

RSM Richter Inc.

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

NOTICE OF ADJOURNMENT OF GENERAL MEETING OF CREDITORS

TAKE NOTICE THAT the Continued General Meeting of Creditors to consider the Proposal, held Friday, November 30, 2007 at 11:00 a.m., was adjourned *sine die*, to not later than January 30, 2008.

Dated at Toronto, Ontario this 30th day of November, 2007.



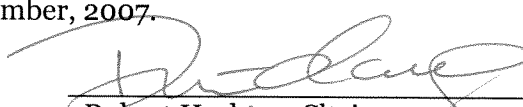
**RSM RICHTER INC.,
IN ITS CAPACITY AS
TRUSTEE UNDER THE PROPOSAL OF
RETROCOM GROWTH FUND INC.
AND NOT IN ITS PERSONAL CAPACITY**


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

MINUTES OF CONTINUED GENERAL MEETING OF CREDITORS

1. Minutes of the Continued General Meeting of Creditors held by telephone conference originating at the offices of the Proposal Trustee, RSM Richter Inc., 200 King Street West, Suite 1100, Toronto, Ontario, on the 30th day of November, 2007, at approximately 11:00 a.m. (the "Meeting").
2. An attendance list of those present is attached hereto as Appendix "1".
3. Robert Harlang acted as Chair and Daniel Pollack acted as Recording Secretary.
4. The Chair called the Meeting to order, announced the presence of a quorum and that the Meeting was duly constituted.
5. Mr. Harlang informed the Meeting that he would act as Chair pursuant to Section 51(3) of the *Bankruptcy and Insolvency Act* ("BIA").
6. The Chair advised that the Affidavit of Mailing of Notice of Continued General Meeting of Creditors and the Minutes of the Continued General Meeting of Creditors, held September 26, 2007, had been tabled (Appendices "2" and "3", respectively).
7. A motion to adjourn the Meeting *sine die*, to not later than January 30, 2008, was made by Mr. Harlang in his capacity as appointed proxy of 1578312 Ontario Inc. and seconded by Mr. Harlang in his capacity as appointed proxy of Paul Black Jr. The motion was unanimously carried.

Dated at Toronto, Ontario this 30th day of November, 2007.



Robert Harlang, Chair

Daniel Pollack,
Recording Secretary

File No.: 31-452496




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

CONTINUED FIRST MEETING OF CREDITORS
FRIDAY, NOVEMBER 30, 2007

ATTENDANCE REGISTER

NAME

REPRESENTING

Daniel Pollack 	Trustee
Robert Harlang 	Trustee
Tony Reyes 	Trustee
Rick Orzy (by telephone)	Retrocom Growth Fund Inc.

Estate File No.: 31-452496

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY**

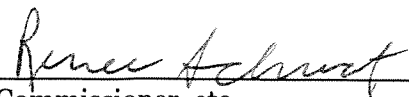
**IN THE MATTER OF THE PROPOSAL OF RETROCOM GROWTH FUND
INC., OF THE CITY OF TORONTO, PROVINCE OF ONTARIO**

AFFIDAVIT OF MAILING

I, Christine Stitchman, on behalf of RSM Richter Inc., the Proposal Trustee herein, make oath and say:

- That I caused to be mailed by Registered Mail on the 20th day of November, 2007, Notice of Continuation of the General Meeting of Creditors to Consider the Proposal as well as a cover letter and a voting letter, a true copy of which is attached to this affidavit and marked as Appendix "A", to the list of parties on the attached list, a copy of which is attached to this affidavit and marked Appendix "B"

SWORN BEFORE ME at the City of)
Toronto, Province of Ontario,)
this 22nd day of November, 2007.)


A Commissioner, etc.)


Christine Stitchman

RENEE FERN SCHWARTZ, a Commissioner, etc.,
City of Toronto, for RSM Richter Inc.,
Trustee in Bankruptcy and RSM Richter LLP,
Chartered Accountants.
Expires February 7, 2009.

RSM Richter

File No.: 31-452496

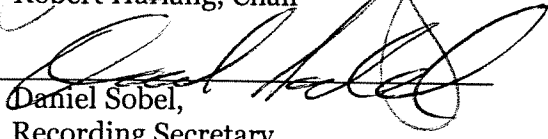
IN THE MATTER OF THE PROPOSAL OF RETROCOM GROWTH FUND INC.
OF THE CITY OF TORONTO, PROVINCE OF ONTARIO

MINUTES OF CONTINUED GENERAL MEETING OF CREDITORS

1. Minutes of the Continued General Meeting of Creditors held at the offices of the Proposal Trustee, RSM Richter Inc., 200 King Street West, Suite 1100, Toronto, Ontario, on the 26th day of September, 2007, at approximately 11:00 a.m. (the "Meeting").
2. An attendance list of those present is attached hereto as Appendix "1".
3. Robert Harlang acted as Chair and Daniel Sobel acted as Recording Secretary.
4. The Chair called the Meeting to order, announced the presence of a quorum and that the Meeting was duly constituted.
5. Mr. Harlang informed the Meeting that he would act as Chair pursuant to Section 51(3) of the *Bankruptcy and Insolvency Act* ("BIA").
6. The Chair advised that the Affidavit of Mailing of Notice of Continued General Meeting of Creditors and the Minutes of the Continued General Meeting of Creditors, held July 25, 2007, had been tabled (Appendices "2" and "3", respectively).
7. The Chair explained that, as set out in the Trustee's letter to creditors dated September 12, 2007, (the "Letter") the Proposal as currently drafted cannot be completed until the share sale transaction described in the Letter is fully negotiated and completed. The Chair also advised that, as discussed in the Letter, it is expected that the Proposal will need some amendment before it can be submitted for a vote by Creditors. Accordingly Retrocom Growth Fund Inc. and the Trustee would not seek approval of the Proposal at this Meeting. A copy of the Letter is contained in Appendix "2".
8. A motion to adjourn the Meeting *sine die*, to not later than November 30, 2007, was made Mr. Harlang in his capacity as appointed proxy of 1578312 Ontario Inc. and seconded by Colin Cochrane on behalf of the Royal Bank of Canada. The motion was unanimously carried.

Dated at Toronto, Ontario this 26th day of September, 2007.


Robert Harlang, Chair


Daniel Sobel,
Recording Secretary