

Exhibit C

STATE OF MINNESOTA)
) ss. AFFIDAVIT OF TIMOTHY BISSWURM
COUNTY OF HENNEPIN)

I, Timothy Bisswurm, being duly sworn, state that the following is true and correct to the best of my knowledge and belief:

AFFIANT'S BACKGROUND & EXPERTISE

1. I am a Special Agent (SA) with the Federal Bureau of Investigation (FBI) and have been for approximately 12 years. As a Special Agent I have been involved in the investigations of money laundering, bank fraud, public corruption, mail fraud, wire fraud, and conspiracies to commit these crimes. My duties and responsibilities have included conducting criminal investigations of individuals and entities for possible violations of federal laws, particularly those laws found in Title 18 of the United States Code.
2. I have participated in arrests and searches, and have participated in the execution of numerous search warrants for documents, records, and proceeds from illegal activities, and have participated in the subsequent investigation and analysis of evidence seized pursuant to these warrants. I have not included each and every fact known to me regarding this investigation in this affidavit, but only those facts relating specifically to determining whether there is probable cause to believe that the items to be seized will be found in the places to be searched and whether those items are evidence of the offenses identified in this affidavit.

CURRENT INVESTIGATION

3. I am currently assigned to a joint federal investigation with the Internal Revenue Service - Criminal Investigation Division and the United States Postal Inspection Service which is focusing on the business and financing activities of PETTERS COMPANY, INC (PCI), PCI affiliated entities and persons; NATIONWIDE INTERNATIONAL RESOURCES, INC. (NIR); and ENCHANTED FAMILY BUYING COMPANY (ENCHANTED).
4. THOMAS JOSEPH PETTERS, the owner of PCI; employees of PCI and other PETTERS' entities; and other businesses have created and are continuing to execute a scheme to fraudulently induce investors to provide funds for, and financing to, PCI. Based on the fraudulent scheme, over 20 identified investors and investment groups have currently provided well in excess of \$100 million, and possibly substantially more, in PCI and related entities.
5. This affidavit is submitted in support of an application for search warrants for nine premises and two vehicles identified below:

- a. Offices of Petters Company, Inc. and affiliated entities, 4400 Baker Road, Minnetonka, Minnesota
 - b. Offices of Enchanted Family Buying Company, 2nd Floor, 701 West Highway 7, Excelsior, Minnesota
 - c. Offices of Nationwide International Resource, 2346 Westwood Blvd, #6, Los Angeles, California
 - d. Residence of Thomas Petters, 655 Bushaway Road, Wayzata, Minnesota
 - e. Offices of Robert White, 4th floor, 4400 Baker Road, Minnetonka
 - f. Residence of Robert White, 538 Grace Street, Excelsior, Minnesota
 - g. Vehicle of Robert White, 2005 Porsche convertible, Minnesota license plate URT332
 - h. Vehicle of Robert White, 2005 Honda Element, Minnesota license plate PHA531
 - i. Residence and Offices of Frank Vennes, 27820 Island View Road, Shorewood, Minnesota
 - j. Residence of Michael Catain, 4550 Enchanted Point, Mound, Minnesota
 - k. Residence of Larry Reynolds, 15 Castle Oaks Court, Las Vegas, Nevada
6. The primary method of effectuating the fraud scheme involves PETTERS, his employees, and his associates creating fictitious documents and then providing these documents to current and potential investors as evidence that PCI is buying and selling substantial goods and merchandise which PCI will then resell. In many instances, funds from investors are sent directly to the purported supplier of the merchandise, NIR or ENCHANTED. In turn, NIR or ENCHANTED direct the funds to PCI (less a commission) without any merchandise. PETTERS and other persons then fraudulently pledge the non-existent goods and merchandise as security for the investments.

COOPERATING WITNESS

7. A Cooperating Witness (CW) who is currently associated with PETTERS and PCI approached the government with documents and information establishing the fraud scheme. On September 8, 2008, during a proffer session with the CW and CW's counsel, the CW admitted to personal criminal culpability in the scheme, and agreed to cooperate in this investigation. In turn, the government agreed that it would accept a plea to a single count of conspiracy in violation of 18 U.S.C. § 371, with a maximum sentence of 5 years imprisonment and the potential for a cooperation agreement. During the proffer and in subsequent interviews the CW informed the government that:
- a. PCI is the venture capital arm of numerous PETTERS enterprises. The money raised by PETTERS through PCI is used by PETTERS for his other business ventures and to support his extravagant lifestyle.
 - b. The fraudulent scheme was perpetrated by PETTERS; DEANNA COLEMAN (PCI Vice President of Operations); ROBERT WHITE (former PCI officer and current

consultant to PCI), MICHAEL CATAIN (ENCHANTED), LARRY REYNOLDS (NIR), and other persons. The scheme began in the mid 1990's.

- c. PETTERS has solicited investors to invest substantial sums in PCI. To induce the investors to invest, the investors were advised funds would be secured by transactions (which were fictitious). Investors were then provided with false documents relating to the purchase and resale of merchandise. The fraudulent documents purport to evidence PCI purchasing merchandise from vendors such as NIR, located in Los Angeles, California, and ENCHANTED, located in Excelsior, Minnesota. Additional purchase orders falsely detail PCI's sale of the same merchandise to stores such as BJ's Wholesale Club, Levittown, Pennsylvania and Sam's Club, Bentonville, Arkansas.
 - d. The purchase orders and other documents in support of the transactions are entirely fabricated. PCI does not buy merchandise from NIR or ENCHANTED. Nor does PCI sell merchandise as described in the purchase orders to BJ's Wholesale Club, Sam's Club or any other business. PETTERS uses these documents to induce investors to invest money.
 - e. On occasion, investors wanted to wire funds directly to NIR and ENCHANTED as payment for the fictitious purchase orders that had been provided by PETTERS and others to the investors. LARRY REYNOLDS (NIR) and MICHAEL CATAIN (ENCHANTED) have entered into agreements with PETTERS to receive these funds from investors and then send these funds to PETTERS, minus a percentage of the funds as compensation for their role in the scheme. This scheme tricked the investors into believing that PCI was actually reselling merchandise, when in fact PCI was not reselling merchandise.
 - f. COLEMAN created false purchase orders and invoices related to the purchase of merchandise from NIR and ENCHANTED. WHITE, who remains a consultant to PETTERS, was responsible for creating the false purchase orders related to the fictitious sale of merchandise to BJ's Wholesale Club, Sam's Club, Costco, and Boscovs.
 - g. PETTERS and others used the mail, FEDEX, and interstate wire communications in furtherance of the scheme, by sending documents via mail and interstate commercial carrier, and communicating in interstate commerce via wire transfer, by email and telephone.
8. The CW provided documents corroborating the allegations, including an itemized list of investors who are owed money by PCI, copies of numerous Promissory Notes, and copies of other lending documents that pertain to the scheme.

- a. A "Combined Balance Sheet" dated June 30, 2008, for PCI and affiliates indicates "total current liabilities" of \$3.5 billion. The balance sheet reflects current accounts receivable (net) of about \$1.9 billion. The CW advised that the accounts receivable are based on the false documents, and that actual accounts receivable are substantially less than that listed on the balance sheet.
- b. One example of a transaction identified by the CW as fraudulent, and corroborated by another agent's analysis of records provided by the CW, is as follows:
 - i. PCI has eight outstanding notes with the Fidelis Foundation reflecting an investment totaling \$27,620,000.
 - ii. One of those notes, number 042308-5045, dated April 23, 2008, reflects that PCI obtained \$4,350,000 from Fidelis Foundation, an agent for Minnesota Teen Challenge and Fidelis Foundation. Note number 042308-5045 bears the signature of PETTERS. A Security Agreement, that also bears PETTERS signature, reflects that Minnesota Teen Challenge and Fidelis Foundation will have a security interest in the following purchase orders which the CW indicated were fictitious:
 - (1) PCI's Purchase order, number 49663, dated 4/17/08, to ENCHANTED for the purchase of 2,800 Hitachi Presentation Projectors. PCI's purchase price is \$5,259,800.
 - (2) Sam's Club Purchase order, number 9209679210, order date 4/28/08, to PCI for the purchase of 2,800 Hitachi Presentation Projectors. Sam's Club's purchase price is \$5,838,364.

CORROBORATION OF COOPERATING WITNESS

- 9. Agents provided copies of four purchase orders provided by the CW to a security official for Wal-Mart Stores, Inc. (corporate owner of Sam's Club). The purchase orders purportedly depict PCI selling merchandise to Sam's Club. Based on an analysis of records provided by the CW, PCI purportedly purchased this merchandise from both NIR and ENCHANTED.
 - a. The Wal-Mart official reported that PCI's purported vendor number on the Sam's Club purchase order was fictitious. The official also stated that the purchase order numbers are not valid purchase order numbers for Wal-Mart stores or Sam's Club. These purchase orders reflect over \$10 million in merchandise purchases from PCI.
 - b. The internet site affiliated with Sam's Club states requirements for vendors seeking to do business with Sam's Club. One requirement is that vendors use EDI (Electronic Data Interchange) to exchange purchase orders, invoices, and all other

transactional documents electronically. Another requirement is that suppliers use "Retail Link," an internet based system that suppliers use to meet requirements. The purchase orders provided by the CW are not consistent with EDI documents, but appear to be manually prepared purchase orders.

10. Agents have learned that First Regional Bank, Century City, California, reports that NIR and REYNOLDS have been receiving in/out wire transfers in substantial amounts since 2003.
 - a. From January 2003 through March 2006, the bank reported \$11.6 billion of in/out wire transfers for the NIR account. This number includes both wires into and wires out of the account. The bank indicated that NIR informed the bank of the following:
 - i. NIR is a sales rep for PCI. NIR arranges for purchases of large quantities of merchandise from PCI to large retail stores. Settlement of these sales is handled through wire transfers. Incoming wires to NIR represent money for the product/merchandise that has been sold.
 - ii. The following business day, an outgoing wire (generally to PCI) represents the cost of the merchandise/product less commission to nationwide.
 - b. The description provided by NIR to the bank explains the transactions, but is inconsistent with the actual NIR purchase orders (which NIR did not provide to the bank). These purchase orders reflect that NIR does not sell merchandise for PCI, but sells merchandise to PCI.
 - c. An analysis of the wires reported by the bank further corroborates the CW's description of this arrangement, in that the commission retained by NIR for receiving funds from investors, and then wiring the funds to PCI is approximately .05%. For example, from January 4, 2006 through January 10, 2006, NIR received \$51,330,775 in 8 incoming wires. The day after receiving each wire, NIR wired the funds (less a .05% commission) to PCI.
11. Agents also obtained financial records related to ENCHANTED. A preliminary analysis of bank statements indicates that this entity received \$35,013,540 in incoming wires from June 23, 2008 through July 14, 2008. From June 23, 2008 through July 18, 2008, ENCHANTED wired out \$35,022,144.90, with substantially most of the funds going to PCI. Approximately \$66,000 appears to have been sent to MICHAEL CATAIN. This also corroborates the CW's statement as to fees to CATAIN for re-wiring funds to conceal the existence of the fraud scheme.

RECORDINGS

12. In September 2008, the government obtained consensually monitored conversations involving PETTERS, DEANNA COLEMAN, ROBERT WHITE, JAMES WEHMHOF, LARRY REYNOLDS and other persons. Your affiant and other agents have reviewed these recordings, which were obtained by providing recording devices to the CW, and then directing the CW to record telephone conversations and in-person conversations with persons identified in this investigation. Many of these conversations took place in the office spaces of PCI. The CW has identified the voices on these recordings. These identifications are corroborated by statements of identification on the recordings themselves as well as video recordings.
- a. In these recordings, PETTERS repeatedly admits executing the fraud scheme by providing fraudulent information to investors. PETTERS repeatedly discusses the stressed financial condition of his company, as well as the need to find more capital. Although at times PETTERS tells COLEMAN that he doesn't want her to prepare false documents, he continues to ask her to prepare false documents, noting that he doesn't know what choice they have. PETTERS talks about fleeing the country and creating fabricated defenses if the fraud scheme is discovered.
 - b. PETTERS also attributes knowledge of, and participation in, the fraud scheme to COLEMAN, WHITE, VENNES (investor broker), and REYNOLDS (NIR). PETTERS states that VENNES told PETTERS that they are "a little paper manufacturing plant." On one occasion, PETTERS states that he and VENNES would be jointly implicated a scheme to defraud investors out of \$130 million.
 - c. WHITE admits that he, COLEMAN, and PETTERS are "co-conspirators," and that he maintains records related to the fraud scheme in an envelope that he at times keeps in his vehicle or takes home. WHITE further describes the fraud scheme as a "Ponzi scheme," and estimates that at least \$100 million of PCI's debt is fraudulent. WHITE discusses cleaning out his office because he is worried.
 - d. VENNES cautions that if investors send auditors out to visit warehouses where the merchandise is located, that the scheme would implode. VENNES also asks that COLEMAN prepare purchase orders to be submitted to investors so that the investors will extend the due dates on debt.
 - e. Accountant JIM WEHMHOF tells PETTERS that federal auditors are examining his taxes, and will be examining PETTERS' expenses and deductions. PETTERS responds by admitting that he cheats on all those items. PETTERS and WEHMHOF further discuss PETTERS illegally taking mortgage deductions on multiple residences.

- f. REYNOLDS admits that PETTERS told him about the fake purchase orders, and that REYNOLDS has known about this for many years. REYNOLDS estimates the amount of fraud as in excess of \$2 billion.

VENDORS - CONSPIRATORS

13. ENCHANTED FAMILY BUYING COMPANY

- a. ENCHANTED is affiliated with and operated by MICHAEL CATAIN. CATAIN resides on Enchanted Point in Mound, Minnesota. The CW advised that PETTERS and CATAIN jointly owned a music company in the mid-90's. The CW further advised that PETTERS, CATAIN and WHITE participated in a joint scheme to use false purchase orders to obtain \$20 million from a large commercial lending company.
- b. A public business journal reported that on August 18, 2003, PETTERS and CATAIN jointly owned a music and entertainment company called Liquid 8 Records & Entertainment, which was also affiliated with a holding company named "Enchanted Entertainment."
- c. As described earlier in this affidavit, the CW advised that ENCHANTED has on more than one occasion received money directly from investors in payment of fraudulent purchase orders provided by PCI to investors. ENCHANTED did not provide any merchandise to PCI or its affiliated entities. Shortly after receiving the funds directly from the investors, ENCHANTED paid those funds over to PETTERS and PCI. A review of documents provided by the CW confirms that PETTERS, on occasion, had investors make payments directly to ENCHANTED.
- d. The CW advised that several years ago CATAIN stated the he was no longer in the business of selling merchandise to PCI. The fabricated documents provided by the CW indicate that, purportedly, ENCHANTED annually buys and sells tens of millions of dollars of electronic merchandise. In a six month period in 2008, PCI purportedly bought \$23,142,459.50 in electronic goods from ENCHANTED that PCI then resold to Sam's Club.
- e. If, in fact, ENCHANTED sold merchandise, ENCHANTED will have purchase orders, bills of lading and other shipping, freight, and inventory records which correspond to the purported purchase, storage and resale of merchandise, whereas the absence of these records is further evidence of the fraud scheme. However, ENCHANTED should have financial records and communications related to payments and transactions with PETTERS and PCI. The absence of such records would be evidence of the fraud.