

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

In re:) Chapter 11
ZACHRY HOLDINGS, INC., *et al.*,) Case No. 24-90377 (MI)
Debtors. ¹) (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.TXSBS.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:

¹ The last four digits of Zachry Holdings, Inc.'s tax identification number are 6814. A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors' claims and noticing agent at 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)² 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.³ 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 matter⁴ range as follows:

Billing Category⁵	Range
Partners	\$1,535-\$2,050
Associates	\$1,090-\$1,415
Paraprofessionals	\$320-\$375

² 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.

³ 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.

⁴ 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.

⁵ 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.⁶

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.

⁶ 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.⁷

⁷ 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**

In re:)
) Chapter 11
)
ZACHRY HOLDINGS, INC., <i>et al.</i> ,) Case No. 24-90377 (MI)
)
Debtors. ¹) (Jointly Administered)
)

**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.

¹ The last four digits of Zachry Holdings, Inc.'s tax identification number are 6814. A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors' claims and noticing agent at 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”),² 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.³

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

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

³ I reserve the right to amend this statement based on the final review of the PII 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.⁴

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 matter⁵ range as follows:

Billing Category⁶	Range
Partners	\$1,535-\$2,050
Associates	\$1,090-\$1,415
Paraprofessionals	\$320-\$375

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.

⁴ 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.

⁵ 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.

⁶ 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.⁷

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.

⁷ 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 Alviarez
 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 Swepco
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. Wynnewood Refining Company
- 548. X-Energy

Significant Vendors

- 549. Allied Universal Security Srvs
- 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 List¹

¹ 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.

Matched Entity	Category of Party in Interest	Relationship to Proskauer
Lockton	Benefit Providers	Current Client ¹
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
Canopius Managing Agents, Ltd.	Insurance and Surety Providers	May be Affiliate of Insurer of a Former Client
Canopius 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

¹ 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.

Matched Entity	Category of Party in Interest	Relationship to Proskauer
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

Matched Entity	Category of Party in Interest	Relationship to Proskauer
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

Matched Entity	Category of Party in Interest	Relationship to Proskauer
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 Terminaling & 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

Matched Entity	Category of Party in Interest	Relationship to Proskauer
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

Matched Entity	Category of Party in Interest	Relationship to Proskauer
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
Canopius 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

Matched Entity	Category of Party in Interest	Relationship to Proskauer
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

Matched Entity	Category of Party in Interest	Relationship to Proskauer
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

Matched Entity	Category of Party in Interest	Relationship to Proskauer
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**

In re:) Chapter 11
ZACHRY HOLDINGS, INC., *et al.*,) Case No. 24-90377 (MI)
Debtors.¹) (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").²

¹ The last four digits of Zachry Holdings, Inc.'s tax identification number are 6814. A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors' claims and noticing agent at 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.

² 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**

In re:))
)	Chapter 11
))
ZACHRY HOLDINGS, INC., <i>et al.</i> ,)	Case No. 24-90377 (MI)
))
Debtors. ¹)	(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”)² 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

¹ The last four digits of Zachry Holdings, Inc.’s tax identification number are 6814. A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors’ claims and noticing agent at 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.

² 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

Marvin Isgur
United States Bankruptcy Judge