

**HUNTON ANDREWS KURTH LLP**  
Joseph P. Rovira (admitted *pro hac vice*)  
Catherine A. Rankin (admitted *pro hac vice*)  
600 Travis Street, Suite 4200  
Houston, Texas 77002  
Telephone: (713) 220-4200

**HUNTON ANDREWS KURTH LLP**  
Tyler P. Brown (VSB No. 28072)  
Henry P. (Toby) Long, III (VSB No. 75134)  
Riverfront Plaza, East Tower  
951 East Byrd Street  
Richmond, Virginia 23219  
Telephone: (804) 788-8200

*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.** :   
:   
:   
:   
:

---

**SECOND MOTION OF THE DEBTOR FOR ENTRY OF AN ORDER  
(I) EXTENDING THE EXCLUSIVITY PERIODS TO FILE AND  
SOLICIT A PLAN AND (II) GRANTING RELATED RELIEF**

Hopeman Brothers, Inc., the debtor and debtor in possession in the above-captioned chapter 11 case (the “Debtor”), respectfully represents as follows in support of this motion (the “Motion”):

**RELIEF REQUESTED**

1. By this Motion, the Debtor hereby seeks entry of an order, substantially in the form attached hereto as Exhibit A (the “Proposed Order”), further extending by approximately 90 days (a) the period during which the Debtor has the exclusive right to file a Chapter 11 plan (the “Exclusive Filing Period”) through and including May 25, 2025, and (b) the period during which the Debtor has the exclusive right to solicit a plan (the “Exclusive Solicitation Period,” and together with the Exclusive Filing Period, the “Exclusivity Periods”) through and including July 25, 2025, without prejudice to the Debtor’s right to seek further extensions of the Exclusivity Periods.



## **JURISDICTION AND VENUE**

2. The United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) has jurisdiction over this matter pursuant to 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. This is a core proceeding pursuant to 28 U.S.C. § 157, and the Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are section 1121 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) and rule 9006(b)(1) of the Federal Rules of Bankruptcy Procedure.

## **BACKGROUND**

### **A. The Chapter 11 Case**

4. On June 30, 2024 (the “Petition Date”), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in this Court commencing this Chapter 11 case. The Debtor continues to manage its business as a debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. Additional information regarding the Debtor and the circumstances leading to the commencement of this Chapter 11 case is set forth in detail in the *Declaration of Christopher Lascell in Support of Chapter 11 Petition and First Day Pleadings of Hopeman Brothers, Inc.* [Docket No. 8] (the “First Day Declaration”), which is fully incorporated herein by reference.

5. As explained in the First Day Declaration, the Debtor’s primary goal for this Chapter 11 case is to establish an efficient and fair process to utilize the Debtor’s remaining cash and its insurance policies to address the thousands of asbestos-related claims asserted against the

Debtor. To accomplish this goal without delay, the Debtor promptly sought this Court's approval of two insurance settlements that would generate nearly \$50 million in cash and filed its Chapter 11 plan.

6. Specifically, on the Petition Date, 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] (the "Chubb Insurer Settlement Motion").

7. On July 10, 2024, the Debtor filed both 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* [Docket No. 53] (the "Certain Settling Insurers Settlement Motion" and, together with the Chubb Insurer Settlement Motion, the "Insurer Settlement Motions") and 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].

8. On July 12, 2024, the Debtor filed both the *Plan of Liquidation of Hopeman Brothers, Inc. Under Chapter 11 of the Bankruptcy Code* [Docket No. 56] (the "Plan") and the *Disclosure Statement with Respect to the Plan of Liquidation of Hopeman Brothers, Inc. Under Chapter 11 of the Bankruptcy Code* [Docket No. 57].

9. On July 22, 2024, the Office of the United States Trustee for the Eastern District of Virginia appointed an official committee of unsecured creditors [Docket No. 69] (the “Committee”).

10. On September 12, 2024, the Court entered the *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. 204], which set the hearing for approval of the Insurer Settlement Motions for November 12, 2024.

11. On September 25, 2024, the Court entered the *Agreed Order Continuing the Hearing on the Insurer Settlement Motions and Establishing Discovery/Briefing Schedule* [Docket No. 247], which continued the date for the hearing on the Insurer Settlement Motions back to December 10, 2024. The extension was agreed to by the Debtor following a request for continuance from the Committee to accommodate issues for the Committee’s proposed expert witness.

12. The Debtor and Committee subsequently executed, as of November 29, 2024, a settlement term sheet whereby, among other things, (a) the Committee agreed not to oppose approval of the Certain Settling Insurers Settlement Motion at the December 10 hearing, (b) the Debtor agreed to adjourn the hearing on the Chubb Insurer Settlement Motion, and (c) the Debtor and Committee agreed to participate in judicial mediation concerning the Chubb Insurer Settlement Motion.

13. The Debtor successfully prosecuted the Certain Settling Insurers Motion at the December 10 hearing. On December 19, 2024, the Court entered its Order approving the Certain Settling Insurer Settlement Motion and overruling four objections to that settlement. *See* Docket No. 442.

14. On December 20, 2024, the Court entered its Order approving the joint motion by the Debtor and Committee to authorize judicial mediation of the Chubb Insurer Settlement Motion [Docket No. 443], among other things, (i) appointing the Honorable Kevin R. Huennekens as judicial mediator and (ii) directing the Debtor, the Committee, and Century Indemnity Company and Westchester Fire Insurance Company (the “Chubb Insurers”) to mediate the relief sought in the Chubb Insurers Settlement Motion.

15. As Debtor’s counsel reported to the Court at the omnibus hearing on February 13, the parties continue to be actively involved in the mediation, which have included both negotiations of the Chubb Insurers Settlement Motion and the formation of a revised Plan. The Debtor is cautiously optimistic that the mediation will result in a successful outcome.

**B. The Exclusivity Periods**

16. The Debtor’s initial Exclusive Filing Period under section 1121(d) of the Bankruptcy Code was to expire on October 28, 2024, and the Debtor’s initial Exclusive Solicitation Period was set to expire on December 27, 2024.

17. On October 25, 2024, the Debtor filed the *Motion of the Debtor for Entry of an Order (I) Extending the Exclusivity Periods to File and Solicit a Plan and (II) Granting Related Relief* [Docket No. 321] (the “First Exclusivity Motion”), requesting a 120 day extension of the Exclusivity Periods.

18. On November 13, 2024, the Court entered its Order approving the First Exclusivity Motion, overruling the Committee’s objection thereto [Docket No. 321], and extending (a) the Exclusive Filing Period through February 25, 2025, and (b) the Exclusive Solicitation Period through April 28, 2025. *See* Docket No. 359.

19. As explained in the First Exclusivity Motion, approval of the Insurer Settlement Motions is an integral part of the Debtor's Plan to provide funding for the trust. As such, resolution of the Insurer Settlement Motions is necessary before the Debtor solicits and seeks confirmation of the Plan. With the hearing on both the Insurer Settlement Motions initially scheduled for December 10, the Debtor thought the initial extension of the Exclusivity Periods would provide sufficient time to commence and complete solicitation of its Plan.

20. However, with the ongoing judicial mediation of the Chubb Insurers Settlement Motion, there is more that needs to be done before the Debtor can proceed with solicitation of its Plan. The current Exclusive Filing Period is likely to expire before the Debtor can determine whether changes to its Plan are needed before seeking the Court's approval to commence solicitation. The Debtor, therefore, is filing this Motion to preserve the Exclusivity Periods while it continues to mediate the Chubb Insurers Settlement Motion, engages with the Committee and other parties in interest on the Plan, and ultimately proceeds with seeking this Court's approval of a Chapter 11 plan.

### **BASIS FOR RELIEF**

21. The Bankruptcy Code establishes an initial period of 120 days after the commencement of a Chapter 11 case in which a debtor has the exclusive right to file a Chapter 11 plan. 11 U.S.C. § 1121(b). Further, the Bankruptcy Code provides that if a debtor files a plan within that 120-day period, it has a 180-day period from the petition date to solicit acceptance of its plan. 11 U.S.C. § 1121(c)(3).

22. Under section 1121(d)(1) of the Bankruptcy Code, the Court may extend the Exclusivity Periods "for cause." However, the Exclusive Filing Period "may not be extended beyond a date that is 18 months after the [petition] date" and the Exclusive Solicitation Period

“may not be extended beyond a date that is 20 months after the [petition] date.” 11 U.S.C. § 1121(d)(2).

23. Although the Bankruptcy Code does not define the term “cause” for purposes of section 1121(d), or establish formal criteria for an extension of the Exclusivity Periods, the legislative history indicates that “cause” should be interpreted in such a way as “to allow the debtor to reach an agreement.” H.R. Rep. No. 95-595, at 231-32 (1978), as reprinted in 1978 U.S.C.C.A.N. 5963, 6191.

24. The exclusivity periods established by section 1121 of the Bankruptcy Code are intended to give a debtor an adequate opportunity to address necessary operational matters at the outset of its Chapter 11 case, to resolve significant issues with various creditors and to negotiate an effective Chapter 11 plan with its creditors without the deterioration and disruption that might be caused by the filing of competing plans. *See In re Newark Airport/Hotel L.P.*, 156 B.R. 444, 451 (Bankr. D.N.J.) *aff’d*, 155 B.R. 93 (D.N.J. 1993) (noting that Chapter 11 provisions are designed to enable a debtor to remain in control for some period of time, thereby making Chapter 11 an attractive alternative to financially troubled companies); *In re Texaco, Inc.*, 81 B.R. 806, 809 (Bankr. S.D.N.Y. 1988) (Section 1121 “was intended that at the outset of a Chapter 11 case a debtor should be given the unqualified opportunity to negotiate a settlement and propose a plan of reorganization without interference from creditors and other interests”). *In re Perkins*, 71 B.R. 294, 297-98 (W.D. Tenn. 1987) (noting that section 1121 is designed to give the debtor time to reach an agreement with its creditors regarding a Chapter 11 plan).

25. The decision to extend a debtor’s exclusivity periods is committed to the bankruptcy court’s sound discretion, guided by the facts and circumstances of each case. *See, e.g., First Am. Bank of N.Y. v. S.W. Gloves and Safety Equip., Inc.*, 64 B.R. 963, 965 (D. Del. 1986).

Courts consider a variety of factors in determining whether “cause” exists to warrant an extension of the exclusivity periods, including: (a) the size and complexity of the case, (b) the debtor’s progress in resolving issues facing the estate and (c) whether an extension of time will harm the debtor’s creditors. *See, e.g., Quality Inns Int’l, Inc. v. L.B.H. Associates Ltd. P’Ship*, Nos. 89-2443 to 89-2445, 1990 WL 116762, at \*2 (4th Cir. July 26, 1990); *In re McLean Indus., Inc.*, 87 B.R. 830, 834 (Bankr. S.D.N.Y. 1987) (citations omitted); *see also In re Dow Corning Corp.*, 208 B.R. 661, 664-65 (Bankr. E.D. Mich. 1997) (citing *In re Express One Int’l, Inc.*, 194 B.R. 98, 100 (Bankr. E.D. Tex. 1996)). The existence of good faith progress and the need for additional time to continue such progress is a particularly significant factor in establishing cause for extending the exclusivity periods under section 1121(d) of the Bankruptcy Code. *See Jasik v. Conrad (In re Jasik)*, 727 F.2d 1379, 1382-83 (5th Cir. 1984); *Express One Int’l, Inc.*, 194 B.R. at 101; *McLean*, 87 B.R. at 834; *In re Pine Run Trust, Inc.*, 67 B.R. 432, 435 (Bankr. E.D. Pa. 1986).

26. Applying the factors discussed above to the facts of this case clearly demonstrates that cause exists to grant the extension requested herein. The size and complexities of the Debtor’s case alone justifies extending the Exclusivity Periods. Claimants have asserted over 126,000 asbestos-related claims against the Debtor, and, as of the Petition Date, almost 2,700 unresolved asbestos-related claims were outstanding. The sheer number of claims the Debtor is attempting to resolve through this case necessarily makes this case large and complex. The complexity has been evident since the Petition Date, as the Debtor, despite its best efforts to quickly enter and exit bankruptcy, has been delayed in those efforts as a result of litigation and related discovery with the Committee and certain other parties. Thus, this factor weighs in favor of extending the Exclusivity Periods.



27. Furthermore, the Debtor is not seeking an extension of the Exclusivity Periods as a leverage tactic, and creditors will not be prejudiced by extending the Exclusivity Periods. Instead, the Debtor is seeking an extension of the Exclusivity Periods to give the Debtor reasonable time and opportunity to complete the mediation of the Chubb Insurers Settlement Motion and prosecute a Chapter 11 plan to a successful conclusion, hopefully with the support of the Committee and its creditors. Having obtained approval of the Certain Settling Insurers Motion, having filed the Plan within two weeks of the Petition Date, and being engaged in ongoing mediation of the Chubb Insurers Settlement Motion and the Plan, the Debtor is making substantial progress toward its goal for this Chapter 11 case. However, there is more that needs to be done to complete the mediation and conclude negotiations with the Committee and other parties in interest on the Plan.

28. Thus, extending the Exclusivity Periods as requested herein would fulfill the very purpose of section 1121 of the Bankruptcy Code – to provide the Debtor with a reasonable opportunity to negotiate with creditors and other parties-in-interest and pursue a confirmable Chapter 11 plan. Allowing the Exclusivity Periods to terminate at this premature point, however, would be contrary to the goal of developing a consensual plan. *See In re Mid-State Raceway, Inc.*, 323 B.R. 63, 68 (Bankr. N.D.N.Y. 2005) (“[E]xclusivity is intended to promote an environment in which . . . a consensual plan may be negotiated.”) (citation omitted).

29. Thus, for the foregoing reasons, the Debtor submits sufficient “cause” exists to extend the Exclusivity Periods as requested herein. The Debtor’s requested extension of the Exclusivity Periods also does not exceed the 18-month limitation for the Exclusive Filing Period or the 20-month limitation for the Exclusive Solicitation Period.

30. Courts in this district have granted similar relief., including for periods of time even greater than the extension requested herein. *See, e.g., In re Toys “R” US, Inc.*, Case No. 17-34665

(Bankr. E.D. Va. Aug. 8, 2018) (KLP) (granting a second extension of the exclusivity period for an additional approximately 120 days); *In re Health Diagnostic Lab., Inc.*, Case No. 15-32919 (KRH) (Bankr. E.D. Va. Mar. 1, 2016) (granting a second extension of the exclusivity period for an additional approximately 120 days); *In re James River Coal Company*, Case No. 14-31848 (KRH) (Bankr. E.D. Va. Sept. 3, 2015) (granting fourth extension of exclusive filing and solicitation periods to 18 months and 20 months, respectively, from petition date); *In re Bear Island Paper Co., L.L.C.*, Case No. 10-31202 (DOT) (Bankr. E.D. Va. June 17, 2011) (granting fifth extension of exclusive filing and solicitation periods to 18 months and 20 months, respectively, from petition date); *In re Canal Corp. f/k/a Chesapeake Corp.*, Case No. 08-36642 (DOT) (Bankr. E.D. Va. Apr. 21, 2010) (granting fifth extension of exclusive filing and solicitation periods to 18 months and 20 months, respectively, from petition date).

**NOTICE**

31. Notice of this Motion will be given pursuant to Bankruptcy Local Rule 1075-1 and the procedures set forth in Article II of the “Procedures for Complex Chapter 11 Cases in the Eastern District of Virginia.” The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be given.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

**WHEREFORE**, the Debtor respectfully requests that the Court enter the Proposed Order extending the Exclusivity Periods and granting related relief as this Court determines just and proper.

Dated: February 19, 2025  
Richmond, Virginia

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

---

Tyler P. Brown (VSB No. 28072)  
Henry P. (Toby) Long, III (VSB No. 75134)  
**HUNTON ANDREWS KURTH LLP**  
Riverfront Plaza, East Tower  
951 East Byrd Street  
Richmond, Virginia 23219  
Telephone: (804) 788-8200  
Facsimile: (804) 788-8218  
Email: [tpbrown@HuntonAK.com](mailto:tpbrown@HuntonAK.com)  
[hlong@HuntonAK.com](mailto:hlong@HuntonAK.com)

- and -

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

*Counsel for the Debtor and Debtor in Possession*

**Exhibit A**

**Proposed Order**

**HUNTON ANDREWS KURTH LLP**  
Joseph P. Rovira (admitted *pro hac vice*)  
Catherine A. Rankin (admitted *pro hac vice*)  
600 Travis Street, Suite 4200  
Houston, Texas 77002  
Telephone: (713) 220-4200

**HUNTON ANDREWS KURTH LLP**  
Tyler P. Brown (VSB No. 28072)  
Henry P. (Toby) Long, III (VSB No. 75134)  
Riverfront Plaza, East Tower  
951 East Byrd Street  
Richmond, Virginia 23219  
Telephone: (804) 788-8200

*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.** :   
:   
:   
:

---

**ORDER (I) EXTENDING THE EXCLUSIVITY PERIODS TO FILE AND SOLICIT A PLAN AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>1</sup> of the above-captioned debtor in the above-captioned chapter 11 case (the “Debtor”) for entry of an order (this “Order”) extending the Exclusivity Periods, all as more fully set forth in 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 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 the Court having found that the

---

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

relief requested in the Motion is in the best interests of the Debtor and its estate, creditors, and other parties in interest; 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 Exclusive Filing Period is extended through and including May 25, 2025.
2. The Exclusive Solicitation Period is extended through and including July 25, 2025.
3. Nothing herein shall prejudice the Debtor's right to seek further extensions of the Exclusivity Periods, or the rights of any other party in interest to seek or oppose relief with respect to the Exclusivity Periods, in each case consistent with section 1121(d) of the Bankruptcy Code.
4. The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.
5. The Court retains exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

Dated: \_\_\_\_\_, 2025  
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**  
Riverfront Plaza, East Tower  
951 East Byrd Street  
Richmond, Virginia 23219  
Telephone: (804) 788-8200  
Facsimile: (804) 788-8218  
Email: tpbrown@HuntonAK.com  
hlong@HuntonAK.com

- and -

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

*Counsel for the Debtor and Debtor in Possession*

**CERTIFICATION OF ENDORSEMENT**  
**UNDER BANKRUPTCY LOCAL 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