

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 reviewed the Plan Warrant Agreement and the Plan and have had the opportunity to ask questions regarding their terms and restrictions.

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

C. The Undersigned, _____, hereby tenders this Warrant Acceptance and Effective Delivery Agreement (the "Acceptance 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, hereby elects to have all of their Plan Warrants issued in Book Entry form.

D. This Acceptance Agreement has been duly authorized by all necessary action on the part of the Undersigned and, if necessary, this Acceptance 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 Acceptance Agreement is enforceable in accordance with its terms.

E. If physical delivery of the Plan Warrant certificates is desired, please and return sign BOTH this Acceptance 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 ACKNOWLEDGES THAT THEY HAVE 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.

Warrant Holder Accepted and Agreed:
WARRANT HOLDER

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

Signatures (all record holders should sign)

By:
Its:

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 Warrant Acceptance and Effective Delivery Agreement and certify further that the 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

EXHIBIT C

CLAIM HOLDER OWNERSHIP SCHEDULE

The Plan Warrants specified below are only valid if the specific named Claim Holder named herein, or a proper assignee, has executed a Warrant Acceptance and Effective Delivery Agreement (“Acceptance Agreement”) prior to March 31, 2006 and such agreement has been received by Visitalk Capital Corporation as the agent of the Issuers no later than April 15, 2006.

Claim Holder:

Investment in Series A: \$ _____
Investment in Series B: \$ _____
Investment in Series C: \$ _____
Other Investments \$ _____

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.