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1 **AFFT**
Neil J. Beller, Esq.
2 NEIL J. BELLER, LTD.
Nevada Bar No. 002360
3 7408 W. Sahara Ave.
Las Vegas, Nevada 89117
4 (702) 368-7767
(702) 368-7720 Facsimile
5 Attorney for Plaintiffs

6
7 **DISTRICT COURT**
8 **CLARK COUNTY, NEVADA**

9 TED R. BURKE; MICHAEL R and LAURETTA)
L. KEHOE; JOHN BERTOLDO; PAUL)
10 BARNARD; EDDY KRAVETZ; JACKIE and)
FRED KRAVETZ; STEVEN FRANKS; PAULA)
11 MARIA BARNARD; PETER T. and LISA A)
FREEMAN; LEON GOLDEN; C.A. MURFF;)
12 GERDA FERN BILLBE; BOB and ROBYN)
TRESKA; MICHAEL RANDOLPH, and)
13 FREDERICK WILLIS,

Case No. A558629
Dept. XIII

14 Plaintiffs,

15 vs.

16 LARRY L. HAHN, individually, and as President)
and Treasurer of Kokoweef, Inc., and former)
17 President and Treasurer of Explorations)
Incorporated of Nevada; HAHN'S WORLD OF)
18 SURPLUS, INC., a Nevada corporation; DOES)
I - X, inclusive; DOE OFFICERS, DIRECTORS)
19 and PARTICIPANTS I - XX,

20 Defendants,

21 and

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

24 Nominal Defendants.

Exempt from Arbitration
(Shareholders Derivative Action-
Equitable Relief)

LAW OFFICES
NEIL J. BELLER, LTD.
A PROFESSIONAL CORPORATION
7408 WEST SAHARA AVENUE
LAS VEGAS, NEVADA 89117
AREA CODE 702-368-7767

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RECEIVED

AFFIDAVIT OF TED R. BURKE

STATE OF NEVADA)
) SS
COUNTY OF CLARK)

AFFIDAVIT OF TED R. BURKE

I, Ted R. Burke, being first duly sworn upon oath, depose and state as follows:

1. The following is a compilation of information regarding events that led up to a lawsuit involving Larry Hahn, Hahn's World of Surplus and possibly Mr. Patrick Clary.

2. Over the past months, I became aware of a number of troubling issues that gave me concern about the well-being and interest of our shareholders in relation to our current president of Kokoweef Inc.

3. On 3-7-07 I met with Mr. Mark Zobrist of Mayan Gold Inc. Mr. Zobrist said he may have an interest in our mining project as an investor for his firm. After meeting with Mr. Zobrist, I took him to our mine site and gave him a tour. Mr. Zobrist then offered a business proposal meeting with our board and management at our convenience. Later that day I met with Larry Hahn and told him Mayan Gold Inc. would like to meet with the board for the purpose of offering a possible joint venture. Larry said he did not have time to get the board together right then but that he would listen to the offer himself when he had time. Mayan Gold's invitation to Larry was not enthusiastically received. Over the next several weeks, I continually asked Larry when we could set up the meeting with Mayan Gold Inc. He continually put me off from week to week. Finally, I asked Larry if I could bring this to the rest of the board's attention. At this time he agreed to a meeting with Mayan Gold Inc. and myself. I set up the meeting to take place within the next couple of days in a boardroom at my office near the end of May 2007. Mr. Zobrist of Mayan Gold provided a very convincing proposal to Larry and myself at my office, offering up to \$4 million in investment capital with little or no down side to Kokoweef's goals, objectives and work in progress. However, near the end of

his presentation, he stated, "of course we would like to see your books and financials, and of course, we will provide you ours." Upon hearing this, Larry stood up, thanked him for his presentation and left the building, telling me we don't need them.

4. In June 2007, I became aware of the existence of a letter from John McChurch (see attached) while looking for company bylaws at our corporate headquarters at 2908 E Lake Mead Blvd., North Las Vegas, NV. I was unable to find any such bylaws so I later asked Larry Hahn for a copy of the bylaws. He said that they were not yet prepared however he was going to have his granddaughter (Amber Hahn) to prepare them and provide me with a copy. After approximately two weeks that I have not received a copy, I asked him once again for the bylaws. He stated Amber was working on them at his office and I was to see her for a copy of it. I picked up a copy of the bylaws after meeting with Amber the next day. Upon examination of the bylaws, I became concerned as it relates to our standard operating procedure as a mining operation, especially in light of the Mayan Gold representative's request. In short, I had a belief that our operating procedures were in conflict with several areas of the By-Laws. I then asked Larry Hahn when we, as a corporation, either past or present, performed a normal annual audit of our financial status as a corporation. When I asked Larry about performing an audit, he became objectionable to talking about the subject. Several days later I again asked him about doing the audit, and he said we could do that at tax time for tax purposes. Repeated efforts to request that Larry produce the books to prepare for a financial audit was met with one delay after another for many weeks.
5. On July 11, 2007 at 6:00 pm, a company board meeting was held at the corporate office for the primary purpose of approving the company bylaws and addressing the recent resignation of board member Mike Mackey who recently moved to New York. The board accepted Mr. Mackey's voluntary resignation and shortly thereafter accepted the new board member, Mr. Michael Kehoe, to replace him. After that a motion to approve the recently

created by-laws of Kokoweef Inc. was made and unanimously approved with one minor modification. The quorum for a board member meeting was set at 5 members. The motion was approved by a 3 to 2 vote of the board members. A motion was made to approve the issuance of stock awards to 13 shareholders for their value added to the progress of the company goals over the past and present years. Mr. Hahn provided the list of names of those shareholders receiving awards. The board unanimously approved the issuance of the stock awards and the information was recorded in the minutes of the board meeting.

6. Several days later I advised Larry Hahn that I was going to request another board meeting of our board of directors to address the issue regarding the need for an audit of the company books and records. On 7-26-07, I met with Pat Clary asking his advice and counsel regarding same, at which time he said, "you are quite right, you do need an audit, you've never had one. I recommend you pursue that issue and you can hold your board meeting in my office on the 28th of August at 3:00 p.m." On 7-30-07, I sent an email to Pat Clary after advising Larry about the board meeting to be held in Pat's office at 3:00 pm on 8-28-07 (see attached email). Shortly after this, Larry called a secret board meeting in his office. He called all the board members individually, excluding me, inviting them to come by his office because he wanted to talk to them. He did not tell the board members why he was meeting them or that they were to be attending a board meeting. Upon arrival two things surprised all the board members: 1) that they were in fact attending a board meeting and 2) that Ted Burke was excluded from this board meeting. He advised the board that he wanted to pass a motion allowing him to send out an invitation to all shareholders to attend a special annual shareholders meeting. Larry did not specify at that meeting what day the shareholders meeting was to take place or the fact that I had already advised him that a regular board meeting was scheduled on 8-28-07 at 3:00 pm at Pat Clary's office.

7. The next day Larry sent out a letter to shareholders that he was going to be holding a separate special shareholders meeting on the same day, August 28th at 1:00 p.m. two hours in front of the board meeting. The stated purpose of this meeting was to vote on the existing board members. His special shareholders meeting would take place at the Kokoweef mine, 70 miles away from Pat Clary's office, making it impossible to attend both meetings.
8. On August 28, 2007 at 1:00 pm I went to the shareholders meeting where I observed Larry place a motion on the table to nominate 5 new people to be added to the board by 5 previously selected shareholders in the audience. Without prior notice, 5 additional nominees for the board of directors were made and accepted by Larry and entered into the minutes. Larry then immediately stated that he was going to defer the counting of the votes until after an audit of the books that he was directing.
9. Upon starting the meeting, Larry advised the board and the shareholders that it was his intention to use his T-34 Long Year core drilling rig to drill to its maximum capacity depth of 1300 ' where he expected to get an increased assay amount that would entice all of the shareholders (as it pointed to them) to send in their monthly contributions to him for the next 4 to 5 years. He also told the shareholders that he would start an audit of the Kokoweef books to be completed at his direction by his personal bookkeeper.
10. Larry's audit was to be confined to include only Kokoweef, Inc. books for a period of eight months. The audit did not include any EIN books prior to that period. These records that were provided to me over the next several months were either missing information, incomplete, inaccurate or possibly altered.
11. On or about September 14, 2007 I was in my car and conducting my daily personal appointments when I received a call on my cell from Pat Clary. Mr. Clary asked me if I can come up to his office right away. I advised Mr. Clary that I was already engaged in a previously scheduled appointment however that I would be glad to meet with him on another day at his convenience. He

then booked an appointment with him and me at his office on September 18, 2007 at 11:00 am. I then reached into my pocket and recorded the appointment in my hand-held recorder, which I later transferred to my appointment book at the end of the day. I normally use this recorder to receive calls when I am away from my office, when driving or otherwise engaged, and not able to safely write appointments in my appointment book.

12. On September 18, 2007, I went to Pat Clary's office to meet with him at 11:00 am. Upon entering Pat's office, I noticed Larry Hahn and an associate investor friend of his, Bill Simhauser were already there. To say the least, I was a little surprised by their presence. A short time later Pat Clary arrived and we were all invited into his office. At this time I noticed an immediate change in attitude and demeanor from Mr. Clary to me, going from an ally to foe and confrontational. As the meeting progressed, I felt the tone of the meeting was to intimidate me into not sharing any of the above information with the SEC or anybody else. Threatening tones and severe penalties were continually being thrown at me for over an hour about the ramifications of such an action. I felt threatened, coerced and verbally abused throughout the ordeal. In my opinion I was advised by both Larry Hahn and Pat Clary that the real reason that the new company (Kokoweef Inc.) was formed, was to hide prior and current criminal activity that was intended to defraud investors and how they planned for all of us to get away with this.
13. Shortly after leaving the meeting, I reached in one of my front pockets to turn my cell back on when I grabbed my packet recorder instead and then realized that it was on and recording. I discovered that the recorder had been on for almost two hours and recorded the entire meeting and interrogation that I had just endured. I then remembered that it often turned on accidentally when it was carried in my front pocket of my shirt. I took the recorder to my office and downloaded into my computer hard drive and then printed a copy of it onto a CD.

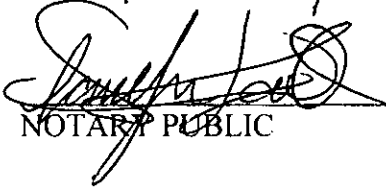
14. Over the next few days I sought out and talked to several attorneys and fraud investigators to get their counsel as to where to go from here. Every one of them suggested that I engage a separate law firm on behalf of the shareholders, as there appeared to be an immediate need for such an action to protect the interest of the company and shareholders, which are one of the same. I then met with a group of shareholders and board members and advised them that I was going to engage the law firm of Neil Beller and I asked for and received their support in this endeavor. I asked Richard Dutchik to talk to one of the missing board members not at this meeting. Mr. Dutchik called and spent a great deal of time on the phone with board member Richard Renel and asked for him to join with us and support the investigation of the shareholders. Two days later I met with Mr. Renel at the Kokoweef campsite where he advised me that he would not support our group and said that he supported Larry's Hahn position and would be opposed to any investigation or independent audit of the Kokoweef books. Another board member not included in our shareholders group was Mr. James Serril. Mr. Serril has been disabled for many years and is bed ridden and resides in a nursing home due to his advanced age and medical condition. Mr. Serril was later appointed to my position as vice-president and secretary of Kokoweef Inc. after I, along with several other board members, were illegally removed from office. They later justified the action using a falsified set of By-Laws dated 12-10-06, with a forged signature alleged to be mine, when the actual Kokoweef Inc. By-Laws were not even created until eight months later, on 7-11-07, as outlined on the second page of this document.

15. Further affiant sayeth naught.



Ted R Burke

Subscribed and Sworn to before me
This 29 day of July, 2008.



NOTARY PUBLIC

