

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)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	:	Objection Deadline: Feb. 29, 2024 at 4:00 p.m. (ET)
	:	Hearing Date: Mar. 7, 2024 at 10:00 a.m. (ET)
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**DEBTORS’ APPLICATION PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a)
AND FED. R. BANKR. P. 2014(a) FOR ENTRY OF AN ORDER (I) AUTHORIZING
THE RETENTION AND EMPLOYMENT OF RICHARDS,
LAYTON & FINGER, P.A. AS CO-COUNSEL TO THE DEBTORS EFFECTIVE
AS OF THE PETITION DATE, AND (II) GRANTING RELATED RELIEF**

Cano Health, Inc. and certain of its subsidiaries, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases, respectfully represent as follows in support of this application (the “**Application**”):

Relief Requested

1. By this Application, pursuant to section 327(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Bankruptcy Rules**”) the Debtors request entry of an order authorizing the

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’ proposed claims and noticing agent at <https://www.kccllc.net/CanoHealth>. The Debtors’ mailing address is 9725 NW 117th Avenue, Miami, Florida 33178.

employment and retention of Richards, Layton & Finger, P.A. (“**RL&F**”) as co-counsel to the Debtors effective as of the Petition Date.

2. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the “**Proposed Order**”). In support of this Application, the Debtors submit (i) the declaration of Michael J. Merchant, a director at RL&F, which is attached hereto as **Exhibit B** (the “**Merchant Declaration**”), and (ii) the declaration of David Armstrong, the debtors’ General Counsel, which is attached hereto as **Exhibit C** (the “**Armstrong Declaration**”).

Background

3. Beginning on February 4, 2024 (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

4. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes pursuant to Bankruptcy Rule 1015(b) and Local Bankruptcy Rule 1015-1.

5. The Debtors, together with their non-debtor affiliates, are one of the largest independent primary care physician groups in the United States. The Debtors commenced their chapter 11 cases on a prearranged basis with the support, pursuant to the terms of a restructuring support agreement (the “**Restructuring Support Agreement**”), of creditors holding approximately 86% of the Debtors’ secured revolving and term loan debt and approximately 92% of the Debtors’ senior unsecured notes (collectively, the “**Consenting Creditors**”). With the support of the Consenting Creditors, the Debtors are seeking to implement a comprehensive restructuring, which may be implemented through a chapter 11 plan or a sale of substantially all of the Debtors’ assets. The Debtors expect to file a chapter 11 plan and disclosure statement in

short order, consistent with the terms of the Restructuring Support Agreement, and to efficiently and expeditiously proceed through these cases towards emergence.

6. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Mark Kent in Support of Debtors' Chapter 11 Petitions* [Docket No. 14] and the *Declaration of Clayton Gring in Support of the Debtors' First Day Relief* [Docket No. 15], each filed on February 5, 2024, and incorporated by reference herein.

Jurisdiction

7. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

8. Pursuant to Local Bankruptcy Rule 9013-1(f), the Debtors consent to entry of a final order by the Court in connection with this Application to the extent it is later determined the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

Scope of Services

9. The Debtors require RL&F to render a variety of legal services during the pendency of these chapter 11 cases and to assist the Debtors in addressing the myriad issues that may arise. Subject to further order of the Court, the Debtors request the employment and retention of RL&F to render professional services, including, but not limited to:

- a. assisting in preparing all petitions, motions, applications, orders, reports, and papers necessary or desirable to commence the Debtors' chapter 11 cases;
- b. advising the Debtors of their rights, powers, and duties as debtors and debtors in possession under chapter 11 of the Bankruptcy Code;

- c. taking action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of actions commenced against the Debtors in their chapter 11 cases, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors;
- d. assisting in preparing on behalf of the Debtors all motions, applications, answers, orders, reports, and papers in connection with the administration of the Debtors' estates;
- e. assisting in preparing the Debtors' plan of reorganization;
- f. assisting in preparing the Debtors' disclosure statement and any related documents and pleadings necessary to solicit votes on the Debtors' plan of reorganization;
- g. prosecuting on behalf of the Debtors the proposed plan and seeking approval of all transactions contemplated therein and in any amendments thereto; and
- h. performing other necessary or desirable legal services in connection with any such cases under the Bankruptcy Code.

10. In addition to the services set forth in paragraphs 8(a) through 8(h) above, RL&F may perform other services assigned to it by the Debtors, in consultation with Weil, Gotshal and Manges LLP ("**Weil**"), the Debtors' restructuring co-counsel. To the extent RL&F determines that such services fall outside of the scope of services historically or generally performed by RL&F as co-counsel in a bankruptcy case, RL&F will file a supplemental declaration.

Basis for Relief

11. Under section 327(a) of the Bankruptcy Code, a debtor in possession "with the court's approval, may employ one or more attorneys . . . that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor in possession] in carrying out [its] duties under this title." 11 U.S.C. § 327(a). Such employment may be based "on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed percentage fee basis, or on a contingent fee basis." 11 U.S.C § 328(a).

12. The Debtors believe that RL&F is well qualified to represent them in their bankruptcy cases in an efficient and timely manner. The Debtors have selected RL&F as their bankruptcy co-counsel because of, among other things, (i) the firm's extensive experience and knowledge in the field of debtors' and creditors' rights, business reorganizations and liquidations under chapter 11 of the Bankruptcy Code, (ii) its expertise, experience and knowledge in practicing before this Court, (iii) its proximity to the Court, and (iv) its ability to respond quickly to emergency hearings and other emergency matters. RL&F's services will enable the Debtors to execute faithfully their duties as debtors in possession.

13. To that end, RL&F has stated its desire and willingness to act in these chapter 11 cases and to render the necessary professional services as co-counsel to the Debtors.

14. In addition to this Application, the Debtors have filed, or expect to file shortly, applications to employ (i) Weil, as general restructuring counsel; (ii) Kurtzman Carson Consultants LLC, as claims and noticing agent and administrative agent; (iii) AlixPartners LLP, as financial advisor, and (iv) Houlihan Lokey Capital, Inc., as investment banker. The Debtors may also file applications to employ additional professionals. The Debtors understand the division of responsibilities among these professionals and intend to carefully monitor these and any other retained professionals to ensure a clear delineation of their respective duties and roles to prevent duplication of effort. The Debtors recognize that efficient coordination of efforts among the Debtors' professionals will greatly add to the effective administration of these chapter 11 cases.

Professional Compensation

A. Professional Fees

15. The Debtors understand that RL&F intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with applicable

provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any applicable orders of this Court. In that regard, the Debtors and RL&F are developing a prospective budget and staffing plan in a reasonable effort to comply with any requests for information and additional disclosures that may be made by the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”). Subject to the foregoing, the Debtors propose to pay RL&F its customary hourly rates in effect from time to time as set forth in the Merchant Declaration. The Debtors submit that these rates are reasonable.

16. RL&F’s current hourly rates for matters related to these chapter 11 cases are expected to be within the following ranges:

<u>Position</u>	<u>Range of Hourly Rates</u>
Directors	\$1,095 to \$1,450 an hour
Counsel	\$925 to \$950 an hour
Associates	\$525 to \$825 an hour
Paraprofessionals	\$395 an hour

17. The principal professionals and paraprofessionals designated to represent the Debtors and their current standard hourly rates are as follows:

a.	Mark D. Collins	\$1,450 per hour
b.	Michael J. Merchant	\$1,250 per hour
c.	Amanda R. Steele	\$1,095 per hour
d.	James F. McCauley	\$655 per hour
e.	Alexander R. Steiger	\$625 per hour
f.	Barbara J. Witters	\$395 per hour

18. The Debtors understand that RL&F’s hourly rates are set at a level designed to compensate RL&F fairly for the work of its attorneys and paralegals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions (which adjustments will be reflected in the first RL&F fee application following such adjustments) and are consistent with the rates charged elsewhere.

19. Other than the periodic adjustments described above, RL&F's hourly rates of its attorneys and financial terms for the services performed prior to the Petition Date are identical to the hourly rates and financial terms of the postpetition engagement proposed herein. The Debtors understand that these hourly rates are consistent with the rates that RL&F charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case, and are not significantly different from the rates that RL&F charges in non-bankruptcy representations. None of RL&F's professionals included in this engagement have varied their rate based on the geographic location of these chapter 11 cases. Notwithstanding the consistent hourly rates, RL&F as a practice reviews all time charges and makes adjustments as necessary to correct any inefficiency that may appear before billing.

20. Prior to the Petition Date, as is set forth in greater detail in the Merchant Declaration, the Debtors made certain payments to RL&F that were intended to serve as a retainer (the "**Retainer**") in connection with the Debtors' restructuring and commencement of these chapter 11 cases. The Debtors propose that the remaining balance of the Retainer, after satisfaction of all prepetition fees and expenses incurred by RL&F, be treated as an evergreen retainer to be held by RL&F as security throughout these chapter 11 cases until RL&F's fees and expenses are awarded by final order and payable to RL&F. Given the extensive nature of the services that RL&F will provide to the Debtors, the retention of RL&F under an evergreen retainer is appropriate and necessary to enable the Debtors to faithfully execute their duties as debtors and debtors in possession and to implement the reorganization of the Debtors.

21. Other than as set forth in the Merchant Declaration, no arrangement is proposed between the Debtors and RL&F for compensation to be paid in these chapter 11 cases. RL&F has informed the Debtors that, except for sharing arrangements among the directors of

RL&F, it has no agreement with any other entity to share any compensation received, nor will any be made, except as permitted under section 504(b)(1) of the Bankruptcy Code.

B. Expenses

22. The Debtors understand that it is RL&F's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, regular mail and express mail charges, special or hand delivery charges, document processing charges, printing/photocopying charges, travel expenses, expenses for "working meals," computerized research charges and transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. RL&F will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to RL&F's other clients or as previously fixed by the Local Bankruptcy Rules. The Debtors understand that it is RL&F's belief that it is fair to charge these expenses to the clients incurring them instead of increasing hourly rates and spreading these expenses among all clients.

Disinterestedness

23. To the best of the Debtors' knowledge and except as is disclosed in the Merchant Declaration: (a) RL&F is a "disinterested person" under section 101(14) of the Bankruptcy Code; (b) RL&F does not hold or represent an interest adverse to the Debtors' estates; and (c) neither RL&F, nor any attorney (including any director, counsel or associate) of RL&F, currently represents, or has in the past represented, or has any connection with, the potential parties in interest set forth on **Exhibit 3** to the Merchant Declaration.

24. RL&F will supplement its disclosure to the Court if any facts or circumstances are discovered that would require such additional disclosure.

Bankruptcy Rule 5002

25. As set forth in the Merchant Declaration, and except as described therein, no director, counsel, or associate of RL&F is a relative of, or has been so connected with, any United States Bankruptcy Judge for the District of Delaware, any of the District Court Judges for the District of Delaware who handle bankruptcy cases, the United States Trustee for Region 3, the Assistant United States Trustee for the District of Delaware, the attorneys for the U.S. Trustee assigned to these chapter 11 cases or any other employee of the U.S. Trustee that would render RL&F's retention in these chapter 11 cases improper under Bankruptcy Rule 5002. Accordingly, the appointment of RL&F is not prohibited by Bankruptcy Rule 5002.

Notice

26. Notice of this Application will be provided to (a) the U.S. Trustee (Attn: Benjamin A. Hackman, Esq. (Benjamin.A.Hackman@usdoj.gov) and Jon Lipshie, Esq. (Jon.Lipshie@usdoj.gov)); (b) the holders of the thirty (30) largest unsecured claims against the Debtors on a consolidated basis; (c) the Internal Revenue Service; (d) the U.S. Securities and Exchange Commission; (e) the United States Attorney's Office for the District of Delaware; (f) 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, Esq. (ljones@pszjlaw.com) and James O'Neill, Esq. (joneill@pszjlaw.com)), as counsel to the Ad Hoc First Lien Group; (g) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor New York, NY 10019 (Attn: Jeffrey R. Gleit, Esq. (jeffrey.gleit@afslaw.com)), as counsel to the DIP Agent; (h) 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)), as counsel to the Agent under the CS Credit Agreement; (i) Proskauer Rose LLP, 70 West Madison, Suite 3800, Chicago, IL 60602 (Attn: Evan Palenschat, Esq. (EPalenschat@proskauer.com)), as counsel to the Agent under the Side-Car Credit Agreement; (j) U.S. Bank National Association, West Side Flats 60 Livingston Ave. EP-MNWS3C Saint Paul, MN 55107 (Attn: Global Corporate Trust Services), the Indenture Trustee under the Senior Note Indenture; and (k) any other party entitled to notice pursuant to Bankruptcy Rule 2002 (collectively, the “**Notice Parties**”).

27. The Debtors respectfully submit that no further notice is required.

No Prior Request

28. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: February 15, 2024
Miami, Florida

Cano Health, Inc. (on behalf of itself and each of its affiliated Debtors)

/s/ David Armstrong

Name: David Armstrong

Title: General Counsel, Chief Compliance Officer

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

	X	
In re	:	Chapter 11
	:	
CANO HEALTH, INC., et al.,	:	Case No. 24–10164 (KBO)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
	:	Obj. Deadline: February 29, 2024 at 4:00 p.m. (ET)
	:	Hearing Date: March 7, 2024 at 10:00 a.m. (ET)
	X	

NOTICE OF APPLICATION AND HEARING

PLEASE TAKE NOTICE that, on February 15, 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 *Debtors’ Application Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a) For entry of an Order (I) Authorizing the Retention and Employment of Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors Effective as of the Petition Date, and (II) Granting Related Relief* (the “**Application**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that, any responses or objections to the Application must be in writing and filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **February 29, 2024 at 4:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that, if any objections to the Application are received, the Application and such objections shall be considered at a hearing before The

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’ proposed claims and noticing agent at <https://www.kccllc.net/CanoHealth>. The Debtors’ mailing address is 9725 NW 117th Avenue, Miami, Florida 33178.

Honorable Karen B. Owens, United States Bankruptcy Judge for the District of Delaware, at the Court, 824 North Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801 on **March 7, 2024 at 10:00 a.m. (prevailing Eastern Time)**.

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

[Remainder of page intentionally left blank.]

Dated: February 15, 2024
Wilmington, Delaware

/s/ Amanda R. Steele

RICHARD, LAYTON & FINGER, P.A.
Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Amanda R. Steele (No. 5530)
James F. McCauley (No. 6991)
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Emails: collins@rlf.com
merchant@rlf.com
steele@rlf.com
mccauley@rlf.com

-and-

WEIL, GOTSHAL & MANGES LLP
Gary T. Holtzer (admitted *pro hac vice*)
Jessica Liou (admitted *pro hac vice*)
Matthew P. Goren (admitted *pro hac vice*)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Emails: gary.holtzer@weil.com
jessica.liou@weil.com
matthew.goren@weil.com

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

Exhibit A

Proposed Order

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

	X	
	:	
In re	:	Chapter 11
	:	
CANO HEALTH, INC., et al.,	:	Case No. 24-10164 (KBO)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
	:	Re: Docket No. __
	X	

ORDER (I) AUTHORIZING THE RETENTION AND EMPLOYMENT OF RICHARDS, LAYTON & FINGER, P.A. AS CO-COUNSEL TO THE DEBTORS EFFECTIVE AS OF THE PETITION DATE, AND (II) GRANTING RELATED RELIEF

Upon the application (the “**Application**”)² of Cano Health, Inc. and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Bankruptcy Rule 2014-1, authorizing the Debtors to employ and retain Richards, Layton & Finger, P.A. (“**RL&F**”) as co-counsel for the Debtors effective as of the Petition Date, all as more fully set forth in the Application; and upon consideration of the Merchant Declaration and the Armstrong Declaration; and due and proper notice of the Application having been given; and having determined that no other or further notice of the Application is required; and having determined that this Court has jurisdiction to consider the Application in accordance with 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of*

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’ proposed claims and noticing agent at <https://www.kccllc.net/CanoHealth>. The Debtors’ mailing address is 9725 NW 117th Avenue, Miami, Florida 33178.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Application.

Reference from the United States District Court for the District of Delaware, dated February 29, 2012; and having determined that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and having determined that venue of this proceeding and the Application is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided in accordance with the Bankruptcy Rules and the Local Bankruptcy Rules, and it appearing that no other or further notice need be provided; and upon any hearing held on the Application; and all objections, if any, to the relief requested in the Application having been withdrawn, resolved, or overruled; and having found that RL&F is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code and that RL&F has the capability and experience to provide the services described in the Application and it appearing that the employment of RL&F is in the best interests of the Debtors, their estates and creditors; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized, pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, to employ and retain RL&F as co-counsel to the Debtors on the terms and conditions set forth in the Application and the Merchant Declaration (except as modified by this Order) effective as of the Petition Date.
3. RL&F shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors’ chapter 11 cases in compliance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. RL&F shall make reasonable efforts to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and*

Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013, in connection with any interim and/or final fee application(s) to be filed by RL&F in these chapter 11 cases.

4. RL&F shall, to the extent it has not previously done so, first apply the Retainer to all prepetition invoices and, thereafter, any remaining balance of the Retainer shall be held by RL&F as security throughout the Debtors' chapter 11 cases until RL&F's fees and expenses are awarded by final order and payable to RL&F.

5. RL&F shall use its reasonable efforts and coordinate with the Debtors and their other professionals to avoid the duplication of services provided by other professionals retained by the Debtors in these chapter 11 cases.

6. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Bankruptcy Rules are satisfied by the contents of the Application.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

9. In the event of any inconsistency between the Application, the Merchant Declaration, and this Order, this Order shall govern.

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

Exhibit B

Merchant Declaration

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)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
-----	X	

**DECLARATION OF MICHAEL J. MERCHANT IN SUPPORT OF DEBTORS’
APPLICATION PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a)
AND FED. R. BANKR. P. 2014(a) FOR ENTRY OF AN ORDER (I) AUTHORIZING
THE RETENTION AND EMPLOYMENT OF RICHARDS,
LAYTON & FINGER, P.A. AS CO-COUNSEL TO THE DEBTORS EFFECTIVE
AS OF THE PETITION DATE, AND (II) GRANTING RELATED RELIEF**

I, Michael J. Merchant, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

1. I am an attorney admitted to practice in the State of Delaware and before this Court, and a director of the firm of Richards, Layton & Finger, P.A. (“**RL&F**”). RL&F is a Delaware law firm with offices at One Rodney Square, 920 North King Street, Wilmington, Delaware 19801.

2. I submit this declaration in support of the forgoing application (the “**Application**”)² of Cano Health, Inc. and certain of its subsidiaries, as debtors and debtors in possession (collectively, the “**Debtors**”) to provide certain disclosures in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules. Unless otherwise stated

¹ 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.kcellc.net/CanoHealth>. The Debtors’ mailing address is 9725 NW 117th Avenue, Miami, Florida 33178.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Application.

in this declaration, I have personal knowledge of the facts set forth herein. To the extent that any information disclosed herein requires amendment or modification upon RL&F's completion of further analysis, or as additional information becomes available to it, a supplemental affidavit or declaration will be submitted to the Court.

3. RL&F has extensive experience in the field of debtors' and creditors' rights and business reorganizations and liquidations under chapter 11 of the Bankruptcy Code and expertise, experience, and knowledge practicing before this Court. RL&F's proximity to the Court enables RL&F to respond quickly to emergency hearings and other emergency matters before this Court.

4. RL&F has been actively involved in major chapter 11 cases and has represented debtors in many cases, including recently: *In re Nogin, Inc.*, No. 23-11946 (CTG); (Bankr. D. Del. Jan. 10, 2024); *In re Sunlight Financial Holdings Inc.*, No. 23-11794 (MFW) (Bankr. D. Del. Nov. 30, 2023); *In re RevitaLid Pharmaceutical Corp.*, No. 23-11704 (BLS) (Bankr. D. Del. Nov. 15, 2023); *In re Mallinckrodt plc*, No. 23-11258 (JTD) (Bankr. D. Del. Oct. 2, 2023); *In re Western Global Airlines, Inc.*, No. 23-11093 (KBO) (Bankr. D. Del. Sept. 6, 2023); *In re KDC Agribusiness LLC*, No. 23-10786 (CTG) (Bankr. D. Del. July 18, 2023); *In re DCL Holdings (USA), Inc.*, No. 22-11319 (JKS) (Bankr. D. Del. Jan. 23, 2023); *In re Phasebio Pharmaceuticals, Inc.*, No. 22-10995 (LSS) (Bankr. D. Del. Dec. 16, 2022); *In re Kabbage, Inc. d/b/a KServicing*, No. 22-10951 (CTG) (Bankr. D. Del. Oct. 28, 2022); *In re Phoenix Services Topco, LLC*, No. 22-10906 (MFW) (Bankr. D. Del. Oct. 25, 2022); *In re GenapSys, Inc.*, No. 22-10621 (BLS) (Bankr. D. Del. Aug. 17, 2022); *In re Enjoy Tech., Inc.*, No. 22-10580 (JKS) (Bankr. D. Del. Aug. 1, 2022); *In re Ruby Pipeline, L.L.C.*, No. 22-10278 (CTG) (Bankr. D. Del. May 24, 2022); *In re Alpha Latam Management, LLC*, No. 21-11109 (JKS) (Bankr. D. Del. Sept. 15, 2021);

In re TECT Aerospace Group Holdings, Inc., No. 21-10670 (Bankr. D. Del. May 5, 2021); *In re Mallinckrodt plc*, No. 20-12522 (JTD) (Bankr. D. Del. Nov. 19, 2020); *In re Energy Alloy Holdings, LLC*, No. 20-12088 (MFW) (Bankr. D. Del. Oct. 9, 2020); *In re Shiloh Industries, Inc.*, No. 20-12024 (LSS) (Bankr. D. Del. Aug. 30, 2020); *In re Brooks Bros. Grp., Inc.*, No. 20-11785 (CSS) (Bankr. D. Del. Aug. 19, 2020); *In re Exide Holdings, Inc.*, No. 20-11157 (CSS) (Bankr. D. Del. June 25, 2020); and *In re The Hertz Corp.*, No. 20-11218 (MFW) (Bankr. D. Del. June 24, 2020).

5. Beginning in April 2023, RL&F was engaged to: (i) represent Cano Health, Inc. (“**CHI**”) in connection with responding to certain stockholder demands and other corporate matters (the “**Corporate Advice**”), and (ii) represent CHI and certain members of its board of directors in the proceeding captioned *Sternlicht et al. v. Hernandez et. al.*, C.A. No. 2023-0477-PAF filed on April 28, 2023 (the “**Chancery Action**”). The Chancery Action involved a dispute relating to the election of CHI’s board of directors, which focused on a corporate governance issue as to whether plaintiffs should be excused from failing to comply with the advance notice requirements contained in CHI’s corporate bylaws. The Chancery Action was voluntarily dismissed on August 3, 2023, and was wholly-unrelated to these chapter 11 cases. RL&F does not currently represent any current or former members of CHI’s board of directors in any capacity.

6. On or about January 9, 2024, the Debtors formally engaged RL&F in connection with their restructuring efforts. In providing prepetition professional services to the Debtors, RL&F has become familiar with the Debtors and their business, including the Debtors’ financial affairs, debt structure, operations, and related matters. Having provided such professional services to the Debtors, RL&F has gained familiarity with the Debtors and their business that will assist it in providing effective and efficient services in these chapter 11 cases.

Accordingly, RL&F is both well qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

7. RL&F understands that the Debtors are seeking to employ (i) Weil, Gotshal & Manges LLP (“Weil”), as general restructuring counsel; (ii) Kurtzman Carson Consultants LLC, as claims and noticing agent and administrative agent; (iii) AlixPartners LLP, as financial advisor, and (iv) Houlihan Lokey Capital, Inc., as investment banker. RL&F also understands that the Debtors intend to carefully monitor these and any other retained professionals to ensure a clear delineation of their respective duties and roles so as to prevent duplication of effort. RL&F recognizes that efficient coordination of efforts among the Debtors’ professionals will greatly add to the effective administration of these chapter 11 cases.

Services to Be Provided

8. The Debtors require RL&F to render a variety of legal services during the pendency of these chapter 11 cases and to assist the Debtors in addressing the myriad issues that may arise. Subject to further order of the Court, the Debtors request the employment and retention of RL&F to render professional services, including, but not limited to:

- a. assisting in preparing all petitions, motions, applications, orders, reports, and papers necessary or desirable to commence these chapter 11 cases;
- b. advising the Debtors of their rights, powers, and duties as debtors and debtors in possession under chapter 11 of the Bankruptcy Code;
- c. taking action to protect and preserve the Debtors’ estates, including the prosecution of actions on the Debtors’ behalf, the defense of actions commenced against the Debtors in their chapter 11 cases, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors;
- d. assisting in preparing on behalf of the Debtors all motions, applications, answers, orders, reports, and papers in connection with the administration of the Debtors’ estates;
- e. assisting in preparing the Debtors’ plan of reorganization;

- f. assisting in preparing the Debtors’ disclosure statement and any related documents and pleadings necessary to solicit votes on the Debtors’ plan of reorganization;
- g. prosecuting on behalf of the Debtors the proposed plan and seeking approval of all transactions contemplated therein and in any amendments thereto; and
- h. performing other necessary or desirable legal services in connection with any such cases under the Bankruptcy Code.

9. In addition to the services set forth in paragraphs 8(a) through 8(h) above, RL&F may perform all other services assigned by the Debtors, in consultation with Weil. To the extent RL&F determines that such services fall outside of the scope of services historically or generally performed by RL&F as co-counsel in a bankruptcy case, RL&F will file a supplemental declaration. RL&F has and will continue to work closely with the Debtors’ other professionals, including Weil, to prevent any duplication of efforts in the course of advising the Debtors. RL&F is willing and able to act in the Debtors’ cases and render the necessary professional services as bankruptcy co-counsel to the Debtors on the terms described herein, and to subject itself to the jurisdiction of the Court.

Professional Compensation

10. Subject to approval of this Court and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules, RL&F intends to apply for compensation for professional services rendered in connection with these chapter 11 cases, plus reimbursement of actual, necessary expenses and other charges incurred by RL&F during the Debtors’ bankruptcy cases.

11. RL&F’s current hourly rates for matters related to these chapter 11 cases are expected to be within the following ranges:

Position	Range of Hourly Rates
Directors	\$975 to \$1,450 an hour
Counsel	\$925 to \$950 an hour

Associates	\$525 to \$825 an hour
Paraprofessionals	\$395 an hour

12. The principal professionals and paraprofessionals designated to represent the Debtors and their current standard hourly rates are as follows:

a. Mark D. Collins	\$1,450 per hour
b. Michael J. Merchant	\$1,250 per hour
c. Amanda R. Steele	\$1,095 per hour
d. James F. McCauley	\$655 per hour
e. Alexander R. Steiger	\$625 per hour
f. Barbara J. Witters	\$395 per hour

13. RL&F's hourly rates are set at a level designed to compensate RL&F fairly for the work of its attorneys and paralegals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions (which adjustments will be reflected in the first RL&F fee application following such adjustments) and are consistent with the rates charged elsewhere. Other than these potential periodic adjustments, RL&F does not expect any changes during the pendency of these chapter 11 cases. Notwithstanding the consistent hourly rates, RL&F as a practice reviews all time charges and makes adjustments as necessary to correct any inefficiencies that may appear before billing.

14. RL&F has not shared or agreed to share any of its compensation received from the Debtors with any other persons, except as permitted by section 504 of the Bankruptcy Code.

15. The Debtors do not owe RL&F any amount for services rendered or expenses incurred prior to the Petition Date, and thus RL&F is not a prepetition creditor of the Debtors.

16. In addition, consistent with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*, I submit the following information:

- a. RL&F did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement;
- b. None of RL&F's professionals included in this engagement have varied their rate based on the geographic location for these chapter 11 cases;
- c. RL&F has advised the Debtors in connection with (i) the Corporate Advice since April 2023, (ii) the Chancery Action from April 2023 through on or about August 3, 2023, and (iii) their restructuring efforts in contemplation of these chapter 11 cases since on or about January 9, 2024. The billing rates, except for RL&F's standard and customary periodic rate adjustments as set forth above, and material financial terms have not changed postpetition from the prepetition arrangement;
- d. RL&F, in conjunction with the Debtors and Weil, is developing a prospective budget and staffing plan for these chapter 11 cases;

17. It is RL&F's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, regular mail and express mail charges, special or hand delivery charges, document processing charges, printing/photocopying charges, travel expenses, expenses for "working meals," computerized research charges, transcription costs as well as non-ordinary overhead expenses such as secretarial and other overtime. RL&F will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to RL&F's other clients or as previously fixed by this Court. RL&F believes that it is reasonable and fair to charge these expenses to the clients incurring them instead of increasing hourly rates and spreading these expenses among all clients.

EVERGREEN RETAINER

18. Prior to the Petition Date, the Debtors made certain payments to RL&F in the ordinary course of business on account of fees and services incurred in connection with the Chancery Action and the Corporate Advice. Beginning on January 22, 2024, the Debtors paid RL&F certain amounts that were intended to serve as a retainer (the “**Retainer**”) to cover all amounts incurred by RL&F in connection with the Debtors’ restructuring and commencement of these chapter 11 cases. A detailed history of the payments received by RL&F in the ninety (90) days preceding the Petition Date is attached hereto as **Exhibit 4**.

19. The Debtors propose that the remaining portion of the Retainer paid to RL&F following satisfaction of all prepetition fees and expenses incurred by RL&F in connection with these chapter 11 cases be treated as an evergreen retainer to be held by RL&F as security throughout these chapter 11 cases until RL&F’s fees and expenses are awarded by final order and payable to RL&F. Prior to the Petition Date, RL&F drew down the entirety of the Retainer (the “**Draw Down Amount**”) for fees and expenses actually incurred and anticipated to be incurred through the Petition Date. Thus, at the time of filing these chapter 11 cases, the Retainer had a zero balance. RL&F intends to promptly complete a final accounting of all amounts actually incurred as fees and expenses prior to the Petition Date. To that end, RL&F also intends to complete a true-up against the Draw Down Amount and credit back to the Retainer the excess amounts, if any, with all such amounts to be held as an evergreen retainer in the bankruptcy cases as discussed in the Application.

RL&F’s Disinterestedness

20. RL&F maintains and systematically updates its conflict check system in the regular course of its business, and it is the regular practice of RL&F to make and maintain these

records. The conflict system maintained by RL&F is designed to include (i) every active matter on which RL&F is engaged, (ii) every closed matter on which RL&F has been engaged since 1990, (iii) the entity by which it is now or has been engaged, (iv) the identity of related parties, (v) the identity of adverse parties, and (vi) the attorney at RL&F who is knowledgeable about the matter. It is the policy of RL&F that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including: (a) the identity of the prospective client, (b) the matter, and (c) the related and adverse parties. Accordingly, the database is updated for every new matter undertaken by RL&F. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

21. With the exception of those entities listed on **Exhibit 1** and **Exhibit 2**, insofar as I have been able to ascertain, neither I, RL&F, nor any other attorney, including any director, counsel or associate of RL&F, currently represents, has in the past represented, or has any connection with, the Debtors' largest creditors, any significant beneficiaries of the Debtors (holding 5% or more of the beneficial interests in the Debtors) or any of the potential parties in interest, all as set forth on **Exhibit 3** attached hereto (collectively, the "**Parties in Interest**"), except as hereinafter set forth.

22. Through the procedures set forth above, RL&F has determined that it has in the past represented, currently represents, and/or may in the future represent, in matters wholly unrelated to the Debtors, the Parties in Interest (or affiliates thereof) set forth on **Exhibit 1** attached hereto (who are current clients) and the Parties in Interest (or affiliates thereof) set forth on **Exhibit 2** attached hereto (who are former clients that RL&F has represented within the last five (5) years). With the exception of CHI, Wilmington Savings Fund Society, FSB and certain

affiliates thereof (“**WSFS**”), and U.S. Bank Trust Company, National Association, and certain affiliates thereof (“**U.S. Bank**”) I do not believe that any single matter is a major engagement that would involve either the billing of fees in excess of one half of one percent (0.5%) of RL&F’s annual fees billed, or that, in the aggregate for any related group of entities, exceeds one percent (1%) of RL&F’s annual fees billed. RL&F represents WSFS and U.S. Bank in general corporate and transactional matters wholly unrelated to the Debtors and these chapter 11 cases, and RL&F’s representation of CHI is described in detail in paragraph 23 below. RL&F will not represent any of the Parties in Interest in any matter relating to the Debtors (other than as disclosed herein) or these chapter 11 cases.

23. As explained above, in April 2023, RLF was engaged to: (i) represent CHI in connection with the Corporate Advice, and (ii) represent CHI and certain members of its board of directors in the Chancery Action. The Chancery Action involved a dispute relating to the election of CHI’s board of directors, which focused on a corporate governance issue as to whether plaintiffs should be excused from failing to comply with the advance notice requirements contained in CHI’s corporate bylaws. The Chancery Action was voluntarily dismissed on August 3, 2023, and was wholly-unrelated to these chapter 11 cases. RL&F does not currently represent any current or former members of CHI’s board of directors in any capacity. I do not believe these representations preclude RL&F from being disinterested under the Bankruptcy Code.

24. I do not believe there is any connection or interest (as such terms are used in section 101(14) of the Bankruptcy Code and Bankruptcy Rule 2014(a)) between RL&F and (i) the U.S. Trustee or any person employed by the U.S. Trustee or (ii) any counsel, accountants, financial consultants and investment bankers who represent or may represent claimants or other parties in interest in the chapter 11 cases, except as otherwise described herein. In addition, as part

of its practice, RL&F appears in cases, proceedings and transactions involving many different attorneys, counsel, accountants, financial consultants and investment bankers, some of which now or may in the future represent claimants and parties in interest in the Debtors' chapter 11 cases. Except as set forth herein, RL&F has not represented and will not represent any such entities in relation to the Debtors and their chapter 11 cases, nor does RL&F have any relationship with any such entities that would be adverse to the Debtors or their estates.

25. Except as set forth herein, and based upon the information available to me, neither I, RL&F, nor any attorney employed by RL&F, including any director, counsel or associate thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates. In addition, RL&F is not a creditor of the Debtors. Therefore, based upon the information available to me, I believe that RL&F is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

26. No promises have been received by RL&F, or by any director, counsel or associate thereof, as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules. RL&F has no agreement with any other entity to share with such entity any compensation received by RL&F, other than the directors of RL&F.

27. Based on the foregoing, except to the extent set forth in the next paragraph, to the best of my knowledge, information and belief and in accordance with Bankruptcy Rule 5002, no attorney, including any director, counsel or associate, of RL&F, has a connection with any United States Bankruptcy Judge for the District of Delaware, any of the District Court Judges for the District of Delaware who handle bankruptcy cases, the United States Trustee for Region 3, the

Assistant United States Trustee for the District of Delaware, the attorney for the U.S. Trustee assigned to the chapter 11 cases or any other employee of the U.S. Trustee that would render RL&F's retention in the chapter 11 cases improper. Accordingly, I understand that the appointment of RL&F is not prohibited by Bankruptcy Rule 5002.

28. Kevin Gross, who joined RL&F effective as of April 1, 2020, was a bankruptcy judge for the Court between March 13, 2006 and March 12, 2020. While Mr. Gross is not one of the principal professionals expected to perform services on behalf of the Debtors, if the circumstances warrant it, he may perform such services during the pendency of these chapter 11 cases.

29. In addition, as noted above, the Debtors have numerous creditors and relationships with various individuals and entities that may be Parties in Interest in the chapter 11 cases. Consequently, although every reasonable effort has been made to discover all connections with the Parties in Interest, including the efforts outlined herein, RL&F is unable to state with certainty whether every possible connection has been discovered. If, however, RL&F discovers any information that is contrary or pertinent to the statements made herein, including if any attorney employed by RL&F, including any director, counsel or associate thereof, has any connection with any of the Parties in Interest, RL&F will promptly disclose such information to the Court.

30. RL&F will conduct an ongoing review of its files to ensure that no conflicts or other disqualifying circumstances exist or arise. Pursuant to Local Bankruptcy Rule 2014-1, to the extent that RL&F learns of any additional material information relating to its employment (such as potential or actual conflicts of interest), RL&F will file and serve a supplemental affidavit or declaration with the Court setting forth the additional information.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: February 15, 2024
Wilmington, Delaware

/s/ Michael J. Merchant
Michael J. Merchant (No. 3854)

Exhibit 1¹ - Current Clients²

Debtors

Cano Health, Inc.

Affiliates of Directors

Bain & Co.

Bed Bath & Beyond

Cigna Corp.

Cisco Systems, Inc.

EP Energy Corp.

HP, Inc.

National CineMedia, LLC

New Enterprise Associates

OneTrust LLC

SelectQuote, Inc.

Speedcast International Ltd

The American Red Cross

The Blackstone Group

Lenders

Anchorage Capital, L.L.C-FM

Anchorage Capital Advisors, L.P.

Allianz Investment Management LLC

Barclays Bank Plc-Fd Mgr

BlackRock Financial Management, Inc.

Carlyle Investment Management LLC

Carlyle Investment Management, LLC. US Lev. Finan

Credit Suisse

Credit Suisse AG, Cayman Island Branch

D.E. Shaw

Eaton Vance

Five Arrows Managers LLP

Generate Advisors LLC

Goldman Sachs Bank USA and certain related affiliates thereto

Insight Investment Management (Global) Ltd.

Invesco Capital Management LLC

JP Morgan Chase Bank, N.A. and certain related affiliates thereto

Lord, Abbett & Co. LLC

¹ Parties that are both current clients and former clients of RL&F are only listed on Exhibit 1—Current Clients.

² Due to the similarity of names of certain entities, RL&F was not able to determine if all entities listed herein are actually affiliates of current clients. However, out of an abundance of caution, RL&F has listed those entities which it reasonably believes may be affiliates of current clients.

Manulife Investment Management (US) LLC
Marathon Asset Management
Metropolitan West Asset Management LLC
Morgan Stanley Investment Management Inc.
Neuberger Berman Investment Advisers LLC – FM
Northern Trust Investments, Inc. (Investment Management)
Nut Tree Capital Management LP
Polen Capital
Sound Point Capital Management, LP- FM
TCW Asset Management Co. LLC
TCW Asset Management Company
TCW Group FM
TCW Investment Management Co LLC
UBS Investment Bank
Wellington Management Company, LLP
Wilmington Savings Fund Society, FSB
U.S. Bank Trust Company National Association

Non-Debtor Professionals

Akin, Gump, Strauss, Hauer & Feld LLP (Polen Capital and Arini Capital)
Davis Polk & Wardwell LLP
Eaton Vance Management
Gibson, Dunn & Crutcher LLP
Proskauer Rose LLP

Ordinary Course Professionals

Centerview Partners LLC
Davis Polk & Wardwell LLP
Ernst & Young U.S. LLP
Grant Thornton LLP
Kirkland & Ellis LLP
KPMG LLP
Kroll, LLC
Morgan, Lewis & Bockius LLP
Proskauer Rose LLP
Skadden Arps Slate Meagher & Flom LLP
Vinson & Elkins LLP

Potential M&A Counterparties

United Healthcare

Insurance/Insurance Provider/Surety Providers

AIG
AXA
Endurance American Specialty Insurance Company (Sompo)
Property & Casualty Insurance Company of Hartford

QBE
RSUI Group Inc.

Taxing Authorities and Regulatory and Government Agencies

Nevada Department of Taxation, Commerce Tax Team

Benefit Providers

ADP Inc.
Allstate Identity Protection

Bank Accounts

Fifth Third Bank
Wells Fargo Bank, N.A. and certain related affiliates thereto

Utility Providers/Utility Brokers

ATT
Crown Castle Fiber LLC
Five9 Inc.
Frontier
Southern California Edison
Southwest Gas
Spectrum Business
Stericycle Inc. 8302067
T-Mobile USA Inc.
Waste Management of Florida

Landlord and parties to Leases

E2 Properties LLC
Healthpeak Properties
SVF Holding Real Estate Investment Trust
Welltower OM Group LLC

List of the Creditors Holdings the Top 50 Largest Unsecured Claims

ADP Inc.
ATT
CD Support LLC
Datasite LLC
Enterprise FM Trust
Ernst & Young U.S. LLP
Five9 Inc.
Fifth Third Bank
KPMG LLP
Morgan, Lewis & Bockius LLP
Oracle America Inc.
Regency Centers, L.P.
S&P Global Ratings

Skadden Arps Slate Meagher & Flom LLP

UCC Lien Search Results

Blue Ridge Financial, LLC

CD Support LLC

Corporation Service Company, as Representative

Credit Suisse AG, Cayman Islands Branch, as Administrative Agent

Fifth Third Bank

Hewlett-Packard Financial Services Company

Hitachi Capital America Corp.

MSP Recovery, LLC

Verdant Commercial Capital, LLC

Professionals

AlixPartners LLP

Nut Tree Capital Management, LP

Weil, Gotshal & Manges LLP

Other Parties in Interest

Raymond James

Exhibit 2-Former Clients¹

Current Officers & Directors

Dr. Alan Muney (Director)
Kim Rivera (Director)
Alan Muney (Director)
Angel Morales (Director)
Jacqueline Guichelaar
Solomon Trujillo (Director)

Former Officers & Directors

Dr. Marlow Hernandez (Former CEO)
Jason Conger (Former Chief Development Officer)

Affiliates of Director

Resolute Investment Managers, Inc.
Talen Energy Corporation
Team Health Holdings Inc.

Lenders

Bluemountain Cap Mgmt (a/k/a Assured Investment Mgmt. LLC)
Bluemountain Fuji Management LLC
CQS (UK) LLP
D. E. Shaw Galvanic Portfolios, L.L.C.
Diameter Capital Partners LP
Fidelity Investments- FM
THL Credit, Inc.

Significant Shareholders

Dr. Marlow Hernandez

Non-Debtor Professionals

Evercore
Sound Point Capital Management, L.P.

Ordinary Course Professionals

Goodwin Procter LLP
Orrick, Herrington & Sutcliffe LLP

Utility Providers/Utility Brokers

CenturyLink
Cox Business

¹ Due to the similarity of names of certain entities, RL&F was not able to determine if all entities listed herein are actually affiliates of former clients. However, out of an abundance of caution, RL&F has listed those entities which it reasonably believes may be affiliates of former clients.

Duke Energy
Verizon Wireless

Landlord and parties to Leases

Carlisle NM 2014, L.P.

List of the Creditors Holdings the Top 50 Largest Unsecured Claims

AmerisourceBergen Drug Corp. 100084281
AmerisourceBergen Drug Corp. 100127579
Goodwin Procter LLP
Lyft, Inc.

Professionals

Houlihan Lokey

Contract Counterparties (includes patents and intellectual property)

Wellcare of Florida, Inc.

Exhibit 3 - Potential Parties in Interest¹

Debtors

Cano Health, Inc.
Primary Care (ITC) Intermediate Holdings, LLC
Cano Health, LLC
Cano Health Texas Network, LLC
Cano Health Nevada Network, LLC
Cano Occupational Health, LLC
American Choice Healthcare, LLC f/k/a
Cano Health DCE, LLC
Cano PCP Wound Care, LLC
Cano Personal Behavior LLC
Cano PCP, LLC
Cano Behavior Health LLC
Cano Belen, LLC
Cano Health New Mexico, LLC
Complete Medical Billing and Coding Services, LLC
Cano Health of Puerto Rico LLC
Cano Health of Florida, LLC
Cano Health CA1 MSO LLC
Comfort Pharmacy 2, LLC
Cano Medical Center of West Florida, LLC
CH Dental Administrative Services LLC
DGM MSO, LLC
Cano Research LLC
Cano PCP MSO, LLC
Cano HP MSO, LLC
ACH Management Services, LLC
CHPR MSO, LLC
Orange Healthcare Administration LLC
Orange Care Group South FL MSO
Orange Care Management Services Organization LLC
Orange ACO of South Florida LLC
Orange ACO, LLC

Orange Accountable Care Organization of South Florida LLC
Orange Accountable Care Organization, LLC
American Choice Commercial ACO, LLC
Orange Care IPA of New York LLC
Orange Care IPA of New Jersey LLC
Total Care ACO LLC
Cano Health CA1, LLC f/k/a Network, LLC
Cano Health Illinois 1 MSO, LLC
Solis Network Solutions, LLC
Cano Pharmacy, LLC (FL)
IFB Pharmacy, LLC (FL)
Belen Pharmacy Group, LLC
University Health Care Pharmacy, LLC
Cano Health New York, IPA, LLC
Clinical Research of Hollywood, P.A.
Cano Health Illinois Network LLC
Physicians Partners Group Merger, LLC
Physicians Partners Group Puerto Rico, LLC
Physicians Partners Group of FL, LLC
PPG Puerto Rico Blocker, Inc.
Physicians Partners Group Puerto Rico, LLC
Wound Healing Center

Non-Debtors

CHC Provider Network
Cano Health California PC
Cano Health Illinois PLLC
Cano Health Texas, PLLC
Cano Health Nevada, PLLC

Debtors' Trade Names, Aliases and Prior Legal Names

Cano Health DCE, LLC
Orange Care IPA, LLC
Network, LLC

¹ This list (and the categories contained herein) are for purposes of a conflicts check only and should not be relied upon by any party as a list of creditors or for any other purpose. As listing a party once allows our conflicts specialists to run a check on such party, we have attempted to remove duplicate entries where possible. Accordingly, a party that otherwise may fall under multiple categories is likely to be listed under only one category.

Jaws Acquisition Corp.
Belen Medical Centers,
Healthy Partners,
Healthy Partners Primary care,
Doctors Medical Pediatrics,
Doctors Medical Center,
University Health Care
Serenity Community Mental Health Center
Cano Health of West Florida, LLC
Cano Health California Network, LLC
Cano Pharmacy 13
Cano Pharmacy 5

Current Officers & Directors

Mark Kent (CEO)
Eladio Gil (Interim Chief Financial Officer)
Bob Camerlinck (Chief Operating Officer)
Jennifer Hevia (Chief People Officer)
David Armstrong (General Counsel)
Fred Green (Interim Chief Legal Officer)
Amy Charley (Chief Administrative Officer)
Dr. Alan Muney (Director)
Kim Rivera (Director)
Alan Muney (Director)
Angel Morales (Director)
Jacqueline Guichelaar (Director)
Solomon Trujillo (Director)
Carol Flaton (Independent Director)
Patricia Ferrari (Independent Director)
Michael Sheehan (Corporate Secretary)
Dr. Billy Stechschulte (Territory Medical
Director)
Dr. Alberto Jacir (Territory Medical
Director)
Dr. Orlando Rangel (Territory Medical
Director)

**Affiliation of Current Officers and
Directors (includes senior management)**

Agua Media
Alcresta Therapeutics
Alteon Health
American Red Cross
Arsenal Capital Partners
Bed Bath & Beyond
Bain & Company

Blackstone Group
BlueCross BlueShield of Michigan, an
independent licensee of Blue Cross Blue
Shield Association
Board of the American Leadership Forum of
Silicon Valley
Broward Health Foundation Board Member
Care Management Resources
Cigna Corporation
Cisco Systems, Inc
Conviva Care Centers
Curewell Capital
Dean's Advisory Board of Fordham Law
School
Michigan Economic Development Corp
Encantos
EP Energy Corp.
Equity Healthcare
Fordham University School of Law
Foster Children's United Society
Genesis Care Finance Pty, Ltd
GreenStone Farm Credit Services
Gulfcoast Medical Research Center, LLC
Hamlin Partners LLC
Healthy Partners, Inc
Hewlett-Packard Company / HP Inc.
Hornblower Holdings LLC
HP Inc.
Jackson Health System
Jupiter Resources, Inc
Kaiser Permanente, Inc.
Kent Capital Investments
L'Attitude / L'Attitude Ventures
Law Offices of Julie Allison, P.A.
Leadership Council on Legal Diversity
Matterhorn Parent, LLC (d/b/a Hearthside
Food Solutions)
MBIA Inc
Morales Capital Partners
National CineMedia LLC
New Cadence Productions
New Enterprise Associates
OneTrust LLC
Pritzker Private Capital
Promise Healthcare, Inc.
Resolute Investment Managers, Inc.

SelectQuote, Inc.
Speedcast International Ltd
Stanford Center on Longevity
Talen Energy Corporation
Team Health Holdings, Inc
Thomson Reuters
Total Care
Total Health and Network
Total Health Medical Centers
Transcend Education
TruCo Technology, LLC
Trujillo Group Investments, LLC
University of Miami
UniVista Insurance
Western Union
Women's Health Care Hospital
Xerox Corporation
Your Partners In Health

Former Officers & Directors

Dr. Marlow Hernandez (Former CEO)
Brian Koppy (Former CFO)
Dr. Lewis Gold (Former Director)
Elliot Cooperstone (Former Director)
Barry Sternlicht (Former Director)
Jason Conger (Former Chief Development Officer)
Dr. Richard Aguilar (Former Chief Medical Officer)
Mark Novell (Former Chief Accounting Officer)

Lenders

Anchorage Capital, L.L.C-FM
Anchorage Capital Advisors, L.P.
Allianz Investment Management LLC
AlphaSimplex Group LLC
AlphaSimplex Group LLC
Anchorage Capital, L.L.C-FM
Arini Capital
Arini Credit Master Fund Limited
Assurant CLO Management, LLC
Ballyrock Investment Advisors LLC
Barclays Bank Plc-Fd Mgr
Barclays Bank PLC-FD MGR
Birch Grove Capital LP -FM

BlackRock Financial Management, Inc.
BlackRock Fund Advisors
BlackRock Investment Management (UK) Ltd.
Bluemountain Cap Mgmt (a/k/a Assured Investment Mgmt. LLC)
Bluemountain Fuji Management LLC
Capital Four US INC
Carlyle Investment Management, LLC. US
Carlyle Investment Management LLC
Credit Suisse AG, Cayman Island Branch
Lev. Finan
CBAM Partners LLC
Churchill Financial LLC - FM
CQS (UK) LLP
Credit Suisse
D.E. Shaw
D. E. Shaw Galvanic Portfolios, L.L.C.
Diameter Capital Partners LP
Eaton Vance
Fidelity Institutional Asset Management
Fidelity Investments- FM
Fidelity Management & Research Co. LLC
Fir Tree
Five Arrows Managers LLP
Generate Advisors LLC
Goldman Sachs Bank USA
Insight Investment Management (Global) Ltd.
Insight North America LLC
Invesco Capital Management LLC
JP Morgan Chase
JPMorgan Investment Management, Inc.
Lord, Abnett & Co. LLC
Manulife Investment Management (US) LLC
Marathon Asset Management
Metropolitan West Asset Management LLC
MJX Asset Management, LLC - Fund Manager
Monroe Capital Advisors LLC- FM
Monroe Capital Management LLC
Morgan Stanley (unsecured noteholder/administrative agent)
Morgan Stanley Broker/Dealer

Morgan Stanley Eaton Vance CLO Manager
LLC
Morgan Stanley Investment Management
Inc.
Morgan Stanley Investment Management,
Inc.
Neuberger Berman Investment Advisers
LLC – FM
Northern Trust Investments, Inc.(Investment
Management)
Nut Tree Capital Management LP
Polen Capital
Principal Global Investors LLC
Rubicon (Term Loan Lender)
Sound Point Capital Management, LP- FM
Squarepoint Ops LLC
SSgA Funds Management, Inc.
TCW Asset Management Co. LLC
TCW Asset Management Company
TCW Group FM
TCW Investment Management Co LLC
THL Credit, Inc.
Trimaran Advisors LLC
UBS Investment Bank
Wellington Management Company, LLP
Western Asset Management Co. LLC
York Capital Management, L.P.-Fund
Manager

Non-Debtor Professionals

Akin, Gump, Strauss, Hauer & Feld LLP
(Polen Capital and Arini Capital)
Berkeley Research Group, LLC
Boston Management and Research
Davis Polk & Wardwell LLP
Evercore
Freshfields
Gibson, Dunn & Crutcher LLP
Proskauer Rose LLP
White & Case LLP
Eaton Vance Management
Fidelity Management & Research Company
LLC
Potter Anderson & Corroon LLP
Rubicon Credit Holdings LLC
Sound Point Capital Management, L.P.

Ordinary Course Professionals

Centerview Partners LLC
Ernst & Young U.S. LLP
JP Morgan
Oppenheimer & Co. Inc.
Skadden Arps Slate Meagher & Flom LLP
KPMG LLP
The Siegfried Group,
Grant Thornton LLP
Davis Polk & Wardwell LLP
Proskauer Rose LLP
White & Case LLP
Skadden Arps Slate Meagher & Flom LLP
Akerman LLP
Baudino Law Group, Plc.
BDO USA, LLP
Cravath, Swaine & Moore LLP
Cushman & Wakefield Us Inc, Tampa, Fl
Davis Wright Tremaine LLP
Epstein Becker & Green, P.C.
Ernst & Young U.S. LLP
FTI Consulting Group, Inc.
Goodwin Procter LLP
Grant Thornton LLP
KEKST CNC
Kirkland & Ellis LLP
KPMG LLP
Kroll, LLP
Law Offices Of Levy & Levy P
Manatt, Phelps & Phillips LLP
Marcum LLP
Mcdermott Will & Emery
Morgan, Lewis & Bockius LLP
Moss Adams LLP
Nelson Mullins Riley & Scarborough LLP
Nutile Law
Orrick, Herrington & Sutcliffe LLP
Richards, Layton & Finger PA
Stein Mitchell Beato & Missner LLP
The Siegfried Group, LLP
Vinson & Elkins LLP

Potential M&A Counterparties

Humana Inc.
United Healthcare

Significant Shareholders

Pre-Panacea Owners
Post-Panacea Owners
Dr. Richard Aguilar
Dr. Marlow Hernandez
PIPE Shareholders
PCIH
Jaws Shareholders

Insurance/Insurance Provider/Surety Providers

Intact Insurance
Twin City Fire Insurance Company
Property & Casualty Insurance Company of Hartford
Hartford Underwriters Insurance Company
Twin City Fire Insurance Company
Hartford Insurance Company of the Midwest
Hartford Underwriters Insurance Company
Beazley (Lloyd's Syndicate 2623/623)
Hartford Fire Insurance Company
Ironshore Specialty Insurance Company
Endurance American Specialty Insurance Company (Sompo)
Chubb
RLI
Berkley
Beazley at Lloyd's of London
Everest National Insurance Company
AXA XL
AIG
QBE
BerkleyPro
RSUI GROUP INC.
Lloyd's of London (Ambridge)
AMERIS BANCORP DBA US PREMIUM FINANCE
NORTHEAST SERIES OF LOCKTON LLC

Taxing Authorities and Regulatory and Government Agencies

Bexar County Tax Assessor-Collector
Broward County Tax Collector

Cameron County Tax Office
City Of Lakeland Business Tax Office
Clark County Assessor
David W. Jordan, Lake County Tax Collector
Delaware Secretary Of State Franchise Tax Filing
Hidalgo County Tax Office
Miami Dade County Tax Collector
Nancy C. Millan, Tax Collector
New York State
Nueces County Tax Assesor-Collector
Osceola County Tax Collector
Palm Beach County
State Comptroller
State Of California Franchise Tax Board
State Of New Jersey
Tax Collector, PBC
Agency For Health Care Administration
Board Of Massage Therapy
Brevard County Tax Collector
California Department of Public Health
Cayan LLP
CDPH-Radiologic Health Branch
City Of Aventura
City Of Bellflower
City Of Clermont
City Of Coral Gables- Finance Dept. Collection Division
City Of Dania Beach
City Of Fort Lauderdale
City Of Greenacres
City Of Henderson
City Of Hollywood
City Of Las Vegas
City Of Lauderdale Lakes
City Of Lauderhill
City Of Margate
City Of Miami
City Of Miami Gardens
City Of North Miami Beach
City Of Palm Beach Gardens
City Of Pembroke Pines
City Of Plantation-Parks and Recreation
City Of San Antonio
City Of Tamarac

City Of Tampa
Clark County Business License
Clia Laboratory Program
Delray Beach Fire Rescue
Department Of Health in Hillsborough
County
Department Of Health in Palm Beach
County
Dept Of Business and Professional
Regulation
Dept Of Health Bureau of Radiation Control
Dept. Of Health in Pinellas County
Environmental Health Section
Doh Xray Registration
Fl Dept Of Health Biomedical Waste
Fl Dept Of Health-Broward County
Florida Department of Health in Marion
County
Florida Department of Health in Orange
County
Florida Department of Health in Palm Beach
County
Miami-Dade County Finance Department
Miami-Dade Fire Rescue Department
Miami-Dade Police Dept
Orange County Tax Collector
Pembroke Pines, False Alarm Reduction
Program
Security And Exchange Commission
The City of Delray Beach
The City of Plantation
Town Of Medley
Verify Comply
Village Of Royal Palm Beach
Volusia County Health Department
Bernalillo County Assessor
Bexar County Appraiser
Brevard County Appraiser
Broward County Appraiser
California Franchise Tax Board
Cameron County Appraiser
Clark County (Nv)
Department Of the Treasury, Internal
Revenue Service
Director Of Finance, Municipal License Tax
Division

Florida Department of Revenue
Hidalgo County Appraiser
Hillsborough County Appraiser
Illinois Department of Revenue
Lake County Appraiser
Marion County Appraiser
Miami-Dade County Appraiser
Nevada Department of Taxation, Commerce
Tax Team
New Mexico Taxation and Revenue
Department
New York State Department of Taxation
And Finance
Nueces County Appraiser
Orange County Appraiser
Osceola County Appraiser
Palm Beach County Appraiser
Pinellas County Appraiser
Polk County Appraiser
State Of New Jersey, Division Of Taxation
Volusia County Appraiser

Benefit Providers

ADP Inc
Aetna Inc
Aetna Voluntary
Allstate Identity Protection
Health Equity Inc
Infoarmor. Inc
Metropolitan Life Insurance Company
Nationwide
Robert Half Management Resources
Workday Inc.
The Hartford

Bank Accounts

Banco Popular
Morgan Stanley
Fifth Third Bank
Wells Fargo Bank

Utility Providers/Utility Brokers

4voice LLC
Advantage Medical Waste Solutions, LLC
Answering Specialists, Inc
Answering Unlimited Corp

Astound Business Solutions
ATT
Broadvoice
Broward County Water & Wastewater Services
Brownsville Pub
Centurylink
City Of Avon Park
City Of Chicago
City Of Corpus Christi
City Of Deerfield Beach
City Of Deland
City Of Edinburg
City Of Fort Myers
City Of Fullerton
City Of Harlingen
City Of Hialeah Water
City Of Homestead HPS
City Of Lake Worth
City Of Lakeland - Utilities
City Of North Las Vegas
City Of Ocala
City Of Palm Bay
City Of Pompano Beach
City Of Santa Ana
City Of St Cloud
City Of Sunrise
City Of Tampa Utilities
Coastal Waste & Recycling Inc.
Comcast
Comed And Exelon Company
Cooppa Inc
Corporate Services Consultants LLC
Cox Business
Cps Energy
Cr&R, Inc.
Crown Castle Fiber LLC
Department Of Solid Waste Management
Ding A Ling Answering Service
Dish Network
Duke Energy
Five9 Inc.
Flood Brothers Disposal Recycling Services
Florida City Gas
FPL
Frontier
Golden State Water Company
Gosharps, LLC
Harris Co Mud #70
Hillsborough County Florida Bocc
Hillsborough County Tax Collector
Iphone
Jj's Waste & Recycling
Kissimmee Utility Authority
Lakeland Electric
Magicwaste Management Corp
Manatee County Utilities Department
Mcallen Public Utility
Medical Waste Management
Miami Dade County Stormwater Utility
Miami-Dade Water & Sewer Dep
Net2phone, Inc
New Mexico Gas Company
Notifymd
Nv Energy
Orange County Utilities
Orlando Utilities Commission
Orsini It LLC
Palm Beach County Water Utilities Dept.
Peoples Gas
Pinellas County
Pnm
Reliant, Dept 0954
Republic Services Inc #620
Retarus Inc
Ringcentral, Inc.
San Antonio Water System
Seco Energy
Signius Communications
Signius Communications
Socialgas
Southern California Edison
Southwest Gas
Spectrum Business
Stericycle Inc 8302067
Teco
Texas Disposal Systems
Texas Gas Service
Textline, Inc.
Tiger Sanitation
T-Mobile USa Inc.
Toho Water Authority

Trilogy Medwaste
Verizon Wireless
Village Of Palm Springs
Waste Management Of Florida
Waste Pro Of Florida, Inc

Landlord and parties to Leases

107 Commercial Property LLC
1090 Jupiter Park LLC
1879 N. State Road, LLC
1990 N Federal LLC
2003 Mccoy Road, LLC
211 Homestead LLC
2380-90 NW 7 Street LLC
2526 W Sligh Ave, LLC
2629 W Horizon Ridge LLC
2701 East Atlantic Ave LLC
276 Fifth Avenue Realty Corp.
3 Amis LLC
3061 Commercial Blvd LLC
3601 Re Holdings, LLC
4201 Palm Ave II, LLC
4840 MGC, LLC.
5 Aces Capital Hialeah Land LLC
528 Altos De Miami Commercial LLC
704 SW Ultra, LLC
8022 Downey & 605 Santana L LLC lc
807 S. Parsons Ave LLC
Ad Khan Properties LLC
Advance Enterprise Group LLC
Ael Investments Ltd.
Albi Lynwood Investments LLC
Alignment Health Plan, Inc
Allstate Realty Associates, LLC.
Alyani, LLC
Andreas Eliopoulos
Apka Investments LLC
Aqua Dermatology Management, LLC
Avon Square Associates, LLC
Aw Memorial South LLC
B & B Cash Grocery Stores, Inc
B&B Properties Of Hillsborough, Inc
Bandera St. Cloud, LLC
Barclay Square Associates, Ltd
Beach Holding, Inc
Belven Investment LLC

Bent Property Trust
Bimini Bound Holdings, LLC
Bluescape Altera FMC , LLC
Boca Admin Inc.
Bocachica Central, LLC
Bof Fl Flagler Station LLC
Brabant Realty And Management , Inc
Brave Church Of Miami Inc
C & O Acquisitions, LLC.
Carla Castillejo P.A.
Carlisle Nm 2014, L.P.
CCD PR No 11 LLC
Celimar Inc
Cflp Headquarters, LLC
Ch3, Llc DbA Bocachica Central LLC
Channel 10 Business Center, LLC
Chmc, LLC
Coconut Square Realty Co. Ltd.
Commercial Sunrise, LLC
Comprehensive Health Initiative LLC
Congress 1650 LLC
Coral Point Plaza
Corbin South LLC
CTP Plaza LLC
Danimen LLC
De Paz Holdings Inc.
Deland Retail Investment, LLC
Doris A. Valor As Successor Trustee Of
Dove Avenue Rental Properties, Ltd.
Dr.Camejo Primary Care And Walkin Clinic
Dreams Of Freedom LLC
E2 Properties LLC
Ean Properties Inc
Elcanar, Inc.
Eldorado Medical Center, LLC
Elpara, Inc
Emchris LLC
Esplanade Medical Center LLC
Ewe Office Investments XXXVII Ltd.
Fiomar Inc
Fiomarka, LLC
First Priority Funding, LLC
Flagler S.C., LLC
Flamingo Kids Ltd
Frumence Louissaint ITF
Gald Building Inc

George Bordenave
 Ggf Pico Rivera, LLC
 Greenspoint Investors, Ltd
 Groves Medical Plaza, LLC
 Grupo Medico Crespo Orozco PSC
 Guadalupe Plaza Albuquerque Nm LLC
 Hallandale Investments Inc
 Hanessa Realty LLC
 Harmon Properties LLC
 HCA Depositor
 HCP CTE LP
 Healthcare Trust Of America Holdings, LP
 Healthpeak Properties
 Hemisphere Holdings I LLC
 Highland Lakes Medical Center, LLC
 Homestead Plaza Group, LLC
 Hr Of Sarasota LLC
 HRC Holding QOZB, LLC
 HTA - Aw Florida Medical Center East
 LLC
 HTA - Aw Palmetto LLC
 Humana Real Estate Company
 Innex II LLC
 Isram Delray JV LLC
 Isram Delray JV, LLC
 J & C Property Management Inc
 Jaffa-Godiva LLC
 JBL Flamingo Pines LLC
 JD Real Estate Inc
 Jmko, LLC
 Joche Holdings LLC
 Joche Ppg, LLC
 Kahlon Corporation LLC
 Kevin Inwood
 Kimco Realty Corporation
 Ladyfish Kendall LLC
 Lago 2022 LLC
 Lake Worth Downtown Shops
 Lakeside Center Shoppes, LLC
 Lakewood Marketplace LLC
 Land 1 One Ltd
 Lauderdale Corporate Center 18 LLC
 LHC St Cloud LLLP
 Lighthouse Rcr I Llc
 Loyola University Health System
 Loyola University Medical Center
 Lrf2 Orl Grove Park Center, LLC
 Lsg1 El Paraiso LLC
 M-E Retail, LLC
 M-Three Corp
 M10 Land Investments LLC
 Mark Kaylin
 Max And Carolina Pena
 Max R. Pena
 Medley Commercial Center
 Memorial Healthcare System
 Mercator Properties, Inc
 Metropolitan Life Insurance Co/ Trail Plaza
 Miami Lakes Corporate Center, LLC
 Mid-Atlantic Investments Inc
 NADG NNN CH (TX) LP
 Nest Egg Trust Ltd
 Network Property Management
 New Greenland Holdings LLC
 New Market Polo Grounds LLC
 New Market Polo Grounds, LLC
 North Gables Building LLC
 Northpark Professional Group, LLC
 Northside Centre LLC
 Oaks Center Of The Palm Beaches LLC
 ODR Family LLLP
 Orangethorpe DFWU, LLC
 Page Plaza Acquisition LP
 Palm Shopping Corp.
 Pamela Stearns, M.D P.A
 Park Centre Partners LLC
 Pediatric Associates
 Piscis Property Management
 Pmw Us Holdings
 Pompano Beach Plaza Dk LLC
 Portairs Partners LP
 Ppm Capital LLC
 Primestor/Frit JV, LLC
 Promociones 96 Inc.
 Pulaski Partners LLC
 Q Holdings 13155, LLC
 Q Holdings East Hialeah LLC
 Q Holdings West Kendall LLC
 Rafel, LLC
 Rainbow 215 Plaza
 Rangel Enterprise LLC.
 Rap Medical Center, LLC

Red Rock Square LLC
 Regency Centers, L.P.
 Rio Bravo Square LLC
 River Ridge Center LLC
 Rosewood Land Company
 SBH Management Services LLC
 Seneca Security Holdings, LLC
 Sf Iii PR, LLC
 Shoppes At Broward, LLC
 Shores Landing LLC
 SKMY Realty, LLC
 Smart Star Properties, Ltd
 Sormi, Inc.
 South Dade Shopping, LLC
 Sp4 Investments LLC
 Spencer Strawberry, Ltd
 SRA/Tamarac Medical Plaza, LLC
 Stadium Corners Shopping Center LLC
 Strawberry Plaza, LLC
 Sunbeam Properties, Inc
 SYF Holding Real Estate Investment Trust
 T Guadalupe Plaza Nm
 Taft Medical Realty LLC
 Taiter Properties LLC
 Ten15 Winterwood, LLC
 Tha West River Retail LLC
 The Center Plaza Bldg. Ltd
 The Lazaro Bouza Family Limited Partners
 Theatre Realty DbA Kendall Executive
 Center
 Trimani Edinburg LLC
 Triple S Associates
 Tropicana Centre LV LLC
 Tropicana Palm Plaza, LLC
 University Shoppes Summit LLC
 V & L Investment Group, Inc
 V 3 Capital Fund Iv, LLC
 Viva Investments Group LLC
 Vpre Real Holdings LLC
 Walloway Medical Offices LLC
 Wayne Fraser
 Weingarten Realty Investors
 Welltower Om Group LLC
 Wpb Management LLC
 Wri JT Pembroke Commons, LP
 Wri JT Tamiami Trail, LP

Wwx2 Limited, LLC
 Yao Partners Group LI LLC c
 Ys Saddleback Investors LP
 Zurbano-Christoph, LLC

**List of the Creditors Holdings the Top 50
 Largest Unsecured Claims**

CD Support LLC
 Second Wave Delivery Systems, LLC
 The Wellness Circle
 Amerisourcebergen Drug Corp 100084281
 Fifth Third Equipment Finance
 Cushman & Wakefield, Inc.
 Medcloud Depot LLC.
 Amerisourcebergen Drug Corp 100127579
 Labaton Sucharow LLP
 Navina Technologies Ltd
 Innovation Associates, Inc DbA IA
 Trueshore BPO, LLC
 Fifth Third Bank
 Epstein Becker & Green, P.C.
 Lyft, Inc.
 Eclinical Works, LLC
 The Hartford
 Ernst & Young U.S. LLP
 Rapid7 LLC
 Angeles Food Corp
 Morgan, Lewis & Bockius LLP
 Enterprise Fm Trust
 ATT
 Datainsightspro
 FPL
 Datasite LLC
 Regency Centers, L.P.
 KPMG LLP
 Comcast
 American Fuel Services Corp
 Primetime Express Services Inc
 Workday Inc.
 Team Tech Solution Services Inc
 107 Commercial Property LLC
 2380-90 NW 7 Street LLC
 Computile Inc
 S&P Global Ratings
 ADP Inc
 Wb Mason Co. Inc.

Devoted Health Plan Of Florida, Inc
Skadden Arps Slate Meagher & Flom LLP
Vpre Real Holdings LLC
Andreas Eliopoulos
Goodwin Procter LLP
Luma Health Technologies
Donnelley Financial, LLC
Stein Mitchell Beato & Missner LLP
Oracle America Inc
Five9 Inc.
NADG NNN Ch (Tx), LP.

UCC Lien Search Results

Fifth Third Bank
CIT Bank, N.A.
Hewlett-Packard Financial Services
Company
Credit Suisse AG, Cayman Islands Branch,
as Administrative Agent
South Dade Shopping, LLC
Verdant Commercial Capital, LLC
C T Corporation System, as Representative
JPMorgan Chase Bank, N.A., as
Administrative Agent
Concur Technologies, Inc.
Candelaria Diaz
Gonzales, Alberto
Garcia Fonseca, Martha
Hernandez, Maria
Nicholas Financial, Inc.
Midland Funding LLC
Midland Credit Management, Inc.
Asset Acceptance, LLC
National Revenue Service, Inc.
Portfolio Recovery Associates, LLC
Cavalry SPV II LLC
Cavalry SPV I LLC
Nicholas Financial, Inc.
Hector Morales
Katherine Wrenfro
Abraham Leonorovitz
Giuseppe DeCandia
Daisy Falcon
Martha Fonseca Garcia
Maria Hernandez
Maria C. Ruiz Sori

Yunet Rodriguez
CD Support LLC
MSP Recovery, LLC
Alberto Gonzalez
Jpmorgan Chase Bank, N.A., As
Administrative Agent
Hitachi Capital America Corp.
Saxon Business Systems
Saxon Business Systems, Inc.
Saxon Business Systems, Inc.
Saxon Business Systems, Inc.
Saxon Business Systems, Inc.
Saxon Business Systems, Inc.
Saxon Business Systems, Inc.
Partners Capital Financial Services
Partners Capital Financial Services
Partners Capital Financial Services
Bryn Mawr Equipment Finance, Inc.
JPMorgan Chase Bank, N.A., As
Administrative Agent
JPMorgan Chase Bank, N.A., As
Administrative Agent
Leonorovitz, Abraham; Et Al.
Garcia Fonseca, Martha
Hernandez, Maria
Hernandez, Maria
Diaz, Candelaria
Cavalry (SPY) I (LLC)
Portfolio Recovery Assoc (LLC)
Pennantpark Investment Administration
LLC, As Administrative Agent
Pembroke Agent LLC, As Administrative
Agent
Blue Ridge Financial, LLC
Blue Ridge Financial, LLC; Hitachi Capital
America Corp.
Americorp Financial, LLC
Amerisourcebergen Drug Corporation
Jpmorgan Chase Bank, N.A., As
Administrative Agent
Coral Reef Medical Group LLC
Mckesson Corporation
Mckesson Corporation
Mckesson Corporation
JPMorgan Chase Bank, NA
JPMorgan Chase Bank, Na

Mckesson Corporation
Mckesson Corporation
Pennantpark Investment Administration
LLC, As Administrative Agent
Pennantpark Investment Administration
LLC, As Administrative Agent
Pembroke Agent LLC, As Administrative
Agent
Pembroke Agent LLC, As Administrative
Agent
Asd Specialty Healthcare, LLC
Leonorovitz, Abraham; Et Al.
GCI 2017-A LLC
GCI 2017-A LLC
GCI 2017-B, LLC
Corporation Service Company, As
Representative
Saturn Funding, LLC
GCI 2017-A LLC
GCI 2017-B LLC
Leonorovitz, Abraham; Et Al.
Corporation Service Company, As
Representative
Pennantpark Investment Administration,
LLC, As Administrative Agent
Pennantpark Investment Administration,
LLC, As Administrative Agent
GCI 2015-A LLC
Asd Specialty Healthcare, LLC
First Priority Funding

**Litigation Counterparties/Litigation
Pending Lawsuits**

All Care to you, LLC
Arcadia Villegas de Alvarado
Arrillaga, Tomas
Beautiful PPC, LLC dba Personal Physician
Care
Yunet Rodriguez
Maria Hernandez
Maria C. Ruiz
Brown, Stephen
Calzada, Neisa
Castellon, Maria
Cespedes, Juan
Clark, Richard

Colon, Delia
Decandia, Giuseppe
Dorsett, Jeffery Walter
Dr. Kuye, Martin
Dragich, Fallon
Falcon, Daisy
Fletcher, Diane
Gadea, Andrea
Gamarra, Jose
Garcia, Emilio Simon
Genuine Health ACO, LLC
Goel, Hitesh, Dr.
Gonzalez, Belinda
Jurskis, Paulius
K&L Marketing, Inc.
Lakeside Shopping Center
Perez, Rafaela
Knobel, Aaron
Knobel, Aaron
Leonorovitz, Abraham
Maria Elena Ojeda Musibay, personal rep.
of the Estate of Leon Cabrera Ortiz; Miley
Cabrera & Giselle Cabrera
Martinez, Ricardo
Portilla, Gina
Ramsay, Theresa
Rio, Jorge
Rodriguez, David
Rosen, Alex, Dr.
Rousenville, Pamela
Ruiz, Maria
Schmidt, Virginia
Shaw, Jennifer
Sierra, Maria
Silva, Nancy
SKMV Realty
TWC Center, LLC,
Ulloa, Alfredo T.
Urguelles, Glenda
Wetzel, Thomas

**U.S. Attorneys Office for the District of
Delaware**
David Weiss

**United States Trustee, Judges and Court
Contacts for the District of Delaware
US Trustee and Staff:**

Andrew Vara
Benjamin Hackman
Christine Green
David Buchbinder
Denis Cooke
Diane Giordano
Dianne P. Dugan
Dion Wynn
Edith A. Serrano
Hannah M. Mccollum
Holly Dice
James R. O'Malley
Jane Leamy
John Schanne
Joanne E. Clausen
Jonathan Lipshie
Jonathan Nyaku
Joseph Cudia
Joseph McMahon
Juliet Sarkessian
Lauren Attix
Linda Casey
Linda Richenderfer
Michael Panacio
Nyanquoi Jones
Ramona Harris
Richard Schepacarter
Rosa Sierra-Fox
Shakima L. Dortch
Timothy J. Fox, Jr.
Cruz, Jesus
Hernandez, Ana

Judges and Staff:

Honorable Ashley M. Chan
Honorable Brendan Linehan Shannon
Honorable Craig T. Goldblatt
Honorable J. Kate Stickles
Honorable John T. Dorsey
Honorable Karen B. Owens
Honorable Laurie Selber Silverstein
Honorable Mary F. Walrath
Honorable Thomas M. Horan

Al Lugano
Amanda Hrycak
Cacia Batts
Catherine Farrell
Claire Brady
Danielle Gadson
Demitra Yeager
Jill Walker
Joan Ranieri
Laura Haney
Laurie Capp
Lora Johnson
Marquietta Lopez
Nickita Barksdale
Paula Subda
Rachel Bello
Robert Cavello

Clerk of the Court

Stephen Grant
Una O'Boyle

Professionals

AlixPartners LLP
Houlihan Lokey
KCC
Kurtzman Carson Consultants LLC
Richards, Layton & Finger, P.A.
Weil, Gotshal & Manges LLP
Nut Tree Capital Management, LP
Kekst and Company Incorporated

**Contract Counterparties (includes
patents and intellectual property)**

Ambetter and Sunshine
BCBS/Florida Blue
CCD PR No. 11
Wellcare of Florida, Inc.

**Vendors/Suppliers (includes critical,
foreign, common carrier, shippers,
warehousemen, customs duties, brokers
charges, facilities provider, and third
party)**

Avance Investment Management
HTA-AW Palmetto, LLC

Other Parties in Interest (notice of appearance parties, ombudsman, any other person or group appointed)

Atlantic Specialty Insurance Company
Bexar County (TX)
Brownsville Independent School District
Cameron County (TX)
Hidalgo County (TX)
Houston ISD / Houston Independent School Board
Kimco Realty Corporation
Nueces County (TX)
Pachulski, Stang, Ziehl & Jones LLP
Raymond James
ShopCore Properties
U.S. Bank Trust Company National Association, as Indenture Trustee
Wilmington Savings Fund Society, FSB, as Administrative Agent

Exhibit 4 – Accounting Summary of Payments

Date	Transaction	Amount	Retainer Balance
12/12/2023	Receipt of \$22,514.50 payment in satisfaction of Corporate Advice invoice number 697117.	\$22,514.50	\$0.00
12/12/2023	Receipt of \$10,419.65 payment in satisfaction of Corporate Advice invoice number 698424.	\$10,419.65	\$0.00
12/22/2023	Receipt of \$13,110.25 payment in satisfaction of Corporate Advice invoice number 704571.	\$13,110.25	\$0.00
12/22/2023	Receipt of \$3,452.10 payment in satisfaction of Corporate Advice invoice number 706033.	\$3,452.10	\$0.00
1/22/2024	Receipt of \$696.50 payment in satisfaction of Corporate Advice invoice number 710955.	\$696.50	\$0.00
1/22/2024	Wire Transfer Deposit of Retainer	\$100,000.00	\$100,000.00
2/2/2024	Receipt of \$408.50 payment in satisfaction of Corporate Advice invoice number 713013.	\$408.50	\$100,000.00
2/2/2024	Wire Transfer Deposit of Retainer	\$190,000.00	\$290,000.00
2/2/2024	Retainer amount drawn down based on services performed and anticipated to be performed through the Petition Date for a total drawn down amount of \$290,000.00. This amount represented a good faith estimate of the fees and expenses associated with all such services, including fees and expenses already recorded in RL&F's billing system. Any portion of the amounts drawn which, upon reconciliation, is not attributed to prepetition fees and expenses, will be held by RL&F as security throughout the Debtors' bankruptcy cases until RL&F's fees and expenses are awarded by final order and are then payable to RL&F	(\$290,000.00)	\$0.00

Exhibit C

Armstrong Declaration

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----	X	
	:	
In re	:	Chapter 11
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CANO HEALTH, INC., <i>et al.</i> ,	:	Case No. 24-10164 (KBO)
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Debtors. ¹	:	(Jointly Administered)
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DECLARATION OF DAVID ARMSTRONG IN SUPPORT OF
DEBTORS’ APPLICATION PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a)
AND FED. R. BANKR. P. 2014(a) FOR ENTRY OF AN ORDER (I) AUTHORIZING
THE RETENTION AND EMPLOYMENT OF RICHARDS,
LAYTON & FINGER, P.A. AS CO-COUNSEL TO THE DEBTORS EFFECTIVE
AS OF THE PETITION DATE, AND (II) GRANTING RELATED RELIEF

I, David Armstrong, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

1. I am the General Counsel and Chief Compliance Officer of Cano Health, Inc. and each of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”). I submit this declaration (the “Declaration”) in support of the *Debtors’ Application Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a) For entry of an Order (I) Authorizing the Retention and Employment of Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors Effective as of the Petition Date, and (II) Granting Related Relief* (the “Application”)² for authority to retain and employ Richards, Layton & Finger, P.A. (“RL&F”), as co-counsel for the Debtors effective as of the Petition Date.

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’ proposed claims and noticing agent at <https://www.kccllc.net/CanoHealth>. The Debtors’ mailing address is 9725 NW 117th Avenue, Miami, Florida 33178.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents and information supplied to me by other members of the Debtors' personnel and the Debtors' advisors.

SELECTION OF RL&F AS CO-COUNSEL

2. The Debtors seek to retain Weil, Gotshal & Manges LLP as their lead bankruptcy counsel in connection with the chapter 11 cases. Upon determining that these chapter 11 cases would be filed in the United States Bankruptcy Court for the District of Delaware, the Debtors selected RL&F to serve as their Delaware co-counsel. RL&F was selected because of the firm's extensive experience and knowledge in the field of debtors' and creditors' rights, business reorganizations and liquidations under chapter 11 of the Bankruptcy Code, its expertise, experience and knowledge in practicing before this Court, its proximity to the Court, its ability to respond quickly to emergency hearings and other emergency matters, and its familiarity with the Debtors and their businesses due to RL&F's prepetition representation of the Debtors. As such, the Debtors believe that RL&F is uniquely qualified to represent them in these chapter 11 cases.

Rate Structure

3. In my capacity as General Counsel, I, and others acting under my direction, are responsible for assisting the Debtors in supervising outside counsel retained by the Debtors. In my experience working with other outside law firms on other matters, I believe that RL&F's rates are comparable to those of firms similar to RL&F. I, and others acting under my direction, are also responsible for reviewing the invoices regularly submitted by RL&F, and I understand that the rates RL&F charged the Debtors in the prepetition period are the same as the rates RL&F will charge the Debtors in the postpetition period, subject to annual and customary firm-wide adjustments in the ordinary course of RL&F's business.

Cost Supervision

4. RL&F and the Debtors are in the process of developing a prospective budget and staffing plan for the first interim period in these chapter 11 cases. The Debtors recognize that in large chapter 11 cases such as this, it is possible there may be unforeseen fees and expenses that will need to be addressed by the Debtors and RL&F. The Debtors also recognize it is their responsibility to closely monitor the billing practices of RL&F to ensure that fees and expenses paid by their estates remain consistent with the Debtors' expectations taking into account the exigencies of these chapter 11 cases. To that end, the Debtors will continue to review and monitor the regular invoices submitted by RL&F and, together with RL&F, periodically amend the budget and staffing plans to reflect developments in these cases as applicable.

5. The Debtors will continue to monitor the fees and expense reimbursement process during these chapter 11 cases and ensure the Debtors are an active participant in that process. Recognizing that every chapter 11 case is unique, the Debtors, together with RL&F, will utilize the budgeting process to provide guidance on the period of time involved and the level of attorneys and professionals who will work on various matters, as well as the projection of average hourly rates for the attorneys and professionals for such matters.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: February 15, 2024
Miami, Florida

Cano Health, Inc. (on behalf of itself and each of its affiliated Debtors)

/s/ David Armstrong
Name: David Armstrong
Title: General Counsel, Chief Compliance Officer