

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

In re:

LEISURE INVESTMENTS HOLDINGS LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 25-10606 (LSS)

(Jointly Administered)

Docket Ref. No. 6

**ORDER AUTHORIZING ROBERT WAGSTAFF TO ACT AS
FOREIGN REPRESENTATIVE OF THE DEBTORS**

Upon consideration of the motion (the “**Motion**”)² of Leisure Investments Holdings LLC and certain of its affiliates that are debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) for entry of an order, pursuant to sections 105(a) and 1505 of the Bankruptcy Code, authorizing the Debtors’ Chief Restructuring Officer, Robert Wagstaff, or anyone so designated by Mr. Wagstaff, to act as the foreign representative of the Debtors, or any of them, in any court where recognition of the Chapter 11 Cases under chapter 11 of the Bankruptcy Code is deemed appropriate (the “**Foreign Courts**”), and the Court having jurisdiction to consider the matters raised in the Motion pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the Court having authority to hear

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are as follows: Leisure Investments Holdings LLC (7260); Triton Investments Holdings LLC (6416); MS Leisure Company (7257); Icarus Investments Holdings LLC (2636); Ejecutivos de Turismo Sustentable S.A. de C.V. (5CA4); Dolphin Capital Company, S. de R.L. de C.V. (21H8); Dolphin Leisure, Inc. (7073); Dolphin Austral Holdings, S.A. de C.V. (6A13); Aqua Tours, S.A. de C.V. (6586); Viajero Cibernético, S.A. de C.V. (1CZ7); Promotora Garrafón, S.A. de C.V. (0KA2); Marineland Leisure, Inc. (7388); GWMP, LLC (N/A); Gulf World Marine Park, Inc. (0348); and The Dolphin Connection, Inc. (0322). For the purposes of these chapter 11 cases, the address for the Debtors is Leisure Investments Holdings LLC, c/o Riveron Management Services, LLC, 600 Brickell Avenue, Suite 2550, Miami, FL 33131.

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



the matters raised in the Motion pursuant to 28 U.S.C. § 157; and the Court having venue pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Motion and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and sufficient notice of the Motion having been given under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion and the First Day Declaration; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors and their estates; and upon the record herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED to the extent set forth herein.
2. For avoidance of doubt, and to aid and assist any and all Foreign Courts, this Court hereby confirms that (a) the Debtors have commenced the Chapter 11 Cases by their filing of voluntary petitions for relief in this Court under chapter 11 of the Bankruptcy Code; (b) the Chapter 11 Cases are pending before this Court; and (c) the Chapter 11 Cases constitute “foreign proceedings,” as that term is used in Article II(a) of the Model Law on Cross-Border Insolvency adopted by the United Nations Commission on International Trade Law.
3. Mr. Wagstaff is hereby authorized and empowered to (i) act as the “foreign representative” of the Debtors in any Foreign Courts as the Debtors deem necessary or beneficial; (ii) to seek recognition by any Foreign Courts of the Chapter 11 Cases and of certain orders made by the Court in the Chapter 11 Cases from time to time; (iii) to request that any Foreign Courts lend assistance to this Court; (iv) to seek any other appropriate relief from any Foreign Courts or any other court, tribunal, regulatory body, or administrative body having jurisdiction in any other

foreign countries as the Debtors deem just and proper; and (v) designate any person to do any of the preceding.

4. Notwithstanding anything to the contrary herein, the Court makes no findings regarding the Debtors' center of main interest.

5. Notwithstanding any applicability of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

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

7. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.