

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

In re:)	Chapter 11
HINES HORTICULTURE, INC., et al., ¹)	Case No. 08- <u>11922</u>
Debtors.)	Joint Administration Requested
)	

**BRIDGE ORDER AUTHORIZING THE DEBTORS TO MAKE CERTAIN TRANSFERS
AND UNDERTAKE CERTAIN ADMINISTRATIVE FUNCTIONS TO FUND
PREPETITION EMPLOYEE WAGES²**

This matter coming before the Court on the Emergency Motion of the Debtors (the "Motion")³ for entry of a bridge order with respect to the Motion of the Debtors for an Order Authorizing, but not Directing, the Debtors to Pay Certain Prepetition (A) Wages, Salaries, Bonuses and Other Compensation, (B) Reimbursable Employee Expenses and (C) Employee Medical and Similar Benefits (the "Employee Obligations Motion") and the First Day Declaration; it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion 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; notice of the

¹ 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.

² This Order shall remain in effect only until a subsequent form of order related to the Motion or the Employee Obligation Motion is granted.

³ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED

1. The Motion is granted to extent provided herein.

2. To the extent that the Debtors and their bank are required to fund transfer requests from Ceridian and to the extent that the Debtors, Bank of America and Ceridian are required to undertake certain administrative steps related to the Debtors' obligations with respect to the Pre-Funded Amounts and related amounts, pending further order of this Court, the Debtors, Bank of America and Ceridian are authorized to make such transfers and perform such administrative functions for the benefit of their employees subject to the limitations set forth by sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code; provided that the Pre-Funded Amounts shall not exceed \$1,725,000 in the aggregate without further order of the Court.

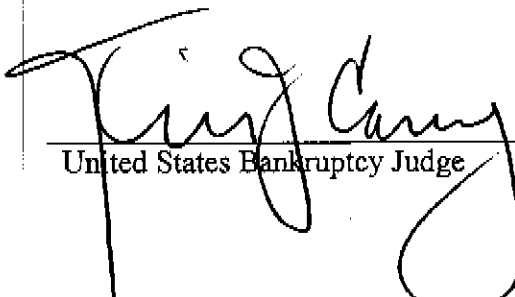
3. The Debtors' banks are authorized and directed, when requested by the Debtors, to honor all funds transfer requests made by the Debtors or Ceridian related to, the employee wages, whether such funds transfer requests were submitted prior to or after the Petition Date, provided that funds are available in the Debtors' accounts to cover such checks and funds transfers. The banks are authorized to rely on the Debtors' designation of any particular funds transfer as approved by this Order.

4. The terms and conditions of this order shall be immediately effective and enforceable upon its entry.

5. This Order shall remain in effect only until a subsequent form of order related to the Employee Obligation Motion is entered and shall be without prejudice to the rights of the Office of the United States Trustee for the District of Delaware or any other party in interest to object to the Employee Obligations Motion.

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

Date: August, 2008
Wilmington, Delaware


United States Bankruptcy Judge