

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

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In re:

ZACHRY HOLDINGS, INC., *et al.*,

Debtors.<sup>1</sup>

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)  
) Chapter 11  
)  
) Case No. 24-90377 (MI)  
)  
) (Jointly Administered)  
)

**APPLICATION FOR ENTRY OF AN ORDER  
AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
PROSKAUER ROSE LLP AS COUNSEL TO THE STATUTORY UNSECURED  
CLAIMHOLDERS' COMMITTEE, EFFECTIVE AS OF JUNE 6, 2024**

**IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSB.USCOURTS.GOV/](https://ecf.txsb.uscourts.gov/) WITHIN TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN OBJECTION THAT IS ACTUALLY RECEIVED BY CLERK WITHIN TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

The Statutory Unsecured Claimholders' Committee (the "Committee") of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), hereby applies (this "Application") to this Court for entry of an order pursuant to sections 328, 330, and 1103 of Title 11 of the United States Code (the "Bankruptcy Code") and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") authorizing the Committee's retention of Proskauer Rose LLP as its counsel, and in support hereof respectfully states as follows:

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<sup>1</sup> 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' claims and noticing agent at [www.kccllc.net/zhi](http://www.kccllc.net/zhi). The location of the Debtors' service address in these chapter 11 cases is: P.O. Box 240130, San Antonio, Texas 78224.



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### **Relief Requested**

1. The Committee seeks entry of an order, substantially in the form attached hereto (the “Order”): (a) authorizing the retention and employment of Proskauer Rose LLP (“Proskauer”) as its counsel, effective as of June 6, 2024; and (b) granting related relief.

2. In support of the Application, the Committee respectfully submits (i) the *Declaration of Ehud Barak in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Proskauer Rose LLP as Counsel to the Statutory Unsecured Claimholders’ Committee, Effective as of June 6, 2024* (the “Barak Declaration”), which is attached hereto as **Exhibit A**, and (ii) the *Declaration of Rod Samples in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Proskauer Rose LLP as Counsel to the Statutory Unsecured Claimholders’ Committee, Effective as of June 6, 2024* (the “Samples Declaration”), which is attached hereto as **Exhibit B**.

### **Jurisdiction and Venue**

3. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The Committee confirms its consent to the entry of a final order by the Court in connection with this Application to the extent it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

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

5. The bases for the relief requested herein are sections 328, 330 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, rules 2014-1 and 2016-1 of the Bankruptcy

Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), and the *Procedures for Complex Cases in the Southern District of Texas* (effective January 1, 2024).

### **Background**

6. On May 21, 2024 (the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed.

7. On June 4, 2024, the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code. *See* Docket No. 84. The Committee presently consists of the following voting members:

- a. Sunbelt Rentals, Inc., and its wholly owned subsidiary Sunbelt Rentals Scaffold Services LLC (collectively, “Sunbelt”);
- b. The Reynolds Company (“Reynolds”);
- c. Bigge Crane and Rigging Co. (“Bigge”);
- d. Rush, LLC a/k/a Rush Resources (“Rush”);
- e. Innovative Heat Treatment Solutions (“Innovative”);
- f. Calcam Logistics & Contracting, LLC (“Calcam”); and
- g. P&I Supply (“P&I”).

8. Shortly after its appointment, the Committee conducted its organizational meeting. On June 6, 2024, the Committee interviewed six law firms and thereafter selected Proskauer to serve as its counsel.

**Proskauer's Qualifications**

9. Proskauer is an international firm with approximately 800 lawyers in multiple countries, including the United States, United Kingdom, China, France, and Brazil. Within the United States, Proskauer has offices in New York, New York; Boca Raton, Florida; Boston, Massachusetts; Chicago, Illinois; Los Angeles, California; New Orleans, Louisiana; and Washington, D.C. Proskauer's attorneys provide a wide range of legal services, including corporate, litigation, regulatory, tax, and employment law.

10. Proskauer's attorneys have extensive experience representing creditors' committees, debtors, equity committees, creditors, trustees, and others in a wide variety of bankruptcy cases. Proskauer's attorneys currently represent, or have represented, debtors, creditors, and equity interest holders in multiple large and complex chapter 11 cases, and have been involved representing a statutory committee or debtor in some of the largest bankruptcy cases of the past two decades, including Caesars Entertainment Operating Company, Breitburn Energy Partners, Enron Corporation, G-I Holdings, Refco, Inc., Ambac, MF Global, Capmark, Texaco, NewPage Corporation, Rotech Healthcare, Murray Metallurgical Coal Holdings LLC, Pacific Exploration, KB US Holdings, and Westinghouse Electric Company LLC, as well as other complex restructurings, both in and out of court.

11. The attorneys from Proskauer who will be employed in these chapter 11 cases are each members in good standing in the jurisdictions in which such attorneys are admitted (with the exception of 1st-year lawyers awaiting bar admission).

12. In preparing for its representation of the Committee, Proskauer has become familiar with these cases and the Debtors' businesses, and many of the potential legal issues that may arise in the context of these chapter 11 cases. Based on these facts, the Committee believes Proskauer

is both well-qualified and uniquely able to represent the Committee in these chapter 11 cases in an efficient and timely manner, without duplication of services.

**Services to be Provided**

13. The Committee seeks to employ Proskauer on an hourly basis to act as the Committee's counsel in the above-captioned bankruptcy case and in any and all matters that arise with respect thereto. In particular, the Committee anticipates that Proskauer will render, among others, the following professional services:

- (a) advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules;
- (b) assisting and advising the Committee in its consultation with the Debtors relative to the administration of these chapter 11 cases;
- (c) attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
- (d) assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- (e) assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- (f) assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- (g) taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- (h) generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- (i) participating in mediation and representing the interests of general unsecured claimholders in adversary proceedings;
- (j) appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- (k) performing all other necessary legal services in these chapter 11 cases.

14. The Committee requires knowledgeable and experienced counsel to provide these essential professional services. Proskauer has stated its desire and willingness to act on the Committee's behalf to render the foregoing services.

15. The Committee has informed Proskauer, and Proskauer understands, that the Committee is planning on filing applications to retain other professionals in these chapter 11 cases. In particular, the Committee has filed, or expects to file shortly, applications to employ: (i) Huron Consulting, LLC, and (ii) Gray Reed. The Committee may also file applications to employ additional professionals. The Committee anticipates that the coordination of efforts by and among the Committees' attorneys and other professionals will substantially contribute to the effective representation of the Committee as fiduciary for the Debtors' unsecured claimholders in these chapter 11 cases. Proskauer will use its reasonable efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals.

### **Professional Compensation**

16. Pursuant to section 330(a)(1)(A) of the Bankruptcy Code, the court may award a professional person employed under section 1103 of the Bankruptcy Code "reasonable compensation for actual, necessary services ... and reimbursement for actual, necessary expenses." 11 U.S.C. §330(a)(1)(A).

17. Proskauer intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, Complex Chapter 11 Cases in the Southern District of Texas (the "Complex Case Procedures") and the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases*, effective June 11, 2013 (the "Appendix B

Guidelines”)<sup>2</sup> and any other applicable procedures and orders of the Court. As detailed in the Barak Declaration, the hourly rates and corresponding rate structure Proskauer will use in these chapter 11 cases for the attorneys assigned to these cases are the same as the hourly rates and corresponding rate structure Proskauer uses in other corporate restructuring matters under chapter 11 of the Bankruptcy Code, and the same as or lower than similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required.<sup>3</sup> These rates (and the rate structure) reflect that such restructuring and other complex matters typically are national (if not global) in scope and involve great complexity, high stakes, and severe time pressures.

18. Proskauer operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm’s expertise, performance, and reputation, the nature of the work involved, and other factors.

19. The current hourly rates of the Proskauer attorneys principally expected to work on this matter<sup>4</sup> range as follows:

<b>Billing Category<sup>5</sup></b>	<b>Range</b>
Partners	\$1,535-\$2,050
Associates	\$1,090-\$1,415
Paraprofessionals	\$320-\$375

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<sup>2</sup> Proskauer’s intention to make reasonable efforts to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the Appendix B Guidelines in connection with this Application and the interim and final fee applications to be filed by Proskauer in these cases is based exclusively on the facts and circumstances of these cases. Proskauer fully reserves the right to object to the requirements contained in the Appendix B Guidelines should Proskauer determine it appropriate.

<sup>3</sup> These rates exclude unique circumstances where Proskauer creates an alternate fee arrangement such as charging a flat rate for all attorney hours, or providing a lower rate subject to receiving a bonus.

<sup>4</sup> Proskauer may utilize the services of attorneys or paraprofessionals in connection with this matter whose rates exceed the ranges of those attorneys principally expected to work on the matter.

<sup>5</sup> Proskauer does not anticipate using contract attorneys during these chapter 11 cases. In the unlikely event it becomes necessary to use contract attorneys, or if it is in the interests of the UCC to do use contract attorneys, Proskauer will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the UCC in connection with work performed by Proskauer will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

20. Proskauer's hourly rates are set at a level designed to compensate Proskauer at market for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>6</sup>

21. The rate structure provided by Proskauer is appropriate and the same as (a) the rates that Proskauer charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Proskauer will perform in these chapter 11 cases.

22. The Committee also understands Proskauer is customarily reimbursed for all actual and necessary expenses incurred in connection with the representation of a client in a given matter, including, but not limited to, photocopying charges, travel expenses, filing fees, delivery charges, postage, long distance telephone charges, transcription charges, and computerized legal research charges. Proskauer will seek reimbursement for its actual and necessary costs and expenses incurred in connection with its representation of the Committee, and will maintain detailed records of all such costs and expenses.

23. The Committee respectfully submits such rates and policies are reasonable and market-based. In reaching this conclusion, the Committee has taken into account several factors, including that the Committee interviewed six law firms before deciding to retain Proskauer for this representation. The Committee also reviewed the rates of the Debtors' counsel in their retention application in the Debtors' chapter 11 cases. Based upon the foregoing, the Committee believes Proskauer's proposed rates are reasonable and market-based.

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<sup>6</sup> In the ordinary course of business, Proskauer adjusts the standard hourly billing rates for professionals and paraprofessionals on an annual basis as of the commencement of the firm's fiscal year on November 1 to reflect economic and other conditions, which adjustments apply to matters in and out of bankruptcy cases. Hourly rates attributable to associates on the matter will increase on May 1 when such associates matriculate to a new class (e.g. a fourth year associate becomes a fifth year associate).



24. In light of the foregoing, and based on the Barak Declaration and the Samples Declaration, the Committee believes the employment of Proskauer, on the terms set forth herein, is necessary, in the best interests of the Debtors' unsecured claimholders, and will enable the Committee to carry out its statutory duties.

25. Proskauer has not received any retainer from the Debtors, the Committee, or any other entity in these chapter 11 cases.

26. Pursuant to Bankruptcy Rule 2016(b), Proskauer has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than the partners, associates, and counsel associated with Proskauer or (b) any compensation another person or party has received or may receive, other than permitted pursuant to section 504 of the Bankruptcy Code. Proskauer's proposed engagement is not prohibited by Bankruptcy Rule 5002.

#### **Proskauer's Disinterestedness**

27. To the best of the Committee's knowledge, and as disclosed herein and in the Barak Declaration, (a) Proskauer is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates in connection with these cases and (b) neither Proskauer nor its professionals have any connection with the Debtors, their creditors, or other parties-in-interest, except as may be disclosed in the Barak Declaration. As mentioned above, the Committee selected Proskauer on June 6, 2024, and immediately requested and received the Debtors' potential parties in interest list (the "PPII List") on June 7, 2024. The PPII List contains approximately 800 names and entities, and Proskauer has not finished its review of the PPII List for potential connections. The Committee will amend or supplement both the Application and the Barak Declaration based on Proskauer's completion of its review of the PPII List.<sup>7</sup>

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<sup>7</sup> Based on Judge Isgur's guidance at the omnibus hearing dated June 17, 2024, Proskauer submits this Application while it is continuing to refine its conflict analysis and will update the Court should any new material information come to light.

28. Proskauer's compliance with the requirements of sections 1103 and 504 of the Bankruptcy Code and Bankruptcy Rule 2014 are set forth in greater detail in the Barak Declaration. Based on its review so far, Proskauer does not represent any party in these cases other than the Committee and will not represent any constituent in these cases other than the Committee.

29. Following completion of its initial review of the PPII List, Proskauer will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Proskauer will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

#### **Basis for Relief**

30. A committee appointed pursuant to section 11 U.S.C. § 1102, with the Court's approval, "may select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee." 11 U.S.C. § 1103(a). Section 328(a) further provides that such employment may be "on any reasonable terms and conditions." *Id.* § 328(a).

31. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

32. Proskauer's services will enable the Committee to faithfully execute its duties as a fiduciary for the Debtors' unsecured claimholders and are necessary to the successful functioning of the Debtors' chapter 11 cases. Based upon its extensive experience and expertise in the field of

debtors' and creditors' rights and with chapter 11 reorganizations and liquidations, Proskauer is well qualified to represent the Committee in an efficient, cost-effective, and timely manner. As stated above, the Committee does not believe that Proskauer holds or represents an adverse interest to the interest of the Debtors' estates in connection with these cases and believes that Proskauer is a "disinterested person" under the Bankruptcy Code. Accordingly, the Committee submits that the retention of Proskauer is in the best interests of the Committee and the unsecured creditors of the Debtors and should be approved by the Court.

33. The Committee further requests approval of the employment of Proskauer effective as of June 6, 2024, which was the date Proskauer's substantive work on behalf of the Committee commenced. Proskauer has focused its immediate attention on time-sensitive matters and promptly devoted substantial resources to the affairs of this case pending submission and approval of this Application. This Application is being submitted 15 days after the Committee's retention of Proskauer, and thus, *nunc pro tunc* approval is required.

34. The Court has discretion to issue an order approving the employment of an attorney *nunc pro tunc* under its general equity powers. *In re Triangle Chemicals, Inc.*, 697 F.2d 1280, 1288-89 (5th Cir. 1983). Bankruptcy Local Rule 2014-1(b) sets forth the requirements for a *nunc pro tunc* application within 30 days after a professional commences provision of services. First, the Application was not filed earlier because, despite Proskauer's diligence in checking for known potential conflicts while applying to represent the Committee, Proskauer did not receive the PPII List until after being selected to represent the Committee and required substantial time to examine its connections with the approximately 800 parties listed. Proskauer also had to move expeditiously to advocate for the Committee in connection with ongoing mediation and imminent deadlines relating to orders for first day relief. Second, *nunc pro tunc* approval is required because

Proskauer has provided significant services, and provided material benefits to the Committee relating to time sensitive matters, including but not limited to, advising the Committee on contested matters such as the pending litigation initiated by the Debtors concurrently with filing their chapter 11 petitions, conducting an investigation into the prepetition lenders' liens, actively engaging in the court-ordered mediation process, responding to and negotiating with the Debtors' relief sought in the first day motions, appearing at hearings, and otherwise engaging with the Debtors' professionals on all matters of administration of these chapter 11 cases. Finally, no parties in interest will be prejudiced by the 15 day delay in filing because Proskauer has been actively involved in this case since it was hired on June 6, 2024, immediately filed notices of appearance on the docket, and it appeared at the second day hearing on June 17, 2024. Proskauer understands that it bears responsibility for ensuring that the Application is properly filed with the Court. Proskauer has, however, acted reasonably and prudently in this case. No party has been prejudiced. As a result, *nunc pro tunc* relief is warranted by the circumstances presented by this case.

#### **Notice**

35. The Committee will provide notice of this Application to the following parties and/or their respective counsel, as applicable: (a) the Debtors, (b) the U.S. Trustee, (c) counsel for Bank of America, N.A.; and (d) any party that has requested notice pursuant to Bankruptcy Rule 2002 . The Committee submits that, in light of the nature of the relief requested, no other or further notice need be given.

#### **No Prior Request**

36. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, the Committee respectfully requests that the Court enter an order granting the relief requested in this Application and granting such other and further relief as is appropriate under the circumstances.

Respectfully submitted this 21st day of June, 2024.

The Statutory Unsecured Claimholders' Committee  
of Zachry Holdings, Inc., *et al.*

By: /s/ Rod Samples

Rod Samples

CFO

Sunbelt Rentals, Inc.

in its capacity as Committee Chair

**Certificate of Service**

The undersigned hereby certifies that on the 21st day of June, 2024, he caused a true and correct copy of the foregoing document to be served via the Court's CM/ECF system.

/s/ Jason S. Brookner

Jason S. Brookner

**Exhibit A**

**Barak Declaration**

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

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In re:

ZACHRY HOLDINGS, INC., *et al.*,

Debtors.<sup>1</sup>

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)  
) Chapter 11  
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) Case No. 24-90377 (MI)  
)  
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**DECLARATION OF EHUD BARAK IN  
SUPPORT OF APPLICATION FOR ENTRY OF AN ORDER  
AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
PROSKAUER ROSE LLP AS COUNSEL TO THE STATUTORY UNSECURED  
CLAIMHOLDERS' COMMITTEE, EFFECTIVE AS OF JUNE 6, 2024**

Ehud Barak declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner in the law firm of Proskauer. Proskauer maintains offices in New York, New York, Boston, Massachusetts, Washington, D.C., Los Angeles, California, Chicago, Illinois, New Orleans, Louisiana, Boca Raton, Florida, Beijing, China, Hong Kong, China, London, England, Paris, France, and Sao Paulo, Brazil. With approximately 800 attorneys, the Firm provides a full range of legal services to clients throughout the United States.

2. I am a lead attorney from Proskauer working on the above-captioned chapter 11 cases. I am a member in good standing of the State Bar of New York, and I have been admitted *pro hac vice* to practice in the United States Bankruptcy Court for the Southern District of Texas. There are no disciplinary proceedings pending against me.

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<sup>1</sup> 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' claims and noticing agent at [www.kccllc.net/zhi](http://www.kccllc.net/zhi). The location of the Debtors' service address in these chapter 11 cases is: P.O. Box 240130, San Antonio, Texas 78224.



3. I submit this declaration (“Declaration”) in support of the *Application for Entry of an Order Authorizing the Retention and Employment of Proskauer Rose LLP as Counsel to the Statutory Unsecured Claimholders’ Committee, Effective as of June 6, 2024* (the “Application”),<sup>2</sup> and to provide the disclosures required under Fed. R. Bankr. P. 2014(a).

4. I have personal knowledge of the facts set forth herein unless otherwise indicated. To the extent any information disclosed herein requires amendment or modification, I will submit a supplemental declaration.

5. To the best of my knowledge, neither I, Proskauer, nor any lawyer at the Firm represents any party in interest (or its attorneys or accountants) other than the Statutory Unsecured Claimholders’ Committee (the “Committee”) in connection with the above-captioned chapter 11 cases.<sup>3</sup>

6. As set forth below, Proskauer has in the past, may currently, and may in the future represent entities that are creditors or interest holders of the Debtors in matters unrelated to these chapter 11 cases. Proskauer will not represent any of these parties in connection with the Debtors’ chapter 11 cases. Proskauer will only represent the Committee in connection with these cases.

#### **Proskauer’s Qualifications**

7. Proskauer is an international firm with approximately 800 lawyers in multiple countries, including the United States, United Kingdom, China, France, and Brazil. Within the United States, Proskauer has offices in New York, New York; Boca Raton, Florida; Boston, Massachusetts; Chicago, Illinois; Los Angeles, California; New Orleans, Louisiana; and

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

<sup>3</sup> I reserve the right to amend this statement based on the final review of the PPII List, and the responses from an email inquiry that was sent to all of Proskauer’s employees.

Washington, D.C. Proskauer's attorneys provide a wide range of legal services, including corporate, litigation, regulatory, tax, and employment law.

8. Proskauer's attorneys have extensive experience representing creditors' committees, debtors, equity committees, creditors, lenders, trustees, independent directors, and others in a wide variety of bankruptcy cases. Proskauer's attorneys currently represent, or have represented, debtors, creditors, and equity interest holders in multiple large and complex chapter 11 cases, and have been involved representing a statutory committee or debtor in some of the largest bankruptcy cases of the past two decades, including Caesars Entertainment Operating Company, Breitburn Energy Partners, Enron Corporation, G-I Holdings, Refco, Inc., Ambac, MF Global, Capmark, Texaco, NewPage Corporation, Rotech Healthcare, Murray Metallurgical Coal Holdings LLC, Pacific Exploration, KB US Holdings, Westinghouse Electric Company LLC, as well as other complex restructurings, both in and out of court.

9. I understand the attorneys from Proskauer who will be employed in these chapter 11 cases are each members in good standing in the jurisdictions in which such attorneys are admitted.

10. In preparing for its representation of the Committee, Proskauer has become familiar with these cases and the Debtors' businesses, and many of the potential legal issues that may arise in the context of these chapter 11 cases. I understand the Committee believes Proskauer is both well-qualified and uniquely able to represent the Committee in these chapter 11 cases in an efficient and timely manner, without duplication of services.

#### **Services to be Provided**

11. The Committee seeks to employ Proskauer on an hourly basis to act as the Committee's counsel in the above-captioned bankruptcy case and in any and all matters that arise

with respect thereto. In particular, the Committee has been informed that Proskauer will render, among others, the following professional services:

- (a) advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules;
- (b) assisting and advising the Committee in its consultation with the Debtors relative to the administration of these chapter 11 cases;
- (c) attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
- (d) assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- (e) assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- (f) assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- (g) taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- (h) generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- (i) participating in mediation and representing the interests of general unsecured claimholders in adversary proceedings;
- (j) appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- (k) performing all other necessary legal services in these chapter 11 cases.

### **Professional Compensation**

12. Proskauer intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable procedures

and orders of the Court. I understand the hourly rates and corresponding rate structure Proskauer will use in these chapter 11 cases for the attorneys assigned to these cases are the same as the hourly rates and corresponding rate structure Proskauer uses in other corporate restructuring matters under chapter 11 of the Bankruptcy Code, and the same as or lower than similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required.<sup>4</sup>

13. Proskauer operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

14. The billing rates of the Proskauer attorneys principally expected to work on this matter<sup>5</sup> range as follows:

<b>Billing Category<sup>6</sup></b>	<b>Range</b>
Partners	\$1,535-\$2,050
Associates	\$1,090-\$1,415
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15. Proskauer's hourly rates are set at a level designed to compensate Proskauer at market for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses.

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<sup>4</sup> These rates exclude unique circumstances where Proskauer creates an alternate fee arrangement such as charging a flat rate for all attorney hours, or providing a lower rate subject to receiving a bonus.

<sup>5</sup> Proskauer may utilize the services of attorneys or paraprofessionals in connection with this matter whose rates exceed the ranges of those attorneys principally expected to work on the matter.

<sup>6</sup> Proskauer does not anticipate using contract attorneys during these chapter 11 cases. In the unlikely event it becomes necessary to use contract attorneys, or if it is in the interests of the UCC to do use contract attorneys, Proskauer will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the UCC in connection with work performed by Proskauer will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>7</sup>

16. I believe the rate structure provided by Proskauer is the same as (a) the rates that Proskauer charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Proskauer will perform in these chapter 11 cases.

17. Proskauer is customarily reimbursed for all actual and necessary expenses incurred in connection with the representation of a client in a given matter, including, but not limited to, photocopying charges, travel expenses, filing fees, delivery charges, postage, long distance telephone charges, transcription charges, and computerized legal research charges. Proskauer will seek reimbursement for its actual and necessary costs and expenses incurred in connection with its representation of the Committee, and will maintain detailed records of all such costs and expenses.

18. Proskauer has not received any retainer from the Debtors, the Committee, or any other entity in these chapter 11 cases.

19. Pursuant to Bankruptcy Rule 2016(b), Proskauer has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than the partners, associates, and counsel associated with Proskauer or (b) any compensation another person or party has received or may receive, other than permitted pursuant to section 504 of the Bankruptcy Code. Proskauer's proposed engagement is not prohibited by Bankruptcy Rule 5002.

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<sup>7</sup> In the ordinary course of business, Proskauer adjusts the standard hourly billing rates for professionals and paraprofessionals on an annual basis as of the commencement of the firm's fiscal year on November 1 to reflect economic and other conditions, which adjustments apply to matters in and out of bankruptcy cases.

**Statement Regarding U.S. Trustee Guidelines**

20. Proskauer will apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 328, 330, and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. Proskauer also intends to comply with the U.S. Trustee's requests for information and additional disclosures, both in connection with this application and the interim and final fee applications to be filed by Proskauer in the chapter 11 cases.

**Attorney Statement Pursuant to the U.S. Trustee Fee Guidelines**

21. The following is provided in response to the request for additional information set forth in paragraph D.1 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "U.S. Trustee Fee Guidelines"):

**Question:** Did the Firm agree to any variations from, or alternatives to, the Firm's standard billing arrangements for this engagement?

**Answer:** No. Proskauer did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement.

**Question:** Do any of the Firm professionals included in this engagement vary their rate based on the geographical location of the Debtors' chapter 11 cases?

**Answer:** No rate for any of the professionals included in this engagement varies based on the geographic location of the bankruptcy case.

**Question:** If the Firm has represented the client in the 12 months prepetition, disclose the Firm's billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition.

**Answer:** Proskauer did not represent any member of the Committee in the Debtors' chapter 11 cases prior to its retention by the Committee.

**Question:** Has your client approved the Firm's budget and staffing plan, and if so, for what budget period?

**Answer:** Proskauer expects to develop a prospective budget and staffing plan to reasonably comply with the U.S. Trustee's request for information and additional disclosures, to which Proskauer reserves all rights.

### **Proskauer's Disinterestedness**

22. Except as set forth herein, to the best of my knowledge, information and belief after due inquiry by me, or attorneys working under my supervision, neither I, Proskauer, nor any member, counsel, or associate of, Proskauer currently represents any party in interest or entity other than the Committee in connection with these chapter 11 cases.

23. Based upon the foregoing and the disclosures set forth herein, I believe that Proskauer is a "disinterested person," as such term is defined in Bankruptcy Code section 101(14), as modified by section 1107(b), in that Proskauer, its members, counsel, and associates:

- a. are not creditors, equity security holders, or insiders of the Debtors or their affiliates;
- b. are not and were not, within two (2) years before the Petition Date, a director, officer, or employee of the Debtors or their affiliates; and
- c. do not have an interest materially adverse to the interests of the estate or of any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or their affiliates, or for any other reason.

### **Proskauer's Disclosure Procedures**

24. Proskauer has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations, including entities that have interests in distressed debt and/or distressed entities. Proskauer has in the past represented, currently represents, and may in the future represent, entities that are claimants of, or interest holders in, the Debtors, in matters unrelated to the Debtors' chapter 11 cases. Some of these entities are, or may consider themselves to be, creditors or parties in interest in the Debtors' chapter

11 cases or may otherwise have interests in these cases. Proskauer will not represent such entities in matters related to these chapter 11 cases. Some of Proskauer's clients in unrelated matters are in the business of buying and selling claims in chapter 11 cases. Accordingly, without Proskauer's knowledge, it is possible that certain of its clients have or will buy or sell claims against the Debtors' estates during these chapter 11 cases.

25. In preparing this Declaration, I caused attorneys working under my supervision to implement a set of procedures utilized by Proskauer to ensure compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules regarding the retention of professionals by a statutory committee under the Bankruptcy Code (the "Firm Disclosure Procedures"). Pursuant to the Firm Disclosure Procedures, I performed, or caused to be performed, the following actions to identify the parties relevant to this Declaration and to ascertain Proskauer's connection to such parties:

- a. As part of the Firm Disclosure Procedures, Proskauer consulted the PPII List in generating the Match List (as defined below). The PPII List is annexed hereto as Schedule A.
- b. Proskauer maintains a master client database that it compiles from information obtained through its conflict clearance system and its client billing records (the "Conflicts Database"). I understand that the Conflicts Database includes the names of entities for which any attorney has billed time charges since the database was created, and the name of each current or former client, the names of the parties who are or were related or adverse to such current or former client, and the names of the Proskauer personnel who are or were responsible for current or former matters for such client. It is Proskauer's policy that no new matter may be accepted or opened within the firm without timely completing and submitting to those charged with maintaining the conflict clearance system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the name of the matter, adverse parties (if known) and, in some cases, parties related to the client or to an adverse party. Accordingly, it is my understanding that the database is updated for every new matter undertaken by Proskauer. The accuracy of the system is a function, in part, of the completeness and accuracy of the information submitted by the attorney opening a new matter.
- c. In applying the Firm Disclosure Procedures, Proskauer compared the names



of each of the entities identified on the PPII List against the names contained in Proskauer's Conflicts Database for which professional time was recorded during the three (3) years prior to the comparison. Any matches between the names on the PPII List and those in the Conflicts Database were compiled in a list, together with the names of the respective Proskauer personnel responsible for the identified client matters (the "Match List").

- d. Proskauer attorneys were instructed to then review the Match List and delete obvious name coincidences and individuals or entities that were adverse to Proskauer's clients in the matter referenced on the Match List.
- e. Using information in the Conflicts Database relating to entities on the Match List, and making general and, where applicable, specific inquiries of Proskauer personnel, Proskauer verified that it does not represent and has not represented any entity on the Match List in a matter connected to the Debtors, or these chapter 11 cases, except as specified herein.
- f. In addition, a general inquiry to all Proskauer personnel (attorneys and staff) was sent by electronic mail to determine whether any such individual, his or her spouse, minor children, or family members living in his or her household: (i) owns any equity security of the Debtors or any of their affiliates; (ii) owns any debt security of the Debtors or any of their affiliates; (iii) holds a general unsecured claim against the Debtors or any of their affiliates; (iv) holds any other claim against the Debtors or any of their affiliates; (v) is or was, within the last two (2) years, an officer, director, or employee of the Debtors or any of their affiliates; (vi) holds an interest materially adverse to the interest of the Debtors or any of their affiliates, or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or any of their affiliates, or for any other reason; or (vii) is related to any Judge of the United States Bankruptcy Court for the Southern District of Texas and/or any employee of the Office of the United States Trustee for Region 7. No Proskauer personnel reported affirmatively to this inquiry.
- g. I understand that the information disclosed herein is current through June 21, 2024.

**Proskauer's Connections with Parties in  
Interest in Matters Unrelated to these Chapter 11 Cases**

26. In applying the Firm Disclosure Procedures, Proskauer has identified the client connections addressed below. The connections are categorized as follows: (a) potential parties in interest, or affiliates thereof, for which Proskauer has rendered services within the last three (3) years ("Current Clients"); (b) potential parties in interest, or affiliates thereof, for which Proskauer has rendered services in the past three (3) years and with respect to which Proskauer's engagement

is closed (“Former Clients”); and (c) potential parties in interest, or affiliates thereof, that are or may be related to a client identified on the Match List, including insurers of Current Clients and Former Clients (the “Potentially Related Parties”). All client connections disclosed in this Application were diligently reviewed by an attorney working under my supervision or the supervision of my colleagues. Proskauer continues to conduct a review for potential connections, and will revise the Application as necessary. From such review, it is currently believed that, except as disclosed below, with respect to each connection between Proskauer and such parties, Proskauer does not hold or represent an interest adverse to the Debtors’ estates, and that Proskauer is a “disinterested person” as such term is defined in Bankruptcy Code section 101(14), as modified by section 1107(b), for the reasons discussed below.

27. Through this review process, Proskauer has determined that Proskauer has the connections described above with the persons and entities identified in **Schedule B** (the “Proskauer Connections List”). Proskauer continues to conduct a search of named parties in the PPII List, and I reserve the right to amend the Proskauer Connections List based on the final results of this search.

#### **A. Current Clients**

28. In applying the Firm Disclosure Procedures, Proskauer has determined that Proskauer has rendered services within the past three (3) years to the Current Clients, or their affiliates, identified in the Proskauer Connections List in matters unrelated to the Debtors and these chapter 11 cases.

29. To the best of my knowledge, information and belief (as relayed to me by others within Proskauer), the fees paid to Proskauer in the last twelve months (July 2023 through June 2024) for each entity listed as a Current Client on Schedule B did not exceed 1% of Proskauer’s annual gross revenue for such period.

**B. Former Clients**

30. In applying the Firm Disclosure Procedures, Proskauer has identified in the Proskauer Connections List those named on the PPII List that are Former Clients.

**C. Potentially Related Parties**

31. In applying the Firm Disclosure Procedures, Proskauer has identified in the Proskauer Connections List the Potentially Related Parties that either have a name similar to a client identified on the Match List, or are or may be related to a client identified on the Match List.

32. With respect to the entities listed as Current Clients, Former Clients, and Potentially Related Parties, Proskauer has not, and will not, represent any of these entities, or any of their respective affiliates or subsidiaries, in connection with the Debtors or these chapter 11 cases.

33. It is possible that Proskauer has represented, or may represent, certain other currently unknown entities that are, may be, or may believe themselves to be equity security holders, creditors, or parties in interest in these cases, including vendors, utility providers, ordinary course professionals, employees, and other equity holders. To the extent of any such connections, Proskauer has not, and will not, represent any of these entities, or any of their respective affiliates or subsidiaries, in connection with the Debtors or their chapter 11 cases.

34. Many of Proskauer's attorneys are active in local, regional, and national bar and other professional associations, and in community organizations. As a result, Proskauer attorneys have developed relationships with judges, attorneys, and financial advisors/investment bankers throughout the country. In unrelated matters, Proskauer is frequently co-counsel with or adverse to many of the law firms and individual attorneys who will be involved in these cases. Similarly, in unrelated matters, Proskauer frequently works with, represents, or is adverse to certain of the other professional advisors that may be involved in these cases.

35. I do not believe that any connections or potential connections between Proskauer and the entities identified in the attached schedules results in Proskauer holding or representing an interest materially adverse to the Debtors, their estates, their equity security holders, their creditors, or any other party in interest, or their respective attorneys and accountants.

**D. Specific Disclosures**

36. Through its employee benefits and executive compensation practice, Proskauer often represents individuals negotiating their employment agreements with their respective employers. Certain of these employers may be parties in interest in these cases. Unless the employer independently is (or was) a client of Proskauer, these instances will not be specifically identified herein or the attachments.

**Proskauer Personnel Inquiry**

37. As noted, Proskauer has conducted a general inquiry of Proskauer personnel (attorneys and staff) by electronic mail to determine whether any such individual, his or her spouse, minor children, or family members living in his or her household: (a) owns any equity security of the Debtors or any of their affiliates; (b) owns any debt security of the Debtors or any of their affiliates; (c) holds a general unsecured claim against the Debtors or any of their affiliates; (d) holds any other claim against the Debtors or any of their affiliates; (e) is or was, within the last two (2) years, an officer, director, or employee of the Debtors or any of their affiliates; (f) holds an interest materially adverse to the interests of the Debtors, or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or any of their affiliates, or for any other reason; or (g) is related to any Judge of the United States Bankruptcy Court for the Southern District of Texas and/or any employee of the Office of the United States Trustee for Region 7.

38. Proskauer will continue to apply the Firm Disclosure Procedures as additional information is developed and, as necessary, will file appropriate supplemental disclosures with the Court.

39. The foregoing constitutes the statement of Proskauer pursuant to section 504 of the Bankruptcy Code and Bankruptcy Rule 2014.

*[Remainder of page intentionally left blank]*

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on this 21st day of June, 2024.

By: /s/ Ehud Barak  
Ehud Barak

**Schedule A**

**List of Entities Searched**

**Search Parties**

**Debtor Entities**

1. Computer Simulation & Analysis, Inc.
2. J.V. Industrial Companies, LLC
3. JVIC Fabrication, LLC
4. Madison Industrial Services Team, LLC
5. Moss Point Properties, LLC
6. UE Properties, Inc.
7. Zachry Constructors, LLC
8. Zachry Engineering Corporation
9. Zachry Enterprise Solutions, LLC
10. Zachry EPC Holdings, LLC
11. Zachry High Voltage Solutions, LLC
12. Zachry Holdings, Inc.
13. Zachry Industrial Americas, Inc.
14. Zachry Industrial, Inc.
15. Zachry Maintenance Services, LLC
16. Zachry Nuclear Construction, Inc.
17. Zachry Nuclear Engineering, Inc.
18. Zachry Nuclear, Inc.
19. Zachry Plant Services Holdings, Inc.
20. ZEC Michigan, Inc.
21. ZEC New York, Inc.

**Benefit Providers**

22. Alamo Insurance Group D.B.A. National Benefits
23. Armada Care
24. BlueCross BlueShield of Texas
25. Cigna
26. CVS Caremark
27. Fidelity Investments
28. Fidelity Management Trust Company
29. Lockton
30. MetLife
31. My Personal Physician
32. Pan American
33. Rxedo
34. Standard Insurance Company
35. The Hartford

**Credit Card Providers**

36. Comdata Inc.
37. Comerica Bank
38. GE Fleet Services
39. Mastercard
40. Regions Bank
41. U.S. Bank

**Current Officers & Directors**

42. Andre B. Navato
43. Bonnie Endicott
44. Bruce Beall
45. Bryan Marshall
46. C. Brad Reece
47. C. Ryan Frames
48. Candelario Aguilar III
49. Christopher D'Angelo
50. Craig Whitted
51. D. Kirk McDonald
52. Dale Kuntz
53. David Turner
54. Decker Bernard
55. Djenny Trefzer
56. Douglas Ammann
57. Duane Bunce
58. Dwight Munk
59. Everlene O. Lee
60. Freddy Grimland
61. Garry King
62. Gilbert P. Wiatrek
63. Glenn D. Kloos
64. Hunter Edmondson
65. James B. Stinnett
66. James R. Old
67. Jason Utz
68. Jeffrie Lewis
69. Jennifer Dewar
70. Jenny Trefzer
71. Jeremy Smith
72. Jim Harrell
73. John B. Zachry
74. John R. Berra



75. John Wilke  
 76. Joseph E. Zachry  
 77. Jr. James B. Nelson  
 78. Kenneth A. Manning  
 79. Kevin Bordelon  
 80. Kevin Crawford  
 81. Kevin Wauters  
 82. Kymberly O. Butts  
 83. Laura B. Zachry  
 84. Lisa Mayo  
 85. Marc A. Willard  
 86. Mark Hunter  
 87. Marlin Mitchell  
 88. Matt Key  
 89. Matthew J. Czuba  
 90. Michael K. Kotara  
 91. Mollie S. Zachry  
 92. Nicholas B. Grapsas  
 93. Pat Wisdom  
 94. Patrick Sleezer  
 95. Ralph J. Biediger  
 96. Randall C. Park  
 97. Raymond Boldt  
 98. Rene Lozano  
 99. Renz J. Pagayan  
 100. Rode' A. Moore  
 101. Rosielyn Baclig  
 102. Rudy Ramirez  
 103. Russell Hoermann  
 104. Russell McDonald  
 105. Ryan Brookhart  
 106. Scott L. Duffy  
 107. Shaddric R. Reed  
 108. Shilpa Sharma  
 109. Steven A. Ford  
 110. Tahnee Taylor  
 111. Tammy G. Mallaisè  
 112. Tannis Liviniuk  
 113. Timothy Wallace II  
 114. Tony Barraza  
 115. Tracey Smith  
 116. Walter Hamner  
 117. William Edward Hopper  
 118. William H. Zachry

### **Depository Banks**

119. Amarillo National Bank  
 120. Amegy  
 121. Bank of America  
 122. Frost National Bank  
 123. International Bank of Commerce  
 124. JPMorgan Chase Bank  
 125. PNC  
 126. Texas Capital Bank  
 127. US Bank  
 128. Wells Fargo Bank

### **Former Officers & Directors**

129. Billy L. Knox  
 130. Lloyd G. Kirchner  
 131. Marc Stroope  
 132. Muneer Bach  
 133. Richard Blanchette

### **Insurance and Surety Providers**

134. ACE American Insurance Company  
 135. ACE Property & Casualty Insurance Co.  
 136. Aegis Casualty Consortium  
 137. Allied World Assurance Company, Ltd.  
 138. Allied World Surplus Lines Insurance Co.  
 139. Allied World Syndicate  
 140. American Alternative Insurance Corporation  
 141. American Commerce Insurance Company  
 142. American Guarantee & Liability Insurance Co.  
 143. American International Reinsurance Company  
 144. American Int'l Group UK Limited (AIG)  
 145. American Int'l Reinsurance Co. Ltd.  
 146. Apollo Liability Consortium  
 147. Arcadian Risk Capital (Lloyd's)  
 148. Arch Insurance Company  
 149. Argo  
 150. Argo Re Ltd.

151. Ark
152. Ascot Insurance Company
153. Ascot Specialty Insurance
154. Ascot Syndicate
155. Aspen Insurance UK Limited
156. AWAC
157. Berkley Canada
158. BPI/MS Insurance Corporation
159. Brit Syndicate
160. Bunker Hill Int'l Ins. Bermuda
161. Canopius Managing Agents, Ltd
162. Canopius Underwriting Bermuda Limited
163. Catlin Syndicate
164. Chubb (ACE)
165. Chubb Bermuda Insurance Ltd.
166. Columbia Casualty Company
167. Continental Casualty Company
168. Convex Insurance UK Ltd
169. Convey Ins. UK Ltd.
170. Endurance American Insurance Company
171. Endurance American Specialty Ins. Co.
172. Evanston Insurance Company
173. Everest Indemnity Insurance Company
174. Everest Reinsurance Bermuda Ltd
175. Federal Insurance Co. (Chubb)
176. General Security Indemnity Co of AZ
177. Global Aerospace
178. Great American Assurance Company
179. Great American Insurance Co. of N.Y.
180. Great American Insurance Company
181. Great American Security
182. Great Lakes Insurance SE
183. Great Lakes Insurance SE (Munich SE)
184. Greenwich Insurance Co.
185. Hamilton
186. Hamilton London
187. Hamilton Re, Ltd
188. Hanseatic Ins. Co. (Bermuda) Ltd.
189. Helix
190. Helvetia Global Solutions Ltd
191. Indemnity Insurance Company of North America
192. Indigo
193. Ironshore Specialty Insurance Co.
194. Lexington Insurance Company
195. Liberty Specialty Markets Bermuda Ltd
196. Lloyd's of London
197. Lloyd's Syndicate
198. Magna Carta Insurance, Ltd.
199. Markel American
200. Markel Bermuda Limited
201. National Fire & Marine Ins. Co.
202. National Indemnity Company - Tokio Marine
203. Navigators Insurance Company
204. North Rock Ins. Co Ltd.
205. Ohio Casualty
206. Pacific Indemnity Company
207. Pioneer
208. QBE Insurance (Europe) Ltd.
209. QBE Insurance Corporation
210. QBE Lloyds Syndicate
211. QBE Specialty
212. QBE UK Limited
213. SCOR Channel Limited
214. St. Paul Fire & Marine
215. St. Paul/Travelers
216. Standard Insurance Company
217. Star Surplus Lines Ins. Company
218. Starr Indemnity & Liability
219. Starr Insurance & Reinsurance Ltd
220. Starr Surplus Lines Ins. Co.
221. Swiss Re
222. Swiss Re International SE, Luxembourg
223. Travelers Casualty & Surety Company
224. Trinidad & Tobago Insurance Ltd.
225. TUL Syndicate
226. United States Fidelity & Guaranty Company
227. Westchester Fire Insurance Co.
228. Westchester Surplus Lines Insurance Co.
229. Western Surety Company
230. XL Insurance Company SE
231. XL Specialty Ins. Co.
232. Zurich America Insurance Company
233. Zurich American
234. Zurich Insurance Company Ltd

**Joint Venture Partners**

235. Daelim  
236. Fluor  
237. Gulf Coast Partners  
238. McDermott  
239. Mitsubishi Heavy Industries  
240. Warren County Energy Partners

**Largest Unsecured Creditors**

241. Analytic Stress Relieving Inc  
242. Bigge Crane & Rigging Co  
243. Bo-Mac Contractors LTD  
244. Calcam Logistics & Contracting  
245. Commonwealth Electric Company  
246. D Reynolds Company LP  
247. DEF Rentals LLC  
248. Ferguson Enterprises Inc  
249. Gulfspan Industrial LLC  
250. Hotard Coaches Inc  
251. Innovative Heat Treatment Solutions  
252. Insulations LLC  
253. ISC Constructors LLC  
254. JT Thorpe & Son Inc  
255. Mammoet Usa INC  
256. Mmr Constructors Inc  
257. P&I Supply Co  
258. PK Industrial LLC  
259. Redwine Enterprises Inc  
260. Rush LLC  
261. Saber Power Services LLC  
262. SPX Cooling Technologies Inc  
263. Sunbelt Rentals Inc.  
264. Sunbelt Scaffolding  
265. System One Holdings LLC  
266. TECON Services Inc  
267. Thompson Construction Group  
268. Tradesmen International  
269. Versa Integrity Group Inc  
270. Williams Scotsman Inc.

**Lease Counterparties**

271. 1920 N Port Ave LLC  
272. 7095 Metropolitan Properties, LLC  
273. 902 Gulf LLC

274. AEP Texas Central Company  
275. AEP Texas, Inc.  
276. AKF3 AF4 Regency Interchange, LLC  
277. Bre/Coh IL LLC  
278. Bridge City Real Properties, LLC  
279. Canon Solutions America, Inc.  
280. City of San Antonio  
281. CJF3 LLC  
282. Coliseum Center Owner, LLC  
283. Columbia Texas Westchase Park Land, LLC  
284. Crown Pipe Shops, Inc.  
285. DIVCO, Inc.  
286. Dredge Management, LLC  
287. Duke Realty Limited Partnership  
288. Element Fleet Corporation  
289. Enterprise Fleet Management  
290. Executive Towers Illinois Realty LP  
291. Five Star Properties Broadway, LLC  
292. Frederic Macguire  
293. Fuji Xerox Philippines, Inc.  
294. Glesby Marks  
295. Haddad Milestone Property SPE, LLC  
296. Hammond 4531 Columbia, LLC  
297. Hebron Road Holdings, LLC  
298. Hewlett-Packard Financial Services Company  
299. Jadwin Professional Building LLC  
300. Lewis Gary Parker  
301. Mary McLaughlin Eaves  
302. McGrath Rentcorp dba Mobile Modular Management Corporation  
303. Muscatine Downtown Investors, LLC  
304. Oaks on 30 Two, LLC  
305. Ocean View Real Properties, LLC  
306. QOS Capital a program of Quantum Office Solutions, Inc.  
307. Quiambog, LLC  
308. Quotient Leasing USA, Inc.  
309. Robeson Champaign Properties, LLC  
310. Ron & Lorraine Myers  
311. SC Warehouses 1, LLC  
312. SC Warehouses II, LLC  
313. Skylar Thompson & Caira Thompson Franz  
314. TNREF III Regency Forest, LLC

315. TriCal Commercial Investments, LLC  
 316. Wells Fargo Equipment Finance, Inc.  
 317. Westplex Limited Partnership  
 318. Xerox Corporation

### **Litigants**

319. APEX CONSTRUCTION, INC.  
 320. BFM Equipment Sales, LLC  
 321. Bonnie Lee Johnson  
 322. Boyce Derian  
 323. Colt Dewayne Ricketts  
 324. Edward C. Jones  
 325. EMS Group, USA, LLC  
 326. Enterprise FM Trust  
 327. Estate of Juan Fuenmayor  
 328. Goya Foods, Inc.  
 329. Integraph Corporation  
 330. J.J.T.F. (a Minor)  
 331. Jacobs Engineering Group, Inc.  
 332. Junior Achievement of Brazoria County  
 333. Kemper Sports Management, Inc.  
 334. Key Technology Inc.  
 335. Lisa Suniga Johnson  
 336. Magaly Valencia  
 337. Mectra S.p.A.  
 338. Naike Alvarez  
 339. Pamela Jones  
 340. Phillips 66 Company  
 341. Roy Elliot Thick  
 342. Ruby PR, LLC  
 343. Stacey Lynn Johnson  
 344. Stephen Gray  
 345. Thomas Mohar

### **Major Customers**

346. Golden Pass LNG Terminal LLC f/k/a  
 Golden Pass Products LLC  
 347. Golden Triangle Polymers Company  
 LLC  
 348. Omaha Public Power District  
 349. Venture Global LNG

### **Major Joint Venture Partners**

350. Burns & McDonnell

351. CB&I LLC  
 352. Chiyoda International Corporation  
 353. DL USA  
 354. KBR

### **Non-Debtor Affiliates**

355. Ambitech Engineering India Private  
 Limited  
 356. Brazos River 300, LLC  
 357. Citrico Resources, LLC  
 358. Council House Ranch, LLC  
 359. Council House, LLC  
 360. J.B. Ranch, Inc.  
 361. JVIC Catalyst Services Canada GP  
 Limited  
 362. JVIC Catalyst Services Canada Limited  
 363. JVIC Catalyst Services Group, LLC  
 364. JVIC Catalyst Services Trinidad  
 Limited  
 365. JVIC Catalyst Services, LLC  
 366. JVIC Catalyst Services, LP  
 367. Metallica Soap Company, LLC  
 368. Numerical Advisory Solutions  
 Engineering, P.C.  
 369. Numerical Advisory Solutions, LLC  
 370. Numerical Applications, Inc.  
 371. Pico Mechanical, Inc.  
 372. Profitool, Inc.  
 373. RMANG Assurance Limited  
 374. S.A. Hotel, LLC  
 375. Trillium Advisory Group, LLC  
 376. Trillium Advisory Group, ULC  
 377. U-Bar Land, Inc.  
 378. U-Bar Ranch, LLC  
 379. Zachry Asia, Inc.  
 380. Zachry Aviation, LLC  
 381. Zachry Brand, Inc.  
 382. Zachry Consolidated, LLC  
 383. Zachry Exploration, LLC  
 384. Zachry Group, LLC  
 385. Zachry Industries, Inc.  
 386. Zachry Investment Management, LLC  
 387. Zachry Investments, LLC  
 388. Zachry Japan G.K.  
 389. Zachry Korea Limited  
 390. Zachry P.C.

- 391. Zachry Philippines, Inc.
- 392. Zachry Properties, LLC
- 393. Zachry Property Holdings, LLC
- 394. Zachry Seismic, LLC
- 395. Zachry, LLC
- 396. ZNE Michigan, Inc.

#### **Ordinary Course Professional**

- 397. Jackson Walker

#### **Owner of Major Customer**

- 398. CP Chem
- 399. ExxonMobil Corp
- 400. Qatar Energy

#### **Restructuring Professionals (Debtor)**

- 401. Ernst & Young
- 402. Hicks Thomas
- 403. Kurtzman Carson Consultants LLC
- 404. M3 Advisory Partners, LP
- 405. Susman Godfrey
- 406. Troutman Pepper
- 407. White & Case LLP

#### **Secured Parties**

- 408. Amarillo National Bank
- 409. Bank of America
- 410. BBVA USA f/k/a Compass Bank
- 411. Cadence Bank
- 412. Compass Bank
- 413. Frost Bank
- 414. IBC
- 415. International Bank of Commerce
- 416. Jefferson Bank
- 417. JP Morgan Chase
- 418. Regions Bank
- 419. Texas Capital Bank
- 420. U.S. Bank
- 421. Vantage Bank Texas
- 422. Wells Fargo Bank
- 423. Zions Bank dba Amegy Bank

#### **Significant Customers**

- 424. 4250 Congress Street
- 425. ACH Food Companies Inc
- 426. ADM Corn Processing
- 427. AEP Swepeco
- 428. Albemarle Corporation
- 429. American Electric Power
- 430. Americas Styrenics Headquarters
- 431. Anheuser-Busch, LLC
- 432. Archer Daniels Midland Co
- 433. Austin Energy
- 434. Aux Sable Liquid Products Inc.
- 435. BASF Corporation
- 436. Bayer Grinnell
- 437. Beacon Engineering & Electric
- 438. BP Products North America
- 439. BWXT Advanced Technologies, LLC
- 440. Calpine Foundation
- 441. Cardinal Ethanol, LLC
- 442. Cargill, Inc.
- 443. CB C.N. Almaraz
- 444. CB C.N. Trillo
- 445. Cheniere Energy Investments LLC
- 446. Chevron Oronite Company LLC
- 447. Chevron Phillips Chemical
- 448. Chevron Texaco
- 449. Chief Ethanol Fuels, Inc.
- 450. City Of Ames
- 451. Class One Professionals, LLC
- 452. Conoco Inc.
- 453. ConocoPhillips Company
- 454. Corpus Christi Liquefaction, LLC
- 455. Cube Yadkin Generation LLC
- 456. Dean Snyder Construction
- 457. Diamond Green Diesel LLC
- 458. Dominion Energy South Carolina, Inc
- 459. Dominion Nuclear
- 460. DRS Naval Power Systems
- 461. Duke Energy Business Services LLC
- 462. Duke Energy Carolinas, LLC
- 463. Duke Energy Progress, Inc.
- 464. Dupont Specialty Chemicals
- 465. Dyno Nobel Inc
- 466. E Energy Adams LLC
- 467. Entergis, Inc
- 468. Entergy Services, LLC

469. Equistar Chemicals LP
470. Ethos Energy
471. Evers Electric Company Inc
472. Evonik Corporation
473. Exelon Generation
474. Exxon, Sabic
475. Fairway Methanol LLC
476. Flint Hills Resources
477. Florida Power & Light
478. Freeport FLNG Maintenance
479. Ge-Hitachi Nuclear Energy
480. Georgia Power
481. Green Hydrogen Holdings LLC
482. Gulf Coast Growth Ventures LLC
483. Hemlock Semiconductor Corporation
484. Hershey Chocolate & Conf Corp
485. Holly Energy Partners, Operating LP
486. Ineos USA LLC
487. Innophos, Inc
488. International Paper - Mansfield Mill
489. ISG Miscellaneous
490. JVAT - Chevron Phillips Chemical  
Company Lp
491. JVAT Company
492. Kepco Solar Of Alamosa LLC
493. Kimberly-Clark
494. KPK Engineering & Consulting
495. Kraft Foods
496. KZJV
497. Lanzajet
498. Lyondell Chemical Company
499. Lyons Electric Co Inc
500. Madison Industrial Services Team, Ltd.
501. Marathon Petroleum Company
502. Mesa Associates, Inc.
503. Mid States Electric Inc
504. Mitsubishi Power Systems
505. Monongahela Power Company
506. Monsanto Company
507. Municipal Electric Authority G
508. Natura Resources, LLC
509. Natureworks, LLC
510. Net Power LLC
511. Nextera Energy
512. Nouryon Pulp & Performance  
Chemicals
513. Numerical Applications
514. Nuovo Pignone S.R.I.
515. Occidental Chemical Corp
516. Oklahoma Gas & Electric
517. Oklo Inc.
518. P4 Production, LLC
519. Pacific West LLC
520. PG Corporation
521. Phillips Petroleum Company
522. Prestone Products Corporation
523. Public Services Of Colorado
524. PVS Chemicals Incorporated
525. Sibelco North America Inc
526. SK Siltron CSS LLC
527. Slr Property I, LP
528. Southwestern Public Service Company
529. SRP-CGS Plt Mnt Coronado  
Generating Station
530. Stepan Company
531. Teasdale Foods, Inc
532. Terra Power
533. Texas Biomedical Research Institute
534. The Agricultural Group Of Monsanto
535. The Dow Chemical Company
536. Tri-Point Construction Service
537. Unilever North America
538. Union Electric Company DbA Ameren
539. United States Gypsum Company
540. UOP
541. Valero Refining
542. Valero Renewable Fuels Co
543. Valero Terminaling & Distribution Co.
544. Washington Parish Energy Center One  
LLC
545. West Madison Foods
546. Wilson & Company, Inc.
547. Wynnwood Refining Company
548. X-Energy

#### **Significant Vendors**

549. Allied Universal Security Svcs
550. Aluma Systems Concrete Constr
551. Apache Industrial Services Inc
552. Apex Systems Llc
553. B&H Distributors Inc
554. Barnhart Plant Services LLC



555. Bishop Lifting Products Inc.  
 556. Boston Consulting Group  
 557. Buckner Heavylift Cranes LLC  
 558. CDW Direct LLC  
 559. CDW Llc  
 560. Clean Co Systems Inc  
 561. CMC Steel Fabricators Inc.  
 562. Construction Supply Holdings  
 563. CSE W-Industries Inc  
 564. Delta Machine & Ironworks LLC  
 565. Diamond Oil Field Supply Inc  
 566. Doka USA Ltd  
 567. Energylink Corporation  
 568. Everge Group LLC  
 569. F E Moran Inc Special Hazards  
 570. Fisher Tank Company  
 571. Gfl Plant Services LP  
 572. Herc Rentals Inc  
 573. Hewlett Packard Financial  
 574. Integrated Power Co  
 575. Intergraph Corporation  
 576. Interstate Power Systems Inc  
 577. IWS Gas & Supply Of Texas Lt  
 578. J2 Resources Llc  
 579. Joele Frank  
 580. JW Garrett & Son Inc  
 581. Kurita America Inc  
 582. Marquis Construction Services  
 583. Matheson Tri-Gas Inc  
 584. Maxim Crane Works Lp  
 585. Mcgrath Rentcorp  
 586. Morsco Supply LLC  
 587. Murphy Tractor & Equipment Co  
 588. Oracle America Inc  
 589. Paragon Micro Inc.  
 590. Patriot Security Inc  
 591. Pro-Surve Technical Services  
 592. River Healthcare  
 593. Scott Equipment Company LLC  
 594. Shermco Industries Inc  
 595. Superior Plant Rentals  
 596. Terracon Consultants Inc  
 597. United Rentals (N.A.) Inc.  
 598. W Joe Shaw Ltd  
 599. Waste Connections of NE Inc  
 600. Williams Scotsman Inc.

### **Taxing and Regulatory Authorities**

601. Alabama Department of Revenue  
 602. Alaska Department of Revenue - Tax Division  
 603. Alief ISD Tax Assessor Collector  
 604. Arizona Department of Revenue  
 605. Arkansas Corporate Income Taxing Authority  
 606. Arkansas Dept. of Finance & Administration  
 607. Ascension Parish  
 608. Benton County Treasurer  
 609. Bexar County Tax Assessor Collector  
 610. Brazoria County Tax Assessor Collector  
 611. Brazos County Tax Assessor Collector  
 612. British Columbia Ministry of Finance  
 613. Caddo-Shreveport Sales & Use Tax Commission  
 614. Calcasieu Parish Sales & Use Tax Dept  
 615. California Dept of Tax & Fee Administration  
 616. Canada Revenue Agency  
 617. Carroll County Fiscal Court  
 618. Channelview ISD  
 619. City & County of Denver  
 620. City of Baton Rouge-Parish of East Baton Rouge  
 621. City of Deer Park Industrial Dist  
 622. City of La Porte industrial Distr  
 623. City of Los Angeles / Office of Finance  
 624. Colorado Department of Revenue  
 625. Commerce City Tax Division  
 626. Comptroller of Maryland  
 627. Comptroller of Maryland-SUT  
 628. Connecticut Department of Revenue  
 629. Corporate Tax Return Processing, Iowa Department of Revenue  
 630. Delaware Division of Revenue  
 631. Department of Revenue Washington State  
 632. Desoto Parish Sales & Use Tax Commission  
 633. Douglas County Treasurer  
 634. Eagle Pass ISD Tax Assessor Collector

635. Evangeline Parish Sale/Use Tax Commission
636. Florida Department of Revenue
637. Franchise Tax Board
638. Georgia Department of Revenue
639. Georgia Department of Revenue - Processing Center
640. Government of the Republic of Trinidad & Tabago Ministry of Finance
641. Harris County Tax Assessor Collector
642. Hawaii Department of Revenue
643. Hawaii Dept of Taxation
644. Hutchinson County Tax Office
645. Iberville Parish Sales Tax Dept
646. Idaho State Tax Commission
647. Illinois Department of Revenue
648. Illinois Enterprise Zone Reporting
649. Indiana Department of Revenue
650. Iowa Department of Revenue
651. Jackson County Tax Collector
652. Jefferson County Tax Assessor Collector
653. Jefferson Parish Sheriff's Office
654. Kansas Corporate Tax
655. Kansas Department of Revenue
656. Kenai Peninsula Borough Finance Dept / Sales Tax Division.
657. Kenedy County Tax Office
658. Kentucky Department of Revenue
659. Kleberg County Tax Assessor Collector
660. Lafayette Parsh School System / Sales Tax Division
661. Lake County Treasurer
662. Louisiana Department of Revenue
663. Maine Revenue Services
664. Manitoba Finance / Taxation Division
665. Massachusetts Department of Revenue
666. Matagorda County Tax Assessor Collector
667. Maverick County Tax Assessor Collector
668. Mecklenburg County Tax Collector
669. Medina County Tax Assessor Collector
670. Mercer County Net Profits Center
671. Michigan Department of Treasury
672. Minister of Revenue of Quebec
673. Minnesota Department of Revenue
674. Minnesota Revenue Mail Station
675. Mississippi Department of Revenue
676. Missouri Department of Revenue
677. Monroe County Tax Commissioner
678. Montana Department of Revenue
679. NC Department of Revenue
680. Nebraska Department of Revenue
681. Nevada Department of Taxation
682. New Hampshire Department of Revenue - Administration
683. New Jersey Department of Revenue Division of Taxation
684. New Mexico Taxation
685. North Carolina Department of Revenue
686. North Dakota Office of State Tax Commissioner
687. Nueces County Tax Assessor Collector
688. NYS Corporation Tax
689. Ohio Department of Revenue
690. Oklahoma Tax Commission
691. Orange County Tax Office
692. Oregon Department of Tax & Revenue
693. Ouachita Parish/City of Monroe Taxation & Revenue Division
694. Parish of Acadia
695. Parish of Ascension Sheriff & Tax Collector
696. Parish of St. Bernard Sales & Use Tax Dept.
697. Parmer County Appraisal District
698. Pasadena ISD Tax Office
699. Pennsylvania Department of Revenue
700. Plaquemines Parish Sales Tax Division
701. Randall County Tax Assessor Collector
702. Rapides, LA Parish Sales & Use Tax Dept.
703. Saskatchewan Canada Ministry of Finance
704. SC Department of Revenue
705. South Dakota Department of Revenue
706. St. Charles Parish School Board Sales & Use Tax Department
707. St. James Parish School Board Sales & Use Tax Dept.
708. St. Mary Parish Sales & Use Tax Dept.



- 709. State of Connecticut - Department of Revenue
- 710. State of Delaware
- 711. State of New Jersey, Division of Taxation
- 712. State of Rhode Island, Division of Taxation
- 713. State of Tennessee Department of Revenue
- 714. State of West Virginia State Tax Dept.
- 715. Tallapoosa County
- 716. Tennessee Department of Revenue
- 717. Texas Comptroller of Public Accounts
- 718. Town of Stonington Finance Dept
- 719. Travis County Tax Office
- 720. Utah State Tax Commission
- 721. Vandalia, Ohio Department of Revenue - Administration
- 722. Vermont Department of Taxes
- 723. Virginia Department of Taxation
- 724. Wake County Tax Administration
- 725. Washington Department of Revenue
- 726. Washington Parish Sheriff's Office Sales Tax
- 727. Webster Parish Sales & Use Tax Commission
- 728. West Baton Rouge Parish Department of Revenue
- 729. West Virginia State Tax Department
- 730. Wisconsin Department of Revenue
- 731. Wyoming Department of Revenue

**U.S. Trustee Personnel, Judges & Court Staff**

- 732. Alethea Caluza
- 733. Alicia Barcomb
- 734. Alina Samko-Yu
- 735. Andrew Jimenez
- 736. Christopher M. Lopez
- 737. Christopher R. Travis
- 738. Christy Simmons
- 739. Eduardo V. Rodriguez
- 740. Glenn Otto
- 741. Gwen Smith
- 742. Ha Nguyen
- 743. Hector Duran

- 744. Ivette Gerhard
- 745. Jana Whitworth
- 746. Jayson B. Ruff
- 747. Jeffrey P. Norman
- 748. Linda Motton
- 749. Luci Johnson-Davis
- 750. Marvin J. Isgur
- 751. Millie Aponte Sall
- 752. Samantha Chilton
- 753. Vianey Garza
- 754. Yasmine Rivera

**UCC Member**

- 755. Bigge Crane & Rigging Co
- 756. Calcam Logistics & Contracting LLC
- 757. Innovative Heat Treatment Solutions
- 758. P & I Supply
- 759. Rush LLC aka Rush Resources
- 760. Sunbelt Rentals Inc.
- 761. The Reynolds Co.

**Unions**

- 762. Central Laborers' Union
- 763. International Brotherhood of Boilermakers
- 764. International Brotherhood of Teamsters
- 765. International Union of Operating Engineers
- 766. Ironworkers Union
- 767. Laborers' International Union of North America
- 768. Plumbers & Steamfitters Union
- 769. Steamfitters Union
- 770. United Association (Plumbing & Pipefitting)

**Utility Providers**

- 771. Ameren Illinois Company
- 772. Ameren Missouri
- 773. Aquarion Water Company
- 774. Atmos Energy Corporation
- 775. Baton Rouge Water Company
- 776. Cascade Natural Gas
- 777. City of Freeport

- 778. City of Moss Point
- 779. City of Pasadena
- 780. City of Port Arthur Texas
- 781. Consolidated PWSD C-1
- 782. CPS Energy
- 783. Dominion Energy
- 784. Duke Energy
- 785. Engie Resources LLC
- 786. Entergy Louisiana, LLC
- 787. Glaize Creek Sewer District
- 788. Greater Ouachita Water Company
- 789. Mississippi Power
- 790. One Gas, Inc.
- 791. PECO
- 792. Rocky Mountain Power
- 793. Salt Lake City Public Utilities
- 794. San Antonio Water System
- 795. The Connecticut Light & Power  
Company
- 796. Town of Stonington
- 797. Waste Connections of North Carolina
- 798. Waste Management, Inc.
- 799. Windstream Corporation

**Schedule B**

**Proskauer Connections List<sup>1</sup>**

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<sup>1</sup> At the Court's request, the Application is being submitted as soon as possible. As stated on the record at the June 17, 2024 hearing, there are approximately 800 parties in interest that need to be checked for conflicts and disclosures. As a result, the connections and disclosures set forth herein are preliminary in nature, and the related disclosures will be updated as soon as the full conflicts check has been completed and analyzed.

<b>Matched Entity</b>	<b>Category of Party in Interest</b>	<b>Relationship to Proskauer</b>
Lockton	Benefit Providers	Current Client <sup>1</sup>
MetLife	Benefit Providers	Current Client
Pan American	Benefit Providers	Affiliate of a Current Client
GE Fleet Services	Credit Card Providers	May be Affiliate of Current Client
Bank of America	Depository Banks	May be Affiliate of a Former Client
JPMorgan Chase Bank	Depository Banks	Current Client
Texas Capital Bank	Depository Banks	Current Client
Apollo Liability Consortium	Insurance and Surety Providers	May be Affiliate of a Current Client
Bunker Hill Int'l Ins	Insurance and Surety Providers	May be Affiliate of a Current Client
Fidelity Investments	Benefit Providers	Former Client
Aegis Casualty Consortium	Insurance and Surety Providers	May be Affiliate of a Former Client
Canopus Managing Agents, Ltd.	Insurance and Surety Providers	May be Affiliate of Insurer of a Former Client
Canopus Underwriting Bermuda Limited	Insurance and Surety Providers	May be Affiliate of Insurer of a Former Client
BlueCross BlueShield of Texas	Benefit Providers	May be Related to a Current Client
Cigna	Benefit Providers	May be Related to a Current Client
CVS	Benefit Providers	May be Related to a Current Client
Fidelity Management Trust Company	Benefit Providers	Related to a Current Client
Comerica Bank	Credit Card Providers	May be Former Client
Mastercard	Credit Card Providers	Former Client Affiliate
Regions Bank	Credit Card Providers	Related to a Current Client
US Bank	Credit Card Providers	Former Client

<sup>1</sup> As stated in the Barak Declaration, the work conducted on behalf of Current Clients does not relate to the Debtors' bankruptcy cases, nor does this work account for 1% or more of Proskauer's revenues in the past 12 months.

<b>Matched Entity</b>	<b>Category of Party in Interest</b>	<b>Relationship to Proskauer</b>
David Turner	Current Officers & Directors	May be Client Affiliate
Marc A. Willard	Current Officers & Directors	May be Related to a Current Client
Tracey Smith	Current Officers & Directors	May be Related to a Current Client
Amegy	Depository Banks	May be Related to a Former Client (no active matters)
PNC	Depository Banks	Former Client
ACE American Insurance Company	Insurance and Surety Providers	Insurer to Current Clients and Former Clients
ACE Property & Casualty Insurance Co.	Insurance and Surety Providers	Insurer to a Current Client
Allied World Assurance Company, Ltd.	Insurance and Surety Providers	Insurer to Current Clients
American Guarantee & Liability Insurance Co	Insurance and Surety Providers	Insurer to a Current Client
American International Reinsurance Company	Insurance and Surety Providers	Insurer to Current Clients
American Int'l Group UK Limited (AIG)	Insurance and Surety Providers	May be insurer of Current and Former Clients
American Int'l Reinsurance Co. Ltd.	Insurance and Surety Providers	Insurer to Current Client and Former Clients
Arcadian Risk Capital (Lloyd's)	Insurance and Surety Providers	Insurer to a Current Client
Arch Insurance Company	Insurance and Surety Providers	Insurer to a Current Client
Argo	Insurance and Surety Providers	Insurer to Current Clients
Argo Re Ltd.	Insurance and Surety Providers	Insurer to Current Clients
Aspen Insurance UK Ltd.	Insurance and Surety Providers	Insurer to Current Clients
AWAC	Insurance and Surety Providers	Insurer to Current Clients
Brit Syndicate	Insurance and Surety Providers	Insurer to Current Clients

<b>Matched Entity</b>	<b>Category of Party in Interest</b>	<b>Relationship to Proskauer</b>
Catlin Syndicate	Insurance and Surety Providers	Affiliate may be Insurer to a Current Client
Chubb (ACE)	Insurance and Surety Providers	Insurer to Current and Former Clients
Chubb Bermuda Insurance Ltd.	Insurance and Surety Providers	Insurer to Current Clients
Columbia Casualty Company	Insurance and Surety Providers	Insurer to Current and Former Clients
Continental Casualty Company	Insurance and Surety Providers	Insurer to Current and Former Clients
Endurance American Insurance Company	Insurance and Surety Providers	Insurer to Current and Former Clients
Endurance American Specialty Ins. Co.	Insurance and Surety Providers	Client Affiliate and Insurer to Former Client
Evanston Insurance Company	Insurance and Surety Providers	Insurer to a Current Client
Waste Management, Inc.	Utility Providers	Former Client
The Connecticut Light & Power Company	Utility Providers	Client Affiliate
PECO	Utility Providers	May be Related to a Current Client
Entergy Louisiana	Utility Providers	Affiliate of a Former Client and Related to a Current Client
Dominion Energy	Utility Providers	May be Affiliate of a Former Client
Atmos Energy Corporation	Utility Providers	Former Client
Aquarion Water Company	Utility Providers	Client Affiliate
Laborers' International Union of North America	Unions	Client Affiliate
International Union of Operating Engineers	Unions	Related to Current Clients and May be a Client Affiliate
International Brotherhood of Teamsters	Unions	Related to Current Clients
Steamfitters Union	Union	May be Related to a Current Client
Shermco Industries Inc	Significant Vendors	Related to Current Clients

<b>Matched Entity</b>	<b>Category of Party in Interest</b>	<b>Relationship to Proskauer</b>
Oracle America, Inc.	Significant Vendors	Related to a Current Client
Matheson Tri-Gas Inc	Significant Vendors	May be Current Client
Hewlett Packard Financial	Significant Vendors	May be Affiliate of a Former Client
Herc Holdings, Inc.	Significant Vendors	Affiliate of Current Clients
Construction Supply Holdings	Significant Vendors	Related to Current Clients
Boston Consulting Group	Significant Vendors	Current Client
Bishop Lifting Product Inc.	Significant Vendors	Related to a Current Client
Allied Universal Security Services	Significant Vendors	Related to a Current Client
Valero Terminating & Distribution Co.	Significant Customers	May be Related to Affiliate of a Current Client
Valero Renewable Fuels Co.	Significant Customers	May be Related to an Affiliate of a Current Client
Valero Refining	Significant Customers	May be Related to an Affiliate of a Current Client
Unilever North America	Significant Customers	May be Related to a Former Client
Tri-Point Construction Services	Significant Customers	May be Affiliate of a Current Client
The DOW Chemical Company	Significant Customers	Current Client
Stepan Company	Significant Customers	Current Client
P4 Production, LLC	Significant Customers	Affiliate of a Current Client
Nextera Energy	Significant Customers	May be Related to Current Clients
Monsanto Company	Significant Customers	Current Client
Mitsubishi Power Company	Significant Customers	May be Affiliate of a Current Client
Mesa Associates Inc.	Significant Customers	May be Affiliate of a Former Client
Kraft Foods	Significant Customers	Related to a Current Client

<b>Matched Entity</b>	<b>Category of Party in Interest</b>	<b>Relationship to Proskauer</b>
International Paper – Mansfield	Significant Customers	May be Affiliate of a Former Client and Related to a Current Client
Innophos, Inc.	Significant Customers	Former Client
Hershey Chocolate & Conf Corp	Significant Customers	May be Affiliate of Former Client
Hemlock Semiconductor Corporation	Significant Customers	May be Affiliate of a Current Client
Flint Hills Resources	Significant Customers	May be Affiliate of a Current Client
Exelon Generation	Significant Customers	May be Affiliate of Entity Related to Current Clients
Entergy Services, LLC	Significant Customers	May be a Former Client
Dominion Nuclear	Significant Customers	May be Affiliate of a Former Client
Dominion Energy South Carolina	Significant Customers	May be Affiliate of a Former Client
Chevron Texaco	Significant Customers	May be a Current Client
Chevron Phillips Chemical	Significant Customers	May be Affiliate of Current Client
Chevron Oronite Company LLC	Significant Customers	May be Affiliate of a Current Client
Cheniere Energy Investments LLC	Significant Customers	May be Affiliate of a Current Client
Cargill, Inc.	Significant Customers	Current Client
BP Products North America	Significant Customers	Related to a Current Client
Wells Fargo Bank	Secured Parties	Current Client
U.S. Bank	Secured Parties	Former Client and May be Related to a Current Client
Texas Capital Bank	Secured Parties	Current Client
JP Morgan Chase	Secured Parties	Current Client
Compass Bank	Secured Parties	Affiliate of a Former Client
BBVA USA f/k/a Compass Bank	Secured Parties	May be a Former Client



<b>Matched Entity</b>	<b>Category of Party in Interest</b>	<b>Relationship to Proskauer</b>
Bank of America	Secured Parties	Affiliate of a Former Client
White & Case	Restructuring Professionals (Debtor)	Related to a Current Client
Susman Godfrey	Restructuring Professionals (Debtor)	Current Client
Ernst & Young	Restructuring Professionals (Debtor)	Current Client
Great Lakes Insurance SE	Insurance and Surety Providers	May be Affiliate of a Current Client
Great Lakes Insurance SE (Munich SE)	Insurance and Surety Providers	May be Affiliate of a Current Client
Markel Bermuda Limited	Insurance and Surety Providers	May be a Current Client
Pioneer	Insurance and Surety Providers	Affiliate of a Current Client
Fluor	Joint Venture Partners	May be Affiliate of a Current Client
Mitsubishi Heavy Industries	Joint Venture Partners	May be Affiliate of a Current Client
Xerox Corporation	Lease Counterparties	Current Client
Jackson Walker	Ordinary Course Professionals	Current Client
Fidelity Investments	Benefit Providers	Former Client
Aegis Casualty Consortium	Insurance and Surety Providers	May be Affiliate of a Former Client
Canopus Managing Agents, Ltd.	Insurance and Surety Providers	May be Affiliate of a Former Client
Everest Indemnity Insurance Company	Insurance and Surety Providers	May be Related to a Current Client
Federal Insurance Co. (Chubb)	Insurance and Surety Providers	Insurer to a Current Client
General Security Indemnity Co of AZ	Insurance and Surety Providers	Insurer to Current Clients and Former Clients
Great American Assurance Company	Insurance and Surety Providers	Insurer to a Current Client and a Former Client
Great American Insurance Company	Insurance and Surety Providers	Insurer to Current Clients and a Former Client

<b>Matched Entity</b>	<b>Category of Party in Interest</b>	<b>Relationship to Proskauer</b>
Ironshore Specialty Insurance Co.	Insurance and Surety Providers	Insurer to a Former Client
Lexington Insurance Company	Insurance and Surety Providers	Insurer to Current Clients
Liberty Specialty Markets Bermuda Limited	Insurance and Surety Providers	Related to a Current Client
Lloyd's of London	Insurance and Surety Providers	Insurers to Current Clients and a Former Client
Magna Carta Insurance, Ltd.	Insurance and Surety Providers	Insurers to a Current Client and a Former Client
Markel American	Insurance and Surety Providers	Insurer to Current Clients
National Fire & Marine Insurance Company	Insurance and Surety Providers	Insurer to a Former Client
National Indemnity Company - Tokio Marine	Insurance and Surety Providers	Affiliates May be Insurers to Current Clients and Former Clients
Navigators Insurance Company	Insurance and Surety Providers	Insurer to Current Clients
Ohio Casualty	Insurance and Surety Providers	Insurer to a Current Client
Pacific Indemnity	Insurance and Surety Providers	Insurer to a Current Client
QBE Insurance (Europe) Ltd.	Insurance and Surety Providers	May be Affiliate of Insurer to Former Clients
QBE Insurance Corporation	Insurance and Surety Providers	Insurer to Former a Client
QBE Lloyds Syndicate	Insurance and Surety Providers	May be Affiliate of Insurer to Former Clients
QBE Specialty	Insurance and Surety Providers	May be Affiliate of Insurer to Former Clients
QBE UK Limited	Insurance and Surety Providers	May be Affiliate of Insurer to Former Clients
SCOR Channel Limited	Insurance and Surety Providers	May be Affiliate of Insurer to Current Clients

<b>Matched Entity</b>	<b>Category of Party in Interest</b>	<b>Relationship to Proskauer</b>
St. Paul/Travelers	Insurance and Surety Providers	Affiliates May be Insurers to Current Clients and Former Clients
Starr Surplus Lines Ins. Company	Insurance and Surety Providers	Insurer to a Former Client
Starr Indemnity & Liability	Insurance and Surety Providers	Insurer to Current Clients
Starr Insurance & Reinsurance Ltd	Insurance and Surety Providers	Insurer to a Former Client
Starr Surplus Lines Ins. Co.	Insurance and Surety Providers	Insurer to a Former Client
Swiss Re	Insurance and Surety Providers	Insurer to Current Client and May be Affiliates of Insurers to Current Clients and Former Clients
Swiss Re International SE, Luxembourg	Insurance and Surety Providers	May be Affiliates of Insurers to Current Clients and Former Clients
Travelers Casualty & Surety Company	Insurance and Surety Providers	Affiliates are Insurers to Current Clients and Former Clients
Westchester Fire Insurance Co.	Insurance and Surety Providers	Insurer to a Current Client and Former Clients
XL Insurance Company SE	Insurance and Surety Providers	Insurer to Current Clients and Former Clients
XL Specialty Ins. Co.	Insurance and Surety Providers	Insurer to Current Clients and Former Clients
Zurich America Insurance Company	Insurance and Surety Providers	May be Affiliates of Insurers to Current Clients and Former Clients
Zurich American	Insurance and Surety Providers	May be Affiliates of Insurers to Current Clients and Former Clients

<b>Matched Entity</b>	<b>Category of Party in Interest</b>	<b>Relationship to Proskauer</b>
Zurich Insurance Company Ltd	Insurance and Surety Providers	May be Affiliates of Insurers to Current Clients and Former Clients
Saber Power Services LLC	Largest Unsecured Creditors	May be Related to a Current Client
SPX Cooling Technologies Inc	Largest Unsecured Creditors	Related to a Current Client
Williams Scotsman Inc.	Largest Unsecured Creditors	May be Related to a Current Client
ExxonMobil Corp	Owner of Major Customer	Affiliate may be Related to a Current Client

**Exhibit B**

**Samples Declaration**

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

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In re:

ZACHRY HOLDINGS, INC., *et al.*,

Debtors.<sup>1</sup>

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)  
) Chapter 11  
)  
) Case No. 24-90377 (MI)  
)  
) (Jointly Administered)  
)  
)  
)

**DECLARATION OF ROD SAMPLES IN SUPPORT OF THE  
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION  
AND EMPLOYMENT OF PROSKAUER ROSE LLP AS COUNSEL TO THE  
STATUTORY UNSECURED CLAIMHOLDERS' COMMITTEE,  
EFFECTIVE AS OF JUNE 6, 2024**

Rod Samples declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am the Chief Financial Officer of Sunbelt Rentals, Inc. ("Sunbelt"). Sunbelt is an unsecured creditor in the above-captioned cases of Zachry Holdings, Inc., and its debtor affiliates (collectively, the "Debtors"). I serve as Sunbelt's representative on, and the Chair of the Committee. In such capacity, I was part of the process and involved in selecting and engaging Proskauer as counsel to the Committee. I submit this declaration (the "Declaration") solely in my capacity as a member of the Committee. All rights of Sunbelt are expressly reserved.

2. I have reviewed and am familiar with the contents of the *Application for Entry of an Order Authorizing the Retention and Employment of Proskauer Rose LLP as Counsel to the Statutory Unsecured Claimholders' Committee, Effective as of June 6, 2024* (the "Application").<sup>2</sup>

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<sup>1</sup> 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' claims and noticing agent at [www.kccllc.net/zhi](http://www.kccllc.net/zhi). The location of the Debtors' service address in these chapter 11 cases is: P.O. Box 240130, San Antonio, Texas 78224.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

In support of the Application, the Committee relies upon the Barak Declaration, which is attached to the Application as **Exhibit A**.

3. On May 21, 2024, each of the Debtors commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

4. On June 4, 2024, the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed the Committee to represent the interests of the Debtors’ unsecured claimholders in the Debtors’ chapter 11 cases pursuant to section 1102 of the Bankruptcy Code and filed *The United States Trustee’s Notice of Appointment of Official Committee of Unsecured Creditors* [Dkt. No. 176]. The members appointed to the UCC are: (a) Sunbelt.; (b) Reynolds; (c) Bigge Crane; (d) Rush; (e) Innovative Heat; (f) Calcam; and (g) P&I Supply.

5. On June 6, 2024, the UCC voted to retain Proskauer Rose LLP (“Proskauer”) as its counsel, subject to Court approval.

6. I submit this Declaration in support of the Application, pursuant to sections 330 and 1103(a) of the Bankruptcy Code, Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of Texas (the “Local Rules”), for authority to employ and retain Proskauer as attorneys for the UCC *nunc pro tunc* to June 6, 2024.

7. This Declaration is provided pursuant to Paragraph D.2 of the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013* (the “Fee Guidelines”). Except as otherwise indicated herein, the facts set forth in this Declaration are based upon my personal knowledge, information provided to me by the Committee’s advisors, or

my opinion based upon knowledge and experience. I am authorized to submit this Declaration on behalf of the Committee.

8. The Committee recognizes that a comprehensive review process is necessary when selecting and managing its counsel to ensure their bankruptcy professionals are subject to the same client-driven market forces, security, and accountability as professionals in non-bankruptcy engagements. In June 2024, the Committee asked Proskauer to serve as the Committee's counsel after interviewing several competing law firms, and to assist in analyzing issues pertaining to any potential restructuring of the Debtors. The Committee chose Proskauer based upon Proskauer's reputation and experience in the restructuring field and following interviews with a number of law firms, which included Proskauer and its attorneys who were proposed to work on this matter. Since June 6, 2024, Proskauer has assisted the Committee in evaluating the Debtors' capital structure and business operations, the legal aspects of any potential restructuring, and the effects any such restructuring would have on the Debtors' unsecured claimholders, including recoveries thereunder.

9. As Chair of the Committee, I have carefully reviewed and am familiar with the terms of Proskauer's engagement on behalf of the Committee. Proskauer has confirmed to me that it does not vary its billing rates or the material terms of an engagement depending on whether such engagement is a bankruptcy or a non-bankruptcy engagement. Proskauer has advised me that its rates for professionals currently expected to work on behalf of the Committee are \$1,535 to \$2,050 for partners, \$1,090 to \$1,415 for associates, and \$320 to \$375 for paraprofessionals. It is my understanding that Proskauer reviews and adjusts its billing rates annually, and that its billing rates were adjusted in November 2023, consistent with its customary practice. Proskauer has informed me that hourly rates attributable to associates on the matter will increase on May 1 when such associates matriculate to a new class (e.g. a fourth year associate becomes a fifth year associate).



Proskauer has advised me that it will inform the Committee of any adjustment to its existing rate structure.

10. I am informed by Proskauer that its attorneys' billing rates are aligned each year to ensure that its rates are comparable to the billing rates of its peer firms. However, to the extent there is any disparity in such rates, I nevertheless believe that Proskauer's retention by the Committee is warranted in these cases for the reasons set forth in the Application.

11. I understand that Proskauer's fees and expenses will be subject to periodic review on a monthly, interim, and final basis during the pendency of the Debtors' chapter 11 cases by, among other parties, the Office of the United States Trustee, the Debtors, the Committee, and any other statutory committee appointed in these chapter 11 cases in accordance with the terms of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any orders of the Court governing the procedures for approval of interim compensation of professionals retained in chapter 11 cases.

12. The Committee will regularly monitor the fees and expenses of Proskauer to ensure that Proskauer's professionals are assisting the Committee in the most cost-effective and efficient manner. This will be done to ensure that all requested fees and expenses are not unreasonable and correspond with necessary or beneficial services rendered on behalf of the Committee. The Committee, or a sub-committee thereof, will coordinate with Proskauer to develop a prospective budget and staffing plan. The Committee will continue to receive and review the invoices that Proskauer submits.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

By: /s/ Rod Samples

Rod Samples

Chief Financial Officer

Sunbelt Rentals, Inc.

As representative for Sunbelt Rentals, Inc.,

in its capacity as Committee Chair

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

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In re:

ZACHRY HOLDINGS, INC., *et al.*,

Debtors.<sup>1</sup>

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)  
) Chapter 11  
)  
) Case No. 24-90377 (MI)  
)  
) (Jointly Administered)  
) **Re:** \_\_\_\_\_

**ORDER AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF PROSKAUER ROSE LLP AS COUNSEL TO THE STATUTORY  
UNSECURED CLAIMHOLDERS' COMMITTEE, EFFECTIVE AS OF JUNE 6, 2024**

Upon the application (the "Application")<sup>2</sup> filed by the Statutory Unsecured Claimholders' Committee (the "Committee") of Zachry Holdings, Inc., *et al.* (the "Debtors") for entry of an order authorizing the Committee to employ Proskauer as its counsel effective as of June 6, 2024, pursuant to sections 328, 330 and 1103 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 2014-1 and 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the "Bankruptcy Local Rules"); and the Court having reviewed the Application, the Barak Declaration, and the Samples Declaration; and the Court having jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Application in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found, based on the representations made in the Application, the Barak Declaration, and

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<sup>1</sup> 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' claims and noticing agent at [www.kccllc.net/zhi](http://www.kccllc.net/zhi). The location of the Debtors' service address in these chapter 11 cases is: P.O. Box 240130, San Antonio, Texas 78224.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

the Samples Declaration, that (a) Proskauer does not hold or represent an interest adverse to the Debtors' estates and (b) Proskauer is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 328(c) of the Bankruptcy Code; and it appearing that the relief requested in the Application is in the best interests of the Committee; and adequate and appropriate notice of the Application having been given under the circumstances and no other or further notice being required; and the Court having found that the requirements of the Bankruptcy Local Rules are satisfied by the contents of the Application; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED**:

1. The Committee is authorized to retain Proskauer as counsel effective as of June 6, 2024, in accordance with the terms and conditions set forth in the Application.

2. Proskauer shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, the U.S. Trustee Guidelines and any other applicable procedures and orders of the Court. Proskauer shall also make a reasonable effort to comply with the U.S. Trustee's requests for information, both in connection with the Application and the interim and final fee applications to be filed by Proskauer in these chapter 11 cases.

3. For billing purposes, Proskauer shall keep its time in one tenth (1/10) of an hour increments in accordance with the U.S. Trustee Guidelines. All billing records filed in support of fee applications will use an open and searchable LEDES or other electronic data format. Billing records will use the U.S. Trustee's standard project categories.

4. Proskauer shall use its reasonable efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these chapter 11 cases.

5. Notwithstanding anything to the contrary in the Application or the Declarations attached to the Application, Proskauer shall not be entitled to reimbursement for fees and expenses in connection with any objection that is sustained to its fees, without further order of the Court.

6. Proskauer shall not charge a markup to the Committee with respect to fees billed by contract attorneys who are hired by Proskauer to provide services to the Committee and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

7. Proskauer shall provide ten business days' notice to the Debtors, the U.S. Trustee, and the Committee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

8. Proskauer will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Proskauer will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

9. Proskauer has satisfied the requirements for *nunc pro tunc* approval under Bankruptcy Local Rule 2014-1.

10. The Committee and Proskauer are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

11. To the extent the Application, the Barak Declaration, or the Samples Declaration are inconsistent with this Order, the terms of this Order shall govern.

12. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Signed: \_\_\_\_\_, 2024

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Marvin Isgur  
United States Bankruptcy Judge