

**Exhibit A**

**Declaration of Robert S. Westermann**

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

DECLARATION OF ROBERT S. WESTERMANN IN SUPPORT  
OF APPLICATION FOR ENTRY OF AN ORDER  
AUTHORIZING EMPLOYMENT AND RETENTION  
OF HIRSCHLER FLEISCHER, P.C. AS COUNSEL TO  
THE DEBTOR NUNC PRO TUNC TO THE PETITION DATE

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), I, Robert S. Westermann, declare that the following is true to the best of my knowledge, information and belief:

1. I am a shareholder of Hirschler Fleischer, P.C. (“Hirschler Fleischer”), which maintains an office for the practice of law at 2100 East Cary Street, Richmond, Virginia 23223. I am an attorney-at-law, duly admitted and in good standing to practice in the Commonwealth of Virginia. I submit this declaration (“Declaration”) in connection with the application (the “Application”) of Virginia United Methodist Homes of Williamsburg, Inc. (“VUMHW” or the “Debtor”), to retain Hirschler Fleischer as local bankruptcy counsel to the Debtor in its Chapter 11 case *nunc pro tunc* to March 1, 2013 (the “Petition Date”) and to provide the disclosures required under Section 329 of Title 11 of the United States Code (the “Bankruptcy Code”), the rules of this Court, and Rules 2014(a) and 2016(b) of the Bankruptcy Rules.

2. The facts set forth in this Declaration are based upon my personal knowledge and upon discussions with other Hirschler Fleischer attorneys and review of Hirschler Fleischer’s client/matter records that were reviewed by me or other Hirschler Fleischer attorneys acting

under my supervision and direction. To the extent any information disclosed herein requires amendment or modification upon Hirschler Fleischer's completion of further review or as additional information becomes available, a supplemental declaration will be submitted to the Court reflecting such amended or modified information. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

3. Hirschler Fleischer is well qualified to serve as Debtor's local bankruptcy counsel in this Chapter 11 case. Located in Richmond, Virginia, Hirschler Fleischer's professionals possess substantial experience in representing debtors and debtors in possession, trustees, creditors committees, creditors, and/or other parties in interest in the United States Bankruptcy Courts for the Eastern and Western Districts of Virginia and throughout the U.S. In particular, Hirschler Fleischer has extensive bankruptcy and restructuring, corporate, employee benefits, finance, real estate, securities, and tax expertise.

4. Hirschler Fleischer is also familiar with the Debtor's business. In connection with various pre-Petition Date matters, Hirschler Fleischer's professionals have worked closely with the Debtor's management and other professionals and, as a result, have become well acquainted with the Debtor's history, operations, capital structure and related matters. Prior to the Petition Date, Hirschler Fleischer represented the Debtor in connection with its efforts to restructure out-of-court and, subsequently, in preparing the filing of this Chapter 11 case and consensual Chapter 11 plan. More specifically, Hirschler Fleischer, among other activities, represented the Debtors in connection with: (a) addressing issues related to the Debtor's restructuring of its short-term and long-term secured and bond obligations; (b) negotiating extensions of the Debtor's letter of credit; (c) advising the Debtor's Board of Directors on all facets of the restructuring process and attendant duties; (d) addressing and resolving numerous resident and employee concerns and issues; (e) interfacing with the State Corporation Commission and other

regulatory bodies; and (f) preparing pleadings and filings relating to the Chapter 11 case. Accordingly, Hirschler Fleischer has developed substantial knowledge regarding the Debtor that will result in effective and efficient services in this Chapter 11 case without overlapping with services provided by DLA Piper LLP (US), the Debtor's lead bankruptcy counsel.

**Hirschler Fleischer's Disclosure Procedures**

5. In preparing this Declaration, I submitted or caused to be submitted for review under the firm's regularly updated conflicts check system the names of various parties in interest in this Chapter 11 case, including the parties (collectively, the "Interested Parties") listed on Schedule 1 attached hereto.

**Hirschler Fleischer's Connections with Interested Parties**

6. To the best of my knowledge, based on the review procedures described above, Hirschler Fleischer does not have any "connections" to the Interested Parties, except as described in this Declaration. Neither the term "connection," as used in Bankruptcy Rule 2014, nor the proper scope of a professional's search for a "connection" has been defined, and I am therefore uncertain what this Court may consider a "connection" requiring disclosure. Out of an abundance of caution, therefore, I am disclosing representation(s) that are not, to my understanding, disqualifying or problematic under either the Bankruptcy Code or applicable standards of professional ethics.

7. Neither I, nor any partner, counsel, or associate of Hirschler Fleischer, as far as I have been able to ascertain, has any connection with the Debtor, its creditors, the Debtor's attorneys and accountants or any other Interested Party, except as set forth below or otherwise in this Declaration:

- (a) Hirschler Fleischer currently represents, has represented in the past, and/or may in the future represent Riverside Regional Medical Center in matters unrelated to the Debtor and the Debtor's Chapter 11 case. Although Hirschler Fleischer has represented, currently represents, and/or may

continue to represent the above-referenced entity, Hirschler Fleischer has not represented and will not represent any such entity in connection with the Debtor and the Debtor's Chapter 11 case.

- (b) Hirschler Fleischer does not represent, and has not represented, any entity other than the Debtor in matters related to this Chapter 11 case.
- (c) Hirschler Fleischer has no connections with the United States Trustee, any person employed in the office of the U.S. Trustee, or any other party with an actual or potential interest in this Chapter 11 case, or their respective attorneys or accountants.
- (d) In the event Hirschler Fleischer discovers additional information that requires disclosure, Hirschler Fleischer will file a supplemental disclosure with the Court.

8. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I, nor Hirschler Fleischer, nor any partner, counsel or associate thereof holds or represents an interest adverse to the Debtor or its estate, and Hirschler Fleischer is a "disinterested person," as defined in Section 101(14) of the Bankruptcy Code and as required by Section 327(a) of the Bankruptcy Code, in that: (a) Hirschler Fleischer has no connection with the Debtor, its creditors, the United States Trustee, any person employed in the office of the U.S. Trustee, or any other party with an actual or potential interest in this Chapter 11 case, or their respective attorneys or accountants, except as set forth herein; (b) Hirschler Fleischer is not a creditor, equity security holder or insider of the Debtor; (c) Hirschler Fleischer is not and was not, within two years of the Petition Date, a director, officer or employee of the Debtor; and (d) Hirschler Fleischer neither holds nor represents an interest materially adverse to the Debtor, its estate or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with or interest in the Debtor, or for any other reason. Accordingly, I believe that Hirschler Fleischer is a "disinterested person," as defined in Section 101(14) of the Bankruptcy Code and as required by Section 327(a) of the Bankruptcy Code.

**Hirschler Fleischer's Rates and Billing Practices**

9. Hirschler Fleischer has not received any promises as to payment or compensation in connection with this Chapter 11 case other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the United States Trustee Guidelines, and as disclosed herein.

10. It is Hirschler Fleischer's policy to charge its clients in all areas of practice for expenses incurred in connection with a client's case. The expenses charged to clients include, among other things, photocopying, witness fees, travel and lodging expenses, certain secretarial and other overtime expenses, filing and recording fees, postage, vendor charges, express mail and messenger charges, computerized legal research charges and other computer services, expenses for "working meals," and telecopier charges. Hirschler Fleischer will charge the Debtor for these expenses in a manner and at rates consistent with charges made generally to its other clients, subject to this Court's approval of such expenses pursuant to Sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Rules as may from time to time be applicable, and such procedures as may be fixed by Order of this Court or the United States Trustee Guidelines. Hirschler Fleischer believes that failure to charge these expenses would require Hirschler Fleischer to increase its current hourly rates.

11. Subject to the Court's approval, Hirschler Fleischer intends to (a) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered, and (b) seek reimbursement of actual and necessary out-of-pocket expenses.<sup>1</sup> Hirschler Fleischer will maintain detailed, contemporaneous records of

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<sup>1</sup> The hourly rates charged by Hirschler Fleischer professionals differ based on, among other things, the professional's level of experience and the rates normally charged in the location of the office in which the professional is resident. These rates may change from time to time in accordance with Hirschler Fleischer's established billing practices and procedures.

time and any actual and necessary expenses incurred in connection with the rendering of the legal services described in the Application by category and nature of the services rendered.

12. Hirschler Fleischer intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the United States Trustee Guidelines, as well as pursuant to any additional procedures that may be established by the Court in this Chapter 11 case.

13. Hirschler Fleischer's hourly rates are set at a level designed to compensate it fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. I believe that these rates are commensurate with the hourly rates of other firms of similar size and expertise.

14. The Hirschler Fleischer professionals and paraprofessionals expected to be most active in the Debtor's Chapter 11 case and their current hourly rates include:

Professional	Rate Per Hour
Michael H. Terry	\$465
Robert S. Westermann	\$395
Sheila deLa Cruz	\$295

15. Other Hirschler Fleischer attorneys and paraprofessionals may from time to time serve the Debtor. To reflect economic and other conditions, Hirschler Fleischer revises its regular hourly rates periodically and requests that, effective as of the date of such revision, the aforementioned rates be revised to the regular hourly rates that will be in effect at that time. Hirschler Fleischer agrees to be compensated based on the same rates generally charged for services rendered in matters handled by Hirschler Fleischer for its clients. Hirschler Fleischer understands, acknowledges, and agrees that it shall be entitled to reimbursement only for actual

and necessary expenses incurred in connection with its representation of, or services for, the Debtor.

16. Hirschler Fleischer has not agreed to share any of its compensation from this Chapter 11 case with any other person, other than a partner, counsel, associate, or staff person employed by Hirschler Fleischer, as permitted by Section 504 of the Bankruptcy Code.

To the best of my knowledge, I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 1, 2013  
Richmond, Virginia

/s/ Robert S. Westermann  
Robert S. Westermann, Shareholder  
Hirschler Fleischer, P.C.



**Schedule 1**

**Listing of Parties-In-Interest Reviewed for Current Relationships**

<b><u>Debtor</u></b> Virginia United Methodist Homes of Williamsburg, Inc.	<b><u>Debtor's Board of Directors and Officers</u></b> Mr. Thomas R. Harrison, Jr. Rev. Robert F. Cofield, Jr. Mrs. Kelli Mansel-Arbuckle Mr. Christopher P. Henderson Bishop Young Jin Cho (Ex Officio)	<b><u>Other Key Management Personnel</u></b> Kevin L. Salminen Dan Oetzel Marilyn Gladding Robin Page Melanie Taylor Kate Leach
<b><u>Debtor's Direct Parent</u></b> Virginia United Methodist Homes, Inc.	<b><u>Law Firms</u></b> Kane, Jeffries, Cooper & Carollo, LLP Spotts Fain P.C. Hirschler Fleischer, P.C. DuretteCrump, PLC DLA Piper U.S., LLP McGuireWoods LLP McDermott Will & Emery Gebhardt & Smith LLP	<b><u>Professional Services Firms</u></b> Sawgrass Partners Deloitte Financial Advisory Services Herbert J. Sims & Co., Inc. AV Powell & Associates Clifton Larson Allen, LLP
<b><u>Debtor's Affiliates</u></b> Roanoke United Methodist Home Hermitage on the Eastern Shore Hermitage in Northern Virginia The Hermitage in Richmond The Hermitage at Cedarfield Lydia H. Roper Home	<b><u>Top 20 Unsecured Creditors</u></b> Hampton Roads Urology Wmbg Kiwanis Club of Williamsburg Michel Tyler Ragan Riverside Regional Medical Center Sam Rust Seafood, Inc. Spectrum Communications Cerner Corporation Home Depot Credit Services Harry Jeavons	<b><u>Landlord</u></b> Virginia United Methodist Homes, Inc.
<b><u>Other Potential Secured Creditors</u></b> Bondholder A Bondholder B Bondholder C Bondholder D	<b><u>Letter of Credit Provider</u></b> Bank of America, N.A. Wells Fargo	<b><u>Master Trustee</u></b> UMB Bank, N.A.