

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)

Objection Deadline:

September 23, 2025 at 4:00 p.m. (ET)

**NOTICE OF FILING OF DECLARATION OF DISINTERESTEDNESS OF
ORDINARY COURSE PROFESSIONAL, MARICA, LLC**

PLEASE TAKE NOTICE that, on September 2, 2025, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered 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* [D.I. 133] (the “OCP Order”).²

PLEASE TAKE FURTHER NOTICE that, in accordance with the procedures set forth in the OCP Order, the Debtors hereby file the OCP Declaration of Marica, LLC, attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that any objections to the retention of Marica, LLC by the Notice Parties must be filed with the Court, and at the same time served upon the following parties and Marica, LLC, on or before **September 23, 2025 at 4:00 p.m. (ET)** (the “Objection Deadline”): (i) the Debtors, 140 Stewart Ave, Brooklyn, NY 11237, Attn: General Counsel; (ii) 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

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 used but not otherwise defined herein shall have the meanings given to such terms in the OCP Order.



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(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).

PLEASE TAKE FURTHER NOTICE that, if no objection is received from any of the Notice Parties by the Objection Deadline, the Debtors shall be authorized, but not directed, to: (i) retain Marica, LLC as of the date Marica, LLC commenced providing services to the Debtors and (ii) compensate Marica, LLC in accordance with the OCP Order.

[Signature page follows]

Dated: September 9, 2025
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Sarah Gawrysiak

Edmon L. Morton (No. 3856)
Sean M. Beach (No. 4070)
Kenneth J. Enos (No. 4544)
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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)

Ref: Docket No. 133

Obj. Deadline: September 23, 2025 at 4:00 p.m. (E.T.)

**DECLARATION OF DISINTERESTEDNESS OF MARICA, LLC 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, RICHARD AGUINALDO, declare under penalty of perjury:

1. I am a MANAGING PARTNER of MARICA, LLC., located at 230 COLONIAL AVENUE, UNION, NEW JERSEY 07083 (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 (these “Chapter 11 Cases”), have requested that the Firm provide FINANCE & ACCOUNTING 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. 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, range from \$100-\$200. In the normal course of business, the Firm revises its regular hourly rates and advises that, effective throughout 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 \$86,000 on account of prepetition services. 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. 133] (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 not party to an agreement for indemnification with certain of the Debtors.

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: September 9, 2025

MARICA, LLC

Signed by:

Richard Aguinaldo

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Richard Aguinaldo