

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

In re:

WELLPATH HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-90533 (ARP)

(Jointly Administered)

**SUPPLEMENTAL DECLARATION OF DAVID A. AGAY IN SUPPORT OF
DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
DEBTOR CCS-CMGC INTERMEDIATE HOLDINGS 2, INC. TO EMPLOY AND
RETAIN MCDONALD HOPKINS LLC AS SPECIAL COUNSEL TO THE SPECIAL
COMMITTEE OF THE BOARD OF DIRECTORS OF CCS-CMGC
INTERMEDIATE HOLDINGS 2, INC. AT THE SOLE DIRECTION OF THE
INDEPENDENT DIRECTORS EFFECTIVE AS OF THE PETITION DATE**

I, David A. Agay, declares as follows:

1. I am a member of the law firm of McDonald Hopkins LLC ("McDonald Hopkins" or the "Firm") located at 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654. I am one of the lead attorneys from McDonald Hopkins working for the Special Committee (as defined below) in the above-captioned chapter 11 cases, at the sole direction of the Independent Directors. I am a member in good standing of the Bar of the State of Illinois and the State of New York, and I have been admitted to practice in Illinois and New York. There are no disciplinary proceedings pending against me.

2. I am duly authorized to make and submit this supplemental declaration on behalf of McDonald Hopkins to supplement the disclosures contained in my initial declaration (the "Initial Declaration"), attached as Exhibit A to the *Debtors' Application for Entry of an Order*

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/Wellpath>. The Debtors' service address for these chapter 11 cases is 3340 Perimeter Hill Drive, Nashville, Tennessee 37211.

Authorizing the Debtor CCS-CMGC Intermediate Holdings 2, Inc. to Employ and Retain McDonald Hopkins LLC as Special Counsel to the Special Committee of the Board of Directors of CCS-CMGC Intermediate Holdings 2, Inc. at the Sole Direction of the Independent Directors Effective as of the Petition Date [Docket No. 139] (the “Application”). On December 13, 2024, the Court entered the *Order Authorizing the Debtor CCS-CMGC Intermediate Holdings 2, Inc. to Employ and Retain McDonald Hopkins LLC as Special Counsel to the Special Committee of the Board of Directors of CCS-CMGC Intermediate Holdings 2, Inc. at the Sole Direction of the Independent Directors Effective as of the Petition Date* [Docket No. 447].²

3. In connection with its retention by the Debtors, at the sole direction of the Independent Directors, McDonald Hopkins undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, McDonald Hopkins obtained from the Debtors the names of individuals and entities that may be parties in interest in the chapter 11 cases (the “Parties in Interest List,” attached as Schedule 1 to the Application). As further set forth in the Initial Declaration, McDonald Hopkins searched its electronic database and polled its attorneys for connections to the entities included in the Parties in Interest Lists. To the extent that McDonald Hopkins has been retained to represent or has any connections with the entities on the Parties in Interest Lists (or their affiliates, as the case may be), such facts have been disclosed in the Initial Declaration.

4. The Application stated that McDonald Hopkins would 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,

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

McDonald Hopkins would use reasonable efforts to identify such further developments and promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

Supplemental Searches

5. Since filing the Initial Declaration, McDonald Hopkins has obtained from the Debtors and their representatives additional names of individuals and entities that may be parties in interest in these chapter 11 cases (the “Additional Parties in Interest”), and such additional parties are listed on **Schedule 1** hereto. McDonald Hopkins has searched on its electronic database for its connections to the entities listed on **Schedule 1** hereto. McDonald Hopkins sent a daily report of new matters firm wide. All McDonald Hopkins attorneys are responsible for reviewing the daily report of new matters and raising any potential concerns with respect to new representations. McDonald Hopkins did not receive any answers in the affirmative to these emails.

Connections to Parties in Interest

6. I have determined that, since the filing of the Initial Declaration, McDonald Hopkins has one former connection with an entity on the Additional Parties in Interest List, as set forth on **Schedule 2** attached hereto, based on a former client relationship. The representation of the party identified on **Schedule 2** is completely unrelated to the Debtors or these chapter 11 bankruptcy case.

7. Based on the conflicts search conducted to date and the information disclosed in the Initial Declaration and herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) McDonald Hopkins is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(e) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates, and (b) McDonald Hopkins has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Initial Declaration and herein.

Continued Vigilance and Affirmative Statement of Disinterestedness

8. McDonald Hopkins will continue to 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, McDonald Hopkins will use its reasonable efforts to identify any such further developments and will file a supplemental declaration as required by Bankruptcy Rule 2014(a) and as stated in the McDonald Hopkins Declarations and herein.

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

Dated: March 26, 2025

Respectfully submitted,

/s/ David A. Agay
David A. Agay
Member
McDonald Hopkins LLC

Schedule 1

Litigation Parties

Anderson, Joshua T.
Barbee, Sylvester
Belczyk, Janet
Buchanan, Christopher
Carter, Edward L.
Clarke, Lee K
Collier, Jeffrey S.
Cox, Claude
Culbertson, Billy
Cummings, Tyrone
Dade Jr, Leroy
De Rossitte, Christiana E.
Fowler, Chad
Grant, Aeisha Nohnee
Gunn, Brandon
Huffman Iv, James R.
Ivy, Glavin
John Herndon
King, Oliver
Lamoureux, Justin Andre
Leonard, Robert
Lunsford, Michael A.
Macpherson, Paul
Magness, John W.
Mcginnis Jr., Vern E.
Mollet, Leslie D.
Pierre, Macarton N.
Pinder, Steven
Randolph, Brian #Kx-0236
Russell Dowland
Tarver, Julian
Tolbert, Keith
Walker, Reginald A.
Wallace, Byron

Notice of Appearance Parties

Andrews Myers, P.C.
Attorney General For The State Of
Michigan
Barack Ferrazzano Kirschbaum &
Nagelberg LLP
Bass, Berry & Sims PLC
Benesch Friedlander Coplan & Aronoff LLP
Bonds Ellis Eppich Schafer Jones LLP
Broward County Attorney
Broward Health
Brown Nimeroff LLC
Bryan Cave Leighton Paisner LLP

Buchalter, A Professional Corporation
Cahill Gordon & Reindel LLP
Cardinale Fayard, APLC
Carlton Fields, P.A.
Cavazos Hendricks Poirot, P.C.
Clark Hill PLC
Cokinos Young
County Of El Dorado
Crowe & Dunlevy
Drew Willey
Faegre Drinker Biddle & Reath, LLP
Fishman Jackson PLLC
Frost Brown Todd LLP
Golan Christie Taglia LLP
Gordon Rees Scully Mansukhani, LLP
Hinshaw & Culbertson, LLP
John Paul Deverna Esq PC
Katers & Granitz, LLC
Katten Muchin Rosenman LLP
Kenneth R. Beams
Kessler Collins, PC
Laboratory Corporation Of America
Landwehr Law Firm, LLC
Law Offices Of Greg W. Garrotto
Liechty, McGinnis, Berryman & Bowen,
LLP
Linebarger Goggan Blair & Sampson, LLP
Maddin Hauser Roth & Heller, P.C.
Manier & Herod PC
Mcbryan, LLC
McCreary, Veselka, Bragg & Allen, P.C.
Mehaffyweber
Meyers, Rodbell & Rosenbaum, P.A.
Munsch Hardt Kopf & Harr, P.C.
Norton Rose Fulbright Us LLP
Office Of The Attorney General Of Texas
Oliver Maner LLP
Padfield & Stout LLP
Parmet PC
Pivot Health Law, LLC
Proskauer Rose LLP
Public Justice
Ross, Smith & Binford, PC
Sher Garner Cahill Richter Klein & Hilbert
LLC
Stevenson & Bullock, P.L.C.
Stinson LLP
Texas Attorney General'S Office
The Winters Law Group, LLC

Thomas, Thomas & Hafer, LLP
Togut, Segal & Segal LLP
Tran Singh LLP
Troutman Pepper Hamilton Sanders LLP
Tyrone Glover Law

U.S. Department Of Justice
Vartabedian Hester & Haynes LLP
Warner Norcross & Judd, LLP
Wick Phillips Gould & Martin, LLP
William D. Schroeder, Jr.

Schedule 2
Former¹ Clients

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a McDonald Hopkins Client
Troutman Pepper Hamilton Sanders LLP	Troutman Pepper Hamilton Sanders LLP

¹ The term “former” client means a client to whom time was posted between 12 and 36 months preceding the Petition Date, but for whom no time has been posted in the 12 months preceding the Petition Date. The term “closed” client means a client for whom time was posted within the last 36 months, but the client is closed in McDonald Hopkins’ system.