

**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) OF THE BANKRUPTCY
CODE AND BANKRUPTCY RULE 6004 AUTHORIZING THE DEBTOR TO PAY
PREPETITION CLAIMS OF CERTAIN FOREIGN CREDITORS**

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) of chapter 11 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 but not directing the Debtor to pay certain prepetition claims (the “Foreign Creditor Claims”) of foreign creditors (the “Foreign Creditors”) all as more fully set forth in the Motion; 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 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)

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.

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 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 pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, the Debtor is authorized, but not directed, to pay the Foreign Creditor Claims, in the Debtor's sole discretion and in accordance with any negotiated terms of such obligations; provided, however, that the aggregate amount of such payments pursuant to this Order shall not exceed \$65,194; and it is further

ORDERED that nothing in this Order nor any action taken by the Debtor in furtherance of the implementation thereof shall be deemed (i) an approval of the assumption or rejection of any executory contract pursuant to section 365 of the Bankruptcy Code or (ii) a waiver of any claims or causes of action which may exist against the Foreign Creditors; and it is further

ORDERED that nothing in this Order or the Motion shall be construed as prejudicing the Debtor's rights to dispute or contest the amount of or basis for any Foreign Creditor Claims; 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