



Court File No.: 09-8240-CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.

) THURSDAY, THE 23rd

JUSTICE MORAWETZ

)
) DAY OF JUNE, 2011

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
EDDIE BAUER OF CANADA, INC. AND EDDIE BAUER CUSTOMER SERVICES INC.**

ORDER

THIS MOTION, made by Tenere of Canada, Inc. (formerly Eddie Bauer of Canada, Inc.) and Yuma Customer Services Inc. (formerly Eddie Bauer Customer Services Inc.) (collectively, the "**Applicants**") for the relief set out in the Applicants' notice of motion dated June 9, 2011 (the "**Notice of Motion**"), was heard this day at 330 University Avenue, Toronto, Ontario.

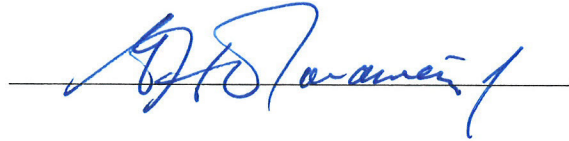
ON READING the Eleventh Report of RSM Richter Inc. dated June 13, 2011 (the "**Eleventh Report**"), in its capacity as monitor (the "**Monitor**") of the Applicants, and on hearing submissions of counsel for the Applicants and the Monitor, and on being advised that Canada Revenue Agency ("**CRA**") was served and had no objections and would not be in attendance, no one appearing for any other person on the service list, although duly served as

appears from the Affidavit of Services of Nikki Wilson and Olga Avila sworn June 10, 2011 and Deborah Murphy sworn June 13, 2011, filed.

1. **THIS COURT ORDERS** that the time for the service of the Applicants' motion record and the Eleventh Report be and is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Stay Period referred to in the Initial Order of the Honourable Mr. Justice Morawetz dated June 17, 2009, as amended and restated, be and is hereby extended until December 31, 2011, or such later date as this Court may order.
3. **THIS COURT ORDERS** that the Settlement Agreement dated May 10, 2011 between Her Majesty the Queen in Right of Canada, as represented by the Minister of National Revenue ("CRA"), and the Applicants (the "**Settlement Agreement**") be and is hereby approved.
4. **THIS COURT ORDERS** that the Monitor be and is hereby authorized and directed to distribute, from the funds of Tenere in the Monitor's possession, the following amounts:
 - (i) to CRA, the amount of \$75,000 under the Settlement Agreement;
 - (ii) to EBHI Liquidating Trust (as successor of Amargosa, Inc.) the amount of \$1,888,613.00 in full payment of its amended Proof of Claim, which amount is net of withholding taxes;
 - (iii) to EBHI Liquidating Trust the amount of \$2,531,250.00 as a distribution to the shareholder of Tenere, which amount is net of withholding taxes; and
 - (iv) to CRA the amount of \$934,773.00 as withholding taxes payable in respect of the amounts to be paid to EBHI Liquidating Trust in paragraphs 4(ii) and (iii) above.
5. **THIS COURT ORDERS** that the Monitor be and is hereby authorized to make further distributions, at such time(s) as the Monitor may deem appropriate, from the funds of

Tenere in the Monitor's possession, to EBHI Liquidating Trust as shareholder, net of appropriate withholding taxes, and to remit such withholding taxes to CRA.

6. **THIS COURT ORDERS** that the conduct and activities of the Monitor as set out and described in the Eleventh Report be and are hereby approved.



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Proceeding commenced at Toronto

ORDER

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