

**STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS**

**TO: Pop N Go, Inc.
Melvin J. Wyman
12429 East Putman Street
Whittier, CA 90602**

**DESIST AND REFRAIN ORDER
(For violations of sections 25110 and 25401 of the California Corporations Code)**

The California Corporations Commissioner (“Commissioner”) finds that:

1. At all relevant times, Pop N Go, Inc. (“PNG”) is or was a Delaware corporation with its principal place of business located at 12429 East Putman Street, Whittier, California, 90602.
2. At all relevant times Melvin J. Wyman (“Wyman”) was the president of PNG.
3. At all relevant times, PNG is or was a company that manufactures patented coin-operated popcorn vending machines intended for operation in revenue sharing agreements.
4. PNG is or was a company that reports to the United States Securities and Exchange Commission (“SEC”) and trades on the over-the-counter stock market (OTCBB: POPN). PNG last filed a 10-Q quarterly report with the SEC on September 18, 2008, showing assets of \$135,090 and total liabilities of \$17,708,514 for the period ended June 30, 2008.
5. During the period of approximately February 2002 through March 2009, PNG offered and sold securities in the form of convertible debentures or notes to California investors.
6. The convertible debentures or notes sold by PNG typically matured after one year with 12% to 17% annual interest paid quarterly. Additionally, investors were given the option of converting the debentures into common shares anytime before the note maturity date.
7. Beginning on or about January 2009, PNG offered and sold securities in the form of investment contracts or machine purchase and management agreements to California investors through promotions advertised on the company website located at www.popngo.com.

1 8. The investment contracts or purchase and management agreements sold by PNG required
2 investors to pay \$10,000 for each popcorn vending machine, which PNG was solely responsible for
3 manufacturing, installing, placing, operating, insuring, stocking, servicing, and supplying. The
4 investors were promised a five-year renewable option and monthly payments of 10% to 12% annual
5 interest until the machines were installed. After installment of the machines, investors were promised
6 25% of gross annual revenues earned from the operating machines. PNG told investors that the
7 vending machines would likely generate revenue within 90 to 180 days after purchase.

8 9. In connection with the offer and sale of these convertible debentures or notes and investment
9 contracts or purchase and managements agreements, PNG and Wyman made, or caused to be made,
10 misrepresentations of material fact or omitted to state material facts necessary in order to make the
11 statements made, in the light of the circumstances under which they were made, not misleading.
12 These misrepresentations and omissions include, but are not limited to, the following:

13 a. The convertible debentures or notes and the investment contracts or purchase and management
14 agreements were subject to qualification in the State of California.

15 b. PNG represented to investors that its convertible debentures were exempt from qualification
16 under Rule 505 of the Securities Exchange Act of 1933, but the company failed to file a federal
17 Regulation D notice with the SEC.

18 c. PNG was in default for interest payments on debenture notes issued in prior years and had
19 failed to pay back the principal investments to investors upon maturation of the notes.

20 d. Although PNG announced in its June 25, 2008 press release that it had a backlog of over
21 \$500,000 in firm unfulfilled customer orders, machines purchased by investors remained uninstalled
22 and non-revenue producing over one year later.

23 e. On or about September 29, 2008, the Wisconsin Department of Financial Institutions ordered
24 PNG to cease and desist from making unregistered offers or sales of securities in Wisconsin.

25 f. On or about March 23, 2010, PNG was assessed a \$10,000 civil penalty by the North Dakota
26 Securities Commissioner and ordered to cease and desist from making unregistered offers or sales of
27 securities in North Dakota.

28

1 g. During the period of January 2000 through September 2009, no less than 30 civil lawsuits and
2 government tax liens had been filed against PNG.

3 10. In July 2009, PNG knowingly made untrue statements to the Commissioner during the course
4 of the investigation when it represented that the company had not offered or sold any promissory
5 notes or convertible debenture since December 2006. Contrary to these representations made by
6 PNG's counsel, the Commissioner's investigation revealed that PNG continued to offer and sell
7 convertible debentures in this state in 2007 and 2008.

8 11. The Department of Corporations has not issued a permit or other form of qualification
9 authorizing any person to offer and sell these securities in this state.

10 Based on the foregoing findings, the Commissioner is of the opinion that the convertible
11 debentures or notes and the investment contracts or purchase and management agreements offered
12 and sold by Pop N Go, Inc. and Melvin J. Wyman are securities subject to qualification under
13 Corporations Code section 25110. These securities are or have been offered or sold without being
14 qualified or exempt.

15 Further, the Commissioner is of the opinion that the securities offered by Pop N Go, Inc. and
16 Melvin J. Wyman were offered in this state by means of written or oral communications that included
17 untrue statements of material fact in violation of section 25401 of the Corporations Code.

18 Pursuant to Corporations Code section 25532, Pop N Go, Inc. and Melvin J. Wyman are
19 hereby ordered to desist and refrain from the further offer or sale in the State of California of
20 securities, including but not limited to convertible debentures or notes and investment contracts or
21 purchase and management agreements, unless and until qualification has been made under said law or
22 unless exempt.

23 Pursuant to Corporations Code section 25532, Pop N Go, Inc. and Melvin J. Wyman are
24 hereby ordered to desist and refrain from offering or selling any security in the State of California,
25 including but not limited to convertible debentures or notes and investment contracts or purchase and
26 management agreements, by means of any written or oral communication which includes an untrue
27 statement of a material fact.

28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

This Order is necessary, in the public interest, for the protection of investors and consistent with the purposes, policies, and provisions of the California Corporations Code.

Dated: March 14, 2010
Los Angeles, California

PRESTON DUFAUCHARD
California Corporations Commissioner

By _____
ALAN S. WEINGER
Deputy Commissioner
Enforcement Division