

**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)

**NOTICE OF AMENDED<sup>1</sup> AGENDA OF MATTERS SCHEDULED FOR  
HEARING ON OCTOBER 24, 2019 AT 10:30 A.M. (ET)**

**MATTERS GOING FORWARD**

1. 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 [D.I. 62, filed September 10, 2019]

**Related Documents:**

- A. Declaration of Adam Meislik in Support of Debtors' Motion for Entry of Interim and Final Orders Authorizing Postpetition Financing Pursuant to 11 U.S.C. Sections 105, 361, 362 and 364 and Use of Cash Collateral [D.I. 22, filed September 9, 2019]
- B. Declaration of Adam Meislik in Support of Debtors' Reply in Support of Motion for Entry and Approval of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Secured Financing; (II) Granting Liens and Super-Priority Administrative Expense Status, (III) Granting Adequate Protection; (IV) Modifying the Automatic Stay, (V) Authorizing the Debtors' Use of Cash Collateral and (VI) Scheduling a Final Hearing [D.I. 179, September 30, 2019]
- C. Declaration of Lance Miller in Support of Debtors' Reply in Support of 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

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<sup>1</sup> Amended items appear in Bold.

Substantially All of 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 [D.I. 191, filed October 2, 2019]

- D. Transcript of October 7, 2019 Hearing re Bid Procedures and DIP [D.I. 231, Filed October 8, 2019]
- E. Notice of Assumption and Cure Cost with Respect to Executory Contracts or Unexpired Leases Potentially to be Assumed and Assigned in Connection With Sale of Debtors' Assets [D.I. 239, filed October 10, 2019]
- F. Amended Notice of Assumption and Cure Cost With Respect to Executory Contracts or Unexpired Leases Potentially to be Assumed and Assigned in Connection With Sale of Debtors' Assets [D.I. 257, filed October 14, 2019]
- G. Certification of Counsel re 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 [D.I. 264, filed October 15, 2019]
- H. 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. 268, filed October 15, 2019]
- I. **Notice of Auction Results [D.I. 297, filed October 22, 2019]**
- J. **Transcript of Auction held on October 21, 2019 [D.I. 302, filed October 23, 2019]**
- K. **Affidavit/Proof of Publication [D.I. 307, filed October 23, 2019]**

Objection/Responses Filed:

- A. The Taubman Landlords' Precautionary Objection to the Amended Notice of Possible Assumption of Certain Executory Contracts and Unexpired Leases, and Cure Claim Objection [D.I. 263, filed October 15, 2019]

- B. Objection of Landlord South Coast Plaza to Proposed Cure Amount Filed by South Coast Plaza [D.I. 277, Filed October 21, 2019]
- C. Oracle's Limited Objection and Reservation of Rights regarding:(1) 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 [Dkt. No. 62] (Sale Motion); and (2) Amended Notice Of Assumption And Cure Cost With Respect To Executory Contracts Or Unexpired Leases Potentially To Be Assumed And Assigned In Connection With Sale Of Debtors Assets [D.I.278, filed October 21, 2019]
- D. Objection of Americana at Brand, LLC to Debtors' Amended Notice of Assumption and Cure Cost with Respect to Executory Contracts or Unexpired Leases Potentially to be Assumed and Assigned in Connection with Sale of Debtors' Assets [D.I. 281, filed October 21, 2019]
- E. Objection of Domain Northside Retail Property Owner LP in Relation to (i) Amended Cure Notice; and (ii) Bidding Procedures Order [D.I. 282, filed October 21, 2019]
- F. Objection of Landlord BP Prucenter Acquisition LLC to Debtors Potential Assumption and Assignment of Lease in Connection with Sale of Debtors Assets [D.I. 283, filed October 21, 2019]
- G. Objection of Federal Realty Investment Trust and The Related Companies to Amended Notice of Assumption and Cure Cost with Respect to Executory Contracts or Unexpired Leases Potentially to be Assumed or Assigned in Connection with the sale of Debtors' Assets [D.I. 284, filed October 21, 2019]
- H. Objection and Reservation of Rights of Federal Realty Investment Trust and The Related Companies to 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 [D.I. 285, filed October 21, 2019]

- I. Objection By Westfield, LLC And Certain Affiliates to Proposed Form of Sale Order, Proposed Procedures for Retained Contracts, and Proposed Cure Costs [D.I. 286, filed October 21, 2019]
- J. Objection to Proposed Cure Amount and Adequate Assurance of Future Performance [D.I. 287, filed October 21, 2019]
- K. Limited Objection of the Official Committee of Unsecured Creditors to Debtors' Sale Motion [D.I. 288, filed October 21, 2019]
- L. Objection of RCPI Landmark Properties, L.L.C. to Debtors' Proposed Cure Amount [D.I. 289, filed October 21, 2019]
- M. Joshua Resnick's Reservation of Rights with Respect to a Sale of All or Substantially All of the Debtors' Assets [D.I. 290, filed October 21, 2019]
- N. Northpark Partners, LP's Objection to Assumption, Assignment and Cure Amount [D.I. 292, filed October 21, 2019]
- O. Response of Candy Cube Holdings, LLC Regarding Order (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 [D.I. 293, filed October 21, 2019]
- P. Limited Objection of Fortna, Inc. to the Debtors' Notice of Assumption and Cure Costs with Respect to Executory Contracts Potentially to be Assumed and Assigned [D.I. 295, filed October 22, 2019]
- Q. Reservation of Rights of Disney Consumer Products, Inc. and Twentieth Century Fox Licensing and Merchandising to Sale of Substantially all of the Debtors' Assets and the Assumption and Assignment of License Agreements [D.I. 296, filed October 22, 2019]
- R. Informal comments received from Ultimate Software Group, Inc.
- S. Informal comments from Harris County, Texas and Dallas County, Texas

**Status:** The motion to approve the sale is going forward, as are objections of the Official Committee of Unsecured Creditors (listed above at K) and Candy Cube Holdings, LLC (listed above at O). The objection of Josh Resnick (listed above at M) has been withdrawn, and the informal comments from Harris County, Texas and Dallas County, Texas (listed above at S) have been resolved. Each of the objections based upon cure amounts and/or adequate assurance of future performance (listed above at A, B, C, D, E, F, G, H, I, J, L, N, P, Q, and R) are continued to the hearing on October 28, 2019 at 11:30 a.m., while the Successful Bidder determines whether or not to designate those contracts and leases for assumption and assignment.

Dated: October 23, 2019

**MORRIS JAMES LLP**

/s/ Brya M. Keilson

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