

**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 and 51

**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").

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.



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, 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 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. 51] (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).

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. The Debtors have revised the form of order granting the relief requested in the Motion (the “Revised Order”) to incorporate certain informal comments to the Interim Order received from the Office of the United States Trustee.

6. For convenience of the Court and all parties in interest, a blackline comparing 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

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
Email: jweiss@pashmanstein.com
jbarsalona@pashmanstein.com

-and-

Richard C. Solow (admitted *pro hac vice*)
Katherine R. Beilin (admitted *pro hac vice*)
Court Plaza South, East Wing
21 Main Street, Suite 200
Hackensack, NJ 07601
Telephone: (201) 488-8200
Email: rsolow@pashmanstein.com
kbeilin@pashmanstein.com

*Proposed Counsel to the Debtors and
Debtors in Possession*

Exhibit A

Revised 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)

Jointly Administered

Re. **D.I. 10, 46, 51 and 62**

**FINAL 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 (the "Interim Order") and a final order (this "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

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 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.

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 a final 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 Final 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 Final 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 Final Order.

6. Nothing in this Final 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. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

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

9. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

10. This Court shall retain jurisdiction with respect to all matters arising from or relating 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

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

Debtors.¹

Chapter 11

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

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

Re. D.I. ~~10, 46, 51 and 62~~

FINAL 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")²² 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, 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

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 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.

²² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

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;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final 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 Final 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. If a PACA/PASA Vendor accepts payment pursuant to this Final Order after agreeing to provide services on Customary Trade Terms or Negotiated Trade Terms, and thereafter does not continue to provide goods and services on such terms (regardless of whether a Trade Agreement has been executed), then (i) any payment on account of a PACA/PASA Claim may be deemed, in the Debtors' reasonable business judgment, to be an improper postpetition transfer and,~~

~~therefore, recoverable by the Debtors in cash upon written request, and (ii) upon recovery of the payment by the Debtors, the PACA/PASA Claim shall be reinstated as if the payment had not been made. If there exists an outstanding postpetition balance due from the Debtors to a PACA/PASA Vendor, the Debtors may elect to recharacterize and apply any payment made pursuant to this Final Order to such outstanding postpetition balance, and the Debtors may then take any and all appropriate steps to cause such PACA/PASA Vendor to repay payments made to it on account of its prepetition claim to the extent that such payments exceed the postpetition amounts then owing to such PACA/PASA Vendor. 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 Final 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 Final 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 Final Order.

6. ~~7.~~ Nothing in this Final 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. ~~8.~~ The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

~~9. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.~~

8. ~~10.~~ Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

9. ~~11.~~ All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

10. ~~12.~~ 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~~

Summary report:	
Litera Compare for Word 11.8.0.56 Document comparison done on 5/14/2024 9:39:16 AM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://cloudimanage.com/IMANAGE/4202054/1	
Modified DMS: iw://cloudimanage.com/IMANAGE/4200991/2	
Changes:	
<u>Add</u>	12
Delete	18
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<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:	30