

EXHIBIT A

PROPOSED FORM OF ORDER

good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and the Partee Declaration,

IT IS HEREBY ORDERED, ADJUDGED, and DECREED THAT:

1. The Motion is **GRANTED**.

2. The hearing (the "Hearing") on the Perella Application shall take place before the Honorable James M. Peck, United States Bankruptcy Judge, in Room 601 of the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court") on February 14, 2013, at 10:00 a.m. (prevailing Eastern Time).

16. Any deadlines and/or notice periods established by the Bankruptcy Rules and/or Local Rules, to the extent applicable, shall be modified and suspended to the extent necessary to hear and determine approval of the Perella Application at the Hearing.

17. Responses or objections, if any, to approval of the Perella Application must (a) be in writing; (b) set forth with particularity the basis for the response or objection; (c) be filed with the Clerk of the Bankruptcy Court (with a courtesy copy delivered directly to Chambers of the Honorable James M. Peck, United States Bankruptcy Court for the Southern District of New York, Alexander Custom House, New York, New York 10004); and (d) be served on (i) Hunton & Williams LLP, Attorneys for the Debtors, 200 Park Avenue, 53rd Floor, New York, New York 10166, Attn: Peter S. Partee, Sr., Esq.; and (ii) the Office of the United States Trustee for the Southern District of New York, 271 Cadman Plaza East, Suite 4529, Brooklyn, New York 11201, Attn: Richard C. Morrissey, Esq. (collectively, the "Notice Parties"), so as to actually be received by February 11, 2013, at 4:00 p.m. (the "Objection Deadline").

18. Objections, if any, to approval of the Perella Application that do not comply with the foregoing, or that are not timely filed with the Clerk of Court and served on the Notice Parties by the Objection Deadline, will not be considered and shall be deemed waived and/or overruled.

19. Upon entry of this Order, counsel to the Debtors shall serve a copy of (a) this Order; (b) the Perella Application (to the extent not already served); and (c) a notice of the Hearing on (i) the Core Service List (as defined in the order establishing notice and service procedures [Docket No. 38]); and (ii) all parties that have filed a notice of appearance or have requested service in these chapter 11 cases.

20. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
February ___, 2013

THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE