

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. <sup>1</sup>	:	
	:	Re: Docket Nos. 10, 78 & 102
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**CERTIFICATION OF COUNSEL REGARDING FINAL ORDER  
PURSUANT TO 11 U.S.C. §§ 105(a), 363(b) AND 541 AND FED. R. BANKR. P. 6003  
AND 6004 (A) AUTHORIZING THE DEBTORS TO (I) MAINTAIN AND ADMINISTER  
THEIR PREPETITION REFUND PROGRAMS, AND (II) PAY AND HONOR  
RELATED PREPETITION OBLIGATIONS, AND (B) 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), 363(b) and 541 and Fed. R. Bankr. P. 6003 and 6004 for Entry of Interim and Final Orders (A) Authorizing Debtors to (I) Maintain and Administer Prepetition Refund Programs, and (II) Pay and Honor Related Prepetition Obligations, and (B) Granting Related Relief* (Docket No. 10) (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**”).

<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.



2. On February 6, 2024, the Court entered the *Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363(b) and 541 and Fed. R. Bankr. P. 6003 and 6004 (A) Authorizing Debtors to (I) Maintain and Administer Prepetition Refund Programs, and (II) Pay and Honor Related Prepetition Obligations, and (B) Granting Related Relief* (Docket No. 78) (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), 363(b) and 541 and Fed. R. Bankr. P. 6003 and 6004 (A) Authorizing Debtors to (I) Maintain and Administer Prepetition Refund Programs, and (II) Pay and Honor Related Prepetition Obligations, and (B) Granting Related Relief; and (B) Final Hearing Thereon* (Docket No. 102), 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**”).

4. Prior to the Objection Deadline, Humana Medical Plan, Inc., Human Government Business, Inc., and related entities (collectively, “**Humana**”) filed a limited objection to the Motion (Docket No. 211) (the “**Limited Objection**”).<sup>2</sup> Other than the Limited Objection, the Debtors received no other formal or informal responses to the Motion, and no other objection or responsive pleading to the Motion has appeared on the Court’s docket in these chapter 11 cases.

5. The Debtors have prepared a revised form of the Proposed Final Order (the “**Revised Final Order**”) to conform to the Interim Order and to incorporate certain changes to reflect the appointment of the Official Committee of Unsecured Creditors (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 office of the United States Trustee for the District of

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<sup>2</sup> The Debtors resolved the Limited Objection without the need for any changes to the Proposed Order. On March 4, 2024, Humana filed a notice (Docket No. 220) withdrawing the Limited Objection.

Delaware, 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	
	:	
<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>CANO HEALTH, INC., et al.,</b>	:	<b>Case No. 24 – 10164 (KBO)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	:	
	X	<b>Re: Docket No. 10</b>

**FINAL ORDER PURSUANT TO  
11 U.S.C. §§ 105(a), 363(b) AND 541 AND FED. R. BANKR. P. 6003 AND 6004  
(A) AUTHORIZING THE DEBTORS TO (I) MAINTAIN AND ADMINISTER  
THEIR PREPETITION REFUND PROGRAMS, AND (II) PAY AND HONOR  
RELATED PREPETITION OBLIGATIONS, AND (B) GRANTING RELATED RELIEF**

Upon the motion, dated February 5, 2024 [Docket No. 10] (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), 363 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 orders (a) authorizing, but not directing, the Debtors to, in the ordinary course of business and consistent with prior practice (i) maintain and administer their prepetition Refund Programs, and (ii) pay and honor related prepetition obligations, and (b) 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

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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.

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. The Debtors are authorized, but not directed, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, to maintain and administer the Refund Programs and pay and honor related prepetition obligations under the Refund Programs, consistent with prior practice

and in the ordinary course of business, as necessary and appropriate in the Debtors' business judgement.

3. The Debtors shall maintain a matrix/schedule of Health Plan Refunds made pursuant to this Final Order, including the following information: (a) the names of the payee; (b) the nature, date and amount of the refund; and (c) the Debtor or Debtors that made the refund. The Debtors shall provide a copy of such matrix/schedule every 30 days to (i) the U.S. Trustee; (ii) the advisors for the Ad Hoc First Lien Group; and (iii) the advisors for the Creditors' Committee.

4. Each of the Banks at which the Debtors maintain their accounts relating to the payment of the obligations related to the Refund Programs are authorized to (a) receive, process, honor, and pay all checks presented for payment and to honor all funds transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and (b) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, electronic funds or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of the Court, whether such checks, drafts, wires, electronic funds or automated clearing house transfers are dated before, on, or after the Petition Date, without any duty to inquire otherwise.

5. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds or automated clearing house transfers, 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.

6. 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 admission as to the validity of any claim against the Debtors; (b) a waiver of the Debtors' or any party in interest's rights to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; (e) a request for or granting of approval for assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) as a waiver of the obligation of any party in interest to file a proof of claim. Any payment made pursuant to this order is not intended to be nor should it be construed as an admission as to the validity of any other claim or a waiver of the Debtors' rights to subsequently dispute such other claim.

7. 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.

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

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

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

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

**FINAL ORDER PURSUANT TO  
11 U.S.C. §§ 105(a), 363(b) AND 541 AND FED. R. BANKR. P. 6003 AND 6004  
(A) AUTHORIZING THE DEBTORS TO (I) MAINTAIN AND ADMINISTER  
THEIR PREPETITION REFUND PROGRAMS, AND (II) PAY AND HONOR  
RELATED PREPETITION OBLIGATIONS, AND (B) GRANTING RELATED RELIEF**

Upon the motion, dated February 5, 2024 [\[Docket No. 10\]](#) (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), 363 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 orders (a) authorizing, but not directing, the Debtors to, in the ordinary course of business and consistent with prior practice (i) maintain and administer their prepetition Refund Programs, and (ii) pay and honor related prepetition obligations, and (b) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion

<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.

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. The Debtors are authorized, but not directed, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, to maintain and administer the Refund Programs and pay

and honor related prepetition obligations under the Refund Programs, consistent with prior practice and in the ordinary course of business, as necessary and appropriate in the Debtors' business judgement.

3. The Debtors shall maintain a matrix/schedule of Health Plan Refunds made pursuant to this ~~Interim~~Final Order, including the following information: (a) the names of the payee; (b) the nature, date and amount of the refund; and (c) the Debtor or Debtors that made the refund. The Debtors shall provide a copy of such matrix/schedule every 30 days to (i) the U.S. Trustee~~and counsel to~~; (ii) the advisors for the Ad Hoc First Lien Group~~every 30 days beginning upon entry of this Interim Order~~; and (iii) the advisors for the Creditors' Committee.

4. Each of the Banks at which the Debtors maintain their accounts relating to the payment of the obligations related to the Refund Programs are authorized to (a) receive, process, honor, and pay all checks presented for payment and to honor all funds transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and (b) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, electronic funds or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of the Court, whether such checks, drafts, wires, electronic funds or automated clearing house transfers are dated before, on, or after the Petition Date, without any duty to inquire otherwise.

5. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds or automated clearing house transfers, 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.

~~6. Notwithstanding anything to the contrary contained in the Motion or herein, any payment to be made hereunder, and any authorization contained herein, shall be subject to and in accordance with any interim and final orders, as applicable, authorizing or approving any post petition debtor in possession financing or use of cash collateral for the Debtors (such orders, the “DIP Order”) and any budget in connection with any such post petition debtor in possession financing or use of cash collateral. 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.~~

6. ~~7.~~ Nothing contained in the Motion or this Final Order, nor any payment made pursuant to the authority granted by this Final Order, is intended to be or shall be construed as (a) an admission as to the validity of any claim against the Debtors; (b) a waiver of the Debtors’ or any party in interest’s rights to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) a waiver of the Debtors’ or any other party in interest’s rights under the Bankruptcy Code or any other applicable law; (e) a request for or granting of approval for assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors’ estates; or (g) as a waiver of the obligation of any party in interest to file a proof of claim. Any payment made pursuant to this order is not intended to be nor should it be construed as an admission as to the

validity of any other claim or a waiver of the Debtors' rights to subsequently dispute such other claim.

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

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

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

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

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