

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

AGDP HOLDING INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-11446 (MFW)

(Jointly Administered)

Hearing Date: September 4, 2025 at 2:00 p.m. (ET)

Obj. Deadline: August 28, 2025 at 4:00 p.m. (ET)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE
DEBTORS TO RETAIN AND COMPENSATE PROFESSIONALS IN THE ORDINARY
COURSE OF BUSINESS EFFECTIVE AS OF THE PETITION DATE, (II) WAIVING
CERTAIN INFORMATION REQUIREMENTS OF LOCAL RULE 2016-1, AND
(III) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") respectfully state the following in support of this motion (the "Motion"):²

RELIEF REQUESTED

1. The Debtors seek entry of an order (the "Proposed Order"), substantially in the form attached hereto as **Exhibit A**, (i) authorizing the Debtors to (a) retain and compensate the Ordinary Course Professionals (as defined below) on a postpetition basis in accordance with the procedures set forth herein, without the need for each professional to file formal applications for retention and compensation; and (b) establish procedures to compensate the Ordinary Course Professionals for postpetition services rendered and expenses incurred; (ii) waiving certain information

¹ The Debtors in these chapter 11 cases, together with the last four digits of the Debtors' federal tax identification number, are AGDP Holding Inc. (6504); Avant Gardner, LLC (6504); AG Management Pool LLC (9962); EZ Festivals LLC (8854); Made Event LLC (6272); and Reynard Productions, LLC (5431). The Debtors' service address is 140 Stewart Ave, Brooklyn, NY 11237, Attn: General Counsel.

² A detailed description of the Debtors and their businesses, and the facts and circumstances supporting this Motion and the Debtors' chapter 11 cases, are set forth in greater detail in the *Declaration of Gary Richards in Support of Chapter 11 Petitions and First Day Pleadings* [D.I. No. 13] (the "First Day Declaration"). Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the First Day Declaration.



requirements of Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), at such time as they would be applicable, in connection therewith; and (iii) granting related relief.

JURISDICTION AND VENUE

2. 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. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). The Debtors confirm their consent, pursuant to Local Rule 9013-1(f), 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 in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory and legal bases for the relief requested herein are sections 105(a), 327, 328, 330, and 363 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rules 2014-1 and 2016-1.

BACKGROUND OF THE DEBTORS

5. The Debtors operate a multi-space entertainment venue complex, specializing in large-scale live entertainment—concerts, festivals, corporate functions, and multimedia events—and is known for state-of-the-art audiovisual production, including a 2022 upgrade featuring one of the world’s highest-resolution video walls. The Debtors focus on industry-leading production capabilities, immersive audiovisual experiences, and status as one of North America’s largest standing-room-only entertainment venues.

6. On August 4, 2025 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the Court. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On August 18, 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”) [D.I. 73]. No party has requested the appointment of a trustee or examiner in these cases.

7. Additional information regarding the Debtors’ businesses, capital structures and circumstances preceding the Petition Date may be found in the First Day Declaration.

THE ORDINARY COURSE PROFESSIONALS

8. The Debtors employ various professionals (collectively, the “Ordinary Course Professionals”) in the ordinary course of business in matters unrelated to these chapter 11 cases. A list of the Ordinary Course Professionals expected to be utilized by the Debtors during the pendency of these chapter 11 cases is attached to the Proposed Order as Exhibit 2 (the “OCP List”). As discussed below, the Debtors reserve the right to amend or supplement the OCP List in the future, in accordance with the OCP Procedures (defined below).

9. The Debtors submit that the continued employment and compensation of the Ordinary Course Professionals is in the best interests of the Debtors’ estates, their creditors, and other parties in interest. The Ordinary Course Professionals have significant knowledge, expertise, and familiarity with the Debtors and their operations. Although the Debtors anticipate that the Ordinary Course Professionals will wish to continue to provide services for the Debtors during these chapter 11 cases, many would not be in a position to do so if the Debtors cannot pay them on a regular basis. Without the knowledge, expertise, and familiarity that the Ordinary Course Professionals have, the Debtors would incur additional and unnecessary expenses in educating and

retaining replacement professionals. Accordingly, the Debtors submit that their estates and creditors are best served by avoiding any disruption in the professional services that are required for the day-to-day operations of the Debtors' business. Moreover, in light of the number of Ordinary Course Professionals, and the significant costs associated with the preparation of employment applications for professionals who will receive relatively modest fees, the Debtors submit that it would be impractical, inefficient, and costly for the Debtors and their legal advisors to prepare and submit individual applications and proposed retention orders for each Ordinary Course Professional.

10. Although some of the Ordinary Course Professionals may hold unsecured claims against the Debtors in connection with services rendered to the Debtors prepetition, the Debtors do not believe that any of the Ordinary Course Professionals has an interest materially adverse to the Debtors, their creditors, or other parties in interest.

11. By this Motion, the Debtors request entry of an order establishing the following procedures for the retention, employment, and compensation of the Ordinary Course Professionals (the "OCP Procedures"):

- (a) Each Ordinary Course Professional shall cause a declaration of disinterestedness, substantially in the form annexed as Exhibit 1 to the Proposed Order (each, an "OCP Declaration"), to be filed with the Court and served upon:
 - (i) the Debtors, 140 Stewart Ave, Brooklyn, NY 11237, Attn: General Counsel;
 - (ii) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801, Attn: Sean M. Beach (sbeach@ycst.com), S. Alexander Faris (afaris@ycst.com), and Evan Saruk (esaruk@ycst.com);
 - (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: Jonathan W. Lipshie (Jon.Lipshie@usdoj.gov);
 - (iv) counsel to the DIP Agent, Holland & Knight LLP, 150 N. Riverside Plaza, Suite 2700, Chicago, IL 60606, Attn: Anastasia Sotiropoulos (anastasia.sotiropoulos@hklaw.com);
 - (v) counsel to the DIP Lenders and Prepetition Term Loan Lender, McDermott, Will & Schulte, LLP, 919 Third Avenue, New York, NY 10022, Attn: Adam C. Harris (adam.harris@srz.com) and Reuben Dizengoff (reuben.dizengoff@srz.com);
 - (vi) counsel to LiveStyle, Cullen and Dykman

LLP, 333 Earle Ovington Boulevard, 2nd Floor, Uniondale, NY 11553, Attn: Thomas R. Slome (tslome@cullenllp.com); and (vii) proposed counsel to the Committee, (a) Orrick, Herrington & Sutcliffe LLP, 51 West 52nd Street, New York, NY 10019, Attn: Mark Franke (mfranke@orrick.com) and Brandon Batzel (bbatzel@orrick.com), and (b) Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19801, Attn: Eric J. Monzo (emonzo@morrisjames.com) (collectively, the “Notice Parties”). The OCP Declaration shall be filed at least fourteen (14) days prior to an Ordinary Course Professional submitting an invoice to the Debtors. The OCP Declaration shall conspicuously note the Objection Deadline (as defined herein).

- (b) The Notice Parties shall have fourteen (14) days after the date of filing of each Ordinary Course Professional’s OCP Declaration (the “Objection Deadline”) to object to the retention of such Ordinary Course Professional. The objecting party shall file any such objection and serve such objection upon the Notice Parties and the respective Ordinary Course Professional on or before the Objection Deadline. If any such objection cannot be resolved within fourteen (14) days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date that is no less than fourteen days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and compensate such Ordinary Course Professional until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.
- (c) If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular Ordinary Course Professional, the Debtors shall be authorized to: (i) retain such Ordinary Course Professional as of the date such Ordinary Course Professional commenced providing services to the Debtors; and (ii) compensate such Ordinary Course Professional as set forth below.
- (d) The Debtors shall be authorized to pay, without formal application to the Court by any Ordinary Course Professional, 100 percent of fees and disbursements to each of the Ordinary Course Professionals retained by the Debtors pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; *provided* that fees paid to Ordinary Course Professionals excluding costs and disbursements, may not exceed the monthly amount set forth for such Ordinary Course Professional on the OCP List in the column titled “OCP Cap” (each, as applicable, the “OCP Cap”), calculated on average over the prior rolling three-month period. The OCP Cap may be increased by mutual agreement between the Debtors, the U.S. Trustee, and the Committee or by order of the Court, *provided, further* that the Debtors shall file a notice with the Court and submit notice to the Notice Parties of any such agreed increase.
- (e) To the extent that fees payable to any Ordinary Course Professional exceed the OCP Cap, the applicable Ordinary Course Professional shall file a fee

application (a “Fee Application”) with the Court for the amount in excess of the OCP Cap in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the fee guidelines promulgated by the Office of the United States Trustee, and any applicable orders of the Court, unless the U.S. Trustee agrees otherwise.

- (f) Within thirty (30) calendar days after the end of, and with respect to, each full three (3)-month period after the Petition Date (including any initial partial month in the first period), the Debtors shall file with the Court and serve on the Notice Parties a statement with respect to each Ordinary Course Professional paid during the immediately preceding quarterly period (the “Quarterly Statement”). Each Quarterly Statement shall include: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported quarter; and (iii) a general description of the services rendered by that Ordinary Course Professional. The Debtors shall include payments to any Ordinary Course Professionals in their Monthly Operating Reports.
- (g) The Debtors reserve the right to retain additional Ordinary Course Professionals from time to time during these Chapter 11 Cases by: (i) including such Ordinary Course Professionals on a supplement to the OCP List that is filed with the Court and served on the Notice Parties; and (ii) having such Ordinary Course Professionals comply with the OCP Procedures.

BASIS FOR RELIEF REQUESTED

12. The Debtors represent that (i) the retention of the Ordinary Course Professionals is necessary for the Debtors’ business, (ii) expenses for the Ordinary Course Professionals will be monitored, and (iii) the Ordinary Course Professionals will not perform services related to the administration of these chapter 11 cases without filing an application with the Court for separate retention as a non-ordinary course professional.

13. Section 327(a) of the Bankruptcy Code requires a debtor to obtain court approval to retain and employ a “professional” to assist the debtor in the conduct of its chapter 11 case. *See* 11 U.S.C. § 327(a). According to the prevailing case law in this District, the following factors are used to determine whether an entity is a “professional” within the meaning of section 327(a) of the Bankruptcy Code:

- (i) whether the entity controls, manages, administers, invests, purchases, or sells assets that are significant to the debtor's reorganization;
- (ii) whether the entity is involved in negotiating the terms of a plan of reorganization;
- (iii) whether the entity is directly related to the type of work carried out by the debtor or to the routine maintenance of the debtor's business operations;
- (iv) whether the entity is given discretion or autonomy to exercise his or her own professional judgment in some part of the administration of the debtor's estate;
- (v) the extent of the entity's involvement in the administration of the estate; and
- (vi) whether the entity's services involve some degree of special knowledge or skill, such that it can be considered a "professional" within the ordinary meaning of the term.

In re Am. Tissue, Inc., 331 B.R. 169, 173 (Bankr. D. Del. 2005); *In re First Merchants Acceptance Corp.*, Case No. 97-1500 (JJF), 1997 WL 873551, at *2 (D. Del. Dec. 15, 1997) (defining "professionals" within the meaning of section 327 as those whose "occupations . . . play a central role in the administration of the debtor proceeding, and not those occupations which are merely involved in the day-to-day mechanics of the debtor's business . . . [or those who are] given discretion or autonomy in some part of the administration of the debtor's estate"). These factors must be considered in the totality of the circumstances; no factor alone is dispositive. *In re First Merchants*, 1997 WL 873551, at *3.

14. Considering all of these factors, the Debtors believe that the Ordinary Course Professionals are not "professionals," whose retention must be approved by the Court, within the meaning of section 327(a) of the Bankruptcy Code. In particular, the Ordinary Course Professionals will not be involved in the administration of these chapter 11 cases, but instead will provide services in connection with the Debtors' ongoing business operations that are ordinarily provided by non-bankruptcy professionals. Nevertheless, out of an abundance of caution, the

Debtors seek the relief requested in this Motion to avoid any subsequent controversy as to the Debtors' employment and payment of the Ordinary Course Professionals during these chapter 11 cases. The Debtors have sought specific authority from the Court under section 327 of the Bankruptcy Code to retain the professionals involved in the conduct of these chapter 11 cases.

15. The Debtors and their estates will be well served by the continued retention of the Ordinary Course Professionals because of their prior relationships with the Debtors and their understanding of the Debtors' operations. Moreover, in light of the number of Ordinary Course Professionals and the significant costs associated with the preparation of retention applications for professionals who will receive relatively modest fees, the Debtors submit that it would be impractical, inefficient, and extremely costly for the Debtors and their legal advisors to prepare and submit individual applications and proposed retention orders for each Ordinary Course Professional. The time delay attendant to such a process would also be potentially disruptive to the professional services that are required for the day-to-day operation of the Debtors' business. Therefore, the Debtors submit that it is in the best interests of all creditors and parties in interest to avoid any disruption in the services provided by the Ordinary Course Professionals.

16. Although some of the Ordinary Course Professionals may hold unsecured claims against the Debtors in connection with services rendered to the Debtors prepetition, the Debtors do not believe that any of the Ordinary Course Professionals represent or hold an interest materially adverse to the Debtors, their creditors, or other parties in interest with respect to the matters for which such Ordinary Course Professionals are proposed to be employed. Moreover, the OCP Procedures require each Ordinary Course Professional to file an OCP Declaration to be eligible for compensation.

**THE REQUESTED LIMITED WAIVER OF LOCAL RULE 2016-1
IS JUSTIFIED UNDER THE CIRCUMSTANCES**

17. Finally, pursuant to the proposed procedures, in the event that an Ordinary Course Professional exceeds the OCP Cap, such Ordinary Course Professional shall be required to file with the Court a fee application for its fees and expenses in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court (including any order establishing procedures for interim compensation in these chapter 11 cases). However, it may not be the general practice of the Ordinary Course Professionals to keep detailed time records similar to those customarily kept by attorneys and required by Local Rule 2016-1(d). Because such Ordinary Course Professionals may not ordinarily maintain such time records—and would not be required to submit time records to the Court unless the OCP Cap is exceeded—requiring such Ordinary Course Professionals to comply with Local Rule 2016-1(d) in those instances when a fee application is necessary would in effect require Ordinary Course Professionals to start maintaining such records at the outset of these chapter 11 cases in the unlikely event the OCP Cap is exceeded at some point during the course of these chapter 11 cases. It would be difficult, time-consuming, and expensive for such Ordinary Course Professionals to comply with Local Rule 2016-1(d) and, given the relatively modest amounts likely to be at issue, a waste of resources. As such, the Debtors seek a waiver of the information requirements set forth in Local Rule 2016-1(d) for those Ordinary Course Professionals, *and only those professionals*, that do not, in the ordinary course of business, keep detailed time records in tenths-of-an-hour.

18. Notwithstanding that such Ordinary Course Professionals do not keep time records in increments of tenths-of-an-hour, if a fee application is ultimately required, such Ordinary Course Professionals shall submit time records setting forth, in a summary format, a description of the services rendered and the professionals rendering such services on behalf of the Debtors. In

addition, the waiver requested hereby shall only apply to those Ordinary Course Professionals whose OCP Declaration states that they do not keep, in the ordinary course of business, detailed time records that would comply with Local Rule 2016-1(d). As such, the Notice Parties will have an opportunity to object to any such requested waiver to the extent they think it is improper.

19. For the reasons set forth herein, the Debtors respectfully submit that the relief requested is in the best interests of the Debtors, their estates, creditors, stakeholders, and other parties in interest, and therefore should be granted.

NOTICE

20. Notice of this Motion has been provided to: (a) the U.S. Trustee; (b) proposed counsel to the Committee; (c) Alter Domus (US) LLC, in its capacity as administrative agent and collateral agent under the Prepetition Financing Agreement and the DIP Facility; (d) counsel to the DIP Lenders and Prepetition Term Loan Lender; (e) counsel to LiveStyle; and (f) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

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WHEREFORE, the Debtors respectfully request entry of the Proposed Order, substantially in the form attached hereto, granting the relief requested herein and granting such other relief as is just and proper.

Dated: August 21, 2025
Wilmington, Delaware

**YOUNG CONAWAY STARGATT & TAYLOR,
LLP**

/s/ S. Alexander Faris

Edmon L. Morton (No. 3856)
Sean M. Beach (No. 4070)
Kenneth J. Enos (No. 4544)
S. Alexander Faris (No. 6278)
Sarah Gawrysiak (No. 7403)
Evan S. Saruk (No. 7452)
1000 North King Street
Rodney Square
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: emorton@ycst.com
sbeach@ycst.com
kenos@ycst.com
afaris@ycst.com
sgawrysiak@ycst.com
esaruk@ycst.com

*Proposed Counsel to the Debtors and Debtors in
Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGDP HOLDING INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-11446 (MFW)

(Jointly Administered)

Hearing Date: September 4, 2025 at 2:00 p.m. (ET)

Objection Deadline: August 28, 2025 at 4:00 p.m. (ET)

NOTICE OF MOTION

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the “Debtors”) have filed the *Debtors’ Motion for Entry of an Order (I) Authorizing the Debtors to Retain and Compensate Professionals in the Ordinary Course of Business Effective as of the Petition Date, (II) Waiving Certain Information Requirements of Local Rule 2016-1, and (III) Granting Related Relief* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be filed on or before **August 28, 2025 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection or response upon the undersigned proposed counsel to the Debtors so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER APPROVAL OF THE MOTION IS SCHEDULED FOR SEPTEMBER 4, 2025 AT 2:00 P.M. (ET) BEFORE THE HONORABLE MARY F. WALRATH, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 5TH FLOOR, COURTROOM NO. 4, WILMINGTON.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS OR RESPONSES TO THE MOTION ARE TIMELY FILED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.

¹ The Debtors in these chapter 11 cases, together with the last four digits of the Debtors’ federal tax identification number, are AGDP Holding Inc. (6504); Avant Gardner, LLC (6504); AG Management Pool LLC (9962); EZ Festivals LLC (8854); Made Event LLC (6272); and Reynard Productions, LLC (5431). The Debtors’ service address is 140 Stewart Ave, Brooklyn, NY 11237, Attn: General Counsel.

Dated: August 21, 2025
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ S. Alexander Faris

Edmon L. Morton (No. 3856)
Sean M. Beach (No. 4070)
Kenneth J. Enos (No. 4544)
S. Alexander Faris (No. 6278)
Sarah Gawrysiak (No. 7403)
Evan S. Saruk (No. 7452)
1000 North King Street
Rodney Square
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: emorton@ycst.com
sbeach@ycst.com
kenos@ycst.com
afaris@ycst.com
sgawrysiak@ycst.com
esaruk@ycst.com

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:

AGDP HOLDING INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-11446 (MFW)

(Jointly Administered)

Ref: Docket No. ____

**ORDER (I) AUTHORIZING THE DEBTORS TO RETAIN AND COMPENSATE
PROFESSIONALS IN THE ORDINARY COURSE OF BUSINESS EFFECTIVE AS OF
THE PETITION DATE, (II) WAIVING CERTAIN INFORMATION REQUIREMENTS
OF LOCAL RULE 2016-1, AND (III) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), pursuant to sections 105(a), 327, 328, 330, and 331 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, (i) authorizing the Debtors to (a) retain and compensate the Ordinary Course Professionals on a postpetition basis in accordance with the procedures set forth herein, without the need for each professional to file formal applications for retention and compensation; and (b) establish procedures to compensate the Ordinary Course Professionals for postpetition services rendered and expenses incurred; (ii) waiving certain information requirements of Rule 2016-1 of the Local Rules, at such time as they would be applicable, in connection therewith; and (iii) granting related relief; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the

¹ The Debtors in these chapter 11 cases, together with the last four digits of the Debtors’ federal tax identification number, are AGDP Holding Inc. (6504); Avant Gardner, LLC (6504); AG Management Pool LLC (9962); EZ Festivals LLC (8854); Made Event LLC (6272); and Reynard Productions, LLC (5431). The Debtors’ service address is 140 Stewart Ave, Brooklyn, NY 11237, Attn: General Counsel.

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

United States District Court for the District of Delaware, dated February 29, 2012; and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of and opportunity for hearing on the Motion having been given; and the relief requested in the Motion being in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The relief requested in the Motion is GRANTED as set forth herein.
2. The Debtors are authorized to retain and compensate the professionals identified on the OCP List (collectively, the "Ordinary Course Professionals"), attached hereto as **Exhibit 2**, in the ordinary course of business pursuant to the following OCP Procedures:

- (a) Each Ordinary Course Professional shall cause a declaration of disinterestedness, substantially in the form annexed as Exhibit 1 to the Proposed Order (each, an "OCP Declaration"), to be filed with the Court and served upon: (i) the Debtors, 140 Stewart Ave, Brooklyn, NY 11237, Attn: General Counsel; (ii) proposed counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801, Attn: Sean M. Beach (sbeach@ycst.com), S. Alexander Faris (afaris@ycst.com), and Evan Saruk (esaruk@ycst.com); (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: Jonathan W. Lipshie (Jon.Lipshie@usdoj.gov); (iv) counsel to the DIP Agent, Holland & Knight LLP, 150 N. Riverside Plaza, Suite 2700, Chicago, IL 60606, Attn: Anastasia Sotiropoulos (anastasia.sotiropoulos@hkllaw.com); (v) counsel to the DIP Lenders and Prepetition Term Loan Lender, McDermott, Will & Schulte, LLP, 919 Third Avenue, New York, NY 10022, Attn: Adam C. Harris (adam.harris@srz.com) and Reuben Dizengoff (reuben.dizengoff@srz.com); (vi) counsel to LiveStyle, Cullen and Dykman LLP, 333 Earle Ovington Boulevard, 2nd Floor, Uniondale, NY 11553, Attn: Thomas R. Slome (tslome@cullenllp.com); and (vii) proposed counsel to the Committee, (a) Orrick, Herrington & Sutcliffe LLP, 51 West 52nd Street, New York, NY 10019, Attn: Mark Franke (mfranke@orrick.com) and Brandon

Batzel (bbatzel@orrick.com), and (b) Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19801, Attn: Eric J. Monzo (emonzo@morrisjames.com) (collectively, the “Notice Parties”). The OCP Declaration shall be filed at least fourteen (14) days prior to an Ordinary Course Professional submitting an invoice to the Debtors. The OCP Declaration shall conspicuously note the Objection Deadline (as defined herein).

- (b) The Notice Parties shall have fourteen (14) days after the date of filing of each Ordinary Course Professional’s OCP Declaration (the “Objection Deadline”) to object to the retention of such Ordinary Course Professional. The objecting party shall file any such objection and serve such objection upon the Notice Parties and the respective Ordinary Course Professional on or before the Objection Deadline. If any such objection cannot be resolved within fourteen (14) days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date that is no less than fourteen days from that date or on a date otherwise agreeable to the parties. The Debtors shall not be authorized to retain and compensate such Ordinary Course Professional until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.
- (c) If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular Ordinary Course Professional, the Debtors shall be authorized to: (i) retain such Ordinary Course Professional as of the date such Ordinary Course Professional commenced providing services to the Debtors; and (ii) compensate such Ordinary Course Professional as set forth below.
- (d) The Debtors shall be authorized to pay, without formal application to the Court by any Ordinary Course Professional, 100 percent of fees and disbursements to each of the Ordinary Course Professionals retained by the Debtors pursuant to the OCP Procedures upon submission to the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; *provided* that fees paid to Ordinary Course Professionals excluding costs and disbursements, may not exceed the monthly amount set forth for such Ordinary Course Professional on the OCP List in the column titled “OCP Cap” (each, as applicable, the “OCP Cap”), calculated on average over the prior rolling three-month period. The OCP Cap may be increased by mutual agreement between the Debtors, the U.S. Trustee, and the Committee or by order of the Court, *provided, further* that the Debtors shall file a notice with the Court and submit notice to the Notice Parties of any such agreed increase.
- (e) To the extent that fees payable to any Ordinary Course Professional exceed the OCP Cap, the applicable Ordinary Course Professional shall file a fee application (a “Fee Application”) with this Court for the amount in excess of the OCP Cap in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the fee guidelines promulgated by the

Office of the United States Trustee, and any applicable orders of this Court, unless the U.S. Trustee agrees otherwise.

- (f) Within thirty (30) calendar days after the end of, and with respect to, each full three (3)-month period after the Petition Date (including any initial partial month in the first period), the Debtors shall file with the Court and serve on the Notice Parties a statement with respect to each Ordinary Course Professional paid during the immediately preceding quarterly period (the “Quarterly Statement”). Each Quarterly Statement shall include: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported quarter; and (iii) a general description of the services rendered by that Ordinary Course Professional. The Debtors shall include payments to any Ordinary Course Professionals in their Monthly Operating Reports.
- (g) The Debtors reserve the right to retain additional Ordinary Course Professionals from time to time during these Chapter 11 Cases by: (i) including such Ordinary Course Professionals on a supplement to the OCP List that is filed with the Court and served on the Notice Parties; and (ii) having such Ordinary Course Professionals comply with the OCP Procedures.

3. The Debtors are authorized to supplement the OCP List as necessary to add or remove Ordinary Course Professionals, from time to time in their sole discretion, without the need for any further hearing and without the need to file individual retention applications for newly added Ordinary Course Professionals. In such event, the Debtors shall file the amended OCP List with this Court and serve such list on the Notice Parties. Each additional Ordinary Course Professional listed in the OCP List shall file with this Court and serve a OCP Declaration on the Notice Parties as provided in the OCP Procedures. If no objections are filed within fourteen days to any such additional Ordinary Course Professional’s OCP Declaration, then retention of such Ordinary Course Professional shall be deemed approved by this Court pursuant to this Order without a hearing or further order.

4. If an Ordinary Course Professional exceeds the OCP Cap, such Ordinary Course Professional shall be required to apply for approval by this Court of such Ordinary Course Professional’s fees and expenses in excess of the OCP Cap for such month in accordance with

Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, and any applicable procedures or orders of this Court (including any order establishing procedures for interim compensation in these chapter 11 cases), *provided, however*, that if an Ordinary Course Professional does not, in the ordinary course of business, maintain time records in tenth-of-an-hour increments and indicates that to be the case in its OCP Declaration, and no party objects thereto or any such objection is resolved or withdrawn, the requirements of Local Rule 2016-1 shall be waived to permit said Ordinary Course Professional to submit time records in whatever time increments such professional ordinarily maintains its time and setting forth, in summary format, a description of the services rendered and the professionals rendering such services on behalf of the Debtors. No Ordinary Course Professional shall be required to submit interim or final fee applications solely because such Ordinary Course Professional's fees and expenses exceeded the OCP Cap.

5. Nothing contained herein shall affect the Debtors' or any appropriate party in interest's ability to dispute any invoice submitted by an Ordinary Course Professional, and nothing contained herein shall preclude the Debtors from seeking authority to pay any Ordinary Course Professional in an amount greater than the OCP Caps, subject to the rights of any party in interest to oppose any such request.

6. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of this Court.

7. All objections to the entry of this Order, to the extent not withdrawn or settled, are overruled.

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

9. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

EXHIBIT 1

Form of OCP Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGDP HOLDING INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-11446 (MFW)

(Jointly Administered)

Ref: Docket No. ____

Obj. Deadline: [•], 2025 at 4:00 p.m. (E.T.)

**DECLARATION OF DISINTERESTEDNESS OF [ENTITY] PURSUANT TO THE
ORDER (I) AUTHORIZING THE DEBTORS TO RETAIN AND COMPENSATE
PROFESSIONALS IN THE ORDINARY COURSE OF BUSINESS EFFECTIVE AS OF
THE PETITION DATE, (II) WAIVING CERTAIN INFORMATION REQUIREMENTS
OF LOCAL RULE 2016-1, AND (III) GRANTING RELATED RELIEF**

I, [NAME], declare under penalty of perjury:

1. I am a [POSITION] of [ENTITY], located at [STREET, CITY, STATE, ZIP CODE] (the “Firm”).

2. AGDP Holding Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), have requested that the Firm provide [SPECIFIC DESCRIPTION] services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to these Chapter 11 Cases for persons that are parties in interest in these Chapter 11 Cases. The Firm, however, does not perform services

¹ The Debtors in these chapter 11 cases, together with the last four digits of the Debtors’ federal tax identification number, are AGDP Holding Inc. (6504); Avant Gardner, LLC (6504); AG Management Pool LLC (9962); EZ Festivals LLC (8854); Made Event LLC (6272); and Reynard Productions, LLC (5431). The Debtors’ service address is 140 Stewart Ave, Brooklyn, NY 11237, Attn: General Counsel.

for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases.

5. Neither I nor any [principal, partner, director, officer, etc.] of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any principal, partner, director, officer of, or professional employed by, the Firm, 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 the Firm is to be employed.

7. The Firm's current customary [hourly] rates, subject to change from time to time, are \$ [____]. [In the normal course of business, the Firm revises its regular [hourly] rates and advises that, effective [____] of each year, the aforementioned rates will be revised to the regular [hourly] rates that will be in effect at that time.]

8. The Firm is currently owed \$_____ on account of prepetition services. [For non-legal firms: The Firm has waived, or will waive, any prepetition claims against the Debtors' estates.]

9. I also understand the limitations on compensation and reimbursement of expenses under the order authorizing the compensation of ordinary course professionals [D.I. ____] (the "OCP Order"). Specifically, the Firm understands that in the event its fees and expenses exceed the OCP Cap (as defined in the OCP Order), on average, over a rolling three-month period, the Firm will

be required to file with the Court a fee application for approval of its fees and expenses for such month in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, and any applicable procedures or orders of the Court.

10. As of the Petition Date, which was the date on which the Debtors commenced these Chapter 11 Cases, the Firm [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as **Exhibit 1** to this declaration.]

11. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this declaration.

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

Date: _____, 2025

[DECLARANT'S NAME]

EXHIBIT 2
OCP LIST

Ordinary Course Professional	Services Provided	OCP Cap
Anchin Block	Tax Advisor	\$60,000
Ellenoff Grossmann & Schole LLP	Employment Counsel	\$5,000
Greenspoon Marder LLP	Liquor Counsel	\$25,000
Marica LLC	Accounting Services	\$40,000
Patrick Doerr	Legal - Litigation	\$5,000