

SCHEDULE "F"

No. S080752
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*
R.S.C. 1985, c. c-36

AND

IN THE MATTER OF BACKBAY RETAILING CORPORATION AND
GRAY'S APPAREL COMPANY LTD.

(Collectively the "Petitioners")

PROXY

I / We, _____ (name of creditor), of the City of _____, in the
Province / State of _____, a creditor in the above matter, hereby appoint
_____ of the City of _____, in the Province / State
of _____ to be my proxy in the above matter, except as to the receipt of
dividends, with power to appoint another proxy in his or her place.

Dated at the City of _____, in the Province / State of _____, this ____
day of _____, 20 ____.

Signature of Witness

Signature of Creditor

Name and Title of Signing Officer

(Where a creditor is a corporation, the proxy must be completed and signed in the Corporate Name)