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*Attorneys for The Official Committee of Unsecured
Creditors of LandAmerica 1031 Exchange Services, Inc.*

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
LANDAMERICA FINANCIAL GROUP, INC., <u>et</u>	:	Case No. 08-35994-KRH
<u>al.</u> ,	:	(Jointly Administered)
	:	
Debtors.	:	
	:	

**SECOND INTERIM APPLICATION OF TAVENNER & BERAN, PLC
FOR ALLOWANCE OF COMPENSATION AND EXPENSE
REIMBURSEMENT AS LOCAL COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Tavenner & Beran, PLC (“Tavenner & Beran”), local counsel for The Official Committee of Unsecured Creditors (the “Committee”) of LandAmerica 1031 Exchange Services, Inc. (“LES”), submits the following as its First Interim Application For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) pursuant to 11 U.S.C. §§ 330, 331 and 503(b) and Rule 2016 of the Federal Rules of Bankruptcy Procedure. In this Application, Tavenner & Beran seeks approval of compensation in the amount of \$76,594.50 and reimbursement of expenses in the amount of \$2,557.50 for the period of March 1, 2009 through May 31, 2009, and in support thereof states as follows:

Background

1. On November 26, 2008 (the “Petition Date”), LES filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. LES continues to operate its business and manage its properties as debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. On November 28, 2008, the Court entered an order jointly administering the chapter 11 case of LES with the chapter 11 case of LandAmerica Financial Group, Inc. (“LFG,” and together with LES, the “Debtors”) for procedural purposes only.

2. On December 3, 2008, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors for LandAmerica 1031 Exchange Services, Inc. (the “LES Committee”). On June 4, 2009, the U.S. Trustee added two members to the LES Committee.

3. LES Committee is presently composed of the following seven creditors: (i) Millmar Holdings, LLC (ii) Endless Ocean, LLC (iii) MB Venture, Ltd. (iv) Amarillo Tower

Limited, (v) Petaluma Southpoint, LLC, (vi) The Mary and Fred Piro 1987 Trust, and (vii) Gregory D. Schultz.

4. The Committee held its organizational meeting, and decided to retain Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as its lead counsel, Tavenner & Beran as its local counsel, and Protiviti, Inc. as financial advisors.

5. On or about December 31, 2008, the LES Committee filed an application to employ Tavenner & Beran as its local counsel. On or about January 16, 2009, this Court entered its Order Authorizing Retention And Employment Of Tavenner & Beran, PLC As Local Counsel To The Official Committee of Unsecured Creditors (the “Employment Order”).

6. On or about April 14, 2009, Tavenner & Beran filed a First Interim Application of Tavenner & Beran, PLC For Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors seeking compensation in the amount of \$94,128.00 and expense reimbursement of \$3,576.84 for the period of December 8, 2008 through and including February 28, 2009 (the “First Interim Application”). On or about June 5, 2009, the Court entered an order approving the First Interim Application (the “First Interim Application Order”).

7. Since the filing of the First Interim Application, Tavenner & Beran has rendered additional professional services to the Committee from and including March 1, 2009 through and including May 31, 2009 for which it seeks compensation in the amount of \$76,594.50. Attached hereto as Exhibit A is a statement of the fees incurred.

8. During this time, Tavenner & Beran incurred \$2,557.50 in out-of-pocket expenses for which it seeks reimbursement. Attached hereto as Exhibit A is a statement of the expenses incurred.

9. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Employment and Case Status

10. As authorized in the Employment Order, the terms of Tavenner & Beran's employment are as follows: Tavenner & Beran charges legal fees on an hourly basis at its attorneys' hourly rates, which are set in accordance with the attorneys' seniority and experience. Tavenner & Beran also charges the Committee for its actual out-of-pocket expenses incurred such as copying, long distance telephone, travel, overnight mail, telecopies, computer research and other disbursements.

11. The names of all Tavenner & Beran attorneys and paralegals requesting compensation and their respective hourly rates are set forth on Exhibit A attached hereto.

12. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors are paying post-petition expenses in the ordinary course and/or as required by this Court. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors have sufficient funds on hand to pay the compensation and reimbursement of expenses requested herein.

13. Tavenner & Beran filed its First Interim Application, but Tavenner & Beran has not previously filed an application for the allowance of compensation and expense reimbursement as sought in this Application.

Summary of Services Rendered

14. Tavenner & Beran provided various services to the Committee, which may be summarized as follows:

A. Asset Analysis and Recovery: - Total Hours 11.90 Total \$3,332.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS¹</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	9.80	\$3,332.00
Paula S. Beran	1992	\$0.00	2.10	\$0.00

Description

Analysis of estate assets.

Attached hereto as Exhibit A – Asset Analysis and Recovery Section is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

Tavenner & Beran assisted the Committee with its review and oversight of the estates' assets.

B. Asset Disposition: - Total Hours 11.90 Total \$4,019.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	9.20	\$3,128.00
Paula S. Beran	1992	\$330.00	2.70	\$891.00

Description

Conferences, correspondence, document review, and Court appearances related to the Committee's review of asset disposition.

Attached hereto as Exhibit A – Asset Disposition Section is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

Tavenner & Beran assisted the Committee with its review and oversight of the disposition of estates' assets.

C. Business Operations: - Total Hours 7.40 Total \$2,176.00

¹ Certain hours were recorded but not billed to the estate.

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS²</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	6.40	\$2,176.00
Paula S. Beran	1992	\$0.00	1.00	\$0.00

Description

Conferences, correspondence and document review related to the Committee’s review of the Debtors’ operations.

Attached hereto as Exhibit A – Business Operations Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

Tavenner & Beran assisted the Committee in its review and oversight of the Debtors’ operations.

D. Case Administration: - Total Hours 52.00 Total \$12,340.50

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	23.30	\$7,922.00
Paula S. Beran	1992	\$330.00	7.20	\$2,376.00
David L. Leadbeater	N/A	\$95.00	9.30	\$883.50
Sarah L. Tavenner	N/A	\$95.00	12.20	\$1,159.00

Description

Conferences, correspondence, document preparation and review and Court appearances on case administrative matters.

Attached hereto as Exhibit A – Case Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in the administration of these cases.

² Certain hours were recorded but not billed to the estate.

E. Claims Administration: - Total Hours 7.20 Total \$2,108.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS³</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	6.2	\$2,108.00
Paula S. Beran	1992	\$0.00	1.00	\$0.00

Description

Correspondence, conferences, document review and research regarding pre and post-petition creditor claims.

Attached hereto as Exhibit A – Claims Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in its analysis of creditor claims.

F. Creditors Meeting: - Total Hours 14.90 Total \$5,055.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	13.80	\$4,692.00
Paula S. Beran	1992	\$330.00	1.10	\$363.00

Description

Prepare for and attend § 341 meeting.

Attached hereto as Exhibit A – Creditors Meeting Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee with its review of case matters.

G. Fee/Employment Applications: - Total Hours 25.40 Total \$8,548.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	16.60	\$5,644.00
Paula S. Beran	1992	\$330.00	8.80	\$2,904.00

Description

³ Certain hours were recorded but not billed to the estate.

Correspondence, conferences, document preparation, document review and Court appearances relating to the employment and/or compensation of bankruptcy professionals.

Attached hereto as Exhibit A – Fee/Employment Applications Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary for the Committee to be properly represented and advised by its professionals.

H. Litigation: - Total Hours 106.90 Total \$35,956.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS⁴</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	100.90	\$34,306.00
Paula S. Beran	1992	\$330.00	5.00	\$1,650.00
Paula S. Beran	1992	\$0.00	1.00	\$0.00

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to litigation matters for the estate.

Attached hereto as Exhibit A – Litigation Section is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

Engaging in litigation to retain exchange funds deemed property of the estate is necessary to maximize the assets available for distribution to creditors. Treating similarly situated creditors the same ensures compliance with the bankruptcy code’s underlying mandate of equitable distribution.

I. Plan and Disclosure Statement: - Total Hours 5.00 Total \$1,530.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS⁵</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	4.50	\$1,530.00
Paula S. Beran	1992	\$0.00	0.50	\$0.00

Description

Correspondence, conferences, document preparation, document review and Court

⁴ Certain hours were recorded but not billed to the estate.

⁵ Certain hours were recorded but not billed to the estate.

appearances relating to plan issues.

Attached hereto as Exhibit A – Plan and Disclosure Statement Section is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

These services were necessary to assist the Committee in its review of issues related to a plan.

J. Relief from Stay: - Total Hours 4.50 Total \$1,530.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	4.50	\$1,530.00

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the application of the automatic stay.

Attached hereto as Exhibit A – Relief from Stay Section is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

These services were necessary to assist the Committee’s review of parties seeking relief from the automatic stay.

15. The total amount of interim compensation requested by Tavenner & Beran is based on the hourly rates normally charged by the attorneys and the paralegals who performed legal services for the Committee in this matter are further summarized on Exhibit A.

16. Pursuant to the Order Establishing Procedures For Interim Compensation entered on December 22, 2008 (the “Interim Compensation Order”), Tavenner & Beran was to have received eighty-five percent (85%) of its monthly fees and one hundred percent (100%) of its monthly expenses. In regard to this Application, in total, Tavenner & Beran has received \$51,816.28 in fees and \$0.00 in expenses. See Exhibit B attached hereto for a statement of those payments. Therefore, fees and expenses in the amount of \$24,778.22 remain outstanding.

17. Attached hereto as Exhibit B is a summary sheet concerning this Application.

The fees sought by Tavenner & Beran are reasonable for the work it performed in the specialized area of bankruptcy and in practice before the United States Bankruptcy Court. Such fees are customary for specialized bankruptcy practice and are comparable in amount to services rendered by other attorneys in the area. The fees sought herein are reasonable considering the nature and extent of the work, the time spent, and the value of the services.

18. Tavenner & Beran hereby certifies that it has submitted and served monthly statements as required under the Interim Compensation Order. In addition, it will file and serve this Application as required under the Interim Compensation Order.

Applicable Legal Standard

19. The Bankruptcy Code sets forth the legal standards for awarding compensation to professionals. The format for fee applications is set forth in the Compensation Guidelines for Professionals in the United States Bankruptcy Court for the Eastern District of Virginia (the "Guidelines").

20. Under § 330 and of the Bankruptcy Code, the Court may award counsel to the Committee reasonable compensation for actual, necessary services rendered by such attorneys and paraprofessionals employed by such attorneys based on the nature, extent and value of the services rendered, time spent on such services and the cost of comparable services other than in a bankruptcy case. Furthermore, the Court may award reimbursement for actual, necessary expenses.

21. The expenses incurred by Tavenner & Beran, as set forth herein, are reasonable and necessary charges for items such as photocopying, long distances telephone calls, facsimiles,

delivery services and messenger services, transcript preparation and filing fees. Photocopy charges are assessed at fifteen cents (\$.20) per page which Tavenner & Beran believes to be at least comparable with the average charge in this area. Facsimiles were charged at the rate of one dollar (\$1.00) per page, which Tavenner & Beran believes to be a reasonable charge for such an expense.

22. Under the “lodestar” approach, the Court should consider the number of hours of service reasonably devoted to the case multiplied by the attorney’s reasonable rates. Courts frequently consider the specific “lodestar” factors enumerated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). These lodestar tests were adopted by the Fourth Circuit in *Barber v. Kimbrells, Inc.*, 577 F.2d 216, 226 (4th Cir.), cert. denied, 439 U.S. 934 (1978), and in *Anderson v. Morris*, 658 F.2d 246, 249 (4th Cir. 1981), where the Fourth Circuit held that the District Court should employ the lodestar approach, and then adjust the fee on the basis of the remaining Johnson factors in the case. The following are the Johnson factors:

- (a) the time and labor required;
- (b) the novelty and difficulty of the questions;
- (c) the skill requisite to perform the legal service properly;
- (d) the preclusion of other employment by the attorney due to acceptance of the case;
- (e) the customary fee;
- (f) whether the fee is fixed or contingent;
- (g) time limitations imposed by the client or the circumstances;
- (h) the amount involved and the results obtained;
- (i) the experience, reputation and ability of the attorneys;
- (j) the “undesirability” of the case;
- (k) the nature and length of the professional relationship with the client; and
- (l) awards in similar cases.

Johnson, 488 F.2d at 717-719; Barber, 577 F.2d at 226, n.28; Anderson, 658 F.2d at 248, n.2.

23. Tavenner & Beran believes that the services rendered to the Committee and the out-of-pocket expenses incurred therewith were necessary and reasonable in view of the

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Local Co-Counsel for the Official Committee of Unsecured
Creditors

-and-

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AKIN GUMP STRAUSS HAUER & FELD LLP
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Washington, D.C. 20036

Lead Counsel for the Official Committee of Unsecured
Creditors

CERTIFICATE OF SERVICE

I hereby certify that on or before the 15th day of July, 2009 a true copy of the foregoing Second Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors was served via first-class mail, postage-prepaid and/or electronic delivery to:

Robert B. Van Arsdale – Via email:

robert.b.van.arsdale@usdoj.gov

June E. Turner – Via email:

june.e.turner@usdoj.gov

Office of the United States Trustee

701 East Broad Street, Suite 4304

Richmond, VA 23219

Michelle H. Gluck – Via Standard Mail

Michael D. Beverly – Via Standard Mail

LandAmerica Financial Group, Inc.

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/s/ Lynn L. Tavenner

Co-Counsel

Invoice submitted to:
 LandAmerica 1031 Exchange Services, Inc. Committee

Invoice Date
 April 22, 2009

Invoice Number
 10816

Last Bill Date
 3/20/2009

Professional Services

Asset Analysis and Recovery

	<u>Hrs/Rate</u>	<u>Amount</u>
3/4/2009 - LLT Analysis of d & o claims (.40); Conference with co-counsel re: same (.30)	0.70 340.00/hr	238.00
3/6/2009 - PSB Review of classes of action and related items	1.10 330.00/hr	NO CHARGE
- LLT Review potential claims against banks	1.00 340.00/hr	340.00
3/10/2009 - LLT Further analysis of potential D & O claims and avoidance actions	1.10 340.00/hr	374.00
3/16/2009 - PSB Review of 4th Circuit law on standing	1.00 330.00/hr	NO CHARGE
- LLT Review fraudulent transfer analysis (.60); Telephone call with S. Schultz re: same (.20); Correspondence with co-counsel re: standing issues (.20); Review related law (2.0)	3.00 340.00/hr	1,020.00
SUBTOTAL:	<u>7.90</u>	<u>1,972.00</u>

Asset Disposition

3/16/2009 - LLT Review correspondence including stock purchase agreement for sale of LandAmerica valuation corporation stock	0.80 340.00/hr	272.00
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	<u>Hrs/Rate</u>	<u>Amount</u>
3/19/2009 - LLT Attend hearing on sale of stock in LandAmerica valuation corporation	0.30 340.00/hr	102.00
- LLT Review stock purchase agreement with BB Valuation Inc.	0.20 340.00/hr	68.00
3/21/2009 - LLT Review debtors motion for order approving sale of debtors stock and loan care servicing center inc. and related documents	1.80 340.00/hr	612.00
3/24/2009 - PSB Prepare for and attend LAC sale hearing (1.0); Correspondence re: same (.20)	1.20 330.00/hr	396.00
 SUBTOTAL:	 [4.30	 1,450.00]
<u>Business Operations</u>		
3/2/2009 - LLT Address issues re: revised cash management order with co-counsel (.20); Review Motion to assume PWC contract (.20); Review motion to reject equipment lease (.20)	0.60 340.00/hr	204.00
- PSB Review Cash management issues in light of first day hearings	1.00 330.00/hr	NO CHARGE
3/12/2009 - LLT Review summary of recent pleadings regarding sale of subsidiary assets	0.80 340.00/hr	272.00
3/15/2009 - LLT Review motion to extend deadline to assume or reject unexpired personal property leases	0.30 340.00/hr	102.00
3/19/2009 - LLT Attend hearing on motion to assume contract with Price Waterhouse Coopers (.20); Attend hearing on motion of debtors to extend time to assume or reject unexpired leases (.20)	0.40 340.00/hr	136.00
 SUBTOTAL:	 [3.10	 714.00]
<u>Case Administration</u>		
2/6/2009 - LLT Correspondence from C. Perkins re: consideration of appeal of 503B ruling	0.10 340.00/hr	34.00

		<u>Hrs/Rate</u>	<u>Amount</u>
3/4/2009	- LLT Review committee requests to debtor for more information	0.20 340.00/hr	68.00
3/6/2009	- PSB Correspondence with R. Van Arsdale re: status call and related items	0.80 330.00/hr	264.00
	- LLT Prepare for and attend status call with R. Van Arsdale	0.50 340.00/hr	170.00
	- SLT Update docket and index	1.00 95.00/hr	95.00
3/7/2009	- LLT Correspondence from creditor F. Piero	0.10 340.00/hr	34.00
3/9/2009	- LLT Correspondence from A. Beane re: LAC petition (.10); Review same and related pleadings (.90)	1.00 340.00/hr	340.00
3/10/2009	- PSB Correspondence from creditor	0.40 330.00/hr	132.00
	- LLT Prepare for and attend hearing on LAC first day pleadings (1.60); Telephone call with exchanger re: claim form (.20)	1.80 340.00/hr	612.00
3/11/2009	- SLT Update Docket and Index	1.00 95.00/hr	95.00
3/13/2009	- LLT Brief meeting with R. Van Arsdale re: status and need for meeting with Professionals (.10); Follow-up with S. Schultz re: same (.10); Telephone call with LES Creditor (Donnelly) (.20)	0.40 340.00/hr	136.00
3/17/2009	- LLT Receipt and review of notice of hearing on request for expedited hearing filed by N. McCullagh	0.10 340.00/hr	34.00
	- LLT Correspondence from J. Maddox re: request for information	0.10 340.00/hr	34.00
	- LLT Review proposed agenda for omnibus hearing on March 19	0.20 340.00/hr	68.00
	- PSB Correspondence with exchanger	0.50 330.00/hr	165.00

	<u>Hrs/Rate</u>	<u>Amount</u>
3/17/2009 - PSB Correspondence with R. Van Arsdale re: status	0.40 330.00/hr	132.00
3/19/2009 - SLT Prepare Pleadings Binder for Court hearing and other Court preparation	1.50 95.00/hr	142.50
3/24/2009 - PSB Correspondence with S. Schultz re: hearing coverage	0.50 330.00/hr	165.00
3/25/2009 - LLT LAC Notice of commencement (.10); Committee Response (.80)	0.90 340.00/hr	306.00
3/27/2009 - LLT Prepare for and attend call with R. Van Arsdale and committee professionals re: status (.50); Review petition and first day pleadings in LA Title (.70)	1.20 340.00/hr	408.00
3/30/2009 - LLT Correspondence with co-counsel re: upcoming first day hearings	0.20 340.00/hr	68.00
3/31/2009 - SLT Update pleadings, calendar entries and file maintenance	1.50 95.00/hr	142.50
- PSB Prepare for and attend LA Title Co. first day hearing (2.50); Correspondence re: same (.30)	2.80 330.00/hr	924.00
 SUBTOTAL:	 <u>17.20</u>	 <u>4,569.00</u>
 <u>Claims Administration</u>		
3/24/2009 - LLT Address issues re: equitable subordination	1.30 340.00/hr	442.00
3/25/2009 - LLT Correspondence from R. Strickland re: subordination	0.20 340.00/hr	68.00
- PSB Review of subordination issues	1.00 330.00/hr	NO CHARGE
3/30/2009 - LLT Analysis of subordination issues (.90); Correspondence with A. Beane re: same (.10)	1.00 340.00/hr	340.00
 SUBTOTAL:	 <u>3.50</u>	 <u>850.00</u>

	<u>Hrs/Rate</u>	<u>Amount</u>
<u>Creditors Meeting</u>		
3/4/2009 - LLT Prepare for and attend call with chairman and professionals (.50); Prepare for and attend committee meeting (1.0)	1.50 340.00/hr	510.00
3/10/2009 - LLT Review agenda for upcoming committee meeting	0.10 340.00/hr	34.00
3/11/2009 - LLT Prepare for and attend telephonic committee meeting	1.00 340.00/hr	340.00
3/18/2009 - LLT Prepare for upcoming committee call and review of circulated information re: same	0.60 340.00/hr	204.00
- LLT Prepare for and attend professionals status call with R. Van Arsdale (.50); Attend telephonic LES committee meeting (1.0)	1.50 340.00/hr	510.00
3/24/2009 - LLT Review agenda for next meeting	0.20 340.00/hr	68.00
SUBTOTAL:	[4.90	1,666.00]
<u>Fee/Employment Applications</u>		
3/3/2009 - LLT Correspondence with co-counsel re: January fee payments (.10); Follow-up with Debtor counsel re: same (.10)	0.20 340.00/hr	68.00
3/10/2009 - LLT Correspondence from M. Smith re: monthly invoice	0.10 340.00/hr	34.00
3/11/2009 - LLT Follow-up with J. Ketten and S. Schultz re: December payments	0.20 340.00/hr	68.00
3/16/2009 - LLT Correspondence from J. Barry re: Akin monthly fee statement (.10); Follow-up with J. Barry re: same (.10); Correspondence from S. Schultz re: monthly fee statement procedure (.10)	0.30 340.00/hr	102.00
3/17/2009 - LLT Correspondence from J. Barry re: excel documentation (.10); Coordinate with S. Wahl re: Garden City invoice (.20)	0.30 340.00/hr	102.00
- LLT Review Garden City monthly fee request	0.10 340.00/hr	34.00
- LLT Correspondence from S. Wahl re: monthly fee request for committee	0.10 340.00/hr	34.00

		<u>Hrs/Rate</u>	<u>Amount</u>
3/19/2009 - LLT	Review and revise February invoice	1.80 340.00/hr	612.00
3/20/2009 - LLT	Draft Tavenner & Beran February invoice letter (.50); Circulate professional invoices in accordance with protocol (.50)	1.00 340.00/hr	340.00
3/24/2009 - LLT	Correspondence with A. Beane re: payment issues (.20); Correspondence with J. Keaton re: same (.10)	0.30 340.00/hr	102.00
3/26/2009 - LLT	Review Bingham monthly invoice (.30); Review Zolfo statement (.40)	0.70 340.00/hr	238.00
3/28/2009 - PSB	Correspondence with J. Turner re: excel and related items (.20); Review of same (.30)	0.50 330.00/hr	165.00
SUBTOTAL:		[5.60	1,899.00]
<u>Litigation</u>			
3/2/2009 - LLT	Review and revise Millard S.J. memorandum (3.10); Research re: Virginia trust law (2.90); Address 4th Circuit law on re-characterization (.90)	6.90 340.00/hr	2,346.00
3/3/2009 - LLT	Receipt and review of Millard S.J. Motion (2.10); Review and revise final draft of Committee S. J. Motion and Memo (1.90); Correspondence with co-counsel re: same (.20); Review local rules re: appendix (.20); Address issues re: sealed record (.50); Review Frontier expert report (.90); Correspondence with A. Beane re: motion to seal (.20)	6.00 340.00/hr	2,040.00
3/4/2009 - LLT	Receipt and review of documents from Luxenberg (.20); Correspondence with R. Cosgrove re: same (.10); Continued review and analysis of Millard Summary Judgment Motion and numerous exhibits (2.20)	2.50 340.00/hr	850.00
3/5/2009 - LLT	Review Cherpock depo notice (.10); Address issues raised by sealed motion (.50); Telephone call with K. Bernstein re: same (.30)	0.90 340.00/hr	306.00
3/6/2009 - LLT	Conferences with co-counsel re: Millard settlement and discovery (.80); Research 4th Circuit law on committee standing issues (1.60)	2.40 340.00/hr	816.00

		<u>Hrs/Rate</u>	<u>Amount</u>
3/8/2009 - LLT	Review pleadings in Test cases (.40); Conferences with co-counsel re: status and settlement issues (.30)	0.70 340.00/hr	238.00
3/11/2009 - LLT	Review memo from co-counsel on re-characterization	0.80 340.00/hr	272.00
3/12/2009 - LLT	Review HCN proposed notice of dismissal (.10); Correspondence re: depositions in Millard and document production (.10); Correspondence with R. Page re: extension/deadlines (.10); Review and revise draft motion on same (.30)	0.60 340.00/hr	204.00
3/13/2009 - LLT	Review documents produced by Millard (.30); Address Millard Constructive Trust issues and follow-up on Virginia Authority re: same (1.6)	1.90 340.00/hr	646.00
3/16/2009 - PSB	Review of discovery issues	1.00 330.00/hr	NO CHARGE
- LLT	Review additional documents produced by Millard	0.90 340.00/hr	306.00
- LLT	Review Luxenberg document subpoena	0.20 340.00/hr	68.00
- LLT	Correspondence from K. Bernstein re: committee request for information to the debtor	0.20 340.00/hr	68.00
- LLT	Review omnibus motion for partial summary judgment and memorandum in support in various test cases	2.60 340.00/hr	884.00
3/18/2009 - LLT	Review correspondence between committees with respect to protocol	0.20 340.00/hr	68.00
- LLT	Coordinate with litigation counsel re: motion for summary judgment	0.20 340.00/hr	68.00
3/19/2009 - LLT	Coordinate with co-counsel re: response to motion for summary judgment and review of local rules re: questions	0.30 340.00/hr	102.00
- LLT	Conference after omnibus hearings with counsel for LFG committee and David Ash re: status of litigation and potential resolution of same	0.20 340.00/hr	68.00

	<u>Hrs/Rate</u>	<u>Amount</u>
3/24/2009 - LLT Review and revise Millard SJ pleadings (2.90); Review Global settlement proposal (.60); Attend LAC first day (1.0)	4.50 340.00/hr	1,530.00
3/25/2009 - LLT Address scheduling issues on S.J. (.20); Review Millard opposition (2.30)	2.50 340.00/hr	850.00
- PSB Correspondence with Court re: scheduling	0.50 330.00/hr	165.00
3/26/2009 - LLT Address proposed segregated settlement offer	0.20 340.00/hr	68.00
3/27/2009 - LLT Address proposed segregated offers and committee response	0.40 340.00/hr	136.00
3/30/2009 - PSB Review Millard pleadings and Va. Trust law	2.20 330.00/hr	726.00
- LLT Review and revise draft reply of response to Millard S.J.	1.90 340.00/hr	646.00
 SUBTOTAL:	 [40.70	 13,471.00]
 <u>Plan and Disclosure Statement</u>		
3/15/2009 - LLT Review motion for extension of exclusive periods (.60); Research case authority cited therein (.80)	1.40 340.00/hr	476.00
- PSB Review of exclusivity issues	0.50 330.00/hr	NO CHARGE
3/16/2009 - LLT Coordinate with S. Schultz re: objection to exclusivity (.10); Review and revise objection re: same (.90)	1.00 340.00/hr	340.00
3/19/2009 - LLT Prepare for hearing on objection to exclusivity (.60); Attend hearing on same (1.50)	2.10 340.00/hr	714.00
 SUBTOTAL:	 [5.00	 1,530.00]
 <u>Relief from Stay</u>		
3/16/2009 - LLT Review request for expedited hearing and underlining motion filed by BB&T Institutional Investments et al in RAC case	0.70 340.00/hr	238.00

	<u>Hrs/Rate</u>	<u>Amount</u>
3/18/2009 - LLT Review debtor's objection to BBT motion (.20); Review amended proposed agenda for upcoming hearing (.20)	0.40 340.00/hr	136.00
3/19/2009 - LLT Attend hearing on motion for relief from stay filed by N. McCullagh	0.80 340.00/hr	272.00
 SUBTOTAL:	 [1.90	 646.00]
For professional services rendered	<u>94.10</u>	<u>\$28,767.00</u>

Additional Charges :

	<u>Qty/Price</u>	<u>Tax#</u>
<u>Case Administration</u>		
12/17/2008 - PSB FedEx Charges	1 525.10	525.10
12/31/2008 - PSB LexisNexis Charges	1 489.39	489.39
1/30/2009 - PSB Postage - Packet to Gluck/Beverly	1 2.19	2.19
- PSB Cavalier Costs	1 3.81	3.81
1/31/2009 - PSB LexisNexis Charges	1 765.91	765.91
3/16/2009 - LLT Cavalier Charges	1 2.59	2.59
4/14/2009 - PSB Fax - Loanna Checo (201) 796-9408	3 1.00	3.00
 SUBTOTAL:		 [1,791.99]

Total costs \$1,791.99

Total amount of this bill \$30,558.99

Previous balance \$66,459.61

3/29/2009 Payment - thank you (\$31,549.66)

	<u>Amount</u>
Total payments and adjustments	(\$31,549.66)
Balance due	<u>\$65,468.94</u>

Timekeeper Summary			
<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn L. Tavenner	73.70	340.00	\$25,058.00
Paula S. Beran	9.80	330.00	\$3,234.00
Paula S. Beran	5.60	0.00	\$0.00
Sarah L. Tavenner	5.00	95.00	\$475.00

Invoice submitted to:
 LandAmerica 1031 Exchange Services, Inc. Committee

Invoice Date
 June 05, 2009

Invoice Number
 10822

Last Bill Date
 4/22/2009

Professional Services

	<u>Hrs/Rate</u>	<u>Amount</u>
<u>Asset Analysis and Recovery</u>		
4/1/2009 - LLT Review petitions and first day motions for Southland Title cases	1.50 340.00/hr	510.00
4/3/2009 - LLT Review correspondence to debtor re: document request on re-characterization issues	0.20 340.00/hr	68.00
4/16/2009 - LLT Review statements and schedules for LandAmerica Assessment Corporation	1.40 340.00/hr	476.00
SUBTOTAL:	[3.10	1,054.00]
<u>Asset Disposition</u>		
4/2/2009 - LLT Review summary of LFG motion to sell equity and loan care servicing center (.20); Review of underlying documents re: same (1.20)	1.40 340.00/hr	476.00
4/8/2009 - LLT Review motions re: sale of LandAmerica home warranty company	1.80 340.00/hr	612.00
SUBTOTAL:	[3.20	1,088.00]
<u>Case Administration</u>		
4/1/2009 - PSB Correspondence re: negative notice and Judge's comments and	1.50 330.00/hr	495.00

		<u>Hrs/Rate</u>	<u>Amount</u>
	related items		
4/1/2009 -	LLT Correspondence with co-counsel re: protocol requested by Court with respect to additional debtors (.20); Telephone call with R. Van Arsdale re: negative notice aspect of protocol for ongoing debtor filings (.30); Follow-up with S. Schultz re: same (.20); Review agenda for upcoming call (.10)	0.80 340.00/hr	272.00
4/2/2009 -	LLT Telephone call with R. Van Arsdale re: update on Committee activities (.40); Follow-up with S. Schultz re: same (.30)	0.70 340.00/hr	238.00
4/3/2009 -	LLT Prepare for and attend conference call with committee professionals and R. Van Arsdale re: status	1.00 340.00/hr	340.00
4/6/2009 -	LLT Correspondence re: sealing of record (.20); Review proposed order on same (.30); Telephone call with B. Fathergill re: use of electronic equipment for upcoming oral argument (.20); Review recent pleadings and case filings	1.50 340.00/hr	510.00
-	SLT Prepare hearing binders for Court on 4/7	1.20 95.00/hr	114.00
4/7/2009 -	LLT Review recent pleadings served by Epiq	0.60 340.00/hr	204.00
4/8/2009 -	LLT Forward electronic copy of powerpoint presentation from 4/7 hearing to court (.10); Correspondence with co-counsel re: rescheduled committee call and no need for professional call (.10)	0.20 340.00/hr	68.00
4/10/2009 -	LLT Review recent pleadings summaries (.60); Review notice of commencement of LandAmerica title (.20)	0.80 340.00/hr	272.00
4/15/2009 -	SLT Prepare hearing binders for Court in 4/16 (.90); Prepare exhibits for filing with Court (1.60)	2.50 95.00/hr	237.50
-	LLT Correspondence from P. Baxa re: creditor concerns (.20); Follow-up with C. Gibbs re: same (.20)	0.40 340.00/hr	136.00
4/16/2009 -	SLT Assist with preparation for Court hearings and exhibits for Millard litigation	1.40 95.00/hr	133.00

	<u>Hrs/Rate</u>	<u>Amount</u>
4/24/2009 - LLT Prepare for and attend 341 meetings in LAC case	1.50 340.00/hr	510.00
4/30/2009 - LLT Telephone call with S. Obrion re: Millard opinion (.20); Follow-up correspondence re: same (.10)	0.30 340.00/hr	102.00
 SUBTOTAL:	 [14.40	 3,631.50]

Creditors Meeting

4/1/2009 - LLT Correspondence from S. Schultz re: upcoming meeting	0.20 340.00/hr	68.00
4/2/2009 - PSB Prepare for and participate in committee call	1.10 330.00/hr	363.00
4/7/2009 - LLT Review agenda for upcoming call	0.20 340.00/hr	68.00
4/8/2009 - LLT Prepare for and attend Creditors Meeting	1.20 340.00/hr	408.00
- LLT Correspondence from A. Beane re: rescheduling today's call	0.10 340.00/hr	34.00
4/17/2009 - LLT Prepare for and attend committee meeting	1.30 340.00/hr	442.00
4/24/2009 - LLT Prepare for and attend committee meeting	1.40 340.00/hr	476.00
4/28/2009 - LLT Review proposed agenda for upcoming meeting	0.10 340.00/hr	34.00
 SUBTOTAL:	 [5.60	 1,893.00]

Fee/Employment Applications

4/1/2009 - LLT Review Alvarez February fee request	0.60 340.00/hr	204.00
4/14/2009 - LLT Telephone call with A. Beane re: interim fee application procedures (.30); Correspondence with A. Beane re: same (.20); Draft and revise global notice of committee fee applications (1.20); Draft and revise Tavenner & Beran interim fee application (1.90)	3.60 340.00/hr	1,224.00

	<u>Hrs/Rate</u>	<u>Amount</u>
4/14/2009 - PSB Correspondence with M. Smith re: applications (.50); Review and revise Tavenner & Beran application (4.20); Review of Protiviti application (1.50); Review and revise notice (2.10)	8.30 330.00/hr	2,739.00
4/15/2009 - LLT Review various fee applications of professionals (2.60); Correspondence with J. Turner re: interim fee apps of Committee (.20)	2.80 340.00/hr	952.00
4/21/2009 - LLT Review application to employ forensic accountant for Luxenberg	0.50 340.00/hr	170.00
4/22/2009 - LLT Review and revise McGuire Woods fee statement	0.50 340.00/hr	170.00
4/24/2009 - LLT Review LFG Committee fee statement	0.30 340.00/hr	102.00
SUBTOTAL:	[16.60	5,561.00]
<u>Litigation</u>		
4/2/2009 - LLT Review status of segregated settlements (.60); Review ITC properties settlement agreement (.70); Correspondence with K. Bernstein re: same (.10); Review motion approving same as well as papers (.70)	2.10 340.00/hr	714.00
4/3/2009 - LLT Review and revise draft summary and associated documents with RP1 (.80); Correspondence with K. Bernstein re: preparation for upcoming oral argument (.20)	1.00 340.00/hr	340.00
4/5/2009 - LLT Review draft opposition briefs	2.40 340.00/hr	816.00
4/6/2009 - LLT Correspondence with J. Scott re: supplemental appendix issues (.20); Review re: same (.30); Follow-up discussion with J. Scott re: same (.20); Review Luxenberg omnibus objection to co-mingled summary judgment motion (1.20)	1.90 340.00/hr	646.00
4/7/2009 - LLT Telephone call with R. Cosgrove re: motion for partial summary judgment presentation (.20); Prepare for and attend hearings on Millard summary judgment (5.70)	5.90 340.00/hr	2,006.00
4/8/2009 - LLT Review Frontier and Finklestein's omnibus objections to motions requesting summary judgment (2.20); Additional review of Luxenberg omnibus objection to same (1.80); Review LFG	6.70 340.00/hr	2,278.00

		<u>Hrs/Rate</u>	<u>Amount</u>
	Committee responses to comingled motions for summary judgment (2.70)		
4/9/2009 - LLT	Conference calls with committee professionals re: protocol on inter-company claims and issues related thereto	1.00 340.00/hr	340.00
4/13/2009 - LLT	Review and revise reply brief on co-mingled motion for summary judgment	3.70 340.00/hr	1,258.00
- LLT	Review Frontier and Finkelstein omnibus reply in support of motion for summary judgment (.90); Review omnibus reply of LFG committee to same (2.20)	3.10 340.00/hr	1,054.00
- LLT	Address proposal for omnibus pretrial filings in Millard (.50); Follow-up re: R. Cosgrove inquiry re: local rules with respect to omnibus filings (.50)	1.00 340.00/hr	340.00
4/14/2009 - LLT	Review of Luxenberg reply in support of motion for summary judgment (2.60); Correspondence from K. Bernstein re: endorsement on revised witness and exhibit list (.50)	3.10 340.00/hr	1,054.00
4/15/2009 - LLT	Correspondence with K. Bernstein and follow-up with R. Cosgrove re: filing exhibits with Court (.60); Review Judge Huennekens opinion on Millard (.90); Correspondence to/from Akin Gump team re: preparation for 4/16 hearing (.20)	1.70 340.00/hr	578.00
4/16/2009 - LLT	Correspondence from R. Cosgrove re: submission of redacted transcripts to Court (.20); Draft letter to clerk re: same (.20)	0.40 340.00/hr	136.00
- LLT	Prepare for and attend hearing on comingled summary judgment motions	5.40 340.00/hr	1,836.00
- PSB	Review of issues related to submission of transcript copies and coordination of same	1.80 330.00/hr	594.00
4/21/2009 - LLT	Review Millard appellate issues and analysis of appeal rights	0.80 340.00/hr	272.00
4/24/2009 - LLT	Address local bankruptcy and district court rules re: specific appeal issues on Millard matter	1.10 340.00/hr	374.00

	<u>Hrs/Rate</u>	<u>Amount</u>
4/24/2009 - PSB Review recent 4th Circuit rulings on direct certification	0.50 330.00/hr	165.00
4/28/2009 - LLT Correspondence to/from S. Schultz re: Millard motion for expedited hearing on motion for direct certification (.20); Review underlying motions (.90); Telephone call with G. Fathergill re: expedited request (.20); Follow-up with L. Ross re: same (.20)	1.50 340.00/hr	510.00
4/30/2009 - LLT Review and revise draft settlement pleadings of pending segregated proceeding	0.80 340.00/hr	272.00

SUBTOTAL: [45.90 15,583.00]

Relief from Stay

4/9/2009 - LLT Review summary on Wild Cat Synergy motion for relief	0.20 340.00/hr	68.00
4/20/2009 - LLT Review summary of SunTrust motion for relief	0.50 340.00/hr	170.00
4/21/2009 - LLT Review debtor's response and objection to Grand View motion for relief	0.40 340.00/hr	136.00

SUBTOTAL: [1.10 374.00]

For professional services rendered 89.90 \$29,184.50

Additional Charges :

	<u>Qty/Price</u>	<u>Tax#</u>
<u>Case Administration</u>		
3/30/2009 - PSB Cavalier Charges	1 0.27	0.27
3/31/2009 - LLT LexisNexis Charges	1 226.84	226.84
- LLT Pacer Charges	1 96.40	96.40

	<u>Qty/Price</u>	<u>Tax#</u>	<u>Amount</u>
4/27/2009 - PSB	606		121.20
Photocopies - Hearing Binder Copies	0.20		
- PSB	503		100.60
Photocopies - Hearing Binder Copies	0.20		
- PSB	175		35.00
Photocopies - Print Doc. #1221 for Binder	0.20		
- PSB	99		19.80
Photocopies - Print Doc. #1372 and 1375 for Binder	0.20		
- PSB	48		9.60
Photocopies - Print Doc. #1374 and 1377 for Binder	0.20		
- PSB	45		9.00
Photocopies - Print Doc. # 1373 for Binder	0.20		
- PSB	734		146.80
Photocopies - Hearing Binder Copies	0.20		
SUBTOTAL:			[765.51]
Total costs			\$765.51
Total amount of this bill			\$29,950.01
Previous balance			\$65,468.94
Balance due			\$95,418.95

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn L. Tavenner	71.60	340.00	\$24,344.00
Paula S. Beran	13.20	330.00	\$4,356.00
Sarah L. Tavenner	5.10	95.00	\$484.50

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Tavener & Beran, PLC
Pre-bill Worksheet

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Selection Criteria

Clie.Selection Include: 02172.001

Nickname 02172.001 | LandAmerica
 Full Name LandAmerica 1031 Exchange Services, Inc. Committee
 Address
 Phone Fax
 Home E-Mail
 In Ref To
 Fees Arg. By billing value on each slip
 Expense Arg. By billing value on each slip
 Tax Profile Exempt
 Last bill 6/5/2009
 Last charge 5/29/2009
 Last payment 5/21/2009 Amount \$26,243.94

Date ID	Timekeeper Task	Rate Markup %	Hours DNB Time	Amount DNB Amt	Total
<u>Nickname 1: Asset Analysis and Recovery</u>					
5/12/2009	LLT 34915 19	340.00	0.90	306.00	Billable
Review schedules of assets and liabilities and statements of financial affairs for LandAmerica Title and Southern Title entities Reference: Asset Analysis and Recovery					
Total: Asset Analysis and Recovery			0.90	\$306.00	

<u>Nickname 1: Asset Disposition</u>					
5/13/2009	LLT 34920 19	340.00	0.30	102.00	Billable
Review notice of filing of successful bids with respect to loan care servicing center and home warranty company Reference: Asset Disposition					
5/14/2009	LLT 34927 16	340.00	1.60	544.00	Billable
Prepare for and attend hearing on motion for sale of stock and Loan Care Servicing Center and Home Warranty Company and PBGC objections thereto Reference: Asset Disposition					
5/20/2009	LLT 34937 19	340.00	1.00	340.00	Billable
Review revisions to orders on upcoming sales of controlled subsidiaries Reference: Asset Disposition					

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Tavener & Beran, PLC
Pre-bill Worksheet

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02172.001:LandAmerica 1031 Exchange Services, Inc. Committee (continued)

Date ID	Timekeeper Task	Rate Markup %	Hours DNB Time	Amount DNB Amt	Total Billable
5/21/2009 34903	PSB 19 Review of sale issues in preparation of sale hearing Reference: Asset Disposition	330.00	1.50	495.00	Billable

Total: Asset Disposition 4.40 \$1,481.00

Nickname 1: Business Operations

5/1/2009 34893	LLT 16 Prepare for and attend hearing on motion to authorize rejection of executory contracts and approve procedures for future rejection Reference: Business Operations	340.00	1.00	340.00	Billable
5/11/2009 34913	LLT 19 Review correspondence to committee re: upcoming hearings Reference: Business Operations	340.00	0.20	68.00	Billable
5/14/2009 34930	LLT 19 Review motion to approve PBGC settlement and expedited hearing request for hearing thereon Reference: Business Operations	340.00	1.80	612.00	Billable
5/26/2009 34943	LLT 19 Review Motion to Incur Debt (.40); Review various contract rejection motions (.90) Reference: Business Operations	340.00	1.30	442.00	Billable

Total: Business Operations 4.30 \$1,462.00

Nickname 1: Case Administration

5/1/2009 34886	LLT 13 Professional call for preparation with meeting with R. Van Arsdale (.10); Prepare for and attend case status meeting with R. Van Arsdale (.60) Reference: Case Administration	340.00	0.70	238.00	Billable
5/1/2009 34889	LLT 13 Correspondence with co-counsel with respect to upcoming hearing dates (.20); Follow-up call to Courtroom deputy for Judge Huennekens re: hearing dates (.10); Follow-up with co-counsel re: U.S. Trustee issues re: need for trustee and review UST position on same (.70) Reference: Case Administration	340.00	1.00	340.00	Billable

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Tavener & Beran, PLC
Pre-bill Worksheet

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02172.001:LandAmerica 1031 Exchange Services, Inc. Committee (continued)

Date ID	Timekeeper Task	Rate Markup %	Hours DNB Time	Amount DNB Amt	Total
5/1/2009 34892	LLT 13 Correspondence with co-counsel re: information needed from debtor (.20); Review objection of ad hoc committee to litigation protocol motion (.60) Reference: Case Administration	340.00	0.80	272.00	Billable
5/1/2009 34896	LLT 19 Review motion to extend removal period (.20); Review notice of omni hearing dates and calendar same (.20) Reference: Case Administration	340.00	0.40	136.00	Billable
5/5/2009 34897	LLT 19 Review amended objection of ad hoc committee to litigation protocol motion Reference: Case Administration	340.00	1.00	340.00	Billable
5/6/2009 34946	SLT 29 Docket maintenance and indexing Reference: Case Administration	95.00	1.50	142.50	Billable
5/7/2009 34945	DLL 16 Prepare hearing binder Reference: Case Administration	95.00	2.10	199.50	Billable
5/8/2009 34908	LLT 16 Prepare for and attend professional call with R. Van Arsdale on case status Reference: Case Administration	340.00	0.70	238.00	Billable
5/8/2009 35026	DLL 16 Prepare hearing binder Reference: Case Administration	95.00	1.50	142.50	Billable
5/11/2009 34910	LLT 19 Review and revise objection to Bubion motion to compel settlement Reference: Case Administration	340.00	0.60	204.00	Billable
5/11/2009 34914	LLT 13 Telephone call with R. Cosgrove re: objection to Bubion Reference: Case Administration	340.00	0.20	68.00	Billable

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Tavener & Beran, PLC
Pre-bill Worksheet

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02172.001:LandAmerica 1031 Exchange Services, Inc. Committee (continued)

Date ID	Timekeeper Task	Rate Markup %	Hours DNB Time	Amount DNB Amt	Total Billable
5/12/2009 34916	LLT 13 Correspondence from C. Perkins re: change in time on omnibus hearing Reference: Case Administration	340.00	0.10	34.00	Billable
5/12/2009 34919	LLT 19 Review agenda for 5/14 omnibus hearing Reference: Case Administration	340.00	0.20	68.00	Billable
5/13/2009 34922	LLT 13 Correspondence from A. Giseman re: claims market (.10); Follow-up with co-counsel re: same (.10) Reference: Case Administration	340.00	0.20	68.00	Billable
5/13/2009 34924	LLT 19 Review amended proposed agenda for 5/14 hearings Reference: Case Administration	340.00	0.10	34.00	Billable
5/13/2009 34947	DLL 16 Prepare hearing binders Reference: Case Administration	95.00	3.60	342.00	Billable
5/13/2009 34948	SLT 29 Docket maintenance and indexing Reference: Case Administration	95.00	0.60	57.00	Billable
5/14/2009 34928	LLT 16 Prepare for various miscellaneous omnibus motions on hearing today and attend Court re: same Reference: Case Administration	340.00	2.40	816.00	Billable
5/18/2009 34949	DLL 25 Retrieve hearing binders from Court Reference: Case Administration	95.00	0.40	38.00	Billable
5/20/2009 34935	LLT 13 Correspondence with co-counsel re: upcoming hearings on Home Warranty sale Reference: Case Administration	340.00	0.30	102.00	Billable

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Tavener & Beran, PLC
Pre-bill Worksheet

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02172.001:LandAmerica 1031 Exchange Services, Inc. Committee (continued)

Date ID	Timekeeper Task	Rate Markup %	Hours DNB Time	Amount DNB Amt	Total Billable
5/21/2009 34950	DLL 16 Preparation for and monitor hearing Reference: Case Administration	95.00	1.70	161.50	Billable
5/26/2009 34902	PSB 19 Correspondence with Judge Santoro's chambers re: protocol and other issues Reference: Case Administration	330.00	0.30	99.00	Billable
Total: Case Administration			20.40		\$4,140.00
<u>Nickname 1: Claims Administration</u>					
5/13/2009 34921	LLT 19 Review objections of Millard claims settlement procedures (.90); And joinders thereto (.30) Reference: Claims Administration	340.00	1.20	408.00	Billable
5/25/2009 34941	LLT 19 Review PBGC claim and proposed settlement Reference: Claims Administration	340.00	2.50	850.00	Billable
Total: Claims Administration			3.70		\$1,258.00
<u>Nickname 1: Creditors Meeting</u>					
5/1/2009 34888	LLT 13 Correspondence with A. Beane re: agenda for upcoming call (.10); Prepare for and attend telephonic committee meeting (1.0) Reference: Creditors Meeting	340.00	1.10	374.00	Billable
5/6/2009 34898	LLT 19 Review agenda for upcoming call Reference: Creditors Meeting	340.00	0.20	68.00	Billable
5/7/2009 34906	LLT 13 Correspondence with committee re: comingled opinion Reference: Creditors Meeting	340.00	0.10	34.00	Billable

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Tavener & Beran, PLC
Pre-bill Worksheet

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02172.001:LandAmerica 1031 Exchange Services, Inc. Committee (continued)

Date ID	Timekeeper Task	Rate Markup %	Hours DNB Time	Amount DNB Amt	Total Billable
5/11/2009 34912	LLT 13 Correspondence from co-counsel re: scheduling committee meeting Reference: Creditors Meeting	340.00	0.10	34.00	Billable
5/12/2009 34917	LLT 13 Correspondence from A. Beane re: scheduling committee meeting (.10); Correspondence from co-counsel re: meeting with creditor constituents (.10) Reference: Creditors Meeting	340.00	0.20	68.00	Billable
5/14/2009 34931	LLT 16 Prepare for and attend telephonic committee meeting Reference: Creditors Meeting	340.00	1.30	442.00	Billable
5/26/2009 34942	LLT 13 Correspondence with co-counsel re: upcoming meeting Reference: Creditors Meeting	340.00	0.10	34.00	Billable
5/29/2009 34944	LLT 16 Prepare for and participate in telephonic committee meeting Reference: Creditors Meeting	340.00	1.30	442.00	Billable
Total: Creditors Meeting			4.40		\$1,496.00
<u>Nickname 1: Fee/Employment Applications</u>					
5/1/2009 34895	LLT 19 Review application to employ Deloitte and tax consultants Reference: Fee/Employment Applications	340.00	0.30	102.00	Billable
5/6/2009 34899	LLT 19 Review Luxenberg application to employ forensic accountant Reference: Fee/Employment Applications	340.00	0.30	102.00	Billable
5/14/2009 34926	LLT 16 Prepare for and attend hearing on professional fee applications Reference: Fee/Employment Applications	340.00	1.20	408.00	Billable
5/20/2009 34934	LLT 13 Correspondence to/from A. Beane re: necessary endorsements on fee	340.00	0.80	272.00	Billable

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Tavener & Beran, PLC
Pre-bill Worksheet

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02172.001:LandAmerica 1031 Exchange Services, Inc. Committee (continued)

Date ID	Timekeeper Task	Rate Markup %	Hours DNB Time	Amount DNB Amt	Total
	orders (.20); Review McGuire Woods fee statement for April (.60) Reference: Fee/Employment Applications				
5/21/2009 34938	LLT 16 Prepare fee orders for approved applications Reference: Fee/Employment Applications	340.00	0.60	204.00	Billable
Total: Fee/Employment Applications			3.20	\$1,088.00	
<u>Nickname 1: Litigation</u>					
5/1/2009 34887	LLT 19 Review and revise RPONE settlement pleadings and correspondence with co-counsel re: same Reference: Litigation	340.00	0.60	204.00	Billable
5/1/2009 34891	LLT 13 Correspondence from K. Bernstein re: proposed mediation protocol (.10); Review and revise draft mediation protocol order on inter-company issues (.80) Reference: Litigation	340.00	0.90	306.00	Billable
5/1/2009 34894	LLT 19 Review affidavit in support of lease procedures motion (.10); Review LAC settlement motion with Hiland Environmental (.50) Reference: Litigation	340.00	0.60	204.00	Billable
5/6/2009 34900	LLT 13 Correspondence re: omnibus objection to Millard appeal pleadings (.20); Follow-up re: rules and local practice on same (1.60) Reference: Litigation	340.00	1.80	612.00	Billable
5/7/2009 34901	LLT 13 Correspondence from co-counsel re: Millard appeal issues (.50); Review and revise joint objection to Millard notice of appeal (1.60); Address proposed compromise with co-counsel (.30) Reference: Litigation	340.00	2.40	816.00	Billable
5/7/2009 34904	LLT 19 Review summary judgment opinion for co-mingled cases Reference: Litigation	340.00	1.40	476.00	Billable

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Tavener & Beran, PLC
Pre-bill Worksheet

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02172.001:LandAmerica 1031 Exchange Services, Inc. Committee (continued)

Date ID	Timekeeper Task	Rate Markup %	Hours DNB Time	Amount DNB Amt	Total Billable
5/8/2009 34909	LLT 19 Review and revise reply to ad hoc committee motion for protocol order (.80); Correspondence to co-counsel re: mediation procedures (.20) Reference: Litigation	340.00	1.00	340.00	Billable
5/11/2009 34911	LLT 19 Review and revise opposition to Millard request for direct appeal Reference: Litigation	340.00	1.20	408.00	Billable
5/12/2009 34918	LLT 19 Review Grenstead objection to protocol motion (.40); Review Millard objection to same (.50) Reference: Litigation	340.00	0.90	306.00	Billable
5/13/2009 34923	LLT 19 Review committee statement of issues per protocol proposed Reference: Litigation	340.00	0.20	68.00	Billable
5/13/2009 34925	LLT 16 Prepare for upcoming hearings on litigation protocol; motion to compel compliance with settlement and Millard appellate issues Reference: Litigation	340.00	3.50	1,190.00	Billable
5/14/2009 34929	LLT 16 Prepare for and attend hearings on motions for litigation protocol; motions to compel settlement; and Millard's appellate issues Reference: Litigation	340.00	3.00	1,020.00	Billable
5/18/2009 34932	LLT 19 Review revised order on settlement procedures per last weeks hearing Reference: Litigation	340.00	0.50	170.00	Billable
5/18/2009 34933	LLT 19 Review notice of appeal on Luxenberg litigation (.20); Review Finkelstein and Frontier's motions related to appeal (.30) Reference: Litigation	340.00	0.50	170.00	Billable
5/20/2009 34936	LLT 13 Correspondence from debtor's counsel re: scheduling issues on mediation protocol and follow-up with co-counsel re: same	340.00	0.50	170.00	Billable

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Tavener & Beran, PLC
Pre-bill Worksheet

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02172.001:LandAmerica 1031 Exchange Services, Inc. Committee (continued)

Date ID	Timekeeper Task	Rate Markup %	Hours DNB Time	Amount DNB Amt	Total
	Reference: Litigation				
5/21/2009 34939	LLT 19 Review co-mingled case appeal issues Reference: Litigation	340.00	0.80	272.00	Billable
5/22/2009 34940	LLT 19 Review Motion to Modify Protocol Reference: Litigation	340.00	0.50	170.00	Billable
Total: Litigation			20.30		\$6,902.00
<u>Nickname 1: Relief from Stay</u>					
5/1/2009 34890	LLT 19 Review HST investments motion for relief Reference: Relief from Stay	340.00	0.30	102.00	Billable
5/7/2009 34905	LLT 19 Review and revise response to SunTrust motion to affect setoff Reference: Relief from Stay	340.00	0.90	306.00	Billable
5/7/2009 34907	LLT 19 Review debtor's response to general financial services motion for relief Reference: Relief from Stay	340.00	0.30	102.00	Billable
Total: Relief from Stay			1.50		\$510.00
TOTAL	Billable Fees		63.10		\$18,643.00
Total of billable expense slips					\$0.00

EXHIBIT B

United States Bankruptcy Court
 Eastern District of Virginia
 Richmond Division

In re: LandAmerica Financial Group, Inc, et al., Case No. 08-35994-KRH

Fee Application Summary

Applicant: Tavenner & Beran, PLC,

Local Counsel for The Official Committee of Unsecured Creditors

Interim Period
 March 1, 2009 through May 31, 2009

<u>Categories</u>	<u>Hours</u>	<u>Amount</u>
Asset Analysis and Recovery	11.90	\$3,332.00
Asset Disposition	11.90	\$4,019.00
Business Operations	7.40	\$2,176.00
Case Administration	52.00	\$12,340.50
Claims Administration	7.20	\$2,108.00
Creditors Meeting	14.90	\$5,055.00
Fee/Employment Applications and Objections	25.40	\$8,548.00
Litigation	106.90	\$35,956.00
Plan and Disclosure Statement	5.00	\$1,530.00
Relief from Stay	4.50	\$1,530.00
TOTAL HOURS	247.10	
TOTAL FEES		\$76,594.50

Month	Fees	Fees Paid	Expenses	Expenses Paid	Total Outstanding
March	\$28,767.00	\$26,243.94	\$1,791.99	\$1,791.99	\$2,523.06
April	\$29,184.50	\$25,572.34	\$765.51	\$765.51	\$3,612.16
May	\$18,643.00	\$0.00	\$0.00	\$0.00	\$18,643.00
Total	\$76,594.50	\$51,816.28	\$2,557.50	\$2,557.50	\$24,778.22

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
LANDAMERICA FINANCIAL GROUP, INC., <u>et</u>	:	Case No. 08-35994-KRH
<u>al.</u> ,	:	(Jointly Administered)
Debtors.	:	
	:	

**ORDER ALLOWING INTERIM
COMPENSATION AND EXPENSE REIMBURSEMENT**
(Tavener & Beran, PLC)

This matter came before the Court upon the Second Interim Application Of Tavener & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) filed by Tavener & Beran, PLC (“Tavener & Beran”); and it appearing to the Court that (i) Tavener & Beran provided proper notice of the Application to all necessary parties; (ii) no objections to the Application have been filed; and (iii) the request for compensation and reimbursement of expenses as allowed herein is reasonable, it is hereby ORDERED that:

1. The Application is hereby approved;
2. The request for compensation in the amount of \$76,594.50 and reimbursement of expenses in the amount of \$2,557.50 by Tavener & Beran be and hereby are allowed; and,
3. The Debtors are authorized and directed to pay to Tavener & Beran the amount of compensation and reimbursement of expenses allowed herein as an administrative expense.

4. Upon entry the Clerk shall serve by electronic delivery or first class mail, postage prepaid, copies of this Order on the Office of the United States Trustee and Tavenner & Beran, PLC.

ENTER:

UNITED STATES BANKRUPTCY JUDGE

We ask for this:

Lynn L. Tavenner, Esquire (Va. Bar No. 30083)
Paula S. Beran, Esquire (Va. Bar No. 34679)
Tavenner & Beran, PLC
20 North Eighth Street, Second Floor
Richmond, Virginia 23219
Telephone: (804) 783-8300
Facsimile: (804) 783-0178

Co-Counsel for the Official
Committee of Unsecured Creditors

Seen and No Objection:

Robert B. Van Arsdale
Office of the United States Trustee
701 East Broad Street, Suite 4304
Richmond, Virginia 23219

Assistant United States Trustee

LOCAL RULE 9022-1 CERTIFICATION

In accordance with Local Rule 9022-1, the foregoing proposed order has been endorsed by or served upon all necessary parties.

Co-Counsel