



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
MARK PETSCHEL; ULTRA GLOBAL)
INTERNATIONAL, INC.; BIZBUZZ, INC.;)
GLOBALVERGE, INC.;)
and E-VERGE INTERNATIONAL, INC.) Case No. AP-16-06
)
)
Respondents.)

CONSENT ORDER

SUMMARY OF THE SECURITIES DIVISION’S ALLEGATIONS

1. The Missouri Securities Division of the Office of the Secretary of State (“Division”) has alleged that Mark Petschel (“Petschel”), acting as an agent of Ultra Global International, Inc., Bizbuzz, Inc., Global Verge, Inc., and E-Verge, Inc., committed securities fraud by selling shares of Bizbuzz, Inc., Global Verge, Inc. and E-Verge, Inc. without disclosing that he had previously pled guilty to securities fraud and as a condition of his probation could not sell securities, in violation of Section 409.5-501, RSMo (Cum. Supp. 2013).¹ Said shares of Bizbuzz, Global Verge, and E-Verge were also non-registered, non-exempt securities, the sale of which would be a violation of Section 409.3-301.
2. Respondents Petschel, Ultra Global, Global Verge, Bizbuzz, and E-Verge (collectively “Respondents”) desire to settle the allegations and the matters raised by the Division relating to Respondent’s alleged violations of Sections 409.5-501 and 409.3-301.

CONSENT TO JURISDICTION

3. Respondents and the Division stipulate and agree that the Missouri Commissioner of Securities (“Commissioner”) has jurisdiction over Respondent and these matters pursuant to the Missouri Securities Act of 2003, Chapter 409, *et seq.*

¹ Unless otherwise noted, all statutory references are to the 2013 cumulative supplement to the Revised Statutes of Missouri.

4. Respondents and the Division stipulate and agree that the Commissioner has authority to enter this Order pursuant to Section 409.6-604(h), which provides:

“The commissioner is authorized to issue administrative consent orders in the settlement of any proceeding in the public interest under this act.”

WAIVER AND EXCEPTION

5. Respondents waive Respondents’ rights to a hearing with respect to this matter.
6. Respondents waive any rights that Respondents may have to seek judicial review or otherwise challenge or contest the terms and conditions of this Order. Respondents specifically forever release and hold harmless the Missouri Office of Secretary of State, Secretary of State, Commissioner, and their respective representatives and agents from any and all liability and claims arising out of, pertaining to, or relating to this matter.
7. Respondents stipulate and agree with the Division that, should the facts contained herein prove to be false or incomplete, the Enforcement Section reserves the right to pursue any and all legal or administrative remedies at its disposal.

CONSENT TO COMMISSIONER’S ORDER

8. Respondents and the Division stipulate and agree to the issuance of this Consent Order without further proceedings in this matter, agreeing to be fully bound by the terms and conditions specified herein.
9. Respondents agree not to take any action or to make or permit to be made any public statement creating the impression that this Order is without factual basis. Nothing in this paragraph affects Respondents’ (a) testimonial obligations; (b) right to take legal or factual positions in defense of litigation or in defense of other legal proceedings in which the Commissioner is not a party; or (c) right to make public statements that are factual.
10. Respondents and Division agree that there is no prevailing party in this action since the parties have reached a good faith settlement.
11. Respondents do not have sufficient evidence to either admit or deny the allegations made by the Division, but consent to the Commissioner’s Findings of Fact, Conclusions of Law, and Order as set forth below solely for the purposes of resolving this proceeding and any proceeding that may be brought to enforce the terms of this Consent Order.

COMMISSIONER’S FINDINGS OF FACT,
CONCLUSIONS OF LAW, AND ORDER

I. FINDINGS OF FACT

Respondents and Related Parties

1. Mark Petschel (“Petschel”) is a fifty-three (53) year-old Missouri resident who resides at 1713 Northeast Auburn Drive, Kansas City, Missouri 64086.
2. Bizbuzz, Inc. (“Bizbuzz”) was a Nevada corporation formed on February 3, 2006, and owned by Mark Petschel. Bizbuzz’s corporate status in Nevada is “Permanently Revoked.” Bizbuzz registered with the State of Missouri as a Foreign For-Profit Corporation on June 8, 2007, and Petschel was listed as the vice president and CEO. Bizbuzz had a last known business address of 110 N Jefferson, St. Louis, Missouri 63105. The corporate status of Bizbuzz was administratively dissolved or revoked in Missouri on February 8, 2008, for failure to file a correct and current annual report.
3. E-Verge International Inc. (“E-Verge”) was a Delaware corporation that was formed on August 1, 2007. E-Verge registered with the State of Missouri as a Foreign For-Profit Corporation on November 19, 2007, and Petschel was listed as the vice president and Chairman. E-Verge had a last known business address of 17295 Chesterfield Airport Road, Suite 200, Chesterfield, Missouri 63005. The corporate status of E-Verge was administratively dissolved or revoked in Missouri on July 8, 2009, for failure to file a correct and current annual report.
4. GlobalVerge, Inc. (“GVerge”) was a Nevada corporation that was formed on June 26, 2008, and listed Petschel as the president and director. GVerge’s corporate status in Nevada is “Revoked.” GVerge registered with the State of Missouri as a Foreign For-Profit Corporation on August 22, 2008, and Petschel was listed as the registered agent and a member of the board of directors, and signed the registration application as the president. GVerge had a last known registered address of 200 NE Missouri Drive, Suite 202, Lees Summit, Missouri 64086. The corporate status of GVerge was administratively dissolved or revoked in Missouri on March 28, 2012, for failure to file a correct and current annual report.
5. Ultra Global International Inc. (“Ultra Global”) was a Missouri corporation that was formed on May 3, 2011. Petschel was listed as the registered agent for Ultra Global, with a registered address of 4120 NE Port Drive, Lees Summit, Missouri 64064. The corporate status of Ultra Global was administratively dissolved or revoked on December 18, 2013, for failure to file a correct and current annual report.
6. At all times relevant, Petschel was not registered in the State of Missouri as an investment adviser representative, broker-dealer agent, and/or an issuer agent.

7. At all times relevant, there was no registration, granted exemption or notice filing indicating status as a "federal covered security" for securities offered and/or sold by Petschel.
8. On April 28, 2004, in St. Louis County, Missouri, Petschel was indicted on three counts of securities fraud and three counts of the unlawful sale of an unregistered security.
9. On March 10, 2005, in St. Louis County, Missouri, Petschel pleaded guilty to three felony counts of selling unregistered securities (case No. 2104R-01819). Petschel was ordered to pay restitution of \$168,000, received a suspended imposition of sentence, and placed on five years' supervised probation. The terms of Petschel's probation included, among other things, the following conditions:
 - a. A prohibition from engaging in the offer or sale of securities, investments, investment contracts, promissory notes, and all such instruments; and
 - b. A prohibition from providing investment advice during the term of his probation.
10. Petschel completed his probation on March 10, 2010.

Michigan Resident ("MR")

11. In December 2006, a 54 year-old resident of West Bloomfield, Michigan ("MR") learned about an investment opportunity with Petschel from a business associate of Petschel's.
12. Petschel discussed the details of the investment via phone and e-mail conversations with MR.
13. Petschel failed to disclose to MR his 2005 felony conviction for selling unregistered securities that prohibited Petschel from selling securities while Petschel was on probation.
14. Petschel also failed to disclose to MR that Petschel was not registered in Missouri to sell securities, and that there was no registration, granted exemption, or notice filing indicating status as a "federal covered security" for the securities offered and sold by Petschel.
15. Between December 2006 and August 2007, Petschel told MR, among other things, that:
 - a. Bizbuzz's address was 110 North Jefferson, St. Louis, MO 63103;
 - b. Bizbuzz has 20,000,000 shares of stock issued, and there were only 4,000,000 shares available;

- c. MR's first four investments of \$25,000 each with Petschel in Bizbuzz would equate to 500,000 shares in Bizbuzz;
 - d. MR would receive stock certificates;
 - e. MR would receive dividend payments; and
 - f. "We are working on a huge deal and may convert the stock to a new parent company..."
- 16. Between December 2006 and August 2007, MR invested a total of \$100,000 with Petschel in Bizbuzz.
 - 17. MR never received Bizbuzz stock certificates.
 - 18. In October, 2007, Petschel converted MR's shares of stock in Bizbuzz to 1.5 million shares of preferred stock in Petschel's new company, E-Verge.
 - 19. In October, 2007, Petschel also offered MR a new investment opportunity in E-Verge. MR would receive 100,000 shares of stock for a \$100,000 investment. The money was to be used for "mirror trading."
 - 20. On October 22, 2007, MR invested \$100,000 with Petschel and E-Verge.
 - 21. In or around November of 2008, MR's E-Verge shares of stock were converted to Petschel's new company, GVerge. After the conversion, MR received a stock certificate for 300,000 shares of GVerge preferred stock.
 - 22. In December 2009, MR asked for a refund of his investment after MR had not received any dividends or returns on the investment.
 - 23. On June 26, 2011, Petschel sent MR an email stating that GVerge is merging into Ultra Global, and plans to pay back the investors.
 - 24. To date, MR has not received any return or refund on MR's \$200,000 investment with Petschel.

II. CONCLUSIONS OF LAW

- 12. The Commissioner finds that Respondents' actions set forth above constitute violations of Sections 409.3-301 and 409.5-501 and, therefore, there are grounds to issue this Order pursuant to Section 409.6-604.
- 13. The Commissioner, after consideration of the stipulations set forth above and on consent of the Respondents and the Division, finds and concludes that the Commissioner has jurisdiction over Respondent in this matter and that the following order is in the public interest, necessary for the protection of public investors, and consistent with the purposes intended by Chapter 409, RSMo.

III. ORDER

NOW, THEREFORE, it is hereby Ordered that:

1. Respondents, their agents, employees and servants, and all other persons participating in the above-alleged violations with knowledge of this order are permanently enjoined and restrained from violating Section 409.3-301.
2. Respondents, their agents, employees and servants, and all other persons participating in the above-alleged violations with knowledge of this order are permanently enjoined and restrained from violating Section 409.5-501.
3. Respondents are ordered to pay \$200,000 in restitution. Five thousand dollars of this amount shall be delivered to the Missouri Securities Division at 600 W. Main Street, Jefferson City, Missouri 65101 on April 1, 2016. The remaining \$195,000 shall be paid in 65 equal monthly installments of \$3,000, which payments shall be due and payable on the first of each month beginning on May 1, 2016, continuing until the entire amount is paid in full, with the final payment of \$3,000 being due on or before September 1, 2021. All restitution payments shall be sent or delivered to the Missouri Securities Division at 600 W. Main Street, Jefferson City, Missouri 65101, and shall be made payable to the Missouri Secretary of State's Investor Restitution Fund. These payments will be distributed by that Fund to the investor in the amount as stated in the attached Exhibit 1.
4. Respondents are ordered to pay \$30,000 to the Investor Education and Protection Fund for violations of the Missouri Securities Act, and \$5,000 in costs of the investigation, made payable to the Investor Education and Protection Fund. Respondents' payment of this \$35,000 is hereby suspended but shall become due immediately upon the sooner of (1) Respondents' noncompliance with the terms of this Consent Order, or (2) a finding, after notice and opportunity for a hearing, by the Commissioner or a court of competent jurisdiction that Respondents have violated the Missouri Securities Act. Such immediately due payment shall be in addition to all other penalties then available under the law. Upon Respondents' satisfaction of the terms referenced above and Respondents' compliance with the terms of this Consent Order, the suspended payment described in this paragraph shall be fully and finally waived on or about December 1, 2021; and
5. Respondents shall pay their own costs and attorneys' fees with respect to this matter.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS 5th DAY OF February, 2016.



JASON KANDER
SECRETARY OF STATE

Andrew M. Hartnett

ANDREW M. HARTNETT
COMMISSIONER OF SECURITIES

Consented to by:

John Phillips

John Phillips
Director of Enforcement

RESPONDENTS:

Mark Petschel

Mark Petschel

ULTRA GLOBAL INTERNATIONAL, INC.

By: Mark Petschel

Name: MARK Petschel

Title: owner

BIZBUZZ, INC.

By: Mark Petschel

Name: MARK Petschel

Title: owner

GLOBALVERGE, INC.

By: Mark Petschel

Name: MARK Petschel

Title: owner

E-VERGE INTERNATIONAL, INC.

By: 

Name: MARK Petschel

Title: Owner