

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

In re:

Andrade Gutierrez Engenharia S.A.,¹

Debtors in a Foreign Proceeding

Chapter 15

Case No. 22-11425 (MG)

(Jointly Administered)

**ORDER GRANTING (I) RECOGNITION OF FOREIGN PROCEEDING, (II)
RECOGNITION OF FOREIGN REPRESENTATIVE, AND (III) RELATED RELIEF
UNDER CHAPTER 15 OF THE BANKRUPTCY CODE**

Upon the *Motion for (I) Recognition of Foreign Main Proceeding, (II) Recognition of Foreign Representative, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code* (the “Motion”)² of Gustavo Braga Mercher Coutinho (the “Foreign Representative”), the authorized foreign representative in respect of the *recuperação extrajudicial* proceeding (the “Brazilian EJ Proceeding”) of Andrade Gutierrez Engenharia S.A. (“AGE”) and its affiliated debtors, AG Construções e Serviços S.A. (“AGCS”), Andrade Gutierrez Investimentos em Engenharia S.A. (“AGIE”), Andrade Gutierrez International S.A. (“AGI”), and Zagope Sgps, S.A. (“Zagope”) (collectively, the “Debtors”) in the 1st Corporate Court of the Judicial Venue of Belo Horizonte (the “Brazilian Court”) pursuant to Brazilian Federal Law No. 11,101 of February 9, 2005 (as amended, the “Brazilian Bankruptcy Law”), of the laws of the Federative Republic of Brazil (“Brazil”), for entry of a final order (this “Order”), pursuant to sections 105(a), 1507, 1509(b),

¹ The debtors in these chapter 15 cases (the “Chapter 15 Cases”), along with each Debtor’s tax identification or corporate registry number, are: Andrade Gutierrez Engenharia S.A. (Brazil – No. 17.262.213/0001-94) (“AGE”), AG Construções e Serviços S.A. (Brazil – No. 39.469.291/0001-05) (“AGCS”), Andrade Gutierrez Investimentos em Engenharia S.A. (Brazil – No. 17.027.611/0001-26) (“AGIE”), Andrade Gutierrez International S.A. (Brazil – No. 20.253.172/0001-84) (“AGI”), and Zagope Sgps, S.A. (Portugal – No. 507403177) (“Zagope”).

² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to such term in the Motion.

1515, 1517, 1520(a), and 1521(a) of title 11 of the United States Code, 11 U.S.C. sections 101, *et seq.* (the “Bankruptcy Code”) (a) granting the Motion and recognizing the Brazilian EJ Proceeding as a “foreign main proceeding,” as defined in section 1502(4) of the Bankruptcy Code, of the Debtors pursuant to section 1517 of the Bankruptcy Code; (b) recognizing that the Foreign Representative is the duly appointed foreign representative of the Debtors within the meaning of section 101(24) of the Bankruptcy Code and is authorized to act on behalf of the Debtors in the Chapter 15 Cases; (c) entrusting to the Foreign Representative the administration and realization of all assets of the Debtors within the territorial jurisdiction of the United States; and (d) granting certain injunctive relief and additional relief; and the Court having determined that the relief set forth herein being in the best interests of the Debtors and their estates and creditors; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

THIS COURT HEREBY FINDS AND DETERMINES THAT:

A. The findings and conclusions set forth herein constitute this Court’s findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), made applicable to this proceeding pursuant to Bankruptcy Rule 9014. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

B. The Court has jurisdiction to consider 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 Southern District of New York. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P)

and this Court has the statutory and constitutional authority to issue a final ruling with respect to this matter. Venue for this proceeding is proper before this Court pursuant to 28 U.S.C. § 1410.

C. The Debtors have property and property rights within this district and therefore, the Debtors are eligible to be a debtor in a chapter 15 case pursuant to sections 109 and 1501 of the Bankruptcy Code.

D. The Foreign Representative is the duly appointed “foreign representative” of each of the Debtors within the meaning of section 101(24) of the Bankruptcy Code.

E. The Chapter 15 Cases were properly commenced pursuant to sections 1504, 1509 and 1515 of the Bankruptcy Code, and the Foreign Representative has complied with section 1515 of the Bankruptcy Code and Bankruptcy Rules 1007(a)(4) and 2002 (except to the extent compliance with Bankruptcy Rule 1007(a)(4) has previously been waived by this Court).

F. Due and proper notice of the Motion and Hearing have been provided in accordance with the *Order Pursuant to Federal Rules of Bankruptcy Procedures 2002 and 9007 Scheduling Hearing and Specifying Form and Manner of Service and Notice* (ECF Doc. # 14) (the “Scheduling Order”) and in compliance with the requirements of Bankruptcy Rule 2002(q), and no other or further notice need be provided.

G. The Brazilian EJ Proceeding is a “foreign proceeding” within the meaning of section 101(23) of the Bankruptcy Code.

H. The Brazilian EJ Proceeding is entitled to recognition by this Court pursuant to section 1517 of the Bankruptcy Code.

I. Brazil is the center of main interests of the Debtors, and, accordingly, the Brazilian EJ Proceeding is a “foreign main proceeding” within the meaning of section 1502(4) of the

Bankruptcy Code and is entitled to recognition as a foreign main proceeding pursuant to section 1517(b)(1) of the Bankruptcy Code.

J. The Foreign Representative and the Debtors, as applicable, are entitled to the relief available pursuant to section 1520 of the Bankruptcy Code and to additional assistance and discretionary relief pursuant to sections 1507 and 1521(a) of the Bankruptcy Code, to the extent set forth in this Order and subject to the limitations set forth in this Order.

K. The injunctive relief set forth in this Order is appropriate and necessary to prevent the risk that the Brazilian EJ Proceeding may be thwarted by the actions of particular creditors, a result inimical to the purposes of chapter 15 of the Bankruptcy Code as set forth in section 1501(a) of the Bankruptcy Code. Such actions could put in peril the Debtors' ability to successfully restructure.

L. Each of the injunctions contained in this Order (a) is within the Court's jurisdiction, (b) is necessary and appropriate to the success of the Brazilian EJ Proceeding, (c) confers material benefits on, and is in the best interests of the Debtors, and their creditors, and (d) is important to the overall objectives of the Debtors' restructuring.

M. The relief granted herein will not cause undue hardship or inconvenience to any party in interest and to the extent that any hardship or inconvenience may result to such parties, it is outweighed by the benefits of the requested relief to the Debtors, their estates and their creditors.

N. The relief granted herein is necessary and appropriate, in the interests of the public and international comity, consistent with the public policy of the United States, and warranted pursuant to sections 105, 362, 1504, 1507, 1509, 1515, 1517, 1520, and 1521 of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The petitions for recognition and other relief requested in the Motion are hereby granted.
2. The Foreign Representative is the duly appointed foreign representative of the Debtors within the meaning of section 101(24) of the Bankruptcy Code and is authorized to act on behalf of the Debtors in the Chapter 15 Cases.
3. The Brazilian EJ Proceeding is granted recognition as a foreign main proceeding pursuant to section 1517 of the Bankruptcy Code.
4. All relief and protection afforded to a foreign main proceeding pursuant to section 1520 of the Bankruptcy Code is hereby granted to the Brazilian EJ Proceeding, the Debtors, and the Debtors' assets located within the territorial jurisdiction of the United States, as applicable, including the application of section 362 of the Bankruptcy Code, which bars the commencement or continuation of actions against the Debtors and/or property of the Debtors located within the territorial jurisdiction of the United States. The Debtor and its respective successors, agents, representatives, advisors, and counsel are entitled to the protections contained in sections 306 and 1510 of the Bankruptcy Code.
5. To the extent not provided by section 1520 of the Bankruptcy Code, all creditors of the Debtors are enjoined pursuant to section 1521 of the Bankruptcy Code from (a) disposing of or otherwise taking or continuing to take any action against any property of the Debtors located within the territorial jurisdiction of the United States and (b) taking or continuing to take any action to obtain possession of or exercise control over any property of the Debtors located within the territorial jurisdiction of the United States.
6. Notwithstanding any provision in the Bankruptcy Rules to the contrary, (a) this Order shall be effective immediately and enforceable upon entry; (b) the Foreign Representative

is not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order; and (c) the Foreign Representative is authorized and empowered, and may in his discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Order.

7. The administration and realization of all or part of the assets of the Debtors within the territorial jurisdiction of the United States is entrusted to the Foreign Representative, and the Foreign Representative is established as the exclusive representative of the Debtors in the United States pursuant to section 1521(a) of the Bankruptcy Code.

8. A copy of this Order, confirmed to be true and correct, shall be served, within seven (7) business days of entry of this Order, upon the Notice Parties, with such service being good and sufficient service and adequate notice for all purposes.

9. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation, implementation, enforcement, amendment or modification of this Order.

IT IS SO ORDERED.

Dated: December 2, 2022
New York, New York

/s/ Martin Glenn
MARTIN GLENN
Chief United States Bankruptcy Judge