

# **EXHIBIT C**

FORMS.  
(6/90)

**FORM 5. INVOLUNTARY PETITION**

<p><b>United States Bankruptcy Court</b></p> <p>Northern District of Illinois</p>	<p><b>INVOLUNTARY PETITION</b></p>
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<p>IN RE (Name of Debtor - If Individual: Last, First, Middle)</p> <p><b>CMGT, Inc., a Delaware corporation</b></p> <p>Last four digits of Soc. Sec. No./Complete Tax I.D. No.</p>	<p>ALL OTHER NAMES used by debtor in the last 6 years (Include married, maiden, and trade names.)</p> <p>CareManagement.com CareManagement.com Inc.</p>
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<p>STREET ADDRESS OF DEBTOR (No. and street, city, state, and zip code)</p> <p>2 S. 647 White Birch Lane, Wheaton, IL 60187</p>	<p>MAILING ADDRESS OF DEBTOR (if different from street address)</p>
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<p>COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS</p> <p>DuPage</p>
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LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (If different from previously listed addresses)

CHAPTER OF BANKRUPTCY CODE UNDER WHICH PETITION IS FILED

Chapter 7       Chapter 11

**INFORMATION REGARDING DEBTOR (Check applicable boxes)**

<p>Petitioners believe:</p> <p><input type="checkbox"/> Debts are primarily consumer debts</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts (complete sections A and B)</p>	<p>TYPE OF DEBTOR</p> <p><input type="checkbox"/> Individual      <input type="checkbox"/> Corporation Publicly Held</p> <p><input type="checkbox"/> Partnership      <input checked="" type="checkbox"/> Corporation Not Publicly Held</p> <p><input type="checkbox"/> Other: _____</p>
<p>A. TYPE OF BUSINESS (Check one)</p> <p><input checked="" type="checkbox"/> Professional      <input type="checkbox"/> Transportation      <input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Retail/Wholesale      <input type="checkbox"/> Manufacturing/      <input type="checkbox"/> Construction</p> <p><input type="checkbox"/> Railroad      <input type="checkbox"/> Mining      <input type="checkbox"/> Real Estate</p> <p><input type="checkbox"/> Stockbroker      <input type="checkbox"/> Other</p>	<p>B. BRIEFLY DESCRIBE NATURE OF BUSINESS</p> <p>Provide management services to businesses related to Human Resources</p>

**VENUE**

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in the District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

A bankruptcy case concerning debtor's affiliate, general partner or partnership is pending in this District.

**PENDING BANKRUPTCY CASE FILED BY OR AGAINST ANY PARTNER OR AFFILIATE OF THIS DEBTOR (Report information for any additional cases on attached sheets.)**

Name of Debtor	Case Number	Date
Relationship	District	Judge

**ALLEGATIONS (Check applicable boxes)**

1.  Petitioner(s) are eligible to file this petition pursuant to 11 U.S.C. § 303(b).
2.  The debtor is a person against whom an order for relief may be entered under title 11 of the United States Code.
3. a.  The debtor is generally not paying such debtor's debts as they become due, and such debts are the subject of a bona fide dispute;
  - or
- b.  Within 120 days preceding the filing of this petition, a custodian, other than a receiver, or agent appointed or authorized to take charge of less than substantial part of the property of the debtor for the purpose of enforcing a lien against such property, was appointed or took possession.

U.S. Bankruptcy Court  
Northern District of Illinois

Filed: 08/25/2004  
Time: 15:29:09  
Debtor: CMGT INC  
Case: 04-31669      Fee: 209  
Chapter: 7 Rec. #: 3097899  
Judge: John Squires



FORM 5 Involuntary Petition  
(6/92)

Name of Debtor \_\_\_\_\_  
Case No. \_\_\_\_\_  
(court use only)

**TRANSFER OF CLAIM**

Check this box if there has been a transfer of any claim against the debtor by or to any petitioner. Attach all documents evidencing the transfer and any statements that are required under Bankruptcy Rule 1003(a).

**REQUEST FOR RELIEF**

Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition.

Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.

X  
Signature of Petitioner or Representative (State title)

Name of Petitioner Date Signed

Name & Mailing  
Address of Individual  
Signing in Representative  
Capacity

X  
*R. Gerard Spehar Pres. & Member*  
Signature of Petitioner or Representative (State title)  
R. Gerard Spehar, Pres. and Member August 20, 2004  
Name of Petitioner Date Signed

Spehar Capital, LLC,  
Address of Individual  
Signing in Representative  
Capacity 1625 Grandview Ave., Glendale, CA 91201

X  
Signature of Attorney Date

L. Judson Todhunter/DEFREES & FISKE LLC

Name of Attorney Firm (If any)  
200 South Michigan Avenue, Suite 1100, Chicago, IL 60604

Address 312/372-4000

Telephone No.

X  
Signature of Attorney Date

Steven A. Klenda/Steven A. Klenda LLC

Name of Attorney Firm (If any)  
1600 Broadway St., Suite 2600, Denver, CO 80202

Address 303/832-1800

Telephone No.

X  
Signature of Petitioner or Representative (State title)

Name of Petitioner Date Signed

Name & Mailing  
Address of Individual  
Signing in Representative  
Capacity

X  
Signature of Attorney Date

Name of Attorney Firm (If any)

Address

Telephone No.

**PETITIONING CREDITORS**

Name and Address of Petitioner	Nature of Claim	Amount of Claim
Spehar Capital, LLC, 1625 Grandview Ave., Glendale, CA 91201	SEE ATTACHED	SEE ATTACHED
Name and Address of Petitioner	Nature of Claim	Amount of Claim
Name and Address of Petitioner	Nature of Claim	Amount of Claim
Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.		Total Amount of Petitioners' Claims SEE ATTACHED

FORM 5 Involuntary Petition  
(6/92)

Name of Debtor \_\_\_\_\_  
Case No. \_\_\_\_\_ (court use only)

**TRANSFER OF CLAIM**

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Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.

X \_\_\_\_\_  
Signature of Petitioner or Representative (State title)

Name of Petitioner \_\_\_\_\_ Date Signed \_\_\_\_\_

Name & Mailing  
Address of Individual \_\_\_\_\_  
Signing in Representative  
Capacity \_\_\_\_\_

*[Signature]* 8-24-04  
Signature of Attorney \_\_\_\_\_ Date  
L. Judson Todhunter/DEFREES & FISKE LLC

Name of Attorney Firm (If any)  
200 South Michigan Avenue, Suite 1100, Chicago, IL 60604

Address 312/372-4000

Telephone No. \_\_\_\_\_

X \_\_\_\_\_  
Signature of Petitioner or Representative (State title)  
R. Gerard Spchar, Pres. and Member

Name of Petitioner \_\_\_\_\_ Date Signed \_\_\_\_\_

Name & Mailing Spchar Capital, LLC,  
Address of Individual \_\_\_\_\_  
Signing in Representative  
Capacity 1625 Grandview Ave., Glendale, CA 91201

*[Signature]* 08/24/04  
Signature of Attorney \_\_\_\_\_ Date  
Steven A. Klenda/Steven A. Klenda LLC

Name of Attorney Firm (If any)  
1600 Broadway St., Suite 2600, Denver, CO 80202

Address 303/832-1800

Telephone No. \_\_\_\_\_

X \_\_\_\_\_  
Signature of Petitioner or Representative (State title)

Name of Petitioner \_\_\_\_\_ Date Signed \_\_\_\_\_

Name & Mailing  
Address of Individual \_\_\_\_\_  
Signing in Representative  
Capacity \_\_\_\_\_

X \_\_\_\_\_  
Signature of Attorney \_\_\_\_\_ Date

Name of Attorney Firm (If any) \_\_\_\_\_

Address \_\_\_\_\_

Telephone No. \_\_\_\_\_

**PETITIONING CREDITORS**

Name and Address of Petitioner	Nature of Claim	Amount of Claim
Spchar Capital, LLC, 1625 Grandview Ave., Glendale, CA 91201	SEE ATTACHED	SEE ATTACHED
Name and Address of Petitioner	Nature of Claim	Amount of Claim
Name and Address of Petitioner	Nature of Claim	Amount of Claim
Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.		Total Amount of Petitioners' Claims SEE ATTACHED

**Continuation Sheet #1**

Name and Address of Petitioner:

**Spehar Capital, LLC, 1625 Grandview Ave., Glendale, CA 91201**

Nature of Claim:

**Unsecured deficiency, in excess of jurisdictional minimum stated in 11 U.S.C. §303(b)(2), remaining from Secured Judgment**

Amount of Unsecured Claim:

**At least \$12,500.00, or an amount in excess of jurisdictional minimum stated in 11 U.S.C. §303(b)(2)**

Total Amount of Petitioners' Unsecured Claim:

**At least \$12,500.00, or an amount in excess of jurisdictional minimum stated in 11 U.S.C. §303(b)(2)**

# **EXHIBIT D**

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

In re: ) Case No.: 04 B 31669  
)  
CMGT, INC. ) Chapter 7  
)  
Debtor. )  
)

AT WHEATON, IL BEFORE THE HONORABLE JOHN SQUIRES, US BANKRUPTCY  
JUDGE, THIS 2nd DAY OF September, 2005

This matter coming before the Court on the Application of the Trustee to Enter into Post-petition Secured Financing and for Other Relief ("Application"), due notice having been given, no objections having been filed and the Court being otherwise advised in the premises:

IT IS HEREBY ORDERED:

1. The Application be, and the same hereby is, GRANTED.
2. Spehar Capital, LLC ("Spehar") shall advance to the chapter 7 estate of Debtor, CMGT, Inc. ("Estate") the sum of \$5,000.00 within ten business days of the delivery of this Order to Spehar or its counsel.
3. Spehar shall advance additional sums to the Estate upon the Trustee's written request for such an advance that is accompanied by a generalized statement as to the Trustee's expenditures to the date of the additional request and a brief statement as to the reasons for the requested additional advance. Provided, however, that: (a) the Trustee's statement of reasons for the requested additional advance shall not serve as the basis for Spehar to withhold any requested advance; (b) Spehar is not required to advance more than a total of \$5,000 to the estate under this provision, until and unless the Trustee provides Spehar with written confirmation from the special counsel that the Trustee has moved or will move to employ (Edward T. Joyce & Associates, P.C.) that the special counsel has committed to proceed with one or more of the causes of action that the Trustee has retained special counsel to evaluate; and (c) Spehar's total liability for any and all advances made or requested pursuant to this Order (including Spehar's initial advance of \$5,000.00) shall not exceed \$18,500.

1           4.       The Estate shall use Spehar's initial advance to (a) obtain all documents that  
2 have been produced to or made available to the Trustee related to any cause of action that the  
3 Trustee is pursuing, or is considering pursuing, and deliver said documents to the special  
4 counsel and (b) offset any cost or expense of administering the Estate.

5           5.       Any and all advances by Spehar to the Estate shall: (a) accrue interest at the  
6 minimum Applicable Federal Rate as published by the Internal Revenue Service from time to  
7 time; and (b) be deemed to be an administrative expense under 11 U.S.C. § 506(c).

8           6.       Spehar's advances shall be collateralized by, and Spehar shall be repaid from,  
9 the Estate's recovery that results from the action or participation of special counsel, including,  
10 but not limited to, the pursuit of a cause of action by special counsel. By virtue of its Citation to  
11 Discover Assets, Spehar has a valid and perfected lien on the proceeds of any such recovery.  
12 If the Estate does not obtain any recovery, then Spehar's advances shall not be repaid.

13           7.       Spehar shall share its Net Recovery with the Estate in accordance with the pro  
14 forma attached to the Application, which is also attached hereto as Exhibit A, and is  
15 incorporated herein by reference. Net Recovery shall mean the Estate's gross recovery, less  
16 any special counsel fees and expenses as approved by the Court, less the repayment of any  
17 amounts advanced to the Estate by Spehar.

18           8.       The Trustee shall take all reasonable and appropriate actions to void all liens that  
19 are asserted to be superior to Spehar's valid and perfected lien in CMGT's assets and take all  
20 necessary or appropriate steps to assist any special counsel that the Estate retains in his  
21 evaluation of any causes of action that the special counsel has been retained to evaluate.

22           9.       The Trustee shall provide Spehar with copies of any documents that have been  
23 produced to the Trustee. If the Trustee possesses these documents in an electronic format, the  
24 Trustee shall provide them to Spehar in an electronic format.

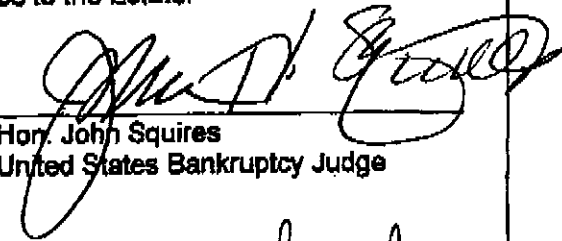
25           10.      Spehar shall pay the Estate \$1,500 for all of the Estate's right, title and interest in  
26 and to or derived from the Estate's software and intangibles, including, but not limited to,  
27 CMGT's proprietary "Absence Expert" and "Poster" software. Spehar's payment shall be due  
28 within 20 days of the delivery to Spehar of the computer code for, and a working copy of, the  
29 version of the aforementioned software that CMGT last used to service its customers as of  
30 August 1, 2003, or upon such other terms and conditions as Spehar and the Estate have agreed



1 in writing. If Spehar fails to pay the \$1,500 the sale to Spehar shall be void, Spehar shall be  
2 deemed to forfeit repayment of its initial \$5,000 advance to the Estate.

3  
4 DATED:

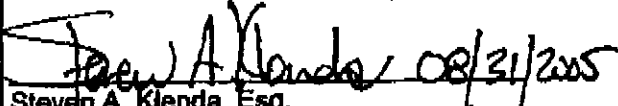
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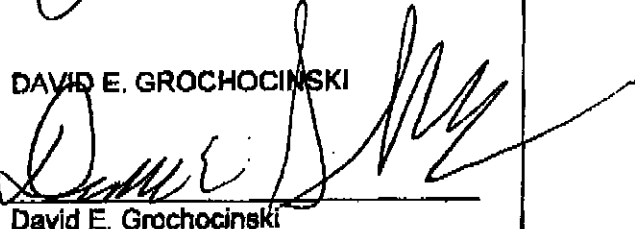
  
Hon. John Squires  
United States Bankruptcy Judge

7 APPROVED AS TO FORM:

8 STEVEN A. KLEND, LLC

DAVID E. GROCHOCINSKI

9   
10 Steven A. Klenda, Esq.  
11 1600 Broadway, Suite 2600  
12 Denver, CO 80202  
13 Phone: (303) 832-1800  
Fax: (303) 832-1800

  
David E. Grochocinski  
1900 Ravinia Place  
Orland Park, IL 60462  
Phone: (708) 226-2700  
Fax: (708) 226-9030

14 ATTORNEY FOR  
15 SPEHAR CAPITAL, LLC

CHAPTER 7 TRUSTEE

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**Sharing Agreement Between CMGT, TEE & Spehar Capital, LLC**

RECOVERY				SHARING AGREEMENT					
Gross Recovery <sup>2</sup>	Estate & Legal Expenses	Joyce % (of Gross)	Joyce Fee	Net of Estate & Legal Expenses & Joyce Fee	Estate %	Estate Recovery <sup>3</sup>	% Unsecured Recovered	Spehar Recovery <sup>4</sup>	% Judgment Recovered
\$247,857	\$23,500	30%	\$74,357	\$150,000	15.0%	\$22,500	2%	\$45,160	0.3%
\$1,462,143	\$23,500		\$438,643	\$1,000,000	6.0%	\$150,000	14%	\$767,660	5%
\$2,690,714	\$23,500		\$867,214	\$2,000,000		\$270,000	20%	\$1,707,660	10%
\$4,319,286	\$23,500		\$1,295,786	\$3,000,000		\$330,000	25%	\$2,847,660	16%
\$5,747,857	\$23,500		\$1,724,357	\$4,000,000		\$390,000	31%	\$3,587,660	21%
\$7,176,429	\$23,500		\$2,152,929	\$5,000,000	18.0%	\$390,000	36%	\$4,527,660	27%
\$8,605,000	\$23,500		\$2,581,500	\$6,000,000		\$490,000	46%	\$5,427,660	32%
\$10,033,571	\$23,500		\$3,010,071	\$7,000,000		\$590,000	55%	\$6,327,660	37%
\$11,462,143	\$23,500		\$3,438,643	\$8,000,000		\$690,000	64%	\$7,227,660	42%
\$12,890,714	\$23,500		\$3,867,214	\$9,000,000		\$790,000	74%	\$8,127,660	48%
\$14,319,286	\$23,500		\$4,295,786	\$10,000,000	15.0%	\$890,000	83%	\$9,027,660	53%
\$15,747,857	\$23,500		\$4,724,357	\$11,000,000		\$1,040,000	97%	\$9,877,660	58%
\$17,176,429	\$23,500		\$5,152,929	\$12,000,000		\$1,190,000	111%	\$10,727,660	63%
\$21,462,143	\$23,500		\$5,438,643	\$15,000,000		\$1,600,000	149%	\$13,317,660	78%
<b>Trial Award</b>									
\$347,500	\$58,500		\$139,000	\$150,000	15.0%	\$22,500	2%	\$45,160	0.3%
\$1,764,167	\$58,500	40%	\$705,667	\$1,000,000	6.0%	\$150,000	14%	\$767,660	5%
\$3,430,833	\$58,500		\$1,372,333	\$2,000,000		\$270,000	20%	\$1,707,660	10%
\$5,097,500	\$58,500		\$2,039,000	\$3,000,000		\$330,000	25%	\$2,647,660	16%
\$6,764,167	\$58,500		\$2,705,667	\$4,000,000		\$390,000	31%	\$3,587,660	21%
\$8,430,833	\$58,500		\$3,372,333	\$5,000,000	10.0%	\$390,000	36%	\$4,527,660	27%
\$10,097,500	\$58,500		\$4,039,000	\$6,000,000		\$490,000	45%	\$5,427,660	32%
\$11,764,167	\$58,500		\$4,705,667	\$7,000,000		\$590,000	55%	\$6,327,660	37%
\$13,430,833	\$58,500		\$5,372,333	\$8,000,000		\$690,000	64%	\$7,227,660	42%
\$15,097,500	\$58,500		\$6,039,000	\$9,000,000		\$790,000	74%	\$8,127,660	48%
\$16,764,167	\$58,500		\$6,705,667	\$10,000,000	12.0%	\$890,000	83%	\$9,027,660	53%
\$18,430,833	\$58,500		\$7,372,333	\$11,000,000		\$1,010,000	94%	\$9,907,660	58%
\$20,097,500	\$58,500		\$8,039,000	\$12,000,000		\$1,130,000	105%	\$10,787,660	63%
\$25,097,500	\$58,500		\$10,039,000	\$15,000,000		\$1,480,000	139%	\$13,427,660	79%

<sup>1</sup> Per CMGT documents and representations.  
<sup>2</sup> Any accepted Settlement or Trial Award will be a Lump Sum, not paid over time.  
<sup>3</sup> Estate Recovery is capped at \$1,600,000, after which 100% share goes to Spehar Capital, LLC.  
<sup>4</sup> Spehar Recovery calculated net of expenses and billed legal costs of \$62,340

# **EXHIBIT E**

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

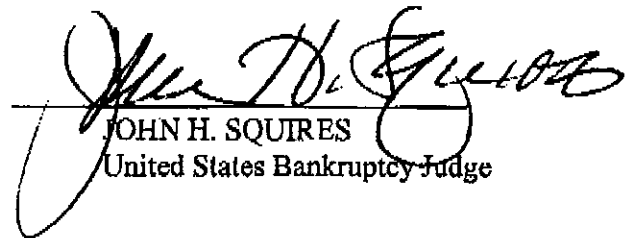
IN RE: ) Chapter 7  
CMGT, INC., a Delaware ) Bankruptcy No. 04 B 31669  
corporation, ) Judge John H. Squires  
Debtor. )

**ORDER FOR RELIEF UNDER CHAPTER 7**

On consideration of the petition filed on August 25, 2004, against the above-named debtor, an order for relief under Chapter 7 of the Bankruptcy Code (Title 11 of the United States Code) is granted.

ENTERED:

Dated: September 15, 2004

  
JOHN H. SQUIRES  
United States Bankruptcy Judge

cc: Steven A. Klenda, Esq.  
L. Judson Todhunter, Esq.  
Spehar Capital, LLC  
Ira Bodenstein, United States Trustee