

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

In re:)	Chapter 11
)	
EDDIE BAUER HOLDINGS, INC., et al.,)	Case No. 09-12099 (MFW)
)	
Debtors.)	Jointly Administered
)	
)	Hearing Date: July 7, 2009 at 9:30 a.m. Objection Deadline: June 30, 2009 at 4:00 p.m. Re: Docket Nos. 14, 64 & 187

JOINDER OF BAYER RETAIL COMPANY, L.L.C. IN THE LIMITED OBJECTION OF THE PRIME RETAIL LANDLORDS AND STEAMTOWN MALL PARTNERS, L.P. TO EMERGENCY MOTION FOR INTERIM AND 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 A FINAL HEARING ON THE DEBTORS’ MOTION TO INCUR SUCH FINANCING ON A PERMANENT BASIS PURSUANT TO BANKRUPTCY RULE 4001

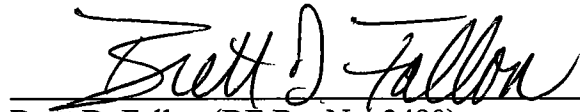
Bayer Retail Company, L.L.C. (“Bayer”), as a creditor and party in interest in the above-captioned jointly administered cases, by and through their undersigned counsel, hereby joins and incorporate, as if set forth fully herein, the arguments set forth in the (1) Limited Objection of Prime Retail Landlords and Steamtown Mall Partners, L.P. to the Debtors’ 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 “Objection”] [Docket No. 187], and (2) any other landlord objections to the extent not in consistent herewith.



WHEREFORE, for the foregoing reasons, Bayer respectfully requests that the DIP Order be modified consistent herewith and for such other and further relief as the Court shall deem just.

Dated: June 30, 2009

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