

Exhibit A

Proposed Order

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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:

VIRGINIA UNITED METHODIST HOMES
OF WILLIAMSBURG, INC.,

Debtor.

Case No. 13-31098

Chapter 11

**ORDER UNDER 11 U.S.C. §§ 105(A) AND 331 ESTABLISHING
PROCEDURES FOR INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

Upon the motion (the "Motion")¹ of the above captioned debtor and debtor in possession (the "Debtor"), for entry of an order under 11 U.S.C. §§ 105(a) and 331 establishing procedures for interim compensation and reimbursement of expenses of professionals retained by order of this Court (the "Professionals"); and the Court having reviewed the Motion; and the Court having determined that the relief requested in this Motion is in the best interests of the Debtor, its estate, its creditors and other parties-in-interest; and it appearing that notice of the Motion was good and sufficient under the particular circumstances and that no other or further notice need be

¹ Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. Except as otherwise provided by Court order authorizing the retention of specific professionals, all Professionals in this case may seek interim compensation in accordance with the following procedures:

- (a) On or before the last day of the month following the month for which compensation is sought (the "Monthly Statement Date"), each Professional shall submit a monthly statement to: (i) the Debtor, Virginia United Methodist Homes of Williamsburg, Inc., 7113 Three Chopt Road, Suite 300, Richmond, VA 23226 (Attn: Christopher P. Henderson) (E-mail: chenderson@vumh.org); (ii) lead bankruptcy counsel to the Debtor, DLA Piper LLP (US), 1251 Avenue of the Americas, New York, NY 10020-1104 (Attn: George B. South III, Esq. and Thomas R. Califano, Esq.) (E-mail: thomas.califano@dlapiper.com and george.south@dlapiper.com); (iii) local bankruptcy counsel to the Debtor, Hirschler Fleischer, P.C., P.O. Box 500, Richmond, VA 23218-0500 (Attn: Robert S. Westermann, Esq. and Sheila deLa Cruz, Esq.) (E-mail: rwestermann@hf-law.com and sdelaacruz@hf-law.com); (iv) the financial advisor to the Debtor, Deloitte Financial Advisory Services LLP (Attn: Louis E. Robichaux IV and Russell A. Perry) (E-mail: lrobichaux@deloitte.com and rperry@dloitte.com) (v) counsel for VUMH, Spotts Fain P.C., 411 East Franklin Street, Suite 600, Richmond, VA 23219 (Attn: Robert H. Chappell, Esq.) (E-mail: rchappell@spottsfain.com); (vi) counsel to the Master and Bond Trustee, McDermott Will & Emery, 227 West Monroe Street, Chicago, IL 60606-5096 (Attn: Miles W. Hughes, Esq. and Nathan F. Coco, Esq.) (Email: mwhughes@mwe.com and ncoco@mwe.com); (vii) counsel to any creditors' committee; and (viii) the United States Trustee (collectively, the "Fee Notice Parties"). Each such entity receiving such a statement shall have ten (10) days after the Monthly Statement Date to review the statement. The first statement would be submitted and served by each of the Professionals by April 30, 2013, and would cover the period from the Petition Date through March 30, 2013.
- (b) At the expiration of the ten (10) day period, the Debtor shall promptly pay eighty-five percent (85%) of the fees and one hundred percent (100%) of the disbursements requested in such statement, except such fees or disbursements as to which an objection has been served as provided in paragraph (c) below. Any Professional who fails to submit a monthly statement will be ineligible to receive further payments of fees and

expenses as provided herein until such time as the monthly statement is submitted.

- (c) In the event that any of the Fee Notice Parties have an objection to the compensation or reimbursement sought in a particular statement, such party shall, within ten (10) days of the Monthly Statement Date, serve upon the respective Professional and the other persons designated to receive monthly statements, a written "Notice of Objection to Fee Statement" setting forth the precise nature of the objection and the amount at issue. Thereafter, the objecting party and the Professional whose statement is objected to shall attempt to reach an agreement regarding the correct payment to be made. If the parties are unable to reach an agreement on the objection within ten (10) days after receipt of such objection, the objecting party may file its objection with the Court and serve such objection on the respective Professional and the other Fee Notice Parties and the Court would consider and dispose of the objection at the next hearing scheduled on applications for interim Court approval and allowance of compensation and reimbursement of expenses for Professionals (the "Interim Fee Application(s)") pursuant to Section 331 of the Bankruptcy Code. The Debtor will be required to promptly pay those fees and disbursements that are not the subject of a Notice of Objection to Fee Statement.
- (d) Each of the Professionals will file with the Court and serve on the Fee Notice Parties, on or before the 15th day following the last day of the compensation period, an Interim Fee Application for the prior four (4) months for which compensation is sought pursuant to Section 331 of the Bankruptcy Code. The first such Interim Fee Application would be filed on or before July 15, 2013, and would cover the period from the Petition Date through June 30, 2013. Any Professional who fails to file an Interim Fee Application when due will be ineligible to receive further interim payments of fees or expenses as provided herein until such time as the Interim Fee Application for the prior 4-month compensation period is submitted.
- (e) The Debtor shall request that the Court schedule a hearing on Interim Fee Applications at least once approximately every four (4) months. The Debtor, however, may request that a hearing be held at such other intervals as the Court deems appropriate. The Court, in its discretion, may approve an uncontested Interim Fee Applications without the need for a hearing, upon the Professional's filing of a certificate of no objection. Upon allowance by the Court of a Professional's Interim Fee Application, the Debtor shall be authorized to promptly pay such Professional all requested fees (including the 15% holdback of compensation pursuant to subparagraph (a) above) and disbursements that were not previously paid.

- (f) The pendency of an Interim Fee Application and/or the pendency of any Notice of Objection to Fee Statement or other objection shall not disqualify a Professional from the future payment of compensation or reimbursement of expenses as set forth above. Neither the payment of, nor the failure to pay, in whole or in part, monthly interim compensation and reimbursement as provided herein shall bind any party-in-interest or this Court with respect to the final allowance of applications for compensation and reimbursement of Professionals. Furthermore, the decision by any Fee Notice Party not to object to a monthly statement shall not be deemed a waiver of any kind or prejudice that party's right to object to any interim or final fee application subsequently made to the Court.

2. The Court shall retain 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
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*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