

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

In re

MODIVCARE INC., et al.,¹

Debtors.

Chapter 11

Case No. 25-90309 (ARP)

(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF WHITE & CASE LLP AS
COUNSEL EFFECTIVE AS OF SEPTEMBER 9, 2025**

[Relates to Docket No. 472]

Upon the application (the “**Application**”)² of the Committee for entry of an order (this “**Order**”) pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and rules 2014-1, 2016 and 9013-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the Southern District of Texas (the “**Local Rules**”), authorizing the employment and retention of White & Case LLP (“**White & Case**”) effective as of September 9, 2025 as the Committee’s counsel; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein

¹ A complete list of each of the Debtors in the 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’ proposed claims and noticing agent at <https://www.veritaglobal.net/ModivCare>. Debtor ModivCare Inc.’s principal place of business and the Debtors’ service address in the Chapter 11 Cases is 6900 E. Layton Avenue, Suite 1100 & 1200, Denver, Colorado 80237.

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



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being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due, sufficient, and proper notice of the Application having been provided under the circumstances and in accordance with the Bankruptcy Rules and the Local Rules, and it appearing that no other or further notice need be provided; and the Committee having incorporated informal comments received from the U.S. Trustee in this Order; and the U.S. Trustee having consented to entry of this Order; and a hearing having been held, if necessary, to consider the relief requested in the Application (the “**Hearing**”); and upon consideration of the Declarations attached to the Application, and the record of the Hearing, if any, and all of the proceedings had before the Court; and the Court having found and determined that White & Case does not represent or hold any interest adverse to the Debtors’ estates, and is a “disinterested person” as that term is defined under section 101(14) of the Bankruptcy Code and, as required by section 328 of the Bankruptcy Code, that the relief sought in the Application is necessary and in the best interests of the Committee, the Debtors, their estates, their creditors, and all parties in interest, and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. Pursuant to sections 328 and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Committee is authorized to employ and retain White & Case as its counsel in these Chapter 11 Cases in accordance with the terms and conditions set forth in the Pesce Declaration and Application, as modified by this Order, effective as of September 9, 2025.

2. In connection with these Chapter 11 Cases, White & Case shall be compensated and reimbursed for expenses in accordance with, and will file, interim and final fee applications

for allowance of its compensation and expenses incurred in connection with these Chapter 11 Cases and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any applicable orders of the Court, and pursuant to any additional procedures this Court deems appropriate. For billing purposes, White & Case shall keep its time in one tenth (1/10) hour increments.

3. To the extent that White & Case uses contract attorneys who are hired by White & Case to provide services to the Committee, White & Case shall (i) pass-through the cost of such attorneys to the Debtors at the same rate that White & Case pays such attorneys, (ii) seek reimbursement for actual out-of-pocket expenses only, and (iii) ensure that such attorneys are subject to the same conflict checks and disclosures as required of White & Case by Bankruptcy Rule 2014.

4. White & Case shall use its reasonable efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these Chapter 11 Cases.

5. White & Case will review its files periodically during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, White & Case will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

6. White & Case shall provide ten (10) business-days' notice to the Committee, the Debtors, and U.S. Trustee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in Section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to

Section 330 of the Bankruptcy Code. Notwithstanding anything to the contrary in the Application, or the Declarations attached thereto, White & Case shall not be entitled to reimbursement for fees and expenses incurred in connection with any objection to its fees, without further order from the Court.

7. The Debtors and the Committee are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

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

9. To the extent that the Application and the Declarations attached thereto are inconsistent with this Order, the terms of this Order shall govern.

10. Notice of the Application as provided therein shall be deemed good and sufficient notice of the Application.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2025
Houston, Texas

THE HONORABLE ALFREDO R. PÉREZ
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

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being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due, sufficient, and proper notice of the Application having been provided under the circumstances and in accordance with the Bankruptcy Rules and the Local Rules, and it appearing that no other or further notice need be provided; and the Committee having incorporated informal comments received from the U.S. Trustee in this Order; and the U.S. Trustee having consented to entry of this Order; and a hearing having been held, if necessary, to consider the relief requested in the Application (the “**Hearing**”); and upon consideration of the Declarations attached to the Application, and the record of the Hearing, if any, and all of the proceedings had before the Court; and the Court having found and determined that White & Case does not represent or hold any interest adverse to the Debtors’ estates, and is a “disinterested person” as that term is defined under section 101(14) of the Bankruptcy Code and, as required by section 328 of the Bankruptcy Code, that the relief sought in the Application is necessary and in the best interests of the Committee, the Debtors, their estates, their creditors, and all parties in interest, and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

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6. White & Case shall provide ten (10) business-days' notice to the Committee, the Debtors, and U.S. Trustee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in Section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase

pursuant to Section 330 of the Bankruptcy Code. Notwithstanding anything to the contrary in the Application, or the Declarations attached thereto, White & Case shall not be entitled to reimbursement for fees and expenses incurred in connection with any objection to its fees, without further order from the Court.

7. ~~6.~~ The Debtors and the Committee are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

8. ~~7.~~ The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. ~~8.~~ To the extent that the Application and the Declarations attached thereto are inconsistent with this Order, the terms of this Order shall govern.

10. ~~9.~~ Notice of the Application as provided therein shall be deemed good and sufficient notice of the Application.

11. ~~10.~~ This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2025
Houston, Texas

THE HONORABLE ALFREDO R. PÉREZ
UNITED STATES BANKRUPTCY JUDGE

Summary report:	
Litera Compare for Word 11.12.0.83 Document comparison done on 10/21/2025 12:56:45 PM	
Style name: 2 WC StandardSet	
Intelligent Table Comparison: Active	
Original filename: ModivCare - WC Retention - Proposed Order - FILING VERSION(131309934.1).docx	
Modified filename: REVISED PROPOSED ORDER .docx	
Changes:	
<u>Add</u>	10
Delete	6
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	16