

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

EBHI Holdings, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 09-12099 (MFW)

Jointly Administered

Ref. Docket No. 677

**ORDER GRANTING FIRST AND FINAL APPLICATION OF
PETER J. SOLOMON COMPANY AS INVESTMENT BANKER AND
FINANCIAL ADVISOR TO THE DEBTORS FOR INTERIM
AND FINAL ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD FROM JUNE 17, 2009 THROUGH JULY 31, 2009**

Peter J. Solomon Company ("PJSC"), as financial advisor and investment banker to the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), having filed an application (the "Application") seeking interim and final approval and allowance of compensation for services rendered and reimbursement of actual, reasonable and necessary out-of-pocket expenses from June 17, 2009 through July 31, 2009 (the "Application Period"); and this Court having reviewed the Application and the First Supplemental Declaration of Bradley I. Dietz filed in support of the Application [Docket No. 725] and having found that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) the Application complies with the applicable provisions of the Bankruptcy

¹ 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.



098209909092100000000043

Code,² the Bankruptcy Rules, the Local Rules, the Administrative Order, and the Retention Order; (c) notice of the Application, and any hearing on the Application, was adequate under the circumstances; and (d) all persons required to be heard have been afforded the opportunity to be heard on the Application; and after due deliberation, and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is hereby approved in its entirety.
2. There shall be allowed to PJSC, on an interim and final basis for the Application Period: (i) compensation for its professional services rendered as investment banker and financial advisor to the Debtors in the amount of \$2,950,000.00, and (ii) reimbursement of actual, reasonable and necessary expenses in the amount of \$66,133.13 plus additional amounts owed up to \$25,000 for legal fees incurred by PJSC in connection with Application; provided, that with respect to such additional amounts for legal fees, PJSC shall serve upon the Debtors and the United States Trustee (the "UST") invoice(s) of PJSC's legal counsel. If the UST and the Debtors do not dispute payment thereof within 10 days from receipt of such invoice(s), the Debtors shall be authorized and directed to pay such invoices in full. To the extent any portion of the invoice(s) are disputed, the Debtors shall promptly pay the undisputed portion, and if the disputes are consensually resolved, the Debtors shall promptly pay such resolved amounts. To the extent any disputes are not otherwise resolved within a reasonable period of time, the Debtors shall schedule a hearing before this Court to resolve such dispute.

² Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Application.

3. Subject to the proviso in paragraph 2 hereof, the Debtors are hereby authorized and directed to pay to PJSC the foregoing amount of fees and expenses allowed under this Order to the extent not already paid.

4. PJSC is hereby authorized to apply the remaining prepetition retainer amount of \$245,441.60 against the final allowance of compensation awarded.

5. Any and all payments heretofore made to PJSC in respect of PJSC's fees and expenses accrued during the pendency of these chapter 11 cases are hereby approved, ratified and confirmed.

6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Wilmington, Delaware

Sept. 21, 2009



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE