



**Second Report of  
KSV Restructuring Inc. as  
Information Officer of Eddie Bauer  
LLC, Eddie Bauer Gift Card Services  
LLC, SPARC EB Holdings LLC,  
13051269 Canada Inc. and Eddie  
Bauer of Canada Corporation**

April 28, 2026

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COURT FILE NO.: CL-26-00000050-0000

**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, AS AMENDED**

**SECOND REPORT OF KSV RESTRUCTURING INC.  
AS INFORMATION OFFICER**

**April 28, 2026**

## **1.0 Introduction**

1. On February 9, 2026 (the "**Petition Date**"), 13051269 Canada Inc. ("**130**"), Eddie Bauer of Canada Corporation ("**Eddie Bauer Canada**", and together with 130, the "**Canadian Debtors**"), SPARC EB Holdings LLC ("**SPARC Holdings**"), Eddie Bauer LLC ("**EB LLC**") and Eddie Bauer Gift Card Services LLC ("**EB Gift Card**", and collectively with the Canadian Debtors, SPARC Holdings and EB LLC, the "**Chapter 11 Debtors**" or the "**Company**") commenced proceedings (the "**Chapter 11 Proceedings**") in the United States Bankruptcy Court for the District of New Jersey (the "**U.S. Court**") by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**").
2. On the Petition Date, EB LLC, in its capacity as the then-proposed foreign representative of the Chapter 11 Debtors in the Chapter 11 Proceedings, also sought and obtained an order (the "**Interim Stay Order**") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") and section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C. 43, as amended, from the Ontario Superior Court of Justice (Commercial List) (the "**Court**"). Among other things, the Interim Stay Order granted an interim stay of proceedings in favour of the Chapter 11 Debtors and their respective property, business and directors and officers. Copies of the Interim Stay Order and the accompanying endorsement of Justice Cavanagh dated February 9, 2026, are attached as **Appendices "A"** and "**B**", respectively.

3. The Chapter 11 Proceedings and these recognition proceedings under Part IV of the CCAA (these “**Recognition Proceedings**”) were commenced to create a stabilized environment in which the Chapter 11 Debtors could pursue, with the unanimous support of their Prepetition Lenders, a plan of reorganization contemplating one or more sales of the Chapter 11 Debtors’ assets (each, a “**Sale Transaction**”) and an orderly wind-down of the Chapter 11 Debtors’ brick-and-mortar retail operations not sold in a Sale Transaction. To obtain certain of the relief necessary to preserve their business and facilitate such restructuring transactions, the Chapter 11 Debtors filed several first day motions in the Chapter 11 Proceedings on the Petition Date (collectively, the “**First Day Motions**”).
4. Following a hearing of the First Day Motions on February 10, 2026, the U.S. Court entered various orders, including, among others, the Foreign Representative Order (collectively, the “**First Day Orders**”). The Foreign Representative Order authorized EB LLC to act as the foreign representative of the Chapter 11 Debtors in the Chapter 11 Proceedings (in such capacity, the “**Foreign Representative**”).
5. On February 18, 2026, the Foreign Representative sought and obtained the following orders from the Court in these Recognition Proceedings:
  - (a) an order (the “**Initial Recognition Order**”), among other things:
    - (i) declaring that the centre of each of the Chapter 11 Debtors’ main interests is the United States;
    - (ii) recognizing the Chapter 11 Proceedings as a “foreign main proceeding” and EB LLC as the “foreign representative” of the Chapter 11 Debtors in respect of the Chapter 11 Proceedings, as such terms are defined in section 45 of the CCAA; and
    - (iii) declaring that the Interim Stay Order shall be of no further force or effect upon the granting of the Initial Recognition Order; and
  - (b) an order (the “**Supplemental Order**”), among other things:
    - (i) appointing KSV Restructuring Inc. (“**KSV**”) as the information officer in these Recognition Proceedings (in such capacity, the “**Information Officer**”);
    - (ii) recognizing certain of the First Day Orders;
    - (iii) granting a stay of proceedings in favour of the Chapter 11 Debtors and their Property and Business (each as defined in the Supplemental Order), as well as the Chapter 11 Debtors’ directors and officers;
    - (iv) granting a charge on the Property of the Canadian Debtors in favour of Canadian counsel to the Chapter 11 Debtors, the Information Officer, and counsel to the Information Officer, up to a maximum amount of CAD\$1 million, as security for their respective professional fees and disbursements incurred in these Recognition Proceedings;

- (v) granting a charge on the Property of the Canadian Debtors in favour of the directors and officers of the Canadian Debtors, up to a maximum amount of CAD\$1.927 million, as security for the Canadian Debtors' indemnification obligations under the Supplemental Order;
  - (vi) granting a charge on the Property of the Canadian Debtors to secure claims by any Chapter 11 Debtor (other than the Canadian Debtors) that provides services or lends money to, or bears costs of, a Canadian Debtor (collectively, "**Intercompany Claims**") on or after the granting of the Supplemental Order; and
  - (vii) providing that amounts transferred by the Canadian Debtors to the Chapter 11 Debtors (other than the Canadian Debtors) on or after the granting of the Supplemental Order shall be solely in respect of Intercompany Claims consistent with the Canadian Cash Collateral Budget (as defined in the Second Coulombe Affidavit (as defined below)), which is a schedule to the Approved Budget (as defined in the Interim Cash Collateral Order), or otherwise approved in advance by the Information Officer.
6. Copies of the Initial Recognition Order and the Supplemental Order (without Schedules), together with the accompanying endorsement of Justice Cavanagh dated February 18, 2026, are attached as **Appendices "C", "D" and "E"**, respectively.
7. On March 3 and 16, 2026, as applicable, the U.S. Court entered various second day and other orders in the Chapter 11 Proceedings, including, among others, the Final Store Closing Order, the Bar Date Order and the Disclosure Statement Order (collectively, the "**Second Day, Bar Date and Disclosure Statement Orders**"). The Second Day, Bar Date and Disclosure Statement Orders were recognized and enforced in these Recognition Proceedings pursuant to an order of this Court issued on March 20, 2026 (the "**Second Recognition Order**"). Copies of the Second Recognition Order (without Schedules) and the accompanying endorsement of Justice Cavanagh dated March 20, 2026, are attached as **Appendices "F" and "G"**, respectively.
8. On March 27, 2026, the U.S. Court entered the following orders, among others:
- (a) *the Final Order (I) Authorizing Postpetition Use of Cash Collateral, (II) Granting Adequate Protection to the Secured Parties, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief* (the "**Final Cash Collateral Order**");
  - (b) *the Order (I) Authorizing and Establishing Procedures for the De Minimis Asset Transactions; (II) Authorizing and Establishing Procedures for De Minimis Asset Abandonment; (III) Approving the Form and Manner of the Notice of De Minimis Asset Transactions and Abandonment; and (IV) Granting Related Relief* (the "**De Minimis Asset Transactions Order**");

- (c) the Order (I) Authorizing and Establishing Procedures for the Compromise and Settlement of De Minimis Claims, (II) Approving the Form and Manner of the Notice of Settlement, and (III) Granting Related Relief (the “**De Minimis Claims Order**”); and
  - (d) the Order (I) Authorizing the Retention and Employment of Berkeley Research Group, LLC to Provide Co-Chief Restructuring Officers and Additional Personnel for the Debtors Effective as of the Petition Date; and (II) Granting Related Relief (the “**BRG Retention Order**”).
- 9. Copies of the Final Cash Collateral Order, the De Minimis Asset Transactions Order, the De Minimis Claims Order and the BRG Retention Order (collectively, the “**March 27 Orders**”) are attached to the Affidavit of George Pantelis sworn April 24, 2026 (the “**Third Pantelis Affidavit**”), as Exhibits “V”, “X”, “Z” and “GG”, respectively.
- 10. On April 13, 2026, the U.S. Court entered the *First Order Approving the Rejection of Certain Executory Contracts and/or Unexpired Leases and the Abandonment of Certain Personal Property, if any* (the “**First Rejection Order**”). A copy of the First Rejection Order is attached to the Third Pantelis Affidavit as Exhibit “CC”.
- 11. Following a hearing on April 16, 2026 (the “**Combined Hearing**”), the U.S. Court entered the following orders, among others:
  - (a) the *Findings of Fact, Conclusions of Law, and Order (I) Approving the Debtors’ Disclosure Statement and (II) Confirming the Third Amended Joint Plan of Reorganization of Eddie Bauer LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**Confirmation Order**”);
  - (b) the *Final Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, and (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records; (II) Authorizing the Debtors to Continue to Perform Intercompany Transactions; (III) Waiving Certain U.S. Trustee Requirements; and (IV) Granting Related Relief* (the “**Final Cash Management Order**”); and
  - (c) the *Order Granting Debtors’ Motion for Entry of an Order (A) Approving (I) Omnibus Claims Objection Procedures and Form of Notice, (II) Omnibus Substantive Claims Objections, and (III) Satisfaction Procedures and Form of Notice and (B) Waiving Bankruptcy Rule 3007(e)* (the “**Omnibus Claims Objection Procedures Order**”).
- 12. Copies of the Confirmation Order, Final Cash Management Order and the Omnibus Claims Objection Procedures Order (collectively, the “**April 16 Orders**”) are attached to the Third Pantelis Affidavit as Exhibits “R”, “S” and “EE”, respectively.
- 13. The Foreign Representative now seeks the Court’s recognition of the March 27 Orders, the First Rejection Order and the April 16 Orders pursuant to section 49 of the CCAA.

14. This second report (this “**Report**”) has been prepared and will be filed with the Court by KSV in its capacity as the Information Officer.

## 1.1 Purposes of this Report

1. The purposes of this Report are to provide:
  - (a) background information concerning the Chapter 11 Debtors, the Chapter 11 Proceedings and these Recognition Proceedings;
  - (b) an update on the Chapter 11 Proceedings, including the March 27 Orders, the First Rejection Order, the April 16 Orders, and the *Third Amended Joint Plan of Reorganization of Eddie Bauer LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**Third Amended Plan**” and as may be amended, modified, or supplemented from time to time, together with all exhibits and supplements thereto, the “**Plan**”);
  - (c) the Information Officer’s views regarding the Foreign Representative’s motion for an order (the “**Third Recognition Order**”), among other things:
    - (i) recognizing the March 27 Orders, the First Rejection Order and the April 16 Orders; and
    - (ii) declaring that, pursuant to subsections 5(1)(b)(iv) and 5(5) of the *Wage Earner Protection Program Act*, SC 2005, c 47, s 1, as amended (“**WEPPA**”), Eddie Bauer Canada meets the criteria prescribed under section 3.2 of the *Wage Earner Protection Program Regulations*, SOR/2008-222 (the “**WEPP Regulation**”); and
  - (d) the Information Officer’s recommendation that the Court grant the relief sought by the Foreign Representative in the Third Recognition Order.

## 1.2 Scope and Terms of Reference

1. In preparing this Report, the Information Officer has relied upon unaudited financial information prepared by the Chapter 11 Debtors’ representatives, the Chapter 11 Debtors’ books and records and discussions with the Chapter 11 Debtors’ Canadian counsel and financial advisor, Berkeley Research Group, LLC (“**BRG**”).
2. The Information Officer has not audited or otherwise attempted to verify the accuracy or completeness of the financial information relied on to prepare this Report in a manner that complies with Canadian Auditing Standards (“**CAS**”) pursuant to the *Chartered Professional Accountants of Canada Handbook* (the “**Handbook**”) and, accordingly, the Information Officer expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Additionally, the Information Officer has not examined or reviewed forecasts and projections referred to in this Report in a manner that would comply with the procedures described in the Handbook.
3. Future oriented financial information relied upon in this Report is based on the Chapter 11 Debtors’ assumptions regarding future events; actual results achieved may vary from this information and these variations may be material.

### 1.3 Currency

1. All currency references in this Report are to U.S. dollars, unless otherwise stated.

### 1.4 Defined Terms

1. Capitalized terms used and not otherwise defined in this Report have the respective meanings ascribed to them in the Plan, the Third Pantelis Affidavit, the Pre-Filing Report of KSV, in its then capacity as the proposed Information Officer, dated February 16, 2026 (the “**Pre-Filing Report**”) and the First Report of the Information Officer dated March 18, 2026 (the “**First Report**”), as applicable. Copies of the Pre-Filing Report and the First Report, each without Appendices, are attached as **Appendices “H”** and “**I**”, respectively.

## 2.0 Background

1. The Chapter 11 Debtors consist of SPARC Holdings and its four direct and indirect subsidiaries. SPARC Holdings, EB LLC and EB Gift Card (collectively, the “**U.S. Debtors**”) are limited liability companies formed under the laws of Delaware or Ohio, as applicable. The remaining Chapter 11 Debtors, 130 and its wholly-owned subsidiary, Eddie Bauer Canada, are corporations formed under the laws of Canada. 130 is a holding company while Eddie Bauer Canada is the Company’s Canadian operating entity.
2. The Company was founded in 1920 in Seattle, Washington, as a sporting goods and outdoor equipment store. Following a series of ownership changes and financial restructurings, the Company’s intellectual property portfolio (the “**Eddie Bauer IP**”) was sold to an affiliate of Authentic Brands Group, LLC (“**ABG**”) and its operating business was sold to SPARC Group Holdings LLC (together with certain non-Chapter 11 Debtor affiliates, “**SPARC**”) in 2021 (the “**SPARC Acquisition**”). In connection with the SPARC Acquisition, the Company entered into a License Agreement effective as of May 6, 2021 (the “**License Agreement**”), pursuant to which the Company licensed the Eddie Bauer IP for use in its e-commerce, wholesale, and brick-and-mortar retail business channels from ABG in exchange for the payment of fees based on net sales, a guaranteed minimum royalty and an annual marketing fee.
3. Since SPARC’s acquisition in January 2025 by Penney Holdings LLC, the parent company of JCPenney, the Company, along with several other American retail brands, have been owned and operated under the trade name of Catalyst Brands (“**Catalyst**”). The Company sold products through its leased brick-and-mortar stores under the “Eddie Bauer” name in three primary categories: (i) sportswear; (ii) outerwear; and (iii) gifts, gear, accessories and footwear. As discussed below, while the Company also historically maintained e-commerce and wholesale channels, its rights to continue such channels were terminated effective as of January 31, 2026, and licensed to a third-party.<sup>1</sup>

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<sup>1</sup> As described in the Pre-Filing Report, the Company’s wholesale and e-commerce rights under the License Agreement were terminated effective January 31, 2026, and transferred to Outdoor 5, LLC, which is not part of the Chapter 11 Proceedings. However, the Company retained its license to operate brick-and-mortar retail locations and sell merchandise under the Eddie Bauer IP, subject to actual and accrued royalties.

4. As of the Petition Date: (i) the Company operated 175 brick-and-mortar retail stores in North America, with 151 located in the United States and 24 located in Canada; and (ii) Eddie Bauer Canada's brick-and-mortar retail stores in Canada were located across six provinces (with the largest portion being in Ontario), and leased pursuant to lease agreements with 13 unique landlords.
5. Approximately 379 of the Company's 2,200 employees employed as of the Petition Date were employed by Eddie Bauer Canada, including 182 in Ontario. None of the Company's employees were unionized or benefited from any pension plan as of the Petition Date.

## 2.1 Events Preceding the Chapter 11 Proceedings and these Recognition Proceedings

1. The Company began to face significant headwinds in 2023, including shifts in consumer preferences, rising inflation, and unfavorable tariff policies and exemptions. These challenges eroded the Chapter 11 Debtors' margins and resulted in negative earnings of approximately \$2 million in 2022, \$10 million in 2023, \$82 million in 2024, and \$80 million in 2025.
2. Among other initiatives to address their financial challenges, the Chapter 11 Debtors:
  - (a) retained SOLIC Capital Advisors, LLC, an investment banking firm based in Chicago, on November 24, 2025, to conduct a marketing process for a potential sale of all or any portion of the Company's brick-and-mortar retail operations, including those in Canada (the "**Going Concern Sale Process**");
  - (b) allowed leases for 49 historically unprofitable brick-and-mortar retail stores to expire on their terms, including three such leases in Canada on January 31, 2026;
  - (c) retained Hilco Merchant Resources, LLC and SB360 Capital Partners, LLC (together, the "**Agent**") pursuant to a Letter Agreement Governing Inventory Disposition dated as of January 29, 2026 (the "**Agency Agreement**"), between EB LLC and certain of its affiliates and the Agent, to assist with the closure of the Company's historically unprofitable locations, and thereafter the Company's remaining 175 retail store locations (which later store closings began between January 26, 2026 and February 7, 2026) (collectively, the "**Store Closing Sales**"); and
  - (d) commenced negotiations with their Prepetition Lenders regarding a consensual wind-down of any assets not sold in the Going Concern Sale Process, which resulted in the execution of an amendment and forbearance agreement (the "**Amendment and Forbearance Agreement**") and a restructuring support agreement (the "**RSA**"), in each case, on February 8, 2026.
3. The RSA enabled the Chapter 11 Debtors to continue the Going Concern Sale Process in the Chapter 11 Proceedings, with a view to implementing an expedient going-concern sale of all or part of the Company's remaining operations, and a winddown of any portion of the Company's assets and operations not sold pursuant to the Going Concern Sale Process.

4. The RSA was executed contemporaneously with the Amendment and Forbearance Agreement to prevent events of default arising under the Prepetition Loan Facilities that would have entitled the Prepetition Lenders to accelerate their respective debt across all six of the Catalyst brands. Pursuant to the Amendment and Forbearance Agreement, among other things:
  - (a) the Prepetition Lenders consented to the Chapter 11 Debtors' entry into the RSA and the transactions contemplated under the RSA (the "**Transactions**");
  - (b) the parties to the Amendment and Forbearance Agreement agreed that the Transactions do not constitute a "Default", "Event of Default" or "Material Adverse Effect" under and within the ambit of the Prepetition Loan Documents (as defined in the Amendment and Forbearance Agreement); and
  - (c) as consideration for, among other things, the ABL Lenders agreeing to forbear from exercising their rights and remedies in respect of defaults under the ABL Credit Agreement, the Canadian Debtors agreed to enter into a Canadian Limited Guarantee and Collateral Agreement dated February 8, 2026 (the "**Limited Guarantee**"), among SPARC Holdings, as grantor, the Canadian Debtors, as grantors and guarantors, and the ABL Agent, as administrative agent, pursuant to which the Canadian Debtors guaranteed the ABL Obligations up to the maximum amount of \$6.384 million and granted a security interest in favour of the ABL Agent in substantially all of their present and after-acquired assets.<sup>2</sup>
  
5. As described in the First Report, the Information Officer requested that its independent counsel, Bennett Jones LLP ("**Bennett Jones**"), and its counsel's local provincial agents, conduct a review of the security granted by the Canadian Debtors in favour of the ABL Agent in connection with the Limited Guarantee. Subject to customary qualifications and assumptions set out therein, Bennett Jones and its provincial agents provided written opinions to the Information Officer that the security granted by the Canadian Debtors in favour of the ABL Agent constitutes valid security, enforceable in accordance with its terms, and perfected by registration in the Provinces of Ontario, British Columbia, Alberta, Saskatchewan, Manitoba, Nova Scotia and New Brunswick – the Provinces in which the Canadian Debtors' brick-and-mortar retail operations were conducted shortly prior to the Petition Date.

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<sup>2</sup> As described in the Pre-Filing Report, the Limited Guarantee provides, among other things, that the ABL Obligations shall be repaid from the collateral of the U.S. Debtors prior to being repaid from the collateral of the Canadian Debtors and that, upon an event of default, the ABL Agent shall not enforce the Limited Guarantee or exercise any right or remedy with respect to the collateral of the Canadian Debtors until the occurrence of certain specified events.

## 2.2 Additional Background

1. Additional detail regarding the Chapter 11 Debtors, their business, corporate structure, prepetition capital structure, indebtedness, interdependence and centralized management is provided in the Affidavits of Stephen Coulombe affirmed February 9, 2026 (the “**First Coulombe Affidavit**”), and February 12, 2026 (the “**Second Coulombe Affidavit**” and together with the First Coulombe Affidavit, the “**Coulombe Affidavits**”), the Declaration of Stephen Coulombe dated February 9, 2026 (the “**First Day Declaration**”) and the Pre-Filing Report. Such detail is not repeated herein.
2. The First Day Declaration and other information regarding the Chapter 11 Proceedings is available on the case website maintained by Stretto, Inc., the Chapter 11 Debtors’ claims and noticing agent (in such capacity, the “**Claims and Noticing Agent**”): <https://cases.stretto.com/EddieBauer> or (for a fee) at [www.njb.uscourts.gov](http://www.njb.uscourts.gov) (together, the “**Docket**”). The Coulombe Affidavits, the Third Pantelis Affidavit, the Pre-Filing Report, the First Report and other information regarding these Recognition Proceedings are available on the case website maintained by the Information Officer: <https://www.ksvadvisory.com/experience/case/eddiebauer> (the “**Case Website**”).

## 3.0 Status of the Chapter 11 Proceedings

1. Since the date of the First Report, the Chapter 11 Proceedings have advanced significantly. The principal developments in the Chapter 11 Proceedings are described in the Third Pantelis Affidavit. They include the implementation of the Solicitation and Voting Procedures (as defined below), the negotiation of a global resolution (the “**UCC Settlement**”) with the Official Committee of Unsecured Creditors appointed in the Chapter 11 Proceedings (the “**UCC**”), and the granting of the March 27 Orders, the First Rejection Order and the April 16 Orders. A summary of these developments is provided below.

### 3.1 The Bidding Procedures and Store Closings

1. The U.S. Court entered the Bidding Procedures Order and the Interim Store Closing Order following a hearing of the First Day Motions in the Chapter 11 Proceedings on February 10, 2026. The Bidding Procedures Order and the Interim Store Closing Order were recognized by the Court in these Recognition Proceedings pursuant to the Supplemental Order. Thereafter, the U.S. Court entered the Final Store Closing Order on March 16, 2026, which was recognized by the Court in these Recognition Proceedings pursuant to the Second Recognition Order.
2. Principally, the Interim Store Closing Order and the Final Store Closing Order:
  - (a) authorized, but did not direct, the Chapter 11 Debtors to assume and perform the Agency Agreement;
  - (b) authorized and approved the conduct of the Store Closing Sales at the stores listed on Exhibit A to the Agency Agreement (the “**Closing Stores**”), with such Store Closing Sales to be free and clear of all liens, claims, and encumbrances (collectively, “**Liens**”) pursuant to the Bankruptcy Code, in accordance with the terms of the store closing sale guidelines attached as Exhibit 2-A to the Interim

Store Closing Order with respect to the Closing Stores located in the United States and as Exhibit 2-B with respect to the Closing Stores located in Canada (collectively, the “**Canadian Closing Stores**”); and

- (c) approved modifications to certain customer programs at the Closing Stores, including the acceptance of gift cards.
3. Among other things, the Bidding Procedures Order:
- (a) authorized and approved the marketing, auction and bidding procedures attached as Exhibit 1 to the Bidding Procedures Order (the “**Bidding Procedures**”), pursuant to which: (i) the Chapter 11 Debtors would solicit and, if value maximizing, select the highest or otherwise best offer(s) for the sale or sales of all, substantially all, or any portion of the Chapter 11 Debtors’ assets; and (ii) a bid deadline of March 3, 2026 (the “**Bid Deadline**”) was imposed; and
  - (b) scheduled an auction for March 6, 2026 (the “**Auction**”), if needed, to determine the highest and otherwise best bid available.
4. As described in the First Report, on March 3, 2026, the Chapter 11 Debtors filed a Notice of Cancellation of Auction in the Chapter 11 Proceedings (the “**Notice of Cancellation**”), advising that no qualified bids were received by the Chapter 11 Debtors by the Bid Deadline and, consequently, that the Auction was cancelled. Notwithstanding the cancellation of the Auction, the Notice of Cancellation advised that the Chapter 11 Debtors would consider any proposal to purchase some or all of the Chapter 11 Debtors’ assets as a going concern, to the extent that the Chapter 11 Debtors determined, in their business judgment, that such proposal would maximize the value of their estates.
5. The Information Officer understands that the Chapter 11 Debtors did not receive any actionable proposals following the filing of the Notice of Cancellation. As a result, the Chapter 11 Debtors continued the Store Closing Sales in accordance with the Final Store Closing Order. Additionally, the Chapter 11 Debtors filed three rejection notices in respect of leases associated with locations where Store Closing Sales had concluded or were projected to conclude by no later than March 31, 2026 or April 30, 2026, as applicable, in accordance with the Rejection Procedures Order entered by the U.S. Court on March 16, 2026, and recognized by the Court in these Recognition Proceedings pursuant to the Second Recognition Order.
6. As described in the Third Pantelis Affidavit, the U.S. Court entered the First Rejection Order contemplated by the Rejection Procedures Order on April 13, 2026. Among other things, the First Rejection Order declares that the contracts listed in the rejection schedule attached to the First Rejection Order as Exhibit 1, which includes all of the leases for the Canadian Closing Stores, are rejected as of the later of the applicable rejection date or such other date as the Chapter 11 Debtors and the applicable counterparty may agree. In the case of any rejected contract that is a lease, the effectiveness of such rejection will not occur until the latest of:
- (a) the proposed rejection date set out in Exhibit 1 to the First Rejection Order;

- (b) the date the Chapter 11 Debtors relinquish control of the premises and notify the affected landlord and such landlord's counsel (if any) in writing (e-mail being sufficient) of the Chapter 11 Debtors' surrender of the premises and, as applicable: (i) turn over keys, key codes, and/or security codes, if any, to the affected landlord; or (ii) if such keys, key codes and/or security codes, if any, are not available or providing same would be impractical, notify such affected landlord and such landlord's counsel, if any, in writing (e-mail being sufficient) that the keys, key codes, and security codes, if any, are not available or that providing same would be impractical, but that the landlord may rekey the leased premises; and
  - (c) such other date to which the Chapter 11 Debtors and the applicable counterparty may have agreed or the U.S. Court may order.
7. No stakeholder, including any Canadian landlord, objected to the First Rejection Order.

### 3.2 The Initial Plan and the Initial Disclosure Statement

1. As discussed in the First Report, the Chapter 11 Debtors filed the following materials in the Chapter 11 Proceedings on February 23, 2026, in accordance with the milestones prescribed under the RSA:
  - (a) the *Joint Plan of Reorganization of Eddie Bauer LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the "**Initial Plan**");
  - (b) the *Disclosure Statement Relating to the Joint Plan of Reorganization of Eddie Bauer LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the "**Initial Disclosure Statement**"); and
  - (c) the *Debtors' Motion for Entry of an Order (I) Conditionally Approving the Adequacy of the Information Contained in the Disclosure Statement, (II) Approving the Solicitation and Voting Procedures with Respect to Confirmation of the Plan, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Granting Related Relief* (the "**Disclosure Statement Motion**").
2. On March 11, 2026, the UCC filed objections to the relief requested in the Disclosure Statement Motion (the "**UCC's Disclosure Statement Objection**") as well as to the final relief requested in the Cash Collateral Motion (the "**UCC's Cash Collateral Order Objection**") and together with the UCC's Disclosure Statement Objection, the "**UCC's Objections**").
3. To provide additional time to consult with the UCC regarding the issues raised in the UCC's Cash Collateral Objection, and following consultation with the U.S. Trustee, the Chapter 11 Debtors agreed to adjourn the following hearings then scheduled on March 16, 2026:
  - (a) the hearing to consider final approval of the Cash Collateral Motion to March 23, 2026; and

- (b) the hearing to consider final approval of the Cash Management Motion to the Combined Hearing.
- 4. The Chapter 11 Debtors and the UCC ultimately resolved the UCC's Disclosure Statement Objection, subject to certain reservations of rights, with several additions to the Initial Disclosure Statement.
- 5. With the UCC's Disclosure Statement Objection resolved, the U.S. Court entered the Disclosure Statement Order on March 16, 2026. As described in the First Report, the Disclosure Statement Order, among other things:
  - (a) conditionally approved the Initial Disclosure Statement as containing "adequate information" pursuant to section 1125(a)(1) of the Bankruptcy Code and providing holders of claims or interests, and other parties in interest, with sufficient notice of, and the identities of the entities subject to, the injunction, exculpation, and release provisions contained in the Plan in satisfaction of the requirements of rules 2002(c)(3) and 3016(b) and (c) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**");
  - (b) approved procedures to solicit and tabulate votes submitted by Holders of Claims entitled to vote on the Plan (the "**Solicitation and Voting Procedures**");
  - (c) approved the form of ballots to be sent to holders of claims in the Voting Classes (as defined below), substantially in the forms attached to the Disclosure Statement Order as Exhibit 3A and Exhibit 3B (each, a "**Ballot**");
  - (d) approved: (i) the form of notice to holders of claims or interests that are (A) unimpaired under the Plan and that are, pursuant to section 1126(f) of the Bankruptcy Code, conclusively presumed to accept the Plan, (B) impaired under the Plan and that are, pursuant to section 1126(g) of the Bankruptcy Code, deemed to reject the Plan, and (C) subject to a pending objection and that are not entitled to vote the disputed portion of such claims or interests, substantially in the form attached to the Disclosure Statement Order as Exhibit 4 (the "**Notice of Non-Voting Status**"); and (ii) the release opt-out form, substantially in the form attached to the Disclosure Statement Order as Exhibit 4A (the "**Opt-Out Form**");
  - (e) approved the form of letter to be sent to holders of claims in the Voting Classes describing the contents of the Solicitation Package (as defined below) and recommending that such parties vote in favor of the Plan, substantially in the form attached to the Disclosure Statement Order as Exhibit 5 (the "**Cover Letter**");
  - (f) approved the form and manner of notice of the Combined Hearing and the procedures for objecting thereto (such notice, the "**Combined Hearing Notice**"), substantially in the form attached to the Disclosure Statement Order as Exhibit 6;

- (g) approved the form of notice related to the filing of the compilation of documents, term sheets, and forms of documents, agreements, schedules, and exhibits to the Plan, substantially in the form attached to the Disclosure Statement Order as Exhibit 7;
  - (h) approved the forms of notice to counterparties to executory contracts and unexpired leases that will be: (i) assumed pursuant to the Plan, substantially in the form attached to the Disclosure Statement Order as Exhibit 8; or (ii) rejected pursuant to the Plan, substantially in the form attached to the Disclosure Statement Order as Exhibit 9;
  - (i) declared that the solicitation materials and documents included in the solicitation package (the “**Solicitation Package**”) that will be sent to, among others, holders of claims in the Voting Classes, comply with Bankruptcy Rules 2002(b) and 3017(d); and
  - (j) established or reaffirmed, as applicable, certain dates and deadlines with respect to confirmation of the Plan (collectively, the “**Confirmation Dates**”), subject to modification as necessary.
6. On March 16, 2026, the U.S. Court also entered the Bar Date Order. As described in the First Report, the Bar Date Order, among other things:
- (a) approved the form of proof of claim attached as Exhibit 1 to the Bar Date Order (the “**Proof of Claim**”) and the procedures for submitting the Proofs of Claim;
  - (b) set Bar Dates for creditors to submit Proofs of Claim; and
  - (c) approved the form and manner of service of the notice of the Bar Dates, substantially in the form attached as Exhibit 2 to the Bar Date Order, as well as the publication version of such notice, substantially in the form attached as Exhibit 3 to the Bar Date Order.
7. Following the entry of the Disclosure Statement Order and the Bar Date Order, the Chapter 11 Debtors filed solicitation versions of the following materials in the Chapter 11 Proceedings:
- (a) the *First Amended Joint Plan of Reorganization of Eddie Bauer LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**First Amended Plan**”); and
  - (b) the *Disclosure Statement Relating to the First Amended Joint Plan of Reorganization of Eddie Bauer LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**Disclosure Statement**”).
8. The Disclosure Statement Order and the Bar Date Order were recognized by the Court in these Recognition Proceedings pursuant to the Second Recognition Order.

### 3.3 The UCC Settlement

1. As described in the Third Pantelis Affidavit, the Chapter 11 Debtors, the UCC and the Consenting Lenders continued to engage in arm's length negotiations with a view to resolving the UCC's Objections following the filing of the First Amended Plan and the Disclosure Statement. These negotiations culminated in the UCC Settlement.
2. Among other things, the UCC Settlement:
  - (a) resolved the UCC's Objections;
  - (b) permitted the Cash Collateral Motion to be heard on a final (and unopposed) basis, and the Final Cash Collateral Order to be entered by the U.S. Court, on March 27, 2026;
  - (c) resulted in the UCC's agreement to support final approval of the Disclosure Statement and confirmation of the Plan; and
  - (d) contemplates:
    - (i) the establishment of a GUC Trust on the Effective Date for the benefit of the GUC Trust Beneficiaries in accordance with the Plan, to be funded with: (A) up to \$3 million in cash; (B) all of the Chapter 11 Debtors' right, title and interest in the Assigned Avoidance Actions; and (C) \$250,000 earmarked for GUC Trust administrative fees and expenses;
    - (ii) the appointment of a GUC Trustee selected by the UCC to oversee and administer the GUC Trust after the Effective Date;
    - (iii) the receipt by the ABL Agent of the \$15,485,219 Mandatory Paydown Amount for the paydown of ABL Claims prior to the Combined Hearing; and
    - (iv) the inclusion of the UCC and its members as "Exculpated Parties", "Release Parties" and "Releasing Parties" under the Plan.
3. Having reached the UCC Settlement, the Chapter 11 Debtors filed the following materials in the Chapter 11 Proceedings:
  - (a) the *Second Amended Joint Plan of Reorganization of Eddie Bauer LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the "**Second Amended Plan**"), memorializing the UCC Settlement;
  - (b) the *Plan Supplement for the Second Amended Joint Plan of Reorganization of Eddie Bauer LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the "**First Plan Supplement**"), including, among other things, a form of the Plan Administrator Agreement and the GUC Trust Agreement, and identifying the Plan Administrator (as defined below);

- (c) the *Disclosure Statement Supplement Relating to the Second Amended Joint Plan of Reorganization of Eddie Bauer LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**Disclosure Statement Supplement**”), disclosing the terms, tax implications and benefits of the UCC Settlement;
- (d) the Third Amended Plan, incorporating various revisions to the Second Amended Plan; and
- (e) the *First Amended Plan Supplement for the Second Amended Joint Plan of Reorganization of Eddie Bauer LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**Amended Plan Supplement**” and together with the First Plan Supplement, the “**Plan Supplement**”), including revised drafts of the GUC Trust Agreement and the Plan Administrator Agreement.

### 3.4 The March 27 Orders

1. Following a hearing on March 27, 2026, the U.S. Court entered the March 27 Orders. The March 27 Orders consist of the following:
  - (a) the Final Cash Collateral Order, which, among other things: (i) authorizes the Chapter 11 Debtors’ use of cash collateral, as such term is defined in section 363(a) of the Bankruptcy Code (the “**Cash Collateral**”), on a final basis, solely in accordance with and to the extent set out in the Approved Budget (as defined in the Final Cash Collateral Order) and the Final Cash Collateral Order, in an amount not to exceed at any time, prior to the payment in full of the Prepetition Secured Parties (as defined in the Final Cash Collateral Order), the aggregate amount of disbursements projected in the Approved Budget, subject to the Permitted Variances (as defined in the Final Cash Collateral Order) and the other terms of the Final Cash Collateral Order, or such other amounts that may be agreed to in writing by the ABL Agent in its Permitted Discretion (as defined in the Final Cash Collateral Order); (ii) grants the Prepetition Secured Parties Adequate Protection Liens and Superpriority Claims (each as defined in the Final Cash Collateral Order) junior in priority to the Charges (as defined in the Supplemental Order); (iii) contains certain stipulations agreed to by the Chapter 11 Debtors regarding the validity, enforceability, binding nature, non-voidability and extent of the Prepetition Secured Parties’ applicable loan documents, claims and liens, including in respect of the Limited Guarantee; and (vi) requires that, commencing on the last business day of the fourth week following the Petition Date, and each week thereafter, the Chapter 11 Debtors make adequate protection cash payments from a bank account of a U.S. Debtor to the ABL Agent in an amount equal to the greater of (A) the amount set forth in the line item titled “Distribution to Creditors,” for the week of the determination date as set forth in the applicable Approved Budget, and (B) the Minimum Sweep Balance (as defined in the Final Cash Collateral Order) as of the determination date (such amount, the “**Weekly Paydown Amount**”), provided that, if (x) the actual ending book cash as of the date of determination is less than (y) the amount set forth in the line item titled “Ending Book Cash” as of the date of determination in the applicable Approved Budget, then the Weekly Paydown Amount for such week shall be reduced by an amount equal to (y) less (x);

- (b) the De Minimis Asset Transactions Order, which, among other things: (i) authorizes and establishes procedures providing for the expedited use, sale, or transfer of certain assets, including any rights or interests therein (collectively, the “**De Minimis Assets**”) in any individual transaction or series of related transactions (each, a “**De Minimis Asset Transaction**”) to a single buyer or group of buyers with an aggregate sale price equal to or less than \$3.5 million as calculated within the Chapter 11 Debtors’ reasonable discretion, free and clear of all Liens, without the need for further Court approval and with Liens attaching to the proceeds of such use, sale, or transfer with the same validity, extent, and priority as had attached to the De Minimis Assets immediately prior to their use, sale, or transfer; (ii) authorizes and establishes procedures to provide for the expedited abandonment of a De Minimis Asset to the extent that a sale thereof cannot be consummated at a value greater than the cost of liquidating such De Minimis Asset; and (iii) approves the form and manner of the notice of De Minimis Asset Transactions and abandonment;
  - (c) the De Minimis Claims Order, which, among other things: (i) authorizes and approves procedures to allow the Debtors to compromise and settle both prepetition and postpetition claims, cross-claims, litigation, and causes of action, including but not limited to, prepetition claims threatened or actions brought by various parties (each a “**Claimant**”) against one or more of the Chapter 11 Debtors or their estates, or brought by the Chapter 11 Debtors or their estates against one or more Claimant(s), in judicial, administrative, or other actions or proceedings with a settlement amount less than or equal to \$1 million;<sup>3</sup> and (ii) approves the proposed form and manner of notice that will be provided to affected creditors, substantially in the form attached as Exhibit 1 to the De Minimis Claims Order; and
  - (d) the BRG Retention Order, which, among other things: (i) authorizes the Chapter 11 Debtors to retain and employ BRG to provide Stephen Coulombe and George Pantelis as Co-Chief Restructuring Officers and additional staff (collectively, the “**BRG Professionals**”); and (ii) provides that the employment of the BRG Professionals is effective as of the Petition Date.
2. Considering the UCC Settlement, the UCC’s Cash Collateral Objection was resolved in advance of the hearing of the Final Cash Collateral Order. No other stakeholder, including no Canadian stakeholder, objected to the March 27 Orders.

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<sup>3</sup> The applicable settlement amount is the aggregate dollar amount payable or receivable by the Chapter 11 Debtors: (i) in cash; or (ii) in cash-equivalent or non-cash consideration (as valued in the good faith judgment of the Chapter 11 Debtors) that the Chapter 11 Debtors and the settling party agree upon to resolve all claims asserted by a settling party against the Chapter 11 Debtors or by the Chapter 11 Debtors against a settling party.

### 3.5 The Solicitation and Voting Procedures

1. Pursuant to the Disclosure Statement Order, the solicitation, receipt, and tabulation of votes on, and confirmation of, the Plan was to proceed in accordance with the following Confirmation Dates:

Event	Date
Voting Record Date <sup>4</sup>	March 16, 2026
Combined Hearing Notice and Publication Deadline	March 17, 2026
Solicitation Package Mailing Deadline	Five business days following the entry of the Disclosure Statement Order
Plan Supplement Filing Deadline	April 1, 2026
Voting Deadline	April 14, 2026, at 4:00 p.m., prevailing Eastern Time
Combined Objection Deadline	April 14, 2026, at 4:00 p.m., prevailing Eastern Time
Deadline to File Voting Report	April 15, 2026, at 2:00 p.m., prevailing Eastern Time
Confirmation Brief Deadline	April 15, 2026
Combined Hearing Date	April 16, 2026
Opt-Out Deadline	May 7, 2026, at 4:00 p.m., prevailing Eastern Time

2. As required by the Disclosure Statement Order and as described in the Third Pantelis Affidavit and the Declaration of Alexa Westmoreland dated April 15, 2026 attached thereto as Exhibit “P” (the “**Westmoreland Declaration**”):
  - (a) the Claims and Noticing Agent posted links to electronic versions of the Initial Plan and the Initial Disclosure Statement on the Docket on March 13, 2026;
  - (b) the Claims and Noticing Agent posted links to electronic versions of the Disclosure Statement Order and Combined Hearing Notice on the Docket on March 16, 2026;
  - (c) the Claims and Noticing Agent caused the Combined Hearing Notice to be served on the creditor matrix and all other parties required to receive such notice pursuant to the Disclosure Statement Order on March 17, 2026;
  - (d) the Chapter 11 Debtors published a publication version of the Combined Hearing Notice in *The New York Times* and the *Financial Times* on March 19, 2026, and March 20, 2026, respectively;
  - (e) the Claims and Noticing Agent distributed Solicitation Packages to holders of Known Eligible Claims in Class 3 (ABL Claims) and Class 6 (General Unsecured Claims) (together, the “**Voting Classes**”) on March 23, 2026; and

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<sup>4</sup> Solely with respect to Claims that either (a) are listed in the Schedules or (b) with respect to which a valid Proof of Claim was filed before March 16, 2026.

- (f) the Claims and Noticing Agent distributed Solicitation Packages to holders of Unknown Eligible Claims that submitted valid Proofs of Claim after the Voting Record Date, but before the General Claims Bar Date, within one business day after the filing and processing of such valid Proof of Claim, or as soon as reasonably practicable thereafter.
3. The Voting Classes and the Non-Voting Classes under the Plan and their corresponding voting rights are summarized below:

Class	Claims and Interests	Status	Voting Rights
Class 1	Other Secured Claims	Unimpaired	Not Entitled to Vote (Presumed to Accept)
Class 2	Other Priority Claims	Unimpaired	Not Entitled to Vote (Presumed to Accept)
Class 3	ABL Claims	Impaired	Entitled to Vote
Class 4	Term Loan Claims	Impaired	Not Entitled to Vote (Deemed to Reject)
Class 5	Subordinated Loan Claims	Impaired	Not Entitled to Vote (Deemed to Reject)
Class 6	General Unsecured Claims	Impaired	Entitled to Vote
Class 7	Intercompany Claims	Unimpaired / Impaired	Not Entitled to Vote (Presumed to Accept) / Not Entitled to Vote (Deemed to Reject)
Class 8	Intercompany Interests	Unimpaired / Impaired	Not Entitled to Vote (Presumed to Accept) / Not Entitled to Vote (Deemed to Reject)
Class 9	Existing Equity Interests	Impaired	Not Entitled to Vote (Deemed to Reject)
Class 10	Section 510(b) Claims	Impaired	Not Entitled to Vote (Deemed to Reject)

4. The Solicitation Packages distributed to holders of Known Eligible Claims in the Voting Classes and to holders of Unknown Eligible Claims that submitted valid Proofs of Claim included:
- (a) a copy of the Solicitation and Voting Procedures;
  - (b) the applicable Ballot, together with detailed voting instructions and instructions on how to submit the Ballot;
  - (c) the Opt-Out Form, together with detailed instructions on how to opt-out of the Third-Party Release (as defined below) and instructions on how to submit the Opt-Out Form;
  - (d) the Cover Letter;
  - (e) the Combined Hearing Notice;

- (f) the Disclosure Statement (and exhibits thereto, including the First Amended Plan);
  - (g) the Disclosure Statement Order (without exhibits, except for the Solicitation and Voting Procedures); and
  - (h) a letter from the UCC recommending acceptance of the Plan.
5. Holders of claims or interests in Class 1 (Other Secured Claims), Class 2 (Other Priority Claims), Class 4 (Term Loan Claims), Class 5 (Subordinated Loan Claims), Class 7 (Intercompany Claims), Class 8 (Intercompany Interests), Class 10 (Section 510(b) Claims), and Class 11 (Existing Equity Interests) were not required to, and did not, receive a Solicitation Package. Instead, they received a Notice of Non-Voting Status, other than those holders in Class 7 (Intercompany Claims) and Class 8 (Intercompany Interests), which were not required to receive a Solicitation Package or a Notice of Non-Voting Status.

### 3.6 The Voting Results and Objections to the Plan

1. Pursuant to the Disclosure Statement Order:
  - (a) all objections to confirmation of the Plan and final approval of the Disclosure Statement were required to be filed with the U.S. Court by 4:00 p.m., prevailing Eastern Time, on April 14, 2026;
  - (b) all Ballots were required to be properly executed, completed, and submitted so that they were actually received by the Claims and Noticing Agent by 4:00 p.m., prevailing Eastern Time, on April 14, 2026, to be counted as a vote to accept or reject the Plan; and
  - (c) the report tabulating the voting results with respect to the Plan was required to be filed with the U.S. Court by 2:00 p.m., prevailing Eastern Time, on April 15, 2026 (the “**Voting Report**”).
2. As made clear by the Voting Report, the Plan was approved by each of the Voting Classes, with 100% in number and 100% in amount of ABL Claims and approximately 94.84% in number and 81.07% in amount of General Unsecured Claims that voted voting to accept the Plan. The Voting Report is attached to the Westmoreland Declaration as Exhibit A.
3. As described in the Third Pantelis Affidavit, the sole objection to confirmation of the Plan was filed by the U.S. Trustee (the “**UST’s Objection**”). The U.S. Trustee asserted that an opt-out release construct is *per se* nonconsensual. In addition, the U.S. Trustee argued that the injunction provision in the Plan is overbroad and that the waiver of the 14-day stay imposed by Bankruptcy Rule 3020(e) is unjustified. A copy of the UST’s Objection is attached as Exhibit “Q” to the Third Pantelis Affidavit.

### 3.7 The April 16 Orders

1. Following the Combined Hearing, the U.S. Court overruled the UST's Objection and entered the following orders:
  - (a) the Final Cash Management Order, among other things, authorizing, but not directing, the Chapter 11 Debtors to:
    - (i) continue using the Cash Management System;
    - (ii) honour any prepetition obligations related to the Cash Management System;
    - (iii) continue to perform the Intercompany Transactions and treat postpetition Intercompany Balances in a manner consistent with the U.S. Court's grant of administrative expenses status thereto;
    - (iv) maintain existing bank accounts;
    - (v) pay payment processing and transport fees; and
    - (vi) pay bank fees and charges incurred in connection with the Chapter 11 Debtors' bank accounts and treasury management services, in each case, irrespective of whether such fees arose prior to the Petition Date;
  - (b) the Confirmation Order, among other things, declaring that:
    - (i) the Plan Supplement complies with the terms of the Plan, and the Chapter 11 Debtors provided good and proper notice of the filings;
    - (ii) all unresolved objections, statements, and reservations of rights, if any, in respect of confirmation of the Plan or final approval of the Disclosure Statement are overruled on the merits;
    - (iii) the Disclosure Statement contains sufficient information of a kind necessary to satisfy the disclosure requirements of all applicable non-bankruptcy Laws, rules, and regulations, including the Securities Act, and "adequate information", as such term is defined in section 1125(a) of the Bankruptcy Code and used in section 1126(b)(2) of the Bankruptcy Code, with respect to the Chapter 11 Debtors, the Plan, and the transactions contemplated therein;
    - (iv) the Chapter 11 Debtors provided due, adequate, and sufficient notice of the commencement of the Chapter 11 Proceedings, the Plan and the opportunity to opt out of the third-party release contained therein (the "**Third-Party Release**"), the Disclosure Statement, the Disclosure Statement Order, the Disclosure Statement Supplement, the Solicitation Packages, the Combined Hearing, the Plan Supplement, and all the other materials that the Chapter 11 Debtors distributed in connection with confirmation of the Plan;

- (v) the Chapter 11 Debtors provided due, adequate, and sufficient notice of the Voting Deadline and Combined Objection Deadline, the Combined Hearing and any applicable bar dates and hearings described in the Disclosure Statement Order;
- (vi) the Chapter 11 Debtors solicited votes for acceptance and rejection of the Plan in good faith, and the Solicitation Packages provided the Holders of Claims in the Voting Classes the opportunity to opt out of the Third-Party Release;
- (vii) the Chapter 11 Debtors served the Combined Hearing Notice and the Notices of Non-Voting Status on Holders of Claims and Interests in the Non-Voting Classes, which adequately summarized the material terms of the Plan, including classification and treatment of Claims and Interests and the release, and injunction provisions of the Plan, and every known stakeholder was provided with the means to opt out of the Third-Party Release;
- (viii) the procedures used to solicit and tabulate votes were fair and each of the Voting Classes voted to accept the Plan in accordance with section 1126 of the Bankruptcy Code;
- (ix) the UCC Settlement constitutes a good-faith compromise and settlement of all claims, Causes of Action, disputes, and controversies among the Chapter 11 Debtors and the Consenting Lenders, on the one hand, and the UCC and each of its members, on the other hand, and is fair, equitable, reasonable, and an essential element of the Plan and is in the best interests of the Chapter 11 Debtors, their Estates, and Holders of Claims and Interests;
- (x) the establishment of the GUC Trust and entry into the GUC Trust Agreement is an essential element of the Plan and is in the best interests of the Chapter 11 Debtors, their Estates, and the Holders of Claims and Interests;
- (xi) upon the Effective Date, the provisions of the Plan shall constitute a good-faith compromise and settlement of all Claims, Interests, Causes of Action, as applicable, and controversies released, settled, compromised, or otherwise resolved pursuant to the Plan;
- (xii) the release of claims and Causes of Action by the Chapter 11 Debtors as described in Article VIII.C of the Plan (the “**Debtor Release**”) represents a valid exercise of the Chapter 11 Debtors’ business judgment, and is a necessary and integral element of the Plan, fair, equitable, reasonable, and in the best interests of the Chapter 11 Debtors, their Estates, and Holders of Claims and Interests;
- (xiii) the Third-Party Release is a necessary and integral element of the Plan, is fair, equitable, reasonable, and is in the best interests of the Chapter 11 Debtors, their Estates, and all Holders of Claims and Interests;

- (xiv) the exculpation provisions set forth in Article VIII.E of the Plan (the “**Exculpation**”) are appropriately tailored to the facts and circumstances of the Chapter 11 Proceedings and are essential to the Plan;
  - (xv) the injunction provisions set forth in Article VIII.F of the Plan are essential to the Plan and are necessary to implement the Plan, the Debtor Release, the Third-Party Release, and the Exculpation, and are appropriately tailored to achieve those purposes; and
  - (xvi) the Chapter 11 Debtors have demonstrated that the Plan is in the best interests of their creditors and equity holders; and
- (c) the Omnibus Claims Objection Procedures Order, among other things:
- (i) approving certain objection procedures substantially in the form attached as Exhibit 1 to the Omnibus Claims Objection Procedures Order to expedite and complete the Chapter 11 Debtors’ claims reconciliation process;
  - (ii) authorizing the Chapter 11 Debtors to assert substantive objections to “claims” as that term is defined in section 101(5) of the Bankruptcy Code, including requests for payment of administrative expense claims, in an omnibus format pursuant to Rules 3007(c) and (d) of the Bankruptcy Rules; and
  - (iii) approving certain procedures for filing and serving notices of satisfaction of claims substantially in the form set out in Exhibit 3 to the Omnibus Claims Objection Procedures Order.
2. Other than the UCC and the U.S. Trustee, no stakeholder filed an objection to the Confirmation Order. Further, no stakeholder objected to the Omnibus Claims Objection Procedures Order, and only the UCC objected to the Final Cash Management Order. As previously discussed, the UCC’s Objections to both the approval of the Disclosure Statement and to the final relief requested in the Cash Management Motion were consensually resolved, and the UST’s Objection was overruled.

## 4.0 The Plan

1. The Plan and its principal features are described in the Disclosure Statement, the Disclosure Statement Supplement and the Third Pantelis Affidavit. Certain exhibits to the Plan, including the GUC Trust Agreement and the Plan Administrator Agreement, are attached to the Plan Supplement. Copies of the First Plan Supplement, the Amended Plan Supplement, the Disclosure Statement Supplement and the Third Amended Plan, are attached to the Pantelis Affidavit as Exhibits “J”, “K”, “L” and “M”, respectively.
2. Overviews of certain features of the Plan are provided below. The Information Officer encourages readers to review the Disclosure Statement, Disclosure Statement Supplement, the Plan and the Plan Supplement in their entirety.

#### 4.1 Treatment of the Voting Classes Under the Plan

1. Principally, the Plan contemplates certain distributions from the Chapter 11 Debtors' cash on hand, the proceeds from the Chapter 11 Debtors' ordinary course operations and the Store Closing Sales, the implementation of the UCC Settlement, the compromise and settlement of all Claims and Interests subject to the Plan, the Debtor Release and the Third-Party Releases, and the wind-down of the Chapter 11 Debtors pursuant to the transactions set out in Article IV.G of the Plan (collectively, the "**Wind-Down Transactions**").
2. The treatment of the Voting Classes under the Plan is described in the Third Pantelis Affidavit and is summarized in the table below:

Class No.	Claim	Treatment of Claim/Equity Interest
Class 3	ABL Claims	<p>On the Effective Date, except to the extent that a Holder of an Allowed ABL Claim agrees to less favorable treatment, each Holder of an Allowed ABL Claim shall receive, in full and final satisfaction of such Claim, its pro rata share of (a) 100% of the Net Proceeds less (b) to the extent the Net Proceeds received by Holders of Allowed ABL Claims, in the aggregate, exceeds the Mandatory Payment Amount (including after reducing the Net Proceeds for the following adjustment), the GUC Trust Cash and the GUC Trust Expense Amount in accordance with the Plan.</p> <p>Notwithstanding the foregoing, all ABL Claims shall be reserved and preserved as against all Persons or Entities other than the Chapter 11 Debtors (and as to the Chapter 11 Debtors, all ABL Claims shall be subject to the Plan and Confirmation Order).</p>
Class 6	General Unsecured Claims	<p>On the Effective Date, except to the extent that a Holder of an Allowed General Unsecured Claim agrees to less favorable treatment, each Holder of an Allowed General Unsecured Claim shall receive its pro rata share of the GUC Trust Interests; <i>provided</i>, for the avoidance of doubt, that (a) any Holder of a Claim arising from or related to the waiver of prepetition intercompany claims, (b) any Holder of the SPARC Intercompany Claim, and (c) any Holder of a deficiency claim arising out of any obligations under the Credit Agreements shall not be a GUC Trust Beneficiary and shall not receive any share of the GUC Trust Interests.</p>

3. The Wind-Down Transactions to be implemented pursuant to the Plan include, among others:
  - (a) the payment in full of Administrative Claims, Other Secured Claims, and Other Priority Claims;
  - (b) the receipt by the ABL Agent of the \$15,485,219 Mandatory Paydown Amount for the paydown of the ABL Claims prior to the Confirmation Hearing;
  - (c) the establishment of the GUC Trust on the Effective Date for the benefit of the GUC Trust Beneficiaries, to be funded with: (i) the GUC Trust Cash; (ii) all of the Debtors' right, title, and interest in the Assigned Avoidance Actions; and (iii) \$250,000 earmarked for GUC Trust administrative fees and expenses;

- (d) the appointment of the GUC Trustee, selected by the UCC, to oversee and administer the GUC Trust after the Effective Date;
- (e) the distribution of 100% of the Net Proceeds, less the GUC Trust Assets, to the Holders of Class 3 ABL Claims;
- (f) the reinstatement or cancellation or release of Intercompany Claims and Intercompany Interests, at the option of the applicable Chapter 11 Debtor or Wind-Down Debtor (as defined below), without any distribution on account thereof;
- (g) the general settlement of all Claims and Interests, including the UCC Settlement;
- (h) the Debtor Release and Third-Party Release;
- (i) the satisfaction of all monetary defaults under each Executory Contract and Unexpired Lease assumed pursuant to the Plan;
- (j) the automatic rejection of each Executory Contract and Unexpired Lease not otherwise assumed pursuant to the Plan; and
- (k) the Plan Administrator's wind-down of the Chapter 11 Debtors' affairs in accordance with the Plan.

#### **4.2 Conditions Precedent to the Plan's Implementation**

1. The implementation of the Plan is subject to the satisfaction or waiver of the conditions precedent to the Effective Date enumerated in Article IX.A thereof, including, among others, that:
  - (a) the RSA shall not have been validly terminated by any of the parties thereto and shall continue to be in full force and effect;
  - (b) each document or agreement constituting the applicable Definitive Documents shall: (i) be in form and substance consistent with the Plan, the RSA, and the Restructuring Term Sheet; (ii) have been duly executed, delivered, acknowledged, filed, and/or effectuated, as applicable; and (iii) be in full force and effect, and any conditions precedent related thereto or contained therein shall have been satisfied prior to or contemporaneously with the occurrence of the Effective Date or otherwise waived;
  - (c) the Chapter 11 Debtors shall have obtained all authorizations, consents, regulatory approvals, rulings, or documents that are necessary to implement and effectuate the Plan, and all applicable regulatory or government-imposed waiting periods shall have expired or been terminated;
  - (d) the U.S. Court shall have entered the Confirmation Order, and such order shall not have been reversed, stayed, modified, dismissed, vacated, or reconsidered;
  - (e) the Plan Supplement and all of the schedules, documents, and exhibits contained therein shall have been filed;

- (f) the Chapter 11 Debtors shall have funded the Wind-Down Amount in cash;
  - (g) all actions, documents, and agreements necessary to implement and consummate the Restructuring Transactions shall have been effected and executed and shall be in form and substance consistent with the Plan and the RSA;
  - (h) the Professional Fee Escrow Account shall have been established and funded in cash in an amount sufficient to pay in full all professional fees and expenses of retained professionals approved by the U.S. Court before or after the Effective Date;
  - (i) the GUC Trust shall have been established and funded with the GUC Trust Assets; and
  - (j) the sum of: (i) the aggregate Weekly Paydown Amounts as of the Effective Date; and (ii) the distribution to be made to the Holders of Class 3 ABL Claims under the Plan on the Effective Date shall be not less than the Mandatory Paydown Amount.
2. If granted, the proposed Third Recognition Order will require the Foreign Representative to notify the Information Officer of the occurrence and date of the Effective Date. As soon as reasonably practicable thereafter, the proposed Third Recognition Order will require the Information Officer to execute and file with the Court a certificate, substantially in the form attached to the Third Recognition Order, certifying the occurrence and date of the Effective Date.

#### 4.3 Plan Administrator

1. Pursuant to the Plan, Steve Balasiano (the “**Plan Administrator**”), of MHR Advisory Group, LLC, will be appointed on the Effective Date as the sole manager, director and officer of the Chapter 11 Debtors or any successor or successors thereto after the Effective Date responsible for winding down the Chapter 11 Debtors’ estates and implementing the terms of the Plan (collectively, the “**Wind-Down Debtors**”), and will succeed to the powers of the Wind-Down Debtors’ managers, directors, and officers.
2. The obligations of the Plan Administrator are set out in the Plan Administrator Agreement. Among other things, the Plan Administrator Agreement provides that:
  - (a) effective as of the Effective Date, the Plan Administrator will be appointed to act as the Plan Administrator under the Plan to implement the Plan and wind down, liquidate, or otherwise dissolve the business and affairs of the Chapter 11 Debtors, the Wind-Down Debtors, and their Estates, and preserve and liquidate the Wind-Down Assets, subject to the terms and conditions set out in the Plan Administrator Agreement, the Plan, the Plan Supplement, and the Confirmation Order;
  - (b) the Plan Administrator will be a fiduciary for the Chapter 11 Debtors’ estates;

- (c) from and after the Effective Date, the Plan Administrator will provide administration, wind down, dissolution, and liquidation services that are necessary, required, desirable, or advisable to effectuate the Wind-Down Transactions and to make certain distributions under the Plan, in accordance with the Plan Administrator Agreement, the Plan, the Plan Supplement, and the Confirmation Order, including:
    - (i) overseeing the maintenance of the books, records, and accounts of the Wind-Down Debtors and the wind down and dissolution of the Chapter 11 Debtors and the Wind-Down Debtors, as applicable, after the Effective Date;
    - (ii) taking all actions related to the closing of the Chapter 11 Proceedings;
    - (iii) making (or causing to be made) distributions as contemplated under the Plan;
    - (iv) subject to the Plan Administrator Agreement and the Plan, employing, retaining, designating, terminating, or replacing professionals, consultants, or employees to represent it with respect to its responsibilities or otherwise effectuate the Plan to the extent necessary; and
    - (v) paying all reasonable fees, expenses, debts, charges, and liabilities of the Wind-Down Debtors on and after the Effective Date;
  - (d) the Plan Administrator will be compensated for the Plan Administrator's services from the Wind-Down Account, subject to the terms of the Plan Administrator Agreement, the Plan, the Plan Supplement and the Confirmation Order; and
  - (e) any professionals retained by the Plan Administrator pursuant to the Plan Administrator Agreement will be paid from the Wind-Down Account as set out in the applicable professional's engagement letter in accordance with the Plan Administrator Agreement, the Plan, the Plan Supplement and the Confirmation Order.
3. The Plan Administrator Agreement was approved by the U.S. Court pursuant to the Confirmation Order and the Plan Administrator was authorized to implement the Plan and wind-down the business and affairs of the Chapter 11 Debtors and the Wind-Down Debtors.

#### 4.4 The Releases Under the Plan

1. As referenced above, the Plan releases the Released Parties, which include each Debtor, each Wind-Down Debtor and the Plan Administrator, the Agents, each Consenting Lender, the Sponsors, the UCC and each of its members (solely in their capacity as such), each Releasing Party, the Information Officer, the Purchaser, if any, each current and former affiliate of each foregoing Entity, and each Released Party of each foregoing Entity.<sup>5</sup> Such releases include the Third-Party Release provided by each Releasing Party.<sup>6</sup>
2. As described in the Third Pantelis Affidavit, Holders of Claims in the Voting Classes (other than those that voted to accept the Plan) and Non-Voting Classes are entitled to opt-out of the Third-Party Release by submitting the Opt-Out Form on or prior to 4:00 p.m. prevailing Eastern Time on May 7, 2026.
3. Pursuant to the Confirmation Order, the U.S. Court determined that:
  - (a) the Solicitation Packages provided the Holders of Claims in the Voting Classes the opportunity to opt out of the Third-Party Release;
  - (b) every known stakeholder was provided with the means to opt out of the Third-Party Release; and
  - (c) the Third-Party Release is a necessary and integral element of the Plan, is fair, equitable, reasonable, and is in the best interests of the Chapter 11 Debtors, their Estates, and all Holders of Claims and Interests.

#### 5.0 The March 27 Orders, First Rejection Order and April 16 Orders

1. Pursuant to the proposed Third Recognition Order, the Foreign Representative is seeking recognition of the March 27 Orders, the First Rejection Order and the April 16 Orders that have been entered by the U.S. Court in the Chapter 11 Proceedings. The Information Officer has reviewed the March 27 Orders, the First Rejection Order and the April 16 Orders proposed to be recognized pursuant to the Third Recognition Order

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<sup>5</sup> In each case, an Entity will not be a Released Party if it: (a) elects to opt out of the releases; or (b) timely objected to the releases contained in the Plan, and such objection was not withdrawn or otherwise resolved before the Confirmation Order was entered.

<sup>6</sup> Under the Plan “Releasing Party” means, “each of, and in each case in its capacity as such: (a) each Debtor; (b) each Wind-Down Debtor and the Plan Administrator; (c) the Agents; (d) each Consenting Lender; (e) the Sponsors; (f) the Committee and each of its members (solely in their capacity as such); (g) all Holders of Claims that vote to accept the Plan; (h) all Holders of Claims who are deemed to accept this Plan but who do not affirmatively opt out of the releases provided for in this Plan by checking the box on the applicable notice of non-voting status indicating that they opt not to grant the releases provided for in the Plan; (i) all Holders of Claims who abstain from voting on the Plan, other than those who were not sent a ballot or an opt out form in accordance with the Disclosure Statement Order, and who do not affirmatively opt out of the releases provided for in this Plan by checking the box on the applicable ballot indicating that they opt not to grant the releases provided for in the Plan; (j) all Holders of Claims or Interests who vote to reject this Plan or are deemed to reject this Plan and who do not affirmatively opt out of the releases provided for in this Plan by checking the box on the applicable ballot or notice of non-voting status indicating that they opt not to grant the releases provided for in this Plan; (k) each current and former Affiliate of each Entity in clause (a) through the following clause (l); and (l) to the maximum extent permitted by law, each Related Party of each Entity in clause (a) through this clause (l); provided that, in each case, an Entity in clause (h) through clause (l) shall not be a Releasing Party if it: (i) elects to opt out of the releases contained in the Plan; or (ii) timely objects to the releases contained in this Plan and such objection is not withdrawn or otherwise resolved before the Confirmation Order is entered.”

and discussed the rationale for such orders with its counsel and Canadian counsel to the Chapter 11 Debtors.

2. The Information Officer is supportive of the Foreign Representative's request for recognition of the March 27 Orders, the First Rejection Order and the April 16 Orders given, among other things, that:
  - (a) in the Information Officer's view, much of the relief contained in the March 27 Orders, the First Rejection Order and the April 16 Orders is:
    - (i) common in Chapter 11 cases;
    - (ii) is the culmination of the Chapter 11 Debtors' good faith restructuring efforts; and
    - (iii) frequently recognized by Canadian courts in cross-border insolvency proceedings;
  - (b) the granting of the proposed Third Recognition Order and recognition of the March 27 Orders, the First Rejection Order and the April 16 Orders set out therein would be consistent with the principles of comity and facilitate the efficient coordination of the Chapter 11 Proceedings and these Recognition Proceedings;
  - (c) Canadian and U.S. stakeholders are treated in the same manner under each of the March 27 Orders, the First Rejection Order and the April 16 Orders proposed to be recognized pursuant to the Third Recognition Order;
  - (d) with respect to the Final Cash Management Order:
    - (i) the U.S. Court has previously entered, and the Court in these Recognition Proceedings has previously recognized, the Interim Cash Management Order and the Second Interim Cash Management Order, which are substantially similar to the Final Cash Management Order; and
    - (ii) although the Final Cash Management Order, like the Interim Cash Management Order and the Second Interim Cash Management Order that preceded it, permits the potential transfer of cash amounts as between the Chapter 11 Debtors, the Supplemental Order provides that any such amounts transferred by the Canadian Debtors to the U.S. Debtors following the date of the Supplemental Order will solely be in respect of Intercompany Claims consistent with the Canadian Cash Collateral Budget or as otherwise approved in advance by the Information Officer;
  - (e) with respect to the Final Cash Collateral Order:
    - (i) the Chapter 11 Debtors' permitted use of the Cash Collateral has obviated the need for debtor-in-possession financing and allowed the Chapter 11 Debtors to fund the transactions contemplated under the RSA;

- (ii) the Chapter 11 Debtors, including the Canadian Debtors, continue to require the continued use of the Cash Collateral to advance their restructuring efforts, fund the Chapter 11 Proceedings and these Recognition Proceedings and implement the Plan and the Wind-Down Transactions;
  - (iii) the U.S. Court has previously entered, and the Court in these Recognition Proceedings has previously recognized, the Interim Cash Collateral Order, which is substantially similar to the Final Cash Collateral Order;
  - (iv) the Interim Cash Collateral Order that preceded the Final Cash Collateral preserved the rights of the UCC and any other party in interest granted standing by the U.S. Court to assert claims against any of the ABL Agent, the Term Loan Agent, the Subordinated Loan Agent, or the Prepetition Lenders, on behalf of the Chapter 11 Debtors or other creditors of the Chapter 11 Debtors or to otherwise challenge the stipulations provided by the Chapter 11 Debtors under the Interim Cash Collateral Order, including in relation to the validity, extent, priority, or perfection of the security interests, and liens of such parties, the validity, allowance, priority, or amount of the ABL Obligations, the Term Loan Obligations, or the Subordinated Loan Obligations, or any liability of any of the Prepetition Lenders with respect to anything arising from the Loan Documents, provided that such committee or other party in interest files the appropriate papers and commences the appropriate proceedings within the applicable Challenge Period; and
  - (v) the sole objection to the Final Cash Collateral Order, the UCC's Cash Collateral Objection, has been resolved;
- (f) with respect to the Confirmation Order:
- (i) the Chapter 11 Debtors, as the U.S. Court confirmed, provided adequate notice of the commencement of the Chapter 11 Proceedings, the Plan and the opportunity to opt out of the Third Party Release, the Disclosure Statement, the Disclosure Statement Order, the Disclosure Statement Supplement, the Solicitation Packages, the Combined Hearing, the Plan Supplement, all the other materials that the Chapter 11 Debtors distributed in connection with confirmation of the Plan, the Voting Deadline and Combined Objection Deadline, the Combined Hearing and any applicable bar dates and hearings described in the Disclosure Statement Order;
  - (ii) the Plan was overwhelmingly supported by the Holders of Claims in the Voting Classes;
  - (iii) the sole objection to the Confirmation Order, the UST's Objection, was overruled by the U.S. Court; and

- (iv) the U.S. Court has determined that the Plan has been proposed in good faith, the compromises and settlements embodied in the Plan are fair, equitable, reasonable and in the best interests of the Chapter 11 Debtors and their Estates, and the Plan is in the best interests of the Chapter 11 Debtors' creditors and equity holders; and
- (g) the Information Officer is not aware of any objection having been filed in the Chapter 11 Proceedings by a Canadian stakeholder in respect of any of the March 27 Orders, the First Rejection Order or the April 16 Orders for which recognition is sought pursuant to the proposed Third Recognition Order.

## 6.0 WEPPA Declaration

1. Under the proposed Third Recognition Order, the Foreign Representative seeks a declaration that, pursuant to subsections 5(1)(b)(iv) and 5(5) of WEPPA, Eddie Bauer Canada meets the criteria prescribed under section 3.2 of the WEPP Regulation.
2. Subsection 5(1) of WEPPA provides that an individual is eligible to receive payment under the Wage Earner Protection Program if, among other things, the individual's employment is ended for a reason prescribed by regulation, the individual is owed eligible wages by a former employer, the former employer is subject to proceedings under the CCAA and a court determines under subsection 5(5) of WEPPA that the criteria prescribed by regulation are met. Section 3.2 of the WEPP Regulation provides that the 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".
3. In the circumstances, the Information Officer is of the view that the declaration sought pursuant to the proposed Third Recognition Order is appropriate given that:
  - (a) immediately prior to the commencement of the Chapter 11 Proceedings and these Recognition Proceedings, Eddie Bauer Canada employed 379 employees in Canada;
  - (b) as described in the Third Pantelis Affidavit, Eddie Bauer Canada has terminated all of its employees in Canada other than those retained to complete the Wind-Down Transactions;
  - (c) access to the Wage Earner Protection Program will provide Eddie Bauer Canada's terminated employees with the ability to apply for payment of certain eligible amounts in connection with their unpaid termination and severance pay;
  - (d) there is precedent for a Canadian Court granting a declaration pursuant to WEPPA in the context of a proceeding under Part IV of the CCAA;

- (e) the granting of a declaration pursuant to WEPPA within these Recognition Proceedings will obviate the need for, and avoid the associated costs of, commencing a receivership proceeding or assigning Eddie Bauer Canada into bankruptcy pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, to afford Eddie Bauer Canada's former employees the ability to access the Wage Earner Protection Program. There is no assurance that any of Eddie Bauer Canada's stakeholders would be prepared to pursue either of these paths; and
- (f) subject to the granting of the proposed Third Recognition Order, the Information Officer is prepared to assist eligible individuals to apply under the Wage Earner Protection Program and perform the services of a trustee under WEPPA, with the Chapter 11 Debtors funding the costs of such a process.

## **7.0 Activities of the Information Officer**

1. Since the date of the First Report, the activities of the Information Officer have included, among others:
  - (a) preparing for and attending the Foreign Representative's application for the Second Recognition Order;
  - (b) reviewing the Disclosure Statement Supplement, the Second Amended Plan, the Third Amended Plan, the First Plan Supplement, the Amended Plan Supplement, the March 27 Orders, the First Rejection Order and the April 16 Orders;
  - (c) attending, virtually, the hearings of the Chapter 11 Debtors' motion for the Confirmation Order in the Chapter 11 Proceedings;
  - (d) corresponding with the Chapter 11 Debtors' Canadian counsel and Bennett Jones regarding the Chapter 11 Proceedings and these Recognition Proceedings;
  - (e) corresponding and meeting with BRG regarding the Chapter 11 Proceedings and the Canadian Cash Collateral Budget;
  - (f) monitoring the Docket and reviewing the materials filed thereon;
  - (g) updating the Case Website; and
  - (h) preparing this Report.

## **8.0 Conclusion and Recommendation**

1. Based on the foregoing, the Information Officer recommends that this Court grant the relief sought by the Foreign Representative pursuant to the proposed Third Recognition Order.

\* \* \*

All of which is respectfully submitted,

*KSV Restructuring Inc.*

**KSV RESTRUCTURING INC. AS  
INFORMATION OFFICER OF EDDIE BAUER LLC, EDDIE BAUER GIFT CARD SERVICES  
LLC, SPARC EB HOLDINGS LLC, 13051269 CANADA INC. AND EDDIE BAUER OF  
CANADA CORPORATION,  
AND NOT IN ITS PERSONAL OR CORPORATE CAPACITY**

## **Appendix “A”**

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**

THE HONOURABLE )  
 )  
JUSTICE CAVANAGH ) MONDAY, THE 9TH  
 DAY OF FEBRUARY, 2026

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, AS  
AMENDED

**INTERIM STAY ORDER**  
**(FOREIGN PROCEEDING)**

**THIS APPLICATION**, made pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") and section 106 of the *Courts of Justice Act*, R.S.O. 1990 c. C. 43, as amended, by Eddie Bauer LLC, in its capacity as the proposed foreign representative (the "**Proposed Foreign Representative**") in respect of the proceedings commenced on February 9, 2026, in the United States Bankruptcy Court for the District of New Jersey pursuant to chapter 11 of title 11 of the United States Bankruptcy Code (the "**Foreign Proceeding**"), for an Order substantially in the form enclosed in the Application Record, was heard this day by judicial videoconference in Toronto, Ontario.

**ON READING** the Notice of Application and the affidavit of Stephen Coulombe affirmed 9, 2026, filed,

**AND UPON HEARING** the submissions of counsel for the Proposed Foreign Representative, counsel for KSV Restructuring Inc., in its capacity as the proposed information

officer (the “**Proposed Information Officer**”), and those other parties that were present and wished to be heard:

## **SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

## **STAY OF PROCEEDINGS**

2. **THIS COURT ORDERS** that from the date hereof until such date as this Court may order (the “**Stay Period**”), no proceeding or enforcement process in any court or tribunal in Canada (each, a “**Proceeding**”) shall be commenced or continued against or in respect of (a) 13051269 Canada Inc. and Eddie Bauer of Canada Corporation (collectively, the “**Canadian Debtors**”) or affecting their business (the “**Canadian Debtors’ Business**”) or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (the “**Canadian Debtors’ Property**”), or (b) Eddie Bauer LLC, Eddie Bauer Gift Card Services LLC and SPARC EB Holdings LLC (together with the Canadian Debtors, the “**Chapter 11 Debtors**”) or affecting their business in Canada (together with the Canadian Debtors’ Business, the “**Business**”) or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate in Canada, including all proceeds thereof (together with the Canadian Debtors’ Property, the “**Property**”), except with the written consent of the applicable Chapter 11 Debtor, or with leave of this Court, and any and all Proceedings currently under way against or in respect of any of the Chapter 11 Debtors, or affecting the Business or the Property, are hereby stayed and suspended pending further Order of this Court.

## **NO EXERCISE OF RIGHTS OR REMEDIES**

3. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities or person (all of the foregoing, collectively being “**Persons**” and each being a “**Person**”) against or in respect of any of the Chapter 11 Debtors, or affecting the Business or the Property, are hereby stayed and suspended except with the written consent of the applicable Chapter 11 Debtor, or with leave of

this Court, provided that nothing in this Order shall (i) prevent the assertion of or the exercise of rights and remedies outside of Canada (including, without limitation, in the Foreign Proceeding), (ii) empower any Chapter 11 Debtor to carry on any business in Canada which such Chapter 11 Debtor is not lawfully entitled to carry on, (iii) affect such investigations or Proceedings by a regulatory body as are permitted by section 11.1 of the CCAA, (iv) prevent the filing of any registration to preserve or perfect a security interest, or (v) prevent the registration of a claim for lien.

#### **NO INTERFERENCE WITH RIGHTS**

4. **THIS COURT ORDERS** that, during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, lease, licence or permit in favour of or held by any of the Chapter 11 Debtors and affecting the Business or Property in Canada, except with the written consent of the applicable Chapter 11 Debtor, or with leave of this Court.

#### **ADDITIONAL PROTECTIONS**

5. **THIS COURT ORDERS** that during the Stay Period, all Persons having oral or written agreements with any of the Chapter 11 Debtors or statutory or regulatory mandates for the supply of goods and/or services in Canada, including without limitation, all licencing arrangements, manufacturing arrangements, computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility, fuel, maintenance, customs broker services or other services provided in respect of the Property or Business of any of the Chapter 11 Debtors, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by any of the Chapter 11 Debtors, and that each of the Chapter 11 Debtors shall be entitled to the continued use in Canada of its current premises, bank accounts, telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Chapter 11 Debtors in accordance with normal payment practices of the Chapter 11 Debtors or such practices as may be agreed upon by the supplier or service provider and the Chapter 11 Debtors or as may be ordered by the Court.

6. **THIS COURT ORDERS** that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the Chapter 11 Debtors with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the Chapter 11 Debtors whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations.

#### **NO SALE OF PROPERTY**

7. **THIS COURT ORDERS** that, except with leave of this Court, each of the Chapter 11 Debtors are prohibited from selling or otherwise disposing of:

- (a) outside the ordinary course of its Business, any of its Property in Canada that relates to the Business; and
- (b) any of its other Property in Canada.

#### **SERVICE AND NOTICE**

8. **THIS COURT ORDERS** that service and electronic service of documents in these proceedings made in accordance with the Consolidated Civil Provincial Practice Direction and the Consolidated Practice Direction for the Toronto Region (collectively, the “**Practice Directions**”) (each of which can be found on the Ontario Superior Court of Justice website at <https://www.ontariocourts.ca/scj/filing-procedures/provincial/> and [https://www.ontariocourts.ca/scj/practice\\_directions/consolidated-practice-direction-toronto-region/](https://www.ontariocourts.ca/scj/practice_directions/consolidated-practice-direction-toronto-region/)) shall be valid and effective service. Subject to Rule 17.05 of the Rules of Civil Procedure, R.R.O. 1990, Reg 194, as amended (the “**Rules**”), this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules. Subject to Rule 3.01(d) of the Rules and the applicable Practice Directions, service of documents in accordance with the Practice Directions will be effective on transmission.

9. **THIS COURT ORDERS** that the Chapter 11 Debtors, the Proposed Foreign Representative, the Proposed Information Officer, and their respective counsel are at liberty to

serve or distribute this Order, any other materials and orders in these proceedings, and any notices or other correspondence, by forwarding copies thereof by prepaid ordinary mail, courier, personal delivery, facsimile transmission or electronic message to the Chapter 11 Debtors' creditors or other interested parties and their advisors at their respective addresses (including e-mail addresses) as last shown in the books and records of the applicable Chapter 11 Debtor and that any such service or distribution shall be deemed to be received (a) in the case of delivery by personal delivery, facsimile or electronic transmission, on the date of delivery or transmission, (b) in the case of delivery by prepaid ordinary mail, on the third business day after mailing, and (c) in the case of delivery by courier, on the next business day following the date of forwarding thereof.

10. **THIS COURT ORDERS** that any distribution or service in accordance with this Order shall be deemed to be in satisfaction of a legal or judicial obligation, and notice requirements within the meaning of clause 3(c) of the *Electronic Commerce Protection Regulations* (SOR/2013-221).

#### **GENERAL**

11. **THIS COURT ORDERS** that any party may, from time to time, apply to this Court for such further or other relief as it may advise, including for directions in respect of this Order.

12. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, or regulatory or administrative body having jurisdiction in Canada, the United States of America or any other foreign jurisdiction, to give effect to this Order and to assist the Chapter 11 Debtors, the Proposed Foreign Representative, and their respective counsel and agents in carrying out the terms of this Order. All courts, tribunals, and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Chapter 11 Debtors and the Proposed Foreign Representative as may be necessary or desirable to give effect to this Order, or to assist the Chapter 11 Debtors and the Proposed Foreign Representative and their respective counsel and agents in carrying out the terms of this Order.

13. **THIS COURT ORDERS** that this Order shall be effective as of 12:01 a.m. Eastern Standard Time on the date of this Order without the need for entry or filing of this Order.



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

Court File No: CL-26-00000050-0000

**AND IN THE MATTER OF EDDIE BAUER LLC, ET AL.**

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

**Applicant**

*Ontario*  
**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**  
Proceeding commenced at Toronto

**INTERIM STAY ORDER  
(FOREIGN PROCEEDING)**

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Lawyers for the Applicant

## **Appendix “B”**



ONTARIO SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

**COUNSEL/ENDORSEMENT SLIP**

COURT FILE NO.: CL-2600000050-0000

DATE: 09-FEB-2026

NO. ON LIST: 3

TITLE OF PROCEEDING: IN THE MATTER OF EDDIE BAUER LLC

BEFORE: JUSTICE CAVANAGH

**PARTICIPANT INFORMATION**

**For Plaintiff, Applicant, Moving Party:**

Name of Person Appearing	Name of Party	Contact Info
Shawn Irving Marc Wasserman Martino Calvaruso Marleigh Dick	Lawyers for the Applicant, Eddie Bauer LLC	sirving@osler.com mwasserman@osler.com mcalvaruso@osler.com mdick@osler.com

**For Defendant, Respondent, Responding Party:**

Name of Person Appearing	Name of Party	Contact Info
Mike Shakra	Lawyer for the Proposed Information Officer, KSV Restructuring Inc.	shakram@bennettjones.com
Linc Rogers	Lawyer for Pre-Petition ABL Agent, Wells Fargo	Linc.rogers@blakes.com

**For Other, Self-Represented:**

Name of Person Appearing	Name of Party	Contact Info

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**ENDORSEMENT OF JUSTICE CAVANAGH:**

[1] Eddie Bauer LLC (“**Eddie Bauer U.S.**”), in its capacity as the proposed foreign representative (in such capacity, the “**Foreign Representative**”) of the Chapter 11 Debtors (defined in the application materials), brings this application for an order (the “**Interim Stay Order**”) pursuant to s. 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43 (the “**CJA**”) and Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) granting, among other things, an interim stay of proceedings in respect of the Chapter 11 Debtors and their respective directors and officers in Canada.

[2] Eddie Bauer – a leading retailer in casual apparel, outdoor gear, and home goods – is currently facing significant balance sheet and liquidity challenges. On February 9, 2026, Eddie Bauer U.S. and four other debtors in possession (collectively, the “**Chapter 11 Debtors**” or the “**Company**”) filed voluntary petitions for relief in the United States Bankruptcy Court for the District of New Jersey (the “**U.S. Court**”), pursuant to Chapter 11 of the U.S. Bankruptcy Code (the “**Petitions**,” and the cases commenced thereby the “**Chapter 11 Cases**”). The Chapter 11 Debtors include two Canadian entities, 13051269 Canada Inc. and Eddie Bauer of Canada Corporation (“**Eddie Bauer Canada**” and collectively the “**Canadian Debtors**”). Eddie Bauer Canada is the Company’s primary operating entity in Canada, where it operates 24 retail locations spread across six provinces.

[3] Concurrently with the Petitions, the Chapter 11 Debtors have filed several first day motions and applications in the Chapter 11 Cases with the U.S. Court (collectively, the “**First Day Motions**”), including an order authorizing Eddie Bauer U.S. to act as Foreign Representative in respect of the Chapter 11 Cases (the “**Foreign Representative Order**”). The U.S. Court is expected to hear the First Day Motions on February 10, 2026.

[4] Once the Foreign Representative Order has been issued by the U.S. Court, Eddie Bauer U.S., in its capacity as Foreign Representative, will return to this Court in order to seek: (i) the “**Initial Recognition Order**,” recognizing Eddie Bauer U.S. as Foreign Representative and recognizing the Chapter 11 Cases as “foreign main proceedings” in respect of the Canadian Debtors; and (ii) the “**Supplemental Order**,” among other things, recognizing certain First Day Orders issued by the U.S. Court (the “**First Day Orders**”).

[5] Pending the hearing of the First Day Motions and the granting of the Foreign Representative Order, the proposed Foreign Representative seeks the Interim Stay Order in order to give effect in Canada to the automatic stay of proceedings which applies in the Chapter 11 Cases, maintain the *status quo*, and preserve the value of the Canadian business. The Interim Stay Order, which accords with the recent practice of this Court in Part IV proceedings under the CCAA, is designed to protect the property and operations of the Chapter 11 Debtors from the potential enforcement of any rights and remedies in Canada, including in relation to Eddie Bauer Canada’s retail leases.

[6] The facts are more fully set out in the Affidavit of Stephen Coulombe.

[7] I am satisfied that Ontario is a proper jurisdiction for these recognition proceedings. As Part IV of the CCAA does not contain any provisions with respect to the jurisdiction of a particular Canadian court to hear a recognition application, it is appropriate for the Ontario court to take jurisdiction given the Canadian Debtors’ substantial connection to Ontario, including the following:

- a. each of the Canadian Debtors maintains a registered office in Toronto;

- b. Ontario is the location of the highest number of Eddie Bauer Canada's stores, (11 out of 24 stores, representing nearly half of the Canadian total); and
- c. the majority of Eddie Bauer Canada's employees are located in Ontario (182 out of 379 total employees in Canada).

[8] Pursuant to section 46(2) of the CCAA, a foreign representative seeking recognition of a foreign proceeding must include in its application, among other things, certified copies of the instruments that commenced the foreign proceeding and authorized the foreign representative to act in such a capacity. However, the proposed Foreign Representative Order authorizing Eddie Bauer U.S. to act as Foreign Representative will not be available until the Chapter 11 Debtors appear before the U.S. Court to seek the First Day Orders.

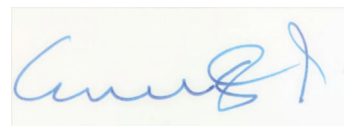
[9] As a result, the Foreign Representative is not yet able to seek the Initial Recognition Order and Supplemental Order from this Court. While the Chapter 11 Debtors obtained the benefit of a stay of proceedings upon filing the Petitions with the U.S. Court, without the granting of the Interim Stay Order the Chapter 11 Debtors will not have the protection of a stay in Canada during this key period.

[10] The Court's jurisdiction to grant an interim stay in the context of a pending recognition application is grounded in s. 106 of the *Courts of Justice Act*, which authorizes Ontario courts to stay proceedings on such terms as are considered just, in s. 11.02 of the CCAA, which allows the granting of a stay on the initial application of a debtor company, and in the Court's inherent jurisdiction. Further, as noted by Chief Justice Morawetz in *Paladin Labs Canadian Holding Inc.*, 2022 ONSC 4748 at para. 20, granting an interim stay in such circumstances accords with "the principles of cooperation and comity" and represents "necessary and appropriate" relief pending the full recognition hearing.

[11] The Interim Stay Order provides for a stay of proceedings in favour of the Chapter 11 Debtors in respect of their business and property in Canada, along with a stay of proceedings in favour of the directors and officers of the Chapter 11 Debtors. This proposed interim stay will give effect in Canada to the automatic stay of proceedings in the Chapter 11 Cases and will provide stability and preserve the value of the Canadian business pending Eddie Bauer U.S.'s appointment as foreign representative.

[12] I am satisfied that the proposed Interim Stay Order should be made.

[13] Order to go as signed by me today. This order is effective from today's date and is enforceable without the need for entry and filing.



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## **Appendix “C”**



Court File No. CV-26-0000050-0000

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**

THE HONOURABLE ) WEDNESDAY, THE 18TH  
 )  
JUSTICE CAVANAGH ) DAY OF FEBRUARY, 2026

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, AS  
AMENDED

**INITIAL RECOGNITION ORDER**  
**(FOREIGN MAIN PROCEEDING)**

**THIS APPLICATION**, made by Eddie Bauer LLC, in its capacity as the foreign representative (in such capacity, the "**Foreign Representative**") of Eddie Bauer LLC, Eddie Bauer Gift Card Services LLC, SPARC EB Holdings LLC, 13051269 Canada Inc., and Eddie Bauer of Canada Corporation (collectively, the "**Chapter 11 Debtors**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Application Record, was heard this day by judicial videoconference in Toronto, Ontario.

**ON READING** the Notice of Application, the affidavit of Stephen Coulombe affirmed February 9, 2026, the affidavit of Stephen Coulombe affirmed February 12, 2026 (the "**Second Coulombe Affidavit**"), and the Pre-Filing Report of KSV Restructuring Inc., in its capacity as the proposed information officer (in such capacity, the "**Proposed Information Officer**"), dated February 16, 2026, filed, and upon being provided with copies of the documents required by section 46 of the CCAA,

**AND UPON BEING ADVISED** by counsel for the Foreign Representative that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding) (the “**Supplemental Order**”) is being sought,

**AND UPON HEARING** the submissions of counsel for the Foreign Representative, counsel for the Proposed Information Officer (as appointed pursuant to the Supplemental Order, the “**Information Officer**”), and those other parties that were present and wished to be heard:

#### **SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

#### **FOREIGN REPRESENTATIVE**

2. **THIS COURT ORDERS AND DECLARES** that the Foreign Representative is the “foreign representative” as defined in section 45 of the CCAA of the Chapter 11 Debtors in respect of the cases commenced in the United States Bankruptcy Court for the District of New Jersey by the Chapter 11 Debtors pursuant to chapter 11 of the United States Bankruptcy Code (collectively, the “**Foreign Proceeding**”).

#### **CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING**

3. **THIS COURT DECLARES** that the centre of its main interests for each of the Chapter 11 Debtors is the United States of America and that the Foreign Proceeding is hereby recognized as a “foreign main proceeding” as defined in section 45 of the CCAA.

#### **STAY OF PROCEEDINGS**

4. **THIS COURT ORDERS** that until otherwise ordered by this Court:

- (a) all proceedings taken or that might be taken against any Chapter 11 Debtor under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended or the *Winding-up and Restructuring Act*, R.S.C. 1985, c. W-11, as amended, are stayed;

- (b) further proceedings in any action, suit or proceeding against any Chapter 11 Debtor are restrained; and
- (c) the commencement of any action, suit or proceeding against any Chapter 11 Debtor is prohibited.

#### **NO SALE OF PROPERTY**

5. **THIS COURT ORDERS** that, except with leave of this Court, each of the Chapter 11 Debtors is prohibited from selling or otherwise disposing of:

- (a) outside the ordinary course of its business, any of its property in Canada that relates to the business; and
- (b) any of its other property in Canada.

#### **GENERAL**

6. **THIS COURT ORDERS** that within five (5) business days from the date of this Order, or as soon as practicable thereafter, the Foreign Representative, with the assistance of the Information Officer, shall cause to be published a notice substantially in the form attached to this Order as Schedule A, once a week for two (2) consecutive weeks, in the *Globe and Mail* (National Edition).

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States of America or any other foreign jurisdiction, to give effect to this Order and to assist the Chapter 11 Debtors, the Foreign Representative and the Information Officer and their respective counsel and agents in carrying out the terms of this Order. All courts, tribunals, and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Chapter 11 Debtors, the Foreign Representative and the Information Officer as may be necessary or desirable to give effect to this Order, or to assist the Chapter 11 Debtors, the Foreign Representative and the Information Officer and their respective counsel and agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS** that the Interim Stay Order of this Court dated February 9, 2026 (the “**Interim Stay Order**”) shall be of no further force and effect once this Order becomes effective, and that this Order shall be effective as of 12:01 a.m. Eastern Standard Time on the date of this Order without the need for entry or filing of this Order, provided that nothing herein shall invalidate any action taken in compliance with such Interim Stay Order prior to the effectiveness of this Order and the Supplemental Order.

9. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Chapter 11 Debtors, the Foreign Representative, the Information Officer and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.



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**Schedule “A”**

Court File No.: CV-26-00000050-0000

**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, AS  
AMENDED

**NOTICE OF RECOGNITION ORDERS  
(FOREIGN MAIN PROCEEDING)**

**PLEASE BE ADVISED** that this Notice is being published pursuant to orders of the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) granted on February 18, 2026 (together, the “**Recognition Orders**”).

**PLEASE TAKE NOTICE** that on February 9, 2026, Eddie Bauer LLC, Eddie Bauer Gift Card Services LLC, SPARC EB Holdings LLC, 13051269 Canada Inc., and Eddie Bauer of Canada Corporation (together, the “**Chapter 11 Debtors**”) filed voluntary petitions for relief pursuant to chapter 11 of the United States Bankruptcy Code (collectively, the “**Chapter 11 Cases**”) with the United States Bankruptcy Court for the District of New Jersey (the “**U.S. Court**”). In connection with the Chapter 11 Cases, Eddie Bauer LLC has been appointed as the foreign representative of the Chapter 11 Debtors. Eddie Bauer LLC’s address is 10401 Northeast 8th Street, Suite 500, Bellevue, WA 98004 USA.

**AND TAKE NOTICE** that the Recognition Orders granted by the Canadian Court under Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA Proceedings**”), among other things: (i) recognize the Chapter 11 Cases as a “foreign main proceeding”; (ii) grant a stay of proceedings in respect of the Chapter 11 Debtors; (iii) prohibit the commencement of any proceedings against the Chapter 11 Debtors in Canada absent further order of the Canadian Court; and (iv) appoint KSV Restructuring Inc. as the information officer in the CCAA Proceedings (in such capacity, the “**Information Officer**”).

**AND TAKE NOTICE** that the motions and notices filed with, and the orders entered by (i) the U.S. Court are available free of charge at <https://cases.stretto.com/EddieBauer> or for a fee at [www.njb.uscourts.gov](http://www.njb.uscourts.gov), and (ii) the Canadian Court are available at <https://www.ksvadvisory.com/experience/case/eddiebauer>.

**AND TAKE NOTICE** that Canadian counsel for the Chapter 11 Debtors is:

**Osler, Hoskin & Harcourt LLP**  
1 First Canadian Place, 100 King West, Suite 6200  
Toronto, ON M5X 1B8  
Email: [bmuller@osler.com](mailto:bmuller@osler.com)

**PLEASE FINALLY TAKE NOTICE** that for further information on the CCAA Proceedings you may contact the Information Officer at:

**KSV Restructuring Inc.**  
220 Bay Street, 13th Floor, PO Box 20,  
Toronto, Ontario, M5J 2W4  
Phone: 437.888.9842  
Email: [dperلمان@ksvadvisory.com](mailto:dperلمان@ksvadvisory.com)

**DATED AT TORONTO, ONTARIO** this [●] day of February, 2026.

**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, ET AL.**

Court File No: CV-26-0000050-0000

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

**Applicant**

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

**INITIAL RECOGNITION ORDER**  
**(FOREIGN MAIN PROCEEDING)**

**OSLER, HOSKIN & HARCOURT, LLP**

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Toronto, ON M5X 1B8

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Marleigh Dick (LSO# 79390S)  
Tel: 416.862.4725  
mdick@osler.com

Lawyers for the Applicant

## **Appendix “D”**



Court File No. CV-26-00000050-0000

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**

THE HONOURABLE )  
 )  
JUSTICE CAVANAGH ) WEDNESDAY, THE 18TH  
 )  
 ) DAY OF FEBRUARY, 2026

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, AS  
AMENDED

**SUPPLEMENTAL ORDER**  
**(FOREIGN MAIN PROCEEDING)**

**THIS APPLICATION**, made by Eddie Bauer LLC, in its capacity as the foreign representative (in such capacity, the "**Foreign Representative**") of Eddie Bauer LLC, Eddie Bauer Gift Card Services LLC, SPARC EB Holdings LLC, 13051269 Canada Inc., and Eddie Bauer of Canada Corporation (collectively, the "**Chapter 11 Debtors**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Application Record, was heard this day by judicial videoconference in Toronto, Ontario.

**ON READING** the Notice of Application, the affidavit of Stephen Coulombe affirmed February 9, 2026, the affidavit of Stephen Coulombe affirmed February 12, 2026 (the "**Second Coulombe Affidavit**"), and the Pre-Filing Report of KSV Restructuring Inc. ("**KSV**"), in its capacity as the proposed information officer, dated February 16, 2026, filed, and on being advised that the secured creditors who are likely to be affected by the charges created herein were given notice, and on hearing the submissions of counsel for the Foreign Representative, counsel for KSV and those other parties that were present and wished to be heard, and on reading the consent of KSV to act as the information officer:

## SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

## RECOGNITION ORDER

2. **THIS COURT ORDERS** that any capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Recognition Order (Foreign Main Proceeding) dated as of February 18, 2026 (the “**Recognition Order**”).

3. **THIS COURT ORDERS** that the provisions of this Supplemental Order shall be interpreted in a manner complementary and supplementary to the provisions of the Recognition Order, provided that in the event of a conflict between the provisions of this Supplemental Order and the provisions of the Recognition Order, the provisions of the Recognition Order shall govern.

## RECOGNITION OF FOREIGN ORDERS

4. **THIS COURT ORDERS** that the following orders (collectively, the “**Foreign Orders**”) of the United States Bankruptcy Court for the District of New Jersey (the “**U.S. Bankruptcy Court**”) made in the Foreign Proceeding are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:

- (a) *Order (I) Authorizing Eddie Bauer LLC to Act as Foreign Representative, and (II) Granting Related Relief;*
- (b) *Order (I) Restating and Enforcing the Worldwide Automatic Stay, Anti-Discrimination Provisions, and Ipso Facto Protections of the Bankruptcy Code, (II) Approving the Form and Manner of Notice, and (III) Granting Related Relief;*
- (c) *Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, and (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, (II) Authorizing the Debtors to Continue to Perform Intercompany Transactions, (III) Waiving Certain U.S. Trustee Requirements, and (IV) Granting Related Relief;*
- (d) *Interim Order (I) Authorizing the Debtors to Pay Prepetition Claims of Certain Critical Vendors, Foreign Vendors, 503(B)(9) Claimants, and Lien Claimants, (II)*

*Granting Administrative Expense Priority to Undisputed Obligations on Account of Outstanding Orders, and (III) Granting Related Relief;*

- (e) *Interim Order (I) Authorizing the Debtors to (A) Maintain and Administer Their Customer Programs and (B) Honor Certain Prepetition Obligations Related Thereto, and (II) Granting Related Relief;*
- (f) *Interim Order (I) Authorizing the Debtors to (A) Maintain Insurance and Surety Coverage and the Surety Standby Letter of Credit Entered into Prepetition and Pay Related Prepetition Obligations and (B) Renew, Supplement, Modify, or Purchase Insurance, Surety Coverage and Letters of Credit, and (II) Granting Related Relief;*
- (g) *Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief;*
- (h) *Interim Order (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief;*
- (i) *Interim Order (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests, (IV) Authorizing Fee Payments to the Utility Agents, and (V) Granting Related Relief;*
- (j) *Order (I) Authorizing the Appointment of Stretto, Inc. as Claims and Noticing Agent Effective as of the Petition Date and (II) Granting Related Relief;*
- (k) *Order (I) Scheduling Hearings and Objection Deadlines with Respect to the Debtors' Disclosure Statement and Plan Confirmation and (II) Shortening the Notice Requirements Related Thereto;*
- (l) *Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief;*
- (m) *Interim Order (I) Authorizing the Debtors to Assume the Agency Agreement, (II) Authorizing and Approving the Conduct of Store Closing Sales and the Related Sale Guidelines, with Such Sales to be Free and Clear of all Liens, Claims, and Encumbrances, (III) Modifying Customer Programs at the Closing Stores, and (IV) Granting Related Relief (the "**Interim Store Closing Order**");*
- (n) *Interim Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties, (III) Scheduling a Final Hearing, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief (the "**Interim Cash Collateral Order**"); and*
- (o) *Order (I) Approving the Bidding Procedures and Stalking Horse Bid Protections, (II) Scheduling Certain Dates and Deadlines with Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (III) Approving the Form and Manner of Notice Thereof, (IV) Establishing Notice and Procedures for the*

*Assumption and Assignment of Contracts and Leases, (V) Authorizing the Assumption and Assignment of Assumed Contracts, (VI) Authorizing the Sale of Assets, and (VII) Granting Related Relief;*

(copies of which are attached as Schedules “A” to “O” hereto, respectively);

provided, however, that (i) in the event of any conflict between the terms of the Foreign Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to Property (as defined below) in Canada; (ii) notwithstanding anything to the contrary in any Foreign Order, the exercise of rights and remedies by the Prepetition ABL Secured Parties (as defined in the Interim Cash Collateral Order) against or in respect of the Canadian Debtors or the Canadian Debtors’ Property (each as defined below) shall be subject to the terms of the Canadian Guarantee Agreement (as defined in the Interim Cash Collateral Order), including section 4.01(b) thereof, and this Order; and (iii) the Canadian Sale Guidelines attached hereto as Schedule “Q” shall apply to the Sales (as defined in the Interim Store Closing Order) in Canada and not the “Canadian Sale Guidelines” referenced in the Interim Store Closing Order.

#### **APPOINTMENT OF INFORMATION OFFICER**

5. **THIS COURT ORDERS** that KSV is hereby appointed as an officer of this Court (in such capacity, the “**Information Officer**”), with the powers and duties set out herein and in any other Order made in these proceedings.

#### **NO PROCEEDINGS AGAINST THE CHAPTER 11 DEBTORS OR THE PROPERTY**

6. **THIS COURT ORDERS** that from the date hereof until such date as this Court may order (the “**Stay Period**”), no proceeding or enforcement process in any court or tribunal in Canada (each, a “**Proceeding**”) shall be commenced or continued against or in respect of (a) 13051269 Canada Inc. and Eddie Bauer of Canada Corporation (collectively, the “**Canadian Debtors**”) or affecting their business (the “**Canadian Debtors’ Business**”) or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (the “**Canadian Debtors’ Property**”); or (b) Eddie Bauer LLC, Eddie Bauer Gift Card Services LLC and SPARC EB Holdings LLC or affecting their business in Canada (together with the Canadian Debtors’ Business, the “**Business**”) or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate in Canada, including all proceeds thereof (together with the Canadian Debtors’

Property, the “**Property**”), except with the written consent of the applicable Chapter 11 Debtor and the Information Officer or leave of this Court, and any and all Proceedings currently under way against or in respect of any of the Chapter 11 Debtors or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

#### **NO EXERCISE OF RIGHTS OR REMEDIES**

7. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities or person (all of the foregoing, collectively being “**Persons**” and each being a “**Person**”) against or in respect of any of the Chapter 11 Debtors, or affecting the Business or the Property, are hereby stayed and suspended except with the consent of the applicable Chapter 11 Debtor and the Information Officer or leave of this Court, provided that nothing in this Order shall (a) prevent the assertion of or the exercise of rights and remedies outside of Canada; (b) empower any Chapter 11 Debtor to carry on any business in Canada which that Chapter 11 Debtor is not lawfully entitled to carry on; (c) affect such investigations or Proceedings by a regulatory body as are permitted by section 11.1 of the CCAA; (d) prevent the filing of any registration to preserve or perfect a security interest; or (e) prevent the registration of a claim for lien.

#### **NO INTERFERENCE WITH RIGHTS**

8. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, lease, licence or permit in favour of or held by any of the Chapter 11 Debtors and affecting the Business or Property, except with the written consent of the applicable Chapter 11 Debtor and the Information Officer, or with leave of this Court.

#### **ADDITIONAL PROTECTIONS**

9. **THIS COURT ORDERS** that during the Stay Period, all Persons having oral or written agreements with any of the Chapter 11 Debtors or statutory or regulatory mandates for the supply of goods and/or services in Canada, including, without limitation, all licencing arrangements, manufacturing arrangements, computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility, fuel, maintenance, customs broker services or other services provided in respect of the Property or Business of any of the Chapter 11 Debtors, are hereby restrained until further Order of this

Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by any of the Chapter 11 Debtors, and that each of the Chapter 11 Debtors shall be entitled to the continued use in Canada of its current premises, bank accounts, telephone numbers, facsimile numbers, internet addresses and domain names.

10. **THIS COURT ORDERS** that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the Chapter 11 Debtors with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the Chapter 11 Debtors whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations.

11. **THIS COURT ORDERS** that no Proceeding shall be commenced or continued against or in respect of the Information Officer, except with leave of this Court. In addition to the rights and protections afforded the Information Officer herein, or as an officer of this Court, the Information Officer shall have the benefit of all of the rights and protections afforded to a Monitor under the CCAA, and shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part.

#### **OTHER PROVISIONS RELATING TO INFORMATION OFFICER**

12. **THIS COURT ORDERS** that the Information Officer:

- (a) is hereby authorized to provide such assistance to the Foreign Representative in the performance of its duties as the Foreign Representative may reasonably request;
- (b) shall report to this Court at such times and intervals that the Information Officer considers appropriate with respect to the status of these proceedings and the status of the Foreign Proceeding, which reports may include information relating to the Property, the Business, or such other matters as may be relevant to the proceedings herein;

- (c) shall have full and complete access to the Property, including the premises, books, records, data, including data in electronic form, and other financial documents of the Chapter 11 Debtors, to the extent that is necessary to perform its duties arising under this Order; and
- (d) shall be at liberty to engage independent legal counsel or such other persons as the Information Officer deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order.

13. **THIS COURT ORDERS** that the Chapter 11 Debtors and the Foreign Representative shall (a) advise the Information Officer of all material steps taken by the Chapter 11 Debtors or the Foreign Representative in these proceedings or in the Foreign Proceeding; (b) co-operate fully with the Information Officer in the exercise of its powers and discharge of its obligations; and (c) provide the Information Officer with the assistance that is necessary to enable the Information Officer to adequately carry out its functions.

14. **THIS COURT ORDERS** that the Information Officer shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Business or Property, or any part thereof.

15. **THIS COURT ORDERS** that the Information Officer (a) shall post on the Case Website (as defined below) all Orders of this Court made in these proceedings, all reports of the Information Officer filed herein, and such other materials as this Court may order from time to time; and (b) may post on the Case Website any other materials that the Information Officer deems appropriate.

16. **THIS COURT ORDERS** that the Information Officer may provide any creditor of a Chapter 11 Debtor with information provided by the Chapter 11 Debtors in response to reasonable requests for information made in writing by such creditor addressed to the Information Officer. The Information Officer shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Information Officer has been advised by the Chapter 11 Debtors is privileged or confidential, the Information Officer shall not provide such information to creditors

unless otherwise directed by this Court or on such terms as the Information Officer, the Foreign Representative and the relevant Chapter 11 Debtors may agree.

17. **THIS COURT ORDERS** that Osler, Hoskin & Harcourt LLP, as Canadian counsel to the Chapter 11 Debtors (“**Canadian Counsel**”), the Information Officer and legal counsel to the Information Officer, shall be paid by the Chapter 11 Debtors their reasonable fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts. The Chapter 11 Debtors are hereby authorized and directed to pay the accounts of Canadian Counsel, the Information Officer and legal counsel for the Information Officer on a bi-weekly basis or on such terms as such parties may agree and to pay retainers to the Information Officer and its legal counsel in the aggregate amount of \$175,000. The accounts of Canadian Counsel, the Information Officer and counsel to the Information Officer shall not be subject to approval in the Foreign Proceeding.

18. **THIS COURT ORDERS** that the Information Officer and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Information Officer and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

19. **THIS COURT ORDERS** that Canadian Counsel, the Information Officer and legal counsel to the Information Officer shall be entitled to the benefit of and are hereby granted a charge (the “**Administration Charge**”) on the Canadian Debtors’ Property in Canada, which charge shall not exceed an aggregate amount of CAD\$1 million as security for their professional fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order. The Administration Charge shall have the priority set out in paragraphs 24 and 26 hereof.

#### **DIRECTORS’ AND OFFICERS’ INDEMNIFICATION AND CHARGE**

20. **THIS COURT ORDERS** that the Canadian Debtors shall indemnify their directors and officers against obligations and liabilities that they may incur as directors or officers of any of the Canadian Debtors after the commencement of the within proceedings (including, for greater certainty, any applicable obligations and liabilities of the directors and officers for wages, vacation pay or termination or severance pay due to employees of the Canadian Debtors, whether

or not any such employee was terminated prior to or after the commencement of these proceedings), except to the extent that, with respect to any officer or director, the obligation or liability was incurred as a result of the director's or officer's gross negligence or wilful misconduct.

21. **THIS COURT ORDERS** that the directors and officers of the Canadian Debtors shall be entitled to the benefit of and are hereby granted a charge (the "**Directors' Charge**") on the Canadian Debtors' Property in Canada, which charge shall not exceed an aggregate amount of CAD\$1.927 million, as security for the indemnity provided in paragraph 20 of this Order. The Directors' Charge shall have the priority set out in paragraphs 24 and 26 hereof.

22. **THIS COURT ORDERS** that, notwithstanding any language in any applicable insurance policy to the contrary, (a) no insurer shall be entitled to be subrogated to or claim the benefit of the Directors' Charge; and (b) the Canadian Debtors' directors and officers shall only be entitled to the benefit of the Directors' Charge to the extent that they do not have coverage under any directors' and officers' insurance policy, or to the extent that such coverage is insufficient to pay amounts indemnified in accordance with paragraph 20 of this Order.

#### **INTERCOMPANY CHARGE**

23. **THIS COURT ORDERS** that any Chapter 11 Debtor (other than the Canadian Debtors) that provides services or lends money to, or bears costs of, a Canadian Debtor on or after the date hereof (an "**Intercompany Claim**"), shall be entitled to the benefit of and is hereby granted a charge (the "**Intercompany Charge**") on the Canadian Debtors' Property of such Canadian Debtor in Canada, as security for its Intercompany Claim. The Intercompany Charge shall have the priority set out in paragraphs 24 and 26 hereof. Amounts transferred by the Canadian Debtors to the Chapter 11 Debtors (other than the Canadian Debtors) on or after the date hereof shall be solely in respect of Intercompany Claims consistent with the Canadian Cash Collateral Budget (as defined in the Second Coulombe Affidavit) scheduled to the Approved Budget (as defined in the Interim Cash Collateral Order) and attached as Exhibit "X" to the Second Coulombe Affidavit, or as otherwise approved in advance by the Information Officer.

**VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER**

24. **THIS COURT ORDERS** that the priorities of the Administration Charge, the Directors' Charge and the Intercompany Charge (collectively, the "**Charges**"), as among them, shall be as follows:

- (a) First – Administration Charge (to the maximum amount of CAD\$1 million);
- (b) Second – Directors' Charge (to the maximum amount of CAD\$1.927 million); and
- (c) Third – Intercompany Charge.

25. **THIS COURT ORDERS** that the filing, registration or perfection of the Charges shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect the Charges.

26. **THIS COURT ORDERS** that each of the Charges shall constitute a charge on the Canadian Debtors' Property in Canada and such Charges shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "**Encumbrances**") in favour of any Person.

27. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Chapter 11 Debtors shall not grant any Encumbrances over any Property in Canada that rank in priority to, or *pari passu* with, the Charges, unless the Chapter 11 Debtors also obtain the prior written consent of the beneficiaries of the Charges (collectively, the "**Chargees**").

28. **THIS COURT ORDERS** that the Charges shall not be rendered invalid or unenforceable and the rights and remedies of the Chargees shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**"), or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings,

incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an “**Agreement**”) which binds any Chapter 11 Debtor, and notwithstanding any provision to the contrary in any Agreement:

- (i) the creation of the Charges shall not create or be deemed to constitute a breach by a Chapter 11 Debtor of any Agreement to which it is a party;
- (ii) none of the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the creation of the Charges; and
- (iii) the payments made by the Chapter 11 Debtors to the Chargees pursuant to this Order, and the granting of the Charges, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

29. **THIS COURT ORDERS** that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the applicable Canadian Debtor’s interest in such real property leases.

#### **SERVICE AND NOTICE**

30. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “**Protocol**”) is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <https://www.ontariocourts.ca/scj/files/guides/the-guide-concerning-commercial-list-e-service-en.pdf>) shall be valid and effective service. Subject to Rule 17.05 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg 194 (the “**Rules of Civil Procedure**”) this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(1)(d) of the Rules of Civil Procedure and paragraph 13 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a case website for these proceedings shall be established with the following URL: <https://www.ksvadvisory.com/experience/case/eddiebauer> (the “**Case Website**”).

31. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, the Chapter 11 Debtors, the Foreign Representative, the Information Officer, and their respective counsel are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by

forwarding copies thereof by prepaid ordinary mail, courier, personal delivery, facsimile transmission or electronic message to the Chapter 11 Debtors' creditors or other interested parties and their advisors at their respective addresses (including e-mail addresses) as last shown in the books and records of the applicable Chapter 11 Debtor and that any such service or distribution shall be deemed to be received (a) in the case of delivery by personal delivery, facsimile or electronic transmission, on the date of delivery or transmission, (b) in the case of delivery by prepaid ordinary mail, on the third business day after mailing, and (c) in the case of delivery by courier, on the next business day following the date of forwarding thereof.

32. **THIS COURT ORDERS** that any distribution or service in accordance with this Order shall be deemed to be in satisfaction of a legal or judicial obligation, and notice requirements within the meaning of clause 3(c) of the *Electronic Commerce Protection Regulations* (SOR/2013-221).

33. **THIS COURT ORDERS** that the Information Officer shall create, maintain and update as necessary a list of all Persons appearing in person or by counsel in these proceedings (the "**Service List**"). The Information Officer shall post the Service List, as may be updated from time to time, on the Case Website as part of the public materials in relation to these proceedings. Notwithstanding the foregoing, the Information Officer shall have no liability in respect of the accuracy of or the timeliness of making any changes to the Service List.

#### **GENERAL**

34. **THIS COURT ORDERS** that the Information Officer may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

35. **THIS COURT ORDERS** that nothing in this Order shall prevent the Information Officer from acting as an interim receiver, a receiver, a receiver and manager, a monitor, a proposal trustee, or a trustee in bankruptcy of any Chapter 11 Debtor, the Business or the Property.

36. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, in the United States of America or any other foreign jurisdiction, to give effect to this Order and to assist the Chapter 11 Debtors, the Foreign Representative, the Information Officer, and their respective counsel and agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies

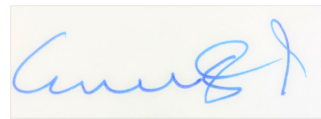
are hereby respectfully requested to make such orders and to provide such assistance to the Chapter 11 Debtors, the Foreign Representative, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Chapter 11 Debtors, the Foreign Representative, and the Information Officer and their counsel and respective agents in carrying out the terms of this Order.

37. **THIS COURT ORDERS** that each of the Chapter 11 Debtors, the Foreign Representative and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

38. **THIS COURT ORDERS** that the Guidelines for Communication and Cooperation between Courts in Cross-Border Insolvency Matters issued by the Judicial Insolvency Network and adopted by this Court and the U.S. Bankruptcy Court and attached as Schedule “P” hereto, are hereby adopted by this Court for the purposes of these recognition proceedings.

39. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days’ notice to the Chapter 11 Debtors, the Foreign Representative, the Information Officer and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

40. **THIS COURT ORDERS** that this Order shall be effective as of 12:01 a.m. Eastern Standard Time on the date of this Order without the need for entry or filing of this Order.



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

Court File No: CV-26-0000050-0000

AND IN THE MATTER OF EDDIE BAUER LLC, ET AL.

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

**Applicant**

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

**SUPPLEMENTAL ORDER**  
**(FOREIGN MAIN PROCEEDING)**

**OSLER, HOSKIN & HARCOURT, LLP**

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## **Appendix “E”**



ONTARIO SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

**COUNSEL/ENDORSEMENT SLIP**

COURT FILE NO.: CL-26-00000050-0000

DATE: Wednesday, February 18, 2026

NO. ON LIST: 1

TITLE OF PROCEEDING: EDDIE BAUER LLC et al

BEFORE: JUSTICE CAVANAGH

**PARTICIPANT INFORMATION**

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**For Defendant, Respondent, Responding Party:**

Name of Person Appearing	Name of Party	Contact Info
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**For Other, Self-Represented:**

Name of Person Appearing	Name of Party	Contact Info
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## **ENDORSEMENT OF JUSTICE CAVANAGH:**

[1] On February 9, 2026, Eddie Bauer U.S. and four other debtors in possession (collectively, the "Chapter 11 Debtors" or the "Company") filed voluntary petitions for relief with the United States Bankruptcy Court for the District of New Jersey (the "U.S. Court"), pursuant to Chapter 11 of the U.S. Bankruptcy Code (the "Petitions," and the cases commenced thereby, the "Chapter 11 Cases"). The Chapter 11 Debtors include two Canadian entities, 13051269 Canada Inc. and Eddie Bauer of Canada Corporation ("Eddie Bauer Canada" and collectively, the "Canadian Debtors"). On the same day, the Chapter 11 Debtors filed several first day motions in the Chapter 11 Cases with the U.S. Court (the "First Day Motions"), including an order authorizing Eddie Bauer U.S. to act as Foreign Representative in respect of the Chapter 11 Cases (the "Foreign Representative Order").

[2] On February 9, 2026, on the application of Eddie Bauer U.S. as proposed Foreign Representative, this Court issued an order (the "Interim Stay Order"), which, among other things, granted an interim stay of proceedings in respect of the Chapter 11 Debtors and their respective directors and officers in Canada. The Interim Stay Order was granted to ensure that the Chapter 11 Debtors were protected by a stay of proceedings in Canada pending the granting of the Foreign Representative Order, at which point the Foreign Representative would return to this Court and seek, among other things, recognition of the Chapter 11 Cases.

[3] On February 10, 2026, the U.S. Court heard the First Day Motions and entered the "First Day Orders," including the Foreign Representative Order. The Foreign Representative now seeks the following orders:

- a. An order (the "Initial Recognition Order"), among other things:
  - i. Recognizing Eddie Bauer U.S. as a "foreign representative" in respect of the Chapter 11 Cases; and
  - ii. Recognizing the Chapter 11 Cases as a "foreign main proceeding" in respect of the Chapter 11 Debtors; and
- b. An Order (the "Supplemental Order"), among other things:
  - i. recognizing certain of the First Day Orders;
  - ii. granting a stay of proceedings in respect of the Chapter 11 Debtors and their directors and officers in Canada (the "Canadian Stay");
  - iii. appointing KSV Restructuring Inc. ("KSV") as information officer in respect of these proceedings (in such capacity, the "Information Officer");
  - iv. granting a Court-ordered charge over the assets and property in Canada of the Canadian Debtors in favour of Canadian counsel to the Chapter 11 Debtors, the Information Officer and counsel to the Information Officer (the "Administration Charge"), which charge shall not exceed an aggregate amount of CAD \$1 million;

- v. granting a Court-ordered charge over the assets and property in Canada of the Canadian Debtors to secure the indemnity obligations of the Canadian Debtors to their directors and officers in respect of obligations and liabilities that such directors and officers may incur during these proceedings in their capacities as directors and officers (the "D&O Charge"), which charge shall not exceed an aggregate amount of CAD \$1.927 million; and
- vi. granting a Court-ordered charge over the assets and property in Canada of the Canadian Debtors to secure claims by any Chapter 11 Debtor that provides services or lends money to, or bears costs of, the Canadian Debtors from and after the date of the Supplemental Order (the "Intercompany Charge"\*).

[4] This Court has the jurisdiction to grant the proposed Initial Recognition Order and the Supplemental Order under Part IV of the *Companies' Creditors Arrangement Act* (the "CCAA"). The requested relief is consistent with the principles of comity and cooperation that underlie Part IV of the CCAA, and is necessary to protect and preserve the operations and value of the Company's business in Canada, while the Chapter 11 Debtors, including the Canadian Debtors, continue to advance steps relating to the two interlocking processes contemplated in the First Day Motions and Restructuring Support Agreement - the store closing sales and the going-concern sale process.

[5] The facts are more fully set out in the Affidavit and Supplemental Affidavit of Stephen Coulombe sworn February 9, 2026 and February 12, 2026, respectively. Capitalized terms not otherwise defined have the same meaning as in the Coulombe Affidavit or Supplemental Coulombe Affidavit.

***A. Should the Initial Recognition Order be granted?***

***(a) The Statutory Requirements are Fulfilled***

[6] Pursuant to section 46(1) of the CCAA, a foreign representative may apply for recognition of the foreign proceeding in respect of which that person is a foreign representative.

[7] Section 46(2) provides that a recognition application must be accompanied by certified copies of the instruments that commenced the foreign proceeding and authorized the foreign representative to act in such capacity, as well as a statement identifying all foreign proceedings in respect of the debtor company that are known to the foreign representative. This requirement is fulfilled - certified copies of the Petitions and the Foreign Representative Order have been provided to this Court, and the Foreign Representative has confirmed that, other than the Chapter 11 Cases, no other foreign proceeding in respect of the Chapter 11 Debtors has been commenced.

[8] Section 47(1) further provides that the Court must recognize a foreign proceeding if two requirements are met: (i) the proceeding is a "foreign proceeding;" and (ii) the applicant is a "foreign representative" of the foreign proceeding. Both of these requirements are clearly satisfied:

- a. The CCAA defines a "foreign proceeding" as a judicial proceeding "in a jurisdiction outside Canada dealing with creditors' collective interests generally under any law relating to bankruptcy or insolvency in which a debtor company's business and financial affairs are subject to control or supervision by a foreign court for the purpose of reorganization." Proceedings under Chapter 11 of the U.S. Bankruptcy Code are "foreign proceedings" for the purposes of the CCAA.
- b. A "foreign representative" is defined as a person authorized, in a foreign proceeding in respect of a debtor company, to: (i) monitor the debtor company's business and financial affairs for the purpose of reorganization; or (ii) act as a representative in respect of the foreign proceeding. The Foreign Representative Order authorizes Eddie Bauer U.S. to act as the Foreign Representative on behalf of the Chapter 11 Debtors, including the Canadian Debtors.

[9] The statutory prerequisites for recognition of the Chapter 11 Cases are fulfilled.

(b) The Chapter 11 cases are a Foreign Main Proceeding

[10] In its order recognizing the foreign proceeding, the Court must specify whether the proceeding is a "foreign main proceeding" or a "foreign non-main proceeding": CCAA, s. 45(1). A "foreign main proceeding" is defined as a "foreign proceeding in a jurisdiction where the debtor company has the centre of its main interests" ("COMI").

[11] The CCAA does not provide a formal definition of the COMI, which is determined on an entity-by-entity basis. Section 45(2) provides that, in the absence of proof to the contrary, the location of a debtor company's registered office is deemed to be its COMI; however, this statutory presumption may be rebutted by evidence of the debtor's "operational realities." See *Hollander Sleep Products, LLC et al., Re*, 2019 ONSC 3238, at para. 30.

[12] I am satisfied that the COMI of each of the Chapter 11 Debtors is the U.S. With respect to the non-Canadian Chapter 11 Debtors, each of these entities has their registered offices in the U.S., thereby engaging the presumption found in section 45(2). This presumption is consistent with the reality of these entities' operations, which are overwhelmingly concentrated in the U.S.

[13] With respect to the two Canadian Debtors, while their registered offices are located in Canada, almost all of their critical business functions are performed by Eddie Bauer U.S. and SPARC, both of which are incorporated in and primarily operate in the U.S. The services provided by SPARC (and, in certain cases, Eddie Bauer U.S.) are closely interrelated and are essential to Eddie Bauer Canada's retail operations, which could not continue without these services.

[14] The following principal factors tend to indicate whether the location in which the proceeding has been filed is the debtor's COMI, including in respect of Canadian debtors that are part of larger, cross-border corporate groups:

- a. the location is readily ascertainable by creditors;
- b. the location is one in which the debtor's principal assets or operations are found; and
- c. the location is where the management of the debtor takes place. See *Lightsquared LP (Re)*, 2012 ONSC 2994, at para. 25

[15] When I consider the relevant factors in a COMI analysis including consideration of the "operational realities" of the Canadian Debtors, I am satisfied that their COMI is located in the U.S.:

- a. **Corporate Structure:** Eddie Bauer Canada is a wholly owned subsidiary of 113051269 Canada Inc., which is a holding company that is, in turn, a wholly owned subsidiary of SPARC U.S., a U.S. incorporated entity.
- b. **Inventory Sourcing:** In the ordinary course of business, all inventory for Eddie Bauer Canada is sourced by and purchased from the U.S. by a sale and merchandising team that sits at SPARC. The Canadian Debtors are entirely dependent on the purchasing power and supplier relationships of the Chapter 11 Debtors and SPARC in the U.S. to source merchandise for the Canadian stores.
- c. **Key Strategic and Support Functions:** The Chapter 11 Debtors are managed on a consolidated basis, and the Canadian Debtors are wholly reliant on the Chapter 11 Debtors for corporate, administrative and back-office support. Eddie Bauer U.S. and SPARC provide strategic decision-making functions and corporate support functions to Eddie Bauer Canada such as legal, finance, information technology, human resources. The Chapter 11 Debtors' Treasury, Accounting,

Accounts Payable and Accounts Receivable teams are located in the U.S., while the only corporate function of Eddie Bauer Canada that is performed in Canada is payroll.

- d. **Management and Employees:** Of the three directors of each of the Canadian Debtors, two are cross-appointed to certain of the U.S. Chapter 11 Debtors and reside in the U.S. The Company's key management personnel are located in the U.S., as are approximately 70 corporate employees.
- e. **Cash Management:** The Chapter 11 Debtors operate an integrated, centralized cash management system (the "Cash Management System") to collect, transfer and disburse funds generated by their operations. The Chapter 11 Debtors' treasury department located in the U.S. maintains daily oversight of the Cash Management System, with the small Canadian cash management function being managed by a U.S. employee. The only funds kept in Canadian bank accounts are those that are required to meet weekly operating expenses that must be paid in CAD, with any funds in excess of these requirements being moved to the main U.S. operating account on a weekly basis.
- f. **Intercompany Transfers:** Eddie Bauer U.S. pays certain of Eddie Bauer Canada's ordinary course expenses that must be made in USD, and further provides Intercompany Transfers to ensure that Eddie Bayer Canada has sufficient funds to satisfy payments to third parties that are regularly made in CAD.

### ***B. Should the Supplemental Order be granted?***

[16] As the Foreign Representative has met the criteria established under section 47(1) of the CCAA, the Foreign Representative is entitled to the recognition of the Chapter 11 Cases as a "foreign main proceeding," as contemplated by the Initial Recognition Order. Further, this Court is authorized to grant the remaining relief requested in the Supplemental Order.

[17] The authority of this Court to grant further relief is grounded in section 49 of the CCAA, which authorizes the Court to "make any order that it considers appropriate" on the application of a foreign representative, provided that it is "necessary for the protection of the debtor company's property or the interests of a creditor or creditors." I accept that the additional relief requested in the Supplemental Order should be granted, as the requested relief is both appropriate in the circumstances and necessary for the protection of the Chapter 11 Debtors.

#### **(a) Is recognition of the First Day Orders Appropriate?**

[18] The Foreign Representative requests recognition of the following First Day Orders in the Chapter 11 Cases:

- a. the Foreign Representative Order;
- b. the Automatic Stay Order, which restates and enforces the worldwide automatic stay, anti-discrimination provisions, and ipso facto protections of the U.S. Bankruptcy Code;
- c. the Interim Cash Management Order, which authorizes the Chapter 11 Debtors to operate the Cash Management System;
- d. the Interim Critical Vendors Order, which authorizes the Chapter 11 Debtors to pay certain prepetition amounts owing;
- e. the Interim Customer Programs Order, which authorizes the Chapter 11 Debtors to maintain their customer programs;
- f. the Interim Insurance Order, which authorizes the Chapter 11 Debtors to maintain and renew insurance policies, surety bonds, and letters of credit;

- g. the Joint Administration Order, which provides for the joint administration of the Chapter 11 Cases for procedural purposes;
- h. the Interim Taxes Order, which authorizes the Chapter 11 Debtors to negotiate, remit, and pay various Taxes and Fees;
- i. the Interim Utilities Order, which addresses the continued provision of utilities to the Chapter 11 Debtors;
- j. the Interim Wages Order, which authorizes the Chapter 11 Debtors to pay outstanding wages and similar obligations, and to continue administering their compensation and benefit programs;
- k. the Bidding Procedures Order, which approved the Bidding Procedures by which the assets of the Chapter 11 Debtors may be sold;
- l. the Interim Store Closing Order, which addresses the ongoing store closing sales and similar sales;
- m. the Interim Cash Collateral Order, which authorizes the use of Cash Collateral (as defined in the U.S. Bankruptcy Code) in accordance with the Approved Budget; and
- n. the Dates and Protocols (Scheduling) Order, which schedules certain dates and deadlines in connection with the approval of an anticipated disclosure statement and the confirmation of an anticipated chapter 11 plan of reorganization.

[19] I accept that these First Day Orders, which treat the Chapter 11 Debtors' stakeholders in Canada and the U.S. equally, are necessary to protect the Chapter 11 Debtors' property and the interests of creditors. They consist of relief required to ensure that the Chapter 11 Debtors continue to operate during the Chapter 11 proceedings in a manner which ultimately maximizes stakeholder value. I am satisfied that these First Day Orders should be recognized by this Court for the following reasons:

- a. the Canadian and U.S. operations of the Company are highly integrated;
- b. the U.S. Court has appropriately taken jurisdiction over the Chapter 11 Cases such that comity will be furthered by this Court's recognition of and support for the Chapter 11 Cases already underway in the U.S.;
- c. coordination of proceedings in the two jurisdictions will ensure fair treatment of all stakeholders, whether they are located in the U.S. or Canada;
- d. the First Day Orders were obtained to preserve and maximize the value of the Chapter 11 Debtors' estates; and
- e. given the close connection between the Canadian Debtors and the U.S., and the Canadian Debtors' reliance on management and leadership located in the U.S., it is reasonable and sensible for the U.S. Court to have principal control over the insolvency process, which will produce the most efficient restructuring for the benefit of all stakeholders.

(b) Is the Canadian Stay appropriate?

[20] Section 48(1) of the CCAA provides that, once the Court has identified a "foreign main proceeding," it must grant certain mandatory relief, including a stay of proceedings in favour of the debtor companies. The mandatory stay in Part IV proceedings is not limited in duration. Once an application for an Initial Recognition Order is granted, this Court must grant a stay under section 48(1)(a) "until otherwise ordered by the court, for any period that the court considers necessary."

[21] The Canadian Stay requested under the proposed Supplemental Order applies in favour of the Chapter 11 Debtors and their respective officers and directors, in respect of their business and property in Canada. I accept that it is appropriate to grant the requested stay, including in favour of the Chapter 11 Debtors' respective officers and directors. The Canadian Stay will ensure that the Chapter 11 Debtors are protected from any stakeholder exercising enforcement rights in Canada and is necessary to the preservation of the value of the Canadian business and to the Chapter 11 Debtors' overall efforts to implement an orderly wind-down and a potential going concern sale.

(c) Should KSV be appointed Information Officer?

[22] It has become common practice in this Court to appoint an information officer in proceedings under Part IV of the CCAA, pursuant to its discretion that flows from s. 49. The information officer's role is to help effect cooperation between the Canadian proceeding, the foreign representative and the foreign court, including to keep this Court apprised of the status of the foreign proceedings.

[23] The Foreign Representative seeks to appoint KSV as the Information Officer in this proceeding. KSV is a licensed insolvency trustee in Canada with expertise in, among other things, cross-border restructuring proceedings, including acting as information officer in Canadian recognition proceedings under the CCAA. KSV has consented to act as Information Officer.

[24] I am satisfied that KSV should be appointed as the Information Officer.

(d) Should the Administration Charge be granted?

[25] The proposed Supplemental Order provides that the Information Officer, the Information Officer's counsel, and Canadian counsel to the Chapter 11 Debtors will be protected by the Administration Charge, in the maximum amount of CAD \$1 million, which will secure their fees and disbursements incurred in respect of these proceedings. The Administration Charge will be secured against the assets and property in Canada of the Canadian Debtors and is proposed to have first priority over all other encumbrances in respect of the Canadian Debtors.

[26] I am satisfied that the proposed Administration Charge is reasonable in amount and that it is necessary for the success of these recognition proceedings.

(e) Should the D&O Charge be granted?

[27] Directors and officers of an insolvent corporation may become exposed to significant liabilities. In order to address these potential liabilities, the Foreign Representative seeks the D&O Charge, in the maximum amount of CAD \$1,927,000, which will secure the indemnity provided to the directors and officers in the proposed Supplemental Order in respect of the liabilities they may incur during these proceedings. The D&O Charge will be secured against the assets and property in Canada of the Canadian Debtors and is proposed to be subordinate to the Administration Charge but rank in priority to all other encumbrances.

[28] The Foreign Representative seeks the D&O Charge in light of the potential liabilities and the insufficiency of available insurance, and in light of the need for the continued service of the directors and officers of the Canadian Debtors. The D&O Charge would only be relied upon to the extent of the insufficiency of the existing insurance in covering any exposure of the Canadian Debtors' directors and officers.

[29] I am satisfied that the amount of the proposed D&O Charge is reasonable in the circumstances, as it has been estimated, in consultation with the proposed Information Officer, with reference to the Canadian Debtors' payroll, vacation pay, and federal and provincial sales tax liability exposure. The proposed Information Officer is of the view that the D&O Charge is reasonable in the circumstances.

(f) Should the Intercompany Charge be granted?

[30] In the ordinary course of business, Eddie Bauer U.S. and Eddie Bauer Canada engage in Intercompany Transfers in order to, among other things, ensure that the Chapter 11 Debtors' Canadian funding needs are adequately met and ensure the Company's Canadian operations continue uninterrupted. The Canadian Debtors are entirely dependent on the continued operational and financial support of Eddie Bauer U.S. and SPARC, without which the Canadian Debtors would be forced to immediately cease operations.

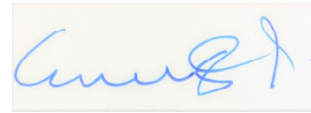
[31] Except for the stocking of Eddie Bauer Canada's inventory by Eddie Bauer U.S. (which has been halted), the Chapter 11 Debtors intend to continue to make the Intercompany Transfers during the Chapter 11 proceedings to ensure that Eddie Bauer Canada remains adequately funded. To facilitate these continued transfers, the Chapter 11 Debtors propose the Intercompany Charge, which will secure claims by any Chapter 11 Debtor (other than the Canadian Debtors) that provides services or lends money to, or bears costs of, the Canadian Debtors, from and after the date of the Supplemental Order (the "Intercompany Claims"). The Intercompany Charge will be secured against the assets and property in Canada of the Canadian Debtors and is proposed to be subordinate to the Administration Charge and the D&O Charge, but rank in priority to all other encumbrances.

[32] In addition, under the proposed Supplemental Order, any amounts transferred by the Canadian Debtors to the Chapter 11 Debtors (other than the Canadian Debtors) on or after the date of the Supplemental Order must be solely in respect of Intercompany Claims consistent with the Canadian Cash Collateral Budget (scheduled to the Approved Budget), or as otherwise approved in advance by the Information Officer.

[33] I am satisfied that the Intercompany Charge is in the best interest of the Chapter 11 Debtors, including the Canadian Debtors, and should be granted. The approval of such charges in plenary proceedings under the CCAA is authorized by section 11, which permits courts to make such orders as are considered appropriate. Sections 49(1)-(2) of the CCAA likewise, in the context of proceedings under Part IV, permit a court to make "any order that it considers appropriate", provided such order "is necessary for the protection of the debtor company's property or the interests of a creditor or creditors" and "consistent with any order that may be made in any proceedings under" the CCAA. The proposed Information Officer is of the view that the proposed Intercompany Charge is appropriate in the circumstances.

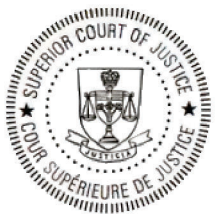
***Disposition***

[34] I grant the requested relief. Orders to issue in forms of Orders signed by me today.



---

## **Appendix “F”**



Court File No. CL-26-0000050-0000

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

THE HONOURABLE )  
 )  
JUSTICE CAVANAGH )

FRIDAY, THE 20TH  
DAY OF MARCH, 2026

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, AS  
AMENDED

**RECOGNITION ORDER**

**THIS MOTION**, made by Eddie Bauer LLC, in its capacity as the foreign representative (in such capacity, the “**Foreign Representative**”) of Eddie Bauer LLC, Eddie Bauer Gift Card Services LLC, SPARC EB Holdings LLC, 13051269 Canada Inc., and Eddie Bauer of Canada Corporation (collectively, the “**Chapter 11 Debtors**”), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) for an Order, substantially in the form enclosed in the Motion Record, recognizing certain orders entered by the United States Bankruptcy Court for the District of New Jersey (the “**U.S. Bankruptcy Court**”) in the cases commenced by the Chapter 11 Debtors pursuant to Chapter 11 of the United States Bankruptcy Code (the “**Foreign Proceeding**”), was heard this day by judicial videoconference in Toronto, Ontario.

**ON READING** the Notice of Motion, the affidavit of George Pantelis, affirmed March 13, 2026, the supplemental affidavit of George Pantelis, affirmed March 18, 2026, and the First Report of KSV Restructuring Inc., in its capacity as information officer (in such capacity, the “**Information Officer**”) dated March 18, 2026, filed, and on hearing the submissions of counsel for the Foreign Representative, counsel for the Information Officer, and those other parties that were present and wished to be heard, no one else appearing although duly served as appears from the affidavit of service of Marleigh Dick affirmed March 18, 2026:

### **SERVICE AND DEFINITIONS**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
  
2. **THIS COURT ORDERS** that capitalized terms used herein and not otherwise defined have the meanings given to them in the Supplemental Order (Foreign Main Proceeding) made in the within proceedings dated as of February 18, 2026.

### **RECOGNITION OF FOREIGN ORDERS**

3. **THIS COURT ORDERS** that the following orders (collectively, the “**Foreign Orders**”) of the U.S. Bankruptcy Court made in the Foreign Proceeding are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:

- (a) *Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs; and (II) Granting Related Relief;*

- (b) *Final Order (I) Authorizing the Debtors to Pay Prepetition Claims of Certain Critical Vendors, Foreign Vendors, 503(B)(9) Claimants, and Lien Claimants; (II) Granting Administrative Expense Priority to Undisputed Obligations on Account of Outstanding Orders; and (III) Granting Related Relief;*
- (c) *Final Order (I) Authorizing the Debtors to (A) Maintain Insurance and Surety Coverage and the Surety Standby Letter of Credit Entered into Prepetition and Pay Related Prepetition Obligations and (B) Renew, Supplement, Modify, or Purchase Insurance, Surety Coverage, and Letters of Credit; and (II) Granting Related Relief;*
- (d) *Final Order (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief;*
- (e) *Final Order (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services; (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services; (III) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests, (IV) Authorizing Fee Payments to the Utility Agents; and (V) Granting Related Relief;*
- (f) *Final Order (I) Authorizing the Debtors to (A) Maintain and Administer Their Customer Programs and (B) Honor Certain Prepetition Obligations Related Thereto and (II) Granting Related Relief;*
- (g) *Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases; and (II) Granting Related Relief;*

- (h) *Order Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business;*
- (i) *Second Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, and (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records; (II) Authorizing the Debtors to Continue to Perform Intercompany Transactions; (III) Waiving Certain U.S. Trustee Requirements; and (IV) Granting Related Relief;*
- (j) *Final Order (I) Authorizing the Debtors to Assume the Agency Agreement; (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to be Free and Clear of All Liens, Claims, and Encumbrances; (III) Modifying Customer Programs at the Closing Stores; and (IV) Granting Related Relief;*
- (k) *Order (I) Setting Bar Dates for Submitting Proofs of Claim, Including Requests for Payment Under Section 503(B)(9) Of The Bankruptcy Code; (II) Establishing a Rejection Damages Bar Date and an Amended Schedules Bar Date; (III) Approving the Form, Manner, and Procedures For Filing Proofs of Claim; (IV) Approving Notices Thereof; and (V) Granting Related Relief; and*
- (l) *Order (I) Conditionally Approving the Adequacy of the Information Contained in the Disclosure Statement, (II) Approving The Solicitation and Voting Procedures with Respect to Confirmation of the Plan, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates With Respect Thereto, and (V) Granting Related Relief;*

(copies of which are attached as Schedules “A” to “L” hereto, respectively);

provided, however, that (i) in the event of any conflict between the terms of the Foreign Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to Property in Canada; and (ii) notwithstanding anything to the contrary in any Foreign Order, the exercise of rights and remedies by the Prepetition ABL Secured Parties (as defined in the Interim Cash Collateral Order) against or in respect of the Canadian Debtors or the Canadian Debtors’ Property shall be subject to the terms of the Canadian Guarantee Agreement (as defined in the Interim Cash Collateral Order), including section 4.01(b) thereof, and this Order.

#### **GENERAL**

4. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, in the United States of America or any other foreign jurisdiction, to give effect to this Order and to assist the Chapter 11 Debtors, the Foreign Representative, the Information Officer, and their respective counsel and agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Chapter 11 Debtors, the Foreign Representative, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Chapter 11 Debtors, the Foreign Representative, and the Information Officer and their counsel and respective agents in carrying out the terms of this Order.

5. **THIS COURT ORDERS** that each of the Chapter 11 Debtors, the Foreign Representative and the Information Officer be at liberty and is hereby authorized and empowered to apply to any

court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

6. **THIS COURT ORDERS** that this Order shall be effective as of 12:01 a.m. Eastern Daylight Time on the date of this Order.



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

Applicant

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

**RECOGNITION ORDER**

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Lawyers for the Applicant

## **Appendix “G”**



ONTARIO SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

**COUNSEL/ENDORSEMENT SLIP**

**COURT FILE NO.:** CL-26-00000050-0000

**DATE:** March 20, 2026

**NO. ON LIST:** 1

**TITLE OF PROCEEDING:** EDDIE BAUER LLC et al

**BEFORE:** JUSTICE CAVANAGH

---

**PARTICIPANT INFORMATION**

**For Plaintiff, Applicant, Moving Party:**

Name of Person Appearing	Name of Party	Contact Info
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**For Other, Self-Represented:**

Name of Person Appearing	Name of Party	Contact Info
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Linda Galessiere	Counsel for various landlords	lgalessiere@clegal.ca
Linc Rogers	Counsel for ABL Administrative Agent	linc.rogers@blakes.com
Mitch Vininsky Dean Perlman	Proposed Information Officer	mvininsky@ksvadvisory.com dperlman@ksvadvisory.com

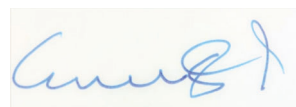
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**ENDORSEMENT OF JUSTICE CAVANAGH:**

[1] In order to facilitate the continued restructuring of the Chapter 11 Debtors, including the confirmation of the Plan (defined in the motion materials), Eddie Bauer LLC ("Eddie Bauer U.S."), in its capacity as the foreign representative (in such capacity, the "Foreign Representative") of the Chapter 11 Debtors, brings this motion for an order (the "Recognition Order") recognizing certain orders granted by the U.S. Court on March 3, 2026, and March 16, 2026.

[2] I am satisfied that this Court has the jurisdiction to grant the Recognition Order under Part IV of the *Companies' Creditors Arrangement Act* (the "CCAA"), and the requested relief is both consistent with the principles of comity and cooperation that underlie Part IV and necessary to protect the Canadian Debtors and preserve the value of the Canadian business for the benefit of a broad range of stakeholders.

[3] Order to issue in form of Order signed by me today.



---

## **Appendix “H”**



**Pre-Filing Report of  
KSV Restructuring Inc. as  
Proposed Information Officer of  
Eddie Bauer LLC, Eddie Bauer Gift  
Card Services LLC,  
SPARC EB Holdings LLC, 13051269  
Canada Inc. and Eddie Bauer of  
Canada Corporation**

February 16, 2026

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COURT FILE NO.: CV-26-00000050-0000

**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, AS AMENDED**

**PRE-FILING REPORT OF KSV RESTRUCTURING INC.  
AS PROPOSED INFORMATION OFFICER**

**February 16, 2026**

## **1.0 Introduction**

1. On February 9, 2026 (the "**Petition Date**"), 13051269 Canada Inc. ("**130**"), Eddie Bauer of Canada Corporation ("**Eddie Bauer Canada**", and together with 130, the "**Canadian Debtors**"), SPARC EB Holdings LLC ("**SPARC Holdings**"), Eddie Bauer LLC ("**EB LLC**") and Eddie Bauer Gift Card Services LLC ("**EB Gift Card**", and collectively with the Canadian Debtors, SPARC Holdings and EBC LLC, the "**Chapter 11 Debtors**" or the "**Company**") commenced proceedings (the "**Chapter 11 Proceedings**") in the United States Bankruptcy Court for the District of New Jersey (the "**U.S. Court**") by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**").
2. On the Petition Date, EB LLC, in its capacity as the then proposed foreign representative of the Chapter 11 Debtors in the Chapter 11 Proceedings, also sought and obtained an order (the "**Interim Stay Order**") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") and section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C. 43, as amended, from the Ontario Superior Court of Justice (Commercial List) (the "**Court**"). Among other things, the Interim Stay Order granted an interim stay of proceedings in favour of the Chapter 11 Debtors and each of their respective property, business and directors and officers. Copies of the Interim Stay Order and the accompanying endorsement of the Honourable Justice Cavanagh are attached as **Appendices "A"** and "**B**", respectively.

3. The purpose of the Chapter 11 Proceedings and these recognition proceedings (the “**Recognition Proceedings**”) is to create a stabilized environment in which the Chapter 11 Debtors may pursue, with the unanimous support of their Prepetition Lenders (as defined below), one or more sales of the Chapter 11 Debtors’ assets (each, a “**Sale Transaction**”), an orderly winddown of all of the Chapter 11 Debtors’ brick-and-mortar retail operations not sold in a Sale Transaction, and a plan of reorganization (the “**Plan**”) addressing the Chapter 11 Debtors’ prepetition obligations and providing a recovery to their unsecured creditors that vote to accept the Plan. To obtain certain of the relief necessary to facilitate such value-maximizing restructuring transactions, the Chapter 11 Debtors filed several first day motions in the Chapter 11 Proceedings on the Petition Date (collectively, the “**First Day Motions**”).
4. Following a hearing of the First Day Motions on February 10, 2026, the U.S. Court granted the following orders, among others (collectively, the “**First Day Orders**”):
  - a) *Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* (the “**Joint Administration Order**”);
  - b) *Order (I) Restating and Enforcing the Worldwide Automatic Stay, Anti-Discrimination Provisions, and Ipso Facto Protections of the Bankruptcy Code, (II) Approving the Form and Manner of Notice, and (III) Granting Related Relief* (the “**Automatic Stay Order**”);
  - c) *Order (I) Authorizing Eddie Bauer LLC to Act as Foreign Representative, and (II) Granting Related Relief* (the “**Foreign Representative Order**”);
  - d) *Order (I) Authorizing the Appointment of Stretto, Inc. as Claims and Noticing Agent Effective as of the Petition Date and (II) Granting Related Relief* (the “**Claims and Noticing Agent Order**”);
  - e) *Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, and (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records, (II) Authorizing the Debtors to Continue to Perform Intercompany Transactions, (III) Waiving Certain U.S. Trustee Requirements, and (IV) Granting Related Relief* (the “**Interim Cash Management Order**”);
  - f) *Interim Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties, (III) Scheduling a Final Hearing, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief* (the “**Interim Cash Collateral Order**”);
  - g) *Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs; and (II) Granting Related Relief* (the “**Interim Wages Order**”);

- h) *Interim Order (I) Authorizing the Debtors to Pay Prepetition Claims of Certain Critical Vendors, Foreign Vendors, 503(B)(9) Claimants, and Lien Claimants, (II) Granting Administrative Expense Priority to Undisputed Obligations on Account of Outstanding Orders, and (III) Granting Related Relief (the “**Interim Critical Vendors Order**”);*
- i) *Interim Order (I) Approving the Debtors’ Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors’ Proposed Procedures for Resolving Adequate Assurance Requests, (IV) Authorizing Fee Payments to the Utility Agents, and (V) Granting Related Relief (the “**Interim Utilities Order**”);*
- j) *Interim Order (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief (the “**Interim Taxes Order**”);*
- k) *Interim Order (I) Authorizing the Debtors to (A) Maintain Insurance and Surety Coverage and the Surety Standby Letter of Credit Entered into Prepetition and Pay Related Prepetition Obligations and (B) Renew, Supplement, Modify, or Purchase Insurance, Surety Coverage, and Letters of Credit, and (II) Granting Related Relief (the “**Interim Insurance Order**”);*
- l) *Interim Order (I) Authorizing the Debtors to (A) Maintain and Administer Their Customer Programs and (B) Honor Certain Prepetition Obligations Related Thereto, and (II) Granting Related Relief (the “**Interim Customer Programs Order**”);*
- m) *Order (I) Scheduling Hearings and Objection Deadlines with Respect to the Debtors’ Disclosure Statement and Plan Confirmation and (II) Shortening the Notice Requirements Related Thereto (the “**Scheduling Order**”);*
- n) *Order (I) Approving the Bidding Procedures and Stalking Horse Bid Protections, (II) Scheduling Certain Dates and Deadlines with Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (V) Authorizing the Assumption and Assignment of Assumed Contracts, (VI) Authorizing the Sale of Assets, and (VII) Granting Related Relief (the “**Bidding Procedures Order**”); and*
- o) *Interim Order (I) Authorizing the Debtors to Assume the Agency Agreement; (II) Authorizing and Approving the Conduct of Store Closing Sales and the Related Sale Guidelines, with such Sales to be Free and Clear of All Liens, Claims, and Encumbrances; (III) Modifying Customer Programs at the Closing Stores; and (IV) Granting Related Relief (the “**Interim Store Closing Order**”).*

5. As discussed below, EB LLC, in its capacity as the foreign representative of the Chapter 11 Debtors in the Chapter 11 Proceedings appointed pursuant to the Foreign Representative Order (in such capacity, the “**Foreign Representative**”) now seeks the Court’s recognition of the Chapter 11 Proceedings as a “foreign main proceeding”, its appointment as a “foreign representative” and certain of the First Day Orders pursuant to the CCAA, the appointment of KSV as the information officer in these Recognition Proceedings (if appointed in such capacity, the “**Information Officer**”), and the granting of certain super-priority charges.
6. This pre-filing report (this “**Report**”) has been prepared and will be filed with the Court by KSV in its capacity as the proposed information officer in these Recognition Proceedings (in such capacity, the “**Proposed Information Officer**”).

## 1.1 Purposes of this Report

1. The purposes of this Report are to provide:
  - a) the qualifications of KSV to act as the Information Officer in these Recognition Proceedings;
  - b) background information concerning the Chapter 11 Debtors, the Chapter 11 Proceedings and these Recognition Proceedings;
  - c) the Proposed Information Officer’s views regarding the Foreign Representative’s application for an order (the “**Initial Recognition Order**”), among other things:
    - i. declaring that the centre of each of the Chapter 11 Debtors’ main interests is the United States;
    - ii. recognizing the Chapter 11 Proceedings as a “foreign main proceeding” and EB LLC as the “foreign representative” of the Chapter 11 Debtors in respect of the Chapter 11 Proceedings, as such terms are defined in section 45 of the CCAA; and
    - iii. declaring that the Interim Stay Order shall be of no further force or effect upon the granting of the Initial Recognition Order;
  - d) the Proposed Information Officer’s views regarding the Foreign Representative’s application for an order (the “**Supplemental Order**”), among other things:
    - i. appointing KSV as the Information Officer;
    - ii. recognizing certain of the First Day Orders;
    - iii. granting a stay of proceedings in favour of the Chapter 11 Debtors and their Property and Business (each as defined in the proposed Supplemental Order), as well as the Chapter 11 Debtors’ directors and officers;

- iv. granting a charge on the Property of the Canadian Debtors in favour of Canadian counsel to the Chapter 11 Debtors, the Information Officer, and counsel to the Information Officer, up to a maximum amount of CAD\$1 million, as security for their respective professional fees and disbursements incurred in these Recognition Proceedings (the “**Administration Charge**”);
  - v. granting a charge on the Property of the Canadian Debtors in favour of the directors and officers of the Canadian Debtors, up to a maximum amount of CAD\$1.927 million, as security for the Canadian Debtors’ indemnification obligations under the proposed Supplemental Order (the “**Directors’ Charge**”);
  - vi. granting a charge on the Property of the Canadian Debtors to secure claims by any Chapter 11 Debtor (other than the Canadian Debtors) that provides services or lends money to, or bears costs of, a Canadian Debtor (collectively, “**Intercompany Claims**”) on or after the granting of the proposed Supplemental Order (the “**Intercompany Charge**” and collectively with the Administration Charge and the Directors’ Charge, the “**Charges**”); and
  - vii. providing that amounts transferred by the Canadian Debtors to the Chapter 11 Debtors (other than the Canadian Debtors) on or after the granting of the proposed Supplemental Order shall be solely in respect of Intercompany Claims consistent with the Canadian Cash Collateral Budget (as defined in the Second Coulombe Affidavit (as defined below)) scheduled to the Approved Budget (as defined in the Interim Cash Collateral Order), or otherwise approved in advance by the Information Officer; and
- e) the Proposed Information Officer’s recommendation that the Court grant the relief sought by the Foreign Representative.

## 1.2 Scope and Terms of Reference

1. In preparing this Report, the Proposed Information Officer has relied upon unaudited financial information prepared by the Chapter 11 Debtors’ representatives, the Chapter 11 Debtors’ books and records and discussions with the Chapter 11 Debtors’ Canadian counsel.
2. The Proposed Information Officer has not audited or otherwise attempted to verify the accuracy or completeness of the financial information relied on to prepare this Report in a manner that complies with Canadian Auditing Standards (“**CAS**”) pursuant to the *Chartered Professional Accountants of Canada Handbook* (the “**Handbook**”) and, accordingly, the Proposed Information Officer expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Additionally, the Proposed Information Officer has not examined or reviewed forecasts and projections referred to in this Report in a manner that would comply with the procedures described in the Handbook.

3. Future oriented financial information relied upon in this Report is based on the Chapter 11 Debtors' assumptions regarding future events; actual results achieved may vary from this information and these variations may be material.
4. Additional detail regarding the Chapter 11 Debtors, their business, corporate structure, prepetition capital structure, indebtedness, interdependence and centralized management is provided in the Affidavits of Stephen Coulombe affirmed February 9, 2026 (the "**First Coulombe Affidavit**") and February 12, 2026 (the "**Second Coulombe Affidavit**" and together with the First Coulombe Affidavit, the "**Coulombe Affidavits**") and the Declaration of Stephen Coulombe dated February 9, 2026 (the "**First Day Declaration**"). The First Day Declaration, the First Day Motions, the First Day Orders and other information regarding the Chapter 11 Proceedings are available for free on the case website maintained by Stretto, Inc., the Chapter 11 Debtors' claims and noticing agent (in such capacity, the "**Claims and Noticing Agent**"): <https://cases.stretto.com/EddieBauer> or for a fee at [www.njb.uscourts.gov](http://www.njb.uscourts.gov) (together, the "**Docket**").

### 1.3 Currency

1. All currency references in this Report are to U.S. dollars, unless otherwise stated.

## 2.0 KSV'S Qualifications to Act as Information Officer

1. KSV is a trustee within the meaning of section 2 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended. KSV has consented to act as the Information Officer if the Court grants the proposed Initial Recognition Order and Supplemental Order sought by the Foreign Representative. A copy of KSV's consent to act as the Information Officer is attached as **Appendix "C"**.
2. KSV has extensive experience in domestic and cross-border restructuring proceedings under the CCAA,<sup>1</sup> including as the Court-appointed information officer in the recognition proceedings commenced by Revlon Inc., RGN-National Business Centers, Paladin Labs Inc., and KidKraft Inc. KSV is not aware of any conflict of interest that would prevent it from acting as the Information Officer if so appointed.

## 3.0 Background

### 3.1 The Company and its Business

1. The Chapter 11 Debtors consist of SPARC Holdings, and its four direct and indirect subsidiaries. SPARC Holdings, EB LLC and EB Gift Card (collectively, the "**U.S. Debtors**") are limited liability companies formed under the laws of Delaware or Ohio, as applicable. The remaining Chapter 11 Debtors, 130 and its wholly-owned subsidiary, Eddie Bauer Canada, are corporations formed under the laws of Canada.

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<sup>1</sup> The Proposed Information Officer notes that certain of its personnel were engaged in proceedings previously commenced by Eddie Bauer of Canada, Inc. and Eddie Bauer Customer Services Inc. under the CCAA in which RSM Richter Inc. was appointed as monitor pursuant to an initial order dated June 17, 2009.

2. Each of the Canadian Debtors maintains a registered office at 199 Bay Street, Suite 5300, Commerce Court West, Toronto. 130 is a holding company while Eddie Bauer Canada is the Company's Canadian operating entity.
3. The Company was founded in 1920 in Seattle, Washington, as a sporting goods and outdoor equipment store. Following a series of ownership changes and financial restructurings, the Company's intellectual property portfolio (the "**Eddie Bauer IP**") was sold to an affiliate of Authentic Brands Group, LLC ("**ABG**") and its operating business was sold to SPARC Group Holdings LLC (together with Catalyst Brands LLC and certain of their affiliates, "**SPARC**") in 2021 (the "**SPARC Acquisition**"). In connection with the SPARC Acquisition, the Company entered into a License Agreement effective as of May 6, 2021 (the "**License Agreement**"), pursuant to which the Company licensed the Eddie Bauer IP for use in its e-commerce, wholesale, and brick-and-mortar retail business channels from ABG in exchange for the payment of fees based on net sales, a guaranteed minimum royalty and an annual marketing fee.
4. Since SPARC's acquisition in January 2025 by Penney Holdings LLC, the parent company of JCPenney, the Company, along with several other American retail brands, have been owned and operated under the trade name of Catalyst Brands ("**Catalyst**"). The Company currently sells products through its leased brick-and-mortar stores under the "Eddie Bauer" name in three primary categories: (i) sportswear; (ii) outerwear; and (iii) gifts, gear, accessories and footwear. As discussed below, while the Company also historically maintained e-commerce and wholesale channels, its rights to continue such channels were terminated effective as of January 31, 2026, and licensed to a third-party.
5. As of the Petition Date, the Company operated 175 brick-and-mortar retail stores in North America, with 151 located in the United States and 24 located in Canada. Eddie Bauer Canada's brick-and-mortar retail stores in Canada are located across six provinces, with the largest portion being in Ontario, and are leased pursuant to lease agreements with 13 unique landlords.
6. Approximately 379 of the Company's 2,200 employees employed as of the Petition Date were employed by Eddie Bauer Canada. 182 of such employees are in Ontario. None of the Company's employees are unionized or benefit from any pension plan.

### 3.2 Financial Position

1. As set out in the First Coulombe Affidavit, the Company generated, on a consolidated basis, approximately \$541.7 million in net revenue as of January 3, 2026. In 2025, Canadian sales accounted for approximately 11% or \$62.4 million of the Company's net revenue and 20.5% of the Company's retail sales. The Company recorded a net loss of \$67.09 million on a consolidated basis over the first 11 months of 2025.
2. As of January 3, 2026, the Company had assets with a book value of approximately \$262.22 million, and liabilities with a book value of approximately \$351.52 million, in each case, on a consolidated basis. As of that same date, Eddie Bauer Canada had assets and liabilities of approximately \$35.25 million and \$44.62 million, respectively.

3. Approximately \$26.37 million of Eddie Bauer Canada's total assets as of January 3, 2026 consisted of cash and cash equivalents. As described in the First Coulombe Affidavit, such cash and cash equivalents included cash in transit and disbursements that had not left Eddie Bauer Canada's applicable account and that was ultimately swept to the Company's main operating account in the United States at the end of January 2026 in accordance with the Company's Cash Management System (as defined below).
4. The Proposed Information Officer understands that, as of January 16, 2026, the book value of the total Canadian inventory on hand was approximately CAD\$4.7 million. Such inventory is located within Eddie Bauer Canada's brick-and-mortar retail store locations and a warehouse in Port Coquitlam, British Columbia.

### 3.3 SPARC's Management Services

1. As described in the First Day Declaration and the Coulombe Affidavits, the Company has historically benefited from the expertise, resources and support of SPARC and Catalyst. The Proposed Information Officer understands that, over the previous five years, SPARC has, among other things, negotiated and maintained a comprehensive corporate insurance program and administered employee benefits (except in respect of Eddie Bauer Canada's employees) on behalf of the Chapter 11 Debtors, calculated and remitted a majority of the Chapter 11 Debtors' tax obligations, handled the Chapter 11 Debtors' accounting and treasury management functions, and directly or indirectly paid certain of the Chapter 11 Debtors' operational and administrative expenses (collectively, the "**Covered Expenses**").
2. As part of the Chapter 11 Debtors' shared services arrangement, the Proposed Information Officer understands that the Chapter 11 Debtors have paid a monthly management fee to SPARC that compensated SPARC for the management services provided by SPARC executives and other employees, and transferred excess funds generated by their operations to SPARC on a weekly basis (collectively, the "**SPARC Transfers**"). Since the SPARC Acquisition, and as described in the First Day Declaration and the First Coulombe Affidavit, the Covered Expenses have consistently exceeded the SPARC Transfers, resulting in the Chapter 11 Debtors' accrual of an intercompany payable to SPARC totaling approximately \$215 million as of the Petition Date (the "**SPARC Intercompany Payable**"). The Proposed Information Officer is advised that the portion of the SPARC Intercompany Payable attributable to the Canadian Debtors (excluding Eddie Bauer Canada's proportionate share of corporate payroll), after accounting for inventory received and cash transferred from Eddie Bauer Canada to EB LLC, is approximately \$6.38 million.
3. Given the substantial SPARC Intercompany Payable and the challenges facing the Company, the Proposed Information Officer understands that SPARC expressed an intention to cease funding the Company's losses in the period preceding the Petition Date.

### 3.4 Capital Structure

- As set out in the First Day Declaration and the First Coulombe Affidavit, the Chapter 11 Debtors' capital structure as of February 2026 may be summarized as follows:

Prepetition Capital Structure (As of February 2026)						
		Lead Lender	Maturity	Interest Rate	Commitment (\$million)	Approximate Amount Outstanding (\$million)
ABL Facility	Loans	Wells Fargo	September 19, 2030	SOFR + 2.50%	\$1,750	\$728
	Letters of Credit			Variable	\$202	\$197
Term Loan Facility		WhiteHawk	September 19, 2030	SOFR + 6.75%	\$600	\$600
Subordinated Loan Facility		Copper Retail JV LLC	February 19, 2031	15.0%	\$212	\$216
<b>Total</b>						<b>\$1,741</b>

- As presented above, the Chapter 11 Debtors' funded debt obligations, in respect of which none of the Chapter 11 Debtors are borrowers, consist of the following:
  - The ABL Facility – The Chapter 11 Debtors (recently including the Canadian Debtors) are guarantors under a Credit Agreement dated as of December 7, 2020 (as amended, restated, supplemented, waived, or otherwise modified from time to time, the “**ABL Credit Agreement**”), by and among, *inter alios*, Penney Holdings LLC, Penney Borrower LLC, Penney OpCo LLC, SPARC Group LLC, each restricted subsidiary of Penney Holdings LLC party thereto as a borrower (collectively, the “**Catalyst Borrowers**”), each restricted subsidiary of Penney Holdings LLC party thereto as a subsidiary guarantor (collectively with the Catalyst Borrowers and any other loan party, the “**ABL Parties**”), the lenders party thereto (the “**ABL Lenders**”), and Wells Fargo Bank, National Association, as administrative agent (the “**ABL Agent**”). The ABL Credit Agreement provides for a revolving facility of up to \$1.75 billion (the “**ABL Facility**”). The Proposed Information Officer understands that the obligations under the ABL Facility (collectively, the “**ABL Obligations**”) mature on September 19, 2030, and are secured by liens on substantially all of the ABL Parties' assets. As of the Petition Date, approximately \$728 million in unpaid principal and accrued but unpaid interest was outstanding under the ABL Facility.
  - The Term Loan Facility – The U.S. Debtors are guarantors under a Credit Agreement dated as of September 19, 2025 (as may be amended, restated, supplemented, waived, or otherwise modified from time to time, the “**Term Loan Credit Agreement**”), by and among the Catalyst Borrowers, each other restricted subsidiary of Penney Holdings LLC party thereto as a subsidiary guarantor (collectively with the Catalyst Borrowers, the “**Term Loan Parties**”), each lender from time to time party thereto (collectively, the “**Term Loan Lenders**”), and WhiteHawk Capital Partners LP (the “**Term Loan Agent**”), as

administrative agent and collateral agent. The Term Loan Credit Agreement provides for a term loan facility (the “**Term Loan Facility**”) of up to \$600 million in aggregate principal. The Proposed Information Officer understands that the obligations under the Term Loan Facility (collectively, the “**Term Loan Obligations**”) mature on September 19, 2030, and are secured by liens on substantially all of the Term Loan Parties’ assets. As of the Petition Date, approximately \$600 million in unpaid principal is outstanding under the Term Loan Facility.

- c) The Subordinated Loan Facility – The U.S. Debtors are guarantors under a Second Amendment to Amended and Restated Term Loan Credit Agreement dated as of September 19, 2025 (as may be amended, restated, supplemented, waived, or otherwise modified from time to time, the “**Subordinated Loan Credit Agreement**” and collectively with the ABL Credit Agreement and the Term Loan Credit Agreement, the “**Prepetition Credit Agreements**”), by and among the Catalyst Borrowers, each Restricted Subsidiary of Penney Holdings LLC party thereto as a subsidiary guarantor (collectively with the Catalyst Borrowers, the “**Subordinated Loan Parties**”), each lender party thereto from time to time (the “**Subordinated Loan Lenders**”, collectively, with the ABL Lenders and the Term Loan Lenders, the “**Prepetition Lenders**”), and Copper Retail JV LLC, as administrative agent (the “**Subordinated Loan Agent**”). The Subordinated Loan Credit Agreement contemplates a term loan facility (the “**Subordinated Loan Facility**,” and, together with the ABL Facility and Term Loan Facility, the “**Prepetition Loan Facilities**”) up to \$216.2 million in aggregate principal. The Proposed Information Officer understands that the obligations under the Subordinated Loan Credit Agreement (collectively, the “**Subordinated Loan Obligations**”) mature on February 19, 2031, and are secured by liens on substantially all of the Subordinated Loan Parties’ assets. As of the Petition Date, approximately \$216.2 million in unpaid principal remains outstanding under the Subordinated Loan Facility.
3. As noted in the Coulombe Affidavits and described in greater detail below, the Canadian Debtors were neither borrowers nor guarantors (or otherwise obligors) under any of the Prepetition Credit Agreements until February 8, 2026.
4. As of February 8, 2026, the Canadian Debtors entered into a Canadian Limited Guarantee and Collateral Agreement (the “**Limited Guarantee**”), among SPARC Holdings, as grantor, the Canadian Debtors, as grantors and guarantors, and the ABL Agent, as administrative agent, pursuant to which the Canadian Debtors guaranteed the ABL Obligations up to the maximum amount of \$6.384 million (the “**Maximum Guaranteed Amount**”), and granted a security interest in favour of the ABL Agent in substantially all of their present and after-acquired assets (collectively, the “**Canadian Collateral**”). A copy of the Limited Guarantee is attached to the First Coulombe Affidavit as Exhibit “H”.

5. As described in the First Coulombe Affidavit, the Proposed Information Officer understands that the Maximum Guaranteed Amount is intended to reflect the value contributed from Eddie Bauer's U.S. business to Eddie Bauer's Canadian business (excluding Eddie Bauer Canada's proportionate share of corporate payroll), after accounting for inventory sold to the Canadian Debtors and cash transferred from Eddie Bauer Canada to EB LLC. While the Canadian Debtors have not provided any guarantee or security in connection with Term Loan Obligations or the Subordinated Loan Obligations, each entered into amendments to the Prepetition Credit Agreements on February 8, 2026, to add the Canadian Debtors as "Joining Loan Parties" thereunder. The amendments to the Term Loan Credit Agreement and Subordinated Loan Credit Agreement expressly provide that the Canadian Debtors shall in no event have any liability to the Term Loan Agent, the Term Loan Lenders, the Subordinated Loan Agent or the Subordinated Loan Lenders, as applicable, by virtue of being added as "Joining Loan Parties" or otherwise in connection thereto.

### 3.5 Cash Management System

1. As described in the First Day Declaration and the Coulombe Affidavits, the Chapter 11 Debtors maintain and operate a cash management system to collect, transfer and disburse funds in the ordinary course of their business (the "**Cash Management System**"). The Proposed Information Officer understands that the Cash Management System is overseen by the Chapter 11 Debtors' treasury department in the United States and comprises 32 bank accounts, 31 of which are owned by the Chapter 11 Debtors and one of which is owned by their affiliate, SPARC Group LLC.
2. 21 of the bank accounts within the Cash Management System are owned by the U.S. Debtors and SPARC Group LLP, and the remaining 11 bank accounts, all of which are with The Bank of Nova Scotia, are owned by Eddie Bauer Canada. As of the Petition Date, the Proposed Information Officer understands that the Chapter 11 Debtors' bank accounts collectively held approximately \$20 million in cash, approximately \$1 million of which was in Eddie Bauer Canada's accounts.
3. As set out in the First Coulombe Affidavit, funds from the Canadian Debtors' brick-and-mortar retail and legacy e-commerce operations are received in Eddie Bauer Canada's four collection accounts and are thereafter swept to Eddie Bauer Canada's operating account. Certain of the funds pooled in Eddie Bauer Canada's operating account are transferred to its disbursement accounts to facilitate payments to third-party payees. With one exception, the funds in Eddie Bauer Canada's disbursements accounts are swept at the end of each business day to its operating account. The Proposed Information Officer understands that all excess funds in Eddie Bauer Canada's operating account have historically been manually transferred to the Company's main operating account in the United States on a weekly basis.
4. The Interim Cash Management Order authorizes the Chapter 11 Debtors to continue using the Cash Management System and honour any prepetition obligations related to the Cash Management System in the ordinary course of business.

### 3.6 Intercompany Transactions

1. The Proposed Information Officer understands that the Chapter 11 Debtors engage in routine cash and non-cash transfers, among one another and with certain affiliates (collectively, the “**Intercompany Transactions**”). The Proposed Information Officer further understands that the Intercompany Transactions are conducted pursuant to manual account transfers among certain of the Chapter 11 Debtors’ collections and operating accounts and recorded as intercompany receivables and payables (the “**Intercompany Balances**”).
2. As described in detail in the First Day Declaration (including the evidentiary support attached as Exhibit “C” thereto), the Intercompany Transactions principally occur in one of the following three forms:
  - a) EB Gift Card and EB LLC engage in Intercompany Transactions related to the Chapter 11 Debtors’ gift card program,<sup>2</sup> whereby receipts from the sales of such gift cards are collected in an account owned by EB Gift Card and periodically manually transferred to the Company’s main operating account in the United States owned by EB LLC;
  - b) EB LLC and Eddie Bauer Canada engage in Intercompany Transactions to, among other things, ensure that the Canadian Debtors’ funding needs may be met, whereby EB LLC pays certain of Eddie Bauer Canada’s ordinary course expenses that must be made in U.S. dollars, provides funds to Eddie Bauer Canada to satisfy payments to certain third parties made in Canadian dollars, and acquires and provides substantially all inventory sold by Eddie Bauer Canada; and
  - c) SPARC and the Chapter 11 Debtors engage in Intercompany Transactions in the form of the Covered Expenses and the SPARC Transfers described above.
3. The Interim Cash Management Order authorizes the Chapter 11 Debtors to continue to perform the Intercompany Transactions and treat postpetition Intercompany Balances in a manner consistent with the U.S. Court’s grant of administrative expenses status.
4. Pursuant to the proposed Supplemental Order, amounts transferred by the Canadian Debtors to the U.S. Debtors will solely be in respect of Intercompany Claims consistent with the Canadian Cash Collateral Budget scheduled to the Approved Budget and attached as Exhibit “X” to the Second Coulombe Affidavit, or as otherwise approved in advance by the Information Officer. The Proposed Information Officer has had an opportunity to review the Canadian Cash Collateral Budget and is of the view that the anticipated Intercompany Claims therein are reasonable in the circumstances.

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<sup>2</sup> As described in the First Day Declaration, the Chapter 11 Debtors’ gift card program permits the Chapter 11 Debtors’ customers to purchase prepaid, non-expiring gift cards in denominations ranging from \$10 to \$500.

### **3.7 Centre of Main Interest**

1. As described in the Coulombe Affidavits, the Chapter 11 Debtors, including the Canadian Debtors, are managed from the United States and operate as an integrated group. In this regard, the Proposed Information Officer understands that:
  - a) the Company's treasury, accounting, accounts receivable and accounts payable teams, key management personnel and approximately 70 corporate employees are all located in the United States;
  - b) two of the Canadian Debtors' three directors reside in the United States;
  - c) Eddie Bauer Canada relies on SPARC and EB LLC for the sourcing and purchasing of its inventory (in the ordinary course of business), including the sale and merchandising team at SPARC in the United States and the U.S. Debtors' and SPARC's purchasing power and supplier relationships in the United States;
  - d) Eddie Bauer Canada depends on SPARC and EB LLC for strategic and corporate support functions, including information technology, legal, finance, and human resources functions; and
  - e) the sole corporate function performed in Canada is payroll in respect of Eddie Bauer Canada's employees.
2. Based on the evidence set out in the Coulombe Affidavits, the Proposed Information Officer agrees with the Foreign Representative that the Chapter 11 Debtors' centre of main interest is in the United States, and that it is appropriate in the circumstances to recognize the Chapter 11 Proceedings as a "foreign main proceeding" within the meaning of the CCAA.

### **4.0 Events Preceding the Chapter 11 Proceedings**

1. The Proposed Information Officer understands that the Company began facing significant headwinds in 2023, including shifts in consumer preferences, rising inflation, and unfavorable tariff policies and exemptions. As described in the First Day Declaration and the First Coulombe Affidavit, these challenges eroded the Chapter 11 Debtors' margins and resulted in negative earnings of approximately \$2 million in 2022, \$10 million in 2023, \$82 million in 2024, and \$80 million in 2025.
2. The Proposed Information Officer understands that the Company took several steps to address its financial challenges prior to the Petition Date, certain of which are discussed below.

#### 4.1 Termination of the License Agreement

1. In an effort to address the Chapter 11 Debtors' financial challenges, the Proposed Information Officer understands that the Company and ABG engaged in discussions regarding the future of the License Agreement and the substantial fixed costs – in the amount of approximately \$220 million over the remaining six years of the License Agreement – arising thereunder in late 2025. As described in the First Day Declaration and the First Coulombe Affidavit, these discussions resulted in an agreement pursuant to which:
  - a) the Company's wholesale and e-commerce rights under the License Agreement were terminated effective January 31, 2026, and transferred to ABG's affiliate, Outdoor 5, LLC ("**O5**");
  - b) the Company retained its license to operate brick-and-mortar retail locations and sell merchandise under the Eddie Bauer IP, subject to actual and accrued royalties;
  - c) the Company was granted a one-year sell-off period during which it can sell existing e-commerce and wholesale inventory through its brick-and-mortar retail locations or existing wholesale relationships in the United States and Canada, subject to actual and accrued royalties; and
  - d) a series of formal agreements were entered into to effectuate the allocation of liabilities, treatment of employees, the transfer of certain inventory and the provision of transition services related to the transfer of the Company's e-commerce and wholesale businesses from the Company to O5.

#### 4.2 The Going Concern Sale and Store Closure Processes and Restructuring Initiatives

1. Among other initiatives to address their financial challenges, the Proposed Information Officer also understands that the Chapter 11 Debtors:
  - a) retained SOLIC Capital Advisors, LLC ("**SOLIC**"), an investment banking firm based in Chicago, on November 24, 2025, to conduct a marketing process for a potential sale of all or any portion of the Company's brick-and-mortar retail operations (the "**Going Concern Sale Process**"), which resulted in the receipt of two indications of interest on January 30, 2026 that continue to be pursued;
  - b) allowed leases for 49 historically unprofitable brick-and-mortar retail stores to expire on their terms, including three such leases in Canada on January 31, 2026;
  - c) retained Hilco Merchant Resources, LLC and SB360 Capital Partners, LLC (together, the "**Agent**") pursuant to a Letter Agreement Governing Inventory Disposition dated as of January 29, 2026 (the "**Agency Agreement**"), between EB LLC and certain of its affiliates and the Agent, to assist with the closure of the Company's historically unprofitable locations, and thereafter the Company's remaining 175 retail store locations (which latter store closings began between January 26, 2026 and February 7, 2026); and

- d) commenced negotiations with the Prepetition Lenders regarding a consensual wind-down of any assets not sold in the Going Concern Sale Process, which negotiations resulted in the execution of an amendment and forbearance agreement (the “**Amendment and Forbearance Agreement**”) and a restructuring support agreement (the “**RSA**”), in each case, on February 8, 2026.
2. A copy of the Agency Agreement is attached to the Interim Store Closing Order as Exhibit 1 and a summary of its key terms prepared by the Chapter 11 Debtors is attached hereto as **Appendix “D”**. A Copy of the RSA is attached to the First Day Declaration as Exhibit “B”.
3. The Proposed Information Officer understands that the RSA is intended to enable the Chapter 11 Debtors to continue the Going Concern Sale Process, with a view to implementing an expedient going-concern sale of all or part of the Company’s remaining operations, and a winddown of any portion of the Company’s assets and operations not sold pursuant to the Going Concern Sale Process. Among other things, the RSA:
  - a) permits the Chapter 11 Debtors to pursue one or more Sale Transactions in respect of substantially all, or a portion of, their assets and/or equity to the highest or otherwise best bidder(s) within the Going Concern Sale Process to be conducted pursuant to the Bidding Procedures (as defined below) and the Bidding Procedures Order;
  - b) provides that the Chapter 11 Debtors will continue the store closing sales with respect to any portion of their business and store locations that are not otherwise sold;
  - c) contemplates the Prepetition Lenders’ unanimous support of a Plan that will (i) pay all allowed administrative and priority claims in full; (ii) subject to the class of general unsecured creditors voting to accept the Plan, result in general unsecured creditors receiving their *pro rata* share of (x) \$250,000 or (y) 10% of the Net Proceeds (as defined in the RSA) in excess of the ABL Threshold Recovery Amount (as defined in the RSA) (such recovery, the “**GUC Contingent Recovery Pool**”); and (iii) result in a distribution to the ABL Lenders of 100% of the Net Proceeds, less the GUC Contingent Recovery Pool;
  - d) contemplates the Consenting Lenders’ (as defined in the RSA) execution of amendments to their respective credit agreements to waive their respective rights to pursue remedies against any non-Chapter 11 Debtor party, arising out of related to the commencement of the Chapter 11 Proceedings; and
  - e) permits the funding of the transactions contemplated under the RSA (collectively, the “**Transactions**”) using cash collateral (the “**Cash Collateral**”), the proceeds of the Chapter 11 Debtors’ ordinary course operations and/or store closing sales, and the proceeds from any Sale Transaction or inventory liquidation.

4. The RSA also contains several milestones, which are summarized in the table immediately below:

Date	Milestone
Not later than February 9, 2026	Occurrence of the Petition Date
Not later than 5 days following the Petition Date	Interim Cash Collateral Order to be obtained
Not later than 14 days following the Petition Date	Plan and Disclosure Statement (as defined in the RSA) to be filed
Not later than 22 days following the Petition Date	Deadline for submitting a qualified bid for a going concern sale transaction pursuant to the Bidding Procedures (the " <b>Bid Deadline</b> ") shall have occurred
Not later than 3 days after the Bid Deadline	An auction to consider approval of a going concern sale transaction, if applicable, shall commence
Not later than 31 days following the Petition Date	A hearing before the U.S. Court to consider approval of a Sale Transaction, if applicable, shall be held
Not later than 35 days following the Petition Date	The U.S. Court shall have entered an order approving the Disclosure Statement
Not later than 40 days following the Petition Date	The U.S. Court shall have entered an order approving the Chapter 11 Debtors' use of Cash Collateral on a final basis (the " <b>Final Cash Collateral Order</b> ")
Not later than 70 days following the Petition Date	The U.S. Court shall have entered the Confirmation Order (as defined in the RSA)
Not later than 75 days following the Petition Date	The Plan Effective Date (as defined in the RSA) shall have occurred

5. As referenced above, the Proposed Information Officer understands that the RSA was executed contemporaneously with the Amendment and Forbearance Agreement to prevent events of default arising under the Prepetition Loan Facilities that would have entitled the Prepetition Lenders to accelerate their respective debt across all six of the Catalyst brands. Pursuant to the Amendment and Forbearance Agreement, among other things:

- a) the Prepetition Lenders consented to the Chapter 11 Debtors' entry into the RSA and the Transactions;
- b) the parties to the Amendment and Forbearance Agreement agreed that the Transactions do not constitute a "Default", "Event of Default" or "Material Adverse Effect" under and within the ambit of the Prepetition Loan Documents (as defined in the Amendment and Forbearance Agreement); and
- c) as consideration for, among other things, the ABL Lenders agreeing to forbear from exercising their rights and remedies in respect of defaults under the ABL Credit Agreement, the Canadian Debtors agreed to provide the Limited Guarantee.

6. Upon an event of default, the Limited Guarantee provides that the ABL Obligations shall be repaid from the collateral of the U.S. Debtors prior to being repaid from the Canadian Collateral. Further, the Limited Guarantee provides that, upon an event of default, the ABL Agent shall not enforce the Limited Guarantee or exercise any right or remedy with respect to the Canadian Collateral until the earlier to occur of:
- a) the completion of a realization upon all or substantially all of the collateral of the U.S. Debtors pursuant to one or more enforcement actions permitted under the ABL Credit Agreement and applicable law;
  - b) the effectiveness of a plan of reorganization or liquidation of the U.S. Debtors under chapter 11 of the Bankruptcy Code or the entry of a final distribution order in a bankruptcy or insolvency proceeding involving the U.S. Debtors and the distribution to the ABL Agent of amounts pursuant thereto;
  - c) the commencement of a case under chapter 7 of the Bankruptcy Code or the conversion of any chapter 11 case of the U.S. Debtors to a case under chapter 7 of the Bankruptcy Code and the sale or other disposition of all or substantially all of the collateral of the U.S. Debtors;
  - d) the sale or other disposition of all or substantially all of the collateral of the U.S. Debtors by the U.S. Debtors; and
  - e) 180 days following the commencement of the liquidation of the inventory in the stores of the U.S. Debtors, with the proceeds thereof applied to the ABL Obligations in accordance with the requirements of the applicable loan documents, an order of a court of competent jurisdiction or otherwise applied with the consent of the ABL Agent,
- in each case, resulting in an unpaid balance of the ABL Obligations.
7. The Proposed Information Officer understands that, absent the provision of the Limited Guarantee, the Prepetition Lenders would not agree to the Amendment and Forbearance Agreement and the RSA (including the permitted use of Cash Collateral thereunder), which, together provide a means of ensuring the Canadian Debtors can continue to operate while the Going Concern Sale Process and an orderly winddown of the Company's remaining operations are pursued. As detailed in the First Coulombe Affidavit, absent the continued operational and financial support of the U.S. Debtors, the Canadian Debtors cannot continue their business or effectuate an independent restructuring.
8. The Proposed Information Officer further understands that the terms of the Limited Guarantee, including the Maximum Guaranteed Amount and the limitations on the ABL Agent's recourse to the Canadian Collateral described above, are the product of good faith, arm's length negotiations among the Chapter 11 Debtors, the Prepetition Lenders and their respective advisors. The product of such negotiations reflects an effort to, among other things:
- a) obtain the ABL Agent's and the ABL Lenders' consent to the continued use of the Cash Collateral and support for the Company's dual-track restructuring;

- b) address the ABL Agent's and the ABL Lenders' desire for adequate protection in a manner that is commensurate with the value historically obtained by the Canadian Debtors from Eddie Bauer's U.S. business;
  - c) ensure the continued operation of the Canadian Debtors' business while the Going Concern Sale Process and an orderly winddown are conducted; and
  - d) minimize any prejudice resulting from the provision of the Limited Guarantee to the Canadian Debtors' stakeholders.
9. The Proposed Information Officer has requested a security opinion in respect of the security granted in favour of the ABL Agent in connection with the Limited Guarantee. If appointed, the Information Officer will provide an update regarding such security opinion in a future report to the Court.

## 5.0 First Day Orders

1. Pursuant to the proposed Supplemental Order, the Foreign Representative is seeking recognition of certain of the First Day Orders that have been entered by the U.S. Court in the Chapter 11 Proceedings. The First Day Orders proposed to be recognized are described in the Second Coulombe Affidavit and the First Day Declaration. Copies of such First Day Orders are attached to the Second Coulombe Affidavit as Exhibits "I" – "S", "U" – "V" and "Y" – "Z", and are also available on the Docket.
2. The First Day Orders proposed to be recognized may be summarized as follows:
  - a) Joint Administration Order – The Joint Administration Order directs the procedural consolidation and joint administration of the Chapter 11 Proceedings for procedural purposes only.
  - b) Automatic Stay Order – Among other things, the Automatic Stay Order: (i) restates and enforces the Bankruptcy Code's worldwide automatic stay, anti-discrimination provisions and *ipso facto* protections; and (ii) approves the form and manner of notice related thereto.
  - c) Foreign Representative Order – Among other things, the Foreign Representative Order: (i) authorizes EB LLC to act as the Foreign Representative, including seeking recognition of the Chapter 11 Proceedings in these Recognition Proceedings, requesting that the Court lend assistance to the U.S. Court in protecting the Chapter 11 Debtors' assets, operations and property, consistent with any orders of the Court, retaining and compensating Canadian professionals on behalf of the Foreign Representative and paying the costs of the Information Officer and its counsel, each without further order of the U.S. Court, and seek any other appropriate relief from the Court that the Foreign Representative deems just and proper in furtherance of the protection of the Chapter 11 Debtors' estates; and (ii) requests the aid and assistance of the Court to recognize the Chapter 11 Proceedings as a "foreign main proceeding" and EB LLC as a "foreign representative" pursuant to the CCAA and to recognize and give full force and effect in all provinces and territories in Canada

to the Foreign Representative Order and to other orders issued by the U.S. Court in the Chapter 11 Proceedings.

- d) Claims and Noticing Agent Order – The Claims and Noticing Agent Order authorizes, but does not direct, the appointment of Stretto, Inc. as the Claims and Noticing Agent in the Chapter 11 Proceedings.
- e) Interim Cash Management Order – Among other things, the Interim Cash Management Order authorizes, but does not direct, the Chapter 11 Debtors, in the ordinary course of business, to: (i) continue using the Cash Management System; (ii) honour any prepetition obligations related to the Cash Management System; (iii) continue to perform the Intercompany Transactions and treat postpetition Intercompany Balances in a manner consistent with the U.S. Court’s grant of administrative expenses status thereto; (iv) maintain existing bank accounts; (v) pay payment processing and transport fees; and (vi) pay bank fees and charges incurred in connection with the Chapter 11 Debtors’ bank accounts and treasury management services, in each case, irrespective of whether such fees arose prior to the Petition Date.
- f) Interim Cash Collateral Order – Among other things, the Interim Cash Collateral Order: (i) authorizes the Chapter 11 Debtors’ use of the Cash Collateral solely in accordance with and to the extent set out in the Approved Budget and the Interim Cash Collateral Order, including the Carve Out (as defined in the Interim Cash Collateral Order) for certain statutory and allowed professional fees, between entry of the Interim Cash Collateral Order and the Termination Date (as defined in the Interim Cash Collateral Order) in an amount not to exceed at any time, prior to the payment in full of the Prepetition Secured Parties (as defined in the Interim Cash Collateral Order), the aggregate amount of disbursements projected in the Approved Budget, subject to the Permitted Variances (as defined in the Interim Cash Collateral Order) and the other terms of the Interim Cash Collateral Order, or such other amounts that may be agreed to in writing by the ABL Agent in its Permitted Discretion (as defined in the Interim Cash Collateral Order); (ii) grants the Prepetition Secured Parties Adequate Protection Liens and Superpriority Claims (each as defined in the Interim Cash Collateral Order) junior in priority to the Charges; (iii) contains certain stipulations agreed to by the Chapter 11 Debtors regarding the validity, enforceability, binding nature, non-voidability and extent of the Prepetition Secured Parties’ applicable loan documents, claims and liens, including in respect of the Limited Guarantee; (iv) requires the Chapter 11 Debtors to comply with certain milestones, including the requirement to file a Plan not later than fourteen calendar days following the Petition Date and for the Bid Deadline to occur not later than 22 days after the Petition Date; (v) requires that any committee appointed in the Chapter 11 Proceedings or any other party in interest granted standing by the U.S. Court that seeks to assert claims against any of the ABL Agent, the Term Loan Agent, the Subordinated Loan Agent, or the Prepetition Lenders, on behalf of the Chapter 11 Debtors or the Chapter 11 Debtors’ creditors or to otherwise challenge the stipulations provided by the Chapter 11 Debtors under the Interim Cash Collateral Order, including in relation to the validity, extent, priority, or perfection of the security interests, and liens of such parties, the validity, allowance, priority, or amount of the ABL

Obligations, the Term Loan Obligations, or the Subordinated Loan Obligations, or any liability of any of the Prepetition Secured Parties with respect to anything arising from the Loan Documents (as defined in the Interim Cash Collateral Order), file the appropriate papers and commence the appropriate proceedings within the applicable Challenge Period (as defined in the Interim Cash Collateral Order); (vi) requires that, commencing on the last business day of the fourth week following the Petition Date, and each week thereafter, the Chapter 11 Debtors make adequate protection cash payments from a bank account of a U.S. Debtor to the ABL Agent in an amount equal to the greater of (A) the amount set forth in the line item titled "Distribution to Creditors," for the week of the determination date as set forth in the applicable Approved Budget, and (B) the Minimum Sweep Balance (as defined in the Interim Cash Collateral Order) as of the determination date (such amount, the "**Weekly Paydown Amount**"), provided that, if (x) the actual ending book cash as of the date of determination is less than (y) the amount set forth in the line item titled "Ending Book Cash" as of the date of determination in the applicable Approved Budget, then the Weekly Paydown Amount for such week shall be reduced by an amount equal to (y) less (x); and (vii) orders that none of the Prepetition Secured Parties will be subject to the equitable doctrine of marshalling.

- g) Interim Wages Order – Among other things, the Interim Wages Order authorizes, but does not direct, the Chapter 11 Debtors, subject to the Interim Cash Collateral Order, any Final Cash Collateral Order and the Approved Budget to: (i) pay, either directly or through SPARC, all outstanding prepetition wages, salaries, commissions, benefits, other compensation and obligations, reimbursable expenses, and related amounts on account of their compensation and benefits programs in cash as they become due and payable and to continue making such payments in the ordinary course of business; (ii) continue to administer their compensation and benefits programs in the ordinary course of business; (iii) modify, change, add to, supplement and/or discontinue their compensation and benefit programs in the ordinary course; and (iv) pay all prepetition or postpetition costs and expenses incidental to payment of the Chapter 11 Debtors' compensation and benefits obligations, including those owed to their payroll processors.
- h) Interim Critical Vendors Orders – Subject to the Interim Cash Collateral Order, any Final Cash Collateral Order and the Approved Budget, the Interim Critical Vendors Order, among other things: (i) authorizes, but does not require, the Chapter 11 Debtors to pay, in the ordinary course of business, prepetition amounts owing on account of critical vendor claims, foreign vendor claims, claims under section 503(b)(9) of the Bankruptcy Code, and lien claims; (ii) authorizes the Chapter 11 Debtors to, in exchange for the payment of their prepetition claims as contemplated under the Interim Critical Vendors Order, require trade claimants to provide favourable trade terms for the postpetition procurement of goods and services; and (iii) grants administrative expense priority to undisputed and unsatisfied obligations on account of goods ordered by or services provided to the Chapter 11 Debtors prior to the Petition Date that will not be delivered until after the Petition Date and authorizes the Chapter 11 Debtors to satisfy such obligations in the ordinary course of business.

- i) Interim Utilities Order – Subject to the Interim Cash Collateral Order, any Final Cash Collateral Order and the Approved Budget, the Interim Utilities Order among other things: (i) approves the Chapter 11 Debtors’ proposed form of adequate assurance of payment for future utility services; (ii) prohibits the Chapter 11 Debtors’ utility providers from altering, refusing or discontinuing services; (iii) approves the procedures for resolving adequate assurance requests; and (iv) authorizes fee payments to the Chapter 11 Debtors’ utility agents.
- j) Interim Taxes Order – Subject to the Interim Cash Collateral Order, any Final Cash Collateral Order and the Approved Budget, the Interim Taxes Order authorizes the Chapter 11 Debtors to, among other things, negotiate, remit, and pay (or use tax credits to offset) various taxes and fees in the ordinary course of business that are payable or become payable during the Chapter 11 Proceedings, including any obligations arising on account of any assessments, or otherwise to be owed for periods prior to, including, or following the Petition Date, without regard to whether such obligations accrued or arose before, on, or after the Petition Date, as necessary.
- k) Interim Insurance Order – Subject to the Interim Cash Collateral Order, any Final Cash Collateral Order and the Approved Budget, the Interim Insurance Order, among other things, authorizes, but does not direct, the Chapter 11 Debtors to: (i) maintain insurance and surety coverage under the insurance policies, the surety bonds, and the letters of credit entered into prepetition and pay related prepetition obligations in the ordinary course of business; and (ii) renew, supplement, modify, or purchase insurance, surety coverage, and letters of credit in the ordinary course of business on a postpetition basis.
- l) Interim Customer Programs Order – Subject to the Interim Cash Collateral Order, any Final Cash Collateral Order and the Approved Budget, the Interim Customer Programs Order, among other things, authorizes the Chapter 11 Debtors to: (i) continue to administer their customer programs currently in effect (including, without limitation, their gift card program, co-branded credit card program, adventure rewards program, charitable programs and refund and exchange program); (ii) honour any undisputed obligations related to their customer programs, whether incurred prepetition or postpetition as they come due, in each case, in the ordinary course of business; and (iii) modify, replace, supplement or terminate any customer program in the ordinary course of business.
- m) Scheduling Order – The Scheduling Order schedules dates and deadlines with respect to the Chapter 11 Debtors’ Disclosure Statement and Plan confirmation, including: (i) a Bid Deadline of 5:00 p.m. (prevailing Eastern Time) on March 3, 2026; (ii) a date for the Auction, if any, of March 6, 2026; (iii) a deadline to object to the Disclosure Statement of 4:00 p.m. (prevailing Eastern Time) on March 9, 2026; (iv) a deadline to object to any Sale Transaction or the ability of the successful bidder to provide adequate assurance of future performance with respect to any executory contract or unexpired lease assumed or assumed and assigned in connection with a Sale Transaction of 5:00 p.m. (prevailing Eastern Time) on March 10, 2026; (v) a deadline to reply to any objection to any Sale

Transaction or the ability of the successful bidder to provide adequate assurance of future performance with respect to any executory contract or unexpired lease assumed or assumed and assigned in connection with a Sale Transaction of 5:00 p.m. (prevailing Eastern Time) of March 11, 2026; (vi) a date for the hearing to consider approval of any Sale Transaction of March 12, 2026; (vii) a date for the hearing to consider conditional approval of the Disclosure Statement of March 16, 2026; and (viii) a date for the hearing to consider confirmation of the Plan of April 16, 2026.

- n) Bidding Procedures Order – Among other things, the Bidding Procedures Order: (i) authorizes and approves the marketing, auction and bidding procedures attached as Exhibit 1 to the Bidding Procedures Order (the “**Bidding Procedures**”), pursuant to which the Chapter 11 Debtors will solicit and, if value maximizing, select the highest or otherwise best offer(s) for the sale or sales of all, substantially all, or any portion of the Chapter 11 Debtors’ assets; (ii) approves stalking horse protections relating to a stalking horse bidder, if any; (iii) schedules an auction (the “**Auction**”), if needed, to determine the highest and otherwise best bid available; (iv) approves the form and manner of notice of the Auction, if any, and any hearing to approve a sale of some, all or substantially all of the Chapter 11 Debtors’ assets, as necessary; and (v) approves procedures for the assumption and assignment of certain executory contracts and unexpired leases.
  - o) Interim Store Closing Order – Subject to the Interim Cash Collateral Order, any Final Cash Collateral Order and the Approved Budget, the Interim Store Closing Order, among other things: (i) authorizes, but does not direct, the Chapter 11 Debtors to assume and perform the Agency Agreement; (ii) authorizes and approves the conduct of store closings or similar themed sales that are ongoing as of the Petition Date at the stores listed on Exhibit A to the Agency Agreement (the “**Closing Stores**”), with such sales at the Closing Stores to be free and clear of all liens, claims, and encumbrances pursuant to the Bankruptcy Code, in accordance with the terms of the store closing sale guidelines attached as Exhibit 2-A to the Interim Store Closing Order with respect to the Closing Stores located in the United States and as Exhibit 2-B with respect to the Closing Stores located in Canada (the “**Canadian Sale Guidelines**”); and (iii) approves modifications to certain customer programs at the Closing Stores, including the acceptance of gift cards.
3. The Proposed Information Officer has reviewed the First Day Orders proposed to be recognized pursuant to the Supplemental Order and discussed the rationale for such orders with its independent counsel, Bennett Jones LLP (“**Bennett Jones**”), and Canadian counsel to the Chapter 11 Debtors. The Proposed Information Officer is supportive of the Foreign Representative’s request for recognition of the above-referenced First Day Orders given, among other things, that:
- a) in the Proposed Information Officer’s view, much of the relief contained in the First Day Orders is:
    - i. common in chapter 11 cases;

- ii. save for certain exceptions, procedural or administrative in nature; and
  - iii. frequently recognized by Canadian courts in cross-border insolvency proceedings;
- b) the granting of the proposed Supplemental Order and recognition of the First Day Orders set out therein would be consistent with the principles of comity and facilitate the efficient coordination of the Chapter 11 Proceedings and these Recognition Proceedings;
- c) Canadian and U.S. stakeholders are treated in the same manner under each of the First Day Orders proposed to be recognized pursuant to the Supplemental Order;
- d) although the Interim Cash Collateral Order and Interim Cash Management Order contemplate the potential transfer of cash amounts as between the Chapter 11 Debtors, the proposed Supplemental Order provides that any such amounts transferred by the Canadian Debtors to the U.S. Debtors following the date of the Supplemental Order will solely be in respect of Intercompany Claims consistent with the Canadian Cash Collateral Budget or as otherwise approved in advance by the Information Officer;
- e) with respect to the Interim Cash Collateral Order:
  - i. the Chapter 11 Debtors' permitted use of the Cash Collateral is expected to obviate the need for debtor-in-possession financing and allow the Chapter 11 Debtors to fund the Transactions contemplated under the RSA;
  - ii. the Chapter 11 Debtors, including the Canadian Debtors, require the continued use of the Cash Collateral to operate their business, to conduct the Going Concern Sale Process and an orderly winddown of all of the Company's brick-and-mortar retail operations not sold in a Sale Transaction and to fund the Chapter 11 Proceedings and these Recognition Proceedings; and
  - iii. nothing in the Interim Cash Collateral Order prejudices the rights of any statutory committee appointed in the Chapter 11 Proceedings or any other party in interest granted standing by the U.S. Court to seek to assert claims against any of the ABL Agent, the Term Loan Agent, the Subordinated Loan Agent, or the Prepetition Lenders, on behalf of the Chapter 11 Debtors or other Debtors' creditors or to otherwise challenge the stipulations provided by the Chapter 11 Debtors under the Interim Cash Collateral Order, including in relation to the validity, extent, priority, or perfection of the security interests, and liens of such parties, the validity, allowance, priority, or amount of the ABL Obligations, the Term Loan Obligations, or the Subordinated Loan Obligations, or any liability of any of the Prepetition Lenders with respect to anything arising from the Loan Documents, provided that such committee or other party in interest files the appropriate papers and commences the appropriate proceedings within the applicable Challenge Period;

- f) with respect to the Interim Store Closing Order:
  - i. the orderly winddown of all of the Chapter 11 Debtors' brick-and-mortar retail operations is an integral feature of the Company's dual-track restructuring process;
  - ii. the Sales Agent has considerable expertise and experience in retail liquidations, including in Canada, and has been engaged since January 29, 2026;
  - iii. the terms of the Agency Agreement are, in the Proposed Information Officer's view, reasonable in the circumstances; and
  - iv. the Canadian Sale Guidelines have been tailored to better reflect liquidation sale guidelines previously approved in recent Canadian liquidation sales under the CCAA;
- g) with respect to the Bidding Procedures Order:
  - i. the Bidding Procedures facilitate the continuation of the Chapter 11 Debtors' Going Concern Sale Process, which has been and will continue to be led by SOLIC;
  - ii. while the timeline contemplated by the Bidding Procedures, including its Bid Deadline of March 3, 2026, a deadline for the Auction (if necessary) of March 6, 2026, and a sale hearing date on or about March 12, 2026, is relatively brief, it is informed by SOLIC's prepetition marketing efforts – having been retained on November 24, 2025 – and assisted by the indications of interest submitted to-date;
  - iii. the Bidding Procedures permit, but do not require, the selection of a stalking horse bidder, which, if selected, will be entitled to a break-up fee not to exceed 3% of the aggregate amount of the purchase price to be paid for the applicable assets and/or reimbursement of reasonable and documented out of pocket fees and expenses; and
  - iv. as in the case of the orderly winddown of all of the Chapter 11 Debtors' brick-and-mortar retail operations, the Going Concern Sale Process to be conducted in accordance with the Bidding Procedures is an integral feature of the Company's dual-track restructuring process; and
- h) the Proposed Information Officer is not aware of any objection having been filed in the Chapter 11 Proceedings by a Canadian stakeholder in respect of the First Day Orders for which recognition is sought pursuant to the proposed Supplemental Order.

## 6.0 Proposed Charges

1. Pursuant to the proposed Supplemental Order, the Foreign Representative seeks the granting of the Charges over the Canadian Debtors' Property. The priorities of the Charges are proposed to be as follows:
  - a) First – Administration Charge (up to the maximum amount of CAD\$1 million);
  - b) Second – Directors' Charge (up to the maximum amount of CAD\$1.927 million);  
and
  - c) Third – Intercompany Charge.
2. The Proposed Information Officer's views on each of the Charges are set out below.

### 6.1 Administration Charge

1. The proposed Supplemental Order provides for an Administration Charge up to the maximum amount of CAD\$1 million in favour of Canadian counsel to the Chapter 11 Debtors, the Information Officer and counsel to the Information Officer. The Administration Charge is intended to provide security for the fees and disbursements of such professionals, each of which is expected to have a distinct role in these Recognition Proceedings and has and will continue to contribute to the Canadian Debtors' restructuring efforts.
2. The Proposed Information Officer is of the view that the quantum of the proposed Administration Charge is reasonable and commensurate with the nature, scope and complexity of these Recognition Proceedings and the professional costs expected to be incurred by the Canadian Debtors. Further, the Proposed Information Officer believes that the proposed Administration Charge will ensure that the Chapter 11 Debtors have the benefit of the professional advice and expertise necessary for the success of these Recognition Proceedings.

### 6.2 Directors' Charge

1. The proposed Supplemental Order requires that the Canadian Debtors indemnify their directors and officers against obligations and liabilities that they may incur in their capacity as directors and officers of the Canadian Debtors following the commencement of these Recognition Proceedings. Such indemnity excludes any obligation or liability arising from a director's or officer's gross negligence or wilful misconduct. As security for such indemnity, the proposed Supplemental Order grants a charge over the Canadian Debtors' Property in the amount of CAD\$1.927 million in favour of the Canadian Debtors' directors and officers.
2. The Proposed Information Officer understands that the Canadian Debtors' directors and officers may benefit from directors' and officers' insurance maintained by the Company's ultimate parent, Copper Retail JV LLC, for the benefit of itself and its direct and indirect subsidiaries. However, the Proposed Information Officer also understands that such insurance contains certain exceptions, exclusions and carve-outs, and as a result, may not provide adequate coverage to the Canadian Debtors' directors and officers during these Recognition Proceedings.

3. The quantum of the proposed Directors' Charge was determined by the Canadian Debtors, in consultation with the Proposed Information Officer, and calculated as follows:

	Rounded (CAD\$)	As calculated (CAD\$)
Payroll, including source deductions	410,000	409,918
Vacation Pay	343,000	342,192
Sales tax	1,174,000	1,173,434
<b>Total</b>	<b>1,927,000</b>	<b>1,925,544</b>

4. Considering the potential liabilities facing the Canadian Debtors' directors and officers in these Recognition Proceedings, the scope of the existing directors' and officers' insurance, and the customary limitations on the Canadian Debtors' directors' and officers' recourse to the proposed Directors' Charge, the Proposed Information Officer is of the view that the Directors' Charge is reasonable in the circumstances.

### 6.3 Intercompany Charge

1. The proposed Supplemental Order provides for the Intercompany Charge to secure all Intercompany Claims arising on or after the date of the Supplemental Order. As referenced above, amounts transferred by the Canadian Debtors to the U.S. Debtors will solely be in respect of Intercompany Claims consistent with the Canadian Cash Collateral Budget or as otherwise approved in advance by the Information Officer.
2. The Proposed Information Officer is of the view that the proposed Intercompany Charge is appropriate in the circumstances, given that:
  - a) the Company has historically relied on the Intercompany Transactions to facilitate its business operations and ensure that the Canadian Debtors' funding needs may be met in the ordinary course;
  - b) the Canadian Debtors are, as described in the Coulombe Affidavits, entirely dependent on the U.S. Debtors and SPARC for, among other things, shared services and financial and other support, absent which the Canadian Debtors cannot continue their operations;
  - c) based on its review of the Canadian Cash Collateral Budget, the Proposed Information Officer believes that the Intercompany Claims contemplated therein are reasonable in the circumstances; and
  - d) any deviation from the Canada Cash Collateral Budget is subject to the Information Officer's prior approval.

## 7.0 Activities of the Proposed Information Officer

1. The activities of the Proposed Information Officer to date have included, among others:
  - a) preparing for and attending the then proposed Foreign Representative's application for the Interim Stay Order;
  - b) reviewing each of the First Day Motions and the First Day Orders in respect of which recognition is sought pursuant to the proposed Supplemental Order;
  - c) attending, virtually, the hearing of the Chapter 11 Debtors' First Day Motions in the Chapter 11 Proceedings;
  - d) corresponding with the Chapter 11 Debtors' Canadian counsel and Bennett Jones regarding the Chapter 11 Proceedings and these Recognition Proceedings;
  - e) monitoring the Docket and reviewing the materials filed thereon; and
  - f) preparing this Report.
2. If granted, the proposed Initial Recognition Order and Supplemental Order will require the Information Officer to, among other things:
  - a) establish a case website on which, among other things, materials filed in these Recognition Proceedings will be posted, including any orders granted by the Court and the Information Officer's reports to the Court (having the following URL: <https://www.ksvadvisory.com/experience/case/eddiebauer>);
  - b) maintain a service list for use in these Recognition Proceedings;
  - c) assist the Foreign Representative in its publication of a notice substantially in the form attached to the proposed Initial Recognition Order, once a week for two consecutive weeks, in *The Globe and Mail (National Edition)*;
  - d) provide creditors of the Chapter 11 Debtors with non-confidential information provided by the Chapter 11 Debtors in response to reasonable requests for such information; and
  - e) report to the Court with respect to the status of the Chapter 11 Proceedings and these Recognition Proceedings.

## 8.0 Conclusion and Recommendation

1. Based on the foregoing, the Proposed Information Officer recommends that this Court grant the relief sought by the Foreign Representative pursuant to the proposed Initial Recognition Order and the Supplemental Order.

\* \* \*

All of which is respectfully submitted,

*KSV Restructuring Inc.*

**KSV RESTRUCTURING INC. AS  
PROPOSED INFORMATION OFFICER OF EDDIE BAUER LLC, EDDIE BAUER GIFT CARD  
SERVICES LLC, SPARC EB HOLDINGS LLC, 13051269 CANADA INC. AND EDDIE BAUER  
OF CANADA CORPORATION,  
AND NOT IN ITS PERSONAL OR CORPORATE CAPACITY**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS Court File No: CV-26-0000050-0000  
AMENDED**

**AND IN THE MATTER OF EDDIE BAUER LLC, ET AL.**

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

**Applicant**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)  
Proceedings commenced in Toronto**

**PRE-FILING REPORT OF THE PROPOSED  
INFORMATION OFFICER**

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Lawyers for KSV Restructuring Inc., solely in its capacity as the proposed Information Officer of Eddie Bauer LLC, Eddie Bauer Gift Card Services LLC, SPARC EB Holdings LLC, 13051269 Canada Inc. and Eddie Bauer of Canada Corporation, and not in its personal or corporate capacity

## **Appendix “I”**



**First Report of  
KSV Restructuring Inc. as  
Information Officer of Eddie Bauer  
LLC, Eddie Bauer Gift Card Services  
LLC, SPARC EB Holdings LLC,  
13051269 Canada Inc. and Eddie  
Bauer of Canada Corporation**

**March 18, 2026**

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COURT FILE NO.: CL-26-00000050-0000

**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, AS AMENDED**

**FIRST REPORT OF KSV RESTRUCTURING INC.  
AS INFORMATION OFFICER**

**March 18, 2026**

## **1.0 Introduction**

1. On February 9, 2026 (the "**Petition Date**"), 13051269 Canada Inc. ("**130**"), Eddie Bauer of Canada Corporation ("**Eddie Bauer Canada**", and together with 130, the "**Canadian Debtors**"), SPARC EB Holdings LLC ("**SPARC Holdings**"), Eddie Bauer LLC ("**EB LLC**") and Eddie Bauer Gift Card Services LLC ("**EB Gift Card**", and collectively with the Canadian Debtors, SPARC Holdings and EB LLC, the "**Chapter 11 Debtors**" or the "**Company**") commenced proceedings (the "**Chapter 11 Proceedings**") in the United States Bankruptcy Court for the District of New Jersey (the "**U.S. Court**") by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**").
2. On the Petition Date, EB LLC, in its capacity as the then-proposed foreign representative of the Chapter 11 Debtors in the Chapter 11 Proceedings, also sought and obtained an order (the "**Interim Stay Order**") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") and section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C. 43, as amended, from the Ontario Superior Court of Justice (Commercial List) (the "**Court**"). Among other things, the Interim Stay Order granted an interim stay of proceedings in favour of the Chapter 11 Debtors and their respective property, business and directors and officers. Copies of the Interim Stay Order and the accompanying endorsement of Justice Cavanagh are attached as **Appendices "A"** and "**B**", respectively.

3. The Chapter 11 Proceedings and these recognition proceedings under Part IV of the CCAA (the “**Recognition Proceedings**”) were commenced to create a stabilized environment in which the Chapter 11 Debtors may pursue, with the unanimous support of their Prepetition Lenders, a plan of reorganization contemplating one or more sales of the Chapter 11 Debtors’ assets (each, a “**Sale Transaction**”) and an orderly wind-down of all of the Chapter 11 Debtors’ brick-and-mortar retail operations not sold in a Sale Transaction. To obtain certain of the relief necessary to preserve their business and facilitate such restructuring transactions, the Chapter 11 Debtors filed several first day motions in the Chapter 11 Proceedings on the Petition Date (collectively, the “**First Day Motions**”).
4. Following a hearing of the First Day Motions on February 10, 2026, the U.S. Court entered the following orders, among others (collectively, the “**First Day Orders**”):
  - (a) the Joint Administration Order;
  - (b) the Automatic Stay Order;
  - (c) the Foreign Representative Order;
  - (d) the Claims and Noticing Agent Order;
  - (e) the Interim Cash Management Order;
  - (f) the Interim Cash Collateral Order;
  - (g) the Interim Wages Order;
  - (h) the Interim Critical Vendors Order;
  - (i) the Interim Utilities Order;
  - (j) the Interim Taxes Order;
  - (k) the Interim Insurance Order;
  - (l) the Interim Customer Programs Order;
  - (m) the Interim Store Closing Order;
  - (n) the Scheduling Order; and
  - (o) the Bidding Procedures Order.

5. In its capacity as the foreign representative of the Chapter 11 Debtors in the Chapter 11 Proceedings appointed pursuant to the Foreign Representative Order (in such capacity, the “**Foreign Representative**”), EB LLC sought the following orders from the Court in these Recognition Proceedings, which were issued on February 18, 2026:
- (a) an order (the “**Initial Recognition Order**”), among other things:
    - (i) declaring that the centre of each of the Chapter 11 Debtors’ main interests is the United States;
    - (ii) recognizing the Chapter 11 Proceedings as a “foreign main proceeding” and EB LLC as the “foreign representative” of the Chapter 11 Debtors in respect of the Chapter 11 Proceedings, as such terms are defined in section 45 of the CCAA; and
    - (iii) declaring that the Interim Stay Order shall be of no further force or effect upon the granting of the Initial Recognition Order; and
  - (b) an order (the “**Supplemental Order**”), among other things:
    - (i) appointing KSV Restructuring Inc. (“**KSV**”) as the information officer in these Recognition Proceedings (in such capacity, the “**Information Officer**”);
    - (ii) recognizing certain of the First Day Orders;
    - (iii) granting a stay of proceedings in favour of the Chapter 11 Debtors and their Property and Business (each as defined in the Supplemental Order), as well as the Chapter 11 Debtors’ directors and officers;
    - (iv) granting a charge on the Property of the Canadian Debtors in favour of Canadian counsel to the Chapter 11 Debtors, the Information Officer, and counsel to the Information Officer, up to a maximum amount of CAD\$1 million, as security for their respective professional fees and disbursements incurred in these Recognition Proceedings;
    - (v) granting a charge on the Property of the Canadian Debtors in favour of the directors and officers of the Canadian Debtors, up to a maximum amount of CAD\$1.927 million, as security for the Canadian Debtors’ indemnification obligations under the Supplemental Order;
    - (vi) granting a charge on the Property of the Canadian Debtors to secure claims by any Chapter 11 Debtor (other than the Canadian Debtors) that provides services or lends money to, or bears costs of, a Canadian Debtor (collectively, “**Intercompany Claims**”) on or after the granting of the Supplemental Order; and

- (vii) providing that amounts transferred by the Canadian Debtors to the Chapter 11 Debtors (other than the Canadian Debtors) on or after the granting of the Supplemental Order shall be solely in respect of Intercompany Claims consistent with the Canadian Cash Collateral Budget (as defined in the Second Coulombe Affidavit (as defined below)), which is a schedule to the Approved Budget (as defined in the Interim Cash Collateral Order), or otherwise approved in advance by the Information Officer.
6. Copies of the Initial Recognition Order and the Supplemental Order, together with the accompanying endorsement of Justice Cavanagh dated February 18, 2026, are attached as **Appendices “C”, “D” and “E”**, respectively.
7. On March 3 and 16, 2026, as applicable, the U.S. Court entered the following orders in the Chapter 11 Proceedings (collectively, the **“Second Day, Bar Date and Disclosure Statement Orders”**):
- (a) *Second Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, and (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records; (II) Authorizing the Debtors to Continue to Perform Intercompany Transactions; (III) Waiving Certain U.S. Trustee Requirements; and (IV) Granting Related Relief (the “Second Interim Cash Management Order”)*;
  - (b) *Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses; and (II) Granting Related Relief (the “Final Wages Order”)*;
  - (c) *Final Order (I) Authorizing the Debtors to Pay Prepetition Claims of Certain Critical Vendors, Foreign Vendors, 503(B)(9) Claimants, and Lien Claimants; (II) Granting Administrative Expense Priority to Undisputed Obligations on Account of Outstanding Orders; and (III) Granting Related Relief (the “Final Critical Vendors Order”)*;
  - (d) *Final Order (I) Approving the Debtors’ Proposed Adequate Assurance of Payment for Future Utility Services; (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services; (III) Approving the Debtors’ Proposed Procedures for Resolving Adequate Assurance Requests; (IV) Authorizing Fee Payments to the Utility Agents; and (V) Granting Related Relief (the “Final Utilities Order”)*;
  - (e) *Final Order (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief (the “Final Taxes Order”)*;
  - (f) *Final Order (I) Authorizing the Debtors to (A) Maintain Insurance and Surety Coverage and the Surety Standby Letter of Credit Entered into Prepetition and Pay Related Prepetition Obligations and (B) Renew, Supplement, Modify, or Purchase Insurance, Surety Coverage, and Letters of Credit; and (II) Granting Related Relief (the “Final Insurance Order”)*;

- (g) *Final Order (I) Authorizing the Debtors to (A) Maintain and Administer Customer Programs and (B) Honor Certain Prepetition Obligations Related Thereto and (II) Granting Related Relief (the “Final Customer Programs Order”);*
  - (h) *Final Order (I) Authorizing the Debtors to Assume the Agency Agreement; (II) Authorizing and Approving the Conduct of Store Closing Sales and the Related Sale Guidelines, With Such Sales to be Free and Clear of All Liens, Claims, and Encumbrances; (III) Modifying Customer Programs at the Closing Stores, and (IV) Granting Related Relief (the “Final Store Closing Order”);*
  - (i) *Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases; and (II) Granting Related Relief (the “Rejection Procedures Order”);*
  - (j) *Order Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business (the “OCP Order”);*
  - (k) *Order (I) Setting Bar Dates for Submitting Proofs of Claim, Including Requests for Payment Under Section 503(B)(9) of the Bankruptcy Code; (II) Establishing a Rejection Damages Bar Date and an Amended Schedules Bar Date; (III) Approving the Form, Manner, and Procedures for Filing Proofs of Claim; (IV) Approving Notices Thereof; and (V) Granting Related Relief (the “Bar Date Order”); and*
  - (l) *Order (I) Conditionally Approving the Adequacy of the Information Contained in the Disclosure Statement, (II) Approving the Solicitation and Voting Procedures With Respect to Confirmation of the Plan, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates With Respect Thereto, and (V) Granting Related Relief (the “Disclosure Statement Order”).*
8. The Foreign Representative now seeks the Court’s recognition of the Second Day, Bar Date and Disclosure Statement Orders pursuant to section 49 of the CCAA.
9. This first report (this “**Report**”) has been prepared and will be filed with the Court by KSV in its capacity as the Information Officer.

### 1.1 Purposes of this Report

- 1. The purposes of this Report are to provide:
  - (a) background information concerning the Chapter 11 Debtors, the Chapter 11 Proceedings and these Recognition Proceedings;
  - (b) an update on the Chapter 11 Proceedings, including the Second Day, Bar Date and Disclosure Statement Orders entered therein;

- (c) the Information Officer's views regarding the Foreign Representative's motion for an order (the "**Recognition Order**") recognizing the Second Day, Bar Date and Disclosure Statement Orders; and
- (d) the Information Officer's recommendation that the Court grant the relief sought by the Foreign Representative.

## 1.2 Scope and Terms of Reference

1. In preparing this Report, the Information Officer has relied upon unaudited financial information prepared by the Chapter 11 Debtors' representatives, the Chapter 11 Debtors' books and records and discussions with the Chapter 11 Debtors' Canadian counsel and financial advisor, Berkeley Research Group, LLC ("**BRG**").
2. The Information Officer has not audited or otherwise attempted to verify the accuracy or completeness of the financial information relied on to prepare this Report in a manner that complies with Canadian Auditing Standards ("**CAS**") pursuant to the *Chartered Professional Accountants of Canada Handbook* (the "**Handbook**") and, accordingly, the Information Officer expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Additionally, the Information Officer has not examined or reviewed forecasts and projections referred to in this Report in a manner that would comply with the procedures described in the Handbook.
3. Future oriented financial information relied upon in this Report is based on the Chapter 11 Debtors' assumptions regarding future events; actual results achieved may vary from this information and these variations may be material.

## 1.3 Currency

1. All currency references in this Report are to U.S. dollars, unless otherwise stated.

## 1.4 Defined Terms

1. Capitalized terms used and not otherwise defined in this Report have the respective meanings ascribed to them in the Affidavits of George Pantelis sworn March 13, 2026 (the "**First Pantelis Affidavit**") and March 18, 2026 (the "**Second Pantelis Affidavit**") and together with the First Pantelis Affidavit, the "**Pantelis Affidavits**"), and the Pre-Filing Report of KSV, in its then capacity as the proposed Information Officer, dated February 16, 2026 (the "**Pre-Filing Report**"), as applicable. A copy of the Pre-Filing Report (without Appendices) is attached as **Appendix "F"**.

## 2.0 Background

1. The Chapter 11 Debtors consist of SPARC Holdings and its four direct and indirect subsidiaries. SPARC Holdings, EB LLC and EB Gift Card (collectively, the "**U.S. Debtors**") are limited liability companies formed under the laws of Delaware or Ohio, as applicable. The remaining Chapter 11 Debtors, 130 and its wholly-owned subsidiary, Eddie Bauer Canada, are corporations formed under the laws of Canada.

2. Each of the Canadian Debtors maintains a registered office at 199 Bay Street, Suite 5300, Commerce Court West, Toronto. 130 is a holding company while Eddie Bauer Canada is the Company's Canadian operating entity.
3. The Company was founded in 1920 in Seattle, Washington, as a sporting goods and outdoor equipment store. Following a series of ownership changes and financial restructurings, the Company's intellectual property portfolio (the "**Eddie Bauer IP**") was sold to an affiliate of Authentic Brands Group, LLC ("**ABG**") and its operating business was sold to SPARC Group Holdings LLC (together with certain non-Chapter 11 Debtor affiliates, "**SPARC**") in 2021 (the "**SPARC Acquisition**"). In connection with the SPARC Acquisition, the Company entered into a License Agreement effective as of May 6, 2021 (the "**License Agreement**"), pursuant to which the Company licensed the Eddie Bauer IP for use in its e-commerce, wholesale, and brick-and-mortar retail business channels from ABG in exchange for the payment of fees based on net sales, a guaranteed minimum royalty and an annual marketing fee.
4. Since SPARC's acquisition in January 2025 by Penney Holdings LLC, the parent company of JCPenney, the Company, along with several other American retail brands, have been owned and operated under the trade name of Catalyst Brands ("**Catalyst**"). The Company currently sells products through its leased brick-and-mortar stores under the "**Eddie Bauer**" name in three primary categories: (i) sportswear; (ii) outerwear; and (iii) gifts, gear, accessories and footwear. As discussed below, while the Company also historically maintained e-commerce and wholesale channels, its rights to continue such channels were terminated effective as of January 31, 2026, and licensed to a third-party.<sup>1</sup>
5. As of the Petition Date: (i) the Company operated 175 brick-and-mortar retail stores in North America, with 151 located in the United States and 24 located in Canada; and (ii) Eddie Bauer Canada's brick-and-mortar retail stores in Canada were located across six provinces (with the largest portion being in Ontario), and leased pursuant to lease agreements with 13 unique landlords.
6. Approximately 379 of the Company's 2,200 employees employed as of the Petition Date were employed by Eddie Bauer Canada, including 182 in Ontario. None of the Company's employees are unionized or benefit from any pension plan.

## 2.1 Events Preceding the Chapter 11 Proceedings and these Recognition Proceedings

1. The Company began to face significant headwinds in 2023, including shifts in consumer preferences, rising inflation, and unfavorable tariff policies and exemptions. These challenges eroded the Chapter 11 Debtors' margins and resulted in negative earnings of approximately \$2 million in 2022, \$10 million in 2023, \$82 million in 2024, and \$80 million in 2025.

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<sup>1</sup> As described in the Pre-Filing Report, the Company's wholesale and e-commerce rights under the License Agreement were terminated effective January 31, 2026, and transferred to Outdoor 5, LLC. However, the Company retained its license to operate brick-and-mortar retail locations and sell merchandise under the Eddie Bauer IP, subject to actual and accrued royalties.

2. Among other initiatives to address their financial challenges, the Chapter 11 Debtors:
  - (a) retained SOLIC Capital Advisors, LLC (“**SOLIC**”), an investment banking firm based in Chicago, on November 24, 2025, to conduct a marketing process for a potential sale of all or any portion of the Company’s brick-and-mortar retail operations, including those in Canada (the “**Going Concern Sale Process**”), which resulted in the receipt of two indications of interest on January 30, 2026;
  - (b) allowed leases for 49 historically unprofitable brick-and-mortar retail stores to expire on their terms, including three such leases in Canada on January 31, 2026;
  - (c) retained Hilco Merchant Resources, LLC and SB360 Capital Partners, LLC (together, the “**Agent**”) pursuant to a Letter Agreement Governing Inventory Disposition dated as of January 29, 2026 (the “**Agency Agreement**”), between EB LLC and certain of its affiliates and the Agent, to assist with the closure of the Company’s historically unprofitable locations, and thereafter the Company’s remaining 175 retail store locations (which later store closings began between January 26, 2026 and February 7, 2026); and
  - (d) commenced negotiations with their Prepetition Lenders regarding a consensual wind-down of any assets not sold in the Going Concern Sale Process, which resulted in the execution of an amendment and forbearance agreement (the “**Amendment and Forbearance Agreement**”) and a restructuring support agreement (the “**RSA**”), in each case, on February 8, 2026.
  
3. The RSA is intended to enable the Chapter 11 Debtors to continue the Going Concern Sale Process, with a view to implementing an expedient going-concern sale of all or part of the Company’s remaining operations, and a winddown of any portion of the Company’s assets and operations not sold pursuant to the Going Concern Sale Process. Among other things, the RSA:
  - (a) contemplates several milestones in respect of the Chapter 11 Proceedings, including the occurrence of the Petition Date not later than February 9, 2026, the filing of a plan of reorganization and accompanying disclosure statement not later than 14 days from the Petition Date and a deadline for submitting a qualified bid for a going concern sale transaction pursuant to the Bidding Procedures (as defined below) no later than 22 days from the Petition Date;
  - (b) permits the Chapter 11 Debtors to pursue one or more Sale Transactions in respect of substantially all, or a portion of, their assets and/or equity to the highest or otherwise best bidder(s) within the Going Concern Sale Process to be conducted pursuant to the Bidding Procedures and the Bidding Procedures Order;
  - (c) provides that the Chapter 11 Debtors will continue the store closing sales with respect to any portion of their business and store locations that are not otherwise sold;

- (d) contemplates the Prepetition Lenders' unanimous support of a plan of reorganization on the terms set out in the RSA;
  - (e) permits the funding of the transactions contemplated under the RSA (collectively, the "**Transactions**") using cash collateral, the proceeds of the Chapter 11 Debtors' ordinary course operations and/or store closing sales, and the proceeds from any Sale Transaction or inventory liquidation; and
  - (f) contemplates the Consenting Lenders' (as defined in the RSA) execution of amendments to their respective credit agreements to waive their respective rights to pursue remedies against any non-Chapter 11 Debtor party, arising out of related to the commencement of the Chapter 11 Proceedings.
4. The Information Officer understands that the RSA was executed contemporaneously with the Amendment and Forbearance Agreement to prevent events of default arising under the Prepetition Loan Facilities that would have entitled the Prepetition Lenders to accelerate their respective debt across all six of the Catalyst brands. Pursuant to the Amendment and Forbearance Agreement, among other things:
- (a) the Prepetition Lenders consented to the Chapter 11 Debtors' entry into the RSA and the Transactions;
  - (b) the parties to the Amendment and Forbearance Agreement agreed that the Transactions do not constitute a "Default", "Event of Default" or "Material Adverse Effect" under and within the ambit of the Prepetition Loan Documents (as defined in the Amendment and Forbearance Agreement); and
  - (c) as consideration for, among other things, the ABL Lenders agreeing to forbear from exercising their rights and remedies in respect of defaults under the ABL Credit Agreement, the Canadian Debtors agreed to enter into a Canadian Limited Guarantee and Collateral Agreement dated February 8, 2026 (the "**Limited Guarantee**"), among SPARC Holdings, as grantor, the Canadian Debtors, as grantors and guarantors, and the ABL Agent, as administrative agent, pursuant to which the Canadian Debtors guaranteed the ABL Obligations up to the maximum amount of \$6.384 million and granted a security interest in favour of the ABL Agent in substantially all of their present and after-acquired assets.<sup>2</sup>
5. The Information Officer requested that its independent counsel, Bennett Jones LLP ("**Bennett Jones**"), and its counsel's local provincial agents, conduct a review of the security granted by the Canadian Debtors in favour of the ABL Agent in connection with the Limited Guarantee. Subject to customary qualifications and assumptions set out therein, the Information Officer's counsel, and its counsel's provincial agents, have provided written opinions (collectively, the "**Opinions**") to the Information Officer that the security granted by the Canadian Debtors in favour of the ABL Agent constitutes valid security, enforceable in accordance with its terms, and perfected by registration

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<sup>2</sup> As described in the Pre-Filing Report, the Limited Guarantee provides, among other things, that the ABL Obligations shall be repaid from the collateral of the U.S. Debtors prior to being repaid from the collateral of the Canadian Debtors and that, upon an event of default, the ABL Agent shall not enforce the Limited Guarantee or exercise any right or remedy with respect to the collateral of the Canadian Debtors until the occurrence of certain specified events.

in the Provinces of Ontario, British Columbia, Alberta, Saskatchewan, Manitoba, Nova Scotia and New Brunswick – the Provinces in which the Canadian Debtors’ brick-and-mortar retail operations were conducted shortly prior to the Petition Date.

## 2.2 Additional Background

1. Additional detail regarding the Chapter 11 Debtors, their business, corporate structure, prepetition capital structure, indebtedness, interdependence and centralized management is provided in the Affidavits of Stephen Coulombe affirmed February 9, 2026 (the “**First Coulombe Affidavit**”), and February 12, 2026 (the “**Second Coulombe Affidavit**” and together with the First Coulombe Affidavit, the “**Coulombe Affidavits**”), the Declaration of Stephen Coulombe dated February 9, 2026 (the “**First Day Declaration**”) and the Pre-Filing Report. Such detail is not repeated herein.
2. The First Day Declaration and other information regarding the Chapter 11 Proceedings is available for free on the case website maintained by Stretto, Inc., the Chapter 11 Debtors’ claims and noticing agent (in such capacity, the “**Claims and Noticing Agent**”): <https://cases.stretto.com/EddieBauer> or for a fee at [www.njb.uscourts.gov](http://www.njb.uscourts.gov) (together, the “**Docket**”). The Coulombe Affidavits, the Pantelis Affidavits, the Pre-Filing Report and other information regarding these Recognition Proceedings are available on the case website maintained by the Information Officer: <https://www.ksvadvisory.com/experience/case/eddiebauer> (the “**Case Website**”).

## 3.0 Updates in the Chapter 11 Proceedings

1. Since the date of the Pre-Filing Report, the Chapter 11 Proceedings have advanced significantly. The principal developments are described in the Pantelis Affidavits and include the filing of the Plan and the Disclosure Statement (each as defined below), the granting of the Second Day, Bar Date and Disclosure Statement Orders and the cancellation of the Auction (as defined below) contemplated by the Bidding Procedures. A summary of these developments is provided below.

### 3.1 The Initial Second Day, Rejection Procedures and OCP Orders

1. As referenced above and described in the Coulombe Affidavits, the First Pantelis Affidavit and the Pre-Filing Report, the U.S. Court entered the First Day Orders, many of which were interim orders, following a hearing of the First Day Motions in the Chapter 11 Proceedings on February 10, 2026. Thereafter, certain of the First Day Orders were recognized by the Court in these Recognition Proceedings pursuant to the Supplemental Order.
2. On March 3, 2026, the U.S. Court entered the Final Wages Order, the Final Critical Vendors Order, the Final Insurance Order, the Final Taxes Order, the Final Utilities Order and the Final Customer Programs Order in connection with the First Day Motions (collectively, the “**Initial Second Day Orders**”). As described in the First Pantelis Affidavit, the Initial Second Day Orders are substantially similar to the Interim Wages Order, the Interim Critical Vendors Order, the Interim Insurance Order, the Interim Taxes Order, the Interim Utilities Order and the Interim Final Customer Programs Order that preceded them, and no objections to the Initial Second Day Orders were filed by any of the Chapter 11 Debtors’ stakeholders, including any

Canadian stakeholder, in the Chapter 11 Proceedings. Copies of the Initial Second Day Orders are attached to the First Pantelis Affidavit as Exhibits “I” – “N”.

3. The U.S. Court also entered the Rejection Procedures Order and the OCP Order on March 3, 2026. The former authorizes and approves the procedures for rejecting, assuming or assuming and assigning executory contracts and unexpired leases, while the latter authorizes, but does not direct, the Chapter 11 Debtors to retain ordinary course professionals pursuant to approved procedures and, after such retention, pay each ordinary course professional for services rendered and expenses incurred after the Petition Date. No objections to the Rejection Procedures Order or the OCP Order were filed by any of the Chapter 11 Debtors’ stakeholders, including any Canadian stakeholder, in the Chapter 11 Proceedings. Copies of the Rejection Procedures Order and the OCP Order are attached to the First Pantelis Affidavit as Exhibits “O” and “P”, respectively.

### 3.2 The Remaining Second Day Orders

1. In advance of the hearing of the motions for the Initial Second Day Orders, the Rejection Procedures Order and the OCP Order, the Chapter 11 Debtors agreed to adjourn the hearing to consider the following motions on a final basis to March 16, 2026, the date on which the Disclosure Statement Motion and the Bar Date Motion (each as defined below) were to be heard:
  - (a) the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties, (III) Scheduling a Final Hearing, (IV) Modifying the Automatic Stay and (V) Granting Related Relief* on a final basis (the “**Cash Collateral Motion**”);
  - (a) the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, and (C) Maintain Existing Debtor Bank Accounts, Business Forms, and Books and Records; (II) Authorizing the Debtors to Continue to Perform Intercompany Transactions; (III) Waiving Certain U.S. Trustee Requirements; and (IV) Granting Related Relief* (the “**Cash Management Motion**”); and
  - (b) the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Agency Agreement; (II) Authorizing and Approving the Conduct of Store Closing Sales and the Related Sale Guidelines, with Such Sales to be Free and Clear of All Liens, Claims, and Encumbrances; (III) Modifying Customer Programs at the Closing Stores; and (IV) Granting Related Relief* (the “**Store Closing Motion**”).
2. As described in the First Pantelis Affidavit, the adjournment of the hearing to consider the Cash Collateral Motion, the Cash Management Motion and the Store Closing Motion was intended to afford the Chapter 11 Debtors additional time to consult with the Official Committee of Unsecured Creditors appointed in the Chapter 11 Proceedings (the “**UCC**”) regarding the Remaining Second Day Orders.

3. On March 11, 2026, however, the UCC filed an objection (the “**UCC’s Cash Collateral Order Objection**”) to the approval of the Cash Collateral Motion on a final basis. The UCC’s Cash Collateral Objection asserts that, among other things, the Cash Collateral Motion:
  - (a) requests overly broad adequate protection liens and super-priority claims in favour of the Prepetition Secured Parties (as defined in the Cash Collateral Motion), including in respect of assets that were unencumbered as of the Petition Date, and ought to require such Prepetition Secured Parties to marshal away from such unencumbered assets;
  - (b) inappropriately waives the ability of the Chapter 11 Debtors’ estates to surcharge collateral under section 506(c) of the Bankruptcy Code as to costs or expenses of administration during the Chapter 11 Proceedings, and the Chapter 11 Debtors’ marshalling rights and “equities of the case” arguments with respect to the Prepetition Secured Parties;
  - (c) unduly limits the UCC’s investigation budget and applicable challenge period; and
  - (d) should provide the UCC with identical rights as to information and reporting as afforded to the Prepetition Secured Parties.
4. To provide additional time to consult with the UCC regarding the issues raised in the UCC’s Cash Collateral Objection, the Chapter 11 Debtors agreed to further adjourn the hearing to consider final approval of the Cash Collateral Motion until March 23, 2026.
5. Following consultation with the United States Trustee, the Chapter 11 Debtors also agreed to further adjourn approval of the Cash Management Motion on a final basis to the Combined Hearing (as defined below) scheduled for April 16, 2026. On March 16, 2026, the U.S. Court therefore entered the Second Interim Cash Management Order, extending the relief granted in the Interim Cash Management Order. A copy of the Second Interim Cash Management Order is attached to the Second Pantelis Affidavit as Exhibit “A”.
6. Ultimately, no objection to approval of the Store Closing Motion was filed by the UCC or any of the Chapter 11 Debtors’ other stakeholders, including any Canadian stakeholder, in the Chapter 11 Proceedings. Accordingly, the Store Closing Motion was approved on a final basis, and the Store Closing Order was entered, on March 16, 2026. A copy of the Store Closing Order is attached to the Second Pantelis Affidavit as Exhibit “B”.

### 3.3 The Plan and the Disclosure Statement<sup>3</sup>

1. In accordance with the milestones prescribed by the RSA, the Chapter 11 Debtors filed the following materials in the Chapter 11 Proceedings on February 23, 2026:
  - (a) the *Joint Plan of Reorganization of Eddie Bauer LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*;
  - (b) the *Disclosure Statement Relating to the Joint Plan of Reorganization of Eddie Bauer LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*; and
  - (c) the *Debtors' Motion for Entry of an Order (I) Conditionally Approving the Adequacy of the Information Contained in the Disclosure Statement, (II) Approving the Solicitation and Voting Procedures with Respect to Confirmation of the Plan, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Granting Related Relief* (the "**Disclosure Statement Motion**").
2. As described in greater detail below, the U.S. Court entered the Disclosure Statement Order following the hearing of the Disclosure Statement Motion on March 16, 2026. Thereafter, the Chapter 11 Debtors filed solicitation versions of the following materials in the Chapter 11 Proceedings:
  - (a) the *First Amended Joint Plan of Reorganization of Eddie Bauer LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the "**Plan**"); and
  - (b) the *Disclosure Statement Relating to the First Amended Joint Plan of Reorganization of Eddie Bauer LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the "**Disclosure Statement**").
3. Copies of the Plan and the Disclosure Statement are attached to the Second Pantelis Affidavit as Exhibits "J" and "K", respectively.
4. As described in the First Pantelis Affidavit, the Plan is unanimously supported by the Prepetition Lenders. Principally, the Plan contemplates:
  - (a) the payment of all allowed administrative and priority claims in full;

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<sup>3</sup> Capitalized terms used but not otherwise defined in this section have the meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

- (b) subject to Class 6 (General Unsecured Claims) voting to accept the Plan, general unsecured creditors receiving their *pro rata* share of the greater of (i) \$250,000 and (ii) 10% of the Net Proceeds<sup>4</sup> in excess of the ABL Threshold Recovery Amount<sup>5</sup> (such recovery, the “**GUC Contingent Recovery Pool**”);
  - (c) a distribution to the ABL Lenders of 100% of the Net Proceeds, less the GUC Contingent Recovery Pool if Class 6 (General Unsecured Claims) votes to accept the Plan;
  - (d) the extinguishment of the Term Loan Claims, the Subordinated Loan Claims and existing equity interests; and
  - (e) the granting of certain releases in favour of the Chapter 11 Debtors and various third-parties.
5. The proposed classes of creditors under the Plan and their corresponding voting rights are summarized below:

Class	Claims and Interests	Status	Voting Rights
Class 1	Other Secured Claims	Unimpaired	Not Entitled to Vote (Presumed to Accept)
Class 2	Other Priority Claims	Unimpaired	Not Entitled to Vote (Presumed to Accept)
Class 3	ABL Claims	Impaired	Entitled to Vote
Class 4	Term Loan Claims	Impaired	Not Entitled to Vote (Deemed to Reject)
Class 5	Subordinated Loan Claims	Impaired	Not Entitled to Vote (Deemed to Reject)
Class 6	General Unsecured Claims	Impaired	Entitled to Vote
Class 7	Intercompany Claims	Unimpaired / Impaired	Not Entitled to Vote (Presumed to Accept) / Not Entitled to Vote (Deemed to Reject)
Class 8	Intercompany Interests	Unimpaired / Impaired	Not Entitled to Vote (Presumed to Accept) / Not Entitled to Vote (Deemed to Reject)
Class 9	Existing Equity Interests	Impaired	Not Entitled to Vote (Deemed to Reject)
Class 10	Section 510(b) Claims	Impaired	Not Entitled to Vote (Deemed to Reject)

<sup>4</sup> “**Net Proceeds**” means all Cash, if any, held by the Chapter 11 Debtors or the Wind-Down Debtors, as applicable, on or after the Effective Date in accordance with the Cash Collateral Order, after (i) funding the Professional Fee Escrow Account, (ii) funding the Wind-Down Account, and (iii) paying or reserving amounts for Allowed Administrative Claims as set forth in Article II.A of the Plan.

<sup>5</sup> “**ABL Threshold Recovery Amount**” means (i) an amount equal to 60% of the cost value of all retail inventory, wholesale inventory, credit card accounts receivable, and wholesale receivables of the Chapter 11 Debtors, based on the levels of such assets in the Approved Budget (as defined in the Interim Cash Collateral Order) as of the Petition Date less (ii) the aggregate amount of all adequate protection cash payments to the ABL Agent actually paid as of the Effective Date.

6. The Disclosure Statement is intended to provide holders of claims in Class 3 and Class 6 (together, the “**Voting Classes**”) with the information necessary to allow them to make an informed judgement regarding acceptance or rejection of the Plan. To that end, it provides details concerning the Plan, including: (i) the release and exculpation provisions therein; (ii) the Chapter 11 Debtors’ business operations and capital structure; (iii) the events leading to the Chapter 11 Proceedings; (iv) the risk factors associated with the recoveries contemplated under the Plan; (v) the procedures for soliciting, receiving, and tabulating votes on the Plan, voting to accept or reject, and objecting to, the Plan ((i)-(v), collectively and as more fully set out the Disclosure Statement Order, being the “**Solicitation and Voting Procedures**”); and (vi) the Chapter 11 Debtors’ recommendation that the Plan be approved. As described in the First Pantelis Affidavit, claims against the Canadian Debtors are included in Class 3 (ABL Claims), 6 (General Unsecured Claims) and 7 (Intercompany Claims).

### 3.4 The Disclosure Statement Motion and Order<sup>6</sup>

1. Pursuant to the Disclosure Statement Motion, the Chapter 11 Debtors sought, among other things:
  - (a) conditional approval of the Disclosure Statement as containing “adequate information” pursuant to section 1125(a)(1) of the Bankruptcy Code and providing holders of claims or interests, and other parties in interest, with sufficient notice of, and the identities of the entities subject to, the injunction, exculpation, and release provisions contained in the Plan in satisfaction of the requirements of rules 2002(c)(3) and 3016(b) and (c) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”);
  - (b) approval of the Solicitation and Voting Procedures;
  - (c) approval of the form of ballots to be sent to holders of claims in the Voting Classes, substantially in the forms attached to the Disclosure Statement Order as Exhibit 3A and Exhibit 3B (each, a “**Ballot**”);
  - (d) approval of (i) the form of notice to holders of claims or interests that are (A) unimpaired under the Plan and that are, pursuant to section 1126(f) of the Bankruptcy Code, conclusively presumed to accept the Plan, (B) impaired under the Plan and that are, pursuant to section 1126(g) of the Bankruptcy Code, deemed to reject the Plan, and (C) subject to a pending objection and that are not entitled to vote the disputed portion of such claims or interests, substantially in the form attached to the Order as Exhibit 4 (the “**Notice of Non-Voting Status**”), and (ii) the release opt-out form, substantially in the form attached to the Disclosure Statement Order as Exhibit 4A (the “**Opt-Out Form**”);

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<sup>6</sup> Capitalized terms used but not otherwise defined in this section have the respective meanings ascribed to them in the Disclosure Statement.

- (e) approval of the form of letter that the Chapter 11 Debtors will send to holders of claims in the Voting Classes describing the contents of the Solicitation Package (as defined below) and recommending that such parties vote in favor of the Plan, substantially in the form attached to the Disclosure Statement Order as Exhibit 5 (the “**Cover Letter**”);
  - (f) approval of the form and manner of notice of the hearing at which the U.S. Court will consider confirmation of the Plan and final approval of the Disclosure Statement (the “**Combined Hearing**”) and the procedures for objecting thereto (such notice, the “**Combined Hearing Notice**”), substantially in the form attached to the Disclosure Statement Order as Exhibit 6;
  - (g) approval of the form of notice related to the filing of the compilation of documents, term sheets, and forms of documents, agreements, schedules, and exhibits to the Plan (collectively, the “**Plan Supplement**”), substantially in the form attached to the Disclosure Statement Order as Exhibit 7 (the “**Plan Supplement Notice**”);
  - (h) approval of the forms of notice to counterparties to executory contracts and unexpired leases that will be (i) assumed pursuant to the Plan (the “**Assumption Notice**”), substantially in the form attached to the Disclosure Statement Order as Exhibit 8, or (ii) rejected pursuant to the Plan (the “**Rejection Notice**”), substantially in the form attached to the Disclosure Statement Order as Exhibit 9;
  - (i) a finding that the solicitation materials and documents included in the solicitation package (the “**Solicitation Package**”) that will be sent to, among others, holders of claims in the Voting Classes, comply with Bankruptcy Rules 2002(b) and 3017(d); and
  - (j) establishment or reaffirmation, as applicable, of certain dates and deadlines with respect to confirmation of the Plan (collectively, the “**Confirmation Dates**”), subject to modification as necessary.
2. A copy of the Disclosure Statement Motion is attached to the First Pantelis Affidavit as Exhibit “X”.
3. On March 11, 2026, the UCC filed an objection to the Disclosure Statement Motion (the “**UCC’s Disclosure Statement Objection**”). The UCC’s Disclosure Statement Objection asserts, among other things, that:
- a) the Disclosure Statement does not contain information sufficient to allow unsecured creditors to make an informed decision as to whether to accept or reject the Plan;
  - b) the Plan improperly includes non-consensual third-party releases and fails to provide sufficient information to support such releases;
  - c) the Disclosure Statement lacks valuation information regarding the Chapter 11 Debtors’ assets, the collateral securing the ABL Facility, or the Chapter 11 Debtors’ causes of action proposed to be released; and

- d) the Solicitation and Voting Procedures do not provide creditors with adequate time to review, consider and vote on or object to the Plan by April 14, 2026.
4. The Chapter 11 Debtors and the UCC ultimately resolved the UCC’s Disclosure Statement Objection, subject to certain reservations of rights, with several additions to the Disclosure Statement. With the UCC’s Disclosure Statement Objection resolved, the U.S. Court entered the Disclosure Statement Order on March 16, 2026. A copy of the Disclosure Statement Order is attached to the Second Pantelis Affidavit as Exhibit “D”.

### 3.5 The Confirmation Timeline and Solicitation and Voting Procedures<sup>7</sup>

1. Pursuant to the Disclosure Statement Order, the solicitation, receipt, and tabulation of votes on, and confirmation of, the Plan will proceed in accordance with the following Confirmation Dates:

Event	Date
Voting Record Date	March 16, 2026
Combined Hearing Notice and Publication Deadline	March 17, 2026
Solicitation Package Mailing Deadline	Five days following the entry of the Disclosure Statement Order
Plan Supplement Filing Deadline	April 1, 2026
Voting Deadline	April 14, 2026, at 4:00 p.m., prevailing Eastern Time
Combined Objection Deadline	April 14, 2026, at 4:00 p.m., prevailing Eastern Time
Deadline to File Voting Report	April 15, 2026, at 2:00 p.m., prevailing Eastern Time
Confirmation Brief Deadline	April 15, 2026
Combined Hearing Date	April 16, 2026
Opt-Out Deadline	May 7, 2026, at 4:00 p.m., prevailing Eastern Time

2. In accordance with the Confirmation Dates, the Disclosure Statement Order requires the Chapter 11 Debtors to distribute, or cause to be distributed, the Solicitation Package, to holders of Known Eligible Claims within five business days of the entry of the Disclosure Statement Order. Additionally, it requires the Claims and Noticing Agent to distribute Solicitation Packages to holders of Unknown Eligible Claims that have submitted a valid Proof of Claim after March 16, 2026 (i.e., the Voting Record Date), but before the General Claims Bar Date (as defined below), within one business day after the filing and processing of such valid Proof of Claim. The Solicitation Packages are to include:
- (a) a copy of the Solicitation and Voting Procedures;
  - (b) the applicable Ballot, together with detailed voting instructions and instructions on how to submit the Ballot;

<sup>7</sup> Capitalized terms used in this section and not otherwise defined herein have the respective meanings ascribed to them in the Disclosure Statement Motion, the Disclosure Statement or the Plan, as applicable.

- (c) the Opt-Out Form, together with detailed instructions on how to opt-out of the Third-Party Release and instructions on how to submit the Opt-Out Form;
  - (d) the Cover Letter, which describes the contents of the Solicitation Package and recommends that holders of claims in the Voting Classes vote to accept the Plan;
  - (e) the Combined Hearing Notice, which includes, among other things, notice of the date by which the Chapter 11 Debtors will file the Plan Supplement and notice of the Combined Hearing;
  - (f) the Disclosure Statement (and exhibits thereto, including the Plan);
  - (g) the Disclosure Statement Order (without exhibits, except for the Solicitation and Voting Procedures); and
  - (h) a letter from the UCC recommending to accept or reject the Plan, as appropriate and as determined in the UCC's discretion.
3. Holders of claims or interests in Class 1, Class 2, Class 4, Class 5, Class 7, Class 8, Class 9 and Class 10 will not receive a Solicitation Package. Instead, they will receive a Notice of Non-Voting Status, other than those holders in Class 7 or Class 8, which will neither receive a Solicitation Package nor a Notice of Non-Voting Status.
4. Counterparties to executory contracts and unexpired leases that will be assumed or rejected, if any, pursuant to the Plan, will be served by the Chapter 11 Debtors via email (or, to the extent the Chapter 11 Debtors are not aware of a counterparty's email address or email service is returned as undeliverable, via physical mail in paper format) with an Assumption Notice or Rejection Notice, as applicable, by no later than 7 days prior to the Combined Hearing. Such Assumption Notice or Rejection Notice will describe the treatment of the applicable counterparties' executory contracts or unexpired leases under the Plan and how such counterparties may object to such assumption or rejection.
5. As reflected in the Confirmation Dates referenced above:
- (a) all Ballots and Opt-Out Forms must be properly executed, completed, and submitted so that they are actually received by the Claims and Noticing Agent by 4:00 p.m., prevailing Eastern Time, on April 14, 2026, and 4:00 p.m., prevailing Eastern Time, on May 7, 2026, respectively;
  - (b) all objections to confirmation of the Plan and final approval of the Disclosure Statement must be filed with the U.S. Court by 4:00 p.m., prevailing Eastern Time, on April 14, 2026;
  - (c) the report tabulating the voting results with respect to the Plan must be filed with the U.S. Court by 2:00 p.m., prevailing Eastern Time, on April 15, 2026; and
  - (d) the U.S. Court will consider confirmation of the Plan and final approval of the Disclosure Statement at the Combined Hearing on April 16, 2026.

6. Consistent with the Confirmation Dates, the Information Officer understands that the Combined Hearing Notice was distributed to holders of Known Eligible Claims on March 16, 2026, and is currently expected to be published in *The New York Times* (National Edition) on March 19, 2026 and *The Financial Times* on March 20, 2026.
7. The Information Officer will provide additional detail regarding the Plan and the Plan Supplement in connection with any future motion of the Foreign Representative for recognition of a confirmation order entered by the U.S. Court in the Chapter 11 Proceedings.

### 3.6 The Bar Date Order

1. The Chapter 11 Debtors filed the *Debtors' Motion for Entry of an Order (I) Setting Bar Dates for Submitting Proofs of Claim, Including Requests for Payment Under Section 503(b)(9) of the Bankruptcy Code; (II) Establishing a Rejection Damages Bar Date and an Amended Schedules Bar Date; (III) Approving The Form, Manner, and Procedures for Filing Proofs of Claim; (IV) Approving Notices Thereof; and (V) Granting Related Relief* (the "**Bar Date Motion**") on February 23, 2026. A copy of the Bar Date Motion is attached to the First Pantelis Affidavit as Exhibit "V".
2. Following a hearing of the Bar Date Motion on March 16, 2026, the U.S. Court entered the Bar Date Order, among other things:
  - (a) approving the form of proof of claim attached as Exhibit 1 to the Bar Date Order (the "**Proof of Claim**") and the procedures for submitting the Proofs of Claim;
  - (b) setting Bar Dates (as defined below) for creditors to submit Proofs of Claim; and
  - (c) approving the form and manner of service of the notice of the Bar Dates, substantially in the form attached as Exhibit 2 to the Bar Date Order (the "**Bar Date Notice**"), as well as the publication version of the Bar Date Notice, substantially in the form attached as Exhibit 3 to the Bar Date Order.
3. No objection to the Bar Date Order was filed by any of the Chapter 11 Debtors' stakeholders, including any Canadian stakeholder, in the Chapter 11 Proceedings. A copy of the Bar Date Order is attached to the Second Pantelis Affidavit as Exhibit "C".
4. The following table sets out the Bar Dates for the filing of Proofs of Claim pursuant to the Bar Date Order:

<b>General Claims Bar Date</b>	April 7, 2026, at 11:59 p.m., prevailing Eastern Time, being the last date and time for all persons and entities, other than governmental units, to file Proofs of Claim based on prepetition claims, including requests for payment under section 503(b)(9) of the Bankruptcy Code and unsecured priority claims specified herein against any Chapter 11 Debtor (the " <b>General Claims Bar Date</b> ").
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<b>Governmental Bar Date</b>	Solely as to governmental units (as defined in section 101(27) of the Bankruptcy Code), August 10, 2026, at 11:59 p.m., prevailing Eastern Time, being the last date and time for each such governmental unit to file Proofs of Claim asserting claims against any Chapter 11 Debtor that arose or are deemed to have arisen on or before the Petition Date (the “ <b>Governmental Bar Date</b> ”).
<b>Rejection Damages Bar Date</b>	Solely as to claims arising from the Chapter 11 Debtors’ rejection of executory contracts and unexpired leases, the later of (a) (i) the General Claims Bar Date or (ii) the Governmental Bar Date, as applicable, and (b) 11:59 p.m., prevailing Eastern Time, on the date that is 30 calendar days after the later of (i) the entry of the order approving the Chapter 11 Debtors’ rejection of the applicable executory contract or unexpired lease and (ii) the effective date of such rejection, being the last date and time by which claimants holding claims based upon such rejection must file Proofs of Claim with respect thereto against any Chapter 11 Debtor, unless otherwise ordered by the U.S. Court (such later date, the “ <b>Rejection Damages Bar Date</b> ”).
<b>Amended Schedules Bar Date</b>	In the event that the Chapter 11 Debtors amend their Schedules (as defined in the Bar Date Motion), the later of (a) (i) the General Claims Bar Date or (ii) the Governmental Bar Date, as applicable, and (b) 11:59 p.m., prevailing Eastern Time, on the date that is 30 calendar days from the date on which the Chapter 11 Debtors provide notice of such amendment to the Schedules, being the last date and time by which claimants holding claims directly affected by the amendment must file Proofs of Claim with respect thereto against any Chapter 11 Debtor (such later date, the “ <b>Amended Schedules Bar Date</b> ” and, collectively with the General Claims Bar Date, Governmental Bar Date, and Rejection Damages Bar Date, as applicable, the “ <b>Bar Dates</b> ”).

5. As referenced above, the Bar Date Order requires that all holders of claims file their Proofs of Claim by the General Claims Bar Date, except for governmental units, all holders of rejection claims, and all holders of claims directly affected by an amendment to the Schedules, which must file Proofs of Claim by the Governmental Bar Date, the Rejection Damages Bar Date and the Amended Schedules Bar Date, respectively.<sup>8</sup> Additionally, holders of the following claims are exempt from filing a Proof of Claim under the Bar Date Order:

- (a) any claim that has already been asserted in a Proof of Claim against the Chapter 11 Debtors with the Claims and Noticing Agent in a form substantially similar to Official Bankruptcy Form 410;
- (b) any claim that is listed on the Schedules filed by the Chapter 11 Debtors, provided that (i) the claim is not scheduled as “disputed,” “contingent,” or “unliquidated”, (ii) the claimant does not disagree with the amount, nature, or priority of the claim as set forth in the Schedule, and (iii) the claimant does not

<sup>8</sup> Any landlord counterparty of an unexpired non-residential real property lease who asserts a claim on account of unpaid rent due under such lease outstanding as of the Petition Date pursuant to such lease (other than a rejection damages claim) shall not be required to file a Proof of Claim for such amount unless and until such unexpired lease has been rejected.

dispute that the claim is an obligation only of the specific Chapter 11 Debtor against which the claim is listed in the Schedules;

- (c) any claim that has been previously allowed, or for which a different deadline has previously been set, by the U.S. Court;
  - (d) any claim that has already been paid in full by any of the Chapter 11 Debtors;
  - (e) any claim against a Chapter 11 Debtor held by another Chapter 11 Debtor;
  - (f) any claim based on an equity interest in the Chapter 11 Debtors;
  - (g) any claim held by a current employee of the Chapter 11 Debtors if an order of the U.S. Court authorizes the Chapter 11 Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; provided, however, that any current or former employee must submit a Proof of Claim by the General Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and retaliation;
  - (h) any Professional Fee Claim (as defined in the Bar Date Motion);
  - (i) any claim held by a current officer or director for indemnification, contribution, or reimbursement;
  - (j) any person or entity that is exempt from filing a Proof of Claim pursuant to an order of the U.S. Court in the Chapter 11 Proceedings; and
  - (k) any claim held by any person or entity solely against a non-Chapter 11 Debtor entity.
6. Pursuant to the Bar Date Order, any person or entity that is required, but fails, to submit a Proof of Claim in accordance with the Bar Date Order prior to the applicable Bar Date will:
- (a) be forever barred, estopped, and enjoined from asserting such claim, including any such claim asserting administrative expense status under section 503(b)(9) of the Bankruptcy Code, and from submitting a Proof of Claim with respect to such claim against the Chapter 11 Debtors and/or their property, and the Chapter 11 Debtors will be forever discharged from any and all indebtedness or liability with respect to or arising out of such claim;
  - (b) be prohibited from voting on any plan of reorganization filed in the Chapter 11 Proceedings on account of such claim, participating in any distribution in the Chapter 11 Proceedings on account of such claim, and receiving further notices regarding such claim; and
  - (c) not be treated as a creditor with respect to such claim for any purpose in the Chapter 11 Proceedings.

7. The Bar Date Order requires that the Chapter 11 Debtors, with the assistance of the Claims and Noticing Agent, serve the Bar Date Notice and a Proof of Claim form by email and/or first-class mail, no later than one business day after entry of the Bar Date Order, or as soon as reasonably practicable thereafter, on:
  - (a) the master service list in the Chapter 11 Proceedings;
  - (b) the UCC;
  - (c) all known creditors and other known holders of potential claims against the Chapter 11 Debtors as of the date of entry of the Bar Date Order for which the Chapter 11 Debtors have accurate contact information, including all persons or entities listed in the Schedules for which the Chapter 11 Debtors have mailing addresses or email addresses;
  - (d) all persons or entities that have filed Proofs of Claim in the Chapter 11 Proceedings as of the date of entry of the Bar Date Order;
  - (e) all known non-Chapter 11 Debtor equity and interest holders of the Chapter 11 Debtors as of the date of entry of the Bar Date Order;
  - (f) all persons or entities that are party to executory contracts and unexpired leases with the Chapter 11 Debtors;
  - (g) all persons or entities that are party to litigation with the Chapter 11 Debtors;
  - (h) all current and certain former employees (to the extent that contact information for former employees is available in the Chapter 11 Debtors' records);
  - (i) all regulatory authorities that regulate the Chapter 11 Debtors' businesses, including consumer protection, environmental, and permitting authorities; and
  - (j) all taxing authorities for the jurisdictions in which the Chapter 11 Debtors maintain or conduct business.
8. As described in First Pantelis Affidavit, the Chapter 11 Debtors also intend to publish the Bar Date Notice (as it may be modified for publication), once in *The New York Times* (National Edition), and/or another national or international publication reasonably acceptable to the Chapter 11 Debtors, including *The Globe and Mail* (National Edition), and on the Docket. The Information Officer understands that the Bar Date Notice is currently expected to be published in *The New York Times* (National Edition) on March 19, 2026, and *The Globe and Mail* (National Edition) on March 20, 2026.

### **3.7 The Bidding Procedures and Notice of Cancellation of the Auction**

1. As referenced above and described in the Coulombe Affidavits, the First Pantelis Affidavit and the Pre-Filing Report, the U.S. Court entered the Bidding Procedures Order following a hearing of the First Day Motions in the Chapter 11 Proceedings on February 10, 2026. Thereafter, the Bidding Procedures Order was recognized by the Court in these Recognition Proceedings pursuant to the Supplemental Order.

2. Among other things, the Bidding Procedures Order:
  - (a) authorized and approved the marketing, auction and bidding procedures attached as Exhibit 1 to the Bidding Procedures Order (the “**Bidding Procedures**”), pursuant to which (i) the Chapter 11 Debtors would solicit and, if value maximizing, select the highest or otherwise best offer(s) for the sale or sales of all, substantially all, or any portion of the Chapter 11 Debtors’ assets, and (ii) a bid deadline of March 3, 2026 (the “**Bid Deadline**”) was imposed;
  - (b) scheduled an auction for March 6, 2026 (the “**Auction**”), if needed, to determine the highest and otherwise best bid available;
  - (c) approved the form and manner of notice of the Auction, if any, and any hearing to approve a sale of some, all or substantially all of the Chapter 11 Debtors’ assets, as necessary; and
  - (d) approved procedures for the assumption and assignment of certain executory contracts and unexpired leases.
3. On March 3, 2026, the Chapter 11 Debtors filed a Notice of Cancellation of Auction in the Chapter 11 Proceedings (the “**Notice of Cancellation**”), advising that no qualified bids were received by the Chapter 11 Debtors by the Bid Deadline and the Auction was cancelled. Notwithstanding the cancellation of the Auction, the Notice of Cancellation advised that the Chapter 11 Debtors will consider any proposal to purchase some or all of the Chapter 11 Debtors’ assets as a going concern, to the extent that the Chapter 11 Debtors determine, in their business judgment, that such proposal would maximize the value of their estates. A copy of the Notice of Cancellation is attached as Exhibit “H” to the First Pantelis Affidavit.
4. As described in the First Pantelis Affidavit, the Chapter 11 Debtors, with the assistance of SOLIC and BRG, continue to consider alternative means of monetizing the Chapter 11 Debtors’ assets.

#### **4.0 Recognition of the Second Day, Bar Date and Disclosure Statement Orders**

1. Pursuant to the proposed Recognition Order, the Foreign Representative is seeking recognition of the Second Day, Bar Date and Disclosure Statement Orders that have been entered by the U.S. Court in the Chapter 11 Proceedings. The Information Officer has reviewed the Second Day, Bar Date and Disclosure Statement Orders proposed to be recognized pursuant to the Recognition Order and discussed the rationale for such orders with Bennett Jones and Canadian counsel to the Chapter 11 Debtors.
2. The Information Officer is supportive of the Foreign Representative’s request for recognition of the Second Day, Bar Date and Disclosure Statement Orders given, among other things, that:
  - (a) in the Information Officer’s view, much of the relief contained in the Second Day, Bar Date and Disclosure Statement Orders is:
    - (i) common in chapter 11 cases;

- (ii) in many instances, procedural or administrative in nature; and
  - (iii) frequently recognized by Canadian courts in cross-border insolvency proceedings;
- (b) the granting of the proposed Recognition Order and recognition of the Second Day, Bar Date and Disclosure Statement Orders set out therein would be consistent with the principles of comity and facilitate the efficient coordination of the Chapter 11 Proceedings and these Recognition Proceedings;
- (c) Canadian and U.S. stakeholders are treated in the same manner under each of the Second Day, Bar Date and Disclosure Statement Orders proposed to be recognized pursuant to the Recognition Order;
- (d) although the Second Interim Cash Management Order contemplates the potential transfer of cash amounts as between the Chapter 11 Debtors, the Supplemental Order provides that any such amounts transferred by the Canadian Debtors to the U.S. Debtors following the date of the Supplemental Order will solely be in respect of Intercompany Claims consistent with the Canadian Cash Collateral Budget or as otherwise approved in advance by the Information Officer;
- (e) with respect to the Final Store Closing Order:
  - (i) the orderly winddown of all of the Chapter 11 Debtors' brick-and-mortar retail operations has been, and remains, an integral feature of the Company's restructuring process;
  - (ii) the Agent has considerable expertise in retail liquidations, including in Canada, and has been engaged since January 29, 2026;
  - (iii) the terms of the Agency Agreement are, in the Information Officer's view, reasonable in the circumstances; and
  - (iv) the Canadian Sale Guidelines were tailored to better reflect liquidation sale guidelines previously approved in recent Canadian liquidation sales under the CCAA, and comments received from counsel to certain of the Canadian Debtors' landlords;
- (f) with respect to the Disclosure Statement Order:
  - (i) the Disclosure Statement Order facilitates the continuation of the Chapter 11 Debtors' restructuring process and is an integral step toward obtaining confirmation of the Plan;
  - (ii) the relief sought under the proposed Recognition Order is limited to the recognition and enforcement of the Disclosure Statement Order, which conditionally approves the Disclosure Statement and the Voting and Solicitation Procedures that will enable Canadian creditors and other stakeholders to receive notice of, and make an informed decision as to whether to vote to accept or reject, the Plan; and

- (iii) notice of the Disclosure Statement and the Plan will be widely publicized;
- (g) with respect to the Bar Date Order:
  - (i) notice of the Bar Dates will be provided to known and unknown creditors of the Chapter 11 Debtors, including to known and unknown creditors in Canada;
  - (ii) given the impending General Claims Bar Date and with a view to providing the Canadian Debtors' stakeholders with additional time to consider the submission of Proofs of Claim, the Foreign Representative served its motion for the proposed Recognition Order on full-notice to the service list established in these Recognition Proceedings; and
  - (iii) the Bar Date Notice will be published in *The New York Times* (National Edition), and/or another national or international publication reasonably acceptable to the Chapter 11 Debtors, including *The Globe and Mail* (National Edition), and posted on the Case Website and the Docket; and
- (h) the Information Officer is not aware of any objection having been filed in the Chapter 11 Proceedings by a Canadian stakeholder in respect of any of the Second Day, Bar Date and Disclosure Statement Orders for which recognition is sought pursuant to the proposed Recognition Order.

## 5.0 Activities of the Information Officer

1. Since the date of the Pre-Filing Report, the activities of the Information Officer have included, among others:
  - (a) preparing for and attending the Foreign Representative's application for the Initial Recognition Order and the Supplemental Order;
  - (b) reviewing each of the Second Day, Bar Date and Disclosure Statement Orders and the Chapter 11 Debtors' motions filed in connection thereto;
  - (c) attending, virtually, the hearings of the Chapter 11 Debtors' motions for the Second Day, Bar Date and Disclosure Statement Orders in the Chapter 11 Proceedings;
  - (d) corresponding with the Chapter 11 Debtors' Canadian counsel and Bennett Jones regarding the Chapter 11 Proceedings and these Recognition Proceedings;
  - (e) corresponding and meeting with BRG regarding the Chapter 11 Proceedings and the Canadian Cash Collateral Budget;
  - (f) monitoring the Docket and reviewing the materials filed thereon;
  - (g) assisting the Foreign Representative in its publication of the form of notice attached to the Initial Recognition Order, once a week for two consecutive weeks, in *The Globe and Mail* (National Edition);

- (h) establishing and updating the Case Website; and
- (i) preparing this Report.

## 6.0 Conclusion and Recommendation

1. Based on the foregoing, the Information Officer recommends that this Court grant the relief sought by the Foreign Representative pursuant to the proposed Recognition Order.

\* \* \*

All of which is respectfully submitted,

*KSV Restructuring Inc.*

**KSV RESTRUCTURING INC. AS  
INFORMATION OFFICER OF EDDIE BAUER LLC, EDDIE BAUER GIFT CARD SERVICES  
LLC, SPARC EB HOLDINGS LLC, 13051269 CANADA INC. AND EDDIE BAUER OF  
CANADA CORPORATION,  
AND NOT IN ITS PERSONAL OR CORPORATE CAPACITY**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS Court File No: CL-26-0000050-0000  
AMENDED**

**AND IN THE MATTER OF EDDIE BAUER LLC, ET AL.**

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

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**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
Proceedings commenced in Toronto

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**FIRST REPORT OF THE INFORMATION OFFICER**

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Lawyers for KSV Restructuring Inc., solely in its capacity as the Information Officer of Eddie Bauer LLC, Eddie Bauer Gift Card Services LLC, SPARC EB Holdings LLC, 13051269 Canada Inc. and Eddie Bauer of Canada Corporation, and not in its personal or corporate capacity