Docket #0708 Date Filed: 05/29/2026

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
AGDP HOLDING INC., *et al.*,[1]	Case No. 25-11446 (MFW)
Debtors.	(Jointly Administered)
	Ref. Docket Nos. 62, 371, 615, 616, 683, & 684

CERTIFICATION OF COUNSEL REGARDING PROPOSED ORDER APPROVING SECOND AMENDMENT TO AMENDED STIPULATION REGARDING (I) ASSIGNMENT OF LEASE AND (II) MECHANICS' LIENS

On August 14, 2025, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed a motion [D.I. 62] (the "Sale Motion")[2] with the Court, seeking entry of an order, among other things, approving the sale of all or substantially all of the Debtors' assets (the "Sale").

On October 24, 2025, the Court entered the *Order Authorizing (I) the Sale of the Debtors' Assets Free and Clear of All Liens and Claims; (II) the Debtors to Enter into and Perform their Obligations Under the Asset Purchase Agreement and Related Documents; (III) the Debtors to Assume and Assign Certain Contracts and Unexpired Leases; (IV) Waiver of the Stay Periods Under Bankruptcy Rules 6004(h) and 6006(d); and (V) Granting Related Relief* [D.I. 371] (the "Sale Order"), granting the relief requested in the Sale Motion. Attached to the Sale Order as Exhibit B was a stipulation (the "Stipulation") by which the Debtors, AG Acquisition 1, LLC (on behalf of itself and its affiliates) (collectively, the "Purchaser"), and Gardner Purchaser LLC and

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

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Sale Motion.

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Stewart Purchaser LLC (together, the "Landlord" and with the Debtors and the Purchaser, each, a "Party" and collectively, the "Parties") set forth the terms and conditions for the satisfaction by the Purchaser of any cure obligations required to cure that certain lease of non-residential real property (the "Lease"), dated as of May 16, 2017.

The Parties agreed to an amended Stipulation [D.I. 615] (the "Amended Stipulation") that addressed issues related to the Sale, the assumption and assignment of the Lease, the Mechanics' Lien Claims, the Preexisting Mechanics' Liens, the Other Mechanics' Liens, the Escrow, and matters under the Lease and Refinance Documents. On March 2, 2026, the Court entered an order approving the Amended Stipulation [D.I. 616].

On April 30, 2026, the Court entered an order approving the Parties' amendment to the Stipulation The Parties agreed on a further amendment to the Amended Stipulation [D.I. 684] which, among other things, extended the Debtors' deadline to assume or reject the Lease pursuant to section 365(d)(4) of the Bankruptcy Code through and including May 29, 2026.

The Parties have agreed to a further amendment to the Amended Stipulation (the "Amendment"). The Amendment, among other things, extends the Debtors' deadline to assume or reject the Lease pursuant to section 365(d)(4) of the Bankruptcy Code through and including June 12, 2026. A proposed form of order approving the Amendment (the "Proposed Order") is attached hereto as **Exhibit A**. The Amendment is attached to the Proposed Order as Exhibit 1. Counsel for the Landlord and the Purchaser have each advised that such parties consent to entry of the Proposed Order approving the Amendment.

WHEREFORE, the Debtors, on behalf of the Parties, respectfully request that the Court enter the Proposed Order approving and authorizing the Amendment at its earliest convenience, without further notice or a hearing.

Dated: May 29, 2026
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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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) **Docket Ref. Nos. 62, 371, 615, 616, 683, 684 & __**

ORDER APPROVING SECOND AMENDMENT TO AMENDED STIPULATION REGARDING (I) ASSIGNMENT OF LEASE AND (II) MECHANICS' LIENS

Upon consideration of the *Certification of Counsel Regarding Proposed Order Approving Second Amendment to Amended Stipulation Regarding (I) Assignment of Lease and (II) Mechanics' Liens* (the "COC")[2] and the Amendment entered into by and among the Parties, a copy of which is attached hereto as **Exhibit 1**; and having determined that this Court has jurisdiction to consider the relief sought under the COC 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 as of February 29, 2012; and having determined that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and having determined that venue of these chapter 11 cases is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and having determined that due and appropriate notice of the relief provided for herein has been given under the circumstances; and this Court having determined that the terms set forth in the Amendment are in the best interests of the Debtors, their estates, their creditors and other parties in interest; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

[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 COC.

1. The Amendment attached to this Order as **Exhibit 1** is hereby APPROVED.

2. This Court shall retain exclusive jurisdiction to resolve any disputes arising from or related to this Order.

Exhibit 1

Amendment

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) **Docket Ref. Nos. 62, 371, 615, 616, 683, & 684**

SECOND AMENDMENT TO AMENDED STIPULATION REGARDING (I) ASSIGNMENT OF LEASE AND (II) MECHANICS' LIENS [D.I. 616]

This second amendment (this "Amendment") to the *Amendment to Amended Stipulation Regarding (I) Assignment of Lease and (II) Mechanics' Liens* [D.I. 683] (as amended, the "Stipulation) is entered into by and among (a) debtors and debtors in possession (collectively, the "Debtors") in the above-captioned cases, (b) AG Acquisition 1, LLC (on behalf of itself and its affiliates) (collectively, the "Purchaser"), and (c) Gardner Purchaser LLC and Stewart Purchaser LLC (collectively, the "Landlord" and together, with the Debtors and the Purchaser, each, a "Party" and collectively, the "Parties");

WHEREAS, on March 2, 2026, the Court entered an order approving the Stipulation [D.I. 616];[2]

WHEREAS, the Stipulation, among other things, extended the Debtors' deadline to assume or reject the Lease pursuant to section 365(d)(4) of the Bankruptcy Code through and including April 30, 2026 (the "365(d)(4) Deadline");

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

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Stipulation.

WHEREAS, following negotiations among themselves, the Parties, the Debtors, the Landlord, and the Purchaser agreed to a further extension of the 365(d)(4) Deadline to May 29, 2026. The Debtors subsequently filed their *Certification of Counsel Regarding Proposed Order Approving Amendment to Amended Stipulation Regarding (I) Assignment of Lease and (II) Mechanics' Liens* [D.I. 683];

WHEREAS, on April 30, 2026, the Court entered an order approving the amendment to the Stipulation [D.I. 684];

WHEREAS, following further negotiations, the Parties, the Debtors, the Landlord, and the Purchaser have agreed to a second further extension of the 365(d)(4) Deadline subject to the terms of the Stipulation as supplemented by this Amendment;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED THAT:

1. Except as modified by this Amendment, the Stipulation shall remain in full force and effect.

2. Upon the date hereof, Landlord hereby consents to an extension of the 365(d)(4) Deadline (as extended by any Court order) through and including June 12, 2026.

3. For the avoidance of doubt, until the Lease is assumed by the Debtors and assigned to the Purchaser, Purchaser shall continue making monthly installment payments to the Landlord for the cure costs set forth on Schedule 3 to the Stipulation as set forth in paragraph 7 thereof.

4. For the avoidance of doubt, except as set forth in paragraph 2 above, nothing in the Stipulation or this Amendment shall impair or otherwise modify the Landlord's rights under section 365 of the Bankruptcy Code, including the right to receive payment of any "cure costs" under the Lease and otherwise have existing defaults cured as a condition to the assumption of the Lease pursuant to section 365(b) of the Bankruptcy Code.

5. The Debtors' and their claims and noticing agent are authorized to take any action necessary to implement the terms of this Stipulation without any further Court order.

6. This Stipulation may not be modified, altered, or amended in whole or in part except in writing by the Parties.

STIPULATED AND AGREED TO ON MAY 28, 2026 BY:

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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