

**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> ¹)	
)	Case No. 24-90377 (MI)
)	
Debtors.)	(Jointly Administered)
)	

**STATEMENT OF FINANCIAL AFFAIRS FOR
UE PROPERTIES, INC. CASE NO. 24-90382 (MI)**

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 Debtors' proposed claims and noticing agent at <https://veritaglobal.net/zhi>. these chapter 11 cases is: P.O. Box 240130, San Antonio, Texas 78224.



2490377240716000000000034

Although the Debtors' management has made reasonable efforts to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances, based on information available at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statements, and inadvertent errors, inaccuracies, or omissions may have occurred. Notwithstanding any subsequent information or discovery, the Debtors and their agents, attorneys, and financial advisors do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised, or re-categorized. In no event shall the Debtors or their agents, attorneys, and financial advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or unforeseeable and however caused, even if the Debtors or their agents, attorneys, and financial advisors are advised of the possibility of such damages.

Mr. Mohsin Y. Meghji, in his capacity as the Chief Restructuring Officer of the Debtors, is an authorized signatory for each of the Debtors and has signed each of the Schedules and Statements. In reviewing and signing the Schedules and Statements, Mr. Meghji necessarily has relied upon the efforts, statements, and representations of various personnel employed by the Debtors and the Debtors' proposed advisors. Mr. Meghji has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

Disclosure of information in one or more Schedules, Statements, or exhibits or attachments to the Schedules or Statements, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedules, Statements, exhibits, or attachments. In the event that the Schedules or Statements differ from any of the Global Notes, the Global Notes shall control.

GLOBAL NOTES AND OVERVIEW OF METHODOLOGY

1. **Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to: (i) amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to the description, designation, or Debtor against which any claim (each, a "**Claim**")² is asserted; (ii) dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; (iii) subsequently designate any Claim as "disputed," "contingent," or "unliquidated;" or (iv) object to the extent, validity, enforceability, priority or avoidability of any Claim. Any failure to designate a Claim in the Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such Claim or amount is not "disputed," "contingent," or "unliquidated." Listing a Claim does not constitute an

² For the purposes of these Global Notes, the term "Claim" shall have the meaning as defined under section 101(5) of the Bankruptcy Code.

admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors' chapter 11 cases, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation or rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

2. **Description of Cases and "As Of" Information Date.** On May 21, 2024 (the "**Petition Date**"), the Debtors each 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. On June 4, 2024, the United States Trustee for the Southern District of Texas appointed an official committee of unsecured creditors. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

On the Petition Date, the Court entered the *Order (I) Directing Joint Administration of Cases and (II) Waiving Requirements of Bankruptcy Code Section 345(c)(1) and Bankruptcy Rules 1005 and 2002(n)* [Docket No. 21] (the "**Joint Administration Order**"). The Joint Administration Order authorized the joint administration of the Debtors chapter 11 cases under lead case number 24-90377 for procedural purposes only. Accordingly, each Debtor has filed its own Schedules and Statements.

The asset and liability information provided herein represents asset and liability data of the Debtors as of April 30, 2024, except as otherwise noted. As noted below, the amounts of the Debtors' funded debt obligations and certain amounts related to the Debtors' requests for "first day" relief are represented as of the Petition Date.

3. **Net Book Value of Assets.** Unless otherwise indicated, the Debtors' Schedules and Statements reflect net book values as April 30, 2024. The book values of certain assets may materially differ from their fair market values or other measures of value. For the avoidance of doubt, nothing contained in the Schedules and Statements is indicative of the Debtors' enterprise value or the amount a third party might be willing to pay in connection with any asset disposition.

For financial reporting purposes, Zachry prepares consolidated financial statements. Unlike Zachry's consolidated financial statements, these Schedules and Statements, except as indicated herein, reflect the assets and liabilities of each Debtor and do not include the assets and liabilities of certain of Zachry's non-Debtor affiliates, as well as do not include certain eliminations and re-classifications. Accordingly, combining the assets and Claims set forth in the Schedules and Statements of the Debtors would result in amounts that would be substantially different from financial information for Zachry and its respective consolidated subsidiaries.

Book values of assets generally do not reflect the current performance of the assets and may differ materially from the actual value and/or performance of the underlying assets. Additionally, because the book values of assets may materially differ from their fair market values, a number of assets have undetermined values as of May 21, 2024, and are listed accordingly. Furthermore, assets that have been fully depreciated or fully amortized, or were expensed for GAAP accounting purposes, have no net book value and are therefore not included in the Schedules and Statements, or are included with an “undetermined” or “not applicable” value.

4. **Estimates and Assumptions.** The preparation of the Schedules and Statements required the Debtors to make certain estimates and assumptions that affected the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual results could differ materially from these estimates. Further, certain immaterial assets and liabilities may have been excluded from the Schedules and Statements. The Debtors reserve all rights to amend the reported amounts of assets and liabilities to reflect changes in those estimates or assumptions.
5. **Recharacterization.** The Debtors have made reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements. However, the Debtors may nevertheless have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtors’ businesses. Accordingly, the Debtors reserve their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate.
6. **Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available the allocation of liabilities between the prepetition and postpetition periods may change. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary or appropriate.

The liabilities listed on the Schedules do not reflect a complete analysis of Claims rights to be treated as an administrative claim under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted administrative Claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor’s Claim.

7. **Excluded Assets and Liabilities.** The Debtors have excluded book values for certain categories of assets and liabilities from the Schedules and Statements, including, without limitation, accrued salaries, employee benefit accruals, tax accruals, and assets with a net book value of zero. For confidentiality reasons, the Debtors have not listed individual customer accounts receivable information or individual retention agreements for

participants in the Debtors' prepetition employee retention programs. However, any payments made to "insiders," as such term is defined in section 101(31) of the Bankruptcy Code, on account of prepetition retention programs are listed in the Schedules and Statements subject to the reservations regarding insider designations below. In addition, certain immaterial assets and liabilities may have been excluded.

8. **Insiders.** For purposes of the Schedules and Statements, the Debtors defined "insiders" as such term is defined in section 101(31) of the Bankruptcy Code. However, parties referenced as "insiders" have been included for informational purposes only and the designation of a party as an "insider" in the Schedules and Statements shall not constitute an admission that such parties are insiders for purposes of section 101(31) of the Bankruptcy Code or that such parties were insiders at the time the applicable payment or transfer listed on the Schedules and Statements was made or incurred. The Debtors have attempted to identify parties who could properly be considered "insiders" at any point during the applicable periods identified in the Schedules and Statements. The Debtors were inclusive in their interpretation of what may constitute an "insider." However, the Debtors do not take any position with respect to: (a) any referenced insider's influence over the control of the Debtors; (b) the management responsibilities or functions of any referenced insider; (c) the decision making or corporate authority of any referenced insider; or (d) whether the Debtors or any referenced insider could successfully argue that such party is not an "insider" under applicable law or with respect to any theories of liability or for any other purpose.
9. **Intellectual Property Rights.** Exclusion of any intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.
10. **Umbrella/Master Agreements.** Certain contracts and/or leases listed in the Schedules and Statements may be umbrella or master agreements that cover relationships with some or all of the Debtors across multiple of the Debtors' projects. Where relevant, such agreements have been listed in the Schedules and Statements of the Debtor entity that signed the original umbrella or master agreement. Other Debtors, however, may be liable together with such Debtor on account of such agreements and the Debtors reserve all rights to amend the Schedules and Statements to reflect changes regarding the liability of the Debtors with respect to such agreements, if appropriate. None of these umbrella or master agreements listed in the Schedules and Statements reflect any decision by the Debtors as to whether or not such agreements are executory in nature. The Debtors expressly reserve their rights to challenge whether any such umbrella or master agreement and respective sub-agreements under such umbrella or master agreements (i.e., purchase orders) constitute an executory contract, a single or integrated contract or agreement, multiple contracts or agreements, or severable or separate contracts or agreements.
11. **Executory Contracts.** Although efforts have been made to accurately reflect each Debtor's executory contracts in the Schedules and Statements, inadvertent errors or omission may have occurred. Certain information, such as the contact information of the

counterparty, may not be included where such information could not be obtained using reasonable efforts. Listing a contract or agreement in the Schedules and Statements does not constitute an admission that such contract or agreement (a) is an executory contract, (b) was in effect on the Petition Date, (c) is valid or enforceable, or (d) is a single integrated agreement or made up of multiple several agreements. The Debtors do not make, and specifically disclaim, any representation or warranty as to the completeness or accuracy of the information set forth on Schedule G.

Although the Debtors made diligent attempts to attribute each executory contract to the correct Debtor, the Debtors may have inadvertently failed to do so. Certain confidentiality and non-compete agreements may not be listed on Schedule G. The contracts and agreements listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments and other documents that may not be listed despite the Debtors' use of reasonable efforts to identify such documents. Certain of the contracts and agreements listed on Schedule G may also consist of several parts, including purchase orders, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. Unless otherwise specified on Schedule G, each executory contract listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, purchase orders, statements of work, requests for service, or other agreements made directly or indirectly. Certain purchase orders issued without a governing Master Service Agreement, Purchase Order Terms and Conditions document, or any similar agreement or document otherwise, may be inadvertently omitted on Schedule G despite the Debtors' use of reasonable efforts to identify such contracts. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract, a single or integrated contract or agreement, multiple contracts or agreements, or severable or separate contracts or agreements.

The Debtors expressly reserve their rights, Claims, and causes of actions with respect to the executory contracts, including the right to dispute or challenge the characterization of any agreement on Schedule G as executory.

12. **Guarantees and Other Secondary Liability Claims.** The Debtors have made reasonable efforts to locate and identify guarantees and other secondary liability Claims (collectively, the "**Guarantees**") in the executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements to which any Debtor is a party. Where Guarantees have been identified, they have been included in the relevant Schedule for the Debtor or Debtors affected by such Guarantees. The Debtors have placed the Guarantees on Schedule H for both the primary obligor and the guarantor of the relevant obligation. It is possible that certain Guarantees embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements may have been inadvertently omitted. Additionally, failure to list any Guarantees in the Schedules and Statements, including in any future amendments to the Schedules and Statements, shall not affect the enforceability of any Guarantees not listed.

13. **Duplication.** Certain of the Debtors' assets, liabilities, and prepetition payments may properly be disclosed in multiple parts of the Statements and Schedules. To the extent these disclosures would be duplicative, the Debtors have determined to only list such assets, liabilities, and prepetition payments once.
14. **Classifications.** Listing (a) a Claim on Schedule D as "secured," (b) a Claim on Schedule E/F as "priority," (c) a Claim on Schedule E/F as "unsecured," or (d) a contract on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors that such claim is entitled to priority treatment, including under sections 503 and/or 507 of the Bankruptcy Code or a waiver of the Debtors' rights to re-characterize or reclassify such Claims or contracts or to setoff such Claims. For the avoidance of doubt, the Debtors reserve all rights to dispute the amount and/or the priority status of any claim on any basis at any time.
15. **Claims Description.** Schedules D and E/F permit each of the Debtors to designate a Claim as "disputed," "contingent," and/or "unliquidated." Any failure to designate a Claim on a given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by that Debtor that such amount is not "disputed," "contingent," or "unliquidated," or that such Claim is not subject to objection. The Debtors reserve all of their rights to dispute, or assert offsets or defenses to, any Claim reflected on their respective Schedules and Statements on any grounds, including liability or Classification.
16. **Causes of Action.** Despite their commercially reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third-parties as assets in the Schedules and Statements, including, without limitation, causes of actions arising under chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross claim, counterclaim, or recoupment and any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity, or pursuant to any other theory of law (collectively, "**Causes of Action**") they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.
17. **Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:
 - **Undetermined Amounts.** The description of an amount as "unknown," "TBD," or "undetermined" is not intended to reflect upon the materiality of such amount.

- Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
 - Paid Claims. The Debtors were authorized to pay certain outstanding prepetition Claims pursuant to various orders entered by the Court. To the extent the Debtors pay or have paid any of the Claims listed in the Schedules and Statements pursuant to any orders entered by the Court, the Debtors reserve all of their rights to amend or supplement the Schedules and Statements or take other action as is necessary or appropriate to avoid over-payment of or duplicate payments for any such liabilities, including seeking satisfaction of such claims without further amendment to the Schedules and Statements.
 - Liens. Property and equipment listed in the Schedules and Statements is presented without consideration of any liens that may attach (or have attached) to such property and equipment.
18. Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars.
19. Intercompany Payables and Receivables. The Debtors engage in certain intercompany transactions with other Debtor and non-Debtor affiliates. Intercompany receivable account balances are shown in Schedule A/B and intercompany liabilities are shown in Schedule E/F. Intercompany claims are generally reflected as receivables and payables in each Debtor's general ledger. Intercompany transactions are generally not settled by actual transfers of cash, but instead are reconciled and cleared monthly on a consolidated basis on the applicable Debtor's balance sheet.
20. Inventories, Property, and Equipment. Inventories consist of tools, materials and supplies. These inventories are listed at net book value. Inventories, property, and equipment are recorded at cost or at fair value at the date of acquisition in the case of certain previously acquired businesses. All inventories, property, and equipment are presented without consideration of any statutory or consensual liens.
21. Other Leases. The Debtors lease offices, equipment and facilities under certain lease agreements. These equipment and facilities leases are reported on Schedule G of each applicable Debtor.
22. Effect of "First Day" Orders. The Court has authorized the Debtors to pay various outstanding prepetition Claims including certain payments to employees, critical vendors, and taxing authorities. Where the Schedules and Statements list creditors and set forth the Debtors' scheduled amount of such Claims, such scheduled amounts are intended to reflect amounts owed as of the Petition Date, adjusted for any postpetition payments made on account of such Claims pursuant to the authority granted to the Debtors by the Court as of May 21, 2024. To the extent any further adjustments are necessary to account for any additional Court-authorized postpetition payments, such adjustments have not been

included in the Schedules and Statements unless otherwise noted on the applicable Schedule or Statement. Estimates of Claims set forth in the Schedules and Statements may not reflect assertions by the Debtors' creditors of a right to have such Claims paid or reclassified under the Bankruptcy Code or orders of the Court.

23. **Setoffs.** The Debtors periodically setoff certain obligations in the ordinary course of business. Such ordinary course setoffs can result from various items including, but not limited to, intercompany transactions, pricing discrepancies, returns, warranties, refunds, negotiations and/or disputes between Debtors and their customers regarding regulatory or governmental impositions costs incurred by Debtors, and other disputes between the Debtors and their customers and/or suppliers. These normal setoffs are consistent with the ordinary course of business in the Debtors' industry and can be particularly voluminous, making it unduly burdensome and costly for the Debtors to list such ordinary course setoffs. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for, and as such, are or may be excluded from the Debtors' Schedules and Statements.
24. **Confidentiality.** There are instances within the Schedules and Statements where names, addresses, or amounts have been left blank. Due to the nature of an agreement between the Debtors and a third party, concerns of confidentiality, or concerns for the privacy of an individual, the Debtors may have deemed it appropriate and necessary to avoid listing such names, addresses, and amounts.

SPECIFIC DISCLOSURES WITH RESPECT TO THE DEBTORS' SCHEDULES

Schedules Summary. The Schedules do not purport to represent financial statements prepared in accordance with GAAP, nor are they intended to be fully reconciled with the Debtors' financial statements. Additionally, the Schedules contain unaudited information that is subject to further review and potential adjustment and reflect the Debtors' commercially reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis. Given, among other things, the uncertainty surrounding the collection and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that a Debtor's Schedules or Statements show more assets than liabilities, it shall not constitute an admission that such applicable Debtor was solvent as of the Petition Date or at any time before the Petition Date. Likewise, to the extent a Debtor's Schedules and Statements show more liabilities than assets, it shall not constitute an admission that such applicable Debtor was insolvent as of the Petition Date or at any time before the Petition Date.

Claims of Third-Party Related Entities. Although the Debtors have made every effort to properly classify each Claim listed in the Schedules as being either disputed or undisputed, liquidated or unliquidated, and contingent or noncontingent, the Debtors have not been able to fully reconcile all payments made to certain third parties and their related entities on account of the Debtors' obligations to both such entity and its affiliates. Therefore, to the extent that the Debtors have classified their estimate of Claims of a creditor as disputed, all Claims of such creditor's affiliates listed in the Schedules and Statements shall similarly be considered as disputed, whether or not they are designated as such.

Schedule A/B, Parts 1– Cash and Cash Equivalents. The amounts represented in Schedule A/B, Part 1, Question 1 are as of the Petition Date.

Amount presented in Schedule A/B Part 1 exclude certain accounts related to the Debtors’ joint ventures (“**JV Accounts**”). The Debtors have an interest in the JV Accounts but do not maintain unilateral control over the funds deposited in them.

The Debtors’ failure to list any rights in real property on Schedule A/B should not be construed as a waiver of any such rights that may exist, whether known or unknown at this time.

Schedule A/B, Part 2 – Deposits and Prepayments. The Bankruptcy Court, pursuant to the *Order (I) Determining Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utilities from Discontinuing Service, (III) Establishing Procedures for Determining Adequate Assurance of Payment, and (IV) Granting Related Relief* [Docket No. 80], authorized the Debtors to provide adequate assurance of payment for future utility services. In addition, certain retainers or deposits reflect payments to professionals made by a certain Debtor entity, but may be subject to applicable allocation amongst the Debtors.

Certain reported prepaid or amortized assets are listed in accordance with the Debtors’ books and records. The amounts listed in Part 2 do not necessarily reflect assets the Debtors will be able to monetize. The amounts listed in Part 2 include, among other things, leases, temporary worker expenses, and other prepaid expenses.

In the ordinary course of the Debtors’ business, the Company prepays various items including insurance, software licenses, prepaid cards, etc. The various prepayments have been listed by the party holding the prepaid deposit or have been grouped to represent similar prepaid amounts. The prepaid balance generally represents the unamortized or remaining balance related to a contract or asset.

Schedule A/B, Part 3 – Accounts Receivable. Amounts listed are as of the Petition Date for the corresponding Debtor. The Debtors’ accounts receivable balance includes trade receivables, related party receivables, accrued receivables, retainage and other miscellaneous receivables all generated in the ordinary course of the Debtors’ business.

Schedule A/B, Part 4 – Investments.

The Debtors offer a supplemental non-qualified deferred compensation plan providing tax deferred income for certain employees (the “**Deferred Compensation Plan**”). For purposes of the Schedules, the Debtors have listed the value of investments historically related to funding of the Deferred Compensation Plan.

In the ordinary course of business, the Debtors maintain a defined contribution plan for the benefit of all eligible employees meeting the requirements of sections 401(a) and 401(k) of the Internal Revenue Code (the “**401(k) Plan**”). The Debtors remit certain withholdings from employees’ wages to the 401(k) Plan’s trustee and the contributions may be placed in a mix of investments,

including mutual funds. Because the Debtors have no ownership interest in the funds held in the 401(k) Plan these funds are not included in response to Part 4, question 14.

Ownership interests in subsidiaries, partnerships, and joint ventures have been listed in Schedule A/B, Part 4 with undetermined amounts because the fair market value of such ownership is dependent on numerous variables and factors and may differ significantly from their net book value.

For purposes of the Schedules, the Debtors have listed the value of such ownership interests as undetermined because the fair market value of such stock or interests is dependent on numerous variables and factors and may differ significantly from the net book value.

Schedule A/B, Part 5 – Inventory, Excluding Agricultural Assets. The Debtors’ inventories consist of materials and supplies. These inventories are listed at net book value. On a monthly basis the Debtors perform informal inventories through intercompany billings and performs a physical inventory count. Each location having possession of the Debtors assets is provided a monthly invoice for the assets assigned to that location.

The Debtors are in possession of properties from certain vendors that may constitute consigned inventory. Such properties are not listed in Part 5, Question 21. For the avoidance of doubt, nothing in Part 5, Question 21 or in these Global Notes or the Statements shall constitute an admission or waiver with respect to the inventory’s status as consigned inventory or the legitimacy of any alleged lien rights asserted by any vendors with respect to the same.

In the ordinary course of business, the Debtors classify certain tools owned by third parties as inventory. The Debtors do not own such tools however, the Debtors have included these tools in its answer to Part 5, question 22.

In the ordinary course of business, the Debtors maintain records of all inventories purchased as of the date received (“**Receipt Date**”). For certain inventory, the Receipt Date reflects the date that the Debtors internally processed the delivery of the inventory, which may vary from the date the inventory is received. The Debtors have included all inventory responsive to Part 5, Question 25 using the Receipt Date as reflected in the Debtors’ systems. To determine the actual date received for all the inventory would be unduly burdensome and cost prohibitive.

Schedule A/B, Part 6 – Farming and Fishing-Related Assets. While the Debtors’ primary operations relate to the turnkey engineering, construction, maintenance, turnaround, and fabrication services, the Debtors maintain an interest in and own certain ancillary assets on a hunting property. For purposes of this schedule, the Debtors have presented all assets held at the Ojo de Agua hunting lease.

Schedule A/B, Part 7 – Office Furniture, Fixtures, and Equipment; and Collectibles. Dollar amounts are presented net of accumulated depreciation and other adjustments.

Collectibles are grouped into a single line-item containing the various sculptures and artwork owned by the Debtors.

Schedule A/B, Part 8 – Machinery, Equipment, and Vehicles. For those Debtors that own machinery, equipment and vehicles, dollar amounts are presented net of accumulated depreciation and other adjustments.

The Debtors own and lease various types of machinery, equipment, and vehicles that have been labeled as such. Both owned machinery, equipment, and vehicles as well as leased machinery, equipment, and vehicles accounted for as operating leases are included in the Schedules. Each owned or leased item is listed individually with identifying information, including internally generated asset identification number, description, and year (where applicable). Other machinery and equipment and tools/supplies have been grouped as “Other Machinery, Fixtures, and Equipment” and mats are grouped as a separate item as designated in the Debtors’ accounting system.

The Debtors lease equipment and facilities under various operating and capital lease agreements, the latter of which the Debtors have very few. These equipment leases are reported on Schedule A/B and Schedule G of each applicable Debtor.

Schedule A/B, Part 9 – Real Property. Real property (either leased or leasehold interests) is recorded at cost and depreciated (as appropriate) on a straight-line basis over the estimated useful lives of the assets.

For any Debtors that own real property or buildings and leasehold improvements, they are reported, except where otherwise noted, at net book value. The Debtors may have listed certain assets as real property when such assets are in fact personal property, or the Debtors may have listed certain assets as personal property when such assets are in fact real property. The Debtors reserve all of their rights to recategorize and/or recharacterize such asset holdings to the extent the Debtors determine that such holdings were improperly listed. Buildings and land improvements are listed on Schedule A/B, Part 9, independent of whether the real property to which the building or land improvement is connected is Debtor-owned property.

In addition, certain of the instruments reflected on Schedule A/B, Part 9 may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional lands, and other miscellaneous rights. Such rights, powers, duties, and obligations are not separately set forth on Schedule A/B, Part 9. The Debtors hereby expressly reserve the right to assert that any instrument listed on Schedule A/B, Part 9 is an executory contract within the meaning of section 365 of the Bankruptcy Code.

Schedule A/B, Part 10 – Intangibles and Intellectual Property. The Debtors review goodwill and other intangible assets having indefinite lives for impairment annually or when events or changes in circumstances indicate the carrying value of these assets might exceed their current fair values. The Debtors report intellectual property assets as undetermined value whenever applicable. For purposes of the Schedules, the Debtors have listed intangible assets and intellectual property only at entities for which these assets are recorded on their books. The exclusion of listing similar assets at additional Debtors should not be construed as an admission that other Debtors do not possess similar assets

Customer relationships include customer lists, mailing lists, and other compilations. Trade names include patents, copyrights, trademarks, and trade secrets. The Debtors do not have a recent available valuation of such intangibles and intellectual property and accordingly have listed the value of these items as undetermined or at their net book value in the Schedules.

Schedule A/B, Part 11 – All Other Assets. In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to counter-claims, cross-claims, setoffs, credits, rebates, or refunds with their customers and suppliers, or potential warranty claims against their suppliers. Additionally, certain of the Debtors may be party to pending litigation in which such Debtor has asserted, or may assert, Claims as a plaintiff or counter-claims and/or cross-claims as defendant.

Schedule D – Creditors Who Have Claims Secured by Property. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Detailed descriptions of the Debtors' prepetition debt structure and descriptions of collateral relating to the debt contained on Schedule D are contained in the *Declaration of Mohsin Y. Meghji In Support of Debtors' Petition and Requests for First Day Relief* [Docket No. 7] (the "**First Day Declaration**"). Certain of the Debtors are guarantors to the secured loans and letters of credit.

The Debtors have made every effort to identify the liens filed against the Debtors' assets, and/or related to any of its projects. However, given the turnover, the size of the business, and the tremendous use of subcontractors, some liens may have been inadvertently omitted. Further, the Debtors are reviewing whether such purported liens have been properly perfected and the Debtors' reserve any and all rights to dispute the validity, perfection, and amount of such liens included in Schedule D.

Except as otherwise agreed pursuant to a stipulation, agreed order, or other order entered by the Court, the Debtors reserve their right to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D of any Debtor. In certain circumstances, a Debtor may be a co-obligor or guarantor with respect to the scheduled Claims of other Debtors, and no Claim set forth on Schedule D of any Debtor is intended to acknowledge Claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions provided on Schedule D are intended only as a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing in Schedule D and/or the Global Notes shall be deemed a modification or interpretation of the terms of such agreements.

Except as specifically stated herein, parties that may hold security deposits have not been listed on Schedule D. The Debtors reserve all of their rights, Claims and Causes of Action with respect to Claims associated with any contracts and agreements listed on Schedule D or Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, document or instrument (including any intercompany agreement) related to a creditor's Claim.

Nothing herein shall be construed as an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors' right to recharacterize or reclassify such Claim or contract.

The Debtors have not included parties that may assert such Claims are secured through setoff rights or inchoate statutory lien rights on Schedule D.

Schedule E/F, Part 1 – Creditors with Priority Unsecured Claims.

Except as discussed herein, the Debtors have not listed on Schedule E/F any wage or wage-related obligations which the Debtors have been granted authority to pay pursuant to the *Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) to Continue Employee Benefits Programs and (II) Granting Related Relief* [Docket No. 56] (“**Wage Order**”).

Certain employees of the Debtors are guaranteed payment for accrued and unused paid time off (“**PTO**”) if they are terminated or resign from the Debtors. Other employees are not paid for accrued and unused PTO upon termination or resignation from the Debtors. Under the Wage Order, the Debtors are authorized to pay outstanding PTO upon termination of an employee to the extent required by applicable non-bankruptcy law. The Debtors estimate that the value of the total claims associated with accrued PTO pursuant is approximately \$10 million as of the Petition Date, which is subject to change. Out of abundance of caution, without limiting in anyway their rights under the Wage Order, the Debtors have listed in Schedule F the prepetition accrued PTO in excess of the statutory cap set forth in section 507(a)(4) of the Bankruptcy Code.

Pursuant to the *Order (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief* [Docket No. 48] (the “**Taxes Order**”), the Debtors have been granted the authority to pay certain tax liabilities that accrued prepetition. Accordingly, any priority unsecured Claim based upon prepetition tax accruals that have been paid pursuant to the Taxes Order are not listed on Schedule E/F. Certain of the tax Claims may be subject to on-going audits, and the Debtors are otherwise unable to determine with certainty the amount of many, if not all, of the tax Claims listed on Schedule E/F. Therefore, the Debtors have listed certain of these Claims as undetermined in amount, pending final resolution of on-going audits or outstanding issues. In addition, there may be other numerous contingent, unliquidated Claims from state taxing authorities, not all of which are listed.

The beneficiaries of the Debtors' Deferred Compensation Plan have been included in response to Schedule E/F Part 1. The Debtors have redacted the personal information of such individuals due to concerns for the confidentiality and privacy of the individuals.

The listing of a Claim on Schedule E/F, Part 1, does not constitute an admission by the Debtors that such Claim or any portion thereof is entitled to priority status.

Schedule E/F, Part 2 – Creditors with Non-Priority Unsecured Claims. The Debtors have made reasonable efforts to report all general unsecured Claims against the Debtors on Schedule E/F, Part 2 based upon the Debtors' existing books and records. The Claims of individual creditors for other things, products, goods, or services are listed as either the lower of the amounts invoiced

by the creditor or the amounts entered on the Debtors' books and records, and may not reflect credits or allowances due from such creditors to the Debtors. The Debtors reserve all rights with respect to any such credits and allowances including the right to assert Claims, objections and/or setoffs. The Claims listed on Schedule E/F, Part 2, arose or were incurred on various dates. In certain instances, the date on which a Claim arose is an open issue of fact. While reasonable efforts have been made, determining the date upon which each Claim in Schedule E/F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for every Claim listed on Schedule E/F.

Schedule E/F contains information regarding pending litigation involving the Debtors. In certain instances, the Debtor that is subject of the litigation is uncertain or undetermined. Where the named defendant is "Zachry Holdings, Inc." plus "et al.," the Debtors have listed such Claim on Schedule E/F of Zachry. However, to the extent that litigation involving a particular Debtor has been identified, information regarding that litigation is contained in Schedule E/F for that Debtor. The amounts for these potential Claims are listed as "undetermined" and are marked as contingent, unliquidated, and disputed in the Schedules and Statements.

Schedule G – Executory Contracts and Unexpired Leases. The businesses of the Debtors are complex. Although the Debtors' existing books, records, financial systems, and contracts management systems have been relied upon to identify and schedule executory contracts for each of the Debtors and commercially reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions, or overinclusion may have occurred. The Debtors reserve all of their rights to dispute the validity, status or enforceability of any contracts, agreements, or leases set forth on Schedule G and to amend or supplement such Schedule, as necessary. The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppels, certificates, letters, memoranda and other documents, instruments and agreements that may not be listed on Schedule G, despite the Debtors' use of reasonable efforts to identify such documents. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not separately set forth on Schedule G. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease.

In addition, the Debtors may have entered into various other types of agreements in the ordinary course of business, such as subordination, supplemental agreements, amendments/letter agreements, title agreements, and confidentiality agreements. Such documents may not be set forth on Schedule G. Certain of the contracts, agreements and leases listed on Schedule G may have been entered into by more than one of the Debtors. Further, the specific Debtor obligor to certain of the executory contracts could not be specifically ascertained in every circumstance. In such cases, the Debtors made their best efforts to determine the correct Debtors' Schedule G on which to list such executory contract or unexpired lease. Certain of the executory contracts may not have been memorialized and could be subject to dispute. Each unexpired lease listed in

Schedule G may include one or more ancillary documents, including but not limited to any underlying assignment and assumption agreements, amendments, supplements, full and partial assignments, renewals and partial releases.

While reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Additionally, some relationships between the Debtors and certain counterparties are governed by a master services agreement, under which such counterparties also place work and purchase orders, which may be considered executory contracts. Disclosure of these purchase and work orders, however, is impracticable and unduly burdensome. Accordingly, to the extent the Debtors have determined to disclose non-confidential master services agreements in Schedule G, purchase and work orders placed thereunder have been omitted.

Schedule H – Co-Debtors. Although the Debtors have made every effort to ensure the accuracy of Schedule H, inadvertent errors, omissions, or inclusions may have occurred. The Debtors hereby reserve all rights to dispute the validity, status, and enforceability of any obligations set forth on Schedule H and to further amend or supplement such Schedule as necessary.

The Debtors further reserve all rights, claims, and causes of action with respect to the obligations listed on Schedule H, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument related to a creditor's claim. The listing of a contract, guarantee, or other obligation on Schedule H shall not be deemed an admission that such obligation is binding, valid, or enforceable.

In the ordinary course of their business, the Debtors may be involved in pending or threatened litigation and Claims arising out of certain ordinary business transactions. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross Claims and counter-claims against other parties. Due to the volume of such Claims, and because all such Claims are contingent, unliquidated, and disputed, and listed elsewhere in the Schedules and Statements, such Claims have not been set forth individually on Schedule H.

Schedule H reflects Guarantees, if any, by various Debtors of obligations of related affiliates, or co-borrowings by various Debtors. The Debtors have made every effort to, but inadvertently may not have identified certain Guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. Certain of the Guarantees reflected on Schedule H, if any, may have expired or no longer be enforceable. Thus, the Debtors reserve their rights to amend Schedule H to the extent that additional Guarantees are identified or such Guarantees are discovered to have expired or are unenforceable, or to contest the validity or enforceability of the Guarantees in another filing.

SPECIFIC DISCLOSURES WITH RESPECT TO THE DEBTORS' STATEMENTS

Statements, Part 1, Question 1 – Gross Revenue From Business. The amount shown for year-to-date 2024 includes revenue from business for the period of January 1, 2024 to May 20, 2024.

Statements, Part 1, Question 2 – Non-Business Revenue. The amount shown for year-to-date 2024 includes non-business revenue for the period of January 1, 2024 to May 20, 2024, which

consists primarily of interest revenue from now-closed bank accounts. YTD Revenue is derived from the Debtors' unaudited Statements of Operations as of May 31, 2024 and are pro-rated to reflect the period of May 1, 2024 through May 20, 2024.

Statements, Part 2, Question 3 – Payments and Transfers to Certain Creditors Within 90 Days. The Debtors have made reasonable efforts to identify all disbursements made in the 90 days prepetition. Due to the complex nature of the Debtors' cash management system and system reporting limitation, the listed 90-day payments may not constitute an exhaustive list.

Payments to the Debtors' bankruptcy professionals for work related to the bankruptcy, debt consolidation or restructuring, payments to potential insiders, and payments on account of intercompany transactions are not included in the payments to creditors. Payments to the aforementioned parties are included in the following locations within the Statements: bankruptcy professionals (Statement 11), potential insiders (Statement 4), and intercompany transactions (Statement 4). The listing of any individual or entity as an insider does not constitute an admission or determination that any such individual is or is not an insider.

The dates set forth in the "Dates" column relate to one of the following: (a) the date of a wire transfer; (b) the date of an "ACH" payment; or (c) the check date. Disbursements made on account of multiple invoices may be reflected as a single payment.

Statements, Part 2, Question 4 – Payments to Insiders.

The Debtors' listing of individuals as "insiders" is subject to the methodology and reservations of rights described in paragraph 8 hereof. In the interest of disclosure, the Debtors have listed all payments during the applicable period to parties that may have qualified as an insider at any point during such period. Disclosed payments include payments to parties that may not have been an "insider" at the time of the payment because such party was subsequently terminated or otherwise ceased to be an insider, and, accordingly may not be considered an "insider" at the time certain of the listed payments were made.

Statements, Part 2, Question 5 – Repossessions, Foreclosures and Returns. The Debtors routinely return damaged, unsatisfactory or out-of-specification raw materials and other goods to vendors in the ordinary course of business. These ordinary course returns have not been listed in Statements Part 2, Question 5.

Statements, Part 2, Question 6 – Setoffs. For a discussion of setoffs incurred by the Debtors, refer to paragraph 23 of these Global Notes.

Statements, Part 3, Question 7 – Legal Actions or Assignments. The Debtors are party to certain pending litigation matters that the Debtors believed may have potential recoveries. The actual value of such litigation matters is contingent on their outcome. The Debtors routinely participate in administrative actions and appeals with state agencies in the ordinary course of their business and have identified those administrative actions that were pending within one year of the Petition Date.

Statements, Part 4, Question 9 – Certain Gifts and Charitable Contributions. The Debtors at their discretion may periodically match employees' donations to various charities. From January 1, 2024 to the Petition Date, the Debtors have not made any such matching donations.

Statements, Part 5, Question 10 – All Losses from Fire, Theft, or Other Casualty Within 1 Year Before Filing This Case. The Debtors have experienced losses of small hand tools and similar items due to, amongst other things, theft over the past year. However, these losses have not been reported or pursued through insurance claims, as they did not exceed the deductible amount of \$5,000 for hand tools.

Statements, Part 11, Question 21 – Property Held for Another. The Debtors are in possession of inventory from certain vendors that may constitute consigned inventory. For the avoidance of doubt, nothing in Part 5, Question 21 or in these Global Notes or the Statements shall constitute an admission or waiver with respect to the inventory's status as consigned inventory or the legitimacy of any alleged lien rights asserted by any vendors with respect to the same.

The Debtors withhold or retain certain funds from employees for payment to certain governmental authorities. These funds are held in trust for turnover to the applicable governmental authority. Given that the Debtors do not retain control of such funds and such funds are not considered property of the Debtors' estate, amounts of such funds have not been listed under Part 11 of the Statements.

The Debtors have on-site vending machines containing tools and parts owned by third-parties that workers can purchase during work. These items have not been included in the Statements.

The entries shown for JVIC Fabrication represent items that have been bought and supplied by customers and sent to the JVIC Fabrication facility for use in fabrication services for those customers.

Statements, Part 12, Questions 22-24 – Details about Environmental Information. Certain Debtors have, in the last ten years, reported releases of material to the relevant government agencies. The Debtors do not believe the releases are significant or include hazardous material, as applicable. The inclusion of the releases in response to Part 12, Question 24 does not constitute an admission of liability by the Debtor or that the material released constitutes hazardous material under applicable environmental law.

Statements, Part 13, Question 25 – Other Businesses in Which the Debtor Has or Has Had an Interest. The Debtors underwent a corporate reorganization in 2021. The interests shown in response to Question 25 reflect the current organizational structure post-reorganization.

Statements, Part 13, Question 26 – Books, Records and Financial Statements. In the ordinary course, the Debtors provide certain parties, such as banks, auditors, potential investors, vendors, and financial advisors with certain financial reporting, the Debtors do not maintain complete records of all parties that requested or obtained copies of any of financial reporting or complete lists to track such disclosures. As such, the Debtors are unable to and have not listed all these parties in response to Part 13, Question 26 of the Statements.

Statements, Part 13, Question 27 –Any Inventories of the Debtor’s Property Been Taken Within 2 Years Before Filing This Case. In addition to annual or ordinary course inventories included in question 27, on a monthly basis, the Debtors perform informal inventories through intercompany billings and performs a physical inventory count. Each location having possession of the Debtors assets is provided a monthly invoice for the assets assigned to that location.

Statements, Part 13, Question 28 and 29 – Debtors’ Officers and Directors. While the Debtors have made reasonable efforts to list all current and former officers, directors and beneficial owners, and their interest in the applicable Debtor, for each Debtor in response to questions 28 and 29, some may have inadvertently been omitted.

Statements, Part 13, Question 30 – Payments, Distributions or Withdrawals to Insiders. The response to Part 13, Question 30 of the Statements incorporates by reference items listed in the responses to Part 2, Question 4 of the Statements.

Fill in this information to identify the case:

Debtor Name: In re : UE Properties, Inc.

United States Bankruptcy Court for the: Southern District Of Texas

Case number (if known): 24-90382 (MI)

☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy** 04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year		Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From 1/1/2024 to Filing date MM / DD / YYYY	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$ 156,741.94
For prior year:	From 1/1/2023 to 12/31/2023 MM / DD / YYYY	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$ 558,454.00
For the year before that:	From 1/1/2022 to 12/31/2022 MM / DD / YYYY	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$ 547,696.00

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. Non-business income may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None

				Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From	1/1/2024	to	Filing date	
		MM / DD / YYYY			
				Non-Operating Revenue	\$ 480,579.16
For prior year:	From	1/1/2023	to	12/31/2023	
		MM / DD / YYYY		MM / DD / YYYY	
				Non-Operating Revenue	\$ 1,106,571.13
For the year before that:	From	1/1/2022	to	12/31/2022	
		MM / DD / YYYY		MM / DD / YYYY	
				Non-Operating Revenue	\$ 373,889.19

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

Part 2: List Certain Transfers Made Before Filing for Bankruptcy**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers-including expense reimbursements-to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
3.1 See SOFA 3 Attachment Creditor's Name		\$	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other
Street			
City	State	ZIP Code	
Country			

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

Insider's Name and Address	Dates	Total amount or value	Reason for payment or transfer
4.1 See SOFA 4 Attachment Insider's Name		\$	
Street			
City	State	ZIP Code	
Country			
Relationship to Debtor			

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's Name and Address	Description of the Property	Date	Value of property
5.1 Creditor's Name			\$
Street			
City State ZIP Code			
Country			

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's Name and Address	Description of the action creditor took	Date action was taken	Amount
6.1 Creditor's Name			\$
Street			
	Last 4 digits of account number: XXXX-		
City State ZIP Code			
Country			

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☒ None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1		Name	<input type="checkbox"/> Pending
		Street	<input type="checkbox"/> On appeal
			<input type="checkbox"/> Concluded
Case number		City State ZIP Code	
		Country	

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the Property	Value
8.1		\$
Custodian's name	Case title	Court name and address
Street		Name
Case number		Street
City State ZIP Code		
Country	Date of order or assignment	City State ZIP Code
		Country

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1 Creditor's Name Street City State ZIP Code Country			\$
Recipient's relationship to debtor			

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (<i>Schedule A/B: Assets – Real and Personal Property</i>).	Date of loss	Value of property lost
10.1			\$

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☒ None

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1				\$
	Address			
	Street			
	City	State	ZIP Code	
	Country			
	Email or website address			
	Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

	Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
12.1				\$
	Trustee			

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

13. Transfers not already listed on this statement

List any transfers of money or other property - by sale, trade, or any other means - made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1			\$
Address			
Street			
City	State	ZIP Code	
Country			
Relationship to Debtor			

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address		Dates of occupancy	
14.1	Street	From	To
	City	State	ZIP Code
	Country		

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:
 — diagnosing or treating injury, deformity, or disease, or
 — providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

Facility Name and Address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1	Facility Name	
Street	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.	How are records kept?
City	State	ZIP Code
Country		Check all that apply:
		<input type="checkbox"/> Electronically
		<input type="checkbox"/> Paper

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**☒ No.☐ Yes. State the nature of the information collected and retained. _____

Does the debtor have a privacy policy about that information?

☐ No☐ Yes**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**☒ No. Go to Part 10.☐ Yes. Does the debtor serve as plan administrator?☐ No. Go to Part 10.☐ Yes. Fill in below:

Name of plan	Employer identification number of the plan
17.1 _____	EIN: _____

Has the plan been terminated?

☐ No☐ Yes

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1 Name Street City State ZIP Code Country	XXXX-	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other		\$

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
19.1 Name Street City State ZIP Code Country			<input type="checkbox"/> No <input type="checkbox"/> Yes

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

20.1

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
<div> <div>Name</div> <div>Street</div> <div>CityStateZIP Code</div> <div>Country</div> </div>			<input type="checkbox"/> No <input type="checkbox"/> Yes

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Owner's name and address	Location of the property	Description of the property	Value
21.1			\$
Name			
Street			
City	State	ZIP Code	
Country			

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.☒ No☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
22.1	Name		<input type="checkbox"/> Pending
	Street		<input type="checkbox"/> On appeal
			<input type="checkbox"/> Concluded
Case Number			
	City State ZIP Code		
	Country		

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?☒ No☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.1	Name		
	Street		
	City State ZIP Code		
	Country		

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

24. Has the debtor notified any governmental unit of any release of hazardous material?☒ No☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	------------------------------------	-----------------------------	----------------

24.1

Name

Name

Street

Street

City

State

ZIP Code

City

State

ZIP Code

Country

Country

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

Business name and address		Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1	Name		EIN:
	Street		Dates business existed
			From To
	City State ZIP Code		
	Country		

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and Address		Dates of service	
26a.1	Ryan Frames - SVP Finance & Treasury, Zachry Holdings, Inc.	From	To
	Name	7/5/2016	Present
	527 Logwood Avenue		
	Street		
	San Antonio TX 78221		
	City State ZIP Code		
	Country		

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and Address		Dates of service	
26b.1	Ernst & Young, U.S. LLP	From	To
	Name		> 5 years
	111 W. Houston Street. Suite 1901		
	Street		
	San Antonio TX 78205		
	City State ZIP Code		
	Country		

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None**Name and address****If any books of account and records are unavailable, explain why**

26c.1 Ryan Frames

Name

527 Logwood Avenue

Street

San Antonio

TX

78221

City

State

ZIP Code

Country

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None**Name and address**

26d.1

Name

Street

City

State

ZIP Code

Country

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.**Name of the person who supervised the taking of the inventory****Date of Inventory****The dollar amount and basis (cost, market, or other basis) of each inventory**

\$

Name and address of the person who has possession of inventory records

27.1

Name

Street

City

State

ZIP Code

Country

Debtor: UE Properties, Inc.

Case number (if known): 24-90382

Name

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and Nature of any interest	% of interest, if any
28.1 See SOFA 28 Attachment			

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No

☒ Yes. Identify below.

Name	Address	Position and Nature of any interest	Period during which position or interest was held
29.1 See SOFA 29 Attachment			From _____ To _____

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No

☒ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1 See SOFA question 4			
Name			
Street			
City	State	ZIP Code	
Country			
Relationship to debtor			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☐ No

☒ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
31.1 Zachry Industries, Inc.	EIN: 74-2079316

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No

☐ Yes. Identify below.

Name of the pension fund	Employer Identification number of the pension fund
32.1	EIN:

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.

18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/16/2024
MM / DD / YYYY

x / s / Mohsin Y. Meghji _____

Printed name Mohsin Y. Meghji

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Chief Restructuring Officer of Zachry Holdings, Inc

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐ No

☒ Yes

In re: UE Properties, Inc.
Case No. 24-90382

Attachment 3

Certain payments or transfers to creditors within 90 days before filing this case

Creditor's name	Address 1	Address 2	City	State	Zip	Country	Date	Total amount or value	Reason for payment or transfer (e.g. Secured debt, Unsecured loan repayments, Suppliers or vendors, Services, or Other)
JOMAR CONTRACTORS INC	770 N SAM HOUSTON PKWY E		HOUSTON	TX	77060		2/26/2024	\$16,364.78	Vendor
JOMAR CONTRACTORS INC	770 N SAM HOUSTON PKWY E		HOUSTON	TX	77060		3/29/2024	\$21,007.64	Vendor
JOMAR CONTRACTORS INC	770 N SAM HOUSTON PKWY E		HOUSTON	TX	77060		4/17/2024	\$16,364.78	Vendor
JOMAR CONTRACTORS INC	770 N SAM HOUSTON PKWY E		HOUSTON	TX	77060		5/16/2024	\$19,887.86	Vendor

In re: UE Properties, Inc.

Case No. 24-90382

Attachment 4

Payments or other transfers of property made within 1 year before filing this case that benefited any insider

Insider's name	Address 1	City	State	Zip	Date	Total amount or value	Reasons for payment or transfer	Relationship to debtor
Zachry Engineering Corporation	527 Logwood Avenue	San Antonio	TX	78221	6/13/2023	\$21,213.80	Normal Business Transfer	Related Entity
Zachry Engineering Corporation	527 Logwood Avenue	San Antonio	TX	78221	8/14/2023	\$17,822.80	Normal Business Transfer	Related Entity
Zachry Industrial, Inc	527 Logwood Avenue	San Antonio	TX	78221	9/18/2023	\$16,364.78	Normal Business Transfer	Related Entity
Zachry Industrial, Inc	527 Logwood Avenue	San Antonio	TX	78221	10/10/2023	\$16,364.78	Normal Business Transfer	Related Entity
Zachry Industrial, Inc	527 Logwood Avenue	San Antonio	TX	78221	11/13/2023	\$16,774.32	Normal Business Transfer	Related Entity
Zachry Industrial, Inc	527 Logwood Avenue	San Antonio	TX	78221	12/5/2023	\$50,000.00	Normal Business Transfer	Related Entity
Zachry Industrial, Inc	527 Logwood Avenue	San Antonio	TX	78221	12/11/2023	\$16,364.78	Normal Business Transfer	Related Entity
Zachry Industrial, Inc	527 Logwood Avenue	San Antonio	TX	78221	2/20/2024	\$16,364.78	Normal Business Transfer	Related Entity
Zachry Industrial, Inc	527 Logwood Avenue	San Antonio	TX	78221	3/25/2024	\$21,000.00	Normal Business Transfer	Related Entity

In re: UE Properties, Inc.**Case No. 24-90382**

Attachment 28

Current Partners, Officers, Directors and Shareholders

Name	Address 1	City	State	Zip	Position and nature of any interest	% of interest, if any
C. Frames, Ryan	527 Logwood Avenue	San Antonio	TX	78221	Vice President and Treasurer	0.00%
Czuba, Matthew J.	527 Logwood Avenue	San Antonio	TX	78221	Director	0.00%
Mallaisè, Tammy G.	527 Logwood Avenue	San Antonio	TX	78221	President	0.00%
Wiatrek, Gilbert P.	527 Logwood Avenue	San Antonio	TX	78221	Vice President	0.00%
Zachry Engineering Corporation	527 Logwood Avenue	San Antonio	TX	78221	Equity Owner	100.00%

In re: UE Properties, Inc.**Case No. 24-90382**

Attachment 29

Former Partners, Officers, Directors and Shareholders

Name	Address 1	Address 2	City	State	Zip	Position and nature of any interest	Period during which position or interest was held
Barnard, Decker	Address on file					Director	1/1/2022-6/30/2023
Craig, Kim	Address on file					Vice President and Treasurer	1/1/2022-6/30/2023
Endicott, Bonnie	Address on file					Director	1/1/2022-6/30/2023
Knox, Billy L.	Address on file					Director	7/1/2023-3/31/2024
Stroope, Marc	Address on file					Secretary	1/1/2022-3/1/2024