

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

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

AND IN THE MATTER OF EDDIE BAUER LLC, EDDIE BAUER GIFT
CARD SERVICES LLC, SPARC EB HOLDINGS LLC, 13051269 CANADA
INC. AND EDDIE BAUER OF CANADA CORPORATION

APPLICATION OF EDDIE BAUER LLC UNDER SECTION 46 OF THE
COMPANIES CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36,
AMENDED

Applicant

AIDE MEMOIRE OF THE ATTORNEY GENERAL OF CANADA
(REGARDING RELIEF UNDER THE WEPPA)

1. The Attorney General of Canada ("**Canada**") represents Employment and Social Development Canada ("**ESDC**") regarding the application of the Wage Earner Protection Program ("**WEPP**").
2. The Applicant, Eddie Bauer LLC, in its capacity as foreign representative (the "**Foreign Representative**") is seeking relief under the *Wage Earner Protection Program Act* ("**WEPPA**") for an order that, pursuant to ss. 5(1)(b)(iv) and 5(5) of the WEPPA, Eddie Bauer of Canada Corporation ("**Eddie Bauer Canada**") meets the criteria prescribed by s. 3.2 of the *Wage Earner Protection Program Regulations* ("**WEPPR**").
3. Section 3.2 WEPPR states that, for the purposes of ss. 5(5) of the Act, a court may determine whether the former employer is the former employer all of whose employees in Canada have been terminated other than any retained to wind down its business operations.
4. Sub-paragraph 5(1)(b)(iv) of the WEPPA requires that "**the former employer is the subject of proceedings** under [...] the *Companies' Creditors Arrangement Act* ("**CCAA**") and a

court determines under subsection (5) that the criteria prescribed by regulation are met”. (*emphasis added*)

5. On February 18, 2026, this Court issued an Initial Recognition Order recognizing the Foreign Proceeding as a “foreign main proceeding” as defined under s. 45 of the CCAA. On March 20, 2026, this Court recognized a number of “foreign orders” under s. 49 of the CCAA.

6. In its Factum dated April 28, 2026, Eddie Bauer LLC submits that, by virtue of its participation in these recognition proceedings, Eddie Bauer Canada is subject to proceedings under the CCAA within the meaning of s. 5(1)(b)(iv) of the WEPPA. Canada does not agree.

7. Canada submits that the wording “subject of proceedings under the CCAA” in section 5(1)(b)(iv) was not intended to capture instances of foreign proceedings recognized under the CCAA.

8. A bilingual reading of s. 5(5) of the WEPPA points to a narrow reading of s. 5(1)(b)(iv). The French version of subsection 5(5) refers to “*toute procédure commencée sous le régime*” thus requiring the proceeding to be commenced under the CCAA. Where one version is broader than the other, the shared and narrower meaning prevails¹.

9. Canada submits that a recognition proceeding is not, in itself, a proceeding instituted or commenced under the CCAA. It is the recognition of a foreign proceeding commenced elsewhere. Otherwise, s. 51 of the CCAA would be redundant.

10. The statutory scheme supports Canada’s position for the narrow reading of s. 5(1)(b)(iv) of the WEPPA. Where Parliament has addressed how employees in Canada may qualify with respect to foreign proceeding, it has done so with a dedicated eligibility track under s. 5(1)(b)(iii) of the WEPPA.

¹ *Schreiber v. Canada (Attorney General)*, 2002 SCC 62 (CanLII), [2002] 3 SCR 269, paras 54, 56 and 57; *R v. Daoust*, 2004 SCC 6, [2004] 1 SCR 217 at paras 25-30.

11. Canada's position is that, despite the above recognition orders, Eddie Bauer Canada is not the subject of proceedings under the CCAA and, therefore, the requirement for the sought relief under section 5(1)(b)(iv) WEPPA has not been met.

ALL OF WHICH IS RESPECTFULLY SUBMITTED

Dated at Toronto, Ontario this 29th day of April, 2026



ATTORNEY GENERAL OF CANADA

Department of Justice Canada
Ontario Regional Office
120 Adelaide Street West, Suite 400
Toronto, Ontario, M5H 1T1

Per: Walter Kravchuk
LSO#: 57160U
Tel: 365-375-2752
Email: walter.kravchuk@justice.gc.ca

Per: Asad Moten (LSO# 63785G)
Tel : (437) 423-6426
Email: Asad.Moten@justice.gc.ca

Per: Emily Atkinson (LSO#: 76906B)
Tel: 416-988-2475
Email: emily.atkinson@justice.gc.ca

Counsel for the Attorney General of
Canada

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c.C-36, AS AMENDED
AND IN THE MATTER OF EDDIE BAUER LLC, EDDIE
BAUER GIFT CARD SERVICES LLC, SPARC EB
HOLDINGS LLC, 13051269 CANADA INC. AND EDDIE
BAUER OF CANADA CORPORATION
APPLICATION OF EDDIE BAUER LLC UNDER SECTION
46 OF THE COMPANIES CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AMENDED (the "Applicant")**

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**
Proceeding Commenced at Toronto

**AIDE MEMOIRE OF THE
ATTORNEY GENERAL OF CANADA**

ATTORNEY GENERAL OF CANADA
Department of Justice Canada
National Litigation Sector
Ontario Regional Office
120 Adelaide Street West, Suite 400
Toronto, ON, M5H 1T1

Per: Walter Kravchuk / Asad Moten / Emily Atkinson
LSO#: 57160U / 63785G / 76906B
Tel: 365-375-2752 / (437) 423-6426 / 416-988-2475
Email: walter.kravchuk@justice.gc.ca
asad.moten@justice.gc.ca
Emily.atkinson@justice.gc.ca

Counsel for the Attorney General of Canada