

## Exhibit B

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

IN RE:	Chapter 11
SUGARFINA INC., <i>et al.</i>	Case No. <u>19-11973 (MFW)</u>
Debtors. <sup>1</sup>	<del>(Joint Administration Requested)</del> (Jointly Administered)
	Re Docket No. <u>7, 46</u>

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**FINAL ORDER GRANTING MOTION PURSUANT TO SECTIONS 105 AND 366 OF  
THE BANKRUPTCY CODE FOR ENTRY OF INTERIM AND FINAL ORDERS (I)  
PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING OR  
DISCONTINUING SERVICES TO, OR DISCRIMINATING AGAINST, THE  
DEBTORS, (II) DETERMINING THAT THE UTILITY COMPANIES ARE  
ADEQUATELY ASSURED OF POSTPETITION  
PAYMENT AND (III) ESTABLISHING PROCEDURES FOR RESOLVING  
REQUESTS FOR ADDITIONAL ADEQUATE ASSURANCE**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors-in-possession (the “Debtors”) for an order (i) prohibiting utility service providers from altering, refusing or discontinuing services to, or discriminating against, the Debtors on account of prepetition invoices or as a result of the commencement of these cases, (ii) approving the Debtors’ Adequate Assurance Deposits, as described in the Motion, (iii) establishing procedures for resolving adequate assurance objections by the Utility Companies, and (iv) scheduling a Final Hearing; the Court finds that (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334(b), (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (iii) the relief requested in the Motion is in the best interest of the Debtors, their estates, and their

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or Canadian Revenue Agency, as applicable are (1) Sugarfina, Inc., a Delaware corporation (4356), (2) Sugarfina International, LLC, a Delaware limited liability company (1254) and (3) Sugarfina (Canada), Ltd. (4480). The location of the Debtors' corporate headquarters is 1700 E. Walnut Ave., 5th Floor, El Segundo, California 90245.

<sup>2</sup> Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Motion.

creditors and that the relief is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003 and as more thoroughly provided in the Motion and the First Day Declaration, (iv) proper and adequate notice of the Motion and the opportunity for a hearing thereon has been given under the particular circumstances and that no other or further notice is necessary, and (v) good and sufficient cause exists for granting of the relief requested in the Motion as set forth herein. Therefore,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on a final basis as set forth herein.
2. The following Adequate Assurance Procedures are approved in their entirety on a final basis:

- (a) The Debtors served a copy of the Motion and the order approving the Motion on each Utility Company included in the Utilities List within three business days after entry of the interim order by the Court.
- (b) The Debtors shall deposit, as adequate assurance for the Utility Companies, approximately \$4,067.00 in the aggregate (the "Utility Deposit") into a segregated account (the "Utility Deposit Account") within twenty (20) days of the Petition Date to be maintained during the pendency of these chapter 11 cases as provided for therein. The Utility Deposit Account may be either interest-bearing or non-interest bearing at the Debtors' discretion, and shall be maintained at a bank that has executed a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware.
- (c) Any Company that is not satisfied with its Adequate Assurance Deposit must serve a request for additional adequate assurance (the "Additional Adequate Assurance Request") upon: (a) Sugarfina, Inc., 1700 E. Walnut Ave., 5<sup>th</sup> Floor, El Segundo, California 90245 (Attn: Lance Miller) (b) counsel to the Debtors: Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, Delaware 19801 (Attn: Brya Keilson) and Shulman Hodges & Bastian, 100 Spectrum Center Drive; Suite 600 Irvine, CA 92618 (Attn: Alan Friedman; and (c) counsel to ~~any statutory committee appointed in these cases~~ the Official Committee of Unsecured Creditors: Bayard

P.A., 600 N. King Street, Suite 400, Wilmington, DE 19801 (Attn: Justin Alberto and Erin Fay).

- (d) Any Additional Adequate Assurance Request must (a) be in writing; (b) set forth the location(s) for which Utility Services are provided; (c) ~~include a summary of the Debtors' payment history relevant to the affected account(s), identifying any security deposit(s);~~ (d) identify why the Utility Company believes its Adequate Assurance Deposit is insufficient; (e) set forth what the Utility Company would accept as satisfactory adequate assurance of payment; and (f) provide an address, telephone number, and e-mail address for a Utility Company representative to whom the Debtors may respond.
- (e) Upon the Debtors' receipt of any Additional Adequate Assurance Request, the Debtors shall have ~~30~~20 days to negotiate with the Utility Company to resolve the request (the "Resolution Period").
- (f) Without further order of the Court, following consultation with counsel to the official committee of unsecured creditors, the Debtors are authorized, but not directed, to enter into agreements granting additional adequate assurance to a Utility Company that served an Additional Adequate Assurance Request, if the Debtors, in their business judgment, determine that additional adequate assurance is necessary and such additional adequate assurance is reasonable.
- (g) If the Debtors determine that the Additional Adequate Assurance Request is not necessary or reasonable and are not able to reach an alternative resolution with the Utility Company during the Resolution Period, the Debtors, during or immediately after the Resolution Period, will request a hearing before the Court to determine the adequacy of assurances of payment with respect to a particular Utility Company (the "Determination Hearing") pursuant to section 366(c)(3) of the Bankruptcy Code.
- (h) Pending resolution of any such Determination Hearing, the Utility Company submitting such Additional Adequate Assurance Request shall be prohibited from altering, refusing, or discontinuing service to the Debtors on account of unpaid charges for prepetition services, the commencement of these cases.
- ~~(i) The Adequate Assurance Deposit shall be deemed adequate assurance of payment for any Utility Company that does not make an Additional Adequate Assurance Request.~~

~~(i)~~ (i) To the extent that additional Utility Companies are identified by the Debtors, the Debtors shall file an amendment to the Utilities List and shall serve copies of the Motion and all orders approving the Motion on such newly identified Utility Companies. Any Utility Company subsequently added to the Utilities List must comply with these Adequate Assurance Procedures. If a newly identified Utility Company believes its Adequate Assurance Deposit is insufficient, it must make an Additional Adequate Assurance Request, in accordance with these Adequate Assurance Procedures, any orders approving the Motion, and the amended Utilities List.

~~(j)~~ (j) All Adequate Assurance Deposits shall be released from reserve by the Debtors by no later than the earlier of five business days following the date upon which (a) a Chapter 11 plan is confirmed in these cases or these cases are dismissed, or (b) the Debtors provide notice to the Utility Companies that services provided to the Debtors by such Utility Company are no longer needed. The Debtors will address and attempt to resolve any disputes as to postpetition amounts owed to a Utility Company prior to removing such Utility Company from the Utilities List and releasing the relevant deposit.

~~3. Any Utility Company that fails to comply with the Adequate Assurance Procedures is deemed to have adequate assurance that is satisfactory to it, within the meaning of section 366 of the Bankruptcy Code, without further application to, or order of, the Court.~~

~~4.3.~~ Nothing contained herein or the inclusion or omission of any entity on the Utilities List is intended or should be construed as an admission by the Debtors that an entity is, or is not, a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors' rights with respect to this issue are hereby reserved.

4. Prior to terminating any Waste Management ("WM") services with Debtors, Debtors shall provide notice of such termination in writing, including by e-mail, to: (i) counsel of record for WM, attention: Brian J. McLaughlin, Esq. and Rachel B. Mersky, Esq. 1201 N. Orange Street, Suite 400, Wilmington, DE 19801, bmclaughlin@monlaw.com; rmersky@monlaw.com and (ii) Waste Management, attention: Jacqueline E. Hatfield-Mills,

Waste Management, 1001 Fannin, Suite 4000 Houston, TX 77002, jimills@wm.com. The notice of termination shall include: (a) the date of termination; and (b) the location at which services are being terminated as defined in the agreement or invoice between WM and Debtors. If Debtors fail to provide notice as provided for herein, Debtors shall remain administratively obligated for the costs and expense of services provided by WM to such location until WM receives actual notice that WM's services at a particular location is terminated.

5. The Debtors are authorized, in their sole discretion, to amend the Utilities List to add or delete any Utility Company, and this Order shall apply to and be binding upon any such Utility Company that is subsequently added to the Utilities List. Any subsequently added Utility Company to the Utilities List must comply with the Adequate Assurance Procedures provided for in this Order. In addition, the Debtors will address and attempt to resolve any disputes as to postpetition amounts owed to a Utility Company prior to removing such Utility Company from the Utilities List and releasing the relevant deposit.

6. Nothing in the Motion or this Order shall be deemed or construed as an approval of an assumption or rejection of any contract pursuant to section 365 of the Bankruptcy Code.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice, and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice or otherwise deemed waived.

8. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

10. This Court retains jurisdiction with respect to all matters arising from or related to the interpretation and implementation of this Order.