

**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. 139

**CERTIFICATION OF COUNSEL REGARDING APPLICATION
FOR ENTRY OF AN ORDER AUTHORIZING AND
APPROVING THE EMPLOYMENT OF MORRIS JAMES LLP AS COUNSEL
TO THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

The undersigned hereby certifies as follows:

1. On September 24, 2019, the above-captioned Debtors filed the *Application for Entry of an Order Authorizing and Approving the Employment of Morris James LLP as Counsel to the Debtors Nunc Pro Tunc to the Petition Date* (the “Application”) [D.I. 139] with the United States Bankruptcy Court for the District of Delaware (the “Court”).
2. The Debtors have received informal comments from the United States Trustee with regard to the relief sought in the Application.
3. The Debtors have discussed the informal comments with the United States Trustee, and the parties have reached a resolution.
4. The Debtors request that the Court enter the proposed order attached hereto as Exhibit A (the “Order”). A redline comparing the Order to the order as filed with the Motion is attached as Exhibit B.

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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 9, 2019

MORRIS JAMES LLP

/s/ Brya M. Keilson

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