



Court File No. 31-452496

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE MR. ) WEDNESDAY, THE 13th DAY  
JUSTICE MORAWETZ ) OF JANUARY, 2010

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

**DISCHARGE ORDER**

THIS MOTION, made by **RSM RICHTER INC.** in its capacity as the Court-appointed interim receiver (the "Interim Receiver") of the undertaking, property and assets of **RETROCOM GROWTH FUND INC.** (the "Debtor"), for an order:

1. approving the activities of the Interim Receiver as set out in the report of the Interim Receiver dated December 8, 2009 (the "Report");
2. approving the fees and disbursements of the Interim Receiver and its counsel;
3. discharging RSM Richter Inc. as Interim Receiver of the undertaking, property and assets of the Debtor; and
4. releasing RSM Richter Inc. from any and all liability, as set out in paragraph 4 of this Order;

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report, including the affidavits of the Interim Receiver and its counsel as to fees (the "Fee Affidavits"), and on hearing the submissions of counsel for the Interim Receiver, no one else appearing although served as evidenced by the Affidavit of Marna McGeorge sworn January 6, 2010, filed;

1. THIS COURT ORDERS that the activities of the Interim Receiver, as set out in the Report, are hereby approved.

2. THIS COURT ORDERS that the fees and disbursements of the Interim Receiver and its counsel, as set out in the Report and the Fee Affidavits, are hereby approved.

3. THIS COURT ORDERS that the Interim Receiver is hereby discharged as Interim Receiver of the undertaking, property and assets of the Debtor, provided however that notwithstanding its discharge herein (a) the Interim Receiver shall remain Interim Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Interim Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of RSM Richter Inc. in its capacity as Interim Receiver.

4. THIS COURT ORDERS AND DECLARES that RSM Richter Inc. is hereby released and discharged from any and all liability that RSM Richter Inc. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of RSM Richter Inc. while acting in its capacity as Interim Receiver herein. Without limiting the generality of the foregoing, RSM Richter Inc. is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within interim receivership proceedings, *subject to limitations relating to gross negligence or willful misconduct.* *save and except for acts or omissions arising from gross negligence or willful misconduct.*

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



JAN 13 2010

PER / PAR: *JSN* Joanne Nicoara  
Registrar, Superior Court of Justice

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

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Proceeding commenced at TORONTO

**ORDER**

**OGILVY RENAULT LLP**

Barristers and Solicitors

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Solicitors for RSM Richter Inc. in its capacity  
as Interim Receiver