

EXHIBIT A

PROPOSED ORDER

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

In re:)	Chapter 11
LOS ANGELES DODGERS LLC, <i>et al.</i> , ¹)	Case No. 11- _____ (____)
Debtors.)	Jointly Administered
)	Ref. Docket No. _____
)	

ORDER AUTHORIZING PAYMENT OF CERTAIN PREPETITION TAXES

Upon the motion (the “Motion”) of Los Angeles Dodgers LLC, a debtor and debtor in possession herein (the “LAD”), for an order, pursuant to sections 105(a), 363(b), 507(a) and 541 of title 11 of the United States Code (the “Bankruptcy Code”) as complemented by Rule 6003 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing LAD to pay prepetition amounts owing in respect of sales, use and other similar taxes; and upon the Ingram Declaration; and notice of the Motion having been given as set forth in the Motion; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by this Motion is in the best interests of LAD, its estate, its creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED, that:

1. The Motion is granted.
2. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number are: Los Angeles Dodgers LLC (3133); Los Angeles Dodgers Holding Company LLC (4851); LA Holdco LLC (2567); LA Real Estate Holding Company LLC (4850); and LA Real Estate LLC (3029). The location of the Debtors’ corporate headquarters and the service address for the Debtors is: 1000 Elysian Park Avenue, Los Angeles, California 90012.

3. LAD is authorized, but not directed, to pay and remit to the Taxing Authorities, the Taxes, including Sale and Use Taxes, Property Taxes and Franchise Taxes, incurred prior to the Commencement Date by LAD in the ordinary course of business, including any amounts that later become due as the result of an audit; *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..

4. LAD's banks are authorized to honor prepetition wire transfer requests and checks issued by LAD to the Taxing Authorities in payment of prepetition Taxes that, as of the Commencement Date, have not cleared or been transferred.

5. To the extent LAD has not yet sought to remit payment to the Taxing Authorities, LAD is authorized to issue checks or provide for other means of payment to the Taxing Authorities, to the extent necessary to pay the Taxes.

6. Nothing in this Order or the Motion shall be construed as prejudicing any rights LAD may have to contest the amount or basis for any Taxes allegedly due to any Taxing Authority.

7. The authorization granted hereby to pay prepetition Taxes shall not create any obligation on the part of LAD or its officers, directors, attorneys or agents to pay such Taxes and none of the foregoing persons shall have any liability on account of any decision by LAD not to pay such Taxes. Further, nothing contained in this Order shall be deemed to increase, reclassify, elevate to administrative expense status, or otherwise affect the prepetition Taxes to the extent they are not paid.

8. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion.

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

10. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

11. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.

Dated: Wilmington, Delaware
June _____, 2011

United States Bankruptcy Judge