

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

EDDIE BAUER HOLDINGS, INC.,
et al.,¹

Debtors.

Chapter 11

Case No. 09-12099 (MFW)

Jointly Administered

Hearing Date: July 22, 2009 at 9:30 a.m. (ET)

Objection Deadline: July 15, 2009 at 4:00 p.m. (ET)

**MOTION OF THE DEBTORS FOR AN ORDER, PURSUANT TO
BANKRUPTCY RULE 3003(c)(3) AND LOCAL RULE 2002-1(e),
ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM AND
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

The above-captioned debtors and debtors in possession (collectively, the "**Debtors**") hereby submit this motion (the "**Motion**") pursuant to sections 501, 502, and 1111(a) of title 11 of the United States Code (the "**Bankruptcy Code**"), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**") for entry of an order (the "**Bar Date Order**"), substantially in the form annexed hereto as **Exhibit A**: (i) establishing deadlines for filing proofs of claim against the Debtors in the Chapter 11 Cases (as defined below) and (ii) approving the form and manner of notice thereof. In support of this Motion, the Debtors respectfully represent as follows:

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Eddie Bauer Holdings, Inc., a Delaware corporation (2352); Eddie Bauer, Inc., a Delaware corporation (9737); Eddie Bauer Fulfillment Services, Inc., a Delaware corporation (0882); Eddie Bauer Diversified Sales, LLC, a Delaware limited liability company (1567); Eddie Bauer Services, LLC, an Ohio limited liability company (disregarded), Eddie Bauer International Development, LLC, a Delaware limited liability company (1571); Eddie Bauer Information Technology, LLC, a Delaware limited liability company (disregarded); Financial Services Acceptance Corporation, a Delaware corporation (7532); and Spiegel Acceptance Corporation, a Delaware corporation (7253). The mailing address for Eddie Bauer Holdings, Inc. is 10401 N.E. 8th Street, Suite 500, Bellevue, WA 98004. On or about the Petition Date, Eddie Bauer of Canada, Inc. and Eddie Bauer Customer Services, Inc., affiliates of the Debtors, commenced a proceeding before the Superior Court of Justice, Commercial



JURISDICTION

1. The Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On June 17, 2009 (the "**Petition Date**"), Eddie Bauer Holdings, Inc. and each of its Debtor affiliates filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (collectively, the "**Chapter 11 Cases**"). The Debtors intend to continue in the possession of their respective properties and the management of their respective businesses as debtors in possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. An Official Committee of Unsecured Creditors was appointed on June 26, 2009.

3. Simultaneously with the commencement of these Chapter 11 Cases, the Debtors' two Canadian affiliates – Eddie Bauer of Canada, Inc. and Eddie Bauer Customer Services, Inc. (the "**Canadian Debtor Affiliates**") – sought recognition of the Debtors' Chapter 11 Cases in a Canadian Court as "foreign proceedings" pursuant to Section 18.6 of the Companies' Creditors Arrangement Act, R.S.C. 1985 c. C-36, as amended (the "**CCAA**"). In addition to staying proceedings against the Canadian Debtor Affiliates in Canada, such recognition by the Canadian Court will allow certain orders of this Court to be in full force and effect in the same manner and in all respects as if they had been made by the Canadian Court. Due to the integrated management of the Canadian Debtor Affiliates with the Debtors' U.S. operations, as well as the role that the Canadian Debtor Affiliates play in the Debtors' overall

List, for the Judicial District of Ontario, for a plan of compromise or arrangement under the Companies' Creditors Arrangement Act.

prepetition debt structure, these Chapter 11 Cases will function as the main proceedings with respect to the Canadian Debtor Affiliates.

4. The Debtors and the Canadian Debtor Affiliates are general merchandise and specialty retailers that offer men's and women's outerwear, apparel, accessories and gear for an active outdoor lifestyle through catalogs, e-commerce sites and over 370 retail and outlet stores. The Debtors have 556 full-time, part-time, and temporary employees in their corporate headquarters, and 7,144 full-time, part-time, and temporary retail and distribution employees. The Canadian Affiliates have over 950 full-time, part-time, and temporary employees working in management retail and customer service.

THE PROPOSED 363 SALE

5. The Debtors engaged in a number of activities prepetition in an attempt to restructure their debt, however, due to (i) rejection by the Debtors' lenders of a consensual restructuring at market rates, (ii) the Debtors' concerns about ability to meet debt covenants and (iii) the Debtors' mounting concerns regarding the potential deterioration of their businesses – and accompanying degradation in value – stemming from rumors in the marketplace about the Debtors' liquidity and viability, these activities were unsuccessful. The Debtors therefore determined, in consultation with their advisors, that the value of their estates would be best maximized and preserved through a sale process (the "**Sale**").

6. Therefore, the Debtors negotiated a going-concern Sale of their businesses and assets (the "**Assets**") to Rainier Holdings LLC as the stalking horse bidder (the "**Stalking Horse Bidder**") pursuant to an asset purchase agreement. The Debtors then commenced these Chapter 11 Cases to implement the Sale pursuant to Section 363 of the Bankruptcy Code, subject to a competitive Sale process and the solicitation of higher and/or otherwise better offers.

CANADIAN CLAIMS PROCESS

7. The Canadian Court has issued an "initial order" pursuant to which it, *inter alia*, granted the application of the Canadian Debtor Affiliates for protection under the CCAA, imposed a stay of all proceedings against the Canadian Debtor Affiliates and their property in Canada, created certain liens, appointed RSM Richter Inc. as the monitor (the "Monitor") in the Canadian Proceedings, and set forth certain other limitations and procedures for all parties in interest in the Canadian Proceedings.

8. The Canadian Debtor Affiliates intend to file a motion to establish bar dates for filing proofs of claim in the Canadian Proceedings and approving the form and manner of notice thereof (the "Canadian Claims Process"). The Canadian Claims Process will be wholly separate from the process contemplated herein.

RELIEF REQUESTED

9. By this Motion, the Debtors seek entry of an order establishing deadlines for filing Proofs of Claim (as defined below) in the Chapter 11 Cases and approving the form and manner of notice thereof. The proposed deadlines are as follows:

- a) except as otherwise provided herein, September 4, 2009 at 4:00 p.m. (prevailing Pacific Time) (the "General Bar Date"), as the deadline for all persons and entities (excluding governmental units as defined in section 101(27) of the Bankruptcy Code), holding a claim against any of the Debtors, to file a Proof of Claim (as defined below) in the Chapter 11 Cases;
- b) December 14, 2009, at 4:00 p.m. (prevailing Pacific Time) (the "Governmental Unit Bar Date"), as the deadline for each governmental unit (as defined in section 101(27) of the Bankruptcy Code), holding a claim against any of the Debtors, to file a Proof of Claim in the Chapter 11 Cases;
- c) except where a claim has been included in the Debtors' Schedules (as defined below) as disputed, contingent, or unliquidated,² the later of (i) the

² The General Bar Date applies to all such disputed, contingent, or unliquidated claims.

General Bar Date or (ii) 4:00 p.m. (prevailing Pacific time) on the date that is twenty (20) days after service of a notice on an affected claimant of an amendment or supplement to the Schedules that is filed after the Service Date (as defined below) and that (a) reduces the undisputed, noncontingent, and liquidated amount of such claimant's claim, (b) changes the nature or characterization of such claimant's claim, or (c) adds a new claim with respect to such claimant to the Schedules (the "**Amended Schedule Bar Date**"), as the deadline for filing a Proof of Claim with respect to such amended claim;³ and

- d) except as otherwise set forth in any order authorizing rejection of an executory contract or unexpired lease, the Debtors propose to establish the later of (i) the General Bar Date or (ii) fifteen (15) days after entry of any order authorizing the rejection of an executory contract or unexpired lease, as the bar date (the "**Rejection Bar Date**" and together with the aforementioned bar dates, the "**Bar Dates**") by which a Proof of Claim relating to the Debtors' rejection of such contract or lease must be filed.

ESTABLISHMENT OF THE BAR DATES

10. The Debtors submit that the notice period provided by the Bar Dates is more than sufficient to comply with the Bankruptcy Rules in light of the proposed notice procedures provided herein. Bankruptcy Rule 3003(c)(3) generally governs the filing of proofs of claim in a chapter 11 case and provides in relevant part: "[t]he court shall fix and for cause shown may extend the time within which proofs of claim or interest may be filed." Fed. R. Bankr. P. 3003(c)(3). Although Bankruptcy Rule 2002(a)(7) generally provides that all parties in interest must receive, at a minimum, 20 days' notice of the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c), neither the Bankruptcy Code, the Bankruptcy Rules, nor the Local Rules specify a time by which proofs of claim must be filed in chapter 11 cases, other than section 502(b)(9) of the Bankruptcy Code, which provides that governmental units shall have a minimum of 180 days after the entry of the order for relief to file proofs of claim.

³ The imposition of the Amended Schedule Bar Date is consistent with Local Rule 1009-2, which provides a creditor with twenty (20) days to file a proof of claim after the date that notice of the applicable amendment is served on such creditor.

11. Here, the Debtors propose to give all creditors no less than 35 days' actual notice of the Bar Dates. Moreover, while the Debtors have not yet filed their Schedules (as defined below), the Debtors intend to do so before July 15, 2009, the date set by this Court as the meeting of creditors pursuant to section 341 of the Bankruptcy Code. Thus, all creditors will have adequate time to review the Schedules and their own records and file a Proof of Claim, if necessary, before the earliest of the Bar Dates.

12. The Debtors require complete and accurate information regarding the nature, validity, amount and status of all claims against the Debtors that will be asserted in the Chapter 11 Cases. The Debtors seek to establish the Bar Dates to determine what claims may be asserted against the Debtors in addition to those listed in the Schedules. For these reasons, the Bar Dates and the form and manner of notice proposed in this Motion are appropriate and should be approved.

13. **General Bar Date.** The Debtors request that the Court establish September 4, 2009 at 4:00 p.m. (prevailing Pacific Time) as the General Bar Date. No later than ten days following entry of the Bar Date Order (the "**Service Date**"), the Debtors intend to provide notice of the Bar Dates, substantially in the form attached hereto as **Exhibit B** (the "**Bar Date Notice**"), by mailing a copy of the Bar Date Notice, together with a Proof of Claim form,⁴ by first-class United States mail, postage prepaid, to all known entities holding potential claims against the Debtors. The Debtors have requested that the Court establish September 4, 2009, as the General Bar Date to ensure that potential creditors receive no fewer than 30 days' notice after the Service Date for creditors to file Proofs of Claim in the Chapter 11 Cases.

⁴ The Proof of Claim form is substantially in the form of Official Bankruptcy Form B10 but has been modified, and may be further modified in certain limited respects, to accommodate the claims process in the Chapter 11 Cases.

14. The General Bar Date would be the date by which all persons and entities (excluding governmental units) holding prepetition claims must file Proofs of Claim unless they fall within one of the exceptions set forth in this Motion. Subject to these exceptions, the Bar Dates would apply to all persons or entities holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 507(a)(4), (5), and (8) and 503(b)(9) of the Bankruptcy Code), and unsecured nonpriority claims.

15. The Debtors also propose that the filing of a Proof of Claim be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code (which, despite their administrative priority status, are prepetition claims); *provided, however*, that all other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and will not be deemed proper if made by Proof of Claim.

16. **Governmental Unit Bar Date.** Section 502(b)(9) of the Bankruptcy Code provides, in relevant part, that "[a] claim of a governmental unit shall be timely filed if it is filed before 180 days after the date of the order for relief or such later time as the [Bankruptcy Rules or a court order] may provide. . . ." 11 U.S.C. § 502(b)(9). Accordingly, the Debtors propose to establish December 14, 2009 at 4:00 p.m. (prevailing Pacific Time) as the deadline for all governmental units (as defined in section 101(27) of the Bankruptcy Code) to file Proofs of Claim against the Debtors in the Chapter 11 Cases. The Governmental Unit Bar Date would apply to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured nonpriority) that arose prior to the Petition Date, including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from

(a) prepetition tax years or periods or (b) prepetition transactions to which the Debtors were a party.

17. **Amended Schedule Bar Date.** The Debtors have the right to (a) dispute, or assert offsets or defenses against, any filed claim or any claims listed or reflected in the Schedules as to nature, amount, liability, characterization, or otherwise; (b) subsequently designate any claim as disputed, contingent, or unliquidated; or (c) otherwise amend or supplement the Schedules. If the Debtors amend or supplement their Schedules after the Service Date (i) to reduce the undisputed, noncontingent, and liquidated amount of a claim, (ii) to change the nature or characterization of a claim, or (iii) to add a new claim to the Schedules, the Debtors propose that the affected claimant be required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim on or prior to the Amended Schedule Bar Date. Notwithstanding the foregoing, nothing contained herein shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

18. **Rejection Bar Date.** The Debtors anticipate that certain persons or entities may assert claims ("**Rejection Damages Claims**") in connection with the Debtors' rejection of executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code. The Debtors propose that the Court establish the Rejection Bar Date as the deadline for filing Proofs of Claim for any Rejection Damages Claims.

PARTIES REQUIRED TO FILE PROOFS OF CLAIM

19. The proposed Bar Date Order provides that each person or entity (including, without limitation, each individual, partnership, joint venture, limited liability company, corporation, estate, trust, or governmental unit) asserting a claim against one or more of the Debtors is required to file a separate Proof of Claim in the bankruptcy case of each Debtor

against whom a claim is asserted. Each Proof of Claim must substantially comply with Official Bankruptcy Form 10, attached hereto as **Exhibit C** (a "**Proof of Claim**"), and must be *actually received* on or before the Bar Date associated with such claim by Kurtzman Carson Consultants, LLC ("**KCC**"), the Court-approved claims and noticing agent in these Chapter 11 Cases. Proofs of Claim sent to KCC must be addressed to Eddie Bauer Claims Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, CA 90245. **Proofs of Claim will be deemed timely filed only if they are actually received by KCC on or before the applicable Bar Date.**

PARTIES NOT REQUIRED TO FILE PROOFS OF CLAIM

20. The Debtors propose that the following persons or entities are **not required** to file Proofs of Claim:
- a) any person or entity that has already properly filed a proof of claim against the correct Debtor(s) with either KCC or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
 - b) any person or entity (i) whose claim is listed in the Debtors' schedules of assets and liabilities, list of equity holders, and statements of financial affairs (collectively, the "**Schedules**") or any amendments thereto, *and* (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," and (iii) who does not dispute the amount or characterization of its claim (including that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules) as set forth in the Schedules;
 - c) professionals retained by the Debtors or the Committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331 and 503(b) of the Bankruptcy Code;
 - d) any person or entity that asserts an administrative expense claim against the Debtors pursuant to section 503(b) of the Bankruptcy Code; *provided, however,* that, any person or entity that has a claim under section 503(b)(9) of the Bankruptcy Code on account of prepetition goods received by the Debtors within twenty days of the Petition Date must file a Proof of Claim on or before the General Bar Date;

- e) current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers' or directors' prepetition or post-petition services to the Debtors;
- f) any Debtor asserting a claim against another Debtor;
- g) any wholly-owned non-debtor subsidiary of a Debtor asserting a claim against a Debtor; and
- h) any person or entity whose claim against the Debtors has been allowed by an order of the Court, entered on or before the Bar Dates; and
- i) any person or entity holding the public debt securities of any Debtor, to the extent that the claims are based exclusively upon principal, interest and other applicable fees and charges arising under those public debt securities, provided that individual holders of public debt securities must file a proof of claim by the applicable Bar Date if they wish to assert a claim related to the public debt securities other than for principal, interest and other applicable fees and charges; provided, however, that this exclusion does not apply to the indenture trustee or designated agent under any of such debt instruments, who must file a proof of claim on or before the applicable Bar Date against any Debtor who is the primary obligor under such public debt securities, which will be deemed to apply with equal force against any Debtor who is a guarantor of such public debt securities without the need for the filing of a duplicate proof of claim against the guarantor.

NO REQUIREMENT TO FILE PROOFS OF INTEREST

21. Any entity holding any interest in any Debtor (an "**Interest Holder**"), which interest is based solely upon the ownership of common or preferred stock in a corporation, a membership interest in a limited liability company, warrants, or rights to purchase, sell, or subscribe to such a security or interest (any such security or interest being referred to herein as an "**Interest**") need not file a proof of interest on or before the General Bar Date; *provided, however*, that Interest Holders that wish to assert *claims* against any of the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance, or distribution of an Interest, must file Proofs of Claim on or before the

General Bar Date, unless one of the exceptions enumerated in the preceding paragraph 18 applies.⁵

FILING PROOFS OF CLAIM AGAINST MULTIPLE DEBTORS

22. The Debtors propose that any entity asserting claims against more than one Debtor must file a separate Proof of Claim with respect to each such Debtor on or before the applicable Bar Date. In addition, any entity filing a Proof of Claim must identify on its Proof of Claim form the particular Debtor against which its claim is asserted.

EFFECT OF FAILURE TO FILE PROOF OF CLAIM

23. The Debtors propose that, pursuant to Bankruptcy Rule 3003(c)(2), any person or entity that is required to file a timely Proof of Claim in the form and manner specified in the Bar Date Order and who fails to do so on or before the bar date associated with such claim: (i) shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors or thereafter filing a Proof of Claim with respect thereto in these Chapter 11 Cases; (ii) shall not, with respect to such claim, be treated as a creditor of the Debtors for the purpose of voting upon any plan in these proceedings; and (iii) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim.

PROPOSED PROCEDURES FOR PROVIDING NOTICE OF THE BAR DATE AND OF PROCEDURES FOR FILING PROOFS OF CLAIM

24. The Debtors intend to provide the Bar Date Notice on the Service Date by mailing a copy of the Bar Date Notice, together with a Proof of Claim form, by first-class United States mail, postage prepaid, to all known persons and entities holding potential prepetition claims against the Debtors. The mailing of the Bar Date Notice no later than the Service Date,

⁵ The Debtors reserve the right to seek establishment of a bar date for the filing of proofs of interest at a later date.

will ensure that creditors receive no less than 35 days' notice of the Bar Dates, which notice substantially exceeds the minimum 20 day notice period provided by Bankruptcy Rule 2002(a)(7).

25. Furthermore, the Debtors intend to provide notice of the Bar Dates to unknown creditors by causing a copy of the notice attached hereto as **Exhibit D** (the "**Publication Notice**") to be published at least once no later than 30 days prior to the General Bar Date in the national edition of *USA Today*. In the Debtors' judgment, these publications are likely to reach the widest possible audience of creditors who may not otherwise have notice of the Chapter 11 Cases.

26. The Bar Date Notice and the Publication Notice: (a) set forth the Bar Dates; (b) advise creditors under what circumstances they must file a Proof of Claim under Bankruptcy Rules 3002(c)(2) and 3003(c)(3) or an order of this Court, as applicable; (c) alert creditors to the consequences of failing to file a timely Proof of Claim, as set forth in Bankruptcy Rule 3003(c)(2) or an order of this Court, as applicable; (d) set forth the addresses to which Proofs of Claim must be sent for filing; and (e) notify creditors that (i) Proofs of Claim must be filed with original signatures, and (ii) facsimile or e-mail filings of Proofs of Claim are not acceptable and are not valid for any purpose. The Debtors submit that the Bar Date Notice and the Publication Notice will provide creditors with sufficient information to file properly prepared and executed Proofs of Claim in a timely manner.

BASIS FOR RELIEF REQUESTED

27. The Debtors must ensure that creditors and other interested parties receive adequate and appropriate notice of the Bar Dates. To determine the adequacy of notice given to a creditor, bankruptcy law distinguishes between "known" and "unknown" creditors. *See*

Chemetron Corp. v. Jones (In re Chemetron Corp.), 72 F.3d 341, 345 (3d Cir. 1995). As the Third Circuit in *Chemetron* explained, "[k]nown creditors must be provided with actual written notice of a debtor's bankruptcy filing and bar claims date. For unknown claimants, notification by publication will generally suffice." *Id.* at 346 (citations omitted). A "known" creditor is one whose identity is either known or is "reasonably ascertainable by the debtor." *Id.* (citing *Tulsa Professional Collection Serv., Inc. v. Pope*, 485 U.S. 478, 490 (1988)). An "unknown" creditor is one whose "interests are either conjectural or future or, although they could be discovered upon investigation, do not in due course of business come to knowledge [of the debtor]." *Chemetron*, 71 F.3d at 346 ((citing *Mullane v. Central Hanover Bank & Trust Co.*, 339 U.S. 306, 317 (1950))).

28. In defining the efforts required to identify "known" creditors, the Third Circuit stated:

Precedent demonstrates that what is required is not a vast, open-ended investigation The requisite search instead focuses on the debtor's own books and records. Efforts beyond a careful examination of these documents are generally not required. Only those claimants who are identifiable through a diligent search are 'reasonably ascertainable' and hence 'known' creditors.

Chemetron, 72 F.3d at 346-47 (citations omitted). As for the particular efforts a debtor must exert to identify known creditors, "[w]hether a creditor received adequate notice of a bar date 'depends upon the facts and circumstances of a given case.'" In re Grand Union Co., 204 B.R. 864, 871 (Bankr. D. Del. 1997) (citing Oppenheim, Appel, Dixon & Co. v. Bullock (In re Robintech, Inc.), 863 F.2d 393, 396 (5th Cir. 1989), cert. denied, 493 U.S. 811 (1989)).

29. The Debtors submit that the proposed notice procedures respecting the Bar Date more than satisfies the Chemetron standard. The Debtors have identified those persons and entities that are known to the Debtors to hold claims against one or more of the Debtors, or are

especially likely to be potential holders of claims. The potential claimants were identified following careful review of the Debtors' books and records and those of the Debtors' professionals, where applicable.

30. The Debtors' publication notice respecting the Bar Dates has been tailored to provide notice of such bar dates on an extensive basis throughout the United States. The Debtors believe that such publication notice suffices to provide any claimants unknown to the Debtors that may potentially hold claims against any of the Debtors with adequate notice of the Bar Dates. In addition, the Debtors believe that the publication notice contemplated by this Motion constitutes good and sufficient notice to "unknown" creditors, as defined by the Third Circuit in *Chemetron*.

31. Courts in this district have held that publication in one or more of the national edition of *USA Today* constitutes adequate notice to unknown creditors. See, e.g., *In re Tropicana Entertainment, LLC*, Case No. 08-10856 (KJC) (Bankr. D. Del. July 10, 2008); *In re Landsource Communities Dev. LLC*, Case No. 08-11111 (KJC) (Bankr. D. Del. Sept. 9, 2008); *In re Netversant Solutions, Inc.*, Case No. 08-12973 (PJW) (Bankr. D. Del. Feb. 20, 2009); *In re Solution Technology Int'l, Inc.*, Case No. 08-12640 (MFW) (Bankr. D. Del. Jan. 5, 2009).

NOTICE

32. The Debtors have provided notice of this Motion to: (a) the United States Trustee for the District of Delaware; (b) counsel to the administrative agent under the prepetition term loan facility; (c) counsel to the steering committee for the prepetition term lenders; (d) counsel to the agent under the prepetition revolving credit facility; (e) counsel for the indenture trustee for the \$75 million 5.25% convertible senior notes due 2014; (f) any party in interest that has requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy

Procedure and (g) counsel to the Official Committee of Unsecured Creditors appointed in these cases. In light of the nature of the relief requested, the Debtors submit that no further notice is required or needed under the circumstances.

NOTICE TO HOLDERS OF PUBLIC SECURITIES

33. To provide due and proper notice of the Bar Dates to “street name” holders (the “Street Name Holders”) of the Debtors’ public debt securities and the Debtors’ public equity securities, the Debtors intend to provide nominee record holders, such as brokerage firms and clearing houses, that hold on behalf of Street Name Holders, with sufficient copies of the Bar Date Notice and Proof of Claim form (the “Bar Date Package”) to enable these record holders to distribute a Bar Date Package to each and every Street Name Holder. The Debtors and KCC propose that July 22, 2009 serve as the record date for determining the holders of public securities entitled to notice according to these procedures (the “Record Date”). The Debtors submit that they should not be required to provide actual notice to any holder of the Debtors’ public debt securities or the Debtors’ public equity securities if the holder obtained an interest in such public debt securities or public equity securities after the Record Date.

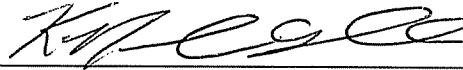
NO PRIOR REQUEST

34. No prior request for the relief sought in this Motion has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: July 6, 2009
Wilmington, Delaware

Respectfully Submitted,



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PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS-IN-POSSESSION

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

In re:

EDDIE BAUER HOLDINGS, INC.,
et al.,¹

Debtors.

Chapter 11

Case No. 09-12099 (MFW)

Jointly Administered

Hearing Date: July 22, 2009 at 9:30 a.m. (ET)

Objection Deadline: July 15, 2009 at 4:00 p.m. (ET)

NOTICE OF MOTION

TO: (I) THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO ADMINISTRATIVE AGENT UNDER THE PREPETITION TERM LOAN FACILITY; (III) COUNSEL TO AGENT UNDER THE PREPETITION REVOLVING CREDIT FACILITY; (IV) COUNSEL FOR THE INDENTURE TRUSTEE FOR THE \$75 MILLION 5.25% CONVERTIBLE SENIOR NOTES DUE 2014; (V) COUNSEL TO THE CREDITORS' COMMITTEE; AND (VI) THOSE PARTIES REQUESTING NOTICE PURSUANT TO BANKRUPTCY RULE 2002

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (collectively, "Debtors") have filed the attached **MOTION OF THE DEBTORS FOR AN ORDER, PURSUANT TO BANKRUPTCY RULE 3003(c)(3) AND LOCAL RULE 2002-1(e), ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF** (the "Motion") with the United States Bankruptcy Court for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that objections to the relief requested in the Motion, if any, must be filed on or before **July 15, 2009 at 4:00 p.m. (ET)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response upon the counsel to the Debtors' listed below so that the response is received on or before the Objection Deadline.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Eddie Bauer Holdings, Inc., a Delaware corporation (2352); Eddie Bauer, Inc., a Delaware corporation (9737); Eddie Bauer Fulfillment Services, Inc., a Delaware corporation (0882); Eddie Bauer Diversified Sales, LLC, a Delaware limited liability company (1567); Eddie Bauer Services, LLC, an Ohio limited liability company (disregarded), Eddie Bauer International Development, LLC, a Delaware limited liability company (1571); Eddie Bauer Information Technology, LLC, a Delaware limited liability company (disregarded); Financial Services Acceptance Corporation, a Delaware corporation (7532); and Spiegel Acceptance Corporation, a Delaware corporation (7253). The mailing address for Eddie Bauer Holdings, Inc. is 10401 N.E. 8th Street, Suite 500, Bellevue, WA 98004. On or about the Petition Date, Eddie Bauer of Canada, Inc. and Eddie Bauer Customer Services, Inc., affiliates of the Debtors, commenced a proceeding before the Superior Court of Justice, Commercial List, for the Judicial District of Ontario, for a plan of compromise or arrangement under the Companies' Creditors Arrangement Act.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION WILL BE HELD JULY 22, 2009 AT 9:30 A.M. (ET), BEFORE THE HONORABLE MARY F. WALRATH, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 5TH FLOOR, COURTROOM NO. 4, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, Delaware
July 6, 2009

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*Proposed Attorneys for the Debtors
and Debtors-in-Possession*

EXHIBIT A

Form of Proposed Order

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

In re:

EDDIE BAUER HOLDINGS, INC.,
et al.,¹

Debtors.

Chapter 11

Case No. 09-12099 (MFW)

Jointly Administered

Ref. Docket No.

**ORDER PURSUANT TO BANKRUPTCY RULE 3003(c)(3)
AND LOCAL RULE 2002-1(e) ESTABLISHING BAR DATES
FOR FILING PROOFS OF CLAIM AND APPROVING THE
FORM AND MANNER OF NOTICE THEREOF**

Upon consideration of the motion (the "**Motion**") of the above-captioned debtors and debtors in possession (collectively, the "**Debtors**"), pursuant to sections 501, 502, and 1111(a) of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c)(3), and Local Rule 2002-1(e) for entry of an order (i) establishing deadlines for filing Proofs of Claim against the Debtors in the Chapter 11 Cases² and (ii) approving the form and manner of notice thereof, all as set forth in the Motion; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. sections 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and notice of the Motion and the opportunity for a hearing on the

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Eddie Bauer Holdings, Inc., a Delaware corporation (2352); Eddie Bauer, Inc., a Delaware corporation (9737); Eddie Bauer Fulfillment Services, Inc., a Delaware corporation (0882); Eddie Bauer Diversified Sales, LLC, a Delaware limited liability company (1567); Eddie Bauer Services, LLC, an Ohio limited liability company (disregarded), Eddie Bauer International Development, LLC, a Delaware limited liability company (1571); Eddie Bauer Information Technology, LLC, a Delaware limited liability company (disregarded); Financial Services Acceptance Corporation, a Delaware corporation (7532); and Spiegel Acceptance Corporation, a Delaware corporation (7253). The mailing address for Eddie Bauer Holdings, Inc. is 10401 N.E. 8th Street, Suite 500, Bellevue, WA 98004. On or about the Petition Date, Eddie Bauer of Canada, Inc. and Eddie Bauer Customer Services, Inc., affiliates of the Debtors, commenced a proceeding before the Superior Court of Justice, Commercial List, for the Judicial District of Ontario, for a plan of compromise or arrangement under the Companies' Creditors Arrangement Act.

² Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Motion was appropriate under the particular circumstances; and the Court having reviewed the Motion and having considered the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor:

IT IS HEREBY ORDERED:

1. The Motion is granted as set forth below.
2. Each person or entity, including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit, that holds or asserts a claim, as defined in section 101(5) of the Bankruptcy Code, against any of the Debtors shall file a separate Proof of Claim in the bankruptcy case of each Debtor against whom a claim is asserted.
3. Except as otherwise provided herein, any person and entity (excluding any governmental unit), asserting a claim against the Debtors in the Chapter 11 Cases shall file a Proof of Claim so that it is received, as provided in paragraphs 7 and 8 below, by Kurtzman Carson Consultants, LLC ("KCC") on or before September 4, 2009 at 4:00 p.m. (prevailing Pacific Time).
4. All governmental units (as defined in section 101(27) of the Bankruptcy Code) asserting claims against one or more of the Debtors shall file Proofs of Claim so it is received, as provided in paragraphs 7 and 8 below, by KCC on or before December 14, 2009 at 4:00 p.m. (prevailing Pacific Time).
5. If, on or after the date on which the Debtors serve the Bar Date Notice, the Debtors amend or supplement their Schedules (a) to reduce the undisputed, noncontingent, and

liquidated amount of a claim, (b) to change the nature or characterization of a claim, or (c) to add a new claim to the Schedules, the affected claimant shall file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim in accordance with the procedures described herein so that it is received, as provided in paragraphs 7 and 8 below, by KCC on or before the later of (x) the General Bar Date or (y) 20 days after the claimant is served with notice of the applicable amendment or supplement to the Schedules.

6. In the event a Debtor rejects executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code, Proofs of Claim in connection with Rejection Damages Claims shall be filed so that they are received, as provided in paragraphs 7 and 8 below, by KCC on or before the later of (a) the General Bar Date and (b) 15 days after the effective date of such Court order.

7. Proofs of Claim sent to KCC shall be addressed to Eddie Bauer Claims Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, CA 90245.

8. Proofs of Claim mailed or delivered to KCC will be deemed timely filed only if *actually received* by KCC on or before the bar date associated with such claim at the address listed in paragraph 7 above.

9. KCC shall not accept Proofs of Claim by facsimile, telecopy, e-mail or other electronic submission.

10. The following persons or entities are not required to file Proofs of Claim:

- a) any person or entity that has already properly filed a proof of claim against the correct Debtor(s) with either KCC or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- b) any person or entity (i) whose claim is listed in the Debtors' schedules of assets and liabilities, list of equity holders, and statements of financial affairs (collectively, the "**Schedules**") or any amendments thereto, *and*

- (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," and (iii) who does not dispute the amount or characterization of its claim (including that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules) as set forth in the Schedules;
- c) professionals retained by the Debtors or the Committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331 and 503(b) of the Bankruptcy Code;
 - d) any person or entity that asserts an administrative expense claim against the Debtors pursuant to section 503(b) of the Bankruptcy Code; *provided, however,* that, any person or entity that has a claim under section 503(b)(9) of the Bankruptcy Code on account of prepetition goods received by the Debtors within twenty days of the Petition Date must file a Proof of Claim on or before the General Bar Date;
 - e) current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers' or directors' prepetition or post-petition services to the Debtors;
 - f) any Debtor asserting a claim against another Debtor;
 - g) any wholly-owned non-debtor subsidiary of a Debtor asserting a claim against a Debtor; and
 - h) any person or entity whose claim against the Debtors has been allowed by an order of the Court, entered on or before the Bar Dates; and
 - i) any person or entity holding the public debt securities of any Debtor, to the extent that the claims are based exclusively upon principal, interest and other applicable fees and charges arising under those public debt securities, provided that individual holders of public debt securities must file a proof of claim by the applicable Bar Date if they wish to assert a claim related to the public debt securities other than for principal, interest and other applicable fees and charges; provided, however, that this exclusion does not apply to the indenture trustee or designated agent under any of such debt instruments, who must file a proof of claim on or before the applicable Bar Date against any Debtor who is the primary obligor under such public debt securities, which will be deemed to apply with equal force against any Debtor who is a guarantor of such public debt securities without the need for the filing of a duplicate proof of claim against the guarantor.

11. Any Interest Holder, whose interest is based exclusively upon the ownership of common or preferred stock in a corporation, a general or limited partner interest in a partnership,

or warrants or rights to purchase, sell, or subscribe to such a security or interest (collectively, an "**Interest**"), need not file a proof of interest on or before the General Bar Date; *provided*, *however*, that Interest Holders who wish to assert *claims* against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance, or distribution of such Interest, must file Proofs of Claim on or before the General Bar Date, , unless one of the exceptions contained in paragraph 10 above applies.

12. Any entity asserting claims against more than one Debtor must file a separate Proof of Claim with respect to each such Debtor on or before the applicable Bar Date. In addition, any entity filing a Proof of Claim must identify on its Proof of Claim the particular Debtor against which its claim is asserted.

13. Any person or entity that is required to file a timely Proof of Claim in the form and manner specified by this Order and who fails to do so on or before the bar date associated with such claim (a) shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors or thereafter filing a Proof of Claim with respect thereto in the Chapter 11 Cases; (b) shall not, with respect to such claim, be treated as a creditor of the Debtors for the purpose of voting on the Plan or any other plan of reorganization in the Chapter 11 Cases; and (c) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim.

14. The Proof of Claim form, substantially in the form attached to the Motion as **Exhibit C**, and the Bar Date Notice, substantially in the form attached to the Motion as **Exhibit B**, are hereby approved in all respects.

15. The Bar Date Notice shall be deemed good, adequate, and sufficient notice of the relief granted by this Order to all known creditors of the Debtors if it is served, together with the

Proof of Claim form, by being deposited in first-class U.S. mail, postage prepaid no later than ten (10) days following entry of this Order, upon all known persons and entities holding potential claims against the Debtors.

16. The Debtors shall publish the Publication Notice, substantially in the form attached to the Motion as **Exhibit D**, in the national edition of *USA Today* at least once no later 30 days prior to the General Bar Date, which Publication Notice is hereby approved in all respects and which shall be deemed good, adequate, and sufficient notice of the Bar Dates by publication.

17. To provide due and proper notice of the Bar Dates to “street name” holders (the “Street Name Holders”) of the Debtors’ public debt securities and the Debtors’ public equity securities, the Debtors shall provide nominee record holders, such as brokerage firms and clearing houses, that hold on behalf of Street Name Holders, with sufficient copies of the Bar Date Notice and Proof of Claim form (the “Bar Date Package”) to enable these record holders to distribute a Bar Date Package to each and every Street Name Holder. July 22, 2009 shall serve as the record date for determining the holders of public securities entitled to notice according to these procedures (the “Record Date”). The Debtors shall not be required to provide actual notice to any holder of the Debtors’ public debt securities or the Debtors’ public equity securities if the holder obtained an interest in such public debt securities or public equity securities after the Record Date.

18. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest herein to dispute, or to assert offsets or defenses to, any claim reflected in the Schedules as to amount, liability, characterization, or otherwise, and to subsequently designate any claim as disputed, contingent or unliquidated.

19. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

20. The Court shall retain jurisdiction with respect to all matters arising under or relating to the implementation and enforcement of this Order.

Dated: _____, 2009
Wilmington, Delaware

Mary F. Walrath
United States Bankruptcy Judge

EXHIBIT B

Proof of Claim Form

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Indicate Debtor against which you assert a claim by checking the appropriate box below. (Check only one Debtor per proof of claim form)		THIS SPACE IS FOR COURT USE ONLY
<input type="checkbox"/> Eddie Bauer Holdings, Inc. (Case no. 09-12099) <input type="checkbox"/> Eddie Bauer, Inc. (Case no. 09-12100) <input type="checkbox"/> Eddie Bauer Fulfillment Services, Inc. (Case no. 09-12101) <input type="checkbox"/> Eddie Bauer Diversified Sales, LLC (Case no. 09-12103) <input type="checkbox"/> Eddie Bauer Services, LLC (Case no. 09-12104)	<input type="checkbox"/> Eddie Bauer International Development, LLC (Case no. 09-12105) <input type="checkbox"/> Eddie Bauer Information Technology, LLC (Case no. 09-12106) <input type="checkbox"/> Financial Services Acceptance Corporation (Case no. 09-12107) <input type="checkbox"/> Spiegel Acceptance Corporation (Case no. 09-12108)	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property):		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ <i>(if known)</i> Filed on: _____
Name and address where notices should be sent:		
Telephone No. _____		
Name and address where payment should be sent (if different from above):		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
Telephone No. _____		
1. Amount of Claim as of Date Case Filed: \$ _____ If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or charges		5. Amount of claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commission (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, which ever is earlier -- 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan -- 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use -- 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units -- 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other -- Specify applicable paragraph of 11 U.S.C. § 507(a)(____). Amount entitled to priority: \$ _____ <i>* Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with response to cases commenced on or after the date of adjustment.</i>
2. Basis for Claim: _____ (See instruction #3a on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate: _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for Perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENT MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		
Date: _____	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.	FOR COURT USE ONLY

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district where the bankruptcy case was filed (for example, District of Minnesota), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim.

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §§ 507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS**Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity owed a debt by the debtor that arose on or before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment on a debt owed by the debtor that arose on the date of the bankruptcy filing. See 11 U.S.C. § 101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim form is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §§ 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION**Acknowledgement of Filing a Claim**

To receive acknowledgment of your filing, please enclose a stamped self-addressed envelope and a copy of this proof of claim. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website: <http://www.kccllc.net/eddiebauer>

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

Location to File Proof(s) of Claim:

**Eddie Bauer Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245**

EXHIBIT C

Bar Date Notice

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

EDDIE BAUER HOLDINGS, INC.,
et al.,¹

Debtors.

Chapter 11

Case No. 09-12099 (MFW)

Jointly Administered

**NOTICE OF ENTRY OF BAR DATE ORDER ESTABLISHING
DEADLINES FOR FILING PROOFS OF CLAIM AGAINST THE DEBTORS**

PLEASE TAKE NOTICE THAT:

The United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") has entered an order (the "**Bar Date Order**") establishing deadlines to file proofs of claim for all claims (as defined below), including claims pursuant to section 503(b)(9) (a "**503(b)(9) Claim**") of title 11 of the United States Code, 11 U.S.C. sections 101 *et seq.* (the "**Bankruptcy Code**") against the above-captioned debtors and debtors-in-possession (collectively, the "**Debtors**") that arose prior to June 17, 2009 (the "**Petition Date**").

You should not file a Proof of Claim if you do not have a claim against the Debtors. The fact that you received this Notice does not necessarily mean that you have a claim or that either the Debtors or the Bankruptcy Court believe that you have a claim.

Pursuant to the terms of the Bar Date Order, and except as otherwise provided herein, each person or entity² (including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust, or governmental unit³) that holds or asserts a claim against any of the Debtors must file a proof of claim with original signature, substantially conforming to the proof of claim form attached hereto, so that it is actually received by Kurtzman Carson Consultants LLC ("**KCC**"), the approved Bankruptcy Court claims and noticing agent in these chapter 11 cases (the "**Chapter 11 Cases**"), on or before the Bar Dates set forth below. Proofs of claim sent by first-class mail, overnight delivery or via hand-delivery must be sent/delivered to the following address:

Eddie Bauer Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

To be properly filed, a proof of claim must be filed in the bankruptcy case of the specific Debtor against which the claimant holds or asserts a claim. For example, if a claimant holds or asserts a claim against Eddie Bauer Holdings, Inc., the proof of claim must be filed against Eddie Bauer Holdings, Inc. in case number 09-12099. If a

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Eddie Bauer Holdings, Inc., a Delaware corporation (2352); Eddie Bauer, Inc., a Delaware corporation (9737); Eddie Bauer Fulfillment Services, Inc., a Delaware corporation (0882); Eddie Bauer Diversified Sales, LLC, a Delaware limited liability company (1567); Eddie Bauer Services, LLC, an Ohio limited liability company (disregarded), Eddie Bauer International Development, LLC, a Delaware limited liability company (1571); Eddie Bauer Information Technology, LLC, a Delaware limited liability company (disregarded); Financial Services Acceptance Corporation, a Delaware corporation (7532); and Spiegel Acceptance Corporation, a Delaware corporation (7253). The mailing address for Eddie Bauer Holdings, Inc. is 10401 N.E. 8th Street, Suite 500, Bellevue, WA 98004. On or about the Petition Date, Eddie Bauer of Canada, Inc. and Eddie Bauer Customer Services, Inc., affiliates of the Debtors, commenced a proceeding before the Superior Court of Justice, Commercial List, for the Judicial District of Ontario, for a plan of compromise or arrangement under the Companies' Creditors Arrangement Act.

² "Entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, 11 U.S.C. section 101 *et seq.*

³ "Governmental Unit" has the meaning given to it in section 101(27) of the Bankruptcy Code.

claimant wishes to assert a claim against more than one Debtor, separate proof of claim forms must be filed against each applicable Debtor.

Proofs of claim will be deemed timely filed only if *actually received* by KCC on or before the bar date associated with such claim. Further, KCC will not accept proofs of claim sent by facsimile, telecopy, e-mail, or other electronic submission, and such claims will not be deemed to be properly filed claims.

General Bar Date. Except as otherwise provided herein, each person or entity, holding or asserting a claim (including a 503(b)(9) Claim) against one or more of the Debtors that arose prior to the Petition Date must file a proof of claim so that it is actually received by KCC on or before **September 4, 2009 at 4:00 p.m.** (prevailing Pacific Time) (the "**General Bar Date**").

Governmental Unit Bar Date. Each governmental unit holding or asserting a claim against one or more of the Debtors that arose prior to the Petition Date must file a proof of claim so that it is actually received by KCC on or before **December 14, 2009 at 4:00 p.m.** (prevailing Pacific Time) (the "**Governmental Bar Date**," and together with the General Bar Date, the "**Bar Dates**").

Amended Schedules Bar Date. If, on or after the date on which the Debtors serve this Notice, the Debtors amend or supplement their schedules of assets and liabilities, list of equity holders, and statements of financial affairs (collectively, the "**Schedules**") (i) to reduce the undisputed, noncontingent, and liquidated amount of a claim, (ii) to change the nature or characterization of a claim or the Debtor against whom the claim is scheduled, or (iii) to add a new claim to the Schedules, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim so that the proof of claim is actually received by KCC on or before the later of (x) the General Bar Date or (y) 20 days after the claimant is served with notice of the applicable amendment or supplement to the Schedules.

Rejection Bar Date. A proof of claim relating to a Debtor's rejection of an executory contract or unexpired lease pursuant to a Court order entered prior to the applicable Debtor's plan of reorganization must be filed so that it is actually received by KCC on or before the later of (i) the General Bar Date or (ii) 15 days after the effective date of such Court order.

For purposes of the Bar Date Order and this Notice, the term "claim" means (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured as of the Petition Date.

For purposes of the Bar Date Order and this Notice, a "503(b)(9) Claim" is a claim for the value of any goods received by the Debtors within 20 days prior to the Petition Date in which the goods have been sold to the Debtors in the ordinary course of the Debtors' business.

The following persons and entities need NOT file a proof of claim:

- a) any person or entity that has already properly filed a proof of claim against the correct Debtor(s) with either KCC or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- b) any person or entity (i) whose claim is listed in the Debtors' schedules of assets and liabilities, list of equity holders, and statements of financial affairs (collectively, the "**Schedules**") or any amendments thereto, *and* (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," and (iii) who does not dispute the amount or characterization of its claim (including that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules) as set forth in the Schedules;

- c) professionals retained by the Debtors or the Committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331 and 503(b) of the Bankruptcy Code;
- d) any person or entity that asserts an administrative expense claim against the Debtors pursuant to section 503(b) of the Bankruptcy Code; *provided, however*, that, any person or entity that has a claim under section 503(b)(9) of the Bankruptcy Code on account of prepetition goods received by the Debtors within twenty days of the Petition Date must file a Proof of Claim on or before the General Bar Date;
- e) current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers' or directors' prepetition or post-petition services to the Debtors;
- f) any Debtor asserting a claim against another Debtor;
- g) any wholly-owned non-debtor subsidiary of a Debtor asserting a claim against a Debtor; and
- h) any person or entity whose claim against the Debtors has been allowed by an order of the Court, entered on or before the Bar Dates; and
- i) any person or entity holding the public debt securities of any Debtor, to the extent that the claims are based exclusively upon principal, interest and other applicable fees and charges arising under those public debt securities, provided that individual holders of public debt securities must file a proof of claim by the applicable Bar Date if they wish to assert a claim related to the public debt securities other than for principal, interest and other applicable fees and charges; *provided, however*, that this exclusion does not apply to the indenture trustee or designated agent under any of such debt instruments, who must file a proof of claim on or before the applicable Bar Date against any Debtor who is the primary obligor under such public debt securities, which will be deemed to apply with equal force against any Debtor who is a guarantor of such public debt securities without the need for the filing of a duplicate proof of claim against the guarantor.

Any person or entity (including, without limitation, any individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit) holding an interest in the Debtors (an "**Interest Holder**"), which interest is based exclusively upon the ownership of common or preferred stock in the corporation or warrants or rights to purchase, sell or subscribe to such a security (any such security being referred to in this Notice as an "**Interest**"), need not file a proof of interest on or before the General Bar Date; *provided, however*, that Interest Holders who wish to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of such Interest, must file proofs of claim on or before the General Bar Date (or, in the case of a governmental unit, the Governmental Bar Date), unless another exception identified in the Bar Date Order applies.

Any person or entity (including, without limitation, any individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit) that is required to file a timely proof of claim in the form and manner specified by the Bar Date Order and this Notice and that fails to do so on or before the bar date associated with such claim (or other applicable date as may be fixed by the Court), (i) shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors or thereafter filing a Proof of Claim with respect thereto in these chapter 11 cases; (ii) shall not, with respect to such claim, be treated as a creditor of the Debtors for the purposes of voting upon any plan of reorganization in these proceedings; and (iii) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim.

The Debtors reserve the right to (a) dispute, or to assert offsets or defenses against, any claim filed or any claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; and (b)

subsequently designate any claim as disputed, contingent, or unliquidated. Nothing contained in this Notice shall preclude the Debtors from objecting to any filed claim on any grounds.

Acts or omissions of the Debtors, if any, that occurred prior to the Petition Date, including acts or omissions related to any indemnity agreements, guarantees, or services provided to or rendered by the Debtors, may give rise to claims against the Debtors notwithstanding the fact that such claims (or any injuries on which they are based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds or asserts a claim or a potential claim against the Debtors, no matter how remote or contingent, must file a proof of claim on or before the General Bar Date.

You may be listed as the holder of a claim against the Debtors in the Schedules. If you hold or assert a claim that is not listed in the Schedules or if you disagree with the amount or priority of your claim as listed in the Schedules, or your claim is listed in the Schedules as "contingent," "unliquidated," or "disputed," you must file a proof of claim. Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801. In addition, copies of the Debtors' Schedules and Bar Date Order may be obtained for a charge through Delaware Document Retrieval, 2 East 7th Street, 2nd Floor, Wilmington, Delaware 19801; or viewed and downloaded free of charge on KCC's dedicated website for the Debtors' Chapter 11 Cases (www.kcccllc.net/eddiebauer); or viewed and downloaded for a fee at the Bankruptcy Court's website (<http://www.deb.uscourts.gov/>) by following the directions for accessing the ECF system on such website. Information relating to the Chapter 11 Cases, including all documents referenced in this notice, can be viewed at www.kcccllc.net/eddiebauer.

Questions concerning the contents of this Bar Date Notice and requests for proofs of claim should be directed to KCC at 1-866-967-1781. Please note that KCC's staff is not permitted to give legal advice. You should consult your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a proof of claim.

Dated: Wilmington, Delaware
July __, 2009

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ATTORNEYS FOR DEBTORS
AND DEBTORS-IN-POSSESSION

EXHIBIT D

Publication Notice

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

EDDIE BAUER HOLDINGS, INC.,
et al.,¹

Debtors.

Chapter 11

Case No. 09-12099 (MFW)

Jointly Administered

**NOTICE OF ENTRY OF BAR DATE ORDER ESTABLISHING
DEADLINES FOR FILING PROOFS OF CLAIM AGAINST THE DEBTORS**

PLEASE TAKE NOTICE THAT:

The United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") has entered an order (the "**Bar Date Order**") establishing deadlines to file proofs of claim for all claims (as defined below), including claims pursuant to section 503(b)(9) (a "**503(b)(9) Claim**") of title 11 of the United States Code, 11 U.S.C. sections 101 *et seq.* (the "**Bankruptcy Code**") against the above-captioned debtors and debtors-in-possession (collectively, the "**Debtors**") that arose prior to June 17, 2009 (the "**Petition Date**").

You should not file a Proof of Claim if you do not have a claim against the Debtors. The fact that you received this Notice does not necessarily mean that you have a claim or that either the Debtors or the Bankruptcy Court believe that you have a claim.

Pursuant to the terms of the Bar Date Order, and except as otherwise provided herein, each person or entity² (including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust, or governmental unit³) that holds or asserts a claim against any of the Debtors must file a proof of claim with original signature, substantially conforming to the proof of claim form attached hereto, so that it is actually received by Kurtzman Carson Consultants LLC ("**KCC**"), the approved Bankruptcy Court claims and noticing agent in these chapter 11 cases (the "**Chapter 11 Cases**"), on or before the Bar Dates set forth below. Proofs of claim sent by first-class mail, overnight delivery or via hand-delivery must be sent/delivered to the following address:

Eddie Bauer Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

To be properly filed, a proof of claim must be filed in the bankruptcy case of the specific Debtor against which the claimant holds or asserts a claim. For example, if a claimant holds or asserts a claim against Eddie Bauer Holdings, Inc., the proof of claim must be filed against Eddie Bauer Holdings, Inc. in case number 09-12099. If a

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Eddie Bauer Holdings, Inc., a Delaware corporation (2352); Eddie Bauer, Inc., a Delaware corporation (9737); Eddie Bauer Fulfillment Services, Inc., a Delaware corporation (0882); Eddie Bauer Diversified Sales, LLC, a Delaware limited liability company (1567); Eddie Bauer Services, LLC, an Ohio limited liability company (disregarded), Eddie Bauer International Development, LLC, a Delaware limited liability company (1571); Eddie Bauer Information Technology, LLC, a Delaware limited liability company (disregarded); Financial Services Acceptance Corporation, a Delaware corporation (7532); and Spiegel Acceptance Corporation, a Delaware corporation (7253). The mailing address for Eddie Bauer Holdings, Inc. is 10401 N.E. 8th Street, Suite 500, Bellevue, WA 98004. On or about the Petition Date, Eddie Bauer of Canada, Inc. and Eddie Bauer Customer Services, Inc., affiliates of the Debtors, commenced a proceeding before the Superior Court of Justice, Commercial List, for the Judicial District of Ontario, for a plan of compromise or arrangement under the Companies' Creditors Arrangement Act.

² "Entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, 11 U.S.C. section 101 *et seq.*

³ "Governmental Unit" has the meaning given to it in section 101(27) of the Bankruptcy Code.

claimant wishes to assert a claim against more than one Debtor, separate proof of claim forms must be filed against each applicable Debtor.

Proofs of claim will be deemed timely filed only if *actually received* by KCC on or before the bar date associated with such claim. Further, KCC will not accept proofs of claim sent by facsimile, telecopy, e-mail, or other electronic submission, and such claims will not be deemed to be properly filed claims.

General Bar Date. Except as otherwise provided herein, each person or entity, holding or asserting a claim (including a 503(b)(9) Claim) against one or more of the Debtors that arose prior to the Petition Date must file a proof of claim so that it is actually received by KCC on or before **September 4, 2009 at 4:00 p.m.** (prevailing Pacific Time) (the "**General Bar Date**").

Governmental Unit Bar Date. Each governmental unit holding or asserting a claim against one or more of the Debtors that arose prior to the Petition Date must file a proof of claim so that it is actually received by KCC on or before **December 14, 2009 at 4:00 p.m.** (prevailing Pacific Time) (the "**Governmental Bar Date**," and together with the General Bar Date, the "**Bar Dates**").

Amended Schedules Bar Date. If, on or after the date on which the Debtors serve this Notice, the Debtors amend or supplement their schedules of assets and liabilities, list of equity holders, and statements of financial affairs (collectively, the "**Schedules**") (i) to reduce the undisputed, noncontingent, and liquidated amount of a claim, (ii) to change the nature or characterization of a claim or the Debtor against whom the claim is scheduled, or (iii) to add a new claim to the Schedules, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim so that the proof of claim is actually received by KCC on or before the later of (x) the General Bar Date or (y) 20 days after the claimant is served with notice of the applicable amendment or supplement to the Schedules.

Rejection Bar Date. A proof of claim relating to a Debtor's rejection of an executory contract or unexpired lease pursuant to a Court order entered prior to the applicable Debtor's plan of reorganization must be filed so that it is actually received by KCC on or before the later of (i) the General Bar Date or (ii) 15 days after the effective date of such Court order.

For purposes of the Bar Date Order and this Notice, the term "claim" means (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured as of the Petition Date.

For purposes of the Bar Date Order and this Notice, a "503(b)(9) Claim" is a claim for the value of any goods received by the Debtors within 20 days prior to the Petition Date in which the goods have been sold to the Debtors in the ordinary course of the Debtors' business.

The following persons and entities need NOT file a proof of claim:

- a) any person or entity that has already properly filed a proof of claim against the correct Debtor(s) with either KCC or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- b) any person or entity (i) whose claim is listed in the Debtors' schedules of assets and liabilities, list of equity holders, and statements of financial affairs (collectively, the "**Schedules**") or any amendments thereto, *and* (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," and (iii) who does not dispute the amount or characterization of its claim (including that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules) as set forth in the Schedules;

- c) professionals retained by the Debtors or the Committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331 and 503(b) of the Bankruptcy Code;
- d) any person or entity that asserts an administrative expense claim against the Debtors pursuant to section 503(b) of the Bankruptcy Code; *provided, however*, that, any person or entity that has a claim under section 503(b)(9) of the Bankruptcy Code on account of prepetition goods received by the Debtors within twenty days of the Petition Date must file a Proof of Claim on or before the General Bar Date;
- e) current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers' or directors' prepetition or post-petition services to the Debtors;
- f) any Debtor asserting a claim against another Debtor;
- g) any wholly-owned non-debtor subsidiary of a Debtor asserting a claim against a Debtor; and
- h) any person or entity whose claim against the Debtors has been allowed by an order of the Court, entered on or before the Bar Dates; and
- i) any person or entity holding the public debt securities of any Debtor, to the extent that the claims are based exclusively upon principal, interest and other applicable fees and charges arising under those public debt securities, provided that individual holders of public debt securities must file a proof of claim by the applicable Bar Date if they wish to assert a claim related to the public debt securities other than for principal, interest and other applicable fees and charges; provided, however, that this exclusion does not apply to the indenture trustee or designated agent under any of such debt instruments, who must file a proof of claim on or before the applicable Bar Date against any Debtor who is the primary obligor under such public debt securities, which will be deemed to apply with equal force against any Debtor who is a guarantor of such public debt securities without the need for the filing of a duplicate proof of claim against the guarantor.

Any person or entity (including, without limitation, any individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit) holding an interest in the Debtors (an "**Interest Holder**"), which interest is based exclusively upon the ownership of common or preferred stock in the corporation or warrants or rights to purchase, sell or subscribe to such a security (any such security being referred to in this Notice as an "**Interest**"), need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders who wish to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of such Interest, must file proofs of claim on or before the General Bar Date (or, in the case of a governmental unit, the Governmental Bar Date), unless another exception identified in the Bar Date Order applies.

Any person or entity (including, without limitation, any individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit) that is required to file a timely proof of claim in the form and manner specified by the Bar Date Order and this Notice and that fails to do so on or before the bar date associated with such claim (or other applicable date as may be fixed by the Court), (i) shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors or thereafter filing a Proof of Claim with respect thereto in these chapter 11 cases; (ii) shall not, with respect to such claim, be treated as a creditor of the Debtors for the purposes of voting upon any plan of reorganization in these proceedings; and (iii) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim.

The Debtors reserve the right to (a) dispute, or to assert offsets or defenses against, any claim filed or any claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; and (b) subsequently designate any claim as disputed, contingent, or unliquidated. Nothing contained in this Notice shall preclude the Debtors from objecting to any filed claim on any grounds.

Acts or omissions of the Debtors, if any, that occurred prior to the Petition Date, including acts or omissions related to any indemnity agreements, guarantees, or services provided to or rendered by the Debtors, may give rise to claims against the Debtors notwithstanding the fact that such claims (or any injuries on which they are based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds or asserts a claim or a potential claim against the Debtors, no matter how remote or contingent, must file a proof of claim on or before the General Bar Date.

You may be listed as the holder of a claim against the Debtors in the Schedules. If you hold or assert a claim that is not listed in the Schedules or if you disagree with the amount or priority of your claim as listed in the Schedules, or your claim is listed in the Schedules as "contingent," "unliquidated," or "disputed," you must file a proof of claim. Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801. In addition, copies of the Debtors' Schedules and Bar Date Order may be obtained for a charge through Delaware Document Retrieval, 2 East 7th Street, 2nd Floor, Wilmington, Delaware 19801; or viewed and downloaded free of charge on KCC's dedicated website for the Debtors' Chapter 11 Cases (www.kccllc.net/eddiebauer); or viewed and downloaded for a fee at the Bankruptcy Court's website (<http://www.deb.uscourts.gov/>) by following the directions for accessing the ECF system on such website. Information relating to the Chapter 11 Cases, including all documents referenced in this notice, can be viewed at www.kcclcc.net/eddiebauer.

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Dated: Wilmington, Delaware
July __, 2009

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