

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 (JKS)

Jointly Administered

DECLARATION OF DARLENE S. CALDERON WITH RESPECT TO  
THE TABULATION OF VOTES ON THE SUBCHAPTER V DEBTORS'  
PLAN OF REORGANIZATION

I, Darlene S. Calderon, depose and say under the penalty of perjury:

1. I am a Director of Corporate Restructuring employed by Kurtzman Carson Consultants, LLC dba Verita Global ("**Verita**"), whose main business address is 222 N. Pacific Coast Highway, 3<sup>rd</sup> Floor, El Segundo, California 90245.

2. I submit this declaration (this "**Declaration**") regarding the solicitation and tabulation of Ballots cast on the *Subchapter V Debtors' Plan of Reorganization* [Docket No. 247] (the "**Plan**"),<sup>2</sup> except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Declaration on behalf of Verita. If I were called to testify, I could and would testify competently as to the facts set forth herein.

<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 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 21 Maiden Lane, New York, NY 10038.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan, or if not defined therein, in the Procedures Order (as defined below).



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3. The Court authorized Verita’s retention (a) as claims and noticing agent to the Debtors on April 26, 2024 pursuant to the *Order Authorizing the Debtors to Employ and Retain Kurtzman Carson Consultants LLC as Claims and Noticing Agent Effective as of Petition Date* [Docket No. 42], and (b) as administrative advisor to the Debtors on May 16, 2024 pursuant to the *Order Authorizing the Debtors to Employ and Retain Kurtzman Carson Consultants as Administrative Advisor, Effective as of the Petition Date* [Docket No. 102] (together, the “**Retention Orders**”). The Retention Orders authorize Verita to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. Verita and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

4. On July 26, 2024, the Court entered the *Order (I) Scheduling a Hearing on Plan Confirmation and Deadlines Related Thereto; (II) Approving the Solicitation, Notice and Tabulation Procedures and the Forms Related Thereto; and (III) Granting Related Relief* [Docket No. 249] (the “**Procedures Order**”), establishing, among other things, the solicitation procedures. Verita adhered to the procedures outlined in the Procedures Order and the Ballots distributed to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by Verita’s employees.

#### **A. Service and Transmittal of Solicitation Packages and Related Information**

5. Pursuant to the Procedures Order, on July 31, 2024, Verita caused the Solicitation Packages to be served on all known holders of Claims in Class 3 (General Unsecured Claims) (the “**Voting Class**”). In lieu of a Solicitation Package, all known holders of Claims and Equity Interest in Class 1 (SBA’s Secured Claims), Class 2 (Other Secured Claims), and Class 4 (Equity Interests) (collectively, the “**Non-Voting Classes**”) received the Non-Voting Status Notice and Opt-Out Form, Plan, and Confirmation Hearing Notice. Furthermore, Verita caused the Confirmation

Hearing Notice and Plan to be served on the creditor matrix and all other parties required to receive such notice pursuant to the Procedures Order. A certificate of service evidencing the foregoing was filed with the Court on August 9, 2024 [Docket No. 262] (the “**Solicitation Certificate**”).

6. On July 31, 2024, Verita posted links to the electronic versions of the Plan, Procedures Order, and Confirmation Hearing Notice on the public access website at <https://www.veritaglobal.net/stickysholdings>.

**B. The Tabulation Process**

7. The Procedures Order established July 24, 2024 as the Voting Record Date to determine which holders of Claims and Interests were entitled to receive the Solicitation Package, Non-Voting Package, or the Confirmation Hearing Notice, as applicable. Pursuant to the Procedures Order, holders of Claims in Class 3 (General Unsecured Claims) were entitled to vote to accept or reject the Plan. No other Classes were entitled to vote on the Plan.

8. In accordance with the solicitation procedures, Verita worked closely with the Debtors’ counsel to identify the holders of Claims in the Voting Class entitled to vote as of the Voting Record Date, and to coordinate the distribution of Solicitation Packages to such holders. A detailed description of Verita’s distribution of Solicitation Packages is set forth in the Solicitation Certificate.

9. In accordance with the solicitation procedures, Verita received, reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Plan. Each Ballot submitted to Verita was date-stamped, scanned, assigned a Ballot number, entered into Verita’s voting database, and processed. To be included in the tabulation results as valid, a Ballot must have been (a) properly completed pursuant to the solicitation procedures, (b) executed by the relevant holder entitled to vote on the Plan (or such holder’s representative), (c) returned to Verita via an approved method of delivery set forth in the solicitation procedures unless the delivery method requirement was waived

by the Debtors, and (d) received by Verita on or before the Voting Deadline (*i.e.*, 5:00 p.m. (prevailing Eastern Time) on August 28, 2024), which was established by the Procedures Order.<sup>3</sup>

10. The final tabulation of votes cast by timely and properly completed Ballots received by Verita is attached hereto as **Exhibit A**. The detailed Ballot report for the Class 3 (General Unsecured Claims) Ballots is attached hereto as **Exhibit A-1**, respectively.

**C. Opt-Out Election**

11. Verita also reviewed and documented elections submitted on (i) Ballots from holders of Claims in the Voting Class that abstained or rejected the Plan and checked the box on such Ballot to opt out of the Third-Party Release, and (ii) the Opt-Out Forms from Non-Voting Classes. A report of all parties who opted out of the Third-Party Release by checking the opt-out box is attached hereto as **Exhibit B**. For the avoidance of doubt, this Declaration does not certify the validity or enforceability of any opt-out elections received, including those reported on **Exhibit B**, but rather is providing these opt-out election results for reporting and informational purposes only.

**D. Conclusion**

12. To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission, and tabulation of Ballots in connection with the Plan is true and correct.

Dated: November 6, 2024

/s/ Darlene S. Calderon  
Darlene S. Calderon  
Verita Global LLC  
222 N Pacific Highway, 3<sup>rd</sup> Floor  
El Segundo, CA 90245

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<sup>3</sup> The Voting Deadline for the U.S. Foods, Inc. Ballot was extended by the Debtors.

# **Exhibit A**

Exhibit A  
Ballot Tabulation Summary

Class	Class Description	Not Tabulated	Members Voted	Members Accepted	Members Rejected	% Members Accepted	% Members Rejected	Total \$ Voted	\$ Accepted	\$ Rejected	% \$ Accepted	% \$ Rejected	Class Accepted or Rejected
3	General Unsecured Claims	0	3	2	1	66.67%	33.33%	\$417,653.58	\$417,652.58	\$1.00	100.00%	0.00%	Accepted

## **Exhibit A-1**

**Exhibit A-1**  
**Class 3 Ballot Detail**  
**General Unsecured Claims**

<b>Creditor Name</b>	<b>Date Received</b>	<b>Ballot No.</b>	<b>Voting Amount</b>	<b>Date Signed</b>	<b>Vote</b>
Navitas Credit Corp.	08/26/2024	1	\$36,410.50	08/26/2024	Accept
Sticky Fingers Restaurants, LLC	08/28/2024	3	\$1.00	08/28/2024	Reject
US Foods, Inc. <sup>(1)</sup>	11/04/2024	4	\$381,242.08	11/04/2024	Accept

<sup>(1)</sup> Debtors provided Claimant with an extended voting deadline.



## **Exhibit B**

**Exhibit B**  
**Opt Out Summary**

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote	Class	Opt Out of Release
Sticky Fingers Restaurants, LLC	08/28/2024	3	\$1.00	Reject	3 General Unsecured Claims	Yes