

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

In re:

CANO HEALTH, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-10164 (KBO)

(Jointly Administered)

**Ref Docket No. 500**

**ORDER AUTHORIZING AND APPROVING THE RETENTION AND  
EMPLOYMENT OF PAUL HASTINGS LLP AS COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
EFFECTIVE AS OF FEBRUARY 22, 2024**

Upon the application (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the jointly administered chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors and debtors in possession (the “Debtors”) seeking the entry of an order, pursuant to sections 328(a) and 1103 of title 11 of the United States Code, 11 U.S.C. § § 101, et seq. (the “Bankruptcy Code”), Rule 2014 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 Rules”), authorizing the Committee’s retention and employment of Paul Hastings LLP (“Paul Hastings”) as counsel to the Committee, effective as of February 22, 2024; the Court having reviewed the Application, the Gilad Declaration and the Committee Declaration, and upon all the proceedings held before the Court; this Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157

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<sup>1</sup> The last four digits of Cano Health, Inc.’s tax identification number are 4224. A complete list of the Debtors in the chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.kccllc.net/CanoHealth>. The Debtors’ mailing address is 9725 NW 117th Avenue, Miami, Florida 33178.

<sup>2</sup> Each capitalized term that is not defined herein shall have the meaning ascribed to such term in the Application.

and 1334 and the *Amended Standing Order of Reference* entered by the United States District Court for the District of Delaware, dated February 29, 2012; the relief requested in the Application being a core proceeding pursuant to 28 U.S.C. § 157; venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having further found that (a) Paul Hastings does not represent any other entity having an adverse interest in connection with the Chapter 11 Cases, (b) Paul Hastings does not represent or hold an interest adverse to the interests of the Debtors' estates with respect to the matter on which Paul Hastings is to be employed, and (c) Paul Hastings is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code; the Court having further found that Paul Hastings' hourly rates are reasonable; and the Court having found that the relief requested in the Application is in the best interests of the Debtors, their creditors, the Committee and parties-in-interest; any objections to the relief requested herein having been withdrawn or overruled on the merits; the Committee having provided adequate and appropriate notice of the Application; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Application is hereby approved as set forth herein.
2. In accordance with sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1, the Committee is hereby authorized to employ and retain Paul Hastings as counsel to the Committee, effective as of February 22, 2024, on the terms set forth in the Application and the Gilad Declaration.
3. Paul Hastings shall be compensated for services rendered and expenses incurred in accordance with sections 328, 330 and 331 of the Bankruptcy Code, and shall apply for compensation and reimbursement of expenses incurred in compliance with the applicable

provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any compensation procedures order or other order of this Court.

4. Paul Hastings shall make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the UST Guidelines in connection with any interim and final fee applications to be filed by Paul Hastings in these Chapter 11 Cases.

5. Any and all fees or expenses incurred by Paul Hastings in connection with services performed for the Committee that are allowed by the Court shall be joint and several obligations of each of the Debtors.

6. For the avoidance of doubt, under no circumstances shall the Committee or any member of the Committee be responsible or liable for any of the fees or expenses incurred by Paul Hastings in connection with services performed for the Committee.

7. Paul Hastings shall use reasonable efforts to avoid any unnecessary duplication of services to be provided by any of the Committee's other retained professionals.

8. Paul Hastings shall provide at least five (5) business days' notice to the Debtors, the U.S. Trustee, and the Committee before implementing any rate increases in the Chapter 11 Cases, and shall file a notice setting forth any such rate increases with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

9. Paul Hastings shall also be entitled to submit with its fee statements and fee applications the statements of expenses incurred by members of the Committee in connection with their service on the Committee, which shall be reimbursed by the Debtors' estates in

accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any compensation procedures order or other order of the Court.

10. Notwithstanding anything in the Application to the contrary, to the extent that Paul Hastings uses the services of contract attorneys, independent contractors or subcontractors who are hired to provide services to the Committee (collectively, the “Contractors”), Paul Hastings shall not charge a mark-up with respect to fees billed by such Contractors and shall ensure that any such Contractors are subject to the same conflicts checks and disclosures required by Bankruptcy Rule 2014.

11. The Committee’s employment and retention of Paul Hastings as counsel to the Committee shall be deemed to apply to the representation of the Committee as currently constituted or as may be reconstituted in the future, without the need to obtain further approval of the Court.

12. To the extent of any inconsistency among the Application, the Gilad Declaration, the Committee Declaration or this Order, the terms of this Order shall govern.

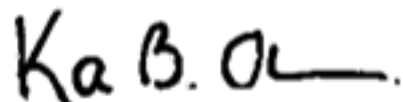
13. The Committee and Paul Hastings are authorized and empowered to take all actions that may be necessary or appropriate to implement the relief granted in this Order.

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

15. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

16. The entry of this Order shall not prejudice or otherwise affect the rights of the U.S. Trustee to object to Paul Hastings’ post-petition requests for compensation and reimbursement on any and all grounds.

**Dated: April 11th, 2024**  
**Wilmington, Delaware**

  
**KAREN B. OWENS**  
**UNITED STATES BANKRUPTCY JUDGE**