

**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. 12 and 38

**CERTIFICATE OF COUNSEL REGARDING
DEBTORS' MOTION FOR ENTRY OF INTERIM AND
FINAL ORDERS (I) AUTHORIZING CONTINUED USE OF
CASH MANAGEMENT SYSTEM, (II) AUTHORIZING USE OF
PREPETITION BANK ACCOUNTS AND PAYMENT METHODS, (III) AUTHORIZING
USE OF EXISTING BUSINESS FORMS, (IV) AUTHORIZING CONTINUATION OF
ORDINARY COURSE INTERCOMPANY TRANSACTIONS, (V) GRANTING
ADMINISTRATIVE PRIORITY TO POST-PETITION INTERCOMPANY CLAIMS, (VI)
EXTENDING TIME TO COMPLY WITH THE REQUIREMENTS OF 11 U.S.C. § 345(b),
(VII) SCHEDULING A FINAL HEARING, AND (VIII) GRANTING RELATED RELIEF**

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 (I) Authorizing Continued Use of Cash Management System, (II) Authorizing Use of Prepetition Bank Accounts and Payment Methods, (III) Authorizing Use of Existing Business Forms, (IV) Authorizing Continuation of Ordinary Course Intercompany Transactions, (V) Granting Administrative Priority to Post-Petition Intercompany Claims, (VI) Extending Time to*

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.



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Comply with the Requirements of 11 U.S.C. § 345(b), (VII) Scheduling a Final Hearing, and (VIII) Granting Related Relief [D.I. 12] (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 (I) Authorizing Continued Use of Cash Management System, (II) Authorizing Use of Prepetition Bank Accounts and Payment Methods, (III) Authorizing Use of Existing Business Forms, (IV) Authorizing Continuation of Ordinary Course Intercompany Transactions, (V) Granting Administrative Priority to Post-Petition Intercompany Claims, (VI) Extending Time to Comply with the Requirements of 11 U.S.C. § 345(b), (VII) Scheduling a Final Hearing, and (VIII) Granting Related Relief* [D.I. 38] (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 received informal comments to the relief requested in the Motion from JPMorgan Chase Bank, N.A. (“JPM”). Besides the informal comments from JPM, the Debtors have received no other objection or informal comments to the Motion, and no objection of other responsive pleading to the Motion appears on the Court’s docket.

5. The Debtors have revised the proposed form of order granting the relief requested in the Motion (the “Revised Order”) to address the informal comments of JPM.

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**.

7. The U.S. Trustee and the Subchapter V Trustee appointed in these cases have reviewed the Revised Order and do not object to its entry.

WHEREFORE, the Debtors 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)
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-and-

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*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 Holdings LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 24-10856

Jointly Administered

Re. D.I. 12 and 38

FINAL ORDER (I) AUTHORIZING CONTINUED USE OF CASH MANAGEMENT SYSTEM, (II) AUTHORIZING USE OF PREPETITION BANK ACCOUNTS AND PAYMENT METHODS, (III) AUTHORIZING USE OF EXISTING BUSINESS FORMS, (IV) AUTHORIZING CONTINUATION OF ORDINARY COURSE INTERCOMPANY TRANSACTIONS, (V) GRANTING ADMINISTRATIVE PRIORITY TO POST-PETITION INTERCOMPANY CLAIMS, AND (VI) EXTENDING TIME TO COMPLY WITH THE REQUIREMENTS OF 11 U.S.C. § 345(b)

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an interim order (the "Interim Order") and a final order (this "Final Order") pursuant to sections 105(a), 345(b) and 363(c)(1) of the Bankruptcy Code, Bankruptcy Rules 2015, 6003 and 6004(h) and Local Rules 2015-2 and 9013-1(m): (i) authorizing the Debtors to continue to utilize their prepetition cash management system, including by authorizing the Debtors' bank to honor certain transfers and charge certain fees and other amounts; (ii) authorizing use of prepetition bank accounts, account control agreements, and payment methods; (iii) authorizing the Debtors to maintain and continue to use their existing business forms; (iv) authorizing the Debtors to continue ordinary course intercompany

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

transactions; (v) granting administrative priority to post-petition intercompany claims; and (vi) extending the Debtors' time to comply with the requirements of section 345(b) of the Bankruptcy Code, all as more fully described in the Motion; and the Court having previously entered the Interim Order; and upon consideration of the First Day Declaration; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; 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 to continue to use the Cash Management System, including the Bank Accounts, in the ordinary course of business and to implement any changes to the Cash Management System as the Debtors deem necessary or appropriate.
3. The Debtors are further authorized to: (i) continue to use, with the same account numbers, the Bank Accounts in existence on the Petition Date, and need not comply with certain guidelines relating to bank accounts set forth in the U.S. Trustee Operating Guidelines, including, without limitation, the requirement to establish separate accounts for cash collateral and/or tax payments; (ii) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; (iii) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including, without limitation, by check, wire transfer and other methods; (iv) pay the Service Charges, including, without limitation, any undisputed Service Charges regardless of whether such Service Charges arose before, on or after the Petition Date; and (v) otherwise perform their obligations under the documents governing the Bank Accounts.

4. The Debtors are authorized, but not directed, to honor and pay all undisputed prepetition and postpetition Service Charges in the ordinary course of business, and the Banks are hereby authorized to debit, charge, or deduct, as applicable, such undisputed amounts in the ordinary course of business.

5. The Debtors are authorized to use, in their present form, all Business Forms and other documents related to the Bank Accounts, without reference to their status as debtors in possession; *provided* that once the Debtors' existing checks have been used, the Debtors shall, when reordering checks, require the designation "Debtor in Possession" and the corresponding bankruptcy case number on all checks; *provided further however*, that with respect to any checks which the Debtors may print themselves, the Debtors shall begin printing "debtor in possession" or "DIP" and the case number for the Chapter 11 Case on such items within ten (10) days of the date of the entry of this Final Order.

6. The Debtors are authorized to open new bank accounts or close any Bank Accounts as they may deem necessary and appropriate in their sole discretion without further order of this Court; *provided, however*, that the Debtors shall provide the U.S. Trustee and the Subchapter V Trustee at least fifteen (15) days' advance notice of the opening of any new bank accounts or closing of any Bank Account; and *provided further*, to the extent the Debtors open any new bank accounts, the Debtors shall open such new bank account(s) at a bank that has executed a Uniform Depository Agreement with the U.S. Trustee, or at a bank that is willing to immediately execute such an agreement

7. This Final Order shall apply to any and all Bank Accounts actually in, or linked to, the Cash Management System, even if such Bank Accounts do not appear on the list attached as Exhibit 1 hereto. Any and all accounts opened by the Debtors on or after the Petition

Date at any Bank shall be deemed a Bank Account (as if it had been opened prior to the Petition Date and listed on Exhibit 1 hereto) and any and all Banks at which such accounts are opened shall similarly be subject to the rights and obligations of this Order.

8. The Banks are authorized to debit the Debtors' Bank Accounts in the ordinary course of business without the need for further order of this Court for: (i) all drafts, electronic fund transfers (including wires or ACH transfers), credit card payments and checks drawn on the Debtors' Bank Accounts which are cashed at the Banks' counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (ii) all checks or other items deposited in one of the Debtors' Bank Accounts with the Banks prior to the Petition Date which have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtors were responsible for such items prior to the Petition Date; and (iii) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to the Banks as Service Charges for the maintenance of the Cash Management System.

9. The Banks may rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this or any other order of this Court, and the Banks shall not have any liability to any party for relying on such representations by the Debtors as provided for herein.

10. Any existing deposit agreements between the Debtors and the Banks shall continue to govern the post-petition cash management relationship between the Debtors and the Banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect.

11. The Debtors are authorized but not directed to continue performing Intercompany Transactions in the ordinary course of business on a post-petition basis. All Intercompany Claims arising after the Petition Date shall be identified as such and accorded administrative expense priority in accordance with sections 364(b), 503(b) and 507(a)(2) of the Bankruptcy Code.

12. In connection with the ongoing utilization of the Cash Management System, the Debtors shall continue to maintain records with respect to all transfers of cash in the ordinary course so that all transactions (including Intercompany Transactions) may be readily ascertained, traced, recorded properly, and distinguished between prepetition and post-petition transactions and shall make such records available to the U.S. Trustee upon request. The Debtors shall not make any intercompany loans or transfers to non-Debtor affiliates absent further order of the Court.

13. The Debtors are authorized to take, or cause to be taken, all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

14. The requirement of Bankruptcy Rule 6004(a) is waived.

15. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, this Final Order shall be immediately effective and enforceable upon its entry.

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

Exhibit 1**Debtors' Accounts**

	Account Holder	Bank Name	Last Four Digits of Account # and Address
1.	Sticky's Holdings LLC	JPMorgan Chase Bank, N.A.	0739 PO Box 182051 Columbus, OH 43218-2051
2.	Sticky's Holdings LLC	JPMorgan Chase Bank, N.A.	6833 PO Box 182051 Columbus, OH 43218-2051
3.	Sticky's Franchising LLC	JPMorgan Chase Bank, N.A.	3113 PO Box 182051 Columbus, OH 43218-2051
4.	Sticky Fingers VIII, LLC	JPMorgan Chase Bank, N.A.	7136 PO Box 182051 Columbus, OH 43218-2051
5.	Sticky Fingers VII, LLC	JPMorgan Chase Bank, N.A.	2926 PO Box 182051 Columbus, OH 43218-2051
6.	Sticky Fingers II, LLC	JPMorgan Chase Bank, N.A.	3656 PO Box 182051 Columbus, OH 43218-2051
7.	Sticky Fingers IX, LLC	JPMorgan Chase Bank, N.A.	3289 PO Box 182051 Columbus, OH 43218-2051
8.	Sticky Fingers VI, LLC	JPMorgan Chase Bank, N.A.	7669 PO Box 182051 Columbus, OH 43218-2051
9.	Sticky's Holdings LLC	Bank of America, N.A.	1436 PO Box 15284 Wilmington, DE 19850
10.	Sticky's Holdings LLC	M&T Bank	3387 1018 Washington St., Hoboken, NJ 07030
11.	Sticky's Holdings LLC	BCB Bank	1412 591-595 Avenue C Bayonne, NJ 07002

Exhibit B

Blackline

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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Chapter 11

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~~Joint Administration Requested~~ Jointly Administered

Re. D.I. ~~12 and 38~~ 12 and 38

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whether such Service Charges arose before, on or after the Petition Date; and (v) otherwise perform their obligations under the documents governing the Bank Accounts.

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Banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect.

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Date: _____, 2024
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

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10.	Sticky's Holdings LLC	M&T Bank	3387

			1018 Washington St., Hoboken, NJ 07030
11.	Sticky's Holdings LLC	BCB Bank	1412 591-595 Avenue C Bayonne, NJ 07002

Summary report:	
Litera Compare for Word 11.8.0.56 Document comparison done on 5/14/2024 9:48:19 AM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://cloudimanage.com/IMANAGE/4202060/1	
Modified DMS: iw://cloudimanage.com/IMANAGE/4194086/4	
Changes:	
<u>Add</u>	14
Delete	16
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