

**EXHIBIT A**

**Proposed Order**

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

In re:

HMI Liquidating Inc.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 17-10810 (LSS)

Re. Docket No. \_\_

**ORDER MODIFYING THE AUTOMATIC STAY, TO THE EXTENT  
APPLICABLE, TO PERMIT INSURANCE COMPANY TO ADVANCE AND  
MAKE PAYMENTS TO AND FOR THE BENEFIT OF INDIVIDUAL  
INSUREDS UNDER DIRECTORS AND OFFICERS LIABILITY POLICY**

This Upon consideration of the *Debtor's Motion For Modification of the Automatic Stay, To The Extent Applicable, To Permit Insurance Company To Advance and Make Payments To And For The Benefit Of Individual Insureds Under Directors And Officers Liability Policy* (the "Insurance Motion"); and it appearing that the Court has jurisdiction to consider the Insurance Motion and the relief requested therein; and due notice of the Insurance Motion having been provided; and it appearing that no other for further notice need be provided; and after due deliberation and sufficient cause appearing therefor; it is hereby ORDERED that:

1. The Insurance Motion is GRANTED as set forth herein.
2. The Insurance Company (as defined in the Insurance Motion), and any person or entity acting on its behalf, are hereby authorized to pay, in accordance with and subject to the terms of the Policy (as defined in the Insurance Motion), all defense costs, losses, claims, and other amounts payable, under the terms of the Policy, to or on behalf of current or former individual directors and officers of the Debtor who are insured under the Policy.

---

<sup>1</sup> 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.

3. To the extent the automatic stay of 11 U.S.C. § 362(a) is applicable, the automatic stay shall be and hereby is modified, for cause, pursuant to 11 U.S.C. § 362(d)(1), to permit the payments provided for in this Order, and any ancillary actions that are necessary or appropriate in order to facilitate such payments.

4. Nothing contained in this Order shall modify any of the terms or conditions of the Policy, and all parties reserve their rights thereunder.

5. This Court shall retain jurisdiction to hear and determine any and all matters arising from or related to the interpretation or implementation of this Order.

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

---

Hon. Laurie Selber Silverstein  
United States Bankruptcy Judge