

Jan 25/08

Jan 25, 2008
Court File No. 31-452496

ONTARIO

SUPERIOR COURT OF JUSTICE

(Commercial List)

Ms Bell
Mr Orzy for Retrocom
Ms Carne for Aylenworth LLP
Retrocom Investment

Mr Reyes for RSN

Argued to Friday Feb 1, 2008, 20 min, to permit sharing of information w/ Ms. Carne, who at this juncture opposes the order sought on the basis that:
1) inadequate info. has been provided & that the order has been
2) short served.
Ms. Carne to provide questions to which she seeks response by
Alexander on 2
(H04)
Tues. Jan 29/08

Feb 13/08

Ms. Stam for the proposed TE
R. Bell & R. Orzy for Retrocom
A. Zweig for IBU (creditor)
Ms. Carne for Aylenworth
Mr Phoenix factors
Aylenworth no longer opposes the order sought. IBU & factors the two largest unsecured creditors and factors a significant unsecured creditor. Creditors support the order sought - namely the approval of s 4.4 of

MOTION RECORD OF

RETROCOM GROWTH FUND INC.
(Motion Returnable January 25, 2008)

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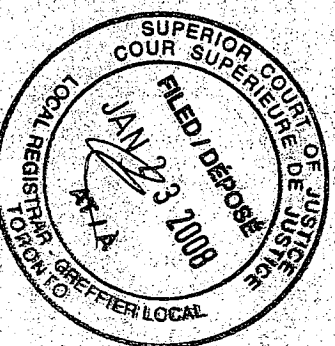
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Solicitors for the Moving Party, Retrocom Growth Fund Inc.



the agreement w/ The Rose Corporation,
which provides for reimbursement of expenses up
to \$75,000, & a \$75,000 'break fee' if
a 'Superior Offer' is accepted, in priority
to the other unsecured creditors. The
Rose Corporation insists on this clause.

The clause is approved. I am satisfied
on the materials filed that there is
no reasonable alternative, & that this
is the best & currently only
available means of providing a
distribution to creditors in excess of
that available in bankruptcy.

That being said,
the ^{other} substantive terms of the
deal w/ The Rose Corporation are
not approved at this juncture.

That is left to the creditors
of Relcom, and the Court, if &
when the deal proceeds.

Order to issue in form on
which I have endorsed
my fiat.

Duxanel Hq. 2
(Hox)