

YP CORP
Form SC 13D
August 07, 2006

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

SCHEDULE 13D

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

YP CORP.

(Name of Issuer)

Common Stock, \$0.001 Par Value Per Share

(Title of Class of Securities)

987824109

(CUSIP Number)

Timothy G. Ewing

Ewing & Partners

4514 Cole Avenue, Suite 808

Dallas, TX 75205

(214) 522-2100

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

July 31, 2006

(Date of Event which Requires Filing of this Statement)

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

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 987824109

NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF REPORTING PERSONS (ENTITIES ONLY):

1

Ewing & Partners

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

3

SEC USE ONLY:

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Texas

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON**

7

SOLE VOTING POWER:

4,753,973

SHARED VOTING POWER:

8

WITH:

SOLE DISPOSITIVE POWER:

9
4,753,973

10 SHARED DISPOSITIVE POWER:

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11
4,753,973

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12
[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13
9.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14
PN

CUSIP No. 987824109

NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF REPORTING PERSONS (ENTITIES ONLY):

1

Timothy G. Ewing

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

United States

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING**

7

SOLE VOTING POWER:

4,753,973

**PERSON
WITH:**

SHARED VOTING POWER:

8

SOLE DISPOSITIVE POWER:

9

4,753,973

10 SHARED DISPOSITIVE POWER:

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

4,753,973

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

9.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

IN

CUSIP No. **987824109**

NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF REPORTING PERSONS (ENTITIES ONLY):

1

Ewing Asset Management, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Texas

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER:
		4,753,973

**PERSON
WITH:**

SHARED VOTING POWER:

8

SOLE DISPOSITIVE POWER:

9

4,753,973

10 SHARED DISPOSITIVE POWER:

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

4,753,973

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

9.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

OO (Limited Liability Company)

CUSIP No. **987824109**

NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF REPORTING PERSONS (ENTITIES ONLY):

1

Endurance General Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Texas

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH**

7

SOLE VOTING POWER:

4,753,973

**REPORTING
PERSON
WITH:**

SHARED VOTING POWER:

8

SOLE DISPOSITIVE POWER:

9

4,753,973

10 SHARED DISPOSITIVE POWER:

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

4,753,973

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

9.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

PN

CUSIP No. 987824109

NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF REPORTING PERSONS (ENTITIES ONLY):

1

Endurance Partners (Q.P.), L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Texas

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH**

7

SOLE VOTING POWER:

3,725,431

**REPORTING
PERSON
WITH:**

SHARED VOTING POWER:

8

SOLE DISPOSITIVE POWER:

9

3,725,431

10 SHARED DISPOSITIVE POWER:

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

3,725,431

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

7.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

PN

CUSIP No. 987824109

NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF REPORTING PERSONS (ENTITIES ONLY):

1

Endurance Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Texas

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH**

7

SOLE VOTING POWER:

1,028,542

**REPORTING
PERSON
WITH:**

SHARED VOTING POWER:

8

SOLE DISPOSITIVE POWER:

9

1,028,542

10 SHARED DISPOSITIVE POWER:

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

1,028,542

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

2.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

PN

SCHEDULE 13D

Item 1 Security and Issuer

This statement relates to the common stock, par value \$0.001 per share (the "Common Stock"), of YP Corp., a Nevada corporation (the "Issuer"), whose principal executive offices are located at 4840 East Jasmine Street, Suite 110, Mesa, Arizona 85020.

Item 2 Identity and Background

(a), (b), (c) and (f). This Schedule 13D is filed on behalf of (i) Endurance Partners, L.P., a Texas limited partnership ("Endurance"), (ii) Endurance Partners (Q.P.), L.P., a Texas limited partnership ("Endurance QP"), (iii) Endurance General Partners, L.P., a Texas limited partnership ("Endurance GP"), (iv) Ewing & Partners, a Texas general partnership ("E&P"), (v) Ewing Asset Management, LLC, a Texas limited liability company ("EAM"), and (vi) Timothy G. Ewing, a United States citizen ("Mr. Ewing"). (All such persons are collectively referred to herein as the "Reporting Persons".) This Schedule 13D relates to the Common Stock of the Issuer purchased by E&P, a registered investment advisor, for the accounts of Endurance and Endurance QP.

The present principal occupation or employment of Mr. Ewing is managing partner of E&P, whose principal business is serving as manager to Endurance and Endurance QP and manager and general partner of Value Partners, Ltd., a Texas limited partnership. The principal business of EAM is serving as general partner of Endurance GP and as a minority partner in E&P. The principal business of Endurance GP is to serve as the general partner of both Endurance and Endurance QP. The principal business of Endurance and Endurance QP is investment in and trading of capital stocks, warrants, bonds, notes, debentures and other securities.

The principal place of business for all of the Reporting Persons is 4514 Cole Avenue, Suite 808, Dallas, Texas 75205.

(d) and (e). During the last five years, none of the Reporting Persons have been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3 Source and Amount of Funds or Other Consideration

The securities reported in this statement as beneficially owned by the Reporting Persons were acquired with funds of approximately \$3,381,000 million (including brokerage commissions). All such funds were provided from the working capital of Endurance and Endurance QP. Endurance and Endurance QP maintain separate investment funds consisting of capital contributions from their respective partners and investors and capital appreciation derived therefrom for the principal purpose of buying and selling securities.

Item 4 Purpose of Transaction

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The Common Stock was acquired by the Reporting Persons for investment purposes. This report is filed because the Reporting Persons have determined that, as of the Reporting Date, their continued holding of the Common Stock may have the purpose or