

# **EXHIBIT A**

**PROPOSED ORDER**



been given; 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 estates, 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. Pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, LAD is authorized, but not required, to make all payments with respect to prepetition Employee Obligations up to a maximum of \$2,250,000 in accordance with LAD's prepetition practices and policies; *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. Pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, LAD is authorized, but not directed, to continue to honor existing practices, programs, and policies with respect to its Employees as such practices, programs, and policies were in effect as of the Commencement Date.
4. Nothing in this Order or the Motion shall impair the ability of LAD or appropriate party in interest to contest any claim of any creditor, including with respect to the validity or amount of any Employee Obligation, pursuant to applicable law or otherwise dispute, contest, setoff, or recoup any claim, or assert any rights, claims or defenses related thereto.
5. 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.

6. In accordance with this Order and any other 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 is directed to honor checks presented for payments related to the Employee 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.

7. The Debtors are authorized (consistent with this Order) to issue postpetition checks or to effect postpetition funds transfer requests in replacement of any checks or funds transfer requests related to Employee Obligations.

8. 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.

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

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

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

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

Dated: Wilmington, Delaware  
June \_\_\_\_, 2011

---

United States Bankruptcy Judge