

EXHIBIT A
Proposed Order

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

In re

SUGARFINA, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 19-11973 (MFW)

(Jointly Administered)

Related D.I.: _____

**ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT
OF PROVINCE, INC. AS FINANCIAL ADVISOR TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
EFFECTIVE AS OF SEPTEMBER 17, 2019**

This matter came before the Court on the *Application for Entry of an Order Authorizing and Approving the Retention and Employment of Province, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of September 17, 2019* (the “Application”)² and the Declaration of Carol Cabello filed in support of the Application (the “Cabello Declaration”), both filed by the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession pursuant to sections 328(a) and 1103(a) title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) for an order authorizing and approving the retention and employment of Province, Inc. (“Province”) as financial advisor for the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number or Canadian Revenue Agency, as applicable are (1) Sugarfina, Inc., a Delaware corporation (4356), (2) Sugarfina International, LLC, a Delaware limited liability company (1254) and (3) Sugarfina (Canada), Ltd. (4480). The location of the Debtors’ corporate headquarters is 1700 E. Walnut Ave., 5th Floor, El Segundo, California 90245.

² Capitalized terms not otherwise defined herein shall have the meanings and definitions ascribed to such terms in the Application.

Committee in these chapter 11 cases; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and it appearing to the Court that the said Application should be approved; it is, therefore, ORDERED that:

1. The Application is granted as set forth herein.
2. Pursuant to sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Committee is authorized to retain and employ Province as financial advisor to the Committee effective as of September 17, 2019.
3. Province shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' cases as set forth in the Application and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court.
4. Notwithstanding anything to the contrary in the Application or the Cabello Declaration, Province shall not seek reimbursement of any fees or costs arising from the defense of any of Province's fee applications in these chapter 11 cases.
5. The Committee and Province are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

NO PRIOR REQUEST

17. No prior Application for the relief requested herein has been made to this or any other Court.

WHEREFORE, the Committee requests that the Court enter the order (the "Order") annexed hereto as Exhibit A, (i) approving the employment of the Firm as its financial advisor, effective as of September 17, 2019, to render services as described above with compensation to be paid as an administrative expense in such amounts as this Court may hereafter determine and allow. and (ii) granting the Committee such other and further relief as the Court deems just and proper.

Dated: October 15, 2019

**THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS
OF SUGARFINA, INC., *et al.***



Right Click, Inc.
By: Baiju Mehta