

EXHIBIT A

Proposed Final Order

proceedings had before the Court in connection with the Motion, it is HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. Any objections to the Motion that have not been withdrawn or otherwise resolved are hereby **OVERRULED**.
3. The Debtors are authorized, but not directed, to remit or pay to the Authorities the Taxes and related filing fees and penalties that accrued prior to the Petition Date and that will become payable in the ordinary course of business, at such time when the Taxes are payable; provided, however, that all Taxes not otherwise paid pursuant to the approved DIP Budget and Interim Order may be paid or otherwise satisfied in connection with the closing of the sale of substantially all of the Debtors' assets.
4. The banks and financial institutions on which electronic payment requests were made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor, and pay all such electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular electronic payment request as being approved by this Final Order.
5. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Final Order or any payment made pursuant to this Final Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim, or the assumption or adoption of any agreement, contract or lease under section 365 of the Bankruptcy Code.

6. Notwithstanding anything to the contrary in this Order or the Motion, any payment, obligation, or other relief authorized by this Order shall be subject to the terms, conditions, and limitations of the order approving any debtor in possession financing and cash collateral use, including any budget in connection therewith.

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

8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

9. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, this Order shall be immediately effective and enforceable upon its entry.

10. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Final Order.

Dated: January __, 2017.
Wilmington, Delaware

THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE