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Hearing Date: August 26, 2009 at 10:00 a.m.
Objection Deadline: August 21, 2009 at 4:00 p.m.

*Proposed Counsel for the Official Committee of
Unsecured Creditors of Crabtree & Evelyn, Ltd.*

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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**APPLICATION FOR AN ORDER AUTHORIZING
THE RETENTION OF HAHN & HESSEN LLP AS COUNSEL
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

TO: THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

The Official Committee of Unsecured Creditors (“Committee” or “Applicant”) of the above-captioned debtor and debtor-in-possession (the “Debtor”), respectfully represents as follows:

PRELIMINARY STATEMENT

1. The Committee seeks authority to retain under a general retainer Hahn & Hessen LLP (“H&H”) as its counsel in the Debtor’s chapter 11 case, effective as of July 15, 2009.
2. This Court has jurisdiction over this application pursuant to 28 U.S.C. §§ 157 and 1334. The statutory predicate for the relief sought herein is Section 327 of the Bankruptcy Code.

BACKGROUND

3. On July 1, 2009 (the "Petition Date"), the Debtor filed a voluntary petition for reorganization under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the Southern District of New York (the "Court").

4. On July 10, 2009, the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"), appointed five of the Debtors' largest unsecured creditors to serve as members of the Committee. On July 14, 2009, the U.S. Trustee appointed two additional members to the Committee. The Committee presently consists of: Alpha Logica, Inc.; Carole Hochman Design Group; GGP Limited Partnership; Original Bradford Soap Works, Inc.; Orlandi, Inc.; Simon Property Group, Inc.; and Vera Bradley Designs, Inc. On July 15, 2009, the Committee interviewed and selected H&H to serve as its counsel and on July 20, 2009, interviewed and selected Scouler & Company to serve as its financial advisors.

RELIEF SOUGHT

5. The Committee now seeks formal authorization from this Court to retain H&H, with offices located at 488 Madison Avenue, New York, New York, as its counsel, effective as of July 15, 2009. H&H has extensive experience related to complex chapter 11 matters and, in particular, the representation of creditors' committees in connection therewith. H&H is highly qualified to conduct the investigation of the Debtor's pre-petition acts and conduct, as it has performed similar-type services over the course of its many committee representations. Accordingly, for these and other reasons, the Committee believes that H&H is eminently qualified to represent it in these chapter 11 cases.

6. H&H has agreed to be retained to advise and represent the Committee in the performance of its duties specified in section 1103 of the Bankruptcy Code, including:

- (a) Rendering legal advice to the Committee with respect to its duties and powers in this case;
- (b) Assisting the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtor, the operation of the Debtor's business, the desirability of continuance of such business and any other matters relevant to this case or to the business affairs of the Debtor;
- (c) Advising the Committee with respect to any proposed sale of the Debtor's assets or a sale of the Debtor's business operations and any other relevant matters;
- (d) Advising the Committee with respect to any proposed plan of reorganization or liquidation and the prosecution of claims against third parties, if any, and any other matters relevant to the cases or to the formulation of a plan of reorganization or liquidation;
- (e) Assisting the Committee in requesting the appointment of a trustee or examiner pursuant to Section 1104 of the Bankruptcy Code, if necessary and appropriate; and
- (f) Performing such other legal services, which may be required by, and which are in the best interests of, the unsecured creditors, which the Committee represents.

7. H&H has informed the Committee that the firm may have represented, from time to time, certain creditors of the Debtors or affiliates of such creditors on completely unrelated matters. Applicant has been assured that while H&H is employed by the Committee, it will not represent any other entity in connection with these chapter 11 cases.

8. Based upon the annexed affidavit of Mark T. Power, a member of H&H, sworn to on August 4, 2009 (the "Power Affidavit"), to the best of the Committee's knowledge, H&H has and represents no interest adverse to the interests of the Committee or the Debtors' estates and the Committee believes that the employment of H&H will be in the best interests of both the creditors which this Committee represents and the Debtor's estate.

9. H&H has agreed to represent the Committee and to be compensated at its customary rates for services rendered and for actual expenses incurred in connection therewith,

all subject to approval of this Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules and any orders of the Bankruptcy Court; provided; however, as an accommodation to the Committee and in an effort to reduce overall professional fees in this case, H&H has agreed to reduce voluntarily fees charged for timekeeper at the counsel and partner levels as reflected in the Power Affidavit.¹

WHEREFORE, pursuant to section 1103 of the Bankruptcy Code, the Committee respectfully requests entry of the annexed order authorizing the Committee to retain Hahn & Hessen LLP as its counsel under a general retainer, effective as of July 15, 2009, and for such other and further relief as the Court may deem just and proper.

Dated: August 4, 2009

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF CRABTREE & EVELYN, LTD.**

By: /s/ Julie Minnick Bowden
JULIE MINNICK BOWDEN
GGP Limited Partnership
Co-Chair of the Committee

By: /s/ Ronald M. Tucker
RONALD M. TUCKER
Simon Property Group, Inc.
Co-Chair of the Committee

¹ H&H's consensual reduction is substantially similar to the proposed reductions agreed to by Debtor's lead counsel, Cooley Godward and Kronish LLP.