

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
 : **Chapter 11**
 :
CRABTREE & EVELYN, LTD., :
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 : **Case No. 09-14267 (BRL)**
Debtor. :
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 :
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**ORDER ALLOWING INTERIM COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES INCURRED**

Upon the hearing held on December 22, 2009 (the “Hearing”) to consider the applications (collectively, the “Applications”) for allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the periods set forth in the Applications (as applicable, the “Application Period”) pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure, filed by the professionals listed on **Exhibit A** annexed hereto (the “Professionals”) retained in the above-captioned chapter 11 case of Crabtree & Evelyn, Ltd., as debtor and debtor in possession (the “Debtor”); and the Court having considered the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996, and the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated July 29, 2009 (the “Interim Compensation Order”); and the Court having

jurisdiction to consider the Applications and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and the requests set forth in the Applications having been amended by consent of the parties thereto at or prior to the Hearing; and the Court having reviewed the Applications; and the Court having found and determined that (a) notice of the Applications was due and proper and no further notice is necessary, (b) the fees of the Professionals incurred during the Application Period constitute reasonable compensation for actual and necessary services rendered by the Professionals, (c) the expenses incurred during the Application Period are actual and necessary expenses, and (d) the relief requested in the Applications, as modified, is in the best interests of the Debtor, its estate and its creditors; and therefore, it is hereby

ORDERED that the Applications set forth on Exhibit A are granted as provided in such Exhibit A; and it is further

ORDERED that compensation to the Professionals for professional services rendered during the time periods set forth in the Applications is allowed on an interim basis in the amounts set forth on Exhibit A in the column entitled "Fees Allowed" pursuant to section 331 of the Bankruptcy Code and is subject to final approval under section 330 of the Bankruptcy Code; and it is further

ORDERED that reimbursement to the Professionals for expenses incurred during the time period set forth in the Applications is allowed in the amounts set forth on Exhibit A in the column entitled "Expenses Allowed"; and it is further

ORDERED that the Debtor is authorized and directed to make payment to the Professionals in satisfaction of all such allowed fees and expenses that have not previously been paid pursuant to the Interim Compensation Order or otherwise, as set forth on Exhibit A in the amounts stated in the columns entitled "Fees Payable" and "Expenses Payable".

Dated: December 22, 2009
New York, New York

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

EXHIBIT A

Applicant	Docket No.	Period	Fees Requested	Expenses Requested	Fees Allowed	Expenses Allowed	Fees Payable ¹	Expenses Payable
Cooley Godward Kronish LLP	226	July 1, 2009 through September 30, 2009	\$300,676.00	\$10,169.55	\$300,676.00	\$10,169.55	\$285,642.20	\$10,169.55
Clear Thinking Group LLC	225	July 1, 2009 through September 30, 2009	\$356,897.50	\$48,562.18	\$356,897.50	\$47,953.86	\$339,052.62	\$47,953.86
KPMG Corporate Finance LLC	227	July 1, 2009 through September 30, 2009	\$31,068.00	\$44.65	\$31,068.00	\$44.65	\$31,068.00	\$44.65
Hahn & Hessen LLP	229	July 15, 2009 through September 30, 2009	\$163,820.95	\$5,486.65	\$163,820.95	\$5,486.65	\$155,629.90	\$5,486.65
Scouler & Company, LLC	228	July 21, 2009 through September 30, 2009	\$424,395.00	\$19,061.43	\$360,735.75	\$19,061.43	\$342,698.96	\$19,061.43

Dated: December 22, 2009

Initials: /s/BRL USBJ

U.S. Trustee No Objection: /s/ Serene Nakano

¹ The "Fees Payable" reflects a five percent (5%) holdback for all Professionals except KPMG Corporate Finance LLC ("KPMG"), the fees of which, pursuant to this Court's Order authorizing the retention of KPMG, are not subject to a holdback. Payment of the 5% holdback for the Professionals (other than KPMG) will be made upon further order of the Court.