

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)

**EMERGENCY MOTION FOR ORDERS (I) AUTHORIZING THE
DEBTORS TO PAY CERTAIN PREPETITION WAGES, SALARIES,
AND OTHER ACCRUED COMPENSATION AND BENEFITS ASSOCIATED
WITH THEIR INITIAL PAYROLL AND (II) AUTHORIZING AND
DIRECTING APPLICABLE BANKS AND OTHER FINANCIAL
INSTITUTIONS TO PROCESS AND PAY ALL CHECKS PRESENTED
FOR PAYMENT AND TO HONOR ALL FUNDS TRANSFER REQUESTS
MADE BY THE DEBTORS RELATING TO THE FOREGOING**

Leisure Investments Holdings LLC, and certain of its affiliates (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (collectively, the “**Chapter 11 Cases**”), hereby file this motion (this “**Emergency Motion**”) for entry of an interim order, substantially in the form attached hereto as **Exhibit A** (the “**Interim Order**”), and following the Final Hearing (as defined herein), entry of a final order, in substantially the form attached hereto as **Exhibit B** (the “**Final Order**” and, together with the Interim Order, the “**Proposed Orders**”), (i) authorizing, but not directing, the Debtors to pay certain prepetition employee wages, salaries and other accrued compensation and benefits, (ii) pay, honor, or otherwise remit certain payroll taxes and deductions, and (iii) authorizing and directing applicable banks and other financial

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.



institutions (collectively, the “**Banks**”) to honor and pay all checks and transfers drawn on the Debtors’ accounts to make the foregoing payments. In further support of this Emergency Motion, the Debtors rely upon and incorporate by reference the *Declaration of Steven Robert Strom in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* (the “**First Day Declaration**”) and the declaration of Robert Wagstaff, attached hereto as **Exhibit C**.² In further support of this Emergency Motion, the Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and, pursuant to rule 9013-1(f) of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. The statutory and legal predicates for the relief sought herein are sections 105(a), 363(b), 507(a)(4), and 507(a)(5) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), and rule 6003 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the First Day Declaration.

BACKGROUND

I. General

4. On March 31, 2025 (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief pursuant to chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. No statutory committee of unsecured creditors has been appointed by the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) and no trustee or examiner has been appointed in the Chapter 11 Cases.

6. Additional information regarding the Debtors, including their business operations, their corporate and capital structure, and the events leading to the commencement of the Chapter 11 Cases, is set forth in detail in the First Day Declaration.

II. Access to the Debtors’ Books and Records

7. As discussed in the First Day Declaration and at the “first day” hearing held on April 2, 2025 (the “**First Day Hearing**”), the Debtors’ existing board of directors/managers and officers were recently appointed after the Prepetition First Lien Noteholders exercised their collateral rights to remove the Debtors’ prior management. First Day Declaration at ¶ 13. Accordingly, since immediately before the Petition Date, the Debtors have been diligently identifying, and obtaining access to, the Debtors’ books and records and facilities, all while concurrently prosecuting proceedings in Mexico to assert operational control over the Debtors’ Mexican headquarters and other facilities. While exerting control over the Debtors’ books, records, and facilities has proven challenging, the Debtors have made significant progress, including obtaining access to and inspecting the Debtors’ domestic facilities, interviewing

operational management personnel, and beginning to obtain financial and operational records that are necessary to construct a 13-week cash flow and budget.

8. Of immediate concern, the Debtors have an upcoming payroll that must be paid on Tuesday, April 15, 2025 (the “**Initial Payroll**”). Although the Debtors are continuing to collect the documentation and other records associated with the compensation and benefits that the Debtors offer their employees, the Debtors have determined in their business judgment that it is critically important that payroll be funded and employees paid in the ordinary course so that the Debtors can continue to stabilize operations, gain the trust of their employees, and mitigate any uncertainty and disruption that the filing of the Chapter 11 Cases may impose. Failure to satisfy such obligations would undermine the Debtors’ chapter 11 strategy and efforts to preserve and maximize the value of the Debtors’ assets and operations, which would cause immediate and irreparable harm to the Debtors’ estates. Accordingly, the Debtors seek to honor and otherwise satisfy their obligations associated with the Initial Payroll, including obligations that accrued prepetition, subject to a cap of \$514,000.

9. The Debtors’ have filed this Motion on an emergency basis requesting only limited relief to ensure that the Initial Payroll can be honored without delay. Once additional information is obtained and assessed, the Debtors intend to file in the near-term a more comprehensive request, seeking authority to continue to honor and otherwise satisfy their workforce-related obligations, including health benefits and other programs.

III. Employee Wages and Compensation

10. The Debtors’ domestic operations comprise four marine parks located in Florida: (a) Gulf World Marine Park, (b) Marineland, (c) Dolphin Connection, and (d) the Miami Seaquarium (collectively, the “**Domestic Parks**”). The Debtors offer unique opportunities for

individuals to experience marine life firsthand. Beginning in 1969, Gulf World, located in Panama City Beach, Florida, has provided habitat for bottlenose and rough-toothed dolphins, sea lions, penguins, harbor seals, and various birds and reptiles. In 2019, the Debtors acquired Marineland, which is an oceanarium located in St. Augustine, Florida that is home to various dolphins, fish and tortoises. Dolphin Connection is located in Duck Key, Florida, and provides a natural saltwater lagoon for various dolphin species. The Miami Seaquarium provides habitats for various dolphins, seal lions, seals, fish, sharks, sea turtles, birds, reptiles, rays, and manatees.

a. The Debtors' U.S. Workforce

11. To operate the Domestic Parks, the Debtors employ approximately 230 employees in the United States (each an “**Employee**” and, collectively, the “**Employees**”), approximately one-third of which are paid based on an annual salary, and the remainder are paid hourly. The Debtors provide full-time employment to approximately 102 Employees, with the remainder employed on a part-time or seasonal basis.

12. The Employees possess the institutional knowledge, experience, and skills necessary to support the Debtors' business operations during the chapter 11 process. The Employees are essential to the operation of the Debtors' business and, absent an order granting the relief requested by this Emergency Motion, the Employees will suffer undue hardship and, in many instances, serious financial difficulties, thereby causing substantial disruption to the Debtors' operations and business affairs. Accordingly, absent the relief requested herein, the Employees will not receive their weekly pay as expected, which will result in immediate and irreparable harm to the Debtors and their estates.

b. The Initial Payroll

13. As of the Petition Date, the Debtors' gross aggregate compensation liability for U.S.-based Employees was approximately \$425,000, of which approximately \$200,000 relates to the prepetition period. The Debtors payroll obligations primarily comprise wages, certain health benefit obligations, taxes, and payroll processing fees (the "**Compensation Obligations**"). No individual Employee or Independent Contractor will be paid more than \$15,150, in the aggregate, for any unpaid wages and compensation.

14. Employees are generally paid on a biweekly basis, via direct deposit. The Debtors' pay their employees in arrears, nine days after each pay period. The Initial Payroll covers the pay period beginning on March 24, 2025 through and including April 6, 2025.

15. The Debtors utilize two payment processors, Paymaster Inc. and Automatic Data Processing, Inc. (collectively, the "**Payroll Processors**"), to administer their payroll. The Payroll Processors' services are critical to the smooth functioning of the Debtors' payroll process, and therefore to the Debtors' business operations generally. The Debtors pay the Payroll Processors approximately \$5,000 per month in fees for their services (the "**Payroll Processing Fees**"). The Debtors seek authority to satisfy any Payroll Processing Fees necessary to administer the Initial Payroll.

c. Payroll Deductions and Taxes

16. The Debtors routinely deduct certain amounts from the Employees' compensation that represent earnings that judicial or government authorities, or the Employees, have designated for deduction, including, but not limited to: (i) garnishments, child support, and similar deductions, and (ii) deductions payable pursuant to certain health care benefits, insurance

premiums, legally ordered deductions, and other miscellaneous deductions (collectively, the “**Wage Deductions**”), and forward those amounts to various third-party recipients.

17. On average, the Debtors historically deducted, in the aggregate, approximately \$1,500 biweekly in Wage Deductions from Employees’ pay. The Debtors believe that, as of the Petition Date, approximately \$1,500 has not been remitted to the various third-party recipients on account of the Wage Deductions associated with the Initial Payroll.

18. Accordingly, the Debtors seek authority to continue to forward prepetition Wage Deductions to the applicable third-party recipients on a postpetition basis in the ordinary course of their business, as routinely done prior to the Petition Date.

19. Furthermore, the Debtors are required by law to withhold from the Employees’ pay certain amounts related to, among other things, federal, state, and local income taxes and social security and Medicare taxes (collectively, the “**Trust Fund Taxes**”) for remittance to the appropriate federal, state, or local taxing authorities. The Debtors must then match from their own funds for social security and Medicare taxes and pay, based upon a percentage of gross payroll, additional amounts for state and federal unemployment insurance (the “**Payroll Taxes**”). The Debtors remit Trust Fund Taxes and Payroll Taxes to the Payroll Processor after each payroll, and the Payroll Processors hold such amounts until they are paid to the appropriate authority.

20. The Debtors believe that, as of the Petition Date, approximately \$85,000 is outstanding on account of the Trust Fund Taxes and the Payroll Taxes. The Debtors seek to remit and pay such amounts in the ordinary course of business, for the reasons set forth herein.

RELIEF REQUESTED

21. By this Emergency Motion, the Debtors request entry of the Proposed Orders (i) authorizing (but not directing) the Debtors to (a) pay or otherwise satisfy the Compensation Obligations and Payroll Processing Fees, and (b) pay, satisfy, or remit, as applicable, the Wage Deductions, Trust Fund Taxes, and Payroll Taxes (all such obligations in respect of (a) and (b), collectively, the “**Emergency Employee Obligations**”) and all costs incident thereto in the ordinary course of business, including, without limitation, amounts determined to be related to the period prior to the Petition Date; and (ii) authorizing and directing the Banks to honor and process check and electronic transfer requests related to any of the foregoing.

BASIS FOR RELIEF

I. The Court Should Authorize the Debtors, in Their Discretion, to Pay or Otherwise Honor the Emergency Employee Obligations

22. The Debtors seek the relief requested herein because any delay in paying or otherwise honoring the Emergency Employee Obligations could severely disrupt the Debtors’ operations and relationship with the Employees, and irreparably impair the Employees’ morale at a time when their continued dedication, confidence, and cooperation are most critical to the Debtors and the success of the Chapter 11 Cases. The Debtors face the risk that the success of these cases and their ability to operate their business may be severely jeopardized if the Debtors are not immediately granted authority to satisfy the Emergency Employee Obligations. Absent the requested relief, the Employees would suffer great hardship and, in many instances, financial difficulties since the compensation sought to be paid is necessary to enable the Employees to meet their personal obligations. Additionally, without the requested relief, the Debtors’ stability would be undermined by the potential threat that otherwise Employees at all levels would seek other employment.

23. Pursuant to § 507(a)(4) of the Bankruptcy Code, each Employee may be granted a priority claim for:

allowed unsecured claims, but only to the extent of \$15,150 for each individual or corporation, as the case may be, earned within 180 days before the date of the filing of the petition or the date of the cessation of the debtor's business, whichever occurs first, for—

- (A) wages, salaries, or commissions, including vacation, severance, and sick leave pay earned by an individual; or
- (B) sales commissions earned by an individual or by a corporation with only 1 employee, acting as an independent contractor in the sale of goods or services for the debtor in the ordinary course of the debtor's business if, and only if, during the 12 months preceding that date, at least 75 percent of the amount that the individual or corporation earned by acting as an independent contractor in the sale of goods or services was earned from the debtor.

11 U.S.C. § 507(a)(4).

24. Likewise, under section 507(a)(5) of the Bankruptcy Code, Employees may ultimately be granted a priority claim for:

allowed unsecured claims for contributions to an employee benefit plan—

- (A) arising from services rendered within 180 days before the date of the filing of the petition or the date of the cessation of the debtor's business, whichever occurs first; but only
- (B) for each such plan, to the extent of—
 - (i) the number of employees covered by each such plan multiplied by \$15,150; less
 - (ii) the aggregate amount paid to such employees under paragraph (4) of this subsection, plus the aggregate amount paid by the estate on behalf of such employees to any other employee benefit plan.

11 U.S.C § 507(a)(5).

25. The Debtors believe that the Emergency Employee Obligations are entitled to priority status under §§ 507(a)(4) and 507(a)(5) of the Bankruptcy Code and individually do not exceed \$15,150 per Employee. The Debtors would therefore be required to pay these claims in full to confirm any chapter 11 plan. *See* 11 U.S.C. § 1129(a)(9)(B) (requiring payment of certain allowed unsecured claims for wages, salaries, and commissions, and certain allowed unsecured claims for contributions to an employee benefit plan). Thus, granting the relief requested herein would only affect the timing, and not the amount, of the payment of such amounts to the extent that they constitute priority claims.

26. Additionally, the failure to pay the Trust Fund Taxes and Payroll Taxes could result in tax liabilities and penalties for both the Employees and the Debtors, and potentially to the Debtors' directors and officers. Likewise, the failure to transmit the Wage Deductions can cause hardship to certain Employees and create an administrative burden for the Debtors. Indeed, if the Debtors were prohibited from transmitting such deductions, the Debtors would expect inquiries from garnishors regarding the Debtors' failure to submit, among other things, child support and alimony payments that are not the Debtors' property, but, rather, have been withheld from Employees' paychecks on such parties' behalf. Further, if the Debtors cannot remit these amounts, the Employees may face legal action due to the Debtors' failure to submit such payments.

II. The Court Should Authorize the Banks to Honor and Process the Debtors' Payments on Account of the Employee Wages and Benefits

27. The Debtors also request that the Court authorize the Banks, when requested by the Debtors, in their discretion, to honor and process checks or electronic fund transfers drawn on the Debtors' bank accounts to pay prepetition obligations described herein, whether such checks or other requests were submitted prior to, or after, the Petition Date, provided that

sufficient funds are available in the applicable bank accounts to make such payments. The Debtors further request that all of the Banks be authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved pursuant to this Emergency Motion.

SATISFACTION OF BANKRUPTCY RULE 6003(b)

28. The Debtors submit that, consistent with Bankruptcy Rule 6003(b), immediate entry of an order approving payment of the Emergency Employee Obligations is necessary to avoid immediate and irreparable harm to the Debtors and their estates, in addition to the Employees. Preservation of the value of the estate depends upon a stable work force. Thus, any significant number of Employee departures or deterioration in morale at this time will substantially and adversely impact the Debtors' businesses and result in immediate and irreparable harm to the estates and their creditors. There is a real, immediate risk that if the Debtors are not authorized to satisfy the Emergency Employee Obligations, Employees would no longer support and maintain the operations of the Debtors, thereby crippling the Debtors' business operations and instantly destroying the prospects of a successful chapter 11 process. Cause therefore exists for the Court to grant the relief requested herein immediately, as permitted by Bankruptcy Rule 6003.

29. Authorization to pay any amounts under this Emergency Motion shall not be deemed to constitute postpetition assumption or adoption of any contract, program, or policy pursuant to § 365 of the Bankruptcy Code. The Debtors are in the process of reviewing these matters and reserve all their rights under the Bankruptcy Code with respect thereto. Moreover, authorization to pay all amounts under this Emergency Motion shall not affect the Debtors' rights to contest the amount or validity of any of the Emergency Employee Obligations.

NOTICE

30. Notice of this Emergency Motion will be provided to: (a) the U.S. Trustee; (b) the Debtors' 20 largest unsecured creditors (excluding insiders), once identified; (c) the Internal Revenue Service; (d) the United States Attorney's Office for the District of Delaware and all other states in which the Debtors operate; (e) the Office of the Attorney General for the State of Florida; (f) the County Attorney's Office for Miami Dade County and Bay County, Florida; (g) counsel to the Prepetition First Lien Noteholders and DIP Lenders; (h) counsel to the DIP Agent; (i) counsel to the Prepetition Second Lien Noteholders; (j) counsel to the Prepetition First Lien Collateral Agent and the Prepetition Second Lien Collateral Agent; and (k) all parties that have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

[Remainder of Page Intentionally Left Blank]

CONCLUSION

WHEREFORE, the Debtors respectfully request that this Court enter the Proposed Orders, substantially in the forms annexed hereto as **Exhibit A** and **Exhibit B**, granting the relief requested herein and such other and further relief as is just and proper.

Dated: April 14, 2025

/s/ Allison S. Mielke

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Robert S. Brady (No. 2847)

Sean T. Greecher (No. 4484)

Allison S. Mielke (No. 5934)

Jared W. Kochenash (No. 6557)

Rodney Square

1000 North King Street

Wilmington, Delaware 19801

Telephone: (302) 571-6600

Email: rbrady@ycst.com

sgreecher@ycst.com

amielke@ycst.com

jkochenash@ycst.com

Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed Interim Order

**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. ____

**INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO PAY
CERTAIN PREPETITION WAGES, SALARIES, AND OTHER ACCRUED
COMPENSATION AND BENEFITS ASSOCIATED WITH THEIR INITIAL
PAYROLL AND (II) AUTHORIZING AND DIRECTING APPLICABLE
BANKS AND OTHER FINANCIAL INSTITUTIONS TO PROCESS AND PAY
ALL CHECKS PRESENTED FOR PAYMENT AND TO HONOR
ALL FUNDS TRANSFER REQUESTS MADE BY THE
DEBTORS RELATING TO THE FOREGOING**

Upon consideration of the emergency motion (the “**Emergency Motion**”)² of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an interim order (this “**Order**”) (i) authorizing, but not directing, the Debtors to (a) pay certain prepetition employee wages, salaries and other accrued compensation, and (b) pay, honor, or otherwise remit certain payroll taxes and deductions, and (ii) authorizing and directing applicable banks and other financial institutions to honor and pay all checks and transfers drawn on the Debtors’ accounts to make the foregoing payments; and upon the First Day Declaration and the Wagstaff Declaration; and upon the statements of counsel made in support of the relief requested in the

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 not defined herein shall have the meanings ascribed to them in the Emergency Motion.

Motion at the hearing before this Court; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 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 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 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 Emergency Motion is granted on an interim basis to the extent set forth herein.
2. A final hearing on the relief sought in the Emergency Motion shall be held on **May 5, 2025 at 10:00 a.m. (ET)** (the “**Final Hearing**”). Any objection to the relief sought at the Final Hearing must be filed with the Court **on or before 4:00 p.m. (ET) on April 28, 2025**, and served on the following parties: (i) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Sean T. Greecher (sgreecher@ycst.com), Allison S. Mielke (amielke@ycst.com), and Jared W. Kochenash (jkochenash@ycst.com); (ii) the Office of the United States Trustee for the District of Delaware, Attn: Benjamin A. Hackman (Benjamin.A.Hackman@usdoj.gov); (iii) counsel to the Prepetition First Lien Noteholders and the DIP Lenders, Baker & McKenzie LLP, Attn: Paul

J. Keenan, Jr. (paul.keenan@bakermckenzie.com), 452 Fifth Avenue, New York, NY 10018; (iv) counsel to the Prepetition Second Lien Noteholders, Latham & Watkins LLP, Attn: James Ktsanes (james.ktsanes@lw.com); (v) counsel to the DIP Agent, the Prepetition First Lien Agent, and the Prepetition Second Lien Agent, Troutman Pepper Locke, LLP, Attn: Adrienne K. Walker (awalker@troutman.com), 111 Huntington Avenue Boston, MA 02199; and (vi) counsel to any statutory committee appointed in these chapter 11 cases. If no objections are timely received, the Court may enter a final order without need for the Final Hearing.

3. The Debtors are authorized, but not obligated or directed, in the reasonable exercise of their business judgment, to pay and honor amounts on account of the Emergency Employee Obligations in an amount not to exceed \$514,000, subject to the \$15,150 limit on priority claims under §§ 507(a)(4) and 507(a)(5) of the Bankruptcy Code.

4. Nothing in the Emergency Motion or this Order shall be deemed to violate or permit a violation of § 503(c) of the Bankruptcy Code.

5. All applicable Banks are authorized and directed, when requested by the Debtors and in the Debtors' sole discretion, to receive, process, honor, and pay any and all checks or drafts drawn on the Debtors' accounts related to the Emergency Employee Obligations, and make other transfers, provided that sufficient funds are available in the applicable accounts whether deposited prepetition or postpetition to make the payments.

6. Authorization to pay all amounts on account of the Emergency Employee Obligations shall not affect the Debtors' rights to contest the amount or validity of any of the Emergency Employee Obligations.

7. Nothing in this Order or the Emergency Motion shall constitute a rejection or assumption by the Debtors, as debtors in possession, of any executory contract or unexpired lease by virtue of reference to any such contract or lease in the Emergency Motion.

8. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

9. The requirements of Bankruptcy Rule 6003(b) are satisfied.

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

11. This Order shall be deemed entered on the docket of, and effective with respect to, any chapter 11 case filed after the entry of this order that is jointly administered with the Chapter 11 Cases.

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

EXHIBIT B

Proposed Final Order

**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. Nos. ____ & ____

**FINAL ORDER (A) AUTHORIZING, BUT NOT DIRECTING,
THE DEBTORS TO PAY CERTAIN PREPETITION WAGES, SALARIES,
AND OTHER ACCRUED COMPENSATION ASSOCIATED WITH THEIR
INITIAL PAYROLL AND (B) AUTHORIZING AND DIRECTING
APPLICABLE BANKS AND OTHER FINANCIAL INSTITUTIONS
TO PROCESS AND PAY ALL CHECKS PRESENTED FOR PAYMENT
AND TO HONOR ALL FUNDS TRANSFER REQUESTS MADE
BY THE DEBTORS RELATING TO THE FOREGOING**

Upon consideration of this emergency motion (the “**Emergency Motion**”)² of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for entry of a final order (the “**Order**”) (i) authorizing, but not directing, the Debtors, in accordance with their stated policies, to pay certain prepetition employee wages, salaries and other accrued compensation and (ii) authorizing and directing applicable banks and other financial institutions to honor and pay all checks and transfers drawn on the Debtors’ accounts to make the foregoing payments; and upon the First Day Declaration; and upon the statements of counsel made in support of the relief requested in the Motion at the hearing before this Court; and it appearing

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 not defined herein shall have the meanings ascribed to them in the Emergency Motion.

that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 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 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 Emergency Motion is granted on to the extent set forth herein.
2. The Debtors are authorized, but not obligated or directed, in the reasonable exercise of their business judgment, to pay and honor amounts on account of the Emergency Employee Obligations in an amount not to exceed \$514,000, subject to the \$15,150 limit on priority claims under §§ 507(a)(4) and 507(a)(5) of the Bankruptcy Code.
3. Nothing in the Emergency Motion or this Order shall be deemed to violate or permit a violation of § 503(c) of the Bankruptcy Code.
4. All applicable Disbursement Banks are authorized and directed, when requested by the Debtors and in the Debtors' sole discretion, to receive, process, honor, and pay any and all checks or drafts drawn on the Debtors' accounts related to the Emergency Employee

Obligations, and make other transfers, provided that sufficient funds are available in the applicable accounts whether deposited prepetition or postpetition to make the payments.

5. Authorization to pay all amounts on account of the Emergency Employee Obligations shall not affect the Debtors' rights to contest the amount or validity of any of the Emergency Employee Obligations.

6. Nothing contained in this Order or the Emergency Motion shall constitute a rejection or assumption by the Debtors as debtors in possession, of any executory contract or unexpired lease by virtue of reference to any such contract or lease in the Emergency Motion.

7. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

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

9. This Order shall be deemed entered on the docket of, and effective with respect to, any chapter 11 case filed after the entry of this Order that is jointly administered with the Chapter 11 Cases.

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

EXHIBIT C

Wagstaff Declaration

**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)

**DECLARATION OF ROBERT WAGSTAFF IN SUPPORT OF DEBTORS’
EMERGENCY MOTION FOR ORDERS (I) AUTHORIZING THE
DEBTORS TO PAY CERTAIN PREPETITION WAGES, SALARIES,
AND OTHER ACCRUED COMPENSATION AND BENEFITS ASSOCIATED
WITH THEIR INITIAL PAYROLL AND (II) AUTHORIZING AND
DIRECTING APPLICABLE BANKS AND OTHER FINANCIAL
INSTITUTIONS TO PROCESS AND PAY ALL CHECKS PRESENTED
FOR PAYMENT AND TO HONOR ALL FUNDS TRANSFER REQUESTS
MADE BY THE DEBTORS RELATING TO THE FOREGOING**

I, Robert Wagstaff, under penalty of perjury, declare as follows:

1. I am a Managing Director at Riveron Management Services, LLC (“**RMS**”), and am duly authorized to execute this declaration (this “**Declaration**”) on behalf of RMS. In addition, I have been employed and retained to serve as the Chief Restructuring Officer (“**CRO**”) of the Debtors. I submit this Declaration in support of the *Emergency Motion for Orders (I) Authorizing the Debtors to Pay Certain Prepetition Wages, Salaries, and Other Accrued Compensation and Benefits Associated with Their Initial Payroll and (II) Authorizing and Directing Applicable Banks and Other Financial Institutions to Process and Pay All Checks*

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.

Presented for Payment and to Honor All Funds Transfer Requests Made by the Debtors Related to the Foregoing (the “**Emergency Motion**”),² pursuant to which the Debtors are seeking entry of interim and final orders, (i) authorizing, but not directing, the Debtors to pay certain prepetition employee wages, salaries and other accrued compensation and benefits, (ii) pay, honor, or otherwise remit certain payroll taxes and deductions, and (iii) authorizing and directing applicable banks and other financial institutions (collectively, the “**Banks**”) to honor and pay all checks and transfers drawn on the Debtors’ accounts to make the foregoing payments.

2. I am familiar with the day-to-day operations and business and financial affairs of the Debtors, to the extent that information is currently available with respect thereto. All facts set forth in the Declaration are based upon my personal knowledge of the Debtors’ operations and financing, information learned from my review of relevant documents, information supplied to me from members of the Debtors’ management or the Debtors’ advisors, or my opinion based on my knowledge, experience and information concerning the Debtors’ operations and financial condition. If called to testify, I could and would testify competently to the matters set forth in this Declaration.

3. On March 31, 2025 (the “**Petition Date**”), the Debtors commenced voluntary cases (collectively, the “**Chapter 11 Cases**”) for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”). On the Petition Date, the Debtors submitted the *Declaration of Steven Robert Strom in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* [Docket No. 10] (the “**First Day Declaration**”).

4. As discussed in the First Day Declaration and at the “first day” hearing held on April 2, 2025 (the “**First Day Hearing**”), the Debtors’ existing board of directors/managers and

² Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Application.

officers were recently appointed after the Prepetition First Lien Noteholders exercised their collateral rights to remove the Debtors' prior management. Accordingly, since immediately before the Petition Date, the Debtors have been diligently identifying, and obtaining access to, the Debtors' books and records and facilities, all while concurrently prosecuting proceedings in Mexico to assert operational control over the Debtors' Mexican headquarters and other facilities.

5. Since the commencement of the Chapter 11 Cases, I have become familiar, to the extent possible, with the Debtors' domestic payroll and workforce needs. In the ordinary course of business, the Debtors must honor and otherwise satisfy payroll obligations for their upcoming payroll, which will need to be paid on Tuesday, April 15, 2025, for the pay period beginning on March 24, 2025 through and including April 6, 2025, as detailed further below. It is critical that the Debtors honor the upcoming payroll, on time and in full, to minimize disruption at the Debtors' parks and facilities and promote the Debtors' efforts to stabilize and improve the Debtors' ongoing operations.

The Debtors' U.S. Workforce

6. The Debtors' domestic operations comprise four marine parks located in Florida: (a) Gulf World Marine Park, (b) Marineland, (c) Dolphin Connection, and (d) the Miami Seaquarium (collectively, the "**Domestic Parks**"). The Debtors offer unique opportunities for individuals to experience marine life firsthand. Beginning in 1969, Gulf World, located in Panama City Beach, Florida, has provided habitat for bottlenose and rough-toothed dolphins, sea lions, penguins, harbor seals, and various birds and reptiles. In 2019, the Debtors acquired Marineland, which is an oceanarium located in St. Augustine, Florida that is home to various dolphins, fish and tortoises. Dolphin Connection is located in Duck Key, Florida, and provides a

natural saltwater lagoon for various dolphin species. The Miami Seaquarium provides habitats for various dolphins, seal lions, seals, fish, sharks, sea turtles, birds, reptiles, rays, and manatees.

7. To operate the Domestic Parks, the Debtors employ approximately 230 employees in the United States (each an “**Employee**” and, collectively, the “**Employees**”), approximately one-third of which are paid based on an annual salary, and the remainder are paid hourly. The Debtors provide full-time employment to approximately 102 Employees, with the remainder employed on a part-time or seasonal basis.

8. The Employees possess the institutional knowledge, experience, and skills necessary to support the Debtors’ business operations during the chapter 11 process. The Employees are essential to the operation of the Debtors’ business and, absent an order granting the relief requested by this Emergency Motion, the Employees will suffer undue hardship and, in many instances, serious financial difficulties, thereby causing substantial disruption to the Debtors’ operations and business affairs. Accordingly, absent the relief requested by the Emergency Motion, the Employees will not receive their weekly pay as expected, which will result in immediate and irreparable harm to the Debtors and their estates.

The Initial Payroll

9. As of the Petition Date, the Debtors’ gross aggregate compensation liability for U.S.-based Employees was approximately \$425,000, primarily comprising wages, certain health benefit obligations, taxes, and payroll processing fees (the “**Compensation Obligations**”). No individual Employee or Independent Contractor will be paid more than \$15,150, in the aggregate, for any unpaid wages and compensation.

10. Employees are generally paid on a biweekly basis, via direct deposit. The Debtors' pay their employees in arrears, nine days after each pay period. The Initial Payroll covers the pay period beginning on March 24, 2025 through and including April 6, 2025.

11. The Debtors utilize two payment processors, Paymaster Inc. and Automatic Data Processing, Inc. (collectively, the "**Payroll Processors**"), to administer their payroll. The Payroll Processors' services are critical to the smooth functioning of the Debtors' payroll process, and therefore to the Debtors' business operations generally. The Debtors pay the Payroll Processors approximately \$5,000 per month in fees for their services (the "**Payroll Processing Fees**"). The Debtors seek authority to satisfy any Payroll Processing Fees necessary to administer the Initial Payroll.

Payroll Deductions and Taxes

12. The Debtors routinely deduct certain amounts from the Employees' compensation that represent earnings that judicial or government authorities, or the Employees, have designated for deduction, including, but not limited to: (i) garnishments, child support, and similar deductions, and (ii) deductions payable pursuant to certain health care benefits, insurance premiums, legally ordered deductions, and other miscellaneous deductions (collectively, the "**Wage Deductions**"), and forward those amounts to various third-party recipients.

13. On average, the Debtors historically deducted, in the aggregate, approximately \$1,500 biweekly in Wage Deductions from Employees' pay. The Debtors believe that, as of the Petition Date, approximately \$1,500 has not been remitted to the various third-party recipients on account of the Wage Deductions associated with the Initial Payroll.

14. Furthermore, the Debtors are required by law to withhold from the Employees' pay certain amounts related to, among other things, federal, state, and local income taxes and

social security and Medicare taxes (collectively, the “**Trust Fund Taxes**”) for remittance to the appropriate federal, state, or local taxing authorities. The Debtors must then match from their own funds for social security and Medicare taxes and pay, based upon a percentage of gross payroll, additional amounts for state and federal unemployment insurance (the “**Payroll Taxes**”). The Debtors remit Trust Fund Taxes and Payroll Taxes to the Payroll Processor after each payroll, and the Payroll Processors hold such amounts until they are paid to the appropriate authority.

15. The Debtors believe that, as of the Petition Date, approximately \$85,000 is outstanding on account of the Trust Fund Taxes and the Payroll Taxes.

16. The relief requested in the Emergency Motion reflects an appropriate and reasonable exercise of the Debtors’ business judgment. As such, I believe that the relief requested in the Emergency Motion should be granted.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: April 14, 2025

/s/ Robert Wagstaff

Robert Wagstaff
Chief Restructuring Officer