

Edgar Filing: LAURUS MASTER FUND LTD - Form SC 13G/A

LAURUS MASTER FUND LTD  
Form SC 13G/A  
February 16, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.2)

RETAIL PRO, INC.

-----  
(Name of Issuer)

Common Stock, par value \$0.0001 per share

-----  
(Title of Class of Securities)

76131K107

-----  
(CUSIP Number)

December 31, 2009

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 76131K107

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY).

PSource Structured Debt Limited

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

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3 SEC USE ONLY  
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4 CITIZENSHIP OR PLACE OF ORGANIZATION

Guernsey

-----  
5 SOLE VOTING POWER  
0 shares of Common Stock.\*  
-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
6 SHARED VOTING POWER  
6,464,307 shares of Common Stock.\*  
-----  
7 SOLE DISPOSITIVE POWER  
0 shares of Common Stock.\*  
-----  
8 SHARED DISPOSITIVE POWER  
6,464,307 shares of Common Stock.\*  
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,464,307 shares of Common Stock.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

|X|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.99%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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\*Based on 61,340,195 shares of the common stock, par value \$0.0001 per share (the "Shares"), issued and outstanding of Retail Pro, Inc., a Delaware corporation (the "Company") as of May 29, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q/A for the fiscal year ended December 31, 2007 (the "10-Q/A"), which was the last report filed by the Company reporting the number of issued and outstanding Shares of the Company. The Company has not filed any public filing describing its outstanding Shares or the number of issued and outstanding Shares of the Company since the 10-Q/A. The Reporting Persons have no reason to believe that the information regarding the number of issued and outstanding Shares of the Company contained in the 10-Q/A is inaccurate. . As of December 31, 2009, PSource Structured Debt Limited ("PSource"), Laurus Master Fund, Ltd. (in Liquidation) (the "Fund"), Valens U.S. SPV I, LLC, ("Valens US"), and Valens Offshore SPV II, Corp. ("VOFF SPV II", and together with PSource, the Fund, and Valens US, the "Investors") collectively held (i) 3,096,713 Shares, (ii) a warrant (the "First Warrant") to acquire 3,750,000 Shares at an exercise price of \$0.71 per Share, subject to certain adjustments, (ii) a warrant (the "Second Warrant") to acquire 250,000 Shares at an exercise price of \$0.43 per Share, subject to certain adjustments, (iii) a warrant (the "Third Warrant") to acquire 4,444,444 Shares at an exercise price of \$0.23 per Share, subject to certain adjustments, (iv) a warrant (the "Fourth Warrant") to acquire 1,200,000 Shares at an exercise price of \$0.20 per Share, subject to certain adjustments, (v) a warrant (the "Option") to acquire 14,028,152 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vi) a warrant ("Option 2A") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vii) a warrant ("Option 2") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (viii) a

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warrant ("Option 3") to acquire 1,706,250 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (ix) a warrant ("Option 4") to acquire 1,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (x) a warrant ("Option 5", and together with the First Warrant, Second Warrant, Third Warrant, Fourth Warrant, Option 2A, Option 3 and Option 4, collectively, the "Warrants") to acquire 15,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments. The Warrants contain an issuance limitation prohibiting the Investors from exercising those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 9.99% Issuance Limitation may be (a) waived by the Investors upon at least 61 days prior notice to the Company, provided there no indebtedness owed to the Investors is outstanding, and (b) following notice to the Company shall automatically become null and void upon the occurrence and/or continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). The Fund is in liquidation under the supervision of the Grand Court of the Cayman Islands. The Joint Official Liquidators ("JOLs") are Chris Johnson and Russell Smith of Johnson Smith Associates, Ltd. The JOLs have discretion over the management of the Fund and the disposition of its assets, including the securities owned by the Fund reported in this Schedule 13G, as amended. Laurus Capital Management, LLC ("LCM") acting through its controlling principals, Eugene Grin and David Grin, provides day to day investment management services to the Fund and its two feeder funds concerning their respective assets, including the securities owned by the Fund reported in this Schedule 13G, as amended, subject to certain oversight and preapproval rights of the JOLs and LCM's obligations to the Fund under the Seventh Amended and Restated Investment Management Agreement of April 26, 2007, as amended, restated, modified and/or supplemented from time to time; all of the foregoing subject to specific directions otherwise given by the JOLs at their discretion. PSource is managed by LCM, subject to certain preapproval rights of the board of directors of Psource. Valens U.S. and VOFF SPV II are managed by Valens Capital Management, LLC ("VCM"). Eugene Grin and David Grin, through other entities, are the controlling principals of LCM and VCM and share voting and investment power over the securities owned by the Fund (subject to the oversight and preapproval rights of the JOLs), PSource, Valens U.S. and VOFF SPV II reported in this Schedule 13G, as amended. The JOLs share voting and investment power over the securities owned by the Fund.

CUSIP No. 76131K107

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY).

Laurus Master Fund, Ltd. (In Liquidation)\*  
98-0337673

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

0 shares of Common Stock.\*

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
			6,464,307 shares of Common Stock.*
	7	SOLE DISPOSITIVE POWER	
			0 shares of Common Stock.*
	8	SHARED DISPOSITIVE POWER	
			6,464,307 shares of Common Stock.*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,464,307 shares of Common Stock.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS) |X|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.99%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

\*Based on 61,340,195 shares of the common stock, par value \$0.0001 per share (the "Shares"), issued and outstanding of Retail Pro, Inc., a Delaware corporation (the "Company") as of May 29, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q/A for the fiscal year ended December 31, 2007 (the "10-Q/A"), which was the last report filed by the Company reporting the number of issued and outstanding Shares of the Company. The Company has not filed any public filing describing its outstanding Shares or the number of issued and outstanding Shares of the Company since the 10-Q/A. The Reporting Persons have no reason to believe that the information regarding the number of issued and outstanding Shares of the Company contained in the 10-Q/A is inaccurate. . As of December 31, 2009, PSource Structured Debt Limited ("PSource"), Laurus Master Fund, Ltd. (in Liquidation) (the "Fund"), Valens U.S. SPV I, LLC, ("Valens US"), and Valens Offshore SPV II, Corp. ("VOFF SPV II", and together with PSource, the Fund, and Valens US, the "Investors") collectively held (i) 3,096,713 Shares, (ii) a warrant (the "First Warrant") to acquire 3,750,000 Shares at an exercise price of \$0.71 per Share, subject to certain adjustments, (iii) a warrant (the "Second Warrant") to acquire 250,000 Shares at an exercise price of \$0.43 per Share, subject to certain adjustments, (iv) a warrant (the "Third Warrant") to acquire 4,444,444 Shares at an exercise price of \$0.23 per Share, subject to certain adjustments, (v) a warrant (the "Fourth Warrant") to acquire 1,200,000 Shares at an exercise price of \$0.20 per Share, subject to certain adjustments, (vi) a warrant (the "Option") to acquire 14,028,152 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vii) a warrant ("Option 2A") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (viii) a warrant ("Option 2") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (ix) a warrant ("Option 3") to acquire 1,706,250 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (x) a warrant ("Option 4") to acquire 1,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (xi) a warrant ("Option 5", and together with the First Warrant, Second Warrant, Third Warrant, Fourth Warrant, Option, Option 2A, Option 3 and Option 4, collectively, the "Warrants") to acquire 15,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments. The Warrants

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contain an issuance limitation prohibiting the Investors from exercising those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 9.99% Issuance Limitation may be (a) waived by the Investors upon at least 61 days prior notice to the Company, provided there no indebtedness owed to the Investors is outstanding, and (b) following notice to the Company shall automatically become null and void upon the occurrence and/or continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). The Fund is in liquidation under the supervision of the Grand Court of the Cayman Islands. The Joint Official Liquidators ("JOLs") are Chris Johnson and Russell Smith of Johnson Smith Associates, Ltd. The JOLs have discretion over the management of the Fund and the disposition of its assets, including the securities owned by the Fund reported in this Schedule 13G, as amended. Laurus Capital Management, LLC ("LCM") acting through its controlling principals, Eugene Grin and David Grin, provides day to day investment management services to the Fund and its two feeder funds concerning their respective assets, including the securities owned by the Fund reported in this Schedule 13G, as amended, subject to certain oversight and preapproval rights of the JOLs and LCM's obligations to the Fund under the Seventh Amended and Restated Investment Management Agreement of April 26, 2007, as amended, restated, modified and/or supplemented from time to time; all of the foregoing subject to specific directions otherwise given by the JOLs at their discretion. PSource is managed by LCM, subject to certain preapproval rights of the board of directors of Psource. Valens U.S. and VOFF SPV II are managed by Valens Capital Management, LLC ("VCM"). Eugene Grin and David Grin, through other entities, are the controlling principals of LCM and VCM and share voting and investment power over the securities owned by the Fund (subject to the oversight and preapproval rights of the JOLs), PSource, Valens U.S. and VOFF SPV II reported in this Schedule 13G, as amended. The JOLs share voting and investment power over the securities owned by the Fund.

CUSIP No. 76131K107

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1      NAME OF REPORTING PERSON  
          I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY).

         Laurus Capital Management, LLC  
          13-4150669

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2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
          (a)  |  
          (b)  |X|

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3      SEC USE ONLY

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4      CITIZENSHIP OR PLACE OF ORGANIZATION

         Delaware

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         5      SOLE VOTING POWER

   0 shares of Common Stock.\*

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NUMBER OF      6      SHARED VOTING POWER  
 SHARES

BENEFICIALLY      6,464,307 shares of Common Stock.\*  
 OWNED BY

         EACH      7      SOLE DISPOSITIVE POWER

REPORTING

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PERSON 0 shares of Common Stock.\*  
 WITH -----  
 8 SHARED DISPOSITIVE POWER  
 6,464,307 shares of Common Stock.\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 6,464,307 shares of Common Stock.  
 -----  
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 9.99%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 OO

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 \*Based on 61,340,195 shares of the common stock, par value \$0.0001 per share (the "Shares"), issued and outstanding of Retail Pro, Inc., a Delaware corporation (the "Company") as of May 29, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q/A for the fiscal year ended December 31, 2007 (the "10-Q/A"), which was the last report filed by the Company reporting the number of issued and outstanding Shares of the Company. The Company has not filed any public filing describing its outstanding Shares or the number of issued and outstanding Shares of the Company since the 10-Q/A. The Reporting Persons have no reason to believe that the information regarding the number of issued and outstanding Shares of the Company contained in the 10-Q/A is inaccurate. . As of December 31, 2009, PSource Structured Debt Limited ("PSource"), Laurus Master Fund, Ltd. (in Liquidation) (the "Fund"), Valens U.S. SPV I, LLC, ("Valens US"), and Valens Offshore SPV II, Corp. ("VOFF SPV II", and together with PSource, the Fund, and Valens US, the "Investors") collectively held (i) 3,096,713 Shares, (ii) a warrant (the "First Warrant") to acquire 3,750,000 Shares at an exercise price of \$0.71 per Share, subject to certain adjustments, (ii) a warrant (the "Second Warrant") to acquire 250,000 Shares at an exercise price of \$0.43 per Share, subject to certain adjustments, (iii) a warrant (the "Third Warrant") to acquire 4,444,444 Shares at an exercise price of \$0.23 per Share, subject to certain adjustments, (iv) a warrant (the "Fourth Warrant") to acquire 1,200,000 Shares at an exercise price of \$0.20 per Share, subject to certain adjustments, (v) a warrant (the "Option") to acquire 14,028,152 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vi) a warrant ("Option 2A") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vii) a warrant ("Option 2") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (viii) a warrant ("Option 3") to acquire 1,706,250 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (ix) a warrant ("Option 4") to acquire 1,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (x) a warrant ("Option 5", and together with the First Warrant, Second Warrant, Third Warrant, Fourth Warrant, Option, Option 2A, Option 3 and Option 4, collectively, the "Warrants") to acquire 15,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments. The Warrants contain an issuance limitation prohibiting the Investors from exercising those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 9.99% Issuance Limitation may be (a) waived by the Investors upon at least 61 days prior notice to the Company, provided there no indebtedness owed to the Investors is outstanding, and (b) following notice to the Company shall automatically become null and void upon

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the occurrence and/or continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). The Fund is in liquidation under the supervision of the Grand Court of the Cayman Islands. The Joint Official Liquidators ("JOLs") are Chris Johnson and Russell Smith of Johnson Smith Associates, Ltd. The JOLs have discretion over the management of the Fund and the disposition of its assets, including the securities owned by the Fund reported in this Schedule 13G, as amended. Laurus Capital Management, LLC ("LCM") acting through its controlling principals, Eugene Grin and David Grin, provides day to day investment management services to the Fund and its two feeder funds concerning their respective assets, including the securities owned by the Fund reported in this Schedule 13G, as amended, subject to certain oversight and preapproval rights of the JOLs and LCM's obligations to the Fund under the Seventh Amended and Restated Investment Management Agreement of April 26, 2007, as amended, restated, modified and/or supplemented from time to time; all of the foregoing subject to specific directions otherwise given by the JOLs at their discretion. PSource is managed by LCM, subject to certain preapproval rights of the board of directors of Psource. Valens U.S. and VOFF SPV II are managed by Valens Capital Management, LLC ("VCM"). Eugene Grin and David Grin, through other entities, are the controlling principals of LCM and VCM and share voting and investment power over the securities owned by the Fund (subject to the oversight and preapproval rights of the JOLs), PSource, Valens U.S. and VOFF SPV II reported in this Schedule 13G, as amended. The JOLs share voting and investment power over the securities owned by the Fund.

CUSIP No. 76131K107

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY).

Valens U.S. SPV I, LLC  
20-8903266

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)  |  
(b)  |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5	SOLE VOTING POWER	
			0 shares of Common Stock.*
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
			6,464,307 shares of Common Stock.*
	7	SOLE DISPOSITIVE POWER	
			0 shares of Common Stock.*
	8	SHARED DISPOSITIVE POWER	
			6,464,307 shares of Common Stock.*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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6,464,307 shares of Common Stock.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.99%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\*Based on 61,340,195 shares of the common stock, par value \$0.0001 per share (the "Shares"), issued and outstanding of Retail Pro, Inc., a Delaware corporation (the "Company") as of May 29, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q/A for the fiscal year ended December 31, 2007 (the "10-Q/A"), which was the last report filed by the Company reporting the number of issued and outstanding Shares of the Company. The Company has not filed any public filing describing its outstanding Shares or the number of issued and outstanding Shares of the Company since the 10-Q/A. The Reporting Persons have no reason to believe that the information regarding the number of issued and outstanding Shares of the Company contained in the 10-Q/A is inaccurate. . As of December 31, 2009, PSource Structured Debt Limited ("PSource"), Laurus Master Fund, Ltd. (in Liquidation) (the "Fund"), Valens U.S. SPV I, LLC, ("Valens US"), and Valens Offshore SPV II, Corp. ("VOFF SPV II", and together with PSource, the Fund, and Valens US, the "Investors") collectively held (i) 3,096,713 Shares, (ii) a warrant (the "First Warrant") to acquire 3,750,000 Shares at an exercise price of \$0.71 per Share, subject to certain adjustments, (iii) a warrant (the "Second Warrant") to acquire 250,000 Shares at an exercise price of \$0.43 per Share, subject to certain adjustments, (iv) a warrant (the "Third Warrant") to acquire 4,444,444 Shares at an exercise price of \$0.23 per Share, subject to certain adjustments, (v) a warrant (the "Fourth Warrant") to acquire 1,200,000 Shares at an exercise price of \$0.20 per Share, subject to certain adjustments, (vi) a warrant (the "Option") to acquire 14,028,152 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vii) a warrant ("Option 2A") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (viii) a warrant ("Option 2") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (ix) a warrant ("Option 3") to acquire 1,706,250 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (x) a warrant ("Option 4") to acquire 1,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (xi) a warrant ("Option 5", and together with the First Warrant, Second Warrant, Third Warrant, Fourth Warrant, Option 2A, Option 3 and Option 4, collectively, the "Warrants") to acquire 15,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments. The Warrants contain an issuance limitation prohibiting the Investors from exercising those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 9.99% Issuance Limitation may be (a) waived by the Investors upon at least 61 days prior notice to the Company, provided there no indebtedness owed to the Investors is outstanding, and (b) following notice to the Company shall automatically become null and void upon the occurrence and/or continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). The Fund is in liquidation under the supervision of the Grand Court of the Cayman Islands. The Joint Official Liquidators ("JOLs") are Chris Johnson and Russell Smith of Johnson Smith Associates, Ltd. The JOLs have discretion over the management of the Fund and the disposition of its assets, including the securities owned by the Fund reported in this Schedule 13G, as amended. Laurus Capital Management, LLC



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("LCM") acting through its controlling principals, Eugene Grin and David Grin, provides day to day investment management services to the Fund and its two feeder funds concerning their respective assets, including the securities owned by the Fund reported in this Schedule 13G, as amended, subject to certain oversight and preapproval rights of the JOLs and LCM's obligations to the Fund under the Seventh Amended and Restated Investment Management Agreement of April 26, 2007, as amended, restated, modified and/or supplemented from time to time; all of the foregoing subject to specific directions otherwise given by the JOLs at their discretion. PSource is managed by LCM, subject to certain preapproval rights of the board of directors of Psource. Valens U.S. and VOFF SPV II are managed by Valens Capital Management, LLC ("VCM"). Eugene Grin and David Grin, through other entities, are the controlling principals of LCM and VCM and share voting and investment power over the securities owned by the Fund (subject to the oversight and preapproval rights of the JOLs), PSource, Valens U.S. and VOFF SPV II reported in this Schedule 13G, as amended. The JOLs share voting and investment power over the securities owned by the Fund.

CUSIP No. 76131K107

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY).

Valens Offshore SPV II, Corp.  
26-0811267

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)  |  
(b)  |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER  
0 shares of Common Stock.\*

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
6 SHARED VOTING POWER  
6,464,307 shares of Common Stock.\*

7 SOLE DISPOSITIVE POWER  
0 shares of Common Stock.\*

8 SHARED DISPOSITIVE POWER  
6,464,307 shares of Common Stock.\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,464,307 shares of Common Stock.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

|X|

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.99%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

\*Based on 61,340,195 shares of the common stock, par value \$0.0001 per share (the "Shares"), issued and outstanding of Retail Pro, Inc., a Delaware corporation (the "Company") as of May 29, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q/A for the fiscal year ended December 31, 2007 (the "10-Q/A"), which was the last report filed by the Company reporting the number of issued and outstanding Shares of the Company. The Company has not filed any public filing describing its outstanding Shares or the number of issued and outstanding Shares of the Company since the 10-Q/A. The Reporting Persons have no reason to believe that the information regarding the number of issued and outstanding Shares of the Company contained in the 10-Q/A is inaccurate. . As of December 31, 2009, PSource Structured Debt Limited ("PSource"), Laurus Master Fund, Ltd. (in Liquidation) (the "Fund"), Valens U.S. SPV I, LLC, ("Valens US"), and Valens Offshore SPV II, Corp. ("VOFF SPV II", and together with PSource, the Fund, and Valens US, the "Investors") collectively held (i) 3,096,713 Shares, (ii) a warrant (the "First Warrant") to acquire 3,750,000 Shares at an exercise price of \$0.71 per Share, subject to certain adjustments, (ii) a warrant (the "Second Warrant") to acquire 250,000 Shares at an exercise price of \$0.43 per Share, subject to certain adjustments, (iii) a warrant (the "Third Warrant") to acquire 4,444,444 Shares at an exercise price of \$0.23 per Share, subject to certain adjustments, (iv) a warrant (the "Fourth Warrant") to acquire 1,200,000 Shares at an exercise price of \$0.20 per Share, subject to certain adjustments, (v) a warrant (the "Option") to acquire 14,028,152 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vi) a warrant ("Option 2A") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vii) a warrant ("Option 2") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (viii) a warrant ("Option 3") to acquire 1,706,250 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (ix) a warrant ("Option 4") to acquire 1,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (x) a warrant ("Option 5", and together with the First Warrant, Second Warrant, Third Warrant, Fourth Warrant, Option, Option 2A, Option 3 and Option 4, collectively, the "Warrants") to acquire 15,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments. The Warrants contain an issuance limitation prohibiting the Investors from exercising those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 9.99% Issuance Limitation may be (a) waived by the Investors upon at least 61 days prior notice to the Company, provided there no indebtedness owed to the Investors is outstanding, and (b) following notice to the Company shall automatically become null and void upon the occurrence and/or continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). The Fund is in liquidation under the supervision of the Grand Court of the Cayman Islands. The Joint Official Liquidators ("JOLs") are Chris Johnson and Russell Smith of Johnson Smith Associates, Ltd. The JOLs have discretion over the management of the Fund and the disposition of its assets, including the securities owned by the Fund reported in this Schedule 13G, as amended. Laurus Capital Management, LLC ("LCM") acting through its controlling principals, Eugene Grin and David Grin, provides day to day investment management services to the Fund and its two feeder funds concerning their respective assets, including the securities owned by the Fund reported in this Schedule 13G, as amended, subject to certain oversight and preapproval rights of the JOLs and LCM's obligations to the Fund under the Seventh Amended and Restated Investment Management Agreement of April 26, 2007, as amended, restated, modified and/or supplemented from time to time;

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all of the foregoing subject to specific directions otherwise given by the JOLs at their discretion. PSource is managed by LCM, subject to certain preapproval rights of the board of directors of Psource. Valens U.S. and VOFF SPV II are managed by Valens Capital Management, LLC ("VCM"). Eugene Grin and David Grin, through other entities, are the controlling principals of LCM and VCM and share voting and investment power over the securities owned by the Fund (subject to the oversight and preapproval rights of the JOLs), PSource, Valens U.S. and VOFF SPV II reported in this Schedule 13G, as amended. The JOLs share voting and investment power over the securities owned by the Fund.

CUSIP No. 76131K107

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY).

Valens Capital Management, LLC  
20-8903345

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  |  
(b)  |X|

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3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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	5	SOLE VOTING POWER
		0 shares of Common Stock.*
NUMBER OF SHARES	6	SHARED VOTING POWER
BENEFICIALLY		6,464,307 shares of Common Stock.*
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0 shares of Common Stock.*
REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		6,464,307 shares of Common Stock.*
WITH		

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,464,307 shares of Common Stock.

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS) |X|

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.99%

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

00

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\*Based on 61,340,195 shares of the common stock, par value \$0.0001 per share (the "Shares"), issued and outstanding of Retail Pro, Inc., a Delaware corporation (the "Company") as of May 29, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q/A for the fiscal year ended December 31, 2007 (the "10-Q/A"), which was the last report filed by the Company reporting the number of issued and outstanding Shares of the Company. The Company has not filed any public filing describing its outstanding Shares or the number of issued and outstanding Shares of the Company since the 10-Q/A. The Reporting Persons have no reason to believe that the information regarding the number of issued and outstanding Shares of the Company contained in the 10-Q/A is inaccurate. . As of December 31, 2009, PSource Structured Debt Limited ("PSource"), Laurus Master Fund, Ltd. (in Liquidation) (the "Fund"), Valens U.S. SPV I, LLC, ("Valens US"), and Valens Offshore SPV II, Corp. ("VOFF SPV II", and together with PSource, the Fund, and Valens US, the "Investors") collectively held (i) 3,096,713 Shares, (ii) a warrant (the "First Warrant") to acquire 3,750,000 Shares at an exercise price of \$0.71 per Share, subject to certain adjustments, (iii) a warrant (the "Second Warrant") to acquire 250,000 Shares at an exercise price of \$0.43 per Share, subject to certain adjustments, (iv) a warrant (the "Third Warrant") to acquire 4,444,444 Shares at an exercise price of \$0.23 per Share, subject to certain adjustments, (v) a warrant (the "Fourth Warrant") to acquire 1,200,000 Shares at an exercise price of \$0.20 per Share, subject to certain adjustments, (vi) a warrant (the "Option") to acquire 14,028,152 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vii) a warrant ("Option 2A") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (viii) a warrant ("Option 2") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (ix) a warrant ("Option 3") to acquire 1,706,250 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (x) a warrant ("Option 4") to acquire 1,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (xi) a warrant ("Option 5", and together with the First Warrant, Second Warrant, Third Warrant, Fourth Warrant, Option, Option 2A, Option 3 and Option 4, collectively, the "Warrants") to acquire 15,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments. The Warrants contain an issuance limitation prohibiting the Investors from exercising those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 9.99% Issuance Limitation may be (a) waived by the Investors upon at least 61 days prior notice to the Company, provided there no indebtedness owed to the Investors is outstanding, and (b) following notice to the Company shall automatically become null and void upon the occurrence and/or continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). The Fund is in liquidation under the supervision of the Grand Court of the Cayman Islands. The Joint Official Liquidators ("JOLs") are Chris Johnson and Russell Smith of Johnson Smith Associates, Ltd. The JOLs have discretion over the management of the Fund and the disposition of its assets, including the securities owned by the Fund reported in this Schedule 13G, as amended. Laurus Capital Management, LLC ("LCM") acting through its controlling principals, Eugene Grin and David Grin, provides day to day investment management services to the Fund and its two feeder funds concerning their respective assets, including the securities owned by the Fund reported in this Schedule 13G, as amended, subject to certain oversight and preapproval rights of the JOLs and LCM's obligations to the Fund under the Seventh Amended and Restated Investment Management Agreement of April 26, 2007, as amended, restated, modified and/or supplemented from time to time; all of the foregoing subject to specific directions otherwise given by the JOLs at their discretion. PSource is managed by LCM, subject to certain preapproval rights of the board of directors of PSource. Valens U.S. and VOFF SPV II are managed by Valens Capital Management, LLC ("VCM"). Eugene Grin and David Grin, through other entities, are the controlling principals of LCM and VCM and share voting and investment power over the securities owned by the Fund (subject to the oversight and preapproval rights of the JOLs), PSource, Valens U.S. and VOFF

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SPV II reported in this Schedule 13G, as amended. The JOLs share voting and investment power over the securities owned by the Fund.

CUSIP No. 76131K107

1 NAME OF REPORTING PERSON: Chris Johnson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES	5	SOLE VOTING POWER: 0 shares of Common Stock. *
BENEFICIALLY OWNED BY EACH REPORTING PERSON	6	SHARED VOTING POWER: 6,464,307 shares of Common Stock. *
	7	SOLE DISPOSITIVE POWER: 0 shares of Common Stock. *
	8	SHARES DISPOSITIVE POWER: 6,464,307 shares of Common Stock. *

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,464,307 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
9.99%

12 TYPE OF REPORTING PERSON  
IN

\*Based on 61,340,195 shares of the common stock, par value \$0.0001 per share (the "Shares"), issued and outstanding of Retail Pro, Inc., a Delaware corporation (the "Company") as of May 29, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q/A for the fiscal year ended December 31, 2007 (the "10-Q/A"), which was the last report filed by the Company reporting the number of issued and outstanding Shares of the Company. The Company has not filed any public filing describing its outstanding Shares or the number of issued and outstanding Shares of the Company since the 10-Q/A. The Reporting Persons have no reason to believe that the information regarding the number of issued and outstanding Shares of the Company contained in the 10-Q/A is inaccurate. . As of December 31, 2009, PSource Structured Debt Limited ("PSource"), Laurus Master Fund, Ltd. (in Liquidation) (the "Fund"), Valens U.S. SPV I, LLC, ("Valens US"), and Valens Offshore SPV II, Corp. ("VOFF SPV II", and together with PSource, the Fund, and Valens US, the "Investors") collectively held (i) 3,096,713 Shares, (ii) a warrant (the "First Warrant") to acquire 3,750,000 Shares at an exercise price of \$0.71 per Share, subject to certain adjustments, (ii) a warrant (the "Second Warrant") to acquire 250,000 Shares at an exercise price of \$0.43 per Share, subject to certain adjustments, (iii) a warrant (the "Third Warrant") to acquire 4,444,444 Shares at an exercise price of \$0.23 per Share, subject to certain adjustments, (iv) a warrant (the "Fourth Warrant") to acquire 1,200,000 Shares at an exercise price of \$0.20 per Share, subject to certain adjustments, (v) a warrant (the "Option") to acquire 14,028,152 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vi) a warrant ("Option 2A") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to

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certain adjustments, (vii) a warrant ("Option 2") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (viii) a warrant ("Option 3") to acquire 1,706,250 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (ix) a warrant ("Option 4") to acquire 1,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (x) a warrant ("Option 5", and together with the First Warrant, Second Warrant, Third Warrant, Fourth Warrant, Option, Option 2A, Option 3 and Option 4, collectively, the "Warrants") to acquire 15,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments. The Warrants contain an issuance limitation prohibiting the Investors from exercising those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 9.99% Issuance Limitation may be (a) waived by the Investors upon at least 61 days prior notice to the Company, provided there no indebtedness owed to the Investors is outstanding, and (b) following notice to the Company shall automatically become null and void upon the occurrence and/or continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). The Fund is in liquidation under the supervision of the Grand Court of the Cayman Islands. The Joint Official Liquidators ("JOLs") are Chris Johnson and Russell Smith of Johnson Smith Associates, Ltd. The JOLs have discretion over the management of the Fund and the disposition of its assets, including the securities owned by the Fund reported in this Schedule 13G, as amended. Laurus Capital Management, LLC ("LCM") acting through its controlling principals, Eugene Grin and David Grin, provides day to day investment management services to the Fund and its two feeder funds concerning their respective assets, including the securities owned by the Fund reported in this Schedule 13G, as amended, subject to certain oversight and preapproval rights of the JOLs and LCM's obligations to the Fund under the Seventh Amended and Restated Investment Management Agreement of April 26, 2007, as amended, restated, modified and/or supplemented from time to time; all of the foregoing subject to specific directions otherwise given by the JOLs at their discretion. PSource is managed by LCM, subject to certain preapproval rights of the board of directors of Psource. Valens U.S. and VOFF SPV II are managed by Valens Capital Management, LLC ("VCM"). Eugene Grin and David Grin, through other entities, are the controlling principals of LCM and VCM and share voting and investment power over the securities owned by the Fund (subject to the oversight and preapproval rights of the JOLs), PSource, Valens U.S. and VOFF SPV II reported in this Schedule 13G, as amended. The JOLs share voting and investment power over the securities owned by the Fund.

CUSIP No. 76131K107

1 NAME OF REPORTING PERSON: Russell Smith

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5	SOLE VOTING POWER: 0 shares of Common Stock. *
	6	SHARED VOTING POWER: 6,464,307 shares of Common Stock. *
	7	SOLE DISPOSITIVE POWER: 0 shares of Common Stock. *
	8	SHARES DISPOSITIVE POWER: 6,464,307 shares of Common Stock. *

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,464,307 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 |X|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
9.99%

12 TYPE OF REPORTING PERSON  
IN

\*Based on 61,340,195 shares of the common stock, par value \$0.0001 per share (the "Shares"), issued and outstanding of Retail Pro, Inc., a Delaware corporation (the "Company") as of May 29, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q/A for the fiscal year ended December 31, 2007 (the "10-Q/A"), which was the last report filed by the Company reporting the number of issued and outstanding Shares of the Company. The Company has not filed any public filing describing its outstanding Shares or the number of issued and outstanding Shares of the Company since the 10-Q/A. The Reporting Persons have no reason to believe that the information regarding the number of issued and outstanding Shares of the Company contained in the 10-Q/A is inaccurate. . As of December 31, 2009, PSource Structured Debt Limited ("PSource"), Laurus Master Fund, Ltd. (in Liquidation) (the "Fund"), Valens U.S. SPV I, LLC, ("Valens US"), and Valens Offshore SPV II, Corp. ("VOFF SPV II", and together with PSource, the Fund, and Valens US, the "Investors") collectively held (i) 3,096,713 Shares, (ii) a warrant (the "First Warrant") to acquire 3,750,000 Shares at an exercise price of \$0.71 per Share, subject to certain adjustments, (ii) a warrant (the "Second Warrant") to acquire 250,000 Shares at an exercise price of \$0.43 per Share, subject to certain adjustments, (iii) a warrant (the "Third Warrant") to acquire 4,444,444 Shares at an exercise price of \$0.23 per Share, subject to certain adjustments, (iv) a warrant (the "Fourth Warrant") to acquire 1,200,000 Shares at an exercise price of \$0.20 per Share, subject to certain adjustments, (v) a warrant (the "Option") to acquire 14,028,152 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vi) a warrant ("Option 2A") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vii) a warrant ("Option 2") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (viii) a warrant ("Option 3") to acquire 1,706,250 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (ix) a warrant ("Option 4") to acquire 1,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (x) a warrant ("Option 5", and together with the First Warrant, Second Warrant, Third Warrant, Fourth Warrant, Option, Option 2A, Option 3 and Option 4, collectively, the "Warrants") to acquire 15,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments. The Warrants contain an issuance limitation prohibiting the Investors from exercising those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 9.99% Issuance Limitation may be (a) waived by the Investors upon at least 61 days prior notice to the Company, provided there no indebtedness owed to the Investors is outstanding, and (b) following notice to the Company shall automatically become null and void upon the occurrence and/or continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). The Fund is in liquidation under the supervision of the Grand Court of the Cayman Islands. The Joint Official Liquidators ("JOLs") are Chris Johnson and Russell Smith of Johnson Smith Associates, Ltd. The JOLs have discretion over the management of the Fund and the disposition of its assets, including the securities owned by the Fund reported in this Schedule 13G, as amended. Laurus Capital Management, LLC ("LCM") acting through its controlling principals, Eugene Grin and David Grin, provides day to day investment management services to the Fund and its two

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feeder funds concerning their respective assets, including the securities owned by the Fund reported in this Schedule 13G, as amended, subject to certain oversight and preapproval rights of the JOLs and LCM's obligations to the Fund under the Seventh Amended and Restated Investment Management Agreement of April 26, 2007, as amended, restated, modified and/or supplemented from time to time; all of the foregoing subject to specific directions otherwise given by the JOLs at their discretion. PSource is managed by LCM, subject to certain preapproval rights of the board of directors of Psource. Valens U.S. and VOFF SPV II are managed by Valens Capital Management, LLC ("VCM"). Eugene Grin and David Grin, through other entities, are the controlling principals of LCM and VCM and share voting and investment power over the securities owned by the Fund (subject to the oversight and preapproval rights of the JOLs), PSource, Valens U.S. and VOFF SPV II reported in this Schedule 13G, as amended. The JOLs share voting and investment power over the securities owned by the Fund.

CUSIP No. 76131K107

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY).

David Grin

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)  |  
(b)  |X|

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3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States and Israel

-----

	5	SOLE VOTING POWER	
			0 shares of Common Stock.*
NUMBER OF	6	SHARED VOTING POWER	
SHARES			
BENEFICIALLY			6,464,307 shares of Common Stock.*
OWNED BY			
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING			
PERSON			0 shares of Common Stock.*
WITH	8	SHARED DISPOSITIVE POWER	
			6,464,307 shares of Common Stock.*

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,464,307 shares of Common Stock.

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS) |X|

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.99%



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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

\*Based on 61,340,195 shares of the common stock, par value \$0.0001 per share (the "Shares"), issued and outstanding of Retail Pro, Inc., a Delaware corporation (the "Company") as of May 29, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q/A for the fiscal year ended December 31, 2007 (the "10-Q/A"), which was the last report filed by the Company reporting the number of issued and outstanding Shares of the Company. The Company has not filed any public filing describing its outstanding Shares or the number of issued and outstanding Shares of the Company since the 10-Q/A. The Reporting Persons have no reason to believe that the information regarding the number of issued and outstanding Shares of the Company contained in the 10-Q/A is inaccurate. . As of December 31, 2009, PSource Structured Debt Limited ("PSource"), Laurus Master Fund, Ltd. (in Liquidation) (the "Fund"), Valens U.S. SPV I, LLC, ("Valens US"), and Valens Offshore SPV II, Corp. ("VOFF SPV II", and together with PSource, the Fund, and Valens US, the "Investors") collectively held (i) 3,096,713 Shares, (ii) a warrant (the "First Warrant") to acquire 3,750,000 Shares at an exercise price of \$0.71 per Share, subject to certain adjustments, (ii) a warrant (the "Second Warrant") to acquire 250,000 Shares at an exercise price of \$0.43 per Share, subject to certain adjustments, (iii) a warrant (the "Third Warrant") to acquire 4,444,444 Shares at an exercise price of \$0.23 per Share, subject to certain adjustments, (iv) a warrant (the "Fourth Warrant") to acquire 1,200,000 Shares at an exercise price of \$0.20 per Share, subject to certain adjustments, (v) a warrant (the "Option") to acquire 14,028,152 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vi) a warrant ("Option 2A") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vii) a warrant ("Option 2") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (viii) a warrant ("Option 3") to acquire 1,706,250 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (ix) a warrant ("Option 4") to acquire 1,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (x) a warrant ("Option 5", and together with the First Warrant, Second Warrant, Third Warrant, Fourth Warrant, Option, Option 2A, Option 3 and Option 4, collectively, the "Warrants") to acquire 15,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments. The Warrants contain an issuance limitation prohibiting the Investors from exercising those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 9.99% Issuance Limitation may be (a) waived by the Investors upon at least 61 days prior notice to the Company, provided there no indebtedness owed to the Investors is outstanding, and (b) following notice to the Company shall automatically become null and void upon the occurrence and/or continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). The Fund is in liquidation under the supervision of the Grand Court of the Cayman Islands. The Joint Official Liquidators ("JOLs") are Chris Johnson and Russell Smith of Johnson Smith Associates, Ltd. The JOLs have discretion over the management of the Fund and the disposition of its assets, including the securities owned by the Fund reported in this Schedule 13G, as amended. Laurus Capital Management, LLC ("LCM") acting through its controlling principals, Eugene Grin and David Grin, provides day to day investment management services to the Fund and its two feeder funds concerning their respective assets, including the securities owned by the Fund reported in this Schedule 13G, as amended, subject to certain oversight and preapproval rights of the JOLs and LCM's obligations to the Fund under the Seventh Amended and Restated Investment Management Agreement of April 26, 2007, as amended, restated, modified and/or supplemented from time to time; all of the foregoing subject to specific directions otherwise given by the JOLs at their discretion. PSource is managed by LCM, subject to certain preapproval rights of the board of directors of Psource. Valens U.S. and VOFF SPV II are

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managed by Valens Capital Management, LLC ("VCM"). Eugene Grin and David Grin, through other entities, are the controlling principals of LCM and VCM and share voting and investment power over the securities owned by the Fund (subject to the oversight and preapproval rights of the JOLs), PSource, Valens U.S. and VOFF SPV II reported in this Schedule 13G, as amended. The JOLs share voting and investment power over the securities owned by the Fund.

CUSIP No. 76131K107

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY).

Eugene Grin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0 shares of Common Stock.\*

NUMBER OF  
SHARES

BENEFICIALLY  
OWNED BY

EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

6,464,307 shares of Common Stock.\*

7 SOLE DISPOSITIVE POWER

0 shares of Common Stock.\*

8 SHARED DISPOSITIVE POWER

6,464,307 shares of Common Stock.\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,464,307 shares of Common Stock.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.99%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

\*Based on 61,340,195 shares of the common stock, par value \$0.0001 per share (the "Shares"), issued and outstanding of Retail Pro, Inc., a Delaware corporation (the "Company") as of May 29, 2008, as disclosed in the Company's

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Quarterly Report on Form 10-Q/A for the fiscal year ended December 31, 2007 (the "10-Q/A"), which was the last report filed by the Company reporting the number of issued and outstanding Shares of the Company. The Company has not filed any public filing describing its outstanding Shares or the number of issued and outstanding Shares of the Company since the 10-Q/A. The Reporting Persons have no reason to believe that the information regarding the number of issued and outstanding Shares of the Company contained in the 10-Q/A is inaccurate. . As of December 31, 2009, PSource Structured Debt Limited ("PSource"), Laurus Master Fund, Ltd. (in Liquidation) (the "Fund"), Valens U.S. SPV I, LLC, ("Valens US"), and Valens Offshore SPV II, Corp. ("VOFF SPV II", and together with PSource, the Fund, and Valens US, the "Investors") collectively held (i) 3,096,713 Shares, (ii) a warrant (the "First Warrant") to acquire 3,750,000 Shares at an exercise price of \$0.71 per Share, subject to certain adjustments, (iii) a warrant (the "Second Warrant") to acquire 250,000 Shares at an exercise price of \$0.43 per Share, subject to certain adjustments, (iv) a warrant (the "Third Warrant") to acquire 4,444,444 Shares at an exercise price of \$0.23 per Share, subject to certain adjustments, (v) a warrant (the "Fourth Warrant") to acquire 1,200,000 Shares at an exercise price of \$0.20 per Share, subject to certain adjustments, (vi) a warrant (the "Option") to acquire 14,028,152 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vii) a warrant ("Option 2A") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (viii) a warrant ("Option 2") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (ix) a warrant ("Option 3") to acquire 1,706,250 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (x) a warrant ("Option 4") to acquire 1,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (xi) a warrant ("Option 5", and together with the First Warrant, Second Warrant, Third Warrant, Fourth Warrant, Option, Option 2A, Option 3 and Option 4, collectively, the "Warrants") to acquire 15,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments. The Warrants contain an issuance limitation prohibiting the Investors from exercising those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 9.99% Issuance Limitation may be (a) waived by the Investors upon at least 61 days prior notice to the Company, provided there no indebtedness owed to the Investors is outstanding, and (b) following notice to the Company shall automatically become null and void upon the occurrence and/or continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). The Fund is in liquidation under the supervision of the Grand Court of the Cayman Islands. The Joint Official Liquidators ("JOLs") are Chris Johnson and Russell Smith of Johnson Smith Associates, Ltd. The JOLs have discretion over the management of the Fund and the disposition of its assets, including the securities owned by the Fund reported in this Schedule 13G, as amended. Laurus Capital Management, LLC ("LCM") acting through its controlling principals, Eugene Grin and David Grin, provides day to day investment management services to the Fund and its two feeder funds concerning their respective assets, including the securities owned by the Fund reported in this Schedule 13G, as amended, subject to certain oversight and preapproval rights of the JOLs and LCM's obligations to the Fund under the Seventh Amended and Restated Investment Management Agreement of April 26, 2007, as amended, restated, modified and/or supplemented from time to time; all of the foregoing subject to specific directions otherwise given by the JOLs at their discretion. PSource is managed by LCM, subject to certain preapproval rights of the board of directors of Psource. Valens U.S. and VOFF SPV II are managed by Valens Capital Management, LLC ("VCM"). Eugene Grin and David Grin, through other entities, are the controlling principals of LCM and VCM and share voting and investment power over the securities owned by the Fund (subject to the oversight and preapproval rights of the JOLs), PSource, Valens U.S. and VOFF SPV II reported in this Schedule 13G, as amended. The JOLs share voting and investment power over the securities owned by the Fund.

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Item 1(a). Name of Issuer: Retail Pro, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:  
3252 HOLIDAY COURT, SUITE 226, LA JOLLA, CA 92037

Item 2(a). Name of Person Filing: Laurus Master Fund, Ltd. (in Liquidation)\*

This Schedule 13G, as amended, is also filed on behalf of PSource Structured Debt Limited, a closed ended company incorporated with limited liability in Guernsey, Laurus Capital Management, LLC, a Delaware limited liability company, Valens Offshore SPV II, Corp., a Delaware corporation, Valens U.S. SPV I, LLC, a Delaware limited liability company, Valens Capital Management, LLC, a Delaware limited liability company, Chris Johnson, Russell Smith, Eugene Grin and David Grin. Laurus Master Fund, Ltd. (In Liquidation) is in official liquidation under the supervision of the Grand Court of the Cayman Islands. The Joint Official Liquidators are Chris Johnson and Russell Smith of Johnson Smith Associates, Ltd. The Joint Official Liquidators have discretion over the management of Laurus Master Fund, Ltd. (In Liquidation) and the disposition of its assets, including the securities owned by Laurus Master Fund, Ltd. (In Liquidation) reported in this Schedule 13G, as amended. Laurus Capital Management, LLC, acting through its controlling principals, Eugene Grin and David Grin, provides day to day investment management services to Laurus Master Fund, Ltd. (In Liquidation) and its two feeder funds concerning their respective assets, including the securities owned by Laurus Master Fund, Ltd. (In Liquidation) reported in this Schedule 13G, as amended, subject to the oversight and preapproval rights of the Joint Official Liquidators and Laurus Capital Management, LLC's obligations to Laurus Master Fund, Ltd. (In Liquidation) under the Seventh Amended and Restated Investment Management Agreement of April 26, 2007, as amended, restated, modified and/or supplemented from time to time; all of the foregoing subject to specific directions otherwise given by the Joint Official Liquidators at their discretion. Laurus Capital Management, LLC manages PSource Structured Debt Limited, subject to certain preapproval rights of the board of directors of Psource Structured Debt Limited. Valens Capital Management, LLC manages Valens Offshore SPV I Ltd. and Valens U.S. SPV I, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share voting and investment power over the securities owned by Laurus Master Fund, Ltd. (In Liquidation) (subject to the oversight and preapproval rights of the Joint Official Liquidators), PSource Structured Debt Limited, Valens Offshore SPV II, Corp., and Valens U.S. SPV I, LLC reported in this Schedule 13G, as amended. The Joint Official Liquidators share voting and investment power over the securities owned by Laurus Master Fund, Ltd. (In Liquidation). Information related to each of Joint Official Liquidators, Laurus Capital Management, LLC, PSource Structured Debt Limited, Valens U.S. SPV I, LLC, Valens Offshore SPV II, Corp., Valens Capital Management, LLC, Eugene Grin and David Grin is set forth on Appendix A hereto.

Item 2(b). Address of Principal Business Office or if none, Residence: c/o Laurus Capital Management, LLC, 335 Madison Avenue, 10th Floor, New York, NY 10017

Item 2(c). Citizenship: Cayman Islands

Item 2(d). Title of Class of Securities: Common Stock

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- Item 2(e). CUSIP Number: 76131K107
- Item 3. Not Applicable
- Item 4. Ownership:
- (a) Amount Beneficially Owned: 6,464,307 shares of Common Stock\*
  - (b) Percent of Class: 9.99%\*
  - (c) Number of shares as to which such person has:
    - (i) sole power to vote or to direct the vote: 0 shares of Common Stock\*
    - (ii) shared power to vote or to direct the vote: 6,464,307 shares of Common Stock\*
    - (iii) sole power to dispose or to direct the disposition of: 0 shares of Common Stock\*
    - (iv) shared power to dispose or to direct the disposition of: 6,464,307 shares of Common Stock\*
- Item 5. Ownership of Five Percent or Less of a Class: Not applicable
- Item 6. Ownership of More than Five Percent on Behalf of Another Person: Not applicable
- Item 7. Identification and Classification of Subsidiary Which Acquired the Securities: Not applicable
- Item 8. Identification and Classification of Members of the Group: Not applicable
- Item 9. Notice of Dissolution of Group: Not applicable
- Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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\*Based on 61,340,195 shares of the common stock, par value \$0.0001 per share (the "Shares"), issued and outstanding of Retail Pro, Inc., a Delaware corporation (the "Company") as of May 29, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q/A for the fiscal year ended December 31, 2007 (the "10-Q/A"), which was the last report filed by the Company reporting the number of issued and outstanding Shares of the Company. The Company has not filed any public filing describing its outstanding Shares or the number of issued and outstanding Shares of the Company since the 10-Q/A. The Reporting Persons have no reason to believe that the information regarding the number of issued and outstanding Shares of the Company contained in the 10-Q/A is inaccurate. . As of December 31, 2009, PSource Structured Debt Limited ("PSource"), Laurus Master Fund, Ltd. (in Liquidation) (the "Fund"), Valens U.S. SPV I, LLC, ("Valens US"), and Valens Offshore SPV II, Corp. ("VOFF SPV II", and together with PSource, the Fund, and Valens US, the "Investors") collectively held (i) 3,096,713 Shares, (ii) a warrant (the "First Warrant") to acquire 3,750,000 Shares at an exercise price of \$0.71 per Share, subject to certain adjustments, (ii) a warrant (the "Second Warrant") to acquire 250,000 Shares at an exercise price of \$0.43 per

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Share, subject to certain adjustments, (iii) a warrant (the "Third Warrant") to acquire 4,444,444 Shares at an exercise price of \$0.23 per Share, subject to certain adjustments, (iv) a warrant (the "Fourth Warrant") to acquire 1,200,000 Shares at an exercise price of \$0.20 per Share, subject to certain adjustments, (v) a warrant (the "Option") to acquire 14,028,152 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vi) a warrant ("Option 2A") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (vii) a warrant ("Option 2") to acquire 1,125,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (viii) a warrant ("Option 3") to acquire 1,706,250 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (ix) a warrant ("Option 4") to acquire 1,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments, (x) a warrant ("Option 5", and together with the First Warrant, Second Warrant, Third Warrant, Fourth Warrant, Option, Option 2A, Option 3 and Option 4, collectively, the "Warrants") to acquire 15,000,000 Shares at an exercise price of \$0.01 per Share, subject to certain adjustments. The Warrants contain an issuance limitation prohibiting the Investors from exercising those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "9.99% Issuance Limitation"). The 9.99% Issuance Limitation may be (a) waived by the Investors upon at least 61 days prior notice to the Company, provided there no indebtedness owed to the Investors is outstanding, and (b) following notice to the Company shall automatically become null and void upon the occurrence and/or continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument). The Fund is in liquidation under the supervision of the Grand Court of the Cayman Islands. The Joint Official Liquidators ("JOLs") are Chris Johnson and Russell Smith of Johnson Smith Associates, Ltd. The JOLs have discretion over the management of the Fund and the disposition of its assets, including the securities owned by the Fund reported in this Schedule 13G, as amended. Laurus Capital Management, LLC ("LCM") acting through its controlling principals, Eugene Grin and David Grin, provides day to day investment management services to the Fund and its two feeder funds concerning their respective assets, including the securities owned by the Fund reported in this Schedule 13G, as amended, subject to certain oversight and preapproval rights of the JOLs and LCM's obligations to the Fund under the Seventh Amended and Restated Investment Management Agreement of April 26, 2007, as amended, restated, modified and/or supplemented from time to time; all of the foregoing subject to specific directions otherwise given by the JOLs at their discretion. PSource is managed by LCM, subject to certain preapproval rights of the board of directors of Psource. Valens U.S. and VOFF SPV II are managed by Valens Capital Management, LLC ("VCM"). Eugene Grin and David Grin, through other entities, are the controlling principals of LCM and VCM and share voting and investment power over the securities owned by the Fund (subject to the oversight and preapproval rights of the JOLs), PSource, Valens U.S. and VOFF SPV II reported in this Schedule 13G, as amended. The JOLs share voting and investment power over the securities owned by the Fund.

### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2010

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Date

LAURUS MASTER FUND, LTD. (IN LIQUIDATION)

/s/ Russell Smith

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Russell Smith  
Joint Official Liquidator (for the  
account of Laurus Master Fund, Ltd. and  
with no personal liability)

February 12, 2010

APPENDIX A

A. Name: PSource Structured Debt Limited, a closed ended  
company incorporated with limited liability in  
Guernsey

Business Address: 335 Madison Avenue, 10th Floor  
New York, New York 10017

Place of Organization: Guernsey

B. Name: Laurus Capital Management, LLC, a  
Delaware limited liability company

Business Address: 335 Madison Avenue, 10th Floor  
New York, New York 10017

Place of Organization: Delaware

C. Name: Valens U.S. SPV I LLC, a Delaware  
limited liability company

Business Address: 335 Madison Avenue, 10th Floor  
New York, New York 10017

Place of Organization: Delaware

D. Name: Valens Offshore SPV II, Corp., a  
Delaware corporation

Business Address: 335 Madison Avenue, 10th Floor  
New York, New York 10017

Place of Organization: Delaware

E. Name: Valens Capital Management, LLC, a  
Delaware limited liability company

Business Address: 335 Madison Avenue, 10th Floor  
New York, New York 10017

Place of Organization: Delaware

F. Name: Eugene Grin  
Business Address: 335 Madison Avenue, 10th Floor Address  
New York, New York 10017

Principal Occupation: Principal of Valens Capital Management, LLC  
Principal of Laurus Capital Management, LLC

Citizenship: United States

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G. Name: David Grin  
Business Address: 335 Madison Avenue, 10th Floor  
New York, New York 10017  
  
Principal Occupation: Principal of Valens Capital Management, LLC  
Principal of Laurus Capital Management, LLC  
  
Citizenship: United States and Israel

H. Name: Chris Johnson  
  
Business Address: Elizabethan Square, 80 Shedden Road, George Town,  
Grand Cayman, Cayman Islands KY1-1104  
  
Principal Occupation: Managing Director, Johnson Smith Associates Ltd.  
  
Citizenship: Cayman Islands

I. Name: Russell Smith  
  
Business Address: Elizabethan Square, 80 Shedden Road, George Town,  
Grand Cayman, Cayman Islands KY1-1104  
  
Principal Occupation: Director, Johnson Smith Associates Ltd.  
  
Citizenship: Cayman Islands

Each of PSource Structured Debt Limited, Laurus Capital Management, LLC, Valens U.S. SPV I, LLC, Valens Offshore SPV II, LLC, Valens Capital Management, LLC, Chris Johnson, Russell Smith, Eugene Grin and David Grin hereby agrees, by their execution below, that the Schedule 13G to which this Appendix A is attached is filed on behalf of each of them, respectively.

PSource Structured Debt Limited

By: Laurus Capital Management, LLC  
Individually and as investment manager

/s/ Eugene Grin

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Eugene Grin  
Principal  
February 12, 2010

Valens U.S. SPV I, LLC  
Valens Offshore SPV II, Corp.

By: Valens Capital Management, LLC  
Individually and as investment manager

/s/ Eugene Grin

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Eugene Grin  
Principal  
February 12, 2010



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/s/ Chris Johnson

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Chris Johnson, on his individual behalf  
February 12, 2010

/s/ Russell Smith

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Russell Smith, on his individual behalf  
February 12, 2010

/s/ Eugene Grin

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Eugene Grin, on his individual behalf  
February 12, 2010

/s/ David Grin

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David Grin, on his individual behalf  
February 12, 2010