

Hearing Date: March 31, 2010 at 10:00 a.m.
Objection Deadline: March 24, 2010 at 4:00 p.m.

Mark S. Indelicato (MI 1459)
Mark T. Power (MT 1607)
Janine M. Cerbone (JC 4091)

HAHN & HESSEN LLP

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Counsel for the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

Case No. 09-14267 (BRL)

Chapter 11

CRABTREE & EVELYN, LTD.,

Debtor.

**FINAL APPLICATION OF HAHN & HESSEN LLP,
FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD JULY 15, 2009 THROUGH JANUARY 27, 2010**

SUMMARY SHEET

Name of Applicant:	HAHN & HESSEN LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	August 26, 2009 (effective July 15, 2009)
Final Period for which Compensation and Reimbursement of Expenses is Sought:	July 15, 2009 through January 27, 2010
Amount of Final Compensation sought as actual, reasonable and necessary:	\$278,579.15
Amount of Final Expense Reimbursement sought as actual, reasonable and necessary:	\$7,300.04

This is an **Final** application.

SUMMARY OF APPLICATIONS
(July 15, 2009 - January 27, 2010)

<u>PRIOR APPLICATION</u>		<u>REQUESTED</u>		<u>APPROVED</u>	
<u>Date Filed</u>	<u>Period Covered</u>	<u>Fees</u>	<u>Expenses</u>	<u>Fees</u> (at 100%)	<u>Expenses</u> (at 100%)
11/16/2009	7/15/2009-9/30/2009	\$163,820.95	\$5,486.65	\$163,820.95	\$5,486.65
<u>Outstanding 5% holdback of fees:</u>				\$8,191.05¹	\$0
<u>Fees Paid:</u>				\$155,629.90	\$5,486.65

<u>CURRENT APPLICATION</u>		<u>REQUESTED</u>		<u>APPROVED</u>	
<u>Current Period Covered</u>		<u>Fees</u>	<u>Expenses</u>	<u>Fees</u> (at 100%)	<u>Expenses</u> (at 100%)
10/1/2009 - 1/27/2010		\$114,758.20	\$1,813.39	\$0	\$0
<u>Final Period Covered</u>		<u>Fees</u>	<u>Expenses</u>	<u>Fees</u>	<u>Expenses</u>
7/15/2009-1/27/2010		<u>\$278,579.15</u>	<u>\$7,300.04</u>	<u>\$163,820.95</u>	<u>\$5,486.65</u>

¹ Pursuant to this Court's Order allowing interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred, dated December 22, 2009. The "Fees Payable" reflected a five percent (5%) holdback for all professionals.

ATTORNEY/PARAPROFESSIONAL SUMMARY

		CURRENT PERIOD October 1, 2009 - January 27, 2010			FINAL PERIOD July 15, 2009 - January 27, 2010		
Name of Professional Person	Position (Year Licensed to Practice)	Hourly Billing Rate	Total Billed Hours	Total Fees/ Compensation	Hourly Billing Rate	Total Billed Hours	Total Fees/ Compensation
Mark S. Indelicato	Partner (1986)	\$760	31.30	\$23,788.00	\$745 ²	68.10	\$50,734.50
					\$760 ²	31.30	\$23,788.00
					Total:		\$74,522.50
Mark T. Power	Partner (1989)	\$760	19.90	\$15,124.00	\$745 ²	39.60	\$29,502.00
					\$760 ²	19.90	\$15,124.00
					Total:		\$44,626.00
Don D. Grubman	Partner (1980)	-	-	-	\$695 ²	2.90	\$2,015.50
Joshua I. Divack	Partner (1980)	-	-	-	\$695 ²	1.00	\$695.00
Janine M. Cerbone	Associate (2003)	\$485	75.40	\$36,569.00	\$460	112.00	\$51,520.00
					\$485	75.40	\$36,569.00
					Total:		\$88,089.00
Huria N. Patwardhan	Associate (2006)	\$350	3.20	\$1,120.00	\$350	43.70	\$15,295.00
		\$375	3.30	\$1,237.50	\$375	3.30	\$1,237.50
		Total:		\$2,357.50	Total:		\$16,532.50
Alison M. Papalexis	Associate (2009)	\$270	81.50	\$22,005.00	\$270	127.70	\$34,479.00
Ariele Strauss	Summer Associate	-	-	-	\$240	10.70	\$ 2,568.00

² Subject to voluntary reduction of 15% for partner time which is reflected as a line item reduction from the total fees.

Harris Wiener	Summer Associate	-	-	-	\$240	24.70	\$ 5,928.00
Sandra Thompson	Paralegal (N/A)	\$245	81.80	\$20,041.00	\$245	106.10	\$25,994.50
Jason Smith	Paralegal (N/A)	\$245	2.90	\$710.50	\$245	2.90	\$710.50
Robert Tan	Paralegal (N/A)	-	-	-	\$225	3.10	\$697.50
Total:			<u>299.30</u>	<u>\$120,595.00</u>		<u>672.40</u>	<u>\$278,579.15</u>
Less Voluntary Reduction of:				\$5,836.80 ³			18,278.85 ⁴
GRAND TOTAL:				<u>\$114,758.20</u>			<u>\$278,579.15</u>
Blended Rate:				\$402.92			\$441.49
Blended Rate excluding Paralegals:				\$465.25			\$497.16

³ Voluntary Reduction of fifteen percent (15%) of Partners' fees totaling \$38,912.00.

⁴ Voluntary Reduction of fifteen percent (15%) of Partners' fees totaling \$121,859.00.

COMPENSATION BY PROJECT CATEGORY

	<u>CURRENT PERIOD</u>		<u>FINAL PERIOD</u>	
	October 1, 2009 - January 27, 2010		July 15, 2009 - January 27, 2010	
Project Category	Total Hours	Total Fees	Total Hours	Total Fees
General; Case Administration	-	-	50.20	\$19,739.00
Creditors' Committee	101.70	\$35,713.00	258.30	\$120,906.00
Retentions	-	-	50.10	\$20,702.50
Executory Contracts	-	-	0.30	\$223.50
DIP Financing/Investigation of Secured Trade Creditors	10.00	\$5,296.00	97.30	\$44,616.50
Professional Fees	95.40	\$29,531.50	105.10	\$32,575.50
Claims Administration	5.80	\$2,760.50	24.70	\$10,801.00
Plan & Disclosure	86.40	\$47,294.00	86.40	\$47,294.00
Total:	<u>299.30</u>	<u>\$120,595.00</u>	<u>672.40</u>	<u>\$296,858.00</u>
Less Voluntary Reduction of:		\$5,836.80		\$18,278.85
GRAND TOTAL:		<u>\$114,758.20</u>		<u>\$278,579.15</u>

EXPENSE SUMMARY ⁵
(October 1, 2009 – January 27, 2010)

		CURRENT PERIOD October 1, 2009 - January 27, 2010	FINAL PERIOD July 15, 2009 - January 27, 2010
Expense Category	Service Provider (if applicable)	Total Expenses	Total Expenses
Carfare/Taxi Fare <i>[re: Attorney/Staff working after hours or traveling]</i>	Vital Transportation Inc.; Credit card/Petty cash reimbursement	\$189.01	\$1,288.53
Computer Research	LEXIS-NEXIS	\$10.88	\$664.87
Courier Service	Deluxe Delivery Systems, Inc.	-	\$122.96
In-House Duplicating <i>[at \$0.10 per page]</i>		\$559.10	\$1,468.50
Long Distance Telephone Charges		-	\$517.22
Meals <i>[re: Attorney/Staff working lunch and/or after hours]</i>	Seamless Web Professional Solutions	\$114.38	\$1,406.35
Overnight Delivery	Federal Express	\$506.97	\$697.57
Postage		\$0.44	\$112.03
Search Fees	PACER Service Center	\$269.20	\$384.80
Search-Other/UCC Fees	CSC	-	\$352.55
Special Copy <i>[re: outside duplicating charges]</i>	GLC Business Services	-	\$121.25
Telephone Conference Call		\$155.61	\$155.16
Velobind		\$8.25	\$8.25
Total:		<u>\$1,813.84</u>	<u>\$7,300.04</u>

⁵ See Exhibit E for an itemization of expenses.

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**FINAL APPLICATION OF HAHN & HESSEN LLP,
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FOR THE PERIOD JULY 15, 2009 THROUGH JANUARY 27, 2010**

Hahn & Hessen LLP (“H&H”) or (the “Applicant”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Crabtree & Evelyn, Ltd. (“Crabtree”) or (the “Debtor”), respectfully represents:

1. This Final Fee Application is submitted in accordance with the Court’s 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 Fee Order”) and the terms of the Plan and Confirmation Order.

2. Applicant seeks final allowance of compensation in the amount of \$285,879.19 for services rendered on behalf of the Committee during the Final Application Period consisting of (i) fees in the amount of \$278,579.15 and (ii) out-of-pocket expenses in the amount of \$7,300.04. Applicant has received the sum of \$161,116.55 against its fees and expenses through September 30, 2009. The order awarding interim fees provided for a 5% holdback resulting in a net balance of **\$8,191.05** due for fees incurred from July 15, 2009 through September 30, 2009.

3. The attorneys at H&H with primary responsibility for the representation of the Committee in this case are Mark S. Indelicato and Mark T. Power, both of whom are partners at H&H. Mr. Indelicato is a 1982 graduate of New York University, The Stern School of Business and a 1985 graduate of Fordham University School of Law. Mr. Power graduated in 1985 from George Washington University and earned his Juris Doctor in 1988 from Boston College Law School. Mr. Indelicato and Mr. Power's legal careers have both been in the area of bankruptcy and creditors' rights.

4. This Court has jurisdiction of this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this Application is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory bases for the relief sought herein are Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2014.

Background

5. 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, 11 U.S.C. §§ 101-1330, as amended, (the "Bankruptcy Code"). The Debtor continued in the management and operation of its business as a debtor and debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. On July 14, 2009, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the Committee pursuant to Section 1102(a)(1) of the Bankruptcy Code. The members of the Committee are: Simon Property Group, Inc. (Co-Chair); GGP Limited Partnership (Co-Chair); Alpha Logica, Inc.; Carole Hochman Design Group; Original Bradford Soap Works, Inc.; Orlandi, Inc.; and Vera Bradley Designs, Inc.

7. The members of the Committee selected Applicant as counsel to the Committee in connection with the performance of its duties in the Debtor’s chapter 11 case to represent and protect the interests of all unsecured creditors of the Debtor. The Committee selected Applicant because of its expertise in matters of this nature and extensive experience in the representation of creditors' committees in chapter 11 cases. Pursuant to the Committee’s application to retain Applicant, filed on August 5, 2009, the Court signed an order on August 26, 2009 authorizing Applicant’s retention, effective as of July 15, 2009. No examiner or trustee has been appointed in the Debtor’s chapter 11 case.

Case Status

8. On November 17, 2009, the Debtor filed the First Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated November 17, 2009, which was modified on January 12, 2010 (the “Plan”). The Bankruptcy Court conducted a hearing to consider confirmation of the Plan on January 14, 2010 (the “Confirmation Hearing”) and entered an order confirming the Plan on January 14, 2010 (the “Confirmation Order”).

9. On January 27, 2010, the Debtor filed the Notice of Occurrence of Effective Date of the First Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code.

Summary of Compensation

10. Applicant's Current Compensation may be broken out as follows:
 - (a) For the period of October 1, 2009 through October 31, 2009, Applicant incurred fees and expenses in the amounts of \$39,728.50 and \$592.97, respectively. A copy of Applicant's invoice for the month of October is annexed hereto as Exhibit "A".
 - (b) For the period of November 1, 2009 through November 30, 2009, Applicant incurred fees and expenses in the amounts of \$46,749.80 and \$783.48, respectively. A copy of Applicant's invoice for the month of November is annexed hereto as Exhibit "B".
 - (c) For the period of December 1, 2009 through December 31, 2009, Applicant incurred fees and expenses in the amounts of \$11,670.80 and \$253.56, respectively. A copy of Applicant's invoice for the month of December is annexed hereto as Exhibit "C".
 - (d) For the period of January 1, 2010 through January 27, 2010, Applicant incurred fees and expenses in the amounts of \$16,609.10 and \$183.83, respectively. A copy of Applicant's invoice for the month of January is annexed hereto as Exhibit "D".

As of the date of this Final Fee Application, Applicant has received payment for its fees and expenses through September 30, 2009 in the amount of \$155,629.90 (95% of the \$163,820.95 requested) for fees and \$7,300.04 for expenses. As of the date of this Final Fee Application, Applicant has not received payment for its fees or expenses from October 1, 2009 through January 27, 2010 (the "Current Compensation Period").

11. H&H reserves the right to amend this Application (up to the date and time of the scheduled hearing on professional compensation), to include any fees and/or expenses incurred during the Final Period but which have not been included herein because either charges have not yet been posted in H&H's billing system, or have not yet been billed by a third party vendor.

Services Rendered During the Current Compensation Period

12. Since its retention as Committee counsel, Applicant has continuously reviewed and monitored Crabtree's postpetition activities including their impact on the Committee members, other creditors and the Debtor and diligently communicated the results of such review to the Committee. Applicant regularly communicated the Committee's position regarding proposals, applications and motions made by the Debtor to Debtor's counsel and, when necessary, appeared before the Court to inform the Court of the Committee's position with regard to same.

13. The following is a summary of the significant professional services rendered to the Committee by H&H during the Current Compensation Period. Applicant's services on the Committee's behalf concentrated in the following areas:

- A. Committee Meetings and Communications;
- B. DIP/Investigation of Lien;
- C. Professional Fees;
- D. Plan & Disclosure Statement; and
- E. Claims Administration.

A Committee Meetings and Communications

14. During the Current Compensation Period, Applicant expended 101.70 hours under this category for which total compensation totals \$35,713.00. Under this category, Applicant devoted considerable time preparing e-mail updates and other memos to the Committee relating to numerous matters in the case including, but not limited to, all motions, loan issues and settlement negotiations regarding the proposed plan of reorganization. In addition to the numerous meetings and conference calls with the Debtor's counsel and various

interested parties to address these issues, Applicant prepared for and participated in periodic meetings and teleconferences with the Committee as well as addressed inquiries from creditors on an individual basis. H&H also prepared for and participated in several omnibus hearings before this Court.

B. DIP/Investigation of Lien

15. H&H expended 10.00 hours with respect to services under this category, for which total compensation amounts to \$5,296.00. Under this category, Applicant's time was primarily spent dealing with all issues related to a review of the cash collateral budget and the Committee's rights in the original cash collateral order to challenge prepetition liens. Applicant's time was also spent obtaining multiple extensions to the challenge period in order to complete its investigation.

C. Professional Fees

16. H&H expended 95.40 hours with respect to services under this category, for which total compensation amounts to \$29,531.50. Applicant's services in this category included a review of the other professionals' fee applications and analyzing and summarizing same for the Committee. Applicant prepared and maintained a spreadsheet detailing the fees and expenses of professionals in this case for distribution to the Committee. Applicant's services in this category also included preparation of monthly fee statements and interim fee applications for committee professionals.

D. Plan & Disclosure Statement

17. H&H expended 86.40 hours with respect to services under this category, for which total compensation amounts to \$47,294.00. Applicant reviewed the Debtor's motions for the extension of its exclusive periods and discussed same with Debtor's counsel and the

Committee. The last order on this matter was entered on October 19, 2009, at which time, the Debtor's exclusive period to obtain acceptances of its Plan was extended through March 29, 2010.

18. H&H worked with the Committee's financial advisors to analyze the Debtor's business model and its proposed terms of reorganization in order to determine what terms would result in the best outcome for unsecured creditors. More specifically, H&H participated in multiple meetings and teleconferences with the Debtor, the Debtor's parent company and Debtor's counsel and financial advisors to discuss various settlement scenarios pursuant to which the Debtor could reorganize and emerge from chapter 11. H&H communicated the results of each such meeting and teleconference to the Committee to obtain the Committee's feedback. These negotiations ultimately resulted in the provisions contained in the Plan pursuant to which KLK has agreed to fund a 45% distribution to unsecured creditors. In addition, the Debtor agreed to include a provision in the Plan waiving preference actions against the unsecured trade creditors as part of the settlement.

19. In October 2009, the Debtor's counsel provided Applicant with a draft of its proposed plan of reorganization and related disclosure statement, which Applicant forwarded to the Committee for review and comment. Thereafter, Applicant discussed with Debtor's counsel the issues of concern to the Committee and drafted extensive revisions to the plan documents. After Debtor's counsel had revised the proposed plan and disclosure statement and circulated revised drafts, Applicant reviewed same to verify that the Committee's concerns had been addressed adequately.

20. The Debtor filed its initial plan and disclosure statement on October 23, 2009 and the hearing to approve the disclosure statement (the "Disclosure Hearing") was

scheduled for November 19, 2009. Prior to the Disclosure Hearing, Applicant reviewed and reported at length to the Committee regarding the issues raised by other interested parties to the Plan and the revisions suggested by such interested parties. In connection with continuing negotiations between the various interested parties, further revisions were made to the plan documents and final versions of the Debtor's Plan and related Disclosure Statement were filed on November 17, 2009.

21. Applicant appeared at the Disclosure Hearing, and indicated that the latest version of the Disclosure Statement met with the approval of the Committee. The Court found the Disclosure Statement to be adequate and established January 14, 2010 as the date for a hearing on confirmation of the Debtor's Plan (the "Confirmation Hearing").

22. Applicant's preparation for the Confirmation Hearing included the review of various objections to confirmation along with exhibits and supporting documents to the Plan prepared by Debtor's counsel. In addition, Applicant monitored the Debtor's transmittal of the Plan, Disclosure Statement, and ballots to creditors, stockholders and other parties in interest. Applicant reviewed and commented on the provisions of the proposed confirmation order prepared by the Debtor's counsel, as well as other documents which were to be filed with the Court in connection with the Confirmation Hearing.

E. Claims Administration

23. H&H expended 5.80 hours with respect to services under this category, for which total compensation amounts to \$2,706.50. Services in this category included the review of the analyses of filed claims prepared by the Committee's financial advisors, review of the Debtors' omnibus motion objecting to claims, review of reclamation motions, attention to the claims bar date, review final state court order approving class action settlement and had

numerous communications with Debtor's Counsel, Committee Members and Committee professionals with respect to the forgoing.

**REQUEST FOR ALLOWANCE OF FEES
AND REIMBURSEMENT OF EXPENSES**

24. Under all of the criteria normally examined in Chapter 11 reorganization cases, H&H's total requested compensation of ***\$278,579.15*** is reasonable in light of the work performed by H&H. The hourly rate for each attorney and paraprofessional who performed the foregoing services on behalf of the Committee is set forth in the prefixed Summary Cover Sheet. The foregoing services are detailed in Exhibits "A", "B", "C" and "D" annexed hereto, which are computer-generated invoices taken from the timesheets maintained by the individuals who performed services during the Compensation Period. The invoices further detail the dates of and description of the services for which H&H seeks compensation, and the hours spent in performance of such services.

25. In certain instances, H&H's time records may indicate that two or more attorneys attended the same meeting or hearing. Where more than one attorney attended a meeting or hearing, it was due in part to the expertise related to a specific issue that one particular attorney was handling and/or because one attorney was more familiar with specific topics to be discussed or presented at the meeting or hearing. Applicant made every effort to minimize such dual attendance while at the same time assuring that the interests of the Committee and the creditor body were adequately represented. Applicant, therefore, believes that the time for each attorney at such meetings and/or hearings is properly compensable.

26. Pursuant to the standards set forth in § 330 of the Bankruptcy Code, H&H submits that the compensation requested for its actual and necessary services and expenses is

reasonable, based upon the nature, extent and value of such services, the time spent thereon, and the costs of comparable services other than in a case under the Bankruptcy Code.

Disbursements Incurred During Compensation Period

27. A summary of H&H's out-of-pocket expenses incurred in connection with its services during the Compensation Period is set forth in the prefixed Cover Sheet and a detailed breakdown of such expenses is presented in Exhibit "E" annexed hereto. H&H believes its expenses are reasonable and were necessarily made. H&H requests reimbursement thereof in the sum of ***\$7,300.04***.

28. In providing a reimbursable service, H&H does not make a profit on that service and does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment or capital outlay. H&H reserves the right to request in subsequent applications reimbursement for expenses actually incurred during the Compensation Period but which do not appear on the annexed Exhibits because either charges have not yet been posted in H&H's billing system, or have not yet been billed by a third party vendor.

Notice

29. Notice of this Application has been provided to the Notice Parties, including the Office of the United States Trustee in accordance with the Interim Fee Order and the Confirmation Order. Applicant anticipates approval of its requested compensation by the Committee which will be provided (by its Co-Chairs) with a copy of this application before or simultaneously with its filing with the Court.

Conclusion

30. Applicant believes that it provided the Committee with the best representation possible in the within bankruptcy proceeding. The major portion of Applicant's

extensive practice is specialization in debtor-creditor relations. Applicant represents creditors' interests in reorganization, bankruptcies and common law compositions. The individual attorneys performing the services for which Applicant seeks compensation concentrate their practice in this field and are experts in this area of law. Applicant further believes that it conducted its representation of the Debtor in an efficient and expeditious manner under the circumstances of the case.

WHEREFORE, Applicant respectfully requests that the Court enter an order:

(a) granting Applicant's requested fees in the amount of **\$278,579.15** and reimbursement of related out-of-pocket expenses in the amount of **\$7,300.04** as Final compensation for the period of July 15, 2009 through and including January 27, 2010; (b) authorizing and directing the immediate payment to H&H of the allowed amounts; and (c) granting such other and further relief as the Court deems to be just and proper.

Dated: New York, New York
March 10, 2010

HAHN & HESSEN LLP

By: /s/ Mark S. Indelicato
Mark S. Indelicato
A Member of the Firm

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New York, NY 10022
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*Counsel for The Official
Committee of Unsecured Creditors*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

Case No. 09-14267 (BRL)

CRABTREE & EVELYN, LTD.,

Chapter 11

Debtor.

**AFFIDAVIT PURSUANT TO SECTION 504
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2016**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

MARK S. INDELICATO, being duly sworn, deposes and says:

1. I am a Member of the firm of Hahn & Hessen LLP (“H&H”), which maintains offices at 488 Madison Avenue, New York, New York 10022.

2. This affidavit is submitted in support of the foregoing *Final Application of Hahn & Hessen LLP for Allowance of Compensation and Reimbursement of Expenses Incurred For the Period July 15, 2009 through January 27, 2010* (the “Application”) as counsel to the Official Committee of Unsecured Creditors (“Committee”) appointed in the chapter 11 case of Crabtree & Evelyn, Ltd., Debtor.

2. I have personally performed many of the services rendered by H&H and am thoroughly familiar with all other services performed on behalf of the Committee by the lawyers and paraprofessionals in my firm.

3. The facts contained in the Application are true and correct to the best of my knowledge, information and belief.

4. The fees and disbursements requested in the Application are in accordance with practices customarily employed by H&H and generally accepted by H&H’s clients.

5. No agreement or understanding exists between H&H and any other person or persons or parties to share in any compensation received in connection with this case except as with respect to the terms of partnership agreements with members of H&H.

6. To the best of my knowledge, information and belief, the Application substantially complies with the Local Rules.

/s/ Mark S. Indelicato

Mark S. Indelicato

Sworn to before me on
this 10th day of March, 2010

/s/ Marie L. Curry

Marie L. Curry
Notary Public, State of New York
No. 01CU6194847
Qualified in Queens County
Commission Expires Oct 14, 2012