

RSM Richter Inc.

200 King St. W., P.O. Box 48, Suite 1100
Toronto, ON M5H 3T4
Tel: 416.932.8000 Fax: 416.932.6200
www.rsmrichter.com

**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 Wednesday, January 30, 2008 at 2:00 p.m., was adjourned *sine die*, to not later than June 30, 2008.

Dated at Toronto, Ontario this 30th day of January, 2008.

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

**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**

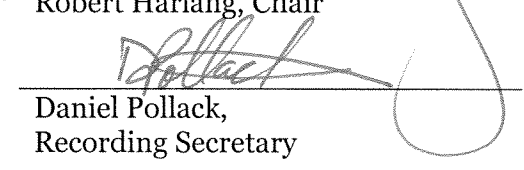
MINUTES OF CONTINUED GENERAL MEETING OF CREDITORS

1. Minutes of the Continued General Meeting of Creditors held at the offices of the Proposal Trustee, RSM Richter Inc., 200 King Street West, Suite 1100, Toronto, Ontario, on the 30th day of January, 2008, at approximately 2:00 p.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 November 30, 2007, had been tabled (Appendices "2" and "3", respectively).
7. A motion to adjourn the Meeting *sine die*, to not later than June 30, 2008, was made by Mr. Harlang in his capacity as appointed proxy of Commerce Capital Inc. and seconded by Mr. Orzy of Bennett Jones LLP, in his capacity as appointed proxy of CNW Group Ltd. The motion was unanimously carried.

Dated at Toronto, Ontario this 30th day of January, 2008.



Robert Harlang, Chair



Daniel Pollack,
Recording Secretary

ATTENDANCE REGISTER

[illegible]

Estate File No.: 31-452496

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

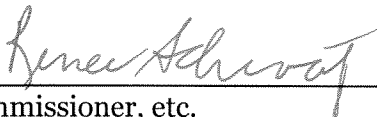
**IN THE MATTER OF THE PROPOSAL OF RETROCOM GROWTH FUND
INC., OF THE CITY OF TORONTO, PROVINCE OF ONTARIO**

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 25th day of January, 2008, 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 31st day of January, 2008.)


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

January 25, 2008

RSM Richter Inc.

200 King St. W., Suite 1100, P.O. Box 48
Toronto, ON M5H 3T4
Tel: 416.932.8000 Fax: 416.932.6200
www.rsmrichter.com

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

As set out in our letter dated January 23, 2008, the Company brought a motion ("Motion") before the *Ontario* Superior Court of Justice (Commercial List) (the "Court") to obtain approval to enter into a purchase agreement (the "Purchase Agreement") with The Rose Corporation.

Two parties who have very recently filed proofs of claims with the Trustee requested that the Motion be adjourned in order to obtain additional information concerning the Purchase Agreement. The Court has therefore adjourned the motion for one (1) week to February 1, 2008. The Trustee shall be communicating with these parties during the week of January 28, 2008, to provide all the relevant information regarding the Purchase Agreement.

The continued meeting of creditors (the "Continued Meeting") is still scheduled to be reconvened on January 30, 2008, at the offices of RSM Richter Inc., 200 King St. W., Suite 1100, Toronto, Ontario, at which time it is the Trustee Under Proposal will recommend to adjourn the Continued Meeting for a period no later than June 30, 2008, in order to allow the transaction to be finalized.

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

Yours very truly,



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

REGISTERED MAIL

Bennett Jones LLP, S. Richard Orzy
3400 One First Canadian Place
PO Box 130
Toronto, ON M5X 1A4
Attention:

re Robert Blakely

R RW 213 584 102 CA

REGISTERED MAIL

Bennett Jones LLP, S. Richard Orzy
3400 One First Canadian Place
PO Box 130
Toronto, ON M5X 1A4
Attention:

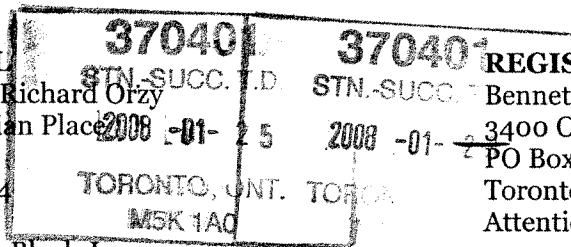
re Robert Nash

R RW 213 584 005 CA

REGISTERED MAIL

Bennett Jones LLP, S. Richard Orzy
3400 One First Canadian Place
PO Box 130
Toronto, ON M5X 1A4
Attention:

re Paul F. Black Jr

**REGISTERED MAIL**

Bennett Jones LLP, S. Richard Orzy
3400 One First Canadian Place
PO Box 130
Toronto, ON M5X 1A4
Attention:

re Joe Fashion

R RW 213 583 963 CA

R RW 213 584 014 CA

REGISTERED MAIL

Bennett Jones LLP, S. Richard Orzy
3400 One First Canadian Place
PO Box 130
Toronto, ON M5X 1A4
Attention:

re Neil McCormick

R RW 213 583 977 CA

**REGISTERED MAIL**

Bennett Jones LLP, S. Richard Orzy
3400 One First Canadian Place
PO Box 130
Toronto, ON M5X 1A4
Attention:

re Patrick Dillon

R RW 213 584 028 CA

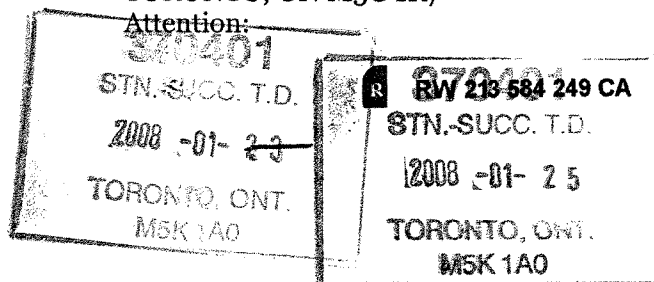
REGISTERED MAIL

SUPERINTENDENT OF BANKRUPTCY
6TH FLOOR, 25 ST. CLAIR AVENUE EAST
TORONTO, ON M4T 1M2
Attention:

R RW 213 583 985 CA

REGISTERED MAIL

REGISTRAR OF BANKRUPTCY
330 UNIVERSITY AVENUE, 7TH FLOOR
TORONTO, ON M5G 1R7
Attention:

**REGISTERED MAIL**

ALYESWORTH LLP
222 Bay St., 18th Fl.
Toronto ON M5K 1H1
Attention: JAMIE SPENCE

R RW 213 583 994 CA

rt P
C.S.

06-0707

1/25

REGISTERED MAIL

Fasken Martineau DuMoulin LLP
66 Wellington St. W.
Ste. 4200
Toronto, ON M5K 1N6
Attention: Anil Aggarwal

R RW 213 584 093 CA

REGISTERED MAIL

1578312 Ontario Inc.
c/o Piccin Bottos
4370 Steeles Ave. W., Ste. 201
Woodbridge, ON L4L 4Y4
Attention: Frank Piccin

R RW 213 584 080 CA

REGISTERED MAIL

Canada Revenue Agency
Toronto West Tax Services Office
PO Box 6000, 5800 Hurontario St.
Mississauga, ON L5A 4E9
Attention: Brian J. Webb, Collections Officer
89773 7102 RC0002

R RW 213 584 076 CA

REGISTERED MAIL

Canada Revenue Agency
Toronto West Tax Services Office
PO Box 6000, 5800 Hurontario St.
Mississauga, ON L5A 4E9
Attention: Brian J. Webb, Collection Officer
89069 9630 RC0002

R RW 213 584 031 CA

REGISTERED MAIL

Citigroup Fund Services Canada Inc.
2920 Matheson Blvd. East
Suite 900
Mississauga, ON L4W 5J4
Attention: Joe Yassi

R RW 213 584 062 CA

REGISTERED MAIL

CNW Group
20 Bay Street, Waterpark Plc.
Suite 1500
Toronto, ON M5J 2N8
Attention: C. Collins, Credit Manager

R RW 213 584 164 CA

REGISTERED MAIL

Cole Valuation Partners Limited
80 Richmond St. W.
Ste. 2000
Toronto, ON M5H 2A4
Attention: Scott Davidson

R RW 213 584 059 CA

REGISTERED MAIL

Commerce Capital Inc.
912-294 Portage Ave.
Winnipeg, MB R3C 0B9
Attention: Gerald W. Roman

R RW 213 584 155 CA

REGISTERED MAIL

Electrical Industry of Ottawa Trust Fund
c/o Borden Ladner Gervais LLP
100 Queen St., Suite 1100
Ottawa, ON K1P 1J9
Attention: Paul D'Angelo

R RW 213 584 045 CA

REGISTERED MAIL

Fasken Martineau DuMoulin LLP
66 Wellington St. W.
Ste. 4200
Toronto, ON M5K 1N6
Attention: Anil Aggarwal

R RW 213 584 147 CA

R + P
C. Stinchman

06-0707

Jan. 25/08

REGISTERED MAIL

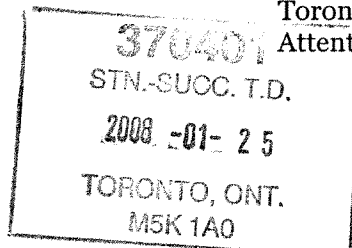
FundServ Inc.
130 King St. W.
17th Fl.
Toronto, ON M5X 1E5
Attention: Ron Taggart

R RW 213 584 133 CA

REGISTERED MAIL

IBEW Local 353
1377 Lawrence Ave. E.
Toronto, ON M3A 3P8
Attention: Joe Fashion

R RW 213 584 218 CA

**REGISTERED MAIL**

IF Propco Holdings (ON) 29 Ltd.
185 Sheppard Ave. W.
Toronto, ON M2N 1M9
Attention: c/o Chaitons LLP

R RW 213 584 120 CA

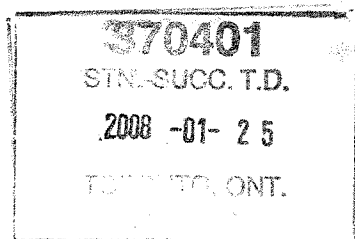
REGISTERED MAIL

Int'l Union of Painters & Allied Trades
Borden Ladner Gervais
Scotia Plaza 40 King St. W.
Toronto, ON M5H 3Y4
Attention: Roger Jaipargas

R RW 213 584 204 CA

REGISTERED MAIL

Ministry of Finance
33 King St. W.
Oshawa, ON L1H 8H5
Attention: W. Seddon
9076868



R RW 213 584 116 CA

REGISTERED MAIL

Paul F. Jr. Black
1066 Glenbrook Ave.
Oakville, ON L6H 4A3
Attention:

R RW 213 584 195 CA

REGISTERED MAIL

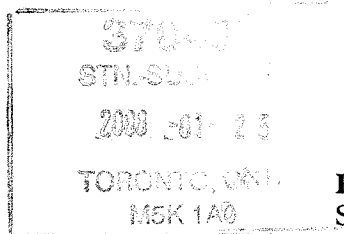
Prov. of Nova Scotia, Dept. of Finance
1723 Hollis St.
7th Flr.
Halifax, NS B3J 1V9
Attention: Kevin Redden

R RW 213 584 235 CA

REGISTERED MAIL

RBC Re: Bowling Equipment Loan-Cornwall
Minden Gross Grafstein & Greenstein LLP
145 King St. W. Ste., 2200
Toronto, ON M5H 2H5
Attention: Mrs. Hetu c/o Kenneth L. Kallish

R RW 213 584 181 CA

**REGISTERED MAIL**

Smith Nixon & Co. LLP
390 Bay St.
Ste. 1900
Toronto, ON M5H 2V2
Attention: Ken Maiden
13760

R RW 213 584 221 CA

REGISTERED MAIL

Stewart McKelvey Stirling Scales
1959 Upper Water Street
P.O. Box 997, Purdy's Wharf Tower One
Halifax, NS B3J 2X2
Attention: Accounts Receivable

R RW 213 584 178 CA

RT P
CC

06-0707

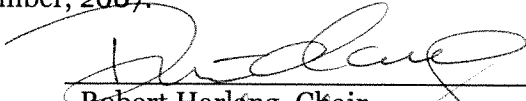
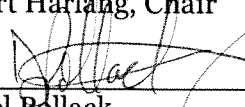
1/25

**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