Docket #0006 Date Filed: 7/18/2024

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
GALVESTON DIVISION

FLNG LIQUEFACTION, LLC; FLNG LIQUEFACTION 2, LLC; and FLNG LIQUEFACTION 3, LLC, Plaintiffs, v. ZACHRY INDUSTRIAL, INC.; ZACHRY INDUSTRIES, INC.; JVIC DEMERGER FABRICATION, INC.; ZACHRY ENTERPRISE SOLUTIONS DEMERGER, INC.; CB&I LLC n/k/a; MCDERMOTT INTERNATIONAL LTD.; CHIYODA INTERNATIONAL CORPORATION; and PSRG, INC., Defendants.	§ § § § § § § § § § § § § § § § § § § §	CIVIL ACTION NO. 3:24-CV-00209 Removed from: 412th Judicial District Court Brazoria County, Texas Cause No. 128933-CV

NOTICE OF SUGGESTION OF BANKRUPTCY AND AUTOMATIC STAY OF PROCEEDINGS

PLEASE TAKE NOTICE that on May 21, 2024 (the "**Petition Date**"), Zachry Holdings, Inc., and its debtor affiliates (including Zachry Industrial, Inc.) (collectively, the "**Debtors**") filed voluntary petitions for relief under title 11 of the United States Code, 11 U.S.C. §§ 101-1532, *et seq*. (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the Southern District of Texas (the "**Bankruptcy Court**"). A copy of the voluntary petition of the lead Debtor, Zachry Holdings, Inc., is attached hereto as **Exhibit A**. The Debtors' chapter 11 cases (the "**Chapter 11 Cases**") are pending before the Honorable Marvin Isgur, United States Bankruptcy Judge, and are being jointly administered under the caption *Zachry Holdings, Inc.*, Case No. 24-90377.

24903772409170000000000012

PLEASE TAKE FURTHER NOTICE that the Debtors are authorized to continue to operate their business properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that pursuant to section 362(a) of the Bankruptcy Code, the Debtors' filing of their respective voluntary petitions automatically "operates as a stay, applicable to all entities, of—"

> the commencement or continuation, including the issuance or employment of process, of a judicial, administrative, or other action or proceeding against the debtor that was or could have been commenced before the commencement of the case under this title, or to recover a claim against the debtor that arose before the commencement of the case under this title; (2) the enforcement, against the debtor or against property of the estate, of a judgment obtained before the commencement of the case under this title; (3) any act to obtain possession of property of the estate or of property from the estate or to exercise control over property of the estate; (4) any act to create, perfect, or enforce any lien against property of the estate; (5) any act to create, perfect, or enforce against property of the debtor any lien to the extent that such lien secures a claim that arose before the commencement of the case under this title; (6) any act to collect, assess, or recover a claim against the debtor that arose before the commencement of the case under this title; (7) the setoff of any debt owing to the debtor that arose before the commencement of the case under this title against any claim against the debtor; and (8) the commencement or continuation of a proceeding before the United States Tax Court concerning a tax liability of a debtor that is a

> corporation for a taxable period the bankruptcy court may determine or concerning the tax liability of a debtor who is an individual for a taxable period ending before the date of the order for relief under this title.

11 U.S.C. § 362(a)(1)–(8) (enumerating the categories of actions automatically stayed upon filing a chapter 11 petition) (the "**Automatic Stay**").[1] No order has been sought or entered in the Chapter 11 Cases granting any relief to any party from the Automatic Stay.

PLEASE TAKE FURTHER NOTICE that any action taken against the Debtors without obtaining from the Bankruptcy Court relief from the Automatic Stay may be void *ab initio* and may be subject to findings of contempt and the assessment of penalties and fines for violation of the Automatic Stay. Any party wishing to take action against the Debtors should contact the Debtors' counsel before taking any action in the above-captioned proceeding to ensure that such action does not constitute a violation of the Automatic Stay. The Debtors reserve and retain all rights to seek relief in the Bankruptcy Court from any judgment, order, or ruling entered in violation of the Automatic Stay and to seek entry of an order of the Bankruptcy Court enforcing the Automatic Stay against any person that has taken any action in violation of the Automatic Stay.

PLEASE TAKE FURTHER NOTICE that additional information regarding the status of the Chapter 11 Cases may be obtained by reviewing the docket of the Chapter 11 Cases, available electronically at https://ecf.txsd.uscourts.gov (PACER login and password required) or free of charge via the website maintained by the Debtors' proposed claims and noticing agent, Kurtzman Carson Consultants LLC, at https://www.kccllc.net/zhi.

[1] Nothing herein shall constitute a waiver of the Debtors' rights to assert any claims, counterclaims, defenses, rights of setoff or recoupment, or any other claims against any party to the above-captioned case.

Dated: July 18, 2024

Respectfully submitted,

/s/ John B. Thomas

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Counsel for Defendants Zachry Industrial, Inc.; Zachry Industries, Inc.; JVIC Demerger Fabrication, Inc.; and Zachry Enterprise Solutions Demerger, Inc.

CERTIFICATE OF SERVICE

I certify that the foregoing was served upon all counsel of record on July 18, 2024.

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/s/ John B. Thomas
John B. Thomas

EXHIBIT
A

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (*If known*): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

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 the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. **Debtor's name** Zachry Holdings, Inc.

2. **All other names debtor used in the last 8 years**
   Include any assumed names, trade names, and *doing business as* names

3. **Debtor's federal Employer Identification Number** (EIN) 26-1256814

4. **Debtor's address**

Principal place of business

527 Logwood Avenue
Number Street

San Antonio TX 78221
City State ZIP Code

Bexar County
County

Mailing address, if different from principal place of business

Number Street

P.O. Box 240130
P.O. Box

San Antonio TX 78224
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. **Debtor's website** (URL) https://zachrygroup.com

Debtor Zachry Holdings, Inc. Case number (*if known*)

Name

6. Type of debtor

- ■ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- ❑ Partnership (excluding LLP)
- ❑ Other. Specify: _____

7. Describe debtor's business

A. *Check one:*

- ❑ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ❑ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ❑ Railroad (as defined in 11 U.S.C. § 101(44))
- ❑ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ❑ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ❑ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ■ None of the above

B. *Check all that apply:*

- ❑ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ❑ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ❑ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes .

2 3 7 9

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ❑ Chapter 7
- ❑ Chapter 9
- ■ Chapter 11. *Check **all** that apply*:
  - ❑ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ❑ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ❑ A plan is being filed with this petition.
  - ❑ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ❑ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ❑ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ❑ Chapter 12

Debtor Zachry Holdings, Inc. Case number (*if known*)

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No

☒ Yes. Debtor See Schedule 1 Relationship Affiliate

District Southern District of Texas When _____
MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in *this district*?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____
Number Street

_____

_____ _____ _____
City State ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor Zachry Holdings, Inc. (Name) Case number (*if known*)

13. Debtor's estimation of available funds	*Check one:* ☐ Funds will be available for distribution to unsecured creditors. ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.		
14. Estimated number of creditors (on a consolidated basis)	☐ 1-49 ☐ 50-99 ☐ 100-199 ☐ 200-999	■ 1,000-5,000 ☐ 5,001-10,000 ☐ 10,001-25,000	☐ 25,001-50,000 ☐ 50,001-100,000 ☐ More than 100,000
15. Estimated assets (on a consolidated basis)	☐ $0-$50,000 ☐ $50,001-$100,000 ☐ $100,001-$500,000 ☐ $500,001-$1 million	☐ $1,000,001-$10 million ☐ $10,000,001-$50 million ☐ $50,000,001-$100 million ☐ $100,000,001-$500 million	☐ $500,000,001-$1 billion ■ $1,000,000,001-$10 billion ☐ $10,000,000,001-$50 billion ☐ More than $50 billion
16. Estimated liabilities (on a consolidated basis)	☐ $0-$50,000 ☐ $50,001-$100,000 ☐ $100,001-$500,000 ☐ $500,001-$1 million	☐ $1,000,001-$10 million ☐ $10,000,001-$50 million ☐ $50,000,001-$100 million ☐ $100,000,001-$500 million	☐ $500,000,001-$1 billion ■ $1,000,000,001-$10 billion ☐ $10,000,000,001-$50 billion ☐ More than $50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition 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 5/21/2024
MM / DD / YYYY

✘ /s/ James R. Old
Signature of authorized representative of debtor

James R. Old
Printed name

Title General Counsel

Debtor Zachry Holdings, Inc. Case number (*if known*)

Name

18. Signature of attorney

✘ /s/ Charles R. Koster Date 5/21/2024

Signature of attorney for debtor MM / DD / YYYY

Charles R. Koster

Printed name

White & Case LLP

Firm name

609 Main Street, Suite 2900

Number Street

Houston Texas 77002-4403

City State ZIP Code

(713) 496-9700 charles.koster@whitecase.com

Contact phone Email address

24128278 Texas

Bar number State

Schedule 1

Affiliated Entities

On the date hereof, each of the affiliated entities listed below (collectively, the "Debtors") filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq., as amended. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Zachry Holdings, Inc.

	Debtor	Corporate ID No.
1.	Zachry Holdings, Inc.	26-1256814
2.	Zachry EPC Holdings, LLC	20-2340077
3.	Zachry Engineering Corporation	20-3603134
4.	Zachry High Voltage Solutions, LLC	20-5791090
5.	ZEC New York, Inc.	31-0825897
6.	UE Properties, Inc.	75-2052226
7.	ZEC Michigan, Inc.	20-0404627
8.	Zachry Industrial, Inc.	74-2887583
9.	Zachry Constructors, LLC	85-3449094
10.	Moss Point Properties, LLC	46-0851616
11.	Zachry Enterprise Solutions, LLC	85-3532706
12.	Zachry Nuclear, Inc.	26-3117807
13.	Zachry Nuclear Construction, Inc.	26-3383241
14.	Zachry Nuclear Engineering, Inc.	06-1067568
15.	Computer Simulation & Analysis, Inc.	82-0424097
16.	Zachry Plant Services Holdings, Inc.	46-0901383
17.	JVIC Fabrication, LLC	85-3659726
18.	Zachry Industrial Americas, Inc.	27-1310902
19.	Zachry Maintenance Services, LLC	85-3519005
20.	J.V. Industrial Companies, LLC	76-0660821
21.	Madison Industrial Services Team, LLC	20-0696261

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

In re:	)	Chapter 11
ZACHRY HOLDINGS, INC., *et al.*[1]	)	Case No. 24-_____ (___)
Debtors.	)	(Joint Administration Requested)

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT AND LIST OF EQUITY INTEREST HOLDERS PURSUANT TO FED. BANKR. P. 1007(A)(1), 1007(A)(3), AND 7007.1

Pursuant to rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), attached hereto as Exhibit A is an organizational list reflecting all of the ownership interests in the above-captioned debtor and its debtor affiliates, as debtors and debtors in possession (collectively, the "**Debtors**"). The Debtors respectfully represent as follows:

1. The equity of each of the Debtors identified on **Exhibit A** is 100% owned by the entity identified as the equity holder thereof on **Exhibit A**.

2. Zachry Holdings, Inc. is the direct or indirect parent of each of the other Debtors and its equity securities are wholly owned by non-debtor Zachry, LLC.

[1] The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Zachry Holdings, Inc. (6814); Zachry EPC Holdings, LLC (0077); Zachry Engineering Corporation (3134); Zachry High Voltage Solutions, LLC (1090); ZEC New York, Inc. (5897); UE Properties, Inc. (2226); ZEC Michigan, Inc. (4627); Zachry Industrial, Inc. (7583); Zachry Constructors, LLC (9094); Moss Point Properties, LLC (1616); Zachry Enterprise Solutions, LLC (2706); Zachry Nuclear, Inc. (7807); Zachry Nuclear Construction, Inc. (3241); Zachry Nuclear Engineering, Inc. (7568); Computer Simulation & Analysis, Inc. (4097); Zachry Plant Services Holdings, Inc. (1383); JVIC Fabrication, LLC (9726); Zachry Industrial Americas, Inc. (0902); Zachry Maintenance Services, LLC (19005); J.V. Industrial Companies, LLC (0821); Madison Industrial Services Team, LLC (6261). The location of the debtors' service address in these chapter 11 cases is: P.O. Box 240130, San Antonio, Texas 78224.

Exhibit A

	Entity	Equity Holder	% Ownership	Last Known Address of Equity Holder
1.	Zachry Holdings, Inc.	Zachry, LLC	100%	527 Logwood Avenue, San Antonio, Texas 78221
2.	Zachry EPC Holdings, LLC	Zachry Holdings, Inc.	100%	527 Logwood Avenue, San Antonio, Texas 78221
3.	Zachry Engineering Corporation	Zachry EPC Holdings, LLC	100%	527 Logwood Avenue, San Antonio, Texas 78221
4.	Zachry High Voltage Solutions, LLC	Zachry Engineering Corporation	100%	527 Logwood Avenue, San Antonio, Texas 78221
5.	ZEC New York, Inc.	Zachry Engineering Corporation	100%	527 Logwood Avenue, San Antonio, Texas 78221
6.	UE Properties, Inc.	Zachry Engineering Corporation	100%	527 Logwood Avenue, San Antonio, Texas 78221
7.	ZEC Michigan, Inc.	Zachry Engineering Corporation	100%	527 Logwood Avenue, San Antonio, Texas 78221
8.	Zachry Industrial, Inc.	Zachry EPC Holdings, LLC	100%	527 Logwood Avenue, San Antonio, Texas 78221
9.	Zachry Construction, LLC	Zachry Industrial, Inc.	100%	527 Logwood Avenue, San Antonio, Texas 78221
10.	Moss Point Properties, LLC	Zachry Industrial, Inc.	100%	527 Logwood Avenue, San Antonio, Texas 78221
11.	Zachry Enterprise Solutions, LLC	Zachry Holdings, Inc.	100%	527 Logwood Avenue, San Antonio, Texas 78221
12.	Zachry Nuclear, Inc.	Zachry Holdings, Inc.	100%	527 Logwood Avenue, San Antonio, Texas 78221
13.	Zachry Nuclear Corporation, Inc.	Zachry Nuclear, Inc.	100%	527 Logwood Avenue, San Antonio, Texas 78221
14.	Zachry Nuclear Engineering, Inc.	Zachry Nuclear, Inc.	100%	527 Logwood Avenue, San Antonio, Texas 78221
15.	Zachry Computer Simulation & Analysis, Inc.	Zachry Nuclear Engineering, Inc.	100%	527 Logwood Avenue, San Antonio, Texas 78221
16.	Zachry Plant Services Holdings, Inc.	Zachry Holdings, Inc.	100%	527 Logwood Avenue, San Antonio, Texas 78221
17.	JVIC Fabrication, LLC	Zachry Plant Services Holdings, Inc.	100%	527 Logwood Avenue, San Antonio, Texas 78221
18.	Zachry Industrial Americas, Inc.	JVIC Fabrication, LLC	100%	527 Logwood Avenue, San Antonio, Texas 78221
19.	Zachry Maintenance Services, LLC	Zachry Plant Services Holdings, Inc.	100%	527 Logwood Avenue, San Antonio, Texas 78221
20.	J.V. Industrial Companies, LLC	Zachry Plant Services Holdings, Inc.	100%	527 Logwood Avenue, San Antonio, Texas 78221
21.	Madison Industrial Services Team, LLC	J.V. Industrial Companies, LLC	100%	3741 Red Bluff Road, Pasadena, Texas 77503

Case 24-90187 Document 611 Filed in TXSB on 09/18/24 Page 88 of 238

Fill in this information to identify the case:

Debtor name Zachry Holdings, Inc.

United States Bankruptcy Court for the: Southern District of Texas (State)

Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider,* as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	SUNBELT RENTALS, INC. 1799 Innovation Pt, Fort Mill, SC 29715	Michael Christian, michael.christian@sunbeltrentals.com, (803) 578-9413	Trade	CUD			$133,310,610
2	D REYNOLDS COMPANY, LLC 2680 Sylvania Cross Dr, Fort Worth, TX 76137	Scott George, sageorge@reynco.com, (210) 862-1148	Trade	CUD			$17,576,934
3	BO-MAC CONTRACTORS LTD 1020 Lindbergh Drive Beaumont, TX, 77707	Dan Brown danbrown@bo-mac.com (409) 842-2125	Trade	CUD			$15,608,639
4	BIGGE CRANE AND RIGGING CO. 2400 Maury Street, Richmond, VA 23224	Eric Jones, ejones@bigge.com, (804) 271-9356	Trade	CUD			$14,746,479
5	RUSH RESOURCES, LLC 2781 County Road 639 Buna, TX, 77612	John Rush Jr., jrush@rushllc.com, (409) 781-5911	Trade	CUD			$12,566,163
6	MAMMOET USA, INC. 20525 FM 521. Rosharon, TX 77583	Mike Hamic, mike.hamic@mammoet.com, (281) 369-2200	Trade	CUD			$10,836,424
7	TECON SERVICES, INC. 515 Garden Oaks Blvd. Houston, TX 77018	Cynthia Jaime, cjaime@teconservices.com, (713) 691-2700	Trade	CUD			$10,125,679
8	GULFSPAN INDUSTRIAL, LLC 600 N Shepherd Dr, Suite 300, Houston, TX 77007	Luis Gallardo, lgallardo@gulfspan.net, (409) 673-0800	Trade	CUD			$7,997,804

Debtor Zachry Holdings, Inc.
Name

Case number (*if known*)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	SABER POWER SERVICES, LLC 9841 Saber Power Lane, Rosharon, TX 77583	Jared Penney, jpenney@saberpower.com, (713) 222-9102	Trade	CUD			$5,854,479
10	MMR CONSTRUCTORS, INC. 15961 Airline Hwy. Baton Rouge, LA 70817	John Cloutre, jclouatre@mmrgrp.com, (225) 756-5090	Trade	CUD			$5,709,681
11	INSULATIONS, INC. 880 W. Commerce Rd, Suite 104, Harahan, LA 70123	Debbie Koper, dkoper@insulationsinc.com, (504) 733-5033	Trade	CUD			$4,879,234
12	ISC CONSTRUCTORS, LLC 20480 Highland Road, Baton Rouge, LA 70817	Mario Rispone, mrispone@iscgrp.com, (225) 756-7585	Trade	CUD			$4,809,862
13	INNOVATIVE HEAT TREATMENT SOLUTIONS 11318 Hirsch Rd, Houston, TX 77016	Juan Solitaire, j.solitaire@ihtsinc.com, (346) 207-8081	Trade	CUD			$4,622,399
14	HOTARD COACHES, INC. 2838 Touro Street, New Orleans, LA 70122	Callen Hotard, callen@hotard.com, (504) 944-8660	Trade	CUD			$4,607,991
15	SYSTEM ONE HOLDINGS, LLC 210 Sixth Avenue Suite 3100, Pittsburgh, PA 15222	Carla Snell, carla.snell@systemone.com, (717) 701-9240	Trade	CUD			$4,529,021
16	PK INDUSTRIAL, LLC 10811 E. Harry St, Wichita, KS 67207	Landon Riggs, lriggs@pksti.com, (855) 759-2800	Trade	CUD			$4,346,948
17	CAJUN INDUSTRIES LLC 1020 Lindbergh Drive, Beaumont, TX, 77707	William J Clouatre williamc@cajunusa.com (225) 753-5857	Trade	CUD			$4,267,647
18	CALCAM LOGISTICS & CONTRACTING, LLC 3010 Spurlock Rd., Nederland, TX 77627	Lennie Stephens, lennie@calcam.net, (601) 270-4965	Trade	CUD			$3,915,946
19	ANALYTIC STRESS RELIEVING, INC. 3118 W Pinhook Rd #202, Lafayette, LA 70508	Bryan Willis, bryan.willis@analyticstress.com, (281) 471-9600	Trade	CUD			$3,674,321
20	COMMONWEALTH ELECTRIC COMPANY OF THE MIDWEST 3910 South Street, Lincoln, NE 68506	Scott Lamoreux, slamoreux@commonwealthelectric.com, (402) 514-2646	Trade	CUD			$3,628,994

Debtor Zachry Holdings, Inc. Case number (if known)
Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	FERGUSON ENTERPRISES, INC. 751 Lakefront Commons, Newport News, VA, 23606	Chris Fadden, chris.fadden@ferguson.com, (330) 931-7078	Trade	CUD			$3,537,084
22	THOMPSON CONSTRUCTION GROUP, INC. 100 North Main Street, Sumter, SC 29150	Hal Turner, hturner@thompsonind.com, (803) 972-1011	Trade	CUD			$3,459,913
23	P&I SUPPLY CO. 2220 N Fares Avenue, Evansville, IN 47711	Bruce Stallings, bstallings@pisupply.com, (812) 894-4531	Trade	CUD			$3,219,621
24	THOMPSON CONSTRUCTION GROUP, INC. 100 North Main Street, Sumter, SC 29150	Hal Turner, hturner@thompsonind.com, (803) 972-1011	Trade	CUD			$3,049,882
25	TRADESMEN INTERNATIONAL, LLC 9760 Shepard Road, Macedonia, OH 44056	Dan Bennet, daniel.bennet@tradesmeninternational.com, (352) 246-4756	Trade	CUD			$2,908,191
26	SUN COAST RESOURCES LLC 6405 Calvalcade St., Houston, TX 77026	Brian Robinson, legal@suncoastresources.com, (800) 231-7584	Trade	CUD			$2,723,957
27	BAKER HUGHES HOLDINGS 17021 Aldine Westfield Rd., Houson, TX 77073	Randy Coghlin, randy.coghlin@bakerhughes.com, (713) 906-8407	Trade	CUD			$2,645,419
28	NES COMPANIES LP. PO Box 205572, Dallas TX, 75320-5572	Kimberly Tran kimberly.tran@nesgt.com (346) 320-0709	Trade	CUD			$2,610,909
29	REDWINE ENTERPRISES INC 2114 LEE STREET NEDERLAND, TX, 77627	Pat Redwine tredwinde@gt.rr.com (409)722-8373	Trade	CUD			$2,564,492
30	PORT ARTHUR TECHNICAL SERVICES 2901 Turtle Creek Dr., Port Arthur, TX 77642	Reynald Reyes, reynald.reyes@pa-ts.com, (587) 779-3201	Trade	CUD			$2,515,695

OMNIBUS RESOLUTIONS OF THE
BOARDS OF DIRECTORS, SOLE SHAREHOLDERS, AND SOLE MEMBERS

May 20, 2024

After due deliberation, (i) the members of the board of directors of Zachry Holdings, Inc. (the "**Company**") and (ii) the undersigned, being the sole shareholder or the sole member, as the case may be, of each of the companies set forth on **Annex A** attached hereto (collectively, the "**Companies**," and the governing body of each Company, each a "**Governing Body**"), do hereby consent to, adopt, and approve the following resolutions pursuant to the certification of incorporation or similar document (in each case, as amended or amended and restated to date) of each Company, as applicable, and the laws of the state of formation of each Company as set forth next to each Company's name on **Annex A**:

Chapter 11 Filing

WHEREAS, each Governing Body has reviewed and considered (a) the presentations by each Company's management and financial and legal advisors regarding the liabilities and liquidity of each Company, the strategic alternatives available to it, and the impact of the foregoing on each Company's businesses, (b) the information and advice previously provided to and reviewed by each Governing Body, and (c) the related matters reported on at the meeting of each Governing Body;

WHEREAS, in connection therewith, the Company seeks to appoint Mr. Mohsin Meghji as Chief Restructuring Officer of the Company upon the filing of the Chapter 11 Cases (as defined below);

WHEREAS, each Governing Body has had the opportunity to consult with each of the Companies' management and financial and legal advisors and fully consider each of the strategic alternatives available to the Companies; and

WHEREAS, based on their review of all available alternatives and advice provided by such financial and legal advisors, each Governing Body deems it advisable and in the best interest of each of the Companies, their creditors, employees, and other stakeholders to take the actions specified in the following resolutions.

NOW, THEREFORE, BE IT,

RESOLVED, that in the business judgment of each Governing Body, it is desirable and in the best interests of the Companies, their creditors, and other parties in interest to file, or cause to be filed, voluntary petitions for relief (the "**Chapter 11 Cases**") under the provisions of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the Southern District of Texas (the "**Bankruptcy Court**") and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States, and to take any and all actions, that they deem necessary or appropriate.

RESOLVED, that the officers of each Company and Mr. Mohsin Meghji (each, an "**Authorized Signatory**" and collectively, the "**Authorized Signatories**"), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered and directed, together with the Companies' advisors, to execute and file on behalf of each Company all petitions, schedules, lists and other motions, applications, pleadings, papers, or documents, and to take any and all actions that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each Company's businesses and in connection with the Chapter 11 Cases, with a view to the successful prosecution of the cases.

Retention of Professionals

RESOLVED, that Mr. Mohsin Meghji shall serve as Chief Restructuring Officer of the Company immediately after the filing of the Chapter 11 Cases and shall have the powers and duties as set forth in an engagement letter, the material terms of which have been described to the Governing Bodies, for the term set forth in such letter or, if earlier, until his earlier resignation or removal.

RESOLVED, that Mr. Mohsin Meghji will receive the benefit of the most favorable indemnification provisions provided by the Company to its directors, officers, and any equivalently placed employees, whether under the Company's charter or by-laws, by contract or otherwise and such indemnification obligation shall be primary to, and without allocation against, any similar indemnification obligations that M3 Advisory Partners, LP ("**M3**") may offer to its personnel generally.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of White & Case LLP ("**W&C**") as general bankruptcy counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of W&C in accordance with applicable law.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Susman Godfrey L.L.P. ("**Susman**") as special litigation counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Susman in accordance with applicable law.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Hicks Thomas, LLP ("**Hicks Thomas**") as special litigation counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Hicks Thomas in accordance with applicable law.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of M3 as financial advisor to each Company to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed an appropriate application for authority to employ or retain the services of M3 in accordance with applicable law.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC ("**KCC**") as notice and claims agent to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate

retention agreements, pay appropriate retainers, and cause to be filed appropriate applications for authority to retain the services of KCC in accordance with applicable law.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ any other professionals, including legal counsel, accountants, financial advisors, investment bankers, and other professionals, to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

General

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and empowered, on behalf of and in the name of the Company to amend, supplement, or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, financing statements, notices, undertakings, or other writings referred to in the foregoing resolutions.

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be, and hereby are, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Signatory's judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that each Governing Body of each Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of each Company, or hereby waive any right to have received such notice.

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby, in all respects, approved and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of each Governing Body.

RESOLVED, that the omission from these resolutions of any agreement, document, or other arrangement contemplated by any of the agreements, documents, or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Signatories to take all actions necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out, or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.

RESOLVED, that each of the Authorized Signatories (and their designees and delegates) be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of each Company with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Signatory shall deem necessary or desirable in such Authorized Signatory's reasonable business judgment to effectuate the purposes of the transactions contemplated herein.

Secretary's Certificate

The undersigned, being duly elected as General Counsel and Corporate Secretary of Zachry Holdings, Inc. ("**ZHI**"), a Delaware corporation, hereby certifies that (i) the attached resolutions are true and correct copies of the resolutions adopted by the Board of Directors of ZHI on behalf of ZHI at a meeting of the Board of Directors held on May 20, 2024; and (ii) these resolutions have not been amended and or modified or superseded in any way as of the date of this Certificate.

IN WITNESS WHEREOF, I have set my hand this 20th day of May, 2024.

By: _____
James R. Old
General Counsel and Corporate Secretary

IN WITNESS WHEREOF, the undersigned has duly executed this consent as of the date first set forth above.

ZACHRY HOLDINGS, INC., THE SOLE MEMBER OF:

ZACHRY EPC HOLDINGS, LLC
ZACHRY ENTERPRISE SOLUTIONS, LLC

By: _____
James R. Old
General Counsel and Corporate Secretary

IN WITNESS WHEREOF, the undersigned has duly executed this consent as of the date first set forth above.

ZACHRY HOLDINGS, INC., THE SOLE SHAREHOLDER OF:

ZACHRY NUCLEAR, INC.
ZACHRY PLANT SERVICES HOLDINGS, INC.

By: _____
James R. Old
General Counsel and Corporate Secretary

IN WITNESS WHEREOF, the undersigned has duly executed this consent as of the date first set forth above.

ZACHRY PLANT SERVICES HOLDINGS, INC., THE SOLE MEMBER OF:

J.V. INDUSTRIAL COMPANIES, LLC
ZACHRY MAINTENANCE SERVICES, LLC
JVIC FABRICATION, LLC

By: _____
James R. Old
General Counsel

IN WITNESS WHEREOF, the undersigned has duly executed this consent as of the date first set forth above.

ZACHRY NUCLEAR, INC., THE SOLE SHAREHOLDER OF:

ZACHRY NUCLEAR CONSTRUCTION, INC.
ZACHRY NUCLEAR ENGINEERING, INC.

By: _____
James R. Old
General Counsel

IN WITNESS WHEREOF, the undersigned has duly executed this consent as of the date first set forth above.

ZACHRY EPC HOLDINGS, LLC, THE SOLE SHAREHOLDER OF:

ZACHRY ENGINEERING CORPORATION
ZACHRY INDUSTRIAL, INC.

By: _____
James R. Old
General Counsel

IN WITNESS WHEREOF, the undersigned has duly executed this consent as of the date first set forth above.

ZACHRY ENGINEERING CORPORATION, THE SOLE MEMBER OF:

ZACHRY HIGH VOLTAGE SOLUTIONS, LLC

By: _____

James R. Old
General Counsel

IN WITNESS WHEREOF, the undersigned has duly executed this consent as of the date first set forth above.

ZACHRY ENGINEERING CORPORATION, THE SOLE SHAREHOLDER OF:

ZEC NEW YORK, INC.
UE PROPERTIES, INC.
ZEC MICHIGAN, INC.

By: _____
James R. Old
General Counsel

IN WITNESS WHEREOF, the undersigned has duly executed this consent as of the date first set forth above.

ZACHRY INDUSTRIAL, INC., THE SOLE MEMBER OF:

ZACHRY CONSTRUCTORS, LLC
MOSS POINT PROPERTIES, LLC

By: _____
James R. Old
General Counsel

IN WITNESS WHEREOF, the undersigned has duly executed this consent as of the date first set forth above.

ZACHRY NUCLEAR ENGINEERING, INC., THE SOLE SHAREHOLDER OF:

COMPUTER SIMULATION & ANALYSIS, INC.

By: _____

James R. Old
General Counsel

IN WITNESS WHEREOF, the undersigned has duly executed this consent as of the date first set forth above.

JVIC FABRICATION, LLC, THE SOLE SHAREHOLDER OF:

ZACHRY INDUSTRIAL AMERICAS, INC.

By: _____

James R. Old
General Counsel

IN WITNESS WHEREOF, the undersigned has duly executed this consent as of the date first set forth above.

J.V. INDUSTRIAL COMPANIES, LLC, THE SOLE MEMBER OF:

MADISON INDUSTRIAL SERVICES TEAM, LLC

By: _____

James R. Old
General Counsel

Annex A

Companies

Name of Company	Jurisdiction of Incorporation
Zachry Holdings, Inc.	Delaware
Zachry EPC Holdings, LLC	Texas
Zachry Engineering Corporation	Delaware
Zachry High Voltage Solutions, LLC	Texas
ZEC New York, Inc.	New York
UE Properties, Inc.	Texas
ZEC Michigan, Inc.	Michigan
Zachry Industrial, Inc.	Texas
Zachry Constructors, LLC	Texas
Moss Point Properties, LLC	Texas
Zachry Enterprise Solutions, LLC	Texas
Zachry Nuclear, Inc.	Delaware
Zachry Nuclear Construction, Inc.	Delaware
Zachry Nuclear Engineering, Inc.	Delaware
Computer Simulation & Analysis, Inc.	Idaho
Zachry Plant Services Holdings, Inc.	Texas
JVIC Fabrication, LLC	Texas
Zachry Industrial Americas, Inc.	Delaware
Zachry Maintenance Services, LLC	Texas
J.V. Industrial Companies, LLC	Texas
Madison Industrial Services Team, LLC	Texas

Fill in this information to identify the case and this filing:

Debtor Name Zachry Holdings, Inc.

United States Bankruptcy Court for the: Southern District of Texas (State)

Case number (*If known*): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended *Schedule* ____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Consolidated Corporate Ownership Statement and List of Equity Holders

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

Executed on 5/21/2024
MM / DD / YYYY

✘ /s/ James R. Old
Signature of individual signing on behalf of debtor

James R. Old
Printed name

General Counsel
Position or relationship to debtor