IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
Yardbird Group LLC, *et al.*,[1]	Case No. 26-11479 (BLS)
Debtors.	(Jointly Administered)
	Re: Docket No. 72

CERTIFICATION OF COUNSEL REGARDING DEBTORS' MOTION FOR ENTRY OF AN ORDER AUTHORIZING DEBTORS TO RETAIN AND COMPENSATE PROFESSIONALS EMPLOYED IN THE ORDINARY COURSE OF BUSINESS EFFECTIVE AS OF THE PETITION DATE

The undersigned hereby certifies as follows:

1. On September 29, 2026, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the *Debtors' Motion for Entry of an Order Authorizing Debtors to Retain and Compensate Professionals Employed in the Ordinary Course of Business Effective as of the Petition Date f* [Docket No. 72] (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court"). Attached to the Motion was, among other things, a proposed form of order approving the relief requested in the Motion (the "Proposed Order").

2. Pursuant to the the Motion, any objections or responses to the relief requested in the Motion were to be filed and served so as to be received by no later than October 13, 2026 at 4:00 p.m. (ET) (the "Objection Deadline").

3. Prior to the Objection Deadline, the Debtors received an informal response (the "Informal Response") from the CohnReznik Advisory LLC ("CohnReznik"). Other than the

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Informal Response, the Debtors received no other responses to the Motion and no objections or responses have been filed on the docket in this case. The Informal Response has been resolved by revisions to the Proposed Order, and such revised order is attached hereto as **Exhibit A** (the "Revised Order"). The Revised Order has been circulated to CohnReznik and the Office of the United States Trustee, and they do not object to its entry. For the convenience of the Court and all parties in interest, a blackline of the Revised Order against the Proposed Order is attached hereto as **Exhibit B**.

WHEREFORE, the Debtors respectfully request that the Revised Order, attached hereto as **Exhibit A**, be entered at the earliest convenience of the Court.

Dated: October 14, 2026
Wilmington, Delaware

POTTER ANDERSON & CORROON LLP

/s/ Katelin A. Morales

M. Blake Cleary (No. 3614)
Brett M. Haywood (No. 6166)
Katelin A. Morales (No. 6683)
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Proposed Counsel for Debtors and Debtors in Possession

EXHIBIT A

Revised Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
Yardbird Group LLC, *et al.*,	Case No. 26-11479 (BLS)
Debtors.[1]	(Jointly Administered)
	Re: Docket No. 72

ORDER AUTHORIZING DEBTORS TO RETAIN AND COMPENSATE PROFESSIONALS EMPLOYED IN THE ORDINARY COURSE OF BUSINESS EFFECTIVE AS OF THE PETITION DATE

Upon the motion (the "Motion")[2] of the above captioned debtors and debtors in possession (collectively, the "Debtors"), authorizing the Debtors to retain and compensate professionals employed in the ordinary course of business (each, an "OCP" and collectively, the "OCPs"), effective as of the Petition Date; and upon consideration of the Motion and the First Day Declaration; and this Court having jurisdiction over this matter 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 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 these Chapter 11 Cases is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were

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[2] Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

appropriate and no other notice need be provided; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein and that such relief is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and upon all of the proceedings had before the Court after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT,

1. The Motion is GRANTED as set forth herein.

2. The Debtors are authorized to employ the OCPs, including, but not limited to, those identified on the OCP List, in accordance with and subject to the following OCP Procedures:

(a) Each OCP shall complete a declaration, made pursuant to 28 U.S.C. § 1746, substantially in the form attached to the Motion as **Exhibit B** (each, a "Declaration of Disinterestedness"), certifying that the OCP does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the OCP is to be employed and provide such declaration to counsel for the Debtors. Upon receipt of such Declaration of Disinterestedness, counsel for the Debtors shall file the same with the Court and have it served on the following parties (the "Reviewing Parties"): (i) counsel for the DIP Secured Parties and the Prepetition Secured Parties, (a) Winston Taylor LLP, 200 Park Avenue, New York, New York 10166-4193 (Attn: Jon Levine (jon.levine@winstontaylor.com) and Tom Good (tom.good@winstontaylor.com)) and (b) Cole Schotz P.C., 500 Delaware Avenue, Suite 600, Wilmington, Delaware 19801 (Attn: Patrick J. Reilley (preilley@coleschotz.com) and Daniel F. Geoghan (dgeoghan@coleschotz.com)); (ii) Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Jonathan W. Lipshie (jon.lipshie@usdoj.gov)); and (iii) if any statutory committee has been appointed in these Chapter 11 Cases, counsel to such committee.

(b) The Reviewing Parties shall have fourteen (14) days after the filing and service of a Declaration of Disinterestedness to object to the retention of the OCP filing such declaration (the "Objection Deadline"). An objecting party shall serve its objection upon: (i) proposed counsel to the Debtors, Potter Anderson & Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, Delaware 19801 (Attn: M. Blake Cleary (bcleary@potteranderson.com), Brett M. Haywood (bhaywood@potteranderson.com), and Katelin A. Morales (kmorales@potteranderson.com)); (ii) the Reviewing Parties; and (c) the relevant OCP so that any such objection is actually received on or before the Objection Deadline.

(c) If no objection is received by the Objection Deadline with respect to an OCP, the Debtors shall be authorized to retain and pay that OCP in accordance with these OCP Procedures, effective as of the Petition Date, or, if later, the date of employment.

(d) The Debtors are authorized to pay any retained OCP, without further application to the Court, 100% of the fees and disbursements upon submission of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date and the fees and disbursements related thereto up to the OCP Cap; *provided*, *however*, that each OCP's fees do not exceed their applicable OCP Cap listed on Exhibit 1 hereto.

(e) Notwithstanding the foregoing, the Debtors believe that it may be appropriate to allow a monthly cap in excess of the applicable OCP Cap for any OCP who likely will exceed such cap amount but who should not otherwise be required to follow any other payment procedures. If the Debtors are able to obtain the agreement of the Reviewing Parties to a higher cap for such an OCP on an individual basis, the agreement would be evidenced by the filing of a notice of increased OCP Cap (a "Cap Increase Notice"), and the increased OCP Cap for such an OCP alone will be deemed approved upon the filing of such Cap Increase Notice, without further action by the Court. Absent such an agreement of the Reviewing Parties, such OCP shall file a fee application (a "Fee Application") on account of the excess amount over the applicable OCP Cap and apply for compensation and reimbursement of such amount in compliance with sections 330 and 331 of the Bankruptcy Code and the applicable provisions of the Bankruptcy Rules, the Local Rules, and any other procedures and orders of the Court. The right of the U.S. Trustee to request that any OCP who is regularly exceeding the applicable OCP Cap be the subject of a retention application pursuant to Bankruptcy Code section 327 is expressly reserved.

(f) Each Fee Application shall be served upon the Reviewing Parties. The Reviewing Parties shall then have fourteen (14) days to object to the Fee Application. If, after fourteen (14) days, no objection is filed, the fees requested in the Fee Application shall be deemed approved, and the OCP may be paid 100% of its fees and 100% of its expenses without the need for further action from such OCP.

(g) At three-month intervals (each, a "Quarter") during the pendency of these Chapter 11 Cases, the Debtors shall file with the Court and serve on the Reviewing Parties no later than thirty (30) days after the end of such Quarter, a statement (the "Monthly Statement") that shall include the following information for each OCP: (a) the name of the OCP; (b) the amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported Quarter broken down by month; (c) all postpetition payments made to that OCP to such date; and (d)

a general description of the services rendered by that OCP. If any Reviewing Party has an objection to the compensation or reimbursement sought in a particular Monthly Statement, such party shall, within fourteen (14) calendar days following the service of the relevant Monthly Statement (the "Monthly Statement Objection Deadline"), serve upon the Debtors, the OCP whose Monthly Statement is objected to, and the other Reviewing Parties, a written "Notice of Objection to Fee Statement" setting forth the nature of the Objection and the amount of fees or expenses at issue. The Debtors may extend the Monthly Statement Objection Deadline as to any Reviewing Party without further order of the Court

(h) The Debtors may retain additional OCPs from time to time during these Chapter 11 Cases by (a) including each additional OCP on an amended version of Exhibit 1 to this Order that shall be filed with the Court and served on the Reviewing Parties and (b) having such additional OCP comply with the OCP Procedures. Reviewing Parties shall have fourteen (14) days to object to any such additional retention.

3. All non-attorney OCPs will, once their employment is effective pursuant to this Order, be deemed to have waived any and all prepetition claims they may have against the Debtors.

4. Nothing herein constitutes (a) an admission as to the validity of any claim against the Debtors or (b) a waiver of the Debtors' or any party in interest's rights to subsequently dispute any invoices of any OCPs under applicable non-bankruptcy law.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

EXHIBIT 1

OCP List

Professional	Address	Description of Service	OCP Cap
CohnReznick Advisory LLC	1305 Walt Whitman Road, Suite 210 Melville, NY 11747	Tax services	$10,000
Dine Technology, LLC	307 Waverley Oaks Rd, Suite 401 Waltham, MA 02452	Outside accounting services	$25,000

EXHIBIT B

Blackline

IN THE UNITED STATES BANKRUPTCY COURT
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In re:	Chapter 11
Yardbird Group LLC, *et al.*,	Case No. 26-11479 (BLS)
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Upon the motion (the "Motion")[2] of the above captioned debtors and debtors in possession (collectively, the "Debtors"), authorizing the Debtors to retain and compensate professionals employed in the ordinary course of business (each, an "OCP" and collectively, the "OCPs"), effective as of the Petition Date; and upon consideration of the Motion and the First Day Declaration; and this Court having jurisdiction over this matter 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 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 these Chapter 11 Cases is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a

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hearing on the Motion were appropriate and no other notice need be provided; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein and that such relief is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and upon all of the proceedings had before the Court after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT,

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5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

EXHIBIT 1

OCP List

Professional	Address	Description of Service	OCP Cap
CohnReznick ~~LLP~~Advisory LLC	1305 Walt Whitman Road, Suite 210 Melville, NY 11747	Tax ~~and auditing~~ services	$10,000
Dine Technology, LLC	307 Waverley Oaks Rd, Suite 401 Waltham, MA 02452	Outside accounting services	$25,000