

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of _____
(State)

Case number (if known): _____ Chapter _____

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name _____

2. All other names debtor used in the last 8 years _____
Include any assumed names, trade names, and *doing business* as names _____

3. Debtor's federal Employer Identification Number (EIN) _____

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	Number _____ Street _____	Number _____ Street _____
	_____	P.O. Box _____
	City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____
	Location of principal assets, if different from principal place of business	
	County _____	Number _____ Street _____

		City _____ State _____ ZIP Code _____

5. Debtor's website (URL) _____



Debtor _____ Case number (if known) _____

Name

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5511

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

Debtor _____ Name _____ Case number (if known) _____

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?
[] No
[] Yes. District _____ When _____ Case number _____
MM / DD / YYYY
If more than 2 cases, attach a separate list.
District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
[] No
[] Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY
List all cases. If more than 1, attach a separate list.
Case number, if known _____

11. Why is the case filed in this district?
Check all that apply:
[] Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
[] A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?
[] No
[] Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- [] It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? _____
[] It needs to be physically secured or protected from the weather.
[] It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
[] Other _____

Where is the property?

Number Street
City State ZIP Code

Is the property insured?

[] No
[] Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

Debtor _____
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/30/2024
MM / DD / YYYY

X /s/ Christopher Lascell

Signature of authorized representative of debtor

Printed name

Title _____

Debtor _____ Case number (if known) _____
Name

18. Signature of attorney

X /s/ Tyler P. Brown
Signature of attorney for debtor

Date 06/30/2024
MM / DD / YYYY

Printed name _____

Firm name _____

Number Street _____

City State ZIP Code _____

Contact phone _____

Email address _____

Bar number State _____

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

In re:	:	
	:	Chapter 11
	:	
HOPEMAN BROTHERS, INC.,	:	Case No. 24-[____] (____)
	:	
Debtor.	:	
	:	
	:	
	:	

**CORPORATE OWNERSHIP STATEMENT AND LIST
OF EQUITY HOLDERS PURSUANT TO FEDERAL RULES
OF BANKRUPTCY PROCEDURE 1007 AND 7007.1**

Pursuant to Rule 7007.1 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Hopeman Brothers, Inc. (the “Debtor”) hereby provides that there are no corporations that own 10% or more of any class of its equity interests.

Furthermore, pursuant to Bankruptcy Rule 1007, the Debtor provides that the following individuals own 100% of its equity interests:

Name	Last Known Address	Number of Common Shares
Christopher Lascell	6 Auburn Ct., Unit 3 Brookline, MA 02446	34
Daniel Lascell	25 Cottage Circle Dedham, MA 02026	33
Carrie Lascell Brown	7 Edge Hill Rd. Wellesley, MA 02481	33

Fill in this information to identify the case:

Debtor name Hopeman Brothers, Inc.

United States Bankruptcy Court for the: Eastern District of Virginia
(State)

Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors¹ Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Law Office of Philip C. Hoffman Attn: Philip Hoffman 541 Julia Street, Suite 302 New Orleans, LA 70130	Philip Hoffman Tel: (504) 822-6050 Email: phil@pchlawfirm.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$180,000.00
2	Simmons Hanly Conroy LLP Attn: John Simmons One Court Street Alton, IL 62002	John Simmons Tel: (866) 347-4322 Email: john@simmonsfirm.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$75,000.00
3	Ferrell Law Group Attn: James Ferrell 6226 Washington Ave, Suite 200 Houston, TX 77007	James Ferrell Tel: (713) 497-1882 Email: jferrell@rgtaylorlaw.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$50,000.00
4	Ferrell Law Group Attn: James Ferrell 6226 Washington Ave, Suite 200 Houston, TX 77007	James Ferrell Tel: (713) 497-1882 Email: jferrell@rgtaylorlaw.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$50,000.00

¹ In accordance with the Motion of the Debtor for Entry of an Order (I) Authorizing the Listing of Addresses of Counsel for Personal Injury Claimants in the Creditor Matrix in Lieu of Claimants' Addresses; (II) Approving Notice Procedures for Such Claimants; and (III) Granting Related Relief, filed contemporaneously herewith, the Debtor has listed the individual claimants' respective attorneys of record rather than the individuals themselves.

5	Brayton Purcell LLP Attn: Alan Brayton 222 Rush Landing Road, P.O. Box 6169, Novato, CA 94948	Alan Brayton Tel: (844) 768-0794 Email: abrayton@braytonlaw.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$47,500.00
6	Getty's Law Group Attn: Lawrence Gettys 9191 Siegen Lane, Bldg 7 Baton Rouge, LA 70810	Lawrence Gettys Tel: (225) 484-6376 Email: lawrence@gettyslaw.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$35,000.00
7	The Gori Law Firm Attn: Chris Layloff 156 N. Main Street Edwardsville, IL 62025	Chris Layloff Tel: (866) 971-8599 Email: clayloff@gorilaw.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$24,000.00
8	Provost Umphrey Law Firm LLP Attn: Bryan O Blevins, Jr. 490 Park Street, P.O. Box 4905 Beaumont, TX 77701	Bryan O Blevins, Jr. Tel: (409) 203-5030 Email: dfelps@provostumphrey.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$15,000.00
9	Brayton Purcell LLP Attn: Alan Brayton 222 Rush Landing Road, P.O. Box 6169, Novato, CA 94948	Alan Brayton Tel: (844) 768-0794 Email: abrayton@braytonlaw.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$12,500.00
10	Simon Greenstone Panatiere Bartlett PC Attn: Jennifer Bartlett 3780 Kilroy Airport Way, Ste 540 Long Beach, CA 90806	Jennifer Bartlett Tel: (562) 590-3400 Email: jbartlett@sgpblaw.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$12,500.00
11	Baron & Budd 9465 Wilshire Blvd., Suite 460 Beverly Hills, CA 90212	Robert E. Gould Tel: (816) 943-0010 Email: rustygould@gtb-law.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$12,000.00
12	Peter Angelos Law Attn: James Zavakos 100 North Charles St., 22nd Floor Baltimore, MD 21201-3805	James Zavakos Tel: (410) 649-2123 Email: jZavakos@lawpga.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$11,500.00
13	Peter Angelos Law Attn: James Zavakos 100 North Charles St., 22nd Floor Baltimore, MD 21201-3805	James Zavakos Tel: (410) 649-2123 Email: jZavakos@lawpga.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$11,500.00
14	Peter Angelos Law Attn: James Zavakos 100 North Charles St., 22nd Floor Baltimore, MD 21201-3805	James Zavakos Tel: (410) 649-2123 Email: jZavakos@lawpga.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$11,500.00
15	Peter Angelos Law Attn: James Zavakos 100 North Charles St., 22nd Floor Baltimore, MD 21201-3805	James Zavakos Tel: (410) 649-2123 Email: jZavakos@lawpga.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$11,500.00

16	Peter Angelos Law Attn: James Zvakos 100 North Charles St., 22nd Floor Baltimore, MD 21201-3805	James Zvakos Tel: (410) 649-2123 Email: jZvakos@lawpga.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$11,500.00
17	Peter Angelos Law Attn: James Zvakos 100 North Charles St., 22nd Floor Baltimore, MD 21201-3805	James Zvakos Tel: (410) 649-2123 Email: jZvakos@lawpga.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$11,500.00
18	Peter Angelos Law Attn: James Zvakos 100 North Charles St., 22nd Floor Baltimore, MD 21201-3805	James Zvakos Tel: (410) 649-2123 Email: jZvakos@lawpga.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$11,500.00
19	Peter Angelos Law Attn: James Zvakos 100 North Charles St., 22nd Floor Baltimore, MD 21201-3805	James Zvakos Tel: (410) 649-2123 Email: jZvakos@lawpga.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$11,500.00
20	Goldberg, Persky & White, P.C. Attn: Theodore Goldberg 11 Stanwix Street Pittsburg, PA 15222	Theodore Goldberg Tel: (313) 429-1376 Email: tgoldberg@gdldlaw.com	Asbestos Personal Injury	Contingent	N/A	N/A	\$10,000.00

this information to identify the case and this filing:

Debtor Name Hopeman Brothers, Inc.
United States Bankruptcy Court for the: Eastern District of Virginia
(State)
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement and List of Equity Holders Pursuant to Rules 1007 and 7007.1 of the Federal Rules of Bankruptcy Procedure

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/30/2024
MM / DD / YYYY

X /s/ Christopher Lascell
Signature of individual signing on behalf of debtor

Christopher Lascell
Printed name
President
Position or relationship to debtor

HOPEMAN BROTHERS, INC.

UNANIMOUS WRITTEN CONSENT OF DIRECTORS AND SHAREHOLDERS

June 26, 2024

The undersigned being all of the Directors of Hopeman Brothers, Inc., a Virginia company (the “Company”) and all of the Shareholders of the Company do hereby waive any and all requirements for calling, giving notice of, and holding a meeting of the directors or shareholders and do hereby consent to the adoption of the resolutions attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned Directors and Shareholders of the Company have executed this Consent effective as of the date written above.

/s/ Christopher Lascell
Christopher Lascell
(34% ownership of shares)

/s/ Daniel Lascell
Daniel Lascell
(33% ownership of shares)

/s/ Carrie Lascell Brown
Carrie Lascell Brown
(33% ownership of shares)

EXHIBIT A

Resolutions of Directors and Shareholders of Hopeman Brothers Inc.

WHEREAS, claims have been made against the Company, and the Company has been named as a defendant, a cross-defendant, or a third-party defendant in numerous lawsuits in which the plaintiffs seek money damages from the Company for alleged bodily injuries as the result of alleged exposure to asbestos-containing products allegedly manufactured, handled, supplied, sold or distributed by the Company (“Asbestos Claims”).

WHEREAS, Century Indemnity Company and Westchester Fire Insurance Company (“Chubb Insurers”) or their predecessors issued insurance policies (the “Policies”) to Hopeman or its predecessor(s);

WHEREAS, the Company asserts that Chubb Insurers have or will have coverage obligations in respect of the Asbestos Claims under one or more Policies;

WHEREAS, the Company ceased any active income-generating business operations more than fifteen years ago, and has existed since that time solely to facilitate the resolution of Asbestos Claims asserted against it;

WHEREAS, the Company’s available insurance coverage for Asbestos Claims has been steadily eroding over the years due to the payment of costs and settlement payments required to resolve the Asbestos Claims, requiring substantial expenditures by the Company to continue resolving those Asbestos Claim;

WHEREAS, the Company’s available insurance coverage for Asbestos Claims does not cover all of the costs, fees and expenses related to managing, defending, and settling, where applicable, the Asbestos Claims and the Company has been supplementing available insurance coverage to cover such costs, fees, and expenses;

WHEREAS, the Company no longer generates any income and its available cash to continue funding its share of the costs, fees and expenses related to managing, defending and settling, where applicable, Asbestos Claims is dwindling and will be exhausted in the near term;

WHEREAS, following good faith and arm’s-length negotiations between the Company and Chubb Insurers, Chubb Insurers have agreed to liquidate their remaining insurance coverage under the Policies and to resolve any potential disputes regarding the Policies and coverage relating to the Company, subject to the terms and conditions of the Settlement Agreement and Release (the “Settlement Agreement”), by buying back all of the Policies listed on Exhibit A to the Settlement Agreement for fair and reasonable value to provide funding for the resolution of Asbestos Claims in a manner that is satisfactory to the Company, its creditors, equity holders and other parties-in-interest;

WHEREAS, based on the advice of the professionals and advisors of the Company, and after thorough discussion, the Directors and Shareholders have each determined in their good faith business judgment that it is desirable and in the best interests of the Company and its creditors,

equity holders and other interested parties that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) to pursue approval of and implementation of the Settlement Agreement and the settlement contemplated thereby.

Chapter 11 Case

NOW, THEREFORE, BE IT RESOLVED, that the Company is hereby authorized, and the Designated Officer (as defined below) shall be, and hereby is, authorized, empowered and directed on behalf of the Company to commence a case under Chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”) by executing, verifying and delivering a voluntary petition in the name of the Company under Chapter 11 of the Bankruptcy Code, as well as all other ancillary documents thereto, and causing the same to be filed with the United States Bankruptcy Court for the Eastern District of Virginia (the “Bankruptcy Court”) in such form and at such time as the Designated Officer executing said petition shall determine, and making or causing to be made prior to execution thereof any modifications to such petition or ancillary documents as the Designated Officer, in the Designated Officer’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by the Designated Officer);

RESOLVED FURTHER, that Christopher Lascell, President of the Company, be, and hereby is, designated the “Designated Officer” in connection with the Chapter 11 Case as set forth herein;

RESOLVED FURTHER, that the Company is hereby authorized, and the Designated Officer shall be, and hereby is, authorized, empowered and directed, with full power of delegation, on behalf of and in the name of the Company, to execute, verify or file, or cause to be executed, verified or filed (or direct others to do so on their behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary or appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other necessary documents, agreements and papers, to employ and retain all assistance of legal counsel, financial advisors, investment bankers, accountants and other professionals, and to take any and all actions that the Designated Officer deems necessary or appropriate to obtain such Chapter 11 bankruptcy relief, and to take any necessary steps to coordinate and effectuate the Chapter 11 Case;

RESOLVED FURTHER, that the Company is hereby authorized, and the Designated Officer shall be and hereby is authorized, empowered and directed, on behalf of and in the name of the Company, to employ, Hunton Andrews Kurth LLP to represent and advise the Company in carrying out its respective duties under the Bankruptcy Code, and to take any and all actions to advance the rights and perform the obligations of the Company, including, without limitation, filing and prosecuting any pleadings in connection with the Chapter 11 Case, and the Designated Officer is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Hunton Andrews Kurth LLP;

RESOLVED, FURTHER, that the Company is hereby authorized, and the Designated Officer shall be, and hereby is, authorized, empowered and directed, on behalf of and in the name of the Company, to employ Stout Risius Ross, LLC to act as financial advisor for the Company in order to represent and assist the Company in carrying out its respective duties under the Bankruptcy Code, and to take any and all actions to advance the rights and obligations of the Company in connection with the Chapter 11 Case, and the Designated Officer is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Stout Risius Ross, LLC;

RESOLVED, FURTHER, that the Company is hereby authorized, and the Designated Officer shall be, and hereby is, authorized, empowered and directed, on behalf of and in the name of the Company, to employ Blank Rome, LLP to act as special insurance counsel for the Company in order to represent and assist the Company in carrying out its respective duties under the Bankruptcy Code, and to take any and all actions to advance the rights and obligations of the Company in connection with the Chapter 11 Case, and the Designated Officer is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Blank Rome, LLP as special insurance counsel;

RESOLVED, FURTHER, that the Company is hereby authorized, and the Designated Officer shall be, and hereby is, authorized, empowered and directed, on behalf of and in the name of the Company, to employ Courington, Kiefer, Sommers, Marullo & Matherne, L.L.C. to act as special litigation counsel for the Company in order to represent and assist the Company in carrying out its respective duties under the Bankruptcy Code, and to take any and all actions to advance the rights and obligations of the Company in connection with the Chapter 11 Case, and the Designated Officer is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Courington, Kiefer, Sommers, Marullo & Matherne, L.L.C. as special litigation counsel;

RESOLVED, FURTHER, that the Company is hereby authorized, and the Designated Officer shall be, and hereby is, authorized, empowered and directed, on behalf of and in the name of the Company, to employ the firm of Kurtzman Carson Consultants, LLC dba Verita Global to act as claims and noticing agent to assist the Company in advancing its respective rights and obligations under the Bankruptcy Code, in connection with the Chapter 11 Case, and the Designated Officer is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Kurtzman Carson Consulting, LLC dba Verita Global;

RESOLVED, that the Company is hereby authorized, and the Designated Officer shall be, and hereby is, authorized, empowered and directed, on behalf of and in the name of the Company, to employ any other professionals necessary to assist the Company in carrying out its respective

duties under the Bankruptcy Code, and in connection therewith, the Designated Officer is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 Case, and cause to be filed appropriate applications with the Bankruptcy Court for authority to retain the services of any other professions, as necessary (such professionals, together with Hunton Andrews Kurth LLP, Stout Risius Ross, LLC., Blank Rome LLP, Courington, Kiefer, Sommers, Marullo & Matherne, L.L.C., and Kurtzman Carson Consulting, LLC dba Verita Global, the “*Professionals*”).

Approval of Settlement

WHEREAS, based on the advice of the Professionals and advisors of the Company, and after thorough discussion, the Directors and Shareholders have each been presented a copy of and determined and deem it advisable for the Company to enter into the Settlement Agreement which shall provide for the liquidation of the Policies with the Chubb Insurers in exchange for a release of claims under the Policies and third-party releases and injunction in favor of the Chubb Insurers subject to all the conditions set forth in the Settlement Agreement, and subject to approval by the Bankruptcy Court;

NOW, THEREFORE, BE IT RESOLVED, that, based on the advice of the Professionals and advisors of the Company, and after thorough discussion, the Directors have reviewed the proposed terms and conditions of the Settlement Agreement and deem it advisable and in the best interests of the Company and the interests of each of the Company’s creditors, equity holders, and other interested parties (as applicable) to authorize and approve the Company’s negotiation, execution, and delivery of the Settlement Agreement, and the performance of the Company’s obligations under the Settlement Agreement on substantially the terms presented, or other agreements, instruments, and documents to be executed and delivered in connection with the Settlement Agreement, subject to any requisite Bankruptcy Court approval;

RESOLVED, FURTHER, that, in furtherance of the foregoing resolution, the Designated Officer be, and hereby is, authorized, empowered and directed, for and on behalf of the Company, to conduct and conclude negotiations with the Chubb Insurers and to cause the Company to enter into, and to amend, supplement or otherwise modify from time to time, the Settlement Agreement with such additions, deletions, and changes thereto as shall be approved by the Designated Officer, with the Designated Officer’s execution and delivery of the Settlement Agreement (and such amendments, supplements, or other modifications thereto) on behalf of the Company to be conclusive evidence of such approval, and to effect and consummate the transactions contemplated by the Settlement Agreement (and such amendments, supplement, or other modifications thereto) and to take other actions as may be necessary or appropriate in connection therewith (including, but not limited to, executing any corporate resolutions, written consents or other similar documents on behalf of the Company in connection therewith), subject to any requisite Bankruptcy Court approval

Chapter 11 Plan and Disclosure Statement

WHEREAS, the Directors and Shareholders have reviewed and discussed strategic alternatives for the Company, have been advised by, and have considered recommendations by the Company’s financial advisor and counsel with respect to the proposed chapter 11 plan of

liquidation (the “*Plan*”) and the related disclosure statement (the “*Disclosure Statement*”) and have been presented copies of the Plan and the Disclosure Statement; and

WHEREAS, based on the advice of the Professionals and advisors of Company, and after thorough discussion and review of the materials presented, the Directors and Shareholders deem it advisable and in the best interests of the Company and the creditors, equity holders, and other interested parties of the Company for the Company to pursue and consummate the transactions contemplated by the Plan and the Disclosure Statement, subject to any requisite governmental, regulatory, or Bankruptcy Court approval (collectively, the “*Transactions*”).

NOW, THEREFORE, BE IT RESOLVED, that Directors and Shareholders have each reviewed the proposed terms and conditions of the Plan and the Disclosure Statement and deem it advisable and in the best interests of the Company and the interests of the Company’s creditors, equity holders, and other interested parties (as applicable) to authorize and approve the Company’s negotiation, execution, and delivery of the Plan and the Disclosure Statement, and the performance of the Company’s obligations under and contemplated by the Plan and the Disclosure Statement on substantially the terms presented, and all other agreements, instruments, and documents to be executed and delivered in connection with the Transactions, subject to any requisite governmental, regulatory, or Bankruptcy Court approval.

RESOLVED, FURTHER that, in furtherance of the foregoing resolution, the Designated Officer be, and hereby is, authorized, empowered and directed, for and on behalf of the Company to conduct and conclude negotiations over the Plan and the Disclosure Statement and to cause the Company to pursue approval of the Plan and the Disclosure Statement, and to effect and consummate the transactions contemplated by the Plan and the Disclosure Statement and to take other actions as may be necessary or appropriate in connection therewith, subject to any requisite governmental, regulatory, or Bankruptcy Court approval.

General

RESOLVED, that the Company is hereby authorized, and the Designated Officer shall be, and hereby is, authorized, with full power of delegation, on behalf of and in the name of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered, and to amend, supplement or otherwise modify from time to time, all such further agreements, documents, certificates, statements, notices, undertakings and other writings, and to incur and to pay or direct payment of all such fees and expenses, as in the judgment of the Designated Officer shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions

RESOLVED, FURTHER that all acts lawfully done or actions lawfully taken by any officer of the Company or any of the Professionals in connection with the Chapter 11 Case, negotiation of the Settlement Agreement, Plan and Disclosure Statement or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

RESOLVED, FURTHER, that any and all actions, whether previously or subsequently taken by the Designated Officer or any other person authorized to act by the Designated Officer,

that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, adopted, ratified, approved and confirmed in all respects as acts and deeds of the Company.

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