

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. 12 & 46

**CERTIFICATION OF COUNSEL SUBMITTING SECOND INTERIM ORDER  
PURSUANT TO SECTIONS 105, 361, 362, 363, 364, 503 AND 507 OF THE  
BANKRUPTCY CODE (I) AUTHORIZING THE DEBTORS TO OBTAIN SENIOR  
SECURED SUPERPRIORITY POSTPETITION FINANCING; (II) GRANTING  
(A) LIENS AND SUPERPRIORITY ADMINISTRATIVE EXPENSE CLAIMS AND  
(B) ADEQUATE PROTECTION TO CERTAIN PREPETITION LENDERS;  
(III) AUTHORIZING USE OF CASH COLLATERAL; (IV) SCHEDULING A FINAL  
HEARING; AND (V) 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, Pursuant to Sections 105, 361, 362, 363, 364, 503 and 507 of the Bankruptcy Code (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing; (II) Granting (A) Liens and Superpriority Administrative Expense Claims and (B) Adequate Protection to Certain Prepetition Lenders; (III) Authorizing Use of Cash Collateral; (IV) Scheduling A Final Hearing; and (V) Granting Related Relief* [D.I. 12] (the “Motion”)<sup>2</sup> with the United States Bankruptcy Court for the District of Delaware (the “Court”) seeking approval of the proposed interim order attached thereto as Exhibit A (the “Proposed Interim Order”).

<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.

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



On August 5, 2025, the Court held a hearing (the “Hearing”) to consider, among other things, approval of the Proposed Interim Order. Subsequent to the Hearing, the Court entered the *Interim Order Pursuant to Sections 105, 361, 362, 363, 364, 503 and 507 of the Bankruptcy Code (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing; (II) Granting (A) Liens and Superpriority Administrative Expense Claims and (B) Adequate Protection to Certain Prepetition Lenders; (III) Authorizing Use of Cash Collateral; (IV) Scheduling A Final Hearing; and (V) Granting Related Relief*[D.I. 46] (the “Interim Order”). Pursuant to the Interim Order, a hearing to consider final approval of the Motion (the “Final Hearing”) was scheduled for September 4, 2025 at 2:00 p.m. (ET). The Final Hearing has since been adjourned to September 11, 2025 at 2:00 p.m. (ET).

Given the foregoing adjournment, the Debtors require, and have prepared, an order approving the Motion on a further interim basis (the “Proposed Second Interim Order”), which is attached hereto as **Exhibit A**. The Debtors have shared the Proposed Second Interim Order with counsel for the official committee of unsecured creditors (the “Committee”), counsel for the DIP Lender, and the U.S. Trustee. Counsel for the DIP Lender and counsel for the Committee have advised that such parties consent to entry of the Proposed Second Interim Order, and the U.S. Trustee has advised that it has no objection to entry of the Proposed Second Interim Order.

*[Remainder of page intentionally left blank]*

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Second Interim Order without further notice or a hearing at the Court's earliest convenience.

Dated: September 2, 2025  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT & TAYLOR,  
LLP**

*/s/ S. Alexander Faris*

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Possession*

**EXHIBIT A**

**Proposed Second Interim Order**

**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 No. 12 & 46

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**SECOND INTERIM ORDER PURSUANT TO SECTIONS 105, 361, 362, 363, 364, 503  
AND 507 OF THE BANKRUPTCY CODE (I) AUTHORIZING THE DEBTORS TO  
OBTAIN SENIOR SECURED SUPERPRIORITY POSTPETITION FINANCING; (II)  
GRANTING (A) LIENS AND SUPERPRIORITY ADMINISTRATIVE EXPENSE  
CLAIMS AND (B) ADEQUATE PROTECTION TO CERTAIN PREPETITION  
LENDERS; (III) AUTHORIZING USE OF CASH COLLATERAL; (IV) SCHEDULING  
A FINAL HEARING; AND (V) GRANTING RELATED RELIEF**

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Upon the *Debtors' Motion for Entry of Interim and Final Orders, Pursuant to Sections 105, 361, 362, 363, 364, 503 and 507 of the Bankruptcy Code (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing; (II) Granting (A) Liens and Superpriority Administrative Expense Claims and (B) Adequate Protection To Certain Prepetition Lenders; (III) Authorizing Use Of Cash Collateral; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief* (the "Motion")<sup>2</sup> of the debtors and debtors-in-possession in the above-captioned chapter 11 cases (the "Debtors"), for entry of an interim order (an "Interim Order") and a final order (the "Final Order"), pursuant to sections 105, 361, 362, 363, 364(c)(1), 364(c)(2) 364(c)(3), 364(d), 364(e), 503 and 507 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2002,

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<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.

<sup>2</sup> Each capitalized term used but not defined herein shall have the meaning ascribed to it in the applicable DIP Loan Documents (as defined below).

4001(b) and (c), 6004, and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 4001-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (together, the “Local Rules”) (a) authorizing the Debtors to (i) use cash collateral, (ii) obtain senior secured superpriority postpetition financing and granting liens and superpriority administrative expenses claims and (iii) provide adequate protection; (b) modifying the automatic stay; (c) scheduling interim and final hearings; and (d) granting related relief; and upon consideration of the interim relief requested in the Motion, the DIP Declarations, and the evidence submitted at the hearing held before this Court on August 5, 2025 to consider entry of an interim order approving the Motion (the “Interim Hearing”); and this Court having previously entered the *Interim Order Pursuant to Sections 105, 361, 362, 363, 364, 503 and 507 of the Bankruptcy Code, (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing; (II) Granting (A) Liens and Providing Superpriority Administrative Expense Claims and (B) Adequate Protection to Certain Prepetition Lenders; (III) Authorizing the Use of Cash Collateral; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief* on August 5, 2025 (the “First Interim DIP Order”); and this Court having granted a continuance of the hearing scheduled for September 4, 2025 to consider entry of the Final Order to September 11, 2025; and the Debtors, the DIP Lender, the DIP Agent, and the Official Committee of Unsecured Creditors (the “Committee”) having agreed to the relief set forth in this second interim order (this “Second Interim Order”) on the terms and conditions set forth herein;

**IT IS HEREBY ORDERED THAT:**

1. This Second Interim Order is entered solely to the extent set forth herein.
2. Subject to the terms and conditions set forth in the DIP Loan Documents, and subject to the terms of the First Interim Order and this Second Interim Order, the Debtors are

authorized to borrow, incur, and guarantee (as applicable) DIP Term Loans, pursuant to the terms and conditions of the DIP Loan Documents, this Second Interim Order, the First Interim Order, and the Approved Budget, in each case up to an aggregate principal amount equal to \$12,500,000.00 of Interim DIP Term Loans, inclusive of any amounts pursuant to the First Interim Order (the “Second Interim DIP Term Loans”) on an interim basis, together with applicable interest, expenses, fees, Protective Advances and other charges payable in connection with the DIP Facility.

3. The Milestones set forth on Exhibit D to the First Interim Order are modified as set forth on Exhibit A hereto.

4. Except as expressly provided in this Second Interim Order, all of the terms and provisions of the First Interim Order are and will remain in full force and effect and shall apply to any Second Interim DIP Term Loans advanced pursuant to this Second Interim Order.

5. The hearing to consider entry of the Final Order is continued to September 11, 2025 at 2:00 p.m. (ET). The Committee’s deadline to object to entry of the Final Order is hereby extended to September 4, 2025 at 4:00 p.m. (Eastern Time), which may be further extended by with the Debtors’ consent.

6. Any Bankruptcy Rule or Local Bankruptcy Rule that might otherwise delay the effectiveness of this Second Interim Order is hereby waived, and the terms and conditions of this Second Interim Order shall be effective and enforceable immediately upon its entry.

7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of the Interim Orders

**EXHIBIT A**  
**(Milestones)**

<b>EVENT</b>	<b>TARGET COMPLETION DATE</b>
Entry of Order Approving Bid Procedures	No later than 42 days following the Petition Date
Entry of Final DIP Order	No later than 42 days following the Petition Date
Bid submission deadline	No later than 65 days following the Petition Date
Auction; Declaration of successful bidder	No later than 75 days following the Petition Date
Entry of Order Authorizing and Approving Sale to Buyer	No later than 80 days following entry of the Interim Order
Closing	No later than 95 days following the Petition Date (subject to the satisfaction of closing conditions in the Definitive Documents)