

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

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

**COMPLEX CASE FEE APPLICATION COVERSHEET (HOURLY)**

<b>Name of Applicant:</b>	Quinn Emanuel Urquhart & Sullivan, LLP	
<b>Applicant’s Role in Case:</b>	Counsel to the Special Committee (as set forth in Docket Nos. 362 and 558)	
<b>Docket No. of Employment Order(s):</b>	558	
<b>Interim Application Final Application (First and Final)</b>	Indicate whether this is an interim or final Application. If interim, indicate the number (1 <sup>st</sup> , 2 <sup>nd</sup> , 3 <sup>rd</sup> , etc.)	
	<b>Beginning Date</b>	<b>End Date</b>
<b>Time period covered by this Application for which interim compensation has not previously been awarded:</b>	September 1, 2025	December 29, 2025
<b>Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? (Y)</b>		
<b>Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? (Y)</b>		
<b>Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? (Y)</b>		
<b>Do expense reimbursements represent actual and necessary expenses incurred? (Y)</b>		
<b>Compensation Breakdown for Time Period Covered by this Application</b>		
<b>Total professional fees requested in this Application:</b>	\$2,032,798.75	
<b>Total professional hours covered by this Application:</b>	1,482.0	

<sup>1</sup> A complete list of each of the Debtors in 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 is 6900 E. Layton Avenue, Suites 1100 and 1200, Denver, Colorado 80237.



<b>Average hourly rate for professionals:</b>	\$1,371.66
<b>Total paraprofessional fees requested in this Application:</b>	\$23,776.50
<b>Total paraprofessional hours covered by this Application:</b>	36.3
<b>Average hourly rate for paraprofessionals:</b>	\$655.00
<b>Total fees requested in this Application:</b>	\$2,056,575.25
<b>Total expense reimbursements requested in this Application:</b>	\$17,184.47
<b>Total fees and expenses requested in this Application:</b>	\$2,073,759.72
<b>Total fees and expenses awarded in all prior Applications:</b>	\$0.00
<b>Plan Status:</b> The Second Amended Plan was confirmed in December 2025 (Docket No. 1055)	
<b>Primary Benefits:</b> The Special Committee of the Debtors, consisting of the Independent Director, with the assistance of Quinn Emanuel Urquhart & Sullivan LLP, conducted an independent investigation to identify, investigate, and evaluate any and all colorable, potentially viable, and timely claims and causes of action that belong to the Debtors and concluded that there were no such claims and causes of action worth pursuing at the time the investigation concluded.	

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MODIVCARE INC., et al., <sup>1</sup>	§	Case No. 25-90309 (ARP)
Debtors.	§	(Jointly Administered)
	§	
	§	
	§	

**QUINN EMANUEL URQUHART & SULLIVAN, LLP’S FIRST  
AND FINAL APPLICATION FOR THE PAYMENT OF COMPENSATION  
AND THE REIMBURSEMENT OF EXPENSES FOR THE  
PERIOD SEPTEMBER 1, 2025, THROUGH DECEMBER 29, 2025**

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.

TO THE UNITED STATES BANKRUPTCY JUDGE:

Quinn Emanuel Urquhart & Sullivan, LLP (“*Quinn Emanuel*”) hereby submits its *First and Final Application for the Payment of Compensation and the Reimbursement of Expenses for the Period September 1, 2025, through December 29, 2025* (the “*Application*”), for the allowance of compensation for professional services provided in the amount of \$2,056,575.25 and reimbursement of actual and necessary expenses in the amount of \$17,184.47 that Quinn Emanuel incurred from September 1, 2025, through December 29, 2025 (the “*Application Period*”) as

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<sup>1</sup> A complete list of each of the debtors in the chapter 11 cases (the “*Debtors*”) 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 is 6900 E. Layton Avenue, Suites 1100 and 1200, Denver, Colorado 80237.

counsel to the special committee of ModivCare, Inc. (which consisted solely of, and was under the direction of, Daniel B. Silvers (the “*Independent Director*”)). In support of this Application, Quinn Emanuel submits the *Certification of Susheel Kirpalani* (the “*Kirpalani Declaration*”), which is incorporated by reference. In further support of this Application, Quinn Emanuel respectfully states as follows:

**JURISDICTION**

1. Quinn Emanuel submits this Application pursuant to section 330 of title 11 of the United States Bankruptcy Code (the “*Bankruptcy Code*”), rule 2016 of the Federal Rules of Bankruptcy Procedures (the “*Bankruptcy Rules*”), rule 2016 of the Bankruptcy Local Rules (the “*Local Rules*”) and in recognition of the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the “*U.S. Trustee Guidelines*”).

2. Pursuant to 28 U.S.C. § 1334, jurisdiction lies in this Court. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue properly lies in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**RELIEF REQUESTED**

3. Quinn Emanuel requests that the Court enter an order allowing Quinn Emanuel’s compensation for professional fees rendered during the Application Period in the amount of \$2,056,575.25 and reimbursement of actual and necessary expenses incurred in the amount of \$17,184.47.

**PRELIMINARY STATEMENT**

4. In August 2025, the board of directors of ModivCare, Inc. (the “Board”) appointed Daniel B. Silvers as the Independent Director to investigate and identify any potential claims or causes of action belonging to the Debtors’ estates (including those that were contemplated to be

released under the Debtors' then-proposed chapter 11 plan). The Independent Director then retained Quinn Emanuel to assist him with respect to any actions taken by the Debtors in relation to such actions.

5. During the course of these chapter 11 cases (the "*Chapter 11 Cases*"), Quinn Emanuel worked thoroughly and efficiently to investigate potential claims and/or causes of action in connection with the Independent Director's investigation that were proposed to be released under the Debtors' proposed plan. As part of that investigation, Quinn Emanuel requested and reviewed extensive relevant documentation, participated in numerous witness interviews and depositions, and thoroughly investigated the facts and applicable law of any potential claims and causes of action proposed to be released under the proposed plan.

6. Quinn Emanuel also closely monitored the Chapter 11 Cases, held regular meetings with the Independent Director in order to keep him apprised of the Chapter 11 Cases and the investigation, and advised the Independent Director regarding proposed releases under the proposed plan. Ultimately, the Independent Director recommended that the Board approve the releases that were provided for in the proposed plan, and the Board approved those releases.

7. Quinn Emanuel submits that the compensation sought herein for the necessary and beneficial professional services Quinn Emanuel provided are reasonable and appropriate, commensurate with the scale, nature, and complexity of these Chapter 11 Cases, and should be approved.

**BACKGROUND, RETENTION OF QUINN EMANUEL, AND PLAN CONFIRMATION**

8. On August 20, 2025 (the "*Petition Date*"), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code with the Court. On September 5, 2025, the Office of the United States Trustee for the Southern District of Texas (the "*U.S. Trustee*") appointed an official committee of unsecured creditors (the "*Creditors' Committee*") (Docket No.

124). No request for the appointment of a trustee or an examiner was made in these Chapter 11 Cases.

9. Additional information regarding the Debtors, including their business operations, their capital and debt structures, and the events leading up to the filing of the Chapter 11 Cases, is set forth in detail in the *Declaration of Chad J. Shandler in Support of Debtors' Chapter 11 Petitions and First Day Relief, filed on the Petition Date* (the “**First Day Declaration**”) (Docket No. 14).

10. On September 18, 2025, the Debtors filed the *Motion of Debtors for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Motion**”) (Docket No. 335). The Court entered the order granting the Interim Compensation Motion on October 12, 2025 (the “**Interim Compensation Order**”) (Docket No. 500).

11. On September 25, 2025, the *Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Quinn Emanuel Urquhart & Sullivan, LLP as Counsel to the Special Committee of the Debtors Effective as of September 15, 2025* (the “**Retention Application**”) (Docket No. 362) was filed with the Court. On October 20, 2025, the Court entered an order granting the Retention Application (the “**Retention Order**”) (Docket No. 558).

12. On September 4, 2025, the Debtors filed their *Joint Chapter 11 Plan of Reorganization of Modivcare Inc. and its Debtor Affiliates* (the “**Chapter 11 Plan**”) (Docket No. 119). The Debtors filed their *First Amended Joint Chapter 11 Plan of Reorganization of Modivcare Inc. and its Debtor Affiliates* on October 4, 2025 (the “**First Amended Plan**”) (Docket No. 445). On December 5, 2025, the Debtors filed their *Second Amended Joint Chapter 11 Plan*

of Reorganization of Modivcare Inc. and its Debtor Affiliates (the “**Second Amended Plan**”) (Docket No. 959).

13. Following a confirmation hearing held in December 2025, the Second Amended Plan was confirmed and the Court entered the *Order (I) Confirming Second Amended Joint Chapter 11 Plan of Reorganization of Modivcare Inc. and its Debtor Affiliates and (II) Denying Motions of Official Committee of Unsecured Creditors for Leave, Derivative Standing, and Authority to Commence and Prosecute Certain Causes of Action on Behalf of Debtors’ Estates* (the “**Confirmation Order**”) (Docket No. 1055). The Second Amended Plan was substantially consummated and became effective on December 29, 2025 (the “**Effective Date**”) (Docket No. 1134).

#### **TERMS AND CONDITIONS OF EMPLOYMENT AND COMPENSATION**

14. The terms and conditions of Quinn Emanuel’s employment and compensation to be paid to Quinn Emanuel by the Debtors are outlined in the Retention Application. *See* Docket No. 362. As set forth in the Retention Application, Quinn Emanuel’s customary fees and expenses incurred in connection with this representation are to be paid out of the Debtors’ estates.

#### **PROFESSIONAL SERVICES PROVIDED BY QUINN EMANUEL**

15. The following is a summary, by matter, of the significant professional services Quinn Emanuel rendered during the Application Period.

a. **Administrative Tasks:** Fees: \$6,867.50; Hours: 6.3. The tasks performed in this category include reviewing the Pacer docket and updating the pleading files.

<b>PROFESSIONAL</b>	<b>BILLING RATE</b>	<b>HOURS</b>	<b>TOTAL</b>
Bennett Murphy	\$1,895.00	.5	\$947.50
Lindsay M. Weber	\$1,665.00	2.1	\$3,496.50
Barbara J. Howell	\$655.00	3.7	\$2,423.50
Total		6.3	\$6,867.50

**b. Retention Applications/Fee Applications:** Fees: \$63,896.00; Hours: 51.6.

The tasks performed in this category include preparing the Retention Application and the monthly fee statements.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Lindsay M. Weber	\$1,665.00	29.8	\$49,617.00
Barbara J. Howell	\$655.00	21.8	\$14,279.00
Total		51.6	\$63,896.00

**c. Plan/Disclosure Statement:** Fees: \$206,940.50; Hours: 102.9. The tasks

performed in this category include preparing for and attending the confirmation hearing.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Robert Loigman	\$2,255.00	35.4	\$79,827.00
Patty Tomasco	\$2,045.00	1.9	\$3,885.50
Deborah Newman	\$2,045.00	38.4	\$78,528.00
Daniel Holzman	\$1,775.00	2.0	\$3,550.00
Razmig Izakelian	\$1,665.00	23.6	\$39,294.00
Lindsay M. Weber	\$1,665.00	.8	\$1,332.00
Barbara J. Howell	\$655.00	.8	\$524.00
Total		102.9	\$206,940.50

**d. Investigation:** Fees: \$1,742,397.50; Hours: 1,325.4. The tasks performed

in this category include preparing an investigation strategy, demanding and reviewing documents, preparing discovery and responding to the same, participating in numerous meetings and calls regarding the investigation, preparing for and attending numerous witness interviews and depositions, performing legal research regarding attorney-client privilege and potential causes of action, and participating in several hearings.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Susheel Kirpalani	\$2,700.00	1.6	\$4,320.00
Robert Loigman	\$2,255.00	72.0	\$162,360.00
Patty Tomasco	\$2,045.00	10.2	\$20,859.00
Deborah Newman	\$2,045.00	208.0	\$425,360.00
Bennett Murphy	\$1,895.00	15.3	\$28,993.50
Daniel Holzman	\$1,775.00	10.8	\$19,170.00
Razmig Izakelian	\$1,665.00	242.6	\$304,929.00
Lindsay M. Weber	\$1,665.00	115.0	\$191,475.00

Jordan Alexander	\$1,665.00	82.2	\$136,863.00
Emily Moore	\$710.00	185.3	\$131,563.00
Morgan Brady	\$580.00	35.5	\$20,590.00
Morgan Brady	\$640.00	71.1	\$45,504.00
Nathalie Pierre	\$545.00	119.8	\$65,291.00
Eva Korol	\$545.00	146.0	\$79,570.00
Barbara Howell	\$655.00	9.2	\$6,026.00
Dave Scholz	\$655.00	.8	\$524.00
Total		1,325.4	\$1,742,397.50

e. **Litigation:** Fees: \$4,090.00; Hours: 2.0. The tasks performed in this category include attending the board meeting.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Deborah Newman	\$2,045.00	2.0	\$4,090.00
Total		2.0	\$4,090.00

f. **Non-working Travel:** Fees: \$32,383.75;<sup>2</sup> Hours: 30.1. The tasks performed in this category include travel to and from Houston for the confirmation hearing.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Robert Loigman	\$2,255.00	15.3	\$34,501.50
Deborah Newman	\$2,045.00	14.8	\$30,266.00
Total		30.1	\$64,767.50

### COMPENSATION REQUESTED

16. In this Application, Quinn Emanuel seeks approval of \$2,056,575.25 in fees and \$17,184.47 in expenses from September 1, 2025, through December 29, 2025. Attached as **Exhibit A** is the Kirpalani Declaration. Pursuant to the U.S. Trustee Guidelines, **Exhibit B** contains the chart reflecting customary and comparable compensation disclosures with the Application. **Exhibit C** is a chart summarizing the timekeepers included in this Application, **Exhibit D** is the budget, and **Exhibit E** is a chart with the summary of compensation requested by

<sup>2</sup> Pursuant to the U.S. Guidelines, Quinn Emanuel bills its non-working travel at 50%. The fees billed at 100% for travel total \$64,767.50. 50% of \$64,767.50 totals \$32,383.75.

project category. The monthly fee statements are attached as **Exhibit F**. The blended rate for Quinn Emanuel timekeepers in this Application is \$1,354.52.

17. This Application readily meets the standards of section 330 and applicable case law for compensation for services rendered on behalf of the Debtors' estates and for the administration of these cases. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including—

- a. the time spent on such services;
- b. the rates charged for such services;
- c. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- e. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

18. The Fifth Circuit recognized the contours of the requirements for allowance of compensation under section 330 in *Barron & Newburger, P.C. v. Tex. Skyline, Ltd. (In re Woerner)*, 783 F.3d 266 (5th Cir. 2015). In *Woerner*, the Fifth Circuit held that a court would allow compensation to an attorney for services that are "reasonably likely to benefit" the estate

and that a court should assess the reasonableness of requested compensation “at the time at which the service was rendered.” *Id.* at 273-74. All of the compensation requested in the Application meets the requirements of section 330 as delineated by the Fifth Circuit and should be approved.

19. Quinn Emanuel respectfully submits that the services for which it seeks compensations were, at the time rendered, necessary and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors’ estates. Quinn Emanuel further submits that it performed the services for the Debtors economically, effectively and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors’ estates and the Debtors’ constituents. Quinn Emanuel further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Debtors, their estates and all parties-in-interest. The time Quinn Emanuel spent on the services rendered and the rates charged for such services were reasonable and necessary to fully protect the Debtors’ estates consistent with Quinn Emanuel’s role as special counsel and to maximize the dividend to creditors, in line with the *Johnson*<sup>3</sup> factors adopted by the Fifth Circuit in *Woerner*, as follows:

**a. The Time and Labor Required**

20. As further illustrated by the fee breakdown in the Summary Cover Sheet, the amount of time spent by Quinn Emanuel professionals and paraprofessionals on this case for the Application Period is 1,518.3 hours. Quinn Emanuel respectfully submits that the amount of time spent by Quinn Emanuel professionals and paraprofessionals was appropriate in light of the complexity and contentious nature of these Chapter 11 Cases.

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<sup>3</sup> See *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5<sup>th</sup> Cir. 1974).

**b. The Novelty and Difficulty of the Questions Presented by the Case**

21. Similarly, Quinn Emanuel respectfully submits that the amount of time spent by Quinn Emanuel professionals and paraprofessionals was appropriate in light of the questions presented. As set forth in detail at the confirmation hearings, these Chapter 11 Cases involved challenges by the Committee to the Debtors' ability to release estate claims and causes of action and the reasonableness of such releases, which raised a number of complicated factual and legal issues that were examined by the Independent Director's investigation.

**c. The Skill Requisite to Perform the Legal Services Properly**

22. Quinn Emanuel respectfully submits that it possesses the skill required to properly perform the legal services involved, in particular bankruptcy law expertise, as well as practice experience before this Court, and knowledge of its Local Rules.

**d. The Preclusion of Other Employment by the Attorneys due to Acceptance of this Case**

23. The attorneys at Quinn Emanuel who worked on this engagement devoted their time to these Chapter 11 Case, limiting the amount of time they could spend on other cases.

**e. The Customary Fee for Similar Work in the Community**

24. The fees charged by Quinn Emanuel compare favorably with the fees charged by other counsel in similar cases in this jurisdiction. Quinn Emanuel sets its fees consistent with available market data for similarly sized and situated firms given the years of experience of each attorney. In addition, Quinn Emanuel employs associates and a paralegal on this case in lieu of a single attorney, resulting in a blended rate of \$1,354.52 per hour. For example, this blended rate is comparable to the average hourly rate charged by the Committee's counsel in these cases. *See, e.g.*, Docket No. 1197 (average attorney hourly rate of \$1,500).

f. **Whether the Fees are Fixed or Contingent**

25. Quinn Emanuel's attorneys in this case do not charge fixed or contingent fees, but instead charge hourly consistent with ordinary practice.

g. **Time Pressures Imposed by the Client or Circumstances**

26. The circumstances of the bankruptcy case imposed time pressures due to the need to conduct and complete an investigation within the time frame agreed to by the Debtors and the Committee.

h. **The Amount Involved and Results Obtained as a Result of the Attorney Services**

27. The Independent Director retained Quinn Emanuel to assist him in investigating the estate's potential claims and causes of action. As set forth in the declarations of Daniel B. Silvers (Docket Nos. 687, 803), the potential claims and causes of action that the Independent Director investigated, with the assistance of Quinn Emanuel, included potential claims to avoid approximately \$251 million of second-position liens and to recover over \$20 million in historical payments to the Debtors' current and former officers and directors. The Court ultimately found that the Independent Director's investigation was conducted in good faith and did not find cause to disturb the Independent Director's business judgment.

i. **The Experience, Reputation, and Ability of the Attorneys**

28. The Quinn Emanuel attorneys involved in the work on behalf of the Debtors represent decades of experience, including representation of chapter 11 debtors and committees. The Quinn Emanuel attorneys bring extensive experience in bankruptcy law to these bankruptcy cases and have substantial experience practicing in this Court and extensive familiarity with applicable Fifth Circuit bankruptcy law necessary to represent the Debtors.

j. **The Undesirability of the Cases**

29. Every bankruptcy case carries some risks due to the uncertainty of payment stemming from the relatively unknown value of the debtor's principal assets and the debtor's ability to pay administrative fees and costs. These cases presented no additional undesirable elements.

k. **The Nature and Length of the Professional Relationship with the Client**

30. As stated in the Retention Application, Quinn Emanuel was retained as counsel to the special committee of ModivCare (which consists solely of, and is under the direction of, Daniel B. Silvers, the Independent Director) effective as of September 12, 2025. Quinn Emanuel did not have a preexisting professional relationship with the Debtors.

l. **Awards in Similar Cases**

31. The fees herein requested are in line with fee awards approved in similar cases by counsel with similar sophistication and experience.

**CONCLUSION**

32. In conclusion, the services provided by Quinn Emanuel have been necessary to the administration of the Debtors and beneficial at the time at which the services were rendered. Further, Quinn Emanuel performed the services within a reasonable amount of time commensurate with the complexity, importance, nature of the problems, issues, and tasks addressed on behalf of the Debtors. Finally, the compensation sought is reasonable based on the customary compensation charged by comparably-skilled practitioners in cases under title 11 of the district. Quinn Emanuel requests that the Court determine that the nature, extent, and value of these services were appropriate under the circumstances at the time the services were rendered.

WHEREFORE, PREMISES CONSIDERED, Quinn Emanuel Urquhart & Sullivan, LLP requests that this Court enter an order granting this first and final application for professional

services rendered during the Application Period in the amount of \$2,056,575.25 and reimbursement of actual and necessary expenses incurred by Quinn Emanuel Urquhart & Sullivan, LLP during the Application Period in the amount of \$17,184.47, authorizing the Debtors to pay the fees and expenses as requested, and grant such other and further relief as is just and proper.

Respectfully submitted this 9th day of February, 2026.

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP

/s/ Patricia B. Tomasco

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- and -

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*Counsel to the Investigating Director*

**CERTIFICATE OF SERVICE**

I, Patricia B. Tomasco, hereby certify that on the 9th day of February, 2026, a copy of the foregoing Application was served through the Court's Electronic Case Filing System of the United States Bankruptcy Court for the Southern District of Texas to all parties registered to receive notice by CM/ECF.

/s/ Patricia B. Tomasco

Patricia B. Tomasco

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

In re:  MODIVCARE INC., et al., <sup>1</sup>  Debtors.	§ § § § § § §	Chapter 11  Case No. 25-90309 (ARP)  (Jointly Administered)
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**CERTIFICATION OF SUSHEEL KIRPALANI IN SUPPORT OF  
QUINN EMANUEL URQUHART & SULLIVAN’S FIRST AND FINAL  
APPLICATION FOR THE PAYMENT OF COMPENSATION AND THE  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
SEPTEMBER 1, 2025, THROUGH DECEMBER 29, 2025**

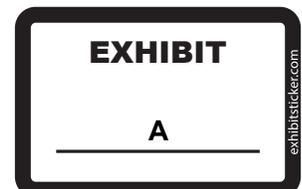
I, Susheel Kirpalani, hereby certify that:

1. I am a Partner of the law firm Quinn Emanuel Urquhart & Sullivan, LLP (“*Quinn Emanuel*”). Quinn Emanuel maintains offices at, among other places, 700 Louisiana, Suite 3900, Houston, Texas 77002, and 295 5th Avenue, 9th Floor, New York, New York 10016.

2. This certification (the “*Certification*”) is made in connection with Quinn Emanuel’s fee application dated February 9th, 2026 (the “*Application*”), for compensation and reimbursement of expenses for the period commencing September 1, 2025, through December 29, 2025 (the “*Application Period*”). I have received the Application and hereby certify that, to the best of my knowledge, information, and belief, the Application complies with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and U.S. Trustee Guidelines.

3. Quinn Emanuel discussed its rates and fees with the Debtors at the outset of these cases and throughout the cases. Attorneys and paraprofessionals assigned to this matter were

<sup>1</sup> A complete list of each of the Debtors in 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 is 6900 E. Layton Avenue, Suites 1100 and 1200, Denver, Colorado 80237.



necessary to assist with the Debtors' bankruptcy cases, investigative work, and the preservation of the Debtors' assets. A budget and staffing plan were not prepared, but Quinn Emanuel worked with the Debtors to ensure efficient and cost-effective representation.

4. In accordance with the U.S. Trustee Guidelines, I, on behalf of Quinn Emanuel, respond to the best of my knowledge, information, and belief to the questions identified therein as follows:

a. Did you agree to any variations from, or alternatives to, your standard or customary billing rates, or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

**Response:** No.

b. If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher than 10% or more, did you discuss the reasons for the variation with the Client?

**Response:** A budget was not prepared.

c. Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

**Response:** No.

d. Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.

**Response:** No.

e. Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

**Response:** No.

f. If the fee application includes any rate increases since retention:

i. Did your client review and approve those rate increases in advance?

ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modify rates or terms in order to have you continue the presentation consistent with ABA Formal Ethics Opinion 11-458?

**Response:** There were no rate increases during the Application Period.

Dated: February 9th, 2026

/s/ Susheel Kirpalani

Susheel Kirpalani

**EXHIBIT B**  
**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES WITH FEE APPLICATIONS**

CATEGORY OF TIMEKEEPER (using categories already maintained by the firm)	BLENDED HOURLY RATE	
	BILLED OR COLLECTED Firm or offices for the preceding year	BILLED In this fee application
Partner	\$1,831.35	\$2,112.10
Of Counsel	\$1,597.53	\$1,841.29
Associate (includes contract attorneys and law clerks)	\$1,313.50	\$1,108.67
Paraprofessional	\$597.03	\$655.00
All Timekeepers Aggregate	\$1,468.82	\$1,354.52

Case Name: *In re Modivcare Inc., et al.*

Case Number: 25-90309 (ARP)

Applicant's Name: Quinn Emanuel Urquhart & Sullivan, LLP

Date of Application: February 9, 2026

Interim or Final: First and Final

**EXHIBIT C**  
**SUMMARY OF TIMEKEEPERS INCLUDED IN THIS FEE APPLICATION**

NAME	TITLE	SECTION	YEAR ADMITTED	FEES BILLED <sup>1</sup>	HOURS BILLED	HOURLY RATE BILLED
Susheel Kirpalani	Partner	Bankruptcy and Reorganization	1995	\$4,320.00	1.6	\$2,700.00
Robert Loigman	Partner	Complex Civil Litigation	1994	\$276,688.50	122.7	\$2,255.00
Deborah Newman	Partner	Bankruptcy and Reorganization	2003	\$538,244.00	263.2	\$2,045.00
Patty Tomasco	Partner	Bankruptcy and Reorganization	1988	\$24,744.50	12.1	\$2,045.00
Daniel Holzman	Counsel	Bankruptcy and Reorganization	1999	\$22,720.00	12.8	\$1,775.00
Bennett Murphy	Counsel	Bankruptcy and Reorganization	1984	\$29,941.00	15.8	\$1,895.00
Razmig Izakelian	Associate	Bankruptcy and Reorganization	2013	\$443,223.00	266.2	\$1,665.00
Lindsay Weber	Associate	Litigation	2008	\$245,920.50	147.7	\$1,665.00
Jordan Alexander	Associate	Complex Commercial Litigation	2015	\$136,863.00	82.2	\$1,665.00
Emily Morgan	Law Clerk			\$131,563.00	185.3	\$710.00
Morgan Brady	Contract Attorney		2010	\$20,590.00	35.5	\$580.00
Morgan Brady	Contract Attorney		2010	\$45,504.00	71.1	\$640.00
Nathalie Pierre	Contract Attorney		1999	\$65,291.00	119.8	\$545.00
Eva Korol	Contract Attorney		2012	\$79,570.00	146.0	\$545.00
Barbara J Howell	Paralegal	Bankruptcy and Reorganization		\$23,252.50	35.5	\$655.00
Dave Scholz	Graphic Coordinator			\$524.00	.8	\$655.00
<b>Total</b>				\$2,088,959.00	1,518.3	

Case Name: *In re Modivcare Inc., et al.*

Case Number: 25-90309 (ARP)

Applicant's Name: Quinn Emanuel Urquhart & Sullivan, LLP

Date of Application: February 9, 2026

Interim or Final: First and Final

<sup>1</sup> Travel billed at 100%.

**EXHIBIT D  
BUDGET**

A budget was not prepared in this case. Quinn Emanuel continues to work with the Debtors to ensure efficient and cost-effective service to the Debtors' estates.

Case Name: *In re Modivcare Inc., et al.*

Case Number: 25-90309 (ARP)

Applicant's Name: Quinn Emanuel Urquhart & Sullivan, LLP

Date of Application: February 9, 2026

Interim or Final: First and Final

**EXHIBIT E**  
**SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY**

<b>PROJECT CATEGORY</b>	<b>HOURS BUDGETED</b>	<b>FEEES BUDGETED</b>	<b>HOURS BILLED</b>	<b>FEEES SOUGHT</b>
01-Administrative Tasks	N/A	N/A	6.3	\$6,867.50
02-Retention/Fee Applications	N/A	N/A	51.6	\$63,896.00
03-Plan/Disclosure Statement	N/A	N/A	102.9	\$206,940.50
04-Investigation	N/A	N/A	1,325.4	\$1,742,397.50
05-Litigation	N/A	N/A	2.0	\$4,090.00
06-Non-working Travel <sup>2</sup>	N/A	N/A	30.1	\$32,383.75
<b>Total</b>			1,518.3	\$2,056,575.25

Case Name: *In re Modivcare Inc., et al.*

Case Number: 25-90309 (ARP)

Applicant's Name: Quinn Emanuel Urquhart & Sullivan, LLP

Date of Application: February 9, 2026

Interim or Final: First and Final

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<sup>2</sup> Pursuant to the U.S. Guidelines, Quinn Emanuel bills its non-working travel at 50%. The fees billed at 100% for travel total \$64,767.50. 50% of \$64,767.50 totals \$32,383.75.

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

In re:  MODIVCARE INC., et al., <sup>1</sup>  Debtors.	§ § § § § § §	Chapter 11  Case No. 24-90448 (ARP)  (Jointly Administered)
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**QUINN EMANUEL URQUHART & SULLIVAN, LLP’S  
FIRST MONTHLY FEE STATEMENT FOR THE PERIOD  
SEPTEMBER 1, 2025, THROUGH SEPTEMBER 30, 2025**

Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) submits, pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Interim Compensation Order”) (Docket No. 500), entered on October 14, 2025, this monthly fee statement for the payment of interim compensation rendered and reimbursement of expenses incurred during the period September 1, 2025, through September 30, 2025 (the “First Monthly Fee Statement”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$128,445.20 (80% of the services rendered), plus \$220.73 (100% of the interim expenses incurred). Summaries of the fees and expenses are as Exhibits A, B, and C. An invoice reflecting detailed time entries is attached hereto as Exhibit D.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve within 14 days after service of the First

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<sup>1</sup> A complete list of each of the Debtors in 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 is 6900 E. Layton Avenue, Suites 1100 and 1200, Denver, Colorado 80237.



Monthly Fee Statement a written notice, via email, upon Quinn Emanuel and each of the other Fee Notice Parties (as listed below) (the “Written Notice”). The Written Notice shall specifically identify the objectionable fees and expenses, including the amount at issue and the basis for the objection. If the parties are unable to reach a resolution of the objection within 14 calendar days, the objecting party shall file its objection (the “Objection”) with this Court within 3 business days and serve such Objection on Quinn Emanuel and each of the other Fee Notice Parties. *See* Interim Compensation Order, ¶ 1(a)(c).

The Fee Notice Parties as defined in the Interim Compensation Order are:

- i. the Debtors, ModivCare Inc., 6900 E. Layton Avenue, Suites 1100 and 1200, Denver, Colorado 80237, Attn: Faisal Khan (Faisal.khan@modivcare.com);
- ii. 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. 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, bbell@hunton.com);
- iv. counsel to the First Lien Agent and Consenting Creditors, Paul Hastings LLP, 71 S. Wacker Drive, Forty-Fifth Floor, Chicago, IL 60606, Attn: Kris Hansen, Matt Warren, and Lindsey Henrikson (krishansen@pualhastings.com, mattwarren@paulhastings.com, lindseyhenrikson@paulhastings.com);
- v. counsel to the Committee of Unsecured Creditors, White & Case LLP, 1221 Avenue of the Americas, New York, New York 10020, Attn: Andrew Zatz, Greg Pesce, and Stephen Ludovici (azatz@whitecase.com, gregory.pesce@whitecase.com, stephen.ludovici@whitecase.com); and
- vi. United States Trustee, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Jana Whitworth, Andrew Jimenez, and Alina Samko-Yu (jana.whitworth@usdoj.gov, andrew.jimenez@usdoj.gov, and alina.samko-yu@usdoj.com).

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Quinn Emanuel an amount equal to 80% of the fees and 100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted this 31st day of October, 2025.

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP

/s/ Patricia B. Tomasco

Patricia B. Tomasco (SBN 01797600)  
700 Louisiana, Suite 3900  
Houston, Texas 77002  
Telephone: 713-221-7000  
Facsimile: 713-221-7100  
Email: pattytomasco@quinnemanuel.com

- and -

Susheel Kirpalani  
Deborah J. Newman  
295 5<sup>th</sup> Avenue, 9<sup>th</sup> Floor  
New York, New York 10016  
Telephone: 212-849-7000  
Facsimile: 212-849-7100  
Email: susheelkirpalani@quinnemanuel.com  
Email: deborahnewman@quinnemanuel.com

*Counsel to the Special Committee of the Debtors*

**EXHIBIT A****Summary of Legal Fees for the Fee Period**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested	Total Fees With 20% Discount
01	Administrative Tasks	2.9	\$4,640.50	\$3,712.40
02	Retention Applications/Fee Applications	33.8	\$47,591.00	\$38,072.80
03	Plan/Disclosure Statement	.8	\$1,332.00	\$1,065.60
04	Investigation	61.6	\$106,993.00	\$85,594.40
		99.1	\$160,556.50	\$128,445.20

**EXHIBIT B****Summary of Hours billed by Quinn Emanuel Attorneys and Paraprofessionals**

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Susheel Kirpalani	Partner	1995	Bankruptcy & Restructuring	\$2,700.0	1.6	\$4,320.00
Patricia B. Tomasco	Partner	1988	Bankruptcy & Restructuring	\$2,045.00	3.6	\$7,362.00
Deborah Newman	Partner	2003	Bankruptcy & Restructuring	\$2,045.00	6.5	\$13,292.50
Daniel Holzman	Counsel	1999	Bankruptcy & Restructuring	\$1,775.00	2.1	\$3,727.50
Bennett Murphy	Counsel	1984	Bankruptcy & Restructuring	\$1,895.00	7.6	\$14,402.00
Razmig Izakelian	Associate	2013	Bankruptcy & Restructuring	\$1,665.00	8.1	\$13,486.50
Lindsay Weber	Associate		Bankruptcy & Restructuring	\$1,665.00	57.8	\$96,237.00
Barbara J. Howell	Paralegal		Bankruptcy & Restructuring	\$655.00	11.8	\$7,729.00
Total					99.1	\$160,556.50

**EXHIBIT C**

**Summary of Expenses for the Fee Period**

Expense	Amount
Attorney services	\$166.50
Document reproduction (\$.10 per page)	20.50
Outside record production	\$33.73
Total	\$220.73

**quinn emanuel trial lawyers**

865 S. Figueroa Street, 10th Floor  
Los Angeles, California 90017

October 15, 2025

Daniel Silvers  
Independent Director  
6900 Layton Avenue, Suite 1200  
Denver, Colorado 80237

Matter #: 14305-00001  
Invoice Number: 101-0000197975  
Responsible Attorney: Susheel Kirpalani

Special Committee of ModivCare

For Professional Services through September 30, 2025 in connection with Quinn Emanuel acts as special counsel to ModivCare Inc. to render independent services at the sole direction of the special committee of ModivCare, consisting of Daniel Silvers, in connection with a review of historical transactions and any related services as determined by the Client.

Fees	\$160,556.50
Expenses	<u>\$220.73</u>
Net Amount	\$160,777.23
Total Due This Invoice	<u>\$160,777.23</u>

**Confidential – May include attorney-client privileged and work-product information**

**quinn emanuel trial lawyers**

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Matter #: 14305-00001

Invoice Number: 101-0000197975

**Statement Detail****01 Administrative Tasks**

09/11/25	LMW	Emails to N. Subhan re: new matter logistics (.2).	0.20	333.00
09/15/25	BM	Prepare for (.2) and call with team re next steps (.3).	0.50	947.50
09/15/25	LMW	Emails to P. Tomasco and R. Izakelian re: case background (.6); emails to same re: current filings (1).	1.60	2,664.00
09/19/25	LMW	Emails to D. Newman re: client weekly calls (.3).	0.30	499.50
09/30/25	BH2	Review emails from D. Newman (.2) and calendar the hearing date for the disclosure statement (.1).	0.30	196.50
		SUBTOTAL	2.90	4,640.50

**02 Retention/Fee Apps**

09/10/25	LMW	Prepare list of interested parties for conflicts (1.2).	1.20	1,998.00
09/15/25	LMW	Emails to Latham re: retention (.3); emails to conflicts re: parties in interest (.5).	0.80	1,332.00
09/17/25	LMW	Emails to B. Howell re: conflict disclosures and retention application (1.7).	1.70	2,830.50
09/19/25	LMW	Review and revise retention application (5.3); incorporate comments from S. Kirpalani re: same (.4); emails to B. Howell re: same (.3); emails to B. Howell re: exhibits for retention (.3); emails to J. Ramos re: conflict results (.7); emails to rates team re: disclosures (.3).	7.30	12,154.50
09/19/25	LMW	Review and revise retention application (5.4); emails to Quinn	6.40	10,656.00

**quinn emanuel trial lawyers**

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Invoice Number: 101-0000197975

		Emanuel team re: same (.4); emails to Latham team re: same (.2); emails to B. Howell re: retention application (.4).		
09/20/25	LMW	Review and revise the retention application (3.3); emails to B. Howell re: same (.2); emails to Latham re: filing of same (.2); review local rules re: filing deadlines (.6); emails to B. Howell re: same (.1).	4.40	7,326.00
09/22/25	LMW	Follow up with Latham re: retention (.3); review and revise the application (1.8); emails to conflicts team re: conflict issues (.3).	2.40	3,996.00
09/24/25	LMW	Emails with Ankura re: engagement (.3).	0.30	499.50
09/25/25	BH2	Work with L. Weber to revise Quinn Emanuel's retention application, including preparing Schedule 2 to the Kirpalani Declaration (8.3); file Quinn Emanuel's retention application (.3).	8.60	5,633.00
09/25/25	LMW	Emails with Latham re: edits to retention application (.4); emails with Quinn Emanuel team re: same (.3).	0.70	1,165.50
		SUBTOTAL	33.80	47,591.00

**03 Plan Confirmation**

09/24/25	LMW	Emails with Latham re: plan discovery (.2); review of timeline re: same (.6).	0.80	1,332.00
		SUBTOTAL	0.80	1,332.00

**04 Investigation**

09/10/25	LMW	Emails with S. Kirpalani and B. Murphy re: case background (.8).	0.80	1,332.00
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**quinn emanuel trial lawyers**

October 15, 2025

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09/11/25	LMW	Emails to Latham re: document review (.3); review document from Latham and summarize same (3.2).	3.50	5,827.50
09/12/25	SK2	Prepare for (.2) and attend a call with the Latham team to discuss investigation issues (.3); attend call with Paul Hastings to understand lender perspectives (.5).	1.00	2,700.00
09/12/25	BM	Review case background materials provided by Latham (1.1); review declarations (.4); email team re declarations (.2); prepare for (.2) and call with Latham team re assignment (.3).	2.20	4,169.00
09/12/25	LMW	Call with Latham re: case background (.3); schedule update call (.1); review first day filings (4.0); emails to Quinn Emanuel team re: same (.3).	4.70	7,825.50
09/13/25	BM	Initial review of credit documentation	1.00	1,895.00
09/14/25	BM	Prepare for (.3) and call with Latham team re investigation and background (1.)	1.30	2,463.50
09/14/25	DH3	Conference call with the Latham and Quinn Emanuel teams to discuss the investigation.	1.00	1,775.00
09/15/25	PT	Review correspondence and documents relevant to investigation tasks and coordinate with the Quinn Emanuel team (.5).	0.50	1,022.50
09/15/25	DH3	Call with the Quinn Emanuel team to discuss the investigation.	0.30	532.50
09/15/25	BM	Review DIP credit agreement re plan milestones (.3).	0.30	568.50
09/15/25	LMW	Emails with Quinn Emanuel team re: document review schedule (.8); prepare set of materials re: lien perfection issues (1.8).	2.60	4,329.00

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October 15, 2025

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09/16/25	BM	Prepare for (1.3) and call with Ankura and Latham teams re document gathering and management (.5).	1.80	3,411.00
09/16/25	PT	Participate in a call with Deborah Newman, Lindsay Weber, Razmig Izakelian to identify and plan workstreams (.4); draft work plan and forward to L. Weber and R. Izakelian (.6).	1.00	2,045.00
09/16/25	LMW	Call with Ankura re: document review (.5); emails to D. Newman re: same (.4); emails to P. Tomasco and R. Izakelian re: UCC perfection issues (.7); prepare documents re: same (1.3); call with Quinn Emanuel team re: document review and investigation (.5),	3.40	5,661.00
09/17/25	LMW	Emails with Ankura re: access to document database (.3); review of docket re: upcoming deadlines (1.3); prepare summary re: same and chart current milestones (1.9).	3.50	5,827.50
09/18/25	LMW	Call with Ankura re: document review (.4); emails with Quinn Emanuel team re: same (.2).	0.60	999.00
09/22/25	RI	Review and analyze debt documents and UCC filings (3.5), prepare memo regarding same (4.2).	7.70	12,820.50
09/22/25	LMW	Call with Ankura (the document vendor) re: document review (.7); emails to E. Korol and N. Pierre re: investigative report (.4).	1.10	1,831.50
09/22/25	DH3	Conference call with the Quinn Emanuel team and Ankura to discuss documents.	0.40	710.00
09/22/25	PT	Prepare for (.2) and participate in call with Lindsay Weber, Bennett Murphy, Daniel Holzman, Razmig Izakelian, David Lee, Steven Narow,	0.60	1,227.00

**quinn emanuel trial lawyers**

October 15, 2025

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		Richard Keene, Ezra Roth, Leigh Gulbransen, Robert Bird, Pearl Gonzales, Nicole Donaldson to coordinate document review and lien analysis (.4).		
09/23/25	LMW	Emails to D. Newman re: document review (.3); calls to Ankura re: access to productions (.4); review of first day declaration re: relevant issues (2.4).	3.10	5,161.50
09/26/25	LMW	Emails to B. Murphy re: documents from Latham (.3); review schedule of same (1.6); emails to R. Izakelian re: lien research (.4).	2.30	3,829.50
09/26/25	PT	Coordinate jurisdictionalization of UCC searches and task list for lien review with R. Izakelian and L. Weber (.9).	0.90	1,840.50
09/29/25	BM	Prepare for (.1) and attend all-hands team call (.4).	0.50	947.50
09/29/25	BH2	Review the Petitions filed in the ModivCare bankruptcy case (.4) and prepare a chart listing each of the Debtors, the case number, and the place of incorporation as requested by P. Tomasco (1.4).	1.80	1,179.00
09/29/25	DH3	Conference call with the Quinn Emanuel team to discuss the investigation (.4).	0.40	710.00
09/29/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.4).	0.40	666.00
09/29/25	LMW	Call with Quinn Emanuel team re: case investigation (.4); call with D. Newman re: DIP filing (.3); emails to B. Howell re: upcoming hearing dates (.3); attend second day hearings (2.2).	3.20	5,328.00
09/29/25	DN6	Team call (.4); review the Objection filed by the Unsecured Creditors Committee (1.1); call with K. Weber	3.00	6,135.00

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October 15, 2025

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		(.2); analyze deposition transcripts (1.3).		
09/29/25	SK2	Prepare for (.2) and attend working group call D. Newman and associates (.4).	0.60	1,620.00
09/29/25	PT	Participate in group call on task list and coordination (.4); coordinate jurisdiction list creation with B. Howell (.2).	0.60	1,227.00
09/30/25	BH2	Update the Lien Chart pursuant to R. Izakelian's instructions (1.1).	1.10	720.50
09/30/25	LMW	Emails with Ankura re: document review (.1); call with Ankura re: same (.2); emails with Quinn Emanuel team re: lien perfection issues (.6).	0.90	1,498.50
09/30/25	DN6	Attend final DIP hearing.	3.50	7,157.50
		SUBTOTAL	61.60	106,993.00

**Fee Summary**

Attorneys	Init.	Title	Hours	Rate	Amount
Susheel Kirpalani	SK2	Partner	1.60	2,700.00	4,320.00
Patty Tomasco	PT	Partner	3.60	2,045.00	7,362.00
Deborah Newman	DN6	Partner	6.50	2,045.00	13,292.50
Bennett Murphy	BM	Counsel	7.60	1,895.00	14,402.00
Daniel Holzman	DH3	Counsel	2.10	1,775.00	3,727.50
Lindsay M. Weber	LMW	Associate	57.80	1,665.00	96,237.00
Razmig Izakelian	RI	Associate	8.10	1,665.00	13,486.50
Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	11.80	655.00	7,729.00

**Expense Summary**

Description	Amount
Attorney service(s)	166.50
Outside record production	33.73

**quinn emanuel trial lawyers**

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Matter #: 14305-00001

Invoice Number: 101-0000197975

Description		Amount
Document Reproduction	0.10	20.50
	Total Expenses	\$220.73

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

In re:  MODIVCARE INC., et al., <sup>1</sup>  Debtors.	§ § § § § § §	Chapter 11  Case No. 24-90448 (ARP)  (Jointly Administered)
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**QUINN EMANUEL URQUHART & SULLIVAN, LLP’S  
SECOND MONTHLY FEE STATEMENT FOR THE PERIOD  
OCTOBER 1, 2025, THROUGH OCTOBER 31, 2025**

Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) submits, pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Interim Compensation Order”) (Docket No. 500), entered on October 14, 2025, this monthly fee statement for the payment of interim compensation rendered and reimbursement of expenses incurred during the period October 1, 2025, through October 31, 2025 (the “Second Monthly Fee Statement”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$414,681.00 (80% of the services rendered), plus \$5,650.35 (100% of the interim expenses incurred). Summaries of the fees and expenses are attached as Exhibits A, B, and C. An invoice reflecting detailed time entries is attached hereto as Exhibit D.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve within 14 days after service of the

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<sup>1</sup> A complete list of each of the Debtors in 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 is 6900 E. Layton Avenue, Suites 1100 and 1200, Denver, Colorado 80237.

Second Monthly Fee Statement a written notice, via email, upon Quinn Emanuel and each of the other Fee Notice Parties (as listed below) (the “Written Notice”). The Written Notice shall specifically identify the fees and expenses to which an objection is asserted, including the amount at issue and the basis for the objection. If the parties are unable to reach a resolution of the objection within 14 calendar days, the objecting party shall file its objection (the “Objection”) with this Court within 3 business days and serve such Objection on Quinn Emanuel and each of the other Fee Notice Parties. *See* Interim Compensation Order, ¶ 1(a)(c).

The Fee Notice Parties as defined in the Interim Compensation Order are:

- i. the Debtors, ModivCare Inc., 6900 E. Layton Avenue, Suites 1100 and 1200, Denver, Colorado 80237, Attn: Faisal Khan (Faisal.khan@modivcare.com);
- ii. 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. 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, bbell@hunton.com);
- iv. counsel to the First Lien Agent and Consenting Creditors, Paul Hastings LLP, 71 S. Wacker Drive, Forty-Fifth Floor, Chicago, IL 60606, Attn: Kris Hansen, Matt Warren, and Lindsey Henrikson (krishansen@pualhastings.com, mattwarren@paulhastings.com, lindseyhenrikson@paulhastings.com);
- v. counsel to the Committee of Unsecured Creditors, White & Case LLP, 1221 Avenue of the Americas, New York, New York 10020, Attn: Andrew Zatz, Greg Pesce, and Stephen Ludovici (azatz@whitecase.com, gregory.pesce@whitecase.com, stephen.ludovici@whitecase.com); and
- vi. United States Trustee, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Jana Whitworth, Andrew Jimenez, and Alina Samko-Yu (jana.whitworth@usdoj.gov, andrew.jimenez@usdoj.gov, and alina.samko-yu@usdoj.com).

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Quinn Emanuel an amount equal to 80% of the fees and 100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted this 15th day of December, 2025.

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP

/s/ Patricia B. Tomasco

Patricia B. Tomasco (SBN 01797600)  
700 Louisiana, Suite 3900  
Houston, Texas 77002  
Telephone: 713-221-7000  
Facsimile: 713-221-7100  
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- and -

Susheel Kirpalani  
Deborah J. Newman  
295 5<sup>th</sup> Avenue, 9<sup>th</sup> Floor  
New York, New York 10016  
Telephone: 212-849-7000  
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Email: deborahnewman@quinnemanuel.com

*Counsel to the Special Committee of the Debtors*

**EXHIBIT A****Summary of Legal Fees for the Fee Period**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested	Total Fees With 20% Discount
01	Administrative Tasks	1.5	\$982.50	\$786.00
02	Retention Applications/Fee Applications	8.0	\$7,866.00	\$6,292.80
03	Plan/Disclosure Statement	3.2	\$5,849.00	\$4,679.20
04	Investigation	405.7	\$399,983.50	\$319,986.80
		418.4	\$414,681.00	\$331,744.80

**EXHIBIT B****Summary of Hours Billed by Quinn Emanuel Attorneys and Paraprofessionals**

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Susheel Kirpalani	Partner	1995	Bankruptcy & Restructuring	\$2,700.0	0.0	\$0.00
Patricia B. Tomasco	Partner	1988	Bankruptcy & Restructuring	\$2,045.00	2.9	\$5,930.50
Deborah Newman	Partner	2003	Bankruptcy & Restructuring	\$2,045.00	34.0	\$69,530.00
Daniel Holzman	Counsel	1999	Bankruptcy & Restructuring	\$1,775.00	.4	\$710.00
Bennett Murphy	Counsel	1984	Bankruptcy & Restructuring	\$1,895.00	1.2	\$2,274.00
Razmig Izakelian	Associate	2013	Bankruptcy & Restructuring	\$1,665.00	50.4	\$83,916.00
Lindsay Weber	Associate		Bankruptcy & Restructuring	\$1,665.00	27.0	\$44,955.00
Emily Moore	Law Clerk			\$710.00	44.7	\$31,737.00
Morgan Brady	Contract Attorney	2010		\$580.00	35.5	\$20,590.00
Nathalie Pierre	Contract Attorney	1999		\$545.00	74.9	\$40,820.50
Eva Korol	Contract Attorney	2012		\$545.00	109.3	\$59,568.50
Barbara J. Howell	Paralegal		Bankruptcy & Restructuring	\$655.00	8.7	\$5,698.50
<b>Total</b>					<b>418.4</b>	<b>\$414,681.00</b>

**EXHIBIT C****Summary of Expenses for the Fee Period**

Expense	Amount
Attorney services	
Document reproduction (\$.10 per page)	\$3.90
Outside record production	\$32.93
Express mail	\$42.73
Color document reproduction (\$.25 per page)	\$32.25
Velobind	\$6.06
Professional services – UCC searches	\$5,532.48
Total	\$5,650.35

# quinn emanuel trial lawyers

865 S. Figueroa Street, 10th Floor  
Los Angeles, California 90017

**\*\*Revised 12/3/25\*\***  
November 17, 2025

Daniel Silvers  
Independent Director  
6900 Layton Avenue, Suite 1200  
Denver, Colorado 80237

Matter #: 14305-00001  
Invoice Number: 101-0000199786  
Responsible Attorney: Susheel Kirpalani

Special Committee of ModivCare

For Professional Services through October 31, 2025 in connection with Quinn Emanuel acts as special counsel to ModivCare Inc. to render independent services at the sole direction of the special committee of ModivCare, consisting of Daniel Silvers, in connection with a review of historical transactions and any related services as determined by the Client.

Fees	\$414,681.00
Expenses	\$5,650.35
Net Amount	\$420,331.35
Total Due This Invoice	\$420,331.35
Balance Due from Previous Statement(s)	\$160,777.23
Total Balance Due	\$581,108.58

**Confidential – May include attorney-client privileged and work-product information**

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**Statement Detail****01 Administrative Tasks**

10/23/25	BH2	Review the Pacer docket for pleadings regarding the plan and disclosure statement and the submission of fee applications (.6) and download same for attorneys' review (.6); calendar hearing dates and deadlines (.3).	1.50	982.50
		SUBTOTAL	1.50	982.50

**02 Retention/Fee Apps**

10/01/25	LMW	Emails to B. Howell re: billing (.2); prepare list for supplemental conflicts (.5).	0.70	1,165.50
10/08/25	BH2	Begin to prepare the September monthly fee statement (1.1).	1.10	720.50
10/10/25	LMW	Review of United States Trustee's comments to fee application (.4); incorporate same (.7).	1.10	1,831.50
10/14/25	LMW	Emails to accounting re: case budget projections (.2).	0.20	333.00
10/17/25	LMW	Emails with Latham & Watkins re: edits to fee application (.4); emails to B. Howell re: same (.2).	0.60	999.00
10/23/25	BH2	Prepare the September monthly fee statement (1.9).	1.90	1,244.50
10/24/25	BH2	Finish the draft of the first monthly fee statement to be filed in ModivCare (.4) and forward to D. Newman for review (.1).	0.50	327.50
10/31/25	BH2	Serve the monthly fee statement to the parties listed on the Interim Compensation Order (.3).	0.30	196.50

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10/31/25	BH2	Draft Supplemental Kirpalani Declaration in support of Quinn Emanuel's retention (1.6).	1.60	1,048.00
		SUBTOTAL	8.00	7,866.00

**03 Plan Confirmation**

10/06/25	PT	Prepare for and attend the hearing on the disclosure statement (1.)	1.00	2,045.00
10/06/25	DN6	Attend Disclosure Statement Hearing; Update call with L. Weber and R. Izakelian.	1.70	3,476.50
10/15/25	BH2	Review the Order Approving the Disclosure Statement and Scheduling the Confirmation Hearing (.3) and calendar dates (.2).	0.50	327.50
		SUBTOTAL	3.20	5,849.00

**04 Investigation**

10/01/25	LMW	Calls with Ankura re: document review (.4); emails to Quinn Emanuel team re: same (.5).	0.90	1,498.50
10/02/25	RI	Review and analyze documents (2.2), prepare initial memorandum (2.1)..	4.30	7,159.50
10/02/25	LMW	Prepare summary of relevant case background (1.7); review of first day pleading for same (1.4).	3.10	5,161.50
10/03/25	PT	Coordinate additional UCC searches and timeline of perfection and attachment tasks (.5).	0.50	1,022.50
10/03/25	DN6	Attend DIP hearing.	1.00	2,045.00
10/03/25	LMW	Emails to the Quinn Emanuel team re: document review (.4); call with D. Newman re: same (.1); email to White & Case re: potential claims (.5); emails to Ankura team, E. Korol and N. Pierre re: access to documents (.6);	3.00	4,995.00

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		prepare coding layout for review (1.1); calls with Quinn Emanuel team re: same (.3).		
10/04/25	LMW	Emails with Ankura re: access to documents (.3); emails to N. Pierre and E. Korol re: same (.2).	0.50	832.50
10/05/25	LMW	Emails to N. Pierre and E. Korol re: case background and relevant facts for investigative report and presentation (.8); review of first day declaration re: same (1.3).	2.10	3,496.50
10/06/25	RI	Conference with L. Weber, N. Pierre, and E. Korol regarding documents (0.8); conference with D. Newman and L. Weber regarding strategy (0.5).	1.30	2,164.50
10/06/25	LMW	Participate in call with R. Izakelian and D. Newman re: investigation (.5); emails to document review team re: same (.3); call with N. Pierre, E. Korol and R. Izakelian re: issue coding and initial document searches (.8); emails with N. Korol and N. Pierre re: witness interviews (.5).	2.10	3,496.50
10/06/25	NP	Review materials in case docket in preparation for document review (1.6) and participate in Zoom call led by L. Weber re: case overview and investigation protocol (.7).	2.30	1,253.50
10/06/25	EK1	Review case background materials (.8); participate in zoom meeting regarding review protocol and case background (.7).	1.50	817.50
10/06/25	PT	Discuss work plan for lien avoidance analysis with R. Izakelian and L. Weber (.3).	0.30	613.50
10/07/25	RI	Conference with D. Newman, L. Weber, and D. Silvers regarding the investigation (0.8).	0.80	1,332.00

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10/07/25	BM	Conference call with R. Izakelian re status of lien and credit document review	0.20	379.00
10/07/25	DH3	Review emails regarding the investigation.	0.10	177.50
10/07/25	DN6	Call with D. Silvers (.3); call with R. Izakelian and L. Weber (.8); call with G. Kildonas (.5).	1.60	3,272.00
10/07/25	LMW	Call with Latham re: case updates (.6); call with D. Newman re: document review (.4); emails to R. Keene re: document review protocols (.5); emails with N. Pierre and E. Korol re: same (.8); prepare summary of same (.5);.	2.80	4,662.00
10/07/25	EK1	Review and analyze documents in support of the Independent Investigation.	4.30	2,343.50
10/08/25	JA1	Conference call with L. Weber regarding investigation (0.4).	0.40	666.00
10/08/25	DN6	Call with D. Silvers (.6); call with J. Tecce (.4).	1.00	2,045.00
10/08/25	NP	Review and analyze documents for relevance in support of the Independent Investigation.	1.40	763.00
10/08/25	LMW	Emails to N. Pierre and E. Korol re: document review (.4).	0.40	666.00
10/08/25	EK1	Review and analyze documents in support of the Independent Investigation.	7.40	4,033.00
10/09/25	JA1	Conference call with the Quinn Emanuel team regarding investigation and next steps (0.2).	0.20	333.00
10/09/25	DN6	Call with Latham re case update (1.1); follow-up call with team (.2); review letter requesting documents and emails re same (.5); analysis of claims (1.9).	3.70	7,566.50

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10/09/25	RI	Prepare letter to the Debtors requesting documents and interviews (3.2); conference with Quinn Emanuel team regarding strategy (0.2); conference with Debtor's counsel regarding case (1.1).	4.50	7,492.50
10/09/25	BM	Team email re loan documents (.1).	0.10	189.50
10/09/25	EK1	Review and analyze documents in support of the Independent Investigation (6.8); participate in meeting concerning review findings (.5).	7.30	3,978.50
10/09/25	JA1	Telephone call with Quinn Emanuel and Latham & Watkins teams regarding investigation (1.1).	1.10	1,831.50
10/09/25	NP	Call with L. Weber re: investigation updates (.5) and review and analyze documents for relevance in support of the Independent Investigation (2.6).	3.10	1,689.50
10/09/25	LMW	Calls with N. Pierre and E. Korol re: document classifications (.7); call with Latham & Watkins re: case updates and timeline (.9); call with B. Marks re: discovery on 5th amendment liens (.5); review of emails re: C. Schakelton (.6); emails to review team re: same (.3).	3.00	4,995.00
10/10/25	BM	Prepare for (.4) and attend call with Committee's counsel re investigation (.3).	0.70	1,326.50
10/10/25	BM	Review board decks (.1); report to team on board deck findings (.1).	0.20	379.00
10/10/25	JA1	Conference with Quinn Emanuel and White & Case teams regarding investigation (0.3).	0.30	499.50
10/10/25	RI	Conference with Debtors' counsel regarding bankruptcy cases (0.5);	0.80	1,332.00

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		conference with Committee's counsel regarding bankruptcy cases (0.3).		
10/10/25	EK1	Review and analyze documents in support of the Independent Investigation.	7.80	4,251.00
10/10/25	DN6	Attend Status Conference (.5); call with Debtors (.5); consideration and evaluation of proposed schedule (.5); call with B. Marks re same (1).	2.50	5,112.50
10/10/25	DN6	Review of template report and declaration (1.2); call with the Committee (.3); call with D. Silvers (1); call with S. Kirpalani (.8); review documents highlighted for relevance (2.3).	5.60	11,452.00
10/10/25	NP	Review and analyze documents for relevance in support of the Independent Investigation (4.3).	4.30	2,343.50
10/10/25	LMW	Review of document productions (1.8); prepare minutes for special committee meeting (.6).	2.40	3,996.00
10/10/25	DH3	Conference call with the Quinn Emanuel team and White & Case to discuss investigation (.3).	0.30	532.50
10/11/25	NP	Review and analyze documents for relevance in support of the Independent Investigation (3.3).	3.30	1,798.50
10/13/25	LMW	Emails to Quinn Emanuel review team re: board minutes (.2).	0.20	333.00
10/13/25	DN6	Review Meeting minutes (.2); review documents relating to investigation (.8).	1.00	2,045.00
10/13/25	EK1	Review and analyze documents in support of the Independent Investigation.	6.80	3,706.00
10/14/25	EK1	Review and analyze documents in support of the Independent Investigation.	7.10	3,869.50

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10/14/25	NP	Review and analyze documents for relevance in support of the Independent Investigation (4.8).	4.80	2,616.00
10/14/25	DN6	Call with the Debtors.	0.30	613.50
10/15/25	NP	Review and analyze documents for relevance in support of the Independent Investigation (4.6).	4.60	2,507.00
10/15/25	RI	Conference with D. Silvers and Quinn Emanuel team regarding investigation (0.3).	0.30	499.50
10/15/25	LMW	Emails to N. Pierre and E. Korol re: same (.2).	0.20	333.00
10/15/25	JA1	Conference with D. Silvers.	0.30	499.50
10/15/25	DN6	Review schedule call with B. Marks re same (.2); team call (.1).	0.30	613.50
10/15/25	EK1	Review and analyze documents in support of the Independent Investigation.	5.20	2,834.00
10/16/25	RI	Attend Creditors' Committee's interview of Scott Kern (2.0); meet and confer with Latham team regarding discovery (0.8).	2.80	4,662.00
10/16/25	NP	Review and analyze documents for relevance in support of the Independent Investigation and compile relevant documents relating to Board materials and prepare a summary concerning same (3.6); review background material in preparation for the Ken Shepard informal interview (.4) and participate in the Ken Shepard witness interview led by Alix Partners (2.1).	6.10	3,324.50
10/16/25	EK1	Review and analyze documents in support of the Independent Investigation (3.8); compile relevant documents relating to Board	7.30	3,978.50

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		Materials and prepare summary concerning same (3.5).		
10/17/25	EK1	Review and analyze documents in support of the Independent Investigation (2.7); compile relevant documents relating to Board Materials and prepare summary concerning same (3.7).	6.40	3,488.00
10/17/25	DN6	Attend Chad Shandler Interview (1).	1.00	2,045.00
10/17/25	EM	Conference with R. Izakelian re case onboarding and strategy.	0.10	71.00
10/17/25	NP	Prepare a memorandum summarizing relevant points and providing analysis of the Ken Shepard interview (1.4); review background material in preparation for the Chad Shandler informal interview (.4) and participate in the Chad Shandler witness interview led by Alix Partners (2.1).	3.90	2,125.50
10/18/25	NP	Review and analyze documents for relevance in support of the Independent Investigation (1.1) and compile relevant documents relating to Board materials (1.2) and prepare a summary concerning same (1.4).	3.70	2,016.50
10/19/25	NP	Prepare notes summarizing relevant points and analysis from the Chad Shandler interview (1.7).	1.70	926.50
10/19/25	EM	Review case filings in connection with case onboarding and preparation for interview of witness.	0.40	284.00
10/20/25	RI	Review and analyze documents (1.1), prepare for Shandler interview (2.3); interview of C. Shandler (0.8).	4.20	6,993.00
10/20/25	LMW	Prepare minutes for October 15 (.5).	0.50	832.50
10/20/25	DN6	Attend Chad Shandler Interview.	0.80	1,636.00

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10/20/25	EM	Prepare for interview subject to investigation (1.4), draft and revise interview notes to be circulated with team in connection with investigation strategy (1.9).	3.30	2,343.00
10/20/25	NP	Review and analyze documents for relevance in support of the Independent Investigation (1.5) and compile relevant document relating to Board materials (.5) and prepare summary concerning same (1.4).	3.40	1,853.00
10/20/25	JA1	Review interview memorandum (.4); emails regarding same (.2).	0.60	999.00
10/20/25	EK1	Review and analyze documents in support of the Independent Investigation (3.6); compile relevant documents relating to Board Materials (1.5) and prepare a summary concerning same (2.2).	7.30	3,978.50
10/21/25	EM	Confer with R. Izakelian, L. Weber, and J. Alexander re: preparation of interviews.	0.50	355.00
10/21/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	0.50	832.50
10/21/25	LMW	Call with Quinn Emanuel team re: document review (.5).	0.50	832.50
10/21/25	EK1	Compile relevant documents relating to Board Materials (.5) and prepare a summary concerning same (.9); participate in team zoom call (.5).	1.90	1,035.50
10/21/25	DN6	Emails with team re investigation logistics (.5); research re potential claims (.1).	0.60	1,227.00
10/21/25	EM	Prepare a memorandum re: Interview of subject of investigaton.	4.90	3,479.00
10/21/25	JA1	Conference with theQuinn Emanuel team regarding interviews and next steps.	0.50	832.50

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10/21/25	NP	Review and analyze documents for relevance in support of the Independent Investigation (.9) and compile relevant documents relating to Board materials (.6) and prepare summary concerning same (.7) and participate in a call led by L. Weber re: case updates and assignments (.5)	2.70	1,471.50
10/22/25	NP	Review and analyze documents for relevance in support of the Independent Investigation presentation (1.1) and prepare summary concerning same (1.2).	2.30	1,253.50
10/22/25	EK1	Review and analyze relevant Board meeting minutes in furtherance of Independent Investigation.	3.70	2,016.50
10/22/25	EM	Prepare interview materials in connection with case strategy.	0.60	426.00
10/22/25	EM	Legal research re: potential causes of action.	0.50	355.00
10/22/25	LMW	Emails with Quinn Emanuel team re: case estimates (.2).	0.20	333.00
10/23/25	MBX	Read First Day filings, Shandler Declaration and supporting documents (3.2); review Board presentations re: 2025 Indenture (1.3).	4.50	2,610.00
10/23/25	LMW	Call with Latham re: Quinn Emanuel deposition preparation (.5).	0.50	832.50
10/23/25	RI	Review and analyze documents, prepare for Jamal interview (3.2); interview of Z. Jamal (1.1).	4.30	7,159.50
10/23/25	EM	Attend interview of Z. Jamal and prepare detailed interview notes in connection with investigation.	4.30	3,053.00
10/23/25	DN6	Attend Moelis interview (1); calls with R. Izakelian (.2).	1.20	2,454.00
10/23/25	JA1	Review materials, including first day declaration and interview	2.40	3,996.00

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		memoranda, to prepare for interviews (2.4).		
10/24/25	EM	Attend the interview of L. Norwalk and prepare detailed notes on the interview.	0.80	568.00
10/24/25	JA1	Emails regarding interviews (0.2).	0.20	333.00
10/24/25	JA1	Conference with R. Izakelian and D. Newman regarding interviews and investigation (0.3).	0.30	499.50
10/24/25	RI	Attend interview of L. Norwalk (1.0).	1.00	1,665.00
10/24/25	JA1	Prepare for (.3) and conduct an interview of L. Norwalk (.8).	1.10	1,831.50
10/24/25	LMW	Emails to review team re: data room documents (.4).	0.40	666.00
10/24/25	EM	Legal research regarding causes of action for the investigation report.	0.80	568.00
10/24/25	EM	Prepare initial notes on interview of L. Norwalk and circulate in connection with legal strategy.	2.30	1,633.00
10/24/25	JA1	Review and revise the interview memoranda (1.9).	1.90	3,163.50
10/24/25	DN6	Team call	0.20	409.00
10/24/25	JA1	Review legal research regarding potential claims (0.1).	0.10	166.50
10/26/25	JA1	Emails regarding interviews (0.1).	0.10	166.50
10/27/25	RI	Conference with D. Silvers regarding investigation (0.5).	0.50	832.50
10/27/25	JA1	Telephone conference with the Quinn Emanuel team and Latham & Watkins team regarding investigation, information requests, and depositions (0.8).	0.80	1,332.00
10/27/25	JA1	Emails regarding interview memoranda, including comments regarding same.	1.50	2,497.50

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10/27/25	EM	Review and revise memorandum re: interview of Z. Jamal (1.1); prepare a memorandum re: interview of L. Norwalk in connection with investigation (2.5); confer with D. Newman, R. Izakelian,, J. Alexander, and L. Weber and Debtors' counsel in connection with investigation (.5); prepare the memorandum re: interview of C. Shandler (2.8); prepare the memorandum re: interview of Z. Jamal in connection with investigation (2.6).	9.50	6,745.00
10/27/25	JA1	Prepare for investigatory interviews (0.4).	0.40	666.00
10/27/25	DN6	Call with Latham & Watkins (.7); call with D. Silvers (.5).	1.20	2,454.00
10/27/25	PT	Conference with R. Izakelian regarding the lien review and analysis (.2); update research regarding non-statutory insider, choice of law, and insider preferences under Texas law (.9).	1.10	2,249.50
10/28/25	EM	Attend deposition of C. Shandler and prepare notes to circulate to Quinn Emanuel investigation team in connection with investigation strategy.	3.10	2,201.00
10/28/25	EM	Prepare memorandum re: interview of Leslie Norwalk (1.1); attend interview of Erin Russell and prepare detailed notes (1.3); review and revise the memorandum re: interview of Zul Jamal (.8); prepare memorandum re: interview of Erin Russell (1.1).	4.30	3,053.00
10/28/25	BH2	Review UCC documents received on six states (.3) and save to worksite for attorneys' review (.3).	0.60	393.00
10/28/25	RI	Review and analyze documents (3.4).	3.40	5,661.00

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10/28/25	JA1	Emails regarding discovery requests, including review of same (0.5).	0.50	832.50
10/28/25	MBX	Read Shepard and Shandler interview notes (1.5); review Mounts Gonzalez interesting documents (1.5).	3.00	1,740.00
10/28/25	NP	Review and analyze documents for relevance in support of the Independent Investigation presentation and witness interviews (6.4).	6.40	3,488.00
10/28/25	EM	Prepare memorandum re: interview of E. Russell.	1.10	781.00
10/28/25	EK1	Review and analyze hot documents and prepare records of same (3.6); review and analyze documents in preparation for witness interviews (7.1).	10.70	5,831.50
10/28/25	JA1	Prepare for interviews (0.3).	0.30	499.50
10/28/25	JA1	Interview of E. Russell (0.9).	0.90	1,498.50
10/29/25	DN6	Review filings (.7); call with G. Klidonas (.3); call with R. Izakelian re investigation (.3); call with B. Marks (.2); call with team (.5).	2.00	4,090.00
10/29/25	MBX	Review and analyze Ken Shepard documents for relevance in support of the Independent Investigation presentation and witness interviews.	9.20	5,336.00
10/29/25	RI	Review and analyze documents (4.), prepare analysis of potential claims (4.2).	8.20	13,653.00
10/29/25	BH2	Review additional UCC searches for states other than Delaware (.3) and save for attorneys' review (.4).	0.70	458.50
10/29/25	JA1	Conference with D. Newman, R. Izakelina, and E. Moore regarding D. Mounts Gonzales interview (0.5).	0.50	832.50

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10/29/25	EK1	Review and analyze documents in preparation for witness interviews.	9.40	5,123.00
10/29/25	JA1	Interview of K. Shepard (0.4).	0.40	666.00
10/29/25	JA1	Prepare for investigative interviews, including review of documents for same (5.5).	5.50	9,157.50
10/29/25	JA1	Conference with E. Marks regarding investigative interviews (0.2).	0.20	333.00
10/29/25	NP	Review and analyze documents for relevance in support of the Independent Investigation presentation and witness interviews (7.2).	7.20	3,924.00
10/29/25	EM	Prepare the memorandum re: interview of Erin Russell.	0.30	213.00
10/29/25	JA1	Emails regarding investigative interviews (0.3).	0.30	499.50
10/29/25	EM	Prepare the memorandum on interviews in connection with the special investigation.	2.10	1,491.00
10/30/25	JA1	Conference with D. Newman and R. Izakelian regarding the interview of D. Mounts Gonzalez.	0.50	832.50
10/30/25	RI	Attend interview of David Mounts Gonzales (2.8); prepare for interview of Heath Sampson (4.2); take interview of Heath Sampson (1.0); conference with Latham & Watkins (0.8); conference with D. Silvers and Quinn Emanuel team (0.3); conference with Quinn Emanuel team (0.2).	9.30	15,484.50
10/30/25	DN6	Attend Mounts Gonzales interview (2.3); follow up with R. Izakelian and J. Alexander (.5); attend 9019 Hearing (2.9); H. Sampson interview; follow up call (1.6); board meeting (.3); follow up call with R. Izakelian and J. Alexander (.2); review outline for	8.30	16,973.50

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		David Mounts Gonzales interview (.5).		
10/30/25	MBX	Review and analyze Ken Shepard documents for relevance in support of the Independent Investigation presentation and witness interviews (5.); perform database searches for all board minutes (.8), review and prepare final versions of same (6.).	11.80	6,844.00
10/30/25	EK1	Review and analyze documents in preparation for witness interviews (5.6); review and compile Board materials in preparation for witness interviews (2.5).	8.10	4,414.50
10/30/25	JA1	Conference with R. Izakelian and D. Newman regarding the investigation.	0.20	333.00
10/30/25	JA1	Emails regarding interrogatory responses.	0.20	333.00
10/30/25	NP	Review and analyze documents for relevance in support of the Independent Investigation presentation and witness interviews (2.4) and compile relevant documents relating to new production of Board materials (3.3) and prepare a summary concerning same (3.6).	9.30	5,068.50
10/30/25	EM	Attend interviews in connection with the special committee investigation and prepare summary memoranda in connection with the investigation strategy.	4.20	2,982.00
10/30/25	JA1	Emails regarding investigatory interviews and regarding calls regarding same.	0.70	1,165.50
10/30/25	JA1	Conduct interview of D. Mounts Gonzalez.	2.10	3,496.50
10/30/25	JA1	Telephone calls with D. Silvers, R. Izakelian, and D. Newman regarding investigation.	0.30	499.50

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10/31/25	JA1	Prepare a declaration regarding the investigation.	1.40	2,331.00
10/31/25	NP	Compile relevant documents relating to new production of Board materials (1.1) and prepare summary concerning same (3.3).	4.40	2,398.00
10/31/25	RI	Review and analyze documents, prepare analysis of potential claims (4.2).	4.20	6,993.00
10/31/25	EK1	Review and analyze documents in preparation for witness interviews (3.2); review and compile Board materials in preparation for witness interviews (3.9).	7.10	3,869.50
10/31/25	LMW	Prepare draft interrogatory responses (1.6).	1.60	2,664.00
10/31/25	JA1	Emails regarding document review for investigation.	0.10	166.50
10/31/25	EM	Prepare a memorandum on interviews in connection with the special committee's investigation.	1.60	1,136.00
10/31/25	JA1	Emails regarding witness interviews.	0.10	166.50
10/31/25	JA1	Review and revise the interrogatory responses.	0.90	1,498.50
10/31/25	MBX	Review and analyze Ken Shepard documents for relevance in support of the Independent Investigation presentation and witness interviews (2.9); perform database searches for all board minutes (.6), review and prepare final versions of same (3.5).	7.00	4,060.00
10/31/25	JA1	Conference with R. Izakelian and D. Newman regarding the telephone conference with White & Case.	0.40	666.00
10/31/25	JA1	Telephone call with White & Case, R. Izakelian, and D. Newman.	0.20	333.00

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10/31/25	JA1	Review and revise the memoranda of interviews.	1.50	2,497.50
SUBTOTAL			405.70	399,983.50

**Fee Summary**

<b>Attorneys</b>	<b>Init.</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Deborah Newman	DN6	Partner	34.00	2,045.00	69,530.00
Patty Tomasco	PT	Partner	2.90	2,045.00	5,930.50
Bennett Murphy	BM	Counsel	1.20	1,895.00	2,274.00
Daniel Holzman	DH3	Counsel	0.40	1,775.00	710.00
Jordan Alexander	JA1	Associate	29.40	1,665.00	48,951.00
Razmig Izakelian	RI	Associate	50.40	1,665.00	83,916.00
Lindsay M. Weber	LMW	Associate	27.00	1,665.00	44,955.00
Emily Moore	EM	Law Clerk	44.70	710.00	31,737.00
Morgan Brady	MBX	Attorney	35.50	580.00	20,590.00
Nathalie Pierre	NP	Attorney	74.90	545.00	40,820.50
Eva Korol	EK1	Attorney	109.30	545.00	59,568.50
<b>Case Assistants</b>	<b>Init.</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Barbara J Howell	BH2	Paralegal	8.70	655.00	5,698.50

**Expense Summary**

<b>Description</b>	<b>Amount</b>
Outside record production	32.93
Express mail	42.73
Online Research	0.00
Document Reproduction	0.10
Color Document Reproduction	0.25
Velobind	6.06
Professional services - Other	5,532.48
<b>Total Expenses</b>	<b>\$5,650.35</b>

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

In re:	§	Chapter 11
MODIVCARE INC., et al., <sup>1</sup>	§	Case No. 24-90448 (ARP)
Debtors.	§	(Jointly Administered)
	§	

**QUINN EMANUEL URQUHART & SULLIVAN, LLP’S  
THIRD MONTHLY FEE STATEMENT FOR THE PERIOD  
NOVEMBER 1, 2025, THROUGH NOVEMBER 30, 2025**

Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) submits, pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Interim Compensation Order”) (Docket No. 500), entered on October 14, 2025, this monthly fee statement for the payment of interim compensation rendered and reimbursement of expenses incurred during the period November 1, 2025, through November 30, 2025 (the “Third Monthly Fee Statement”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$903,181.60 (80% of the services rendered), plus \$5,184.28 (100% of the interim expenses incurred). Summaries of the fees and expenses are attached as Exhibits A, B, and C. An invoice reflecting detailed time entries is attached hereto as Exhibit D.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve within 14 days after service of the Third Monthly Fee Statement a written notice, via email, upon Quinn Emanuel and each of the other Fee

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<sup>1</sup> A complete list of each of the Debtors in 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 is 6900 E. Layton Avenue, Suites 1100 and 1200, Denver, Colorado 80237.

Notice Parties (as listed below) (the “Written Notice”). The Written Notice shall specifically identify the fees and expenses to which an objection is asserted, including the amount at issue and the basis for the objection. If the parties are unable to reach a resolution of the objection within 14 calendar days, the objecting party shall file its objection (the “Objection”) with this Court within 3 business days and serve such Objection on Quinn Emanuel and each of the other Fee Notice Parties. *See* Interim Compensation Order, ¶ 1(a)(c).

The Fee Notice Parties as defined in the Interim Compensation Order are:

- i. the Debtors, ModivCare Inc., 6900 E. Layton Avenue, Suites 1100 and 1200, Denver, Colorado 80237, Attn: Faisal Khan (Faisal.khan@modivcare.com);
- ii. 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. 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, bbell@hunton.com);
- iv. counsel to the First Lien Agent and Consenting Creditors, Paul Hastings LLP, 71 S. Wacker Drive, Forty-Fifth Floor, Chicago, IL 60606, Attn: Kris Hansen, Matt Warren, and Lindsey Henrikson (krishansen@pualhastings.com, mattwarren@paulhastings.com, lindseyhenrikson@paulhastings.com);
- v. counsel to the Committee of Unsecured Creditors, White & Case LLP, 1221 Avenue of the Americas, New York, New York 10020, Attn: Andrew Zatz, Greg Pesce, and Stephen Ludovici (azatz@whitecase.com, gregory.pesce@whitecase.com, stephen.ludovici@whitecase.com); and
- vi. United States Trustee, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Jana Whitworth, Andrew Jimenez, and Alina Samko-Yu (jana.whitworth@usdoj.gov, andrew.jimenez@usdoj.gov, and alina.samko-yu@usdoj.com).

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Quinn Emanuel an amount equal to 80% of the fees and

100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted this 13th day of January, 2026.

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP

/s/ Patricia B. Tomasco

Patricia B. Tomasco (SBN 01797600)  
700 Louisiana, Suite 3900  
Houston, Texas 77002  
Telephone: 713-221-7000  
Facsimile: 713-221-7100  
Email: pattytomasco@quinnemanuel.com

- and -

Susheel Kirpalani  
Deborah J. Newman  
295 5<sup>th</sup> Avenue, 9<sup>th</sup> Floor  
New York, New York 10016  
Telephone: 212-849-7000  
Facsimile: 212-849-7100  
Email: susheelkirpalani@quinnemanuel.com  
Email: deborahnewman@quinnemanuel.com

*Counsel to the Special Committee of the Debtors*

**EXHIBIT A****Summary of Legal Fees for the Fee Period**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested	Total Fees With 20% Discount
01	Administrative Tasks	.8	\$524.00	\$419.20
02	Retention Applications/Fee Applications	3.6	\$4,378.00	\$3,502.40
03	Plan/Disclosure Statement	4.0	\$7,580.00	\$6,064.00
04	Investigation	788.5	\$1,116,495.00	\$893,196.00
		796.9	\$1,128,977.00	\$903,181.60

**EXHIBIT B****Summary of Hours Billed by Quinn Emanuel Attorneys and Paraprofessionals**

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Susheel Kirpalani	Partner	1995	Bankruptcy & Restructuring	\$2,700.0	0.0	\$0.00
Robert Loigman	Partner	1994	Complex Civil Litigation	\$2,255.00	48.4	\$109,142.00
Patricia B. Tomasco	Partner	1988	Bankruptcy & Restructuring	\$2,045.00	4.7	\$9,611.50
Deborah Newman	Partner	2003	Bankruptcy & Restructuring	\$2,045.00	147.7	\$302,046.50
Daniel Holzman	Counsel	1999	Bankruptcy & Restructuring	\$1,775.00	10.3	\$18,282.50
Bennett Murphy	Counsel	1984	Bankruptcy & Restructuring	\$1,895.00	7.0	\$13,265.00
Razmig Izakelian	Associate	2013	Bankruptcy & Restructuring	\$1,665.00	184.1	\$306,526.50
Lindsay Weber	Associate	2008	Bankruptcy & Restructuring	\$1,665.00	62.9	\$104,728.50
Jordan Alexander	Associate	2015	Complex Commercial Litigation	\$1,665.00	51.0	\$84,915.00
Emily Moore	Law Clerk			\$710.00	119.6	\$84,916.00
Morgan Brady	Contract Attorney	2010		\$640.00	71.1	\$45,504.00
Nathalie Pierre	Contract Attorney	1999		\$545.00	44.9	\$24,470.50
Eva Korol	Contract Attorney	2012		\$545.00	36.7	\$20,001.50
Barbara J. Howell	Paralegal		Bankruptcy & Restructuring	\$655.00	7.7	\$5,043.50
Dave Scholz	Graphic Coordinator			\$655.00	.8	\$524.00
<b>Total</b>					<b>796.9</b>	<b>\$1,128,977.00</b>

**EXHIBIT C****Summary of Expenses for the Fee Period**

Expense	Amount
Express mail	\$60.19
Messenger	\$175.00
Document services	\$2,655.30
Document reproduction (\$.10 per page)	\$401.40
Video depositions	\$1,290.45
Color document reproduction (\$.25 per page)	\$120.75
Velobind	\$21.21
Specialty tabs	\$.054
Local Meals	\$412.07
Tabs	\$27.00
1" binder	\$20.37
Total	\$5,184.28

# quinn emanuel trial lawyers

865 S. Figueroa Street, 10th Floor  
Los Angeles, California 90017

December 22, 2025

Daniel Silvers  
Independent Director  
6900 Layton Avenue, Suite 1200  
Denver, Colorado 80237

Matter #: 14305-00001  
Invoice Number: 101-0000202092  
Responsible Attorney: Susheel Kirpalani

Special Committee of ModivCare

For Professional Services through November 30, 2025 in connection with Quinn Emanuel acts as special counsel to ModivCare Inc. to render independent services at the sole direction of the special committee of ModivCare, consisting of Daniel Silvers, in connection with a review of historical transactions and any related services as determined by the Client.

Fees	\$1,128,977.00
Expenses	\$5,184.28
Net Amount	\$1,134,161.28
Total Due This Invoice	\$1,134,161.28
Balance Due from Previous Statement(s)	\$581,108.58
Total Balance Due	\$1,715,269.86

**Confidential – May include attorney-client privileged and work-product information**





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**04 Investigation**

11/01/25	EM	Prepare memoranda summarizing interviews in connection with the investigation strategy.	6.10	4,331.00
11/01/25	RI	Review and analyze documents (5.3); legal research regarding potential claims (5.6); prepare analysis regarding potential claims (3.6).	14.50	24,142.50
11/01/25	DN6	Call with G. Klidonas (.8).	0.80	1,636.00
11/02/25	NP	Review and analyze documents for relevance in support of the Independent Investigation presentation and Shackelton witness interview (3.6).	3.60	1,962.00
11/02/25	DN6	Review Deck (2).	2.00	4,090.00
11/03/25	PT	Prepare for and participate in call regarding discovery and discuss status of loan funding dates for perfection analysis (.6); retrieve prior research and analysis regarding non-statutory insider preference under state law and coordinate with team regarding same (.3); further correspondence and analysis with R. Izakelian regarding collateral agent and intercreditor agreements for lien analysis (.8); review and highlight collateral agent language and correspond with R. Izakelian (.3).	2.00	4,090.00
11/03/25	EM	Prepare a memorandum summarizing the interview of H. Sampson.	3.00	2,130.00
11/03/25	EM	Prepare for and attend telephone conference with D. Newman, R. Izakelian, L. Weber, and J. Alexander in connection with the investigation strategy.	0.30	213.00

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11/03/25	EM	Attend part of the interview of Scott Kern (.8) and prepare summary memorandum in connection with the investigation strategy (.6).	1.40	994.00
11/03/25	RI	Review and analyze documents (1.2); conference with Quinn Emanuel team regarding case strategy and assignments (0.8); legal research regarding potential claims, prepare analysis and presentation (10.8); attend interview of S. Kern (1.5).	14.30	23,809.50
11/03/25	MBX	Review and analyze Sampson documents for relevance in support of the Independent Investigation presentation and witness interviews (7.6).	7.60	4,864.00
11/03/25	DN6	Review interrogatory responses and deck (1.5); calls re lien search results (.4); attend Kern Interview (1.5); review declaration (.5).	3.90	7,975.50
11/03/25	EK1	Review and analyze documents in preparation for witness interviews.	4.90	2,670.50
11/03/25	NP	Review and analyze documents for relevance in support of the Independent Investigation presentation and the Shackelton and Sampson witness interviews (3.7).	3.70	2,016.50
11/03/25	JA1	Emails regarding witness interviews and preparation of same.	0.40	666.00
11/03/25	JA1	Review and revise the Silvers declaration.	0.70	1,165.50
11/03/25	JA1	Conference with Quinn Emanuel team regarding interrogatory responses.	0.30	499.50
11/03/25	JA1	Review and revise interrogatory responses.	0.40	666.00
11/03/25	JA1	Emails regarding interrogatory responses.	0.10	166.50

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11/03/25	JA1	Interview S. Kern.	1.50	2,497.50
11/03/25	LMW	Review and revise the interrogatory responses (2.1); emails to D. Newman re: same (.2); emails with Ankura re: document productions (.2); call with Quinn Emanuel team re: case scheduling (.6); attend S. Kern interview (1.5).	4.60	7,659.00
11/04/25	RI	Review and analyze documents for Shackleton interview (2.3); interview of C. Shackleton (0.8); interview of J. Sobolewski (0.3); conference with D. Newman (.2), legal research regarding potential claims (2.1); legal research regarding potential claims (.8), review and revise presentation (3.5).	10.00	16,650.00
11/04/25	EM	Prepare a memorandum summarizing the interview of S. Kern in connection with investigation strategy (3.2); prepare a memorandum summarizing the interview of C. Shackleton in connection with investigation strategy (.7); video conference with R. Izakelian and C. Stanfield re: discovery (.1)	4.00	2,840.00
11/04/25	PT	Prepare and attend interview Chris Shackleton (.8).	0.80	1,636.00
11/04/25	MBX	Review and analyze Sampson documents for relevance in support of the Independent Investigation presentation and witness interviews (8).	8.00	5,120.00
11/04/25	DN6	Review deck (5.8); attend interview of J. Sobolewski (.5); call with FTI (.1); call with Moelis (.2).	6.60	13,497.00
11/04/25	JA1	Emails regarding interrogatory responses.	0.10	166.50

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11/04/25	JA1	Review and revise interrogatory responses.	0.10	166.50
11/04/25	JA1	Conference with D. Newman regarding the interrogatory responses.	0.10	166.50
11/04/25	JA1	Conference with Quinn Emanuel team and Latham & Watkins.	0.10	166.50
11/04/25	JA1	Review and revise the memoranda of interviews and depositions.	1.60	2,664.00
11/04/25	NP	Review and compile relevant communications related to D. Silvers in support of the Independent Investigation (6.2).	6.20	3,379.00
11/04/25	EK1	Review and analyze documents for relevance in support of the Independent Investigation presentation (4.2), and review and compile communications related to D. Silvers (2.7).	6.90	3,760.50
11/04/25	BM	Review transactional documentation for exchange and related transactions	1.30	2,463.50
11/04/25	JA1	Review and revise the Silvers declaration.	1.60	2,664.00
11/04/25	JA1	Conference call with the Quinn Emanuel team and D. Silvers.	0.30	499.50
11/04/25	JA1	Conference call with the Quinn Emanuel team and Latham & Watkins.	0.30	499.50
11/04/25	LMW	Attend C. Shackleton interview (.8); emails to review team re: new documents (.4); review and revise draft outline re: D. Silvers declaration (2.5); review of hot documents re: same (1.5).	5.20	8,658.00
11/05/25	RI	Conference with Latham team regarding interrogatories (0.5); legal research regarding potential claims (1.2); conference with D. Silvers and	7.40	12,321.00

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		Quinn Emanuel team regarding potential claims (2.5); prepare declaration (3.2).		
11/05/25	EM	Prepare a memorandum summarizing the interview of S. Kern (1.0), prepare a memorandum summarizing the interview of C. Shackleton (.5), prepare a memorandum summarizing the interview with D. Mounts Gonzales (.3), attend deposition of B. Gutierrez and prepare detailed summary notes in preparation for the investigation (5.6).	7.40	5,254.00
11/05/25	MBX	Review and analyze Sampson documents for relevance in support of the Independent Investigation presentation and witness interviews (8).	8.00	5,120.00
11/05/25	JA1	Review and revise the Silvers declaration.	1.40	2,331.00
11/05/25	JA1	Conference with D. Newman regarding the Silvers declaration.	0.20	333.00
11/05/25	JA1	Conference with D. Newman and R. Izakelian regarding interrogatory responses.	0.30	499.50
11/05/25	JA1	Conference with Lindsay Weber regarding the interrogatory responses.	0.20	333.00
11/05/25	JA1	Conference with R. Izakelian and L. Weber regarding the interrogatory responses.	0.50	832.50
11/05/25	JA1	Conference with the Quinn Emanuel team regarding the Silvers declaration and slide deck.	0.40	666.00
11/05/25	JA1	Telephone conference with D. Silvers and the Quinn Emanuel team regarding the Silvers declaration.	2.40	3,996.00

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11/05/25	EK1	Review and analyze documents for relevance in support of the Independent Investigation presentation (1.4), and review and compile communications related to H. Sampson (3.4).	4.80	2,616.00
11/05/25	JA1	Review and revise the interrogatory responses.	0.30	499.50
11/05/25	NP	Review and analyze documents for relevance and relating to H. Sampson in support of the Independent Investigation (3.3).	3.30	1,798.50
11/05/25	LMW	Emails with J. Alexander re: the Silvers declaration (.3); call with J. Alexander re: same (.4); follow up on call with Latham & Watkins re: discovery (.3); call with N. Pierre re: status of document review (1.2); review of hot document folder re: same (2.1).	4.30	7,159.50
11/05/25	DN6	Prepare for Presentation to the Independent Director (4.8); attend Independent Director meeting (1); confer with team re same and tasks (1.8); revise declaration and confer with J. Alexander re same (2.4).	10.00	20,450.00
11/05/25	JA1	Telephone conference with D. Newman and Latham & Watkins regarding the interrogatory responses.	0.50	832.50
11/05/25	JA1	Emails regarding the interrogatory responses.	0.10	166.50
11/06/25	RI	Conference with D. Silvers and Quinn Emanuel team regarding investigation (0.5); prepare presentation for Board (4.3).	4.80	7,992.00
11/06/25	MBX	Review and analyze Sampson documents for relevance in support of the Independent Investigation presentation and witness interviews	7.40	4,736.00

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		(6.9); perform database searches in lender productions and review results for interesting D. Silvers documents (.5).		
11/06/25	JA1	Emails regarding depositions.	0.10	166.50
11/06/25	JA1	Telephone conference with D. Silvers regarding the interrogatory responses.	0.10	166.50
11/06/25	JA1	Conference with D. Newman regarding the interrogatory responses.	0.10	166.50
11/06/25	JA1	Emails regarding interrogatory responses.	0.50	832.50
11/06/25	DH3	Research and analyze release of guarantees (1.5) and send email to D. Newman regarding same (.2).	1.70	3,017.50
11/06/25	JA1	Conference with D. Newman regarding the interrogatory responses.	0.10	166.50
11/06/25	JA1	Conference call with D. Newman regarding Silvers's declaration.	0.10	166.50
11/06/25	JA1	Conference call with D. Newman regarding Silvers's declaration.	0.10	166.50
11/06/25	JA1	Telephone call with Silvers, R. Izakelian, and D. Newman regarding Silvers's declaration.	0.50	832.50
11/06/25	JA1	Review and revise the Silvers declaration.	1.10	1,831.50
11/06/25	EM	Attend deposition of S. Kern and prepare a detailed summary in connection with investigation strategy (4.6); prepare a summary of the B. Gutierrez deposition in connection with investigation strategy (1.7).	6.30	4,473.00
11/06/25	NP	Review and analyze documents for relevance and relating to H. Sampson	2.60	1,417.00

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		and D. Silvers in support of the Independent Investigation (2.6).		
11/06/25	LMW	Attend deposition of S. Kern (3.7); emails to E. Moore re: same (.6); emails to review team re: introduced exhibits (.6); emails to Quinn Emanuel team re: deposition scheduling (.2).	5.10	8,491.50
11/06/25	DN6	Review the revised board deck (2.5); review and revise the declaration and related documents (4).	6.50	13,292.50
11/06/25	EK1	Review and analyze documents for relevance in support of the Independent Investigation presentation (1.2), and review and compile communications related to H. Sampson (4.3).	5.50	2,997.50
11/07/25	EM	Prepare summary of S. Kern's deposition in connection with the investigation strategy.	3.00	2,130.00
11/07/25	RI	Conference with FTI regarding investigation (0.5); attend board meeting (1.9); conference with Quinn Emanuel team regarding case strategy and assignments (1.6); review and analyze documents (2.4), review and revise declaration (4.4).	10.80	17,982.00
11/07/25	LMW	Call with Quinn Emanuel team re: the Silvers declaration (.7); review of documents re: fifth amendment (1.4); review and revise the declaration re: same (2.6); emails to review team re: new productions (.4).	5.10	8,491.50
11/07/25	DS4	Revise the investigation presentation to the board per instructions from Razmig Izakelian (.8).	0.80	524.00
11/07/25	MBX	Review and analyze the Sampson documents for relevance in support of the Independent Investigation	7.00	4,480.00

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		presentation and witness interviews (7).		
11/07/25	BM	Review transactional documentation for exchange, bond issuance, covenant amendments, and related transactions (1.9); prepare for and team call re transaction structure, director report (.3); follow-up review of documentation after call (.5)	2.70	5,116.50
11/07/25	JA1	Telephone conference with the Quinn Emanuel team and FTI.	1.10	1,831.50
11/07/25	JA1	Conference with the Quinn Emanuel team regarding depositions.	0.50	832.50
11/07/25	EM	Video conference with D. Newman, J. Alexander, L. Weber, B. Murphy in connection with potential causes of action for investigation.	1.50	1,065.00
11/07/25	JA1	Emails regarding interrogatory responses.	0.40	666.00
11/07/25	NP	Review and analyze documents for relevance relating to H. Sampson and D. Silvers in support of the Independent Investigation (3.2).	3.20	1,744.00
11/07/25	JA1	Emails regarding depositions.	0.10	166.50
11/07/25	JA1	Emails regarding memoranda regarding witness interviews and depositions.	0.20	333.00
11/07/25	DH3	Analyze debt documents (1.4) and call with Quinn Emanuel team to discuss the same (1).	2.40	4,260.00
11/07/25	DN6	Prepare for board presentation (3); team call re loan documents (1); review revised declaration (1); confer with R. Izakelian (1); attention to various strategy issues (1).	7.00	14,315.00
11/07/25	DN6	Call with FTI (1); attend board meeting (2).	3.00	6,135.00

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11/08/25	EM	Conference with D. Newman re: preparation of declaration and investigation privilege research (.2), prepare materials in connection with declaration drafting (1.2), prepare memorandum summarizing the interview of C. Shackleton in connection with investigation strategy (1.5).	2.90	2,059.00
11/08/25	RI	Review and analyze documents (7.3); review and revise declaration (0.9).	8.20	13,653.00
11/08/25	LMW	Review and revise edits to D. Silvers declaration (1.2); emails to R. Izakelian re: same (.2); emails to review team re: documents (1.5).	2.90	4,828.50
11/08/25	BM	Team emails re draft declaration (.2); review and comment on the draft declaration (.3).	0.50	947.50
11/08/25	EK1	Review and compile Board materials in support of the Independent Investigation presentation (1.8).	1.80	981.00
11/08/25	DH3	Read and revise the declaration (2.5).	2.50	4,437.50
11/08/25	JA1	Emails regarding the interrogatory responses.	0.10	166.50
11/08/25	NP	Review and analyze documents concerning the Third-Party Lenders (2.5) and review and analyze documents (2.4) and create binder relating to D. Silvers in preparation for depositions (2.4).	7.30	3,978.50
11/08/25	DN6	Revise declaration (8.3).	8.30	16,973.50
11/09/25	RI	Review and analyze information from FTI (1.3); conference with D. Silvers and D. Newman regarding the investigation (1.0); review and analyze documents (3.8); conference with D. Newman regarding the investigation (0.7); review and revise the declaration (2.0).	8.80	14,652.00

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11/09/25	BM	Team emails re determination of required lenders for consent purposes and related document review.	0.30	568.50
11/09/25	EM	Prepare a memorandum summarizing the interview of C. Shackleton in connection with the investigation strategy.	1.40	994.00
11/09/25	DH3	Exchange emails regarding notes (.4).	0.40	710.00
11/09/25	DN6	Call with D. Silvers (1); revise declaration (3.8).	4.80	9,816.00
11/10/25	DN6	Review documents in connection with the investigation (4); revise the declaration (2); call with G. Klidonas (.2); review deposition transcripts (2.8); attend Kern deposition (3).	12.00	24,540.00
11/10/25	RI	Review and analyze documents (5.1), prepare deposition preparation outline (3.2); conference with D. Silvers and Quinn Emanuel team regarding investigation (0.5).	8.80	14,652.00
11/10/25	LMW	Review summary of K. Shephard deposition (.6); review and revise the declaration re: same (1.4); review of documents from new productions and custodians re: same (2.7).	4.70	7,825.50
11/10/25	MBX	Review and analyze E. Russell and A. Cunningham documents for relevance in support of the Independent Investigation presentation and witness interviews (8).	8.00	5,120.00
11/10/25	NP	Review and analyze documents in preparation for depositions and in support of the Independent Investigation (8.2).	8.20	4,469.00
11/10/25	EM	Prepare a memorandum summarizing the interview of C. Shackleton in connection with the	12.20	8,662.00

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		investigation strategy (.4); attend the deposition of K. Shepard and prepare detailed notes in connection with the investigation strategy (7.9); prepare a memorandum summarizing the deposition of K. Shepard in connection with the investigation strategy (3.9).		
11/10/25	EK1	Review and analyze documents in preparation for the Cunningham and Russell interviews (3.3).	3.30	1,798.50
11/10/25	JA1	Telephone conference with the Quinn Emanuel team and D. Silvers.	0.60	999.00
11/11/25	EK1	Review and analyze documents in preparation for the Cunningham and Russell interviews (6.6).	6.60	3,597.00
11/11/25	DN6	Emails re new factual development (.5); prepare for deposition preparation (3); attend Sampson deposition (3).	6.50	13,292.50
11/11/25	EM	Prepare the summary of K. Shepard deposition in connection with investigation strategy (.6); prepare the summary of the J. Sobolewski interview in connection with investigation strategy (.7); attend the deposition of H. Sampson and prepare summary for distribution (1.7); conference with D. Newman, R. Izakelian, J. Alexander and Moelis in connection with investigation fact finding (.5); prepare a memorandum summarizing deposition of H. Sampson in connection with investigation strategy (5.0); prepare materials for the deposition preparation of D. Silvers (.6).	9.10	6,461.00
11/11/25	BM	Analyze credit agreement terms germane to purchases of senior notes; report analysis to team	2.20	4,169.00

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11/11/25	RI	Review and analyze documents (12.4); prepare deposition preparation outline (4.6).	17.00	28,305.00
11/11/25	MBX	Review and analyze E. Russell and A. Cunningham documents for relevance in support of the Independent Investigation presentation and witness interviews (6.8); review and prepare final versions of Silvers documents in preparation for deposition (2.3).	9.10	5,824.00
11/11/25	NP	Review and analyze documents in preparation for the depositions and in support of the Independent Investigation (5.5).	5.50	2,997.50
11/11/25	DH3	Exchange emails regarding the former director (.6). emails regarding former director (.6).	0.60	1,065.00
11/11/25	JA1	Review summaries of depositions.	0.20	333.00
11/11/25	JA1	Conference call with the Quinn Emanuel team regarding deposition preparation of D. Silvers.	0.20	333.00
11/11/25	JA1	Conference call with FTI and the Quinn Emanuel team regarding deposition preparation of D. Silvers.	0.40	666.00
11/11/25	JA1	Prepare questions for the deposition preparation of D. Silvers.	0.50	832.50
11/12/25	DN6	Prepare for deposition preparation (1); meet with D. Silvers to prepare for the deposition (6.5).	7.50	15,337.50
11/12/25	EM	Prepare witness D. Silvers for deposition with D. Newman and R. Izakelian (5.3); prepare a memorandum summarizing the deposition of H. Sampson (2.5); legal research in connection with maintaining work product protections for the investigation (.7).	8.50	6,035.00

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11/12/25	EK1	Review and analyze documents in preparation for the Cunningham and Russell interviews (2.9).	2.90	1,580.50
11/12/25	RI	Review documents and prepare deposition preparation outline (5.0); conference with D. Silvers and Quinn Emanuel team regarding deposition (5.4).	10.40	17,316.00
11/12/25	MBX	Review and analyze Sampson documents for relevance in support of the Independent Investigation presentation and witness interviews (8).	8.00	5,120.00
11/12/25	LMW	Review of summary re: H. Sampson deposition (.8); emails to Quinn Emanuel team re: same (.3); emails to the Quinn Emanuel review team re: preparation for D. Silvers' deposition (1.2).	2.30	3,829.50
11/12/25	NP	Review and analyze documents in preparation for depositions and in support of the Independent Investigation (1.3).	1.30	708.50
11/12/25	JA1	Review summaries of depositions.	0.90	1,498.50
11/13/25	DN6	Attend Silvers deposition (9.5).	9.50	19,427.50
11/13/25	RI	Attend Silvers deposition (9.5).	9.50	15,817.50
11/13/25	MBX	Review and analyze Sampson documents for relevance in support of the Independent Investigation presentation and witness interviews (8).	8.00	5,120.00
11/13/25	LMW	Partial attendance at D. Silvers's deposition (4.5); emails to D. Newman re: same (.4); legal research re: communications during ongoing deposition (1.4); call with P. Tomasco re: same (.3).	6.60	10,989.00
11/13/25	PT	Conference with R. Izakelian regarding deposition break privilege	0.90	1,840.50

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		issues and online research to clarify issues and considerations (.5); written analysis of privilege issues (.4).		
11/13/25	JA1	Review summaries of depositions.	1.20	1,998.00
11/14/25	DN6	Attend Mounts Gonzales deposition (4.9); team call (.5); call with D. Silvers (.4).	5.80	11,861.00
11/14/25	EM	Review and review memoranda summarizing investigation interviews (1.0); legal research re: investigation privilege questions (1.0); attend deposition of David Mounts Gonzales and prepare detailed notes in connection with investigation strategy (4.9); video conference with D. Newman, R. Izakelian, and J. Alexander re: objection to standing motion and investigation strategy (.5).	7.40	5,254.00
11/14/25	RI	Attend Mounts Gonzales deposition (4.9); conference with Quinn Emanuel team regarding case strategy and assignments (0.5).	5.40	8,991.00
11/14/25	JA1	Conference with the Quinn Emanuel team regarding the declaration, slide deck, and upcoming deadlines and tasks.	0.50	832.50
11/14/25	LMW	Emails with E. Moore re: DMG deposition (.3); attend same (1.8); call with Quinn Emanuel team re: next steps (.5)	4.10	6,826.50
11/14/25	JA1	Review summaries of depositions.	0.30	499.50
11/15/25	LMW	Emails to committee re: standing motion (.2)	1.90	3,163.50
11/16/25	DN6	Review standing motions (1).	1.00	2,045.00
11/16/25	RI	Review and analyze standing motions and complaints (5.2).	5.20	8,658.00

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11/16/25	LMW	Emails with the Quinn Emanuel team re: standing motion (.4); review of documents re: March transactions (1.2); emails to review team re: same (.2).	1.80	2,997.00
11/17/25	DN6	Attend L. Norwalk deposition.	6.00	12,270.00
11/17/25	EM	Attend the deposition of Leslie Norwalk and prepare a summary in connection with investigation strategy (6.0); prepare a summary of the deposition in connection with the investigation strategy (1.3).	7.30	5,183.00
11/17/25	RI	Attend Norwalk deposition (6.0).	6.00	9,990.00
11/17/25	LMW	Attend (partial) L. Norwalk deposition (2.7); review of summary from E. Moore re: same (.7).	3.40	5,661.00
11/18/25	EM	Attend deposition conducted by the Debtors and prepare notes in connection with investigation strategy (.5); video conference with Debtors counsel and D. Newman, R. Izakelian, and J. Alexander in connection with investigation (.8); video conference with D. Newman, R. Izakelian, and J. Alexander in connection with investigation (.4)	1.70	1,207.00
11/18/25	RI	Conference with the Quinn Emanuel and Latham teams regarding the plan (0.8).	0.80	1,332.00
11/18/25	DN6	Call with D. Silvers (.5); call with R. Izakelian (.1); Call with Latham & Watkins (.8); team call (.4); call with G. Klidonas (.3).	2.10	4,294.50
11/18/25	RI	Conference with Quinn Emanuel team regarding case strategy and assignments (0.4).	0.40	666.00
11/18/25	JA1	Prepare a letter to the court regarding privilege issues, including legal research regarding same.	2.00	3,330.00

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11/18/25	JA1	Emails regarding a letter to the court regarding privilege issues.	0.20	333.00
11/18/25	JA1	Conference with the Quinn Emanuel team regarding case updates and upcoming deadlines, including the letter to the court regarding privilege issues.	0.40	666.00
11/18/25	JA1	Conference call with the Quinn Emanuel team and Latham team regarding case updates and upcoming deadlines.	0.80	1,332.00
11/19/25	JA1	Meet and confer with Quinn Emanuel, Latham, Paul Hastings, and White & Case teams regarding privilege issues and supplemental declaration.	0.80	1,332.00
11/19/25	JA1	Quinn Emanuel team call regarding the letter to the court and meet and confer.	0.20	333.00
11/19/25	JA1	Quinn Emanuel team call regarding next steps.	0.30	499.50
11/19/25	EM	Legal research re: protecting committee attorney client privilege (2.4); attend deposition of Chad Shandler and prepare a summary in connection with investigation strategy (5.9); video conference with investigation team D. Newman, R. Izakelian, and J. Alexander (.2) video conference meeting of the Special Committee with D. Silvers, D. Newman, R. Izakelian, and J. Alexander (.4); video conference with investigation team D. Newman, R. Izakelian, and J. Alexander (.3)	9.20	6,532.00
11/19/25	DN6	Attend meet and confer (.8); call with D. Silvers (.4); call with the team (.2); additional call with the team (.3); review letter and deck (.5); call with Latham (.5); call with D. Silvers (.3);	3.50	7,157.50

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		confer with J. Tecce (.3); review draft supplemental declaration and confer with R. Izakelian re same (.2).		
11/19/25	LMW	Prepare committee meeting minutes (2.2); emails to R. Izakelian and J. Alexander re: same (.2); emails with Ankura re: incoming productions (.3)	2.70	4,495.50
11/19/25	DH3	Research privilege issue (.7).	0.70	1,242.50
11/19/25	RI	Review and analyze documents (1.5), prepare supplemental declaration (2.5); conference with Quinn Emanuel and Latham teams regarding documents (0.5); conference with Quinn Emanuel and Latham teams and D. Silvers regarding documents (0.5); attend Shandler deposition (5.8); conference with committee regarding investigation (0.8); conference with Quinn Emanuel team regarding case strategy (0.2); conference with D. Silvers and Quinn Emanuel team regarding investigation (0.4); conference with Quinn Emanuel team regarding case strategy (0.3).	12.50	20,812.50
11/19/25	JA1	Review and revise the letter to the court regarding privilege issues.	0.90	1,498.50
11/19/25	JA1	Emails regarding White & Case letter regarding privilege issues.	0.10	166.50
11/19/25	JA1	Telephone conference with the Quinn Emanuel team and D. Silvers.	0.40	666.00
11/20/25	EM	Legal research in connection with protecting attorney-client privilege with the Special Committee (1.4); attend deposition of Zul Jamal (4.8) and prepare detailed notes in connection with the investigation strategy (3.1).	9.30	6,603.00
11/20/25	JA1	Review summaries of depositions.	0.60	999.00

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11/20/25	LMW	Emails to Quinn Emanuel review team re: additional production (.2); review documents re: same (1.7); emails to Ankura re: document access (.2).	2.10	3,496.50
11/20/25	RI	Attend Jamal deposition (4.8); prepare supplemental declaration (1.2).	6.00	9,990.00
11/20/25	JA1	Prepare a memorandum regarding privilege issues.	1.60	2,664.00
11/21/25	JA1	Prepare a letter to the court regarding privilege issues.	1.30	2,164.50
11/21/25	JA1	Conference with the Quinn Emanuel team regarding upcoming deadlines and tasks.	0.30	499.50
11/21/25	RSL	Telephone calls with D. Newman re: background, case status, key issues (1.2); review D. Silvers's declaration and Quinn Emanuel's presentation to D. Silvers (3.4); e-mails with E. Moore re: materials to review and priority of same (.2).	4.80	10,824.00
11/21/25	JA1	Telephone conference with the Quinn Emanuel team and Latham.	0.70	1,165.50
11/21/25	DN6	Revise the Declaration (1.2); review the letter (1.7); draft an outline re disputes with Committee (1.5); attend hearing (.4); call with the team (.3); call with the Debtor (.3); call with R. Izakelian (.2); call with D. Silvers (.2); confer with R. Loigman re case (.5).	6.30	12,883.50
11/21/25	LMW	Call with N. Pierre re: document review (.5); emails to E. Korol and M. Brady re: same (.3); review of documents re: same (1.4); call with Latham & Watkins re: court status conference (.6)	4.10	6,826.50
11/21/25	RI	Attend pretrial conference (0.4); conference with Quinn Emanuel team	1.20	1,998.00

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		regarding strategy (0.3); conference with Quinn Emanuel and Latham teams regarding plan (0.5).		
11/21/25	EM	Prepare materials for mock cross-examination of the Client (2.2); team call via video conference with D. Newman, J. Alexander, and R. Izakelian in connection with investigation strategy (.3); video conference with Debtors' counsel and D. Newman, J. Alexander, and R. Izakelian in connection with investigation strategy (.8).	3.30	2,343.00
11/22/25	JA1	Telephone conference with D. Silvers regarding the letter to the court regarding privilege issues.	0.30	499.50
11/22/25	JA1	Emails regarding the letter to the court regarding privilege issues.	0.10	166.50
11/22/25	JA1	Prepare a letter to the court regarding privilege issues.	2.10	3,496.50
11/22/25	DN6	Board Call (5); review supplemental declaration (1); confer with R. Izakelian re same (1).	7.00	14,315.00
11/22/25	RI	Conference with D. Silvers and the Quinn Emanuel team regarding investigation (0.3); review and analyze documents (2.5), revise supplemental declaration (2.2).	5.00	8,325.00
11/22/25	EM	Legal research in connection with the motion protecting the investigation and attorney-client privilege (3.1); prepare for and virtually attend meeting of Special Committee with Dan Silvers, D. Newman, R. Izakelian, and J. Alexander (.3).	3.40	2,414.00
11/23/25	JA1	Emails regarding a letter to the court regarding privilege issues.	0.30	499.50
11/23/25	JA1	Prepare a letter to the court regarding privilege issues.	2.10	3,496.50

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11/23/25	DN6	Revise the declaration (2); confer with R. Izakelian re same (1); revise the privilege brief (2).	5.00	10,225.00
11/23/25	EM	Legal research re: special committee attorney-client privilege (1.9).	1.90	1,349.00
11/23/25	RI	Revise the supplemental declaration (.7), conference with D. Silvers regarding same (.3).	1.00	1,665.00
11/24/25	JA1	Conference with D. Newman regarding the letter to the court regarding privilege issues.	0.90	1,498.50
11/24/25	JA1	Telephone conference with D. Silvers regarding the letter to the court regarding privilege issues.	0.10	166.50
11/24/25	JA1	Conference with D. Newman and R. Izakelian regarding the letter to the court regarding privilege issues.	0.40	666.00
11/24/25	JA1	Telephone call with J. Weichselbaum regarding the letter to the court regarding privilege issues.	0.10	166.50
11/24/25	JA1	Emails regarding a letter to the court regarding privilege issues.	0.70	1,165.50
11/24/25	JA1	Review and revise the letter to the court regarding privilege issues.	3.50	5,827.50
11/24/25	JA1	Confer with D. Newman and R. Izakelian regarding the letter to the court regarding privilege issues.	0.30	499.50
11/24/25	RSL	Review the White & Case letter, Kasowitz letter, board presentation, and selected board minutes (2.4); review Silvers deposition transcript and exhibits thereto (4.9); e-mails with E. Moore re: deposition exhibits (.2); telephone call with D. Newman re: D. Silvers testimony and cross-examination (.4); review and draft revisions to draft letter to the court re: non-waiver of privilege (.7);	8.90	20,069.50

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		conference call with D. Newman, J. Alexander re: revisions to letter (.3).		
11/24/25	BH2	Work with attorneys to file the brief regarding privilege (5.).	5.00	3,275.00
11/24/25	DN6	Revise the privilege brief.	8.10	16,564.50
11/24/25	EM	Analysis of the deposition of Dan Silvers in connection with assessing attorney-client privilege (3.3).	3.30	2,343.00
11/24/25	PT	Correspondence with R. Izakelian and D. Newman regarding briefing issues (.2); review and comment on draft brief on privilege issues (.4).	0.60	1,227.00
11/24/25	RI	Review and analyze documents (1.8), revise supplemental declaration (.9); legal research regarding privilege of investigations (3.2); review and revise brief (3.0).	8.90	14,818.50
11/25/25	JA1	Review and revise the memoranda of interviews and depositions.	2.90	4,828.50
11/25/25	JA1	Emails regarding the Unsecured Creditors' Committee's letter regarding privilege issues.	0.20	333.00
11/25/25	JA1	Emails regarding slide deck redactions.	0.10	166.50
11/25/25	JA1	Review confirmation objection.	0.40	666.00
11/25/25	JA1	Review slide decks for redaction.	0.20	333.00
11/25/25	JA1	Telephone conference with D. Newman and R. Izakelian and Latham & Watkins regarding pretrial conference regarding privilege issues.	0.80	1,332.00
11/25/25	RSL	Telephone calls with D. Newman re: privilege argument (.8); review White & Case letter re: privilege and timing of hearing (.7); review case law cited in the White & Case letter and follow-up e-mails with D. Newman re: same (1.8); continued review of D. Silvers	7.60	17,138.00

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		transcript and exhibits (2.3); reviewing supplemental declaration, interrogatory responses, and board minutes (1.1); begin review of standing motions (.4); draft issues questions for discussion with D. Newman (.5).		
11/25/25	JA1	Attend pretrial conference regarding privilege issues.	0.50	832.50
11/25/25	JA1	Conference with D. Newman and R. Izakelian regarding pretrial conference regarding privilege issues.	0.30	499.50
11/25/25	DN6	Review Unsecured Creditors' Committee's letter (1.1); prepare for hearing (3); attend hearing (.5); calls re same (4).	8.60	17,587.00
11/25/25	EM	Attend deposition of David Rowe and circulate summary to the investigation team (.9); attend hearing on privilege issues (.5).	1.40	994.00
11/25/25	JA1	Emails regarding pretrial conference regarding privilege issues.	0.10	166.50
11/25/25	PT	Correspondence with team regarding privilege issues (.4).	0.40	818.00
11/25/25	RI	Attend hearing (0.5); conference with D. Newman regarding hearing (1.3); conference with Latham and Quinn teams regarding plan (0.8); conference with D. Newman and J. Alexander regarding strategy (0.5); redact documents (0.9).	4.00	6,660.00
11/26/25	JA1	Emails regarding redacted slide decks.	0.20	333.00
11/26/25	DN6	Call with B. Marks (.2); draft cover letter to the Unsecured Creditors' Committee; call with G. Klidonas re hearing and production (.2); calls with R. Loigman re same and cross preparation (1); review decks for	5.90	12,065.50

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		production (1); attend David Mounts Gonzalez Deposition (2.3); call with R. Loigman (.5); call with the Debtors (.2); call with the Quinn Emanuel Team (.5).		
11/26/25	EM	Attend deposition of David Mounts Gonzales (2.3) and prepare summary in connection with investigation (.9); video conference with D. Newman, R. Izakelian and counsel for the Debtors and Consenting Creditors (.2); prepare for and video conference with D. Newman, R. Izakelian, and R. Loigman re: disclosures to Unsecured Creditors' Committee (.7); review and revise letter to the Creditors' Committee (.2).	4.30	3,053.00
11/26/25	RI	Attend Mounts Gonzales deposition (2.3); conference with Latham, Quinn, and Paul Hastings regarding Mounts Gonzales deposition (.3); conference with Quinn Emanuel team regarding strategy (0.6).	3.20	5,328.00
11/26/25	RSL	Draft issue set and preliminary concepts for cross (1.9); review summary of court hearing (.4); telephone calls with D. Newman re: same and privilege arguments (.8); review versions of proposed redactions to presentations and telephone calls with D. Newman re: same (1.3); conference with D. Newman, R. Izakelian, E. Moore re: redactions to presentations (.5); review draft letter to White & Case (.3); e-mails with D. Newman, Latham re: privilege redactions (.4); conference with D. Newman re: cross points (.6); review standing motions and telephone calls with D. Newman re: selected arguments in same (1.5).	7.70	17,363.50

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11/27/25	RSL	Emails re: production of redacted presentations (.2); draft outline of topics for Silvers cross-examination preparation and e-mails to D. Newman re: same (1.4).	1.60	3,608.00
11/28/25	RSL	Draft outline for cross-examination (2.3); review documents for same, including deposition testimony, declaration, and Fifth Amendment Transaction documents (3.2); research re: connections to consenting lenders (.8); e-mails re: re-production of presentations (.2).	6.50	14,657.50
11/29/25	RSL	Draft outline for Silvers's cross-examination, including review of documents, testimony for same (4.5).	4.50	10,147.50
11/30/25	RSL	Telephone call with D. Newman re: hearing logistics, preparation for direct and cross examination (.5); draft outline for Silvers's cross-examination and review of documents and testimony for same (4.3); review the White & Case letter re: production of presentations and e-mails re: potential response (.3).	5.10	11,500.50
SUBTOTAL			788.50	1,116,495.00

**Fee Summary**

<b>Attorneys</b>	<b>Init.</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Robert Loigman	RSL	Partner	48.40	2,255.00	109,142.00
Deborah Newman	DN6	Partner	147.70	2,045.00	302,046.50
Patty Tomasco	PT	Partner	4.70	2,045.00	9,611.50
Bennett Murphy	BM	Counsel	7.00	1,895.00	13,265.00
Daniel Holzman	DH3	Counsel	10.30	1,775.00	18,282.50
Jordan Alexander	JA1	Associate	51.00	1,665.00	84,915.00
Razmig Izakelian	RI	Associate	184.10	1,665.00	306,526.50
Lindsay M. Weber	LMW	Associate	62.90	1,665.00	104,728.50
Emily Moore	EM	Law Clerk	119.60	710.00	84,916.00
Morgan Brady	MBX	Attorney	71.10	640.00	45,504.00
Eva Korol	EK1	Attorney	36.70	545.00	20,001.50

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Nathalie Pierre	NP	Attorney	44.90	545.00	24,470.50
<b>Case Assistants</b>	<b>Init.</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Barbara J Howell	BH2	Paralegal	7.70	655.00	5,043.50
Dave Scholz	DS4	Graphics Coordinator	0.80	655.00	524.00

**Expense Summary**

Description		Amount
Express mail		60.19
Online Research		0.00
Messenger		175.00
Document Reproduction	0.10	401.40
Video deposition/Videotaping(s)		1,290.45
Color Document Reproduction	0.25	120.75
Word processing		0.00
Velobind		21.21
Local meals		412.07
Document Services		2,655.30
Tabs		27.00
1" Binder		20.37

**Litigation Support Costs**

Custom Specialty Tabs		0.54
<b>Total Expenses</b>		<b>\$5,184.28</b>

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

In re:	§	Chapter 11
MODIVCARE INC., et al., <sup>1</sup>	§	Case No. 24-90448 (ARP)
Debtors.	§	(Jointly Administered)
	§	

**QUINN EMANUEL URQUHART & SULLIVAN, LLP’S  
AMENDED FOURTH MONTHLY FEE STATEMENT FOR THE PERIOD  
DECEMBER 1, 2025, THROUGH DECEMBER 29, 2025<sup>2</sup>**

Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) submits, pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Interim Compensation Order”) (Docket No. 500), entered on October 14, 2025, this monthly fee statement for the payment of interim compensation rendered and reimbursement of expenses incurred during the period December 1, 2025, through December 29, 2025 (the “Fourth Monthly Fee Statement”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$281,888.60 (80% of the services rendered), plus \$6,129.11 (100% of the interim expenses incurred). Summaries of the fees and expenses are attached as Exhibits A, B, and C. An invoice reflecting detailed time entries is attached hereto as Exhibit D.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve within 14 days after service of the Fourth

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<sup>1</sup> A complete list of each of the Debtors in 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 is 6900 E. Layton Avenue, Suites 1100 and 1200, Denver, Colorado 80237.

<sup>2</sup> This Fourth Monthly Fee Statement is amended to change the 80% amount due to \$281,888.60, instead of \$282,288.60.

Monthly Fee Statement a written notice, via email, upon Quinn Emanuel and each of the other Fee Notice Parties (as listed below) (the “Written Notice”). The Written Notice shall specifically identify the fees and expenses to which an objection is asserted, including the amount at issue and the basis for the objection. If the parties are unable to reach a resolution of the objection within 14 calendar days, the objecting party shall file its objection (the “Objection”) with this Court within 3 business days and serve such Objection on Quinn Emanuel and each of the other Fee Notice Parties. *See* Interim Compensation Order, ¶ 1(a)(c).

The Fee Notice Parties as defined in the Interim Compensation Order are:

- i. the Debtors, ModivCare Inc., 6900 E. Layton Avenue, Suites 1100 and 1200, Denver, Colorado 80237, Attn: Faisal Khan (Faisal.khan@modivcare.com);
- ii. 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. 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, bbell@hunton.com);
- iv. counsel to the First Lien Agent and Consenting Creditors, Paul Hastings LLP, 71 S. Wacker Drive, Forty-Fifth Floor, Chicago, IL 60606, Attn: Kris Hansen, Matt Warren, and Lindsey Henrikson (krishansen@pualhastings.com, mattwarren@paulhastings.com, lindseyhenrikson@paulhastings.com);
- v. counsel to the Committee of Unsecured Creditors, White & Case LLP, 1221 Avenue of the Americas, New York, New York 10020, Attn: Andrew Zatz, Greg Pesce, and Stephen Ludovici (azatz@whitecase.com, gregory.pesce@whitecase.com, stephen.ludovici@whitecase.com); and
- vi. United States Trustee, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Jana Whitworth, Andrew Jimenez, and Alina Samko-Yu (jana.whitworth@usdoj.gov, andrew.jimenez@usdoj.gov, and alina.samko-yu@usdoj.com).

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Quinn Emanuel an amount equal to 80% of the fees and 100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted this 23rd day of January, 2026.

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP

/s/ Patricia B. Tomasco

Patricia B. Tomasco (SBN 01797600)  
700 Louisiana, Suite 3900  
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Telephone: 713-221-7000  
Facsimile: 713-221-7100  
Email: pattytomasco@quinnemanuel.com

- and -

Susheel Kirpalani  
Deborah J. Newman  
295 5<sup>th</sup> Avenue, 9<sup>th</sup> Floor  
New York, New York 10016  
Telephone: 212-849-7000  
Facsimile: 212-849-7100  
Email: susheelkirpalani@quinnemanuel.com  
Email: deborahnewman@quinnemanuel.com

*Counsel to the Special Committee of the Debtors*

**EXHIBIT A****Summary of Legal Fees for the Fee Period**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested	Total Fees With 20% Discount
01	Administrative Tasks	1.1	\$720.50	\$576.40
02	Retention Applications/Fee Applications	6.2	\$4,061.00	\$3,248.80
03	Plan/Disclosure Statement	94.9	\$192,179.50	\$153,743.60
04	Investigation	69.6	\$118,926.00	\$95,140.80
05	Litigation	2.0	\$4,090.00	\$3,272.00
06	Non-Working Travel <sup>3</sup>	30.1	\$32,383.75	\$25,907.00
	Total	203.9	\$352,360.75	\$281,888.60

<sup>3</sup> Quinn Emanuel bills its non-working travel at 50%. 100% of the non-working travel fees total \$64,767.50, with the 50% reduction totaling \$32,383.75.

**EXHIBIT B****Summary of Hours Billed by Quinn Emanuel Attorneys and Paraprofessionals<sup>4</sup>**

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Susheel Kirpalani	Partner	1995	Bankruptcy & Restructuring	\$2,700.0	0.0	\$0.00
Robert Loigman	Partner	1994	Complex Civil Litigation	\$2,255.00	74.3	\$167,546.50
Patricia B. Tomasco	Partner	1988	Bankruptcy & Restructuring	\$2,045.00	.9	\$1,840.50
Deborah Newman	Partner	2003	Bankruptcy & Restructuring	\$2,045.00	75.0	\$153,375.00
Razmig Izakelian	Associate	2013	Bankruptcy & Restructuring	\$1,665.00	23.6	\$39,294.00
Jordan Alexander	Associate	2015	Complex Commercial Litigation	\$1,665.00	1.8	\$2,997.00
Emily Moore	Law Clerk			\$710.00	21.0	\$14,910.00
Barbara J. Howell	Paralegal		Bankruptcy & Restructuring	\$655.00	7.3	\$4,781.50
<b>Total</b>					<b>203.9</b>	<b>\$384,744.50</b>

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<sup>4</sup> Travel reflected at 100% in Exhibit B.

**EXHIBIT C****Summary of Expenses for the Fee Period**

Expense	Amount
Express mail	\$37.57
Meals during travel	\$158.28
Document reproduction (\$.10 per page)	\$7.80
Travel	\$465.02
Color document reproduction (\$.25 per page)	\$3.75
Hotel	\$5,381.69
Out-of-Town Travel	\$75.00
Total	\$6,129.11

**quinn emanuel trial lawyers**

865 S. Figueroa Street, 10th Floor  
 Los Angeles, California 90017

January 15, 2026

Daniel Silvers  
 Independent Director  
 6900 Layton Avenue, Suite 1200  
 Denver, Colorado 80237

Matter #: 14305-00001  
 Invoice Number: 101-0000203102  
 Responsible Attorney: Susheel Kirpalani

Special Committee of ModivCare

For Professional Services through December 31, 2025 in connection with Quinn Emanuel acts as special counsel to ModivCare Inc. to render independent services at the sole direction of the special committee of ModivCare, consisting of Daniel Silvers, in connection with a review of historical transactions and any related services as determined by the Client.

Fees	\$384,744.50
50% Non-Working Travel Discount	<u>-\$32,383.75</u>
Net Billed Fees	\$352,360.75
Expenses	<u>\$6,129.11</u>
Net Amount	\$358,489.86
Total Due This Invoice	\$358,489.86
Balance Due from Previous Statement(s)	\$1,715,269.86
Total Balance Due	<u><u>\$2,073,759.72</u></u>

**Confidential – May include attorney-client privileged and work-product information**



**quinn emanuel trial lawyers**

January 15, 2026

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Matter #: 14305-00001

Invoice Number: 101-0000203102

12/06/25	RSL	Revise the cross-examination outline (1.0); meet with D. Silvers, D. Newman, and attorneys at Latham, Paul Hastings in preparation for confirmation trial (10.5).	11.50	25,932.50
12/07/25	DN6	Meet with Latham for direct examination run-through (2.0); meet with R. Loigman re: revisions to direct outline (.5); additional moot direct and cross-examinations with D. Silver (4.0).	6.50	13,292.50
12/07/25	RSL	Meeting with Latham for direct examination run-through (2.0); meetings with D. Newman re: revisions to direct outline (.5); additional moot direct and cross-examinations with D. Silver (4.0).	6.50	14,657.50
12/08/25	RSL	Meet with D. Silvers re: preparation for testimony (.7); attend first day of confirmation hearing (8.8).	9.50	21,422.50
12/08/25	RI	Attend confirmation hearing (7.2).	7.20	11,988.00
12/08/25	PT	Prepare and attend portion of hearing on confirmation (.9).	0.90	1,840.50
12/08/25	DN6	Meet with D. Silvers re: preparation for testimony (.7); attend the first day of confirmation hearing (8.8).	9.50	19,427.50
12/09/25	RSL	Emails re: confirmation hearing (.2).	0.20	451.00
12/09/25	DN6	Emails re: confirmation hearing (.2).	0.20	409.00
12/09/25	RI	Attend confirmation hearing (4.0).	4.00	6,660.00
12/10/25	RI	Review and analyze Silvers deposition transcript, prepare counter-designations (2.1).	2.10	3,496.50
12/11/25	RI	Attend confirmation hearing (4.0).	4.00	6,660.00
12/11/25	DN6	Listen to Closing Arguments (2.5).	2.50	5,112.50
12/12/25	RI	Attend confirmation hearing (0.5).	0.50	832.50
12/12/25	DN6	Listen to decision (.5)	0.50	1,022.50



**quinn emanuel trial lawyers**

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Matter #: 14305-00001

Invoice Number: 101-0000203102

		regarding preparation for direct examination of D. Silvers (.2).		
12/02/25	RSL	Telephone calls with D. Newman re: strategy for addressing White & Case's exclusion arguments (.4); review and revise versions of draft e-mail to White & Case (.2); review and revise drafts of letter to court re: exclusion issue (.3); e-mails, telephone calls with D. Newman re: letter to court, timing issues (.5); review White & Case's response and further e-mails, telephone calls re: strategy (.4); begin review of draft confirmation brief (.4); review revisions to draft cross-examination outline and e-mails re: same (.3); e-mails with E. Moore re: exhibits for cross-examination and credit reports (.2).	2.70	6,088.50
12/02/25	EM	Legal research distinguishing cases on plan releases (3.1); Review and revise filings in connection with investigation (2.5); Prepare materials for witness testimony (.8).	6.40	4,544.00
12/02/25	DN6	Calls with R. Loigman re Committee issue (.3); draft email re same (.1); draft direct outline for D. Silvers (4.8); emails re letter to court and motion to seal (1); revisions to same (1); review draft confirmation brief and opp to standing motions (1).	8.20	16,769.00
12/03/25	JA1	Emails regarding the privilege hearing.	0.10	166.50
12/03/25	JA1	Attend hearing regarding privilege issue.	0.50	832.50
12/03/25	JA1	Conference with D. Newman regarding preparation for direct examination of D. Silvers.	0.30	499.50

**quinn emanuel trial lawyers**

January 15, 2026

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Matter #: 14305-00001

Invoice Number: 101-0000203102

12/03/25	RSL	Telephone calls with D. Newman re: service of letter to court, preparation for court argument (.3); video attendance of court conference regarding admissibility of Silvers testimony (.5); draft outline for cross examination, including reviewing of presentation decks, declarations, and additional materials (4.5); e-mails with E. Moore re: addition of exhibits to cross folder (.3); review ratings agency reports (.5); telephone calls with D. Newman re: additions to cross outline, Committee arguments in objection and standing motions and responses to same (.9); review portions of standing and confirmation briefs (.8).	7.80	17,589.00
12/03/25	EM	Prepare materials for witness testimony (.9); Prepare deposition chart in connection with witness cross examination (3.1).	4.00	2,840.00
12/03/25	DN6	ModivCare: Status Conference with Court (.5); Call with D. Silvers re same (.1); Call with Debtors re same (.4); Calls with R. Loigman re prep (.6); Call with J. Alexander re same (.2); Prepare for direct and cross preparation (5.5).	7.30	14,928.50
12/04/25	JA1	Emails regarding standing objection.	0.60	999.00
12/04/25	DN6	Draft direct outline (2.8).	2.80	5,726.00
12/04/25	EM	Prepare chart with deposition testimony in connection with witness cross-examination preparation (2.1).	2.10	1,491.00
12/04/25	RSL	Telephone calls with D. Newman re: privilege issues (.5); review and revise the draft direct outline and reviewing materials for same (2.2); telephone call with D. Newman re: same (.3); revise the cross-exam outline and review materials for	6.40	14,432.00



**quinn emanuel trial lawyers**

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Matter #: 14305-00001  
Invoice Number: 101-0000203102

**Expense Summary**

Description		Amount
Meals during travel		158.28
Express mail		37.57
Online Research		0.00
Document Reproduction	0.10	7.80
Travel		465.02
Color Document Reproduction	0.25	3.75
Hotel		5,381.69
Out-of-Town Travel		75.00
	Total Expenses	\$6,129.11

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

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

**FINAL ORDER ALLOWING COMPENSATION  
AND REIMBURSEMENT OF EXPENSES**

(Docket No. \_\_\_\_\_)

The Court has considered the First and Final Application for Compensation and Reimbursement of Expenses filed by Quinn Emanuel Urquhart & Sullivan, LLP (the “Applicant”). The Court orders:

1. Applicant is allowed compensation and reimbursement of expenses in the amount of \$2,073,759.72.
2. The Debtors are authorized to disburse any unpaid amounts allowed by paragraph 1 of this Order.

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<sup>1</sup> A complete list of each of the Debtors in 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 is 6900 E. Layton Avenue, Suites 1100 and 1200, Denver, Colorado 80237.