

**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

D.I. 62, 268

CERTIFICATION OF COUNSEL

The undersigned hereby certifies as follows:

1. On September 10, 2019, the above-captioned debtors (the “Debtors”) filed a 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 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 (the “Sale Motion”) [Docket No. 62]. On October 15, 2019, the Court entered an Order setting certain bidding procedures [Docket No. 268] in connection with the Sale Motion.

2. Following an auction held on October 22, 2019, the Court held a hearing (the “Sale Hearing”) to consider the Sale Motion and the objections thereto, other than objections filed by

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) (“Sugarfina, Inc.”), (2) Sugarfina International, LLC, a Delaware limited liability company (1254) (“Sugarfina International”), and (3) Sugarfina (Canada), Ltd. (4480). The location of the Debtors' corporate headquarters is 1700 E. Walnut Ave., 5th Floor, El Segundo, California 90245.

certain non-debtor parties relating to executory contracts and leases, which will be separately considered to the extent not otherwise resolved at a hearing scheduled for October 28, 2019. Prior to and since the Sale Hearing, the Debtors circulated a form of order to the Debtors' lenders, Sugarfina Acquisition Corp., the United States Trustee, and each of the parties who filed objections, including the Official Committee of Unsecured Creditors, to receive comments to the form of order. Attached hereto as Exhibit A is a copy of the form of order (the "Sale Order") approving the Sale Motion, which incorporates the changes received. None of these parties object to the entry of the Sale Order.

WHEREFORE, in light of the foregoing, the undersigned respectfully requests that the Court enter the Sale Order at the Court's earliest convenience. The undersigned is available to answer any questions that the Court may have.

Dated: October 25, 2019

MORRIS JAMES LLP

/s/ Brya M. Keilson

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