

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 Nos. 7 & 38

**CERTIFICATION OF COUNSEL REGARDING *REVISED*
PROPOSED FINAL ORDER (I) AUTHORIZING THE DEBTORS TO
(A) PAY THEIR OBLIGATIONS UNDER PREPETITION INSURANCE POLICIES,
(B) CONTINUE TO PAY CERTAIN BROKERAGE FEES, (C) RENEW,
SUPPLEMENT, MODIFY, OR PURCHASE INSURANCE COVERAGE, (D) ENTER
INTO NEW FINANCING AGREEMENTS IN THE ORDINARY COURSE OF
BUSINESS, AND (E) CONTINUE THE WORKERS' COMPENSATION
PROGRAM, AND (II) GRANTING RELATED RELIEF**

On August 4, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Their Obligations Under Prepetition Insurance Policies, (B) Continue to Pay Certain Brokerage Fees, (C) Renew, Supplement, Modify, or Purchase Insurance Coverage, (D) Enter into New Financing Agreements in the Ordinary Course of Business, and (E) Continue the Workers’ Compensation Program, and (II) Granting Related Relief* [D.I. 7] (the “Motion”). A proposed form of order approving the Motion on a final basis was attached to the Motion as Exhibit B (the “Proposed Final Order”).

On August 5, 2025, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order approving the Motion on an interim basis [D.I. 38]

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.



(the “Interim Order”). Pursuant to the Interim Order, any objections or responses to entry of the Proposed Final Order were to be filed and served by 4:00 p.m. (ET) on August 28, 2025 (the “Objection Deadline”).

Prior to the Objection Deadline, the Debtors received informal comments to the Proposed Final Order from the Official Committee of Unsecured Creditors (the “Committee”). The Debtors did not receive any other informal responses or objections to the Motion. To resolve the Committee’s comments, the Debtors have agreed to revise the Proposed Final Order, as memorialized in the revised Proposed Final Order attached hereto as **Exhibit A** (the “Revised Proposed Final Order”). For the convenience of the Court and other interested parties, a blackline comparing the Revised Proposed Final Order against the Proposed Final Order is attached hereto as **Exhibit B**.

As the Debtors did not receive any objections or responses other than that described herein, and the Committee does not object to entry of the Revised Proposed Final Order, the Debtors respectfully request that the Court enter the Revised Proposed Final Order without further notice or hearing at the Court’s earliest convenience.

[Signature page follows]

Dated: September 2, 2025
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Sarah Gawrysiak

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Proposed Counsel to the Debtors and Debtors in Possession

Exhibit A

Revised Proposed Final 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 Nos. 7 & 38

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO (A) PAY THEIR
OBLIGATIONS UNDER PREPETITION INSURANCE POLICIES, (B) CONTINUE TO
PAY CERTAIN BROKERAGE FEES, (C) RENEW, SUPPLEMENT, MODIFY, OR
PURCHASE INSURANCE COVERAGE, (D) ENTER INTO NEW FINANCING
AGREEMENTS IN THE ORDINARY COURSE OF BUSINESS, AND (E) CONTINUE
THE WORKERS' COMPENSATION PROGRAM, AND (II) GRANTING RELATED
RELIEF**

Upon the motion (the “Motion”)² of AGDP Holding Inc., and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”), for entry of a final order (this “Final Order”) (i) authorizing, but not directing, the Debtors to (a) pay their obligations under the Insurance Policies entered into prepetition, (b) continue to pay certain brokerage fees, (c) renew, supplement, modify, or purchase insurance coverage in the ordinary course of business, (d) enter into new financing agreements in the ordinary course of business, and (e) continue the Workers’ Compensation Program, and (ii) granting related relief, each as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this matter

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

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 a 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 on a final basis as set forth herein.
2. The Debtors are authorized to continue the Insurance Policies, including, but not limited to, the Insurance Policies identified on Exhibit C to the Motion, and pay any prepetition or postpetition obligations related to the Insurance Policies, Insurance Brokerage Fees, and any other related expenses.
3. The Debtors are authorized to renew, amend, supplement, extend, or purchase existing or additional insurance policies in the ordinary course of business on a postpetition basis (including by using the CAC Deposit to bind and purchase an independent director D&O Insurance Policy), as well as replace the Insurance Broker as may be necessary; *provided*, that the Debtors shall consult with the Official Committee of Unsecured Creditors (the "Committee"), and provide reasonable notice to the U.S. Trustee, before making any material modification, cancelation, or purchase of any insurance policy or replacing of the Insurance Broker.
4. The Debtors are authorized to continue performing under their existing Premium Financing Agreements and enter into new premium financing agreements in the ordinary course of business in accordance with the same practices and procedures as were in effect prior to the

commencement of these chapter 11 cases, to the extent that the Debtors determine such action is in the best interest of their estates; *provided*, the Debtors shall provide reasonable notice to the U.S. Trustee and the Committee before entering into a new premium finance agreement; and *provided further*, that the Debtors shall not enter into any new premium financing agreements that are materially adverse to the Debtors' estates absent further order of this Court.

5. Pursuant to section 362(d) of the Bankruptcy Code, to the extent any of the Debtors' employees hold claims under or in connection with the Workers' Compensation Program, the Debtors may authorize their employees to proceed with their claims related to the Workers' Compensation Program through and including the collection or payment of any judgment or claim under the Workers' Compensation Program; *provided*, that, the prosecution of such claims is in accordance with the Workers' Compensation Program and the recoveries are limited to the proceeds available under the Workers' Compensation Program. The Debtors shall provide counsel to the Committee with monthly summaries of such claims on the fifth day (or, if such day is not a business day, the next business day thereafter) of each month.

6. Nothing in this Final Order shall constitute a postpetition assumption of any obligations related to the Insurance Policies pursuant to section 365 of the Bankruptcy Code.

7. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order without any duty to inquire otherwise and without liability for following the Debtors' instructions.

8. No payments shall be made pursuant to the relief authorized in this Final Order to any insiders as that term is defined in section 101 (31) of the Bankruptcy Code.

9. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, on account of the relief set forth herein, and to replace any prepetition checks or electronic fund transfer requests that may be lost or dishonored as a result of the commencement of these chapter 11 cases.

10. Nothing in this Final Order constitutes (a) an admission as to the validity of any claim against the Debtors; (b) a waiver of the Debtors' or any party in interest's rights to dispute the amount of, basis for, or validity of any claim or interest under applicable law or non-bankruptcy law; (c) a promise or requirement to pay any claim; (d) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; (e) a request for or granting of approval for assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code; or (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates. Any payment made pursuant to this Final Order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of the Debtors' or any party in interest's rights to subsequently dispute such claim.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

12. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

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

Exhibit B

Blackline

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

In re:

AGDP HOLDING INC., *et al.*,¹

Debtors.

Chapter 11

Case No. ~~25-138~~25-11446 (~~138~~MFW)

(Jointly Administered)

Ref: Docket Nos. ~~137~~7 & ~~138~~38

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AGREEMENTS IN THE ORDINARY COURSE OF BUSINESS, AND (E) CONTINUE
THE WORKERS' COMPENSATION PROGRAM, AND (II) GRANTING RELATED
RELIEF**

Upon the motion (the “Motion”)² of AGDP Holding Inc., and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”), for entry of a final order (this “Final Order”) (i) authorizing, but not directing, the Debtors to (a) pay their obligations under the Insurance Policies entered into prepetition, (b) continue to pay certain brokerage fees, (c) renew, supplement, modify, or purchase insurance coverage in the ordinary course of business, (d) enter into new financing agreements in the ordinary course of business, and (e) continue the Workers’ Compensation Program, and (ii) granting related relief, each as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference*

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from the 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 a 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 on a final basis as set forth herein.

2. The Debtors are authorized to continue the Insurance Policies, including, but not limited to, the Insurance Policies identified on Exhibit C to the Motion, and pay any prepetition or postpetition obligations related to the Insurance Policies, Insurance Brokerage Fees, and any other related expenses.

3. The Debtors are authorized to renew, amend, supplement, extend, or purchase existing or additional insurance policies in the ordinary course of business on a postpetition basis (including by using the CAC Deposit to bind and purchase an independent director D&O Insurance Policy), as well as replace the Insurance Broker as may be necessary; *provided*, that the Debtors shall consult with ~~any official committee appointed in these chapter 11 cases~~the Official Committee of Unsecured Creditors (the "Committee"), and provide reasonable notice to

the U.S. Trustee, before making any material modification, cancelation, or purchase of any insurance policy or replacing of the Insurance Broker.

4. The Debtors are authorized to continue performing under their existing Premium Financing Agreements and enter into new premium financing agreements in the ordinary course of business in accordance with the same practices and procedures as were in effect prior to the commencement of these chapter 11 cases, to the extent that the Debtors determine such action is in the best interest of their estates; *provided*, ~~that~~ the Debtors shall provide reasonable notice to the U.S. Trustee and ~~any official committee appointed in these chapter 11 cases within seven (7) days of entry~~ the Committee before entering into a new premium finance agreement; and *provided further*, that the Debtors shall not enter into any new premium financing agreements that are materially adverse to the Debtors' estates absent further order of this Court.

5. Pursuant to section 362(d) of the Bankruptcy Code, to the extent any of the Debtors' employees hold claims under or in connection with the Workers' Compensation Program, the Debtors may authorize their employees to proceed with their claims related to the Workers' Compensation Program through and including the collection or payment of any judgment or claim under the Workers' Compensation Program; *provided*, that, the prosecution of such claims is in accordance with the Workers' Compensation Program and the recoveries are limited to the proceeds available under the Workers' Compensation Program. The Debtors shall provide counsel to the Committee with monthly summaries of such claims on the fifth day (or, if such day is not a business day, the next business day thereafter) of each month.

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7. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order without any duty to inquire otherwise and without liability for following the Debtors' instructions.

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9. ~~8.~~ The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, on account of the relief set forth herein, and to replace any prepetition checks or electronic fund transfer requests that may be lost or dishonored as a result of the commencement of these chapter 11 cases.

10. ~~9.~~ Nothing in this Final Order constitutes (a) an admission as to the validity of any claim against the Debtors; (b) a waiver of the Debtors' or any party in interest's rights to dispute the amount of, basis for, or validity of any claim or interest under applicable law or non-bankruptcy law; (c) a promise or requirement to pay any claim; (d) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; (e) a request for or granting of approval for assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code; or (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates. Any payment made pursuant to this Final Order is not intended

to be and should not be construed as an admission to the validity of any claim or a waiver of the Debtors' or any party in interest's rights to subsequently dispute such claim.

11. ~~10.~~ Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

12. ~~11.~~ The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

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