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ALTERNATE MARKETING NETWORKS INC  
Form SC 13D  
August 13, 2002

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Alternate Marketing Networks, Inc.

-----  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE

-----  
(Title of Class of Securities)

02145P-10-6

-----  
(CUSIP Number)

GREG R. SAMUEL  
HAYNES AND BOONE, LLP  
901 MAIN STREET, SUITE 3100  
DALLAS, TEXAS 75202  
(214) 651-5000

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

August 1, 2002

-----  
(Date of Event which Requires Filing of this Statement)

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

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but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

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CUSIP No. 02145P-10-6  
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-----

-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Hencie International, Inc.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS

OO

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e) [ ]

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

-----  
NUMBER OF SHARES 7 SOLE VOTING POWER  
679,163  
-----  
BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
0  
-----  
EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER  
679,163  
-----  
WITH 10 SHARED DISPOSITIVE POWER  
0  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

679,163

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

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EXCLUDES CERTAIN SHARES

[ ]

|    |  |
|----|--|
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
|    | 7.7%   |
| 14 | TYPE OF REPORTING PERSON                           |
|    | CO   |

CUSIP No. 02145P-10-6

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|    |   |                                     |
|----|---|-------------------------------------|
| 1  | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON           |                                     |
|    | Anwar Fatehdin  |                                     |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) [ ]<br>(b) [ ]                  |
| 3  | SEC USE ONLY  |                                     |
| 4  | SOURCE OF FUNDS   |                                     |
|    | OO  |                                     |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | [ ]                                 |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION  |                                     |
|    | United States   |                                     |
|    | NUMBER OF SHARES  | 7 SOLE VOTING POWER<br>679,163      |
|    | BENEFICIALLY OWNED BY   | 8 SHARED VOTING POWER<br>0          |
|    | EACH REPORTING PERSON WITH  | 9 SOLE DISPOSITIVE POWER<br>679,163 |
|    |   | 10 SHARED DISPOSITIVE POWER<br>0    |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH   |                                     |

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REPORTING PERSON

679,163

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES [ ]

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.7%

-----  
14 TYPE OF REPORTING PERSON  
IN  
-----

ITEM 1. SECURITY AND ISSUER.

This Schedule 13D relates to the shares of common stock, par value \$.01 per share (the "Common Stock"), of Alternate Marketing Networks, Inc., a Delaware corporation ("ALTM"). On August 1, 2002, ALTM acquired Hencie, Inc, a Delaware corporation ("Hencie") pursuant to an amended and restated agreement and plan of reorganization dated May 31, 2002 by and among Alternate Marketing Networks, Inc., a Michigan corporation, ALTM, ALTM Combination Co., a Delaware corporation, Hencie, Adil Khan and certain stockholders of Hencie including Hencie International, Inc. (the "Agreement").

Pursuant to the Agreement, Hencie International, Inc. received 679,163 shares of Common Stock (the "Shares").

The principal executive offices of ALTM are located at One Ionia, S.W., Suite 520, Grand Rapids, Michigan 49503.

ITEM 2. IDENTITY AND BACKGROUND.

This statement is filed on behalf of Hencie International, Inc. ("Hencie International") and Anwar Fatehdin. In addition, as required by General Instruction C of Schedule 13D, information is being provided in the responses to Items 2 through 6 below with respect to each executive officer and director of Hencie International and each person controlling Hencie International.

(a) HENCIE INTERNATIONAL

Hencie International is a Texas corporation primarily engaged in construction. The principal executive offices of Hencie International are located at 2708 National Circle, Garland, Texas 75041.

Hencie International has not been convicted in a criminal proceeding during the last five years. During the last five years, Hencie International was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which it was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities

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subject to, Federal or State securities laws or finding any violation with respect to such laws.

(b) EXECUTIVE OFFICERS, DIRECTORS AND CONTROL PERSONS

(i) Anwar Fatehdin is the sole executive officer, the sole director and the sole shareholder of Hencie International. His principal occupation is civil engineer. Mr. Fatehdin's principal business address is 2708 National Circle, Garland, Texas 75041. Mr. Fatehdin is a United States citizen.

Mr. Fatehdin has not been convicted in a criminal proceeding during the last five years. He was not a party during the last five years to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he 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.

(a) HENCIE INTERNATIONAL

The Shares were acquired pursuant to the Agreement in exchange for 2,419,857 shares of Hencie stock held by Hencie International.

(b) EXECUTIVE OFFICERS, DIRECTORS AND CONTROL PERSONS

Not applicable.

ITEM 4. PURPOSE OF TRANSACTION.

(a) HENCIE INTERNATIONAL

Hencie International acquired the Shares reported in this Schedule 13D for investment purposes. Hencie International has no plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

(b) EXECUTIVE OFFICERS, DIRECTORS AND CONTROL PERSONS

Anwar Fatehdin does not have any plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) HENCIE INTERNATIONAL

On August 1, 2002, pursuant to the Agreement, Hencie International acquired all 679,163 of the Shares. Hencie International beneficially owns, and has the sole power to vote and dispose of, all 679,163 of the Shares. The Shares constitute approximately 7.7% of ALTM's outstanding common stock. Hencie International has not effected any other transactions in Common Stock during the past 60 days.

(b) EXECUTIVE OFFICERS, DIRECTORS, AND CONTROL PERSONS

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Anwar Fatehdin may be deemed to be the beneficial owner of the Shares held of record by Hencie International by virtue of his relationship with Hencie International. Mr. Fatehdin has not effected any other transactions in Common Stock during the past 60 days.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

(a) HENCIE INTERNATIONAL

Incorporated by reference from the Agreement and from the Registration Rights Agreement, dated as of August 1, 2002, by and among ALTM, certain officers and directors of ALTM, Alternate Marketing Networks, Inc., a Michigan corporation, ALTM Combination Co., a Delaware corporation, Hencie and certain stockholders of Hencie including Hencie International (the "Registration Rights Agreement").

Other than the Agreement and the Registration Rights Agreement, there are no contracts, arrangements, understandings, agreements or relationships (legal or otherwise) between Hencie International and any person with respect to the securities of ALTM.

(b) EXECUTIVE OFFICERS, DIRECTORS AND CONTROL PERSONS

Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- |           |    |   |
|-----------|----|---|
| Exhibit A | -- | Amended and Restated Agreement and Plan of Reorganization dated May 31, 2002 by and among Alternate Marketing Networks, Inc., a Michigan corporation, ALTM, ALTM Combination Co., a Delaware corporation, Hencie, Adil Khan and certain stockholders of Hencie (incorporated by reference to Appendix A to the Definitive Proxy Statement on Schedule 14A filed by ALTM with the Securities and Exchange Commission as of June 17, 2002). |
| Exhibit B | -- | Registration Rights Agreement, dated as of August 1, 2002, by and among ALTM, certain officers and directors of ALTM, Alternate Marketing Networks, Inc., a Michigan Corporation, ALTM Combination Co., a Delaware Corporation, Hencie and certain stockholders of Hencie.  |
| Exhibit C | -- | Joint Filing Agreement.   |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this Statement is true, complete and correct.

Date: August 9, 2002

HENCIE INTERNATIONAL, INC.

By: /s/ ANWAR FATEHDIN  
-----  
Name: Anwar Fatehdin  
Title: President and Chief Executive Officer

/s/ ANWAR FATEHDIN  
-----  
Anwar Fatehdin

INDEX TO EXHIBITS

| EXHIBIT<br>NUMBER<br>----- |    | DESCRIPTION<br>-----  |
|----------------------------|----|---|
| A                          | -- | Amended and Restated Agreement and Plan of Reorganization dated May 31, 2002 by and among Alternate Marketing Networks, Inc., a Michigan corporation, ALTM, ALTM Combination Co., a Delaware corporation, Hencie, Adil Khan and certain stockholders of Hencie (incorporated by reference to Appendix A to the Definitive Proxy Statement on Schedule 14A filed by ALTM with the Securities and Exchange Commission as of June 17, 2002). |
| B                          | -- | Registration Rights Agreement, dated as of August 1, 2002, by and among ALTM, certain officers and directors of ALTM, Alternate Marketing Networks, Inc., a Michigan Corporation, ALTM Combination Co., a Delaware Corporation, Hencie and certain stockholders of Hencie.  |
| C                          | -- | Joint Filing Agreement.   |