

**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, 318

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 United States Bankruptcy Court for the District of Delaware (the “Court”) entered an Order setting certain bidding procedures [Docket No. 268] in connection with the Sale Motion.

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.

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 certain non-debtor parties relating to executory contracts and leases, which were separately considered, to the extent not otherwise resolved, at a hearing held on October 28, 2019.

3. On October 28, 2019, the Court entered the 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 Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Docket No. 318] (the “Sale Order”).

4. The Court held a hearing on October 28, 2019 to consider the outstanding objections to the Sale Order. All outstanding objections are addressed in the form of proposed order attached hereto as Exhibit A (the “Supplemental Sale Order”).

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

Dated: October 28, 2019

MORRIS JAMES LLP

/s/ Brya M. Keilson

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