

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)

Re: Docket Nos. 192, 235

**CERTIFICATION OF COUNSEL REGARDING APPLICATION OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR AN ORDER AUTHORIZING AND
APPROVING THE EMPLOYMENT AND RETENTION OF ORRICK, HERRINGTON
& SUTCLIFFE LLP AS COUNSEL, EFFECTIVE AS OF AUGUST 19, 2025**

The undersigned counsel hereby certifies as follows:

1. On September 15, 2025, the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 bankruptcy cases of the above-captioned debtors and debtors-in-possession (the “Debtors”), by and through its proposed undersigned counsel, filed the *Application of the Official Committee of Unsecured Creditors for an Order Authorizing and Approving the Employment and Retention of Orrick, Herrington & Sutcliffe LLP as Counsel, Effective as of August 19, 2025* [Docket No. 192] (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. The deadline to object to the Application was September 29, 2025, at 4:00 p.m. (ET) (the “Objection Deadline”).

3. Prior to the Objection Deadline, the Committee received informal comments from the Office of the United States Trustee (the “U.S. Trustee”) regarding the Application and the form of proposed order (“Proposed Order”) attached to the Application as Exhibit A.

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.



4. On September 30, 2025, the Committee filed the *First Supplemental Declaration of Mark Franke in Support of Application of the Official Committee of Unsecured Creditors for an Order Authorizing and Approving the Employment and Retention of Orrick, Herrington & Sutcliffe LLP as Counsel, Effective as of August 19, 2025* [Docket No. 235] addressing certain informal comments from the U.S. Trustee.

5. The Committee has revised the Proposed Order to address the remaining informal comments from the U.S. Trustee.

6. The Committee requests that the Court enter the revised order attached hereto as **Exhibit A** (the “Revised Proposed Order”). A redline comparing the Revised Proposed Order to the Proposed Order as filed with the Application is attached as **Exhibit B**. The U.S. Trustee does not object to entry of the Revised Proposed Order.

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7. The undersigned counsel is available should the Court have any concerns with respect to the foregoing, and respectfully requests that the Court enter the Revised Proposed Order at its earliest convenience.

Dated: September 30, 2025

MORRIS JAMES LLP

/s/ Eric J. Monzo

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*Proposed Counsel to the Official Committee of
Unsecured Creditors*

EXHIBIT A

Revised Proposed 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)
)
) **Related Dkt. No.: 192**

**ORDER PURSUANT TO 11 U.S.C. §§ 328(a) AND 1103(a) AUTHORIZING AND
APPROVING THE EMPLOYMENT AND RETENTION OF ORRICK, HERRINGTON
& SUTCLIFFE LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, EFFECTIVE AS OF AUGUST 19, 2025**

Upon consideration of the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”), appointed pursuant to section 1102(a)(1) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”) in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), authorizing and approving the employment and retention of Orrick, Herrington & Sutcliffe LLP (“Orrick”) as counsel to the Committee, effective as of August 19, 2025, and upon the Franke Declaration and the Weiss Declaration, as annexed thereto, and it appearing that proper notice of the Application has been given and that no further notice or hearing is required, and the Court being satisfied based on the representations made in the Application and declarations that (i) Orrick represents no interest adverse to the Debtors’ estates, creditors, or equity holders, (ii) Orrick is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy

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² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Application.

Code, and (iii) the employment of Orrick is necessary and would be in the best interest of the Committee and the Debtors and their estates, and after due deliberation, and sufficient cause appearing therefor, it is hereby

ORDERED that the Application is granted as set forth herein; and it is further

ORDERED that in accordance with sections 328(a) and 1103(a) of the Bankruptcy Code, the Committee is hereby authorized and empowered to retain Orrick as counsel, effective as of August 19, 2025, to represent the Committee in these cases under chapter 11 of the Bankruptcy Code, in accordance with the terms set forth in the Application, as modified by this Order; and it is further

ORDERED that Orrick shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable procedures and orders of the Court; Orrick also 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 *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 Orrick in these chapter 11 cases; *provided, however*, that Orrick shall not seek reimbursement of any fees incurred defending any of Orrick's fee applications in these cases; and it is further

ORDERED that Orrick will review its files periodically during the pendency of the chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise and, if any new relevant facts or relationships are discovered or arise, Orrick will use reasonable efforts to

identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a);

ORDERED that Orrick shall use its reasonable efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these chapter 11 cases; and it is further

ORDERED that, notwithstanding anything to the contrary in the Application or the Franke Declaration, Orrick will not seek reimbursement of expenses for office supplies or secretarial overtime; and it is further

ORDERED that Orrick will not charge a markup to the Committee with respect to fees billed by contract attorneys who are hired by Orrick to provide services to the Committee and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and the Bankruptcy Rules. For the avoidance of doubt, Orrick shall not share fees with existing or future contract attorneys who advise the Committee or enter into fee sharing arrangements with such contract attorneys; and it is further

ORDERED that Orrick will provide ten (10) days' advance written notice of any rate increases to the Committee, the U.S. Trustee, and the Debtors before any increases in the rates set forth in the Application or the Franke Declaration are implemented and shall file such notice with the Court; provided, however, that in the event Orrick attorneys responsible for this matter do not have sufficient advance notice of such rate increases, Orrick shall provide notice to the Committee, the U.S. Trustee and the Debtors within three (3) business days after the information regarding rate increases becomes available to the Orrick attorneys responsible for this matter. The Committee, the Debtors, the U.S. Trustee, and all parties-in-interest retain all rights to object to

any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code; and it is further

ORDERED that during the course of these bankruptcy cases, this Court has and shall retain exclusive jurisdiction to hear and determine all matters arising from the implementation of this Order.

EXHIBIT B

Redline Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: AGDP Holding, Inc., <i>et al.</i> , ¹ <div style="text-align: right;">Debtors.</div>)))))))	Chapter 11 Case No. 25-11446 (MFW) (Jointly Administered) Related Dkt. No.: 192
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**ORDER PURSUANT TO 11 U.S.C. §§ 328(a) AND 1103(a) AUTHORIZING AND
APPROVING THE EMPLOYMENT AND RETENTION OF ORRICK, HERRINGTON
& SUTCLIFFE LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, EFFECTIVE AS OF AUGUST 19, 2025**

Upon consideration of the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”), appointed pursuant to section 1102(a)(1) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”) in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), authorizing and approving the employment and retention of Orrick, Herrington & Sutcliffe LLP (“Orrick”) as counsel to the Committee, effective as of August 19, 2025, and upon the Franke Declaration and the Weiss Declaration, as annexed thereto, and it appearing that proper notice of the Application has been given and that no further notice or hearing is required, and the Court being satisfied based on the representations made in the Application and declarations that (i) Orrick represents no interest adverse to the Debtors’ estates, creditors, or equity holders, (ii) Orrick is a “disinterested person” as that term is defined in

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section 101(14) of the Bankruptcy Code, and (iii) the employment of Orrick is necessary and would be in the best interest of the Committee and the Debtors and their estates, and after due deliberation, and sufficient cause appearing therefor, it is hereby

ORDERED that the Application is granted as set forth herein; and it is further

ORDERED that in accordance with sections 328(a) and 1103(a) of the Bankruptcy Code, the Committee is hereby authorized and empowered to retain Orrick as counsel, effective as of August 19, 2025, to represent the Committee in these cases under chapter 11 of the Bankruptcy Code, in accordance with the terms set forth in the Application, as modified by this Order; and it is further

ORDERED that Orrick shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable procedures and orders of the Court; Orrick also 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 *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 Orrick in these chapter 11 cases; provided, however, that Orrick shall not seek reimbursement of any fees incurred defending any of Orrick's fee applications in these cases; and it is further

ORDERED that Orrick will review its files periodically during the pendency of the chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise and, if any new relevant facts or relationships are discovered or arise, Orrick will use reasonable

efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a);

ORDERED that Orrick shall use its reasonable efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these chapter 11 cases; and it is further

ORDERED that, notwithstanding anything to the contrary in the Application or the Franke Declaration, Orrick will not seek reimbursement of expenses for office supplies or secretarial overtime; and it is further

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ORDERED that Orrick will provide ten (10) days' advance written notice of any rate increases to the Committee, the U.S. Trustee, and the Debtors before any increases in the rates set forth in the Application or the Franke Declaration are implemented and shall file such notice with the Court; provided, however, that in the event Orrick attorneys responsible for this matter do not have sufficient advance notice of such rate increases, Orrick shall provide notice to the Committee, the U.S. Trustee and the Debtors within three (3) business days after the information regarding rate increases becomes available to the Orrick attorneys responsible for this matter.

The Committee, the Debtors, the U.S. Trustee, and all parties-in-interest retain all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code; and it is further

ORDERED that during the course of these bankruptcy cases, this Court has and shall retain exclusive jurisdiction to hear and determine all matters arising from the implementation of this Order.