

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re	:	Chapter 11
	:	
CANO HEALTH, INC., et al.,	:	Case No. 24-10164 (KBO)
	:	
	:	(Jointly Administered)
Debtors. ¹	:	
	:	Re: Docket Nos. 4, 73 & 96
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CERTIFICATION OF COUNSEL REGARDING FINAL ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 362(d), AND 363(b) AND FED. R. BANKR. P. 4001 (I) AUTHORIZING DEBTORS TO (A) MAINTAIN THEIR INSURANCE PROGRAM, SURETY BOND PROGRAM, AND LETTERS OF CREDIT, AND (B) HONOR ALL INSURANCE, SURETY BOND, AND LETTERS OF CREDIT OBLIGATIONS, (II) MODIFYING AUTOMATIC STAY, AND (III) GRANTING RELATED RELIEF

The undersigned hereby certifies as follows:

1. On February 5, 2024, Cano Health, Inc. and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), filed the *Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 362(d), and 363(b) and Fed. R. Bankr. P. 4001 for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Maintain their Insurance Policies, Surety Bond Program, and Letters of Credit, and (B) Honor all Insurance, Surety Bond and Letters of Credit Obligations, (II) Modifying Automatic Stay, and (III) Granting Related Relief* (Docket No. 4) (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Attached thereto as **Exhibit B** was a proposed form of order granting the relief requested in the Motion on a final basis (the “**Proposed Final Order**”).

¹ The last four digits of Cano Health, Inc.’s tax identification number are 4224. A complete list of the Debtors in the chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kccllc.net/CanoHealth>. The Debtors’ mailing address is 9725 NW 117th Avenue, Miami, Florida 33178.



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2. On February 6, 2024, the Court entered the *Interim Order Pursuant to 11 U.S.C. §§ 105(a), 362(d), and 363(b) and Fed. R. Bankr. P. 4001 (I) Authorizing Debtors to (A) Maintain Their Insurance Policies, Surety Bond Program, and Letters of Credit, and (B) Honor All Insurance, Surety Bond and Letters of Credit Obligations, (II) Modifying Automatic Stay, and (III) Granting Related Relief* (Docket No. 73) (the “**Interim Order**”).

3. Pursuant to the Interim Order and the *Notice of (A) Entry of Interim Order Pursuant to 11 U.S.C. §§ 105(a), 362(d), and 363(b) and Fed. R. Bankr. P. 4001 (I) Authorizing Debtors to (A) Maintain Their Insurance Policies, Surety Bond Program, and Letters of Credit, and (B) Honor All Insurance, Surety Bond and Letters of Credit Obligations, (II) Modifying Automatic Stay, and (III) Granting Related Relief; and (B) Final Hearing Thereon* (Docket No. 96), objections or responses to the final relief requested in the Motion, if any, were to be made in writing and filed with the Court on or before February 29, 2024 at 4:00 p.m. (prevailing Eastern Time).

4. Prior to the Objection Deadline, the Debtors received certain informal comments (the “**Comments**”) to the Proposed Final Order and the relief requested in the Motion from the Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”). Other than the Comments, the Debtors received no other informal responses to the Motion, and no objection or responsive pleading to the Motion has appeared on the Court’s docket in these chapter 11 cases.

5. The Debtors have prepared a revised form of the Proposed Final Order (the “**Revised Final Order**”) to resolve the Comments and to incorporate certain changes to conform with revisions to the Interim Order. A copy of the Revised Final Order is attached hereto as **Exhibit 1**. The Revised Final Order has been circulated to the U.S. Trustee and counsel to the Creditors’ Committee, and the aforementioned parties do not object to the entry of the Revised

Final Order. For the convenience of the Court and all parties in interest, a blackline comparison of the Revised Final Order marked against the Proposed Final Order is attached hereto as

Exhibit 2.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request that the Revised Final Order, substantially in the form attached hereto as **Exhibit 1**, be entered at the earliest convenience of the Court.

Dated: March 4, 2024
Wilmington, Delaware

/s/ James F. McCauley

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*Proposed Attorneys for the Debtors
and the Debtors in Possession*

Exhibit 1

Revised Final Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	x	
In re	:	Chapter 11
CANO HEALTH, INC., et al.,	:	Case No. 24–10164 (KBO)
Debtors.¹	:	(Jointly Administered)
	:	
	:	Re: Docket No. 4

**FINAL ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 362(d), AND 363(b)
AND FED. R. BANKR. P. 4001 (I) AUTHORIZING DEBTORS TO
(A) MAINTAIN THEIR INSURANCE PROGRAM, SURETY BOND
PROGRAM, AND LETTERS OF CREDIT, AND (B) HONOR ALL
INSURANCE, SURETY BOND, AND LETTERS OF CREDIT OBLIGATIONS,
(II) MODIFYING AUTOMATIC STAY, AND (III) GRANTING RELATED RELIEF**

Upon the motion, dated February 5, 2024 [Docket No. 4] (the “**Motion**”)² of Cano Health, Inc. and certain of its subsidiaries, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases, pursuant to sections 105(a), 362(d), and 363(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 4001 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of interim and final orders (i) authorizing the Debtors to (a) maintain their Insurance Policies, the Surety Bond Program, and Letters of Credit in accordance with their terms as provided for in the underlying agreements and to perform with respect thereto in the ordinary course of business, including with respect to Insurance Obligations arising during the administration of these chapter 11 cases, and (b) pay prepetition Insurance Obligations, including amounts owed to the Insurance Service

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² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

Providers, and prepetition obligations arising under the Surety Bond Program and Letters of Credit, (ii) modifying the automatic stay if necessary to permit the Debtors' employees to proceed with any claims they may have under the Workers' Compensation Program, whether they arose before or after the Petition Date, in the appropriate judicial or administrative forum to proceed against the proceeds of such policies only, and (iii) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) and §1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing to consider the relief requested in the Motion on an interim (the “**Interim Hearing**”) and, if necessary, final basis (the “**Final Hearing**”); and the Court having entered an order granting the relief requested in the Motion on an interim basis; and upon the First Day Declarations, the record of the Interim Hearing, the Final Hearing, and all of the proceedings had before the Court; and all objections to the relief requested in the Motion on a final basis, if any, having been withdrawn, resolved, or overruled; and the Court having determined the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted on a final basis to the extent set forth herein.
2. The Debtors are authorized, but not directed, pursuant to sections 105(a), 362(d), and 363(b) of the Bankruptcy Code and Bankruptcy Rule 4001, to, in consultation with the Ad Hoc First Lien Group and the Official Committee of Unsecured Creditors (the “**Committee**”), continue the Insurance Policies, the Surety Bond Program and Letters of Credit in the ordinary course of business and to perform their obligations with respect thereto, including the payment of prepetition Insurance Obligations owed in connection therewith in an aggregate amount not to exceed \$5,110,000 and, in accordance with practices and procedures that were in effect before the commencement of these chapter 11 cases, to maintain and post any collateral in connection therewith.
3. The Debtors are authorized, but not directed, to, in consultation with the Ad Hoc First Lien Group and the Committee, revise, extend, supplement, or otherwise modify their insurance coverage as needed, including through the purchase or renewal of new or existing Insurance Policies, Surety Bonds and Letters of Credit.
4. The automatic stay is modified solely to the extent necessary to permit employees who hold valid workers’ compensation claims to proceed with such claims in the appropriate judicial or administrative forum; *provided* that the automatic stay shall be modified solely for the limited purpose of allowing workers’ compensation claimants to seek proceeds available under the Workers’ Compensation Program and not to other estate assets.
5. Each of the Banks at which the Debtors maintain their accounts relating to the payment of the Insurance Obligations, the Surety Bond Program, and Letters of Credit are authorized to (i) receive, process, honor, and pay all checks presented for payment and to honor

all fund transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and (ii) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of the Court, whether such checks, drafts, wires, or transfers are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise.

6. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds or automated clearing house transfers, on account of Insurance Obligations, the Surety Bond Program, and Letters of Credit, and to replace any prepetition checks or electronic fund or automated clearing house transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases with respect to any prepetition amounts that are authorized to be paid pursuant to this Final Order.

7. Nothing contained in the Motion or this Final Order, nor any payment made pursuant to the authority granted by this Final Order, is intended to be or shall be construed as (a) an implication or admission as to the validity of any claim against the Debtors, (b) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors, (c) an agreement or obligation to pay any claims, (d) a waiver of any claims or causes of action which may exist against any creditor or interest holder, (e) a waiver of the obligation of any party in interest to file a proof of claim, (f) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code, or (g) otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease.

8. Notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

9. Under the circumstances of these chapter 11 cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

10. Notwithstanding Bankruptcy Rules 4001(a)(3) and 6004(h), this Final Order shall be immediately effective and enforceable upon its entry.

11. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted in this Final Order.

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

Exhibit 2

Blackline

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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	:	
In re	:	Chapter 11
	:	
CANO HEALTH, INC., <i>et al.</i> ,	:	Case No. 24 <u>24-10164</u>
	:	(<u>KBO</u>)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
-----	X	

**FINAL ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 362(d), AND 363(b)
AND FED. R. BANKR. P. 4001 (I) AUTHORIZING DEBTORS TO
(A) MAINTAIN THEIR INSURANCE PROGRAM, SURETY BOND
PROGRAM, AND LETTERS OF CREDIT, AND (B) HONOR ALL
INSURANCE, SURETY BOND, AND LETTERS OF CREDIT OBLIGATIONS,
(II) MODIFYING AUTOMATIC STAY, AND (III) GRANTING RELATED RELIEF**

Upon the motion, dated February 5, 2024 [[Docket No. 4](#)] (the “**Motion**”)² of Cano Health, Inc. and certain of its subsidiaries, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases, pursuant to sections 105(a), 362(d), and 363(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 4001 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of interim and final orders (i) authorizing the Debtors to (a) maintain their Insurance Policies, the Surety Bond Program, and Letters of Credit in accordance with their terms as provided for in the underlying agreements and to perform with respect thereto in the ordinary course of business, including with respect to Insurance Obligations arising during the administration of these chapter 11 cases, and

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² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

(b) pay prepetition Insurance Obligations, including amounts owed to the Insurance Service Providers, and prepetition obligations arising under the Surety Bond Program and Letters of Credit, (ii) modifying the automatic stay if necessary to permit the Debtors' employees to proceed with any claims they may have under the Workers' Compensation Program, whether they arose before or after the Petition Date, in the appropriate judicial or administrative forum to proceed against the proceeds of such policies only, and (iii) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) and §1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing to consider the relief requested in the Motion on an interim (the “**Interim Hearing**”) and, if necessary, final basis (the “**Final Hearing**”); and the Court having entered an order granting the relief requested in the Motion on an interim basis; and upon the First Day Declarations, the record of the Interim Hearing, the Final Hearing, and all of the proceedings had before the Court; and all objections to the relief requested in the Motion on a final basis, if any, having been withdrawn, resolved, or overruled; and the Court having determined the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing the relief requested in the Motion is in the

best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted on a final basis to the extent set forth herein.

2. The Debtors are authorized, but not directed, pursuant to sections 105(a), 362(d), and 363(b) of the Bankruptcy Code and Bankruptcy Rule 4001, to, in consultation with the Ad Hoc First Lien Group [and the Official Committee of Unsecured Creditors \(the “Committee”\)](#), continue the Insurance Policies, the Surety Bond Program and Letters of Credit in the ordinary course of business and to perform their obligations with respect thereto, including the payment of prepetition Insurance Obligations owed in connection therewith in an aggregate amount not to exceed \$5,110,000 and, in accordance with practices and procedures that were in effect before the commencement of these chapter 11 cases, to maintain and post any collateral in connection therewith.

3. The Debtors are authorized, but not directed, to, in consultation with the Ad Hoc First Lien Group [and the Committee](#), revise, extend, supplement, or otherwise modify their insurance coverage as needed, including through the purchase or renewal of new or existing Insurance Policies, Surety Bonds and Letters of Credit.

4. The automatic stay is modified solely to the extent necessary to permit employees who hold valid workers’ compensation claims to proceed with such claims in the appropriate judicial or administrative forum; *provided* that the automatic stay shall be modified

solely for the limited purpose of allowing workers' compensation claimants to seek proceeds available under the Workers' Compensation Program and not to other estate assets.

5. Each of the Banks at which the Debtors maintain their accounts relating to the payment of the Insurance Obligations, the Surety Bond Program, and Letters of Credit are authorized to (i) receive, process, honor, and pay all checks presented for payment and to honor all fund transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and (ii) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of the Court, whether such checks, drafts, wires, or transfers are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise.

6. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds or automated clearing house transfers, on account of Insurance Obligations, the Surety Bond Program, and Letters of Credit, and to replace any prepetition checks or electronic fund or automated clearing house transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases with respect to any prepetition amounts that are authorized to be paid pursuant to this Final Order.

7. Nothing contained in the Motion or this Final Order, nor any payment made pursuant to the authority granted by this Final Order, is intended to be or shall be construed as (a) an implication or admission as to the validity of any claim against the Debtors, (b) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis

for, or validity of any claim against the Debtors, (c) an agreement or obligation to pay any claims, (d) a waiver of any claims or causes of action which may exist against any creditor or interest holder, (e) a waiver of the obligation of any party in interest to file a proof of claim, (f) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code, or (g) otherwise affecting the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease.

~~8. Notwithstanding anything to the contrary contained in the Motion or herein, any payment to be made hereunder, and any authorization contained herein, shall be subject to and in accordance with any interim and final orders, as applicable, authorizing the Debtors' use of cash collateral and/or post-petition debtor in possession financing (such orders, the "DIP Order") and any budget in connection with any such use of cash collateral and/or post-petition debtor in possession financing. To the extent there is any inconsistency between the terms of the DIP Order and any action taken or proposed to be taken hereunder, the terms of the DIP Order shall control.~~

8. ~~9.~~ Notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

9. ~~10.~~ Under the circumstances of these chapter 11 cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

10. ~~11.~~ Notwithstanding Bankruptcy Rules 4001(a)(3) and 6004(h), this Final Order shall be immediately effective and enforceable upon its entry.

11. ~~12.~~ The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted in this Final Order.

12. ~~13.~~ The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Final Order.