EXHIBIT A

PROPOSED AMENDED ORDER

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

IN RE:	
ROCKFORD PRODUCTS CORPORATION, *et al.*,	Chapter 11
Debtors.	Case No. 07 B 71768 Jointly Administered
	Hon. Manuel Barbosa

AMEMDED INTERIM ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF LEBOEUF, LAMB, GREENE & MACRAE LLP UNDER 11 U.S.C. §§ 327(a) AND 328 AS ATTORNEYS FOR THE DEBTORS

This matter having come before the Court on the Debtors' initial Application for an Interim and Final Order pursuant to 11 U.S.C. §§ 327(a) and 328 Authorizing the Employment and Retention of LeBoeuf, Lamb, Greene & MacRae LLP as Attorneys for the Debtors (the "Application");[1] the Affidavit and Statement of Lewis S. Rosenbloom (the "Rosenbloom Affidavit"), a partner of LeBoeuf, Lamb, Greene & MacRae ("LeBoeuf"), the Affidavit of Douglas D. Wells and the Debtors' subsequent Motion for amendment of the initial interim retention order entered by this Court on July 26, 2007 ("Amended Application"); and the Court being satisfied with the representations made in the Application and the Rosenbloom Affidavit that said attorneys represent no interest adverse to the Debtors' estates, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code, and that their employment is necessary and would be in the best interests of the Debtors' estates; and the Court being further satisfied that the amendments to the Court's initial Order requested in Amended Application are necessary and

[1] All capitalized terms not defined herein shall have the meanings set forth in the Application.

within the Court's authority and discretion, and it appearing that proper and adequate notice of both the Application and the Amended Application has been given and that no other or further notice is necessary for the entry of this Order; and upon the record herein, after due deliberation thereon, and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. This matter is a core proceeding as that term is used in 28 U.S.C. §157.

2. The Application and Amended Application be, and hereby are, GRANTED. Pursuant to sections 327(a) and 328 of the Bankruptcy Code, the Debtors, as debtors-in-possession, are authorized to employ and retain LeBoeuf as their bankruptcy and corporate attorneys under a general retainer effective *nunc pro tunc* as of the date of the commencement of these Cases to perform the services set forth in the Application.

3. Any awards of compensation or reimbursement of expenses shall be made pursuant to Local Rule 5082-1.

4. Notwithstanding anything to the contrary in the Application, the Amended Application and/or this amended order, all terms and provisions of this amended order (including, without limitation, any provisions authorizing the Debtors to incur, pay, or assume expenses or obligations), are expressly subject to the provisions of the Cash Collateral/Financing Order, including the Budget, as that term is defined in the Cash Collateral/Financing Order.

5. LeBoeuf is authorized to apply the remaining Retainer Amounts (as the term is defined in the Application) to pay any fees, charges and disbursements relating to services rendered to the Debtors prior to the Petition Date that remain unpaid as of such date and shall hold the resulting balance of the Retainer (as that term is defined in the Application) for

application for fees, charges, and disbursements relating to services rendered subsequent to the Petition Date as may be authorized by further order of the Court.

6. On or before August 9, 2007, the Debtors shall serve this amended order, together with the Application, the Rosenbloom Affidavit and the Amended Application, by first class mail, postage prepaid, upon (a) the Debtors; (b) the Office of the United States Trustee for the Northern District of Illinois (the "U.S. Trustee") (c) the proposed attorneys for the official committee of unsecured creditors; (d) counsel to the Debtors' pre- and post-petition lender; (e) any party whose interests are directly affected by the Application and Amended Application and (f) those persons who have formally appeared and requested service of papers in these cases pursuant to Bankruptcy Rule 2002.

7. Objections, if any, to the retention of LeBoeuf becoming final must be in writing and filed with the Clerk of the Court, United States Bankruptcy Court, Federal Courthouse, 211 South Court Street, Rockford, IL, 61101.

8. Objections, if any, to the retention of LeBoeuf as legal counsel shall also be served so as to be received by 5:00 p.m. on Monday, August 20, 2007, by (a) LeBoeuf, Lamb, Greene & MacRae, LLP, Two Prudential Plaza, 180 North Stetson Avenue, Suite 3700, Chicago, IL 60601, Attn: Mohsin N. Khambati; (b) the Office of the United States Trustee for the Northern District of Illinois , 780 Regent Street, Suite 304, Madison, Wisconsin 53715, Attn: Carole Ryczek, Esq.; and (c) counsel to the pre- and post-petition lender at Goldberg, Kohn, Ltd., 55 E. Monroe Street, Suite 3300, Chicago, Illinois 60603, Attn: Andrew R. Cardonick.

9. If there are no objections to the final retention of LeBoeuf that are timely filed and served by Monday, August 20, 2007 at 5:00 p.m., then the retention of LeBoeuf as legal

counsel to the Debtors in these cases shall be deemed final without need for a hearing or entry of a further order of this Court.

10. If objections are timely filed and served, a hearing in connection with the final retention of LeBoeuf as legal counsel to the Debtors shall be held on Wednesday, August 22, 2007, at 11:00 a.m., before the Honorable Manuel Barbosa, United States Bankruptcy Court, Federal Courthouse, 211 South Court Street, Rockford, IL, 61101.

11. This Order is a final order as those terms are used in 28 U.S.C. §§ 157 and 158.

Dated: Rockford, Illinois

_____, 2007

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UNITED STATES BANKRUPTCY JUDGE