

**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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**ORDER AUTHORIZING THE RETENTION OF SCOULER & COMPANY, LLC AS
FINANCIAL ADVISORS AND, IF NEEDED, FORENSIC ACCOUNTANTS
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

The Official Committee of Unsecured Creditors (the "Committee") of the above-captioned Debtor, by application dated August 5, 2009, for entry of an order pursuant to Section 327 of the Bankruptcy Code authorizing the Committee to retain the accounting and consulting firm of Scouler & Company, LLC ("Scouler") to assist it in this chapter 11 case (the "Application"); and upon the Affidavit of John Rudd (the "Affidavit"), a Principal of Scouler, duly sworn to on the 4th day of August, 2009; and upon the Supplemental Affidavit of John Rudd, duly sworn to on the 20th day of August, 2009 (the "Supplemental Affidavit"); 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, Affidavit and Supplemental Affidavit that (i) the employment of Scouler is necessary and in the best interest of the Debtor's estate, (ii) Scouler serves no interest adverse to the Debtor and its estate, and (iii) Scouler 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 therefore; it is

ORDERED, that the Committee is authorized to employ Scouler as financial advisors and forensic accountants to assist it in this chapter 11 case effective as of July 20, 2009; and it is further

ORDERED, that Scouler shall be compensated based on the rates and terms set forth in the Supplemental 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.