STATE OF CALIFORNIA

BUSINESS, TRANSPORTATION AND HOUSING AGENCY

DEPARTMENT OF CORPORATIONS

TO: **TIMOTHY MCGRATH**
1630 N. Baker Street
Stockton, CA 95204

ISAAC GIBSON, CEO
Wintara, Inc.
Prospect Business Center
10903 Indian Head Highway, #103
Fort Washington, MD 20744

DESIST AND REFRAIN ORDER

(For violations of Sections 25210 and 25401 of the Corporations Code)

The California Corporations Commissioner finds that:

1.   At all relevant times **Timothy McGrath, Isaac Gibson, and Wintara, Inc.**, are or have, personally or through other agents of Wintara Inc., been engaging in the business of effecting transactions in securities containing untrue statements and omissions of material fact without the benefit of a broker-dealer certificate or otherwise being exempted.

2.   Beginning in or about January 2001, Timothy McGrath offered and sold securities in Wintara, Inc., to California residents for compensation.

3.   Timothy McGrath did not obtain a broker-dealer certificate to sell securities in Wintara, Inc.

4.   In addition, investors were told that Wintara, Inc., had developed an integrated procurement management software program that was being sold to the government, had a prestigious client base, a positive operating history, and strategic partnering alliances. Investors were told that Wintara, Inc., had contracts with Delphi Delco Electronic Systems (Delphi GM) and with the government. These assertions made by Isaac Gibson, Wintara, Inc., and Timothy McGrath were false at the time they were made.

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DESIST AND REFRAIN ORDER

1   Based upon the foregoing findings, the California Corporations Commissioner is of

2 the opinion that **Timothy McGrath is** subject to the laws regulating broker-dealers under

3 the California Corporate Securities Law of 1968 and has effected transactions in securities

4 as broker-dealers without first having applied for and secured from the Commissioner a

5 certificate, then in effect, authorizing these persons to act in that capacity, in violation of

6 section 25210 of the Corporate Securities Law of 1968. Pursuant to Section 25532 of the

7 Corporate Securities law of 1968, **Timothy McGrath is** hereby ordered to **DESIST AND**

8 **REFRAIN** from effecting any transaction in, or inducing or attempting to induce the

9 purchase or sale of, any security in this state, unless and until **Timothy McGrath** has

10 applied for and secured from the Commissioner a certificate, then in effect, authorizing

11 these person to act in that capacity.

12   Further, the California Corporations Commissioner is of the opinion that the securities

13 of Wintara, Inc., were offered and sold in this State by **Timothy McGrath, Isaac Gibson,**

14 **and Wintara, Inc.** by means of written or oral communications which included an untrue

15 statement of a material fact or omitted to state a material fact necessary in order to make

16 the statement made, in light of the circumstances under which they were made, not

17 misleading, in violation of section 25401 of the Corporate Securities Law of 1968. Pursuant

18 to Section 25532 of the Corporate Securities Law of 1968, **Timothy McGrath, Isaac**

19 **Gibson,** and **Wintara, Inc.** are hereby ordered to **DESIST and REFRAIN** from offering and

20 selling any security in the State of California, by means of any written or oral communication

21 which includes an untrue statement of a material fact or omits to state a material fact

22 necessary in order to make the statements made, in light of the circumstances under which

23 they were made not misleading.

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DESIST AND REFRAIN ORDER

1   This **Order** is necessary, in the public interest, for the protection of investors and

2   consistent with the purposes, policies, and provisions of the Corporate Securities Law of

3   1968.

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5   Dated: December 10, 2002

6   Sacramento, California

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8   DEMETRIOS A. BOUTRIS
                                             California Corporations Commissioner
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11   By_____
                                            VIRGINIA JO DUNLAP
12   Supervising Counsel
                                            Enforcement and Legal Services
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DESIST AND REFRAIN ORDER