

EXHIBIT 88

**PLAINTIFF'S RESPONSE IN OPPOSITION TO DEFENDANTS' MOTION FOR
SUMMARY JUDGMENT**

Robert Carroll

From: Louman01@aol.com
Sent: Monday, January 12, 2004 9:54 PM
To: Given, Ronald B.
Cc: James Wong,CPA
Subject: Sehar Capital v CMGT - new docs
Attachments: DecReServiceOfProcess_AdMOfSKlendaProHacVice1-2-04.ZIP

Ron:

FYI, attached are the following new documents I received by US mail today from Gerry Spehar's lawyers (Rodi, Pollock et al.):

- 1) Declaration Regarding Service Of Process Of Order For Admission Of Steven A. Klenda As Counsel Pro Hac Vice filed with the LA Superior Court; and
- 2) Request For Entry Of Default against CMGT and DOES 1 through 100, inclusive and attached Declarations Regarding Service Of Process Of Verified First Amended Complaint For Damages And Injunctive Relief For: Specific Performance Of A Contract, Breach Of Contract, And Quantum Meruit

I will try to call you from the road, however, you may hear from Jim Wong (Jim, Ron's # is 312-701-7382) if I get tied up/delayed enroute to the West coast with a couple of questions re: the above.

Regards,

Lou

Louis J. Franco, RHU
 President & CEO
 CMGT, Inc.
 2 S 647 White Birch Lane
 Wheaton, IL 60187

voice: 630-260-9507
 cell: 630-215-8193
 fax: 978-389-1060

E-mail1: Louman01@aol.com
 E-mail2: lfranco@cmgt.com

=====

NOTICE: This E-mail is covered by the Electronic Communications Privacy Act, 18 U.S.C. 2510-2521 and is legally privileged. This information is confidential information and is intended only for the use of the individual or entity named above. If you have received this E-mail and are not the intended recipient, or an employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this E-mail by mistake, please notify us immediately by replying to the message and deleting it and attachment(s), if any, from your computer. Thank you for your cooperation.

CMGT, Inc. Management

=====

RODI, POLLOCK, PETTKER, GALBRAITH & CAHILL
A LAW CORPORATION
444 SOUTH FLOWER STREET, SUITE 1700
LOS ANGELES, CALIFORNIA 90071-2901
TELEPHONE: (213) 895-4900

1 RODI, POLLOCK, PETTKER, GALBRAITH
& CAHILL, A Law Corporation
2 ANDREW W. BODEAU (SBN 183600)
KENNETH A. FRANKLIN (SBN 143809)
3 444 South Flower Street, Suite 1700
Los Angeles, California 90071-2901
4 Telephone: (213) 895-4900
Facsimile: (213) 895-4921
5

6 STEVEN A. KLEND A, LLC
STEVEN A. KLEND A, ESQ. (*Pro hac vice* to be filed)
600 Grant Street, Suite 300
7 Denver, Colorado 80203
Telephone: (303) 785-7777
8 Facsimile: (303) 861-1777

9 Attorneys for Plaintiff,
SPEHAR CAPITAL, LLC, a California limited liability company
10

11 SUPERIOR COURT OF THE STATE OF CALIFORNIA
12 FOR THE COUNTY OF LOS ANGELES
13 (NORTH CENTRAL DISTRICT -- BURBANK)

14 SPEHAR CAPITAL, LLC, a California
limited liability company,

15 Plaintiff,

16 v.

17 CMGT, INC., a Delaware corporation, and
18 DOES 1 through 100, inclusive,

19 Defendants.
20

CASE NO. EC 037602

**DECLARATION REGARDING SERVICE OF
PROCESS OF ORDER FOR ADMISSION OF
STEVEN A. KLEND A AS COUNSEL
*PRO HAC VICE***

21 I, B. JUNE WEISS, declare as follows

22 1. I am employed in the County of Los Angeles, State of California. I am over the
23 age of eighteen years and not a party to the within action. My business address is 444 South
24 Flower Street, Suite 1700, Los Angeles, California 90071-2901.

25 2. On January 6, 2004, I served the document described as **ORDER FOR**
26 **ADMISSION OF STEVEN A. KLEND A AS COUNSEL *PRO HAC VICE***, a copy of which is
27 attached hereto, on the interested parties in this action by placing true copies thereof enclosed in a
28 sealed envelope and addressed as follows:

RODI, POLLOCK, PETTKER, GALBRATH & CAHILL
LAW CORPORATION
444 SOUTH FLOWER STREET, SUITE 1700
LOS ANGELES, CALIFORNIA 90071-2801
TELEPHONE: (213) 895-4900

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Louis J. Franco
President and CEO
CMGT, Inc.
2 S 647 White Birch Lane
Wheaton, Illinois 60187

CMGT, Inc.
c/o The Delaware Secretary of State
Townsend Bldg.
Dover, Delaware 19901

I deposited each envelope in the mail at Los Angeles, California. The envelopes were mailed with postage thereon fully prepaid.

3. I am "readily familiar" with the firm's practice for collection and processing correspondence for mailing with the U.S. Postal Service. Under that practice it would be deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid at Los Angeles, California in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after the date of deposit for mailing in affidavit.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed at Los Angeles, California on January 6, 2004.

B. June Weiss
Type or print name

B June Weiss
Signature
✓

ORIGINAL FILED
JAN 02 2004
LOS ANGELES
SUPERIOR COURT

1 RODI, POLLOCK, PETTKER, GALBRAITH
& CAHILL, A Law Corporation
2 ANDREW W. BODEAU (SBN 183600)
KENNETH A. FRANKLIN (SBN 143809)
3 444 South Flower Street, Suite 1700
Los Angeles, California 90071-2901
4 Telephone: (213) 895-4900
Facsimile: (213) 895-4921

5 Attorneys for Plaintiff
6 SPEHAR CAPITAL, LLC, a California limited liability company

7
8 SUPERIOR COURT OF THE STATE OF CALIFORNIA
9 FOR THE COUNTY OF LOS ANGELES
10 (NORTH CENTRAL DISTRICT -- BURBANK)

11
12 SPEHAR CAPITAL, LLC, a California
limited liability company,

13 Plaintiff,

14 v.

15 CMGT, INC., a Delaware corporation, and
16 DOES 1 through 100, inclusive,

17 Defendants.

CASE NO. EC 037602

**[PROPOSED] ORDER FOR ADMISSION
OF STEVEN A. KLENDAS AS COUNSEL
PRO HAC VICE**

18
19
20 The Application of Steven A. Klenda to appear as counsel *pro hac vice* having come on
21 regularly for hearing and having been served on the State Bar of the State of California and the
22 parties to this action, as provided for in California Rules of Court, Rule 983, and good cause
23 appearing,

24 ////
25 ////
26 ////
27 ////
28 ////

RODI, POLLOCK, PETTKER, GALBRAITH & CAHILL
A LAW CORPORATION
444 SOUTH FLOWER STREET, SUITE 1700
LOS ANGELES, CALIFORNIA 90071-2901
TELEPHONE: (213) 895-4900

1 IT IS HEREBY ORDERED that the Application of Steven A. Klenda to appear as counsel
2 *pro hac vice* is granted. IT IS FURTHER ORDERED that counsel for Plaintiff Spehar Capital,
3 LLC cause this order to be served upon all parties appearing in this action.

4 1/2/04

5 DAVID M. SCHACTER, JUDGE

6 JUDGE OF THE SUPERIOR COURT

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RODI, POLLOCK, PETTIKER, GALBRATH & CAHILL
ALAW CORPORATION
444 SOUTH FLOWER STREET, SUITE 1700
LOS ANGELES, CALIFORNIA 90071-2901
TELEPHONE: (213) 895-4900

RODI POLLOCK

RODI POLLOCK, PETTKER, GALBRAITH & CAHILL
A LAW CORPORATION
444 SOUTH FLOWER STREET
SUITE 1700
LOS ANGELES, CALIFORNIA 90071-2901

RECEIVED
Riviera

Louis J. Franco
President and CEO
CMGT, Inc.
2 S 647 White Birch Lane
Wheaton, Illinois 60187



10/11/2001 10:00:00 AM

10/11/2001 10:00:00 AM

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, state bar number, and address): Andrew W. Bodeau (SBN 183600) Kenneth A. Franklin (SBN 143809) RODI, POLLOCK, PETTKER, GALBRAITH & CAHILL, ALC 444 South Flower Street, Suite 1700 Los Angeles, CA 90071 TELEPHONE NO.: (213) 895-4900 FAX NO.: (213) 895-4921 ATTORNEY FOR (Name): Plaintiff	FOR COURT USE ONLY
Insert name of court and name of judicial district and branch court, if any: Los Angeles Superior Court North Central, Glendale	
PLAINTIFF: SPEHAR CAPITAL, LLC, a California limited liability company, DEFENDANT: CMGT, INC., a Delaware corporation, and DOES 1 through 100, inclusive,	
REQUEST FOR <input checked="" type="checkbox"/> ENTRY OF DEFAULT <input type="checkbox"/> CLERK'S JUDGMENT (Application) <input type="checkbox"/> COURT JUDGMENT	CASE NUMBER: EC 037602

1. TO THE CLERK: On the complaint or cross-complaint filed
- a. on (date): First Amended Complaint, filed November 26, 2003
 - b. by (name): SPEHAR CAPITAL, LLC, a California limited liability company,
 - c. Enter default of defendant (names): CMGT, Inc., a Delaware corporation
 - d. I request a court judgment under Code of Civil Procedure sections 585(b), (c), 989, etc., against defendant (names):

(Testimony required. Apply to the clerk for a hearing date, unless the court will enter a judgment on an affidavit under Code of Civil Procedure section 585(d).)

- e. Enter clerk's judgment
 - (1) for restitution of the premises only and issue a writ of execution on the judgment. Code of Civil Procedure section 1174(c) does not apply. (Code Civ. Proc., § 1169.)
 - Include in the judgment all tenants, subtenants, named claimants, and other occupants of the premises. The *Prejudgment Claim of Right to Possession* was served in compliance with Code of Civil Procedure section 415.46.
 - (2) under Code of Civil Procedure section 585(a). (Complete the declaration under Code Civ. Proc., § 585.5 on the reverse (item 5).)
 - (3) for default previously entered on (date):

2. Judgment to be entered

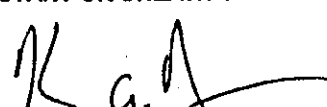
	Amount	Credits acknowledged	Balance
a. Demand of complaint	\$	\$	\$
b. Statement of damages *			
(1) Special	\$	\$	\$
(2) General	\$	\$	\$
c. Interest	\$	\$	\$
d. Costs (see reverse)	\$	\$	\$
e. Attorney fees	\$	\$	\$
f. TOTALS	\$	\$	\$

g. Daily damages were demanded in complaint at the rate of: \$ _____ per day beginning (date): _____
 (* Personal injury or wrongful death actions; Code Civ. Proc., § 425.11)

3. (Check if filed in an unlawful detainer case) LEGAL DOCUMENT ASSISTANT OR UNLAWFUL DETAINER ASSISTANT information is on the reverse (complete item 4).

Date: 1-8-04

Kenneth A. Franklin
 (TYPE OR PRINT NAME)


 (SIGNATURE OF PLAINTIFF OR ATTORNEY FOR PLAINTIFF)

FOR COURT USE ONLY	(1) <input type="checkbox"/> Default entered as requested on (date): (2) <input type="checkbox"/> Default NOT entered as requested (state reason):	Clerk, by: _____, Deputy
--------------------	---	--------------------------

SHORT TITLE: Spehar Capital v. CMGT

CASE NUMBER:
EC 037602

4. LEGAL DOCUMENT ASSISTANT OR UNLAWFUL DETAINER ASSISTANT (Bus. & Prof. Code, § 6400 et seq.) A legal document assistant or unlawful detainer assistant did did not for compensation give advice or assistance with this form. (If declarant has received any help or advice for pay from a legal document assistant or unlawful detainer assistant, state):

a. Assistant's name: _____ b. Telephone No.: _____
c. Street address, city, and ZIP: _____

d. County of registration: _____ e. Expires on (date) _____

5. DECLARATION UNDER CODE OF CIVIL PROCEDURE SECTION 585.5 (Required for entry of default under Code Civ. Proc., § 585(a)) This action

- a. is is not on a contract or installment sale for goods or services subject to Civ. Code, § 1801 et seq. (Unruh Act).
- b. is is not on a conditional sales contract subject to Civ. Code, § 2981 et seq. (Rees-Levering Motor Vehicle Sales and Finance Act).
- c. is is not on an obligation for goods, services, loans, or extensions of credit subject to Code Civ. Proc., § 395(b).

6. DECLARATION OF MAILING (Code Civ. Proc., § 587) A copy of this Request for Entry of Default was

- a. not mailed to the following defendants whose addresses are unknown to plaintiff or plaintiff's attorney (names):
- b. mailed first-class, postage prepaid, in a sealed envelope addressed to each defendant's attorney of record or, if none, to each defendant's last known address as follows:
(1) Mailed on (date): January 8, 2004

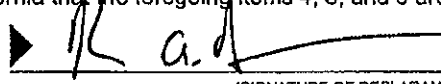
(2) To (specify names and addresses shown on the envelopes):
Louis J. Franco, President and CEO
CMGT, Inc.
2 S 647 White Birch Lane
Wheaton, Illinois 60187
CMGT, Inc.
c/o The Delaware Secretary of State
Townsend Bldg.
Dover, Delaware 19901

I declare under penalty of perjury under the laws of the State of California that the foregoing items 4, 5, and 6 are true and correct.

Date: January 8, 2004

Kenneth A. Franklin

(TYPE OR PRINT NAME)



(SIGNATURE OF DECLARANT)

7. MEMORANDUM OF COSTS (Required if judgment requested) Costs and disbursements are as follows (Code Civ. Proc., § 1033.5):

- a. Clerk's filing fees \$ _____
- b. Process server's fees \$ _____
- c. Other (specify): \$ _____
- d. \$ _____
- e. TOTAL \$ _____

- f. Costs and disbursements are waived.
- g. I am the attorney, agent, or party who claims these costs. To the best of my knowledge and belief this memorandum of costs is correct and these costs were necessarily incurred in this case.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Date: _____

(TYPE OR PRINT NAME)



(SIGNATURE OF DECLARANT)

8. DECLARATION OF NONMILITARY STATUS (Required for a judgment) No defendant named in item 1c of the application is in the military service so as to be entitled to the benefits of the Soldiers' and Sailors' Civil Relief Act of 1940 (50 U.S.C. Appen. § 501 et seq.).

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Date: January 8, 2004

Kenneth A. Franklin

(TYPE OR PRINT NAME)



(SIGNATURE OF DECLARANT)

RODI, POLLOCK, PETTKER, GALBRAITH & CAHILL
A LAW CORPORATION
444 SOUTH FLOWER STREET, SUITE 1700
LOS ANGELES, CALIFORNIA 90071-2901
TELEPHONE: (213) 895-4900

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& CAHILL, A Law Corporation
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KENNETH A. FRANKLIN (SBN 143809)
3 444 South Flower Street, Suite 1700
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4 Telephone: (213) 895-4900
Facsimile: (213) 895-4921

5 STEVEN A. KLEND, LLC
6 STEVEN A. KLEND, ESQ. (*Pro hac vice* to be filed)
600 Grant Street, Suite 300
7 Denver, Colorado 80203
Telephone: (303) 785-7777
8 Facsimile: (303) 861-1777

9 Attorneys for Plaintiff,
SPEHAR CAPITAL, LLC, a California limited liability company

10
11 SUPERIOR COURT OF THE STATE OF CALIFORNIA
12 FOR THE COUNTY OF LOS ANGELES
13 (NORTH CENTRAL DISTRICT -- BURBANK)

14 SPEHAR CAPITAL, LLC, a California
limited liability company,

15 Plaintiff,

16 v.

17 CMGT, INC., a Delaware corporation, and
18 DOES 1 through 100, inclusive,

19 Defendants.

CASE NO. EC 037602

**DECLARATION REGARDING SERVICE OF
PROCESS OF VERIFIED FIRST AMENDED
COMPLAINT FOR DAMAGES AND
INJUNCTIVE RELIEF FOR: SPECIFIC
PERFORMANCE OF A CONTRACT, BREACH
OF CONTRACT, AND QUANTUM MERUIT**

20
21 I, B. JUNE WEISS, declare as follows

22 1. I am employed in the County of Los Angeles, State of California. I am over the
23 age of eighteen years and not a party to the within action. My business address is 444 South
24 Flower Street, Suite 1700, Los Angeles, California 90071-2901.

25 2. On November 26, 2003, I served the document described as **VERIFIED FIRST**
26 **AMENDED COMPLAINT FOR DAMAGES AND INJUNCTIVE RELIEF FOR:**
27 **SPECIFIC PERFORMANCE OF A CONTRACT, BREACH OF CONTRACT, AND**
28 **QUANTUM MERUIT** on the interested parties in this action by placing true copies thereof

RODI, POLLOCK, PETTKER, GALBRAITH & CAHILL
ALAW CORPORATION
444 SOUTH FLOWER STREET, SUITE 1700
LOS ANGELES, CALIFORNIA 90071-2801
TELEPHONE: (213) 895-4900

1 enclosed in a sealed envelope and addressed as follows:

2 Louis J. Franco
3 President and CEO
4 CMGT, Inc.
5 2 S 647 White Birch Lane
6 Wheaton, Illinois 60187


7 I deposited each envelope in the mail at Los Angeles, California. The envelopes were mailed
8 Certified, Return Receipt Requested with postage thereon fully prepaid.

9 3. I am "readily familiar" with the firm's practice for collection and processing
10 correspondence for mailing with the U.S. Postal Service. Under that practice it would be
11 deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid at Los
12 Angeles, California in the ordinary course of business. I am aware that on motion of the party
13 served, service is presumed invalid if postal cancellation date or postage meter date is more than
14 one day after the date of deposit for mailing in affidavit.

15 4. Attached to this Declaration as Exhibit A is a true and correct copy of both parts of
16 the Certified Mail receipt, including the portion signed by Louis Franco.

17 I declare under penalty of perjury under the laws of the State of California that the
18 foregoing is true and correct. Executed at Los Angeles, California on January 8, 2004.

19 B. June Weiss
20 Type or print name


Signature

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EXHIBIT A

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> Complete Items 1, 2, and 3. Also complete Item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <i>x J. Franco</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>B. Received by (Printed Name)</p> <p>C. Date of Delivery 12-1</p> <p>D. Is delivery address different from Item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input checked="" type="checkbox"/> No</p>
<p>1. Article Addressed to:</p> <p>Louis J. Franco President and CEO CMGT, Inc. 2 S. 647 White Birch Lane Wheaton, IL 60187</p>	<p>3. Service Type</p> <p><input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p>
<p>2. Article Number (Transfer from service label)</p> <p>7003 1680 0001 5723 3255</p>	<p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
<p>PS Form 3811, August 2001 Domestic Return Receipt 102595-02-M-1540</p>	

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only, No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

OFFICIAL USE

Postage	\$		
Certified Fee		2.30	Postmark Here 11/26/03 #5945-L1
Return Receipt Fee (Endorsement Required)		1.75	
Restricted Delivery Fee (Endorsement Required)			
Total Postage & Fees	\$	9.45	

Sent To

Louis J. Franco

Street, Apt. No., or PO Box No. 2 S. 647 White Birch Lane

City, State, ZIP+4 Wheaton, IL 60187

7003 1680 0001 5723 3255

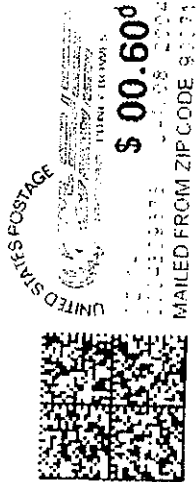
RODI·POLLOCK

RODI, POLLOCK, PETTKER, GALBRAITH & CAHILL
A LAW CORPORATION

444 SOUTH FLOWER STREET
SUITE 1700
LOS ANGELES, CALIFORNIA 90071-2901

RECEIVED

Louis J. Franco
President and CEO
CMGT, Inc.
2 S 647 White Birch Lane
Wheaton, Illinois 60187



60187+7930 04

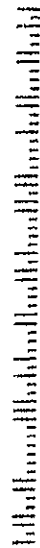


EXHIBIT 89

**PLAINTIFF'S RESPONSE IN OPPOSITION TO DEFENDANTS' MOTION FOR
SUMMARY JUDGMENT**

Robert Carroll

From: Given, Ronald B.
Sent: Wednesday, January 14, 2004 8:24 PM
To: 'lfranco@cmgt.com'; 'Louman01@aol.com'
Subject: Call

Anytime tomorrow other than the Noon hour.
Ronald B. Given

Mayer, Brown, Rowe & Maw LLP
190 S. LaSalle Street
Suite 3132
Chicago, IL 60603-3441
Phone: (312) 701-7382
Fax: (312) 706-8137
Cell: (312) 286-5252
Res.: (312) 431-9952
Email: <<mailto:rgiven@mayerbrownrowe.com>>

Assistant to Ronald B. Given:

Evajean T. Bugajski
Phone: (312) 701-7632
Email: <<mailto:ebugajski@mayerbrownrowe.com>>

EXHIBIT 90

**PLAINTIFF'S RESPONSE IN OPPOSITION TO DEFENDANTS' MOTION FOR
SUMMARY JUDGMENT**

Robert Carroll

From: Louman01@aol.com
Sent: Friday, January 30, 2004 12:26 AM
To: Given, Ronald B.
Subject: Spehar v CMGT & DOES 1-100/Case Mgt Statement & Conference
Attachments: Spehar v CMGT_CaseMgtStatmnt&ProofOfServ01-26-2004pdf.pdf

Ron:

I just returned from LA & the attached "Case Management Statement" was delivered via regular mail today showing that a "Case Management Conference" was scheduled for 8:30 am on 1/27/2004. The Statement also says Spehar expects to file motions for "Default prove up." I am not familiar with this paperwork but it reads as if the default judgment has not yet been entered/filed with the CA Court. I have been unable to obtain Cc's of the case transcripts to see what's going on - I'll call you to discuss.

Best regards,

Lou

PLAINTIFF/PETITIONER: SPEHAR CAPITAL, LLC, a California limited liability company, DEFENDANT/RESPONDENT: CMGT, INC., a Delaware corporation, and DOES 1 through 100, inclusive,	CASE NUMBER: EC 037602
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4. b. Provide a brief statement of the case, including any damages. (If personal injury damages are sought, specify the injury and damages claimed, including medical expenses to date [indicate source and amount], estimated future medical expenses, lost earnings to date, and estimated future lost earnings. If equitable relief is sought, describe the nature of the relief.)
Breach of contract with damages of \$17,037,917.

(If more space is needed, check this box and attach a page designated as Attachment 4b.)

5. **Jury or nonjury trial**

The party or parties request a jury trial a nonjury trial (if more than one party, provide the name of each party requesting a jury trial): A default has been entered against defendant.

6. **Trial date**

- a. The trial has been set for (date):
- b. No trial date has been set. This case will be ready for trial within 12 months of the date of the filing of the complaint (if not, explain):
- c. Dates on which parties or attorneys will not be available for trial (specify dates and explain reasons for unavailability):

7. **Estimated length of trial**

The party or parties estimate that the trial will take (check one):

- a. days (specify number): N/A
- b. hours (short causes) (specify):

8. **Trial representation (to be answered for each party)**

The party or parties will be represented at trial by the attorney or party listed in the caption by the following:

- a. Attorney:
- b. Firm:
- c. Address:
- d. Telephone number:
- e. Fax number:
- f. E-mail address:
- g. Party represented:

Additional representation is described in Attachment 8.

9. **Preference**

This case is entitled to preference (specify code section):

10. **Alternative Dispute Resolution (ADR)**

- a. Counsel has has not provided the ADR information package identified in rule 201.9 to the client and has reviewed ADR options with the client.
- b. All parties have agreed to a form of ADR. ADR will be completed by (date):
- c. The case has gone to an ADR process (indicate status):

PLAINTIFF/PETITIONER: SPEHAR CAPITAL, LLC, a California limited liability company, DEFENDANT/RESPONDENT: CMGT, INC., a Delaware corporation, and DOES 1 through 100, inclusive.	CASE NUMBER: EC 037602
--	---------------------------

10. d. The party or parties are willing to participate in (check all that apply):

- (1) Mediation
- (2) Nonbinding judicial arbitration under Code of Civil Procedure section 1141.12 (discovery to close 15 days before arbitration under Cal. Rules of Court, rule 1612)
- (3) Nonbinding judicial arbitration under Code of Civil Procedure section 1141.12 (discovery to remain open until 30 days before trial; order required under Cal. Rules of Court, rule 1612)
- (4) Binding judicial arbitration
- (5) Binding private arbitration
- (6) Neutral case evaluation
- (7) Other (specify): Default has been entered against defendant.

- e. This matter is subject to mandatory judicial arbitration because the amount in controversy does not exceed the statutory limit.
- f. Plaintiff elects to refer this case to judicial arbitration and agrees to limit recovery to the amount specified in Code of Civil Procedure section 1141.11.
- g. This case is exempt from judicial arbitration under rule 1600.5 of the California Rules of Court (specify exemption):

11. Settlement conference

The party or parties are willing to participate in an early settlement conference (specify when):

12. Insurance

- a. Insurance carrier, if any, for party filing this statement (name):
- b. Reservation of rights: Yes No
- c. Coverage issues will significantly affect resolution of this case (explain):

13. Jurisdiction

Indicate any matters that may affect the court's jurisdiction or processing of this case, and describe the status.

Bankruptcy Other (specify):

Status:

14. Related cases, consolidation, and coordination

- a. There are companion, underlying, or related cases.
 - (1) Name of case:
 - (2) Name of court:
 - (3) Case number:
 - (4) Status:
- Additional cases are described in Attachment 14a.
- b. A motion to consolidate coordinate will be filed by (name party):

15. Bifurcation

The party or parties intend to file a motion for an order bifurcating, severing, or coordinating the following issues or causes of action (specify moving party, type of motion, and reasons):

16. Other motions

The party or parties expect to file the following motions before trial (specify moving party, type of motion, and issues):
 Default prove up.

PLAINTIFF/PETITIONER: SPEHAR CAPITAL, LLC, a California limited liability company, DEFENDANT/RESPONDENT: CMGT, INC., a Delaware corporation, and DOES 1 through 100, inclusive,	CASE NUMBER: EC 037602
--	---------------------------

17. Discovery

- a. The party or parties have completed all discovery.
- b. The following discovery will be completed by the date specified (*describe all anticipated discovery*):
- | <u>Party</u> | <u>Description</u> | <u>Date</u> |
|--------------|--------------------|-------------|
|--------------|--------------------|-------------|

- c. The following discovery issues are anticipated (*specify*):

18. Economic Litigation

- a. This is a limited civil case (i.e., the amount demanded is \$25,000 or less) and the economic litigation procedures in Code of Civil Procedure sections 90 through 98 will apply to this case.
- b. This is a limited civil case and a motion to withdraw the case from the economic litigation procedures or for additional discovery will be filed (*if checked, explain specifically why economic litigation procedures relating to discovery or trial should not apply to this case*):

19. Other issues

- The party or parties request that the following additional matters be considered or determined at the case management conference (*specify*):

20. Meet and confer

- a. The party or parties have met and conferred with all parties on all subjects required by rule 212 of the California Rules of Court (*if not, explain*):
- b. After meeting and conferring as required by rule 212 of the California Rules of Court, the parties agree on the following (*specify*):

21. Case management orders

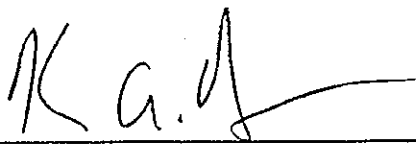
Previous case management orders in this case are (*check one*): none attached as Attachment 21.

22. Total number of pages attached (*if any*): 0

I am completely familiar with this case and will be fully prepared to discuss the status of discovery and ADR, as well as other issues raised by this statement, and will possess the authority to enter into stipulations on these issues at the time of the case management conference, including the written authority of the party where required.

Date: January 26, 2004

Kenneth A. Franklin
(TYPE OR PRINT NAME)

▶ 
(SIGNATURE OF PARTY OR ATTORNEY)

(TYPE OR PRINT NAME)

▶ _____
(SIGNATURE OF PARTY OR ATTORNEY)

Additional signatures are attached

1 PROOF OF SERVICE BY MAIL
2 (1013a, 2015.5 C.C.P.)

3 STATE OF CALIFORNIA)
4 COUNTY OF LOS ANGELES)

5 I am employed in the County of Los Angeles, State of California. I am over the age of
6 eighteen years and not a party to the within action. My business address is 444 South Flower
Street, Suite 1700, Los Angeles, California 90071-2901.

7 On January 26, 2004, I served the foregoing document described as CASE
8 MANAGEMENT STATEMENT on the interested parties in this action by placing true copies
thereof enclosed in a sealed envelope and addressed as follows:

9 Louis J. Franco
10 President and CEO
11 CMGT, Inc.
12 2 S 647 White Birch Lane
13 Wheaton, Illinois 60187

CMGT, Inc.
c/o The Delaware Secretary of State
Townsend Bldg.
Dover, Delaware 19901

13 I deposited each envelope in the mail at Los Angeles, California. The envelopes were
14 mailed with postage thereon fully prepaid.

15 I am "readily familiar" with the firm's practice for collection and processing
16 correspondence for mailing with the U.S. Postal Service. Under that practice it would be
17 deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid at Los
Angeles, California in the ordinary course of business. I am aware that on motion of the party
served, service is presumed invalid if postal cancellation date or postage meter date is more than
one day after the date of deposit for mailing in affidavit.

18 Executed at Los Angeles, California on January 26, 2004.

19 STATE I declare under penalty of perjury under the laws of the State of California
20 that the foregoing is true and correct.

21 FEDERAL I declare under penalty of perjury that the foregoing is true and correct.
22

23 Valent Manssourian
24 Type or print name

Valent Manssourian
Signature

RODI, POLLOCK, PETTKER, GALBRAITH & CAHILL
ALAW CORPORATION
444 SOUTH FLOWER STREET, SUITE 1700
LOS ANGELES, CALIFORNIA 90071-2901
TELEPHONE: (213) 895-4900

RODI·POLLOCK

RODI, POLLOCK, PETTKER, GALBRAITH & CAHILL
A LAW CORPORATION

444 SOUTH FLOWER STREET
SUITE 1700
LOS ANGELES, CALIFORNIA 90071-2901



UNITED STATES POSTAGE
HOME
PITNEY BOWES
\$00.870
02 1A
0004309678 JAN 26 2004
MAILED FROM ZIP CODE 90071

RECEIVED
R 1/29/04

Louis J. Franco
President and CEO
CMGT, Inc.
2 S 647 White Birch Lane
Wheaton, Illinois 60187
□

60167+7930

EXHIBIT 91

**PLAINTIFF'S RESPONSE IN OPPOSITION TO DEFENDANTS' MOTION FOR
SUMMARY JUDGMENT**

Robert Carroll

From: Louman01@aol.com
Sent: Monday, April 12, 2004 4:03 PM
To: Given, Ronald B.
Subject: Judgement & Perm. Injunction Against CMGT/DuPage Domestication
Attachments: FinalJudgment&PermInjunct_3-18-04DuPageCoDomestication.pdf

Ron:

FYI, I just received the attached March 18th Final Judgment & Permanent Injunction Against CMGT and the DuPage County, IL Order to domesticate the CA's court's judgment.

I noticed that Gerry's lawyers got the CA court to impose a 'constructive trust' (pg. 3, line 14, item "2.") in the final judgment. I'm not sure what this means & will discuss next time we talk.

Regards,

Lou

6/16/2009



INCORPORATING SECTION
P.O. Box 898
FRANCHISE TAX SECTION
P.O. Box 7040
UNIFORM COMMERCIAL CODE
P.O. Box 793
DOVER, DELAWARE 19903

STATE OF DELAWARE
DEPARTMENT OF STATE
HARRIET SMITH WINDSOR
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JOHN G. TOWNSEND BUILDING
401 FEDERAL STREET, SUITE 4
DOVER, DELAWARE 19901

DIVISION OF CORPORATIONS
GENERAL INFORMATION
(302) 739-3073
NAME RESERVATION
(900) 420-8042
CORPORATION STATUS
(900) 555-2677

APRIL 6, 2004

2003 MR 001209
3611

CMGT, INC.
C/O LOUIS J. FRANCO, JR., PRESIDENT
2S647 WHITE BIRCH LANE
WHEATON, IL 60187

Dear Sir/Madam:

We are enclosing copies of SUMMONS AND COMPLAINT served on HARRIET SMITH WINDSOR, Secretary of State of the State of Delaware, in the matter of SPEHAR CAPITAL, LLC v. CMGT, INC..

You are hereby notified that such service of process was made on the Secretary of State pursuant to 8 Del. C. § 321b.

DO NOT RETURN THESE DOCUMENTS TO THE SECRETARY OF STATE. Please contact the Plaintiff or the Plaintiff's Attorney as stated on the attached copies with any questions regarding this matter. All correspondence should be sent to the Plaintiff or the Plaintiff's Attorney.

Sincerely,

A handwritten signature in cursive script that reads "Robert C. Mathers".

Robert C. Mathers
Corporations Administrator

RCM/jrf, skm
Enc.

CERTIFIED MAIL/RETURN RECEIPT REQUESTED

1605

2005

3611

ORDER

2116-N (Rev. 9/99)

STATE OF ILLINOIS UNITED STATES OF AMERICA COUNTY OF DU PAGE
IN THE CIRCUIT COURT OF THE EIGHTEENTH JUDICIAL CIRCUIT

Spehar Capital, LLC

-vs-

CMGT, Inc.

CASE NUMBER

2003 MR 001209

RECEIVED & FILED

APR 05 2004

2:29
Secretary of State

FILED
04 MAR 31 PM 1:0
JES KAGANN
CLERK OF THE
18TH JUDICIAL CIRCUIT
DU PAGE COUNTY, ILLINOIS
File Stamp Here

ORDER

This matter coming on to be heard, ^{on Plaintiff's Motion for leave to file and domesticate Out of State} the Court being fully advised in the premises and having jurisdiction of the subject matter, IT IS ORDERED HEREBY:

Plaintiff is granted leave to file and domesticate the March 18, 2004 California Order of Final Judgment and Permanent Injunction against CMGT, Inc.

Said order will be registered in this court under case no. 2003 MR 001209.

CERTIFICATION
I, Joel Kagann, Clerk of the 18th Judicial Circuit Court, DuPage County, Illinois, do hereby certify this to be a true and correct copy as it appears from the records and files in my office.
IN WITNESS WHEREOF, I have hereunto set my hand and caused to be affixed the Seal of the said Court.
DATE APR 01 2004
JOEL KAGANN, Clerk
by Robert Kallus Deputy Clerk



Name: M. Leonard/Defrees + Fiske
DuPage Attorney No.: 19740
Attorney for: Plaintiff
Address: 200 S. Michigan Ave # 1100
City/State/Zip: Chicago, IL 60604
Telephone: (312) 392-4000

ENTER: Bonnie M. Wheaton
JUDGE

ENTERED

DATE: MAR 31 2004
BONNIE M. WHEATON, JUDGE
JIM HODONICKY DEPUTY COURT ROOM CLERK

Final Judgment Order and Permanent Injunction

225
8990

1 RODI, POLLOCK, PETTKER, GALBRAITH
& CAHILL, A Law Corporation
2 ANDREW W. BODEAU (SBN 183600)
KENNETH A. FRANKLIN (SBN 143809)
3 444 South Flower Street, Suite 1700
Los Angeles, California 90071-2901
4 Telephone: (213) 895-4900
Facsimile: (213) 895-4921

5 STEVEN A. KLEND A, LLC
6 STEVEN A. KLEND A, ESQ. (admitted *pro hac vice*)
7 600 Grant Street, Suite 300
Denver, Colorado 80203
8 Telephone: (303) 514-3179
Facsimile: (303) 861-1777

9 Attorneys for Plaintiff,
SPEHAR CAPITAL, LLC, a California limited liability company

FILED
LOS ANGELES SUPERIOR COURT

MAR 18 2004

JOHN A. CLARKE, CLERK

Jeff W. Lipp
BY JEFF W. LIPP, DEPUTY

"F.O."

CLERK OF THE
18TH JUDICIAL CIRCUIT
OF PAGE COUNTY, ILLINOIS

Joel Kagann

04 MAR 31 AM 10:04

FILED

11 SUPERIOR COURT OF THE STATE OF CALIFORNIA
12 FOR THE COUNTY OF LOS ANGELES
13 (NORTH CENTRAL DISTRICT -- BURBANK)

14 SPEHAR CAPITAL, LLC, a California
15 limited liability company,

16 Plaintiff,

17 v.

18 CMGT, INC., a Delaware corporation, and
19 DOES 1 through 100, inclusive,

20 Defendants.

CASE NO. EC 037602

JUDGMENT AND PERMANENT INJUNCTION
AGAINST CMGT, INC.
I, Joel Kagann, Clerk of the 18th Judicial Circuit Court, DuPage
County, Illinois, do hereby certify this to be a true and correct
copy as it appears from the records and files in my office.
IN WITNESS WHEREOF, I have hereunto set my hand and
caused to be affixed the Seal of the said Court.

DATE: APR 01 2004



Joel Kagann
JOEL KAGANN, Clerk

by *Robert Keltner*
Deputy Clerk

21 This matter came before the Court on the motion of Plaintiff, Spehar Capital, LLC

22
23 ("Spehar") for a default judgment against defendant, CMGT, Inc. ("CMGT"). On February 26,
24 2004, at 08:30 a.m., the Court held a hearing on Spehar's motion, during which Spehar Capital's
25 President, Gerry Spehar, testified and presented evidence regarding its damages from CMGT's
26 breach of Spehar Capital's contract. Having reviewed the pleadings and heard testimony and
27 received evidence on Spehar's damages, and being sufficiently advised of their premises, the
28 Court enters the following findings of fact and conclusions of law:

1 1. CMGT was validly served with Spehar's First Amended Complaint on December
2 8, 2003.

3 2. The Court has jurisdiction over CMGT under Cal. Code Civ. P. 410.10, because
4 CMGT has purposefully availed itself of the benefits and burdens of doing business in California
5 and CMGT has sufficient minimum contacts with California to satisfy due process. CMGT has
6 directed a steady and numerous stream of business contacts and communications to California
7 during the past two years, specifically:

8 a. Spehar Capital contracted with CMGT in California.

9 b. CMGT has transacted business in California by providing services to several clients
10 that are located in California and partnering with other California businesses.

11 c. Over the course of the over 2 years preceding this action, CMGT's President, Lou
12 Franco, deliberately directed extensive daily telephone and email communications to Spehar
13 Capital in California, and CMGT's President has traveled to California to meet with CMGT's
14 clients, and Spehar Capital.

15 d. CMGT attempted to raise capital from at least one investor, the Washoe tribe,
16 which is located in California.

17 3. CMGT has not answered Spehar's First Amended Complaint, entered an
18 appearance or responded in any way to any pleading in this case.

19 4. The clerk entered a default against CMGT on January 12, 2004.

20 5. Because CMGT has not answered Spehar's First Amended Complaint, all
21 allegations in the First Amended Complaint are deemed to have been confessed. Johnson v.
22 Stanhiser, 72 Cal.App.4th 357, 361 (1999). The Court incorporates these deemed admissions by
23 reference herein as findings of fact.

24 6. Spehar has proven damages in the following amounts for the following items for
25 which Spehar's contract with CMGT entitles Spehar to compensation:

26 a.	Legal Expenses	58,863.00
27 b.	Cash Success Fee	150,000.00
28 c.	Management Consulting Fee	100,000.00

1	d.	Stock Compensation	11,253,627.00
2	e.	<u>Investment Banking Rights</u>	5,483,290.00
3		Total	17,045,780.00

4 7. Spehar's damages are: (a) based on either specific dollar amounts that are set forth
5 in its contract with CMGT, or on facts, figures, projections and assumptions that are either the
6 same as, or not materially different from, the facts, figures, projections and assumptions that
7 CMGT presented to and that were relied on by both CMGT and potential investors; and (b)
8 otherwise supported by the evidence that Spehar presented.

9 8. Spehar Capital's damages are reasonably certain to have been realized but for
10 CMGT's wrongful acts.

11 THEREFORE, the Court:

12 1. Enters judgment IN FAVOR of Spehar Capital, LLC and AGAINST CMGT, Inc.
13 in the total amount of \$17,045,780;

14 2. Imposes a constructive trust in favor of Spehar Capital, LLC on all assets of any
15 type whatsoever of CMGT and Newco that either CMGT or Newco have transferred: (a) between
16 themselves; (b) to Newco or CMGT shareholders or any other financiers of CMGT or Newco
17 (including persons who have loaned or contributed money or other capital to CMGT); or (c) to
18 another person or entity other than in the ordinary course of CMGT's business, as CMGT's
19 business existed and operated at the commencement of this action;

20 3. Permanently ENJOINS AND RESTRAINS CMGT, Inc. and its officers, agents,
21 servants, employees, representatives, and all persons acting in concert or participating with them,
22 from engaging in, committing, or performing, directly or indirectly, any and all of the following
23 acts:

24 (a) proceeding with the asset sale transaction between CMGT and Newco;

25 (b) proceeding with an asset purchase, business or asset sale, or any other financing
26 arrangement of any type whatsoever between CMGT and any other person or entity without the
27 express written consent of Spehar Capital, LLC;

28

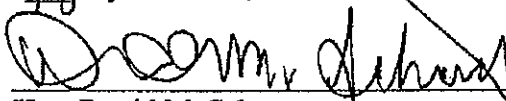
1 (c) consummating or taking any further steps toward consummating, the asset purchase
2 transaction or any other financing, capital-raising, purchase, sale or other transaction between
3 CMGT and Newco, or any other transaction of any type by CMGT whose terms do not expressly
4 acknowledge, incorporate and comply with all terms of the CMGT-Spehar agreement and this
5 judgment;

6 (d) selling, transferring, pledging or encumbering any of CMGT's assets or property, other
7 than in the ordinary course of ordinary course of CMGT's business, as CMGT's business existed
8 and operated at the commencement of this action; and

9 (e) licensing, selling, disposing of, or otherwise authorizing the use any of CMGT's
10 software by a person or entity other than CMGT, taking any action or acting in any way that
11 would diminish the value to CMGT of CMGT's software.

12 4. Releases the \$25,000 bond that Spehar Capital posted in connection with the
13 preliminary injunction that the Court entered on October 3, 2003. To allow Spehar to domesticate
14 this judgment in any other jurisdiction, the Court's preliminary injunction shall remain in full
15 force and effect until midnight on the 20th day after this judgment enters.

16 ENTERED AND ORDERED this 18 day of March, 2004.

17 

18 Hon. David M. Schacter
19 Superior Court Judge, Los Angeles County

ROOI, POLLOCK, PETTKER, GALBRAITH & CAHILL
A LAW CORPORATION
444 SOUTH FLOWER STREET, SUITE 1700
LOS ANGELES, CALIFORNIA 90071-2901
TELEPHONE: (213) 895-4900

1 PROOF OF SERVICE BY MAIL
2 (1013a, 2015.5 C.C.P.)

3 STATE OF CALIFORNIA)
4 COUNTY OF LOS ANGELES)

5 I am employed in the County of Los Angeles, State of California. I am over the age of
6 eighteen years and not a party to the within action. My business address is 444 South Flower
Street, Suite 1700, Los Angeles, California 90071-2901.

7 On March 11, 2004, I served the foregoing document described as **JUDGMENT AND**
8 **PERMANENT INJUNCTION AGAINST CMGT, INC.** on the interested parties in this action
by placing true copies thereof enclosed in a sealed envelope and addressed as follows:

9 Louis J. Franco
10 President and CEO
11 CMGT, Inc.
12 2 S 647 White Birch Lane
13 Wheaton, Illinois 60187

CMGT, Inc.
c/o The Delaware Secretary of State
Townsend Bldg.
Dover, Delaware 19901

14 I deposited each envelope in the mail at Los Angeles, California. The envelopes were
15 mailed with postage thereon fully prepaid.

16 I am "readily familiar" with the firm's practice for collection and processing
17 correspondence for mailing with the U.S. Postal Service. Under that practice it would be
deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid at Los
Angeles, California in the ordinary course of business. I am aware that on motion of the party
served, service is presumed invalid if postal cancellation date or postage meter date is more than
one day after the date of deposit for mailing in affidavit.

18 Executed at Los Angeles, California on March 11, 2004.

19 STATE I declare under penalty of perjury under the laws of the State of California
20 that the foregoing is true and correct.

21 FEDERAL I declare under penalty of perjury that the foregoing is true and correct.

22
23
24 Fern Jenkins
Type or print name



Signature

EXHIBIT 92

**PLAINTIFF'S RESPONSE IN OPPOSITION TO DEFENDANTS' MOTION FOR
SUMMARY JUDGMENT**

Robert Carroll

From: Given, Ronald B.
Sent: Sunday, March 14, 2004 3:59 PM
To: 'Louis J. Franco, RHU (E-mail)'
Subject: Arizona Calls

Attachments: Fwd: request; Fwd: cmgt (from Robert Spaeth)



Fwd: request



Fwd: cmgt (from
Robert Spaeth)...

Spaeth sent me a note, as well. I think its time to send your note out to everyone regarding the LA lawsuit. I wouldn't bother with them anymore than that. They can call Gerry.

Ronald B. Given

Mayer, Brown, Rowe & Maw LLP
190 S. LaSalle Street
Suite 3132
Chicago, IL 60603-3441
Phone: (312) 701-7382
Fax: (312) 706-8137
Cell: (312) 286-5252
Res.: (312) 431-9952
Email: <<<mailto:rgiven@mayerbrownrowe.com>>>

Assistant to Ronald B. Given:

Evajean T. Bugajski
Phone: (312) 701-7632
Email: <<<mailto:ebugajski@mayerbrownrowe.com>>>

Robert Carroll

From: Louman01@aol.com
Sent: Saturday, March 13, 2004 11:33 PM
To: Given, Ronald B.
Subject: Fwd: request
Attachments: request

Ron:

FYI, here's an e-mail I received fro Dick Ross re: CMGT - must be something in the water in Phoenix!

I'll call you to discuss this and how I should respond to Dick and Robert Spaeth.

Regards,

Lou

Robert Carroll

From: Richard M. Ross [rmr@rmross.com]
Sent: Saturday, February 21, 2004 9:54 AM
To: Lou Franco
Subject: request

Lou

Ireceived the following request from Bill Donwen Yesterday. Bill is a CMGT shareholder. Can you send a brief summary? Let me know whaT you do.

RE: CMGT, I MAY HAVE A INVESTOR PROSPECT-- GIVE ME A SHORT 1 PAGE BRIEF ON THE ASSET AND INTELLECTUAL PROPERTY..

Thanks

Dick

Robert Carroll

From: Louman01@aol.com
Sent: Saturday, March 13, 2004 11:29 PM
To: Given, Ronald B.
Subject: Fwd: cmgt (from Robert Spaeth)
Attachments: cmgt

Ron:

I received this e-mail from Robert Spaeth and want to get your counsel on how I should respond.

Regards,

Lou

Robert Carroll

From: Robert D. Spaeth [robertspaeth@earthlink.net]
Sent: Thursday, March 11, 2004 10:56 AM
To: Louis J. Franco
Subject: cmgt

Lou,

Is CMGT still active? We have heard nothing since being advised of the Spehar injunction. I must advise my father whether or not his investment is a loss. Please fulfill your obligation to respond. Thank you.

Sincerely,
Robert Spaeth

NOTICE: This E-mail is covered by the Electronic Communications Privacy Act 18 U.S.C. §§ 2510-2521 and is legally privileged. This information is confidential information and is intended only for the use of the individual or entity named above. If you have received this E-mail and are not the intended recipient, or an employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this E-mail by mistake, please notify us immediately by replying to the message and deleting it and attachment(s), if any, from your computer. Thank you for your cooperation.

6/17/2009

EXHIBIT 93

**PLAINTIFF'S RESPONSE IN OPPOSITION TO DEFENDANTS' MOTION FOR
SUMMARY JUDGMENT**

Robert Carroll

From: Louman01@aol.com

Sent: Saturday, April 10, 2004 5:32 PM

To: Given, Ronald B.

Subject: LJF ltr

Attachments: LJF LtrToShareholders_Draft.doc; RBGemail_CMGTshareholders09-19-2003.pdf

Ron:

Attached is my draft letter & CC of the referenced e-mail per our telecon.

Regards,

Lou

DRAFT DOCUMENT – ATTORNEY CLIENT PRIVILEGE

Louis J. Franco
2 S 647 White Birch Lane
Wheaton, IL 60187
Tel: 630-260-9507
Fax: 978-389-1060
E-mail: Ljfranco@aol.com

[DATE]

TO: ALL CMGT, INC. INVESTORS

Re: CMGT, Inc.

Dear Fellow Shareholders:

As Ronald B. Given of Mayer, Brown, Rowe & Maw has indicated to you in his e-mail dated September 19, 1993, I have resigned as President & CEO of CMGT, Inc.

This letter is to communicate to you in my capacity as a CMGT shareholder [and complainant] inasmuch as I wanted to bring the attached legal papers to your attention.

Since I have resigned my position from CMGT I simply cannot continue to work on these matters, however will honor any matters I am legally obliged to do.

Very truly yours,

lfranco

From: Given, Ronald B. [RGiven@mayerbrownrowe.com]
Sent: Friday, September 19, 2003 10:44 AM
To: Louis J. Franco; Wong, James M.; Byron Hollins; Catherine H. Garner; CC-1 Ltd. Partnership ; Deborah V. DiBenedetto; Forest Reed; Gerry Spehar; Kevin W. Regan; Kim Quarles; Lee Rask; Melvin Spaeth; R. Leonard Carroll; Robert C. Crandall; Robert C. Crandall; Robert D. Spaeth; Robert D. Spaeth; Robert D. Spaeth; Ron Holman; Wayne J Baliga; William J. Donwen; William W. Walker
Subject: Purported Spehar TRO

As you know, Gerry Spehar has initiated a purported TRO in Los Angeles relating to the NEWCO transaction. As a consequence of this action by Gerry Spehar, and presuming that it is not immediately withdrawn, (x) Lou Franco has advised me that he must now reluctantly plan to leave his position with CMGT and pursue other opportunities, and (y) representatives of NEWCO have indicated that they intend to terminate the LOI in short order. There is no expectation that Gerry Spehar will do the right thing.

As Lou Franco told you, Gerry Spehar asserted that his contract applied to the NEWCO transaction, an assertion that CMGT, NEWCO and counsel strongly believe has absolutely no substantive basis. Notwithstanding the fact that we believed, and continue to believe, that Gerry Spehar's claim is absolutely spurious, Gerry Spehar knows that he was entitled to assert his claim against CMGT, in the same way that each of you are entitled to assert your claims, after the NEWCO transaction occurred and when CMGT would finally have something of value that is worth anyone's time and effort to argue about, namely shares of NEWCO stock. That would have at least been a fair way for Gerry Spehar to deal with this situation.

It seems obvious that there is no jurisdictional basis for Gary Spehar to bring his lawsuit in Los Angeles when CMGT is a Delaware corporation operating from Illinois. Moreover, injunctions are only appropriate if regular "legal" remedies are inadequate. In this case it is hard to imagine that even Gerry Spehar feels he is entitled to more than the 20% of NEWCO stock that we had hoped to get to CMGT. Injunctive action is also clearly inappropriate if, as seems likely, all Gerry Spehar is really seeking is money. Gerry Spehar seems to want to resolve his claim prior to the claims of any other stakeholders and has found lawyers willing to accommodate him no matter what.

Spurious or not, CMGT has no money to fight this battle. As Lou Franco advised you in his communications regarding the proposed NEWCO transaction, his efforts on your behalf over the years have left him on the verge of financial disaster and he needs to turn to productive pursuits. You are aware that Gerry Spehar chose to try to serve Debbie Franco with notice of his purported TRO last Saturday morning at home. This is simply going too far. Although NEWCO would very much like to do the transaction that it proposed to you, a transaction that you approved in an overwhelming and enthusiastic fashion, no one should expect it or any other third-party to go forward in the face of these despicable tactics.

I know there is concern about CMGT breaching its current client contracts, and questions have arisen whether those clients might seek redress from CMGT shareholders. Lou Franco and I will work on this issue before he leaves.

Many have questioned how it is that an individual who does not seem to have done anything for CMGT can inflict such direct and intentional harm on those whose contributions are beyond dispute. The answer may simply be that CMGT has run out of time and can no longer act on your behalf to protect your interests from Gerry Spehar.

Feel free to contact Lou or me with any questions or comments that you might have regarding the current situation. I have appreciated the opportunity of working with you these last three years. Best regards.

Ronald B. Given

Mayer, Brown, Rowe & Maw LLP
190 S. LaSalle Street
Suite 3132

Chicago, IL 60603-3441
Phone: (312) 701-7382
Fax: (312) 706-8137
Cell: (312) 286-5252
Res.: (312) 431-9952
> Email: <<mailto:rgiven@mayerbrownrowe.com>>

>
>
Assistant to Ronald B. Given:

Evajean T. Bugajski
Phone: (312) 701-7632
> Email: <<mailto:ebugajski@mayerbrownrowe.com>>
>

NOTICE: This e-mail message and all attachments transmitted with it are intended solely for the use of the addressee and may contain legally privileged and confidential information. If the reader of this message is not the intended recipient, or an employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution, copying, or other use of this message or its attachments is strictly prohibited. If you have received this message in error, please notify the sender immediately by replying to this message and please delete it from your computer.