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June 30, 2010

Attention: British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
The Manitoba Securities Commission
Ontario Securities Commission
New Brunswick Securities Commission
Nova Scotia Securities Commission
Superintendent of Securities, Prince Edward Island
Superintendent of Securities, Newfoundland and Labrador

Dear Sirs/Mesdames:

**Re: Retrocom Mid-Market Real Estate Investment Trust
Short Form Prospectus Dated June 30, 2010**

We hereby consent to the reference to our name on the inside cover page and under the heading "Interest of Experts" and to the reference to our name and to the use of our opinions under the headings "Eligibility for Investment" and "Certain Canadian Federal Income Tax Considerations" in the short form prospectus (the "Prospectus") dated June 30, 2010 relating to the offering of 6.75% convertible unsecured subordinated debentures of Retrocom Mid-Market Real Estate Investment Trust due July 31, 2015.

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are derived from our opinions or that are within our knowledge as a result of services we performed in connection with such opinions.

This letter is solely for the private information and use of the securities regulatory authorities to whom this letter is addressed and is not to be quoted from or referred to, in whole or in part, in any document, and should not be relied upon by any other person or company.

Yours truly,

"Torys LLP"