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

ORDER (A) AUTHORIZING BUT NOT DIRECTING THE DEBTOR TO PAY CERTAIN PRE-PETITION (I) WAGES, SALARIES AND OTHER COMPENSATION, (II) EMPLOYEE MEDICAL AND SIMILAR BENEFITS AND (III) OTHER MISCELLANEOUS EMPLOYEE EXPENSES AND BENEFITS AND (B) AUTHORIZING AND DIRECTING FINANCIAL INSTITUTIONS TO HONOR ALL RELATED CHECKS AND ELECTRONIC PAYMENTS RELATED TO THE FOREGOING; AND (C) RELATED RELIEF

Upon the motion (the "Motion")[1] of the debtor and debtor in possession, Virginia United Methodist Homes of Williamsburg, Inc. ("VUMHW" or the "Debtor"), for an Order: (a) authorizing, but not directing, the Debtor to pay certain pre-petition (i) wages, salaries and other compensation, (ii) employee medical, insurance and similar benefits, (iii) other miscellaneous employee expenses and benefits; (b) authorizing and directing banks and other financial institutions to receive, process, honor and pay all checks presented for payment and

[1] All capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion.

electronic payment requests relating to the foregoing; and (c) related relief; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this case and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Motion is in the best interests of the Debtor, its estate, its creditors and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.

2. The Debtor is authorized, but not directed, to honor and pay the Employee Wages and Benefits, consisting of accrued wages, salaries, benefits, and other compensation (excluding reimbursable expenses and vacation pay), earned prior to the Petition Date, in accordance with the Debtor's stated policies and pre-petition practices and in the ordinary course of the Debtor's businesses, including, but not limited to, amounts that have been earned, accrued, or vested prior to the Petition Date.

3. The Debtor is authorized to continue to allocate and distribute (a) the Employee Deductions (including, without limitation, pre-tax and after-tax deductions payable pursuant to certain of the Debtor's employee benefit plans (such as an employee's share of health and dental care coverage, insurance premiums for life and disability coverage, and TSA Plan contributions); and (b) the Withheld Amounts (including, without limitation,); and (c) the Employer Payroll Taxes (including, without limitation, amounts related to federal, state and local income taxes,

social security and Medicare taxes; garnishments, child support and similar deductions; the employer portions of social security and Medicare taxes and state and federal unemployment insurance) all in accordance with the Debtor's stated policies and pre-petition practices.

4. The Debtor is authorized, but not directed, to continue in effect the Employee Wages and Benefits (including, without limitation, life insurance, long term disability insurance, short term disability insurance, the medical plan, the dental plan, the TSA Plan, and the PAL Plan) and to honor and pay any amounts that accrued prior to the Petition Date with respect to any such Employee Wages and Benefits.

5. The Debtor is authorized, but not directed, to continue to maintain its Workers' Compensation programs in the ordinary course of business, including continuing the payment of workers' compensation benefits.

6. The Debtor is authorized to re-issue to its Employees any physical paychecks for pre-petition salaries, wages, and/or other compensation that are not honored by financial institutions and/or are otherwise not deposited by the Employees during the time period beginning on each payday and through the date(s) on which the Court enters Orders authorizing and/or approving the relief sought in this Motion and Cash Management Motion. To the extent that the Debtor must re-issue such physical paychecks, the applicability of the $11,725 priority limit as set forth in Bankruptcy Code Sections 507(a)(4) and 507(a)(5) shall hereby be waived.

7. Financial institutions on which checks were drawn or electronic payment requests made in payment of the pre-petition obligations approved herein are authorized and directed to receive, process, honor and pay all such checks and electronic payments requests when presented for payment and that all such financial institutions are authorized to rely on the Debtor's designation of any particular check or electronic payment request as approved by this Order;

provided, however, that sufficient funds are available in the Debtor's bank accounts to cover such payments.

8. Notwithstanding any provision in the Federal Rules of Bankruptcy Procedure to the contrary, the Debtor is not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order, and the Debtor may, in its discretion and without further delay, take any action and perform any act necessary to implement the relief granted in this Order.

9. This Court shall retain jurisdiction to hear and determine all matters arising from 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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*To be admitted *pro hac vice*

Proposed Counsel for Virginia United Methodist Homes, 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