

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

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In re : **Chapter 11**
 :
CRABTREE & EVELYN, LTD., : **Case No. 09-14267 (BRL)**
 :
Debtor. :
 :
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**ORDER PURSUANT TO SECTIONS 105(a), 363(c), 345(b) AND 364(a) OF THE
BANKRUPTCY CODE AUTHORIZING DEBTOR TO (I) CONTINUE TO USE
EXISTING CASH MANAGEMENT SYSTEM, (II) TO MAINTAIN EXISTING
BANK ACCOUNTS AND BUSINESS FORMS, AND (III) WAIVE
REQUIREMENTS OF SECTION 345(b) OF THE BANKRUPTCY CODE**

Upon the motion, dated July 1, 2009 (the “Motion”),¹ of Crabtree & Evelyn, Ltd. in the above-referenced chapter 11 case, as debtor and debtor in possession (the “Debtor”),² for an order, pursuant to sections 105(a), 363(c), 345(b) and 364(a) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) for (A) authorization to continue to use its existing cash management system (the “Cash Management System”) and to maintain existing bank accounts (the “Bank Accounts”) and business forms (the “Business Forms”), and (B) a waiver of section 345(b) of the Bankruptcy Code, all as more fully set forth in the Motion; and upon consideration of the Declaration of Stephen W. Bestwick pursuant to Local Rule 1007-2; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant

¹ Capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Motion.

² The last four digits of the Debtor’s federal tax identification number are 1685.

to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee for the Southern District of New York (Attn: Serene Nakano, Esq.), (ii) SilvermanAcampora LLP, 100 Jericho Quadrangle, Suite 300, Jericho, New York 11753 (Attn: Ronald J. Friedman, Esq.) as counsel for Kuala Lumpur Kepong Berhad, (iii) the Debtor's 30 largest unsecured creditors, and (iv) the Banks, and it appearing that no other or further notice need be provided; and the Court having determined that the relief requested in the Motion being in the best interests of the Debtor, its creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted to the extent provided herein; and it is further

ORDERED that the Debtor is authorized and empowered, pursuant to sections 105(a) and 363(c)(1) of the Bankruptcy Code, to continue to manage its cash pursuant to the Cash Management System maintained by the Debtor before the commencement of this chapter 11 case and under the terms of the Service Agreements (as defined below), and to collect, concentrate, and disburse cash in accordance with that Cash Management System; and it is further

ORDERED that the Debtor is authorized to: (i) designate, maintain and continue to use any or all of its existing Bank Accounts, including but not limited to the Bank Accounts with those banks (the "Banks") listed on Exhibit A annexed hereto, in the names and with the account numbers existing immediately prior to the commencement of this chapter 11 case,

(ii) deposit funds into and withdraw funds from such accounts by all usual means including, without limitation, checks, wire transfers, automated transfers and other debits, and (iii) treat its prepetition Bank Accounts for all purposes as debtor in possession accounts; and it is further

ORDERED that all Banks with whom the Debtor maintains Bank Accounts are authorized to maintain, service, and administer the Bank Accounts and any other accounts opened postpetition in accordance with applicable non-bankruptcy law and in accordance with the service agreements and related documentation between the Debtor and its respective Banks (the “Service Agreements”), and the same may be amended from time to time, including by lifting any administrative or debit freeze placed on any of the Bank Accounts as a consequence of the filing of the petition commencing this case; and it is further

ORDERED that unless otherwise ordered by this Court, no Bank shall honor or pay any check issued or dated prior to the Petition Date; provided, however, that any such Bank may rely on the representations of the Debtor with respect to whether any check or other transfer drawn or issued by the Debtor prior to the Petition Date should be honored pursuant to an Order of this Court, and such Bank shall not have any liability to any party for relying on such representations by the Debtor as provided for herein; and it is further

ORDERED that the Debtor is directed to maintain records of each and every transfer within the Cash Management System occurring postpetition to the same extent maintained by the Debtor prior to the Petition Date, such that all postpetition transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, the Debtor’s books and records; and it is further

ORDERED that the Debtor’s continued use of its Cash Management System shall be deemed to comply with section 345 of the Bankruptcy Code, and the Debtor is relieved from

the obligations pursuant to section 345(b) of the Bankruptcy Code to obtain a bond from any entity for any of the other Bank Accounts; and it is further

ORDERED that nothing contained herein shall prevent the Debtor from opening any additional bank accounts, or closing any existing Bank Account(s), as it may deem necessary and appropriate, and the Banks are authorized to honor the Debtor's requests to open or close, as the case may be, such Bank Accounts or additional bank accounts at an authorized depository (unless otherwise agreed by the Office of the United States Trustee for the Southern District of New York); and it is further

ORDERED that, pursuant to section 364(a) of the Bankruptcy Code, the Debtor is authorized in connection with the ordinary operation of its Cash Management System to obtain unsecured credit and incur unsecured debt in the ordinary course of business without notice and a hearing; and it is further

ORDERED that the Debtor is authorized to use its existing Business Forms, including, check stock; provided, however, that as soon as practicable after the Petition Date the Debtor shall print "Debtor In Possession" and the chapter 11 case number under which this case is being administered on any new check stock; and it is further

ORDERED that the Debtor is authorized and shall (i) pay undisputed prepetition amounts outstanding as of the date hereof, if any, owed to its Banks as service charges for the maintenance of the Cash Management System, and (ii) reimburse the Banks for any claims arising, or chargebacks of deposits made, before or after the Petition Date in connection with customer checks or other deposits into the Bank Accounts that have been dishonored or returned for any reason, together with any fees and costs in connection therewith, to the same extent the

Debtor is responsible therefor by operation of non-bankruptcy law or under the terms of the Service Agreements with the Banks; and it is further

ORDERED that within two (2) business days after the entry of this Order, the Debtor shall serve a copy of this Order on the Banks; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order; and it is further

ORDERED that notice of the Motion as provided herein shall be deemed good and sufficient notice of such Motion.

Dated: July 2, 2009
New York, New York

/s/Burton R. Lifland
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

DEBTOR'S BANK ACCOUNTS

<u>Division</u>	<u>Account Description</u>	<u>Store No.</u>	<u>Bank Name</u>	<u>Account No.</u>
Corporate	Deposit Account	N/A	Citizens National Bank	194662
Corporate	Crabtree & Evelyn Operating Account	N/A	HSBC	629748403
Corporate	Crabtree & Evelyn Operating Account	N/A	Citibank	30440584
Corporate	C&E Controlled Disbursement Account	N/A	HSBC	797044132
Retail	BofA Consolidated	N/A	Bank of America	3752086829
Retail	Wells Fargo Consolidated	N/A	Wells Fargo	4945077030
Retail	Wachovia Consolidated	N/A	Wachovia Bank	200014990162
Retail	Perimeter	1	Bank of America	3751640059
Retail	Copley	4	Bank of America	4426314842
Retail	Burlington	6	Bank of America	4426314855
Retail	Sturbridge	8	Sovereign Bank	72800010562
Retail	Oakbrook	12	Republic Bank	193010801
Retail	Watertown	15	Chase Bank	001115001143307
Retail	Woodfield	16	Chase Bank	000370000142867
Retail	West Farms	17	Farmington Savings Bank	20352601
Retail	Pheasant Lane	22	Bank of America	4426314868
Retail	Broadway Plaza	24	Bank of America	3751640062
Retail	Southdale	25	Marshall & Ilsley Bank	1631608
Retail	Bethesda	27	Wachovia Bank	2000021574830
Retail	Lakeside Mall	29	Capital One	672133238
Retail	Alamoana	31	Bank of Hawaii	0017016466
Retail	Short Hills	35	Bank of America	4426314868
Retail	Rockefeller	36	Chase Bank	007113986
Retail	Cape Code	42	Citizens Bank	1102110741
Retail	Danbury	43	Wachovia Bank	2000021574843
Retail	Tysons Corner	47	Bank of America	4426314978

<u>Division</u>	<u>Account Description</u>	<u>Store No.</u>	<u>Bank Name</u>	<u>Account No.</u>
Retail	Valley Fair	53	Bank of America	3751640075
Retail	Embarcadero	55	Bank of America	3751640088
Retail	Releigh	65	Bank of America	3751640091
Retail	Bridgewater	67	Bank of America	4426314897
Retail	Bellevue	72	Wells Fargo Consolidated	4944435353
Retail	So. Pointe	76	PNC Bank	0001246686
Retail	Pentagon City	85	Chevy Chase Bank	1074300912
Retail	Freeport	87	Key Bank	29203857
Retail	Arden Fair	93	Wells Fargo Consolidated	4944436179
Retail	Cherry Creek	94	American National Bank	1684571
Retail	Manchester	100	Berkshire Bank	1129503
Retail	Brea Mall	101	Bank of America	3751640114
Retail	Boca Raton	102	Bank of America	1611807681
Retail	Coranado Center	104	Bank of America	3751640127
Retail	Mall of America	107	US Bank	104777279233
Retail	Carousel Mall	108	M & T Bank	9837517607
Retail	Annapolis	109	Wachovia Bank	2000021574869
Retail	The Oaks	111	Bank of America	3751640130
Retail	Madison Ave.	115	Wachovia Bank	200021579097
Retail	Ardmore	116	Wachovia Bank	2000021575978
Retail	King Of Prussia	117	Wachovia Bank	2000021574872
Retail	Liberty li	119	Wachovia Bank	2000021575907
Retail	Willow Grove	120	Bank of America	3756602021
Retail	Cherry Hill	121	Bank of America	4426314907
Retail	Santa Rosa	122	Bank of America	3751640143
Retail	Nashville	123	SunTrust	0000001764748
Retail	Glendale Mall	125	Community Bank	3159050
Retail	Overland	127	Hillcrest Bank	10000418
Retail	Century City	129	Union Bank of California	2060157203
Retail	Paramus	132	Chase Bank	574501004065
Retail	Faneuil Hall	138	Bank of America	4426314910
Retail	Aventura Mall	140	Bank of America	1596246738
Retail	Natick	142	Bank of America	4426314936
Retail	Washington Sq	143	Wells Fargo Consolidated	4944436203
Retail	Staten Island	144	Sovereign Bank	386001804
Retail	Old Orchard	147	First American Bank	19712204
Retail	Brooks Corner	148	Chase Bank	5601046658
Retail	West Town	149	First Tennessee Bank	004257537
Retail	Stamford	151	Bank of America	4426314936
Retail	Westchester	152	Chase Bank	6702103655
Retail	Palo Alto	154	Bank of America	3751640169
Retail	Victor, NY	155	Canandaigua National	0950374901

<u>Division</u>	<u>Account Description</u>	<u>Store No.</u>	<u>Bank Name</u>	<u>Account No.</u>
Retail	Cabazon	156	Bank of America	3751640172
Retail	Myrtle Beach	159	BB&T	1410000409615
Retail	Berkeley	162	SunTrust	0000201637359
Retail	Roosevelt Fld	163	Citibank	9932193720
Retail	Twelve Oaks	165	LaSalle Bank Midwest	5400119110
Retail	Richmond	166	Bank of America	3751640185
Retail	Beachwood	167	Ohio Savings Bank	00219004959
Retail	Gilroy	170	Bank of America	3751640198
Retail	Winston-Salem	172	Bank of America	4426302702
Retail	Buffalo	175	Key Bank	327190050101
Retail	Grove City	181	National City	549519731
Retail	San Marcos	182	Frost National Bank	420002437
Retail	South Coast Plaza	184	Bank of America	3751640224
Retail	Willow Bend	185	Bank of America	3751826718
Retail	Little Rock	186	US Bank	004341138230
Retail	St. Louis	187	Bank of America	3751640237
Retail	Wrentham	188	Wrentham Co-Operative	16004848
Retail	Germantown	189	Regions Bank	3500323217
Retail	Kenwood	190	US Bank	130104287748
Retail	Utc	193	Wells Fargo Consolidated	4944436237
Retail	Polaris	195	Chase Bank	000000645606708
Retail	Stonecrest	197	Bank of America	3756288681
Retail	Streets @ Southpointe	199	Bank of America	3751640253
Retail	Burlington Town Ctr	200	Key Bank	454680049615
Retail	Chandler	202	Bank of America	3751640266
Retail	Avenue of the Penns.	203	Union Bank of California	0730022581
Retail	Garden State Plaza	204	Bank of America	4426314949
Retail	Scottsdale	205	Bank of America	3751640279
Retail	Mall @ Millenia	207	Bank of America	3751640295
Retail	Miromar	208	Bank of America	3756225576
Retail	Southpark	210	Wachovia Bank	2000021574911
Retail	Colorado Mills	211	1st Bank of Colorado	9195550866
Retail	Merrick Park	212	Bank of America	3751640305
Retail	Las Vegas	213	Nevada State Bank	002102085
Retail	Chicago Premium Outlets	214	National Bank	700971
Retail	Towson	215	Bank of America	3751640318
Retail	Columbia	216	Bank of America	3751640321
Retail	Columbus Circle	218	Bank of America	4426314952
Retail	Woodbury	219	Walden Federal	5311931
Retail	Citrus Park	220	Bank of America	3756225589
Retail	Silver Sands	221	Regions Bank	0036208558
Retail	Alderwood Mall	223	Bank of America	3756557642

<u>Division</u>	<u>Account Description</u>	<u>Store No.</u>	<u>Bank Name</u>	<u>Account No.</u>
Retail	Monroeville Mall	225	National City	981360758
Retail	Jersey Shore Outlet	226	Chase Bank	745365676
Retail	Great Lakes Crossing	227	LaSalle Bank Midwest	5404019795
Retail	Stony Brook	229	Capital One	6324022000
Retail	Rockefeller 2	230	Chase Bank	007113986
Retail	Seattle Premium Outlets	231	Bank of America	3756617142
Retail	Victoria Gardens	233	Wells Fargo Consolidated	4944485366
Retail	Crestview Hills	234	US Bank	145800875661
Retail	Leesburg	235	Bank of America	4426280701
Retail	Roundrock	236	Chase Bank	000000721318814
Retail	Mercedes	237	Lone Star National Bank	1725004631
Retail	Patridge Creek	238	Chase Bank	758317804
Retail	Las Vegas Town Square	239	Bank of America	3751640156
Retail	Pleasant Prairie	240	Johnson Bank	1001117131
Retail	Philadelphia Prem Outlet	241	Citizens Bank	6218333683
Retail	Pembroke Gardens	242	Wachovia Bank	2000021574911
Retail	Dawsonville	243	United Community Bank	2036132153
Retail	Murfreesboro	244	Regions Bank	7100459992
Retail	Bridge Street	245	Wachovia Bank	2000021574911
Retail	Jeffersonville	246	Security National Bank	906824
Retail	Orlando Prem. Outlet	247	Bank of America	3751640334
Retail	Patriots Place	248	Sovereign Bank	10022309115
Retail	Employee Store	899	Citizens National Bank	195138