

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)
Debtors. <sup>1</sup>	:	
-----	X	Re: Docket No. 3

**NOTICE OF FILING OF REVISED PROPOSED 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**

PLEASE TAKE NOTICE THAT on February 5, 2024, Cano Health, Inc. and certain of its subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases 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 and Physician Affiliate Transfers and (B) Granting Administrative Expense Status for Postpetition Intercompany Claims, (III) Extending Time to Comply with*

<sup>1</sup> 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’ proposed 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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*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 A** was a proposed form of order granting the relief requested in the Motion on an interim basis (the “**Proposed Interim Order**”).

PLEASE TAKE FURTHER NOTICE that the Debtors hereby file a revised version of the Proposed Interim Order (the “**Revised Interim Order**”), and such Revised Interim Order is attached hereto as **Exhibit 1**. For the convenience of the Court and all parties in interest, a blackline comparison of the Revised Interim Order marked Against the Proposed Interim Order is attached hereto as **Exhibit 2**

PLEASE TAKE FURTHER NOTICE that the Debtors intend to present the Revised Interim Order to the Court at the “first day” hearing scheduled on February 6, 2024 at 2:00 p.m. (prevailing Eastern Time) (the “**First Day Hearing**”).

PLEASE TAKE FURTHER NOTICE that to the extent the Debtors make further revisions to the Revised Interim Order, the Debtors will present further blacklined copies of such further revised order to the Court at or before the First Day Hearing.

Dated: February 6, 2024  
Wilmington, Delaware

/s/ James F. McCauley

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

**Exhibit 1**

**Revised Interim Order**

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

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

**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**

Upon the motion, dated February 5, 2024 (Docket No. 3) (the “**Motion**”)<sup>2</sup> 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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<sup>1</sup> 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.

<sup>2</sup> 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, (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 basis (the “**Hearing**”); and upon the First Day Declarations and the record of the Hearing; and all objections to the relief requested in the Motion on an interim 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 necessary to avoid

immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003 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 an interim 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, make ordinary course changes to their Cash Management System.
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 (a) arising before the Petition Date, in an aggregate amount not to exceed \$15,000 on an interim basis and (b) any and all such Bank Fees or other charges associated with the Bank Accounts arising on 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 Interim Order, should a Bank honor a prepetition check or other item drawn on any account that is the subject of this Interim

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 Interim 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 Interim Order and in consultation with the Ad Hoc First Lien Group; *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 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 committee appointed in these chapter 11 cases. The Banks are authorized to honor the Debtors' requests to open and close such Bank Accounts.

9. For Banks at which the Debtors hold Bank Accounts that are party to a Uniform Depository Agreement with the U.S. Trustee, as soon as possible after entry of this Interim Order, the Debtors shall (i) contact each Bank, (ii) provide the Bank with each of the Debtors' employer identification numbers, and (iii) identify each of their Bank Accounts held at

such Bank as being held by a “Debtor in Possession.” The Debtors shall serve a copy of this Interim Order on the Banks.

10. 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.

11. 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.

12. 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**”).

13. 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.

14. 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 within ten (10) business days of the date of entry of this Interim Order.

15. 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 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 Interim Order.

16. 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 Petition Date 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.

17. 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.

18. 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.

19. Nothing contained in the Motion or this Interim Order, nor any payment made pursuant to the authority granted by this Interim 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.

20. Notwithstanding entry of this Interim 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.

21. The requirements of Bankruptcy Rule 6003(b) have been satisfied.
22. Under the circumstances of these chapter 11 cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a) and Local Bankruptcy Rule 9013-1(m).
23. Notwithstanding Bankruptcy Rule 6004(h), this Interim Order shall be immediately effective and enforceable upon its entry.
24. A hearing to consider entry of an order granting the relief requested in the Motion on a final basis shall be held on \_\_\_\_\_, 2024, at \_\_\_\_\_ (Eastern Time) and any objections or responses to the Motion shall be in writing, filed with the Court, and served by no later than **4:00 p.m. (Eastern Time) on \_\_\_\_\_, 2024** on the following:
  - a. proposed attorneys for the Debtors: (i) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Gary T. Holtzer, Esq. (gary.holtzer@weil.com), Jessica Liou, Esq. (jessica.liou@weil.com), Matthew P. Goren, Esq. (matthew.goren@weil.com), and Rachael Foust, Esq. (rachael.foust@weil.com)); and (ii) proposed co-counsel for the Debtors: Richards, Layton & Finger, P.A., 920 North King Street, Wilmington, Delaware 19801 (Attn: Michael J. Merchant, Esq. (merchant@RLF.com), and Amanda R. Steele, Esq. (steele@rlf.com));
  - b. counsel to the DIP Agent: ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor New York, NY 10019 (Attn: Jeffrey R. Gleit, Esq. (jeffrey.gleit@afslaw.com));
  - c. counsel to the Ad Hoc First Lien Group: Gibson, Dunn & Crutcher LLP, 200 Park Ave, New York, NY 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 Pachulski, Stang, Ziehl & Jones LLP, 919 North Market Street #1700, Wilmington, Delaware 19801 (Attn: Laura Davis Jones (ljones@pszjlaw.com) and James O'Neill, Esq. (joneill@pszjlaw.com));
  - d. counsel to the Agent under the CS Credit Agreement: Freshfields Bruckhaus Deringer US LLP, 601 Lexington Avenue, New York, NY 10022 (Attn: Mark F. Liscio, Esq. (mark.liscio@freshfields.com) and Scott D Talmadge, Esq. (scott.talmadge@freshfields.com));

- e. counsel to the Agent under the Side-Car Credit Agreement: Proskauer Rose LLP, 70 West Madison, Suite 3800, Chicago, IL 60602 (Attn: Evan Palenschat, Esq. (EPalenschat@proskauer.com));
- f. the Indenture Trustee under the Senior Note Indenture: U.S. Bank National Association, West Side Flats 60 Livingston Ave. EP-MN-WS3C Saint Paul, MN 55107 (Attn: Global Corporate Trust Services); and
- g. the Office of the United States Trustee for the District of Delaware: [844 King Street, Suite 2207, Lockbox 35, Wilmington Delaware 19801] (Attn: Benjamin A. Hackman, Esq. (Benjamin.A.Hackman@usdoj.gov) and Jon Lipshie, Esq. (Jon.Lipshie@usdoj.gov)).

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

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

**Exhibit 2**

**Blackline**

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

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

**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**

Upon the motion, dated February 5, 2024 ([Docket No. 3](#)) (the “**Motion**”)<sup>2</sup> 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

<sup>1</sup> 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.

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



using their existing Cash Management System, including through the continued maintenance of 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, (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 basis (the “**Hearing**”); and upon the First Day Declarations and the record of the Hearing; and all objections to the relief requested in the Motion on an interim 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 necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003 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 an interim 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, make ordinary course changes to their Cash Management System.
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~~ (a) arising before the Petition Date, in an aggregate amount not to exceed \$15,000 on an interim basis and (b) any and all such Bank Fees or other charges associated with the Bank Accounts arising on 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 Interim Order, should a Bank honor a prepetition check or other item drawn on any account that is the subject of this Interim 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 Interim 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 Interim Order and in consultation with the Ad Hoc First Lien Group; *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 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 committee appointed in these chapter 11 cases. The Banks are authorized to honor the Debtors' requests to open and close such Bank Accounts.

9. For Banks at which the Debtors hold Bank Accounts that are party to a Uniform Depository Agreement with the U.S. Trustee, ~~within fifteen (15) days of the date of~~ as soon as possible after entry of this Interim Order, the Debtors shall (i) contact each Bank, (ii) provide the Bank with each of the Debtors' employer identification numbers, and (iii) identify each of their Bank Accounts held at such Bank as being held by a "Debtor in Possession." The Debtors shall serve a copy of this Interim Order on the Banks.

10. 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.

11. 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.

12. 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**").

~~13. 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.~~

13. ~~14.~~ 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.

14. ~~15.~~ 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 within ten (10) business days of the date of entry of this Interim Order.

15. ~~16.~~ 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 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 Interim Order.

16. ~~17.~~ 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 Petition Date 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.

17. ~~18.~~ 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.

18. ~~19.~~ 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.

19. ~~20.~~ Nothing contained in the Motion or this Interim Order, nor any payment made pursuant to the authority granted by this Interim 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.

20. ~~21.~~ Notwithstanding entry of this Interim 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.

21. ~~22.~~ The requirements of Bankruptcy Rule 6003(b) have been satisfied.

22. ~~23.~~ Under the circumstances of these chapter 11 cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a) and Local Bankruptcy Rule 9013-1(m).

23. ~~24.~~ Notwithstanding Bankruptcy Rule 6004(h), this Interim Order shall be immediately effective and enforceable upon its entry.

24. ~~25.~~ A hearing to consider entry of an order granting the relief requested in the Motion on a final basis shall be held on \_\_\_\_\_, 2024, at \_\_\_\_\_ (Eastern Time) and any objections or responses to the Motion shall be in writing, filed with the Court, and served by no later than **4:00 p.m. (Eastern Time) on \_\_\_\_\_, 2024** on the following:

- a. proposed attorneys for the Debtors: (i) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Gary T. Holtzer, Esq. (gary.holtzer@weil.com), Jessica Liou, Esq. (jessica.liou@weil.com), Matthew P. Goren, Esq. (matthew.goren@weil.com), and Rachael Foust,



Esq. (rachael.foust@weil.com)); and (ii) proposed co-counsel for the Debtors: Richards, Layton & Finger, P.A., 920 North King Street, Wilmington, Delaware 19801 (Attn: Michael J. Merchant, Esq. (merchant@RLF.com), and Amanda R. Steele, Esq. (steele@rlf.com));

- b. counsel to the DIP Agent: ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor New York, NY 10019 (Attn: Jeffrey R. Gleit, Esq. (jeffrey.gleit@afslaw.com));
- c. counsel to the Ad Hoc First Lien Group: Gibson, Dunn & Crutcher LLP, 200 Park Ave, New York, NY 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 Pachulski, Stang, Ziehl & Jones LLP, 919 North Market Street #1700, Wilmington, Delaware 19801 (Attn: Laura Davis Jones (ljones@pszjlaw.com) and James O'Neill, Esq. (joneill@pszjlaw.com));
- d. counsel to the Agent under the CS Credit Agreement: Freshfields Bruckhaus Deringer US LLP, 601 Lexington Avenue, New York, NY 10022 (Attn: Mark F. Liscio, Esq. (mark.liscio@freshfields.com) and Scott D Talmadge, Esq. (scott.talmadge@freshfields.com));
- e. counsel to the Agent under the Side-Car Credit Agreement: Proskauer Rose LLP, 70 West Madison, Suite 3800, Chicago, IL 60602 (Attn: Evan Palenschat, Esq. (EPalenschat@proskauer.com));
- f. the Indenture Trustee under the Senior Note Indenture: U.S. Bank National Association, West Side Flats 60 Livingston Ave. EP-MN-WS3C Saint Paul, MN 55107 (Attn: Global Corporate Trust Services); and
- g. the Office of the United States Trustee for the District of Delaware: [844 King Street, Suite 2207, Lockbox 35, Wilmington Delaware 19801] (Attn: Benjamin A. Hackman, Esq. (Benjamin.A.Hackman@usdoj.gov) and Jon Lipshie, Esq. (Jon.Lipshie@usdoj.gov)).

25. ~~26.~~ The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted in this Interim Order.

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