

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)

Requested Hearing Date:
April 25, 2025 at 1:00 p.m. (ET)

Requested Objection Deadline:
At The Hearing

**DEBTORS' MOTION FOR ORDER PURSUANT TO SECTIONS 105(a) AND
363(b) OF THE BANKRUPTCY CODE AUTHORIZING THE DEBTORS
TO PAY ADVANCE RETAINERS TO MEXICAN COUNSEL**

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 “**Motion**”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”), authorizing the Debtors to pay an advance retainer (collectively, the “**Retainers**”) to each of the law firms of Nassar Lozano y Asociados, S.C. (“**Nassar**”) and Guerra González y Asociados S.C. (“**Guerra**” and together with Nassar, the “**Mexican Counsel**”), in the amount of \$100,000 and \$200,000, respectively, for the reasonable fees and expenses incurred by the Mexican Counsel in support of contentious and ongoing litigation pending in Mexico, as detailed below. In support of this Motion, the Debtors rely upon and incorporate by reference the *Declaration of Steven Robert Strom in Support of the*

¹ Due to the large number of Debtors in these chapter 11 cases a complete list of the Debtors is not provided herein. A complete list of the Debtors along with the last four digits of their tax identification numbers, where applicable, may be obtained on the website of the Debtors’ noticing and claims agent at <https://veritaglobal.net/dolphinco>, or by contacting counsel for the Debtors. 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.



Debtors' Chapter 11 Petitions and First Day Pleadings [Docket No. 10] (the “**First Day Declaration**”) and the declaration of Robert Wagstaff, attached hereto as **Exhibit B** (the “**Wagstaff Declaration**”).² In further support of this 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) and 363(b) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), and rule 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

PRELIMINARY STATEMENT

4. As detailed in the First Day Declaration and other pleadings before the Court, immediately prior to the Commencement Date, the Debtors underwent a series of corporate

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

governance changes, including replacing the Debtors then-existing officers and directors with independent third-party professionals. While these changes were undertaken to stabilize the Debtors' operations and prepare for their restructuring, the Debtors' efforts have been frustrated by the interference of prior management personnel (the "**Prior Management**") including the Debtors' former Chief Executive Officer, Eduardo Albor (the "**Former CEO**"). During the pendency of the Chapter 11 Cases, Mr. Albor has repeatedly attempted to assert control over the Debtors and their assets, including denying the Debtors access to their own books and records and physically seizing the Debtors' Mexican headquarters (the "**Headquarters**") with an armed party, all in direct violation of court orders in both the United States and Mexico. The Debtors cannot maintain the ordinary operations of their businesses, let alone work toward a successful reorganization, without safe access to their own records and property.

5. The Former CEO's actions required the Debtors to retain the Mexican Counsel, which have worked tirelessly to commence, prosecute, and defend various proceedings on the Debtors' behalf, including with respect to the following, among other matters (collectively, the "**Mexican Proceedings**"):

- (a) **Concurso Mercantil**. On December 30, 2024, Debtor Controladora purported to file a petition under Mexico's *Ley de Concursos Mercantiles* to voluntarily subject itself to a *concurso mercantil* (the "**Concurso Mercantil**"), a business reorganization proceeding under the laws of Mexico, similar in some respects to chapter 11 under the Bankruptcy Code. On April 14, 2025, the Second District Court in Commercial Bankruptcy Matters dismissed the Concurso Mercantil, determining, among other things, that it was filed without proper corporate authorization. See Certification of Dismissal (including an unofficial English translation), attached hereto as **Exhibit C**.
- (b) **Injunction**. On April 4, 2025, the Superior Court of Justice of Mexico City issued an order (the "**Injunction**") authorizing Steven Strom, Mr. Wagstaff, and Riveron to access and control the Debtors' bank accounts, records, tokens, documents, contracts, servers, computer programs, business software, human resources controls, and any instrument or document and resources that are necessary to carry out the Debtors' business obligations and operations. The Injunction also ordered the Former CEO and the Debtors' prior management not to present themselves as

representatives of the Debtors, carry out or instruct any act to be carried out on behalf of the Debtors, and allow the Debtors access to the resources necessary to carry out the Debtors' business obligations and operations. *See* Injunction (including an unofficial English translation), attached hereto as **Exhibit D**.

- (c) **Other Matters.** The Debtors anticipate that additional proceedings will be commenced, including various appeals, enforcement proceedings, and further requests for injunctive relief, in connection with the relief already obtained.

6. The volume and expedited nature of the Mexican Proceedings have already required the Mexican Counsel to expend significant amounts of time and resources on the Debtors' behalf, and it appears that such expenditures will continue to be necessary into the near future. The Debtors believe that it is neither appropriate, nor standard under local customs, to expect Mexican Counsel to maintain their intense efforts and incur the substantial expense required by the Mexican Proceedings without timely compensation of their fees and expenses. Payment of the Retainers to Mexican Counsel, subject to approval of Mexican Counsel's retention in the Chapter 11 Cases, will enable Mexican Counsel to continue to protect the Debtors' interests in, and prosecute the Debtors' rights with respect to, the Mexican Proceedings.

7. The Debtors believe that Mexican Counsel are eminently qualified and that they possess the requisite licensing and understanding of the Mexican legal system to effectively represent them. Moreover, both firms have expertise in the issues at play in the Mexican proceedings and have developed an extensive understanding of the Debtors' business operations, meaning it would be extremely difficult for the Debtors to find local counsel of similar ability on short notice.

8. As such, the Debtors believe that payment of the Retainers to Mexican Counsel is warranted to ensure their uninterrupted services and avoid harm to the Debtors' estates. The Debtors propose that the Retainers be paid subject to claw back in the event that the Mexican Counsel does not perform the required services or in the unlikely event that Mexican Counsel's retention is not

approved in the Chapter 11 Cases, and that all payments made to Mexican Counsel other than the Retainers be subject in all respects to the procedures set forth in any order entered by the Court with respect to the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief* [Docket No. 59]. Accordingly, the Debtors request that they be authorized to pay the Retainers to the Mexican Counsel.

BACKGROUND

A. General Background

9. The Debtors operate recreational attractions focusing on dolphin and other live-animal encounters and habitats under the trade name, “The Dolphin Company.” As of 2023, approximately 2,400 animals—including 295 dolphins, 51 sea lions, 18 manatees, and 18 seals—reside in the Debtors’ facilities. The Dolphin Company operates more than thirty attractions in eight countries including the United States and Mexico. Worldwide, the Company employs more than 2,600 people and in 2023 had more than 3.5 million visitors.

10. On March 31, 2025 (the “**Commencement Date**”), certain of the Debtors filed voluntary petitions for relief pursuant to chapter 11 of the Bankruptcy Code. On April 16, 2025, Controladora Dolphin, S.A. de C.V. (“**Controladora**”) also filed a voluntary petition for relief pursuant to chapter 11 of the Bankruptcy Code. The Chapter 11 Cases are being jointly administered for procedural purposes only. *See* Docket Nos. 32 & 68.

11. 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.

12. 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, are set forth in detail in the First Day Declaration.

B. The Debtors' Attempts to Access Their Property and the Ongoing Litigation

13. Beginning on March 18, 2025, each Debtor underwent a series of governance changes replacing all of the Debtors' existing directors and officers.³ Immediately thereafter, the Debtors' new directors and officers and their professionals commenced work to stabilize operations and secure the Debtors' assets. Certain of the Debtors' Prior Management, led by the Former CEO, refused to cooperate, rejected the Debtors' governance changes, and retained control over much of the Debtors' property, including, among others, documents, technology, and email systems.

14. However, to properly discharge their duties and operate their businesses, the Debtors require access to and control of the Headquarters, which contains the Debtors' server(s), other databases, books, records, and other financial and operational data. The Debtors require this information to, among things, schedule claims, assess liabilities, obtain contracts and vendor lists, prepare and file tax returns, administer self-insured health benefit and other insurance policies, process accounts payables and receivables, manage financial transactions, administer payroll, and otherwise operate their businesses. Such property and information are critical to the Debtors' operations, including the ability to properly care for the Debtors' animals and effectively prosecute the Chapter 11 Cases.

15. To assist the Debtors in their efforts to gain access and control over the Debtors' property and affairs, preserve and protect the Debtors' rights and interests, and navigate the

³ See First Day Declaration ¶¶ 56-59.

Debtors' complex legal affairs, the Debtors retained the Mexican Counsel and commenced, responded to, and otherwise defended certain litigation matters, including dismissal of the unauthorized Concurso Mercantil and securing the Injunction, which affirmed the Debtors' authority to access and control the Debtors' property and affairs and required the Former CEO and others to relinquish control of all of the Debtors' property.

16. Despite these extraordinary efforts, the Debtors will need to continue to defend their rights and anticipate further litigation because the Former CEO continues to interfere with the Debtors' efforts to exercise control over the Debtors' property and affairs. For example, upon information and belief, certain of the Debtors' employees have been instructed not to provide the Debtors' Chief Restructuring Officer (the "**CRO**") and his team at Riveron Management Services, LLC ("**Riveron**") with access to information, and security protocols have been implemented, blocking emails from the Riveron team to certain of the Debtors' existing personnel. In addition, on April 11, 2025, after securing the Injunction and registering it in the local court in Quintana Roo, Riveron, with the assistance of Mexican Counsel, a security detail, and other local authorities pursuant to the orders rendered in the Mexican Proceedings, briefly gained access to and control of the Headquarters in accordance with the Injunction, but such efforts were thwarted after the Former CEO returned to the Headquarters accompanied by approximately twenty armed individuals purporting to be state police officers and forcibly entered the Headquarters and retook possession. Given safety concerns, the Riveron team has not attempted to re-enter the Headquarters without additional legal intervention and has been unable to access any of the Debtors' employees or property located therein.

17. Given the circumstances, Mexican Counsel has continued to work with local authorities to enforce the terms of the Injunction, commence further legal action to gain control of

the Debtors' property, and establish safe access to the Headquarters. As a result, Mexican Counsel have continued and will continue to incur fees and expenses on the Debtors' behalf, and the Debtors will likely require their services into the foreseeable future.

RELIEF REQUESTED

18. By this Motion, the Debtors seek entry of an order, pursuant to sections 105(a) and 363 of the Bankruptcy Code and Bankruptcy Rule 6004, authorizing the Debtors to pay the Retainers, in the amounts of \$100,000 for Nassar and \$200,000 for Guerra, subject to claw back in the event that the Mexican Counsel does not perform the required services or in the unlikely event that Mexican Counsel's retention is not approved in the Chapter 11 Cases.

BASIS FOR RELIEF REQUESTED

19. The Debtors seek authority, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, to pay the Retainers to Mexican Counsel in connection with the Mexican Proceedings. The Debtors' payment of the Retainers constitutes an exercise of the Debtors' sound business judgment, and is in the best interests of the Debtors, their estates, and their creditors, and should therefore be approved.

20. Section 363(b) of the Bankruptcy Code provides that a debtor "after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate." 11 U.S.C. § 363(b)(1). Although section 363 of the Bankruptcy Code does not set forth a standard for determining when use of property of the estate out of the ordinary course of business should be authorized, courts in the Third Circuit generally authorize the debtor to use its sound business judgment when making such decisions if supported by a valid business justification. *See, e.g., Myers v. Martin (In re Martin)*, 91 F.3d 389, 395 (3d Cir. 1996) ("[U]nder normal circumstances the court would defer to the [debtor's] judgment so long as there is a legitimate business justification."); *In re Montgomery Ward Holding Corp.*, 242 B.R. 147, 153 (D. Del. 1999)

(“[C]ourts require the debtor to show that a sound business purpose justifies such actions.”); *In re Del. & Hudson Ry. Co.*, 124 B.R. 169, 176 (D. Del. 1991) (noting section 363 requires “a sound business purpose” for proposed use of property). To determine whether the business judgment test is met, the court “is required to examine whether a reasonable business person would make a similar decision under similar circumstances.” *In re AbitibiBowater Inc.*, 418 B.R. 815, 831 (Bankr. D. Del. 2009).

21. Once a debtor articulates a valid business justification, it is presumed that “in making a business decision the directors of a corporation acted on an informed basis, in good faith and in the honest belief that the action was in the best interests of the company.” *In re Integrated Res., Inc.*, 147 B.R. 650, 656 (Bankr. S.D.N.Y. 1992) (quoting *Smith v. Van Gorkom*, 488 A.2d 858, 872 (Del. 1985)). The business judgment rule shields a debtor’s management from judicial second-guessing, and mandates that a court approve a debtor’s business decision unless that decision is a product of bad faith or gross abuse of discretion. *See Lubrizol Enters., Inc. v. Richmond Metal Finishers, Inc.*, 756 F.2d 1043, 1047 (4th Cir. 1985) (applying the business judgment rule in evaluating debtor’s decision to reject an executory contract), *cert. denied*, 475 U.S. 1057 (1986); *see also Bridgeport Holdings Inc. Liquidating Trust v. Boyer (In re Bridgeport Holdings, Inc.)*, 388 B.R. 548, 567 (Bankr. D. Del. 2008). Thus, if a debtor’s decisions satisfy the business judgment rule, then the transaction in question should be approved under section 363(b) of the Bankruptcy Code.

22. Section 105(a) of the Bankruptcy Code provides, in pertinent part, that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [the Bankruptcy Code].” 11 U.S.C. § 105(a).

23. The Debtors respectfully submit that there are substantial business justifications for allowing the Debtors to pay the Retainers to Mexican Counsel, which the Debtors would submit are ordinary course transactions. As detailed above, Mexican Counsel has already expended significant resources in connection with legal actions taken to protect the integrity of the Debtors' businesses and assets. Success in the Mexican Proceedings is vital to maintain the Debtors' ongoing operations and to maximize the value of the Debtors' estates, and Mexican Counsel cannot continue to engage in such litigation without payment of the Retainers. Any interruption in the services of Mexican Counsel would cause direct and substantial harm to the Debtors' estates and the Debtors believe that payment of the Retainers is a reasonable exercise of their business judgement to avoid such harm.

WAIVER OF BANKRUPTCY RULE 6004(h)

24. The Debtors seek a waiver of any stay of the effectiveness of the order approving this Motion. Pursuant to Bankruptcy Rule 6004(h), "[a]n order authorizing the use, sale or lease of property other than cash collateral is stayed until the expiration of fourteen (14) days after the entry of the order, unless the court orders otherwise." As set forth herein, the relief requested above is essential for the continued prosecution of the Mexican Proceedings, and any delay in providing the services of Mexican Counsel would directly harm the Debtors' estates. Accordingly, the Debtors submit that cause exists to justify a waiver of the stay imposed by Bankruptcy Rule 6004(h).

NOTICE

25. Notice of this Motion will be provided to: (a) the U.S. Trustee; (b) the Debtors' 20 largest unsecured creditors (excluding insiders), once identified; (c) counsel to the Prepetition First Lien Noteholders and DIP Lenders; (d) counsel to the DIP Agent; (e) counsel to the Prepetition Second Lien Noteholders; (f) counsel to the Prepetition First Lien Collateral Agent and the

Prepetition Second Lien Collateral Agent; and (g) 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.

CONCLUSION

WHEREFORE, the Debtors respectfully request that this Court enter the Proposed Order substantially in the form annexed hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as may be just and proper.

Dated: April 21, 2025

/s/ Jared W. Kochenash

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)

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Proposed Counsel to the Debtors and Debtors in Possession

**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)

Requested Hearing Date:
April 25, 2025 at 1:00 p.m. (ET)

Requested Objection Deadline:
At The Hearing

NOTICE OF MOTION

PLEASE TAKE NOTICE that the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) have filed the *Debtors’ Motion for Order Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code Authorizing the Debtors to Pay Advance Retainers to Mexican Counsel* (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that, contemporaneously with the filing of the Motion, the Debtors have filed a motion to shorten notice of the hearing on the Motion (the “**Motion to Shorten**”), requesting that any responses or objections to the Motion be filed with the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801 or raised at such hearing. You must serve a copy of any objection upon the undersigned proposed counsel to the Debtors.

PLEASE TAKE FURTHER NOTICE THAT THE DEBTORS HAVE REQUESTED THAT A HEARING TO CONSIDER APPROVAL OF THE MOTION BE SCHEDULED FOR APRIL 25, 2025 AT 1:00 P.M. (ET) BEFORE THE HONORABLE LAURIE SELBER SILVERSTEIN IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM NO. 2, WILMINGTON, DELAWARE 19801.

¹ Due to the large number of Debtors in these chapter 11 cases a complete list of the Debtors is not provided herein. A complete list of the Debtors along with the last four digits of their tax identification numbers, where applicable, may be obtained on the website of the Debtors’ noticing and claims agent at <https://veritaglobal.net/dolphinco>, or by contacting counsel for the Debtors. 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.

PLEASE TAKE FURTHER NOTICE THAT, IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.

Dated: April 21, 2025

/s/ Jared W. Kochenash

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed 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)

Ref. Docket No. ____

**ORDER PURSUANT TO SECTIONS 105(a) AND 363(b) OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO
PAY ADVANCE RETAINERS TO MEXICAN COUNSEL**

Upon consideration of the motion (the “**Motion**”)² of the debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (collectively, the “**Chapter 11 Cases**”) for entry of an order (this “**Order**”) authorizing the Debtors to pay the reasonable fees and expenses of Mexican Counsel, all as more fully described in the Motion; 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 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

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

need be provided; and the Court having reviewed and considered the Motion, the First Day Declaration, and the Wagstaff 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 as set forth herein.
2. The Debtors are authorized, but not required, to pay advanced retainers to their Mexican Counsel, up to aggregate amounts of \$100,000 for Nassar, and \$200,000 for Guerra, in connection with the Mexican Proceedings.
3. This Order is without prejudice to the Debtors' right to seek authority to pay any additional fees and expenses that the Debtors believe are reasonable and necessary.
4. The Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted herein.
5. Notwithstanding the possible application of Bankruptcy Rule 6004(h) or otherwise, this Order shall be immediately effective and enforceable upon its entry.
6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

EXHIBIT B

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' MOTION FOR ORDER PURSUANT TO SECTIONS 105(a) AND
363(b) OF THE BANKRUPTCY CODE AUTHORIZING THE DEBTORS
TO PAY ADVANCE RETAINERS TO MEXICAN COUNSEL**

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

1. I am a Managing Director at Riveron Management Services, LLC ("**Riveron**"), and am duly authorized to execute this declaration (this "**Declaration**") on behalf of the Debtors. In addition, I have been employed and retained to serve as the Chief Restructuring Officer ("**CRO**") of the Debtors. By an order of the Court, dated April 3, 2025, I have also been authorized to serve as the Debtors' foreign representative in any court where recognition of the Chapter 11 Cases is deemed appropriate. I submit this Declaration in support of the *Debtors' Motion for Order Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code Authorizing the Debtors to Pay Advance Retainers to Mexican Counsel* (the "**Motion**").²

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

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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 understanding based on my knowledge, experience, and information concerning the Debtors' operations. If called to testify, I could and would testify competently to the matters set forth in this Declaration.

3. On March 31, 2025 (the "**Commencement Date**"), certain of the Debtors commenced voluntary cases (collectively, the "**Chapter 11 Cases**") for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. On the Commencement 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**"). On April 16, 2025, Controladora Dolphín, S.A. de C.V. ("**Controladora**") also filed a voluntary petition for relief pursuant to chapter 11 of the Bankruptcy Code.

4. As discussed in the First Day Declaration and at the "first day" hearing held on April 2, 2025, the Debtors' existing board of directors/managers and officers, including myself, were recently appointed after the Prepetition First Lien Noteholders exercised their collateral rights to remove the Debtors' prior management (the "**Prior Management**"), as led by former Chief Executive Officer, Eduardo Albor (the "**Former CEO**"). Following the new board and officers' appointment, the Debtors have been diligently attempting to identify and obtain access to the Debtors' books, records, and facilities, including those located in Mexico. Gaining access to the Debtors' Mexican headquarters (the "**Headquarters**") and the Debtors' books, records, and financial information is one of the most pressing items necessary to preserve and protect the Debtors' businesses and assets.

5. As discussed in the Motion, during the pendency of the Chapter 11 Cases, the Former CEO has repeatedly attempted to assert control over the Debtors and their assets. This includes denying the Debtors access to their own books, records and systems, and physically seizing the Headquarters with an armed party, all in direct violation of court orders in both the United States and Mexico.

6. The Former CEO's actions and the Debtors' efforts to preserve and protect their assets have required the Debtors to retain the Mexican Counsel. Mexican Counsel has worked tirelessly to commence, prosecute, and defend various proceedings on the Debtors' behalf, including with respect to the following (collectively, the "**Mexican Proceedings**"):

- (a) **Concurso Mercantil**. On December 30, 2024, Debtor Controladora purported to file a petition under Mexico's *Ley de Concursos Mercantiles* to voluntarily subject itself to a *concurso mercantil* (the "**Concurso Mercantil**"), a business reorganization proceeding under the laws of Mexico, similar in some respects to chapter 11 under the Bankruptcy Code. On April 14, 2025, the Second District Court in Commercial Bankruptcy Matters dismissed the Concurso Mercantil, determining, among other things, that it was filed without proper corporate authorization. *See* Certification of Dismissal (including an unofficial English translation), attached to the Motion as **Exhibit C**.
- (b) **Injunction**. On April 4, 2025, the Superior Court of Justice of Mexico City issued an order (the "**Injunction**") authorizing Steven Strom, myself, and Riveron to access and control the Debtors' bank accounts, records, tokens, documents, contracts, servers, computer programs, business software, human resources controls, and any instrument or document and resources that are necessary to carry out the Debtors' business obligations and operations. The Injunction also ordered the Former CEO and the Debtors' prior management not to present themselves as representatives of the Debtors, carry out or instruct any act to be carried out on behalf of the Debtors, and allow the Debtors access to the resources necessary to carry out the Debtors' business obligations and operations. *See* Injunction (including an unofficial English translation), attached to the Motion as **Exhibit D**.
- (c) **Other Matters**. I anticipate that additional proceedings will be commenced, including various appeals, enforcement proceedings, and further requests for injunctive relief, in connection with the relief already obtained.

7. The Mexican Proceedings have already required Mexican Counsel to expend significant amounts of time and resources on the Debtors' behalf. Mexican Counsel has continued

to work with local authorities to enforce the terms of the Injunction, commence further legal action to gain control of the Debtors' property and assets, and establish safe access to the Headquarters. As a result, Mexican Counsel has continued and will continue to incur fees and expenses on the Debtors' behalf, and the Debtors will likely require their services into the foreseeable future. I believe that it is neither appropriate, nor standard under local customs, to expect Mexican Counsel to maintain their substantial efforts and expense required by the Mexican Proceedings without timely compensation of their fees and expenses. I also believe that Mexican Counsel are eminently qualified and that they possess the requisite licensing and understanding of the Mexican legal system to effectively represent the Debtors.

8. I further believe that payment of the Retainers to Mexican Counsel is warranted to ensure their uninterrupted services, is in the best interests of the Debtors' estates and their creditors, and is a reasonable exercise of the Debtors' business judgment.

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 21, 2025

/s/ Robert Wagstaff

Robert Wagstaff
Chief Restructuring Officer

EXHIBIT C

Certification of Dismissal



Concurso Mercantil 1/2025
Promociones: 9191, 9199, 9396, 9397, 9411, 9414, 9605,
10028 y 10029
Mesa: III

- Que los escritos registrados con número de folio interno **9199, 9396, 9397, 9605 y 10029**, se encuentran firmados electrónicamente por **Vicente Bañuelos Rizo**, autorizado de **Controladora Dolphin, Sociedad Anónima de Capital Variable**, personalidad que tiene reconocida en auto de **siete de enero de dos mil veinticinco**.
- Que el escrito registrado con número de folio interno **10028**, se encuentra firmado electrónicamente por **Rodrigo Josué Gazcón Quintana**, autorizado de **Controladora Dolphin Sociedad Anónima de Capital Variable**, personalidad que tiene reconocida en auto de **siete de abril de dos mil veinticinco**.
- Que se verifica que los certificados de las firmas electrónicas se encuentran vigentes y válidas, y por tanto no han sido revocadas.
- Que del instrumento público número **117,480 [ciento diecisiete mil cuatrocientos ochenta]** pasado ante la fe del notario público **4 [cuatro]** del Distrito Federal, ahora Ciudad de México, se advierte que **Julio César Robles Vázquez**, es apoderado general para pleitos y cobranzas del **Instituto Mexicano del Seguro Social**.
- Que del instrumento público número **201,353 [doscientos un mil trescientos cincuenta y tres]** pasado ante la fe del notario público **121 [ciento veintiuno]** del Distrito Federal, ahora Ciudad de México, se advierte que **Carlos Flores Salinas y Marco Ariel Álvarez Reyes**, son delegados fiduciarios y apoderados de representación común de **CIBanco, S.A. Institución de Banca Múltiple**.
- Que después de efectuar una revisión en el Registro Nacional de Profesionistas de la Secretaría de Educación Pública, se encontró que **Enrique Ramírez Abraham, Julia Morales Rivera, Diana Isabel Sangri Campos, y Reyna Espindola Rivas**, se encuentran legalmente autorizados para ejercer la profesión de licenciado en derecho, al habérseles expedido una cédula profesional para tal efecto.
- Que de la revisión efectuada en el Sistema Integral de Seguimiento de Expedientes [SISE], se observa que los usuarios **"Julio.robles", "AleBC", CarloReyes"** y **"rodrigo94gazcon"**, se encuentran dados de alta en el referido sistema.
- Que en proveído de **tres de abril de dos mil veinticinco**, se requirió a i] **CI Banco, Sociedad Anónima, Institución de Banca Múltiple**, y a ii] **Wilmington Trust**, para que en el término de tres días computados legalmente, informaran sobre el cumplimiento dado a las medidas precautorias decretadas en el presente procedimiento concursal que les fueron notificadas, en los domicilios proporcionados por la comerciante.
- Que en auto de **siete de enero de dos mil veinticinco**, se tuvo por reconocida la personalidad de **Carlos Eduardo Milla**

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- Que el plazo de **TRES DÍAS** que establece el artículo 1335 del Código de Comercio, para que **Controladora Dolphin, Sociedad Anónima de Capital Variable**, interpusiera recurso de revocación contra del auto de **siete de abril de dos mil veinticinco**, transcurre del **diez al catorce de abril de dos mil veinticinco**, al haber sido notificado por lista el ocho de abril del año en curso, surtiendo sus efectos el nueve siguiente.
- Que después de efectuar una revisión en **Registro Nacional de Profesionistas de la Secretaría de Educación Pública**, se encontró que **Jaime René Guerra González, Román Salazar Castillo, Sergio Cabañas Mier, Jesús Armando Treviño Moyeda, Alfonso Peniche García, Ernesto Luis Rodríguez León, Raúl García Herrera, Rogelio Héctor Palacios Beltrán, Octavio Ochoa Huerta, Iris María Guajardo Guerra, Laura Alejandra González Santa Cruz, Beatriz Elizabeth Montoya Ramírez, Marco Enrique González Medrano, Arturo Ramírez Carlock, Brandon Alejandro Salgado Díaz, Luis Aroche Alquicira, Oscar Alejandro de la Fuente Manzano, Gabriel Iván Sarabia Zúñiga, Sandra Alicia Treviño Hinojosa, Alfredo Kriki Sesin, Sebastián Hernández Ávila, Sebastián Ruanova Carvajal, Alma Delia Esquivel Padilla y José Guadalupe González Torres y Karla Guadalupe Barrera Hernández**, se encuentran legalmente autorizados para ejercer la profesión de licenciados en derecho o abogado, y por tanto, tienen permiso para ejercer la abogacía ante los Órganos jurisdiccionales del Poder Judicial de la Federación.

Doy fe.

Con fundamento en lo dispuesto por el artículo 1077, del Código de Comercio de aplicación supletoria a la Ley de Concursos Mercantiles, por disposición expresa de su numeral 8, ténganse por recibidos y agréguese a los autos el oficio y los escritos registrados con los números de folio interno **9191, 9199, 9396, 9397, 9411, 9414, 9605, 10028 y 10029** firmados por **Julio César Robles Vázquez**, apoderado general para pleitos y cobranzas del **Instituto Mexicano del Seguro Social**; por **Vicente Bañuelos Rizo**, autorizado de **Controladora Dolphin, Sociedad Anónima de Capital Variable**; por **Carlos Flores Salinas y Marco Ariel Álvarez Reyes**, en su carácter de delegados fiduciarios de **CIBanco, S.A. Institución de Banca Múltiple**, en su carácter de fiduciario del fideicomiso irrevocable de garantía



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CIB/2380; por Carlos Eduardo Milla Ortega y por Rodrigo Josué Gazcón Quintana, autorizados en términos amplios de Controladora Dolphin, Sociedad Anónima de Capital Variable; y con la razón actuarial que antecede: en atención a su contenido se provee:

CIBANCO, DESAHOGA REQUERIMIENTO DE TRES DE ABRIL DE DOS MIL VEINTICINCO.

Con el escrito identificado con el número de folio interno **9411**, suscrito por **Carlos Flores Salinas y Marco Ariel Álvarez Reyes**, en su carácter de delegados fiduciarios y apoderados de representación común de **CIBanco, S.A. Institución de Banca Múltiple**, en su carácter de fiduciario del fideicomiso irrevocable de garantía **CIB/2380**, personalidad que acreditan en términos del instrumento público número **201,353 [doscientos un mil trescientos cincuenta y tres]** pasado ante la fe del notario público **121 [ciento veintiuno]** de la Ciudad de México, mediante el cual:

1. Señalan autorizado para oír y recibir notificaciones, imponerse de autos, recoger documentos y valores, tomar apuntes y reproducir los mismos por cualquier medio electrónico.
2. Solicitan acceso al expediente electrónico a través del usuario “AleBC” que señalan para tal efecto.
3. Desahogan el requerimiento formulado en proveído de **tres de abril de dos mil veinticinco** y solicitan se acuerde favorable la solicitud de desistimiento del concurso mercantil que obra en autos.
4. Hacen diversas manifestaciones en relación a las medidas cautelares notificadas a **Wilmington Trust**.

Ahora bien, de las constancias de autos se advierte que por escrito presentado el **treinta de diciembre de dos mil veinticuatro**, a través del Portal de Servicios en Línea del Poder Judicial de la Federación, remitido por razón de turno a este órgano jurisdiccional el dos de enero siguiente; **Controladora Dolphin, Sociedad Anónima de Capital Variable**, por conducto de **Martín Flores Merino**, quien se ostentó como apoderado legal de la comerciante en términos del instrumento notarial **6262 [seis mil doscientos sesenta y dos]**, pasado ante la fe de la titular de la Notaría Pública **64 [sesenta**



Por acuerdo de **siete de enero de dos mil veinticinco**, se radicó la solicitud de concurso mercantil con el número **1/2025-III** y se previno al promovente, para que dentro del término de diez días, exhibiera los documentos originales de los anexos a que se refieren los escritos con los números de folio interno **269, 270, 271, 272, 273, 274, 275, 276, 277 y 278**, así como el formato LP2/20/Sección 1 debidamente requisitado.

En el anexo **veintisiete** exhibido por la comerciante, consistente en la copia certificada del instrumento notarial número **seis mil doscientos sesenta y dos**, de cinco de diciembre de dos mil veinticuatro, otorgado ante la fe de la Notaria Pública número sesenta y cuatro del Estado de Quintana Roo, consta la protocolización del Acta de Asamblea General Ordinaria de Accionistas de **Controladora Dolphin, Sociedad Anónima de Capital Variable**, de siete de noviembre de dos mil veinticuatro, a la cual comparecieron el señor **Sergio Said Jácome Palma** en representación de **CIBanco, Sociedad Anónima, Institución de Banca Múltiple** y el señor **Eduardo Albor Villanueva**, quienes, de acuerdo con la certificación del escrutador, representan la totalidad del capital social de la comerciante y resolvieron facultar al Consejo de Administración para que en nombre de la sociedad, solicitara formalmente ante las autoridades y organismos competentes su declaración en concurso mercantil en etapa de conciliación en los términos establecidos por la Ley de Concursos Mercantiles.

Asimismo, en el anexo **treinta y nueve**, consistente en la escritura pública número **seis mil doscientos ochenta y cuatro** de veintiséis de diciembre de dos mil veinticuatro, otorgado ante la fe de la Notaria Pública número sesenta y cuatro del Estado de Quintana Roo, consta la protocolización de la Sesión del Consejo de Administración de **Controladora Dolphin, Sociedad Anónima de Capital Variable**, de veintitrés de diciembre de dos mil veinticuatro, a la que comparecieron la totalidad de los miembros del Consejo de Administración de la comerciante, con el fin de ejecutar el acuerdo 1.3 adoptado por la asamblea general de accionistas de **siete de**



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noviembre de dos mil veinticuatro y proceder a solicitar formalmente su declaración en concurso mercantil en etapa de conciliación.

Así, en auto de **veintiocho de enero de dos mil veinticinco**, se admitió a trámite la solicitud de concurso mercantil; dictándose las medidas precautorias que se estimaron procedentes conforme a lo que establece la Ley de Concursos Mercantiles.

Por otra parte, mediante escrito con número de folio interno **7862**, recibido en auto de tres de abril de dos mil veinticinco, compareció **Rogelio Héctor Palacios Beltrán**, quien se ostentó como apoderado de **Controladora Dolphin, Sociedad Anónima de Capital Variable** en términos del instrumento notarial número **treinta y tres mil quinientos cincuenta y tres** de veintiocho de marzo de dos mil veinticinco, otorgado ante la fe del Notario Público número ciento cuarenta y dos de esta Ciudad, en el cual consta la protocolización de las resoluciones unánimes adoptadas fuera de Asamblea de Accionistas tomadas por **CIBanco, S.A. Institución de Banca Múltiple**, en su carácter de fiduciario del fideicomiso irrevocable de **garantía CIB/2380**, por conducto de su representante legal **María Eugenia Soberanis Pérez** y por **Wilmington Trust National Association** por conducto de su representante **Raúl García Chávez**, entre las cuales se advierte:

- 1.- La aprobación de que la sociedad se desista de la solicitud de concurso mercantil y de las medidas precautorias solicitadas.
- 2.- La remoción de los miembros del Consejo de Administración y la designación del señor **Steven Robert Strom** como Administrador Único;
- 3.- La remoción de los Directores General, Legal, de Contraloría, Corporativo y Financiero. General,
- 4.- La revocación de los poderes otorgados a **Eduardo Albor Villanueva, Concepción Estaban Manchado, Martín Flores Merino, Valeria Margarita Albor Domínguez y Sergio Said Jacome Palma** y el otorgamiento de poderes a diversas personas.

En ese orden, se advierte la existencia de dos instrumentos notariales, con los cuales, en un principio **Controladora Dolphin, Sociedad Anónima de Capital Variable** acudió a esta instancia para

Ambos documentos tienen en común el reconocimiento de CIBanco, S.A. Institución de Banca Múltiple, en su carácter de fiduciario del fideicomiso irrevocable de garantía CIB/2380, como accionista mayoritario de Controladora Dolphin, Sociedad Anónima de Capital Variable, lo cual se corrobora con el instrumento notarial número **ciento ochenta y dos mil quinientos cuarenta y uno**, de ocho de octubre de dos mil veintiuno, que contiene el contrato de fideicomiso irrevocable de garantía número CIB/2380 que celebraron las sociedades denominadas Controladora Dolphin, Sociedad Anónima de Capital Variable; Promotora Garrafón, Sociedad Anónima de Capital Variable y Dolphin Capital Company, Sociedad de Responsabilidad Limitada de Capital Variable como fideicomitentes y fideicomisarios en segundo lugar; y por Wilmington Trust, National Association como fideicomisario en primer lugar y la institución CIBANCO, Sociedad Anónima, Institución de Banca Múltiple como fiduciario, que exhibió la comerciante en copia certificada como anexo 1.

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“1. La prohibición a la comerciante de hacer pagos de obligaciones vencidas con anterioridad a la fecha de admisión de la demanda de concurso mercantil.

2. La suspensión de todo procedimiento de ejecución o extrajudicial contra los bienes o derechos de la comerciante.

3. La prohibición a la comerciante de realizar operaciones de enajenación o gravamen de los bienes principales de su empresa.

4. La prohibición de realizar transferencias de recursos o valores a favor de terceros, salvo aquellos pagos que se consideren de operación ordinaria.”

Lo cierto es que no puede desconocerse la facultad de la comerciante, a través de las resoluciones tomadas fuera de asamblea por unanimidad de los accionistas que representan la totalidad del capital social, para desistirse de la tramitación del procedimiento concursal, pues de conformidad con el artículo 28 de la Ley de Concursos Mercantiles, el comerciante que haya solicitado su declaración de concurso mercantil, como acontece en la especie, puede desistir de su solicitud.

Y en el caso, consta en el instrumento público número **treinta y tres mil quinientos cincuenta y tres** de **veintiocho de marzo de dos mil veinticinco**, la voluntad del accionista mayoritario **CIBanco, Sociedad Anónima, Institución de Banca Múltiple** (quien también compareció con ese carácter a la Asamblea General Ordinaria de **siete de noviembre de dos mil veinticuatro**, en la que se facultó al Consejo de Administración para que en nombre de la sociedad, solicitara formalmente ante las autoridades y organismos competentes su declaración en concurso mercantil en etapa de conciliación) de desistirse de la tramitación del procedimiento concursal, estando plenamente facultado para ello.

Sin que pase inadvertido que en el escrito de cuenta, CIBanco, Sociedad Anónima, Institución de Banca Múltiple aduce que nunca tuvo la intención de solicitar la declaración en concurso mercantil de la comerciante, pues, con independencia de ello, al tener la titularidad de la mayoría de las acciones se encuentra facultada para autorizar el desistimiento de dicha solicitud.



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En ese orden, con el escrito de cuenta se tiene a **CI Banco, Sociedad Anónima, Institución de Banca Múltiple**, por conducto de sus delegados fiduciarios, desahogando el requerimiento formulado en auto de **tres de abril de dos mil veinticinco**, en los términos señalados en el escrito de cuenta, por lo que se deja sin efecto el apercibimiento decretado en el mismo.

Asimismo, se tiene por autorizada a la persona que indica únicamente para imponerse del presente auto; y por hechas las manifestaciones que refiere sobre la notificación de las medidas precautorias a **Wilmington Trust** para los efectos legales conducentes.

Por otra parte, de la razón actuarial de cuenta se advierte que la fedataria de la adscripción hizo constar la imposibilidad para notificar a **Wilmington Trust** el requerimiento formulado en proveído de tres de abril del año en curso, sin embargo, en razón de que no existe controversia sobre la titularidad de **CI Banco, Sociedad Anónima, Institución de Banca Múltiple** de más del noventa y nueve por ciento de las acciones de la comerciante, se estima suficiente el desahogo por parte de la citada institución fiduciaria para resolver al respecto.

En consecuencia, visto de nueva cuenta el escrito con número de correspondencia interna **7862**, recibido en auto de **tres de abril del año en curso**, en atención a su contenido se provee:

Se tiene por recibido el escrito signado por **Rogelio Héctor Palacios Beltrán** apoderado de **Controladora Dolphin, Sociedad Anónima de Capital Variable**, en términos del instrumento notarial número **treinta y tres mil quinientos cincuenta y tres**, de **veintiocho de marzo de dos mil veinticinco**, otorgado ante la fe del Notario



Público Número ciento cuarenta y dos de la Ciudad de México, mediante el cual, revoca la designación de todos y cada uno de los abogados y autorizados para actuar e intervenir en el presente procedimiento, solicitando se les cancele el acceso físico y electrónico al expediente.

Asimismo, designa autorizados en términos amplios y restringidos, revoca el domicilio procesal y señala uno nuevo; solicita la práctica de notificaciones electrónicas a través de los usuarios “rodrigo94gazcon” y “CarloReyes”; solicita copia certificada por duplicado de la totalidad de las constancias que integran este expediente; solicita se le informen los honorarios y gastos que deben ser cubiertos por la comerciante por las actividades que se hubieren realizado; y finalmente, con fundamento en el artículo 28 de la Ley de Concursos Mercantiles, se desiste del presente procedimiento concursal, solicitando se notifique la cesación de las medidas cautelares y conclusión del procedimiento a **CI BANCO, Sociedad Anónima, Institución de Banca Múltiple y a Wilmington Trust National Association.**

En atención a su solicitud, dígase al promovente que la revocación de los abogados y autorizados para actuar en este procedimiento, la cancelación de su acceso al expediente físico y electrónico así como la revocación del domicilio procesal, surtirá efectos hasta en tanto quede firme la presente resolución.

DESIGNACIÓN DE AUTORIZADOS

Por otra parte, en atención a su solicitud y vista la certificación de cuenta, se tiene por autorizados en términos amplios a **Jaime René Guerra González, Jesús Armando Treviño Moyeda, Alfonso Peniche García, Román Salazar Castillo, Ernesto Luis Rodríguez León, Raúl García Herrera, Sergio Cabañas Mier, Rogelio Héctor Palacios Beltrán, Octavio Ochoa Huerta, Oscar Alejandro de la Fuente Manzano, Iris María Guajardo Guerra, Laura Alejandra González Santa Cruz, Beatriz Elizabeth Montoya Ramírez, Gabriel Iván Sarabia Zúñiga, Marco Enrique González Medrano, Sandra Alicia Treviño Hinojosa, Arturo Ramírez Carlock, Alfredo Kriki Sesin, Luis Aroche Alquicira, Alma Delia Esquivel Padilla, Sebastián Hernández Ávila, Sebastián Ruanova Carvajal, José Guadalupe**

Por otra parte, por lo que hace a tener por autorizados en los términos que indica a Miguel Ángel Hernández Morales, Rodrigo Josué Gazcón Quintana, José Eduardo Ponce Mata y Carlo Braulio Reyes Escandón, así como a Azul Andrea Palacio Tesillo, Natalia Mejía Castillo, Eduardo Valencia Rodríguez, Katherine Nicole Martínez Vega y Axel Emiliano Basurto Vergara, deberá estarse a lo acordado en auto de siete de abril del año en curso.

Sin que haya lugar a tener por señalado el domicilio que señala el promovente ubicado en **Santa Margarita 232 Colonia Insurgentes San Borja alcaldía Benito Juárez Código Postal 01300, ciudad de México**, toda vez que solicita la práctica de notificaciones vía electrónica.

En ese orden se autoriza la práctica de notificaciones electrónicas a través de los usuarios “CarloReyes” y “rodrigo94gazcon”. Por tanto, se instruye al Oficial Judicial A, encargado del Sistema Integral de Seguimiento de Expedientes [S.I.S.E.], y al Actuario Judicial de la adscripción, a efecto de que permita el acceso y habilite los usuarios referidos, para la consulta del presente expediente vía electrónica y la práctica de notificaciones por la misma vía.

Por otra parte, con fundamento en lo dispuesto por el artículo 1067 del Código de Comercio de aplicación supletoria a la ley concursal, se autoriza la expedición por duplicado, a su costa, de las copias certificadas que indica.

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Con fundamento en los artículos 1, 7 y 28 de la Ley de Concursos Mercantiles, se tiene la comerciante **Controladora Dolphin, Sociedad Anónima de Capital Variable**, por conducto de su apoderado **Rogelio Héctor Palacios Beltrán** **DESISTIÉNDOSE EN SU ENTERO PERJUICIO** del presente procedimiento concursal, para todos los efectos legales a que haya lugar.

Por otro lado, con fundamento en lo dispuesto en el artículo 28, de la Ley de Concursos Mercantiles, se ordena que la comerciante **Controladora Dolphin, Sociedad Anónima de Capital Variable**, sufrague todos los gastos del presente procedimiento concursal, entre ellos, los honorarios del visitador; cuyo monto será liquidado mediante el incidente que al efecto promueva dicho especialista.

Ahora, de la certificación de cuenta se advierte que en auto de **veintiocho de enero de dos mil veinticinco**, se admitió a trámite la solicitud de concurso mercantil en etapa de conciliación, respecto de la comerciante **Controladora Dolphin, Sociedad Anónima de Capital Variable**; asimismo, esta juzgadora decretó diversas medidas precautorias.

Del mismo modo, con la solicitud de concurso mercantil se ordenó dar vista al **Instituto Federal de Especialistas de Concursos Mercantiles**, al **Servicio de Administración Tributaria**, al **Instituto Mexicano del Seguro Social**, a la **Secretaría de Finanzas del Estado de Quintana Roo**, al **Instituto del Fondo Nacional de la Vivienda para los Trabajadores**; y, al **Centro Federal de Conciliación y Registro Laboral**, a fin de hacerle del conocimiento la admisión del presente concurso mercantil.

En ese orden, tomando en consideración el desistimiento de la comerciante **Controladora Dolphin, Sociedad Anónima de Capital Variable**, con fundamento en lo dispuesto en los artículos 1, 7 y 28,



Lo anterior hágase del conocimiento de **CI Banco, Sociedad Anónima, Institución de Banca Múltiple**; sin que se estime necesario ordenar la notificación de esta determinación a **Wilmington Trust**, en virtud del desistimiento señalado.

Gírese oficio al **Instituto Federal de Especialistas de Concursos Mercantiles**; así como a las autoridades fiscales **Servicio de Administración Tributaria, Instituto Mexicano del Seguro Social, Secretaría de Finanzas del Estado de Quintana Roo, Instituto del Fondo Nacional de la Vivienda para los Trabajadores y Centro Federal de Conciliación y Registro Laboral**, a efecto de hacer del conocimiento la determinación contenida en el presente proveído, para los efectos legales correspondientes.

Del mismo modo, hágasele del conocimiento del visitador **José Gerardo Badín Cherit** la presente determinación para los efectos legales a que haya lugar.

Con el escrito registrado con el número de folio interno **9199**, suscrito por **Vicente Bañuelos Rizo**, quien promueve con el carácter de autorizado en términos amplios de **Controladora Dolphin, Sociedad Anónima de Capital Variable**, que le fue reconocido en proveído de siete de enero de dos mil veinticinco, mediante el cual, solicita que se dicte la sentencia en la que se declare a **Controladora Dolphin** en concurso mercantil.



Al respecto, dígase al promovente que deberá estarse a lo resuelto en líneas que anteceden.

Con los escritos registrados con los números de folio interno **9396 y 9414**, suscritos por **Vicente Bañuelos Rizo y Carlos Eduardo Milla Ortega**, quienes promueven con el carácter de autorizados en términos amplios de **Controladora Dolphin, Sociedad Anónima de Capital Variable**, personalidad que les fue reconocida en auto de siete de enero del año en curso, con los cuales exhiben en copia digitalizada y original el instrumento notarial **6,374 (seis mil trescientos setenta y cuatro)** pasado ante la fe de la Notaria Pública No. **64** de Cancún, Quintana Roo, que contiene el otorgamiento de poderes a favor de **Rosalba Ortiz Merlo**, a fin de que, en caso de que dicte la sentencia de declaración de concurso mercantil no se ordene el arraigo del Consejo de Administración de la comerciante.

En atención a ello, dígase a los promoventes que deberán estarse a lo ordenado en líneas anteriores, en razón de que en esta fecha se tuvo por desistida a la comerciante del presente concurso mercantil

CONTROLADORA DOLPHIN INTERPONE RECURSO DE REVOCACIÓN CONTRA AUTO DE SIETE DE ABRIL DE DOS MIL VEINTICINCO.

Por otra parte, con el escrito registrado con número de folio interno **9397**, firmado por **Vicente Bañuelos Rizo**, quien promueve con el carácter de autorizado en términos amplios de **Controladora Dolphin, Sociedad Anónima de Capital Variable**, el cual le fue reconocido en auto de siete de enero de dos mil veinticinco, por medio del cual, interpone recurso de revocación contra el proveído de **siete de abril del año en curso**.

Por tanto, con fundamento en los artículos 268, de la Ley de Concursos Mercantiles, 1334 y 1335, del Código de Comercio, de aplicación supletoria a la Ley de Concursos Mercantiles, **SE ADMITE** a trámite el recurso de revocación interpuesto por el promovente de

El recurrente plantea como agravios que en el auto recurrido se le negó la concesión de medidas precautorias y se autorizó el acceso al presente expediente a diversos apoderados y representantes de **Dolphin**.

**INSTITUTO MEXICANO DEL SEGURO SOCIAL SE
A PERSONA**

- Solicita se tenga reconocida su personalidad como apoderado general para pleitos y cobranzas del Instituto Mexicano del Seguro Social.
- Señala domicilio para recibir notificaciones.
- Autoriza en términos del tercer párrafo del artículo 1069, del Código de Comercio a diversas personas.
- Solicita acceso al expediente electrónico.



En ese orden, agréguese a los autos el oficio de cuenta únicamente para que obre como corresponda, en razón de que en esta fecha se tuvo a la comerciante desistiéndose del concurso mercantil en que se actúa.

Por lo anterior, por única ocasión, notifíquese al referido instituto el contenido de este acuerdo en el domicilio que señala para recibir notificaciones, ubicado en **Torres Adalid, número 1305, tercer piso, esquina con Enrique Pestalozzi, Colonia Narvarte Poniente, Alcaldía Benito Juárez, código postal 03020, Ciudad de México.**

Asimismo, dígasele que se deja a su disposición la copia certificada del instrumento notarial que exhibió para acreditar la personalidad con la que se ostenta, por conducto de cualquiera de los autorizados que señala en el escrito de cuenta, previa razón que por su recibo se deje en autos.

CONTROLADORA DOLPHIN, SOLICITA PONER A SU DISPOSICIÓN CONSTANCIAS PARA NOTIFICACIÓN POR CORREO CERTIFICADO

Por cuanto hace al escrito registrado con número de folio interno **9605**, firmado por **Vicente Bañuelos Rizo**, quien promueve con el carácter de autorizado de **Controladora Dolphin, Sociedad Anónima de Capital Variable**, el cual le fue reconocido en auto de siete de enero de dos mil veinticinco, por medio del cual, solicita se ponga a su disposición el oficio correspondiente para efecto de notificar a **Wimington Trust** el auto de tres de abril de dos mil veinticinco.

Al respecto, agréguese a los autos sin mayor proveído el escrito de cuenta, en razón de que en esta fecha se tuvo a la comerciante desistiéndose del procedimiento concursal.

**AUTORIZADO DE CONTROLADORA DOLPHIN, INFORMA
MEDIDA CAUTELAR.**

Por cuanto hace al escrito registrado con número de folio interno **10028**, firmado por **Rodrigo Josué Gazcón Quintana**, quien promueve con el carácter de autorizado en términos amplios de



Al respecto, agréguese a los autos sin mayor proveído el escrito de cuenta, en razón de que de la certificación de cuenta, se advierte que en esta data se tuvo a la comerciante desistiéndose del procedimiento concursal.

Finalmente con el escrito registrado con número de folio interno **10029**, firmado por **Vicente Bañuelos Rizo**, quien promueve con el carácter de autorizado en términos amplios de **Controladora Dolphin, Sociedad Anónima de Capital Variable**, el cual le fue reconocido en auto de siete de enero de dos mil veinticinco, por medio del cual, realiza manifestaciones relativas a la violación de las medidas cautelares decretadas el **veintiocho de enero de dos mil veinticinco** en el presente concurso mercantil y solicita se dejen sin efectos los actos que se hayan realizado como consecuencia de dicha ejecución.

SE LEVANTA RESERVA



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Notifíquese; y, personalmente al visitador José Gerardo Badín Cherit; vía electrónica a la comerciante a través de cualquiera de los usuarios autorizados en este acuerdo; electrónicamente al promovente del presente concurso mercantil; por única ocasión electrónicamente a CIBanco, S.A.



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EVIDENCIA CRIPTOGRÁFICA - TRANSACCIÓN

Archivo Firmado:

107528469_4158000037210904025.p7m

Autoridad Certificadora:

Autoridad Certificadora Intermedia del Consejo de la Judicatura Federal

Firmante(s): 2

FIRMANTE				
Nombre:	MARLENE SANDRA CHAVEZ REYES	Validez:	BIEN	Vigente
FIRMA				
No Serie:	70.6a.66.20.63.6a.66.32.00.00.00.00.00.00.00.01.60.9d	Revocación:	Bien	No revocado
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Algoritmo:	RSA-SHA256			
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Emisor del respondedor:	Autoridad Certificadora Intermedia del Consejo de la Judicatura Federal			
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Emisor del certificado TSP:	Autoridad Certificadora Intermedia del Consejo de la Judicatura Federal			
Identificador de la respuesta TSP:	249862269			
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PODER JUDICIAL DE LA FEDERACIÓN

FIRMANTE				
Nombre:	RUTH HAGGI HUERTA GARCIA		Validez:	BIEN
Vigente				
FIRMA				
No Serie:	70.6a.66.20.63.6a.66.32.00.00.00.00.00.00.00.01.00.72		Revocación:	Bien
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Commercial Bankruptcy

1/2025 Developments: 9191, 9199, 9396, 9396, 9397, 9411, 9414, 9605, 10028 y 10029
Table: III

In Mexico City, on **April fourteenth, two thousand twenty-five**, the Secretary of the Second District Court in Commercial Bankruptcy Matters, with residence in Mexico City and jurisdiction throughout the Mexican Republic, hereby certifies and **CERTIFIES:**

- That the documents registered with internal folio numbers **9199, 9396, 9397, 9605 and 10029**, are electronically signed by **Vicente Bañuelos Rizo**, authorized representative of **Controladora Dolphin, Sociedad Anónima de Capital Variable**, a legal entity recognized by order dated **January seventh, two thousand twenty-five**.
- That the document registered with internal folio number **10028**, is electronically signed by **Rodrigo Josué Gazcón Quintana**, authorized representative of **Controladora Dolphin, Sociedad Anónima de Capital Variable**, a legal entity recognized by order of **April seventh, two thousand twenty-five**.
- It is verified that the certificates of the electronic signatures are current and valid, and therefore have not been revoked.
- That from public instrument number **117,480 [one hundred and seventeen thousand four hundred and eighty]** passed before the notary public **4 [four]** of the Federal District, now Mexico City, it is noted that **Julio César Robles Vázquez** is the general attorney-in-fact for lawsuits and collections of the **Mexican Social Security Institute**.
- That from public instrument number **201,353 [two hundred and one thousand three hundred and fifty-three]** executed before the notary public **121 [one hundred and twenty-one]** of the Federal District, now Mexico City, it is evidenced that **Carlos Flores Salinas and Marco Ariel Álvarez Reyes** are trustees and attorneys-in-fact of common representation of **CIBanco, S.A. Institución de Banca Múltiple**.
- After reviewing the National Registry of Professionals of the Ministry of Public Education, it was found that **Enrique Ramírez Abraham, Julia Morales Rivera, Diana Isabel Sangri Campos, and Reyna Espindola Rivas**, are legally authorized to law, having been issued a professional license for such purpose.
- From the review carried out in the Integral File Tracking System [SISE], it can be observed that the users **"Julio.robles", "AleBC", "CarloReyes"** and **"rodrigo94gazcon"**, are registered in said system, **"AleBC", "CarloReyes"** and **"rodrigo94gazcon"**, are registered in said system.
- That on **April three, two thousand twenty-five**, **CI Banco, Sociedad Anónima, Institución de Banca Múltiple**, and ii) **Wilmington Trust** were requested to report, within three days legally computed, on the compliance with the precautionary measures decreed in this bankruptcy proceeding, which were notified to them at the addresses provided by the merchant.
- That in an order dated **January seven, two thousand and twenty-five**, the personality of **Carlos Eduardo Milla** was deemed to be recognized

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CIB/2380; by Carlos Eduardo Milla Ortega and by Rodrigo Josué Gazcón Quintana, authorized in broad terms of Controladora Dolphin, Sociedad Anónima de Capital Variable; and with the foregoing actuarial reason; in attention to its content, it is hereby provided:

CIBANCO, IN RESPONSE TO THE INJUNCTION DATED APRIL THREE, TWO THOUSAND TWENTY-FIVE.

With the letter identified with internal folio number 9411, signed by Carlos Flores Salinas and Marco Ariel Álvarez Reyes, in their capacity as fiduciary delegates and attorneys-in-fact for the common representation of CIBanco, S.A., Institución Banca Múltiple, in its capacity as trustee of the irrevocable guaranty trust CIB/2380. Institución de Banca Múltiple, in its capacity as trustee of the irrevocable guaranty trust CIB/2380, which is evidenced by public instrument number 201,353 [two hundred and one thousand three hundred and fifty-three] executed before the notary public 121 [one hundred and twenty-one] of Mexico City, whereby:

1. They indicate that they are authorized to hear and receive notifications, to take possession of documents, to collect documents and securities, to take notes and to reproduce them by any electronic means.
2. They request access to the electronic file through the user "AleBC" that they indicate for such purpose.
3. They comply with the request made in the ruling of April three, two thousand twenty-five and request that the request for the dismissal of the insolvency proceeding filed in the case file be granted.
4. They make various statements in relation to the precautionary measures notified to Wilmington Trust.

Now, from the record of the case, it can be seen that by writ filed on December thirtieth, two thousand twenty-four, through the Online Services Portal of the Federal Judiciary, forwarded to this jurisdictional body on January second, the following day; Controladora Dolphin, Sociedad Anónima de Capital Variable, through Martín Flores Merino, who represented himself as the legal representative of the merchant in terms of notarial instrument 6262 [six thousand two hundred sixty two], executed before the Notary Public 64 [sixty two hundred sixty two].

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and four] of the State of Quintana Roo of December five, two thousand and twenty-four, **requested** the declaration of insolvency proceedings at the conciliation stage.

By agreement of **January seven, two thousand twenty-five**, the petition for reorganization was filed under number **1/2025-III** and the plaintiff was notified so that within a term of ten days, it could exhibit the original documents of the annexes referred to in the documents with internal folio numbers **269, 270, 271, 271, 272, 273, 274, 275, 276, 277 and 278**, as well as the duly completed form LP2/20/Section 1.

In exhibit **twenty-seven** exhibited by the merchant, consisting of the certified copy of notarial instrument number **six thousand two hundred sixty-two**, dated December fifth, two thousand twenty-four, granted before the Notary Public number sixty-four of the State of Quintana Roo, the minutes of the General Ordinary Stockholders' Meeting of **Controladora Dolphin, Sociedad Anónima de Capital Variable**, dated November seventh, two thousand twenty-four, at which Mr. **Sergio Said Jácome Palma** appeared on behalf of **CIBanco, Sociedad Anónima, Institución de Banca Múltiple** and Mr. **Eduardo Albor Villanueva**, who, according to the certification of the scrutineer, represent the entire capital stock of the company and resolved to authorize the Board of Directors to formally request, on behalf of the company, before the competent authorities and agencies, its declaration in mercantile insolvency in the conciliation stage under the terms established by the Law of Mercantile Insolvency.

Also, in annex **thirty-nine**, consisting of public deed number **six thousand two hundred eighty-four** dated December twenty-sixth, two thousand twenty-four, granted before the Notary Public number sixty-four of the State of Quintana Roo, there is a record of the notarization of the Session of the Board of Directors of **Controladora Dolphin, Sociedad Anónima de Capital Variable**, dated December twenty-third, two thousand twenty-four, at which all the members of the Board of Directors of the company appeared, in order to execute the resolution 1.3 adopted by the general shareholders' meeting of **seven of**



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November two thousand and twenty-four and proceed to formally request its declaration of insolvency in the conciliation stage.

Thus, in an order dated **January twenty-eighth, two thousand twenty-five**, the petition for reorganization proceeding was admitted for processing, and the appropriate precautionary measures were ordered in accordance with the provisions of the Bankruptcy Law.

On the other hand, by means of document with internal folio number **7862**, received on April three, two thousand twenty-five, **Rogelio Héctor Palacios Beltrán** appeared, who represented himself as attorney-in-fact of **Controladora Dolphin, Sociedad Anónima de Capital Variable** in terms of notarial instrument number **thirty-three thousand five hundred fifty-three** of March twenty-eighth, two thousand twenty-five, executed before the Notary Public number one hundred forty-two of this City, in which is recorded the notarization of the unanimous resolutions adopted outside the Shareholders' Meeting taken by **CIBanco, S. A. Institución de Banca Múltiple (CIBanco, S. A. Institución de Banca Múltiple).A. Institución de Banca Múltiple**, in its capacity as trustee of the irrevocable guaranty trust **CIB/2380**, through its legal representative **María Eugenia Soberanis Pérez** and by **Wilmington Trust National Association** through its representative **Raúl García Chávez**, among which it is noted:

- 1.- The approval for the company to withdraw the petition for bankruptcy and the precautionary measures requested.
- 2.- The removal of the members of the Board of Directors and the appointment of Mr. **Steven Robert Strom** as Sole Administrator;
- 3.- The removal of the General, Legal, Comptroller, Corporate and Financial Directors. General,

The revocation of the powers of attorney granted to **Eduardo Albor Villanueva, Concepción Estaban Manchado, Martín Flores Merino, Valeria Margarita Albor Domínguez and Sergio Said Jacome Palma** and the granting of powers of attorney to various persons.

In that order, we note the existence of two notarial instruments, with which, at the beginning, **Controladora Dolphin, Sociedad Anónima de Capital Variable (Dolphin, S.A. de C.V.)** went to this instance to

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Therefore, even though there is a certified copy of the Minutes of the Ordinary General Shareholders' Meeting of **Controladora Dolphin, Sociedad Anónima de Capital Variable**, dated November seventh, two thousand twenty-four, from which it is evidenced that **CIBanco, Sociedad Anónima, Institución de Banca Múltiple** and Mr. **Eduardo Albor Villanueva**, representing the totality of the capital stock of the company, resolved to authorize the Board of Directors to request its declaration of bankruptcy, **representing the totality of the capital stock of the company**, resolved to authorize the Board of Directors to request its declaration of bankruptcy, and by virtue of this, in the order admitting said request, the following precautionary measures, among others, were issued:



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- "1. The prohibition to the merchant to make payments of obligations due prior to the date of admission of the petition for bankruptcy.*
- 2. The suspension of all enforcement or extrajudicial proceedings against the merchant's assets or rights.*
- 3. The prohibition to the merchant to carry out operations of alienation or encumbrance of the main assets of its business.*
- 4. The prohibition to make transfers of resources or securities in favor of third parties, except for those payments that are considered ordinary operations".*

The truth is that the power of the merchant, through the resolutions adopted outside the meeting by unanimous vote of the shareholders representing the totality of the capital stock, to withdraw from the bankruptcy proceeding cannot be disregarded, since in accordance with Article 28 of the Bankruptcy Law, the merchant that has requested its declaration of bankruptcy, as is the case in this case, may withdraw its request.

And in this case, public instrument number **thirty-three thousand five hundred fifty-three** of **March twenty-eighth, two thousand twenty-fifth and fifty-three** of **March twenty-eighth, two thousand twenty-fifth**, shows the will of the majority shareholder **CIBanco, Sociedad Anónima, Institución de Banca Múltiple** (who also appeared in that capacity at the Ordinary General Shareholders' Meeting of **November seventh, two thousand twenty-fourth**, in which the Board of Directors was empowered to formally request, on behalf of the company, before the competent authorities and agencies, its declaration of insolvency in the conciliation stage) to withdraw from the insolvency proceeding, being fully empowered to do so.

It should not go unnoticed that in the account brief, **CIBanco, Sociedad Anónima, Institución de Banca Múltiple** argues that it never had the intention of requesting the declaration of bankruptcy of the merchant, since, regardless of this, having the ownership of the majority of the shares, it is empowered to authorize the withdrawal of such request.

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In this order, with the writ of account, **CI Banco, Sociedad Anónima, Institución de Banca Múltiple**, through its fiduciary delegates, has complied with the requirement formulated in the order of **April three, two thousand twenty-five**, in the terms indicated in the writ of account, and therefore, the warning decreed therein is left without effect.

On the other hand, from the actuarial reason of the account, it is noted that the attorned agent of the assignment recorded the impossibility of notifying **Wilmington Trust** of the requirement formulated in the order of April 3 of the current year; however, since there is no controversy regarding the ownership of **CI Banco, Sociedad Anónima, Institución de Banca Múltiple** of more than ninety-nine percent of the shares of the merchant, it is deemed sufficient that the said trust institution has complied with the requirement in order to resolve on the matter.

Consequently, having seen again the letter with internal correspondence number **7862**, received on **April 3 of the current year**, in attention to its content, it is provided:

The document signed by Rogelio Héctor Palacios Beltrán, attorney-in-fact of Controladora Dolphin, Sociedad Anónima de Capital Variable, in terms of notarial instrument number thirty-three thousand five hundred and fifty-three, dated March twenty-eighth, two thousand and twenty-five, granted before the Notary Public, is deemed received.



Public Number one hundred and forty-two of Mexico City, whereby it revokes the appointment of each and every one of the attorneys and authorized to act and intervene in the present proceeding, requesting that their physical and electronic access to the file be cancelled.

Likewise, it designates authorized parties in broad and restricted terms, revokes the procedural domicile and designates a new one; requests the practice of electronic notifications through the users "rodrigo94gazcon" and "CarloReyes"; requests a certified copy in duplicate of all of the documents that make up this file; requests to be informed of the fees and expenses to be paid by the merchant for the activities that have been carried out; and finally, based on Article 28 of the Mexican Bankruptcy , it withdraws from this bankruptcy proceeding, requesting that CI BANCO, Sociedad Anónima, Institución de Banca Múltiple and Wilmington Trust National Association be notified of the cessation of the precautionary measures and the conclusion of the proceeding.

In response to his request, please inform the plaintiff that the revocation of the attorneys and those authorized to act in this proceeding, the cancellation of his access to the physical and electronic file, as well as the revocation of the procedural domicile, will be effective until the present resolution becomes final.

DESIGNATION OF AUTHORIZED

On the other hand, in consideration of your request and in view of the certification of account, Jaime René Guerra González, Jesús Armando Treviño Moyeda, Alfonso Peniche García, Román Salazar Castillo, Ernesto Luis Rodríguez León, Raúl García Herrera, Sergio Cabañas Mier, Rogelio Héctor Palacios Beltrán, Octavio Ochoa Huerta, Oscar Alejandro de la Fuente Manzano, Iris María Guajardo Guerra, Laura Alejandra González Santa Cruz, Beatriz Elizabeth Montoya Ramírez, Gabriel Iván Sarabia Zúñiga, Marco Enrique González Medrano, Sandra Alicia Treviño Hinojosa, Arturo Ramírez Carlock, Alfredo Kriki Sesin, Luis Aroche Alquicira, Alma Delia Esquivel Padilla, Sebastián Hernández Ávila, Sebastián Ruanova Carvajal, José Guadalupe



González Torres, Brandon Alejandro Salgado Díaz, and Karla Guadalupe Barrera Hernández, since they are legally authorized to law, and therefore, have permission to practice law before the jurisdictional bodies of the Judicial Branch of the Federation.

On the other hand, as regards having Miguel Ángel Hernández Morales, Rodrigo Josué Gazcón Quintana, José Eduardo Ponce Mata and Carlo Braulio Reyes Escandón, as well as Azul Andrea Palacio Tesillo, Natalia Mejia Castillo, Eduardo Valencia Rodríguez, Katherine Nicole Martínez Vega and Axel Emiliano Basurto Vergara authorized in the terms indicated, the decision of April 7 of the current year must be complied with.

PROCEDURAL ADDRESS

The domicile indicated by the plaintiff, located at Santa Margarita 232 Colonia Insurgentes San Borja alcaldía Benito Juárez, Postal Code 01300, Mexico City, should not be considered as indicated, since he is requesting the practice of notifications via electronic means.

In this order, the practice of electronic notifications through the users "CarloReyes" and "rodrigo94gazcon" is authorized. Therefore, the Judicial Officer A, in charge of the Integral File Tracking System [S.I.S.E.], and the Judicial Clerk of the assignment, are instructed to allow the access and enable the referred users, for the consultation of the present file electronically and the practice of notifications by the same means.

ISSUANCE OF COPIES

On the other hand, based on the provisions of Article 1067 of the Commercial Code of supplementary application to the bankruptcy law, the issuance in duplicate, at your expense, of the certified copies indicated above is hereby authorized.

CANCELLATION OF THE INSOLVENCY PROCEEDING



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Based on Articles 1, 7 and 28 of the Bankruptcy Law, the merchant **Controladora Dolphin, Sociedad Anónima de Capital Variable**, through its attorney-in-fact **Rogelio Héctor Palacios Beltrán** **DISMISSED IN FULL PERJURY** of the present bankruptcy proceeding, for all legal purposes.

THE MERCHANT IS ORDERED TO PAY COURT COSTS.

On the other hand, based on the provisions of Article 28 of the Mexican Bankruptcy Law, it is ordered that the merchant **Controladora Dolphin, Sociedad Anónima de Capital Variable**, shall pay all the expenses of this bankruptcy proceeding, among them, the fees of the bankruptcy examiner, which amount will be settled through the incident that said specialist promotes for such purpose.

TERMINATION OF INTERIM INJUNCTIONS

Now, from the certification of account it is noted that in an order dated **January twenty-eighth, two thousand twenty-five**, the petition for reorganization in the conciliation stage was admitted for processing, with respect to the merchant **Controladora Dolphin, Sociedad Anónima de Capital Variable**; likewise, this court decreed several precautionary measures.

Likewise, with the petition for reorganization proceeding, it was ordered to notify the **Federal Institute of Specialists in Commercial Insolvency Proceedings**, the **Tax Administration Service**, the **Mexican Social Security Institute**, the **Ministry of Finance of the State of Quintana Roo**, the **National Workers' Housing Fund Institute**, and the **Federal Center for Labor Conciliation and Registration**, in order to inform them of the admission of the present reorganization proceeding.

In that order, taking into consideration the withdrawal of the merchant **Controladora Dolphin, Sociedad Anónima de Capital Variable**, based on the provisions of Articles 1, 7 and 28,

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of the Law of Concursos Bankruptcy Law, is order **TO LEAVE WITHOUT EFFECT THE PRECAUTIONARY MEASURES DECREED IN** order of **january twenty-eighth, two thousand and twenty-five.**

The foregoing is brought to the attention of **CI Banco, Sociedad Anónima, Institución de Banca Múltiple**; it is not deemed necessary to order the notification of this determination to **Wilmington Trust**, by virtue of the aforementioned withdrawal.

NOTIFICATION TO AUTHORITIES

Send an official notice to the **Federal Institute of Specialists in Bankruptcy Proceedings**; as well as to the tax authorities of the **Tax Administration Service**, the **Mexican Social Security Institute**, the **Ministry of Finance of the State of Quintana Roo**, the **National Workers' Housing Fund Institute** and the **Federal Center for Labor Conciliation and Registration**, in order to inform them of the determination contained in this ruling, for the corresponding legal effects.

THE VISITOR IS MADE AWARE OF THE WITHDRAWAL

In the same manner, inform the Visitor **José Gerardo Badín Cherit** of the present determination for the legal effects that may be applicable.

DOLPHIN HOLDING COMPANY, MAKES REPRESENTATIONS AND REQUESTS THE ISSUANCE OF A JUDGMENT OF COMMERCIAL BANKRUPTCY

With the document registered under internal folio number **9199**, subscribed by **Vicente Bañuelos Rizo**, who promotes in his capacity as authorized in broad terms of **Controladora Dolphin, Sociedad Anónima de Capital Variable**, which was recognized in a ruling dated January seven, two thousand twenty-five, by means of which he requests that a judgment be issued declaring **Controladora Dolphin** in bankruptcy.

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The appeal was filed in due time and form, as it is evidenced in the certification of the account, and it is resolved in the following terms.

The appellant states as a grievance that order under appeal denied the granting of precautionary measures and authorized access to this case file to various attorneys-in-fact and representatives of **Dolphin**.

In that order, it is noted that the means of challenge at hand has been left without subject matter, since on this date the character of **Rogelio Héctor Palacios Beltrán** as attorney-in-fact of **Controladora Dolphin Sociedad Anónima de Capital Variable** was recognized, in terms of notarial instrument number **thirty-three thousand five hundred fifty-three**, dated **March twenty-eighth, two thousand twenty-five**, granted before the Notary Public Number one hundred forty-two of Mexico City, and his request to withdraw from the present mercantile insolvency proceeding was agreed to accordingly.

MEXICAN INSTITUTE OF SOCIAL SECURITY SE APERSONA

With respect to the document registered under internal folio number **9191**, signed by **Julio César Robles Vázquez**, general attorney-in-fact for lawsuits and collections of the **Mexican Social Security Institute**, a capacity accredited and recognized in terms of public instrument number **117,480 [one hundred and seventeen thousand four hundred and eighty]** executed before the notary public **4 [four]** of the Federal District, now Mexico City, he states the following:

- Requests recognition of his capacity as general attorney-in-fact for lawsuits and collections of the Mexican Social Security Institute.
- Indicate your address to receive notifications.
- Authorizes in terms of the third paragraph of article 1069, of the Commercial Code to several persons.
- Request access to the electronic file.



In that order, the official letter of account is added to the records only so that it may act as it corresponds, since on this date the merchant has withdrawn from the commercial bankruptcy in which we are acting.

For the foregoing, on the sole occasion, notify the referred institute of the content of this resolution at the address indicated to receive notifications, located at **Torres Adalid, number 1305, third floor, corner with Enrique Pestalozzi, Colonia Narvarte Poniente, Alcaldía Benito Juárez, postal code 03020, Mexico City.**

Likewise, please inform him that a certified copy of the notarial instrument that he exhibited to prove his legal capacity is at his disposal, through any of authorized parties indicated in the written document, after the reason for its receipt has been left in the file.

**DOLPHIN HOLDING COMPANY, REQUESTS TO MAKE
AVAILABLE TO YOU RECORDS FOR NOTIFICATION BY
REGISTERED MAIL**

Regarding the document registered with internal folio number **9605**, signed by **Vicente Bañuelos Rizo**, who is as authorized representative of **Controladora Dolphin, Sociedad Anónima de Capital Variable**, which was recognized in the order dated January seventh, two thousand twenty-five, by means of which he requests that corresponding official letter be made available to him for the purpose of notifying **Wimington Trust** of the order dated April third, two thousand twenty-five.

In this regard, the writ of account is added to the case file without further order, since on this date the merchant withdrew from the bankruptcy proceeding.

**DOLPHIN CONTROLLER AUTHORIZED, REPORTS
PRECAUTIONARY MEASURE.**

With respect to the document registered under internal folio number **10028**, signed by **Rodrigo Josué Gazcón Quintana**, who is an authorized person in broad terms of



Controladora Dolphin, Sociedad Anónima de Capital Variable, which was recognized in an order dated April seventh, two thousand twenty-five, whereby it informs that on April tenth, two thousand twenty-five, the **First Mercantile Court of First Instance of the Judicial District of Cancún, Quintana Roo**, issued a precautionary measure in which it ordered the suspension of all legal and/or material effects of the meeting of the Board of Directors of December twenty-third, two thousand twenty-four, **Quintana Roo**, issued a precautionary measure in which it ordered the suspension of all legal and/or material effects of the meeting of the Board of Directors of December twenty-third, two thousand and twenty-fourth, which is attached as a single exhibit.

In this regard, the writ of account is added to the case file without further order, since from the certification of account, it is evidenced that on this date the merchant withdrew from the bankruptcy proceeding.

**DOLPHIN, THE CONTROLLING COMPANY, MAKES
STATEMENTS OF VIOLATION OF THE MEASURES
CAUTELARY**

Finally, with the document registered with internal folio number **10029**, signed by **Vicente Bañuelos Rizo**, who promotes in his capacity as authorized in broad terms of **Controladora Dolphin, Sociedad Anónima de Capital Variable**, which was recognized in an order dated January seventh, two thousand twenty-five, by means of which he makes statements regarding the violation of the precautionary measures decreed on **January twenty-eighth, two thousand twenty-five** in the present insolvency proceeding and requests the annulment of the acts that have been carried out as a consequence of such execution.

In this regard, the writ of account should be added to the records without further order, since on this date the merchant has withdrawn from the bankruptcy proceeding and the precautionary measures decreed in the records have been lifted; furthermore, the claim of the plaintiff refers to issues related to the compliance of the irrevocable guarantee trust agreement **CIB/2380**, which is outside the scope of this bankruptcy proceeding.

RESERVATION IS LIFTED



PODER JUDICIAL DE LA FEDERACIÓN

On the other hand, it is evident from the record that in a ruling dated **April three, two thousand twenty-five**, it was reserved to rule on the document with internal folio number **8311**, which **Vicente Bañuelos Rizo**, acting as authorized of **Controladora Dolphin, Sociedad Anónima de Capital Variable**, which was recognized in an order dated January seven, two thousand twenty-five, filed a motion for lack of legal standing against the persons indicated therein, until the requirements formulated in said order were complied with.

In this order, from the preceding paragraphs it is noted that on this date **CIBanco, Sociedad Anónima, Institución de Banca Múltiple** was served with the requirement made in the order of April 3 of the current year; likewise, it was deemed that this was sufficient to resolve on the matter.

Therefore, the reservation indicated in the order of the third day of the current month and year is lifted, and in attention to the letter with internal folio 8311, it is provided:

The document with internal file number **8311**, by means of which **Vicente Bañuelos Rizo**, acting as authorized of **Controladora Dolphin, Sociedad Anónima de Capital Variable**, which was recognized in an order **dated January seventh, two thousand twenty-five**, filed a motion for lack of legal standing against the persons indicated therein, is deemed to have been received,

Therefore, based on the provisions of Articles 267 of the Bankruptcy Law, the motion is **ADMITTED**; without the need to order its substantiation, since on this date the merchant **Controladora Dolphin, Sociedad Anónima de Capital Variable** has withdrawn from the bankruptcy proceeding in which we are acting, therefore, the motion has been dismissed.

Notify; and, personally to José Gerardo Badín Cherit; electronically to the merchant through any of the authorized users in this agreement; electronically to the promoter of the present insolvency proceeding; electronically to CIBanco, S.A., for one sole occasion.

MARLENE SANDRA CHAVEZ REYES
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Institución de Banca Múltiple, in its capacity as trustee of the irrevocable guarantee trust **CIB/2380**, through the user it provides; by official letter to the Instituto Federal de Especialistas de Concursos Mercantiles, and to the authorities Servicio de Administración Tributaria, Instituto Mexicano del Seguro Social, Secretaría de Finanzas del Estado de Quintana Roo, Instituto del Fondo Nacional de la Vivienda para los Trabajadores and Centro Federal de Conciliación y Registro Laboral.

So ordered and electronically signed by **Ruth Haggi Huerta García**, Second District Judge in Commercial Bankruptcy Matters with residence in Mexico City and jurisdiction throughout the Mexican Republic, before **Marlene Sandra Chávez Reyes**, Clerk of the Court, with whom she acts and attests. **I attest.**

KIBR/MSCR

Marlene Sandra Chávez Reyes**, Clerk of the Second District Court in Commercial Bankruptcy Matters with Residence in Mexico City and Jurisdiction in all the Mexican Republic, certifies: that the above mentioned promotion and the present agreement have been integrated to the electronic file that exists in the Integral File Tracking System; likewise, that the corresponding electronic files coincide in their totality with the present records. **I attest.

Reason. On this date, the official letter 1990, 1991, 1992, 1993, 1994 and 1995 is being sent to the corresponding authority, notifying them of the above order. **I attest.**

MARLENE SANDRA CHAVEZ REYES
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EXHIBIT D

Injunction



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Ciudad de México, a cuatro de abril de dos mil veinticinco.

Con el escrito digital y el de cuenta, documentos y copias de traslado que se acompañan, fórmese expediente y regístrese en el Libro de Gobierno de este Juzgado bajo el número 222/2025 que corresponda. Guárdense en el seguro del juzgado los documentos base de la acción. Se tiene por presentado a CARLO BRAULIO REYES ESCANDON en su carácter de apoderado legal de AQUA TOURS, S.A. DE C.V., CONTROLADORA DOLPHIN, S.A. DE C.V., DOLPHIN AUSTRAL HOLDINGS, S.A. DE C.V., DOLPHIN CAPITAL COMPANY, S. DE R. L. DE C.V., EJECUTIVOS DE TURISMO SUSTENTABLE, S.A. DE C.V., PROMOTORA GARRAFON, S.A. DE C.V. y VIAJERO CIBERNETICO, S.A. DE C.V., personalidad que se le reconoce en términos de los testimonios notariales que para tal efecto exhibe, señalando como domicilio para oír y recibir toda clase de **notificaciones y documentos** el que indica, como lo solicita se le tiene autorizando en términos del tercer párrafo del artículo 1069 del Código de Comercio, a los profesionistas que menciona, es decir para los siguientes efectos: "[...] para intervenir en representación de la parte que los autoriza en todas las etapas procesales del juicio, comprendiendo la de alzada y la ejecución, con todas las facultades generales y especiales que requieran cláusula especial incluyendo la de absolver y articular posiciones, debiendo en su caso especificar aquellas facultades que no se les otorguen, pero no podrán sustituir o delegar dichas facultades en un tercero[...]" en la inteligencia de que los autorizados en cita deberán presentar su cédula profesional en su primera intervención, en el entendido que de no hacerlo, perderá las facultades antes indicadas en perjuicio de la parte que los hubiere designado; se autoriza a las demás personas que menciona para oír y recibir notificaciones, para recoger **documentos y valores** e imponerse de autos de conformidad al artículo 1069 párrafo VI del Código de Comercio, demandando en la **VÍA ORDINARIA MERCANTIL** de **EDUARDO ALBOR VILLANUEVA, CONCEPCION ESTEBAN MANCHADO, MARTIN FLORES MERINO, VALERIA MARGARITA ALBOR DOMINGUEZ, SERGIO SAID JACOME PALMA y BBVA BANCOMER S.A. INSTITUCION DE BANCA MULTIPLE, GRUPO FINANCIERO BBVA BANCOMER**, las prestaciones que indica misma que se admite la demanda en la vía y forma propuesta, con fundamento en los artículos 1377, 1378, 1379, y demás relativos del Código de Comercio, con las copias simples selladas y cotejadas, córrase traslado y emplácese a los demandados para que, dentro del término de **QUINCE DÍAS**, produzcan su contestación a la demanda u opongan las excepciones que tuviere, y señale domicilio convencional en esta jurisdicción, apercibiéndolos que de no hacerlo las subsecuentes



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notificaciones aun las personales le surtirán efectos por Boletín Judicial, razón que el domicilio de los codemandados **EDUARDO ALB VILLANUEVA, CONCEPCION ESTEBAN MANCHADO, MARTIN FLOR MERINO, VALERIA MARGARITA ALBOR DOMINGUEZ, SERGIO SA JACOME PALMA** se encuentra fuera de la Jurisdicción de este H. Juzgado con apoyo en el artículo 1071 del Código de Comercio con los insert necesarios gírese atento EXHORTO al C. JUEZ COMPETENTE I CANCUN, QUINTANA ROO, para que en auxilio de las labores de este Juzgado ordene a quien corresponda y proceda a dar el debi cumplimiento con **TODO** lo ordenado en este auto, facultando a dicho ju exhortado para que aplique las medidas de apremio necesarias para CABAL cumplimiento de lo ordenado en este proveído, así como para q acuerde promociones de la actora y se le concede PLENITUD JURISDICCION para todo ello, prevéngase a la demandada para que señ domicilio para oír y recibir notificaciones dentro de la jurisdicción de es Juzgado, apercibida que en caso de no hacerlo, las subsecuent notificaciones les surtirán en términos del Artículo 1069 del Código Comercio; se otorga al C. Juez exhortado el término de SESENTA d HÁBILES contados a partir de que obre en su poder el presente exhor para su diligenciación, autorizándose a las personas que se indican en apartado respectivo de la demanda para los fines que se precisan para q actúen y promuevan ante el juez exhortado correspondiente, todo ello, r conformidad con el artículo 1079 fracción I del Código de Comercio Asimismo, se solicita al C. Juez exhortado realice la devolución del exhor remitido, directamente al local de este Juzgado, ubicado en AVENIE NIÑOS HEROES NÚMERO 132, TORRE SUR PISO 5, COLON DOCTORES, ALCALDÍA CUAUHTEMOC, C.P. 06720, CIUDAD DE MÉXICO. Y respecto de las MEDIDAS CAUTELARES DE ASEGURAMIENTO se determinan procedentes, con fundamento en dispuesto por los artículos 384, 386, 387 y 388 del Código Federal Procedimientos Civiles de aplicación supletoria al Código de Comercio, efecto de mantener las cosas en el estado en que se encuentran, s prejuzgar sobre la legalidad de la situación que se mantiene, ni sobre l derechos o responsabilidades del que la solicita, atendiendo a la aparienc del buen derecho, notoria urgencia de las medidas y el peligro en la demoi de las mismas que podría repercutir en intereses de las accionantes terceros que indica, tanto en su prestigio y reputación comercial, así como desvío de sus patrimonios por las personas removidas, incumplimiento contractuales, riesgos financieros y de sus trabajadores inclusive, se order mantener la situación de hecho existente respecto a la remoción c consejeros y revocación de apoderados de las sociedades que conforma Grupo Dolphin, en los términos establecidos en las Asambleas General d Accionistas y las Resoluciones Unánimes adoptadas fuera de Asamblea d





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Socios celebradas el 28 de marzo de 2025; asimismo SE ORDENA mantener la situación de hecho existente respecto a la designación de STEVEN ROBERT STROM como Administrador Único de las sociedades que conforman Grupo Dolphin, en los términos establecidos en las Asambleas General de Accionistas y las Resoluciones Unánimes adoptadas fuera de Asamblea de Socios celebradas el 28 de marzo de 2025; así como SE ORDENA mantener la situación de hecho existente respecto a la designación de Robert L. Wagstaff, Michael Nicosia Flynn, Eduardo Moyano Lico y Matías Marambio Calvo, como apoderados de las sociedades que conforman Grupo Dolphin, en los términos establecidos en las Asambleas General de Accionistas y las Resoluciones Unánimes adoptadas fuera de Asamblea de Socios celebradas el 28 de marzo de 2025; SE ORDENA mantener la situación de hecho existente respecto de la designación de Robert L. Wagstaff, Michael Nicosia Flynn, Eduardo Moyano Lico y Matías Marambio Calvo, como apoderados de las sociedades que conforman Grupo Dolphin, en los términos establecidos en las Asambleas General de Accionistas y las Resoluciones Unánimes adoptadas fuera de Asamblea de Socios celebradas el 28 de marzo de 2025; SE ORDENA a EDUARDO ALBOR VILLANUEVA, CONCEPCIÓN ESTEBAN MANCHADO, MARTÍN FLORES MERINO, VALERIA MARGARITA ALBOR DOMÍNGUEZ y SERGIO SAID JACOME PALMA, como miembros removidos del Consejo de Administración o Gerentes de las sociedades que conforman al Grupo Dolphin, que se abstengan de realizar cualquier acto o instruir que se realice cualquier acto en representación de cualesquiera de las sociedades que conforman al Grupo Dolphin. Y ESPECIALMENTE PARA que se abstengan de disponer de cualquier activo de las sociedades que conforman al Grupo Dolphin y, en general, de realizar cualquier acto que incida en la esfera jurídico-patrimonial de las sociedades que conforman al Grupo Dolphin; SE ORDENA a EDUARDO ALBOR VILLANUEVA, CONCEPCIÓN ESTEBAN MANCHADO, MARTÍN FLORES MERINO, VALERIA MARGARITA ALBOR DOMÍNGUEZ y SERGIO SAID JACOME PALMA, como ex apoderados de las sociedades que conforman al Grupo Dolphin que, como consecuencia de la revocación de sus poderes, que se abstengan de ostentarse como apoderados y/o representantes de las sociedades que conforman al Grupo Dolphin y que se abstengan de realizar cualquier acto o instruir que se realice cualquier acto en representación de cualesquiera de las sociedades que conforman al Grupo Dolphin Y ESPECIALMENTE PARA que se abstengan de disponer de cualquier activo de las sociedades que conforman al Grupo Dolphin y, en general, de realizar cualquier acto que incida en la esfera jurídico-patrimonial de las sociedades que conforman al Grupo Dolphin; asimismo, GIRESE OFICIO de estilo al Registro Público de Comercio de Cancún, Quintana Roo dentro de los folios 18314, 24159, 1289, 16534, N-2018098333, 18385, N-2019002757, para que realicen las





anotaciones correspondientes a la revocación de los poderes; GIRE OFICIO a la Comisión Bancaria y de Valores por medio del sistema atención de requerimientos de autoridades denominado SIARA, para que su vez gire oficios a las instituciones bancarias del país a efecto de que les informe que a EDUARDO ALBOR VILLANUEVA, CONCEPCIÓN ESTEBAN MANCHADO, MARTÍN FLORES MERINO, VALERIA MARGARITA ALBOR DOMÍNGUEZ y SERGIO SAID JACOME PALMA, encuentran removidos como consejeros y revocación de sus poderes respecto a las sociedades que conforman a las Sociedades actoras Y para que instruya dicha COMISION a dichas instituciones bancarias para que lleven a cabo todos los actos que resulten necesarios para actualizar sus registros y permitir a STEVEN ROBERT STROM como nuevo Administrador Único de las sociedades que conforman todas ya cada una de las sociedades coactoras, así como a Robert Wagstaff, Michael Nicosia Flynn Eduardo Moyano Luco y Matías Marambio Calvo, para que tengan acceso y control de las cuentas bancarias que tengan aperturadas en cualesquiera institución financiera del sistema bancario y financiero del país;

GIRESE OFICIO al Servicio de Administración Tributaria Administración Local de Cancún, Quintana Roo con domicilio en Av. Bonampak s/n, Lotes 4 y 5, p.b., locales 8 al 10, esq. Nichupté, Plaza Vivendi Américas, Supermanzana 8, c.p. 77504, Benito Juárez, Quintana Roo, para informar que EDUARDO ALBOR VILLANUEVA, CONCEPCIÓN ESTEBAN MANCHADO, MARTÍN FLORES MERINO, VALERIA MARGARITA ALBOR DOMÍNGUEZ y SERGIO SAID JACOME PALMA, fueron removidos como apoderados y sus poderes revocados respecto a las sociedades que conforman al Grupo Dolphin, Y PARA QUE DICHA AUTORIDAD lleve a cabo todos los actos que resulten necesarios para actualizar sus registros y permitir a STEVEN ROBERT STROM, como nuevo Administrador Único de las sociedades que conforman al Grupo Dolphin, a cualesquiera de los nuevos apoderados con facultades suficientes, que gestionen los registros y/o recursos que sean necesarios para realizar todos los actos y/o procesos necesarios para dar cumplimiento con las obligaciones tributarias y/o cualesquier trámite o proceso que correspondan en relación con las sociedades que conforman al Grupo Dolphin; ORDENA A EDUARDO ALBOR VILLANUEVA, CONCEPCIÓN ESTEBAN MANCHADO, MARTÍN FLORES MERINO, VALERIA MARGARITA ALBOR DOMÍNGUEZ y SERGIO SAID JACOME PALMA como miembros removidos del Consejo de Administración o Gerentes y ex apoderados de las sociedades que conforman el Grupo Dolphin, así como a cualquier empleado de y/o individuo que se encuentre en posesión de cualquier bien (mueble o inmueble) o derecho que corresponda a las sociedades que conforman al Grupo Dolphin, que permitan la libre disposición, acceso y cualquier acto que resulte necesario para que a STEVEN ROBERT STROM





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como nuevo Administrador Único de las sociedades que conforman al Grupo Dolphin y/o a los apoderados con facultades suficientes, que tomen posesión y hagan uso de dichos activos y/o recursos para dar continuidad a la operación de las sociedades que conforman al Grupo Dolphin. De manera particular, se deberá ordenar que se ponga a STEVEN ROBERT STROM en posesión de la administración de las sociedades que conforman al Grupo Dolphin, las cuales son la parte actora, y/o a los apoderados con facultades suficientes, en posesión de todos los bienes, activos e instalaciones de Grupo Dolphin ubicadas en Banco Chinchorro, Lote 8, Manzana. 1, Sm. 13 Cancán, Quintana Roo, México. De manera particular, así como cualquier Parque operado por las Sociedades actoras, DEBIENDO ENTREGAR LOS C.C. EDUARDO ALBOR VILLANUEVA, CONCEPCIÓN ESTEBAN MANCHADO, MARTÍN FLORES MERINO, VALERIA MARGARITA ALBOR DOMÍNGUEZ y SERGIO SAID JACOME PALMA, como miembros removidos del Consejo de Administración o Gerentes y ex apoderados de las sociedades que conforman el Grupo Dolphin, así como a cualquier empleado de y/o individuo que se encuentre en las instalaciones de Grupo Dolphin antes señaladas, TODA la información necesaria para el acceso y control de los registros contables y financieros, tokens, documentos, contratos, servidores, programas informáticos, software de negocios, controles de recursos humanos y, en general, cualquier instrumento o documento que resulten necesarios para la operación de las sociedades que conforman al Grupo Dolphin; SE ORDENA a todos los empleados y directivos de Grupo Dolphin, independientemente de su cargo o denominación, incluyendo pero no limitándose a quienes actualmente desempeñan las funciones de Director General, Director Corporativo, Director de Finanzas, Director Comercial, Director Comercial Icaro, Director Jurídico, Director de Especialistas en Cuidado Animal, Director de Medicina Veterinaria, Director de Tecnología de la Información, Director de Contraloría, Director de Ingeniería y Mantenimiento, Director de Operaciones, Director Regional USA, Director Regional Caribe, Director Regional Italia, Director Regional México, Subdirector de Mercadotecnia y Subdirector de E-Commerce, a cooperar plenamente y sin obstáculos o dilaciones con la nueva administración designada conforme a las Asambleas Generales de Accionistas y Resoluciones Unánimes adoptadas fuera de Asamblea de Socios de fecha 28 de marzo de 2025, a fin de asegurar la continuidad normal y efectiva de las operaciones comerciales del Grupo Dolphin, permitiendo así la preservación de la empresa en marcha; apercibidos para que en el caso de que no cooperen u obstaculicen de alguna forma la continuidad del negocio o la toma de posesión de los nuevos administradores y/o apoderados, se les IMPONDRAN TANTAS Y CUANTAS MEDIDAS DE APREMIO SEAN NECESARIAS Y EFICACES, comenzando por una multa y/o en caso de desacato o incumplimiento

RODRIGO CORTES DOMINGUEZ TOLLIDANO 29/06/25 10:11:55
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LIDWIN ROSLY DIAZ 26/04/25 07:06:46
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reiterado se ordene su arresto; SE ORDENA al Director de Tecnología de Información de Grupo Dolphin la revocación inmediata de todo acceso a correos electrónicos corporativos y demás sistemas informáticos del Grupo que actualmente posean o puedan tener los anteriores consejeros apoderados removidos, con el apercibimiento a todos los empleados directivos de Grupo Dolphin, incluyendo al Director de Tecnología de Información, que cualquier acto de obstrucción o falta de cooperación que impida la continuidad normal de las operaciones del negocio será sancionado con las medidas de apremio establecidas por la ley, incluyendo multa y, en caso de desacato o incumplimiento reiterado, arresto, asimismo SE MANTIENE vigente LO ACORDADO en las Asambleas Generales de Accionistas y las Resoluciones Unánimes adoptadas fuera de Asamblea de Socios celebradas el 28 de marzo de 2025, con la suspensión de los efectos jurídicos y materiales de cualquier acto corporativo de las Sociedades en las que no haya sido votadas las acciones de CI Banco como Fiduciario del Fideicomiso CIB/2380 dentro de las Sociedades conformadas por Grupo Dolphin y que son las actoras dentro del procedimiento. Todo lo cual surtirá efectos de inmediato, debiendo garantizar la parte actora los posibles daños y perjuicios que le pudiera ocasionar a los demandados, la suma de UN MILLON DE PESOS 00/100 M.N. en razón de que no hay parámetro alguno que permita apreciar las afectaciones perjudiciales con dichas medidas cautelares, pero en atención atendiendo a que son siete las personas físicas morales actoras y a que se han removido a administradores y personal orgánico de las mismas, lo cual deberán exhibir en un plazo máximo de ocho días hábiles, en cualquiera de las formas legales correspondientes a la disposición de este juzgado, apercibida que de no hacerlo, dejarán de surtir efectos las medidas de aseguramiento decretadas. Asimismo, atento a la circular CJCDMX 50/2018, en cumplimiento a lo ordenado en el Acuerdo 128/2018 emitido por el Pleno del Consejo de la Judicatura de la Ciudad de México, en sesión ordinaria celebrada el día veintiocho de junio del año dos mil dieciocho, en su punto resolutivo noveno, de conformidad con lo dispuesto en los artículos 201 fracción I de la Ley Orgánica del Tribunal Superior de Justicia del Distrito Federal y 10 fracción I del Reglamento Interior del Consejo de la Judicatura de la Ciudad de México, en relación a la leyenda "Centro de Justicia Alternativa", se hace del conocimiento de las partes que el Tribunal Superior de Justicia de la Ciudad de México, motivado por el interés de que las personas que tienen algún litigio cuenten con otra opción para solucionar su conflicto, proporciona los servicios de mediación a través de su Centro de Justicia Alternativa, donde se les atenderá en forma gratuita, la mediación no es asesoría jurídica. El Centro se encuentra ubicado en Av. Niños Héroes 133, Colonia Doctores, Delegación Cuauhtémoc, CDMX, Código Postal 06500, con el teléfono 51341100 ext. 1460 y 2362. Servicio de Mediación Civil Mercantil: 5207-25-84 y 5208-3





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Décimo De Lo Civil

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49. mediación.civil.mercantil@tsjcdmx.gob.mx. Servicio de Mediación Familiar: 55142860 y 55145822 mediación.familiar@tsjcdmx.gob.mx. Finalmente se hace del conocimiento a las partes, que de conformidad con lo dispuesto por el artículo 15 del Reglamento del Sistema Institucional de Archivos del Tribunal Superior de Justicia y del Consejo de la Judicatura del Distrito Federal, que una vez que concluya el presente asunto, este expediente será remitido dentro de los NOVENTA DÍAS naturales siguientes a la fecha en que surta efectos la notificación de este proveído, al Archivo Judicial para que de vista al Comité Técnico Interno de la Administración de Documentos del Tribunal Superior de Justicia del Distrito Federal o del Consejo de la Judicatura del Distrito Federal, para que decida sobre su destrucción, en la inteligencia de que dentro del mismo plazo la parte interesada que haya presentado pruebas, muestras y documentos, deberá acudir al Juzgado a solicitar la devolución de los mismos y en su caso a pedir las que sean de su interés.- **NOTIFÍQUESE. LO PROVEYÓ Y FIRMA EN FORMA ELECTRÓNICA CERTIFICADA CONFORME AL ARTICULO 59 DE LA LEY ORGÁNICA DEL PODER JUDICIAL DE LA CIUDAD DE MÉXICO, EL C. JUEZ DECIMO CIVIL DE PROCESO ESCRITO EN LA CIUDAD DE MÉXICO LICENCIADO RODRIGO CORTES DOMÍNGUEZ TOLEDANO, ANTE EL C. SECRETARIO DE ACUERDOS "B", LICENCIADO EDWIN ROSEY DIAZ, QUE AUTORIZA, FIRMA DEL MISMO MODO Y DA FE. DOY FE.-**

DECIMO CIVIL





EVIDENCIA CRIPTOGRAFICA - TRANSMISION

Archivo Firmado: 1743800337088.pdf

Autoridad Certificadora del Poder Judicial de la Ciudad de México

Firmante(s): 2

Hoja(s): 7

Folio: 10F0D1FD-C481-41F9-8799-101B0B2855A2

Firmantes				Firmas	
Nombre(s):	RODRIGO CORTES DOMINGUEZ TOLEDANO	Validar:	Vigente	No Serie:	70 8a 83 84 8d 78 32 30 30 30 32 39 38 38
	EDWIN ROSEY DIAZ	Validar:	Vigente	No Serie:	70 8a 83 84 8d 78 32 30 30 30 31 35 38 38
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Nombre del respondedor(es):	Servicio delegado OCSP de la AC del Poder Judicial de la CDMX				
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Emisor(es) del respondedor(es):	Autoridad Certificadora del Poder Judicial de la Ciudad de México				
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Nombre del emisor de la respuesta TSP:	Entidad Emisora de Sellos de Tiempo del Poder Judicial de la Ciudad de México				
	Entidad Emisora de Sellos de Tiempo del Poder Judicial de la Ciudad de México				
Emisor del certificado TSP:	Autoridad Certificadora del Poder Judicial de la Ciudad de México				
	Autoridad Certificadora del Poder Judicial de la Ciudad de México				
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Mexico City, April fourth, two thousand twenty-five.

With the digital and written documents, and the attached documents the file is ordered to be formed and register it in the Government Book of this Court under the corresponding number 222/2025. The documents on which the action is based are kept in the court's safe. CARLO BRAULIO REYES ESCANDON is hereby acknowledged as the legal representative of AQUA TOURS, S.A. DE C.V., CONTROLADORA DOLPHIN, S.A. DE C.V., DOLPHIN AUSTRAL HOLDINGS, S.A. DE C.V., DOLPHIN CAPITAL COMPANY, S. DE R. L. DE C.V., EJECUTIVOS DE TURISMO SUSTENTABLE, S.A. DE C.V., PROMOTORA GARRAFON, S.A. DE C.V. and VIAJERO CIBERNETICO, S.A. DE C.V., this capacity is recognized in accordance with the notarial testimonies presented for this purpose, indicating the address for hearing and receiving all kinds of notifications and documents as specified, and as requested, the professionals mentioned are authorized in accordance with the third paragraph of Article 1069 of the Commercial Code, that is, for the following purposes: "[...] to intervene on behalf of the authorizing party in all procedural stages of the trial, including appeals and enforcement, with all the general and special powers that require a special clause, including the power to admit and articulate positions, and where appropriate, those powers that are not granted must be specified, but they may not substitute or delegate said powers to a third party [...]"; it being understood that the aforementioned authorized parties must present their professional license in their first intervention, and the failure to do so will result in the loss of the aforementioned powers to the detriment of the party that appointed them; the other persons mentioned are authorized to hear and receive notifications, to collect documents and valuables and to examine the records in accordance with Article 1069 paragraph VI of the Commercial Code, demanding in the ORDINARY COMMERCIAL PROCEEDINGS from EDUARDO ALBOR VILLANUEVA, CONCEPCION ESTEBAN MANCHADO, MARTIN FLORES MERINO, VALERIA MARGARITA ALBOR DOMINGUEZ, SERGIO SAID JACOME PALMA and BBVA BANCOMER S.A. INSTITUTION OF MULTIPLE BANKING, BBVA BANCOMER FINANCIAL GROUP, the benefits indicated, and the claim is admitted in the proposed manner and form, based on articles 1377, 1378, 1379, and other relevant articles of the Commercial Code, with the sealed and verified simple copies, the defendants are served and summoned to, within FIFTEEN DAYS, produce their response to the claim or raise any exceptions they may have, and indicate a conventional address in this jurisdiction, with the warning that failure to do so will result in subsequent notifications, including personal ones, being effective through the "Judicial Bolletin". Because the addresses of the defendants EDUARDO ALBOR VILLANUEVA, CONCEPCION ESTEBAN MANCHADO, MARTIN FLORES MERINO, VALERIA MARGARITA ALBOR DOMINGUEZ, SERGIO SAID JACOME PALMA are outside the jurisdiction of this Honorable Court, based on Article 1071 of the Commercial Code, with the necessary inserts, a respectful LETTER OF REQUEST is issued to the COMPETENT JUDGE IN CANCUN, QUINTANA ROO, so that in aid of the work of this Honorable Court, he orders whoever corresponds to proceed with due compliance with EVERYTHING ordered in this order, authorizing said requested judge to apply the necessary coercive measures for the proper compliance with the orders in this provision, as well as to agree to the plaintiff's motions, and FULL JURISDICTION is granted to him for all this, and the defendant is warned to indicate an address for hearing and receiving notifications within the jurisdiction of this Court, with the warning that if they fail to do so, subsequent notifications will be made in accordance with Article 1069 of the Commercial Code; the Judge requested is granted a term of SIXTY BUSINESS DAYS from the date the present request is received for its accomplishment, and the persons indicated in the respective section of the claim are authorized for the purposes specified to act and promote before the corresponding requested judge, all in accordance with Article 1079 fraction I of the Commercial Code. Likewise, the Judge requested is asked to return the

request sent directly to the premises of this Court, located at AVENIDA NINOS HEROES NUMBER 132, TORRE SUR FLOOR 5, COLONIA DOCTORES, ALCALDÍA CUAUHTEMOC, C.P. 06720, MEXICO CITY. And with respect to the PRECAUTIONARY MEASURES OF SECUREMENT, it is determined that they are appropriate, based on the provisions of articles 384, 386, 387 and 388 of the Federal Code of Civil Procedures, supplementary to the Commercial Code, in order to maintain things in the state in which they are, without prejudging the legality of the situation that is maintained, nor on the rights or responsibilities of the applicant, taking into account the appearance of good law, notorious urgency of the measures and the danger in the delay of the same that could affect the interests of the plaintiffs and third parties indicated, both in their prestige and commercial reputation, as well as the diversion of their assets by the removed persons, contractual breaches, financial risks and those of their workers, it is ordered to maintain the existing factual situation with respect to the removal of directors and revocation of attorneys-in-fact of the companies that make up Grupo Dolphin, under the terms established in the General Shareholders' Meetings and the Unanimous Resolutions adopted outside the Shareholders' Meeting held on March 28, 2025; likewise, IT IS ORDERED to maintain the existing factual situation with respect to the appointment of STEVEN ROBERT STROM as Sole Administrator of the companies that make up Grupo Dolphin, under the terms established in the General Shareholders' Meetings and the Unanimous Resolutions adopted outside the Shareholders' Meeting held on March 28, 2025; as well as IT IS ORDERED to maintain the existing situation with respect to the appointment of Robert L. Wagstaff, Michael Nicosia Flynn, Eduardo Moyano Lico and Matías Marambio Calvo, as attorneys-in-fact of the companies that make up Grupo Dolphin, under the terms established in the General Shareholders' Meetings and the Unanimous Resolutions adopted outside the Shareholders' Meeting held on March 28, 2025; IT IS ORDERED to maintain the existing situation with respect to the appointment of Robert L. Wagstaff, Michael Nicosia Flynn, Eduardo Moyano Lico and Matías Marambio Calvo, as attorneys-in-fact of the companies that make up Grupo Dolphin, under the terms established in the General Shareholders' Meetings and the Unanimous Resolutions adopted outside the Shareholders' Meeting held on March 28, 2025; EDUARDO ALBOR VILLANUEVA, CONCEPCIÓN ESTEBAN MANCHADO, MARTÍN FLORES MERINO, VALERIA MARGARITA ALBOR DOMÍNGUEZ SERGIO SAID JACOME PALMA, as removed members of the Board of Directors or Managers of the companies that make up Grupo Dolphin, are ORDERED to refrain from carrying out any act or instructing any act to be carried out on behalf of any of the companies that make up Grupo Dolphin. AND ESPECIALLY to refrain from disposing of any asset of the companies that make up Grupo Dolphin and, in general, from carrying out any act that affects the legal-patrimonial sphere of the companies that make up Grupo Dolphin; EDUARDO ALBOR VILLANUEVA, CONCEPCIÓN ESTEBAN MANCHADO, MARTÍN FLORES MERINO, VALERIA MARGARITA ALBOR DOMÍNGUEZ AND SERGIO SAID JACOME PALMA, as former attorneys-in-fact of the companies that make up Grupo Dolphin, as a result of the revocation of their powers, are ORDERED to refrain from claiming to be attorneys-in-fact and/or representatives of the companies that make up Grupo Dolphin and to refrain from carrying out any act or instructing any act to be carried out on behalf of any of the companies that make up Grupo Dolphin AND ESPECIALLY TO REFRAIN from disposing of any asset of the companies that make up Grupo Dolphin and, in general, from carrying out any act that affects the legal-patrimonial sphere of the companies that make up Grupo Dolphin; likewise, a formal NOTICE shall be sent to the Public Registry of Commerce of Cancún, Quintana Roo, within files 18314, 24159, 1289, 16534, N-2018098333, 18385, N-2019002757, to make the corresponding annotations regarding the revocation of the powers; a NOTICE shall be sent to the Comision Nacional Bancaria y de Valores through the authority requirements service system called SIARA, so that it in turn sends notices to the banking

institutions of the country in order to inform them that EDUARDO ALBOR VILLANUEVA, CONCEPCIÓN ESTEBAN MANCHADO, MARTÍN FLORES MERINO, VALERIA MARGARITA ALBOR DOMÍNGUEZ SERGIO SAID JACOME PALMA, have been removed as directors and their powers revoked with respect to the plaintiff companies and so that said COMMISSION instructs said banking institutions to carry out all the acts that are necessary to update their records and allow STEVEN ROBERT STROM as the new Sole Administrator of the companies that make up each and every one of the co-plaintiff companies, as well as Robert Wagstaff, Michael Nicosia Flynn, Eduardo Moyano Luco and Matías Marambio Calvo, to have access and control of the bank accounts that they have opened in any financial institution of the banking and financial system of the country; a NOTICE shall be sent to the Tax Administration Service Local Administration of Cancun, Quintana Roo with address at Av. Bonampak mza. 1, Lots 4 and 5, p.b., locals 8 to 10, esq. Nichupté, Plaza Vivendi Américas, col. Supermanzana 8, c.p. 77504, Benito Juárez, Quintana Roo, to inform that EDUARDO ALBOR VILLANUEVA, CONCEPCIÓN ESTEBAN MANCHADO, MARTÍN FLORES MERINO, VALERIA MARGARITA ALBOR DOMÍNGUEZ SERGIO SAID JACOME PALMA, were removed as attorneys-in-fact and their powers revoked with respect to the companies that make up Grupo Dolphin, AND FOR SAID AUTHORITY to carry out all the acts that are necessary to update their records and allow STEVEN ROBERT STROM, as the new Sole Administrator and/or any of the new attorneys-in-fact with sufficient powers, to manage the records and/or resources that are necessary to carry out all the acts and/or processes necessary to comply with the tax obligations and/or any procedure or process that corresponds in relation to the companies that make up Grupo Dolphin; EDUARDO ALBOR VILLANUEVA, CONCEPCIÓN ESTEBAN MANCHADO, MARTÍN FLORES MERINO, VALERIA MARGARITA ALBOR DOMÍNGUEZ and SERGIO SAID JACOME PALMA as removed members of the Board of Directors or Managers and former attorneys-in-fact of the companies that make up Grupo Dolphin, as well as any employee of and/or individual who is in possession of any asset (movable or immovable) or right that corresponds to the companies that make up Grupo Dolphin, are ORDERED to allow the free disposition, access and/or any act that is necessary for STEVEN ROBERT STROM as the new Sole Administrator of the companies that make up Grupo Dolphin and/or the attorneys-in-fact with sufficient powers, to take possession and make use of said assets and/or resources to continue the operation of the companies that make up Grupo Dolphin. In particular, it must be ordered that STEVEN ROBERT STROM be placed in possession of the administration of the companies that make up Grupo Dolphin, which are the plaintiff, and/or the attorneys-in-fact with sufficient powers, in possession of all the assets, properties and facilities of Grupo Dolphin located in Banco Chinchorro, Lote 8, Manzana. 1, Sm. 13 Cancún, Quintana Roo, Mexico. In particular, as well as any Park operated by the plaintiff companies, EDUARDO ALBOR VILLANUEVA, CONCEPCIÓN ESTEBAN MANCHADO, MARTÍN FLORES MERINO, VALERIA MARGARITA ALBOR DOMÍNGUEZ SERGIO SAID JACOME PALMA, as removed members of the Board of Directors or Managers and former attorneys-in-fact of the companies that make up Grupo Dolphin, as well as any employee of and/or individual who is in the facilities of Grupo Dolphin indicated above, MUST DELIVER ALL the necessary information for the access and control of accounting and financial records, tokens, documents, contracts, servers, computer programs, business software, human resources controls and, in general, any instrument or document that is necessary for the operation of the companies that make up Grupo Dolphin; all employees and managers of Grupo Dolphin, regardless of their position or title, including but not limited to those who currently perform the functions of General Director, Corporate Director, Finance Director, Commercial Director, Icaro Commercial Director, Legal Director, Animal Care Specialist Director, Veterinary Medicine Director, Information Technology Director, Comptroller Director, Engineering and Maintenance Director, Operations Director, USA Regional

Director, Caribbean Regional Director, Italy Regional Director, Mexico Regional Director, Marketing Subdirector and E-Commerce Subdirector, are ORDERED to fully and without obstacles or delays cooperate with the new administration appointed in accordance with the General Shareholders' Meetings and Unanimous Resolutions adopted outside the Shareholders' Meeting of March 28, 2025, in order to ensure the normal and effective continuity of the commercial operations of Grupo Dolphin, thus allowing the preservation of the company as a going concern; warned that in the event of non-cooperation or obstruction in any way of the continuity of the business or the taking of possession by the new administrators and/or attorneys-in-fact, AS MANY COERCIVE MEASURES AS ARE NECESSARY AND EFFECTIVE WILL BE IMPOSED, starting with a fine and/or in case of repeated contempt or non-compliance, their arrest will be ordered; the Information Technology Director of Grupo Dolphin is ORDERED to immediately revoke all access to corporate emails and other computer systems of the Group that the former removed directors and/or attorneys-in-fact currently possess or may have, with the warning to all employees and managers of Grupo Dolphin, including the Information Technology Director, that any act of obstruction or lack of cooperation that prevents the normal continuity of business operations will be sanctioned with the coercive measures established by law, including a fine and, in case of contempt or repeated non-compliance, arrest, likewise, WHAT WAS AGREED in the General Shareholders' Meetings and the Unanimous Resolutions adopted outside the Shareholders' Meeting held on March 28, 2025, with the suspension of the legal and material effects of any corporate act of the Companies in which the shares of CI Banco as Trustee of the CIB/2380 Trust were not voted within the Companies formed by Grupo Dolphin and that are the plaintiffs in the procedure, REMAINS in force. All of which takes effect immediately, and the plaintiff must guarantee the possible damages that may be caused to the defendants, the sum of ONE MILLION PESOS 00/100 Mexican currency since there is no parameter that allows to assess the detrimental effects with these precautionary measures. However, given that there are seven plaintiff legal entities and that their administrators and staff have been removed, they must submit this information within a maximum period of eight business days, in any of the corresponding legal forms available to this court, and be warned that failure to do so will result in the decreed precautionary measures being ineffective.