Exhibit B

Notice of Proposed, Post-Confirmation Modifications to Debtor's Confirmed Second Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code

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Counsel for Virginia United Methodist Homes of Williamsburg, Inc., Debtor and Debtor In Possession

IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division

In re: VIRGINIA UNITED METHODIST HOMES OF WILLIAMSBURG, INC., Debtor.	)	Case No. 13-31098 Chapter 11

NOTICE OF PROPOSED, POST-CONFIRMATION MODIFICATIONS TO DEBTOR'S SECOND AMENDED PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

PLEASE TAKE NOTICE that on April 9, 2013, the above-captioned debtor and debtor in possession, Virginia United Methodist Homes of Williamsburg, Inc. (the "Debtor"), filed the *Debtor's Second Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Doc. No. 142] (the "Plan") and the *Disclosure Statement for Debtor's Second Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Doc. No. 144] (the "Disclosure Statement").

PLEASE TAKE FURTHER NOTICE that Exhibit 5 to the Disclosure Statement included forms of certain of the 2013 Bond Documents (as defined in the Plan).

PLEASE TAKE FURTHER NOTICE that on April 11, 2013, the Court enter an Order approving the adequacy of information contained in the Disclosure Statement.

PLEASE TAKE FURTHER NOTICE that the Plan, the Disclosure Statement, the notice of the confirmation hearing on the Plan, and all related plan documents were properly and timely served on all creditors and/or parties in interest.

PLEASE TAKE FURTHER NOTICE that on May 16, 2013, the Court entered an Order [Doc. No. 187] (the "Confirmation Order") confirming all of the provisions of the Second Amended Plan.

PLEASE TAKE FURTHER NOTICE that on May 22, 2013, the Debtor filed the following motions with the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the "Court") for the purpose of obtaining the Court's approval and authority to modify, post-confirmation, the Plan's provisions as set forth herein and as provided for in the motions:

1. *Motion of Debtor (I) to Modify Debtor's Confirmed Second Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, (II) to Shorten Applicable Notice Periods, and (III) for Related Relief* (the "Motion to Modify"); and

2. *Debtor's Motion to Expedite Hearing on Debtor's Motion to Modify* (the "Motion to Expedite").

PLEASE TAKE FURTHER NOTICE that due to certain limitations on the manner for issuance of the Series 2013A Senior Bonds and the Series 2013A Subordinate Bonds, the Debtor has requested approval of the Bankruptcy Court to modify the 2013 Bond Indenture (and any conforming changes necessary to the 2013 Bond Documents) in order to facilitate the issuance and administration of the Series 2013A Senior Bonds and the Series 2013A Subordinate Bonds through the Depository Trust Company ("DTC"). In order to address the issues presented by the existing proposed structure of the Series 2013A Senior Bonds and the Series 2013A Subordinate Bonds, the Debtor must modify the structure of the Series 2013A Senior Bonds and the Series 2013A Subordinate Bonds from that set forth in the 2013 Bond Documents in order to conform with DTC's standards and to permit an accurate pro-rata distribution to holders. Specifically, rather than utilizing multiple serial bonds within the Series 2013A Senior Bonds, the Debtor and the 2007 Trustee have agreed to one term bond for the Series 2013A Senior Bond-issue that will be subject to sinking fund redemptions that replicate the originally disclosed serial maturity schedule. Further, the Debtor and the 2007 Trustee have agreed to issue the Series 2013A Senior Bonds in $1.00 denominations. Finally, the Debtor has agreed to marginally increase the principal amount of the Series 2013A Senior Bonds and the Series 2013A Subordinate Bonds to permit a modest rounding up in the pro-rata distribution to holders of Series 2007A/B Bond Claims. At the time of each redemption, DTC will be able to conduct a lottery to determine which portion of the Series 2013A Senior Bond will be redeemed. The Debtor proposes to structure the Series 2013A Senior Bonds as a single bond with mandatory prepayment provisions that mirror the amortization schedule that was set forth in the 2013 Bond Documents as attached to the Disclosure Statement and the Plan Supplement. As set forth in the Motion to Modify, the proposed modifications to the 2013 Bond Documents are both appropriate and proper under the governing provisions of the Plan and applicable provisions of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE THAT copies of the Motion to Modify and the Motion to Expedite (collectively, the "Motions") may be viewed on the Court's website at www.vaeb.uscourts.gov in accordance with the procedures and fees set forth therein. Copies of

the Motions and this Notice may also be viewed at no cost at http://www.bmcgroup.com/vumhw or upon written request to the undersigned counsel for the Debtor.

PLEASE TAKE FURTHER NOTICE that pursuant to the Motion to Expedite, the Court held an expedited hearing on May 23, 2013 at 11:00 a.m. (prevailing Eastern Time) (the "Expedited Hearing") to consider the relief sought by the Debtor as set forth in the Motion to Modify.

PLEASE TAKE FURTHER NOTICE that at the Expedited Hearing, the Court granted the relief sought in the Motion to Modify on an interim basis.

PLEASE TAKE FURTHER NOTICE THAT pursuant to an interim Order that has been, or will shortly be, entered by the Court, a final hearing (the "Final Hearing") on the Motion to Modify has been scheduled, at which time the Debtor will seek, on a final basis, the relief sought in the Motion to Modify. **The Final Hearing on the Motion to Modify will take place on May 30, 2013, at 10:00 a.m. (prevailing Eastern Time), at the United States Bankruptcy Court, 701 East Broad Street, Courtroom 5000, Richmond, Virginia 23219.**

PLEASE TAKE FURTHER NOTICE THAT your rights may be affected. You should read the Motion to Modify carefully and discuss it with your attorney, if you have one in these proceedings. (If you do not have an attorney, you may wish to consult one.)

PLEASE TAKE FURTHER NOTICE THAT if you do not want the Court to grant, on a final basis, the relief sought in the Motion to Modify, or if you want the Court to consider your views on the Motion to Modify, then you or your attorney must:

PLEASE TAKE FURTHER NOTICE THAT if you do not want the Court to grant, on a final basis, the relief sought in the Motion to Modify, or if you want the Court to consider your views on the Motion to Modify, then in accordance with the procedures set forth in this Notice, you or your attorney must take the following actions **on or before 9:30 a.m. (prevailing Eastern Time), on May 30, 2013**. If you or your attorney do not take the following actions, the Court may decide that you do not oppose the relief sought in the Motion to Modify, and may enter an order granting, on a final basis, the relief requested in the Motion to Modify:

1. File with the Court at the address shown below written response(s) to the Motion to Modify pursuant to Local Bankruptcy Rule 9013-1. You must mail or otherwise file it early enough so the Court will **receive** it on or before the due date identified herein.

Clerk of the Court
United States Bankruptcy Court
701 E. Broad Street, Suite 4000
Richmond, VA 23219

2. You must also serve your written response(s) on the following counsel for the Debtor at the address shown below. You must serve the written response(s) early enough so that such counsel will **receive** it on or before the due date identified herein.

Robert S. Westermann, Esq. Sheila deLa Cruz, Esq. Hirschler Fleischer, P.C. The Edgeworth Building 2100 East Cary Street Post Office Box 500 Richmond, VA 23218-0500	Thomas R. Califano, Esq. George B. South III, Esq. Sarah E. Castle, Esq. DLA PIPER LLP (US) 1251 Avenue of the Americas New York, New York 10020-1104

3. Attend the Final Hearing on the Motion to Modify scheduled for **May 30, 2013, at 10:00 a.m. (prevailing Eastern Time).**

Dated: May 23, 2013

By: /s/ Sheila deLa Cruz
Counsel

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*Admitted *pro hac vice*

Counsel for Virginia United Methodist Homes of Williamsburg, Inc., Debtor and Debtor In Possession

CERTIFICATE OF SERVICE

I hereby certify that on May 23, 2013, I caused a true and correct copy of the Notice to be electronically served by the Court's CM/ECF system, which thereby caused the Notice to be electronically served on all registered users of the ECF system who have filed notices of appearance in this bankruptcy case; I further certify that a true and correct copy of the Notice will also be served by BMC Group, Inc., the Debtor's claims and noticing agent, on all necessary parties in accordance with the Case Management Order and/or other rules and procedures that may govern this bankruptcy case.

/s/ Sheila deLa Cruz
Counsel