

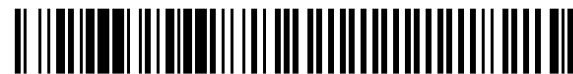
**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	
	)	
<b>EDDIE BAUER HOLDINGS, INC., et al.,</b>	)	<b>Chapter 11</b>
	)	<b>09-12099 (MFW)</b>
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>
	)	
	)	<b>Objection Deadline: June 30, 2009 @ 4:00 p.m.</b>
	)	<b>Hearing Date: July 7, 2009 @ 9:30 a.m.</b>
	)	<b>Ref. Docket No. 14 and 64</b>

**JOINDER OF THE TAUBMAN LANDLORDS IN THE LIMITED OBJECTION OF PRIME RETAIL LANDLORDS AND STEAMTOWN MALL PARTNERS, L.P. TO THE EMERGENCY MOTION FOR FINAL ORDERS (I) AUTHORIZING DEBTORS TO OBTAIN POSTPETITION FINANCING PURSUANT TO 11 U.S.C. §§ 105, 362, 363, AND 364 (II) AUTHORIZING USE OF CASH COLLATERAL PURSUANT TO 11 U.S.C. § 363; (III) GRANTING LIENS AND SUPERPRIORITY CLAIMS; (IV) GRANTING ADEQUATE PROTECTION TO PREPETITION SECURED PARTIES PURSUANT TO 11 U.S.C. §§ 361, 362, 363 AND 364; AND (V) SCHEDULING FINAL HEARING ON THE DEBTORS' MOTION TO INCUR SUCH FINANCING ON A PERMANENT BASIS PURSUANT TO BANKRUPTCY RULE 4001**

The Taubman Landlords, by and through the undersigned counsel, hereby join in the Limited Objection of Prime Retail Landlords and Steamtown Mall Partners, L.P. to the Debtors' Motion for Final Orders (I) Authorizing Debtors to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 362, 363, and 364 (II) Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363; (III) Granting Liens and Superpriority Claims; (IV) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364 and (V) Scheduling Final Hearing on the Debtors' Motion to Incur Such Financing on a Permanent Basis Pursuant to Bankruptcy Rule 4001 filed on June 29, 2009 (Docket No. 187) (the "Objection"), and in support thereof show as follows:

1. This is a contested matter, pursuant to Bankruptcy Rules 6006(b) and 9014.
2. Jurisdiction is based upon 28 U.S.C. §1334.
3. This is a core proceeding within the meaning of 28 U.S.C. §157(b).



4. On June 17, 2009 the debtors filed their petitions for relief under Chapter 11 of the United States Bankruptcy Code (“Bankruptcy Code”). On that day, the Debtors also filed their Interim DIP Motion. (Docket No. 14). The Court entered the Interim DIP Order on June 17, 2009 and scheduled a final hearing for July 7, 2009.

5. The Taubman Landlords are owners of certain regional retail shopping centers as that term is used in 11 U.S.C. § 365(b)(3) at which the Debtors are Tenants, as follows:

Taubman-Cherry Creek Shopping Center L.L.C., commonly known as Cherry Creek, located in Denver, Colorado (Store 170) ; MacArthur Shopping Center LLC, commonly known as MacArthur Center, located in Norfolk, Virginia (Store 802); TRG Charlotte LLC, commonly known as Northlake Village, located in Charlotte, North Carolina (Store 943); Partridge Creek Fashion Park LLC, commonly known as The Mall at Partridge Creek, located in Clinton Township, Michigan (Store 972); Twelve Oaks Mall, LLC, commonly known as Twelve Oaks Mall, located in Novi, Michigan (Store 42); Woodfield Mall LLC, commonly known as Woodfield, located in Schaumburg, Illinois (Store 24); Taubman Auburn Hills Associates Limited Partnership, located in Auburn Hills, Michigan, commonly known as Great Lakes Crossing (Store 763) and Fairfax Company of Virginia, L.L.C., commonly known as Fair Oaks, located in Fairfax Virginia Store 55) (the “Leased Premises”).

6. The Taubman Landlords file this joinder and limited objection to clarify that in the event that the Debtors default under the terms of the DIP Credit Agreement or other financing documents, that the Lenders access to the Leased Premises for the purposes of liquidating the Collateral shall be limited to the further written consent of the Taubman Landlord, the Lenders rights under applicable non-bankruptcy law, or further order of the Bankruptcy Court.

7. The Taubman Landlords join in any other landlord objections to the extent not in consistent herewith.

WHEREFORE, the Taubman Landlords request that the DIP Order be modified consistent herewith and for such other and further relief as the Court shall deem just.

COOCH AND TAYLOR, P.A.

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Date: June 30, 2009

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	
	)	<b>Chapter 11</b>
<b>EDDIE BAUER HOLDINGS, INC., et al.,</b>	)	<b>09-12099 (MFW)</b>
	)	
<b>Debtors.</b>	)	<b>Jointly Administration Pending</b>

**CERTIFICATE OF SERVICE**

I, Susan E. Kaufman, Esquire certify that I caused one true and correct copy of the within Joinder of the Taubman Landlords in the Limited Objection of Prime Retail Landlords and Steamtown Mall Partners, L.P. to the Emergency Motion for Final Orders (I) Authorizing Debtors to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 362, 363, and 364 (II) Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363; (III) Granting Liens and Superpriority Claims; (IV) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364; And (V) Scheduling Final Hearing on the Debtors' Motion to Incur such Financing on a Permanent Basis Pursuant to Bankruptcy Rule 4001 to be sent on June 30, 2009 in the manner indicated to the following:

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DATED: June 30, 2009

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