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*Special Conflicts Counsel for
the Debtor and Debtor-in-Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

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

**MONTHLY FEE STATEMENT OF KUTAK ROCK LLP AS SPECIAL CONFLICTS COUNSEL
FOR THE DEBTOR AND DEBTOR-IN-POSSESSION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD FROM JANUARY 1, 2025
THROUGH AND INCLUDING JANUARY 31, 2025**

Name of applicant:	Kutak Rock LLP
Name of Client:	Hopeman Brothers, Inc. Debtors and Debtors in Possession
Date retention order entered:	January 21, 2025, effective as of January 1, 2025
Date of retention order entered:	January 1, 2025
Time Period Covered:	January 1, 2025 through January 31, 2025
Total Fees Requested:	\$66,889.50
Total Expenses Requested:	\$106.95
Type of Fee Statement:	Monthly Fee Statement ¹

¹ Notice of this Monthly Fee Statement shall be served in accordance with the Interim Compensation Order (as defined herein) and objections to payment of the amounts described in this Monthly Fee Statement shall be addressed in accordance with the Interim Compensation Order.



Pursuant to sections 330, and 331 of title 11 of the United States Code, (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”), and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief* entered September 9, 2024 [Docket No. 162] (the “Interim Compensation Order”), Kutak Rock LLP, special conflicts counsel for Hopeman Brothers, Inc. (the “Debtor”), hereby submits this monthly fee statement (the “Monthly Fee Statement”) for the allowance of compensation for the reasonable and necessary legal services rendered by Kutak Rock LLP for the period from January 1, 2025, through and including January 31, 2025 (the “Fee Period”) and reimbursement of the actual and necessary expenses that Kutak Rock LLP incurred during the Fee Period. By this Monthly Fee Statement, Kutak Rock LLP seeks allowance of compensation for services rendered in the amount of \$53,511.60 (which equals 80% of the compensation sought herein) and allowance and reimbursement of actual and necessary expenses pursuant to this Monthly Fee Statement in the amount of \$106.95 for a total of \$53,618.55.

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, Kutak has attached the following:
 - **Exhibit A** is a summary of the prior fee statements and applications submitted by Kutak and the amounts allowed by the Court in connection with these chapter 11 cases.
 - **Exhibit B** is a summary of the number of hours expended and fees incurred (on an aggregate basis) by Kutak partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories that Kutak established in accordance with its internal billing procedures. Kutak incurred \$66,889.50 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Kutak Rock LLP seeks reimbursement for 80% of such fees (\$53,511.60 in the aggregate).

- **Exhibit C** is a summary providing certain information regarding the Kutak attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Kutak's attorneys and paraprofessionals expended a total of 82.40 hours in connection with this chapter 11 case during the Fee Period.
- **Exhibit D** is a summary of the expenses incurred by Kutak Rock LLP during the Fee Period that sets forth the total amount of reimbursement sought with respect to each type of expense for which Kutak Rock LLP is seeking reimbursement in this Monthly Fee Statement. These disbursements comprise the requested sum for Kutak's out-of-pocket expenses.
- **Exhibit E** is a detailed invoice for the hours expended and fees incurred by Kutak Rock LLP's partners and paraprofessionals during the Fee Period with respect to each of the subject matter categories that Kutak Rock LLP established in accordance with its internal billing procedures.

Representations

2. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Kutak Rock LP reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee statements and applications will be filed in accordance with the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules, and Interim Compensation Order.

Notice

3. Notice of this Monthly Fee Statement has been provided to all necessary parties in accordance with the Interim Compensation Order.

WHEREFORE, Kutak Rock LLP respectfully requests payment of its reasonable and necessary fees and expenses incurred during the Fee Period in the total amount \$53,618.55 which is 80% of the fees incurred by the Debtor for reasonable and necessary professional services rendered by Kutak Rock LLP during the fee Period plus \$106.95 for actual and necessary costs and expenses.

Dated: February 24, 2025
Richmond, Virginia

/s/ Peter J. Barrett

KUTAK ROCK LLP

Peter J. Barrett (VA 46179)

Timothy S. Baird (VA 36315)

Jeremy S. Williams (VA 77469)

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*Special Conflicts Counsel for the Debtor
and Debtor-in-Possession*

EXHIBIT A
Prior Fee Statement, Applications, and Allowances

Filing Name, Filing Date, Docket No.	Period Covered	Total Fees	Requested		Preliminarily Allowed	
			Fees	Expenses	Fees	Expenses
N/A						

EXHIBIT B

Statement of Fees by Subject Matter During the Fee Period

Matter Code	Matter Description	Hours	Fees Requested
CA	Case Administration	9.70	\$7,245.50
FEA	Fee/Employment Applications	7.50	\$5,850.00
LIT	Litigation	64.90	\$53,528.50
PDS	Plan and Disclosure Statement	0.30	\$265.50
Total		82.40	\$66,889.50

EXHIBIT C

Professionals Rendering Services during the Fee Period

The Kutak attorneys who rendered professional services in these cases during the Fee Period include:

Professional	Position	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Peter J. Barrett	Partner	2000	Bankruptcy, Restructuring and Creditors' Rights	\$885.00	49.30	\$43,630.50
Jeremy S. Williams	Partner	2008	Bankruptcy, Restructuring and Creditors' Rights	\$820.00	18.00	\$14,760.00
Tim S. Baird	Counsel	2009	Bankruptcy, Restructuring and Creditors' Rights	\$630.00	12.50	\$7,875.00
Totals					80.10	\$66,265.50

The Kutak paraprofessionals who rendered professional services in these cases during the Fee Period include:

Paraprofessional	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Charisse Matthews	Paralegal	Bankruptcy, Restructuring and Creditors' Rights	\$240.00	2.60	\$624.00
Totals				2.60	\$624.00

EXHIBIT D

Summary of Expenses Incurred During the Fee Period

Type	Expenses
Travel Expenses	\$13.45
Reproduction	\$80.60
Pacer	\$12.90
TOTAL EXPENSES:	\$106.95

EXHIBIT E

Detailed Invoice of Fees and Expenses Incurred During the Fee Period

KUTAK ROCK LLP

RICHMOND, VIRGINIA

Telephone 804-644-1700

Facsimile 804-783-6192

Federal ID 47-0597598

February 4, 2025

Check Remit To:

Kutak Rock LLP

PO Box 30057

Omaha, NE 68103-1157

ACH/Wire Transfer Remit To:

ABA #104000016

First National Bank of Omaha

Kutak Rock LLP

A/C # 24690470

Reference: Invoice No. 3524866

Client Matter No. 133714-1

Notification Email: eftgroup@kutakrock.com

Billed through 01/31/25

Invoice No. 3524866

Hopeman Brothers, Inc.

6 Auburn Ct.

Brookline, MA 02446

Conflicts Counsel

For Professional Legal Services Rendered

BILLING SUMMARY

NAME	HOURS	RATE	AMOUNT
J.Williams	18.00	820.00	\$14,760.00
P.Barrett	49.30	885.00	43,630.50
T.Baird	12.50	630.00	7,875.00
C.Matthews	2.60	240.00	624.00
 TOTAL FEES	 82.40		 66,889.50
 TOTAL DISBURSEMENTS			 <u>106.95</u>
 TOTAL CURRENT AMOUNT DUE			 <u>\$66,996.45</u>

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Case Administration

01/01/25	J. Williams	7.10	5,822.00	Review case background, transcript and related pleadings on settlement motion, objections, appeal and stay motion (2.30); draft objection to motion for stay (3.90); review case law and precedent regarding same (.90)
01/08/25	J. Williams	0.10	82.00	Review correspondence and materials regarding substitution of counsel
01/09/25	C. Matthews	0.30	72.00	Review and file motion to authorize and notice of motion
01/09/25	P. Barrett	0.20	177.00	Review of certificates of service from Verita and correspondence from debtor's counsel (.10); review of insurance motion (.10)
01/14/25	P. Barrett	0.10	88.50	Review of correspondence from Verita regarding service of declaration (.10)
01/16/25	C. Matthews	0.30	72.00	Prepare mediation materials for Mr. Barrett
01/21/25	C. Matthews	0.70	168.00	Prepare mediation binder
01/21/25	P. Barrett	0.20	177.00	Review of correspondence from debtor's counsel regarding omnibus hearing (.10); telephone conference with HII's counsel regarding D&O motion and fee applications (.10)
01/23/25	P. Barrett	0.20	177.00	Review of entered D&O insurance order (.10); review of December MOR (.10)
01/31/25	J. Williams	0.50	410.00	Review settlement term sheet

Fee/Employment Applications

01/02/25	J. Williams	0.20	164.00	Review materials regarding application to employ
01/02/25	P. Barrett	1.30	1,150.50	Review of correspondence from debtor's counsel regarding retention application (.10); review of PII list

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				(.30); draft exhibit for application and revise (.80); draft correspondence to debtor's counsel regarding same (.10)
01/03/25	J. Williams	0.80	656.00	Review and revise retention application
01/03/25	P. Barrett	1.90	1,681.50	Review of issue regarding exhibits to employment application (.20); review of retention application, proposed orders and declaration and draft revisions (1.10); draft correspondence to working group regarding same (.10); telephone conference with debtor's counsel regarding employment application, hearing and notice (.10); review of redline of application, draft additional revision and create subsequent redline (.20); draft notice of application and revise (.20)
01/06/25	C. Matthews	0.70	168.00	Review email correspondence and file Kutak Rock Retention Application and Notice of Motion
01/06/25	P. Barrett	0.50	442.50	Draft revisions to employment application and exhibits (.10); draft correspondence to debtor's counsel and client regarding same (.10); review of employment pleadings in advance of filing (.20); draft correspondence to Verita regarding service of employment documents (.10)
01/08/25	P. Barrett	0.10	88.50	Review of issue regarding employment application (.10)
01/09/25	P. Barrett	0.10	88.50	Review of issue regarding notice of employment application (.10)
01/13/25	C. Matthews	0.30	72.00	Review and file first supplemental declaration of retention application
01/13/25	J. Williams	0.20	164.00	Review correspondence from Ms. Montgomery and Mr. Barrett regarding retention application

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01/13/25	P. Barrett	1.00	885.00	Draft correspondence to working group regarding additional disclosures (.20); draft supplemental declaration and correspondence to UST regarding same (.20); review of application objection deadline (.10); draft revisions to proposed retention order and draft correspondence to UST regarding same (.20); prepare materials pursuant to UST guidelines (.20); draft correspondence to debtor's counsel regarding same (.10)
01/17/25	C. Matthews	0.10	24.00	Review email correspondence and submit order approving Kutak Rock retention application for entry
01/17/25	P. Barrett	0.10	88.50	Draft revisions to employment order and draft correspondence to working group regarding same (.10)
01/21/25	P. Barrett	0.20	177.00	Draft CNO for application and revise (.20)
Litigation				
01/01/25	P. Barrett	7.40	6,549.00	Telephone conference with debtor counsel regarding appeal and pending motion (.30); review of motion for stay and motion to expedite (.40); review of underlying pleadings and case docket and draft notes regarding same (1.90); draft various correspondence to working group regarding opposition brief and oral argument (.30); review of materials in connection with motion for stay pending appeal (2.60); draft correspondence to debtor counsel regarding exhibit (.10); review of coverage map (.20); review of additional merits and harm materials and provide comments (.40); review of initial draft of objection and draft revisions (1.10); draft

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01/01/25	T. Baird	0.80	504.00	correspondence to working group regarding same (.10) Successive e-mail correspondence with Messrs. Barrett and Williams regarding issues related to Debtor's objection to Huntington Ingalls' motion to stay and underlying facts related to dispute
01/01/25	T. Baird	3.60	2,268.00	Review and analyze Huntington Ingalls' motion to stay client's 363 sale of certain insurance policies and related settlements, review and analyze underlying facts related to 363 sale and settlement, and review and analyze case law addressing Purdue Pharma in the context of 363 asset sales
01/02/25	J. Williams	1.80	1,476.00	Review proposed revisions to objection to stay motion (.30); review and revise same (.90); review additional materials, pleadings and precedent (.60)
01/02/25	P. Barrett	3.20	2,832.00	Review of correspondence from working group regarding draft (.10); review of materials regarding appeal (.40); draft additional revisions to opposition to motion for stay (.80); draft correspondence to working group regarding same (.10); telephone conference with working group regarding appeal issue and stay motion (.30); review of issue regarding bond (.20); telephone conference with debtor's counsel regarding factual background (.20); draft correspondence to working group regarding bond issue (.10); review of expedited hearing order and notice (.10); review of issue regarding response deadlines (.10); draft correspondence to working

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				group regarding bond issue (.10); telephone conference with client regarding motion and objection (.20); review of issue regarding settlement amount and draft correspondence to working group regarding same (.50)
01/02/25	T. Baird	0.80	504.00	Multiple e-mail correspondence with Messrs. Williams and Barrett regarding objection to stay motion
01/02/25	T. Baird	3.80	2,394.00	Review, analyze, and markup (with suggested changes) the current draft of Debtor's objection to Huntington Ingalls' motion for stay of sale order
01/03/25	J. Williams	1.30	1,066.00	Review and revise objection to stay motion
01/03/25	P. Barrett	3.30	2,920.50	Review of multiple versions of objection (.40); review of bond precedent (.60); draft correspondence to working group regarding same (.10); draft additional revisions to objection (.60); draft correspondence to debtor's counsel regarding same (.10); review of plan and disclosure statement (1.00); review of Chubb mediation order (.10); draft additional revisions to objection (.30); draft correspondence to client regarding objection (.10)
01/04/25	P. Barrett	0.30	265.50	Review of correspondence from client regarding revisions to objection (.10); draft additional revisions to objection (.10); draft correspondence to client regarding same (.10)
01/06/25	P. Barrett	0.50	442.50	Review of issue regarding mediation and draft correspondence to working group regarding same (.20); draft correspondence to client regarding objection to stay motion (.10); multiple telephone conferences with

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01/07/25	C. Matthews	0.20	48.00	debtor's counsel regarding mediation logistics (.20)
01/07/25	J. Williams	0.60	492.00	Review mediation letter and update calendar regarding various deadlines and hearing dates
01/07/25	J. Williams	0.70	574.00	Review final objection to motion for stay
01/07/25	P. Barrett	1.40	1,239.00	Review materials regarding substitution of counsel (.20); conference with Mr. Baird regarding same (.20); review notice of appeal and related pleadings (.30)
01/07/25	T. Baird	0.40	252.00	Review of FRBP 9019 letter (.10); draft correspondence to debtor counsel and working group regarding same (.10); review of correspondence from mediator (.10); draft correspondence to working group regarding mediation (.10); review of plaintiffs' notice of appeal and review of issue regarding same (.20); draft correspondence to debtor counsel regarding appeal (.10); review of additional appeal issue (.20); final review of stay objection and draft correspondence to working group regarding same (.20); draft correspondence to debtor counsel regarding appeal appearance (.10); draft correspondence to Verita regarding service of objection (.10); review of correspondence from debtor's counsel regarding adjourned hearing and draft correspondence to working group regarding same (.10)
01/08/25	P. Barrett	0.60	531.00	Review question raised by Mr. Barrett regarding substitution and counsel and e-mail correspondence with him regarding same
				Review of notice of redaction request and compare redacted

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01/09/25	P. Barrett	1.10	973.50	transcript (.20); review of correspondence from debtor's counsel regarding mediation (.10); draft correspondence to working group regarding mediation issue and substitution of counsel (.10); review of issue regarding second notice of appeal and deadlines (.20)
				Review of individual plaintiffs' objections to 9019 motion (.10); telephone conference with working group regarding appeal issues (.10); telephone conference with debtor counsel regarding insurance policies and negotiations with committee and mediation logistics (.90)
01/10/25	J. Williams	0.70	574.00	Telephone conference with Mr. Long regarding appeal (.30); conference with Mr. Barrett regarding same (.20); review joinder (.20)
01/10/25	P. Barrett	0.70	619.50	Telephone conference with working group regarding appeal issue and mediation and draft notes regarding same (.30); review of correspondence between counsel for insurers, debtor and HII (.10); review of debtor's mediation statement and draft notes regarding same (.30)
01/12/25	P. Barrett	1.80	1,593.00	Review of issues in connection with mediation (.30); draft supplemental mediation statement and revise (1.40); draft correspondence to working group regarding same (.10)
01/13/25	J. Williams	2.70	2,214.00	Review draft mediation statement from debtor (.40); review and revise draft mediation statement as conflicts counsel (.70); conference with Mr. Baird regarding same (.30); attend hearing on stay (1.3)
01/13/25	P. Barrett	3.70	3,274.50	Draft additional revisions to mediation statement (.20); review of

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01/13/25	T. Baird	0.60	378.00	Purdue issue and draft correspondence to working group regarding same (.30); review of materials in preparation for hearing on motion for stay pending appeal and draft outline (1.90); attend hearing on stay motion (1.10); conference with working group following hearing (.10); draft correspondence to working group regarding mediation statement (.10)
01/14/25	J. Williams	0.20	164.00	Review draft of mediation statement to Judge Huennekens and provide comments on it to Mr. Barrett
01/14/25	P. Barrett	0.60	531.00	Review appellant designation Conference with working group regarding Purdue issue on appeal (.30); telephone conference with debtor counsel regarding mediation (.10); draft update to mediation statement (.10); draft correspondence to client regarding mediation statement (.10)
01/15/25	P. Barrett	1.00	885.00	Conference with Mr. Baird regarding appeal designation and mediation (.20); review of record on appeal and draft correspondence regarding same (.20); review of correspondence from client and debtor counsel regarding mediation (.10); final review of supplemental mediation statement (.20); draft correspondence to mediator regarding same (.10); review of expert report (.20)
01/17/25	P. Barrett	1.90	1,681.50	Review of materials and draft notes in advance of call with debtor's counsel (.10); telephone conference with debtor counsel in advance of mediator call (.70); telephone conference with working group regarding mediation, discussion with

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01/21/25	P. Barrett	1.50	1,327.50	<p>defense counsel and appeal issues (.30); draft notes regarding same (.20); attend mediation call with Judge Huennekens (.60)</p> <p>Draft correspondence to working group regarding appellate record (.10); review of appellate designations and proposed appellee additions and provide comments (.50); draft correspondence to debtor's counsel regarding mediation (.10); telephone conference with debtor's counsel regarding mediation (.10); telephone conference with asbestos counsel regarding mediation and draft notes regarding same (.70)</p>
01/21/25	T. Baird	0.20	126.00	E-mail correspondence with Mr. Barrett regarding potential supplemental appeal designations of Debtor as appellee
01/21/25	T. Baird	1.10	693.00	Review and analyze bankruptcy court docket and appellants' designations for purpose of identifying potential additional designations of Debtor as appellee
01/22/25	P. Barrett	7.80	6,903.00	Review of materials in advance of mediation and draft notes (.60); attend judicial mediation and conference with working group regarding same (7.20)
01/23/25	P. Barrett	1.20	1,062.00	Review of correspondence from working group regarding appellate record and provide comments (.20); draft correspondence to working group regarding notice in appeal (.10); draft correspondence to debtor counsel regarding substitution motion (.10); draft correspondence to working group regarding appeal filing (.10); review of issue regarding resolution of HII objections in plan

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				context (.40); review of both appellate dockets and draft correspondence to working group regarding same (.20); draft comments to notice (.10)
01/23/25	T. Baird	0.20	126.00	Draft notice of appearance for appeal and e-mail to Mr. Barrett for review
01/24/25	J. Williams	0.70	574.00	Review opinion on stay motion (.40); conference with Mr. Barrett regarding same (.20); review email correspondence from Messrs. Barrett and Baird regarding notices (.10)
01/24/25	P. Barrett	0.50	442.50	Review of memorandum opinion (.10); draft correspondence to client and working group regarding same (.10); review of issue regarding stay in District Court (.20); draft correspondence to working group regarding notices (.10)
01/24/25	T. Baird	0.30	189.00	Revise notice of appearance in appeal by Huntington Industries and draft notice of appearance for filing in appeal by Certain Clients fo Roussel & Clement
01/27/25	P. Barrett	2.40	2,124.00	Review of appeal issue (.20); review of correspondence from working group regarding record (.10); review of NOAs and draft correspondence to client regarding same (.10); review of debtor's and HII's initial objections and responses to discovery requests (.20); review of filed notices and correspondence from working group regarding same (.10); review of HII's proposed carve out language (.10); review of expert reports prepared for debtor, UCC and Chubb and attachments and draft notes regarding same (1.60)
01/27/25	T. Baird	0.30	189.00	Finalize and file notice of appearance in each of the two

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				pending appeals from the bankruptcy court's order approving the insurer settlement
01/28/25	J. Williams	0.30	246.00	Review docket entry on appeal (.10); review materials regarding consolidation (.20)
01/28/25	P. Barrett	0.50	442.50	Review of correspondence from working group regarding motion to consolidate and provide comments (.20); conference with working group regarding appeal issue and stay litigation (.30)
01/29/25	P. Barrett	0.50	442.50	Review of Rockville case commentary (.10); review of issue regarding 8012 statement (.10); review of clerk's transmittal notice and scheduling issues (.20); draft correspondence to HII's counsel regarding mediation (.10)
01/30/25	J. Williams	0.10	82.00	Review correspondence regarding appeal
01/30/25	P. Barrett	0.30	265.50	Review of district court docket entries and draft correspondence to working group regarding appeal logistics (.20); various correspondence to HII's counsel and working group regarding mediation call (.10)
01/30/25	T. Baird	0.40	252.00	Receive and review ECF notices and filings with regard to designation of record and transcripts
01/31/25	P. Barrett	0.90	796.50	Review of materials in advance of call with HII's counsel (.20); telephone conference with HII's counsel regarding mediation topics (.20); draft correspondence to client regarding same (.10); review of correspondence from working group regarding appeal scheduling (.10); review of TDP and correspondence

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from HII's counsel regarding same
(.30)

Plan and Disclosure Statement

01/31/25 P. Barrett 0.30 265.50

Review of plan term sheet and draft
correspondence to working group
regarding same (.30)

TOTAL HOURS 82.40

TOTAL FOR SERVICES RENDERED \$66,889.50

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DISBURSEMENTS

Pacer - Federal Court Document Fees	12.90
Reproduction Costs (403 copies)	80.60
Travel Expenses	13.45
TOTAL DISBURSEMENTS	106.95

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ACTIVITY SUMMARY

ACTIVITY	HOURS	AMOUNT
Case Administration	9.70	\$7,245.50
Fee/Employment Applications	7.50	5,850.00
Litigation	64.90	53,528.50
Plan and Disclosure Statement	0.30	265.50
TOTAL FEES	82.40	66,889.50