

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT ("CCAA")
AND
IN THE MATTER OF BACKBAY RETAILING CORPORATION AND
GRAY'S APPAREL COMPANY LTD., TOGETHER WITH,
MARIPOSA STORES LIMITED PARTNERSHIP

(Collectively the "Petitioners")

The Petitioners have lodged with the Court its Plan of Compromise or Arrangement under the *Companies' Creditors Arrangement Act* ("CCAA").

Enclosed in this package are the following documents:

1. Monitor's Report on the Plan;
2. Plan as filed by the Petitioners;
3. Procedural Order;
4. Proof of Claim Form;
5. Notice to Creditors;
6. Voting Letter ; and
7. General Proxy.

In order to participate in the Plan, creditors must complete the attached Proof of Claim form and include the documentation required to support the claim. The Petitioners must receive the Proof of Claim form no later than the Claims Bar Date of June 15, 2008.

A Meeting of Creditors ("Meeting") will be held to consider and Vote on the Plan. To be entitled to Vote at the Meeting a Proof of Claim form and Proxy, as necessary, must be submitted prior to the commencement of the meeting.

The Meeting will be held on **July 25, 2008 at 10:00 am** at:

Borden Ladner Gervais
Suite 1200 – 200 Burrard Street
Vancouver, BC

Proofs of claim, proxies, and voting letters intended to be used at the meeting **must be lodged prior to the commencement of the meeting.**