Exhibit B

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

INTERIM ORDER AUTHORIZING (I) CONTINUED USE OF EXISTING CASH MANAGEMENT SYSTEM, (II) MAINTENANCE OF EXISTING BANK ACCOUNTS, (III) CONTINUED USE OF EXISTING BUSINESS FORMS, AND (IV) MAINTENANCE OF EXISTING INVESTMENT PRACTICES

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 authorizing (i) maintenance of existing bank accounts, (ii) continued use of existing cash management system, (iii) continued use of existing business forms, and (iv) maintenance of existing investment practices; and all as more fully set forth in the Motion; and the Court having

[1] All capitalized terms used but not otherwise defined on this Order shall have the meanings ascribed to them in the Motion.

jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409, and due and proper notice of the Motion having been provided to the necessary parties; and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "Hearing"); and the appearances of all interested parties having been noted in the record of the Hearing; and upon the record of the Hearing, and all of the proceedings had before the Court; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtor, its creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore, it is hereby:

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.

2. The Debtor is authorized to continue to use its Cash Management System, notwithstanding the filing of the Debtor's Chapter 11 bankruptcy case, including the following:

(i) the continued use of the existing Bank Accounts with the same names and account numbers as such Bank Accounts existed immediately prior to the Petition Date (with the option to the Debtor and the VUMHW Banks of streamlining its Cash Management System by closing or consolidating Bank Accounts in accordance with the terms and conditions of the existing account and service agreements);

(ii) the ability of the Debtor to deposit funds into and withdraw funds from any of the Bank Accounts (subject to available funds or, in the case of zero balance accounts, subject to the availability of funds in the applicable linked funding accounts) by all usual means, including but not limited to checks, wire transfers, electronic funds transfers and other debits;

(iii) the ability of the Debtor to otherwise treat the Bank Accounts, along with any accounts opened post-petition, for all purposes as debtor in possession accounts;

(iv) the waiver of any requirements to establish separate accounts for cash collateral and/or tax payments; provided, however, that accounts pledged or serving as collateral for pre-petition obligations shall be maintained as such;

(v) authorizing and directing the VUMHW Banks to maintain, service and administer such deposit accounts, without interruption and in the ordinary course of business, in accordance with applicable non-bankruptcy law and the account agreements and/or other service documentation between the applicable bank and the Debtor relating to such accounts; and

(vi) authorizing the VUMHW Banks to charge and collect, and authorizing and directing the Debtor to pay, the pre-petition and post-petition service charges and other fees and expenses to which the VUMHW Banks are entitled under the terms of their account agreements and/or other service documentation with the Debtor.

3. The Debtor is authorized to continue to use its existing business forms without alteration or change; provided, however, that, once the Debtor has depleted its existing stock of checks, the Debtor shall order new checks with the "debtor in possession" designation.

4. Bankruptcy Rule 6003 has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtor.

5. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon entry of this Interim Order.

6. This Court hereby retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Interim Order.

7. This Interim Order shall be immediately effective for a period of two weeks, after which time, this Interim Order shall become a Final Order, unless an objection or motion to reconsider is filed by the Debtor or any of the VUMHW Banks.

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 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