

**Exhibit A**  
**Proposed Order**

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

In re:

WHITE ENERGY, INC., *et al.*,<sup>1</sup>  
Debtors.

Chapter 11

Case No. 09-11601 (CSS)

Jointly Administered

**Related to Docket No. \_\_\_\_\_**

**ORDER AUTHORIZING THE DEBTORS TO EMPLOY AND RETAIN  
ERNST & YOUNG LLP AS TAX ADVISOR FOR THE DEBTORS AND DEBTORS-IN-  
POSSESSION PURSUANT TO 11 U.S.C. § 327(a)  
NUNC PRO TUNC TO JUNE 2, 2009**

Upon consideration of the application (the “**Application**”)<sup>2</sup> of the above captioned debtors and debtors-in-possession (the “**Debtors**”) for entry of an order authorizing the Debtors to employ and retain Ernst & Young LLP (“**E&Y LLP**”) as tax advisor for the Debtors, *nunc pro tunc* to June 2, 2009, pursuant to sections 327(a) and 1107 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”); and upon the Affidavit of Donald Wesley Poole (the “**Poole Affidavit**”); and upon the Engagement Letters dated as of July 1, 2009 between E&Y LLP and the Debtors (the “**Engagement Letters**”), copies of which are attached to the Poole Affidavit as Exhibits A1 and A2; and the Court being satisfied based on the representations made in the

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: White Energy, Inc. (1083); White Energy Holding Company, LLC (3034); US Energy Partners, L.L.C. (1177); WE Hereford, LLC (9408); and Plainview BioEnergy, LLC (5553). The corporate headquarters for each of the Debtors is 5005 LBJ Freeway, Suite 1400, Dallas, TX 75244.

<sup>2</sup> Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Application.

Application and the Poole Affidavit that E&Y LLP is a “disinterested person,” as that phrase is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties-in-interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this Application is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Application and opportunity for objection having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause therefor, it is hereby:

1. ORDERED that the Application is granted in its entirety; and it is further
2. ORDERED that, in accordance with section 327(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain E&Y LLP as their tax advisors on the terms set forth in the Engagement Letters, *nunc pro tunc* to June 2, 2009; and it is further
3. ORDERED that E&Y LLP shall be entitled to payment according to the terms of the Engagement Letters and pursuant to section 327(a) of the Bankruptcy Code; and it is further
4. ORDERED that E&Y LLP shall be compensated in accordance with the Administrative Order, any other applicable order of this Court, and applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

Dated: July \_\_\_\_, 2009  
Wilmington, Delaware

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Honorable Christopher S. Sontchi  
United States Bankruptcy Judge