

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Petters Company, Inc., et al.,

Debtors.

(includes:

Petters Group Worldwide, LLC;
PC Funding, LLC;
Thousand Lakes, LLC;
SPF Funding, LLC;
PL Ltd., Inc.;
Edge One LLC;
MGC Finance, Inc.;
PAC Funding, LLC;
Palm Beach Finance Holdings, Inc.)

Jointly Administered under
Case No. 08-45257

Court File No. 08-45257

Court File Nos.:

08-45258 (GFK)
08-45326 (GFK)
08-45327 (GFK)
08-45328 (GFK)
08-45329 (GFK)
08-45330 (GFK)
08-45331 (GFK)
08-45371 (GFK)
08-45392 (GFK)

Chapter 11 Cases
Judge Gregory F. Kishel

NOTICE OF HEARING AND MOTION OBJECTING TO CLAIM NUMBERS 25-1 THROUGH 30-1 OF COLOSSUS CAPITAL FUND, L.P., COLOSSUS CAPITAL FUND, LTD., LANCELOT INVESTORS FUND, LP, LANCELOT INVESTORS FUND II, L.P., LANCELOT INVESTORS FUND, LTD. AND RWB SERVICES LLC IN THE CASE OF PETTERS GROUP WORLDWIDE, LLC (08-45258)

1. Creditors Ritchie Special Credit Investments, Ltd., Rhone Holdings II. Ltd., Yorkville Investment I, L.L.C., Ritchie Capital Structure Arbitrage Trading, Ltd., and Ritchie Capital Management, L.L.C. (together, "Ritchie") respectfully submit this Objection to the Proofs of Claim filed by Colossus Capital Fund, L.P., Colossus Capital Fund, Ltd., Lancelot Investors Fund, LP, Lancelot Investors Fund II, L.P., Lancelot Investors Fund, Ltd. and RWB Services LLC (together, "Colossus"). Ritchie objects to Colossus' proofs of claim, and asserts that Colossus' vote in the Trustee election for PGW should be disregarded.

2. The Court will hold a hearing on this motion at 9:30 o'clock a.m. on July 15, 2009, before the Honorable Gregory F. Kishel, in Courtroom 2A, U.S. Courthouse, 316 North Robert Street, St. Paul, Minnesota 55101, or as soon thereafter as counsel can be heard.

3. Any response to this Motion must be filed and served by delivery no later than July 10, 2009 which is three (3) days before the time and date set for the hearing (excluding Saturday, Sunday and holidays) or mailed and filed by July 6, 2009 which is seven (7) days before the time set for hearing (excluding Saturday, Sunday and holidays). UNLESS A RESPONSE OPPOSING THE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE MOTION WITHOUT A HEARING.

4. The Court has jurisdiction over this matter under 28 U.S.C. §§157 and 1334 Fed. R. Bank. P. 5005 and Local Rule 1070-1. This proceeding is a core proceeding. The petition commencing this Chapter 11 case was filed on October 11, 2008. This case is now pending in this Court.

5. This motion arises under Bank. Rule 3007.

6. On the evening April 21, 2009, just prior to the election of a Trustee for PGW scheduled for the morning of April 22, 2009, Lancelot filed proofs of claim against the PGW estate. (Claim Nos. 25-1 through 30-1.) The proofs list contractual claims against Petter Company, Inc. ("PCI"), but do not list any contractual claims against PGW. The only claims against PGW are tort claims for civil conspiracy, which Lancelot leveled "against each of the Debtors herein for the full amount of all outstanding loans owed by any entity formerly controlled by Thomas J. Petters," which total over \$3 billion. (Claim Nos. 25-1 through 30-1.)

OBJECTION

7. Section 1104(b)(1) of the Bankruptcy Code provides that a request for election of a Chapter 11 Trustee “shall be conducted in the manner provided in sections (a), (b) and (c) of Section 702 of this title.” 11 U.S.C. § 1104(b)(1). Section 702(a) states that a “creditor may vote” in a Trustee election “only if such creditor –

(1) holds an allowable, undisputed, fixed, liquidated, unsecured claim . . .

(2) does not have an interest materially adverse . . . to the interests of creditors entitled to such a distribution; and

(3) is not an insider.”

11 U.S.C. § 702(a).

8. Lancelot is disqualified from voting for at least two reasons – its claim against PGW is disputed and it has a materially adverse interest to the creditors of the PGW estate.

Lancelot’s Claims are Disputed.

9. Ritchie disputes the validity of Lancelot’s claim against PGW which, unlike its contract claim against PCI, sounds in fraud and has been asserted in conclusory fashion. Lancelot asserts claims for civil conspiracy against all of the debtors, but does not articulate what the “conspiracy” entailed, and offers absolutely no facts, specifics, or any other basis to demonstrate that PGW had a role in any conspiracy that provides Lancelot with a valid and enforceable claim against PGW. Ritchie further contends that PGW did not engage in any conspiracy that would provide Lancelot with an allowable claim against PGW, and therefore disputes Lancelot’s proofs of claim. As holders of disputed claims, Lancelot is not eligible to vote under Section 702(a)(1).

Lancelot Has A Materially Adverse Interest.

10. The determination of whether a creditor holds a “materially adverse interest” is made on a case-by-case basis, after considering factors including the nature, size and degree of the adverse interest. 2 Nancy C. Dreher & Joan N. Feeney, *Bankruptcy Law Manual* § 10:11, at 10-27 to 10-28 (5th ed. 2008). These factors strongly indicate that Lancelot possesses a materially adverse interest.

11. Lancelot’s adverse interest lies in its efforts as a contract creditor of PCI to remove assets from the estate of PGW through its tort claims, no doubt because PCI has no appreciable assets. Lancelot is therefore attempting to satisfy its claims against PCI by invading the estate of another, which imbues Lancelot with a material adverse interest to the true creditors of PGW. The size of that adverse interest is considerable – Lancelot values its claim at over \$3 billion, a figure several multiples above the total assets in the PGW estate. Further, and separately, to the extent that it is determined by the Court that the arguments raised by the Unsecured Creditors Committee (“UCC”) in these cases in opposition to Ritchie’s vote for Trustee in the PGW cases demonstrates Ritchie has a materially adverse interest which precludes Ritchie from having its claims or votes counted for quorum or voting purposes (and Ritchie does not believe this to be the case), then the same grounds asserted by the UCC apply with even greater force against Lancelot to preclude Lancelot from having its votes or claims counted.

WHEREFORE, for the reasons set forth herein, Lancelot has a disabling, material adverse interest against the other creditors of PGW, and thus its claims do not entitle it to vote for the PGW Trustee.

LEONARD, O'BRIEN
SPENCER, GALE & SAYRE, LTD.

/e/ James M. Jorissen

Dated: June 1, 2009

By _____
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(612) 332-1030

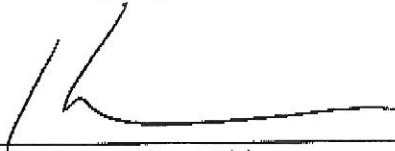
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CAPITAL STRUCTURE ARBITRAGE
TRADING, LTD.

VERIFICATION

I, Kenneth Rosenblum, Associate General Counsel for the moving party named in the foregoing Notice of Hearing and Motion, declare under penalty of perjury that I have personal knowledge of the factual averments set forth in the above Motion and that the foregoing is true and correct according to the best of my knowledge, information and belief.

Executed on: June 1, 2009



Kenneth Rosenblum

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

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Chapter 11 Cases
Judge Gregory F. Kishel

**MEMORANDUM IN SUPPORT OF
OBJECTION TO CLAIMS 25-1 THROUGH 30-1**

INTRODUCTION

Creditors Ritchie Special Credit Investments, Ltd., Rhone Holdings II. Ltd., Yorkville Investment I, L.L.C., Ritchie Capital Structure Arbitrage Trading, Ltd., and Ritchie Capital Management, L.L.C. (together, "Ritchie") respectfully submit this Objection to the Proofs of Claim filed by Colossus Capital Fund, L.P., Colossus Capital Fund, Ltd., Lancelot Investors Fund, LP, Lancelot Investors Fund II, L.P., Lancelot Investors Fund, Ltd. and RWB Services LLC (together, "Colossus"). Ritchie objects to Colossus' proofs of claim, and asserts that Colossus' vote in the Trustee election for PGW should be disregarded.

ARGUMENT

I. STANDARD FOR CLAIM OBJECTION

Under 11 U.S.C. § 502(a), a proof of claim filed in a bankruptcy proceeding "is deemed allowed unless a party in interest . . . objects." *In re Oriental Rug Warehouse*, 205 B.R. 407, 409 (Bankr. D. Minn. 1997). A properly filed proof of claim constitutes prima facie evidence of the validity and the amount of the claim. *Id.*, at 409-10 (citing Fed. R. Bankr. P. 3001(f)). In the event an objection is made to a proof of claim, the objecting party must produce evidence to rebut the claimant or the claimant will prevail. *Id.*, at 410 (citing *Gran v. Internal Revenue Serv. (In re Gran)*, 964 F.2d 822, 827 (8th Cir. 1992)). If, however, the objecting party brings forth evidence rebutting the claim, then the claimant must produce additional evidence to prove the validity of the claim by a preponderance of the evidence. *Id.* In other words, once an objection is made to the proof of claim, the ultimate burden of persuasion as to the claim's validity and amount rests with the claimant. *Id.* (citing *In re Harrison*, 987 F.2d 677, 680 (10th Cir. 1993); *In re Allegheny Intern., Inc.*, 954 F.2d 167, 173-74 (3rd Cir. 1992)).

In this case, Ritchie has succeeded in transferring the burden in this matter to Colossus.

Section 502(b)(1) of the Code provides that a claim shall not be allowed in bankruptcy if it "is unenforceable against the debtor and property of the debtor, under any agreement or applicable law . . ." *Id.* (citing 11 U.S.C. § 502(b)(1)). Therefore, a claim against the bankruptcy estate will not be allowed if the same claim would not be enforceable against the debtor outside of bankruptcy. *Id.* (citations omitted).

Colossus' Claims are not allowable under bankruptcy law or state law.

CONCLUSION

WHEREFORE, for the reasons set forth herein, Colossus has a disabling, material adverse interest against the other creditors of PGW, and thus its claims do not entitle it to vote for the PGW Trustee.

LEONARD, O'BRIEN
SPENCER, GALE & SAYRE, LTD.

/e/ James M. Jorissen

Dated: June 1, 2009

By _____
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INVESTMENT I, LLC, AND RITCHIE
CAPITAL STRUCTURE ARBITRAGE
TRADING, LTD.

402395

UNITED STATES BANKRUPTCY COURT
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Chapter 11 Cases

Judge Gregory F. Kishel

UNSWORN CERTIFICATE OF SERVICE

I hereby certify that on June 1, 2009, I caused the following documents:

Notice of Hearing and Motion Objecting to Claim Numbers 25-1 through 30-1 of Colossus Capital Fund, L.P., Colossus Capital Fund, Ltd., Lancelot Investors Fund, LP, Lancelot Investors Fund II, L.P., Lancelot Investors Fund, Ltd. and RWB Services LLC; Memorandum in Support of Objection to Claims 25-1 through 30-1; and Proposed Order Dissallowing Claim Filed by Colossus Capital Fund, L.P., Colossus Capital Fund, Ltd., Lancelot Investors Fund, LP, Lancelot Investors Fund II, L.P., Lancelot Investors Fund, Ltd. and RWB Services LLC.

to be filed electronically with the Clerk of the Court through ECF, and that ECF will send an e-notice of the electronic filing to the following:

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- Cass Weil weilc@moss-barnett.com

I further certify that I caused a copy of the foregoing documents to be mailed by first class mail, postage paid, to the following non-ECF participants:

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<p>IKON FINANCIAL SERVICES BKY ADMINISTRATION 1738 BASS RD PO BOX 13708 C/O CHRISTINE ETHERIDGE MACON, GA 31208-3708</p>	<p>IRON MOUNTAIN INFORMATION MANAGEMENT, INC. C/O FRANK F. MCGINN, ESQ. BARTLETT HACKETT FEINBERG P.C. 155 FEDERAL STREET, 9TH FLOOR BOSTON, MA 02110</p>
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<p>TIMOTHY S MCFADDEN LOCKE LORD BISSELL & LIDDELL LLP 111 S. WACKER DR CHICAGO, IL 60606</p>	<p>MASA TOSHI MAEDA OS ELECTRONICS COMPANY, LTD 3-16-8 SOTOKANDA CHIYODA-KU, 1010021 TOKYO, JAPAN</p>

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Dated: June 1, 2009

/e/ Valerie Rittenbach
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(612) 332-1030

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Chapter 11 Cases
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**ORDER DISALLOWING CLAIM FILED BY COLOSSUS CAPITAL FUND, L.P.,
COLOSSUS CAPITAL FUND, LTD., LANCELOT INVESTORS FUND, LP,
LANCELOT INVESTORS FUND II, L.P., LANCELOT INVESTORS FUND, LTD.
AND RWB SERVICES LLC**

This matter came before the undersigned upon the Motion by the Trustee of the above-named Debtor for an Order disallowing claim numbers 25-1 through 30-1 filed by Colossus Capital Fund, L.P., Colossus Capital Fund, Ltd., Lancelot Investors Fund, LP, Lancelot Investors Fund II, L.P., Lancelot Investors Fund, Ltd. and RWB Services LLC. Based upon all the files, records, and proceedings herein, it is hereby

ORDERED:

That Ritchie's Motion is granted and Claim Nos. 25-1 through 30-1 filed by Colossus Capital Fund, L.P., Colossus Capital Fund, Ltd., Lancelot Investors Fund, LP, Lancelot Investors Fund II, L.P., Lancelot Investors Fund, Ltd. and RWB Services LLC is disallowed in its entirety.

Dated: _____

The Honorable Gregory F. Kishel