

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
July 21, 2004

ADMINISTRATIVE PROCEEDING
File No. 3-11553

In the Matter of

ALNOOR JIWAN,

Respondent.

ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 17A OF THE
SECURITIES EXCHANGE ACT OF
1934

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 17A of the Securities Exchange Act of 1934 (“Exchange Act”) against Alnoor Jiwan (“Jiwan” or “Respondent”).

II.

After an investigation, the Division of Enforcement alleges that:

A. Background

1. Respondent, a Canadian citizen, formerly was the Manager of the Pacific Region of CIBC Mellon Trust Corp. (“CIBC Mellon”). At all relevant times, Jiwan was in charge, among other things, of overseeing the transfer agent and registrar relationship between CIBC Mellon and certain of its transfer agency clients. Since he was terminated in October 1999 by CIBC Mellon, Respondent has not been directly employed by a transfer agent, but has provided transfer agent-related consulting services to various companies.

2. Pay Pop, Inc. (“Pay Pop”), now defunct, was a Nevada corporation purchased in July 1998 by Robert Zaba (“Zaba”), also a Canadian citizen. Pay Pop stock was traded in the United States via the NASD’s Over-the-Counter Bulletin Board. At all relevant times, CIBC Mellon acted as Pay Pop’s transfer agent and registrar. CIBC Mellon also served as a transfer agent for at least 113 public companies that had securities registered with the Commission pursuant to Section 12 of the Exchange Act.

B. Permanent Injunction Entered Against Jiwan

3. On September 25, 2003, the Commission filed a complaint against Respondent in the United States District Court for the District of Columbia, based on alleged violations of certain provisions of the federal securities laws, in a civil action entitled *SEC v. Daryl Desjardins, et al.*, Civil Action No. 1:03CV01992 (PLF). The complaint alleged that, between July 1998 and 1999, Jiwan participated in a fraudulent scheme involving the sale of Pay Pop stock to the public. Specifically, the complaint alleged that Jiwan accepted a series of bribes in exchange for which he agreed to have CIBC Mellon serve as Pay Pop's transfer agent. As a result, CIBC Mellon issued at least 75 million shares of Pay Pop stock via restrictive legend-free stock certificates notwithstanding the fact that these issuances were not registered with the Commission or exempt from registration.

4. The complaint alleged that Jiwan was advised by Zaba that Pay Pop's former transfer agent would not agree to issue Pay Pop stock certificates without restrictive legends unless the stock was registered with the Commission or unless it received an attorney opinion letter confirming that the shares were exempt from registration, as required by United States law. The complaint alleged that Jiwan accepted bribes in the form of Pay Pop stock, placed in the name of a nominee in an effort to evade detection, in exchange for which Jiwan agreed that he would not require there to be a registration statement in effect for Pay Pop, or proof of any exemption from such registration for CIBC Mellon to issue legend-free Pay Pop stock. The complaint further alleged that, as a result, CIBC Mellon issued legend-free stock certificates representing at least 75 million shares of Pay Pop stock, which Zaba and others then sold on the open market in a "pump and dump" scheme. Jiwan was served with the complaint on October 8, 2003.

5. On July 1, 2004, the United States District Court for the District of Columbia entered a Final Judgment of Permanent Injunction, Disgorgement and Other Relief against Jiwan: (i) permanently enjoining Jiwan from, directly or indirectly, violating Sections 5 and 17(a) of the Securities Act of 1933 and from violating, directly or indirectly, or aiding and abetting violations of Sections 10(b) of the Exchange Act and Rule 10b-5 thereunder; (ii) barring Jiwan from participating in any penny stock offering; (iii) ordering Jiwan to pay disgorgement, which includes prejudgment interest, of \$130,374.96; and (iv) reserving judgment as to imposition of a penalty.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted pursuant to Section 17A of the Exchange Act to determine:

A. Whether the allegations set forth in Section II are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such

allegations; and

B. What, if any, remedial action is appropriate and in the public interest pursuant to Section 17A of the Exchange Act.

IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed and before an Administrative Law Judge to be designated by further order as provided by Rule 200 of the Commission's Rules of Practice, 17 C.F.R. § 201.200.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 221(f) and 201.310.

This Order shall be served forthwith upon Respondent personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 210 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceedings will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not “rule making” within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

For the Commission, by its Secretary, pursuant to delegated authority.

Jonathan G. Katz
Secretary