

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA
Civil No. 08-CV-5348 (ADM/JSM)

UNITED STATES OF AMERICA,)
)
Plaintiff,)
)
v.)
)
1. THOMAS JOSEPH PETERS;)
PETTERS COMPANY INC.,)
PCI; PETTERS GROUP WORLDWIDE, LLC;)
2. DEANNA COLEMAN aka DEANNA MUNSON;)
3. ROBERT WHITE;)
4. JAMES WEHMHOFF;)
5. LARRY REYNOLDS dba)
NATIONWIDE INTERNATIONAL RESOURCES)
aka NIR;)
6. MICHAEL CATAIN dba)
ENCHANTED FAMILY BUYING COMPANY;)
7. FRANK E. VENNES JR. dba)
METRO GEM FINANCE,)
METRO GEM INC.,)
GRACE OFFERINGS OF FLORIDA LLC,)
METRO PROPERTY FINANCING, LLC,)
38 E. ROBINSON, LLC,)
55 E. PINE, LLC,)
ORLANDO RENTAL POOL, LLC,)
100 PINE STREET PROPERTY, LLC,)
ORANGE STREET TOWER, LLC,)
CORNERSTONE RENTAL POOL, LLC,)
2 SOUTH ORANGE AVENUE, LLC,)
HOPE COMMONS, LLC,)
METRO GOLD, INC.;)
)
Defendants.)

AFFIDAVIT OF DOUGLAS A. KELLEY

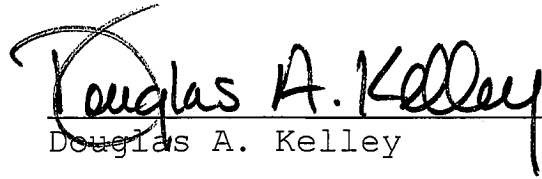
STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

I, Douglas A. Kelley, being first duly sworn, state that the following is true and correct to the best of my knowledge and belief:

1. I am an attorney and a partner at Kelley & Wolter, P.A.
2. On October 6, 2008, the United States District Court granted the motion of the United States in the above-referenced matter and appointed me the Receiver for Petters Group Worldwide, LLC ("PGW") and Petters Company, Inc. ("PCI") and other corporate affiliates.
3. On October 11, 2008, PGW and PCI filed for bankruptcy.
4. On December 1, 2008, a United States Grand Jury indicted PGW, PCI and Thomas Joseph Petters. PGW and PCI were indicted in 12 counts of mail fraud, wire fraud, conspiracy and money laundering conspiracy.
5. On December 2, 2008, the United States Trustee appointed me as trustee for PGW and PCI. The appointment was approved by the bankruptcy court on February 26, 2009.
6. During discovery, the government advised me that proceeds of the fraud perpetrated in large part through PCI were used by PGW for various purposes, including the purchase of Polaroid in 2005.
7. My own independent forensic accountants have reviewed bank records of PCI and PGW. Based on their review of these records, they have concluded that virtually every dollar used to fund the purchase of Polaroid in 2005 was derived from PCI investors.
8. I have reviewed documentation of transactions in 2008 by which PGW issued notes which evidenced financing transactions with certain investors, including the Ritchie Group of investors. My own independent forensic accountants have confirmed from bank records that funds from these transactions were deposited in a PCI bank account. PCI then used these funds to make payments to investors.

Further Affiant sayeth not.

Dated: 13 Apr 2009



Douglas A. Kelley

SUBSCRIBED and SWORN TO before me
on this 13th day of April, 2009

