

**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	:	(Joint Administration Requested)
	:	
	X	

**EMERGENCY MOTION OF DEBTORS
FOR ENTRY OF AN ORDER (A) EXTENDING THE TIME TO
FILE SCHEDULES AND STATEMENTS AND 2015.3 REPORTS; (B) MODIFYING
THE REQUIREMENTS OF BANKRUPTCY LOCAL RULE 2015-3;
AND (C) GRANTING RELATED RELIEF**

Emergency relief has been requested. Relief is requested not later than 2:30 p.m. (prevailing Central Time) on August 21, 2025.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

A hearing will be conducted on this matter on August 21, 2025, at 2:30 p.m. (prevailing Central Time) in Courtroom 404, 4th floor, 515 Rusk Street, Houston, Texas 77002. Participation at the hearing will only be permitted by an audio and video connection.

Audio communication will be by use of the Court's dial-in facility. You may access the facility at (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Pérez's conference room number is 282694. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Pérez's homepage. The meeting code is "JudgePérez". Click the settings icon in the upper right corner and enter your name under the personal information setting.

Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the "Electronic Appearance" link on Judge Pérez's homepage. Select the case name, complete the required fields and click "Submit" to complete your appearance.

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' proposed claims and noticing agent at <https://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.



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ModivCare Inc. and its debtor affiliates in the above-captioned cases, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully state as follows in support of this motion (this “**Motion**”):

RELIEF REQUESTED

1. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto (the “**Proposed Order**”): (a) extending the deadline by which the Debtors must file schedules of assets and liabilities and statements of financial affairs (collectively, the “**Schedules and Statements**”) and initial reports of financial information in respect of entities in which their estates hold a controlling interest as set forth in Bankruptcy Rule 2015.3 (collectively, the “**2015.3 Reports**”), in each case, through and including September 17, 2025, without prejudice to the Debtors’ ability to request additional extensions for cause shown; (b) modifying the requirements of Bankruptcy Local Rule 2015-3 to permit the Debtors to file the 2015.3 Reports on a six-month basis; and (c) granting related relief.

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the Southern District of Texas (the “**Court**”) has jurisdiction to consider this Motion under 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.

3. Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

4. The statutory and legal predicates for the relief requested herein are sections 105(a) and 521 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), Rules 1007, 2015.3, and 9006(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the

“Bankruptcy Local Rules”), and the Procedures for Complex Cases in the Southern District of Texas (the *“Complex Case Procedures”*).

BACKGROUND

5. On the date hereof (the *“Petition Date”*), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession under sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee has been appointed in the Chapter 11 Cases.

6. Contemporaneously with the filing of this Motion, the Debtors filed a motion requesting joint administration of the Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b) and Bankruptcy Local Rule 1015-1.

7. The factual background regarding the Debtors, including their business, their capital structure, and the events leading to the commencement of the Chapter 11 Cases is set forth in the *Declaration of Chad J. Shandler in Support of Chapter 11 Petitions and First Day Relief* (the *“First Day Declaration”*), filed contemporaneously herewith and incorporated herein by reference.²

8. ModivCare is a technology-based healthcare services company that helps people (especially those in vulnerable situations) get the care and support they need. The Company works with government and private health insurance plans, as well as individuals, to provide: (a) transportation to and from medical appointments (non-emergency medical transportation totaling over 36 million rides per year); (b) in-home personal care (*e.g.*, helping with daily

² Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the First Day Declaration.

activities); (c) remote monitoring of patients' health from home; and (d) community health kiosks and wellness programs. ModivCare employs approximately 23,675 people and operates across 48 states and the District of Columbia, including Texas, with corporate offices in Denver, Colorado. ModivCare's goal is to make it easier for patients to get care, remove barriers that keep people from staying healthy, and improve overall health outcomes.

9. As described in the First Day Declaration, the Debtors are party to that certain Restructuring Support Agreement (the "***RSA***") with certain creditors who collectively hold approximately 90% of the First Lien Claims and approximately 70% of the Second Lien Claims. Pursuant to the RSA, the consenting creditors have agreed to provide \$100 million in debtor-in-possession financing to fund the Chapter 11 Cases and support the comprehensive restructuring transactions set forth in the term sheet attached to the RSA (the "***RSA Term Sheet***"). The RSA Term Sheet contemplates, among other things: (a) the equitization of approximately \$871 million in First Lien Claims and approximately \$316 million in Second Lien Claims; (b) the commitment of the consenting creditors to provide exit financing through the Exit Term Loan Facility; (c) the reorganized Debtors' entry into an exit revolving credit facility to support ongoing operations; and (d) the discharge of the Unsecured Notes Claims and General Unsecured Claims; with holders of such claims entitled to participate in an equity rights offering of up to \$200 million, subject to the terms of the RSA. In total, the transactions contemplated by the RSA Term Sheet are expected to reduce the Debtors' funded debt obligations by approximately \$1.1 billion.

BASIS FOR RELIEF

10. The requirements of section 521 of the Bankruptcy Code and Bankruptcy Rule 1007(c) ordinarily require a debtor to file its Schedules and Statements within fourteen days of the Petition Date. 11 U.S.C. § 521; Bankruptcy Rule 1007(c). Pursuant to Bankruptcy

Rules 1007(a)(5), 1007(c), and 9006(b), however, the Court has authority to extend the time required for filing the Schedules and Statements “for cause.” Fed. R. Bankr. P. 1007 and 9006(b).

11. Further, pursuant to Bankruptcy Rule 2015.3, a chapter 11 debtor must file, no later than seven days before the date set for the meeting of creditors pursuant to section 341 of the Bankruptcy Code and no less than every six months thereafter, periodic financial reports of the value, operations, and profitability of each entity that is not a publicly traded corporation or a debtor in the Chapter 11 Cases, and in which the estate holds a substantial or controlling interest. Fed. R. Bankr. P. 2015.3(a)–(c). Bankruptcy Rule 9006(b)(1) provides the Court with authority to extend the period of time to file the 2015.3 Reports “for cause.” Fed. R. Bankr. P. 9006(b)(1). Additionally, Bankruptcy Rule 2015.3(d) provides the Court with the ability, after notice and a hearing, to modify the reporting requirements for cause, including that the debtor is “not able, after a good faith effort, to comply with those reporting requirements, or that the information ... is publicly available.” Fed. R. Bankr. P. 2015.3(d).

12. Lastly, Bankruptcy Local Rule 2015-3 requires debtors to file the 2015.3 Reports monthly. *See* Bankr. Local R. 2015-3. The Court, however, “may modify the application of the [Bankruptcy Local Rules] in any case.” Bankr. Local R. 1001-1.

13. The Debtors submit good and sufficient cause exists here to grant an extension of the time to file the Schedules and Statements and 2015.3 Reports. Specifically, the Debtors will have to compile information from books, records, and documents relating to thousands of claims, assets, leases, and contracts on an entity-by-entity basis. This information is voluminous and located in numerous places throughout the Debtors’ organization. Moreover, collecting this necessary information will require an enormous expenditure of time and effort on the part of the Debtors, their employees, and their professional advisors in the near term when such resources

would be best used to stabilize the Debtor's business operations at the outset of the Chapter 11 Cases.

14. Prior to the Petition Date, the Debtors focused on preparing for the chapter 11 filings, preparing the business to transition into chapter 11, and negotiating with certain stakeholders and other parties in interest. Although the Debtors have commenced the process that will enable them to prepare and finalize the Schedules and Statements and 2015.3 Reports, and are working diligently to move the process forward, the Debtors anticipate that they may require up to fourteen (14) additional days to complete the Schedules and Statements and file 2015.3 Reports for a total of twenty-eight (28) days after the Petition Date.

15. The Debtors submit that the extensive amount of information that must be assembled and compiled, the multiple places where the information is located, and the hundreds of employee and professional hours required to complete the Schedules and Statements and 2015.3 Reports constitute good and sufficient cause for granting the requested extension of time. Moreover, an extension will not harm creditors or other parties in interest because, even under the extended deadline, the Debtors will file the Schedules and Statements in advance of any deadline for filing proofs of claim in the Chapter 11 Cases.

16. Further, the Debtors submit cause exists here to modify Bankruptcy Local Rule 2015-3 to permit the Debtors to file the 2015.3 Reports every six months instead of monthly. Requiring the Debtors to file the 2015.3 Reports monthly in this case would create an unnecessary administrative burden for the Debtors' estates due to the amount of time and effort that would need to be expended producing such reports—time and effort that would be better spent focusing on the Debtors' businesses. Moreover, by this requested modification, the Debtors do not seek a full waiver of their obligations to file the 2015.3 reports; rather, the Debtors merely request to file the

2015.3 Reports in the timeframe contemplated by Bankruptcy Rule 2015.3. Accordingly, there will be no harm to any parties in interest on account of this requested modification, as they will receive the required information contained in the 2015.3 Reports at the frequency contemplated by the Bankruptcy Rules.

17. Accordingly, the Debtors respectfully request that the Court (a) extend the time for filing the Schedules and Statements and 2015.3 Reports, in each case, through and including September 17, 2025, without prejudice to the Debtors' right to request further extensions, for cause shown; (b) modify the requirements of Bankruptcy Local Rule 2015-3 to permit the Debtors to file the 2015.3 Reports on a six-month basis; and (c) grant such other relief as may be just and proper.

EMERGENCY CONSIDERATION

18. The Debtors respectfully request emergency consideration of this Motion pursuant to Bankruptcy Local Rule 9013-1 and Bankruptcy Rule 6003, which authorize the Court to grant relief within the first 21 days after the commencement of a chapter 11 case to the extent that relief is necessary to avoid immediate and irreparable harm. As described in detail above and in the First Day Declaration, immediate and irreparable harm would result if the relief requested herein is not granted. Accordingly, the Debtors submit that the requirements of Bankruptcy Rule 6003 are satisfied.

NOTICE

19. Notice of this Motion will be served on: (a) the Office of the United States Trustee for the Southern District of Texas; (b) Paul Hastings LLP, as counsel to the First Lien Agent and the Consenting Creditors; (c) counsel to the DIP Lenders; (e) the creditors listed on the Debtors' consolidated list of 30 creditors holding the largest unsecured claims; (f) the United States Attorney for the Southern District of Texas; (g) the Internal Revenue Service; (h) the Securities and Exchange Commission; (i) the state attorneys general for states in which the Debtors conduct

business; and (j) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

20. A copy of this Motion is available on (a) the Court's website, at www.txs.uscourts.gov and (b) the website maintained by the Debtors' proposed claims and noticing agent, Kurtzman Carson Consultants, LLC d/b/a Verita Global, at <https://veritaglobal.net/ModivCare>.

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WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: August 20, 2025

Respectfully submitted,

/s/ Timothy A. ("Tad") Davidson II

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*Proposed Attorneys for the Debtors
and Debtors in Possession*

CERTIFICATE OF SERVICE

I certify that on August 20, 2025, 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 those parties registered to receive electronic notices.

/s/ Timothy A. ("Tad") Davidson II

Timothy A. ("Tad") Davidson II

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

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In re:	:	Chapter 11
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MODIVCARE INC., <i>et al.</i> ,	:	Case No. 25-90309 (ARP)
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Debtors. ¹	:	(Jointly Administered)
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**ORDER (A) EXTENDING THE TIME TO
FILE SCHEDULES AND STATEMENTS AND 2015.3 REPORTS; (B) MODIFYING
THE REQUIREMENTS OF BANKRUPTCY LOCAL RULE 2015-3;
AND (C) GRANTING RELATED RELIEF**

Upon the emergency motion (the “***Motion***”)² of the Debtors for entry of an order (this “***Order***”) (a) extending the time period to file their Schedules and Statements and 2015.3 Reports, (b) modifying the requirements of Bankruptcy Local Rule 2015-3, and (c) granting related relief, all as more fully set forth in the Motion; and the Court having reviewed the Motion and the First Day Declaration; 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)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or

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’ proposed claims and noticing agent at <https://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 and not otherwise defined herein have the meanings ascribed to them in the Motion.

further notice is necessary, except as set forth in the Motion with respect to entry of this Order; and upon the record herein; and after due deliberation thereon; 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 establish just cause for the relief granted herein; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The time within which the Debtors must file the Schedules and Statements and 2015.3 Reports is extended, in each case, through and including September 17, 2025, without prejudice to the Debtors' right to seek additional extensions from the Court for cause shown or, alternatively, to obtain further extensions without need for Court order upon entering into a stipulation with the U.S. Trustee and filing such stipulation on the Court's docket.
2. Bankruptcy Local Rule 2015-3 is hereby modified such that the Debtors are only required to file 2015.3 Reports once every six months.
3. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Order shall be effective and enforceable immediately upon entry hereof.
4. Notice of the Motion is adequate under the Bankruptcy Rules and the Bankruptcy Local Rules.
5. The Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

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

Signed: _____, 2025
Houston, Texas

UNITED STATES BANKRUPTCY JUDGE