

United States Bankruptcy Court
Southern District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
Lenox Group Inc.
Name of Joint Debtor (Spouse) (Last, First, Middle):
N/A

All Other Names used by the Debtor in the last 8 years
(include married, maiden, and trade names):
Lenox, Department 56, Gorham, Dansk
All Other Names used by the Joint Debtor in the last 8 years
(include married, maiden, and trade names):
N/A

Last four digits of Social-Security No./Complete EIN or other Tax-I.D. No. (if more than one, state all):
Tax-I.D. No. 13-3684956
Last four digits of Social-Security No./Complete EIN or other Tax-I.D. No. (if more than one, state all):
N/A

Street Address of Debtor (No. and Street, City, and State):
One Village Place, 6346 City West Parkway
Eden Prairie, MN
ZIP CODE 55344
Street Address of Joint Debtor (No. and Street, City, and State):
N/A
ZIP CODE

County of Residence or of the Principal Place of Business:
Hennepin County
County of Residence or of the Principal Place of Business:
N/A

Mailing Address of Debtor (if different from street address):
N/A
ZIP CODE
Mailing Address of Joint Debtor (if different from street address):
N/A
ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):
See Attached Schedule 1
ZIP CODE

Type of Debtor (Form of Organization) (Check one box.)
Individual (includes Joint Debtors) See Exhibit D on page 2 of this form.
[X] Corporation (includes LLC and LLP)
Partnership
Other (If debtor is not one of the above entities, check this box and state type of entity below.)
Nature of Business (Check one box.)
Health Care Business
Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
Railroad
Stockbroker
Commodity Broker
Clearing Bank
[X] Other
Tax-Exempt Entity (Check box, if applicable.)
Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
Chapter 7
Chapter 9
[X] Chapter 11
Chapter 12
Chapter 13
Chapter 15 Petition for Recognition of a Foreign Main Proceeding
Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Nature of Debts (Check one box)
Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
[X] Debts are primarily business debts.

Chapter 11 Debtors
Check one box:
Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
[X] Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
Check if:
Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.
Check all applicable boxes:
A plan is being filed with this petition.
Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B).

Statistical/Administrative Information (on a consolidated basis)
[X] Debtor estimates that funds will be available for distribution to unsecured creditors.
Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Table with 10 columns for creditor counts and asset/liability ranges. Includes rows for Estimated Number of Creditors, Estimated Assets, and Estimated Liabilities.

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Lenox Group Inc.	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor: See Attached Schedule 2	Case Number: Pending	Date Filed: November 23, 2008
District: Southern District of New York	Relationship: Affiliates	Judge: Pending
<p style="text-align: center;">Exhibit A</p> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.	<p style="text-align: center;">Exhibit B</p> <small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small> <p style="text-align: center;">NOT APPLICABLE</p> I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b). <div style="display: flex; justify-content: space-between;"> <div style="text-align: center;"> <u>X</u> Signature of Attorney for Debtor(s) </div> <div style="text-align: center;"> _____ Date </div> </div>	
Exhibit C		
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
Exhibit D		
NOT APPLICABLE		
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.		
Information Regarding the Debtor - Venue (Check any applicable box.)		
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
Certification by a Debtor Who Resides as a Tenant of Residential Property		
NOT APPLICABLE		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: center;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: center;"> _____ (Address of landlord) </div>		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).		

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Lenox Group Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Alfredo R. Pérez
Signature of Attorney for Debtor(s)

Alfredo R. Pérez

Printed Name of Attorney for Debtor(s)

Weil, Gotshal & Manges LLP

Firm Name

700 Louisiana Street, Suite 1600

Address

Houston, Texas 77002-2784

(713) 546-5000

Telephone Number

11/23/08

Date

* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

x _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

x /s/ Fred Spivak
Signature of Authorized Individual

Fred Spivak
Printed Name of Authorized Individual

Chief Financial Officer
Title of Authorized Individual

11/23/08
Date

Schedule 1

LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTORS (ON A CONSOLIDATED BASIS)

41 Madison Avenue New York, NY 10010	545 Tilton Road Pomona, NJ 08240
53 Commerce Drive Cranbury, NJ 08512	One State Highway 31 Flemington, NJ 08820
177 Marigold Court Central Valley, NY 10917	905 Tanger Drive Riverhead, NY 11901
Route 31 East Mt. Pleasant, PA 15666	2460 Lincoln Highway Lancaster, PA 17602
900 Wheeler Way Langhorne, PA 19047	35016 Midway Outlet Drive, Suite 303 Rehoboth Beach, DE 19971
4632 Ocean Gateway Queenstown, MD 21658	16507 Hunters Green Parkway Hagerstown, MD 21740
3032-2 Richmond Road Williamsburg, VA 23185	1800 Dobbs Farm Road Kinston, NC 28501
1209 Celebrity Circle Myrtle Beach, SC 29577	4630 Factory Stores Blvd., A160 Myrtle Beach, SC 29579
373 Pottery Factory Drive Commerce, GA 30529	500 Prime Outlets Blvd., #230 St. Augustine, FL 32084
10676 W. Emerald Coast Parkway, Suite 129 Destin, FL 32550	8001 S. Orange Blossom Tr., Suite 524A Orlando, FL 32809
1890 94th Drive, H-100 Vero Beach, FL 32966	10300 West Forest Hills Blvd., #287 Wellington, FL 33414
10801 Corkscrew Road, Suite 348 Estero, FL 33928	8485 Cooper Creek Blvd. University Park, FL 34201
4500 Katie's Way, Suite 110 Bessemer, AL 35022	1645 Parkway Sevierville, TN 37862
27414 Novi Road, Space A212 Novi, MI 48377	12155 S. Beyer Road Birch Run, MI 48415
300 North Garden Bloomington, MN 55425	1540 S. Disneyland Drive #102 Anaheim, CA 92802
39 Pier #159 San Francisco, CA 94133	20 Enterprise Avenue Secaucus, NJ 07094

Schedule 2

PENDING BANKRUPTCY CASES CONCURRENTLY FILED BY THIS DEBTOR AND AFFILIATED DEBTORS IN THE UNITED STATES BANKRUPTCY COURT, SOUTHERN DISTRICT OF NEW YORK

Name of Debtor: Lenox Sales, Inc.	Case No. 08-_____()	Date Filed: November 23, 2008
District: Southern District of New York	Relationship: Affiliate	Judge: Pending

Name of Debtor: D 56, Inc.	Case No. 08-_____()	Date Filed: November 23, 2008
District: Southern District of New York	Relationship: Affiliate	Judge: Pending

Name of Debtor: FL 56 Intermediate Corp.	Case No. 08-_____()	Date Filed: November 23, 2008
District: Southern District of New York	Relationship: Affiliate	Judge: Pending

Name of Debtor: Lenox Group Inc.	Case No. 08-_____()	Date Filed: November 23, 2008
District: Southern District of New York	Relationship: Affiliate	Judge: Pending

Name of Debtor: Lenox, Incorporated	Case No. 08-_____()	Date Filed: November 23, 2008
District: Southern District of New York	Relationship: Affiliate	Judge: Pending

Name of Debtor: Lenox Retail, Inc.	Case No. 08-_____()	Date Filed: November 23, 2008
District: Southern District of New York	Relationship: Affiliate	Judge: Pending

Name of Debtor: Lenox Worldwide, LLC	Case No. 08-_____()	Date Filed: November 23, 2008
District: Southern District of New York	Relationship: Affiliate	Judge: Pending

On the date hereof, each of the affiliated entities listed above (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the "Court"). A motion has been filed or will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

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

-----X
In re : **Chapter 11 Case No.**
: **LENOX GROUP INC.,** : **08-_____ ()**
: **Debtor.** : **(Jointly Administered)**
:
:
-----X

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of debtor's securities are registered under Section 12 of the Securities and Exchange Act of 1934, the SEC file number is 1-11908.

2. The following financial data is the latest available information and refers to the debtor's condition as of October 25, 2008.

a.	Total assets	\$ 264,000,000	
b.	Total debts (including debts listed in 2.c., below)	\$ 238,000,000	
c.	Debt securities held by more than 500 holders.		Approximate number of holders
	None.		n/a
d.	Number of shares of preferred stock	0 outstanding	
e.	Number of shares of common stock	Approximately 14,400,000 outstanding	

Comments, if any: _____

3. Brief description of debtor's business: Lenox Group Inc., including its two main operating subsidiaries, D 56, Inc. ("D 56") and Lenox, Incorporated ("Lenox"), is a leading designer, marketer, distributor, wholesaler, manufacturer and retailer of quality tableware, collectibles, and other giftware products under the Lenox, Dansk, Gorham, and Department 56 brand names. These products are sold through department stores, large specialty retailers, general merchandise chains, national chains and clubs, small independent specialty retailers, and other wholesale accounts. In addition, the company operates its own retail stores and utilizes various methods of consumer direct marketing to sell its products, including (a) media advertising, direct mail, and telemarketing, (b) catalogs, and (c) the debtors' various Internet sites, www.department56.com, www.lenox.com, and www.dansk.com.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

(1) Clinton Group Inc.	18%
(2) Barclays Global Investors	13%
(3) Ramius LLC	12%
(4) Dimensional Fund Advisors LP	8%
(5) AmTrust Capital Management Inc.	7%

CERTIFICATE OF RESOLUTION

I, Fred Spivak, a duly authorized officer of Lenox Group Inc., a Delaware corporation (the "Corporation"), hereby certify that the following resolutions were duly adopted by the vote of all of the Directors of the Corporation in attendance at a special meeting of the Board of Directors of the Corporation held on November 23, 2008 in accordance with the requirements of Delaware General Corporation Law and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

Chapter 11 Case

WHEREAS, Lenox Group Inc. has determined that it is desirable and in the best interests of the Corporation and its creditors, employees, and other interested parties that a petition be filed by the Corporation, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

NOW, THEREFORE, BE IT

RESOLVED, that each of the Chairman of the Board, the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer, and any other officer or person designated and so authorized to act (each, an "Authorized Officer") of the Corporation be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and verify the petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time or in such other jurisdiction as the Authorized Officer executing the petition shall determine; and it is further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP be, and hereby is, employed as attorneys for the Corporation under a general retainer in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the firm of Berenson & Company be, and hereby is, employed as financial advisors for the Corporation under a general retainer in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the firm of Carl Marks Advisory Group LLC be, and hereby is, employed as consultants for the Corporation under a general retainer in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that any Authorized Officer be, and hereby is, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection

with the Corporation's chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that any Authorized Officer and such other officers of the Corporation as the Authorized Officers shall designate from time to time, and any employees or agents (including counsel) designated by or directed by any such officers be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Corporation, to cause the Corporation to enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of any such officer shall be or become necessary, proper, and desirable to effectuate the successful prosecution of the chapter 11 case; and it is further

RESOLVED, that in connection with the chapter 11 case, the terms, conditions and other provisions reflected in the Summary of Preliminary Terms and Conditions of the \$85,000,000 Debtor-in-Possession Revolving Credit Facility (the "Financing Term Sheet") are hereby approved; and it is further

RESOLVED, that in connection with the chapter 11 case, each Authorized Person, and such other officers of the Corporation as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Corporation, to cause the Corporation to make interim borrowings pursuant to arrangements on substantially the same terms contemplated by the Financing Term Sheet (the "Interim Arrangements") with such changes therein and additions thereto as such officer or officers causing the same may consider necessary, appropriate, desirable or advisable, such determination to be conclusively evidenced by such making of such changes; and it is further

RESOLVED, that in connection with the chapter 11 case, each Authorized Person, and such other officers of the Corporation as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Corporation, to negotiate, execute, deliver and perform or cause the performance of any notes, guarantees, security agreements, other agreements, certificates or instruments as such person considers necessary, appropriate, desirable or advisable to effectuate borrowings pursuant to the Interim Arrangements, such determination to be evidenced by such execution or taking of such action; and it is further

RESOLVED, that in connection with the commencement of the chapter 11 case, each Authorized Person, and such other officers of the Corporation as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to negotiate, execute, deliver and perform or cause the performance of a debtor-in-possession loan facility (including, in connection therewith, such guarantees, notes, security agreements and other agreements, certificates, or instruments as such officer or officers executing the same considers appropriate)

on substantially the same terms and conditions reflected in the Financing Term Sheet with such changes therein and additions thereto as such officer or officers executing the same may consider necessary, proper, desirable, or advisable, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Corporation and any affiliates thereof; and it is further

RESOLVED, that in connection with the commencement of the chapter 11 case by the Corporation, each Authorized Person, and such other officers of the Corporation as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to adopt a plan of reorganization on terms and conditions substantially similar to those included in the proposed plan term sheet, and to enter into a Plan Support Agreement, as such officer or officers executing the same may consider necessary, proper or desirable, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Corporation and any affiliates; and it is further

RESOLVED, that each Authorized Person be, and each hereby is, authorized and empowered on behalf of and in the name of the Corporation, to execute such consents of the Corporation, as such Authorized Person considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or taking of such action; and it is further

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or the directors of the Corporation in the name and on behalf of the Corporation in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

IN WITNESS WHEREOF, I have duly executed this Certificate this
23rd day of November, 2008.

/s/ Fred Spivak
By: Fred Spivak
Title: Chief Financial Officer

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

-----X
 :
In re : **Chapter 11 Case No.**
 :
LENOX GROUP INC., : **08-_____ ()**
 :
Debtor. : **(Jointly Administered)**
 :
 -----X

LIST OF CREDITORS
HOLDING 30 LARGEST UNSECURED CLAIMS¹

The following is a list of creditors holding the 30 largest unsecured claims against the above-captioned debtor and its affiliated debtors (the “Debtors”). This list has been prepared from the unaudited books and records of the Debtors. The list reflects amounts from the Debtors’ books and records as of November 13, 2008. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors’ chapter 11 case. This list does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtor’s right to challenge the amount or characterization of any claim at a later date.

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off*	Amount of Claim (If secured also state value of security)
Pension Benefit Guaranty Corporation	Distress Terminations Dept. of Insurance Supervision & Compliance Suite 270 1200 K Street, NW Washington, DC 20005-4026	Pension liability		9,970,000
Bohemia Crystalex Trading Co,	Rumunska UL. 655/G, Bldg Syner 460 01 Liberec 4 Czech Republic 420485271111	Trade		224,301.51
Quad Graphics	PO Box 930505 Atlanta, GA 31193	Advertising		212,869.30
Island View Crossing TCI, LP	CB Richard Ellis, Inc. 51 Haddonfield Road, Suite 135 Cherry Hill, NJ 09002 856-910-9545	Lease		209,773.08

¹ The List of Creditors reflects the latest information available to the Debtor as of November 13, 2008. The Debtor will continue to update this information and will provide a complete List of Creditors as soon as practicable.

* The claims listed herein are currently under investigation and review and may be subject to set-off.

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off*	Amount of Claim (If secured also state value of security)
Green Bay Packaging	1100 Gilroy Road Hunt Valley, MD 21031-1309 410-785-2233	Trade		164,276.54
First Industrial Realty Trust	707 Eagleview Blvd. Exton, PA 19341-8700 610-594-9700	Lease		163,439.00
United Parcel Service	PO Box 650580 Dallas, TX 75265-0580 800-811-1648	Transportation		163,315.45
PT. Hankook Ceramic Indonesia	JL. Raya Cikupa, Desa Sukaharja Pasar Kemis-Tangerang, Indonesia 5900401	Trade		160,889.24
900 Wheeler Way	33 Cotters Lane East Brunswick, NJ 08818 732-613-3620	Lease		138,484.75
FedEx	PO Box 371461 Pittsburgh, PA 15250-7461 800-622-1147	Transportation		130,857.98
YesMail – Info USA	PO Box 3603 Omaha, NE 68103-0603 402-537-7931	Advertising		121,339.50
North American Color, Inc.,	5960 S Sprinkle Road Portage, MI 49002 269-323-0552	Advertising		117,030.23
Oracle Corp.	PO Box 71028 Chicago, IL 60694-1028	IT		112,721.79
RVC Credit Ltd for AC Hagarth	Unit C, 7/F Golden Sun Centre 59-67 Bomhan Strand West Sheung Wan, Hong Kong 88637226694 (Fax)	Trade		110,820.96
Arch Associates	5F-18 NO.2, Lane 160, Sec. 3 Minquan E. Rd. Taipei, Taiwan, R.O.C. 2713-6509	Trade		107,142.00
UPS Supply Chain Solutions	PO Box 800 Champlain, NY 12919 866-219-5364	Freight		99,881.08
BAW Plastics	2148 Century Drive Jefferson Hills, PA 15025 800-783-2229	Trade		99,297.91
Liberty Mutual Insurance Group	PO Box 7247-0109 Philadelphia, PA 19170-0109 800-320-7582	Benefits		85,984.70
Tri-State Envelope	1 Orgler Place Ashland, PA 17921 570-875-0433	Office Supplies		85,825.98
Kay Cunningham, Inc.	12852 Burwell Drive Minnetonka, MN 55305 952-988-5892	Advertising		80,377.00
Outsource One	730 Second Ave. South Suite 520 Minneapolis, MN	Benefits		80,371.55

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off*	Amount of Claim (If secured also state value of security)
Bardwil Linens (Milberg Factor)	1071 Avenue of the Americas New York, NY 10018 212-944-1870	Trade		80,252.90
Sudo and Company	7-10 2-Chome Tokugawa Higashi-Ku, Nmagoya, Japan 011 81529370417	Trade		77,440.08
CP Commercial Property-X Inc.	c/o Matrix Development Group CN 4000 Forsgate Drive Cranbury, NJ 08512 732-521-2900	Lease		68,443.26
M/S Akanksha International.	Behind Akanksha Automobile Lakri Fazalpur, Delhi Road Moradabad, India 011 915912330024	Trade		67,626.20
Axciom Corp	4057 Collections Center Drive Chicago, IL 60693	Marketing		67,461.66
Kiffin, Conrad	547 West 27 th Street, 6 th Floor New York, NY 10001 212-239-0412	Advertising		63,612.81
Spruce Printing Company, Inc.	5960 S. Sprinkle Road Portage, MI 49002 269-323-0552	Advertising		63,319.00
Industrial Packaging Group	165 Weathers Street Youngsville, NC 27596 919-570-9640	Trade		63,295.17
MOAC Mall Holdings	60 E. Broadway Bloomington, MN 55425- 5550 952-883-8810	Lease		62,523.96

**DECLARATION CONCERNING LIST
OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

I, the undersigned authorized officer of Lenox Group Inc., named as the debtor in this case (the "Debtor"), declare under penalty of perjury that I have read the foregoing List of Creditors Holding 30 Largest Unsecured Claims against the Debtor and that the list is true and correct to the best of my information and belief.

Dated: November 23, 2008

/s/ Fred Spivak _____
By: Fred Spivak
Title: Chief Financial Officer

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

-----X
: **Chapter 11 Case No.**
: **08-_____ ()**
: **(Jointly Administered)**
: **Debtor.**
: **Debtor.**
-----X

**DECLARATION CONCERNING
LIST OF CREDITORS AND EQUITY SECURITY HOLDERS²**

Contemporaneously herewith, the Debtor and its affiliated debtors (the “Debtors”) have filed a motion requesting (i) a waiver of the requirement for filing a list of creditors pursuant to sections 105(a), 342(a), and 521(a)(1) of title 11 of the United States Code, Rules 1007(a)(1) and 2002(a), (f), and (l) of the Federal Rules of Bankruptcy Procedure, and Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York, and General Orders M-133, M-137, M-138 and M-192 of the United States Bankruptcy Court for the Southern District of New York, and (ii) a waiver of the requirement for filing a list of equity security holders pursuant to Rules 1007(a)(3) of the Federal Rules of Bankruptcy Procedure. The Debtors propose to furnish their lists of creditors and equity security holders to the proposed claims and noticing agent. The Debtors have consulted with and received the approval of the Clerk of this Court to implement the foregoing procedures.

The list of creditors will contain only those creditors whose names and addresses were maintained in the Debtors’ consolidated database or were otherwise ascertainable by the Debtors prior to the commencement of these cases. The schedules of liabilities to be subsequently filed should be consulted for a list of the Debtors’ creditors that is comprehensive and current as of the date of the commencement of these cases.

Dated: November 23, 2008

/s/ Fred Spivak
By: Fred Spivak
Title: Chief Financial Officer

² The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor.

