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.	**Re: D.I. No. 21, 22, 71, 93, 94, 166, 177, 178, 179**

CERTIFICATION OF COUNSEL REGARDING MOTION OF DEBTORS PURSUANT TO SECTIONS 105, 361, 362,363, 364, AND 507 OF THE BANKRUPTCY CODE, BANKRUPTCY RULE 4001, AND LOCAL RULE 4001-2, FOR INTERIM AND FINAL ORDERS (I) AUTHORIZING DEBTORS TO OBTAIN POSTPETITION FINANCING AND USE CASH COLLATERAL; (II) GRANTING LIENS AND SUPER-PRIORITY CLAIMS AND ADEQUATE PROTECTION; (III) SCHEDULING A FINAL HEARING; (IV) MODIFYING THE AUTOMATIC STAY; AND (V) GRANTING RELATED RELIEF

The undersigned hereby certifies as follows:

1. On September 6, 2019, the above-captioned Debtors filed the *Motion of Debtors Pursuant to Sections* 105, 361, 362,363, 364, and 507 *of the Bankruptcy Code, Bankruptcy Rule 4001, and Local Rule 4001-2, for Interim and Final Orders (I) Authorizing Debtors to Obtain Postpetition Financing and Use Cash Collateral; (II) Granting Liens and Super-Priority Claims and Adequate Protection, (III) Scheduling A Final Hearing; (IV) Modifying The Automatic Stay; and (V) Granting Related Relief* (the "Motion") [D.I. 21] with the United States Bankruptcy Court for the District of Delaware (the "Court").

2. On September 11, 2019, the Court entered the *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Secured Financing, (II) Granting Liens and Superpriority Administrative Expense Status, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, and (V) Authorizing the Debtors' use of Cash Collateral and (VI) Scheduling A Final Hearing* (the "Interim Order").

3. Since entry of the Interim Order, the Debtors have been engaged in discussions with various parties in interest, including the Official Committee of Unsecured Creditors, regarding entry of a final order approving the relief sought in the Motion.

4. The Debtors are continuing the discussions with various parties in real time and certain terms of the proposed final order will likely be revised; however, the Debtors want to submit a proposed final order approving the relief sought in the Motion to the Court in advance of the hearing scheduled for October 7, 2019 at 10:30 a.m., at which the Debtors will entry of a final order.

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

DATED: October 4, 2019

MORRIS JAMES LLP

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Proposed Counsel to the Debtors and Debtors in Possession