

**Mademoiselle Charmante Inc. / 3017320 Canada Inc.
9475 Meilleur, Suite 600
Montréal, QC H2N 2E1**

November 22, 2007

**To the Creditors of Mademoiselle Charmante Inc. and 3017320 Canada Inc. ("the Companies")
(operating under the banners Charmante, Charmante Petite, Colette, Cliquot, Charlette and Cadence Petite)**

It is with tremendous regret that we are writing this letter to you today. Many of you are aware that we have been in the retail business for greater than 40 years and are extremely proud of the manner in which we conducted our operations.

In the last several years we encountered poor business conditions which has resulted in significant losses and has put the Companies into financial difficulty. In addition, our efforts to sell the Companies on a going concern basis have not been successful. These deteriorating conditions and unfavourable prospects brought us to conclude that we should wind down our business in an orderly fashion in an attempt to maximize realization. However, it became clear to us that there would be insufficient realization from the assets of the Companies to repay our creditors and, as a result, the Companies were obliged to seek protection under the *Bankruptcy and Insolvency Act* and to file a Notice of Intention to Make a Proposal.

We have had an excellent relationship with all our suppliers during the past 40 years and would like to see our suppliers receive some payment upon the wind down of our operations. In this regard, we are in the process of determining an appropriate Proposal to our suppliers. Should the Proposals of both Companies be accepted, a formal bankruptcy would be avoided, which would be beneficial to all creditors as it is anticipated that the suppliers would receive a greater realization from an accepted Proposal than from a formal Bankruptcy.

We thank you for your support over the last 40 years and we remain,

Yours very truly,

Mademoiselle Charmante Inc. / 3017320 Canada Inc.



Harvey Korn, President

RSM Richter Inc.

RSM Richter Inc.

2, Place Alexis Nihon
Montréal (Québec) H3Z 3C2
Téléphone / Telephone : (514) 934-3497
Télexcopieur / Facsimile : (514) 934-3504
www.rsmrichter.com

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF QUÉBEC
DIVISION NO.: 01-MONTREAL
COURT NO.: 500-11-031907-070
ESTATE NO.: 41-1015330

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE PROPOSAL OF:

Mademoiselle Charmante Inc.

a body politic and corporate, duly incorporated
according to law and having its head office and its
principal place of business at:
9475 Meilleur Street
Suite 600
Montréal QC H2N 2E1

Debtor

Notice to Creditors of Intention to Make a Proposal (Subsection 50.4(6))

NOTICE is hereby given that on November 20, 2007, the above-mentioned Debtor filed a Notice of Intention to Make a Proposal under the *Bankruptcy and Insolvency Act*, as per a copy attached hereto.

NOTICE is further given that in accordance with Section 69 of the *Bankruptcy and Insolvency Act*, all proceedings against the Debtor are hereby stayed. Accordingly, no creditor has any remedy against the Debtor or its assets, nor shall it commence or continue any action, execution, or other proceedings for the recovery of a claim.

A list of the creditors with claims amounting to \$250 or more and the amounts of their claims as known or shown by the Debtor's books is annexed hereto. The enclosure thereof does not necessarily constitute the acceptance of any claim or claims.

Upon the filing of the contemplated Proposal, a further notice shall be mailed to you providing you with the following:

- a) A copy of the Proposal;
- b) The date, time and place of a Meeting of Creditors to be held to consider the Proposal;
- c) A condensed statement of the assets and liabilities of the Debtor;
- d) The following prescribed forms, to be completed:
 - Proof of Claim;
 - Proxy;
 - Voting Letter on the Proposal.

(français - au recto)

Should the Debtor fail to file a Proposal within the prescribed delays, an automatic bankruptcy will ensue and the Trustee will forthwith convene a Meeting of Creditors.

Dated at Montreal, Quebec, this 22nd day of November, 2007.

RSM Richter Inc.
Trustee

A handwritten signature in black ink, appearing to read "Eric A. Rodier", written in a cursive style.

Eric A. Rodier, MBA, CA
Administrator

C A N A D A
PROVINCE OF QUÉBEC
DISTRICT OF QUÉBEC
DIVISION NO.: 01-MONTREAL
COURT NO.:
ESTATE NO.:

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE PROPOSAL OF :

Mademoiselle Charmante Inc.

a body politic and corporate, duly incorporated according to
law and having its head office and its principal place of
business at:
9475 Meilleur, Suite 600
Montréal QC H2N 2E1

Debtor

**Notice of Intention to Make a Proposal
(Subsection 50.4(1) of the Act)**

Take notice that:

1. We, Mademoiselle Charmante Inc., an insolvent person, state, pursuant to subsection 50.4(1) of the Act, that we intend to make a proposal to our creditors.
2. RSM Richter Inc., a licensed trustee, has consented to act as trustee under the proposal. A copy of the consent is attached.
3. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims is also attached.
4. Pursuant to section 69 of the Act, all proceedings against us are stayed as of the date of filing of this notice with the official receiver in our locality.

Dated at Montreal, Quebec, this 20th day of November, 2007.

Mademoiselle Charmante Inc.


Per: Harvey Korn

To be completed by Official Receiver

Filing Date: _____

Official Receiver: _____



Office of the Superintendent
of Bankruptcy Canada

An Agency of
Industry Canada

Bureau du surintendant
des faillites Canada

Un organisme
d'Industrie Canada

District of Québec
Division No. 01 - Montreal
Court No. 500-11-031907-070
Estate No. 41-1015330

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In the Matter of the Notice of Intention to make a
proposal of:

Mademoiselle Charmante Inc.

Insolvent Person

RSM RICHTER INC.

Trustee

Date of the Notice of Intention: November 20, 2007

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: November 20, 2007, 13:16

E-File/Dépôt Electronique

Official Receiver

, 5, Place Ville Marie, 8e étage, Montréal, Québec, Canada, H3B2G2, (514)283-6192

Canada

RSM Richter Inc.

RSM Richter Inc.

2, Place Alexis Nihon
Montréal (Québec) H3Z 3C2
Téléphone / Telephone : (514) 934-3497
Télécopieur / Facsimile : (514) 934-3504
www.rsmrichter.com

CANADA
PROVINCE OF QUEBEC
DISTRICT OF QUÉBEC
DIVISION NO.: 01-MONTREAL
COURT NO.:
ESTATE NO.:

**SUPERIOR COURT
(Commercial Division)**

IN THE MATTER OF THE PROPOSAL OF:


Mademoiselle Charmante Inc.

a body politic and corporate, duly incorporated
according to law and having its head office and its
principal place of business at:
9475 Meilleur Street
Suite 600
Montréal QC H2N 2E1

Debtor

We hereby agree to act as the Trustee to the Proposal to be filed by the above-named Debtor,
this 20th day of November, 2007.

RSM Richter Inc.
Trustee



Per: Eric A. Rodier, MBA, CA, Administrator

RSM Richter Inc., Syndic/Trustee
 Liste des créanciers/Creditors List

Dans l'affaire de l'avis d'intention de faire une proposition de / In the Matter of notice of intention to make a proposal of
 MADEMOISELLE CHARMANTE INC.

Nom / Name	Adresse / Address	Montant / Amount
Créanciers chirographaires / Ordinary Creditors		
A & R ULTIMATE CLOTHING	99 RUE CHABANEL OUEST SUITE 301 MONTRÉAL QC H2N 1C3	98,404.84
A&F DISTRIBUTIONS (9028-2062 QUÉBEC INC.)	9260 PIERRE BONNE MONTREAL QC H1E 6W5	396.15
ADORABLE JUNIOR	5290 BOUL. THIMENS ST. LAURENT QC H4R 2B2	540,944.55
ARC INTERNATIONAL FASHIONS CORP.*	5891 LAURELWOOD COURT RICHMOND BC V7G 5J1	23,095.74
AUBIN PÉLISSIER	205 RUE GODIN TROIS RIVIÈRES QC G8Z 3H1	Unknown
AUCLAIR & LANDRY	470 RUE DES ENTREPRENEURS QUÉBEC QC G1M 1B5	276.74
BALLIN	2825 BRABANT MARINEAU ST. LAURENT QC H4S 1R8	155,221.24
BEAUWARD	430 ARTHUR SAUVÉ SUITE #010 ST-EUSTACHE QC J7R 6V7	3,780.65
BELL CANADA	CASE POSTALE 8712 SUCCURSALE CENTRE VILLE MONTRÉAL QC H3C 3P6	960.89
BELL CANADA	CASE POSTALE 8713 SUCCURSALE A MONTRÉAL QC H3C 4L6	Unknown
BETA'S CHOICE	45 MURAL ST., UNIT 6 RICHMOND HILL ON L4B 1J4	92,191.92
BRALCO ÉLECTRIQUE	11700 J.J. JOUBERT MONTRÉAL QC H1E 7E7	398.48
BSFH/HOME LAVAGE DE VITRES	1605, RUE IBERVILLE MONTREAL QC H2K 3B8	887.11
CADILLAC FAIRVIEW	7999 BOUL. GALERIES ANJOU #2219 ANJOU QC H1M 1W9	Unknown
CADILLAC FAIRVIEW	3003 BOUL. LE CARREFOUR LAVAL QC H7T 1C7	Unknown
CADILLAC FAIRVIEW	1, BOUL DES PROMENADES ST-BRUNO QC J3V 5J5	Unknown
CADILLAC FAIRVIEW	6801 TRANS-CANADA HIGHWAY POINTE-CLAIRE QC H9R 5J2	Unknown
CADILLAC FAIRVIEW	1200 ALPHONSE DESJARDINS LÉVIS QC G6V 6Y8	Unknown
CANPAR	500 - 1290 CENTRAL PARKWAY WEST MISSISSAUGA ON L5C 4R9	5,232.63
CAPITAL GARMENT	1200 JULES POITRAS ST. LAURENT QC H4N 1X7	236,051.62
CHARTRAND FORD	1610 BOUL. ST. MARTIN EST LAVAL QC H7G 4W6	Unknown
CIMA	1145 BOUL. LEBOURGNEUF BUREAU 300 QUÉBEC QC G2K 2K8	8,358.45
COGIR	3237 BOUL. DES SOURCES DOLLARD-DES-ORMEAUX QC H9B 1Z6	Unknown
COMINAR	455, RUE DU MARAIS QUÉBEC QC G1M 3A2	Unknown
CONCEPTION ML	215 DE MARSEILLE SAINTE-JULIE QC J3E 2C5	6,731.03
CONRAD C. INC.	9320 BOUL. ST. LAURENT MONTRÉAL QC H2N 1N7	570,325.34
COURRIER DU SUD	267 SAINT CHARLES OUEST LONGUEUIL QC H4H 1E3	548.67
CSST (CHARMANTE)	TOUR SUD, 31e ÉTAGE 1 COMPLEXE DESJARDINS MONTRÉAL QC H5B 1H1	8,325.93
CZIGLER	63 WINGOLD AVE., UNIT 201 TORONTO ON M6B 1P8	115,708.99
D.D.T. ÉLECTRIQUE	6425 CHEMIN DE SAINT-ÉLIE SHERBROOKE QC J1R 0P6	Unknown
DACA KARIIDS	8000 BOUL. DÉCARIE SUITE 500 MONTRÉAL QC H4P 2S4	2,848.75
DENIS FOURNITURES BUREAU	2990 BOUL. LE CORBUSIER LAVAL QC H7L 3M2	989.65
DICOM EXPRESS	C.P. 1117 SUCCURSALE CENTRE-VILLE MONTRÉAL QC H3C 5H3	2,559.33
DORFIN	5757 BOUL. THIMENS ST. LAURENT QC H4R 2H6	1,586.05
ELL-JAY (ACCORD BUSINESS CREDIT)	225 RUE CHABANEL OUEST SUITE 800 MONTRÉAL QC H2N 2C9	119,565.03
ENT. D'ÉLECTRICITÉ EG	1753, RUE GRENET ST-LAURENT QC H4L 2R6	464.51
ENTREPRISES SUPER GUY	225 CHAMP FLEURI ST-COLOMBAN QC J5K 2V3	Unknown
ETILAR HOLDINGS CANADA (BROME CORP. FINANCIERE)	555 RUE CHABANEL OUEST SUITE 1501 MONTREAL QC	57,845.51
FPI ALEXIS NIHON	1, PLACE ALEXIS NIHON SUITE 1010 MONTRÉAL QC H3Z 3B8	Unknown
GAZ METROPOLITAIN	1717 DU HAVRE MONTRÉAL QC H2K 2X3	Unknown
GERVAIS HARDING	GARE WINDSOR 1100 DE LA GAUCHETIÈRE OUEST, SUITE 130 MONTRÉAL QC H3B 2S2	17,634.16
GOUPIL & FILS	3955 LOCAL B, RUE ISABELLE BROSSARD QC J4Y 2R2	Unknown
HAGGAR CANADA INC.	91 TYCOS DR. TORONTO ON M6B 1W3	147,332.89
HYDRO-QUÉBEC	C.P. 11022 SUCCURSALE CENTRE-VILLE MONTRÉAL QC H3C 4V6	3,059.84
IVANHOE CAMBRIDGE	2452 BOUL. LAURIER SAINTE-FOY QC G1V 2L1	Unknown
IVANHOE CAMBRIDGE	1001 SQUARE VICTORIA SUITE C500 MONTRÉAL QC H2Z 2B5	Unknown
IVANHOE CAMBRIDGE	2700 BOUL. LAURIER, EDIFICE CHAMPLAIN SUITE 1000 SAINTE-FOY QC G1V 4J9	Unknown
IVANHOE CAMBRIDGE	4225 BOUL. DES FORGES TROIS-RIVIÈRES QC G8Y 1W2	Unknown
IVANHOE CAMBRIDGE	320 BOUL. SAINT-JOSEPH GATINEAU QC J8Y 3Y8	Unknown
JEREMY D. LTÉE	9333 BOUL. ST. LAURENT SUITE 200 MONTRÉAL QC H2N 1P6	115,234.64
KLAUS STEILMAN INC.	3335 BOUL. PITFIELD ST. LAURENT QC H4S 1H3	61,436.79
KOM-ELLE	9475 MEILLEUR SUITE 600 MONTRÉAL QC H2N 2E1	1,197,413.00
LA MAISON DES PAIRS	555RUE CHABANEL OUEST SUITE 1200 MONTRÉAL QC	22,350.74
LABRADOR	C P 4514 STATION "A" TORONTO ON M5W 4L7	Unknown
LAVAGE DE VITRES NATIONAL	C.P. 1243 SUCCU. HAUTE VILLE QUÉBEC QC G1R 5K8	Unknown
LENNEVILLE ÉLECTRIQUE	11410 BOUL. BÉCANCOUR STE-ANGÈLE DE LAVAL BÉCANCOUR QC G9H 2J3	1,004.04
LONGUEUIL EXTRA	267 SAINT-CHARLES OUEST LONGUEUIL QC J4H 1E3	Unknown
LYS AIR MÉCANIC	1420 LACHAINE LAVAL QC H7C 2N7	1,817.52
MARC NIZAN, ENTRETIEN MÉNAGER	30 ST-LÉON ST-JEAN DE MATHA QC J0K 2S0	Unknown
MEILLEUR PLAZA	1320 BOUL. GRAHAM MONT-ROYAL QC H3P 3C8	Unknown
MODE DE VIE (98076 CANADA INC.)	3177 RUE FLEURY EST MONTREAL QC H1H 2R2	24,034.35
MODES MISS-TEE INC.	9250 AVENUE DU PARC SUITE 310 MONTRÉAL QC H2N 1Z2	30,112.83
MODIUM INTERNATIONAL (JEBCO CORP. INTERNATIONAL)	555 RUE CHABANEL OUEST SUITE 1201 MONTRÉAL QC H2N 2H8	43,078.08
NYGARD OUTERWEAR	1200 BOUL. JULES POITRAS SUITE 200 ST. LAURENT QC H4N 1X7	51,562.47
OBLIQUE, LES MODES BRADOX INC. (ACCORD BUSINESS CREDIT)	225 RUE CHABANEL OUEST SUITE 900 MONTRÉAL QC H2N 2C9	87,090.09
OMNITRANS	4300 JEAN-TALON OUEST MONTRÉAL QC H4P 1W3	913.13
OXFORD	552 BOUL. WILFRED HAMEL QUÉBEC QC G1M 3E5	Unknown
P.P. DESLANDES	4775 AVE. TRUDEAU SAINT-HYACINTHE QC J2S 7W9	Unknown
PITNEY BOWES	P O BOX 278 ORANGEVILLE ON L9W 2Z7	296.39
PLACE VERSAILLES	5125 DU TRIANON SUITE 300 MONTRÉAL QC H1M 2S5	997.06
PRINT-FLEX INTERNATIONAL	2040 BOUL. DAGENAI OUEST LAVAL QC H7L 5W2	6,229.76
PURCLATOR	P.O. BOX 1100 ETOBICOKE POSTAL STATION A ETOBICOKE ON M9C 5K2	Unknown
RAINBOW BRIDGE FASHIONS	9094 JESLIE STREET UNIT 3 RICHMOND ON L4B 3L3	7,535.01
RAVEL (ACCORD BUSINESS CREDIT)	5333 CASGRAIN SUITE 1201 MONTRÉAL QC H2T 1X3	54,038.46
RCI ENVIRONNEMENT	9501 BOUL. RAY LAWSON ANJOU QC H1J 1L4	1,193.92
REBEL SLACKS CO. LTD.	1625 RUE CHABANEL OUEST SUITE 801 MONTRÉAL QC H4N 2S7	171,196.98
REDCLIFF	40 UNIVERSITY AVENUE SUITE /1200 TORONTO ON M5J 1T1	Unknown

RSM Richter Inc., Syndic/Trustee
 Liste des créanciers/Creditors List

Dans l'affaire de l'avis d'intention de faire une proposition de / In the Matter of notice of intention to make a proposal of
 MADEMOISELLE CHARMANTE INC.

Nom / Name	Adresse / Address	Montant / Amount
Créanciers chirographaires / Ordinary Creditors		
REDCLIFF	3050 BOUL. PROTLAND SUITE 100 SHERBROOKE QC J1L 1K1	22,287.48
RIOCAN	500 BOUL. DES LAURENTIDES SUITE 31 SAINT-JÉRÔME QC J7Z 5M2	Unknown
RÉNOVATION LAFORTUNE	1053, BOUL. LAFORTUNE L'ASSOMPTION QC J5W 6C5	Unknown
S.M.D. IMPORTATIONS INC.	555 RUE CHABANEL OUEST SUITE 801 MONTRÉAL QC H2N 2H6	166,572.39
SAMMY INTERNATIONAL SALES	719 FIRTH COURT NEWMARKET ON L3Y 0H8	76,550.50
SCOTIABANK	352 CHABANEL STREET WEST MONTRÉAL QC H2N 1G8	estimated 5,500,000.00
SIMON CHANG CONCEPTS INC.	555 RUE CHABANEL OUEST SUITE 1407 MONTRÉAL QC H2N 2H8	846.76
SMPC	C.P. 154 SUCC. B MONTRÉAL QC H3B 3J5	Unknown
SOURCE ID	9000 HENRI-BOURASSA OUEST ST. LAURENT QC H4S 1L5	2,154.79
SPANNER IMPORTS	334 MANITOU DRIVE KITCHENER ON N2C 1L3	135,461.65
TELUS	C.P. 11674 SUCC. CENTRE-VILLE MONTRÉAL QC H3C 6E9	4,958.06
TRANSCONTINENTAL COURRIER AHUNTSIC	8770 BOUL. LANGELIER BUREAU 210 MONTRÉAL QC H1P 3C6	Unknown
TRANSCONTINENTAL	L'EXPRESSION DE LANAUDIÈRE 342 RUE BEAUDRY NORD JOLIETTE QC J6E 6A6	293.42
TRANSCONTINENTAL	COURRIER LAVAL 189 BOUL. LAVAL LAVAL QC H7N 3V8	693.62
UTEX CORPORATION	845 PLYMOUTH MONTRÉAL QC H4P 1B2	157,557.71
VARIATIONS (ACCORD BUSINESS CORP)	2799 DUFFERIN ST., UNIT 14 TORONTO ON M6B 4J3	44,490.26
VEGO INTERNATIONAL INC.	333 RUE CHABANEL OUEST SUITE 524 MONTRÉAL QC H2N 2E7	50,018.52
VIKING	1935, BOUL. LIONEL-BERTRAND BOISBRIAND QC J7H 1N8	Unknown
Y2 BLU (ACCORD BUSINESS CORP)	555 RUE CHABANEL OUEST SUITE 309 MONTRÉAL QC H2N 2H8	7,500.55
Créanciers chirographaires / Ordinary Creditors		10,268,647.66
Grand Total		10,268,647.66