

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION

In the Matter of:)
) File No. LA-03028-A
CMKM DIAMONDS, INC.)

 ORIGINAL

WITNESS: D. Roger Glenn
PAGES: 1 through 191
PLACE: Securities and Exchange Commission
5670 Wilshire Boulevard, 11th Floor
Los Angeles, California 90036

DATE: Tuesday, October 23, 2007

The above-entitled matter came on for hearing,
pursuant to notice, at 9:31 a.m.

Diversified Reporting Services, Inc.

(202) 467-9200

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C O N T E N T S

WITNESS:	EXAMINATION
D. Roger Glenn	4, 119
	183

E X H I B I T S

EXHIBITS	DESCRIPTION	IDENTIFIED
300	Waiver Letter	7
301	Bates #E&A0021-01297	64
302	[] Series of Letters	88
303	[] and [] Letters	141
304	Bates #E&A0099-700	143
305	Bates #SEC54219-54241	148
306	Bates #CMKM002379-2383	171

PREVIOUSLY MARKED EXHIBITS

EXHIBITS	DESCRIPTION	IDENTIFIED
1	Formal Order	5
187	6-16-04 [] Letter	127
188	Bates #E&A00327, 00600-644	85
190	Bates #E&A00-831, CMKM00178-180	99
192	Bates #E&A723-730, CMKM178-180	105

1 P R O C E E D I N G S

2 [] We are on the record at 9:31 a.m., on
3 Tuesday, October 23rd, 2007.

4 Whereupon,

5 DONALD ROGER GLENN

6 was called as a witness and, having been first duly
7 sworn, was examined and testified as follows:

8 EXAMINATION

9 BY:

10 Q Please state and spell your full name for the
11 record.

12 A Donald Roger Glenn.

13 Q That's Glenn with two n's?

14 A Right.

15 Q I am [] I am an officer for the
16 Commission for the purposes of this proceeding. We will
17 shortly be joined by [] He is also a member of
18 the Commission.

19 This is an investigation by the United States
20 Securities and Exchange Commission in the matter of CMKM
21 Diamond, LA-3028, to determine whether there have been
22 violations of certain provisions of the Federal securities
23 laws.

24 However, the facts developed in this investigation
25 might constitute violations of other Federal, State, Civil or

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1 Criminal laws.

2 Mr. Glenn, you were previously provided with a copy
3 of the Formal Order of the investigation in this matter as
4 supplemented.

5] is getting it right now, and it will be
6 available for your examination during the course of this
7 proceeding.

8 Have you had an opportunity to review the formal
9 order?

10 A Yes.

11 Q Do you agree to continuing on for a couple of
12 minutes while [] gets the Formal Order?

13 A Yes, I do.

14 (SEC Exhibit No. 1 was referred to.)

15 BY []

16 Q Prior to the opening of the record, you were
17 provided with a copy of a Commission Supplemental Information
18 Form, which has been marked as Exhibit No. 1.

19 Mr. Glenn, Have you had the opportunity to read
20 Exhibit No. 1?

21 A Yes, I have.

22 Q Do you have any questions concerning this notice?

23 A No.

24 Q Mr. Glenn, are you represented by Counsel today?

25 A Yes, I am.

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1 Q Would Counsel please identify himself?

2 [] with the firm of
3 Tressler, Soderstrom, Maloney & Priess.

4 Are you representing Mr. Glenn as his
5 Counsel today?

6 [] : Yes.

7 [] This testimony is a continuation of
8 prior testimony taken on 19th, 2006.

9 At that testimony, Mr. Glenn refused to answer
10 certain questions asked of him, based on the privilege taken
11 on behalf of CMKM Diamonds.

12 Today we are reconvening testimony because CMKM
13 Diamonds has decided to waive it's attorney/client privilege.

14 Here today with us also, is [] CMKM
15 Diamonds' Counsel.

16 Q Mr. Glenn, do you consent to []
17 presence here today?

18 A Yes.

19 [] Do you consent to
20 Mr. Glenn providing testimony here today on the previously
21 asked questions of which he asserted the privilege?

22 [] Yes.

23 [] has CMKM chosen to
24 remove its privilege with respect to those previously asked
25 question?

[] = 2'

1 [] : Yes, it has. And we have previously
2 sent to Mr. Glenn, his attorney, and to you, a written
3 memorandum of that decision, so it's in writing, and
4 previously has been given to the Commission.

5 BY []

6 Q Mr. Glenn, is this a copy of the letter you
7 received from []

8 A I think my lawyer received it --

9 Q Have you seen it before?

10 A -- on my behalf. Yes, I have.

11 (SEC Exhibit No. 300 was marked for
12 identification.)

13 [] I understand you're not
14 under oath and not testifying today, but please would you
15 take a look at Exhibit 300, and just confirm that that's the
16 waiver letter you referred to a moment ago?

17 : It is, Your Honor.

18 Thank you, []

19 : Bad habit.

20 She may think it's a good habit.

21 BY []

22 Q Just to clarify on the record, [] is here
23 today in his capacity as CMKM Diamonds' Counsel.

24 However, this is a testimony at the Securities and
25 Exchange Commission pursuant to the Commission's enforcement

[] = DTC

1 authority.

2 The staff controls the record today, and []
3] will have an opportunity at the end to ask any
4 clarifying questions.

5 However, unlike an ordinary civil litigation
6 deposition, third parties, including [] will not
7 have the opportunity to ask any questions, and the staff is
8 acting entirely on its own authority and without direction
9 from anyone.

10 Is that correct, Mr. Frizzell?

11 Yes.

12 Yes.

13 BY

14 Q Mr. Glenn?

15 A As far as I know.

16 Q I'm showing you copy of the subpoena sent by the
17 Commission.

18 Is this a copy of the subpoena you are appearing
19 pursuant to here today?

20 A Yes, because it's a continuation, yes.

21 Q That's correct. Mr. Glenn, the subpoena called for
22 the production -- sorry, in another subpoena, you were
23 subpoenaed for all documents relating to CMKM Diamonds.

24 Some documents were produced before the prior
25 testimony, and at that time, I understood that some documents

1 were being withheld on the basis of attorney/client
2 privilege.

3 [] produced a set of documents a couple
4 of weeks ago on your behalf.

5 Is that you now all of the documents you have?

6 []: Counsel, if I may. My recollection
7 is that that subpoena was directed to Mr. Glenn's law firm
8 rather than Mr. Glenn, personally.

9 But in any event, the production that has been made
10 is the production of all documents that I understand is in
11 the possession of not only Mr. Glenn, but in his law firm,
12 regarding the subpoena that was served.

13 []: That is correct. Thank you.

14 Q Are there any other documents that you are aware of
15 that you have that have been withheld?

16 A Not that I'm aware of.

17 Q Before turning to substance today, I'd like to go
18 through a few procedural guidelines.

19 As you noticed, a court reporter is transcribing
20 this proceeding. In order to get a clear record, we both
21 have to speak audibly and try not to interrupt each other.

22 If you don't understand a question, let me know you
23 don't understand, and I will rephrase the question to make
24 sure that you understand it.

25 If you're unsure, just let me know.

1 The staff controls the record today. We will be
2 taking some breaks, but if you need to take a break, let me
3 know and I'll instruct the reporter to go off the record.

4 Please, would everyone make sure their cell phones
5 are off or on vibrate.

6 And Mr. Glenn, is there any reason that you can't
7 offer your best testimony today?

8 A No.

9 Q I asked you a number of background questions
10 before, and I'm not going to repeat those except to ask,
11 where do you currently work?

12 A A law firm called Edwards, Angell, Palmer & Dodge.

13 Q What kind of law do you practice?

14 A Corporate and securities law.

15 Q Have you had any changes in your professional
16 licenses since we last spoke?

17 A No.

18 Q Since we last spoke, have you provided any
19 testimony in any proceeding?

20 A Yes. This summer, I gave a deposition in a civil
21 lawsuit.

22 Q What was the name of that matter?

23 A BCI versus all the Directors of BCI, and a bunch of
24 other people.

25 Q Does that case have any connection, whatsoever, to

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1 **CMKM Diamonds?**

2 A None, whatsoever.

3 Q I would like the record to reflect that []
4 has joined us and has brought with him the Formal Order of
5 the Investigation in this matter as supplemented.

6 Mr. Glenn, would you like an opportunity to look
7 through the formal order?

8 A No, I already have.

9 Q Since we last spoke, have you been convicted of
10 anything criminal, beyond a minor driving offence?

11 A No.

12 Q I'd like to go through some of the prior instances
13 in which you asserted attorney/client privilege and ask about
14 them.

15 The first is, do you recall that you previously
16 testified about a dinner at, I believe the Venetian, where
17 you met []

18 A Yes.

19 Q You testified before, that the next day you visited
20 the offices of First Global Stock Transfer.

21 A That's my recollection.

22 Q You testified that after that, you visited []
23 [] house with []

24 Do you remember that?

25 A Yes.

1 Q What was discussed at that meeting?

2 A I had gone out there because they were concerned
3 that [] was issuing unauthorized stock.

4 I went out and reviewed the transfer agent, and I
5 reported back to them that I saw no evidence of that, that
6 her books contained a Directors Resolution, and whatever
7 documentation was necessary in order to issue the stock.

8 Q Did anyone from the company ever explain to you why
9 unauthorized shares were being issued?

10 A No, not really.

11 Q Did you ask?

12 A Yes, and my recollection is their explanation was
13 just kind of vague and didn't have any substance.

14 Q Who told you that the company thought unauthorized
15 shares were being issued?

16 A At that meeting, that seemed to be the opinion of
17 [] and []

18 Q Did any of those individuals tell you who they
19 thought was responsible for the unauthorized issuance of
20 shares?

21 A They thought the transfer agent was issuing the
22 shares.

23 Q Did they mention anyone else in connection with
24 that?

25 A I believe [] they thought might be the

[] = b7C

1 recipient of the shares.

2 Q Why did they think that?

3 A The only explanation was that they believed that
4 [] was the transfer agent on a number of his other
5 companies and, therefore, had some sort of relationship with
6 him.

7 Q Did you ever ask [] about that?

8 A No, I don't think I ever did.

9 Q Was anything else discussed at that meeting at
10 [] house?

11 A Not that I recall.

12 Q How long did that meeting last?

13 A Not very long. Maybe half an hour or so.

14 Q How did [] respond to your findings?

15 A He seemed to take it in stride.

16 Q Did he ask you to do any other follow-up work?

17 A No.

18 Q How did [] respond to your findings?

19 A The same.

20 Q Was anyone else at that meeting?

21 A No.

22 Q Did either of them ask you to do anything else at
23 that point?

24 A I think they asked me to go out and talk to a new
25 transfer agent that they were thinking of moving to.

1 **Q Which transfer agent was that?**

2 A I don't remember.

3 **Q Why did they want to change transfer agents?**

4 A I think that even though I had reported back that I
5 didn't find any evidence of any issuances without
6 authorization, I think they still had a vague feeling that
7 there had been.

8 **Q Did anyone ever give you any other explanation as
9 to why they thought so?**

10 A No.

11 **Q Did it seem peculiar to you that they had this
12 feeling?**

13 A Peculiar? No. I mean, as I said, they weren't
14 very good at expressing why they had the feeling.

15 They wanted me to check the records. I did check
16 the records, and came back and told them I didn't see any
17 evidence of any issuances without authorization.

18 **Q You said that their explanations were vague. Do
19 you remember what their vague explanations were?**

20 A Not really.

21 **Q Do you recall at all?**

22 A Just the fact that there seemed to be a lot of
23 shares trading, I think, something like that.

24 **Q Had you ever had any other clients express concerns
25 about unauthorized shares being issued by a transfer agent?**

1 A No.

2 Q About a week later you testified, in July of 2006,
3 that about a week later you had a telephone conversation with
4 Brian Dvorak after CMKM Diamonds had changed stock transfer
5 agents.

6 What was that telephone call about?

7 A I don't have a recollection right now what that
8 telephone call was about, unless it was about the fact of
9 changing transfer agents.

10 Q How did it work out for CMKM Diamonds to be at
11 Pacific Stock Transfer?

12 A Not very well. For whatever reason, Pacific
13 Transfer couldn't do it or wouldn't do it.

14 So, I got a phone call a while later, and maybe
15 this is what that phone call was telling me, they were going
16 to switch back to the old transfer agent.

17 Q Why did they decide to switch back?

18 A Because the new one couldn't -- somehow couldn't
19 handle the job. I guess the volume of transactions and the
20 stock.

21 Also, I think he was being inundated with phone
22 calls from shareholders, things like that, and he just told
23 them he didn't want the work, I think.

24 Q Did Pacific Stock Transfer ever publicly disclose
25 the number of outstanding shares of CMKM Diamonds' stock?

1 A I don't think I'm aware that they did. I don't
2 recall that they did.

3 **Q Did you ever have any discussions with anyone**
4 **involved with CMKM Diamonds as to whether that information**
5 **should be publicly disclosed?**

6 A I told them it should not be until we found out
7 what it was, and then we should publish it in a way that
8 everybody had the same information at the same time.

9 **Q What do you mean, until you found out what it was?**

10 A Well, because Brian told me that there were a lot
11 of shares that had not been issued that were owed to people,
12 because they had received the money in consideration for
13 them. And we had to get those certificates out, and until we
14 did so, we didn't know really how many shares were
15 outstanding.

16 **Q When did Brian Dvorak tell you that?**

17 A Shortly after I was introduced to the company, but
18 I don't remember when.

19 **Q Did Urban Casavant ever discuss that with you?**

20 A Well, yes. As we issued the certificates for those
21 shares, every time we would do so, I would talk with Urban
22 about it. And I would confirm with him that, in fact, these
23 were shares that were owed to people that had either
24 contributed money or services on some basis.

25 **Q How did the happen that the company failed to issue**

1 **shares in the past?**

2 A They just didn't do it.

3 **Q Did you ask why?**

4 A They said they just hadn't gotten around to doing
5 it.

6 **Q We'll talk more about the share issuance this**
7 **afternoon, but I'd like to finish going through the instances**
8 **in which you asserted privilege before first.**

9 A Um-hum.

10 **Q Do you remember anything else about a telephone**
11 **call with Brian Dvorak while CMKM Diamonds was at Pacific**
12 **Stock Transfer?**

13 A No, I don't.

14 **Q You testified before that Helen Bagley conditioned**
15 **returning to First Global on getting opinion letters from you**
16 **and not just from Brian Dvorak.**

17 **Do you remember that?**

18 A Well, she conditioned it on dealing with someone
19 other than Brian Dvorak, was my understanding.

20 **Q Why didn't she want letters from Brian Dvorak?**

21 A She didn't want to deal with Brian Dvorak because,
22 I believe, they were on bad terms, because Bryan had gone and
23 made a scene and been kind of confrontational with respect to
24 this allegation that he was issuing shares without
25 authorization.

1 **Q Were you there when Brian made the scene?**

2 A No, but I was there when Brian tried to apologize
3 for it. And everyone was, obviously, very angry at him.

4 **Q Everyone, being who?**

5 A The people working at the transfer agent with Helen
6 Bagley, and two or three other people.

7 **Q Did you ever discuss the problems with Helen Bagley
8 with Brian?**

9 A Yes, and he indicated that he had been very
10 unpleasant to her, very rude to her, and as a result, they,
11 frankly, weren't on speaking terms.

12 **Q Did you ever discuss the situation with Helen
13 Bagley?**

14 A Only that Helen told me, I think in connection with
15 agreeing to be the transfer agent again, that she would not
16 deal with Brian.

17 **Q Did it ever seem peculiar to you that she would
18 refuse to accept opinion letters from someone she personally
19 disliked?**

20 A Say again.

21 **Q Did it ever seem peculiar to you that she would
22 refuse to accept the professional opinion letters of someone
23 she disliked?**

24 A Again, I don't think she ever told me that she
25 would not accept his opinions. I think what she said is, she

1 would not deal with him.

2 **Q Did you come to understand that she would not**
3 **accept his opinion letters?**

4 A She did, ultimately, accept his opinion letters,
5 because my letters all say that they rely entirely upon his
6 letters.

7 So, all you have to do is read my opinion to see
8 that what you're really doing when you accept mine is, you
9 accept his, in my opinion.

10 **Q Why did Helen want letters from you?**

11 A She wanted to deal with me. She didn't want to
12 deal with Brian. It was part of her deal to become a
13 transfer agent with the company again.

14 **Q You ever have any discussions with Urban Casavant**
15 **about that situation?**

16 A Just that Urban said, "You to have deal with Helen
17 from now on, because she won't deal with Brian."

18 **Q Did you ever have any conversations with anyone**
19 **else about Helen refusing to deal with Brian Dvorak?**

20 A Not that I recall.

21 **Q You testified in July of 2006, that there were a**
22 **series of telephone calls between you and Brian Dvorak and**
23 **Urban Casavant before the fishing trip in the middle of the**
24 **August 2004.**

25 A Yes.

1 **Q Do you remember those phone calls?**

2 A Before the due diligence trip, I remember that
3 there were a number of phone calls.

4 I think I went out to Las Vegas at least once, and
5 maybe had a couple of meetings face-to-face.

6 My sense is that during that time we talked a lot,
7 and I said, I think I was out there once or twice. I don't
8 remember specific conversations or specific topics, though,
9 for those phone calls and those meetings.

10 At that time, we were having meetings and talking
11 about fixing the books and records of the company so it could
12 become a reporting company again. That's what we were trying
13 to do.

14 I do remember one phone call. I think I remember
15 it because Urban called me to my cell phone as I was driving
16 out to the country once, and he wanted to know whether he
17 could buy back some shares that were outstanding. And I
18 talked with him about that and all of the law that applied,
19 not only securities laws, but Nevada law. And we talked
20 about that.

21 I don't know whether he ever bought them back or
22 not.

23 **Q How long was that conversation?**

24 A 15 minutes.

25 **Q Why had the company stopped filing periodic**

1 **reports?**

2 A Well, that happened before I arrived. They said
3 they filed a Form 15 on the advice of some Counsel who told
4 them they didn't have to file reports anymore.

5 **Q Who was that Counsel?**

6 A I don't remember.

7 **Q Did you know at one point?**

8 A They told me who it was, but I don't remember now.

9 **Q Would you recognize the name if you heard it?**

10 A At this point? I don't know if I would or not.

11 **Q Let me run some names past you and see if they ring**
12 **any bells?**

13 A Okay.

14 **Q Thomas Cook?**

15 A I remember Thomas Cook. It might have been Thomas
16 Cook.

17 **Q Who is Thomas Cook?**

18 A It's a law firm. I think they're in Las Vegas.

19 **Q Have you ever had any dealings with Mr. Cook?**

20 A In connection with another client, I think I did
21 for a Rule 144 transaction, I think. It might have been
22 Thomas Cook. That kind of rings a bell.

23 **Q Did you ever have any contact with him in**
24 **connection with CMKM Diamonds?**

25 A No.

1 **Q Sherwood Cook?**

2 A Sherwood Cook, I did. Sherwood Cook is a lawyer at
3 a different law firm, I think, of Thomas cook, and he
4 represented St. George's Metal.

5 And at one point, there was a transaction proposed
6 between CMKM and St. George's, and Sherwood had floated a
7 form of agreement that I had commented on.

8 **Q We'll get to that later.**

9 A Okay.

10 **Q Was John Edwards involved with the filing of the**
11 **Form 15?**

12 A I don't know.

13 **Q Did anyone ever mention to you his name in**
14 **connection with that Form 15?**

15 A No.

16 **Q Why did CMKM Diamonds have trouble returning to**
17 **reporting status?**

18 A Well, because they didn't have books and records
19 that would allow them to -- they didn't have audited
20 financial statements.

21 They would have to reconstruct their financial
22 statements and their books and records in order to build a
23 set of audited financial statements, and once they had done
24 that, then they could have filed a Form 10 and become a
25 reporting company.

1 That was the plan.

2 **Q What happened?**

3 A They never were able to put together audited
4 financial statements.

5 **Q Why not?**

6 A I don't know for sure. They hired a couple of
7 accountants to work on it, and I think that they weren't able
8 to put together the information to support the financial
9 statements.

10 **Q What accountants did they hire?**

11 A One was David DeSormeau, and the other was, I
12 think, a man named Levine from an accounting firm in New
13 Jersey.

14 **Q Did David DeSormeau ever talk to you about the
15 state of CMKM Diamonds' books and records?**

16 A We talked a couple of times. I would ask him the
17 progress he was making and he would say, "Well, I'm still
18 waiting on some information here," "waiting on information
19 there," and basically, it seemed like he was always waiting
20 on information.

21 **Q Did you ever take any other steps to find out what
22 was going on with the status of the project?**

23 MR. FETTWEIS: The project, being the filing of the
24 audited financial statements?

25 THE WITNESS: You mean, compilation of the audited

1 financial statements?

2 BY MS. HAKALA:

3 Q Yes.

4 A I would ask about it periodically, and I would hear
5 that they were working on it but they were missing
6 information, and they were still working on it.

7 Q Who told you that?

8 A That would have been Dave DeSormeau.

9 Q Did Urban Casavant ever talk to you about it?

10 A I don't recall talking to Urban about it.

11 Q Did Brian Dvorak ever talk to you about it?

12 A I mean, Brian and I talked about getting the shares
13 issued so we'd know how many shares we had outstanding.

14 Obviously, that is a part of the audited financial
15 statements. So, to that extent, Brian and I talked about it.

16 But we were focussed on trying to get the corporate
17 books and records in shape, and we were leaving the financial
18 books and records to the accountants.

19 Q I'd like to make a list of everyone you talked to
20 at CMKM Diamonds.

21 We have already mentioned Urban Casavant and Brian
22 Dvorak and David DeSormeau.

23 A James Kinney.

24 Q Anyone else?

25 A I don't remember. I may have talked to Ginger, who

1 was --

2 **Q Gutierrez?**

3 A Yeah, that sounds right. She was a secretary or
4 something there.

5 I can't think of anyone else I talked to. I
6 guess -- you named Brian, Urban, those were the main people I
7 talked to.

8 James Kinney, although I talked with him in
9 connection with CMKM, but it's not clear to me that he again
10 had a -- he wasn't an Officer or Director, as far as I know.
11 Neither was Dave DeSormeau an Officer or Director. But
12 James, I'm not sure if he ever had any role.

13 Dave was going to be the forensic accountant that
14 was putting the books together. This guy Levine that they
15 hired was going to be an accountant, but putting the books
16 together.

17 I had a conversation, if you want to call it that,
18 with John Edwards when he introduced Mr. Levine to the
19 company and recommended him as an accountant who had done
20 this before and could do it.

21 **Q Was that the first time you ever met John Edwards?**

22 A The first time I ever met John Edwards. When was
23 the first time I ever met John Edwards.

24 The first time was at a dinner. He and his wife
25 were there and Urban and his wife, I guess. I forget who

1 else. And I believe that that might have been the first time
2 I ever met John Edwards.

3 **Q Was it the dinner or --**

4 A At the dinner. At the dinner.

5 **Q Was the dinner when he mentioned Neil Levine?**

6 A That's my recollection, yes.

7 **Q When was that?**

8 A I don't remember. I don't remember when it was.

9 **Q Do you remember if it was before or after the**
10 **Commission suspended trading in the U.S. Canadian Mineral**
11 **stock?**

12 A Well, it was shortly -- it was, I think that
13 meeting was just a day or two before we, in fact, met Mr.
14 Levine and went out to the transfer agent for him to look at
15 the records.

16 So, I think that Mr. Levine got introduced to the
17 company very late in 2004, that's my recollection, and the
18 company trading was suspended in October. So, I believe that
19 that dinner would have occurred after that.

20 **Q Up until the fishing trip in Canada, before the**
21 **fishing trip in Canada, did you ever have any conversations**
22 **with James Kinney about --**

23 A Yes, before the due dull diligence trip in Canada,
24 he was at the initial meeting at the Venetian, and he was one
25 of ones alleging that the transfer agent was issuing shares

1 without authorization.

2 **Q Did he explain why he thought that?**

3 A No, just to the extent that I've said.

4 **Q You ever have any other conversations with him?**

5 A Yes, but not about CMKM. He had a company called
6 "Go-Fast." I think it was a soft drink company, an energy
7 drink company that he was thinking of taking public and he
8 wanted to chat with me. So, I had a short conversation with
9 him about that.

10 **Q Did you ever have any other conversations with him**
11 **about CMKM Diamonds?**

12 A No.

13 **Q Other than the people that we've discussed, did you**
14 **ever have any conversations -- was there anyone else involved**
15 **with CMKM Diamonds other than the people we have discussed?**

16 MR. FETTWEIS: When you say --

17 THE WITNESS: When you say involved, again, I don't
18 want to imply that all these people were Officers, Directors
19 and employees. They weren't, as far as I know.

20 MR. FETTWEIS: Just so I'm clear, your question is
21 broader now than just did he have conversations. You're
22 asking him who he knew was involved with the company?

23 BY MS. HAKALA:

24 **Q That's right.**

25 A Well, they had another Director.

1 **Q Who was that?**

2 A I forgot his name.

3 **Q Cory Klassen?**

4 A That's sounds right.

5 **Q Did you ever speak with Mr. Klassen?**

6 A No.

7 **Q Why not?**

8 A Because I never really had an occasion to.

9 **Q Where was Mr. Klassen?**

10 A Where did he live? I believe he lived in Canada.

11 **Q How did he become a Director of CMKM Diamonds?**

12 A I don't know that.

13 **Q What was the scope of his role?**

14 A He was a Director.

15 **Q What things did he do for the company?**

16 A He did the things that Directors normally do for a
17 company. He acted as a Director.

18 **Q You said you reviewed a number of resolutions from
19 the Board of Directors for CMKM Diamonds; is that correct, at
20 the transfer agency?**

21 A Yes.

22 **Q Did Mr. Klassen ever sign any of those resolutions?**

23 A Yes, I believe he did.

24 **Q Did he sign all of them?**

25 A Well, yeah. If I looked at them and I concluded

1 there was a valid resolution there, it would have had his
2 signature on it.

3 **Q Did you, in the course of the issuances of stock by**
4 **CMKM Diamonds that you reviewed and wrote opinion letters**
5 **about -- do you remember those?**

6 A Yes.

7 **Q Did you review signed Board of Directors**
8 **resolutions before preparing your opinion letters?**

9 A Well, Brian was giving an opinion under Nevada law
10 that they were lawfully issued, and he told me that he had
11 looked at them.

12 I don't think then that I would have demanded to
13 see them on my own.

14 If he was giving an opinion under Nevada law, and
15 he was a Nevada lawyer, that a Nevada corporation stock was
16 duly issued, duly and validly issued, then I probably would
17 have just relied upon that and not had to see signed
18 resolutions.

19 **Q So, your recollection is that you did not see --**

20 A Well, I'm not sure. I may have, but I don't
21 recall. I don't recall seeing them.

22 **Q Did you ever hear of Mr. Klassen actually doing**
23 **anything for CMKM Diamonds as opposed to merely holding the**
24 **title of Director?**

25 A As far as I know, he acted as a Director. I don't

1 have any reason to think that he didn't.

2 **Q So, you never spoke to him?**

3 A Correct.

4 **Q Did you ever see any correspondence from him?**

5 A I don't recall any correspondence.

6 **Q Did anyone that you did speak with ever say that**
7 **they needed to check with Mr. Klassen about anything?**

8 A I think I heard Urban say a few times he was going
9 to call him to make sure he agreed with whatever decision
10 Urban was making.

11 **Q Do you have any -- do you remember what those**
12 **specific decisions were?**

13 A No.

14 **Q Did you ever ask Mr. Casavant for Mr. Klassen's**
15 **contact information?**

16 A No.

17 **Q When you went up to Canada on the fishing trip, was**
18 **Mr. Klassen there?**

19 A No.

20 **Q Did you ever ask if Mr. Klassen was going to be**
21 **attending?**

22 A No, I didn't.

23 **Q Have you ever heard of any activities that Mr.**
24 **Klassen did in terms of hiring anyone staking mining claims,**
25 **actually doing anything?**

1 A Just acting as a Director is all I know. No.

2 Q **Did you ever hear of any in-person Board of**
3 **Directors meetings at CMKM Diamonds?**

4 A I don't know of any, but I wouldn't necessarily be
5 in a position to know if they had one. Urban used to go up
6 to Canada frequently. They could have met and I wouldn't
7 know it.

8 Q **Before the fishing trip in Canada, I'm sort of**
9 **using that as a landmark in time, did you have any**
10 **conversations with anyone else about CMKM Diamonds, other**
11 **than what we have discussed?**

12 MR. FETTWEIS: Just I want to make an objection.

13 Every time, Counsel, that you use the term "fishing
14 trip," Mr. Glenn has used the term "due diligence trip." I
15 just want to object to the form of the question.

16 As long as we are talking about the same trip and
17 it's clear, so that Mr. Glenn does not every time have to
18 say, "What you call a fishing trip, I call a due diligence
19 trip."

20 I just want to make my objection and make clear we
21 are talking about the same trip.

22 BY MS. HAKALA:

23 Q **Are we talking about the same trip?**

24 A I presume we are, in early August of 2004.

25 Q **Did you have any conversations with anyone else in**

1 **connection with CMKM Diamonds before that trip?**

2 A We talked about two transfer agents. We talked
3 about Brian and Urban and the people. We talked about the
4 people who were at CMKM.

5 Before that period, CMKM and U.S. Canadian
6 Minerals, and I think Nevada Minerals, put together some sort
7 of a swap where they combined the properties, somehow, their
8 mineral rights. I don't remember the details of it now. And
9 I may have had discussions with someone in connection with
10 that transaction.

11 I can't even remember the details of that
12 transaction now, but it was somehow to combine the mineral
13 rights so they all had an interest in all the minerals that
14 they all owned. But nobody had a full interest in all of
15 them. It was some sort of joint venture thing.

16 What I'm trying to say to you is, I may have had
17 some conversations with Ed Dhonau or the people involved with
18 U.S. Canadian Minerals about CMKM in connection with that
19 transaction.

20 It's a very broad question. It's over three years
21 ago. I'm trying to remember everything. That's all I can
22 remember sitting here.

23 **Q What was the purpose of your trip to Canada in**
24 **August of 2004?**

25 A It was to go up there, because there was a diamond

1 mine, and we were -- they were drilling a diamond mine. We
2 were going up to look at it to verify that it was actually
3 there, to talk to the guy who was actually drilling it, and
4 to verify all that.

5 I was invited up there to take a look at it. So I
6 did go, because I thought it was good for me to try to do as
7 much due diligence as I could for the company. So, that's
8 why I went.

9 **Q What do you mean by "due diligence"?**

10 A What do I mean by due diligence? I mean, trying to
11 verify that the company actually owned something that it said
12 that it owned and was doing what it said that it was doing.

13 **Q Did you have any reason to doubt that?**

14 A No, I didn't have any reason to doubt that.

15 But I went up there to make sure if I could see and
16 verify with my own eyes if it was really true; that they
17 really had a diamond drill going; that it was being done by a
18 guy who seemed to know what he was doing; that he was
19 devoting resources to it, and that they were actually trying
20 to find diamonds on these properties.

21 **Q Who went on the trip?**

22 A I was there. Ed Dhonau was there. Urban was
23 there. Ed Williams was there. Dave DeSormeau was there, and
24 a bunch of other people who were there. There were a couple
25 of shareholders that were there.

1 **Q What did you see?**

2 A I saw property that Urban and Mr. Koch, who was the
3 contractor he was using, said there was a mineral lease owned
4 by the company, and they had a big diamond drill set up on
5 it, and they were drilling a core sample to be tested to see
6 if they could find diamonds on it.

7 **Q Did they ever find any diamonds?**

8 A I don't know.

9 **Q During the periods that you were Counsel, did they**
10 **ever find any diamonds?**

11 A Not that I'm aware of.

12 **Q Do you have any reason to think that they might**
13 **have?**

14 MR. MR. FETTWEIS: During that period?

15 BY MS. HAKALA:

16 **Q Right. You say "not that I'm aware of."**

17 **Did you ever hear of any test results coming back**
18 **and you just didn't hear the actual results?**

19 A No. I believe that they sent a core to be tested.
20 I think I heard that. But I don't guess I ever heard what
21 the results were.

22 I suppose if they found some big-time diamonds in
23 there, we all would have heard.

24 **Q While you were on that trip, you testified before**
25 **you had a conversation with Urban Casavant one evening when**

1 **you were at the fishing camp?**

2 A Back at the camp. Yep, yep.

3 **Q Please tell me about that conversation.**

4 A In that conversation, I sat down with Urban, and he
5 began telling me about his career in mining. And he talked
6 about all the various claims he had staked out.

7 He talked about taking samples from his claims to
8 have them staked, and that they were very rich. He talked
9 about taking a sample from, I have forgotten now what the
10 mineral was, but he took it to a lab, and they tested it, and
11 they told it was the richest find they had ever tested. And
12 he talked about the procedure for staking out territory in
13 Canada.

14 We talked for about 20 minutes, basically, him
15 talking to me about his background and the years he had spent
16 staking out mining claims and exploring them up there in
17 Canada.

18 **Q Did he say that he had ever found any diamonds?**

19 A Diamonds? I don't remember specifically diamonds,
20 but he talked about other kinds of minerals that he had
21 struck.

22 **Q What kind of minerals?**

23 A I don't remember. It may have been -- I don't
24 remember.

25 **Q Did he talk to you about anything else during that**

1 **conversation?**

2 A No, that was pretty much the subject of the
3 conversation. He was telling me his background in the mining
4 industry.

5 **Q Did he discuss with you anything about stock**
6 **issuances during that conversation?**

7 A No, not at all.

8 **Q Did he discuss with you during that conversation**
9 **the company's financing or where it got money?**

10 A No, not at all.

11 **Q Did you have any other conversations with Urban**
12 **Casavant during that fishing trip?**

13 A Not that I can recall.

14 **Q Did you have any conversations with anyone else**
15 **about CMKM during that trip?**

16 A Well, yeah. The people who were there who were
17 shareholders. I told them, I remember, that they weren't
18 able to go back and divulge any inside information that they
19 might come up about CMKM at the location that wasn't already
20 public, so that they couldn't go back and somehow tout the
21 stock based on their due diligence trip up there to Canada.

22 I told them they couldn't do that. That would be a
23 violation of law.

24 **Q Do you remember their names?**

25 A No.

1 **Q Did you have any conversations with anyone else**
2 **about CMKM Diamonds on the trip up there?**

3 A Not that I recall.

4 **Q Did you have any meetings with CMKM's lawyers in**
5 **Canada?**

6 A Yeah, that was in -- well, I'm not sure whose
7 lawyers they were, but we went to a law firm in Prince
8 Albert, I think was the name of the town, and we discussed
9 that Emerson was holding some mineral rights for CMKM.

10 I think he had purchased them in his own name but
11 he was holding them for the company. And we discussed
12 conveying those to CMKM. My understanding is that was a
13 transaction that was going to get done.

14 **Q Why were they held in Mr. Koch's name?**

15 A Well, because he was up there, and he was the one
16 that had men standing in line to sign up for them.

17 Evidently, the procedure up there, at least at that
18 time, was the person actually standing there took it in his
19 name, and he could then turn around and convey it to whoever
20 he wanted, and that is what was getting done.

21 **Q Did CMKM Diamonds ever hold any minerals in its own**
22 **name?**

23 A Well, I believe that CMKM, at least Urban, always
24 had a map up of mineral rights that CMKM owned, but I think
25 it owned them through other holy-owned entities.

1 **Q You mean entities that CMKM Diamonds owned?**

2 A Right. That was my understanding.

3 And then there were these rights that Emerson had,
4 which he acknowledged to me he was holding for CMKM, and they
5 were going to be conveyed to CMKM.

6 **Q Did Mr. Koch -- is it K-o-c-h?**

7 A Yeah.

8 **Q Did Mr. Koch ever talk to you about CMKM Diamonds**
9 **share issuance?**

10 A Never.

11 **Q Did anyone in Canada ever talk to you about CMKM**
12 **Diamonds share issuances?**

13 A No.

14 **Q Did you have any other conversation with the**
15 **lawyers in Prince Albert?**

16 A Did I have any other conversations with the lawyers
17 in Prince Albert?

18 **Q Right.**

19 A No, I never did. That one meeting at which --
20 really, it was all a matter of Canadian law, the conveyance
21 of these minerals rights. So, I just sort of sat there and
22 listened.

23 But the topic of discussion was, mechanically how
24 they were going to convey the mineral rights to CMKM
25 Diamonds.

1 **Q** Did you ever have any reason to doubt that Urban
2 Casavant was telling you the truth in Canada when he told you
3 about his mine manager history?

4 A No.

5 **Q** Have you ever, speaking across all -- you know,
6 ever have any reason to doubt that Urban Casavant was telling
7 you the truth about anything?

8 MR. FETTWEIS: Objection, to the term, "ever have
9 any doubt." I think that's vague.

10 BY MS. HAKALA:

11 **Q** Do you think he ever lied to you?

12 A No, I don't have any basis for thinking that, as a
13 matter of fact.

14 **Q** After the fishing trip, you previously testified
15 between August and October of 2004, you had regular telephone
16 calls with Brian Dvorak and Urban Casavant.

17 **What were those telephone calls about?**

18 A Again, I don't remember. Specifically.

19 I remember that at this time, with respect to every
20 legal opinion that I issued, I would have a number of phone
21 calls with Brian and at least one phone call with Urban, just
22 to verify that these shares were correctly issued.

23 **Q** There was a phone call or something, a meeting
24 about this St George's deal. Remember that?

25 A I remember that.

1 A little later as things developed, we had had
2 meetings and talked about the Saskatchewan action. We took
3 another due diligence trip down to Ecuador to verify the
4 American Mine Shaft was there and the facilities owned by
5 U.S. Canadian Minerals to process the ore. So, you know, we
6 had conversations about all those things.

7 **Q And you say that you had conversations with Brian**
8 **Dvorak to verify the information about the share issuances.**

9 **What do you mean?**

10 A Well, I would say to him, you know, "Brian, are you
11 sure these are outstanding," and he'd say, "Yeah, I checked
12 the documentation. I've talked to some of the people." And
13 he would say, "Yeah, I'm sure they're issued and outstanding.
14 They were issued two years ago constructively under Nevada
15 law." I said, "Okay."

16 **Q Did you ever ask to see any of the documentation?**

17 A No.

18 **Q Did you ask him what documentation he was referring**
19 **to?**

20 A No. I just said, "Are you sure that these things
21 have been issued?" He said, "Yeah, I looked at documentation
22 for all of them." I said, "Okay."

23 **Q Did you ever ask him to put that in writing?**

24 A He did, when he made his opinion.

25 **Q What discussions did you have with the company**

1 **regarding the Saskatchewan regulatory action?**

2 A Very brief. I read it over, and I said, "You're
3 going to have to get somebody up in Saskatchewan to take care
4 of this."

5 Then I noted that they had sued, or whatever they
6 did, to Dave DeSormeau as CFO. I said, "They say Dave's the
7 CFO. Is he?" And Brian said no, and I asked Dave about it
8 and he said no, and Urban said no.

9 **Q Did they ever tell you anything else about the**
10 **substance of the allegations?**

11 A No. I made a phone call when the thing got served
12 just to talk to the regulator up in Saskatchewan, just about
13 seeing about getting more information. He was very rude and
14 unpleasant. And I just said to the company, you know,
15 "You're going to have to get somebody to handle this up
16 there."

17 I mean, I don't remember what was alleged. What I
18 remember, it was just an order halting trading.

19 In fact, I think one of the reasons I made the
20 phone call was to try to get more of a background on why they
21 had done it. And they were just very rude.

22 **Q Did Urban Casavant ever say anything else to you**
23 **about it?**

24 A No.

25 **Q Did you ever hear anything further about it?**

1 A No. I seem to recall I asked someone at some
2 point. I don't remember who. You know, "What's going on up
3 in Saskatchewan?" And I think the response I got back was,
4 "They're not doing anything about it, they're just not
5 contesting it."

6 **Q Did you ever have any other conversations with**
7 **anyone about the Saskatchewan action?**

8 A No.

9 **Q You testified before that you met at Urban**
10 **Casavant's house in October of 2004.**

11 **Who was at that meeting?**

12 A Well, if you're referring to the meeting I think
13 you're referring to, the meeting where the lawyers that he
14 had just engaged to represent him in connection with the SEC
15 investigation were there.

16 **Q I don't know. You testified that you met at Urban**
17 **Casavant's house in October of 2004.**

18 A I believe that would have been -- the only meeting
19 I can remember around that time at Urban's house, was after
20 the SEC had commenced its investigation, and he had retained
21 both a personal lawyer, and the company retained a lawyer to
22 represent them in connection with that.

23 And I was still on, technically, as like a general
24 corporate lawyer.

25 We all sat down at a table at Urban's house. And

1 to tell you the truth, all I remember about that meeting is
2 sitting there, talking with them. I don't remember the
3 substance of anything that was said.

4 I mean, at that time, I was focussed on the U.S.
5 Canadian Mineral investigation. These other guys were taking
6 care of CMKM to the extent that it had been subpoenaed or
7 whatever.

8 I have forgotten now when the SEC commenced the
9 action against CMKM as opposed to Canadian Minerals. I just
10 don't remember.

11 After you commenced the action to halt, at that
12 time I still did some work for CMKM, but my focus was really
13 on trying to represent U.S. Canadian Minerals in connection
14 with the investigation.

15 **Q Did he ever say anything about the trading**
16 **suspension to you?**

17 A For U.S. Canadian Minerals?

18 **Q Right.**

19 A No.

20 **Q Did he ever say anything about the suspension of**
21 **U.S. Canadian?**

22 A Just that it had happened.

23 **Q No, I mean, the one in the United States.**

24 A No, I never heard him say anything about it.

25 **Q Was anything else discussed in the meeting at Urban**

1 **Casavant's house when his lawyer was there?**

2 A That meeting I referred to?

3 **Q Yes.**

4 A I don't remember. I just don't remember what we
5 talked about.

6 I assume, giving the time of the meeting, it was
7 probably about the investigation. I remember sitting at the
8 table with his two lawyers, and I think it was after he had
9 had a stroke, I think. I just don't remember.

10 **Q Did you ever have any other conversations with**
11 **David DeSormeau after the trip to Canada?**

12 A About CMKM?

13 **Q Right.**

14 A Yes. Because we were continuing to work on trying
15 to get the books and records of the company in shape during
16 this period, and so I had a -- I had a couple of
17 conversations, I guess. I don't remember specifically,
18 though.

19 But the one I remember specifically is when Mr.
20 Levine came to town, we all went to the transfer agent to
21 look at the books and records, and were given a template,
22 sort of, for how he could go about reconstructing the books
23 and records based on the transfer agent's records.

24 **Q When was that trip to the transfer agency?**

25 A It was in -- it was late in 2004. It would have

1 been right after, a day or two after the meeting with John
2 Edwards, after he had introduced -- but it was sometime, I
3 believe, I want to say in November or December of 2004, but
4 that's a little hard to start remembering.

5 **Q What happened at that meeting at the transfer**
6 **agent?**

7 A We just sat down and looked at her books and
8 records, and Neil said to David, "Here is what you want to
9 do. You want to make a spreadsheet up," and do this and
10 that, and he showed him how he could reproduce the books and
11 records.

12 Then Levine was going to come in and audit them
13 give an audit opinion after David produced them.

14 **Q Did Neil Levine ever say anything about his**
15 **relationship with John Edwards?**

16 A I think he acknowledged that he had done at least
17 one other company for John Edwards that was in this condition
18 and had produced an audited set of records, yeah.

19 **Q Did Neil Levine know Helen Bagley?**

20 A I don't know. Before that, you mean?

21 **Q Yes.**

22 A I don't know if he knew her before we introduced
23 him to her or not.

24 **Q Did you ever learn anything about the relationship**
25 **between Helen Bagley and John Edwards?**

1 A No.

2 Q Did you ever have any reason to think they had a
3 relationship prior to CMKM Diamonds?

4 MR. FETTWEIS: Objection. Once again, you're
5 asking him if he had any reason to believe, or any reason to
6 think, which is, I think, an improper question. I object to
7 the form.

8 BY MS. HAKALA:

9 Q Do you understand my question?

10 A Do you mean, am I aware of whether or not she was a
11 transfer agent for other companies of his before? Is that
12 what you mean?

13 Q Transfer agent or any other relationship.

14 A Well, as I said, I have been told that she was the
15 transfer agent for many other companies of his.

16 I don't have any personal knowledge of that, and I
17 also have no personal knowledge or any other kind of
18 knowledge of any other kind of relationship between them.

19 Q For example, and I'm making this up, did anyone
20 ever tell you that they were neighbors? Did anyone ever tell
21 that you their kids went to the same pre-school? Did you
22 ever hear of any other relationship between them?

23 A No, nothing like that.

24 Q Did you ever hear of any relationship between Brian
25 Dvorak and John Edwards?

1 A No.

2 Q Are you aware of any relation between them?

3 A No.

4 Q You mentioned a company called St. George Metals.

5 What was St. George Metals?

6 A I'm not sure. It was some sort of company that
7 CMKM had agreed to do some sort of transaction with.

8 My understanding, again, was that John Edwards was
9 associated with it in some capacity.

10 Q How did you develop that understanding?

11 A Well, we were at this meeting where he introduced
12 us to Neil Levine, and he said the only significant item,
13 anyway, on CMKM's balance sheet is an accounts payable to St.
14 George's Metal for, I forget, \$10 million I think.

15 Q Why did you conclude from that statement that John
16 Edwards as involved with St. George Metals?

17 A Because he knew about the statement from St. George
18 Metals.

19 Q Why didn't you conclude that he knew that from
20 being involved with CMKM Diamonds?

21 A Well, perhaps he did. But I didn't think that he
22 was involved with CMKM Diamonds. I just thought that St.
23 George Metals was a John Edwards company, I guess.

24 I just had that impression. I'm not sure how I
25 formed that impression.

1 **Q Did Urban Casavant ever tell you anything about**
2 **John Edwards?**

3 A Well, he told me at the first meeting he thought
4 that shares were being issued to him.

5 Did he tell me anything else about John Edwards?
6 No, I don't think I ever had a conversation with Urban about
7 John Edwards.

8 **Q Other than that first dinner, did John Edwards'**
9 **name ever come up with Urban?**

10 A Well, sure. Because we had dinner together, John
11 Edwards and Urban and his wife. But he didn't, Urban didn't
12 tell me things about John Edwards. He said, "Come to dinner.
13 John Edwards is going to be there," I think. Or just, "Come
14 to dinner." And maybe I went to dinner and John Edwards was
15 there.

16 I don't remember Urban saying anything about John
17 Edwards to me or anything else that I ever overheard.

18 **Q What was discussed during that dinner?**

19 A The only thing that I remember being discussed at
20 that dinner was that he recommended the company hire this
21 accountant, Neil Levine, to do the financial statements, and
22 that the only significant item on the balance sheet was going
23 to be a \$10 million payable to St. George's.

24 **Q Why did CMKM Diamonds owe \$10 million?**

25 A The only way that you would come to owe someone \$10

1 million is if you borrowed it from them, or if you received
2 something else that was worth \$10 million that you didn't pay
3 for.

4 **Q Which one of those explanations turned out to be**
5 **the one applicable to this situation?**

6 A Well, the set of papers that I got from White
7 House, not White House, Sherwood Cook, sorry.

8 Sherwood Cook indicated that there was going to be
9 an advance or the papers contemplated an advance of money
10 from St. George Metals to CMKM, and I think in exchange, CMKM
11 was going to give some mineral rights back to St. George's.

12 So, based on that type of agreement, I assume that
13 what happened was, the money had already been lent and they
14 were just doing an agreement to paper over.

15 **Q What did Urban tell you about the deal with St.**
16 **George Metals?**

17 A I remember we had a conversation about it, and he
18 told me what it was going to be. What had happened, I guess,
19 was probably the way he put it.

20 And I believe that what he said was what I just
21 said, which is, "They're paying us \$10 million for some
22 mineral rights." I think that's right.

23 Although, I think there was more to it than that.
24 There was stock involved somehow. But I don't remember.
25 There was stock being issued by somebody, but I don't

1 remember how.

2 **Q Did you ever have any conversations with anyone**
3 **other than Urban Casavant about the St. George Metals' deal?**

4 A Sherwood Cook.

5 **Q How many conversations did you have with Sherwood**
6 **Cook?**

7 A One that I recall.

8 **Q In-person or on the phone?**

9 A In-person, in his office.

10 **Q What was discussed there?**

11 A I had gone to give him comments on the documents.
12 I had lots of them.

13 And he said, "Well, there isn't going to be any
14 deal because the Saskatchewan action had just been
15 announced," so he said, "There isn't going to be any deal
16 between St. George and CMKM." And I said, "Okay."

17 **Q How long did that meeting last?**

18 A About 20 minutes.

19 **Q Is that the only time you ever spoke with Sherwood**
20 **Cook about the deal?**

21 A About that deal, yes. I had spoken to Sherwood
22 Cook subsequently.

23 **Q About anything relating to CMKM Diamonds?**

24 A No.

25 **Q Anything related to St. George Metals?**

1 A No.

2 Q Did you ever have any other conversations with
3 anyone else about St. George Metals?

4 A No. That was a one-off transaction that just
5 didn't happen, is my recollection.

6 Q Did you ever have any contact with Mark
7 Geiglehouse?

8 A That name does not ring a bell to me.

9 Q Did you ever have any conversations with Helen
10 Bagley about St. George Metals?

11 A No.

12 Q Did you ever have any reason to doubt the accuracy
13 of any of Helen Bagley's records?

14 MR. FETTWEIS: Objection, to the form again.

15 If you're asking, do you have any reason to doubt,
16 if you ask him did he doubt it, if you ask him did someone
17 tell you it wasn't true, that's one thing.

18 But to ask him if he had any reason to, to subject
19 him to --

20 THE WITNESS: Except for the allegations initially
21 that she had been issuing shares without authorization, no, I
22 never had any reason to doubt Helen Bagley's records.

23 BY MS. HAKALA:

24 Q What was CMKM Xtreme?

25 A I'm not sure. My understanding was because

1 somebody told it to me, is that it was a private company that
2 Urban had that sponsored a racing team.

3 **Q What was its connection to CMKM Diamonds?**

4 A I had always heard that there was no connection
5 with CMKM Diamonds.

6 **Q Who told you that?**

7 A I think Brian did. I think I asked Brian once.

8 **Q Did you ever talk to anyone else about CMKM Xtreme?**

9 A Urban liked to talk about it because it was kind of
10 his toy. He finances racing teams through it. But I didn't
11 have any substantive discussions about it. He would just
12 say, "Oh, yeah, we're going somewhere racing."

13 **Q Where did he get the money to finance that?**

14 A I don't know.

15 **Q Did you ask him?**

16 A No.

17 **Q Where did Urban Casavant get his personal money,
18 generally?**

19 A Well, I only had one conversation with Urban about
20 money.

21 **Q And that was on the trip to Ecuador?**

22 A Yes.

23 **Q Why don't you tell me about that conversation?**

24 A It was in the evening, and Urban had had a few
25 drinks, and we were sitting side-by-side, and he says, "You

1 know, I made some fantastic amount of money," for me
2 fantastic. It was like \$15 million. "I made \$15 million
3 today." "How did you do that?" "On a stock trade." "Really?
4 What stock?" He said, "Oh, it was a tech stock up in
5 Canada." He made a trade up in Canada. I said, "Really?
6 Well, congratulations. That's really great." He said,
7 "Yeah."

8 That was it.

9 **Q Did he say anything else during that conversation?**

10 A Not that I recall. Nothing that was as noteworthy
11 as that.

12 **Q Previously, when you testified in July of 2006, you**
13 **asserted the attorney/client privilege and declined to answer**
14 **that question because you felt that it had a connection to**
15 **CMKM Diamonds.**

16 A Um-hum.

17 **Q Why did you think that?**

18 A Because we were claiming the privilege very broadly
19 because we wanted to protect the privilege.

20 **Q Why did you think that that conversation had some**
21 **connection to CMKM Diamonds?**

22 A I'm not sure, but we wanted to err on the side of
23 caution when trying to protect someone else's privilege.

24 **Q What was the name of the tech company?**

25 A He never said. He said it was a tech stock.

1 Q Did you ask him?

2 A Nope.

3 Q Did he ever tell you anything else about these
4 stock activities?

5 A No. I never had any reason to believe that he was
6 a big player in the stock market.

7 Q Did you ever see anyone give Urban Casavant money?

8 A Give Urban Casavant money? No.

9 Q Did you ever see Ginger Gutierrez at his house?

10 A No.

11 Q Did you ever see James Kinney at his house?

12 A Yes.

13 Q When?

14 A It was right after the first meeting when he was
15 around, and I had a conversation with him about Go-Fast.

16 That was the only time I ever saw James Kinney at
17 Urban's house that I can recall.

18 Q Did James Kinney do anything for Urban Casavant?

19 A Did he do anything for Urban Casavant? I don't
20 know. He was there, and he had been at the first -- he had
21 been at the first meeting. I don't think I know of anything
22 that he ever did for Urban.

23 Q Did he do anything for CMKM Diamonds?

24 A Not that I'm aware of.

25 Q Did Ginger Gutierrez ever do anything for CMKM

1 **Diamonds?**

2 A Well, as I said, she had, I think, once been a
3 legal secretary for Brian. And my understanding was she was
4 some sort of secretary for CMKM or somehow on its payroll as
5 a bookkeeper or record keeper.

6 Although, I was always a little unclear about what
7 her relationship was with CMKM.

8 **Q Did you ever ask anyone?**

9 A Not technically what was her relationship.

10 She was a person that Brian told me had the records
11 for the company, had the books and records and such for the
12 company.

13 **Q Did you ask him why?**

14 A Why she had them?

15 **Q Um-hum.**

16 A Someone had to have them.

17 **Q Did you ever ask him why?**

18 A No.

19 **Q Did he ever offer any explanation as to why?**

20 A Why she had them? As I said, she used to work for
21 Brian is my understanding. I believe she was his legal
22 secretary.

23 And then I believe she was somehow some low level
24 kind of employee or some person paid by CMKM, to kind of be
25 an administrative helper.

1 **Q Were James Kinney or Ginger Gutierrez ever**
2 **consultants for CMKM Diamonds?**

3 A I don't know.

4 **Q You ever hear about them being consultants?**

5 A Not that I'm aware of.

6 **Q How did Brian Dvorak get involved with CMKM**
7 **Diamonds?**

8 A I don't know. He was involved when I got there.

9 **Q Did you ever ask how he got involved?**

10 A He was a lawyer. He seemed to have a fairly
11 long-standing relationship. He and Urban seemed to have a
12 very comfortable relationship.

13 **Q Have you ever heard of someone named Todd Smith?**

14 A Todd Smith. No, that name doesn't ring a bell.

15 **Q What was the purpose of the trip to Ecuador?**

16 A To go down and look at the American shaft, which
17 CMKM owned in a joint venture with some sort of minerals, and
18 to look at the processing plants where they were extracting
19 the gold and ore.

20 **Q Why did you go?**

21 A Again, to try to verify that CMKM really owned
22 assets that they said they owned. To look at them. To kick
23 the tires sort of. And also to do that for U.S. Canadian
24 Minerals.

25 **Q Who paid for your trip?**

1 A I don't remember who I charged it to. Probably, I
2 probably divided the expenses equally between CMKM and U.S.
3 Canadian, but I honestly don't recall.

4 **Q Did you ever doubt that the assets down in Ecuador**
5 **were what they were claimed to be?**

6 A No. I have no reason, whatsoever, to doubt it.

7 **Q For any other of your clients, have you actually**
8 **gone to the business manufacturing or mining site or**
9 **whatever?**

10 A Sure. Sure. Most of them.

11 **Q Who did you talk to down in Ecuador?**

12 A Well, who did I talk to? Ed Dhonau was on the
13 trip. Dave DeSormeau was on the trip. Urban Casavant.
14 Emerson Koch was there. There were a couple of others there.

15 So, all the people who were on the trip for this
16 purpose, we all talked about the mine and all that, whatever
17 was down this there.

18 There were a couple of employees located down in
19 Ecuador who were at the mine and at the processing plant that
20 we talked with that explained how it all worked and operated.

21 That's the only people I can remember talking to
22 down there, aside from the usual airport employees and hotel
23 employees and such.

24 **Q Did you have any meetings while you were down**
25 **there, other than verifying that the gold mine existed?**

1 A No, we didn't have any meetings. It was a
2 whirlwind tour, just to fly down there, spend the night,
3 drive down south, see the mine, see the processing plants,
4 see the mine, and then the next day come back.

5 That was my recollection of it. Not a lot of time.

6 **Q Did you talk to Urban Casavant on the trip home?**

7 A No, we didn't. We didn't sit together. In fact, I
8 think we took separate planes, is my recollection.

9 **Q Did you ever have any conversations with Emerson**
10 **Koch at any time about CMKM share issuance?**

11 A No.

12 **Q Did you ever have any conversations with Emerson**
13 **Koch about the value of CMKM Diamonds' assets?**

14 A No. I never asked him what those mineral leases,
15 what he thought they were worth or something like that, no.

16 **Q Did you ever have any conversations with him about**
17 **anything?**

18 A Sure, about his drilling the diamond shaft. I
19 talked about how that was going.

20 He had had trouble. He had to work a lot to get a
21 permit to be able to drill in the summertime because it's
22 located in a swampy area and there is a lot of wear and tear
23 on the soil in the summer. It's better to go in the winter
24 when it is frozen.

25 So, he was talking about that, having to get a

1 permit. He just bought a special track vehicle he needed to
2 get back in the swamp. There was a drill working driving
3 core down. They had two men working 24 hours a day on it,
4 and he was explaining how the drill worked.

5 My conversations with Emerson involved the drill.
6 That's what he was in charge of was the project to try to
7 drill a core sample up there.

8 **Q Who was paying for the drilling?**

9 A Well, I never asked.

10 **Q Did you ever learn?**

11 A For sure? No.

12 **Q Did anyone ever tell you who was paying for the**
13 **drill?**

14 A No. I just assumed it was CMKM. It was their
15 property, and they engaged, was my understanding, Emerson to
16 do the work to drill the hole. So, you would think it would
17 be CMKM paying Emerson.

18 **Q Did you ever see anything documents to that effect?**

19 A No.

20 **Q Did you ever talk to Emerson Koch about anything**
21 **other than drilling?**

22 A No. Not that I recall.

23 **Q Why did he go down to Ecuador?**

24 A I don't know. I really don't. I assumed -- well,
25 I don't know why.

1 **Q Did you ask him?**

2 A No, I never asked him. I thought maybe he just
3 wanted a trip to Ecuador. I don't know why he went.

4 **Q Did you ever meet somebody named Arnold Gutka,**
5 **G-u-t-k-a?**

6 A No.

7 **Q Have you ever heard of him?**

8 A I have heard of him.

9 **Q How have you heard of him?**

10 A In connection with your investigation.

11 **Q Prior to contact with the SEC, had you ever heard**
12 **of him?**

13 A Never.

14 **Q What about Wallace Geiglehouse?**

15 A Doesn't sound familiar, no.

16 **Q At our last testimony, I asked you about two**
17 **letters from Alan Treffry, T-r-e-f-f-r-y?**

18 A Uh-huh.

19 **Q I could show them to you again, if you want.**

20 **When we spoke before, you said that after you**
21 **received them, you had a conversation with Urban Casavant.**

22 **Do you remember that conversation?**

23 A Yeah. I called him and I said, "Urban, I've got
24 these letters from this guy and they're kind of fantastic
25 letters but, basically, they allege that you are making

1 remarks at these races you go to that would amount to touting
2 the stock. He's claiming that you're making promises of some
3 dividends of," I forget how much per share, "like a dollar a
4 share or some amount like that for a stock that's trading
5 hundreds of a penny a share." It was crazy.

6 I said, "You can't. If you're doing that, you have
7 to stop. You can't be touting the stock." He said, "I don't
8 do that. This guy's nuts." I said, "You can't do that. You
9 understand you can't be making these allegations or promises
10 when you try to tout the stock?" He said, "I don't and I
11 haven't. This guy is just a kook."

12 If you look at the letters, frankly, that sort of
13 comes through in the letter the way they're written, the
14 tone. And he had said, "Who would believe an allegation that
15 all you're going to get a dollar on a dividend that's traded
16 on hundreds of a penny." It doesn't make any sense.

17 Of course, as you're aware, I recently received a
18 letter from Mr. Treffry in which he recanted as to his
19 previous letters.

20 **Q Did you ever ask Urban Casavant who Mr. Treffry**
21 **was?**

22 A Yes. He said some guy down in San Diego. And I
23 think I looked him up, and he's a lawyer in San Diego or
24 something.

25 **Q Did you ever speak to Mr. Treffry?**

1 A I don't remember speaking to him.

2 Q Did you ever discuss Mr. Treffry's letters with
3 anyone other than Urban Casavant?

4 A I might have discussed them with Brian and said,
5 you know, "Brian, if this is going on, it can't go on." I
6 may have done that.

7 Q What did Brian Dvorak say?

8 A I think Brian said, "Oh, that's just a guy who's
9 down there. We have heard from him before. He is just
10 causing trouble. He doesn't know what he's talking about."
11 I think I remember Brian saying that.

12 Q Did you ever have any conversations with anyone
13 else about Mr. Treffry?

14 A These letters. No, I didn't take them very
15 seriously, but I did follow up.

16 Q Did Urban Casavant ever acknowledge that he had
17 done any of the things alleged in Mr. Treffry's letters?

18 A He denied it.

19 Q Completely?

20 A Yes.

21 Q Did you ever doubt that Mr. Casavant was telling
22 you the truth?

23 A Nope.

24 Q Did you ever think that Mr. Treffry's allegations
25 were in any way true?

1 A I have no reason to think they're true, no.

2 Q We have been going to a little over an hour. It's
3 10:45. Do you want to take a brief break?

4 A Sure.

5 MS. HAKALA: Off the record at 10:45.

6 (A break was taken.)

7 MS. HAKALA: Back on the record at 10:58 a.m.

8 Counsel, do you agree that we had no substantive
9 conversations during the break?

10 MR. FETTWEIS: That's correct.

11 BY MS. HAKALA:

12 Q Mr. Glenn, how much did your firm earn from CMKM
13 Diamonds?

14 A I don't remember.

15 Q Do you know approximately how much?

16 A No.

17 Q Please would you list for me all of the work
18 product other than giving oral advice that you did for CMKM
19 Diamonds?

20 A Well, I don't know if I can remember it all.

21 I think, as I said, I reviewed and prepared some
22 agreements, one of which was the St. George's agreement.

23 Going back before that, as I said, there was a
24 transaction between CMKM Nevada Minerals, I think, and U.S.
25 Canadian Minerals, I think, to combine their mineral

1 interests up in Canada. And I seem to recall there was some
2 documentation about that.

3 There was the documentation of trying to get the
4 shares issued so the books and records of the company were
5 true and complete. I may have missed something, but those
6 are the big things that come to mind.

7 It's been over three years at this point.

8 (SEC Exhibit No. 301 was marked for
9 identification.)

10 MS. HAKALA: Mr. Glenn, I'm showing you what has
11 been marked as Exhibit 301.

12 Exhibit 301 is a document, the first page of which
13 is a letter from Edwards and Angell to Urban Casavant, dated
14 July 7th, 2004.

15 Exhibit 301 has Bates numbers E&A321 through 01297,
16 and it is a set of invoices.

17 MR. SPRUNG: I don't know if you're pretty familiar
18 with our process. But at the end of the day, we take back
19 the exhibits, so if you could keep them in a pile somewhere.

20 BY MS. HAKALA:

21 **Q Exhibit 301 is a set of the invoices that purports**
22 **to be a set of the invoices from your firm to CMKM Diamonds.**

23 A Uh-huh.

24 **Q Do you recognize Exhibit SEC301?**

25 A Looks like the invoices that I sent to CMKM

1 Diamonds.

2 **Q I would like to ask you questions about some of the**
3 **entries.**

4 A Okay.

5 **Q But before I do, on Page 1231, which is the**
6 **detailed invoice dated July 7th, 2004, please would you**
7 **explain to me how this kind of a detailed invoice is**
8 **generated?**

9 A I make time entries and give them to my secretary,
10 and she types them up, and they go to accounting, and
11 accounting produces these bills.

12 **Q These descriptions that are on the right-hand side**
13 **of the detailed invoices are prepared by you; is that**
14 **correct?**

15 A Well, if my name is opposite them, then I have
16 prepared them. In this case, Donna Thailand's name is there,
17 and then she is the one who prepared them.

18 **Q Is it your practice to review your client's**
19 **invoices before they go out?**

20 A Yes.

21 **Q To the best of your knowledge, did the invoices**
22 **that went out to CMKM Diamonds accurately reflect the time**
23 **you spent on particular matters?**

24 A Yes.

25 **Q And the descriptions accurately reflected what you**

1 **did during that time?**

2 A Yes.

3 **Q What was your billing rate during 2004?**

4 A I don't remember.

5 **Q Do you remember approximately what it was?**

6 A 2004, three years ago? Maybe \$400, something like
7 that.

8 **Q According to Page 1231, you spent two and a half**
9 **days of meetings in Las Vegas on June 21st, 22nd, and part of**
10 **the 23rd.**

11 **Who were those meetings with?**

12 A I don't have any specific recollection of who those
13 meetings were with.

14 As I said, during this period, my recollection is
15 that I went to Vegas, I met with Brian, I met with Urban
16 some, but I don't have any specific recollection.

17 And again, if they had asked me to come to Vegas,
18 and they did, then I would have charged them for the time
19 even if I weren't specifically meeting with them.

20 **Q Was it your practice, and this is a hypothetical**
21 **situation, if you -- if Acme Corporate invited you out to**
22 **Denver to meet for an hour but you were in Denver for the**
23 **full day, that you would bill Acme Corporate for eight hours?**

24 A Yeah. That was my deal with Urban.

25 **Q Did you specifically discuss that with Mr. Casavant**

1 **or was that just your practice?**

2 A I discussed that with him. That wouldn't
3 necessarily be a practice. But he was in Vegas and I was in
4 New York, so traveling out there was a big deal.

5 He was going to pay me travel time. And if he
6 wanted me to come out for a day, you know, I would work for
7 him all day, whatever he wanted, and I would charge him for
8 the day.

9 **Q Do you remember what you did in those two days?**

10 A No, I don't. Not specifically, no.

11 **Q Do you have any general recollection?**

12 A I really don't at this point.

13 **Q Are there any documents that you could refer to**
14 **that could refresh your recollection?**

15 A Not that I can think of, no.

16 **Q Were all your bills to CMKM Diamonds paid?**

17 A I believe that at the very end of our relationship,
18 there was some dispute about a small amount of money. But,
19 generally, up until then, yeah, they were all paid.

20 **Q When did your relationship with CMKM Diamonds end?**

21 A It ended when my law firm got a subpoena in
22 connection with your investigation, and we decided that at
23 that point, it was time to end the relationship.

24 **Q Did you tell anyone from the company that?**

25 A I didn't get a chance to. It's funny. We had a

1 meeting at the firm and we all decided that it was time to
2 terminate the relationship with CMKM. And I come back to my
3 office, and I was sitting there just for a minute to try to
4 gather my thoughts and think what I was going to tell Urban,
5 and the phone rang. And when I answered it, it was Urban.
6 And he said, you know, "We got this investigation going on
7 and everything, and we feel like we need somebody out here
8 close that we can consult with. And so, we're going to
9 change law firms and I'm going to hire somebody else instead
10 of you."

11 So, you know, we just decided to fire him, so that
12 was perfectly all right with me.

13 And I said, "Urban, I understand and I don't blame
14 you at all, and it's been a pleasure. Thank you very much."

15 **Q Who did the company hire?**

16 A I believe they hired someone named Steclin, I
17 think. That's my recollection.

18 **Q Did you ever speak with Mr. Steclin?**

19 A I don't recall ever speaking with him.

20 **Q Did your firm ever provide any records to Mr.**
21 **Steclin?**

22 A I think he sent a letter asking for corporate
23 records that we had, and I told them I didn't have any.

24 **Q Did you have any records related to the clients?**

25 A No. If I had had any corporate records related to

1 the client, I would have given them to him. You know, things
2 like that, the corporate records I never really had.

3 **Q What do you mean by "corporate records"?**

4 A I mean like the Corporate Minutes Book and things
5 like that. Or signed agreements that were part of the
6 company records. I wouldn't have had -- I didn't have.

7 Somebody else was keeping those. I presumed it was
8 Ginger.

9 **Q Did you ever ask Ginger for the company's records?**

10 A I never saw Ginger. I asked Brian and he said,
11 "Well, Ginger's got them."

12 **Q Did he say he'd -- I mean --**

13 A There was no urgency, because we were still a long
14 way from being in a position to be a reporting company.

15 So, there was no urgency for me to see the records.
16 So, I would ask Brian, and Brian would say, "Ginger's got
17 them." I would say, "Well, okay."

18 It wasn't like I needed to do something so I had to
19 have the records right there. At some point, I was going to
20 take a look at them if we had ever got to the position to try
21 to be able to put together a Form 10, but we never did.

22 **Q Did you ever meet Ginger Gutierrez?**

23 A I don't remember ever meeting Ginger.

24 **Q Did you ever speak with her on the telephone?**

25 A I may have spoken with her on the telephone. I

1 seem to have a vague recollection of speaking to her on the
2 telephone. I think I got a phone call from her and I don't
3 remember now what it was.

4 I want to say I got a phone call from her, the
5 subject of it was James Kinney. But I just can't remember
6 now.

7 **Q Did she have a relationship with James Kinney?**

8 A Not that I'm aware of.

9 **Q And do you remember anything else about your phone
10 call with her?**

11 A I don't. Just it sticks in my mind that that may
12 have been the one and only time I talked to her.

13 **Q If you look at Page 1241 of Exhibit 301, it says
14 that on July 1st 2004, you spent three hours, it says,
15 "Numerous phone conferences regarding transfer agent."**

16 **Who were those phone conferences with?**

17 A I don't remember. It could have been with either
18 Urban Brian or even the transfer agent.

19 **Q It says, "Preparing check list for company to
20 become own transfer agent."**

21 A Yeah, I remember now. In between the time when
22 Pacific couldn't do it and after, we figured -- after Pacific
23 said it couldn't do it, that's right, the company was going
24 to undertake to become it's own transfer agent.

25 But that never went anywhere.

1 **Q Why not?**

2 A I don't know. Next thing I heard, they were going
3 to go back to Helen.

4 **Q Who discussed the possibility of CMKM Diamonds
5 becoming its own transfer agent?**

6 A Brian clearly with me did and asked me how they
7 could do it. So, I think I started looking into what they
8 would have to do to become their own transfer agent.

9 This says, "Aligned with Helen to form transfer
10 account," I thought with Urban, I guess, according to this,
11 about the company and Helen somehow joining a joint venture
12 to become transfer agent.

13 **Q Did that ever go anywhere?**

14 A No, I don't think so, no.

15 **Q It says, on July 6, 2004, you had a phone
16 conference with Urban regarding "acquisition of interest with
17 U.S. Canadian Minerals."**

18 **What was that about?**

19 A Other than what this says there, I don't have any
20 recollection. I seem to recall that about this time that
21 U.S. Canadian -- yeah, U.S. Canadian Minerals put money into
22 CMKM.

23 **Q The next day it says that you had a phone
24 conference with Urban and phone conference with Dave.**

25 **Who is Dave?**

1 A Dave DeSormeau.

2 Q In your invoices for CMKM Diamonds, does Dave
3 always refer to Dave DeSormeau?

4 A I can't think of any other Dave.

5 Q Does "Urban" always refer to Urban Casavant?

6 A Yes.

7 Q It says "Prepared documentation for stock issuance
8 to Urban."

9 What is that referring to?

10 A We never issued any stock to urban that I'm aware
11 of, so I think that was just a mistake.

12 Q It says then you flew out to Las Vegas to have a
13 meeting. What was that meeting?

14 A I don't remember.

15 Q The next day is says, in July you spent four and a
16 half hours "preparing documentation for the St. George
17 investment."

18 What was that?

19 A The first documentation I remember on St. George
20 was when I got from what's his name.

21 Q Sherwood Cook?

22 A Sherwood Cook. Thank you. But it's possible that
23 Urban told me about the transaction and asked me to prepare a
24 form of agreement and send it to Sherwood, and maybe I did
25 that.

1 And maybe what I got back from Sherwood was his
2 agreement. He probably had thrown mine away and done his own
3 or something. Perhaps that's what happened.

4 **Q Do you remember that?**

5 A No, I don't remember that.

6 **Q Do you have anything in your files to show that he**
7 **drafted an agreement?**

8 A Not that I'm aware of.

9 **Q Do you still have your client files for CMKM**
10 **Diamonds?**

11 A Yes.

12 **Q Did you review them in responding to the staff**
13 **subpoena?**

14 A Yes. I don't recall seeing a draft of a document,
15 but --

16 **Q Do you have any idea what that four and a half**
17 **hours were spent doing?**

18 A No more than what it says there.

19 **Q On July 13th, 2004, it says you spent seven hours**
20 **"reviewing company documentation to give opinion." What is**
21 **that referring to?**

22 Oh, sorry, "regarding par value problem in a phone
23 conference with Brian."

24 A Oh, I discovered that the transfer agent records
25 had a different par value than that's shown on, I think, the

1 stock certificate. And I worked with Brian trying to figure
2 out what the correct par value was after all the stock splits
3 and everything, trying to make sure that it was all right in
4 all the places.

5 That's my recollection of what that was.

6 **Q And what did you do?**

7 A We computed what it was and fixed whichever one was
8 wrong.

9 **Q And that took seven hours?**

10 A It must have.

11 **Q What company documentation did you review?**

12 A Well, there would have been the Certificate of
13 Corporation, I suppose. I don't remember what else.

14 There would have been the phone calls with Brian,
15 there's stuff on file with the Secretary of State. I don't
16 remember.

17 **Q Do you remember anything else about the time you
18 spent working on that problem?**

19 A No.

20 **Q In various places in your July bill, it looks like
21 you worked on press releases.**

22 **Do you remember which press releases?**

23 A No.

24 **Q It describes on Page 1242 of Exhibit 301, it refers
25 it a "CIM transaction." What's that?**

1 A CIM would have been Casavant International Mining.

2 Q What's that?

3 A I don't know. Well, Casavant International Mining
4 is another mining company affiliated with Urban, but I don't
5 know -- I forget what that transaction was all about.

6 Q Was CIM ever your client?

7 A No.

8 Q Did CMKM ever do a transaction with CIM?

9 A I don't remember.

10 Q Do you have any idea what that is referring to,
11 then?

12 A Well, I mean it would appear that there was at
13 least a contemplated transaction, but I don't have any
14 recollection other than what's on these bills.

15 Q When you say "Prepared documentation" if you had
16 prepared documentation for a transaction, would those
17 documents appear in your client files?

18 A Not necessarily, if they were never executed or
19 even if they were executed and held by the company.

20 Q How does Edwards and -- what is your practice with
21 your clients regarding maintaining electronic files about
22 your clients?

23 MR. FETTWEIS: Electronic files?

24 BY MS. HAKALA:

25 Q Yes. I mean, I assume paper files are in the

1 **client files?**

2 A Right. Well, we have a database and you open up a
3 client and a matter number. And when you create a document,
4 you can save it under that number. And that's the way we
5 keep records for that.

6 **Q Was that your practice in 2004?**

7 A Yes.

8 **Q Is it correct to say that when you created**
9 **documents for CMKM, your client CMKM Diamonds, they would**
10 **have been stored under that client number?**

11 A Should have been. I mean, yeah, they should have
12 been. I can't say they always were, but they should have
13 been.

14 **Q If they weren't stored that way, how would they**
15 **have been stored?**

16 A Under some other number.

17 **Q What other number?**

18 A I don't know. We have a general number we can use
19 if for some reason the other number hasn't been set up yet or
20 something. But, normally, if I were creating a document for
21 CMKM, it would be under that number.

22 **Q In responding to the Commission's subpoena, did you**
23 **or someone at Edwards and Angell check for electronic**
24 **documents under CMKM Diamonds' client matter number?**

25 A I would expect they did. I didn't do it myself,

1 personally, because someone else from the firm collected
2 documents to reply to that subpoena. But I would imagine
3 they did.

4 **Q I understand Kathy Flemming is no longer at Edwards**
5 **and Angell; is that correct?**

6 A That's correct.

7 **Q If I wanted to go back to and ask?**

8 A You should contact Deming Sherman, D-e-m-i-n-g,
9 S-h-e-r-m-a-n. He's the firm's general Counsel.

10 **Q Do you know how I would contact him?**

11 A He is located in our Providence office. I don't
12 offhand know the phone number for the Providence office,
13 Providence Rhode Island.

14 **Q Is he aware of this matter?**

15 A He is.

16 **Q The entry for July 19th, refers to a number of**
17 **other telephone transactions.**

18 **Do you recall any of those phone conversations?**

19 A Phone conferences?

20 **Q Yes, sorry.**

21 A No, I don't remember those.

22 **Q According to this, you "e-mailed the transfer agent**
23 **regarding amendment to articles."**

24 **Do you see that?**

25 A Yes.

1 **Q Have you seen a copy of that e-mail in the past**
2 **year?**

3 A Our e-mail system automatically expunges e-mails
4 after six months. That e-mail may have been gone by the time
5 we got your subpoena. That's my understanding is that after
6 six months, they're gone.

7 **Q It appears that on July 27th, 2004, you spent five**
8 **and a half hours on the "opinion letters and related**
9 **conversations"?**

10 A Um-hum.

11 **Q Which opinion letters were those?**

12 A I don't know.

13 **Q What documentation did you review for your opinion**
14 **letters?**

15 A I don't recall exactly. In connection with all my
16 opinions, I would get a list from Brian, I would call him and
17 talk to him.

18 It was varying degrees of stuff from time-to-time
19 that I had to look at, and often there were mistakes in it
20 that I would correct.

21 But other than what it says here, I don't have any
22 independent recollection of what I looked at.

23 **Q Why did you have a phone conference with Helen**
24 **Bagley about stock issuances?**

25 A Well, she was the transfer agent.

1 **Q What did you talk to her about?**

2 A Probably called her and said, you know, "I'm
3 sending you the opinions."

4 **Q How did you send opinion letters to Helen Bagley?**

5 A I believe that I faxed them to her.

6 **Q Did you keep copies of everything that you sent to
7 Helen Bagley?**

8 A I don't remember specifically if I kept copies of
9 everything I sent to Helen Bagley.

10 MR. SPRUNG: Just one question would be, did you
11 maintain a correspondence file for this matter?

12 THE WITNESS: If so, it would have been produced, I
13 would think.

14 All my files -- I know the firm got all my files.
15 I believe that they did.

16 MR. SPRUNG: What I'm wondering is, was it your
17 practice to keep correspondence files on matters in which you
18 worked; in other words, incoming outgoing letters, faxes, et
19 cetera.

20 THE WITNESS: No, not everything. If something was
21 just unimportant, I didn't bother.

22 MR. SPRUNG: And a fax to Miss Bagley regarding
23 stock issuances for CMKM, was that a document you typically
24 stored in your file for CMKM?

25 THE WITNESS: The opinion itself certainly should

1 have been stored. But I don't know whether the cover letter,
2 the cover fax sheet to Helen would have been stored.

3 MR. SPRUNG: So, the actual transmission documents,
4 you're not sure whether they were stored?

5 THE WITNESS: I'm not sure whether they were
6 stored.

7 BY MS. HAKALA:

8 **Q Turning to Page 1252 on Exhibit 301?**

9 A Yes.

10 **Q It indicates that on August 2nd, 2004, you spent**
11 **four and a half hours "preparing three opinion letters for**
12 **the transfer agent."**

13 A Um-hum.

14 **Q Are those -- did you ever prepare any opinion**
15 **letters that went beyond, "I'm relying on Brian for account**
16 **opinion letters"?**

17 A No, none that I recall.

18 **Q So, according to this, it took you roughly an hour**
19 **and a half per opinion letter that you prepared?**

20 A Yeah. I had to review Brian's letter, often
21 correct mistakes, send them back to him, he would send them
22 back to me. I would talk with him about them.

23 As I said before, I would talk with Urban about
24 them. This is the amount of time it took.

25 **Q What kind of mistakes did Brian Dvorak make in his**

1 **opinion letters?**

2 A You know, dates, numbers, columns wouldn't always
3 add up.

4 I don't know. I mean, any time you sit down and
5 prepare something, you can make any sort of mistake.

6 **Q Do you remember any specific mistakes that Brian**
7 **Dvorak made in his opinion letters?**

8 A I remember sometimes mistakes of addition where
9 numbers didn't add up, the column didn't add up to the bottom
10 number. I would point that out. There would be words
11 misspelled. Some of them typos. The sort of mistakes one
12 always makes.

13 **Q Was it Brian Dvorak's practice to send you draft**
14 **opinion letters or only finalized opinion letters?**

15 A He sent me draft opinion letters.

16 **Q Did you wait until you had a final opinion letter**
17 **from him before preparing your opinion letter?**

18 A Yes.

19 **Q Why did he send you draft opinion letters?**

20 A To look at, to try to find -- he wanted, I guess,
21 another set of eyes looking at them. He knew I was going to
22 be relying upon them, so at some point, I was going to be
23 reviewing it.

24 And there is no point, I guess he felt, in going
25 through the work and preparing a signed legal opinion and

1 sending it out and saying, Brian, there are these mistakes, I
2 want you to reissue it. It made more suspense for me to do
3 my draft so he couldn't issue it on a formal basis, and I
4 could issue mine.

5 **Q How did it come about that you would review drafts**
6 **of Brian Dvorak's opinion letters?**

7 A He sent them to me to review.

8 **Q Who asked you to review them?**

9 A He did.

10 **Q Did Urban ever ask you to review Brian's work?**

11 A He asked me to work with Brian. No, he never
12 specifically asked me to review Brian Dvorak's letters. It
13 was just the natural thing to do.

14 **Q Did you ever tell urban that you were reviewing**
15 **Brian Dvorak's work?**

16 A No.

17 MR. SPRUNG: What were the circumstances under
18 which Mr. Casavant asked you to work with Mr. Dvorak on the
19 letters?

20 THE WITNESS: He said he was re-engaging Helen as
21 transfer agent, and Helen refused to work with Brian because
22 she was angry at him or something. And so, he wanted me to
23 deal with Helen. And I said, okay.

24 BY MS. HAKALA:

25 **Q How did that lead to you actually writing opinion**

1 **letters as opposed to being a conduit for Brian's opinion**
2 **letters?**

3 A It just -- that's just the way it worked. That's
4 just the way it evolved. I don't remember, specifically.
5 That's just what it amounted to.

6 Q So, you don't know why?

7 I guess, let me, I mean, if somebody said, "I
8 refuse to work with Mr. Jones, so I'm going to work with
9 you," you could act as a conduit with Mr. Jones. Ginger
10 could have given Brian Dvorak's letters to Helen Bagley.

11 Why did they retain a New York lawyer for \$400,
12 approximately, an hour to act as a conduit, and why did you
13 prepare your own opinion letters?

14 A Because that's -- I mean, other than what I've told
15 you, I don't have an explanation. That's just Helen said she
16 wouldn't deal with Brian. So, the way it worked out with
17 Brian sending an opinion to me that I could rely upon, and I
18 issued an opinion to Helen. That way, she wasn't dealing
19 with Brian.

20 MR. SPRUNG: But Miss Bagley needed more than just
21 a cover letter from you; is that right? She needed,
22 actually, your opinion on Mr. Dvorak's Opinion?

23 THE WITNESS: It wasn't an opinion. It said right
24 in it that I was relying on Brian's letter. All you have to
25 do is to read it to see that.

1 MR. SPRUNG: I guess what we are struggling to
2 understand is, we have heard your testimony that Ms. Bagley
3 does not want to work with Mr. Dvorak. That's fine.

4 But how that evolved into you endorsing Mr.
5 Dvorak's opinion as opposed to just transmitting it is where
6 we are struggling.

7 THE WITNESS: I guess sometimes people don't always
8 act rationally and maybe that could be said for Helen.

9 And Helen just refused to -- for her, dealing with
10 Brian included having an opinion in her hands that he wrote.
11 That was dealing with Brian, and she didn't want to do it.

12 MR. SPRUNG: It wasn't just an interpersonal thing.
13 She had concerns about the validity of his legal opinion?
14 That was part of dealing with him?

15 THE WITNESS: No. No, I don't think that.

16 I think that she interpreted having an opinion of
17 Brian and using it as working with Brian somehow being
18 involved with him, and she had said that she wasn't going to
19 do it. She wanted to have somebody else. So, I was that
20 person.

21 MR. SPRUNG: How did you become that person?

22 THE WITNESS: Because they had engaged me to help
23 the company become a reporting company. So, it naturally
24 fell to me to fulfill that role.

25 MR. SPRUNG: Was there a specific conversation with

1 Mr. Casavant?

2 THE WITNESS: He said, "I want to you deal with
3 Helen."

4 BY MS. HAKALA:

5 Q Did he ever say what that meant specifically?

6 A No, just whatever Helen wanted.

7 MR. SPRUNG: Did you thereafter have a conversation
8 with Miss Bagley about what she wanted or did you sort of
9 fill in the blanks?

10 THE WITNESS: I don't remember. I don't remember
11 how it came to pass that the procedure we developed was for
12 Brian to send me an opinion that I could rely upon and issue
13 a separate opinion to Helen.

14 MR. SPRUNG: But the goal was so that she never
15 directly had to take opinion letters from Brian Dvorak?

16 THE WITNESS: Her objection was to dealing with
17 Brian Dvorak. She interpreted that to include receiving or
18 handling an opinion of Brian.

19 But I never had any evidence -- she never indicated
20 to me that she thought that his opinions could not be relied
21 upon. She simply didn't like the guy, and she didn't want to
22 have his opinions that she was relying upon and using because
23 she didn't like him.

24 (SEC Exhibit No. 188 was referred
25 to.)

1 MS. HAKALA: I'd like to show you what was
2 previously marked as Exhibit 188.

3 Exhibit 188 is a series of documents, Bates
4 numbered E&A00327, E&A00600 through 644. I'm only planning
5 on asking you about the first page, which is a letter from
6 Helen Bagley to you, dated July 29th, 2004.

7 **Q Do you recognize this letter?**

8 A I don't remember it offhand.

9 **Q Do you have any reason to doubt the accuracy of**
10 **this letter?**

11 A I don't remember the letter.

12 **Q Please, could you take a minute just to read the**
13 **first page of Exhibit 188, which is the letter?**

14 A Um-hum.

15 **Q Have you had an opportunity to read that?**

16 A Yes.

17 **Q Please, would you -- this letter from Helen Bagley**
18 **says that, "I have enclosed several legal opinions that were**
19 **done by Mr. Dvorak For CMKM Diamonds, Inc. I would**
20 **appreciate if you would review these opinions and give First**
21 **Global Stock Transfer a letter to the fact that these**
22 **opinions are valid. This was a point I made to Mr. Casavant**
23 **when we accepted back CMKM Diamonds that we would want your**
24 **approval on any of Mr. Dvorak's Letters."**

25 **Does this refresh your recollection at all as to**

1 **why you had to write opinion letters in addition to Mr.**
2 **Dvorak?**

3 A No. I mean, the only thing I remember is that she
4 wouldn't deal with Brian. I don't remember getting this
5 letter. I don't deny that I got it. I mean, I just don't
6 remember ever getting it.

7 **Q I note that it was produced by your firm.**

8 A It was, okay.

9 **Q E&A is Edwards & Angell?**

10 A I see that down here. Yes. I never -- if I got
11 this, having the background that I had, I wouldn't have
12 necessarily thought that Helen meant I'm not taking his
13 opinions. It was simply, again, all I ever felt like I was
14 doing was dealing with Helen because she wouldn't deal with
15 Brian.

16 That's what I seem to recall. That's what I do
17 recall her telling me.

18 And, obviously, I felt his opinions were valid
19 because I relied upon them in my own opinions, and I said
20 that very clearly in the opinions that I wrote back to Helen.
21 I did think they were valid. I relied on them.

22 **Q I'm trying to understand if your role in writing**
23 **the opinion letters was, for lack of a better term, "Please**
24 **find enclosed cover letter," or whether you were, in fact,**
25 **substantially opining on the accuracy of the statements**

1 **within Brian Dvorak's opinion letters?**

2 A No, my opinion says that they rely upon his letters
3 solely for the opinion that the shares were outstanding for
4 two years. And they say that clearly.

5 So, I did think that his opinions were valid.

6 **Q And what was your basis for believing that his**
7 **opinion letters were valid?**

8 A Because I talked to him and said, "Brian, have you
9 done the work?" And he said, "Yes, I've done the work. I
10 looked at documentation. I talked to people. These shares
11 have been outstanding two years."

12 **Q Did you ask him what specifically he looked at?**

13 A He just said he looked at documentation. I said,
14 "You've looked at things that give you comfort that these
15 have been outstanding," and the answer was, "Yes."

16 **Q Instead of talking in general terms, perhaps it**
17 **would be helpful to take a look at one of your opinion**
18 **letters.**

19 A Okay.

20 (SEC Exhibit No. 302 was marked for
21 identification.)

22 MS. HAKALA: I'm showing you what has been marked
23 as CMKM Diamonds No. 302. Exhibit 302 is a series of
24 documents, the first three pages of which -- sorry, the first
25 two pages of which are Bates numbers E&A500 and 501, and are

1 a letter dated August 20, 2004, to Helen Bagley from your
2 firm.

3 The following pages are a series of letters from
4 Brian Dvorak to the Board of Directors of CMKM Diamonds,
5 Bates number CMKM184, and then it goes on from there.

6 I note that the Brian Dvorak's letters are not in
7 Bates number order, because I believe they were put,
8 attempted to match up the order of the letters listed on the
9 first page of your letter.

10 So, for the record, just so somebody reading the
11 transcript later is clear, I'm going to run through the Bates
12 numbers of the Dvorak letters that are attached behind the
13 Edwards, Angell letter in Exhibit 302. Please, bear with me.

14 Those are CMKM000184, 185, 186, 190, 191, 192, 187,
15 188, 189, 205, 206, 207, 241, 242, 243, 244, 245, 246, 301,
16 302, 303, 220, 221, 222, 256, 257, 258. And then Edwards &
17 Angell 00529530, 531, and then CMKM00274, 275, and 276.

18 **Q Mr. Glenn, do you recognize the first two pages of**
19 **Exhibit 302?**

20 A It appears to be my opinion from my law firm.

21 **Q Is this the opinion letter that you sent to Helen**
22 **Bagley?**

23 A It would appear to be.

24 **Q Do you have any reason to doubt it?**

25 A No.

1 Q Please, would you take a minute to look at the rest
2 of Exhibit 302.

3 After you've had a chance to do that, my question
4 to you is going to be whether or not the letters dated August
5 6th, from Brian Dvorak that are attached in Exhibit 302, are
6 the letters you referred to it at the bottom of your first
7 page of your letter in Exhibit 302?

8 A Yeah, they would appear to be.

9 Q Did you review Brian Dvorak's opinion letters
10 before preparing the cover letter that's the first page of
11 Exhibit 302?

12 A Yes.

13 Q I notice that the first page of Exhibit 302 lists a
14 series of approximately 11 or 12 entities starting with ABDU
15 trust.

16 Do you know what these entities are?

17 A No.

18 Q Have you ever spoken to any one of any of these
19 entities?

20 A I have not.

21 Q Did you ever ask Urban Casavant what these entities
22 are?

23 A I asked him if Directors were affiliated with any
24 of them and he said, no.

25 Q Did you ask him anything else about these entities?

1 A No.

2 Q Did you ask Brian Dvorak anything about these
3 entities?

4 A Just that he had reviewed or he was comfortable
5 that, in fact, these entities were owed these shares. But
6 not about the entities themselves, no.

7 Q Did you ask Brian Dvorak what the basis for his
8 conclusion was?

9 A He said to me that he had looked at documentation
10 or spoken to people and that he was comfortable that these
11 shares were issue able to these people.

12 Q Did he give you any other details?

13 A No.

14 Q Did you ask him for any other details?

15 A No.

16 Q When you prepared the letter that is the first two
17 pages of Exhibit 302, did you have any other materials
18 supporting your opinion other than Brian Dvorak's letters?

19 A Well, let's see. I had the stuff on file with the
20 Secretary of State of Nevada, which is public.

21 Q What records are those?

22 A Certificates of Incorporation.

23 Q If you take a look at Exhibit 188, which is the
24 letter from Helen Bagley which I think is the first page. I
25 think you have that there.

1 A Yes.

2 **Q Then the following pages are, I believe, a package**
3 **of materials based on other documents, actually. Well,**
4 **they're documents that you produced.**

5 **Are those the materials from the Secretary of the**
6 **State of Nevada that you're referring to?**

7 A I don't know. I mean, I had my own paralegal get
8 the documents on file with the State of Nevada preparing to
9 CMKM.

10 **Q Those documents were produced from Edwards and**
11 **Angle, and I don't want to testify, but I believe my**
12 **recollection is that those were the records from the**
13 **Secretary of State of Nevada that were produced by Edwards &**
14 **Angell.**

15 A Okay.

16 **Q Does that mean that those are the records that you**
17 **were referring to?**

18 A If these are the records that were on file with the
19 Secretary of State of Nevada that I got, then these would be
20 the records that, I guess, I'm referring to that I had in my
21 possession that I referred to to issue the opinion.

22 **Q Did you refer to those documents every single time**
23 **you prepared an opinion letter?**

24 A Well, I knew what was in them every single time
25 that I prepared an opinion letter.

1 **Q What, specifically, did you check the Nevada**
2 **Secretary of State's documents before preparing the opinion**
3 **letters?**

4 A Number of authorized shares would have been one
5 thing. The par value would have been another.

6 **Q Why did the par value matter in preparing the**
7 **opinion letters?**

8 A Because par value is important. I mean, you want
9 to get it right.

10 **Q I understand that as a general corporate law matter**
11 **it's important, but why does it matter in preparing opinion**
12 **letters?**

13 A Simply because you want your opinion letter to
14 refer to the stock and describe it correctly, and part of
15 that is the correct par value.

16 **Q Did you look at anything else?**

17 A Well, let's see. You know, it's been so long ago,
18 I honestly don't remember. There are some things referred to
19 here.

20 MR. SPRUNG: And I want to ask you about when you
21 say certified copies of organization and Government Stock
22 Permits, what are you referring to?

23 THE WITNESS: Certified by the Secretary of State.

24 MR. SPRUNG: That refers to Secretary of State
25 documents.

1 THE WITNESS: And Certificate of Good Standing.

2 MR. SPRUNG: What is that?

3 THE WITNESS: I think we got that.

4 MR. SPRUNG: You mean that they're in good standing
5 of Nevada law?

6 BY MS. HAKALA:

7 **Q What about Certificate of Factual Matters?**

8 A I asked Urban factually whether these people, and
9 also asked Brian whether these people were entitled to these
10 shares, whether they had been outstanding for two years, and
11 they certified to me that they were.

12 **Q Did they certify in writing?**

13 A No. If I had known that sitting here today, I
14 would have gotten it in writing. But I didn't ask Urban to
15 put it in writing. I just talked to him about it.

16 **Q What about company resolutions and other records?**

17 A Well, as I said to you earlier, that sometimes
18 maybe each time I would ask Brian to send me the resolutions,
19 but I don't have a specific recollection in connection with
20 this particular opinion whether I did. I may have I may not
21 have.

22 MR. SPRUNG: You mean, the resolutions authorizing
23 the issuance of the shares?

24 THE WITNESS: Right.

25 MR. SPRUNG: Was that the kind of document that

1 Miss Gutierrez would have had?

2 THE WITNESS: Yes, I would have expected her to
3 have, yes.

4 MR. SPRUNG: But it is your testimony that Mr.
5 Dvorak had that document as well in preparing his opinion
6 letter or would get it from him?

7 THE WITNESS: Or would look at it. I may have
8 asked him to send it to me. I have a recollection of asking
9 him to send me, I want to say, I asked him to send me the
10 resolutions. It seems like I did. But it's been a long time
11 ago. I don't remember.

12 And reference to other records, "pertinent
13 documents and instruments," I'm not sure what that refers to.
14 It's kind of standard language that lawyers put in legal
15 opinions as a catch-all for whatever else you reviewed.

16 MR. SPRUNG: Right. When you testified earlier
17 that you corrected mistakes in Mr. Dvorak's drafts, were you
18 correcting them in the four corners of the document?

19 THE WITNESS: Yes.

20 MR. SPRUNG: In other words, you got the draft, you
21 looked at it, and you said that should be --

22 THE WITNESS: "This word is misspelled." "This
23 column of numbers doesn't add up."

24 MR. SPRUNG: But you weren't saying, here is the
25 opinion, I have this stack of records, I'm going to pile

1 through these to make sure that this is --

2 THE WITNESS: No, no.

3 MR. SPRUNG: So, it was what you saw with your eyes
4 in the draft?

5 THE WITNESS: Yeah. Going through the corporate
6 records and verifying that these things were issued sometime
7 ago, that was to say they received the compensation for them,
8 that was Brian's job.

9 I questioned him if he was doing it. I said, "Are
10 you sure?" He was sure. He said, "I looked at the
11 documentation." He said he talked to people.

12 On that basis, he gave me an opinion. I felt that
13 I could rely on that opinion. I thought it was valid. I had
14 no reason to think that it wasn't.

15 When one lawyer relies on the opinion of another,
16 you don't go and do all the work over again. That's the
17 whole reason why one lawyer can rely upon the opinion of the
18 other so that you don't have to duplicate the work.

19 Unless I have actual knowledge that his opinion is
20 wrong somehow, then I'm allowed to rely upon it, is how it
21 works.

22 And I even questioned him to make sure that he was
23 certain that these opinions were correct and he was. He
24 assured me he was. And he gave me his assurances that he had
25 looked at stuff, so I felt that I could rely on his opinion.

1 And that's what you do. When two lawyers work
2 together and one relies on the opinion of another, then the
3 one that's doing the relying, he doesn't redo all of the work
4 of the first because that would be duplicative.

5 BY MS. HAKALA:

6 **Q Then why didn't Helen Bagley rely on Brian Dvorak's**
7 **opinions?**

8 A She did to the extent that mine says that I am
9 relying on these opinions. I mean, the opinion says that.

10 **Q And the fact that she wrote you saying, "Please**
11 **confirm that these are valid opinions for me," in Exhibit**
12 **188?**

13 A Whatever that means. The way lawyers work with
14 opinions is, you rely on other lawyers' opinions unless you
15 have actual knowledge that it's wrong.

16 You don't redo the work. That wouldn't make any
17 sense to go and redo all the work.

18 **Q Do you see a difference between relying on**
19 **someone's opinion and going on, and in the course of relying**
20 **on somebody's opinion in order to do some other work of your**
21 **own and rubber stamping their opinion as valid yourself?**

22 A I didn't understand the question.

23 **Q Do you see a distinction between relying on**
24 **somebody's opinion in order to do something and rubber**
25 **stamping their opinion as valid in issuing your opinion to**

1 **that same effect?**

2 MR. FETTWEIS: I object to the question as
3 argumentative.

4 THE WITNESS: I didn't just rubber stamp his
5 opinions. I told you. I questioned him about them. I
6 questioned Urban about them.

7 If he had sent me an opinion that had him issuing
8 shares to Urban, I would have said, "No, you can't do that."
9 Or the other Director, I would have said, "You can't do
10 that." But he didn't.

11 So, I didn't just rubber stamp. I took them for
12 what they were, and I did rely upon them, and I had no reason
13 not to be able to rely upon them.

14 BY MS. HAKALA:

15 **Q Did you ever think that Helen Bagley's concerns**
16 **about Brian Dvorak's opinion letters were a reason not to**
17 **rely on them?**

18 MR. FETTWEIS: Objection, to the form of the
19 question.

20 THE WITNESS: I don't believe she had that concern.

21 I have told you over and over. I believe that it
22 was more of a personal matter that she didn't want to deal
23 with Brian, and she in her mind, interpreted taking his
24 opinions as having to deal with him.

25 BY MS. HAKALA:

1 **Q You testified about the particular opinion letter**
2 **that is Exhibit 302.**

3 **Did you ever take any different steps with respect**
4 **to any of the other opinion letters?**

5 A I took, basically, the same steps with all the
6 opinion letters.

7 **Q I would like to show you what's previously been**
8 **marked as Exhibit 190.**

9 **(SEC No. Exhibit 190 was referred**
10 **to.)**

11 BY MS. HAKALA:

12 **Q Exhibit 190 is a letter to Helen Bagley from you,**
13 **dated September 29th, 2004, Bates number E&A00831, and then**
14 **behind it a letter dated September 8th, 2004, from Brian**
15 **Dvorak to the Board of Directors of CMKM Diamonds, Bates**
16 **numbered CMKM00178, 179 and 180.**

17 **Do you recognize Exhibit 190?**

18 A It looks like, again, an opinion letter that I had
19 wrote to Helen on the date -- on its date.

20 **Q And it refers to a letter dated September 8th,**
21 **2004, from Brian Dvorak.**

22 **Is that the letter that's attached?**

23 A I don't know. Issuance of dividend stock.

24 Well, I don't see an attached list that agrees with
25 this list, so I don't know.

1 **Q Was it your understanding that these issuances were**
2 **because the company had forgotten to issue shares earlier?**

3 A Just neglected to.

4 **Q Have you ever had a company, any other clients**
5 **neglect to issue shares for over two years?**

6 A Not that I recall.

7 **Q Did you ever think that it was peculiar that CMKM**
8 **Diamonds had neglected to issue shares to so many different**
9 **people?**

10 A Yes, but CMKM was a peculiar company that had a lot
11 of peculiar-type problems.

12 It was a bad situation. And one of the reasons why
13 they got me involved was to try to clean up the situation,
14 and all we were trying to do was clean it up and get the
15 books and records correct.

16 I mean, yeah, yeah, I'll admit it seemed odd. But
17 I said to Brian, "Are you sure," and he said, "Yeah, they
18 just didn't issue the shares, the share certificates."

19 These were in connection with stock dividends the
20 two-for-one stock dividends. So, they had originally issued
21 the shares. They just didn't issue the shares upon the stock
22 split.

23 **Q I think this says half the shares were fully paid**
24 **for in 2001, but certificates evidencing the same were never**
25 **issued?**

1 A And the remainder of the issues were issued as a
2 two-for-one. All right. Okay.

3 **Q Did it ever occur to you that the company might be**
4 **issuing shares now and just saying that they had been**
5 **purchased two years earlier?**

6 A But see, they had no incentive to do that. The
7 company wasn't getting any money for these. I mean, the
8 company was just issuing these certificates to these people
9 named here. They weren't getting any money.

10 It wasn't as if these people were coming up saying,
11 "Give me share certificates." The company, my client said,
12 we owe stock certificates to these people, and we want to
13 issue them to get the books and records straight so we can
14 figure out how many shares outstanding we have.

15 What incentive, I ask myself, would the company
16 have to issue shares to a bunch of people? They're not
17 getting any money for them.

18 **Q Did you ever ask anyone if they were getting**
19 **proceeds from the sale of these certificates?**

20 A No, they had got earned proceeds two years earlier
21 or more whenever the constructive issuance was. So, they
22 weren't -- I mean, the company wasn't getting any money. The
23 company said to me, we owe these shares to people and we want
24 to get them issued so we can figure out how many shares we
25 have outstanding.

1 And my recommendation was that they do a big
2 reverse split, because they had way too many shares
3 outstanding, obviously.

4 **Q Did you take any steps to contact any of the people**
5 **who received shares in your opinion letters?**

6 A No. I have said no. Because that was Brian's job.
7 And I asked him whether he was confident that these people
8 were owed these shares, and he told me that he was. Plus, I
9 knew that if I issued this opinion, then Helen had to issue a
10 certificate for this to Vince, and it couldn't go out of his
11 hands into somebody else's name without a medallion
12 guaranteed signature, pursuant to the New York Stock Exchange
13 rules.

14 I mean, in other words, somebody had to qualify
15 with a guaranteed signature, would have to attest that that
16 was them signing the shares over to somebody. So, I felt
17 like from that, that the shares were getting out to the
18 correct peoples' hands.

19 **Q Did you ever have any concerns that the shares that**
20 **you were opinionating could be reissued shares, were people**
21 **who were connected with Urban Casavant?**

22 A No, Urban said they weren't. Now, obviously,
23 connected? Dale and Max, I think were his son and brother.
24 But they're adults. They don't live with him. And according
25 to him, they put money up or services.

1 **Q Did you ever ask what services were provided to**
2 **CMKM**

3 MR. FETTWEIS: By these two?

4 BY MS. HAKALA:

5 **Q By anyone who received shares.**

6 A Again, I didn't. I asked Brian whether he was
7 comfortable based on his work that they were owed these
8 shares due to whatever consideration they made to the
9 company, and he always advised me that he was.

10 MR. SPRUNG: So, your assessment in these letters,
11 you left the question of the obligation to issue the shares
12 to Mr. Dvorak?

13 THE WITNESS: Yes.

14 MR. SPRUNG: You never questioned his conclusion
15 about an obligations of shares?

16 THE WITNESS: I questioned him about it, but I
17 never said, "Oh, well Brian, show me what you relied on so I
18 can determine whether or not you were reasonable in relying
19 upon it." I didn't do that.

20 Except that when he said to me, and he did, he
21 said, "I've looked at documentation for all these people and
22 talked to them," some of them, or all, however many, I
23 thought I had to, I believed the guy. I believed him. I
24 relied on him.

25 I didn't say to him, "Tell me exactly who you

1 talked to and what did he say. Tell me exactly what
2 documentation you looked at to try to verify," because then,
3 I would have been giving his opinion. There would have been
4 no point in his opinion.

5 I felt I questioned him enough to be able to rely
6 upon his opinions. I didn't know them to be wrong. In fact,
7 I had taken measures to try to verify they were right,
8 talking go Urban, talking to him, trying to probe.

9 He convinced me that he had done the work. He
10 convinced me that he was familiar enough with the books and
11 records of the company that these shares were owed.

12 I couldn't see any incentive for the company to
13 want to issue shares to people that weren't owed to them
14 because we weren't getting any money for them.

15 They wanted to clean up the books and records so
16 they could eventually, at some point, file a Form 10. That's
17 what they told me.

18 **Q Did you ever explicitly discuss with anyone the**
19 **fact that the company wouldn't get any money from issuing**
20 **these shares?**

21 A It was obvious. It was obvious. These shares they
22 had gotten the consideration earlier.

23 **Q Turning back to Exhibit 302, which is the other**
24 **opinion letter that starts the first entity is ABDU Trust?**

25 A Yes.

1 **Q Did you ever try to look up any of those entities**
2 **and find out who owned them?**

3 A No, I said I relied on Brian to do that.

4 **Q Did you know that John Edwards controlled those**
5 **entities?**

6 A No. No, I didn't.

7 **Q If you had known that, would that have affected**
8 **your opinion?**

9 A I don't know. I mean, John Edwards, to my
10 knowledge, was not an affiliate of CMKM Diamonds.

11 If John Edwards two years ago had caused these
12 entities to invest money and he was owed the stock, he was
13 owed the stock I guess.

14 **Q I'd like to show you what has previously been**
15 **marked as Exhibit 192.**

16 **(SEC Exhibit No. 192 was referred to.)**

17 MS. HAKALA: Exhibit 192 is a letter from you to
18 Helen Bagley, dated September 29th, 2004. It's Bates
19 numbered E&A00723 through 730. And then behind it is a
20 letter dated September 8th, from Brian Dvorak, Bates number
21 CMKM00178 through 180.

22 **Q Do you recognize Exhibit 192?**

23 A I do.

24 **Q Did you prepare the letter that is the beginning of**
25 **192?**

1 A Yes.

2 Q And did you rely upon the letter, September 8th
3 letter from Brian, in preparing this letter?

4 A The letter I would have relied upon would have had
5 the detailed information about the share issuances.

6 Q When you say that, you mean the list of people and
7 the numbers?

8 A Yeah. And amounts, yeah.

9 Q Did you ever -- what conversations did you have
10 with Urban Casavant before preparing this September 29th
11 letter?

12 A The same as I always did. I said, "Were all these
13 shares owed to all these people?" And he said, "Yes."

14 Q Anything else with Urban Casavant?

15 A I said "None of these people are affiliated with you
16 or any other direct non-affiliates?" And he said, "No."

17 Q What do you mean by affiliate?

18 A One person is affiliated with another if he
19 controls or is under control of or under common control of
20 another person.

21 Q Did you explain to Urban Casavant what you meant by
22 an affiliate?

23 A Yeah, basically that.

24 Q What do you mean by when two people -- how is one
25 person under the control of another person?

1 A Well, a Director controls a corporation, for
2 example.

3 **Q When you say they weren't an affiliate for CMKM**
4 **Diamonds, you mean that they didn't control the company?**

5 A Right. Or were under common control of the
6 company.

7 **Q So that the company didn't control two people?**

8 A Well, for example, if Urban, if some of these
9 shares were going to CMKM Extreme, which Urban's, Urban was a
10 Director of CMKM and I believe he controlled CMKM Extreme, so
11 CMKM Extreme was an affiliate of CMKM on any shares issued to
12 it, they wouldn't be restricted shares.

13 A So, they wouldn't, technically, have to have a
14 legend, but you normally put a legend on them.

15 **Q All of the people and share numbers that are listed**
16 **in Exhibit 192, was it your understanding that they provided**
17 **the compensation for the shares more than two years earlier?**

18 A That's what -- yeah, that's what Brian said.

19 **Q I think you already testified to this, but I want**
20 **to confirm that it applies to this letter as well.**

21 **Did you ask any other details about these issuance?**

22 A No, I just asked if he was sure. He said he had
23 talked to some of them. Some of these people I think he
24 talked to when he was up in Canada.

25 **Q Which ones?**

1 A I don't know.

2 Q Did you know at one time and not remember now or
3 did you ever know?

4 A I think he told me that he talked to some of these
5 people when we were up in Canada.

6 Q But did you ever know which specific people he
7 talked to?

8 A No. No, I didn't.

9 Q Please would you turn to Page 7 of your letter,
10 which is Bates number 00729?

11 A Okay.

12 Q The fifth entity listed here is Nevada Minerals.

13 A Yes.

14 Q It got 2.7 million shares?

15 A Right.

16 Q This came before in your prior testimony, but you
17 were prevented from answering the question by privilege.

18 Nevada Minerals was your client as well, right?

19 A I did my first bit of work for Nevada Minerals on,
20 I think, September the 20th, 2004.

21 Q So, by September 29th, 2004, Nevada Minerals was
22 your client, right?

23 A In a sense.

24 Q According to this letter, Nevada Minerals provided
25 compensation to CMKM Diamonds prior -- on or prior to

1 **September 29th, 2002.**

2 A Right.

3 Q I showed you before, and I'd be happy to show you
4 again, the Secretary of State -- that according to the Nevada
5 Secretary of State, Nevada Minerals wasn't incorporated until
6 December 19th, 2003.

7 So, how did Nevada Minerals pay CMKM for shares
8 before it was incorporated?

9 A Well, a couple of things. First of all, as I said
10 to you, my first dealing with them as a client was on
11 September the 10th, 19 days before this.

12 And that was merely taking a mortgage foreclosure
13 action that Nevada had, they bought a mortgage that was in
14 foreclosure and they wanted advice on how to proceed
15 foreclosing it.

16 Just because someone becomes your client doesn't
17 mean that you immediately know every fact about that client.

18 The only thing that I had done for them at that
19 point was take some litigation papers and go talk to a
20 partner of mine who is a litigation partner, and ask him how
21 they should best proceed to foreclose on this real estate.

22 I didn't know anything about the background of
23 Nevada Minerals. For all I knew, they had been around for
24 years. And I had no reason to look into their background at
25 this point.

1 They first became a client less than 20 days before
2 the date of this letter. I had no reason, whatsoever, to
3 look into their background, and I didn't know their
4 background on September the 29th, because the only thing I
5 had done was talk to a litigation partner about how they
6 should proceed on this mortgage foreclosure, and then give
7 them advice on that. That's all. That's number one.

8 Number two, I think at one point I had a
9 conversation with Brian, and I think he told me that some of
10 these people may have acquired the shares from the people to
11 whom they were originally issued.

12 As you know, under 144, if you acquire shares from
13 a non-affiliate company, you're allowed to tack the holding
14 period of the original person. And I think his opinions he
15 said to me were based upon the original issuance of the
16 shares.

17 Some of them might have been purchased in this case
18 perhaps, and I don't know for sure what the circumstances
19 were, by Nevada Minerals. But that's okay, because if you
20 buy restricted stock from someone who's not an affiliate of
21 the company, you get to tack the holding period of the person
22 who originally bought it.

23 I seem to recall that I had that conversation with
24 Brian that some of these shares had changed hands.

25 **Q Did you ever identify which ones?**

1 A No.

2 Q Is it correct to say that before we went over it in
3 testimony in July of 2006, you didn't realize the apparent
4 discrepancy of Nevada Minerals buying shares before it was
5 incorporated?

6 A That is true. I believe you're the first one to
7 call it to my attention.

8 Q Since I called that to your attention, have you
9 asked anyone other than your lawyer about that?

10 A No.

11 Q Have you had any conversations with Brian Dvorak
12 since 2005?

13 A Yes.

14 Q When?

15 A My lawyer and I traveled to Las Vegas and met with
16 him and his lawyer. When? Do you remember?

17 MR. FETTWEIS: A couple of months ago.

18 THE WITNESS: A couple of months ago.

19 BY MS. HAKALA:

20 Q What was discussed during that meeting?

21 MR. FETTWEIS: Let me say something directly about
22 this meeting.

23 You can ask Mr. Glenn subject matter. You can ask
24 him his participation or lack thereof in the substance of the
25 meeting.

1 His presence was requested by Mr. Dvorak's Counsel,
2 and at the request of Mr. Dvorak's Counsel, at the time we
3 entered into a common interest agreement with regard to that
4 meeting.

5 This is the one area that Mr. Glenn is not free to
6 discuss substantively in terms of what was talked about at
7 the meeting because, as I say, at the request of Mr. Dvorak's
8 Counsel, we entered into an agreement for this meeting, at
9 this meeting, to assert the common interest exception.

10 But my purpose of the meeting was to meet Brian
11 Dvorak. That's what I wanted to do. I wanted to meet this
12 fellow who was, obviously, important to this case.

13 And as a condition of that meeting or in connection
14 with that meeting, Mr. Dvorak's Counsel asked that Mr. Glenn
15 Come along as well.

16 MS. HAKALA: Was a written privilege agreement
17 executed?

18 MR. FETTWEIS: No, there was not.

19 MS. HAKALA: So, it was just verbal?

20 MR. FETTWEIS: Yes.

21 MS. HAKALA: What were the terms of the agreement?

22 MR. FETTWEIS: Mr. Dvorak's Counsel and I discussed
23 that the common interest exception would apply to that
24 meeting.

25 MR. FETTWEIS: The primary purpose of the meeting,

1 as I say, was for me to talk to Mr. Dvorak. My recollection
2 is that no questions were asked of Mr. Glenn throughout the
3 entire meeting. I wanted to talk to Mr. Dvorak, and Mr.
4 Dvorak's Counsel asked that we agree to those terms, and I
5 did.

6 BY MS. HAKALA:

7 **Q Mr. Glenn, What was the subject matter of that**
8 **meeting?**

9 A The subject matter was just Mr. Dvorak's activities
10 with respect to CMKM.

11 **Q What did he say?**

12 A I can't tell.

13 MR. FETTWEIS: Because of the reasons that I have
14 indicated, because of the common interest exception to the
15 attorney/client privilege that apply to that meeting, at the
16 request of the Mr. Dvorak's Counsel, I have to instruct Mr.
17 Glenn not to answer that question.

18 BY MS. HAKALA:

19 **Q Mr. Glenn, Are you taking your Counsel's advice?**

20 A I am.

21 **Q How long was that meeting?**

22 A That meeting was two hours.

23 **Q Who attended that meeting?**

24 A I attended it. My attorney, Mr. Fettweis, Brian
25 Dvorak and his attorney.

1 **Q Anyone else?**

2 A No.

3 **Q When was that meeting?**

4 A It was one evening in a restaurant in Las Vegas at
5 the Rio.

6 **Q Sorry, when was that meeting?**

7 A I don't remember when it was. It was a couple of
8 months ago. I don't remember the exact date.

9 **Q Was it after CMKM Diamonds agreed to waive
10 privilege?**

11 A I don't remember. When did CMKM Diamonds agree to
12 waive privilege?

13 **Q Approximately, I believe, June or July of this
14 year. That's my best recollection.**

15 A I cannot remember whether it was before or after
16 that. I just don't remember.

17 Is there a letter? Don't we have a letter from
18 someone?

19 MR. FETTWEIS: If you want, I can address this
20 letter.

21 Mr. Frizzell's Letter is dated October 1, 2007.

22 Mr. Frizzell And I had a conversation a few days before
23 confirming that the company would waive the privilege.

24 But October 1, 2007, is roughly the time when it
25 came to my understanding that CMKM Diamonds was going to

1 waive the privilege, and this meeting that Mr. Glenn is
2 referring to occurred significantly before that.

3 BY MS. HAKALA:

4 Q What was the catalyst for that meeting?

5 A My attorney just wanted to meet Mr. Dvorak and talk
6 with him.

7 Q Have you met with anyone else from CMKM Diamonds
8 since 2005?

9 A No.

10 MR. SPRUNG: Was that the only meeting that you
11 attended with Mr. Dvorak?

12 THE WITNESS: Yes.

13 MR. SPRUNG: Have you had any contact with Mr.
14 Dvorak or his Counsel since that meeting?

15 THE WITNESS: No.

16 MR. SPRUNG: So, am I to understand that your
17 Counsel was the one who reached out to Mr. Dvorak and/or his
18 lawyer to set up this meeting? Is that what happened?

19 THE WITNESS: Yes.

20 BY MS. HAKALA:

21 Q You said that Nevada Minerals only became your
22 client on September 10th 2004?

23 A Yeah. Within a couple of days of that. That's
24 when I first did work for them.

25 Q Who owns Nevada Minerals?

1 A I believe, although I don't know for sure, that
2 it's owned by Ed Dhonau.

3 **Q When was the first time you were in touch with Ed**
4 **Dhonau?**

5 A I first met Ed Dhonau on our due diligence trip to
6 Saskatchewan.

7 **Q Did Ed Dhonau?**

8 A Not that I'm aware of. He was a big investor in
9 the company. I believe. He owned a series of preferred
10 stock.

11 **Q Did you ever discuss CMKM Diamonds with Ed Dhonau?**

12 A Only in connection with their joint venture down in
13 Ecuador.

14 **Q I thought you testified before that there was**
15 **something in June or July where CMKM Diamonds, Nevada**
16 **Minerals and U.S. Canadian Minerals were arranging some kind**
17 **of joint venture or anything?**

18 A That's correct. I don't recall talking to Ed about
19 that. I didn't know Ed back then.

20 **Q You knew that Nevada Minerals existed as a**
21 **corporate entity back in June or July of 2004; is that**
22 **correct?**

23 A I suppose so.

24 **Q Is it correct to say that the statement in your**
25 **letter dated September 29th, 2004, that Nevada Minerals**

1 **acquired shares from CMKM Diamonds before it was**
2 **incorporated, that you don't know how Brian Dvorak came to**
3 **that conclusion?**

4 MR. FETTWEIS: Objection, to the form of the
5 question.

6 THE WITNESS: I don't understand that question.
7 Sorry.

8 BY MS. HAKALA:

9 **Q Do you know how Brian Dvorak came to the conclusion**
10 **that Nevada Minerals had acquired 2.7 millions shares of CMKM**
11 **Diamonds before it was incorporated?**

12 A I don't know if that was his conclusion, as I said.
13 His conclusion may have been that those shares were issued to
14 someone else who was not an affiliate and then subsequently
15 were acquired by Nevada Minerals.

16 **Q Did you ever ask Brian which shareholders that**
17 **applied to?**

18 A No. I already said, I never asked him
19 specifically. I just remember a general conversation, I
20 think.

21 **Q I noticed in the list of reissuance of shares on**
22 **the September 29th, 2004 letter, that Ginger Gutierrez, this**
23 **is the bottom of Page 4 of your list, Bates number 00726,**
24 **Ginger Gutierrez received five billion shares.**

25 A Yes.

1 **Q Did you ever ask Brian Dvorak what Ginger Gutierrez**
2 **did for the company?**

3 A No. I mean, she was working for the company at
4 that time. If she had done the work and she had rendered
5 services in the past, I mean that would have been a perfectly
6 reasonable thing to have happened.

7 **Q I have seen documents suggesting that Ginger**
8 **Gutierrez and James Kinney sold shares of CMKM Diamonds stock**
9 **and then returned the proceeds to Urban Casavant.**

10 **Have you ever heard that?**

11 A Never.

12 **Q Did anyone tell you that that is what was going on?**

13 A No, never.

14 **Q If you had known that at the time, would you have**
15 **raised any concerns with the company?**

16 A If I had known that they were taking shares,
17 selling them and giving the proceeds to Urban, yes, that
18 would have caused some concern.

19 **Q No one ever told you that?**

20 A No, never.

21 **Q Did you ever ask Urban if he was getting any**
22 **proceeds at that time in 2004, from the issuance of these**
23 **shares?**

24 A I asked him if he was associated with these people.
25 I think I said, "You have nothing to do with these shares,

1 right?" And he said, "No, I got nothing to do with them." I
2 said, "Okay."

3 **Q Did you ask him anything else about the issuances?**

4 A No, that seemed to be enough. I mean, if he was
5 getting proceeds and the answer is, "I have nothing to do
6 with these shares," I would have to say it was a lie. It was
7 a lie to me.

8 If he was doing that, and you keep talking about
9 John Edwards, if John Edwards was doing that, then I got
10 duped like everybody else, I guess.

11 MS. HAKALA: It's 12:20 and I think now is a good
12 time to take our lunch break.

13 THE WITNESS: Could I just say, if this is going to
14 go on, maybe we should continue?

15 MS. HAKALA: I think we'll be able to finish.
16 We'll be here the full day, but I don't think that we will be
17 pressing into the evening hours.

18 THE WITNESS: Okay.

19 (Whereupon, at 12:28 p.m., a lunch recess was
20 taken.)

21 MS. HAKALA: Back on the record at 1:40 p.m., on
22 Thursday, October 23rd, 2007.

23 EXAMINATION (Continued)

24 BY MS. HAKALA:

25 **Q Mr. Glenn, do you understand that you remain under**

1 **oath?**

2 A Yes.

3 **Q And is there any reason that you cannot continue to**
4 **give your best testimony today?**

5 A No.

6 MS. HAKALA: Counsel, do you agree that during the
7 break we had no substantive conversations?

8 MR. FETTWEIS: That's correct.

9 MS. HAKALA: I'd also like it note for the record
10 that during the break, Mr. Frizzell Asked the staff two
11 questions which the staff declined to answer, and that the
12 staff has observed all the standard protocols with respect to
13 non-public investigations.

14 Mr. Frizzell, Do you agree with that?

15 MR. FRIZZELL: Yes.

16 BY MS. HAKALA:

17 **Q Mr. Glenn, did Urban Casavant ever discuss with you**
18 **any personal problems that he had?**

19 A The only personal problem that I recall was, as I
20 said before, he had a stroke, and I've forgotten now when it
21 was. I think it was in the fall of 2004.

22 **Q Did that stroke affect him, as far as you could**
23 **tell?**

24 A He said that it affected his memory. He couldn't
25 remember as well as he used to.

1 **Q Did you ever discuss any other personal problems**
2 **with him?**

3 A No, not that I recall.

4 **Q Of his, of course.**

5 A Right.

6 **Q Did anyone else ever discuss with you any personal**
7 **problems that Mr. Casavant had?**

8 A You know, I guess it depends on what you mean by
9 "personal problems."

10 I heard from, I think Greg Kasermo that he liked to
11 gamble a lot and liked to drink a lot.

12 **Q Other than that flight to Ecuador when he told you**
13 **he made \$15 million in a stock transaction, did Mr. Casavant**
14 **ever discuss his personal finances with you?**

15 A No.

16 **Q Did he ever discuss his stock activities with you?**

17 A No.

18 **Q Did you ever meet someone by the name of Darryl**
19 **Proyor, P-r-o-y-o-r?**

20 A No.

21 **Q Did you hear of him?**

22 A Yes.

23 **Q How did you hear that?**

24 A In the investigation with the SEC, his name has
25 come up.

1 **Q Prior to the investigation?**

2 A I don't think so.

3 **Q Did you ever hear of a broker/dealer called NevWest**
4 **Securities?**

5 A I believe that NevWest was a broker/dealer that was
6 sanctioned by the NASD for trades in CMKM, some kind of
7 bookkeeping violation or something a while back.

8 **Q How do you know that?**

9 A I read it in the paper.

10 **Q Have you ever had any personal dealings with**
11 **NevWest Securities?**

12 A No.

13 **Q Have you ever heard of anyone having any personal**
14 **dealings with NevWest Securities, other than what you've read**
15 **in the newspaper?**

16 A No.

17 **Q In the opinion letter that I showed you earlier,**
18 **which I believe was Exhibit 302, the top letter from you, is**
19 **dated August 20th, 2004.**

20 A Yes.

21 **Q If you take a look at Brian Dvorak's opinion**
22 **letter, which is Page 3 of Exhibit 302, dated had August 6,**
23 **2004, referring to the issuances of shares to ABDU Trust?**

24 A Yes.

25 **Q Do you see that the second paragraph of that letter**

1 says, "You have previously advised us that ABDU had purchased
2 five million shares in the company on or about May 5th, 2001,
3 for an exchange of services and that services were provided
4 contemporaneously with the purchase."

5 Do you see that?

6 A Yes.

7 Q What company is that referring to?

8 MR. FETTWEIS: Objection, to the form.

9 You're asking him to interpret Mr. Dvorak's letter.

10 Obviously, he didn't write this letter.

11 BY MS. HAKALA:

12 Q What was your understanding of what company that
13 was?

14 A It would be CMKM Diamonds, I suppose.

15 Q Sorry?

16 A CMKM Diamonds.

17 Q When was CMKM Diamonds incorporated?

18 A I don't know.

19 Q If you take a look, please, at EXHIBIT 188, which
20 you have there, the first page is a letter from Helen Bagley
21 to you. The first page of that is Helen Bagley's letter, and
22 then the rest are the corporate documents from the Secretary
23 of State of Nevada related to the company.

24 A Yes.

25 Q It appears -- I'll point you to whatever page in

1 188 I'm going to ask you about, but I don't want to fail to
2 give you an opportunity to look at Exhibit 188 as much as you
3 would like. So, please let me know when you feel comfortable
4 talking about it.

5 A Um-hum. Okay.

6 Q If you take a look at Exhibit 188, it appears from
7 the third page of Exhibit 188, which is Bates number
8 E&A00601, that Cybermark was incorporated in Nevada on April
9 18th of 2002?

10 A Um-hum.

11 Q Do you know what Cybermark is?

12 A It was a company that became, I guess, CMKM in a
13 merger.

14 Q My understanding is -- I guess my question is, in
15 Exhibit 302, the letter talks about -- Brian Dvorak's letter
16 talks about the company,

17 A Yeah, but see the Article -- the Certificate of
18 Incorporation is followed by Article of Conversion. It says
19 that Cybermark was converted from the Delaware company, so it
20 was original incorporated elsewhere in 1998.

21 Q That's correct.

22 A And the conversion to Nevada would not have had an
23 effect on that.

24 Q That makes sense.

25 My actual question was whether or not -- my

1 understanding from the documents, and maybe you can tell me
2 if you have a different understanding, is that Urban Casavant
3 was involved with some private companies that reverse-merged
4 with Cybermark to become public sometime late in 2002.

5 A I believe that's correct.

6 Q So, the real thing I'm wondering about is, the
7 letters all say that people and entities purchased shares of
8 the company earlier in 2002 and in 2001.

9 Were those shares purchased from Cybermark or from
10 the private entities that were reverse-merged into Cybermark?

11 A I'm not sure I know the answer to that. It could
12 have been either, I suppose.

13 Q Did you ever discuss that with anyone?

14 A Yeah. I seem to recall having a conversation about
15 that with Brian and he explained it to me, but I don't
16 remember the explanation.

17 Because I was aware that the company was put
18 together through a so-called reverse-merger into a public
19 shell, and I remember having a conversation with Brian
20 explaining it to me, but I don't remember now what the
21 explanation was.

22 Q Did you take any notes from your conversations with
23 Brian Dvorak?

24 A No, I just remember having a conversation.

25 Q When did you have that conversation?

1 A Very early on in relationship. Probably after I
2 looked at the Certificate of Incorporation. He explained it,
3 and it made sense to me, whatever it was. So, I never
4 thought of it again.

5 **Q Is there any way that we could figure out what his**
6 **explanation was?**

7 A Ask him.

8 **Q Is there any other way?**

9 A Not that I can think of.

10 **Q Did you ever consider when you were marking up**
11 **Brian Dvorak's letters, was one of your suggested edits ever**
12 **to clarify what company the shares had originally been**
13 **purchased in?**

14 A I don't remember ever making that suggestion.

15 **Q Did you ever discuss with Urban Casavant on that**
16 **issue?**

17 A No, I don't believe so.

18 **Q Is there anything else any other light you can shed**
19 **on that confusion?**

20 A No. I'm afraid not.

21 MS. HAKALA: Mr. Fettweis, with your permission,
22 I'm going to put either you or Mr. Frizzell to work.

23 MR. FETTWEIS: What can I do for you?

24 MS. HAKALA: There is a folder labeled Exhibit 187.

25 MR. FETTWEIS: I see.

1 (SEC Exhibit No. 187 was referred
2 to.)

3 BY MS. HAKALA:

4 Q Mr. Glenn, I'm showing you what has previously been
5 marked as Exhibit 187. Exhibit 187 is a one-page document, a
6 letter dated June 16th, 2004, to you from Brian Dvorak.

7 Do you recognize this document?

8 A I don't have any independent recollection of it,
9 but it appears to be a letter from him to me.

10 Q Do you have any reason to doubt the authenticity of
11 this letter?

12 A No.

13 Q Would you take a minute to read the letter?

14 A Okay.

15 Q What is the "Basic Investors?"

16 A "I got on call from Basic Investors, Inc." I don't
17 know.

18 Q Do you remember any conversations with Brian Dvorak
19 regarding this letter?

20 A No, I do not.

21 Q Do you remember any conversations with Brian Dvorak
22 regarding Basic Investors, Inc.?

23 A No, I do not.

24 Q Did you ever have any conversations with any
25 brokers regarding James Kinney?

1 A Not that I recall.

2 Q I'm hoping that this will refresh your
3 recollection.

4 Please will you take a look at Exhibit 301 again,
5 that's your invoices to CMKM Diamonds. I think it's this
6 document here (indicating).

7 Could you take a look at Page 1252? If you look at
8 the entry for August 19th, 2004, which is a couple of months
9 after the date of the letter in Exhibit 187, it says you had
10 a phone conference with a broker regarding James Kinney.

11 Do you know what that's about?

12 A No. I have no recollection of that.

13 Q Did Urban Casavant ever help Brenda Williams buy a
14 house?

15 A I heard from somewhere but I don't remember where,
16 that Urban lent money to Randall Williams to buy a house.

17 Q How much money?

18 A I don't know.

19 Q What house?

20 A Some house in Las Vegas, in that little gated
21 community where they all live, or where he and Urban live.

22 Q Have you ever heard of an entity called Monte Verde
23 International Holdings International?

24 A No.

25 Q Have you ever heard of an entity called PA

1 **Holdings?**

2 A No.

3 **Q Have you ever heard of an entity called Diamonds**
4 **Quality?**

5 A No.

6 **Q Have you ever heard of an entity called Spirit of**
7 **Las Vegas?**

8 A Spirit of Las Vegas, not that I can recall.

9 **Q You testified this morning about a conversation in**
10 **which Urban Casavant called you and said that CMKM Diamonds**
11 **was terminating its relationship with Edwards and Angell and**
12 **switching over to Don Steclin?**

13 A That's right. I don't think he told me he was
14 switching to Steclin. I think he told me he wanted someone
15 closer, and so they were going to fire us and hire someone
16 local.

17 **Q When did you find out it would be Don Steclin?**

18 A I don't remember. Sometime after that.

19 **Q Did you ever have any conversations with Urban**
20 **Casavant after that call?**

21 A No. No.

22 **Q Other than the one meeting with Brian Dvorak that**
23 **you averted the privilege to earlier, did you ever have any**
24 **further contact with anyone associated with CMKM Diamonds?**

25 A Well, Dave DeSormeau had a company that I

1 represented afterwards, completely unrepresented to CMKM. It
2 was a private company. And as you know, I continued to
3 represent for a while Nevada Minerals, and I continued to
4 represent for a while U.S. Canadian Minerals.

5 **Q Were you aware that CMKM Diamonds in the spring of**
6 **2005, issued a press release saying it had previously thought**
7 **it did not need to be reporting, it had recently discovered**
8 **it needed to file periodic reports?**

9 A No, I didn't know that. Is that right?

10 **Q I believe so.**

11 **Did Urban Casavant ever discuss with you his**
12 **decision to assert the Fifth Amendment and decline to answer**
13 **the Commission's questions?**

14 A No, never.

15 **Q Did you know that prior to testimony today?**

16 A Could we go outside for a second?

17 MR. FETTWEIS: Is this a privilege-related
18 question?

19 THE WITNESS: Yes.

20 BY MS. HAKALA:

21 **Q Let me take another stab at it. Other than**
22 **conversations you've had with your lawyer.**

23 MR. FETTWEIS: Or with the firm's lawyer?

24 BY MS. HAKALA:

25 **Q With Edwards and Angell's Counsel.**

1 A Can I answer?

2 MR. FETTWEIS: You understand the question. Other
3 than conversations that you had with Edwards and Angell or
4 with me, have you heard about Mr. Casavant taking the Fifth?

5 THE WITNESS: The answer to that is, yes.

6 Can we?

7 MR. FETTWEIS: Sure.

8 MS. HAKALA: Sure. Off the record at 1:55 p.m.

9 (A break was taken.)

10 MS. HAKALA: Back on the record at 1:56 p.m.

11 BY MS. HAKALA:

12 Q **Mr. Glenn, do you remember my question?**

13 A Yes. I heard that from Mr. Casavant's personal
14 lawyer, the one that I had gotten him. He told me before the
15 hearing that Mr. Casavant was going to assert the Fifth.

16 Q **When did you speak with him?**

17 A I don't remember that.

18 Q **Apparently, it was sometime shortly before the**
19 **hearing. Would that be accurate?**

20 A I don't know if it was shortly or how far before
21 the hearing it was, but I knew that he was going to do it.

22 Q **At the hearing or just in general?**

23 A I don't remember. I think for all purposes.

24 Q **Why were you talking with Mr. Casavant's New York**
25 **lawyers?**

1 A I don't remember why we were talking. I don't
2 remember the meeting, but I remember hearing it because I was
3 very surprised at it.

4 **Q Who was his New York lawyer?**

5 A I've forgotten his name now.

6 **Q Was it Dan Horowitz?**

7 A It might have been. One of the two -- at that
8 time, I had gotten him company and personal Counsel from New
9 York law firms. One of them was Dan Horowitz, but I can't
10 remember now if that was -- I think that was Urban's personal
11 lawyer.

12 **Q Dave Liston was the other one?**

13 A Dave Liston was the other one. I still don't
14 remember which was personal and which represented the
15 company. Whichever of those two represented Urban personally
16 told me.

17 **Q Was that conversation by telephone or in-person?**

18 A I think it was in-person, is my recollection.

19 **Q Did you meet with Urban's personal lawyer -- why**
20 **did you meet with him?**

21 A I don't remember.

22 **Q Did you meet with him more than once or just once?**

23 A Well, I recall the meeting at Urban's house. I
24 remember an earlier meeting when they came to my office in
25 New York where I tried to acquaint them with the situation

1 and the company so they could begin their representation.

2 I don't recall that it was one of those times when
3 he told me that. I want to say that it was on a later
4 meeting, but I don't remember specifically a later meeting.

5 It's conceivable he could have told me that at
6 Urban's house, although I don't know. It just doesn't seem
7 right.

8 **Q If it helps clarify the sequence of events in your**
9 **mind, the Commission instituted the proceedings to**
10 **de-register CMKM Diamonds stock in March of 2005, and a**
11 **hearing was held at which point testimony was taken in May of**
12 **2005.**

13 **Does that help clarify your recollection?**

14 A Not really. All I can tell you is that before he
15 actually did it, I had heard that he was going to do it and I
16 had heard that from his personal lawyer.

17 **Q Did his personal lawyer tell you why?**

18 A No.

19 **Q Did you ever discuss that with anyone, other than**
20 **your lawyer or Edwards and Angels lawyer?**

21 A No.

22 **Q Why did you get Urban Casavant his own lawyer?**

23 A Because advice of Counsel was to do so. That to do
24 anything else, would be a conflict.

25 **Q I'd like the record to reflect that Mr. Sprung has**

1 joined us.

2 Did you ever have any other contact with anyone
3 associated with CMKM Diamonds other than the meeting with
4 Brian -- after 2005, other than the meeting with Brian Dvorak
5 and other than conversations about Urban Casavant's prior
6 Counsel?

7 A No, except as I told you, the other people. No, I
8 can't think of any other conversation.

9 Q What is the name of David DeSormeau's private
10 company that you've done work for?

11 A I don't remember. I haven't done anything for them
12 in a long time. I don't remember the name of it.

13 Q Have you ever had conversations with anyone in
14 Urban Casavant's family other than Urban?

15 A Other than saying hello to his wife, you know,
16 which I don't consider a conversation, no.

17 I've never had a conversation with his son, for
18 example, or his brother, or I think he's got a daughter, no.

19 Q Have you ever had any contact with somebody named
20 Victor Casavant?

21 A Well, I think I've said hello to his brother, so if
22 that's his brother, then I said hello to him and maybe shook
23 his hand, and that was that.

24 Q Has anyone ever discussed with you Victor
25 Casavant's sale of CMKM Diamonds stock?

1 A No, never.

2 Q Did Urban Casavant ever tell you that he was
3 issuing his brother CMKM stock?

4 A Did he ever tell me? It may be in the opinions,
5 but I don't think he ever called me up and said, "Hey, I'm
6 issuing him stock."

7 Q Did you ever ask anyone what the company did with
8 all of the services and monies that had been put into it in
9 connection with the early issuances of stock?

10 A No, not in those terms. I mean, that was what
11 David DeSormeau and the other accountant, I understand, were
12 trying to do, which was put together financial statements as
13 to local financial statements for the company.

14 And that would have taken care of that. That would
15 have explained what happened to all those. And that was the
16 role of the forensic accountants.

17 Q Have you ever had any contact with somebody named
18 Chris Jensen?

19 A Chris Jensen. Chris Jensen. Not that I recall. I
20 don't recall that name.

21 Q Have you ever had any contact or conversations with
22 someone named Jeff Turino, T-u-r-i-n-o?

23 A Beth Jensen and Turino sound vaguely familiar, but
24 I can't place who they are.

25 Q What about people with the last name Tomasso who

1 **live in Florida, T-o-m-a-s-s-o?**

2 A No, I don't think so. Not that I recall.

3 **Q Did anyone ever tell you about John Edwards'**
4 **business activities, what he did?**

5 A John told me his background was in securities in
6 the first meeting, whatever that means.

7 And I don't believe I ever heard from anyone else,
8 no, what John did for them.

9 **Q Did anyone ever tell you anything else about Mr.**
10 **Edwards, his education or his background or anything like**
11 **that?**

12 A I did know anything about John Edwards. I know, I
13 mean, I met his wife once. No, I don't think I know anything
14 else about John Edwards.

15 **Q Have you had any contact with him since 2005?**

16 A No. Actually, I haven't had any contact with him
17 since 2004.

18 **Q Have you had any contact with his wife since 2004?**

19 A No, I have not.

20 **Q Has anyone discussed -- other than your lawyer or**
21 **Edwards and Angels' lawyer, discussed John Edwards with you**
22 **since 2004?**

23 A No .

24 **Q Or his wife?**

25 A Or his wife.

1 **Q Has anyone ever indicated, other than conversations**
2 **you've had with Counsel, has anyone ever indicated to you**
3 **that there might be problems with CMKM Diamonds' share**
4 **issuances?**

5 A No.

6 **Q Since 2004, have you had any conversations with**
7 **anyone about CMKM Diamonds' share issuances, other than your**
8 **conversations with your Counsel or Edwards and Angels'**
9 **Counsel?**

10 A No, I have not.

11 Let me tell you about one conversation that it may
12 come up, may be covered.

13 Right after my last testimony here, I received a
14 call one morning from a person who identified herself as a
15 Treasury Agent, and said that they were doing Grand Jury
16 investigation in Las Vegas, and wanted to ask me some
17 questions. I told her I would answer them if I could given
18 the privilege that existed at that time.

19 So, she asked me a bunch of questions. They
20 involved a transfer agent, I remember, a transfer agent's
21 records. There was a question about Mr. Kinney. There may
22 have been others. I don't remember.

23 They were all questions that did not involve the
24 privilege, so I could answer them, and I did answer them, and
25 she never called back.

1 **Q Have you ever had any contact with somebody named**
2 **Ian McIntyre?**

3 A Not that I recall.

4 **Q Have you ever heard of an Ian McIntyre?**

5 A That's kind of a common name, but it doesn't really
6 mean anything -- you mean in connection with CMKM, you mean?

7 **Q That's right.**

8 A No. Not that I recall. I don't know.

9 **Q Earlier you testified that in your first review of**
10 **First Global's records, you saw some indication that shares**
11 **had been issued -- shares of CMKM Diamonds stock had been**
12 **issued in connection with a convertible debt.**

13 **Do remember that?**

14 A That's my testimony, right.

15 **Q Did you ever see any documents supporting that**
16 **convertible debt?**

17 A My recollection is that Helen had a copy of the
18 venture itself in her records.

19 **Q Who was that debt to?**

20 A It was some entity that I want to say was down in
21 Bermuda or the Bahamas is my recollection.

22 **Q Did you ever discuss that with Urban Casavant?**

23 A Well, when I initially reported to him what I had
24 found at the transfer agent records, I told him that there
25 was only one thing I saw that wasn't completely explained,

1 and that was this convertible venture which Helen had issued
2 shares upon the conversion of, and there was no Directors
3 resolution authorizing that or the issue of the debenture.

4 I asked her about that, and she said it had been
5 authorized at the time it was issued, not only the debenture
6 but the issue of shares of the converse of the debenture, so,
7 therefore, there wouldn't have been any shares at the time it
8 was issued.

9 That's the way it's normally done, but I never saw
10 the originals.

11 **Q What today did Mr. Casavant say?**

12 A He didn't say anything.

13 **Q Were there any other specific reportings, findings**
14 **that you reported to him?**

15 A No.

16 **Q When you went to examine the records, did you get**
17 **any resistance at all from Helen Bagley about looking at the**
18 **records when you first went to review the records?**

19 A No.

20 **Q Have you ever met somebody by the name of Jeff**
21 **Mitchell?**

22 A The name sounds familiar again, but I can't place
23 who it is.

24 **Q I think he's Helen Bagley's son, works at First**
25 **Global.**

1 A Okay. I may have met him, then.

2 Q **Did you ever have any conversations with him about**
3 **CMKM Diamonds?**

4 A No. Nothing substantive. I may have said, "Hi,
5 how are you. Where are the book and records," but nothing
6 substantive.

7 Q **Do you know who Timothy Cammell, C-a-m-m-e-l-l, is?**

8 A No, doesn't ring a bell.

9 Q **What is Business Works?**

10 A That may been Dave DeSormeau's company.

11 Q **The one that you've done work for or another one?**

12 A No, I'm wrong. That's not Dave's company.

13 I don't know what that is. Where is it? The name
14 sounds familiar somehow, but I don't know who it is.

15 Q **Mr. Glenn, do you think that your testimony**
16 **regarding what you did for opinion letters would be different**
17 **for other opinion letters that I showed you, or is your**
18 **recollection of your activities surrounding your opinion**
19 **letters the same for each opinion letter?**

20 A They're the very same for each opinion letter.

21 Q **Do you specifically remember doing any particular**
22 **opinion letter?**

23 A I remember the last one simply because the list of
24 names was so long, but it was the same work involved.

25 MR. SPRUNG: Just so the record is clear, you

1 testified earlier today about the process you took with
2 respect to these opinion letters, and that process is the
3 same with respect to each and every opinion letter that you
4 did on behalf of CMKM Diamonds?

5 THE WITNESS: Each and every one.

6 MS. HAKALA: I'm trying to shortcut a little bit
7 going through every single opinion letter.

8 THE WITNESS: Sure.

9 MS. HAKALA: This is one I would like it show you,
10 however.

11 (SEC Exhibit No. 303 was marked for
12 identification.)

13 MS. HAKALA: Mr. Glenn, I'm showing you what has
14 been marked as Exhibit 303. Exhibit 303 appears to be a
15 letter dated September 29th, 2004, from Edwards and Angell to
16 Helen Bagley, Bates numbered E&A00948 and 949, and then
17 attached are some letters from Brian Dvorak, dated August
18 6th, 2004, Bates CMKM00316 through 317, 318, 313, 314, 315,
19 337, 338, 339, 277, 278 and 279.

20 **Q Do you recognize Exhibit 303,**

21 A It appears to be what you said, a letter that my
22 firm issued with respect to these shares.

23 **Q Did your firm, as far as you know, ever issue any**
24 **letters to Helen Bagley that weren't prepared by you?**

25 A No, they were all prepared by me.

1 **Q So, if I see a letter signed by Edwards and Angell,**
2 **that is you?**

3 A I am the one who wrote "Edwards and Angell" on
4 behalf of the firm on there.

5 **Q Is that actually your handwriting?**

6 A Yes, it is.

7 **Q The letter describes issuance to P-a-t-r-u-u-n,**
8 **Services, Nevada Minerals Group, Saskatchewan Mineral**
9 **Developments and KART, K-A-R-T, Trust.**

10 MR. SPRUNG: K-A-R-T, is all caps.

11 BY MS. HAKALA:

12 **Q Do you know what any of those entities are?**

13 A Well, Nevada Minerals Group, I suppose, is the
14 company that we've talked about before that Ed DeSormeau now,
15 I think, controls.

16 **Q Do you know what any of the other entities are?**

17 A No.

18 **Q Have you ever heard of John Edwards being connected**
19 **to any of these entities?**

20 A No.

21 **Q Your earlier testimony regarding what you did for**
22 **this opinion letter, the same as your earlier testimony about**
23 **the other opinion letters?**

24 A Yeah, I would have performed the same procedures on
25 this opinion letter as all the rest.

1 **Q** I've seen in a series of opinion letters that the
2 company, in fact, I've seen a pattern described by Brian
3 Dvorak in which the company forgot to issue shares initially,
4 then went back and issues shares but forgot to issues the
5 shares associated with a prior split or dividend.

6 **How did that happen that the company remembered?**

7 A I don't know the answer to that.

8 **Q** **Did you ever ask anyone?**

9 A The answer was the same as why it never issued the
10 shares to begin with. There was sloppiness on the part of
11 the company and now they were trying to clean that up.

12 **Q** **Did you ever discuss that with anyone at your firm?**

13 A No.

14 **Q** **Did you ever discuss the fact that you were writing**
15 **opinion letters with anyone at your firm?**

16 A No.

17 (SEC Exhibit No. 304 was marked for
18 identification.)

19 MS. HAKALA: I'm showing you a copy of what has
20 been marked Exhibit 304, Bates numbered E&A00699 and 00700.
21 The first page is a fax cover sheet faxed from Brian Dvorak,
22 dated August 2, 0004.

23 **Q** **Do you recognize Exhibit 304?**

24 A I think this was something he sent to me while he
25 was working on one of his opinions. I don't know which one

1 it was.

2 **Q Is this an accurate copy of the document you**
3 **received?**

4 A I don't have an independent recollection of that,
5 but I don't have any reason to think that it's not.

6 **Q Do you see the sentence that says, "I'm doing all**
7 **of the back-up docs now for Urban to approve."**

8 A Yeah.

9 **Q What was your understanding of what that referred**
10 **to?**

11 A I believe that this is in connection with a
12 dividend. See, I think that CMKM had received shares of U.S.
13 Canadian Minerals in connection with the transaction where
14 they had combined the mineral rights and they were going to
15 dividends those shares out to people.

16 Well, if you don't know how many shares you've got
17 outstanding, then you don't know how much the per share
18 dividend is.

19 And I believe that this is a worksheet to try to
20 ascertain how many shares were actually outstanding, which
21 would include those that had not yet been certificated, so
22 that we would know what the per share dividend was of the
23 U.S. Canadian Mineral stock.

24 I believe that that's what this is.

25 **Q On the second page of Exhibit 304, there is some**

1 **handwriting.**

2 **Do you see that?**

3 A Yes.

4 **Q Whose handwriting is that?**

5 A Well, it came from Brian Dvorak, so I would assume
6 that it's his. It's not mine.

7 **Q What did you do when you received this fax?**

8 A Having this fax would have been part of the process
9 of getting that dividend declared and issued to shareholders
10 of CMKM.

11 What did I do with it? I guess I looked at it and
12 tried to figure out what the per share dividends would be,
13 and how to get that set up.

14 **Q In this process of preparing opinion letters and**
15 **sorting out the issuances of CMKM Diamonds stock, and I don't**
16 **mean to for this to be an argumentative question, but I'm**
17 **trying to understand what value did you add to the process?**

18 A Well, I don't know. In terms of this, not much,
19 because Brian was the one who came up with all these numbers.

20 But I was the one, my recollection is, dealing with
21 whatever regulatory agency we gave notice to about the
22 dividend and so forth.

23 It was Brian's job to come up with these numbers
24 and that's what he was sending to me. I did some work in
25 connection with the dividends just to get the thing declared

1 and issued.

2 **Q Overall, in terms of CMKM Diamonds' issuance of**
3 **CMKM Diamonds' shares, what value did you add to that**
4 **project?**

5 A Well, as I said, Helen was refusing to work with
6 Brian. So, I was acting as an interface kind of there to
7 deal with her, since she was the transfer agent.

8 And also, I was calling Urban and trying to
9 ascertain that the shares weren't going to affiliates, hadn't
10 been held by affiliates. And talking to Brian just to say,
11 "Brian, are you sure about this, your work and stuff?"

12 I suppose that was the value I had.

13 **Q Why did you feel it necessary to call Urban and ask**
14 **the affiliate question?**

15 A Well, because for 144K, you can't -- it doesn't
16 count if you're an affiliate. You can't use it if you're an
17 affiliate. So, if those people were affiliates, you couldn't
18 use 144K.

19 **Q Why didn't you rely on Brian Dvorak's**
20 **representations that he had checked out the affiliate**
21 **problem?**

22 A Because it was something that I felt I could check
23 with Urban on, and I should check with Urban on. It was an
24 easy enough to ask him, and so, I did.

25 MR. SPRUNG: This meeting that you had with Mr.

1 Dvorak and his Counsel, were any documents discussed?

2 I'm talking about the meeting a couple of months
3 ago with Mr. MR. FETTWEIS and his lawyer.

4 MR. FETTWEIS: You can answer, if you remember.

5 THE WITNESS: Were documents discussed? I do not
6 remember. Again, it depends on how you --

7 MR. FETTWEIS: Counsel, to clarify, you mean were
8 there documents present that were shown, let's say, to Mr.
9 Dvorak or someone else?

10 MR. SPRUNG: That's the first part of my question.

11 THE WITNESS: There were no documents looked at at
12 the meeting.

13 MR. SPRUNG: No documents looked at?

14 THE WITNESS: No.

15 MR. SPRUNG: But this is a "yes" or "no" question.
16 Were documents talked about at that meeting, particular
17 documents, letters, other things, other documents?

18 THE WITNESS: Not particular documents. However,
19 classes of documents.

20 MR. SPRUNG: For instance, opinion letters as a
21 class of documents. Is that fair?

22 THE WITNESS: Yeah, I think so.

23 BY MS. HAKALA:

24 **Q Did you take any notes during that meeting?**

25 **A No.**

1 **Q Did Mr. Dvorak take any notes during that meeting?**

2 A No.

3 MR. SPRUNG: Just so I can clarify.

4 THE WITNESS: That I'm aware of. I didn't see him
5 take any.

6 MR. SPRUNG: Did you actually say anything at that
7 meeting?

8 THE WITNESS: Pleasantries is all I said, because I
9 wasn't there to -- I mean, I didn't even want to be there.
10 So, I just kept my mouth shut and listened.

11 MR. SPRUNG: So nothing of substance was
12 communicated by you at this meeting?

13 THE WITNESS: That is true.

14 MR. SPRUNG: Why didn't you want to be there?

15 THE WITNESS: Because it was a trip and a real
16 bother.

17 (SEC Exhibit No. 305 was marked for
18 identification.)

19 MS. HAKALA: Mr. Glenn, I'm showing you what's been
20 marked as CMKM Diamonds Exhibit 305. Exhibit 305 is, on the
21 first page, a letter from Edwards and Angell to Helen Bagley,
22 dated July 27th, 2004, the subsequent pages is of which are
23 letters from Brian Dvorak.

24 The Brian Dvorak letters have Bates numbers
25 SEC-LA2937-SEC80054219 through 54241.

1 **Q Do you recognize this document?**

2 A It looks like an opinion that I wrote on this date.

3 **Q Are the steps that you took to prepare this opinion**
4 **letter different than any of the other opinion letters you've**
5 **testified about?**

6 A No, they would have been the same.

7 **Q And are the letters that, the Brian Dvorak letters**
8 **that are attached, opinion letters referred to on the first**
9 **page of your letter, which is Bates numbered E&A00500?**

10 A Is Business Works the entity that you mentioned
11 just a minute ago? Did you say Stock to Business Works, or
12 did you say Business Works, and I said it might be Dave
13 DeSormeau's company?

14 Sorry, I didn't understand the subtlety of what you
15 just asked me.

16 **Q The company I asked you about is Business Works,**
17 **Incorporated.**

18 A Which was different than Stock to Business Works.

19 **Q One of my questions was actually going to be Stock**
20 **to Business Works, Inc.**

21 A It might just be a typo, though, I guess.

22 **Q That was my question.**

23 A I mean, these look like the letters referred to,
24 yes.

25 **Q When did you -- what steps did you take to**

1 **determine whether David DeSormeau was, in fact, the CFO of**
2 **CMKM Diamonds?**

3 A I asked him. He denied it. I asked Urban, and he
4 said he never was. I asked Brian Dvorak, and he said that
5 the Directors had never appointed David to be CFO.

6 **Q Why did you think David might be CFO?**

7 A I don't remember, by the way, when I asked those
8 questions. But at some point, specially after Saskatchewan
9 named him to be CFO -- as CFO, I asked those questions.

10 Of course, that would have been after this.

11 At this point, I don't believe I had any reason to
12 think that he was CFO, because he had been introduced to me
13 shortly before this letter as an independent accountant who
14 was going to be a forensic accountant, preparing the books
15 and records of the company.

16 Also, I had no idea if, in fact, this is his
17 company, Business Works, that it was his company.

18 It wasn't until much later that I became involved.
19 I'm still not sure that Business Works -- it just doesn't
20 ring a bell, but maybe it is. I don't know.

21 **Q I think we are through with that.**

22 **If you can, please, turn back to your invoices,**
23 **which are Exhibit 301.**

24 **Would you please turn to Page 1262, which is your**
25 **invoice dated October 12th, 2004, about activities in**

1 **September of 2004.**

2 A Yes, okay.

3 **Q I see several partial days were spent working on**
4 **preparing a shareholder list.**

5 **What does that refer to?**

6 A I think that was the dividend that I referred to
7 earlier, the U.S. Canadian Minerals dividend.

8 **Q What did you do to prepare the shareholder list?**

9 A I don't remember.

10 **Q You spent 18 hours?**

11 A I did spend 18 hours over several days. Again,
12 because the company at this time had a lot of unissued
13 shares, it might have been just working with Brian trying to
14 figure out what the unissued shares were that were entitled
15 to a dividend.

16 **Q How would you figure that out?**

17 A I would just be -- I would just be checking lists
18 that he prepared for adding them up.

19 I don't remember. I just don't remember.

20 **Q I notice that you then list two phone conferences**
21 **with Sherwood Cook regarding a St. George transaction?**

22 A Yes.

23 **Q I had understood from your earlier testimony that**
24 **you never spoke with Sherwood Cook, you had only met with him**
25 **the one time and hadn't spoken with him.**

1 A That was my recollection.

2 Q Do you remember what those conversations were
3 about?

4 A No.

5 Q Do you remember what the conversation with Urban
6 Casavant was about?

7 A No. It says here, "regarding the same," but I
8 don't remember specifically. Again, this would have been
9 about the time that Sherwood floated the draft agreement.
10 So, he probably called about that or something, and I may
11 have charted with Urban about terms that were in the
12 agreement.

13 Q Do you remember any specific issues that came up in
14 connection with the St. George Metals transaction?

15 A No. I mean, I had a bunch of comments.

16 But as I said, when I went to meet with Sherwood,
17 he said there is just not going to be a deal, so we never got
18 a chance to get down to any specific points or negotiations.
19 It was just, "The deal is off."

20 Q When you spoke with Urban, were there any
21 particular issues that came up?

22 A No, not that I recall.

23 Q Who did you give comment to?

24 A I tried to give them to Sherwood, but he didn't
25 want them.

1 Q I thought that was at an actual in-person meeting.

2 A It was.

3 Q So, on September 22nd, 2004, you say, "Reviewing
4 purchase agreement for St. George and give comment."

5 A I probably didn't prepare any comment.

6 Q Did you keep copies of your notes regarding that?

7 A If we didn't produce it, then I didn't.

8 Q Is there anything else you can tell me about the
9 St. George transaction?

10 A No, I can't. It was not a transaction I was very
11 deeply involved in.

12 Q On the next page, which is 01263, there is a
13 reference to reviewing letters from Brian Dvorak on September
14 30th, 2004.

15 Do you remember which letters those were?

16 A No.

17 Q When did you prepare your last opinion letter for
18 CMKM Diamonds?

19 A I don't remember.

20 Q Did you ever give Sherwood Cook anything in
21 connection with the St. George Metals deal?

22 A Give him anything?

23 Q Yeah, any documents or anything.

24 Was there any due diligence conducted for the
25 transaction?

1 A No, not that I recall. And I don't think I gave
2 him -- I don't remember whether I was sent a markup of his
3 agreement. I don't remember. Or if I just was going to go
4 and discuss things, and he wasn't in the mood to take
5 comments.

6 I don't believe I gave him anything. I would have
7 had nothing to give him by way of due diligence.

8 **Q If you turn to Page 1272, which is the invoice**
9 **dated November 5th, 2004, for work done in October, there is**
10 **close to 40 hours of work on the St. George Metals Agreement**
11 **and related matters, it appears.**

12 **Do you know what that is?**

13 A Yeah. Because this would be before. This is when
14 I got the agreement. I see this says, "Transmission of
15 mining claims to Sherwood Cook."

16 I must have had some list that I sent to him. I
17 don't remember that.

18 **Q I'm a little puzzled. Did you spend three days**
19 **marking up the Draft Purchase Agreement from Sherwood Cook?**

20 A My recollection is it was a fairly thick document
21 and had a lot of comments.

22 **Q Was there anything else that you can think of that**
23 **you did in connection with the St. George deal?**

24 A No. I mean, again, it was not -- I was not
25 involved at all in the negotiation of it. I was given terms,

1 as my recollection. I remember looking at this, looking at
2 the agreement that Sherwood distributed and marking it up. I
3 remember I thought it needed a lot of work.

4 That's probably why it took me so long.

5 I don't remember transmitting my claims to
6 Sherwood, but perhaps I did.

7 **Q I notice on October 15th, 2004, October 20th and**
8 **October 21st, 2004, you work to resume recording.**

9 A Um-hum.

10 **Q What does that mean? What did you do?**

11 A I don't remember. Again, the ultimate goal at this
12 time, we were trying to come to recording and Dave was going
13 to be the guy who was going to be the forensic accountant,
14 but I don't remember specifically what I was doing.

15 **Q Do you remember, generally, what you were doing?**

16 A Just what I said. Anything that would have been
17 helpful towards making the company -- a company that had good
18 books and records so it could be a reported company.
19 Something involved with that.

20 I don't remember, though what it was.

21 **Q And again, I don't mean this question to be**
22 **argumentative, but can you think of any value that you added**
23 **to the company's efforts to resume reporting?**

24 A Yeah. Whatever I did, I obviously thought I was
25 adding value. And I suppose the company agreed with me,

1 because I don't believe they contested this invoice in the
2 least.

3 **Q I understand that. But looking back on it, can you**
4 **think of any --**

5 A If I could remember exactly what I had done.

6 Perhaps I should have been more fulsome with my
7 descriptions, but I wasn't. I don't remember what it was I
8 did, so I can't really answer you what value it had.

9 But it's not my habit to waste time or do things
10 that I think are counter-productive or unproductive.

11 **Q I understand.**

12 **On October 22nd, 2004, you had two phone**
13 **conferences with Helen Bagley and a phone call with Ginger.**

14 A Um-hum.

15 **Q What were discussed during those calls?**

16 A I don't remember, although the part of that entry
17 is a Juina dividend which I had forgotten. There must have
18 been a dividend of Juina stock that CMKM got somehow. I
19 don't remember that.

20 **Q What was Juina dividends?**

21 A Juina is a company, and I don't remember now
22 having -- I don't remember that -- I think this was part
23 of -- the earlier transaction with U.S. Canadian Minerals.
24 U.S. Canadian Minerals owned Juina.

25 Remember, I told you they were all contributing

1 their minerals to each other in a way to defuse the risk and
2 try to expand.

3 Part of that was, I think, U.S. Canadian Minerals
4 distributed contributing stocks of Juina, which owned to
5 mineral rights in Brazil, to CMKM, and I think this was
6 dividending out those shares that they received, maybe.

7 The phone call to Helen would have been obvious.
8 She was the transfer agent that had to deal with the thing.
9 I don't remember talking to Ginger about it, but there must
10 have been something that I thought I should talk to Ginger
11 about.

12 **Q On the next page you list, among other things on**
13 **October 25th, a phone conference with Urban regarding alleged**
14 **SEC call to Canada.**

15 A I have no idea what that was about. I don't have a
16 recollection.

17 **Q On the following day you had a series of phone**
18 **calls with Brian Dvorak and Helen, Ginger, and then "Working**
19 **on the St. George transaction."**

20 **Is there anything you can tell me about any of**
21 **those activities?**

22 A I don't remember those.

23 **Q When did you meet with Sherwood Cook?**

24 A It was on this trip that commenced on the 27th, and
25 that was the trip, because it was during this period I

1 remember it was the period where you halted trading on U.S.
2 Canadian Minerals, so this was the trip on which I talked to
3 Sherwood Cook.

4 **Q Why did you bill CMKM Diamonds for traveling to and**
5 **from Las Vegas, but not bill any time for them while you were**
6 **in Las Vegas?**

7 A Because once I got there, my time was consumed
8 almost entirely by handling the investigation for U.S.
9 Canadian Minerals.

10 The morning that I got there, the trading halt
11 occurred. So, I'm not sure -- except for going and meeting
12 with Sherwood, which I don't know for sure why it's not here,
13 it should be something here for the meeting with Sherwood
14 Cook.

15 There isn't. I don't know why.

16 **Q On Page 1291, which is an invoice dated September**
17 **15th, 2004, November 30th, 2004, a meeting with Urban's and**
18 **CMKM's lawyers.**

19 **Is that the meeting at Urban's house that you**
20 **referred to?**

21 A No, I think that's the meeting where they came to
22 my offices, and I was just trying to get them up to speed
23 about the company. And we showed them some documents from
24 the company, I guess.

25 I'm pretty sure that's that one.

1 **Q What documents do you remember?**

2 A No, I don't remember. The subpoena. The Formal
3 Order, that we had a Formal Order.

4 **Q If you take a look at the invoice dated January**
5 **25th, 2005, for the November/December there is some time**
6 **spent working on becoming reporting.**

7 **Do you remember what that was for?**

8 A No, I don't.

9 **Q There is a meeting with CMKM's lawyers. Was that**
10 **meeting in-person?**

11 A I only remember one meeting. Only this indicates
12 more than one. I only have a recollection of one meeting, so
13 I don't remember.

14 **Q It appears on December 17th, 2004, that there was a**
15 **phone conference with Urban Casavant and Ed DeSormeau.**

16 **What was that about?**

17 A I don't know.

18 **Q Did Urban Casavant and Ed DeSormeau have any ties?**

19 A Yes, they had by this time all the things down in
20 Ecuador that they had together.

21 **Q December 21st, 2004, there is five and a half hours**
22 **spent "devising structure for resolution of issues and a**
23 **phone conference with Helen Bagley."**

24 **What issues were you referring to?**

25 A I don't remember.

1 **Q Do you know what you did that day for CMKM?**

2 A No. All I have -- this is the sole record. I
3 think that about this time, there were some issues between --
4 certainly at some point, issues arose between CMKM and Nevada
5 Minerals with respect to payments that were owed by CMKM down
6 in Ecuador. These could have been about that.

7 **Q What was "cancellation" referred to on the next**
8 **entry?**

9 A "Cancellation for transfer agent." I don't
10 remember.

11 **Q And on the 29th, you refer to "reviewing a Dvorak**
12 **subpoena and phone conference with Brian."**

13 **What was that about?**

14 A Other than what is said here, I don't remember.

15 **Q Do you have any recollection of discussing the**
16 **SEC's investigation with Brian Dvorak aside from your meeting**
17 **with his lawyer and your lawyer a few months ago?**

18 A I don't.

19 **Q Mr. Glenn, a number of places in your invoices you**
20 **refer to working on press releases for CMKM Diamonds.**

21 **Do you remember any press releases that you worked**
22 **on?**

23 A No, I don't.

24 **Q Did you ever instruct the company that you should**
25 **review press releases before they were issued?**

1 A No. I didn't have to. Urban would usually --
2 although, that's not true. He didn't always. No, he didn't
3 always have me review press releases. Just some of them.

4 **Q Do you think that showing you press releases, you**
5 **would recall which ones you looked at before they were issued**
6 **or not?**

7 A I don't know.

8 **Q Did you ever provide any comment to Urban Casavant**
9 **on his press releases?**

10 A Yes, I believe I did.

11 **Q How did he communicate press releases to you?**

12 A By fax.

13 **Q Did you retain copies of those faxes?**

14 A Not that I recall. I probably would not have.

15 **Q Were you in the habit of retaining copies of**
16 **correspondence from your client?**

17 A No. If he sent me a press release, I may have
18 marked it up and faxed it back to him and not kept a copy.

19 MR. SPRUNG: How did you become involved in
20 reviewing press releases?

21 THE WITNESS: Just in connection with representing
22 the company, Urban would send them to me.

23 There were occasions, I think, where he would
24 describe something to me and say, "Can you write a press
25 release that said what I just said?" And I would do it and

1 send it to him. It just happened.

2 MR. SPRUNG: Did you have a conversation at any
3 point with Mr. Casavant in which he said, "Roger, I'd like
4 you to look at some press releases, and so I'm going to send
5 you some, and then would you mind giving me some comment," or
6 did the fax machine start spewing out press releases and you
7 took it upon yourself to do that?

8 I'm just trying to figure out how this evolved.

9 THE WITNESS: He would call, I guess, and either
10 say that he was sending me one, or more often, he would
11 describe what he wanted it to say and ask me to write it and
12 fax it to him, and I would do that.

13 MR. SPRUNG: What can you recall about the
14 substance of the press releases that Mr. Casavant asked you
15 to draft? What was the nature of the subject discussed in
16 those releases?

17 THE WITNESS: I can't remember at this point. I
18 really can't. There weren't very many of them, I don't
19 think. But I can't remember them. I just don't remember the
20 subject matter.

21 MR. SPRUNG: What was the nature of your comments
22 on press releases that Mr. Casavant sent to you for review?

23 THE WITNESS: Almost invariably, it was to tone
24 them down and make them press releases that were completely
25 and utterly factual. Try to do so, anyway.

1 MR. SPRUNG: How did you go did about doing that?
2 How did you go about discerning how to tone them down and
3 what was factual?

4 THE WITNESS: Based on what he told me the facts
5 were.

6 MR. SPRUNG: Did you --

7 THE WITNESS: If he told me, you know, CMKM bought
8 a car and it's red, and he sent me a press release that
9 said CMKM just bought a red car that will go 1000 miles an
10 hour, I would just cross out the, "and goes 1000 miles an
11 hour" part. That's just an example.

12 MR. SPRUNG: Were there instances when you made
13 press release changes to the press release that Mr. Casavant
14 did not accept, such as the press release came out with the
15 information that you had suggested altering or deleting?

16 THE WITNESS: I don't think I specifically went and
17 looked at the press releases that he put out. You know, I
18 figure if he didn't want to take my comment, he was my
19 client, he didn't have to take them.

20 But I think on a couple of occasions that I
21 checked, he had taken them.

22 But there were times when I would just send it back
23 to him, and if he put it out, he put it out. Kind of however
24 he wanted to.

25 MR. SPRUNG: Can you estimate for me, roughly, the

1 number of press releases during the representation of CMKM
2 Diamonds that you either drafted or reviewed?

3 THE WITNESS: That's hard. It wasn't a big number.
4 Certainly fewer than ten. It's hard to say. I don't
5 remember any specific -- I mean, I remember he wanted to put
6 out a press release announcing he had hired my firm.

7 And I talked with our ethics guys and they said it
8 was fine, and so, I told him he could do it.

9 And then when I looked at it -- I think when we
10 changed transfer agents and then changed back, we put out a
11 couple of press releases on that. I think in connection with
12 the CMKM being -- or, yeah, the CMKM combination with U.S.
13 Canadian Minerals. I think there was a press release on
14 that.

15 I think a press release went out on the St. George
16 transaction.

17 That's kind of what I remember.

18 MR. SPRUNG: The press release announcing the
19 hiring of Edwards and Angell, can you tell me what input you
20 provided on that press release?

21 THE WITNESS: No. I don't remember -- all I
22 remember is, he sent it to me, I looked at it and I confirmed
23 with our ethics guys that it was okay to put it out.

24 MR. SPRUNG: Can you be more specific in terms of
25 any edits or inputs, suggestions you had to the wording in

1 the release?

2 THE WITNESS: Not sitting here today, no.

3 MR. SPRUNG: Did you have any contact at CMKM
4 Diamonds with respect to press releases, other than Mr.
5 Casavant?

6 THE WITNESS: No, it was always me and Urban. Now
7 he used somebody else to disseminate it. They had a PR guy,
8 the name of which I can't recall, who I think put it out.

9 BY MS. HAKALA:

10 **Q Melvin O'Neil?**

11 A Yeah, that sounds right. And I once had to call
12 Melvin and said something had been attributed to him and that
13 it was wrong and he would have to stop. I remember that.

14 MR. SPRUNG: Did anyone other than Mr. Casavant at
15 CMKM Diamonds give you direction or discuss with you the
16 contents of the company's press releases?

17 THE WITNESS: No.

18 BY MS. HAKALA:

19 **Q You just mentioned a conversation with Melvin**
20 **O'Neil because he was handling investor relations for CMKM?**

21 A Yeah.

22 **Q I understood this morning that we had listed all**
23 **the people you talked to at --**

24 A Leslie, I told you --

25 **Q I'm not trying to say, gotcha. All I'm saying is,**

1 upon reflection, are there any other people that you can
2 think of?

3 A No. That just happened to come to mind because we
4 were talking about press releases and he was a PR guy.

5 Q I understand that.

6 Did you have any other conversations with Melvin
7 O'Neil, other than the one time you called him to tell him
8 not to say a particular thing?

9 A That's the only thing I remember.

10 Q What was he saying that you told him not to say?

11 A I don't even remember that. I don't remember that.

12 Q How did you know who he was?

13 A How I did know who he was? I don't remember how I
14 came to know. It was just I came to know at some point that
15 he was the PR guy for CMKM.

16 Q How did you know how to get in touch with him?

17 A Because I had his phone number from somewhere. I
18 called him directly.

19 Q Did you ever have any conversations with anyone
20 about Melvin O'Neil aside from your lawyer?

21 A Well, someone, and I don't remember now, I don't
22 remember how I got the information, but someone told me that
23 he was saying something. I don't even remember what he was
24 saying.

25 All I remember is, I called him up and I said,

1 "Melvin, this has been attributed to you. If you've been
2 saying it, you've got to stop because it's wrong." But I
3 don't remember what it was.

4 I think -- I want to say it was about the time of
5 October or November, that year. It may have been in
6 connection with the SEC investigation or something.

7 **Q Did you ever go to any of the races?**

8 A One. I happened to be in Vegas once when they were
9 racing in Vegas, and I had dinner with Dave DeSormeau.

10 We went over there afterwards, hung out about 20
11 minutes, and left. It wasn't really our thing.

12 **Q Did you talk to any shareholders of CMKM Diamonds**
13 **at the races?**

14 A No. We went and said hello to Urban. May have
15 said hello to some other people. If they were shareholders
16 of CMKM Diamonds, I was not aware of it.

17 **Q Was there any efforts at the races to tout CMKM**
18 **Diamonds stock?**

19 A Not that I saw. But I was only there for 20
20 minutes.

21 **Q Did you ever have any other contact with CMKM**
22 **Diamonds shareholders?**

23 A They used to call me, but I tried to have those
24 calls screened out. I didn't want to talk to them.

25 Now and then, after hours or something, I would

1 pick up the phone and they would say, I'm so and so, CMKM
2 shareholder. I would say, "I can't talk to you. I don't
3 have any information for you." I would just hang up.

4 **Q Did you ever have any substantive conversations**
5 **with any CMKM Diamonds shareholders?**

6 A No. It was always, "Sorry, I can't help you. I
7 have nothing to tell you."

8 **Q Did you ever have any concerns that the company had**
9 **retained you to add to its credibility, public credibility?**

10 A I thought they just retained me to help them fix up
11 their books and records.

12 No, I didn't think I was being retained to add
13 credibility. No, I didn't. I don't think -- well, no.

14 My firm is not on a real well-known firm. It's not
15 like they got Cravatt, Swain & Moore or something.

16 **Q During 2004, what was your e-mail address at work?**

17 A My e-mail address in 2004, I believe, was
18 DRGLENN@EALAW.COM. That was before the merge. But you could
19 also send e-mails, I think at DGlenn, and I think they also
20 would reach me.

21 **Q What I'm trying to figure out is, I have an e-mail**
22 **here to you at DRGLENN@EDWARDSANGELL.COM?**

23 A That probably would have worked too. We set our
24 server up so that it will accept any of these.

25 But if you looked at my business cards, I think you

1 would have seen -- maybe not. Maybe it was Edwards and
2 Angell. I don't remember.

3 **Q What I'm actually trying to figure out is that I've**
4 **seen references in your invoices and in your testimony to a**
5 **number of e-mails that you received from people or sent to**
6 **people in connection with CMKM. But only a very few were**
7 **produced by Edwards and Angell.**

8 **So, I'm trying to figure out if you had several**
9 **different e-mail accounts?**

10 A No, they should all be together.

11 Again, the only explanation I have is that after a
12 period of time, my understanding is our e-mail system
13 automatically erases e-mails and they're gone forever when
14 that happens.

15 **Q When did you find out that this is the firm's**
16 **policy?**

17 A It's not a policy. It's something automatic that
18 happens.

19 When I did find out? I don't know. Sometime after
20 I began working with them.

21 **Q Is there any way you can save e-mails if you want**
22 **to save them for more than six months?**

23 A I believe some people can. I, personally, don't
24 know how to do it. I think it involves creating an envelope
25 or something and moving it over to the envelope.

1 I haven't done that. I don't know.

2 **Q What e-mail program does Edwards and Angell use?**

3 A I don't know.

4 **Q Is it Microsoft Outlook or a different, do you**
5 **know?**

6 A It's different now than it was back then.

7 **Q Do you know what it was back then?**

8 A No. I think now it's Outlook. I think. I just
9 click on the icon. I'm not sure what it was. Back then it
10 was something different because in connection with the merge
11 with Palmer & Dodge, we changed.

12 **Q Have you ever used a personal e-mail account with**
13 **CMKM Diamonds?**

14 A Never.

15 **Q Have you ever maintained any documents at your**
16 **house regarding CMKM Diamonds?**

17 A No, never. Never any documents outside the office,
18 never.

19 MS. HAKALA: I'd like to take a brief break and off
20 the record at 2:58 p.m.

21 (A break was taken.)

22 MS. HAKALA: We are back on the record at 3:16 p.m.

23 Counsel, do you agree that we had no substantive
24 conversations during the break?

25 MR. FETTWEIS: That's right.

1 (SEC Exhibit No. 306 was marked for
2 identification.)

3 MS. HAKALA: I'm showing you what has been marked
4 as Exhibit No. 306.

5 Exhibit 306 is a two-page document consisting of
6 two one-page press releases, with Bates number CMKM002379 and
7 CMKM002383.

8 These Are both press releases issued by CMKM
9 Diamonds.

10 **Q Mr. Glenn, do you recognize the documents in 306?**

11 A It looks like the press release that got put out to
12 announce the hiring of my firm.

13 **Q Please, would you look at Exhibit 306?**

14 A Okay.

15 **Q These are two separate press releases.**

16 **Do you recognize both of them?**

17 A No. I recognize one on the second page.

18 **Q Is that the one that you reviewed?**

19 A That's the one that I approved.

20 **Q You are quoted in here, in the press release, on**
21 **the second page of Exhibit 306, which is 00233.**

22 **Did you say what the press release says you said?**

23 A Look, the way press releases get written is, I
24 mean, I don't know who I would have said that to. But it's a
25 true statement. We were retained by the company to resolve

1 the problems and we did expect to devote significant efforts.

2 **Q What problems was this press release referring to?**

3 A The fact that it was not filing reports.

4 **Q When it says "significant efforts," what is that**
5 **referring to?**

6 A That would mean that the law firm was going to work
7 with the company to try to correct that -- achieve that goal.

8 **Q Does reviewing these press releases refresh your**
9 **recollection in any way as to who asked you to review press**
10 **releases or what your comment were?**

11 A As I testified, Urban is the one who would ask me
12 to either write or review a press release.

13 MR. SPRUNG: I think you had testified that this
14 was one of the press releases that you remember had having
15 reviewed?

16 THE WITNESS: Right. I did.

17 MR. SPRUNG: And there are two in this exhibit.
18 So, let's first distinguish between them.

19 As between the first and the second, did you review
20 both or one?

21 THE WITNESS: No, I don't remember Page 1. It
22 contains language that I would never have approved.

23 BY MS. HAKALA:

24 **Q Which language is that?**

25 A Most of the second paragraph and some of the first,

1 probably.

2 MR. SPRUNG: You're talking about the paragraph
3 that begins Urban Casavant stated?

4 THE WITNESS: Yes. I would never approve of that.

5 BY MS. HAKALA:

6 **Q Why not?**

7 A Because look at the way it reads. "Hiring him is
8 the best thing we could have done for the company. His
9 illustrious career furthering the company's hat." I would
10 never approve stuff like that for the press release.

11 **Q So, the record is clear, you would not approve of**
12 **this press release because?**

13 A Because it's too puffy. It's too puffy.

14 MR. SPRUNG: Is it your testimony that you never
15 saw this press release before it was issued?

16 THE WITNESS: That's correct.

17 MR. SPRUNG: Turn to the second one, the second
18 press release is that one that you did reviewed before it was
19 issued?

20 THE WITNESS: I believe I did.

21 MR. SPRUNG: Reviewing that press release, the one
22 marked CMKM002383, does that refresh your recollection as to
23 the discussions you had with the company about the contents
24 of this release i.e., the back and forth that may have
25 occurred over its language and what it says or does not say?

1 THE WITNESS: No, it doesn't at all.

2 BY MS. HAKALA:

3 Q During 2004, you knew that CMKM Diamonds was not
4 filing any reports with the Securities and Exchange
5 Commission?

6 A Correct.

7 Q And you knew that the company was issuing billions
8 or tens of billion of shares at a time?

9 A Yes.

10 Q And you knew that the stock traded for less than a
11 cent per share?

12 A Yes.

13 Q And you knew that there were, I think your term was
14 "peculiar situations" in which the company was now issuing to
15 hundreds of people shares that it had neglected to issue
16 before?

17 A I knew that it was issuing share certificates to
18 evidence shares that it said it had issued actually before
19 but failed to issue the certificates, yeah.

20 Q And that that situation had come up at least 300
21 times?

22 A What?

23 Q That there were at least three? There were at
24 least 200 separate issues -- sorry, 200 separate issues in
25 that circumstance where the company was issuing certificates

1 **later?**

2 A I guess I don't know what you mean by separate
3 incidents.

4 **Q At least 200 separate recipients.**

5 A I never counted them up. I mean, the last letter
6 in September was quite a few people. Up until then, there
7 had only been four or five at a time. I think. Or however
8 many it was, but it wasn't a long list of people like the
9 last one was.

10 **Q But the last one was several hundred?**

11 A I don't remember. I never counted. It is what it
12 is.

13 **Q But you knew that the company had failed to issue
14 shares to a significant number of people in the past?**

15 A I knew that Brian said that they had failed to
16 issue share certificates to these people at the time when
17 those people, yeah, conveyed consideration to the company.

18 **Q And you knew that you had not personally seen the
19 backup for those issuances?**

20 A Because I was relying on Brian.

21 **Q And you knew that at least one shareholder, Mr.
22 Treffry, was alleging that the company was involved in a
23 fraud?**

24 A As I've told you, I didn't put a lot of confidence
25 in his letter because of the way it was written and because

1 of the contents. And when I checked with my client, he
2 denied it.

3 And as you know, later Mr. Treffry wrote a letter
4 in which he recanted his previous letters.

5 **Q But at the time, you did didn't know that Mr.**
6 **Treffry was going to recant his previous letter?**

7 A No. So, I checked it out with my client.

8 **Q Did any of these facts either individually or in**
9 **total ever raise any red flags to you that the stock at CMKM**
10 **might be manipulated?**

11 A Look, the whole reason that they engaged me was
12 because the bookkeeping of the company was a mess and we were
13 trying to clean it up. So, this was all a part of trying to
14 clean it up.

15 You know, this is the way that the company was when
16 I found it, when I got to it. And everything that I did was
17 an attempt to try to get the books and records back in good
18 shape so that it could be a reporting company again.

19 **Q Did you ever have any suspicions that's CMKM**
20 **Diamonds was engaged in fraud?**

21 A No, never.

22 **Q Did any red flags ever pop up in your mind that the**
23 **company might be engaged in fraud and that you needed to**
24 **investigate further?**

25 A They did not.

1 MR. SPRUNG: I guess what jumps out at me looking
2 at these opinion letters one after the next for bills and
3 bills of shares are being issued. And my question to you is,
4 did you at the time that you're interacting with a series of
5 letters like this, did you perceive any concern over the fact
6 that this was going on?

7 THE WITNESS: No. I thought -- I really thought
8 that we were cleaning up the books and records. You're
9 right, the company had a stupid number of shares outstanding.
10 It was one of my first comments to them is that we had to do
11 a reverse stock split.

12 But you can't do that until you actually know what
13 you do have outstanding. I wasn't around when they did all
14 the forward splits and dividends and everything else that
15 caused them to have all these billings and shares
16 outstanding.

17 It was a crazy situation, but I was trying to clean
18 it up.

19 I didn't know that anybody was manipulating stock.
20 I still don't know if anybody was manipulating stock. I'm
21 sure you have your sources and you believe what you believe.
22 But I never saw any evidence that anyone was manipulating
23 stock or otherwise engaged in any kind of fraud with respect
24 to CMKM.

25 MR. SPRUNG: Did it cause you any concern or did

1 you see it as a red flag that certain of the recipients of
2 these issuances appeared to be members of Mr. Casavant's
3 family or others potentially connected to him or to the
4 company.

5 THE WITNESS: No. Well, I knew his family members
6 were receiving stock, but it seemed natural to me to assume
7 that along the way, they had helped their father by
8 contributing goods or services to the company.

9 So, frankly, no. That seemed fairly natural to me
10 that Urban's son, who I knew was working up there in Canada,
11 you know, might possibly have contributed services then or
12 money or something else.

13 So, no again. You know, I asked Brian if he was
14 sure of his work and the fact that these shares were
15 outstanding. And he was very confident. He told me he
16 looked at documentation. He told me he talked to some of the
17 people.

18 So, I took it at face value that, in fact, these
19 people had helped the company in the past, and Urban Casavant
20 not being the best and most meticulous bookkeeper in the
21 world had not issued stock to them, and they trusted him or
22 something.

23 MR. SPRUNG: So, at the time, Mr. Glenn, did it
24 ever cross your mind that you may be helping in some way --

25 THE WITNESS: No.

1 MR. SPRUNG: To facilitate a fraud with these stock
2 of CMKM Diamonds in your opinion letters?

3 THE WITNESS: No, never. I was trying to get all
4 the stock issued so that we would at least know where we
5 were, how many shares were outstanding, so that we could then
6 do a reverse split and get back to some normal structure.
7 Which then, if we could just have audited financial papers
8 prepared, we would be well on our way to be the registered
9 company again.

10 BY MS. HAKALA:

11 Q I think you testified a couple of minutes ago that
12 you thought it was a crazy situation.

13 Did the fact that you thought it was a crazy
14 situation itself give you any hesitancy about being involved
15 with the company?

16 A When I said "crazy," I mean it was an unusual
17 situation. But they came to me and they said, "Our company
18 is a mess. It doesn't have books and records, but we've got
19 source documents and we can prepare them," so that he was
20 what I was trying to help them do.

21 It didn't occur to me if they were that they were
22 committing some kind of fraud or market manipulations. I
23 never got that impression at all from Urban or anybody
24 associated with the company.

25 You know, I was hired to try to get them a

1 reporting company again. That's what I was trying to do.
2 I've never been involved in a company that was committing a
3 fraud. If this one was, it's the first one.

4 I don't go into a client thinking, oh, well, you're
5 probably committing a fraud. It's just not the approach I
6 take.

7 Maybe I was naive. I don't know. But, no, it
8 never occurred to me. We were just trying to get the books
9 and records in shape, to get all the shares outstanding that
10 were due and owed to be outstanding.

11 **Q Who paid Edwards and Angell for your work?**

12 A I don't know. I have no idea.

13 The checks came. We sent the bills out. My
14 Accounting Department got a check. Where it was drawn on,
15 Leslie, I just don't know.

16 **Q Did anyone ever personally hand you any checks?**

17 A No, absolutely not.

18 **Q Did you ever receive any compensation other than
19 from Edwards and Angell for your work for CMKM Diamonds?**

20 A No, not from anyone.

21 **Q Any shares?**

22 A No shares, nothing.

23 **Q Did you ever personally trade in any stock of CMKM
24 Diamonds or any of its related companies, for example, U.S.
25 Canadian Mining, St. George's mining, or any of those?**

1 A No. Not a share. Not an option. None of those in
2 any of those companies.

3 **Q Did anyone in your family, to the best of your**
4 **knowledge?**

5 A I'm sure that nobody in my family traded on any of
6 those companies.

7 **Q When you say you went in to look at the books with**
8 **First Global at the beginning --**

9 A Yes.

10 **Q -- what specifically did you look at?**

11 A Big three ring binders that had in them, if they
12 had gotten in stock certificates and reissued new
13 certificates, then the old certificates would be in there
14 canceled.

15 **Q The actual one?**

16 A And there would be some record -- yeah, I think so,
17 and there would be some record of the new one.

18 I mean, yeah. And then there were appending
19 letters and Directors' resolutions for new issuances in
20 there. And I seem to recall that that was in there. There
21 was that debenture I told you about.

22 **Q How many binders were there?**

23 A I want to say three.

24 MR. SPRUNG: How long it did it take to conduct
25 that due diligence, that first --

1 THE WITNESS: A few hours.

2 MR. SPRUNG: As part of that few hours, did you
3 have any discussions with Ms. Bagley about the status of her
4 records and her documentation or was your work simply
5 reviewing what she provided to you and that's all?

6 THE WITNESS: The latter. I mean, I told her I
7 wanted the book and records for CMKM and she brought them
8 out. It never occurred to me to say, "I want the real ones"
9 or the complete ones. She brought out records. I said I
10 wanted to look at them and she brought them out.

11 MR. SPRUNG: I'm trying to understand whether you
12 had any discussions.

13 THE WITNESS: NO, no. She brought them out. I sat
14 there and looked at them and left them on the desk, AND said,
15 "Thank you very much," and I asked her the question about the
16 debenture, and she told me what she told me, and I left.

17 BY MS. HAKALA:

18 Q Did you take any notes during your audit?

19 A No.

20 Q Have you ever taken any notes about CMKM Diamonds?

21 A I may have at some point taken notes or something
22 and disposed of them. I don't keep things like that.

23 MS. HAKALA: Mr. Glenn, I believe we have no
24 further questions for you at this time.

25 Before we close the record today, is there anything

1 that you would like to add or clarify to your earlier
2 answers?

3 THE WITNESS: I'll wait until my Counsel.

4 MS. HAKALA: Mr. Fettweis, do you have any
5 clarifying questions?

6 MR. FETTWEIS: I do have a few clarifying
7 questions. Thank you.

8 EXAMINATION

9 BY MR. FETTWEIS:

10 Q Mr. Glenn, let me direct your attention, if I may,
11 to Government Exhibit 301, the invoices.

12 And I'm going to ask you a couple of questions, a
13 couple of clarifying questions regarding the invoice that
14 appears at E&A01231, which is the invoice dated July 7th.

15 Directing your attention now to the final four
16 entries that are listed on this page.

17 You were asked some questions during Miss Hakala's
18 examination regarding those entries.

19 Do you recall that?

20 A Yes, I do.

21 Q The final entry, it is accurate, is it not, to say
22 that that indicates billing for traveling from Las Vegas to
23 New York city, correct?

24 A Yes.

25 Q Is there any billing in any of these entries for

1 the trip from New York City to Las Vegas?

2 A Not that says that.

3 Q And does that question, does my question and the
4 absence of a billing for travel from New York City to Las
5 Vegas refresh your recollection at all regarding the nature
6 of what in Miss Hakala's examination refers to as two and a
7 half days of meetings?

8 A Yeah. Probably was just one and a half. Probably
9 some or all the first entry on 6-20 was, in fact, travel from
10 New York to Las Vegas.

11 Q That completes my questioning on that exhibit.

12 Mr. Glenn, you were asked during Miss Hakala's
13 examination and shown a document that contained terms such as
14 "endorsing" or "approving" Brian Dvorak's opinion.

15 Do you recall a document that referred to endorsing
16 or approving Brian Dvorak's opinion?

17 A Yes.

18 Q Can you tell us, please, in your mind, what would
19 be involved in endorsing or approving Brian Dvorak's opinion?

20 A To endorse or approve it, you would have to
21 ascertain that it was accurate. Basically, redo the work.

22 Q Is it accurate to say that in your opinion letters
23 issued to Miss Bagley, you referred to relying on Mr.
24 Dvorak's opinion?

25 A That's correct.

1 Q In your mind, what does it mean to rely upon Mr.
2 Dvorak's opinion?

3 A Just that. You take it at face value and you rely
4 upon it.

5 And I believe lawyers are allowed to do that unless
6 they have actual knowledge that it's wrong.

7 Q In submitting the opinion letters that you and your
8 firm submitted to Miss Bagley, was it your intention at any
9 time to either endorse or approve Mr. Dvorak's opinion
10 letters within the definitions that you have just given?

11 A No.

12 Q Now, you were asked a few questions during Miss
13 Hakala's examination about your conversation with Mr.
14 Casavant in Ecuador.

15 Do you recall those questions? Withdraw. Sorry.

16 You were asked some questions about your
17 conversation with Mr. Casavant regarding his stock
18 transaction?

19 A On the plane down to Ecuador?

20 Q Yes, on the plane down to Ecuador.

21 A Yes.

22 Q Among other things, you were asked why did you
23 assert the privilege in connection with the questioning that
24 was directed to you the first day we were here.

25 Do you recall that?

1 A Yes, I do.

2 **Q And when you gave your response to that question,**
3 **did you provide to Miss Hakala all the reasons why you**
4 **asserted the privilege in connection with that incident or**
5 **did you neglect one?**

6 A I neglected a couple.

7 **Q What were those?**

8 A Those were on the advice of my own Counsel, and on
9 the advice of Counsel to the firm, since the privilege
10 technically resides in the firm and not with me.

11 **Q When you say the privilege resides with the firm**
12 **and not with you, personally, what effect did that have in**
13 **terms of your taking into account Edwards and Angell's**
14 **Counsel's advice with regard to the assertion of the**
15 **privilege on that issue?**

16 A Since it's the firm, it's obligated to the
17 privilege. I felt if Counsel for the firm wanted me to
18 assert the privilege, I had to assert the privilege.

19 MR. SPRUNG: So what you're saying is, among the
20 reasons you did not previously testify to that conversation
21 with Mr. Casavant on the plane is because your firm's counsel
22 advised you not to talk to at that conversation or speak to
23 it because of the privilege held by CMKM Diamonds?

24 THE WITNESS: Because of the CMKM privilege, yes,
25 that the firm was obligated to uphold. That's correct.

1 MR. SPRUNG: So, among the reasons you did not
2 previous testify to that conversations is because your firm's
3 lawyer told you not to?

4 THE WITNESS: Yes.

5 MR. SPRUNG: I just wanted to understand.

6 THE WITNESS: No, that's right.

7 BY MR. FETTWEIS:

8 Q You were asked some questions both on the first day
9 that you were here and today regarding the document that
10 bears Government Exhibit sticker 187.

11 This is the letter to you from Mr. Dvorak, dated
12 June 16, 2004.

13 A Yes.

14 Q Do you recall being asked questions both on the
15 first day and today regarding this letter?

16 A Yes.

17 Q Now, there is a reference in the second paragraph
18 of this letter to a term in quotes, "bad guy."

19 Do you see that quote?

20 A Yes, I do.

21 Q Is it fair to say that you were asked questions the
22 first time you were here about who you believed at the time
23 of your testimony, who you believed Mr. Dvorak was referring
24 to?

25 Do you recall that?

1 A I do.

2 **Q Was there ever a time during the period that you**
3 **and your firm represented CMKM Diamonds that you saw or heard**
4 **anything that led you to believe that John Edwards was a bad**
5 **guy?**

6 A The only allegation was the one made initially that
7 he was causing the transfer agent to issue shares.

8 And upon investigation, I found no evidence of
9 that. So, no, I never had any evidence that John Edwards was
10 a bad guy.

11 **Q Did anyone during the period that you and your firm**
12 **represented CMKM Diamonds, other than in this letter, did you**
13 **ever hear a reference to John Edwards as a bad guy?**

14 A No. Only in that there, based on the allegations
15 that I told you about.

16 **Q Other than those allegations, did you ever learn**
17 **of, hear of, or come into contact with anything that led you**
18 **to believe during the period of your reputation that John**
19 **Edwards was a bad guy?**

20 **THE WITNESS: No.**

21 MR. FETTWEIS: I have nothing further, Counsel.

22 MS. HAKALA: Mr. Glenn, in light of your attorney's
23 questions, is there anything else you want to add or clarify
24 for the record?

25 **THE WITNESS: No.**

1 MS. HAKALA: In that case, we are through with
2 testimony today. Thank you very much for coming.

3 And we are off the record at 3:44 p.m., on Tuesday,
4 October 23rd, 2007.

5 (Whereupon, at 3:44 p.m., the examination was was
6 concluded.)

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PROOFREADER'S CERTIFICATE

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In the Matter of: CMKM DIAMONDS, INC.
Witness: D. Roger Glenn
File Number: LA-03028-A
Date: Tuesday, October 23, 2007
Location: Los Angeles, California

This is to certify that I, Don R. Jennings (the undersigned), do hereby swear and affirm that the attached proceedings before the U.S. Securities and Exchange Commission were held according to the record and that this is the original, complete, true and accurate transcript that has been compared to the reporting or recording accomplished at the hearing.

(Proofreader's Name) (Date)

REPORTER'S CERTIFICATE

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The undersigned Certified Shorthand Reporter
licensed in the State of California does hereby certify:

That the foregoing proceeding was taken before me
at the time and place therein set forth, at which time the
witness was duly sworn;

That the testimony of the witness and all
objections made at the time of the examination were recorded
stenographically by me and were thereafter transcribed, said
transcript being a true copy of my shorthand notes thereof.

That the dismantling of the original transcript
will void the reporter's certificate.

I further declare that I have no interest in the
outcome of the action.

In witness whereof, I have subscribed my name this
_____ day of _____, 2007.

Paulette Vanton

CSR No. 6962