

**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)

Obj. Deadline: May 6, 2024 at 4:00 p.m. (ET)

**SUMMARY OF FIRST MONTHLY FEE STATEMENT OF QUINN EMANUEL
URQUHART & SULLIVAN, LLP AS SPECIAL COUNSEL TO THE DEBTOR CANO
HEALTH, INC. FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD FROM FEBRUARY 4, 2024,
THROUGH FEBRUARY 29, 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)
Amount of Compensation sought as actual, reasonable, and necessary:	\$174,164.00 (80% of \$217,705.00)
Amount of Expense Reimbursement sought as actual, seasonable, and necessary:	\$1,278.73
This is a monthly fee statement.	

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.



PRIOR MONTHLY APPLICATIONS

Requested (100%)				Approved (80%)		
Date Filed/ Docket No.	Period Covered	Fees	Expenses	Fees	Expenses	CNO Filed/ Docket No.
N/A						

PRIOR QUARTERLY APPLICATIONS

Requested				Approved		
Date Filed/ Docket No.	Period Covered	Fees	Expenses	Fees	Expenses	Order Entered/ Docket No.
N/A						

COMPENSATION BY INDIVIDUAL

Name	Position	Year of Admission	Hourly Rate	Total Hours	Total Compensation
Kristin Tahler	Partner	2003	\$1,810.00	1.7	\$3,077.00
Benjamin Finestone	Partner	2005	\$1,810.00	9.0	\$16,290.00
Katherine A. Scherling	Counsel	2010	\$1,570.00	24.5	\$38,465.00
Anil Makhijani	Associate	2013	\$1,515.00	15.5	\$23,482.50
Melanie Guzman	Associate	2019	\$1,395.00	54.7	\$76,306.50
Carla Neye	Law Clerk ²		\$645.00	75.6	\$48,762.00
Barbara J. Howell	Paralegal		\$550.00	2.2	\$1,210.00
Vince Mesa	Litigation Support		\$270.00	4.8	\$1,296.00
Brenda Hunter	Litigation Support		\$190.00	46.4	\$8,816.00
Total				234.4	\$217,705.00

² Ms. Neye has graduated from law school, taken the bar exam in the state of New York, and is waiting for her bar results.

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
CAN01-Case Administration	4.7	\$6,197.00
CAN02-Fee/Employment Application	16.7	\$24,073.50
CAN04-Related Party/D&O Investigation	211.1	\$183,995.50
CAN05-Attend Court Hearing	1.9	\$3,439.00
Total	234.4	\$217,705.00

EXPENSES SUMMARY

Expense Category	Total Expense
Document Reproduction (\$.10 per page)	\$14.10
Color Document Reproduction (\$.25 per page)	\$2.50
RelOne User Fee	\$600.00
RelOne Repository Hosting (Per GB)	\$144.09
RelOne Active Hosting (Per GB)	\$518.04
Total	\$1,278.73

**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)

Obj. Deadline: May 6, 2024 at 4:00 p.m. (ET)

**FIRST MONTHLY FEE STATEMENT OF QUINN EMANUEL URQUHART &
SULLIVAN, LLP AS SPECIAL COUNSEL TO DEBTOR CANO HEALTH, INC. FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM FEBRUARY 4, 2024, THROUGH FEBRUARY 29, 2024**

Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), and rule 2016 of the Federal Rules of Bankruptcy Procedure, Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) hereby files its First Monthly Fee Statement of Quinn Emanuel Urquhart & Sullivan, LLP, as Special Counsel to Debtor Cano Health, Inc. for Allowance of Compensation and Reimbursement of Expenses for the Period from February 4, 2024, through February 29, 2024 (the “Application”), and moves the Court for an Order granting Quinn Emanuel reasonable compensation for professional legal services rendered as special counsel to Cano Health, Inc., (the “Debtor” and, collectively with certain of its subsidiaries, as debtors and debtors in possession, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) in the amount of \$174,164.00 (80% of \$217,705.00), together with reimbursement for actual and necessary expenses incurred in the amount of \$1,278.73 for the period February 4, 2024, through February 29, 2024 (the “Fee Period”). In support of the Application, Quinn Emanuel respectfully represents as follows:

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.

1. Beginning on February 4, 2024, the Debtors each filed their voluntary petitions under chapter 11 of the Bankruptcy Code.

2. On February 15, 2024, Debtor Cano Health, Inc. filed its 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 (D.I. 146).

3. Also on February 15, 2024, the Debtors filed their 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 (D.I. 141).

4. On March 5, 2024, the Court entered an Order 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 Order”) (D.I. 257) and 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 Expense of Professionals, and (II) Granting Related Relief (the “Interim Compensation Order”) (D.I. 243).

5. The Interim Compensation Order permits the Debtors’ professionals to seek compensation for professional services rendered and reimbursement of expenses on a monthly basis by filing a monthly fee statement and serving the parties listed below (the “Notice Parties”).

- a. the Debtors, c/o Cano Health, Inc., Attn: Eladio Gil, David Armstrong, Jonathan Biggert, and Kaitlyn Sundt, 9725 NW 117th Avenue, Suite 200, Miami, FL 33178 (eladio.gil@canohealth.com; david.armstrong@canohealth.com; jonathan.biggert@canohealth.com; ksundt@alixpartners.com);
- b. counsel for the 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);

- c. 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, No. 1700, Wilmington, Delaware 19801, Attn: Laura Davis Jones, Esq. (ljones@pszjlaw.com) and James O'Neill, Esq. (joneill@pszjlaw.com);
- d. 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); and
- e. proposed counsel to the Creditors' Committee, (a) Paul Hastings LLP, 200 Park Avenue, New York, New York 10166, Attn: Kris Hansen (krishansen@paulhastings.com) and Erez Gilad (erezgilad@paulhastings.com) and (b) Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Justin R. Alberto (jalberto@coleschotz.com) and Andrew J. Roth-Moore (aroth-moore@coleschotz.com).

SUMMARY OF SERVICES RENDERED

6. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Fee Period, showing the total amount of fees incurred during the Fee Period is \$217,705.00, 80% of which is \$174,164.00.

DISBURSEMENTS

7. Attached hereto as Exhibit B is a detailed statement of actual expenses paid during the Fee Period, showing the total amount of \$1,278.73 for which Quinn Emanuel seeks reimbursement. Pursuant to Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Bankruptcy Rules"), Quinn Emanuel represents that: (i) its rate for copying charges is \$0.10 per page for black

and white copies and \$0.25 per page for color copies; (ii) its rate for outgoing facsimile transmission charges do not exceed \$0.25 per page, with no charge for incoming facsimiles; and (iii) when billed for computer-assisted legal research, the Debtor is billed no more than actual costs.

VALUATION OF SERVICES

8. Attorneys and paraprofessionals of Quinn Emanuel have expended a total of 234.4 hours in connection with this matter during the Fee Period.

9. The amount of time spent by each of these persons providing services to the Debtor is fully set forth in the detailed statement attached hereto as Exhibit A. The hourly rates set forth therein are Quinn Emanuel's normal hourly rates of compensation for work of this nature. The reasonable value of the services rendered by Quinn Emanuel for the Fee Period is \$217,705.00.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (i) the complexity of the Chapter 11 Cases, (ii) the time expended, (iii) the nature and extent of the services rendered, (iv) the value of such services, and (v) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code. In addition, Quinn Emanuel has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with the requirements set forth therein.

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CONCLUSION

WHEREFORE, Quinn Emanuel requests that the Court (i) authorize the Debtor to (a) pay Quinn Emanuel the sum of \$174,164.00 (representing 80% of the total fees) as compensation for actual and necessary professional services it rendered to the Debtor during the Fee Period and (b) reimburse Quinn Emanuel the sum of \$1,278.73 for the actual and necessary costs and expenses it incurred during the Fee Period, each in accordance with the Interim Compensation Order, and (ii) grant such other and further relief as the Court may deem just and proper.

Respectfully submitted this 15th day of April, 2024.

**QUINN EMANUEL URQUHART &
SULLIVAN, LLP**

By: /s/ Benjamin Finestone
Benjamin Finestone (admitted *pro hac vice*)
Anil Makhijani (admitted *pro hac vice*)
51 Madison Avenue, 22nd Floor
New York, New York 10010
Tel.: (212) 849 7000
benjaminfinestone@quinnemanuel.com
anilmakhijani@quinnemanuel.com

Special Counsel to Cano Health, Inc.

CERTIFICATE OF COMPLIANCE WITH LOCAL RULE 2016-2

I, Benjamin I. Finestone, hereby certify as follows:

1. I am a partner in the law firm of Quinn Emanuel Urquhart & Sullivan, LLP and have been admitted to practice pro hac vice in these bankruptcy cases.

2. I have personally performed certain of the legal services rendered by Quinn Emanuel, as special counsel to the Debtor, and am generally familiar with all other work performed on behalf of the Debtor by the lawyers and paraprofessionals at Quinn Emanuel.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief. Moreover, I have reviewed the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and submit that the Application complies with such requirements.

Dated: April 15, 2024

/s/ Benjamin Finestone
Benjamin Finestone

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

	X	
	:	Chapter 11
In re	:	
	:	Case No. 24–10164 (KBO)
CANO HEALTH, INC., et al.,	:	
	:	(Jointly Administered)
Debtors.¹	:	
	:	Obj. Deadline: May 6, 2024 at 4:00 p.m. (ET)

NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that Quinn Emanuel Urquhart & Sullivan, LLP (the “**Applicant**”) has today filed the attached *First Monthly Fee Statement of Quinn Emanuel Urquhart & Sullivan, LLP as Special Counsel to the Debtor Cano Health, Inc. for Allowance of Compensation and Reimbursement of Expenses for the Period from February 4, 2024 through February 29, 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 **May 6, 2024 at 4:00 p.m. (prevailing Eastern Time)** (the “**Objection Deadline**”) and served upon and received by: (i) the Debtors, c/o

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.

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 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 no objections to the Application are filed prior to the Objection Deadline, the Applicant may file a certificate of no objection with the Court, after which the Debtors shall be authorized by the Interim Compensation Order to pay the Applicant an amount equal to 80% of the fees and 100% of the expenses requested in the Application without the need for further order of the Court.

PLEASE TAKE FURTHER NOTICE that, if an objection to the Application is filed prior to the Objection Deadline, the Debtors shall be authorized by the Interim Compensation Order to pay the Applicant 80% of the fees and 100% of the expenses requested in the Application not subject to such objection without the need for further order of the Court.

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Dated: April 15, 2024
Wilmington, Delaware

/s/ Alexander R. Steiger

RICHARD, LAYTON & FINGER, P.A.

Mark D. Collins (No. 2981)

Michael J. Merchant (No. 3854)

Amanda R. Steele (No. 5530)

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-and-

WEIL, GOTSHAL & MANGES LLP

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Jessica Liou (admitted *pro hac vice*)

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*Attorneys for the Debtors
and the Debtors in Possession*

EXHIBIT A



865 S. Figueroa Street, 10th Floor
Los Angeles, California 90017

March 29, 2024

Michael T. Sheehan, Esq.
Deputy General Counsel & Corporate Secretary
Cano Health, Inc.
9725 NW 117 Ave
Miami, FL 33178

Matter #: 12689-00001
Invoice Number: 101-0000167684
Responsible Attorney: Benjamin Finestone

Engagement of Special Counsel

For Professional Services through February 29, 2024 in connection with representation of Cano Health, Inc., acting at the direction of the Independent Directors.

Fees	\$217,705.00
Expenses	<u>\$1,278.73</u>
Net Amount	\$218,983.73
Total Due This Invoice	<u>\$218,983.73</u>

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March 29, 2024

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Matter #: 12689-00001

Invoice Number: 101-0000167684

Statement Detail**CAN01 Case Administration**

02/05/24	KS2	Review first day filings (2.20); email correspondence with M. Guzman and A. Makhijani re: bankruptcy filing (.30); call with M. Guzman and A. Makhijani re: bankruptcy filing (.30).	2.80	4,396.00
02/05/24	KT1	Review communications regarding chapter 11 filing (.2).	0.20	362.00
02/16/24	BH2	Review ECF filings and calendar hearing dates and deadlines (.6).	0.60	330.00
02/19/24	KT1	Review work plan, team communications and next steps (.4).	0.40	724.00
02/28/24	BH2	Review ECF filings (.4) and update pleading files to current status for attorneys' review (.3).	0.70	385.00
SUBTOTAL			4.70	6,197.00

CAN02 Fee/Employment Application

02/05/24	KS2	Correspondence with Weil re: party in interest list (.10); review preliminary conflict check (.50).	0.60	942.00
02/09/24	KS2	Draft retention application (2.40).	2.40	3,768.00
02/09/24	CN1	Draft parts of the Quinn Emanuel's retention application (1.1).	1.10	709.50
02/12/24	KS2	Draft declarations in support of retention application (2.20); revise retention application (1.10).	3.30	5,181.00
02/12/24	MG1	Review and revise Cano retention application and declarations of B. Finestone and C. Flaton in support of retention application (1.2).	1.20	1,674.00
02/12/24	BH2	Draft Notice and proposed Order for Quinn Emanuel's retention pleadings in the CANO bankruptcy case (.9).	0.90	495.00

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March 29, 2024

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Matter #: 12689-00001

Invoice Number: 101-0000167684

02/13/24	KS2	Review and revise the retention application, declarations, and proposed order (2.60); correspondence with B. Finestone and M. Guzman re: same (.60); revise documents per Client's comments (.40).	3.60	5,652.00
02/15/24	KS2	Revise the potential party in interest list (.30); revise Finestone declaration per same (.50); revise application and declarations per WGM comments (.90); correspondence with Richards, Layton & Finger re: filing (.30); review and revise proposed order (.40); review and finalize the application (.90).	3.30	5,181.00
02/27/24	KS2	Respond to US Trustee's inquiries regarding retention application (.30).	0.30	471.00
SUBTOTAL			16.70	24,073.50

CAN04 Related Party/D&O Investigation

02/05/24	CN1	Analysis of collected documents for potential claims against directors and officers (4.5); follow-up fact research on identified issues (1.1).	5.60	3,612.00
02/05/24	KS2	Review summary investigation materials prepared by C. Neyes (.90).	0.90	1,413.00
02/05/24	MG1	Correspond with S. Xu, P. Bertera, and C. Neye regarding collection of documents from Richards, Layton & Finger (.2); review and revise Cano timeline of events (.4); review Board materials relating to potential related party transactions (2.2); prepare summary re same (.3); correspond with A. Makhijani and C. Neye re same (.08); review documents related to A. Morales relating to potential related party transactions (1.7).	5.60	7,812.00
02/06/24	MG1	Conference with A. Makhijani and C.	0.40	558.00

quinn emanuel trial lawyers

March 29, 2024

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Matter #: 12689-00001

Invoice Number: 101-0000167684

		Neye re status of director interviews and document collections (.4).		
02/06/24	CN1	Conference with A. Makhijani and M. Guzman re status of director interviews and document collections (0.4); assessment of directors' interviews and follow-up fact research (6.2).	6.60	4,257.00
02/06/24	BH6	Coordinate with Quinn Emanuel attorneys re delivery of the hard drive (.5).	0.50	95.00
02/06/24	MG1	Conference with C. Neye and A. Makhijani re investigation updates and next steps (.4); correspond with S. Xu, P. Bertera, and C. Neye re document collection from Richards, Layton & Finger (.1).	0.50	697.50
02/06/24	AM0	Confer with M. Guzman regarding document collection (0.1); communicate with C. Flaton and P. Ferrari regarding status of investigation (0.1); confer with B. Finestone regarding case strategy (0.1).	0.30	454.50
02/06/24	KS2	Review documents identified by team and summary analyses to assess potential claims (2.80).	2.80	4,396.00
02/06/24	BF1	Conference with A. Makhijani re status of investigation (0.7).	0.70	1,267.00
02/07/24	CN1	Analysis of collected documents for potential claims against directors and officers (6.8).	6.80	4,386.00
02/07/24	BH6	Edit issue coding and search folder per C. Neye's request (.2).	0.20	38.00
02/07/24	AM0	Confer with M. Guzman on document collection (0.1).	0.10	151.50
02/07/24	KS2	Begin to draft the form for investigation report (.40).	0.40	628.00
02/07/24	MG1	Review documents relating to A.	2.30	3,208.50

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March 29, 2024

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Matter #: 12689-00001

Invoice Number: 101-0000167684

		Morales relating to potential related party transactions (1.7); prepare summary regarding same (.4); correspond with P. Bertera, S. Xu, and C. Neye re document collection from Richards, Layton & Finger (.1); correspond with Cano team re same (.1).		
02/08/24	CN1	Analysis of collected documents for potential claims against directors and officers (8.3).	8.30	5,353.50
02/08/24	MG1	Review A. Morales and A. Muney documents relating to potential related party transactions (4:9); prepare summary regarding same (1.7); correspond with P. Bertera re Richards, Layton & Finger document collection (.1).	6.70	9,346.50
02/09/24	MG1	Review A. Morales and A. Muney documents relating to potential related party transactions (3.9); prepare summary regarding same (1.7).	5.60	7,812.00
02/09/24	CN1	Analysis of collected documents for potential claims against directors and officers (5).	5.00	3,225.00
02/12/24	MG1	Review A. Muney documents relating to potential related party transactions (1.1); prepare summary regarding same (.5); correspond with A. Makhijani and C. Neye re document collection from Richards, Layton & Finger (.3); correspond with V. Mesa, B. Hunter, and C. Neye re uploading document collection from Richards, Layton & Finger (.2).	2.10	2,929.50
02/12/24	BH6	Stage 2 TB of data and load data to Relativity for processing (5.4); communication with M. Guzman about options for handling large data set (.3); identify priority custodian data in multiple folders for L0004 -	6.40	1,216.00

quinn emanuel trial lawyers

March 29, 2024

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Matter #: 12689-00001

Invoice Number: 101-0000167684

		hard drive (.7).		
02/12/24	AM0	Review documents collected (0.6); confer with M. Guzman regarding document collection (0.2); confer with K. Tahler regarding investigation (0.3); confer with M. Sheehan regarding investigation issues (0.3).	1.40	2,121.00
02/12/24	BF1	Telephone conference with M. Cohen re Gibson Dunn (.5); confer with A. Makhijani re status of investigation (.6).	1.10	1,991.00
02/13/24	MG1	Review A. Muney documents relating to potential related party transactions (2.1); prepare summary regarding same (.8); correspond with C. Neye re same (.1); correspond with B. Hunter, V. Mesa, and C. Neye re upload of document collection from Richards, Layton & Finger (.2).	3.20	4,464.00
02/13/24	CN1	Assessment of key documents identified so far (1.6).	1.60	1,032.00
02/13/24	BH6	Continue to stage 2 TB of data (1); review data chart from vendor to identify/confirm priority custodian data (.4); review data to determine what should be processed now (.4); processing of L0004 priority custodian email (1.7); email communication about decisions for this large data set (.2) ; zip large data files from the hard drive and movei to the s: drive (.5); process priority custodian email data (2).	6.20	1,178.00
02/13/24	VM1	Prepare and process data into proper format for attorney review in preparation for document production (1.6).	1.60	432.00
02/13/24	KS2	Review and comment on working drafts of factual and legal analyses (1.10).	1.10	1,727.00
02/14/24	MG1	Conference with V. Mesa re upload	0.30	418.50

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		of document collection from Richards, Layton & Finger (2.); correspond with B. Finestone and A. Makhijani re same (.1).		
02/14/24	BH6	Handle processing errors for large amount of data for L0004 priority custodian email (1.6); publish documents to Relativity (.5); set up automated workflows (.4); filter documents by date (.2); handle documents with no text (.7); transfer date filtered priority custodian documents to review workspace (1).	4.40	836.00
02/14/24	VM1	Prepare and process data into proper format for attorney review in preparation for document production (1.4).	1.40	378.00
02/15/24	MG1	Conference with A. Makhijani, B. Finestone, C. Neye, and K. Scherling re status of the investigation (.3); conference with V. Mesa re upload of Richards, Layton & Finger document collection (.2); review and revise summary of key and hot documents from Richards, Layton & Finger and Weil document collections (.5); correspond with team re same (.1); correspond with B. Hunter and C. Neye re upload of the document collection (.1).	1.20	1,674.00
02/15/24	CN1	Analysis of collected documents for potential claims against directors and officers (1); conference call with A. Makhijani, B. Finestone, M. Guzman, K. Scherling to discuss the investigation (0.3).	1.30	838.50
02/15/24	BH6	Transfer documents to the review workspace from ECA (1); handle RIP errors (.8); track data processed and not processed (.4); stage data for Bob Camerlinck and process and load data to Relativity (2.3).	4.50	855.00

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02/15/24	AM0	Review documents regarding the investigation (0.5).	0.50	757.50
02/15/24	KS2	Call with B. Finestone, A. Makhijani, M. Guzman, C. Neye, K. Tahler re: next steps of investigation (.30); review M. Guzman's summary of key and hot documents (.50); analyze selected documents (1.40); review investigation status report (.40).	2.60	4,082.00
02/15/24	KT1	Review documents discussed during the team call (.3).	0.30	543.00
02/15/24	KT1	Telephone call with A. Makhijani, M. Guzman, B. Finestone, C. Neye, K. Scherling to discuss the investigation (.3).	0.30	543.00
02/15/24	AM0	Prepare for (.1) and meet with B. Finestone, M. Guzman, C. Neye, K. Tahler, and K. Scherling regarding the investigation (0.3); communicate with B. Finestone regarding investigation strategy (0.2).	0.60	909.00
02/16/24	BH6	Continue to process and load data for Bob Camerlinck (1.5) and transfer files to review workspace in Relativity(1.5); continue to process errors for all data (1.8); chart data sets and status of each (.2).	5.00	950.00
02/16/24	CN1	Analysis of collected documents for potential claims against directors and officers (1.2).	1.20	774.00
02/16/24	BF1	Conference call with C. Flaton, P. Ferrari, A. Makhijani re status of investigation and next steps (0.6).	0.60	1,086.00
02/16/24	AM0	Meet with C. Flaton, B. Finestone, and P. Ferrari regarding update on investigation (.6); meet with M. Sheehan regarding investigation (0.2); discuss investigation progress and strategy with internal Quinn Emanuel team (0.3); review materials provided by C. Flaton (0.1).	1.20	1,818.00

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02/17/24	CN1	Analysis of collected documents for potential claims against directors and officers (2.5).	2.50	1,612.50
02/18/24	MG1	Correspond with C. Neye re document collection and review (.1).	0.10	139.50
02/18/24	CN1	Analysis of collected documents for potential claims against directors and officers (4.1).	4.10	2,644.50
02/19/24	MG1	Correspond with C. Neye and A. Makhijani re status of document review and DOJ investigation (.2).	0.20	279.00
02/19/24	CN1	Analysis of collected documents for potential claims against directors and officers (5.4); update investigation work plan (0.3).	5.70	3,676.50
02/19/24	AM0	Revise work plan (0.8); confer with team regarding case strategy (0.4).	1.20	1,818.00
02/19/24	KS2	Comment on draft investigation plan (.30); correspondence with Quinn Emanuel team re: same (.10).	0.40	628.00
02/20/24	MG1	Correspond with C. Neye and B. Hunter re document collection and review (.2).	0.20	279.00
02/20/24	BH6	Resolve processing errors (.8); report to Case Team on deduplication numbers and processing errors (1); identify files missing extracted text in the review workspac (.8); image and OCR documents with no text (.8); edit automated workflows in both workspaces for text (.2), index and update STRs (.2).	3.80	722.00
02/20/24	CN1	Review and analysis of collected documents for potential claims against directors and officers (7.2).	7.20	4,644.00
02/20/24	BF1	Prepare estimated budget for independent directors (0.5).	0.50	905.00
02/21/24	MG1	Correspond with C. Neye re document review issues and protocol	0.30	418.50

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		(.3).		
02/21/24	CN1	Analysis of collected documents for potential claims against directors and officers (11.1).	11.10	7,159.50
02/21/24	BH6	Create search for passwords within documents (.3); review documents for potential passwords (2.4); add passwords to processing password bank (.2); resolve password related processing errors (.3).	3.50	665.00
02/21/24	AM0	Review and revise work plan (1.2); confer with C. Neye regarding work plan (0.2); review and revise budget (0.2); confer with B. Finestone regarding budget and work plan (0.2).	1.80	2,727.00
02/21/24	BF1	Review and comment on work plan for independent directors (1.1).	1.10	1,991.00
02/22/24	BH6	Prepare for (.1) and attend telephone conferece with Vince and Paul at collection vendor (.3).	0.40	76.00
02/22/24	BH6	Export files as natives per M. Guzman's request (.6).	0.60	114.00
02/22/24	BH6	Run search for files updated by passwords in password bank (.2); identify updated files that need to be overlaid to the files in the review workspace (1.2); export files as natives per M. Guzman's request (1.8).	3.20	608.00
02/22/24	MG1	Review documents relating to Second Wave transaction (5.5) and prepare summary re same (2.3); correspond with C. Neye and A. Makhijani re same (.6); correspond with B. Hunter re Richards, Layton and Finger document collection (.3).	8.70	12,136.50
02/22/24	CN1	Analysis of collected documents for potential claims against directors and officers (6).	6.00	3,870.00

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02/23/24	MG1	Correspond with C. Neye re Client summary of document review (.2); correspond with A. Makhijani and C. Neye re investigation updates and status (.2); correspond with C. Neye re same (.1); review documents relating to MSP transaction (2.1).	2.70	3,766.50
02/23/24	CN1	Analysis of collected documents for potential claims against directors and officers (0.6).	0.60	387.00
02/23/24	AM0	Meet with Weil Gotshal regarding investigation (0.5); meet with P. Ferrari and C. Flaton regarding investigation (0.6).	1.10	1,666.50
02/23/24	BF1	Coordination call with WGM, G. Holtzer, M. Goren, A. Makhijani (.5); weekly investigation status call with C. Flaton, P. Ferrari, A. Makhijani (1.0); confer with A. Makhijani re conference with UCC (.5).	2.00	3,620.00
02/25/24	AM0	Meet with M. Sheehan regarding document requests (0.2); confer with C. Neye regarding investigation (0.1); confer with B. Finestone regarding investigation (0.1).	0.40	606.00
02/26/24	MG1	Review documents relating to Second Wave and MSP transactions and DOJ investigation (3.4).	3.40	4,743.00
02/26/24	BF1	Confer with A. Makhijani re status of investigation and re interviews of former directors (.5).	0.50	905.00
02/27/24	BH6	Update STR and persisitent highlight set (.5); download 4 new data sets from Paul (.6); identify data size for Marlow Hernandez data and other ECA data for new quote (.4); communicate with Paul re data with system files removed (.2).	1.70	323.00
02/27/24	MG1	Conference with A. Makhijani and C. Neye re Cano updates (.3); correspond with B. Hunter re M.	7.10	9,904.50

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		Hernandez document collection and document collection issues (.1); review documents relating to MSP transactions (6.5); correspond with C. Neye and A. Makhijani re B. Camerlinck document collection (.2).		
02/27/24	CN1	Team conference call with A. Makhijani and M. Guzman regarding the investigation (0.3).	0.30	193.50
02/27/24	VM1	Process data into proper format for attorney review in preparation for document production (1.8).	1.80	486.00
02/27/24	BF1	Confer with A. Makhijani re UCC introduction call and status of investigation (.6).	0.60	1,086.00
02/27/24	AM0	Revise investigation work plan (0.6); meet with M. Guzman and C. Neye regarding investigation (0.5); meet with M. Sheehan regarding document requests (0.1); review documents regarding investigation (0.5); meet and confer with B. Finestone regarding investigation (0.2).	2.10	3,181.50
02/28/24	BH6	Identify data size for Marlow Hernandez data and other ECA data for new quote (.7); communicate with Paul re data with system files removed (.3).	1.00	190.00
02/28/24	MG1	Review and revise investigation work plan (.6); correspond with A. Makhijani, V. Mesa, B. Hunter re M. Hernandez document collection (.2).	0.80	1,116.00
02/29/24	BH6	Complete staging of data and process L004 data for Trujillo, Rivera, Muney and Marlow Hernandez (3.5); work on processing errored files (1.5).	5.00	950.00
02/29/24	MG1	Review revised investigation work plan (.2); correspond with A. Makhijani re same (.1); correspond with A. Makhijani re officers' and	2.10	2,929.50

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		directors' fiduciary duties (.2); legal research re same (1.1); review documents relating to MSP transaction and DOJ investigation (.5).		
02/29/24	CN1	Revise the work plan of Quinn Emanuel's investigation (0.6).	0.60	387.00
02/29/24	AM0	Prepare for (.2) and meet with McDermott regarding investigation (0.3); review documents to prepare for investigation (4.3).	4.80	7,272.00
02/29/24	KT1	Follow up re DOJ and case status update (.4); review communications regarding same (.1).	0.50	905.00
		SUBTOTAL	211.10	183,995.50

CAN05 Attend Court Hearing

02/06/24	BF1	Attend portions of first day hearing (1.9).	1.90	3,439.00
		SUBTOTAL	1.90	3,439.00

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Fee Summary

Attorneys	Init.	Title	Hours	Rate	Amount
Kristin Tahler	KT1	Partner	1.70	1,810.00	3,077.00
Benjamin Finestone	BF1	Partner	9.00	1,810.00	16,290.00
Katherine A. Scherling	KS2	Counsel	24.50	1,570.00	38,465.00
Anil Makhijani	AM0	Associate	15.50	1,515.00	23,482.50
Melanie Guzman	MG1	Associate	54.70	1,395.00	76,306.50
Carla Neye	CN1	Law Clerk	75.60	645.00	48,762.00
Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	2.20	550.00	1,210.00
Litigation					
Support/Document					
Management Services	Init.	Title	Hours	Rate	Amount
Vince Mesa	VM1	Litigation Support	4.80	270.00	1,296.00
Brenda Hunter	BH6	Litigation Support	46.40	190.00	8,816.00

Expense Summary

Description	Amount
Online Research	0.00
Document Reproduction	0.10
Color Document Reproduction	0.25

Litigation Support Costs

RelOne User Fee	600.00
RelOne Repository Hosting (Per GB)	144.09
RelOne Active Hosting (Per GB)	518.04
Total Expenses	\$1,278.73

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Current Invoice Summary

Matter Name : Engagement of Special Counsel

Matter #: 12689-00001

Bill Date: March 29, 2024

Invoice Number: 101-
0000167684

Total Fees.....\$217,705.00

Expenses.....\$1,278.73

Total Due this Invoice.....\$218,983.73

Please reference invoice number and send check to:

Quinn Emanuel Urquhart & Sullivan, LLP

865 S. Figueroa St., 10th Floor
Los Angeles, CA 90017

Or Wire funds to:

City National Bank
555 South Flower St., 12th Floor
Los Angeles, CA 90071
Quinn Emanuel Urquhart & Sullivan, LLP
Deposit Account #210032339
122016066
CINAUS6L

Account Info:

Bank Account:

Bank ABA No.:

Swift Code:

References:

Invoice number and client name / matter number please

Tax ID# 95-4004138

EXHIBIT B

Expense Category	Total Expense
Document reproduction (.10 cents per page)	\$14.10
Color document reproduction (.25 cents per page)	\$2.50
RelOne User Fee	\$600.00
RelOne Repository Hosting (Per GB)	\$144.09
RelOne Active Hosting (Per GB)	\$518.04
Total	\$1,278.73