

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

**THIRD MONTHLY FEE STATEMENT OF GRAY REED,
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE
STATUTORY UNSECURED CLAIMHOLDERS' COMMITTEE
FOR THE PERIOD OF AUGUST 1, 2024 THROUGH AUGUST 31, 2024**

Name of Applicant:	Gray Reed	
Applicant's Role in Case:	Co-Counsel to the Statutory Unsecured Claimholders' Committee	
Employment Order:	July 18, 2024 [Docket No. 572]	
	Beginning of Period	End of Period
Time period covered by this Statement:	August 1, 2024	August 31, 2024
Summary of Total Fees and Expenses Requested		
Total fees requested in this Statement:		\$11,831.50 (80% = \$9,465.20)
Total reimbursable expenses requested in this Statement		\$0.00
Total fees and expenses requested in this Statement (inclusive of 20% Holdback):		\$11,831.50
Total fees and expenses requested in this Statement (exclusive of 20% Holdback):		\$9,465.20
Summary of Attorney Fees Requested		
Total attorney fees requested in this Statement:		\$10,869.50
Total actual attorney hours covered by this Statement:		11.30
Average hourly rate for attorneys:		\$961.90
Summary of Paraprofessional Fees Requested		
Total paraprofessional fees requested in this Statement:		\$962.00
Total actual paraprofessional hours covered by this Statement:		2.60
Average hourly rate for paraprofessionals:		\$370.00

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.kccllc.net/zhi. The location of the Debtors' service address in these chapter 11 cases is: P.O. Box 240130, San Antonio, Texas 78224.



In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (“Compensation Procedures Order”) [Docket No. 342], each Application Recipient receiving notice of the Monthly Fee Statement will have until noon (prevailing Central Time) on the 14th day after the filing of the Monthly Fee Statement, i.e., October 14, 2024, to object to the requested fees and expenses. Upon the expiration of such period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable Monthly Fee Statement that are not objected to.

Gray Reed, co-counsel to the Statutory Unsecured Claimholders’ Committee (the “Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), files this monthly fee statement (this “Monthly Fee Statement”) for the period from August 1, 2024 through August 31, 2024 (the “Fee Period”) requesting an aggregate amount of **\$9,645.20** for the Fee Period as (a) interim allowance and payment of compensation for professional services to the Committee in the amount of **\$9,465.20**, representing 80% of the **\$11,831.50** of fees billed by Gray Reed for professional services to the Committee during the Fee Period, and (b) reimbursement of 100% of the actual and necessary expenses, if any, incurred by Gray Reed during the Fee Period in connection with such services in the amount of **\$0.00**.

1. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a summary of the number of hours expended and fees incurred by Gray Reed during the Fee Period grouped by project category. As reflected in **Exhibit A**, Gray Reed incurred **\$11,831.50** in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Gray Reed seeks reimbursement of 80% (**\$9,645.20**) of such fees.
- **Exhibit B** is a summary of the hours billed by Gray Reed during the Fee Period grouped by timekeeper. Gray Reed expended a total of **13.90** hours in connection with this chapter 11 case during the Fee Period.
- **Exhibit C** is a summary setting forth the total amount of reimbursements, if any, sought with respect to each category of expenses for which Gray Reed is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum of **\$0.00** for Gray Reed’s out-of-pocket expenses for the Fee Period.
- **Exhibit D** consists of Gray Reed’s records of fees and expenses incurred during the Fee Period for services performed.

2. All services rendered by Gray Reed for which compensation is sought pursuant to this Monthly Fee Statement were rendered solely to or on behalf of the Committee. No payments were received by Gray Reed from any other source for services rendered or to be rendered to the Committee.

3. Pursuant to the Compensation Procedures Order, any party objecting to this Monthly Fee Statement shall serve via email to Gray Reed and the Notice Parties (as defined in the Compensation Procedures Order) a written notice setting forth the precise nature and basis of the objection and the exact dollar amount at issue (the "Notice of Objection") before noon (prevailing Central Time) on the 14th day after the filing of this Monthly Fee Statement, *i.e.*, September 19, 2024.

4. Upon expiration of the objection deadline, the Debtors are authorized to pay Gray Reed an amount equal to 80% of the fees and 100% of the expenses requested in this Monthly Fee Statement that are not subject to an objection. If a Notice of Objection is timely served pursuant to the Compensation Procedures Order, the objecting party and Gray Reed shall attempt to resolve the objection on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay Gray Reed an amount equal to 80% of the agreed-upon fees and 100% of the agreed-upon expenses. If the parties are unable to reach an agreement, then resolution will be governed as set forth in the Compensation Procedures Order.

5. Although Gray Reed has made every effort to include all fees earned and expenses incurred during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Gray Reed reserves the right to make further statements to this Court for allowance of such fees and expenses not included herein, which further statement will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and the Compensation Procedures Order.

WHEREFORE, Gray Reed requests allowance of fees and expenses incurred during the Fee Period in the total amount of \$9,465.20, consisting of (a) \$9,465.20, which is 80% of the fees incurred by Gray Reed for reasonable and necessary legal services rendered during the Fee Period, and (b) \$0.00, which is 100% of the actual and necessary costs and expenses incurred by Gray Reed during the Fee Period.

Respectfully submitted this 30th day of September, 2024.

GRAY REED

By: /s/ Jason S. Brookner
Jason S. Brookner
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Houston, Texas 77056
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- and -

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*Counsel to the Statutory
Unsecured Claimholders' Committee
of Zachry Holdings, Inc., et al.*

Certificate of Service

The undersigned hereby certifies that on the 30th day of September, 2024, he caused a true and correct copy of the foregoing document to be served via the Court's CM/ECF system.

/s/ Jason S. Brookner

Jason S. Brookner

EXHIBIT A**Summary of Compensation Requested by Project Category**

Matter No.	Matter Description	Billed Hours	Fees Requested	Expenses Requested	Total Compensation
4	Assumption and Rejection of Leases and Contracts	0.60	\$330.00	\$0.00	\$330.00
8	Case Administration	4.20	\$4,137.00	\$0.00	\$4,137.00
13	Professional Employment and Fee Applications	2.60	\$962.00	\$0.00	\$962.00
16	Litigation	2.80	\$2,758.00	\$0.00	\$2,758.00
17	Meetings and Communications with Creditors	3.70	\$3,644.50	\$0.00	\$3,644.50
<i>TOTAL</i>		13.90	\$11,831.50	\$0.00	\$11,831.50

EXHIBIT B**Summary of Professionals and Paraprofessionals Included in this Fee Statement**

Professionals	Position	Year First Licensed to Practice	Hourly Rate	Billed Hours	Total Compensation
Jason S. Brookner	Partner	1995	\$985.00	10.70	\$10,539.50
Emily Shanks	Associate	2018	\$550.00	0.60	\$330.00
<i>SUBTOTAL FOR Attorneys</i>				11.30	\$10,869.50

Paraprofessionals	Position	Year First Licensed to Practice	Hourly Rate	Billed Hours	Total Compensation
Veronica T. Salazar	Paralegal	N/A	\$370.00	2.60	\$962.00
<i>SUBTOTAL FOR Paraprofessionals</i>				2.60	\$962.00
<i>GRAND TOTAL</i>				13.90	\$11,831.50

EXHIBIT C

Summary of Expenses Requested by Category

Service Description	Amount
-None-	\$0.00
<i>TOTAL</i>	<i>\$0.00</i>

EXHIBIT D

Detailed Description of Fees and Expenses for the Fee Period



GRAY REED®

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056
Federal Tax Identification Number: 81-4045088

Bill Date: September 19, 2024
Client.Matter: 029944.000004
Attorney: Jason S. Brookner
Invoice: 800914
Page: 1 of 2

Zachry Creditors Committee
rod.samples@sunbeltrentals.com

Attention: Rod Samples

RE: Assumption and Rejection of Leases and Contracts

Bill-at-a-Glance – for services through August 31, 2024

Professional Services	\$330.00
Total this Invoice	\$330.00
Previous Balance	\$1,674.50
Less Payments	(\$1,674.50)
Total Now Due	\$330.00

Please remit payment to:

Gray Reed
ATTN: Accounts Receivable
1300 Post Oak Boulevard
Suite 2000
Houston, TX 77056

Wire Instructions:

Domestic Routing #: 114000093 | Frost Bank
100 W. Houston St., San Antonio, TX 78205

International SWIFT #: FRSTUS44

Beneficiary Account #: 502399725
Beneficiary Name: Gray Reed Depository

Credit Card Payment:

Pay your invoice online by using this internet address:
<https://www.grayreed.com/Online-Bill-Pay>
A 3% surcharge will be added for credit card payments.
No surcharge will be added for debit card payments.

Reference: 029944.000004 **Invoice #** 800914

For questions about this bill please call 1.888.908.8159 or
e-mail us at ar@grayreed.com

||| Gray Reed

Zachry Creditors Committee
rod.samples@sunbeltrentals.com

Bill Date: September 19, 2024
Client.Matter: 029944.000004
Invoice: 800914
Page: 2 of 2

Matter 000004 – Assumption and Rejection of Leases and Contracts

Professional Services – Detail

Date	Tkpr	Description of Services	Hours	Amount
08/20/24	ES	Confer with J. Brookner re Committee's joinder in Debtors' Motion to interpret and enforce settlement (.2); finalize and file Committee's joinder to same (.4).	0.60	\$ 330.00
Total Professional Services			0.60	\$330.00

Professional Services - Timekeeper Summary

Person	Hours	Rate	Amount
ES Emily Shanks	0.60	\$550.00	\$330.00



GRAY REED®

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056
Federal Tax Identification Number: 81-4045088

Bill Date: September 19, 2024
Client.Matter: 029944.000008
Attorney: Jason S. Brookner
Invoice: 800915
Page: 1 of 2

Zachry Creditors Committee
rod.samples@sunbeltrentals.com

Attention: Rod Samples

RE: Case Administration

Bill-at-a-Glance – for services through August 31, 2024

Professional Services	\$4,137.00
Total this Invoice	\$4,137.00
Previous Balance	\$2,806.50
Total Now Due	\$6,943.50

Please remit payment to:

Gray Reed
ATTN: Accounts Receivable
1300 Post Oak Boulevard
Suite 2000
Houston, TX 77056

Wire Instructions:

Domestic Routing #: 114000093 | Frost Bank
100 W. Houston St., San Antonio, TX 78205

International SWIFT #: FRSTUS44

Beneficiary Account #: 502399725
Beneficiary Name: Gray Reed Depository

Credit Card Payment:

Pay your invoice online by using this internet address:
<https://www.grayreed.com/Online-Bill-Pay>
A 3% surcharge will be added for credit card payments.
No surcharge will be added for debit card payments.

Reference: 029944.000008 **Invoice #** 800915

For questions about this bill please call 1.888.908.8159 or
e-mail us at ar@grayreed.com

||| Gray Reed

Zachry Creditors Committee
rod.samples@sunbeltrentals.com

Bill Date: September 19, 2024
Client.Matter: 029944.000008
Invoice: 800915
Page: 2 of 2

Matter 000008 – Case Administration

Professional Services – Detail

Date	Tkpr	Description of Services	Hours	Amount
08/09/24	JSB	Review recent pleadings (.4); correspond and calls with C. Koster and co-counsel on 1102 motion issues and review matters on same (.8); review recent pleadings and summaries of same (.6).	1.80	\$ 1,773.00
08/12/24	JSB	Prepare for today's hearings (1.1); attend today's hearings (.6); post-hearing follow ups (.7).	2.40	\$ 2,364.00
Total Professional Services			4.20	\$4,137.00

Professional Services - Timekeeper Summary

Person	Hours	Rate	Amount
JSB Jason S. Brookner	4.20	\$985.00	\$4,137.00



GRAY REED®

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056
Federal Tax Identification Number: 81-4045088

Bill Date: September 19, 2024
Client.Matter: 029944.000013
Attorney: Jason S. Brookner
Invoice: 800916
Page: 1 of 2

Zachry Creditors Committee
rod.samples@sunbeltrentals.com

Attention: Rod Samples

RE: Professional Employment and Fee Applications

Bill-at-a-Glance – for services through August 31, 2024

Professional Services	\$962.00
Total this Invoice	\$962.00
Previous Balance	\$5,348.50
Total Now Due	\$6,310.50

Please remit payment to:

Gray Reed
ATTN: Accounts Receivable
1300 Post Oak Boulevard
Suite 2000
Houston, TX 77056

Wire Instructions:

Domestic Routing #: 114000093 | Frost Bank
100 W. Houston St., San Antonio, TX 78205

International SWIFT #: FRSTUS44

Beneficiary Account #: 502399725
Beneficiary Name: Gray Reed Depository

Credit Card Payment:

Pay your invoice online by using this internet address:
<https://www.grayreed.com/Online-Bill-Pay>
A 3% surcharge will be added for credit card payments.
No surcharge will be added for debit card payments.

Reference: 029944.000013 **Invoice #** 800916

For questions about this bill please call 1.888.908.8159 or
e-mail us at ar@grayreed.com

||| Gray Reed

Zachry Creditors Committee
rod.samples@sunbeltrentals.com

Bill Date: September 19, 2024
Client.Matter: 029944.000013
Invoice: 800916
Page: 2 of 2

Matter 000013 – Professional Employment and Fee Applications

Professional Services – Detail

Date	Tkpr	Description of Services	Hours	Amount
08/15/24	VTS	Review, file and serve Proskauer's second monthly fee statement.	0.40	\$ 148.00
08/20/24	VTS	Work on second supplemental declaration in support of Proskauer's retention application (.2); finalize and file same (.3); correspond with Proskauer team re same (.1); follow up call with J. Brookner and D. Desatnik re service of same (.1).	0.70	\$ 259.00
08/27/24	VTS	Review email correspondence from Huron team re status of filing of second monthly fee statement (.1); work on same (.2).	0.30	\$ 111.00
08/28/24	VTS	Finalize, file and serve Huron's second monthly fee statement.	0.20	\$ 74.00
08/29/24	VTS	Review and analysis of July 2024 fees and expenses (.2); work on tracker re same (.3); draft Gray Gray Reed's second monthly fee statement (.4).	1.00	\$ 370.00
Total Professional Services			2.60	\$962.00

Professional Services - Timekeeper Summary

Person	Hours	Rate	Amount
VTS Veronica T. Salazar	2.60	\$370.00	\$962.00



GRAY REED®

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056
Federal Tax Identification Number: 81-4045088

Bill Date: September 19, 2024
Client.Matter: 029944.000016
Attorney: Jason S. Brookner
Invoice: 800917
Page: 1 of 2

Zachry Creditors Committee
rod.samples@sunbeltrentals.com

Attention: Rod Samples

RE: Litigation

Bill-at-a-Glance – for services through August 31, 2024

Professional Services	\$2,758.00
Total this Invoice	\$2,758.00
Previous Balance	\$8,963.50
Total Now Due	\$11,721.50

Please remit payment to:

Gray Reed
ATTN: Accounts Receivable
1300 Post Oak Boulevard
Suite 2000
Houston, TX 77056

Wire Instructions:

Domestic Routing #: 114000093 | Frost Bank
100 W. Houston St., San Antonio, TX 78205

International SWIFT #: FRSTUS44

Beneficiary Account #: 502399725
Beneficiary Name: Gray Reed Depository

Credit Card Payment:

Pay your invoice online by using this internet address:
<https://www.grayreed.com/Online-Bill-Pay>
A 3% surcharge will be added for credit card payments.
No surcharge will be added for debit card payments.

Reference: 029944.000016 **Invoice #** 800917

For questions about this bill please call 1.888.908.8159 or
e-mail us at ar@grayreed.com

||| Gray Reed

Zachry Creditors Committee
rod.samples@sunbeltrentals.com

Bill Date: September 19, 2024
Client.Matter: 029944.000016
Invoice: 800917
Page: 2 of 2

Matter 000016 – Litigation

Professional Services – Detail

Date	Tkpr	Description of Services	Hours	Amount
08/20/24	JSB	Review draft motion to interpret GP settlement (.5); review and revise joinder to same (.5); several emails and calls with co-counsel on same (.4).	1.40	\$ 1,379.00
08/27/24	JSB	Review recent pleadings and related email traffic (1.1); correspond with counsel on same (.3).	1.40	\$ 1,379.00
Total Professional Services			2.80	\$2,758.00

Professional Services - Timekeeper Summary

Person	Hours	Rate	Amount
JSB Jason S. Brookner	2.80	\$985.00	\$2,758.00



GRAY REED®

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056
Federal Tax Identification Number: 81-4045088

Bill Date: September 19, 2024
Client.Matter: 029944.000017
Attorney: Jason S. Brookner
Invoice: 800918
Page: 1 of 2

Zachry Creditors Committee
rod.samples@sunbeltrentals.com

Attention: Rod Samples

RE: Meetings and Communications with Creditors

Bill-at-a-Glance – for services through August 31, 2024

Professional Services	\$3,644.50
Total this Invoice	\$3,644.50
Previous Balance	\$6,499.00
Total Now Due	\$10,143.50

Please remit payment to:

Gray Reed
ATTN: Accounts Receivable
1300 Post Oak Boulevard
Suite 2000
Houston, TX 77056

Wire Instructions:

Domestic Routing #: 114000093 | Frost Bank
100 W. Houston St., San Antonio, TX 78205

International SWIFT #: FRSTUS44

Beneficiary Account #: 502399725
Beneficiary Name: Gray Reed Depository

Credit Card Payment:

Pay your invoice online by using this internet address:
<https://www.grayreed.com/Online-Bill-Pay>
A 3% surcharge will be added for credit card payments.
No surcharge will be added for debit card payments.

Reference: 029944.000017 **Invoice #** 800918

For questions about this bill please call 1.888.908.8159 or
e-mail us at ar@grayreed.com

||| Gray Reed

Zachry Creditors Committee
rod.samples@sunbeltrentals.com

Bill Date: September 19, 2024
Client.Matter: 029944.000017
Invoice: 800918
Page: 2 of 2

Matter 000017 – Meetings and Communications with Creditors

Professional Services – Detail

Date	Tkpr	Description of Services	Hours	Amount
08/01/24	JSB	Committee meeting.	1.00	\$ 985.00
08/07/24	JSB	Call with J. Oppel re settlement status and payment of claims in connection therewith.	0.40	\$ 394.00
08/15/24	JSB	Attend committee meeting.	0.70	\$ 689.50
08/22/24	JSB	Attend today's UCC Meeting.	1.00	\$ 985.00
08/29/24	JSB	Attend today's UCC meeting.	0.60	\$ 591.00
Total Professional Services			3.70	\$3,644.50

Professional Services - Timekeeper Summary

Person	Hours	Rate	Amount
JSB Jason S. Brookner	3.70	\$985.00	\$3,644.50