IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
SUGARFINA, INC., *et al.*,	Case No. 19-11973 (MFW) (Jointly Administered)
Debtors.	**Ref. Docket No. 5, 43**

CERTIFICATION OF COUNSEL REGARDING FINAL ORDER (I) AUTHORIZING PAYMENT OF CERTAIN PREPETITION EMPLOYEE CLAIMS, INCLUDING WAGES AND SALARIES, (II) AUTHORIZING PAYMENT OF CERTAIN EMPLOYEE BENEFITS AND CONFIRMING RIGHT TO CONTINUE EMPLOYEE BENEFITS ON POSTPETITION BASIS, (III) AUTHORIZING PAYMENT OF REIMBURSEMENT TO EMPLOYEES FOR PREPETITION EXPENSES, (IV) AUTHORIZING PAYMENT OF WITHHOLDING AND PAYROLL-RELATED TAXES, (V) AUTHORIZING PAYMENT OF PREPETITION CLAIMS OWING TO ADMINISTRATORS AND THIRD PARTY PROVIDERS AND (VI) ALLOWING BANKS TO HONOR PREPETITION CHECKS AND FUND TRANSFERS FOR AUTHORIZED PAYMENTS

The undersigned hereby certifies as follows:

1. On September 6, 2019, the above-captioned Debtors filed the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Payment of Certain Prepetition Employee Claims, Including Wages and Salaries, (II) Authorizing Payment of Certain Employee Benefits and Confirming Right to Continue Employee Benefits on Postpetition Basis, (III) Authorizing Payment of Reimbursement to Employees for Prepetition Expenses, (IV) Authorizing Payment of Withholding and Payroll-Related Taxes, (V) Authorizing Payment of Prepetition Claims Owing to Administrators and Third Party Providers, and (VI) Allowing Banks to Honor Prepetition Checks and Fund Transfers for Authorized Payments* (the "Motion") [D.I. 5] with the United States Bankruptcy Court for the District of Delaware (the "Court").

2. On September 9, 2019, the Court entered the Interim Order authorizing the relief sought in the Motion on an interim basis.

3. The Debtors have received informal comments from the Office of the United States Trustee ("US Trustee") and the Official Committee of Unsecured Creditors ("Committee") with regard to the proposed order approving the relief sought in the Motion on a final basis.

4. The Debtors have discussed the informal comments with the US Trustee, and the Committee, and the parties have reached a resolution.

5. The Debtors request that the Court enter the proposed order attached hereto as Exhibit A. A redline comparing the proposed order to the order as filed with the Motion is attached as Exhibit B.

6. The undersigned counsel is available should the Court have any concerns with respect to the foregoing, and respectfully requests that the Court enter the proposed order at its earliest convenience.

DATED: September 27, 2019
Wilmington, Delaware

MORRIS JAMES LLP

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Proposed Counsel to the Debtors and Debtors in Possession