

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

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

Reorganized Debtors.<sup>1</sup>

Chapter 11

Case No. 24-10856 (JKS)

Jointly Administered

RE: D.I. 595

**NOTICE OF FILING OF REVISED PROPOSED  
FINDINGS OF FACT, CONCLUSIONS OF LAW, AND ORDER  
CONFIRMING SUBCHAPTER V REORGANIZED DEBTORS'  
SECOND MODIFIED FIRST AMENDED PLAN OF REORGANIZATION**

**PLEASE TAKE NOTICE** that on May 8, 2025, the above-captioned reorganized debtors and debtors in possession (the "Reorganized Debtors") filed the *Reorganized Debtors' Motion for Entry of an Order (I) Authorizing the Reorganized Debtors to Modify, and Approving Modifications to, the Confirmed Plan of Reorganization, (II) Confirming the Subchapter V Reorganized Debtors' Second Modified First Amended Plan of Reorganization, and (III) Granting Related Relief* (the "Motion")<sup>2</sup> [D.I. 595], which included the *Findings of Fact, Conclusions of Law, and Order Confirming Subchapter V Reorganized Debtors' Second Modified First Amended Plan of Reorganization* as Exhibit C (the "Initial Proposed Confirmation Order").

**PLEASE TAKE FURTHER NOTICE** that, after discussions with the Subchapter V Trustee and certain parties in interest, the Reorganized Debtors have made certain revisions to the Initial Proposed Confirmation Order and hereby file the Revised *Proposed Findings of Fact, Conclusions of Law, and Order Confirming Subchapter V Debtor's Second Modified First Amended Plan of Reorganization*, attached hereto as **Exhibit A**,

**PLEASE TAKE FURTHER NOTICE** that the Reorganized Debtors hereby file the *Proposed Findings of Fact, Conclusions of Law, and Order Confirming Subchapter V Reorganized Debtors' Second Modified First Amended Plan of Reorganization* (the "Revised Proposed Confirmation Order"), attached hereto as **Exhibit A**.

<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 used but not otherwise defined in this Motion shall have the meanings ascribed to them in the Motion.



**PLEASE TAKE FURTHER NOTICE** that for the convenience of the Court and all parties in interest, a blackline comparison of the Revised Proposed Confirmation Order marked against the Initial Proposed Confirmation Order is attached hereto as **Exhibit B.**

**PLEASE TAKE FURTHER NOTICE** that, the hearing to consider the Motion is currently scheduled for **June 6, 2025 at 10:30 a.m. (Eastern Time)**, before the Honorable J. Kate Stickles, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th floor, Courtroom 6, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

**PLEASE TAKE FURTHER NOTICE** that the Revised Proposed Confirmation Order, Motion and other related documents may be obtained (i) by contacting Kurtzman Carson Consultants LLC dba Verita, the administrative advisor (the “Administrative Advisor”) retained by the Debtors in these chapter 11 cases by: (a) calling the Administrative Advisor at (866) 967-1783 (Toll Free) or +1 (310) 751-2683 (International); (b) e-mailing the Administrative Advisor at [stickysinfo@veritaglobal.com](mailto:stickysinfo@veritaglobal.com) with a reference to “In re: Sticky’s Holdings LLC - Solicitation Inquiry” in the subject line; or (c) writing to the Administrative Advisor at Sticky’s Inquiries, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245; or (ii) visiting (for a fee) PACER at <http://www.deb.uscourts.gov>. Please be advised that the parties listed above cannot provide you with legal advice, and you should consult with an attorney to provide any legal advice you may need.

Dated: June 4, 2025  
Wilmington, Delaware

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

/s/ Henry J. Jaffe

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**EXHIBIT A**

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

In re

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

Reorganized Debtors.<sup>1</sup>

Chapter 11

Case No. 24-10856 (JKS)

Jointly Administered

**RE: D.I. 595**

**FINDINGS OF FACT, CONCLUSIONS OF  
LAW, AND ORDER CONFIRMING SUBCHAPTER V REORGANIZED  
DEBTORS' SECOND MODIFIED FIRST AMENDED PLAN OF REORGANIZATION**

Upon the (i) filing of the above-captioned reorganized debtors and debtors in possession (the "Debtors" or "Reorganized Debtors," as applicable) in the above-captioned subchapter V cases (the "Cases") of the (a) *Subchapter V Reorganized Debtors' Second Modified First Amended Plan of Reorganization* [D.I. 595-1] (as may be further modified, amended or supplemented from time to time, the "Modified Plan")<sup>2</sup> filed on May 8, 2025; (b) *Reorganized Debtors' Motion for Entry of an Order (I) Authorizing the Reorganized Debtors to Modify, and Approving Modifications To, the Confirmed Plan of Reorganization, (II) Confirming the Subchapter V Reorganized Debtors' Second Modified First Amended Plan of Reorganization, and (III) Granting Related Relief* [D.I. 595] ("Plan Modification Motion") filed May 8, 2025; (c) the

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<sup>1</sup> The Reorganized Debtors in these cases, along with the last four digits of each Reorganized 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 Reorganized Debtors' mailing address is 21 Maiden Lane, New York, NY 10038.

<sup>2</sup> Capitalized terms used not otherwise defined herein shall have the meanings ascribed to them in the Modified Plan.

*Declaration of Jamie Greer in Support of Reorganized Debtors’ Motion for Entry of an Order (I) Authorizing the Reorganized Debtors to Modify, and Approving Modifications To, the Confirmed Plan of Reorganization, (II) Confirming the Subchapter V Reorganized Debtors’ Second Modified First Amended Plan of Reorganization, and (III) Granting Related Relief (the “Confirmation Declaration”) [D.I. TBD]; (d) the Declaration of Jamie Greer in Support of Reorganized Debtors’ Motion For Entry of an Order (I) Authorizing Reorganized Debtors’ Entry Into Proposed Letter of Intent with Harker Palmer Investors LLC; (II) Authorizing Reorganized Debtors and Their Professionals to Perform Obligations Thereunder; and (III) Granting Relief [D.I. 571] filed April 28, 2025 (the “LOI Approval Declaration”); (e) the Notice Of Hearing On: (X)(A) Reorganized Debtors’ Motion for Entry of an Order (I) Authorizing the Reorganized Debtors to Modify, and Approving Modifications To, the Confirmed Plan of Reorganization, (II) Confirming the Subchapter V Reorganized Debtors’ Second Modified First Amended Plan of Reorganization, and (III) Granting Related Relief; And (II) Confirmation Hearing On The Subchapter V Debtors’ Second Modified First Amended Plan Of Reorganization; And (Y) Notice Of (I) Objection Deadlines With Respect To The Plan Modification Motion And The Modified Plan And (II) Other Deadlines Related To Confirmation Of The Modified Plan [D.I. 600] filed May 8, 2025 (the “Modified Plan Notice”); and (f) the Notice of Filing of Plan Supplement [D.I. 268] filed August 21, 2024 (the “Plan Supplement”, and with all of the foregoing filings listed in clauses (a) – (f), and the Harker Palmer LOI Approval Order referred to below, being hereinafter collectively referred to as the “Plan Filings”); and (ii) the Court having: (a) previously approved the Reorganized Debtors entering into the letter of intent with Harker Palmer Investors LLC pursuant to the Order (I) Authorizing Entry Into Proposed Letter of Intent with Harker Palmer Investors LLC; (II) Authorizing Reorganized Debtors and Their Professionals to Perform Obligations*

*Thereunder; and (III) Granting Related Relief* [D.I. 585] entered on April 30, 2025 (the “Harker Palmer LOI Approval Order”), (b) reviewed the Plan Filings, (c) conducted a hearing on approval of the Plan Modification Motion and Confirmation of the Modified Plan (the “Confirmation Hearing”), (d) heard the representations and arguments of the counsel for the Reorganized Debtors as well as any evidence presented or proffered at the Confirmation Hearing, (e) reviewed and considered the filed pleadings, statements, objections and reservations filed by parties in interest in connection with the Confirmation Hearing; (f) considered the compromises embodied in and contemplated by the Modified Plan, the briefs and arguments regarding approval of the Plan Modification Motion and Confirmation of the Modified Plan, the resolution of certain informal comments to the Modified Plan, the support of various case constituents, the evidence regarding confirmation of the Modified Plan; and (iii) the Reorganized Debtors having served the Plan Modification Motion, the Modified Plan and the Modified Plan Notice as appropriate and required by the Bankruptcy Code and the Bankruptcy Rules, and having otherwise complied with the notice requirements and procedures set forth in the Bankruptcy Code and Bankruptcy Rules, *see Affidavit of Service* [D.I. 603] filed May 15, 2025, the Court hereby FINDS as follows:

A. Findings and Conclusions. The findings and conclusions set forth herein and on the record during the Confirmation Hearing constitute this Court’s findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, as made applicable herein by Bankruptcy Rules 7052 and 9014. To the extent any of the findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the conclusions of law constitute findings of fact, they are adopted as such.

B. Exclusive Jurisdiction: Venue; Core Proceeding (28 U.S.C. §§ 157(b)(2) and 1334(a)). This Court has jurisdiction over these Cases pursuant to 28 U.S.C. §§ 157 and 1334.

Venue in this judicial district was proper as of the Petition Date and continues to be proper pursuant to 28 U.S.C. §§ 1408 and 1409. Confirmation of the Modified Plan is a core proceeding under 28 U.S.C. § 157(b)(2)(L), and this Court has the exclusive jurisdiction to consider confirmation of the Modified Plan and enter a final order with respect thereto.

C. Judicial Notice. The Court takes judicial notice of the docket of these Cases maintained by the Clerk of the Court and considers all evidence and arguments made, proffered, or adduced at the various hearings held before this Court during the pendency of these Cases.

D. Burden of Proof. The Reorganized Debtors have the burden of proving the elements of Bankruptcy Code sections 1191 and 1193 and the applicable elements of section 1129(a) by a preponderance of the evidence. The Reorganized Debtors have met their burden with respect to all applicable elements under Bankruptcy Code sections 1191, 1193 and 1129.

E. Subchapter V of Chapter 11 Petition. On the Petition Date, the Debtors filed a voluntary petition for relief under subchapter V of chapter 11 of the Bankruptcy Code. The Debtors have continued as debtors in possession pursuant to Bankruptcy Code sections 1108 and 1184.

F. Subchapter V Trustee. On April 30, 2024, the Office of the United States Trustee filed the *Notice of Appointment of Subchapter V Trustee* [D.I. 26], appointing Natasha Songonuga as the subchapter V trustee (the “Subchapter V Trustee”) pursuant to Bankruptcy Code section 1183(a) and 28 U.S.C. § 586(a)(3).

G. Solicitation of Confirmed Plan. On July 26, 2024, the Court entered the Solicitation Order which approved the solicitation, voting procedures, and deadlines for voting on and objecting to the Confirmed Plan [D.I. 249].

H. Plan Supplement. On August 21, 2024, the Debtors filed the Plan Supplement [D.I. 268]. The Plan Supplement complies with and is consistent with the Bankruptcy Code and the



terms of the Confirmed Plan, and the filing and notice of such document was good and proper and in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the facts and circumstances of these Cases. All documents included in the Plan Supplement were integral to, part of, and incorporated by reference into the Confirmed Plan. Subject to the terms of the Modified Plan, the Reorganized Debtors may alter, amend, update, or modify the Plan Supplement before or after the Modified Plan Effective Date subject to compliance with the Bankruptcy Code and the Bankruptcy Rules, provided that no such alteration, amendment, update, or modification shall be inconsistent with the terms of this Modified Plan Confirmation Order or the terms of the Modified Plan.

I. Notice. As set forth in the *Declaration of Darlene S. Carlderon with Respect to the Tabulation of Votes on the Subchapter V Debtors' Modified First Amended Plan of Reorganization* [D.I. 377] (the "Voting Declaration"), the Debtors transmitted and served the solicitation packages and Ballots in compliance with 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* [D.I. 249] (the "Solicitation Order") and Bankruptcy Rules, and such transmittal and service were adequate and sufficient. The Debtors, through their counsel, have provided due, proper, timely, adequate and sufficient notice to all parties required to be given notice of the Confirmation Hearing with respect to the Modified Plan (including the deadline for filing and serving objections to confirmation of the Modified Plan), in accordance with the Bankruptcy Rules, and all creditors and parties-in-interest have had ample opportunity to appear and be heard with respect thereto, and no other or further notice is required.

J. Solicitation and Tabulation – Confirmed Plan and Notice of Modified Plan. Based on the Voting Declaration, the Debtors properly solicited the Confirmed Plan and, as such, fully complied with Bankruptcy Code sections 1125 and 1126, Bankruptcy Rules 2002, 3017, and 3018, the Local Rules of Bankruptcy Procedure, and applicable orders of this Court including, without limitation, the Solicitation Order. The Debtors, through their counsel, solicited and tabulated votes for acceptance or rejection of the Confirmed Plan fairly, in good faith, and in a manner consistent with Bankruptcy Code sections 1125 and 1126, Bankruptcy Rules 3017 and 3018, the Solicitation Order, and all other applicable laws and regulations. In connection with the Modified Plan, the Reorganized Debtors provided notice of the Plan Modification in good faith, and in a manner consistent with Bankruptcy Code section 1193, and all other applicable laws and regulations. The Reorganized Debtors and their professionals, and all of their respective directors, officers, employees, members, participants, agents, representatives, partners, affiliates, advisors, and successors or assigns, have acted in good faith within the meaning of Bankruptcy Code sections 1125(e) and 1129(a)(3) with respect to the Confirmed Plan and the Modified Plan and are, thus, entitled to the protections afforded by Bankruptcy Code section 1125(e).

K. Proper Classification of Claims. The Modified Plan adequately and properly identifies and classifies all Claims and Equity Interests. Pursuant to Bankruptcy Code section 1122(a), the Claims and Equity Interests placed in each Class are substantially similar to other Claims and Equity Interests in each such Class. Pursuant to Bankruptcy Code section 1123(a)(1), valid legal and business reasons exist for the Classes of Claims and Equity Interests under the Plan and such classification does not unfairly discriminate among Holders of Claims and Equity Interests. The Modified Plan's classification of Claims and Equity Interests is reasonable.

L. Impaired and Unimpaired Classes. As evidenced by the Voting Declaration, Class 3 voted to accept the Confirmed Plan. Holders of General Unsecured Claims either did not object to the Plan Modification Motion or the Confirmation of the Modified Plan, or any such objections that were timely filed have been overruled. Any Holder of a Claim that did not object to the Modified Plan is deemed to consent to the Modified Plan. The Court further finds that the Small Business Administration's Secured Claim (Class 1), Other Secured Claims (Class 2), and Equity Interests (Class 4) are unimpaired and, as such, are presumed to have accepted the Modified Plan.

M. Sale of Purchased Assets Free and Clear - Overview. Pursuant to the Modified Plan, the Purchased Assets will sold, transferred, conveyed and assigned to the Purchaser, Free and Clear, in consideration for the Purchase Price, on the terms and conditions set forth in the Halker Palmer LOI, the Modified Plan and this Modified Plan Confirmation Order. The Purchased Assets of the Reorganized Debtors shall be sold to the Purchaser under the Modified Plan pursuant to Sections 363, 365 and 1123 of the Bankruptcy Code. The purchase price for the Purchased Assets shall be two million dollars (\$2,000,000.00) (the "Cash Purchase Price Portion") plus the assumption by the Purchaser of the payment obligations on the EIDL Loans under the Modified Plan (collectively, the "Purchase Price"). The Purchaser has funded the First Earnest Money Deposit, the Second Earnest Money Deposit, and the Purchaser Refundable Deposit. The First Earnest Money Deposit, the Second Earnest Money Deposit and the Purchaser Refundable Deposit shall be credited against the Cash Purchase Price Portion with the net amount thereof referred to as the "Net Cash Portion of the Purchase Price".<sup>3</sup> The Purchaser will pay to

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<sup>3</sup> For the avoidance of doubt, to the extent that any portion of the First Earnest Money Deposit or the Second Earnest Money Deposit is not used for its intended purposes, and the full amount of the First Earnest Money Deposit and the Second Earnest Money Deposit have been credited against the Cash Purchase Price Portion for purposes of determining Net Cash Portion of the Purchase Price, such unused portion shall be retained by Reorganized Sticky's and applied to funding the Reserves on the Modified Plan Effective Date.

Reorganized Sticky's the Net Cash Portion of the Purchase Price on the Modified Plan Effective Date.

N. Reserves. Pursuant to the Modified Plan, on the Modified Plan Effective Date, Reorganized Sticky's will establish the Reserves in accordance with the Modified Plan.

O. Successor or Other Derivative Liability. By consummating the sale of the Purchased Assets pursuant to the Halker Palmer LOI and the Modified Plan, the Purchaser is not a mere continuation of the Reorganized Debtors, the Reorganized Debtors' estates, or any enterprise(s) of the Reorganized Debtors, and there is no common identity between the Purchaser and the Reorganized Debtors. The Purchaser is not holding itself out as a continuation of the Reorganized Debtors. The Purchaser is not a successor to the Reorganized Debtors or the Reorganized Debtors' estates by reason of any theory of law or equity, and the sale of the Purchased Assets does not amount to a consolidation, merger or *de facto* merger of the Purchaser and the Reorganized Debtors or the Reorganized Debtors' estates. Neither the Purchaser nor any of its affiliates or their respective successors, assigns, managed funds or accounts, members, managers, representatives, limited or general partners, principals, officers, agents, directors or direct or indirect equity holders, investors, or owners (or the equivalent thereof) (each, a "Purchaser Related Person") and collectively, the "Purchaser Related Persons") shall assume or in any way be responsible for any obligation or Liability of the Reorganized Debtors (or any affiliate or predecessor of the Reorganized Debtors) or the Reorganized Debtors' estates. The sale and transfer of the Purchased Assets to the Purchaser, will not subject the Purchaser and the Purchaser Related Persons to any Liability with respect to the operation, assets, or business of the Reorganized Debtors' (or Reorganized Debtors' predecessors').

Without limiting the generality of the foregoing, the parties intend and the Bankruptcy Court hereby finds that the Purchaser and the Purchaser Related Persons shall not be liable for

any Lien or Liability against the Reorganized Debtors, or any of their predecessors or affiliates, and the Purchaser and Purchaser Related Persons shall have no successor or vicarious liability of any kind or character, or any other liability, whether known or unknown as of the Modified Plan Effective Date, whether now existing or hereafter arising, or whether fixed or contingent, with respect to the Reorganized Debtors and their assets, liabilities, operations and business. The Purchaser would not have acquired the Purchaser Assets but for the foregoing protections against potential claims based upon “successor liability,” *de facto* merger, or theories of similar effect.

P. Purchaser’s Reliance on Free and Clear Sale. The Purchaser would not purchase the Purchased Assets if the sale of the Purchased Assets were not Free and Clear, or if the Purchaser would, or in the future could, be liable for any Claims and Interests, or if the Purchaser were not an Exculpated Party. A sale of the Purchased Assets other than Free and Clear would adversely impact the Reorganized Debtors, their estates and its creditors, and would yield substantially less value for the Purchased Assets and the Reorganized Debtors’ estates. The Purchase Price reflects the Purchaser’s reliance on this Modified Plan Confirmation Order to provide it (i) pursuant to sections 105(a) and 363(f) of the Bankruptcy Code, with title to, and possession of, the Purchased Assets Free and Clear, including, without limitation, any potential derivative, vicarious, transferee or successor liability, or other theories of liability, and (ii) the protections of Section 363(m) of the Bankruptcy Code.

Q. Sound Business Purpose. The Reorganized Debtors have demonstrated good, sufficient and sound business purposes and justifications for approval of the sale of the Purchased Assets to the Purchaser. The approval of and entry into the sale of the Purchased Assets to the Purchaser, including any ancillary agreements thereto, (i) are a result of due deliberation by the

Reorganized Debtors and constitute a sound and reasonable exercise of the Reorganized Debtors' business judgment and a proper exercise of the fiduciary duties of the Reorganized Debtors and their directors and officers; (ii) provide value and are beneficial to the Reorganized Debtors' estates, and are in the best interests of the Reorganized Debtors, their estates and their stakeholders; and (iii) are reasonable and appropriate under the circumstances. Business justifications for entry into the sale of the Purchased Assets to the Purchaser include, without limitation, the following: (i) the sale of the Purchased Assets to the Purchaser pursuant to the Halker Palmer LOI as incorporated into the Modified Plan constitutes the highest or best offer received for the Purchased Assets; (ii) the sale of the Purchased Assets to the Purchaser hereunder presents the best opportunity to maximize the value of the Purchased Assets and to avoid conversion of these Cases to Chapter 7 cases; (iii) failure to consummate the sale of the Purchased Assets to the Purchaser expeditiously, as provided under the Halker Palmer LOI, will materially diminish creditor recoveries; and (iv) the immediate consummation of the sale of the Purchased Assets pursuant to the Modified Plan is necessary to maximize the value of the Reorganized Debtors' estates.

R. Highest or Best Value. The Reorganized Debtors determined, in their reasonable business judgment, in a manner consistent with its fiduciary duties, that the Halker Palmer LOI, as incorporated into the Modified Plan, is the highest or otherwise best offer for the Purchased Assets. Consummating the sale of the Purchased Assets to the Purchaser will yield greater value to the Reorganized Debtors' estates than would have been provided by any other available alternative transaction.

S. Fair Consideration. The Purchase Price the Purchaser will pay for the Purchased Assets pursuant to the Modified Plan constitutes: (i) fair and reasonable consideration for the

Purchased Assets; and (ii) reasonably equivalent value and fair consideration under the Bankruptcy Code, the Uniform Fraudulent Transfer Act, the Uniform Fraudulent Conveyance Act, the Uniform Voidable Transactions Act and other laws of the United States, any state, territory, possession thereof or the District of Columbia.

T. Good Faith. The Reorganized Debtors, the Purchaser and their respective counsel and other advisors negotiated and entered into the Harker Palmer LOI and the Modified Plan, and each of the transactions contemplated thereby, in good faith, without collusion and from arm's-length bargaining positions. The Purchaser is a good-faith purchaser, and is acting in good faith within the meaning of section 363(m) of the Bankruptcy Code, and, as such, is entitled to all of the protections afforded thereby. The Reorganized Debtors were free to deal with any other party interested in acquiring all or some of the Purchased Assets. Neither the Reorganized Debtors nor the Purchaser have engaged in any conduct that would cause or permit the sale of the Purchased Assets to the Purchaser or any of the transactions contemplated by the Harker Palmer LOI and the Modified Plan to be avoided or subject to monetary damages under section 363(n) of the Bankruptcy Code, or that would prevent the application of section 363(m) of the Bankruptcy Code. The Purchaser has not violated section 363(n) of the Bankruptcy Code by any action or inaction. The Purchaser has not acted in a collusive manner with any person or entity. All payments to be made by the Purchaser and all agreements entered into by the Purchaser and the Reorganized Debtors under the Harker Palmer LOI and the Modified Plan in connection with the sale of the Purchased Assets to the Purchaser have been disclosed and are appropriate. Neither the Harker Palmer LOI nor the Modified Plan were entered into, and the sale of the Purchased Assets to the Purchaser and the implementation of this Modified Plan is not being consummated, for the purpose of hindering, delaying or defrauding creditors under laws of the United States,

any state, territory, possession thereof or the District of Columbia, or any other applicable law. Neither the Reorganized Debtors nor the Purchaser have entered into the Harker Palmer LOI or proposed or supported the Modified Plan, or are consummating the sale of the Purchased Assets to the Purchaser, or are implementing the Modified Plan with any fraudulent or otherwise improper purpose.

U. No Collusion. Neither the Harker Palmer LOI nor the Modified Plan was controlled by an agreement between potential bidders within the meaning of section 363(n) of the Bankruptcy Code. The Reorganized Debtors and the Purchaser have not engaged in any conduct that would cause or permit the Harker Palmer LOI, the Modified Plan, or the consummation of the sale of the Purchased Assets to the Purchaser, or the implementation of the Modified Plan, to be avoided, or costs or damages to be imposed, under section 363(n) of the Bankruptcy Code. Neither the Reorganized Debtors nor the Purchaser has entered into the Harker Palmer LOI, the proposed or supported the Modified Plan, or is consummating the sale of the Purchased Assets to the Purchaser or implementing the Modified Plan, with any fraudulent or otherwise improper purpose.

V. Insider Status. The Purchaser is not an “insider” of the Reorganized Debtors, as that term is defined in section 101(31) of the Bankruptcy Code, for purposes of the sale of the Purchased Assets to the Purchaser or the Modified Plan, but has a disclosed connection to the Reorganized Debtors as discussed below. Even if the Purchaser were an insider of the Reorganized Debtors, that would not preclude the sale of the Purchased Assets to the Purchaser or confirmation of this Modified Plan, or modify any of the findings, orders or relief provided for herein. Harker Palmer has acted in furtherance of, and in support, of the Reorganized Debtors’ efforts to maximize the value of the Reorganized Debtors’ estates.



- a. James Hart directly (and indirectly through a family trust, the Hart Family Trust Dated October 31, 2014 (the “Hart Trust”)), and Harker Palmer, which is a wholly-owned asset of the Hart Trust), holds Equity Interests in Reorganized Sticky’s, representing on a fully diluted basis approximately 1.9% of the common Equity Interests and 33.2% of the senior tranche of preferred interests issued by Reorganized Sticky’s. In addition, Mr. Hart is one of four members of the Board of Directors of Reorganized Sticky’s (the “Board”).
- b. Across all affiliates of the Hart Trust, including Harker Palmer, Mr. Hart owns 21.6% of the fully diluted Equity Interests issued by Reorganized Sticky’s. Further, Mr. Hart, in his capacity as a Manager of Sticky’s Investco LLC and Sticky’s Investco II LLC, which are entities that were established solely for the purpose of investing in the Debtors, Mr. Hart exercises joint voting control over an additional 3.3% of the fully diluted Equity Interests in Reorganized Sticky’s.
- c. Mr. Hart recused himself from discussions of the Board regarding the Harker Palmer LOI. In addition, Mr. Hart recused himself from discussions of the Board regarding other proposals made to the Board starting approximately from and continuing after March 20, 2025 when Harker Palmer first determined to raise with the Reorganized Debtors a proposed transaction with Bojangles regarding the Joint LOI. Harker Palmer provided a substantial portion of the Equity Contribution required to fund the Confirmed Plan and provided additional financial support thereafter. In addition, upon the decision of the Board, Zachary Finley was appointed on or about April 2024 as interim Chief Financial Officer. Mr. Finley is an employee of Better Food Group, Inc., of which Mr. Hart, through the Hart Trust, is a 67% owner.

W. Validity of the Sale. The consummation of the sale of the Purchased Assets to the Purchaser is legal, valid and properly authorized under all applicable provisions of the Bankruptcy Code, including sections 105(a), 363(b), 363(f), 363(k), and 363(m), is not subject to avoidance pursuant to Bankruptcy Code section 363(n), and all of the applicable requirements of such sections have been complied with in all respects in connection herewith and the Modified Plan. As of the Modified Plan Effective Date, the sale, conveyance, transfer and assignment of the Purchased Assets to the Purchaser will be a legal, valid and effective transfer of the Purchased Assets, and will vest the Purchaser with all right, title and interest of the Reorganized Debtors in and to the Purchased Assets Free and Clear. The Reorganized Debtors are authorized to execute all documents necessary to implement and effectuate the sale of the Purchased Assets to the Purchaser, and the same has been duly and validly authorized by all necessary corporate action(s) of the Reorganized Debtors. Upon entry of this Modified Plan Confirmation Order, no consent or approval from any other person, entity or legal authority is required to consummate the sale, conveyance, transfer and assignment of the Purchased Assets to the Purchaser.

X. Implementation of the Plan. Article 2.5 of the Modified Plan provides adequate means for implementation in accordance with Bankruptcy Code section 1123(a)(5).

Y. No Material Plan Modifications. The Court finds and concludes that any modifications to the Modified Plan as may be set forth in this Modified Plan Confirmation Order or otherwise do not have any material adverse impact on any interested party and are appropriate under the circumstances.

Z. Releases, Exculpations, and Injunctions. Pursuant to Bankruptcy Rule 3016(c), the Modified Plan describes in specific and conspicuous language all acts to be enjoined by, and identifies the entities that are subject to releases and injunctions provided under the Plan, including

without limitation, Articles 7.10, 7.11, 7.12, and 7.13 thereof. The Court finds that each release, exculpation, and injunction provision, as applicable, set forth in the Modified Plan is: (i) within the jurisdiction of the Court under 28 U.S.C. §§ 1334; (ii) essential to the implementation of the Modified Plan pursuant to Bankruptcy Code section 1123(a)(5) and warranted by the circumstances of these Cases; (iii) an integral element of the Modified Plan; (iv) the product of an arms-length transaction and a critical element of obtaining the support of the various constituencies for Modified Plan support; (v) a condition of the sale of the Purchase Assets to the Purchaser; (vi) fair, equitable, and in the best interests of Debtors' estates and their creditors; (vii) important to the overall objectives of the Modified Plan; and (viii) consistent with Bankruptcy Code sections 105, 1123, and 1129, and other applicable provisions of the Bankruptcy Code.

AA. Assumed and Rejected Executory Contracts. In accordance with Bankruptcy Code section 1123(b)(2), on the Modified Plan Effective Date, the Debtors shall be (i) be conclusively deemed to have rejected all Executory Contracts, except for the Separation Agreement, pursuant to Article 2.4.2 of the Modified Plan.

BB. Principal Purpose of the Modified Plan. The principal purpose of the Modified Plan is not the avoidance of taxes or the avoidance of the application of section 5 of the Securities Act of 1933. The Modified Plan, thus, satisfies the requirements of Bankruptcy Code section 1129(d).

CC. Subchapter V Plan Deadline. The Confirmed Plan complied with Bankruptcy Code section 1189 because the *Subchapter V Debtors' Plan of Reorganization* [D.I. 247] was timely filed within the plan-filing deadline of July 24, 2024. The Modified Plan was timely filed in accordance with Bankruptcy Code section 1193.

DD. Subchapter V Plan Content. The Modified Plan provides the following mandatory content: (i) a brief history of the Debtors' business operations; (ii) a liquidation analysis; and (iii) a description of the Reorganized Debtors' ability to make payments under the Modified Plan. the Modified Plan also includes a summary of the events occurring after the Confirmed Plan Effective Date resulting in the filing of the Modified Plan and the events leading up to the filing of the Modified Plan. The background information set forth in the Modified Plan, as supported by the Plan Filings, and the record in these Cases, amply demonstrates that circumstances warrant modifying the Confirmed Plan. Accordingly, the Modified Plan complies with Bankruptcy Code sections 1190(1) and 1193.

EE. Satisfaction of Confirmation Requirements. For the reasons set forth in the Plan Filings, and the evidence adduced and arguments made at the Modified Plan Confirmation Hearing, and the record of these Cases, the Reorganized Debtors have satisfied, and the Modified Plan complies with, all applicable provisions of Bankruptcy Code section 1129(a), which are expressly made applicable by Bankruptcy Code sections 1191(b), and 1193.

a. The Reorganized Debtors have complied with all applicable provisions of the Bankruptcy Code, as required by Bankruptcy Code sections 1129(a)(1) and 1129(a)(2).

b. The Modified Plan was proposed in good faith and not by any means forbidden by law, and, the Reorganized Debtors have satisfied the good faith requirement under Bankruptcy Code section 1129(a)(3).

c. Any payment made or to be made by the Reorganized Debtors, for services or for costs and expenses in or in connection with these Cases, or in connection with the Modified Plan and incident to these Cases, has been approved by, or is subject to the approval of, the Bankruptcy Court as reasonable, and, thus, the Modified Plan complies with section 1129(a)(4).

d. Under Article 2.5.5 of the Modified Plan, the Debtors have disclosed that the Reorganized Debtors' current CEO, Jamie Greer, will continue as CEO of the Reorganized Debtors. Meredith Saucci is currently Vice President of Finance & Administration and will continue in that role. Paul Tuennerman will remain as the Reorganized Debtors' Executive Vice President after the Modified Plan Effective Date. The Reorganized Debtors will have five (5) managers after the Effective Date, including: (1) Paul Tietz; (2) James Robert Hart; (3) Brian Krumrei; (4) Paul Tuennerman; and (5) vacant (as of the Effective Date). In addition, on the Modified Plan Effective Date, Bradley Scher will be appointed as Wind Down Officer of Reorganized Sticky's. Accordingly, the Modified Plan complies with Bankruptcy Code section 1129(a)(5).

e. Bankruptcy Code section 1129(a)(6) is inapplicable.

f. The Reorganized Debtors' evidence, including their Liquidation Analysis attached to the Plan as **Exhibit B** establishes that Holders of Claims and Equity Interest who do not accept the Modified Plan will receive at least as much under the Modified Plan as such Holders of Claims and Equity Interests would receive in a liquidation under chapter 7 of the Bankruptcy Code. Accordingly, the Modified Plan complies with Bankruptcy Code section 1129(a)(7).

g. The Small Business Administration's Secured Claim (Class 1), Other Secured Claims (Class 2) and Equity Interests (Class 4) are unimpaired under the Modified Plan and, thus, are presumed to have accepted the Modified Plan. The General Unsecured Claims (Class 3) are impaired. Holders of Class 3 were not solicited to vote to accept the Modified Plan, but were given notice and an opportunity to object to the Modified Plan, and any related objections have been overruled. Holders of General Unsecured Claims who did not object to the Modified Plan are deemed to consent to the Modified Plan. Moreover, because the Reorganized Debtors are

seeking confirmation pursuant to section 1191(b) of the Bankruptcy Code, section 1129(a)(8) is inapplicable.

h. To the extent that Bankruptcy Code section 1129(a)(9) applies, the Modified Plan may be confirmed.

i. The Confirmed Plan provided for payment of Priority Tax Claims in monthly installments commencing in and completing in or around December 2024, which is in accordance with section 1129(a)(9). The Reorganized Debtors paid such Priority Tax Claims in full following the Confirmed Plan Effective Date. There are no Priority Tax Claims outstanding.

ii. With respect to Administrative Expense Claims, the Modified Plan provides that all allowed administrative fees and expenses will be paid Pro Rata on or after the Modified Plan Effective Date from the Allowed Administrative Claims Reserve, as is permitted by section 1191(e).

iii. The payment provided for Administrative Expense Claims under the Modified Plan is in accordance with section 1191(e) and the Modified Plan therefore may be confirmed under section 1191(b) notwithstanding section 1129(a)(9)(A).

i. General Unsecured Claims (Class 3), the only impaired class, voted to accept the Confirmed Plan and those holders of General Unsecured Claims that did not object to the Plan Modification Motion or the Modified Plan are deemed to consent to the Modified Plan. However, because the Debtors are seeking confirmation pursuant to section 1191(b) of the Bankruptcy Code, section 1129(a)(10) is inapplicable.

j. The Modified Plan contemplates the liquidation, wind down and dissolution of the Reorganized Debtors (other than Reorganized Sticky's) on the Modified Plan Effective Date, and the continuation of Reorganized Sticky's to implement the Modified Plan. Accordingly, Bankruptcy Code section 1129(a)(11) has been satisfied.

k. Pursuant to the Small Business Reorganization Act of 2019, the Debtors are not required to make quarterly payments to the U.S. Trustee in accordance with 28 U.S.C. § 1930(a)(6)(A).

l. Bankruptcy Code sections 1129(a)(13)–(16) do not apply to the Modified Plan.

m. The Modified Plan does not unfairly discriminate and is fair and equitable, within the meaning of Bankruptcy Code section 1191.

i. Bankruptcy Code section 1191(c)(1) is inapplicable because the class of secured claims is unimpaired.

ii. As of the Modified Plan Effective Date, the Modified Plan provides that the Reserves (which comprise all of the assets of the Reorganized Debtors following the sale of the Purchased Assets to the Purchaser) will be funded in full on the Modified Plan Effective Date and used to make Pro Rata Distributions to holders of Allowed Claims as provided for in the Modified Plan. The Reserves are funded with aggregate dollar amounts that equal or exceed the aggregate dollar amounts that were projected to be distributed to Holders of Allowed Administrative Claims and Holders of General Unsecured Claims under the Confirmed Plan and such Distributions will under the Modified Plan likely be made earlier in time than was the case for Distributions contemplated under the Confirmed Plan. The

treatment of the Holders of Allowed Administrative Claims and Holders of General Unsecured Claims is structurally similar in that each such Allowed Claims have a separate funded Reserve to fund Distributions and each Reserve bears its own administrative fees and costs. The treatment of the Allowed Administrative Expense Claims and Allowed General Unsecured Claims under the Modified Plan does not discriminate unfairly and is fair and equitable.

iii. There is a reasonable likelihood that the Reorganized Debtors will be able to make all of the payments under the Modified Plan.

iv. The Modified Plan provides appropriate remedies to protect Holders of Claims and Equity Interests in the event that Modified Plan payments are not made.

FF. Requirements for Confirmation Are Satisfied. The Reorganized Debtors have satisfied all of the requirements for Confirmation of the Modified Plan under Bankruptcy Code sections 1191 and 1193. Confirmation of the Modified Plan is in the best interests of the Reorganized Debtors' estates, the Reorganized Debtors' creditors, and all other parties in interest.

GG. US Foods Settlement. The Debtors' prior entry into the US Foods Settlement under the Confirmed Plan was a sound exercise of the Debtors' business judgment, and in the best interests of the Debtors' Estates and the obligations thereunder are an Allowed Administrative Expense Claim under the Modified Plan.

HH. Equity Raise. In October 2024, the Equity Raise was fully consummated.

II. Default. The Reorganized Debtors defaulted under the Confirmed Plan but upon confirmation of the Modified Plan and funding of the Reserves, the Reorganized Debtors will have the funding required to make the required Distributions under the Modified Plan.



JJ. Settlements: In connection with the Modified Plan, and as described on the record at the hearing on Confirmation of the Modified Plan, and the representations of counsel, the Debtors, with the assistance of the Subchapter V Trustee, and the consent of Harker Palmer, have negotiated, in good faith, and at arm's length, settlements with US Foods and with the Debtors' Landlords (as defined herein) and, with respect to their respective treatment under the Modified Plan and their consent to the Modified Plan, as more fully set forth in ordered paragraphs 35 and 36, respectively, below.

Now, THEREFORE, in view of the foregoing, FINDINGS, it is hereby ORDERED, ADJUDGED, and DECREED as follows:

1. Incorporation of Findings. The foregoing findings are hereby incorporated into and form an integral part of this Modified Plan Confirmation Order.

2. Notice of Confirmation Hearing. Notice of the Confirmation Hearing was: (i) appropriate and satisfactory based upon the circumstances of these Cases and (ii) in compliance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable non-bankruptcy law.

3. Modified Plan Modifications. Any modification of the Modified Plan set forth in this Confirmation Order or otherwise do not have any material adverse impact on any interested party, and may be implemented without further notice, hearing, or solicitation, and are appropriate under the circumstances. In accordance with Bankruptcy Code section 1127 and Bankruptcy Rule 3019, all Holders of Claims who voted to accept the Confirmed Plan, and all parties who did not object to the Modified Plan, are deemed to have consented to the Modified Plan.

4. Objections. For the reasons stated on the record, any objections to Confirmation of the Modified Plan that have not been withdrawn, resolved, waived, or settled are overruled on the merits.

5. Modified Plan Confirmation. The Modified Plan is hereby CONFIRMED in its entirety under Bankruptcy Code section 1191(b).

6. Approval of Plan Releases, Exculpations, and Injunctions. Section 7.11 of the Modified Plan is deemed modified to add the bolded language in the following sentence: “None of the Debtors, their Professionals, Greer, the Debtors’ officers and directors that served any time on or after the Petition Date, the Subchapter V Trustee, or the Purchaser, in its capacity as purchaser of the Purchased Assets **solely to the extent the Purchaser is alleged to be a fiduciary and/or held to be a fiduciary**, (collectively, the “Exculpated Parties”) shall have or incur any liability to any Holder of a Claim or Equity Interest, or other party in interest, with respect to any Exculpated Claim, including, without limitation, any act or omission in connection with, related to, or arising out of, in whole or in part, the Debtors’ Chapter 11 Cases from the Petition Date to the Modified Plan Effective Date, except for willful misconduct, gross negligence, fraud or criminal misconduct as determined by a Final Order of a court of competent jurisdiction, and, in all respects, the Exculpated Parties shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Modified Plan.” With the foregoing modification, each release, exculpation, and injunction provision set forth in the Modified Plan is hereby approved.

7. Assumption and Rejection of Executory Contracts. In accordance with Bankruptcy Code section 1123(b)(2), upon entry of the Modified Plan Confirmation Order, the Reorganized Debtors will be conclusively deemed to have rejected all Executory Contracts,

including those identified in Article 2.4 of the Modified Plan, excepting only the Separation Agreement, and including any Executory Contract that has previously been rejected under section 365 of the Bankruptcy Code by an order of the Bankruptcy Court; *provided, however*, that nothing herein shall constitute a finding or ruling that the Separation Agreement is an Executory Contract.

8. Rejection Claim and Related Rejection Claims Bar Date. A proof of claim arising from the rejection of an Executory Contract or unexpired lease (such claim, a “Rejection Claim”) must be filed with the Court and served upon counsel for the Reorganized Debtors on or before the date that is the first to occur of: (x) thirty (30) days after the first of (i) the Modified Plan Effective Date; or (y) such date as set forth in a separate order of the Bankruptcy Court. (the “Rejection Claims Bar Date”). Any and all Rejection Claims not filed on or before the Rejection Claims Bar Date shall be automatically disallowed and forever barred in their entirety and shall not be enforceable against the Reorganized Debtors, the Reorganized Debtors’ estate, or their respective properties or interests in property as agents, successors, or assigns.

9. Reorganized Debtor’s Performance Authorized. The Reorganized Debtors are hereby authorized to enter into and perform its obligations under the Harker Palmer LOI and the Modified Plan, and to take such other actions as may be necessary or desirable to effectuate the terms thereof, and other instruments or documents that may be reasonably necessary or desirable to implement and effectuate the terms of the sale of the Purchased Assets to the Purchaser and the implementation of the Modified Plan, including, without limitation, deeds, assignments, stock powers, transfers of membership interests and any other instruments of transfer, without further order of the Court. The Reorganized Debtors are hereby further authorized to take all other actions as may reasonably be requested by the Purchaser or otherwise for the purpose of selling, transferring, conveying and assigning to the Purchaser, or reducing to the Purchaser’s possession,

any or all of the Purchased Assets, as may be necessary or appropriate for the Reorganized Debtors to perform its obligations under the Harker Palmer LOI and the Modified Plan and consummate the sale of the Purchased Assets to the Purchaser and the implementation of the Modified Plan, without further order of the Bankruptcy Court.

10. The Reorganized Debtors are hereby authorized and empowered to cause to be executed and filed such statements, instruments, releases and other documents with respect to the Purchased Assets that are necessary or appropriate to effectuate the Harker Palmer LOI and the Modified Plan and this Modified Plan Confirmation Order, including, as applicable, amended and restated certificates or articles of incorporation and bylaws or certificates or articles of amendment, and all such other actions, filings or recordings as may be required under appropriate provisions of the applicable laws of all applicable governmental units or as any of the officers of the Reorganized Debtors may determine are necessary or appropriate.

11. Valid Transfer and Assignment. Effective as of the Modified Plan Effective Date, the sale, conveyance, transfer and assignment of the Purchased Assets by the Reorganized Debtors to the Purchaser shall constitute a legal, valid and effective sale, conveyance, transfer and assignment of the Purchased Assets, notwithstanding any requirement for approval or consent by any person.

12. Free and Clear Sale. Upon the Modified Plan Effective Date, the Reorganized Debtors shall be, and hereby are, authorized and empowered, pursuant to sections 105, 363(b), 363(f) and 1123(a)(5)(B) of the Bankruptcy Code, to sell, convey, transfer and assign to the Purchaser the Purchased Assets. The sale, conveyance, transfer and assignment of the Purchased Assets to the Purchaser shall vest the Purchaser with all right, title and interest of the Reorganized Debtors in and to the Purchased Assets Free and Clear.

13. Following the Modified Plan Effective Date, no holder of any Claim or Interest on any of the Purchased Assets shall interfere with the Purchaser's use or enjoyment of any of the Purchased Assets based on or related to such Claims and Interests or any actions that the Reorganized Debtors have taken or may take in the Cases and no interested party may take any action to prevent, enjoin or otherwise interfere with consummation of the sale of the Purchased Assets to the Purchaser.

14. The provisions of this Modified Plan Confirmation Order authorizing the sale, conveyance, transfer and assignment of the Purchased Assets Free and Clear shall be self-executing, and neither the Reorganized Debtors nor the Purchaser shall be required to execute or file releases, termination statements, assignments, consents or other instruments in order to effectuate, consummate or implement the provisions of this Modified Plan Confirmation Order. For the avoidance of doubt, on or after the Modified Plan Effective Date, the Reorganized Debtors and the Purchaser shall be authorized, but not directed, to file any such releases, termination statements, assignments, consents or other instruments in any jurisdiction to record the release, discharge and termination of Claims and Interests on the Purchased Assets pursuant to the terms of this Modified Plan Confirmation Order.

15. Direction to Creditors. This Modified Plan Confirmation Order shall be (a) effective as a determination that, as of the Modified Plan Effective Date, all Claims and Interests on the Purchased Assets shall be unconditionally released, discharged and terminated as to the Purchaser and the Purchased Assets; and (b) binding upon all persons and entities, including all the Reorganized Debtors' creditors and any holder of a Claim and Interest on, or with respect to, any of the Purchased Assets, and all such persons and entities are hereby authorized to execute such documents and take all other actions as may be reasonably necessary to release their

respective Claims and Interests on, or with respect to, the Purchased Assets, if any. If any person or entity that has filed a financing statement, mortgage, mechanics lien, *lis pendens* or other document, instrument, notice or agreement evidencing any Claim and Interest on, or with respect to, the Purchased Assets has not delivered to the Reorganized Debtors on or before the Modified Plan Effective Date, in proper form for filing and executed by the appropriate parties, termination statements, releases or instruments of satisfaction that the person or entity has with respect to the Purchased Assets, the Reorganized Debtors and the Purchaser are authorized to (x) request that the applicable person or entity execute and file such termination statements, releases, instruments of satisfaction or other documents with respect to the Purchased Assets, and, to the extent such person or entity fails to do so, execute and file such termination statements, releases, instruments of satisfaction or other documents with respect to the Purchased Assets on behalf of the applicable person or entity, and (y) file, register or otherwise record a certified copy of this Modified Plan Confirmation Order which, once filed, registered or otherwise recorded, shall constitute conclusive evidence of the release of all Claims and Interests on, or with respect to, the Purchased Assets. This Modified Plan Confirmation Order is deemed to be in recordable form sufficient to be placed in the filing or recording system of each and every U.S. federal, state, and local government agency, department or office and may be deemed to be in recordable form sufficient to be placed in the filing or recording system of each and every tribal or foreign government agency, department or office.

16. Recording Officers. All filing agents or officers, title agents or companies, recorders of mortgages or deeds, registrars, administrative agencies, governmental units or departments, secretaries of state, governmental officials and all other persons or entities that may be required by operation of law, the duties of their office or contract to accept, file, register or

otherwise record or release any documents or instruments regarding the Purchased Assets or who may be required to report or insure any title or state of title in or to the Acquired Assets, (collectively, the “Recording Officers”) are hereby authorized to (a) accept any and all documents or instruments necessary and appropriate to consummate the sale of the Purchased Assets to the Purchaser or to record and reflect that the Purchaser is the owner of the Purchased Assets Free and Clear and (b) strike all recorded Claims and Interests on the Purchased Assets from their records.

17. Direction to Surrender the Purchased Assets. All persons or entities in possession or control of any of the Purchased Assets, either presently or on or before the Modified Plan Effective Date, are directed to surrender possession or control of the Purchased Assets to the Purchaser on the Modified Plan Effective Date.

18. No Successor Liability. The Purchaser and the Purchaser Related Persons are not and shall not be (a) deemed a “successor” in any respect to the Reorganized Debtors or their estates as a result of the consummation of the sale of the Purchased Assets to the Purchaser, or any other event occurring in the Cases under any theory of law or equity; (b) deemed to have, *de facto* or otherwise, merged or consolidated with or into the Reorganized Debtors or their estates; (c) deemed to be an alter ego of or have a common identity with the Reorganized Debtors; (d) deemed to have a continuity of enterprise with the Reorganized Debtors; (e) liable for any acts or omissions of the Reorganized Debtors in connection with its assets, liabilities, operations or the conduct of their business, or arising under or related to the Purchased Assets; or (f) deemed to be a continuation or substantial continuation of the Reorganized Debtors or any enterprise of any of the Reorganized Debtors, including (with respect to clause (a) through (f) of this paragraph) within the meaning of any foreign, federal, state or local revenue, pension, ERISA, tax, labor, employment, environmental, products liability or other law, doctrine rule or regulation (including

any filing requirements under any such laws, rules or regulations) with respect to the Reorganized Debtors' liability under such law, doctrine, rule or regulation.

19. The Purchaser and the Purchaser Related Persons shall not assume, nor be deemed to have assumed or in any way be responsible for any Liability or obligation (of any kind, character, or description, whether known or unknown, asserted or unasserted, matured or unmatured, liquidated or unliquidated, disputed or undisputed, accrued or unaccrued, due or to become due, fixed, absolute, contingent or otherwise) of the Reorganized Debtors or their estates arising or attributable to periods prior to the Modified Plan Effective Date including, but not limited to, any Liability of the Reorganized Debtors or their estates, any bulk sales law Liability, successor or vicarious Liability, Liability or responsibility for any claim against the Reorganized Debtors or against any related person or affiliate of the Reorganized Debtors (including predecessors), or any similar Liability or obligation. The HP LOI Approval Motion, the order approving the HP LOI Approval Motion, and the Plan Modification Motion contain sufficient notice of such limitation in accordance with applicable law. Except for claims to enforce the express terms of the Modified Plan, the transfer of the Purchased Assets to the Purchaser hereunder will not result in (a) any Purchaser Related Person having any Liability or obligation for any claim made against the Reorganized Debtor (or its respective affiliates, together with its respective predecessors, successors, assigns, members, partners, officers, directors, principals or direct or indirect equity holders), including without limitation in respect of any Liabilities of the Reorganized Debtors or their estates, nor in any such liability or obligation attaching to the Purchased Assets; (b) any Purchaser Related Person having any Liability or obligation with respect to or be required to satisfy in any manner, whether at law or in equity, whether by payment, setoff, recoupment or otherwise, directly or indirectly, any Claims and Interests, nor in any such liability



or obligation attaching to the Purchased Assets; or (c) any Purchaser Related Person having any liability or obligation to the Reorganized Debtors.

20. Effective upon the Modified Plan Effective Date, all persons and entities are forever prohibited and enjoined from commencing or continuing in any manner any action or other proceeding, whether in law or equity, in any judicial, administrative, arbitral or other proceeding against any Purchaser Related Person or their assets (including the Purchased Assets) with respect to any (a) Claims and Interests against the Reorganized Debtors or in the Purchased Assets or (b) successor, transferee, vicarious or other similar liability or theory of liability, including (i) commencing or continuing any action or other proceeding pending or threatened, in any manner or place, that does not comply with, or is inconsistent with, the provisions of this Modified Plan Confirmation Order or other orders of the Bankruptcy Court or the agreements or actions contemplated or taken in respect hereof or thereof; (ii) enforcing, attaching, collecting or recovering in any manner any judgment, award, decree or order; (iii) creating, perfecting or enforcing any Interest; (iv) asserting any setoff, right of subrogation or recoupment of any kind; or (v) revoking, terminating or failing or refusing to renew any license, permit or authorization to operate any of the Purchased Assets or conduct any business in connection with the Purchased Assets.

21. Good-Faith Purchaser. The Purchaser is a good-faith purchaser within the meaning of section 363(m) of the Bankruptcy Code and is entitled to all of the protections afforded thereby.

22. Section 363(n) of the Bankruptcy Code. The sale of the Purchased Assets to the Purchaser approved by this Modified Plan Confirmation Order is not subject to avoidance or any recovery of damages pursuant to section 363(n) of the Bankruptcy Code.

23. Bulk Sales. No bulk sales law, bulk transfer law or similar law of any state or other jurisdiction shall apply in any way to the sale of the Purchased Assets to the Purchaser.

24. Further Assurances. From time to time, as and when requested, all parties to the sale of the Purchased Assets to the Purchaser, and the implementation of the Modified Plan, shall execute and deliver, or cause to be executed and delivered, all such documents and instruments and shall take, or cause to be taken, all such further or other actions as the requesting party may reasonably deem necessary or desirable to consummate the sale of the Purchased Assets to the Purchaser and to implement the Modified Plan, including such actions as may be necessary to vest, perfect, confirm, record or otherwise in the Purchaser its right, title and interest in and to the Purchased Assets.

25. Binding Effect. Effective as of the entry of this Modified Plan Confirmation Order, but subject to applicable due process rights and the occurrence of the Modified Plan Effective Date, to the fullest extent of applicable law including, without limitation, Bankruptcy Code section 1141, the Modified Plan and this Modified Plan Confirmation Order shall be binding on: (i) the Reorganized Debtors; (ii) all Holders of Claims and Equity Interests, irrespective of whether such Claims and Equity Interests asserted or unasserted, manifested or unmanifested or known or unknown; and (iii) each person or entity acquiring property under the Modified Plan. Additionally, entry of this Modified Plan Confirmation Order is deemed consent by any counterparty to an Executory Contract or any Assets to the assignment of Reorganized Debtors' rights, title, and interest in such property to the Purchaser or to Reorganized Sticky's, as applicable, and as evidence of such consent, a copy of this Modified Confirmation Order may be filed with any and all applicable state, federal, or other governmental or regulatory authority and/or in any applicable governmental record.

26. Discharge. The Debtors shall receive a discharge as to any debt that arose before the Modified Plan Effective Date on the Modified Plan Effective Date.

27. Post-Confirmation Implementation of the Modified Plan. The Reorganized Debtors are authorized to implement the Modified Plan, and may use, acquire, and dispose of property free of any restrictions of the Bankruptcy Code, Bankruptcy Rules, and Local Rules, and in all respects as if there were no pending Cases under any chapter or provisions of the Bankruptcy Code. Except as otherwise expressly set forth in the Modified Plan, the Reorganized Debtors may also settle or compromise any Claims without Court approval.

28. Reorganized Debtors' Authorization. The Reorganized Debtors are hereby authorized and fully empowered to take any and all actions as may be necessary and appropriate to consummate, effectuate, and implement the sale of the Purchased Assets to the Purchaser and implement the Modified Plan, and consummate all transactions contemplated thereby.

29. Rights of Holders of Allowed Claims. All rights of Holders of Allowed Claims, including, without limitation, the right to receive a Distribution on account of such Claim(s), shall hereinafter be limited solely to the right to receive such Distribution only to the extent and as expressly provided in this Modified Plan Confirmation Order and under the Modified Plan.

30. Notice of Effective Date and Related Deadlines. In accordance with the terms of the Modified Plan and as soon as reasonably practicable after the Modified Plan Effective Date, the Reorganized Debtors shall file a notice of occurrence of the Modified Plan Effective Date (the "Notice of Modified Plan Effective Date") with the Bankruptcy Court and serve it upon all known creditors and parties required to receive notice pursuant to Bankruptcy Rule 2002. As applicable, the Notice of Modified Plan Effective Date shall further set forth the Rejection Claims

Bar Date, Administrative Expense Bar Date, and Professional Fee Bar Date, each as set forth and defined in the Modified Plan.

31. Administrative Expense Bar Date. All parties shall file any and all requests for allowance and payment of Administrative Expense Claims incurred on or before the day immediately preceding the Modified Plan Effective Date pursuant to Bankruptcy Code section 503, other than Professional Fee Claims, on the first to occur of: (i) the first Business Day that is thirty (30) days after the Modified Plan Effective Date; and (ii) such date as set by a separate order of the Bankruptcy Court. Administrative Expense Claims filed after the Administrative Expense Claims Bar Date shall be disallowed and forever barred in their entirety.

32. Professional Fee Claims. To the extent that the Reorganized Debtors' professionals, the Subchapter V Trustee, and/or the Claims and Noticing Agent in these cases seek payment of fees and expenses in excess of the amounts allocated therefor in the Deposits for the period following the Effective Date of the Confirmed Plan (to the extent applicable thereto), the Reorganized Debtors' professionals, the Subchapter V Trustee and/or the Claims Agent respectively will timely submit such requests to the Reorganized Debtors for approval. To the extent such a fee request is approved it shall be an allowed Administrative Expense Claim paid Pro Rata from the Allowed Administrative Claims Reserve. No further fee applications shall be required to be filed with the Court in these cases.

33. Re-vesting of Property. Pursuant to Bankruptcy Code section 1141(b), except as otherwise provided in the Modified Plan or in this Modified Plan Confirmation Order, and excluding the Purchased Assets, as of the Effective Date, all of the property of the estate vests in the Reorganized Debtors. After confirmation of the Modified Plan, the property dealt with by the Modified Plan is Free and Clear.

34. Discharge of Subchapter V Trustee. Pursuant to Bankruptcy Code section 1194(b), the Subchapter V Trustee shall be discharged on the Modified Plan Effective Date.

35. US Foods Settlement.

- a. Under the Confirmed Plan, pursuant to Bankruptcy Rule 9019 and Section 1123 of the Bankruptcy Code, the US Foods Settlement was approved in all respects. In connection with the Modified Plan, US Foods and the Debtors have agreed on a settlement of US Foods claims against the Debtors arising under the US Foods Settlement and arising after the Confirmed Plan Effective Date. On account of any claims US Foods asserts against the Debtors, including without limitation any claims on account of the US Foods Settlement provided for in the Confirmed Plan and on account of goods and services provided to the Debtors after the Confirmed Plan Effective Date, US Foods shall have an Allowed Administrative Expense Claim against the Debtors in the amount of \$600,000 without the need to file a proof of claim, motion or other request or pleading and shall have no other Allowed Administrative Expense Claim, Allowed General Unsecured Claim or other Allowed Claim against the Debtors. Pursuant to the Modified Plan, US Foods shall receive, as soon as practicable on or after the Modified Plan Effective Date, on account of its Allowed Administrative Expense Claim a Pro Rata distribution from the Allowed Administrative Claims Reserve in full and complete satisfaction and discharge of US Food's claims against the Debtors.

- b. US Foods and the Debtors hereby release, discharge and acquit the other, and their respective directors, officers, managers, employees, representatives and agents from any and all liens, claims, causes of action, liabilities, encumbrances, security interests, interests or charges of any nature or description whatsoever based or relating to, or in any manner arising from, in whole or in part, the Chapter 11 Cases (including any claims arising under Chapter 5 of the Bankruptcy Code) or affecting property of the Estate, whether known or unknown, suspected or unsuspected, scheduled or unscheduled, contingent or not contingent, unliquidated or fixed, admitted or disputed, matured or unmatured, senior or subordinated, whether assertable directly or derivatively by, through, or related to any of the Released Parties and their successors and assigns whether at law, in equity or otherwise, based upon any condition, event, act, omission occurrence, transaction or other activity, inactivity, instrument or other agreement of any kind or nature occurring, arising or existing prior to the Effective Date in any way relating to or arising out of, in whole or in part, the Debtors, the Debtors' prepetition operations, governance, financing, or fundraising, the purchase or sale of the Debtors' securities, the Chapter 11 Cases, the pursuit of Confirmation of the Modified Plan, the consummation of the Modified Plan or the administration of the Modified Plan, including without limitation, the negotiation of the Modified Plan. Each of US Foods and the Debtors expressly waives and relinquishes any and all rights such Person may have

or conferred upon it under any federal, state, or local statute, rule, regulation, or principle of common law or equity which provides that a release does not extend to claims which the claimant does not know or suspect to exist in its favor at the time of the entry of this Modified Plan Confirmation Order which may in any way limit the effect or scope of the release provided for herein which such Person did not know or suspect to exist in such Party's favor at the time of the entry of the Modified Plan Confirmation Order, which in each case if known by it may have materially affected its settlement as reflected herein, including California Civil Code § 1542 (or comparable or equivalent to California Civil Code § 1542), which provides:

- i. **A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.**
- c. The automatic stay is terminated for purposes of US Foods taking possession of and disposing of any inventory in its possession that was specifically identified to be shipped to the Debtors.
- d. US Foods consents to the terms of this paragraph 35 and the Modified Plan.
- e. **Exhibit C** to the Modified Plan is revised to delete the reference to US Foods therein, and the terms set forth herein shall govern with respect to US Foods' Allowed Administrative Expense Claim. **Exhibit C** as so

modified, and the provisions of the Modified Plan related to **Exhibit C** as so modified, shall govern with respect to the Administrative Expense Claims set forth therein.

36. **Landlords Settlement.**

- a. Subject to prior orders of the Court [D.I. 588 and 574] (“**Prior Rejection Orders**”), the non-residential real property leases identified on **Exhibit A** hereto (each a “**Lease**,” and collectively, the “**Leases**”) shall be deemed rejected as of May 31, 2025 (the “**Rejection Date**”) and the Reorganized Debtors shall be deemed to have surrendered possession of the leased premises in favor of the respective Landlord for such leases as identified on **Exhibit A** (each a “**Landlord**,” and collectively, the “**Landlords**”). To the extent there remains any personal property of the Reorganized Debtors at a leased premises on the Rejection Date, the Reorganized Debtors shall be authorized and deemed to have abandoned any and all of its interest in such personal property remaining on the leased premises as of the Rejection Date. Subject to Prior Rejection Orders, to the extent any personal property lessor asserts an interest in any personal property at a leased premises, such lessor shall have no later than 10 days from entry of this order to remove such property, unless such lessor and the applicable Landlord agreed to a different time period. Any such personal property subject to an interest of a personal property lessor that is not removed from the applicable leased premises by the applicable deadline shall be deemed abandoned in favor of the applicable Landlord, and such Landlord shall be



permitted to use or dispose of such abandoned personal property without further notice or liability to the Debtors, Reorganized Debtors and any third parties. Notwithstanding prior Rejection Orders, each Landlord shall have an Allowed Administrative Expense Claim in the amount specified in **Exhibit A** without the need to file a proof of claim, motion or other request or pleading and shall have no other Allowed Administrative Expense Claim, Allowed General Unsecured Claim or other Allowed Claim against the Debtors or Reorganized Debtors, as applicable; provided, however, notwithstanding the foregoing or any provision in the Modified Plan or this Order to the contrary, with respect to any Lease, nothing in the Modified Plan or this Order shall modify, release waiver or impair or prejudice a Landlord's rights or claims solely with respect to any available insurance in connection with any third-party claims asserted or arising from or in connection with the Debtors' or Reorganized Debtors' use and occupancy of the leased premises subject to a Lease with regard to events that occurred prior to the Effective Date, for which the Debtors or Reorganized Debtors had a duty to indemnify such landlord pursuant to any Lease solely to the extent of available insurance. Pursuant to the Modified Plan, each Landlord shall receive, as soon as practicable on or after the Modified Plan Effective Date, on account of its Allowed Administrative Expense Claim, a Pro Rata distribution from the Allowed Administrative Claims Reserve in full and complete satisfaction and discharge of the Landlord's claims against the Debtors or Reorganized Debtors. For the avoidance of doubt, any

Landlord who holds a security deposit shall be permitted to offset it against any claims under its Lease. For the avoidance of doubt, **Exhibit A**, to the extent applicable, incorporates such offset.

- b. To the extent any Landlord previously filed a proof of claim, motion, request or notice seeking allowance of a claim or claims against the Debtors, such proof of claim, motion, request or notice shall be deemed amended, modified and superseded by this paragraph 36.
- c. The automatic stay is terminated with respect to each Landlord for purposes of taking possession of the Landlord's respective leased premises and any personal property located thereon.
- d. Each Landlord consents to the terms of this paragraph 36 and the Modified Plan.
- e. **Exhibit D** to the Modified Plan and the provisions of the Modified Plan applicable to **Exhibit D** are amended, modified and replaced by the terms and conditions of this paragraph 36 in all respects.

37. **SBA and EDL Loans**. Notwithstanding anything to the contrary in this Modified Plan Confirmation Order, the Purchaser shall on the Modified Plan Effective Date assume, and shall be deemed to have assumed, the EDL Loans and shall grant to the SBA to secure the EDL Loans a lien on the tangible Purchased Assets acquired by the Purchaser.

38. **Post-Confirmation Reporting**. Reorganized Sticky's shall file quarterly post-confirmation reports, served on the U.S. Trustee and the Subchapter V Trustee on or before the 20th day after the end of the calendar quarter. The reporting shall include, at a minimum, the following information:

- a. the bank name & account type of the Reserves;
- b. the name of the person with signatory authority over the Reserves;
- c. any investments (general type), if any, of the funds in the Reserves, and where those investments are located;
- d. Modified Plan disbursements during the reporting period (by category); and
- e. cumulative Modified Plan disbursements to date.

39. Amendments/Headings. This Modified Plan Confirmation Order may be amended or supplemented only upon further, final order of the Court. The headings used herein are for ease of reference only and shall not be used in interpreting this Modified Plan Confirmation Order.

40. Retention of Jurisdiction. Notwithstanding the entry of this Modified Plan Confirmation Order or the occurrence of the Modified Plan Effective Date, this Court shall retain jurisdiction over all matters arising in, arising under, or related to these Cases to the fullest extent legally permissible.

41. Successors/Assigns. This Modified Plan Confirmation Order shall be binding upon, and inure to the benefit of, the Reorganized Debtors' successors, designees, assigns, beneficiaries, executors, administrators, and/or personal representatives.

42. Conflicts Between this Modified Plan Confirmation Order and the Modified Plan. The provisions of the Modified Plan and this Modified Plan Confirmation Order shall be construed in a manner consistent with each other so as to effect the purpose of each; *provided, however,* that if there is determined to be any inconsistency between any Modified Plan express provision and any express provision of this Modified Plan Confirmation Order that cannot be so

reconciled, then solely to the extent of such inconsistency the express provisions of this Modified Plan Confirmation Order shall govern. The provisions of this Modified Plan Confirmation Order are integrated with each other and are non-severable and mutually dependent unless expressly stated by further order of this Court.

43. Finality and Immediate Effect of Modified Plan Confirmation Order. This Modified Plan Confirmation Order (i) is a Final Order and the period in which an appeal must be filed shall commence upon the entry hereof; and (ii) notwithstanding the applicability Bankruptcy Rule 3020(e), shall be immediately effective and enforceable upon the entry hereof. The failure to reference or address all or part of any particular provision of the Modified Plan herein has no effect on the validity, binding effect, or enforceability of such provision and such provision has the same validity, binding effect, and enforceability as every other provision of the Modified Plan.

44. Final Decree. Each of the Reorganized Debtors' estates (other than Reorganized Sticky's estate) shall have been deemed to be fully administered as of the Modified Plan Effective Date, and each of the Cases except Reorganized Sticky's Case shall be closed as of the Modified Plan Effective Date and upon occurrence of the Modified Plan Effective Date Reorganized Sticky's shall submit a proposed form of order to the Court under certification of counsel to close such Cases. As provided in Bankruptcy Rule 3022, Reorganized Sticky's, or such other person as the Bankruptcy Court may designate, shall file a motion with the Bankruptcy Court to obtain a final decree to close Reorganized Sticky's Case after the Modified Plan has been implemented. Alternatively, the Bankruptcy Court may enter such a final decree on its own motion.

45. Notice. Within five (5) business days of the entry of this Modified Plan Confirmation Order, the Reorganized Debtors shall transmit a copy of this Modified Plan

Confirmation Order via first class mail with postage prepaid to all of Debtors' known creditors and parties-in-interest. Such notice shall be adequate under the circumstances and shall be sufficient to meet the requirements necessary for due process and Bankruptcy Rule 2002(f)(7).

46. The Reorganized Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Modified Plan Confirmation Order.

**Exhibit A**  
**Landlord Allowed Administrative Expense Claims**

**EXHIBIT A - Landlord Allowed Administrative Expense Claims**

<b>Legal Entity</b>	<b>Location Name</b>	<b>Address</b>	<b>Rent Due Feb, April and May 2025</b>	<b>Security Deposit Applied To Past Due Rent</b>	<b>Net Past Due Rent As of Rejection Date (D) - (E)</b>	<b>Up to Six Months of Administrative Lease Rejection Claims</b>	<b>Total Allowed Administrative Expense Claims (F) + (G)</b>
Sticky's III	Hell's Kitchen	598 Ninth Avenue New York, NY 10036	\$63,529.99	\$0	\$63,529.99	\$89,753.55	\$153,283.54
Sticky's IV	Maiden Lane	21 Maiden Lane New York, NY 10038	\$81,249.52	\$72,000	\$9,249.52	\$160,683.78	\$169,933.30
Sticky's V	Union Square	107 E. 14th St. New York, NY 10003	\$118,782.81	\$129,169.30*	-\$10,386.49	\$200,117.64	\$189,731.15
Sticky's VII	45th & Lex	237 Park Avenue New York, NY 10017	\$131,916.21	\$128,167.60	\$3,748.61	\$247,387.65	\$251,136.26
Sticky's BK I	Downtown Brooklyn	66 Willoughby St, Brooklyn, NY 11201	\$43,908.00	\$0	\$43,908.00	\$121,993.00	\$165,901.00
Sticky's NJ I	Bergen Town Center	605 Bergen Town Center Paramus, NJ 07652	\$37,835.04	\$0	\$37,835.04	\$75,651.78	\$113,486.82
Sticky's NJ III	Union, NJ	2180 US-22 Union, NJ 07083	\$43,122.08	\$24,634.58	\$18,487.50	\$86,983.20	\$105,470.70
Sticky's NJ IV	Hoboken	112 Washington Street Hoboken, NJ 07030	\$42,963.98	\$23,333	\$19,630.64	\$84,619	\$104,249.66
Sticky's WC I	Cross County	2060 Mall Walk, Yonkers, NY 10704	\$49,646.94	\$47,052.42	\$2,594.52	\$148,940.82	\$151,535
<b>Total</b>					\$188,597.33**	\$1,216,130.44	<b>\$1,404,727.77</b>

\*Remaining security deposit after payment of February-May 2025 Claims

\*\*Landlord's total lease damage claims less deposit credit

**Exhibit C To Modified Plan (Revised)**

**Post Effective Date Accrued and Unpaid Allowed Ordinary Course Expenses**



**ACCOUNTS PAYABLE**

<b>Vendor</b>	<b>Amount</b>
Anna Distributions LLC	\$ 82.00
Aprio LLP	\$ 10,160.88
Con Edison	\$ 54,607.83
Dine Technology	\$ 16,000.00
DoorDash, Inc	\$ 7,979.63
Elizabethtown Gas Company	\$ 1,068.10
Ephraim Rodriguez	\$ 643.75
Google	\$ 1,483.14
Greenberg Traurig	\$ 212.50
Interstate Waste Services of New Jersey, Inc	\$ 2,139.92
ISSM Protection Services Inc.	\$ 1,996.56
ItsaCheckmate	\$ 240.00
J Birdie	\$ 292.50
JM Principal Holdings LLC	\$ 250.00
JP McHale Pest Management LLC	\$ 2,692.07
Keter Environmental Services, Inc.	\$ 649.46
Konica Minolta Premier Finance	\$ 168.32
MF25 Distributors	\$ 143.50
National Grid	\$ 1,797.60
Navitas Credit Corp	\$ 2,178.13
New Jersey American Water	\$ 416.12
Noble Security Group, LLC	\$ 1,554.60
PSE&G	\$ 12,774.60
Raydiant, Inc.	\$ 3,744.00
Ramp Corporate Charge Card	\$ 8,118.73
ResQ	\$ 24,104.16
Restaurant Technologies, Inc	\$ 14,143.06
Restaurant365	\$ 10,102.24
Ritco Security Systems, Inc.	\$ 1,072.65
Schmackary's	\$ 1,237.50
Sean Guilfoyle	\$ 102.50
Silkys Screen Printing	\$ 311.95
Spectrum Business	\$ 1,135.60
Suez Water New Jersey	\$ 128.99
The Two Little Guys Company	\$ 696.00
Toast Inc	\$ 22,838.65
Universal Environmental Consulting, Inc	\$ 1,015.20
Valutec Card Solutions, LLC	\$ 218.40
Verizon	\$ 479.34

Vestis Services, LLC	\$	3,731.88
W.B. Mason Company Inc.	\$	273.58
Waste Connections of New York Inc	\$	10,983.36
Wesnick Inc	\$	231.00
Wisetail	\$	4,355.00
Workstream Technologies, Inc	\$	1,850.88
<b>Total</b>	<b>\$</b>	<b>230,405.88</b>

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

In re

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

Reorganized Debtors.<sup>4</sup>

Chapter 11

Case No. 24-10856 (JKS)

Jointly Administered

RE: D.I. [ ]

**NOTICE OF MODIFIED PLAN EFFECTIVE DATE**

**PLEASE TAKE NOTICE** that, on \_\_\_\_, 2025, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered the *Findings of Fact, Conclusions of Law, and Order Confirming Subchapter V Debtors’ Second Modified First Amended Plan of Reorganization* [D.I. \_\_] (the “Modified Plan Confirmation Order”).<sup>5</sup>

**PLEASE TAKE FURTHER NOTICE** that, each of the conditions precedent to the effectiveness of the Modified Plan occurred in accordance with the provisions of the Modified Plan. Accordingly, the Modified Plan went effective on \_\_\_\_ (the “Modified Plan Effective Date”).

**PLEASE TAKE FURTHER NOTICE** that pursuant to Article 3 of the Plan, the first Distribution shall be as soon as practicable after the Modified Plan Effective Date.

**PLEASE TAKE FURTHER NOTICE** that the Modified Plan and its provisions, including the release, exculpation, and injunction provisions, are binding on, among others, the Debtors, all Holders of Claims and Interests (irrespective of whether such Claims or Interests are impaired under the Plan or whether the Holders of such Claims have voted to accept or reject the Plan), each person or entity acquiring property under the Modified Plan, and any and all non-Debtor parties to executory contracts and unexpired leases with the Debtors, as provided in the Modified Plan.

<sup>4</sup> The Reorganized Debtors in these cases, along with the last four digits of each Reorganized 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 Reorganized Debtors’ mailing address is 21 Maiden Lane, New York, NY 10038.

<sup>5</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Confirmation Order or the *Subchapter V Debtor’s Second Modified First Amended Plan of Reorganization* [D.I. ●] (the “Modified Plan”), as applicable.

**PLEASE TAKE FURTHER NOTICE** that in accordance with paragraph 31 of the Modified Plan Confirmation Order, any and all requests for allowance and payment of Administrative Expense Claims and proof of such Administrative Expense Claim, unless otherwise expressly set forth in the Modified Plan or Modified Plan Confirmation Order, must be filed with the Bankruptcy Court and served on counsel for the Debtors no later than \_\_\_\_\_ (the “Administrative Expense Bar Date”). Holders of Administrative Expense Claims filed after the Administrative Expense Claims Bar Date shall be forever barred from asserting such Administrative Expense Claims against the Reorganized Debtors or their former estate.

**PLEASE TAKE FURTHER NOTICE** that in accordance with paragraph 36 of the Modified Plan Confirmation Order, each Landlord shall have an Allowed Administrative Expense Claim in the amount set forth in Exhibit A to the Modified Plan Confirmation Order.

**PLEASE TAKE FURTHER NOTICE** that in accordance with paragraph 35 of the Modified Plan Confirmation Order, US Foods shall have an Allowed Administrative Expense Claim in the amount set forth in such paragraph.

**PLEASE TAKE FURTHER NOTICE** that each Person listed on revised Exhibit C to the Modified Plan, a copy of which is annexed hereto, shall have an Allowed Administrative Claim in the amount set forth in Exhibit C without having to take any further action, unless such Person timely files a proof of Administrative Expense Claim on or before the Administrative Expense Bar Date.

**PLEASE TAKE FURTHER NOTICE** that to the extent that the Reorganized Debtors’ professionals, the Subchapter V Trustee and/or the Claims and Noticing Agent in these cases seek payment of fees and expenses in excess of the amounts provided for in the Deposits for the period following the Effective Date of the Confirmed Plan (to the extent applicable thereto), the Reorganized Debtors’ professionals, the Subchapter V Trustee and/or the Claims and Noticing Agent respectively will submit such fee and expense requests to the Reorganized Debtors for approval. To the extent such a fee request is approved it shall be an allowed Administrative Expense Claim paid Pro Rata from the Allowed Administrative Claims Reserve. No further fee applications shall be required to be filed with the Court in these cases.

**PLEASE TAKE FURTHER NOTICE** that the Rejection Claim Bar Date with respect to the Modified Plan shall be \_\_\_\_\_.

**PLEASE TAKE FURTHER NOTICE** that in accordance with Section 2.3 of the Modified Plan the General Claims Bar Date and the Governmental Claims Bar Date apply to the Modified Plan. The filed General Unsecured Claims and the filed Governmental Claims are set forth on the Claims Register. [D.I. 544]. The Reorganized Debtors do not intend to object to filed proofs of claim that are General Unsecured Claims set forth on the Claims Register that are filed as liquidated, matured and not contingent claims and have not been otherwise paid or satisfied and are not duplicative of another filed Proof of Claim. Filed Proofs of Claim that are General Unsecured Claims forth on the Claims Register and

that have been: (i) paid or otherwise satisfied; (ii) are duplicative of another such filing; or (iii) are unliquidated, contingent or unmatured, shall be disallowed. The Reorganized Debtors intend to object to any such filed Proofs of Claims and have them expunged from the Claims Register. Any Person who timely filed a General Unsecured Proof of Claim that was filed as unliquidated, unmatured or contingent must file a qualifying amendment to the filed Proof of Claim on or before thirty (30) days after the Modified Plan Effective Date specifying the non-contingent, liquidated and matured amount of the Claim asserted (along with all accompanying evidence of the same) (an “Amended Proof of Claim”). Failure to file such Amended Proof of Claim shall bar the filing of any Claim by any Person required to file an Amended Proof of Claim. The Reorganized Debtors reserve the right to object to any such filed Amended Proof of Claim.

**PLEASE TAKE FURTHER NOTICE THAT** in accordance with Section 2.3 of the Modified Plan to the extent that the Other Secured Claims Holders assert a General Unsecured Claim they must file a proof of claim on or before thirty (30) days after the Modified Plan Effective Date, or such earlier date as ordered by the Bankruptcy Court. Any Other Secured Claims Holder who fails to timely file a proof of claim as required herein shall be barred from asserting any Claim against the Reorganized Debtors.

**PLEASE TAKE FURTHER NOTICE** that notwithstanding the entry of the Modified Plan Confirmation Order and the occurrence of the Modified Plan Effective Date, the Bankruptcy Court retains jurisdiction over these Chapter 11 Cases after the Modified Plan Effective Date to the fullest extent legally permissible, including, without limitation, with respect to all matters specified in Section 7.4 of the Modified Plan.

**PLEASE TAKE FURTHER NOTICE** that copies of the Modified Plan Confirmation Order and Modified Plan may be obtained by contacting Kurtzman Carson Consultants LLC dba Verita, the claims and noticing agent (the Claims and Noticing Agent) retained by the Debtors in this chapter 11 case by: (a) calling the Claims and Noticing Agent at (866) 967-1783 (Toll Free) or +1 (310) 751-2683 (International); (b) e-mailing the Claims and Noticing Agent at [Stickysinfo@veritaglobal.com](mailto:Stickysinfo@veritaglobal.com) with a reference to “In re: Sticky’s Holdings LLC - Solicitation Inquiry” in the subject line; or (c) writing to the Claims and Noticing Agent at Sticky’s Inquiries, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245. You may also obtain copies of any pleadings filed with the Court for free by visiting the Debtors’ restructuring website, <https://www.veritaglobal.net/stickysholdings>, for a fee via PACER at: <http://pacer.psc.uscourts.gov>.

Dated: June 4, 2025  
Wilmington, Delaware

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

/s/ John W. Weiss

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*Counsel to the Reorganized Debtors and  
Debtors in Possession*

**EXHIBIT B**

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

In re

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

Reorganized Debtors.<sup>1</sup>

Chapter 11

Case No. 24-10856 (JKS)

Jointly Administered

RE: D.I. ~~1~~ 595

**FINDINGS OF FACT, CONCLUSIONS OF  
LAW, AND ORDER CONFIRMING SUBCHAPTER V REORGANIZED  
DEBTORS' SECOND MODIFIED FIRST AMENDED PLAN OF REORGANIZATION**

Upon the (i) filing of the above-captioned reorganized debtors and debtors in possession (the “Debtors” or “Reorganized Debtors,” as applicable) in the above-captioned subchapter V cases (the “Cases”) of the (a) *Subchapter V Reorganized Debtors’ Second Modified First Amended Plan of Reorganization* [D.I. ~~1~~ 595-1] (as may be further modified, amended or supplemented from time to time, the “Modified Plan”)<sup>2</sup> filed on May 8, 2025; (b) *Reorganized Debtors’ Motion for Entry of an Order (I) Authorizing the Reorganized Debtors to Modify, and Approving Modifications To, the Confirmed Plan of Reorganization, (II) Confirming the Subchapter V Reorganized Debtors’ Second Modified First Amended Plan of Reorganization, and (III) Granting Related Relief* [D.I. ~~1~~ 595] (“Plan Modification Motion”)

<sup>1</sup> The Reorganized Debtors in these cases, along with the last four digits of each Reorganized 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 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 Reorganized Debtors’ mailing address is 21 Maiden Lane, New York, NY 10038.

<sup>2</sup> Capitalized terms used not otherwise defined herein shall have the meanings ascribed to them in the Modified Plan.



filed May 8, 2025; (c) the Declaration of Jamie Greer in Support of ~~Confirmation~~ of Reorganized Debtors' Motion for Entry of an Order (I) Authorizing the Reorganized Debtors to Modify, and Approving Modifications To, the Confirmed Plan of Reorganization, (II) Confirming the Subchapter V Reorganized Debtors' Second Modified First Amended Plan of Reorganization, and (III) Granting Related Relief (the “Confirmation Declaration”) [D.I. TBD]; (d) the Declaration of Jamie Greer in Support of Reorganized Debtors' Motion For Entry of an Order (I) Authorizing Reorganized Debtors' Entry Into Proposed Letter of Intent with Harker Palmer Investors LLC; (II) Authorizing Reorganized Debtors and Their Professionals to Perform Obligations Thereunder; and (III) Granting Relief [D.I. 571] filed April 28, 2025 (the “LOI Approval Declaration”); (e) the Notice Of Hearing On: (X)(A) Reorganized Debtors' Motion for Entry of an Order (I) Authorizing the Reorganized Debtors to Modify, and Approving Modifications To, the Confirmed Plan of Reorganization, (II) Confirming the Subchapter V Reorganized Debtors' Second Modified First Amended Plan of Reorganization, and (III) Granting Related Relief; And (II) Confirmation Hearing On The Subchapter V Debtors' Second Modified First Amended Plan Of Reorganization; And (Y) Notice Of (I) Objection Deadlines With Respect To The Plan Modification Motion And The Modified Plan And (II) Other Deadlines Related To Confirmation Of The Modified Plan [D.I. 600] filed May ~~14~~8, 2025 (the “Modified Plan Notice”); and (f) the Notice of Filing of Plan Supplement [D.I. 268] filed August 21, 2024 (the “Plan Supplement”, and with all of the foregoing filings listed in clauses (a) – (f), and the Harker Palmer LOI Approval Order referred to below, being hereinafter collectively referred to as the “Plan Filings”); and (ii) the Court having: (a) previously approved the Reorganized Debtors entering into the letter of intent with Harker Palmer Investors LLC pursuant to the Order (I) Authorizing Entry Into Proposed Letter of Intent with Harker Palmer Investors LLC; (II)

*Authorizing Reorganized Debtors and Their Professionals to Perform Obligations Thereunder; and (III) Granting Related Relief* [D.I. 585] entered on April 30, 2025 (the “Harker Palmer LOI Approval Order”), (b) reviewed the Plan Filings, (c) conducted a hearing on approval of the Plan Modification Motion and Confirmation of the Modified Plan (the “Confirmation Hearing”), (d) heard the representations and arguments of the counsel for the Reorganized Debtors as well as any evidence presented or proffered at the Confirmation Hearing, (e) reviewed and considered the filed pleadings, statements, objections and reservations filed by parties in interest in connection with the Confirmation Hearing; (f) considered the compromises embodied in and contemplated by the Modified Plan, the briefs and arguments regarding approval of the Plan Modification Motion and Confirmation of the Modified Plan, the resolution of certain informal comments to the Modified Plan, the support of various case constituents, the evidence regarding confirmation of the Modified Plan; and (iii) the Reorganized Debtors having served the Plan Modification Motion, the Modified Plan and the Modified Plan Notice as appropriate and required by the Bankruptcy Code and the Bankruptcy Rules, and having otherwise complied with the notice requirements and procedures set forth in the Bankruptcy Code and Bankruptcy Rules, *see Affidavit of Service* [D.I. [603](#)] filed May [815](#), 2025, the Court hereby FINDS as follows:

A. Findings and Conclusions. The findings and conclusions set forth herein and on the record during the Confirmation Hearing constitute this Court’s findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, as made applicable herein by Bankruptcy Rules 7052 and 9014. To the extent any of the findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the conclusions of law constitute findings of fact, they are adopted as such.

B. Exclusive Jurisdiction: Venue; Core Proceeding (28 U.S.C. §§ 157(b)(2) and 1334(a)). This Court has jurisdiction over these Cases pursuant to 28 U.S.C. §§ 157 and 1334. Venue in this judicial district was proper as of the Petition Date and continues to be proper pursuant to 28 U.S.C. §§ 1408 and 1409. Confirmation of the Modified Plan is a core proceeding under 28 U.S.C. § 157(b)(2)(L), and this Court has the exclusive jurisdiction to consider confirmation of the Modified Plan and enter a final order with respect thereto.

C. Judicial Notice. The Court takes judicial notice of the docket of these Cases maintained by the Clerk of the Court and considers all evidence and arguments made, proffered, or adduced at the various hearings held before this Court during the pendency of these Cases.

D. Burden of Proof. The Reorganized Debtors have the burden of proving the elements of Bankruptcy Code sections 1191 and 1193 and the applicable elements of section 1129(a) by a preponderance of the evidence. The Reorganized Debtors have met their burden with respect to all applicable elements under Bankruptcy Code sections 1191, 1193 and 1129.

E. Subchapter V of Chapter 11 Petition. On the Petition Date, the Debtors filed a voluntary petition for relief under subchapter V of chapter 11 of the Bankruptcy Code. The Debtors have continued as debtors in possession pursuant to Bankruptcy Code sections 1108 and 1184.

F. Subchapter V Trustee. On April 30, 2024, the Office of the United States Trustee filed the *Notice of Appointment of Subchapter V Trustee* [D.I. 26], appointing Natasha Songonuga as the subchapter V trustee (the “Subchapter V Trustee”) pursuant to Bankruptcy Code section 1183(a) and 28 U.S.C. § 586(a)(3).

G. Solicitation of Confirmed Plan. On July 26, 2024, the Court entered the Solicitation Order which approved the solicitation, voting procedures, and deadlines for voting on and objecting to the Confirmed Plan [D.I. 249].

H. Plan Supplement. On August 21, 2024, the Debtors filed the Plan Supplement [D.I. 268]. The Plan Supplement complies with and is consistent with the Bankruptcy Code and the terms of the Confirmed Plan, and the filing and notice of such document was good and proper and in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the facts and circumstances of these Cases. All documents included in the Plan Supplement were integral to, part of, and incorporated by reference into the Confirmed Plan. Subject to the terms of the Modified Plan, the Reorganized Debtors may alter, amend, update, or modify the Plan Supplement before or after the Modified Plan Effective Date subject to compliance with the Bankruptcy Code and the Bankruptcy Rules, provided that no such alteration, amendment, update, or modification shall be inconsistent with the terms of this Modified Plan Confirmation Order or the terms of the Modified Plan.

I. Notice. As set forth in the *Declaration of Darlene S. Carlderon with Respect to the Tabulation of Votes on the Subchapter V Debtors' Modified First Amended Plan of Reorganization* [D.I. 377] (the "Voting Declaration"), the Debtors transmitted and served the solicitation packages and Ballots in compliance with 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* [D.I. 249] (the "Solicitation Order") and Bankruptcy Rules, and such transmittal and service were adequate and sufficient. The Debtors, through their counsel, have provided due, proper, timely, adequate and sufficient notice to all parties required to be given notice of the Confirmation

Hearing with respect to the Modified Plan (including the deadline for filing and serving objections to confirmation of the Modified Plan), in accordance with the Bankruptcy Rules, and all creditors and parties-in-interest have had ample opportunity to appear and be heard with respect thereto, and no other or further notice is required.

J. Solicitation and Tabulation – Confirmed Plan and Notice of Modified Plan .

Based on the Voting Declaration, the Debtors properly solicited the Confirmed Plan and, as such, fully complied with Bankruptcy Code sections 1125 and 1126, Bankruptcy Rules 2002, 3017, and 3018, the Local Rules of Bankruptcy Procedure, and applicable orders of this Court including, without limitation, the Solicitation Order. The Debtors, through their counsel, solicited and tabulated votes for acceptance or rejection of the Confirmed Plan fairly, in good faith, and in a manner consistent with Bankruptcy Code sections 1125 and 1126, Bankruptcy Rules 3017 and 3018, the Solicitation Order, and all other applicable laws and regulations. In connection with the Modified Plan, the Reorganized Debtors provided notice of the Plan Modification in good faith, and in a manner consistent with Bankruptcy Code section 1193, and all other applicable laws and regulations. The Reorganized Debtors and their professionals, and all of their respective directors, officers, employees, members, participants, agents, representatives, partners, affiliates, advisors, and successors or assigns, have acted in good faith within the meaning of Bankruptcy Code sections 1125(e) and 1129(a)(3) with respect to the Confirmed Plan and the Modified Plan and are, thus, entitled to the protections afforded by Bankruptcy Code section 1125(e).

K. Proper Classification of Claims. The Modified Plan adequately and properly identifies and classifies all Claims and Equity Interests. Pursuant to Bankruptcy Code section 1122(a), the Claims and Equity Interests placed in each Class are substantially similar to other

Claims and Equity Interests in each such Class. Pursuant to Bankruptcy Code section 1123(a)(1), valid legal and business reasons exist for the Classes of Claims and Equity Interests under the Plan and such classification does not unfairly discriminate among Holders of Claims and Equity Interests. The Modified Plan's classification of Claims and Equity Interests is reasonable.

L. Impaired and Unimpaired Classes. As evidenced by the Voting Declaration, Class 3 voted to accept the Confirmed Plan. Holders of General Unsecured Claims either did not object to the Plan Modification Motion or the Confirmation of the Modified Plan, or any such objections that were timely filed have been overruled. Any Holder of a Claim that did not object to the Modified Plan is deemed to consent to the Modified Plan. The Court further finds that the Small Business Administration's Secured Claim (Class 1), Other Secured Claims (Class 2), and Equity Interests (Class 4) are unimpaired and, as such, are presumed to have accepted the Modified Plan.

M. Sale of Purchased Assets Free and Clear - Overview. Pursuant to the Modified Plan, the Purchased Assets will sold, transferred, conveyed and assigned to the Purchaser, Free and Clear, in consideration for the Purchase Price, on the terms and conditions set forth in the Halker Palmer LOI, the Modified Plan and this Modified Plan Confirmation Order. The Purchased Assets of the Reorganized Debtors shall be sold to the Purchaser under the Modified Plan pursuant to Sections 363, 365 and 1123 of the Bankruptcy Code. The purchase price for the Purchased Assets shall be two million dollars (\$2,000,000.00) (the "Cash Purchase Price Portion") plus the assumption by the Purchaser of the payment obligations on the EIDL Loans under the Modified Plan (collectively, the "Purchase Price"). The Purchaser has funded the First Earnest Money Deposit, the Second Earnest Money Deposit, and the Purchaser Refundable

Deposit. The First Earnest Money Deposit, the Second Earnest Money Deposit and the Purchaser Refundable Deposit shall be credited against the Cash Purchase Price Portion with the net amount thereof referred to as the “Net Cash Portion of the Purchase Price”.<sup>3</sup> The Purchaser will pay to Reorganized Sticky’s the Net Cash Portion of the Purchase Price on the Modified Plan Effective Date.

N. Reserves. Pursuant to the Modified Plan, on the Modified Plan Effective Date, Reorganized Sticky’s will establish the Reserves in accordance with the Modified Plan.

O. Successor or Other Derivative Liability. By consummating the sale of the Purchased Assets pursuant to the Halker Palmer LOI and the Modified Plan, the Purchaser is not a mere continuation of the Reorganized Debtors, the Reorganized Debtors’ estates, or any enterprise(s) of the Reorganized Debtors, and there is no common identity between the Purchaser and the Reorganized Debtors. The Purchaser is not holding itself out as a continuation of the Reorganized Debtors. The Purchaser is not a successor to the Reorganized Debtors or the Reorganized Debtors’ estates by reason of any theory of law or equity, and the sale of the Purchased Assets does not amount to a consolidation, merger or *de facto* merger of the Purchaser and the Reorganized Debtors or the Reorganized Debtors’ estates. Neither the Purchaser nor any of its affiliates or their respective successors, assigns, managed funds or accounts, members, managers, representatives, limited or general partners, principals, officers, agents, directors or direct or indirect equity holders, investors, or owners (or the equivalent thereof) (each, a “Purchaser Related Person” and collectively, the “Purchaser Related Persons”)

<sup>3</sup> For the avoidance of doubt, to the extent that any portion of the First Earnest Money Deposit or the Second Earnest Money Deposit is not used for its intended purposes, and the full amount of the First Earnest Money Deposit and the Second Earnest Money Deposit have been credited against the Cash Purchase Price Portion for purposes of determining Net Cash Portion of the Purchase Price, such unused portion shall be retained by Reorganized Sticky’s and applied to funding the Reserves on the Modified Plan Effective Date.

shall assume or in any way be responsible for any obligation or Liability of the Reorganized Debtors (or any affiliate or predecessor of the Reorganized Debtors) or the Reorganized Debtors' estates. The sale and transfer of the Purchased Assets to the Purchaser, will not subject the Purchaser and the Purchaser Related Persons to any Liability with respect to the operation, assets, or business of the Reorganized Debtors' (or Reorganized Debtors' predecessors').

Without limiting the generality of the foregoing, the parties intend and the Bankruptcy Court hereby finds that the Purchaser and the Purchaser Related Persons shall not be liable for any Lien or Liability against the Reorganized Debtors, or any of their predecessors or affiliates, and the Purchaser and Purchaser Related Persons shall have no successor or vicarious liability of any kind or character, or any other liability, whether known or unknown as of the Modified Plan Effective Date, whether now existing or hereafter arising, or whether fixed or contingent, with respect to the Reorganized Debtors and their assets, liabilities, operations and business. The Purchaser would not have acquired the Purchaser Assets but for the foregoing protections against potential claims based upon "successor liability," *de facto* merger, or theories of similar effect.

P. Purchaser's Reliance on Free and Clear Sale. The Purchaser would not purchase the Purchased Assets if the sale of the Purchased Assets were not Free and Clear, or if the Purchaser would, or in the future could, be liable for any Claims and Interests, or if the Purchaser were not an Exculpated Party. A sale of the Purchased Assets other than Free and Clear would adversely impact the Reorganized Debtors, their estates and its creditors, and would yield substantially less value for the Purchased Assets and the Reorganized Debtors' estates. The Purchase Price reflects the Purchaser's reliance on this Modified Plan



Confirmation Order to provide it (i) pursuant to sections 105(a) and 363(f) of the Bankruptcy Code, with title to, and possession of, the Purchased Assets Free and Clear, including, without limitation, any potential derivative, vicarious, transferee or successor liability, or other theories of liability, and (ii) the protections of Section 363(m) of the Bankruptcy Code.

Q. Sound Business Purpose. The Reorganized Debtors have demonstrated good, sufficient and sound business purposes and justifications for approval of the sale of the Purchased Assets to the Purchaser. The approval of and entry into the sale of the Purchased Assets to the Purchaser, including any ancillary agreements thereto, (i) are a result of due deliberation by the Reorganized Debtors and constitute a sound and reasonable exercise of the Reorganized Debtors' business judgment and a proper exercise of the fiduciary duties of the Reorganized Debtors and their directors and officers; (ii) provide value and are beneficial to the Reorganized Debtors' estates, and are in the best interests of the Reorganized Debtors, their estates and their stakeholders; and (iii) are reasonable and appropriate under the circumstances. Business justifications for entry into the sale of the Purchased Assets to the Purchaser include, without limitation, the following: (i) the sale of the Purchased Assets to the Purchaser pursuant to the Halker Palmer LOI as incorporated into the Modified Plan constitutes the highest or best offer received for the Purchased Assets; (ii) the sale of the Purchased Assets to the Purchaser hereunder presents the best opportunity to maximize the value of the Purchased Assets and to avoid conversion of these Cases to Chapter 7 cases; (iii) failure to consummate the sale of the Purchased Assets to the Purchaser expeditiously, as provided under the Halker Palmer LOI, will materially diminish creditor recoveries; and (iv) the immediate consummation of the sale of the Purchased Assets pursuant to the Modified Plan is necessary to maximize the value of the Reorganized Debtors' estates.

R. Highest or Best Value. The Reorganized Debtors determined, in their reasonable business judgment, in a manner consistent with its fiduciary duties, that the Harker Palmer LOI, as incorporated into the Modified Plan, is the highest or otherwise best offer for the Purchased Assets. Consummating the sale of the Purchased Assets to the Purchaser will yield greater value to the Reorganized Debtors' estates than would have been provided by any other available alternative transaction.

S. Fair Consideration. The Purchase Price the Purchaser will pay for the Purchased Assets pursuant to the Modified Plan constitutes: (i) fair and reasonable consideration for the Purchased Assets; and (ii) reasonably equivalent value and fair consideration under the Bankruptcy Code, the Uniform Fraudulent Transfer Act, the Uniform Fraudulent Conveyance Act, the Uniform Voidable Transactions Act and other laws of the United States, any state, territory, possession thereof or the District of Columbia.

T. Good Faith. The Reorganized Debtors, the Purchaser and their respective counsel and other advisors negotiated and entered into the Harker Palmer LOI and the Modified Plan, and each of the transactions contemplated thereby, in good faith, without collusion and from arm's-length bargaining positions. The Purchaser is a good-faith purchaser, and is acting in good faith within the meaning of section 363(m) of the Bankruptcy Code, and, as such, is entitled to all of the protections afforded thereby. The Reorganized Debtors were free to deal with any other party interested in acquiring all or some of the Purchased Assets. Neither the Reorganized Debtors nor the Purchaser have engaged in any conduct that would cause or permit the sale of the Purchased Assets to the Purchaser or any of the transactions contemplated by the Harker Palmer LOI and the Modified Plan to be avoided or subject to monetary damages under section 363(n) of the Bankruptcy Code, or that would prevent the application of section 363(m)

of the Bankruptcy Code. The Purchaser has not violated section 363(n) of the Bankruptcy Code by any action or inaction. The Purchaser has not acted in a collusive manner with any person or entity. All payments to be made by the Purchaser and all agreements entered into by the Purchaser and the Reorganized Debtors under the Harker Palmer LOI and the Modified Plan in connection with the sale of the Purchased Assets to the Purchaser have been disclosed and are appropriate. Neither the Harker Palmer LOI nor the Modified Plan were entered into, and the sale of the Purchased Assets to the Purchaser and the implementation of this Modified Plan is not being consummated, for the purpose of hindering, delaying or defrauding creditors under laws of the United States, any state, territory, possession thereof or the District of Columbia, or any other applicable law. Neither the Reorganized Debtors nor the Purchaser have entered into the Harker Palmer LOI or proposed or supported the Modified Plan, or are consummating the sale of the Purchased Assets to the Purchaser, or are implementing the Modified Plan with any fraudulent or otherwise improper purpose.

U. No Collusion. Neither the Harker Palmer LOI nor the Modified Plan was controlled by an agreement between potential bidders within the meaning of section 363(n) of the Bankruptcy Code. The Reorganized Debtors and the Purchaser have not engaged in any conduct that would cause or permit the Harker Palmer LOI, the Modified Plan, or the consummation of the sale of the Purchased Assets to the Purchaser, or the implementation of the Modified Plan, to be avoided, or costs or damages to be imposed, under section 363(n) of the Bankruptcy Code. Neither the Reorganized Debtors nor the Purchaser has entered into the Harker Palmer LOI, the proposed or supported the Modified Plan, or is consummating the sale of the Purchased Assets to the Purchaser or implementing the Modified Plan, with any fraudulent or otherwise improper purpose.

V. Insider Status. The Purchaser is not an “insider” of the Reorganized Debtors, as that term is defined in section 101(31) of the Bankruptcy Code, for purposes of the sale of the Purchased Assets to the Purchaser or the Modified Plan, but has a disclosed connection to the Reorganized Debtors as discussed below. Even if the Purchaser were an insider of the Reorganized Debtors, that would not preclude the sale of the Purchased Assets to the Purchaser or confirmation of this Modified Plan, or modify any of the findings, orders or relief provided for herein. Harker Palmer has acted in furtherance of, and in support, of the Reorganized Debtors’ efforts to maximize the value of the Reorganized Debtors’ estates.

- a. James Hart directly (and indirectly through a family trust, the Hart Family Trust Dated October 31, 2014 (the “Hart Trust”)), and Harker Palmer, which is a wholly-owned asset of the Hart Trust), holds Equity Interests in Reorganized Sticky’s, representing on a fully diluted basis approximately 1.9% of the common Equity Interests and 33.2% of the senior tranche of preferred interests issued by Reorganized Sticky’s. In addition, Mr. Hart is one of four members of the Board of Directors of Reorganized Sticky’s (the “Board”).
- b. Across all affiliates of the Hart Trust, including Harker Palmer, Mr. Hart owns 21.6% of the fully diluted Equity Interests issued by Reorganized Sticky’s. Further, Mr. Hart, in his capacity as a Manager of Sticky’s Investco LLC and Sticky’s Investco II LLC, which are entities that were established solely for the purpose of investing in the Debtors, Mr. Hart exercises joint voting control over an additional 3.3% of the fully diluted Equity Interests in Reorganized Sticky’s.
- c. Mr. Hart recused himself from discussions of the Board regarding the Harker Palmer LOI. In addition, Mr. Hart recused himself from discussions of the Board regarding other

proposals made to the Board starting approximately from and continuing after March 20, 2025 when Harker Palmer first determined to raise with the Reorganized Debtors a proposed transaction with Bojangles regarding the Joint LOI. Harker Palmer provided a substantial portion of the Equity Contribution required to fund the Confirmed Plan and provided additional financial support thereafter. In addition, upon the decision of the Board, Zachary Finley was appointed on or about April 2024 as interim Chief Financial Officer. Mr. Finley is an employee of Better Food Group, Inc., of which Mr. Hart, through the Hart Trust, is a 67% owner.

W. Validity of the Sale. The consummation of the sale of the Purchased Assets to the Purchaser is legal, valid and properly authorized under all applicable provisions of the Bankruptcy Code, including sections 105(a), 363(b), 363(f), 363(k), and 363(m), is not subject to avoidance pursuant to Bankruptcy Code section 363(n), and all of the applicable requirements of such sections have been complied with in all respects in connection herewith and the Modified Plan. As of the Modified Plan Effective Date, the sale, conveyance, transfer and assignment of the Purchased Assets to the Purchaser will be a legal, valid and effective transfer of the Purchased Assets, and will vest the Purchaser with all right, title and interest of the Reorganized Debtors in and to the Purchased Assets Free and Clear. The Reorganized Debtors are authorized to execute all documents necessary to implement and effectuate the sale of the Purchased Assets to the Purchaser, and the same has been duly and validly authorized by all necessary corporate action(s) of the Reorganized Debtors. Upon entry of this Modified Plan Confirmation Order, no consent or approval from any other person, entity or legal authority is required to consummate the sale, conveyance, transfer and assignment of the Purchased Asses to the Purchaser.

X. Implementation of the Plan. Article 2.5 of the Modified Plan provides adequate means for implementation in accordance with Bankruptcy Code section 1123(a)(5).

Y. No Material Plan Modifications. The Court finds and concludes that any modifications to the Modified Plan as may be set forth in this Modified Plan Confirmation Order or otherwise do not have any material adverse impact on any interested party and are appropriate under the circumstances.

Z. Releases, Exculpations, and Injunctions. Pursuant to Bankruptcy Rule 3016(c), the Modified Plan describes in specific and conspicuous language all acts to be enjoined by, and identifies the entities that are subject to releases and injunctions provided under the Plan, including without limitation, Articles 7.10, 7.11, 7.12, and 7.13 thereof. The Court finds that each release, exculpation, and injunction provision, as applicable, set forth in the Modified Plan is: (i) within the jurisdiction of the Court under 28 U.S.C. §§ 1334; (ii) essential to the implementation of the Modified Plan pursuant to Bankruptcy Code section 1123(a)(5) and warranted by the circumstances of these Cases; (iii) an integral element of the Modified Plan; (iv) the product of an arms-length transaction and a critical element of obtaining the support of the various constituencies for Modified Plan support; (v) a condition of the sale of the Purchase Assets to the Purchaser; (vi) fair, equitable, and in the best interests of Debtors' estates and their creditors; (vii) important to the overall objectives of the Modified Plan; and (viii) consistent with Bankruptcy Code sections 105, 1123, and 1129, and other applicable provisions of the Bankruptcy Code.

AA. Assumed and Rejected Executory Contracts. In accordance with Bankruptcy Code section 1123(b)(2), on the Modified Plan Effective Date, the Debtors shall be (i) be

conclusively deemed to have rejected all Executory Contracts, except for the Separation Agreement, pursuant to Article 2.4.2 of the Modified Plan.

BB. Principal Purpose of the Modified Plan. The principal purpose of the Modified Plan is not the avoidance of taxes or the avoidance of the application of section 5 of the Securities Act of 1933. The Modified Plan, thus, satisfies the requirements of Bankruptcy Code section 1129(d).

CC. Subchapter V Plan Deadline. The Confirmed Plan complied with Bankruptcy Code section 1189 because the *Subchapter V Debtors' Plan of Reorganization* [D.I. 247] was timely filed within the plan-filing deadline of July 24, 2024. The Modified Plan was timely filed in accordance with Bankruptcy Code section 1193.

DD. Subchapter V Plan Content. The Modified Plan provides the following mandatory content: (i) a brief history of the Debtors' business operations; (ii) a liquidation analysis; and (iii) a description of the Reorganized Debtors' ability to make payments under the Modified Plan. the Modified Plan also includes a summary of the events occurring after the Confirmed Plan Effective Date resulting in the filing of the Modified Plan and the events leading up to the filing of the Modified Plan. The background information set forth in the Modified Plan, as supported by the Plan Filings, and the record in these Cases, amply demonstrates that circumstances warrant modifying the Confirmed Plan. Accordingly, the Modified Plan complies with Bankruptcy Code sections 1190(1) and 1193.

EE. Satisfaction of Confirmation Requirements. For the reasons set forth in the Plan Filings, and the evidence adduced and arguments made at the Modified Plan Confirmation Hearing, and the record of these Cases, the Reorganized Debtors have satisfied, and the

Modified Plan complies with, all applicable provisions of Bankruptcy Code section 1129(a), which are expressly made applicable by Bankruptcy Code sections 1191(b), and 1193.

a. The Reorganized Debtors have complied with all applicable provisions of the Bankruptcy Code, as required by Bankruptcy Code sections 1129(a)(1) and 1129(a)(2).

b. The Modified Plan was proposed in good faith and not by any means forbidden by law, and, the Reorganized Debtors have satisfied the good faith requirement under Bankruptcy Code section 1129(a)(3).

c. Any payment made or to be made by the Reorganized Debtors, for services or for costs and expenses in or in connection with these Cases, or in connection with the Modified Plan and incident to these Cases, has been approved by, or is subject to the approval of, the Bankruptcy Court as reasonable, and, thus, the Modified Plan complies with section 1129(a)(4).

d. Under Article 2.5.5 of the Modified Plan, the Debtors have disclosed that the Reorganized Debtors' current CEO, Jamie Greer, will continue as CEO of the Reorganized Debtors. Meredith Saucci is currently Vice President of Finance & Administration and will continue in that role. Paul Tuennerman will remain as the Reorganized Debtors' Executive Vice President after the Modified Plan Effective Date. The Reorganized Debtors will have five (5) managers after the Effective Date, including: (1) Paul Tietz; (2) James Robert Hart; (3) Brian Krumrei; (4) Paul Tuennerman; and (5) vacant (as of the Effective Date). In addition, on the Modified Plan Effective Date, Bradley Scher will be appointed as Wind Down Officer of Reorganized Sticky's. Accordingly, the Modified Plan complies with Bankruptcy Code section 1129(a)(5).

e. Bankruptcy Code section 1129(a)(6) is inapplicable.



f. The Reorganized Debtors' evidence, including their Liquidation Analysis attached to the Plan as **Exhibit B** establishes that Holders of Claims and Equity Interest who do not accept the Modified Plan will receive at least as much under the Modified Plan as such Holders of Claims and Equity Interests would receive in a liquidation under chapter 7 of the Bankruptcy Code. Accordingly, the Modified Plan complies with Bankruptcy Code section 1129(a)(7).

g. The Small Business Administration's Secured Claim (Class 1), Other Secured Claims (Class 2) and Equity Interests (Class 4) are unimpaired under the Modified Plan and, thus, are presumed to have accepted the Modified Plan. The General Unsecured Claims (Class 3) are impaired. Holders of Class 3 were not solicited to vote to accept the Modified Plan, but were given notice and an opportunity to object to the Modified Plan, and any related objections have been overruled. Holders of General Unsecured Claims who did not object to the Modified Plan are deemed to consent to the Modified Plan. Moreover, because the Reorganized Debtors are seeking confirmation pursuant to section 1191(b) of the Bankruptcy Code, section 1129(a)(8) is inapplicable.

h. To the extent that Bankruptcy Code section 1129(a)(9) applies, the Modified Plan may be confirmed.

i. The Confirmed Plan provided for payment of Priority Tax Claims in monthly installments commencing in and completing in or around December 2024, which is in accordance with section 1129(a)(9). The Reorganized Debtors paid such Priority Tax Claims in full following the Confirmed Plan Effective Date. There are no Priority Tax Claims outstanding.

ii. With respect to Administrative Expense Claims, the Modified Plan provides that all allowed administrative fees and expenses will be paid Pro Rata on or after the Modified Plan Effective Date from the Allowed Administrative Claims Reserve, as is permitted by section 1191(e).

iii. The payment provided for Administrative Expense Claims under the Modified Plan is in accordance with section 1191(e) and the Modified Plan therefore may be confirmed under section 1191(b) notwithstanding section 1129(a)(9)(A).

i. General Unsecured Claims (Class 3), the only impaired class, voted to accept the Confirmed Plan and those holders of General Unsecured Claims that did not object to the Plan Modification Motion or the Modified Plan are deemed to consent to the Modified Plan. However, because the Debtors are seeking confirmation pursuant to section 1191(b) of the Bankruptcy Code, section 1129(a)(10) is inapplicable.

j. The Modified Plan contemplates the liquidation, wind down and dissolution of the Reorganized Debtors (other than Reorganized Sticky's) on the Modified Plan Effective Date, and the continuation of Reorganized Sticky's to implement the Modified Plan. Accordingly, Bankruptcy Code section 1129(a)(11) has been satisfied.

k. Pursuant to the Small Business Reorganization Act of 2019, the Debtors are not required to make quarterly payments to the U.S. Trustee in accordance with 28 U.S.C. § 1930(a)(6)(A).

l. Bankruptcy Code sections 1129(a)(13)–(16) do not apply to the Modified Plan.

m. The Modified Plan does not unfairly discriminate and is fair and equitable, within the meaning of Bankruptcy Code section 1191.

i. Bankruptcy Code section 1191(c)(1) is inapplicable because the class of secured claims is unimpaired.

ii. As of the Modified Plan Effective Date, the Modified Plan provides that the Reserves (which comprise all of the assets of the Reorganized Debtors following the sale of the Purchased Assets to the Purchaser) will be funded in full on the Modified Plan Effective Date and used to make Pro Rata Distributions to holders of Allowed Claims as provided for in the Modified Plan. The Reserves are funded with aggregate dollar amounts that equal or exceed the aggregate dollar amounts that were projected to be distributed to Holders of Allowed Administrative Claims and Holders of General Unsecured Claims under the Confirmed Plan and such Distributions will under the Modified Plan likely be made earlier in time than was the case for Distributions contemplated under the Confirmed Plan. The treatment of the Holders of Allowed Administrative Claims and Holders of General Unsecured Claims is structurally similar in that each such Allowed Claims have a separate funded Reserve to fund Distributions and each Reserve bears its own administrative fees and costs. The treatment of the Allowed Administrative Expense Claims and Allowed General Unsecured Claims under the Modified Plan does not discriminate unfairly and is fair and equitable.

iii. There is a reasonable likelihood that the Reorganized Debtors will be able to make all of the payments under the Modified Plan.

iv. The Modified Plan provides appropriate remedies to protect Holders of Claims and Equity Interests in the event that Modified Plan payments are not made.

FF. Requirements for Confirmation Are Satisfied. The Reorganized Debtors have satisfied all of the requirements for Confirmation of the Modified Plan under Bankruptcy Code sections 1191 and 1193. Confirmation of the Modified Plan is in the best interests of the Reorganized Debtors' estates, the Reorganized Debtors' creditors, and all other parties in interest.

GG. US Foods Settlement. The Debtors' prior entry into the US Foods Settlement under the Confirmed Plan was a sound exercise of the Debtors' business judgment, and in the best interests of the Debtors' Estates and the obligations thereunder are an Allowed Administrative Expense Claim under the Modified Plan.

HH. Equity Raise. In October 2024, the Equity Raise was fully consummated.

II. Default. The Reorganized Debtors defaulted under the Confirmed Plan but upon confirmation of the Modified Plan and funding of the Reserves, the Reorganized Debtors will have the funding required to make the required Distributions under the Modified Plan.

JJ. Settlements: In connection with the Modified Plan, and as described on the record at the hearing on Confirmation of the Modified Plan, and the representations of counsel, the Debtors, with the assistance of the Subchapter V Trustee, and the consent of Harker Palmer, have negotiated, in good faith, and at arm's length, settlements with US Foods and with the Debtors' Landlords (as defined herein) and, with respect to their respective treatment under the Modified Plan and their consent to the Modified Plan, as more fully set forth in ordered paragraphs 35 and 36, respectively, below.

Now, THEREFORE, in view of the foregoing, FINDINGS, it is hereby ORDERED, ADJUDGED, and DECREED as follows:

1. Incorporation of Findings. The foregoing findings are hereby incorporated into and form an integral part of this Modified Plan Confirmation Order.

2. Notice of Confirmation Hearing. Notice of the Confirmation Hearing was: (i) appropriate and satisfactory based upon the circumstances of these Cases and (ii) in compliance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable non-bankruptcy law.

3. Modified Plan Modifications. Any modification of the Modified Plan set forth in this Confirmation Order or otherwise do not have any material adverse impact on any interested party, and may be implemented without further notice, hearing, or solicitation, and are appropriate under the circumstances. In accordance with Bankruptcy Code section 1127 and Bankruptcy Rule 3019, all Holders of Claims who voted to accept the Confirmed Plan, and all parties who did not object to the Modified Plan, are deemed to have consented to the Modified Plan.

4. Objections. For the reasons stated on the record, any objections to Confirmation of the Modified Plan that have not been withdrawn, resolved, waived, or settled are overruled on the merits.

5. Modified Plan Confirmation. The Modified Plan is hereby CONFIRMED in its entirety under Bankruptcy Code section 1191(b).

6. Approval of Plan Releases, Exculpations, and Injunctions. ~~Each~~Section 7.11 of the Modified Plan is deemed modified to add the bolded language in the following sentence: “None of the Debtors, their Professionals, Greer, the Debtors’ officers and directors

that served any time on or after the Petition Date, the Subchapter V Trustee, or the Purchaser, in its capacity as purchaser of the Purchased Assets **solely to the extent the Purchaser is alleged to be a fiduciary and/or held to be a fiduciary**, (collectively, the “Exculpated Parties”) shall have or incur any liability to any Holder of a Claim or Equity Interest, or other party in interest, with respect to any Exculpated Claim, including, without limitation, any act or omission in connection with, related to, or arising out of, in whole or in part, the Debtors’ Chapter 11 Cases from the Petition Date to the Modified Plan Effective Date, except for willful misconduct, gross negligence, fraud or criminal misconduct as determined by a Final Order of a court of competent jurisdiction, and, in all respects, the Exculpated Parties shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Modified Plan.” With the foregoing modification, each release, exculpation, and injunction provision set forth in the Modified Plan is hereby approved.

7. Assumption and Rejection of Executory Contracts. In accordance with Bankruptcy Code section 1123(b)(2), upon entry of the Modified Plan Confirmation Order, the Reorganized Debtors will be conclusively deemed to have rejected all Executory Contracts, including those identified in Article 2.4 of the Modified Plan, excepting only the Separation Agreement, and including any Executory Contract that has previously been rejected under section 365 of the Bankruptcy Code by an order of the Bankruptcy Court; *provided, however*, that nothing herein shall constitute a finding or ruling that the Separation Agreement is an Executory Contract.

8. Rejection Claim and Related Rejection Claims Bar Date. A proof of claim arising from the rejection of an Executory Contract or unexpired lease (such claim, a “Rejection Claim”) must be filed with the Court and served upon counsel for the Reorganized

Debtors on or before the date that is the first to occur of: (x) thirty (30) days after the first of (i) the Modified Plan Effective Date; or (y) such date as set forth in a separate order of the Bankruptcy Court. (the “Rejection Claims Bar Date”). Any and all Rejection Claims not filed on or before the Rejection Claims Bar Date shall be automatically disallowed and forever barred in their entirety and shall not be enforceable against the Reorganized Debtors, the Reorganized Debtors’ estate, or their respective properties or interests in property as agents, successors, or assigns.

9. Reorganized Debtor’s Performance Authorized. The Reorganized Debtors are hereby authorized to enter into and perform its obligations under the Harker Palmer LOI and the Modified Plan, and to take such other actions as may be necessary or desirable to effectuate the terms thereof, and other instruments or documents that may be reasonably necessary or desirable to implement and effectuate the terms of the sale of the Purchased Assets to the Purchaser and the implementation of the Modified Plan, including, without limitation, deeds, assignments, stock powers, transfers of membership interests and any other instruments of transfer, without further order of the Court. The Reorganized Debtors are hereby further authorized to take all other actions as may reasonably be requested by the Purchaser or otherwise for the purpose of selling, transferring, conveying and assigning to the Purchaser, or reducing to the Purchaser’s possession, any or all of the Purchased Assets, as may be necessary or appropriate for the Reorganized Debtors to perform its obligations under the Harker Palmer LOI and the Modified Plan and consummate the sale of the Purchased Assets to the Purchaser and the implementation of the Modified Plan, without further order of the Bankruptcy Court.

10. The Reorganized Debtors are hereby authorized and empowered to cause to be executed and filed such statements, instruments, releases and other documents with respect

to the Purchased Assets that are necessary or appropriate to effectuate the Harker Palmer LOI and the Modified Plan and this Modified Plan Confirmation Order, including, as applicable, amended and restated certificates or articles of incorporation and bylaws or certificates or articles of amendment, and all such other actions, filings or recordings as may be required under appropriate provisions of the applicable laws of all applicable governmental units or as any of the officers of the Reorganized Debtors may determine are necessary or appropriate.

11. Valid Transfer and Assignment. Effective as of the Modified Plan Effective Date, the sale, conveyance, transfer and assignment of the Purchased Assets by the Reorganized Debtors to the Purchaser shall constitute a legal, valid and effective sale, conveyance, transfer and assignment of the Purchased Assets, notwithstanding any requirement for approval or consent by any person.

12. Free and Clear Sale. Upon the Modified Plan Effective Date, the Reorganized Debtors shall be, and hereby are, authorized and empowered, pursuant to sections 105, 363(b), 363(f) and 1123(a)(5)(B) of the Bankruptcy Code, to sell, convey, transfer and assign to the Purchaser the Purchased Assets. The sale, conveyance, transfer and assignment of the Purchased Assets to the Purchaser shall vest the Purchaser with all right, title and interest of the Reorganized Debtors in and to the Purchased Assets Free and Clear.

13. Following the Modified Plan Effective Date, no holder of any Claim or Interest on any of the Purchased Assets shall interfere with the Purchaser's use or enjoyment of any of the Purchased Assets based on or related to such Claims and Interests or any actions that the Reorganized Debtors have taken or may take in the Cases and no interested party may take any action to prevent, enjoin or otherwise interfere with consummation of the sale of the Purchased Assets to the Purchaser.



14. The provisions of this Modified Plan Confirmation Order authorizing the sale, conveyance, transfer and assignment of the Purchased Assets Free and Clear shall be self-executing, and neither the Reorganized Debtors nor the Purchaser shall be required to execute or file releases, termination statements, assignments, consents or other instruments in order to effectuate, consummate or implement the provisions of this Modified Plan Confirmation Order. For the avoidance of doubt, on or after the Modified Plan Effective Date, the Reorganized Debtors and the Purchaser shall be authorized, but not directed, to file any such releases, termination statements, assignments, consents or other instruments in any jurisdiction to record the release, discharge and termination of Claims and Interests on the Purchased Assets pursuant to the terms of this Modified Plan Confirmation Order.

15. Direction to Creditors. This Modified Plan Confirmation Order shall be (a) effective as a determination that, as of the Modified Plan Effective Date, all Claims and Interests on the Purchased Assets shall be unconditionally released, discharged and terminated as to the Purchaser and the Purchased Assets; and (b) binding upon all persons and entities, including all the Reorganized Debtors' creditors and any holder of a Claim and Interest on, or with respect to, any of the Purchased Assets, and all such persons and entities are hereby authorized to execute such documents and take all other actions as may be reasonably necessary to release their respective Claims and Interests on, or with respect to, the Purchased Assets, if any. If any person or entity that has filed a financing statement, mortgage, mechanics lien, *lis pendens* or other document, instrument, notice or agreement evidencing any Claim and Interest on, or with respect to, the Purchased Assets has not delivered to the Reorganized Debtors on or before the Modified Plan Effective Date, in proper form for filing and executed by the appropriate parties, termination statements, releases or instruments of satisfaction that the person or entity has with

respect to the Purchased Assets, the Reorganized Debtors and the Purchaser are authorized to (x) request that the applicable person or entity execute and file such termination statements, releases, instruments of satisfaction or other documents with respect to the Purchased Assets, and, to the extent such person or entity fails to do so, execute and file such termination statements, releases, instruments of satisfaction or other documents with respect to the Purchased Assets on behalf of the applicable person or entity, and (y) file, register or otherwise record a certified copy of this Modified Plan Confirmation Order which, once filed, registered or otherwise recorded, shall constitute conclusive evidence of the release of all Claims and Interests on, or with respect to, the Purchased Assets. This Modified Plan Confirmation Order is deemed to be in recordable form sufficient to be placed in the filing or recording system of each and every U.S. federal, state, and local government agency, department or office and may be deemed to be in recordable form sufficient to be placed in the filing or recording system of each and every tribal or foreign government agency, department or office.

16. Recording Officers. All filing agents or officers, title agents or companies, recorders of mortgages or deeds, registrars, administrative agencies, governmental units or departments, secretaries of state, governmental officials and all other persons or entities that may be required by operation of law, the duties of their office or contract to accept, file, register or otherwise record or release any documents or instruments regarding the Purchased Assets or who may be required to report or insure any title or state of title in or to the Acquired Assets, (collectively, the “Recording Officers”) are hereby authorized to (a) accept any and all documents or instruments necessary and appropriate to consummate the sale of the Purchased Assets to the Purchaser or to record and reflect that the Purchaser is the owner of the Purchased

Assets Free and Clear and (b) strike all recorded Claims and Interests on the Purchased Assets from their records.

17. Direction to Surrender the Purchased Assets. All persons or entities in possession or control of any of the Purchased Assets, either presently or on or before the Modified Plan Effective Date, are directed to surrender possession or control of the Purchased Assets to the Purchaser on the Modified Plan Effective Date.

18. No Successor Liability. The Purchaser and the Purchaser Related Persons are not and shall not be (a) deemed a “successor” in any respect to the Reorganized Debtors or their estates as a result of the consummation of the sale of the Purchased Assets to the Purchaser, or any other event occurring in the Cases under any theory of law or equity; (b) deemed to have, *de facto* or otherwise, merged or consolidated with or into the Reorganized Debtors or their estates; (c) deemed to be an alter ego of or have a common identity with the Reorganized Debtors; (d) deemed to have a continuity of enterprise with the Reorganized Debtors; (e) liable for any acts or omissions of the Reorganized Debtors in connection with its assets, liabilities, operations or the conduct of their business, or arising under or related to the Purchased Assets; or (f) deemed to be a continuation or substantial continuation of the Reorganized Debtors or any enterprise of any of the Reorganized Debtors, including (with respect to clause (a) through (f) of this paragraph) within the meaning of any foreign, federal, state or local revenue, pension, ERISA, tax, labor, employment, environmental, products liability or other law, doctrine rule or regulation (including any filing requirements under any such laws, rules or regulations) with respect to the Reorganized Debtors’ liability under such law, doctrine, rule or regulation.

19. The Purchaser and the Purchaser Related Persons shall not assume, nor be deemed to have assumed or in any way be responsible for any Liability or obligation (of any

kind, character, or description, whether known or unknown, asserted or unasserted, matured or unmatured, liquidated or unliquidated, disputed or undisputed, accrued or unaccrued, due or to become due, fixed, absolute, contingent or otherwise) of the Reorganized Debtors or their estates arising or attributable to periods prior to the Modified Plan Effective Date including, but not limited to, any Liability of the Reorganized Debtors or their estates, any bulk sales law Liability, successor or vicarious Liability, Liability or responsibility for any claim against the Reorganized Debtors or against any related person or affiliate of the Reorganized Debtors (including predecessors), or any similar Liability or obligation. The HP LOI Approval Motion, the order approving the HP LOI Approval Motion, and the Plan Modification Motion contain sufficient notice of such limitation in accordance with applicable law. Except for claims to enforce the express terms of the Modified Plan, the transfer of the Purchased Assets to the Purchaser hereunder will not result in (a) any Purchaser Related Person having any Liability or obligation for any claim made against the Reorganized Debtor (or its respective affiliates, together with its respective predecessors, successors, assigns, members, partners, officers, directors, principals or direct or indirect equity holders), including without limitation in respect of any Liabilities of the Reorganized Debtors or their estates, nor in any such liability or obligation attaching to the Purchased Assets; (b) any Purchaser Related Person having any Liability or obligation with respect to or be required to satisfy in any manner, whether at law or in equity, whether by payment, setoff, recoupment or otherwise, directly or indirectly, any Claims and Interests, nor in any such liability or obligation attaching to the Purchased Assets; or (c) any Purchaser Related Person having any liability or obligation to the Reorganized Debtors.

20. Effective upon the Modified Plan Effective Date, all persons and entities are forever prohibited and enjoined from commencing or continuing in any manner any action or

other proceeding, whether in law or equity, in any judicial, administrative, arbitral or other proceeding against any Purchaser Related Person or their assets (including the Purchased Assets) with respect to any (a) Claims and Interests against the Reorganized Debtors or in the Purchased Assets or (b) successor, transferee, vicarious or other similar liability or theory of liability, including (i) commencing or continuing any action or other proceeding pending or threatened, in any manner or place, that does not comply with, or is inconsistent with, the provisions of this Modified Plan Confirmation Order or other orders of the Bankruptcy Court or the agreements or actions contemplated or taken in respect hereof or thereof; (ii) enforcing, attaching, collecting or recovering in any manner any judgment, award, decree or order; (iii) creating, perfecting or enforcing any Interest; (iv) asserting any setoff, right of subrogation or recoupment of any kind; or (v) revoking, terminating or failing or refusing to renew any license, permit or authorization to operate any of the Purchased Assets or conduct any business in connection with the Purchased Assets.

21. Good-Faith Purchaser. The Purchaser is a good-faith purchaser within the meaning of section 363(m) of the Bankruptcy Code and is entitled to all of the protections afforded thereby.

22. Section 363(n) of the Bankruptcy Code. The sale of the Purchased Assets to the Purchaser approved by this Modified Plan Confirmation Order is not subject to avoidance or any recovery of damages pursuant to section 363(n) of the Bankruptcy Code.

23. Bulk Sales. No bulk sales law, bulk transfer law or similar law of any state or other jurisdiction shall apply in any way to the sale of the Purchased Assets to the Purchaser.

24. Further Assurances. From time to time, as and when requested, all parties to the sale of the Purchased Assets to the Purchaser, and the implementation of the Modified

Plan, shall execute and deliver, or cause to be executed and delivered, all such documents and instruments and shall take, or cause to be taken, all such further or other actions as the requesting party may reasonably deem necessary or desirable to consummate the sale of the Purchased Assets to the Purchaser and to implement the Modified Plan, including such actions as may be necessary to vest, perfect, confirm, record or otherwise in the Purchaser its right, title and interest in and to the Purchased Assets.

25. Binding Effect. Effective as of the entry of this Modified Plan Confirmation Order, but subject to applicable due process rights and the occurrence of the Modified Plan Effective Date, to the fullest extent of applicable law including, without limitation, Bankruptcy Code section 1141, the Modified Plan and this Modified Plan Confirmation Order shall be binding on: (i) the Reorganized Debtors; (ii) all Holders of Claims and Equity Interests, irrespective of whether such Claims and Equity Interests asserted or unasserted, manifested or unmanifested or known or unknown; and (iii) each person or entity acquiring property under the Modified Plan. Additionally, entry of this Modified Plan Confirmation Order is deemed consent by any counterparty to an Executory Contract or any Assets to the assignment of Reorganized Debtors' rights, title, and interest in such property to the Purchaser or to Reorganized Sticky's, as applicable, and as evidence of such consent, a copy of this Modified Confirmation Order may be filed with any and all applicable state, federal, or other governmental or regulatory authority and/or in any applicable governmental record.

26. Discharge. The Debtors shall receive a discharge as to any debt that arose before the Modified Plan Effective Date on the Modified Plan Effective Date.

27. Post-Confirmation Implementation of the Modified Plan. The Reorganized Debtors are authorized to implement the Modified Plan, and may use, acquire, and

dispose of property free of any restrictions of the Bankruptcy Code, Bankruptcy Rules, and Local Rules, and in all respects as if there were no pending Cases under any chapter or provisions of the Bankruptcy Code. Except as otherwise expressly set forth in the Modified Plan, the Reorganized Debtors may also settle or compromise any Claims without Court approval.

28. Reorganized Debtors' Authorization. The Reorganized Debtors are hereby authorized and fully empowered to take any and all actions as may be necessary and appropriate to consummate, effectuate, and implement the sale of the Purchased Assets to the Purchaser and implement the Modified Plan, and consummate all transactions contemplated thereby.

29. Rights of Holders of Allowed Claims. All rights of Holders of Allowed Claims, including, without limitation, the right to receive a Distribution on account of such Claim(s), shall hereinafter be limited solely to the right to receive such Distribution only to the extent and as expressly provided in this Modified Plan Confirmation Order and under the Modified Plan.

30. Notice of Effective Date and Related Deadlines. In accordance with the terms of the Modified Plan and as soon as reasonably practicable after the Modified Plan Effective Date, the Reorganized Debtors shall file a notice of occurrence of the Modified Plan Effective Date (the "Notice of Modified Plan Effective Date") with the Bankruptcy Court and serve it upon all known creditors and parties required to receive notice pursuant to Bankruptcy Rule 2002. As applicable, the Notice of Modified Plan Effective Date shall further set forth the Rejection Claims Bar Date, Administrative Expense Bar Date, and Professional Fee Bar Date, each as set forth and defined in the Modified Plan.

31. Administrative Expense Bar Date. All parties shall file any and all requests for allowance and payment of Administrative Expense Claims incurred on or before the day immediately preceding the Modified Plan Effective Date pursuant to Bankruptcy Code section 503, other than Professional Fee Claims, on the first to occur of: (i) the first Business Day that is thirty (30) days after the Modified Plan Effective Date; and (ii) such date as set by a separate order of the Bankruptcy Court. Administrative Expense Claims filed after the Administrative Expense Claims Bar Date shall be disallowed and forever barred in their entirety.

32. Professional Fee Claims. To the extent that the Reorganized Debtors' professionals, the Subchapter V Trustee, and/or the Claims and Noticing Agent in these cases seek payment of fees and expenses in excess of the amounts allocated therefor in the Deposits for the period following the Effective Date of the Confirmed Plan (to the extent applicable thereto), the Reorganized Debtors' professionals, the Subchapter V Trustee and/or the Claims Agent respectively will timely submit such requests to the Reorganized Debtors for approval. To the extent such a fee request is approved it shall be an allowed Administrative Expense Claim paid Pro Rata from the Allowed Administrative Claims Reserve. No further fee applications shall be required to be filed with the Court in these cases.

33. Re-vesting of Property. Pursuant to Bankruptcy Code section 1141(b), except as otherwise provided in the Modified Plan or in this Modified Plan Confirmation Order, and excluding the Purchased Assets, as of the Effective Date, all of the property of the estate vests in the Reorganized Sticky's. After confirmation of the Modified Plan, the property dealt with by the Modified Plan is Free and Clear.

34. Discharge of Subchapter V Trustee. Pursuant to Bankruptcy Code section 1194(b), the Subchapter V Trustee shall be discharged on the Modified Plan Effective Date.



35. US Foods Settlement.

- a. Under the Confirmed Plan, pursuant to Bankruptcy Rule 9019 and Section 1123 of the Bankruptcy Code, the US Foods Settlement was approved in all respects. ~~The Reorganized Debtors and US Foods are authorized to execute, deliver, implement, and fully perform any and all obligations, instruments, documents, and papers and to take any and all actions reasonably necessary or appropriate to consummate the US Foods Settlement and perform any and all obligations contemplated therein. The Reorganized Debtors debt to US Foods under the US Foods Settlement is an Allowed Administrative Expense claim that will be paid Pro Rata with other Allowed Administrative Expense Claims from the Allowed Administrative Expense Claims Reserve. The Reorganized Debtors are hereby authorized and empowered to take any and all steps necessary and appropriate to effectuate the terms of this Modified Plan Confirmation Order. The terms~~In connection with the Modified Plan, US Foods and the Debtors have agreed on a settlement of US Foods claims against the Debtors arising under the US Foods Settlement and arising after the Confirmed Plan Effective Date. On account of any claims US Foods asserts against the Debtors, including without limitation any claims on account of the US Foods Settlement ~~as provided for in this Modified Plan shall be binding upon US Foods and the Reorganized Debtors, and their respective successors and assigns, including the Reorganized Debtors' Estates and its Creditors.~~the Confirmed Plan and

on account of goods and services provided to the Debtors after the Confirmed Plan Effective Date, US Foods shall have an Allowed Administrative Expense Claim against the Debtors in the amount of \$600,000 without the need to file a proof of claim, motion or other request or pleading and shall have no other Allowed Administrative Expense Claim, Allowed General Unsecured Claim or other Allowed Claim against the Debtors. Pursuant to the Modified Plan, US Foods shall receive, as soon as practicable on or after the Modified Plan Effective Date, on account of its Allowed Administrative Expense Claim a Pro Rata distribution from the Allowed Administrative Claims Reserve in full and complete satisfaction and discharge of US Food's claims against the Debtors.

- b. US Foods and the Debtors hereby release, discharge and acquit the other, and their respective directors, officers, managers, employees, representatives and agents from any and all liens, claims, causes of action, liabilities, encumbrances, security interests, interests or charges of any nature or description whatsoever based or relating to, or in any manner arising from, in whole or in part, the Chapter 11 Cases (including any claims arising under Chapter 5 of the Bankruptcy Code) or affecting property of the Estate, whether known or unknown, suspected or unsuspected, scheduled or unscheduled, contingent or not contingent, unliquidated or fixed, admitted or disputed, matured or unmatured, senior or subordinated, whether assertable directly or derivatively by, through,

or related to any of the Released Parties and their successors and assigns whether at law, in equity or otherwise, based upon any condition, event, act, omission occurrence, transaction or other activity, inactivity, instrument or other agreement of any kind or nature occurring, arising or existing prior to the Effective Date in any way relating to or arising out of, in whole or in part, the Debtors, the Debtors' prepetition operations, governance, financing, or fundraising, the purchase or sale of the Debtors' securities, the Chapter 11 Cases, the pursuit of Confirmation of the Modified Plan, the consummation of the Modified Plan or the administration of the Modified Plan, including without limitation, the negotiation of the Modified Plan. Each of US Foods and the Debtors expressly waives and relinquishes any and all rights such Person may have or conferred upon it under any federal, state, or local statute, rule, regulation, or principle of common law or equity which provides that a release does not extend to claims which the claimant does not know or suspect to exist in its favor at the time of the entry of this Modified Plan Confirmation Order which may in any way limit the effect or scope of the release provided for herein which such Person did not know or suspect to exist in such Party's favor at the time of the entry of the Modified Plan Confirmation Order, which in each case if known by it may have materially affected its settlement as reflected herein, including California Civil Code § 1542 (or comparable or equivalent to California Civil Code § 1542), which provides:

- i. **A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.**
  - c. **The automatic stay is terminated for purposes of US Foods taking possession of and disposing of any inventory in its possession that was specifically identified to be shipped to the Debtors.**
  - d. **US Foods consents to the terms of this paragraph 35 and the Modified Plan.**
  - e. **Exhibit C** to the Modified Plan is revised to delete the reference to US Foods therein, and the terms set forth herein shall govern with respect to US Foods' Allowed Administrative Expense Claim. **Exhibit C** as so modified, and the provisions of the Modified Plan related to **Exhibit C** as so modified, shall govern with respect to the Administrative Expense Claims set forth therein.
36. **Landlords Settlement.**
- a. **Subject to prior orders of the Court [D.I. 588 and 574] ("Prior Rejection Orders"), the non-residential real property leases identified on Exhibit A hereto (each a "Lease," and collectively, the "Leases") shall be deemed rejected as of May 31, 2025 (the "Rejection Date") and the Reorganized Debtors shall be deemed to have surrendered possession of the leased premises in favor of the respective Landlord for such leases as identified**

on **Exhibit A** (each a “Landlord,” and collectively, the “Landlords”). To the extent there remains any personal property of the Reorganized Debtors at a leased premises on the Rejection Date, the Reorganized Debtors shall be authorized and deemed to have abandoned any and all of its interest in such personal property remaining on the leased premises as of the Rejection Date. Subject to Prior Rejection Orders, to the extent any personal property lessor asserts an interest in any personal property at a leased premises, such lessor shall have no later than 10 days from entry of this order to remove such property, unless such lessor and the applicable Landlord agreed to a different time period. Any such personal property subject to an interest of a personal property lessor that is not removed from the applicable leased premises by the applicable deadline shall be deemed abandoned in favor of the applicable Landlord, and such Landlord shall be permitted to use or dispose of such abandoned personal property without further notice or liability to the Debtors, Reorganized Debtors and any third parties. Notwithstanding prior Rejection Orders, each Landlord shall have an Allowed Administrative Expense Claim in the amount specified in **Exhibit A** without the need to file a proof of claim, motion or other request or pleading and shall have no other Allowed Administrative Expense Claim, Allowed General Unsecured Claim or other Allowed Claim against the Debtors or Reorganized Debtors, as applicable; provided, however, notwithstanding the foregoing or any provision in the Modified Plan or this Order to the

contrary, with respect to any Lease, nothing in the Modified Plan or this Order shall modify, release waiver or impair or prejudice a Landlord's rights or claims solely with respect to any available insurance in connection with any third-party claims asserted or arising from or in connection with the Debtors' or Reorganized Debtors' use and occupancy of the leased premises subject to a Lease with regard to events that occurred prior to the Effective Date, for which the Debtors or Reorganized Debtors had a duty to indemnify such landlord pursuant to any Lease solely to the extent of available insurance. Pursuant to the Modified Plan, each Landlord shall receive, as soon as practicable on or after the Modified Plan Effective Date, on account of its Allowed Administrative Expense Claim, a Pro Rata distribution from the Allowed Administrative Claims Reserve in full and complete satisfaction and discharge of the Landlord's claims against the Debtors or Reorganized Debtors. For the avoidance of doubt, any Landlord who holds a security deposit shall be permitted to offset it against any claims under its Lease. For the avoidance of doubt, **Exhibit A**, to the extent applicable, incorporates such offset.

- b. To the extent any Landlord previously filed a proof of claim, motion, request or notice seeking allowance of a claim or claims against the Debtors, such proof of claim, motion, request or notice shall be deemed amended, modified and superseded by this paragraph 36.

- c. The automatic stay is terminated with respect to each Landlord for purposes of taking possession of the Landlord's respective leased premises and any personal property located thereon.
- d. Each Landlord consents to the terms of this paragraph 36 and the Modified Plan.
- e. **Exhibit D** to the Modified Plan and the provisions of the Modified Plan applicable to **Exhibit D** are amended, modified and replaced by the terms and conditions of this paragraph 36 in all respects.

37. ~~36.~~ SBA and EDL Loans. Notwithstanding anything to the contrary in this Modified Plan Confirmation Order, the Purchaser shall on the Modified Plan Effective Date assume, and shall be deemed to have assumed, the EDL Loans and shall grant to the SBA to secure the EDL Loans a lien on the tangible Purchased Assets acquired by the Purchaser.

38. ~~37.~~ Post-Confirmation Reporting. Reorganized Sticky's shall file quarterly post-confirmation reports, served on the U.S. Trustee and the Subchapter V Trustee on or before the 20th day after the end of the calendar quarter. The reporting shall include, at a minimum, the following information:

- a. the bank name & account type of the Reserves;
- b. the name of the person with signatory authority over the Reserves;
- c. any investments (general type), if any, of the funds in the Reserves, and where those investments are located;
- d. Modified Plan disbursements during the reporting period (by category);  
and
- e. cumulative Modified Plan disbursements to date.

39. ~~38.~~ Amendments/Headings. This Modified Plan Confirmation Order may be amended or supplemented only upon further, final order of the Court. The headings used herein are for ease of reference only and shall not be used in interpreting this Modified Plan Confirmation Order.

40. ~~39.~~ Retention of Jurisdiction. Notwithstanding the entry of this Modified Plan Confirmation Order or the occurrence of the Modified Plan Effective Date, this Court shall retain jurisdiction over all matters arising in, arising under, or related to these Cases to the fullest extent legally permissible.

41. ~~40.~~ Successors/Assigns. This Modified Plan Confirmation Order shall be binding upon, and inure to the benefit of, the Reorganized Debtors' successors, designees, assigns, beneficiaries, executors, administrators, and/or personal representatives.

42. ~~41.~~ Conflicts Between this Modified Plan Confirmation Order and the Modified Plan. The provisions of the Modified Plan and this Modified Plan Confirmation Order shall be construed in a manner consistent with each other so as to effect the purpose of each; *provided, however*, that if there is determined to be any inconsistency between any Modified Plan express provision and any express provision of this Modified Plan Confirmation Order that cannot be so reconciled, then solely to the extent of such inconsistency the express provisions of this Modified Plan Confirmation Order shall govern. The provisions of this Modified Plan Confirmation Order are integrated with each other and are non-severable and mutually dependent unless expressly stated by further order of this Court.

43. ~~42.~~ Finality and Immediate Effect of Modified Plan Confirmation Order. This Modified Plan Confirmation Order (i) is a Final Order and the period in which an appeal must be filed shall commence upon the entry hereof; and (ii) notwithstanding the applicability



Bankruptcy Rule 3020(e), shall be immediately effective and enforceable upon the entry hereof. The failure to reference or address all or part of any particular provision of the Modified Plan herein has no effect on the validity, binding effect, or enforceability of such provision and such provision has the same validity, binding effect, and enforceability as every other provision of the Modified Plan.

44. ~~43.~~ Final Decree. Each of the Reorganized Debtors' estates (other than Reorganized Sticky's estate) shall have been deemed to be fully administered as of the Modified Plan Effective Date, and each of the Cases except Reorganized Sticky's Case shall be closed as of the Modified Plan Effective Date and upon occurrence of the Modified Plan Effective Date Reorganized Sticky's shall submit a proposed form of order to the Court under certification of counsel to close such Cases. As provided in Bankruptcy Rule 3022, Reorganized Sticky's, or such other person as the Bankruptcy Court may designate, shall file a motion with the Bankruptcy Court to obtain a final decree to close Reorganized Sticky's Case after the Modified Plan has been implemented. Alternatively, the Bankruptcy Court may enter such a final decree on its own motion.

45. ~~44.~~ Notice. Within five (5) business days of the entry of this Modified Plan Confirmation Order, the Reorganized Debtors shall transmit a copy of this Modified Plan Confirmation Order via first class mail with postage prepaid to all of Debtors' known creditors and parties-in-interest. Such notice shall be adequate under the circumstances and shall be sufficient to meet the requirements necessary for due process and Bankruptcy Rule 2002(f)(7).

46. ~~45.~~ The Reorganized Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Modified Plan Confirmation Order.

**Exhibit A**  
**Landlord Allowed Administrative Expense Claims**

**Exhibit C To Modified Plan (Revised)**

**Post Effective Date Accrued and Unpaid Allowed Ordinary Course Expenses**

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

In re

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

Reorganized Debtors.<sup>4</sup>

Chapter 11

Case No. 24-10856 (JKS)

Jointly Administered

RE: D.I. [       ]

**NOTICE OF [MODIFIED PLAN EFFECTIVE DATE](#)**

**PLEASE TAKE NOTICE** that, on \_\_\_\_, 2025, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered the *Findings of Fact, Conclusions of Law, and Order Confirming Subchapter V Debtors' Second Modified First Amended Plan of Reorganization* [D.I. \_\_] (the "Modified Plan Confirmation Order").<sup>5</sup>

**PLEASE TAKE FURTHER NOTICE** that, each of the conditions precedent to the effectiveness of the Modified Plan occurred in accordance with the provisions of the Modified Plan. Accordingly, the Modified Plan went effective on \_\_\_\_\_ (the "Modified Plan Effective Date").

**PLEASE TAKE FURTHER NOTICE** that pursuant to Article 3 of the Plan, the first Distribution shall be as soon as practicable after the Modified Plan Effective Date.

**PLEASE TAKE FURTHER NOTICE** that the Modified Plan and its provisions, including the release, exculpation, and injunction provisions, are binding on, among others, the Debtors, all Holders of Claims and Interests (irrespective of whether such Claims or Interests are impaired under the Plan or whether the Holders of such Claims have voted to accept or reject the Plan), each person or entity acquiring property under the

<sup>4</sup> The Reorganized Debtors in these cases, along with the last four digits of each Reorganized 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 Reorganized Debtors' mailing address is 21 Maiden Lane, New York, NY 10038.

<sup>5</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Confirmation Order or the *Subchapter V Debtor's Second Modified First Amended Plan of Reorganization* [D.I. ●] (the "Modified Plan"), as applicable.

Modified Plan, and any and all non-Debtor parties to executory contracts and unexpired leases with the Debtors, as provided in the Modified Plan.

**PLEASE TAKE FURTHER NOTICE** that in accordance with paragraph 31 of the Modified Plan Confirmation Order, any and all requests for allowance and payment of Administrative Expense Claims and proof of such Administrative Expense Claim, unless otherwise expressly set forth in the Modified Plan or Modified Plan Confirmation Order, must be filed with the Bankruptcy Court and served on counsel for the Debtors no later than \_\_\_\_\_ (the “Administrative Expense Bar Date”). Holders of Administrative Expense Claims filed after the Administrative Expense Claims Bar Date shall be forever barred from asserting such Administrative Expense Claims against the Reorganized Debtors or their former estate.

**PLEASE TAKE FURTHER NOTICE** that in accordance with paragraph 36 of the Modified Plan Confirmation Order, each Landlord shall have an Allowed Administrative Expense Claim in the amount set forth in Exhibit A to the Modified Plan Confirmation Order.

**PLEASE TAKE FURTHER NOTICE** that in accordance with paragraph 35 of the Modified Plan Confirmation Order, US Foods shall have an Allowed Administrative Expense Claim in the amount set forth in such paragraph.

**PLEASE TAKE FURTHER NOTICE** that each Person listed on revised Exhibit C to the Modified Plan, a copy of which is annexed hereto, shall have an Allowed Administrative Claim in the amount set forth in Exhibit C without having to take any further action, unless such Person timely files a proof of Administrative Expense Claim on or before the Administrative Expense Bar Date.

**PLEASE TAKE FURTHER NOTICE** that to the extent that the Reorganized Debtors’ professionals, the Subchapter V Trustee and/or the Claims and Noticing Agent in these cases seek payment of fees and expenses in excess of the amounts provided for in the Deposits for the period following the Effective Date of the Confirmed Plan (to the extent applicable thereto), the Reorganized Debtors’ professionals, the Subchapter V Trustee and/or the Claims and Noticing Agent respectively will submit such fee and expense requests to the Reorganized Debtors for approval. To the extent such a fee request is approved it shall be an allowed Administrative Expense Claim paid Pro Rata from the Allowed Administrative Claims Reserve. No further fee applications shall be required to be filed with the Court in these cases.

**PLEASE TAKE FURTHER NOTICE** that the Rejection Claim Bar Date with respect to the Modified Plan shall be \_\_\_\_\_.

**PLEASE TAKE FURTHER NOTICE** that in accordance with Section 2.3 of the Modified Plan the General Claims Bar Date and the Governmental Claims Bar Date apply to the Modified Plan. The filed General Unsecured Claims and the filed Governmental Claims are set forth on the Claims Register. [D.I. 544]. The Reorganized Debtors do not intend to object to filed proofs of claim that are General Unsecured Claims set forth on the Claims Register that are filed as liquidated, matured and not contingent claims and have

not been otherwise paid or satisfied and are not duplicative of another filed Proof of Claim. Filed Proofs of Claim that are General Unsecured Claims forth on the Claims Register and that have been: (i) paid or otherwise satisfied; (ii) are duplicative of another such filing; or (iii) are unliquidated, contingent or unmatured, shall be disallowed. The Reorganized Debtors intend to object to any such filed Proofs of Claims and have them expunged from the Claims Register. Any Person who timely filed a General Unsecured Proof of Claim that was filed as unliquidated, unmatured or contingent must file a qualifying amendment to the filed Proof of Claim on or before thirty (30) days after the Modified Plan Effective Date specifying the non-contingent, liquidated and matured amount of the Claim asserted (along with all accompanying evidence of the same) (an "Amended Proof of Claim"). Failure to file such Amended Proof of Claim shall bar the filing of any Claim by any Person required to file an Amended Proof of Claim. The Reorganized Debtors reserve the right to object to any such filed Amended Proof of Claim.

**PLEASE TAKE FURTHER NOTICE THAT** in accordance with Section 2.3 of the Modified Plan to the extent that the Other Secured Claims Holders assert a General Unsecured Claim they must file a proof of claim on or before thirty (30) days after the Modified Plan Effective Date, or such earlier date as ordered by the Bankruptcy Court. Any Other Secured Claims Holder who fails to timely file a proof of claim as required herein shall be barred from asserting any Claim against the Reorganized Debtors.

**PLEASE TAKE FURTHER NOTICE** that notwithstanding the entry of the Modified Plan Confirmation Order and the occurrence of the Modified Plan Effective Date, the Bankruptcy Court retains jurisdiction over these Chapter 11 Cases after the Modified Plan Effective Date to the fullest extent legally permissible, including, without limitation, with respect to all matters specified in Section 7.4 of the Modified Plan.

**PLEASE TAKE FURTHER NOTICE** that copies of the Modified Plan Confirmation Order and Modified Plan may be obtained by contacting Kurtzman Carson Consultants LLC dba Verita, the claims and noticing agent (the Claims and Noticing Agent) retained by the Debtors in this chapter 11 case by: (a) calling the Claims and Noticing Agent at (866) 967-1783 (Toll Free) or +1 (310) 751-2683 (International); (b) e-mailing the Claims and Noticing Agent at [Stickysinfo@veritaglobal.com](mailto:Stickysinfo@veritaglobal.com) with a reference to "In re: Sticky's Holdings LLC - Solicitation Inquiry" in the subject line; or (c) writing to the Claims and Noticing Agent at Sticky's Inquiries, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245. You may also obtain copies of any pleadings filed with the Court for free by visiting the Debtors' restructuring website, <https://www.veritaglobal.net/stickysholdings>, for a fee via PACER at: <http://pacer.psc.uscourts.gov>.

Dated: June ~~4~~4, 2025  
Wilmington, Delaware

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

/s/ ~~DRAFT~~ John W. Weiss

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<b>Summary report:</b> <b>Litera Compare for Word 11.10.1.2 Document comparison done on</b> <b>6/4/2025 1:16:53 PM</b>	
<b>Style name:</b> Default Style	
<b>Intelligent Table Comparison:</b> Active	
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<b>Modified DMS:</b> iw://cloudimanage.com/IMANAGE/4556350/4	
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Embedded Excel	0
Format changes	0
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