

ENTERED

May 21, 2024

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS**

In re:

ZACHRY HOLDINGS, INC., *et al.*¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90377 (MI)
)
) (Jointly Administered)
) Re: Docket No. 6

**ORDER (I) AUTHORIZING THE PAYMENT OF
CERTAIN TAXES AND FEES AND (II) GRANTING RELIED RELIEF**

Upon the motion (the “**Motion**”)² of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an order (this “**Order**”), (a) authorizing, but not directing, the Debtors to pay various Taxing Authorities on account of Taxes that arose before the Petition Date and in the ordinary course, and (b) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due, sufficient, and proper notice of the Motion having been provided under the circumstances and in accordance with the Bankruptcy Rules and the Bankruptcy Local Rules, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon consideration of the First Day Declaration and the record of the Hearing and all of the proceedings

¹ The last four digits of Zachry Holdings, Inc.’s tax identification number are 6814. A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors’ proposed claims and noticing agent at www.kcellc.net/zhi. The location of the Debtors’ service address in these chapter 11 cases is: P.O. Box 240130, San Antonio, Texas 78224.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.



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had before this Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors, their stakeholders, and all other parties in interest, and that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. The Debtors are authorized, but not directed, to pay to the Taxing Authorities, including, without limitation, those Taxing Authorities listed on **Exhibit 1** annexed hereto, all Taxes that arose before the Petition Date, including Taxes subsequently determined upon audit or otherwise to be owed for the periods before the Petition Date, in each case, solely to the extent that such Taxes are or become payable in accordance with applicable law, and subject to and in accordance with the Cash Collateral Order.

2. The Debtors shall maintain a matrix/schedule of payments made pursuant to this Order, including the following information: (a) the names of the payee; (b) the date, category, nature and amount of the payment; and (c) the Debtor or Debtors that made the payment. The Debtors shall provide a copy of such matrix/schedule to the U.S. Trustee and any statutory committee appointed in these chapter 11 cases every 30 days beginning upon entry of this Order.

3. The Debtors are authorized, but not directed, to pay or remit (or use tax credits to offset) Taxes in the ordinary course of their business, whether such obligations accrued or arose before or after the Petition Date, subject to and in accordance with the Cash Collateral Order; *provided that* the Debtors shall not pay any Taxes before such Taxes are due to the applicable Taxing Authority.

4. The Debtors are authorized, but not directed, to seek a refund or credit to the extent that the Debtors have overpaid any Taxes, including amounts paid with respect to an Audit.

5. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Taxing Authorities.

6. The Debtors are authorized, but not directed, to pay any amounts that later come due, whether as a result of any pending or future audits, or otherwise, in connection with their Taxes in the ordinary course of business and in accordance with the Cash Collateral Order.

7. The Debtors are authorized to execute and deliver such documents and to take and perform all actions necessary to implement and effectuate the relief granted in this Order.

8. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Order.

9. The Debtors are authorized to issue postpetition checks or effect postpetition fund transfer requests in replacement of any checks or fund transfer requests that are inadvertently dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

10. Notwithstanding anything to the contrary contained in the Motion or this Order, any payment to be made and any relief or authorization granted hereunder shall be limited by, and shall be subject to, the requirements imposed on the Debtors in any orders entered by this Court authorizing the Debtors' use of cash collateral (any such order, including for the avoidance of doubt, the approved cash collateral budget, a "**Cash Collateral Order**"). To the extent of any

conflict (but solely to the extent of such conflict) between the terms of this Order and the terms of any Cash Collateral Order, the terms of the Cash Collateral Order will govern.

11. Nothing contained in the Motion or this Order, nor any action taken pursuant thereto, nor any payment made pursuant to the authority granted thereby, is intended to be or shall be construed as: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable non-bankruptcy law; (b) a waiver of the Debtors' rights to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any claim is of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (e) a waiver of any claims or causes of action that may exist against any creditor or interest holder; (f) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (g) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the Motion are valid and the Debtors expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens.

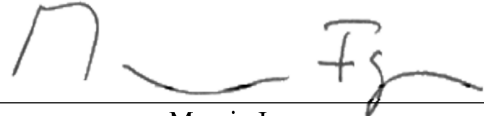
12. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

13. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

14. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

15. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Signed: May 21, 2024



Marvin Isgur
United States Bankruptcy Judge

United States Bankruptcy Court
Southern District of Texas

In re:
Zachry Holdings, Inc.
Debtor

Case No. 24-90377-mi
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4
Date Rcvd: May 22, 2024

User: ADIuser
Form ID: pdf002

Page 1 of 3
Total Noticed: 5

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 24, 2024:

Recip ID	Recipient Name and Address
db	+ Zachry Holdings, Inc., 527 Logwood Avenue, San Antonio, TX 78221-1738
op	+ CB&I LLC, 757 North Eldridge Parkway, Houston, TX 77079-4527
op	+ Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, El Segundo, CA 90245-5648

TOTAL: 3

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	Email/Text: julie.parsons@mvmalaw.com	May 22 2024 20:13:00	The County of Brazos, Texas, McCreary Veselka Bragg & Allen, PC, Attn: Julie Anne Parsons, PO Box 1269, Round Rock, TX 78680-1269
cr	+ Email/Text: julie.parsons@mvmalaw.com	May 22 2024 20:13:00	The County of Medina, Texas, McCreary, Veselka, Bragg & Allen, P.C., P.O. Box 1269, Round Rock, TX 78680, UNITED STATES 78680-1269

TOTAL: 2

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
cr		Bank of america, n.a.
intp		Chiyoda International Corporation

TOTAL: 2 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: May 24, 2024
Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 21, 2024 at the address(es) listed below:

District/off: 0541-4
Date Rcvd: May 22, 2024

User: ADIuser
Form ID: pdf002

Page 2 of 3
Total Noticed: 5

Name	Email Address
Alonso Aquije	on behalf of Debtor Zachry Holdings Inc. alonso.aquije@whitecase.com, mco@whitecase.com
Andrew Jimenez	on behalf of U.S. Trustee US Trustee andrew.jimenez@usdoj.gov
Andrew F. O'Neill	on behalf of Debtor Zachry Holdings Inc. aoneill@whitecase.com, mco@whitecase.com
Barrett Lingle	on behalf of Debtor Zachry Holdings Inc. barrett.lingle@whitecase.com, mco@whitecase.com
Bojan Guzina	on behalf of Debtor Zachry Holdings Inc. bojan.guzina@whitecase.com, mco@whitecase.com
Charles A Beckham, Jr	on behalf of Interested Party Chiyoda International Corporation charles.beckham@haynesboone.com kenneth.rusinko@haynesboone.com;jodi.valencia@haynesboone.com
Charles R. Koster	on behalf of Debtor JVIC Fabrication LLC ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Zachry EPC Holdings LLC ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Zachry Engineering Corporation ckoster@whitecase.com mco@whitecase.com
Charles R. Koster	on behalf of Debtor Zachry Maintenance Services LLC ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Zachry High Voltage Solutions LLC ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor J.V. Industrial Companies LLC ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Zachry Plant Services Holdings Inc. ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Moss Point Properties LLC ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Zachry Constructors LLC ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Zachry Nuclear Engineering Inc. ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Zachry Industrial Americas Inc. ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Zachry Enterprise Solutions Inc. ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Zachry Nuclear Construction Inc. ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Computer Simulation & Analysis Inc. ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor ZEC Michigan Inc. ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor UE Properties Inc. ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Zachry Nuclear Inc. ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Madison Industrial Services Team LLC ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Zachry Industrial Inc. ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor Zachry Holdings Inc. ckoster@whitecase.com, mco@whitecase.com
Charles R. Koster	on behalf of Debtor ZEC New York Inc. ckoster@whitecase.com, mco@whitecase.com

District/off: 0541-4

User: ADIuser

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Date Rcvd: May 22, 2024

Form ID: pdf002

Total Noticed: 5

Christopher T Greco

on behalf of Other Prof. CB&I LLC christopher.greco@kirkland.com
alexandra.schwarzman@kirkland.com;hlamparter@excoresources.com;ecf-9b7a1a52c6e8@ecf.pacerpro.com;whitney.fogelberg@kirkland.com;ecf-00163ec7e7ea@ecf.pacerpro.com

Clint Simkins

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Jana Smith Whitworth

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Julie Anne Parsons

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vcovington@mvbalaw.com;kalexander@mvbalaw.com;julie.parsons@ecf.courtdrive.com

Julie Anne Parsons

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vcovington@mvbalaw.com;kalexander@mvbalaw.com;julie.parsons@ecf.courtdrive.com

Richard James Szuba

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US Trustee

USTPRegion07.HU.ECF@USDOJ.GOV

TOTAL: 37