

CAPLIN & DRYSDALE, CHARTERED

Kevin C. Maclay (*pro hac vice* pending)
Todd E. Phillips (*pro hac vice* pending)
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*Proposed Counsel for the Official Committee
of Unsecured Creditors*

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

In re:

HOPEMAN BROTHERS, INC.,

Debtor.

Chapter 11

Case No. 24-32428 (KLP)

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO
RETAIN AND EMPLOY CAPLIN & DRYSDALE, CHARTERED AS THE
COMMITTEE’S COUNSEL, EFFECTIVE *NUNC PRO TUNC* AS OF JULY 22, 2024**

The Official Committee of Unsecured Creditors of Hopeman Brothers, Inc. (the “Committee”), by and through the undersigned, hereby submits this application for an order approving and authorizing the employment and retention of Caplin & Drysdale, Chartered (“Caplin & Drysdale”), as the Committee’s counsel, effective *nunc pro tunc* as of July 22, 2024. In support of this application, the Committee relies on the Declaration of Kevin C. Maclay (the “Maclay Declaration”), attached hereto as **Exhibit A**, the Declaration of Lisa Nathanson Busch, as specifically authorized by Committee Co-Chairperson, Darrell Kitchen (the “Busch Declaration”), attached hereto as **Exhibit B**, and respectfully represents as follows:



JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. The predicates for the relief sought herein are §§ 105(a), 328, and 1103 of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the “**Local Rules**”), and section VI.F.4 of the Procedures for Complex Chapter 11 Cases in the Eastern District of Virginia (the “**Complex Case Procedures**”).

BACKGROUND

Course of Proceedings

3. On June 30, 2024, the Debtor filed a petition for relief under Chapter 11 of the Bankruptcy Code, commencing the above-captioned chapter 11 case (the “**Chapter 11 Case**”). The largest creditor constituency in the Chapter 11 Case consists of holders of claims for personal injury or wrongful death arising from exposure to asbestos or asbestos-containing products.

4. On July 22, 2024, the Office of the United States Trustee for Region 4 notified the Court that, pursuant to 11 U.S.C. § 1102, it had appointed the Committee. [D.I. 69]. All of the Committee’s members are individuals who hold unsecured claims against the Debtor resulting from exposure to asbestos or asbestos-containing products. Also on July 22, 2024, the Committee selected Caplin & Drysdale to serve as its counsel in the Chapter 11 Case.

RELIEF REQUESTED

5. By this application, the Committee requests entry of an order approving and authorizing the employment and retention of Caplin & Drysdale to serve as counsel for the Committee, effective *nunc pro tunc* as of July 22, 2024, pursuant to 11 U.S.C. §§ 105(a), 328, and

1103(a), Bankruptcy Rule 2014, Local Rule 2014-1, and Section VI.F.4 of the Complex Case Procedures.

DISCUSSION

Qualifications of Professionals

6. The Committee has selected Caplin & Drysdale as its counsel because of the firm's experience and knowledge, and, in particular, its expertise in the fields of mass-tort bankruptcies, business reorganizations, and creditors' rights. The professionals at Caplin & Drysdale have substantial experience in bankruptcy cases, including bankruptcies involving mass-tort liability, insolvency, corporate reorganization, debtor-creditor, and commercial law, and have participated in numerous proceedings before numerous bankruptcy courts. Caplin & Drysdale represents or has represented official committees of personal injury claimants in bankruptcies in other jurisdictions including California, Delaware, Georgia, New York, New Jersey, North Carolina, Ohio, Pennsylvania, and Texas.

7. Among the chapter 11 cases in which Caplin & Drysdale represents or has represented statutory committees of tort creditors are those of Johns-Manville Corporation; ACandS, Inc.; Aearo Technologies LLC; Aldrich Pump LLC and Murray Boiler LLC; Armstrong World Industries, Inc.; Babcock & Wilcox Company; Barretts Minerals Inc.; Burns & Roe Enterprises, Inc.; Combustion Engineering, Inc.; Congoleum Corporation; DBMP LLC; Cyprus Mines Corporation; Durabla Manufacturing Company and Durabla Canada Ltd.; Duro Dyne Corporation; The Fairbanks Company; Federal-Mogul Global, Inc.; The Flintkote Company and Flintkote Mines, Ltd.; Garlock Sealing Technologies LLC; Geo. V. Hamilton, Inc.; G-I Holdings Inc.; Global Industrial Technologies, Inc.; Kaiser Aluminum Corporation; Kaiser Gypsum Company, Inc.; Metex Mfg. Corporation (f/k/a Kentile Floors, Inc.); Motors Liquidation Company (f/k/a General Motors Corporation); North American Refractories Company; ON Marine Services

Company LLC; Owens Corning Corporation; Paddock Enterprises, LLC; Pittsburgh Corning Corporation; Plant Insulation Company; Quigley Company, Inc.; Rapid-American Corporation; Raytech Corporation; Thorpe Insulation Company; Sepco Corporation; United States Gypsum Corporation; Western MacArthur Company (a/k/a Western Asbestos); Whittaker, Clark & Daniels, Inc.; W.R. Grace & Co.; and Yarway Corporation. Caplin & Drysdale also represents or has represented groups of governmental tort claimants in the chapter 11 cases of Mallinckrodt plc and Purdue Pharma L.P.

8. Caplin & Drysdale also currently represents certain advisory committees of personal injury settlement trusts created for the benefit of tort claimants pursuant to the plans confirmed in numerous bankruptcies. These include the ACandS Asbestos Settlement Trust Advisory Committee; the PI Trust Advisory Committee of the Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust; the ASARCO Asbestos Personal Injury Settlement Trust Advisory Committee; the Babcock & Wilcox Company Asbestos PI Trust Advisory Committee; the Burns and Roe Asbestos PI Settlement Trust Advisory Committee; the Celotex Asbestos Settlement Trust Advisory Committee; the Congoleum Plan Trust Advisory Committee; the DII Industries, LLC Asbestos PI Trust Advisory Committee; the Durabla Manufacturing Company and Durabla Canada Ltd. Asbestos Trust Advisory Committee; the Duro Dyne Personal Injury Trust Advisory Committee; the Trust Advisory Committee for the Fairbanks Asbestos Personal Injury Trust; the Federal-Mogul Asbestos Personal Injury Trust Advisory Committee; the Flintkote Asbestos Trust Advisory Committee; the Geo. V. Hamilton, Inc. Asbestos Trust Advisory Committee; the G-I Holdings Inc. Asbestos Personal Injury Settlement Trust Advisory Committee; the GST Settlement Facility Claimant Advisory Committee; the Kaiser Aluminum & Chemical Corporation Asbestos PI Trust Advisory Committee; the Trust Advisory Committee for

the Kaiser Gypsum Asbestos Personal Injury Trust; the Trust Advisory Committee of the Keene Creditors Trust; the Selected Counsel for the Beneficiaries of the Manville Personal Injury Settlement Trust; the Metex Asbestos PI Trust Advisory Committee; the Motors Liquidation Company Asbestos PI Trust Advisory Committee; the North American Refractories Company Asbestos Trust Advisory Committee; the Trust Advisory Committee for the ON Marine Asbestos Personal Injury Liquidating Trust; the Owens Corning/Fibreboard PI Trust Advisory Committee; the Trust Advisory Committee for the Owens-Illinois Asbestos Personal Injury Trust; the Pittsburgh Corning Corporation Trust Advisory Committee; the Quigley Company, Inc. Asbestos PI Trust Advisory Committee; the Trust Advisory Committee for the Rapid-American Asbestos Personal Injury Liquidating Trust; the Sepco Asbestos PI Trust Advisory Committee; the United States Gypsum PI Trust Advisory Committee; the United States Mineral Products Company Personal Injury Asbestos Trust Advisory Committee; the WRG Asbestos PI Trust Advisory Committee; and the Yarway Trust Advisory Committee.

Services to Be Rendered

9. The Committee anticipates that Caplin & Drysdale's services in the Chapter 11 Case will include, *inter alia*, the following:

- (a) preparing on behalf of the Committee all necessary motions, applications, pleadings, memoranda, proposed orders, reports, and other legal documents;
- (b) assisting and advising the Committee with respect to its powers and duties as a creditors' committee under the Bankruptcy Code and with respect to the proposed liquidation of the Debtor;

(c) attending meetings and negotiating with representatives of the Debtor, any of its insurance carriers, the future claimants' representative (if one is appointed), and other parties in interest in the Chapter 11 Case;

(d) representing the Committee before this Court and any appellate courts, and communicating with the Committee regarding the matters heard and issues raised, as well as the decisions and directives of this Court and any appellate courts;

(e) representing the Committee in actions to protect, preserve, and/or maximize the value of the Debtor's estate, including the prosecution of actions on behalf of the estate and negotiations concerning all litigation in which the Committee may be involved;

(f) assisting and advising the Committee in its examination and analysis of the Debtor's conduct and financial affairs;

(g) representing the Committee in connection with any negotiation or preparation of a chapter 11 plan and all related documents;

(h) assisting the Committee in the filing with the Court, and the solicitation of acceptances or rejections, of any chapter 11 plan of which the Committee is a proponent;

(i) reviewing and analyzing all applications, motions, orders, operating reports, schedules, and statements of financial affairs filed and to be filed with this Court by the Debtor or any interested party in this case; advising the Committee as to the necessity and propriety of the foregoing and their impact on the rights of creditors represented by the Committee and on the Chapter 11 Case generally; and after consultation with and approval of the Committee or its designee(s), consenting to appropriate orders on its behalf or otherwise objecting thereto;

(j) coordinating the receipt and dissemination of information prepared by and received from the Debtor's accountants or other professionals retained by the Debtor, as well as

such information as may be received from professionals engaged by the Committee or other parties, as applicable;

(k) assisting and advising the Committee with regard to communications to creditors represented by the Committee regarding the Committee's efforts, progress, and recommendations with respect to matters arising in the Chapter 11 Case as well as any proposed chapter 11 plan; and

(l) performing all other necessary legal services and providing all other necessary legal advice to the Committee in connection with the Chapter 11 Case.

10. The Committee requires knowledgeable counsel to render these professional services. As noted above, Caplin & Drysdale has substantial expertise in all of these areas. Accordingly, Caplin & Drysdale is well qualified to perform these services and represent the Committee's interests in the Chapter 11 Case.

Proposed Compensation and Reimbursement of Costs

11. Subject to this Court's approval and in accordance with §§ 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the orders and rules of this Court, the Committee requests that Caplin & Drysdale be compensated on an hourly basis, and be reimbursed for the actual, necessary expenses it incurs. As of January 1, 2024, the hourly rates of the Caplin & Drysdale professionals who may serve the Committee are as follows¹:

Table 1.

Professional	Position	2024 Hourly Rate
Kevin C. Maclay	Member	\$1,750
Jeffrey A. Liesemer	Member	\$1,350
James P. Wehner	Member	\$1,350
Ann C. McMillan	Member	\$1,125
Todd E. Phillips	Member	\$1,295

¹ Hourly rates are adjustable on an annual basis.

Professional	Position	2024 Hourly Rate
Kevin M. Davis	Member	\$930
Q. Monty Crawford	Of Counsel	\$995
Serafina A. Concannon	Of Counsel	\$915
Jeanna M. Rickards Koski	Of Counsel	\$870
Nathaniel R. Miller	Associate	\$735
Lucas H. Self	Associate	\$735
Shahriar M. Raafi	Associate	\$690
Katelin C. Zende	Associate	\$690
Wendy J. Barnett	Associate	\$650
Allegra N. Kauffman	Associate	\$605
Nathaniel M. Brose	Associate	\$530
Ariel K. Hayes	Associate	\$500
Cecilia Guerrero	Senior Paralegal	\$540
Jessica A. Giglio	Senior Paralegal	\$540
Rachael L. Davis	Paralegal	\$475

12. The foregoing list of Caplin & Drysdale professionals is not exclusive and other professionals at Caplin & Drysdale may perform services for the Committee. Generally, as of January 1, 2024, Caplin & Drysdale’s hourly rates are within the following ranges:

Table 2.

Professional	2024 Hourly Rate
Members and Senior Counsel	\$675 - \$1,750
Of Counsel	\$650 - \$1,410
Associates	\$395 - \$735
Paralegals	\$385 - \$540

13. Caplin & Drysdale understands that any compensation and expenses paid to it must be approved by this Court upon application in accordance with the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, the Complex Case Procedures, and orders of this Court. No promises have been received by Caplin & Drysdale or any member of the firm as to compensation in connection with the Chapter 11 Case. Caplin & Drysdale has no agreement with any other entity to share with such entity any compensation received by Caplin & Drysdale in connection with the Chapter 11 Case.

14. In addition to the hourly rates, it is Caplin & Drysdale's policy to charge its clients in all areas of practice for the expenses incurred in connection with the client's case, including, among other things, teleconference charges, fax transmissions, mass mailing postage, messenger and express mail charges, special or hand-delivery charges, photocopying charges, filing fees, travel expenses, expenses for work-related meals, the catering of meetings and business meetings, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime and late-night transportation, where necessary to meet deadlines and client expectations. Caplin & Drysdale will charge the Debtor's estate for expenses incurred by Caplin & Drysdale on behalf of the Committee in a manner and at rates consistent with charges made generally to Caplin & Drysdale's other clients and in a manner consistent with the Local Rules and orders of this Court.

15. Caplin & Drysdale did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement, and no Caplin & Drysdale professionals will vary their rates in this Chapter 11 Case based on the geographic location of the Chapter 11 Case.

16. The Committee is committed to minimizing duplication of services in order to, among other things, manage professional costs. To that end, Caplin & Drysdale is prepared to work closely with any other professionals engaged by the Committee in this Chapter 11 Case to ensure that there is no unnecessary duplication of effort or cost.

17. Given the experience and background of the Caplin & Drysdale attorneys involved in the Chapter 11 Case, the type of services to be performed, and the market prices in existence for such services, the compensation arrangements proposed by Caplin & Drysdale herein are reasonable.

Disclosure of Connections and Disinterestedness of Professionals

18. Prior to the Committee's selection of Caplin & Drysdale as its counsel, Caplin & Drysdale was engaged as counsel to an ad hoc committee of certain asbestos claimants represented by Brayton Purcell LLP; The Gori Law Firm, P.C.; Peter Angelos Law; Simmons Hanly Conroy LLP; and Simon Greenstone Panatier Bartlett, P.C., respectively (the "**Certain Claimants**"). Peter Angelos Law and Simmons Hanly Conroy LLP each represents a member of the Committee. Caplin & Drysdale attorneys filed a notice of appearance in this Chapter 11 Case and appeared as counsel for the Certain Claimants at the first day hearing in this Chapter 11 Case, but filed no substantive papers and took no substantive positions before the Court. Thereafter, but also prior to the Committee's selection of Caplin & Drysdale as its counsel, certain asbestos claimants represented by Baron & Budd, P.C.; Dean Omar Branham Shirley, LLP; Landry & Swarr, LLC; Maune Raichle Hartley French & Mudd, LLC; Shrader & Associates, LLP; and Stephen J. Austin, LLC, respectively, joined the Certain Claimants. Dean Omar Branham Shirley, LLP; Maune Raichle Hartley French & Mudd, LLC; and Stephen J. Austin, LLC each represents a member of the Committee.

19. Caplin & Drysdale's representation of the Certain Claimants ended upon the Committee's formation. Caplin & Drysdale does not believe these prior representations give rise to any conflict and the Committee is aware of Caplin & Drysdale's representations of the Certain Claimants prior to the formation of the Committee.

20. Other than as set forth herein and noted in the Maclay Declaration, to the best of the Committee's knowledge and information after due inquiry, Caplin & Drysdale and its attorneys have no connection with the Debtor, its creditors, the United States Trustee for Region 4, their respective attorneys, accountants, or other professionals, or the Judges for the United States

Bankruptcy Court for the Eastern District of Virginia, and do not represent any entity having an interest adverse to the Committee or to the unsecured creditors of the Debtor's estate in connection with the matters for which the Committee proposes to employ Caplin & Drysdale. Caplin & Drysdale will supplement the Maclay Declaration if and when necessary to disclose any further relationships that require disclosure in the Chapter 11 Case.

21. Based on the foregoing statements and the disclosures made in the Maclay Declaration, the Committee is satisfied that Caplin & Drysdale neither holds nor represents an interest adverse to the Committee with respect to the matters for which Caplin & Drysdale will be employed and is a "disinterested person" under §§ 101(14) and 328(c) of the Bankruptcy Code. The Committee believes that the employment of Caplin & Drysdale would be in the best interest of the Committee and the Debtor's estate.

NO PRIOR REQUEST

22. No prior application for the relief sought herein has been made to this or any other court.

NOTICE

23. Notice of this application will be provided to (i) the U.S. Trustee; (ii) the Debtor; (iii) proposed counsel to the Debtor; (iv) those parties identified on the Master Service List established in this Chapter 11 Case; and (v) those parties who have consented to electronic service via the Court's CM/ECF system. In light of the nature of the relief requested herein, the Committee submits that no other or further notice need be provided.

CONCLUSION

For the reasons noted above, the Committee requests that this Court enter an order approving the retention and employment of Caplin & Drysdale as the Committee's counsel,

effective *nunc pro tunc* as of July 22, 2024, and granting such other and further relief as the Court deems just and appropriate. A proposed order is submitted herewith.

Dated: August 20, 2024

OFFICIAL COMMITTEE OF UNSECURED CREDITORS

By: /s/ Trey Branham
Trey Branham, as specifically authorized by
Committee Co-Chairperson, Melissa Beerman

/s/ Lisa Nathanson Busch
Lisa Nathanson Busch, as specifically
authorized by Committee Co-Chairperson,
Darrell Kitchen

Exhibit A

Maclay Declaration

CAPLIN & DRYSDALE, CHARTERED

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*Proposed Counsel for the Official Committee
of Unsecured Creditors*

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

In re:

HOPEMAN BROTHERS, INC.,

Debtor.

Chapter 11

Case No. 24-32428 (KLP)

**DECLARATION OF KEVIN C. MACLAY IN SUPPORT OF THE APPLICATION OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO RETAIN AND
EMPLOY CAPLIN & DRYSDALE, CHARTERED AS THE COMMITTEE'S
COUNSEL, EFFECTIVE *NUNC PRO TUNC* AS OF JULY 22, 2024**

Kevin C. Maclay, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am a member of Caplin & Drysdale, Chartered (“**Caplin & Drysdale**”), and authorized to make this declaration on its behalf. I am a member in good standing of the bar of the District of Columbia and the State of Maryland. Caplin & Drysdale maintains its offices at 1200 New Hampshire Avenue, NW, 8th Floor, Washington, DC 20036 and 7 World Trade Center, Suite 4639, 250 Greenwich Street, 46th Floor, New York, New York 10007. Other attorneys at Caplin & Drysdale are duly admitted to practice law in the District of Columbia, New York, or both.

2. By the *Application of the Official Committee of Unsecured Creditors to Retain and Employ Caplin & Drysdale, Chartered as the Committee's Counsel, Effective Nunc Pro Tunc as of July 22, 2024*, (the "**Application**"), the Official Committee of Unsecured Creditors appointed in the above-titled case (the "**Committee**") seeks court approval, pursuant to §§ 105(a), 328, and 1103 of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the "**Local Rules**"), and section VI.F.4 of the Procedures for Complex Chapter 11 Cases in the Eastern District of Virginia (the "**Complex Case Procedures**"), to employ and retain Caplin & Drysdale as its counsel in connection with the above-captioned chapter 11 case (the "**Chapter 11 Case**"). I submit this declaration in support of the Application.

QUALIFICATIONS OF PROFESSIONALS

3. The professionals at Caplin & Drysdale have substantial experience in bankruptcy cases, including bankruptcies involving mass-tort liability, insolvency, corporate reorganization, debtor-creditor, and commercial law, and have participated in numerous proceedings before numerous bankruptcy courts. Caplin & Drysdale represents or has represented official committees of personal injury claimants in bankruptcies in other jurisdictions including California, Delaware, Georgia, New York, New Jersey, North Carolina, Ohio, Pennsylvania, and Texas.

4. Among the chapter 11 cases in which Caplin & Drysdale represents or has represented statutory committees of tort creditors are those of Johns-Manville Corporation; ACandS, Inc.; Aearo Technologies LLC; Aldrich Pump LLC and Murray Boiler LLC; Armstrong World Industries, Inc.; Babcock & Wilcox Company; Barretts Minerals Inc.; Burns & Roe Enterprises, Inc.; Combustion Engineering, Inc.; Congoleum Corporation; DBMP LLC; Cyprus Mines Corporation; Durabla Manufacturing Company and Durabla Canada Ltd.; Duro Dyne

Corporation; The Fairbanks Company; Federal-Mogul Global, Inc.; The Flintkote Company and Flintkote Mines, Ltd.; Garlock Sealing Technologies LLC; Geo. V. Hamilton, Inc.; G-I Holdings Inc.; Global Industrial Technologies, Inc.; Kaiser Aluminum Corporation; Kaiser Gypsum Company, Inc.; Metex Mfg. Corporation (f/k/a Kentile Floors, Inc.); Motors Liquidation Company (f/k/a General Motors Corporation); North American Refractories Company; ON Marine Services Company LLC; Owens Corning Corporation; Paddock Enterprises, LLC; Pittsburgh Corning Corporation; Plant Insulation Company; Quigley Company, Inc.; Rapid-American Corporation; Raytech Corporation; Thorpe Insulation Company; Sepco Corporation; United States Gypsum Corporation; Western MacArthur Company (a/k/a Western Asbestos); Whittaker, Clark & Daniels, Inc.; W.R. Grace & Co.; and Yarway Corporation. Caplin & Drysdale also represents or has represented groups of governmental tort claimants in the chapter 11 cases of Mallinckrodt plc and Purdue Pharma L.P.

5. Caplin & Drysdale also currently represents certain advisory committees of personal injury settlement trusts created for the benefit of tort claimants pursuant to the plans confirmed in numerous bankruptcies. These include the ACandS Asbestos Settlement Trust Advisory Committee; the PI Trust Advisory Committee of the Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust; the ASARCO Asbestos Personal Injury Settlement Trust Advisory Committee; the Babcock & Wilcox Company Asbestos PI Trust Advisory Committee; the Burns and Roe Asbestos PI Settlement Trust Advisory Committee; the Celotex Asbestos Settlement Trust Advisory Committee; the Congoleum Plan Trust Advisory Committee; the DII Industries, LLC Asbestos PI Trust Advisory Committee; the Durabla Manufacturing Company and Durabla Canada Ltd. Asbestos Trust Advisory Committee; the Duro Dyne Personal Injury Trust Advisory Committee; the Trust Advisory Committee for the Fairbanks Asbestos

Personal Injury Trust; the Federal-Mogul Asbestos Personal Injury Trust Advisory Committee; the Flintkote Asbestos Trust Advisory Committee; the Geo. V. Hamilton, Inc. Asbestos Trust Advisory Committee; the G-I Holdings Inc. Asbestos Personal Injury Settlement Trust Advisory Committee; the GST Settlement Facility Claimant Advisory Committee; the Kaiser Aluminum & Chemical Corporation Asbestos PI Trust Advisory Committee; the Trust Advisory Committee for the Kaiser Gypsum Asbestos Personal Injury Trust; the Trust Advisory Committee of the Keene Creditors Trust; the Selected Counsel for the Beneficiaries of the Manville Personal Injury Settlement Trust; the Metex Asbestos PI Trust Advisory Committee; the Motors Liquidation Company Asbestos PI Trust Advisory Committee; the North American Refractories Company Asbestos Trust Advisory Committee; the Trust Advisory Committee for the ON Marine Asbestos Personal Injury Liquidating Trust; the Owens Corning/Fibreboard PI Trust Advisory Committee; the Trust Advisory Committee for the Owens-Illinois Asbestos Personal Injury Trust; the Pittsburgh Corning Corporation Trust Advisory Committee; the Quigley Company, Inc. Asbestos PI Trust Advisory Committee; the Trust Advisory Committee for the Rapid-American Asbestos Personal Injury Liquidating Trust; the Sepco Asbestos PI Trust Advisory Committee; the United States Gypsum PI Trust Advisory Committee; the United States Mineral Products Company Personal Injury Asbestos Trust Advisory Committee; the WRG Asbestos PI Trust Advisory Committee; and the Yarway Trust Advisory Committee.

SERVICES TO BE RENDERED

6. It is anticipated that this representation will include, but should not be limited to, the following areas:

(a) preparing on behalf of the Committee all necessary motions, applications, pleadings, memoranda, proposed orders, reports, and other legal documents;

(b) assisting and advising the Committee with respect to its powers and duties as a creditors' committee under the Bankruptcy Code and with respect to the proposed liquidation of the Debtor;

(c) attending meetings and negotiating with representatives of the Debtor, any of its non-bankrupt affiliates or insurance carriers, the future claimants' representative (if one is appointed), and other parties in interest in the Chapter 11 Case;

(d) representing the Committee before this Court and any appellate courts, and communicating with the Committee regarding the matters heard and issues raised, as well as the decisions and directives of this Court and any appellate courts;

(e) representing the Committee in actions to protect, preserve, and/or maximize the value of the Debtor's estate, including the prosecution of actions on behalf of the estate and negotiations concerning all litigation in which the Committee may be involved;

(f) assisting and advising the Committee in its examination and analysis of the Debtor's conduct and financial affairs;

(g) representing the Committee in connection with any negotiation or preparation of a chapter 11 plan and all related documents;

(h) assisting the Committee in the filing with the Court, and the solicitation of acceptances or rejections, of any chapter 11 plan of which the Committee is a proponent;

(i) reviewing and analyzing all applications, motions, orders, operating reports, schedules, and statements of financial affairs filed and to be filed with this Court by the Debtor or any interested party in this case; advising the Committee as to the necessity and propriety of the foregoing and their impact on the rights of creditors represented by the Committee and on the

Chapter 11 Case generally; and after consultation with and approval of the Committee or its designee(s), consenting to appropriate orders on its behalf or otherwise objecting thereto;

(j) coordinating the receipt and dissemination of information prepared by and received from the Debtor's accountants or other professionals retained by the Debtor, as well as such information as may be received from professionals engaged by the Committee or other parties, as applicable;

(k) assisting and advising the Committee with regard to communications to creditors represented by the Committee regarding the Committee's efforts, progress, and recommendations with respect to matters arising in the Chapter 11 Case as well as any proposed chapter 11 plan; and

(l) performing all other necessary legal services and providing all other necessary legal advice to the Committee in connection with the Chapter 11 Case.

7. Subject to this Court's approval of the Application, Caplin & Drysdale is willing to serve as the Committee's counsel and to perform the services described above.

CONNECTIONS AND DISINTERESTEDNESS OF PROFESSIONALS

8. To ascertain Caplin & Drysdale's "connections," as that term is used in Bankruptcy Rule 2014, with the Debtor and other parties-in-interest, certain of my colleagues and I reviewed the list of interested parties and professionals that is annexed hereto as **Schedule 1**. Additionally, Caplin & Drysdale's records were searched electronically, using the names of the persons identified on Schedule 1 hereto. **Schedule 2**, annexed hereto, contains a listing of connections found from this search and review. In verifying the connections disclosed in Schedule 2 hereto and in the statements that follow, I have relied upon the professionals at Caplin & Drysdale and the investigation they have undertaken to compile the information upon which such disclosures are based.

9. Prior to the Committee's selection of Caplin & Drysdale as its counsel, Caplin & Drysdale was engaged as counsel to an ad hoc committee of certain asbestos claimants represented by Brayton Purcell LLP; The Gori Law Firm, P.C.; Peter Angelos Law; Simmons Hanly Conroy LLP; and Simon Greenstone Panatier Bartlett, P.C., respectively (the "**Certain Claimants**"). Peter Angelos Law and Simmons Hanly Conroy LLP each represents a member of the Committee. Caplin & Drysdale attorneys filed a notice of appearance in this Chapter 11 Case and appeared as counsel for the Certain Claimants at the first day hearing in this Chapter 11 Case, but filed no substantive papers and took no substantive positions before the Court. Thereafter, but also prior to the Committee's selection of Caplin & Drysdale as its counsel, certain asbestos claimants represented by Baron & Budd, P.C.; Dean Omar Branham Shirley, LLP; Landry & Swarr, LLC; Maune Raichle Hartley French & Mudd, LLC; Shrader & Associates, LLP; and Stephen J. Austin, LLC, respectively, joined the Certain Claimants. Dean Omar Branham Shirley, LLP; Maune Raichle Hartley French & Mudd, LLC; and Stephen J. Austin, LLC each represents a member of the Committee.

10. Caplin & Drysdale's representation of the Certain Claimants ended upon the Committee's formation. Caplin & Drysdale does not believe these prior representations give rise to any conflict and the Committee is aware of Caplin & Drysdale's representations of the Certain Claimants prior to the formation of the Committee.

11. Other than as set forth above or in Schedule 2 hereto, to the best of my knowledge and information after due inquiry, neither Caplin & Drysdale nor any of its attorneys has any connection with the Debtor, its creditors, the United States Trustee for Region 4, their respective attorneys, accountants, or other professionals, or the Judges for the United States Bankruptcy Court

for the Eastern District of Virginia. Caplin & Drysdale will supplement this declaration if it becomes aware of any other relationships that require disclosure in the Chapter 11 Case.

12. Neither I, Caplin & Drysdale, nor any of its attorneys, insofar as I have been able to ascertain after the computerized search described above:

(a) is a creditor, equity security holder, or insider of the Debtor;

(b) is or was, within two years before the filing of the petition, a director, officer, or employee of the Debtor; or

(c) has an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtor or any other reason.

13. Based on the above, to the best of my knowledge and information after due inquiry, Caplin & Drysdale is a “disinterested person” within the meaning of Bankruptcy Code § 101(14) and pursuant to Bankruptcy Code § 328(c).

14. The proposed employment of Caplin & Drysdale is not prohibited by or improper under Rule 5002 of the Federal Rules of Bankruptcy Procedure. Caplin & Drysdale and its professionals are qualified to represent the Committee in the matters for which the firm is proposed to be employed.

PROFESSIONAL COMPENSATION

15. Subject to this Court’s approval, Caplin & Drysdale will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered. Caplin & Drysdale will maintain detailed, contemporaneous records of time and any actual and necessary expenses incurred in connection with the rendering of our legal services in the Chapter 11 Case by category and nature of the services rendered. The 2024 hourly

rates of the Caplin & Drysdale attorneys and professionals who may serve the Committee are as follows¹:

Table 1.

Professional	Position	2024 Hourly Rate
Kevin C. Maclay	Member	\$1,750
Jeffrey A. Liesemer	Member	\$1,350
James P. Wehner	Member	\$1,350
Ann C. McMillan	Member	\$1,125
Todd E. Phillips	Member	\$1,295
Kevin M. Davis	Member	\$930
Q. Monty Crawford	Of Counsel	\$995
Serafina A. Concannon	Of Counsel	\$915
Jeanna M. Rickards Koski	Of Counsel	\$870
Nathaniel R. Miller	Associate	\$735
Lucas H. Self	Associate	\$735
Shahriar M. Raafi	Associate	\$690
Katelin C. Zende	Associate	\$690
Wendy J. Barnett	Associate	\$650
Allegra N. Kauffman	Associate	\$605
Nathaniel M. Brose	Associate	\$530
Ariel K. Hayes	Associate	\$500
Cecilia Guerrero	Senior Paralegal	\$540
Jessica A. Giglio	Senior Paralegal	\$540
Rachael L. Davis	Paralegal	\$475

16. The foregoing list of Caplin & Drysdale professionals is not exclusive, and other professionals at Caplin & Drysdale may perform services for the Committee. Generally, as of January 1, 2024, Caplin & Drysdale’s hourly rates are within the following ranges:

Table 2.

Professional	2024 Hourly Rate
Members and Senior Counsel	\$675 - \$1,750
Of Counsel	\$650 - \$1,410
Associates	\$395 - \$735
Paralegals	\$385 - \$540

¹ Hourly rates are adjustable on an annual basis.

17. In addition to the hourly rates, it is Caplin & Drysdale's policy to charge its clients in all areas of practice for the expenses incurred in connection with the client's case, including, among other things, teleconference charges, fax transmissions, mass mailing postage, messenger and express mail charges, special or hand-delivery charges, photocopying charges, filing fees, travel expenses, expenses for work-related meals, the catering of meetings and business meetings, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime and late-night transportation, where necessary to meet deadlines and client expectations. Caplin & Drysdale will charge the Debtor's estate for expenses incurred by Caplin & Drysdale on behalf of the Committee in a manner and at rates consistent with charges made generally to Caplin & Drysdale's other clients and in a manner consistent with the local bankruptcy rules and orders of this Court.

18. Caplin & Drysdale intends to apply to the Court for payment of its fees and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, the Complex Case Procedures, and orders of this Court, and pursuant to any additional procedures that may be established by the Court in the Chapter 11 Case.

19. No promises have been received by Caplin & Drysdale or any member of the firm as to compensation in connection with the Chapter 11 Case. Caplin & Drysdale has no agreement with any other entity to share with such entity any compensation received by Caplin & Drysdale in connection with the Chapter 11 Case.

20. Caplin & Drysdale is committed to minimizing duplication of services in order to, among other things, manage professional costs. To that end, Caplin & Drysdale is prepared to

work closely with any other professionals engaged by the Committee in this Chapter 11 Case to ensure that there is no unnecessary duplication of effort or cost.

U.S. TRUSTEE GUIDELINES

21. The following is provided in response to the request for additional information set forth in Paragraph D.1 of *Appendix B – Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective as of November 1, 2013, issued by the Executive Office of the United States Trustee:

- a. Caplin & Drysdale did not agree to any variations from, or alternatives to, its standard billing arrangements for this engagement.
- b. None of the professionals from Caplin & Drysdale included in this engagement will vary their rate based on the geographic location of the Debtor's Chapter 11 Case.
- c. Caplin & Drysdale did not represent the Committee at any time in the 12 months prepetition.

22. I declare under penalty of perjury that the facts and statements set forth above are either (i) within my personal knowledge and are true and correct, or (ii) based upon information supplied to me by others, including certain professionals at Caplin & Drysdale, and as such are true and correct to the best of my knowledge, information, and belief.

EXECUTED this 20th day of August, 2024.

/s/ Kevin C. Maclay
Kevin C. Maclay

Schedule 1

Parties in Interest List

1. Debtor

Hopeman Brothers, Inc.

2. Members of Official Committee of Unsecured Creditors

Melissa Beerman
Donald M. Hoffman, Jr.
Darrell Kitchen
Nancy McComas-Doiron
Veronica Miller

3. Counsel to Members of Official Committee of Unsecured Creditors

Dean Omar Branham Shirley, LLP
Maune Raichle Hartley French & Mudd, LLC
Peter Angelos Law
Simmons Hanly Conroy LLP
Stephen J. Austin, LLC

4. Officers, Directors and Equity Holders

Christopher Lascell
Daniel Lascell
Carrie Lascell Brown

5. Debtor's Proposed Professionals

Hunton Andrews Kurth LLP
Stout Risius Ross, LLC
Blank Rome LLP
Courington Kiefer Sommers Marullo & Matherne, L.L.C.
Kurtzman Carlson Consultants LLC

6. Proposed Professionals to Official Committee of Unsecured Creditors

Morgan, Lewis & Bockius LLP

7. The 20 Law Firms with the Largest Number of Clients Asserting Asbestos Related Claims Against Debtor

The Law Offices of Paul A. Weykamp
Peter Angelos Law

Bodie, Dolina, Hobbs, Friddel & Grenzer, PC
Patten Wornom Hatten & Diamonstein, L.C.
Ashcraft & Gerel LLP
D. William Venable, P.A.
Stephen L. Shackelford, Sr., PLLC
Law Offices of Clifford W. Cuniff
Brayton Purcell LLP
Baron & Budd, P.C.
Lomax Law Firm, P.A.
Brookman, Rosenberg, Brown & Sandler
Irwin Fritchie Urquhart Moore & Daniels LLC
Cumbest, Cumbest, Hunter & McCormick, P.A.
Goodman, Meagher & Enoch, LLP
The Gori Law Firm
Nass Cancelliere Brenner
The Law Offices of Peter T. Nicholl
Law Office of Philip C. Hoffman
Pourciau Law Firm

8. Law Firms Representing Claimants with Top 20 Largest Unpaid Settlement Amounts

Simmons Hanly Conroy LLP
Peter Angelos Law
Law Office of Philip C. Hoffman
Ferrell Law Group
Baron & Budd, P.C.
Brayton Purcell LLP
The Gori Law Firm, P.C.
Simon Greenstone Panatier Bartlett, P.C.
Provost Umphrey Law Firm L.L.P.
Getty's Law Group
Goldberg, Persky & White, P.C.

9. Law Firms Representing Claimants in Known Direct Action Lawsuits

Didriksen, Saucier and Woods, PLC
Roussel & Clement
Blue Williams L.L.C.
The Galante Litigation Group, LLC
Unglesby Law Firm
Falcon Law Firm, P.C.
Baggett, McCall, Burgess, Watson, & Gaughan, LLC
Law Office of J. Patrick Connick, LLC
Martzell, Bickford & Centola
Russell Law Firm, LLC
Boling Law Firm, LLC

Austin & Associates, L.L.C.
Stephen J. Austin, LLC
Landry & Swarr, LLC
The Cheek Law Firm
The Nemeroff Law Firm

10. Other Parties (Shipyard Entities and Plaintiffs) to Known Direct Action Lawsuits

Avondale Marine LLC
Huntington Ingalls Industries
Charles Allo, III
Patricia Becker
Darwin Kraemer, Rosanne Pierron, Cheryl Becnel, and Wendy Vonlienen
David and Emelda Bourgeois
Shelton A. Boutte, Sr. and Arlene Boutte
Horace L. Bracy
Percy Brignac
Pamela Chalker
Erica Dandry Constanza
Dennis Daigle, III, Kim Lombas, Michelle Trouilliet, Eric Daigle, and Patrick Daigle
Anthony J. Ditcharo
Gilbert Duran, Jr.
Marvin Evans
Joseph Gistarve, Sr.
David Gomez
Donald M. Hoffman, Jr., Charles S. Somes, and Kathleen Whited
Irma Lee Lagrange
Nolan J. Leboeuf, Jr.
Brouney Lewis and Monica Kelly-Lewis
Norma Marcella, Scott Marcella, Troy Marcella, and Toni Herbert, Individually and as Statutory Heirs of Decedent Ronald Marcella
Robert J. McElwee
William McIntyre
Corbet J. Plaisance, Sr.
William "Buddy" Prude
Frank P. Ragusa, Jr.
Tommy Rivet
Melvin L. Robinson
John Rogers
Renee LaNasa Rudolph, Michael Anthony LaNasa, and Giles Paul LaNasa; on behalf of Wallace LaNasa, Jr.
Booker Sandifer
Patrick Sewire
Michael Simoneaux
Reed Thibodeaux and Cynthia Thibodeaux
Lisha Thomas, Samantha Thomas, and Shaundreika Shorty; wrongful death beneficiaries of Sam Thomas (aka Sam Carter Thomas)

Kenneth Wilson

11. Insurers and Related Parties

Allianz SE
AMBAC Financial Group
American International Group
Berkshire Hathaway Inc.
Brandywine Insurance Group
Century Indemnity Company
Chubb Limited
CNA Insurance Group
Continental Casualty Company
Everspan Insurance Company
Fidelity & Casualty Company
General Reinsurance Corporation
Granite State Insurance Company
Hartford Financial Services Group, Inc.
The Insurance Company of the State of Pennsylvania
Lexington Insurance Company
Liberty Mutual Insurance Company
Loews Corporation
National Union Fire Insurance Company of Pittsburgh, PA
Resolute Management, Inc.
Safety National Casualty Corporation
Wellfleet New York Insurance Company
Westchester Fire Insurance Company
Zurich Insurance Group Ltd.

12. Financial Institutions

Citizens Bank
Deutsche Bank
PNC Bank
R.W. Baird & Co.
The Peoples Bank
Truist Bank
Wells Fargo Bank

13. United States Bankruptcy Court for Eastern District of Virginia

Judge Brian F. Kenney
Judge Klinette H. Kindred
Judge Frank J. Santoro
Judge Stephen C. St. John
Judge Keith L. Phillips
Judge Kevin R. Huennekens

William C. Redden, Clerk

14. Employees of the Office of the U.S. Trustee for the Eastern District of Virginia

Michael T. Freeman
Bibha Adhikari
Kristen S. Eustis
Jack I. Frankel
Sara Kathryn Jackson
Robert W. Ours
Ilene M. Sims
Mark E. Steven
Kathryn R. Montgomery
Peggy T. Flinchum
Nisha R. Patel
Shannon F. Pecoraro
Shannon M. Tingle
June E. Turner

15. Asbestos Claimants that Have Appeared in the Debtor's Chapter 11 Bankruptcy Case and Law Firms Representing Such Claimants With Respect to Asbestos Claims

Boling Law Firm
Erica Dandry Constanza
Hirschler Fleischer, P.C.
Janet Rivet
Kayla Rivet
Law Office of Philip C. Hoffman
Maxine Becky Polkey Ragusa
Monica Dandry Hallner
Stephanie Jean Ragusa Connors
Valerie Ann Ragusa Primeaux

SCHEDULE 2

**Results of Caplin & Drysdale’s Search for “Connections”
Against the List Provided in Schedule 1**

Person/Entity Identified	Connection
Baron & Budd, P.C.	<p>One or more attorneys of this firm are members of one or more trust advisory committees (“TACs”) that have engaged Caplin & Drysdale as counsel.</p> <p>One or more of this firm’s clients joined a postpetition ad hoc committee that engaged Caplin & Drysdale to represent it in connection with this case until the formation of the Committee.</p>
Berkshire Hathaway Inc.	Caplin & Drysdale represents or has represented a client adverse to this entity in one or more unrelated matters.
Melissa Beerman	Member of the Committee.
Brayton Purcell LLP	<p>Represents/has represented one or more members of committees of creditors or other creditor groups that engaged Caplin & Drysdale as counsel in other bankruptcy cases or matters.</p> <p>One or more attorneys of this firm are members of one or more TACs that have engaged Caplin & Drysdale as counsel.</p> <p>One or more of this firm’s clients joined a postpetition ad hoc committee that engaged Caplin & Drysdale to represent it in connection with this case until the formation of the Committee.</p>
Century Indemnity Company	Caplin & Drysdale represents or has represented a client adverse to this entity in one or more unrelated matters.
Continental Casualty Company	Caplin & Drysdale represents or has represented a client adverse to this entity in one or more unrelated matters.

Person/Entity Identified	Connection
Dean Omar Branham Shirley, LLP	<p>Represents a member of the Committee.</p> <p>Represents/has represented one or more members of committees of creditors or other creditor groups that engaged Caplin & Drysdale as counsel in other bankruptcy cases or matters.</p> <p>One or more of this firm’s clients joined a postpetition ad hoc committee that engaged Caplin & Drysdale to represent it in connection with this case until the formation of the Committee.</p> <p>Caplin & Drysdale represents or has represented this firm and/or one or more of its clients in one or more unrelated matters.</p>
Deutsche Bank	<p>Caplin & Drysdale represents or has represented a client adverse to this entity in one or more unrelated matters.</p>
Goldberg, Persky & White, P.C.	<p>Represents/has represented one or more members of committees of creditors or other creditor groups that engaged Caplin & Drysdale as counsel in other bankruptcy cases or matters.</p> <p>One or more attorneys of this firm are members of one or more TACs that have engaged Caplin & Drysdale as counsel.</p>
The Gori Law Firm, P.C. (f/k/a Gori Julian & Assocs., P.C.)	<p>Represents/has represented one or more members of committees of creditors or other creditor groups that engaged Caplin & Drysdale as counsel in other bankruptcy cases or matters.</p> <p>One or more attorneys of this firm are members of one or more TACs that have engaged Caplin & Drysdale as counsel.</p> <p>One or more of this firm’s clients joined a postpetition ad hoc committee that engaged Caplin & Drysdale to represent it in connection with this case until the formation of the Committee.</p> <p>Caplin & Drysdale represents or has represented this firm and/or one or more of its clients in one or more unrelated matters.</p>
Granite State Insurance Company	<p>Caplin & Drysdale represents or has represented a client adverse to this entity in one or more unrelated matters.</p>
Donald M. Hoffman, Jr.	<p>Member of the Committee.</p>
Darrell Kitchen	<p>Member of the Committee.</p>

Person/Entity Identified	Connection
Landry & Swarr, LLC	One or more of this firm’s clients joined a postpetition ad hoc committee that engaged Caplin & Drysdale to represent it in connection with this case until the formation of the Committee.
Lexington Insurance Company	Caplin & Drysdale represents or has represented a client adverse to this entity in one or more unrelated matters.
Maune Raichle Hartley French & Mudd, LLC	<p>Represents a member of the Committee.</p> <p>Represents/has represented one or more members of committees of creditors or other creditor groups that engaged Caplin & Drysdale as counsel in other bankruptcy cases or matters.</p> <p>One or more attorneys of this firm are members of one or more TACs that have engaged Caplin & Drysdale as counsel.</p> <p>One or more of this firm’s clients joined a postpetition ad hoc committee that engaged Caplin & Drysdale to represent it in connection with this case until the formation of the Committee.</p> <p>Caplin & Drysdale represents or has represented this firm and/or one or more of its clients in one or more unrelated matters.</p>
Nancy McComas-Doiron	Member of the Committee.
Veronica Miller	Member of the Committee.
Nass Cancelliere Brenner	One or more attorneys of this firm are members of one or more TACs that have engaged Caplin & Drysdale as counsel.
National Union Fire Insurance Company of Pittsburgh, PA	Caplin & Drysdale represents or has represented a client adverse to this entity in one or more unrelated matters.
Peter Angelos Law	<p>Represents a member of the Committee.</p> <p>Represents/has represented one or more members of committees of creditors or other creditor groups that engaged Caplin & Drysdale as counsel in other bankruptcy cases or matters.</p> <p>One or more attorneys of this firm are members of one or more TACs that have engaged Caplin & Drysdale as counsel.</p> <p>One or more of this firm’s clients joined a postpetition ad hoc committee that engaged Caplin & Drysdale to represent it in connection with this case until the formation of the Committee.</p>

Person/Entity Identified	Connection
Provost Umphrey Law Firm L.L.P.	One or more attorneys of this firm are members of one or more TACs that have engaged Caplin & Drysdale as counsel.
Resolute Management, Inc.	Caplin & Drysdale represents or has represented a client adverse to this entity in one or more unrelated matters.
Simmons Hanly Conroy LLP	<p>Represents a member of the Committee.</p> <p>Represents/has represented one or more members of committees of creditors or other creditor groups that engaged Caplin & Drysdale as counsel in other bankruptcy cases or matters.</p> <p>One or more attorneys of this firm are members of one or more TACs that have engaged Caplin & Drysdale as counsel.</p> <p>One or more of this firm’s clients joined a postpetition ad hoc committee that engaged Caplin & Drysdale to represent it in connection with this case until the formation of the Committee.</p> <p>Caplin & Drysdale represents or has represented this firm and/or one or more of its clients in one or more unrelated matters.</p>
Simon Greenstone Panatier Bartlett, P.C.	<p>Represents/has represented one or more members of committees of creditors or other creditor groups that engaged Caplin & Drysdale as counsel in other bankruptcy cases or matters.</p> <p>One or more of this firm’s clients joined a postpetition ad hoc committee that engaged Caplin & Drysdale to represent it in connection with this case until the formation of the Committee.</p> <p>Caplin & Drysdale represents or has represented this firm and/or one or more of its clients in one or more unrelated matters.</p>
Stephen J. Austin, LLC	<p>Represents a member of the Committee.</p> <p>One or more of this firm’s clients joined a postpetition ad hoc committee that engaged Caplin & Drysdale to represent it in connection with this case until the formation of the Committee.</p>
Wells Fargo Bank	Caplin & Drysdale represents or has represented a client adverse to this entity in one or more unrelated matters.

Exhibit B

Busch Declaration

CAPLIN & DRYSDALE, CHARTERED

Kevin C. Maclay (*pro hac vice* pending)
Todd E. Phillips (*pro hac vice* pending)
Jeffrey A. Liesemer (VSB No. 35918)
Nathaniel R. Miller (*pro hac vice* pending)
1200 New Hampshire Avenue, NW, 8th Floor
Washington, DC 20036
Telephone: (202) 862-5000

*Proposed Counsel for the Official Committee
of Unsecured Creditors*

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

In re:

HOPEMAN BROTHERS, INC.,

Debtor.

Chapter 11

Case No. 24-32428 (KLP)

**DECLARATION OF LISA NATHANSON BUSCH IN SUPPORT OF THE
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO
RETAIN AND EMPLOY CAPLIN & DRYSDALE, CHARTERED AS THE
COMMITTEE’S COUNSEL, EFFECTIVE *NUNC PRO TUNC* AS OF JULY 22, 2024**

Lisa Nathanson Busch, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am a partner at Simmons Hanly Conroy LLP. I serve as tort counsel to Darrell Kitchen, a Co-Chairperson of the Official Committee of Unsecured Creditors (the “**Committee**”) appointed in this bankruptcy case. I am authorized to make this declaration on behalf of the Committee.

2. I submit this Declaration (the “**Declaration**”) in support of the *Application of the Official Committee of Unsecured Creditors to Retain and Employ Caplin & Drysdale, Chartered*

as the Committee's Counsel, Effective Nunc Pro Tunc as of July 22, 2024, (the "**Application**").¹

Unless otherwise stated in this Declaration, I have personal knowledge of the matters set forth herein.

3. I make the following statements to comply with ¶ D.2 of the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, effective as of November 1, 2013.

- a. I understand that the hourly rates, and material terms for the engagement, of Caplin & Drysdale, Chartered ("**Caplin & Drysdale**") are set forth in Caplin & Drysdale's Application and supporting declaration of Kevin C. Maclay, which represent that Caplin & Drysdale's hourly rates and material terms are (a) comparable to both (i) the typical billing rates and terms for those lawyers for other bankruptcy and non-bankruptcy engagements and (ii) the billing rates and terms of other comparably skilled professionals, and (b) are consistent with the market rate for comparable services.
- b. The Committee considered several law firms and selected Caplin & Drysdale as its counsel for this Case because of the firm's experience and knowledge.
- c. To supervise Caplin & Drysdale's fees and expenses and to manage costs, the Committee will have the opportunity to review Caplin & Drysdale's monthly fee statements and fee applications and will discuss any appropriate write-offs with Caplin & Drysdale before such fee statements and fee applications are filed.

I declare under penalty of perjury that the facts and statements set forth above are either (i) within my personal knowledge and are true and correct, or (ii) based upon information supplied to me by others, and as such are true and correct to the best of my knowledge, information, and belief.

EXECUTED this 20th day of August, 2024.

/s/ Lisa Nathanson Busch

Lisa Nathanson Busch, as specifically
authorized by Committee Co-Chairperson,
Darrell Kitchen

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

CAPLIN & DRYSDALE, CHARTERED

Kevin C. Maclay (*pro hac vice* pending)
Todd E. Phillips (*pro hac vice* pending)
Jeffrey A. Liesemer (VSB No. 35918)
Nathaniel R. Miller (*pro hac vice* pending)
1200 New Hampshire Avenue, NW, 8th Floor
Washington, DC 20036
Telephone: (202) 862-5000

*Proposed Counsel for the
Official Committee of Unsecured Creditors*

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

In re:

HOPEMAN BROTHERS, INC.,

Debtor.

Chapter 11

Case No. 24-32428 (KLP)

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
CAPLIN & DRYSDALE, CHARTERED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
EFFECTIVE NUNC PRO TUNC AS OF JULY 22, 2024**

Upon consideration of the *Application of the Official Committee of Unsecured Creditors to Retain and Employ Caplin & Drysdale, Chartered as the Committee’s Counsel, Effective Nunc Pro Tunc as of July 22, 2024* (the “**Application**”),¹ pursuant to sections 105(a), 328, and 1103(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the “**Local Rules**”), and section VI.F.4 of the Procedures for Complex Chapter 11 Cases in the Eastern District of Virginia (the “**Complex Case Procedures**”), authorizing and approving the employment of Caplin &

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

Drysdale, Chartered (“**Caplin & Drysdale**”) as Counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the above-captioned bankruptcy case (the “**Chapter 11 Case**”) of Hopeman Brothers, Inc. (the “**Debtor**”), effective as of July 22, 2024; and upon the declarations of Kevin C. Maclay and Lisa Nathanson Busch filed in support of the Application; and the Court having jurisdiction to consider the Application and the relief in the Application being a core proceeding pursuant to 28 U.S.C. § 157(b); and a hearing on the Application having been held before the Court on _____ (the “**Hearing**”); and the Court having reviewed the Application and having heard the statements in support of the Application at the Hearing; and the Court having found that Caplin & Drysdale represents or holds no interest adverse to the Debtor or its estate and is disinterested under section 101(14) of the Bankruptcy Code and as used in section 328 of the Bankruptcy Code; and the Court having determined that the relief requested in the Application is in the best interests of the Debtor’s estate, its creditors and other parties in interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances and no other or further notice of the Application need be provided; and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and after due deliberation and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. Objections, if any, to the relief requested in the Application that have not been withdrawn or resolved by this Order are overruled in all respects.
3. The Committee is authorized pursuant to sections 105(a), 328(a), and 1103(a) of the Bankruptcy Code to retain and employ Caplin & Drysdale as Counsel to the Committee under the terms and conditions set forth in the Application effective as of July 22, 2024.

4. The terms and conditions of the retention of Caplin & Drysdale set forth in the Application and in the Maclay Declaration are reasonable, and Caplin & Drysdale shall be compensated in accordance with sections 330 and 331 of the Bankruptcy Code, any applicable Bankruptcy Rule, any applicable Local Bankruptcy Rule, and any orders of the Court.

5. Caplin & Drysdale intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filing under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, both in connection with the Application and the interim and final fee applications filed by Caplin & Drysdale in the course of its engagement.

6. The Committee and Caplin & Drysdale are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. The Court shall retain jurisdiction, to the extent such jurisdiction exists, to hear and determine all matters arising from the implementation of this Order.

8. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.

Dated: _____, 2024
Richmond, Virginia

HONORABLE KEITH L. PHILLIPS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Jeffrey A. Liesemer

Kevin C. Maclay (*pro hac vice* pending)

Todd E. Phillips (*pro hac vice* pending)

Jeffrey A. Liesemer (VSB No. 35918)

Nathaniel R. Miller (*pro hac vice* pending)

CAPLIN & DRYSDALE, CHARTERED

1200 New Hampshire Avenue, NW, 8th Floor

Washington, DC 20036

Telephone: (202) 862-5000

Email: kmaclay@capdale.com

tphillips@capdale.com

jliesemer@capdale.com

nmiller@capdale.com

Proposed Counsel for the Official Committee of Unsecured Creditors

**CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)**

I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Jeffrey A. Liesemer