

Presentment Date and Time: July 9, 2020 at 2:00 p.m. (Eastern Time)

Objection Deadline: July 7, 2020 at 2:00 p.m. (Eastern Time)

GIBSON, DUNN & CRUTCHER LLP

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Counsel to the Representatives of Enjoy S.A.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

ENJOY S.A.¹

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 20-11411 (MG)

**NOTICE OF PRESENTMENT OF STIPULATION AND AGREED ORDER
SUBSTITUTING FOREIGN REPRESENTATIVES AND RELATED COUNSEL**

PLEASE TAKE NOTICE that Rodrigo C. Larrain and Esteban Rigo-Righi, in their capacity as representatives (each, an “*Enjoy Representative*”) of Enjoy S.A. (the “*Foreign Debtor*”) and Patricio Ricardo Jamarne Banduc, the overseer (the “*Overseer*”) will present the attached *Stipulation and Agreed Order Substituting Foreign Representatives* (the “*Stipulation and Agreed Order*”) for approval before the Honorable Martin Glenn, United States Bankruptcy Judge, in the United States Bankruptcy Court for the Southern District of New York (the “*Court*”) on **July 9, 2020 at 2:00 p.m. (Eastern Time)** (the “*Presentment Date*”).

¹ The Foreign Debtor’s Chilean tax identification number is 96.970.380-7. The location of the Foreign Debtor’s executive office is Av. Presidente Riesco 5711, 15th Floor, Borough of Las Condes, Santiago, Chile, Postal Code 7561114.

PLEASE TAKE FURTHER NOTICE that responses or objections, if any, to the Stipulation and Agreed Order or the relief requested therein shall be made in writing and (a) filed with the Court no later than **July 7, 2020 at 2:00 p.m. (Eastern Time)** (the “**Objection Deadline**”) and (b) served so as to be actually received by the following parties by the Objection Deadline: (i) counsel to the Enjoy Representatives, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166-0193, Attn.: Keith R. Martorana (kmartorana@gibsondunn.com), Alan Moskowitz (amoskowitz@gibsondunn.com) and Dylan S. Cassidy (dcassidy@gibsondunn.com), (ii) counsel to the Overseer, Paul Hastings LLP, 200 Park Avenue, New York, NY 10166-0193 Attn.: Pedro A. Jimenez (pedrojimenez@paulhastings.com), Andres C. Mena (andresmena@paulhastings.com), and Douglass Barron (douglassbarron@paulhastings.com), (iii) counsel to UMB Bank, N.A., Faegre Drinker Biddle & Reath LLP, Attn.: James H. Millar (james.millar@faegredrinker.com), Laura E. Appleby (laura.appleby@faegredrinker.com), and Kaela T. McCabe (kaela.mccabe@faegredrinker.com), (iv) counsel to the majority noteholders, Ronald R. Jewell (rrjewell1949@outlook.com) and (v) the Office of the United States Attorney for the Southern District of New York, 86 Chambers Street, 3rd Floor, New York, New York 10007, Attn.: Serene Nakano (serene.nakano@usdoj.gov).

PLEASE TAKE FURTHER NOTICE that unless a written objection to the Stipulation and Agreed Order, with proof of service, is filed with the Clerk of the Court and served as provided above, the relief requested shall be deemed unopposed, and the Court may enter an order granting the relief sought without a hearing.

PLEASE TAKE FURTHER NOTICE, that if a written objection is timely filed and served, a hearing on the relief requested in the Stipulation and Agreed Order will be held before

the Court on July 9, 2020 at 2:00 p.m. (Eastern Time) or as soon thereafter as counsel may be heard.

Dated: New York, New York
July 2, 2020

Respectfully submitted,

GIBSON, DUNN & CRUTCHER LLP

/s/ Keith R. Martorana

Keith R. Martorana

Alan Moskowitz

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Counsel to the Representatives of Enjoy S.A.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

ENJOY S.A.¹

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 20-11411 (MG)

**STIPULATION AND AGREED ORDER SUBSTITUTING FOREIGN
REPRESENTATIVES AND RELATED COUNSEL**

This stipulation and agreed order (the “*Stipulation and Agreed Order*”) is made and entered into by and between (1) counsel acting on behalf of Rodrigo C. Larrain and Esteban Rigo-Righi, in their capacity as representatives (each, an “*Enjoy Representative*”) of Enjoy S.A., as a debtor in a foreign proceeding (the “*Foreign Debtor*”) in connection with its reorganization proceeding under Chilean law pending in the 8° Civil Court of Santiago in Santiago, Chile (the “*Chilean Court*,” and such proceeding, the “*Foreign Proceeding*”) and (2) counsel acting on behalf of Patricio Ricardo Jamarne Banduc, the overseer appointed in the Foreign Proceeding (the “*Overseer*”, and, together with the Enjoy Representatives, the “*Parties*”) as follows:

RECITALS

A. On April 24, 2020, the Foreign Debtor filed an Application with the Chilean Court to commence the Foreign Proceeding and, on April 30, 2020, the *Superintendencia de Insolvencia y Reemprendimiento* (the “*Superintendence*”) published a Certificate of Nomination stating that Patricio Ricardo Jamarne Banduc had been selected as the Overseer for the Foreign Proceeding.

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B. The Chilean Court commenced the Foreign Proceeding by entering an order dated May 5, 2020 (the “**Enjoy Stay Order**”). The Foreign Debtor’s board of directors appointed the Enjoy Representatives as the foreign representatives of the Foreign Debtor and authorized and directed each Enjoy Representative to commence the Chapter 15 Case at a board meeting on May 22, 2020. A copy of the Board minutes from the May 22, 2020 meeting is attached to the Foreign Debtor’s *Chapter 15 Petition for Recognition of a Foreign Proceeding (Official Form 401)* [Docket No. 1] (the “**Petition**”).

C. In an Overseer Certificate (the “**Overseer Foreign Representative Certificate**”), the Overseer acknowledged the authority given to each Enjoy Representative to commence the Chapter 15 Case and to act as the Foreign Debtor’s foreign representative in the Chapter 15 Case. *Declaration of Nelson Contador Rosales in Support of Verified Chapter 15 Petition* [Docket No. 4] ¶ 23. A copy of the Overseer Foreign Representative Certificate is attached to the Petition.

D. On June 12, 2020 (the “**Petition Date**”), the Enjoy Representatives filed the Petition on behalf of the Foreign Debtor commencing the Chapter 15 Case.

E. On June 17, 2020, the Superintendence filed a notice in the Foreign Proceeding expressing its position that only the Superintendence possessed standing to initiate a chapter 15 case on behalf of the Foreign Debtor, and that, consistent with the powers granted to the Superintendence under Chilean law, it could delegate that authority to the Overseer.

F. On June 19, 2020, the Superintendence exercised its rights to delegate its authority to the Overseer and issued a resolution authorizing the Overseer to act as foreign representative for the Foreign Debtor.

G. On June 24, 2020, the Chilean Court issued an order stating that, given this delegation of authority to the Overseer, the Overseer was ordered to appear in the Chapter 15

Case as the foreign representative of the Foreign Debtor and inform the Court of the Superintendence's position. On July 1, 2020, the Overseer filed a letter [Docket No. 10] so informing the Court.

H. On June 30, 2020, the Enjoy Representatives filed a letter [Docket No. 8] informing the Court that the Superintendence and the Chilean Court have decided that the Overseer was the foreign representative of the Foreign Debtor for purposes of this Chapter 15 Case and requesting a status conference (the “*Status Conference*”) to discuss replacing the Enjoy Representatives with the Overseer as the foreign representative of Enjoy in this Chapter 15 Case.

I. The Status Conference was held on July 2, 2020 at 11:00 a.m. (prevailing Eastern Time) and, at the Status Conference, the Court directed the Enjoy Representatives and the Overseer to file this Stipulation and Agreed Order on presentment.

AGREEMENT

IT IS HEREBY STIPULATED AND AGREED THAT:

1. The Stipulation and Agreed Order shall be effective upon the Court's entry of the Stipulation and Agreed Order.

2. The Overseer will replace the Enjoy Representatives as the foreign representative of the Foreign Debtor and is the sole party authorized to appear and act on behalf of the Foreign Debtor for all purposes in this Chapter 15 Case.

3. Counsel for the foreign representative in this Chapter 15 Case, which is currently Gibson Dunn & Crutcher, LLP, shall be replaced and succeeded by Paul Hastings LLP, without the need for Gibson Dunn to file any motion seeking to withdraw as counsel.

4. The Court shall retain jurisdiction to this Stipulation and Agreed Order and any interpretation thereof.

Dated: July 2, 2020

/s/ Keith R. Martorana

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Counsel to the Representatives of Enjoy S.A.

Counsel to the Overseer

SO ORDERED on this ____ day of _____, 2020,

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE