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ESYNCH CORP/CA
Form 10QSB
August 27, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark One)

X QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT
--- OF 1934

For the quarterly period ended June 30, 2003

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES AND EXCHANGE
--- ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-26790

ESYNCH CORPORATION
(Exact name of small business issuer as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

87-0461856
(I.R.S. Employer
Identification No.)

One Technology Drive
Building H
Irvine, CA 92618
(Address of principal executive offices)

(949)753-0593
(Issuer's telephone number, including area code)

(Former name, former address and former fiscal year,
if changed since last report)

State the number of shares outstanding of each of
the issuer's classes of common equity, as of the
latest practicable date: at August 19, 2003:
189,604,891

Transitional Small Business Disclosure Format (Check one): Yes No X

ESYNCH CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

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June 30,
2003

		ASSETS	
CURRENT ASSETS			
Cash			\$ -
TOTAL CURRENT ASSETS			-
TOTAL ASSETS			-
		LIABILITIES AND STOCKHOLDERS' DEFICIT	
CURRENT LIABILITIES			
Accounts payable			2,527,708
Accrued liabilities			2,471,937
Notes payable			718,400
Preferred dividends payable			266,365
TOTAL CURRENT LIABILITIES			5,984,410
STOCKHOLDERS' DEFICIT			
Series J convertible preferred stock - \$10,000 stated value per share; 275 shares authorized; 58.2 shares outstanding; liquidation preference of \$582,000			457,000
Series K convertible preferred stock - \$10,000 stated value per share; 250 shares authorized; 18.3 shares outstanding, liquidation preference of \$ 183,000			58,000
Series M convertible preferred stock - \$10,000 stated value per share; 220 shares authorized; 196.9 shares and 196.9 shares outstanding; liquidation preference of \$1,969,000			2,616,862
Undesignated preferred stock - \$0.001 par value, 399,055 shares authorized; no shares outstanding			-
Common Stock - \$0.001 par value; 250,000,000 shares authorized; 146,186,902 and 101,186,902 shares issued and outstanding			146,186
Additional paid-in capital			47,782,888
Accumulated deficit			(57,045,348)
TOTAL STOCKHOLDERS' DEFICIT			(5,984,410)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT			\$ -

The accompanying notes are an integral part of these condensed consolidated financial statements.

ESYNCH CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

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	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2003	2002	2003	2002
Revenues				
Revenue	\$ -	\$ 42,864	\$ -	\$ 143,551
Cost of products sold	-	6,741	-	72,630
Gross Profit	-	36,133	-	70,921
Operating and Other Expenses				
General and administrative	86,924	704,669	153,759	1,137,219
Research and development	-	15,000	-	30,111
Stock issued for services	24,000	57,600	701,500	143,200
Stock based compensation-	10,000	103,950	621,000	149,850
Interest expense, net	13,381	9,840	26,762	10,131
Extraordinary gain	(119,972)	-	(119,972)	(8,349)
Total Operating and Other Expenses	14,333	891,059	1,538,300	1,462,162
Net Loss	(14,333)	(854,493)	(1,383,049)	(1,391,241)
Preferred Stock Dividends	(43,351)	(66,677)	(86,702)	(132,713)
Loss Applicable to Common Shares	\$ (57,684)	\$ (921,613)	\$ (1,469,751)	\$ (1,523,954)
Basic and Diluted Loss per Common Share	\$ (0.02)	\$ (0.02)	\$ (0.01)	\$ (0.03)
Weighted average number of common shares used in per share calculations	145,388,902	57,539,054	131,359,473	52,244,567

The accompanying notes are an integral part of these condensed consolidated financial statements.

ESYNCH CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Ended June 30,	
	2003	2002
Cash Flows from Operating Activities		
Net Loss	\$ (1,503,021)	\$ (1,391,242)
Adjustments to reconcile net loss to net cash used in operating		

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activities:		
Depreciation and amortization		272,273
Stock Issued for services and stock based compensation	1,322,500	293,050
Forgiveness of accounts payable	119,972	
Changes in operating assets and liabilities:		
Accounts receivable		8,986
Accounts payable	(32,198)	187,463
Accrued liabilities	56,762	389,900
	(35,985)	(239,570)
Cash Flows From Investing Activities		
Acquisition of property and equipment		(2,370)
	(2,370)	(2,370)
Cash Flows From Financing Activities		
Proceeds from issuance of Preferred shares, net of costs		108,900
Proceeds from shareholder receivable		10,000
Proceeds from borrowing	35,000	125,000
	35,000	243,900
Net Cash Provided by Financing Activities	35,000	243,900
Net Increase (decrease) in Cash	(985)	1,960
Cash at Beginning of Period	985	4,783
Cash at End of Period	\$ -	\$ 6,743

SUPPLEMENTAL CASH FLOW INFORMATION AND NON-CASH INVESTING AND FINANCING ACTIVITIES - NOTE 7

The accompanying notes are an integral part of these condensed consolidated financial statements.

ESYNCH CORPORATION AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1--NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The primary activities of eSynch Corporation (eSynch or the Company) have consisted of raising capital, acquiring businesses, developing and marketing video-on-demand services and video streaming through the Internet, software sales through the Internet, and DVD video encoding, compression and authoring. The Company has curtailed all of these activities due to lack of financial resources.

PRINCIPLES OF CONSOLIDATION - The accompanying consolidated financial statements include the accounts of eSynch and of its wholly owned subsidiaries. All inter-company transactions and balances have been eliminated in consolidation.

USE OF ESTIMATES - The preparation of financial statements in conformity with

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generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes.

Actual results could differ from those estimates.

INTERIM UNAUDITED FINANCIAL INFORMATION - The accompanying condensed financial statements have been prepared by the Company and are not audited. In the opinion of management, all adjustments necessary for a fair presentation have been included and consist only of normal recurring adjustments except as disclosed herein. The financial position and results of operations presented in the accompanying financial statements are not necessarily indicative of the results to be generated for the remainder of 2002.

These financial statements have been condensed pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and disclosures normally included in financial statements have been condensed or omitted. These financial statements should be read in connection with annual financial statements included in the Company's Form 10-KSB dated August 22, 2003

BUSINESS CONDITION - The accompanying consolidated financial statements have been prepared on the basis of the Company continuing as a going concern. The Company has incurred losses from operations, negative cash flows from operating activities and has accumulated a deficit at June 30, 2003 in the amount of \$57,045,348. The Company has numerous judgments against it and is unable to pay its current liabilities. Management's plan's are to seek a merger for the Company and to request compromise of existing liabilities. Management does not anticipate that the Company can obtain additional debt or equity financing. These financial statements do not include any adjustments relating to the recoverability and classification of recorded assets or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

CONCENTRATION OF RISK AND MAJOR CUSTOMERS - The Company operates exclusively in the software industry; accordingly, segment information relating to operations in different industries is not presented in these financial statements. The concentration of business in the highly competitive software industry subjects the Company to a concentration of market risk. Sales to any customer in 2002 and 2001 did not exceed 10% of total sales.

FAIR VALUES OF FINANCIAL INSTRUMENTS - The amounts reported as accounts payable, accrued liabilities, and capital lease obligations are considered to be reasonable approximations of their fair values. The fair value estimates were estimated by management and were not based on comparable debt as the Company is unable to obtain outside financing..

STOCK-BASED COMPENSATION - Stock-based compensation to employees is measured by the intrinsic value method. This method recognizes compensation expense related to stock options granted to employees based on the difference between the fair value of the underlying common stock and the exercise price of the stock option on the date granted. Compensation expense related to stock options granted to non-employees is determined based upon the fair value of the stock options on the date granted.

LOSS PER SHARE - Basic loss per common share is computed by dividing loss before extraordinary gain and net loss, both adjusted by preferred dividends, by the weighted-average number of common shares outstanding during the period. Diluted loss per share is calculated to give effect to stock warrants, options convertible preferred stock and convertible notes payable except during loss periods when those potentially issuable common shares would decrease the loss per share.

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As of June 30, 2003, there were outstanding 58.2 Series J convertible preferred shares, 18.3 Series K convertible preferred shares, 196.9 Series M convertible preferred shares. As of June 30, 2003, there were options and warrants outstanding to purchase 6,179,113 shares of common stock. These items were not included in the calculation of diluted loss per share for the three and six months ended June 30, 2003, as they would have been anti-dilutive.

NEW ACCOUNTING STANDARDS - The Company adopted FASB Statement of Financial Accounting Standards No. 145, Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections on January 1, 2003. Among other provisions, this statement modified the criteria for classification of gains or losses on debt extinguishment such that they are not required to be classified as extraordinary items if they are not unusual and infrequent. The adoption of this standard did not have a material effect on the Company's financial position or results of operations.

In May 2003, the FASB issued Statement of Financial Accounting Standards No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equities. Statement No. 150 will require financial instruments that are mandatory redeemable or that contain an obligation to repurchase the financial instrument be classified as liabilities. Statement No. 150 must be applied by the Company beginning July 1, 2003. The adoption of Statement No. 150 is not expected to have a material effect on the financial position of the Company.

NOTE 2-ACCRUED LIABILITIES

Included in accrued liabilities at June 30 2003, are \$1,645,000 in obligations to state and federal governments for payroll taxes, from the current period and from previous years, estimated interest and penalties owing on such tax obligations. At June 30, 2003 the Company has accrued salaries of \$ 239,923. Some of these employees have obtained judgments against the Company for payments of these salaries and these amounts have been reclassified to accounts payable. Additionally, during 2001 the Company withheld 401K contributions from employees' wages however these employee contributions were not contributed to the plan. At June 30, 2003 amounts due to the plan were \$43,467.

NOTE 3-NOTES PAYABLE

During the three months ended June 30, 2003 the Company borrowed \$35,000 from shareholders on an unsecured demand note with interest at 10%.

NOTE 4-COMMITMENTS AND CONTINGENCIES

LITIGATION - The Company was involved in several lawsuits in the normal course of business and all amounts for exposure to these lawsuits have been recorded in our financial statements except as noted below.

In September 1999, a lawsuit was filed by C-Group in United States District Court, District of Maryland, against Intermark seeking \$99,110 for goods that were claimed to be purchased by Intermark. In October 1999, the plaintiff amended the complaint and reduced the amount it is seeking to \$81,326. In March 2001 a judgment was entered against Intermark in the amount of \$133,658 related to the claim against Intermark which included \$53,332 related to a claim against Softkat. As of December 31, 2000 the Company accrued \$81,326. During the year Entered December 31, 2001 the Company accrued the remaining \$52,332.

There is a collection action filed on May 9, 2002 wherein Garfinkle Limited Partnership II ("GLP") alleged breach of a \$450,000 promissory note. On August 21, 2002 the court granted GLP's application for right to attach order against the company for the approximate sum of \$528,696. Additionally, GLP filed a motion for summary judgment against the Company which was granted in August

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2003.

During the years 2001 and 2002 several lawsuits were filed against the Company generally for non-payment of amounts due. These lawsuits resulted in Judgments against the Company totaling \$1,138,000. All amounts have been recorded in the Company's financial statements as accounts payable. The Company is currently attempting to negotiate settlements with all creditors.

On August 9, 2001, an action was filed in California Superior Court, County of Orange, against the Company, certain officers and its current Directors by Donald C. Watters, the Company's former president, chief operating officer and director, claiming breaches of contract, good faith and fair dealing, and fiduciary duty, and tortuous adverse employment action in violation of public policy. Mr. Watters is seeking general damages of not less than \$2,780,000, punitive damages, interest, attorney's fees and court costs. Mr. Watters was terminated by the Company for cause. The Company believes that the claims are without merit and intends to vigorously defend the action and thus nothing has been accrued as of December 31, 2002.

On May 16, 2003, the court granted multiple motions for summary judgment and /or summary adjudication on a certain cause in favor of some of the Company's directors and former directors including Tom Hemingway, T. Richard Hutt, James Budd, Robert Orbach, David Lyons and Norton Garfinkle. Watters has filed an appeal of that ruling which currently remains pending. The parties have stipulated to stay the balance of the case pending resolution of the appeal.

On July 27, 2001, the Company filed a complaint against eLiberation Corporation, which was subsequently amended January 3, 2002. The Company seeks compensatory damages in the amount of \$39,671. On September 28, 2001, eLiberation Corporation filed a cross-complaint against the Company and an officer claiming that the Company and the officer deliberately misrepresented and made false representations to eLiberation Corporation. eLiberation Corporation seeks general and special damages in the amount of not less than \$2,500,000. The Company agreed in August 2002 to a payment from eLiberation Corporation in full settlement of the lawsuit.

eSynch Corporation, signed, but had not consummated, an agreement to acquire all of the outstanding capital stock of Nacio Systems, Inc. ("NSI"), a California corporation. The acquisition was to be pursuant to an exchange of stock between holders of NSI stock and the Registrant conducted in accordance with the original Plan of Reorganization of NSI under Chapter 11 of the U.S. Bankruptcy Code. NSI amended the Plan on April 25, 2003 which was approved by the Bankruptcy Court's on May 22, 2003 which ordered that the eSynch undo the previous acquisition of NSI capital stock and undo the stock issuance previously consummated by the Company and the common and preferred shareholders of NSI.

NOTE 5-STOCKHOLDERS' DEFICIT

During the six months ended June 30, 2003, the Company issued Common Stock as follows: 22,000,000 shares for compensation valued at \$610,000; 18,200,000 shares to consultants for services valued at \$574,000; 4,250,000 shares to Preferred Stock holders for dividends and liquidated damages of \$127,500 and 550,000 shares under the exercise of stock options valued at \$11,000.

On July 26, 2002 eSynch acquired irrevocable voting rights of Nacio Systems, Inc. ("Nacio"). eSynch entered into an irrevocable escrow agreement to acquire all of the outstanding common and preferred shares of Nacio, subject to a successful completion of the plan of reorganization. Nacio is involved in managed hosting, managed services, connectivity and collocation services.

The acquisition was to be pursuant to an exchange of stock in accordance with

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the original Plan of Reorganization of Nacio Systems, Inc. under Chapter 11 of the U.S. Bankruptcy Code. In February 2003, the Company issued 40,006,021 shares of common stock to the shareholders of Nacio. Nacio amended the Plan of Reorganization on April 25, 2003, which was approved by the Bankruptcy Court on May 22, 2003, and which ordered that the eSynch undo the acquisition. eSynch has subsequently received back 13,599,316 shares of its common stock and has cancelled those shares. The Company is endeavoring to recover the remaining 26,406,705 common shares but has not yet been successful and they remain outstanding.

NOTE 6-STOCK OPTIONS AND WARRANTS

The Company has issued stock options to employees and consultants under a stock-based compensation plan and under individual contracts. Under the 1999 Stock Incentive Plan, which was approved by the shareholders in November 1999, the Company may grant options to its employees and consultants for up to 3,000,000 shares of common stock. On September 6, 2002, the 1999 Stock Incentive Plan was amended to allow the granting of options for up to 12,750,000 shares of common stock.

During the six months ended June 30, 2003 the Company granted no stock options or warrants. Stock options for 550,000 shares were exercised during the quarter ended March 31, 2003.

NOTE 7-SUPPLEMENTAL CASH FLOW INFORMATION

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During the three months ended June 30, 2003 the Company borrowed \$35,000 from shareholders on an unsecured demand note with interest at 10%.

During the six months ended June 30, 2003, the Company issued Common Stock as follows: 22,000,000 shares for compensation valued at \$610,000; 18,200,000 shares to consultants for services valued at \$574,000; 4,250,000 shares to Preferred Stock holders for dividends and liquidated damages of \$127,500 and 550,000 shares under the exercise of stock options valued at \$11,000.

NOTE 8 - SUBSEQUENT EVENT

Subsequent to June 30, 2002, the Company issued Common Stock as follows: 6,000,000 shares for compensation valued at \$30,000 and 7,200,000 shares to consultants for services valued at \$39,800.

An action was taken by written consent dated July 15, 2003, by over 50% of the stockholders of the Company to provide for a stock combination (reverse split) of the common stock in an exchange ratio to be approved by the Board of Directors, ranging from one newly issued share for each two outstanding shares of common stock to one newly issued share for each forty outstanding shares of common stock and the approval of a name change for the Company from eSynch Corporation to Mergence Corporation.

In July 2003, the holders of all of the Company's outstanding Series J, K and M Preferred Stock agreed to exchange their preferred stock for 23,000,000 shares of the Company's common stock and agreed that the closing will take place simultaneously with the reverse split of the Company's common stock at a rate of 40 for 1.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

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The following discussion should be read in conjunction with the financial statements and notes thereto found elsewhere herein. The discussion assumes that the reader is familiar with or has access to the Company's financial statements for the year ended December 31, 2002 found in the Company's Form 10-KSB dated August 22, 2003.

The financial statements have been prepared on the basis of the Company continuing as a going concern. The Company has incurred losses from operations and negative cash flows from operating

During the three months and six months ended June 30, 2003 net sales were \$ - 0- compared to \$42,864 and \$143,551 for the comparable periods of the prior year. The decrease in sales was attributable to the continued refocusing on new business and discontinuing non-profitable operations.

Operating losses for the three months and six months ended June 30, 2003 were \$134,305 and \$1,503,021 compared to an operating loss of \$929,486 and \$1,399,590 for the same periods of the prior year. The operating losses for the six months ended June 30, 2003 included \$1,321,500 for stock issuances and the balance was \$181,521.

During the three and six months ended June 30, 2003 interest expense was \$13,381 and \$26,762 compared to interest expense of \$21,090 and \$ 10,131 for the comparable periods of the prior year.

The Company incurred stock based compensation expense of \$10,000 and \$621,000 during the three and six months ended June 30, 2003, compared to \$ -0- and \$ 45,900 for the comparable periods of the prior year. Stock issued for services was \$24,000 and \$677,500 for the three and six months ended June 30, 2003 versus \$161,550 and \$247,150 for the same periods in the previous year.

LIQUIDITY AND CAPITAL RESOURCES

At June 30,, 2003, the Company had negative working capital of \$5,984,410.

RISK FACTORS

Statements regarding the Company's plans, expectations, beliefs, intentions as to future sales of software, future capital resources and other forward-looking statements presented in this Form 10-QSB constitute forward looking information within the meaning of the Private Securities Litigation Reform Act of 1995. There can be no assurance that actual results will not differ materially from expectations. Investors are cautioned not to ascribe undue weight to such statements. In addition to matters affecting the Company's industry generally, factors which could cause actual results to differ from expectations include, but are not limited to (i) sales of the Company's software which may not rise to the level of profitability; (ii) due to the rapidly changing and intensely competitive nature of the industry, competitors may introduce new products with significant competitive advantages over the Company's products; (iii) the Company may not have sufficient resources, including any future financing it is able to obtain, to sustain marketing and other operations; (iv) the Company may be unable to attract and retain sufficient management and technical expertise, or may lose key employees; (v) the Company's contractual or legal efforts to protect its confidential information or intellectual property may be inadequate or ineffective to provide protection, and the Company may be unable financially to pursue legal remedies that may be available; (vi) the Company's selection, due diligence, execution, and integration of acquisitions may not prove effective or reasonable; (vii) the Company may suffer in material respects from the direct or indirect effects of the "Year 2000" problem on public utilities, telecommunications networks, customers, vendors, service providers, and the economy or financial markets generally; (viii) the Company may suffer from

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other technical or communications problems, such as power outages, system failures, system crashes, or hacking; and (ix) the Company may be subjected to unknown risks and uncertainties, or be unable to assess risks and uncertainties as may exist.

PART II OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

The Company was involved in several lawsuits in the normal course of business and all amounts for exposure to these lawsuits have been recorded in our financial statements except as noted below.

In September 1999, a lawsuit was filed by C-Group in United States District Court, District of Maryland, against Intermark seeking \$99,110 for goods that were claimed to be purchased by Intermark. In October 1999, the plaintiff amended the complaint and reduced the amount it is seeking to \$81,326. In March 2001 a judgment was entered against Intermark in the amount of \$133,658 related to the claim against Intermark which included \$53,332 related to a claim against Softkat. As of December 31, 2000 the Company accrued \$81,326. During the year Entered December 31, 2001 the Company accrued the remaining \$52,332.

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Corporation, which was subsequently amended January 3, 2002. The Company seeks compensatory damages in the amount of \$39,671. On September 28, 2001, eLiberation Corporation filed a cross-complaint against the Company and an officer claiming that the Company and the officer deliberately misrepresented and made false representations to eLiberation Corporation. eLiberation Corporation seeks general and special damages in the amount of not less than \$2,500,000. The Company agreed in August 2002 to a payment from eLiberation Corporation in full settlement of the lawsuit.

eSynch Corporation, signed, but had not consummated, an agreement to acquire all of the outstanding capital stock of Nacio Systems, Inc. ("NSI"), a California corporation. The acquisition was to be pursuant to an exchange of stock between holders of NSI stock and the Registrant conducted in accordance with the original Plan of Reorganization of NSI under Chapter 11 of the U.S. Bankruptcy Code. NSI amended the Plan on April 25, 2003 which was approved by the Bankruptcy Court's on May 22, 2003 which ordered that the eSynch undo the previous acquisition of NSI capital stock and undo the stock issuance previously consummated by the Company and the common and preferred shareholders of NSI.

ITEM 2 - CHANGES IN SECURITIES:

(a) The following securities were issued by the Company during the six months ended June 30, 2003 without registration under the Securities Act of 1933:

18,200,000 shares issued for services; 22,000,000 for stock compensation; 4,250,000 shares for payment of liquidated damages and 550,000 shares for exercise of stock options.

a) Exhibits

Exhibit No.	Description
2.5(1)	Agreement and Plan of Merger dated as of February 26, 1999 among the Company; Kiss Software Corporation, a California corporation ("Kissco"); certain stakeholders, Of Kissco; and ESYN Kissco Acquisition Corporation, a wholly-owned subsidiary of the Registrant.
2.6(2)	Agreement and Plan of Reorganization dated as of September 30, 1999 among the Registrant, OMC Acquisition Corp., a Delaware corporation, Oxford Media Corp., a Delaware corporation ("OMC") and Norton Garfinkle, individually and as trustee of each of The Gillian Garfinkle S Corporation Trust and The Nicholas Garfinkle S Corporation Trust.
2.7(2)	Non-Exclusive License Agreement between Oxford Management Corporation, a Nevada corporation, and Oxford Media Corporation.
2.8(3)	Registration Rights Agreement dated September 30, 1999 between the Company and Norton Garfinkle, individually and as trustee of each of The Gillian Garfinkle S Corporation Trust and The Nicholas Garfinkle S Corporation Trust

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- 2.9(4) Agreement of Purchase and Sale of Stock dated as of May 25, 1999 between the Registrant and Kilburn Consultants, Inc., an Isle of Man corporation.
- 3.1(3) Restated Certificate of Incorporation of the Company
- 3.3.1(5) Bylaws (Effective November 15, 1999 as Amended November 3, 2000).
- 4.1(6) Form of Stock Certificate
- 4.2(6) Stock Option Agreement between the Company and Thomas Hemingway**
- 4.3(6) Stock Option Agreement between the Company and James H. Budd**
- 4.4(6) Stock Option Agreement between the Company and T. Richard Hutt**
- 4.5(6) Stock Option Agreement between the Company and David Lyons
- 4.6(6) Stock Option Agreement between the Company and Robert Way**
- 4.7(6) Warrant Agreement between the Company and Donald C. Watters, Jr.**
- 4.8(6) Warrant Agreement between the Company and David P. Noyes**
- 4.9(6) Consulting Agreement between the Company and Lee Puglisi
- 4.10(6) Consulting Agreement between the Company and Ryan Spencer
- 4.11(7) January 1999 Stock Plan**
- 4.12(8) Corporate Resolutions relating to January, 1999 Stock Plan**
- 4.19.1(3) Certificate of Designation - Series J Preferred Stock
- 4.19.2(3) First Amendment of Certificate of Designation - Series J Preferred Stock
- 4.19.3(3) Second Amendment of Certificate of Designation - Series J Preferred Stock
- 4.20(9) Certificate of Designation of Relative Rights and Preferences of Series K Preferred Stock
- 4.21(5) Amended Certificate of Designation of Relative Rights and Preferences of Series L Preferred Stock.
- 4.22(10) Form of Secured Convertible Debenture issued by the Registrant.
- 4.23(11) Certificate of Designation of Relative Rights and Preferences of Series M Preferred Stock.
- 10.7.1(12) Employment Agreement dated as of March 1, 1999 between the Company and Thomas Hemingway.**
- 10.7.2(2) Employment Agreement dated as of April 1, 1999 between the Company and James H. Budd;
Employment Agreement dated as of April 1, 1999 between the Company and T. Richard Hutt;
Employment Agreement dated as of April 1, 1999 between the Company and Robert Way; and

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- 10.8(13) 1999 Stock Incentive Plan.**
- 10.9(13) Form of Indemnification Agreement entered into with certain officers and directors of the Company.**
- 10.11.1(13) Series J Convertible Preferred Stock Purchase Agreement dated as of July 22, 1999 among the Company and the Purchasers named therein.
- 10.11.2(13) Amendment dated as of October 29, 1999 to the Series J Convertible Stock Purchase Agreement among the Company and the Purchasers named therein.
- 10.12(13) Registration Rights Agreement dated as of July 22, 1999 between the Company and initial Purchasers of Series J Convertible Stock.
- 10.13(13) Form of Warrant issued in the placement of Series J Preferred Stock.
- 10.14(9) Series K Convertible Preferred Stock Purchase Agreement dated as of December 30, 1999 among the Registrant and the Purchasers named therein.
- 10.15(9) Registration Rights Agreement dated as of December 30, 1999 among the Registrant and the Purchasers named therein
- 10.16(9) Form of Warrant issued in the placement of Series K Preferred Stock.
- 10.17(5) Series L Convertible Preferred Stock Purchase Agreement dated as of September 26, 2000 among the Registrant and the Purchasers named therein.
- 10.18(5) Registration Rights Agreement dated as of September 26, 2000 among the Registrant and the Purchasers named therein.
- 10.19(5) Form of Warrant to Purchase Shares of Common Stock of the Registrant related to the sale of Series L Convertible Preferred Stock.
- 10.20(10) Securities Purchase Agreement dated as of December 7, 2000 among the Registrant and the Buyers named therein.
- 10.21(10) Registration Rights Agreement dated as of December 7, 2000 among the Registrant and the Buyers named therein.
- 10.22(10) Form of Warrant to Purchase Shares of common stock of the Registrant issued by the Registrant in related to the issuance of Secured Convertible Debentures.
- 10.23(10) Warrant to Purchase 150,000 Shares of common stock of the Registrant dated as of November 30, 2000 with an expiration date of November 30, 2005 issued by the Registrant to Trautman Wasserman & Company Incorporated.
- 10.24(11) Series M Convertible Preferred Stock Purchase Agreement dated as of January 18, 2001 among the Registrant and the Purchasers named therein.
- 10.25(11) Registration Rights Agreement dated as of January 18, 2001 among the Registrant and the Purchasers named therein.

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- 10.26(11) Form of Warrant to Purchase Shares of Common Stock of the Registrant related to the sale of Series M Convertible Preferred Stock.
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer of Periodic Financial Reports pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.
- 32.2 Certification of Chief Financial Officer of Periodic Financial Reports pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.
- 99.1(99.1) Press Release on sale of SoftKat, Inc.
- 99.2(99.2) Press Release on proposed merger with Streamedia Communications, Inc.
- 99.3(99.3) Press Release on date of record for merger with Streamedia Communications, Inc.
- 99.4(99.4) Press Release on the termination of the merger with Streamedia Communications, Inc.

** Indicates management compensation arrangements.

- (1) Incorporated by reference to the like-numbered exhibit to the Company's Form 8-K filed April
- (2) Incorporated by reference to the like-numbered exhibit to the Company's Form 8-K filed Octobe
- (3) Incorporated by reference to the like-numbered exhibit to the Company's Form SB-2 filed Novem
- (4) Incorporated by reference to the like-numbered exhibit to the Company's Form 8-K filed Februa
- (5) Incorporated by reference to the like-numbered exhibit to the Company's Form 8-K filed Decemb
- (6) Incorporated by reference to the 4.2 exhibit to the Company's Form S-8 filed March 27, 2000.
- (7) Incorporated by reference to the 4.1 exhibit to the Company's Form S-8 filed February 1, 1999
- (8) Incorporated by reference to the 4.2 exhibit to the Company's Form S-8 filed February 1, 1999
- (9) Incorporated by reference to the like-numbered exhibit to the Company's Form 8-K filed Februa
- (10) Incorporated by reference to the like-numbered exhibit to the Registrant's Form S-3 filed De
- (11) Incorporated by reference to the like-numbered exhibit to the Company's Form 8-K filed Janua
- (12) Incorporated by reference to the like-numbered exhibit to the Company's Form 10-QSB filed Au
- (13) Incorporated by reference to the like-numbered exhibit to the Company's Form SB-2/A filed Ja
- (14) Incorporated by reference to the like-numbered exhibit to the Company's Form S-3/A filed Feb
- (15) Incorporated by reference to the like-numbered exhibit to the Company's Form S-3 filed Febru
- (16) Incorporated by reference to the like-numbered exhibit to the Company's Form SC-13D filed Fe
- (17) Incorporated by reference to the like-numbered exhibit to the Company's Form S-3/A filed Mar
- (18) Incorporated by reference to the like-numbered exhibit to the Company's Form 8-K filed March
- (19) Incorporated by reference to the like-numbered exhibit to the Company's Form S-3/A filed Mar
- (20) Incorporated by reference to the like-numbered exhibit to the Company's Form 8-K/A filed Mar
- (21) Incorporated by reference to the like-numbered exhibit to the Company's Form S-3/A filed Mar
- (22) Incorporated by reference to the like-numbered exhibit to the Company's Form SC-13G/A filed
- (23) Incorporated by reference to the like-numbered exhibit to the Company's Form 424B3 filed May
- (24) Incorporated by reference to the like-numbered exhibit to the Company's Form SC-13D filed Ma
- (25) Incorporated by reference to the like-numbered exhibit to the Company's Form S-8POS filed Ju
- (26) Incorporated by reference to the like-numbered exhibit to the Company's Form S-8 filed Septe

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- (27) Incorporated by reference to the like-numbered exhibit to the Company's Form S-8 filed Novem
 - (28) Incorporated by reference to the like-numbered exhibit to the Company's Form S-8 filed Decem
 - (29) Incorporated by reference to the like-numbered exhibit to the Company's Form 14-C filed Febr
 - (30) Incorporated by reference to the like-numbered exhibit to the Company's Form S-8 filed March
 - (31) Incorporated by reference to the like-numbered exhibit to the Company's Form 10-QSB filed Ma
 - (32) Incorporated by reference to the like-numbered exhibit to the Company's Form S-8 filed May 2
 - (33) Incorporated by reference to the like-numbered exhibit to the Company's Form 8K filed July 3
 - (34) Incorporated by reference to the like-numbered exhibit to the Company's Form 10-QSB filed A
 - (35) Incorporated by reference to the like-numbered exhibit to the Company's Form 10-QSB/A filed
 - (36) Incorporated by reference to the like-numbered exhibit to the Company's Form 8-K/A filed Sep
 - (37) Incorporated by reference to the like-numbered exhibit to the Company's Form S-8 filed Septe
 - (38) Incorporated by reference to the like-numbered exhibit to the Company's Form PRE-14C filed N
 - (39) Incorporated by reference to the like-numbered exhibit to the Company's Form DEF-14C filed N
 - (40) Incorporated by reference to the like-numbered exhibit to the Company's Form 10-QSB filed No
 - (41) Incorporated by reference to the like-numbered exhibit to the Company's Form PRE-14C filed M
 - (42) Incorporated by reference to the like-numbered exhibit to the Company's Form DEF-14C filed A
 - (43) Incorporated by reference to the like-numbered exhibit to the Company's Form 8-K filed July
 - (44) Incorporated by reference to the like-numbered exhibit to the Company's Form PRE-14C dated A
-
- (99.1) Incorporated by reference to exhibit 99 to the Company's Form 10-KSB filed June 25, 1999.
 - (99.2) Incorporated by reference to exhibit 99 to the Company's Form 10-KSB filed January 26, 200
 - (99.3) Incorporated by reference to exhibit 99 to the Company's Form 10-KSB filed March 1, 2001.
 - (99.4) Incorporated by reference to exhibit 99 to the Company's Form 8-K filed April 9, 2001.
 - (99.5) Incorporated by reference to exhibit 99 to the Company's Form 10-K filed April 16, 2002.
 - 99.5) Incorporated by reference to exhibit 99 to the Company's Form 10-K filed August 22, 2003..

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ESYNCH CORPORATION

Date: August 25, 2003

By: /s/ T. Richard Hutt

T. Richard Hutt
Secretary and Chief Financial
Officer (Duly Authorized Officer and Principal
Financial and Accounting Officer)