Docket #1576 Date Filed: 10/30/2026

CAPLIN & DRYSDALE, CHARTERED
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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

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

SUMMARY OF FINAL FEE APPLICATION OF CAPLIN & DRYSDALE, CHARTERED FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE FINAL FEE PERIOD FROM JULY 22, 2024, THROUGH SEPTEMBER 30, 2026

Name of Applicant:	Caplin & Drysdale, Chartered ("**Caplin**")
Authorized to provide professional services to:	Official Committee of Unsecured Creditors
Petition Date:	June 30, 2024
Date of Retention:	Order entered September 12, 2024, effective as of July 22, 2024
Period for which final compensation and reimbursement are sought:	July 22, 2024, through September 30, 2026[1]
Amount of final compensation sought as actual, reasonable and necessary:	$4,696,012.50[2]
Amount of final expense reimbursement sought as actual, reasonable and necessary:	$105,126.55[3]

[1] Caplin has written off fees totaling $332,371.00 and expenses totaling $506.90 for the following months: March 2026 (Dkt. No. 1502), April 2026 (Dkt. No. 1503), May 2026 (Dkt. No. 1520), June 2026 (Dkt. No. 1543), July 2026 (not filed), August 2026 (not filed), September 2026 (not filed).

[2] This amount reflects voluntary reductions totaling $26,375.00.

[3] This amount reflects voluntary reductions totaling $256.73.

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In re:	Chapter 11
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Debtor.	

FINAL FEE APPLICATION OF CAPLIN & DRYSDALE, CHARTERED FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE FINAL FEE PERIOD FROM JULY 22, 2024, THROUGH SEPTEMBER 30, 2026

Caplin & Drysdale, Chartered ("**Caplin**"), counsel to the Official Committee of Unsecured Creditors (the "**Committee**"), submits this application (the "**Application**") for allowance of compensation for professional services rendered to the Committee and reimbursement of actual and necessary expenses incurred by Caplin from July 22, 2024, through September 30, 2026[1] (the "**Final Fee Period**"), 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 the United States Bankruptcy Court of the Eastern

[1] Caplin has written off fees totaling $332,371.00 and expenses totaling $506.90 for the following months: March 2026 (Dkt. No. 1502), April 2026 (Dkt. No. 1503), May 2026 (Dkt. No. 1520), June 2026 (Dkt. No. 1543), July 2026 (not filed), August 2026 (not filed), September 2026 (not filed).

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 [Dkt. No. 162] (the "**Interim Compensation Order**"). In support of this Application, Caplin represents as follows:

JURISDICTION AND BASIS FOR RELIEF

1. This Court has subject-matter jurisdiction to hear and decide this Application under 28 U.S.C. §§ 157(a) and 1334(b) and the Standing Order of Reference from the United States District Court for the Eastern District of Virginia, dated August 15, 1984. This matter is a core proceeding under 28 U.S.C. § 157(b), and this Court has authority to adjudicate this Application consistent with Article III of the United States Constitution.

2. The bases for the relief requested herein are sections 330, 331, 503(b)(2), and 507(a)(2) of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, Rule 2016-1 of the Local Rules, and the Interim Compensation Order.

BACKGROUND

3. On June 30, 2024, the Debtor filed a petition for relief under chapter 11 of the Bankruptcy Code, commencing the above-captioned chapter 11 case (the "**Chapter 11 Case**"). The largest creditor constituency in the Chapter 11 Case consists of holders of claims for personal injury or wrongful death arising from exposure to asbestos or asbestos-containing products.

4. On July 22, 2024, the Office of the United States Trustee for Region 4 notified the Court that, pursuant to 11 U.S.C. § 1102, it had appointed the Committee. [Dkt. No. 69].

5. On September 9, 2024, the Court entered the Interim Compensation Order, which approved the compensation procedures set forth therein.

6. On September 12, 2024, the Court entered the Order Authorizing the Retention and Employment of Caplin & Drysdale, Chartered as Counsel to the Official Committee of Unsecured Creditors, Effective *Nunc Pro Tunc* as of July 22, 2024. [Dkt. No. 202].

7. On August 18, 2026, the United States District Court for the Eastern District of Virginia entered the order [Dkt. No. 20] confirming the Amended Plan of Reorganization of Hopeman Brothers, Inc. Under Chapter 11 of the Bankruptcy Code (as modified, the "**Plan**"). The Effective Date (as defined in the Plan) took place on September 15, 2026.

8. As provided in the Plan, professionals must file with the Court final requests for compensation and expense reimbursement no later than forty-five (45) days after the Plan's Effective Date. This Application contains Caplin's final request for allowance and payment of compensation for professional services rendered to the Committee and reimbursement of actual and necessary expenses incurred in the Debtor's Chapter 11 Case.

RELIEF REQUESTED

9. Caplin submits this Application for final allowance and payment of compensation for professional services rendered to the Committee during the Final Fee Period in the amount of $4,696,012.50[2] and reimbursement of actual and necessary expenses incurred during the Final Fee Period in the amount of $105,126.55[3], for a total of $4,801,139.05.

10. The Application is supported by the following exhibits, which are attached hereto and patterned on the Appendix B Guidelines:

- **Exhibit A** is a contains a summary schedule of the time expended by Caplin's attorneys and paraprofessionals during the Final Fee Period.

[2] This amount reflects voluntary reductions totaling $26,375.00.

[3] This amount reflects voluntary reductions totaling $256.73.

- **Exhibit B** contains a cumulative summary schedule of hours and fees covered by this Application, categorized by project code.

- **Exhibit C** is a cumulative summary of the expenses incurred by Caplin during the Final Fee Period.

LEGAL BASIS FOR REQUESTED RELIEF

11. Under 11 U.S.C. § 330(a)(1), the Court may award reasonable compensation for actual, necessary services rendered by professionals employed by the Committee, including attorneys and paralegals employed by such attorneys based on the nature, extent, and value of the services rendered; time spent on such services; and the cost of comparable services other than in a bankruptcy case. The Court may also award reimbursement for actual, necessary expenses. *Id.*

12. Section 330(a)(3) provides:

> In determining the amount of reasonable compensation to be awarded to an examiner, trustee under chapter 11, or professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—
>
> (A) the time spent on such services;
>
> (B) the rates charged for such services;
>
> (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
>
> (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
>
> (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
>
> (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

13. The professional services performed by Caplin were necessary and appropriate to the administration of this Chapter 11 Case and were performed in the most expeditious and

economical manner possible. Compensation for these services as requested is commensurate with the complexity, importance, and nature of the problems, issues, or tasks involved. Further, the professionals at Caplin have coordinated their activities with Committee's other professionals to avoid undue duplication of effort on behalf of the Committee in the case whenever possible.

14. In accordance with 11 U.S.C. § 504 and Bankruptcy Rule 2016(a), there is no agreement or understanding between Caplin and any other person, other than the members of Caplin, for the sharing of compensation to be received for services rendered in this Chapter 11 Case.

15. No agreement or understanding prohibited by 18 U.S.C. § 155 has been or will be made by Caplin.

STATEMENT PURSUANT TO APPENDIX B GUIDELINES

16. The following is provided in response to the questions set forth in ¶ C.5 of the Appendix B 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?

Response: No, Caplin did not vary its standard or customary billing rates, fees, or terms for services pertaining to this engagement.

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 the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billed 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: The fees reflected in billing code number .07, titled Fee Applications-Self, relate to Caplin's preparation of fee applications as well as review and revision of its invoices.

Question: Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information?

Response: Yes, in connection with the review of the monthly time records for submission of the monthly fee applications, Caplin reviewed the time detail for privileged or confidential information.

Question: Does this fee application include rate increases since retention?

Response: Yes.

Question: Did the client agree when retaining Caplin to accept all future rate increases? If not, did Caplin inform the 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: The client was notified at the outset of the engagement that Caplin's hourly rates are reviewed and revised generally on January 1st of each year.

NOTICE

17. Notice of this Application has been provided in accordance with the terms of the Interim Compensation Order. Caplin submits that no other or further notice need be provided.

CONCLUSION

18. WHEREFORE, Caplin respectfully requests that the Court enter an Order approving the Application and allowing on a final basis, Caplin's request for (a) compensation in the amount of $4,696,012.50 for professional services rendered to the Committee during the Final Fee Period, (b) reimbursement in the amount of $105,126.55 for actual and necessary expenses incurred during the Final Fee Period, and (c) granting such other and further relief as the Court deems just and proper.

Dated: 10/30/2026

/s/ Jeffrey A. Liesemer

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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
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In re:	Chapter 11
HOPEMAN BROTHERS, INC.,	Case No. 24-32428 (KLP)
Debtor.	

ORDER GRANTING FINAL FEE APPLICATION OF CAPLIN & DRYSDALE, CHARTERED FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE FINAL FEE PERIOD FROM JULY 22, 2024, THROUGH SEPTEMBER 30, 2026

Upon consideration of the Final Fee Application (the "**Application**")[1] of Caplin & Drysdale, Chartered ("**Caplin**"), counsel for the Official Committee of Unsecured Creditors, for the final fee period from July 22, 2024, through September 30, 2026; and the Court having reviewed the Application, 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 therefor,

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

IT IS HEREBY ORDERED as follows:

1. The Application is GRANTED.

2. Caplin is hereby granted final allowance of compensation for professional services in the amount of $4,696,012.50 and reimbursement of actual and necessary expenses in the amount of $105,126.55 as requested in the Application.

3. The Debtor is hereby authorized and directed to remit to Caplin the full amount of the fees and expenses set forth in paragraph 2 of this Order less any amounts previously paid to Caplin.

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. The Court shall retain jurisdiction to hear and determine all matters arising from the entry of the within Order, including the interpretation, implementation, or enforcement of the within Order.

6. This Order shall be immediately effective and enforceable upon its entry.

Dated: _____
Richmond, Virginia

_____
HONORABLE KEITH L. PHILLIPS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Jeffrey A. Liesemer
Kevin C. Maclay (admitted *pro hac vice*)
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Counsel for the Official
Committee of Unsecured Creditors

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

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

/s/ Jeffrey A. Liesemer

EXHIBIT A

SUMMARY BY PROFESSIONAL[1][2][3]

FINAL FEE PERIOD: JULY 22, 2024, THROUGH SEPTEMBER 30, 2026

COMPENSATION BY PROFESSIONAL					
NAME OF PROFESSIONAL	**AREA OF PRACTICE | YEAR OF ADMISSION**	**POSITION**	**HOURLY BILLING RATE**	**TOTAL HOURS**	**TOTAL COMPENSATION**
Kevin C. Maclay	Bankruptcy | Member of Maryland Bar: 1994; Member of District of Columbia Bar: 1996	Member	$1,750	75.1	$131,425.00
			$1,970	26.6	$52,402.00
			$2,175	0.2	$435.00
Todd E. Phillips	Bankruptcy | Member of California Bar: 2005; Member of District of Columbia Bar: 2009; Member of New York Bar: 2016	Member	$727.50	4.0	$2,910.00
			$1,295	176.1	$228,049.50
			$1,455	286.5	$416,857.50
			$1,625	2.6	$4,225.00
Jeffrey A. Liesemer	Bankruptcy | Member of Virginia Bar: 1993; Member of District of Columbia Bar: 1996	Member	$675	8.5	$5,737.50
			$760	17.9	$13,604.00
			$1,350	521.5	$704,025.00
			$1,520	694.0	$1,054,880.00
			$1,700	6.4	$10,880.00
Ann C. McMillan	Bankruptcy | Member of California Bar: 1984; Member of District of Columbia Bar: 1988	Member	$1,125	22.7	$25,537.50
			$1,200	129.5	$155,400.00
James P. Wehner	Bankruptcy | Member of Virginia Bar: 1995; Member of District of Columbia Bar: 1997; Member of New York Bar: 2003	Member	$1,350	74.1	$100,035.00
			$1,520	10.8	$16,416.00
James E. Salles	Tax | Member of Georgia Bar: 1987; Member of District of Columbia Bar: 1988	Member	$1,105	1.3	$1,436.50
Kevin M. Davis	Bankruptcy | Member of Maryland Bar: 2010; Member of District of Columbia Bar: 2011	Member	$930	25.6	$23,808.00
			$1,045	2.1	$2,194.50
Jeanna Rickards Koski	Bankruptcy | Member of Washington Bar: 2004; Member of District of Columbia Bar: 2009	Of Counsel	$955	13.8	$13,179.00

1 Nonworking travel time is billed at one-half of the professional's usual hourly rate.

2 Caplin reviews its professionals' hourly billing rates on an annual basis.

3 The amounts in the "Total Compensation" column reflect voluntary reductions totaling $26,375.00.

COMPENSATION BY PROFESSIONAL					
NAME OF PROFESSIONAL	**AREA OF PRACTICE | YEAR OF ADMISSION**	**POSITION**	**HOURLY BILLING RATE**	**TOTAL HOURS**	**TOTAL COMPENSATION**
Katy C. Zendeh	Bankruptcy | Member of Texas Bar: 2017; Member of District of Columbia Bar: 2020	Associate	$690	59.4	$40,986.00
		Of Counsel	$760	19.7	$14,972.00
Nathaniel R. Miller	Bankruptcy | Member of California Bar: 2016; Member of District of Columbia Bar: 2017	Associate	$367.50	13.2	$4,851.00
			$735	602.7	$442,984.50
		Of Counsel	$405	17.9	$7,249.50
			$810	933.8	$756,378.00
			$915	15.4	$14,091.00
Shahriar M. Raafi	Bankruptcy | Member of New York Bar: 2018; Member of District of Columbia Bar: 2022	Associate	$690	1.7	$1,173.00
Allegra N. Kauffman	Bankruptcy | Member of Florida Bar: 2019; Member of District of Columbia Bar: 2020	Associate	$605	198.3	$119,971.50
Allison M. Scoggin	Bankruptcy | Member of Missouri Bar: 2020; Member of District of Columbia Bar: 2021	Associate	$570	2.7	$1,539.00
			$625	3.0	$1,875.00
Ariel K. Hayes	Bankruptcy | Member of New York Bar: 2023; Member of District of Columbia Bar: 2024	Associate	$500	113.1	$56,550.00
			$550	0.8	$440.00
Matthew E. Beckerman	Bankruptcy | Member of New Jersey Bar: 2022; Member of District of Columbia Bar: 2024	Associate	$500	103.7	$51,850.00
			$550	215.2	$118,360.00
			$625	1.2	$750.00
Jack D. Solano	Bankruptcy | Member of New York Bar: 2018; Member of District of Columbia Bar: 2025	Associate	$625	10.8	$6,750.00
Nathaniel M. Brose	Bankruptcy | Member of District of Columbia Bar: 2022	Associate	$530	11.3	$5,989.00
Cecilia Guerrero	Bankruptcy | Year Hired: 2015	Paralegal	$540	144.5	$78,030.00
			$595	27.1	$16,124.50
			$675	20.2	$13,635.00
Jessica A. Giglio	Bankruptcy | Year Hired: 2021	Paralegal	$540	0.2	$108.00
			$675	1.3	$877.50
Rachael L. Davis	Bankruptcy | Year Hired: 2022	Paralegal	$525	0.5	$262.50
Kerry N. Fenn	Bankruptcy | Year Hired: 2024	Paralegal	$595	5.3	$3,153.50
	TOTAL			**4,622.3**	**$4,696,012.50**

EXHIBIT B

CUMULATIVE SUMMARY BY PROJECT CATEGORY[4]

FINAL FEE PERIOD: JULY 22, 2024, THROUGH SEPTEMBER 30, 2026

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
(.01) Asset Analysis & Recovery	16.2	$13,498.00
(.03) Business Operations	1.5	$1,365.00
(.04) Case Administration & Calendar Control	22.5	$15,603.00
(.05) Claims Administration & Objections	39.1	$33,709.50
(.07) Fee Applications - Self	100.9	$92,656.00
(.08) Objections - Fee/Retention Applications	32.2	$28,064.00
(.10) Litigation	2,660.7	$2,579,470.50
(.11) Plan & Disclosure Statement	1,066.9	$1,214,719.50
(.15) Committee Meetings/Conferences	472.0	$579,454.50
(.16) Travel	61.5	$34,352.00
(.17) Docket Review & File Maintenance	9.7	$5,548.00
(.18) Fee Applications - Others	57.5	$54,195.00
(.19) Retention Applications - Others	59.1	$50,845.50
(.20) Retention Applications - Self	22.5	$18,907.00
TOTAL	**4,622.3**	**$4,696,012.50**

[4] The amounts in the "Total Fees" column reflect voluntary reductions totaling $26,375.00.

EXHIBIT C

CUMULATIVE SUMMARY OF EXPENSES[5]

FINAL FEE PERIOD: JULY 22, 2024, THROUGH SEPTEMBER 30, 2026

EXPENSE CATEGORY	TOTAL EXPENSES
Court Reporter Transcript Services	$9,294.80
Database Research	$48,161.59
Meals	$188.18
Miscellaneous	$1,961.65
PACER Service	$1,138.80
Photocopies	$5,325.59
Travel	$39,312.67
TOTAL	**$105,126.55**

[5] The amounts in the "Total Expenses" column reflect voluntary reductions totaling $256.73.