

EXECUTION, WARRANT ACCEPTANCE AND EFFECTIVE DELIVERY AGREEMENT

Visitalk Capital Corporation
 14647 S. 50th St., Suite 130
 Phoenix, AZ 85044

Dear Sir or Madam:

A. Capitalized terms, unless defined herein, have the same meaning as defined in the warrant agreement effective September 17, 2004 (the "Plan Warrant Agreement") or in the Second Joint Plan of Reorganization dated June 22, 2004, confirmed by the United States Bankruptcy Court for the District of Arizona related to Case No. 00-13035-PHX-RTB (the "Plan") of visitalk.com, Inc. ("Visitalk"). The Undersigned represents that they have received and reviewed (1) the Plan Warrant Agreement, (2) the Plan, (3) the Section 5.9 Implementation Agreement, (4) and have had the opportunity to ask questions regarding the terms and restrictions of these documents.

B. Each Issuer is required under the Plan to issue certain warrants (the "Plan Warrants") to various claimants categorized under the Plan if such claimants meet the terms of Section 5.9 of the Plan. Such Plan Warrants are defined in the Plan and governed in accordance with the Plan Warrant Agreement.

C. The Undersigned, _____, hereby tenders this Execution, Warrant Acceptance and Effective Delivery Agreement (the "Execution Agreement") to Visitalk Capital Corporation, as an Issuer and as the Implementation Agent for the other Issuers, and, unless an executed "Election to Certificate Agreement" is attached, also hereby elects to have all of their Plan Warrants issued in Book Entry form. Finally, the Execution Agreement accepts all the terms of the Section 5.9 Implementation Agreement.

D. This undersigned represents that the Execution Agreement has been duly authorized by all necessary action on the part of the Undersigned and, if necessary, this Execution Agreement has been duly executed by an authorized officer or representative of the Undersigned and such person is a legal officer or representative of the Undersigned and this Execution Agreement is enforceable in accordance with its terms.

E. If physical delivery of the Plan Warrant certificates is desired, please sign and return BOTH this Execution Agreement and also sign and return the "Election to Certificate Agreement," attached to the Plan Warrant Agreement as Exhibit F, along with a check for the certificate issue fee as set forth therein.

BY EXECUTION BELOW, THE UNDERSIGNED REPRESENTS THAT THEY HAVE RECEIVED, EXECUTED AND REVIEWED (1) THE PLAN WARRANT AGREEMENT, (2) THE PLAN, (3) THE SECTION 5.9 IMPLEMENTATION AGREEMENT AND (4) ACKNOWLEDGE THAT THEY HAVE EXECUTED AND RECEIVED EFFECTIVE DELIVERY OF THE PLAN WARRANTS. VISITALK CAPITAL CORPORATION AND EACH ISSUER IS RELYING UPON THE ACCURACY AND COMPLETENESS OF THE REPRESENTATIONS CONTAINED HEREIN IN COMPLYING WITH ITS OBLIGATIONS.

Claim Holder Accepted and Agreed:
 CLAIM HOLDER

Issuer Acceptance
 VISITALK CAPITAL CORPORATON, as an Issuer
 and as Implementation Agent for the other Issuers

 Signatures (all record holders should sign)
 Date: _____ 2006

 By: Michael S. Williams
 Its: President Date: _____ 2006

CERTIFICATE OF AUTHORIZATION

(to be completed if the Plan Warrants are being accepted by an "Entity")

I hereby certify that _____ ("Entity")

(name of company, trust, partnership or other form of entity)
 is a _____ organized and existing under and by virtue of the laws of the State of _____
 (entity type) (state)

and its tax ID number is _____ and it is currently in good standing and its charter
 (federal tax ID or SS #)

in full force and effect. I further certify that the _____ and/or the _____
 (title) (title)

are fully authorized and empowered to make, execute and deliver any and all written instruments necessary or proper to effectuate the authority hereby conferred. I further certify that _____ now is
 (name)

the _____ and _____ is now the _____
 (title) (name) (title)

I further certify that the officers set forth herein, or any one of them, are duly authorized by the Entity to execute and carry out the terms of the Execution Warrant Acceptance and Effective Delivery Agreement and certify further that the Execution Warrant Acceptance and Effective Delivery Agreement has been duly and validly executed on behalf of the Entity and constitutes a legal and binding obligation of the Entity.

Dated this _____ day of _____, 200_.

 Signature of certifying officer
(Must not be signed by officer authorized to act)

 Title of certifying officer

CLAIM HOLDER SCHEDULE

The Plan Warrants specified below are only valid if the specific named Claim Holder named herein, or a proper assignee, has executed an Execution, Warrant Acceptance and Effective Delivery Agreement (“Execution Agreement”) prior to June 15, 2006 and such agreement has been received by Visitalk Capital Corporation as the agent of the Issuers no later than June 25, 2006.

Claim Holder:

Plan Allowed Claim: \$ _____

Plan Class: _____

<u>Issuers</u>	<u>Unit #</u>	<u>Warrant Units**</u>
Visitalk Capital Corporation	_____	_____
VT Billing Services, Inc.	_____	_____
VT Business Products, Inc.	_____	_____
VT Consumer Services, Inc.	_____	_____
VT Financial Services, Inc.	_____	_____
Dynamic Biometric Systems, Inc.	_____	_____
VT International Corp.	_____	_____
VT Marketing Services, Inc.	_____	_____
VT Video Services, Inc.	_____	_____
VT Arabic Services, Inc.	_____	_____
VT Chinese Services, Inc.	_____	_____
VT Dutch Services, Inc.	_____	_____
VT French Services, Inc.	_____	_____
VT German Services, Inc.	_____	_____
VT Hispanos Services, Inc.	_____	_____
VT Italian Services, Inc.	_____	_____
VT Japanese Services, Inc.	_____	_____
VT Korean Services, Inc.	_____	_____
VT Portuguese Services, Inc.	_____	_____

** A Warrant Unit consists of consist of one A Warrant, one B Warrant, one C Warrant, one D Warrant, one E Warrant and one F Warrant.