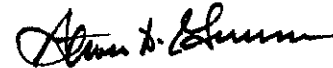


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CLERK OF THE COURT

MOT  
ALEXANDER ROBERTSON, IV  
State Bar No. 8642  
JENNIFER L. TAYLOR  
State Bar No. 5798  
ROBERTSON & ASSOCIATES, LLP  
401 N. Buffalo Dr., Suite 202  
Las Vegas, Nevada 89145  
Telephone: (702) 247-4661  
Facsimile: (702) 247-6227  
Attorneys for Plaintiffs

DISTRICT COURT  
CLARK COUNTY, NEVADA

PLEASE NOTE  
DEPT. CHANGE

TED R. BURKE; MICHAEL R. and  
LAURETTA L. KEHOE; JOHN BERTOLDO;  
PAUL BARNARD; EDDY KRAVETZ;  
JACKIE and FRED KRAVETZ; STEVE  
FRANKS; PAULA MARIA BARNARD;  
LEON GOLDEN; C.A. MURFF; GERDA  
FERN BILLBE; BOB and ROBYN TRESKA;  
MICHAEL RANDOLPH; and FREDERICK  
WILLIS,

CASE NO. A558629

DEPT: ~~XIII~~ XI

[ELECTRONIC FILING CASE]

MOTION FOR LEAVE TO FILE  
SECOND AMENDED COMPLAINT TO  
CONFORM TO THE EVIDENCE

Plaintiffs,

DATE OF HEARING:

TIME OF HEARING:

vs.

LARRY H. HAHN, individually, and as  
President and Treasurer of Kokoweef, Inc., and  
former President and Treasurer of Explorations  
Incorporated of Nevada; HAHN'S WORLD OF  
SURPLUS, INC., a Nevada corporation;  
PATRICK C. CLARY, an individual; DOES 1  
through 100, inclusive;

Defendants,

and

KOKOWEEF, INC., a Nevada corporation;  
EXPLORATIONS INCORPORATED OF  
NEVADA, a dissolved corporation,

Nominal Defendants.

FILE WITH  
MASTER CALENDAR

05-24-11P12:50 RCVD

# ORIGINAL

**MOT**

ALEXANDER ROBERTSON, IV  
State Bar No. 8642  
JENNIFER L. TAYLOR  
State Bar No. 5798  
ROBERTSON & ASSOCIATES, LLP  
401 N. Buffalo Dr., Suite 202  
Las Vegas, Nevada 89145  
Telephone: (702) 247-4661  
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DISTRICT COURT

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PLEASE NOTE  
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TED R. BURKE; MICHAEL R. and  
LAURETTA L. KEHOE; JOHN BERTOLDO;  
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FRANKS; PAULA MARIA BARNARD;  
LEON GOLDEN; C.A. MURFF; GERDA  
FERN BILLBE; BOB and ROBYN TRESKA;  
MICHAEL RANDOLPH; and FREDERICK  
WILLIS,

Plaintiffs,

vs.

LARRY H. HAHN, individually, and as  
President and Treasurer of Kokoweef, Inc., and  
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Incorporated of Nevada; HAHN'S WORLD OF  
SURPLUS, INC., a Nevada corporation;  
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Defendants,

and

KOKOWEEF, INC., a Nevada corporation;  
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Nominal Defendants.

CASE NO. A558629

DEPT: ~~XIII~~ XI

[ELECTRONIC FILING CASE]

**MOTION FOR LEAVE TO FILE  
SECOND AMENDED COMPLAINT TO  
CONFORM TO THE EVIDENCE**

DATE OF HEARING:

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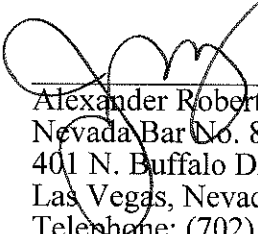
FILE WITH  
MASTER CALENDAR

1 Plaintiffs Ted R. Burke; Michael R. and Lauretta L. Kehoe; John Bertoldo; Paul Barnard;  
2 Eddy Kravetz; Jackie and Fred Kravetz; Steven Franks; Paula Maria Barnard; Leon Golden; C.A.  
3 Murff; Gerda Fern Billbe; Bob and Robyn Treska; Michael Randolph and Frederick Willis  
4 (hereinafter collectively referred to as "Plaintiffs"), by and through their undersigned counsel of  
5 record, Robertson & Associates LLP, hereby move this court for leave to amend Plaintiffs'  
6 Complaint to Conform to the Evidence as presented in the Expert Report of Edwin A.  
7 Apenbrink.

8 This Motion is made and based upon the points and authorities submitted herewith,  
9 NRCF Rule 15, NRS 90.660, the Proposed Second Amended Complaint, attached hereto as  
10 Exhibit "1", and the pleadings and papers on file herein, and any oral argument permitted by the  
11 Court.

12  
13 Dated May 20th, 2011

ROBERTSON & ASSOCIATES, LLP

14  
15   
16 Alexander Robertson, IV, Esq.  
17 Nevada Bar No. 8642  
18 401 N. Buffalo Drive, Suite 202  
19 Las Vegas, Nevada 89145  
20 Telephone: (702) 247-4661  
21 Facsimile: (702) 247-6227  
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**ORDER SHORTENING TIME**

It appearing to the satisfaction of the Court, and good cause appearing therefore,

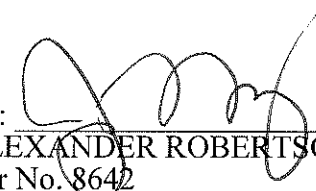
It is hereby ORDERED that the foregoing MOTION FOR LEAVE TO FILE SECOND AMENDED COMPLAINT TO CONFORM TO THE EVIDENCE shall be heard on the 7 day of June, 2010, at the hour of 9 a.m. in Department XI of the above-entitled court.

IT IS SO ORDERED this 24 day of May 2011.

  
DISTRICT COURT JUDGE

bx

ROBERTSON & ASSOCIATES, LLP

  
By: ALEXANDER ROBERTSON, IV  
Bar No. 8642  
JENNIFER L. TAYLOR  
Bar No. 5798  
401 N. Buffalo Drive, Suite 202  
Las Vegas, Nevada 89145  
*Attorneys for Plaintiffs*

**AFFIDAVIT OF JENNIFER L. TAYLOR, ESQ. IN SUPPORT OF  
ORDER SHORTENING TIME**

STATE OF NEVADA            )  
  ) ss.  
COUNTY OF CLARK         )

JENNIFER L. TAYLOR, ESQ., being first duly sworn, deposes and says:

1. That Affiant is an attorney duly licensed and practicing law in the County of Clark, State of Nevada;
2. That Affiant represents Plaintiffs in the above-entitled matter;
3. That this Affidavit is made in support of the Plaintiffs' Request for an Order Shortening Time on Plaintiffs' Motion for Leave to File Second Amended Complaint to Conform to the Evidence (hereafter the "Motion").
4. That Plaintiffs' could not file the Motion until such time as all of Defendants' documents, including shareholder, corporate, and financial documents, had been produced for Plaintiffs' experts to review and analyze. Now that Defendants have, allegedly, completed their document production, Plaintiffs' securities expert, Edwin J. Apenbrink, has confirmed his opinions related to Defendants' securities violations.
5. Permitting this hearing on the Motion to go forward on an Order Shortening Time will allow Defendants time to prepare an expert report which responds to this new cause of action in accordance with the deadlines set by this Court on April 26, 2011. However, the facts and theory underlying the new cause of action have been known to Defendants since Mr. Apenbrink's report was served on January 19, 2011.
6. That Plaintiffs' requested amendment simply includes one additional cause of action intended to conform their Complaint to the evidence that has been produced and analyzed. Accordingly, Defendants will not be prejudiced by

1 granting Plaintiffs' request to file a Amended Complaint to Conform to the  
2 Evidence.

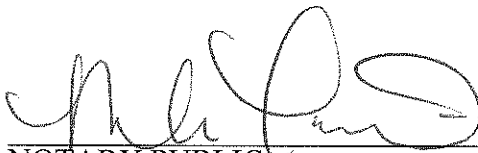
3 6. That there is insufficient time to hear this Motion in the normal course due to the  
4 current expert disclosure deadlines in order to allow Defendants' sufficient time to  
5 specifically respond to the one new allegation sought to be added in Plaintiffs'  
6 Proposed Second Amended Complaint, i.e. violation of NRS 90.660. Defendants  
7 would already be generally required to respond to Mr. Apenbrink's report, which  
8 included allegations related to the sale of unregistered securities. The amendment  
9 to add a specific cause of action regarding the sale of unregistered securities,  
10 therefore, will not cause delay in the case.

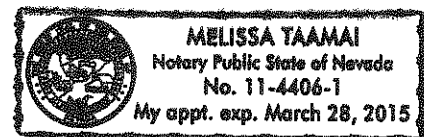
11 7. That this Affidavit and Order Shortening Time, along with the accompanying  
12 Motion is not being brought for any inappropriate reasons such as delay or  
13 harassment

14 8. Further Affiant sayeth naught.

15  
16 JENNIFER L. TAYLOR, ESQ.  
17

18 SUBSCRIBED and SWORN to before  
19 me this 20th day of May, 2011.

20  
21   
22 NOTARY PUBLIC



1 **POINTS AND AUTHORITIES**

2 **I.**

3 **INTRODUCTION**

4 Plaintiffs seek leave to file a Second Amended Complaint to conform with the evidence  
5 reviewed and analyzed by their securities expert, Edwin Apenbrink. That evidence demonstrates  
6 that a viable claim can be pursued for violations of NRS § 90.660, the sale of unregistered  
7 securities. Plaintiffs' proposed Second Amended Complaint only seeks to add this one cause of  
8 action, and the allegations regarding this cause of action have already been set out in the expert  
9 report of Mr. Apenbrink, which was served on January 19, 2011. In that report, Mr. Apenbrink  
10 asserted that Defendants Kokoweef and Larry Hahn had sold shares of unregistered stock.  
11 Therefore, the evidence presented in the expert report of Edwin J. Apenbrink sets out facts  
12 sufficient to conform Plaintiffs' Complaint to that evidence and assert a cause of action for a  
13 violation of NRS § 90.660

14 **II.**

15 **STATEMENT OF FACTS**

16 Plaintiffs filed their First Amended Complaint on September 22, 2008. Plaintiffs alleged  
17 in that First Amended Complaint violations of NRS §90.460 and NRS §90.570. Judge Denton  
18 dismissed these two claims following a hearing on Defendants' motion to dismiss. As a result of  
19 the Court's Decision, Plaintiffs no longer had a cause of action for the illegal sale of securities.  
20 However, once Defendants finally responded to discovery and requests for documents, Plaintiffs  
21 discovered that the evidence did support a claim pursuant to NRS 90.660.

22 Accordingly, after a lengthy and difficult discovery period, which has just ended, and  
23 which was caused by the continuous delay tactics of the Defendants, a review of shareholder  
24 records, financial documents and other material was finally able to be conducted by Plaintiffs'  
25 securities expert, Edwin A. Apenbrink, former Director of the Nevada Department of Securities,  
26 the governing body that enforces the NRS securities provisions applicable to the subject stocks.  
27 Mr. Apenbrink opined in January 2011, that "it is my opinion that there were indeed numerous  
28 violations of the Act committed in the course of the distribution of securities by EIN and

1 Kokoweef, and therefore, the impacted shareholders could bring a claim for violation of NRS  
2 90.660, the sale of unregistered securities, against Defendants EIN and Kokoweef." Report of  
3 Edwin A. Apenbrink, attached hereto as Exhibit "2".

4 Prior to this report, Plaintiffs and their expert could not determine the illegality of the  
5 sales of securities without a review of the pertinent shareholder, corporate and financial  
6 documents and bank records to formulate a cause of action based on NRS 90.660. Plaintiffs'  
7 experts have only just finished the review of Defendants' last production of records of late March  
8 2011.

### 9 III.

#### 10 LEGAL ARGUMENT

##### 11 A. Expert analysis of long overdue documents has revealed the facts to justify the amendment 12 of the pleadings to conform with the facts and assert a claim under NRS 90.660

13 Plaintiffs have had to battle Defendants to review Defendants' pertinent and discoverable  
14 documents for three years, i.e. since prior to the filing of the Verified Derivative Complaint by  
15 their former counsel, Neil Beller in March of 2008. Defendants' continued refusal to turn-over  
16 discoverable documents, along with Defendants' "discovery" of "new" documents after each of  
17 Plaintiffs' experts' production of affidavits and reports, have caused Plaintiffs to incur substantial  
18 attorney's fees and expert costs to properly review, assess and formulate this cause of action  
19 directly against Defendant Hahn, as well as Defendants Kokoweef and EIN.

20 Based upon a final review of Defendants' "newly discovered" documents, Plaintiffs'  
21 securities expert, Mr. Apenbrink, was finally able to confirm his January 2011 opinion that  
22 statutory relief is available to Plaintiffs based on NRS 90.660. Mr. Apenbrink is uniquely  
23 qualified to opine on the legality of the shares and the appropriate remedy as it was his duty as  
24 the Director of Securities Registration and Licensing for the State of Nevada Securities Division  
25 to interpret and enforce these provisions.

26 NRS 90.660 specifically provides that: "A person who offers or sells a security in  
27 violation of any of the following provisions: . . . (b) NRS 90.460 . . . is liable to the person  
28 purchasing the security." NRS § 90.660(1). NRS 90.660 further provides that "[a] person who



1 directly or indirectly controls another person who is liable under subsection 1 or 3, "a partner,  
2 officer or director of the person liable, a person occupying a similar status or performing similar  
3 functions, any agent of the person liable, an employee of the person liable if the employee  
4 materially aids in the act, omission or transaction constituting the violation, and a broker-dealer  
5 or sales representative who materially aids in the act, omission or transaction constituting the  
6 violation, are also liable jointly and severally with and to the same extent as the other person. . . .  
7 " NRS § 90.660(4) (Emphasis added)

8 Larry Hahn, as President, Treasurer and Majority Shareholder directly controls Kokoweef  
9 and EIN, the issuer of the securities, and the sale of stock from both corporations. Therefore, he  
10 is jointly and severally liable with the nominal defendants, Kokoweef and EIN. Based on the  
11 report of Mr. Apenbrink and supporting documentary evidence, Plaintiffs request leave to amend  
12 their Complaint to allege a cause of action to conform their pleadings to the evidence, as set out  
13 in the report of Mr. Apenbrink and, pursuant to NRS 90.660, to assert that claim against nominal  
14 defendants Kokoweef, EIN as well as jointly and severally against Defendant Larry Hahn.

15 **B. NRCP Rule 15 Provides for the Amendment of a Pleading to Conform to the Evidence**

16 NRCP 15 provides as follows:

17 (b) When issues not raised by the pleadings are tried by express or  
18 implied consent of the parties, they shall be treated in all respects  
19 as if they had been raised in the pleadings. Such amendment of the  
20 pleadings as may be necessary to cause them to conform to the  
evidence and to raise these issues may be made upon motion of any  
party at any time, even after judgment; but failure so to amend does  
not affect the result of the trial of these issues.

21 NRCP 15(a) further mandates that, "a party may amend his pleading only by leave of  
22 court; and leave shall be freely given when justice so requires." This principle has been  
23 emphasized by the Nevada Supreme Court since the adoption of NRCP 15(a). Adamson v.  
24 Baker, 85 Nev. 115, 121, 450 P.2d 796, 800 (1969). It is a well established principle that the  
25 granting or denial of an opportunity to amend is within the discretion of the trial court. Id.  
26 Furthermore, in the absence of any apparent or declared reason such as undue delay, bad faith or  
27 dilatory motive on the part of the moving party, leave to amend should be freely given. Stephens  
28

1 v. Southern Nev. Music Co., 89 Nev. 104,105 06, 507 P.2d 138, 139 (1973). Further, the rule  
2 was adopted to give relief to a plaintiff when no prejudice would result to either party. Weiler v.  
3 Ross, 80 Nev. 380, 395 P.2d 323 (1964).

4 In this case, the Court should grant Plaintiffs' request to allow an amendment of  
5 Plaintiffs' Complaint to conform with the evidence. As this Court is well aware, Plaintiffs have  
6 continuously sought production of documents from Defendants for years. Once Defendants were  
7 finally required to produce documents, and Plaintiffs' experts were allowed to review the last  
8 batch of late produced documents, Mr. Apenbrink was able to confirm his opinions on  
9 Defendants' violations of NRS 90.660. These opinions were set out in Mr. Apenbrink's January  
10 19, 2011 report, and, as such, Defendants have known since that time that they would generally  
11 have to respond to allegations related to securities violations. As such, Defendants should not be  
12 surprised by Plaintiffs' request to have their Complaint amended to conform with the evidence.

13 Defendants' have just produced, allegedly, the last of their "newly discovered evidence",  
14 and Plaintiffs' supplemental reports are not yet due. However, in the interest of ensuring  
15 Defendants have ample time to prepare their reports to respond specifically to Plaintiffs'  
16 proposed claim, Plaintiffs' are now filing the instant motion. Plaintiffs, therefore, are not making  
17 this motion in bad faith or with undue delay or dilatory motive, and are seeking the motion be  
18 expedited to avoid any prejudice to Defendants.

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IV.

CONCLUSION

Based upon the foregoing, Plaintiffs respectfully request that this Court exercise its broad discretion to grant Plaintiffs' this Motion for Leave to Amend based upon the points and authorities submitted, the exhibits attached hereto, including the Amended Second Complaint, and the pleadings and papers on file herein.

Dated May 20th, 2011

ROBERTSON & ASSOCIATES, LLP



Alexander Robertson, IV, Esq.  
Nevada Bar No. 8642  
Jennifer L. Taylor, Esq.  
Nevada Bar No. 5798  
401 N. Buffalo Drive, Suite 202  
Las Vegas, Nevada 89145  
Telephone: (702) 247-4661  
Facsimile: (702) 247-6227

# **EXHIBIT 1**

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### Exempt from Arbitration

COMES NOW, Plaintiffs, TED R. BURKE, MICHAEL R. and LAURETTA L. KEHOE, JOHN BERTOLDO, PAUL BARNARD, EDDY KRAVETZ, STEVE FRANKS, PAULA MARIA BARNARD, LEON GOLDEN, C.A. MURFF, GERDA FERN BILLBE, BOB and ROBYN TRESKA,; MICHAEL RANDOLPH, and FREDERICK WILLIS (collectively hereinafter referred to as the "Plaintiffs"), who bring this action against Defendants, LARRY H. HAHN (hereinafter referred to as "HAHN") , in his individual capacity and as President and Treasurer of Kokoweef, Inc., and former President and Treasurer of Explorations Incorporated of Nevada,; HAHN'S WORLD OF SURPLUS, INC. (hereinafter "HWS"), a Nevada corporation; PATRICK C. CLARY (hereinafter referred to as "CLARY"), an individual; and DOES 1 thought 100, inclusive (hereinafter collectively referred to as "Defendants"), and allege, based upon information and belief, except as otherwise stated, as follows:

#### **NATURE OF THE ACTION AND FACTUAL ALLEGATIONS**

1. This lawsuit involves a scheme by Defendant HAHN, to dupe investors in order to finance his own personal expenses and lifestyle by illegally selling shares of corporate stock in a gold mine investment managed by Defendant HAHN. Plaintiffs allege that rather than use the proceeds from the sale of stock to operate a commercial mine, Defendant. HAHN instead looted the corporations to pay for his own personal expenses and those of his alter-ego, HWS. This is not a case brought by unhappy investors. Rather, Plaintiffs are former officers, directors and current shareholders who have seen the mismanagement and corporate waste committed by Defendant HAHN, who runs KOKOWEEF, INC (hereinafter referred to as "KOKOWEEF") like a personal checkbook. Plaintiffs bring derivative actions against Defendants to stop HAHN's looting of nominal Defendant KOKOWEEF. Plaintiffs also bring direct actions for the violations of Nevada securities laws.

2. The mine is located approximately eleven miles south of state line in San Bernardino County, California. Over the past twenty-five (25) years, Defendant HAHN has solicited and sold investments in this gold mine to more than thirteen hundred (1,300) investors throughout the country. To date, no gold has ever been mined from the site, despite Defendant HAHN's insistence that a hidden "river of gold" lies deep beneath the site.

1           3.       Defendant EXPLORATIONS INCORPORATED OF NEVADA (hereinafter  
2 referred to as "EIN") was a corporation organized under the laws of the State of Nevada and was  
3 incorporated on October 24, 1984, for the purpose of exploration and continuing the search for  
4 gold in underground caverns. On or about November 10, 2005, EIN entered into an "Agreement  
5 and Plan of Reorganization" with KOKOWEEF, whereby EIN agreed to sell and assign to  
6 KOKOWEEF all of EIN's assets and KOKOWEEF agreed to assume all of the liabilities of EIN,  
7 "excepting liability to the Old Company's [EIN] stockholders", in exchange for voting shares of  
8 KOKOWEEF's common stock.

9           4.       Defendant KOKOWEEF, is a corporation organized under and by virtue of the  
10 laws of the State of Nevada. Defendant KOKOWEEF was incorporated by Defendant HAHN  
11 on or about May 25, 2004.

12           5.       Defendant HAHN is a resident of the State of Nevada and at all time relevant was  
13 the president and majority shareholder of Defendant EIN and Defendant KOKOWEEF.

14           6.       Defendant CLARY, is a resident of the State of Nevada and was the corporate  
15 counsel to EIN, and at all times relevant herein, was and is the corporate counsel to Defendant  
16 KOKOWEEF. Defendant CLARY acted as both corporate counsel and agent for Defendant EIN  
17 and the surviving corporation, Defendant KOKOWEEF.

18           7.       Plaintiffs are informed and believe, and thereon allege that between approximately  
19 March 2003 through approximately October 2006, Defendant EIN sold unregistered securities,  
20 which were not exempt from registration under Nevada securities laws, to more than twenty five  
21 (25) purchasers in Nevada during any twelve consecutive month period. As such, Defendant  
22 EIN's sale of unregistered securities was not exempt from registration pursuant to NRS  
23 §90.530(11).

24           8.       Plaintiffs are informed and believe, and thereon allege that Defendants HAHN  
25 and CLARY knew that the sale of shares in EIN between approximately March 2003 through  
26 approximately October 2006 were issued in violation of Nevada's securities laws. In addition,  
27 Defendant CLARY admits, in his Motion for Summary Judgment, that the securities were not  
28 legally issued, and that he suggested the formation of a new company, KOKOWEEF, to provide

1 a "clean start" including the exchange of EIN shares for KOKOWEEF shares. (See Affidavit of  
2 Defendant CLARY attached to Motion for Partial Summary Judgment, pg 5 attached hereto as  
3 Exhibit "A"). Plaintiffs are further informed and believe, and thereon allege that Defendants  
4 HAHN and CLARY conspired to devise the scheme described above to conceal the illegal sale of  
5 unregistered and non-exempt securities from the shareholders of EIN without disclosing to the  
6 shareholders that their shares of EIN had been illegally issued in violation of Nevada's securities  
7 laws.

8 9. Accordingly, on or about October 12, 2006, Defendant CLARY sent a letter to the  
9 shareholders of EIN informing them that he was corporate counsel to both EIN and  
10 KOKOWEEF and that on November 10, 2005, EIN and KOKOWEEF entered into a "Agreement  
11 and Plan of Reorganization", whereby EIN agreed to sell and assign to KOKOWEEF all of EIN's  
12 assets in exchange for the voting shares of KOKOWEEF's common stock. Defendant CLARY's  
13 letter instructed each stockholder of EIN to return his or her stock certificates to KOKOWEEF in  
14 exchange for a new KOKOWEEF stock certificate. Plaintiffs are informed and believe that  
15 EIN's shareholders did in fact return their shares in EIN as instructed by CLARY and were  
16 issued new shares in KOKOWEEF. Plaintiffs allege that the sole purpose of this reorganization  
17 was to cover up and conceal the fact that the shares of EIN had been issued in violation of  
18 Nevada's securities laws and to try and "launder" the illegal shares by exchanging them for  
19 shares of the new company called KOKOWEEF.

20 10. Plaintiffs are also informed and believe that Defendant CLARY prepared and HAHN  
21 required certain investors to sign the "Investor's Agreement", which stated that the shares being  
22 sold were legally exempt from registration when in fact they knew that the shares were not  
23 legally exempt from registration.

24 11. Plaintiffs are also informed and believe, and thereon allege that between  
25 approximately October 2006 through approximately October 2009, Defendant KOKOWEEF sold  
26 unregistered securities, which were not exempt from registration under Nevada securities laws, to  
27 more than twenty five (25) purchasers in Nevada during any twelve consecutive month period.

28



1 As such, Defendant KOKOWEEF's sale of unregistered securities was not exempt from  
2 registration pursuant to NRS §90.530(11).

3 12. Plaintiffs' Securities Expert, Edwin J. Apenbrink, former Director of the Nevada  
4 Securities Division, has asserted that numerous violations of Nevada Securities laws have been  
5 committed in the course of the distribution of securities by EIN and KOKOWEEF. Mr.  
6 Apenbrink further asserts that the impacted shareholders could bring a claim for violation of  
7 NRS 90.660, the sales of unregistered securities, against Defendants EIN and KOKOWEEF.  
8 (See Report of Edwin J. Apenbrink, attached hereto as Exhibit "B").

9 13. Plaintiffs are further informed and believe, and thereon allege that Defendants,  
10 HAHN, EIN and KOKOWEEF represented to the Plaintiffs that their purchase of shares in EIN  
11 and KOKOWEEF was for "investment purposes". However, Plaintiffs are informed and believe  
12 that these Defendants used the proceeds from the sale of these securities for non-investment  
13 purposes, including, but not limited to, financing the personal expenses and lifestyle of  
14 Defendant HAHN and his alter-ego, HWS. Plaintiffs are informed and believe, and thereon  
15 alleged, that Defendant HAHN wrote checks from the corporate accounts of KOKOWEEF to  
16 himself, to his family members and to his alter-ego, HWS, for non-KOKOWEEF business  
17 expenses and activities, which were ultra vires activities that were not in the best interest of the  
18 corporations or the shareholders. Based upon an extensive review and analysis of the business  
19 records of KOKOWEEF, EIN, and HWS, Plaintiffs' forensic expert, Talon Stringham, found  
20 approximately \$1,000,000 in expenses for which no accounting or receipts were provided.  
21 Plaintiffs allege that these funds were used to support Defendant HAHN, his co-conspirators, and  
22 to build a retirement home at the mill site, including lumber for decks, solar energy, and the  
23 planting of fruit trees. (See Report of Talon Stringham, dated January 19, 2011, and attached  
24 hereto as Exhibit "C").

25 14. On or about September 16, 2006, an assayer retained by EIN presented Defendant  
26 HAHN with an analytical report, which indicated the presence of gold and silver and other  
27 valuable minerals at depth in the mine.

28

1           15.     In the Spring of 2007, the President of Mayan Gold, Inc., met with Defendant  
2 HAHN and Plaintiff, TED R. BURKE (hereinafter "BURKE"), regarding a proposal of Four  
3 Million Dollars (\$4,000,000.00) in an investment capital to recover gold, silver and other  
4 valuable minerals in the mine in a joint venture with KOKOWEEF. At this meeting, the  
5 President of Mayan Gold, Inc. made a standard request to review the books and financial records  
6 of KOKOWEEF as part of his due diligence investigation. In response to this request, Defendant  
7 HAHN abruptly terminated the meeting and rejected Mayan Gold's \$4 million investment offer.

8           16.     On or about June of 2007, Plaintiff BURKE and several other shareholders  
9 discovered the existence of the Bylaws of KOKOWEEF, and upon reviewing those Bylaws, had  
10 reason to suspect that KOKOWEEF's business practices were in conflict with the Bylaws.  
11 Plaintiff BURKE asked Defendant HAHN whether or not an annual audit of KOKOWEEF's  
12 financial records had ever been performed. Defendant HAHN informed Plaintiff BURKE that no  
13 such audit has ever been performed and refused to make KOKOWEEF's books and financial  
14 records available to Plaintiff BURKE, despite the fact that Plaintiff BURKE was a Director and  
15 Secretary of KOKOWEEF.

16           17.     Plaintiff BURKE then informed Defendant HAHN that he was going to request a  
17 board meeting to address his concerns and to request a formal audit be conducted of  
18 KOKOWEEF's books. Plaintiff BURKE also discussed his request for an audit with Defendant  
19 CLARY, who informed Plaintiff BURKE that the board meeting could be held on August 28,  
20 2007, at Defendant CLARY's office.

21           18.     Upon learning that Plaintiff BURKE had requested a meeting of the board of  
22 directors of KOKOWEEF to be scheduled on August 28, 2007, Defendant HAHN then noticed a  
23 "Special Meeting" of all shareholders to be held on the same date to vote on new Board members.  
24 Defendant HAHN failed to give proper notice of the "Special Meeting" pursuant to the Bylaws.  
25 Defendant HAHN noticed the location for this "Shareholder Meeting" to be held at the mine  
26 location, which was approximately seventy (70) miles from the location of the Board meeting in  
27 Las Vegas, making it impossible to attend both meetings. As a result, the Board meeting was  
28 never held and Plaintiff BURKE and other Plaintiffs attended the shareholder meeting on August

1 28, 2007. At the shareholder meeting, Defendant HAHN nominated five (5) individuals for the  
2 Board of Directors without any prior notice to the shareholders or the existing Board of  
3 Directors, again in violation of the Bylaws. Defendant HAHN also announced at the shareholder  
4 meeting that he would consent to an audit of KOKOWEEF's books and financial records.  
5 However, the subsequent audit directed by Plaintiff BURKE was only performed on the financial  
6 records of KOKOWEEF for a period of the preceding eight (8) months and no review of the  
7 financial records of the predecessor entity, EIN, was allowed by Defendant HAHN.

8 19. On or about September 18, 2007, Plaintiff BURKE was invited to attend a  
9 meeting with Defendants HAHN and CLARY. At that meeting, Plaintiff BURKE asked  
10 Defendant CLARY what his personal liability was as a Director of KOKOWEEF for what  
11 Plaintiff BURKE perceived to be KOKOWEEF's violation of the Bylaws, and for what he  
12 believed to be Defendant HAHN's misappropriation of corporate funds to pay for HAHN'S  
13 personal expenses. At this meeting, Defendant CLARY informed Plaintiff BURKE that the  
14 reason KOKOWEEF was formed was an attempt to "clean up" the multiple securities violations  
15 of EIN. Defendant CLARY further informed Plaintiff BURKE that ninety percent (90%) of  
16 EIN's stock sales by Defendant HAHN were unlawful. When Plaintiff BURKE stated his intent  
17 to report these unlawful activities to the Securities and Exchange Commission ("SEC"),  
18 Defendant CLARY told Plaintiff BURKE going to the SEC was "insane", that the SEC was "the  
19 big bad wolf", that the SEC were "assholes", and that "they destroy companies and they destroy  
20 people." Further, Defendant CLARY told Plaintiff BURKE, "I just don't want you to do  
21 anything stupid, I mean, the idea of going to talk to the SEC is about as insane as anything you  
22 could personally do. I mean, if you want to just stick a knife in yourself, it'd be a shorter way to  
23 solve the problem."

24 20. Defendant CLARY further advised Plaintiff BURKE that although "99% probably  
25 of the securities transactions weren't conducted lawfully, the statute of limitations has run."  
26 However, Defendant CLARY did not tell Plaintiff BURKE that Defendants HAHN and  
27 KOKOWEEF had issued approximately 1,057,565 shares of unregistered securities in  
28

1 KOKOWEEF during 2007 to approximately 580 investors at a price of \$6 per share, which is  
2 well within the applicable statute of limitations provided by NRS §90.670.

3 21. Defendant CLARY admitted to Plaintiff BURKE at this meeting that he had  
4 concocted the scheme to “reorganize” EIN to exchange EIN’s shares for KOKOWEEF shares in  
5 order to conceal the illegality of the sale of EIN securities and to conceal these illegal  
6 transactions from the shareholders until hopefully the statute of limitations has lapsed before the  
7 shareholders discovered this securities fraud.

8 22. During the September 18, 2007 meeting, Plaintiff BURKE asked Defendant  
9 CLARY the direct question, “You are general counsel for KOKOWEEF, Inc., right?” Defendant  
10 CLARY responded that in fact he was general counsel for the corporation and was not acting as  
11 general counsel for Defendant HAHN. However, at that same meeting, Plaintiff BURKE  
12 expressed his concerns over improprieties in the issuance of securities for EIN and  
13 KOKOWEEF, as well as the corporation’s failure to maintain adequate financial records and  
14 comply with the Bylaws. In response, Defendant CLARY stated that if something went wrong  
15 he would correct it or “make it go away.” Also, during this meeting, Defendant CLARY  
16 threatened Plaintiff BURKE that the issuance of 70,000 shares of stock in KOKOWEEF to  
17 Plaintiff BURKE was illegal and created a tax liability for Plaintiff BURKE and all other  
18 shareholders who had been given shares of stock in exchange for alleged services contributed to  
19 the corporation. Defendant CLARY stated that he would inform all of the shareholders that they  
20 needed to file amended tax returns, but the Plaintiffs are informed and believe, and thereon  
21 allege, that as of the date of filing this action, Defendant CLARY has failed to give notice to the  
22 shareholders of this tax liability.

23 23. Plaintiffs are informed and believe, and thereon allege, that commencing in 2003  
24 to the present, Defendant HAHN has written checks from the EIN and KOKOWEEF accounts to  
25 himself and his separately owned company, HWS for personal use. Defendant HAHN has  
26 wasted corporate assets and converted corporate assets for his own personal benefit and use,  
27 thereby breaching his fiduciary duty owed to the Plaintiffs as a director. (See Exhibit “C”, Report  
28 of Talon Stringham).

1           24.     During the September 18, 2007 meeting, Defendant CLARY also advised Plaintiff  
2 BURKE that the sales of securities in EIN and KOKOWEEF did not need to be registered with  
3 the SEC, because they fell within an exemption provided by Rule 504 of Regulation D.  
4 However, Plaintiffs are informed and believe, and thereon allege, that the sale of securities in  
5 EIN and KOKOWEEF were not eligible for the exemption provided by Rule 504 of Regulation  
6 D of the SEC because neither EIN or KOKOWEEF registered the offering of shares with the  
7 State of Nevada or filed a Registration Statement with the State of Nevada or delivered  
8 substantive disclosure documents as required to investors such as Plaintiffs. Further, neither EIN  
9 nor KOKOWEEF filed a Form D after they first sold their securities, which is a requirement  
10 under Rule 504 of Regulation D. Additionally, Defendant CLARY advised Plaintiff BURKE  
11 that the sale of securities of EIN and KOKOWEEF were also exempt under Nevada securities  
12 laws. However, Plaintiffs are informed and believe, and thereon allege, that these representations  
13 were also false in that none of the transactions complied with the exemptions provided by NRS  
14 §90.520 or NRS §90.530.

15           25.     That Defendant CLARY filed a Form N7 pursuant to NRS §90.530 (17)(b), which  
16 stated that the underlying shares of EIN which were to be traded for shares of KOKOWEEF were  
17 exempt from registration when in fact he knew or should have known that these shares were not  
18 exempt from registration. That Defendant CLARY informed EIN shareholders that the new  
19 KOKOWEEF shares would be legally exempt when he knew or should have known that the  
20 filing of the Form N7 did not remedy the illegally issued EIN shares.

21           26.     Plaintiff BURKE was and is a resident of Clark County, Nevada, and was at all  
22 relevant times until approximately March 26, 2008, was a director and corporate secretary of  
23 KOKOWEEF. Plaintiff BURKE still holds these shares. On or about May 1, 2007, Defendant  
24 HAHN issued 75,000 shares of KOKOWEEF stock to Plaintiff BURKE. Plaintiff BURKE  
25 personally and as a Manager of BFT Enterprises, LLC, holds Five Thousand Three-Hundred  
26 Fifty (5,350) shares in EIN stock.

27           27.     Plaintiffs, MICHAEL R. KEHOE and LAURETTA L. KEHOE (collectively  
28 referred to herein as "KEHOES"), were and are residents of Clark County, Nevada. During all

1 relevant times herein, the KEHOES were issued 1,100 shares of KOKOWEEF shares of stock on  
2 or about October 4, 2006. Plaintiffs KEHOES signed and relied on the Investor's Agreement  
3 drafted by Defendant Clary which states that the shares sold were legally exempt from  
4 registration.

5 28. Plaintiff, JOHN BERTOLDO (hereinafter "BERTOLDO"), was and is a resident  
6 of Clark County, Nevada. During all times relevant herein, BERTOLDO was issued 5,000  
7 shares of EIN stock, which were exchanged for KOKOWEEF shares on or about October 4,  
8 2006. Plaintiff BERTOLDO was told and relied on the statement by HAHN at that time that his  
9 money would be used for a core-drilling project that was never commenced.

10 29. Plaintiff, PAUL BERNARD (hereinafter "BERNARD"), was and is a resident of  
11 Clark County, Nevada. During all times relevant herein, BERNARD was issued 2,000 shares of  
12 EIN stock, which were exchanged for KOKOWEEF shares on or about March 6, 2007. Plaintiff  
13 BARNARD was told and relied on the statement by HAHN at that time that his money would be  
14 used for a core-drilling project that was never commenced.

15 30. Plaintiff, EDDY KRAVETZ (hereinafter "KRAVETZ"), was and is a resident of  
16 Clark County, Nevada. During all relevant times herein, KRAVETZ was issued 834 shares of  
17 EIN stock, which were exchanged for KOKOWEEF shares on or about March 13, 2007.  
18 Plaintiff KRAVETZ was told and relied on the statement by HAHN at that time that his money  
19 would be used for a core-drilling project that was never commenced.

20 31. Plaintiffs, JACKIE and FRED KRAVETZ (collectively referred to herein as  
21 "KRAVETZ"), were and are residents of Clark County, Nevada. During all times relevant  
22 herein, the KRAVETZs were issued 500 shares of EIN stock, which were exchanged for  
23 KOKOWEEF shares of stock on or about March 6, 2007. The KRAVETZ Plaintiffs were told  
24 and relied on the statement by HAHN at that time that their money would be used for a core-  
25 drilling project that was never commenced.

26 32. Plaintiff, STEVEN FRANKS (hereinafter "FRANKS"), was and is a resident of  
27 Clark County, Nevada. During all times relevant herein, FRANKS was issued 400 shares of EIN  
28 stock, which were exchanged for KOKOWEEF shares of stock on or about March 2007.

1 Plaintiff FRANKS was told and relied on the statement by HAHN at that time that his money  
2 would be used for a core-drilling project that was never commenced.

3 33. Plaintiff, PAULA MARIA BARNARD (hereinafter "BARNARD"), was and is a  
4 resident of Clark County, Nevada. During all times relevant herein, BARNARD was issued 100  
5 shares of EIN stock, which were exchanged for KOKOWEEF shares of stock on or about March  
6 18, 2007. Plaintiff BARNARD was told and relied on the statement by HAHN at that time that  
7 her money would be used for a core-drilling project that was never commenced.

8 34. Plaintiff, LEON GOLDEN (hereinafter "GOLDEN"), was and is a resident of  
9 Clark County, Nevada. During all times relevant herein, GOLDEN was issued 100 shares of EIN  
10 stock, which were exchanged for KOKOWEEF shares of stock on or about March 1, 2007.

11 35. Plaintiff, C.A. MURFF (hereinafter "MURFF"), was and is a resident of Clark  
12 County, Nevada. During all times relevant herein, MURFF was issued 100 shares of EIN stock,  
13 which were exchanged for KOKOWEEF shares of stock on or about March 2007. Plaintiff  
14 MURFF was told and relied on the statement by HAHN at that time that his money would be  
15 used for a core-drilling project that was never commenced.

16 36. Plaintiff, GERDA FERN BILLBE (hereinafter "BILLBE"), was and is a resident  
17 of Clark County, Nevada. During all times herein, BILLBE was issued 1,234 shares of EIN  
18 stock, which were exchanged for KOKOWEEF shares on or about March 28, 2007. Plaintiff  
19 BILLBE relied on the October 12, 2006 letter from Defendant CLARY that the new stock offered  
20 by KOKOWEEF was legally issued and therefore tendered and exchanged her EIN stock for  
21 same.

22 37. Plaintiffs, BOB and ROBYN TRESKA (hereinafter "TRESKAS"), were and are  
23 residents of Clark County, Nevada. During all times relevant herein, the TRESKAS were issued  
24 100 shares of EIN stock, which were exchanged for KOKOWEEF shares of stock by the Plan of  
25 Reorganization dated August 31, 2006. Plaintiffs TRESKA relied on the October 12, 2006 letter  
26 from Defendant CLARY that the new stock offered by KOKOWEEF was legally issued and  
27 therefore tendered and exchanged their EIN stock for same.

28

1           38. Plaintiff, MICHAEL RANDOLPH (hereinafter "RANDOLPH"), was and is a  
2 resident of Clark County, Nevada. During all times relevant herein, RANDOLPH was issued  
3 1,000 shares of EIN stock, which were exchanged for KOKOWEEF shares of stock by the Plan  
4 of Reorganization dated August 31, 2006. Plaintiff RANDOLPH gave Six Thousand Dollars  
5 cash (\$6,000) to HAHN and relied on the statement of HAHN that he would be given  
6 corresponding stock in KOKOWEEF, but was never issued a certificate of stock nor is there any  
7 record of Plaintiff RANDOLPH's cash being deposited in either the EIN or KOKOWEEF  
8 accounts.

9           39. Plaintiff, FREDERICK WILLIS (hereinafter "WILLIS"), was and is a resident of  
10 Clark County, Nevada. During all times relevant herein, WILLIS was issued 100 shares of EIN  
11 stock, which were exchanged for KOKOWEEF shares of stock by the Plan of Reorganization  
12 dated August 31, 2006. Plaintiff WILLIS relied on the October 12, 2006 letter from Defendant  
13 CLARY that the new stock offered by KOKOWEEF was legally issued and therefore tendered  
14 and exchanged his EIN stock for same.

15           40. Defendant HAHN, is and was a resident of Clark County, Nevada, and is and has  
16 been the President and Treasurer of Kokoweef since its incorporation in 2004, and was the  
17 President and Treasurer of EIN since its incorporation in 1984.

18           41. Defendant, EIN, a Nevada corporation, was incorporated on October 24, 1984 and  
19 was dissolved on November 15, 2007.

20           42. Defendant, KOKOWEEF, is a duly organized Nevada corporation in good  
21 standing that was incorporated on May 25, 2004.

22           43. Defendant HWS is a Nevada corporation doing business in North Las Vegas,  
23 Clark County, Nevada, and is located at 2908 East lake Mead Boulevard, North Las Vegas,  
24 Nevada. HWS was incorporated in 1977 and HAHN was the President of that corporation until  
25 the time that he transferred that office to his family members, although HAHN still maintains  
26 control of that corporation.

27           44. Plaintiffs are ignorant of the true names of the Defendants sued as DOES 1  
28 through 100, inclusive, and therefore Plaintiffs sue these Defendants by such fictitious names.



1 Following further investigation and discovery, Plaintiffs will seek leave of the Court to amend  
2 this Complaint to allege their true names and capacities when ascertained. These fictitiously  
3 named Defendants may be KOKOWEEF's shareholders, officers, directors, and other members  
4 of management, consultants and other individuals or entities, who were involved in the  
5 wrongdoing detailed herein. These Defendants aided and abetted, participated with and/or  
6 conspired with the named Defendants in the wrongful acts and course of conduct or otherwise  
7 caused damages and injuries claimed herein and are responsible in some manner for the acts,  
8 occurrences and events alleged in this Complaint.

9 45. Plaintiffs are informed and believe, and thereon allege, that Defendants  
10 KOKOWEEF, HAHN, HWS and DOES 1 through 100, inclusive, are, and at all times mentioned  
11 herein were, the alter-ego of each other, in that there now exists, and at all times mentioned  
12 herein there existed, such unity of interest in ownership between these Defendants, and each of  
13 them, such that any individuality and separateness has ceased in that each of the Defendants is,  
14 and at all times mentioned herein was, a mere shell, instrumentality and conduit through which  
15 each of the other Defendants carry on their business in the corporate name, exercising such  
16 control and dominance of each of the other Defendants to such an extent that any individuality of  
17 separateness of a Defendant did not and does not exist. Any further adherence to the fiction of a  
18 separate existence of these several Defendants as entities distinct from each of the other  
19 Defendants would permit an abuse of the corporate privilege and would sanction a fraud on  
20 Plaintiffs. Plaintiffs are further informed and believe that said Defendants managed and operated  
21 the corporate and affiliated entities and intermingled the assets of each to suit their convenience  
22 by placing and conveying assets fraudulently among the Defendants in order to evade payment of  
23 obligations and to render other Defendants insolvent and unable to meet their obligations to  
24 Plaintiffs.

#### 25 **DERIVATIVE AND DEMAND EXCUSED ALLEGATIONS**

26 46. Plaintiffs bring the Fourth, Fifth and Sixth causes of action in a derivative  
27 capacity for the benefit of KOKOWEEF to redress injuries suffered and to be suffered by  
28

1 KOKOWEEF as a result of the breaches of fiduciary duty and unjust enrichment of Defendant  
2 HAHN and other Defendants.

3 47. Plaintiffs will adequately and fairly represent the interest of KOKOWEEF and its  
4 shareholders in enforcing and prosecuting its rights.

5 48. At all times relevant to this action, Plaintiffs are shareholders of KOKOWEEF  
6 stock and were owners of EIN stock until EIN stock was exchanged for KOKOWEEF stock in  
7 August of 2006.

8 49. As a result of the facts set forth herein, Plaintiffs have not made any demand on  
9 the KOKOWEEF Board of Directors to institute this action against Defendant HAHN. Such  
10 demand would be a futile and useless act because the Board is incapable of making an  
11 independent and disinterested decision to institute and vigorously prosecute this action for the  
12 following reasons:

13 a. Due to Defendant HAHN'S positions as President and Treasurer, and  
14 holding almost a majority of the shares, he is in a position to and does control the Board, the  
15 company and its operations. There are seven board members, two of which are controlled by  
16 Defendant HAHN. However, a quorum of five is required to hold a board meeting.

17 b. Defendant HAHN will not permit a board meeting to occur unless he  
18 institutes it for matters he wants to discuss. This was evident when Plaintiff BURKE scheduled a  
19 board meeting for August 28, 2007, to discuss an audit and also to request Defendant HAHN to  
20 step down. Defendant HAHN then scheduled a shareholders meeting for that same date to be  
21 held 70 miles from the place of the board meeting and it was impossible to attend both meetings.

22 c. Based on the summary of the September 19, 2007, meeting provided  
23 above and the attached Transcript (See Exhibit D) of the meeting among Plaintiff BURKE,  
24 Defendants HAHN and CLARY, and other officers, it is obvious Defendant HAHN controls  
25 KOKOWEEF, and that he would find ways to obstruct a board meeting regarding the filing of a  
26 shareholders' derivative complaint.

27  
28

1 **FIRST CAUSE OF ACTION**

2 **(Civil Liability pursuant to NRS 90.660 for sale of unregistered securities against**  
3 **Defendants HAHN, CLARY, EIN, KOKOWEEF and DOES 1-50, Inclusive)**

4 50. Plaintiffs re-allege and incorporate herein by reference the allegations contained in  
5 paragraphs 1 through 44 above as though fully set forth herein.

6 51. Defendants, EIN and KOKOWEEF, and each of them, were an “issuer” of  
7 securities as defined by NRS § 90.255.

8 52. Defendants under the direct control of Defendant HAHN “sold” “securities” as  
9 defined by NRS §§90.295 and 90.280 to the Plaintiffs which were not registered with the  
10 Securities Division of the Nevada Secretary of State, and were not exempt from registration  
11 under the laws of the State of Nevada.

12 53. Defendant CLARY, as set out in NRS §90.660, was, and is, an agent of  
13 Defendants KOKOWEEF, EIN and HAHN, and knew of, or in the exercise of reasonable care,  
14 could have known of the existence of the repeated sales of unregistered securities by EIN and  
15 KOKOWEEF under the direct control of Defendant HAHN.

16 54. NRS §90.660 specifically provides that, “A person who offered or sells a security  
17 in violation of any of the following provisions:...(b) NRS 90.4601...*is* liable to the person  
18 purchasing the security.” NRS §90.660(1) (Emphasis added).

19 55. NRS 90.660 further provides that “[a] person who *directly or indirectly controls*  
20 *another person who is liable* under subsection 1 or 3, *and a partner, officer or director of the*  
21 *person liable*, a person occupying a similar status of performing similar functions, any agent of  
22 the person liable, an employee of the person liable if the employee materially aids in the act,  
23 omission or transaction constituting the violation, and a broker-dealer or sales representative who  
24 materially aids in the act, omission or transaction constituting the violation, *are also liable jointly*  
25 *and severally with and to the same extent as the other person....* NRS §90.660 (Emphasis  
26 added).

27 56. Defendant HAHN, as President, Treasurer and Majority Shareholder directly  
28 controls KOKOWEEF and EIN, the issuer of the securities, and the sale of stock from both

1 corporations. Therefore, he is jointly and severally liable with the nominal Defendants  
2 KOKOWEEF and EIN.

3 57. Nominal Defendants KOKOWEEF, EIN and specifically Defendant HAHN, are  
4 jointly and severally liable to Plaintiffs for selling unregistered and non-exempt securities in EIN  
5 and/or KOKOWEEF. Plaintiffs have tendered their securities in EIN and KOKOWEEF to  
6 Defendants concurrent with the filing of their First Amended Complaint and such tender was  
7 rejected by the Defendants, and each of them. Accordingly, pursuant to NRS §90.660,  
8 Defendants are liable to Plaintiffs for:

- 9 (a) the consideration paid for the securities; and  
10 (b) interest at the legal rate from the date of purchase of the securities; and  
11 (c) costs and reasonable attorney's fees;  
12 (d) less the amount of income received on the security (which has been zero).

13 58. Plaintiffs discovered these violations within two (2) years of the filing of their  
14 Amended Complaints, and within five (5) years after the act, omission or transaction constituting  
15 the violations.

16 **SECOND CAUSE OF ACTION**

17 **(Negligent Misrepresentation Against Defendants HAHN, CLARY**  
18 **and DOES 1-100, Inclusive)**

19 59. Plaintiffs re-allege and incorporate herein by reference the allegations contained in  
20 paragraphs 1 through 51 above as though fully set forth herein.

21 60. Defendants, and specifically Defendant CLARY, misrepresented to the Plaintiffs  
22 that the sale of the securities of EIN and KOKOWEEF were exempt from registration under both  
23 federal and Nevada securities laws when in fact the sale of these securities were illegal and not  
24 exempt from registration under either federal or Nevada securities laws.

25 61. The misrepresentations made to Plaintiffs included the false and fraudulent  
26 statements described above and incorporated herein by reference.

27 62. Defendants, and each of them, made these representations negligently, and  
28 without any reasonable basis for believing them to be true.

63. Plaintiffs were ignorant of the truth of the misrepresentations and concealments made by Defendants and in fact justifiably relied on the misrepresentations made by Defendants, specifically upon the statements and writings made by Defendant CLARY.

64. As a direct and proximate result of Defendants' misstatements and misrepresentations of material facts, Plaintiffs purchased securities from the Defendants in EIN and KOKOWEEF and have suffered damages as more fully set forth herein in an amount to be proved at trial.

### THIRD CAUSE OF ACTION

**(Breach of Fiduciary Duty Against Defendant HAHN**

**and DOES 1 through 100, Inclusive)**

65. Plaintiffs incorporate herein by reference the allegations set forth in paragraphs 1 through 57 above as though fully set forth herein.

66. By reason of his position of President and Treasurer of KOKOWEEF and former President and Treasurer of EIN, Defendant HAHN owed Plaintiffs, as shareholders of those corporations, the fiduciary obligations of good faith, trust, loyalty and due care, and is required to use his utmost ability to control and manage the corporate affairs in a fair, just, honest and equitable manner. Defendants are required to act in the best interests of the corporation and its shareholders and not in the furtherance of his own personal interests or financial benefit. Defendants HAHN and DOES 1 through 100, inclusive, owe the corporation and its shareholders the fiduciary duty to exercise good faith and diligence in the administration of those corporations and in the use and preservation of its property and assets, and has the highest obligations of fair dealing.

67. Defendants HAHN and DOES 1 through 100, inclusive, violated and breached those duties by their actions described with specificity above.

68. As a direct and proximate result of the Defendants' breaches of fiduciary duties, the corporation and its shareholders have sustained damages in an amount to be proven at trial.

1           69.     Plaintiffs are entitled to an order that Defendants HAHN and DOES 1 through 50,  
2 inclusive, disgorge to EIN and KOKOWEEF, all proceeds and profits derived from their illegal  
3 activities.

4                                   **FOURTH CAUSE OF ACTION**

5                           **(Unjust Enrichment Against Defendants HAHN, HWS,**  
6                           **and DOES 1 through 100, Inclusive)**

7           70.     Plaintiffs incorporate herein by reference the allegations set forth in paragraphs 1  
8 through 62 above as though fully set forth herein.

9           71.     Plaintiffs are informed and believe, and therein allege, that Defendants HAHN,  
10 HWS, and DOES 1 through 100, inclusive, were unjustly enriched by the illegal sale of  
11 unregistered securities and the diversion of corporate funds and assets for the personal use of  
12 HAHN and his alter-ego, HWS.

13          72.     It would be unjust and inequitable for these Defendants to retain the proceeds of  
14 these illegal transactions and converted funds owned by KOKOWEEF.

15          73.     To remedy the Defendants' unjust enrichment, the Court should order the  
16 Defendants, HAHN and HWS to disgorge to KOKOWEEF all proceeds and profits derived from  
17 their illegal and tortuous activities.

18                                   **FIFTH CAUSE OF ACTION**

19                   **(Corporate Waste Against Defendants HAHN, and DOES 1 through 100, Inclusive)**

20          74.     Plaintiffs incorporate herein by reference the allegations set forth in paragraphs 1  
21 through 66 above as though fully set forth herein.

22          75.     By failing to properly consider the interests of KOKOWEEF and its shareholders,  
23 Defendants HAHN and DOES 1 through 50, inclusive, without any valid corporate purpose, have  
24 caused KOKOWEEF to waste valuable corporate assets solely for the financial gain of these  
25 Defendants.

26          76.     In return for such wrongful diversion of corporate assets, KOKOWEEF received  
27 no consideration, rendering the transaction in effect a gift to these Defendants.

28

1           77.     The conduct of these Defendants, and each of them, was not in good faith.  
2 Defendants intentionally and directly diverted EIN and KOKOWEEF assets to their own use and  
3 benefit.

4           78.     As a result of these Defendants conduct, and the wrongful conduct of each of  
5 them, EIN and KOKOWEEF have suffered and continue to suffer economic losses and non-  
6 economic losses all in an amount according to proof at the time of trial. EIN and KOKOWEEF  
7 are also entitled to disgorgement of the monies improperly obtained by the Defendants.

8  
9                                   **REQUEST AND PRAYER FOR RELIEF**

10           WHEREFORE, Plaintiffs respectfully request that this Court enter judgment in their  
11 favor and against Defendants as follows:

12  
13                                   **PRAYER FOR RELIEF**

14           Plaintiffs pray for judgment and relief against Defendants as follows:

15           **FOR THE FIRST CAUSE OF ACTION:**

16           1.     For damages in the amount of the consideration paid by the Plaintiffs to  
17 EIN and/or KOKOWEEF for the purchase of their shares, and as additionally set out in  
18 NRS §90.660;

19           2.     For pre-judgment interest at the legal rate from the date each Plaintiff  
20 purchased their shares;

21           3.     For reasonable attorney's fees and costs; and

22           4.     For such further relief as the court may deem just and proper.

23           **FOR THE SECOND AND THIRD CAUSES OF ACTION:**

24           1.     For damages in an amount to be proved at trial;

25           2.     For costs of suit incurred herein; and

26           3.     For interest as allowed by the laws of the State of Nevada;

27           4.     For an order for an accounting;

28           5.     For an order of punitive damages;

1           6.       For such further relief as the court may deem just and proper;

2  
3           FOR THE FOURTH, FIFTH, and SIXTH CAUSES OF ACTION:

- 4           1.       For restitution to nominal defendants, EIN and KOKOWEEF;
- 5           2.       For costs of suit incurred herein;
- 6           3.       For interest and all damages as allowed by the laws of the State of Nevada;
- 7           4.       For an order for an accounting;
- 8           5.       For an order of punitive damages;
- 9           6.       For such further relief as the court may deem just and proper.

10       DATED this 20<sup>th</sup> day of May, 2011.

11                               ROBERTSON & ASSOCIATES, LLP

12                               By: 

13                               ALEXANDER ROBERTSON, IV, Bar No. 8642  
14                               JENNIFER L. TAYLOR, Bar No. 5798  
15                               401 N. Buffalo Drive, Suite 202  
16                               Las Vegas, Nevada 89145  
17                               Attorneys for Plaintiffs



# **EXHIBIT 2**

1 **SUPP**  
2 ALEXANDER ROBERTSON, IV  
3 State Bar No. 8642  
4 JENNIFER L. TAYLOR  
5 State Bar No. 5798  
6 ROBERTSON & ASSOCIATES, LLP  
7 401 N. Buffalo Dr., Suite 202  
8 Las Vegas, Nevada 89145  
9 Telephone: (702) 247-4661  
10 Facsimile: (702) 247-6227  
11 Attorneys for Plaintiffs

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DISTRICT COURT  
CLARK COUNTY, NEVADA

10 TED R. BURKE, MICHAEL R. and  
11 LAURETTA L. KEHOE; JOHN BERTOLDO;  
12 PAUL BARNARD; EDDY KRAVETZ;  
13 JACKIE and FRED KRAVETZ; STEVE  
14 FRANKS; PAULA MARIA BARNARD;  
15 LEON GOLDEN; C.A. MURFF; GERDA  
16 FERN BILLBE; BOB and ROBYN TRESKA;  
17 MICHAEL RANDOLPH, and FREDERICK  
18 WILLIS,

19 Plaintiffs,

20 vs.

21 LARRY H. HAHN, individually, and as  
22 President and Treasurer of Kokoweef, Inc., and  
23 former President and Treasurer of Explorations  
24 Incorporated of Nevada; HAHN'S WORLD OF  
25 SURPLUS, INC., a Nevada corporation; DOES  
26 I-X, inclusive; DOE OFFICERS, DIRECTORS  
27 and PARTICIPANTS I-XX,

28 Defendants,.

and

KOKOWEEF, INC, a Nevada corporation;  
EXPLORATIONS INCORPORATED OF  
NEVADA, a dissolved corporation;

Nominal Defendants.

) CASE NO. A558629  
) Dept. XIII

) PLAINTIFFS' NINTH  
) SUPPLEMENTAL LIST OF WITNESSES  
) AND DOCUMENTS PURSUANT TO  
) NRCP 16.1

COMES NOW Plaintiffs, TED R. BURKE, MICHAEL R. and LAURETTA L.

1 KEHOE; JOHN BERTOLDO; PAUL BARNARD; EDDY KRAVETZ; JACKIE and FRED  
2 KRAVETZ; STEVE FRANKS; PAULA MARIA BARNARD; LEON GOLDEN; C.A. MURFF;  
3 GERDA FERN BILLBE; BOB and ROBYN TRESKA; MICHAEL RANDOLPH, and  
4 FREDERICK WILLIS, ("Plaintiffs"), by and through their attorneys of record, ROBERTSON &  
5 ASSOCIATES, LLP, and hereby submits their Ninth Supplemental Disclosure pursuant to NRCP  
6 16.1:

7 Pursuant to the June 2, 2010 Business Court Scheduling Order and Trial Setting Order,  
8 Plaintiffs hereby identifies the following expert witnesses and discloses their reports:

9 1) Talon Stringham:

10 Mr. Stringham is expected to provide expert opinions regarding the scope of his retention  
11 in this litigation. Attached hereto as Exhibit A is Mr. Stringham's report.

12 2) Ed Apenbrink:

13 Mr. Apenbrink is expected to provide expert opinions regarding the scope of his retention  
14 in this litigation. Attached hereto as Ex. B. is Mr. Apenbrink's report.

15 Plaintiff reserves the right to add to, amend or delete any of the above. Plaintiff also  
16 reserves the right to call any expert or percipient witness listed by any other party in this action  
17 and hereby incorporates all other parties' prior, current and future witness lists by reference.  
18 Plaintiff also reserves the right to rely upon any and all documents produced by any other party in  
19 this action and hereby incorporates all parties' prior, current and future document disclosures,  
20 discovery responses and other previously produced documents, records and exhibits.

21 Plaintiff does not list herein, but nevertheless reserves the right to call as witnesses to  
22 testify on either lay or expert matters, or both, those individuals who are employees or for  
23 employees of any other parties to this law suit, and who may be called to testify at trial, either  
24 live or through competent form of testimony.

25 Plaintiff further reserves the right to call impeachment or rebuttal witnesses admitted here  
26 from, and to produce records related to the impeachment of or rebuttal to any parties' witnesses.  
27 Plaintiff also reserves the right to call at the time of trial, if necessary, the custodian of records of  
28 any of the parties to this lawsuit.

1 Also, Plaintiff reserves the right to call any witnesses identified and elected under the  
2 provisions of NRCP 26(b)(4) by any other party to this action, whether or not such party remains  
3 a party at the time of trial.

4 Plaintiff reserves the right to name and call such additional experts as deemed appropriate  
5 in accordance with the provisions of NRCP 26(b)(4-5).

6 In the event that any additional analysis is obtained by any party prior to trial, Plaintiff  
7 reserves the right to call as an expert witness the professional performing the analysis, whose  
8 name and address will by that time be provided to all parties and whose testimony will be  
9 directed toward the nature and extent of the alleged damages of the Subject Property.

10 Plaintiff reserves the right to add additional experts as such need arises during the course  
11 of discovery and investigation in preparation of his case.

12 If any of the witnesses discussed or listed herein above are not available at trial, Plaintiff  
13 advises all parties it will seek the introduction of competent former testimony, including  
14 depositions of or affidavits from such witnesses in lieu of their live testimony.

15 Discovery in this case has not yet been completed. Depositions have not yet been taken  
16 of certain parties, witnesses or experts. Plaintiff therefore reserves the right to file a supplement  
17 identification of expert witnesses as discovery is completed and witnesses identified.

18 DATED: January 19, 2011

ROBERTSON & ASSOCIATES, LLP

20 By: 

ALEXANDER ROBERTSON, IV

Nevada Bar No. 8642

JENNIFER L. TAYLOR

Nevada Bar No. 5798

ROBERTSON & ASSOCIATES, LLP

401 N. Buffalo Dr., Suite 202

Las Vegas, Nevada 89145

Attorneys for Plaintiffs

# EXHIBIT B

**EDWIN J. APENBRINK**

January 19, 2011

Jennifer L. Taylor, Esq.  
Robertson & Associates, LLP  
401 N. Buffalo Dr., Suite 202  
Las Vegas, NV 89145

Re: Ted R. Burke et al. v. Larry L. Hahn

Dear Ms. Taylor:

I, Edwin J. Apenbrink, have been engaged as an expert witness in this matter. Attached to this report as Exhibit 1 is my Curriculum Vitae. I am being compensated for my services on an hourly basis at my standard billing rate of \$250 per hour.

I have been retained by Plaintiffs' attorney, the firm of Robertson & Vick, LLP, to act as an expert in the field of state securities regulation in the matter now in litigation, Burke v. Hahn, Clark County Case No. A 558629. The following report outlines my analysis and my findings.

If additional information becomes available that may impact my analysis and conclusions, I reserve the right to modify my report accordingly. This report is not to be used for any other purpose.

A list of documents, data, and information that I have considered during the preparation of this report is attached hereto as Ex. 2. However, in

general, I have examined the shareholder records of Kokoweef, Inc.

("Kokoweef") and its predecessor, Explorations Incorporated of Nevada ("EIN")

and the other materials as set forth below:

1. Shareholder, banking and business records of EIN (produced by Defendant);
2. Shareholder, banking and business records of Kokoweef (produced by Defendant) and ;
3. Banking and business records of Hahn's World of Surplus (produced by Defendant and additionally produced by Plaintiff pursuant to a document review conducted by Sage Forensic);
4. List of purchasers of stock in both entities from May 29, 1973 to present;
5. Nevada Uniform Securities Act (NRS 90.211 et. seq.)(the "Act") including NRS 90.460 et. seq., which requires the registration of securities distributed in this State, NRS 90.520 which deals with exempt securities and NRS 90.530 which deals with exempt transactions;
6. Rules and regulations promulgated under the Act (NAC 90.01 et. seq.) (the "Rules") including NAC 90.395 et. seq. which deals with the registration of securities and NAC 90.495 et. seq. which deals with exempt securities and exempt transactions; and
7. Various pleadings and documents relative to the matter including specifically the Verified Derivative First Amended Complaint,

dated September 22, 2008, the Agreement and Plan of Reorganization dated November 10, 2005 (the "Plan") between EIN and Kokoweef, the Motion for Partial Summary Judgment dated May 29, 2009, the Articles of Incorporation and By-laws of EIN the Stock Certificate Log of Kokoweef and other pertinent corporate documents and records.

8. Purchase sales agreement

I.

EIN was incorporated in the State of Nevada on or about October 24, 1984. From its inception, among other things, it has been involved in the sale of stock to members of the public in various states, including Nevada. Kokoweef was incorporated in the State of Nevada on or about May 25, 2004. From its inception, among other things, it has likewise been involved in the sale of stock to members of the public in various states, including Nevada. According to the terms of a purchase agreements presented to investors, the sales were being conducted pursuant to NRS 90.530(11).

In November, 2005, EIN and Kokoweef entered into an Agreement and Plan of Reorganization pursuant to which all of the assets of EIN were transferred to Kokoweef and exchanged on a share for share basis. On or about November 21, 2005, an exemption from registration pursuant to NRS 90.530(17)(b) was filed regarding this Agreement and Plan of Reorganization.

The scope of my retention encompassed a review of the



shareholder records of EIN and Kokoweef regarding the distribution of securities over many years together with a review of the aforementioned statutes and regulations and to make a determination if such a distribution was conducted in accordance with the Act. Upon inquiry the Secretary of State's Office, Securities Division ("Division") indicated that no registration of securities was effected on behalf of EIN or Kokoweef, and no exemptions were filed other than the Nevada Form N-9 filed on or about November 21, 2005 pursuant to NRS 90.530(17)(b).

I next reviewed the Act to determine if there was an exemption from registration which would permit such a distribution. The exemption provided by NRS 90.530(11) was the only one which presented itself as a possible exemption for EIN or Kokoweef. EIN and Kokoweef stated, in documents connected with the Agreement and Plan of Reorganization as described below, that reliance had been placed on the limited offering exemption provided by NRS 90.530(11). Said exemption provides a self-executing exemption from registration for a distribution to no more than twenty-five (25) purchasers in this state during any twelve (12) consecutive months if there is no general solicitation or general advertising, no commission or other compensation is paid except to a broker-dealer licensed or not required to be licensed under the Act and *either* the seller reasonably believes all of the purchasers are purchasing for investment *or* the issuer has less than fifty security holders and the offering does not exceed \$500,000 during any twelve consecutive months.

However, this exemption can be invalidated by proving that EIN or Kokoweef violated any one of the requirements of the exemption, such as selling

to more than twenty-five (25) purchasers in a twelve month period. Therefore, in order to determine compliance with the Act, I examined the shareholder records of EIN and Kokoweef as set forth in Ex. 3, the Shareholder Transaction Record. Specifically, attention was placed on the dates of purchase of Nevada residents. When I found a Nevada purchaser, I would then calculate the number of Nevada purchasers in the ensuing twelve months to determine if the number of sales to Nevada residents exceeded the twenty-five permitted by NRS 90.530(11).

Once the maximum number of sales permitted by NRS 90.530(11), twenty-five in a twelve-month period, has been exceeded, the Division considers all sales in that period to be in violation. For instance, on May 9, 2006, Nevada residents Stanley and Virginia K. purchased stock. In the ensuing twelve months, until May 8, 2007, a total of forty (40) other Nevada residents purchased stock. Hence, there were forty (40) separate violations of the Act due to the sale of these shares. Once the maximum number of sales permitted by NRS 90.530(11), twenty-five in a twelve-month period, has been exceeded, the Division considers all sales in that period to be in violation of the registration requirements. As another example, an examination of the attached Exhibit 3, Shareholder Transaction Record, shows that all thirty (30) sales to Nevada residents from the sale on June 25, 2005 to Nevada resident WJK through and including the sale on June 13, 2006 to Nevada residents Kenneth E. and Debra A. V. would be violations of the Act.

In summary, of the three twelve month periods, which commenced in 2005 and in which shares were sold to Nevada residents, two of those periods

contained violations of the act, totaling sixty-nine (69) separate violations. In summary, of the forty-six twelve month periods, which commenced in 2006 and in which shares were sold to Nevada residents, twenty-three (23) of those periods contained violations of the act, totaling eight-hundred, fifty (850) separate violations.

NRS 90.660 provides, in part, that a person who offers or sells a security in violation of the Act is liable to the purchaser for the consideration paid plus interest and attorney's fees less and income received on the security. NRS 90.680 provides that relief under NRS 90.660 may not be obtained if the purchaser receives a rescission offer stating that a violation has occurred and offering to repurchase the security. The examination of the foregoing records and documents which I conducted shows that on many occasions during the distribution the limitation on the number of investors allowed during a twelve month period was exceeded. In addition, once the issuer exceeded fifty shareholders, that portion of the exemption was no longer available. Based upon my review and analysis of the foregoing material, it is my opinion that there were indeed numerous violations of the Act committed in the course of the distribution of securities by EIN and Kokoweef.

## II.

My retention also included instructions to review the Agreement and Plan of Reorganization dated November 10, 2005 between EIN and Kokoweef, to determine if it was conducted in accordance with the Act and to

express an opinion as to whether such a transaction could, in any way, correct or ameliorate any prior or subsequent violations of the Act committed in the distribution of the securities in question. In connection with my review of the aforementioned records and documents, I reviewed a filing in connection with the reorganization of EIN into Kokoweef, which was made with the Office of the Secretary of State, Securities Division (the "Division") on or about November 23, 2005.

The purpose of this filing was stated to claim the exemption provided by NRS 90.530(17)(b). The Division conducts a perfunctory review of such filings to determine that the filing is timely, the fee is enclosed and that recipients of the offer receive some disclosure. Within those parameters this filing was perfected. This exemption would allow only the distribution of the securities of Kokoweef to the shareholders of EIN pursuant to the Agreement and Plan of Reorganization. This filing would not have any impact on the ongoing sales of securities of EIN and Kokoweef and would not, in any way, cleanse any past, or future, violations of the Act in connection with the distribution. The ramification of these violations is that Kokoweef would be liable, pursuant to NRS 90.660, to eligible shareholders for the purchase price plus interest and attorney's fees less and income received on the security.

### III.

My retention also included a review and analysis of the Motion for Partial Summary Judgment, and supporting Affidavit, filed by Defendant Patrick

C. Clary regarding the claims filed against him. My opinions regarding Mr. Clary's representations and recommendations in regard to the continued distribution of shares and the status of existing shares is attached hereto as Ex. 4.

#### IV.

If additional information becomes available that I deem relevant to the scope of this engagement, I reserve the right to modify this report accordingly. As this case proceeds toward trial, the passage of time, and the issuance of any rebuttal reports, may require that my report be updated. As this matter proceeds toward trial, I may prepare additional exhibits that illustrate and provide examples of the violations upon which I have opined.

Sincerely,

A handwritten signature in cursive script, reading "Edwin J. Apenbrink". The signature is written in dark ink and is positioned above the printed name.

Edwin J. Apenbrink

# EXHIBIT 1



EDWIN J. APENBRINK  
2708 Beachside Court  
Las Vegas, Nevada 89117  
(702) 255-4320

### SENIOR STATE REGULATION OF SECURITIES ATTORNEY

Thirty-five years experience in working with and for government agencies and regulatory bodies.

Experienced in:

- |   |                                   |   |                               |
|---|-----------------------------------|---|-------------------------------|
| * | State Securities Law              | * | Broker Dealer Registration    |
| * | Financial & Business Transactions | * | Initial Public Offerings      |
| * | Government Relations              | * | Investment Company Regulation |

### CAREER SUMMARY

State of Nevada, Securities Division - Las Vegas, Nevada 1992-2008

#### DIRECTOR OF SECURITIES REGISTRATION & LICENSING

Worked with State Regulatory Agency.

- \* Supervised personnel, policies and procedures in the Registration and Licensing section.
- \* Reviewed and approved or denied applications for registration of securities.
- \* Reviewed and approved applications for licensure of broker dealers, sales representatives, investment advisors, and investment advisor representatives.
- \* Supervised staff of compliance audit investigators in monitoring broker dealers and investment advisors, reviewed reports on such audits, reviewed and approved exit letters.
- \* Researched and drafted position papers, opinions and no-action letters.
- \* Participated in drafting amendments to statute and rules and regulations.

Calfee, Halter & Griswold - Cleveland, Ohio 1987-1991

#### SENIOR ASSOCIATE

Managed State Regulation of Securities Department .

- \* Dealt with regulators and government officials in all 53 jurisdictions in order to gain registration of securities on behalf of regional underwriter. Industries covered were Industrial instrumentation, auto leasing, household applications.
- \* Arranged for private placement of securities in all 53 jurisdictions by negotiating approvals and clearances with agency administrators.
- \* Qualified employee benefit plans, i.e. 401K pension, profit-sharing plans, with appropriate agencies.
- \* Gained clearances and perfected exemptions for general obligation bonds and conduit financings issued by public bodies and agencies.
- \* Drafted documents relative to the above.

King & Spalding - Atlanta, Georgia

1986-1987

**SENIOR ASSOCIATE**

Established, recruited, trained and supervised staff of State Regulation of Securities Department.

- \* Dealt with regulators and government officials in all 53 jurisdictions in order to gain registration of initial public offerings of securities on behalf of regional underwriter. Industries covered were trucking, textile, retail clothing, cellular communications, underground construction.
- \* Arranged private placement of securities in all 53 jurisdictions by negotiating approvals And clearances with agency administrators.
- \* Qualified employee benefit plans, i.e. 401K pension, profit -sharing plans, with appropriate agencies.
- \* Drafted documents relative to the above.

Strook & Strook & Lavan - New York, New York

1985

**SENIOR ASSOCIATE**

Established, recruited, trained and supervised staff of State Regulation of Securities Department.

- \* Dealt with regulators and government officials in all 53 jurisdictions in order to gain registration of securities on behalf of national underwriter. Industries covered were banking and land development (private).
- \* Arranged private placement of complicated tax-sheltered securities in all 53 jurisdictions.
- \* Drafted documents relative to the above.

Winthrop, Stimson, Putnam & Roberts - New York, New York

1979-1985

**SENIOR ASSOCIATE**

Managed State Regulation of Securities Department.

- \* Dealt with regulators and government officials in all 53 jurisdictions in order to gain registration of securities on behalf of national underwriter. Industries covered were public utilities, medical instruments, gaming or recreational, mining and Home Depot stores.
- \* Arranged private placement of securities in all 53 jurisdictions by negotiating approvals and clearances with agency administrators.
- \* Qualified employee benefit plans, i.e. 401K, pension, profit sharing plans, with appropriate agencies.
- \* Drafted documents relative to the above.

State of Illinois, Securities Division - Springfield, Illinois

1974-1979

Worked with State Regulatory Agency.



- \* Examined proposed offerings of debt, equity and tax-sheltered securities.
- \* Drafted proposed legislation and held hearings with appropriate committees of the State House and Senate;
- \* Drafted rules and regulations, held public hearings and kept them current.
- \* Investigated possible violations of the Securities Act.
- \* Prepared opinion letters for the Agency.
- \* Served as Hearing Officer in enforcement actions under the Securities Act.

#### EDUCATION

B.A. - St. Louis University (1968)

J.D. - St. Louis University School of Law (1971)

#### PROFESSIONAL AFFILIATIONS

American Bar Association;

Past member of Business Law Section -

Committee on State regulation of Securities;

Subcommittee on Investment Company Management;

Subcommittee on Simplification of Capital Formation; and

Subcommittee on Disclosure Standards.

Missouri Bar Association

Illinois Bar Association

New York Bar Association

Georgia Bar Association

Ohio Bar Association

# EXHIBIT 2

**EXHIBIT 2:**

**DOCUMENT INVENTORY**

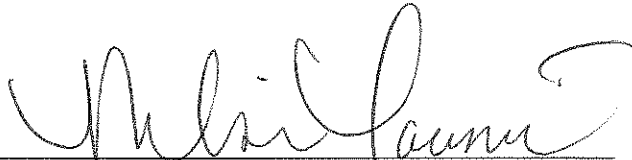
|     |   |
|-----|---|
| 1.  | Documents previously disclosed in Plaintiffs' Early Case Conference Report, 1 <sup>st</sup> through 5 <sup>th</sup> and 8 <sup>th</sup> Supplemental List of Documents and Witnesses. |
| 2.  | Disc dated 4/12/2010 containing '07 receipts, etc. and produced by Kokoweef.  |
| 3.  | Kokoweef Stock Certificate Log dated 5/23/2008  |
| 4.  | EIN Quickbooks records produced by EIN  |
| 5.  | Kokoweef Quickbooks records produced by Kokoweef  |
| 6.  | Hahn's World of Surplus Quickbooks records produced by HWS  |
| 7.  | Hahn's World of Surplus records produced by Hahn's World of Surplus bates numbered 1 - 7375   |
| 8.  | Shareholder records received from Kokoweef (six cd's of records)  |
| 9.  | Transcript of Recorded Conversation dated 9/18/2007   |
| 10. | Partial Transcript of Evidentiary Hearing dated 7/30/2008   |
| 11. | Correspondence from Patrick C. Clary to EIN shareholders dated 10/12/2006   |
| 12. | Document from Patrick C. Clary dated 12/3/2008.   |
| 13. | Articles of Incorporation of EIN and Kokoweef   |
| 14. | Bylaws of EIN and Kokoweef, Inc.  |
| 15. | Kokoweef stock certificates produced by Kokoweef  |
| 16. | Kokoweef Stock Purchase Agreements  |
| 17. | Defendant Patrick C. Clary's Motion for Partial Summary Judgment and all exhibits thereto   |
| 18. | Complaint   |
| 19. | First Amended Complaint   |
| 20. | Master Disc 1-7 produced on 7/9/2010 by Kokoweef.   |

**CERTIFICATE OF SERVICE**

I hereby certify that on the 25th day of May, 2011, I served a copy of the above and foregoing **MOTION TO LEAVE TO FILE SECOND AMENDED COMPLAINT TO CONFORM TO THE EVIDENCE** by U.S. Mail addressed to:

M. Nelson Segel, Chartered  
M. Nelson Segel, Esq.  
624 South 9<sup>th</sup> Street  
Las Vegas, NV 89101  
Telephone: (702) 385-6266  
Facsimile: (702) 382-2967  
**Attorneys for Larry Hahn and  
Hahn's World of Surplus, Inc.**

Patrick C. Clary, Chartered  
Patrick C. Clary, Esq.  
8670 West Cheyenne Avenue  
Suite 120  
Las Vegas, NV 89129  
Telephone: (702) 382-0813  
Facsimile: (702) 382-7277  
**Attorneys for Kokoweef, Inc.**

  
An Employee of Robertson & Vick, LLP

**Details of filing titled:**  
***Motion for Leave to File Second Amended Complai...***  
**for Case Number A558629**

|                              |   |
|------------------------------|---|
| <b>E-File ID:</b>            | 1797422   |
| <b>Lead File Size:</b>       | 7104677 bytes   |
| <b>Date Filed:</b>           | 2011-05-25 10:22:09.0   |
| <b>Case Title:</b>           | A558629   |
| <b>Case Name:</b>            | A558629 - Ted Burke, Michael Kehoe, et al vs Larry Hahn, Hahn's World Of Surplus Inc, et al |
| <b>Filing Title:</b>         | Motion for Leave to File Second Amended Complaint to Conform to the Evidence                |
| <b>Filing Type:</b>          | EFO   |
| <b>Filer's Name:</b>         | Ann Russo   |
| <b>Filer's Email:</b>        | ascholz@rvcdlaw.com   |
| <b>Account Name:</b>         | Ann Scholz Dap  |
| <b>Filing Code:</b>          | MLEV  |
| <b>Amount:</b>               | \$ 3.50   |
| <b>Court Fee:</b>            | \$ 0.00   |
| <b>Card Fee:</b>             | \$ 0.00   |
| <b>Comments:</b>             |   |
| <b>Courtesy Copies:</b>      |   |
| <b>Firm Name:</b>            | Robertson & Vick  |
| <b>Your File Number:</b>     | 5081.01   |
| <b>Status:</b>               | Pending - (P)   |
| <b>Date Accepted:</b>        |   |
| <b>Review Comments:</b>      |   |
| <b>Reviewer:</b>             |   |
| <b>File Stamped Copy:</b>    |   |
| <b>Cover Document:</b>       |   |
| <b>Lead Document:</b>        | mtn to conform.pdf 7104677 bytes  |
| <b>Data Reference ID:</b>    |   |
| <b>Credit Card Response:</b> | System Response: Approved<br>Reference: VDVC2B35DAB2  |