

ESYNCH CORP/CA
Form DEF 14C
August 04, 2004
MERGENCE CORPORATION

(a Delaware Corporation)

One Technology Drive, Building H

Irvine, CA 92618

(Principle Executive Offices of the Company)

NOTICE OF WRITTEN CONSENT OF SHAREHOLDERS IN LIEU OF MEETING

NOTICE IS HEREBY GIVEN that certain shareholders of MERGENCE CORPORATION, hereinafter referred to as the "Company"), having more than fifty percent (50%) of the total voting shares of the Company, have provided their written consent to the proposed actions as set forth in the Information Statement, which actions shall take effect no sooner than 20 calendar days following the mailing of the herein Information Statement. The certain shareholder's written consents cover the following shareholder action:

(i) In an Action by Written Consent dated July 30, 2004, Shareholders representing over 50% of the outstanding shares of the Company voted on the amendment to the Articles of Incorporation of Mergence Corporation f/k/a eSynch Corporation, filed a preliminary 14C on September 26, 2004, regarding an Action by Written Consent dated September 18, 2003. That 14c is hereby being replaced by the 14C dated July 30, 2004. In conversations with Mr. Herb Scholl of the SEC when enquiring into the status of the previously filed 14C it was determined that the definitive version of the 14C was never filed. Mr. Scholl recommended that the company seek both general and SEC Counsel advice, and both recommended that this new 14C be filed.

(ii) Further voted by over 50% of the Stockholders of the Company on the amendment to the Articles of Incorporation of the Company, as amended, to provide for the Spin Off of Oxford Media Corporation and Kiss Software Corporation, wholly owned subsidiaries of eSynch Corporation to the shareholders of eSynch Corporation as of the record date of August 27, 2004. Due to the delay in filing of the definitive 14c, (the Company) has rescheduled the Record Date for August 27, 2004 for the spin off of Oxford Media Corporation. The share issuance to Mergence shareholders will be a total of 800,000 shares of Oxford Media Corporation. The spin off for Kiss Software Corporation and the shares to be issued will be announced in an 8k filing at a future date.

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As of July 29, 2004, there were 9,224,934 Class A Common Stock shares and common stock equivalents issued and outstanding, having 9,224,934 for any matter that may be voted upon by the shareholders of (the Company). This Information Statement will be mailed to all shareholders of record as of July 29, 2004.

By order of the Board of Directors. July 29, 2004

/S/ THOMAS HEMINGWAY

THOMAS HEMINGWAY

CHIEF EXECUTIVE OFFICER

MERGENCE CORPORATION

MERGENCE CORPORATION.

(a Delaware Corporation)

One Technology Drive, Building H

Irvine, CA 92618

(Principle Executive Offices of the Company)

INFORMATION STATEMENT

DATE FIRST MAILED TO SHAREHOLDERS OF RECORD:

July 29, 2003

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

INTRODUCTION

This Information Statement is being furnished to the shareholders of record of Mergence Corporation, a Delaware corporation (the "Company"), as of July 29, 2004 pursuant to the requirements of Regulation 14C under the Securities Exchange Act 1934, as amended. Certain shareholders having more than fifty percent (50%) of the total voting shares of the Company have provided their written consent to the proposed actions as set forth within this Information Statement, which actions shall take effect no sooner than 14 calendar days following the mailing of the herein Information Statement. The certain shareholder's written consents cover the following shareholder actions:

(i) an Action by Written Consent dated July 29, 2004, over 50% of the Stockholders of the Company on the amendment to the Articles of Incorporation of Mergence Corporation f/k/a eSynch Corporation, filed a preliminary 14C on September 26, 2004, regarding an Action by Written Consent dated September 18, 2003. This 14c is hereby being withdrawn and replaced by the 14c dated July 30, 2004.

(ii) Further voted by over 50% of the Stockholders of the Company on the amendment to the Articles of Incorporation of the Company, as amended, to provide for the Spin Off of Oxford Media Corporation and Kiss Software Corporation, wholly owned subsidiaries of eSynch Corporation to the shareholders of eSynch Corporation as of the record date of October 3, 2003. Due to the delay in filing of the definitive 14c Mergence Corporation has rescheduled the Record Date for August 27, 2004 for the spin off of Oxford Media Corporation. The share issuance to Mergence shareholders will be a total of 800,000 shares of Oxford Media Corporation. The spin off for Kiss Software Corporation and the shares to be issued will be announced in an 8k filing at a future date.

A copy of the Written Consents is attached as Exhibit "A" to this Information Statement. Management of the Company is utilizing the Written Consents in order to save expense and time.

Certain shareholders of the Company having more than fifty percent (50%) of the issued and outstanding shares of the Company's common stock (the "Common Stock") have provided written consents to the Spin off. See "Vote Required"; "Other

Information Regarding the Company - Security Ownership of Certain Beneficial Owners and Management"; and "Directors and Executive Officers". See "Matters Set Forth in the Written Consents".

Shareholders of record at the close of business on July 29, 2004, are being furnished copies of this Information Statement. The principal executive office of the Company is located at One Technology Dr., Bldg. H Irvine, CA 92618, and the Company's telephone number is (949) 753-0590.

MATTERS SET FORTH IN THE WRITTEN CONSENTS

The Written Consents contain:

(i) A Resolution dated July 29, 2004, to amend the Certificate of Incorporation in order to provide for the Spin Off of Oxford Media Corp. and Kiss Software Corporation, wholly owned subsidiaries of Mergence Corporation to the shareholders of Mergence Corporation as of the record date of August 27, 2004.

Shareholders representing 51.25 % of the votes of the currently issued and outstanding shares of Common Stock have executed the Written Consents, thereby ensuring the Spin Off of Kiss Software Corporation and Oxford Media Corp., See "Other Information Regarding The Company - Security Ownership of Certain Beneficial Owners and Management."

Set forth below is a table of the stockholders who have executed the Written Consents and, to the best of the Company's knowledge, the number of shares of Common Stock beneficially owned by such stockholders as of July 29, 2004:

Name of Individual Shareholder	Number of Shares	Percent Owned
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VOTE REQUIRED

Counterpart copies of the Written Consents evidencing a majority of the

outstanding shares of Common Stock must be received by the Company within sixty days of the earliest dated consent delivered by the Company in order to effectuate the matters set forth therein. As of July 29, 2004 (the dates of the Written Consents), 9,224,934 shares of Common Stock or Common Stock equivalent were issued and outstanding with votes of 9,224,934 votes thus, Stockholders representing no less than 4,612,472 votes from Common Stock, were required to execute the Written Consents to effect the matter set forth therein.

As discussed under "Matters Set Forth in the Written Consents, shareholders owning approximately 4,886,637 votes, or 52.97% of the votes of Common Stock, have executed the Written Consents and delivered them to the Company as required by law within the 60 day period, thereby ensuring the "Spin Off"

OTHER INFORMATION REGARDING THE COMPANY

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth to the best of the Company's knowledge the number of shares beneficially owned as of July 29, 2004, by (1) each of the current Executive Officers and Directors of the Company (ii) each person (including any "group" as that term is defined in Section 12(d)(3) of the Exchange Act) who beneficially owns more than 5% of the Common Stock, and (iii) all current Directors and officers of the Company as a group.

SHARES BENEFICIALLY OWNED

NAME OF BENEFICIAL OWNER

NUMBER	PERCENT	-----	-----	-----
Thomas Hemingway(1)	590,371	6.39%	T. Richard Hutt	673.625
7.30%	James H. Budd	375.479	4.07%	

All Directors and Executive

Officers as a group (3 Persons)	1,639,225	17.76%
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(1)Includes 2,786 shares owned by Ms. Detra Mauro Hemingway, the spouse of Mr. Hemingway.

DIRECTORS AND EXECUTIVE OFFICERS

NAME	POSITION(S) WITH THE COMPANY	AGE

Thomas Hemingway	Chairman and Chief Executive Officer	47
T. Richard Hutt	Director, Vice President and Secretary/Treasurer	65

James H. Budd

Director and Vice President

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THOMAS HEMINGWAY

On August 5, 1998, Mr. Hemingway became the Chief Executive Officer and Chairman of the Company pursuant to the Agreement and Plan of Share Exchange among the Company, Intermark Corporation, a California corporation ("Intermark"), and Intermark's security holders upon the consummation of that transaction. A co-founder of Intermark, from October 1995 to the present Mr. Hemingway served as Chief Executive Officer and in other senior management positions at

Intermark, a software publishing, sales and marketing company. From August 1994 to September 1995, Mr. Hemingway operated a consulting business specializing in software sales and marketing. From January 1994 to July 1994, Mr. Hemingway was chief operating officer at Ideafisher Systems, an artificial intelligence associative processing software company. From August 1993 to December 1993, Mr.

Hemingway was serving as a consultant with L3, an edutainment software company. From January 1993 to July 1993, Mr. Hemingway was involved in computer-related consulting in the capacity of chief executive officer of Becker/Smart House, LV, and a home automation enterprise. In 1992, Mr. Hemingway was involved in making private investments in various industries. Previously, from 1987 to 1991, Mr. Hemingway founded and served as president of Intellinet Information Systems, a provider of network services and systems. Earlier in his career, Mr. Hemingway

was a founder of Omni Advanced Technologies, a research and development firm developing products for the computer and communications industry.

T. RICHARD HUTT

Mr. Hutt was elected to the Board of Directors on October 27, 1998. In August 1998, Mr. Hutt became a Vice President and the Secretary of the Company pursuant to the Agreement and Plan of Share Exchange among the

Company, Intermark and Intermark's security holders. A co-founder of Intermark, from October 1995 to the present Mr. Hutt has served as Vice President of Sales and Secretary of Intermark. From September 1992 to September 1995, Mr. Hutt was distribution sales manager for Strategic Marketing Partners, a leading national software and technology-marketing firm. Previously, he was in the communications and mini-computer industry with TRW where he formed the Canadian subsidiary as vice president of sales. He moved to TRW's Redondo Beach headquarters and managed the western division until Fujitsu acquired the business unit. Before joining TRW, he was with NCR's financial sales division in Canada. Prior to that he managed

The VAR division at Wang Laboratories. Moving to Matsushita, he played a key role in the development of the distribution channel for their Panasonic products.

JAMES H. BUDD

Mr. Budd was elected to the Board of Directors on October 27, 1998. In August 1998, Mr. Budd became a Vice President of the Company pursuant to the Agreement and Plan of Share Exchange among the Company, Intermark and Intermark's security holders. A co-founder of Intermark, from October 1995 to the present Mr. Budd has served as Vice President of Marketing and in other executive capacities of

Intermark, a software publishing, sales and marketing company. From August 1994 to September 1995, Mr. Budd operated a consulting business specializing in software sales and marketing. From March 1994 to July 1994, Mr. Budd was vice president of marketing at

Ideafisher Systems, an artificial intelligence / associative processing software company. From November 1993 to February 1994, Mr. Budd was involved in making private investments in various industries. Previously, from July 1978 to October 1993, Mr. Budd was founder and chief executive officer of Command Business Systems, a developer of business software products. Earlier in his career, Mr. Budd held marketing and sales management positions at Unisys, Nixdorf, Tymshare,

And Prime Computer.

Litigation - The Company is not involved in any lawsuit at this time.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our officers and directors, and persons who own more than 10% of a registered class of our equity securities to file reports of ownership and changes in ownership with the SEC and NASDAQ. These persons are required by regulation of the SEC to furnish us with copies of all Section 16(a) forms they file.

The Company has been registered pursuant to Section 12 of the Securities Exchange Act of 1934 since September 23, 1990 and, by reason thereof, all officers, directors and 10% or more shareholders of the Company became obligated to file Forms 3, 4 and 5, describing the ownership of securities in the Company and any changes thereto, as they may apply, since that date. To the Company's knowledge, based solely upon a review of the copies of such reports furnished to

The Company and representations made to the Company, no other reports were required, during and with respect to the fiscal year ended December 31, 2003 and all Reporting Persons have complied with all filing requirements applicable to them.

EXHIBIT A

MERGENCE CORPORATION

NOTICE PUSUANT TO SECTION 228 OF THE GENERAL CORPORATION LAW OF THE STATE OF
DELAWARE

TO: ALL STOCKHOLDERS

1. PLEASE TAKE NOTICE THAT Stockholders owning at least a majority of the outstanding stock of MERGENCE CORPORATION, by written consent dated July 29, 2004 have duly adopted the following resolution:

" MERGENCE CORPORATION, (hereinafter referred to as the "Company"), having more than fifty percent (50%)of the total voting shares of the Company, have provided their written consent to the proposed actions as set forth in the Information Statement, which actions shall take effect no sooner than 20 calendar days following the mailing of the

herein Information Statement. The certain shareholder's written consents cover the following shareholder action:

(i) An Action by Written Consent dated July 29, 2004, over 50% of the Stockholders of the Company on the amendment to the Articles of Incorporation of Mergence Corporation formerly eSynch Corporation, filed a preliminary 14C on September 26, 2004, regarding an Action by Written Consent dated September 18, 2003. This 14c is hereby being replaced by the 14c dated July 30, 2004.

(ii) Further voted by over 50% of the Stockholders of the Company on the amendment to the Articles of Incorporation of the Company, as amended, to provide for the Spin Off of Oxford Media Corporation and Kiss Software Corporation, wholly owned subsidiaries of eSynch Corporation to the shareholders of eSynch Corporation as of the record date of October 3, 2003. Due to the delay in filing of the definitive 14c Mergence Corporation has rescheduled the Record Date for August 27, 2004 for the spin off of Oxford Media Corporation. The share issuance to Mergence shareholders will be a total of 800,000 shares of Oxford Media Corporation. The spin off for Kiss Software Corporation and the shares to be issued will be announced in an 8k filing at a future date.

As of July 29, 2004, there were 9,224,943 Class A Common Stock shares and common stock equivalents issued and outstanding, having 9,224,943 for any matter that may be voted upon by the shareholders of the Company. This Information Statement will be mailed to all shareholders of record as of July 29, 2004.

DATE: July 30, 2004

BY: /S/ THOMAS HEMINGWAY

THOMAS HEMINGWAY

CHAIRMAN AND CEO