

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)  
)  
Reorganized Debtors.<sup>1</sup> ) (Jointly Administered)  
)

**MOTION OF CRESA, LLC TO ENFORCE THE FINAL FEE ORDER,  
COMPEL PAYMENT OF COURT-APPROVED FEES, AND FOR RELATED RELIEF**

**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.**

Cresa, LLC (“Cresa”), court-approved and retained real estate consultant and advisor to the above-captioned reorganized debtors (prior to the Effective Date,<sup>2</sup> collectively the “**Debtors**” and, after the Effective Date, collectively, the “**Reorganized Debtors**”), hereby moves (the “**Motion**”) for entry of an order enforcing the *Final Order Allowing Compensation and Reimbursement of Expenses of Cresa, LLC* entered on March 4, 2026 [Dkt. 1348] (the “**Final Fee Order**”) and compelling the Reorganized Debtors to immediately pay fees pursuant thereto. In support of this Motion, Cresa hereby states as follows:

<sup>1</sup> 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 the Chapter 11 Cases is 6900 E. Layton Avenue, Suite 1100 & 1200, Denver, Colorado 80237.

<sup>2</sup> Capitalized terms used, but not otherwise defined herein, have the meaning assigned in the Retention Order (as defined below) or the Plan (as defined below), as applicable.



## I. JURISDICTION

1. The United States Bankruptcy Court for the Southern District of Texas (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and this Court may enter a final order consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested in this Motion are §§ 105(a), 328, and 330 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “**Local Rules**”), and the Procedures for Complex Cases in the Southern District of Texas (the “**Complex Case Procedures**”).

## II. PRELIMINARY STATEMENT

4. This Motion arises from the Reorganized Debtors’ unjustified refusal to comply with a clear, final, and binding order of this Court. On March 4, 2026, after notice and an opportunity to be heard, the Court entered the Final Fee Order, approving Cresa’s fees in the amount of \$1,950,000.00 on a final basis and authorizing payment by the Reorganized Debtors. Not a single party in interest—not the Reorganized Debtors, not the U.S. Trustee, not the Creditors’ Committee, not any creditor—filed an objection to Cresa’s fee application. The time to object has long passed. This Court entered the Final Fee Order. The Final Fee Order has neither been stayed nor appealed.

5. The relief requested is straightforward. Cresa seeks enforcement of this Court’s Final Fee Order and to compel payment pursuant thereto, together with interest to compensate for the wrongful delay in payment and reimbursement of attorneys’ fees incurred solely because of the Reorganized Debtors’ noncompliance. Granting this Motion will uphold the authority of the Court,

protect the integrity of the professional compensation process, and ensure that court-approved professionals are paid as required. Accordingly, the time to pay is now.

### III. BACKGROUND

6. On August 20, 2025 (the “**Petition Date**”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On September 5, 2025, the United States Trustee for the Southern District of Texas (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors (*see* Dkt. 124), which was subsequently reconstituted on October 22, 2025. *See* Dkt. 568. No request for the appointment of a trustee or examiner was made in the Cases.

7. On December 5, 2025, the Debtors filed the *Second Amended Joint Chapter 11 Plan of Reorganization of ModivCare Inc. and its Debtor Affiliates* [Dkt. 959] (the “**Plan**”). Section 2.4 of the Plan provides that all Professional Fee Claims (as defined by the Plan) shall “***be paid in full, in Cash***, in such amounts as are Allowed by the Bankruptcy Court or authorized to be paid in accordance with the order(s) relating to or allowing any such Professional Fee Claims” *Id.* (emphasis added).

8. On December 15, 2025, the Court entered an order [Dkt. 1055] confirming the Plan. On December 29, 2026, the Plan went effective. *See* Dkt. 1134.

9. On October 21, 2025, the Debtors filed *Application of Debtors for Entry of an Order Authorizing the Retention and Employment of Cresa, LLC as Real Estate Consultant and Advisor to the Debtors and Debtors-in-Possession as of the Petition Date* [Dkt. 567] (the “**Retention Application**”). Attached as Exhibit A to the Retention Application was the *Vendor Service Agreement* (the “**Services Agreement**”) setting for the terms of services and payment between the Debtors and Cresa.

10. On November 14, 2025, the Court entered an order [Dkt. 716] (the “**Retention Order**”) approving the Retention Application (including the terms of the Services Agreement) and

authorizing the retention of Cresa as real estate consultant and advisor pursuant to section 328(a) of the Bankruptcy Code. The Retention Order approved Cresa's compensation, expense reimbursement, and indemnification provisions as set forth in the Services Agreement, as modified by the Retention Order. The Retention Order further provided that Cresa would:

be compensated and reimbursed in accordance with, and will file fee statements and interim and final fee applications pursuant to, the applicable procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the Complex Case Procedures, and further orders of this Court.

*Id.*

11. During its retention, Cresa provided critical real estate consulting and advisory services to the Debtors, including strategic analysis of markets and site selection, property surveys, lease negotiations, drafting and reviewing RFPs, evaluating landlord responses, and assisting in the negotiation of lease and purchase agreements. *See* Dkt. 1271 at ¶ 12. These services directly benefited the Debtors' estates and all creditors by maximizing the value of the Debtors' real property interests during the Chapter 11 Cases. *Id.*

12. On February 9, 2026, Cresa filed its *First and Final Fee Application of Cresa, LLC, Real Estate Consultant and Advisor to the Debtors, for the Period from August 20, 2025 Through December 29, 2025* [Dkt. 1272] (the "**Final Fee Application**"), seeking allowance of compensation and reimbursement of expenses in the amount of \$1,950,000.00.

13. The deadline to file objections to the Final Fee Application was March 2, 2026. Not a single objection was filed.

14. On March 3, 2026, the Reorganized Debtors filed a *Certificate of No Objection Regarding First and Final Fee Application of Cresa, LLC, Real Estate Consultant and Advisor to the Debtors, for the Period from August 20, 2025 Through December 29, 2025* [Dkt. 1340], in which the Reorganized Debtors' counsel represented to this Court that "counsel has reviewed the

Court’s docket and no objections or other responses to the Application have been filed on the Court’s docket, and the Reorganized Debtors are unaware of any other objection to the Application.” *Id.* The Reorganized Debtors then affirmatively requested that this Court enter the proposed Final Fee Order. *Id.*

15. On March 4, 2026, the Court entered an order [Dkt. 1348] (the “**Final Fee Order**”). The Final Fee Order provides, in unambiguous terms, that:

- “Applicant is allowed compensation and reimbursement of expenses in the amount of \$1,950,000.00.”
- “The compensation and reimbursement of expenses allowed in this Order are approved on a final basis.”
- “The Reorganized Debtors are authorized to disburse any unpaid amounts allowed by [] this Order.”

*See id.*

16. The Final Fee Order is clear, final, and unconditional. There is no ambiguity. There is no contingency. The Reorganized Debtors are “authorized”—and, indeed, obligated—to pay Cresa the full \$1,950,000.00.

17. Notwithstanding the clarity and finality of the Final Fee Order, the Reorganized Debtors have failed to pay Cresa any portion of the \$1,950,000.00 allowed by the Court.

18. Cresa has made repeated demands upon the Reorganized Debtors for payment. The Reorganized Debtors have not provided any legitimate justification for their refusal to comply with the Final Fee Order. This refusal is not merely a breach of the Reorganized Debtors’ obligations—it is a willful disregard of a binding order of this Court.

19. As a direct result of the Reorganized Debtors' noncompliance, Cresa has been forced to incur additional attorneys' fees and costs to enforce the Final Fee Order.

#### **IV. RELIEF REQUESTED**

20. By this Motion, Cresa respectfully requests that this Court enter an order:
- a. Compelling the Reorganized Debtors to immediately pay Cresa the full amount of \$1,950,000.00 as allowed by the Final Fee Order;
  - b. Awarding Cresa interest on the unpaid balance at the applicable rate;
  - c. Awarding Cresa its reasonable attorneys' fees and expenses incurred in connection with bringing this Motion; and
  - d. Granting such other and further relief as this Court deems just and proper.

#### **V. BASIS FOR RELIEF**

##### **A. THE REORGANIZED DEBTORS ARE BOUND BY THE FINAL FEE ORDER AND PLAN AND MUST COMPLY WITH THEIR TERMS.**

21. The Final Fee Order is a final, binding order of this Court. It was entered after full notice, adequate opportunity to be heard, and the express certification by the Reorganized Debtors' own counsel that no objections had been filed. The Final Fee Order approved Cresa's fees and expenses "on a final basis" and authorized the Reorganized Debtors to disburse the amounts owed.

22. Moreover, section 2.4 of the Plan requires that Cresa "be paid in full, in Cash, in such amounts that are Allowed by the Bankruptcy Court . . . ." Plan at § 2.4. Taken in conjunction with the allowance of \$1,950,000 in fees set forth in the Final Fee Order, the Reorganized Debtors have no other recourse but to pay such amount to Cresa.

23. It is hornbook law that orders of a bankruptcy court are binding on all parties and must be obeyed unless and until they are reversed, modified, or set aside. *See Celotex Corp. v. Edwards*, 514 U.S. 300, 313 (1995) ("[P]ersons subject to an injunctive order issued by a court

with jurisdiction are expected to obey that decree until it is modified or reversed.”). The Reorganized Debtors have not sought to appeal, modify, or vacate the Final Fee Order. Their obligation to pay is absolute.

24. Section 105(a) of the Bankruptcy Code vests this Court with the power to “tak[e] any action or mak[e] any determination necessary or appropriate to enforce or implement court orders or rules.” 11 U.S.C. § 105(a). This Court has the inherent authority—and the duty—to enforce its own orders. *See Placid Ref. Co. v. Terrebonne Fuel & Lube (In re Terrebonne Fuel & Lube)*, 108 F.3d 609, 613 (5th Cir. 1997). *See also In re Marcus Hook Development Park, Inc.*, 943 F.2d 261, 266 (3d Cir. 1991) (holding that, under Section 105(a), bankruptcy courts have “the power and the jurisdiction to enforce its valid orders”) (quoting *In re Radco Merchandising Services, Inc.*, 111 B.R. 684, 688-89 (N.D. Ill. 1990)); *In re Blast Energy Servs.*, 396 B.R. 676, 688-89 (Bankr. S.D. Tex. 2008); *In re Protarga, Inc.*, 329 B.R. 451, 479 (Bankr. D. Del. 2005) (“In the exercise of this authority, courts have inherent powers to enforce compliance with and execution of their lawful orders.”).

**B. NO OBJECTION WAS FILED TO THE FINAL FEE APPLICATION, AND THE DEADLINE TO OBJECT HAS LONG SINCE PASSED.**

25. The significance of the fact that no objection was filed to the Final Fee Application cannot be overstated. Every party in interest—including the Reorganized Debtors, the U.S. Trustee, the Creditors’ Committee, and all creditors—had 21 days to raise any challenge to Cresa’s compensation. The Reorganized Debtors cannot now—after the objection deadline has expired, after their own counsel certified that no objections existed, and after this Court entered a final order—refuse to pay on grounds that could and should have been raised during the objection period.

26. Moreover, Cresa's retention and compensation structure were approved under § 328(a) of the Bankruptcy Code. The Fifth Circuit has made clear that, absent unforeseeable circumstances, parties are bound by compensation approved under section 328 of the Bankruptcy Code. *See ASARCO, L.L.C. v. Barclays Capital Inc. (In re ASARCO, L.L.C.)*, 702 F.3d 250, 257-58 (5th Cir. 2012). Allowing the Reorganized Debtors to withhold payment after final approval would undermine the certainty section 328 is designed to provide and directly contravene controlling Fifth Circuit precedent.

27. The Reorganized Debtors had every opportunity to object to the Final Fee Application and chose not to do so. They are now foreclosed from withholding payment on any basis.

**C. THE REORGANIZED DEBTORS' OWN COUNSEL AFFIRMATIVELY SOUGHT ENTRY OF THE FINAL FEE ORDER.**

28. The Reorganized Debtors' position is made all the more untenable by the fact that it was their own counsel who filed the Certificate of No Objection and who affirmatively requested that this Court enter the Final Fee Order. The Reorganized Debtors cannot, in good faith, ask this Court to enter an order requiring them to pay Cresa \$1,950,000.00 and then simply refuse to do so. Such conduct is inconsistent with the most basic principles of good faith, fair dealing, and respect for judicial process.

29. Under the doctrine of judicial estoppel, a party that takes a position before a court is precluded from later adopting a clearly inconsistent position. *See New Hampshire v. Maine*, 532 U.S. 742, 749-50 (2001). The Reorganized Debtors' certification of no objection and request for entry of the Final Fee Order constituted an unequivocal representation to this Court that the Fee Application was proper and should be approved. Moreover, where a party affirmatively induces the entry of an order, the invited-error doctrine likely bars that party from later resisting or challenging the order sought. *See Kempton v. Clark (In re Clark)*, 662 F. App'x 544, 546 (9th Cir.

2016) (“In addition, under the invited error doctrine, Kempton cannot invite a purported error in the bankruptcy court and then on appeal complain of that very error.”). *See also United States v. Baytank (Houston), Inc.*, 934 F.2d 599, 606 (5th Cir. 1991). The Reorganized Debtors cannot request entry of the Final Fee Order and then refuse to comply with it.

**D. THE REORGANIZED DEBTORS’ REFUSAL TO PAY WARRANTS SANCTIONS.**

30. The Reorganized Debtors’ willful noncompliance with the Final Fee Order warrants the imposition of sanctions. Section 105(a) of the Bankruptcy Code and this Court’s inherent contempt power provide ample authority to sanction parties who fail to comply with court orders. *See In re Terrebonne Fuel & Lube*, 108 F.3d at 613.

31. At a minimum, Cresa is entitled to recover the attorneys’ fees and expenses it has been forced to incur in bringing this Motion to enforce an order that the Reorganized Debtors should have voluntarily obeyed. Cresa should not be required to bear the cost of compelling the Reorganized Debtors to do what they are already obligated to do.

**E. INTEREST SHOULD ACCRUE ON THE UNPAID BALANCE.**

32. Cresa is entitled to post-judgment interest on the unpaid \$1,950,000.00 from the date the Final Fee Order was entered—March 4, 2026—until the date of payment. See 28 U.S.C. § 1961 (providing for post-judgment interest on any money judgment in a civil case recovered in a district court). In addition to section 1961, section four of the Services Agreement further provides that any invoice not paid within 30 days accrues interest at a rate of 1.5% per month. Treating entry of the Final Fee Order as the invoice date, the Reorganized Debtors had until April 3, 2026 to pay Cresa without incurring any interest. At an interest rate of 1.5% per month, with incurred fees of \$1,950,000, the monthly interest comes to \$29,250 or \$975 per day.

33. The Reorganized Debtors should not benefit from their own delay and noncompliance. Accordingly, the Court should allow interest pursuant to 28 U.S.C. § 1961 or subject to the terms of the Services Agreement.

## VI. NOTICE

34. Notice of this Motion has been provided to (i) the Reorganized Debtors and counsel for the Reorganized Debtors; (ii) the Office of the United States Trustee for the Southern District of Texas; and (iii) all parties in interest who have filed a notice of appearance and requested notice in the Chapter 11 Cases. Cresa respectfully submits that no further notice of this Motion is required.

## VII. CONCLUSION

WHEREFORE, Cresa, LLC respectfully requests that this Court enter an order (a) compelling the Reorganized Debtors to immediately pay Cresa the full allowed amount of \$1,950,000.00 pursuant to the Final Fee Order, (b) awarding post-judgment interest on the unpaid balance, (c) awarding Cresa its reasonable attorneys' fees and expenses incurred in bringing this Motion, and (d) granting such other and further relief as this Court deems just and proper.

[signature page to follow]

Dated: April 3, 2026  
Dallas, Texas

Respectfully Submitted:

**THOMPSON COBURN LLP**

/s/ Alexandria Rahn

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*Attorneys for Cresa, LLC*

**CERTIFICATE OF SERVICE**

I hereby certify that on April 3, 2026, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on (i) the Reorganized Debtors and counsel for the Reorganized Debtors; (ii) the Office of the United States Trustee for the Southern District of Texas; and (iii) all parties in interest who have filed a notice of appearance and requested notice in the Chapter 11 Cases.

*/s/Liz Boydston*  
\_\_\_\_\_  
Liz Boydston

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

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

**ORDER ENFORCING  
FINAL FEE ORDER AND COMPELLING  
PAYMENT OF ALLOWED COMPENSATION AND EXPENSES  
OF CRESA, LLC, REAL ESTATE CONSULTANT AND ADVISOR  
TO THE DEBTORS, AND AWARDING INTEREST AND ATTORNEY’S FEES**

Upon the *Motion of Cresa, LLC to Compel Payment of Court-Approved Fees and For Related Relief* [Dkt. \_\_\_\_] (the “**Motion**”);<sup>2</sup> and it appearing that:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, and this is a core proceeding within the meaning of 28 U.S.C. § 157(b);
- B. Venue is proper in this District;
- C. On February 9, 2026, Cresa, LLC (“**Cresa**”) filed the Final Fee Application;
- D. The deadline to file objections to the Final Fee Application was March 2, 2026, and no objections or other responses to the Final Fee Application were filed by any party in interest;
- E. On March 3, 2026, the Reorganized Debtors filed a Certificate of No Objection [Dkt. 1340], in which counsel for the Reorganized Debtors represented to this Court that no

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<sup>1</sup> 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 the Chapter 11 Cases is 6900 E. Layton Avenue, Suite 1100 & 1200, Denver, Colorado 80237.

<sup>2</sup> Capitalized terms not otherwise defines shall have the meaning set forth in the Motion.

objections or other responses to the Final Fee Application had been filed on the Court's docket, that the Reorganized Debtors were unaware of any other objection to the Final Fee Application, and that the Reorganized Debtors affirmatively requested that the Court enter the proposed Final Fee Order;

F. On March 4, 2026, this Court entered the Final Fee Order, which allowed Cresa compensation and reimbursement of expenses in the amount of \$1,950,000.00, approved such compensation and reimbursement on a final basis, and authorized the Reorganized Debtors to disburse any unpaid amounts allowed thereunder;

G. The Final Fee Order has not been stayed or appealed;

H. Despite the entry of the Final Fee Order, the Reorganized Debtors have failed to disburse to Cresa the full amount of \$1,950,000.00 allowed and approved on a final basis by this Court;

I. The Court having reviewed the Motion, any responses thereto, and the record in this proceeding, it has determined that the relief requested in the Motion is appropriate and warranted under the circumstances;

J. Notice of the Motion was proper; and

K. Good and sufficient cause exists for the relief granted herein.

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** in its entirety.
2. The Reorganized Debtors shall pay to Cresa within five (5) business days of the entry of this Order, the full amount of \$1,950,000.00 less any amounts previously disbursed to Cresa on account of the Final Fee Order, in immediately available funds by wire transfer to an account designated by Cresa (such remaining unpaid balance, the "**Outstanding Amount**").

3. The Reorganized Debtors are hereby ordered and directed to pay Cresa the greater of (a) post-judgment interest on the Outstanding Amount, calculated at the federal post-judgment interest rate prescribed by 28 U.S.C. § 1961, accruing from March 4, 2026 (the date of entry of the Final Fee Order) through the date on which the Outstanding Amount is paid in full or (b) interest pursuant to section four of the Services Agreement at a rate of 1.5% per month, accruing from April 4, 2026 to the date on which the Outstanding Amount is paid in full (the “**Interest Amount**”). The Interest Amount shall be paid concurrently with the Outstanding Amount.

4. The Reorganized Debtors are hereby ordered and directed to pay Cresa its reasonable attorneys’ fees and expenses actually incurred in connection with the preparation, filing, and prosecution of the Motion (the “**Enforcement Costs**”). Within fourteen (14) days of the entry of this Order, Cresa shall file and serve a declaration setting forth, with reasonable specificity, the Enforcement Costs incurred. The Reorganized Debtors shall pay the Enforcement Costs within seven (7) business days of the filing of such declaration, unless the Reorganized Debtors file an objection to such Enforcement Costs within seven (7) days of service of the declaration, in which event the Court shall determine the amount of Enforcement Costs to be awarded after notice and a hearing.

5. The Reorganized Debtors shall provide written confirmation to Cresa and to this Court, by filing a notice on the docket, of full compliance with Paragraphs 2 and 3 of this Order within two (2) business days of making each of the required payments.

6. In the event the Reorganized Debtors fail to comply with Paragraphs 2 or 3 of this Order within the time periods specified herein, Cresa may, upon five (5) days’ notice to the Reorganized Debtors, seek further relief from this Court, including but not limited to sanctions,

civil contempt proceedings, and additional interest at the maximum rate permitted by applicable law.

7. Nothing in this Order shall be construed to modify, amend, or supersede the Final Fee Order, which remains in full force and effect. This Order is supplemental to, and in enforcement of, the Final Fee Order.

8. Notwithstanding any provision of the Bankruptcy Rules to the contrary, including Bankruptcy Rules 6004(h) and 7062, this Order shall be immediately effective and enforceable upon its entry, and no stay of execution or effectiveness of this Order shall apply.

9. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order, including any disputes regarding the calculation of the Interest Amount and the reasonableness of the Enforcement Costs.

Signed: \_\_\_\_\_

\_\_\_\_\_  
ALFREDO R. PÉREZ  
UNITED STATES BANKRUPTCY JUDGE