

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

EBHI HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 09-12099 (MFW)

Jointly Administered

Hearing Date: May 10, 2010 at 9:30 a.m. (ET)

Objection Deadline: May 3, 2010 at 4:00 p.m. (ET)

**LIQUIDATING TRUSTEE'S ELEVENTH OMNIBUS (NON-SUBSTANTIVE)  
OBJECTION TO CLAIMS PURSUANT TO § 502(b) OF THE BANKRUPTCY CODE,  
BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1**

Larry Waslow, the liquidating trustee (the "**Liquidating Trustee**") for the liquidating trust established pursuant to the Order Confirming the First Amended Joint Plan of Liquidation of EBHI Holdings, Inc., *et al.* hereby files this omnibus objection (the "**Objection**") to certain claims (the "**Disputed Claims**") filed against EBHI Holdings, Inc. and its affiliated debtors (collectively, the "**Debtors**") attached as Exhibits A and B to the proposed form of order (the "**Proposed Order**") attached hereto as Exhibit II, pursuant to § 502(b) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "**Bankruptcy Code**"), Rules 3003 and 3007 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**"), and respectfully request entry of an order in

<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., a Delaware corporation (2352); Amargosa, Inc., a Delaware corporation (9737); Gobi Fulfillment Services, Inc., a Delaware corporation (0882); Arabian Diversified Sales, LLC, a Delaware limited liability company (1567); Gibson Services, LLC, an Ohio limited liability company (disregarded); Karalcum International Development, LLC, a Delaware limited liability company (1571); Simpson Information Technology, LLC, a Delaware limited liability company (disregarded); Sandy Financial Services Acceptance Corporation, a Delaware corporation (7532); and Sonoran Acceptance Corporation, a Delaware corporation (7253). The mailing address for the Liquidating Trustee is P.O. Box 219, Perkiomenville, PA 18074. On or about the Petition Date, Tenere of Canada, Inc. and Yuma 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.



substantially the same form as the Proposed Order filed concurrently herewith. The Disputed Claims set forth on the attached exhibits consist of claims that were amended and superseded or duplicative of other filed claims. In support of this Objection, the Liquidating Trustee relies on the *Declaration of Kelly E. Green in Support of the Liquidating Trustee's Eleventh Omnibus (Non-Substantive) Objection to Claims Pursuant to § 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1*, attached hereto as Exhibit I. In further support of this Objection, the Liquidating Trustee, by and through his undersigned counsel, respectfully represent:

### **JURISDICTION**

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

2. The statutory and legal predicates for the relief sought herein are § 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007 and Local Rule 3007-1.

### **BACKGROUND**

3. On June 17, 2009 (the "**Petition Date**"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the "**Chapter 11 Cases**"). The events leading up to the Petition Date are more fully set forth in the First Day Declaration of Marvin Edward Toland [Docket No. 2] (the "**Toland Declaration**"), also filed on June 17, 2009.

4. On June 25, 2009, the Office of the United States Trustee appointed an official committee of unsecured creditors (the "**Committee**") in the Chapter 11 Cases [Docket No. 143].

5. Simultaneously with the commencement of these Chapter 11 Cases, Debtors' two Canadian affiliates – Eddie Bauer of Canada, Inc. and Eddie Bauer Customer Services, Inc. (the “**Canadian Debtor Affiliates**”) – sought recognition of 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 Debtors' U.S. operations, as well as the role that the Canadian Debtor Affiliates play in Debtors' overall prepetition debt structure, these Chapter 11 Cases will function as the main proceedings with respect to the Canadian Debtor Affiliates.

6. By order entered June 30, 2009 (the “**Sale Procedures Order**”) this Court approved the sale procedures for a sale of all or a portion of the Debtors' assets [Docket No. 222]. In accordance with the Sale Procedures Order, a hearing to approve the Debtors' proposed sale of their assets was held on July 22, 2009. At the conclusion of that hearing, the Court entered an order approving the sale of substantially all of Debtors' assets to Everest Holdings LLC (the “**Buyer**”) [Docket No. 508], and the sale closed on August 3, 2009 (the “**Asset Sale**”).

7. On January 26, 2010, the Debtors filed the *First Amended Joint Plan of Liquidation of EBHI Holdings, Inc., et al.* (the “**Plan**”) [Docket No. 1269] and accompanying disclosure statement (the “**Disclosure Statement**”) [Docket No. 1270]. By Order dated January 29, 2010 [Docket No. 1289], the Court approved the Disclosure Statement and certain solicitation procedures.

8. On March 18, 2010, this Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming First Amended Joint Plan of Liquidation of EBHI Holdings, Inc., et al.* [Docket No. 1450]. The Effective Date (as that term is defined in the Plan) of the Plan occurred on April 6, 2010 [Docket No. 1498]. As set forth in the Plan, on the Effective Date the Debtors and Larry Waslow executed the Liquidating Trust Agreement, attached as Exhibit 3 to the Plan, pursuant to which the Liquidating Trust was established and substantially all of the Debtors' remaining Assets (as defined in the Plan) were transferred to the Liquidating Trust. As set forth in the Liquidating Trust Agreement and the Plan, Larry Waslow is the Liquidating Trustee for the Liquidating Trust.

#### **BAR DATES AND PROOFS OF CLAIM**

9. On July 20, 2009, this Court entered an order appointing Kurtzman Carson Consultants LLC ("**KCC**") as claims, noticing and balloting agent in these chapter 11 cases [D.I. 470]. KCC is authorized to maintain (i) all proofs of claim filed against the Debtors and (ii) an official claims register by docketing all proofs of claim in a claims database containing, inter alia, information regarding the name and address of each claimant, the date the proof of claim was received by KCC, the claim number assigned to the proof of claim, and the asserted amount and classification of the claim.

10. On July 20, 2009, this Court entered an order (the "**General Bar Date Order**") establishing September 21, 2009 at 4:00 p.m. (ET) (the "**General Bar Date**") as the final date and time for filing proofs of claim against the Debtors' estates arising prior to the Petition Date (the "**Claims**"), and approving the form and manner of notice of the General Bar Date [D.I. 470]. Pursuant to the General Bar Date Order, governmental entities were required to file proofs of claim on or before December 14, 2009 at 4:00 p.m. (ET).

11. Pursuant to the Bar Date Orders, actual notice of the Bar Dates was sent to all parties entitled to notice under Local Rule 2002, all known creditors and all known holders of the Debtors' equity securities as reflected in the Debtors' books and records, as well as United States state escheat or unclaimed property offices. In addition, notice of the Bar Dates was published in the national edition of the *USA Today*. An affidavit of publication confirming such actual and publication notice of the Bar Dates has been filed with this Court [D.I. 565].

12. Approximately 1300 proofs of claim have been filed in these chapter 11 cases.

### **RELIEF REQUESTED**

#### **A. Amended Claims**

13. The Disputed Claims included on Exhibit A are those claims that have been amended and superseded by subsequently-filed proofs of claim identified under the column titled "Remaining Claim Number" on Exhibit A to the Proposed Order (the "**Amended Claims**"). The Amended Claims, thus, no longer represent valid claims against the Debtors' estates. Failure to disallow the Amended Claims will result in the applicable claimants receiving an unwarranted double recovery against the Debtors' estates, to the detriment of other unsecured creditors in this case.

14. Therefore, the Liquidating Trustee objects to the allowance of each of the Amended Claims included on Exhibit A and requests that such Amended Claims under the column heading "Amended Claim to be Disallowed" be disallowed. If the Liquidating Trustee's objection to the Amended Claims is sustained, the claims listed under the column heading "Remaining Claim Number" will remain on the claims register, subject to the Liquidating Trustee's rights to object on any grounds that bankruptcy or nonbankruptcy law permits.

Therefore, any claimant holding an Amended Claim will suffer no prejudice by having the Amended Claim disallowed.

**B. Duplicate Claim**

15. With respect to the Disputed Claim listed on Exhibit B, it appears that the claimant erroneously filed the same proof of claim in the same amount against the same Debtor more than once (the “**Duplicate Claim**”). The Liquidating Trust should not be required to pay twice on the same obligation. Moreover, the elimination of redundant claims will enable KCC to maintain a claims register that more accurately reflects the claims asserted against the Debtors.

16. Therefore, the Liquidating Trustee objects to the allowance of the Duplicate Claim included on Exhibit B and requests that such Duplicate Claim under the column heading “Duplicate Claim to be Disallowed” be disallowed. If the Debtors’ objection to the Duplicate Claim is sustained, the claim listed under the column heading “Remaining Claim Number” will remain on the claims register, subject to the Liquidating Trustee’s rights to object on any grounds that bankruptcy or nonbankruptcy law permits. Therefore, any claimant holding a Duplicate Claim will suffer no prejudice by having the Duplicate Claim disallowed.

**APPLICABLE AUTHORITY**

17. Section 502(b) of the Bankruptcy Code provides in pertinent part that:

the court, after notice and a hearing, shall determine the amount of [a] claim in lawful currency of the United States as of the date of the filing of the petition, and shall allow such claim in such amount, except to the extent that . . . such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law for a reason other than because such claim is contingent or unmatured.

11 U.S. C. § 502(b)(1).

18. The Disputed Claims noted above are unenforceable against the Liquidating Trust because they are amended and superseded or duplicate claims. Therefore,

pursuant to §§ 502(b)(1) and 502(b)(9) of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rule 3007-1, the Court should disallow each Amended Claim and Duplicate Claim.

### **RESPONSES TO THE OBJECTION**

19. **Filing and Service of Responses:** To contest the Objection, a claimant must file and serve a written response to the Objection (a “**Response**”) so that it is actually received by the Clerk of the Bankruptcy Court no later than 4:00 p.m. (ET) on May 3, 2010. Claimants should locate their names and claims in this Objection, and read the Proposed Order and the exhibits attached to this Objection carefully. A Response must address each ground upon which the Liquidating Trustee objects to a particular claim. A hearing to consider the Liquidating Trustee’s Objection shall be held on May 10, 2010 at 9:30 a.m. (ET), before the Honorable Mary F. Walrath, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom No. 4, Wilmington, Delaware 19801 (the “**Hearing**”).

20. Every Response shall be filed and served upon the following entities at the following addresses: (i) Office of the Clerk of the United States Bankruptcy Court and (ii) Young Conaway Stargatt & Taylor, LLP, Attn: Kara Hammond Coyle, Esq., The Brandywine Building, 1000 West Street, 17<sup>th</sup> Floor, P.O. Box 391, Wilmington, Delaware 19899.

21. **Content of Responses:** Every Response to the Objection must contain, at a minimum, the following:

- (a) a caption setting forth the name of the Bankruptcy Court, the above-referenced case number and the title of the Objection to which the Response is directed; the name of the claimant and description of the basis for the amount of the claim;
- (b) a concise statement setting forth the reasons why a particular claim should not be disallowed for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases

upon which the claimant will rely in opposing the Objection at the Hearing;

- (c) all documentation or other evidence of the claim in question, to the extent not already included with the claimant's proof of claim, upon which the claimant will rely in opposing the Objection at the Hearing;
- (d) the name, address, telephone number, and fax number of the person(s) (which may be the claimant or a legal representative thereof) possessing ultimate authority to reconcile, settle, or otherwise resolve the claim on behalf of the claimant; and
- (e) the name, address, telephone number, and fax number of the person(s) (which may be the claimant or a legal representative thereof) to whom the Liquidating Trustee should serve any reply to the Response.

22. Service Address: If a Response contains an address for the claimant different from that stated on the claim, the address in the Response shall constitute the service address for future service of papers upon the claimant with respect to the Objection unless or until counsel for the Liquidating Trustee receives written notice from the claimant or the claimant's counsel of a changed service address.

23. Timely Response Required; Hearing; Replies: If a Response is properly and timely filed and served in accordance with the above procedures, the Liquidating Trustee will endeavor to reach a consensual resolution with the claimant. If no consensual resolution is reached, the Court will conduct a hearing with respect to the Objection and the Response on May 10, 2010 at 9:30 a.m. (ET), or such other date and time as parties filing responses may be notified. Only those Responses made in writing and timely filed and received will be considered by the Court at any such hearing. The Liquidating Trustee reserves the right to adjourn the hearing with respect to a specific objection set forth herein and any Response thereto.

24. If a claimant whose claim is subject to the Objection, and who is served with the Objection, fails to file and serve a timely Response in compliance with the foregoing



procedures, the Liquidating Trustee will present to the Court an appropriate order disallowing the Disputed Claim without further notice to the claimant.

25. The Liquidating Trustee may, at his option, file and serve a reply to a claimant's Response no later than three days prior to any hearing on the Objection. This Objection shall constitute a request to the Court for leave to file such reply.

### **RESERVATION OF RIGHTS**

26. The Liquidating Trustee expressly reserves the right to amend, modify or supplement this Objection and to file additional objections to any proofs of claim filed in these chapter 11 cases including, without limitation, objections as to the liability, amount or priority of any claims listed on Exhibits A and B to the Proposed Order. Should one or more of the grounds for this Objection be dismissed or overruled, the Liquidating Trustee reserves the right to object to any Disputed Claim listed on Exhibits A and B on any other ground.

### **STATEMENT OF COMPLIANCE WITH LOCAL BANKRUPTCY RULE 3007-1**

27. The undersigned representative of Young Conaway Stargatt & Taylor, LLP certifies that she has reviewed the requirements of Local Rule 3007-1 and that the Objection substantially complies with that Local Rule. To the extent that the Objection does not comply in all respects with the requirements of Local Rule 3007-1, Young Conaway Stargatt & Taylor, LLP believes such deviations are not material and respectfully requests that any such requirement be waived.

### **NOTICE**

28. The Liquidating Trustee has provided notice of this Objection to (i) the United States Trustee for the District of Delaware; (ii) Counsel to the Debtors' postpetition

Lenders; (iii) all parties entitled to receive notice under Del. Bankr. LR 2002-1(b); and (iv) each of the claimants identified on Exhibits A and B to the Proposed Order.

**CONCLUSION**

WHEREFORE, the Liquidating Trustee respectfully requests that the Court enter an order substantially in the form attached hereto: (a) granting the relief requested herein; and (b) granting to the Liquidating Trustee such other and further relief as the Court may deem just and proper.

Dated: April 9, 2010  
Wilmington, Delaware

Respectfully submitted,



Michael R. Nestor (No. 3526)  
Kara Hammond Coyle (No. 4410)  
Morgan L. Seward (No. 5388)  
YOUNG CONAWAY STARGATT & TAYLOR, LLP  
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-and-

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Josef S. Athanas  
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ATTORNEYS FOR THE LIQUIDATING TRUSTEE  
OF THE EBHI LIQUIDATING TRUST

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

EBHI HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 09-12099 (MFW)

Jointly Administered

Hearing Date: May 10, 2010 at 9:30 a.m. (ET)

Objection Deadline: May 3, 2010 at 4:00 p.m. (ET)

**NOTICE OF MOTION**

TO: (I) THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO THE DEBTORS' POSTPETITION LENDERS; (III) ALL PARTIES ENTITLED TO RECEIVE NOTICE UNDER DEL. BANKR. LR 2002-1(b); AND (IV) EACH OF THE CLAIMANTS TO THE PROPOSED ORDER

PLEASE TAKE NOTICE that Larry Waslow, liquidating trustee (the "**Liquidating Trustee**"), for the liquidating trust established pursuant to the Order confirming the First Amended Joint Plan of Liquidation of EBHI Holdings, Inc., *et al.* has filed the **Liquidating Trustee's Eleventh Omnibus (Non-Substantive) Objection to Claims Pursuant to § 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1** (the "**Objection**"). By the Objection, the Liquidating Trustee objects to certain proofs of claim filed in the above-referenced cases and seek to alter your rights by disallowing or modifying your claim. If you disagree with the proposed treatment of your proof of claim, you must timely file a response to the Objection.

PLEASE TAKE FURTHER NOTICE that responses to the Objection, if any, must be filed on or before **May 3, 2010 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; and served upon the undersigned counsel to the Debtors so that the response is received on or before the Objection Deadline.

<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., a Delaware corporation (2352); Amargosa, Inc., a Delaware corporation (9737); Gobi Fulfillment Services, Inc., a Delaware corporation (0882); Arabian Diversified Sales, LLC, a Delaware limited liability company (1567); Gibson Services, LLC, an Ohio limited liability company (disregarded); Karalcum International Development, LLC, a Delaware limited liability company (1571); Simpson Information Technology, LLC, a Delaware limited liability company (disregarded); Sandy Financial Services Acceptance Corporation, a Delaware corporation (7532); and Sonoran Acceptance Corporation, a Delaware corporation (7253). The mailing address for the Liquidating Trustee is P.O. Box 219, Perkiomenville, PA 18074. On or about the Petition Date, Tenere of Canada, Inc. and Yuma 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 responses to the Objection MUST, at a minimum, contain the following:


- a. a caption setting forth the name of the Bankruptcy Court, the above-referenced case number and the title of the Objection to which the Response is directed; the name of the claimant and description of the basis for the amount of the claim;
- b. a concise statement setting forth the reasons why a particular claim should not be disallowed for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the claimant will rely in opposing the Objection at the Hearing;
- c. all documentation or other evidence of the claim in question, to the extent not already included with the claimant's proof of claim, upon which the claimant will rely in opposing the Objection at the Hearing;
- d. the name, address, telephone number, and fax number of the person(s) (which may be the claimant or a legal representative thereof) possessing ultimate authority to reconcile, settle, or otherwise resolve the claim on behalf of the claimant; and
- e. the name, address, telephone number, and fax number of the person(s) (which may be the claimant or a legal representative thereof) to whom the Liquidating Trustee should serve any reply to the Response.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE OBJECTION WILL BE HELD ON **May 10, 2010 AT 9:30 A.M. (ET)** BEFORE THE HONORABLE MARY F. WALRATH IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5th FLOOR, COURTROOM NO. 4, WILMINGTON, DE 19801.

PLEASE TAKE FURTHER NOTICE THAT, IF YOU ARE A CLAIMANT AND FAIL TO TIMELY FILE AND SERVE A RESPONSE IN ACCORDANCE WITH THE ABOVE REQUIREMENTS, YOU WILL BE DEEMED TO HAVE CONCURRED WITH AND CONSENTED TO THE OBJECTION AND THE RELIEF REQUESTED THEREIN, AND THE LIQUIDATING TRUSTEE WILL PRESENT TO THE COURT WITHOUT FURTHER NOTICE TO YOU, AN APPROPRIATE ORDER SUSTAINING THE OBJECTION.

Dated: April 9, 2010  
Wilmington, Delaware

Respectfully submitted,



Michael R. Nestor (No. 3526)  
Kara Hammond Coyle (No. 4410)  
Morgan L. Seward (No. 5388)  
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ATTORNEYS FOR THE LIQUIDATING TRUSTEE  
OF THE EBHI LIQUIDATING TRUST

**EXHIBIT I**

**Declaration of Kelly E. Green**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

EBHI HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 09-12099 (MFW)

Jointly Administered

Hearing Date: May 10, 2010 at 9:30 a.m. (ET)

Objection Deadline: May 3, 2010 at 4:00 p.m. (ET)

**DECLARATION OF KELLY E. GREEN IN SUPPORT OF  
LIQUIDATING TRUSTEE'S ELEVENTH OMNIBUS (NON-SUBSTANTIVE)  
OBJECTION TO CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY  
CODE, BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1**

I, Kelly E. Green, pursuant to 28 U.S.C. § 1746, declare:

1. I am a senior director for Alvarez and Marsal Taxand, LLC, the tax advisor for Larry Waslow, the liquidating trustee (the "**Liquidating Trustee**") for the above-captioned debtors and debtors in possession (the "**Debtors**"). In this capacity, I am one of the persons responsible for overseeing the claims reconciliation and objection process for the Liquidating Trustee. I have read the Liquidating Trustee's Eleventh (Non-Substantive) Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1 (the "**Objection**"), and am directly, or by and through my

<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., a Delaware corporation (2352); Amargosa, Inc., a Delaware corporation (9737); Gobi Fulfillment Services, Inc., a Delaware corporation (0882); Arabian Diversified Sales, LLC, a Delaware limited liability company (1567); Gibson Services, LLC, an Ohio limited liability company (disregarded); Karalcum International Development, LLC, a Delaware limited liability company (1571); Simpson Information Technology, LLC, a Delaware limited liability company (disregarded); Sandy Financial Services Acceptance Corporation, a Delaware corporation (7532); and Sonoran Acceptance Corporation, a Delaware corporation (7253). The mailing address for the Liquidating Trustee is P.O. Box 219, Perkiomenville, PA 18074. On or about the Petition Date, Tenere of Canada, Inc. and Yuma 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.

personnel or agents, familiar with the information contained therein, the proposed form of order (the “**Proposed Order**”) and the exhibits attached thereto.

2. Considerable resources and time have been expended in reviewing and reconciling the proofs of claim filed or pending against the Debtors in these cases. The claims were carefully reviewed and analyzed in good faith utilizing due diligence by the appropriate personnel, including the Liquidating Trustee’s claims agent Kurtzman Carson Consultants LLC (“**KCC**”). These efforts resulted in the identification of the “Amended Claims” and “Duplicate Claims,” as defined in the Objection and identified respectively in Exhibits A and B to the Proposed Order.

3. The information contained in Exhibits A and B to the Proposed Order is true and correct to the best of my knowledge.

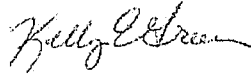
4. The Liquidating Trustee has reviewed the Debtors’ books and records and determined that the claimants asserting the claims identified in Exhibit A to the Proposed Order are claims that have been amended and superseded by subsequently-filed proofs of claims. Therefore, the Liquidating Trustee seeks to disallow in full the claims under heading “Amended Claim to be Disallowed” and the claims under heading “Remaining Claim Number” to remain on the claims register.

5. The Liquidating Trustee has reviewed the Debtors’ books and records and determined that the claim identified in Exhibit B to the Proposed Order is a duplicate claim. Accordingly, to prevent the claimant from receiving an unwarranted recovery, the Liquidating Trustee seeks to disallow in full the Duplicate Claim.



6. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on April 9, 2010



---

Kelly E. Green  
Senior Director  
Alvarez and Marsal Taxand, LLC

**EXHIBIT II**  
**Proposed Order**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

EBHI HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 09-12099 (MFW)

Jointly Administered

Ref. Docket No. \_\_\_\_\_

**ORDER SUSTAINING LIQUIDATING TRUSTEE'S ELEVENTH OMNIBUS  
(NON-SUBSTANTIVE) OBJECTION TO CLAIMS PURSUANT TO § 502(b)  
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 3003  
AND 3007, AND LOCAL RULE 3007-1**

Upon the Liquidating Trustee's Eleventh Omnibus (Non-Substantive) Objection to Claims Pursuant to § 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1 (the "**Objection**"),<sup>2</sup> and it appearing that notice of the Objection was good and sufficient upon the particular circumstances and that no other or further notice need be given; and the Court having considered the Objection, the claims listed on Exhibits A and B attached hereto, and any responses thereto; and upon the record herein; and after due deliberation thereon and good and sufficient cause appearing therefore; it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Objection is SUSTAINED.

<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., a Delaware corporation (2352); Amargosa, Inc., a Delaware corporation (9737); Gobi Fulfillment Services, Inc., a Delaware corporation (0882); Arabian Diversified Sales, LLC, a Delaware limited liability company (1567); Gibson Services, LLC, an Ohio limited liability company (disregarded); Karalcum International Development, LLC, a Delaware limited liability company (1571); Simpson Information Technology, LLC, a Delaware limited liability company (disregarded); Sandy Financial Services Acceptance Corporation, a Delaware corporation (7532); and Sonoran Acceptance Corporation, a Delaware corporation (7253). The mailing address for the Liquidating Trustee is P.O. Box 219, Perkiomenville, PA 18074. On or about the Petition Date, Tenere of Canada, Inc. and Yuma 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.

<sup>2</sup> Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Objection.

2. The Amended Claims listed on Exhibit A in the column labeled “Amended Claim to be Disallowed” are disallowed.

3. The claims whose claim numbers are set forth on Exhibit A in the column labeled “Remaining Claim Number” shall remain on the claims register in these cases, and to the extent that such claims are not subject to an objection set forth herein or subsequently filed by the Liquidating Trustee, such claims shall be allowed against the Debtors and in the case in which each such claim was filed.

4. The Duplicate Claims listed on Exhibit B in the column labeled “Duplicate Claim to be Disallowed” are disallowed.

5. The claims whose claim numbers are set forth on Exhibit B in the columns labeled “Remaining Claim Number” shall remain on the claims register in these cases, and to the extent that such claims are not otherwise amended or superseded by a proof of claim later filed by the creditor, or subject to an objection set forth herein or subsequently filed by the Liquidating Trustee, such claims shall be allowed against the Debtors and in the case in which each such claim was filed.

6. This Court shall retain jurisdiction over the Debtors and the claimants whose Disputed Claims are subject to the Objection with respect to any matters related to or arising from the Objection or the implementation of this Order.

7. The Liquidating Trustee reserves the right to amend, modify, or supplement the Objection, and to file additional objections to claims filed in these Chapter 11 Cases.

8. This Court shall retain jurisdiction over all affected parties with respect to any matters, claims or rights arising from or related to the implementation and interpretation of this Order.

Dated: Wilmington, Delaware  
May \_\_, 2010

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Mary F. Walrath  
United States Bankruptcy Judge

**EXHIBIT A**

**Exhibit A**  
**Amended Claim Objections**

Name of Claimant	Remaining Claim		Amended Claim to be Disallowed		Claim Amount	Debtor	Reason for Disallowance
	Number		Number				
City of Mercedes	1328		8		\$3,536.26	Eddie Bauer Holdings, Inc.	Amended and superseded claim.
Mercedes ISD	1329		9		\$5,666.80	Eddie Bauer Holdings, Inc.	Amended and superseded claim.
City of Westminster a Municipal Corporation	1412		124		\$18,750.00	Eddie Bauer Holdings, Inc.	Amended and superseded claim.
King County Treasury Operations	1409		171		\$164,349.63	Eddie Bauer Holdings, Inc.	Amended and superseded claim.
County of Fairfax	1290		253		\$5,739.42	Eddie Bauer Holdings, Inc.	Amended and superseded claim.
TREASURER OF ALLEN COUNTY	1413		312		\$5,209.44	Eddie Bauer, Inc.	Amended and superseded claim.
Benton County Tax Collector	1411		433		\$5,485.13	Eddie Bauer, Inc.	Amended and superseded claim.
TETON COUNTY TREASURER	1258		1225		\$346.66	Eddie Bauer, Inc.	Amended and superseded claim.
Franchise Tax Board	1396		1278		\$1,673.20	Eddie Bauer Holdings, Inc.	Amended and superseded claim.
City of Ann Arbor	1291		1289		\$1,508.77	Eddie Bauer Holdings, Inc.	Amended and superseded claim.
New York State Department of Taxation and Finance	1407		1296		\$273,936.72	Eddie Bauer, Inc.	Amended and superseded claim.
Tennessee Department of Revenue	1399		1332		\$83,837.21	Eddie Bauer, Inc.	Amended and superseded claim.
Indiana Department of Revenue	1405		1366		\$8,658.91	Eddie Bauer, Inc.	Amended and superseded claim.
State of New Jersey	1400		1373		UNLIQUIDATED	Eddie Bauer Holdings, Inc.	Amended and superseded claim.

**EXHIBIT B**



**Exhibit B**  
**Duplicate Claim Objections**

Name of Claimant	Remaining Claim Number	Duplicate Claim to be Disallowed	Claim Amount	Debtor	Reason for Disallowance
New York State Department of Taxation and Finance	1287	1294	\$7,059.00	Eddie Bauer Holdings, Inc.	Duplicate claim