

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

AGDP HOLDING INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-11446 (MFW)

(Jointly Administered)

Objection Deadline:

December 31, 2025 at 4:00 p.m. (ET)

**NOTICE OF FILING OF DECLARATION OF DISINTERESTEDNESS
OF ORDINARY COURSE PROFESSIONAL, ADELMAN MATZ, P.C.**

PLEASE TAKE NOTICE that, on September 2, 2025, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered the *Order (I) Authorizing the Debtors to Retain and Compensate Professionals in the Ordinary Course of Business Effective as of the Petition Date, (II) Waiving Certain Information Requirements of Local Rule 2016-1, and (III) Granting Related Relief* [D.I. 133] (the “OCP Order”).²

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

PLEASE TAKE FURTHER NOTICE that any objections to the retention of Adelman Matz, P.C. by the Notice Parties must be filed with the Court, and at the same time served upon the following parties and Adelman Matz, P.C., on or before **December 31, 2025 at 4:00 p.m. (ET)** (the “Objection Deadline”): (i) the Debtors, 140 Stewart Ave, Brooklyn, NY 11237, Attn: General Counsel; (ii) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Rodney Square, Wilmington, DE 19801, Attn: Sean M. Beach (sbeach@ycst.com), S. Alexander Faris (afaris@ycst.com), and Evan Saruk (esaruk@ycst.com); (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: Jonathan W. Lipshie (Jon.Lipshie@usdoj.gov); (iv) counsel to the DIP Agent, Holland & Knight LLP, 150 N. Riverside Plaza, Suite 2700, Chicago, IL 60606, Attn: Anastasia Sotiropoulos (anastasia.sotiropoulos@hkllaw.com); (v) counsel to the DIP Lenders and Prepetition Term Loan Lender, McDermott, Will & Schulte, LLP, 919 Third Avenue, New York, NY 10022, Attn: Adam C. Harris (adam.harris@srz.com) and Reuben Dizengoff (reuben.dizengoff@srz.com); (vi) counsel to LiveStyle, Cullen and Dykman LLP, 333 Earle Ovington Boulevard, 2nd Floor, Uniondale, NY 11553, Attn: Thomas R. Slome

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

² Capitalized terms used but not otherwise defined herein shall have the meanings given to such terms in the OCP Order.



(tslome@cullenllp.com); and (vii) counsel to the Committee, (a) Orrick, Herrington & Sutcliffe LLP, 51 West 52nd Street, New York, NY 10019, Attn: Mark Franke (mfranke@orrick.com) and Brandon Batzel (bbatzel@orrick.com), and (b) Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19801, Attn: Eric J. Monzo (emonzo@morrisjames.com).

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

[Signature Page Follows]

Dated: December 17, 2025
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Evan Saruk

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

Adelman Matz, P.C. Declaration

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

In re:

AGDP HOLDING INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-11446 (MFW)

(Jointly Administered)

Ref: Docket No. 133

Obj. Deadline: December 31, 2025 at 4:00 p.m. (E.T.)

**DECLARATION OF DISINTERESTEDNESS OF ADELMAN MATZ, P.C. PURSUANT
TO THE ORDER (I) AUTHORIZING THE DEBTORS TO RETAIN AND
COMPENSATE PROFESSIONALS IN THE ORDINARY COURSE OF BUSINESS
EFFECTIVE AS OF THE PETITION DATE, (II) WAIVING CERTAIN INFORMATION
REQUIREMENTS OF LOCAL RULE 2016-1, AND
(III) GRANTING RELATED RELIEF**

I, Sarah M. Matz, declare under penalty of perjury:

1. I am a partner of Adelman Matz, P.C. located at 800 Third Avenue, 25th Floor, New York, New York 10017 (the “Firm”).

2. AGDP Holding Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (these “Chapter 11 Cases”), have requested that the Firm provide legal services in connection with trademark registration and maintenance services to the Debtors, as well as serving as litigation counsel to the Debtors in the S.D.N.Y. suit *Avant Gardner, LLC v. Manhattan Mirage, et al.*, Case No. 7:25-cv-948 (AS) , and the Firm has consented to provide such services.

3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to these Chapter 11 Cases for persons

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that are parties in interest in these Chapter 11 Cases. The Firm, however, does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases.

5. Neither I nor any partner of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any principal, partner, director, officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

7. The Firm's current customary hourly rates, subject to change from time to time, are \$225.00 to \$950.00 for attorneys, and \$200.00 to \$300.00 for paralegals and legal assistants. In the normal course of business, the Firm revises its regular hourly rates and advises that, effective January 1 of each year, the aforementioned rates will be revised to the regular hourly rates that will be in effect at that time.

8. The Firm is currently owed \$41,879.98 on account of prepetition services.

9. I also understand the limitations on compensation and reimbursement of expenses under the order authorizing the compensation of ordinary course professionals [D.I. 133] (the "OCP Order"). Specifically, the Firm understands that in the event its fees and expenses exceed the OCP Cap (as defined in the OCP Order), on average, over a rolling three-month period, the Firm will be required to file with the Court a fee application for approval of its fees and

expenses for such month in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, and any applicable procedures or orders of the Court.

10. As of the Petition Date, which was the date on which the Debtors commenced these Chapter 11 Cases, the Firm was not party to an agreement for indemnification with the Debtors.

11. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Date: December 8, 2025

/s/ Sarah M. Matz, Esq.

Sarah M. Matz, Esq.