

Exhibit A

Proposed Order

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

In re:)	Chapter 11
)	
COACH AM GROUP HOLDINGS CORP,)	Case No. 12-10010 (KG)
<i>et al.</i> ,)	
)	(Jointly Administered)
Debtors.)	
)	Related to Docket No. ____
)	

**ORDER APPROVING MOTION OF UNION PACIFIC RAILROAD
COMPANY FOR RELIEF FROM THE AUTOMATIC STAY**

Upon the motion (the “Motion”)¹ of Union Pacific for entry of an order, under and pursuant to section 362(d) of the Bankruptcy Code, Bankruptcy Rule 4001 and Local Rule 4001-1, granting relief from automatic stay; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and after due deliberation and good cause appearing therefor,

IT IS HEREBY ORDERED that the Motion is granted;

IT IS FURTHER ORDERED that the automatic stay imposed by section 362 of the Bankruptcy Code is modified in order to permit Union Pacific to access its insurance coverage under the Policy for the Action pending in State Court; and

IT IS HEREBY ORDERED that the automatic stay imposed by section 362 of the Bankruptcy Code is modified in order to permit Union Pacific to file a complaint against CUSA in the Action, to assert a crossclaim for indemnification and to collect, if necessary, any judgment obtained against CUSA from the available insurance proceeds under the Policy; and

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

IT IS HEREBY ORDERED that the provisions of Bankruptcy Rule 4001(a)(3) are hereby waived. This Order shall not be stayed for fourteen (14) days after its entry but shall be and hereby is effective immediately upon entry; and

IT IS HEREBY ORDERED that this Court shall retain jurisdiction over any and all matters arising from or related to the interpretation of this Order.

Dated: April __, 2012
Wilmington, Delaware

The Honorable Kevin Gross
Chief Judge, United States Bankruptcy Court