

**Exhibit A**

Proposed Order

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

In re:

Halt Medical, Inc.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 17-10810 (LSS)

**Ref. Docket No. 84**

**ORDER AUTHORIZING EMPLOYMENT OF DRINKER BIDDLE & REATH LLP  
AS COUNSEL TO THE DEBTOR PURSUANT TO SECTION 327(a) OF  
THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2014 AND 2016,  
EFFECTIVE NUNC PRO TUNC TO THE PETITION DATE**

This matter coming before the Court on the *Application for Order Authorizing Employment of Drinker Biddle & Reath LLP as Counsel to the Debtor Pursuant to Section 327(a) of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016, Effective nunc pro tunc to the Petition Date* (the "Application");<sup>2</sup> and the Court having reviewed the Application and the declaration of Steven K. Kortanek, a partner at Drinker Biddle, in support of the Application; 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 Application was sufficient under the circumstances and no other or further

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Application.

notice need be provided; and the Court being satisfied with the representations made in the Application and the Kortanek declaration, and based on those representations, finding that Drinker Biddle does not hold or represent any interest adverse to the Debtor, that it is a “disinterested person” as that term is defined in section 101(14) the Bankruptcy Code, and that Drinker Biddle’s retention and employment on the terms set forth below is necessary and in the best interests of the Debtor’s estate, creditors, and other parties in interest; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Application is hereby APPROVED as set forth herein.
2. Pursuant to Section 327(a) and 328(a) of the Bankruptcy Code, the Debtor, as debtor in possession, is hereby authorized to employ and retain Drinker Biddle as bankruptcy counsel to the Debtor *nunc pro tunc* to April 12, 2017.
3. Drinker Biddle shall apply any pre-petition retainer remaining at the time of its final fee application in satisfaction of compensation and reimbursement awarded with respect to such application, and shall promptly pay to the Debtor’s estate any retainer remaining after such application.
4. Consistent with the terms of its engagement by the Debtor, Drinker Biddle is authorized to perform the following services for the Debtor with respect to the Debtor’s restructuring:
  - a. assisting in the preparation of the Debtor’s schedules of assets and liabilities and related statements;
  - b. advising the Debtor with respect to their powers and duties as debtor in possession;
  - c. preparation of necessary motions, applications, answers, proposed orders, reports, and other papers to be filed by the Debtor in this case;

- d. appearing before the Court to advocate the interests of the Debtor and its estate;
- e. negotiating with the Debtor's creditors and taking the necessary legal steps to formulate, confirm and consummate a chapter 11 plan, if feasible;
- f. prosecuting and defending any adversary proceedings commenced in the bankruptcy proceeding; and
- g. assisting in the performance of all other necessary and proper legal services for the Debtor's effective reorganization.

5. Drinker Biddle shall file applications and be compensated for its services and reimbursed for any expenses in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and applicable Orders of this Court, including without limitation any administrative order under 11 U.S.C. §§ 105(a) and 331 establishing procedures for interim compensation and reimbursement of expenses of professionals entered by this Court.

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

7. 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.

8. Drinker Biddle 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.

9. No agreement or understanding exists between Drinker Biddle 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. Drinker Biddle 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, Drinker Biddle shall, (i) to the extent that Drinker Biddle 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 Drinker Biddle 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 Drinker Biddle'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 Drinker Biddle, Drinker Biddle shall not seek reimbursement of expenses for office supplies.

Dated: \_\_\_\_\_, 2017

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The Honorable Laurie Selber Silverstein  
United States Bankruptcy Judge