

EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:)	
)	Chapter 11
)	
THE LASALLE GROUP, INC., <i>et al.</i>,¹)	Bankr. Case No. 19-31484-sgj-11
)	
Debtors)	(Jointly Administered)
)	

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
DUNDON ADVISERS LLC AS FINANCIAL ADVISER TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO JULY 3, 2019
[RELATES TO DKT. NO. ____]**

Upon the application (the “**Application**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order pursuant to sections 328(a) and 1103 of Title

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: The LaSalle Group, Inc. (0143); West Houston Memory Care, LLC (2760); Cinco Ranch Memory Care, LLC (2716); Pearland Memory Care, LLC (5311); and Riverstone Memory Care, LLC (5407). The Debtors’ mailing address is 545 E. John Carpenter Freeway, Suite 500, Irving, Texas 75062.

11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”), authorizing the Committee to retain Dundon Advisers LLC, together with its wholly-owned subsidiaries (“**Dundon**”), as financial adviser; and upon reviewing and considering the Application and the Declaration of Matthew Dundon (the “**Dundon Declaration**”); and it appearing that the Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334; and this being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and due and adequate notice of the Application having been given; and it appearing that no other or further notice need be given; and this Court having determined that based upon the representations in the Application and the Dundon Declaration, Dundon represents no interests adverse to the Committee, the Debtors, their estates, or any other party in interest in the matters upon which it is to be engaged, Dundon is a disinterested person under section 101(14) of the Bankruptcy Code, and Dundon’s employment is in the best interests of the of the Committee, the Debtors, their estates and creditors; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application shall be, and hereby is, granted and approved as set forth herein.
2. In accordance with section 1103 of the Bankruptcy Code, the Committee is authorized to employ and retain Dundon, *nunc pro tunc* to July 3, 2019, as its financial advisor on the terms set forth in the Application.
3. Dundon shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules and Local Bankruptcy Rules for the United States Bankruptcy Court for the Northern District of Texas (“Bankruptcy Local Rules”), as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court.

4. Dundon shall comply in all respects with the fee and expense guidelines set forth in the Bankruptcy Local Rules, including N.D. TX L.B.R. 2016-1.

5. Dundon is entitled to reimbursement of actual and necessary expenses, including legal fees related to this Application and future fee applications as approved by the Court.

6. Dundon shall not be entitled to any indemnification in contravention of *Bank of N.Y. Trust Co. v. Off'l Unsecured Creditors' Comm. (In re Pacific Lumber Co.)*, 584 F.3d 229 (5th Cir. 2009) or Bankruptcy Code section 524(e).

7. The Committee and Dundon are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

8. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Bankruptcy Local Rules are satisfied by the contents of the Application.

9. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

10. This Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this Order.

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Submitted by:

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