

**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)
AND 363(b)(1) OF THE BANKRUPTCY CODE AND
BANKRUPTCY RULE 6004 AUTHORIZING PAYMENT
OF PREPETITION FREIGHT FORWARDING CHARGES, CUSTOMS
BROKER FEES, CUSTOMS DUTIES, AND COMMON CARRIER CHARGES**

Upon the motion, dated July 1, 2009 (the “Motion”)¹ of Crabtree & Evelyn, Ltd., as debtor and debtor in possession (the “Debtor”),² for an order, pursuant to sections 105(a) and 363(b)(1) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the Debtor to pay undisputed prepetition obligations (collectively, the “Distribution Claims”) to certain freight forwarders and common carriers (collectively, the “Supply Chain Service Providers”) and the U.S. Customs Service, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 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 to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408

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.

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, and (iii) the Debtor's 40 largest unsecured creditors, and it appearing that no other or further notice need be provided; and it appearing that no other or further notice need be provided; and the Court having determined that the relief requested in the Motion is 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, pursuant to sections 105(a), and 363(b)(1) of the Bankruptcy Code and Bankruptcy Rule 6004, the Debtor is authorized but not directed to pay all undisputed Distribution Claims owed to the Supply Chain Service Providers and the U.S. Customs Service consistent with the Debtor's customary practices in the ordinary course of its businesses; and it is further

ORDERED that nothing in this Order or the Motion shall be construed as prejudicing any rights the Debtor may have to dispute or contest the amount of or basis for any claims against the Debtor arising in connection with any prepetition charge or fee asserted by a Supply Chain Service Provider or the U.S. Customs Service; and it is further

ORDERED that nothing herein shall be deemed to constitute an assumption or rejection of any agreement pursuant to section 365 of the Bankruptcy Code; and it is further

ORDERED that all applicable banks or financial institutions are authorized including, but not limited to those on the list annexed hereto as **Exhibit A**, when requested by the Debtor in the Debtor's sole discretion, to receive, process, honor and pay all checks drawn on or direct deposit and funds transfer instructions relating to the Debtor's accounts and any other transfers that are related to obligations with respect to the Supply Chain Service Providers and the U.S. Customs Service and the costs and expenses incident thereof; provided that sufficient funds are available in the accounts to make such payments; provided further that any such bank or financial institution may rely on the representations of the Debtor regarding which checks that were drawn or instructions that were issued by the Debtor before the Petition Date should be honored postpetition pursuant to an order of this Court and that any such bank or financial institution shall not have any liability to any party for relying on the representations of the Debtor as provided herein; and it is further

ORDERED that the Debtor is authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests in respect of prepetition obligations relating to the Distribution Claims that are dishonored or rejected as of the commencement of this chapter 11 case; and it is further

ORDERED that notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the notice requirements of Bankruptcy Rule 6004(a) are waived; 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

Bank Accounts

<u>Account Description</u>	<u>Bank Name and Address</u>	<u>Account No.</u>
Crabtree & Evelyn Operating Account	HSBC USA, NA 950 Third Avenue New York, NY 10022	629748403
Crabtree & Evelyn Operating Account	Citibank, N.A. 399 Park Avenue New York, NY 10022	30440584
C&E Controlled Disbursement Account	HSBC USA, NA 950 Third Avenue New York, NY 10022	797044132