

DAVID GROCHOCINSKI, JANUARY 19, 2009

1 you?

2 A. Well, he said that he had resigned as
3 the president of -- of CMGT, but that he was still
4 continuing to act as -- I don't know, not really an
5 agent; an agent is the wrong term -- in -- in some
6 kind of a capacity to assist with the liquidation
7 or the wind-down of the company.

8 And I don't recall now offhand what his
9 testimony said. I'd have to go back and look at
10 it. It's been a long time since I've read it.

11 Q. Um-hum. Anything else you remember
12 about Mr. Franco's deposition testimony in the
13 citation proceeding?

14 A. I'm sorry. I -- I don't without looking
15 at it.

16 Q. But you understood Mr. Franco to be
17 trying to wind CMGT down -- I'm sorry, CMGT down in
18 that September, October, 2003 time frame?

19 A. Yes, to the extent that it -- it was not
20 ongoing business operations any longer. I think
21 after the judgment was entered, it -- it kind of
22 terminated.

23 Q. Well, the judgment was entered in
24 March 18, 2004, correct?

1 A. Well, then that would -- then I'm wrong
2 about the time period, because I didn't talk to
3 Mr. -- he said that he resigned in 2003, but
4 obviously, he was there yet when -- to get served
5 the process, or the Secretary of State of Delaware
6 got served, one or the other.

7 Q. But in the September, October, 2003 time
8 frame, Mr. -- Mr. Franco was trying to wind down
9 CMGT and take care of whatever remaining business
10 it had, right?

11 A. Again, I'm not sure if it's then or what
12 his process -- when he was testifying in the
13 citation proceeding later, that that's what his --
14 his role had turned out to be.

15 I didn't really ask him his role or --
16 or see anything that I can recall about what his
17 role was in September of '03. It was really during
18 the -- during the months or after the judgment was
19 entered by Spehar in '04.

20 Q. What do -- what do -- what do you
21 remember Spehar telling you about the -- the
22 malpractice action against Mayer Brown?

23 A. What do I remember?

24 Q. Um-hum.

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1 A. In -- in what regard?

2 Q. What did Spehar tell you about the
3 malpractice claims against Mayer Brown in his
4 conversations with you?

5 A. Well, in brief, he -- he essentially
6 told me that he believed that there was a breach of
7 his agreement respecting Spehar Capital, that he
8 initiated litigation as a result of the breach,
9 that CMGT was served with process in California, a
10 judgment was entered, and that Mayer Brown and --
11 and Mr. Given were representing CMGT and failed to
12 appear and defend.

13 I -- I mean, that's putting it kind of,
14 you know, in a distilled fashion, but I don't
15 recall any other specifics. Unless somebody could
16 refresh my recollection of something, I don't
17 really, you know...

18 MR. MARINELLO: All right. What -- what
19 exhibit number are we up to?

20 THE COURT REPORTER: 34.

21 MR. MARINELLO: All right. Would you mark
22 that exhibit, please.

23 (WHEREUPON, a certain document was
24 marked Defendant's Exhibit No. 34,

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1 for identification, as of
2 01/19/2009.)

3 MR. JOYCE: You said you're on 34?

4 MR. MARINELLO: Yes.

5 MR. JOYCE: How about 33?

6 THE WITNESS: 33 was the complaint, I think.

7 MR. JOYCE: You're right. Very good.

8 BY MR. MARINELLO:

9 Q. Okay. As 34, I've marked a -- an e-mail
10 from Gerry Spehar to Irwin -- Irving Bailey and
11 also with carbon copy to Lou Franco. Have you ever
12 seen this document before?

13 A. I don't have a present recollection.
14 It's possible it's in our documents, but I don't --
15 haven't seen it in a very long time if I've seen
16 it.

17 Q. Okay. The -- the PL number at the
18 bottom indicates it came from your files, correct?

19 A. I -- yes, well, we produced these, so it
20 must be in our files somewhere.

21 Q. Okay. If you look at the fourth
22 paragraph of this e-mail, it -- it says that, "We
23 currently service four clients with 9,000
24 employees."

1 A. Um-hum.

2 Q. You need to answer verbally.

3 A. Yes. I'm sorry. I apologize.

4 Q. Okay. And it also says, "In" -- "In the
5 first quarter of 2002, we had 11 clients with over
6 46,000 employees" --

7 A. Um-hum.

8 Q. -- right?

9 A. Yes.

10 Q. So that -- that indicates there's been
11 quite a drop in the number of employees covered by
12 their product, doesn't it; from 46,000 down to
13 9,000?

14 A. Well, obviously, from 30 -- 40 -- 30 --
15 46,000 down to 9 would be a reduction.

16 Q. Okay. And do you have any reason to
17 doubt the truth of that statement?

18 A. I don't have any reason to either
19 believe or disbelieve. It's a statement made from
20 Mr. Spehar to Irving Bailey with a carbon copy to
21 Lou Franco, so I wasn't involved with this, so I
22 don't know. I just take it at face value.

23 MR. MARINELLO: 35, please.

24 (WHEREUPON, a certain document was

DAVID GROCHOCINSKI, JANUARY 19, 2009

1 marked Defendant's Exhibit No. 35,
2 for identification, as of
3 01/19/2009.)

4 BY MR. MARINELLO:

5 Q. As Exhibit -- I'm sorry.

6 As Exhibit 35 I have marked a
7 consolidated balance sheets document for 12/31/2001
8 and 12/31/2000, and then there's a consolidated
9 statement of income and retained deficit attached
10 to that --

11 A. Um-hum.

12 Q. -- and then some notes to financial
13 statements. These also were produced by your
14 office, correct?

15 A. Yes.

16 Q. And have you reviewed these financial
17 statements?

18 A. Not in some time.

19 Q. Did you ever review them?

20 A. I must have seen them. I -- I turned
21 them over, so --

22 Q. Do you have any reason to question the
23 accuracy of the information that this exhibit
24 contains?

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1 A. I haven't had -- done an audit, so I
2 don't know. This is something that's produced by
3 CMGT. I don't know if it's valid, invalid, or not,
4 but it was something that was produced, so I -- I
5 just don't have an independent knowledge, because I
6 didn't do an independent investigation as to
7 whether this was true or not true.

8 Q. Um-hum. You've never -- you've never
9 tried to determine what the financial condition of
10 the company was on these dates?

11 A. No.

12 MR. MARINELLO: Okay. All right. And then
13 would you mark this as the next exhibit, please.

14 (WHEREUPON, a certain document was
15 marked Defendant's Exhibit No. 36,
16 for identification, as of
17 01/19/2009.)

18 BY MR. MARINELLO:

19 Q. As Exhibit 36 I've marked a --
20 consolidated balance sheets for CMGT, Inc., as of
21 5/31/2002 and 12/31/2001, and attached to that are
22 consolidated statements of income and retained
23 deficit for the same time periods.

24 Have you seen this document before?

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1 A. Same time periods? Looks like these are
2 for 5/13 of '02, and 12/31/01, right?

3 Q. That's what I just said.

4 A. Oh, I -- I apologize. I didn't hear
5 that. Yes, that's what it says.

6 Q. Okay. And, again, these are from your
7 office's --

8 A. Yes.

9 Q. -- production, correct?

10 A. Right.

11 Q. Have you ever investigated -- do you
12 have any reason to believe these figures are
13 inaccurate?

14 A. Again, I've not done an independent
15 evaluation or had accountants or anybody else to do
16 these things, so I don't know, but it's just in the
17 books and records of CMGT.

18 Q. Um-hum.

19 (WHEREUPON, a certain document was
20 marked Defendant's Exhibit No. 37,
21 for identification, as of
22 01/19/2009.)

23 BY MR. MARINELLO:

24 Q. And then as Exhibit 37 I have marked

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1 consolidated balance sheets for CMGT as of
2 9/30/2002 and 12/31/2001 and a corresponding
3 nine-month period income statement.

4 These also came from your office,
5 correct?

6 A. They did.

7 Q. And do you have any reason to doubt the
8 accuracy of the statements that are on these -- on
9 this document?

10 A. No. Same answer that I had before. I
11 haven't done an independent evaluation. I've not
12 hired an accountant to determine whether these
13 figures are correct or incorrect. I just accepted
14 it's in the books and records of CMGT. I don't
15 even know who prepared those.

16 Q. Um-hum.

17 MR. MARINELLO: Would you mark that, please.

18 (WHEREUPON, a certain document was
19 marked Defendant's Exhibit No. 38,
20 for identification, as of
21 01/19/2009.)

22 BY MR. MARINELLO:

23 Q. Okay. As Exhibit 38 I've marked an
24 e-mail from Gerry Spehar to you dated November 16,

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1 2006. Is that an e-mail you received from Spehar
2 on that date?

3 A. Looks like it might be.

4 Q. Mr. Grochocinski, what is -- what is
5 your involvement in the pleadings that get filed in
6 the litigation with respect to the Mayer -- Mayer
7 Brown case? Do you review the pleadings before
8 your counsel files them?

9 A. I certainly get copies.

10 Q. Do you review them before they're filed?

11 A. Yeah, for the most part.

12 Q. Do you check them to see if you agree
13 with what they're -- they say?

14 A. Yes.

15 Q. And do you check them to see whether
16 they're accurate or not?

17 A. Well, I'm not exactly sure what you mean
18 by that. Do I read them over and -- and believe
19 that they essentially set forth the -- our -- our
20 allegations and that we haven't committed, you
21 know, a falsehood to the best of my knowledge, yes.

22 Q. If there's something in them which you
23 disagreed with, you would you bring that to your
24 counsel's attention, correct?

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1 A. Yeah, if I -- if I caught it, sure.

2 MR. MARINELLO: 39.

3 MR. JOYCE: 39, right?

4 (WHEREUPON, a certain document was
5 marked Defendant's Exhibit No. 39,
6 for identification, as of
7 01/19/2009.)

8 BY MR. MARINELLO:

9 Q. As Exhibit 39 I've marked a -- an e-mail
10 from Gerry Spehar to Gerry Spehar, is what it says
11 at the top, but if you look down the course of
12 e-mails, you'll see that there's e-mails that were
13 to you also.

14 One from Gerry Spehar dated April 3rd,
15 2006, to you, for example, is the very next one
16 down. Do you see that?

17 A. I'm sorry. I'm just trying to review
18 this. I -- again, I apologize. Tell me what --
19 what the question is again.

20 Q. These are e-mails that you received or
21 were sent to Mr. Spehar on or about the date they
22 bear, correct?

23 A. Says from Gerry Spehar to me, to me from
24 Klenda, from me to Steve Klenda with a carbon copy

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1 to Mr. Todhunter.

2 Q. Okay. So these are all e-mails that you
3 received or sent on -- on or about the dates that
4 they bear, correct?

5 A. I assume so.

6 MR. MARINELLO: Okay. Would you mark that as
7 40, please.

8 (WHEREUPON, a certain document was
9 marked Defendant's Exhibit No. 40,
10 for identification, as of
11 01/19/2009.)

12 BY MR. MARINELLO:

13 Q. As Exhibit 40, I've marked an e-mail to
14 you -- I'm sorry, from you to Steve Klenda, dated
15 February 25th, 2005. You did send this e-mail,
16 correct?

17 MR. JOYCE: Can I have one? I need a copy.

18 MR. MARINELLO: I'm sorry.

19 MR. JOYCE: That's fine.

20 MR. MARINELLO: There you go.

21 MR. JOYCE: Thanks.

22 BY THE WITNESS:

23 A. Yes, I believe I did.

24 BY MR. MARINELLO:

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1 Q. Okay. No more questions about that,
2 Mr. Grochocinski.

3 MR. MARINELLO: Next one.

4 (WHEREUPON, a certain document was
5 marked Defendant's Exhibit No. 41,
6 for identification, as of
7 01/19/2009.)

8 BY MR. MARINELLO:

9 Q. As Exhibit 41, I've marked an e-mail
10 from Mr. Klenda to you dated June 9, 2005. Is that
11 an e-mail that you received from Mr. Klenda on that
12 date?

13 A. I believe so.

14 Q. And then if you look at the e-mail
15 beneath that, that's one from you to Mr. Klenda on
16 June 9, 2005, correct?

17 A. Yes.

18 MR. MARINELLO: Okay. Did you get one of
19 those, Mr. Joyce?

20 MR. JOYCE: I did, yeah. Thanks.

21 (WHEREUPON, a certain document was
22 marked Defendant's Exhibit No. 42,
23 for identification, as of
24 01/19/2009.)

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1 BY MR. MARINELLO:

2 Q. As Exhibit 42 I have marked a letter
3 from you to Scott -- Scott Schreiber.

4 A. Okay.

5 Q. Is that a letter you sent to him about
6 that date?

7 MR. JOYCE: Can I have 42?

8 MR. MARINELLO: Yeah.

9 BY THE WITNESS:

10 A. I assume so.

11 BY MR. MARINELLO:

12 Q. Okay. And attached to it is the quit
13 claim bill of sale for the software that you sold
14 to Spehar Capital for \$1500, correct?

15 A. Yes.

16 MR. MARINELLO: If you'll give me five
17 minutes, I think we can finish this up.

18 MR. JOYCE: Great.

19 THE VIDEOGRAPHER: Going off the video record
20 at 4:35 p.m.

21 (WHEREUPON, the deposition was
22 recessed from 4:35 p.m. until
23 4:43 p.m.)

24 THE VIDEOGRAPHER: Going back on the video

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1 record at 4:43 p.m.

2 MR. MARINELLO: Okay. Mr. Grochocinski, I do
3 not have any more questions at this time.

4 I want to put on the record, though,
5 that at this deposition, your -- your counsel has
6 handed us some additional documents from Mr. Ross,
7 from Mr. Donwen, from Ms. Quarles, from Corporation
8 Service Company.

9 I think that's probably all of it, and
10 we will have those Bates numbered and --

11 THE WITNESS: Yes, and I apologize. They were
12 contained in my adversary file relative to the
13 investors, and I didn't realize that they were
14 there. So I apologize for not having them turned
15 over to you earlier.

16 MR. JOYCE: Okay. Thank you very much.

17 THE WITNESS: Thank you.

18 THE COURT REPORTER: Signature?

19 MR. JOYCE: We'll reserve signature.

20 FURTHER DEPONENT SAITH NOT.
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IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

DAVID GROCHOCINSKI, etc.,)
Plaintiff,)
-vs-) No. 06 C 5486
MAYER BROWN ROWE MAW LLP and)
RONALD B. GIVEN,)
Defendants.)

I hereby certify that I have read the foregoing transcript of my deposition given at the time and place aforesaid, consisting of Pages 1 to 390, inclusive, and I do again subscribe and make oath that the same is a true, correct and complete transcript of my deposition so given as aforesaid, and includes changes, if any, so made by me.

DAVID GROCHOCINSKI

SUBSCRIBED AND SWORN TO before me
this day of , A.D. 200 .

Notary Public

DAVID GROCHOCINSKI, JANUARY 19, 2009

1 STATE OF ILLINOIS)

2) SS:

3 COUNTY OF DU PAGE)

4 I, LINDA M. STRATTON, a Notary Public
5 within and for the County of DuPage, State of
6 Illinois, and a Certified Shorthand Reporter of
7 said state, do hereby certify:

8 That previous to the commencement of the
9 examination of the witness, the witness was duly
10 sworn to testify the whole truth concerning the
11 matters herein;

12 That the foregoing deposition transcript
13 was reported stenographically by me, was thereafter
14 reduced to typewriting under my personal direction
15 and constitutes a true record of the testimony
16 given and the proceedings had;


17 That the said deposition was taken
18 before me at the time and place specified;

19 That I am not a relative or employee or
20 attorney or counsel, nor a relative or employee of
21 such attorney or counsel for any of the parties
22 hereto, nor interested directly or indirectly in
23 the outcome of this action.

24 IN WITNESS WHEREOF, I do hereunto set my

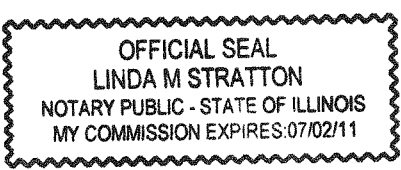
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hand and affix my seal of office at Chicago,
Illinois, this 29th day of January, 2009.



Notary Public, DuPage County, Illinois
My commission expires 7/2/11.

C.S.R. Certificate No. 84-2613.



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