

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

VWS Holdco, Inc., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

Re: D.I. 6

**CERTIFICATION OF COUNSEL REGARDING  
FINAL ORDER ON DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL  
ORDERS (I) AUTHORIZING THE DEBTORS TO PAY CERTAIN PREPETITION  
WAGES, BENEFITS, AND OTHER COMPENSATION OBLIGATIONS, (II)  
AUTHORIZING FINANCIAL INSTITUTIONS TO HONOR ALL OBLIGATIONS  
RELATED THERETO, AND (III) GRANTING RELATED RELIEF**

The undersigned counsel to the above-captioned debtors and debtors in possession  
(collectively, the “Debtors”) hereby certifies as follows:

On June 1, 2025, the Debtors filed *Debtors' Motion for Entry of Interim and Final Orders  
(I) Authorizing the Debtors to Pay Certain Prepetition Wages, Benefits, and Other Compensation  
Obligations, (II) Authorizing Financial Institutions to Honor all Obligations Related thereto, and  
(III) Granting Related Relief* [D.I. 6] (the “Motion”).

2. Pursuant to the *Interim Order (I) Authorizing the Debtors to Pay Certain  
Prepetition Wages, Benefits, and Other Compensation Obligations, (II) Authorizing Financial  
Institutions to Honor All Obligations Related Thereto, and (III) Granting Related Relief* [D.I. 36]  
(the “Interim Order”) and Notice of Hearing [Docket No. 45], objections to the final relief  
requested in the Motion were to be filed and served no later than June 20, 2025 at 4:00 p.m. (ET).

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification numbers are as follows: VWS Holdco, Inc. (5412) and Shoosmith Bros., Inc. (6914). The Debtors’ mailing address is P.O. Box 2770, Chesterfield, VA 23832.



3. The Debtor have revised the form of order granting the relief on a final basis requested in the Motion (the “Revised Proposed Final Order”) to incorporate the comments from the Court to the Interim Order. The Revised Proposed Final Order is attached hereto as **Exhibit A**.

1. The Debtor has received no other objection or informal comments to the final relief requested by the Motion, and no objection or other responsive pleading to the final relief requested by the Motion appears on the Court’s docket.

2. For convenience of the Court and all parties in interest, a blackline comparing the Revised Proposed Final Order against the form of final order attached to the Motion is attached hereto as **Exhibit B**.

WHEREFORE, the Debtor respectfully requests that Court enter the Revised Proposed Final Order substantially in the form attached here as **Exhibit A** at the earliest convenience of the Court.

Dated: June 23, 2025  
Wilmington, Delaware

**PASHMAN STEIN WALDER HAYDEN, P.C.**

/s/ Richard W. Riley  
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Richard W. Riley (No. 4052)  
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-and-

Leah M. Eisenberg (admitted *pro hac vice*)  
David E. Sklar (admitted *pro hac vice*)  
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dsklar@pashmanstein.com

*Proposed Counsel to the Debtors and Debtors in Possession*

**Exhibit "A"**  
**Proposed Final Order**

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OBLIGATIONS, (II) AUTHORIZING FINANCIAL INSTITUTIONS TO HONOR ALL  
OBLIGATIONS RELATED THERETO, AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of the above captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an interim order (the “Interim Order”) and a final order (this “Final Order”) pursuant to sections 105(a), 363, 507, and 541 of the Bankruptcy Code, Bankruptcy Rules 6003(b) and 6004, and Local Rule 9013-1(m): (i) authorizing the Debtors to pay and honor certain prepetition wages, benefits, and other compensation obligations; (ii) authorizing and directing banks and financial institutions to receive, process, honor, and pay checks presented for payment and electronic payment requests relating to prepetition employee wages and benefits; and (iii) granting related relief, all as more fully described in the Motion; and the Court having previously entered the Interim Order; and upon consideration of the First Day Declaration; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by this Motion is in the best

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, in a reasonable exercise of their business judgment, to: (i) pay or otherwise honor the Employee Obligations under the Employee Programs; (ii) honor and continue the Employee Programs that were in effect as of the Petition Date in the ordinary course of business; and (iii) make all Withholding Obligation payments relating to the Employee Obligations as required by law; *provided, however*, that the aggregate of cash payments provided for in this paragraph shall not exceed \$17,150 per Employee for prepetition Employee Wages as provided in section 507(a)(4)–(5) of the Bankruptcy Code. For the avoidance of doubt, this authority is inclusive of any prepetition amounts that may become payable under this Final Order to third-party service providers that administer, insure, or otherwise facilitate the Employee Obligations.
3. The Debtors are authorized, but not directed, to issue postpetition checks or to effect postpetition fund transfer requests in replacement of any checks or fund transfer requests that are dishonored as a consequence of these Chapter 11 Cases with respect to prepetition amounts owed to their employees.
4. All banks and other financial institutions are hereby authorized to receive, process, honor, and pay any and all checks presented for payment and electronic transfer requests made by the Debtors related to the payment of the Employee Obligations described in the Motion and approved herein, whether such checks were presented or such electronic transfer requests were submitted before, or are presented or submitted after, the Petition Date. All such banks and

financial institutions are further authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved pursuant to this Final Order.

5. Notwithstanding the foregoing, nothing in this Final Order authorizes or approves any payments or transfers subject to section 503(c) of the Bankruptcy Code. Further, nothing in this Final Order shall be deemed to violate or permit a violation of section 503(c) of the Bankruptcy Code.

6. Nothing in the Motion or in this Final Order is intended or should be construed as (a) an admission as to the validity or priority of any claim against the Debtors, (b) a waiver of the Debtors' rights to dispute any claim, including the validity or priority thereof, or (c) an approval or assumption of any agreement, contract, or lease whether under section 365(a) of the Bankruptcy Code or otherwise. Likewise, any payment made pursuant to this Final Order is not intended and should not be construed as an admission as to the validity of any claim or a waiver of the Debtors' rights to subsequently dispute such claim.

7. The Debtors are authorized to take such actions as may be necessary and appropriate to implement the terms of this Final Order.

8. Notwithstanding Bankruptcy Rule 6004(h), this Final Order shall be effective and enforceable immediately upon entry hereof.

9. This Court shall retain jurisdiction to hear and determine all matters related to the interpretation or implementation of this Final Order.

**Exhibit “B”**  
**Blackline**



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<b>Summary report:</b> <b>Litera Compare for Word 11.10.1.2 Document comparison done on</b> <b>6/23/2025 3:02:02 PM</b>	
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<b>Intelligent Table Comparison:</b> Active	
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<b>Modified DMS:</b> iw://cloudimanage.com/IMANAGE/4574582/2	
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<u>Add</u>	2
<del>Delete</del>	3
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<u>Move To</u>	0
<u>Table Insert</u>	0
<del>Table Delete</del>	0
<u>Table moves to</u>	0
<del>Table moves from</del>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
<b>Total Changes:</b>	5