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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.)	
)	

**SUMMARY OF FIRST INTERIM APPLICATION OF
KUTAK ROCK LLP AS SPECIAL CONFLICTS COUNSEL FOR
THE DEBTOR AND DEBTOR-IN-POSSESSION**

Basic Information	
Name of Applicant:	Kutak Rock LLP
Name of Client:	Hopeman Brothers, Inc. Debtor and Debtor in Possession
Petition Date:	June 30, 2024
Retention Date:	January 1, 2025
Date of Order Approving Employment:	January 21, 2025, effective as of January 1, 2025
This Interim Application	
Time Period Covered:	January 1, 2025 – March 31, 2025
Total Hours Billed:	136.90
Total Fees Requested:	\$112,645.00
Total Expenses Requested:	\$123.55
Blended Rate for Attorneys:	\$778/hour
Blended Rate for All Timekeepers:	\$569/hour
Rate Increases Not Previously Approved or Disclosed:	None
Total Professionals:	5



Total Professionals Billing Less Than 15 Hours:	3
Historical	
Fees Approved to Date by Interim Order:	\$0.00
Expenses Approved to Date by Interim Order:	\$0.00
Allowed Fees Paid to Date:	\$0.00
Allowed Expenses Paid to Date:	\$0.00
Fees Paid Pursuant to Monthly Statements, Not Yet Allowed:	\$0.00
Expenses Paid Pursuant to Monthly Statements, Not Yet Allowed:	\$0.00

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

In re:

HOPEMAN BROTHERS, INC..

Debtor.

Chapter 11

Case No. 24 – 32428 (KLP)

FIRST INTERIM APPLICATION OF KUTAK ROCK LLP AS SPECIAL CONFLICTS COUNSEL FOR THE DEBTOR AND DEBTOR-IN-POSSESSION, FOR ALLOWANCE OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD JANUARY 1, 2025 THROUGH MARCH 31, 2025

Kutak Rock LLP (“***Kutak***”), special conflicts counsel for the debtor and debtor in possession in the above-captioned cases (the “***Debtor***”), submits this application (the “***Application***”) for interim allowance of compensation for professional services rendered by Kutak to the Debtor for the period from January 1, 2025 through March 31, 2025 (the “***First Interim Application Period***”), and reimbursement of actual and necessary expenses incurred by Kutak during the First Interim Application Period under 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 Procedure for the United States Bankruptcy Court of the Eastern District of Virginia (the “***Local Rules***”) and the *Order (I) Establishing Procedures for Interim Compensation and*

Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief entered on September 9, 2024 [Docket No. 162] (the “***Interim Compensation Procedures Order***”). In support of this Application, Kutak represents as follows:

Jurisdiction and Venue

1. The United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference from the United State District Court for the Eastern District of Virginia, dated August 15, 1984. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Rules 2014-1 and 2016-1.

Background

4. On June 30, 2024 (the “***Petition Date***”), the Debtor filed with the Court its voluntary petition for relief under chapter 11 of the Bankruptcy Code, commencing the above-captioned chapter 11 case.

5. On September 9, 2024, the Court entered the Interim Compensation Procedures Order, which approved the compensation procedures contained therein [Docket No. 162] (the “***Compensation Procedures***”).

6. On January 21, 2025, the Court entered the *Order (I) Authorizing the Appointment of Kutak Rock LLP as Special Conflict Counsel Effective as of January 1, 2024, and (II) Granting Related Relief* [Docket No. 509] which appointed Kutak as special conflict counsel for the Debtor.

7. Pursuant to the Compensation Procedures, professionals retained in these cases are authorized to submit monthly fee statements to the Application Recipients (as defined in the Compensation Procedures). Provided that no objection to a monthly fee statement is timely filed, the Debtor is authorized to pay such professional an amount equal to eighty percent (80%) of the fees and one-hundred percent (100%) of the expenses requested in such monthly fee statement.

8. In addition, pursuant to the Compensation Procedures, beginning with the period ending on August 31, 2024, and at three-month intervals thereafter, professionals retained in these cases are authorized to file interim fee applications with the Court. The Compensation Procedures provide that the first interim fee application should cover the period from the Petition Date through and including August 31, 2024.

Relief Requested

9. Kutak submits this Application (a) for interim allowance of reasonable compensation for the actual, reasonable and necessary professional services that it has rendered as co-counsel for the Debtor in this case for the period from January 1, 2025, through March 31, 2025, and (b) for reimbursement of actual, reasonable and necessary expenses incurred in representing the Debtor during that same period. For the period covered by this Application, Kutak seeks fees for services rendered in the amount of \$112,645.00. For the same period, Kutak seeks actual, reasonable and necessary expenses totaling \$123.55.

10. The Application is supported by the following Exhibits, which are attached hereto and patterned on the UST Guidelines:

- (i) Exhibit A contains a summary schedule of the time expended by all Kutak professionals and paraprofessionals engaged in the representation of the Debtor during the First Interim Application Period.

- (ii) Exhibit B contains a summary schedule of hours and fees covered by this Application, categorized by project code.
- (iii) Exhibit C contains a summary schedule of the out-of-pocket expenses incurred by Kutak.
- (iv) Exhibit D contains a disclosure of “customary and comparable compensation” charged by Kutak’s professionals and paraprofessionals. As requested in the UST Guidelines, Exhibit D provides a summary of the blended hourly rates of the timekeepers (segregated by rank) included in this Application compared to the blended hourly rates for similar non-bankruptcy timekeepers in Kutak’s D.C./Richmond regional office.
- (v) Exhibit E contains the monthly fee statements properly served by Kutak during the First Interim Application Period, along with the applicable invoice (collectively, the “*Monthly Statements*”).

Basis for Relief Requested

14. During the First Interim Application Period, Kutak provided numerous services to the Debtor including but not limited to (i) representing the Debtor in connection with two appeals to the District Court of this Court’s order approving the Debtor’s compromise with certain insurers; (ii) opposing a creditor’s attempt to stay the above-referenced order; (iii) representing, as conflicts counsel, the Debtor’s interests in connection with a judicial mediation and plan negotiations; and (iv) communicating with the Debtor’s other professionals, professional retained by the official committee of unsecured creditors and other professionals in conflict matters.

15. In performing the services detailed in this Application, Kutak has endeavored to ensure that its professionals comply with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures or orders of the Court.

16. Pursuant to the terms of the Interim Compensation Procedures Order, Kutak properly served three Monthly Statements for services provided and expenses incurred during the First Interim Application Period as follows:

Period Covered by Monthly Statement	Total Fees	Total Expenses	Date Served	Objection Deadline	Amount of Fees Received (80%)	Amount of Expenses Received (100%)
Jan. 1, 2025 – Jan. 31, 2025	\$66,889.50	\$106.95	Feb. 24, 2025	Mar. 10, 2025	\$0	\$0
Feb. 1, 2025 – Feb. 28, 2025	\$26,060.00	\$5.20	Mar. 31, 2025	Apr. 14, 2025	\$0	\$0
Mar. 1, 2025 – Mar. 31, 2025	\$19,695.50	\$11.40	Apr. 28, 2025	May 12, 2025	\$0	\$0

17. In accordance with the Interim Compensation Procedures Order, and as set forth in Local Rule 2106-1, each Monthly Statement included (i) a detailed itemization of the service hours expended by matter and professional and (ii) a summary schedule of hours and fees categorized by project code. Each Monthly Statement that is attached also includes a detailed chronological itemization of the services rendered by each professional and paraprofessional, calculated by tenths of an hour and categorized in accordance with the appropriate project code. Copies of Kutak's Monthly Statements are attached hereto as Exhibit E.

18. Kutak has endeavored to represent the Debtor in the most efficient manner possible. Moreover, Kutak has endeavored to coordinate with the other professionals involved in this case so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Debtor.

19. No agreement or understanding exists between Kutak and any other person for the sharing of compensation received or to be received for services rendered in or in connection with this case.

Statement Pursuant to UST Guidelines

20. The following is provided in response to the questions set forth in ¶ C.5 of the UST Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Response: No.

Question: If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: Not applicable.

Question: Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

Question: Does this fee application include time or fees related to reviewing the time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

Response: No.

Question: Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

Question: If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Response: Not applicable.

Notice

21. Notice of this Application has been provided to all necessary parties in accordance with the Interim Compensation Procedures Order. Kutak submits that no other or further notice need be provided.

WHEREFORE, Kutak respectfully requests that this Court enter an Order, substantially in the form attached hereto (i) approving this Application; (ii) providing that Kutak be allowed on an interim basis the sum of \$112,645.00 as compensation for reasonable and necessary professional services rendered to the Debtor and the sum of \$123.55 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$112,768.55; (iii) authorizing and directing the Debtor to pay Kutak the outstanding amount of such sums; and (iv) for such other relief as the Court deems proper and just.

Dated: June 12, 2025

/s/ Peter J. Barrett

Peter J. Barrett (VA 46179)

Timothy S. Baird (VA 36315)

Jeremy S. Williams (VA 77469)

KUTAK ROCK LLP

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*Special Conflicts Counsel for
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Proposed Order

Peter J. Barrett (VA 46179)
Timothy S. Baird (VA 36315)
Jeremy S. Williams (VA 77469)
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**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.)	

**ORDER GRANTING FIRST INTERIM APPLICATION
OF KUTAK ROCK LLP AS SPECIAL CONFLICTS COUNSEL FOR THE DEBTOR
AND DEBTOR-IN-POSSESSION, FOR ALLOWANCE OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD JANUARY 1, 2025 THROUGH MARCH 31, 2025**

Upon consideration of the First Interim Fee Application (the “Application”)¹ of Kutak Rock LLP (“Kutak”), special conflicts counsel for the debtor and debtor in possession in the above-captioned case (collectively, “Debtor”), for the period from January 1, 2025 through and including March 31, 2025 (the “First Interim Application Period”); and the Court having reviewed the Application and each of the Monthly Statements that were served by Kutak during the First Interim Application Period, and finding that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and determining that proper and adequate notice has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefore,

¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

IT IS HEREBY ORDERED that:

1. The Application is GRANTED.
2. Kutak is allowed interim compensation in the amount of \$112,645.00 and reimbursement of expenses in the amount of \$123.55 for the First Interim Application Period as requested in the Application.
3. The Debtor is authorized and directed to disburse to Kutak payment in the amount of the difference between the allowed amounts and the actual monthly payments previously received by Kutak for fees and expenses incurred during the First Interim Application Period.
4. The Debtor is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.
5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.
6. This Order shall be effective immediately upon entry.

Dated: _____

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/

Peter J. Barrett (VA 46179)
Timothy S. Baird (VA 36315)
Jeremy S. Williams (VA 77469)
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*Special Conflicts Counsel for
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LOCAL RULE 9022-1 CERTIFICATE OF SERVICE

I hereby certify that the foregoing proposed order has been either endorsed or served upon all necessary parties.

/s/

EXHIBIT A

PROFESSIONALS RENDERING SERVICES

Professional	Position	Dept.	First Bar Admission Date	Hourly Billing Rate	Total Billed Hours	Total Compensation	Rate Increases
Peter J. Barrett	Partner	Bankr.	2000	\$885.00	94.60	\$83,721.00	None
Jeremy S. Williams	Partner	Bankr.	2008	\$820.00	22.60	\$18,532.00	None
Tim S. Baird	Counsel	Bankr.	2009	\$630.00	14.50	\$9,135.00	None
Charisse Matthews	Paralegal	Bankr.	N/A	\$240.00	4.90	\$1,176.00	None
Lynda Wood	Paralegal	Bankr.	N/A	\$270.00	0.30	\$81.00	None
				Total:	136.90	\$112,645.00	
Blended				\$569			

EXHIBIT B

COMPENSATION BY PROJECT CATEGORY

Matter Code	Matter Description	Hours	Total Fees
CA	Case Administration	14.70	\$10,613.50
FEA	Fee/Employment Applications	11.40	\$8,463.00
LIT	Litigation	74.80	\$61,881.00
PDS	Plan and Disclosure Statement	36.00	\$31,687.50
	Total:	136.90	\$112,645.00

EXHIBIT C

EXPENSE SUMMARY

Expense Category	Expenses
Travel Expenses	\$13.45
Reproduction	\$97.20
Pacer	\$12.90
TOTAL EXPENSES:	\$123.55

EXHIBIT D

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES

Category of Timekeeper	Blended Hourly Rate ¹	
	Billed (DC/Richmond Regional Office of Kutak for January 1, 2024 through December 31, 2024 excluding the Bankruptcy Group)	Billed (This Application)
Partners/Of Counsel >15 years	\$756	\$885
Partners/Of Counsel <15 years	\$640	\$725
Associates	\$436	N/A
Paralegals/Legal Assistants	\$251	\$255
Aggregated:	\$521	\$622

¹ Consistent with ¶ C.3 of the UST Guidelines, the blended hourly rates set forth in column two of Exhibit D are calculated by dividing the dollar value of hours billed by the number of hours billed for the relevant timekeepers during the applicable time period. Exhibit D also segregates the timekeepers by rank using categories similar to those set forth in the UST Guidelines.

In addition, as requested by ¶ C.3 of the UST Guidelines, the blended hourly rates identified in Exhibit D for non-bankruptcy timekeepers includes discounted or alternative engagements, other than pro bono engagements and engagements for clients who are employees or charitable organizations that are billed at materially discounted rates.

EXHIBIT E

Peter J. Barrett (VA 46179)
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**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>

KUTAK ROCK LLP

Hopeman Brothers, Inc.
February 4, 2025
Client Matter No. 133714-1
Invoice No. 3524866
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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

KUTAK ROCK LLP

Hopeman Brothers, Inc.
February 4, 2025
Client Matter No. 133714-1
Invoice No. 3524866
Page 3

				(.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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01/02/25	T. Baird	0.80	504.00	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	3.80	2,394.00	Multiple e-mail correspondence with Messrs. Williams and Barrett regarding objection to stay motion
01/03/25	J. Williams	1.30	1,066.00	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	P. Barrett	3.30	2,920.50	Review and revise objection to stay motion
				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)
01/10/25	J. Williams	0.70	574.00	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	P. Barrett	0.70	619.50	Telephone conference with Mr. Long regarding appeal (.30); conference with Mr. Barrett regarding same (.20); review joinder (.20)
01/12/25	P. Barrett	1.80	1,593.00	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)
01/13/25	J. Williams	2.70	2,214.00	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	P. Barrett	3.70	3,274.50	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)
				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

Peter J. Barrett (VA 46179)
Timothy S. Baird (VA 36315)
Jeremy S. Williams (VA 77469)
KUTAK ROCK LLP
1021 East Cary Street, Suite 810
Richmond, Virginia 23219
Telephone: (804) 644-1700
Facsimile: (804) 783-6192
*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 FEBRUARY 1,
2025 THROUGH AND INCLUDING FEBRUARY 28, 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:	January 1, 2025
Time Period Covered:	February 1, 2025 through February 28, 2025
Total Fees Requested:	\$20,848.00 (80% of \$26,060.00)
Total Expenses Requested:	\$5.20
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 February 1, 2025, through and including February 28, 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 \$20,848.00 (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 \$5.20 for a total of \$20,836.60.

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 \$26,060.00 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Kutak Rock LLP seeks reimbursement for 80% of such fees (\$20,848.00 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 31.60 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 \$20,848.00 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 \$5.20 for actual and necessary costs and expenses.

Dated: March 31, 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)

1021 East Cary Street, Suite 810

Richmond, Virginia 23219

Telephone: (804) 644-1700

Facsimile: (804) 783-6192

Email: peter.barrett@kutakrock.com

tim.baird@kutakrock.com

jeremy.williams@kutakrock.com

*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 and Expenses	Requested		Preliminarily Allowed	
			Fees	Expenses	Fees	Expenses
First Monthly Fee Statement Feb 24, 2025 Doc. No. 589	Jan 1, 2025 to Jan 31, 2025	\$66,996.45	\$66,889.50	\$106.95	\$53,597.16	\$106.95

EXHIBIT B

Statement of Fees by Subject Matter During the Fee Period

Matter Code	Matter Description	Hours	Fees
CA	Case Administration	1.50	\$656.50
FEA	Fee/Employment Applications	3.10	\$1,905.00
LIT	Litigation	7.10	\$6,059.50
PDS	Plan and Disclosure Statement	19.90	17,439.00
Total		31.60	\$26,060.00

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	26.60	\$23,541.00
Jeremy S. Williams	Partner	2008	Bankruptcy, Restructuring and Creditors' Rights	\$820.00	1.40	\$1,148.00
Tim S. Baird	Counsel	2009	Bankruptcy, Restructuring and Creditors' Rights	\$630.00	1.30	\$819.00
Totals					29.30	\$25,508.00

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	2.30	\$552.00
Totals				2.30	\$552.00

EXHIBIT D

Summary of Expenses Incurred During the Fee Period

Type	Expenses
Reproduction	\$5.20
TOTAL EXPENSES:	\$5.20

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 [REDACTED] 7598

March 25, 2025

Check Remit To:

Kutak Rock LLP

PO Box 30057

Omaha, NE 68103-1157

ACH/Wire Transfer Remit To:

ABA # [REDACTED] 0016

First National Bank of Omaha

Kutak Rock LLP

A/C # [REDACTED] 0470

Reference: Invoice No. 3540227

Client Matter No. 133714-1

Notification Email: eftgroup@kutakrock.com

Billed through 02/28/25

Invoice No. 3540227

Hopeman Brothers, Inc.

6 Auburn Ct.

Brookline, MA 02446

Conflicts Counsel

For Professional Legal Services Rendered

BILLING SUMMARY

NAME	HOURS	RATE	AMOUNT
J.Williams	1.40	820.00	\$1,148.00
P.Barrett	26.60	885.00	23,541.00
T.Baird	1.30	630.00	819.00
C.Matthews	2.30	240.00	552.00
 TOTAL FEES	 31.60		 26,060.00
 TOTAL DISBURSEMENTS			 <u>5.20</u>
 TOTAL CURRENT AMOUNT DUE			 <u>\$26,065.20</u>

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Case Administration

02/11/25	J. Williams	0.20	164.00	Review case filings
02/18/25	J. Williams	0.20	164.00	Review case filings for impact on appeal
02/19/25	C. Matthews	0.40	96.00	Update and file Motions to Extend Stay Period and Exclusivity
02/21/25	P. Barrett	0.10	88.50	Review of debtor's MOR and draft correspondence to debtor counsel regarding filing issue (.10)
02/24/25	C. Matthews	0.60	144.00	Revise, compile, and file first monthly fee statement

Fee/Employment Applications

02/17/25	P. Barrett	0.40	354.00	Review of interim compensation order and related documents and draft correspondence to working group regarding same (.40)
02/18/25	C. Matthews	1.30	312.00	Review bills and draft monthly fee statement
02/18/25	P. Barrett	0.20	177.00	Draft revisions to exhibit to monthly fee application (.20)
02/21/25	P. Barrett	0.90	796.50	Draft revisions to monthly fee application and exhibits (.60); draft correspondence to working group regarding same (.10); draft correspondence to debtor counsel regarding fee application (.10); draft correspondence to client regarding same (.10)
02/24/25	P. Barrett	0.30	265.50	Review of correspondence regarding fee application (.10); review of final fee application and draft correspondence to work group regarding same (.20)

Litigation

02/05/25	P. Barrett	0.20	177.00	Review of issue regarding appellant briefs, record and notice (.20)
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02/06/25	P. Barrett	0.20	177.00	Review of issue regarding appeal and draft correspondence to debtor counsel regarding same (.20)
02/07/25	P. Barrett	0.90	796.50	Review of materials in advance of mediation call (.20); telephone conference with debtor counsel, working group and mediator and draft notes regarding same (.60); review of correspondence from HII's counsel (.10)
02/07/25	T. Baird	0.30	189.00	E-mail correspondence with Mr. Barrett regarding settlement term sheet, including review of current terms
02/10/25	P. Barrett	0.30	265.50	Review of issue regarding district court motion practice (.30)
02/14/25	P. Barrett	0.10	88.50	Draft correspondence to debtor counsel regarding appeal issue (.10)
02/15/25	P. Barrett	0.10	88.50	Review of correspondence from HII's counsel regarding appeal (.10)
02/16/25	P. Barrett	0.10	88.50	Draft correspondence to client regarding appeal issue (.10)
02/17/25	P. Barrett	0.30	265.50	Review of correspondence from client regarding appeal issue and draft response (.10); draft correspondence to debtor's counsel regarding same (.10); review of issue regarding briefing (.10)
02/18/25	P. Barrett	0.40	354.00	Draft correspondence to HII's counsel regarding appeal (.10); correspondence to and from debtor's counsel regarding same (.10); review of appellate deadlines and compare to case notes (.20)
02/19/25	P. Barrett	1.00	885.00	Review of correspondence from debtor counsel regarding stay motion (.10); review of draft stay motion, order and exhibits (.40); draft correspondence to working group regarding same (.10); draft correspondence to working group

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02/24/25	J. Williams	0.40	328.00	regarding exhibit (.10); review of compiled pleading set (.20); draft correspondence to working group regarding stay motion (.10)
02/24/25	P. Barrett	0.10	88.50	Review order on motion to extend (.20); review related materials (.20)
02/24/25	P. Barrett	0.10	88.50	Review of correspondence from working group regarding brief issue (.10)
02/24/25	T. Baird	0.40	252.00	Draft correspondence to debtor counsel regarding liquidation analysis(.10)
02/25/25	J. Williams	0.20	164.00	Review and analyze Judge Novak's order extending time for appellants' briefs and applicable rules (.30); e-mail correspondence with Messrs. Barrett and Williams regarding motion to consolidate appeals, pages limits, and timing of appellee's brief (.10)
02/25/25	P. Barrett	0.70	619.50	Review correspondence regarding motion to consolidate and order
				Review of order extending briefing deadline (.10); review of issue regarding motion to consolidate and draft correspondence to working group regarding same (.20); review of additional issue regarding briefing deadline and consolidation (.20); review of correspondence from working group and appellant's counsel regarding motion to consolidate (.10); draft additional correspondence regarding briefing schedule (.10)
02/27/25	J. Williams	0.10	82.00	Review correspondence and draft order regarding consolidation
02/27/25	P. Barrett	0.70	619.50	Review of issues regarding consolidation of appeal (.30); review of proposed consolidation order (.10); draft correspondence to debtor

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02/28/25	P. Barrett	0.50	442.50	counsel regarding LA appellants (.10); review of correspondence from Mr. Baird regarding appeal issue and provide comments (.20) Review of LA plaintiffs' objections (.20); review of consolidation order and draft correspondence to Mr. Bender regarding same (.10); review of district court dockets (.20)
Plan and Disclosure Statement				
02/03/25	P. Barrett	0.30	265.50	Review of initial comments on term sheet and draft reply (.30)
02/03/25	T. Baird	0.60	378.00	Review and analyze Section 524(g) term sheet
02/05/25	P. Barrett	2.30	2,035.50	Review of term sheet and draft comments (.60); review of plan precedent (.70); telephone conference with debtor counsel regarding settlement and plan issues (.70); draft notes regarding term sheet insert (.30)
02/06/25	P. Barrett	1.10	973.50	Review of redline of term sheet and draft correspondence to working group regarding same (.30); review of inquiry to committee regarding term sheet (.10); draft additional correspondence to working group regarding term sheet insert (.10); review of issue regarding treatment of appeal creditors in plan (.30); draft term sheet insert and draft correspondence to parties regarding same (.30)
02/07/25	P. Barrett	0.40	354.00	Review of correspondence from client and insurance counsel regarding term sheet (.10); correspondence to and from debtor counsel regarding plan mediation (.10); review of correspondence from debtor's counsel to UCC counsel

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02/10/25	P. Barrett	0.10	88.50	regarding plan term sheet (.10); draft correspondence to HII's counsel regarding plan term sheet (.10)
02/12/25	P. Barrett	2.30	2,035.50	Review of various correspondence from parties' counsel and mediator regarding mediation call (.10)
02/13/25	P. Barrett	0.20	177.00	Review of term sheet redline and outline of inquiries and draft notes regarding same in preparation for mediator call (.60); telephone conference with parties and mediator regarding plan term sheet and debtor inquiries (1.70)
02/14/25	P. Barrett	0.40	354.00	Review of correspondence regarding committee's response to term sheet from debtor counsel and draft reply and draft correspondence to HII's counsel regarding same (.20)
02/18/25	P. Barrett	0.20	177.00	Telephone conference with HII's counsel regarding plan issues (.30); draft correspondence to debtor's counsel regarding same (.10)
02/19/25	J. Williams	0.10	82.00	Review of various correspondence from mediator and debtor counsel regarding mediation and draft response (.20)
02/19/25	P. Barrett	3.30	2,920.50	Review motion to extend exclusivity
				Review of various correspondence from debtor and committee counsel regarding mediator call (.10); draft correspondence to working group regarding same (.10); review of revised term sheet and related materials and draft comments (1.20); telephone conference with client and debtor professionals regarding plan term sheet (.90); review of revised term sheet, draft additional revisions and create redline (.50); telephone conference with debtor counsel regarding additional revision to term

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02/20/25	P. Barrett	1.20	1,062.00	sheet (.10); review of draft motion to extend exclusive period (.20); review of correspondence to committee (.10); draft correspondence to HII's counsel regarding term sheet (.10)
				Review of redline term sheet and commentary and compare to liquidation analysis (.30); review of additional materials in advance of committee call (.20); telephone conference with parties and mediator regarding term sheet (.70)
02/21/25	P. Barrett	1.50	1,327.50	Review of correspondence from committee regarding plan term sheet and draft reply (.10); review of blackline term sheet (.10); review of correspondence to and from debtor regarding same (.10); draft correspondence to HII regarding term sheet (.10); review of materials from committee regarding treatment of insurance contracts in connection with plan and otherwise (.70); draft correspondence to HII's counsel regarding additional term sheet items (.10); review of revised liquidation analysis (.30)
02/25/25	P. Barrett	0.20	177.00	Draft correspondence to working group, debtor's counsel and HII's counsel regarding term sheet (.20)
02/26/25	P. Barrett	0.30	265.50	Review of redline version of revised term sheet and exhibit (.10); review of issue regarding appeal provision (.10); review of various correspondence from debtor professionals regarding mediator call (.10)
02/27/25	P. Barrett	2.20	1,947.00	Telephone conference with debtor counsel regarding plan term sheet and liquidation analysis (.20); draft correspondence to HII's counsel

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				regarding term sheet (.10); review of materials in advance of mediator call (.40); review of revised term sheet and correspondence regarding same (.20); telephone conference with and draft correspondence to parties in advance of mediation call (.20); video conference with mediator and parties and draft notes regarding same (.50); review of correspondence from debtor counsel regarding mediation status (.10); draft outline of notes for mediation call (.20); draft correspondence to debtor counsel regarding same (.10); telephone conference with working group regarding mediation (.20)
02/28/25	J. Williams	0.20	164.00	Review objections filed to motion to extend
02/28/25	P. Barrett	3.00	2,655.00	Draft notes in advance of mediation call (.10); review of committee's revisions to term sheet and review of HII's markup (.20); telephone conference with mediation parties (.50); draft correspondence to debtor counsel regarding term sheet revisions (.10); telephone conference with debtor counsel regarding same (.10); additional review of term sheet drafts (.30); draft correspondence to committee counsel regarding same (.10) review of correspondence to LA counsel regarding term sheet issue (.10); review of correspondence regarding insurance issue related to term sheet (.10); review of correspondence from LA counsel regarding term sheet issue (.10); correspondence to and from insurance counsel and debtor counsel regarding LA litigation in connection

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with term sheet (.20); draft correspondence to HII regarding insurance issues (.20); review of further revised term sheet and correspondence from Ms. Sieg (.20); draft correspondence to debtor counsel and HII's counsel regarding same (.10); review of additional term sheet issue (.10); telephone conference with HII's counsel and draft notes regarding same (.40); draft correspondence to committee counsel regarding term sheet (.10)

TOTAL HOURS 31.60

TOTAL FOR SERVICES RENDERED \$26,060.00

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DISBURSEMENTS

Reproduction Costs (26 copies)	5.20
TOTAL DISBURSEMENTS	5.20

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ACTIVITY SUMMARY

ACTIVITY	HOURS	AMOUNT
Case Administration	1.50	\$656.50
Fee/Employment Applications	3.10	1,905.00
Litigation	7.10	6,059.50
Plan and Disclosure Statement	19.90	17,439.00
TOTAL FEES	31.60	26,060.00

Peter J. Barrett (VA 46179)
Timothy S. Baird (VA 36315)
Jeremy S. Williams (VA 77469)
KUTAK ROCK LLP
1021 East Cary Street, Suite 810
Richmond, Virginia 23219
Telephone: (804) 644-1700
Facsimile: (804) 783-6192
*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 MARCH 1, 2025
THROUGH AND INCLUDING MARCH 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:	January 1, 2025
Time Period Covered:	March 1, 2025 through March 31, 2025
Total Fees Requested:	\$15,756.40 (80% of \$19,695.50)
Total Expenses Requested:	\$11.40
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 March 1, 2025, through and including March 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 \$15,756.40 (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 \$11.40 for a total of \$15,767.80.

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 \$19,695.50 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Kutak Rock LLP seeks reimbursement for 80% of such fees (\$15,756.40 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 22.90 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 \$15,756.40 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 \$11.40 for actual and necessary costs and expenses.

Dated: April 28, 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)

1021 East Cary Street, Suite 810

Richmond, Virginia 23219

Telephone: (804) 644-1700

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Email: peter.barrett@kutakrock.com

tim.baird@kutakrock.com

jeremy.williams@kutakrock.com

*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 and Expenses	Requested		Preliminarily Allowed	
			Fees	Expenses	Fees	Expenses
First Monthly Fee Statement Feb 24, 2025 Doc. No. 589	Jan 1, 2025 to Jan 31, 2025	\$66,996.45	\$66,889.50	\$106.95	\$53,597.16	\$106.95
Second Monthly Fee Statement Mar 31, 2025 Doc. No. 643	Feb 1, 2025 to Feb 28, 2025	\$26,065.20	\$26,060.00	\$5.20	\$20,848.00	\$5.20

EXHIBIT B

Statement of Fees by Subject Matter During the Fee Period

Matter Code	Matter Description	Hours	Fees Requested
CA	Case Administration	3.50	\$2,711.50
FEA	Fee/Employment Applications	0.80	\$708.00
LIT	Litigation	2.80	\$2,293.00
PDS	Plan and Disclosure Statement	15.80	\$13,983.00
Total		22.90	\$19,695.50

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	18.70	\$16,549.50
Jeremy S. Williams	Partner	2008	Bankruptcy, Restructuring and Creditors' Rights	\$820.00	3.20	\$2,624.00
Tim S. Baird	Counsel	2009	Bankruptcy, Restructuring and Creditors' Rights	\$630.00	0.70	\$441.00
Totals					22.60	\$19,614.50

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
Lynda Wood	Paralegal	Bankruptcy, Restructuring and Creditors' Rights	\$270.00	0.30	\$81.00
Totals				0.30	\$81.00

EXHIBIT D

Summary of Expenses Incurred During the Fee Period

Type	Expenses
Reproduction	\$11.40
TOTAL EXPENSES:	\$11.40

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

April 22, 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. 3553618

Client Matter No. 133714-1

Notification Email: eftgroup@kutakrock.com

Billed through 03/31/25

Invoice No. 3553618

Hopeman Brothers, Inc.

6 Auburn Ct.

Brookline, MA 02446

Conflicts Counsel

For Professional Legal Services Rendered

BILLING SUMMARY

NAME	HOURS	RATE	AMOUNT
J.Williams	3.20	820.00	\$2,624.00
P.Barrett	18.70	885.00	16,549.50
T.Baird	0.70	630.00	441.00
L.Wood	0.30	270.00	81.00
 TOTAL FEES	 22.90		 19,695.50
 TOTAL DISBURSEMENTS			 <u>11.40</u>
 TOTAL CURRENT AMOUNT DUE			 <u>\$19,706.90</u>

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Case Administration

03/03/25	J. Williams	0.10	82.00	Review response filed by Century
03/04/25	J. Williams	0.20	164.00	Conference with Mr. Barrett regarding term sheet
03/04/25	P. Barrett	0.10	88.50	Review of correspondence from clerk and notice of adjournment (.10)
03/05/25	J. Williams	0.20	164.00	Conference with Mr. Barrett regarding case status (.10); review correspondence regarding term sheet (.10)
03/07/25	J. Williams	0.10	82.00	Review correspondence regarding settlement status
03/10/25	J. Williams	2.50	2,050.00	Review motions and responses in preparation for hearing (1.50); attend hearing on motions (1.00)
03/31/25	L. Wood	0.30	81.00	Review finalize and electronically file Kutak Rock's fee statement for February, 2025

Fee/Employment Applications

03/25/25	P. Barrett	0.60	531.00	Draft revisions to exhibit to fee statement (.10); draft February fee statement and revise (.40); draft correspondence to debtor's counsel regarding same (.10)
03/31/25	P. Barrett	0.20	177.00	Final review of fee application materials and draft correspondence to working group regarding same (.20)

Litigation

03/01/25	J. Williams	0.10	82.00	Review correspondence from Messrs. Bender and Barrett regarding consent order
03/03/25	P. Barrett	0.20	177.00	Review of issue regarding consolidation and appeals timing (.20)
03/05/25	P. Barrett	0.60	531.00	Review of Louisiana federal court pleadings and draft correspondence

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				to counsel for HII regarding same (.30); draft additional correspondence to counsel for HII and debtor regarding same (.10); review of Louisiana state court pleadings in connection with direct action issue (.20)
03/07/25	P. Barrett	0.20	177.00	Review of reply in support of stay extension (.10); review of issue regarding withdrawal of appeal (.10)
03/10/25	P. Barrett	0.20	177.00	Draft various correspondence to working group regarding hearing (.20)
03/12/25	P. Barrett	0.30	265.50	Review of dismissal order (.10); draft correspondence to working group regarding same (.10); draft correspondence to HII regarding revisions to dismissal language (.10)
03/12/25	T. Baird	0.60	378.00	Review and analyze stipulation as to dismissal of Huntington Ingalls appeal, including review and analysis of relevant court rules
03/18/25	P. Barrett	0.30	265.50	Review of consolidation order, filed stipulation of dismissal and recognition order (.20); conference with working group regarding same (.10)
03/26/25	T. Baird	0.10	63.00	E-mail correspondence with Mr. Barrett and Mr. Barrett regarding Roussel appellate brief
03/31/25	P. Barrett	0.20	177.00	Review of appellate docket and deadline for Roussel appeal brief (.10); review of responsive briefing requirements (.10)
Plan and Disclosure Statement				
03/01/25	P. Barrett	0.20	177.00	Review of revisions to term sheet and correspondence regarding same (.20)
03/02/25	P. Barrett	0.10	88.50	Draft correspondence to committee counsel regarding term sheet (.10)

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03/03/25	P. Barrett	3.20	2,832.00	Review of correspondence from HII's counsel regarding term sheet (.10); review of UCC's redline term sheet and draft comments (.20); review of insurer's response to exclusivity motion (.30); review of redline from HII (.10); draft correspondence to debtor counsel regarding same (.10); review of correspondence from debtor counsel regarding term sheet (.10); draft correspondence to UCC counsel regarding same (.10); draft additional correspondence to debtor counsel regarding call with mediator (.10); draft notes in advance of debtor and committee call (.10); review of materials regarding potential resolution of outstanding term sheet issues (.40); telephone conference with debtor counsel and committee counsel regarding term sheet (.50); telephone conference with HII's counsel regarding term sheet and draft correspondence regarding same (.20); review of post-effective date issue (.30); telephone conference with debtor's counsel regarding revisions to term sheet (.10); draft revisions to portion of term sheet (.20); draft additional revisions to term sheet (.10); draft correspondence to debtor counsel and HII counsel regarding same (.10); review of additional revisions to term sheet from UCC (.10); draft correspondence to debtor counsel and UCC counsel regarding term sheet (.10)
03/04/25	P. Barrett	3.30	2,920.50	Telephone conference with debtor counsel regarding term sheet (.10);

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draft various correspondence to counsel for HII, UCC and debtor regarding same (.20); telephone conferences with and correspondence to parties in advance of mediator call (.20); review of term sheet language and draft notes in advance of call (.30); video conference with parties and mediator (.60); telephone conference with debtor counsel regarding non-HII plan issues (.20); draft correspondence to HII regarding hearing (.10); review of term sheet language and draft additional comments (.40); review of additional revised term sheet provision and draft correspondence to committee and debtor counsel regarding same (.20); review of correspondence from debtor counsel regarding revisions to term sheet (.10); conference with working group regarding same and regarding hearing (.20); review of inquiry regarding direct action parties and review of stay extension order exhibit and related material in connection with the same (.40); telephone conference with debtor counsel regarding same (.10); draft various correspondence to HII and debtor counsel regarding same (.20) Correspondence to and from HII counsel regarding term sheet (.10); various correspondence to and from and telephone conference with counsel for HII, UCC and debtor and working group regarding term sheet (1.20); review of issue regarding dismissal of released parties (.30); review of correspondence regarding

03/05/25 P. Barrett 3.40 3,009.00

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03/06/25 P. Barrett 4.20 3,717.00

status of term sheet from HII and draft correspondence to working group regarding same (.10); review of term sheet mark up from HII, compare to prior debtor and UCC versions and draft notes regarding same (.30); draft correspondence to HII's counsel regarding exclusivity (.10); review of correspondence to mediator regarding term sheet approval (.10); review of correspondence to client regarding same (.10); telephone conference with client regarding term sheet revisions and status of negotiations (.30); draft correspondence to HII's counsel regarding term sheet insert (.10); review of revised term sheet and various correspondence regarding same (.30); draft revisions to term sheet and create blackline (.30); draft correspondence to committee regarding same (.10)

Review of correspondence from debtor counsel regarding call with mediator (.10); telephone conference with debtor counsel regarding same (.20); review of correspondence to mediator regarding continued mediation (.10); review of marked up term sheets in advance of mediator call (.20); telephone conference with mediator (.30); draft correspondence to committee (.10); mediator call with committee and debtor (.30); draft various correspondence to counsel for committee, debtor and HII regarding term sheet (.60); video conference with HII's counsel in advance of mediator call (.30); telephone conference with all parties

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				and mediator (.60); draft revisions to term sheet and calls with parties regarding same (.60); draft correspondence to debtor counsel and telephone conference with debtor counsel regarding final term sheet (.10); draft correspondence to parties regarding final term, sheet (.10) draft correspondence to debtor regarding same (.10); draft additional revisions and create secondary redline (.20); create separate redline for client (.10); draft additional correspondence to parties (.10); prepare execution version and draft correspondence to debtor counsel regarding same (.20)
03/07/25	P. Barrett	1.20	1,062.00	Review of correspondence from debtor and committee counsel regarding term sheet (.10); review of execution version (.20); draft correspondence to debtor counsel regarding same (.10); review of various correspondence from parties and mediator regarding status of term sheet (.30); review of final execution version and correspondence to client regarding same (.10); review of proposed agenda, witness and exhibit list and status conference motion (.30); draft correspondence to working group regarding same and regarding hearing (.20)
03/10/25	P. Barrett	0.10	88.50	Review of correspondence from Ms. Seig regarding exclusivity hearing and draft correspondence to debtor counsel and Mr. Williams regarding same (.10)
03/11/25	P. Barrett	0.10	88.50	Review of entered orders following hearing (.10)

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TOTAL HOURS 22.90

TOTAL FOR SERVICES RENDERED \$19,695.50

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DISBURSEMENTS

Reproduction Costs (57 copies)	11.40
TOTAL DISBURSEMENTS	11.40

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ACTIVITY SUMMARY

ACTIVITY	HOURS	AMOUNT
Case Administration	3.50	\$2,711.50
Fee/Employment Applications	0.80	708.00
Litigation	2.80	2,293.00
Plan and Disclosure Statement	15.80	13,983.00
TOTAL FEES	22.90	19,695.50