

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, 35 and 38

Obj. Deadline: May 13, 2024 at 4:00 p.m. (ET)

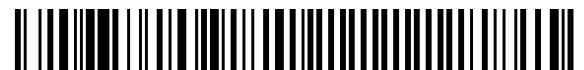
Hearing Date: May 20, 2024 at 1:00 p.m. (ET)

**NOTICE OF HEARING 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**

PLEASE TAKE NOTICE that on April 25, 2024, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) 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 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”), attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that, on April 26, 2024, the Bankruptcy Court entered 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)*

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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*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”), attached hereto as **Exhibit B.***

PLEASE TAKE FURTHER NOTICE that objections, if any, to the final approval of the Motion must (a) be in writing, (b) be filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **May 13, 2024 at 4:00 p.m. (ET)** (the “**Objection Deadline**”), and (c) served as to be received on or before the Objection Deadline upon (a) the Debtors, (b) 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 Katherin R. Beilin (kbeilin@pashmanstein.com), (c) 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 (d) the Subchapter V Trustee, Natasha Songonuga, VTrustee LLC, P.O. Box 841, Wilmington, DE 19899 (Nsongonuga@VTrusteellc.com).

PLEASE TAKE FURTHER NOTICE that only objections made in writing and timely filed and received, in accordance with the procedures above, will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE THAT A FINAL HEARING ON THE MOTION WILL BE HELD ON MAY 20, 2024 AT 1:00 P.M. (ET) BEFORE THE HONORABLE J. KATE STICKLES, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM 6, WILMINGTON, DELAWARE 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: April 29, 2024
Wilmington, Delaware

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

/s/ John W. Weiss

John W. Weiss (No. 4160)
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-and-

Richard C. Solow (admitted *pro hac vice*)
Katherine R. Beilin (admitted *pro hac vice*)
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kbeilin@pashmanstein.com

*Proposed Counsel to the Debtors and
Debtors in Possession*

Exhibit A

Motion

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

Joint Administration Requested

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 above-captioned debtors and debtors in possession (collectively, the "Debtors"), by and through their undersigned proposed counsel, hereby move (the "Motion") the United States Bankruptcy Court for the District of Delaware (the "Court") for entry of interim and final orders pursuant to sections 105(a), 345(b) and 363(c)(1) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code") and rules 2015, 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"): (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, including bank fees, and other amounts; (ii)

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.

authorizing use of prepetition bank accounts 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 transactions; (v) granting administrative priority to post-petition intercompany claims; (vi) extending the Debtors' time to comply with the requirements of section 345(b) of the Bankruptcy Code; (vii) scheduling a final hearing (the "Final Hearing") to consider entry of the Proposed Final Order, to the extent necessary; and (viii) granting related relief. In support of this Motion, the Debtors incorporate by reference the *Declaration of Jamie Greer in Support of First Day Relief* (the "First Day Declaration")² filed contemporaneously herewith and respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and the Motion is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 105(a), 345(b) and 363(c)(1) of the Bankruptcy Code, Bankruptcy Rules 2015, 6003 and 6004, and rules 2015-2 and 9013-1(m) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules").

3. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court if it is determined that the Court, absent consent of the parties, cannot enter

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

final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

BACKGROUND

4. On April 25, 2024 (the “Petition Date”), the Debtors each commenced a voluntary case under chapter 11 of the Bankruptcy Code as a debtor defined in Bankruptcy Code section 1182(1) and the Debtors elected to proceed under Subchapter V of chapter 11 of the Bankruptcy Code pursuant to the Small Business Debtor Reorganization Act, as amended.

5. The Debtors are operating their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner, or official committee has been appointed in these cases.

6. Additional detail regarding the Debtors, their businesses, the events leading to commencement of this case, and the facts and circumstances supporting the relief requested herein is set forth in the First Day Declaration and is incorporated herein by reference.

THE CASH MANAGEMENT SYSTEM

7. The Debtors maintain an integrated, centralized cash management system (the “Cash Management System”) to collect, transfer, manage and disburse funds generated and used in their operations. The Cash Management System facilitates cash monitoring, forecasting and reporting and enables the Debtors to administer the bank accounts owned by the Debtors (collectively, along with any bank accounts the Debtors may open in the ordinary course of business, the “Bank Accounts”). The Debtors maintain the Bank Accounts at JPMorgan Chase Bank, N.A. (“Chase Bank”), Bank of America (“BOA”), M&T Bank (“M&T”), and BCB Bank (“BCB,” and collectively with Chase Bank, BOA, M&T, and BCB, the “Banks”). The Debtors

maintain daily oversight and control of the Cash Management System and implement controls for collecting, concentrating and disbursing funds.

8. The Cash Management System is generally similar to the systems commonly used by businesses of similar size and in similar industries as the Debtors. As described in more detail below: (1) funds are deposited into the Chase Depository Account (described below), which are swept nightly into the Chase Operating Account (described below) which is utilized to fund most of the Debtors' operations; and (2) certain funds from the Chase Operating Account are remitted to the BOA Operating Account, which is utilized to fund rental obligations and sales taxes.

9. In addition, the Debtors hold a Chase Franchise Operating Account (described below). The Chase Franchise Operating Account was intended to be used to fund operations for franchises. However, no such operations have yet been launched or executed.

10. Furthermore, the Debtors hold Chase Money Market Accounts (described below), which are non-operating cash accounts for purposes of letters of credit with respect to certain of the Debtors' leases.

11. Finally, the Debtors hold Cash Deposit Accounts (described below), which hold funds raised from the Series D Financing and have historically been utilized to pay certain legal expenses related to litigations.

I. The Bank Accounts

12. A schedule of the Bank Accounts, including the last four digits of each Bank Account and the Bank or institution at which the account is held, is attached as **Exhibit 1** to each of the proposed orders attached hereto. The following table summarizes the Bank Accounts and their role in the Debtors' cash management system:

Account(s)	Description of Account(s)
<p><u>Chase Depository Account</u></p> <p>Account ending in 0739</p>	<p><u>Chase Depository Account</u></p> <p>Typically, all deposits from the Debtors are made into the Chase Depository Account. Funds from the Chase Depository Account are swept nightly into the Chase Operating Account.</p>
<p><u>Chase Operating Account</u></p> <p>Account ending in 6833</p>	<p><u>Chase Operating Account</u></p> <p>Funds are deposited into the Chase Operating Account from the Chase Depository Account. Most of the Debtors’ operations are funded from the Chase Operating Account. Certain funds in the Chase Operating Account are sent to the BOA Operating Account. Currently, the Chase Operating Account holds approximately \$102,000.</p>
<p><u>BOA Operating Account</u></p> <p>Account ending in 1436</p>	<p><u>BOA Operating Account</u></p> <p>The BOA Operating Account is utilized to fund certain limited expenses, such as rent for the Debtors’ leased properties, as well as sales taxes. Currently, the BOA Operating Account holds approximately \$260,000.</p>
<p><u>Chase Franchise Operating Account</u></p> <p>Account ending 3113</p>	<p><u>Chase Franchise Operating Account</u></p> <p>The Chase Franchise Operating Account was intended to be used to fund operations for franchises. However, no such operations have yet been launched or executed. The Chase Franchise Operating Account holds approximately \$30,000.</p>

Account(s)	Description of Account(s)
<p><u>Chase Money Market Accounts</u></p> <p>Accounts ending 7136, 2926, 3656, 3289, and 7669</p>	<p><u>Chase Money Market Accounts</u></p> <p>The Chase Money Market Accounts are non-operating cash accounts for purposes of letters of credit with respect to certain of the Debtors' leases.</p> <p>The Chase Money Market Account ending in 2926 holds approximately \$180.</p> <p>The Chase Money Market Account ending in 3289 holds approximately \$178,000.</p> <p>The Chase Money Market Account ending in 7669 holds approximately \$183,000.</p> <p>The Chase Money Market Accounts ending in 7136 and 3656 do not currently hold any funds.</p>
<p><u>Cash Deposit Accounts</u></p> <p>M&T Account ending 3387</p> <p>BCB Account ending 1412</p>	<p><u>Cash Deposit Accounts</u></p> <p>The Cash Deposit Accounts hold funds raised from the Series D Financing and have historically been utilized to pay certain legal expenses related to litigations.</p> <p>The M&T Account ending in 3387 holds approximately \$185,000.</p> <p>The BCB Account ending in 1412 holds approximately \$28,000.</p>

II. Intercompany Transactions

13. The Debtors engage in material intercompany transactions (the "Intercompany Transactions") in the ordinary course of their businesses between themselves, which may create intercompany receivables and payables against the Debtors (the "Intercompany Claims").

14. The Debtors run a highly centralized operation of their businesses, including sharing technology infrastructure, certain vendors and employees. Accordingly, Intercompany Claims held by Debtors may arise in the ordinary course of business. While the Debtors are standalone companies, liquidity constraints amongst the companies make these Intercompany Transactions a necessary part of operations. However, these Intercompany Transactions are not automatic, and funds do not flow from one Debtor to another unless a wire transfer is specifically authorized.

III. Service Charges by the Banks

15. In the ordinary course of business, the Banks charge, and the Debtors pay, honor, or allow deductions from the appropriate account, certain service charges, fees, and other costs and expenses associated with maintaining the Bank Accounts in accordance with the applicable agreements or schedules of fees governing the Bank Accounts, (collectively, the “Service Charges”). On average, the Debtors incur approximately \$1,500.00 per month in Service Charges.

16. The Debtors are current on their Service Charges. However, out of an abundance of caution, the Debtors request authority, but not direction, to honor and pay prepetition Service Charges in an amount not to exceed \$2,000.00, and to allow the Banks to deduct such undisputed amounts from applicable Bank Accounts in the ordinary course of business without interruption or delay.

IV. Existing Business Forms

17. The Debtors use a variety of business forms in the ordinary course of business, including, among others, invoices and letterhead (the “Business Forms”). Additionally, the Debtors are sometimes required to issue pre-printed checks (the “Checks”) to certain vendors.

To minimize expenses and disruption, the Debtors seek authority to continue to use all Business Forms in substantially the form used immediately before the Petition Date, without reference to the Debtors' status as debtors in possession. Additionally, the Debtors seek authority for the Debtors to continue to utilize their existing Checks, without reference to the Debtors' status as debtors in possession. The Debtors will communicate with the various vendors and counterparties with whom the Debtors conduct business to notify them of the commencement of these cases, which the Debtors believe will provide adequate notice of the Debtors' status as debtors in possession. Further, upon reordering additional Checks, the Debtors will designate on those Checks their status as debtor in possession.

RELIEF REQUESTED

18. By this Motion, the Debtors seek entry of the proposed orders, substantially in the forms attached as **Exhibit A** and **Exhibit B**, respectively, granting the following relief: (i) authorizing, but not directing, the Debtors to (a) continue to use the Cash Management System, (b) continue to use all Bank Accounts with existing account numbers, (c) implement any changes to the Cash Management System as the Debtors deem necessary or appropriate, including, without limitation, opening new bank accounts or closing existing Bank Accounts, and (d) continue to use existing payment methods; (ii) authorizing the Debtors to maintain and continue to use existing Business Forms without reference to their status as debtors in possession; (iii) authorizing the Debtors to continue ordinary course Intercompany Transactions; (iv) granting administrative priority to post-petition Intercompany Claims; (v) extending the Debtors' time to comply with the requirements of section 345(b) of the Bankruptcy Code on an interim basis to the extent that the Bank Accounts do not strictly comply with such requirements; (vi) scheduling a Final Hearing to consider entry of the Proposed Final Order, to the extent necessary; and (vii) granting any related

relief that is necessary to carry out the foregoing or continued operation of the Cash Management System, or is otherwise appropriate under the circumstances.

19. In connection with this relief, the Debtors are seeking a waiver of certain of the operating guidelines (the “U.S. Trustee Guidelines”) established by the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”), including the requirement that the Debtors close all prepetition bank accounts and open new accounts designated as debtor in possession accounts.

20. The Debtors further request that the Court authorize the Banks to: (i) continue to maintain, service and administer the Bank Accounts as accounts of the Debtors as debtors in possession and provide related treasury, account and cash management services, all without interruption and in the ordinary course of business; (ii) receive, process, honor and pay, to the extent of available funds, any and all checks, drafts, EFT (including wires or ACH transfers), credit card payments and other items presented, issued or drawn on the Bank Accounts; *provided, however,* that any check, draft or other notification that the Debtors advise the Banks to have been drawn, issued or otherwise presented before the Petition Date may be honored by the Banks only to the extent authorized by order of the Court; (iii) accept and honor all representations from the Debtors as to which checks, drafts, EFT (including wires or ACH transfers), credit card payments and other items presented, issued or drawn should be honored or dishonored consistent with any order of the Court and governing law, whether such checks, drafts, EFT (including wires or ACH transfers), credit card payments and other items are dated before or after the Petition Date; and (iv) debit or charge the Bank Accounts for all undisputed Service Charges, whether arising before, on, or after the Petition Date.

21. Finally, the Debtors request that any relief granted pursuant to this Motion be effective immediately without regard to any stay provided in the Bankruptcy Rules.

BASIS FOR RELIEF

I. The Court should approve the Debtors' request to continue the use of their Cash Management System

22. The U.S. Trustee Guidelines require a debtor in possession to, among other things:

- a. establish one debtor in possession bank account for all estate monies required for the payment of taxes, including payroll taxes;
- b. close all existing bank accounts and open new debtor in possession accounts;
- c. maintain a separate debtor in possession account for cash collateral; and
- d. obtain checks that bear the designation "debtor in possession" and reference the bankruptcy case number and type of account on such checks.

23. These requirements are designed to provide a clear line of demarcation between prepetition and post-petition claims and payments and help protect against the inadvertent payment of prepetition claims by preventing banks from honoring checks drawn before the debtor's petition date. Considering, however, the size of the Debtors' businesses and limited staffing, enforcement of the provisions of the U.S. Trustee Guidelines during these chapter 11 cases would severely disrupt and hinder the Debtors' operations. Accordingly, the Debtors respectfully request that the Court allow them to operate each of their Bank Accounts as they were maintained in the ordinary course of business before the Petition Date.

24. Continuing the Cash Management System is permitted pursuant to section 363(c)(1) of the Bankruptcy Code, which authorizes the debtor in possession to "use property of the estate in the ordinary course of business without notice or a hearing." Additionally, courts in

this and other districts have recognized that an integrated cash management system “allows efficient utilization of cash resources and recognizes the impracticalities of maintaining separate cash accounts for the many different purposes that require cash.” *In re Columbia Gas Sys., Inc.*, 136 B.R. 930, 934 (Bankr. D. Del. 1992), *aff’d in part and rev’d in part*, 997 F.2d 1039 (3d Cir. 1993). The United States Court of Appeals for the Third Circuit has agreed, emphasizing that requiring a debtor to maintain separate accounts “would be a huge administrative burden and economically inefficient.” *Columbia Gas*, 997 F.2d at 1061; *see also In re Southmark Corp.*, 49 F.3d 1111, 1114 (5th Cir. 1995) (finding cash management system allows a debtor “to administer more efficiently and effectively its financial operations and assets”).

25. Bankruptcy courts treat requests for authority to continue utilizing existing cash management systems as a relatively “simple matter.” *In re Baldwin-United Corp.*, 79 B.R. 321, 327 (Bankr. S.D. Ohio 1987). For example, in *In re Charter Co.*, 778 F.2d 617 (11th Cir. 1985), the bankruptcy court entered an order authorizing the debtor and 43 of its subsidiaries “to continue to consolidate the management of their cash as has been usual and customary in the past, and to transfer monies from affiliated entity to entity, including operating entities that are not Debtor.” *Id.* at 620. The Eleventh Circuit Court of Appeals then affirmed a subsequent district court decision denying a creditor’s motion for leave to appeal the bankruptcy court’s cash management order, holding that authorizing the Debtor to utilize their prepetition “routine cash management system” was “entirely consistent” with applicable provisions of the Bankruptcy Code. *Id.* at 621.

26. Here, the Debtors utilize the Cash Management System in its current form as part of their ordinary and usual business practices, and as such, the Debtors believe the continued use of the Cash Management System falls within the purview of ordinary course transactions

permitted under section 363(c)(1) of the Bankruptcy Code. Moreover, appropriate circumstances exist for the Court to authorize the Debtors' continued use of the Cash Management System under sections 363(b)(1) and 105(a) of the Bankruptcy Code. Decentralizing cash management and creating new bank accounts would unnecessarily complicate the Debtors' Cash Management Systems' controls and procedures. In light of existing protective measures, the Debtors submit that maintaining the Cash Management System will benefit parties in interest and is in the best interests of the Debtors' respective estates and creditors.

27. Additionally, the relief requested in this Motion will help minimize any disruption in the Debtors' business operations during these cases, and preserve the value of the Debtors' estates. Indeed, any disruptions in the Cash Management System could lead to delays in satisfying the Debtors' obligations to their vendors and suppliers and meeting the demands of their customers. To avoid the potential erosion of value that could ensue from any such interruptions in the Debtors' ordinary course business operations, the Debtors believe it is imperative that they be authorized to continue the Cash Management System and use of the Bank Accounts.

28. Strict adherence to the U.S. Trustee Guidelines would be exceptionally burdensome to the Debtors and their management, and reduce efficiencies and cause unnecessary expense. The delays that would result from opening new accounts and revising cash management procedures would disrupt the Debtors' business operations at this critical time, have little or no benefit to the Debtors' estates, and erode the value of the Debtors' enterprise to the detriment of all stakeholders.

29. For these reasons, the Debtors should be allowed to continue using the Cash Management System and Bank Accounts consistent with historical practice.

30. The Debtors further request that the Court grant further relief from the U.S. Trustee Guidelines to the extent they require the Debtors to make all disbursements by check. In particular, the U.S. Trustee Guidelines require that all receipts and all disbursements of estate funds must be made by check with a notation representing the reason for the disbursement. As discussed above, in the ordinary course of business, the Debtors conduct transactions mostly through ACH, wire transfer and other similar methods. The Debtors are sometimes required to issue Checks. If the Debtors' ability to conduct transactions according to historical practice is impaired, the Debtors may be unable to timely perform under certain contracts, the Debtors could incur penalties and fines with taxing authorities, their business operations may be unnecessarily disrupted, and their estates will incur additional costs. Accordingly, the Debtors submit that they should be allowed to continue utilizing all existing payment methods.

II. The Court should authorize the Debtors to continue using their existing Business Forms

31. The U.S. Trustee Guidelines require a debtor in possession to immediately obtain new business forms printed with the designation "debtor in possession" and the corresponding number of the lead bankruptcy case. To avoid unnecessary expense and further disruption of the Cash Management System, the Debtors request authorization to continue to use their existing Business Forms substantially in the forms existing immediately before the Petition Date, without reference to their status as debtors in possession. Additionally, the Debtors seek authority to continue to utilize their existing Checks, without reference to the Debtors' status as debtors in possession. The Debtors will communicate with the various vendors and counterparties with whom the Debtors conduct business to notify them of the commencement of these cases, which the Debtors believe will provide adequate notice of the Debtors' status as debtors in possession.

III. The Court should authorize the Debtors to continue Intercompany Transactions in the ordinary course and afford administrative expense priority to Intercompany Claims

32. The Debtors' funds move through the Cash Management System as described above. Material Intercompany Transactions are made amongst the Debtors in the ordinary course as part of the Cash Management System.³

33. If the Intercompany Transactions were discontinued, the Cash Management System and related administrative controls would be disrupted to the Debtors' and their estates' detriment. Accordingly, the Debtors respectfully submit that the continued performance of the Intercompany Transactions is in the best interest of the Debtors' estates and creditors, and, therefore, the Debtors should be permitted to continue performing such Intercompany Transactions. Since these transactions represent extensions of intercompany credit made in the ordinary course of business, the Debtors respectfully request the authority to continue conducting the Intercompany Transactions in the ordinary course of business without need for further Court order.

34. Furthermore, if post-petition Intercompany Claims are accorded administrative priority expense status, each entity utilizing funds flowing through the Cash Management System will receive credit or bear ultimate repayment responsibility for such ordinary course transactions, thereby ensuring that entity separateness is maintained and that each estate bears its actual costs of administering this case.

35. For these reasons, the Court should authorize the Debtors to continue ordinary course Intercompany Transactions on a post-petition basis and accord any post-petition

³ The Debtors submit the Intercompany Transactions are ordinary course transactions within the meaning of section 363(c)(1) of the Bankruptcy Code and, thus, do not require the Court's approval. Nonetheless, out of an abundance of caution, the Debtors are seeking authority to engage in such transactions on a post-petition basis.

Intercompany Claims arising from such Intercompany Transactions administrative expense priority.

IV. The Court should extend the Debtors' time to comply with the requirements of section 345(b) of the Bankruptcy Code on an interim basis

36. Section 345(a) of the Bankruptcy Code authorizes deposit or investment of the money of the estate, such as cash, as “will yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment.” 11 U.S.C. § 345(a). While section 345(a) requires that with respect to deposits and investments that are not “insured or guaranteed by the United States or by a department, agency or instrumentality of the United States or backed by the full faith and credit of the United States,” the estate must require a bond in favor of the United States secured by the undertaking of a U.S. Trustee-approved corporate surety, section 345(b) permits the court to dispense with this undertaking “for cause.” 11 U.S.C. § 345(b); *see also In re Serv. Merch. Co.*, 240 B.R. 894, 896 (Bankr. M.D. Tenn. 1999) (quoting the 1994 amendments to the Bankruptcy Code which explained that the new amendments to the Code would allow the courts to approve investments other than those permitted by section 345(b) for just cause).

37. In *Service Merchandise*, the court identified the following factors for determining whether cause to waive the requirements of section 345(b) exists: (i) the sophistication of the debtor's business; (ii) the size of the debtor's business operations; (iii) the amount of investments involved; (iv) the bank ratings of the financial institutions where the debtor's funds are held; (v) the complexity of the case; (vi) the safeguards in place within the debtor's own business for insuring the safety of the funds; (vii) the debtor's ability to reorganize in the face of a failure of one or more of the financial institutions; (viii) the benefit to the debtor of current practices; (ix) the harm, if any, to the estate; and (x) the reasonableness of the debtor's

request for relief from the section 345(b) requirements in light of the overall circumstances of the case. *Serv. Merch.*, 240 B.R. at 896–97.

38. With respect to the Bank Accounts, the Debtors believe they are in compliance with the requirements of section 345(b) with respect to the Bank Accounts because all of the Bank Accounts are located at a depository institution that is insured by the FDIC, and the Debtors believe the amount of funds held within the Bank Accounts will never exceed the insured amount.

39. The Debtors request (i) a 30-day extension of time to comply with the deposit and investment requirements of section 345(b) to the extent that such requirements are inconsistent with the Debtors' current practices, without prejudice to the right to seek a further extension, (ii) that applicable institutions be authorized and directed to accept and hold or invest such funds at the Debtors' direction, and (iii) that applicable institutions be authorized and directed to honor the Debtors' directions with respect to the opening and closing of any Bank Account.

40. In light of the foregoing, the Debtors submit that cause exists for an extension of time to comply with the requirements of Bankruptcy Code section 345(b) to the extent that those requirements are inconsistent with the Debtors' current deposit and investment practices. In accordance with Local Rule 2015-2, the Debtors request a 30-day extension of time to comply with the section 345 requirements.

V. The Court should authorize the Banks to continue to maintain, service and administer the Debtors' Bank Accounts in the ordinary course of business

41. The Debtors submit that parties in interest will not be prejudiced or injured by the Debtors' maintenance of their Bank Accounts in the ordinary course of business. As discussed above, the Debtors strongly believe that replacing the Bank Accounts with new accounts

pursuant to the U.S. Trustee Guidelines would fruitlessly disrupt their operations and derail the Debtors' efforts to preserve and maximize the value of their respective estates.

42. To further implement continued use of their existing Cash Management System, Bank Accounts, the Debtors respectfully request that the Court authorize and direct the Banks to: (i) continue to maintain, service and administer the Bank Accounts as accounts of the Debtors as debtors in possession and provide related treasury, account and cash management services, all without interruption and in the ordinary course of business; (ii) receive, process, honor and pay, to the extent of available funds, any and all checks, drafts, EFT (including wires or ACH transfers), credit card payments and other items presented, issued or drawn on the Bank Accounts; *provided, however*, that any check, draft or other notification that the Debtors advise the Banks to have been drawn, issued or otherwise presented before the Petition Date may be honored by the Banks only to the extent authorized by order of the Court; (iii) accept and honor all representations from the Debtors as to which checks, drafts, EFT (including wires or ACH transfers), credit card payments and other items presented, issued or drawn should be honored or dishonored consistent with any order of the Court and governing law, whether such checks, drafts, EFT (including wires or ACH transfers), credit card payments and other items are dated before or after the Petition Date; and (iv) debit or charge the Bank Accounts for all undisputed Service Charges, whether arising before, on or after the Petition Date.

43. In addition, to protect the Banks, the Debtors also request that, to the extent the Banks honor a prepetition check or other item drawn on any account that is the subject of the Motion: (a) at the direction of the Debtors; or (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored, the Banks not be deemed to be liable to the Debtors or to their estates on account of such prepetition check or other item honored post-petition. The

Debtors respectfully submit that such relief is reasonable and appropriate because the Banks are not in a position to independently verify or audit whether a particular item may be paid in accordance with a Court order or otherwise.

44. The Debtors represent that if the relief requested herein is granted, they will implement appropriate mechanisms to ensure that no payments will be made on account of debts incurred before the Petition Date (other than those authorized by the Court). To prevent the inadvertent, unauthorized payment of prepetition claims, the Debtors will work closely with the Banks to ensure that appropriate procedures are in place to prevent checks that were issued prepetition from being honored without Court approval.

VI. The Court should authorize the payment of all undisputed Service Charges

45. Payment of the prepetition Service Charges is in the best interests of the Debtors and all parties in interest in this case, as it will prevent unnecessary disruptions to the Cash Management System and ensure that the Debtors' receipt of funds is not delayed. Payment of prepetition Service Charges will not prejudice any parties in interest. Indeed, because the Banks likely have setoff rights for the Service Charges, payment of prepetition Service Charges should not alter the rights of unsecured creditors in these Chapter 11 Cases. Even if such Service Charges were unsecured in whole or part, the cost of any disruption or delay in being able to utilize the Cash Management System far outweighs the cost of paying the Service Charges and justifies the payment of the fees under the "doctrine of necessity."

46. Accordingly, the Debtors request authority, but not direction, to honor and pay all undisputed Service Charges, including prepetition Service Charges in an amount not to exceed \$2,000.00, and to allow the Banks to debit, charge, or deduct, as applicable, such undisputed amounts in the ordinary course of business without interruption or delay.

THE REQUIREMENTS OF BANKRUPTCY RULE 6003 ARE SATISFIED

47. In order for a debtor to obtain relief to make payments within 21 days of the petition date, it must establish that making such payments satisfies the requirements mandated by Bankruptcy Rule 6003—namely, the relief requested is necessary to avoid “immediate and irreparable harm.” If a debtor’s prospect of reorganizing is threatened, or swift diminution in value of the debtor’s estate is likely, absent the granting of the requested relief, immediate and irreparable harm likely exists. *See In re WorldSpace, Inc.*, No. 08-12412, 2008 WL 8153639, at *2 (Bankr. D. Del. Oct. 20, 2008) (granting emergency motions for post-petition financing, adequate protection, and modification of the stay where the court found that the relief was necessary to avoid irreparable harm to the debtors and their estates because such relief was essential for the continued operations of the debtors’ businesses); *In re New World Pasta Co.*, No. 04-02817, 2004 WL 5651052, at *5 (Bankr. M.D. Pa. July 9, 2004) (same); *see also In re Ames Dep’t Stores, Inc.*, 115 B.R. 34, 36 n.2 (Bankr. S.D.N.Y. 1990) (finding that “immediate and irreparable harm” exists where loss of the business threatens ability to reorganize).

48. Here, immediate and irreparable harm would result if the relief requested herein is not granted. As discussed above, because of the size of the Debtors’ operations and their limited staffing for administrative matters, any disruption to the Cash Management System would greatly harm the Debtors and their estates. Without the Cash Management System, the Debtors would be unable to timely monitor revenues or make on-time payments, precluding the Debtors from, among other things, adequately assessing their liquidity. This, along with the possibility that third parties would refuse to provide essential services in the event the Debtors failed to remit payment, could cause a diminution in the value of the Debtors’ estates to the detriment of all parties in interest. Consequently, immediate and irreparable harm would result without the relief requested herein being granted on an interim basis. Accordingly, the Debtors respectfully submit

that it has satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 to support granting the relief requested herein.

WAIVER OF BANKRUPTCY RULE 6004(h)

49. Given the nature of the relief requested herein, the Debtors respectfully request a waiver of (i) the notice requirements under Bankruptcy Rule 6004(a) and (ii) the 14-day stay under Bankruptcy Rule 6004(h), to the extent that either rule is applicable.

DEBTORS’ RESERVATION OF RIGHTS

50. Nothing contained in this Motion or any actions taken by the Debtors pursuant to relief granted in the Proposed Interim Order and the Proposed Final Order is intended or should be construed as: (a) an admission as to the validity of any particular claim against the Debtors; (b) a waiver of any of the Debtors’ rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors’ rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Motion are valid, and the Debtors expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens. If the Court grants the relief sought herein, any payment made pursuant to the Court’s order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors’ rights to subsequently dispute such claim.

NOTICE

51. Notice of this Motion will be provided to: (i) the Office of the United States Trustee; (ii) the Subchapter V trustee appointed in these cases (the “Subchapter V Trustee”); (iii)

the Internal Revenue Service; (iv) the Securities and Exchange Commission; (v) the Delaware Secretary of State; (vi) the Delaware Secretary of the Treasury; (vii) each of the Debtors' consolidated twenty (20) largest unsecured creditors; (viii) the Debtors' secured creditors; (ix) the Banks; (x) all parties requesting notice pursuant to Bankruptcy Rule 2002. Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

CONCLUSION

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter the Proposed Interim Order substantially in the form annexed hereto as **Exhibit A** granting the relief requested in the Motion and such other and further relief as may be just and proper, and (b) schedule a Final Hearing on the Motion as soon as is otherwise practicable thereafter to consider entry of the Final Order substantially in the form annexed hereto as **Exhibit B**.

Dated: April 25, 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
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Telephone: (302) 592-6496
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-and-

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

Exhibit A

Proposed Interim 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

Joint Administration Requested

Re. D.I. __

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

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an interim order (this “Interim Order”) and final order pursuant to sections 105(a), 345(b) and 363(c)(1) of the Bankruptcy Code, Bankruptcy Rules 6003 and 6004 and Local Rule 9013-l(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

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.

ordinary course intercompany transactions; (v) granting administrative priority to post-petition intercompany claims; (vi) extending the Debtors' time to comply with the requirements of section 345(b) of the Bankruptcy Code; (vii) scheduling the Final Hearing, to the extent necessary, to consider entry of a final order; and (viii) granting related relief, 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 or 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 an interim basis as set forth herein.
2. The Debtors are authorized consistent with this Interim Order 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 Service Charges in an amount not to exceed \$2,000.00, 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 Cases on such items within ten (10) days of the date of the entry of this Interim 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. 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.

8. 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.

9. 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.

10. 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.

11. 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.

12. The Debtors shall have 30 days from the date of this Interim Order to comply with the requirements of section 345(b) of the Bankruptcy Code, to the extent applicable, without prejudice to the Debtors' rights to seek a further extension of time or to seek to deviate from the requirements of section 345(b) of the Bankruptcy Code on a further interim or a final basis; *provided, however*, that the rights of the U.S. Trustee are fully preserved to the extent the Banks do not sign a Uniform Depository Agreement with the U.S. Trustee.

13. As soon as possible, the Debtors shall provide the Banks with the Debtors' employer identification number, identify each of their Bank Accounts held at the Banks as being held by a debtor in possession in a bankruptcy case and provide the case number.

14. As soon as practicable after entry of this Interim Order, the Debtors shall serve a copy of this Interim Order on the Banks.

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

16. The requirements set forth in Bankruptcy Rule 6003 are satisfied by the contents of the Motion.

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

18. The Final Hearing on the Motion will be held on _____, 2024, at _____ (Eastern Time). Objections or responses, if any, to the entry of a final order on the Motion shall be filed no later than 4:00 p.m. (Eastern Time) on _____, 2024 (the “Objection Deadline”) and served so as to be received by the Objection Deadline on (a) proposed counsel to the Debtors, Pashman Stein Walder Hayden, P.C., 1007 North Orange Street, 4th Floor, Suite #183, Wilmington, Delaware, 19801-1242, Attn: John W. Weiss (jweis@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, [●].

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

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

Date: _____, 2024
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

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

Proposed Final 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

Joint Administration Requested

Re. D.I. __

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

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.

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 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. 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.

8. 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.

9. 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.

10. 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.

11. 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.

12. 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.

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

14. 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.

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

Date: _____, 2024
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

Exhibit 1**Debtors' Accounts**

	Account Holder	Bank Name	Last Four Digits of Account # and Address
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4.	Sticky Fingers VIII, LLC	JPMorgan Chase Bank, N.A.	7136 PO Box 182051 Columbus, OH 43218-2051
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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

Interim 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)

Joint Administration Requested

Re. D.I. 12

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

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an interim order (this "Interim Order") and final order pursuant to sections 105(a), 345(b) and 363(c)(1) of the Bankruptcy Code, Bankruptcy Rules 6003 and 6004 and Local Rule 9013-l(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

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.

ordinary course intercompany transactions; (v) granting administrative priority to post-petition intercompany claims; (vi) extending the Debtors' time to comply with the requirements of section 345(b) of the Bankruptcy Code; (vii) scheduling the Final Hearing, to the extent necessary, to consider entry of a final order; and (viii) granting related relief, 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 or 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 an interim basis as set forth herein.
2. The Debtors are authorized consistent with this Interim Order 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 Service Charges in an amount not to exceed \$2,000.00, 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 Cases on such items within ten (10) days of the date of the entry of this Interim 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. 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.

8. 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.

9. 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.

10. 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.

11. 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.

12. The Debtors shall have 30 days from the date of this Interim Order to comply with the requirements of section 345(b) of the Bankruptcy Code, to the extent applicable, without prejudice to the Debtors' rights to seek a further extension of time or to seek to deviate from the requirements of section 345(b) of the Bankruptcy Code on a further interim or a final basis; *provided, however*, that the rights of the U.S. Trustee are fully preserved to the extent the Banks do not sign a Uniform Depository Agreement with the U.S. Trustee.

13. As soon as possible, the Debtors shall provide the Banks with the Debtors' employer identification number, identify each of their Bank Accounts held at the Banks as being held by a debtor in possession in a bankruptcy case and provide the case number.

14. As soon as practicable after entry of this Interim Order, the Debtors shall serve a copy of this Interim Order on the Banks.

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

16. The requirements set forth in Bankruptcy Rule 6003 are satisfied by the contents of the Motion.

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

18. The Final Hearing on the Motion will be held on May 20, 2024, at 1:00 p.m. (Eastern Time). Objections or responses, if any, to the entry of a final order on the Motion shall be filed no later than 4:00 p.m. (Eastern Time) on May 13, 2024 (the “Objection Deadline”) and served so as to be received by the Objection Deadline on (a) proposed counsel to the Debtors, Pashman Stein Walder Hayden, P.C., 1007 North Orange Street, 4th Floor, Suite #183, Wilmington, Delaware, 19801-1242, Attn: John W. Weiss (jweis@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@VTrusteeLLC.com).

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

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

Dated: April 26th, 2024
Wilmington, Delaware


J. KATE STICKLES
UNITED STATES BANKRUPTCY JUDGE

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