

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

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtor and debtor-in-possession (the “Debtor”), by application dated August 4, 2009, for entry of an order pursuant to Section 327 of the Bankruptcy Code authorizing the Committee to retain Hahn & Hessen LLP (“Hahn & Hessen”) to represent it in this chapter 11 case (the “Application”); and upon the affidavit of Mark T. Power (the “Affidavit”), a member of the firm of Hahn & Hessen, duly sworn to on the 4th day of August, 2009; and upon the supplemental affidavit of Mark T. Power (the “Supplemental Affidavit”), duly sworn to on the 20th day of August, 2009 and it appearing that notice of the Application has been given to the Office of the United States Trustee, counsel to the Debtor, other parties-in-interest and those entities filing notices of appearance pursuant to Bankruptcy Rule 2002 and that no further notice need be given; and the Court being satisfied based upon the representations made in the annexed Application, and Affidavit that (i) the employment of Hahn & Hessen is necessary and in the best interest of the Debtor’s estate, (ii) Hahn & Hessen serves no interest adverse to the Debtor and its estate, and (iii) Hahn & Hessen is a “disinterested person” as that term is defined in

Section 101(14) of the Bankruptcy Code; and after due deliberation, and sufficient cause appearing therefor; it is

ORDERED, that the Committee is authorized to employ Hahn & Hessen under general retainer as counsel to represent it in these chapter 11 cases effective as of July 15, 2009; and it is further

ORDERED, that Hahn & Hessen shall be compensated based on the rates and terms set forth in the Application and the Affidavit, in accordance with the procedures set forth in Sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules as may then be applicable and any procedures established by order of this Court.

Dated: New York, New York
August 26, 2009

/s/Burton R. Lifland
UNITED STATES BANKRUPTCY JUDGE

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

BY: /s/ Brian Masumoto
Brian Masumoto, Esq.