

ENTERED

January 24, 2025

Nathan Ochsner, Clerk

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

**ORDER (I) SCHEDULING A COMBINED
DISCLOSURE STATEMENT APPROVAL AND PLAN CONFIRMATION
HEARING, (II) CONDITIONALLY APPROVING THE DISCLOSURE STATEMENT,
(III) APPROVING THE REVISED CONFIRMATION TIMELINE, SOLICITATION
PROCEDURES, SOLICITATION PACKAGE, AND NOTICES, (IV) ESTABLISHING
PROCEDURES FOR OBJECTING TO THE DISCLOSURE STATEMENT
AND MODIFIED FIRST AMENDED PLAN, AND (V) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “**Order**”), (a) approving the adequacy of the *Disclosure Statement for the Modified First Amended Joint Chapter 11 Plan of Reorganization of Zachry Holdings, Inc. and Its Debtor Affiliates* (the “**Disclosure Statement**”), (b) approving the solicitation procedures with respect to confirmation of the chapter 11 plan; (c) approving the forms of ballots and notices in connection therewith; (d) approving the form, manner, and scope of confirmation notices; (e) establishing certain deadlines in connection with approval of the disclosure statement and confirmation of the plan; and (f) granting related relief, 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.

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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

§ 157(b)(2); 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 permissible 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 requested therein at a hearing, if any, before this Court (the "**Hearing**"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing 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. The Disclosure Statement is conditionally approved as containing adequate information within the meaning of section 1125 of the Bankruptcy Code, and the Debtors are authorized to distribute the Disclosure Statement, attached hereto as **Exhibit 1**, and the Solicitation Packages in accordance with the Solicitation Procedures detailed in the Disclosure Statement.

2. The Combined Hearing, at which time the Court will consider final approval of the Disclosure Statement and confirmation of the Plan, will be held before the Honorable Judge Marvin Isgur, United States Bankruptcy Judge, in Courtroom 404 of the United States Bankruptcy Court for the Southern District of Texas, 515 Rusk Street, Houston, Texas, 77002 on February 26, 2025 at 1:30 p.m. (prevailing Central Time). The Combined Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates in open

court or by a notice of adjournment or notice of agenda of matters scheduled for hearing filed by the Debtors with the Court and available on the electronic case filing docket.

3. The following dates and deadlines are hereby established with respect to confirmation of the Plan.

| Event | Date |
|--|---|
| Voting Record Date | Wednesday, January 22, 2025 |
| Hearing on Conditional Approval of the Disclosure Statement | Thursday, January 23, 2025 at 9:00 a.m. (prevailing Central Time) |
| Solicitation Deadline | Thursday, January 30, 2025 or 5 Business Days after entry of the Disclosure Statement Order |
| Publication Deadline | Thursday, January 30, 2025 or as soon as reasonably practicable thereafter |
| Deadline to: (i) file (A) GUC Trust Unsecured Note Term Sheet and (B) GUC Trust Agreement; and (ii) share the Debtors' most recent draft and the Prepetition Lenders' most recent draft of the A&R Credit Facility Term Sheet with the Committee on a "professional eyes only" basis | Wednesday, February 5, 2025 |
| Deadline to File Rule 3018 Motions | Thursday, February 13, 2025 at 4:00 p.m. (prevailing Central Time) |
| Plan Supplement Deadline | Thursday, February 13, 2025 |
| Deadline for Committee to File Plan Objection | Wednesday, February 19, 2025 at 1:30 p.m. (prevailing Central Time) |
| Voting, Plan Objection, and Third-Party Release Opt-Out Deadline | Thursday, February 20, 2025 at 4:00 p.m. (prevailing Central Time) |
| Deadline to File Confirmation Brief | Sunday, February 23, 2025 at 1:30 p.m. (prevailing Central Time) |
| Deadline to File Voting Report | Tuesday, February 25, 2025 |
| Combined Hearing Date | Wednesday, February 26, 2025, at 1:30 p.m. (prevailing Central Time) |

4. Any objections to the adequacy of the Disclosure Statement or confirmation of the Plan must: (i) be in writing; (ii) comply with the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules; (iii) state the name and address of the objecting party and the amount

and nature of the Claim or Interest; (iv) state the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections; and (v) be filed with this Court with proof of service thereof **so as to be actually received on or before the Objection Deadline of February 20, 2025 at 4:00 p.m. (prevailing Central Time)**; *provided* that the Objection Deadline for the Committee is February 19, 2025 at 1:30 p.m. (prevailing Central Time).

5. The Committee shall have the right to seek, on an emergency basis, and the Debtors and Prepetition Lenders agree not object to hearing on an emergency basis, an extension of its Objection Deadline and an adjournment of the Combined Hearing to the extent that the Debtors file material modifications to the GUC Trust Unsecured Note Term Sheet or GUC Trust Agreement after February 5, 2025, or to the extent that the terms of the A&R Credit Facility Term Sheet filed on or before the Plan Supplement Deadline differ in any material respect from the range of terms in the A&R Credit Facility Term Sheets shared with the Committee on or before February 5, 2025 pursuant to this Order, in each case solely to the extent that the relevant modifications materially alter the basis of the Committee's Plan objection, if any. The Committee is permitted to file any documents shared on a confidential basis, but shall file such documents under seal. All parties' rights in connection with any extension or adjournment request are preserved.

6. Objections, if any, not Filed and served in the manner set forth above may, in the Court's discretion, not be considered and may be overruled.

7. The notice and objection procedures set forth in this Order and the Motion constitute good and sufficient notice of the Combined Hearing, deadlines and procedures for objecting to approval of the Solicitation Procedures, adequacy of the Disclosure Statement, and confirmation of the Plan, and no other or further notice shall be necessary.

8. The Solicitation Procedures comply with the requirements of the Bankruptcy Code, Bankruptcy Rules, and Bankruptcy Local Rules and are approved in their entirety.

9. The Voting Record Date is approved and shall be January 22, 2025 for determining the Holders of Claims that are entitled to vote to accept or reject the Plan.

10. The Prepetition Credit Facility Agent shall provide contact information (including names, physical addresses and email addresses to which Solicitation Packages shall be sent, and amounts of Prepetition Credit Facility Claims) to the Debtors and the Claims and Noticing Agent no later than 2 business days following entry of this Order, to the extent any such contact information has changed following solicitation of the Initial Plan.

11. The Ballots substantially in the form attached hereto as **Exhibits 2** and **3** are approved.

12. All Ballots must be properly executed, completed, and returned **so that they are actually received** by the Claims and Noticing Agent by no later than the Voting Deadline of **4:00 p.m. (prevailing Central Time) on February 20, 2025**. The Debtors are authorized to extend the Voting Deadline in their sole discretion and will include notice of any extension in any voting report tabulating the Ballots and votes received that is filed with the Court. For the avoidance of doubt, any Ballots submitted with respect to the Initial Plan shall not be counted as votes to accept or reject the Plan.

13. The Claims and Noticing Agent is authorized to accept Ballots via electronic online transmission through a customized online portal on the Debtors' case website. The encrypted Ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective.

14. The Claims and Noticing Agent shall complete delivery of the Solicitation Packages by the Solicitation Deadline. The materials constituting the Solicitation Packages, the forms of each of which are approved, shall be delivered to the Holders in the Voting Classes in accordance with the Solicitation Procedures.

15. The Debtors are further authorized, but not directed, in their discretion, to distribute the Plan, the Disclosure Statement, and the Order (excluding exhibits) in an electronic format, such as a flash drive, instead of a paper format. If a party who receives the Plan, the Disclosure Statement, and the Order (excluding exhibits) electronically prefers a paper copy format, the party may request paper copies from the Claims and Noticing Agent by visiting the Debtors' case website at www.veritaglobal.net/ZHI or calling the Claims and Noticing Agent at (866) 479-8211 (US and Canada) or +1 (781) 575-2037 (International).

16. For purposes of serving the Solicitation Package, the Claims and Noticing Agent is authorized to rely on the address information maintained by the Debtors and the Prepetition Credit Facility Agent as of the Voting Record Date and provided to the Claims and Noticing Agent. The Debtors are not required to mail Solicitation Packages to creditors whose prior mailings in these Chapter 11 Cases were returned as undeliverable and who have not provided a new forwarding address by the Voting Record Date.

17. The Non-Voting Status Notice and the Opt-Out Form, substantially in the forms attached hereto as **Exhibits 4** and **5**, are approved. The Debtors shall cause the Claims and Noticing Agent to mail a copy of the Non-Voting Status Notice and the Opt-Out Form in lieu of Solicitation Packages to Holders in the Non-Voting Classes by the Solicitation Deadline.

18. To the extent any party in interest properly submitted an Opt-Out Form in connection with the solicitation of the Initial Plan, such Opt-Out Form shall remain effective and

such party in interest shall not be required to re-submit an Opt-Out Form to opt-out of the Plan's Third-Party Release.

19. The Combined Hearing Notice, substantially in the form attached hereto as **Exhibit 6**, is approved and shall be deemed good and sufficient notice of the Combined Hearing and no further notice need be given. The Debtors shall cause the Claims and Noticing Agent to complete service upon (a) all known Holders of Claims against and Interests in the Debtors and (b) all Notice Parties, in each case, as of the Voting Record Date, as described in the Motion, with a copy of the Combined Hearing Notice by January 24, 2025, or one business day after the Court's entry of this Order.

20. The Debtors are authorized to enter into transactions to cause the Publication Notice, substantially in the form attached hereto as **Exhibit 7**, to be published in *The New York Times* (National Edition), *USA Today* (National Edition), *Beaumont Enterprise*, and *Port Arthur News* by January 30, 2025 or as soon as reasonably practicable thereafter, and to make reasonable payments required for such publication.

21. The form of the Assumption Notice, substantially in the form attached hereto as **Exhibit 8**, is approved.

22. The form of the Rejection Notice, substantially in the form attached hereto as **Exhibit 9**, is approved.

23. The Disputed Claims Notice, substantially in the form attached hereto as **Exhibit 10**, and the Disputed Claims Procedures are approved. The Debtors shall cause the Disputed Claims Notice to be served on Holders of Claims that are subject to a pending objection by the Debtors as set forth in the Disputed Claim Procedures, and such notice shall be sufficient

and appropriate notice of the Combined Hearing under the circumstances of these Chapter 11 Cases.

24. The Reclassification Notice, substantially in the form attached hereto as **Exhibit 11**, is approved. The Debtors shall cause the Reclassification Notice to be served on Holders of Claims that are subject to a Reclassification Objection by the Debtors as set forth in the Disputed Claim Procedures, and such notice shall be sufficient and appropriate notice of the Combined Hearing under the circumstances of these Chapter 11 Cases.

25. The Cover Letter, substantially in the form attached to this Order as **Exhibit 12**, is approved. The Debtors shall cause the Claims and Noticing Agent to serve the Cover Letter in the Solicitation Packages on all Holders of Claims entitled to vote on the Plan.

26. The form of the Employee Letter, substantially in the form attached hereto in **Exhibit 13**, is approved. The Debtors shall cause the Claims and Noticing Agent to serve the Employee Letter on Non-Creditor Employees via first class mail. No other or further notice to Non-Creditor Employees shall be necessary.

27. The Debtors shall cause the Claims and Noticing Agent to include the U.S. Trustee Letter, substantially in the form attached hereto as **Exhibit 14**, in the Solicitation Package.

28. The Debtors shall cause the Claims and Noticing Agent to include a letter from the Committee in the Solicitation Package, to the extent the Committee provides such letter prior to the commencement of solicitation.

29. The Claims and Noticing Agent shall File the Voting Report with the Court **on or before February 25, 2025**. The Debtors shall cause such certification to be served upon all parties entitled to receive notice under Bankruptcy Rule 2002(b) and posted on the website maintained by the Claims and Noticing Agent.

30. The Claims and Noticing Agent is authorized to assist the Debtors in: (a) distributing the Solicitation Packages; (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by Holders of Claims entitled to vote on the Plan; (c) responding to inquiries from Holders of Claims, Holders of Interests, and other parties in interest relating to the Disclosure Statement, the Plan, the Ballot, the Solicitation Packages, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan; (d) soliciting votes on the Plan; and (e) if necessary, contacting creditors and equityholders regarding the Plan.

31. The notice and objection procedures set forth in this Order and the Motion constitute good and sufficient notice of the Combined Hearing, deadline and procedures for objecting to approval of the Solicitation Procedures, adequacy of the Disclosure Statement, and confirmation of the Plan, and no other or further notice shall be necessary.

32. Notice of the Motion as provided therein shall be deemed good and sufficient notice of the Motion and the requirements of the Bankruptcy Local Rules are satisfied by such notice.

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

34. The Debtors are authorized to make non-substantive or immaterial changes to the Disclosure Statement, the Plan, the Ballots, the Solicitation Packages and all documents provided therein, the Non-Voting Status Notice, the Opt-Out Form, the Combined Hearing Notice, the Publication Notice, the Assumption Notice, the Rejection Notice, the Disputed Claim Notice, the Reclassification Notice, the Cover Letter, and the Employee Letter, and related documents (including any exhibits, schedules, or annexes attached to the foregoing) before distributing Solicitation Packages to each creditor or other party in interest in accordance with the terms of this

Order without further order of the Court, including changes to correct typographical, clerical, and grammatical errors, and to make conforming changes among the above-listed documents where, in the Debtors' reasonable discretion, doing so would better facilitate the solicitation process.

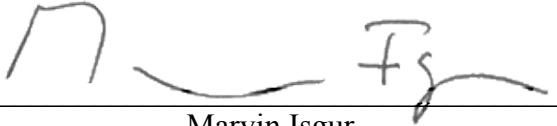
35. Notwithstanding entry of the Order, nothing herein shall create, nor is intended to create any rights in favor of or enhance the status of any claim held by any party.

36. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a Proof of Claim after the Voting Record Date.

37. Nothing in this Order shall be construed as a waiver of any right or arguments that any party in interest may raise to confirmation of the Plan or approval of the Disclosure Statement on a final basis.

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

Signed: January 23, 2025


Marvin Isgur
United States Bankruptcy Judge