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)

DEBTORS' MOTION FOR ENTRY OF AN ORDER APPROVING ASSIGNMENT OF ENGAGEMENT LETTER TO GORDON BROTHERS REALTY SERVICES, LLC

Leisure Investments Holdings LLC and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), pursuant to sections 105(a), 327(a), and 328(a) of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 2014-1, 2016-1, and 9013-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), hereby move (this "Motion") for entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Proposed Order"), approving the assignment to Gordon Brothers Realty Services, LLC ("GBRS") of that certain Retention Agreement, dated as of June 4, 2025, between Leisure Investments Holdings LLC and Keen-Summit Capital Partners LLC ("Keen") (the "Engagement Letter"). A true and correct copy of the Debtor's executed written consent to the assignment is attached hereto

[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.

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as **Exhibit B** (the "Assignment Consent"). In support of this Motion, the Debtors respectfully state 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 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). Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent it is later determined that the Court, absent consent, could not enter a final order or judgment consistent with Article III of the United States Constitution.

3. The statutory and rule predicates for the relief requested herein are sections 105(a), 327(a), and 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1, 2016-1, and 9013-1.

BACKGROUND

4. On March 31, 2025, certain of the Debtors commenced these chapter 11 cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Controladora Dolphin, S.A. de C.V. and Embassy of the Seas Limited subsequently commenced chapter 11 cases on April 16, 2025 and May 4, 2025, respectively.

5. On May 6, 2025, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Committee").

6. On June 13, 2025, the Debtors filed the *Debtors' Application for Entry of an Order (I) Authorizing the Employment and Retention of Keen-Summit Capital Partners LLC as Real*

Estate Advisor and Broker for the Debtors, Effective as of the Commencement Date and (II) Waiving Certain Reporting Requirements [Docket No. 219] (the "Retention Application"). The Retention Application sought authority to employ Keen as the Debtors' exclusive real estate advisor and broker pursuant to the Engagement Letter in connection with the marketing and sale of certain real property. Harold J. Bordwin submitted a declaration in support of the Retention Application [Docket No. 219-3] (the "Keen Declaration").

7. On July 3, 2025, the Court entered an order approving the Retention Application [Docket No. 300] (the "Retention Order").

8. On October 15, 2026, GBRS, a subsidiary of Gordon Brothers Group, LLC ("Gordon Brothers"), acquired the assets of Keen (the "Acquisition"). In connection with the Acquisition, certain assets, rights, and interests of Keen were assigned to GBRS pursuant to the applicable transaction documents. The Engagement Letter is proposed to be assigned to GBRS, subject to the Debtors' consent and entry of an order of this Court approving such assignment (the "Assignment").

9. On October 14, 2026, the Debtors executed the Assignment Consent approving and consenting to the Assignment. The Assignment Consent also waives any event of default, right of termination, or violation arising under the Engagement Letter as a result of the Assignment and acknowledges satisfaction of any applicable contractual notice or delivery requirement relating to the Assignment.

10. Notwithstanding the Assignment Consent, the Assignment is expressly conditioned upon, and shall become effective only upon, entry of an order of this Court approving such assignment.

11. In further support of the relief requested herein and the Retention Application, Harold Bordwin has submitted the First Supplemental Declaration of Harold J. Bordwin (the "Keen Supplemental Declaration"), attached hereto as **Exhibit C**, which describes the Acquisition and proposed assignment and provides updated disclosures concerning Keen and Gordon Brothers.

12. Gordon Brothers is also submitting the Declaration of John Galvin disclosing Gordon Brothers' connections to the Debtors and parties in interest (the "Gordon Brothers Declaration"), attached hereto as **Exhibit D**.

RELIEF REQUESTED AND BASIS FOR RELIEF

13. By this Motion, the Debtors request entry of the Proposed Order approving the Assignment of the Engagement Letter from Keen to GBRS, effective upon entry of the Proposed Order, and authorizing GBRS to succeed to Keen's rights and obligations under the Engagement Letter and the Retention Order, subject in all respects to the terms and conditions of the Retention Order and all other applicable orders of this Court.

14. The Debtors further request that, following the effectiveness of the Assignment, references to "Keen" in the Retention Order and the Engagement Letter be deemed to refer to GBRS, as applicable, solely for purposes of administering and performing the assigned engagement. Except for the substitution of GBRS as the retained professional, the Assignment will not amend, expand, or otherwise modify the Engagement Letter or the Retention Order.

15. Sections 327(a) and 328(a) of the Bankruptcy Code authorize a debtor in possession, with court approval, to employ a disinterested professional that does not hold or represent an interest adverse to the estate on reasonable terms and conditions. Section 105(a) of the Bankruptcy Code further authorizes the Court to issue any order necessary or appropriate to carry out the provisions of the Bankruptcy Code.

16. Approval of the Assignment is appropriate because it will permit the services contemplated by the Engagement Letter to continue without disruption after the Acquisition while preserving the Court-approved scope, terms, conditions, and compensation structure of the engagement. The professionals responsible for providing services will not change, and the Assignment will not enlarge the Debtors' obligations or alter the protections, review standards, reporting requirements, or limitations imposed by the Retention Order.

17. The disclosures in the Keen Supplemental Declaration and the Gordon Brothers Declaration demonstrate that the Acquisition and Assignment do not create an interest materially adverse to the Debtors' estates with respect to the matters for which GBRS will be engaged. Gordon Brothers and GBRS will continue to review their connections and will supplement the Gordon Brothers Declaration if additional relevant information is identified.

18. Accordingly, the Debtors submit that the Assignment is in the best interests of the Debtors, their estates, creditors, and other stakeholders and that sufficient cause exists to grant the relief requested herein.

WAIVER OF STAY

19. To the extent Bankruptcy Rule 6004(h) or any other stay provision is applicable, the Debtors request that the Proposed Order be effective and enforceable immediately upon entry. Immediate effectiveness will avoid uncertainty or disruption in the ongoing real estate advisory and brokerage engagement and will permit GBRS to continue performing the services contemplated by the Engagement Letter without delay.

NOTICE

20. Notice of this Motion will be provided to: (a) the U.S. Trustee; (b) counsel to the Committee; (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; (g) all parties that have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002; and (h) any other party entitled to notice under the Bankruptcy Rules, the Local Rules, or any applicable order of this Court. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, (a) approving the Assignment of the Engagement Letter from Keen to GBRS, effective upon entry of the Proposed Order; (b) authorizing GBRS to succeed to Keen's rights and obligations under the Engagement Letter and the Retention Order, subject to all terms and conditions thereof; (c) waiving any applicable stay; and (d) granting such other and further relief as the Court deems just and proper.

Dated: October 29, 2026

/s/ Jared W. Kochenash

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Robert S. Brady (No. 2847)
Sean T. Greecher (No. 4484)
Allison S. Mielke (No. 5934)
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amielke@ycst.com
jkochenash@ycst.com

Counsel to the Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
LEISURE INVESTMENTS HOLDINGS LLC, *et al.*,[1]	Case No. 25-10606 (LSS)
	(Jointly Administered)
Debtors.	**Hearing Date:** **To Be Determined**
	Objection Deadline: **November 12, 2026, at 4:00 p.m. (ET)**

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 Entry of an Order Approving Assignment of Engagement Letter to Gordon Brothers Realty Services, LLC* (the "**Motion**") with the United States Bankruptcy Court for the District of Delaware (the "**Court**").

PLEASE TAKE FURTHER NOTICE that any objections to the Motion must be filed on or before **November 12, 2026, at 4:00 p.m. (ET)** (the "**Objection Deadline**") with the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801. At the same time, you must serve a copy of any objection upon the undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT, A HEARING TO CONSIDER THE MOTION WILL BE HELD ON **A DATE AND TIME TO BE DETERMINED** BEFORE THE HONORABLE LAURIE SELBER SILVERSTEIN, UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM 2, WILMINGTON, DELAWARE 19801.

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[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: October 29, 2026

/s/ Jared W. Kochenash

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Robert S. Brady (No. 2847)
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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)

ORDER APPROVING ASSIGNMENT OF ENGAGEMENT LETTER TO GORDON BROTHERS REALTY SERVICES, LLC

Upon consideration of the Debtors' Motion for Entry of an Order Approving Assignment of Engagement Letter to Gordon Brothers Realty Services, LLC (the "Motion");[2] and this Court having jurisdiction pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having authority to hear and determine the matters raised in the Motion pursuant to 28 U.S.C. § 157; and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and due and sufficient notice of the Motion having been given under the circumstances; and this Court having reviewed the Motion and the record in these chapter 11 cases; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor,

[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.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

2. The Debtors' written consent to the Assignment is acknowledged and approved.

3. Pursuant to sections 105(a), 327(a), and 328(a) of the Bankruptcy Code, the Assignment of the Engagement Letter from Keen to GBRS is approved and shall be effective immediately upon entry of this Order.

4. Upon the effectiveness of the Assignment, GBRS shall succeed to Keen's rights and obligations under the Engagement Letter and the Retention Order, subject in all respects to the terms and conditions of the Retention Order, the Engagement Letter as modified by the Retention Order, and all other applicable orders of this Court. References to "Keen" in the Retention Order and the Engagement Letter shall be deemed to refer to GBRS, as applicable, solely for purposes of administering and performing the assigned engagement.

5. Except for the substitution of GBRS as the retained professional, neither the Acquisition nor the Assignment shall modify or expand the scope of services, compensation terms, expense reimbursement terms, indemnification provisions, reporting obligations, disclosure obligations, or any other terms or conditions of the Engagement Letter or the Retention Order.

6. Without limiting the foregoing, GBRS shall comply with all requirements imposed by the Retention Order, including paragraphs 3 through 13 thereof, as applicable, concerning indemnification, invoicing and review, final fee approval, reimbursement of attorneys' fees, continuing disclosures, avoidance of duplicative services, the prohibition against serving as a dual agent for a buyer of the Debtors' assets, local-broker disclosures, and the controlling effect of the Retention Order in the event of any inconsistency.

7. Following the effectiveness of the Assignment, GBRS is authorized to invoice, receive, and apply all allowed fees and expenses in accordance with the Engagement Letter, the Retention Order, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable compensation procedures or other orders of this Court.

8. The Debtors and GBRS are authorized to take all actions necessary or appropriate to implement the relief granted in this Order.

9. In the event of any inconsistency between this Order, the Motion, the Engagement Letter, and the Retention Order, the Retention Order shall control, except that this Order shall control solely with respect to approval and implementation of the Assignment.

10. This Court shall retain jurisdiction over all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

EXHIBIT B

Assignment Consent

October 12, 2026

Leisure Investments Holdings LLC DIP
c/o Robert Wagstaff
Riveron
Mobile: (305) 586-5558
Email: Robert.Wagstaff@riveron.com

RE: Leisure Investments Holdings LLC DIP June 17, 2025 agreement by and between Keen-Summit and **Leisure Investments Holdings LLC DIP** ("**you**" or "**your**") (the "**Contract**").

To whom it may concern:

Keen-Summit Capital Partners LLC, along with certain of its affiliates ("**Keen-Summit**"), is in discussions to enter into a purchase agreement with **Gordon Brothers Group, LLC** ("**Purchaser**"), pursuant to which Purchaser will acquire substantially all of the assets of Keen-Summit (such transaction, the "**Transaction**").

The Transaction is expected to close on October 15, 2026 and contemplates the assignment by Keen-Summit to Purchaser of the Contract.

To the extent required by the Contract, Keen-Summit hereby gives notice of the assignment of the Contract to Purchaser and respectfully requests that you confirm, by signing in the space provided below, that you (i) approve and consent to the assignment of the Contract to Purchaser, (ii) waive any event of default or any right of termination you may have under, or any violation of, the Contract as a result of the assignment of the Contract to Purchaser, and (iii) acknowledge that such approval shall satisfy any provision of the Contract requiring notice of, or delivery of any materials or information in connection with, the assignment of the Contract to Purchaser, as applicable. Such consent, waiver and acknowledgement, as applicable, shall be deemed effective immediately upon and as of the closing of the Transaction.

Please signify your consent to the foregoing by executing the accompanying copy of this letter and returning it to us via e-mail at mbordwin@keen-summit.com and hbordwin@keen-summit.com. Your prompt attention to this matter is very much appreciated. We respectfully request that you return your signed counterpart as soon as practicable and in any event within **five (5) days** of receipt hereof. Please note that if for any reason the Transaction is not consummated, your consent to the assignment of the Contract will be void and of no further force or effect. We respectfully request that you keep the terms of this letter and the Transaction confidential.

Thank you very much for your assistance with this matter. If you have any questions, please contact Matt Bordwin (917-929-1436) and/or Harold Bordwin (914-980-8555).

Sincerely,

Keen-Summit Capital Partners LLC

By: 
Name: Matthew Bordwin
Title: Co-President

CONSENT GRANTED:

Leisure Investments Holdings LLC DIP

By: _____
Name: Robert Wagstaff
Title: Chief Restructuring Officer

Date: 10/13/26

EXHIBIT C

First Supplemental Declaration of Harold J. Bordwin

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)

FIRST SUPPLEMENTAL DECLARATION OF HAROLD J. BORDWIN IN SUPPORT OF DEBTORS' APPLICATION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE EMPLOYMENT AND RETENTION OF KEEN-SUMMIT CAPITAL PARTNERS LLC AS REAL ESTATE ADVISOR AND BROKER FOR THE DEBTORS, EFFECTIVE AS OF THE COMMENCEMENT DATE AND (II) WAIVING CERTAIN REPORTING REQUIREMENTS

I, Harold J. Bordwin, hereby declare under penalty of perjury that the following is true to the best of my knowledge, information and belief:

1. I was Principal and Co-President of Keen-Summit Capital Partners LLC ("Keen"), which maintains offices at 3 Columbus Circle, 15th Floor, New York, NY 10019.

2. On June 13, 2025, I filed a declaration [Docket No. 219-3] (the "Original Declaration")[2] on behalf of Keen in support of the *Debtors' Application for Entry of an Order (I) Authorizing the Employment and Retention of Keen-Summit Capital Partners LLC as Real Estate Advisor and Broker for the Debtors, Effective as of the Commencement Date and (II) Waiving*

[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.

[2] Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Original Declaration and the Application.

Certain Reporting Requirements (the "Application"). I submit this supplemental declaration (the "First Supplemental Declaration") concerning the Acquisition.

3. After the filing of the Original Declaration, on October 15, 2026, Gordon Brothers Realty Services, LLC ("GBRS"), a wholly owned subsidiary of Gordon Brothers Group, LLC (together with its controlled subsidiaries, "Gordon Brothers"), which maintains its offices at 101 Huntington Avenue, 11th Floor, Boston, Massachusetts 02199, acquired the assets of Keen (the "Acquisition"). In connection with the Acquisition, certain assets, rights, and interests of Keen were assigned to GBRS pursuant to the applicable transaction documents; provided, that while the Debtors have consented to the assignment of the Engagement Letter, the effectiveness of the assignment shall be subject to the entry of an order of this Court. Following the Acquisition, Keen's business operations shall continue under its existing management structure as part of the Gordon Brothers corporate family. The purpose of this First Supplemental Declaration is to inform the Court of this material change and to provide updated disclosures concerning Keen and Gordon Brothers as required by sections 327(a) and 328(a) of the Bankruptcy Code, as supplemented by Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1. Contemporaneously herewith, Gordon Brothers is filing the Declaration of John Galvin disclosing Gordon Brothers' connections to the Debtors and parties-in-interest.

4. The Acquisition does not affect the compensation structure approved by this Court on July 3, 2025 [Docket No. 300] (the "Retention Order"). Following the Acquisition and entry of an order approving the assignment of the Engagement Letter, GBRS will invoice, receive and apply all fees and expenses in accordance with the Retention Order, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any order establishing interim compensation procedures. Neither Keen nor Gordon Brothers has agreed to share compensation received in these chapter 11

cases with any person, except as permitted by section 504(b) of the Bankruptcy Code. The Acquisition and assignment will not change the professionals responsible for, or the scope or terms of, the engagement under the Engagement Letter.

5. I affirm that, notwithstanding the Acquisition, Keen continues to operate with the same professional standards and commitment to its engagement with the Debtors.

6. The facts set forth in this First Supplemental Declaration are based upon my personal knowledge, information, and belief, and upon records kept in the ordinary course of business that were reviewed by me and upon information provided to me by Gordon Brothers. If called as a witness, I would testify to the facts set forth in this First Supplemental Declaration.

7. Keen continues to review the Parties-in-Interest and will supplement this First Supplemental Declaration, as necessary, with additional information or disclosures in the event that additional information is developed.

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: October 29, 2026

By: */s/ Harold J. Bordwin*
Harold J. Bordwin

EXHIBIT D

Declaration of John Galvin

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 JOHN GALVIN IN SUPPORT OF DEBTORS' APPLICATION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE EMPLOYMENT AND RETENTION OF KEEN-SUMMIT CAPITAL PARTNERS LLC AS REAL ESTATE ADVISOR AND BROKER FOR THE DEBTORS, EFFECTIVE AS OF THE COMMENCEMENT DATE AND (II) WAIVING CERTAIN REPORTING REQUIREMENTS

I, John Galvin, hereby declare under penalty of perjury that the following is true to the best of my knowledge, information and belief:

1. I am Deputy General Counsel of Gordon Brothers Group, LLC (together with its controlled subsidiaries, "Gordon Brothers"), which maintains offices at 101 Huntington Avenue, 11th Floor, Boston, Massachusetts 02199.

2. On October 15, 2026, Gordon Brothers Realty Services, LLC ("GBRS"), a subsidiary of Gordon Brothers Group, LLC, acquired the assets of Keen-Summit Capital Partners LLC ("Keen"), which maintains offices at 3 Columbus Circle, 15th Floor, New York, NY 10019 (the "Acquisition"). In connection with the Acquisition, certain assets, rights, and interests of Keen

[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.

were assigned to GBRS pursuant to the applicable transaction documents. Following the Acquisition, Keen's business operations continue under its existing management structure as part of the Gordon Brothers corporate family. The Acquisition constitutes a change in Keen's ultimate ownership and corporate structure. The purpose of this declaration (this "Declaration") is to inform the Court of this material change, notify the Court that the Debtors have consented in writing to the assignment, and provide disclosures concerning Keen and Gordon Brothers as required by sections 327(a) and 328(a) of the Bankruptcy Code, as supplemented by Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1.

3. On June 13, 2025, Harold J. Bordwin, the Principal and Co-President of Keen filed a declaration [Docket No. 219-3] (the "Keen Declaration")[2] on behalf of Keen in support of the *Debtors' Application for Entry of an Order (I) Authorizing the Employment and Retention of Keen-Summit Capital Partners LLC as Real Estate Advisor and Broker for the Debtors, Effective as of the Commencement Date and (II) Waiving Certain Reporting Requirements* (the "Application").

4. The Acquisition does not affect the compensation structure approved by this Court on July 3, 2025 [Docket No. 300] (the "Retention Order"). Following the Acquisition and entry of an order approving the assignment of the Engagement Letter, GBRS will invoice, receive and apply all fees and expenses in accordance with the Retention Order, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any order establishing interim compensation procedures. Neither Keen nor Gordon Brothers has agreed to share compensation received in these chapter 11 cases with any person, except as permitted by section 504(b) of the Bankruptcy Code. The

[2] Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Keen Declaration and the Application.

Acquisition and assignment will not change the professionals responsible for, or the scope or terms of, the engagement under the Engagement Letter.

5. I submit this Declaration to inform the Court of this material change and to provide disclosures of Gordon Brothers' connections to the Debtors and Parties-in-Interest (as defined below) in further support of the Application.

6. In the ordinary course of its business, Gordon Brothers maintains a database for purposes of performing "conflicts checks." The database contains information regarding present and past representations and transactions of Gordon Brothers and all other companies presently controlled by Gordon Brothers. A search of the aforementioned database was conducted for purposes of determining what, if any, connection(s) Gordon Brothers and other companies presently controlled by Gordon Brothers may have with any Parties-in-Interest.

7. Gordon Brothers searched its database, for the Debtors and the potential parties-in-interest listed on Schedule 1 to the Keen Declaration (the "Parties-in-Interest"). The connections identified by that search are listed on and described in **Schedule 1** attached hereto.

8. Except as set forth in **Schedule 1** (which sets forth the connections and potential connections of Gordon Brothers, to any Parties-in-Interest in matters unrelated to the Debtors or these chapter 11 cases), to the best of my knowledge and belief, after reasonable inquiry, neither Gordon Brothers, nor any principal, consultant or employee thereof:

a. are creditors, equity security holders, or insiders of the Debtors;

b. are (or within two (2) years before the Petition Date were) directors or officers of the Debtors; or

c. have interests materially adverse to the interests of the estate or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or for any other reason.

9. To the best of my knowledge, none of Gordon Brothers, or any principal, partner, director, officer, or employee thereof, or any professional retained by Gordon Brothers, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which GBRS is proposed to be engaged, by reason of any direct or indirect relationship to, or connection with, or interest in, the Debtors or for any other reason.

10. As a part of a large and diverse business operation, Gordon Brothers and certain of its affiliates (including GBRS) have previously, are currently, and may in the future appear or participate (as agent, consultant, appraiser, professional, advisor, investor, lender, principal or otherwise) in numerous cases, proceedings, transactions and engagements, with, among other market participants, professionals, advisors, banks and other lenders, landlords, restructuring firms, liquidation firms, vendors, insurance carriers and brokers, operating companies, and equity and/or debt holders, each of whom may be involved in these proceedings, may represent Parties-in-Interest in these cases, and/or may be Parties-in-Interest in these cases ("Ordinary Course Interactions"). Except as disclosed herein, none of the Ordinary Course Interactions are believed to be matters directly connected or relating to the Debtors or these chapter 11 cases, nor does Gordon Brothers believe that any of the Ordinary Course Interactions will interfere with or impair GBRS's services provided to the Debtors in these chapter 11 cases.

11. In addition, Gordon Brothers is a portfolio company of investment funds managed by Stone Point Capital LLC (such investment funds and manager, collectively, "Stone Point"). No facts or circumstances concerning Stone Point, or any other portfolio company of any investment

fund managed by Stone Point, or any other entities affiliated with Stone Point were reviewed or considered as part of preparing this Declaration (and thus were not disclosed as part of this Declaration).

12. The facts set forth in this Declaration are based upon my personal knowledge, information, and belief, and upon records kept in the ordinary course of business that were reviewed by me and upon information provided to me by Gordon Brothers. If called as a witness, I would testify to the facts set forth in this Declaration.

13. Gordon Brothers continues to review the Parties-in-Interest and will supplement this Declaration, as necessary, with additional information or disclosures in the event that additional information is developed.

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: October 29, 2026

By: */s/ John Galvin*
John Galvin
Deputy General Counsel
Gordon Brothers Group, LLC

Schedule 1

Disclosures

1. In matters unrelated to the Debtors and these chapter 11 cases, Gordon Brothers and/or its affiliates currently provide or have previously provided asset valuation, furniture, fixture & equipment disposition services, real estate advisory, real estate appraisal, enterprise valuation services, inventory liquidation services, and/or retail advisory services for (or related to) the following entities: (i) Bank of America, N.A.; (ii) JPMorgan Chase Bank, N.A.; (iii) Monroe Capital; (iv) PNC Bank, N.A.; and (v) Regions Financial Corporation. Gordon Brothers does not believe that these connections create a conflict of interest regarding the Debtors or these chapter 11 cases.