

**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. 91

**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.



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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) Within five (5) business days after the date of entry of this Order, the Debtors shall serve this Order upon each Ordinary Course Professional. Each Ordinary Course Professional shall cause a declaration of disinterestedness, substantially in the form attached hereto as **Exhibit 1** (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) If an objection is asserted by a Notice Party in accordance with paragraph (b) above and such objection is not resolved within 10 days of the Objection Deadline (the “Resolution Deadline”), the Debtors shall schedule the matter for a hearing before the Court to be held on the next regularly scheduled hearing that is at least 14 days from the Resolution Deadline (unless otherwise agreed to by the Debtors and the objection Notice Party). The Ordinary Course Professional shall not be paid any amounts for invoiced fees or expense reimbursements until such objection is resolved or upon order of this Court.
- (e) 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.

- (f) 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.
- (g) 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.
- (h) 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. The Debtors' right to dispute any invoices shall not be affected or prejudiced in any manner by the relief granted in this Order.

7. This Order is without prejudice to the Debtors' right to request modification of the OCP Cap.

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

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 All objections to the entry of this Order, to the extent not withdrawn or settled, are overruled.

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

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

Dated: September 2nd, 2025
Wilmington, Delaware

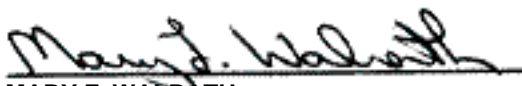

MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

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

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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. [For all Firms other than Legal Services Firms that represented the Debtors prepetition] [The Firm is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code.]

8. 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.]

9. 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.]

10. 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.

11. 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.]

12. 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