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STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

TO: James R. Wolcott, Founder and President
931 Benicia Avenue
Sunnyvale, CA 94086

Brooke D. Wagner, Vice President
6532 Whispering Pines Drive
San Jose, CA 95120

Managemark, Inc.
(formerly On The Go Software, Inc.)
(formerly Global Expense Management, Inc.)
395 Java Drive
Sunnyvale, CA 94089

DESIST AND REFRAIN ORDER

The California Corporations Commissioner finds that:

1. James R. Wolcott is self identified or described as the Founder, President and Executive Vice President of Managemark, Inc.

2. Brooke D. Wagner is self identified or described as the Vice President, Finance and Administration of Managemark, Inc.

3. Managemark, Inc. is a California corporation, located at 395 Java Drive, Sunnyvale, California 94089, with an Internet website located at www.Managemark.com. Managemark, Inc. was formerly known as On The Go Software, Inc., a California corporation, which was formerly known as Global Expense Management, Inc. The California Secretary of State's Office suspended the corporate powers of Managemark, Inc. on June 1, 2001.

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1 4. During a period of time including, but not limited to, March 2000 Managemark,
2 Inc., James R. Wolcott and/or Brooke D. Wagner offered and sold securities in the form of
3 convertible promissory notes in amounts of \$100,000 each to unaccredited retired California
4 residents.

5 5. The convertible promissory notes are securities under California law. These
6 securities were offered and sold in California in issuer transactions. The Department of
7 Corporations has not issued a permit, license or other form of approval or qualification
8 authorizing James R. Wolcott, Brooke D. Wagner or Managemark, Inc. to offer and sell
9 securities in the form of convertible promissory notes in this State.

10 6. Based upon the foregoing, the California Corporations Commissioner is of the
11 opinion that the convertible promissory notes of Managemark, Inc. are securities subject to
12 the California Corporate Securities Law of 1968, and are being or have been offered or sold
13 without being qualified, in violation of section 25110 of the Corporate Securities Law of
14 1968.

15 Pursuant to section 25532 of the Corporate Securities Law of 1968, James R.
16 Wolcott, Brooke D. Wagner and Managemark, Inc. are hereby ordered to desist and refrain
17 from offering, selling, buying or offering to buy any security in the form of convertible
18 promissory notes in the State of California, unless and until qualification has been made
19 under said law or unless exempt. This Order is necessary, in the public interest, for the
20 protection of investors and consistent with the purposes, policies, and provisions of the
21 Corporate Securities Law of 1968.

22 Dated: November 22, 2002
23 Los Angeles, California

24 DEMETRIOS A. BOUTRIS
25 California Corporations Commissioner

26
27 By _____
28 ALAN S. WEINGER, Supervising Counsel
 Enforcement and Legal Services

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