

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

SUGARFINA INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 19-11973 (MFW)

Jointly Administered

Related Docket Nos. 62 and 108

Hearing Date: September 24, 2019 at 3:00 p.m. (ET)

Objection Deadline: September 20, 2019 at 12:00 p.m. (ET)

JOINDER OF DOMAIN NORTHSIDE RETAIL PROPERTY OWNER LP TO LANDLORD BP PRUCENTER ACQUISITION LLC'S LIMITED OBJECTION TO DEBTORS' MOTION FOR ENTRY OF AN ORDER: (I) (A) APPROVING BIDDING PROCEDURES AND PROTECTIONS IN CONNECTION WITH A SALE OF SUBSTANTIALLY ALL OF DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND INTERESTS; (B) SCHEDULING AN AUCTION AND SALE HEARING; (C) APPROVING THE FORM AND MANNER OF NOTICE THEREOF; (D) APPROVING PROCEDURES FOR THE ASSUMPTION AND ASSIGNMENT OF CONTRACTS AND LEASES; AND (E) GRANTING RELATED RELIEF AND (II) (A) AUTHORIZING AND APPROVING THE SALE OF SUBSTANTIALLY ALL THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, INTERESTS, AND ENCUMBRANCES; (B) AUTHORIZING AND APPROVING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN CONTRACTS AND LEASES; AND (C) GRANTING RELATED RELIEF

Domain Northside Retail Property Owner LP ("Landlord"),² by and through its undersigned counsel, joins (this "Joinder") in *Landlord BP Prucenter Acquisition LLC's Limited Objection to Debtors' Motion for Entry of an Order: (I) (A) Approving Bidding Procedures and Protections in Connection With a Sale of Substantially All of Debtors' Assets Free and Clear of*

¹ The debtors in these chapter 11 cases, along with the last four digits of the debtors' federal tax identification number or Canadian Revenue Agency, as applicable are (i) Sugarfina, Inc., a Delaware corporation (4356), (ii) Sugarfina International, LLC, a Delaware limited liability company (1254), and (iii) Sugarfina (Canada), Ltd. (4480). The location of the debtors' corporate headquarters is 1700 E. Walnut Ave., 5th Floor, El Segundo, California 90245.

² Landlord is the lessor successor-in-interest with regard to that certain *Lease Agreement*, dated on or about August 25, 2016, as amended, between initial lessor Domain Retail Property Owner LP and initial lessee Sugarfina, LLC, the successor-in-interest of which is debtor Sugarfina, Inc., for certain space in the shopping center located at 11700 Rock Rose, Suite 140, Austin, Texas 78758 (as amended and supplemented from time to time, the "Lease").

Liens, Claims, Encumbrances, and Interests; (B) Scheduling an Auction and Sale Hearing; (C) Approving the Form and Manner of Notice Thereof; (D) Approving Procedures for the Assumption and Assignment of Contracts and Leases; and (E) Granting Related Relief and (II) (A) Authorizing and Approving the Sale of Substantially All the Debtors' Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances; (B) Authorizing and Approving the Assumption and Assignment of Certain Contracts and Leases; and (C) Granting Related Relief [D.N. 108] (the "Objection"), filed by BP Prucenter Acquisition LLC, whereby BP Prucenter Acquisition LLC objects on a limited basis to the Debtors' Motion for Entry of an Order: (I) (A) Approving Bidding Procedures and Protections in Connection With a Sale of Substantially All of Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; (B) Scheduling an Auction and Sale Hearing; (C) Approving the Form and Manner of Notice Thereof; (D) Approving Procedures for the Assumption and Assignment of Contracts and Leases; and (E) Granting Related Relief and (II) (A) Authorizing and Approving the Sale of Substantially All the Debtors' Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances; (B) Authorizing and Approving the Assumption and Assignment of Certain Contracts and Leases; and (C) Granting Related Relief [D.N. 62], filed by the above-captioned debtors and debtors-in-possession (the "Debtors") on September 10, 2019.

Landlord joins in the objections to the Debtors' requested relief filed by other landlords and parties-in-interest to the extent they are not inconsistent with the Objection and this Joinder.

Landlord expressly reserves any and all rights to supplement or amend this Joinder and make any other objections to further relief sought by the Debtors, including in relation to any proposed rejection, assumption, assumption and assignment, or sale of the Lease.

WHEREFORE, Domain Northside Retail Property Owner LP respectfully requests that this Court enter an order: (a) sustaining the Objection and this Joinder; (b) modifying the relief request by the Debtors to address the issues raised; and (c) granting Northside Retail Property Owner LP such other and further relief as this Court deems just and appropriate under the circumstances.

Dated: September 20, 2019
Wilmington, Delaware

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