

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

In re

Sticky's Holdings LLC, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-10856

Joint Administration Requested

**DEBTORS' MOTION FOR ENTRY OF INTERIM AND  
FINAL ORDERS (I) AUTHORIZING THE DEBTORS TO HONOR  
AND CONTINUE CERTAIN CUSTOMER PROGRAMS  
AND (II) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), by and through their undersigned proposed counsel, hereby move this Court (the “Motion”) the United States Bankruptcy Court for the District of Delaware (the “Court”) for entry of interim and final orders pursuant to sections 105(a), 363, 1107(a) and 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) and rules 6003 and 6004(h) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (i) authorizing, but not directing, the Debtors, in their business judgment and sole discretion, to honor and continue certain Customer Programs (as defined below) and (ii) granting related relief. In addition, the Debtors are seeking to schedule a final hearing (the “Final Hearing”) on the Motion. In support of this Motion, the Debtors incorporate by reference the *Declaration of Jamie Greer in Support of*

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number are as follows: Sticky's Holdings LLC (3586); Sticky Fingers LLC (3212); Sticky Fingers II LLC (7125); Sticky Fingers III LLC (3914); Sticky Fingers IV LLC (9412); Sticky Fingers V LLC (1465); Sticky Fingers VI LLC (0578); Sticky's BK 1 LLC (0423); Sticky's NJ 1 LLC (5162); Sticky Fingers VII LLC (1491); Sticky's NJ II LLC (6642); Sticky Fingers IX LLC (5036); Sticky's NJ III LLC (7036); Sticky Fingers VIII LLC (0080); Sticky NJ IV LLC (6341); Sticky's WC 1 LLC (0427); Sticky's Franchise LLC (5232); Sticky's PA GK I LLC (7496); Stickys Corporate LLC (5719); and Sticky's IP LLC (4569). The Debtors' mailing address is 24 E. 23rd Street, New York, NY 10010.



*First Day Relief* (the “First Day Declaration”)<sup>2</sup> filed contemporaneously herewith and respectfully represent as follows:

### **JURISDICTION**

1. The Court has jurisdiction over the Motion pursuant to 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. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and the Motion is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 105(a), 363, 1107(a) and 1108 of the Bankruptcy Code, Bankruptcy Rules 6003 and 6004(h), and rule 9013-1(m) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

3. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court if it is 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.

### **BACKGROUND**

4. On April 25, 2024 (the “Petition Date”), the Debtors each commenced a voluntary case under chapter 11 of the Bankruptcy Code as a debtor defined in Bankruptcy Code section 1182(1) and the Debtors elected to proceed under Subchapter V of chapter 11 of the Bankruptcy Code pursuant to the Small Business Debtor Reorganization Act, as amended.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

5. The Debtors are operating their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner, or official committee has been appointed in these cases.

6. Additional detail regarding the Debtors, their businesses, the events leading to commencement of these cases, and the facts and circumstances supporting the relief requested herein is set forth in the First Day Declaration and is incorporated herein by reference.

### **THE DEBTORS' CUSTOMER PROGRAMS**

7. Prior to the Petition Date and in the ordinary course of business, the Debtors provided certain programs to their customers that engender goodwill, maintain loyalty, increase the Debtors' sales opportunities, and allow the Debtors to compete with their competition (the "Customer Programs"), including the Debtors' Gift Cards Program (defined below).

8. The Debtors believe that their ability to continue their Customer Programs and to honor their obligations thereunder in the ordinary course of business is necessary to (i) retain their reputation for reliability, (ii) meet competitive market pressures, (iii) maintain positive customer relationships, and (iv) ensure customer satisfaction, thereby retaining current customers, attracting new ones, and, ultimately, enhancing revenue and profitability for the benefit of all the Debtors' stakeholders. Failing to promptly honor these obligations would impair goodwill and would likely lead to the loss of customer patronage. In contrast, continuing the Customer Programs will enable the Debtors to protect their customer base and revenue growth opportunities. In short, the Debtors' positive relationships with their customers fosters customer loyalty, support and goodwill which are critical to the success of these chapter 11 cases. Consequently, the Debtors seek the authority to maintain and administer the Customer Programs, which are described in greater detail below, in the ordinary course of business.

**Gift Cards Program**

9. The Debtors seek to continue to honor their issued gift cards (the “Gift Cards Program”).

10. The Gift Card Program allows customers to purchase and redeem gift cards in the Debtors’ restaurants, and is critical to maintaining the goodwill of the Debtors’ customer base. Without the Gift Card Program, current and potential customers may be unwilling to shop with the Debtors, which could lead to a potentially significant decline in revenues to the detriment of the Debtors’ estates. Accordingly, the Debtors seek authorization to continue honoring their prepetition and post-petition obligations in connection with the Gift Card Program in a manner consistent with its past practices. As of the Petition Date, the Debtors estimate that they may have outstanding approximately \$17,000.00 in obligations arising under or connection with the Gift Cards Program. Importantly, customer utilization of gift cards through the Gift Card Program drives restaurant traffic, and may result in revenue to the Debtors beyond the redeemed gift cards themselves (i.e.: customers may spend more than the amounts on the gift cards they are redeeming when visiting Debtors’ restaurants). For these reasons, Debtors hereby request authority to honor their gift cards issued through their Gift Card Program.

**RELIEF REQUESTED**

11. By this Motion, the Debtors respectfully request the entry of interim and final orders (i) authorizing, but not directing, the Debtors, in their business judgment and sole discretion, to honor and continue their Customer Programs consistent with past practices and pay certain outstanding prepetition amounts related thereto, (ii) authorizing banks to honor and process check and electronic transfer requests related to the foregoing, and (iii) granting related relief.

## **BASIS FOR RELIEF**

### **I. Continuing the Customer Programs is in the best interests of the Debtors' estates**

12. Courts have authorized debtors to make payments under section 363(b) of the Bankruptcy Code where there is a sound business purpose for the payment of prepetition obligations, and where the debtor is able to “articulate some business justification, other than the mere appeasement of major creditors.” *See In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1989). The Customer Programs are an integral part of the Debtors' businesses and enable the Debtors to maintain goodwill and retain customers. If the Debtors are not permitted to honor their Customer Programs in the ordinary course, the Debtors would become substantially less competitive in their market.

13. Moreover, the Debtors, operating their businesses as debtor in possession under sections 1107(a) and 1108 of the Bankruptcy Code, is a fiduciary “holding the bankruptcy estate and operating the business for the benefit of [its] creditors and (if the value justifies) equity owners.” *In re CoServ, L.L.C.*, 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002). The *CoServ* court specifically noted that preplan satisfaction of prepetition claims would be a valid exercise of a debtor's fiduciary duty when the payment “is the only means to effect a substantial enhancement of the estate.” *Id.*

14. Continuing the Customer Programs during these chapter 11 cases will help preserve the Debtors' valuable customer relationships, goodwill and reputation, which will inure to the benefit of all the Debtors' creditors and benefit the estates. If the Debtors are not permitted to continue the Customer Programs post-petition, the Debtors may lose a portion of their customer base, damage their reputation and risk the ability to maximize value for the estates during the pendency of these chapter 11 cases.

**II. Continuing the Customer Programs is warranted pursuant to section 105(a) of the Bankruptcy Code and under the “doctrine of necessity”**

15. Maintaining the Customer Programs should be authorized under Bankruptcy Code section 105(a) and under the “doctrine of necessity.” The Court’s power to utilize the doctrine of necessity in chapter 11 cases derives from the Court’s inherent equity powers and its statutory authority to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of” title 11. 11 U.S.C. § 105(a). The United States Supreme Court first articulated the doctrine of necessity over a century ago, in *Miltenberger v. Logansport C. & S.W. Ry. Co.*, 106 U.S. 286 (1882), in affirming the authorization by the lower court of the use of receivership funds to pay pre-receivership debts owed to employees, vendors and suppliers, among others, when such payments were necessary to preserve the receivership property and the integrity of the business in receivership. *See id.* at 309-12. The modern application of the doctrine of necessity is largely unchanged from the Court’s reasoning in *Miltenberger*. *See In re Lehigh & New Eng. Ry. Co.*, 657 F.2d 570, 581–82 (3d Cir. 1981) (“[I]n order to justify payment under the ‘necessity of payment’ rule, a real and immediate threat must exist that failure to pay will place the [debtor’s] continued operation . . . in serious jeopardy.”).

16. The doctrine of necessity “recognizes the existence of the judicial power to authorize a debtor in a reorganization case to pay pre-petition claims where such payment is essential to the continued operation of the debtor.” *Ionosphere Clubs*, 98 B.R. at 176; *see also In re Just for Feet, Inc.*, 242 B.R. 821, 826 (D. Del. 1999) (stating that where the debtor “cannot survive” absent payment of certain prepetition claims, the doctrine of necessity should be invoked to permit payment); *In re NVR L.P.*, 147 B.R. 126, 127 (Bankr. E.D. Va. 1992) (“[T]he court can permit pre-plan payment of a pre-petition obligation when essential to the continued operation of the debtor.”); *In re Eagle-Picher Indus., Inc.*, 124 B.R. 1021, 1023 (Bankr. S.D. Ohio 1991) (“[T]o

justify payment of a pre-petition unsecured creditor, a debtor must show that the payment is necessary to avert a serious threat to the Chapter 11 process.”).

17. The doctrine of necessity is an accepted component of modern bankruptcy jurisprudence. *See Just For Feet*, 242 B.R. at 826 (approving payment of key inventory suppliers’ prepetition claims when such suppliers could destroy debtor’s business by refusing to deliver new inventory on eve of debtor’s key sales season); *In re Payless Cashways, Inc.*, 268 B.R. 543, 546-47 (Bankr. W.D. Mo. 2001) (authorizing payment of critical prepetition suppliers’ claims when such suppliers agree to provide postpetition trade credit); *see also In re Columbia Gas Sys., Inc.*, 171 B.R. 189, 191–92 (Bankr. D. Del. 1994); *Ionosphere Clubs*, 98 B.R. at 175.

18. Maintaining the Customer Programs, and satisfying any related prepetition obligations or fees, as needed in the Debtors’ business judgment, is consistent with the doctrine of necessity. As noted above, the Customer Programs are vital to the Debtors’ effort to maximize the value of the estates. The potential harm and economic disadvantage that would stem from an inability to honor the Customer Programs is grossly disproportionate to the costs associated with the Customer Programs.

#### **THE REQUIREMENTS OF BANKRUPTCY RULE 6003 ARE SATISFIED**

19. In order for a debtor to obtain relief to make payments within 21 days of the petition date, it must establish that making such payments satisfies the requirements mandated by Bankruptcy Rule 6003—namely, the relief requested is necessary to avoid “immediate and irreparable harm.” If a debtor’s prospect of reorganizing is threatened, or swift diminution in value of the debtor’s estate is likely, absent the granting of the requested relief, immediate and irreparable harm likely exists. *See In re WorldSpace, Inc.*, No. 08-12412, 2008 WL 8153639, at \*2 (Bankr. D. Del. Oct. 20, 2008) (granting emergency motions for post-petition financing, adequate protection, and modification of the stay where the court found that the relief was necessary to avoid

irreparable harm to the debtors and their estates because such relief was essential for the continued operations of the debtors' businesses); *In re New World Pasta Co.*, No. 04-02817, 2004 WL 5651052, at \*5 (Bankr. M.D. Pa. July 9, 2004) (same); *see also In re Ames Dep't Stores, Inc.*, 115 B.R. 34, 36 n.2 (Bankr. S.D.N.Y. 1990) (finding that "immediate and irreparable harm" exists where loss of the business threatens ability to reorganize).

20. Here, immediate and irreparable harm would result if the relief requested herein is not granted. Sales of the Debtors' products to customers is the only source of revenue for the businesses. Offering the Customer Programs, particularly the Gift Cards Program, is a necessary driver of sales, and the Debtors believe it is critical to honor their gift card obligations to maintain their business reputation going forward. Accordingly, the Debtors respectfully submit that they have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003 for the prepetition amount of Customer Programs that the Debtors seek authority to pay pursuant to the Interim Order.

#### **WAIVER OF BANKRUPTCY RULE 6004(a) AND 6004(h)**

21. Given the nature of the relief requested herein, the Debtors respectfully request a waiver of (i) the notice requirements under Bankruptcy Rule 6004(a) and (ii) the 14-day stay under Bankruptcy Rule 6004(h), to the extent that either rule is applicable.

#### **DEBTORS' RESERVATION OF RIGHTS**

22. Nothing contained in this Motion or any actions taken by the Debtors pursuant to relief granted in the Proposed Interim Order and the Proposed Final Order is intended or should be construed as: (a) an admission as to the validity of any particular claim against the Debtors; (b) a waiver of any of the Debtors' rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion; (e) a request or authorization to

assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' right under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Motion are valid, and the Debtors expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens. If the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of any Debtors' rights to subsequently dispute such claim.

### **NOTICE**

23. Notice of this Motion will be provided to: (i) the Office of the United States Trustee; (ii) the Subchapter V trustee appointed in this case (the "Subchapter V Trustee"); (iii) the Internal Revenue Service; (iv) the Securities and Exchange Commission; (iv) the Delaware Secretary of State; (v) the Delaware Secretary of the Treasury; (vi) the Debtors' secured creditors; (vii) the Debtor' consolidated twenty (20) largest unsecured creditors; and (viii) all parties requesting notice pursuant to Bankruptcy Rule 2002. Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

### **CONCLUSION**

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter the Proposed Interim Order substantially in the form annexed hereto as **Exhibit A** granting the relief requested in the Motion and such other and further relief as may be just and proper, and (b) schedule a Final Hearing on the Motion as soon as is otherwise practicable

thereafter to consider entry of the Final Order substantially in the form annexed hereto as

**Exhibit B.**

Dated: April 25, 2024  
Wilmington, Delaware

**PASHMAN STEIN WALDER  
HAYDEN, P.C.**

/s/ John W. Weiss

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-and-

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*Proposed Counsel to the Debtors and  
Debtors in Possession*

**EXHIBIT A**

Proposed Interim Order

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

In re

Sticky's Holdings LLC, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-10856

Joint Administration Requested

Re. D.I. \_\_

**INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO HONOR AND  
CONTINUE CERTAIN CUSTOMER PROGRAMS  
AND (II) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")<sup>2</sup> of the above captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an interim order (this "Interim Order") and a final order pursuant to sections 105(a), 363, 1107(a) and 1108 of the Bankruptcy Code, Bankruptcy Rules 6003(b) and 6004 and Local Rule 9013-1(m), (i) authorizing, but not directing, the Debtors, in their business judgment and sole discretion, to honor and continue certain customer programs and (ii) granting related relief, all as more fully described in the Motion; and upon consideration of the First Day Declaration; and due and sufficient notice of the Motion having been given under the circumstances; and it appearing that no other further notice need be provided under the circumstances; and it appearing that the relief requested by this Motion is 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;

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number are as follows: Sticky's Holdings LLC (3586); Sticky Fingers LLC (3212); Sticky Fingers II LLC (7125); Sticky Fingers III LLC (3914); Sticky Fingers IV LLC (9412); Sticky Fingers V LLC (1465); Sticky Fingers VI LLC (0578); Sticky's BK 1 LLC (0423); Sticky's NJ 1 LLC (5162); Sticky Fingers VII LLC (1491); Sticky's NJ II LLC (6642); Sticky Fingers IX LLC (5036); Sticky's NJ III LLC (7036); Sticky Fingers VIII LLC (0080); Sticky NJ IV LLC (6341); Sticky's WC 1 LLC (0427); Sticky's Franchise LLC (5232); Sticky's PA GK I LLC (7496); Stickys Corporate LLC (5719); and Sticky's IP LLC (4569). The Debtors' mailing address is 24 E. 23rd Street, New York, NY 10010.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The Debtors are authorized, but not directed, in their business judgment and sole discretion, to continue to honor and maintain their Customer Programs, in the ordinary course of business and in a manner consistent with past practice. The Debtors are authorized, but not directed, to honor all obligations arising under or in connection with the Customer Programs attributable to the prepetition period, provided that payments on account of any such obligations shall not exceed \$20,000.00 in the aggregate pending entry of a final order.
3. Nothing in the Motion or this Interim Order is intended or should be construed as: (i) an admission as to the validity or priority of any claim against the Debtors; (ii) a waiver of the Debtors' rights to dispute any claim, including the validity or priority thereof; or (iii) an approval or assumption of any agreement, contract or lease whether under section 365(a) of the Bankruptcy Code or otherwise. Likewise, the Motion and this Interim Order is not intended and should not be construed as an admission as to the validity of any claim or a waiver of the Debtors' rights to subsequently dispute such claim.
4. Responses or objections to the Motion and entry of a final order with respect to the Motion must: (i) be made in writing; (ii) state with particularity the grounds therefor; (iii) conform to the Bankruptcy Rules and the Local Rules; and (iv) be served upon (a) proposed counsel to the Debtors, Pashman Stein Walder Hayden, P.C., 1007 North Orange Street, 4<sup>th</sup> Floor, Suite #183, Wilmington, Delaware, 19899-1347, Attn: John W. Weiss (jweiss@pashmanstein.com); Joseph C. Barsalona II (jbarsalona@pashmanstein.com), Richard C. Solow (rsolow@pashmanstein.com) and Katherine R. Beilin (kbeilin@pashmanstein.com), (b) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844

King Street, Suite 2207, Lockbox 35, Wilmington, Delaware, 19801, Attn: Joseph F. Cudia (joseph.cudia@usdoj.gov) and Jonathan W. Lipshie (Jon.Lipshie@usdoj.gov), and (c) the Subchapter V Trustee, [●] (the “Notice Parties”).

5. The deadline by which objections to the Motion and the final order must be filed and received by proposed counsel to the Debtors is \_\_\_\_\_, 2024 at 4:00 p.m. (Eastern Time). A final hearing, if required, on the Motion will be held on \_\_\_\_\_, 2024 at \_\_\_\_\_ (Eastern Time). If no objections are filed to the Motion and entry of this Interim Order on a final basis, the Court may enter a final order without further notice or a hearing.

6. The relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors, and timely entry of this Interim Order is not prohibited by Bankruptcy Rule 6003(b).

7. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order shall be immediately effective and enforceable upon its entry.

8. The Debtors are authorized to take all actions necessary to implement this Interim Order.

9. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Interim Order.

Dated: \_\_\_\_\_, 2024  
Wilmington, Delaware

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UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT B**

Proposed Final Order

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

In re

Sticky's Holdings LLC, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-10856

Joint Administration Requested

Re. D.I. \_\_

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO HONOR AND  
CONTINUE CERTAIN CUSTOMER PROGRAMS AND (II) GRANTING RELATED  
RELIEF**

Upon the motion (the "Motion")<sup>2</sup> of the above captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an interim order (the "Interim Order") and a final order (this "Final Order") pursuant to sections 105(a), 363, 1107(a) and 1108 of the Bankruptcy Code, Bankruptcy Rules 6003(b) and 6004 and Local Rule 9013-1(m), (i) authorizing, but not directing, the Debtors, in their business judgment and sole discretion, to honor and continue certain customer programs and (ii) granting related relief, all as more fully described in the Motion; and upon consideration of the First Day Declaration; and due and sufficient notice of the Motion having been given under the circumstances; and it appearing that no other further notice need be provided under the circumstances; and it appearing that the relief requested by this Motion is 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;

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number are as follows: Sticky's Holdings LLC (3586); Sticky Fingers LLC (3212); Sticky Fingers II LLC (7125); Sticky Fingers III LLC (3914); Sticky Fingers IV LLC (9412); Sticky Fingers V LLC (1465); Sticky Fingers VI LLC (0578); Sticky's BK 1 LLC (0423); Sticky's NJ 1 LLC (5162); Sticky Fingers VII LLC (1491); Sticky's NJ II LLC (6642); Sticky Fingers IX LLC (5036); Sticky's NJ III LLC (7036); Sticky Fingers VIII LLC (0080); Sticky NJ IV LLC (6341); Sticky's WC 1 LLC (0427); Sticky's Franchise LLC (5232); Sticky's PA GK I LLC (7496); Stickys Corporate LLC (5719); and Sticky's IP LLC (4569). The Debtors' mailing address is 24 E. 23rd Street, New York, NY 10010.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, in their business judgment and sole discretion, to continue to honor and maintain their Customer Programs, in the ordinary course of business and in a manner consistent with past practice. The Debtors are authorized, but not directed, to honor all obligations arising under or in connection with the Customer Programs attributable to the prepetition period.
3. Nothing in the Motion or this Final Order is intended or should be construed as:  
(i) an admission as to the validity or priority of any claim against the Debtors; (ii) a waiver of the Debtors' rights to dispute any claim, including the validity or priority thereof; or (iii) an approval or assumption of any agreement, contract or lease whether under section 365(a) of the Bankruptcy Code or otherwise. Likewise, to the Motion and this Final Order is not intended and should not be construed as an admission as to the validity of any claim or a waiver of the Debtors' rights to subsequently dispute such claim.
4. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.
5. The Debtors are authorized to take all actions necessary to implement this Final Order.
6. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Final Order.

Dated: \_\_\_\_\_, 2024  
Wilmington, Delaware

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE