

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

AGDP HOLDING INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-11446 (MFW)

(Jointly Administered)

Ref. Docket Nos. 64 & 96

**CERTIFICATION OF COUNSEL REGARDING *REVISED*  
PROPOSED ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
YOUNG CONAWAY STARGATT & TAYLOR, LLP AS COUNSEL FOR THE  
DEBTORS, EFFECTIVE AS OF THE PETITION DATE**

On August 14, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Counsel for the Debtors, Effective as of the Petition Date* [D.I. 64] (the “Application”). A proposed form of order approving the Application was attached thereto as Exhibit D (the “Proposed Order”). Any objections or responses to Application 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 Application from the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”). The Debtors did not receive any other informal responses or objections to the Application. To resolve certain comments from the U.S. Trustee, the Debtors filed that certain *First Supplemental Declaration of Sean M. Beach in Support of the Debtors’ Application for Entry*

<sup>1</sup> 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.



*of an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Counsel for the Debtors, Effective as of the Petition Date [D.I. 96].* In addition, the Debtors have agreed to revise the Proposed Order, as memorialized in the revised Proposed Order attached hereto as **Exhibit A** (the “Revised Proposed Order”). For the convenience of the Court and other interested parties, a blackline comparing the Revised Proposed Order against the Proposed Order is attached hereto as **Exhibit B**.

As the Debtors did not receive any objections or responses other than that described herein, and the U.S. Trustee does not object to entry of the Revised Proposed Order, the Debtors respectfully request that the Court enter the Revised Proposed 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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Edmon L. Morton (No. 3856)  
Sean M. Beach (No. 4070)  
Kenneth J. Enos (No. 4544)  
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*Proposed Counsel to the Debtors and Debtors in Possession*

**Exhibit A**

**Revised Proposed Order**

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**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF YOUNG  
CONAWAY STARGATT & TAYLOR, LLP AS COUNSEL FOR  
THE DEBTORS, EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “Application”)<sup>2</sup> of the Debtors for entry of an order, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the retention and employment of Young Conaway Stargatt & Taylor, LLP (“Young Conaway” or the “Firm”) as bankruptcy counsel, effective as of the Petition Date, as more fully set forth in the Application; and this Court having jurisdiction to consider the Application and the relief requested therein in accordance with 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 found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

adequate notice of the Application has been given and that no other or further notice is necessary; and this Court having reviewed the Application; and upon the Beach Declaration, the Richards Declaration; and upon the record herein; and it appearing that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; it is HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. In accordance with section 327(a) of the Bankruptcy Code, the Debtors are hereby authorized to retain and employ the firm of Young Conaway as their bankruptcy counsel on the terms set forth in the Application, the Beach Declaration, and the Engagement Agreement effective as of the Petition Date.
3. Young Conaway shall be entitled to allowance of compensation and reimbursement of expenses, upon the filing and approval of interim and final applications pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other orders as this Court may direct, including, without limitation, any order of this Court establishing procedures for interim compensation and reimbursement of professionals retained in these chapter 11 cases. Young Conaway intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the U.S. Trustee's *Appendix B—Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger chapter 11 cases*, effective as of November 1, 2013 (both in connection with the Application and the interim and final fee applications to be filed by Young Conaway in these chapter 11 cases).

4. Young Conaway shall provide five (5) business days' notice to the Debtors and the U.S. Trustee in connection with any increase of the hourly rates listed in the Application. The U.S. Trustee and the Debtors retain all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided in section 330 of the Bankruptcy Code, and this Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. Notwithstanding anything to the contrary in the Application or the Engagement Agreement, to the extent prohibited under controlling law, Young Conaway shall not seek reimbursement of any fees incurred defending any of Young Conaway's fee applications in these Chapter 11 Cases.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

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

**Exhibit B**

**Blackline**



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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and this Court having reviewed the Application; and upon the Beach Declaration, the Richards Declaration; and upon the record herein; and it appearing that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; it is HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. In accordance with section 327(a) of the Bankruptcy Code, the Debtors are hereby authorized to retain and employ the firm of Young Conaway as their bankruptcy counsel on the terms set forth in the Application, the Beach Declaration, and the Engagement Agreement effective as of the Petition Date.
3. Young Conaway shall be entitled to allowance of compensation and reimbursement of expenses, upon the filing and approval of interim and final applications pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other orders as this Court may direct, including, without limitation, any order of this Court establishing procedures for interim compensation and reimbursement of professionals retained in these chapter 11 cases. Young Conaway intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the U.S. Trustee's *Appendix B—Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger chapter 11 cases*, effective as of November 1, 2013 (both in connection with the Application and the interim and final fee applications to be filed by Young Conaway in these chapter 11 cases).

4. Young Conaway shall provide five (5) business days' notice to the Debtors and the U.S. Trustee in connection with any increase of the hourly rates listed in the Application. The U.S. Trustee and the Debtors retain all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided in section 330 of the Bankruptcy Code, and this Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. Notwithstanding anything to the contrary in the Application or the Engagement Agreement, to the extent prohibited under controlling law, Young Conaway shall not seek reimbursement of any fees incurred defending any of Young Conaway's fee applications in these Chapter 11 Cases.

6. ~~5.~~ The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

7. ~~6.~~ This Court shall retain jurisdiction over all matters arising from or related to the implementation or interpretation of this Order.