

PROOF OF CLAIM

PAY POP, INC.

[United States District Court, For the District of Columbia, SECURITIES AND EXCHANGE COMMISSION v. CIBC MELLON TRUST COMPANY (Re: PAY POP, INC.), Case No. 1:05 0333, SEC v. DARYL DESJARDINS, Case No. 1:03CV1992 (PLF), SEC v. SEAN NEVETT, Case No. 1:03CV1994, SEC v. WARREN J. SOLOSKI, Case No. 1:03CV1993 (PLF)]

LAST DAY TO FILE PROOF OF CLAIM WITH DISTRIBUTION AGENT:

JANUARY 15, 2007

PLEASE COMPLETE, SIGN AND RETURN THIS FORM IMMEDIATELY TO:

RICHARD WEISSMAN, ESQ.
DISTRIBUTION AGENT
5959 TOPANGA CANYON BOULEVARD, SUITE 255
WOODLAND HILLS, CA 91367

The undersigned hereby submits the following claim relating to an investment in PAY POP, INC., arising out of the alleged conduct of, among others, CIBC MELLON TRUST COMPANY, DARYL G. DESJARDINS, ALNOOR JIWAN, SEAN NEVETT, WARREN J. SOLOSKI, ROBERT ZABA and RONALD BROUILLETTE (collectively, "Pay Pop"):

1. **NAME(S) AND ADDRESS OF CLAIMANT(S):**

Name(s) of Company or Individual: _____
Current Address: _____

Address at time of Investment (if different from current address): _____

Telephone No.: _____ E-Mail: _____

2. **THIS CLAIM IS BASED ON MY STATUS AS A PURCHASER OF STOCK IN PAY POP, BETWEEN JULY 1998 AND SEPTEMBER 1999.**

3. **AMOUNT OF CLAIM:** \$ _____ (Principal Only)
(Provide copies of canceled checks, Wired funds receipts, bank statements, etc.)

4. **AMOUNT RECEIVED FROM PAY POP, et al., IF ANY:** \$ _____

5. **BASIS FOR GENERAL CREDITOR CLAIM:**

(Describe briefly basis for claim(s) if not a claimant under paragraph 2, above; and attach documents and canceled checks in support of claim(s)):

(PLEASE ATTACH ADDITIONAL PAGES AS NECESSARY.)

6. I acknowledge, agree and remit to the jurisdiction of this Court, and agree that my claim shall be adjudicated, determined and paid as ordered by the United States District Court that is administering this action and distribution. I further consent to, and understand that the Court will determine (a) my right to any money from the above-named defendants, if any is available, (b) the priority of said claim(s), if any, (c) the scheduling and allocation of the assets to be distributed, and (d) that all objections and disputes to the allowance of my claim by the Distribution Agent, shall be submitted to and the subject of review by the Court for a final ruling thereon, upon motion practice for hearing, without a jury.

7. I have not sold, assigned, transferred, hypothecated or in any way conveyed my interest in or my claim against PAY POP, or any portion thereof. I further agree not to sell, convey, assign, transfer or hypothecate hereafter, prior to the date(s) of distribution, my interest in PAY POP, or my claim thereto, in any manner. In the event my interest is transferred hereafter prior to the date(s) of distribution, except by operation of law, I agree that any such assignment or transfer shall be deemed null and void and unenforceable by any successor third party as between the undersigned, on the one hand, and PAY POP, the Agent and the Court, on the other hand.

8. I further understand and agree that: (a) disbursement check to me will be made payable jointly to me and to each of my co-claimants named herein below; (b) it will be our individual and collective responsibility for said check's deposit and collection en gross and later division between us, if any; (c) that the Agent will not prorate the amount due me or to us under separate checks; and (d) my correct Social Security Number (SSN) or Federal Employer Identification Number (FEIN) is set forth adjacent to my signature below.

9. I represent that I am not and have never been affiliated with PAY POP, INC., CIBC Mellon Trust Company, Sean Nevett, Warren J. Soloski, Daryl G. Desjardins, Alnoor Jiwan, Robert Zaba and Ronald Brouillette, as a principal, employee, sales agent, independent contractor, relative or in any other manner.

10. I represent that I have not received from or on behalf of Pay Pop, CIBC, or any of the above-named persons against whom this claim is filed, any distribution of money except as set forth in section 4, above.

I declare under penalty of perjury under the laws of the State of California and the United States of America that the foregoing is true and correct.

Executed on : _____, 200__, at _____, _____.
(City or Town) (State, Zip Code)

NO PROOF OF CLAIM SHOULD BE FILED WITH THE COURT.

Delivery of an originally executed Proof of Claim to Richard Weissman, Distribution Agent of PAY POP, et al. on or before JANUARY 15, 2007 shall constitute Claimant's "filing" of the Proof of Claim.

_____ PRINT (FULL NAME)	_____ CLAIMANT SIGNATURE	_____ SSN / FEIN
_____ PRINT (FULL NAME)	_____ CLAIMANT SIGNATURE	_____ SSN / FEIN
_____ PRINT (FULL NAME)	_____ CLAIMANT SIGNATURE	_____ SSN / FEIN
_____ PRINT (FULL NAME)	_____ CLAIMANT SIGNATURE	_____ SSN / FEIN

NAME, ADDRESS AND ACCOUNT NUMBER FOR CURRENT IRA/PENSION ACCOUNT(S)

To receive an acknowledgment from the Distribution Agent of his receipt of your Proof of Claim, you must provide him with a duplicate of the original Proof of Claim and a self-addressed, postage prepaid envelope. The Distribution Agent will mark the duplicate Proof of Claim "Received" with a date stamp and return it to you for your records.