

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

Sticky’s Holdings LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 24-10856 (JKS)

Jointly Administered

Re. D.I. 10

**CERTIFICATE OF COUNSEL REGARDING DEBTORS’
MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS,
PURSUANT TO SECTIONS 105(a), 363, 541, 1107(a), AND 1108 OF THE
BANKRUPTCY CODE, (I) AUTHORIZING THE PAYMENT OF PREPETITION
CLAIMS ARISING UNDER (A) THE PERISHABLE AGRICULTURAL
COMMODITIES ACT AND (B) THE PACKERS AND STOCKYARDS ACT, AND
(II) AUTHORIZING BANKS TO HONOR AND PROCESS CHECKS AND
ELECTRONIC TRANSFER REQUESTS RELATED TO THE FOREGOING**

The undersigned counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby certifies as follows:

1. On April 25, 2024, the Debtor filed the *Debtors’ Motion for Entry of Interim and Final Orders Pursuant to Sections 105(a), 363, 541, 1107(a), and 1108 of the Bankruptcy Code, (I) Authorizing the Payment of Prepetition Claims Arising Under (A) the Perishable Agricultural Commodities Act and (B) the Packers and Stockyards Act, and (II) Authorizing Banks to Honor and Process Checks and Electronic Transfer Requests Related to the Foregoing* [D.I. 10] (the “Motion”).

2. A hearing was held on April 26, 2024 (the “Hearing”) to consider the Motion.

¹ 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 I LLC (0423); Sticky’s NJ I 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 I 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.



3. Attached hereto as **Exhibit A** is the proposed order (the “Proposed Order”) that incorporates certain revisions to the form of order filed with the Motion. Attached hereto as **Exhibit B** is a blackline of the Proposed Order compared to the form of order filed with the Motion.

WHEREFORE, the Debtor respectfully requests that Court enter the Proposed Order substantially in the form attached here as **Exhibit A** at the earliest convenience of the Court.

Dated: April 26, 2024
Wilmington, Delaware

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

/s/ John W. Weiss

John W. Weiss (No. 4160)
Joseph C. Barsalona II (No. 6102)
1007 North Orange Street, 4th Floor, Suite 183
Wilmington, DE 19801-1242
Telephone: (302) 592-6496
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-and-

Richard C. Solow (admitted *pro hac vice*)
Katherine R. Beilin (admitted *pro hac vice*)
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*Proposed Counsel to the Debtors and
Debtors in Possession*

Exhibit A

Proposed Order

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

In re

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

Debtors.¹

Chapter 11

Case No. 24-10856 (JKS)

Joint Administration Requested

Re: D.I. 10

**INTERIM ORDER, PURSUANT TO SECTIONS 105(a), 363,
507(a)(2), 541, 1107(a), AND 1108 OF THE BANKRUPTCY CODE,
(I) AUTHORIZING THE PAYMENT OF PREPETITION CLAIMS ARISING UNDER
(A) THE PERISHABLE AGRICULTURAL COMMODITIES ACT, (B) THE PACKERS
AND STOCKYARDS ACT, AND (C) SECTION 503(b)(9) OF THE BANKRUPTCY
CODE AND (II) AUTHORIZING BANKS TO HONOR AND PROCESS CHECKS
AND ELECTRONIC TRANSFER REQUESTS RELATED TO THE FOREGOING**

Upon the motion (the "Motion")² 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, 541, 1107(a), and 1108 of the Bankruptcy Code, and Local Rule 9013-1(m), (i) authorizing the payment of prepetition claims arising under (a) the Perishable Agricultural Commodities Act and (b) the Packers and Stockyards Act; and (ii) authorizing Banks to honor and process checks and electronic transfer requests related to the foregoing, 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

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

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;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The Debtors are authorized, in their sole discretion, to pay or otherwise satisfy all valid PACA/PASA Claims in the ordinary course of business in an aggregate amount not to exceed \$345,000.
3. Any PACA/PASA Vendor who accepts payment from the Debtors in satisfaction of its valid PACA/PASA Claim will be deemed to have waived any and all PACA/PASA claims of whatever type, kind, or priority against the Debtors, their property, their estates, and any PACA/PASA Trust Assets, but only to the extent that payment has been received by such PACA/PASA Vendor on account of its PACA/PASA Claim.
4. Nothing in this Interim Order impairs the rights of holders of PACA or PASA Claims to enforce their rights under PACA or PASA consistent with applicable law, including, but not limited to, section 362 of the Bankruptcy Code, or to seek redress from this Court with respect to their rights under PACA or PASA.
5. The Banks are authorized to receive, process, honor, and pay all checks presented for payment of, and to honor all funds transfer requests made by the Debtors related to, the PACA/PASA Claims paid pursuant to this Order, regardless of whether such checks were presented or funds transfer requests were submitted prior to or after the Petition Date, provided that funds are available in the Debtors' accounts to cover such checks and funds transfers. The

Banks are authorized to rely on the Debtors' designation of any particular check or funds transfer as approved by this Interim Order.

6. Nothing in this Interim Order (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors or their estates; (ii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors or their estates with respect to the validity, priority, or amount of any claim against the Debtors or their estates; (iii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors or their estates with respect to any and all claims or causes of action against a PACA/PASA Vendor; or (iv) shall be construed as a promise to pay a claim.

7. 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, 4th 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, Natasha Songonuga, VTrustee LLC, P.O. Box 841, Wilmington, DE 19899 (Nsongonuga@VTrusteelc.com) (the "Notice Parties").

8. The deadline by which objections to the Motion and the final order must be filed and received by proposed counsel to the Debtors is May 13, 2024, at 4:00 p.m. (Eastern Time). A final hearing, if required, on the Motion will be held on May 20, 2024, at 1:00 p.m. (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.

9. 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).

10. 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.

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

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

Exhibit B

Blackline

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

In re

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

Debtors.¹

Chapter 11

Case No. 24-10856-[\(JKS\)](#)

Joint Administration Requested

Re: D.I. ~~10~~[10](#)

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CODE AND (II) AUTHORIZING BANKS TO HONOR AND PROCESS CHECKS
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Upon the motion (the "Motion")² 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, 541, 1107(a), and 1108 of the Bankruptcy Code, and Local Rule 9013-1(m), (i) authorizing the payment of prepetition claims arising under (a) the Perishable Agricultural Commodities Act and (b) the Packers and Stockyards Act; and (ii) authorizing Banks to honor and process checks and electronic transfer requests related to the foregoing, 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

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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;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The Debtors are authorized, in their sole discretion, to pay or otherwise satisfy all valid PACA/PASA Claims in the ordinary course of business in an aggregate amount not to exceed \$345,000.
3. Any PACA/PASA Vendor who accepts payment from the Debtors in satisfaction of its valid PACA/PASA Claim will be deemed to have waived any and all PACA/PASA claims of whatever type, kind, or priority against the Debtors, their property, their estates, and any PACA/PASA Trust Assets, but only to the extent that payment has been received by such PACA/PASA Vendor on account of its PACA/PASA Claim.
4. Nothing in this Interim Order impairs the rights of holders of PACA or PASA Claims to enforce their rights under PACA or PASA consistent with applicable law, including, but not limited to, section 362 of the Bankruptcy Code, or to seek redress from this Court with respect to their rights under PACA or PASA.

~~5. In the event that any PACA/PASA Vendor that has received payment for its PACA/PASA Claim refuses to continue to provide goods and services, as applicable, on an uninterrupted basis, to the Debtors in accordance with (i) the terms and provisions of this Interim Order, (ii) Historical Trade Terms, or (iii) such other terms agreed upon by the Debtors and such PACA/PASA Vendor, in their sole discretion, the Debtors shall be authorized, but not obligated, to deem the payments made to any such PACA/PASA Vendor to have been in payment of any~~

~~then outstanding postpetition claims of such PACA/PASA Vendor. If this situation arises, the previously paid prepetition PACA/PASA Claims of the PACA/PASA Vendor shall be reinstated as prepetition PACA/PASA Claims. To the extent that the payments made to the PACA/PASA Vendor on account of the previously paid PACA/PASA Claims exceed the postpetition amounts then owed to such PACA/PASA Vendor, all rights of the Debtors and their estates to recover such payments shall be reserved. Notwithstanding the foregoing, the Debtors' exercise of remedies pursuant to this paragraph is subject to entry of a further order, which the Debtors may seek by filing a motion to enforce the terms of this Interim Order on not less than five (5) business days' notice to the affected counterparty.~~

5. ~~6.~~ The Banks are authorized to receive, process, honor, and pay all checks presented for payment of, and to honor all funds transfer requests made by the Debtors related to, the PACA/PASA Claims paid pursuant to this Order, regardless of whether such checks were presented or funds transfer requests were submitted prior to or after the Petition Date, provided that funds are available in the Debtors' accounts to cover such checks and funds transfers. The Banks are authorized to rely on the Debtors' designation of any particular check or funds transfer as approved by this Interim Order.

6. ~~7.~~ Nothing in this Interim Order (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors or their estates; (ii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors or their estates with respect to the validity, priority, or amount of any claim against the Debtors or their estates; (iii) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors or their estates with respect to any

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8. ~~9.~~ The deadline by which objections to the Motion and the final order must be filed and received by proposed counsel to the Debtors is May 13, 2024, at 4:00 p.m. (Eastern Time). A final hearing, if required, on the Motion will be held on May 20, 2024, at 1:00 p.m. (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.

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10. ~~11.~~ 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.

11. ~~12.~~ The Debtors are authorized to take all actions necessary to implement this Interim Order.

12. ~~13.~~ 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

~~UNITED STATES BANKRUPTCY JUDGE~~

Summary report:	
Litera Compare for Word 11.7.0.54 Document comparison done on 4/26/2024 4:37:05 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original filename: Sticky's Proposed Interim PACA_PASA Order (Filing Version)(4189182.2).docx	
Modified filename: Sticky's - Proposed Interim PACA_PASA Order Revised(4189201.2).docx	
Changes:	
Add	16
Delete	16
Move From	0
Move To	0
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	32