

**EXHIBIT A**

**Proposed Form of Order**



157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and the Greer Declaration that (i) Dechert does not hold or represent an interest adverse to the Debtors' estates, and (ii) Dechert is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is GRANTED as set forth herein; and it is further

ORDERED that pursuant to section 327(a) and of the Bankruptcy Code, the employment and retention of Dechert as bankruptcy counsel for the Debtors is hereby approved, *nunc pro tunc* to the Petition Date, on the terms and conditions set forth in the Application, in the Greer Declaration and in the Engagement Letter; and it is further

ORDERED that Dechert is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter, including the following legal services:

- i. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- ii. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;

- iii. attending meetings and negotiating with representatives of creditors and other parties in interest;
- iv. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- v. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- vi. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- vii. advising the Debtors in connection with any potential sale of assets;
- viii. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- ix. advising the Debtors regarding tax matters;
- x. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- xi. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

and it is further

ORDERED that Dechert shall apply for compensation and reimbursement in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Bankruptcy Rules, the Local Rules, and applicable orders of this Court. Dechert also intends to make a reasonable effort to comply with the U.S. Trustee's

requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (both in connection with this Application and the interim and final fee applications to be filed by Dechert in these chapter 11 cases); and it is further

ORDERED that, without limiting the foregoing, consistent with the terms of the Engagement Letter, Dechert shall be indemnified and entitled to payment from the Debtors' estates for any fees or costs arising out of the successful defense of any fee application of Dechert in response to any objection to its fees or expenses in these cases pursuant to Section 328(a) of the Bankruptcy Code; and it is further

ORDERED that the requirements set forth in Local Rule 9013-1(b) are satisfied by the contents of the Application; and it is further

ORDERED that the Debtors and Dechert are authorized and empowered to take all actions necessary to implement relief granted in this Order; and it is further

ORDERED that notice of the Application as provided therein is deemed to be good and sufficient notice of such Application; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: \_\_\_\_\_, 2016  
Wilmington, Delaware

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The Honorable Laurie Selber Silverstein  
United States Bankruptcy Judge