

Exhibit B

Blackline

**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)

RE: D.I. _____

**ORDER PURSUANT TO 11 U.S.C. §§ 327(e) AND 328(a), FED. R. BANKR. P. 2014(a)
AND LOCAL RULE 2014-1 AUTHORIZING THE EMPLOYMENT AND RETENTION
OF COOLEY LLP AS SPECIAL CORPORATE COUNSEL *NUNC PRO TUNC*
TO THE PETITION DATE**

Upon the Application, (the “Application”),² of Halt Medical, Inc., the above captioned debtor and debtor in possession, (the “Debtor”), pursuant to sections 327(e) and 328(a) of title 11, United States Code (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Local Rule 2014-1 of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), for entry of an order authorizing the employment and retention of Cooley LLP (“Cooley”) as special corporate counsel for the Debtor and Debtor-in-Possession *nunc pro tunc* to the Petition Date, all as more fully described in the Application; and upon the Declaration of Robert L. Eisenbach III, annexed to the Application as **Exhibit A** (the “Eisenbach Declaration”); and the Court being satisfied, based on the representations made in the Application and the Eisenbach Declaration, that Cooley holds or represents no interest adverse to the Debtor’s estate with respect to the matters upon which it is to be employed; and the Court having jurisdiction to consider the Application and the relief

¹ The last four digits of the Debtor’s federal tax identification number are 8422. The Debtor’s address is 131 San Creek Road, Suite B, Brentwood, CA 94513.
² Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* dated February 29, 2012; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtor, its estate, creditors, and all parties in interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED, ADJUDGED AND DECREED that:

1. The Application is **GRANTED** as provided herein.
2. The Debtor is authorized pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1 to employ and retain Cooley as special corporate counsel on the terms and conditions set forth in the Application and the Eisenbach Declaration effective as of the Petition Date.
3. Cooley is authorized pursuant to sections 327(e) and 328(a) of the Bankruptcy Code to (i) represent and advise the Debtor on all matters arising under or relating to the Special Counsel Matters (as defined in the Application and the Eisenbach Declaration) and (ii) to perform services only with respect to the following ~~services~~:
 - ~~assisting the Debtor with DIP financing and debt related matters including without limitation the Debtor's prepetition secured debt,~~
 - Negotiation and documentation of the Debtor's debtor-in-possession and exit financings (but excluding any other bankruptcy-specific matters relating to such financing),
 - Negotiation and documentation of any sale transactions involving the Debtor or its assets (but excluding any other bankruptcy-specific matters relating to such sales),

- ~~a~~Assisting from a historical and/or general corporate counsel perspective only in the marketing of the Debtor's assets,
- ~~assisting the Debtor in obtaining Court approval of the sale and bid procedures,~~
- ~~a~~Assisting the Debtor from a historical and/or general corporate counsel perspective only in negotiating and analyzing bids from potential buyers,
- ~~drafting all Sale related documents,~~
- ~~conducting one or more auctions, as may be required, for the Debtor's assets,~~
- ~~assisting the Debtor in closing the Sale,~~
- ~~a~~Advising the Debtor with regard to general employment and employee retention issues,
- ~~a~~Advising the Debtor with regard to corporate governance issues throughout the Sale process and the wind-down of the Debtor's estate, and
- ~~a~~Any corporate services other than the Special Counsel Matters that the Debtor deems necessary and appropriate and with which Cooley agrees to assist, including but not limited to regulatory or intellectual property licensing matters (but excluding any bankruptcy-specific matters).

4. Cooley shall be compensated in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any applicable orders of the Court and the U.S. Trustee Guidelines (the "Fee Guidelines").

5. Cooley shall be reimbursed for reasonable and necessary expenses in accordance with the Fee Guidelines.

6. The retainer held by Cooley may be applied by Cooley to pay fees and expenses approved by the Court; and it is further

7. Cooley shall provide ten (10) business days' notice to the Debtor, the U.S. Trustee, and any statutory committee appointed in this chapter 11 case in connection with any increase of the hourly rates listed in the Application; and it is further

8. Cooley shall make reasonable efforts to avoid any duplication of services provided by Debtor's reorganization counsel, Drinker Biddle & Reath LLP and any of the other professionals retained by the Debtor in this chapter 11 case.

9. No agreement or understanding exists between Cooley and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with this case. Cooley shall not share or agree to share compensation received for services rendered in connection with this case with any other person other than as permitted by Bankruptcy Code section 504.

10. Notwithstanding anything in the Application to the contrary, Cooley shall, (i) to the extent that Cooley uses the services of independent contractors, subcontractors, or employees of foreign affiliates or subsidiaries (collectively, the "Contractors") in this case, pass-through the cost of such Contractors to the Debtor at the same rate that Cooley pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for Cooley's retention; and (iv) file with this Court such disclosures required by Bankruptcy Rule 2014.

11. Notwithstanding anything to the contrary in the Application, any order entered in connection therewith, or any agreement entered into in connection with the Debtor's retention of Cooley, Cooley shall not seek reimbursement of expenses for office supplies.

912. To the extent the Application or the Eisenbach Declaration is inconsistent with this Order, the terms of this Order shall govern.

1013. Notice of the Application as provided therein shall be deemed good and sufficient notice of the Application.

~~11~~14. The Debtors and Cooley are authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Application.

~~12~~15. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Application or the implementation of this Order.

Dated: _____, 2017
Wilmington, Delaware

The Honorable Laurie Selber Silverstein
United States Bankruptcy Judge

Summary report:	
Litéra® Change-Pro TDC 10.0.0.23 Document comparison done on 5/4/2017 9:09:15 AM	
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