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Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT**
**NORTHERN DISTRICT OF TEXAS**
**DALLAS DIVISION**

| | | |
|---|---|---|
| In re: | § | |
| | § | |
| MOSAIC GROUP (US) INC., et al. | § | Case No. 02-81440-HDH-11 |
| | § | |
| | § | (Jointly Administered) |
| | § | Hearing: June 6, 2003 at 1:00 p.m. |
| Debtors. | § | |

## WITNESS AND EXHIBIT LIST

Mosaic Group (US) Inc. et al. (the "Debtors") hereby file their Witness and Exhibit List in connection with the hearing (the "Hearing") on June 6, 2003 at 1:00 p.m. regarding the following motions:

1. Motion for Orders Pursuant to 11 U.S.C. §§ 105(a), 363, 365 and 1146(c) and Fed. R. Bankr. P. 2002, 6004, 6006 and 9014 (i) Approving (a) Auction and Bidding Procedures, (b) Form of Notices and (c) Payment of a Breakup Fee and Expense Reimbursement, (ii) Approving (a) the Sale Of Certain of the Debtors' Assets Free and Clear of Liens, Claims and Encumbrances and Stamp or Transfer Taxes Pursuant to Bankruptcy Code Sections 363(f) and 1146(c), (b) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (c) the Assumption of Certain Liabilities, and (iii) Waiving the Requirements of the Ten Day Stay Period Provided by Bankruptcy Rule 6004(g) and 6006(d);

2. Expedited Motion to File Asset Purchase Agreement Concerning Sale of Sales Solutions Division Under Seal and to Establish Confidentiality Requirements.

The Hearing will be conducted jointly by video link with a hearing in front of the Superior Court of Justice in Toronto, Canada with the Honourable Justice Farley presiding (the "Canadian Court"). All witnesses will appear in front of the Court or the Canadian Court.

## WITNESSES

The Debtors reserve the right to call the following witnesses:

1. Harold Stephen of Stonecrest Capital Inc.
2. Peter D. Shawn of Lazard Fréres& Co. LLC;
3. Alex Friedman of Lazard Fréres & Co. LLC; and
4. Any witness designated by any other party.

## EXHIBITS

U.S. Proceeding

1. Asset Purchase Agreement (filed under seal)
2. Bidding Procedures
3. Notice of Sale
4. Cure Notice
5. Bidding Procedures and Notice Order
6. Sale Order

Canadian Proceeding

1. Affidavit of Harold Stephen
2. Organizational Charts
3. DIP Amending Agreement
4. Asset Purchase Agreement (filed under seal)
5. Draft Bidding Procedures Order
6. Draft Stay Extension Order
7. Sixth Court Report of KPMG Inc. in its Capacity as Monitor of the Applicants dated June 2, 2003

Respectfully submitted this 4th day of June, 2003.

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ATTORNEYS FOR DEBTORS
AND DEBTORS-IN-POSSESSION

## CERTIFICATE OF SERVICE

I hereby certify that on the 4th day of June, 2003, I caused a true and correct copy of the foregoing to be sent via electronic mail to those parties listed on **Attachment** A and via first class mail to those parties on the Master Service List.

Kevin D. Rice

**Attachment A**

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