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Hearing Date and Time: July 29, 2009 at 10:00 a.m. (Eastern)  
Objection Deadline: July 22, 2009 at 4:00 p.m. (Eastern)

Proposed Attorneys for Debtor and Debtor in Possession

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

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In re : Chapter 11  
: :  
CRABTREE & EVELYN, LTD., : :  
: :  
Debtor. : Case No. 09-14267 (BRL)  
: :  
: :  
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**NOTICE OF MOTION REGARDING  
AMENDED MOTION FOR AN ORDER PURSUANT TO SECTIONS  
365(a) AND 554(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY  
RULES 6006, 6007 AND 9014 AUTHORIZING THE DEBTOR TO REJECT  
CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY AND  
TO ABANDON PERSONAL PROPERTY**

PLEASE TAKE NOTICE that a hearing on the annexed amended motion (the “Motion”) of Crabtree & Evelyn, Ltd., as debtor and debtor in possession (the “Debtor”),<sup>1</sup> pursuant to sections 365(a) and 554(a) of the Bankruptcy Code, for authorization to reject certain unexpired leases and to abandon related personal property, all as more fully described in the Motion, will be held before the Honorable Burton R. Lifland, United States Bankruptcy Judge, Room 623 of the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on July 29, 2009 at 10:00 a.m. (prevailing Eastern Time), or as soon thereafter as counsel may be heard.

<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 1685.

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the Motion, must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court for the Southern District of New York, must set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtor's estate or property, the basis for the objection and the specific grounds therefor, and must be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System may be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), the official website for the Bankruptcy Court) by registered users of the Bankruptcy Court's case filing system, and by all other parties in interest on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182, and any objection must further be served upon: (i) the Debtor, 102 Peake Brook Road, Woodstock, CT 06281 (Attn.: Colleen Cording, Esq.), (ii) counsel to the Debtor, Cooley Godward Kronish LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attn: Lawrence C. Gottlieb, Esq. and Richelle Kalnit, Esq.), (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Serene Nakano, Esq.), and (iv) SilvermanAcampora LLP, 100 Jericho Quadrangle, Suite 300, Jericho, New York 11753 (Attn: Ronald J. Friedman, Esq.) as counsel for Kuala Lumpur Kepong Berhad, so as to be received no later than **July 22, 2009 at 4:00 p.m. (prevailing Eastern Time)**.

Dated: July 9, 2009  
New York, New York

Respectfully submitted,

By: /s/ Lawrence C. Gottlieb  
Lawrence C. Gottlieb

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

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In re : Chapter 11  
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CRABTREE & EVELYN, LTD., : Case No. 09-14267 (BRL)  
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Debtor. :  
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**AMENDED MOTION FOR AN ORDER PURSUANT TO SECTIONS  
365(a) AND 554(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY  
RULES 6006, 6007 AND 9014 AUTHORIZING THE DEBTOR TO REJECT  
CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY AND  
TO ABANDON PERSONAL PROPERTY**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Crabtree & Evelyn, Ltd., as debtor and debtor in possession (the “Debtor”),<sup>1</sup>  
respectfully represents:<sup>2</sup>

**BACKGROUND**

1. On July 1, 2009, the Debtor commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtor is

<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 1685.

<sup>2</sup> This Motion amends and supersedes the original motion for identical relief filed on July 7, 2009 (Docket No. 63). The Debtor files this amended Motion solely to correct an error on the first page of the original motion.

authorized to operate its businesses and manage its properties as debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory creditors' committee has been appointed in this chapter 11 case.

2. Crabtree & Evelyn has evolved from a small, entrepreneurial business, to a company with worldwide manufacturing and distribution capabilities, worldwide distribution channels and 126 retail locations in the United States, making it well-known and respected for its English-style elegance. Through a multi-channel sales strategy, including sales through retail, wholesale, export, affiliate and internet channels, the Debtor manufactures and distributes its products worldwide.

3. Founded as a purveyor of fine soaps from around the world, products were first sold under the Crabtree & Evelyn name starting in approximately 1972.<sup>3</sup> During nearly four decades Crabtree & Evelyn has expanded its product offerings from fine soaps to include personal care products and related accessories, fragrances, comestibles (*i.e.*, food products including cookies, teas and jams), products for the home and gift arrangements. The Debtor also sells Vera Bradley (purses and related accessories) products in its retail store locations. Crabtree & Evelyn manufactures and distributes more than twenty-five product lines, including LaSource®, Gardeners, India Hicks Island Living® and Naturals and its products have been frequently mentioned in numerous magazines, including Vogue, Glamour, and Lucky. In 1977, Crabtree & Evelyn opened its first retail store, and its retail business has gradually expanded to include a manufacturing and distribution facility, as well as 126 stores in the United States. In 1996, Kuala Lumpur Kepong Berhad purchased 100 percent of the equity of the Debtor. The

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<sup>3</sup> The name of the Debtor is inspired from (i) the crabapple tree, the original species from which all cultivated apple trees have derived, and (ii) John Evelyn, the seventeenth century renaissance Englishman, who wrote one of the first works on conservation of forests and timber.

Debtor is incorporated in Connecticut, and its headquarters, distribution center, manufacturing facility, and warehouse are located in Woodstock, Connecticut.

4. The Debtor's primary assets include inventory, contract rights, intellectual property rights, and accounts receivable for goods sold. The Debtor also owns its headquarters, manufacturing facility, distribution center and warehouse in Woodstock, Connecticut. In addition, the Debtor leases a significant number of retail stores located in 34 states.

### **JURISDICTION**

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **RELIEF REQUESTED**

6. By this motion (the "Motion"), the Debtor requests, pursuant to section 365(a) of the Bankruptcy Code and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorization to reject those unexpired leases identified on **Exhibit A** attached hereto (the "Leases") located at the addresses listed on Exhibit A hereto (the "Premises"). Additionally, the Debtor seeks authority under section 554(a) of the Bankruptcy Code and Bankruptcy Rule 6007 to abandon any equipment, furniture and fixtures (the "Abandoned Property") located at the Premises on the Rejection Date (defined below).<sup>4</sup>

7. Pursuant to the Leases that are the subject of this Motion, the Debtor has used the Premises to operate thirty-five retail stores and store inventory. On or prior to the respective date listed on Exhibit A hereto (the "Rejection Date"), the Debtor will have vacated the Premises and surrendered possession and the keys to the landlords. Absent rejection of the Leases, the Debtor

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<sup>4</sup> Copies of Leases will be made available to any party in interest upon request to the Debtor's undersigned attorneys.

continues to be obligated to pay rent under the Leases, even though, as of the Rejection Date, it will have no continuing operations in those facilities and no other productive use for those Premises. The estimated annual cost of the Leases is approximately \$3.7 million.

8. After careful review, the Debtor has determined in its business judgment that the Leases identified on Exhibit A are unnecessary to the continued operation of the Debtor's businesses, have no value to the estate, and should be rejected. In considering its options with respect to the Leases, the Debtor, in consultation with its proposed financial advisor, believes that there remains no other viable possibility other than rejection of the Leases. Moreover, the Debtor's proposed financial advisor, Clear Thinking Group LLC, has determined that the Leases have no marketable value beneficial to the Debtor's estate.

9. Through the rejection of the Leases, the Debtor will be relieved from paying the rent, as well as certain other costs, including taxes, utilities, water and sewer charges, insurance, operating expenses, and other related charges associated with the Leases. By rejecting the Leases as of the respective Rejection Dates, the Debtor will avoid incurring unnecessary administrative charges that provide no tangible benefit to the Debtor's estate. The resulting savings from the rejection of the Leases will increase the Debtor's future cash flow and assist in managing its estate.

10. The Debtor has determined through an exercise of its business judgment to reject the Leases, and that such rejection is in the best interests of the Debtor and other parties in interest. In connection with such rejection of the Leases, the Debtor will surrender possession of the Premises and turn over keys to the Premises to the landlords for the Leases (the "Landlords") on or before the Rejection Date.

11. The Debtor likewise has determined that the abandonment of the Abandoned Property is appropriate because such property is of inconsequential value and/or the cost of removing and storing such property exceeds its value to the Debtor's estate. Moreover, the Debtor believes that the Abandoned Property is no longer necessary for the operation of the Debtor's businesses.

12. Moreover, rejection of the Leases and abandonment of the Abandoned Property effective as of the Rejection Date is necessary and justified under the circumstances. As of the Rejection Date, the Debtor will have vacated the Premises and surrendered possession and keys to the Landlords. Accordingly, the Debtor believes that the rejection of the Leases and the abandonment of the Abandoned Property as of the Rejection Date is in the best interests of its estate, its creditors and other parties in interest.

### **BASIS FOR RELIEF REQUESTED**

#### **Rejection of the Leases is Supported by the Debtor's Business Judgment and Should be Approved by the Court**

13. Section 365(a) of the Bankruptcy Code provides, in pertinent part, that a debtor in possession "subject to the court's approval, may assume or reject any executory contract or unexpired lease of the debtor." 11 U.S.C. § 365(a); see also NLRB v. Bildisco & Bildisco, 465 U.S. 513, 521 (1984); In re Lavigne, 114 F.3d 379, 386 (2d Cir. 1997). "[T]he purpose behind allowing the assumption or rejection of executory contracts is to permit the trustee or debtor-in-possession to use valuable property of the estate and to 'renounce title to and abandon burdensome property.'" Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.), 4 F.3d 1095, 1098 (2d Cir. 1993).

14. Courts defer to a debtor's business judgment in rejecting an executory contract or unexpired lease, and upon finding that a debtor has exercised its sound business judgment,

approve the rejection under section 365(a) of the Bankruptcy Code. See Bildisco & Bildisco, 465 U.S. at 523 (recognizing the “business judgment” standard used to approve rejection of executory contracts); Nostas Assocs. v. Costich (In re Klein Sleep Products, Inc.), 78 F.3d 18, 25 (2d Cir. 1996) (recognizing the “business judgment” standard used to approve rejection of executory contracts); In re Minges, 602 F.2d 38, 42-43 (2d Cir. 1979) (holding that the “business judgment” test is appropriate for determining when an executory contract can be rejected); In re G Survivor Corp., 171 B.R. 755, 757 (Bankr. S.D.N.Y. 1994) (approving rejection of license by debtor because such rejection satisfied the “business judgment” test); In re Child World, Inc., 142 B.R. 87, 89 (Bankr. S.D.N.Y. 1992) (stating that a debtor may assume or reject an unexpired lease under § 365(a) in the exercise of its “business judgment”).

15. As more fully explained above, the Debtor no longer chooses to occupy the premises relating to the Leases. Based upon the Debtor’s efforts to date and its understanding of the current market conditions, the Debtor does not believe it is in the Debtor’s estate or the creditors’ interests to market the Leases in an attempt to sell or sublease the affected premises. Accordingly, the Debtor submits that there is no potential value that might be realized by a future sale or sublease of either of the Leases.

16. After reviewing the terms of the Leases and the locations of the leased premises, the Debtor has determined that the Leases have little or no value. Thus, the Debtor has determined in the exercise of its business judgment, to reject the Leases and avoid the incurrence of any additional expenses with respect thereto.

17. Pursuant to section 365 of the Bankruptcy Code, the Debtor seeks to reject the Leases effective as of the Rejection Date.

18. The counterparties to the Leases are not prejudiced by respective Rejection Dates as they will have received advance notice of the Debtor's rejection of the Leases and respective Rejection Dates. See, e.g., In re Mid Region Petroleum, Inc., 111 B.R. 968, 970 (Bankr. N.D. Okla. 1990) (effective date of rejection of leases was the date the trustee gave notice to lessor of intent to reject); In re Carlisle Homes, Inc., 103 B.R. 524, 535 (Bankr. D.N.J. 1988) (debtor may reject executory contract by clearly communicating intention to reject).

**The Bankruptcy Code Authorizes the Abandonment of the Abandoned Property**

19. Section 554(a) of the Bankruptcy Code provides that “[a]fter notice and a hearing, the trustee may abandon any property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate.” 11 U.S.C. § 554(a). Before authorizing abandonment of property, a bankruptcy court must find either (i) the property is burdensome to the estate, or (ii) the property is both of inconsequential value and inconsequential benefit to the estate. See, e.g., Midlantic Nat’l Bank v. N.J. Dep’t of Env’tl. Prot., 474 U.S. 494, 497 (1986), reh’g denied, 475 U.S. 1091 (1986); In re Texaco, Inc., 90 B.R. 38, 44 (S.D.N.Y. 1988); In re Crowthers McCall Pattern, Inc., 114 B.R. 877, 882 n.7 (Bankr. S.D.N.Y. 1990). The personal property to be abandoned in connection with the Leases primarily consists of fixtures, furniture, and other office and store equipment that is (a) of no value or benefit to the Debtor’s estate, and/or (b) burdensome insofar as the costs of removal and storage of such property are likely to exceed the net proceeds realizable from its sale. With respect to each of the Premises for which the Debtor seeks to abandon property, Exhibit A contains a description of the property proposed to be abandoned in accordance with Rule 6007-1 of the Local Bankruptcy Rules for the Southern District of New York. Accordingly, it is in the best interest of the Debtor and its estate to abandon the Abandoned Property located at the Premises on the Rejection Date.

**Request to Fix Deadline for Filing Claims Arising From Rejection of the Leases**

20. Finally, the Debtor requests that the Court direct that any claim for damages arising as a result of the rejection of the Leases must be filed by the later of (a) thirty (30) days following entry of this Order, or (b) the applicable bar date to be subsequently established in this case, or be forever barred from doing so.

21. In light of the foregoing, the Debtor respectfully requests that the Court approve rejection of the Leases under section 365(a) of the Bankruptcy Code and the abandonment of the Abandoned Property pursuant to section 554(a) of the Bankruptcy Code in the manner requested herein.

**NOTICE**

22. The Debtor has served notice of this Motion on: (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, as proposed postpetition lender and prepetition lender, (iii) the Debtor's 40 largest unsecured creditors, (iv) the Lease counterparties set forth on Exhibit A hereto, and (v) parties in interest who have filed notices of appearance in this case. In light of the nature of the relief requested, the Debtor submits that no other or further notice need be provided.

23. No previous request for the relief sought herein has been made by the Debtor to this or any other court.

WHEREFORE, the Debtor respectfully requests that the Court grant the relief requested herein and such other and further relief as is just and appropriate.

Dated: July 9, 2009  
New York, New York

Respectfully submitted,

By: /s/ Lawrence C. Gottlieb  
Lawrence C. Gottlieb

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Proposed Attorneys for Debtor and Debtor in  
Possession

**EXHIBIT A**  
**LEASES**

<b><u>Landlord</u></b>	<b><u>Landlord Address</u></b>	<b><u>Property Location</u></b>	<b><u>Rejection Date</u></b>	<b><u>Property Proposed to be Abandoned</u></b>
Simon	Copley Place Associates LLC c/o Simon Property Group 225 W. Washington Street Indianapolis, IN 46204-3438	STORE #4-Copley Place Copley Place 100 Huntington Avenue, G15 Boston, MA 2116	July 31, 2009	FF&E
General Growth	Oakbrook Shopping Center, LLC c/o General Growth Properties, Inc. Columbia Regional Office, 10275 Little Patuxent Parkway Columbia, MD 21044 Attn: Law/Leasing and Operations	STORE #12-Oakbrook 420 Oakbrook Center Oakbrook, IL 60523	July 31, 2009	FF&E
Macerich	Macerich Northwestern Associates c/o Center Manager Broadway Plaza Shopping Center 1275 Broadway Plaza Walnut Creek, CA 94596	STORE #24-Broadway Plaza Broadway Plaza Shopping Center 24 Broadway Lane Walnut Creek, CA 94596	July 31, 2009	FF&E
Simon	Southdale Limited Partnership 1300 Wilson Boulevard, Suite 400 Arlington, VA 22209 Attn: Real Estate General Counsel	STORE #25-Southdale Southdale Shopping Center, Space 1680 Edina, MN 55435	July 31, 2009	FF&E
General Growth	GGP Ala Moana, LLC 110 North Wacker Drive Chicago, IL 60606 Attn: General Counsel	STORE #31-Alamoana Ala Moana Center 1450 Ala Moana Blvd. #1128 Honolulu, HI 96814	July 31, 2009	FF&E
Boston Properties	Embarcadero Center Associates c/o Boston Properties Limited Partnership, Prudential Center, 800 Boylston Street, Suite 1900 Boston, MA 02199-8103	STORE #55-Embarcadero Two Embarcadero Center San Francisco, CA 94111	July 31, 2009	FF&E

<u>Landlord</u>	<u>Landlord Address</u>	<u>Property Location</u>	<u>Rejection Date</u>	<u>Property Proposed to be Abandoned</u>
General Growth	Bridgewater Commons Mall II, LLC c/o General Counsel 10275 Little Patuxent Parkway Columbia, MD 21044	STORE #67-Bridgewater Bridgewater Commons Mall 400 Commons Way, Suite #125 Bridgewater, NJ 8807	July 31, 2009	FF&E
Tishman Speyer	520 Madison Owners, LLC c/o Tishman Speyer Properties, LP 520 Madison Avenue, New York, NY 10022 Attn: Property Manager - 520 Madison Avenue	STORE #115-Madison Ave 520 Madison Avenue New York, NY 10022	July 31, 2009	FF&E
Kimco	Amerishop Suburban, LP c/o Kimco Realty Corporation, Mid-Atlantic Region, 170 W. Ridgely Road, Suite 210 Lutherville, MD 21093	STORE #116-Suburban Square Suburban Square 51 St. James Place Ardmore, PA 19003	July 31, 2009	FF&E
Simon	King of Prussia Associates c/o Kravco Simon Company P.O. Box 1528 King of Prussia, PA 19406	STORE #117-King Prussia Court at King of Prussia 321 Mall Boulevard. Space 1096 King of Prussia, PA 19406	July 31, 2009	FF&E
Liberty Place	Liberty Place Retail Associates, LP 1625 Chestnut Street Philadelphia, PA 19103 Attn: General Manager	STORE #119-Liberty Place The Shops at Liberty Place 1625 Chestnut Street, #113 Philadelphia, PA 19103	July 31, 2009	FF&E
General Growth	Rouse SI Shopping Center, LLC c/o General Growth Properties, Inc. Columbia Regional Office 10275 Little Patuxent Parkway, Columbia, MD 21044 Attn: Law/Leasing and Operations	STORE #144-Staten Island Staten Island Mall 2655 Richmond Avenue Staten Island, NY 10314	July 31, 2009	FF&E
Westfield	Old Orchard Urban Limited Partnership c/o Westfield Corporation, Inc. 11601 Wilshire Boulevard, 12th Floor Los Angeles, CA 90025 Attn: Legal Department	STORE #147-Old Orchard Old Orchard Shopping Center, F82 Skokie, IL 60077	July 31, 2009	FF&E

<u>Landlord</u>	<u>Landlord Address</u>	<u>Property Location</u>	<u>Rejection Date</u>	<u>Property Proposed to be Abandoned</u>
Brooks, Torrey	Brooks, Torrey & Scott, Inc. 542 Westport Avenue Norwalk, CT 06851	STORE #148-Brooks Corner Brooks Corner 136 Main Street Westport, CT 6880	July 31, 2009	FF&E
Taubman	Rich-Taubman Associates 200 East Long Lake Road, P.O. Box 200 Bloomfield Hills, MI 48303-0200	STORE #151-Stamford Stamford Town Center 100 Greyrock Place Stamford, CT 6901	July 31, 2009	FF&E
Simon	SPG Center, LLC c/o M.S. Management Associates Inc. 225 West Washington, Indianapolis, IN 46204	STORE #154-Palo Alto Stanford Shopping Center Kiosk Space 4B Palo Alto, CA 94304	July 31, 2009	FF&E
Taubman	Twelve Oaks Mall LLC 200 East Long Lake Road, P.O. Box 200, Bloomfield Hills, MI 48303-0200 Attn: Lease Administration	STORE #165-Twelve Oaks Mall Twelve Oaks Mall, B-226 27442 Novi Road Novi, MI 48377	July 31, 2009	FF&E
Taubman	Taubman Regency Square Associates LLC 200 East Long Lake Road, P.O. Box 200 Bloomfield Hills, MI 48303-0200 Attn: Lease Administration	STORE #166-Regency Square Regency Square 1420 Parham Road Richmond, VA 23229	July 31, 2009	FF&E
CBL & Assoc.	JG Winston-Salem LLC 25425 Center Ridge Road Cleveland, OH 44145	STORE #172-Hanes Mall Hanes Mall, Suite 1140 Silas Creek Parkway & Stratford Road Winston-Salem, NC 27103	July 31, 2009	FF&E
CBL & Assoc.	CBL/Park Plaza Mall, LLC c/o CBL & Associates Management, Inc., as agent for Park Plaza Mall CBL Center, Suite 500, 2030 Hamilton Place Boulevard, Chattanooga, TN 37421-6000	STORE #186-Park Plaza Mall 6000 West Markham Street, Suite 3126 Little Rock, AR 72205	July 31, 2009	FF&E

<b><u>Landlord</u></b>	<b><u>Landlord Address</u></b>	<b><u>Property Location</u></b>	<b><u>Rejection Date</u></b>	<b><u>Property Proposed to be Abandoned</u></b>
Forest City	Stonecrest Mall SPE, LLC c/o Forest City Enterprises, Inc. Terminal Tower, Suite 1160, 50 Public Square Cleveland, OH 44113 Attn: General Counsel	STORE #197-Mall @ Stonecrest The Mall at Stonecrest, Suite 2270 2929 Turner Hill Road Lithonia, GA 30038	July 31, 2009	FF&E
General Growth	Southpoint Mall, LLC c/o General Growth Properties, Inc. Columbia Regional Office 10275 Little Patuxent Parkway Columbia, MD 21044 Attn: Law/Leasing and Operations	STORE #199-Southpoint The Streets at Southpoint 6910 Fayetteville Road, Suite 170 Durham, NC 27713	July 31, 2009	FF&E
Westfield	Westfield Garden State Plaza Limited Partnership c/o Westfield Corporation, Inc. 11601 Wilshire Blvd., 12th Floor Los Angeles, CA 90025 Attn: General Counsel	STORE #204-Garden State Plaza Garden State Plaza, Suite 2166 Routes 4 and 17 Paramus, NJ 7652	July 31, 2009	FF&E
Simon	Southpark Mall Limited Partnership c/o Urban Retail Properties Co., SouthPark Mall, 4400 Sharon Road Charlotte, NC 28211	STORE #210-Southpark South Park Mall 4400 Sharon Road Charlotte, NC 28211	July 31, 2009	FF&E
General Growth	Merrick Park, LLC c/o General Growth Properties, Inc. Columbia Regional Office, 10275 Little Patuxent Parkway, Columbia, MD 21044 Attn: Law/Leasing and Operations	STORE #212-Merrick Park The Village of Merrick Park 320 San Lorenzo Avenue, Unit #2327 Coral Gables, FL 33146	July 31, 2009	FF&E
General Growth	Alderwood Mall c/o Alderwood Mall, LLC 110 N. Wacker Drive Chicago, IL 60606 Attn: Law/Lease Administration Department	STORE #223-Alderwood 3000 194th St. S.W. Lynnwood, WA 98037	July 31, 2009	FF&E

<u>Landlord</u>	<u>Landlord Address</u>	<u>Property Location</u>	<u>Rejection Date</u>	<u>Property Proposed to be Abandoned</u>
Taubman	Taubman Auburn Hills Associates Limited Partnership 200 East Long Lake Road, P.O. Box 200 Bloomfield Hills, MI 48303-0200 Attn: Lease Administration	STORE #227-Great Lakes Outlet Great Lakes Crossing 4600 Baldwin Rd. Auburn, MI 48326	July 31, 2009	FF&E
Forest City	Rancho Mall, LLC Terminal Tower, 50 Public Square, Suite 1100 Cleveland, OH 44113-2267	STORE #233-Victoria Gardens Victoria Gardens 7835 Kew Ave. Rancho Cucamonga, CA 91739	July 31, 2009	FF&E
Anderson	Crestview Hills Town Center, LLC c/o Jeffrey R. Anderson Real Estate, Inc. Rockwood Tower, 3805 Edwards Road Suite 700 Cincinnati, OH 45209	STORE #234-Crestview Crestview Hills, Town Center Space 7060 2870 Town Center Blvd. Crestview Hill, KY 41017	July 31, 2009	FF&E
CPG Partnership LLP	CPG Partners, LP c/o Chelsea Property Group, Inc. 105 Eisenhower Parkway Roseland, NJ 07068 Attn: Director of Lease Administration	STORE #237-Rio Grande Valley Outlet 5001 E Expressway 83, Space 0600E Mercedes, TX 78570	July 31, 2009	FF&E
Taubman	Partridge Creek Fashion Park LLC 200 East Long Lake Road, P.O. Box 200 Bloomfield Hills, MI 48303-0200 Attn: Lease Administration	STORE #238-Partridge Creek 17460 Hall Road, Suite 141 Clinton, MI 48038	July 31, 2009	FF&E
Turnberry	Turnberry/Centra Sub, LLC c/o Turnberry Associates 19501 Biscayne Boulevard, Suite 400 Aventura, FL 33180 Attn: Legal Department/ Leasing Attorney	STORE #239-Las Vegas Town Square 6659 Las Vegas Blvd., South, Suite 108 Las Vegas, NV 89119	July 31, 2009	FF&E
Anderson	AD Pembroke Land Company, LLC c/o Jeffrey R. Anderson Real Estate, Inc. Rookwood Tower, 3805 Edwards Road, Suite 700 Cincinnati, OH 45209	STORE #242-Pembroke Gardens 318 SW 145th Terrace Pembroke Pines, FL 33027	July 31, 2009	FF&E

<u>Landlord</u>	<u>Landlord Address</u>	<u>Property Location</u>	<u>Rejection Date</u>	<u>Property Proposed to be Abandoned</u>
Cousins	CF Murfreesboro Associates c/o Cousins Properties Incorporated Attn: Corporate Secretary 191 Peachtree Street NE, Suite 3600 Atlanta, GA 30303-1740	STORE #244-Murfreesboro 2615 Medical Center Parkway, Suite 2035 Murfreesboro, TN 37129	July 31, 2009	FF&E
Opus	Huntsville Shores, LLC c/o O & S Holdings, LLC 3130 Wilshire Boulevard, 2nd Floor Santa Monica, CA 90403 Attn: Mr. Gary M. Safady	STORE #245-Bridge Street 350 The Bridge Street, Suite 104 Huntsville, AL 35806	July 31, 2009	FF&E
General Growth	Urban Retail Properties Company 100 Oakbrook Center Oak Brook, IL 60523 Attn: Management Office	STORE #12 - STORAGE UNIT	July 31, 2009	FF&E
Macerich	Macerich Northwestern Associates, d/b/a Broadway Plaza 1275 Broadway Plaza Walnut Creek, CA 94596 Attn: Property Management	STORE #24 - STORAGE UNIT	July 31, 2009	FF&E
Edina Mini-Storage	Edina Mini-Storage 7225 Bush Lake Road Edina, MN 55439	STORE #25 - STORAGE UNIT	July 31, 2009	FF&E
General Growth	GGP Ala Moana, LLC 110 North Wacker Drive Chicago, IL 60606 Attn: General Counsel	STORE #31 - STORAGE UNIT	July 31, 2009	FF&E
Boston Properties	Embarcadero Center Associates Four Embarcadero Center, Lobby Level, Suite One, San Francisco, CA 94111 Attn: Robert Pester	STORE #55 - STORAGE UNIT	July 31, 2009	FF&E
Somerset Self Storage	Somerset Self Storage 22 Van Veghten Bridgewater, NJ 08807	STORE #67 - STORAGE UNIT	July 31, 2009	FF&E

<u>Landlord</u>	<u>Landlord Address</u>	<u>Property Location</u>	<u>Rejection Date</u>	<u>Property Proposed to be Abandoned</u>
Tishman Speyer	520 Madison Owners, LLC c/o Tishman Speyer Properties, LP 520 Madison Avenue, New York, NY 10022 Attn: Property Manager - 520 Madison Avenue	STORE #115 - STORAGE UNIT	July 31, 2009	FF&E
Kimco	Amerishop Suburban, LP c/o Kimco Realty Corporation, Mid-Atlantic Region, 170 W. Ridgely Road, Suite 210 Lutherville, MD 21093	STORE #116 - STORAGE UNIT	July 31, 2009	FF&E
Simon	King of Prussia Associates c/o Kravco Simon Company, P.O. Box 1528 King of Prussia, PA 19406	STORE #117 - STORAGE UNIT	July 31, 2009	FF&E
Liberty Place	Liberty Place Retail Associates, LP 1625 Chestnut Street Philadelphia, PA 19103 Attn: General Manager	STORE #119 - STORAGE UNIT	July 31, 2009	FF&E
Extra Space Storage	Extra Space Storage, Staten Island Arden Avenue 7 Arden Avenue Staten Island, NY 10312	STORE #144 - STORAGE UNIT	July 31, 2009	FF&E
Westfield	Westfield Corporation, Inc. 11601 Wilshire Boulevard, 12th Floor Los Angeles, CA 900025 Attn: Operations Manager	STORE #147 - STORAGE UNIT	July 31, 2009	FF&E
Taubman	Rich-Taubman Associates d/b/a Stamford Town Center 100 Greyrock Place Stamford, CT 06901	STORE #151 - STORAGE UNIT	July 31, 2009	FF&E
Taubman	Twelve Oaks Mall LLC 200 East Long Lake Road, P.O. Box 200 Bloomfield Hills, MI 48303-0200 Attn: Lease Administration	STORE #165 - STORAGE UNIT	July 31, 2009	FF&E
Regency Associates, LLC	Regency Self Storage 8500 Jesse Senior Dr. Richmond, VA 23229	STORE #166 - STORAGE UNIT	July 31, 2009	FF&E

<u>Landlord</u>	<u>Landlord Address</u>	<u>Property Location</u>	<u>Rejection Date</u>	<u>Property Proposed to be Abandoned</u>
CBL & Assoc.	JG Winston Salem LLC c/o CBL Associates Inc. 3320 Silas Creek Parkway, #264 Winston-Salem, NC 27103-3032	STORE #172 - STORAGE UNIT	July 31, 2009	FF&E
People Self Storage	People Self Storage – Lithonia 7703 Conyers Street Lithonia, GA 30058	STORE #197 - STORAGE UNIT	July 31, 2009	FF&E
Ample Storage	Ample Storage 4315 Garrett Road Durham, NC 27707	STORE #199 - STORAGE UNIT	July 31, 2009	FF&E
Westfield	Westfield Corporation, Inc. 11601 Wilshire Boulevard, 12th Floor Los Angeles, CA 900025 Attn: Operations Manager	STORE #204 - STORAGE UNIT	July 31, 2009	FF&E
Public Storage	Public Storage 4555 South Boulevard Charlotte, NC 28209	STORE #210 - STORAGE UNIT	July 31, 2009	FF&E
General Growth	Merrick Park LLC 358 San Lorenzo Avenue, Suite 3000 Coral Gables, FL 33134	STORE #212 - STORAGE UNIT	July 31, 2009	FF&E
Taubman	Taubman Auburn Hills Associates Limited Partnership d/b/a Great Lakes Crossing 4000 Baldwin Road Auburn Hills, MI 48326	STORE #227 - STORAGE UNIT	July 31, 2009	FF&E
Best Little Warehouse	Best Little Warehouse in TX 802 E. Expressway 83, Suite A Weslaco, TX 78596	STORE #237 - STORAGE UNIT	July 31, 2009	FF&E
Public Storage	Public Storage 20200 Hall Road Clinton Township, MI 48038	STORE #238 - STORAGE UNIT	July 31, 2009	FF&E
Epic Storage	Epic Storage @ Warm Springs 6545 W Warm Springs Road Las Vegas, NV 89118	STORE #239 - STORAGE UNIT	July 31, 2009	FF&E

**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.** :   
:   
----- x

**ORDER PURSUANT TO SECTIONS 365(a) AND 554(a) OF  
THE BANKRUPTCY CODE AND BANKRUPTCY RULES  
6006, 6007 AND 9014 AUTHORIZING THE DEBTOR TO REJECT  
CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY AND  
TO ABANDON PERSONAL PROPERTY**

Upon the amended motion, dated July 9, 2009 (the “Motion”),<sup>1</sup> of Crabtree & Evelyn, Ltd., as debtor and debtor in possession (the “Debtor”),<sup>2</sup> for authorization to reject those certain unexpired leases identified on **Exhibit A** attached hereto (the “Leases”) and abandon the Abandoned Property pursuant to sections 365(a) and 554(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 6006, 6007 and 9014 of the Federal Rules of Bankruptcy Procedure 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

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

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

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 40 largest unsecured creditors, (iv) the lease counterparties identified on Exhibit A to the Motion, and (v) parties in interest who have filed notices of appearance in this case, 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 section 365(a) of the Bankruptcy Code, the Debtor is authorized to reject each of the Leases listed on Exhibit A hereto; and it is further

ORDERED that each Lease rejection is effective as of the respective date listed on Exhibit A hereto (the "Rejection Date"); and it is further

ORDERED that all claims for damages arising as a result of the rejection of the Leases shall be filed by the later of (a) thirty (30) days following entry of this Order, or (b) the applicable bar date to be subsequently established in this case, or be forever barred from doing so; and it is further

ORDERED that, pursuant to section 554(a) of the Bankruptcy Code, the Debtor is authorized to abandon any personal property, furniture, fixtures, and/or equipment remaining at the Premises (as set forth on Exhibit A hereto) to the Landlords for the Leases, and the Landlords

for the Leases may dispose of such Abandoned Property without liability to third parties claiming an interest in such Abandoned Property; and it is further

ORDERED that the Debtor shall serve a copy of this Order on all counterparties to the Leases and/or their respective attorneys (if known) within three (3) days of entry of this Order; 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: \_\_\_\_\_, 2009  
New York, New York

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HONORABLE BURTON R. LIFLAND  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit A**  
**LEASES**

<b><u>Landlord</u></b>	<b><u>Landlord Address</u></b>	<b><u>Property Location</u></b>	<b><u>Rejection Date</u></b>	<b><u>Property Proposed to be Abandoned</u></b>
Simon	Copley Place Associates LLC c/o Simon Property Group 225 W. Washington Street Indianapolis, IN 46204-3438	STORE #4-Copley Place Copley Place 100 Huntington Avenue, G15 Boston, MA 2116	July 31, 2009	FF&E
General Growth	Oakbrook Shopping Center, LLC c/o General Growth Properties, Inc. Columbia Regional Office, 10275 Little Patuxent Parkway Columbia, MD 21044 Attn: Law/Leasing and Operations	STORE #12-Oakbrook 420 Oakbrook Center Oakbrook, IL 60523	July 31, 2009	FF&E
Macerich	Macerich Northwestern Associates c/o Center Manager Broadway Plaza Shopping Center 1275 Broadway Plaza Walnut Creek, CA 94596	STORE #24-Broadway Plaza Broadway Plaza Shopping Center 24 Broadway Lane Walnut Creek, CA 94596	July 31, 2009	FF&E
Simon	Southdale Limited Partnership 1300 Wilson Boulevard, Suite 400 Arlington, VA 22209 Attn: Real Estate General Counsel	STORE #25-Southdale Southdale Shopping Center, Space 1680 Edina, MN 55435	July 31, 2009	FF&E
General Growth	GGP Ala Moana, LLC 110 North Wacker Drive Chicago, IL 60606 Attn: General Counsel	STORE #31-Alamoana Ala Moana Center 1450 Ala Moana Blvd. #1128 Honolulu, HI 96814	July 31, 2009	FF&E
Boston Properties	Embarcadero Center Associates c/o Boston Properties Limited Partnership, Prudential Center, 800 Boylston Street, Suite 1900 Boston, MA 02199-8103	STORE #55-Embarcadero Two Embarcadero Center San Francisco, CA 94111	July 31, 2009	FF&E

<u>Landlord</u>	<u>Landlord Address</u>	<u>Property Location</u>	<u>Rejection Date</u>	<u>Property Proposed to be Abandoned</u>
General Growth	Bridgewater Commons Mall II, LLC c/o General Counsel 10275 Little Patuxent Parkway Columbia, MD 21044	STORE #67-Bridgewater Bridgewater Commons Mall 400 Commons Way, Suite #125 Bridgewater, NJ 8807	July 31, 2009	FF&E
Tishman Speyer	520 Madison Owners, LLC c/o Tishman Speyer Properties, LP 520 Madison Avenue, New York, NY 10022 Attn: Property Manager - 520 Madison Avenue	STORE #115-Madison Ave 520 Madison Avenue New York, NY 10022	July 31, 2009	FF&E
Kimco	Amerishop Suburban, LP c/o Kimco Realty Corporation, Mid-Atlantic Region, 170 W. Ridgely Road, Suite 210 Lutherville, MD 21093	STORE #116-Suburban Square Suburban Square 51 St. James Place Ardmore, PA 19003	July 31, 2009	FF&E
Simon	King of Prussia Associates c/o Kravco Simon Company P.O. Box 1528 King of Prussia, PA 19406	STORE #117-King Prussia Court at King of Prussia 321 Mall Boulevard. Space 1096 King of Prussia, PA 19406	July 31, 2009	FF&E
Liberty Place	Liberty Place Retail Associates, LP 1625 Chestnut Street Philadelphia, PA 19103 Attn: General Manager	STORE #119-Liberty Place The Shops at Liberty Place 1625 Chestnut Street, #113 Philadelphia, PA 19103	July 31, 2009	FF&E
General Growth	Rouse SI Shopping Center, LLC c/o General Growth Properties, Inc. Columbia Regional Office 10275 Little Patuxent Parkway, Columbia, MD 21044 Attn: Law/Leasing and Operations	STORE #144-Staten Island Staten Island Mall 2655 Richmond Avenue Staten Island, NY 10314	July 31, 2009	FF&E
Westfield	Old Orchard Urban Limited Partnership c/o Westfield Corporation, Inc. 11601 Wilshire Boulevard, 12th Floor Los Angeles, CA 90025 Attn: Legal Department	STORE #147-Old Orchard Old Orchard Shopping Center, F82 Skokie, IL 60077	July 31, 2009	FF&E

<u>Landlord</u>	<u>Landlord Address</u>	<u>Property Location</u>	<u>Rejection Date</u>	<u>Property Proposed to be Abandoned</u>
Brooks, Torrey	Brooks, Torrey & Scott, Inc. 542 Westport Avenue Norwalk, CT 06851	STORE #148-Brooks Corner Brooks Corner 136 Main Street Westport, CT 6880	July 31, 2009	FF&E
Taubman	Rich-Taubman Associates 200 East Long Lake Road, P.O. Box 200 Bloomfield Hills, MI 48303-0200	STORE #151-Stamford Stamford Town Center 100 Greyrock Place Stamford, CT 6901	July 31, 2009	FF&E
Simon	SPG Center, LLC c/o M.S. Management Associates Inc. 225 West Washington, Indianapolis, IN 46204	STORE #154-Palo Alto Stanford Shopping Center Kiosk Space 4B Palo Alto, CA 94304	July 31, 2009	FF&E
Taubman	Twelve Oaks Mall LLC 200 East Long Lake Road, P.O. Box 200, Bloomfield Hills, MI 48303-0200 Attn: Lease Administration	STORE #165-Twelve Oaks Mall Twelve Oaks Mall, B-226 27442 Novi Road Novi, MI 48377	July 31, 2009	FF&E
Taubman	Taubman Regency Square Associates LLC 200 East Long Lake Road, P.O. Box 200 Bloomfield Hills, MI 48303-0200 Attn: Lease Administration	STORE #166-Regency Square Regency Square 1420 Parham Road Richmond, VA 23229	July 31, 2009	FF&E
CBL & Assoc.	JG Winston-Salem LLC 25425 Center Ridge Road Cleveland, OH 44145	STORE #172-Hanes Mall Hanes Mall, Suite 1140 Silas Creek Parkway & Stratford Road Winston-Salem, NC 27103	July 31, 2009	FF&E
CBL & Assoc.	CBL/Park Plaza Mall, LLC c/o CBL & Associates Management, Inc., as agent for Park Plaza Mall CBL Center, Suite 500, 2030 Hamilton Place Boulevard, Chattanooga, TN 37421-6000	STORE #186-Park Plaza Mall 6000 West Markham Street, Suite 3126 Little Rock, AR 72205	July 31, 2009	FF&E

<u>Landlord</u>	<u>Landlord Address</u>	<u>Property Location</u>	<u>Rejection Date</u>	<u>Property Proposed to be Abandoned</u>
Forest City	Stonecrest Mall SPE, LLC c/o Forest City Enterprises, Inc. Terminal Tower, Suite 1160, 50 Public Square Cleveland, OH 44113 Attn: General Counsel	STORE #197-Mall @ Stonecrest The Mall at Stonecrest, Suite 2270 2929 Turner Hill Road Lithonia, GA 30038	July 31, 2009	FF&E
General Growth	Southpoint Mall, LLC c/o General Growth Properties, Inc. Columbia Regional Office 10275 Little Patuxent Parkway Columbia, MD 21044 Attn: Law/Leasing and Operations	STORE #199-Southpoint The Streets at Southpoint 6910 Fayetteville Road, Suite 170 Durham, NC 27713	July 31, 2009	FF&E
Westfield	Westfield Garden State Plaza Limited Partnership c/o Westfield Corporation, Inc. 11601 Wilshire Blvd., 12th Floor Los Angeles, CA 90025 Attn: General Counsel	STORE #204-Garden State Plaza Garden State Plaza, Suite 2166 Routes 4 and 17 Paramus, NJ 7652	July 31, 2009	FF&E
Simon	Southpark Mall Limited Partnership c/o Urban Retail Properties Co., SouthPark Mall, 4400 Sharon Road Charlotte, NC 28211	STORE #210-Southpark South Park Mall 4400 Sharon Road Charlotte, NC 28211	July 31, 2009	FF&E
General Growth	Merrick Park, LLC c/o General Growth Properties, Inc. Columbia Regional Office, 10275 Little Patuxent Parkway, Columbia, MD 21044 Attn: Law/Leasing and Operations	STORE #212-Merrick Park The Village of Merrick Park 320 San Lorenzo Avenue, Unit #2327 Coral Gables, FL 33146	July 31, 2009	FF&E
General Growth	Alderwood Mall c/o Alderwood Mall, LLC 110 N. Wacker Drive Chicago, IL 60606 Attn: Law/Lease Administration Department	STORE #223-Alderwood 3000 194th St. S.W. Lynnwood, WA 98037	July 31, 2009	FF&E
Taubman	Taubman Auburn Hills Associates Limited Partnership 200 East Long Lake Road, P.O. Box 200 Bloomfield Hills, MI 48303-0200 Attn: Lease Administration	STORE #227-Great Lakes Outlet Great Lakes Crossing 4600 Baldwin Rd. Auburn, MI 48326	July 31, 2009	FF&E

<u>Landlord</u>	<u>Landlord Address</u>	<u>Property Location</u>	<u>Rejection Date</u>	<u>Property Proposed to be Abandoned</u>
Forest City	Rancho Mall, LLC Terminal Tower, 50 Public Square, Suite 1100 Cleveland, OH 44113-2267	STORE #233-Victoria Gardens Victoria Gardens 7835 Kew Ave. Rancho Cucamonga, CA 91739	July 31, 2009	FF&E
Anderson	Crestview Hills Town Center, LLC c/o Jeffrey R. Anderson Real Estate, Inc. Rockwood Tower, 3805 Edwards Road Suite 700 Cincinnati, OH 45209	STORE #234-Crestview Crestview Hills, Town Center Space 7060 2870 Town Center Blvd. Crestview Hill, KY 41017	July 31, 2009	FF&E
CPG Partnership LLP	CPG Partners, LP c/o Chelsea Property Group, Inc. 105 Eisenhower Parkway Roseland, NJ 07068 Attn: Director of Lease Administration	STORE #237-Rio Grande Valley Outlet 5001 E Expressway 83, Space 0600E Mercedes, TX 78570	July 31, 2009	FF&E
Taubman	Partridge Creek Fashion Park LLC 200 East Long Lake Road, P.O. Box 200 Bloomfield Hills, MI 48303-0200 Attn: Lease Administration	STORE #238-Partridge Creek 17460 Hall Road, Suite 141 Clinton, MI 48038	July 31, 2009	FF&E
Turnberry	Turnberry/Centra Sub, LLC c/o Turnberry Associates 19501 Biscayne Boulevard, Suite 400 Aventura, FL 33180 Attn: Legal Department/ Leasing Attorney	STORE #239-Las Vegas Town Square 6659 Las Vegas Blvd., South, Suite 108 Las Vegas, NV 89119	July 31, 2009	FF&E
Anderson	AD Pembroke Land Company, LLC c/o Jeffrey R. Anderson Real Estate, Inc. Rookwood Tower, 3805 Edwards Road, Suite 700 Cincinnati, OH 45209	STORE #242-Pembroke Gardens 318 SW 145th Terrace Pembroke Pines, FL 33027	July 31, 2009	FF&E
Cousins	CF Murfreesboro Associates c/o Cousins Properties Incorporated Attn: Corporate Secretary 191 Peachtree Street NE, Suite 3600 Atlanta, GA 30303-1740	STORE #244-Murfreesboro 2615 Medical Center Parkway, Suite 2035 Murfreesboro, TN 37129	July 31, 2009	FF&E

<u>Landlord</u>	<u>Landlord Address</u>	<u>Property Location</u>	<u>Rejection Date</u>	<u>Property Proposed to be Abandoned</u>
Opus	Huntsville Shores, LLC c/o O & S Holdings, LLC 3130 Wilshire Boulevard, 2nd Floor Santa Monica, CA 90403 Attn: Mr. Gary M. Safady	STORE #245-Bridge Street 350 The Bridge Street, Suite 104 Huntsville, AL 35806	July 31, 2009	FF&E
General Growth	Urban Retail Properties Company 100 Oakbrook Center Oak Brook, IL 60523 Attn: Management Office	STORE #12 - STORAGE UNIT	July 31, 2009	FF&E
Macerich	Macerich Northwestern Associates, d/b/a Broadway Plaza 1275 Broadway Plaza Walnut Creek, CA 94596 Attn: Property Management	STORE #24 - STORAGE UNIT	July 31, 2009	FF&E
Edina Mini-Storage	Edina Mini-Storage 7225 Bush Lake Road Edina, MN 55439	STORE #25 - STORAGE UNIT	July 31, 2009	FF&E
General Growth	GGP Ala Moana, LLC 110 North Wacker Drive Chicago, IL 60606 Attn: General Counsel	STORE #31 - STORAGE UNIT	July 31, 2009	FF&E
Boston Properties	Embarcadero Center Associates Four Embarcadero Center, Lobby Level, Suite One, San Francisco, CA 94111 Attn: Robert Pester	STORE #55 - STORAGE UNIT	July 31, 2009	FF&E
Somerset Self Storage	Somerset Self Storage 22 Van Veghten Bridgewater, NJ 08807	STORE #67 - STORAGE UNIT	July 31, 2009	FF&E
Tishman Speyer	520 Madison Owners, LLC c/o Tishman Speyer Properties, LP 520 Madison Avenue, New York, NY 10022 Attn: Property Manager - 520 Madison Avenue	STORE #115 - STORAGE UNIT	July 31, 2009	FF&E
Kimco	Amerishop Suburban, LP c/o Kimco Realty Corporation, Mid-Atlantic Region, 170 W. Ridgely Road, Suite 210 Lutherville, MD 21093	STORE #116 - STORAGE UNIT	July 31, 2009	FF&E

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Simon	King of Prussia Associates c/o Kravco Simon Company, P.O. Box 1528 King of Prussia, PA 19406	STORE #117 - STORAGE UNIT	July 31, 2009	FF&E
Liberty Place	Liberty Place Retail Associates, LP 1625 Chestnut Street Philadelphia, PA 19103 Attn: General Manager	STORE #119 - STORAGE UNIT	July 31, 2009	FF&E
Extra Space Storage	Extra Space Storage, Staten Island Arden Avenue 7 Arden Avenue Staten Island, NY 10312	STORE #144 - STORAGE UNIT	July 31, 2009	FF&E
Westfield	Westfield Corporation, Inc. 11601 Wilshire Boulevard, 12th Floor Los Angeles, CA 900025 Attn: Operations Manager	STORE #147 - STORAGE UNIT	July 31, 2009	FF&E
Taubman	Rich-Taubman Associates d/b/a Stamford Town Center 100 Greyrock Place Stamford, CT 06901	STORE #151 - STORAGE UNIT	July 31, 2009	FF&E
Taubman	Twelve Oaks Mall LLC 200 East Long Lake Road, P.O. Box 200 Bloomfield Hills, MI 48303-0200 Attn: Lease Administration	STORE #165 - STORAGE UNIT	July 31, 2009	FF&E
Regency Associates, LLC	Regency Self Storage 8500 Jesse Senior Dr. Richmond, VA 23229	STORE #166 - STORAGE UNIT	July 31, 2009	FF&E
CBL & Assoc.	JG Winston Salem LLC c/o CBL Associates Inc. 3320 Silas Creek Parkway, #264 Winston-Salem, NC 27103-3032	STORE #172 - STORAGE UNIT	July 31, 2009	FF&E
People Self Storage	People Self Storage – Lithonia 7703 Conyers Street Lithonia, GA 30058	STORE #197 - STORAGE UNIT	July 31, 2009	FF&E
Ample Storage	Ample Storage 4315 Garrett Road Durham, NC 27707	STORE #199 - STORAGE UNIT	July 31, 2009	FF&E

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General Growth	Merrick Park LLC 358 San Lorenzo Avenue, Suite 3000 Coral Gables, FL 33134	STORE #212 - STORAGE UNIT	July 31, 2009	FF&E
Taubman	Taubman Auburn Hills Associates Limited Partnership d/b/a Great Lakes Crossing 4000 Baldwin Road Auburn Hills, MI 48326	STORE #227 - STORAGE UNIT	July 31, 2009	FF&E
Best Little Warehouse	Best Little Warehouse in TX 802 E. Expressway 83, Suite A Weslaco, TX 78596	STORE #237 - STORAGE UNIT	July 31, 2009	FF&E
Public Storage	Public Storage 20200 Hall Road Clinton Township, MI 48038	STORE #238 - STORAGE UNIT	July 31, 2009	FF&E
Epic Storage	Epic Storage @ Warm Springs 6545 W Warm Springs Road Las Vegas, NV 89118	STORE #239 - STORAGE UNIT	July 31, 2009	FF&E