

**Exhibit 3**

**Sale Notice**

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

In re:

SUGARFINA INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 19-11973 (MFW)

(Jointly Administered)

**NOTICE OF SALE OF CERTAIN ASSETS AT AUCTION**

PLEASE TAKE NOTICE THAT:

1. The above-captioned debtors (the “Debtors”) have entered into an Agreement (the “Agreement”) with Sugarfina Acquisition Corp. (the “Stalking Horse Bidder”) for the sale of substantially all of the Debtors’ assets subject to a competitive bidding process. The *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* entered by the United States Bankruptcy Court for the District of Delaware (the “Court”) on [October \_\_], 2019, sets forth procedures for the competitive bidding and sale process contemplated in the Agreement (the “Bidding Procedures Order”).<sup>2</sup>

2. Copies of (i) the motion seeking approval of the sale [Docket No. 62] and the reply in support thereof (collectively, the “Sale Motion”), (ii) the Agreement, (iii) the Bidding Procedures Order and the Bidding Procedures, and (iv) the proposed Sale Order can be obtained by contacting the Debtors’ counsel at Shulman Hodges & Bastian LLP, 100 Spectrum Center Drive, Suite 600, Irvine, California 92618, Attn: Alan J. Friedman; [afriedman@shbllp.com](mailto:afriedman@shbllp.com) or Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington Delaware 19806, Attn: Brya M. Kielson, Esquire, [bkielson@morrisjames.com](mailto:bkielson@morrisjames.com).

3. All interested parties are invited to make an offer to purchase the Debtors’ assets in accordance with the terms and conditions approved by the Court in the Bidding Procedures Order (the “Bidding Procedures”) by 12:00 p.m. (prevailing Eastern time), on October 18, 2019. Pursuant to the Bidding Procedures, the Debtors may conduct an Auction for the Acquired Assets (the “Auction”) beginning at 10:00 a.m. (prevailing Eastern time) on October 22, 2019 at Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, Delaware 19801-1494 or

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bidding Procedures Order or the Agreement, as applicable.

such other place as the Debtors notify all proposed attendees. You can contact the Debtors' counsel, Shulman Hodges & Bastian LLP, 100 Spectrum Center Drive, Suite 600, Irvine, California 92618, Attn: Alan J. Friedman; afriedman@shbllp.com, for further information regarding the Debtors' assets and/or making a bid.

4. Participation at the Auction is subject to the Bidding Procedures and the Bidding Procedures Order.

5. A hearing to approve the sale of the Acquired Assets to the highest and best bidder will be held on October 24, 2019 at 10:30 a.m. (prevailing Eastern time), at the Court. The hearing on the sale may be adjourned without notice other than an adjournment in open court.

6. Objections, if any, to the proposed sale must be filed and served in accordance with the Bidding Procedures Order, and **actually received** no later than **4:00 p.m.** (prevailing Eastern time), on October 21, 2019.

7. The failure of any entity to file an objection on or before October 21, 2019, shall be deemed a consent to the sale of the Acquired Assets to the Stalking Horse Bidder or other Successful Bidder and the other relief requested in the Sale Motion, and be a bar to the assertion of any objection to the Sale Motion, the sale of the Debtors' assets, and the Debtors' consummation and performance of the Agreement or other agreement with a different Successful Bidder (including in any such case, without limitation, the transfer of the Acquired Assets free and clear of all liens, claims, encumbrances, and interests).

8. This notice is qualified in its entirety by the Bidding Procedures Order.

Dated: \_\_\_\_\_, 2019

**MORRIS JAMES LLP**

/s/ Brya M. Keilson

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*Proposed Counsel to the Debtors and Debtors  
in Possession*