

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE *MR.*
JUSTICE LEDERMAN

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FRIDAY, THE 13TH DAY
OF OCTOBER, 2006



**IN THE MATTER OF THE PROPOSAL OF
RETROCOM GROWTH FUND INC. PURSUANT
TO THE BANKRUPTCY AND INSOLVENCY ACT (CANADA)**

ORDER

(Extension of Time to File Proposal and Appointment of Interim Receiver)

THIS MOTION made by Retrocom Growth Fund Inc. ("Retrocom") for an order substantially in the form as appended to the motion record herein was heard on this day at 393 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the affidavit of Robert R. Blakely (sworn October 10, 2006) and exhibits thereto, and upon hearing the submissions of counsel for Retrocom and counsel for RSM Richter Inc.:

1. THIS COURT ORDERS THAT the time for service of the notice of motion is hereby abridged.
2. THIS COURT ORDERS THAT the time by which Retrocom may file a proposal to its creditors is hereby extended by 45 days from its previous expiry date of October 16, 2006 to December 1, 2006.

3. THIS COURT ORDERS THAT RSM Richter Inc. is hereby appointed as interim receiver (the "Interim Receiver") of Retrocom, in addition to its role as proposal trustee pursuant to the *Bankruptcy and Insolvency Act* (Canada), for the limited purpose of supervising and controlling Retrocom's receipts and disbursements, books, records and documents, and proceeds of sale from Retrocom's properties and other assets, and associated matters thereto. Retrocom's receipts, its books, records, and documents, and the proceeds of sale from Retrocom's properties and other assets are herein defined as the "Property".

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE INTERIM RECEIVER

4. THIS COURT ORDERS THAT (i) Retrocom, (ii) all of its current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "Persons" and each being a "Person") shall forthwith advise the Interim Receiver of the existence of any Property in such Person's possession or control, shall grant immediate and continued access to the Property to the Interim Receiver, and shall deliver all such Property to the Interim Receiver upon the Interim Receiver's request.

5. THIS COURT ORDERS THAT all Persons shall forthwith advise the Interim Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of Retrocom, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "Records") in that Person's possession or control, and shall grant possession of such original Records to the

Interim Receiver and grant to the Interim Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 5 or in paragraph 6 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Interim Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

6. THIS COURT ORDERS THAT if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Interim Receiver for the purpose of allowing the Interim Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Interim Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Interim Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Interim Receiver with all such assistance in gaining immediate access to the information in the Records as the Interim Receiver may in its discretion require including providing the Interim Receiver with instructions on the use of any computer or other system and providing the Interim Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

NO PROCEEDINGS AGAINST THE INTERIM RECEIVER

7. THIS COURT ORDERS THAT no proceeding or enforcement process in any court or tribunal (each, a "Proceeding"), shall be commenced or continued against the Interim Receiver except with the written consent of the Interim Receiver or with leave of this Court.

INTERIM RECEIVER TO HOLD FUNDS

8. THIS COURT ORDERS THAT all funds, monies, cheques, instruments, and other forms of payments received or collected by the Interim Receiver from and after the making of this Order from any source whatsoever, shall be deposited into one or more new accounts to be opened by the Interim Receiver (the "Post Interim Receivership Accounts") and the monies standing to the credit of such Post Interim Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Interim Receiver to be paid in accordance with the terms of this Order or any further Order of this Court.

LIMITATION ON THE INTERIM RECEIVER'S LIABILITY

9. THIS COURT ORDERS THAT the Interim Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Interim Receiver by section 14.06 of the *Bankruptcy and Insolvency Act* (Canada), or by any other applicable legislation.

INTERIM RECEIVER TO ENGAGE CONTRACTORS AND PERSONS

10. THIS COURT ORDERS THAT the Interim Receiver is hereby expressly empowered and authorized to engage such contractors and other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the powers and duties conferred by this Order.

INTERIM RECEIVER'S ACCOUNTS

11. THIS COURT ORDER THAT any expenditure or liability which shall properly be made or incurred by the Interim Receiver, including the fees and disbursements of the Interim Receiver and the fees and disbursements of its legal counsel, incurred at the standard rates and charges of the Interim Receiver and its counsel, shall be allowed to it in passing its accounts and shall form a charge on the Property (the "Interim Receiver's Charge").

12. THIS COURT ORDERS THAT the Interim Receiver and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Interim Receiver and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

13. THIS COURT ORDERS THAT prior to the passing of its accounts, the Interim Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including legal fees and disbursements, and against the fees and disbursements of counsel for Retrocom, provided that with respect to payments made to the Interim Receiver or its counsel, such amounts shall constitute advances against the remuneration and disbursements of the Interim Receiver when and as approved by this Court.

GENERAL

14. THIS COURT ORDERS THAT the Interim Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

15. THIS COURT ORDERS THAT nothing in this Order shall prevent the Interim Receiver from acting as a trustee in bankruptcy of Retrocom.

16. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Interim Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Interim Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Interim Receiver and its agents in carrying out the terms of this Order.

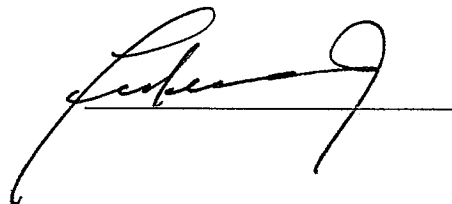
17. THIS COURT ORDERS THAT the Interim Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

18. THIS COURT ORDERS THAT any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Interim Receiver and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

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ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

OCT 13 2006

AS DOCUMENT NO.:
À TITRE DE DOCUMENT NO.:
ET / PAR:



IN THE MATTER OF THE PROPOSAL OF RETROCOM GROWTH FUND INC. PURSUANT TO THE *BANKRUPTCY AND INSOLVENCY ACT*
(CANADA)

Court File No. 31-452496

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

ORDER
(Extension of Time to File Proposal and
Appointment of Interim Receiver)

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