Docket #0005 Date Filed: 7/19/2024

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

In re:	Chapter 11
ZACHRY HOLDINGS, INC., *et al*[1]	
Debtor.	Case No. 24-90377
ZACHRY HOLDINGS, INC.,	
Plaintiff,	
v.	Adv. Pro. No. 24-3146
TIMMY BRIGNAC AND SHONDA BRIGNAC,	
Defendants.	

DECLARATION OF ANTHONY BARRAZA IN SUPPORT OF THE DEBTORS' EMERGENCY MOTION

I, ANTHONY BARRAZA, declare:

1. I am the President of JVIC Catalyst Services, LLC, and have served in this capacity since January 1, 2019.

2. As part of my responsibilities as President, I am familiar with the business and financial affairs of JVIC Catalyst Services, LLC. Unless indicated otherwise, the facts set forth herein are based upon my personal knowledge, my review of relevant documents, my discussions with other members of senior management, information provided to me by employees working under my supervision, or my knowledge, and information concerning JVIC Catalyst Services, LLC's operations. If requested, I am able to testify competently to the facts set forth in this Declaration. I am authorized to submit this Declaration on behalf of the Debtors.

3. Pursuant to that certain Asset Purchase Agreement[2] (the "**APA**") dated November 23, 2021, by and among Buyers, as purchasers, and the owner of the Buyers, JVIC, JVIC Catalyst Services LP, by its general partner JVIC Catalyst Services Canada GP Limited, JVIC Catalyst Services Trinidad Limited, and J.V. Industrial Companies, LLC, as sellers (collectively, the

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

[2] Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Debtor's Emergency Motion.

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"**Sellers**"), agreed to sell substantially all of their assets to the Buyers. Debtor Zachry Holdings, Inc. ("**ZHI**"), was a party to the APA as covenantor (the "**Covenantor**").

4. After completion of the sale contemplated in the APA in 2021, JVIC Catalyst Services, LLC, ceased operations. JVIC Catalysts Services, LLC entity, though no longer operational, continues to be indirectly owned by Debtor ZHI.

5. Pursuant to Section 1.4 of the APA, Sellers shall (and ZHI as Covenantor shall cause the Sellers to) remain liable for and, as applicable, pay and satisfy all "Excluded Liabilities" under the APA, which are defined to include, among other things:

> (d) any Liabilities in respect of any pending or threatened Action arising out of, relating to or otherwise in respect of the operation of the Business or the Purchased Assets … including the Seller Actions set forth on Schedule 2.9[.]

Schedule 2.9 of the APA lists Legal Proceedings and Potential Claims and includes the instant action against JVIC Catalyst Services, LLC, *Brignac v. JVIC Catalyst Services, LLC et. al.* This matter, therefore, is an Excluded Liability for which Sellers (including JV Industrial Companies, LLC) and ZHI as Covenantor, are required to pay and satisfy.

6. Pursuant to Section 8.1 of the APA, the Sellers and ZHI as Covenantor are jointly and severally liable to indemnify, defend and hold harmless the Buyers, and the owner of Buyers and its affiliates as described in the APA, for certain claims, including Excluded Liabilities (Section 8.1(b)).

7. Pursuant to the APA, ZHI and JV Industrial Company, LLC, another Debtor in the Chapter 11 Cases, would be jointly and severally liable for any judgment entered against JVIC Catalyst Services, LLC, subject to potential indemnification by other Defendants in this action.

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

Executed on: July 19, 2024
Harris County, Texas

/s/ _____
Anthony Barraza
President
JVIC Catalyst Services, LLC