

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

In re:

SGR WINDDOWN, INC., *et al*

Debtors.<sup>1</sup>

Chapter 11

Case No. 19-11973 (MFW)  
(Jointly Administered)

**Re: D.I. 227, 316, and 494**

**CERTIFICATION OF COUNSEL REGARDING STIPULATION AUTHORIZING  
AND CONSENTING TO CONTINUED USE OF CASH COLLATERAL**

I, Jeffrey R. Waxman, counsel to the above-captioned Debtors and Debtors-in-Possession (the “Debtors”) respectfully certify and state as follows:

1. On October 8, 2019, the Court entered the *Final Order (I) Authorizing the Debtors to Obtain Postpetition Secured Financing, (II) Granting Liens and Superpriority Administrative Expense Status, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, and (V) Authorizing the Debtors’ Use of Cash Collateral* [D.I. 227] (the “Final DIP Order”).

2. On October 25, 2019, the Court entered an Order Approving Stipulation in Furtherance of: Final Order (I) Authorizing the Debtors to Obtain Postpetition Secured Financing, (II) Granting Liens and Superpriority Administrative Expense Status, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, and (V) Authorizing the Debtors' Use of Cash Collateral [Docket No. 316].

3. On February 11, 2020, the Court entered an Order Approving Stipulation among the Debtors, Goldman Sachs Specialty Lending Group, L.P. (“GS”), and the Official Committee

---

<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) SGR Winddown, Inc., a Delaware corporation (4356), (2) SGR Winddown International, LLC, a Delaware limited liability company (1254), and (3) SGR Canada Winddown Legacy, Ltd. (4480). The location of the Debtors' corporate headquarters is 4712 Admiralty Way #552, Marina Del Rey, CA 90292.

of Unsecured Creditors (the “Committee”) Authorizing and Consenting to Continued Use of Cash Collateral that, among other things, approved the Debtors’ right to use GS’s Cash Collateral in accordance with a budget that was extended through and including April 30, 2020 [Docket No. 494].

3. The Debtors, GS, and the Committee, and have conferred and reached an agreement regarding the Debtors’ right to continue to use GS’s Cash Collateral (the “Stipulation”). Attached hereto as Exhibit A is a proposed order (the “Order”) approving the Stipulation. A copy of the Stipulation is attached to the Order as Exhibit 1.

4. The Debtors’ right to use GS’s Cash Collateral in accordance with the Budget, a copy of which is attached hereto as Exhibit A, is hereby extended through and including May 31, 2020.

*[Remainder of Page Left Intentionally Blank]*

WHEREFORE, the Debtors respectfully request that the Court enter the Order approving the Stipulation at its earliest convenience.

DATED: April 30, 2020

**MORRIS JAMES LLP**

/s/ Jeffrey R. Waxman

Jeffrey R. Waxman, Esquire (No. 4159)  
Brya M. Keilson, Esquire (DE Bar No. 4643)  
Eric J. Monzo, Esquire (DE Bar No. 5214)  
500 Delaware Avenue, Suite 1500  
Wilmington, DE 19801  
Telephone: (302) 888-6800  
Facsimile: (302) 571-1750  
E-mail: jwaxman@morrisjames.com  
E-mail: bkeilson@morrisjames.com  
E-mail: emonzo@morrisjames.com

and

**SHULMAN BASTIAN FRIEDMAN & BUI LLP**

Alan J. Friedman, Esquire  
Ryan O'Dea, Esquire  
100 Spectrum Center Drive, Suite 600  
Irvine, CA 92618  
Telephone: (949) 427-1654  
Facsimile: (949) 340-3000  
E-mail: afriedman@shbllp.com  
E-mail: rodea@shbllp.com

*Counsel to the Debtors and Debtors in Possession*