

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

**COMPLEX CASE FEE APPLICATION COVER SHEET FOR  
SUSMAN GODFREY L.L.P.'S THIRD INTERIM FEE APPLICATION FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD FROM DECEMBER 1, 2024 THROUGH FEBRUARY 27, 2025**

<b>Name of Applicant:</b>	Susman Godfrey L.L.P.	
<b>Applicant's Role in Case:</b>	Special Litigation Counsel	
<b>Docket No. of Employment Order(s):</b>	442	
<b>Interim Application ( X ) No. <u>3</u></b> <b>Final Application ( )</b>	Indicate whether this is an interim or final Application. If interim, indicate the number (1 <sup>st</sup> , 2 <sup>nd</sup> , 3 <sup>rd</sup> , etc.)	
	<b>Beginning Date</b>	<b>End Date</b>
<b>Time period covered by this Application for which interim compensation has not previously been awarded:</b>	12/01/2024	2/27/2025
<b>Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? ( Y ) Y/N</b>		
<b>Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? ( Y ) Y/N</b>		
<b>Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? ( Y ) Y/N</b>		
<b>Do expense reimbursements represent actual and necessary expenses incurred? ( Y ) Y/N</b>		
<b>Compensation Breakdown for Time Period Covered by this Application</b>		
<b>Total professional fees requested in this Application:</b>	\$14,202.50	

<sup>1</sup> The last four digits of Zachry Holdings, Inc.'s tax identification number are 6814. A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors' proposed claims and noticing agent at [www.veritaglobal.net/ZHI](http://www.veritaglobal.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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<b>Total professional hours covered by this Application:</b>	15.4
<b>Average hourly rate for professionals:</b>	\$1,056.25
<b>Total paraprofessional fees requested in this Application:</b>	N/A
<b>Total paraprofessional hours covered by this Application:</b>	N/A
<b>Average hourly rate for paraprofessionals:</b>	N/A
<b>Total fees requested in this Application:</b>	\$14,202.50
<b>Total expense reimbursements requested in this Application:</b>	N/A
<b>Total fees and expenses requested in this Application:</b>	\$14,202.50
<b>Total fees and expenses awarded in all prior Applications:</b>	\$989,896.90
<b>Plan Status:</b> On February 27, 2025, this Court entered an order confirming Debtors' Chapter 11 Plan. On April 10, 2025, the Effective Date under the Plan occurred.	
<b>Primary Benefits:</b> Susman Godfrey L.L.P. served as special litigation counsel to Debtors in connection with the adversary proceeding, <i>Zachry Industrial, Inc. v. Golden Pass LNG Terminal LLC</i> , Adv. Pro. No. 24-03105 (MI). Susman Godfrey L.L.P.'s counsel enabled Debtors to achieve a complete settlement of the adversary proceeding, Golden Pass's Emergency Motion for an Order Compelling Rejection of EPC Contract [ECF 299], and Chiyoda International Corporation's and CB&I LLC's Joint Emergency Motion for an Order Granting Relief from the Automatic Stay [ECF 350].	

**In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (“Compensation Procedures Order”) [Docket No. 342], each Notice Party receiving notice of this Application will have until noon (prevailing Central Time) on the 21st day after the service of this Application, i.e., May 9, 2025, to object to the requested fees and expenses. Upon the expiration of such 21-day period, the Court, in its discretion, may approve an interim fee application without the need for a hearing if no objections are filed.**

Susman Godfrey L.L.P. (“Susman Godfrey”), special litigation counsel for the above-captioned debtors and debtors in possession (“Debtors”) in these chapter 11 cases, files this third interim fee application (“Application”) for the period from December 1, 2024, to and including February 27, 2025 (the “Interim Period”) requesting (i) allowance of a total award of \$14,202.50 for the Interim Period representing compensation for professional services to Debtors in the amount of \$14,202.50 for fees Susman Godfrey has earned for professional services to Debtors during the Interim Period; and (ii) payment of any unpaid amounts of such allowance. A proposed order in the form located on the Court’s website is attached to this Application.

1. In support of this Application, Susman Godfrey submits the following:
  - a. A summary, by timekeeper, and detailed statement of Susman Godfrey’s hours expended and fees earned during the Interim Period, attached as **Exhibit A**.

2. Susman Godfrey attorneys expended, and Susman Godfrey billed, a total of 15.4 hours in connection with these chapter 11 cases during the Interim Period. Susman Godfrey seeks compensation only for services the firm rendered to or on behalf of Debtors. Susman Godfrey has not received any payments from any source other than Debtors for services rendered or to be rendered in connection with these chapter 11 cases.

3. Pursuant to the Compensation Procedures Order, any Noticing Party objecting to this Application must do so by noon (prevailing Central time) on the twenty-first day after service. If no objections are timely filed, the Court, in its discretion, may approve this Application without

a hearing. When the Court allows Susman Godfrey's Application, Debtors will be authorized to pay promptly Susman Godfrey all requested fees (including the 20% fee holdback) and expenses not paid previously.

4. Although Susman Godfrey has made every effort to include all fees earned and expenses incurred during the Interim Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Interim Period. Susman Godfrey reserves the right to make further statements to this Court for allowance of such fees and expenses not included in this Application. Susman Godfrey will file any subsequent fee statements in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and the Compensation Procedures Order.

In sum, Susman Godfrey requests interim allowance and payment of any unpaid portion of compensation for Susman Godfrey's professional services to Debtors during the Interim Period in the amount of \$14,202.50, which constitutes the total award sought for this Interim Period.

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Dated: April 18, 2025

Respectfully submitted,

/s/ Jesse-Justin Cuevas

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*Special Litigation Counsel to Debtors*

Certificate of Service

I certify that on April 18, 2025, I caused a copy of Susman Godfrey L.L.P.'s Application for Interim Approval and Allowance, including all exhibits, to be served via the Electronic Case Filing System for the U.S. Bankruptcy Court for the Southern District of Texas. I also served a copy of these documents on all Notice Parties in accordance with the Order Establishing Procedures for Compensation [ECF 342] as follows:

Zachry Holdings, Inc. Attn: Jay Old 527 Logwood Avenue San Antonio, TX 78221 oldj@zachrygroup.com	<i>Debtors</i>
White & Case LLP Bojan Guzina Andrew F. O'Neill Stephen E. Ludovici 111 South Wacker Drive, Suite 5100 Chicago, IL 60606 bojan.guzina@whitecase.com aoneill@whitecase.com stephen.ludovici@whitecase.com	<i>Counsel to the Debtors</i>

<p>Proskauer Rose LLP  Ehud Barak  Daniel Desatnik  Eleven Times Square  New York, NY 10036-8299  ebarak@proskauer.com  ddesatnik@proskauer.com</p> <p>Michael A. Firestein  2029 Century Park East, Suite 2400  Los Angeles, CA 90067  mfirestein@proskauer.com</p> <p>Paul V. Possinger  Three First National Plaza  70 West Madison, Suite 3800  Chicago, IL 60602-4342  ppossinger@proskauer.com</p> <p>Elliot R. Stevens  PO Box 1081  Utopia, TX 78884  Estevens@proskauer.com</p>	<p><i>Counsel for Statutory Unsecured  Claimholders' Committee</i></p>
<p>Jana Smith Whitworth  Andrew Jimenez  515 Rusk Street, Suite 3516  Houston, TX 77001  Jana.whitworth@usdoj.gov  Andrew.jimenez@usdoj.gov</p>	<p><i>U.S. Trustee for the Southern District of Texas</i></p>

/s/ Jesse-Justin Cuevas  
Jesse-Justin Cuevas

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> <sup>1</sup>	)	Case No. 24-90377 (MI)
	)	
Debtors.	)	(Joint Administration Requested)
	)	

**ORDER ALLOWING INTERIM COMPENSATION  
AND REIMBURSEMENT OF EXPENSES  
(Docket No. \_\_\_\_)**

The Court has considered the Final Application for Compensation and Reimbursement of Expenses filed by Susman Godfrey L.L.P. (the “Applicant”). The Court orders:

1. The Applicant is allowed final compensation in the amount of \$14,202.50 for the period set forth in the application.
2. The Debtors are authorized to disburse any unpaid amounts allowed by paragraph 1 of this Order.

\_\_\_\_\_  
MARVIN ISGUR  
UNITED STATES BANKRUPTCY JUDGE

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



# EXHIBIT A

Summary of Hours Expended and Fees Earned During Interim Period

<b>Timekeeper</b>	<b>Hourly Rate</b>	<b>Total Hours Expended</b>	<b>Total Fee Earned</b>
Geoffrey L. Harrison	\$1,600	2.1	\$3,360.00
Richard W. Hess	\$850	1.6	\$1,360.00
Jesse-Justin Cuevas	\$800 (through 12/31/2024)	11	\$8,800.00
	\$975 (beginning 1/1/2025)	0.7	\$682.50
<b>Total</b>		<b>15.4</b>	<b>\$14,202.50</b>

Detailed Statement of Hours Expended and Fees Earned During Interim Period

<b>Date</b>	<b>Name</b>	<b>Hourly Rate (\$)</b>	<b>Hours Expended</b>	<b>Fee Earned</b>	<b>Narrative</b>
12/2/24	Cuevas, Jesse-Justin	800	0.4	\$320.00	Corresponding with R. Phocas re case fees and costs incurred since 9/1/2024 (0.1). Corresponding with SG trial team re case fees and costs incurred since 9/1/2024 (0.2). Reviewing docket entry 1529 (0.1).
12/3/24	Cuevas, Jesse-Justin	800	1.2	\$960.00	Conferring with G. Delgado re unsecured claim and plan approval (0.2). Reviewing plan ballot (0.2). Conferring with R. Phocas re Susman Godfrey's fees (0.5). Conferring by email with S. Ludovici re unsecured claim (0.1). Conferring by phone with S. Ludovici re unsecured claim (0.2).
12/4/24	Cuevas, Jesse-Justin	800	2	\$1,600.00	Preparing second interim fee application (1.5). Conferring by email with Susman Godfrey trial team re second interim fee application time entry details (0.5).
12/5/24	Harrison, Geoffrey L.	1,600	1.3	\$2,080.00	Reviewing file re various filings with and submissions to the court.
12/5/24	Cuevas, Jesse-Justin	800	0.1	\$80.00	Conferring with H. Vance and R. Hess re time entry details (0.1).
12/6/24	Cuevas, Jesse-Justin	800	0.6	\$480.00	Calling C. Koster (0.1). Reviewing correspondence with M-3 re October and November fees (0.1). Conferring with G. Harrison re M-3's correspondence (0.2). Conferring with SG trial team by email re compensation procedures (0.2).
12/7/24	Cuevas, Jesse-Justin	800	0.2	\$160.00	Conferring with C. Koster re compensation procedures (0.1). Conferring with Susman Godfrey trial team via email re conference with C. Koster (0.1).
12/9/24	Harrison, Geoffrey L.	1,600	0.4	\$640.00	Reviewing draft fee application and conferring in parallel by email re same.

Date	Name	Hourly Rate (\$)	Hours Expended	Fee Earned	Narrative
12/9/24	Cuevas, Jesse-Justin	800	3.6	\$2,880.00	Reviewing docket updates re Plan confirmation hearing (0.2). Preparing for call with M-3 re compensation application (0.1). Conferring with Z. Blondell re compensation applications (0.1). Conferring with G. Harrison re compensation applications (0.2). Preparing second application for compensation (1.4). Conferring with SG trial team re second application for compensation (0.7). Reviewing amended plan (0.2). Conferring with R. Phocas re fees and costs from 9/1/2024 through 11/30/2024 (0.2). Conferring with SG trial team by email re final estimated fees (0.5)
12/10/24	Harrison, Geoffrey L.	1,600	0.2	\$320.00	Reviewing fee application and conferring in parallel by email re same.
12/10/24	Cuevas, Jesse-Justin	800	1.6	\$1,280.00	Corresponding with client re final estimated fees (0.1). Corresponding with R. Phocas re December fees and second interim compensation application (0.2). Corresponding with M-3 re second compensation application (0.1). Corresponding with SG trial team re second compensation application (0.1). Finalizing second compensation application (0.2). Corresponding with J. Belvin re second compensation application (0.7). Corresponding with client, UCC counsel, White & Case, and U.S. Trustee re second interim compensation application (0.2).
12/11/24	Hess, Richard W.	850	1.6	\$1,360.00	Reviewing supplemental lists of potential parties in interest against conflicts database (1.60).
12/12/24	Harrison, Geoffrey L.	1,600	0.2	\$320.00	Conferring by phone with J. Cuevas re status and ballot and reviewing file re same in parallel.
12/12/24	Cuevas, Jesse-Justin	800	0.2	\$160.00	Reviewing order adjourning deadlines (0.1). Conferring with Susman Godfrey trail team re order adjourning deadlines (0.1).

<b>Date</b>	<b>Name</b>	<b>Hourly Rate (\$)</b>	<b>Hours Expended</b>	<b>Fee Earned</b>	<b>Narrative</b>
12/23/24	Cuevas, Jesse-Justin	800	0.1	\$80.00	Preparing Certificate of Non-objection re Susman Godfrey's Second Interim Fee Application (0.1).
12/30/24	Cuevas, Jesse-Justin	800	0.3	\$240.00	Revising certificate of no objection and proposed order re second interim fee application (0.20). Conferring by email with J. Belvin and SG trial team re filing of certificate of no objection and proposed order (0.10).
12/31/24	Cuevas, Jesse-Justin	800	0.7	\$560.00	Reviewing and responding to emails from J. Belvin re certificate of no objection and interim compensation application (0.30). Supervising filing of certificate of no objection (0.40).
1/6/25	Cuevas, Jesse-Justin	975	0.2	\$195.00	Reviewing second interim compensation order (0.1). Conferring with R. Phocas re second interim compensation order (0.1).
1/9/25	Cuevas, Jesse-Justin	975	0.2	\$195.00	Conferring with R. Phocas re compensation order invoice.
1/13/25	Cuevas, Jesse-Justin	975	0.3	\$292.50	Conferring by email with G. Harrison and client re second compensation application order and related invoice.

**Total      15.4      \$14,202.50**