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Hearing Date: July 29, 2009 at 10:00am
Objection Deadline (extended): July 23, 2009 at 4:00pm

*Attorneys for Carousel Center Company,
L.P.; Pyramid Walden Company, L.P.;
Grove City Factory Shops Limited
Partnership; Ohio Factory Shops Limited
Partnership; San Marcos Factory Stores,
LTD; Williamsburg Outlets, L.L.C.; Orlando
Outlet Owner, LLC; Prime Outlets at
Pleasant Prairie, LLC*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

CRABTREE & EVELYN, LTD.,

Debtor.

Case No. 09-14267 (BRL)

Chapter 11 Case

**THE PYRAMID LANDLORDS AND PRIME LANDLORDS' JOINDER TO THE
LIMITED OBJECTION OF THE MACERICH COMPANY, THE RELATED
COMPANIES, COUSINS PROPERTIES, INC. AND RREEF MANAGEMENT
COMPANY TO DEBTORS' MOTION AND MEMORANDUM OF LAW FOR
INTERIM AND FINAL (I) APPROVAL OF POSTPETITION FINANCING, (II)
AUTHORITY TO USE CASH COLLATERAL, (III) GRANTING OF LIENS AND
PROVIDING SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS, (IV)
GRANTING ADEQUATE PROTECTION, (V) MODIFYING AUTOMATIC STAY
AND (VI) SCHEDULING A FINAL HEARING**

Carousel Center Company, L.P.; Pyramid Walden Company, L.P.; Grove City Factory Shops Limited Partnership; Ohio Factory Shops Limited Partnership; San Marcos Factory Stores, LTD; Williamsburg Outlets, L.L.C.; Orlando Outlet Owner, LLC; Prime Outlets at Pleasant Prairie, LLC (collectively the "Objecting Landlords"), by and through their counsel, Menter, Rudin & Trivelpiece, P.C., respectfully submit this Joinder to the Limited Objection (the "Limited Objection") to the above-referenced motion (the "Motion") and to entry of a Final Order granting the Motion (the "Final Order") and state as follows:

Limited Objection

1. The Objecting Landlords lease nonresidential real property to the Debtors under eight (8) separate leases (collectively, the "Leases"), as follows:

<u>LANDLORD</u>	<u>SHOPPING CENTER</u>	<u>LOCATION</u>
Carousel Center Company, L.P.	Carousel Center	Syracuse, New York
Pyramid Walden Company, L.P.	Walden Galleria	Buffalo, NY
Grove City Factory Shops Limited Partnership	Prime Outlets at Grove City	Springfield, PA
Ohio Factory Shops Limited Partnership	Prime Outlets at Jeffersonville	West Lancaster, OH
San Marcos Factory Stores, LTD	Prime Outlets at San Marcos	San Marcos, TX
Williamsburg Outlets, L.L.C.	Prime Outlets at Williamsburg	Williamsburg, VA
Orlando Outlet Owner, LLC	Prime Outlets International	Orlando, FL
Prime Outlets at Pleasant Prairie, LLC	Prime Outlets at Pleasant Prairie	Pleasant Prairie, WI

(the premises subject to the Leases are referred to collectively as the "Premises").

2. The Premises are located within "shopping centers" as that term is used in Bankruptcy Code Section 365(b)(3). See *In re Joshua Slocum, Ltd.* 922 F.2d 1081, 1086-87 (3d Cir. 1990).

3. The Objecting Landlords join in the Limited Objection to the Motion for the reasons set forth in the Limited Objection.

4. Since the Limited Objection was filed, the Objecting Landlords' counsel received a proposed Final Order granting the Motion. The parties have yet to agree to the terms of a Final Order although discussions are continuing.

Joinder

5. The Objecting Landlords join in the objections filed by other landlords to the Motion to the extent they are not inconsistent with this Joinder to the Limited Objection.

Waiver of Memorandum of Law

6. Pursuant to Local Bankruptcy Rule for the Southern District of New York 9013-1(b), because there are no novel issues of law presented herein, the Objecting Landlords respectfully request that the Court waive the requirement that the Objecting Landlords file a memorandum of law in support of this Limited Objection.

WHEREFORE, the Objecting Landlords respectfully submit that the request for a Final Order on the Motion be denied or alternatively granted subject to the terms of this Joinder to Limited Objection and that the Objecting Landlords be granted such other and further relief as the Court may deem just and proper.

Dated: July 23, 2009
Syracuse, New York

MENTER, RUDIN & TRIVELPIECE, P.C.

By: /s/Kevin M. Newman
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