

**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. 5 and 52

**CERTIFICATE OF COUNSEL REGARDING
DEBTORS’ MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS
AUTHORIZING, BUT NOT DIRECTING, THE DEBTORS TO PAY CERTAIN TAXES**

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 Debtors filed the *Debtors’ Motion for Entry of Interim and Final Orders Authorizing, But Not Directing the Debtors to Pay Certain Taxes* [D.I. 5] (the “Motion”).

2. Pursuant to the Notice of Motion, the deadline to file objections or responses to the Motion were to be filed and served no later than May 13, 2024, at 4:00 p.m. (ET).

3. Pursuant to the *Interim Order Authorizing, But Not Directing, the Debtors to Pay Certain Taxes* [D.I. 52] (the “Interim Order”), objections to the Motion, granting relief on a final basis, were to be filed and served no later than May 13, 2024, at 4:00 p.m. (ET).

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.



4. The Debtors have received no other objection or informal comments to the Motion, and no objection or other responsive pleading to the Motion appears on the Court's docket.

5. For convenience of the Court and all parties in interest, a blackline comparing the proposed final form of Order (the "Revised Order") against the form of order attached to the Motion is attached hereto as **Exhibit B**.

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

Dated: May 14, 2024
Wilmington, Delaware

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

/s/ John W. Weiss
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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 Holdings LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 24-10856 (JKS)

Jointly Administered

Re. D.I. 5, 47, 62 and 57

**FINAL ORDER AUTHORIZING, BUT NOT
DIRECTING, THE DEBTORS TO PAY CERTAIN TAXES**

Upon the motion (the "Motion")² of the above captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an interim (the "Interim Order") and final order (this "Final Order") pursuant to sections 363(b), 507(a)(8), and 541(d) of the Bankruptcy Code and Bankruptcy Rules 6003, 6004(a), and 6004(h) authorizing, but not directing, the Debtors to remit and pay certain Taxes and Fees, regardless of whether they accrued or arose before the Petition Date in the ordinary course of business, all as more fully set forth in the Motion; and the Court having entered the Interim Order; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding in accordance with 28 U.S.C. § 157(b)(1); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the circumstances; and the Court having held a hearing, if any (the "Final Hearing") to consider the relief requested in the

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

Motion; and upon the First Day Declaration, the record of the Final Hearing, and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor,

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, to pay and remit Taxes and Fees to the Authorities in the ordinary course of business and in a reasonable exercise of the Debtors' business judgment, without regard to whether such amounts accrued or arose before or after the Petition Date.
3. For the avoidance of doubt, nothing in this Final Order authorizes the Debtors to pay any amounts on account of past-due taxes.
4. The Debtors are authorized, but not directed, to continue remitting, in their sole discretion, the Taxes and Fees in the ordinary course of business on a post-petition basis.
5. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed: (a) an admission as to the validity of any prepetition claim against the Debtors; (b) a waiver of the Debtors' rights to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Final Order or the Motion; (e) a request or authorization to assume any prepetition agreement,

contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

6. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as being approved by this Final Order.

7. Notice of the Motion as provided therein is deemed good and sufficient, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

8. Any Bankruptcy Rule (including, but not limited to, Bankruptcy Rule 6004(h)) or Local Rule that might otherwise delay the effectiveness of this Final Order is hereby waived, and the terms and conditions of this Final Order shall be effective and enforceable immediately upon its entry.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

10. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Final Order.

Exhibit B

Blackline

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

In re

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Debtors.¹

Chapter 11

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

~~Joint Administration Requested~~ [Jointly Administered](#)

Re. D.I. ~~—5, 47, 62 and 57~~

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the Court having held a hearing, if any (the “Final Hearing”) to consider the relief requested in the Motion; and upon the First Day Declaration, the record of the Final Hearing, and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor,

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Date: _____, 2024
Wilmington, Delaware

~~UNITED STATES BANKRUPTCY JUDGE~~

Summary report:	
Litera Compare for Word 11.8.0.56 Document comparison done on 5/14/2024 9:46:38 AM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://cloudimanage.com/IMANAGE/4202057/1	
Modified DMS: iw://cloudimanage.com/IMANAGE/4201066/2	
Changes:	
<u>Add</u>	3
Delete	4
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	1
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	8