

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)

Hearing Date: November 5, 2025 at 10:30 a.m. (ET)

Obj. Deadline: October 29, 2025 at 4:00 p.m. (ET)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) APPROVING
(A) THE ADEQUACY OF THE DISCLOSURE STATEMENT ON AN INTERIM
BASIS; (B) THE SOLICITATION AND NOTICE PROCEDURES WITH
RESPECT TO CONFIRMATION OF THE DEBTORS' JOINT CHAPTER 11
PLAN; AND (C) THE FORMS OF BALLOTS AND NOTICES IN
CONNECTION THEREWITH; (II) SCHEDULING CERTAIN DATES
WITH RESPECT THERETO; AND (III) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") respectfully state the following in support of this motion (this "Motion"): ²

RELIEF REQUESTED

1. By this Motion, the Debtors seek entry of an order (the "Proposed Order"), substantially in the form attached hereto as **Exhibit A**, (a) approving the *Disclosure Statement for the Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented, the "Disclosure Statement") on an interim basis for solicitation purposes only; (b) establishing procedures for the solicitation and tabulation of votes to accept or reject the *Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its*

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 defined herein shall have the meaning ascribed to such terms in the *Declaration of Gary Richards in Support of Chapter 11 Petitions and First Day Pleadings* [D.I. 13] (the "First Day Declaration"), the Plan (defined herein), or the Disclosure Statement (defined herein), as applicable.



Affiliated Debtors (as may be amended, modified, or supplemented, the “Plan”);³ (c) approving the form of ballot and solicitation materials; (d) establishing a voting record date; (e) fixing the date, time, and place for a combined hearing (the “Combined Confirmation Hearing”) on final approval of adequacy of the Disclosure Statement and confirmation of the Plan and establishing the deadline for filing objections related thereto; and (f) granting related relief.

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction to consider this Motion under 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). The Debtors confirm their consent, pursuant to rule 9013-1(f) of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory and legal bases for the relief requested in this Motion are sections 105, 1125, 1126, and 1128 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rules 2002, 3016, 3017, 3018, 3020, 9006, and 9008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rules 2002-1, 3017-2, and 9006-1.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

BACKGROUND OF THE DEBTORS

5. The Debtors operate a multi-space entertainment venue complex, specializing in large-scale live entertainment—concerts, festivals, corporate functions, and multimedia events—and are known for state-of-the-art audiovisual production, including a 2022 upgrade featuring one of the world’s highest-resolution video walls. The Debtors focus on industry-leading production capabilities, immersive audiovisual experiences, and maintain a status as one of North America’s largest standing-room-only entertainment venues.

6. On August 4, 2025 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the Court. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On August 18, 2025, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) [D.I. 73].

7. Additional information regarding the Debtors’ businesses, capital structures and circumstances preceding the Petition Date may be found in the First Day Declaration.

PLAN AND DISCLOSURE STATEMENT

8. The Debtors are in the process of selling substantially all of their assets, and anticipate having a sale order entered before the end of October. The next phase of the Chapter 11 Cases is the confirmation and consummation of the Plan, pursuant to which the Debtors will (a) pay in full, or otherwise render unimpaired, all Allowed Administrative Claims, Allowed Priority Tax Claims, Allowed Class 1 Secured Claims, and Allowed Class 2 Other Priority Claims (b) appoint the Liquidating Trustee pursuant to the mechanics set forth in the Plan, (c) establish a Liquidating Trust to distribute the remaining Cash of the Debtors and the proceeds of the Liquidating Trust Assets to the Liquidating Trust Beneficiaries, and (d) appoint a Plan

Administrator on the Effective Date pursuant to the mechanics set forth in the Plan who will serve as the administrator for the Post-Effective Date Debtors, in each case on and after the Effective Date in accordance with the Plan.

9. As set forth in the Plan and the Disclosure Statement, filed contemporaneously herewith, the assets being transferred to the Liquidating Trust include: (a) the Initial Liquidating Trust Contribution; (b) the CVR; (c) the Future Liquidating Trust Contributions; (d) the Retained Causes of Action; (e) the balance of the Wind-Down Amount after the conclusion of the Wind-Down Process; (f) any unused portion of the Admin Claims Reserve; (g) any Cash remaining in the Professional Fee Reserve on account of Committee's Retained Professionals after payment in full of all Allowed Professional Fee Claims of the Committee's Retained Professionals; and (h) all of the Debtors' other tangible and intangible assets not sold to the Purchaser in connection with the Sale or not otherwise included in the Plan Administration Assets. The Liquidating Trust Beneficiaries (including Holders of Allowed Class 3 Prepetition Deficiency Claims (if any) and Allowed Class 4 General Unsecured Claims) will be the beneficiaries of the Liquidating Trust and will receive their pro rata share of the Liquidating Trust Assets in satisfaction of their respective Claims in accordance with the Plan and the Liquidating Trust Agreement. Holders of Class 5 Subordinated Claims and Class 7 Interests are not entitled to any recovery under the Plan. Holders of Class 6 Intercompany Claims shall, at the option of the applicable Debtors (with the Committee's consent) or the Liquidating Trustee, either be reinstated under the Plan or cancelled and released without any distribution made on account of such Intercompany Claims.

10. The Plan provides for the following classification and treatment of Claims and Interests:⁴

Class	Claim or Interest	Status	Voting Rights
1	Secured Claims	Unimpaired	Not Entitled to Vote (Presumed to Accept)
2	Other Priority Claims	Unimpaired	Not Entitled to Vote (Presumed to Accept)
3	Prepetition Deficiency Claims	Impaired	Entitled to Vote
4	General Unsecured Claims	Impaired	Entitled to Vote
5	Subordinated Claims	Impaired	Not Entitled to Vote (Deemed to Reject)
6	Intercompany Claims	Impaired	Not Entitled to Vote (Presumed to Accept or Deemed to Reject)
7	Interests	Impaired	Not Entitled to Vote (Deemed to Reject)

11. The Plan provides for the following treatment for the Debtors' creditors and equity holders:

Class	Claim/Interest	Treatment of Claim/ Interest
1	Secured Claims	On the Effective Date, or as soon as reasonably practicable thereafter, except to the extent that a Holder of an Allowed Secured Claim and the Debtors (with the consent of the Committee to the extent a resolved Claim exceeds \$100,000.00) or the Plan Administrator (with the consent of (y) the Purchaser and (z) the Liquidating Trustee to the extent a resolved Claim exceeds \$100,000.00) agree to less favorable treatment for such Holder, in full and final satisfaction of the Allowed Secured Claim, each Holder thereof will receive: (i) payment in full in Cash; <i>provided</i> that to the extent any Claim asserted by a TVT Party is determined to be an Allowed Secured Claim, such TVT Party shall only be entitled to recover its <i>pro rata</i> share of the F&B Reserve; (ii) delivery of the collateral securing any such Claim and payment of any interest required under section 506(b) of the Bankruptcy Code; (iii) reinstatement of such Claim; or (iv) such other treatment rendering such Claim Unimpaired. For the avoidance of doubt, any portion of the F&B Reserve that is not needed to satisfy Allowed Claims or Interests (if any) held by the TVT Parties shall be considered an asset purchased by the Purchaser pursuant to the Sale.

⁴ The Plan constitutes a separate chapter 11 plan for each Debtor. The classifications set forth in Classes 1 through 7 shall be deemed to apply to each Debtor, as applicable.

Class	Claim/Interest	Treatment of Claim/ Interest
2	Other Priority Claims	On the Effective Date, or as soon as reasonably practicable thereafter, except to the extent that a Holder of an Allowed Other Priority Claim and the Debtors (with the consent of the Committee to the extent a resolved Claim exceeds \$100,000.00) or the Plan Administrator (with the consent of the Liquidating Trustee to the extent a resolved Claim exceeds \$100,000.00), agree to less favorable treatment for such Holder, in full and final satisfaction of the Allowed Other Priority Claim, each Holder thereof will receive: (i) payment in full in Cash; or (ii) such other treatment rendering such Claim Unimpaired.
3	Prepetition Deficiency Claims	<p>On the Effective Date, or as soon as reasonably practicable thereafter, except to the extent that a Holder of an Allowed Prepetition Deficiency Claim and the Debtors (with the consent of the Committee) or the Plan Administrator (with the consent of the Liquidating Trustee), as applicable, agree to less favorable treatment for such Holder, in full and final satisfaction of the Allowed Prepetition Deficiency Claim, each Holder thereof will be treated as follows:</p> <ul style="list-style-type: none"> i. to the extent an Allowed Prepetition Deficiency Claim arises from the Prepetition Term Loan Financing Agreement, the Holder of such Prepetition Deficiency Claim shall waive any right to distribution on account of such Claim on the Effective Date, <i>provided that</i> any waiver of a Holder's right to payment on account of a Prepetition Deficiency Claim shall not impair such Holder's ability to exercise any rights in connection with these Chapter 11 Cases as an interested party.
4	General Unsecured Claims	On the Effective Date, or as soon as reasonably practicable thereafter, except to the extent that a Holder of an Allowed General Unsecured Claim and the Debtors (with the consent of the Committee to the extent a resolved Claim exceeds \$100,000.00) or the Liquidating Trustee, as applicable, agree to less favorable treatment for such Holder, in full and final satisfaction of the Allowed General Unsecured Claim, each Holder thereof will receive its <i>pro rata</i> share of the Liquidating Trust Distributable Proceeds.
5	Subordinated Claims	On the Effective Date, all Subordinated Claims shall be canceled, released, and extinguished, and will be of no further force or effect, and Holders of such Claims shall not receive any distributions under the Plan on account of such Claim.
6	Intercompany Claims	On the Effective Date, all Intercompany Claims shall in the Debtors' (with the consent of the Committee) or the Liquidating Trustee's sole discretion be: (1) reinstated; (2) canceled, released, waived, and discharged; or (3) otherwise settled.
7	Interests	On the Effective Date, all Interests shall be canceled, released, and extinguished, and will be of no further force or effect, and Holders of such Interests shall not receive any distributions under the Plan on account of such Interest.

12. Based on the foregoing, and as described in greater detail in the Disclosure Statement, Holders of Claims in Classes 3 and 4 are impaired under the Plan. Accordingly, the Debtors propose to solicit votes to accept or reject the Plan from Holders of Claims in such classes (together, the “Voting Classes”).⁵ The Debtors do not propose to solicit votes from Holders of Claims and Interests in Classes 1, 2, 5, 6, and 7 (collectively, the “Non-Voting Classes”).

13. In accordance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, the Debtors propose the following timeline to govern the process for soliciting, receiving, and tabulating votes on the Plan:⁶

Event	Deadline
Voting Record Date	November 2, 2025
Solicitation Deadline	November 7, 2025
Publication Deadline	The date that is seven Business Days after the entry of the Disclosure Statement Order
Deadline to Object to Claims for Voting Purposes	November 17, 2025, at 4:00 p.m., prevailing Eastern Time
Deadline to File Assumption Notice	November 17, 2025
Deadline to File a Motion Under Bankruptcy Rule 3018(a) for Temporary Allowance of Claim	November 21, 2025, at 4:00 p.m., prevailing Eastern Time
Initial Plan Supplement Filing Date	December 1, 2025
Plan Objection Deadline	December 8, 2025, at 4:00 p.m., prevailing Eastern Time
Voting Deadline	December 8, 2025, at 5:00 p.m., prevailing Eastern Time

⁵ If the Debtors amend the Plan prior to the hearing to consider approval of the Disclosure Statement such that any Voting Class is no longer Impaired, the Debtors do not intend to solicit votes from holders of Claims in such Class, and instead intend to treat such Class as a Non-Voting Class.

⁶ Capitalized terms used but not defined in this paragraph have the meanings ascribed to them later in this Motion.

Event	Deadline
Plan Objection Reply / Confirmation Brief Deadline⁷	December 15, 2025, at 14:00 p.m., prevailing Eastern Time
Deadline to File Proposed Form of Order Confirming the Plan	December 15, 2025, at 4:00 p.m., prevailing Eastern Time
Deadline to File the Voting Report	December 15, 2025, at 4:00 p.m., prevailing Eastern Time
Combined Confirmation Hearing Date	December 18, 2025, at 3:00 p.m., prevailing Eastern Time

14. The Debtors submit that the proposed solicitation timeline, as further detailed below, will afford the Court, the Debtors, and all parties in interest reasonable time to review and consider the Plan and Disclosure Statement prior to the hearing on final approval of the Disclosure Statement and confirmation of the Plan (the “Combined Confirmation Hearing”) on **December 18, 2025 at 3:00 p.m., prevailing Eastern Time** (the “Combined Confirmation Hearing Date”). This timeline will also provide parties with sufficient time to consider whether to vote to accept or reject the Plan (if applicable) and whether to object to entry of an order confirming the Plan.

Basis for Relief

I. THE COURT SHOULD APPROVE THE DISCLOSURE STATEMENT ON AN INTERIM BASIS FOR SOLICITATION PURPOSES

15. Under section 1125 of the Bankruptcy Code, a plan proponent must provide holders of impaired claims and interests with “adequate information” regarding a debtor’s proposed chapter 11 plan, which is defined as:

“[I]nformation of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that

⁷ Any responses to motions seeking temporary allowance of Claims for voting purposes pursuant to Bankruptcy Rule 3018 shall be included in the Debtors’ memorandum of law in support of confirmation of the Plan.

would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan.

11 U.S.C. § 1125(a)(1).

16. In determining whether a disclosure statement contains “adequate information,” courts typically look for disclosures relating to topics such as:

- a. the events that led to the filing of a bankruptcy petition;
- b. the relationship of the debtors with their affiliates;
- c. a description of the available assets and their value;
- d. the source of information presented in the disclosure statement;
- e. appropriate disclaimers;
- f. the debtors’ condition while in chapter 11;
- g. the claims scheduled or asserted against the estate;
- h. the estimated return to creditors under a chapter 7 liquidation of the debtor;
- i. the chapter 11 plan or a summary thereof;
- j. information relevant to the risks posed to creditors under the plan;
- k. the actual or projected realizable value from recovery of preferential or otherwise avoidable transfers;
- l. litigation likely to arise in a non-bankruptcy context; and
- m. the tax attributes of the debtor.

See In re U.S. Brass Corp., 194 B.R. 420, 424–25 (Bankr. E.D. Tex. 1996); *see also In re Scioto Valley Mortg. Co.*, 88 B.R. 168, 170–71 (Bankr. S.D. Ohio 1988) (listing factors courts have considered in determining the adequacy of information provided in a disclosure statement). Because “adequate information” depends upon the facts and circumstances of each case, disclosure regarding every topic courts have referenced is not necessary in every case. *See, e.g., In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (E.D. Pa. 2001) (“[C]ertain categories of information which

may be necessary in one case may be omitted in another; no one list of categories will apply in every case.”).

17. Here, the Disclosure Statement is comprehensive and contains adequate information within the meaning of section 1125 of the Bankruptcy Code. The Disclosure Statement contains detailed information with respect to, among other things, (a) the Plan (Article VI), (b) the Debtors’ background and business operations (Article II.A – II.B), (c) key events leading to commencement of the Chapter 11 Cases (Article II.D), (d) the Debtors’ prepetition indebtedness (Article II.C), (e) a liquidation analysis setting forth the estimated return that Holders of Claims and Interests would receive in a hypothetical chapter 7 liquidation (Exhibit B), (f) certain United States federal income tax consequences (Article XV), and (g) certain risk factors associated with the Plan (Article XIV).⁸

18. Accordingly, the Debtors respectfully submit that the Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code. At the Combined Confirmation Hearing, the Debtors will demonstrate on a final basis that the information set forth in the Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code. Therefore, the Debtors respectfully request that the Court enter the Proposed Order approving, among other things, the Disclosure Statement on an interim basis for solicitation purposes only.

⁸ To the extent any of this information is not already included in the Disclosure Statement, the Debtors intend to provide such information prior to the hearing to consider approval of the Disclosure Statement.

II. THE COURT SHOULD APPROVE THE MATERIALS AND TIMELINE FOR SOLICITING VOTES ON THE PLAN

A. The Court Should Approve the Voting Record Date, Solicitation Deadline, and Voting Deadline

19. For purposes of soliciting votes in connection with plan confirmation, “creditors and equity security holders shall include holders of stock, bonds, debentures, notes, and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” *See* Fed. R. Bankr. P. 3017(d); *see also* Fed. R. Bankr. P. 3018(a) (contemplating similar treatment for the determination of the record date for voting purposes).

20. The Debtors respectfully request that the Court exercise its authority under Bankruptcy Rules 3017(d) and 3018(a) to establish, (a) **November 2, 2025**, as the date for determining Holders of Claims that are entitled to vote on the Plan (the “Voting Record Date”), (b) **November 7, 2025** (the “Solicitation Deadline”) as the deadline for distributing the solicitation materials and documents (the “Solicitation Packages”), and (c) **December 8, 2025, at 5:00 p.m., prevailing Eastern Time**, as the Voting Deadline. Moreover, the Debtors propose that, with respect to any transferred Claim, the transferee shall be entitled to receive a Solicitation Package and, if the Holder of such Claim is entitled to vote with respect to the Plan, cast a Ballot (defined herein) on account of such Claim **only if**: (a) all actions necessary to effectuate the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date or (b) the transferee files by the Voting Record Date (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer. In the event a Claim is transferred after the Voting Record Date, the transferee of such Claim shall be bound by any vote (and the consequences thereof) on the Plan made by the Holder of such Claim as of the Voting Record Date.

21. The Debtors request that, after the Debtors distribute Solicitation Packages, including the ballots (“Ballots”), to Holders of Claims entitled to vote on the Plan by the Solicitation Deadline, the Court require that all Holders of Claims entitled to vote on the Plan complete, execute, and return their Ballots so that they are **actually received** by the Notice and Claims Agent, on or before the Voting Deadline. Nonetheless, the Debtors request authority to extend the Voting Deadline in their sole discretion and without further order of the Court.

22. The foregoing provisions will afford Holders of Claims entitled to vote on the Plan at least 28 days within which to review and analyze such materials and, subsequently, to reach an informed decision whether to vote to accept or reject the Plan before the Voting Deadline. *See* Fed. R. Bankr. P. 3017(d) (directing that, after approval of a disclosure statement, the debtor must transmit the plan, the approved disclosure statement, a notice of the time within which acceptances and rejections of such plan may be filed, and any other information that the court may direct to certain Holders of claims). Accordingly, the Debtors request that the Court approve the form of, and the Debtors’ proposed procedures for distributing, the Solicitation Packages to the Holders of Claims in the Voting Classes.

B. The Court Should Approve the Forms of the Ballots

23. The Debtors have prepared and customized the Ballots in accordance with the requirements of Bankruptcy Rule 3018(c). Although based on Official Form No. 314, the Debtors have modified the Ballots to (a) address the particular circumstances of these Chapter 11 Cases and (b) include certain additional information that is relevant and appropriate for Claims in certain of the Voting Classes. The proposed forms of the Ballots for all Voting Classes are annexed as **Exhibits 2A** (for claimants in Class 3) and **2B** (for claimants in Class 4) to the Proposed Order. Importantly, the Ballot for Holders of General Unsecured Claims in Class 4 affords such Holders the ability to opt-in to the releases set forth in Article IX.B of the Plan. The Debtors respectfully

submit that the forms of the Ballots comply with the requirements set forth in Bankruptcy Rule 3018(c) and, therefore, should be approved.

C. The Court Should Approve the Form and Distribution of Solicitation Packages to Parties Entitled to Vote on the Plan

24. Bankruptcy Rule 3017 specifies the materials to be distributed to Holders of allowed claims and/or equity interests upon approval of a disclosure statement, including the court-approved disclosure statement, as well as notice of the time within which acceptances and rejections of the plan may be filed. *See* Fed. R. Bankr. P. 3017(d).

25. In accordance with these requirements, the Debtors propose to send the Solicitation Packages to provide Holders of Claims in the Voting Classes with the information they need to reach informed decisions on how to vote with respect to the Plan. On or before the Solicitation Deadline, the Debtors will cause the Solicitation Packages to be distributed through their Notice and Claims Agent (by first-class U.S. mail) to those Holders of Claims in the Voting Classes. Each Solicitation Package will include the following materials (without duplication):

- a. a copy of the approved solicitation and voting procedures, substantially in the form attached to the Proposed Order as **Exhibit 1** (the “Solicitation and Voting Procedures”);
- b. a Ballot, together with detailed voting instructions and a pre-addressed, postage pre-paid return envelope;
- c. the form of letter (the “Cover Letter”) that the Debtors will send to Holders of Claims entitled to vote to accept or reject the Plan, substantially in the form attached to the Proposed Order as **Exhibit 5**;
- d. the Disclosure Statement (and exhibits thereto, including the Plan);
- e. the Disclosure Statement Order (without exhibits, except the Solicitation and Voting Procedures);
- f. the approved form and manner of notice of the hearing to consider confirmation of the Plan (the “Combined Confirmation Hearing Notice”), substantially in the form attached to the Proposed Order as **Exhibit 6**;

- g. solely to Holders of General Unsecured Claims, a letter from the Committee in support of the Plan, with any updates or revisions thereto to be posted on the Debtors' website at <https://www.veritaglobal.net/AGDP> (the "Committee Letter"), substantially in the form attached to the Proposed Order as **Exhibit 8**; and
- h. such other materials as the Court may direct.

26. The Debtors request that the Court authorize distribution of the Plan, the Disclosure Statement, and the Disclosure Statement Order (without exhibits except the Solicitation and Voting Procedures) to Holders of Claims entitled to vote on the Plan in electronic format (i.e., flash drive). Assuming such authorization, only the Ballots, the Cover Letter, the Committee Letter (solely to Holders of General Unsecured Claims), and the Combined Confirmation Hearing Notice would be provided in paper format. Given the several-hundred-page length of the Plan, the Disclosure Statement, and the Disclosure Statement Order, distribution in this manner will translate into significant monetary savings for the Debtors' estates. In addition, the Debtors shall distribute the Solicitation Packages via e-mail in electronic format to all Holders of Claims and Interests in the Voting Classes, utilizing the e-mail address on file for such Holder, if any, and the e-mail address listed on the filed proof of claim, to the extent a proof of claim was filed and an e-mail address other than the e-mail address on file was provided.

27. Additionally, the Debtors will provide complete Solicitation Packages (excluding the Ballots) to the U.S. Trustee and all parties on the Rule 2002 List as of the Voting Record Date. Any party that receives materials in electronic format, but would instead prefer hard-copy materials, may contact the Notice and Claims Agent and request paper copies of the corresponding materials previously received in electronic format at the Debtors' expense. The Debtors will not mail Solicitation Packages or other solicitation materials to Holders of Claims that have already been paid in full during these Chapter 11 Cases pursuant to an order previously entered by this Court, or to any party to whom notice of the Disclosure Statement Hearing was sent but

subsequently returned as undeliverable. For purposes of serving Solicitation Packages and Notices of Non-Voting Status (defined herein), the Debtors seek authorization to rely on the address information for the Voting Classes and Non-Voting Classes as compiled and maintained by the Notice and Claims Agent as of the Voting Record Date, such that the Debtors and Notice and Claims Agent will not be required to conduct any additional research for updated addresses based on undeliverable Solicitation Packages or Notices of Non-Voting Status and will not be required to resend Solicitation Packages or other materials, including Notices of Non-Voting Status, that are returned as undeliverable unless the Debtors or the Notice and Claims Agent made a manifest error in addressing such Solicitation Packages are provided with accurate addresses for such parties at least seven days prior to the Voting Deadline; *provided that* the Debtors or the Notice and Claims Agent are required to check the address of any undeliverable Solicitation Package against the applicable address of record to confirm it was addressed correctly.

28. The Debtors respectfully request that the Court authorize the Notice and Claims Agent, to the extent not previously authorized by another order of the Court, to assist the Debtors in: (a) distributing the Solicitation Packages; (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by Holders of Claims against the Debtors; (c) responding to inquiries from Holders of Claims and Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation Packages, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan; and (d) soliciting votes on the Plan.

29. In addition to accepting hard-copy Ballots via first-class U.S. mail, overnight courier, and hand delivery, the Debtors request that the Court authorize the acceptance of Ballots via electronic transmission, solely through a customized balloting portal on the Debtors' case

website. Parties entitled to vote may cast an electronic Ballot and electronically sign and submit the Ballot instantly through the online balloting portal, which allows a Holder to submit an electronic signature. The Ballots include instructions for such electronic transmission. The encrypted Ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner, and the creditor's electronic signature shall be deemed immediately legally valid and effective. For the avoidance of doubt, Ballots submitted via the customized online balloting portal shall be deemed to contain an original signature.

30. All votes to accept or reject the Plan must be cast by using the appropriate Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by: (a) first-class U.S. mail, in the return envelope provided with each Ballot; (b) overnight delivery; or (c) personal delivery, so that the Ballots are **actually received** by the Notice and Claims Agent no later than the Voting Deadline at the return address set forth in the applicable Ballot. Alternatively, Ballots may be submitted electronically through the Notice and Claims Agent's online "E-Ballot" submission portal on the Debtors' case website at <https://www.veritaglobal.net/AGDP> by no later than the Voting Deadline.

D. The Court Should Approve the Notice of Combined Confirmation Hearing

31. The Debtors will serve the Combined Confirmation Hearing Notice on all known Holders of Claims and Interests and the Rule 2002 List (regardless of whether such parties are entitled to vote on the Plan) by no later than the date that is three business days from the entry of the Disclosure Statement Order. The Combined Confirmation Hearing Notice will include the following: (a) instructions as to how to view or obtain copies of the Disclosure Statement (including the Plan and the other exhibits thereto), the Disclosure Statement Order, and all other materials in the Solicitation Package (excluding Ballots) from the Notice and Claims Agent and/or the Court's website via PACER at <http://www.deb.uscourts.gov>; (b) notice of the Voting Deadline;

(c) notice of the date by which the Debtors will file the Plan Supplement; (d) notice of the Plan Objection Deadline (defined herein); and (e) notice of the Combined Confirmation Hearing Date and information related thereto.

32. Bankruptcy Rule 2002(1) permits the Court to “order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice.” *See* Fed. R. Bankr. P. 2002(1). Therefore, in addition to the foregoing distribution of the Combined Confirmation Hearing Notice, the Debtors will publish the Combined Confirmation Hearing Notice, as may be modified for publication (the “Publication Notice”), one time within seven business days of the entry of the Disclosure Statement Order in the national edition of one of the following newspapers: *The Wall Street Journal*, *The New York Times*, or *USA Today*. The Debtors believe that the Publication Notice will provide sufficient notice of, among other things, the entry of the Disclosure Statement Order, the Voting Deadline, the Plan Objection Deadline, and the Confirmation Hearing to parties that did not otherwise receive notice thereof by mail. Accordingly, the Debtors submit that the Court should approve service of the Combined Confirmation Hearing Notice and publication of the Publication Notice.

E. The Court Should Approve the Form of Notices to Non-Voting Classes

33. As discussed above, the Non-Voting Classes are not entitled to vote on the Plan. As a result, they will not receive Solicitation Packages. Instead, the Debtors propose that such parties receive: (a) the form of notice applicable to Holders of Claims (as defined in the Plan) that are Unimpaired under the Plan, and that are, pursuant to section 1126(f) of the Bankruptcy Code, conclusively presumed to accept the Plan; (b) the form of notice applicable to Holders of Claims and Interests that are Impaired under the Plan, and that are, pursuant to section 1126(g) of the Bankruptcy Code, deemed to reject the Plan; and (c) the form of notice applicable to Holders of Claims that are subject to a pending objection by the Debtors informing such Holders that they are

not entitled to vote the disputed portion of such Claim (each, as approved by the Court, a “Non-Voting Status Notice,”) substantially in the forms attached to the Proposed Order as **Exhibits 3 and 4**.

34. In lieu of Solicitation Packages, the Debtors propose to provide the following to Holders of Claims and Interests in the following Non-Voting Classes:

- a. ***Unimpaired Claims—Conclusively Presumed to Accept.*** Holders of Claims in Classes 1 and 2 are not impaired under the Plan and, therefore, are conclusively presumed to have accepted the Plan. As such, Holders of such Claims will receive a notice, substantially in the form attached to the Proposed Order as **Exhibit 3**.
- b. ***Other Interests and Claims—Deemed to Reject.*** Holders of Existing Equity Interests in Class 5 and 7 are receiving no distribution under the Plan and, therefore, are deemed to reject the Plan and will receive a notice, substantially in the form attached to the Proposed Order as **Exhibit 3**.
- c. ***Disputed Claims.*** Absent a Resolution Event (as defined in the Solicitation and Voting Procedures), Holders of Claims subject to pending objection by the Debtors are not entitled to vote the disputed portion of their claim. As such, Holders of such Claims will receive a notice, substantially in the form attached to the Proposed Order as **Exhibit 4**.

35. The Debtors will not provide the Holders of Class 6 Intercompany Claims with a Solicitation Package or any other type of notice in connection with solicitation. Intercompany Claims shall, at the option of the applicable Debtors (with the Committee’s consent) or the Liquidating Trustee, either be reinstated under the Plan or cancelled and released without any distribution made on account of such Intercompany Claims. Thus, Holders of Intercompany Claims **will not** be entitled to vote to accept or reject the Plan. Nevertheless, in light of the fact that the Debtors hold all Intercompany Claims, the Debtors request a waiver from any requirement to serve such Holders of Intercompany Claims.

36. Each of the Non-Voting Status Notices will include, among other things:
(a) instructions as to how to view or obtain copies of the Disclosure Statement (including the Plan

and the other exhibits thereto), the Disclosure Statement Order, and all other materials in the Solicitation Package (excluding Ballots) from the Notice and Claims Agent and/or the Court's website via PACER; (b) a disclosure regarding the settlement, release, exculpation, and injunction language set forth in Article IX of the Plan; (c) the ability to opt-in to the releases set forth in Article IX.B of the Plan; (d) notice of the Plan Objection Deadline; and (e) notice of the Combined Confirmation Hearing Date and information related thereto.

37. The Debtors submit that the mailing of Non-Voting Status Notices in lieu of Solicitation Packages satisfies the requirements of Bankruptcy Rule 3017(d). Accordingly, unless the Court orders otherwise, the Debtors **will not** distribute Solicitation Packages to Holders of Claims and Interests in the Non-Voting Classes.

38. The Debtors further request that they not be required to mail Solicitation Packages or other solicitation materials to: (a) Holders of Claims that have already been paid in full during these Chapter 11 Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court or (b) any party to whom notice of the Disclosure Statement Hearing was sent but subsequently returned as undeliverable; *provided that* the Debtors or the Notice and Claims Agent are required to check the address of any undeliverable Solicitation Package against the applicable address of record to confirm it was addressed correctly.

F. The Court Should Approve the Assumption Notice

39. On the Effective Date, the Plan, in Article V.A, provides that except where otherwise stated in the Plan, each Executory Contract or Unexpired Lease not previously assumed, assumed and assigned, or rejected shall be deemed automatically rejected pursuant to sections 365 and 1123 of the Bankruptcy Code, unless such Executory Contract or Unexpired Lease: (a) is the subject of a motion to assume or reject that is pending on the Effective Date; (b) is identified on

the Schedule of Assumed Executory Contracts and Unexpired Leases, if any; or (c) is a contract, lease, or other agreement or document entered into in connection with the Plan.

40. The Debtors shall provide notice of proposed assumption or assumption and assignment and proposed cure amounts to the applicable contract and lease counterparties, together with procedures for objecting thereto and resolution of disputes by the Court. To ensure that counterparties to Executory Contracts and Unexpired Leases receive notice of assumption or assumption and assignment (the “Assumption Notice”) of their Executory Contract or Unexpired Lease (and any corresponding cure claim) pursuant to the Plan, the Debtors will serve via first-class U.S. mail, email, or overnight delivery the Assumption Notice, in the form attached as **Exhibit 7** to the Proposed Order, to the affected counterparties within any time periods specified in the Plan and by no later than fourteen (14) days prior to the Voting Deadline.

III. THE COURT SHOULD APPROVE THE SOLICITATION AND VOTING PROCEDURES

A. Section 1126(c) of the Bankruptcy Code and Bankruptcy Rule 3018(c) Govern Approval of Solicitation and Voting Procedures

41. With respect to the approval of solicitation and voting procedures, the Bankruptcy Code provides that:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under section (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected the plan.

11 U.S.C. § 1126(c).

42. Bankruptcy Rule 3018, moreover, provides in relevant part, that “[a]n acceptance or rejection [of a plan] shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent and conform to the appropriate

Official Form.” *See* Fed. R. Bankr. P. 3018(c). Consistent with these requirements, the Debtors propose to use the Solicitation and Voting Procedures, which are attached as **Exhibit 1** to the Proposed Order. The Solicitation and Voting Procedures include specific voting and tabulation requirements and procedures as described below.

B. The Solicitation and Voting Procedures Require That Ballots Must Satisfy Certain Minimal Criteria

43. To standardize the process of tabulating all votes received, the Debtors propose that a Ballot be counted in determining the acceptance or rejection of the Plan only if it satisfies certain criteria. The Solicitation and Voting Procedures specify that the Debtors will not count a Ballot if it is, among other things, illegible, submitted by a Holder of a Claim that is not entitled to vote on the Plan, unsigned, or not clearly marked. Further, the Debtors, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Ballot at any time, either before or after the close of voting, and any such waivers shall be documented in the report tabulating the votes on the Plan (the “Voting Report”).⁹

C. The Solicitation and Voting Procedures Set Forth Specific Tabulation Criteria and Voting Procedures

44. The proposed Solicitation and Voting Procedures set forth specific criteria with respect to the general tabulation of Ballots, voting procedures applicable to Holders of Claims, and tabulation of such votes. The Debtors believe that the proposed Solicitation and Voting Procedures will facilitate the Plan confirmation process by clarifying any obligations of Holders of Claims entitled to vote to accept or reject the Plan and will create a straightforward process by which the

⁹ The Notice and Claims Agent is required to retain all paper copies of Ballots and all solicitation-related correspondence for one year following the effective date of the Plan, at which time the Notice and Claims Agent is authorized to destroy and/or otherwise dispose of all paper copies of Ballots, printed solicitation materials including unused copies of the Solicitation Package, and all solicitation-related correspondence (including undeliverable mail) in each case unless otherwise directed by the Debtors or the Clerk of the Court in writing within such one year period.

Debtors can determine whether they have satisfied the numerosity requirements of section 1126(c) of the Bankruptcy Code. Accordingly, the Debtors submit that the Solicitation and Voting Procedures are in the best interests of their estates, Holders of Claims, and other parties in interest, and that good cause supports the relief requested herein.

IV. THE COURT SHOULD APPROVE THE PROCEDURES FOR CONFIRMING THE PLAN

A. The Debtors Request December 18, 2025, at 3:00 p.m., prevailing Eastern Time as the Combined Confirmation Hearing Date

45. The Bankruptcy Code requires that the court hold a hearing on confirmation of a plan and provides that parties in interest can object to confirmation. *See* 11 U.S.C. § 1128. The Bankruptcy Rules, moreover, provide that on or before approval of a disclosure statement, the court shall fix a time for the hearing on confirmation of a plan. *See* Fed. R. Bankr. P. 3017(c). In accordance with Bankruptcy Rule 3017(c) and section 1128 of the Bankruptcy Code, the Debtors request that the Court establish **December 18, 2025, at 3:00 p.m., prevailing Eastern Time**, as the Combined Confirmation Hearing Date. The Debtors further request that the Confirmation Hearing may be continued from time to time by the Court or the Debtors (in consultation with the Committee) without further notice to parties in interest other than such adjournment announced in open court and/or a notice of adjournment filed with the Court and served on the Rule 2002 List.

B. The Court Should Approve the Procedures for Filing Objections to the Plan

46. Bankruptcy Rule 2002 requires no less than 28-days' notice to all Holders of Claims of the time fixed for filing objections to the hearing on confirmation of a chapter 11 plan. *See* Fed. R. Bankr. P. 2002(b),(d). The Debtors accordingly request that the Court establish **December 8, 2025, at 4:00 p.m., prevailing Eastern Time**, as the deadline by which objections to the Plan must be filed with the Court and served so as to be **actually received** by the appropriate notice parties (the "Plan Objection Deadline").

47. The Debtors also request that the Court direct the manner in which parties in interest may object to confirmation of the Plan. Bankruptcy Rule 3020 specifies that objections to plan confirmation must be filed and served “within a time fixed by the court.” *See* Fed. R. Bankr. P. 3020(b)(1). The Combined Confirmation Hearing Notice will, accordingly, require that objections to confirmation of the Plan or requests for modifications to the Plan, if any, must:

- a. be in writing;
- b. conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court;
- c. state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and
- d. be filed with the Court (contemporaneously with a proof of service) on or before the Plan Objection Deadline.

48. The Debtors believe that the Plan Objection Deadline for filing and service of objections (and proposed modifications, if any) will afford the Court, the Debtors, and other parties in interest reasonable time to consider the objections and proposed modifications prior to the Combined Confirmation Hearing.

NON-SUBSTANTIVE MODIFICATIONS

49. The Debtors lastly request authorization from the Court to make non-substantive changes to the Disclosure Statement, the Plan, the Combined Confirmation Hearing Notice, the Solicitation Packages, the Non-Voting Status Notices, the Ballots, the Cover Letter, the Solicitation and Voting Procedures, the Assumption Notice, and related documents without further order of the Court, including changes to correct typographical and grammatical errors, if any, changes to reflect ongoing negotiations that do not materially reduce the recoveries to creditors, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before distribution.

NOTICE

50. Notice of this Motion will be given to: (a) the U.S. Trustee; (b) counsel to the Committee; (c) Alter Domus (US) LLC, in its capacity as administrative agent and collateral agent under the Prepetition Term Loan Financing Agreement and the DIP Facility; (d) counsel to the DIP Lenders and Prepetition Term Loan Lenders; (e) counsel to the Prepetition LiveStyle Secured Parties; (f) the United States Attorney for the District of Delaware; (g) the Internal Revenue Service; (h) the state attorneys general for states in which the Debtors conduct business; and (i) all parties entitled to notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

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WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order granting the relief requested in this Motion and such other and further relief as may be just and proper.

Dated: October 15, 2025
Wilmington, Delaware

**YOUNG CONAWAY STARGATT & TAYLOR,
LLP**

/s/ S. Alexander Faris

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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)

Hearing Date: November 5, 2025 at 10:30 a.m. (ET)

Obj. Deadline: October 29, 2025 at 4:00 p.m. (ET)

NOTICE OF MOTION

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the “Debtors”) have filed the *Debtors’ Motion for Entry of an Order (I) Approving (A) the Adequacy of the Disclosure Statement on an Interim Basis; (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan; and (C) the Forms of Ballots and Notices in Connection Therewith; (II) Scheduling Certain Dates with Respect Thereto; and (III) Granting Related Relief* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be filed on or before **October 29, 2025 at 4:00 p.m. (ET)** (the “Objection Deadline”) the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection or response upon the undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER APPROVAL OF THE MOTION IS SCHEDULED FOR **NOVEMBER 5, 2025 AT 10:30 A.M. (ET) BEFORE THE HONORABLE MARY F. WALRATH, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 5TH FLOOR, COURTROOM NO. 4, WILMINGTON, DELAWARE 19801.**

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS OR RESPONSES TO THE MOTION ARE TIMELY FILED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.

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.

Dated: October 15, 2025
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ S. Alexander Faris

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

Exhibit A
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)

Ref: Docket No.

**ORDER (I) APPROVING (A) THE ADEQUACY OF THE
DISCLOSURE STATEMENT ON AN INTERIM BASIS; (B) THE SOLICITATION AND
NOTICE PROCEDURES WITH RESPECT TO CONFIRMATION OF THE DEBTORS’
JOINT CHAPTER 11 PLAN; AND (C) THE FORMS OF BALLOTS
AND NOTICES IN CONNECTION THEREWITH; (II) SCHEDULING CERTAIN
DATES WITH RESPECT THERETO; AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of AGDP Holding Inc., and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”), for entry of an order (this “Order”) (a) approving the adequacy of the Disclosure Statement on an interim basis, (b) approving the Solicitation and Voting Procedures for (i) soliciting, receiving, and tabulating votes to accept or reject the Plan, (ii) voting to accept or reject the Plan, and (iii) filing objections to the Plan, (c) approving the confirmation schedule for the Plan, and (d) granting related relief, all as more fully set forth in the Motion; and this Court having reviewed the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this

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 defined herein shall have the meanings ascribed to them in the Motion, the Plan, or the Disclosure Statement, as applicable.

is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest, it is HEREBY ORDERED, THAT:

1. The Motion is GRANTED as set forth herein.

I. CONDITIONAL APPROVAL OF THE DISCLOSURE STATEMENT

2. The Disclosure Statement is approved on an interim basis as containing adequate information for solicitation purposes under sections 105 and 1125 of the Bankruptcy Code, Bankruptcy Rule 3017, and Local Rule 3017-2.

II. APPROVAL OF THE SOLICITATION AND VOTING PROCEDURES

3. The Debtors are authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with the solicitation and voting procedures attached hereto as **Exhibit 1** (the “Solicitation and Voting Procedures”), which are hereby approved in their entirety.

4. If a Class contains Claims or Interests eligible to vote and no Holders of Claims or Interests eligible to vote in such Class vote to accept or reject the Plan, the Holders of such Claims or Interests in such Class shall be deemed to have accepted the Plan.

III. APPROVAL OF THE MATERIALS AND TIMELINE FOR SOLICITING VOTES

A. Approval of Dates and Deadlines with Respect to the Plan and Disclosure Statement

5. The following dates are hereby established (subject to modification as necessary) with respect to the Solicitation and Voting Procedures, and for objecting to final approval of the Disclosure Statement and confirmation of the Plan:

Event	Deadline
Voting Record Date	November 2, 2025
Solicitation Deadline	November 7, 2025
Publication Deadline	The date that is seven Business Days after the entry of the Disclosure Statement Order
Deadline to Object to Claims for Voting Purposes	November 17, 2025, at 4:00 p.m., prevailing Eastern Time
Deadline to File Assumption Notice	November 17, 2025
Deadline to File a Motion Under Bankruptcy Rule 3018(a) for Temporary Allowance of Claim	November 21, 2025, at 4:00 p.m., prevailing Eastern Time
Initial Plan Supplement Filing Date	December 1, 2025
Disclosure Statement and Plan Objection Deadline	December 8, 2025, at 4:00 p.m., prevailing Eastern Time
Voting Deadline	December 8, 2025, at 5:00 p.m., prevailing Eastern Time
Plan Objection Reply / Confirmation Brief Deadline³	December 15, 2025, at 14:00 p.m., prevailing Eastern Time
Deadline to File Proposed Form of Order Confirming the Plan	December 15, 2025, at 4:00 p.m., prevailing Eastern Time
Deadline to File the Voting Report	December 15, 2025, at 4:00 p.m., prevailing Eastern Time
Combined Confirmation Hearing Date	December 18, 2025, at 3:00 p.m., prevailing Eastern Time

³ Any responses to motions seeking temporary allowance of Claims for voting purposes pursuant to Bankruptcy Rule 3018 shall be included in the Debtors' memorandum of law in support of confirmation of the Plan.

B. Approval of the Form of, and Distribution of, Solicitation Packages to Parties Entitled to Vote on the Plan

6. The Solicitation Packages to be transmitted on or before the Solicitation Deadline to those Holders of Claims in the Voting Classes entitled to vote on the Plan as of the Voting Record Date, shall include the following (without duplication), the form of each of which is hereby approved:

- a. a copy of the Solicitation and Voting Procedures;
- b. an appropriate form of Ballot attached hereto as **Exhibits 2A** and **2B**, respectively, together with detailed voting instructions and a pre-addressed, postage pre-paid return envelope;⁴
- c. the Cover Letter attached hereto as **Exhibit 5**;
- d. the Disclosure Statement (and exhibits thereto, including the Plan);
- e. this Disclosure Statement Order (without exhibits, except the Solicitation and Voting Procedures);
- f. the Combined Confirmation Hearing Notice attached hereto as **Exhibit 6**; and
- g. solely to Holders of General Unsecured Claims, the Committee Letter attached hereto as **Exhibit 8**, with any updates or revisions thereto to be posted on the Debtors' website at <https://www.veritaglobal.net/AGDP>.

7. The Debtors shall distribute Solicitation Packages to all Holders of Claims entitled to vote on the Plan on or before the Solicitation Deadline. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

8. The Debtors are authorized, but not directed or required, to distribute the Plan, the Disclosure Statement, and this Order (without exhibits except the Solicitation and Voting

⁴ The Debtors will use commercially reasonable efforts to ensure that any holder of a Claim who has filed duplicate Claims against the Debtors (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class, receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class.

Procedures) to Holders of Claims entitled to vote on the Plan in electronic format (i.e., flash drive). **Only** the Ballots, as well as the Cover Letter, the Committee Letter (solely to Holders of General Unsecured Claims), and the Combined Confirmation Hearing Notice, must be provided in paper form. In addition, the Debtors shall be authorized, but not directed or required, to distribute the Solicitation Packages via e-mail in electronic format to all Holders of Claims and Interests in the Voting Classes, utilizing the e-mail address on file for such Holder, if any, and the e-mail address listed on the filed proof of claim, to the extent a proof of claim was filed and an e-mail address other than the e-mail address on file was provided. On or before the Solicitation Deadline, the Debtors (through their Notice and Claims Agent) shall provide complete Solicitation Packages (other than Ballots) to the Office of the United States Trustee for the District of Delaware and to all parties on the Rule 2002 List as of the Voting Record Date.

9. Any party that receives the materials in electronic format that would prefer to receive materials in paper format may contact the Notice and Claims Agent and request paper copies of the corresponding materials previously received in electronic format (to be provided at the Debtors' expense).

10. The Notice and Claims Agent is authorized to assist the Debtors in: (a) distributing the Solicitation Package; (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by Holders of Claims against the Debtors; (c) responding to inquiries from Holders of Claims and Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation Packages, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan; and (d) soliciting votes on the Plan.

11. The Notice and Claims Agent is also authorized to accept Ballots via electronic online transmission solely through a customized online balloting portal on the Debtors' case website. The encrypted data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective. Ballots submitted via the customized online balloting portal shall be deemed to contain an original signature.

12. All votes to accept or reject the Plan must be cast by using the appropriate Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by: (a) first-class U.S. mail or equivalent international mail carrier, in the return envelope provided with each Ballot; (b) overnight delivery; or (c) personal delivery, such that the Ballots are **actually received** by the Notice and Claims Agent no later than the Voting Deadline at the return address set forth in the applicable Ballot. Alternatively, Ballots may be submitted electronically through the Notice and Claims Agent's online Ballot submission portal at <https://www.veritaglobal.net/AGDP> by no later than the Voting Deadline. The Debtors are authorized to extend the Voting Deadline in their sole discretion without further order of this Court.

13. The Notice and Claims Agent is authorized to contact parties who submit incomplete or otherwise deficient Ballots to make a reasonable effort to cure such deficiencies; *provided* that neither the Debtors nor Notice and Claims Agent are required to contact such parties to provide notification of defects or irregularities with respect to completion or delivery of Ballots, nor shall any of them incur any liability for failure to provide such notification.

14. Notwithstanding anything to the contrary in the Disclosure Statement, the Plan, or this Disclosure Statement Order, the Debtors shall cause a Ballot for Class 4 to be served on all

counterparties to Unexpired Leases, including previously rejected Unexpired Leases. Any such party shall be eligible to vote to accept or reject the Plan by the Voting Deadline on account of Claims in an amount equal to the greater of (a) \$1.00 and (b) the amount asserted on any Proof of Claim Filed no later than **November 2, 2025** (subject to the Debtors' ability to object to the asserted amount).

C. Approval of the Combined Confirmation Hearing Notice

15. The Combined Confirmation Hearing Notice, substantially in the form attached hereto as **Exhibit 6**, is approved and shall be deemed good and sufficient notice of the Combined Confirmation Hearing and no further notice need be given; *provided* that any provision of Bankruptcy Rule 3017(d) requiring the Debtors to distribute the Disclosure Statement and the Plan to parties not entitled to vote, whether because they are unimpaired or because they are deemed to reject the Plan, or any parties in interest other than as prescribed in this Order, shall be waived. The Debtors shall file and serve the Combined Confirmation Hearing Notice upon parties in interest in these Chapter 11 Cases by no later than the date that is three business days from the entry of this Order. The Debtors shall also cause the Combined Confirmation Hearing Notice, as may be modified for purposes of publication, to be published one time on or before the date that is seven business days from the entry of this Order in the national edition of one of the following newspapers: *The Wall Street Journal*, *The New York Times*, or *USA Today*. Service of the Combined Confirmation Hearing Notice, as well as the publication of such notice, as set forth herein constitutes adequate and sufficient notice of the hearings to consider approval of the Plan, the manner in which a copy of the Plan could be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

D. Approval of the Forms of Notices to Non-Voting Classes

16. Except to the extent that the Debtors determine otherwise, the Debtors are not required to provide Solicitation Packages to Holders of Claims or Interests in Non-Voting Classes, as such Holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, the Notice and Claims Agent shall mail (first-class postage pre-paid) a Non-Voting Status Notice in lieu of Solicitation Packages, the form of each of which is hereby approved, to those parties outlined below that are not entitled to vote on the Plan:

- a. Unimpaired Claims—Conclusively Presumed to Accept. Holders of Claims in Classes 1 and 2 are not impaired under the Plan and, therefore, are conclusively presumed to have accepted the Plan. As such, Holders of such Claims will receive a notice, substantially in the form attached hereto as **Exhibit 3**.
- b. Other Interests and Claims—Deemed to Reject. Holders of Existing Equity Interests in Classes 5 and 7 are receiving no distribution under the Plan and, therefore, are deemed to reject the Plan and will receive a notice, substantially in the form attached hereto as **Exhibit 3**.
- c. Disputed Claims. Absent a Resolution Event (as defined in the Solicitation and Voting Procedures), Holders of Claims that are subject to a pending objection by the Debtors filed on or before the Solicitation Deadline are not entitled to vote the disputed portion of their claim. As such, Holders of such Claims will receive a notice, substantially in the form attached to this Order as **Exhibit 4**.

17. Notwithstanding anything to the contrary set forth herein, the Debtors are not required to mail Solicitation Packages or other solicitation materials to: (a) Holders of Claims that have already been paid in full during these Chapter 11 Cases pursuant to an order previously entered by this Court; *provided* that if the Debtors do not mail a Solicitation Package to any such Holder, the Debtors will instead mail such Holder a Notice of Non-Voting Status; or (b) any party to whom notice of the Disclosure Statement Hearing was sent but subsequently returned as undeliverable. The Debtors are likewise authorized to rely on the address information for the Voting Classes and Non-Voting Classes as compiled and maintained by the Notice and Claims

Agent as of the Voting Record Date, such that the Debtors and Notice and Claims Agent will not be required to conduct any additional research for updated addresses based on undeliverable Solicitation Packages or Notices of Non-Voting Status and will not be required to resend Solicitation Packages or other materials, including Notices of Non-Voting Status, that are returned as undeliverable unless the Debtors are provided with accurate addresses for such parties at least seven days prior to the Voting Deadline.

18. The Debtors are not required to provide the Holders of Class 6 Intercompany Claims with a Solicitation Package or any other type of notice in connection with solicitation or Plan confirmation.

E. Approval of Assumption Notice

19. The Debtors are authorized to mail an Assumption Notice, in the form attached hereto as **Exhibit 7** to the applicable counterparties to Executory Contracts and Unexpired Leases that will be assumed (or assumed and assigned) pursuant to the Plan (as the case may be), within any time periods specified in the Plan and by no later than fourteen (14) days prior to the Voting Deadline.

IV. APPROVAL OF PROCEDURES FOR FILING OBJECTIONS TO THE PLAN

20. The Combined Confirmation Hearing, at which time the Court will consider, among other things, final approval of the Disclosure Statement and confirmation of the Plan shall be held on **December 18, 2025, at 3:00 p.m. prevailing Eastern Time**. The Combined Confirmation Hearing may be adjourned by the Court or the Debtors (in consultation with the Committee) from time to time without further notice other than such adjournment announced in open court and/or a notice of adjournment filed with the Court and served on the Rule 2002 List.

21. Objections to the Plan may not be considered by this Court unless such objections are timely filed and properly served in accordance with this Order. Specifically, all objections to

final approval of the Disclosure Statement and confirmation of the Plan or requests for modifications to the Plan, if any, **must**: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state the name of the objecting party and the amount and nature of the Claim or Interest of such party; (d) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (e) be filed with this Court (contemporaneously with a proof of service) and served as to be actually received on or before **December 8, 2025, at 4:00 p.m., prevailing Eastern Time.**

22. The Debtors and any other party in interest may file briefs in support of confirmation of the Plan, a consolidated reply to any objections, and/or any affidavits or declarations in support of confirmation of the Plan by no later than **December 15, 2025, at 4:00 p.m., prevailing Eastern Time.**

23. The Debtors shall file a proposed form of order confirming the Plan by no later than **December 15, 2025, at 4:00 p.m., prevailing Eastern Time.**

V. MISCELLANEOUS

24. The Debtors are authorized to make non-material changes to the Disclosure Statement, the Plan, and related documents (including the exhibits thereto and exhibits to this Order), without further order of the Court, which shall be limited to changes to correct typographical, clerical, and grammatical errors, if any, and to make conforming changes among the Disclosure Statement, the Plan, and related documents (including the exhibits thereto and exhibits to this Order).

25. The Debtors' right to modify the Plan in accordance with Article XI thereof, including the right to withdraw the Plan as to any or all Debtors at any time before the Combined Confirmation Hearing Date, is hereby reserved.

26. All time periods set forth in this Order shall be deemed to meet the statutory requirements or are hereby altered in accordance with Bankruptcy Rule 9006(a).

27. Notice of the Motion as provided therein is hereby deemed good and sufficient notice of such Motion, and the requirements of the Bankruptcy Rules and the Local Rules are satisfied by such notice.

28. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

29. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

30. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

Exhibit 1

Solicitation and Voting Procedures

**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)

SOLICITATION AND VOTING PROCEDURES

PLEASE TAKE NOTICE that, on August 4, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that, on October 15, 2025, the Debtors filed the *Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the “Plan”),² and a disclosure statement for the Plan (as may be amended, modified, or supplemented from time to time, the “Disclosure Statement”), pursuant to sections 1125 and 1126(b) of the Bankruptcy Code. On [], 2025, the Court entered an order approving the Disclosure Statement as having adequate information under section 1125 of the Bankruptcy Code [Docket No. []]. Copies of the Plan³ and Disclosure Statement (and all exhibits thereto) may be obtained free of charge by: (a) visiting the website maintained by Kurtzman Carson Consultants, LLC dba Verita Global (the “Notice and Claims Agent”), at <https://www.veritaglobal.net/AGDP>; (b) calling (866) 523-2951 (U.S./Canada Toll-Free), +1 (781) 575-2140 (International); or (c) submitting an inquiry via www.veritaglobal.net/agdp/inquiry. Copies may also be obtained for a fee via PACER at <http://www.deb.uscourts.gov>.

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 and not defined have the meanings given to them in the Disclosure Statement, the Plan, as applicable.

³ When filed, copies of the Plan Supplement (which may occur in multiple installments) will also be available through the Notice and Claims Agent free of charge and via PACER for a fee. The Debtors will file the initial Plan Supplement no later than seven days prior to the Voting Deadline and the notice of filing will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

I. THE VOTING RECORD DATE

The Court has approved **November 2, 2025**, as the record date for purposes of determining which Holders of Claims in Class 3 (Prepetition Deficiency Claims) and Class 4 (General Unsecured Claims) (the “Voting Classes”) are entitled to vote on the Plan (the “Voting Record Date”).

II. THE VOTING DEADLINE

The Court has approved **December 8, 2025, at 5:00 p.m., prevailing Eastern Time**, as the voting deadline (the “Voting Deadline”) for the Plan. The Debtors may extend the Voting Deadline, in their discretion, without further order of the Court. To be counted as a vote to accept or reject the Plan, each vote must be incorporated on a ballot (each, a “Ballot”) that is properly executed, completed, and delivered to the Notice and Claims Agent so that it is **actually received** by no later than the Voting Deadline. All Ballots returned by mail or personal delivery should be sent to: (i) AGDP Ballot Processing Center, c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (ii) if via “E-Ballot” submission, by visiting <https://www.veritaglobal.net/AGDP>. Delivery of a Ballot to the Notice and Claims Agent by facsimile, email shall not be valid and shall not be counted by the Notice and Claims Agent unless the Debtors waive such defect.

III. FORM, CONTENT, AND MANNER OF NOTICES

A. The Solicitation Package

The following materials (without duplication) shall constitute the solicitation package (the “Solicitation Package”):

- i. a copy of these Solicitation and Voting Procedures;
- ii. the conditionally approved Disclosure Statement (and exhibits thereto, including the Plan);
- iii. the Disclosure Statement Order (without exhibits, except the Solicitation and Voting Procedures);
- iv. the appropriate Ballot with voting instructions for each Holder, including a prepaid, preaddressed return envelope;
- v. the Cover Letter;
- vi. the Combined Confirmation Hearing Notice;
- vii. solely to Holders of General Unsecured Claims, the Committee Letter; and
- viii. any additional documents that the Court has ordered to be made available.

B. Distribution of the Solicitation Package

The Solicitation Package shall provide the Plan, the Disclosure Statement, and the Disclosure Statement Order (without exhibits except the Solicitation and Voting Procedures) in electronic format (i.e., flash drive), and all other contents of the Solicitation Package, including Ballots, shall be provided in paper format. Any party that receives the materials in electronic format but would prefer paper format may request paper copies from the Notice and Claims Agent by: (a) accessing the Debtors' restructuring website at <https://www.veritaglobal.net/AGDP>; (b) writing to AGDP Ballot Processing Center, c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (c) calling the Notice and Claims Agent at (866) 523-2951 (U.S./Canada Toll-Free), +1 (781) 575-2140 (International), or submitting an inquiry via www.veritaglobal.net/agdp/inquiry.

The Debtors shall serve, or cause to be served, the Solicitation Package (excluding Ballots) on the United States Trustee and all parties who have filed a written request for such notice with the Court pursuant to Bankruptcy Rule 2002 as of the Voting Record Date. In addition, the Debtors shall mail, or cause to be mailed, and shall e-mail, or cause to be e-mailed utilizing the e-mail address on file for such Holder, if any, and the e-mail address listed on the filed proof of claim, to the extent a proof of claim was filed and an e-mail address other than the e-mail address on file was provided, the Solicitation Package to all Holders of Claims in the Voting Classes who are entitled to vote by the date that is three business days after the Court enters the Disclosure Statement Order, as described below in Section D.

To avoid duplication and reduce expenses, the Debtors will use commercially reasonable efforts to ensure that any Holder of a Claim who has filed duplicative Claims against a Debtor (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class as against that Debtor.

C. Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Plan

Certain Holders of Claims and Interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code or who are not entitled to vote because they are Unimpaired or otherwise conclusively presumed to accept the Plan under section 1126(f) of the Bankruptcy Code will receive only the *Notice of Non-Voting Status to Holders of Unimpaired Claims Conclusively Presumed to Accept the Plan*, substantially in the form annexed as Exhibit 3 to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots). Certain Holders of Claims and Interests who are not entitled to vote because they are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code will receive the *Notice of Non-Voting Status to Holders of Impaired Claims and Interests Deemed to Reject the Plan*, substantially in the form annexed as Exhibit 3 to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

D. Notices in Respect of Executory Contracts and Unexpired Leases

Counterparties to Executory Contracts and Unexpired Leases that receive an Assumption Notice substantially in the form attached as Exhibit 7 to the Disclosure Statement Order may file an objection to the Debtors' proposed assumption, assumption and assignment, and/or cure amount, as applicable. Such objections must be filed and served by **November 17, 2025, at 4:00 p.m., prevailing Eastern Time.**

IV. VOTING AND TABULATION PROCEDURES

A. Establishing Claim Amounts for Voting Purposes

Absent a contrary order of the Court, the following procedures shall determine the amount of the Claim associated with each vote transmitted on a properly executed and timely received Ballot:

- i. Each Holder of Claims in Class 3 will be entitled to vote the principal amount held as of the Voting Record Date. The amount of Class 3 Claims will be established by reference to (a) the Debtors' applicable books and records and (b) the list of record Holders maintained by the applicable administrative agent, dated as of the Voting Record Date, which shall reflect all principal outstanding amounts of the applicable positions held by such registered Holders as of the Voting Record Date. The applicable administrative agents shall provide the applicable registers of Holders and their respective Claim amounts for voting purposes as of the Voting Record Date to the Notice and Claims Agent in excel format no later than one business day following the Voting Record Date. For voting purposes, any and all Proofs of Claim filed on account of Class 3 Claims shall be disregarded.
- ii. Each Holder of Class 4 Claims will be entitled to vote the amount of the Claim in accordance with the following hierarchy:
 - a. The amount of the Claim settled and/or agreed upon by the Debtors, as reflected in a court pleading, stipulation, agreement, or other document filed with the Court, in an order of the Court, or in a document executed by the Debtors pursuant to authority granted by the Court.
 - b. The amount of the Claim determined through a Resolution Event (as defined below) in accordance with the resolution procedures set forth herein.
 - c. The amount of the Claim listed in a timely filed Proof of Claim (as defined in the Plan) as not contingent, not unliquidated, and not disputed, if such Claim is not subject to an objection filed in the

Court on or before November 17, 2025;⁴ *provided, however*, that a timely filed Proof of Claim for unknown or undetermined amounts, or asserting a wholly contingent, wholly unliquidated, and/or wholly disputed amount (as determined by the Debtors) shall vote in the amount of \$1.00.

- d. To the extent not superseded by a timely filed Proof of Claim, the amount of the Claim listed in the Schedules as not contingent, not unliquidated, and not disputed as of the Voting Record Date; *provided, however*, that any Claim listed in the Schedules as contingent, unliquidated, and/or disputed as of the Voting Record Date for which the applicable bar date⁵ has passed and for which no Claim was filed shall not be entitled to vote; *provided, further, however*, that a Claim listed in the Schedules as contingent, unliquidated, or disputed for which the applicable bar date has not yet passed shall vote in the amount of \$1.00 (solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code).
 - e. In the absence of any of the foregoing, the Claim shall be disallowed for voting purposes.
- iii. If a Claim for which a Proof of Claim has been timely filed is partially unliquidated or partially contingent (as determined on the face of the claim or after a reasonable review of the supporting documentation by the Notice and Claims Agent), such Claim is temporarily allowed in the amount that is liquidated and non-contingent for voting purposes only, and not for purposes of allowance or distribution.
 - iv. Proofs of Claim filed for \$0.00 are not entitled to vote.
 - v. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor (or separate affiliated creditors) in a particular Class shall be aggregated as if such creditor (or separate affiliated creditors) held one Claim against the Debtor in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan for the Debtor.
 - vi. Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the same Voting Classes shall be provided with only one Solicitation Package and one Ballot for voting a single

⁴ If the Debtors file an objection to reduce and allow a Claim, the Claim shall vote in the reduced amount. If the Debtors file an objection to reclassify a Claim, the Claim shall be treated for solicitation and tabulation purposes as that reclassified Claim, which may include being moved out of one of the Voting Classes.

⁵ The applicable bar dates are set forth in the *Order (I) Establishing Bar Dates for Filing Proofs of Prepetition Claims, Including Section 503(b)(9) Claims; (II) Approving the Form and Manner of Notice Thereof; and (III) Granting Related Relief* [Docket No. 131] (the “Bar Date Order”).

Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims.

- vii. If a Proof of Claim has been amended by a later Proof of Claim that is filed on or prior to the Voting Record Date, the later filed amending claim shall be entitled to vote in a manner consistent with these tabulation rules and the earlier filed claim shall be disallowed for voting purposes, regardless of whether the Debtor has objected to such amended claim. Except as otherwise ordered by the Court, any amendments to Proofs of Claim after the Voting Record Date shall not be considered for purposes of these tabulation procedures.

The Debtors and the Notice and Claims Agent, without further order of the Court, shall determine all questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawals of Ballots, and such determinations shall be final and binding.

To assist in the solicitation process, the Debtors and the Notice and Claims Agent may, but are not required to, contact parties that submit incomplete or otherwise deficient Ballots to make a reasonable effort to cure such deficiencies, *provided* that neither the Debtors nor the Notice and Claims Agent are required to do so nor will any of them suffer any liability for failure to provide such notification.

B. Resolution of Disputed Claims for Voting Purposes; Resolution Event

A Holder of a Claim not entitled to vote on the Plan pursuant to the procedures described in this Section IV.B of the Solicitation and Voting Procedures shall be permitted to vote such Claim (or to vote such Claim in an amount other than the amount set forth in the Schedules) only if one of the following shall have occurred with respect to such claim (a “Resolution Event”) prior to entry of the Confirmation Order:

- i. Agreement Between the Parties. A stipulation or other agreement is executed between the Holder of such Claim and the Debtors allowing the Holder of such Claim to vote such Claim in an agreed upon amount prior to the Voting Deadline.
- ii. Bankruptcy Rule 3018(a) Motion. A creditor files with the Court a motion pursuant to Bankruptcy Rule 3018(a) (a “Rule 3018(a) Motion”) no later than **November 21, 2025** (the “3018 Motion Deadline”), seeking temporary Allowance of its Claim for voting purposes in the amount other than set forth in the Schedules or in response to an objection filed by the Debtors that is granted by the Court after notice and a hearing at or before the Combined Confirmation Hearing Date.
 - a. Any Rule 3018(a) Motion must: (A) be made in writing; (B) comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules; (C) set forth the name of the party asserting the Rule 3018(a) Motion; (D) state with particularity the legal and factual bases for the Rule 3018(a) Motion; (E) be set for hearing at the Combined Confirmation Hearing; and (F) be served by personal service, overnight delivery, first-class mail, or facsimile so as to be

received by the Debtors and all parties entitled to notice by no later than the 3018 Motion Deadline.

- b. In the event that the Debtors and such party are unable to resolve any issues raised by the Rule 3018(a) Motion before submitting their Voting Report (as defined below), (A) the Debtors may include an objection to a Rule 3018(a) Motion in their brief in support of confirmation of the Plan, and (B) such party shall be permitted to vote in the amount set forth in its original Ballot, provided that the Notice and Claims Agent shall include in the Voting Report representations that such vote was subject to a Rule 3018(a) Motion and whether including such Ballot in the amount sought by the party in the Rule 3018(a) Motion would change the particular Voting Class's acceptance or rejection of the Plan. The Court then shall determine at the Combined Confirmation Hearing whether the Ballot should be counted as a vote on the Plan and in what amount.
- iii. Other Order of the Court. The Court otherwise orders the allowance of such Claim for purposes of voting to accept or reject the Plan.

The Notice and Claims Agent shall provide any party that is permitted to provisionally vote its Claim on account of the occurrence of a Resolution Event prior to the Voting Deadline with a Solicitation Package no later than two business days thereafter. Such parties must then return a completed, properly executed, and otherwise valid Ballot to the Notice and Claims Agent on or before the Voting Deadline (unless the Debtors extend the deadline in their sole discretion).

C. Voting and Ballot Tabulation Procedures

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right to waive any of the below specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules:

- i. Except as otherwise provided in the Solicitation and Voting Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Debtors or by order of the Court), the Debtors shall reject such Ballot as invalid and, therefore, shall not count it in connection with Confirmation of the Plan.
- ii. The Notice and Claims Agent will date-stamp all Ballots when received. The Notice and Claims Agent shall retain the original Ballots and an electronic copy of the same for a period of one year after the Effective Date of the Plan, unless otherwise ordered by the Court. The Notice and Claims Agent shall tabulate Ballots on a Debtor-by-Debtor basis.
- iii. The Debtors will file with the Court, not later than **December 15, 2025, at 4:00 p.m., prevailing Eastern Time** a certification of votes (the "Voting Report"). The Voting Report shall, among other things, certify to the Court in writing the amount

and number of Allowed Claims of each Class accepting or rejecting the Plan, and delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or necessary information, received via facsimile, or damaged (all such Ballots, “Irregular Ballots”), and identify the Holders of Claims that opted into the releases provided for in Article IX.B of the Plan. The Voting Report shall indicate the Debtors’ intentions with regard to each such Irregular Ballot. The Voting Report shall be served upon all parties entitled to notice.

- iv. The method of delivery of Ballots to be sent to the Notice and Claims Agent is at the election and risk of each Holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Notice and Claims Agent actually receives the executed Ballot.
- v. An executed Ballot is required to be submitted by the entity submitting such Ballot. Subject to the other procedures and requirements herein, completed, executed Ballots may be submitted to the Notice and Claims Agent via the Notice and Claims Agent’s E-Ballot system at <https://www.veritaglobal.net/AGDP>. However, Ballots submitted by email or facsimile will not be valid and will not be counted by the Notice and Claims Agent unless the Debtors waive such defect.
- vi. No Ballot should be sent to the Debtors, the Debtors’ agents (other than the Notice and Claims Agent), the Debtors’ financial or legal advisors, and any Ballot so sent will not be counted.
- vii. If multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last valid Ballot received by the Notice and Claims Agent prior to the Voting Deadline will be deemed to reflect that voter’s intent and will supersede and revoke any prior Ballot.
- viii. Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the Debtor may, in their discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes.
- ix. A person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims must indicate such capacity when signing.
- x. The Debtors, subject to a contrary order of the Court, may (in consultation with the Committee) waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report.

- xi. Neither the Debtors, nor any other entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification.
- xii. Unless waived or otherwise ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted.
- xiii. In the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected.
- xiv. Subject to any order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided that any such rejections will be documented in the Voting Report.
- xv. If a Claim has been estimated or otherwise Allowed for voting purposes only by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution.
- xvi. If an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein.
- xvii. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible; (ii) any Ballot containing insufficient information to identify the claimant; (iii) any Ballot cast by any Entity not entitled to vote pursuant to the procedures described herein; (iv) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed; (v) any unsigned Ballot or Ballot lacking an original signature, which may be an electronic signature (for the avoidance of doubt, a Ballot cast via the online balloting portal will be deemed to be an original signature); and (vi) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
- xviii. After the Voting Deadline, any Holder of a Claim who had delivered a valid Ballot voting on the Plan may withdraw or change such vote solely in accordance with Bankruptcy Rule 3018(a).
- xix. The Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes.

- xx. Where any portion of a single Claim has been transferred to a transferee, the Holders of any portion of such single Claim will be: (i) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other voting and solicitation procedures set forth herein); and (ii) required to vote every portion of such Claim collectively to accept or reject the Plan. In the event that: (i) a Ballot, (ii) a group of Ballots within a Voting Class received from a single creditor, or (iii) a group of Ballots received from the various Holders of multiple portions of a single Claim partially reject and partially accept the Plan, such Ballots shall not be counted.

V. AMENDMENTS TO THE PLAN AND SOLICITATION AND VOTING PROCEDURES

The Debtors reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Confirmation Hearing Notice, Solicitation Packages, Non-Voting Status Notices, Ballots, Cover Letter, Solicitation and Voting Procedures, Assumption and Rejection Notices, and related documents without further order of the Court, limited to changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before distribution.

Exhibit 2A

Form of Class 3 Ballot

**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)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE DEBTORS'
JOINT PLAN PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

BALLOT FOR HOLDERS OF CLASS 3 PREPETITION DEFICIENCY CLAIMS

THIRD-PARTY RELEASE

PLEASE BE ADVISED THAT ARTICLE IX OF THE PLAN CONTAINS CERTAIN RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, INCLUDING THOSE SET FORTH BELOW. ARTICLE IX.B OF THE PLAN CONTAINS A THIRD-PARTY RELEASE. YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS SET FORTH IN ARTICLE IX OF THE PLAN AS YOUR RIGHTS MAY BE AFFECTED.

**Please read and follow the enclosed instructions for
completing Ballots carefully before completing this Ballot.**

For the vote on this Ballot to be counted, this Ballot must be completed, executed, and returned so as to be *actually received* by the Notice and Claims Agent (as defined below) by December 8, 2025, at 5:00 p.m., prevailing Eastern Time (the “Voting Deadline”), in accordance with the following:

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes with respect to the *Debtors’ Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the “Plan”) as set forth in the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the “Disclosure Statement”). The United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) has approved the Disclosure

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.

Statement on an interim basis for solicitation purposes only (the “Bankruptcy Code”), by entry of an order on [], 2025 [Docket No. []] (the “Disclosure Statement Order”). Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this ballot (the “Ballot”) because the Debtors’ records indicate that you are a Holder of one or more Prepetition Deficiency Claims in Class 3 as of **November 2, 2025** (the “Voting Record Date”). Accordingly, you have a right to vote to accept or reject the Plan.

The rights and treatment for each Class are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Ballot. The Solicitation Package also contains copies of the Plan, Disclosure Statement Order, and certain other materials. If you received any documents comprising the Solicitation Package in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them (a) for a fee via PACER at <http://www.deb.uscourts.gov> or (b) at no charge from Kurtzman Carson Consultants, LLC dba Verita Global (the “Notice and Claims Agent”) by: (i) accessing the Debtors’ restructuring website at <https://www.veritaglobal.net/AGDP>; (ii) writing to AGDP Ballot Processing Center, c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (iii) calling the Notice and Claims Agent at:

U.S./Canada Toll-Free: (866) 523-2951
International: +1 (781) 575-2140

Or click the “Submit an Inquiry” option at <https://www.veritaglobal.net/agdp/inquiry>

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, please contact the Notice and Claims Agent *immediately* at the address, telephone number, email address, or via the Debtors’ restructuring website set forth above.

You should review the Disclosure Statement, the Plan, and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim(s).

The Bankruptcy Court may confirm the Plan and thereby bind all Holders of Claims and Interests to the terms of the Plan. To have your vote count as either an acceptance or rejection of the Plan, you must complete and return this Ballot so that the Notice and Claims Agent *actually receives* it on or before the Voting Deadline.

The Voting Deadline is on December 8, 2025, at 5:00 p.m., prevailing Eastern Time.

[Ballot continues on next page]

Item 1. Amount of Claim(s)

The undersigned hereby certifies that, as of the Voting Record Date, the undersigned was, or is an authorized signatory for the Entity that was, a Holder of one or more Prepetition Deficiency Claims in the aggregate principal amount set forth in the box below:

\$ _____

Item 2. Vote on Plan

Please vote either to accept or to reject the Plan with respect to your Claim(s) set forth in Item 1. Any Ballot that indicates both an acceptance and a rejection of the Plan or does not indicate either an acceptance or rejection of the Plan will not be counted.

The Holder of the Claims identified in Item 1 votes to (check one box):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan
---	---

For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single Holder (or separate affiliated Holders) in a particular Class against a particular Debtor will be aggregated and treated as if such Holder (or separate affiliated Holders) held one Claim in such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan.

Your vote to accept or reject the Plan will be applied to all Prepetition Deficiency Claims of which you are a Holder.

Your vote to accept or reject the Plan will be applied to each Debtor against which you hold a Prepetition Deficiency Claim in the same manner and in the same amount as indicated in Item 1 and Item 2 above.

Item 3. Important Information Regarding the Third-Party Release

EACH HOLDER OF A PREPETITION DEFICIENCY CLAIM IS A “RELEASING PARTY” UNDER THE PLAN. AS A RELEASING PARTY UNDER THE PLAN, YOU ARE DEEMED TO PROVIDE THE RELEASES CONTAINED IN ARTICLE IX.B OF THE PLAN (THE “<u>THIRD-PARTY RELEASE</u>”), AS SET FORTH BELOW.

Article IX.B of the Plan contains the following Third-Party Release:

As of the Effective Date, except as otherwise provided in the Plan or the Confirmation Order, in exchange for good and valuable consideration, including the obligations of the Debtors

under the Plan, to the fullest extent permissible under applicable law, as such law may be extended or integrated after the Effective Date, each Releasing Party shall be deemed to conclusively, absolutely, unconditionally, irrevocably and forever release each Released Party from any and all claims and Causes of Action, whether known or unknown, including any claims and Causes of Action that the Debtors or their Estates would have been legally entitled to assert in their own right including any claims or Causes of Action that could be asserted derivatively or on behalf of the Debtors (or their Estates), that such Entity would have been legally entitled to assert (whether individually or collectively), based on, relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership or operation thereof, or otherwise), any securities issued by the Debtors and the ownership thereof, the Debtors' in- or out-of-court restructuring efforts, the payment or satisfaction of prepetition debt or claims, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, documents and pleadings related to the Sale, or agreement or document created or entered into in connection with the Sale, the DIP Orders and any related agreement, instruments, and other documents relating thereto, the Plan, the Plan Supplement, the Chapter 11 Cases, the filing of the Chapter 11 Cases, the pursuit of the Confirmation Order, the pursuit of the Sale Order, the conduct of the sale process, the pursuit of consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence or omission taking place on or before the Effective Date; *provided, however*, that this provision shall not operate to waive or release any Claims or Causes of Action related to any act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual intentional fraud, willful misconduct, or gross negligence of such Person. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (1) any post-Effective Date obligations of any party or Entity under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; (2) any obligations under or in respect of the Sale Order or the APA; or (3) any obligations under or in respect of the Global Settlement.

* * * * *

Under the Plan, "Released Party" means each of, and in each case in its capacity as such: (a) the Debtors' and the Committee's Related Parties solely in their capacity as such; (b) the Prepetition Term Loan Agent and the Prepetition Term Loan Lenders; (c) the DIP Agent and the DIP Lenders; (d) the Related Parties of each of the parties identified in clause (b)-(c) of this definition (but excluding the Prepetition LiveStyle Secured Parties); (e) the members of the Restructuring Committee of the Board of AGDP Holding Inc., Pamela Corrie, Hooman Yazhari, and Vikram Jindal; and (f) Gary Richards and Alec Ifshin; *provided, however*, that, except as to those specifically referenced in this definition of "Released Parties," the Debtors' other current or former directors and officers shall not be Released Parties with respect to the Retained Causes of Action listed in the Plan Supplement, which the Liquidating Trustee shall be entitled to pursue solely to the extent of any available insurance coverage for such Retained Causes of Action.

Under the Plan, "Releasing Parties" means, in their capacities as such: (a) the Committee and its members; (b) all Holders of Claims in Class 3; (c) all Holders of Claims in Class 4 who vote to

accept the Plan, vote to reject the Plan, or abstain from voting on the Plan and, in each case, “opt in” to the releases set forth in Article IX of the Plan, (d) all Holders of Claims or Interests that (i) are deemed to have rejected the Plan pursuant to Section 1126(g) of the Bankruptcy Code, and (ii) after receiving notice, “opt in” to the releases set forth in Article IX of the Plan; (e) all Holders of Claims or Interests that (i) are deemed to have accepted the Plan pursuant to Section 1126(f) of the Bankruptcy Code and, (ii) after receiving notice, “opt in” to the releases set forth in Article IX of the Plan; and (f) each Related Party of each Entity in clause (a) through (e), solely to the extent such Related Party may assert Claims or Causes of Action on behalf of or in a derivative capacity by or through an Entity in clause (a) through (e).

[Ballot continues on next page]

Item 4. Certifications

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors that:

- a. as of the Voting Record Date, either: (i) the undersigned is the Holder of the Claims being voted on this Ballot; or (ii) the undersigned is an authorized signatory for the Entity that is the Holder of the Claims being voted on this Ballot, and in each case, has the power and authority to vote to accept or reject the Plan;
- b. the undersigned (or in the case of an authorized signatory, the Holder) has received a copy of the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- c. the undersigned has cast the same vote with respect to all of its Prepetition Deficiency Claims;
- d. the undersigned has not relied on any statement made or other information received from any person with respect to the Plan other than the information contained in the Solicitation Package or other publicly available materials;
- e. no other Ballots with respect to the Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier received Ballots are hereby revoked; and
- f. the undersigned understands and acknowledges that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the Holder hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, and legal representatives of the Holder and shall not be affected by, and shall survive, the death or incapacity of the undersigned.

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
Title:	_____
Address:	_____

Telephone Number:	_____
Email Address:	_____
Date Completed:	_____

PLEASE SUBMIT YOUR BALLOT BY ONE OF THE FOLLOWING TWO METHODS:

Via Paper Ballot. Please complete, sign (with an original signature, which may be an electronic signature), and date the Ballot and return it promptly in the envelope provided or via first-class mail or international mail carrier equivalent, overnight courier, or hand delivery to:

**AGDP Ballot Processing Center
c/o KCC dba Verita
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

To arrange hand delivery of your Ballot, please email agdpinfo@veritaglobal.com (with “AGDP Ballot Submission” in the subject line) at least 24 hours in advance of your arrival at the address above with the expected date and time of such delivery.

OR

Via E-Ballot Submission. Submit a customized, electronic version of your Ballot via the Notice and Claims Agent’s online portal by visiting <https://www.veritaglobal.net/AGDP>.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized, electronic Ballot:

Unique E-Ballot ID#: _____

Unique PIN: _____

The Notice and Claims Agent’s online balloting portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted unless the Debtors waive such defect.

Each Unique E-Ballot ID# is to be used solely in relation to those Claims described in Item 1 of your Ballot. Please complete and submit a Ballot for each Unique E-Ballot ID# you receive, as applicable. If you choose to submit your Ballot via the Notice and Claims Agent’s online balloting portal, you **SHOULD NOT** also return a paper copy of your Ballot.

Ballots submitted via the Notice and Claims Agent’s online balloting portal will be deemed to contain an immediately legally binding signature.

The Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.

If the Notice and Claims Agent does not actually receive your Ballot on or before the Voting Deadline, which is December 8, 2025, at 5:00 p.m., prevailing Eastern Time, and if the Voting Deadline is not extended, your vote may be counted only in the discretion of the Debtors.

INSTRUCTIONS FOR COMPLETING THE BALLOT

1. The Debtors are soliciting the votes of Holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.** You may wish to seek legal advice concerning the Plan and the treatment of your Claims under the Plan.
2. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of Claims in at least one Class that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129 of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in Item 2 of the Ballot; and (c) **clearly sign and submit the Ballot as instructed herein. Ballots will not be accepted by email, facsimile, or other electronic means (other than through the Notice and Claims Agent's online portal) unless the Debtors waive such defect.**
4. The Ballot must be returned to the Notice and Claims Agent so as to be **actually received** on or before the Voting Deadline. **The Voting Deadline is December 8, 2025, at 5:00 p.m., prevailing Eastern Time.** If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise or as permitted by applicable law or court order. No Ballot should be sent to the Debtors or the Debtors' financial or legal advisors. A Ballot will not be counted unless received by the Notice and Claims Agent.
5. The method of delivery of a Ballot to the Notice and Claims Agent is at the election and risk of each Holder. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the executed Ballot. In all cases, Holders should allow sufficient time to assure timely delivery.
6. If the Notice and Claims Agent receives multiple Ballots from the same Holder with respect to the same Claims, the latest received valid Ballot timely received by the Notice and Claims Agent prior to the Voting Deadline will supersede and revoke any other Ballots with respect to the same Claims; *provided* that if a Holder timely submits both a paper Ballot and an electronic Ballot on account of the same Claims, the electronic Ballot shall supersede the paper Ballot regardless of the order that the Ballots are received.
7. The Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or Interest or (b) an assertion or admission of a Claim or Interest. The Ballot may not be used for any purpose other than to vote to accept or reject the Plan, to opt into the Third-Party Release (if applicable), and to make certain certifications with respect to the Plan.

8. **Please be sure to sign and date the Ballot.** If you are completing the Ballot on behalf of an Entity, indicate your relationship with that Entity and the capacity in which you are signing.
9. For your vote to be counted, you must vote all of your Class 3 Prepetition Deficiency Claims either to accept or reject the Plan and may not split your vote.
10. The following Ballots will not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that partially rejects and partially accepts the Plan; (b) any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan; (c) any Ballot sent to the Debtors, the Debtors' agents (other than the Notice and Claims Agent), any agent of any creditor, any indenture trustee, or the Debtors' financial or legal advisors; (d) any Ballot sent by email or facsimile unless the Debtors waive such defect; (e) any Ballot cast by a Person or Entity that does not hold a Claim in a Class that is entitled to vote on the Plan; (f) any Ballot submitted by a party not entitled to cast a vote with respect to the Plan; (g) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder; and/or (h) any unsigned Ballot.
11. If you hold Claims in more than one Class under the Plan, you may receive more than one Ballot. Each Ballot votes **only** your Claims as indicated on that Ballot. Please complete and return each Ballot you receive.

PLEASE SUBMIT YOUR BALLOT PROMPTLY

**If you have any questions regarding the Ballot, these voting instructions,
or the procedures for voting, please call the restructuring hotline at:**

**U.S./Canada Toll-Free: (866) 523-2951
International: +1 (781) 575-2140**

Or click the "Submit an Inquiry" option at <https://www.veritaglobal.net/agdp/inquiry>

If the Notice and Claims Agent does not actually receive your Ballot on or before the Voting Deadline, which is December 8, 2025, at 5:00 p.m., prevailing Eastern Time, and if the Voting Deadline is not extended, your vote may be counted only in the discretion of the Debtors.

Exhibit 2B

Form of Class 4 Ballot

**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)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE DEBTORS'
JOINT PLAN PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

BALLOT FOR HOLDERS OF CLASS 4 GENERAL UNSECURED CLAIMS

THIRD-PARTY RELEASE

PLEASE BE ADVISED THAT ARTICLE IX OF THE PLAN CONTAINS CERTAIN RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, INCLUDING THOSE SET FORTH BELOW. ARTICLE IX.B OF THE PLAN CONTAINS A THIRD-PARTY RELEASE. YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS SET FORTH IN ARTICLE IX OF THE PLAN AS YOUR RIGHTS MAY BE AFFECTED.

**Please read and follow the enclosed instructions for
completing Ballots carefully before completing this Ballot.**

For the vote on this Ballot to be counted, this Ballot must be completed, executed, and returned so as to be *actually received* by the Notice and Claims Agent (as defined below) by December 8, 2025, at 5:00 p.m., prevailing Eastern Time (the “Voting Deadline”), in accordance with the following:

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes with respect to the *Debtors’ Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the “Plan”) as set forth in the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the “Disclosure Statement”). The United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) has approved the Disclosure Statement on an interim basis for solicitation

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.

purposes only (the “Bankruptcy Code”), by entry of an order on [], 2025 [Docket No. []] (the “Disclosure Statement Order”). Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this ballot (the “Ballot”) because the Debtors’ records indicate that you are a Holder of one or more General Unsecured Claims in Class 4 as of **November 2, 2025** (the “Voting Record Date”). Accordingly, you have a right to vote to accept or reject the Plan.

The rights and treatment for each Class are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Ballot. The Solicitation Package also contains copies of the Plan, Disclosure Statement Order, and certain other materials. If you received any documents comprising the Solicitation Package in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them (a) for a fee via PACER at <http://www.deb.uscourts.gov> or (b) at no charge from Kurtzman Carson Consultants, LLC dba Verita Global (the “Notice and Claims Agent”) by: (i) accessing the Debtors’ restructuring website at <https://www.veritaglobal.net/AGDP>; (ii) writing to AGDP Ballot Processing Center, c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; or (iii) calling the Notice and Claims Agent at:

U.S./Canada Toll-Free: (866) 523-2951
International: +1 (781) 575-2140

Or click the “Submit an Inquiry” option at <https://www.veritaglobal.net/agdp/inquiry>

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, please contact the Notice and Claims Agent *immediately* at the address, telephone number, email address, or via the Debtors’ restructuring website set forth above.

You should review the Disclosure Statement, the Plan, and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim(s).

The Bankruptcy Court may confirm the Plan and thereby bind all Holders of Claims and Interests to the terms of the Plan. To have your vote count as either an acceptance or rejection of the Plan, you must complete and return this Ballot so that the Notice and Claims Agent *actually receives* it on or before the Voting Deadline.

The Voting Deadline is on December 8, 2025, at 5:00 p.m., prevailing Eastern Time.

[Ballot continues on next page]

Item 1. **Amount of Claim(s)**

The undersigned hereby certifies that, as of the Voting Record Date, the undersigned was, or is an authorized signatory for the Entity that was, a Holder of one or more General Unsecured Claims in the aggregate principal amount set forth in the box below:²

Class and Claim:	Class 4 General Unsecured Claim
Voting Amount:	\$ _____
Debtor:	_____

Item 2. **Vote on Plan**

Please vote either to accept or to reject the Plan with respect to your Claim(s) set forth in Item 1. Any Ballot that indicates both an acceptance and a rejection of the Plan or does not indicate either an acceptance or rejection of the Plan will not be counted.

The Holder of the Claims identified in Item 1 votes to (check one box):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan
---	---

For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single Holder (or separate affiliated Holders) in a particular Class against a particular Debtor will be aggregated and treated as if such Holder (or separate affiliated Holders) held one Claim in such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan.

Item 3. **Election to Opt Into Third-Party Release**

If you check the box below to opt into the releases contained in Article IX.B of the Plan (the “**Third-Party Release**”), you will have consented to the release given by each of the Releasing Parties to the Released Parties as set forth in Article IX.B of the Plan, which is copied below for reference. Your election regarding the Third-Party Release will have no effect on your right to a distribution in these chapter 11 cases.

The Holder of the Claims identified in Item 1 elects to:

<input type="checkbox"/> <u>OPT INTO the Third-Party Release contained in Article IX.B of the Plan</u>

² For voting purposes only, subject to the Solicitation and Voting Procedures, as defined in the Disclosure Statement Order.

Your decision on whether to opt into the releases will have no effect on any distribution that you may receive under the plan on account of any Allowed General Unsecured Claim you may hold.

Article IX.B of the Plan contains the following Third-Party Release:

As of the Effective Date, except as otherwise provided in the Plan or the Confirmation Order, in exchange for good and valuable consideration, including the obligations of the Debtors under the Plan, to the fullest extent permissible under applicable law, as such law may be extended or integrated after the Effective Date, each Releasing Party shall be deemed to conclusively, absolutely, unconditionally, irrevocably and forever release each Released Party from any and all claims and Causes of Action, whether known or unknown, including any claims and Causes of Action that the Debtors or their Estates would have been legally entitled to assert in their own right including any claims or Causes of Action that could be asserted derivatively or on behalf of the Debtors (or their Estates), that such Entity would have been legally entitled to assert (whether individually or collectively), based on, relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership or operation thereof, or otherwise), any securities issued by the Debtors and the ownership thereof, the Debtors' in- or out-of-court restructuring efforts, the payment or satisfaction of prepetition debt or claims, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, documents and pleadings related to the Sale, or agreement or document created or entered into in connection with the Sale, the DIP Orders and any related agreement, instruments, and other documents relating thereto, the Plan, the Plan Supplement, the Chapter 11 Cases, the filing of the Chapter 11 Cases, the pursuit of the Confirmation Order, the pursuit of the Sale Order, the conduct of the sale process, the pursuit of consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence or omission taking place on or before the Effective Date; *provided, however*, that this provision shall not operate to waive or release any Claims or Causes of Action related to any act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual intentional fraud, willful misconduct, or gross negligence of such Person. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (1) any post-Effective Date obligations of any party or Entity under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; (2) any obligations under or in respect of the Sale Order or the APA; or (3) any obligations under or in respect of the Global Settlement.

* * * * *

Under the Plan, “Released Party” means each of, and in each case in its capacity as such: (a) the Debtors’ and the Committee’s Related Parties solely in their capacity as such; (b) the Prepetition Term Loan Agent and the Prepetition Term Loan Lenders; (c) the DIP Agent and the DIP Lenders; (d) the Related Parties of each of the parties identified in clause (b)-(c) of this definition (but excluding the Prepetition LiveStyle Secured Parties); (e) the members of the Restructuring Committee of the Board of AGDP Holding Inc., Pamela Corrie, Hooman Yazhari, and Vikram Jindal; and (f) Gary Richards and Alec Ifshin; *provided, however*, that, except as to those specifically referenced in this definition of “Released Parties,” the Debtors’ other current or former directors and officers shall not be Released Parties with respect to the Retained Causes of Action listed in the Plan Supplement, which the Liquidating Trustee

shall be entitled to pursue solely to the extent of any available insurance coverage for such Retained Causes of Action.

Under the Plan, “Releasing Parties” means, in their capacities as such: (a) the Committee and its members; (b) all Holders of Claims in Class 3; (c) all Holders of Claims in Class 4 who vote to accept the Plan, vote to reject the Plan, or abstain from voting on the Plan and, in each case, “opt in” to the releases set forth in Article IX of the Plan, (d) all Holders of Claims or Interests that (i) are deemed to have rejected the Plan pursuant to Section 1126(g) of the Bankruptcy Code, and (ii) after receiving notice, “opt in” to the releases set forth in Article IX of the Plan; (e) all Holders of Claims or Interests that (i) are deemed to have accepted the Plan pursuant to Section 1126(f) of the Bankruptcy Code and, (ii) after receiving notice, “opt in” to the releases set forth in Article IX of the Plan; and (f) each Related Party of each Entity in clause (a) through (e), solely to the extent such Related Party may assert Claims or Causes of Action on behalf of or in a derivative capacity by or through an Entity in clause (a) through (e).

[Ballot continues on next page]

Item 4. Certifications

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors that:

- a. as of the Voting Record Date, either: (i) the undersigned is the Holder of the Claims being voted on this Ballot; or (ii) the undersigned is an authorized signatory for the Entity that is the Holder of the Claims being voted on this Ballot, and in each case, has the power and authority to vote to accept or reject the Plan;
- b. the undersigned (or in the case of an authorized signatory, the Holder) has received a copy of the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- c. the undersigned has cast the same vote with respect to all of its General Unsecured Claims;
- d. the undersigned has not relied on any statement made or other information received from any person with respect to the Plan other than the information contained in the Solicitation Package or other publicly available materials;
- e. no other Ballots with respect to the Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier received Ballots are hereby revoked; and
- f. the undersigned understands and acknowledges that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the Holder hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, and legal representatives of the Holder and shall not be affected by, and shall survive, the death or incapacity of the undersigned.

Name of Holder: _____

(Print or Type)

Signature: _____

Name of
Signatory: _____

Title: _____

Address: _____

Telephone Number: _____

Email Address: _____

Date Completed: _____

PLEASE SUBMIT YOUR BALLOT BY ONE OF THE FOLLOWING TWO METHODS:

Via Paper Ballot. Please complete, sign (with an original signature, which may be an electronic signature), and date the Ballot and return it promptly in the envelope provided or via first-class mail or international mail carrier equivalent, overnight courier, or hand delivery to:

**AGDP Ballot Processing Center
c/o KCC dba Verita
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

To arrange hand delivery of your Ballot, please email agdinfo@veritaglobal.com (with “AGDP Ballot Submission” in the subject line) at least 24 hours in advance of your arrival at the address above with the expected date and time of such delivery.

OR

Via E-Ballot Submission. Submit a customized, electronic version of your Ballot via the Notice and Claims Agent’s online portal by visiting <https://www.veritaglobal.net/AGDP>.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized, electronic Ballot:

Unique E-Ballot ID#: _____

Unique PIN: _____

The Notice and Claims Agent’s online balloting portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted unless the Debtors waive such defect.

Each Unique E-Ballot ID# is to be used solely in relation to those Claims described in Item 1 of your Ballot. Please complete and submit a Ballot for each Unique E-Ballot ID# you receive, as applicable. If you choose to submit your Ballot via the Notice and Claims Agent’s online balloting portal, you **SHOULD NOT** also return a paper copy of your Ballot.

Ballots submitted via the Notice and Claims Agent’s online balloting portal will be deemed to contain an immediately legally binding signature.

The Ballot does not constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.

If the Notice and Claims Agent does not actually receive your Ballot on or before the Voting Deadline, which is December 8, 2025, at 5:00 p.m., prevailing Eastern Time, and if the Voting Deadline is not extended, your vote may be counted only in the discretion of the Debtors.

INSTRUCTIONS FOR COMPLETING THE BALLOT

1. The Debtors are soliciting the votes of Holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.** You may wish to seek legal advice concerning the Plan and the treatment of your Claims under the Plan.
2. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of Claims in at least one Class that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129 of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in Item 2 of the Ballot; and (c) **clearly sign and submit the Ballot as instructed herein.** **Ballots will not be accepted by email, facsimile, or other electronic means (other than through the Notice and Claims Agent's online portal) unless the Debtors waive such defect.**
4. The Ballot must be returned to the Notice and Claims Agent so as to be **actually received** on or before the Voting Deadline. **The Voting Deadline is December 8, 2025, at 5:00 p.m., prevailing Eastern Time.** If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise or as permitted by applicable law or court order. No Ballot should be sent to the Debtors or the Debtors' financial or legal advisors. A Ballot will not be counted unless received by the Notice and Claims Agent.
5. The method of delivery of a Ballot to the Notice and Claims Agent is at the election and risk of each Holder. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the executed Ballot. In all cases, Holders should allow sufficient time to assure timely delivery.
6. If the Notice and Claims Agent receives multiple Ballots from the same Holder with respect to the same Claims, the latest received valid Ballot timely received by the Notice and Claims Agent prior to the Voting Deadline will supersede and revoke any other Ballots with respect to the same Claims; *provided* that if a Holder timely submits both a paper Ballot and an electronic Ballot on account of the same Claims, the electronic Ballot shall supersede the paper Ballot regardless of the order that the Ballots are received.
7. The Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or Interest or (b) an assertion or admission of a Claim or Interest. The Ballot may not be used for any purpose other than to vote to accept or reject the Plan, to opt into the Third-Party Release (if applicable), and to make certain certifications with respect to the Plan.
8. **Please be sure to sign and date the Ballot.** If you are completing the Ballot on behalf of an Entity, indicate your relationship with that Entity and the capacity in which you are signing.

9. For your vote to be counted, you must vote all of your Class 4 General Unsecured Claims either to accept or reject the Plan and may not split your vote.
10. The following Ballots will not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that partially rejects and partially accepts the Plan; (b) any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan; (c) any Ballot sent to the Debtors, the Debtors' agents (other than the Notice and Claims Agent), any agent of any creditor, any indenture trustee, or the Debtors' financial or legal advisors; (d) any Ballot sent by email or facsimile unless the Debtors waive such defect; (e) any Ballot cast by a Person or Entity that does not hold a Claim in a Class that is entitled to vote on the Plan; (f) any Ballot submitted by a party not entitled to cast a vote with respect to the Plan; (g) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder; and/or (h) any unsigned Ballot.
11. If you hold Claims in more than one Class under the Plan, you may receive more than one Ballot. Each Ballot votes **only** your Claims as indicated on that Ballot. Please complete and return each Ballot you receive.

PLEASE SUBMIT YOUR BALLOT PROMPTLY

**If you have any questions regarding the Ballot, these voting instructions,
or the procedures for voting, please call the restructuring hotline at:**

U.S./Canada Toll-Free: (866) 523-2951

International: +1 (781) 575-2140

Or click the "Submit an Inquiry" option at <https://www.veritaglobal.net/agdp/inquiry>

<p style="text-align: center;">If the Notice and Claims Agent does not <u>actually receive</u> your Ballot on or before the Voting Deadline, which is December 8, 2025, at 5:00 p.m., prevailing Eastern Time, and if the Voting Deadline is not extended, your vote may be counted only in the discretion of the Debtors.</p>

Exhibit 3

Notice of Non-Voting Status Notice for Classes Presumed to Accept/Deemed to Reject

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)

NOTICE OF NON-VOTING STATUS TO HOLDERS OF
[UNIMPAIRED CLAIMS CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN /
IMPAIRED CLAIMS AND INTERESTS DEEMED TO REJECT THE PLAN]

YOU ARE RECEIVING THIS NOTICE BECAUSE YOUR RIGHTS MAY BE AFFECTED UNDER THE PLAN. DUE TO THE NATURE AND TREATMENT OF YOUR CLAIM UNDER THE PLAN, YOU ARE NOT ENTITLED TO VOTE ON THE PLAN.

YOU ARE ENTITLED TO OPT INTO THIRD-PARTY THE RELEASE BY COMPLETING THE OPTIONAL OPT-IN ELECTION FORM ATTACHED HERETO AS EXHIBIT A.

YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN AS YOUR RIGHTS MAY BE AFFECTED.

PLEASE TAKE NOTICE that, on August 4, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that Debtors have commenced solicitation of votes to accept the *Debtors’ Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the “Plan”),² which is attached as Exhibit A to the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the “Disclosure Statement”). Copies of the Plan and Disclosure Statement (and all exhibits thereto) may be obtained free of charge by: (a) visiting 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 used and not defined have the meanings given to them in the Disclosure Statement and Plan, as applicable.

website maintained by Kurtzman Carson Consultants, LLC dba Verita Global (the “Notice and Claims Agent”), at <https://www.veritaglobal.net/AGDP>; (b) calling (866) 523-2951 (U.S./Canada Toll-Free) or +1 (781) 575-2140 (International); or (c) submitting an inquiry via www.veritaglobal.net/agdp/inquiry. Copies may also be obtained for a fee via PACER at <http://www.deb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE that because of the nature and treatment of your Claim under the Plan, **you are not entitled to vote on the Plan**. Specifically, under the terms of the Plan, [as a Holder of a Claim (as currently asserted against the Debtors) that is unimpaired under the Plan, you are conclusively presumed to accept the Plan pursuant to section 1126(f) of the Bankruptcy Code and are not entitled to vote on the Plan / as a Holder of a Claim or Interest (as currently asserted against the Debtors) that is receiving no distribution under the Plan, you are deemed to reject the Plan pursuant to section 1126(f) of the Bankruptcy Code and are not entitled to vote on the Plan.]

PLEASE TAKE FURTHER NOTICE that you may opt into the third-party release by completing the optional form attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that the hearing at which the Court will consider final approval of the Disclosure Statement and confirmation of the Plan (the “Combined Confirmation Hearing”) will commence on **December 18, 2025, at 3:00 p.m., prevailing Eastern Time**, before the Honorable Mary F. Walrath, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, Courtroom No. 4, Wilmington, Delaware 19801 or via remote video.

PLEASE TAKE FURTHER NOTICE that the deadline for filing objections to final approval of the Disclosure Statement and confirmation of the Plan is **December 8, 2025, at 4:00 p.m., prevailing Eastern Time** (the “Objection Deadline”). Any objections **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state the name of the objecting party and the amount and nature of the Claim or Interest of such party; (d) state, with particularity, the legal and factual basis for and the nature of any objection and, if practicable, a proposed modification to the Plan that would resolve such objection; and (e) be filed with the Court, together with proof of service, so as to be **actually received** on or before the Objection Deadline.

UNLESS AN OBJECTION IS TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE COURT.

If you have questions about this Notice, please contact Verita at:

U.S./Canada Toll Free: (866) 523-2951 / International: +1 (781) 575-2140
Or click the “Submit an Inquiry” option at <https://www.veritaglobal.net/agdp/inquiry>

FOR THE AVOIDANCE OF DOUBT, AS A PARTY NOT ENTITLED TO VOTE ON THE PLAN, YOU ARE NOT A “RELEASING PARTY” AND ARE NOT GRANTING THE THIRD-PARTY RELEASES SET FORTH IN ARTICLE IX.B OF THE PLAN UNLESS YOU COMPLETE THE OPTION OPT-IN ELECTION FORM.

[Remainder of page intentionally left blank]

Dated: [●], 2025
Wilmington, Delaware

**YOUNG CONAWAY STARGATT & TAYLOR,
LLP**

/s/

Edmon L. Morton (No. 3856)
Sean M. Beach (No. 4070)
Kenneth J. Enos (No. 4544)
S. Alexander Faris (No. 6278)
Sarah Gawrysiak (No. 7403)
Evan S. Saruk (No. 7452)
1000 North King Street
Rodney Square
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: emorton@ycst.com
sbeach@ycst.com
kenos@ycst.com
afaris@ycst.com
sgawrysiak@ycst.com
esaruk@ycst.com

Counsel to the Debtors and Debtors in Possession

Exhibit A

Opt-In Election Form

INSTRUCTIONS FOR COMPLETING THE OPTIONAL OPT-IN ELECTION FORM

1. You are receiving this Opt-In election form (this “Opt-In Election Form”) because you are or may be a Holder of one or more Claims or Interests in Classes 1, 2, 5, 6, or 7 under the *Debtors’ Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the “Plan”).¹ Holders in Classes 1 and 2 are being satisfied in full and are presumed to accept the Plan. Holders in Classes 5 and 7 are not entitled to any recovery under the Plan and are therefore deemed to reject the Plan. Holders in Class 6 will either be reinstated under the Plan or cancelled and released without any distribution made on account of such Class 6 Claims and are therefore either presumed to accept or deemed to reject the Plan. Therefore, you will not be receiving a ballot to vote on the Plan. **PLEASE READ THE PLAN AND DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS OPT-IN ELECTION FORM.** You may wish to seek legal advice concerning the Plan and the treatment of your Claims under the Plan.
2. As of the Effective Date of the Plan, certain release, injunction, and exculpation provisions set forth in the Plan will become effective, including a release by Holders of Claims and Interests as set forth in Article IX of the Plan (the “Third-Party Release”). **These provisions are included in Schedule A attached to this form.** You may choose to “opt in” to the Third-Party Release set forth in Article IX of the Plan by following the instructions set forth in this Opt-In Election Form.
3. **If you wish to opt in to the third-party release set forth in Article IX of the Plan, you may submit an Opt-In Election Form as instructed herein. Opt-In Election Forms will not be accepted by email, facsimile, or other electronic means (other than through the Notice and Claims Agent’s online portal) unless the Debtors waive such defect.**
4. The Opt-In Election Form must be returned to the Notice and Claims Agent so as to be **actually received** on or before the Voting Deadline. **The Voting Deadline is December 8, 2025, at 5:00 p.m., prevailing Eastern Time.** If an Opt-In Election Form is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise or as permitted by applicable law or court order. No Opt-In Election Form should be sent to the Debtors or the Debtors’ financial or legal advisors. An Opt-In Election Form will not be counted unless received by the Notice and Claims Agent.
5. The Opt-In Election Form does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or Interest or (b) an assertion or admission of a Claim or Interest. The Opt-In Election Form may not be used for any purpose other than to opt into the Third-Party Release.

¹ Capitalized terms used and not defined have the meanings given to them in the Disclosure Statement and Plan, as applicable.

6. **Please be sure to sign and date this Opt-In Election Form.** If you are completing the Opt-In Election Form on behalf of an Entity, indicate your relationship with that Entity and the capacity in which you are signing.
7. If you hold Claims in more than one Class under the Plan, you may receive more than one Opt-In Election Form. Each Opt-In Election Form votes **only** your Claims as indicated on that Opt-In Election Form. Please complete and return each Opt-In Election Form you receive.

PLEASE SUBMIT YOUR OPT-IN ELECTION FORM PROMPTLY

If you have any questions regarding the Opt-In Election Form, these voting instructions, or the procedures for voting, please call the restructuring hotline at:

U.S./Canada Toll-Free: (866) 523-2951

International: +1 (781) 575-2140

Or click the “Submit an Inquiry” option at <https://www.veritaglobal.net/agdp/inquiry>

[Opt-In Election Form Continues on Next Page]

OPT-IN ELECTION FORM

PLEASE COMPLETE THE FOLLOWING:

YOU ARE ADVISED TO CAREFULLY REVIEW THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

IF YOU ELECT TO “OPT IN” TO THE THIRD-PARTY RELEASES SET FORTH IN THE PLAN, YOU WILL BE DEEMED A “RELEASING PARTY” UNDER THE PLAN, AND YOU ARE DEEMED TO PROVIDE THE RELEASES CONTAINED IN THE PLAN AND DISCLOSURE STATEMENT.

YOU MAY ELECT TO OPT-IN TO THE RELEASE CONTAINED IN ARTICLE IX.B OF THE PLAN ONLY IF YOU (I) CHECK THE BOX BELOW AND RETURN THIS FORM (THIS “OPT-IN ELECTION FORM”) TO THE DEBTORS’ VOTING AGENT SO THAT IT IS *ACTUALLY RECEIVED* BY DECEMBER 8, 2025 AT 5:00 P.M. (PREVAILING EASTERN TIME). IF YOU FAIL TO TIMELY SUBMIT THIS FORM, OR IF YOU SUBMIT THIS FORM WITHOUT CHECKING THE BOX BELOW, YOU WILL FOREGO PROVIDING THE RELEASES SET FORTH IN ARTICLE IX.B OF THE PLAN.

The undersigned Holder of a Claim or Interest hereby elects to:

Item 1. “Opt In” to Third-Party Release. By checking this box, the undersigned Holder of a Claim or Interest in Classes 1, 2, 5, 6, or 7:

- ☐ Elects to grant (and therefore “OPTS IN” TO) the Third-Party Release contained in Article IX of the Plan (which is included in Schedule A hereto). By checking this box, the undersigned Holder of a Claim or Interest, having received notice of the opportunity to “opt in” to granting the releases contained in Article IX.B of the Plan, hereby elects to “opt in” to such releases.

PLEASE BE ADVISED THAT BY CHECKING THE BOX ABOVE YOU ELECT TO GRANT THE THIRD-PARTY RELEASE AGAINST EACH PARTY THAT IS A “THIRD-PARTY RELEASED PARTY” AS THAT TERM IS DEFINED IN THE PLAN. YOU MUST AFFIRMATIVELY CHECK THE BOX ABOVE IN ORDER TO “OPT IN” TO THE THIRD-PARTY RELEASE.

Item 2. Certifications.

- a. the undersigned is either (i) the Holder of Claims or Interests as set forth above or (ii) an authorized signatory for an entity that is the Holder of the Claims or Interests set forth above;
- b. the undersigned has submitted the same election concerning the releases with respect to all Claims or Interests in a single Class as set forth above; and

- c. no other Opt-In Election Form with respect to the Holder's Claims or Interests has been completed or, if any other Opt-In Election Forms have been submitted with respect to such Claims, then any such Opt-In Election Forms are hereby revoked.

Acknowledgements and Certification. By signing this Opt-In Election Form, the undersigned acknowledges and certifies the following: (a) it has received and reviewed the Notice of Non-Voting Status and the materials that accompanied it; (b) it has the power and authority to elect whether to consent to the third-party releases contained in Article IX of the Plan; (c) it was the Holder of a Claim or Interest as of the Voting Record Date (or is entitled to submit this Opt-In Election Form on behalf of such Holder); and (d) all authority conferred, or agreed to be conferred, pursuant to this Opt-In Election Form, and every obligation of the undersigned hereunder, shall be binding on the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy, and legal representatives of the undersigned, and shall not be affected by, and shall survive, the death or incapacity of the undersigned.

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
Title:	_____
Address:	_____

Telephone Number:	_____
Email Address:	_____
Date Completed:	_____

PLEASE SUBMIT YOUR OPT-IN ELECTION FORM BY ONE OF THE FOLLOWING TWO METHODS:

Via Paper Opt-In Election Form. Please complete, sign (with an original signature, which may be an electronic signature), and date the Opt-In Election Form and return it promptly in the envelope provided or via first-class mail or international mail carrier equivalent, overnight courier, or hand delivery to:

**AGDP Ballot Processing Center
c/o KCC dba Verita
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245**

To arrange hand delivery of your Opt-In Election Form, please email agdpinfo@veritaglobal.com (with “AGDP Ballot Submission” in the subject line) at least 24 hours in advance of your arrival at the address above with the expected date and time of such delivery.

OR

Via E-Ballot Submission. Submit a customized, electronic version of your Opt-In Election Form via the Notice and Claims Agent’s online portal by visiting <https://www.veritaglobal.net/AGDP>.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized, electronic Opt-In Election Form:

Unique Opt-In ID#: _____

Unique PIN: _____

The Notice and Claims Agent’s online balloting portal is the sole manner in which Opt-In Election Forms will be accepted via electronic or online transmission. Opt-In Election Forms submitted by facsimile, email, or other means of electronic transmission will not be counted unless the Debtors waive such defect.

Please complete and submit an Opt-In Election Form for each Unique E-Ballot ID# you receive, as applicable. If you choose to submit your Opt-In Election Form via the Notice and Claims Agent’s online balloting portal, you **SHOULD NOT** also return a paper copy of your Opt-In Election Form.

Opt-In Election Forms submitted via the Notice and Claims Agent’s online balloting portal will be deemed to contain an immediately legally binding signature.

SCHEDULE A**Article IX.B of the Plan contains the following Third-Party Release:**

As of the Effective Date, except as otherwise provided in the Plan or the Confirmation Order, in exchange for good and valuable consideration, including the obligations of the Debtors under the Plan, to the fullest extent permissible under applicable law, as such law may be extended or integrated after the Effective Date, each Releasing Party shall be deemed to conclusively, absolutely, unconditionally, irrevocably and forever release each Released Party from any and all claims and Causes of Action, whether known or unknown, including any claims and Causes of Action that the Debtors or their Estates would have been legally entitled to assert in their own right including any claims or Causes of Action that could be asserted derivatively or on behalf of the Debtors (or their Estates), that such Entity would have been legally entitled to assert (whether individually or collectively), based on, relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership or operation thereof, or otherwise), any securities issued by the Debtors and the ownership thereof, the Debtors' in- or out-of-court restructuring efforts, the payment or satisfaction of prepetition debt or claims, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, documents and pleadings related to the Sale, or agreement or document created or entered into in connection with the Sale, the DIP Orders and any related agreement, instruments, and other documents relating thereto, the Plan, the Plan Supplement, the Chapter 11 Cases, the filing of the Chapter 11 Cases, the pursuit of the Confirmation Order, the pursuit of the Sale Order, the conduct of the sale process, the pursuit of consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence or omission taking place on or before the Effective Date; *provided, however*, that this provision shall not operate to waive or release any Claims or Causes of Action related to any act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual intentional fraud, willful misconduct, or gross negligence of such Person. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (1) any post-Effective Date obligations of any party or Entity under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; (2) any obligations under or in respect of the Sale Order or the APA; or (3) any obligations under or in respect of the Global Settlement.

* * * * *

Under the Plan, "Released Party" means each of, and in each case in its capacity as such: (a) the Debtors' and the Committee's Related Parties solely in their capacity as such; (b) the Prepetition Term Loan Agent and the Prepetition Term Loan Lenders; (c) the DIP Agent and the DIP Lenders; (d) the Related Parties of each of the parties identified in clause (b)-(c) of this definition (but excluding the Prepetition LiveStyle Secured Parties); (e) the members of the Restructuring Committee of the Board of AGDP Holding Inc., Pamela Corrie, Hooman Yazhari, and Vikram Jindal; and (f) Gary Richards and Alec Ifshin; *provided, however*, that, except as to those specifically referenced in this definition of "Released Parties," the Debtors' other current or former

directors and officers shall not be Released Parties with respect to the Retained Causes of Action listed in the Plan Supplement, which the Liquidating Trustee shall be entitled to pursue solely to the extent of any available insurance coverage for such Retained Causes of Action.

Under the Plan, “Releasing Parties” means, in their capacities as such: (a) the Committee and its members; (b) all Holders of Claims in Class 3; (c) all Holders of Claims in Class 4 who vote to accept the Plan, vote to reject the Plan, or abstain from voting on the Plan and, in each case, “opt in” to the releases set forth in Article IX of the Plan, (d) all Holders of Claims or Interests that (i) are deemed to have rejected the Plan pursuant to Section 1126(g) of the Bankruptcy Code, and (ii) after receiving notice, “opt in” to the releases set forth in Article IX of the Plan; (e) all Holders of Claims or Interests that (i) are deemed to have accepted the Plan pursuant to Section 1126(f) of the Bankruptcy Code and, (ii) after receiving notice, “opt in” to the releases set forth in Article IX of the Plan; and (f) each Related Party of each Entity in clause (a) through (e), solely to the extent such Related Party may assert Claims or Causes of Action on behalf of or in a derivative capacity by or through an Entity in clause (a) through (e).

Exhibit 4

Notice to Disputed Claim Holders

**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)

NOTICE OF NON-VOTING STATUS WITH RESPECT TO DISPUTED CLAIMS

YOU ARE RECEIVING THIS NOTICE BECAUSE YOUR CLAIM IS A DISPUTED CLAIM AND ACCORDINGLY, YOU ARE NOT ENTITLED TO VOTE ON THE PLAN.

YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN AS YOUR RIGHTS MAY BE AFFECTED.

PLEASE TAKE NOTICE that, on August 4, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that Debtors have commenced solicitation of votes to accept the *Debtors’ Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the “Plan”),² which is attached as Exhibit A to the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the “Disclosure Statement”). Copies of the Plan and Disclosure Statement (and all exhibits thereto) may be obtained free of charge by: (a) visiting the website maintained by Kurtzman Carson Consultants, LLC dba Verita Global (the “Notice and Claims Agent”), at <https://www.veritaglobal.net/AGDP>; (b) calling (866) 523-2951 (U.S./Canada Toll-Free) or +1 (781) 575-2140 (International); or (c) submitting an inquiry via www.veritaglobal.net/agdp/inquiry. Copies may also be obtained for a fee via PACER at <http://www.deb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE that you are receiving this notice (this “Notice”) because your claim is a Disputed Claim (as defined herein) and accordingly,

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 and not defined have the meanings given to them in the Disclosure Statement and Plan, as applicable.

you are not entitled to vote on the Plan. Therefore, the Debtors have provided you with a copy of this Notice and a notice of the Combined Confirmation Hearing for informational purposes. For additional information, please refer to the Disclosure Statement Order and the Solicitation and Voting Procedures attached thereto as Exhibit 1.

PLEASE TAKE FURTHER NOTICE that, subject to the procedures set forth in the Disclosure Statement Order, a Holder of a Claim not entitled to vote on the Plan because the disputed portion of their Claim is subject to a pending objection (each such claim, a “Disputed Claim”) shall be permitted to vote such a Claim only if one of the following shall have occurred with respect to such claim (a “Resolution Event”) prior to entry of the Confirmation Order:

- a. Agreement Between the Parties. A stipulation or other agreement is executed between the Holder of such Claim and the Debtors allowing the Holder of such Claim to vote such Claim in an agreed upon amount prior to the Voting Deadline.
- b. Bankruptcy Rule 3018(a) Motion. A creditor files with the Court a motion pursuant to Bankruptcy Rule 3018(a) (a “Rule 3018(a) Motion”) no later than **November 21, 2025 at 4:00 p.m., prevailing Eastern Time** (the “3018 Motion Deadline”) seeking temporary Allowance of its Claim for voting purposes in the amount other than set forth in the Schedules or in response to an objection filed by the Debtors that is granted by the Court after notice and a hearing at or before the Combined Confirmation Hearing Date.
 - i. Any Rule 3018(a) Motion must: (A) be made in writing; (B) comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules; (C) set forth the name of the party asserting the Rule 3018(a) Motion; (D) state with particularity the legal and factual bases for the Rule 3018(a) Motion; (E) be set for hearing at the Combined Confirmation Hearing; and (F) be served by personal service, overnight delivery, first-class mail, or facsimile so as to be received by the Debtors and all parties entitled to notice by no later than the 3018 Motion Deadline.
 - ii. In the event that the Debtors and such party are unable to resolve any issues raised by the Rule 3018(a) Motion before submitting their Voting Report (as defined below), (A) the Debtors may include an objection to a Rule 3018(a) Motion in their brief in support of confirmation of the Plan and (B) the Notice and Claims Agent shall such party shall be permitted to vote in the amount set forth in its original Ballot, provided that the Notice and Claims Agent shall include in the Voting Report representations that such vote was subject to a Rule 3018(a) Motion and whether including such Ballot in the amount sought by the party in the Rule 3018(a) Motion would change the particular Voting Class’s acceptance or rejection of the Plan. The Court then shall determine at the

Combined Confirmation Hearing whether the Ballot should be counted as a vote on the Plan and in what amount.

- c. Other Order of the Court. The Court otherwise orders the allowance of such Claim for purposes of voting to accept or reject the Plan.

PLEASE TAKE FURTHER NOTICE that if a Resolution Event occurs prior to the Voting Deadline, then no later than two business days thereafter, the Notice and Claims Agent shall distribute a ballot, and a pre-addressed, postage pre-paid envelope to you, which must be returned to the Notice and Claims Agent no later than the Voting Deadline, which is on **December 8, 2025, at 5:00 p.m., prevailing Eastern Time**. To the extent that you receive a ballot

PLEASE TAKE FURTHER NOTICE that the hearing at which the Court will consider final approval of the Disclosure Statement and confirmation of the Plan (the “Combined Confirmation Hearing”) will commence on **December 18, 2025, at 3:00 p.m., prevailing Eastern Time**, before the Honorable Mary F. Walrath, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, Courtroom No. 4, Wilmington, Delaware 19801 or via remote video.

PLEASE TAKE FURTHER NOTICE that the deadline for filing objections to final approval of the Disclosure Statement and confirmation of the Plan is **December 8, 2025, at 4:00 p.m., prevailing Eastern Time** (the “**Objection Deadline**”). Any objections to the Plan **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state the name of the objecting party and the amount and nature of the Claim or Interest of such party; (d) state, with particularity, the legal and factual basis for and the nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (e) be filed with the Court, together with proof of service, so as to be **actually received** on or before the Objection Deadline.

UNLESS AN OBJECTION IS TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE COURT.

If you have questions about this Notice, please contact Verita at:

U.S./Canada Toll Free: (866) 523-2951 / International: +1 (781) 575-2140
Or click the “Submit an Inquiry” option at <https://www.veritaglobal.net/agdp/inquiry>

[Remainder of page intentionally left blank]

Dated: [●], 2025
Wilmington, Delaware

**YOUNG CONAWAY STARGATT & TAYLOR,
LLP**

/s/

Edmon L. Morton (No. 3856)
Sean M. Beach (No. 4070)
Kenneth J. Enos (No. 4544)
S. Alexander Faris (No. 6278)
Sarah Gawrysiak (No. 7403)
Evan S. Saruk (No. 7452)
1000 North King Street
Rodney Square
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: emorton@ycst.com
sbeach@ycst.com
kenos@ycst.com
afaris@ycst.com
sgawrysiak@ycst.com
esaruk@ycst.com

Counsel to the Debtors and Debtors in Possession

Exhibit 5

Cover Letter

**AGDP Holding Inc.
140 Stewart Avenue
Brooklyn, NY 11237**

[●], 2025

Via First-Class Mail

RE: *In re AGDP HOLDING INC., et al.*, Case No. 25-11446(MFW) (Bankr. D. Del.)

TO: ALL HOLDERS OF CLAIMS ENTITLED TO VOTE ON THE PLAN

AGDP Holding Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Delaware (the “Court”) on August 4, 2025.

You have received this letter and the enclosed materials because you are entitled to vote on the *Debtors’ Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be modified, amended, or supplemented from time to time, the “Plan”).¹ On [●], 2025, the Court entered an order (the “Disclosure Statement Order”): (a) authorizing the Debtors to solicit acceptances for the Plan; (b) approving the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (the “Disclosure Statement”) on an interim basis for solicitation purposes only; (c) approving the solicitation materials and documents to be included in the solicitation packages (each, a “Solicitation Package”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to final approval of the Disclosure Statement and confirmation the Plan.

**You are receiving this letter because you are entitled to vote on the Plan. Therefore, you should read this letter carefully and discuss it with your attorney.
If you do not have an attorney, you may wish to consult one.**

In addition to this cover letter, the enclosed materials comprise your Solicitation Package, and were approved by the Court for distribution to Holders of Claims in connection with the solicitation of votes to accept the Plan.

The Debtors have approved the filing of the Plan and the solicitation of votes to accept the Plan. The Debtors believe that the acceptance of the Plan is in the best interests of their estates and holders of Claims against the Debtors’ estates. Moreover, the Debtors believe that any alternative other than confirmation of the Plan could result in extensive delays, increased administrative expenses, and/or a potential chapter 7 liquidation of the Debtors’ assets, which in turn likely would result in smaller distributions (or no distributions) on account of Claims asserted against the Debtors in their chapter 11 cases.

¹ Capitalized terms used and not defined have the meanings given to them in the Plan and Disclosure Statement, as applicable.

The Debtors and the Committee strongly urge you to properly and timely submit your Ballot accepting the Plan in accordance with the instructions in your Ballot.

The Voting Deadline is December 8, 2025, at 5:00 p.m., prevailing Eastern Time.

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions, however, please feel free to contact Kurtzman Carson Consultants, LLC dba Verita Global (the “Notice and Claims Agent”) at no charge by: (a) visiting the Debtors’ restructuring website at <https://www.veritaglobal.net/AGDP>; (b) writing to AGDP Ballot Processing Center, c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) calling the Notice and Claims Agent at (866) 523-2951 (U.S./Canada Toll-Free) or +1 (781) 575-2140 (International); or (d) submitting an inquiry at <https://www.veritaglobal.net/agdp/inquiry>. Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of solicitation materials, but may not advise you as to whether you should vote to accept or reject the Plan or otherwise provide any legal advice to you.

Sincerely,

/s/

AGDP Holding Inc., for itself and on behalf of each
of its affiliated debtors and debtors in possession

Exhibit 6

Combined Confirmation Hearing Notice

**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)

**NOTICE OF HEARING TO CONSIDER FINAL APPROVAL OF THE DISCLOSURE
STATEMENT AND CONFIRMATION OF THE DEBTORS' CHAPTER 11 PLAN
AND RELATED VOTING AND OBJECTION DEADLINES**

THIRD-PARTY RELEASE

**PLEASE BE ADVISED THAT ARTICLE IX OF THE PLAN CONTAINS CERTAIN
RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, INCLUDING THOSE
SET FORTH BELOW. ARTICLE IX.B OF THE PLAN CONTAINS A THIRD-PARTY
RELEASE. YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW
AND CONSIDER THE PLAN, INCLUDING THE RELEASE, EXCULPATION, AND
INJUNCTION PROVISIONS SET FORTH IN ARTICLE IX OF THE PLAN AS YOUR
RIGHTS MAY BE AFFECTED.**

PLEASE TAKE NOTICE that, on August 4, 2025 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that, on October [15], 2025, the Debtors filed the *Debtors’ Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the “Plan”),² and a disclosure statement for the Plan (as may be amended, modified, or supplemented from time to time, the “Disclosure Statement”), pursuant to sections 1125 and 1126(b) of the Bankruptcy Code. On [], 2025, the Court entered an order approving the Disclosure Statement on an interim basis for

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 and not defined have the meanings given to them in the Plan and Disclosure Statement, as applicable.

solicitation purposes only [Docket No. []]. Copies of the Plan³ and Disclosure Statement (and all exhibits thereto) may be obtained free of charge by: (a) visiting the website maintained by Kurtzman Carson Consultants, LLC dba Verita Global (the “Notice and Claims Agent”), at <https://www.veritaglobal.net/AGDP>; (b) calling (866) 523-2951 (U.S./Canada Toll-Free) or +1 (781) 575-2140 (International); or (c) submitting an inquiry via www.veritaglobal.net/agdp/inquiry. Copies may also be obtained for a fee via PACER at <http://www.deb.uscourts.gov>.

INFORMATION REGARDING THE PLAN

Voting Record Date. The record date to determine which Claims in each of the Voting Classes are entitled to vote on the Plan is November 2, 2025.

Only holders of Claims in Class 3 (Prepetition Deficiency Claims) and Class 4 (General Unsecured Claims) are entitled to vote to accept or reject the Plan. All other classes of Claims and Interests are deemed either to accept or reject the Plan and, therefore, are not entitled to vote.

Voting Deadline. The deadline for voting on the Plan is on **December 8, 2025, at 5:00 p.m., prevailing Eastern Time** (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you **must**: (a) follow the instructions carefully; (b) complete **all** of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is **actually received** by the Notice and Claims Agent on or before the Voting Deadline.

Combined Confirmation Hearing. The hearing at which the Court will consider confirmation of the Plan (the “Combined Confirmation Hearing”) will commence on **December 18, 2025, at 3:00 p.m., prevailing Eastern Time**, before the Honorable Mary F. Walrath, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, Courtroom No. 4, Wilmington, Delaware 19801 or via remote video. The Combined Confirmation Hearing may be continued from time to time by the Court or the Debtors (in consultation with the Committee) without further notice other than by such adjournment being announced in open court and/or a notice of adjournment filed with the Court and served on the Rule 2002 List.

Objecting to the Disclosure Statement and Plan. The deadline for filing objections to final approval of the Disclosure Statement and confirmation of the Plan is **December 8, 2025, at 4:00 p.m., prevailing Eastern Time** (the “Objection Deadline”). Any objections **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state the name of the objecting party and the amount and nature of the Claim or Interest of such party; (d) state, with particularity, the legal and factual basis for and the nature of any objection and, if practicable, a proposed modification to the Plan that would resolve such objection; and

³ When filed, copies of the Plan Supplement (which may occur in multiple installments) will also be available through the Notice and Claims Agent free of charge and via PACER for a fee. The Debtors will file the initial Plan Supplement no later than seven days prior to the Voting Deadline and will serve notice on all holders of Claims entitled to vote on the Plan, which will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

(e) be filed with the Court, together with proof of service, so as to be **actually received** on or before the Objection Deadline.

UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE (THIS “NOTICE”), IT MAY NOT BE CONSIDERED BY THE COURT.

Binding Nature of the Plan

If confirmed, the Plan shall bind all Holders of Claims and Interests to the maximum extent permitted by applicable law, whether or not such Holder will receive or retain any property or interest in property under the Plan, has filed a Proof of Claim in the Debtors’ chapter 11 cases, or failed to vote to accept or reject the Plan or voted to reject the Plan.

If you have questions about this Notice, please contact Verita at:

U.S./Canada Toll Free: (866) 523-2951 / International: +1 (781) 575-2140
Or click the “Submit an Inquiry” option at <https://www.veritaglobal.net/agdp/inquiry>

IMPORTANT INFORMATION REGARDING RELEASES, INJUNCTIONS, AND EXCULPATIONS

A HOLDER OF A CLAIM AGAINST AND/OR INTEREST IN THE DEBTORS IS NOT A “RELEASING PARTY” AND IS NOT GRANTING THE THIRD-PARTY RELEASES SET FORTH IN ARTICLE IX.B OF THE PLAN UNLESS SUCH HOLDER OPTS INTO THE THIRD-PARTY RELEASES SET FORTH IN THE PLAN

The Plan contains the following provisions:

Article IX.A Releases by the Debtors

As of the Effective Date, except as otherwise provided in the Plan or the Confirmation Order, pursuant to section 1123(b) of the Bankruptcy Code and for good and valuable consideration, each Released Party is deemed conclusively, absolutely, unconditionally, irrevocably, and forever released, to the maximum extent permitted by law, by the Debtors and their Estates from any and all claims and Causes of Action, whether known or unknown, including any claims and Causes of Action that the Debtors or their Estates would have been legally entitled to assert in their own right including any claims or Causes of Action that could be asserted derivatively or on behalf of the Debtors (or their Estates), that such Entity would have been legally entitled to assert (whether individually or collectively), based on, or relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership, or operation thereof, or otherwise), any securities issued by the Debtors and the ownership thereof, the Debtors’ in- or out-of-court restructuring efforts, the payment or satisfaction of prepetition debt or claims, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, documents and pleadings related to the Sale, the DIP Orders and any related agreement, instruments, and other documents relating thereto, the Plan, the Plan Supplement, or any other transaction, contract, instrument, release, or other agreement or document created or entered into in

connection with the Sale, the Plan, the Plan Supplement, the Chapter 11 Cases, the filing of the Chapter 11 Cases, the pursuit of the Confirmation Order, the pursuit of the Sale Order, the conduct of the sale process, the pursuit of consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence or omission taking place on or before the Effective Date; *provided, however*, that this provision shall not operate to waive or release any Claims or Causes of Action related to any act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual intentional fraud, willful misconduct, or gross negligence of such Person. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (1) any post-Effective Date obligations of any party or Entity under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan; (2) any obligations under or in respect of the Sale Order or the APA; (3) any obligations under or in respect of the Global Settlement; or (4) the Retained Causes of Action.

Article IX.B Releases by Holders of Claims

As of the Effective Date, except as otherwise provided in the Plan or the Confirmation Order, in exchange for good and valuable consideration, including the obligations of the Debtors under the Plan, to the fullest extent permissible under applicable law, as such law may be extended or integrated after the Effective Date, each Releasing Party shall be deemed to conclusively, absolutely, unconditionally, irrevocably and forever release each Released Party from any and all claims and Causes of Action, whether known or unknown, including any claims and Causes of Action that the Debtors or their Estates would have been legally entitled to assert in their own right including any claims or Causes of Action that could be asserted derivatively or on behalf of the Debtors (or their Estates), that such Entity would have been legally entitled to assert (whether individually or collectively), based on, relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership or operation thereof, or otherwise), any securities issued by the Debtors and the ownership thereof, the Debtors' in- or out-of-court restructuring efforts, the payment or satisfaction of prepetition debt or claims, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, documents and pleadings related to the Sale, or agreement or document created or entered into in connection with the Sale, the DIP Orders and any related agreement, instruments, and other documents relating thereto, the Plan, the Plan Supplement, the Chapter 11 Cases, the filing of the Chapter 11 Cases, the pursuit of the Confirmation Order, the pursuit of the Sale Order, the conduct of the sale process, the pursuit of consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence or omission taking place on or before the Effective Date; *provided, however*, that this provision shall not operate to waive or release any Claims or Causes of Action related to any act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual intentional fraud, willful misconduct, or gross negligence of such Person. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release (1) any post-Effective Date obligations of any party or Entity under the Plan or any document, instrument, or agreement (including those set

forth in the Plan Supplement) executed to implement the Plan; (2) any obligations under or in respect of the Sale Order or the APA; or (3) any obligations under or in respect of the Global Settlement. Notwithstanding anything to the contrary herein, nothing in the Plan shall be construed as authorizing or implementing releases of any Retained Causes of Action or Causes of Action sold to the Purchaser in connection with the Sale.

Article IX.C Exculpation

Except as otherwise specifically provided in the Plan, to the maximum extent permitted by applicable law, no Exculpated Party shall have or incur liability for, and each Exculpated Party is hereby released and exculpated from, any Cause of Action for any Claim related to any act or omission arising from the Petition Date to the Effective Date in connection with, relating to, or arising out of, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Debtors' in-court restructuring efforts, the Disclosure Statement, documents and pleadings related to the Sale, the DIP Orders and any related agreement, instruments, and other documents relating thereto, the Plan, the Plan Supplement, or any other restructuring transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Sale, the Plan, the Plan Supplement, the Chapter 11 Cases, the filing of the Chapter 11 Cases, the pursuit of the Confirmation Order, the pursuit of the Sale Order, the conduct of the sale process, the pursuit of consummation, the administration and implementation of the Plan, including the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence or omission taking place between the Petition Date and the Effective Date, except for claims related to any act or omission that is determined in a Final Order by a court of competent jurisdiction to have constituted actual intentional fraud, willful misconduct, or gross negligence of such Person, but in all respects such Entities shall be entitled to reasonably rely upon the written advice of counsel with respect to their duties and responsibilities pursuant to the Plan to the extent permitted under applicable law.

Article IX.D Injunction

In accordance with Bankruptcy Code Section 1141(d)(3), the Plan does not discharge the Debtors. Bankruptcy Code Section 1141(c) nevertheless provides, among other things, that the property dealt with by the Plan is free and clear of all Claims and interests against the Debtors, and Bankruptcy Code Section 1141(a) provides that the Plan, as confirmed, will be binding to the extent provided therein. As such, no Entity holding a Claim against the Debtors may receive any payment from, or seek recourse against, any assets that are to be distributed under the Plan other than assets required to be distributed to that Entity under the Plan. All parties are precluded from asserting against any property to be distributed under the Plan any Claims, rights, Causes of Action, liabilities, or Interests based upon any act, omission, transaction, or other activity that occurred before the Effective Date except as expressly provided in the Plan or the Confirmation Order.

Except as otherwise provided in the Plan or the Confirmation Order, all Entities who have held, hold, or may hold claims, Interests, Causes of Action, or liabilities that: (1) are subject to compromise and settlement pursuant to the terms of the Plan; (2) have been

released pursuant to the Plan; (3) were purchased and released by a purchaser in connection with the Sale; (4) are subject to exculpation pursuant to the Plan; or (5) are otherwise discharged, satisfied, stayed, released, or terminated pursuant to the terms of the Plan, are permanently enjoined and precluded, from and after the Effective Date, from commencing or continuing in any manner, any action or other proceeding, including on account of any claims, Interests, Causes of Action, or liabilities that have been compromised or settled against the Debtors or any Person or Entity so released or exculpated (or the property or estate of any Entity, directly or indirectly, so released or exculpated) on account of, or in connection with or with respect to, any discharged, released, settled, compromised, or exculpated claims, Interests, Causes of Action, or liabilities, including being permanently enjoined and precluded, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Liquidating Trust, the Released Parties, or Exculpated Parties (as applicable): (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such claims or Interests; (c) creating, perfecting, or enforcing any lien or encumbrance of any kind against such Entities or the property or the estate of such Entities on account of or in connection with or with respect to any such claims or Interests; (d) asserting any right of setoff or subrogation of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such claims or Interests unless such Entity has timely asserted such setoff right in a document filed with the Bankruptcy Court explicitly preserving such setoff (*i.e.*, a Proof of Claim or motion asserting such rights), and notwithstanding an indication of a Claim or Interest or otherwise that such Person or Entity asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such claims or Interests released, exculpated, or settled pursuant to the Plan.

Upon the Bankruptcy Court's entry of the Confirmation Order, all Holders of Claims and Interests and other parties in interest, along with their respective present or former employees, agents, officers, directors, or principals, shall be enjoined from taking any actions to interfere with the implementation or consummation of this Plan by the Debtors, the Liquidating Trustee, and their respective affiliates, employees, advisors, officers and directors, or agents.

* * * * *

Under the Plan, "Released Party" means each of, and in each case in its capacity as such: (a) the Debtors' and the Committee's Related Parties solely in their capacity as such; (b) the Prepetition Term Loan Agent and the Prepetition Term Loan Lenders; (c) the DIP Agent and the DIP Lenders; (d) the Related Parties of each of the parties identified in clause (b)-(c) of this definition (but excluding the Prepetition LiveStyle Secured Parties); (e) the members of the Restructuring Committee of the Board of AGDP Holding Inc., Pamela Corrie, Hooman Yazhari, and Vikram Jindal; and (f) Gary Richards and Alec Ifshin; *provided, however*, that, except as to those specifically referenced in this definition of "Released Parties," the Debtors' other current or former

directors and officers shall not be Released Parties with respect to the Retained Causes of Action listed in the Plan Supplement, which the Liquidating Trustee shall be entitled to pursue solely to the extent of any available insurance coverage for such Retained Causes of Action.

Under the Plan, “Releasing Parties” means, in their capacities as such: (a) the Committee and its members; (b) all Holders of Claims in Class 3; (c) all Holders of Claims in Class 4 who vote to accept the Plan, vote to reject the Plan, or abstain from voting on the Plan and, in each case, “opt in” to the releases set forth in Article IX of the Plan, (d) all Holders of Claims or Interests that (i) are deemed to have rejected the Plan pursuant to Section 1126(g) of the Bankruptcy Code, and (ii) after receiving notice, “opt in” to the releases set forth in Article IX of the Plan; (e) all Holders of Claims or Interests that (i) are deemed to have accepted the Plan pursuant to Section 1126(f) of the Bankruptcy Code and, (ii) after receiving notice, “opt in” to the releases set forth in Article IX of the Plan; and (f) each Related Party of each Entity in clause (a) through (e), solely to the extent such Related Party may assert Claims or Causes of Action on behalf of or in a derivative capacity by or through an Entity in clause (a) through (e).

Under the Plan, “Exculpated Party” or “Exculpated Parties” means, in each case in its capacity as such, (a) the Debtors; (b) the Estates; (c) the Committee and its members; (d) the Retained Professionals; and (e) each of the preceding parties’ respective Related Parties, in each case, who served as a fiduciary of the Debtors’ Estates at any time between the Petition Date and the Effective Date of this Plan.

YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MAY BE AFFECTED.

UNLESS AN OBJECTION IS TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS COMBINED CONFIRMATION HEARING NOTICE, IT MAY NOT BE CONSIDERED BY THE COURT.

[Remainder of page intentionally left blank]

Dated: [●], 2025
Wilmington, Delaware

**YOUNG CONAWAY STARGATT & TAYLOR,
LLP**

/s/

Edmon L. Morton (No. 3856)
Sean M. Beach (No. 4070)
Kenneth J. Enos (No. 4544)
S. Alexander Faris (No. 6278)
Sarah Gawrysiak (No. 7403)
Evan S. Saruk (No. 7452)
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kenos@ycst.com
afaris@ycst.com
sgawrysiak@ycst.com
esaruk@ycst.com

Counsel to the Debtors and Debtors in Possession

Exhibit 7

Notice of Assumption of Executory Contracts and Unexpired Leases

**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)

Obj. Deadline: November 17, 2025 at 4:00 p.m. (ET)

**NOTICE OF (A) EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO BE
ASSUMED BY THE DEBTORS PURSUANT TO THE PLAN, (B) CURE AMOUNTS,
IF ANY, AND (C) RELATED PROCEDURES IN CONNECTION THEREWITH**

PLEASE TAKE NOTICE that, on August 4, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that, on October **15**, 2025, the Debtors filed the *Debtors’ Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the “Plan”),² and a disclosure statement for the Plan (as may be amended, modified, or supplemented from time to time, the “Disclosure Statement”), pursuant to sections 1125 and 1126(b) of the Bankruptcy Code. On [], 2025, the Court entered an order approving the Disclosure Statement on an interim basis for solicitation purposes only [Docket No. []]. Copies of the Plan³ and Disclosure Statement (and all exhibits thereto) may be obtained free of charge by: (a) visiting the website maintained by Kurtzman Carson Consultants, LLC dba Verita Global (the “Notice and Claims Agent”), at <https://www.veritaglobal.net/AGDP>; (b) calling (866) 523-2951 (U.S./Canada Toll-Free) or +1 (781) 575-2140 (International); or (c) submitting an inquiry via www.veritaglobal.net/agdp/inquiry. Copies may also be obtained for a fee via PACER at <http://www.deb.uscourts.gov>.

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 and not defined have the meanings given to them in the Plan and the Disclosure Statement, as applicable.

³ When filed, copies of the Plan Supplement (which may occur in multiple installments) will also be available through the Notice and Claims Agent free of charge and via PACER for a fee. The Debtors will file the initial Plan Supplement no later than seven days prior to the Voting Deadline and will serve notice on all holders of Claims entitled to vote on the Plan, which will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

PLEASE TAKE FURTHER NOTICE that in accordance with Article V.A of the Plan and sections 365 and 1123 of the Bankruptcy Code, all Executory Contracts or Unexpired Leases not previously assumed, assumed and assigned, or rejected pursuant to an order of the Bankruptcy Court, will be deemed rejected, in accordance with the provisions and requirements of sections 365 and 1123 of the Bankruptcy Code other than those Executory Contracts or Unexpired Leases that (a) are the subject of a motion to assume or reject that is pending on the Effective Date, (b) are identified on the Schedule of Assumed Executory Contracts and Unexpired Leases, if any, or (c) are a contract, lease, or other agreement or document entered into in connection with the Plan.

PLEASE TAKE FURTHER NOTICE that you are receiving this notice because the Debtors' records reflect that you are a party to a contract that is listed on the Schedule of Assumed Executory Contracts and Unexpired Leases. Therefore, you are advised to review carefully the information contained in this notice and the related provisions of the Plan, including the Schedule of Assumed Executory Contracts and Unexpired Leases.

PLEASE TAKE FURTHER NOTICE that the Debtors are proposing to assume (or assume and assign) the Executory Contract(s) and Unexpired Lease(s) listed on **Exhibit A**, attached hereto, to which you are a party, and have determined the amounts required to cure defaults, if any, under the Executory Contract(s) and Unexpired Lease(s), which amounts are listed on **Exhibit A**. Please note that if no amount is stated for a particular Executory Contract or Unexpired Lease, the Debtors believe that there is no Cure Amount outstanding for such contract or lease.

PLEASE TAKE FURTHER NOTICE that assumption or assumption and assignment of any Executory Contract or Unexpired Lease pursuant to the Plan or otherwise shall result in the full release and satisfaction of any Claims against any Debtor or defaults by any Debtor, whether monetary or nonmonetary, including defaults of provisions restricting the change in control or ownership interest composition or other bankruptcy-related defaults, arising under any assumed Executory Contract or Unexpired Lease at any time before the date that the Debtors assume or assume and assign such Executory Contract or Unexpired Lease. Any Proofs of Claim filed with respect to an Executory Contract or Unexpired Lease that has been assumed or assumed and assigned shall be deemed disallowed and expunged, without further notice to or action, order, or approval of the Bankruptcy Court or any other Entity, upon the assumption (or assumption and assignment) of such Executory Contract or Unexpired Lease.

PLEASE TAKE FURTHER NOTICE that the hearing at which the Court will consider final approval of the Disclosure Statement and confirmation of the Plan (the "**Combined Confirmation Hearing**") will commence on **December 18, 2025, at 3:00 p.m., prevailing Eastern Time**, before the Honorable Mary F. Walrath, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, Courtroom No. 4, Wilmington, Delaware 19801 or via remote video.

PLEASE TAKE FURTHER NOTICE that the deadline for filing objections to final approval of the Disclosure Statement and confirmation of the Plan, including, to the assumption (or assumption and assignment) of an Executory Contract or Unexpired Lease, is **December 8, 2025, at 4:00 p.m., prevailing Eastern Time** (the "**Objection Deadline**"). Any objections to the Plan **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders

of the Court; (c) state the name of the objecting party and the amount and nature of the Claim or Interest of such party; (d) state, with particularity, the legal and factual basis for and the nature of any objection and, if practicable, a proposed modification to the Plan that would resolve such objection; and (e) be filed with the Court, together with proof of service, so as to be **actually received** on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that in the event of a dispute regarding: (a) the amount of any Cure Amount; (b) the ability of any assignee, to provide “adequate assurance of future performance” (within the meaning of section 365 of the Bankruptcy Code) under the Executory Contract or Unexpired Lease to be assumed; or (c) any other matter pertaining to assumption or the cure payments required by section 365(b)(1) of the Bankruptcy Code, the Cure Amount shall only be paid following the entry of a Final Order or Final Orders resolving the dispute and approving the assumption (and, if applicable, assignment).

PLEASE TAKE FURTHER NOTICE that the Court will determine any unresolved objection regarding assumption, Cure Amount, “adequate assurance of future performance” (within the meaning of section 365 of the Bankruptcy Code), or other issues relating to the assumption of any Executory Contracts and Unexpired Leases (an “Assumption Dispute”) by entry of an order; *provided* that the Debtors may, in their discretion, settle any Assumption Dispute without any further action, order, or approval of the Court; *provided, further*, that if an Assumption Dispute relates solely to the applicable Cure Amount, the Debtors may assume and/or assume and assign the applicable Executory Contract or Unexpired Lease prior to the resolution of such Assumption Dispute, subject to establishing an escrow with funds in an amount as agreed by the parties thereto or as determined by the Court at the Combined Confirmation Hearing.

ANY COUNTERPARTY TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE THAT FAILS TO OBJECT TIMELY TO THE PROPOSED ASSUMPTION, ASSUMPTION AND ASSIGNMENT, OR RELATED CURE AMOUNT WILL BE DEEMED TO HAVE ASSENTED TO SUCH ASSUMPTION (OR ASSUMPTION AND ASSIGNMENT) AND CURE AMOUNT OF SUCH EXECUTORY CONTRACT OR UNEXPIRED LEASE. SUCH COUNTERPARTIES TO SUCH EXECUTORY CONTRACTS OR UNEXPIRED LEASES SHALL BE DEEMED TO RELEASE AND WAIVE, SUBJECT TO SUCH COUNTERPARTIES’ RECEIPT OF THE RELEVANT CURE AMOUNTS, ANY AND ALL RIGHTS ARISING UNDER SUCH EXECUTORY CONTRACT OR UNEXPIRED LEASE RELATED TO ANY DEFAULT, CROSS-DEFAULT, TERMINATION, PUT RIGHT, OR OTHER SIMILAR PROVISION RELATED TO ANY EVENT, DEFAULT, OR POTENTIAL DEFAULT ON OR OCCURRING PRIOR TO THE EFFECTIVE DATE.

If you have questions about this Notice, please contact Verita at:

U.S./Canada Toll Free: (866) 523-2951 / International: +1 (781) 575-2140
Or click the “Submit an Inquiry” option at <https://www.veritaglobal.net/agdp/inquiry>

Dated: [●], 2025
Wilmington, Delaware

**YOUNG CONAWAY STARGATT & TAYLOR,
LLP**

/s/

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

Exhibit A

Contract/Lease	Contract/Lease Counter Party	Assuming Debtor Entity	Assignee (if applicable)	Contract Description/Property Address	Cure Amount

Exhibit 8

Committee Letter

The Official Committee of Unsecured Creditors of
AGDP Holding Inc., *et al.*

c/o

Orrick, Herrington & Sutcliffe LLP
51 West 52nd Street
New York, New York 10019

Morris James LLP
Delaware Avenue, Suite 1500
Wilmington, DE 19801

October [●], 2025

To: All Unsecured Creditors of AGDP Holding Inc., *et al.*

Re: In re AGDP Holding Inc., *et al.*, No. 25-11446 (MFW) (Bankr. D. Del.)

Dear Unsecured Creditors:

The Official Committee of Unsecured Creditors (the “Committee”) of AGDP Holding Inc., *et al.* (the “Debtors”) submits this letter to all unsecured creditors concerning their decision as to whether to vote in favor of the *Debtors’ Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (as may be modified, amended, or supplemented from time to time, the “Plan”).¹ The deadline to vote on whether to accept or reject the Plan is December 8, 2025, at 5:00 p.m., prevailing Eastern Time (the “Voting Deadline”). Accompanying this letter is, among other things, the Plan, related Disclosure Statement (defined below), and a ballot to cast a vote to accept or reject the Plan. **The Committee believes that the Plan is fair and equitable and recommends that unsecured creditors vote to ACCEPT the Plan as it is the best result for unsecured creditors based on the facts and circumstances of these chapter 11 cases.**

I. What Is the Committee?

A committee of unsecured creditors is a fiduciary body appointed by the United States Trustee. The Committee is designed to represent a cross-section of the applicable, unsecured creditor body. The Committee represents and advocates for the interests of all general unsecured creditors in these chapter 11 cases. A principal objective of the Committee is to maximize recovery for all unsecured creditors.

II. Background

On August 4, 2025 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors’ chapter 11 cases are pending before the Honorable Mary F. Walrath in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

On August 18, 2025, the Office of the United States Trustee for the District of Delaware appointed the Committee pursuant to Bankruptcy Code section 1102(a)(1). The Committee is represented by the following professionals: (i) the law firms of Orrick, Herrington & Sutcliffe LLP and Morris James LLP as co-counsel and (ii) IslandDundon LLC as financial advisor. The members of the Committee have devoted a considerable amount of their own time working on these cases to protect the rights of all unsecured creditors.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

III. The Plan and Disclosure Statement

On October [●], 2025, the Debtors filed the Plan and the *Disclosure Statement for the Debtors' Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc. and Its Affiliated Debtors* (the "Disclosure Statement"). The Bankruptcy Court held a hearing on [●], 2025 to consider approval of the Disclosure Statement on an interim basis. On [●], 2025, the Court entered an order conditionally approving the Disclosure Statement, establishing procedures for the solicitation and tabulation of votes to accept or reject the Plan, and establishing deadlines and procedures for filing objections to confirmation of the Plan.

The Plan provides for the creation of a Liquidating Trust and appointment of a Liquidating Trustee, which will, among other things, liquidate certain of the Debtors' assets to fund distributions for unsecured creditors after the payment of certain expenses. In addition, the Plan provides for the implementation of the global settlement (the "Global Settlement") by and among (i) the Debtors, (ii) the Committee, and (iii) Axar Capital Management LP (on behalf of itself and its affiliates), which settlement was approved by the Bankruptcy Court pursuant to an order dated [●], 2025. Unsecured creditors are slated to receive their *pro rata* share of the Liquidating Trust Distributable Proceeds, which includes, among other things, (i) an initial contribution of \$1.05 million funded by the Purchaser pursuant to the Global Settlement, (ii) future contributions of \$750,000 funded by the Purchaser on each anniversary of the closing of the Sale, beginning on the first anniversary of the closing and ending on the third anniversary of the closing of such Sale, pursuant to the terms of the Global Settlement;² and (iii) cash generated from the liquidation of certain of the Debtors' assets by the Liquidating Trustee (including a Contingent Value Right issued by the Purchaser pursuant to the Global Settlement that will entitle the Liquidating Trust to receive 15.0% of the proceeds of any future monetization event in excess of a specified threshold amount), after payment of certain expenses as set forth in the Plan. The Debtors' financial projections imply that the general unsecured creditors may receive a recovery of [●]% - [●]%.³ The Plan contemplates consolidation of the Debtors for the purposes voting, confirmation, and distribution, which the Committee believes is fair, equitable, and value maximizing for unsecured creditors.

The Plan incorporates the Committee's comments and maximizes recoveries for unsecured creditors. The Committee recommends that all unsecured creditors review the Plan and the Disclosure Statement carefully. Based on its review of the same, the Committee believes that, under the circumstances of these cases, the Plan provides for treatment of your claim in a manner that is fair and equitable. The Committee, representing the interests of all general unsecured creditors of the Debtors, supports confirmation of the Plan and, therefore, recommends that all general unsecured creditors vote to accept the Plan.

The Plan also includes a third-party release in Article IX.B (the "Third-Party Release") which acts to release various non-debtors from claims that may be brought by creditors in their individual capacity. If you check the box in your ballot to opt into the Third-Party Release, you will have consented to the release given by each of the Releasing Parties to the Released Parties as set forth in

² To the extent that funds reserved to pay administrative expense claims remain available after the administrative expense claim reconciliation process, such remaining funds will be transferred to the Liquidating Trust and will be credited against the future contribution installments.

³ The Debtors have attempted to estimate the range of recovery for general unsecured creditors, but such range is subject to change as described in the Debtors' Disclosure Statement.

Article IX.B of the Plan. Your decision on whether to opt into the Third-Party Release will have no effect on your right to a distribution in these chapter 11 cases.

A ballot to vote on the Plan is enclosed with this letter. **The Committee recommends that you properly and timely submit your ballot accepting the Plan in accordance with the instructions in your ballot by the Voting Deadline (December 8, 2025, at 5:00 p.m. (prevailing Eastern Time)).**

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions, however, please feel free to contact Kurtzman Carson Consultants, LLC dba Verita Global (the “Notice and Claims Agent”) at no charge by: (a) visiting the Debtors’ restructuring website at <https://www.veritaglobal.net/AGDP>; (b) writing to AGDP Ballot Processing Center, c/o KCC dba Verita, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245; (c) calling the Notice and Claims Agent at (866) 523-2951 (U.S./Canada Toll-Free) or +1 (781) 575-2140 (International); or (d) submitting an inquiry at <https://www.veritaglobal.net/agdp/inquiry>. Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of solicitation materials, but may not advise you as to whether you should vote to accept or reject the Plan or otherwise provide any legal advice to you.

BEFORE YOU CAST YOUR BALLOT YOU SHOULD CAREFULLY REVIEW THE ENCLOSED PLAN, THE DISCLOSURE STATEMENT, AND THE EXHIBITS TO THE DISCLOSURE STATEMENT IN THEIR ENTIRETY, AND YOU MAY WANT TO CONSULT YOUR OWN LEGAL AND FINANCIAL PROFESSIONALS.

THIS LETTER DOES NOT PURPORT TO REFLECT THE VIEWS OF THE BANKRUPTCY COURT AND DOES NOT CONSTITUTE FINDINGS OF FACT OR CONCLUSIONS OF LAW ENDORSED BY THE BANKRUPTCY COURT, NOR DOES IT NECESSARILY REFLECT THE VIEWS OF ANY INDIVIDUAL COMMITTEE MEMBER, EACH OF WHICH RESERVES ANY AND ALL RIGHTS. THIS LETTER IS NOT INTENDED OR OFFERED AS LEGAL ADVICE AS TO ANY SPECIFIC CLAIM OR THE TREATMENT OF ANY CLAIM UNDER THE PLAN. IT HAS BEEN PREPARED FOR INFORMATIONAL PURPOSES ONLY.

If you have any questions regarding the Plan, voting procedures or otherwise, please contact counsel to the Committee:

Orrick, Herrington & Sutcliffe LLP
Mark Franke and Brandon Batzel:
mfranke@orrick.com; bbatzel@orrick.com
-and-

Morris James LLP
Eric J. Monzo and Siena B. Cerra
emonzo@morrisjames.com; scerra@morrisjames.com

Very truly yours,

**The Official Committee of Unsecured Creditors
of AGDP Holding Inc., *et al.***