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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

-----X
In re : Chapter 11
:
LandAmerica Financial Group, Inc. et al., : Case No. 08-35994 (KRH)
:
Debtors. : (Jointly Administered)
-----X

**ORDER PURSUANT TO SECTION 105(a) AND BANKRUPTCY
RULE 3003(c)(3) SETTING A FINAL DATE TO FILE PROOFS OF CLAIM**

Upon the motion, dated January 28, 2009 (the "**Motion**"), of the debtors and debtors in possession in the above-captioned cases (collectively, the "**Debtors**") for an order pursuant to Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") establishing the deadlines for filing certain proofs of claim in the Debtors' chapter 11 cases (each, a "**Bar Date**"); and the Court having reviewed the Motion; and K&L Property Holdings, LP having filed a limited written objection to the Motion (the "**Limited Objection**");

and the Court having held a hearing on the Motion on February 23, 2009 (the “**Hearing**”); and the Limited Objection having been overruled at the Hearing; and upon the record of the Hearing; and it appearing that sufficient notice has been given; and no other notice being necessary; and it appearing that the requested relief in the Motion is in the best interests of the Debtors and their estates, creditors and interest holders; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED, that:

1. The Motion is GRANTED.
2. Capitalized terms not otherwise defined herein shall have the meanings that are ascribed to such terms in the Motion.
3. The filing of a proof of claim by a LandAmerica 1031 Exchange customer (each a “**1031 Customer**”) shall be without prejudice to such 1031 Customer’s right to argue that the net proceeds of the sale of relinquished property(ies) of such 1031 Customer maintained by LES (the “**Exchange Funds**”) are not property of the LES estate.
4. Except as otherwise provided herein, all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a Prepetition Claim against any of the Debtors shall file a proof of such claim in writing so that it is received on or before 4:00 p.m. (Prevailing Eastern Time) on April 6, 2009 (the “**General Bar Date**”).
5. Any governmental unit (as defined in section 101(27) of the Bankruptcy Code) of the Bankruptcy Code, a “**Governmental Unit**”) that asserts a Prepetition Claim against any of the Debtors shall file a Proof of Claim in writing so that it is received on or before May 26,

2009 (the “**Governmental Unit Bar Date**”), the next business day following the date that is 180 days after the Petition Date, in accordance with section 502(b)(9) of the Bankruptcy Code.

6. The following procedures for the filing of Proofs of Claim shall apply:
 - (a) Proofs of claim must conform substantially to Form No. 10 of the Official Bankruptcy Forms;
 - (b) Proofs of claim shall be filed at the following locations (together, the “**Claims Processing Center**”):

<u>If Delivered by Mail:</u>	<u>If Delivered by Overnight or Hand Delivery:</u>
LandAmerica Financial Group, Inc. Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5285 New York, NY 10150-5285	LandAmerica Financial Group, Inc. Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC 757 Third Avenue, 3rd Floor New York, NY 10017

- (c) Proofs of claim will be deemed filed only when actually received by the Claims Processing Center on or before the applicable Bar Date;
- (d) Proofs of claim must (i) be signed, (ii) include supporting documentation (if voluminous, a summary thereof must also be attached), or an explanation as to why documentation is not available, (iii) be in the English language, and (iv) be denominated in United States currency;
- (e) Proofs of claim must specify the name and case number of the Debtor against which the claim is filed. If a party asserts a claim against more than one Debtor or has claims against multiple Debtors, a separate proof of claim form must be filed with respect to each Debtor against which the holder asserts a claim; and
- (f) The Claims Processing Center will not accept Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission.

7. The following persons or entities are not required to file Proofs of Claim on behalf of Prepetition Claims:

- (a) any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Eastern District of Virginia (the “**Clerk’s Office**”) or Epiq Bankruptcy Solutions, LLC

(the “**Claims Agent**”), a proof of claim against the correct Debtor(s) utilizing a claim form that substantially conforms to Official Form No. 10;

- (b) any person or entity (i) whose claim is set forth on the Bankruptcy Schedules, (ii) whose claim is **not** described as “disputed,” “contingent,” or “unliquidated,” (iii) who does not dispute the specific Debtor against which such person’s or entity’s claim is listed, and (iv) who does not dispute the amount or type (i.e., secured, priority unsecured or non-priority unsecured) of the claim for such person or entity as set forth on the Bankruptcy Schedules;
- (c) claims allowed by order of the Court entered on or before the applicable Bar Date;
- (d) claims that have been paid by the Debtors;
- (e) claims of any affiliate of a Debtor (provided that such affiliate is, directly or indirectly, wholly owned and/or controlled by a Debtor);
- (f) claims allowable under sections 503(b) and 507(a) of the Bankruptcy Code as an administrative expense;
- (g) claims by an active employee of the Debtors, but only to the extent that such claim is solely for outstanding base salary, vacation or benefits; provided, further, that any employee of the Debtors who wishes to assert a claim against the Debtors that is not based solely on account of such employment related compensation must file a proof of such claim on or prior to the General Bar Date;
- (h) claims by a holder of an equity interest in the Debtors with respect to the ownership of such equity interest; provided, however, that any holder of an equity interest in the Debtors who wishes to assert a claim against the Debtors that is not based solely on account of such equity interest, including, but not limited to, claims arising from the purchase or sale of such equity interest, must file a proof of such claim on or prior to the General Bar Date; and
- (i) claims by a current officer or director of the Debtors but only to the extent such claim is solely for indemnification or reimbursement against the Debtors, provided, further, that any current officer or director of the Debtors who wishes to assert a claim that is not for indemnification or reimbursement must file such proof of claim on or prior to the General Bar Date.

8. Any claim arising solely from, or as a consequence of, the rejection of an unexpired lease or executory contract of a Debtor shall be filed by the later of: (a) twenty (20) days

following the date of any order of the Court authorizing the Debtor to reject such unexpired lease or executory contract; (b) the date set by any other order of this Court; and (c) the General Bar Date, or, if applicable, the Governmental Unit Bar Date. All other claims with respect to a lease or contract are required to be filed on or before the applicable Bar Date.

9. If the Debtors amend or supplement the Bankruptcy Schedules subsequent to the entry of this Order, the Debtors shall give written notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall have until the later of: (A) the General Bar Date, or, if applicable, the Governmental Unit Bar Date or (B) thirty (30) days from the date of such written notice to file proofs of claim in respect of their claims or be barred from doing so, provided they are given notice of such deadline.

10. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets, recoupment rights or defenses to any claim reflected in the Bankruptcy Schedules or assert any defenses related to substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers or any other defenses to any claim therein as to amount, liability or classification.

11. Pursuant to Bankruptcy Rule 3003(c)(2), all holders of claims that fail to comply strictly with this Order by timely filing a proof of claim in appropriate form, unless explicitly excepted from filing such claim herein, shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution.

12. The proposed Proof of Claim form attached to the Motion as **Exhibit B** is approved.

13. A notice of the Bar Date (the “**Bar Date Notice**”) substantially in the form annexed to the Motion as **Exhibit C**, is approved and shall be deemed adequate and sufficient notice of the General Bar Date and the Governmental Unit Bar Date if served, together with the Proof of Claim form, by first-class mail to the following creditors or potential parties in interest no later than five (5) days after entry of the Bar Date Order on:

- (a) the United States Trustee for the Eastern District of Virginia;
- (b) all persons or entities that have requested notice of the proceedings in these chapter 11 cases;
- (c) all persons or entities that have filed proofs of claim;
- (d) all known holders of claims listed on the Bankruptcy Schedules at the addresses stated therein;
- (e) all parties known to the Debtors as having potential claims against the Debtors’ estates but who are not listed on the Bankruptcy Schedules;
- (f) all counterparties to the Debtors’ executory contracts and unexpired leases;
- (g) all parties to litigation with the Debtors;
- (h) counsel to the agent for LFG’s prepetition lenders;
- (i) the indenture trustee with respect to LFG 3.125% Convertible Senior Debentures Due May 2033 and LFG 3.25% Convertible Senior Debentures Due May 2034 (the “**Indenture Trustee**”) and counsel to the Indenture Trustee;
- (j) Prudential Capital Group (the “**Noteholders**”) and counsel to the Noteholders;
- (k) all state attorneys general and state departments of revenue for states in which the Debtors conduct business;
- (l) the District Director of the Internal Revenue Service in Washington, D.C.;
- (m) the Pension Benefit Guaranty Corporation;
- (n) the Environmental Protection Agency;

- (o) all relevant state and local environmental agencies;
- (p) the Securities and Exchange Commission;
- (q) the Federal Bureau of Investigation;
- (r) the United States Attorney for the Eastern District of Virginia and the Department of Justice in Washington, D.C.;
- (s) all governmental units applicable to the Debtors' businesses, to the extent not listed in the foregoing clauses; and
- (t) all parties who have filed requests for service of pleadings pursuant to Bankruptcy Rule 2002 as of the date of the mailing of the Bar Date Notice.

14. With regard to those holders of claims listed on the Bankruptcy Schedules, notice of the Bar Dates shall be good, adequate and sufficient if the Debtors mail (a) one or more Proof of Claim forms; and (b), Bar Date Notice, substantially in the form annexed hereto as Exhibit C, which notice is hereby approved, to such parties.

15. Pursuant to Bankruptcy Rule 2002(f) and Local Rule 2002-1, the Debtors shall publish notice of the Bar Date in substantially the form annexed to the Motion as Exhibit D (a) once in *The Wall Street Journal*; and (b) once in the *Richmond Times Dispatch*, not later than twenty (20) days prior to the General Bar Date.

16. The Debtors and the Claims Agent are authorized and empowered to take such steps, pay such sums, and perform such acts as may be necessary to implement and effectuate the terms of this Order.

17. Entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of the Claims established herein must file proofs of such claims or interests or be barred from doing so.

18. Except as explicitly provided herein, any creditor who is required but fails to file a proof of claim in accordance with this Order on or before the General Bar Date or the

Governmental Unit Bar Date, as the case may be (or such other date established hereby), including, but not limited to, a creditor's failure to assert its claim against the correct Debtor, shall be forever barred, estopped and enjoined from asserting such claim against either of the Debtors (or filing a proof of claim with respect thereto), and the Debtors and their respective property shall be forever discharged from any and all indebtedness or liability with respect to such claim, and such holder shall not be permitted on account of such claim to vote on any plan or participate in any distribution in the Debtors' cases.

19. The provisions of this Order apply to all claims of whatever character against the Debtors or their property, whether secured or unsecured, liquidated or unliquidated, fixed or contingent.

20. This Court shall retain jurisdiction with respect to all matters arising from or relating to this Order.

Dated: Richmond, Virginia Feb 26 2009
February ____, 2009

/s/ Kevin Huennekens

UNITED STATES BANKRUPTCY JUDGE

Entered on Docket: 2-27-2009

WE ASK FOR THIS:

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LOCAL BANKRUPTCY RULE 9022-1(C) CERTIFICATION

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order, substantially in the form hereof, has been endorsed by or served upon all necessary parties.

/s/ John H. Maddock III
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