

RSM Richter

September 12, 2007

To: the Unsecured Creditors of Retrocom Growth Fund Inc. ("RGFI" or "Company"):

Re: Proposal to Creditors

The purpose of this letter is to update the unsecured creditors on certain material events relating to the Company.

Termination of Agreement

On July 25, 2007, the creditors in RGFI's Proposal voted to further adjourn the continued meeting of creditors (the "Continued Meeting"). The adjournment was required to permit the prospective purchaser ("Purchaser") of RGFI additional time to complete its due diligence. After completion of its due diligence, the Purchaser requested a significant reduction in the purchase price. RGFI considered the request and decided to terminate its agreement with the Purchaser.

New Negotiations

With the approval of RGFI, we have communicated with one of the other parties who expressed interest in the Company during the sales process that took place in the later part of 2006. This other party has indicated that it is interested in pursuing a transaction to acquire RGFI. Negotiations are currently being conducted in an effort to conclude a sale of the Company, which would present a reasonable prospect of the creditors receiving a meaningful distribution. The good news is that the accounting and tax work has now been completed, suggesting that the due diligence process for this new potential deal should not take too long.

The Continued Meeting has been adjourned to a date no later than September 28, 2007. It is likely that a further adjournment would be required if a Proposal is to be successfully implemented. However, RGFI has indicated that it will not seek a further adjournment unless, by September 25, 2007, there is reason to believe that a new deal will be possible.

Accordingly, please be advised that the Continued Meeting will be reconvened at 11:00 a.m. on September 26, 2007 at the offices of RSM Richter Inc., 200 King St. W., Suite 1100, Toronto, Ontario, at which time it is currently proposed to adjourn the Continued Meeting for a further nine-week period in order to allow the details of this new transaction to be finalized.

It is expected that a motion will be made at the outset of the Continued Meeting in respect of this Proposal, to further adjourn the Continued Meeting to a date to be specified, but not later than November 30, 2007. It is expected that no other business will be conducted at the Continued Meeting, and accordingly you may wish to complete and return the attached Proxy in favour of Mr. R. Orzy of Bennett Jones LLP, counsel to RGFI, rather than attending the Continued Meeting in person. THE PROXY WILL BE VOTED ONLY FOR THE MOTION TO ADJOURN THE CONTINUED MEETING. Alternatively, you may wish to complete the attached Voting Letter. In order for the Proxy or the Voting Letter to be effective,

RSM Richter is an independent member firm of RSM International,
an affiliation of independent accounting and professional firms.

if you have not already done so, you will need to file a completed Proof of Claim form with the Trustee, which is also attached.

Please also note that if RGFI determines that a new transaction (or a transaction with the original purchaser) cannot be completed in a timely manner, RGFI will not request a further adjournment of the Continued Meeting, and there will therefore be no need for a meeting to proceed on September 26, 2007. We will notify you by e-mail if this occurs, and if the meeting is being cancelled.

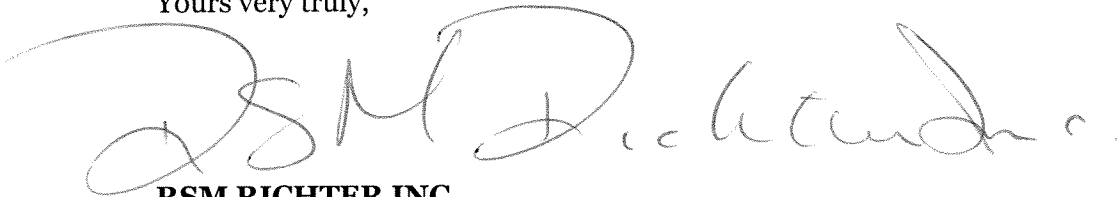
Please also note that, if RGFI does not request an adjournment of the Continued Meeting, it would likely terminate the Proposal process in the near future, and make an assignment into bankruptcy.

Materials Relating to the Proposal

You will find materials relating to the Proposal lodged with the Trustee by RGFI and all of the relevant documents filed with the Court in these proceedings on the Trustee's website at "www.rsmrichter.com".

The Trustee Under Proposal will provide an update to RGFI's creditors as events warrant.

Yours very truly,

A large, stylized handwritten signature in dark ink, appearing to read "RSM Richter Inc.", is written over the closing text.

**RSM RICHTER INC.
TRUSTEE UNDER PROPOSAL OF
RETROCOM GROWTH FUND INC.
AND NOT IN ITS PERSONAL CAPACITY**

Estate No.: 31-452496

**IN THE MATTER OF THE PROPOSAL OF RETROCOM GROWTH FUND INC.,
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

**NOTICE OF CONTINUATION OF THE GENERAL MEETING OF CREDITORS
TO CONSIDER THE PROPOSAL OF RETROCOM GROWTH FUND INC.**

TAKE NOTICE THAT Retrocom Growth Fund Inc. has lodged with the Trustee a proposal under the *Bankruptcy and Insolvency Act*.

A copy of the proposal, a statement of estimated financial position and a list of the creditors affected by the proposal are available on the website of the Trustee Under Proposal at www.rsmrichter.com.

The adjourned first general meeting of the creditors was held on July 25, 2007 and was adjourned at that time (the "Meeting"). The Meeting will be resumed and continued on the 26th day of September, 2007, at the hour of 11:00 a.m., at the offices of the Trustee Under the Proposal, RSM Richter Inc., 200 King Street West, Suite 1100, Toronto, Ontario.

Proofs of claim, proxies and voting letters intended to be used at the meeting must be lodged with the trustee prior thereto.

DATED at Toronto, this 12th day of September, 2007.



RSM RICHTER INC.
TRUSTEE UNDER THE PROPOSAL OF
RETROCOM GROWTH FUND INC.

**IN THE MATTER OF THE PROPOSAL OF RETROCOM GROWTH FUND
INC., OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO.**

**VOTING LETTER
Bankruptcy and Insolvency Act
(Paragraphs 51(1)(f) and 66.15(3)(c))**

I/We, _____, creditor,
of _____

a creditor in the above matter for the sum of \$_____, hereby
request the trustee acting with respect to the proposal of Retrocom Growth Fund Inc. to
record my vote

PLEASE TICK OFF OR INDICATE YOUR VOTE AS FOLLOWS:

For _____

Against _____

the adjournment of the Continued Meeting of Creditors to no later than November 30, 2007.

DATED at _____, this ____ day of _____, 2007.

(Signature of Witness)

(Signature of individual creditor or person
signing on behalf of corporate creditor)

(Print name and title of person signing on
behalf of creditor)