

EXHIBIT A

Proposed Order

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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

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

<p>_____) In re:)) VIRGINIA UNITED METHODIST HOMES) OF WILLIAMSBURG, INC.,)) Debtor,) _____)</p>	<p>Case No. 13-31098 Chapter 11</p>
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**ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF McGUIREWOODS
LLP AS SPECIAL BOND COUNSEL TO THE DEBTOR AS OF PETITION DATE**

Upon the application (the "Application")¹ of the above-captioned debtor and debtor in possession, Virginia United Methodist Homes of Williamsburg, Inc. ("VUMHW" or the "Debtor"), for the entry of an order authorizing Debtor to employ and retain McGuire Woods LLP ("McGuireWoods") as special bond counsel effective as of the date the Debtor filed its chapter 11 petition, pursuant to sections 327(e) and 330 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the "Local Bankruptcy Rules"); and the Court having jurisdiction to consider the Application and the relief requested therein pursuant

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

to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; the Court having reviewed the Application, the Declaration of David L. Richardson, a partner at McGuireWoods (the "Richardson Declaration"); the Court being satisfied based on the representations made in the Application and the Richardson Declaration that McGuireWoods does not hold or represent an interest adverse to the Debtor's estate with respect to the matters on which it is to be employed, as required by section 327(e) of the Bankruptcy Code; and it appearing to the Court that the relief requested is in the best interests of the Debtor's estate, its creditors, and other parties in interest; and good, adequate and sufficient cause has been shown to justify the immediate entry of this order; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED, ADJUDGED, AND DECREED that:

1. The Application is GRANTED as set forth herein.
2. The Debtor is authorized to employ and retain McGuireWoods as special bond counsel effective as of the Petition Date.
3. McGuireWoods shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtor's chapter 11 case in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, guidelines established by the Office of the U.S. Trustee, and any other applicable procedures and orders of the Court.
4. McGuireWoods is authorized to offset prepetition fees and expenses against its Retainer and to hold the remaining portion of its Retainer until approval of McGuireWoods' final fee application.

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

6. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Application is hereby waived.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation 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