

Exhibit A

Proposed form of Order

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

In re:

Halt Medical, Inc.,¹

Debtor.

Chapter 11

Case No. 17-10810 (LSS)

Ref. Docket No. ____

**ORDER AUTHORIZING DEBTOR TO RETAIN AND COMPENSATE
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

This matter coming before the Court on the *Debtor's Motion for Authority to Retain and Compensate Professionals Used in the Ordinary Course of Business* (the "Motion");² and the Court having reviewed the Motion; and it appearing that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* dated February 29, 2012, from the United States District Court for the District of Delaware, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and the Court may enter a final order consistent with Article III of the United States Constitution, (c) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, and (d) notice of the Motion was sufficient under the circumstances and no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtor and its estate; and after due deliberation and sufficient cause therefor,

¹ The last four digits of the Debtor's federal tax identification number are 8422. The Debtor's address is 131 Sand Creek Road, Suite B, Brentwood, CA 94513.

² Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtor is authorized to retain Ordinary Course Professionals without further application to or approval of this Court, specifically those Ordinary Course Professionals listed on Exhibit 1 hereto.
3. Upon the date a Professional first provides services to the Debtor following the Petition Date, or promptly thereafter, each Professional shall file with this Court a Retention Declaration, substantially in the form of Exhibit 2 hereto. Any objection to a Retention Declaration filed pursuant to this Order must (i) be in writing; (ii) comply with the Bankruptcy Rules and the Local Rules; (iii) set forth the specific basis for such objection; (iv) be filed with the Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, within fourteen (14) days of the later of (a) the date of service of any such Retention Declaration, or (b) the date of service of notice of entry of this Order, with respect to any Retention Declarations filed prior to entry of this Order (the "Retention Objection Deadline") and (v) be served on or before the Retention Objection Deadline, upon (a) counsel to the Debtor, Drinker Biddle & Reath, LLP, 222 Delaware Avenue, Suite 1410, Wilmington DE 19801, Attn: Patrick A. Jackson; and (b) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox #35, Wilmington, Delaware, 19801, Attn: Richard L. Schepacarter and Brya M. Keilson. If no objection is filed to such Retention Declaration before the expiration of the Retention Objection Deadline, the Debtor is hereby authorized to retain such Ordinary Course Professional on a final basis and without further Order of the Court.
4. Subject to the DIP Budget, the Debtor is authorized to compensate and reimburse expenses to each of the Ordinary Course Professionals retained pursuant to this Order in the

customary manner, in the full amount billed by each such Professional, upon receipt by the Debtor of a sufficiently detailed invoice indicating the nature of the services rendered and calculated in accordance with such Professional's standard billing practices (without prejudice to the Debtor's rights to dispute any such invoices), up to \$10,000 per month per such Professional (the "Individual Fee Cap").

5. Any payment in excess of the Individual Fee Cap to any Professional shall be subject to filing a monthly interim fee application for all such Professional's fees and expenses for such month, pursuant to sections 330 and 331 of the Bankruptcy Code, and applicable Bankruptcy Rules and Local Rules, and in accordance and compliance with any order entered by this Court in this Chapter 11 case establishing procedures for interim compensation and reimbursement of expenses of professionals.

6. Notwithstanding the Individual Fee Cap, payments by the Debtor to Ordinary Course Professionals pursuant to this Order shall not exceed the aggregate amount of \$30,000 per month (the "Aggregate Fee Cap"), unless the Court orders otherwise.

7. The Debtor's right to later seek to increase the Individual Fee Cap and/or the Aggregate Fee Cap, after notice and hearing, is hereby reserved.

8. The Debtor shall not make any payment to an Professional unless (i) such Professional has filed a Retention Declaration, (ii) the Retention Objection Deadline has expired, and (iii) no timely objection is pending, or, if a timely objection is received, the objection is resolved and withdrawn or such retention is otherwise approved by the Court.

9. If the Debtor later designates a given professional as an Ordinary Course Professional for the purposes of this Order, the Debtor shall file with the Court and serve on the U.S. Trustee a supplemental OCP List identifying the names of the additional Ordinary Course

Professionals and providing a brief description of the services to be rendered, together with a Retention Declaration by each such additional Ordinary Course Professional. Any objection to such supplemental OCP List filed pursuant to this Order must follow the procedures set forth in paragraph 3 above. If no objection is filed to such supplemental OCP List before fourteen (14) days after service of any such supplemental OCP List, the added professional(s) will be deemed one of the Ordinary Course Professionals for purposes of this Order without the need for a hearing or further Order, and shall comply with all requirements applicable to such Ordinary Course Professionals under this Order.

10. All payments to any Professional shall be subject to sections 328(c) and 330 of the Bankruptcy Code, which provides generally that the Court may deny allowance of compensation for services and reimbursement of expenses if such professional person is not a disinterested person, or represents or holds an interest adverse to the interest of the estate with respect to the matter on which such professional person is employed or for reasons set forth in section 330 of the Bankruptcy Code. In addition to the limits set forth in this Order, all payments to an Ordinary Course Professional are further subject to the Bankruptcy Rules and Local Rules.

11. Within thirty (30) days after the last day of March, June, September, and December of each year the above-captioned case is pending, the Debtor shall file with this Court a statement that includes the following information for each Professional: (a) the name of the Professional; (b) the amounts paid as compensation for services rendered and reimbursement of expenses incurred by such Professional for each month of the three month statement period; and (c) a short statement of the type of services rendered by such Professional (the "Quarterly Statements").

12. Parties in interest will be permitted to file objections to the payments within fourteen (14) days following the filing of the Quarterly Statements, and if an objection to the fees and/or expenses of a Professional is filed by a party, such fees and expenses will be subject to review and approval by the Court pursuant to section 330 of the Bankruptcy Code.

13. This Order shall not apply to any professional retained by the Debtor pursuant to a separate application and related order of this Court.

14. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2017

The Honorable Laurie Selber Silverstein
United States Bankruptcy Judge

Exhibit 1

List of Ordinary Course Professionals

List of Ordinary Course Professionals

Professional	Address	Services
Handal & Morofsky	501 Kings Highway East Fairfield, Connecticut 06825	Represent the Debtor in patent law matters
Hogan Lovells	Columbia Square 555 Thirteenth Street, NW Washington, DC 20004	Represent the Debtor in Regulatory / Health Economics Law matters
Radabaugh Law Group	201 Secretariat Dr. Austin, TX 78737	Represent the Debtor in Business Law matters
Levine Bagade Han LLP	2400 Geng Road Suite120 Palo Alto, CA 94303	Represent the Debtor in patent law matters

Exhibit 2

Form of Retention Declaration

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

In re:

Halt Medical, Inc.,¹

Debtor.

Chapter 11

Case No. 17-10810 (LSS)

**DECLARATION AND DISCLOSURE STATEMENT OF [Declarant Name]
ON BEHALF OF [Firm Name]**

I, _____, hereby state and declare as follows:

1. I am a [Position] at [Firm] (the "Firm"), a _____ firm that maintains an office at _____. I am duly authorized to make this Declaration on behalf of the Firm, and I make this Declaration pursuant to the *Order Authorizing the Debtor to Retain and Compensate Professionals Used in the Ordinary Course of Business* dated _____, 2017 (the "OCP Order") entered in the above-captioned case. I have read the *Debtor's Motion for Authority to Retain and Compensate Professionals Used in the Ordinary Course of Business* (the "OCP Motion") and the OCP Order and understand the terms and conditions set forth therein, including the limitations on compensation payable to Ordinary Course Professionals pursuant thereto.

2. The facts set forth in this Declaration are personally known to me, and, if called as a witness, I could and would testify thereto.

3. The Firm [is/is not] a legal services firm.

¹ The last four digits of the Debtor's federal tax identification number are 8422. The Debtor's address is 131 Sand Creek Road, Suite B, Brentwood, CA 94513.

4. The Firm [has/has not] provided services prior to April 12, 2017 (the “Petition Date”).

5. The Firm has been engaged by Halt Medical, Inc. (the “Debtor”) to provide certain services including __, since [insert date]. [If the Firm is a legal services firm, specify the area of law].

6. The Debtor has requested, and the Firm has agreed, to continue to provide services to the Debtor pursuant to section 327 of the Bankruptcy Code with respect to such matters. Additionally, the Debtor has requested, and the Firm proposes to render, the following services to the Debtor: [insert description].

7. The Firm’s current customary [hourly] rates, subject to change from time to time, are \$__. In the normal course of business, the Firm revises its regular [hourly] rates on _____of each year and requests that effective _____of each year, the aforementioned rates be revised to the regular [hourly] rates which will be in effect at that time.

8. To the best of my knowledge, formed after due inquiry, neither I, the Firm, nor any employee thereof has any connection with the Debtor or currently represents any of its creditors, other parties-in-interest, the Office of the United States Trustee or any person employed by the Office of the United States Trustee with respect to the matters upon which it is to be engaged, and the Firm does not, by reason of any direct or indirect relationship to, connection with, or interest in the Debtor, or otherwise hold or represent any interest adverse to the Debtor, its estate or any class of creditors or equity interest holders, except [_____].

9. I believe that the Firm’s representation of such entities, which representation is in matters entirely unrelated to the Debtor, is not adverse to the Debtor’s interests, or the interests of its creditors or estate in respect of the matters for which the Firm will be engaged,

nor will such services impair the Firm's ability to represent the Debtor in the ordinary course in this chapter 11 case.

10. In addition, although unascertainable at this time after due inquiry, due to the magnitude of the Debtor's potential universe of creditors and the Firm's clients, the Firm may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtor in matters entirely unrelated to the Debtor and its estate. The Firm does not and will not represent any such entity in connection with this case and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtor or its estate.

11. The Firm's process of ascertaining what, if any, connection it may have with any interest adverse to the Debtor, its estate, or any class of creditors or equity interest holders, consists of the following: _____.

12. As of the Petition Date, the Firm rendered services that had not been billed, or that had been billed but with respect to which payment had not been received as of the Petition Date, in the amount of \$_____ on account of such prepetition services. To the extent that the Debtor has not already paid such amounts to the Firm, [the Firm has agreed to waive any such unpaid amount for services rendered prior to the Petition Date—applicable only to firms that are not legal service firms].

13. In light of the foregoing, I believe that the Firm does not hold or represent any interest materially adverse to the Debtor, its estate, creditors, or equity interest holders, as identified to the Firm, with respect to the matters in which the Firm will be engaged.

14. Except as set forth herein, no promises have been received by the Firm or any partner, associate or other professional thereof as to compensation in connection with this

case other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court of the District of Delaware, and orders of this Court.

15. The Firm further states that it has not shared, nor agreed to share any compensation received in connection with this case with another party or person, other than as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016.

16. If the Firm represents the Debtor on a contingency fee basis, the terms of such fee arrangement are attached to this Declaration.

17. The foregoing constitutes the statement of the Firm pursuant to sections 329 and 504 of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2016(b).

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

Executed this _____ day of _____, 2017
