



ORDERED in the Southern District of Florida on October 16, 2024.

A handwritten signature in black ink that reads "Coral 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
DEBTORS' EXPEDITED MOTION REQUESTING A SCHEDULING
ORDER TO SET THE DATE AND TIME OF THE SALE HEARING,
THE OBJECTION DEADLINE, AND GRANTING RELATED RELIEF**

THIS MATTER came before the Court on Wednesday, October 16, 2024 at 11:00 a.m. (the "Hearing") upon the *Debtors' Expedited Motion Requesting a Scheduling Order to Set the*

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) Care Center Medical Group, LLC (9052); (ii) Care Center Network, LLC (5784); (iii) CCMC Physician Holdings, Inc. (4532); (iv) Clinical Care Pharmacy, LLC (2103); (v) Florida Family Primary Care Center, LLC (5005); (vi) Florida Family Primary Care Center of Pasco, LLC (8570); (vii) Florida Family Primary Care Centers of Orlando, LLC (3086); (viii) Florida Family Primary Care Centers of Pinellas, LLC (7075); (ix) Florida Family Primary Care Centers of Tampa, LLC (0631); (x) MB Medical Operations, LLC (8450); (xi) MB Medical Transport, LLC (3476); (xii) MBMG Holding, LLC (3880); (xiii) MBMG Intermediate Holding, LLC (9320); (xiv) Miami Beach Medical Centers, Inc. (3933); (xv) Miami Beach Medical Consultants, LLC (2737); and (xvi) Miami Medical & Wellness Center, LLC (2474).

Date and Time of the Sale Hearing, the Objection Deadline, and Granting Related Relief [ECF No. 25] (the “Motion”)² filed by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), which requests, among other relief, the entry of an order (this “Order”) setting the date and time of the hearing (the “Sale Hearing”) to consider approval of the *Debtors’ Motion for Entry of an Order (I) Approving Asset Purchase Agreement and Authorizing the Private Sale of Substantially All of the Assets of the Debtors Outside the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of All Liens and Interests Except for Permitted Liens and Assumed Liabilities, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [ECF No. 29] (the “Sale Motion”), the deadline for filing and serving objections to the Motion, including but not limited to the Debtors’ request to enter into and perform under that certain *Asset Purchase Agreement*, dated as of October 12, 2024, which is attached as Exhibit B to the Sale Motion (as may be amended or otherwise modified from time to time and including all related instruments, documents, exhibits, schedules, and agreements thereto, collectively, the “Purchase Agreement”), and granting related relief, all as more fully set forth in the Motion. This Court finds that: (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and venue is proper in this district and in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; (iii) it may enter a final order consistent with Article III of the United States of the Constitution; (iv) notice of the Motion and the Hearing were appropriate under the circumstances and no other or further notice need be provided; (v) the relief requested in the Motion, to the extent granted herein, is in the best interest of the Debtors, their estates, their creditors, and other parties-in-interest; and (vii) upon review of

² Any capitalized term not explicitly defined herein shall have the meaning ascribed to it, as applicable, in (i) Motion, (ii) the Sale Motion, or (ii) the Purchase Agreement (as defined herein).

the record before the Court, including the legal and factual bases set forth in the Motion, 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 certain relief requested in the Motion.

Accordingly, it is hereby **ORDERED** that:

1. The Motion is **GRANTED** to the extent set forth herein.

2. The Sale Hearing shall be held **on Wednesday, November 20, 2024 at 11:00 a.m. (prevailing Eastern Time) at the United States Bankruptcy Court, C. Clyde Atkins United States Courthouse, 301 North Miami Avenue, Courtroom 7, Miami, Florida 33128.** Although the Court will conduct the Sale Hearing in person, any interested party may choose to attend the Sale Hearing remotely using the services of Zoom Video Communications, Inc. ("Zoom"), which permits remote participation by video or by telephone, if the Judge's procedures allow. To participate in the Sale Hearing remotely via Zoom (whether by video or by telephone), you must register in advance no later than 3:00 p.m., one business day before the date of the Sale Hearing. To register, click on the link below or manually enter the following registration link in a browser:

<https://www.zoomgov.com/meeting/register/vJldeGgrDMoHu492kR90ywB25kmNrg5aFg>

The Sale Hearing may be adjourned from time to time by the Debtors, and for the avoidance of any doubt, the Sale Hearing is subject to the right of the Debtors, in the reasonable exercise of their business judgment, to adjourn the Sale Hearing to a later date with the consent of Conviva Medical Center Management, LLC, a Delaware limited liability company that is a controlled affiliate of Humana Inc. ("Buyer"), and KKR Loan Administration Services LLC (the "DIP Agent"), which consent shall not be unreasonably withheld, subject to the availability of the Court and any order of this Court approving DIP financing under the DIP Credit Agreement.

3. **Objections, if any, to the proposed Sale³ of the Purchased Assets⁴ contemplated by the Purchase Agreement to the Buyer, or to any relief requested in the Sale Motion, must: (a) be in writing; (b) state the basis of such objection with specificity; (c) comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules; (d) be filed with the Court on or before 4:00 p.m. (prevailing Eastern Time) on Wednesday, November 13, 2024 (the “Sale Objection Deadline”); and (e) be served, so as to be actually received not later than the Sale Objection Deadline, upon: (1) *the Debtors*, c/o (i) the Chief Restructuring Officer, MERU, LLC, 1175 Peachtree St NE, Building 100 Suite 1000, Atlanta, GA 30361 (Attn: Nicholas K. Campbell, nick@wearemeru.com); and (ii) *proposed bankruptcy counsel for the Debtors*, Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, Florida 33131 (Attn: Paul Steven Singerman, Esq. (singerman@bergersingerman.com), Jordi Guso, Esq. (jguso@bergersingerman.com), Christopher Andrew Jarvinen, Esq. (cjarvinen@bergersingerman.com) and Samuel Capuano, Esq. (scapuano@bergersingerman.com); (2) *counsel for the Buyer*, Laurence Frazen, Esq. (larry.frazen@bclplaw.com) and Michael Goldberg, Esq. (michael.goldberg@akerman.com); (3) *counsel for the DIP Agent and DIP Lenders* (a) Proskauer Rose LLP, One International Place, Boston, Massachusetts 02110 (Attn: Charles A. Dale, Esq. (cdale@proskauer.com)) and Proskauer Rose LLP, Eleven Times Square, New York, New York 10036 (Attn: Vincent Indelicato, Esq. (vindelicato@proskauer.com) and Matthew R. Koch, Esq. (mkoch@proskauer.com)) and (b) Trenam Law, 101 E Kennedy Boulevard, Suite 2700, Tampa, FL 33602 (Attn: Lara Roeske Fernandez, Esq., LFernandez@trenam.com); (3) *the Office of the United States Trustee*, 51 SW First Avenue, Room 1204, Miami, Florida 33130 (Attn: Nathan A.**

³ As such term is defined in the Sale Motion.

⁴ As such term is defined in the Purchase Agreement.

Wheatley, Esq. (nathan.a.wheatley@usdoj.gov)); and (4) counsel to any official committee appointed in the Chapter 11 Cases.

4. Copies of (i) the Sale Motion, (ii) the proposed Purchase Agreement, and (iii) the proposed Sale Order⁵ can be obtained by contacting (1) the Debtors at either (a) *the Chief Restructuring Officer for the Debtors*, c/o Chief Restructuring Officer, MERU, LLC, 1175 Peachtree St NE, Building 100 Suite 1000, Atlanta, GA 30361 (Attn: Nicholas K. Campbell, nick@wearemeru.com), or (b) *the proposed bankruptcy counsel for the Debtors*, Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, Florida 33131 (Attn: Paul Steven Singerman, Esq. (singerman@bergersingerman.com), Jordi Gusó, Esq. (jguso@bergersingerman.com), Christopher Andrew Jarvinen, Esq., (cjarvinen@bergersingerman.com), and Samuel Capuano, Esq. (scapuano@bergersingerman.com)), or (2) obtained without charge from the case website maintained by Epiq Corporate Restructuring, LLC, the Debtors' noticing, claims and solicitation agent in connection with the Chapter 11 Cases, at <https://dm.epiq11.com/CCMC>.

5. For the reasons stated in the Motion and at the Hearing, the Court grants the Debtors' request for shortened notice with respect to the entry of this Order.

6. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 6006(d), 7062, 9014, or any other provisions of the Bankruptcy Rules or the Local Rules stating the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry and no automatic stay shall apply to this Order.

7. The Court shall retain exclusive jurisdiction over any matters related to or arising from the implementation, interpretation and enforcement of this Order.

⁵ As such term is defined in the Sale Motion.

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Submitted by:

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(Attorney Jarvinen 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.)