

**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 AUTHORIZING RETENTION AND APPOINTMENT
OF EPIQ BANKRUPTCY SOLUTIONS, LLC AS CLAIMS AGENT
FOR THE CLERK OF THE BANKRUPTCY COURT
UNDER 28 U.S.C. §156(c) AND GRANTING RELATED RELIEF**

Upon the application (the “Application”)¹ of the above-captioned debtor and debtor in possession (the “Debtor”),² for an order, pursuant to 28 U.S.C. § 156(c), approving the agreement with Epiq Bankruptcy Solutions, LLC (“Epiq”) and appointing Epiq as claims and noticing agent (the “Claims Agent”); and upon the Declaration of Stephen W. Bestwick in Support of First Day Motions; and upon the Declaration of Daniel C. McElhinney in Support of the Application of the Debtor For Order Authorizing Retention and Appointment of Epiq Bankruptcy Solutions, LLC as Claims Agent For the Clerk of the Bankruptcy Court Under 28 U.S.C. §156(c) and Granting Related Relief filed with the Court concurrently herewith; and the Debtor having estimated that may be thousands of creditors in this chapter 11 case, many of which are expected to file proofs of claims, and it appearing that the receiving, docketing and maintaining of proofs of claim would be unduly time consuming and burdensome for the Clerk; and the Court being authorized under 28 U.S.C. §156(c) to utilize, at the Debtor’s expense, outside agents and facilities to provide notices to parties in title 11 cases and to receive, docket,

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

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

maintain, photocopy and transmit proofs of claim; and the Court being satisfied that Epiq has the capability and experience to provide such services and that Epiq does not hold an interest adverse to the Debtor or its estate respecting the matters upon which it is to be engaged; and good and sufficient notice of the Application having been given; and no other or further notice being required; and it appearing that the employment of Epiq is in the best interests of the Debtor, its estate and creditors; and sufficient cause appearing therefor; it is hereby

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

ORDERED that the Debtor is authorized to enter into the Services Agreement, attached hereto as **Exhibit A**; and it is further

ORDERED that the Debtor is authorized to retain Epiq as of the Petition Date to perform the administrative, noticing and other services set forth in the Application and Services Agreement and to receive, maintain, record and otherwise administer the proofs of claim filed in this chapter 11 case; and it is further

ORDERED that Epiq is appointed as agent for the Clerk and custodian of court records and, as such, is designated as the authorized repository for all proofs of claim filed in this chapter 11 case and is authorized and directed to maintain official claims registers for the Debtor and to provide the Clerk with a certified duplicate thereof upon request by the Clerk; and it is further

ORDERED that Epiq is authorized to perform all of the services described in the Application and the Services Agreement, including, but not limited to, those related tasks to process the proofs of claim and maintain a claims register; and it is further

ORDERED that the Debtor is authorized to obtain a special post office box for the receipt of proofs of claim; and it is further

ORDERED that Epiq is authorized to take such other action to comply with all duties set forth in the Application; and it is further

ORDERED that the Debtor is authorized to compensate Epiq on a monthly basis, in accordance with the Services Agreement and without further order of the Court, upon the receipt of reasonably detailed invoices setting forth the services provided by Epiq in the prior month and the rates charged for each, and to reimburse Epiq for all reasonable and necessary expenses it may incur, upon the presentation of appropriate documentation; and it is further

ORDERED that if this case converts to one under chapter 7, Epiq will continue to be paid for its services until the claims filed in the chapter 11 case have been completely processed; if claims agent representation is necessary in the converted chapter 7 case, Epiq will continue to be paid in accordance with 28 U.S.C. §156(c) under the terms set out herein; and it is further

ORDERED that in the event Epiq is unable to provide the services set out in this Order, Epiq will immediately notify the Clerk and Debtor's attorney and cause to have all original proofs of claim and computer information turned over to another claims agent with the advice and consent of the Clerk and Debtor's attorney; 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 Application as provided herein shall be deemed good and sufficient notice of such Application.

Dated: July 2, 2009
New York, New York

/s/Burton R. Lifland
UNITED STATES BANKRUPTCY JUDGE