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Proposed Counsel for Debtor and Debtor in Possession

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

In re: :
 : **Chapter 11**
 :
HOPEMAN BROTHERS, INC., : **Case No. 24-32428 (KLP)**
 :
 : **Debtor.** :
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OMNIBUS REPLY OF DEBTOR IN SUPPORT OF SETTLEMENT PROCEDURES MOTION AND IN OPPOSITION TO MOTIONS TO CONTINUE HEARING ON SETTLEMENT PROCEDURES MOTION

Hopeman Brothers, Inc., the debtor and debtor in possession in the above-captioned chapter 11 case (the “Debtor”),¹ hereby submits this consolidated (i) omnibus reply (this “Reply”) in support of the *Motion of the Debtor for Entry of an Order (I) Establishing Procedures to Schedule Hearings to Consider the Insurer Settlement Motions; (II) Approving the Form and Manner of Notice Thereof; and (III) Granting Related Relief* [Docket No. 54] (the “Settlement Procedures Motion”² and, the proposed settlement procedures contained therein, as modified pursuant to the

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

² Three objections (collectively, the “Settlement Procedures Objections”) were filed in opposition to the Settlement Procedures Motion: (i) *Huntington Ingalls Industries, Inc.’s Objection to Motion of Debtor for Entry of Order (I) Establishing Procedures to Schedule Hearings to Consider Insurer Settlement Motions; (II) Approving Form and Manner of Notice Thereof; and (III) Granting Related Relief* (the “III Objection”)



Revised Order (defined below), the “Settlement Procedures”) and (ii) opposition (the “Objection”) to the motions to continue the hearing on the Settlement Procedures Motion (collectively, the “Continuance Motions”).³ In further support of the Settlement Procedures Motion, the Debtor represents as follows:

PRELIMINARY STATEMENT

1. At the September 10 hearing, the Debtor will ask the Court to approve the Settlement Procedures Motion and schedule a hearing on the Chubb Insurers Settlement Motion [Doc. No. 9] and Certain Settlement Insurers Settlement Motion [Doc. No. 53] (collectively, the “Settlement Motions”). The Debtor will request a hearing no earlier than the November 12 omnibus hearing. The Debtor will ask the Court to approve the form and manner of notice of the hearing on the Settlement Motions to ensure all parties will have adequate notice and an opportunity to be heard in connection with approval of the Settlement Motions.

2. If the Court grants the requested relief, parties will have more than sixty (60) days’ notice of the hearing on the Settlement Motions – approximately forty (40) days more notice than the twenty (21) days required under Bankruptcy Rule 2002(a) – and, thus, more than sufficient

[Docket No. 136] filed on behalf of Huntington Ingalls Industries, Inc. (“HI”); (ii) *Objection to Motion of the Debtor for Entry of an Order (I) Establishing Procedures to Schedule Hearings to Consider the Insurance Settlement Motions; (II) Approving the Form and Manner of Notice Thereof; and (III) Granting Related Relief* (the “Roussel Claimants Objection”) [Docket No. 137] filed on behalf of certain purported Louisiana claimants (the “Roussel Claimants”); and (iii) *Provisional Objection of the Official Committee of Unsecured Creditors to the Debtor’s Insurance Settlement Procedures Motion* (the “Committee Objection”) [Docket No.140] filed on behalf of the Official Committee of Unsecured Creditors (the “Committee”).

³ Two Continuance Motions were filed regarding the Settlement Procedures Motion: (i) the *Motion of the Official Committee of Unsecured Creditors to Extend the Response Deadline and Continue the Hearing on the Debtor’s Insurance Settlement Procedures Motion* (the “Committee Continuance Motion”) [Docket No. 120] filed on behalf of the Committee; and (ii) *Motion to Extend the Response Deadline and Continue Hearing on the Debtor’s Insurance Settlement Procedures Motion* (the “Roussel Claimants Continuance Motion”) [Docket No. 122] filed on behalf of the Roussel Claimants.

notice and opportunity to analyze the relief sought in the Settlement Motions and to participate in the hearing on such motions. The Debtor also has agreed with certain parties-in-interest that the Settlement Procedures Motion only will apply to these two Settlement Motions, and the Debtor will need to seek further relief from the Court if it wants to approve settlement procedures for any other Insurer Settlement Motion, if any additional such motion is filed. Annexed hereto as Exhibit A is a revised Proposed Order (the “Revised Order”) that incorporates what the Debtor intends to request at the September 10 hearing, and annexed hereto as Exhibit B is a redline of the Revised Order compared to the original Proposed Order filed with the Settlement Procedures Motion.

3. The question at the September 10 hearing now should simply be whether sixty (60) days’ notice of the hearing on the Settlement Motions and the proposed form and manner of notice thereof are sufficient. The Debtor believes both are sufficient based on the facts of this case and the applicable Bankruptcy Rules, and, moreover, that it is critical and in the best interests of the Debtor’s estate and the Debtor’s creditors that the Court schedule the Settlement Motions for a hearing and help move this chapter 11 case forward.

4. Contrary to the arguments raised in the Settlement Procedures Objections and Continuance Motions, there is no legitimate basis to delay scheduling the hearing on the Settlement Motions and delay providing notice to all parties-in-interest of such motions. Both Settlement Motions have been on file with this Court for approximately two (2) months, and as explained in such motions and the First Day Declaration, the relief sought in the Settlement Motions is critical for the Debtor to achieve the goals of this chapter 11 case – monetizing the Debtor’s insurance policies so the proceeds of such policies can be transferred to a liquidation trust and have the funds available to the trustee to administer the claims and make distributions to allowed Asbestos-Related Claimants in a fair and equitable manner.

5. Given the significance of the Settlement Motions to the success of this chapter 11 case, the Debtor also filed the Settlement Procedures Motion approximately two (2) months ago – on July 10 – to obtain approval of procedures at the August 6 omnibus hearing that would provide as much notice as possible, as soon as possible, before the hearing on the Settlement Motions. The Debtor wants approval of the proposed noticing process, including publication notices, before spending the money necessary to execute on the proposed process.

6. At the request of the Committee shortly after its appointment on July 22, the Debtor agreed to continue the hearing on the Settlement Procedures Motion for more than thirty (30) days, to September 10, providing the Committee and all other parties in interest additional time to consider the proposed notice and publication procedures. The Committee, Roussel Claimants and HII now seek an additional thirty (30) days simply to consider the notice procedures, with no guarantee that they will be ready to move forward after that additional time.

7. Such relief misses the fact that the Debtor is not an operating business and has limited resources to fund the bankruptcy process. This is not a chapter 11 case to let languish in bankruptcy, especially when the Settlement Motions have been on file since mid-July, and the Debtor already continued the hearing on the Settlement Procedures Motion previously for more than thirty (30) days to accommodate the Committee's request.

8. To date neither the Committee nor the Roussel Claimants have offered any comments on the notice procedures themselves. In fact, instead of suggesting ways to improve the notice or its circulation, the Committee has simply taken the unwarranted and unhelpful position that the hearing on the notice procedures should not take place until the Committee is in agreement with the Settlement Motions themselves. That position, of course, ignores the fact that

these are the Debtor's Settlement Motions, not joint motions with the Committee, and that the Debtor is entitled to prosecute its motions with adequate notice.

9. Symptomatic of their hindering position on the Settlement Procedures, the Committee also has, for no articulated reason, failed to sign a Confidentiality Agreement with the Debtor to allow the Committee to receive much of the confidential documents and information the Debtor believes the Committee reasonably might want to review to prepare for significant matters to be addressed in this case, including the hearing to approve of the Settlement Motions. The Debtor provided counsel to the Committee with a proposed form of Confidentiality Agreement within days of the Committee appointment. A month later, the Debtor had received no comments. Six weeks later, after having now fully negotiated the terms to counsels' satisfaction, the Committee has failed to agree to sign or even agree to sign the negotiated agreement.

10. Despite their moving at a glacial pace since its appointment in focusing on the critical issues in this case and failing to enter into an appropriate Confidentiality Agreement, the Committee in its Continuance Motion insincerely alleges a continuance is needed on the Settlement Procedures hearing because the Debtor has largely obstructed the Committee's discovery requests by, among other things, refusing to produce any documentation in connection with the Debtor's motion to stay [Docket No. 7]. *See* Committee Continuance Motion, ¶ 4. To the contrary, the Debtor produced to the Committee, on an expedited basis, approximately 4,200 pages of documents and responses to eleven (11) interrogatories and twenty-seven (27) document requests nine (9) days after receiving the discovery requests from the Committee in connection with the motion to stay, even prior to the Committee being a party to a contested matter. The Debtor made clear in the responses and in separate communications with the Committee that the Debtor is standing ready and able to produce more documents, principally confidential agreements

with insurers and related documents, once the Committee signs a standard confidentiality agreement that the Debtor provided to the Committee more than six (6) weeks ago.⁴ The alleged lack of responsive documents being produced is an issue of the Committee's making.

11. Put plainly, since its appointment on July 20, the Committee has had, and will continue to have, if it uses diligence, plenty of time to review and analyze the relief sought in the Settlement Motions, including in advance of the proposed November 12 hearing. It is appropriate to now schedule those motions for a hearing, give all other parties-in-interest sufficient time and opportunity to review the two Settlement Motions and move this bankruptcy case forward.

12. Accordingly, the Debtor submits that the Court should (i) overrule the Settlement Procedures Objections, (ii) deny the Continuance Motions, and (iii) enter the Revised Order at the September 10 hearing, scheduling the Chubb Insurers Settlement Motion and Certain Settlement Insurers Settlement Motion for November 12, and approving the form and manner of notice thereof.

ARGUMENT AND REPLY

13. This reply will first address the Continuance Motions and then address the individual Settlement Procedures Objections.

A. Continuance Motions

14. At bottom, the main position taken via the Continuance Motions to warrant a further continuation of the hearing on the Settlement Procedures Motion is that creditors should vet the Settlement Motions and the terms of the applicable underlying insurer settlement agreements *before* the Court should even entertain the notion of approving the Settlement Procedures. *See*

⁴ The Debtor also made its witness for the hearing on the motion to stay available to the Committee for a deposition on September 4.

Committee Continuance Mot., ¶ 18; Roussel Claimants Continuance Mot., p. 8. This position is unfounded and a hindrance to this being a successful bankruptcy case.

15. As this Court is fully aware, it is common practice in bankruptcy courts across the nation, in relation to a myriad of substantive forms of relief, including sale motions and settlement motions, to seek court approval of associated noticing procedures *prior* to the approval of the substantive relief being sought. Indeed, the substantive relief requested frequently changes, in some cases significantly, between the time of notice under the approved procedures and the actual hearing in response to objections or issues raised by parties-in-interest. The goal is to give as many parties as possible ample opportunity to consider the substantive relief sought, as well as inform parties early how to receive and follow changes to the relief sought, before substantive relief is granted. And, the key issue in evaluating whether the procedures are appropriate is whether the notice complies with the notice requirements under applicable rules and law. Nothing in this chapter 11 case presents a marked difference from any other chapter 11 case that warrants requiring the Debtor to proceed differently as it pertains to the Settlement Motions.

16. Moreover, as explained above, if the Court schedules the Approval Hearing no earlier than November 12, the Debtor will provide parties sixty (60) days' notice of the Approval Hearing, which is approximately forty (40) days more notice than the twenty (21) days required under Bankruptcy Rule 2002(a) of a (i) proposed use, sale, or lease of property of the estate other than in the ordinary course of business and (ii) the hearing on approval of the compromise or settlement of a controversy. The Debtor's proposed notice procedures more than comply with the applicable rules and law.

17. The Debtor submits that the continuance already provided for the hearing on the Settlement Procedures Motion has provided the Committee and other interested parties ample time

in assessing whether they take issue with the proposed *procedures* relating to items such as the content of the notice of the Settlement Motions, the method of providing notice, and the timing of this Court's consideration of the relief requested in the motions. Importantly, and as discussed more below, none of the objections take issue with the proposed noticing or publication procedures, other than nebulously requesting more time to review the matter without explanation for how much time is needed.

18. In light of the foregoing, the Debtor respectfully submits that the argument in support of the Continuance Motions are inadequate to justify further delay, and the Continuance Motions should be denied by this Court.

B. HII Objection

19. Through its objection, HII objects to the Settlement Procedures Motion on the grounds that the Settlement Procedures are “unnecessarily expedited” and stand to harm the ability of interested parties to adequately protect their interests in connection with the Settlement Motions. HII Obj., ¶ 4. More specifically, HII states that, with respect to the Settlement Motions, there should be a meaningful discovery and notice periods and that “the period between notice and hearing should be no fewer than ninety (90) days.” HII Obj., ¶¶ 6-7.

20. The Debtor has to balance providing parties with opportunity to take discovery with avoiding a delayed, protracted process that will result in additional administrative expenses given the limited resources of the estate. By the time of the proposed Approval Hearing on November 12, the Settlement Motions will have been filed and on the docket for over one-hundred twenty (120) days, with notice of the hearing being provided sixty (60) days in advance. The Debtor submits that is more than sufficient time for parties to consider the issues, take necessary discovery,

and prepare for a hearing, and believes the Revised Order, while providing for another sixty (60) days, rather than ninety (90) days, adequately should resolve HII's Objection.

C. Committee Objection and Roussel Claimants Objection

21. The remaining Settlement Procedures Objections—the Committee and Roussel Claimants Objections—assert arguments in favor of denying the Settlement Procedures Motion that generally fall into the following two categories: (i) arguments asserting that the noticing and discovery timeline contemplated by the Settlement Procedures is too condensed; or (ii) arguments that are not ripe for this Court's consideration because they are, at their core, prematurely addressing the substance and merits of the Settlement Motions themselves.

22. A court may grant a procedures order and overrule unresolved objections if the proposed procedures are “in the best interest of the Debtor, its estate, its creditors and all other parties-in-interest” and the “legal and factual bases set forth in the Motion establish just cause for the relief granted [t]herein.” *In re SVB Fin. Grp.*, 2023 Bankr. LEXIS 1315, at *12-13 (Bankr. S.D.N.Y. May 17, 2023) (granting bid procedures motion and overruling unresolved objections). Courts considering a proposed procedures order look to whether (i) the proposing party has provided “[a] reasonable opportunity to object or be heard”; (ii) parties have received appropriate notice; (iii) the procedures were “proposed in good faith by the [d]ebtor [and are] fair, reasonable and appropriate under the circumstances”; and (iv) the proposed procedures are “in the best interest” of all parties. *Id.* at *14; *see also In re Champion Motor Group, Inc.*, 2009 Bankr. LEXIS 4696, at *5 (Bankr. E.D.N.Y. Dec. 18, 2009) (granting a bid procedures motion as “[t]he Bidding Procedures were negotiated in good faith by the Debtor and the Purchaser and, as modified by the Court, are reasonable and appropriate.”). For the reasons set forth below, the Court should overrule the Committee and Roussel Claimants Objections.

a. The Committee Objection

23. The Committee asserts two primary objections to the Settlement Procedures Motion. First, that the Debtor's proposed notice and briefing deadlines are unreasonably accelerated for procedures that surround insurance settlement agreements. Committee Obj., ¶¶ 8–10. Second, that the Settlement Procedures cannot “deem” non-objecting asbestos claimants to have consented to the [settlement agreements] for purposes of section 363(f) of the Bankruptcy Code. *Id.*, ¶¶ 4–7.

24. First, the Debtor fully incorporates the arguments set forth above with respect to the noticing of the Settlement Motions and the discovery timeline in connection therewith and submits that the proposed Settlement Procedures, as modified pursuant to the Revised Order, satisfy the factors bankruptcy courts consider when determining whether to approve settlement procedures. The Debtor's Settlement Procedures were proposed in good faith, are appropriate under the circumstances, and are in the best interest of the Debtor, its bankruptcy estate, and its creditors. These procedures, as modified, provide a minimum of sixty (60)-days' notice through service of the Settlement Motions prior to the November Hearing for pleadings that have been on the docket for at least one-hundred twenty (120) days. This is in addition to the proposed newspaper publications of the Settlement Motions in an attempt to reach potential creditors of the Debtor's that, at this time, are unknown. Under these circumstances, sixty (60) days' notice is a reasonable period that allows ample opportunity for discovery and briefing in connection with the Settlement Motions. The fact that the Committee, now almost two months after appointment, has failed to take any meaningful action to initiate discovery on motions that that have been on file since before its appointment is a problem of the Committee's own making, and the Committee will

have plenty of time to rectify its problem and proceed diligently and in good faith with discovery in advance of a November 12 hearing on the Settlement Motions.

25. Critically, the timing afforded to interested parties must be balanced with the realities and needs of this chapter 11 case. The Debtor has a finite amount of resources to fund its chapter 11 case given it is no longer operating. Significant further delay on considering something as simple as noticing procedures, let alone the substantive issues, could result in exorbitant administrative expenses. The Debtor already has agreed to one continuance of the Settlement Procedures Motion and should be allowed to move forward with its case as presently proposed.

26. Second, the Committee objects to the Settlement Procedures Motion as improper “because it asks this Court to ‘deem’ the consent of non-objecting creditors for purposes of § 363(f)(2).” Committee Objection, ¶ 7. This assertion is plain wrong, as the Settlement Procedures Motion is purely a non-substantive, procedural motion that never makes reference to section 363 of the Bankruptcy Code. This objection goes to the substantive merits of the Settlement Motions prematurely. Any objections to the substance and merits of the Settlement Motions are not presently ripe for consideration and, to the extent not resolved in advance, should be raised in connection with the response deadline for the proposed November Hearing.

27. Moreover, it should not be lost on the Committee, this Court, or any other interested party that the Debtor takes seriously the supplemental injunctive relief sought through the Settlement Motions. That relief was negotiated and is an important feature to the agreement set forth in the Settlement Motions to ensure the settling parties will get the benefit of their bargains, if approved by the Court. It is the Debtor’s desire to begin effectuating notice of the Settlement Motions to asbestos claimants and other interested parties in accordance with the Settlement Procedures as soon as possible, so that all parties have an opportunity to engage in meaningful

discussions with the Debtor's professionals and, to the extent necessary, seek discovery surrounding and/or file responses to the Settlement Motions.

28. The Debtor submits that, because the Committee's objections regarding the Settlement Procedures are either already sufficiently addressed through the Amended Proposed Order or do not address the Settlement Procedures and instead go to the merits of the Insurer Settlement Motions, the Committee's objections should be overruled.

b. The Roussel Claimants Objection

29. The Roussel Claimants Objection, in sum, is a contention that the Settlement Procedures are procedurally improper and should be denied because the injunctive relief being sought through the Settlement Motions must be brought pursuant to an adversary proceeding, the contemplation of which is not provided for in the Settlement Procedures. *See* Roussel Claimants Obj., p. 3. As with the Committee's concern about section 363(f) issues, this objection prematurely seeks to address the substantive relief sought by the Settlement Motions rather than the procedural adequacy of the proposed Settlement Procedures. The Roussel Claimants Objection should be overruled for several reasons.

30. First, the Debtor is not aware of any case that supports the proposition that an adversary proceeding *must* be filed prior to a bankruptcy court approving notice procedures for a settlement pursuant to Bankruptcy Rule 9019 or a sale of an estate asset free and clear of interests pursuant to section 363 of the Bankruptcy Code. Moreover, Bankruptcy Rule 7001—the applicable rule that sets forth a list of actions that are to be commenced through adversary proceedings—is completely devoid of reference to Bankruptcy Rule 9019 or sections 363(b) and (f) of the Bankruptcy Code. *See* Fed. R. Bankr. P. 7001. On these bases alone, this argument, as

it pertains not only to the Settlement Procedures contemplated by the Settlement Procedures Motion but also to the Settlement Motions themselves is wholly without merit.

31. Further, as a general matter, there is no support for the contention that an adversary proceeding is required for issuing a supplemental injunction in approving a sale with the limited purpose of enforcing the “free and clear” aspect of an asset sale pursuant to section 363(f) of the Bankruptcy Code against known and unknown parties. Indeed, as set forth in further detail in the Settlement Motions, the injunctions being sought are intended to “effectuate and supplement” the “free and clear” nature of the sale of the applicable insurance policies to the applicable issuing settling insurers pursuant to section 363(f) of the Bankruptcy Code. *See, e.g.,* Chubb Insurer Settlement Mot. [Docket No. 9], ¶¶ 43–46. In other words, the injunctions being sought pursuant to section 105 of the Bankruptcy Code are merely ancillary to the proposed “free and clear” sale pursuant to section 363(f) of the Bankruptcy Code. Tellingly, the Roussel Claimants Objection places considerable misplaced weight on the Fifth Circuit’s *Zale* decision, which is notably distinguishable from the relief the Debtor is seeking in this case in that *Zale* did not involve a section 363 sale. *See generally Feld v. Zale Corp. (In re Zale Corp.)*, 62 F.3d 746, 762–63 (5th Cir. 1995). In fact, none of the cases cited in the objection addressed injunctions issued in connection with a section 363 sale. Conversely, courts have ruled that adversary proceedings are not necessary for injunctions to enforce relief under section 363. *MacArthur Co. v. Johns-Manville Corp.*, 837 F.2d 89, 90 (2d Cir. 1988) (affirming bankruptcy court’s injunctive orders which were issued, without an adversary proceeding, “pursuant to its power to dispose of a debtor’s property free and clear of third-party interests and to channel such interests to the proceeds of the disposition”); *see, e.g., Regions Bank of Louisiana v. Rivet*, 224 F.3d 483, 489-92 (5th Cir. 2000) (affirming entry of an injunction entered to bar litigation that had been filed in derogation of a “free and clear” sale order under § 363(f)). *See also In re Dow Corning Corp.*, 198 B.R. 214, 245 (Bankr. E.D. Mich. 1996) (“an

actual injunction barring creditors from suing a purchaser of estate assets is sometimes necessary and appropriate to give the ‘free and clear’ aspect of § 363(f) meaning”).

32. The Debtor submits that the Roussel Claimants Objection should be overruled given the utter lack of support for the assertion that the Settlement Procedures should require the Debtor to commence an adversary proceeding to obtain the injunctive relief sought pursuant to the Settlement Motions. Moreover, such arguments are not ripe for consideration because, at their core, they pertain to the relief being sought in the Settlement Motions, not the Settlement Procedures Motion.

CONCLUSION AND RESERVATION OF RIGHTS

33. In sum, the Debtor respectfully submits that the Court should overrule the Settlement Procedures Objections, deny the Continuance Motions, and enter the Revised Order at the September 10 hearing.

34. The Debtor expressly reserves its right to amend, modify, or supplement this Reply and Objection and to raise any additional arguments at any hearing concerning the Settlement Procedures Motion and/or the Continuance Motions.

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Dated: September 9, 2024
Richmond, Virginia

/s/ Henry P. (Toby) Long, III

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EXHIBIT A

Revised Order

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Proposed Counsel for Debtor and Debtor in Possession

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

In re: : **Chapter 11**
:
: **HOPEMAN BROTHERS, INC.,** : **Case No. 24-32428 (KLP)**
:
: **Debtor.** :
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:
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ORDER (I) ESTABLISHING PROCEDURES TO SCHEDULE HEARINGS TO CONSIDER THE INSURER SETTLEMENT MOTIONS; (II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF; AND (III) GRANTING RELATED RELIEF

Upon the motion (the “Motion”)¹ of the above-captioned debtor in the above-captioned chapter 11 case (the “Debtor”) for entry of an order (this “Order”) (a) scheduling a hearing to consider the Insurer Settlement Motions; (b) approving the form and manner of notice thereof; and (c) granting related relief, all as more fully set forth in the Motion; and the Court having reviewed the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated August 15, 1984; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that

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

the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and the Court having determined that there is good and sufficient cause for the relief granted in this order, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is granted as provided herein.
2. A hearing on both the (i) Chubb Insurers Settlement Motion [Docket No. 9]; and (ii) the Certain Settling Insurers Settlement Motion [Docket No. 53] shall be held on **November 12, 2024, at 10:00 a.m. (prevailing Eastern Time)**, before the Court in Courtroom 5100 at the United States Bankruptcy Court for the Eastern District of Virginia, 701 East Broad Street, Suite 4000, Richmond, VA 23219 (the “Approval Hearing”). The Approval Hearing may be adjourned from time to time by the Court or the Debtor without further notice other than adjournments announced in open court. The Debtor shall serve on the master service list for this chapter 11 case the Chubb Insurers Settlement Motion and the Certain Settling Insurers Settlement Motion at least sixty (60) days prior to the Approval Hearing.
3. The relief provided in this Order shall only apply to the Chubb Insurers Settlement Motion and the Certain Settling Insurers Settlement Motion. No other Insurer Settlement Motion shall be considered at the Approval Hearing absent further notice and approval of this Court.
4. Objections and responses, if any, to the Chubb Insurers Settlement Motion and/or the Certain Settling Insurers Settlement Motion must (i) be in writing, (ii) set forth in detail the

name and address of any party filing the objection, the grounds for the objection, any relevant and admissible evidence in support of the objection, and the amount of the objector's claims or such other grounds that give the objector standing to assert the objection, (iii) conform to the Bankruptcy Rules and the Bankruptcy Local Rules, (iv) be filed with the Court, and (v) served upon the parties on the master service list established in this chapter 11 case so as to be actually received on or before 4:00 p.m. (prevailing Eastern Time) on a date to be determined by the Court that is at least seven (7) days prior to the Approval Hearing. Objections or responses not timely filed and served in accordance with the provisions of this Order shall not be considered by the Court and are denied and overruled unless otherwise ordered by the Court.

5. The Debtor and/or the applicable settling Insurers may file and serve replies or a consolidated reply to any objections to the Chubb Insurers Settlement Motion and/or the Certain Settling Insurers Settlement Motion on or before 12:00 p.m. (prevailing Eastern Time) on the date that is at least one business day before the scheduled Approval Hearing. The replies or consolidated reply shall be served on the parties on the master service list for this chapter 11 case and any party not otherwise listed on the master service list that filed an objection to the Chubb Insurers Settlement Motion and/or the Certain Settling Insurers Settlement Motion.

6. The proposed procedures regarding notice to all parties in interest of the Chubb Insurers Settlement Motion and the Certain Settling Insurers Settlement Motion, the applicable underlying settlement agreements, and the time, date, and place of the Approval Hearing and for filing objections or responses to the Chubb Insurers Settlement Motion and/or the Certain Settling Insurers Settlement Motion, as modified by this Order, provide due, proper, and adequate notice and comply with Bankruptcy Rule 2002.

7. The proposed form, manner, and scope of the mailed and published Insurer

Settlement Notice, substantially in the form as attached to the Motion as **Exhibit B**, constitute good, sufficient, and adequate notice on all interested parties, including known and unknown claimants, and comply with due process. Such notice is being provided by means reasonably calculated to reach all interested persons, reasonably conveys all the required information to inform all persons affected thereby, and provides a reasonable time for a response and an opportunity to object to the relief requested. No other or further notice is necessary.

8. The Debtor is authorized to make any non-substantive changes to the Insurer Settlement Notice without further order of the Court, including, without limitation, filling in any missing dates or other missing information and changes to correct typographical, grammatical, and/or formatting errors or omissions prior to mailing or publishing the Insurer Settlement Notice.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretations of this Order.

Dated: _____, 2024
Richmond, Virginia

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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Proposed Counsel for the Debtor and Debtor in Possession

**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/ Henry P. (Toby) Long III
Henry P. (Toby) Long III

Exhibit B

Insurer Settlement Notice

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:	:	Chapter 11
	:	
HOPEMAN BROTHERS, INC.,	:	Case No. 24-32428 (KLP)
	:	
Debtor.	:	
	:	
	:	

**NOTICE OF HEARING TO APPROVE
INSURER SETTLEMENT AGREEMENTS**

1. If You Were Exposed to ASBESTOS or ASBESTOS-CONTAINING Products Made, Supplied, Distributed, Installed, or Sold by, or are Otherwise a Creditor of, HOPEMAN BROTHERS, INC., PLEASE READ THIS NOTICE. **YOUR RIGHTS MAY BE AFFECTED.** YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE QUESTIONS REGARDING THIS NOTICE.

2. **Bankruptcy Case.** On June 30, 2024, Hopeman Brothers, Inc. (the “Debtor”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the “Bankruptcy Court”).

3. **Insurer Settlement Agreements.** On June 30, 2024, the Debtor filed with the Bankruptcy Court the Chubb Insurers Settlement Motion¹ [Docket No. 9] seeking an order authorizing and approving that certain Settlement Agreement and Release (the “Chubb Insurer Settlement Agreement”), dated June 27, 2024, by and among the Debtor, on the one hand, and Century Indemnity Company and Westchester Fire Insurance Company (collectively, the “Chubb Insurers”), on the other hand, that provides for payment by the Chubb Insurers to the Debtor in the aggregate amount of \$31,500,000 under policies issued by the Chubb Insurers to the Debtor covering asbestos-related personal injury claims against the Debtor.

On July 10, 2024, the Debtor filed with the Bankruptcy Court the Certain Settling Insurers Settlement Motion [Docket No. 53] seeking an order authorizing and approving that certain Settlement Agreement and Release (the “Certain Settling Insurer Settlement Agreement”), dated July 10, 2024, by and among the Debtor, on the one hand, and Continental Casualty Company, Fidelity & Casualty Company, Lexington Insurance Company, Granite State

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the *Motion of the Debtor for Entry of an Order (I) Establishing Procedures to Schedule Hearings to Consider the Insurer Settlement Motions; (II) Approving the Form and Manner of Notice Thereof; and (III) Granting Related Relief* [Docket No. 54].

Insurance Company, the Insurance Company of the State of Pennsylvania, National Union Fire Insurance Company of Pittsburgh, PA, and General Reinsurance Corporation (collectively, the “Certain Settling Insurers” and, together with the Chubb Insurers, the “Settling Insurers”), on the other hand, that provides for payment by the Certain Settling Insurers to the Debtor in the aggregate amount of \$18,395,011 under policies issued by the Certain Settling Insurers to the Debtor covering asbestos-related personal injury claims against the Debtor.

The Chubb Insurer Settlement Agreement and the Certain Settling Insurer Settlement Agreement are collectively referred to herein as the “Insurer Settlement Agreements”. The Chubb Insurers Settlement Motion and the Certain Settling Insurers Settlement Motion are collectively referred to herein as the “Insurance Settlement Motions”.

The Insurer Settlement Agreements each provide certain releases and injunctions for the Settling Insurers, as applicable. Specifically, the Insurer Settlement Agreements each provide for an “insurance policy injunction” in favor of the Settling Insurers, which will bar claims based on, arising from, or attributable to insurance policies released and/or sold under the applicable Insurer Settlement Agreement. You should read the Insurance Settlement Motions and the Insurer Settlement Agreements carefully for details about how these documents may affect your rights.

4. **Hearing to Consider Insurance Settlement Motions.** A hearing on the Insurer Settlement Motions is scheduled to be held before the Honorable Keith L. Phillips, United States Bankruptcy Judge, in Courtroom 5100 at the United States Bankruptcy Court for the Eastern District of Virginia, 701 East Broad Street, Suite 4000, Richmond, VA 23219, on **November 12, 2024, at 10:00 a.m. (prevailing Eastern Time)**. The hearing may be continued from time to time without further notice to parties.

5. **Objections to Insurer Settlement Motions.** Objections, if any, to the either or both of the Insurer Settlement Motions must: (i) be in writing, (ii) set forth in detail the name and address of any party filing the objection, the grounds for the objection, any relevant and admissible evidence in support of the objection, and the amount of the objector’s claims or such other grounds that give the objector standing to assert the objection, (iii) be filed with the Court, and (v) served on the following parties so as to be actually received on or before **November 5, 2024 by 4:00 p.m. (prevailing Eastern Time)**: (i) the U.S. Trustee, the Office of the United States Trustee for the Eastern District of Virginia, 701 East Broad Street, Suite 4304, Richmond, VA 23219, Attn: Kathryn R. Montgomery, email: kathryn.montgomery@usdoj.gov; (ii) proposed counsel to the Debtor, Hunton Andrews Kurth LLP, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219, Attn: Tyler P. Brown and Henry P. (Toby) Long, III, email: tpbrown@huntonAK.com and hlong@huntonAK.com; (iii) proposed counsel to the Debtor, Hunton Andrews Kurth LLP, 600 Travis Street, Suite 4200, Houston, Texas, Attn: Joseph P. Rovira and Catherine A. Rankin, email: josephrovira@huntonAK.com and crankin@huntonAK.com; and (iv) the attorneys for any official committee of unsecured creditors. *If you or your attorney do not timely and properly file an objection, the Bankruptcy Court may conclude that you do not oppose approval of the Insurer Settlement Motions and may enter an order granting the relief requested without further notice or hearing.*

6. **Additional Information.** Copies of the Insurer Settlement Motions, the Insurer Settlement Agreements, as well as any proposed revisions thereto or changes to the hearing date, are available and may be examined (i) at the website maintained for Debtor's bankruptcy case: <https://www.veritaglobal.net/hopeman>, (ii) at the office of the Clerk of the Court, 701 East Broad Street, Suite 4000, Richmond, VA 23219, between the hours of 8:00 a.m. and 3:00 p.m. (prevailing Eastern Time), or (iii) on the Court's electronic docket of these cases at the address <https://www.vaeb.uscourts.gov>.

Dated: [●], 2024

BY ORDER OF THE UNITED STATES BANKRUPTCY COURT

EXHIBIT B

Redline

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Catherine A. Rankin (admitted *pro hac vice*)
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Telephone: (713) 220-4200

HUNTON ANDREWS KURTH LLP
Tyler P. Brown (VSB No. 28072)
Henry P. (Toby) Long, III (VSB No. 75134)
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Telephone: (804) 788-8200

Proposed Counsel for Debtor and Debtor in Possession

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

In re: :
 : **Chapter 11**
 :
HOPEMAN BROTHERS, INC., : **Case No. 24-32428 (KLP)**
 :
 : **Debtor.** :
 :
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 :
 :
 :

ORDER (I) ESTABLISHING PROCEDURES TO SCHEDULE HEARINGS TO CONSIDER THE INSURER SETTLEMENT MOTIONS; (II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF; AND (III) GRANTING RELATED RELIEF

Upon the motion (the “Motion”)¹ of the above-captioned debtor in the above-captioned chapter 11 case (the “Debtor”) for entry of an order (this “Order”) (a) scheduling a hearing to consider the Insurer Settlement Motions; (b) approving the form and manner of notice thereof; and (c) granting related relief, all as more fully set forth in the Motion; and the Court having reviewed the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated August 15, 1984; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court

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

may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and the Court having determined that there is good and sufficient cause for the relief granted in this order, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is granted as provided herein.
- 2. A hearing on both the (i) Chubb Insurers Settlement Motion [Docket No. 9]; and (ii) the Certain Settling Insurers Settlement Motion [Docket No. 53] shall be held on November 12, 2024, at 10:00 a.m. (prevailing Eastern Time), before the Court in Courtroom 5100 at the United States Bankruptcy Court for the Eastern District of Virginia, 701 East Broad Street, Suite 4000, Richmond, VA 23219 (the "Approval Hearing"). The Approval Hearing may be adjourned from time to time by the Court or the Debtor without further notice other than adjournments announced in open court. The Debtor shall serve on the master service list for this chapter 11 case the Chubb Insurers Settlement Motion and the Certain Settling Insurers Settlement Motion at least sixty (60) days prior to the Approval Hearing.**
- 3. The relief provided in this Order shall only apply to the Chubb Insurers Settlement Motion and the Certain Settling Insurers Settlement Motion. No other Insurer Settlement Motion shall be considered at the Approval Hearing absent further notice and approval of this Court.**
- 4. ~~2.~~ Objections and responses, if any, to ~~an Insurer~~ the Chubb Insurers Settlement**

Motion and/or the Certain Settling Insurers Settlement Motion must (i) be in writing, (ii) set forth in detail the name and address of any party filing the objection, the grounds for the objection, any relevant and admissible evidence in support of the objection, and the amount of the objector's claims or such other grounds that give the objector standing to assert the objection, (iii) conform to the Bankruptcy Rules and the Bankruptcy Local Rules, (iv) be filed with the Court, and (v) served upon the parties on the master service list established in this chapter 11 case so as to be actually received on or before 4:00 p.m. (prevailing Eastern Time) on a date to be determined by the Court that is at least seven (7) days prior to the Approval Hearing ~~on the Insurer Settlement Motion~~. Objections or responses not timely filed and served in accordance with the provisions of this Order shall not be considered by the Court and are denied and overruled unless otherwise ordered by the Court.

5. ~~3.~~ The Debtor and/or the applicable settling Insurers may file and serve replies or a consolidated reply to any objections to ~~an Insurer~~ the Chubb Insurers Settlement Motion and/or the Certain Settling Insurers Settlement Motion on or before 12:00 p.m. (prevailing Eastern Time) on the date that is at least one business day before the scheduled Approval Hearing. The replies or consolidated reply shall be served on the parties on the master service list for this chapter 11 case and any party not otherwise listed on the master service list that filed an objection to ~~one or more of the Insurer~~ the Chubb Insurers Settlement Motion and/or the Certain Settling Insurers Settlement Motion.

~~4. A hearing on an Insurer Settlement Motion shall be held on a date that is at least thirty (30) days following the date the Debtor files such motion(s), or as soon thereafter as counsel may be heard, and at least 14 days following the Debtor providing service of the Insurer Settlement Motion as contemplated by this Order, before the Court in Courtroom~~

~~5100 at the United States Bankruptcy Court for the Eastern District of Virginia, 701 East Broad Street, Suite 4000, Richmond, VA 23219. The hearing may be adjourned from time to time by the Court or the Debtor without further notice other than adjournments announced in open court.~~

6. ~~5.~~—The proposed procedures regarding notice to all parties in interest of ~~an Insurer~~the Chubb Insurers Settlement Motion and the Certain Settling Insurers Settlement Motion, the applicable underlying settlement ~~agreement~~agreements, and the time, date, and place of the Approval Hearing and for filing objections or responses to ~~an Insurer~~the Chubb Insurers Settlement Motion and/or the Certain Settling Insurers Settlement Motion, as modified by this Order, provide due, proper, and adequate notice and comply with Bankruptcy Rule 2002.

7. ~~6.~~—The proposed form, manner, and scope of the mailed and published Insurer Settlement Notice, substantially in the form as attached to the Motion as Exhibit B, constitute good, sufficient, and adequate notice on all interested parties, including known and unknown claimants, and comply with due process. Such notice is being provided by means reasonably calculated to reach all interested persons, reasonably conveys all the required information to inform all persons affected thereby, and provides a reasonable time for a response and an opportunity to object to the relief requested. No other or further notice is necessary.

8. ~~7.~~—The Debtor is authorized to make any non-substantive changes to the Insurer Settlement Notice without further order of the Court, including, without limitation, filling in any missing dates or other missing information and changes to correct typographical, grammatical, and/or formatting errors or omissions prior to mailing or publishing the Insurer Settlement Notice.

9. ~~8.~~—This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretations of this Order.

Dated: _____, 2024
Richmond, Virginia

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Henry P. (Toby) Long, III

Tyler P. Brown (VSB No. 28072)
Henry P. (Toby) Long, III (VSB No. 75134)
HUNTON ANDREWS KURTH LLP
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- and -

Joseph P. Rovira (admitted *pro hac vice*)
Catherine A. Rankin (admitted *pro hac vice*)
HUNTON ANDREWS KURTH LLP
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Houston, TX 77002
Telephone: (713) 220-4200
Facsimile: (713) 220-4285
Email: josephrovira@HuntonAK.com
crankin@HuntonAK.com

Proposed Counsel for the Debtor and Debtor in Possession

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/ Henry P. (Toby) Long III
Henry P. (Toby) Long III

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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

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Debtor. :

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3. ~~INSURER SETTLEMENT AGREEMENT~~ Agreements. On ~~June 30,~~ June 30, 2024, the Debtor filed with the Bankruptcy Court ~~a motion (the “Insurer the Chubb Insurers Settlement Motion”)~~ 1 [Docket No. 9] seeking an order authorizing and approving ~~the [INSURER SETTLEMENT AGREEMENT] that certain Settlement Agreement and Release (the “Chubb Insurer Settlement Agreement”), dated June 27, 2024,~~ by and among the Debtor, on the one hand, and ~~INSURER NAMES OF SETTLING INSURERS] (the “[Century Indemnity Company and Westchester Fire Insurance Company (collectively, the “Chubb Insurers”))~~, on the other hand, that provides for payment by the ~~[INSURER] Chubb~~ Chubb Insurers to the Debtor in the aggregate amount of \$~~[INSURER] 31,500,000~~ 31,500,000 under policies issued by the ~~[INSURER] Chubb~~ Chubb Insurers to the Debtor covering asbestos-related personal injury claims against the Debtor. ~~The [INSURER] Insurer Settlement Agreement also provides certain releases and injunctions for the [INSURER] Insurers. Specifically, the [INSURER] Insurer Settlement Agreement provide for an “insurance policy injunction” in favor of the [INSURER] Insurers, which will bar claims based on, arising from, or attributable to insurance policies released and/or sold under the [INSURER] Insurer Settlement~~

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~~*Agreement. You should read the Insurance Settlement Motion and the [] Insurer Settlement Agreement carefully for details about how these documents may affect your rights.*~~

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P. Brown and Henry P. (Toby) Long, III, email: tpbrown@huntonAK.com and hlong@huntonAK.com; (iii) proposed counsel to the Debtor, Hunton Andrews Kurth LLP, 600 Travis Street, Suite 4200, Houston, Texas, Attn: Joseph P. Rovira and Catherine A. Rankin, email: josephrovira@huntonAK.com and crankin@huntonAK.com; and (iv) the attorneys for any official committee of unsecured creditors. *If you or your attorney do not timely and properly file an objection, the Bankruptcy Court may conclude that you do not oppose approval of the Insurer Settlement ~~Motion~~ Motions and may enter an order granting the relief requested without further notice or hearing.*

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Dated: [●], 2024

BY ORDER OF THE UNITED STATES BANKRUPTCY COURT

Summary report:	
Litera Compare for Word 11.7.0.54 Document comparison done on 9/4/2024 9:10:31 PM	
Style name: Firm Standard	
Intelligent Table Comparison: Active	
Original DMS: iw://dms.hunton.com/DMS/308210803/1	
Modified DMS: iw://dms.hunton.com/DMS/308210803/5	
Changes:	
<u>Add</u>	49
Delete	41
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	90