

EXHIBIT A

(Proposed Order)

**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

Hearing Date: October 15, 2019 @ 2:00pm

Objection Deadline: September 30, 2019 @ 4:00pm

**ORDER GRANTING APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF
SHULMAN HODGES & BASTIAN LLP AS BANKRUPTCY COUNSEL
TO THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

Upon consideration of the (the “Application”) of the Debtors for entry of an Order authorizing the employment and retention of Shulman Hodges & Bastian LLP (“SH&B”) as the Debtors’ bankruptcy counsel *nunc pro tunc* to the Petition Date; all as more fully described in the Application; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided; and it appearing that no other or further notice need be provided; and a hearing, if any, having been held to consider the relief requested in the Application (the “Hearing”); and due and proper notice of the Hearing, if any, having been provided; and upon the record of the Hearing, if any, and all of the proceedings had before the Court; and upon the

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

Friedman Declaration; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates, and creditors, and all parties in interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Debtors are authorized, pursuant to section 327 of the Bankruptcy Code, to employ and retain SH&B as their bankruptcy counsel on the terms and conditions set forth in the Application and the Friedman Declaration, *nunc pro tunc* to the Petition Date.
3. SH&B shall be entitled to an allowance of compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases upon the filing and approval of interim and final applications pursuant to sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any other applicable procedures and orders as this Court may direct.
4. SH&B shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code, and applicable provisions of the Bankruptcy Rules, the Local Bankruptcy Rules, and such other procedures as may be fixed by order of the Court.
5. SH&B shall be permitted to apply any remaining portion of the Retainer against its allowed fees and allowed expenses incurred following the Petition Date.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.