

**ORDER GRANTING JOINT MOTION PURSUANT TO RULE 9019
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
TO APPROVE STIPULATION AND SETTLEMENT AGREEMENT**

Upon the motion (the “Motion”) of (i) Health Care REIT, Inc. (“HCN”); (ii) LandAmerica 1031 Exchange Services, Inc. (“LES”); (iii) the Official Committee of Unsecured Creditors of LandAmerica Financial Group, Inc. (the “LFG Committee”); and (iv) the Official Committee of Unsecured Creditors of LandAmerica 1031 Exchange Services, Inc. (the “LES Committee,” and collectively with HCN, LES, and the LFG Committee, the “Parties”) for entry of an order, pursuant to rule 9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) approving a stipulation and settlement agreement; and upon the record of the hearing held before this Court on the Motion, after due deliberation and sufficient cause appearing, it is hereby

ORDERED, ADJUDGED AND DECREED, that:

1. The Motion is GRANTED.
2. Adequate notice has been given, and to the extent required, the Court hereby reduces the notice period required by Federal Rule of Bankruptcy Procedure 9019.
3. Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.
4. That certain Stipulation and Settlement Agreement (the “Settlement Agreement”) entered into among the Parties and annexed to the Motion as Exhibit A is hereby approved.
5. LES (through its authorized agent Ronald Ramos) is authorized to and shall countersign HCN’s Disbursement Requests for the two bank accounts at issue in this proceeding and transmit the same via email to Escrow Holder Centennial Bank (to its authorized agent James Lasher), which email transmission shall be sufficient under this Order.

6. Upon receipt of such Disbursement Requests, Escrow Holder Centennial Bank is authorized to and shall disburse to HCN the Exchange Funds that are the subject of the June 24, 2008 and October 16, 2008 Qualified Escrow Agreements.

7. The Exchange Funds are no longer subject to LES Committee's Motion for Order Modifying Order Authorizing: (A) Maintenance and Continued Use of the Debtor's Existing Bank Account and Continued Business Forms; (B) a Waiver of Certain Operating Guidelines Relating to Bank Accounts; and (C) a Limited Waiver of and an Extension of Time for the Debtor to Comply with Section 345 of the Bankruptcy Code or any other pending motion or order.

8. The Exchange Funds received by HCN shall be the property of HCN and shall not be subject to any rights or claims of any sort whatsoever by the Debtors, the estates, their creditors, or the Creditors' Committees, or anyone claiming by, through, or on behalf of any of them.

9. Within 24 hours of its receipt of the Exchange Funds, HCN shall wire \$2,000,000 to an account designated by LES, which \$2,000,000 as and when received by LES shall be the property of LES's bankruptcy estate free and clear of any liens, claims, interests, or encumbrances of any kind, available for payment of LES administrative expenses.

10. The ten day stay of an order authorizing the use, sale, or lease of property other than cash collateral pursuant to Bankruptcy Rule 6004(h) is hereby waived.

11. Notwithstanding any pending motion, provision of the Bankruptcy Code or the Bankruptcy Rules to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order and the Settlement Agreement.

Dated: Richmond, Virginia
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

Entered:

WE ASK FOR THIS:

/s/ Mary A. House

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SEEN AND NO OBJECTION TO FORM:

/s/ Robert B. VanArsdale

Robert B. VanArsdale

Assistant United States Trustee

Office of the United States Trustee

600 East Main Street, Suite 301

Richmond, Virginia 23219

LOCAL BANKRUPTCY RULE 9022-1(C) CERTIFICATION

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

/s/ Lawrence O. Kamin

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