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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**
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:
HOPEMAN BROTHERS, INC., : **Case No. 24-32428 (KLP)**
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Debtor. :
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**ORDER (I) ESTABLISHING PROCEDURES FOR
INTERIM COMPENSATION AND REIMBURSEMENT
OF EXPENSES OF PROFESSIONALS AND (II) 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”) (i) establishing procedures for interim compensation and reimbursement of expenses of professionals and (ii) 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 may enter a final order

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



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 set forth herein.
2. Except as otherwise provided in an order of this Court authorizing the retention of a Retained Professional, Retained Professionals may seek interim payment of compensation and reimbursement of expenses in accordance with the following compensation procedures (the “Compensation Procedures”):

Monthly Fee Statements

- a. On or before the 21st day of each calendar month following the month for which compensation is sought, or as soon as is practicable thereafter, each Retained Professional seeking interim allowance of its fees and expenses shall file with the Court a monthly fee statement (a “Monthly Fee Statement”).
- b. Each Retained Professional that files a Monthly Fee Statement shall serve a copy of such Monthly Fee Statement on the following parties (collectively, the “Fee Notice Parties”) by hand, overnight delivery or email:
 - i. the Debtor, Hopeman Brothers, Inc., 6 Auburn Court, Unit 3, Brookline, Massachusetts 02446, Attn: Christopher Lascell;
 - ii. proposed counsel for the Debtor, Hunton Andrews Kurth LLP, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219 (Attn: Tyler P. Brown (tpbrown@HuntonAK.com) and Henry P. (Toby) Long, III (hlong@HuntonAK.com)) and Hunton Andrews Kurth LLP, 600 Travis Street, Suite 4200, Houston, Texas 77002 (Attn: Joseph P. Rovira (josephrovira@HuntonAK.com) and Catherine A. Rankin (crankin@HuntonAK.com));

- iii. the Office of the United States Trustee, 701 East Broad Street, Suite 4304, Richmond, VA 23219, Attn: Kathryn R. Montgomery (kathryn.montgomery@usdoj.gov); and
- iv. counsel for any statutory committee appointed in this chapter 11 case (the “Committee”).
- c. Any Retained Professional that fails to file and serve a Monthly Fee Statement for a particular month or months may subsequently file and serve a consolidated Monthly Fee Statement that includes a request for compensation earned or expenses incurred during previous months.
- d. The deadline for any Fee Notice Party to object to any Monthly Fee Statement shall be the 14th day (or the next business day if such day is not a business day) following the date the Monthly Fee Statement is served (the “Objection Deadline”); provided, however, nothing herein should be construed to prevent the U.S. Trustee from seeking, by consent or order, an extension of the Objection Deadline of up to 21 days following service of a Monthly Fee Statement.
- e. To object to a Retained Professional’s Monthly Fee Statement, the objecting Fee Notice Party must file with the Court a written objection (an “Objection”) setting forth, with specificity, the nature of the objection and the amount of fees or expenses at issue on or before the Objection Deadline and serve the Objection upon the affected Retained Professional and each of the Fee Notice Parties such that each Fee Notice Party actually receives the Objection on or before the Objection Deadline.
- f. Upon the expiration of the Objection Deadline, the Debtor will promptly pay the Retained Professional 80% of the fees and 100% of the expenses requested in the applicable Monthly Fee Statement not subject to an Objection.
- g. If a portion of the fees and expenses requested in a Monthly Fee Statement is subject to an Objection and the parties are able to resolve the objection, the objecting Fee Notice Party shall file with the Court and serve upon each other Fee Notice Party a statement indicating that the Objection is withdrawn. Thereafter, the Debtor shall promptly pay 80% of the fees and 100% of the expenses of the Monthly Fee Statement no longer subject to an Objection.
- h. If a portion of the fees and expenses requested in a Monthly Fee Statement is subject to an Objection and the parties are unable to reach a consensual resolution, the Retained Professional may either (i) file with the Court a response to the Objection, together with a request for payment of any portion of the amounts subject to the Objection, or (ii) forgo payment of such amounts until the next hearing to consider interim or final fee

applications, at which time the Court will adjudicate any unresolved Objections.

- i. The filing of an Objection to a Monthly Fee Statement shall not prejudice the objecting Fee Notice Party's right to object to an Interim Fee Application (as defined below) on any ground whether raised in the Objection or not. Furthermore, failure by a Fee Notice Party to object to a Monthly Fee Statement shall not constitute a waiver of any kind nor prejudice that Fee Notice Party's right to object to any Interim Fee Application subsequently filed by a Retained Professional.

Interim Fee Applications

- a. Commencing with applications covering the period from the Petition Date through the last day of the month that is two months following the end of the month in which the petitions were filed, and at three-month intervals thereafter, Retained Professionals shall file with the Court an application (an "Interim Fee Application") for interim approval and allowance of compensation and reimbursement of expenses sought by such Retained Professional in its Monthly Fee Statements, including any amounts requested in Monthly Fee Statements but yet unpaid, filed during the preceding interim period (each such period, an "Interim Fee Period"). The initial Interim Fee Period will include the period from the Petition Date through August 31, 2024.
- b. Retained Professionals shall file their applicable Interim Fee Applications on or before the 45th day, or the next business day if such day is not a business day, following the end of each Interim Fee Period.
- c. The Interim Fee Application shall include a brief description identifying the following:
 - i. the Monthly Fee Statements that are the subject of the request;
 - ii. the amount of fees and expenses requested;
 - iii. the amount of fees and expenses paid to date or subject to an Objection;
 - iv. the deadline for parties to file Objections to the Interim Fee Application (such Objections, the "Additional Objections"); and
 - v. any other information requested by the Court or required by the Bankruptcy Code, the Bankruptcy Rules, or the Bankruptcy Local Rules.
- d. Additional Objections to any Interim Fee Application shall be filed with the Court and served upon the affected Retained Professional and each of the Fee Notice Parties so as to be actually received by the Retained Professional

and each Fee Notice Party on or before the 21st (or the next business day if such day is not a business day), following service of the applicable Interim Fee Application.

- e. The Debtor may request that the Court schedule a hearing on Interim Fee Applications at least once every three months or at such other intervals as the Court deems appropriate. If no Objections are pending and no Additional Objections are timely filed, the Court may approve and allow an Interim Fee Application without a hearing. Upon allowance by the Court of a Retained Professional's Interim Fee Application, the Debtor shall be authorized to promptly pay such Retained Professional all requested fees (including any holdback from prior Monthly Statements not subject to a pending Objection) and expenses not previously paid.
- f. Each Retained Professional that is an attorney shall make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective as of November 1, 2013*, in connection with each fee application.
- g. Any Retained Professional unable to file its own Interim Fee Application with the Court shall deliver a fully executed copy to Virginia counsel for the Debtor or for the Committee, as applicable, for filing on the Retained Professional's behalf.
- h. Any Retained Professional that fails to file an Interim Fee Application when due shall be ineligible to receive further monthly or interim payments of fees or expenses with respect to any subsequent period until such time as an Interim Fee Application covering the prior period is filed by the Retained Professional.
- i. A pending Objection to compensation or reimbursement of a Retained Professional does not disqualify the Retained Professional from future compensation or reimbursement.
- j. Neither (i) the payment of, or the failure to pay, in whole or in part, any interim compensation and reimbursement to a Retained Professional nor (ii) the filing of, or failure to file, an Objection will bind any party in interest or the Court with respect to the final allowance of any compensation of fees for services rendered or reimbursement of expenses incurred by a Retained Professional. All fees and expenses paid to Retained Professionals under these Compensation Procedures are subject to disgorgement until final allowance by the Court.
- k. Any member of a statutorily-appointed committee in this chapter 11 case may submit statements of expenses (excluding the fees and expenses of an

individual committee member's counsel) and supporting vouchers for reimbursement by the Debtor in accordance with the compensation procedures.

1. No Retained Professional may serve a Monthly Fee Statement or file an Interim Fee Application until the Court enters an order approving the retention of such professional.

3. In each Interim Fee Application and final fee application, all attorneys who have been or are hereafter retained pursuant to sections 327 or 1103 of the Bankruptcy Code shall (a) apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtor's chapter 11 case in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, and any other applicable procedures and orders of this Court; (b) make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013; and (c) shall provide their billing records (detailed time entries and expenses) for the time period covered by each Interim Fee Application and final fee application in LEDES format or other open and searchable electronic data format to (i) the U.S. Trustee, (ii) any fee auditor appointed in the chapter 11 case, and (iii) upon request, to this Court.

4. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

5. Notwithstanding entry of this Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

6. Notwithstanding Bankruptcy Rule 6004, this Order shall be immediately effective and enforceable upon its entry.

7. The requirement under Bankruptcy Local Rule 9013-1(G) to file a memorandum of law in connection with the Motion is waived.

8. The Debtor is authorized to take all action necessary to effectuate the relief granted in this Order.

9. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2024
Richmond, Virginia

/s/ Keith L Phillips
UNITED STATES BANKRUPTCY JUDGE

Sep 9 2024

Entered On Docket: Sep 9 2024

WE ASK FOR THIS:

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

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Proposed Counsel for the Debtor and Debtor in Possession

SEEN AND NO OBJECTION:

/s/ Kathryn Montgomery
Kathryn Montgomery
Office of The United States Trustee
701 East Broad Street
Suite 4304
Richmond, VA 23219

United States Trustee

**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