

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re:	: X	
	:	Chapter 11
Premier International Holdings Inc., <u>et al.</u> ,	:	
	:	Case No. 09-12019 (CSS)
	:	
Debtors.	:	Jointly Administered
	:	Re: Docket No. 22
	:	
	:	
	: X	

**BRIDGE ORDER (I) AUTHORIZING THE USE OF  
LENDERS' CASH COLLATERAL, (II) GRANTING ADEQUATE PROTECTION  
PURSUANT TO 11 U.S.C. §§ 361 AND 363 AND (III) SCHEDULING  
A FINAL HEARING PURSUANT TO BANKRUPTCY RULE 4001(b)**

Upon the motion (the "Motion"),<sup>1</sup> dated as of June 14, 2009, of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), (a) seeking this Court's authorization, pursuant to Section 363(c) of Title 11, United States Code, 11 U.S.C. §§ 101 et seq. (as amended, the "Bankruptcy Code"), to use the Cash Collateral and, pursuant to Sections 361 and 363 of the Bankruptcy Code, to provide adequate protection to the Lenders with respect to any diminution in the value of the Lenders' interests in the Prepetition Collateral, including for the use of the Cash Collateral, the use, sale, lease, depreciation, decline in market price or other diminution in value of the Prepetition Collateral other than the Cash Collateral, or the imposition of the automatic stay pursuant to Section 362(a) of the Bankruptcy Code; (b) seeking a preliminary hearing (the "Preliminary Hearing") on the Motion to consider entry of an interim order pursuant to Bankruptcy Rule 4001(b) authorizing the Debtors to use the Lenders' Cash Collateral; and (c) requesting that a final hearing be scheduled, and that notice procedures

<sup>1</sup> Capitalized terms that are used but not defined herein have the meanings ascribed to them in the Motion.

in respect of the final hearing be established by this Court to consider entry of a final order authorizing on a final basis the Debtors' use of the Cash Collateral, all as more fully described in the Motion; and the Court having commenced the Preliminary Hearing on June 15, 2009; and the Court having determined that it is appropriate to grant relief to the Debtors until such time as the Court has concluded the Preliminary Hearing;

**IT IS HEREBY ORDERED that:**

1. The Debtors are authorized to use the Cash Collateral during the period from the Petition Date through and including the time when the Court has entered an order determining the Motion (the "Initial Period") for general corporate purposes and costs and expenses related to these Chapter 11 Cases in accordance with the terms and conditions of this Bridge Order and the Budget.
2. Pending the expiration of the Initial Period, as adequate protection for, and to the extent of, any diminution in the value of the Lenders' interest in the Prepetition Collateral during the Initial Period resulting from (x) the use of the Cash Collateral pursuant to Section 363(c) of the Bankruptcy Code, (y) the use, sale, lease, depreciation, decline in market price or other diminution in value of the Prepetition Collateral (other than the Cash Collateral) pursuant to Section 363(c) of the Bankruptcy Code and (z) the imposition of the automatic stay pursuant to Section 362(a) of the Bankruptcy Code (the amount of any such diminution being referred to hereinafter as the "Adequate Protection Obligations");

(i) the Administrative Agent and the Lenders are hereby granted (effective as of the Petition Date and without the necessity of the execution by the Debtors of mortgages, security agreements, control agreements, pledge agreements, financing statements or otherwise), valid and perfected, replacement security interests in, and liens (the "Replacement Liens") on all of the right, title and interest of the Debtors in, to and under all present and after-acquired property of the Debtors of any nature whatsoever including, without limitation, all cash contained in any account of the Debtors, and the proceeds of all causes of action,

5. The Debtors are authorized and directed to pay as adequate protection an amount equal to all accrued and unpaid interest on the Prepetition obligations and letter of credit fees at the non-default contract rates provided for in the Loan Documents and all other accrued and unpaid fees and disbursements owing to the Administrative Agent under the Loan Documents and incurred prior to the Petition Date and (b) immediately pay letter of credit and agency administrative and other fees as and when due, all at the nondefault contract rates provided for in the Loan Documents.

other than (a) causes of action (and proceeds thereof) arising under Chapter 5 of the Bankruptcy Code, (b) 35% of the outstanding shares of foreign subsidiaries and (c) Permitted Liens (as defined below) (collectively, with the proceeds and products of any and all of the foregoing, the "Postpetition Collateral"). Pending further order of the Court, said Replacement Liens shall be (x) a first priority perfected lien upon all of the Postpetition Collateral that is not otherwise encumbered by a validly perfected, enforceable, non-avoidable security interest or lien on the Petition Date, (y) a first priority, senior, priming and perfected lien upon (a) that portion of the Postpetition Collateral that is comprised of the Prepetition Collateral and (b) Postpetition Collateral subject to a lien that is junior to the liens securing the Prepetition Obligations and (z) a second priority, junior perfected lien upon all Postpetition Collateral (other than the portion described in the preceding clause (y)), which is subject to a validly perfected and enforceable lien as of the Petition Date; and

(ii) during the Initial Period, the Adequate Protection Obligations shall constitute expenses of administration under Sections 503(b)(1), 507(a) and 507(b) of the Bankruptcy Code with priority in payment over any and all administrative expenses now existing or after arising, of the kinds specified or ordered pursuant to any provision of the Bankruptcy Code including, without limitation, Sections 105, 326, 328, 330, 331 and 726 of the Bankruptcy Code.

3. Notwithstanding the possible applicability of Rules 6004(g), 7062, and 9014 of the Bankruptcy Rules, or otherwise, the terms and conditions of this Bridge Order shall be immediately effective and enforceable upon its entry.

4. The court retains jurisdiction with respect to all matters arising from or related to the implementation of this Bridge Order.

Dated: June 15 2009  
Wilmington, Delaware



The Honorable Christopher S. Sontchi  
United States Bankruptcy Judge