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*Proposed Special Insurance 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  
MORGAN, LEWIS & BOCKIUS LLP AS THE COMMITTEE’S SPECIAL  
INSURANCE COUNSEL, EFFECTIVE *NUNC PRO TUNC* AS OF JULY 29, 2024**

The Official Committee of Unsecured Creditors (the “**Committee**”) of Hopeman Brothers, Inc. (the “**Debtor**”), by and through the undersigned, hereby submits this application for an order approving and authorizing the employment and retention of Morgan, Lewis & Bockius LLP (“**Morgan Lewis**”) as the Committee’s special insurance counsel, effective *nunc pro tunc* as of July 29, 2024 (the “**Application**”). In support of this Application, the Committee relies on the declaration of Brady Edwards (the “**Edwards Declaration**”), attached hereto as **Exhibit A**, and



the declaration of Lisa Nathanson Busch, as specifically authorized by Committee Co-Chairperson, Darrell Kitchen (the “**Busch Declaration**,” and with the Edwards Declaration, the “**Declarations**”), attached hereto as **Exhibit B**, and respectfully represents as follows:

### **JURISDICTION**

1. The U.S. Bankruptcy Court for the Eastern District of Virginia (the “**Court**”) has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334, and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated August 15, 1984. This is a core proceeding pursuant to 28 U.S.C. § 157. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and rule predicates for the relief requested herein are sections 105(a), 327(e), 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 of the U.S. 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**

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 (the “**U.S. Trustee**”) 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. On July 29, 2024, the Committee selected Morgan Lewis to serve as its special insurance 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 Morgan Lewis to serve as special insurance counsel for the Committee, effective *nunc pro tunc* as of July 29, 2024, pursuant to sections 105(a), 327(e), 328, and 1103(a) of the Bankruptcy Code, 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 Morgan Lewis for its expertise and experience across various industries and legal fields, particularly in representing litigants pursuing insurance assets in asbestos-related cases, similar to the issues in this matter. With attorneys based across the United States and internationally, the firm is well-positioned to handle issues related to insurance coverage litigation, policy review and analysis, and the negotiation of complex insurance disputes, including those involving asbestos coverage. Notably, Morgan Lewis's insurance practice was recognized as *Law360's* insurance group of the year in 2020, and its litigation team was honored as *The National Law Journal's* insurance litigation department of 2021.

7. Morgan Lewis has served as special insurance counsel to debtors and post-confirmation trusts in asbestos-related chapter 11 cases that include *In re Western Asbestos Co.* (Bankr. N.D. Cal., Case No. 13-31914), *In re Plant Insulation Co.* (Bankr. N.D. Cal., Case No. 09-31347), *In re Thorpe Insulation Co.* (Bankr. C.D. Cal., Case No. 07-19271), and *In re J.T. Thorpe, Inc.* (Bankr. C.D. Cal., Case No. 02-14216). Additionally, the attorneys at Morgan Lewis who will be working on this matter have experience litigating asbestos-related coverage issues

against insurers outside of bankruptcy court, including but not limited to the following: *Covil Corporation v. Penn National Mutual Casualty Insurance Company*, Case No. 2022-000366 (Supreme Court of South Carolina) (counsel for the Receiver for Covil Corporation); *Davis Mechanical Contractors, Inc. v. Allstate Insurance Company, et al.*, Case No. 2022-CP-40-06627 (Richland County, South Carolina) (counsel for the Receiver for Davis Mechanical Contractors, Inc.); *Beaty Investments, Inc. v. Employers Mutual Casualty Company, et al.*, Case No. 2024-CP-40-03985 (Richland County, South Carolina) (counsel for the Receiver for Beaty Investments, Inc.); *Pipe & Boiler Insulation, Inc. f/k/a Carolina Industrial Insulating Co. v. Zurich American Insurance Company, et al.*, Case No. 2021-CP-40-03484 (Richland County, South Carolina) (counsel for the Receiver for Pipe & Boiler Insulation, Inc.); *Payne & Keller Company v. Travelers Casualty & Surety Company f/k/a Aetna Casualty & Surety Company, et al.*, Case No. 2021-CP-40-03484 (Richland County, South Carolina) (counsel for the Receiver for Payne & Keller Company); *Flame Refractories, Inc. v. National Union Fire Insurance Company of Pittsburgh, PA*, Case No. 2021-CP-40-03484 (Richland County, South Carolina) (counsel for the Receiver for Flame Refractories, Inc.); *Systra Engineering, Inc. v. Travelers Casualty and Surety Company, et al.*, Case No. 2021-CP-40-03484 (Richland County, South Carolina) (counsel for Systra Engineering, Inc.); *J&L Insulation, Inc., et al. v. United States Fidelity and Guaranty Company, et al.*, Case No. 2020-CP-40-01952 (Richland County, South Carolina) (counsel for the Receiver for J&L Insulation); *Standard Insulation Company of North Carolina v. Great American Insurance Company, et al.*, Case No. 2022-CP-40-01241 (Richland County, South Carolina) (counsel for the Receiver for Standard Insulation Company of North Carolina); *Burlington Industries, Inc. v. AIU Insurance Company, et al.*, Case No. 2021-CP-40-0573 (Richland County, South Carolina) (counsel for the Receiver for Burlington Industries); *Starr Davis Co., Inc., et al. v. Hartford*

*Accident & Indemnity Co., et al.*, Case No. 2019-CP-40-06243 (Richland County, South Carolina) (counsel for the Receiver for Starr Davis Company, Inc.); *HEFCO, Inc. v. Penn National Mutual Casualty Insurance Company*, Case No. 2024-CP-40-003650 (Richland County, South Carolina) (counsel for the Receiver for HEFCO, Inc.); *New-Indy Catawba, LLC, et al., v. Liberty Mutual Insurance Company, et al.*, Case No. 2021-CP-40-01084 (Richland County, South Carolina) (counsel for New-Indy Catawba LLC); *Cannon Elec. Inc. v. ACE Prop. & Cas. Co.*, No. BC 290354 (Los Angeles Cty., Cal. Super. Ct.) (counsel for ITT LLC and Goulds Pumps LLC); *SantaFe Braun, Inc. v. Allianz Underwriters Ins. Co.*, No. CGC-04-428686 (San Francisco Cty., Cal. Super. Ct.) (counsel for SantaFe Braun, Inc.); *Pepsi-Cola Metropolitan Bottling Co., Inc. v. Employers Ins. Co. of Wausau*, No. 2019CV1307 (Waukesha Cty., Wis. Cir. Ct.) (counsel for Pepsi-Cola Metropolitan Bottling Company, Inc.); *Henry Vogt Machine Co., Inc. v. Republic Insurance Company, et al.*, Case No. 2023-17016 (11th Judicial District Court, Harris County, Texas) (counsel for the Bankruptcy Trustee for Henry Vogt Machine Co.); *Am. Home Assurance Co., et al. v. Henry Vogt Machine Co., Inc.*, Case No. 23CI-2483 (Jefferson Cir. Court, Kentucky) (counsel for the Bankruptcy Trustee for Henry Vogt Machine Co.). The Committee submits that Morgan Lewis's knowledge, expertise, and experience with insurance coverage issues make it well-qualified to serve as the Committee's special insurance counsel in this Chapter 11 Case.

#### ***Services to be Rendered***

8. The Committee seeks to retain Morgan Lewis as special insurance counsel, subject to the Court's oversight and orders. Morgan Lewis will provide legal advice on insurance coverage matters related to this Chapter 11 Case, with anticipated services including, but not limited to:
  - a. Advising the Committee on steps to preserve and maximize insurance coverage;
  - b. Attending meetings and negotiating with representatives of the Debtor, its insurance carriers, the future claimants' representative (if one is appointed), and

other parties in interest in this Chapter 11 Case to preserve insurance coverage and resolve disputed insurance issues;

- c. Assisting the Committee with insurance-related matters in connection with formulating a chapter 11 plan and funding any trust established under the plan for the payment of asbestos claims;
- d. Analyzing and assisting the Committee in evaluating any settlement motions related to the Debtor’s insurance policies; and
- e. Providing additional advice or actions related to the Debtor’s insurance coverage as needed by the Committee.

9. The Committee requires knowledgeable counsel to render these professional services. As noted above, Morgan Lewis has substantial expertise in all of these areas. Accordingly, Morgan Lewis is well qualified to perform these services and represent the Committee’s interests in the Chapter 11 Case.

***Proposed Compensation and Reimbursement of Costs***

10. Subject to this Court’s approval and in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, and the orders and rules of this Court, the Committee requests that Morgan Lewis 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 Morgan Lewis professionals who may serve the Committee are as follows:<sup>1</sup>

<b>Professional</b>	<b>Position</b>	<b>2024 Hourly Rate</b>
Brady Edwards	Partner	\$1,860
Andrew J. Gallo	Partner	\$1,595
Jeffrey S. Raskin	Partner	\$1,430
W. Brad Nes	Partner	\$1,330
David S. Cox	Partner	\$1,265
Jamie Huffman	Associate	\$940
Audrey Gibson	Associate	\$755
Melody Chirozzi	Administrator of Policy Analysis, Reconstruction and Archaeology	\$455

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<sup>1</sup> Hourly rates are adjustable on an annual basis.

11. The foregoing list of Morgan Lewis professionals is not exclusive and other professionals at Morgan Lewis may perform services for the Committee. Moreover, the hourly rates and rate structure that Morgan Lewis will apply in this Chapter 11 Case are substantially identical to those it uses in comparable matters and are consistent with, or in some cases lower than, the rates charged by other large firms handling comparable matters. Time will be billed by Morgan Lewis attorneys and paraprofessionals in one-tenth hour increments.

12. The current range of hourly rates for Morgan Lewis attorneys and paraprofessionals who may work on this case is as follows, subject to modification as the case progresses:

<b>Category</b>	<b>Approximate Rate Range</b>
Partners	\$995-\$1,885
Of Counsel	\$955-\$1,195
Associates	\$690-\$985
Paraprofessionals	\$200-\$575

13. Morgan Lewis 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 Bankruptcy Rules, the Local Rules, the Complex Case Procedures, and orders of this Court. No promises have been received by Morgan Lewis or any member of the firm as to compensation in connection with the Chapter 11 Case. Morgan Lewis has no agreement with any other entity to share with such entity any compensation received by Morgan Lewis in connection with the Chapter 11 Case.

14. In addition to the hourly rates, it is Morgan Lewis's policy to charge clients for all additional expenses incurred in connection with their cases. These expenses may include, but are not limited to, postage, overnight mail, courier services, transportation, computer-assisted legal research, photocopying, airfare, meals, and lodging. Morgan Lewis will charge the Debtor's estate

for these expenses at rates consistent with those charged to its other clients, both inside and outside of bankruptcy proceedings.

15. Morgan Lewis did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement, and no Morgan Lewis 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, Morgan Lewis 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 Morgan Lewis 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 Morgan Lewis herein are reasonable.

***Morgan Lewis Satisfies the Requirements for Retention under the Bankruptcy Code***

18. Section 328(a) of the Bankruptcy Code permits a committee appointed under section 1102 of the Bankruptcy Code to “employ or authorize the employment of a professional person under section 327 or 1103 of [the Bankruptcy Code] . . . on any reasonable terms and conditions of employment.” 11 U.S.C. § 328(a). Additionally, section 1103(b) mandates that “[a]n attorney . . . employed to represent a committee appointed under section 1102 of [the Bankruptcy Code] may not, while employed by such committee, represent any other entity having an adverse interest in connection with the case.” 11 U.S.C. § 1103(b). Section 327(e) further refines this by eliminating the disinterestedness requirement, instead focusing the adverse interest test on the “matter on which such attorney is to be employed.” 11 U.S.C. § 327(e).



19. Furthermore, Bankruptcy Rule 2014(a) requires that an application for an order approving the employment of counsel pursuant to section 1103 of the Bankruptcy Code include:

[S]pecific facts showing the necessity for the employment, the name of the [counsel] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [counsel's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014(a).

20. To the best of the Committee's knowledge, and as detailed herein and in the Declarations: (a) Morgan Lewis does not hold or represent an interest adverse to the Debtor's estate concerning the matters on which it is employed; (b) Morgan Lewis has no agreement with any other entity to share compensation related to its representation of the Committee; (c) no employees of Morgan Lewis are related to any United States Bankruptcy Judge for the Eastern District of Virginia, the U.S. Trustee, or any employees of the U.S. Trustee; and (d) Morgan Lewis has no connections to the Debtor, its creditors, or any other party in interest, except as disclosed herein and in the Declarations.

21. Morgan Lewis will solely represent the Committee in this Chapter 11 Case. Morgan Lewis does not represent or hold any interest adverse to the Debtor or to the Debtor's estate with respect to the scope set forth in paragraph 8 of this Application. As such, Morgan Lewis's representation of the Committee in this Chapter 11 Case is in the best interest of the Debtor's estate. If Morgan Lewis discovers any information that is contrary to or pertinent to any of the statements made herein, it will promptly disclose such information to the Court by filing and serving a supplemental declaration on the U.S. Trustee and all parties who have filed a notice of appearance in this case.

22. The Committee and Morgan Lewis also intend to make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as outlined in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, both in connection with this Application and any interim and final fee applications filed by Morgan Lewis during its engagement.

23. The Committee submits that the retention of Morgan Lewis as special insurance counsel is reasonable, necessary, and appropriate, and meets the requirements of sections 327(e), 328, and 1103(b) of the Bankruptcy Code, as well as Bankruptcy Rule 2014(a) and Local Rule 2014-1. Granting the relief requested in this Application will enable the Committee to effectively carry out its duties under the Bankruptcy Code, is in the best interests of the Committee and those it represents, and should be approved by the Court.

#### **NO PRIOR REQUEST**

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

#### **NOTICE**

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. The Committee submits that, under the circumstances, no other or further notice is required.

**CONCLUSION**

For the reasons noted above, the Committee requests that this Court enter an order approving the retention and employment of Morgan Lewis as the Committee’s special insurance counsel, effective *nunc pro tunc* as of July 29, 2024, and granting such other and further relief as the Court deems just and appropriate. A proposed order is submitted herewith.

Dated: August 28, 2024

**OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

By: /s/ Charles W. Branham, III  
Charles W. Branham, III, 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**  
*Edwards Declaration*

**CAPLIN & DRYSDALE, CHARTERED**  
Kevin C. Maclay (*pro hac vice* pending)  
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*Proposed Special Insurance 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 BRADY EDWARDS IN SUPPORT OF THE APPLICATION OF  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO RETAIN AND  
EMPLOY MORGAN, LEWIS & BOCKIUS LLP AS THE COMMITTEE’S SPECIAL  
INSURANCE COUNSEL, EFFECTIVE *NUNC PRO TUNC* AS OF JULY 29, 2024**

Brady Edwards, pursuant to 28 U.S.C. § 1746, hereby declares as follows:

1. I am a litigation partner at Morgan, Lewis & Bockius LLP (“**Morgan Lewis**”), and a resident in the firm’s Houston office located at 1000 Louisiana Street, Suite 4000, Houston, Texas 77002-5006.

2. I submit this declaration (the “**Declaration**”) in support of the *Application of the Official Committee of Unsecured Creditors to Retain and Employ Morgan, Lewis & Bockius LLP*

as the Committee's Special Insurance Counsel, Effective Nunc Pro Tunc as of the July 29, 2024 (the "**Application**").<sup>1</sup> Unless otherwise specified, all statements are based on: (a) my personal knowledge; (b) information provided to me by the Committee and Morgan Lewis; (c) my review of relevant documents; or (d) my opinion derived from my experience and knowledge of Morgan Lewis's history.

### **I. Morgan Lewis's Qualifications**

3. Morgan Lewis regularly represents litigants pursuing insurance assets in asbestos-related cases, similar to the issues at hand. With attorneys based across the United States and internationally, the firm is well-positioned to handle issues related to insurance coverage litigation, policy review and analysis, and the negotiation of complex insurance disputes, including those involving asbestos coverage. Notably, Morgan Lewis's insurance practice was recognized as *Law360's* insurance group of the year in 2020, and its litigation team was honored as *The National Law Journal's* insurance litigation department of 2021.

4. Morgan Lewis has served as special insurance counsel to debtors and post-confirmation trusts in asbestos-related chapter 11 cases that include *In re Western Asbestos Co.* (Bankr. N.D. Cal., Case No. 13-31914), *In re Plant Insulation Co.* (Bankr. N.D. Cal., Case No. 09-31347), *In re Thorpe Insulation Co.* (Bankr. C.D. Cal., Case No. 07-19271), and *In re J.T. Thorpe, Inc.* (Bankr. C.D. Cal., Case No. 02-14216). Additionally, the attorneys at Morgan Lewis who will be working on this matter have experience litigating asbestos-related coverage issues outside of the bankruptcy court, including but not limited to the following: *Covil Corp. v. Penn National Mutual Casualty Insurance Co.*, Case No. 2022-000366 (Supreme Court of South Carolina) (counsel for the Receiver for Covil Corporation); *Davis Mechanical Contractors, Inc. v.*

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

*Allstate Insurance Co., et al.*, Case No. 2022-CP-40-06627 (Richland County, South Carolina) (counsel for the Receiver for Davis Mechanical Contractors, Inc.); *Beaty Investments, Inc. v Employers Mutual Casualty Co., et al.*, Case No. 2024-CP-40-03985 (Richland County, South Carolina) (counsel for the Receiver for Beaty Investments, Inc.); *Pipe & Boiler Insulation, Inc. f/k/a Carolina Industrial Insulating Co. v. Zurich American Insurance Co., et al.*, Case No. 2021-CP-40-03484 (Richland County, South Carolina) (counsel for the Receiver for Pipe & Boiler Insulation, Inc.); *Payne & Keller Company v. Travelers Casualty & Surety Co. f/k/a Aetna Casualty & Surety Co., et al.*, Case No. 2021-CP-40-03484 (Richland County, South Carolina) (counsel for the Receiver for Payne & Keller Company); *Flame Refractories, Inc. v. National Union Fire Insurance Co. of Pittsburgh, PA*, Case No. 2021-CP-40-03484 (Richland County, South Carolina) (counsel for the Receiver for Flame Refractories, Inc.); *Systra Engineering, Inc. v. Travelers Casualty and Surety Co., et al.*, Case No. 2021-CP-40-03484 (Richland County, South Carolina) (counsel for Systra Engineering, Inc.); *J&L Insulation, Inc., et al. v. United States Fidelity and Guaranty Co., et al.*, Case No. 2020-CP-40-01952 (Richland County, South Carolina) (counsel for the Receiver for J&L Insulation); *Standard Insulation Co. of North Carolina v. Great American Insurance Co., et al.*, Case No. 2022-CP-40-01241 (Richland County, South Carolina) (counsel for the Receiver for Standard Insulation Company of North Carolina); *Burlington Industries, Inc. v. AIU Insurance Company, et al.*, Case No. 2021-CP-40-0573 (Richland County, South Carolina) (counsel for the Receiver for Burlington Industries); *Starr Davis Co., Inc., et al. v. Hartford Accident & Indemnity Co., et al.*, Case No. 2019-CP-40-06243 (Richland County, South Carolina) (counsel for the Receiver for Starr Davis Company, Inc.); *HEFCO, Inc. v. Penn National Mutual Casualty Insurance Co.*, Case No. 2024-CP-40-003650 (Richland County, South Carolina) (counsel for the Receiver for HEFCO, Inc.); *New-Indy Catawba, LLC, et al., v. Liberty*

*Mutual Insurance Co., et al.*, Case No. 2021-CP-40-01084 (Richland County, South Carolina) (counsel for New-Indy Catawba LLC); *Cannon Elec. Inc. v. ACE Prop. & Cas. Co.*, No. BC 290354 (Los Angeles Cty., Cal. Super. Ct.) (counsel for ITT LLC and Goulds Pumps LLC); *SantaFe Braun, Inc. v. Allianz Underwriters Ins. Co.*, No. CGC-04-428686 (San Francisco Cty., Cal. Super. Ct.) (counsel for SantaFe Braun, Inc.); *Pepsi-Cola Metropolitan Bottling Co., Inc. v. Employers Ins. Co. of Wausau*, No. 2019CV1307 (Waukesha Cty., Wis. Cir. Ct.) (counsel for Pepsi-Cola Metropolitan Bottling Company, Inc.); *Henry Vogt Machine Co., Inc. v. Republic Insurance Co., et al.*, Case No. 2023-17016 (11th Judicial District Court, Harris County, Texas) (counsel for the Bankruptcy Trustee for Henry Vogt Machine Co.); *Am. Home Assurance Co., et al. v. Henry Vogt Machine Co., Inc.*, Case No. 23CI-2483 (Jefferson Circuit Court, Kentucky) (counsel for the Bankruptcy Trustee for Henry Vogt Machine Co.).

## **II. Services To Be Provided**

5. The Committee seeks to retain Morgan Lewis as special insurance counsel, subject to the Court's oversight and orders. Morgan Lewis will provide legal advice on insurance coverage matters related to this Chapter 11 Case, with anticipated services including, but not limited to:

- a. Advising the Committee on steps to preserve and maximize insurance coverage;
- b. Attending meetings and negotiating with representatives of the Debtor, its insurance carriers, the future claimants' representative (if one is appointed), and other parties in interest in this Chapter 11 Case to preserve insurance coverage and resolve disputed insurance issues;
- c. Assisting the Committee with insurance-related matters in connection with formulating a chapter 11 plan and funding any trust established under the plan for the payment of asbestos claims;
- d. Analyzing and assisting the Committee in evaluating any settlement motions related to the Debtor's insurance policies; and
- e. Providing additional advice or actions related to the Debtor's insurance coverage as needed by the Committee.



6. The firm will work closely with the Committee, its retained professionals, and any other professionals engaged by the Committee to ensure efficient collaboration and to avoid any unnecessary duplication of services or costs to the Debtor's estate.

### **III. Terms of Retention**

7. Morgan Lewis has agreed to assist the Committee under the terms and conditions outlined in the Application and Declaration. Morgan Lewis intends to seek the Court's approval for compensation and expense reimbursement in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any relevant orders issued by this Court.

8. The hourly rates and rate structure that Morgan Lewis will apply in this chapter 11 case are substantially identical to those it uses in comparable matters and are consistent with, or in some cases lower than, the rates charged by other large firms handling comparable matters. Morgan Lewis operates in a national marketplace for legal services, where rates are influenced by various factors, including the individual lawyer's expertise, area of specialization, the firm's overall expertise and reputation, the complexity of the work, and other relevant considerations.

9. Subject to this Court's approval, Morgan Lewis will charge for its legal services on an hourly basis in accordance with its standard and customary hourly rates, which are typically adjusted each January 1. These rates will be applied as of the date the services are rendered, and Morgan Lewis will also seek reimbursement for its actual, reasonable, and necessary out-of-pocket expenses incurred in connection with this case. Time will be billed by Morgan Lewis attorneys and paraprofessionals in one-tenth hour increments. The hourly rates currently charged by Morgan Lewis attorneys and paraprofessionals who are currently or could be staffed on this case, subject to modification depending upon further development, are as follows:

<b>Professional</b>	<b>Position</b>	<b>2024 Hourly Rate</b>
Brady Edwards	Partner	\$1,860
Andrew J. Gallo	Partner	\$1,595
Jeffrey S. Raskin	Partner	\$1,430
W. Brad Nes	Partner	\$1,330
David S. Cox	Partner	\$1,265
Jamie Huffman	Associate	\$940
Audrey Gibson	Associate	\$755
Melody Chirozzi	Administrator of Policy Analysis, Reconstruction and Archaeology	\$455

10. My current hourly rate is \$1,860. The current range of hourly rates for Morgan Lewis attorneys and paraprofessionals who may work on this case is as follows, subject to modification as the case progresses:

<b>Category</b>	<b>Approximate Rate Range</b>
Partners	\$995-\$1,885
Of Counsel	\$955-\$1,195
Associates	\$690-\$985
Paraprofessionals	\$200-\$575

11. It is also Morgan Lewis’s policy to charge clients for all additional expenses incurred in connection with their cases. These expenses may include, but are not limited to, postage, overnight mail, courier services, transportation, computer-assisted legal research, photocopying, airfare, meals, and lodging. Morgan Lewis will charge the Debtor’s estate for these expenses at rates consistent with those charged to its other clients, both inside and outside of bankruptcy proceedings.

12. There are no arrangements to compensate Morgan Lewis for the work to be performed in connection with the services other than as set forth and proposed to be approved in the Application and the Declaration. Morgan Lewis has not shared, nor agreed to share, (a) any compensation it has received or may receive with any other party or person, other than with members of my firm, or (b) any compensation another person or party has received or may receive

in connection with the services or otherwise concerning the Committee, other than as permitted by the Bankruptcy Code and Bankruptcy Rules.

**IV. Morgan Lewis Does Not Represent or Hold Interests Adverse to the Debtor's Estate in Connection with the Matters on Which Morgan Lewis is Retained**

13. As detailed herein, Morgan Lewis, along with certain partners, counsel, and associates, has previously worked, may currently work, and likely will work in the future with certain of Debtor's creditors and other parties in interest on matters unrelated to this chapter 11 case. To the best of my knowledge, these business relationships do not represent any interest materially adverse to the Debtor's estate concerning the matters for which Morgan Lewis is being retained by the Committee in this chapter 11 case.

14. To confirm that Morgan Lewis does not hold an adverse interest, the firm has conducted a search of its electronic database for connections with the individuals and entities listed on **Schedule 1**, which includes the Debtor's principal creditors, equity holders, and other parties in interest in this chapter 11 case. **Schedule 2** identifies certain creditors, equity holders, or other parties in interest that Morgan Lewis currently represents or has represented within the past two years. Except as identified on **Schedule 2** or otherwise described herein, Morgan Lewis does not currently represent, nor has it represented within the past two years, the parties listed on **Schedule 1** as of the filing date of the Application.

15. Based on the conflicts searches conducted to date, and to the best of my knowledge, no partner, counsel, or associate of Morgan Lewis currently represents, or has represented within the past two years, the parties listed on **Schedule 1**, except as disclosed on **Schedule 2** or otherwise described herein.

16. Additionally, based on the responses to an internal inquiry and except as otherwise set forth herein, I believe that none of the employees of Morgan Lewis are related to any United

States Bankruptcy Judges for the Eastern District of Virginia, the U.S. Trustee overseeing the Eastern District of Virginia, or any person employed in the office of the U.S. Trustee for the Eastern District of Virginia.

17. Further, based on the responses to an internal inquiry, I believe that no employees of Morgan Lewis own debt or equity securities of the Debtor, hold a claim against the Debtor, or are or were an officer, director, or employee of the Debtor.

18. Morgan Lewis will periodically review its files throughout the duration of this chapter 11 case to ensure that any new connections requiring disclosure are promptly identified. If any new relevant facts or relationships are discovered, Morgan Lewis will file a supplemental declaration with this Court, as required by Bankruptcy Rule 2014(a).

#### **V. Specific Disclosures**

19. As a large international law firm, Morgan Lewis routinely engages in various bankruptcy, litigation, and other proceedings, interacting with numerous attorneys, accountants, financial consultants, investment bankers, and other professionals who represent, or may in the future represent, creditors or other parties-in-interest in this case. Morgan Lewis may have provided services in the past, and may currently or in the future provide services in unrelated matters for individuals or entities who are parties-in-interest in this chapter 11 case. As of the filing of the Application, Morgan Lewis is not aware of any such representations, except as disclosed on **Schedule 2** or otherwise described herein. Further, as disclosed on Schedule 2, Mr. Darrell Kitchen, a Committee member, is a plaintiff in asbestos personal injury litigation in which Morgan Lewis represented defendants. These defendants have been dismissed or have resolved Mr. Kitchen's claims. Accordingly, Mr. Kitchen consents to Morgan Lewis's proposed retention as the Committee's special insurance counsel. None of the representations or contacts

described herein and/or disclosed on Schedule 2 are materially adverse to the Debtor's estate in connection with the matters on which Morgan Lewis is retained as set forth herein.

20. Morgan Lewis will represent only the Committee in this chapter 11 case and no other parties. If Morgan Lewis becomes aware of any information that is contrary to or relevant to any of the statements made herein, it will promptly disclose such information to the Court by filing and serving a supplemental declaration on the U.S. Trustee and all parties who have filed a notice of appearance in this case.

#### **VI. Statement Regarding U.S. Trustee Guidelines**

21. Morgan Lewis intends to make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as outlined in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the "Appendix B Guidelines"), both in connection with the Application and any interim and final fee applications filed by Morgan Lewis during its engagement.

#### **Attorney Statement Pursuant to Appendix B Guidelines**

22. The following information is provided in response to the request for additional details as set forth in ¶ D.1 of the Appendix B Guidelines:

**Question (a):** Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

**Question (b):** Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: None of the professionals from Morgan Lewis involved in this engagement have varied or will vary their rates based on the geographic location of the bankruptcy case.

**Question (c):** If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference?

Response: Not applicable. Morgan Lewis did not represent the Committee during the prepetition period given that the Committee did not exist until appointed on July 22, 2024 [D.I. 69].

23. The foregoing constitutes the statement of Morgan Lewis pursuant to sections 327(e), 328(a), and 1103(b) of the Bankruptcy Code, as well as Bankruptcy Rule 2014, and Local Rule 2014-1.

I declare under penalty of perjury that the foregoing is true and correct to the best my knowledge, information and belief.

Dated: August 28, 2024

By: /s/ Brady Edwards  
Brady Edwards (*pro hac vice* to be filed)  
**MORGAN, LEWIS & BOCKIUS LLP**  
1000 Louisiana Street, Suite 4000  
Houston, TX 77002-5006  
Telephone: (713) 890-5000  
Email: brady.edwards@morganlewis.com

**Schedule 1**

**Parties in Interest List<sup>1</sup>**

**1. Debtor**

Hopeman Brothers, Inc.

**2. Officers, Directors and Equity Holders**

Christopher Lascell  
Daniel Lascell  
Carrie Lascell Brown

**3. 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

**4. 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

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<sup>1</sup> This list (and the categories contained herein) are for purposes of a conflicts check only and should not be relied upon by any party as a list of creditors or for any other purpose. As listing a party once allows our conflicts specialists to run a check on such party, we have attempted to remove duplicate entries where possible. Accordingly, a party that otherwise would fall under multiple categories is likely to be listed under only one category.

Law Office of Philip C. Hoffman  
Pourciau Law Firm

**5. 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  
Simon Greenstone Panatier Bartlett PC  
Provost Umphrey Law Firm L.L.P.  
Gettys Law Group  
Goldberg, Persky & White, P.C.

**6. 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

**7. 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

**8. 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.

**9. Financial Institutions**

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

**10. 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

**11. 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

**12. Members of Official Committee of Unsecured Creditors**

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

**13. 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

**14. Proposed Professionals to Official Committee of Unsecured Creditors**

Caplin & Drysdale, Chartered

**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**

**Morgan Lewis Disclosures**

<b>Category</b>	<b>Person/Entity Identified</b>	<b>Connection</b>
<b>Category 1</b>	Hopeman Brothers, Inc.	Morgan Lewis is currently involved, or has in the past been involved, in tort litigation where the Debtor is a named defendant and Morgan Lewis represents other co-defendants that are unrelated to the Debtor. These matters are unrelated to the matters for which Morgan Lewis is being retained as the Committee's special insurance counsel in this chapter 11 case. Morgan Lewis will continue to review for potential conflicts and will submit a supplemental declaration if necessary.
<b>Categories 4, 5 and 6 Law Firms</b>	All law firms listed therein	Morgan Lewis is currently involved, or has in the past been involved, in asbestos and other types of litigation where opposing counsel consisted of the firms identified in categories 4, 5, and 6. These matters are unrelated to the matters for which Morgan Lewis is being retained as the Committee's special insurance counsel in this chapter 11 case. Further, a Morgan Lewis litigation partner in the firm's Dallas office (and not involved in Morgan Lewis's representation of the Committee as special insurance counsel) is married to Mr. Jeffery Simon of Simon Greenstone Panatier Bartlett, LLP (Category 5). Morgan Lewis will continue to review for potential conflicts and will submit a supplemental declaration if necessary.
<b>Category 7 Other Parties to Known Direct Action Lawsuits</b>	Huntington Ingalls Industries	Morgan Lewis represents Huntington Ingalls Industries in tax matters that are unrelated to the Debtor or the Debtor's chapter 11 case. Additionally, Morgan Lewis represents defendants in several asbestos tort cases involving cross-claims or third-party claims filed by Avondale Marine LLC, a subsidiary of Huntington Ingalls Industries, in Louisiana.
<b>Category 8 Insurers and Related Parties</b>	Allianz SE	Morgan Lewis represents Allianz entities in matters involving institutional investments and corporate M&A unrelated to the Debtor or the Debtor's chapter 11 case. Morgan Lewis, to the extent required, has a prospective conflict waiver for liability insurance coverage matters that may be implicated in the Debtor's chapter 11 case.
	American International Group	Morgan Lewis represents American International Group in matters involving institutional investments, private placements, and restructuring unrelated to the Debtor or the Debtor's chapter 11 case. Morgan Lewis, to the extent required, has a prospective conflict waiver for liability insurance coverage matters that may be implicated in the Debtor's chapter 11 case.

Category	Person/Entity Identified	Connection
	Berkshire Hathaway Inc.	Morgan Lewis represents portfolio companies of Berkshire Hathaway Inc., but not Berkshire Hathaway Inc., in matters unrelated to the Debtor or the Debtor’s chapter 11 case.
	Continental Casualty Company	Morgan Lewis represents Continental Casualty Company in matters involving institutional investments unrelated to the Debtor or the Debtor’s chapter 11 case. Morgan Lewis, to the extent required, has a prospective conflict waiver for liability insurance coverage matters that may be implicated in the Debtor’s chapter 11 case.
	Hartford Financial Services Group, Inc.	Morgan Lewis represents Hartford Financial Services Group, Inc. in matters involving institutional investments unrelated to the Debtor or the Debtor’s chapter 11 case. Morgan Lewis, to the extent required, has a prospective conflict waiver for liability insurance coverage matters that may be implicated in the Debtor’s chapter 11 case.
	Lexington Insurance Company	Morgan Lewis represents Lexington Insurance Company in matters involving institutional investments unrelated to the Debtor or the Debtor’s chapter 11 case. Morgan Lewis, to the extent required, has a prospective conflict waiver for liability insurance coverage matters that may be implicated in the Debtor’s chapter 11 case.
	Loews Corporation	Morgan Lewis represents Loews Corporation in matters involving institutional investments unrelated to the Debtor or the Debtor’s chapter 11 case. Morgan Lewis, to the extent required, has a prospective conflict waiver for liability insurance coverage matters that may be implicated in the Debtor’s chapter 11 case.
	Zurich Insurance Group Ltd.	Morgan Lewis represents Zurich Insurance Group Ltd. in matters involving institutional investments unrelated to the Debtor or the Debtor’s chapter 11 case. Morgan Lewis, to the extent required, has a prospective conflict waiver for liability insurance coverage matters that may be implicated in the Debtor’s chapter 11 case.
<b>Category 9</b> <b>Financial Institutions</b>	Citizens Bank	Morgan Lewis represents Citizens Bank in matters involving finance and restructuring, employee benefits, and securities litigation unrelated to the Debtor or the Debtor’s chapter 11 case. Morgan Lewis’s limited engagement solely as special insurance counsel to the Committee in the Debtor’s chapter 11 case does not give rise to an actual or potential conflict in connection with these unrelated matters.
	Deutsche Bank	Morgan Lewis represents Deutsche Bank in matters involving finance and restructuring, labor and employment, investment management, and structured finance unrelated to the Debtor or the Debtor’s chapter 11 case. Morgan Lewis’s limited engagement solely as

Category	Person/Entity Identified	Connection
		special insurance counsel to the Committee in the Debtor’s chapter 11 case does not give rise to an actual or potential conflict in connection with these unrelated matters.
	PNC Bank	Morgan Lewis represents PNC Bank in matters involving finance and restructuring, employee benefits, securities litigation, and corporate advice unrelated to the Debtor or the Debtor’s chapter 11 case. Morgan Lewis’s limited engagement solely as special insurance counsel to the Committee in the Debtor’s chapter 11 case does not give rise to an actual or potential conflict in connection with these unrelated matters.
	Truist Bank	Morgan Lewis represents Truist Bank in matters involving finance and restructuring, structured finance, securities regulation, and corporate advice unrelated to the Debtor or the Debtor’s chapter 11 case. Morgan Lewis’s limited engagement solely as special insurance counsel to the Committee does not give rise to an actual or potential conflict in connection with these unrelated matters.
	Wells Fargo Bank	Morgan Lewis represents Wells Fargo Bank in matters involving finance and restructuring, structured finance, securities regulation, labor and employment, tax, employee benefits, energy and project development, institutional investment, bankruptcy, litigation, and corporate advice unrelated to the Debtor or the Debtor’s chapter 11 case. Morgan Lewis’s limited engagement solely as special insurance counsel to the Committee in the Debtor’s chapter 11 case does not give rise to an actual or potential conflict in connection with these unrelated matters.
<b>Category 12</b>  <b>The Committee Members</b>	Darrell Kitchen	Darrell Kitchen, a Committee member, is a plaintiff in asbestos personal injury litigation in which Morgan Lewis represented defendants. These defendants have been dismissed or have resolved Mr. Kitchen’s claims. Accordingly, Mr. Kitchen consents to Morgan Lewis’s proposed retention as the Committee’s special insurance counsel.

# **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, 8<sup>th</sup> Floor  
Washington, DC 20036  
Telephone: (202) 862-5000

*Proposed Counsel for the  
Official Committee of Unsecured Creditors*

**MORGAN, LEWIS & BOCKIUS LLP**  
Brady Edwards (*pro hac vice* to be filed)  
1000 Louisiana Street, Suite 4000  
Houston, TX 77002-5006  
Telephone: (713) 890-5000

W. Brad Nes (*pro hac vice* to be filed)  
1717 Main Street, Suite 3200  
Dallas, TX 75201-7347  
Telephone: (214) 466-4000

Jeffrey S. Raskin (*pro hac vice* to be filed)  
One Market, Spear Street Tower, 28<sup>th</sup> Floor  
San Francisco, CA 94105-1596  
Telephone: (415) 442-1000

*Proposed Special Insurance 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  
MORGAN, LEWIS & BOCKIUS LLP AS THE COMMITTEE'S SPECIAL  
INSURANCE COUNSEL, EFFECTIVE *NUNC PRO TUNC* AS OF JULY 29, 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 Morgan, Lewis & Bockius LLP as the Committee’s Special Insurance Counsel, Effective Nunc Pro Tunc as of July 29, 2024*, (the “**Application**”).<sup>1</sup> 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 Morgan, Lewis & Bockius LLP (“**Morgan Lewis**”) are set forth in Morgan Lewis’s Application and supporting declaration of Brady Edwards, and represent that Morgan Lewis’s hourly rates and material terms are (a) comparable to both (i) the typical billing rates and terms for those lawyers for other comparable engagements and (ii) the billing rates and terms of other comparably skilled professionals, and (b) consistent with the market rate for comparable services.
- b. The Committee considered several law firms and selected Morgan Lewis as its special insurance counsel for this case because of the firm’s experience and knowledge.
- c. To supervise Morgan Lewis’s fees and expenses and to manage costs, the Committee will have the opportunity to review Morgan Lewis’s monthly fee statements and fee applications and will discuss any appropriate write-offs with Morgan Lewis before such fee statements and fee applications are filed.

4. In addition, as disclosed in the Edwards Declaration and Schedule 2 annexed thereto, my client, Mr. Darrell Kitchen, the Committee Co-Chairperson, is a plaintiff in asbestos personal injury litigation in which Morgan Lewis represented defendants that have either been

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

dismissed and/or Mr. Kitchen's claims have been resolved. Mr. Kitchen consents to Morgan Lewis's proposed retention as the Committee's special insurance counsel.

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 28th day of August, 2024.

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

**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)  
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*Proposed Counsel for the  
Official Committee of Unsecured Creditors*

**MORGAN, LEWIS & BOCKIUS LLP**  
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San Francisco, CA 94105-1596  
Telephone: (415) 442-1000

*Proposed Special Insurance 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 MORGAN, LEWIS & BOCKIUS LLP  
AS SPECIAL INSURANCE COUNSEL TO THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS, EFFECTIVE *NUNC PRO TUNC* AS OF JULY 29, 2024**

Upon consideration of the *Application of the Official Committee of Unsecured Creditors to Retain and Employ Morgan, Lewis & Bockius LLP as the Committee's Special Insurance Counsel, Effective Nunc Pro Tunc as of July 29, 2024* (the "**Application**"),<sup>1</sup> pursuant to sections 105(a), 327(e), 328, and 1103(a) of title 11 of the United States Code (the "**Bankruptcy Code**"),

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

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, authorizing and approving the employment of Morgan, Lewis & Bockius LLP (“**Morgan Lewis**”) as special insurance 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 29, 2024; and upon the declarations of Brady Edwards and Lisa Nathanson Busch filed in support of the Application (the “**Declarations**”); 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 (if any) having been held before the Court (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 Morgan Lewis represents or holds no interest adverse to the Debtor’s estate concerning the matters on which it is employed; 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. Pursuant to sections 105(a), 327(e), 328(a), and 1103(b) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Committee is authorized to employ and retain Morgan Lewis as special insurance counsel under the terms and conditions set forth in the Application and the Declarations effective as of July 29, 2024.
4. The terms and conditions of the retention of Morgan Lewis set forth in the Application and in the Declarations are reasonable, and Morgan Lewis shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court.
5. Morgan Lewis 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 Morgan Lewis in the course of its engagement.
6. The Committee and Morgan Lewis are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
7. Notwithstanding any provision in the Bankruptcy Code or the Bankruptcy Rules to the contrary, this Order shall be effective and enforceable immediately upon entry.
8. This Court shall retain exclusivity jurisdiction with respect to the enforcement, implementation or interpretation of this Order.

Dated: \_\_\_\_\_, 2024  
Richmond, Virginia

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HONORABLE KEITH L. PHILLIPS  
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

CAPLIN & DRYSDALE, CHARTERED

/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)  
1200 New Hampshire Avenue, NW, 8<sup>th</sup> Floor  
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tphillips@capdale.com  
jliesemer@capdale.com  
nmiller@capdale.com

*Proposed Counsel to the  
Official Committee of Unsecured Creditors*

MORGAN, LEWIS & BOCKIUS LLP

Brady Edwards (*pro hac vice* to be filed)  
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*Proposed Special Insurance Counsel to 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