

**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 UNDER BANKRUPTCY CODE SECTION 327(a)
AND BANKRUPTCY RULES 2014 AND 2016 AUTHORIZING
EMPLOYMENT AND RETENTION OF COOLEY GODWARD KRONISH LLP
AS ATTORNEYS FOR DEBTOR, NUNC PRO TUNC TO THE PETITION DATE**

Upon the amended application (the “Application”)¹ of the above-captioned debtor and debtor in possession (the “Debtor”),² for entry of an order under sections 327(a) and 328 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, authorizing the Debtor to employ and retain the law firm of Cooley Godward Kronish LLP (“Cooley”) under a general retainer as their attorneys; and the Court having reviewed the Application, the Amended Declaration of Lawrence C. Gottlieb (the “Gottlieb Declaration”), a member of Cooley; and the Court being satisfied with the representations made in the Application and the Gottlieb Declaration that Cooley represents no interest adverse to the Debtor’s estate, that it is a disinterested person as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, that its employment is necessary and in the best interests of the Debtor’s estate, creditors, and other parties in interest; and it appearing that proper and adequate notice has been given and that no

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.

other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good 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 pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, the Debtor, as debtor and debtor in possession, is authorized to employ and retain Cooley as its attorneys under a general retainer as of the Petition Date to perform the services set forth in the Application; and it is further

ORDERED that Cooley shall be compensated as delineated in the Gottlieb Declaration and in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules and Local Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court; 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 29, 2009
New York, New York

/s/Burton R. Lifland
HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE

NO OBJECTION:
OFFICE OF THE UNITED STATES TRUSTEE
SOUTHERN DISTRICT OF NEW YORK

By: /s/ Serene Nakano