



Court File No. 31-452496

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.)	TUESDAY, THE 22ND
)	
JUSTICE SIEGEL)	DAY OF JULY, 2008

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

**AND IN THE MATTER OF SECTION 191 OF
THE CANADA BUSINESS CORPORATIONS ACT,
R.S.C. 1985, c. C-44, AS AMENDED**

ORDER

THIS MOTION, made by Retrocom Growth Fund Inc. ("Retrocom") and RSM Richter Inc. in its capacity as proposal trustee under the BIA Proposal filed by Retrocom (the "Proposal Trustee"), for an Order pursuant to section 59 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "BIA") and section 191 of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, as amended (the "CBCA") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of Retrocom and the Proposal Trustee, including the Report of the Proposal Trustee dated July 4, 2008, the Seventh Report of the Proposal Trustee dated July 17, 2008, and the Eighth Report of the Proposal Trustee dated July 17, 2008, and on hearing the submissions of counsel for Retrocom, the Proposal Trustee, ~~and [NAMES]~~, no other party appearing although duly served as appears from the affidavit of service of Marna McGeorge sworn July 17, 2008, filed,

1. THIS COURT ORDERS that the time for service of the Motion Record is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that the Amended Proposal dated July 4, 2008 made by Retrocom pursuant to the BIA and approved by the creditors of Retrocom on July 15, 2008 is hereby approved pursuant to section 59 of the BIA.
3. THIS COURT ORDERS that the reorganization of the share capital of Retrocom, as described in the articles of reorganization in the form attached hereto as Schedule "A" (the "Reorganization") is hereby approved pursuant to section 191 of the CBCA.
4. THIS COURT ORDERS that the transaction set out in the agreement dated as of March 14, 2008, as between Retrocom and The Rose Corporation, as amended by an amending agreement dated as of the 24th day of June, 2008 (the "Share Sale Transaction"), including the proposed sale to The Rose Corporation of one new common share in the share capital of Retrocom, is hereby approved.
5. THIS COURT ORDERS that Retrocom and the Proposal Trustee are authorized and directed to take all actions and steps necessary or appropriate to implement and complete the Amended Proposal, the Reorganization and the Share Sale Transaction.
6. THIS COURT ORDERS that on the Effective Date, as defined in the Amended Proposal, the Amended Proposal shall be implemented by Retrocom and the Amended Proposal and all of its provisions shall be fully effective and binding on Retrocom and on all persons affected by the Amended Proposal, and their respective heirs, executors, administrators, legal representatives, successors and assigns. Without limitation, all Affected Claims (as defined in the Amended Proposal) shall be forever discharged and released, excepting only the obligations to make distributions in respect of such Affected Claims in the manner and to the extent provided for in the Amended Proposal.
7. 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 Retrocom, the Proposal Trustee and their respective agents in

carrying out the terms of this Order and in carrying out the Proposal, the Reorganization and the Share Sale Transaction.

A handwritten signature in black ink, consisting of a large, stylized 'J' and 'N' intertwined, positioned above a horizontal line.

Joanne Nicoara
Registrar, Superior Court of Justice

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

JUL 22 2008

PER/PAR: JSN

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

**ONTARIO
SUPERIOR COURT OF JUSTICE-
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

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Solicitors for RSM Richter Inc. in its capacity
as Proposal Trustee of Retrocom Growth Fund
Inc.