

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. 12, 46 & 128

**CERTIFICATION OF COUNSEL SUBMITTING THIRD 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”)² 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”).

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 ascribed to such terms in the Motion.



On August 5, 2025, 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 was subsequently adjourned to September 11, 2025 at 2:00 p.m. (ET).

As a result of the foregoing adjournment, the Debtors sought approval of an order granting the Motion on a further interim basis. On September 2, 2025, the Court entered the *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* [D.I. 128] (the “Second Interim Order”).

Since approval of the Second Interim Order, the Final Hearing has been further adjourned to October 3, 2025 at 10:30 a.m. (ET). Accordingly, the Debtors have prepared an order approving the Motion on a further interim basis (the “Proposed Third Interim Order”), which is attached hereto as **Exhibit A**. The Debtors have shared the Proposed Third 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 Third Interim Order, and the U.S. Trustee has advised

that it has no objection to entry of the Proposed Third Interim Order.

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

Dated: September 10, 2025
Wilmington, Delaware

**YOUNG CONAWAY STARGATT & TAYLOR,
LLP**

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EXHIBIT A

Proposed Third Interim 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 No. 11 & 46

THIRD 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

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")² 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,

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 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 the *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 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 September 2, 2025 [D.I. 128] (the “Second Interim Order” and together with the First Interim DIP Order, the “Prior Interim Orders”); and this Court having granted a further continuance of the hearing scheduled for September 11, 2025 to consider entry of the Final Order to a date and time to be determined; 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 third interim order (this “Third Interim Order”) on the terms and conditions set forth herein;

IT IS HEREBY ORDERED THAT:

1. This Third 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 Prior Interim Orders and this Third 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 Third Interim Order, the Prior Interim Orders, and the Approved Budget, in each case up to an aggregate principal amount equal to \$19,000,000.00 of Interim DIP Term Loans, inclusive of any amounts pursuant to the First Interim Order (the “Third 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 A to the Second Interim Order are modified as set forth on Exhibit A hereto.
4. Except as expressly provided in this Third Interim Order, all of the terms and provisions of the Prior Interim Orders are and will remain in full force and effect and shall apply to any Third Interim DIP Term Loans advanced pursuant to this Third Interim Order.
5. The hearing to consider entry of the Final Order is continued to a date and time to be determined. The Debtors’ deadline to file any reply in further support of the Motion shall be September 30, 2025 at 4:00 p.m. (ET). Further, any party’s objection to the *Cross-Motion of the Official Committee of Unsecured Creditors for an Order Appointing a Chapter 11 Trustee* [D.I. 149] (the “Trustee Motion”) shall be filed on or before September 23, 2025 at 4:00 p.m. (ET), and the Committee shall file any reply with respect to the Trustee Motion on or before September

30, 2025 at 4:00 p.m. (ET). The Final Hearing on the Motion and the hearing on the Trustee Motion shall be held on October 3, 2025 at 10:30 a.m. (ET).

6. Any Bankruptcy Rule or Local Bankruptcy Rule that might otherwise delay the effectiveness of this Third Interim Order is hereby waived, and the terms and conditions of this Third 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 this Third Interim Order and the Prior Interim Orders

EXHIBIT A
(Milestones)

EVENT	TARGET COMPLETION DATE
Entry of Order Approving Bid Procedures	No later than 42 days following the Petition Date
Entry of Final DIP Order	No later than 60 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)