



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, as amended

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, R.S.B.C. 2002 c. 57

AND

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

PETITIONERS

NOTICE OF MOTION

TAKE NOTICE that an application will be made by the Petitioners to the Honourable Mr. Justice Hinkson at the Vancouver Courthouse at 800 Smithe Street, Vancouver, British Columbia, at 9:00 a.m. on Wednesday, May 21, 2008 for an Order in substantially the form of the draft Order attached as Exhibit "B" to the Affidavit #5 of John M. McNamara.

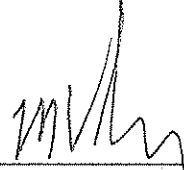
The applicant will rely on the provisions of the *Companies' Creditors Arrangement Act*, Rule 44 of the *Rules of Court*, the Initial Order pronounced by the Honourable Mr. Justice Hinkson on February 1, 2008 as amended by Orders pronounced by the Honourable Mr. Justice Hinkson on February 11, 2008 and February 29, 2008, and the inherent jurisdiction of this Honourable Court.

At the hearing of the application, the applicant will rely on all pleadings, affidavits and materials filed to date, the Affidavit of John M. McNamara sworn May 27, 2008, and such further and other materials as counsel may advise and that this Honourable Court deems admissible.

The Honourable Mr. Justice Hinkson is seized of this matter.

The provisions of Rule 51A are dispensed with in relation to all applications in this proceeding.

Dated: May 27, 2008



BORDEN LADNER GERVAIS LLP
(Magnus C. Verbrugge)
Solicitor for the Petitioners

This NOTICE OF MOTION is filed by Magnus C. Verbrugge of Borden Ladner Gervais LLP, solicitor for the Petitioner, Royal Bank of Canada, whose place of business and address for service is 1200 - 200 Burrard Street, Vancouver, British Columbia, V7X 1T2.

No. S081520
Vancouver Registry

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

AND

IN THE MATTER OF THE CANADA BUSINESS CORPORATIONS ACT
R.S.C., 1985, c. C-44

AND

IN THE MATTER OF THE BRITISH COLUMBIA BUSINESS
CORPORATIONS ACT R.S.B.C. 2002 c. 57

AND

IN THE MATTER OF ASCALADE COMMUNICATIONS INC.
AND ASCALADE TECHNOLOGIES INC.

Petitioner

NOTICE OF MOTION

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