

**EXHIBIT A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	§	
	§	
GARDEN OAKS MAINTENANCE ORGANIZATION, INC.	§	Case No. 18-60018
	§	
Debtor.	§	Chapter 11
	§	
	§	

**ORDER APPROVING EMPLOYMENT OF DIAMOND MCCARTHY LLP  
AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the application (the “Application”)<sup>1</sup> filed by the Official Committee of Unsecured Creditors (the “Committee”) of Garden Oaks Maintenance Organization, Inc. (the “Debtor”), pursuant to section 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), to retain and employ Diamond McCarthy LLP (“Diamond McCarthy”) as counsel, as more fully set forth in the Application and all attachments to the Application; and upon consideration of the Court’s finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iii) venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; (iv) the Application and Rubio Declaration are in full compliance with all applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and Orders and procedures of this Court; (v) Diamond McCarthy does not represent an interest adverse to the Debtor’s estate with respect to the matters upon which they are to be engaged and are “disinterested

<sup>1</sup> Capitalized terms used but not defined herein have the meanings assigned to such terms in the Application.

persons” within the meaning of that term under §§ 101(14) and 1107(b) of the Bankruptcy Code; (vi) Diamond McCarthy is qualified to represent the Committee under Bankruptcy Code § 1103 of the Bankruptcy Code; (vii) the terms of Diamond McCarthy’s employment have been disclosed and are reasonable under the circumstances; (viii) proper and adequate notice of the Application and the deadline to file any objections to the Application was given, and no other or further notice is necessary; (ix) the legal and factual bases set forth in the Application establish just cause for the relief granted herein; (x) the relief sought in the Application is in the best interests of the Debtor’s estate; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. In accordance with Bankruptcy Code § 1103(a), Bankruptcy Rule 2014(a), and Local Rule 2014-1, the Committee is authorized to employ and retain Diamond McCarthy *nunc pro tunc* as of the Petition Date, under the terms and conditions set forth in the Application.

2. Diamond McCarthy is authorized to perform any and all legal services for the Committee that are necessary or appropriate in connection with this Chapter 11 Case.

3. Diamond McCarthy shall be compensated in accordance with and will file interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any orders of the Court.

4. This Order, and all acts taken in furtherance or reliance thereon, shall be effective notwithstanding any objection until further order of this Court.

5. The Committee and Diamond McCarthy are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated this \_\_ day of \_\_\_\_\_, 2018.

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United States Bankruptcy Court