

**CANADA
 PROVINCE OF QUÉBEC
 DISTRICT OF MONTRÉAL
 COURT NO.: 500-11-022070-037**

**SUPERIOR COURT
 (Sitting as Tribunal designated under
 the Companies' Creditors
 Arrangement Act)**

**IN THE MATTER OF THE PLAN OF COMPROMISE AND ARRANGEMENT OF LES
 BOUTIQUES SAN FRANCISCO INCORPORÉES, LES AILES DE LA MODE
 INCORPORÉES AND LES ÉDITIONS SAN FRANCISCO INCORPORÉES companies
 duly constituted under the laws of Canada, having their head office at 50 de
 Lauzon Street, Boucherville, Québec, J4B 1E6**

Debtors

PROXY

I/We, (name of creditor) _____

of (address) _____

_____, creditor

belonging to the following class(es) of the Plan of Compromise and Arrangement:

Creditors of	Amount
Les Boutiques San Francisco Incorporées	\$
Les Ailes de la Mode Incorporées	\$
Les Éditions San Francisco Incorporées	\$

name by these present as my (our) authorized representative to the meeting of creditors that will be held on July 5, 2004 or at any adjournment that may be decided upon:

Check on of the following boxes:

_____, authorized representative;
 (the name)

RSM Richter Inc., authorized representative.

Note: If a creditor has nominated RSM Richter Inc., the Court-appointed Monitor, as his/her authorized representative, it is important to note that, in the case that the creditor has not indicated his/her vote on the Voting Letter, RSM Richter Inc., as authorized representative, will vote for the acceptance of the Arrangement.

DATED AT _____, this _____ day of _____ 2004.

 (Name of creditor)

 Signature of authorized person
 (indicate title or function, if any)

 Signature of witness

- NOTES:
- (1) A creditor may vote either in person, by Proxy or by Voting Letter.
 - (2) A creditor cannot vote at the meeting, by Proxy or by Voting Letter unless a Proof of Claim has been submitted to the Monitor prior to 5 p.m. EDST on June 30, 2004.
 - (3) In order for a duly authorized person to have the right to vote, he/she must himself/herself be a creditor or be an authorized representative designated by a Proxy duly signed. The name of the creditor must appear in the Proxy.
 - (4) Your presence will not be necessary at the meeting if you have completed and remitted this Proxy before the beginning of the meeting.
 - (5) This Proxy confers discretionary authority upon the person designated herein to vote on any amendment or variation to the Plan of Compromise and Arrangement.
 - (6) A debtor may not be appointed as authorized representative by Proxy to vote at any meeting of creditors.
 - (7) A creditor who gives a Proxy may revoke it by way of a document signed by him/her or his/her duly authorized Agent. The cancellation must be transmitted to the Monitor no later than the last working day prior to the meeting.