

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

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	:	
In re:	:	Chapter 11
	:	
MODIVCARE INC., <i>et al.</i> ,	:	Case No. 25-90309 (ARP)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
-----	X	

**MOTION OF DEBTORS FOR ENTRY OF
AN ORDER ESTABLISHING PROCEDURES FOR INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov/> within twenty-one days from the date this motion was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

ModivCare Inc. and its debtor affiliates in the above-captioned cases, as debtors and debtors in possession (collectively, the “*Debtors*”), respectfully state as follows in support of this motion (this “*Motion*”):

RELIEF REQUESTED

1. By this Motion, the Debtors hereby seek entry of an order, substantially in the form attached hereto (the “*Proposed Order*”), establishing procedures for providing (a) compensation and reimbursement of expenses to attorneys and other professionals whose retentions are approved

¹ A complete list of each of the Debtors in these chapter 11 cases (the “*Chapter 11 Cases*”) and the last four digits of each Debtor’s taxpayer identification number (if applicable) may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/ModivCare>. Debtor ModivCare Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is 6900 E. Layton Avenue, Suite 1100 & 1200, Denver, Colorado 80237.



by this Court pursuant to sections 327 or 1103 of title 11 of the Bankruptcy Code (as defined below), and who will be required to file applications for allowance of compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code; and (b) reimbursement of expenses to members of any official committees formed by the Office of the United States Trustee for the Southern District of Texas (the “*U.S. Trustee*”) (excluding fees and expenses of any member’s counsel).

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the Southern District of Texas (the “*Court*”) has jurisdiction to consider this Motion under 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b) and the Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper under 28 U.S.C. §§ 1408 and 1409.

3. The statutory and legal predicates for the relief requested herein are sections 105(a), 330, and 331 of title 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “*Bankruptcy Code*”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “*Bankruptcy Local Rules*”), and Procedures for Complex Cases in the Southern District of Texas.

BACKGROUND

4. On August 20, 2025 (the “*Petition Date*”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession under sections 1107(a) and 1108 of the Bankruptcy Code. On September 5, 2025, the U.S. Trustee appointed an official committee of unsecured creditors [Docket No. 124] (the “*Committee*”). No request for the appointment of a trustee or an examiner has been made in the Chapter 11 Cases.

5. The Chapter 11 Cases are jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Bankruptcy Rules and Rule 1015-1 of the Bankruptcy Local Rules.

6. The factual background regarding the Debtors, including their business, their capital structure, and the events leading to the commencement of the Chapter 11 Cases is set forth in the *Declaration of Chad J. Shandler in Support of Chapter 11 Petitions and First Day Relief* (the “**First Day Declaration**”) [Docket No. 14].²

7. ModivCare is a technology-based healthcare services company that helps people (especially those in vulnerable situations) get the care and support they need. The Company works with government and private health insurance plans, as well as individuals, to provide: (a) transportation to and from medical appointments (non-emergency medical transportation totaling over 36 million rides per year); (b) in-home personal care (*e.g.*, helping with daily activities); (c) remote monitoring of patients’ health from home; and (d) community health kiosks and wellness programs. ModivCare employs approximately 23,675 people and operates across 48 states and the District of Columbia, including Texas, with corporate offices in Denver, Colorado. ModivCare’s goal is to make it easier for patients to get care, remove barriers that keep people from staying healthy, and improve overall health outcomes.

8. As described in the First Day Declaration, the Debtors are party to that certain Restructuring Support Agreement (the “**RSA**”) with certain creditors who collectively hold approximately 90% of the First Lien Claims and approximately 70% of the Second Lien Claims. Pursuant to the RSA, the consenting creditors have agreed to provide \$100 million in debtor-in-possession financing to fund the Chapter 11 Cases and support the comprehensive restructuring

² Capitalized terms used but not otherwise defined herein have the meaning assigned to them in the First Day Declaration.

transactions set forth in the term sheet attached to the RSA (the “***RSA Term Sheet***”). The RSA Term Sheet contemplates, among other things: (a) the equitization of approximately \$871 million in First Lien Claims and approximately \$316 million in Second Lien Claims; (b) the commitment of the consenting creditors to provide exit financing through the Exit Term Loan Facility; (c) the reorganized Debtors’ entry into an exit revolving credit facility to support ongoing operations; and (d) the discharge of the Unsecured Notes Claims and General Unsecured Claims; with holders of such claims entitled to participate in an equity rights offering of up to \$200 million, subject to the terms of the RSA. On September 4, 2025, the Debtors filed the *Joint Chapter 11 Plan of Reorganization of ModivCare Inc. and its Debtor Affiliates* [Docket No. 119] (the “***Plan***”) and corresponding disclosure statement [Docket No. 120] reflecting the terms of the RSA and RSA Term Sheet. In total, the transactions contemplated by the Plan and RSA Term Sheet are expected to reduce the Debtors’ funded debt obligations by approximately \$1.1 billion.

9. The Debtors have filed or intend to file applications to employ and retain professionals in the Chapter 11 Cases, including, but not limited to: (a) Latham & Watkins LLP, as bankruptcy co-counsel; (b) Hunton Andrews Kurth LLP, as bankruptcy co-counsel; (c) FTI Consulting, Inc., as financial advisor; (d) Moelis & Company LLC, as investment banker; and (e) Ernst & Young LLP, to provide accounting advisory, tax compliance, tax provision, and tax consulting services. The Debtors may in the future seek authority to retain additional professionals pursuant to section 327 of the Bankruptcy Code during the course of the Chapter 11 Cases.³ Each

³ The Debtors also have filed or intend to file a motion seeking authority to employ and pay certain professionals used in the ordinary course of business (each, an “***Ordinary Course Professional***”), rather than file a formal retention application for each such Ordinary Course Professional. For the avoidance of doubt, the Compensation Procedures (as defined below) shall not apply to the payment of compensation and reimbursement of expenses of the Ordinary Course Professionals.

entity retained pursuant to section 327 or 1103 of the Bankruptcy Code is referred to herein as a “*Professional*” and collectively, as the “*Professionals*.”

10. The Debtors believe that establishing orderly procedures to pay the Professionals will streamline the administration of the Chapter 11 Cases and otherwise promote efficiency for the Court, the U.S. Trustee, and all parties in interest.

PROPOSED COMPENSATION AND REIMBURSEMENT PROCEDURES

11. To streamline the compensation process and enable the Court and all other parties in interest to more effectively monitor the fees and expenses incurred by the various Professionals for the rendering of services to the Debtors from the Petition Date through the effective date of the Debtors’ chapter 11 plan of reorganization (the “*Effective Date*”), the Debtors request that the Court implement the following procedures (the “*Compensation Procedures*”):

- a. On or after the fifth day of each month following the month for which compensation is sought, each Professional seeking interim allowance of its fees and expenses who (i) has been, or is hereafter, retained pursuant to sections 327 or 1103 of the Bankruptcy Code and (ii) is not retained as an Ordinary Course Professional, shall send a reasonably detailed monthly statement indicating the nature of the services rendered and expenses incurred (each, a “*Monthly Fee Statement*”), by e-mail, to the following parties (collectively, the “*Notice Parties*”):
 - i. the Debtors, ModivCare Inc., 6900 E. Layton Avenue, Suite 1100 & 1200, Denver, Colorado 80237, Attn: Faisal Khan (Faisal.Khan@modivcare.com);
 - ii. proposed co-counsel to the Debtors, Latham & Watkins LLP, 1271 Avenue of the Americas, New York, New York 10020, Attn: Ray Schrock, Keith A. Simon, George Klidonas, and Jonathan Weichselbaum (ray.schrock@lw.com, keith.simon@lw.com, george.klidonas@lw.com, and jon.weichselbaum@lw.com);
 - iii. proposed co-counsel to the Debtors, Hunton Andrews Kurth LLP, 600 Travis Street, Suite 4200, Houston, Texas 77002, Attn: Tad Davidson, and Brandon Bell (taddavidson@hunton.com, and bbell@hunton.com);
 - iv. the Office of the U.S. Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Jana

Whitworth, Andrew Jimenez, and Alina Samko-Yu (janawhitworth@usdoj.gov, andrew.jimenez@usdoj.gov, and alina.samko-yu@usdoj.com);

- v. counsel to the First Lien Agent and the Consenting Creditors, Paul Hastings LLP, 71 S. Wacker Drive, Forty-Fifth Floor, Chicago, IL 60606 (Attn: Kris Hansen, Matt Warren, and Lindsey Henrikson (krishansen@paulhastings.com, mattwarren@paulhastings.com, and lindseyhenrikson@paulhastings.com); and
- vi. counsel to the Committee.

Any Professional that fails to submit a Monthly Fee Statement for a particular month or months may subsequently submit a consolidated Monthly Fee Statement that includes a request for compensation earned or expenses incurred during such previous month(s). All Monthly Fee Statements shall comply with the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and applicable law. The first Monthly Fee Statement submitted by each Professional serving as of the Petition Date will cover the period from the Petition Date through and including September 30, 2025. Thereafter, each Monthly Fee Statement shall cover one calendar month (except to the extent that a Professional files a consolidated Monthly Fee Statement, as set forth above).

- b. Each Notice Party will have until 4:00 p.m. (prevailing Central Time) on the day that is fourteen days after delivery of a Monthly Fee Statement (the “**Objection Deadline**”) to object to the requested fees and expenses in accordance with the procedures described in subparagraph (c) below. Upon the expiration of the Objection Deadline, the Debtors shall promptly pay the applicable Professional an amount equal to 80% of the fees and 100% of the expenses requested in the applicable Monthly Fee Statement (the “**Actual Monthly Payment**”) that are not subject to an objection pursuant to subparagraph (c) below.
- c. If any Notice Party objects to a Professional’s Monthly Fee Statement, such party must serve via e-mail on such Professional and each other Notice Party a written objection (an “**Objection**”) so as to be received on or before the Objection Deadline. Any such Objection must identify with specificity the objectionable fees or expenses, including the amount of such objected-to fees or expenses and the basis for such Objection. Thereafter, the objecting party and the affected Professional may attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution within fourteen days after delivery of the Objection or such later date as both parties agree (the “**Resolution Period**”), the objecting party shall file its Objection with the Court within 3 business days of the expiration of the Resolution Period and serve such Objection on the affected Professional and each of the other Notice Parties. Thereafter, the affected Professional may either (i) file a response to the Objection with the Court or (ii) forego payment of the amount subject to Objection until the next Interim Fee Application or Final Fee Application hearing, at which time the affected Professional may request that the Court consider

the Objection. For the avoidance of doubt, the applicable Professional may receive payment of any of the Actual Monthly Payment that is not subject to an Objection after the expiration of the Objection Deadline.

- d. Beginning with the period ending November 30, 2025, and at three month intervals thereafter (each, an “***Interim Fee Period***”), each Professional shall file with the Court and serve on the Notice Parties an interim fee application (an “***Interim Fee Application***”) for allowance of compensation and reimbursement of expenses sought in the Monthly Fee Statements submitted during such Interim Fee Period and prepared in accordance with the Compensation Procedures. Interim Fee Applications may be filed after the close of each Interim Fee Period. Interim Fee Applications must comply with sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. The Notice Parties will have twenty-one days after service of an Interim Fee Application to object thereto. The first Interim Fee Application shall cover the Interim Fee Period from the Petition Date through and including November 30, 2025. Notwithstanding anything to the contrary in the Compensation Procedures, a Professional may file a combined Interim Fee Application with its fee application for final allowance of compensation and reimbursement of expenses (a “***Final Fee Application***” and, together with the Interim Fee Applications, the “***Applications***”).
- e. The Court, in its discretion, may approve an uncontested Interim Fee Application or Final Fee Application without the need for a hearing, upon the Professional’s filing of a certificate of no objection or certificate of counsel. Upon allowance by the Court of a Professional’s Interim Fee Application or Final Fee Application, the Debtors shall be authorized to promptly pay such Professional all requested fees (including the 20% holdback) and expenses not previously paid.
- f. The pendency of an Objection to payment of compensation or reimbursement of expenses shall not disqualify a Professional from the future payment of compensation or reimbursement of expenses not previously paid pursuant to the Compensation Procedures, unless otherwise ordered by the Court.

12. The Debtors further request that each member of any official committee formed by the U.S. Trustee be permitted to submit statements of out-of-pocket expenses (excluding the fees and expenses of any member’s counsel) and supporting vouchers to counsel for any such committee, and that counsel for such committee be required to collect such statements and vouchers and submit a request for reimbursement of the documented expenses in accordance with the foregoing Compensation Procedures.

13. The Debtors further request that the Court limit service of the Applications to the Notice Parties, and that all other parties that have filed a notice of appearance with the Clerk of the Court and requested notice of pleadings in the Chapter 11 Cases be entitled to receive only notice of hearings on the Applications (the “*Hearing Notices*”). Serving the Monthly Fee Statements and the Hearing Notices in this manner will permit the parties most active in the Chapter 11 Cases to review and object to the Professionals’ fees while saving unnecessary duplication and mailing expenses.

BASIS FOR RELIEF

14. The implementation of the proposed Compensation Procedures is justified in these proceedings because the Chapter 11 Cases present a number of complex issues that, together with the day-to-day administration of these cases, must be addressed by the Debtors’ staff and resources. In addition, it is anticipated that several Professionals will be involved in the Chapter 11 Cases. Absent streamlined compensation procedures, the fee application and review process could be exceptionally burdensome on the Debtors, the Professionals, the Court, and other parties in interest. By contrast, under the proposed Compensation Procedures, the mechanism for payment of Professionals’ fees will be simplified and will avoid unnecessary Court involvement.

15. The right of the Professionals to seek interim payments from the Debtors’ estates is governed by section 331 of the Bankruptcy Code, which provides, in relevant part, as follows:

A trustee, an examiner, a debtor’s attorney, or any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title. After notice and a hearing, the court may allow and disburse to such applicant such compensation or reimbursement.

11 U.S.C. § 331. Absent an order of the court, section 331 of the Bankruptcy Code limits payment of fees and expenses to Professionals rendering services in the Chapter 11 Cases to only three times per year.

16. Congress's intent in enacting section 331 of the Bankruptcy Code is expressed unequivocally in the House and Senate Reports accompanying the enactment of the Bankruptcy Code:

The court may permit more frequent applications if the circumstances warrant, such as in very large cases where the legal work is extensive and merits more frequent payments. The court is authorized to allow and order disbursement to the applicant of compensation and reimbursement that is otherwise allowable under section 330.

H.R. Rep. No. 595, 95th Cong., 1st Sess. 330 (1977); S. Rep. No. 989, 95th Cong., 2d Sess. 41-42 (1978).

17. Moreover, section 105(a) of the Bankruptcy Code provides, in relevant part, that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” 11 U.S.C. § 105(a). Thus, the Court has authority to enter an order authorizing procedures for interim payment of monthly compensation and reimbursement of expenses.

18. The proposed Compensation Procedures will enable the Debtors to closely monitor the costs of administering the Chapter 11 Cases, maintain a level cash flow, and implement efficient cash-management procedures. In addition, the Compensation Procedures will allow the Court and key parties in interest to ensure the reasonableness and necessity of the compensation and reimbursement sought pursuant to a streamlined and efficient process. The Debtors submit that more frequent payment applications than those prescribed in section 331 of the Bankruptcy

Code are merited in light of the size of the Chapter 11 Cases and the anticipated complexity of the Professionals' work in connection therewith.

19. In light of the foregoing, the Debtors submit that the relief requested herein is appropriate and in the best interest of the Debtors' estates, creditors, and all parties in interest and, therefore, should be granted.

NOTICE

20. Notice of this Motion will be given to the parties on the Debtors' Master Service List and all parties that have requested or that are required to receive notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

21. A copy of this Motion is available on (a) the Court's website, at www.txs.uscourts.gov and (b) the website maintained by the Debtors' claims and noticing agent, Kurtzman Carson Consultants, LLC d/b/a Verita Global, at <https://www.veritaglobal.net/ModivCare>.

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WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: September 18, 2025
Houston, Texas

Respectfully submitted,

/s/ Timothy A. ("Tad") Davidson II

HUNTON ANDREWS KURTH LLP

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*Proposed Attorneys for the Debtors
and Debtors in Possession*

CERTIFICATE OF SERVICE

I certify that on September 18, 2025, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on those parties registered to receive electronic notices.

/s/ Timothy A. ("Tad") Davidson II

Timothy A. ("Tad") Davidson II

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

	X	
	:	
In re:	:	Chapter 11
	:	
MODIVCARE INC., <i>et al.</i> ,	:	Case No. 25-90309 (ARP)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	X	

**ORDER ESTABLISHING PROCEDURES FOR INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**
[Relates to Motion at Docket No. ____]

Upon the motion (the “*Motion*”)² of the Debtors for entry of an order (this “*Order*”) establishing procedures for interim compensation and reimbursement of expenses for professionals and official committee members, all as more fully set forth in the Motion; and the Court having reviewed the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the 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 it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary, except as set forth in the Motion with respect to entry of this Order; and upon the record herein; and after due deliberation thereon; and all objections, if any, to the

¹ A complete list of each of the Debtors in these chapter 11 cases (the “*Chapter 11 Cases*”) and the last four digits of each Debtor’s taxpayer identification number (if applicable) may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/ModivCare>. Debtor ModivCare Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is 6900 E. Layton Avenue, Suite 1100 & 1200, Denver, Colorado 80237.

² Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the Motion.

Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. All Professionals in the Chapter 11 Cases may seek compensation in accordance with the following procedures (collectively, the “*Compensation Procedures*”):

- a. On or after the fifth day of each month following the month for which compensation is sought, each Professional seeking interim allowance of its fees and expenses who (i) has been, or is hereafter, retained pursuant to sections 327 or 1103 of the Bankruptcy Code and (ii) is not retained as an Ordinary Course Professional, shall send a reasonably detailed monthly statement indicating the nature of the services rendered and expenses incurred (each, a “*Monthly Fee Statement*”), by e-mail, to the following parties (collectively, the “*Notice Parties*”):
 - i. the Debtors, ModivCare Inc., 6900 E. Layton Avenue, Suite 1100 & 1200, Denver, Colorado 80237, Attn: Faisal Khan (Faisal.Khan@modivcare.com);
 - ii. proposed co-counsel to the Debtors, Latham & Watkins LLP, 1271 Avenue of the Americas, New York, New York 10020, Attn: Ray Schrock, Keith A. Simon, George Klidonas, and Jonathan Weichselbaum (ray.schrock@lw.com, keith.simon@lw.com, george.klidonas@lw.com, and jon.weichselbaum@lw.com);
 - iii. proposed co-counsel to the Debtors, Hunton Andrews Kurth LLP, 600 Travis Street, Suite 4200, Houston, Texas 77002, Attn: Tad Davidson, and Brandon Bell (taddavidson@hunton.com, and bbell@hunton.com);
 - iv. the Office of the U.S. Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Jana Whitworth, Andrew Jimenez, and Alina Samko-Yu (janawhitworth@usdoj.gov, andrew.jimenez@usdoj.gov, and alina.samko-yu@usdoj.com);
 - v. counsel to the First Lien Agent and the Consenting Creditors, Paul Hastings LLP, 71 S. Wacker Drive, Forty-Fifth Floor, Chicago, IL 60606 (Attn: Kris Hansen, Matt Warren, and Lindsey Henrikson

(krishansen@paulhastings.com, mattwarren@paulhastings.com, and lindseyhenrikson@paulhastings.com); and

vi. counsel to the Committee.

Any Professional that fails to submit a Monthly Fee Statement for a particular month or months may subsequently submit a consolidated Monthly Fee Statement that includes a request for compensation earned or expenses incurred during such previous month(s). All Monthly Fee Statements shall comply with the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and applicable law. The first Monthly Fee Statement submitted by each Professional serving as of the Petition Date will cover the period from the Petition Date through and including September 30, 2025. Thereafter, each Monthly Fee Statement shall cover one calendar month (except to the extent that a Professional files a consolidated Monthly Fee Statement, as set forth above).

- b. Each Notice Party will have until 4:00 p.m. (prevailing Central Time) on the day that is fourteen days after delivery of a Monthly Fee Statement (the “**Objection Deadline**”) to object to the requested fees and expenses in accordance with the procedures described in subparagraph (c) below. Upon the expiration of the Objection Deadline, the Debtors shall promptly pay the applicable Professional an amount equal to 80% of the fees and 100% of the expenses requested in the applicable Monthly Fee Statement (the “**Actual Monthly Payment**”) that are not subject to an objection pursuant to subparagraph (c) below.
- c. If any Notice Party objects to a Professional’s Monthly Fee Statement, such party must serve via e-mail on such Professional and each other Notice Party a written objection (an “**Objection**”) so as to be received on or before the Objection Deadline. Any such Objection must identify with specificity the objectionable fees or expenses, including the amount of such objected-to fees or expenses, and the basis for such Objection. Thereafter, the objecting party and the affected Professional may attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution within fourteen days after delivery of the Objection or such later date as both parties agree (the “**Resolution Period**”), the objecting party shall file its Objection with the Court within 3 business days of the expiration of the Resolution Period and serve such Objection on the affected Professional and each of the other Notice Parties. Thereafter, the affected Professional may either (i) file a response to the Objection with the Court or (ii) forego payment of the amount subject to Objection until the next Interim Fee Application or Final Fee Application hearing, at which time the affected Professional may request that the Court consider the Objection. For the avoidance of doubt, the applicable Professional may receive payment of any of the Actual Monthly Payment that is not subject to Objection after the expiration of the Objection Deadline.
- d. Beginning with the period ending November 30, 2025, and at three month intervals thereafter (each, an “**Interim Fee Period**”), each Professional shall file with the Court and serve on the Notice Parties an interim fee application (an “**Interim Fee**

Application”) for allowance of compensation and reimbursement of expenses sought in the Monthly Fee Statements submitted during such Interim Fee Period and prepared in accordance with the Compensation Procedures. Interim Fee Applications may be filed after the close of each Interim Fee Period. Interim Fee Applications must comply with sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. The Notice Parties will have twenty-one days after service of an Interim Fee Application to object thereto. The first Interim Fee Application shall cover the Interim Fee Period from the Petition Date through and including November 30, 2025. Notwithstanding anything to the contrary in the Compensation Procedures, a Professional may file a combined Interim Fee Application with its fee application for final allowance of compensation and reimbursement of expenses (a “*Final Fee Application*” and, together with the Interim Fee Applications, the “*Applications*”).

- e. The Court, in its discretion, may approve an uncontested Interim Fee Application or Final Fee Application without the need for a hearing, upon the Professional’s filing of a certificate of no objection or certificate of counsel. Upon allowance by the Court of a Professional’s Interim Fee Application, the Debtors shall be authorized to promptly pay such Professional all requested fees (including the 20% holdback) and expenses not previously paid.
- f. The pendency of an Objection to payment of compensation or reimbursement of expenses shall not disqualify a Professional from the future payment of compensation or reimbursement of expenses not previously paid pursuant to the Compensation Procedures, unless otherwise ordered by the Court.

2. Neither (a) the payment of or the failure to pay, in whole or in part, a Monthly Fee Statement under the Compensation Procedures nor (b) the filing of or failure to file an Objection with the Court will bind any party in interest or the Court with respect to the final allowance of applications for compensation and reimbursement of expenses of Professionals. All fees and expenses paid to Professionals under the Compensation Procedures are subject to challenge and disgorgement until final allowance by the Court.

3. Each member of any official committee formed by the U.S. Trustee is permitted to submit statements of expenses incurred in the performance of the duties of the committee (excluding third-party counsel expenses of individual committee members) and supporting vouchers to the respective committee’s counsel, which counsel shall collect and file the committee

members' requests for reimbursement with this Court in accordance with the Compensation Procedures.

4. The Professionals shall serve the Monthly Fee Statements only on the Notice Parties and shall file Applications with the Court. The Professionals shall serve Hearing Notices concerning Applications on all other parties that have filed a notice of appearance with the Clerk of the Court and requested notice of pleadings in the Chapter 11 Cases.

5. A Professional shall not seek payment in a Final Fee Application for any amounts that such Professional previously sought in a Monthly Fee Statement or Interim Fee Application if (a) such Professional voluntarily waived or reduced such amounts to resolve formal or informal objections or (b) such amounts were disallowed by order of the Court.

6. All notices given in accordance with the Compensation Procedures shall be deemed sufficient and adequate notice and in full compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules.

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

8. The terms and conditions of this Order are immediately effective and enforceable upon its entry.

9. The Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

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

Signed: _____, 2025
Houston, Texas

UNITED STATES BANKRUPTCY JUDGE