

**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    |

**DECLARATION OF DISINTERESTEDNESS OF [OCP] IN SUPPORT OF RETENTION  
AS ORDINARY COURSE PROFESSIONAL**

I, Gabrielle M. Wirth being duly sworn, upon his/her oath, deposes and says:

1. I am a member of Dorsey & Whitney, LLP, located at 38 Technology Drive, Suite 100, Irvine, California 92618 (the "Company").

2. The above-captioned debtors (collectively, the "Debtors") have requested that the Company provide labor and employment advice, affirmative action related advice, and defense of employment related administrative charges and litigation services to the Debtors, and the Company has consented to provide such services.

3. The Company may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. The Company does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

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<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.

4. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be retained by the Debtors, claimants and parties in interest in these chapter 11 cases.

5. Neither I nor any principal, partner, director or officer of, or professional retained by, the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Company.

6. Neither I nor any principal, partner, director or officer of, or professional retained by, the Company, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Company is to be retained.

7. The Debtors owe the Company \$ 0.00 for prepetition services, the payment of which is subject to limitations contained in the Bankruptcy Code, 11 U.S.C. §§ 101-1532.

8. The Company is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its retention, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 21, 2008.

  
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**GABRIELLE M. WIRTH**