

EXHIBIT A
FORM SALE PROCEDURES ORDER

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION**

)	
IN RE:)	Chapter 11
)	
ROCKFORD PRODUCTS CORPORATION, <i>et</i>)	Case No. 07 B 71768
<i>al.</i> ,)	Jointly Administered
)	
Debtors)	Hon. Manuel Barbosa

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105 AND 363 AND
BANKRUPTCY RULES 2002 AND 6004 (A) APPROVING SALE PROCEDURES, (B)
APPROVING THE FORM AND MANNER OF SHORTENED NOTICE,
(C) SCHEDULING AN AUCTION AND SALE HEARING,
AND (D) GRANTING RELATED RELIEF**

Upon the motion (the “Sale Motion”)¹ [Docket No. ____], dated October 29, 2007, of Rockford Products Corporation (“Rockford Products” or the “Seller”), and Rockford Products Global Services, Inc. (“Rockford Global”), chapter 11 debtors and debtors-in-possession (each a “Debtor” and collectively, the “Debtors”), by and through their attorneys, Dewey & LeBoeuf LLP for (I) an Order (the “Sale Procedures Order”) (A) Approving Sale Procedures in Connection with the Sale of Certain of the Debtors’ Assets (the “Assets”), (B) Approving the Form and Manner Of Shortened Notice, (C) Scheduling an Auction and Sale Hearing, and (D) Granting Related Relief; and (II) an Order (the “Sale Order”) (A) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of All Liens, Claims, Encumbrances and Other Interests; and (B) Granting Related Relief; and the Court having reviewed the Sale Motion and conducted a hearing to consider the relief requested therein; and the Court having considered the statements of counsel and the evidence presented at the hearing to approve the Sale Procedures;

THE COURT HEREBY FINDS THAT:

¹ Unless otherwise stated, all capitalized terms not defined herein shall have the same meaning as set forth in the Sale Motion.

A. This Court has jurisdiction over the Sale Motion pursuant to 28 U.S.C. § 1334. This proceeding is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Sale Motion is proper in this District and in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

B. The statutory predicates for the relief requested in the Sale Motion are (i) sections 105(a) and 363 of the title 11 of the United States Code (the “Bankruptcy Code”); and (ii) Rules 2002 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

C. Notice of the Sale Motion, having been given to (a) all parties on the Master Service List, (b) all persons or entities known or reasonably believed to have asserted a Lien on any of the Assets, (c) all counterparties to any executory contracts or unexpired leases that the Debtors seek to assume and assign as part of the Sale, and (d) all persons or entities known or reasonably believed to have expressed an interest in acquiring the Assets, is sufficient in light of the circumstances and the nature of the relief requested in the Sale Motion .

D. The Debtors have articulated good and sufficient reasons for, and the best interests of their estates will be served by, this Court granting certain of the relief requested in the Sale Motion, including approval of the Sale Procedures, and, under the circumstances described herein, the Break-Up Fee and the shortened notice described in the Sale Motion.

E. The Debtors have articulated good and sufficient reasons for, and the best interests of their estates will be served by, this Court scheduling a subsequent hearing (the “Sale Hearing”) to consider granting the other relief requested in the Sale Motion, including approval of the Sale.

F. The Break-Up Fee to be paid under the circumstances described herein is (a) an actual and necessary cost and expense of preserving the Debtors’ estates, within the meaning of

sections 503(b) and 507(a)(2) of the Bankruptcy Code, (b) commensurate to the real and substantial benefit conferred upon the Debtors' estates by the Potential Buyer, (c) reasonable and appropriate, in light of the size and nature of the proposed sale transaction and comparable transactions, the commitments that have been made and the efforts that have been and will be expended by the Potential Buyer, and (d) necessary to induce the Potential Buyer to continue to pursue the Sale and to continue to be bound by the APA.

G. The Debtors' Sale Notice (attached to the Sale Motion as Exhibits D1 and D2) is reasonably calculated to provide all interested parties with timely and proper notice of the Sale, the Sale Hearing and the Auction.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Sale Motion is GRANTED to the extent provided herein.
2. The Sale Procedures, in the form attached to the Motion at Exhibit B and incorporated by reference herein, are hereby approved and shall govern all bids and bid proceedings relating to the Assets. The Debtors are authorized to take any and all actions necessary or appropriate to implement the Sale Procedures.
3. The Sale Notice, substantially in the form attached hereto as Exhibit B: (a) is hereby approved; and (b) shall be served, upon entry of this Order, (A) by express overnight mail, together with a copy of the Sale Procedures, this Order, and, to the extent executed, the APA, on: (i) all parties on the Master Service List (ii) all persons or entities known or reasonably believed to have asserted a Lien on any of the Assets; (vii) all counterparties to any executory contracts or unexpired leases that the Debtors seek to assume and assign as part of the Sale; and (iv) all persons or entities known or reasonably believed to have expressed an interest in

acquiring the Assets; and (B) by First Class United States mail, postage prepaid, on the entire creditor matrix in these Cases.

4. The deadline for submitting a Qualified Bid (as such term is defined in the Sale Procedures) shall be **Thursday, November 8, 2007 at 5:00 p.m. (Central Time)** (the “Bidding Deadline”).

5. To the extent the Debtors receive Qualified Bids, in addition to the APA, the Debtors shall conduct an Auction on **Monday, November 12, 2007** starting at **10:00 a.m. (Central Time)**.

6. No later than **Saturday, November 10, 2007 at 5:00 p.m.**, any Qualified Bidder, other than the Potential Buyer, must inform the Debtors whether it intends to participate in the Auction and prior to the commencement of the Auction, Debtors must provide copies of the Qualified Bid which Debtors believe is the highest or otherwise best offer to all Qualified Bidders who have informed Debtors of their intent to participate in the Auction

7. The deadline for finalizing a Successful APA shall be **Tuesday, November 13, 2007**. The Debtors shall file with this Court and serve the Successful APA, the Assumption Notice and a draft of the Sale Order on **Tuesday, November 13, 2007**.

8. The deadline for objecting to the relief requested in the Sale Order, including the approval of the Sale free and clear of liens, claims, encumbrances and interests pursuant to section 363(f) of the Bankruptcy Code shall be **4:00 p.m. (Central Time) on Wednesday, November 14, 2007** (the “Objection Deadline”).

9. Objections to the relief requested in the Sale Order, if any, shall also be served no later than **4:00 p.m. (Central Time) on Wednesday, November 14, 2007** upon (a) counsel to the Debtor, Dewey & LeBoeuf LLP, Two Prudential Plaza, 180 North Stetson Avenue, Chicago,

Illinois, 60601, Attn: Mohsin N. Khambati; (b) counsel for the Official Committee of Unsecured Creditors at Greenberg Traurig, LLP, 77 W. Wacker Drive, Suite 2500, Chicago, IL 60601, Attn: Nancy A. Peterman; and (c) counsel for the Agents at Goldberg, Kohn, Bell, Block, Rosenbloom & Moritz, Ltd., 55 E. Monroe Street, Suite 3300, Chicago, Illinois 60603, Attn: Andrew R. Cardonick.

10. The Court shall conduct the Sale Hearing before the Honorable Jacqueline P. Cox or any other Judge sitting in her stead at the United States Bankruptcy Court for the Northern District of Illinois, located at Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, Chambers 656, Chicago, Illinois 60604, on **Thursday November 15, 2007 at 1:00 p.m. (Central Time)**, at which, the Court will consider approval of the Sale to the Potential Buyer or the Highest Bidder.

11. The Break-Up Fee is hereby approved in all respects and shall be paid to the Potential Buyer (a) if the APA is executed by October 31, 2007 and is deemed the “stalking horse” (on the terms described in the Sale Motion) and (b) if the Court approves a Sale of the Assets to an entity (including the Agents pursuant to a credit bid) other than the Potential Buyer at the Auction. In accordance with the APA, the obligation to pay the Breakup Fee shall be an allowed administrative expense claim in this case.

12. Pursuant to Bankruptcy Code Section 363(k), Agents shall be entitled to credit bid all or a portion of the Aggregate Debt (as defined in the Final Cash Collateral/Financing Order) for the Assets at any time during or prior to the Sale Hearing.

13. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

14. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

15. The Debtors shall retain the right, in their discretion and upon consultation with the Agents and the Creditors' Committee, to modify any of the dates and deadlines relating to the sale process and set forth herein. The Debtors shall file with the Court a notice of any such modifications.

16. To the extent that this Order is inconsistent with any prior order or pleading with respect to the Sale Motion in these cases, the terms of this Order shall govern.

DATE: _____, 2007

UNITED STATES BANKRUPTCY JUDGE