

**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.,

Debtor,

Case No. 13-31098

Chapter 11

**DISCLOSURE OF COMPENSATION OF DLA PIPER LLP (US)**

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”), Thomas R. Califano certifies as follows:

1. I am a partner of DLA Piper LLP (US) (“DLA Piper”), which maintains an office for the practice of law at 1251 Avenue of the Americas, New York, New York 10020. I am an attorney-at-law, duly admitted and in good standing to practice in the State of New York. 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 DLA Piper as 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. DLA Piper was retained as restructuring counsel by the Debtor during November 2012.

3. Prior to the commencement of this Chapter 11 case on March 1, 2013 (the "Petition Date"), DLA Piper received certain payments for legal fees and expenses incurred in connection with its representation of the Debtor in the aggregate amount of \$610,751.28. As of the Petition Date, DLA Piper does not expect to be owed any amount in respect of unpaid legal fees and expenses. DLA Piper has waived its entitlement to receive payment of any such amounts.

4. I have been advised by the Debtor that the pre-petition payments 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 DLA Piper, 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. DLA Piper 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 DLA Piper's partners.

Dated: March 1, 2013  
New York, New York

/s/ Thomas R. Califano  
Thomas R. Califano  
DLA Piper LLP (US)