

KELLYS COFFEE GROUP INC  
Form 4/A  
February 20, 2002

**U.S. SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 4**

**AMENDED 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 <b>AXIA Group, Inc.</b>		2. Issuer Name and Ticker or Trading Symbol <b>Kelly's Coffee</b> <b>OTC-Bulletin Board Symbol = KLYS</b>				6. Relationship of Reporting Person to Issuer  (Check all applicable)			
(Last) (First) (Middle) <b>268 West 400 South, Suite 300</b>		3. IRS or Social Security Number of Reporting Person  (Voluntary)		4. Statement for Month/Year  <b>August, 2001</b>		____ Director			
(Street) <b>Salt Lake City, Utah 84101</b>				5. If Amendment, Date of Original  (Month/Year)		____ Officer (give title below)			
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
<b>Common Stock</b>	<b>August 29, 2001</b>	<b>S</b>		<b>400,000</b>	<b>D</b>	<b>\$0.02</b>	<b>7,223,340*</b>	<b>D &amp; I**</b>	<b>Sub-sidiaries</b>

FORM 4 (continued)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form: Direct or Indirect (Instr. 10)
			Code	V		(A)	(D)	Date Exercisable	Expiration Date			

Explanation of Responses:

\* The Amended filing corrects the number of beneficially owned shares at the end of August, 2001, to include the holdings of all subsidiaries of Axia Group, Inc. ("Axia"), some of which were inadvertently not included in the original filing.

\*\* The 7,243,340 shares held directly and indirectly by Axia consist of 205,000 shares directly owned by Axia; 3,904,720 shares owned by Hudson Consulting Group, Inc., and 3,133,620 shares owned by Oasis International Hotel & Casino, Inc.

\*\* Intention misstatements or omission of facts constitute Federal Criminal Violations

/s/ Richard Surber

\*\*Signature of Richard D. Surber, President

Date: February 19, 2002

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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.

Page 2

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