Docket #1667 Date Filed: 12/10/2024

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

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

DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN ORDER (I) ADJOURNING THE COMBINED HEARING DATE AND (II) EXTENDING CERTAIN DEADLINES RELATED THERETO

Emergency relief has been requested. Relief is requested not later than 9:00 a.m. (prevailing central time) on December 12, 2024.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the bankruptcy court may treat the pleading as unopposed and grant the relief requested.

A hearing will be conducted on this matter on December 12, 2024, at 9:00 a.m. (prevailing central time) in courtroom 404, 4th floor, 515 Rusk Street, Houston, Texas 77002. You may participate in the hearing either in person or by an audio and video connection.

Audio communication will be by use of the bankruptcy court's dial-in facility. You may access the facility at (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Isgur's conference room number is 954554. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Isgur's homepage.

The meeting code is "judge isgur". Click the settings icon in the upper right corner and enter your name under the personal information setting. Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the "electronic appearance" link on Judge Isgur's home page. Select the case name, complete the required fields and click "submit" to complete your appearance.

[1] The last four digits of Zachry Holdings, Inc.'s tax identification number are 6814. A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors' claims and noticing agent at www.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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The above-captioned debtors and debtors in possession (collectively, the "**Debtors**") state as follows in support of this motion (this "**Motion**"):[2]

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto, adjourning the Combined Hearing to January 23, 2025, and modifying relevant Plan confirmation deadlines accordingly, in each case without prejudice to further modification. The Debtors seek approval of the following dates and deadlines:

Event	Proposed Date
Plan Supplement Deadline	Monday, January 13, 2025
Voting / Objection / Opt-Out Deadline	Monday, January 20, 2025, at 4:00 p.m. (prevailing Central Time)
Deadline to File Voting Report	Wednesday, January 22, 2025
Deadline to File Confirmation Brief	Wednesday, January 22, 2025
Combined Hearing Date	Thursday, January 23, 2025, at 9:00 a.m. prevailing Central Time)

Jurisdiction And Venue

2. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are section 105 of title 11 of the United States Code (the "**Bankruptcy Code**"), rule 9006 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and rules 2002-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the "**Bankruptcy Local Rules**").

[2] Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the *Joint Chapter 11 Plan of Reorganization of Zachry Holdings, Inc. and its Debtor Affiliates* [Docket No. 1393] (as modified, amended or supplemented from time to time, the "**Plan**").

Background

4. On November 13, 2024, the Court entered the *Order (I) Scheduling a Combined Disclosure Statement Approval and Plan Confirmation Hearing, (II) Conditionally Approving the Disclosure Statement, (III) Approving the Confirmation Timeline, Solicitation Procedures, Solicitation Package, and Notices, (IV) Establishing Procedures for Objecting to the Plan and Final Approval of the Disclosure Statement, and (V) Granting Related Relief* [Docket No. 1392] (the "**Solicitation Order**"). The Solicitation Order set the Combined Hearing to consider confirmation of the Plan and final approval of the Disclosure Statement on December 16, 2024, with an intermediate deadline to file the Plan Supplement on December 5, 2024. The Plan Supplement will include, among other things, the material terms of the A&R Credit Facility and the Junior Exit Facility.

5. The Debtors' investment banker, Lazard Inc., has engaged in a broad and comprehensive search for exit capital in conjunction with the Debtors' planned exit from Chapter 11. Discussions with potential providers of the Junior Exit Facility are ongoing and involve detailed due diligence of very complex matters. The Debtors request additional time to facilitate their review and evaluation process. Establishing the terms of the Junior Exit Facility is a prerequisite to negotiating any applicable amendments to the existing senior credit. Given the current status of the negotiation process, the Debtors seek to extend their plan confirmation timeline and related deadlines. Doing so will allow the Debtors to conclude their exit financing process and negotiate the terms of the A&R Credit Facility with the senior lenders.

6. The Debtors have discussed the proposed modifications to the Plan confirmation timeline with counsel to the Prepetition Credit Facility Agent and the Committee, taking into account the availability of the Court and all parties during the upcoming holidays, and submit that

the proposed schedule should provide sufficient time for parties in interest to review Plan documents and participate in the confirmation process.

Basis For Relief

7. Section 105(a) of the Bankruptcy Code authorizes a court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Bankruptcy Rule 9006(b)(1) permits the Court, in its discretion, to extend deadlines that were scheduled by a previous court order, and states, in pertinent part, that:

> [W]hen an act is required or allowed to be done at or within a specified period . . . by order of court, the court for cause shown may at any time in its discretion (1) with or without motion or notice order the period enlarged if the request therefore is made before expiration of the period prescribed or as extended by a previous order . . . .

Fed. R. Bankr. P. 9006(b).

8. Cause exists to adjourn the Combined Hearing and extend related Plan confirmation deadlines. No party will be prejudiced by the new dates and deadlines, which in fact afford the Debtors additional time to negotiate and finalize the terms of the Junior Exit Facility and the A&R Credit Facility and afford parties in interest additional time to vote on and object to the Plan. The revised proposed schedule also ensures that parties in interest will have adequate time to consider the documents contained in the Plan Supplement prior to the voting and objection deadlines.

Emergency Consideration

9. Emergency consideration is necessary given the current December 12, 2024 deadline to object to the Plan, vote on the Plan, and opt-out of the Plan's Third-Party Release.

Notice

10. The Debtors will provide notice of this Motion to: (a) the U.S. Trustee for the Southern District of Texas; (b) counsel to the Committee; (c) the United States Attorney's Office

for the Southern District of Texas; (d) the state attorneys general for the states in which the Debtors operate; (e) the Internal Revenue Service; (f) counsel to the Prepetition Credit Facility Agent; and (g) any party that has requested notice pursuant to Bankruptcy Rule 2002 and Bankruptcy Local Rule 9013-1(d). In light of the nature of the relief requested, no other or further notice need be provided.

(Remainder of page left intentionally blank.)

Dated: December 10, 2024
Houston, Texas

/s/ Charles R. Koster

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Counsel to the Debtors and
Debtors in Possession

Certificate of Accuracy

I certify that the foregoing statements are true and accurate to the best of my knowledge. This statement is being made pursuant to Bankruptcy Local Rule 9013-1(i).

/s/ Charles R. Koster
Charles R. Koster

Certificate of Service

I certify that on December 10, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Charles R. Koster
Charles R. Koster

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. 24-90377 (MI)
Debtors.	)	(Jointly Administered)

ORDER (I) ADJOURNING THE COMBINED HEARING DATE AND (II) EXTENDING CERTAIN DEADLINES RELATED THERETO

Upon the motion (the "**Motion**") of the above-captioned debtors and debtors in possession (collectively, the "**Debtors**") for entry of an order (this "**Order**") (a) adjourning the Combined Hearing and (b) extending certain deadlines with respect thereto, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief

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requested therein at a hearing before this Court (the "**Hearing**"), if any; and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing, if any, establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. Cause exists to extend certain deadlines set forth in the Solicitation Order. The following dates are hereby established:

Event	Proposed Date
Plan Supplement Deadline	Monday, January 13, 2025
Voting / Objection / Opt-Out Deadline	Monday, January 20, 2025, at 4:00 p.m. (prevailing Central Time)
Deadline to File Voting Report	Wednesday, January 22, 2025
Deadline to File Confirmation Brief	Wednesday, January 22, 2025
Combined Hearing Date	Thursday, January 23, 2025, at 9:00 a.m. prevailing Central Time)

2. Except as modified by this Order, the Solicitation Order, including the deadlines set forth therein, remains in full force and effect in all respects.

3. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

5. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2024

_____
Marvin Isgur
United States Bankruptcy Judge