

Exhibit B

Compensation Disclosure

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

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

DISCLOSURE OF COMPENSATION OF HIRSCHLER FLEISCHER, P.C.

Pursuant to Section 329(a) of Title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Robert S. Westermann certifies as follows:

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 am duly authorized to make this Disclosure of Compensation in connection with the application (the “Application”) of Virginia United Methodist Homes of Williamsburg, Inc. (“VUMHW” or the “Debtor”), debtor and debtor in possession, to retain Hirschler Fleischer as local bankruptcy counsel to the Debtor in its Chapter 11 case *nunc pro tunc* to the Petition Date and to provide the disclosures required under Section 329 of the Bankruptcy Code, the rules of this Court, and Bankruptcy Rules 2014(a) and 2016(b). The facts set forth in this Declaration are personally known to me, if called as a witness, I could and would testify thereto.

2. Hirschler Fleischer was retained as bankruptcy and restructuring counsel by the Debtor on or about October 1, 2012.

3. Before the commencement of this Chapter 11 case on March 1, 2013 (the "Petition Date"), Hirschler Fleischer received payment for legal fees and expenses to be incurred in connection with its representation of the Debtor in the aggregate amount of \$25,000, which Hirschler Fleischer still holds in its trust account. As of the Petition Date, Hirschler Fleischer was owed the aggregate approximate amount of \$0 in respect of unpaid legal fees and expenses.

4. I have been advised by the Debtor that the pre-Petition Date payments made to Hirschler Fleischer for pre-Petition Date fees and expenses incurred by Hirschler Fleischer were paid by, and the source of such funds was, the Debtor's cash.

5. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonably inquiry, neither I nor Hirschler Fleischer, nor any partner or associate thereof, has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with the Debtor's Chapter 11 case, other than as permitted by the Bankruptcy Code.

6. Hirschler Fleischer has not agreed to share compensation received in connection with these cases with any other person, except as permitted by Section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016(b) in respect of the sharing of compensation among Hirschler Fleischer's partners.

Dated: March 1, 2013
Richmond, Virginia

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

Exhibit C

Proposed Order

<p>Robert S. Westermann (VSB No. 43294) Sheila deLa Cruz (VSB No. 65395) HIRSCHLER FLEISCHER, P.C. The Edgeworth Building 2100 East Cary Street Post Office Box 500 Richmond, Virginia 23218-0500 Telephone: (804) 771-9500 Facsimile: (804) 644-0957 E-mail: rwestermann@hf-law.com sdelacruz@hf-law.com</p>	<p>Thomas R. Califano (NY Bar No. 2286144)* George B. South, III (NY Bar No. 2446771)* Sarah Castle (NY Bar No. 4932240)* DLA PIPER LLP (US) 1251 Avenue of the Americas New York, New York 10020-1104 Telephone: (212) 335-4500 Facsimile: (212) 335-4501 E-mail: Thomas.Califano@dlapiper.com George.South@dlapiper.com Sarah.Castle@dlapiper.com</p> <p>* To be admitted <i>pro hac vice</i></p>
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Proposed 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:)	
)	Case No. 13-31098
VIRGINIA UNITED METHODIST HOMES)	
OF WILLIAMSBURG, INC.,)	
)	Chapter 11
Debtor.)	

**ORDER AUTHORIZING EMPLOYMENT AND RETENTION
OF HIRSCHLER FLEISCHER, P.C. AS COUNSEL TO
THE DEBTOR *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the application (the “Application”)¹ of Virginia United Methodist Homes of Williamsburg, Inc. (“VUMHW” or the “Debtor”), debtor and debtor in possession, for entry of an order, pursuant to Sections 327(a), 328(a), 330, 331, and 1107(b) of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”), authorizing the Debtor to retain the firm of Hirschler Fleischer, P.C. (“Hirschler Fleischer”) as local bankruptcy counsel in its Chapter 11 case as of March 1, 2013 (the “Petition Date”); and upon the Declaration of Robert S. Westermann in Support of the Application, annexed to the Application as Exhibit A, and the

¹Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

Disclosure of Compensation, annexed to the Application as Exhibit B; and due and adequate notice of the Application having been given; and it appearing that no other or further notice need be provided; and the Court being satisfied that Hirschler Fleischer is a “disinterested person” as such term is defined under Bankruptcy Code Section 101(14), as modified by Section 1107(b); and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Application is in the best interest of the estate, its creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefore;

ORDERED, ADJUDGED AND DECREED THAT:

1. Pursuant to Bankruptcy Code Sections 327(a) and 1107(b), the Debtor is hereby authorized to retain and employ Hirschler Fleischer as its attorneys in this Chapter 11 case and Hirschler Fleischer is authorized to perform the services set forth in the Application.

2. The Debtor’s retention of Hirschler Fleischer is hereby approved effective *nunc pro tunc* to the Petition Date.

3. Hirschler Fleischer shall be compensated in accordance with procedures set forth in Bankruptcy Code Sections 330 and 331, the applicable Bankruptcy Rules, the Local Rules, and such other procedures as may be fixed by order of this Court.

4. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

5. The Debtor is empowered to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. This Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation or interpretation of this Order.

Dated: _____
Richmond, Virginia

United States Bankruptcy Judge

Entered on Docket: _____

We ask for this:

/s/ Robert S. Westermann
Robert S. Westermann (VSB No. 43294)
Sheila deLa Cruz (VSB No. 65395)
HIRSCHLER FLEISCHER, P.C.
The Edgeworth Building
2100 East Cary Street
Post Office Box 500
Richmond, Virginia 23218-0500
Telephone: (804) 771-9500
Facsimile: (804) 644-0957
E-mail: rwestermann@hf-law.com
sdelacruz@hf-law.com
and

Thomas R. Califano (NY Bar No. 2286144)*
George B. South, III (NY Bar No. 2446771)*
Sarah Castle (NY Bar No. 4932240)*
DLA PIPER LLP (US)
1251 Avenue of the Americas
New York, New York 10020-1104
Telephone: (212) 335-4500
Facsimile: (212) 335-4501
E-mail: Thomas.Califano@dlapiper.com
George.South@dlapiper.com
Sarah.Castle@dlapiper.com

*To be admitted *pro hac vice*

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

Seen and Not Objected To:

/s/

Robert B. Van Arsdale (VSB No. 17483)
Office of the United States Trustee
701 East Broad Street
Suite 4304
Richmond, Virginia 23219
Telephone: (804) 771-2310
Facsimile: (804) 771-2330

Assistant U.S. Trustee

CERTIFICATE OF ENDORSEMENT

I hereby certify, under Local Rule 9022-1, that the foregoing proposed Order has been endorsed by and/or served upon all necessary parties.

/s/ Robert S. Westermann

Counsel