

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

In re:

SUGARFINA, INC., *et al.*,

Debtors.

Chapter 11

Case No. 19-11973 (MFW)
(Jointly Administered)

**Re: D.I. 21, 22, 71, 93, 94, 166, 177, 178, 179,
208**

**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. On October 7, 2019, the Court held a hearing to consider entry of a final order approving the Motion (“Final Order”).

4. As stated at the hearing on October 7, 2019, following the hearing, the Debtors would speak with the parties in interest to reach an agreement on a Final Order approving the Motion.

5. The Debtors now submit the Final Order attached hereto as Exhibit A. A redline comparing the Final Order to the Interim Order is attached hereto as Exhibit B.

6. The undersigned counsel is available should the Court have any concerns with respect to the foregoing. Undersigned counsel asks the Court to enter the Final Order at its earliest convenience.

DATED: October 7, 2019

MORRIS JAMES LLP

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