

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

In re: § Chapter 11
MODIVCARE, INC. *et al.*, §
§ Case No. 25-90309 (ARP)
§
Debtors. § (Jointly Administered)
§

**HEALTHSPRING INC.’S RESPONSE REGARDING PROPOSED FORM OF ORDER
SUBMITTED BY REORGANIZED DEBTORS**

(Relates to Docket Nos. 1133, 1188, and 1213)

1. An evidentiary hearing regarding the Reorganized Debtor’s motion to reject a contract with HealthSpring, Inc. (“HealthSpring”) was held on Friday, February 13, 2026, and Tuesday, February 17, 2026. At the close of the hearing the Court issued its ruling and instructed counsel for the Reorganized Debtors to submit a proposed form of order with the following language: “for the reasons stated on the record, the contract is rejected effective as of February 28th.”

2. Attached hereto as Exhibit “A” are a series of emails between counsel for and the Reorganized Debtors regarding the form of proposed order and the two drafts of the proposed order that were circulated to counsel for HealthSpring (Exhibits A-1 and A-2). Each of the drafts expanded greatly on the order that the Court requested, and neither of the drafts included the language directed by the Court.

3. The proposed form of order uploaded this morning by the Reorganized Debtors at Docket 1317 is different from both previous drafts circulated for review to counsel for HealthSpring. Notably, the proposed order uploaded at Docket 1317 for the first time includes the words “for the reasons stated on the record” in the form of order.



4. While the Reorganized Debtors have thus now at least included the language directed by the Court in the proposed order, they also have included lengthy one-sided caveats and reservations not directed by the Court. HealthSpring thus respectfully requests that the Court enter an order in the form attached as Exhibit B, which follows exactly the Court's direction. Should the Court be willing to entertain a more extensive order, HealthSpring respectfully would request that the Court direct the parties to meet-and-confer on an agreed form of order by Wednesday, February 26. This would allow HealthSpring the opportunity to place in the proposed order caveats and reservations of its own rights equivalent to those introduced by the Reorganized Debtors in the form of order submitted this morning.

Dated: February 20, 2026

Respectfully submitted,

JONES MURRAY, LLP

/s/ Erin E. Jones

Erin Elizabeth Jones
Texas State Bar No.: 24032478
JONES MURRAY, LLP
602 Sawyer St. Suite 400
Houston, Texas 77007
Telephone: 832-529-1999
Direct: 713-515-4806
Email: erin@jonesmurray.com

AND

CROWELL & MORING LLP

/s/ Thomas F. Koegel

Martin Bishop
Texas State Bar No.: 24086915
Steven D. Hamilton (*pro hac vice pending*)
Illinois State Bar No.: 6289663
CROWELL & MORING LLP
300 N. LaSalle Drive
Chicago, Illinois 60654

Telephone: 312-321-4200
Email: mbishop@crowell.com
Email: stevenhamilton@crowell.com

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CROWELL & MORING LLP
3 Embarcadero Ctr., 26th Floor
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Email: jrobbins@crowell.com

Randall Hagen (*pro hac vice pending*)
District of Columbia Bar No.: 1031713
Ruben F. Reyna (*pro hac vice pending*)
District of Columbia Bar No.: 474701
CROWELL & MORING LLP
1001 Pennsylvania Avenue, NW
Washington, DC 20004
Telephone: 202-624-2500
Email: rhagen@crowell.com
Email: rreyna@crowell.com

ATTORNEYS FOR HEALTHSPRING, INC.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on February 20, 2026, the foregoing was filed on the docket and served electronically to counsel for the Debtors via CM/ECF and to those parties registered to receive such service.

/s/ Erin E. Jones

Exhibit A

Emails Regarding Proposed Form of Order

Erin Jones

From: Jon.Weichselbaum@lw.com
Sent: Thursday, February 19, 2026 9:51 PM
To: TKoegel@crowell.com
Cc: NAviad@crowell.com; TadDavidson@hunton.com; CRankin@hunton.com; Erin Jones; RHagen@crowell.com; JRobbins@crowell.com; RReyna@crowell.com; BBell@hunton.com; StevenHamilton@crowell.com; Keith.Simon@lw.com; George.Klidonas@lw.com; Meghana.Koenitzer@lw.com; JAMIE.WINE@lw.com; Betsy.Marks@lw.com
Subject: Re: ModivCare - Revised Rejection Order

Thanks, Tom. We will go ahead and file our proposed order (the version we sent to you) and will include a cover notice that the parties disagree / have not agreed on the order filed but that this is the debtors' proposed form of order. From there, you are free to respond as you see fit.

We plan to file by 10 am ET tomorrow. I'm happy to discuss with you before then.

Jonathan J. Weichselbaum

LATHAM & WATKINS LLP

1271 Avenue of the Americas | New York, NY 10020

D: +1.212.906.1698

From: Koegel, Thomas <TKoegel@crowell.com>
Sent: Thursday, February 19, 2026 10:44:10 PM
To: Jon.Weichselbaum@lw.com <Jon.Weichselbaum@lw.com>
Cc: Aviad, Nimi <NAviad@crowell.com>; TadDavidson@hunton.com <TadDavidson@hunton.com>; CRankin@hunton.com <CRankin@hunton.com>; erin.jones@jonesmurray.com <erin.jones@jonesmurray.com>; Hagen, Randall <RHagen@crowell.com>; Robbins, Joshua <JRobbins@crowell.com>; Reyna, Ruben <RReyna@crowell.com>; BBell@hunton.com <BBell@hunton.com>; Hamilton, Steven <StevenHamilton@crowell.com>; Keith.Simon@lw.com <Keith.Simon@lw.com>; George.Klidonas@lw.com <George.Klidonas@lw.com>; Meghana.Koenitzer@lw.com <Meghana.Koenitzer@lw.com>; JAMIE.WINE@lw.com <JAMIE.WINE@lw.com>; Betsy.Marks@lw.com <Betsy.Marks@lw.com>
Subject: RE: ModivCare - Revised Rejection Order

Jon,

We have reviewed your further revised proposed form of order. The Court's instructions to you were to submit an order indicating "for the reasons stated on the record, the contract is rejected effective as of February 28th." The proposed form of order you circulated does even refer to the "reasons stated on the record", language that was explicitly requested by the Court.

The Court also did not grant relief beyond authorizing rejection of the contract(s) under section 365 effective as of February 28. While we understand that you may believe the other paragraphs are perhaps "standard boilerplate that protect the Debtors", that does not mean the Court ordered that relief in this contested matter. HealthSpring too has rights stemming from ModivCare's termination and rejection of the contract(s) and those rights would need to be reserved. From our point of view, it is more appropriate to submit the proposed order the way the Court instructed

than for ModivCare to add additional language that requires HealthSpring to also request additional language to clarify its own rights.

We thus respectfully request that you follow the Court's direction and submit the simple, one-line order that the Judge requested. If you do not, we will make our objection known to the Court.

Tom

Thomas F. Koegel

Crowell & Moring LLP
tkoegel@crowell.com
+1.415.365.7858 direct

From: Jon.Weichselbaum@lw.com <Jon.Weichselbaum@lw.com>
Sent: Thursday, February 19, 2026 13:40
To: Koegel, Thomas <TKoegel@crowell.com>
Cc: Aviad, Nimi <NAviad@crowell.com>; TadDavidson@hunton.com; CRankin@hunton.com; erin.jones@jonesmurray.com; Hagen, Randall <RHagen@crowell.com>; Robbins, Joshua <JRobbins@crowell.com>; Reyna, Ruben <RReyna@crowell.com>; BBell@hunton.com; Hamilton, Steven <StevenHamilton@crowell.com>; Keith.Simon@lw.com; George.Klidonas@lw.com; Meghana.Koenitzer@lw.com; JAMIE.WINE@lw.com; Betsy.Marks@lw.com
Subject: RE: ModivCare - Revised Rejection Order

Tom,

As previewed, please see attached for the updated revised rejection order along with a redline marked against the initial filed order.

We will plan to file tomorrow morning.

Thanks,
Jon

Jonathan J. Weichselbaum

LATHAM & WATKINS LLP
1271 Avenue of the Americas | New York, NY 10020
D: +1.212.906.1698

From: Weichselbaum, Jon (NY) <Jon.Weichselbaum@lw.com>
Sent: Thursday, February 19, 2026 12:07 PM
To: Koegel, Thomas <TKoegel@crowell.com>
Cc: Aviad, Nimi <NAviad@crowell.com>; TadDavidson@hunton.com; CRankin@hunton.com; erin.jones@jonesmurray.com; Hagen, Randall <RHagen@crowell.com>; Robbins, Joshua <JRobbins@crowell.com>; Reyna, Ruben <RReyna@crowell.com>; BBell@hunton.com; Hamilton, Steven <StevenHamilton@crowell.com>; Simon, Keith (NY) <Keith.Simon@lw.com>; Klidonas, George (NY) <George.Klidonas@lw.com>; Koenitzer, Meghana (NY) <Meghana.Koenitzer@lw.com>; Wine, Jamie (NY) <JAMIE.WINE@lw.com>; Marks, Betsy (BN) <Betsy.Marks@lw.com>
Subject: Re: ModivCare - Revised Rejection Order

I understand your client paid the monthly payment today. Once I confirm that, we'll take out the payment language and file the revised order.

Jonathan J. Weichselbaum

LATHAM & WATKINS LLP

1271 Avenue of the Americas | New York, NY 10020

D: [+1.212.906.1698](tel:+12129061698)

From: Koegel, Thomas <TKoegel@crowell.com>

Sent: Thursday, February 19, 2026 12:05:35 PM

To: Jon.Weichselbaum@lw.com <Jon.Weichselbaum@lw.com>

Cc: Keith.Simon@lw.com <Keith.Simon@lw.com>; George.Klidonas@lw.com <George.Klidonas@lw.com>; Aviad, Nimi <Naviad@crowell.com>; Meghana.Koenitzer@lw.com <Meghana.Koenitzer@lw.com>; JAMIE.WINE@lw.com <JAMIE.WINE@lw.com>; TadDavidson@hunton.com <TadDavidson@hunton.com>; CRankin@hunton.com <CRankin@hunton.com>; erin.jones@jonesmurray.com <erin.jones@jonesmurray.com>; Hagen, Randall <RHagen@crowell.com>; Robbins, Joshua <JRobbins@crowell.com>; Reyna, Ruben <RReyna@crowell.com>; BBell@hunton.com <BBell@hunton.com>; Betsy.Marks@lw.com <Betsy.Marks@lw.com>; Hamilton, Steven <StevenHamilton@crowell.com>

Subject: RE: ModivCare - Revised Rejection Order

Jon, I am in two half-day depositions today, the first of which is beginning now. Could you please explain in an email why ModivCare believes it is entitled to insert in the proposed order the payment issue, which was never raised at any point in the contested matter? We of course would have to consult with our client regarding including such a requirement. And would have to explain to them why ModivCare thinks this appropriate. My colleagues will evaluate your response and review it with the client. If ModivCare stands by that language, we will endeavor to raise the issue with the client and get back to you today. Tom

Thomas F. Koegel

Crowell & Moring LLP

tkoegel@crowell.com

+1.415.365.7858 direct

From: Jon.Weichselbaum@lw.com <Jon.Weichselbaum@lw.com>

Sent: Thursday, February 19, 2026 08:12

To: Koegel, Thomas <TKoegel@crowell.com>

Cc: Keith.Simon@lw.com; George.Klidonas@lw.com; Aviad, Nimi <Naviad@crowell.com>; Meghana.Koenitzer@lw.com; JAMIE.WINE@lw.com; TadDavidson@hunton.com; CRankin@hunton.com; erin.jones@jonesmurray.com; Hagen, Randall <RHagen@crowell.com>; Robbins, Joshua <JRobbins@crowell.com>; Reyna, Ruben <RReyna@crowell.com>; BBell@hunton.com; Betsy.Marks@lw.com; Hamilton, Steven <StevenHamilton@crowell.com>

Subject: RE: ModivCare - Revised Rejection Order

Tom,

When are you free for a call? We intend to submit the form of order we filed, which is a typical order, with the revisions I sent over. This reflects the effective date for rejection, as ordered by the Judge, plus language regarding the payment by your client of the undisputed monthly fee which is now overdue.

I do not believe the Judge intended for us to file a line order and I would think that the rest of our order is non-controversial and standard and should not be something you object to or run back to court for. I understand if you want to discuss the payment revisions, so please do let me know if you want to discuss that.

This can and should be resolved today amongst us without wasting further time and money.

Thanks,
Jon

Jonathan J. Weichselbaum

LATHAM & WATKINS LLP

1271 Avenue of the Americas | New York, NY 10020
D: +1.212.906.1698

From: Koegel, Thomas <TKoegel@crowell.com>
Sent: Thursday, February 19, 2026 11:05 AM
To: Weichselbaum, Jon (NY) <Jon.Weichselbaum@lw.com>
Cc: Simon, Keith (NY) <Keith.Simon@lw.com>; Klidonas, George (NY) <George.Klidonas@lw.com>; Aviad, Nimi <NAviad@crowell.com>; Koenitzer, Meghana (NY) <Meghana.Koenitzer@lw.com>; Wine, Jamie (NY) <JAMIE.WINE@lw.com>; TadDavidson@hunton.com; CRankin@hunton.com; erin.jones@jonesmurray.com; Hagen, Randall <RHagen@crowell.com>; Robbins, Joshua <JRobbins@crowell.com>; Reyna, Ruben <RReyna@crowell.com>; BBell@hunton.com; Marks, Betsy (BN) <Betsy.Marks@lw.com>; Hamilton, Steven <StevenHamilton@crowell.com>
Subject: RE: ModivCare - Revised Rejection Order

Jon,

Judge Pérez directed you to “submit an order that, for the reasons stated on the record, the contract is rejected effective as of February 28th.” The Judge’s direction can be found at the 26-minute mark of the audio file from the hearing. After reviewing the Judge’s direction, if ModivCare intends to submit anything else beyond this one-line order please do not do so without advance notice to us. Please also note if you do submit that we object and will contact the Court to discuss the manner in which it would like to receive our objection.

Tom

Thomas F. Koegel

Crowell & Moring LLP
tkoegel@crowell.com
+1.415.365.7858 direct

From: Jon.Weichselbaum@lw.com <Jon.Weichselbaum@lw.com>
Sent: Wednesday, February 18, 2026 19:02
To: Koegel, Thomas <TKoegel@crowell.com>; Aviad, Nimi <NAviad@crowell.com>; Reyna, Ruben <RReyna@crowell.com>; Robbins, Joshua <JRobbins@crowell.com>; Hagen, Randall <RHagen@crowell.com>; erin.jones@jonesmurray.com
Cc: Keith.Simon@lw.com; George.Klidonas@lw.com; Meghana.Koenitzer@lw.com; JAMIE.WINE@lw.com; TadDavidson@hunton.com; CRankin@hunton.com; BBell@hunton.com; Betsy.Marks@lw.com
Subject: ModivCare - Revised Rejection Order

Tom, all,

Please see attached for the proposed revised rejection order that we would like to file with the Court in the morning. We've included a redline against the as-filed version.

Happy to discuss.

Thanks,
Jon

Jonathan J. Weichselbaum

LATHAM & WATKINS LLP

1271 Avenue of the Americas | New York, NY 10020

D: +1.212.906.1698

Exhibit A-1

First Draft Proposed Form of Order

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

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

**ORDER AUTHORIZING
THE REORGANIZED
DEBTORS TO REJECT CERTAIN EXECUTORY CONTRACTS**
[Relates to Motion at Docket No. 1133]

Upon the motion (the “*Motion*”)² of the above-captioned reorganized debtors ~~and debtors in possession~~ (the “Reorganized Debtors”) for entry of an order (this “*Order*”) authorizing the Reorganized Debtors to reject certain executory contracts, each as set forth on Exhibit 1 attached hereto (collectively, the “*Rejected Contracts*”), effective as of the Rejection Date, all as more fully set forth in the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Reorganized Debtors, their estates, their creditors, and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having

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

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

found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. § 1408; and the Court having found that the Reorganized Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances and that no other or further notice is necessary; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion and the hearing, if any, with respect to the Motion establish just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Reorganized Debtors are authorized to reject the Rejected Contracts identified on Exhibit 1 attached hereto, including any agreements, riders, schedules, certificates, memoranda, amendments, supplements, guaranties, and any other documents related thereto, effective as of ~~January~~February 28, 2026. The Counterparty shall pay, by February 28, 2026, amounts owing to the Reorganized Debtors under the Rejected Contracts for services performed through and included February 28, 2026, including the monthly Per-Member-Per-Month fee that was due and owing on February 15, 2026.

2. Nothing in this Order shall prejudice the rights of the Counterparty with respect to any claim for damages arising from the rejection of the Rejected Contracts and with respect to any objection by the Reorganized Debtors thereto.

3. Nothing herein shall prejudice the rights of the Reorganized Debtors to argue that any claim for damages arising from the rejection of the Rejected Contracts is limited to the remedies available under any applicable termination provision of such contract or lease, as

applicable, or that any such claim is an obligation of a third party and not that of the Reorganized Debtors or their estates.

4. Nothing in the Motion or this Order, or any payment made pursuant to this Order, is intended to be or shall be deemed as (a) an admission as to the validity of any claim against any Debtor or the existence of any lien against the Reorganized Debtors' properties; (b) a waiver of the Reorganized Debtors' rights to dispute any claim or lien on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute an allowed claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code (other than the Rejected ~~Contract~~Contracts); or (f) a limitation on the Reorganized Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Order. Nothing contained in this Order shall be deemed to increase, decrease, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

5. Notwithstanding Bankruptcy Rule 6004(h) to the extent applicable, this Order shall be effective and enforceable immediately upon entry hereof.

6. The Reorganized Debtors are authorized to take all reasonable actions necessary to effectuate the relief granted in this Order.

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

Signed: _____, 2026
Houston, Texas

Alfredo R. Pérez
United States Bankruptcy Judge

Exhibit 1**Rejected Contracts¹**

No.	Debtor	Counterparty	Counterparty Address	Contract Title	Effective Date	Termination Date
1.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192 ²	Master Services Agreement	April 1, 2023	April 1, 2028
2.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192	Statement of Work No. 11007	April 15, 2023	January 31, 2028
3.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192	Amendment No. 1 to Statement of Work	November 1, 2023	January 31, 2028

¹ The Rejected Contracts shall include any agreements, riders, schedules, certificates, memoranda, amendments, supplements, guaranties, and any other documents related thereto.

² Notice is required to be delivered to 900 Cottage Grove Road Hartford, CT 06152, Attn: Supply Chain Management, C8SCM.

No.	Debtor	Counterparty	Counterparty Address	Contract Title	Effective Date	Termination Date
4.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192	Amendment No. 2 to Statement of Work	June 1, 2024	January 31, 2028
5.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192	Amendment No. 3 to Statement of Work	January 1, 2024	January 31, 2028

Summary report:	
Litera Compare for Word 11.10.1.2 Document comparison done on 2/18/2026 9:59:17 PM	
Style name: L&W with Moves	
Intelligent Table Comparison: Active	
Original DMS: iw://usdocs.lw.com/US-DOCS/168447551/1	
Modified DMS: iw://usdocs.lw.com/US-DOCS/168447551/3	
Changes:	
Add	22
Delete	6
<i>Move From</i>	0
<i>Move To</i>	0
Table Insert	0
Table Delete	0
<i>Table moves to</i>	0
<i>Table moves from</i>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	28

Exhibit A-2

Second Draft Proposed Form of Order

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

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

**ORDER AUTHORIZING
THE REORGANIZED
DEBTORS TO REJECT CERTAIN EXECUTORY CONTRACTS**
[Relates to Motion at Docket No. 1133]

Upon the motion (the “*Motion*”)² of the above-captioned reorganized debtors ~~and debtors in possession~~ (the “Reorganized Debtors”) for entry of an order (this “*Order*”) authorizing the Reorganized Debtors to reject certain executory contracts, each as set forth on Exhibit 1 attached hereto (collectively, the “*Rejected Contracts*”), effective as of the Rejection Date, all as more fully set forth in the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Reorganized Debtors, their estates, their creditors, and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having

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

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

found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. § 1408; and the Court having found that the Reorganized Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances and that no other or further notice is necessary; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion and the hearing, if any, with respect to the Motion establish just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Reorganized Debtors are authorized to reject the Rejected Contracts identified on Exhibit 1 attached hereto, including any agreements, riders, schedules, certificates, memoranda, amendments, supplements, guaranties, and any other documents related thereto, effective as of ~~January~~February 28, 2026.

2. Nothing in this Order shall prejudice the rights of the Counterparty with respect to any claim for damages arising from the rejection of the Rejected Contracts and with respect to any objection by the Reorganized Debtors thereto.

3. Nothing herein shall prejudice the rights of the Reorganized Debtors to argue that any claim for damages arising from the rejection of the Rejected Contracts is limited to the remedies available under any applicable termination provision of such contract or lease, as applicable, or that any such claim is an obligation of a third party and not that of the Reorganized Debtors or their estates.

4. Nothing in the Motion or this Order, or any payment made pursuant to this Order, is intended to be or shall be deemed as (a) an admission as to the validity of any claim against

any Debtor or the existence of any lien against the Reorganized Debtors' properties; (b) a waiver of the Reorganized Debtors' rights to dispute any claim or lien on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute an allowed claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code (other than the Rejected ~~Contract~~Contracts); or (f) a limitation on the Reorganized Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Order. Nothing contained in this Order shall be deemed to increase, decrease, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

5. Notwithstanding Bankruptcy Rule 6004(h) to the extent applicable, this Order shall be effective and enforceable immediately upon entry hereof.

6. The Reorganized Debtors are authorized to take all reasonable actions necessary to effectuate the relief granted in this Order.

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

Signed: _____, 2026
Houston, Texas

Alfredo R. Pérez
United States Bankruptcy Judge

Exhibit 1**Rejected Contracts¹**

No.	Debtor	Counterparty	Counterparty Address	Contract Title	Effective Date	Termination Date
1.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192 ²	Master Services Agreement	April 1, 2023	April 1, 2028
2.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192	Statement of Work No. 11007	April 15, 2023	January 31, 2028
3.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192	Amendment No. 1 to Statement of Work	November 1, 2023	January 31, 2028

¹ The Rejected Contracts shall include any agreements, riders, schedules, certificates, memoranda, amendments, supplements, guaranties, and any other documents related thereto.

² Notice is required to be delivered to 900 Cottage Grove Road Hartford, CT 06152, Attn: Supply Chain Management, C8SCM.

No.	Debtor	Counterparty	Counterparty Address	Contract Title	Effective Date	Termination Date
4.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192	Amendment No. 2 to Statement of Work	June 1, 2024	January 31, 2028
5.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192	Amendment No. 3 to Statement of Work	January 1, 2024	January 31, 2028

Summary report:	
Litera Compare for Word 11.10.1.2 Document comparison done on 2/19/2026 4:18:41 PM	
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Modified DMS: iw://usdocs.lw.com/US-DOCS/168447551/3	
Changes:	
Add	21
Delete	6
<i>Move From</i>	0
<i>Move To</i>	0
Table Insert	0
Table Delete	0
<i>Table moves to</i>	0
<i>Table moves from</i>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	27

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

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

**ORDER AUTHORIZING THE REORGANIZED
DEBTORS TO REJECT CERTAIN EXECUTORY CONTRACTS**
[Relates to Motion at Docket No. 1133]

The Court held an evidentiary hearing on February 13, 2026, and February 17, 2026, regarding the motion of Debtors to reject certain executory contracts (the “Contract”) with objecting counter-party HealthSpring, Inc. (Docket No. 1133). For the reasons stated on the record, the Contract is rejected effective February 28, 2026.

Signed: _____, 2026
Houston, Texas

Alfredo R. Pérez
United States Bankruptcy Judge

Exhibit 1**Rejected Contracts¹**

No.	Debtor	Counterparty	Counterparty Address	Contract Title	Effective Date	Termination Date
1.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192 ²	Master Services Agreement	April 1, 2023	April 1, 2028
2.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192	Statement of Work No. 11007	April 15, 2023	January 31, 2028
3.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192	Amendment No. 1 to Statement of Work	November 1, 2023	January 31, 2028

¹ The Rejected Contracts shall include any agreements, riders, schedules, certificates, memoranda, amendments, supplements, guaranties, and any other documents related thereto.

² Notice is required to be delivered to 900 Cottage Grove Road Hartford, CT 06152, Attn: Supply Chain Management, C8SCM.

No.	Debtor	Counterparty	Counterparty Address	Contract Title	Effective Date	Termination Date
4.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192	Amendment No. 2 to Statement of Work	June 1, 2024	January 31, 2028
5.	ModivCare Solutions, LLC	Cigna Corporate Services, LLC	Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192	Amendment No. 3 to Statement of Work	January 1, 2024	January 31, 2028