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

In re:

HOPEMAN BROTHERS, INC.,

Debtor.

Chapter 11

Case No. 24-32428 (KLP)

**MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
UNDER BANKRUPTCY RULE 2004 TO EXAMINE THE DEBTOR**

The Official Committee of Unsecured Creditors (“**Committee**”), by and through its undersigned counsel, represents as follows in support of this motion (“**Motion**”):

RELIEF REQUESTED

1. The Committee seeks entry of an order, substantially in the form annexed hereto as **Exhibit A**, authorizing the Committee to examine the debtor-in-possession, Hopeman Brothers, Inc. (“**Debtor**”), as described herein, and authorizing and directing the Debtor to (1) answer interrogatories and produce documents, as requested in the form annexed hereto as **Exhibit B**, and



(2) testify under oath at a deposition scheduled by the Committee on at least fourteen (14) calendar days' notice.

JURISDICTION AND LEGAL GROUNDS

2. The Court has subject-matter jurisdiction to hear and decide this Motion under 28 U.S.C. §§ 157(a) and 1334(b) and the Standing Order of Reference from the United States District Court for the Eastern District of Virginia, dated August 15, 1984. This matter is a core proceeding under 28 U.S.C. § 157(b), and this Court has authority to adjudicate this Motion consistent with Article III of the United States Constitution.

3. The bases for the relief requested herein are 11 U.S.C. §§ 105(a) and 1103(c)(2), Rule 2004 of the Federal Rules of Bankruptcy Procedure (“**Bankruptcy Rules**”), and Rule 2004-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (“**Local Rules**”).

PRELIMINARY STATEMENT

4. Based on the Debtor's representations in this case to date, insurance coverage for asbestos claims is the most significant asset available to pay the Debtor's asbestos victims, the most significant creditors in the case. As the estate fiduciary charged with representing the interests of those creditors, it is critical that the Committee be given full discovery as to that coverage and related issues. It is likewise critical that the Committee be given discovery into relevant prepetition transactions to understand the potential estate claims against insiders and others that the Debtor seeks to cut off pursuant to its filings to date.

BACKGROUND

5. On June 30, 2024, the Debtor commenced the above-captioned case by filing its petition for relief under chapter 11 of the Bankruptcy Code. The Debtor continues to act as a debtor-in-possession in accordance with §§ 1107(a) and 1108 of the Bankruptcy Code.

6. The Debtor asserts that it commenced its chapter 11 case “to utilize [its] remaining cash and its unexhausted insurance policies issued by solvent insurers to address the over 2,700 asbestos-related personal injury claims asserted and unresolved against the Debtor as of June 23, 2024, as well as likely-to-be asserted prepetition asbestos-related personal injury claims against the Debtor” Debtor’s Mot. for Order (I) Establishing Bar Dates for Submitting Proofs of Non-Asbestos Claim; (II) Approving Procedures for Submitting Proofs of Non-Asbestos Claim; (III) Approving Notice Thereof; (IV) Approving a Tailored Proof of Non-Asbestos Claim Form; and (V) Granting Related Relief ¶ 9, at 3, Docket No. 74.

7. On June 30, 2024, the Debtor filed the Motion of the Debtor for Entry of an Order (I) Approving the Settlement Agreement and Release Between the Debtor and the Chubb Insurers; (II) Approving the Assumption of the Settlement Agreement and Release Between the Debtor and the Chubb Insurers; (III) Approving the Sale of Certain Insurance Policies; (IV) Issuing an Injunction Pursuant to the Sale of Certain Insurance Policies; and (V) Granting Related Relief [Docket No. 9] (“**Chubb Settlement Motion**”).

8. On July 10, 2024, the Debtor filed the Motion of the Debtor for Entry of an Order (I) Approving the Settlement Agreement and Release Between the Debtor and Certain Settling Insurers; (II) Approving the Sale of Certain Insurance Policies; (IV) *[sic]* Issuing an Injunction Pursuant to the Sale of Certain Insurance Policies; and (V) *[sic]* Granting Related Relief [Docket No. 53] (together with the Chubb Settlement Motion, the “**Insurance Settlement Motions**”).

9. On July 12, 2024, the Debtor filed its proposed Plan of Liquidation of Hopeman Brothers, Inc. Under Chapter 11 of the Bankruptcy Code [Docket No. 56] (“**Proposed Plan**”), together with its accompanying proposed Disclosure Statement with Respect to the Plan of

Liquidation of Hopeman Brothers, Inc. Under Chapter 11 of the Bankruptcy Code [Docket No. 57].

10. On July 22, 2024, the Office of the United States Trustee formed the Committee and appointed its members. Appointment of Unsecured Creditors Committee, Docket No. 69.

11. On August 6, 2024, the Office of the United States Trustee held a meeting of the Debtor's creditors in accordance with § 341 of the Bankruptcy Code. See Notice of Commencement of Chapter 11 Case and Meeting of Creditors, Docket No. 39.

DISCUSSION

12. Bankruptcy Rule 2004 provides that “[o]n motion of any party in interest, the court may order the examination of any entity” as to the “acts, conduct, or property or to the liabilities and financial condition of the debtor, or to any matter which may affect the administration of the debtor’s estate[.]” Fed. R. Bankr. P. 2004(a)-(b). The examination may relate to “the operation of any business and the desirability of its continuance, the source of any money or property acquired or to be acquired by the debtor for purposes of consummating a plan and the consideration given or offered therefor, and any other matter relevant to the case or to the formulation of a plan.” Fed. R. Bankr. P. 2004(b).

13. Rule 2004 allows for “broad and unfettered discovery[.]” *In re Jasper Pellets, LLC*, 647 B.R. 151, 155 (Bankr. D.S.C. 2022) (citing *In re Enron Corp*, 281 B.R. 836, 841 (Bankr. S.D.N.Y. 2002)); see also *In re Wash. Mut., Inc.*, 408 B.R. 45, 49 (Bankr. D. Del. 2009) (“The scope of a Rule 2004 examination is ‘unfettered and broad.’” (citation omitted)); 9 COLLIER ON BANKRUPTCY ¶ 2004.01 (16th ed. 2024) (“The scope of Rule 2004(b) is very broad[.]”). To that end, “[a] Rule 2004 examination allows a broad ‘fishing expedition’ into an entity’s affairs for the purpose of obtaining information relevant to the administration of the bankruptcy estate.” *In re*

Szadkowski, 198 B.R. 140, 141 (Bankr. D. Md. 1996) (citing *In re M4 Enters., Inc.*, 190 B.R. 471, 474 (Bankr. N.D. Ga. 1995); *In re Ecam Publ'ns, Inc.*, 131 B.R. 556, 559 (Bankr. S.D.N.Y. 1991)).

14. “The purpose of a Rule 2004 examination is to ‘show the condition of the estate and to enable the court to discover its extent and whereabouts, and to come into possession of it, that the rights of the creditor may be preserved.’” *In re Braxton*, 516 B.R. 787, 794 (E.D.N.C. 2014) (quoting *Cameron v. United States*, 231 U.S. 710, 717 (1914)). Rule 2004 examinations are appropriate for revealing the nature and extent of bankruptcy estate and for “discovering assets, examining transactions, and determining whether wrongdoing has occurred.” *In re Sabbatical, Inc.*, No. 3:16-BK-30247, 2021 WL 4048733, at *5 (Bankr. S.D. W. Va. Sept. 2, 2021) (citing *Enron Corp.*, 281 B.R. at 840). Stated differently, the rule’s “obvious purposes are the discovery of assets of the estate and the exposure of fraudulent conduct.” *In re Symington*, 209 B.R. 678, 684 (Bankr. D. Md. 1997) (citing *In re Foerst*, 93 F. 190 (S.D.N.Y. 1899)). Given its broad scope, “[a] Rule 2004 examination plays an essential role in bankruptcy cases, serving as a supplement to the meeting of creditors.” *In re Martin*, 403 B.R. 359, 362 (Bankr. D.S.C. 2009).

15. Here, within a matter of weeks and before the Committee was appointed, the Debtor filed two Insurance Settlement Motions and its Proposed Plan. The Insurance Settlement Motions seek to liquidate the Debtor’s principal remaining asset: its asbestos-related insurance coverage. The Proposed Plan would address and treat the largest class of creditors in this case: the holders of asbestos-related personal-injury and wrongful-death claims against the Debtor. The Committee seeks to pursue the Rule 2004 discovery requested herein to understand, *inter alia*, the Debtor’s liability insurance program, the insurance policies providing the coverage, the aggregate limits (if any) of the coverage provided under those policies, and any agreements that purport to govern or limit the Debtor’s insurance coverage, such as coverage-in-place agreements and any previous

settlement agreements. In addition, the Committee seeks to understand the nature and substance of the negotiations between the Debtor and its insurers that resulted in the insurance settlements and the grounds on which the Debtor believes these settlements are reasonable.

16. The Committee also seeks Rule 2004 discovery to understand the grounds for certain provisions in the Proposed Plan, such as the various proposed injunctions therein and the proposed blanket release of potential avoidance claims and other estate causes of action for apparently no consideration (Proposed Plan §§ 10.2, 10.4, 10.6). Finally, the Committee seeks to examine how the Debtor was financially managed during the years before its chapter 11 filing, as well as the nature and extent of any payments that the Debtor made to insiders.

17. The discovery requested in this Motion falls within the broad scope of Rule 2004. *See, e.g., McLaughlin v. McPhail*, 707 F.2d 800, 804 (4th Cir. 1983); *Jasper Pellets, LLC*, 647 B.R. at 155; *Wash. Mut., Inc.*, 408 B.R. at 49; *Szadkowski*, 198 B.R. at 141. The requested discovery¹ would provide relevant information to assist the Committee in investigating the assets, asbestos-related liabilities, and financial condition of the Debtor. *See Braxton*, 516 B.R. at 794; *Sabbatical, Inc.*, 2021 WL 4048733, at *5; *Symington*, 209 B.R. at 684. In addition, the requested discovery would allow the Committee to investigate the prepetition payments or transactions the Debtor engaged in to determine whether there was any wrongdoing. *See Sabbatical, Inc.*, 2021 WL 4048733, at *5; *Symington*, 209 B.R. at 684; *In re Shakir*, 623 B.R. 532, 540 (Bankr. N.D. Ill. 2021) (noting that a debtor admitted during a Rule 2004 examination that his construction company did not charge insider-owned companies for its services). Moreover, the discovery would allow the Committee to determine the desirability and appropriateness of the Debtor's

¹ Interrogatories that seek answers within the scope of Bankruptcy Rule 2004 are permitted. *See In re McClain Feed Yard, Inc.*, No. 23-20084-RLJ7, 2024 WL 1715172, at *4 (Bankr. N.D. Tex. Apr. 19, 2024) (allowing a chapter 7 trustee to propound an interrogatory as part of a Rule 2004 examination).

proposed insurance settlements and its Proposed Plan. *See In re Health Diagnostic Lab'y, Inc.*, 551 B.R. 218, 225 (Bankr. E.D. Va. 2016) (Huennekens, J.) (granting a Rule 2004 motion over objection to investigate prepetition transactions that revealed evidence regarding rights of access to available proceeds under two of the debtors' insurance policies). These matters go to the heart of the Debtor's proposed liquidation. The Court should therefore approve the Committee's requested Rule 2004 discovery.

RESERVATION OF RIGHTS

18. The Committee reserves the right to request and/or to conduct or seek any other discovery in this chapter 11 case, in accordance with Bankruptcy Rule 2004 or other applicable law, from any person or entity.

NO PRIOR REQUEST

19. No previous request for the relief requested herein has been made to this Court.

INCORPORATION OF MEMORANDUM OF LAW

20. In accordance with Local Rule 9013-1(F), this Motion incorporates the requisite memorandum of points and authorities into this single pleading.

CONCLUSION

For the reasons explained above, this Court should grant the Motion and enter the proposed order annexed hereto as **Exhibit A**, authorizing the Committee to examine the Debtor under Rule 2004, as described herein, and authorizing and directing the Debtor to (1) answer interrogatories and produce documents, as requested in the form annexed hereto as **Exhibit B**, and (2) testify under oath at a deposition scheduled by the Committee on at least fourteen (14) calendar days' notice; and grant such other and further relief as this Court deems just and appropriate.

Respectfully submitted,

CAPLIN & DRYSDALE, CHARTERED

/s/ Jeffrey A. Liesemer

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Dated: August 30, 2024

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Exhibit A

CAPLIN & DRYSDALE, CHARTERED
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*Proposed Special Insurance Counsel for the
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**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

HOPEMAN BROTHERS, INC.,

Debtor.

Chapter 11

Case No. 24-32428 (KLP)

ORDER GRANTING MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS UNDER BANKRUPTCY RULE 2004 TO EXAMINE THE DEBTOR

Upon consideration of the *Motion of the Official Committee of Unsecured Creditors Under Bankruptcy Rule 2004 to Examine the Debtor* (“**Motion**”),¹ in accordance with sections 105(a) and 1103(c)(2) of the Bankruptcy Code, Rule 2004 of the Federal Rules of Bankruptcy Procedure, and Rule 2004-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia; the Committee having provided adequate and appropriate notice of the Motion under the circumstances and no other or further notice of the Motion need be provided;

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

and the Court having determined that the legal and factual bases set forth in the Motion 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 Motion is GRANTED in its entirety.
2. Objections, if any, to the relief requested in the Motion that have not been withdrawn or otherwise resolved are overruled in all respects.
3. The Committee is granted leave to examine the Debtor by way of interrogatories and document requests set forth in Exhibit B to the Motion; and the Debtor is authorized and directed to answer those interrogatories and produce documents in response to those document requests within fourteen (14) calendar days after entry of this Order.
4. The Committee is hereby granted leave to examine the Debtor by deposition upon oral examination on at least fourteen (14) days' notice or at such other date, time, and place that the Committee and the Debtor may agree to; and the Debtor is authorized and directed, through its designated representative(s), to appear and testify under oath at such deposition.
5. This Order is without prejudice to the rights of the Committee to apply for further discovery of the Debtor or of any other person or entity.
6. The Committee is 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:

CAPLIN & DRYSDALE, CHARTERED

/s/ Jeffrey A. Liesemer

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**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

Exhibit B

CAPLIN & DRYSDALE, CHARTERED
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**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

HOPEMAN BROTHERS, INC.,

Debtor.

Chapter 11

Case No. 24-32428 (KLP)

**THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS'
DISCOVERY REQUESTS TO THE DEBTOR UNDER BANKRUPTCY RULE 2004**

In accordance with Rule 2004 of the Federal Rules of Bankruptcy Procedure (“**Bankruptcy Rules**”) and Rule 2004-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (“**Local Rules**”), the Official Committee of Unsecured Creditors (“**Committee**”) of Hopeman Brothers, Inc. (“**Debtor**”) hereby requests that the Debtor serve written answers under oath to the interrogatories set forth below and produce the documents requested below for inspection and copying at the offices of Caplin & Drysdale, Chartered, 1200 New Hampshire Avenue, NW, 8th Floor, Washington, DC 20036 and Morgan,

Lewis & Bockius LLP, 1717 Main Street, Suite 3200, Dallas, TX 75201 within fourteen (14) days of the date hereof, or at such other time and place as may be ordered by the Court or agreed to by the Committee and the Debtor. The interrogatories and document requests set forth below are referred to, collectively, as the “**Discovery Requests.**”

DEFINITIONS

All terms defined herein shall apply to the Instructions set forth below and Discovery Requests.

1. “**2007 Reincorporation**” means the reincorporation that the Debtor engaged in or underwent in or about February 2007, whereby the Debtor reincorporated in Virginia.

2. “**2015 Corporate Restructuring**” means the restructuring or reorganization that the Debtor engaged in or underwent in or about 2015, whereby AWH Corporation merged into the Debtor.

3. “**Affiliate**” means an “affiliate” (as defined in 11 U.S.C. § 101(2)) of, or any predecessor of, the Debtor.

4. “**Asbestos**” shall include all asbestos or asbestiform minerals of either the amphibole or serpentine group, including chrysotile, amosite, crocidolite, tremolite, anthophyllite, and actinolite.

5. “**Asbestos-Containing Product**” is an inclusive term that includes mined Asbestos; crude Asbestos; processed Asbestos; Asbestos compounds; materials and products containing Asbestos, including industrial compounds, or pharmaceutical, cosmetic, or hygiene products. “Asbestos-Containing Product” is not limited with respect to product type or form and includes all product types and forms.

6. An “**Asbestos Claim**” means any formal or informal lawsuit, workers’ compensation claim, legal process, civil action, demand letter, notice of claim, proof of claim, or

any similar assertion advanced by an individual (or an individual's personal representative) alleging bodily injuries or wrongful death caused by exposure to Asbestos or Asbestos-Containing Products. "Asbestos Claim" includes any claim or demand ever asserted regardless of how such claim was resolved (by settlement, dismissal, or otherwise) and regardless of whether such claim resulted in the filing of a civil lawsuit by the claimant.

7. "**Cinnabar**" means Cinnabar Solutions, Inc.

8. "**Communication**" means any transmittal of information, whether internal or external, and encompasses every medium of transmittal, including all inquiries, discussions, conversations, negotiations, agreements, understandings, meetings, telephone conversations, letters, notes, telegrams, correspondence, memoranda, emails, facsimile transmissions, or other form of verbal, written, mechanical, or electronic disclosure, in Your actual or constructive control or custody or in the control or custody of any of Your current or former Affiliates, representatives, or advisors.

9. The words "**concerning**," "**relate to**," "**related to**," "**relating to**," "**refer to**," "**referring to**," "**pertain to**," and "**pertaining to**," when used in any of the Discovery Requests, mean recording, summarizing, digesting, referencing, commenting on, describing, evidencing, reporting, listing, analyzing, studying, or otherwise discussing or mentioning in any way, in whole or in part, a subject matter identified in the Discovery Request.

10. "**Continental Casualty**" means the civil action captioned *Hopeman Bros., Inc. v. Continental Casualty Co.*, Civil Action No. 4:16-cv-187-MSD-LRL (E.D. Va.).

11. "**Database**" means a collection of data in whatever form arranged for ease and speed of retrieval through the use of computerized or mechanical means.

12. “**Documents**” mean all materials within the full scope of Federal Rule of Civil Procedure 34 and Federal Rule of Evidence 1001, including: all writings and recordings, including the originals and all non-identical copies, and all drafts thereof, whether different from the original by reason of any notation made on such copies or otherwise (including e-mail and attachments, correspondence, memoranda, notes, diaries, minutes, statistics, letters, telegrams, receipts, returns, summaries, pamphlets, books, interoffice and intraoffice Communications, offers, notations of any sort of conversations, working papers, applications, permits, file wrappers, indices, telephone calls, meetings, printouts, teletypes, telefax, invoices, worksheets, and all drafts, alterations, modifications, changes, and amendments of any of the foregoing), graphic or aural representations of any kind (including photographs, charts, microfiche, microfilm, videotape, recordings, motion pictures, plans, drawings, surveys), and electronic, mechanical, magnetic, optical, or electronic records or representations of any kind (including computer files and programs, tapes, cassettes, discs, recordings, and metadata). For the sake of clarity, Documents shall include Communications.

13. “**Financial Statements**” mean any Documents related to an entity’s accounting or finances, including audited or unaudited balance sheets, income statements, statements of cash flow, bank statements, general ledgers, financial reports, balance sheets, and Documents reflecting assets and liabilities, gross and net revenues, net income, adjusted and unadjusted EBITDA (i.e., earnings before interest, taxes, depreciation and amortization), capitalization, profits, expenses, profitability, and/or notes or footnotes of any of the foregoing.

14. “**Identify**” means, with respect to a person, to give, to the extent known, the person’s full name, present or last known address, and when referring to a natural person, additionally, the present or last known place of employment. Identify means, with respect to a

Document, to give, to the extent known, the (i) type of Document; (ii) general subject matter; (iii) date of Document; (iv) author(s), addressee(s), and recipient(s); and (v) if produced, the Bates number.

15. “**Insurer**” means any entity that provided insurance to the Debtor, Wayne, or both, including the Policies.

16. “**Lascell Declaration**” or “**Lascell Decl.**” means the *Declaration of Christopher Lascell in Support of Chapter 11 Petition and First Day Pleadings of Hopeman Brothers, Inc.*, filed in the bankruptcy case No. 24-32428 (Bankr. E.D. Va.), at Docket No. 8, on June 30, 2024.

17. “**Meeting**” refers to the contemporaneous presence of any natural persons (including by telephone, chat room, video conference, bulletin board programs, or instant messenger program), for any purpose, whether or not such presence was by chance or prearranged, and whether or not the Meeting was formal or informal or occurred in connection with some other activity. Meeting also includes and calls for the production of, but is not limited to, Documents such as presentations, minutes, records, invites, invitations, calendar reminders, or calendars regarding a Meeting, and Communications regarding the Meeting.

18. “**Policy**” means any liability policy issued to the Debtor, Wayne, or both, or under which the Debtor or Wayne has any rights, providing coverage for any time period, that do not include an absolute or total asbestos exclusion, including any liability policy that comprises the Debtor’s and/or Wayne’s “liability insurance program.” Lascell Decl. ¶ 30.

19. A Document is in the “**possession, custody, or control**” of a person or entity if such person or entity has the legal right or practical ability to obtain the Document, regardless of its source or present location.

20. “**Proposed Insurance Settlements**” mean the proposed settlements described in the Motion of the Debtor for Entry of an Order (I) Approving the Settlement Agreement and Release Between the Debtor and the Chubb Insurers; (II) Approving the Assumption of the Settlement Agreement and Release Between the Debtor and the Chubb Insurers; (III) Approving the Sale of Certain Insurance Policies; (IV) Issuing an Injunction Pursuant to the Sale of Certain Insurance Policies; and (V) Granting Related Relief, filed in the bankruptcy case No. 24-32428 (Bankr. E.D. Va.), at Docket No. 9, on June 30, 2024, and in the Motion of the Debtor for Entry of an Order (I) Approving the Settlement Agreement and Release Between the Debtor and Certain Settling Insurers; (II) Approving the Sale of Certain Insurance Policies; (IV) Issuing an Injunction Pursuant to the Sale of Certain Insurance Policies; and (V) Granting Related Relief, filed in the bankruptcy case No. 24-32428 (Bankr. E.D. Va.), at Docket No. 53, on July 10, 2024.

21. “**Proposed Plan**” means the *Plan of Liquidation of Hopeman Brothers, Inc. Under Chapter 11 of the Bankruptcy Code*, filed in the bankruptcy case No. 24-32428 (Bankr. E.D. Va.), at Docket No. 56, on July 12, 2024.

22. “**US Joiner**” means US Joiner LLC.

23. “**Wayne**” means Wayne Manufacturing Corporation.

24. The words “**You**” and “**Your**” and variants thereof refer to the Debtor.

INSTRUCTIONS

The preceding Definitions apply to each of these Instructions, and for purposes of these Discovery Requests, the following Instructions shall be followed:

1. All responses to the Discovery Requests shall comply with the requirements of the Bankruptcy Rules, the Local Rules, and the Procedures for Complex Chapter 11 Cases in the Eastern District of Virginia.

2. Unless otherwise indicated, the Documents requested to be produced herein include all Documents in Your possession, custody, or control or the possession, custody, or control of anyone acting on Your behalf. This includes Documents in the possession, custody, or control of each of Your counsel, representatives, agents, servants, employees, experts, investigators, or consultants and, unless otherwise privileged, their counsel, representatives, agents, servants, employees, experts, investigators, or consultants, wherever those Documents and materials are maintained.

3. You must produce the original and all non-identical copies of Documents, including drafts and copies upon which notations or additional writings have been made. A Document with handwritten, typewritten, or other recorded notes, editing marks, etc., is not and shall not be deemed identical to one without such modifications, additions, or deletions. The term “original” includes the file copy and copies of any document if there is no actual original or ribbon copy. If You are not able to produce the original of any document, please produce the best available copy and all non-identical copies, including drafts.

4. Documents not otherwise responsive to these Requests should be produced: (i) if such Documents mention, discuss, refer to, explain, or concern one or more Documents that are responsive to these Requests; (ii) if such Documents are attached to, enclosed with, or accompany Documents that are responsive to these Requests; or (iii) if such Documents constitute routing slips, transmittal memoranda or letters, comments, evaluations, or similar materials that relate to Documents that are responsive to these Requests.

5. If any requested Document or other Document potentially responsive to these Requests is withheld for any reason, including under any claim of privilege, including the

attorney-client privilege and attorney work product doctrine, You must provide a privilege log for those documents.

6. If a Document sought herein was at one time, but is no longer, in Your actual or constructive possession, custody, or control, state whether it: (i) is missing or lost; (ii) has been destroyed; (iii) has been transferred to others; or (iv) has been otherwise disposed of. In each instance, identify the Document, state the time period during which it was maintained, state the circumstance and date surrounding authorization for such disposition, identify each person having knowledge of the circumstances of the disposition, and identify each person who had possession, custody, or control of the Document.

7. If any requested Document or other Document potentially responsive to these Requests are subject to destruction under any document retention or destruction program, the Document(s) should be exempted from any scheduled destruction and should not be destroyed unless otherwise permitted by the Court.

8. If Documents stored electronically have been “deleted” from a computer, but are still retrievable in some form, any such responsive Documents shall be retrieved and produced, either in hard copy or a readily readable electronically recorded form.

9. Documents sought herein shall not contain redactions unless such redactions are made to protect information subject to the attorney-client privilege and/or work-product doctrine. In the event any Documents are produced with redactions, You must provide a privilege log for those Documents.

10. These Discovery Requests are not intended to be duplicative. All Discovery Requests should be responded to fully and to the extent not covered by other Discovery Requests.

11. For purposes of interpreting the Discovery Requests, the singular includes the plural and vice versa, except as the context may otherwise require; any request propounded in the present tense shall also be read as if propounded in the past tense and vice versa; reference to any gender includes the other gender; the words “and” and “or” shall be construed as either conjunctive or disjunctive in such manner as will broaden as widely as possible the scope of any request for production; the word “all” means “any and all”; the word “any” means “any and all.” The definitions of terms herein shall apply equally to the singular and plural forms of the terms defined. Whenever the context may require, any pronoun shall include the corresponding masculine, feminine, and neuter forms. The words “include,” “includes,” and “including” shall be deemed to be followed by the phrase “without limitation.” The word “will” shall be construed to have the same meaning and effect as the word “shall.” Unless otherwise stated: (i) any definition of or reference to any agreement, instrument, or other document herein shall be construed as referring to such agreement, instrument or other document as from time to time amended, supplemented or otherwise modified; (ii) any reference herein to any person or entity shall be construed to include such person’s or such entity’s successors and assigns; (iii) the words “herein,” “hereof,” and “hereunder,” and words of similar import, shall be construed to refer to these Discovery Requests in their entirety and not to any particular portion hereof; and (iv) the words “assets” and “properties” shall be construed to have the same meaning and effect and to refer to any and all tangible and intangible assets and properties, including cash, securities, accounts, and contract rights. Any ambiguity in a Discovery Request shall be construed to bring within the scope of the Discovery Request all responses that otherwise could be construed to be outside of its scope.

12. If an objection is made to any Discovery Request, state Your objection and the ground or grounds with particularity in Your written response. Any ground not stated will be

waived. If an objection is made only to part of the Discovery Request, identify that part in Your written response and state Your objection and the grounds therefor. An objection to any Discovery Request shall indicate: (i) if there are responsive Documents that are withheld on the basis of Your objection; and (ii) if there are no responsive Documents that have been withheld on the basis of Your objection.

13. These Discovery Requests are continuing, to the full extent required or permitted under the Bankruptcy Rules. If, after producing the requested Documents, You obtain or become aware of any further information or Documents responsive to these Discovery Requests, You are required to produce such additional Documents. Supplemental responses should be served within fourteen (14) days after such information or Documents become known to You. If, after answering any of the interrogatories below, You obtain or become aware of any information not previously disclosed that is responsive to one or more of the interrogatories, You are required to supplement such interrogatories. Supplemental interrogatory responses should be served within fourteen (14) days after such information becomes known to You.

14. If any part of these Discovery Requests cannot be responded to in full, respond to the extent possible, specifying the reason(s) for Your inability to respond to the remainder, and stating whatever information or knowledge You have concerning the portion to which You do not respond.

15. The fact that an investigation is continuing or that discovery is incomplete shall not be a justification for failing to respond to these Discovery Requests based on the knowledge or information that You possess at the time You respond to these Discovery Requests. If an investigation is continuing or discovery is not complete with respect to the matter inquired into by any Discovery Request, so state in Your response to that Discovery Request.

16. If the identity of Documents responsive to a Discovery Request or if any information responsive to an interrogatory is not known, then that lack of knowledge must be specifically indicated in writing. If any information requested by a Discovery Request is not in Your possession but is known or believed to be in the possession of another person or entity, then identify that person or entity and state the basis of Your belief or knowledge that the requested information is in such person's or entity's possession.

INTERROGATORIES

1. Identify all Policies that are not subject to the Proposed Insurance Settlements and which the Debtor does not contend are exhausted, and for all such Policies, state the status of any litigation or settlement negotiations with the Insurers.

2. Explain the chronology of negotiation events leading up to the Proposed Insurance Settlements.

3. State all facts you contend support the following provision: "As of the Effective Date, Hopeman hereby fully, finally, and forever releases, relinquishes, and discharges all Avoidance Actions and all other Claims and Causes of Action that it holds against any third parties solely as a result of its status as a Debtor in Possession" (Proposed Plan art. 10.6); and Identify all natural persons whom you contend have knowledge of any of those facts.

4. Identify any periods of time between 1937 and the present during which the Debtor was self-insured or maintained no comprehensive general liability, excess, and/or umbrella coverage.

DOCUMENTS REQUESTED

1. All Financial Statements, solvency reports or analyses (including any analyses of equity value, capitalization, ability to pay obligations and liabilities, and/or ability to continue to conduct business), quality of earnings reports, fairness opinions, valuations, audits, financial

projections, business plans, liquidation analyses, actuarial analyses or projections, and projected cash flows, and/or any analyses related thereto, of the Debtor, and all other Documents relating to the Debtor's valuation, including relating to the Debtor's Asbestos Liabilities, including those performed by Stout Risius Ross, LLC, that were prepared at any time during the period of January 1, 2014 to the present.

2. All Documents reflecting the Debtor's and its Affiliates' (including AWH Corporation's) bank accounts and investment accounts from January 1, 2002 to the present.

3. All Documents reflecting the month-end balances in the Debtor's and its Affiliates' (including AWH Corporation's) bank accounts and investment accounts from January 1, 2002 to the present.

4. All Databases relating to or referring to Asbestos Claims against, or the liabilities of, the Debtor, Wayne, or their Affiliates in a searchable electronic format.

5. All Documents in the nature of spreadsheets, tables or charts containing summary information about Asbestos Claims against the Debtor, Wayne, or their Affiliates, including information about the number of claims brought, the dates and jurisdiction of claims, types of claim, disease types, litigation outcomes, dismissal, settlement, or other resolution types, resolution dates, and/or resolution amounts (including amounts funded by the Debtor and amounts funded by the Insurers).

6. All Communications between the Debtor, or anyone acting on the Debtor's behalf (including attorneys or brokers), and any Insurers, from January 1, 2014 to the present.

7. All Documents reflecting the case name and caption for any insurance coverage litigation by or against the Debtor or concerning the Policies.

8. All Documents outlining, discussing, summarizing, or relating to total costs incurred to date for any defense and indemnity obligations of the Debtor for Asbestos Claims, including related to the Debtor's historical defense spend.

9. All Documents and Communications relating to "the amounts reimbursed by the Insurers" to the Debtor. Lascell Decl. ¶¶ 35-36.

10. All monthly billing invoices sent to the Debtor's Insurers by Special Claims Services, Inc.

11. All asbestos claim trend forms completed by the Debtor, Wayne, or both for Resolute Management, Inc.

12. All discovery responses served by the parties in *Continental Casualty*.

13. Transcripts of all depositions taken in *Continental Casualty*.

14. All expert reports served by the parties in *Continental Casualty*.

15. All Documents produced by the Debtor in *Continental Casualty*, including those with the Bates range of HBI 00000001-00031201.

16. All Documents relating to Wayne's dissolution.

17. All Documents relating to the 2007 Reincorporation, including Documents relating to the purpose of, rationale for, motivation for, or reason behind the 2007 Reincorporation.

18. All Documents relating to the negotiations that resulted in the Proposed Insurance Settlements.

19. All Documents reflecting the agreements reached that underlie the Proposed Insurance Settlements.

20. All Documents relating to any salary, payment, bonus, fee, equity distribution, expense reimbursement, perquisite, loan, or compensation of any kind paid by the Debtor or its

Affiliates to Christopher Lascell, Daniel Lascell, Carrie Lascell Brown, David M. Lascell, or any of the Debtor's former officers or directors from January 1, 2002 to the present.

21. All Documents relating to any loan made by Christopher Lascell, Daniel Lascell, Carrie Lascell Brown, David M. Lascell, or any of the Debtor's former officers or directors to the Debtor from January 1, 2002 to the present.

22. All Documents relating to any Meetings of the Debtor's directors or officers from January 1, 2002 to the present.

23. All Documents relating to the positions Christopher Lascell, Daniel Lascell, Carrie Lascell Brown, David M. Lascell, or any of the Debtor's former officers or directors have held at the Debtor and the Affiliates from January 1, 2002 to the present.

24. All Documents relating to the transfer(s) of the Debtor's or its Affiliates' equity to David M. Lascell, including Documents reflecting consideration of any kind made in connection therewith.

25. All Documents relating to the transfer of the Debtor's equity from David M. Lascell to Christopher Lascell, Daniel Lascell, and Carrie Lascell Brown, including Documents reflecting consideration of any kind made in connection therewith.

26. All Documents relating to the Debtor's spinoff of its cabinet-making business into Cinnabar (*see* Lascell Decl. ¶ 17), including Documents relating to the purpose of, rationale for, motivation for, or reason behind any transfer, distribution, disposition, allocation, or change of control of any rights, obligations, liabilities, claims, funds, assets, or consideration of any kind made in connection with the spinoff.

27. All Documents relating to the sale of Cinnabar in 2007 (*see* Lascell Decl. ¶ 17, n.3), including Documents relating to the purpose of, rationale for, motivation for, or reason behind the

sale, the purchaser in the sale, the sale price, consideration of any kind made in connection with the sale, and consideration the Debtor received in connection with the sale.

28. All Documents relating to the Debtor selling “substantially all of its remaining shipbuilding-related assets” to US Joiner in 2003 (*see* Lascell Decl. ¶ 17), including the Asset Purchase Agreement dated December 23, 2003, and Documents relating to the purpose of, rationale for, motivation for, or reason behind any transfer, distribution, disposition, allocation, or change of control of any rights, obligations, liabilities, claims, funds, assets, or consideration of any kind made in connection with the asset sale.

29. All Documents relating to any loans issued by or to the Debtor at any time from January 1, 2002 to the present.

30. All Documents relating to the 2015 Corporate Restructuring, including Documents relating to the purpose of, rationale for, motivation for, or reason behind any transfer, distribution, disposition, allocation, or change of control of any rights, obligations, liabilities, claims, funds, assets, or consideration of any kind made in connection with the 2015 Corporate Restructuring.

31. All federal, state, and local tax returns of the Debtor and its Affiliates from January 1, 2002 to the present.

32. All “Administrative Agreements” referenced in paragraph 25 of the Lascell Declaration.

33. All “settlement agreements” referenced in paragraph 29 of the Lascell Declaration.

34. All Documents You identified in any of Your responses to any of the interrogatories above, which support any of Your responses to any such interrogatories, or which You used to respond to any such interrogatories.

[Signature of counsel on following page]

Dated: August 30, 2024

CAPLIN & DRYSDALE, CHARTERED

/s/ Jeffrey A. Liesemer

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