

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

THE HONOURABLE

JUSTICE HOY

) WEDNESDAY, THE 13th DAY
)
) OF FEBRUARY, 2008

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



ORDER

(Approval of Retrocom entering into an Agreement with The Rose Corporation)

THIS MOTION made by Retrocom Growth Fund Inc. ("Retrocom") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the affidavit of Robert Blakely, sworn January 22, 2008 and the exhibits thereto, the Sixth Report of RSM Richter Inc. in its capacity as Proposal Trustee, Retrocom's Compendium and Memorandum of Argument and the affidavit of Michael Steplock, sworn February 7, 2008 and the exhibits thereto, and upon hearing the submissions of counsel for Retrocom, counsel for RSM Richter Inc., counsel for Retrocom Investment Management Inc. and Aylesworth LLP, the International Brotherhood of Electrical Workers, Local 353 and Fasken Martineau LLP:

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged.

2. THIS COURT ORDERS that the entering into by Retrocom of the agreement between Retrocom and The Rose Corporation (the "Agreement"), in substantially the form attached as Exhibit "A" to the affidavit of Robert Blakely, is hereby approved.

3. THIS COURT ORDERS that any claims of The Rose Corporation pursuant to Article 4.4 of the Agreement shall not be compromised or affected by Retrocom's proposal to its creditors, and shall be paid in priority to all claims of Retrocom's creditors excepting only claims for fees and disbursements payable to the proposal trustee, its counsel and counsel to the issuer in connection with the proposal.



Christina Irwin
Registrar, Superior Court of Justice

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

Court File No. 31-452496

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(Commercial List)

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Growth Fund Inc.