

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

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

**DECLARATION OF DISINTERESTEDNESS OF
WILLOUGHBY HUMPHREY & D'ANTONI, P.A. PURSUANT TO ORDER
AUTHORIZING THE RETENTION AND COMPENSATION OF
CERTAIN PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

I, Mitchell Willoughby, declare under penalty of perjury:

1. I am an Equity Shareholder of Willoughby Humphrey & D'Antoni, P.A., law firm located at 930 Richland Street, Columbia, South Carolina 29201 (the "***Firm***"). The Firm's practice consists of: providing legal services and representation to our clients, one of whom is ModivCare, Inc, et. al., Debtors.

2. Neither I, the Firm, nor any other owner or associate of the Firm, insofar as I have been able to ascertain, has any connection with the above-captioned debtors (collectively, the "***Debtors***"), their creditors, or any other parties in interest, or their attorneys, except as set forth in this declaration (this "***Declaration***").

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



3. The Firm worked with the Debtors in the following capacities: For more than ten (10) years, ModivCare Solutions, Inc., and its predecessor in interest provided non-emergency medical transportation (“NEMT”) services to the state of South Carolina via a contract with the South Carolina Department of Health and Human Services (“SCDHHS”). In January 2025, SCDHHS through the South Carolina Division of Procurement Services (“DPS”) issued a solicitation seeking competitive bids for new NEMT services beginning January 1, 2026. ModivCare submitted a bid to the solicitation seeking to be selected as the top bidder and awarded a new contract so it could continue, without interruption, to provide NEMT services in South Carolina on and after January 1, 2026. On July 3, 2025, ModivCare was notified that DPS had scored the bid of Medical Transportation Management, Inc. (“MTM”) higher than ModivCare’s and was awarding the new contract to MTM. Anticipating that it would either be defending a challenge of a favorable award to ModivCare or protesting a flawed award to a competitor, ModivCare had already engaged this Firm as its South Carolina counsel. The decision to retain this firm in advance proved to be prudent indeed. Upon being notified of the adverse intent to award the contract to MTM, literally within minutes the Firm, along with national counsel, was pressed into service by ModivCare to immediately perform due diligence, conduct discovery under the Procurement Code, and otherwise provide advice and counsel. Much work ensued on a very short timeline; a protest was timely filed on July 18, 2025; and much briefing, discovery, and other legal work was performed prepetition. Post petition, ModivCare requested that the Firm remain engaged on its behalf to complete further briefing, conduct additional discovery, review discovered documents, perform due diligence and legal research, confer with government officials as needed, prepare witnesses, and represent it at a hearing called by the Chief Procurement Officer (“CPO”) on September 3, 2025. Post hearing

briefing was also prepared and provided to the CPO for his consideration. On October 2, 2025, the CPO issued his decision on ModivCare's protest, finding that the procurement process had been flawed in two particulars and concluding, as ModivCare's protest and briefings presented, that MTM's bid was non-responsive and that the demonstration process had been biased against ModivCare. At this critical time, the Firm's services remain essential to protect this hard-won victory at the CPO level and defend it against any appeal to the Procurement Review Panel and beyond, all of which occurs on an expedited schedule.

4. The Debtors have requested that the Firm represent and advise the Debtors with respect to the above matters and such other matters as may be ordinarily rendered by the Firm, and the Firm has agreed to do so.

5. The Debtors owe the Firm \$181,705.00 for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. §§ 101–1532.

6. I understand that the amount owed by any of the Debtors to the Firm for prepetition services will be treated as a general unsecured claim.

7. Except as set forth herein, no promises have been received by the Firm, or any owner or associate thereof, as to compensation in connection with the Debtors' chapter 11 cases, other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the U.S. Trustee Guidelines, and all orders of the Bankruptcy Court.

8. The Firm and its owners may have in the past represented, currently represent, and may in the future represent, entities that are affiliates of, or related to, the Debtors or other parties in interest in the Debtors' chapter 11 cases or in matters unrelated to the Debtors' chapter 11 cases. However, the Firm does not, and will not, represent any such entity in connection with the Debtors'

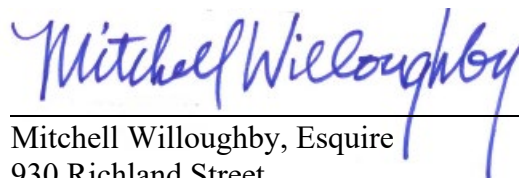
chapter 11 cases and does not have any relationship with any such entity, its attorneys, or accountants that would be materially adverse to the Debtors or their estates.

9. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

10. Neither I nor any principal, partner, director, officer, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

11. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.



Mitchell Willoughby, Esquire
930 Richland Street
Columbia, SC 29201

Dated: October 9, 2025