

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. 3, 72 & 95
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**CERTIFICATION OF COUNSEL REGARDING FINAL
ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 345, 363, 364, 503, AND 541
AND FED. R. BANKR. P. 6003 AND 6004 (I) AUTHORIZING DEBTORS TO
(A) CONTINUE EXISTING CASH MANAGEMENT SYSTEMS, BANK ACCOUNTS,
AND BUSINESS FORMS, (B) IMPLEMENT ORDINARY COURSE CHANGES TO
CASH MANAGEMENT SYSTEM, AND (C) HONOR CERTAIN RELATED
PREPETITION OBLIGATIONS, (II)(A) AUTHORIZING CONTINUATION OF
INTERCOMPANY TRANSACTIONS AND PHYSICIAN AFFILIATE TRANSFERS
AND (B) GRANTING ADMINISTRATIVE EXPENSE STATUS FOR POSTPETITION
INTERCOMPANY CLAIMS, (III) EXTENDING TIME TO COMPLY WITH
REQUIREMENTS OF 11 U.S.C. § 345(b), (IV) WAIVING CERTAIN
REQUIREMENTS, AND (V) 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), 345, 363, 364, 503, and 541 and Fed. R. Bankr. P. 6003 and 6004 for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue Existing Cash Management Systems, Bank Accounts, and Business Forms, (B) Implement Ordinary Course Changes to Cash Management System, and (C) Honor Certain Related Prepetition Obligations, (II) (A) Authorizing Continuation of Intercompany Transactions*

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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and Physician Affiliate Transfers and (B) Granting Administrative Expense Status for Postpetition Intercompany Claims, (III) Extending Time to Comply with Requirements of 11 U.S.C. § 345(b), (IV) Waiving Certain Requirements, and (V) Granting Related Relief (Docket No. 3) (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**”).

2. On February 6, 2024, the Court entered the *Interim Order Pursuant to 11 U.S.C. §§ 105(a), 345, 363, 364, 503, and 541 and Fed. R. Bankr. P. 6003 and 6004 (I) Authorizing Debtors to (A) Continue Existing Cash Management Systems, Bank Accounts, and Business Forms, (B) Implement Ordinary Course Changes to Cash Management System, and (C) Honor Certain Related Prepetition Obligations, (II) (A) Authorizing Continuation of Intercompany Transactions and Physician Affiliate Transfers and (B) Granting Administrative Expense Status for Postpetition Intercompany Claims, (III) Extending Time to Comply with Requirements of 11 U.S.C. § 345(b), (IV) Waiving Certain Requirements, and (V) Granting Related Relief* (Docket No. 72) (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), 345, 363, 364, 503, and 541 and Fed. R. Bankr. P. 6003 and 6004 (I) Authorizing Debtors to (A) Continue Existing Cash Management Systems, Bank Accounts, and Business Forms, (B) Implement Ordinary Course Changes to Cash Management System, and (C) Honor Certain Related Prepetition Obligations, (II) (A) Authorizing Continuation of Intercompany Transactions and Physician Affiliate Transfers and (B) Granting Administrative Expense Status for Postpetition Intercompany Claims, (III) Extending Time to Comply with Requirements of 11 U.S.C. § 345(b), (IV) Waiving Certain Requirements, and (V) Granting*

Related Relief; and (B) Final Hearing Thereon (Docket No. 95), 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) (the “**Objection Deadline**”). The Objection Deadline was extended to March 1, 2024 at 5:00 p.m. (ET) for the Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”), which was appointed by the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) on February 21, 2024.

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 U.S. Trustee and 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 Proposed Final Order (the “**Revised Final Order**”) to resolve the Comments, to incorporate certain changes to conform with revisions to the Interim Order, and to reflect the appointment of the Creditors’ Committee. 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, counsel to the Creditors’ Committee, and counsel to the Ad Hoc First Lien Group, 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. 3

FINAL ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 345, 363, 364, 503, AND 541 AND FED. R. BANKR. P. 6003 AND 6004 (I) AUTHORIZING DEBTORS TO (A) CONTINUE EXISTING CASH MANAGEMENT SYSTEMS, BANK ACCOUNTS, AND BUSINESS FORMS, (B) IMPLEMENT ORDINARY COURSE CHANGES TO CASH MANAGEMENT SYSTEM, AND (C) HONOR CERTAIN RELATED PREPETITION OBLIGATIONS, (II)(A) AUTHORIZING CONTINUATION OF INTERCOMPANY TRANSACTIONS AND PHYSICIAN AFFILIATE TRANSFERS AND (B) GRANTING ADMINISTRATIVE EXPENSE STATUS FOR POSTPETITION INTERCOMPANY CLAIMS, (III) EXTENDING TIME TO COMPLY WITH REQUIREMENTS OF 11 U.S.C. § 345(b), (IV) WAIVING CERTAIN REQUIREMENTS, AND (V) GRANTING RELATED RELIEF

Upon the motion, dated February 5, 2024 [Docket No. 3] (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), 345, 363, 364, 503, and 541 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of interim and final orders (i) authorizing, but not directing, the Debtors to (a) continue using their existing Cash Management System, including through the continued maintenance of their Bank

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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.

Accounts at the Banks and existing Business Forms, consistent with the Debtors' prepetition practices, (b) make ordinary course changes to the Cash Management System as necessary, such as opening or closing their Bank Accounts as set forth herein and in accordance with the Debtors' prepetition practices, and (c) honor and pay all prepetition and postpetition Bank Fees payable by the Debtors, (ii) authorizing, but not directing, the Debtors to (a) perform and honor Intercompany Transactions in the ordinary course of business, and (b) provide administrative expense priority for claims arising from Postpetition Intercompany Transactions among Debtors, (iii) extending time to comply with certain requirements of section 345(b) of the Bankruptcy Code on an interim basis, (iv) granting the Debtors a waiver of certain bank account and related requirements of the U.S. Trustee and (v) 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, if any, 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 the 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. Subject to the terms set forth herein, the Debtors are authorized, but not directed, pursuant to sections 363(c) and 105(a) of the Bankruptcy Code, to (i) continue to manage their cash pursuant to the Cash Management System maintained prior to the Petition Date, (ii) collect, concentrate, and disburse cash in accordance with the Cash Management System, including with respect to ordinary course Intercompany Transactions, and (iii) in consultation with the Ad Hoc First Lien Group and the Creditors' Committee, make ordinary course changes to their Cash Management System without further order of the Court.
3. The Debtors are further authorized, on the terms set forth in this Interim Order, but not directed, to (i) designate, maintain, and continue to use their existing Bank Accounts, in the names and with the account numbers existing immediately before the Petition Date, (ii) deposit funds in, and withdraw funds from, such Bank Accounts by all usual means, including checks, wire transfers, automated clearing house transfers, and other debits, (iii) pay any Bank Fees or other charges associated with the Bank Accounts, whether arising before or after the Petition Date, (iv) otherwise perform their obligations under the documents governing the Bank Accounts, and (v) treat their prepetition Bank Accounts for all purposes as debtor-in-possession accounts.

4. Notwithstanding any other provision in this Final Order, should a Bank honor a prepetition check or other item drawn on any account that is the subject of this Final Order (i) at the direction of the Debtors to honor such prepetition check or item or (ii) in good faith belief that the Court has authorized such prepetition check or item to be honored, the Bank shall not be deemed to be nor shall be liable to the Debtors or their estates or otherwise be in violation of this Final Order. Without limiting the foregoing, the Banks may rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by a Debtor prior to the Petition Date should be honored pursuant to this or any other order of the Court, and shall not have any liability to any party for relying on such representations by a Debtor as provided for herein.

5. Each of the Debtors' Banks is authorized to debit the Debtors' Bank Accounts in the ordinary course of business without the need for further order of the Court for: (i) all checks drawn on the Debtors' accounts which are cashed at such Bank's counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (ii) all checks or other items deposited in one of Debtors' accounts with such Bank prior to the Petition Date which have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtor was responsible for such items prior to the Petition Date; and (iii) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as service charges for the maintenance of the Cash Management System.

6. Any of the Debtors' Banks may rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtor prior to the Petition Date should be honored pursuant to this or any other order of the Court, and such Bank

shall not have any liability to any party for relying on such representations by the Debtors as provided for herein.

7. Those certain existing deposit agreements between the Debtors and its existing depository and disbursement Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Banks, and that all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect.

8. The Debtors are authorized to open any new Bank Accounts as they may deem necessary and appropriate in the ordinary course of business, consistent with past practice, subject to the terms of this Final Order and in consultation with the advisors for the Ad Hoc First Lien Group and the Creditors' Committee; *provided* that any new Bank Account opened by the Debtors shall be at a bank that has executed a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware. Nothing contained herein shall prevent the Debtors, in consultation with the advisors for the Ad Hoc First Lien Group, from closing any of their Bank Accounts in the ordinary course of business and in accordance with prepetition practices as they may deem necessary and appropriate, including, without limitation, with respect to the Morgan Stanley Accounts and the accounts associated with markets the Debtors no longer serve. If the Debtors open or close any Bank Account, such opening or closing shall be timely reflected on the Debtors' next monthly operating report and, the Debtors shall provide notice within fifteen (15) days to the U.S. Trustee, the Ad Hoc First Lien Group, and the Creditors' Committee. The Banks are authorized to honor the Debtors' requests to open and close such Bank Accounts. The Debtors shall serve a copy of this Final Order on the Banks.

9. The Debtors are authorized, but not directed, to continue the Corporate Credit Card Program in the ordinary course, to perform their obligations under the Corporate Credit Card Program, and to pay outstanding, ordinary course prepetition expenses arising thereunder.

10. The Debtors are authorized pursuant to sections 363(c) and 364(a) of the Bankruptcy Code to continue to perform under and honor Intercompany Transactions and Physician Affiliate Transfers in the ordinary course of business, so long as such Intercompany Transactions and Physician Affiliate Transfers are materially consistent with the Debtors' operation of their business in the ordinary course during the prepetition period; provided that any Intercompany Transactions, Physician Affiliate Transfers, or other transfers from any Debtor to a non-Debtor affiliate shall be in accordance with the terms of the DIP Facility, including the Approved Budget, the approved use of cash collateral, and the requirements of the DIP Order (defined below). The Debtors shall not make any intercompany loans to non-Debtors without further Court order.

11. All valid Intercompany Claims against one Debtor held by another Debtor arising after the Petition Date as a result of Intercompany Transactions shall be accorded administrative expense priority status in accordance with section 503(b) of the Bankruptcy Code; *provided* that such administrative expense status claim shall be subject and junior to any claims, including adequate protection and/or DIP claims, granted in connection with any interim and final orders, as applicable, authorizing the Debtors' post-petition debtor-in-possession financing and/or use of cash collateral (such orders, the "**DIP Order**").

12. The Debtors shall maintain accurate records of all transfers within the Cash Management System so that all postpetition transfers and transactions, including Intercompany

Transactions, shall be adequately and promptly documented in, and readily ascertainable from, their books and records.

13. The Debtors are authorized to use their Business Forms without alteration and without the designation “Debtor in Possession” imprinted upon them; *provided*, that, once the Debtors’ existing check stock has been used, the Debtors shall use reasonable efforts, when reordering checks, to include the designation “Debtor in Possession” and the jointly administered bankruptcy case number on such checks; *provided, further*, that, with respect to checks which the Debtors or their agents print themselves, the Debtors shall, when printing checks, include the “Debtor in Possession” legend and the jointly administered bankruptcy case number on such checks.

14. 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 the Bank Fees, Corporate Expenses, Postpetition Intercompany Transactions, and postpetition Physician Affiliate Transfers as set forth herein, 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.

15. Notwithstanding the Debtors’ use of a consolidated cash management system, the Debtors shall calculate their quarterly fees under 28 U.S.C. § 1930(a)(6) based on the disbursements of each Debtor.

16. The UST Operating Guidelines requiring the Debtors to establish separate bank accounts for cash collateral and/or tax payments are hereby waived except as otherwise required by any applicable agreements between the Debtors and the Banks.

17. 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.

18. 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.

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

20. Notwithstanding Bankruptcy Rule 6004(h), this Final Order shall be immediately effective and enforceable upon its entry.

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

22. 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**

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

FINAL ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 345, 363, 364, 503, AND 541 AND FED. R. BANKR. P. 6003 AND 6004 (I) AUTHORIZING DEBTORS TO (A) CONTINUE EXISTING CASH MANAGEMENT SYSTEMS, BANK ACCOUNTS, AND BUSINESS FORMS, (B) IMPLEMENT ORDINARY COURSE CHANGES TO CASH MANAGEMENT SYSTEM, AND (C) HONOR CERTAIN RELATED PREPETITION OBLIGATIONS, (II)(A) AUTHORIZING CONTINUATION OF INTERCOMPANY TRANSACTIONS AND PHYSICIAN AFFILIATE TRANSFERS AND (B) GRANTING ADMINISTRATIVE EXPENSE STATUS FOR POSTPETITION INTERCOMPANY CLAIMS, (III) EXTENDING TIME TO COMPLY WITH REQUIREMENTS OF 11 U.S.C. § 345(b), (IV) WAIVING CERTAIN REQUIREMENTS, AND (V) GRANTING RELATED RELIEF

Upon the motion, dated February 5, 2024 [[Docket No. 3](#)] (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), 345, 363, 364, 503, and 541 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of interim and final orders (i) authorizing, but not directing, the Debtors to (a) continue using their existing Cash Management System, including through the continued maintenance of

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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.

their Bank Accounts at the Banks and existing Business Forms, consistent with the Debtors' prepetition practices, (b) make ordinary course changes to the Cash Management System as necessary, such as opening or closing their Bank Accounts as set forth herein and in accordance with the Debtors' prepetition practices, and (c) honor and pay all prepetition and postpetition Bank Fees payable by the Debtors, (ii) authorizing, but not directing, the Debtors to (a) perform and honor Intercompany Transactions in the ordinary course of business, and (b) provide administrative expense priority for claims arising from Postpetition Intercompany Transactions among Debtors, (iii) extending time to comply with certain requirements of section 345(b) of the Bankruptcy Code; [on an interim basis](#), (iv) granting the Debtors a waiver of certain bank account and related requirements of the U.S. Trustee and (v) 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, if any, 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 the 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.

1. Subject to the terms set forth herein, the Debtors are authorized, but not directed, pursuant to sections 363(c) and 105(a) of the Bankruptcy Code, to (i) continue to manage their cash pursuant to the Cash Management System maintained prior to the Petition Date, (ii) collect, concentrate, and disburse cash in accordance with the Cash Management System, including with respect to ordinary course Intercompany Transactions, and (iii) in consultation with the Ad Hoc First Lien Group [and the Creditors' Committee](#), make ordinary course changes to their Cash Management System without further order of the Court.

2. The Debtors are further authorized, on the terms set forth in this Interim Order, but not directed, to (i) designate, maintain, and continue to use their existing Bank Accounts, in the names and with the account numbers existing immediately before the Petition Date, (ii) deposit funds in, and withdraw funds from, such Bank Accounts by all usual means, including checks, wire transfers, automated clearing house transfers, and other debits, (iii) pay any Bank Fees or other charges associated with the Bank Accounts, whether arising before or after the Petition Date, (iv) otherwise perform their obligations under the documents governing

the Bank Accounts, and (v) treat their prepetition Bank Accounts for all purposes as debtor-in-possession accounts.

3. Notwithstanding any other provision in this Final Order, should a Bank honor a prepetition check or other item drawn on any account that is the subject of this Final Order (i) at the direction of the Debtors to honor such prepetition check or item or (ii) in good faith belief that the Court has authorized such prepetition check or item to be honored, the Bank shall not be deemed to be nor shall be liable to the Debtors or their estates or otherwise be in violation of this Final Order. Without limiting the foregoing, the Banks may rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by a Debtor prior to the Petition Date should be honored pursuant to this or any other order of the Court, and shall not have any liability to any party for relying on such representations by a Debtor as provided for herein.

4. Each of the Debtors' Banks is authorized to debit the Debtors' Bank Accounts in the ordinary course of business without the need for further order of the Court for: (i) all checks drawn on the Debtors' accounts which are cashed at such Bank's counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (ii) all checks or other items deposited in one of Debtors' accounts with such Bank prior to the Petition Date which have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtor was responsible for such items prior to the Petition Date; and (iii) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as service charges for the maintenance of the Cash Management System.

5. Any of the Debtors' Banks may rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtor prior to

the Petition Date should be honored pursuant to this or any other order of the Court, and such Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein.

6. Those certain existing deposit agreements between the Debtors and its existing depository and disbursement Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Banks, and that all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect.

7. The Debtors are authorized to open any new Bank Accounts as they may deem necessary and appropriate in the ordinary course of business, consistent with past practice, subject to the terms of this Final Order and in consultation with the [advisors for the](#) Ad Hoc First Lien Group [and the Creditors' Committee](#); *provided* that any new Bank Account opened by the Debtors shall be at a bank that has executed a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware. Nothing contained herein shall prevent the Debtors, in consultation with the [advisors for the](#) Ad Hoc First Lien Group, from closing any of their Bank Accounts in the ordinary course of business and in accordance with prepetition practices as they may deem necessary and appropriate, including, without limitation, with respect to the Morgan Stanley Accounts and the accounts associated with markets the Debtors no longer serve. If the Debtors open or close any Bank Account, such opening or closing shall be timely reflected on the Debtors' next monthly operating report and, the Debtors shall provide notice within fifteen (15) days to the U.S. Trustee, the Ad Hoc First Lien Group, and ~~any official~~ [the Creditors' eCommittee](#) ~~appointed in these chapter 11 cases~~. The Banks are authorized to honor

the Debtors' requests to open and close such Bank Accounts. [The Debtors shall serve a copy of this Final Order on the Banks.](#)

8. The Debtors are authorized, but not directed, to continue the Corporate Credit Card Program in the ordinary course, to perform their obligations under the Corporate Credit Card Program, and to pay outstanding, ordinary course prepetition expenses arising thereunder.

9. The Debtors are authorized pursuant to sections 363(c) and 364(a) of the Bankruptcy Code to continue to perform under and honor Intercompany Transactions and Physician Affiliate Transfers in the ordinary course of business, so long as such Intercompany Transactions and Physician Affiliate Transfers are materially consistent with the Debtors' operation of their business in the ordinary course during the prepetition period; provided that any Intercompany Transactions, Physician Affiliate Transfers, or other transfers from any Debtor to a non-Debtor affiliate shall be in accordance with the terms of the DIP Facility, including the Approved Budget, the approved use of cash collateral, and the requirements of the DIP Order (defined below). [The Debtors shall not make any intercompany loans to non-Debtors without further Court order.](#)

10. All valid Intercompany Claims against one Debtor held by another Debtor arising after the Petition Date as a result of Intercompany Transactions shall be accorded administrative expense priority status in accordance with section 503(b) of the Bankruptcy Code; *provided* that such administrative expense status claim shall be subject and junior to any claims, including adequate protection and/or DIP claims, granted in connection with any interim and final orders, as applicable, authorizing the Debtors' post-petition debtor-in-possession financing and/or use of cash collateral (such orders, the "**DIP Order**").

~~11. 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 the DIP Order and any budget in connection with any post petition debtor in possession financing or use of cash collateral authorized therein. 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.~~

11. ~~12.~~ The Debtors shall maintain accurate records of all transfers within the Cash Management System so that all postpetition transfers and transactions, including Intercompany Transactions, shall be adequately and promptly documented in, and readily ascertainable from, their books and records.

12. ~~13.~~ The Debtors are authorized to use their Business Forms without alteration and without the designation “Debtor in Possession” imprinted upon them; *provided*, ~~however,~~ that, once the Debtors’ existing check stock has been used, the Debtors shall use reasonable efforts, when reordering checks, to include the designation “Debtor in Possession” and the jointly administered bankruptcy case number on such checks; *provided, further*, that, with respect to checks which the Debtors or their agents print themselves, the Debtors shall, when printing checks, include the “Debtor in Possession” legend and the jointly administered bankruptcy case number on such checks.

13. ~~14.~~ 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 the Bank Fees, Corporate Expenses, Postpetition Intercompany Transactions, and postpetition Physician Affiliate Transfers as set forth herein, 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.

~~15. To the extent the Bank Accounts or Cash Management System are not in compliance with section 345(b) of the Bankruptcy Code or any of the UST Operating Guidelines, the Debtors shall have thirty (30) calendar days (or such additional time as the U.S. Trustee may agree to) from the entry of the Interim Order within which to either come into compliance with section 345(b) of the Bankruptcy Code with respect to the Cash Management System or to make such other arrangements as agreed to by the U.S. Trustee. Such extension is without prejudice to the Debtors' right to request a further extension or waiver of the requirements of section 345(b) of the Bankruptcy Code at a later date.~~

14. ~~16.~~ Notwithstanding the Debtors' use of a consolidated cash management system, the Debtors shall calculate their quarterly fees under 28 U.S.C. § 1930(a)(6) based on the disbursements of each Debtor.

15. ~~17.~~ The UST Operating Guidelines requiring the Debtors to establish separate bank accounts for cash collateral and/or tax payments are hereby waived except as otherwise required by any applicable agreements between the Debtors and the Banks.

16. ~~18.~~ 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.

17. ~~19.~~ 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.

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

19. ~~21.~~ Notwithstanding Bankruptcy Rule 6004(h), this Final Order shall be immediately effective and enforceable upon its entry.

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

21. ~~23.~~ 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.