

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

In re:

CANO HEALTH, INC.,¹

Debtors.

Chapter 11

Case No. 24-10164 (KBO)
 (Jointly Administered)

Obj. Deadline: September 3, 2024, at 4:00 p.m. (ET)
Hearing Date: October 10, 2024, at 9:30 a.m. (ET)

**SUMMARY OF SECOND INTERIM AND FINAL FEE APPLICATION OF
 QUINN EMANUEL URQUHART & SULLIVAN, LLP, SPECIAL COUNSEL TO
 DEBTOR CANO HEALTH, INC., FOR (I) THE INTERIM PERIOD FROM
 MAY 1, 2024, THROUGH JUNE 28, 2024 AND (II) THE FINAL PERIOD
FROM FEBRUARY 4, 2024 THROUGH JUNE 28, 2024**

Name of Applicant	Quinn Emanuel Urquhart & Sullivan, LLP
Authorized to Provide Professional Services to:	Debtor, Cano Health, Inc.
Date of Retention:	<i>Nunc pro tunc</i> to the Petition Date of February 4, 2024 (Order entered March 5, 2024)
Interim period for which compensation and reimbursement is sought:	May 1, 2024, through June 28, 2024
Amount of Interim fees to be approved as actual, reasonable, and necessary:	\$391,671.25
Amount of Interim expenses sought as actual, reasonable, and necessary:	\$14,731.35
Final period for which compensation and reimbursement is sought:	February 4, 2024 through June 28, 2024
Amount of Final fees to be approved as actual, reasonable, and necessary:	\$1,433,677.25
Amount of Final expenses sought as actual, reasonable, and necessary:	\$35,567.75
Total compensation paid to date:	\$1,251,336.80 (the Objection Deadline for the Fifth Monthly Fee Statement has not passed, therefore Quinn Emanuel has not received payment for the Fifth Monthly Fee Period)
Total expenses paid to date:	\$29,769.91 (the Objection Deadline for the Fifth Monthly Fee Statement has not passed, therefore Quinn Emanuel has not received payment for the Fifth Monthly Fee Period)

¹ The last four digits of Cano Health, Inc.’s tax identification number are 4224. 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://www.kccllc.net/CanoHealth>. The Debtors’ mailing address is 9725 NW 117th Avenue, Miami, Florida 33178.



Number of professionals included in this Interim Application:	7
Number of professionals not included in the staffing plan:	N/A
If applicable, difference between the fees budgeted and compensation sought for this period:	N/A
Number of attorneys billing fewer than 15 hours to this Interim Application during this Interim Application Period:	3
Any rates higher than those approved or disclosed at retention?	N/A

First Interim Fee Application

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
06/14/2024	2/4/24-4/30/24	\$1,042,006.00	\$20,836.40	\$1,042,006.00	\$20,836.00

This is a(n) monthly x interim x final application.

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In re:

CANO HEALTH, INC.,¹

Debtors.

Chapter 11

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**SECOND INTERIM AND FINAL FEE APPLICATION OF
QUINN EMANUEL URQUHART & SULLIVAN, LLP, SPECIAL COUNSEL TO
DEBTOR CANO HEALTH, INC., FOR (I) THE INTERIM PERIOD FROM
MAY 1, 2024, THROUGH JUNE 28, 2024 AND (II) THE FINAL PERIOD
FROM FEBRUARY 4, 2024 THROUGH JUNE 28, 2024**

In accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 243) (the “Interim Compensation Order”) and the Modified Fourth Amended Joint Chapter 11 Plan of Reorganization of Cano Health, Inc. and Its Affiliated Debtors (Docket No. 1125) (the “Plan”), Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”), special counsel to debtor and debtor in possession Cano Health, Inc. (the “Debtor” and with its affiliated debtors and debtors in possession, the “Debtors”) hereby files the Second Interim and Final Fee Application (the “Application”) of Quinn Emanuel Urquhart & Sullivan, LLP, as Special Counsel to Debtor Cano Health, Inc., for (i) the interim period from May 1, 2024, through June 28, 2024 (the “Interim Compensation Period”) and (ii) the final period from February 4, 2024 through June 28, 2024 (the “Final Compensation Period”) requesting the Court (i) award Quinn Emanuel allowance of compensation for professional services rendered during the Interim Compensation Period in the amount of \$391,671.25 and

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reimbursement of actual and necessary expenses incurred by Quinn Emanuel during the Interim Compensation Period in the amount of \$14,731.35 and (ii) grant final allowance of the fees and expenses requested in the First Interim Fee Application of Quinn Emanuel Urquhart & Sullivan, LLP, Special Counsel to Debtor Cano Health, Inc., for the Period from February 4, 2024, through April 30, 2024 (Docket No. 1019) (the “First Interim Application”) in the sums of \$1,042,006.00 as compensation and \$20,836.40 for reimbursement of actual and necessary expenses, for a total of \$1,433,677.25 in fees and \$35,567.75 in expenses for the Final Compensation Period, and respectfully states as follows:

Jurisdiction

1. Quinn Emanuel submits this Application pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), rule 2016-2 of the Bankruptcy Local Rules (the “Local Rules”), and in recognition of the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the “US Trustee Guidelines”).

2. Pursuant to 28 U.S.C. § 1334, jurisdiction lies in this Court. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue properly lies in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

3. By this Application and in accordance with the Interim Compensation Order and the Plan, Quinn Emanuel seeks final approval and allowance of its compensation for professional services rendered and reimbursement of expenses incurred for the period of May 1, 2024 through June 28, 2024, including authorization for the Debtors to pay the 20% holdback of fees as provided under the Interim Compensation Order, as well as final approval of the fees and expenses requested

in the First Interim Application. Quinn Emanuel has filed and served monthly fee statements (the “Monthly Fee Statements”) covering the Interim Compensation Period.

4. As the Debtor’s special counsel, Quinn Emanuel has not been providing routine chapter 11 services. Rather, it has been tasked with specialized, investigatory roles. Quinn Emanuel has minimized duplication with the Debtors’ other counsel and professionals.

5. In accordance with the US Trustee Guidelines, this Application is supported by the following exhibits:

- a. Exhibit A: a summary of compensation by each professional of Quinn Emanuel that worked on the Chapter 11 Cases;
- b. Exhibit B: a summary of compensation by project category;
- c. Exhibit C: an expense summary;
- d. Exhibit D: Quinn Emanuel’s customary and comparable compensation disclosures;
- e. Exhibit E: the estimated budget and staffing plan for Quinn Emanuel for the Application Period; and
- f. Exhibit F: the Certification of Benjamin Finestone in support of the Final Fee Application.

Background

6. On or around December 18, 2023, Cano Health appointed two independent directors, Patricia Ferrari and Carol Flaton (the “Independent Directors”). Pursuant to a letter dated January 17, 2024 (the “Engagement Letter”), Cano Health retained Quinn Emanuel to act as special counsel to render independent services at the direction of the Independent Directors in connection with, among other things, Cano Health’s investigation, assessment, analysis, release, compromise, and/or prosecution of any claims against its current or former directors, as well as any other matters the Independent Directors may request.

7. On February 4, 2024 (the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”). The Debtors, together with their non-debtor affiliates, are one of the largest independent primary care physician groups in the United States.

8. Additional factual background relating to the Debtors’ businesses, capital structure, and circumstances leading to the filing of the Chapter 11 Cases is set forth in the Declaration of Mark Kent in Support of the Debtors’ Chapter 11 Petitions (Docket No. 14) and the Declaration of Clayton Gring in Support of First Day Relief (Docket No. 15).

9. On February 15, 2024, the Debtors filed a Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 330, and 331 and Fed. R. Bankr. P. 2016 for Entry of Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, and (II) Granting Related Relief (the “Interim Compensation Motion”) (Docket No. 141). On March 5, 2024, the Court entered the Interim Compensation Order granting the Interim Compensation Motion. *See* Docket No. 243.

10. On February 15, 2024, the Debtor filed the Application Pursuant to 11 U.S.C. §§ 327, 328, and 330 and Fed. R. Bankr. P. 2014(a) and 2016 for Entry of an Order Authorizing the Retention and Employment of Quinn Emanuel Urquhart & Sullivan, LLP as Special Counsel (the “Retention Application”) (Docket No. 146) and on March 5, 2024, the Court entered an order granting the Retention Application (the “Retention Order”) (Docket No. 257).

11. On June 14, 2024, Quinn Emanuel filed its First Interim Application, seeking interim approval of compensation for professional fees in the amount of \$1,042,006.00 and reimbursement of actual, reasonable, and necessary expenses of \$20,836.40 (the “First Interim Requested Fees and Expenses”). On July 22, 2024, the Court entered the First Omnibus Order Awarding Interim

Allowance of Compensation for Services Rendered and for Reimbursement of Expenses (Docket No., 1257) approving Quinn Emanuel's First Interim Requested Fees and Expenses.

12. On June 28, 2024, the Court entered the Order (I) Confirming Modified Fourth Amended Joint Chapter 11 Plan of Reorganization of Cano Health, Inc. and Its Affiliated Debtors and (II) Granting Related Relief (Docket No. 1148), approving the Plan. Section 2.2 of the Plan provides that professionals file final applications for allowance of compensation for services rendered and reimbursement of expenses incurred from the Petition Date through the Effective Date. On June 28, 2024, the Debtors filed the notice of occurrence of the Effective Date (Docket No. 1152).

Fees Requested

13. Quinn Emanuel seeks final approval of compensation in the amount of \$391,671.25 for services rendered during the Interim Compensation Period and reimbursement of expenses in the amount of \$14,731.35, which were incurred during the Interim Compensation Period. Quinn Emanuel also seeks final compensation in the amount of \$1,433,677.25 for services rendered during the Final Compensation Period and reimbursement of expenses in the amount of \$35,567.75, which were incurred by Quinn Emanuel during the Final Compensation Period.

14. Quinn Emanuel was retained to act as special counsel to Cano Health at the direction of the Independent Directors. As such, nearly 82% (\$319,565.00) of the total fees (\$391,671.25) incurred during the Interim Compensation Period were related to Project Category CAN04 (Related Party/D&O Investigation). Specifically, during the Interim Compensation Period, Quinn Emanuel concluded its investigation (the "Investigation") into whether any valuable claims or causes of action exist against the directors and officers. After concluding the Investigation, Quinn Emanuel presented its findings to the Independent Directors and entire board of directors. Quinn Emanuel also began its investigation into former directors and officers. Quinn

Emanuel also assisted Ms. Ferrari in preparing for the confirmation hearing, including in connection with her testimony regarding the Investigation. In addition to these Investigation-related activities, Quinn Emanuel attorneys and paraprofessionals prepared for the confirmation hearing, and prepared monthly fee statements and its First Interim Application. As special counsel, Quinn Emanuel has endeavored to avoid duplication of services with Debtors' other counsel.

15. The rates set forth in Exhibit A are Quinn Emanuel's normal hourly rates of compensation for work of this character.

Notice

16. Notice of this Final Fee Application has been provided to: (a) the Debtors and Debtors' counsel; (b) the U.S. Trustee; (c) the counsel for the Committee of Unsecured Creditors; (d) counsel to the Ad Hoc First Lien Group and the DIP Agent; and (e) all other parties required to be given notice in the Interim Compensation Order. Quinn Emanuel submits that, in the light of the nature of the relief requested, no other further notice need be provided.

Conclusion

WHEREFORE, Quinn Emanuel respectfully requests that the Court enter an order (i) granting this final fee Application for professional services rendered during the Application Period in the amount of \$391,671.25 and reimbursement of actual and necessary expenses incurred by Quinn Emanuel during the Application Period in the amount of \$14,731.35; (ii) granting final approval of the First Interim Requested Fees and Expenses, for a total of \$1,433,677.25 in fees and \$35,567.75 in expenses for the Final Compensation Period; (iii) authorizing the Debtors to

pay the fees and expenses as requested; and (iv) granting such other and further relief as is just and proper.

Dated: August 12, 2024
New York, New York

/s/ Benjamin I. Finestone
Benjamin I. Finestone
Partner
Quinn Emanuel Urquhart & Sullivan, LLP

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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	:	Chapter 11
In re	:	
	:	Case No. 24–10164 (KBO)
CANO HEALTH, INC., et al.,	:	
	:	(Jointly Administered)
Reorganized Debtors.¹	:	
	:	Obj. Deadline: September 3, 2024 at 4:00 p.m. (ET)
	:	Hearing Date: October 10, 2024 at 9:30 a.m. (ET)
-----	X	

NOTICE OF FINAL FEE APPLICATION

PLEASE TAKE NOTICE that Quinn Emanuel Urquhart & Sullivan, LLP (the “**Applicant**”) has today filed the attached *Second Interim and Final Fee Application of Quinn Emanuel Urquhart & Sullivan, LLP, Special Counsel to Debtor Cano Health, Inc., for (I) the Interim Period from May 1, 2024, through June 28, 2024 and (II) the Final Period from February 4, 2024 through June 28, 2024* (the “**Application**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with the *Order Pursuant to 11 U.S.C. §§ 105(a), 330, and 331 and Fed. R. Bankr. P. 2016 (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, and (II) Granting Related Relief* [Docket No. 243] (the “**Interim Compensation Order**”) and must be filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 no later than **September 3, 2024 at 4:00 p.m. (prevailing Eastern Time)** (the “**Objection Deadline**”) and served upon and received by: (i) the Reorganized

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Debtors, c/o Cano Health, Inc., 9725 NW 117th Avenue, Suite 200, Miami, FL 33178 (Attn: Eladio Gil (Eladio.Gil@canohealth.com), David Armstrong (David.Armstrong@canohealth.com), Jonathan Biggert (Jonathan.Biggert@canohealth.com), and Kaitlyn Sundt (ksundt@alixpartners.com); (ii) counsel for the Reorganized Debtors, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153 (Attn: Gary T. Holtzer, Esq. (gary.holtzer@weil.com), Jessica Liou, Esq. (jessica.liou@weil.com), and Matthew P. Goren, Esq. (matthew.goren@weil.com)) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 19801 (Attn: Michael J. Merchant, Esq. (merchant@rlf.com) and Amanda R. Steele, Esq. (steele@rlf.com); (iii) counsel to the Ad Hoc First Lien Group and the DIP Agent, (a) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166 (Attn: Scott J. Greenberg, Esq. (sgreenberg@gibsondunn.com), Michael J. Cohen, Esq. (mcohen@gibsondunn.com), and Christina M. Brown, Esq. (christina.brown@gibsondunn.com) and (b) Pachulski, Stang, Ziehl & Jones LLP, 919 North Market Street # 1700, Wilmington, Delaware 19801 (Attn: Laura Davis Jones, Esq. (ljones@pszjlaw.com) and James O'Neill, Esq. (joneill@pszjlaw.com); (iv) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Benjamin A. Hackman, Esq. (Benjamin.A.Hackman@usdoj.gov) and Jon Lipshie, Esq. (Jon.Lipshie@usdoj.gov); (v) counsel for the official committee of unsecured creditors, (a) Paul Hastings LLP, 200 Park Avenue, New York, New York 10166 (Attn: Kristopher M. Hansen, Esq. (krishansen@paulhastings.com) and Erez Gilad, Esq. (erezgilad@paulhastings.com) and (b) Cole Schotz, P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19081 (Attn: Justin R. Alberto, Esq. (jalberto@coleschotz.com), and Andrew J. Roth-Moore, Esq. (aroth-moore@coleschotz.com).

PLEASE TAKE FURTHER NOTICE that, if any objections to the Application are received, the Application and such objections shall be considered at a hearing before The Honorable Karen B. Owens, United States Bankruptcy Judge for the District of Delaware, at the Court, 824 North Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801 on **October 10, 2024 at 9:30 a.m. (prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

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Dated: August 12, 2024
Wilmington, Delaware

/s/ James F. McCauley

RICHARDS, LAYTON & FINGER, P.A.

Mark D. Collins (No. 2981)

Michael J. Merchant (No. 3854)

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-and-

WEIL, GOTSHAL & MANGES LLP

Gary T. Holtzer (admitted *pro hac vice*)

Jessica Liou (admitted *pro hac vice*)

Matthew P. Goren (admitted *pro hac vice*)

767 Fifth Avenue

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Attorneys for the Reorganized Debtors

EXHIBIT A**COMPENSATION BY INDIVIDUAL¹**

Name	Position	Year of Admission	Hourly Rate	Total Hours	Total Compensation
Kristin Tahler	Partner	2003	\$1,810.00	.8	\$1,448.00
Benjamin Finestone	Partner	2005	\$1,810.00	48.5	\$87,785.00
Katherine A. Scherling	Counsel	2010	\$1,570.00	3.1	\$4,867.00
Anil Makhijani	Associate	2013	\$1,515.00	124.2	\$188,163.00
Melanie Guzman	Associate	2019	\$1,395.00	1.9	\$2,650.50
Michael Wittmann	Associate	2023	\$1,060.00	27.1	\$28,726.00
Carla Neye	Associate	2024	\$940.00	36.5	\$34,310.00
Alfonso Sanchez-Eguibar	Law Clerk		\$645.00	34.9	\$22,510.50
Barbara J. Howell	Paralegal		\$550.00	33.4	\$18,370.00
Brenda Hunter	Litigation Support		\$190.00	26.4	\$5,016.00
Raul Vasquez	Litigation Support		\$190.00	4.9	\$931.00
Total				341.7	\$394,777.00

¹ Travel billed at 100%.

EXHIBIT B**COMPENSATION BY PROJECT CATEGORY**

Project Category	Total Hours	Total Fees
CAN01-Case Administration	26.2	\$6,601.00
CAN02-Fee/Employment Application	34.2	\$22,700.00
CAN04-Related Party/D&O Investigation	251.2	\$319,565.00
CAN05-Attend Court Hearing	3.5	\$5,922.00
CAN08-Plan and Disclosure Statement	22.5	\$33,777.50
CAN09-Non-Working Travel ²	4.1	\$3,105.75
Total	341.7	\$391,671.25

² Non-Working Travel billed at 50% (\$6,211.50 divided by 2=\$3,105.75).

EXHIBIT C**EXPENSES SUMMARY**

Expense Category	Total Expense
Document Reproduction (\$.10 per page)	\$.30
Color Document Reproduction (\$.25 per page)	\$3.50
RelOne User Fee	\$1,600.00
RelOne Repository Hosting (Per GB)	\$1,119.84
RelOne Active Hosting (Per GB)	\$8,905.24
RelOne Repository Ingestion	\$2,225.25
RelOne TIFF (per page)	\$264.50
Document Services	\$432.72
Professional - Other	\$180.00
Total	\$14,731.35

EXHIBIT D**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES**

Category of Timekeeper	Blended Hourly Rate	
	Billed or Collected (Firm or offices for preceding year excluding bankruptcy)	Billed (in this Application)
Partner	\$1,311.69	\$1,810.00
Of Counsel	\$1,023.66	\$1,570.00
Associates	\$1,004.55	\$1,338.16
Law Clerk		\$645.00
Paraprofessionals	\$458.71	\$375.84
All Timekeepers Aggregate	\$1,082.80	\$1,146.24

EXHIBIT E

STAFFING AND BUDGET PLAN

On February 21, 2024, Quinn Emanuel provided a proposed budget and comprehensive work and staffing plan to the Independent Directors for this Engagement. Quinn Emanuel has come in under the proposed budget for the entire fee period (*i.e.*, February 4, 2024 through June 28, 2024).

EXHIBIT F

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

In re:

CANO HEALTH, INC.,¹

Debtors.

Chapter 11

Case No. 24-10164 (KBO)
(Jointly Administered)

Ob. Deadline: September 3, 2024, at 4:00 p.m. (ET)

Hearing Date: October 10, 2024, at 9:30 a.m. (ET)

CERTIFICATION OF BENJAMIN I. FINESTONE IN SUPPORT OF THE SECOND INTERIM AND FINAL FEE APPLICATION OF QUINN EMANUEL URQUHART & SULLIVAN, LLP, SPECIAL COUNSEL TO DEBTOR CANO HEALTH, INC., FOR (I) THE INTERIM PERIOD FROM MAY 1, 2024, THROUGH JUNE 28, 2024 AND (II) THE FINAL PERIOD FROM FEBRUARY 4, 2024 THROUGH JUNE 28, 2024

I, Benjamin I. Finestone, hereby certify that:

1. I am a Partner of the law firm Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”). Quinn Emanuel maintains offices at, among other places 51 Madison Avenue, 22nd Floor, New York, New York 10010.

2. This certification (the “Certification”) is made in connection with Quinn Emanuel’s fee application dated August 12, 2024 (the “Final Fee Application”) for compensation and reimbursement of expenses for the interim period of May 1, 2024, through June 28, 2024 (the “Interim Compensation Period”) and for the final period of February 4, 2024 through June 28, 2024 (the “Final Compensation Period”). I have reviewed the Final Fee Application and hereby certify that, to the best of my knowledge, the Final Fee Application complies with the applicable provisions of the Bankruptcy Code, Local Rules, and Fee Guidelines.

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3. On February 21, 2024, Quinn Emanuel provided a proposed budget and comprehensive work and staffing plan to the Independent Directors which was intended to cover the entire engagement. Quinn Emanuel has come in under budget for the entire Final Compensation Period.

4. In accordance with the Fee Guidelines, Quinn Emanuel responds, to the best of my knowledge, to the questions identified therein as follows:

Did you agree to any variations from, or alternatives to, your standard or customary billing rates fees, or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Response: No.

If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher than 10% or more, did you discuss the reasons for the variation with the Client?

Response: The actual fees incurred was less than those projected in the budget.

Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.

Response: No.

Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

If the fee application includes any rate increase since retention:

- a. Did your client review and approve those rate increases in advance?
- b. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not to agree to modify rates or terms in order to have you continue the representation consistent with ABA Formal Ethics Opinion 11-458.

Response: There were no fee increases during the Final Application Period.

Dated: August 12, 2024
New York, New York

/s/ Benjamin I. Finestone

Benjamin I. Finestone