

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

In re:

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

Debtors.¹

Chapter 11

Case No. 24-10164 (KBO)

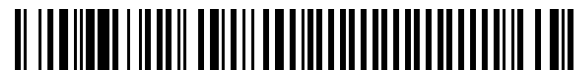
(Jointly Administered)

**ORDER (I) CLARIFYING COMMITTEE’S REQUIREMENT TO
PROVIDE ACCESS TO CONFIDENTIAL OR PRIVILEGED INFORMATION
AND APPROVING A PROTOCOL REGARDING CREDITOR REQUESTS
FOR INFORMATION, AND (II) AUTHORIZING THE COMMITTEE TO
UTILIZE KURTZMAN CARSON CONSULTANTS LLC AS INFORMATION
AGENT IN CONNECTION THEREWITH, EFFECTIVE AS OF APRIL 18, 2024**

Upon consideration of the motion (the “Motion”)² of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases (the “Chapter 11 Cases”) of Cano Health, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), pursuant to sections 105(a), 107(b), and 1102(b)(3) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order (this “Order”), pursuant to Bankruptcy Code sections 105(a), 107(b), and 1102(b)(3) and Bankruptcy Rule 9018, clarifying the requirement of the Committee to provide access to confidential information or privileged information to creditors, setting forth related procedures, and authorizing the Committee to appoint Kurtzman Carson Consultants LLC (“KCC”) as Committee Information Agent (the “Committee Information Agent”) in connection therewith, effective as April 18, 2024, in accordance with the terms and subject to the conditions of the Engagement Letter; this Court having jurisdiction over

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 have the meanings ascribed to them in the Motion.



241016424042900000000002

this matter pursuant to 28 U.S.C. §§ 157 and 1334 and *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated as of February 29, 2012; this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); this Court having found that it may enter a final order consistent with Article III of the United States Constitution; this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and the Gershbein Declaration; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The relief granted herein shall be effective as of the Committee Formation Date.
3. The Committee shall implement the following Creditor Information Protocol, in full satisfaction of the Committee's obligations to provide access to information to general unsecured creditors in accordance with sections 1102(b)(3)(A) and (B) of the Bankruptcy Code:

- A. Privileged and Confidential Information: The Committee and the Committee Professionals shall not be required to disseminate to any entity (as defined in section 101(15) of the Bankruptcy Code), without further order of this Court, any Confidential Debtor Information, any Confidential Committee Information, or any confidential or non-public proprietary information received from other parties ("Confidential Non-Debtor Information" and, collectively with Confidential Debtor Information and Confidential Committee Information, "Confidential Information") or any information subject to attorney-client or some other state,

federal, or other jurisdictional law privilege, protection, or immunity (including attorney-work product and protections of confidentiality afforded under the Local Rules), whether such privilege, protection, or immunity is solely controlled by the Committee or is a joint or common interest privilege with the Debtors or some other party (collectively, “Privileged Information”). In addition, the Committee and the Committee Professionals shall not be required to provide access to information for or solicit comments from any entity that has not demonstrated to the satisfaction of the Committee or the Committee Professionals or this Court, that it holds a claim of the kind described in section 1102(b)(3) of the Bankruptcy Code.

- B. Information Obtained through Discovery: Any information received (formally or informally) by the Committee or the Committee Professionals from any entity pursuant to Bankruptcy Rule 2004 or in connection with any formal or informal discovery in any contested matter, adversary proceeding, or other litigation shall not be governed by this Order but, rather, by any order or applicable confidentiality agreement governing such discovery. Nothing herein shall obligate the Committee or the Committee Professionals to provide any such information that the Committee or the Committee Professionals obtain from non-Debtor third parties.
- C. Creditor Information Requests: If a creditor (a “Requesting Creditor”) submits a written request to the Committee or the Committee Professionals for the Committee to disclose information (an “Information Request”) pursuant to section 1102(b)(3)(A) of the Bankruptcy Code, the Committee or the Committee Professionals shall, within thirty (30) days after receipt of the Information Request, or as soon as reasonably practicable thereafter, provide a response to the Information Request (a “Response”), including by providing access to the information requested or stating the reason(s) why the Committee cannot disclose the information requested by such Information Request. If the Response is to deny the Information Request (i) because the Committee or the Committee Professionals believe that the Information Request implicates Confidential Information or Privileged Information that need not be disclosed, including, but not limited to, pursuant to the terms of this Order or otherwise under Bankruptcy Code section 1102(b)(3)(A), (ii) because such disclosure is prohibited under applicable law, (iii) because such information was obtained by the Committee pursuant to an agreement to maintain it as confidential, (iv) because the Information Request is unduly burdensome, or (v) because such disclosure would not be in the interests of those represented by the Committee, the Requesting Creditor may, after a good faith effort to meet and confer with an authorized representative of the Committee (which could include the Committee Professionals) regarding the Information Request and the Response, seek to compel such disclosure for cause pursuant to a motion. Any such motion to compel shall be properly filed and served, including on the Debtors and the Committee Professionals, upon proper notice and a hearing, with the opportunity for any party to object to such motion. Nothing herein shall be deemed to preclude the Requesting Creditor from requesting (or the Committee or any other party from denying or objecting to such request, as applicable) that the Committee provide the Requesting Creditor with a log or other index of any information specifically responsive to the Requesting Creditor’s request that the

Committee or the Committee Professionals deem to be Confidential Information or Privileged Information. Further, nothing herein shall be deemed to preclude the Requesting Creditor from requesting (or the Committee or any other party from denying or objecting to such request, as applicable) that this Court conduct an *in camera* review of the information subject to the Information Request.

D. Release of Confidential Information of Third Parties: If the Information Request implicates Confidential Debtor Information or Confidential Non-Debtor Information and the Committee agrees that such request should be satisfied, the Committee may request such disclosure (a “Demand”) for the benefit of the Debtors’ creditors: (i) if the Confidential Information is Confidential Debtor Information, by submitting a written request to lead bankruptcy counsel for the Debtors requesting that such information be disclosed, and (ii) if the Confidential Information is Confidential Non-Debtor Information, by submitting a written request to such third party and its counsel of record (if any), with a copy to the Debtors’ lead bankruptcy counsel, requesting that such information be disclosed in the manner described in the Demand unless the Debtors or such other entity object in writing (email to suffice) within ten (10) days after receipt of the Demand (or such other period of time as agreed to in writing by the parties) (“Objection”). If an Objection is filed by the Debtors or such other entity within such ten-day period, the disclosure of the information that is the subject of the Objection shall not be disclosed absent further order of the Court. Demands submitted to counsel to the Debtors pursuant to this paragraph D shall be submitted by email to: Gary T. Holtzer (gary.holtzer@weil.com), Jessica Liou (jessica.liou@weil.com), Matthew P. Goren (matthew.goren@weil.com), Kevin Bostel (kevin.bostel@weil.com), and Rachael Foust (rachael.foust@weil.com). In the event that no such Objection is received within such ten-day period, the Committee may disclose such information in the manner described in the Demand.

E. Website: KCC shall establish and maintain the Website (as defined below) as described in paragraph 11 below.

4. The Committee shall not be required, pursuant to section 1102(b)(3)(A) of the Bankruptcy Code, to provide access to any Privileged Information to any creditor with a claim of the kind represented by the Committee. Nonetheless, the Committee shall be permitted, but not required, to provide access to Privileged Information to any party so long as (a) such Privileged Information is not Confidential Information, and (b) the relevant privilege is held and controlled solely by the Committee.

5. Nothing in this Order shall diminish or modify the rights and obligations of the Committee or its members and representatives under the Committee Bylaws or any confidentiality

agreement entered into with the Debtors or any other party (including the Committee's or its members' and representatives' (a) rights to disclose Confidential Information as permitted under the Committee Bylaws or such confidentiality agreement or (b) obligations to keep such Confidential Information confidential), which rights and obligations shall remain in full force and effect notwithstanding any provision of this Order.

6. None of the Debtors, the Committee, KCC, or any of their respective directors, officers, employees, members, equity holders, attorneys, consultants, advisors, or agents (acting in such capacity) shall incur any liability to any entity (including the Debtors, the Committee, KCC or their affiliates or any party in interest in these Chapter 11 Cases) for any act taken or omitted to be taken in connection with the preparation, dissemination, or implementation of the Creditor Information Protocol set forth herein so long as the Debtors, the Committee, the Committee Professionals, and KCC (as applicable) have acted in compliance with the Creditor Information Protocol, or any provisions of this Order; *provided, however*, that the foregoing shall not preclude or abridge the right of any creditor to move the Court for an order requiring the production of other or further information.

7. The Committee, the Committee's individual members, the Committee Professionals and their respective representatives shall be deemed in compliance with sections 1102(b)(3) and 1103(c) of the Bankruptcy Code by adopting the Creditor Information Protocol set forth herein.

8. Nothing in this Order requires the Committee to provide access to information to, or solicit comments from, any entity that has not demonstrated to the satisfaction of the Committee that it holds claims of the kind described in section 1102(b)(3) of the Bankruptcy Code.

9. Entry of this Order is without prejudice to the rights of the Committee to seek a further order of the Court addressing any additional relief concerning compliance with section 1102(b)(3) of the Bankruptcy Code.

10. The Committee is hereby authorized to engage KCC, subject to the terms of the Engagement Letter, effective as of April 18, 2024, and KCC is hereby authorized to perform the services described in the Engagement Letter.

11. KCC is hereby authorized to establish and maintain a website (the "Website") to make certain non-confidential information available to general unsecured creditors. The information available on the Website shall include: (i) the Petition Date, the case number, and general information about the Debtors' chapter 11 cases; (ii) the contact information for the Debtors' professionals and the Committee Professionals; (iii) information regarding significant events in these cases and relevant deadlines (including the claims bar date) and all pleadings that are relevant thereto; (iv) the disclosure statement and plan (together with any exhibits thereto); and (v) any other information that the Committee or the Committee Professionals, in its/their discretion, deems appropriate, subject to the restrictions and limitations imposed hereunder. The Website shall also contain an email address to allow the Debtors' unsecured creditors to send questions and comments to the Committee concerning these cases, consistent with the Creditor Information Protocol.

12. KCC is further authorized to prepare and serve required noticing and service of filings made on behalf of the Committee.

13. The Debtors shall compensate KCC in accordance with the terms of the Engagement Letter, the *Order Pursuant to 11 U.S.C. §§ 105(a), 330, and 331 and Fed. R. Bankr. P. 2016 (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of*

Professionals, and (II) Granting Related Relief [Docket No. 243], and the U.S. Trustee's *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.

14. The fees and expenses of KCC, as set forth in the Engagement Letter and payable under this Order, shall be deemed to be administrative expenses of the Debtors' estates pursuant to section 503(b)(1)(A) of the Bankruptcy Code.

15. The Debtors shall indemnify the Indemnified Parties (as defined in the Engagement Letter) under the terms of the Engagement Letter; *provided, however*, that notwithstanding anything contained herein or in the Engagement Letter to the contrary, (a) the Indemnified Parties shall not be entitled to indemnification, contribution, or reimbursement pursuant to the Engagement Letter for services other than the services provided under the Engagement Letter (unless such other services and the indemnification, contribution or reimbursement therefor are approved by the Court); and (b) the Debtors shall have no obligation to indemnify the Indemnified parties, or provide contribution or reimbursement to the Indemnified Parties, for any losses, claims, damages, judgments, liabilities or expenses that are either: (a) judicially determined (the determination having become final) to have arisen from the Indemnified Parties' gross negligence, willful misconduct, or fraud; (b) for a contractual dispute in which the Debtors or the Committee allege the breach of the Indemnified Parties' contractual obligations, if this Court determines that indemnification, contribution, or reimbursement would not be permissible pursuant to *United Artists Theatre Co. v. Walton (In re United Artists Theatre Co.)*, 315 F.3d 217 (3d Cir. 2003); or (c) settled prior to a judicial determination under subsection (a) or (b), but determined by this Court, after notice and a hearing, to be a claim or expense for which the Indemnified Parties should

not receive indemnity, contribution, or reimbursement for services provided pursuant to the terms of the Engagement Letter as modified by this Order.

16. If, before the earlier of (a) the entry of an order confirming a chapter 11 plan in these Chapter 11 Cases (that order having become a final order no longer subject to appeal), or (b) the entry of an order closing these Chapter 11 Cases, the Indemnified Parties believe that they are entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution, and/or reimbursement obligations under the Engagement Letter (as modified by this Order), including the advancement of defense costs, the Indemnified Parties must file an application therefor in this Court, and the Debtors may not pay any such amounts to the Indemnified Parties before the entry of an order by this Court approving such application and the payment requested therein. This paragraph is intended only to specify the period of time under which this Court shall have jurisdiction over any request for fees and expenses by the Indemnified Parties for indemnification, contribution, or reimbursement, and not a provision limiting the duration of the Debtors' obligation to indemnify the Indemnified Parties. All parties in interest shall retain the right to object to any demand by Indemnified Parties for indemnification, contribution or reimbursement.

17. Within three (3) business days of the entry of this Order, the Debtors shall instruct their claims and noticing agent for the Chapter 11 Cases to prominently post the following on the website of such claims and noticing agent at <https://kccllc.net>: "On May[•], 2024, the United States Bankruptcy Court for the District of Delaware entered an order [Docket No. [•]] (the "Committee Information Sharing Procedures Order"), among other things, approving a protocol regarding creditor requests for information. A copy of the Committee Information Sharing Procedures Order may be accessed by clicking here." At the request of the Committee, the Debtors shall as soon as

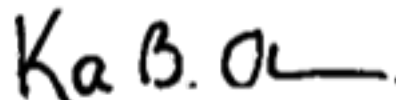
reasonably practicable, instruct their claims and noticing agent for the Chapter 11 Cases to update the foregoing post as necessary and appropriate.

18. The Committee and KCC are authorized to take all actions necessary or appropriate to implement this Order.

19. This Order shall be effective immediately upon its entry by the Court.

20. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: April 29th, 2024
Wilmington, Delaware

Handwritten signature of Karen B. Owens in black ink.

KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE