#### KELLYS COFFEE GROUP INC

Form 4 February 20, 2002

### U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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$\mathbf{R}'$	n	R	M	

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer

subject to Section 16.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility

Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

Form 4 or Form 5

obligations may continue.

See Instruction 1(b).

1. Name and Address of Reporting Person	on 2. Issue	r Name and Ticker or		6. Relationship of Reporting Person to Issuer				
	Kelly's	Coffee Group, Inc.		,	reison to issuei			
Richard D. Surber	Keny s	Correc Group, me.			(Check all applicable)			
Richard D. Surber	OTC-B	ulletin Board Symbol	=KLYS			•		
(Last) (First) (Middle)	3.	3. IRS or Social 4. Statement for				X Director		
	Secu	rity Number of	th/Year	W 10% 0				
		Reporting Person				<u>X</u> 10% Owner		
268 West 400 South - Suite 300	ĺ	February, 2002				X Officer (give title below)		
(Street)		(Voluntary)	5. If A1	mendment,	A Officer (give title below)			
					Other (specify below)			
			Date of Original					
Salt Lake City Utah 84101			(Month/Year)					
			(10101)	itii/ i cai )				
						15:		
					Surber is President he Issuer.	and Director of		
					ne issuei.			
(City) (State) (Zip)	Ta	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial						
	3. Transaction	4. Securities Acqu		5. Amount of	6. Ownership	7. Nature of		
Security		Disposed of (D)		Securities	Form:	Indirect Beneficial		
(Month/Day/Year) Co			Beneficially Owned at End of		,	Ownership		

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(Instr. 3)		(Instr. 8)		(Instr. 3, 4 and 5)			Month	Direct (D) or	(Instr. 4)
					(A) or		(Instr. 3 and 4)	Indirect (I) (Instr. 4)	
		Code	V	Amount	(D)	Price			
Common Stock	February 19, 2002	P	V	225,100,000	A	\$0.018	239,292,540	D& I	President of Axia Group, Inc.

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3.	4.		5	5.	6. Date Exer	cisable and	7. Ti	tle and	8. Price of	9. Number	10.Own
Derivative	Conversion	Transaction	rans-a	ctic	Nun	nber	Expiration	n Date	Amo	ount of	Deriv-ative	of	Forn
Security	or Exercise	Date	Cod	e.	O	f			Unde	erlying	Security	Derivative	Deriv
(Instr. 3)	Price of	(Month/		Ι	Deriv	ativ	e (Mon	th/	Seci	urities		Securities	Secu
(111801. 3)	Derivative		(Instr.	8) (	Secu	rities	,				(Instr.5)		Direct
	Security	Day/Year)					Day/Y	(Instr.	3 and 4)		Beneficially	Indire	
					•	(D) tr. 3,					Owned at End of Month (Instr. 4)	(Inst	
				V			Date Exer-cisable	Expir-ation Date		Amt or No. of			
			Code	·	(A)	(D)				Shares			

Explanation of Responses: 239,292,540 shares are beneficially attributed to Mr. Surber as President of Axia Group, Inc. which directly owns 225,705,000 shares and indirectly owns 7,038,340 shares through subsidiaries. As a result of the purchase of shares of Kellys Coffee Group, Inc. described herein, Kellys Coffee Group, Inc. became a majority owned subsidiary of Axia Group, Inc. As part of the transaction, Kellys acquired as subsidiaries, Hudson Consulting Group, Inc., which owns 3,904,720 shares of Kellys Coffee Group, Inc. and Oasis International Hotel & Casino, Inc. which ownes 3,133,620 shares of Kellys Coffee Group, Inc.

Date: February 20, 2001

/s/ Richard D. Surber

<sup>\*\*</sup> Intention misstatements or omission of facts constitute Federal Criminal Violations.

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See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space

provided is insufficient, See Instruction 6 for procedure.

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