

**EXHIBIT A**



**PLEASE TAKE FURTHER NOTICE** that paragraph 41 of the Confirmation Order provides as follows:

Pursuant to section 1146 of the Bankruptcy Code: (a) the issuance, transfer or exchange of any securities, instruments or documents; (b) the creation of any other Lien, mortgage, deed of trust or other security interest; (c) the making or assignment of any lease or sublease or the making or delivery of any deed or other instrument of transfer under, pursuant to, in furtherance of, or in connection with the Plan, including, without limitation, any deeds, bills of sale or assignments executed in connection with any of the transactions contemplated under the Plan or the reinvesting, transfer or sale of any real or personal property of the Debtors pursuant to, in implementation of, or as contemplated in the Plan; and (d) the issuance, renewal, modification or securing of indebtedness by such means, and the making, delivery or recording of any deed or other instrument of transfer under, in furtherance of, or in connection with, the Plan, including, without limitation, this Confirmation Order, shall not be taxed under any law imposing a stamp tax or similar tax save and except such taxes, if any, as may be applicable under the applicable laws of Canada or any province thereof. Consistent with the foregoing, each recorder of deeds or similar official for any county, city or governmental unit in which any instrument hereunder is to be recorded is hereby ordered and directed to accept such instrument without requiring the payment of any stamp tax or similar tax. Eddie Bauer Holdings, the Reorganized Debtors, the Creditor Trust Debtors, and the respective agent lenders under the Working Capital Facility and the Senior Debt Facility are authorized to serve upon all filing and recording officers a notice, substantially in the form annexed hereto as Exhibit A, in connection with the filing and recording of any instrument hereunder in accordance with the Plan, to evidence and implement the provisions of this paragraph. This Court retains jurisdiction to enforce the foregoing authorization.

**PLEASE TAKE FURTHER NOTICE** that presentation of this Notice by (i) Eddie Bauer Holdings, the Reorganized Debtors, the Creditor Trust Debtors, and the respective agent lenders under the Working Capital Facility and the Senior Debt Facility and (ii) any agent or representative of the foregoing, of any of the above-described documents constitutes a certificate by such person that such document is entitled to be filed or recorded in accordance with paragraph 41 of the Confirmation Order without payment of any recording tax, stamp tax, transfer tax, or any other similar tax imposed by the federal, state or local law.

Dated: New York, New York  
May \_\_, 2005

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HONORABLE BURTON R. LIFLAND  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT B**



business hours at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, New York, NY 10004-1408. Copies of the Confirmation Order can also be obtained from the Bankruptcy Court's website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov) or by contacting Kate Mailloux, 757 Third Ave., 3<sup>rd</sup> Floor, New York, NY 10017, (646) 282-2500, [kmailloux@bsillc.com](mailto:kmailloux@bsillc.com).

**PLEASE TAKE FURTHER NOTICE** that holders of Administrative Claims that have not been paid as of the Effective Date must file a written request for payment of Administrative Claims with the Bankruptcy Code shall be filed with the Bankruptcy Court, 1 Bowling Green, Alexander Hamilton Custom House, New York, NY 10004 and served on counsel for Eddie Bauer Holdings, Inc., Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022 (Attn: James L. Garrity, Jr., Esq.; Marc B. Hankin, Esq.) so as to be received no later than the date that is forty-five (45) days after the Effective Date of the Plan (the "Administrative Claim Bar Date"). If an Administrative Claim is not timely Filed by the Administrative Claim Bar Date, then such Administrative Claim shall be forever barred and shall not be enforceable against the Debtors, the Creditor Trust Debtors, Eddie Bauer Holdings, their successors, their assigns or their property, or the Credit Trust or the Trustees. The forgoing does not apply to (i) Professional Fee Claims, (ii) Administrative Claims arising in the ordinary course of the Debtors' business, (iii) Administrative Claims held by current or former employees of the Debtors for wages or pursuant to any Benefit Program, and (iv) any Administrative Claims asserted by any Government Unit for any tax.

**PLEASE TAKE FURTHER NOTICE** that immediately prior to the Effective Date, all executory contracts and unexpired leases of the Debtors will be deemed rejected in accordance with the provisions and requirements of sections 365 and 1123 of the Bankruptcy Code pursuant to the Plan except those executory contracts and unexpired leases that (i) have been previously rejected or assumed by Final Order of the Bankruptcy Court, (ii) are the subject of a motion to reject or assume pending on the Effective Date, (iii) are to be assumed pursuant to the SHI Settlement, and (iv) are identified on the Cure Payment Schedule. Entry of the Confirmation Order by the Bankruptcy Court constitutes approval of such assumptions, assumptions and assignments, and rejections pursuant to sections 365(a), 365(f) and 1123 of the Bankruptcy Code. The non-Debtor parties to any rejected subleases shall be responsible for taking all steps necessary to retrieve, at their expense, all personal property in, and to surrender the premises that are the subject of such leases.

**PLEASE TAKE FURTHER NOTICE** that all proofs of claim with respect to Claims arising from the rejection of executory contracts or unexpired leases, if any, must be filed with the Bankruptcy Court within thirty (30) days after the later of (i) date of entry of an order of the Bankruptcy Court approving such rejection and (ii) the effective date of such rejection; provided, however, that all proofs of claim with respect to any Claims arising from the rejection of any executory contract or unexpired lease that is initially set forth in the Cure Payment Schedule Filed by the Debtors and is subsequently withdrawn from such schedule or is otherwise rejected must be Filed within thirty (30) days after the later of the Effective Date and the date the order authorizing such rejection becomes a Final Order.

**PLEASE TAKE FURTHER NOTICE** that except as otherwise provided by a Bankruptcy Court order for a specific Professional, Professionals or entities requesting

compensation or reimbursement of expenses pursuant to sections 327, 328, 330, 331, 363, 503(b) and/or 1103 of the Bankruptcy Code for services rendered prior to the Effective Date must file with the Bankruptcy Court and serve, pursuant to the notice provisions of the Interim Compensation Order and the Bankruptcy Code, an application for final allowance of compensation and reimbursement of expenses no later than forty-five (45) days after the Effective Date. All such applications for final allowance of compensation and reimbursement of expenses will be subject to the authorization and approval of the Bankruptcy Court. Holders of Administrative Claims (including Professionals) requesting compensation or reimbursement of expenses that do not file such requests by the application bar date shall be forever barred from asserting such claims against the Debtors, the Reorganized Debtors, the Creditor Trust Debtors, Eddie Bauer Holdings, or their successors, their assigns or their property, or the Creditor Trust or the Trustees.

Dated: New York, New York  
\_\_\_\_\_, 2005

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Attorneys for the Debtors and  
Debtors in Possession

**EXHIBIT C**





the provisions thereof, the “Plan”), notice is hereby given that (a) all conditions precedent to the Effective Date of the Plan have been satisfied or waived and (b) the Effective Date is and shall be June \_\_, 2005.

**PLEASE TAKE FURTHER NOTICE** that holders of Administrative Claims that have not been paid as of the Effective Date must file a written request for payment of Administrative Claims with the Bankruptcy Code which shall be filed with the Bankruptcy Court, 1 Bowling Green, Alexander Hamilton Custom House, New York, NY 10004 and serve served on counsel for Eddie Bauer Holdings, Inc., Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022 (Attn: James L. Garrity, Jr., Esq.; Marc B. Hankin, Esq.) so as to be received no later than the date that is forty-five (45) days after the Effective Date of the Plan (the “Administrative Claim Bar Date”). If an Administrative Claim is not timely Filed by the Administrative Claim Bar Date, then such Administrative Claim shall be forever barred and shall not be enforceable against the Debtors, the Creditor Trust Debtors, Eddie Bauer Holdings, their successors, their assigns or their property, or the Credit Trust or the Trustees. The forgoing does not apply to (i) Professional Fee Claims, (ii) Administrative Claims arising in the ordinary course of the Debtors’ business, (iii) Administrative Claims held by current or former employees of the Debtors for wages or pursuant to any Benefit Program, and (iv) any Administrative Claims asserted by any Government Unit for any tax.

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Dated: New York, New York  
\_\_\_\_\_, 2005

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