

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

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

Debtors.¹

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

Re: D.I. 194

**CERTIFICATION OF COUNSEL REGARDING
ORDER ON DEBTORS' MOTION TO CONVERT THESE
CHAPTER 11 CASES TO CASES UNDER CHAPTER 7 OF BANKRUPTCY CODE**

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

1. On July 24, 2025, the Debtors filed *Debtors' Motion to Convert These Chapter 11 Cases to Cases Under Chapter 7 of Bankruptcy Code* [D.I. 194] (the “Motion to Convert”) and included a proposed form of order (the “Proposed Form of Order”)

2. Pursuant to the *Order Shortening Notice and Objection Periods Regarding Debtors' Motion to Convert These Chapter 11 Cases to Cases Under Chapter 7 of the Bankruptcy Code* [D.I. 199], a hearing on the Motion to Convert was held on July 31, 2025 at 1:00 p.m. (the “Hearing”).

3. Prior to the Hearing, the Debtor revised the Proposed Order (the “Revised Proposed Order”) to clarify that Kurtzman Carson Consultants, LLC dba Verita Global Verita will continue in its role as the escrow agent with respect to the VWS Holdco Inc. Professional Fee Escrow Account.

¹ 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.



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4. The Debtors presented the Revised Proposed Order to the Court at the Hearing and the Court stated the Revised Proposed Order would be entered subject to a revision requested by the Court and submission of the Revised Proposed Order under this certification of counsel.

5. The further Revised Proposed Order is attached hereto as **Exhibit A**. For convenience of the Court and all parties in interest, a blackline comparing the further Revised Proposed Order against the form of Proposed Order attached to the Motion to Convert is attached hereto as **Exhibit B**.

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

Dated: July 31, 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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Counsel to the Debtors and Debtors in Possession

Exhibit "A"
Revised Proposed Order

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In re

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Chapter 11

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Jointly Administered

Re: D.I. 194

**ORDER GRANTING DEBTORS' MOTION TO CONVERT THESE CHAPTER 11
CASES TO CASES UNDER CHAPTER 7 OF THE BANKRUPTCY CODE**

Upon consideration of the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (the “Debtors”) for entry of an order converting these Debtors’ cases to cases under chapter 7 of the Bankruptcy Code, approving the Conversion Procedures, and granting related relief; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that the venue of the chapter 11 case and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157; and this Court having determined the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and all applicable stakeholders in the Chapter 11 Cases; and it appearing that proper and adequate notice of the Motion has been given and that, except as otherwise ordered herein, no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

¹ 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.

² Capitalized terms used herein and not defined herein shall have the meaning given such terms in the Motion.

2. These above-captioned cases shall be immediately converted to cases under chapter 7 of the Bankruptcy Code upon entry of this Order.

3. Notice of this Motion was adequate, and no other or further notice is necessary.

4. The Conversion Procedures, as set forth in the Motion, are hereby approved.

5. Subject to its compliance with Local Rules 2002-1(f)(x)–(xi), on the Conversion Date, Verita shall be relieved of its responsibilities as the Debtors’ claims and noticing agent in the Debtors’ Chapter 11 Cases and will have no further obligations to the Court, the Debtors, the chapter 7 trustee (once appointed), or any party in interest with respect to the Debtors’ Chapter 11 Cases or the chapter 7 cases; provided, however, Verita shall continue to be the escrow agent with respect to the VWS Holdco Inc. Professional Fee Escrow Account until further order of the Court.

6. A representative of the Debtors, and, if so requested by the chapter 7 trustee, counsel to the Debtors in these cases, shall appear at the meeting of creditors pursuant to section 341(a) and 343 of the Bankruptcy Code, and such representative of the Debtors shall be available to testify at such meeting of creditors.

7. Nothing in this Order or the conversion of the Chapter 11 Cases to cases under chapter 7 of the Bankruptcy Code shall affect or modify any order of this Court (or documents related thereto) entered during the Chapter 11 Cases.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order.

Exhibit “B”
Blackline

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² Capitalized terms used herein and not defined herein shall have the meaning given such terms in the Motion.

1. The Motion is GRANTED as set forth herein.
2. These above-captioned cases shall be immediately converted to cases under chapter 7 of the Bankruptcy Code upon entry of this Order.
3. Notice of this Motion was adequate, and no other or further notice is necessary.
4. The Conversion Procedures, as set forth in the Motion, are hereby approved.
5. Subject to its compliance with Local Rules 2002-1(f)(x)–(xi), on the Conversion Date, Verita shall be relieved of its responsibilities as the Debtors’ claims and noticing agent in the Debtors’ Chapter 11 Cases and will have no further obligations to the Court, the Debtors, the chapter 7 trustee (once appointed), or any party in interest with respect to the Debtors’ Chapter 11 Cases or the chapter 7 cases; provided, however, Verita shall continue to be the escrow agent with respect to the VWS Holdco Inc. Professional Fee Escrow Account until further order of the Court.
6. A representative of the Debtors, and, if so requested by the chapter 7 trustee, counsel to the Debtors in these cases, shall appear at the meeting of creditors pursuant to section 341(a) and 343 of the Bankruptcy Code, and such representative of the Debtors shall be available to testify at such meeting of creditors.
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Summary report: Litera Compare for Word 11.10.1.2 Document comparison done on 7/31/2025 1:51:02 PM	
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<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	3