

TO THE AFFIDAVIT OF

ROBERT BLAKELY

SWORN BEFORE ME

EXHIBIT "A"

AT THE City OF Ottawa RETROCOM GROWTH FUND INC.IN THE Province Estimated Statement of Financial PositionOF Ontario As at January 31, 200730th DAY OF January, 2007 (000's)

A COMMISSIONER ETC.

ASSETS

Cash (Note 1)	\$ 427
Mortgage receivable (Note 2)	440
Investments (Note 3)	1,055
	<u>\$ 1,922</u>

LIABILITIES

Professional fees outstanding	\$ 210
Accounts payable and accrued liabilities (Note 4)	1,798
Exposure for guarantees	4,380
	<u>6,388</u>

SHAREHOLDER'S EQUITY (DEFICIT)

Deficit	(4,466)
	<u>\$ 1,922</u>

Notes:

1. Of the cash on hand as at January 31, 2007, approximately \$202,000 was received by the Company from a Canadian financial institution relating to the proceeds of security held in respect of a letter of credit. A third party has claimed entitlement to the funds and negotiations are ongoing with respect to a potential settlement between the Company and the third party.
2. Represents the book value of the mortgage receivable.
3. The value of the investments does not include the amount that may be realized upon the reorganization of the Company.
4. This amount does not include a claim made against the Company, by Retrocom Investment Management Inc., in the amount of approximately \$3.85 million.

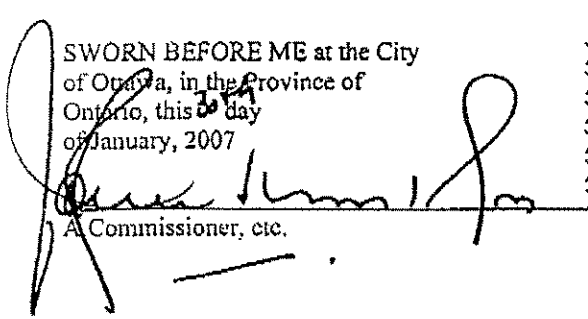
IN THE MATTER OF THE PROPOSAL OF RETROCOM GROWTH FUND INC., OF
THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO.

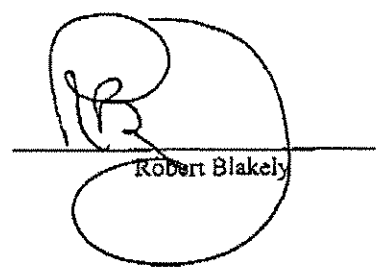
AFFIDAVIT

NRH R2B ✓ Alberta ✓ R2B
I, Robert Blakely, of the City of ~~Ottawa~~ ^{Alberta}, in the Province of ~~Ontario~~ ^{Alberta}, make oath and say as follows:

1. That I am a Director of Retrocom Growth Fund Inc. (the "Company") and consequently have knowledge of the matters hereinafter deposed to;
2. Now shown to me and marked Exhibit "A" to this my affidavit is an estimated statement of financial position of Retrocom Growth Fund Inc. as of January 31, 2007;
3. To the best of my knowledge I verily believe that such statement of financial position is correct.

SWORN BEFORE ME at the City
of ~~Ottawa~~ ^{Alberta}, in the Province of
Ontario, this ~~30th~~ ^{31st} day
of January, 2007


A Commissioner, etc.


Robert Blakely