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James J. Waldron, Clerk

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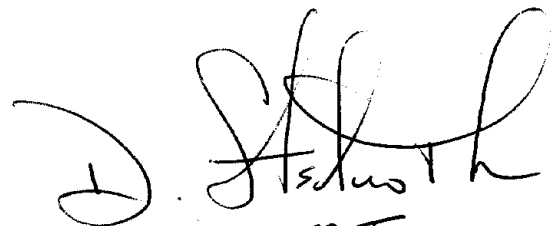
U.S. Bankruptcy Court, Newark NJ
BY:  Deputy

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
FORMAN HOLT ELIADES & RAVIN LLC 80 Route 4 East, Suite 290 Paramus, NJ 07652 (201) 845-1000 Proposed Special Counsel for Steven P. Kartzman, Chapter 7 Trustee Michael E. Holt (MEH-8735)	
In Re:	Chapter 7
ARTS DES PROVINCES DE FRANCE, INC.,	Case No. 11-29111 (DHS)
Debtor.	(Jointly Administered)
	Hearing Date: July 20, 2011 at 10:00 a.m.

ORDER (1) AUTHORIZING THE TRUSTEE TO SELL DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES PURSUANT TO 11 U.S.C. §363(b) and (f); (2) APPROVING BIDDING PROCEDURES; (3) SCHEDULING (A) BID DEADLINE, (B) AUCTION SALE AND (C) HEARING APPROVING SALE; (4) APPROVING SALE PROCESS; AND (5) GRANTING RELATED RELIEF

The relief set forth on the following pages, numbered two (2) through six (6) is hereby **ORDERED.**

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U.S.B.J.

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THIS MATTER having been presented to the Court upon the motion of Steven P. Kartzman, chapter 7 trustee (the "Trustee") for Arts des Provinces de France, Inc. through his proposed special counsel, Forman Holt Eliades & Ravin LLC, pursuant to sections 105(a), 363(b), 363(f), 363(m), 365 and 554 of Title 11, United States Code (the "Bankruptcy Code") and Federal Rules of Bankruptcy Procedure 6004, 6006, 6007, for the entry of an Order approving bidding procedures, scheduling bid deadline, auction sale and hearing to approve sale, authorizing the Trustee to sell the Debtors' assets free and clear of liens, claims, interests and encumbrances, authorizing the Trustee to assume and assign certain executory contracts and unexpired leases, authorizing the Trustee to reject certain executory contracts and unexpired leases, authorizing the Trustee to abandon certain assets, and granting related relief (the "Motion"); and the court having considered the objections filed by Robert Schultz and Christine Schultz d/b/a Cartley Associates, through their attorneys, Becker Meisel, LLC (Stacey L. Meisel appearing), Federal Realty Investment Trust, through its attorneys, Ballard Spahr, LLP (Mariah E. Murphy appearing), Westport Post Road, LLC, through its attorneys, Riker Danzig Scherer Hyland & Perretti LLP (Kevin J. Larner appearing); and for the reasons set forth on the record at the hearing on the Motion on July 20, 2011 at 10:00 a.m.; and the Court having found sufficient cause for the relief granted herein.

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THE COURT HEREBY FINDS THAT:

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (N) and (O). Venue of this case and this matter in this district is proper under 28 U.S.C. §§ 1408 and 1409.

B. As evidenced by the certifications of service previously filed with the Court, (i) proper, timely, adequate and sufficient notice of the Motion has been provided in accordance with the Order Shortening Time Period and Setting Hearing on the Motion and (ii) such notice was good and sufficient, and appropriate under the particular circumstances.

C. The Trustee has satisfied the applicable criteria of sections 105(a), 363(b), 363(f), 363(m), and 554 of the Bankruptcy Code and therefore, the sale of the Property free and clear of all liens, claims, interests and encumbrances, and all other relief provided herein, is appropriate.

THEREFORE, IT IS HEREBY ORDERED THAT:

1. Pursuant to sections 363(b) and (f) of the Bankruptcy Code, and in accordance with this Order, the Trustee is authorized to sell the Debtor Assets to the Successful Bidder(s) free and clear of and clear of all interests, mortgages, liens, claims, judgments, encumbrances, and charges of any kind or nature (the "Liens and Claims"). The Landlords reserve their claims and rights with respect to the disposition of proposed assets affecting a Lease or the Landlord's real property. All Liens and Claims shall attach to the net proceeds of the sale in the order of

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their priority, with the same validity, force and effect that they now have as against the Debtor Assets.

2. The Bidding Procedures contained in this Order ~~and attached as Exhibit A~~ are approved: Parties making bids must comply with the Bidding Procedures and submit Qualified Bids on or before 9:00 a.m. (EDT) on July 26, 2011 to the Trustee, at Mellinger, Sanders & Kartzman, 101 Gibraltar Drive, Morris Plains, New Jersey, via facsimile at (973) 267-2402 or via email at skartzman@msklaw.com. Qualified Bidders, and any affected Landlord (defined below) and its counsel will be notified by July 27, 2011 of the Trustee's determination of the identity of the Qualified Bidder or Bidders submitting the highest or best bid for each or all of the Assets. If one or more Qualified Bids is received, the Trustee will conduct an Auction at the Debtors' offices located at 40 Enterprise Avenue North, Secaucus, New Jersey 07094, on July 28, 2011, commencing at 10:00 a.m. (EDT).

(as defined in the Trustee's Application in support of this Order)

3. The court shall conduct a hearing on ~~July 27~~, 2011 at ~~10:00 a.m.~~ ^{August 8 2:00 PM} in connection with the proposed sale by the Trustee of the debtor's inventory, fixtures, furnishings, machinery, equipment, customer lists and other assets; provided, however, that any proposed assumption or assignment of the debtor's non-residential real property leases (the "Leases") shall be in accordance with the procedures set forth below.

4. On or before July 27, 2011, at 9:00 p.m. (EDT), the Trustee shall provide true copies of all bids, including the Adequate Assurance Information in Exhibit A, received by the

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Trustee together with all supporting financial documentation and other information provided by all qualified bidders for any or all of the Leases to each of the lessors (the "Landlords") under the Leases and their counsel.

5. Any objections to the assumption and assignment of the Leases shall be filed with the court and served upon the Trustee on or before August 5, 2011. Contingent upon the satisfaction of the conditions set forth in paragraph 6 below, any party to a Lease that the Trustee proposes to assume and assign that fails to timely file an objection to the assumption and assignment of such Lease or to the amount necessary to cure any default under such Lease shall be forever barred from objecting to the assumption and assignment of such Lease or to such cure amount and from asserting any additional cure or other amounts against the Trustee, the debtor, the debtor's estate, or any assignee with respect to such Lease and will be deemed to consent to the assumption and assignment of such Lease. The Landlords and the Trustee each reserve all rights regarding the proposed assumption and assignment of Leases, any proposed agreement or order regarding the Leases and any objections thereto.

6. The assumption and assignment of any Lease will be contingent upon payment in full of the pre-petition and post-petition amounts due and owing under the Lease (the "Cure Amount"). For any Lease for which a Qualified Bid is received, the Trustee will provide the Landlord and its counsel of the Trustee's proposed Cure Amounts on or before July 27, 2011. The Landlord shall file any objection to the Proposed Cure Amount on or before August 5, 2011.

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Cure Amounts shall be subject to adjustments for true-up and amounts that continue to accrue prior to the effective date of a proposed assumption and assignment. Landlord reserve all rights with respect to Cure Amounts.

7. In the event that timely objections are filed to the assumption and assignment of Leases by the Trustee, and/or to the Cure Amount, the court shall conduct a hearing on August 10, 2011, at 2:00 P.m. to consider such objections.

8. Any assets not sold by the Trustee pursuant to 11 U.S.C. §363 and the terms of this order may be abandoned by the Trustee pursuant to 11 U.S.C. §554 without further notice to creditors or order of this court.

9. Any Leases that the Trustee is not seeking to assume or assign pursuant to 11 U.S.C. §365 and the terms of this order may be rejected by the Trustee upon 24 hours written notice to each Landlord and their counsel of the rejection of any such lease. Landlords reserve all rights and claims with respect to any rejection of the Leases by the Trustee.

10. Pursuant to Bankruptcy Rules 6004(h) and 7062, this Order shall not be stayed, and this Order shall be effective and immediately enforceable upon entry.

11. The United States Bankruptcy Court for the District of New Jersey shall retain jurisdiction over any matter or dispute arising from or relating to the implementation of this Order and the Bidding Procedures.

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12. The Trustee shall serve a copy of this Order on the parties identified in paragraph 3 of the Order Shortening Time, Docket Entry No. 29, and upon all counsel and parties who have filed a Notice of Appearance in this matter within 1 day of its entry via ECF, email or regular mail.