

State of Missouri  
Office of Secretary of State

Case No. AP-11-25

IN THE MATTER OF:

POP N GO, INC.; MELVIN WYMAN,  
AND KIRK PORTER,

Respondents.

Serve: Pop N Go, Inc. at:  
Herbert Davis, Registered Agent  
601 West 5th Street, 8th Floor  
Los Angeles, California 90071

Serve: Melvin Wyman at:  
12429 East Putnam Street  
Whittier, California 90602

Serve: Kirk Porter at:  
12429 East Putnam Street  
Whittier, California 90602

**ORDER TO CEASE AND DESIST AND ORDER TO SHOW CAUSE WHY  
RESTITUTION, CIVIL PENALTIES, AND COSTS SHOULD NOT BE IMPOSED**

On October 26, 2011, the Enforcement Section of the Securities Division of the Office of Secretary of State (the "Enforcement Section"), through the Securities Division's Assistant Commissioner Mary S. Hosmer, submitted a Petition for Order to Cease and Desist and Order to Show Cause Why Restitution, Civil Penalties, and Costs, Should Not Be Imposed. After reviewing the petition, the Commissioner issues the following findings of fact, conclusions of law and order:

**I. FINDINGS OF FACT**

1. Pop N Go, Inc. ("POPN"), is a Delaware Corporation and conducts business in the State of California. POPN has a mailing address of 12429 E. Putnam Street, Whittier, California 90602. POPN's agent for service of process is Herbert Davis ("Davis"). Davis maintains a mailing address of 601 West 5th Street, 8th Floor, Los Angeles, California 90071. A check of the records maintained by the Commissioner indicates that POPN has never been registered as a broker-dealer with the State of Missouri.
2. Melvin Wyman ("Wyman") is the chief executive officer of POPN. Wyman maintains a mailing address of 12429 E. Putnam Street, Whittier, California 90602. A check of the records maintained by the Commissioner indicates that Wyman has never been registered as an agent with the State of Missouri.
3. Kirk Porter ("Porter") was a representative of POPN and maintained a last known mailing address of 12429 E. Putnam Street, Whittier, California 90602. A check of the records maintained by the Commissioner indicates that Porter has never been registered as an agent with the State of Missouri.
4. Sterling Trust Company ("Sterling Trust"), is a passive self-directed IRA custodian for self-directed IRAs qualified business retirement plans and non-qualified custodial accounts. Sterling Trust has an address of 1101 Wooded Acres, Suite 120, Waco, Texas 76710.
5. As used herein, the term "Respondents" refers to POPN, Wyman and Porter.
6. Sometime in 2006, Porter contacted a sixty-five (65) year-old Independence, Missouri resident ("MR1") and MR1's seventy-eight (78) year-old spouse ("MR2"), concerning an investment opportunity in POPN.
7. Porter told MR1 and MR2, among other things, that:
  - a. Porter was a representative of POPN;
  - b. POPN was in the business of selling popcorn machines;
  - c. POPN was seeking funds from investors for assistance in the growth of POPN;
  - d. POPN was selling convertible debentures;

- e. the investment in convertible debentures would pay fourteen percent (14%) interest per year with interest payments to be paid on a quarterly basis;
  - f. the risks associated with the investment would be low;
  - g. MR1 and MR2 could invest their IRA funds in POPN through Sterling Trust; and
  - h. MR1 and MR2 could learn more about POPN by reviewing its website.
8. Sometime in 2006, Porter provided documents to MR1 and MR2 containing company literature, company news releases, and projected balance sheets.
  9. POPN's balance sheets projected sales in 2007 of fourteen million one hundred ninety-nine thousand four hundred dollars (\$14,199,400) and a net earnings of five million six hundred sixteen thousand one hundred dollars (\$5,616,100).
  10. The Enforcement Section reviewed POPN's SEC registration filings for the POPN common stock. This information revealed that for the nine months ending on June 30, 2006, POPN had total sales of seventy-seven thousand three hundred fifty-seven dollars (\$77,357), and a net loss of nine million six hundred fifty-five thousand six hundred eighty-two dollars (\$9,655,682).
  11. In an SEC registration filing for POPN common stock dated October 12, 2006, POPN disclosed, among other things, that:

"Our independent auditor . . . has expressed substantial doubt as to our ability to continue as a going concern . . . . As of September 25, 2006, we have \$8,435,502 in convertible debentures . . . . We are in default in the repayment of principal on approximately \$3,067,416, or 36.36% of the convertible debentures."
  12. On or about December 8, 2006, MR1 and MR2 invested twenty-five thousand dollars (\$25,000) in POPN convertible debentures through Porter and Wyman.
  13. Subsequent to the December 2006 investment, Porter and Wyman called MR1 and MR2 and told MR1 and MR2 that interest rates on the POPN convertible debentures remained high and encouraged MR1 and MR2 to invest more money in these convertible debentures.
  14. Porter told MR1 and MR2 that if MR1 and MR2 invested funds through an IRA, Sterling Trust would require that MR1 and MR2 sign subscription agreements stating that MR1 and MR2 were accredited investors.
  15. MR1 and MR2 each executed a subscription agreement indicating that they were accredited investors and sent the subscriptions agreements to POPN.
  16. MR1 and MR2 stated that Porter never discussed the definition of an accredited investor with MR1 and MR2 to determine if MR1 and MR2 were accredited investors prior to the investment.
  17. The Enforcement Section's investigation revealed that MR1 and MR2 were not accredited investors.
  18. On or about February 26, 2007, MR2 invested six thousand nine hundred ninety-one dollars and eighty-two cents (\$6,991.82) in convertible debentures with POPN through MR2's IRA at Sterling Trust.
  19. On or about March 8, 2007, MR1 invested fifty-five thousand eight hundred eighty-eight dollars and twenty-seven cents (\$55,888.27) in convertible debentures with POPN through MR1's IRA at Sterling Trust.
  20. As a result of MR1 and MR2's investments, MR1 and MR2 were issued convertible debentures from POPN, signed by Wyman. These debentures had a one (1) year maturity date.
  21. On several occasions, MR1 and MR2 requested that POPN return MR1's and MR2's invested funds.
  22. MR1 stated that Wyman told MR1 and MR2, among other things, that POPN had no funds to pay MR1 and MR2 and that converting these debentures to POPN shares did not make sense because the shares were worth "almost nothing."
  23. By March 8, 2008, all of MR1 and MR2's investments in the convertible debentures had matured.
  24. To date, MR1 and MR2 have not received a return of their eighty seven thousand eight hundred eighty dollars and nine cents (\$87,880.09) investment principal from POPN, Wyman or Porter. In addition, MR1 and MR2 have not received all of the interest on their convertible debentures.
  25. Wyman sent a letter to the Enforcement Section, dated November 6, 2009. In this letter Wyman stated, among other things, that:
    - a. Wyman was the founder of POPN and served as CEO;
    - b. POPN was a reporting company trading over-the-counter for the period 2000-2008;

- c. MR1 and MR2 were the only Missouri residents who purchased securities from POPN;
  - d. Porter served as a finder and that Porter received funds as a finder pursuant to a verbal understanding;
  - e. POPN sold securities in Missouri pursuant to a Regulation D exemption; and
  - f. no notice documents were filed in the State of Missouri as the sale in Missouri was a limited one-time event to accredited investors.
26. A check of the records maintained by the Missouri Commissioner of Securities confirmed that:
- a. there was no registration or notice filing indicating status as a "federal covered security" for the convertible debentures offered and sold by POPN;
  - b. POPN had not filed a *Notice of Sale of Securities Pursuant to the Missouri Accredited Investor Exemption*; and
  - c. neither Wyman nor Porter were registered securities agents in Missouri.
27. Wyman, Porter, and POPN failed to disclose to MR1 or MR2, among other things, that:
- a. there was no registration or notice filing indicating status as a "federal covered security" for the convertible debentures offered and sold by POPN;
  - b. POPN had not filed a *Notice of Sale of Securities Pursuant to the Missouri Accredited Investor Exemption*;
  - c. neither Wyman nor Porter were registered securities agents in Missouri; and/or
  - d. POPN's independent auditor had expressed substantial doubt as to POPN's ability to continue as a going concern.

## **II. STATUTORY PROVISIONS**

28. Section 409.1-102(1), RSMo. (Cum. Supp. 2009), defines "Agent" as "an individual, other than a broker-dealer, who represents a broker-dealer in effecting or attempting to effect purchases or sales of securities or represents an issuer in effecting or attempting to effect purchases or sales of the issuer's securities. But a partner, officer, or director of a broker-dealer or issuer, or an individual having a similar status or performing similar functions is an agent only if the individual otherwise comes within the term. The term does not include an individual excluded by rule adopted or order issued under this act."
29. Section 409.1-102(17), RSMo. (Cum. Supp. 2009), defines "Issuer" as "a person that issues or proposes to issue a security . . . ."
30. Section 409.1-102(26), RSMo. (Cum. Supp. 2009), defines "Sale" as "every contract of sale, contract to sell, or disposition of, a security or interest in a security for value, and 'offer to sell' includes every attempt or offer to dispose of, or solicitation of an offer to purchase, a security or interest in a security for value."
31. Section 409.1-102(28), RSMo. (Cum. Supp. 2009), defines "Security" as "a note; stock; treasury stock; security future; bond; debenture; evidence of indebtedness; certificate of interest of participation in a profit-sharing agreement; collateral trust certificate; preorganization certificate or subscription; transferable share; investment contract; voting trust certificate; certificate of deposit for a security; fractional undivided interest in oil, gas, or other mineral rights; put, call, straddle, option, or privilege on a security, certificate of deposit, or group or index of securities, including an interest therein or based on the value thereof; put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency; or in general, an interest or instrument commonly known as a 'security'; or a certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing."
32. Section 409.3-301, RSMo. (Cum. Supp. 2009), states:
- It is unlawful for a person to offer or sell a security in this state unless:
- (1) The security is a federal covered security;
  - (2) The security, transaction, or offer is exempted from registration under sections 409.2-201 to 409.2-203; or
  - (3) The security is registered under this act.
33. Section 409.4-402(a), RSMo. (Cum. Supp. 2009), states:
- It is unlawful for an individual to transact business in this state as an agent unless the individual is registered under this act as an agent or is exempt from registration as an agent under subsection (b).

34. Section 409.4-402(d), RSMo. (Cum Supp. 2009), states:

It is unlawful for a broker-dealer, or an issuer engaged in offering, selling, or purchasing securities in this state, to employ or associate with an agent who transacts business in this state on behalf of broker-dealers or issuers unless the agent is registered under subsection (a) or exempt from registration under subsection (b).

35. Section 409.5-501, RSMo. (Cum Supp. 2009), states:

It is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly:

- (1) To employ a device, scheme, or artifice to defraud;
- (2) To make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statement made, in the light of the circumstances under which it is made, not misleading; or
- (3) To engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

36. Section 409.6-601, RSMo. (Cum Supp. 2009), states:

(a) This act shall be administered by the commissioner of securities who shall be appointed by and act under the direction of the secretary of state, and shall receive compensation as provided by law.

37. Section 409.6-602, RSMo. (Cum Supp. 2009), states:

(a) The commissioner may:

- (1) Conduct public or private investigations within or outside of this state which the commissioner considers necessary or appropriate to determine whether a person has violated, is violating, or is about to violate this act or a rule adopted or order issued under this act, or to aid in the enforcement of this act or in the adoption of rules and forms under this act;
- (2) Require or permit a person to testify, file a statement, or produce a record, under oath or otherwise as the commissioner determines, as to all the facts and circumstances concerning a matter to be investigated or about which an action or proceeding is to be instituted;
- (3) Publish a record concerning an action, proceeding, or an investigation under, or a violation of, this act or a rule adopted or order issued under this act if the commissioner determines it is necessary or appropriate in the public interest and for the protection of investors;

...

(b) For the purpose of an investigation under this act, the commissioner or its designated officer may administer oaths and affirmations, subpoena witnesses, seek compulsion of attendance, take evidence, require the filing of statements, and require the production of any records that the commissioner considers relevant or material to the investigation.

38. Section 409.6-604, RSMo. (Cum Supp. 2009), states:

(a) If the commissioner determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or that a person has materially aided . . . an act, practice or course of business constituting a violation of this act . . . the commissioner may:

- (1) Issue an order directing the person to cease and desist from engaging in the act, practice, or course of business or to take other action necessary or appropriate to comply with this act;
- (2) Require or permit a person to testify, file a statement, or produce a record, under oath or otherwise as the commissioner determines, as to all the facts and circumstances concerning a matter to be investigated or about which an action or proceeding is to be instituted;
- (3) Publish a record concerning an action, proceeding, or an investigation under, or a violation of, this act or a rule adopted or order issued under this act if the commissioner determines it is necessary or appropriate in the public interest and for the protection of investors;

(b) An order under subsection (a) is effective on the date of issuance. Upon issuance of the order, the commissioner shall promptly serve each person subject to the order with a copy of the order and a notice that the order has been entered. The order must include a statement whether the commissioner will seek a civil penalty or costs of the investigation, a statement of the reasons for the order, and notice that, within fifteen days after receipt of a request in a record from the person, the matter

will be scheduled for a hearing. If a person subject to the order does not request a hearing and none is ordered by the commissioner within thirty days after the date of service of the order, the order becomes final as to that person by operation of law. If a hearing is requested or ordered, the commissioner, after notice of and opportunity for hearing to each person subject to the order, may modify or vacate the order or extend it until final determination.

(c) If a hearing is requested or ordered pursuant to subsection (b), a hearing before the commissioner must be provided. A final order may not be issued unless the commissioner makes findings of fact and conclusions of law in a record in accordance with the provisions of chapter 536, RSMo, and procedural rules promulgated by the commissioner. The final order may make final, vacate, or modify the order issued under subsection (a).

(d) In a final order under subsection (c), the commissioner may:

(1) Impose a civil penalty up to one thousand dollars for a single violation or up to ten thousand dollars for more than one violation;

(2) Order a person subject to the order to pay restitution for any loss, including the amount of any actual damages that may have been caused by the conduct and interest at the rate of eight percent per year from the date of the violation causing the loss or disgorge any profits arising from the violation;

(3) In addition to any civil penalty otherwise provided by law, impose an additional civil penalty not to exceed five thousand dollars for each such violation if the commissioner finds that a person subject to the order has violated any provision of this act and that such violation was committed against an elderly or disabled person. For purposes of this section, the following terms mean:

(A) 'Disabled person', a person with a physical or mental impairment that substantially limits one or more of the major life activities of such individual, a record of such impairment, or being regarded as having such an impairment;

(B) 'Elderly person', a person sixty years of age or older.

(e) In a final order, the commissioner may charge the actual cost of an investigation or proceeding for a violation of this act or a rule adopted or order issued under this act. These funds may be paid into the investor education and protection fund.

### **III. CONCLUSIONS OF LAW**

#### **Multiple Violations of Offering and Selling Unregistered, Non-Exempt Securities**

39. Paragraphs 1 through 38 are incorporated by reference as though fully set forth herein.
40. Respondents offered and sold a security as those terms are defined in Sections 409.1-102(26) and (28), RSMo. (Cum. Supp. 2009).
41. At all times relevant, records maintained by the Commissioner contained no registration, granted exemption, or notice filing indicating status as a "federal covered security" for the securities offered and sold by Respondents.
42. Respondents violated Section 409.3-301, RSMo. (Cum. Supp. 2009), when they offered and sold securities in Missouri without these securities being (1) a federal covered security, (2) exempt from registration under Sections 409.2-201 or 409.2-203, RSMo. (Cum. Supp. 2009), or (3) registered under the Missouri Securities Act of 2003.
43. Respondents' actions of offering and selling securities that were not registered, exempt or a federal covered security constitute an illegal act, practice, or course of business and thus such actions are subject to the Commissioner's authority under Section 409.6-604, RSMo. (Cum. Supp. 2009).

#### **Multiple Violations of Transacting Business as an Unregistered Agent by Respondent Wyman**

44. Paragraphs 1 through 38 are incorporated by reference as though fully set forth herein.
45. At all times relevant, records maintained by the Commissioner contained no registration or granted exemption for Respondent Wyman to transact business as an agent in the State of Missouri.
46. Respondent Wyman violated Section 409.4-402(a), RSMo. (Cum. Supp. 2009), when he offered and/or sold securities to investors in Missouri without being registered or exempt from registration as an agent.
47. Respondent Wyman's actions in transacting business as an unregistered agent constitute an illegal act, practice, or course of business and thus such actions are subject to the Commissioner's authority under Section 409.6-604, RSMo. (Cum. Supp.

2009).

**Multiple Violations of Transacting Business as an  
Unregistered Agent by Respondent Porter**

48. Paragraphs 1 through 38 are incorporated by reference as though fully set forth herein.
49. At all times relevant, records maintained by the Commissioner contained no registration or granted exemption for Respondent Porter to transact business as an agent in the State of Missouri.
50. Respondent Porter violated Section 409.4-402(a), RSMo. (Cum. Supp. 2009), when he offered and/or sold securities to investors in Missouri without being registered or exempt from registration as an agent.
51. Respondent Porter's actions in transacting business as an unregistered agent constitute an illegal act, practice, or course of business and thus such actions are subject to the Commissioner's authority under Section 409.6-604, RSMo. (Cum. Supp. 2009).

**Multiple Violations of Employing an Unregistered Agent**

52. Paragraphs 1 through 38 are incorporated by reference as though fully set forth herein.
53. Respondent POPN employed Respondent Wyman and Respondent Porter, who transacted business on behalf of POPN. These activities constitute transacting business in the State of Missouri.
54. At all times relevant, records maintained by the Commissioner contained no registration or granted exemption for any agents of POPN to transact business in the State of Missouri.
55. Respondent POPN violated Section 409.4-402(d), RSMo. (Cum. Supp. 2009), when it employed unregistered agents who transacted business in the State of Missouri.
56. Respondent POPN's actions of employing unregistered agents who transacted business in Missouri constitute an illegal act, practice, or course of business and thus such actions are subject to the commissioner's authority under Section 409.6-604, RSMo. (Cum. Supp. 2009).

**Multiple Violations of Omitting to State Material Facts in  
Connection with the Offer or Sale of a Security**

57. Paragraphs 1 through 38 are incorporated by reference as though fully set forth herein.
58. In connection with the offer, sale or purchase of a security to MR1 and/or MR2, Respondents omitted to state material facts necessary in order to make statements made, in light of the circumstances under which they were made, not misleading, including, but not limited to, the following:
  - a. that the debentures offered by POPN were not registered as a "federal covered security;"
  - b. that POPN had not filed a *Notice of Sale of Securities Pursuant to the Missouri Accredited Investor Exemption*;
  - c. that neither Wyman nor Porter were registered securities agents in Missouri; and/or
  - d. that POPN's independent auditor had expressed substantial doubt as to POPN's ability to continue as a going concern.
59. Respondents violated Section 409.5-501, RSMo. (Cum. Supp. 2009), when, in connection with the offer and sale of securities, they omitted to state material facts.
60. Respondents' actions in making untrue statements and omitting to state material facts constitute illegal acts, practices, or courses of business and thus such actions are subject to the Commissioner's authority under Section 409.6-604, RSMo. (Cum. Supp. 2009).
61. This order is in the public interest and is consistent with the purposes of the Missouri Securities Act of 2003. See Section 409.6-605(b), RSMo. (Cum. Supp. 2009).

**IV. ORDER**

**NOW, THEREFORE**, it is hereby ordered that Respondents, their agents, employees and servants, and all other persons participating in or about to participate in the above-described violations with knowledge of this order are prohibited from:

- A. violating or materially aiding in any violation of Section 409.3-301, RSMo. (Cum. Supp. 2009), by offering or selling any securities as defined by Section 409.1-102(28), RSMo. (Cum. Supp. 2009), in the State of Missouri unless those securities are registered with the Securities Division of the Office of the Secretary of State in accordance with the provisions of Section 409.3-301;

- B. violating or materially aiding in any violation of Section 409.4-402(a), RSMo. (Cum. Supp. 2009), by transacting business as an unregistered agent;
- C. violating or materially aiding in any violation of Section 409.4-402(d), RSMo. (Cum. Supp. 2009), by employing an unregistered agent; and
- D. violating or materially aiding in any violation of Section 409.5-501, RSMo. (Cum. Supp. 2009), by, in connection with the offer or sale of securities, making an untrue statement of a material fact or omitting to state a material fact necessary in order to make the statement made, in light of the circumstances under which it is made, not misleading or engaging in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(d), RSMo. (Cum. Supp. 2009), the Commissioner will determine whether to grant the Enforcement Section's petition for an imposition of a civil penalty of up to ten thousand dollars (\$10,000) against each Respondent for multiple violations of Section 409.3-301, RSMo. (Cum. Supp. 2009), in a final order, unless Respondents request a hearing and show cause why the penalty should not be imposed.

**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(d), RSMo. (Cum. Supp. 2009), the Commissioner will determine whether to grant the Enforcement Section's petition for an imposition of a civil penalty of up to ten thousand dollars (\$10,000) against Respondent Melvin Wyman for multiple violations of Section 409.4-402(a), RSMo. (Cum. Supp. 2009), in a final order, unless Respondent Melvin Wyman requests a hearing and shows cause why the penalty should not be imposed.

**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(d), RSMo. (Cum. Supp. 2009), the Commissioner will determine whether to grant the Enforcement Section's petition for an imposition of a civil penalty of up to ten thousand dollars (\$10,000) against Respondent Kirk Porter for multiple violations of Section 409.4-402(a), RSMo. (Cum. Supp. 2009), in a final order, unless Respondent Kirk Porter requests a hearing and shows cause why the penalty should not be imposed.

**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(d), RSMo. (Cum. Supp. 2009), the Commissioner will determine whether to grant the Enforcement Section's petition for an imposition of a civil penalty of up to ten thousand dollars (\$10,000) against Respondent POPN for multiple violations of Section 409.4-402(d), RSMo. (Cum. Supp. 2009), in a final order, unless Respondent POPN requests a hearing and shows cause why the penalty should not be imposed.

**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(d), RSMo. (Cum. Supp. 2009), the Commissioner will determine whether to grant the Enforcement Section's petition for an imposition of a civil penalty of up to ten thousand dollars (\$10,000) against each Respondent for multiple violations of Section 409.5-501, RSMo. (Cum. Supp. 2009), in a final order, unless Respondents request a hearing and show cause why the penalty should not be imposed.

**IT IS FURTHER ORDERED** that, as the Enforcement Section has petitioned for an order of restitution, the Commissioner will determine whether to order Respondents to pay restitution for any loss, possibly to include the amount of any actual damages that may have been caused by the conduct of Respondents, and interest at the rate of eight percent per year from the date of the violation causing the loss, or disgorge any profits, arising from the violation of Sections 409.3-301, 409.4-402, and 409.5-501, RSMo. (Cum. Supp. 2009), after review of evidence submitted by the Enforcement Section, in a final order, pursuant to Section 409.6-604(d), RSMo. (Cum. Supp. 2009), unless Respondents request a hearing and show cause why this restitution or disgorgement should not be imposed.

**IT IS FURTHER ORDERED** that, as the Enforcement Section has petitioned for an award for the costs of the investigation against Respondents in this proceeding the commissioner will issue a final order, pursuant to Section 409.6-604(e), RSMo. (Cum. Supp. 2009), awarding an amount to be determined after review of evidence submitted by the Enforcement Section, unless Respondents request a hearing and show cause why such award should not be made.

**SO ORDERED:**

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS 31<sup>ST</sup> DAY OF OCTOBER, 2011.

ROBIN CARNAHAN  
SECRETARY OF STATE

(Signed/Sealed)  
MATTHEW D. KITZI  
COMMISSIONER OF SECURITIES

Case No. AP-11-25

IN THE MATTER OF:

POP N GO, INC.; MELVIN WYMAN,  
AND KIRK PORTER,

Respondents.

Serve: Pop N Go, Inc. at:  
Herbert Davis, Registered Agent  
601 West 5th Street, 8th Floor  
Los Angeles, California 90071

Serve: Melvin Wyman at:  
12429 East Putnam Street  
Whittier, California 90602

Serve: Kirk Porter at:  
12429 East Putnam Street  
Whittier, California 90602

### NOTICE

**TO: Respondents and any unnamed representatives aggrieved by this Order:**

You may request a hearing in this matter within thirty (30) days of the receipt of this Order pursuant to Section 409.6-604(b), RSMo. (Cum. Supp. 2009), and 15 CSR 30-55.020.

Within fifteen (15) days after receipt of a request in a record from a person or persons subject to this order, the Commissioner will schedule this matter for hearing.

A request for a hearing must be mailed or delivered, in writing, to:

**Matthew D. Kitzi, Commissioner of Securities**  
**Office of the Secretary of State, Missouri**  
**600 West Main Street, Room 229**  
**Jefferson City, Missouri 65102**

### CERTIFICATE OF SERVICE

I hereby certify that on this 31<sup>st</sup> day of October, 2011, a copy of the foregoing Order to Cease and Desist and Order to Show Cause Why Restitution, Civil Penalties, and Costs Should Not Be Imposed in the above styled case was **mailed by Certified U.S. mail to:**

Pop N Go, Inc.  
c/o Herbert Davis, Registered Agent  
601 West 5th Street 8th Floor,  
Los Angeles, California 90071

Melvin Wyman  
12429 East Putnam Street  
Whittier, California 90602

Kirk Porter  
12429 East Putnam Street  
Whittier, California 90602

**And hand-delivered to:**

Mary Hosmer  
Assistant Commissioner  
Missouri Securities Division

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John Hale, Specialist

