

# EXHIBIT 34

Subject: CMGT information per our call  
Date: Thu, 17 Apr 2003 23:32:48 -0700  
From: Gerry Spehar <gspehar1@earthlink.net>  
To: "Bailey, Irving W." <ibailey@chrysalisventures.com>  
CC: "Franco, Lou" <Louman01@aol.com>

Mr. Bailey,

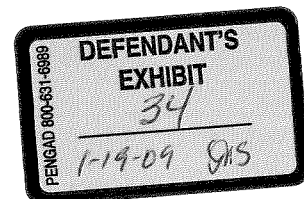
Thank you for taking the time to review a possible investment in CMGT. The financial projections incorporated in the attached summaries assume a funding in May. I apologize for the short fuse...as we discussed, we are close to a funding with an Alaska Native Corporation, but we've just lately become a bit concerned that they have become "penny wise and pound foolish" with regards to initial capital requirements for IT needs & Call Center buildout, etc. While we are excited by the marketing power their minority status would bring us, if it comes at the expense of client satisfaction we will be none the better for it in the long run.

Hopefully, these summaries contain enough information for your initial assessment of the company and the business. This is a golden business and it's market is poised for tremendous and immediate growth. CMGT itself is positioned very well as the premier provider from a service perspective with first class industry partners. Currently, we are the only provider specifically built for the Absence Management business and are widely considered the "Porsche" of our niche. This claim will be supported - should you decide to pursue this any further - by very recent due diligence statements and testimonial letters from clients and important industry players.

To make our projections detailed in the Business & Offering Summary, we would need to cover 210,838 employees by year end 2003 (0.15% of the U.S. market), 919,338 employees by year-end 2004 (0.66% of the market), 1,588,838 employees by year-end 2005 (1.09% of the market), and 2,214,338 employees by year-end 2006 (1.50% of the market). In addition, roughly 50% of those 2006 employees are projected to be covered by our lowest cost (\$1.25 per employee per month) FMLA service. Breakeven is projected in October 2003 and requires servicing roughly 120,000 employees with a blend of services.

We currently service 4 clients (Howard Hughes Medical Institute, Atlanta Gas & Light, eBay & ZiLOG) with 9,000 employees. In Q1 2002 we had 11 clients either using our services or under contract - with over 46,000 employees. Five of those clients with roughly 34,000 employees (Ball Corp., Platinum Equity, NCS/Pearson, Honda of Ohio & Honda of Alabama) had come to us through Hartford. When Lyric was unable to fund CMGT in March 2002, Hartford began servicing those clients as well as its own 20,000 employees in-house (using our software) pending our funding. As a result of the above, CMGT's revenue dropped from \$287,000 in 2001 to \$191,000 in 2002.

While our system and service have been market-proved with real clients and are considered "best of breed", a lack of adequate funding has been a serious impediment to signing business. However, once funded, we expect to immediately begin phasing in our \$2.35 per-employee-per-month (PEPM) Total Absence Tracking service with Providence Health System



PL 05519

(32,000ees). Also, we have already been presented to companies (American Airlines, AOL/Time Warner, Salomon Smith Barney, etc.) with over 1 million employees by Hartford, CIGNA, Liberty Mutual & other marketing partners. Immediately after funding we will approach these prospects directly, as well as the Hartford regarding its employees and accounts.

Once in place our revenue is a monthly annuity that is locked in for 2-3 years - very appealing for an IPO or industry buyout. When fully established in 2005, the business is projected to have a 52% pre-tax and 31% post tax operating margin.- and this is after assuming a 10% across-the-board price reduction in 2004 and another 10% reduction in 2005.

I am also attaching the Market Background section from our Business Plan, a recent Mercer survey addressing the immediacy and evolution of the Absence Management market, and a recent testimonial from Jim Curcio, Director of the Washington Business Group on Health's (WBGH) Council on Health and Productivity.

It was good speaking with you and I look forward to continuing the dialogue along with Lou if you are interested in moving forward. If so, we can discuss the NDA at that time. Lou should be back from Alaska this weekend. Feel free to call with questions.

Best regards,

Gerry Spehar  
Spehar Capital, LLC  
(818) 247-5533

CMGT Bus Summary 05-01-2003.doc

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Mercer 2001 Survey + Synopsis.DOC

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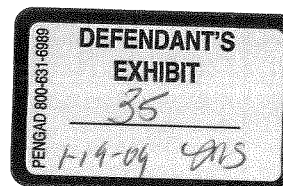
# **EXHIBIT 35**

**CMGT, INC.**  
(A Development Stage Company)  
Consolidated Balance Sheets  
As of 12/31/2001 and 12/31/2000

	12/31/01	12/31/00
<b>Assets</b>		
Current Assets		
Cash	\$ 9,695	\$ 7,644
Accounts Receivable	9,191	4,608
Employee Advances	360,794	360,794
Other Current Assets	1,632	1,662
Total Current Assets	381,311	374,708
Intangible Assets, Net of Amortization		
Customer List	33,758	36,305
Workforce	67,515	72,611
Software	573,880	617,192
Total Intangible Assets	675,153	726,108
Property and Equipment	1,913	1,948
Deferred Tax Assets	366,442	178,065
Total Assets	\$ 1,424,819	\$ 1,280,829

**Liabilities and Stockholders' Equity**

Current Liabilities		
Accounts Payable	\$ 301,978	\$ 218,232
Accrued Interest Payable	-	47,232
Current Portion of Long Term Debt	450,000	450,000
Total Current Liabilities	751,978	715,464
Long Term Notes Payable	100,000	810,303
Total Liabilities	851,978	1,525,767
Stockholders' Equity		
Preferred Stock, \$3 Par Value	1,128,260	6,000
Common Stock, \$0.00001 Par Value	34	34
Additional Paid-in Capital	41,765	41,765
Retained Deficit	(597,879)	(290,527)
Currency Translation Adjustment	661	(2,210)
Total Stockholders' Equity	572,841	(244,938)
Total Liabilities and Stockholders' Equity	\$ 1,424,819	\$ 1,280,829



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**CMGT, INC.**  
(A Development Stage Company)  
Consolidated Statements of Income and Retained Deficit  
For The Years Ended 12/31/2001 and 12/31/2000

	12/31/01	12/31/00
Service and Software License Revenue	\$ 287,118	\$ 17,393
<b>Operating Expenses</b>		
General and Administrative	579,464	288,895
Amortization	50,955	38,216
Consulting	72,705	109,175
Total Operating Expenses	703,124	436,286
<b>Operating Deficit</b>	(416,006)	(418,893)
Interest Income	2	33
Interest Expense	(79,725)	(47,232)
<b>Net Deficit Before Tax</b>	(495,729)	(466,092)
Deferred Tax Benefits	188,377	178,065
<b>Net Deficit</b>	\$ (307,352)	\$ (288,027)
<b>Retained Deficit - Beginning of Year</b>	(290,527)	(2,500)
<b>Retained Deficit - End of Year</b>	\$ (597,879)	\$ (290,527)

**CMGT, INC.**  
**Notes to 12/31/2001 Financial Statements**

1. Employee Advances

Expense advances given to management during the year 2000. Business expense reports are pending. Upon receipt of the expense reports, most of this amount will be reclassified to the appropriate operating expense accounts.

2. Intangible Assets

These assets represent software and other intangible assets acquired from TouchSpeed Technology Inc. The acquisition took place on April 17<sup>th</sup> of 2000. The software is the core system in CMGT's absence management business.

3. Deferred Tax Assets

This account simply represents the tax benefits resulting from Net Operating Losses since the formation of CMGT.

4. Accounts Payable

The major categories for the accounts payable balance as of 12/31/2001 are as follow:

a. TouchSpeed Technology liabilities assumed by CMGT at date of acquisition	\$150,000
b. Amount due Mayer Brown (CMGT's legal counsel)	\$100,000
c. Amount due Arthur Andersen and Zolendek (former accounting advisors)	\$ 30,000

The amount of TouchSpeed Technology liabilities assumed by CMGT is currently under review. The detail in TouchSpeed's books suggests that the most of this balance represent business expenses incurred by then shareholders of TouchSpeed prior to CMGT acquisition. However, the documentation available was inadequate. It is anticipated that unsupported items will be written off.

Amount due to Mayer Brown represents legal fees for which an invoice has been received. Since Mayer Brown was not invoicing CMGT on a monthly basis, the actual amount due Mayer Brown may be higher than \$100,000.

5. Current Portion of Long Term Debt

This \$450,000 represents balance due TouchSpeed's shareholders as a result of CMGT's acquisition of TouchSpeed in April 2000.

6. Long Term Notes Payable

Amount due investors who did not agree to convert debt to equity.



7. Preferred Stock

Resulted from investors who agreed to convert debt to equity.

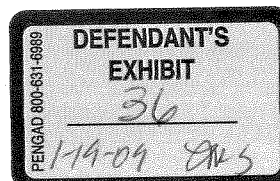
8. General and Administrative Expenses

Bank Charges	950.67
Commission	5,000.00
Legal Fees	100,074.00
Accounting & Tax	37,724.80
Office Rent	12,589.51
Office Expense	21,595.46
Computer Equipment	7,390.43
Outside Professional Services	6,482.46
Payroll and Fringes	66,326.85
Printing, Postage & Shipping	12,783.32
Professional Publications	196.56
Supplies	1,367.59
Telephone - Other	34,272.91
Travel Expense - Other	73,904.67
Expense Reimbursement	199,241.02
Meals & Entertainment	64.77
Refund	(500.84)
Total	579,464.00

# **EXHIBIT 36**

**CMGT, INC.**  
**(A Development Stage Company)**  
**Consolidated Balance Sheets**  
**As of 05/31/2002 and 12/31/2001**

	05/31/02	12/31/01
<b>Assets</b>		
<b>Current Assets</b>		
Cash	\$ 5,904	\$ 9,695
Accounts Receivable	3,982	9,191
Stockholder Advances	360,794	360,794
Other Current Assets	1,597	1,631
<b>Total Current Assets</b>	<b>372,276</b>	<b>381,311</b>
<b>Intangible Assets, Net of Amortization</b>		
Customer List	32,696	33,758
Workforce	65,392	67,515
Software	555,834	573,880
<b>Total Intangible Assets</b>	<b>653,922</b>	<b>675,153</b>
Property and Equipment	1,872	1,913
Deferred Tax Assets	389,902	366,442
<b>Total Assets</b>	<b>\$ 1,417,972</b>	<b>\$ 1,424,819</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Current Liabilities</b>		
Accounts Payable	\$ 329,997	\$ 301,978
Accrued Interest Payable	350	-
Current Portion of Long Term Debt	450,000	450,000
<b>Total Current Liabilities</b>	<b>780,347</b>	<b>751,978</b>
Long Term Notes Payable	120,000	100,000
<b>Total Liabilities</b>	<b>900,347</b>	<b>851,978</b>
<b>Stockholders' Equity</b>		
Preferred Stock, \$3 Par Value	1,108,260	1,128,260
Common Stock, \$0.00001 Par Value	84	34
Additional Paid-in Capital	41,765	41,765
Retained Deficit	(636,156)	(597,879)
Currency Translation Adjustment	3,671	661
<b>Total Stockholders' Equity</b>	<b>517,624</b>	<b>572,841</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 1,417,972</b>	<b>\$ 1,424,819</b>



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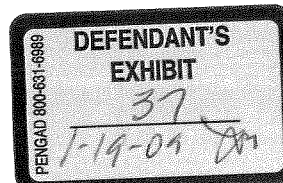
**CMGT, INC.**  
(A Development Stage Company)  
**Consolidated Statements of Income and Retained Deficit**  
**For The Five-month Period Ended 05/31/2002 and The Year Ended 12/31/2001**

	05/31/02	12/31/01
<b>Service and Software License Revenue</b>	\$ 101,265	\$ 287,118
<b>Operating Expenses</b>		
General and Administrative	132,800	579,464
Amortization	21,231	50,955
Consulting	8,620	72,705
Total Operating Expenses	162,652	703,124
<b>Operating Deficit</b>	(61,386)	(416,006)
Interest Income	-	2
Interest Expense	(350)	(79,725)
<b>Net Deficit Before Tax</b>	(61,736)	(495,729)
Deferred Tax Benefits	23,460	188,377
<b>Net Deficit</b>	\$ (38,277)	\$ (307,352)
<b>Retained Deficit - Beginning of Year</b>	(597,879)	(290,527)
<b>Retained Deficit - End of Year</b>	\$ (636,156)	\$ (597,879)

# **EXHIBIT 37**

**CMGT, INC.**  
**(A Development Stage Company)**  
**Consolidated Balance Sheets**  
**As of 09/30/2002 and 12/31/2001**

	09/30/02	12/31/01
<b>Assets</b>		
Current Assets		
Cash	\$ 3,135	\$ 9,695
Accounts Receivable	10,069	9,191
Stockholder Advances	360,794	360,794
Other Current Assets	2,581	-
Total Current Assets	376,578	379,679
Intangible Assets, Net of Amortization		
Customer List	30,040	31,843
Workforce	60,081	63,685
Software	510,684	541,325
Total Intangible Assets	600,805	636,853
Property and Equipment	4,329	5,584
Deferred Tax Assets	415,353	366,191
Total Assets	\$ 1,397,066	\$ 1,388,307
<b>Liabilities and Stockholders' Equity</b>		
Current Liabilities		
Accounts Payable	\$ 324,751	\$ 266,648
Accrued Interest Payable	700	-
Current Portion of Long Term Debt	450,000	450,000
Total Current Liabilities	775,451	716,648
Deferred Revenue	633	-
Long Term Notes Payable	120,000	100,000
Total Liabilities	896,083	816,648
Stockholders' Equity		
Preferred Stock, \$3 Par Value	1,136,260	1,128,260
Common Stock, \$0.00001 Par Value	84	34
Additional Paid-in Capital	41,765	41,765
Retained Deficit	(678,549)	(598,338)
Currency Translation Adjustment	1,423	(62)
Total Stockholders' Equity	500,983	571,659
Total Liabilities and Stockholders' Equity	\$ 1,397,066	\$ 1,388,307



PL 06715

**CMGT, INC.**  
(A Development Stage Company)  
**Consolidated Statements of Income and Retained Deficit**  
For The Nine-month Period Ended 09/30/2002 and The Year Ended 12/31/2001

	09/30/02	12/31/01
<b>Service and Software License Revenue</b>	\$ 152,684	\$ 287,118
<b>Operating Expenses</b>		
General and Administrative	210,618	579,464
Amortization	37,218	50,294
Consulting	33,520	72,705
Total Operating Expenses	281,357	702,464
<b>Operating Deficit</b>	(128,673)	(415,346)
Interest Income	-	2
Interest Expense	(700)	(79,725)
<b>Net Deficit Before Tax</b>	(129,373)	(495,068)
Deferred Tax Benefits	49,162	187,796
<b>Net Deficit</b>	\$ (80,211)	\$ (307,272)
<b>Retained Deficit - Beginning of Year</b>	(598,338)	(291,065)
<b>Retained Deficit - End of Year</b>	\$ (678,549)	\$ (598,338)

# **EXHIBIT 38**



**Subject:** Status of CMGT software  
**From:** Gerry Spehar <gspehar1@earthlink.net>  
**Date:** Thu, 16 Nov 2006 13:12:42 -0800  
**To:** "Grochocinski, David" <dgrochocinski@ggl-law.com>  
**CC:** "Todhunter, L. Judson" <ljudhun@defrees.com>  
**BCC:** "Carroll, Rob" <rcarroll@joycelaw.com>

Dear David,

Our June 14, 2005 agreement is part of the overall financing arrangement that we have now implemented. In that agreement, you agreed that CMGT's Estate would sell CMGT's proprietary software to Spehar Capital for \$1,500, and you agreed to demand the computer code & working copies of that software from Franco, Wong & Crandall. To ensure compliance with your software demand, our agreement also calls for you to include certain references to pertinent CMGT documents/policies in your demand letter. My April 25, 2006 email (sent to you again on May 12, 2006) provided you with the pertinent CMGT documents and policies called for in our agreement, and formally requested that you obtain the software for me as soon as possible. Given my experience with CMGT, the need for your demand letter to be as thorough & accurate as possible and the importance of that letter, my email also requested that you allow me to review a draft of your letter before you send it to Franco, Wong & Crandall.

You responded to my request on May 25, 2006 and said "as to the software I will try to get this resolved over the next few weeks". Your August 23, 2006 email said "as to the software I will draft and send the letter to Franco, Wang and Campbell within the next several days and cc on this".

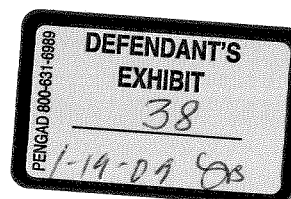
It is now mid-November and I have yet to receive a draft of your demand letter to Franco, Wong & Crandall. Have you composed a software demand letter to Franco, Wong & Crandall that I might review?

As you know, what little remaining market value CMGT's software may have, if any, is diminishing with time; continued delay, therefore, will harm Spehar Capital's ability to realize whatever value may remain from it's purchase of CMGT's software. Please resolve this software issue ASAP so that Spehar Capital can attempt to extract some value from its purchase before value completely disappears.

Thank you.

Gerry  
Spehar Capital  
(818) 247-5533

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2282

# **EXHIBIT 39**

**Subject:** Fwd: In re: CMGT: Notice of non-representation of Spehar Capital, LLC.  
**From:** "Gerry Spehar" <gspehar1@earthlink.net>  
**Date:** Thu, 11 May 2006 06:55:31 -0700  
**To:** "Gerry Spehar" <gspehar1@earthlink.net>

Begin forwarded message:

**From:** Gerry Spehar <gspehar1@earthlink.net>  
**Date:** April 3, 2006 6:42:37 AM PDT  
**To:** 'D Grochocinski' <dgrochocinski@ggl-law.com>  
**Cc:** ljt@defrees.com, 'DOUG GIESE' <DCGiese@defrees.com>, 'Gerry Spehar' <gspehar1@earthlink.net>  
**Subject:** Re: In re: CMGT: Notice of non-representation of Spehar Capital, LLC.  
**Reply-To:** Gerry Spehar <gspehar1@earthlink.net>

Dear David,

As Steve indicated, I've cut back on legal representation at this stage of the game. Jud & Doug Giese of Defrees & Fiske will continue to help as needed, but I would also like to receive your communications directly so I can stay informed and be judicious in my use of counsel. Your letter to Steve suggested a call to discuss my appearance at the 341 meeting and/or a proxy. I'll try calling you around 9 this morning, but will be tied up most of rest of the day today. If I don't reach you this morning, could you please suggest a good time to call you this week. Thanks.

Look forward to speaking with you.

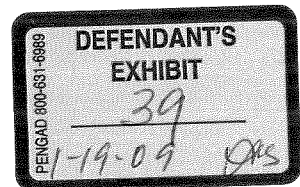
Gerry Spehar  
Spehar Capital, LLC  
(818) 247-5533

-----Original Message-----

**From:** "Steven A. Klenda" <steve@tisdalelaw.com>  
**Sent:** Mar 31, 2006 7:21 PM  
**To:** 'D Grochocinski' <dgrochocinski@ggl-law.com>  
**Cc:** ljt@defrees.com, 'DOUG GIESE' <DCGiese@defrees.com>, 'Gerry Spehar' <gspehar1@earthlink.net>  
**Subject:** In re: CMGT: Notice of non-representation of Spehar Capital, LLC.

Dear David:

Please be advised that I no longer represent Spehar Capital, LLC. If Defrees & Fiske LLC still represents Spehar Capital, please direct future communications to Judson Todhunter at Defrees; if not, please contact Spehar Capital directly.



As a courtesy, I have forwarded your letters to both Jud and Gerry.

I hope that you enjoyed your vacation. Welcome back to Chicagoland (Brrrrrr - until about June, right?)!

-Steve

Steven A. Klenda  
Steven A. Klenda, LLC  
1600 Broadway St., Suite 2600  
Denver, Colorado 80202  
Phone: (303) 832-1800  
Fax: (303) 832-0799

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-----Original Message-----

From: D Grochocinski [<mailto:dgrochocinski@ggl-law.com>]  
Sent: Friday, February 25, 2005 9:07 AM  
To: [steve@tisdalelaw.com](mailto:steve@tisdalelaw.com)  
Cc: [ljt@defrees.com](mailto:ljt@defrees.com)  
Subject: CMGT

I reviewed your of February 24, 2005 and frankly I think that it will take some time to resolve this matter. It appears that each time I send you a proposal you reply and add more requirements. If I didn't know better I would think that you do not want to reach an agreement at all so your client has another person to blame. In the interim the time to file any suit is

continuing to run. Do you know or have you asked George Spellmire what the statute date is on this action if one exists at all? I do not have any idea as to these types of actions and am unaware of how a bankruptcy may impact on the statute of limitations. Your client, as a creditor has always had the right to conduct 2004 exams on its own and has the right to hire Mr. Spellmire to investigate any causes of action that may be brought by the estate. If he thinks a cause of action lies upon which he or his company has a lien then he should be protecting his collateral. From my perspective as a trustee there are no assets at this time for anyone but secured creditors and this is a no asset case from that point of view. If he wants to have the estate do something then I would think that he and you with the help of your local counsel should find a way to get it done. If we cannot agree at this time now then maybe he should take action with Spellmire and his own bankruptcy attorneys, obtain the information and let me know if a cause of action exists. At this point in time we are debating a matter and we do not even know whether an action exists and the extent of any damages. This was the purpose of hiring Spellmire. Hire him on your own, pay his fees and costs and let me know. In the interim, I am going to prepare schedules and perhaps have Louis Franco designated as the representative of the debtor, set the matter for a meeting of creditors and unless there is some very good incentive for unsecured creditors I will file a no asset report and close my file. I am not obligated to pursue assets that benefit secured creditors.

David E. Grochocinski

Grochocinski, Grochocinski, & Lloyd, Ltd.  
1900 Ravinia Place  
Orland Park, IL 60462  
Telephone: (708) 226-2700  
Facsimile: (708) 226-9030

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# **EXHIBIT 40**

**D Grochocinski**

**From:** "D Grochocinski" <dgrochocinski@ggl-law.com>  
**To:** <steve@tisdalelaw.com>  
**Cc:** <ljt@defrees.com>  
**Sent:** Friday, February 25, 2005 11:15 AM  
**Subject:** Re: CMGT

We obviously have different views as to this matter. You have only been in the mix for a short time. Most of the matters and my letters and other correspondence have gone to other attorneys or to your client and Mr. Spellmire.

I do not consider your recent response to be a "big step" in reaching an agreement. I think my proposal was simple and straightforward. If you have questions as to how the funding would work please discuss it with your bankruptcy counsel. Maybe you are operating under a misapprehension.

I am out of the office for the balance of the day. In the interim you had better take whatever steps you need to make sure the cause of action is protected if it exists at all.

DEG

----- Original Message -----

**From:** Steven A. Klenda  
**To:** 'D Grochocinski'  
**Cc:** 'Gerry Spehar'; ljt@defrees.com  
**Sent:** Friday, February 25, 2005 10:23 AM  
**Subject:** RE: CMGT

David,

I just got in and haven't had time to digest the substance of your email, but I'm really puzzled by its tone. This is the first proposal that we've responded to from you, so I'm not sure what requirements that we added. We tried — as you had requested — to sweeten the pot so that unsecureds got paid in full — which is your goal, and make sure that our interests stayed aligned, which is our goal. We proposed was a way for unsecured creditors to fully recover their interests. And we requested a rough budget, which we did before, which is also not unreasonable. We're not asking for a line item. If you'd rather hold off on a carve-out agreement until and unless Spellmire conducts his investigation and a decision is made to proceed, then that's something that we can discuss.

Spehar is trying to reach an agreement. His proposal was intended to take a big step toward doing that. I don't think that it will take that long to reach an agreement, if we can understand your position. Given your response, we apparently don't. Can we talk about this to clear this up?

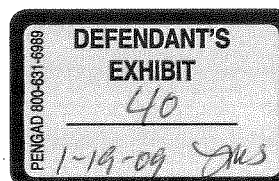
-Steve

-----  
 Steven A. Klenda  
 Tisdale & Associates LLC  
 1600 Broadway St., Suite 2600  
 Denver, Colorado 80202  
 Phone: (303) 832-1800  
 Fax: (303) 832-0799  
 -----

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-----Original Message-----

**From:** D Grochocinski [mailto:dgrochocinski@ggl-law.com]  
**Sent:** Friday, February 25, 2005 9:07 AM  
**To:** steve@tisdalelaw.com  
**Cc:** ljt@defrees.com  
**Subject:** CMGT



PL 01826

2/25/2005

I reviewed your of February 24, 2005 and frankly I think that it will take some time to resolve this matter. It appears that each time I send you a proposal you reply and add more requirements. If I didn't know better I would think that you do not want to reach an agreement at all so your client has another person to blame. In the interim the time to file any suit is continuing to run. Do you know or have you asked George Spellmire what the statute date is on this action if one exists at all? I do not have any idea as to these types of actions and am unaware of how a bankruptcy may impact on the statute of limitations. Your client, as a creditor has always had the right to conduct 2004 exams on its own and has the right to hire Mr. Spellmire to investigate any causes of action that may be brought by the estate. If he thinks a cause of action lies upon which he or his company has a lien then he should be protecting his collateral. From my perspective as a trustee there are no assets at this time for anyone but secured creditors and this is a no asset case from that point of view. If he wants to have the estate do something then I would think that he and you with the help of your local counsel should find a way to get it done. If we cannot agree at this time now then maybe he should take action with Spellmire and his own bankruptcy attorneys, obtain the information and let me know if a cause of action exists. At this point in time we are debating a matter and we do not even know whether an action exists and the extent of any damages. This was the purpose of hiring Spellmire. Hire him on your own, pay his fees and costs and let me know. In the interim, I am going to prepare schedules and perhaps have Louis Franco designated as the representative of the debtor, set the matter for a meeting of creditors and unless there is some very good incentive for unsecured creditors I will file a no asset report and close my file. I am not obligated to pursue assets that benefit secured creditors.

David E. Grochocinski  
Grochocinski, Grochocinski, & Lloyd, Ltd.  
1900 Ravinia Place  
Orland Park, IL 60462  
Telephone: (708) 226-2700  
Facsimile: (708) 226-9030

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**PL 01827**

2/25/2005



# **EXHIBIT 41**

**Subject:** RE: cmgt  
**From:** "Steven A. Klenda" <steve@tisdalelaw.com>  
**Date:** Thu, 9 Jun 2005 09:15:26 -0600  
**To:** "'D Grochocinski'" <dgrochocinski@ggl-law.com>  
**CC:** "'Gerry Spehar'" <gspehar1@earthlink.net>

David,

I will draft the proposed order. That the asset is contingent, does not mean that it should not be pursued on behalf of creditors, esp. when it will be pursued on a contingency fee basis, by someone with an established track record of winning this type of case.

-Steve

-----  
Steven A. Klenda  
Steven A. Klenda, LLC  
1600 Broadway St., Suite 2600  
Denver, Colorado 80202  
Phone: (303) 832-1800  
Fax: (303) 832-0799  
-----

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-----Original Message-----

**From:** D Grochocinski [mailto:dgrochocinski@ggl-law.com]  
**Sent:** Thursday, June 09, 2005 8:38 AM  
**To:** steve@tisdalelaw.com  
**Subject:** cmgt

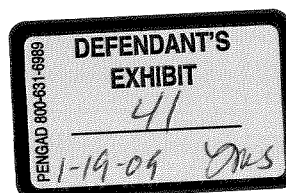
if your client is anxious I would suggest that you draft a proposed order. I cannot spend the time on this at the moment and you are getting paid. By the time I add up the hours just on this aspect of the case the entire amount that your client is advancing will be exhausted. If you want this done quickly then do it otherwise it will simply have to wait. I want to remind you that there are no assets in this matter and the entire "asset" is contingent at best.

DEG

Grochocinski, Grochocinski, & Lloyd, Ltd.  
1900 Ravinia Place  
Orland Park, IL 60462  
Telephone: (708) 226-2700  
Facsimile: (708) 226-9030

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0953

# **EXHIBIT 42**

Grochocinski, Grochocinski & Lloyd, Ltd.

Attorneys at Law

David E. Grochocinski  
Mark S. Grochocinski  
David P. Lloyd  
Thomas B. Sullivan,  
Of Counsel

November 27, 2007

Mr. Scott Schreiber  
Stahl, Cowen, Crowley, LLC  
55 W. Monroe Street  
Suite 1200  
Chicago, IL 60603

VIA OVERNIGHT MAIL

Dear Mr. Schreiber,

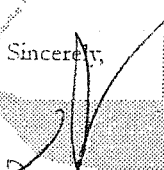
RE: CMGT

Per our discussion of the other day, enclosed please find the executed bill of sale and the disc which I received from Robert Crandall in response to my letter of April 25, 2007 and my subsequent telephone calls to him. I assume that the disc is the software to which Mr. Spehar was referring to and which he purchased in the financing order.

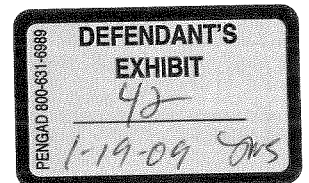
Per our further discussion the delivery of the bill of sale and the disc completes my end of the order as to this matter and I will deposit the check shortly.

Thanks for your assistance in this matter.

Sincerely,

  
David E. Grochocinski

Enclosures (3)



PL 02101

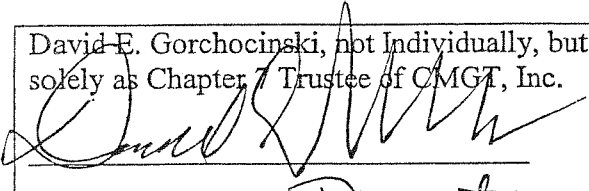
Trustee's Quit Claim Bill of Sale

David E. Gorchocinski, not Individually, but solely as Chapter 7 Trustee of CMGT, Inc. ("Seller"), in consideration of One Thousand Five Hundred and No/100 Dollars (\$1,500.00), and such other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does sell, assign, transfer and set over to Spehar Capital LLC, ("Buyer"), all of Seller's and CMGT's right, title and interest, in and to or derived from the Seller or CMGT's software and intangibles, including but not limited to, CMGT's proprietary "Absence Expert" and "Poster" software ("Software").

Seller hereby represents that the Software is free and clear of all liens, charges and encumbrances.

THE PARTIES AGREE THAT THE SOFTWARE IS BEING TRANSFERRED "AS IS, WHERE IS" AND ALL WARRANTIES, INCLUDING ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE AND ALL OTHER WARRANTIES, EXPRESS OR IMPLIED, ARE SPECIFICALLY EXCLUDED FROM THIS TRANSACTION AND SHALL NOT APPLY TO THE SOFTWARE.

IN WITNESS WHEREOF, Seller and Buyer have caused this Bill of Sale to be duly executed and accepted this 27 of November, 2007.

David E. Gorchocinski, not Individually, but solely as Chapter 7 Trustee of CMGT, Inc.  Trustee	Spehar Capital LLC  By: _____ Its: _____
--	---

David E. Grochocinski  
Mark S. Grochocinski  
David P. Lloyd  
Arthur W. Rummier  
Thomas B. Sullivan,  
Of Counsel

April 25, 2007

Robert C. Crandall  
1255 Havendale Blvd  
Burlington ON L7P 3S2

Re: CMGT, Inc.  
No. 04B 31669

Dear Mr. Crandall:

The Estate of CMGT Inc. has agreed to sell all of the Estate's right, title and interest in and to or derived from any and all of the Estate's software and intangibles to Spehar Capital LLC, including, but not limited to, CMGT's proprietary "Absence Expert" and "Poster" software (together, the "Proprietary Software"). This sale will close upon turnover of the requested information.

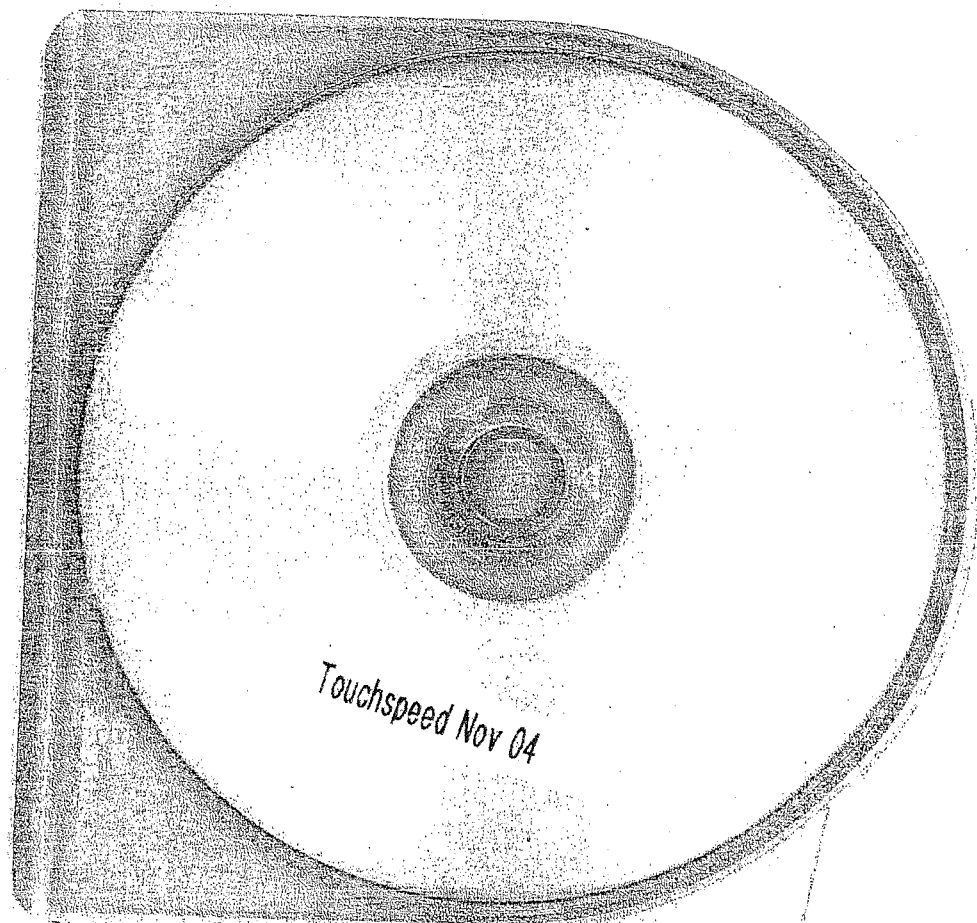
The Proprietary Software & the business processes it enabled are described in the Information Systems section of CMGT's Business Plan and in CMGT's Business Summary. The major components of CMGT's "Absence Expert" software are also listed on page 10 of CMGT's Disaster Recovery Plan (DRP), which was implemented in January 2003. In its April 1, 2003 Business Plan (and all later versions), CMGT confirmed to prospective investors that the DRP had been implemented and was "in place".

The DRP lists "Functional Teams & Responsibilities" and "Key Personnel", and each of you were Key Personnel who the DRP required to maintain functioning backup copies of the Proprietary Software and to regularly update those backup copies. Mr. Crandall developed the Proprietary Software, was Disaster Recovery Officer and it was his regular practice to keep a current backup copy of the Proprietary Software at his home; Mr. Wong was Disaster Recovery Site Manager and maintained a current backup copy of the Proprietary Software at the offices of Wong & Knowles; and Mr. Franco was President and CEO and always maintained a current copy the Proprietary Software at his home/CMGT office as well.

As you know, all CMGT assets including the Proprietary Software are the property of CMGT's Estate. As Trustee of CMGT's Estate, I hereby request that your clients deliver to the Estate by May 15, 2007, a working copy and complete computer code for the

*Enclosed is a disk made towards the end. It is the only CMGT software that I have and is basically an offsite archive minus the customer data. It represents 5 years of my life. I hope it means something to you.*

*Bob Crandall*



PL 02104