

EXHIBIT B

PROPOSED ORDER

2. LAD is authorized, but not directed, in its sole discretion, to pay any and all amounts due for Insurance Obligations incurred by LAD prior to the Commencement Date; *provided, however*, that the foregoing payments may only be made in accordance with the terms of any order approving and authorizing postpetition financing and any applicable budget under such financing order.

3. LAD is authorized and empowered to maintain and renew its Insurance Programs without interruption, on the same basis, and in accordance with the same practices and procedures as were in effect prior to the Commencement Date.

4. LAD is authorized, but not required, to pay, in its sole discretion, all premiums, claims, deductibles, retrospective adjustments, administrative and broker's fees, and all other obligations arising under or related to the Insurance Programs, including, without limitation, those Insurance Obligations that were due and payable or related to the period before the Commencement Date without further order of the Court.

5. Pursuant to section 362(d) of the Bankruptcy Code, to the extent any of LAD's employees hold claims under LAD's Workers' Compensation Program, these employees are authorized to proceed with their workers' compensation claims in the appropriate judicial or administrative forum under the Workers' Compensation Program; *provided* that such claims are pursued in accordance with the Workers' Compensation Program and recoveries, if any, are limited to the proceeds from the applicable Workers' Compensation Program.

6. Nothing in this Order shall impair the ability of LAD or any appropriate party in interest to contest any claim of any creditor pursuant to applicable law or otherwise dispute, contest, setoff, or recoup any claim, or assert any rights, claims or defenses related thereto.

7. LAD, its officers, employees and agents, are authorized to take or refrain from taking such acts as are necessary and appropriate to implement and effectuate the relief granted herein.

8. In accordance with this Order and any other applicable order of this Court, each of the financial institutions at which LAD maintains its accounts relating to the payment of the obligations described in the Motion and authorized under this Order is directed to honor checks presented for payment of Insurance Obligations, whether issued prepetition or postpetition, and all wire transfer requests or fund transfer requests made by LAD related thereto to the extent that sufficient funds are on deposit in such accounts.

9. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any claim against LAD; (b) a waiver of LAD's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of LAD's rights under the Bankruptcy Code or any other applicable law.

10. The requirements set forth in Bankruptcy 6003(b) are satisfied.

11. The requirements of Bankruptcy Rule 6004(a) are hereby waived to avoid immediate and irreparable harm to LAD.

12. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. This Court shall retain jurisdiction to interpret, implement and enforce the provisions of this Order.

Dated: Wilmington, Delaware
June ____, 2011

United States Bankruptcy Judge

EXHIBIT A

INSURANCE PROGRAMS AND POLICIES

Insurance Policies and Insurance Carriers	Policy Number	Policy Period
Workers' Compensation and Employer's Liability	WLRC46130443	2/1/11 to 1/31/12
ACE American Insurance Company		
MLB Bases Captive Insurance Company		
Fiduciary Liability	105169885	9/1/08 to 8/31/11
Directors & Officers	024205751	7/1/11 to 6/30/12
Chartis Specialty Insurance Company		
General Liability	AXGL03100400-11	2/1/11 to 1/31/12
AXIS Insurance Company		
Non-Owned Aircraft Liability	BA110200014	2/1/11 to 1/31/12
StarNet Insurance Company (through Berkley Aviation)		
League-Wide Media Liability		
XL Specialty Insurance Company	ELU120607-11	2/1/11 to 1/31/12
Lloyds of London (In-Fill Coverage)	LDUSA1104236	3/4/11 to 3/3/12
League-Wide Master Comprehensive Crime Policy	015294677	2/1/11 to 1/31/12
National Union Fire Insurance Company of Pittsburgh PA		
League-Wide Foreign Liability	WR10005222	2/1/11 to 1/31/12
The Insurance Company of the State of Pennsylvania		
Business Automobile Liability	AXAL03100206-11	2/1/11 to 1/31/12
AXIS Insurance Company		
Employment Practices Liability	016744107	3/31/11 to 3/30/13
National Union Fire Insurance Company of Pittsburgh PA		
Accidental Death Liability	121162	2/1/11 to 1/31/12
HCC Life Insurance Company		
League-Wide Life Insurance		
Metropolitan Life Insurance Company		1/1/11 to 12/31/11
Individual Life Insurance Policies		
AXA Equitable (Casey Blake)	109 008 598	2/1/11 to 1/31/12
AXA Equitable (Hiroki Kuroda)	108 008 299	4/13/11 to 4/12/12