

THIS IS TO CERTIFY THAT THIS DOCUMENT, EACH PAGE OF WHICH IS STAMPED WITH THE SEAL OF THE SUPERIOR COURT OF JUSTICE AT TORONTO, IS A TRUE COPY OF THE DOCUMENT ON FILE IN THIS OFFICE

LA PRÉSENT ATTESTE QUE CE DOCUMENT, DONT CHACUNE DES PAGES EST REVÊTUE DU SCAU DE LA COUR SUPÉRIEURE DE JUSTICE À TORONTO, EST UNE COPIE CONFORME DU DOCUMENT CONSERVÉ DANS CE BUREAU

Court File No. 09-8240-CL

DATED AT TORONTO THIS
FAIT À TORONTO LE

4th DAY OF
JOUR DE

August 20 09

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

REGISTRAR

GREFFIER

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.

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice (the "**Court**") dated June 17, 2009, as amended and restated, the Court declared that the Applicants, Eddie Bauer of Canada, Inc. and Eddie Bauer Customer Services Inc. (the "**Applicants**") are companies to which the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "**CCAA**") applies and, *inter alia*, appointed RSM Richter Inc. as the court-Appointed Monitor of the Applicants (the "**Monitor**").

B. Pursuant to an Order of the Court dated July 22, 2009, the Court approved that certain Asset Purchase Agreement dated as of July 17, 2009 (the "**Asset Purchase Agreement**"), among Everest Holdings LLC (the "**Buyer**"), as buyer, and Eddie Bauer Holdings Inc. ("**EB Holdings**") and each of the subsidiaries of EB Holdings listed on Schedule I of the Asset Purchase Agreement (including the Applicants), as vendors, and provided for the vesting in the Buyer or Buyer Designee(s) of the Applicants' right, title and interest in and to the Canadian Purchased Assets, which vesting is to be effective with respect to the Canadian Purchased Assets upon the delivery by the Monitor to the Buyer of a certificate confirming: (i) the payment by the Buyer or Buyer Designee(s) of the Purchase Price for the Canadian Purchased Assets; (ii) that the conditions to Closing as set out in Article VIII of the Asset Purchase Agreement have been satisfied or waived by the Selling Entities and/or the Buyer, as applicable; (iii) the Buyer has designated the entities identified in the attached Schedule "A" as Buyer Designee(s) in

accordance with the Asset Purchase Agreement; (iv) the Transaction has been completed to the satisfaction of the Selling Entities; and (v) receipt by the Monitor of the sum of USD\$11 million in relation to the Canadian Purchased Assets to be held in the place and stead of the Canadian Purchased Assets pending further Order of the Court.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Asset Purchase Agreement.

THE MONITOR CERTIFIES the following:

1. The Buyer (or Buyer Designee(s)) has paid and the Seller has received the Purchase Price for the Canadian Purchased Assets payable on the Closing Date pursuant to the Asset Purchase Agreement;
2. The conditions to Closing as set out in Article VIII of the Asset Purchase Agreement have been satisfied or waived by the Selling Entities and/or the Buyer, as applicable;
3. The Buyer has designated the entities identified in the attached Schedule "A" as Buyer Designee(s) in accordance with the Asset Purchase Agreement;
4. The Transaction has been completed to the satisfaction of the Monitor; and
5. The Monitor has received the sum of USD\$11 million and will hold this sum pending further Order of the Court pursuant to paragraph 6 of the Order of the Court dated July 22, 2009.

This Certificate was delivered by the Monitor at Toronto on August 3, 2009.

RSM Richter Inc., in its capacity as the court-appointed Monitor of Eddie Bauer of Canada, Inc. and Eddie Bauer Customer Services Inc. and not in its personal capacity

Per: _____

Name: Robert Kofman

Title: Authorized Signatory

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Schedule "A" – Buyer Designees

Eddie Bauer of Canada Corporation

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SUPERIOR COURT OF JUSTICE
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Proceeding commenced at Toronto

MONITOR'S CERTIFICATE

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VINEBERG LLP
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Solicitors for RSM Richter Inc.