the Company issued an additional 19,285,714 shares of restricted common stock and on November 12, the Company issued 10,216,607 shares to InfiniCom, which represents, as of this filing approximately 75% or the Company's issued and outstanding shares. Concurrent with the transaction with InfiniCom, the Company executed a Services and Marketing Agreement and a Network Carrier Agreement creating an outsourcing relationship between the Company and InfiniCom wherein InfiniCom is operating our day to day operations.

Additionally, as a result of the agreements with InfiniCom, the Company moved its offices to offices supplied by InfiniCom at not additional costs to the Company.

ITEM 8 - CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

On July 6, 2005, the Board of Directors of the Company dismissed Kabani & Company, C.P.A., an accountancy corporation, as the Company's independent accountants and appointed the firm of Jaspers & Hall, P.C. to serve as independent public accountants of the Company for the fiscal year ending March 31, 2005.

Kabani & Company's report on the Company's consolidated financial statements for the fiscal year ended March 31, 2004 did not contain an adverse opinion or disclaimer of opinion, or was modified as to uncertainty, audit scope or accounting principles; however, they were modified to include an explanatory paragraph wherein they expressed substantial doubt about the Company's ability to continue as a going concern.

During the year ended December 31, 2004 there were no disagreements with Kabani & Company on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to Kasbani & Company's satisfaction, would have caused them to make reference to the subject matter of such disagreements in connection with their report on the Company's consolidated financial statements for such years.

ITEM 8A - CONTROLS AND PROCEDURES

The Company is a development stage company with no revenues and during 2005 our Board of Directors had responsibility for our internal controls and procedures over our financial reporting.

We have implemented and maintain disclosure controls and procedures which consist of: the control environment, risk assessment, control activities, information and communication and monitoring. Our scope of internal control therefore extends to policies, plans procedures, processes, systems, activities, initiatives, and endeavors required of a company with our limited transactions, revenues, expenses, and operations. These controls and procedures are designed to ensure that the information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules.

There have been no significant changes (including corrective actions with regard to significant deficiencies or material weaknesses) in our internal controls or in other factors that could significantly affect the controls subsequent to the date of the evaluation referenced below.

Within 90 days prior to the date of this report, we carried out an evaluation, under the supervision of Mr. James A. Trodden, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on the foregoing, Mr. Trodden concluded that, given the Company's limited operations, our disclosure controls and procedures were effective.

PART III

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

The current Executive officers and directors of the Company at March 31, 2004 were:

NAME	POSITION
Robin Glanzl	President
James A. Trodden	Secretary

Business Experience

The following is a brief account of the business experience during at least the past five years of the persons designated to be officers of the Company, indicating the principal occupation and employment during that period by each, and the name and principal business of the organizations by which they were employed.

Robin Glanzl, Ms. Robin Glanzl received her Bachelor of Arts degree and her Juris Doctor degree from the University of Southern California. In her early years as an attorney she was affiliated with the United States Department of State through the Federal Trade Commission where she investigated and prosecuted alleged violations of the federal anti-trust laws throughout the country, covering unfair competition, predatory pricing practices, false advertising and franchising. She helped to develop the first federal standards for broadcast advertising.

During the last twenty-five years of her legal career she has engaged primarily in corporate development and transactional law in a broad range of matters such as mergers, acquisitions, securities, international oil and gas engineering and leases, franchise development, the entertainment industry covering film, television and record projects as well as labor union dispute resolution. She wrote procedure manuals on copyright and trademark law and held seminars for senior management and major private developers in the franchise industry. She helped to take a national franchise company to significant international status.

She has worked with large, multinational corporations such as Fluor Corporation, Carnation Company, Burger King, Inc., ABC Television, Inc, and Capitol Industries (Records), Inc as well as regional and private local corporations. Whether as general counsel, assistant general counsel or corporate counsel Mrs. Glanzl worked closely with top management in helping operations, sales and marketing departments to plan meaningful goals within the framework of applicable statutes and regulations. She has been recognized for making significant contributions in evaluating or reconciling the reliability and consistency between financial records and operational reports and other data when companies she worked with contemplated buying out or associating with other businesses or companies. Mrs. Glanzl taught anti-trust and contract and business law at USC's School of Business, Whittier College School of Law and Woodbury University.

She has served on the board of several small companies as secretary and kept the corporate minutes books. She has also done the regulatory work and corporate bookkeeping for large domestic and international companies. During the last fourteen years she has worked significantly in the telephony industry assisting in the purchase, development and reshaping of troubled companies, especially in the areas of report and document reconciliation and evaluation as well as operationally in the initial post acquisition periods.

Mrs. Glanzl serves on the board of two charities in the greater Los Angeles area dealing with battered women and medical research and treatment. She has long been involved in a national charity combating child abuse. She has been an arbitrator with the American Arbitration Association and is certified in fee mediation dispute by the California State Bar. She is certified to practice law before the United States Supreme Court, the federal courts and California state courts.

James A. Trodden, director. Mr. Trodden has practiced law for over forty years. During his career, Mr. Trodden has represented national and international corporate clients. Over the past five years, Mr. Trodden has been engaged in representing clients before the Securities and Exchange Commission, the National Association of Securities Dealers and other federal and state agencies.

DENNIS H. JOHNSTON, ESQ. serves as the Company's Corporate Secretary, and is also an independent director. Mr. Johnston has more than 20 years of experience as a practicing attorney specializing in the representation of corporations and financial institutions. He has assisted in organizing and financing numerous private and publicly traded companies and has handled mergers and acquisitions with a total value in excess of $3 billion. Mr. Johnston received undergraduate degrees in business and economics from UCLA and a law degree with Dean's List Honors from Loyola University of Los Angeles, where he was an Editor of The Loyola Law Review. He is a former partner at the nationally recognized law firms of Manatt, Phelps, Rothenberg, & Tunney, and Wyman, Bautzer, Kuchel & Silbert.

The persons who are directors of the Company at March 31, 2005 are:

NAME
Robin Glanzl
James A. Trodden
Dennis H. Johnston

Business Experience

The following is a brief account of the business experience during at least the past five years of the persons designated to be directors of the Filer, indicating the principal occupation and employment during that period by each, and the name and principal business of the organizations by which they were employed.

Robin Glasnzl - See above.

James A. Trodden - See above.

Dennis H. Johnston - See above.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") requires that the Company's officers and directors, and persons who own more than ten percent of the registered class of the Company's equity securities, file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than ten percent stockholders are required by regulation to furnish to the Company copies of all Section 16(a) forms they file. The Company is unaware of any persons who failed to file forms on a timely basis during the past two fiscal years as required under Section 16(a)

Conflicts of Interest

Members of the Company's management are associated with other firms involved in a range of business activities. Consequently, there are potential inherent conflicts of interest in their acting as officers and directors of the Company. Insofar as most of the officers and directors are engaged in other business activities, management anticipates it will devote substantially less than full time to the Company's affairs. There can be no assurance that management will resolve all conflicts of interest in favor of the Company.

Audit Committee

We do not have an Audit Committee, our board of directors during 2004 performed some of the same functions of an Audit Committee, such as: recommending a firm of independent certified public accountants to audit the annual financial statements; reviewing the independent auditors independence, the financial statements and their audit report; and reviewing management's administration of the system of internal accounting controls. The Company does not currently have a written audit committee charter or similar document.

Code of Ethics

A code of ethics relates to written standards that are reasonably designed to deter wrongdoing and to promote:

1. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. Full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with, or submitted to, the Commission and in other public communications made by an issuer;
3. Compliance with applicable governmental laws, rules and regulations;
4. The prompt internal reporting of violations of the code to an appropriate

person or persons identified in the code; and
5. Accountability for adherence to the code.

We have not adopted a corporate code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions in that in the past we had minimal operational activities and a limited staff.

Nominating Committee

We do not have a Nominating Committee or Nominating Committee Charter. Our board of directors performed some of the functions associated with a Nominating Committee. We have elected not to have a Nominating Committee in that we are a development stage company with limited operations and resources.

ITEM 10- EXECUTIVE COMPENSATION

EXECUTIVE COMPENSATION

In view of the cash shortages experienced by the Company, Ms. Glanzl was compensated during fiscal 2005 with payments less than $25,000. Ms. Glanzl was due as salary compensation in the amount of $10,000 per month commencing August, 2004. As an inducement to Ms. Glanzl joining the Company, the Board of Directors granted her 200,000 shares of the Company's restricted stock and 75,000 shares of free trading stock.

Mr. Trodden waived salary payments.

ITEM 11 - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDERS MATTERS

The following table sets forth, to our knowledge, certain information regarding the beneficial ownership of the common stock, and the address of such beneficial owner, as of March 31, 2005, for (i) each person known by the Company to be the beneficial owner of 5% or more of the outstanding common stock, (ii) each of the Company's officers, directors and consultants, and (iii) all of the Company's executive officers, directors, consultants and Principal Stockholders as a group. The notes accompanying the information in the table below are necessary for a complete understanding of the figures provided below. The number of common shares owned includes shares of common stock issuable upon the exercise of options that are currently exercisable or will become exercisable within 60 days of the date of this filing. For each beneficial owner, officer, director or consultant, his or her percentage of shares outstanding is based upon 19,008,444 shares outstanding as of March 31, 2004, plus 865,000 additional shares that such beneficial owners have the right to acquire within 60 days of the date of this Report (i.e., a total of 19,873,444).

SHAREHOLDER NAME AND ADDRESS	RELATIONSHIP TO COMPANY	SHARES OWNED
Infinicom Networks Inc. 5670 Wilshire Blvd, Ste. 2605 Los Angeles, CA	Shareholder	125,930,892

ITEM 12. - CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On July 1, 2004 the Company completed a transaction with InfiniCom wherein the Company issued 96,428,571 shares of restricted common stock. In addition, on July 8, 2004, the Company issued an additional 19,285,714 shares of restricted common stock and on November 12, the Company issued 10,216,607 shares to InfiniCom, which represents, as of this filing approximately 75% or the Company's issued and outstanding shares. Concurrent with the transaction with InfiniCom, the Company executed a Services and Marketing Agreement and a Network Carrier Agreement creating an outsourcing relationship between the Company and InfiniCom wherein InfiniCom is operating our day to day operations.

Additionally, as a result of the agreements with InfiniCom, the Company moved its offices to offices supplied by InfiniCom at not additional costs to the Company.

ITEM 13 - EXHIBITS AND REPORTS

(a) Exhibits filed with this annual report.

Exhibit No.	Description
31.1	Section 302 Certification (CEO)
31.2	Section 302 Certification (CFO)
32.1	Section 906 Certification (CEO)
32.2	Section 906 Certification (CFO)

ITEM 14 - PRINCIPAL ACCOUNTANT FEES AND SERVICES

General. Jaspers & Hall ("Jaspers") is the Company's principal auditing accountant firm. The Company's Board of Directors has considered whether the provision of audit services is compatible with maintaining Jaspers' independence.

The Company's Board acts as the audit committee and had no "pre-approval policies and procedures" in effect for the auditors' engagement for the audit year 2002 and 2003.

The auditors' full time employees performed all audit work.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Filer has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

InfiniCall Corporation

Date: August 12, 2005 By: /s/ Robin Glanzl

Robin Glanzl, President
and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Filer and in the capacities and on the dates indicated.

/s/ Robin Glanzl August 12, 2005

Robin Glanzl, President and Director

August 12, 2005

/s/ James A. Trodden

James A. Trodden, Secretary & Interim Financial Offier