

BEFORE THE  
STATE OF WISCONSIN  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
DIVISION OF SECURITIES

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In the Matter of

PETITION FOR ORDER

POP-N-GO, INC.,  
MELVIN J. WYMAN, and  
GREG TUTHILL,

Respondents.

File No. S-08098(EX)

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The staff of the State of Wisconsin, Department of Financial Institutions, Division of Securities (hereinafter "the Division"), has conducted an investigation in this matter pursuant to § 551.56, Wis. Stats., and as a result thereof alleges as follows:

1. Pop-N-Go, Inc. (hereinafter "the Company") is a Delaware corporation with a last known business address of 12429 E. Putnam Street, Whittier, California 90602;
2. Melvin J. Wyman (hereinafter "Wyman") is an individual who at all times material hereto was an owner, officer and/or controlling person of the Company with a last known business address at that of the Company and a last known home address at 1154 Palms Boulevard, Venice, California 90291;
3. Greg Tuthill (hereinafter "Tuthill") is an individual who at all times material hereto was an agent of the Company and Wyman, with the same last known business address as that of the Company;
4. During the period of July, 2008, Tuthill, on behalf of the Company and Wyman, offered to at least one person in Wisconsin (Dorman) interests in hot air popcorn vending machines (hereinafter "the Machines");
5. The "MANAGEMENT AGREEMENT" received by the person in Wisconsin referred to in ¶ 4 above states as follows: "... 1. SERVICES: OWNER hereby retains COMPANY and COMPANY agrees to perform the following services for OWNER: (a) the COMPANY shall be responsible for installing the Machine(s) at locations of its choice. (b) The COMPANY will operate, service, insure, maintain, keep in good repair, stock and supply product for Machine(s), and collect and deposit funds during the term of this Agreement. Company may, at its option, subcontract services or assign this Agreement."
6. Pursuant to the offering materials received by the person in Wisconsin referred to in ¶ 4 above, in the Management Agreement of Pop-N-Go promises the following inducements:
  - a. to pay OWNER \$0.20 per cup sold from gross revenues collected quarterly;
  - b. to pay to OWNER 10% annual interest paid monthly on the purchase amount until the machines are installed at location(s);

- c. steady cash income 25-85% annually;
  - d. safe, steady, reliable HIGH YIELD investment--not putting money at risk;
  - e. Machines usually placed in 60-90 days;
  - f. Fully insured (2 million)/ no cost off profits—investor retains .20 per cup sold always, Pop N Go responsible for all service/maintenance, no expense whatsoever to investor;
7. Upon information and belief and as provided in the offering documents, investors play a passive role in the company with no duties and responsibilities;
  8. Since the investors will be involved in a common enterprise with the expectation of profits to be derived from the essential managerial efforts of others, the investments offered by the Respondents are investment contracts as defined by section DFI-Sec. § 1.02(6)(a), Wis. Adm. Code, and are therefore securities as defined by § 551.02(13), Wis. Stats.;
  9. The Pop-N-Go investment contracts have never been registered for offer and sale in Wisconsin pursuant to Ch. 551, Wis. Stats.;
  10. All Respondents have violated § 551.21(1), Wis. Stats., by offering unregistered securities to persons in Wisconsin;
  11. In connection with the offers of the securities described above, Tuthill transacted business in Wisconsin as an "agent" for the Company and Wyman, as that term is defined by § 551.02(2), Wis. Stats.;
  12. At no time has Tuthill been licensed as a securities agent pursuant to Ch. 551, Wis. Stats.;
  13. Tuthill has violated § 551.31(1), Wis. Stats., by transacting business in Wisconsin as a securities agent without a license;
  14. The Company and Wyman have violated § 551.31(2), Wis. Stats., by employing an unlicensed agent to represent them in Wisconsin; and
  15. On July 21, 2008, staff of the Division wrote to the Respondents requesting information and documents about their securities-related activities with persons in Wisconsin, with a two-week date to provide a response, but to date the Division has received no response.

Therefore, the staff of the Bureau of Registration & Enforcement petitions the Administrator of the Division of Securities for the issuance of the attached Order pursuant to Ch. 551, Wis. Stats.

*9-29-08*  
  
 Mark E. Dorman Date  
 Examiner

*9/29/08*  
  
 Leslie Van Buskirk Date  
 Supervising Attorney