

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

United States of America,

Court File No. 08-cv-5348 (ADM/JSM)

Plaintiff,

v.

Thomas Joseph Petters, et al.,

Defendants.

**MEMORANDUM OF DAVID BAER IN
SUPPORT OF MOTION TO INTERVENE FOR
THE LIMITED PURPOSE OF APPEARING AS
AN INTERESTED PARTY AT THE HEARING
ON THE MOTION TO AUTHORIZE
RECEIVER TO SELL SHARES OF BLUESTEM
BRANDS, INC. HELD BY EBP SELECT
HOLDINGS, INC. AND RTB HOLDING, LLC**

David Baer, in his capacity as member of EBP Select Holdings, LLC (“EBP”), seeks to appear as an interested party at any hearing regarding the Motion to Authorize Receiver to Sell Shares of Bluestem Brands, Inc. Held by EBP Select Holdings, Inc.¹ and RTB Holding, LLC and Granting Related Relief [Dkt. No. 1850] (the “Bluestem Motion”).

Baer is a member of EBP. He owns a 3.4247% membership interest in EBP. As such, Baer has a financial interest in the assets of EBP that will be affected by the Bluestem Motion. Baer’s interests will not be adequately protected by the existing parties to the litigation. Accordingly, Baer respectfully requests permission to make an appearance and be heard regarding the relief proposed in the Bluestem Motion.

¹ In his motion, the Receiver incorrectly identifies EBP as EBP Select Holdings, Inc. EBP is a limited liability company, not a corporation.

Dated: May 10, 2011

s/ Andrew W. Davis

Douglas R. Peterson (#14437X)

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Jennifer V. Ives (#0389105)

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