

**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)

**CERTIFICATION OF COUNSEL REGARDING
STIPULATION RESOLVING LIFESTYLE CLAIM**

The undersigned counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtors and debtors in possession (each a “Debtor” and collectively, the “Debtors”) hereby certifies as follows:²

1. 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.

2. On August 18, 2025, the Office of the United States Trustee for the District of Delaware appointed the Committee [D.I. 73].

3. On October 24, 2025, the Court entered the Final DIP Order.

¹ The Debtors in these chapter 11 cases, together with the last four digits of the Debtors’ federal tax identification number, are AGDP Holding Inc. (6504); Avant Gardner, LLC (6504); AG Management Pool LLC (9962); EZ Festivals LLC (8854); Made Event LLC (6272); and Reynard Productions, LLC (5431). The Debtors’ service address is 140 Stewart Ave, Brooklyn, NY 11237, Attn: General Counsel.

² Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the *Final Order Pursuant to Sections 105, 361, 362, 363, 364, 503 and 507 of the Bankruptcy Code (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing; (II) Granting (A) Liens and Superpriority Administrative Expense Claims and (B) Adequate Protection to Certain Prepetition Lenders; (III) Authorizing Use of Cash Collateral; and (V) Granting Related Relief* [D.I. 370] (the “Final DIP Order”), the *Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc and its Affiliated Debtors* [D.I. 404] (the “Plan”), or the Stipulation (defined herein), as applicable.



4. On November 5, 2025, the Debtors filed the solicitation version of their Plan.

5. LiveStyle asserted a secured claim against certain of the Debtors in these chapter 11 cases in the amount of \$11,954,684.44 (the “LiveStyle Claim”) with respect to the Prepetition LiveStyle Obligations and the Prepetition LiveStyle Liens.

6. LiveStyle agreed to extend the Challenge Deadline pursuant to paragraph 5.1(d) of the Final DIP to December 5, 2025 to allow LiveStyle and the Committee to engage in discussions regarding potential Challenges that the Committee might bring against LiveStyle, including, among other things, an objection seeking to reduce and/or reclassify the LiveStyle Claim.

7. As a result of good faith, arms’-length negotiations, the Committee and LiveStyle reached an agreement in principle (the “LiveStyle Claim Resolution”) to resolve their disputes regarding the LiveStyle Claim as set forth in the *Stipulation Resolving LiveStyle Claim* (the “Stipulation”).

8. Attached hereto as **Exhibit 1** is a proposed order (the “Proposed Order”) approving the Stipulation, which is in turn attached to the Proposed Order as Exhibit A thereto.

WHEREFORE, the Committee respectfully requests that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit 1**, at its earliest convenience without further notice or a hearing.

[Remainder of page intentionally left blank.]

Dated: December 4, 2025

By: /s/ Eric J. Monzo

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EXHIBIT 1

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)

**ORDER APPROVING
STIPULATION RESOLVING LIVESTYLE CLAIM**

Upon consideration of the *Stipulation Resolving LiveStyle Claim* (the “Stipulation”); and the Court having determined that good and adequate cause exists for approval of the Stipulation; and the Court having determined that no further or other notice of the Stipulation need be given, it is hereby ORDERED that:

1. The Stipulation attached hereto as **Exhibit A** is approved.
2. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Order or the Stipulation.

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.

EXHIBIT A

Stipulation

**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)

STIPULATION RESOLVING LIFESTYLE CLAIM

AGDP Holding Inc. (“AGDP Holding”),² on behalf of itself and its affiliated debtors and debtors in possession (each a “Debtor” and collectively, the “Debtors”), the Official Committee of Unsecured Creditors appointed in the Debtors’ chapter 11 cases (the “Committee”), and LiveStyle Holdings, Inc., NYC Festivals, LLC, NYC Club Event, LLC, SFXE IP LLC, together with any other lenders under the Prepetition LiveStyle Note (collectively, “Livestyle” and together with AGDP Holding, and the Committee, the “Parties”), hereby stipulate and agree as follows (this “Stipulation”):

WHEREAS, 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.

¹ The Debtors in these chapter 11 cases, together with the last four digits of the Debtors’ federal tax identification number, are AGDP Holding Inc. (6504); Avant Gardner, LLC (6504); AG Management Pool LLC (9962); EZ Festivals LLC (8854); Made Event LLC (6272); and Reynard Productions, LLC (5431). The Debtors’ service address is 140 Stewart Ave, Brooklyn, NY 11237, Attn: General Counsel.

² Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the *Final Order Pursuant to Sections 105, 361, 362, 363, 364, 503 and 507 of the Bankruptcy Code (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing; (II) Granting (A) Liens and Superpriority Administrative Expense Claims and (B) Adequate Protection to Certain Prepetition Lenders; (III) Authorizing Use of Cash Collateral; and (V) Granting Related Relief* [D.I. 370] (the “Final DIP Order”) or the *Joint Chapter 11 Plan of Liquidation for AGDP Holding Inc and its Affiliated Debtors* [D.I. 404] (the “Plan”), as applicable.

WHEREAS, on August 18, 2025, the Office of the United States Trustee for the District of Delaware appointed the Committee [D.I. 73].

WHEREAS, the Court entered the Final DIP Order on October 24, 2025;

WHEREAS, on November 5, 2025, the Debtors filed the solicitation version of their Plan;

WHEREAS, LiveStyle asserted a secured claim against certain of the Debtors in these chapter 11 cases in the amount of \$11,954,684.44 (the “LiveStyle Claim”) with respect to the Prepetition LiveStyle Obligations and the Prepetition LiveStyle Liens;

WHEREAS, LiveStyle agreed to extend the Challenge Deadline pursuant to paragraph 5.1(d) of the Final DIP to December 5, 2025 to allow LiveStyle and the Committee to engage in discussions regarding potential Challenges that the Committee might bring against LiveStyle, including, among other things, an objection seeking to reduce and/or reclassify the LiveStyle Claim;

WHEREAS, as a result of good faith, arms’-length negotiations, the Committee and LiveStyle reached an agreement in principle (the “LiveStyle Claim Resolution”) to resolve their disputes regarding the LiveStyle Claim, subject to agreement on the proposed resolution from the Debtors and approval of the Bankruptcy Court of the LiveStyle Claim Resolution;

WHEREAS, the Parties agreed to the terms of the LiveStyle Claim Resolution set forth in this Stipulation.

NOW, THEREFORE, it is hereby stipulated and agreed as follows:

1. Effectiveness. This Stipulation shall become effective upon entry of an order approving this Stipulation (the date upon which this Stipulation becomes effective, the “Stipulation Effective Date”).

2. Allowed LiveStyle GUC. The LiveStyle Claim shall be reduced and reclassified as an Allowed General Unsecured Claim against the Debtors who are party to the Prepetition LiveStyle Debt Documents in the amount of \$9,954,684.44 (the “Allowed LiveStyle GUC”), which shall be entitled to the same treatment under the Plan as other Allowed Claims in Class 4 (General Unsecured Claims).

3. No Other Claim. LiveStyle shall not hold any other allowed claim against the Debtors.

4. Support For Plan. LiveStyle shall timely vote or cause to be voted all claims that it holds, controls, or has the reasonable ability to control in favor of the Plan, and shall not change or withdraw such votes or cause or direct such votes to be changed, withdrawn, or voted to reject the Plan. LiveStyle shall not, directly or indirectly, object to, or otherwise commence any proceeding to oppose, the Plan, or any other pleadings or documents filed by the Debtors or the Committee consistent with, and in pursuit of, confirmation of the Plan, or impede the consummation of the Plan.

5. Challenge Deadline. With respect to LiveStyle the Challenge Deadline shall be deemed to have passed, and the Debtors’ Stipulations shall be binding in accordance with section 5.1(b) of the Final DIP Order except to the extent modified herein.³

6. Releases. The Releasing Parties shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever released, waived, and discharged each Released Party from any and all Released Claims; *provided*, that the releases set forth in this paragraph shall not be construed as releasing any rights or obligations under this Stipulation, the Allowed LiveStyle

³ In the event of any inconsistency between the Debtors’ Stipulations and the terms of this Stipulation, the terms of this Stipulation shall control.

GUC Claim, the Plan, or the other Global Settlement Definitive Documents, or any post-Effective Date rights or obligations of any Party or its Related Parties.

7. Certain Additional Defined Terms. As used in this Stipulation, the following terms shall have the meanings set forth below.

- a. “Related Party” means each of, and in each case in its capacity as such, current and former directors, managers, officers, committee members, members of any governing body, equity holders (regardless of whether such interests are held directly or indirectly), affiliated investment funds or investment vehicles, managed accounts or funds, predecessors, participants, successors, assigns, subsidiaries, affiliates, partners, limited partners, general partners, principals, members, management companies, fund advisors or managers, employees, agents, trustees, advisory board members, financial advisors, attorneys (including any other attorneys or professionals retained by any current or former director or manager in his or her capacity as director or manager of an entity), accountants, investment bankers, consultants, representatives, and other professionals and advisors and any such person’s or entity’s respective heirs, executors, estates, and nominees.
- b. “Released Claims” means, solely with respect to the Released Parties, any and all rights claims, obligations (contractual or otherwise), suits, judgments, damages, rights, liabilities, or causes of action, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, including direct and derivative claims, relating to any actions, transactions, events, dealings, or omissions taking place on or before the Stipulation Effective Date arising out of, or in any way related to in any manner, to the Debtors, the Prepetition LiveStyle Debt Documents, the Debtors’ in- or out-of-court restructuring efforts, the payment or satisfaction of prepetition debt or claims, these chapter 11 cases, any potential Challenges against LiveStyle, or any other related agreement, or upon any other act or omission, transaction, agreement, or other occurrence taking place on or before the Stipulation Effective Date related or relating to the foregoing.
- c. “Released Party” and “Releasing Party” means each of the following and their respective Related Parties: (i) the Debtors, (ii) LiveStyle, (iii) the Committee, and (iv) each member of the Committee in their capacity as such.

8. Amendments and Waivers. No amendment, modification, or waiver of any provision of this Stipulation shall be valid unless the same shall be in writing and signed by the Parties.

9. Claims Register. The Notice and Claims Agent shall update the Claims Register to reflect the terms of this Stipulation and the Parties shall cooperate with the Notice and Claims Agent and each other to effectuate the same.

[Remainder of page intentionally left blank.]

Dated: December 4, 2025

**YOUNG CONAWAY STARGATT & TAYLOR,
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