

Exhibit A

Proposed Interim Order

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

In re:	:	
	:	Chapter 11
	:	
NovaSom, Inc.,	:	Case No. 19-11734 (BLS)
	:	
Debtor.	:	
	:	

**INTERIM ORDER (I) AUTHORIZING THE DEBTOR TO PAY CERTAIN
PREPETITION TAXES AND (II) GRANTING RELATED RELIEF**

Upon Motion of the Debtor (the “Motion”)¹ for entry of an interim order (this “Order”)

(i) authorizing the Debtor, in its discretion, to pay Prepetition Taxes to the Authorities and as such Prepetition Taxes come due in the ordinary course of business, and (ii) granting certain related relief, all as more fully set forth in the Motion; and due and sufficient notice of the Motion having been provided under the particular circumstances, and it appearing that no other or further notice need be provided; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b)(2); and venue being proper before this Court under 28 U.S.C. §§ 1408 and 1409; and a hearing having been held to consider the relief requested in the Motion on an interim basis (the “Hearing”); and upon the Stokes Declaration and the record of the Hearing and all the proceedings before the Court; and the Court having found and determined the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtor and its estate, as contemplated by Bankruptcy Rule 6003, and finding that such relief is in the best interests of the Debtor, its estate, its creditors, and any parties in interest; and having reasoned that the legal

¹ Capitalized terms used but not defined in this Order have the meanings used in the Motion.

and factual bases set forth in the Motion and at the Hearing have established just cause for the relief granted herein; and after due deliberation thereon, it is **HEREBY ORDERED THAT**:

1. The Motion is granted on an interim basis as set forth herein.
2. The final hearing (the "Final Hearing") on the Motion will be held on _____, 2019, at____:____ __.m. (Eastern Standard Time). Any objections or responses to entry of a final order on the Motion must be filed on or before 4:00 p.m. (Eastern Standard Time) on _____, 2019, and served on the following parties: (a) proposed counsel to the Debtor, Kurtzman Steady LLC, 401 S. 2nd Street, Suite 200, Philadelphia, PA, 19147, Attn: Jeffrey Kurtzman, E-Mail: kurtzman@kurtzmansteady.com, and Dilworth Paxson LLP, 1500 Market St. 3500E, Philadelphia, Pennsylvania 19102, Attn: Peter Hughes, E-Mail: phughes@dilworthlaw.com, (b) the Office of the United States Trustee for the District of Delaware, (c) East West Bank and the subordinated noteholders (d) the Debtor's twenty (20) largest unsecured creditors, as identified with the Debtor's Chapter 11 Petition, (e) any creditors' committee; and (f) David Weitman, K&L Gates LLP, 1717 Main Street, Suite 2800, Dallas, Texas 75201. In the event no objections to entry of a final order on the Motion are timely received, this Court may enter such final order without need for the Final Hearing.
3. The Debtor is authorized but not directed, in its discretion and business judgment, to pay any and all Prepetition Taxes on an interim basis, owed to the Authorities and related to periods prior to the Petition Date as they come due in the ordinary course of business.
4. The Debtor's banks and financial institutions are authorized to receive, process, honor, and pay all checks, drafts, electronic fund transfers, or other forms of payment drawn or issued on the Debtor's bank accounts before the Petition Date for Prepetition Taxes that have not been honored and paid as of the Petition Date (or to reissue checks, drafts, electronic fund

transfers, or other forms of payment drawn or issued on the Debtor's bank accounts, as may be necessary), and are authorized to rely on the Debtor's representations as to which checks, drafts, transfers, or other forms of payment drawn or issued on the Debtor's bank accounts are subject to this Order; *provided that* sufficient funds are on deposit in the applicable bank accounts to cover such payments.

5. Nothing in the Motion or this Order or the relief granted herein (including any actions taken or payments made by the Debtor) is to be construed as (i) an admission of the validity of any claim against the Debtor; (ii) an admission with respect to the validity, extent, or perfection of any lien; (iii) a waiver of the Debtor's rights or those of any party in interest to dispute, contest, setoff, or recoup any claim, or assert any related rights, claims, or defenses; (iv) a waiver of the Debtor's rights or those of any party in interest over the validity, extent, perfection, or possible avoidance of any lien; or (v) an approval or assumption of any agreement, contract, program, policy, or lease under Section 365 of the Bankruptcy Code.

6. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived.

7. Notwithstanding the applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

8. The Debtor is authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

9. This Court retains jurisdiction over all matters arising from or related to the implementation or interpretation of this Order.

Dated: _____, 2019
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE