

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION
www.flsb.uscourts.gov

In re:

Palm Beach Finance Partners, L.P. and
Palm Beach Finance II, L.P.,

Case No. 09-36379-BKC-PGH
Chapter 11

Debtor(s).

Barry E. Mukamal, in his capacity as
Liquidating Trustee for the Palm Beach
Finance Partners Liquidating Trust and
the Palm Beach Finance II Liquidating
Trust;

Adv. Case No. 11-03022-PGH

Plaintiff,

v.

CitySites Urban Media, Inc., North
Dakota Teen Challenge, Inc. a/k/a
Mon-Dak Teen Challenge a/k/a Northern
Plains Teen Challenge, Minnesota Teen
Challenge, Inc., KidsFirst Scholarship Fund
of Minnesota, Desiring God Ministries,
Prison Fellowship Ministries, Trinity Christian
School, Crown Financial Ministries, Inc.,
Great Commission Foundation, Inc., New
Life Family Services, Northwestern College,
Masterworks of Minneapolis, Inc., Metro
Hope Ministries, Inc., Smithtown Gospel
Tabernacle, Inc., T-Net International,
Wheaton College, Billy Graham Center
a/k/a The Billy Graham Center at Wheaton
College, Seg-Way Ministries, International
Ministerial Fellowship and Williston
Assembly of God,

Defendants.

AMENDED COMPLAINT TO RECOVER TRANSFERS¹

Barry E. Mukamal (“*Plaintiff*”), in his capacity as Liquidating Trustee for the Palm Beach Finance Liquidating Trust and the Palm Beach Finance II Liquidating Trust (collectively, the “*Liquidating Trusts*”), sues City Sites Urban Media, Inc., North Dakota Teen Challenge, Inc. a/k/a Mon-Dak Teen Challenge a/k/a Northern Plains Teen Challenge, Minnesota Teen Challenge, Inc., KidsFirst Scholarship Fund of Minnesota, Desiring God Ministries, Prison Fellowship Ministries, Trinity Christian School, Crown Financial Ministries, Inc., Great Commission Foundation, Inc., New Life Family Services, Northwestern College, Masterworks of Minneapolis, Inc., Metro Hope Ministries, Inc., Smithtown Gospel Tabernacle, Inc., T-Net International, Wheaton College, Billy Graham Center a/k/a The Billy Graham Center at Wheaton College, Seg-Way Ministries, International Ministerial Fellowship and Williston Assembly of God (collectively, the “*Defendants*”) and alleges as follows:

PARTIES, JURISDICTION AND VENUE

1. Palm Beach Finance Partners, L.P. (“*PBF I*”) and Palm Beach Finance II, L.P. (“*PBF II*”) (PBF I and PBF II are referred to each as a “*Palm Beach Fund*” or collectively, the “*Palm Beach Funds*”) were Delaware limited partnerships whose principal place of business was located in Palm Beach County, Florida.

2. The Palm Beach Funds were formed to make the investments described in *Section I.A* below. PBF I was formed in 2002 while PBF II was formed in 2004.

3. The general partner for the Palm Beach Funds was Palm Beach Finance Capital Management, L.P. (“*PBLP*”). The investment manager for the Palm Beach Funds was Palm

¹ Amended solely for the purpose of correcting the name of the Defendant Prison Fellowship Ministries.

Beach Capital Management, LLC (“**PBLLC**”); and together with PBLP, the “**Palm Beach Managing Entities**”).

4. On November 30, 2009 (“**Petition Date**”), the Palm Beach Funds filed voluntary petitions under Chapter 11 of the United States Bankruptcy Code. Orders for relief were entered and Mr. Mukamal was subsequently appointed Chapter 11 trustee for the Palm Beach Funds.

5. Thereafter, pursuant to a confirmed joint plan of liquidation, Mr. Mukamal was appointed Liquidating Trustee for the Liquidating Trusts.

6. Pursuant to the confirmed joint plan of liquidation, all claims and causes of action held by the Palm Beach Funds are reserved, preserved and retained by the Liquidating Trusts.

7. KidsFirst Scholarship Fund of Minnesota (“**KidsFirst**”) is, upon information and belief, a Minnesota non-profit corporation.

8. Trinity Christian School (“**Trinity**”) is, upon information and belief, a North Dakota non-profit corporation.

9. City Sites Urban Media, Inc. (“**City Sites**”) is, upon information and belief, a Minnesota non-profit corporation.

10. North Dakota Teen Challenge, Inc. a/k/a Mon-Dak Teen Challenge a/k/a Northern Plains Teen Challenge (“**ND Teen Challenge**”) is, upon information and belief, a North Dakota non-profit corporation.

11. Minnesota Teen Challenge, Inc. (“**MN Teen Challenge**”) is, upon information and belief, a Minnesota non-profit corporation.

12. Desiring God Ministries (“**DGM**”) is, upon information and belief, a Minnesota non-profit corporation.

13. Prison Fellowship Ministries (“*Prison Fellowship*”) is, upon information and belief, a District of Columbia non-profit corporation.

14. Crown Financial Ministries, Inc. (“*Crown*”) is, upon information and belief, a Georgia non-profit corporation.

15. Metro Hope Ministries, Inc. (“*Metro Hope*”) is, upon information and belief, a Minnesota non-profit corporation.

16. Masterworks of Minneapolis, Inc. (“*Masterworks*”) is, upon information and belief, a Minnesota non-profit corporation.

17. T-Net International (“*T-Net*”) is, upon information and belief, a Minnesota non-profit corporation.

18. New Life Family Services (“*New Life*”) is, upon information and belief, a Minnesota non-profit corporation.

19. Great Commission Foundation, Inc. (“*GCF*”) is, upon information and belief, a non-profit corporation.

20. Northwestern College (“*Northwestern*”) is, upon information and belief, a Minnesota non-profit corporation.

21. Smithtown Gospel Tabernacle, Inc. (“*SGT*”) is, upon information and belief, a New York non-profit corporation.

22. Wheaton College (“*Wheaton*”) is, upon information and belief, an Illinois non-profit corporation.

23. Billy Graham Center a/k/a The Billy Graham Center at Wheaton College (“*BGC*”) is, upon information and belief, an Illinois non-profit corporation.

24. Seg-Way Ministries (“*Seg-Way*”) is, upon information and belief, a Minnesota non-profit corporation.

25. International Ministerial Fellowship (“*IMF*”) is, upon information and belief, a Minnesota non-profit corporation.

26. Williston Assembly of God (“*WAD*”) is, upon information and belief, a North Dakota non-profit corporation.

27. This Court has subject matter jurisdiction pursuant to 28 U.S.C. § 1334(b) and may enter any order or final judgment.

28. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (H) and (O).

ALLEGATIONS

I. The Petters Investment

A. General Description of the Investment

29. Beginning in approximately 1995, Thomas Petters (“*Petters*”) began raising money by offering and selling promissory notes to members of the public.

30. Petters offered and sold the notes to various feeder fund lenders, which in turn, raised their capital from private investors.

31. In offering and selling the notes, Petters represented to lenders that the proceeds from the sale of the notes would be used to finance so-called “purchase order financing.”

32. Under Petters’s version of purchase order financing, he arranged for the sale and delivery of overstock consumer electronics from manufacturers or suppliers to certain “big box” retailers such as Costco, Sam’s Club and B.J.’s Wholesale Club. The financing provided by the lenders was necessary to bridge the period between when the suppliers demanded payment and when the retailers paid for the merchandise.

33. The main Petters entity that arranged these purchase and financing transactions was Petters Company, Inc. (“*PCF*”). Single purpose entities (“*SPE*”) affiliated with PCI were formed by Petters and his associates to handle loans for particular lenders that financed the transactions.

34. The main suppliers that were allegedly selling the merchandise that formed the basis of the purchase order financing transactions were Nationwide International Resources, Inc. (“*Nationwide*”) and Enchanted Family Buying Company (“*Enchanted*”).

35. To evidence the purchasing financing transactions, Petters or persons working on his behalf, typically provided a series of documents to the lenders including executed note documents, purported purchase orders from a retailer, purported bills of sale from the vendors, collateral and credit insurance and documents assigning a security interest in the underlying merchandise to the financing lender (collectively, the “*Loan Documents*”).

B. The Palm Beach Funds’ Investment in Petters

36. The Palm Beach Funds were formed to invest in Petters purchase financing transactions.

37. In particular, in 2002, the principals of the Palm Beach Managing Entities – Bruce Prevost and David Harrold – were introduced to Frank Vennes (“*Vennes*”). At that time, Vennes and his entity, Metro Gem, Inc. (“*MGT*”; and together with Vennes, the “*Vennes Parties*”), a Minnesota corporation, had invested in Petters purchase financing transactions for several years.

38. Based on misrepresentations made by the Vennes Parties, the Palm Beach Funds raised monies from selling limited partnership stakes to investors and in the case of PBF II, by borrowing hundreds of millions of dollars from an offshore lender, Palm Beach Offshore Ltd.

39. Nearly all of the monies raised by the Palm Beach Funds were then used to invest in Petters purchase financing transactions.

II. The Petters Fraud

40. The Petters purchase financing transactions were in actuality an elaborate *ponzi* scheme.

41. Namely, there was never any (i) merchandise or (ii) contracts to purchase or sell such merchandise with a particular big box retailer. Instead, Petters, conspiring with others, operated a multi-billion dollar *ponzi* scheme. In likely every instance that monies were sent to Nationwide or Enchanted by the Palm Beach Funds and other lenders to finance the purchase of merchandise, Nationwide and Enchanted deducted a small commission for their benefit and then remitted the remaining funds to PCI. Thereafter, such funds were used to repay earlier investors and fund the lavish lifestyle of Petters and that of his associates.

42. The direct effect of Petters's fraudulent activities was that the Palm Beach Funds's investments in Petters purchase financing transactions were worthless.

43. In September of 2008, agents for the Federal Bureau of Investigation raided PCI's offices. Thereafter, Petters was arrested by federal agents on October 3, 2008 and then indicted on charges of mail and wire fraud, conspiracy to commit mail and wire fraud, conspiracy to commit money laundering and money laundering, all in connection with the PCI purchase financing transactions.

44. Immediately after the FBI raid, the Vennes Parties, along with PCI, Petters and others, were placed into a federal receivership ("***Receivership***").

45. On December 2, 2009, a jury in the United States District Court for the District of Minnesota found Petters guilty of all counts charged.

46. On April 8, 2010, District Court Judge Richard H. Kyle sentenced Petters to 50 years in prison for his crimes.

47. On September 29, 2010, PCI and Petters Group Worldwide, LLC pled guilty to wire fraud, conspiracy to commit wire fraud, and conspiracy to commit money laundering relating to their roles in the *ponzi* scheme.

48. On April 20, 2011, Vennes was indicted for alleged criminal acts committed by him in connection with the Petters ponzi scheme.

IV. The Vennes Parties Action, Fidelis Foundation and Transfers to the Defendants

49. In conjunction with the filing of this adversary, Plaintiff, on behalf of the Palm Beach Funds, will file an action in the Bankruptcy Court for the Southern District of Florida against the Vennes Parties (“*Vennes Action*”).

50. The Vennes Action seeks to avoid all transfers made by the Palm Beach Funds to the Vennes Parties within four years of the Petition Date. Additionally, the Vennes Action seeks an award of monetary damages in tort relating to the significant misrepresentations, omissions and breach of fiduciary duties by the Vennes Parties to the Palm Beach Funds with respect to their investing in Petters purchase financing transactions.

51. As such, at all times relevant to the allegations set forth in this Complaint, the Palm Beach Funds were creditors of the Vennes Parties.

52. Upon information and belief, Fidelis Foundation (“*Fidelis*”) is a directed charity through which entities and individuals make directed donations. As such, funds given to the Fidelis Foundation are subsequently disbursed by the Fidelis Foundation as instructed or directed by the party that donated such funds.

53. During the six years prior to the Petition Date, the Vennes Parties made donations to Fidelis in the amount of at least \$18.9 million.

54. As set forth on Schedules 1 through 19, during the time period that the Vennes Parties were committing their tortious acts and receiving transfers from the Palm Beach Funds, the Defendants each received transfers from Fidelis (the “*Fidelis Fraudulent Transfers*”) that, upon information and belief, were directed to the Defendants by the Vennes Parties via directed donations made by the Vennes Parties to Fidelis. The Plaintiffs reserve the right to amend these schedules based on additional information obtained during discovery in this adversary proceeding.

55. As set forth on Schedules 10 through 19, during the time period that the Vennes Parties were committing their tortious acts and receiving transfers from the Palm Beach Funds, the Vennes Parties also made transfers of their property (the “*Vennes Fraudulent Transfers*”) to City Sites, Crown, DGM, KidsFirst, MN Teen Challenge, ND Teen Challenge, Prison Fellowship, Seg-Way, SGT and Trinity (collectively, the “*Vennes Defendants*”). The Plaintiffs reserve the right to amend these schedules based on additional information obtained during discovery in this adversary proceeding.

**Count 1 – Fraudulent Transfer Pursuant to M.S.A. §§ 513.44 and 513.48 or other
applicable law
(Vennes Defendants)**

56. Plaintiff reasserts the allegations set forth in paragraphs 1 through 55 as if fully set forth herein.

57. As set forth in the Vennes Action, and pursuant to M.S.A. § 513.41, the Palm Beach Funds are creditors of the Vennes Parties.

58. The Vennes Parties made the Vennes Fraudulent Transfers to or for the benefit of the Vennes Defendants within six years of the Petition Date.

59. The Vennes Parties did not receive reasonably equivalent value in exchange for the Vennes Fraudulent Transfers made to or for the benefit of the Vennes Defendants.

60. The Vennes Parties were insolvent at the time of the Vennes Fraudulent Transfers.

61. The net assets of the Vennes Parties were unreasonably small in relation to the Vennes Fraudulent Transfers.

62. At the time the Vennes Fraudulent Transfers were made to or for the benefit of the Vennes Defendants, the Vennes Parties were insolvent and would not be able to satisfy their liabilities as they came due.

63. At the time the Vennes Fraudulent Transfers were made to or for the benefit of the Vennes Defendants, the Vennes Parties were engaged in, or were about to engage in, a business or a transaction for which the remaining assets were unreasonably small in relation to the business or transaction.

64. At the time of the Vennes Fraudulent Transfers, the Vennes Parties intended to incur or believed that they would incur, debts that were beyond their ability to pay as such debts matured.

Count 2 – Fraudulent Transfer Pursuant to M.S.A. §§ 513.45 and 513.48 or other applicable law (Vennes Defendants)

65. Plaintiff reasserts the allegations set forth in paragraphs 1 through 55 as if fully set forth herein.

66. As set forth in the Vennes Action, and pursuant to M.S.A. § 513.41, the Palm Beach Funds are creditors of the Vennes Parties.

67. The Vennes Parties made the Vennes Fraudulent Transfers to or for the benefit of the Vennes Defendants within six years of the Petition Date.

68. The Vennes Parties did not receive reasonably equivalent value in exchange for the Vennes Fraudulent Transfers to or for the benefit of the Vennes Defendants.

69. The Vennes Parties were insolvent at the time of the Vennes Fraudulent Transfers.

Count 3 – Fraudulent Transfer Pursuant to M.S.A. §§ 513.44 and 513.48 or other applicable law (All Defendants)

70. Plaintiff reasserts the allegations set forth in paragraphs 1 through 55 as if fully set forth herein.

71. As set forth in the Vennes Action, and pursuant to M.S.A. § 513.41, the Palm Beach Funds are creditors of the Vennes Parties.

72. The Vennes Parties made the Fidelis Fraudulent Transfers to or for the benefit of the Defendants within six years of the Petition Date.

73. The Vennes Parties did not receive reasonably equivalent value in exchange for the Fidelis Fraudulent Transfers made to or for the benefit of the Defendants.

74. The Vennes Parties were insolvent at the time of the Fidelis Fraudulent Transfers.

75. The net assets of the Vennes Parties were unreasonably small in relation to the Fidelis Fraudulent Transfers.

76. At the time the Fidelis Fraudulent Transfers were made to or for the benefit of the Defendants, the Vennes Parties were insolvent and would not be able to satisfy their liabilities as they came due.

77. At the time the Fidelis Fraudulent Transfers were made to or for the benefit of the Defendants, the Vennes Parties were engaged in, or were about to engage in, a business or a transaction for which the remaining assets were unreasonably small in relation to the business or transaction.

78. At the time of the Fidelis Fraudulent Transfers, the Vennes Parties intended to incur or believed that they would incur, debts that were beyond their ability to pay as such debts matured.

**Count 4 – Fraudulent Transfer Pursuant to M.S.A. §§ 513.45 and 513.48 or other
applicable law
(All Defendants)**

79. Plaintiff reasserts the allegations set forth in paragraphs 1 through 55 as if fully set forth herein.

80. As set forth in the Vennes Action, and pursuant to M.S.A. § 513.41, the Palm Beach Funds are creditors of the Vennes Parties.

81. The Vennes Parties made the Fidelis Fraudulent Transfers to or for the benefit of the Defendants within six years of the Petition Date.

82. The Vennes Parties did not receive reasonably equivalent value in exchange for the Fidelis Fraudulent Transfers to or for the benefit of the Defendants.

83. The Vennes Parties were insolvent at the time of the Fidelis Fraudulent Transfers.

**Count 5 – Unjust Enrichment
(All Defendants)**

84. Plaintiff reasserts the allegations set forth in paragraphs 1 through 55 as if fully set forth herein.

85. The Defendants received a benefit by virtue of the Vennes Fraudulent Transfers and the Fidelis Fraudulent Transfers (collectively, the “*Transfers*”) made to them.

86. The Defendants have knowledge of the benefit conferred upon them.

87. The Defendants voluntarily accepted and retained the benefits conferred upon them.

88. The Defendants’s receipt of the benefit of the Transfers made to them unjustly enriched them to the detriment of the Vennes Parties and their respective creditors.

89. Under the circumstances set forth herein, it would be inequitable for the Defendants to retain the benefit conferred upon them.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff respectfully requests that this Court:

- (a) With respect to Counts 1 and 2, enter judgment against the Vennes Defendants in the total amount of the Vennes Fraudulent Transfers received by the Vennes Defendants or made for the Vennes Defendants’s benefit, along with all other transfers made to the Vennes Defendants or for the Vennes Defendants’s benefit which are avoidable under Counts 1 and 2 that are later discovered, and all other relief provided for under § 726.108 (or other applicable law);
- (b) With respect to Counts 3 and 4, enter judgment against the Defendants in the total amount of the Fidelis Fraudulent Transfers received by the Defendants or made for the Defendants’s benefit, along with all other transfers made to the

Defendants or for the Defendants's benefit which are avoidable under Counts 3 and 4 that are later discovered, and all other relief provided for under § 513.48 (or other applicable law);

- (c) With respect to Count 5, enter judgment against the Defendants in the total amount of the Transfers received by each Defendant;
- (d) With respect to all Counts, award Plaintiff's reasonable attorney's fees and costs to the extent allowed under applicable law or statute;
- (e) Grant such further relief this Court deems just and proper.

s/ Michael S. Budwick
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s/Jessica L. Wasserstrom, Esquire
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Telecopy: (305) 358-1221

Attorneys for Plaintiff

Schedule 1

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| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|----------|----------|----------------------------------|-----------------------------|
| Fidelis Foundation | 01/05/07 | 3155 | Metro Hope Ministry | 50,000.00 |
| Fidelis Foundation | 01/05/07 | 3153 | Metro Hope Ministry | 30,000.00 |
| Fidelis Foundation | 06/06/07 | 3222 | Metro Hope Ministry | 50,000.00 |
| | | | Metro Hope Ministry Total | <u>\$ 130,000.00</u> |

Schedule 2

| Payor Entity | Date | Check No | Payee | Amount |
|---------------------|-------------|-----------------|--------------------------|-----------------------------|
| Fidelis Foundation | 10/11/06 | 3058 | Masterworks | 10,000.00 |
| Fidelis Foundation | 01/02/07 | 3111 | Masterworks | 25,000.00 |
| Fidelis Foundation | 07/30/07 | 3248 | Masterworks | 20,000.00 |
| Fidelis Foundation | 02/26/08 | 3006 | Masterworks | 30,000.00 |
| Fidelis Foundation | 03/25/08 | 3009 | Masterworks | 25,000.00 |
| Fidelis Foundation | 07/01/08 | 3371 | Masterworks | 5,000.00 |
| | | | Masterworks Total | <u>\$ 115,000.00</u> |

Schedule 3

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|----------|----------|----------------------------------|----------------------|
| Fidelis Foundation | 04/26/06 | 3012 | Training Network Int'l | 10,000.00 |
| Fidelis Foundation | 05/16/06 | 3015 | T-Net International | 5,000.00 |
| Fidelis Foundation | 07/17/06 | 3033 | T-Net International | 5,000.00 |
| Fidelis Foundation | 08/04/06 | 3040 | T-Net International | 20,000.00 |
| Fidelis Foundation | 01/04/07 | 3114 | T-Net International | 30,000.00 |
| Fidelis Foundation | 05/04/07 | 3212 | T-Net International | 32,000.00 |
| Fidelis Foundation | 09/11/07 | 3252 | Training Network Int'l | 10,000.00 |
| Fidelis Foundation | 09/11/07 | 3258 | T-Net International | 10,000.00 |
| Fidelis Foundation | 05/27/08 | 3360 | T-Net International | 5,000.00 |
| Fidelis Foundation | 09/04/08 | 3393 | Training Network Int'l | 5,000.00 |
| | | | T-Net International Total | \$ 132,000.00 |

Schedule 4

| Payor Entity | Date | Check No | Payee | Amount |
|---------------------|-------------|-----------------|---------------------------------------|-----------------------------|
| Fidelis Foundation | 04/17/06 | 3008 | New Life Family Services | 15,000.00 |
| Fidelis Foundation | 07/10/06 | 3031 | New Life Family Services | 10,000.00 |
| Fidelis Foundation | 11/03/06 | 3071 | New Life Family Services | 5,000.00 |
| Fidelis Foundation | 11/29/06 | 3079 | New Life Family Services | 50,000.00 |
| Fidelis Foundation | 06/29/07 | 3238 | New Life Family Services | 20,000.00 |
| Fidelis Foundation | 12/18/07 | 3289 | New Life Family Services | 60,000.00 |
| | | | New Life Family Services Total | <u>\$ 160,000.00</u> |

Schedule 5

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|----------|----------|------------------------------------------|----------------------|
| Fidelis Foundation | 08/30/06 | 3042 | Great Commission Foundation | 10,000.00 |
| Fidelis Foundation | 10/12/06 | 3059 | Great Commission Foundation | 15,000.00 |
| Fidelis Foundation | 10/31/06 | 3064 | Great Commission Foundation | 15,000.00 |
| Fidelis Foundation | 01/08/07 | 3124 | Great Commission Foundation | 10,000.00 |
| Fidelis Foundation | 01/31/07 | 3167 | Great Commission Foundation | 45,000.00 |
| Fidelis Foundation | 10/26/07 | 3274 | Great Commission Foundation | 60,000.00 |
| Fidelis Foundation | 02/01/08 | 3323 | Great Commission Foundation | 10,000.00 |
| Fidelis Foundation | 04/09/08 | 3333 | Great Commission Foundation | 27,000.00 |
| Fidelis Foundation | 05/23/08 | 3362 | Great Commission Foundation | 5,000.00 |
| Fidelis Foundation | 07/03/08 | 3370 | Great Commission Foundation | 22,000.00 |
| Fidelis Foundation | 07/03/08 | 3373 | Great Commission Foundation | 21,000.00 |
| | | | Great Commission Foundation Total | \$ 240,000.00 |

Schedule 6

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|----------|----------|-----------------------------------|-----------------------------|
| Fidelis Foundation | 09/18/06 | 3029 | Northwestern College | 5,000.00 |
| Fidelis Foundation | 12/22/06 | 3083 | NWC (Northwestern College) | 5,000.00 |
| Fidelis Foundation | 12/22/06 | 3099 | Northwestern College | 5,000.00 |
| Fidelis Foundation | 12/22/06 | 3106 | Northwestern College | 100,000.00 |
| Fidelis Foundation | 04/17/07 | 3193 | Northwestern College | 15,000.00 |
| Fidelis Foundation | 04/24/07 | 3205 | Northwestern College | 5,000.00 |
| Fidelis Foundation | 06/15/07 | 3231 | Northwestern College | 10,000.00 |
| Fidelis Foundation | 06/15/07 | 3223 | Northwestern College | 10,000.00 |
| Fidelis Foundation | 12/21/07 | 3291 | Northwestern College | 100,000.00 |
| Fidelis Foundation | 01/15/08 | 3293 | Northwestern College | 5,000.00 |
| Fidelis Foundation | 01/15/08 | 3312 | Northwestern College | 10,500.00 |
| Fidelis Foundation | 04/21/08 | 3341 | Northwestern College | 24,000.00 |
| | | | Northwestern College Total | <u>\$ 294,500.00</u> |

Schedule 7

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| Payor Entity | Date | Check No | Payee | Amount |
|---------------------|-------------|-----------------|------------------------------|-----------------------------|
| Fidelis Foundation | 12/21/06 | 3107 | Wheaton College | 100,000.00 |
| Fidelis Foundation | 12/21/07 | 3290 | Wheaton College | 100,000.00 |
| | | | Wheaton College Total | <u>\$ 200,000.00</u> |

Schedule 8

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|------------|----------|-----------------------------------------------|-----------------------------|
| Fidelis Foundation | 3/15/2006 | 3008 | Williston Assembly Church of God | 22,499.98 |
| Fidelis Foundation | 6/8/2006 | 3041 | Williston Assembly Church of God | 21,000.17 |
| Fidelis Foundation | 9/15/2006 | 3063 | Williston Assembly Church of God | 22,000.67 |
| Fidelis Foundation | 12/29/2006 | 3089 | Williston Assembly Church of God | 23,249.93 |
| Fidelis Foundation | 3/19/2007 | 3109 | Williston Assembly Church of God | 21,999.98 |
| Fidelis Foundation | 6/11/2007 | 3132 | Williston Assembly Church of God | 20,750.00 |
| Fidelis Foundation | 6/27/2007 | 3138 | Williston Assembly Church of God | 508,500.00 |
| | | | Williston Assembly Church of God Total | <u>\$ 640,000.73</u> |

Schedule 9

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|------------|----------|-------------------------------------------|----------------------|
| Fidelis Foundation | 4/24/2006 | 3029 | Inter Ministerial Fellowship | 11,499.97 |
| Fidelis Foundation | 7/24/2006 | 3056 | Inter Ministerial Fellowship | 11,375.48 |
| Fidelis Foundation | 10/25/2006 | 3079 | Inter Ministerial Fellowship | 10,874.26 |
| Fidelis Foundation | 1/22/2007 | 3102 | Inter Ministerial Fellowship | 11,499.50 |
| Fidelis Foundation | 4/12/2007 | 3125 | Inter Ministerial Fellowship | 9,873.63 |
| Fidelis Foundation | 7/11/2007 | 3149 | Inter Ministerial Fellowship | 10,623.53 |
| Fidelis Foundation | 10/24/2007 | 3171 | Inter Ministerial Fellowship | 12,999.64 |
| Fidelis Foundation | 4/30/2008 | 3197 | Inter Ministerial Fellowship | 23,376.25 |
| | | | Inter Ministerial Fellowship Total | \$ 102,122.26 |

Schedule 10

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|------------|----------|-------------------------|-----------------------------|
| Metro Gem, Inc. | 11/1/2004 | 21929 | City Sites | 31,000.00 |
| Metro Gem, Inc. | 2/11/2005 | 22255 | City Sites | 5,000.00 |
| Metro Gem, Inc. | 6/21/2005 | 22683 | City Sites | 3,000.00 |
| Metro Gem, Inc. | 7/22/2005 | 22780 | City Sites | 3,000.00 |
| Metro Gem, Inc. | 9/29/2005 | 23017 | City Sites | 3,000.00 |
| Metro Gem, Inc. | 1/6/2006 | 23335 | City Sites | 10,000.00 |
| Fidelis Foundation | 6/8/2006 | 3020 | City Sites | 10,000.00 |
| Metro Gem, Inc. | 7/3/2006 | 26651 | City Sites | 10,000.00 |
| Metro Gem, Inc. | 8/15/2006 | 26795 | City Sites | 10,000.00 |
| Metro Gem, Inc. | 12/28/2006 | 27223 | City Sites | 10,000.00 |
| Metro Gem, Inc. | 3/30/2007 | 27517 | City Sites | 10,000.00 |
| Metro Gem, Inc. | 6/25/2007 | 27804 | City Sites | 10,000.00 |
| Metro Gem, Inc. | 8/8/2007 | 27948 | City Sites | 10,000.00 |
| Fidelis Foundation | 7/21/2008 | 3381 | City Sites | 10,000.00 |
| | | | City Sites Total | <u>\$ 135,000.00</u> |

Schedule 11

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|-----------|----------|-----------------------------------------|-----------------------------|
| Metro Gem, Inc. | 6/9/2006 | 26564 | Crown Financial Ministries | 500,000.00 |
| Fidelis Foundation | 4/18/2006 | 3005 | Crown Financial Ministries | 10,000.00 |
| Fidelis Foundation | 1/11/2007 | 3156 | Crown Financial Ministries | 10,000.00 |
| Fidelis Foundation | 7/12/2007 | 3237 | Crown Financial Ministries | 5,000.00 |
| Fidelis Foundation | 1/15/2008 | 3321 | Crown Financial Ministries | 100,000.00 |
| Fidelis Foundation | 5/22/2008 | 3361 | Crown Financial Ministries | 5,000.00 |
| Metro Gem, Inc. | 6/13/2008 | 28947 | Crown Financial Ministries | 100,000.00 |
| | | | Crown Financial Ministries Total | <u>\$ 730,000.00</u> |

Schedule 12

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|-----------|----------|--------------------------------------|-----------------------------|
| Fidelis Foundation | 1/5/2007 | 3130 | Desiring God Ministries | 5,000.00 |
| Fidelis Foundation | 5/11/2007 | 3209 | Desiring God Ministries | 10,000.00 |
| Fidelis Foundation | 3/27/2008 | 3325 | Desiring God Ministries | 10,000.00 |
| Metro Gem, Inc. | 6/24/2008 | 28877 | Desiring God Ministries | 125,000.00 |
| | | | Desiring God Ministries Total | <u>\$ 150,000.00</u> |

Schedule 13

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|------------|----------|-------------------------|-----------------------------|
| Metro Gem, Inc. | 8/27/2004 | 21738 | Kids First | 79,000.00 |
| Metro Gem, Inc. | 3/10/2005 | 22333 | Kids First | 1,000.00 |
| Metro Gem, Inc. | 7/1/2005 | 22729 | Kids First | 127,000.00 |
| Fidelis Foundation | 6/12/2006 | 3018 | Kids First | 5,100.00 |
| Fidelis Foundation | 7/3/2006 | 3030 | Kids First | 125,000.00 |
| Metro Gem, Inc. | 7/3/2006 | 26658 | Kids First | 80,584.00 |
| Metro Gem, Inc. | 9/28/2006 | 26911 | Kids First | 300.00 |
| Fidelis Foundation | 10/18/2007 | 3271 | Kids First | 147,000.00 |
| Fidelis Foundation | 6/11/2008 | 3367 | Kids First | 10,500.00 |
| | | | Kids First Total | <u>\$ 575,484.00</u> |

Schedule 14

| Payor Entity | Date | Check No | Payee | Amount |
|-----------------------------------|------------|----------|--------------------------|------------|
| Metro Gem, Inc. | 6/18/2004 | 21532 | Minnesota Teen Challenge | 100,000.00 |
| Metro Gem, Inc. | 7/26/2004 | 21646 | Minnesota Teen Challenge | 8,000.00 |
| Metro Gem, Inc. | 8/11/2004 | 21686 | Minnesota Teen Challenge | 100,000.00 |
| Metro Gem, Inc. | 9/20/2004 | 21814 | Minnesota Teen Challenge | 100,000.00 |
| Metro Gem, Inc. | 10/22/2004 | 21903 | Minnesota Teen Challenge | 100,000.00 |
| Metro Gem, Inc. | 11/24/2004 | 22003 | Minnesota Teen Challenge | 100,000.00 |
| Metro Gem, Inc. | 1/6/2005 | 22121 | Minnesota Teen Challenge | 100,000.00 |
| Metro Gem, Inc. | 3/4/2005 | 22321 | Minnesota Teen Challenge | 1,800.00 |
| Metro Gem, Inc. | 5/11/2005 | 22549 | Minnesota Teen Challenge | 100,000.00 |
| Metro Gem, Inc. | 7/6/2005 | 22739 | Minnesota Teen Challenge | 100,000.00 |
| Metro Gem, Inc. | 7/21/2005 | 22790 | Minnesota Teen Challenge | 8,000.00 |
| Metro Gem, Inc. | 8/17/2005 | 22887 | Minnesota Teen Challenge | 100,000.00 |
| Denley A. or Frank E. Vennes, Jr. | 8/31/2005 | 4150 | Minnesota Teen Challenge | 1,500.00 |
| Denley A. or Frank E. Vennes, Jr. | 9/1/2005 | 4153 | Minnesota Teen Challenge | 1,000.00 |
| Metro Gem, Inc. | 9/27/2005 | 23001 | Minnesota Teen Challenge | 100,000.00 |
| Metro Gem, Inc. | 12/5/2005 | 23220 | Minnesota Teen Challenge | 100,000.00 |
| Metro Gem, Inc. | 12/29/2005 | 23347 | Minnesota Teen Challenge | 250,000.00 |
| Fidelis Foundation | 2/2/2006 | 3001 | Minnesota Teen Challenge | 46,000.00 |
| Fidelis Foundation | 3/3/2006 | 3007 | Minnesota Teen Challenge | 44,999.95 |
| Fidelis Foundation | 4/7/2006 | 3020 | Minnesota Teen Challenge | 10,750.75 |
| Fidelis Foundation | 4/11/2006 | 3023 | Minnesota Teen Challenge | 32,173.83 |
| Fidelis Foundation | 4/25/2006 | 3025 | Minnesota Teen Challenge | 58,650.47 |
| Fidelis Foundation | 5/5/2006 | 3034 | Minnesota Teen Challenge | 55,462.70 |
| Metro Gem, Inc. | 5/10/2006 | 26491 | Minnesota Teen Challenge | 2,100.00 |
| Fidelis Foundation | 5/26/2006 | 3040 | Minnesota Teen Challenge | 42,000.33 |
| Fidelis Foundation | 6/30/2006 | 3049 | Minnesota Teen Challenge | 10,875.10 |
| Fidelis Foundation | 7/10/2006 | 3050 | Minnesota Teen Challenge | 30,029.00 |
| Metro Gem, Inc. | 7/19/2006 | 26717 | Minnesota Teen Challenge | 8,000.00 |
| Fidelis Foundation | 7/21/2006 | 3052 | Minnesota Teen Challenge | 58,011.94 |
| Fidelis Foundation | 8/4/2006 | 3058 | Minnesota Teen Challenge | 56,100.44 |
| Fidelis Foundation | 8/28/2006 | 3062 | Minnesota Teen Challenge | 43,998.25 |
| Fidelis Foundation | 9/27/2006 | 3069 | Minnesota Teen Challenge | 10,749.35 |
| Fidelis Foundation | 9/29/2006 | 3072 | Minnesota Teen Challenge | 29,672.50 |
| Fidelis Foundation | 10/3/2006 | 3055 | Minnesota Teen Challenge | 250,000.00 |
| Fidelis Foundation | 10/19/2006 | 3076 | Minnesota Teen Challenge | 58,507.60 |
| Fidelis Foundation | 11/9/2006 | 3082 | Minnesota Teen Challenge | 64,125.37 |
| Fidelis Foundation | 11/26/2006 | 3086 | Minnesota Teen Challenge | 57,660.18 |
| Fidelis Foundation | 12/29/2006 | 3093 | Minnesota Teen Challenge | 11,925.43 |
| Fidelis Foundation | 12/29/2006 | 3096 | Minnesota Teen Challenge | 30,745.00 |
| Fidelis Foundation | 1/5/2007 | 3149 | Minnesota Teen Challenge | 10,000.00 |
| Fidelis Foundation | 1/11/2007 | 3163 | Minnesota Teen Challenge | 50,000.00 |
| Fidelis Foundation | 1/23/2007 | 3098 | Minnesota Teen Challenge | 61,870.80 |
| Fidelis Foundation | 1/26/2007 | 3104 | Minnesota Teen Challenge | 52,650.14 |
| Fidelis Foundation | 2/27/2007 | 3108 | Minnesota Teen Challenge | 54,559.51 |
| Fidelis Foundation | 3/29/2007 | 3116 | Minnesota Teen Challenge | 12,056.98 |
| Fidelis Foundation | 3/30/2007 | 3119 | Minnesota Teen Challenge | 32,531.42 |
| Fidelis Foundation | 4/12/2007 | 3121 | Minnesota Teen Challenge | 53,127.59 |
| Fidelis Foundation | 4/19/2007 | 3128 | Minnesota Teen Challenge | 63,832.05 |

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|------------|----------|---------------------------------------|-------------------------------|
| Metro Gem, Inc. | 5/1/2007 | 27641 | Minnesota Teen Challenge | 2,100.00 |
| Fidelis Foundation | 5/23/2007 | 3131 | Minnesota Teen Challenge | 56,937.92 |
| Fidelis Foundation | 6/27/2007 | 3142 | Minnesota Teen Challenge | 11,527.36 |
| Fidelis Foundation | 6/27/2007 | 3145 | Minnesota Teen Challenge | 13,250.00 |
| Fidelis Foundation | 6/27/2007 | 3144 | Minnesota Teen Challenge | 30,745.50 |
| Fidelis Foundation | 7/10/2007 | 3146 | Minnesota Teen Challenge | 57,162.60 |
| Fidelis Foundation | 7/19/2007 | 3150 | Minnesota Teen Challenge | 69,487.83 |
| Metro Gem, Inc. | 8/6/2007 | 27930 | Minnesota Teen Challenge | 8,000.00 |
| Fidelis Foundation | 8/23/2007 | 3158 | Minnesota Teen Challenge | 75,423.43 |
| Fidelis Foundation | 10/18/2007 | 3164 | Minnesota Teen Challenge | 14,574.54 |
| Fidelis Foundation | 10/18/2007 | 3167 | Minnesota Teen Challenge | 27,251.05 |
| Fidelis Foundation | 10/18/2007 | 3166 | Minnesota Teen Challenge | 38,965.15 |
| Fidelis Foundation | 10/22/2007 | 3168 | Minnesota Teen Challenge | 69,939.95 |
| Fidelis Foundation | 11/5/2007 | 3281 | Minnesota Teen Challenge | 50,000.00 |
| Fidelis Foundation | 11/5/2007 | 3174 | Minnesota Teen Challenge | 88,880.67 |
| Fidelis Foundation | 12/17/2007 | 3179 | Minnesota Teen Challenge | 112,403.18 |
| Fidelis Foundation | 1/14/2008 | 3318 | Minnesota Teen Challenge | 800,000.00 |
| Fidelis Foundation | 3/19/2008 | 3328 | Minnesota Teen Challenge | 350,000.00 |
| Fidelis Foundation | 4/1/2008 | 3185 | Minnesota Teen Challenge | 21,463.00 |
| Fidelis Foundation | 4/1/2008 | 3187 | Minnesota Teen Challenge | 114,735.50 |
| Fidelis Foundation | 4/4/2008 | 3332 | Minnesota Teen Challenge | 221,000.00 |
| Fidelis Foundation | 4/28/2008 | 3191 | Minnesota Teen Challenge | 55,753.42 |
| Fidelis Foundation | 4/28/2008 | 3190 | Minnesota Teen Challenge | 67,923.03 |
| Fidelis Foundation | 4/28/2008 | 3194 | Minnesota Teen Challenge | 125,758.79 |
| Fidelis Foundation | 4/28/2008 | 3192 | Minnesota Teen Challenge | 175,000.00 |
| Metro Gem, Inc. | 5/5/2008 | 28832 | Minnesota Teen Challenge | 80,000.00 |
| Fidelis Foundation | 5/20/2008 | 3359 | Minnesota Teen Challenge | 10,000.00 |
| Fidelis Foundation | 6/11/2008 | 3198 | Minnesota Teen Challenge | 173,534.72 |
| Fidelis Foundation | 6/27/2008 | 3202 | Minnesota Teen Challenge | 74,336.21 |
| Fidelis Foundation | 7/3/2008 | 3206 | Minnesota Teen Challenge | 12,985.98 |
| Metro Gem, Inc. | 7/24/2008 | 29057 | Minnesota Teen Challenge | 8,000.00 |
| | | | Minnesota Teen Challenge Total | <u>\$ 5,790,606.51</u> |

Schedule 15

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|------------|----------|--------------------------------|------------|
| Metro Gem, Inc. | 3/10/2004 | 21137 | Northern Plains Teen Challenge | 20,000.00 |
| Metro Gem, Inc. | 9/24/2004 | 21815 | Northern Plains Teen Challenge | 25,000.00 |
| Metro Gem, Inc. | 2/3/2005 | 22223 | Northern Plains Teen Challenge | 20,000.00 |
| Metro Gem, Inc. | 4/7/2005 | 22427 | ND Teen Challenge | 15,000.00 |
| Metro Gem, Inc. | 7/27/2005 | 22758 | Northern Plains Teen Challenge | 10,000.00 |
| Metro Gem, Inc. | 9/19/2005 | 22984 | ND Teen Challenge | 20,000.00 |
| Metro Gem, Inc. | 12/21/2005 | 23250 | ND Teen Challenge | 100,000.00 |
| Metro Gem, Inc. | 6/27/2006 | 26618 | ND Teen Challenge | 30,000.00 |
| Metro Gem, Inc. | 8/1/2006 | 26747 | ND Teen Challenge | 30,000.00 |
| Metro Gem, Inc. | 9/6/2006 | 26853 | ND Teen Challenge | 25,000.00 |
| Metro Gem, Inc. | 9/18/2006 | 26910 | ND Teen Challenge | 30,000.00 |
| Fidelis Foundation | 1/3/2007 | 3108 | Northern Plains Teen Challenge | 25,000.00 |
| Fidelis Foundation | 1/22/2007 | 3158 | Northern Plains Teen Challenge | 23,000.00 |
| Metro Gem, Inc. | 2/8/2007 | 27353 | ND Teen Challenge | 25,000.00 |
| Fidelis Foundation | 2/8/2007 | 3169 | Northern Plains Teen Challenge | 23,000.00 |
| Metro Gem, Inc. | 3/8/2007 | 27423 | ND Teen Challenge | 25,000.00 |
| Fidelis Foundation | 3/8/2007 | 3174 | Northern Plains Teen Challenge | 23,000.00 |
| Metro Gem, Inc. | 3/19/2007 | 27461 | ND Teen Challenge | 50,000.00 |
| Metro Gem, Inc. | 4/2/2007 | 27551 | ND Teen Challenge | 25,000.00 |
| Metro Gem, Inc. | 5/8/2007 | 27615 | ND Teen Challenge | 30,000.00 |
| Fidelis Foundation | 5/8/2007 | 3211 | ND Teen Challenge | 23,000.00 |
| Metro Gem, Inc. | 6/5/2007 | 27719 | ND Teen Challenge | 40,000.00 |
| Fidelis Foundation | 6/5/2007 | 3221 | ND Teen Challenge | 23,000.00 |
| Metro Gem, Inc. | 6/21/2007 | 27786 | ND Teen Challenge | 50,000.00 |
| Fidelis Foundation | 7/3/2007 | 3243 | ND Teen Challenge | 73,000.00 |
| Metro Gem, Inc. | 8/1/2007 | 27917 | ND Teen Challenge | 40,000.00 |
| Metro Gem, Inc. | 8/22/2007 | 27989 | ND Teen Challenge | 40,000.00 |
| Metro Gem, Inc. | 9/4/2007 | 28027 | ND Teen Challenge | 30,000.00 |
| Fidelis Foundation | 9/4/2007 | 3263 | ND Teen Challenge | 25,000.00 |
| Fidelis Foundation | 9/6/2007 | 3264 | ND Teen Challenge | 27,000.00 |
| Metro Gem, Inc. | 9/21/2007 | 28088 | ND Teen Challenge | 75,000.00 |
| Fidelis Foundation | 10/3/2007 | 3268 | ND Teen Challenge | 23,000.00 |
| Fidelis Foundation | 10/24/2007 | 3277 | ND Teen Challenge | 30,315.00 |
| Fidelis Foundation | 11/6/2007 | 3282 | ND Teen Challenge | 23,000.00 |
| Fidelis Foundation | 11/19/2007 | 3286 | ND Teen Challenge | 25,000.00 |
| Metro Gem, Inc. | 11/20/2007 | 28280 | ND Teen Challenge | 60,000.00 |
| Fidelis Foundation | 12/7/2007 | 3287 | ND Teen Challenge | 23,000.00 |
| Fidelis Foundation | 12/19/2007 | 3292 | ND Teen Challenge | 30,000.00 |
| Metro Gem, Inc. | 12/24/2007 | 28392 | ND Teen Challenge | 40,000.00 |
| Metro Gem, Inc. | 1/3/2008 | 28444 | ND Teen Challenge | 25,000.00 |
| Fidelis Foundation | 1/7/2008 | 3316 | ND Teen Challenge | 23,000.00 |
| Fidelis Foundation | 2/6/2008 | 3324 | ND Teen Challenge | 23,000.00 |
| Metro Gem, Inc. | 2/11/2008 | 28556 | ND Teen Challenge | 30,000.00 |
| Metro Gem, Inc. | 3/5/2008 | 28639 | ND Teen Challenge | 25,000.00 |
| Fidelis Foundation | 3/5/2008 | 3326 | ND Teen Challenge | 23,000.00 |
| Metro Gem, Inc. | 3/20/2008 | 28697 | ND Teen Challenge | 50,000.00 |
| Metro Gem, Inc. | 4/7/2008 | 28736 | ND Teen Challenge | 30,000.00 |
| Fidelis Foundation | 4/14/2008 | 3338 | ND Teen Challenge | 23,000.00 |

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|-----------|----------|--------------------------------|-------------------------------|
| Metro Gem, Inc. | 4/21/2008 | 28801 | ND Teen Challenge | 30,000.00 |
| Fidelis Foundation | 5/6/2008 | 3356 | ND Teen Challenge | 23,000.00 |
| Fidelis Foundation | 6/10/2008 | 3368 | ND Teen Challenge | 23,000.00 |
| Fidelis Foundation | 7/8/2008 | 3377 | ND Teen Challenge | 23,000.00 |
| Fidelis Foundation | 8/5/2008 | 3384 | ND Teen Challenge | 23,000.00 |
| Fidelis Foundation | 9/9/2008 | 3395 | ND Teen Challenge | 23,000.00 |
| | | | ND Teen Challenge Total | <u>\$ 1,671,315.00</u> |

Schedule 16

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|-----------|----------|--------------------------------|-----------------------------|
| Metro Gem, Inc. | 1/9/2006 | 23344 | Prison Fellowship | 5,000.00 |
| Metro Gem, Inc. | 9/12/2006 | 26891 | Prison Fellowship | 10,000.00 |
| Fidelis Foundation | 6/29/2006 | 3028 | Prison Fellowship | 5,000.00 |
| Metro Gem, Inc. | 6/8/2007 | 27737 | Prison Fellowship | 10,000.00 |
| Metro Gem, Inc. | 5/8/2008 | 28850 | Prison Fellowship | 100,000.00 |
| Fidelis Foundation | 7/23/2008 | 3380 | Prison Fellowship | 50,000.00 |
| | | | Prison Fellowship Total | <u>\$ 180,000.00</u> |

Schedule 17

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|------------|----------|---------------------------------|----------------------|
| Metro Gem, Inc. | 3/16/2005 | 22357 | Seg-Way Ministries | 5,000.00 |
| Metro Gem, Inc. | 12/28/2005 | 23333 | Seg-Way Ministries | 5,000.00 |
| Fidelis Foundation | 2/2/2006 | 3003 | Seg-Way Ministries | 9,199.55 |
| Fidelis Foundation | 3/3/2006 | 3010 | Seg-Way Ministries | 9,000.00 |
| Fidelis Foundation | 4/21/2006 | 3027 | Seg-Way Ministries | 13,799.17 |
| Fidelis Foundation | 5/5/2006 | 3035 | Seg-Way Ministries | 8,699.50 |
| Fidelis Foundation | 5/24/2006 | 3043 | Seg-Way Ministries | 8,400.07 |
| Fidelis Foundation | 7/20/2006 | 3054 | Seg-Way Ministries | 13,650.57 |
| Fidelis Foundation | 8/8/2006 | 3059 | Seg-Way Ministries | 8,800.09 |
| Fidelis Foundation | 8/28/2006 | 3065 | Seg-Way Ministries | 8,800.27 |
| Fidelis Foundation | 10/19/2006 | 3078 | Seg-Way Ministries | 13,049.11 |
| Fidelis Foundation | 11/10/2006 | 3083 | Seg-Way Ministries | 9,499.78 |
| Fidelis Foundation | 11/30/2006 | 3088 | Seg-Way Ministries | 9,299.97 |
| Metro Gem, Inc. | 1/2/2007 | 27233 | Seg-Way Ministries | 10,000.00 |
| Metro Gem, Inc. | 1/2/2007 | 27235 | Seg-Way Ministries | 5,000.00 |
| Fidelis Foundation | 1/23/2007 | 3100 | Seg-Way Ministries | 13,800.24 |
| Fidelis Foundation | 2/1/2007 | 3105 | Seg-Way Ministries | 7,799.72 |
| Fidelis Foundation | 2/28/2007 | 3111 | Seg-Way Ministries | 8,799.36 |
| Fidelis Foundation | 4/11/2007 | 3123 | Seg-Way Ministries | 11,850.87 |
| Fidelis Foundation | 4/18/2007 | 3127 | Seg-Way Ministries | 7,900.67 |
| Fidelis Foundation | 5/30/2007 | 3134 | Seg-Way Ministries | 8,299.69 |
| Fidelis Foundation | 7/10/2007 | 3148 | Seg-Way Ministries | 12,750.93 |
| Fidelis Foundation | 8/21/2007 | 3154 | Seg-Way Ministries | 10,281.67 |
| Fidelis Foundation | 8/28/2007 | 3156 | Seg-Way Ministries | 9,299.77 |
| Fidelis Foundation | 10/23/2007 | 3170 | Seg-Way Ministries | 15,600.05 |
| Fidelis Foundation | 11/6/2007 | 3175 | Seg-Way Ministries | 10,999.81 |
| Fidelis Foundation | 12/21/2007 | 3181 | Seg-Way Ministries | 11,400.74 |
| Fidelis Foundation | 4/1/2008 | 3188 | Seg-Way Ministries | 14,200.00 |
| Fidelis Foundation | 4/29/2008 | 3196 | Seg-Way Ministries | 28,050.58 |
| Fidelis Foundation | 6/11/2008 | 3200 | Seg-Way Ministries | 17,601.15 |
| Fidelis Foundation | 7/3/2008 | 3203 | Seg-Way Ministries | 9,199.68 |
| | | | Seg-Way Ministries Total | \$ 335,033.01 |

Schedule 18

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|-----------|----------|------------------------------------------|-----------------------------|
| Metro Gem, Inc. | 11/4/2005 | W/D | Ministers Training Program | 100,000.00 |
| Fidelis Foundation | 04/19/06 | 3002 | Smithtown Gospel Tabernacle | 5,000.00 |
| Fidelis Foundation | 11/01/06 | 3069 | Smithtown Gospel Tabernacle | 55,325.00 |
| Fidelis Foundation | 04/03/07 | 3188 | Smithtown Gospel Tabernacle | 30,000.00 |
| Fidelis Foundation | 07/13/07 | 3242 | Smithtown Gospel Tabernacle | 10,000.00 |
| Fidelis Foundation | 07/09/08 | 3376 | Smithtown Gospel Tabernacle | 54,000.00 |
| | | | Smithtown Gospel Tabernacle Total | <u>\$ 254,325.00</u> |

Schedule 19

| Payor Entity | Date | Check No | Payee | Amount |
|--------------------|------------|----------|--------------------------|------------|
| Metro Gem, Inc. | 2/25/2004 | 21057 | Trinity Christian School | 15,415.00 |
| Metro Gem, Inc. | 3/24/2004 | 21203 | Trinity Christian School | 15,227.00 |
| Metro Gem, Inc. | 4/26/2004 | 21355 | Trinity Christian School | 15,227.00 |
| Metro Gem, Inc. | 5/28/2004 | 21459 | Trinity Christian School | 15,227.00 |
| Metro Gem, Inc. | 6/24/2004 | 21546 | Trinity Christian School | 12,865.00 |
| Metro Gem, Inc. | 5/4/2005 | 22517 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 6/3/2005 | 22628 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 7/8/2005 | 22728 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 8/4/2005 | 22838 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 9/2/2005 | 22942 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 10/6/2005 | 23042 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 11/7/2005 | 23138 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 12/7/2005 | 23244 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 1/5/2006 | 23327 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 2/8/2006 | 23470 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 3/9/2006 | 23572 | Trinity Christian School | 5,125.00 |
| Fidelis Foundation | 4/24/2006 | 3026 | Trinity Christian School | 72,449.64 |
| Fidelis Foundation | 7/26/2006 | 3053 | Trinity Christian School | 71,662.52 |
| Metro Gem, Inc. | 8/11/2006 | 26780 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 9/20/2006 | 26882 | Trinity Christian School | 5,125.00 |
| Fidelis Foundation | 10/25/2006 | 3077 | Trinity Christian School | 68,512.69 |
| Metro Gem, Inc. | 11/16/2006 | 27083 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 11/27/2006 | 26993 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 1/24/2007 | 27283 | Trinity Christian School | 5,125.00 |
| Fidelis Foundation | 1/25/2007 | 3099 | Trinity Christian School | 72,449.18 |
| Metro Gem, Inc. | 1/31/2007 | 27175 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 2/28/2007 | 27371 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 3/20/2007 | 27456 | Trinity Christian School | 5,125.00 |
| Metro Gem, Inc. | 4/17/2007 | 27528 | Trinity Christian School | 8,262.00 |
| Fidelis Foundation | 4/18/2007 | 3122 | Trinity Christian School | 62,212.12 |
| Metro Gem, Inc. | 5/18/2007 | 27661 | Trinity Christian School | 12,000.00 |
| Metro Gem, Inc. | 6/20/2007 | 27768 | Trinity Christian School | 12,000.00 |
| Fidelis Foundation | 7/12/2007 | 3147 | Trinity Christian School | 66,937.09 |
| Metro Gem, Inc. | 7/23/2007 | 27870 | Trinity Christian School | 12,000.00 |
| Metro Gem, Inc. | 8/20/2007 | 27969 | Trinity Christian School | 12,000.00 |
| Metro Gem, Inc. | 9/18/2007 | 28075 | Trinity Christian School | 12,000.00 |
| Metro Gem, Inc. | 10/18/2007 | 28173 | Trinity Christian School | 12,000.00 |
| Fidelis Foundation | 10/18/2007 | 3159 | Trinity Christian School | 295,421.00 |
| Fidelis Foundation | 10/24/2007 | 3169 | Trinity Christian School | 81,900.88 |
| Metro Gem, Inc. | 11/21/2007 | 28278 | Trinity Christian School | 12,000.00 |
| Metro Gem, Inc. | 12/19/2007 | 28381 | Trinity Christian School | 12,000.00 |
| Metro Gem, Inc. | 1/23/2008 | 28489 | Trinity Christian School | 12,000.00 |
| Metro Gem, Inc. | 2/21/2008 | 28590 | Trinity Christian School | 12,000.00 |
| Metro Gem, Inc. | 3/21/2008 | 28694 | Trinity Christian School | 12,000.00 |
| Fidelis Foundation | 4/9/2008 | 3334 | Trinity Christian School | 81,000.00 |
| Metro Gem, Inc. | 4/25/2008 | 28800 | Trinity Christian School | 12,000.00 |
| Fidelis Foundation | 4/29/2008 | 3195 | Trinity Christian School | 147,259.76 |
| Metro Gem, Inc. | 5/23/2008 | 28891 | Trinity Christian School | 12,000.00 |

| Payor Entity | Date | Check No | Payee | Amount |
|-----------------|-----------|----------|---------------------------------------|-------------------------------|
| Metro Gem, Inc. | 7/2/2008 | 28978 | Trinity Christian School | 12,000.00 |
| Metro Gem, Inc. | 7/24/2008 | 29068 | Trinity Christian School | 12,000.00 |
| Metro Gem, Inc. | 8/27/2008 | 29141 | Trinity Christian School | 12,000.00 |
| Metro Gem, Inc. | 9/26/2008 | 29214 | Trinity Christian School | 12,000.00 |
| | | | Trinity Christian School Total | <u>\$ 1,403,402.88</u> |