

**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. 62, 63, 66, 69, 108, 110, 128, 129, 130,
162, 166, 181, 190, 191, 216, 217**

**CERTIFICATION OF COUNSEL REGARDING
DEBTORS' MOTION FOR ENTRY OF AN ORDER: (I) (A) APPROVING BIDDING
PROCEDURES AND PROTECTIONS IN CONNECTION WITH A SALE OF
SUBSTANTIALLY ALL OF DEBTORS' ASSETS FREE AND CLEAR OF LIENS,
CLAIMS, ENCUMBRANCES, AND INTERESTS; (B) SCHEDULING AN AUCTION
AND SALE HEARING; (C) APPROVING THE FORM AND MANNER OF NOTICE
THEREOF; (D) APPROVING PROCEDURES FOR THE ASSUMPTION AND
ASSIGNMENT OF CONTRACTS AND LEASES; AND (E) GRANTING RELATED
RELIEF AND (II) (A) AUTHORIZING AND APPROVING THE SALE OF
SUBSTANTIALLY ALL THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS,
CLAIMS, INTERESTS, AND ENCUMBRANCES; (B) AUTHORIZING AND
APPROVING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN CONTRACTS
AND LEASES; AND (C) GRANTING RELATED RELIEF**

The undersigned hereby certifies as follows:

1. On September 10, 2019, the above-captioned Debtors filed the *Debtors' Motion for Entry of an Order: (I) (A) Approving Bidding Procedures and Protections in Connection with a Sale of Substantially all of Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; (B) Scheduling an Auction and Sale Hearing; (C) Approving the Form and Manner of Notice Thereof; (D) Approving Procedures for the Assumption and Assignment of Contracts and Leases; and (E) Granting Related Relief and (II) (A) Authorizing and Approving the Sale of Substantially all the Debtors' Assets Free and Clear of all Liens, Claims, Interests, and Encumbrances; (B) Authorizing and Approving the Assumption and Assignment of Certain Contracts and Leases; and (C) Granting Related Relief* (the "Motion") [D.I. 62] with the United States Bankruptcy Court for the District of Delaware (the "Court").

2. The Court held a status conference on October 15, 2019 (“Status Conference”) to discuss the *Certification of Counsel Regarding Debtors' Motion for Entry of An Order: (I)(A) Approving Bidding Procedures and Protections in Connection With A Sale of Substantially All of Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; (B) Scheduling An Auction and Sale Hearing; (C) Approving the Form and Manner of Notice Thereof; (D) Approving Procedures for the Assumption and Assignment of Contracts and Leases; and (E) Granting Related Relief and (II)(A) Authorizing and Approving the Sale of Substantially All the Debtors' Assets Free and Clear of All Liens, Claims, Interests and Encumbrances; (B) Authorizing and Approval the Assumption and Assignment of Certain Contracts and Leases; and (C) Granting Related Relief* [D.I. 256] and the *Certification of Counsel and Request for Status Conference of Candy Cube Holdings, LLC Regarding: Order (A) Approving Bidding Procedures and Protections in Connection with a Sale of Substantially All of Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; (B) Scheduling an Auction and Sale Hearing; (C) Approving the Form and Manner of Notice Thereof; (D) Approving Procedures for the Assumption and Assignment of Contracts and Leases; and (E) Granting Related Relief* [D.I. 258].

3. The Debtors now file the attached *Order (A) Approving Bidding Procedures and Protections in Connection with a Sale of Substantially All of Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; (B) Scheduling an Auction and Sale Hearing; (C) Approving the Form and Manner of Notice Thereof; (D) Approving Procedures for the Assumption and Assignment of Contracts and Leases; and (E) Granting Related Relief*, which reflects the Court’s ruling at the Status Conference (the “Order”), attached hereto as Exhibit A.

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4. The undersigned counsel asks that the Court enter the Order attached hereto as Exhibit A as soon as possible, and is available should the Court have any concerns with respect to the foregoing.

DATED: October 15, 2019

MORRIS JAMES LLP

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