


UNITED STATES BANKRUPTCY COURT District of Delaware		PROOF OF CLAIM
Name of Debtor: We The People USA, Inc.		Case Number: 10-10503 (KJC)
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Dollar Financial Group, Inc.		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: With a copy to: Dollar Financial Group, Inc. Pepper Hamilton LLP 1436 Lancaster Avenue, Berwyn, PA 19312 Hercules Plaza, Ste 5100, 1313 N. Market St. Attn: R. W. Hibberd, SVP and GC Wilmington, DE 19801, Attn D. M. Fournier, Esq Telephone number: (302) 777-6565		Court Claim Number: _____ (If known) Filed on: _____
Name and address where payment should be sent (if different from above): Telephone number:		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
RECEIVED MAY 14 2010 BMC GROUP		
1. Amount of Claim as of Date Case Filed: \$not less than \$37,238,561 *see attached. If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8). <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____). Amount entitled to priority: \$ _____
2. Basis for Claim: <u>see attached</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other Describe: <u>see attached</u> Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.) * see attached DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
Date: 05/12/2010	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. Dollar Financial Group, Inc., by Tom Maguire, Director of Accounting	FOR COURT USE ONLY We the People  00094

ATTACHMENT TO PROOF OF CLAIM OF
DOLLAR FINANCIAL GROUP, INC.
AGAINST WE THE PEOPLE, USA, INC.

Dollar Financial Group, Inc. (the "Claimant") is the holder of claims (collectively, the "Claims") as set forth herein against We the People USA, Inc. (the "Debtor"), the debtor and debtor in possession in Case No. 10-10503 (the "Chapter 11 Case"), which was commenced on or about February 19, 2010 (the "Petition Date") by the Debtors' filing of a voluntary petition for protection under chapter 11 of title 11, United States Code (11 U.S.C. §§ 101, *et seq.*) (the "Bankruptcy Code") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

A. Materials Evidencing the Claims.

Claimant is in possession of certain additional materials that may further evidence the Claims, but which have not been attached hereto because they are voluminous and/or include confidential information which Claimant intends to disclose only pursuant to an appropriate confidentiality agreement or protective order of the Bankruptcy Court. Claimant reserves its right to supplement and/or prove up the Claims, or respond to any objections thereto, with additional materials.

B. Summary of the Claims.

The following constitutes a summary of the Claims:

1. Intercompany Claims

Prior to the Petition Date, the Claimant provided the Debtor with funds, facilities and services related to the conduct of the Debtor's business and the acquisition of certain assets, on account of all of which Claimant is owed an amount in excess of \$37,238,561.

2. Guaranteed obligations

Prior to the Petition Date, Claimant guaranteed certain of Debtor's obligations under certain leases of non-residential real property. To the extent that Claimant becomes obligated to satisfy any obligations of Claimant under such leases or any other obligation for which the Debtor is primarily obligated, Claimant will be subrogated to such claims against the Debtors on account of such obligations, and asserts a contingent and unliquidated claim therefor. In the event that such claims become fixed or liquidated in the future, Claimant reserves the right to amend or supplement its Proof of Claim.

3. Other Contractual Rights and Claims.

Claimant asserts any and all other rights and remedies arising as a matter of law or equity or pursuant to any contract between Claimant and Debtor whether or not such contract is specifically identified herein.

C. Amendment of Claims.

The Claims are subject to adjustment, upward or downward, and amendment for a variety of reasons, including, without limitation, as a result of future events, the discovery and analysis of additional information, the correction of any errors, changes in foreign currency exchange rates (if applicable), the resolution of disputes, the resolution of governmental investigations (whether or not the Debtor and/or its affiliates is/are involved in the investigation), the resolution of lawsuits (whether or not the Debtor and/or its affiliates is/are named parties to the lawsuit) and the assertion of any rights of setoff, netting and/or recoupment. The Claims include any and all contingent and unliquidated claims of Claimant arising under any of the transactions, agreements, facts, or circumstances set forth or referenced herein, and Claimant reserves the right to amend this Proof of Claim accordingly and to set forth its Claims with more particularity as Claimant obtains more information..

D. Interest, Costs and Attorneys' Fees.

Claimant reserves the right to claim prepetition and postpetition interest, costs and attorneys' fees with respect to all of the Claims to the maximum extent permitted by law.

E. Right to Determination in Other Forums.

Claimant reserves all rights to have the Claims and any defenses, counterclaims, or objections thereto determined before a jury, by arbitration, or before any other judicial or administrative body having jurisdiction, and, to the extent necessary to preserve such rights, makes demand therefore. Claimant submits itself to the jurisdiction of the district court and, solely to the extent the Bankruptcy Court may constitutionally exercise the powers of the district court, of the Bankruptcy Court solely for the purpose of the allowance of the Claims. Claimant objects to the exercise of jurisdiction by the district court or the Bankruptcy Court over Claimant or its property for any other purpose.

F. Claim Status and Rights of Setoff

The Claims are asserted as general unsecured claims, *provided, however*, that if and to the extent that Claimant is otherwise obligated to Debtor or its estate in any amount, Claimant reserves and asserts all rights of setoff to which it may be entitled under applicable law and asserts the Claims as secured claims to the extent of such rights of setoff.

G. Administrative Claim Status.

This Proof of Claim is without prejudice to Claimant's right to assert that some or all of the amounts set forth herein are entitled to be treated as administrative claims against the Debtor pursuant to sections 503(b) and 507(a)(1) of the Bankruptcy Code. This Proof of Claim is in addition to, and is asserted with a full reservation of rights regarding, Claimant's superpriority administrative expense claims against the Debtor pursuant to that certain debtor-in-possession financing facility approved by the Court in the Chapter 11 Case.

H. Reservation of Rights.

To the extent the Claims asserted herein may be asserted against any other debtor-affiliates of the Debtor (collectively, the "Debtors") (in addition to the Debtor referenced herein) under law or equity, including, but not limited to substantive consolidation of the Debtors, this Proof of Claim constitutes a claim against each of the Debtors in the cases, now or at any time in the future, jointly administered under Case No. 10-10503. Additionally, any common law indemnity claims against the Debtor(s) arising in respect of the transactions described herein or described in any amendment hereof are expressly preserved. Claimant also reserves the right to assert additional claims against the Debtor. Neither the filing of this Proof of Claim nor the making of the allegations contained herein, constitute or shall be construed to effect a waiver by the Claimant or any of its affiliates of any rights, claims, causes of action, offsets, setoffs, netting or defenses (or remedies with respect thereto) that Claimant or any of its affiliates may have against or with respect to any person or entity, including, without limitation, against the Debtors or non-debtor affiliates of the Debtors.

I. Notice.

Notices should be sent to:

Dollar Financial Group, Inc.
1436 Lancaster Avenue
Berwyn PA 19312
Attention: Roy W. Hibberd, Senior Vice
President and General Counsel

With a copy to:

Pepper Hamilton LLP
Hercules Plaza, Suite 5100
1313 N. Market Street
Wilmington, DE 19801
Attention: David M. Fournier, Esq.

Pepper Hamilton LLP
Attorneys at Law

Hercules Plaza, Suite 5100
1313 Market Street
P.O. Box 1709
Wilmington, DE 19899-1709
302.777.6500
Fax 302.421.8390

John Henry Schanne II
direct dial: 302.777.6502
direct fax: 302.421.8390
schannej@pepperlaw.com

May 13, 2010

VIA FEDEX

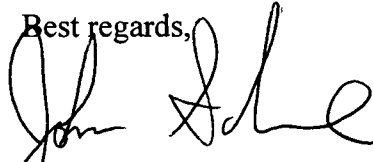
BMC Group, Inc.
Attn: We The People Claims Processing
18750 Lake Drive East
Chanhassen, MN 55317

Re: *In re We the People USA, Inc.*, Bankr. D. Del.
Case No. 10-10503 (KJC)
In re We The People LLC, Bankr. D. Del. Case
No. 10-10504 (KJC)

Dear Sir/Madam:

Enclosed herein, please find (i) an original Proof of Claim of Dollar Financial Group, Inc. to be filed in the chapter 11 bankruptcy case of We the People USA, Inc., Case No. 10-10503 (KJC), and (ii) an original Proof of Claim of Dollar Financial Group, Inc. to be filed in the chapter 11 bankruptcy case of We the People LLC, Case No. 10-10504 (KJC). Also enclosed are two extra copies of each the foregoing proofs of claim. Please file the two original Proofs of Claim, and date-stamp the four copies and return them to me in the enclosed self-addressed, stamped envelope.

Should you have any questions, please do not hesitate to contact me.

Best regards,

John Henry Schanne II
Attorney at Law

JHS

Enclosures

#12579526 v1

Philadelphia Boston Washington, D.C. Detroit New York Pittsburgh
Berwyn Harrisburg Orange County Princeton Wilmington

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