

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
HINES HORTICULTURE, INC., et al., <sup>1</sup>	)	Case No. 08-11922 (KJC)
Debtors.	)	Jointly Administered
	)	Ref. Docket No. 56

**ORDER AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF KIRKLAND & ELLIS LLP  
AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE  
NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the "Application")<sup>2</sup> of the above captioned debtors (collectively, the "Debtors") for the entry of an order authorizing the Debtors to employ and retain Kirkland & Ellis LLP ("K&E") as their attorneys effective nunc pro tunc to the date the Debtors filed their chapter 11 petitions, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the "Bankruptcy Code") and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2014-1 and Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"); and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; the Court having reviewed the Application and the Sathy Declaration; the Court being satisfied

<sup>1</sup> The Debtors in these Chapter 11 Cases and the last four digits of each Debtor's federal tax identification numbers are: Hines Horticulture, Inc. (3204) and Hines Nurseries, Inc. (1319). The location of the Debtors' corporate headquarters and the service address for both Debtors is: 12621 Jeffrey Road, Irvine, California 92620.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

based on the representations made in the Application and the Sathy Declaration that (a) K&E does not hold or represent an interest adverse to the Debtors' estates and (b) K&E is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; it appearing to the Court that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest; and good, adequate and sufficient cause has been shown to justify the immediate entry of this order; and after due deliberation and sufficient cause appearing therefor, it is ORDERED

1. The Application is granted as provided herein.

2. The Debtors are authorized to employ and retain K&E as their attorneys in accordance with the terms and conditions set forth in the Application and in that certain engagement letter attached hereto as Exhibit 1 (the "Engagement Letter"), effective nunc pro tunc to the Petition Date.

3. K&E is authorized to render professional services to the Debtors as described in the Application and the Engagement Letter that may include, but shall not be limited to, the following services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their business and properties;
- b. advising and consulting on the conduct of the Chapter 11 Cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of the creditors and other parties in interest;
- d. taking all necessary action to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors and representing the Debtors' interests in negotiations concerning all litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;

- e. preparing pleadings, including motions, applications, answers, orders, reports and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates before those courts;
- i. consulting with the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare on behalf of the Debtors and obtain approval of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary or otherwise beneficial legal services for the Debtors in connection with the prosecution of these Chapter 11 Cases, including (i) analyzing the Debtors' leases and contracts and the assumptions, rejections or assignment thereof, (ii) analyzing the validity of liens against the Debtors and (iii) advising the Debtors on corporate and litigation matters.

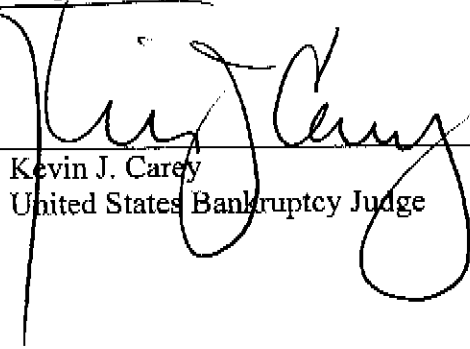
4. K&E shall be entitled to allowance of compensation and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases upon the filing of interim and final applications pursuant to the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and such other orders as the Court may direct.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Date: *Sept 10, 2008*  
Wilmington, Delaware

  
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Kevin J. Carey  
United States Bankruptcy Judge