

United States Bankruptcy Court		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle):		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business:		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>		
<p>Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p>Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input type="checkbox"/> Other</p> <hr/> <p>Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <p><input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <p><input type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <hr/> <p>Nature of Debts (Check one box.)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input type="checkbox"/> Debts are primarily business debts.</p>
<p>Filing Fee (Check one box.)</p> <p><input type="checkbox"/> Full Filing Fee attached.</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>		<p>Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <p>-----</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>

<p>Statistical/Administrative Information</p> <p><input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>	<p>THIS SPACE IS FOR COURT USE ONLY</p>										
<p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table>	<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000	
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<p>Estimated Assets</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
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<p>Estimated Liabilities</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s):
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor:	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)	<p style="text-align: center;">Exhibit B</p> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.	<input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
(Check any applicable box.)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

Printed Name of Attorney for Debtor(s)

Firm Name

Address

Telephone Number

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

Printed Name of Authorized Individual

Title of Authorized Individual

Date

Schedule 1

LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR
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102 Peake Brook Road Woodstock, CT 06281	Desert Hills Factory Stores 48400 Seminole Road Suite C-304 Cabazon, CA 92230
4400 Ashford-Dunwoody Road Atlanta, GA 30346	Myrtle Beach Outlet Highway 501 Space B105 Myrtle Beach, SC 29579
Copley Place 100 Huntington Avenue, G15 Boston, MA 02116	Prime Outlets at Williamsburg 5715-55 Richmond Road Williamsburg, VA 23188
Burlington Mall 95 Mall Road, Suite 2118 Burlington, MA 01803	Roosevelt Field Mall Space 2085 300 Old Country Rd Garden City, NJ 11530
Old Sturbridge Village Box 658, Route 20 Sturbridge MA 01566	Twelve Oaks Mall B-226 27442 Novi Road Novi, MI 48377
420 Oakbrook Center Oakbrook, IL 60523	Regency Square 1420 Parham Road Richmond, VA 23229
Watertower Place 835 North Michigan Ave Suite 719-B Chicago IL 60611	Beachwood Place 26300 Cedar Road, Suite 1320 Beachwood, OH 44122
Woodfield Shopping Center #L 127 Golf Road at Route 53 Schaumburg, IL 60173	8300-100 Arroyo Circle Space C100 Gilroy, CA 95020
294 W. Farms Mall Space F205 Farmington, CT 06032	Hanes Mall Suite 1140 Silas Creek Parkway & Stratford Road Winston-Salem, NC 27103
Pheasant Lane Mall Suite 245 310 Daniel Webster Highway Nashua, NH 03060	Walden Galleria One Galleria Way, Space #L102 Buffalo, NY 14225

Broadway Plaza Shopping Center 24 Broadway Lane Walnut Creek, CA 94596	Prime Outlets at Grove City Space #525 1911 Leesburg Grove City Rd. P.O. Box 1156 Grove City, PA 16127
Southdale Shopping Center Space 1680 Edina, MN 55435	Prime Outlets at San Marcos Space #200 3939 Interstate Highway 35-S San MarCos, TX 78666.
1316 Montgomery Mall 7101 Democracy Blvd. Bethesda, MD 20817	South Coast Plaza 3333 Bear St. Suite 109 Costa Mesa, CA 92626
Lakeside Shopping Center #23 3301 Veteran Mem. Hwy & Causeway Blvd Metairie, LA 70002	The Shops at Willow Bend 6121 W. Park Blvd. Suite B104 Plano, TX 75093
217 Patriot Place Foxborough, MA 02035	6000 West Markham Street Suite 3126 Little Rock, AR 72205
The Mall at Short Hills Space A-121 Route 24 & J.F.K. Parkway Short Hills, NJ 07078	1150 St. Louis Galleria St. Louis, Missouri 63117
Rockefeller Center, Shop 5 620 5th Avenue New York, NY 10020	Wrenthan Village Premium Outlets 1 Premium Outlet Blvd. Unit #671 Wrentham, MA 02093
Cape Cod Mall 769 Lyannough Road, Box 20 Hyannis, MA 02601	Saddle Creek Shopping Center 7615 West Farmington Blvd Suite # 09 Germantown, TN 38138
Danbury Fair Mall 7 Backus Avenue, Space #B211 Danbury, CT 06810	Kenwood Town Centre Space U419 7875 Montgomery Road Cincinnati, OH 45236
7957 Tyson's Corner Center Sp. G008U McLean, VA 22101	University Town Center Suite H8 4545 LaJolla Village Drive San Diego, CA 92122
112 Worthington Mall Worthington, OH 43085	1500 Polaris Parkway Suite 1073 Columbus, OH 43240
Valley Fair Shopping Center #1129 2855 Stevens Creek Blvd. Santa Clara, CA 95050	The Mall at Stonecrest Suite 2270 2929 Turner Hill Road Lithonia, GA 30038

Two Embarcadero Center San Francisco, CA 94111	The Streets at Southpoint 6910 Fayetteville Road, Suite 170 Durham, NC 27713
Crabtree Valley Mall – Space 129B 4325 Glenwood Avenue Raleigh, NC 27612	Burlington Town Center 49 Church Street Burlington, VT 05401
Bridgewater Commons Mall 400 Commons Way, Suite #125 Bridgewater, NJ 08807	Chandler Fashion Center #2316 3111 West Chandler Blvd. Chandler, AZ 85226
Bellevue Square 136 Bellevue Square Bellevue, WA 98004	The Avenue of the Peninsula 550 Deep Valley Drive, Space 157 Rolling Hills Estates, CA 90274
The Galleria at Southpointe 1500 Washington Road Suite #1104 Pittsburgh, PA 15228	Garden State Plaza Suite 2166 Routes 4 and 17 Paramus, NJ 07652
The Fashion Center at Pentagon City 1100 South Hayes Street, #S-6 Arlington, VA 22202	Scottsdale Fashion Square 7014E. Camelback Road, Suite 2052 Scottsdale, AZ 85251
100 Main Street Suite 12 P.O. Box 698 Freeport ME 04032	4200 Conroy St Suite B-162 Orlando, FL 32839
Arden Fair Mall #1288 1689-D Arden Way Sacramento, CA 95815	Miromar Outlets Suite #326 10801 Corkscrew Road Estero, FL 33928
Cherry Creek Shopping Center Space 237 3000 East First Avenue Denver, CO 80206	South Park Mall 4400 Sharon Road Charlotte, NC 28211
Crystal Palace 74 Depot Street Manchester Center, VT 05255	Colorado Mills Unit 260 14500 W. Colifax Avenue Lakewood, CO 80401
Brea Mall 1101 Brea Mall Brea, CA 92821	The Village of Merrick Park 320 San Lorenzo Avenue, Unit #2327 Coral Gables, FL 33146
6000 Glades Rd. Suite 1105 Boca Raton, FL 33432	Las Vegas Premium Outlets Bonneville Ave & Grand Central Parkway 1374 Las Vegas, NV 89109

Coronado Center 6600 Menaul NE, Suite #200 Albuquerque, NM 87110	Chicago Premium Outlets 1650 Premium Outlets Blvd. Aurora, IL 60504
Mall of America 270 West Market Bloomington, MN 55425	Towson Town Center Suite 334 825 Dulaney Valley Road Towson, MD 21204
9855 Ca General Growth Center Space F-224 Interstate I-90 at Route 81 Syracuse, NY 13290	10300 Little Petuxent Pkwy. Columbia, MD 21044
1430 Annapolis Mall Annapolis, MD 21401	10 Columbus Circle New York, NY 10019
The Oaks 438 West Hillcrest Drive Thousand Oaks, CA 91360	928 Grape Vine Court Bldg. A3 Central Valley, NY 10917
520 Madison Avenue New York, NY 10022	Citrus Park Mall 7969 Citrus Park Dr. Tampa, FL 33625
Suburban Square 51 St. James Place Ardmore, PA 19003	Silver Sands Factory Stores 10406 Emerald Coast Parkway, Space 66A Destin, FL 32550
Court at King of Prussia 321 Mall Boulevard. Space 1096 King of Prussia, PA 19406	3000 194th St. S.W. Lynnwood, WA 98037
The Shops at Liberty Place 1625 Chestnut Street, #113 Philadelphia, PA 19103	Monroeville Mall 200 Monroeville Mall Rd Monroeville, PA 15146
Willow Grove Park Mall 2500 Moorland Road Willow Grove, PA 19090	Jersey Shore Premium Outlet 1 Premium Blvd., Suite 747 Tinton Falls, NJ 07752
Cherry Hill Mall Suite 1725 2000 Route 38 Cherry Hill, NJ 08002	Great Lakes Crossing 4600 Baldwin Rd. Auburn Hills, MI 48326
1021 Santa Rosa Plaza Santa Rosa, CA 95401	Stony Brook 117 Main St. Stony Brook, NY 11790
Mall at Greenhills Space 166 2126 Abbott Martin Drive Nashville, TN 37215	Rockefeller Center 30 Rockefeller Center Concourse Level EE New York, NY 10012
2211 Glendale Galleria Glendale, CA 91210	Seattle Premium Outlets #375 10600 Quil Ceda Blvd. Tulalip, WA 98271

Oak Park Mall 11771 West 95th St Overland, Park, KS 66214	Victoria Gardens 7835 Kew Ave. Rancho Cucamonga CA 91739
Century City Mall 10250 Santa Monica Blvd. Los Angeles, CA 90067	Crestview Hills Town Center Space 7060 2870 Town Center Blvd. Center Hills, KY 41017
1090 Paramus Park Mall Paramus, NJ 07652	241 Fort Evans Road Suite 691 Leesburg, VA 20176
150 Faneuil Hall Marketplace South Building, Lobby 3 Boston, MA 02109	4401 North I H 35 Space 741 Round Rock, TX 78664
Aventura Mall Space 1137 19575 Biscayne Blvd. Aventura, FL 33180	5001 E Expressway 83 Space 0600E Mercedes, TX 78570
Natick Mall, Suite #1146 1245 Worcester Road Natick, MA 01760	17460 Hall Road Suite 141 Clinton Township, MI 48038
Washington Square 9706 SW Washington Square Road Tigard, OR 97223	6659 Las Vegas Blvd., South Suite 108 Las Vegas, NV 89119
Staten Island Mall 2655 Richmond Avenue Staten Island, NY 10314	1121 120th Avenue #19A Pleasant Prairie, WI 53158
Old Orchard Shopping Center F82 Skokie, IL 60077	18 West Lightcap Road Pottstown, PA 19464
Brooks Corner 136 Main Street Westport, CT 06880	318 SW 145th Terrace Pembroke Pines, FL 33027
West Town Mall Space #1510 7600 Kingston Place Knoxville, TN 37919	800 Highway 400 South Dawsonville, GA 30534
Stamford Town Center 100 Greyrock Place Stamford CT 06901	2615 Medical Center Parkway Suite 2035 Murfreesboro, TN 37129
The Westchester Mall. Space 3270 125 Westchester Avenue White Plains, NY 10601	350 The Bridge Street Suite 104 Huntsville, AL 35806
Stanford Shopping Center, Kiosk Space 4B Palo Alto, CA 94304	8725 Factory Shops Space 725 Jeffersonville, OH 43128

739 Eastview Mall Victor, NY 14564	4965 International Drive #2D.14 Orlando, FL 32819
929 Riverside Drive North Grosvenordale, CT 06255	

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
CRABTREE & EVELYN, LTD.**

The undersigned, being all of the directors of Crabtree & Evelyn, Ltd., a Connecticut corporation (the “Company”), acting by unanimous written consent without a meeting pursuant to Connecticut law permitting action without a meeting, hereby adopt and consent to the adoption of the following resolutions:

WHEREAS, Crabtree & Evelyn, Ltd. has determined that it is desirable and in the best interests of the Company and its creditors, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

NOW, THEREFORE, BE IT

RESOLVED, that each of the Acting President, Chief Financial Officer, and any other officer or person designated and so authorized to act (each, an “Authorized Officer”) on behalf of the Company be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify the petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) at such time or in such other jurisdiction as the Authorized Officer executing the petition shall determine; and it is further

RESOLVED, that the law firm of Cooley Godward Kronish LLP be, and hereby is, employed as attorneys for the Company under a general retainer in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the firm of Clear Thinking Group LLC be, and hereby is, employed as financial advisors for the Company under a general retainer in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the firm of KPMG Corporate Finance LLC be, and hereby is, employed as real estate consultants for the Company in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the firm of Epiq Bankruptcy Solutions, LLC be, and hereby is, employed as claims and noticing agents for the Company under a general retainer in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that any Authorized Officer be, and hereby is, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to

employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that any Authorized Officer and such other officers of the Company as the Authorized Officers shall designate from time to time, and any employees or agents (including counsel) designated by or directed by any such officers be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of any such officer shall be or become necessary, proper, and desirable to effectuate the successful prosecution of the chapter 11 case; and it is further

RESOLVED, that in connection with the chapter 11 case, the terms, conditions and other provisions reflected in the documents for which Bankruptcy Court approval is sought pursuant to that certain *Motion and Memorandum of Law for Interim and Final (I) Approval of Postpetition Financing, (II) Authority to Use Cash Collateral, (III) Granting of Liens and Providing of Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying Automatic Stay, and (VI) Scheduling a Final Hearing* (collectively, the "DIP Documents") are hereby approved; and it is further

RESOLVED, that in connection with the chapter 11 case, each Authorized Officer, and such other officers of the Company as the Authorized Officers shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to cause the Company to make interim borrowings pursuant to arrangements on substantially the same terms contemplated by the DIP Documents (the "Interim Arrangements") with such changes therein and additions thereto as such officer or officers causing the same may consider necessary, appropriate, desirable or advisable, such determination to be conclusively evidenced by such making of such changes; and it is further

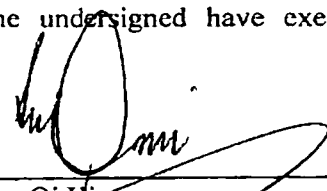
RESOLVED, that in connection with the chapter 11 case, each Authorized Officer, and such other officers of the Company as the Authorized Officers shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to negotiate, execute, deliver and perform or cause the performance of any notes, guarantees, security agreements, other agreements, certificates or instruments as such person considers necessary, appropriate, desirable or advisable to effectuate borrowings pursuant to the Interim Arrangements, such determination to be evidenced by such execution or taking of such action; and it is further

RESOLVED, that in connection with the commencement of the chapter 11 case, each Authorized Officer, and such other officers of the Company as the Authorized Officer shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to negotiate, execute, deliver and perform or cause the performance of a debtor-in-possession loan facility (including, in connection therewith, such guarantees, notes, security agreements and other agreements, certificates, or instruments as such officer or officers executing the same considers appropriate) on substantially the same terms and conditions reflected in the DIP Documents with such changes therein and additions thereto as such officer or officers executing the same may consider necessary, proper, desirable, or advisable, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company; and it is further


RESOLVED, that each Authorized Officer be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to execute such consents of the Company, as such Authorized Officer considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or taking of such action; and it is further

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or the directors of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of July 1, 2009.



Lee Oi Hian



Ling Wei Feng Sandra

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
 In re : **Chapter 11**
 CRABTREE & EVELYN, LTD., : **Case No. 09-_____ (___)**
 Debtor. :
 ----- X

LIST OF CREDITORS
HOLDING 40 LARGEST UNSECURED CLAIMS¹

The following is a list of creditors holding the forty (40) largest unsecured claims against the above-captioned debtor (the “Debtor”). This list has been prepared from the unaudited books and records of the Debtor. The list reflects amounts from the Debtor’s books and records as of June 30, 2009. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtor’s chapter 11 case. This list does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101, unless otherwise noted herein, or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the forty (40) largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor. Moreover, nothing herein shall affect the Debtor’s right to challenge the amount or characterization of any claim at a later date.

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured also state value of security)
Standard Soap ²	ASHBY DE-LA-ZOUCH LEIGESTERSHIRE, ENGLAND LE6 5HG P-011 44 153 041 0000 F-011 44 153 041 0008	Trade		\$807,068.19

¹ The Debtor will continue to update this information and will provide a complete List of Creditors as soon as practicable. The claims listed herein are currently under investigation and, as a result, unless otherwise indicated herein, remain contingent, unliquidated, disputed or subject to set-off.

² Affiliate of Kuala Lumpur Kepong Berhad, the Debtor’s parent.

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured also state value of security)
Michael Stromberg	6784 WOODLAND RESERVE COURT CINCINNATI, OH 45243 P-513-271-4418 F-513-271-4418	Former Employee		\$395,000.02
Vera Bradley Designs	DEPARTMENT 6002 CAROL STREAM, IL 60122-6002 P-800-823-8372 F-800-975-8372	Trade		\$288,884.59
Alpha Logic	150 EAST 58TH STREET NEW YORK, NY 10022 P-212.752.8060 F-212.752.1160	Trade		\$205,839.44
Seaweed Survival	C/O SENTINEL BANK & TRUST, LTD. POB CB-12407 NASSAU BAHAMAS P-212.583.1100 F-212.583.1107	Royalties		\$166,000.00
Norampac Thompson Inc	PO BOX 673373 DETROIT, MI 48267-3373 P-800.243.1816 F-860.923.253	Trade		\$146,247.47
Seppic, Inc.	PO BOX 36272 NEWARK, NJ 07188-6272 P-973-882-5597 F-973-882-5178	Trade		\$102,587.88
Orlandi Inc.	PO BOX 8000, DEPT. 604 BUFFALO, NY 14267 P-631-270-1230 F-631-756-0256	Trade		\$100,126.80
Pacific Packaging Products, Inc.	24 INDUSTRIAL WAY P.O. BOX 697 WILMINGTON, MA 01887 P-800-777-0300 F-978-658-4933	Trade		\$94,337.59
Symrise Inc.	PO BOX 35559 NEWARK, NJ 07193-5559 P-201-462-5402 F-201 288 0926	Trade		\$88,952.68

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured also state value of security)
Oilchem, Inc.	50 INDUSTRIAL CIRCLE LINCOLN, RI 02865 P-401-722-2410 F-401-727-0752	Trade		\$84,098.52
Carole Hochman Designs, Inc.	CHURCH STREET STATION P.O. BOX 4901 NEW YORK, NY 10261-4901 P-212 725-1212 X587	Trade		\$81,345.00
Bradford Soap Works, Inc.	PO BOX 55352 BOSTON, MA 02205 P-401-381-6282 F-401-381-6482	Trade		\$77,454.92
Mane U.S.A., Inc.	PO BOX 828918 PHILADELPHIA, PA 19182-8918 P-973-633-5533 F-888-826-7744	Trade		\$68,527.35
Gs Incorporated	885 SOUTH MAIN STREET PASCOAG, RI 02859 P-401.568.1110 F-401.568.1131	Trade		\$62,974.08
Empire/Emco	2430 NORTH FOREST RD, STE 125 GETZVILLE, NY 14068 P-716-832-5555 F-716-832-7042	Trade		\$59,536.28
Cosmetic Specialties, Inc.	308 WHITE HORSE PIKE HADDON HEIGHTS, NJ 08035 P-888-463-9298 F-856-547-5002	Trade		\$56,281.63
Autumn Harp	PO BOX 1329 WILLISTON, VT 05495 P-802-453-4807 F-802-453-4903	Trade		\$52,753.97
Kolmar Laboratories, Inc.	NW 7963, PO BOX 1450 MINNEAPOLIS, MN 55485-7963 P-845-856-5311 F-845-856-3143	Trade		\$49,169.82

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured also state value of security)
Rcpi Landmark Properties, L.L.C.	P.O. BOX 4097 CHURCH STREET STATION NEW YORK, NY 10261 P-212-698-8845	Landlord		\$47,130.34
Carrubba Inc.	70 RESEARCH DRIVE MILFORD, CT 06460 P-203-878-0605 X 19 F-203-877-0361	Trade		\$46,637.00
Artube by Iridium Industries Inc.	PO BOX 220333 GREAT NECK, NY 11022 P-570-476-9700 F-570-476-9800	Trade		\$45,157.91
Dion Label Printing Inc.	539 NORTH ROAD PO BOX 1507 WESTFIELD, MA 01086 P-413.568.3713 F-413.562.8361	Trade		\$43,823.13
Zorbit Resource	10900 WILSHIRE BLVD., STE 930 LOS ANGELES, CA 90024 P-310.208.7200 F-310.208.7201	Trade		\$36,414.88
Roma International	LADY LANE INDUSTRIAL ESTATE HADLEIGH, SUFFOLK IP7 6BQ P-473 826808 F-473 680789	Trade		\$36,089.36
Am Packaging Corp.	694 CENTER STREET CHICOPEE, MA 01103 P-413.737.9412 F-413.736.9888	Trade		\$35,866.23
Milbar Labs	20 COMMERCE STREET EAST HAVEN, CT 06512 P-203.466.4621 F-203.467.1573	Trade		\$35,269.55
Yrc, Inc.	PO BOX 13573 NEWARK, NJ 07188-0573 P-800-610-6500	Freight		\$33,020.64

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured also state value of security)
Experian Marketing Solutions, Inc.	AN EXPERIAN COMPANY 29 BROADWAY, 6TH FLOOR NEW YORK, NY 10006 P-212-863-4689 F-212-809-6378	Expense		\$30,760.50
Protameen Chemicals Inc.	375 MINNISINK ROAD P.O. BOX 166 TOTOWA, NJ 07511 P-973-256-4374 F-973-256-6764	Trade		\$29,738.34
Ccl Tubes-Wilkes Barre	36921 TREASURY CENTER CHICAGO, IL 60694-6900 P-570.824.8485 F-570.824.8480	Trade		\$29,695.08
520 Madison Owners, L.L.C.	LOCK BOX FBO LEHMAN BROTHERS BANK FSB PO BOX 27247 NEW YORK, NY 10087-7247 P-212-308-9858	Landlord		\$29,464.47
People 2.0 Global, Inc.	P.O.B 827932 PHILADELPHIA, PA 19182-7932 P-860.963.2033 F-860.963.2069	Expense		\$29,363.17
Icrossing Inc.	14822 N.73RD STREET SCOTTSDALE, AZ 85260 P-480.505.5800 F-480.505.5801	Expense		\$29,041.04
Deseado International Limited	UNIT 715,7/F, HITEC 1 TRADEMART DRIVE, KOWLOON BAY HONG KONG P-00-852-27518813 F-011-852-27518985	Trade		\$28,722.60
Givaudan Company	22458 NETWORK PLACE CHICAGO, IL 60673-1224 P-201-833-7641 F-973-448-6595	Trade		\$28,218.24
A/R Retail LLC	BOX 200952 PITTSBURGH, PA 15251-0952 P-212-506-5846 F-212-593-5793	Landlord		\$25,802.81

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured also state value of security)
Belmay, Inc.	P.O. BOX 36027 NEWARK, NJ 07188-6027 P-845-469-7675 F-845-469-2827	Trade		\$25,433.71
Lubrizol Advanced Materials	PO BOX 643050 PITTSBURGH, PA 15264 P-216-447-5000	Trade		\$25,354.75
Manya Devoe, individually and on behalf of a proposed class of claimants	c/o PATRICK SOLOMON ESQ DONLIN, THOMAS & SOLOMON LLP 693 EAST AVENUE ROCHESTER, NY 14607 P-(585) 272-0540 F-(585) 272-0574	Potential Action	Contingent, unliquidated and disputed	Undetermined

**DECLARATION CONCERNING LIST
OF CREDITORS HOLDING 40 LARGEST UNSECURED CLAIMS**

I, the undersigned authorized officer of Crabtree & Evelyn, Ltd., named as the debtor in this case (the “Debtor”), declare under penalty of perjury that I have read the foregoing List of Creditors Holding 40 Largest Unsecured Claims against the Debtor and that the list is true and correct to the best of my information and belief.

Dated: July 1, 2009

/s/ Stephen W. Bestwick _____

By: Stephen W. Bestwick

Title: Acting President

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re : **Chapter 11**
CRABTREE & EVELYN, LTD., : **Case No. 09-_____ (___)**
Debtor. :
----- X

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
RULE 1007-3 OF LOCAL RULE OF BANKRUPTCY PROCEDURE**

Name and Last Known Address of Equity Interest Holder	Kind of Interest	Number of Interests Held
Crabtree & Evelyn Holdings Limited 27 Kelso Place Kensington, London W8 5QG United Kingdom	Common Shares	100%

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

I, the undersigned authorized officer of Crabtree & Evelyn, Ltd., named as the debtor in this case, declare under penalty of perjury that I have reviewed the Corporate Ownership Statement of Crabtree & Evelyn, Ltd., submitted herewith and that it is true and correct to the best of my information and belief.

Dated: July 1, 2009

/s/ Stephen W. Bestwick
By: Stephen W. Bestwick
Title: Acting President