

Exhibit C

Proposed Order

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	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 <i>pro hac vice</i>
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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 DLA PIPER LLP (US) 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 DLA Piper LLP (US) ("DLA Piper") as bankruptcy counsel in its Chapter 11 case as of the Petition Date; and upon the Declaration of Thomas R. Califano in Support of the Application, annexed to the Application as Exhibit A, and the Disclosure of Compensation,

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

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 DLA Piper 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 DLA Piper as its attorneys under a general retainer in this Chapter 11 case and DLA Piper is authorized to perform the services set forth in the Application.

2. The Debtor’s retention of DLA Piper is hereby approved effective *nunc pro tunc* to March 1, 2013.

3. DLA Piper 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)
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*To be admitted *pro hac vice*

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

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