



ORDERED in the Southern District of Florida on February 3, 2025.

A handwritten signature in cursive script that reads "Corali Lopez-Castro".

**Corali Lopez-Castro, Judge
United States Bankruptcy Court**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI DIVISION
www.flsb.uscourts.gov

In re:

MBMG HOLDING, LLC, *et al.*,¹

Debtors.

Chapter 11 Cases

Case No. 24-20576-CLC

(Jointly Administered)

**ORDER GRANTING APPLICATION FOR ENTRY OF AN ORDER
APPROVING AND AUTHORIZING THE PAYMENT OF OPPENHEIMER
& CO.'S TRANSACTION FEE AND REIMBURSEMENT OF EXPENSES**

THIS MATTER having come before the Court for a hearing on January 30, 2025 at 3:00 p.m. (the "Hearing") in Miami, Florida upon the *Application for Entry of an Order Approving*

¹ The address of the Debtors is 7500 S.W. 8th Street, Ste. 400, Miami, Florida 33144. The last four digits of the Debtors' federal tax identification numbers are: (i) CCMG Wind Down, LLC f/k/a Care Center Medical Group, LLC (9052); (ii) CCN Wind Down, LLC f/k/a Care Center Network, LLC (5784); (iii) CCMC Wind Down, Inc. f/k/a CCMC Physician Holdings, Inc. (4532); (iv) CCP Wind Down, LLC f/k/a Clinical Care Pharmacy, LLC (2103); (v) FFPCC Wind Down, LLC f/k/a Florida Family Primary Care Center, LLC (5005); (vi) FFPCCP Wind Down, LLC f/k/a Florida Family Primary Care Center of Pasco, LLC (8570); (vii) FFPCCO Wind Down, LLC f/k/a Florida Family Primary Care Centers of Orlando, LLC (3086); (viii) FFPCCPN Wind Down, LLC f/k/a Florida Family Primary Care Centers of Pinellas, LLC (7075); (ix) FFPCCCT Wind Down, LLC f/k/a Florida Family Primary Care Centers of Tampa, LLC (0631); (x) MBMO Wind Down, LLC f/k/a MB Medical Operations, LLC (8450); (xi) MBMT Wind Down, LLC f/k/a MB Medical Transport, LLC (3476); (xii) MBMG Holding, LLC (3880); (xiii) MBMG Intermediate Holding, LLC (9320); (xiv) RD Wind Down, Inc. f/k/a Miami Beach Medical Centers, Inc. (3933); (xv) MBMC Wind Down, LLC f/k/a Miami Beach Medical Consultants, LLC (2737); and (xvi) MMWC Wind Down, LLC f/k/a Miami Medical & Wellness Center, LLC (2474).

and Authorizing the Payment of Oppenheimer & Co.'s Transaction Fee and Reimbursement of Expenses [ECF No. 307] (the "Application")¹ and the *Supplement to Application for Entry of an Order Approving and Authorizing the Payment of Oppenheimer & Co.'s Transaction Fee and Reimbursement of Expenses* [ECF No. 377] (the "Supplement," and together with the Application, the "Oppenheimer Application") filed by Oppenheimer & Co. Inc. ("Oppenheimer"). The Court finds that: (i) it has jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); (iii) it may enter a final order consistent with Article III of the United States Constitution; (iv) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; (v) notice of the Oppenheimer Application and the Hearing were appropriate under the circumstances and no other or further notice need be provided; (vi) the relief requested in the Oppenheimer Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and (vii) upon review of the record before the Court, including the legal and factual bases set forth in the Oppenheimer Application, the Ritucci Declaration and the First Day Declaration and the record of the Hearing, all of which are incorporated herein, the Court determines that good and sufficient cause exists to grant the relief requested in the Oppenheimer Application. Accordingly, it is,

ORDERED as follows:

1. The Oppenheimer Application is **GRANTED**.
2. Oppenheimer is awarded the Transaction Fee (as defined in the Application) in the amount of \$3,000,000.00.

¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Application and the Supplement, as applicable.

3. The Debtors are authorized and directed to pay Oppenheimer \$2,625,000 of the \$3,000,000 Transaction Fee, with the remaining \$375,000 of the Transaction Fee amount being a 12.5% holdback to be paid, if at all, pursuant to the terms of the Engagement Letters, the Purchase Agreement, and the *Final Order (I) Authorizing The Debtors To Obtain Postpetition Financing, (II) Authorizing The Debtors To Use Cash Collateral, (III) Granting Liens And Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying The Automatic Stay, And (VI) Granting Related* [ECF 167]. For the avoidance of doubt, no further order of this Court shall be necessary for payment of the holdback referenced in this paragraph.

4. The Debtors authorized and directed to reimburse Oppenheimer the Expenses set forth in the Application in the amount of \$3,042.00, as well as the additional expenses requested in the Supplement in the final amount of \$1,275.00, for a total expense award of \$4,317.00.

5. Notwithstanding the provisions of Bankruptcy Rule 6004(h) or any applicable provisions of the Local Rules, this Order will not be stayed after the entry hereof, but will be effective and enforceable immediately upon entry, and the fourteen (14) day stay provided in Bankruptcy Rule 6004(h) is hereby expressly waived and will not apply.

6. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

#

Submitted by:

Paul Steven Singerman, Esq.
BERGER SINGERMAN LLP
1450 Brickell Avenue, Suite 1900
Miami, FL 33131
Telephone: (305) 755-9500
Facsimile: (305) 714-4340
Email: singerman@bergersingerman.com

(Attorney Singerman is directed to serve this order upon all non-registered users who have yet to appear electronically in this case and file a conforming certificate of service.)