

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

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In re:	)	Chapter 11
	)	
EBHI Holdings, Inc., <u>et al.</u> , <sup>1</sup>	)	Case No. 09-12099 (MFW)
	)	
Debtors.	)	Jointly Administered
	)	
	)	Docket Ref. No. 556

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**ORDER, PURSUANT TO SECTIONS 105, 363 AND 365 OF THE BANKRUPTCY  
CODE AND BANKRUPTCY RULES 2002, 6004 AND 6006 APPROVING  
THE REJECTION OF UNEXPIRED EXECUTORY CONTRACTS**

Pursuant to the Order (A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (C) Establishing Rejection Procedures and Guidelines for Conducting Store Closing Sales; and (D) Extending the Deadline to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to 11 U.S.C. §§ 365(d)(4) [Docket No. 508] (the "*Sale Order*"); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Debtors<sup>2</sup> having properly filed and served a Rejection Notice in accordance with the terms of the Sale Order in respect of the Contracts; and no timely objections

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: EBHI Holdings, Inc. f/k/a Eddie Bauer Holdings, Inc., a Delaware corporation (2352); Amargosa, Inc. f/k/a Eddie Bauer, Inc., a Delaware corporation (9737); Gobi Fulfillment Services, Inc. f/k/a Eddie Bauer Fulfillment Services, Inc., a Delaware corporation (0882); Arabian Diversified Sales, LLC f/k/a Eddie Bauer Diversified Sales, LLC, a Delaware limited liability company (1567); Gibson Services, LLC f/k/a Eddie Bauer Services, LLC, an Ohio limited liability company (disregarded); Karakum International Development, LLC f/k/a Eddie Bauer International Development, LLC, a Delaware limited liability company (1571); Simpson Information Technology, LLC f/k/a Eddie Bauer Information Technology, LLC, a Delaware limited liability company (disregarded); Sandy Financial Services Acceptance Corporation f/k/a Financial Services Acceptance Corporation, a Delaware corporation (7532); and Sonoran Acceptance Corporation f/k/a Spiegel Acceptance Corporation, a Delaware corporation (7253). The mailing address for EBHI Holdings, Inc. is 10401 N.E. 8th Street, Suite 500, Bellevue, WA 98004.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Sale Order.



having been filed to the rejection of such Contracts; and due and proper notice of the Sale Order and Rejection Notice having been provided, and it appearing that no other notice need be provided; and after due deliberation and sufficient cause appearing therefor,

NOW, IT IS HEREBY ORDERED THAT:

1. The rejection of the Contracts attached to the Rejection Notice as Exhibit 1 is hereby approved.
2. Any claims against the Debtors arising from the rejection of Contracts herein must be filed in accordance with the procedures for filing of proofs of claim as set forth in the Sale Order on or before the later of (i) the date that is 30 days after the effective date of rejection of the Contracts, or (ii) September 21, 2009, the bar date established by this Court for filing proofs of claim against the Debtors. If a Contract counterparty does not properly and timely file such proof of claim, the Contract counterparty shall be forever barred from asserting any claims for such rejection damages.
3. The Debtors are authorized to take any action necessary to implement the terms of this Order and the rejection without further order from this Court.
4. The rejection of the Contracts shall be effective as of August 14, 2009.
5. If the Debtors have deposited monies with a Contract counterparty pursuant to a deposit or otherwise, the counterparty holding such monies may not set-off or recoup or otherwise use such monies without prior approval of the Court (unless otherwise consented to in writing by the Debtors).

6. This Court shall retain exclusive jurisdiction to resolve any dispute arising from or related to this Order.

Dated: August 19, 2009  
Wilmington, Delaware

  
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THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE