

being satisfied, based on the representations made in the Application and the Van Epps Declaration that Stout is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as supplemented by section 1107(b) of the Bankruptcy Code; and the Court having found that the terms and conditions of Stout’s employment including, but not limited to, the fee and expense structure set forth in the Engagement Letter and the Application, are reasonable under section 330 of the Bankruptcy Code; and it appearing that proper and adequate notice of the Application 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 Application is granted as set forth herein.
2. Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.
3. In accordance with section 327(a) of the Bankruptcy Code, the Debtor is authorized to employ and retain Stout as its financial advisor, effective as of as of June 30, 2024, in accordance with the terms and conditions set forth in the Engagement Letter attached to the Application as Exhibit A, as modified by this Order.
4. The terms of the Engagement Letter including, without limitation, the indemnification provisions, are reasonable and the conditions of employment are approved in all respects, as modified by this Order.
5. Subject to the Court’s approval, Stout shall be compensated for its services and reimbursed for reasonable and necessary fees and expenses and shall file interim and final fee applications for allowance of its compensation and reimbursement of its expenses pursuant to sections 330 and 331 of the Bankruptcy Code and in accordance with the Bankruptcy Rules,

Bankruptcy Local Rules 2016-1 and 2016-2, any interim compensation order entered in this chapter 11 case as well as any other orders entered by the Court.

6. Stout is entitled to reimbursement of actual and necessary expenses, including legal fees related to this retention application and future fee applications as approved by the court.

7. The following indemnification provisions are approved:

- a) subject to the provisions of subparagraphs (b) and (c) below, the Debtor is authorized to indemnify, and shall indemnify, Stout for any claims arising from, related to, or in connection with the services to be provided by Stout as specified in the Application, but not for any claim arising from, related to, or in connection with Stout's post-petition performance of any other services other than those in connection with the engagement, unless such post-petition services and indemnification therefore are approved by this Court; and
- b) the Debtor shall have no obligation to indemnify Stout for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from Stout's gross negligence, willful misconduct, bad faith, or fraud, or (ii) settled prior to a judicial determination as to Stout's gross negligence, willful misconduct, bad faith, or fraud, but determined by this Court, after notice and a hearing, to be a claim or expense for which Stout is not entitled to receive indemnity under the terms of this Application; and
- c) if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in this case (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing this chapter 11 case, Stout believes that it is entitled to the payment of any amounts by the Debtor on account of the Debtor's indemnification obligations under the Application, including, without

limitation, the advancement of defense costs, Stout must file an application in this Court, and the Debtor may not pay any such amounts to Stout before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by Stout for indemnification, and not as a provision limiting the duration of the Debtor's obligation to indemnify Stout.

7. The relief granted herein shall be binding upon any chapter 11 trustee appointed in this chapter 11 case, or upon any chapter 7 trustee appointed in the event of a subsequent conversion of this chapter 11 case to a case under chapter 7.

8. To the extent there is any inconsistency between the terms of the Engagement Letter, the Application, and this Order, the terms of this Order shall govern.

9. Stout shall use its reasonable efforts to avoid any unnecessary duplication of services provided by any retained professionals in this chapter 11 case.

10. The Debtor is authorized to take all actions necessary or appropriate to implement the relief granted in this Order in accordance with the Motion.

11. The Court shall retain jurisdiction with respect to all matters arising or related to the implementation and/or interpretation 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
Tyler P. Brown (VSB No. 28072)
Henry P. (Toby) Long, III (VSB No. 75134)
HUNTON ANDREWS KURTH LLP
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- and -

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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
kathryn.montgomery@usdoj.gov

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

In re:
Hopeman Brothers, Inc.
Debtor

Case No. 24-32428-KLP
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0422-7
Date Rcvd: Sep 09, 2024

User: RenierJes
Form ID: pdford9

Page 1 of 2
Total Noticed: 7

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 11, 2024:

Recip ID	Recipient Name and Address
db	+ Hopeman Brothers, Inc., 6 Auburn Court, Unit 3, Brookline, MA 02446-6380
cr	+ Boling Law Firm, c/o Spotts Fain PC, 411 E. Franklin St., Suite 600, Richmond, VA 23219-2200
desig	+ Christopher Lascell, 6 Auburn Ct., Unit 3, Brookline, MA 02446, UNITED STATES 02446-6380
cr	+ Law Office of Philip C. Hoffman, c/o Spotts Fain PC, 411 E. Franklin St., Suite 600, Richmond, VA 23219-2200

TOTAL: 4

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
smg	+ Email/Text: ustpreion04.rh.ecf@usdoj.gov	Sep 10 2024 00:20:00	UST smg Richmond, Office of the U. S. Trustee, 701 East Broad St., Suite 4304, Richmond, VA 23219-1849
16459360	Email/Text: sbse.cio.bnc.mail@irs.gov	Sep 10 2024 00:19:00	IRS, PO Box 7346, Philadelphia, PA 19101-7346
16459361	Email/Text: atreorg@sec.gov	Sep 10 2024 00:20:00	U.S. Securities and Exchange Commission, Office of Reorganization, 950 East Paces Ferry Road, Suite 900, Atlanta, GA 30326-1382

TOTAL: 3

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
cr		Certain Clients of Roussel & Clement
cr		Certain Clients of Simmons Hanly Conroy LLC, Brayt
cr		Huntington Ingalls Industries, Inc.
intp		Liberty Mutual Insurance Company
unk		Official Committee of Unsecured Creditors

TOTAL: 5 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Sep 11, 2024

Signature: /s/Gustava Winters

District/off: 0422-7
Date Rcvd: Sep 09, 2024

User: RenierJes
Form ID: pdford9

Page 2 of 2
Total Noticed: 7

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 9, 2024 at the address(es) listed below:

Name	Email Address
Dion W. Hayes	on behalf of Creditor Huntington Ingalls Industries Inc. dhayes@mcguirewoods.com, kcain@mcguirewoods.com
Douglas M. Foley	on behalf of Interested Party Liberty Mutual Insurance Company dmfoley@kaufcan.com nabruce@kaufcan.com
Gerard R. Vetter	USTPRegion04.RH.ECF@usdoj.gov
Henry Pollard Long, III	on behalf of Debtor Hopeman Brothers Inc. hlong@huntonAK.com, tcanada@huntonAK.com
Jeffrey Allen Liesemer	on behalf of Creditor Certain Clients of Simmons Hanly Conroy LLC Brayton Purcell LLP, The Gori Law Firm, P.C., Peter Angelos Law, and Simon Greenstone Panatier, PC jliesemer@capdale.com, brigitte-wolverton-caplin-drysdale-9897@ecf.pacerpro.com
Jeffrey Allen Liesemer	on behalf of Unknown Official Committee of Unsecured Creditors jliesemer@capdale.com brigitte-wolverton-caplin-drysdale-9897@ecf.pacerpro.com
Jennifer J. West	on behalf of Creditor Boling Law Firm jwest@spottsfain.com rchappell@spottsfain.com;tmoore@spottsfain.com;eanderson@spottsfain.com;tfishback@spottsfain.com;nmccullagh@spottsfain.com;churley@spottsfain.com
Jennifer J. West	on behalf of Creditor Law Office of Philip C. Hoffman jwest@spottsfain.com rchappell@spottsfain.com;tmoore@spottsfain.com;eanderson@spottsfain.com;tfishback@spottsfain.com;nmccullagh@spottsfain.com;churley@spottsfain.com
Kathryn R. Montgomery	on behalf of U.S. Trustee Gerard R. Vetter Kathryn.Montgomery@usdoj.gov june.e.turner@usdoj.gov;Nisha.R.Patel@usdoj.gov;Shannon.pecoraro@usdoj.gov;shannon.m.tingle@usdoj.gov;Peggy.T.Flinchum@usdoj.gov
Kollin Geoffrey Bender	on behalf of Creditor Certain Clients of Roussel & Clement kbender@hirschlerlaw.com rhenderson@hirschlerlaw.com
Tyler P. Brown	on behalf of Debtor Hopeman Brothers Inc. tpbrown@huntonak.com, tcanada@huntonak.com

TOTAL: 11