

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	
In re	:	Chapter 11
	:	
KABBAGE, INC. d/b/a KSERVICING, et al.,	:	Case No. 22-10951 (CTG)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
	:	Re: Docket No. 46, 51 & 170
	X	

**CERTIFICATION OF COUNSEL REGARDING REVISED PROPOSED
ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF
RICHARDS, LAYTON & FINGER, P.A. AS CO-COUNSEL TO
THE DEBTORS EFFECTIVE AS OF PETITION DATE**

The undersigned hereby certifies as follows:

1. On October 4, 2022, Kabbage, Inc. d/b/a KServicing and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), filed the *Application of Debtors to Retain and Employ Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors Effective as of Petition Date* [Docket No. 46] (the “**Application**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). A proposed form of order granting the relief requested in the Application was attached to the Application as **Exhibit A** (the “**Proposed Order**”).

2. Pursuant to the *Notice of Application and Hearing* [Docket No. 51], objections or responses to the relief requested in the Application, if any, must be made in writing

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable are: Kabbage, Inc. d/b/a KServicing (3937); Kabbage Canada Holdings, LLC (N/A); Kabbage Asset Securitization LLC (N/A); Kabbage Asset Funding 2017-A LLC (4803); Kabbage Asset Funding 2019-A LLC (8973); and Kabbage Diameter, LLC (N/A). Kabbage is a trademark of American Express used under license; Kabbage, Inc. d/b/a KServicing is not affiliated with American Express. The Debtors’ mailing and service address is 925B Peachtree Street NE, Suite 383, Atlanta, GA 30309.

and filed with the Court on or before October 19, 2022 at 4:00 p.m. (prevailing Eastern Time) (the “**Objection Deadline**”).

3. Prior to the Objection Deadline, the Debtors received certain informal comments (the “**Comments**”) to the relief requested in the Application from the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”).

4. On October 27, 2022, Richards, Layton & Finger, P.A. filed the *Supplemental Declaration of Daniel J. DeFranceschi in Support of Application of Debtors to Retain and Employ Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors Effective as of Petition Date* [Docket No. 170] (the “**Supplemental Declaration**”).

5. To resolve the Comments, the Debtors have prepared a revised form of Proposed Order (the “**Revised Order**”), attached hereto as **Exhibit 1**. Additionally, the filing of the Supplemental Declaration further resolves the Comments. The Revised Order has been circulated to the U.S. Trustee and the Federal Reserve Bank of San Francisco, and the aforementioned parties do not object to the entry of the Revised Order. For the convenience of the Court and all parties in interest, a redline comparison of the Revised Order marked against the Proposed Order is attached hereto as **Exhibit 2**.

[Remainder of page intentionally left blank]

WHEREFORE the Debtors respectfully request that the Revised Order be entered at the earliest convenience of the Court.

Dated: October 27, 2022
Wilmington, Delaware

/s/ Zachary I. Shapiro

RICHARDS, LAYTON & FINGER, P.A.

Daniel J. DeFranceschi, Esq. (No. 2732)

Amanda R. Steele, Esq. (No. 5530)

Zachary I. Shapiro, Esq. (No. 5103)

Matthew P. Milana, Esq. (No. 6681)

One Rodney Square

920 North King Street

Wilmington, Delaware 19801

Telephone: (302) 651-7700

E-mail: defranceschi@rlf.com

steele@rlf.com

shapiro@rlf.com

milana@rlf.com

-and-

WEIL, GOTSHAL & MANGES LLP

Ray C. Schrock, P.C. (admitted *pro hac vice*)

Candace M. Arthur, Esq. (admitted *pro hac vice*)

Natasha S. Hwangpo, Esq. (admitted *pro hac vice*)

Chase A. Bentley, Esq. (admitted *pro hac vice*)

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

E-mail: ray.schrock@weil.com

candace.arthur@weil.com

natasha.hwangpo@weil.com

chase.bentley@weil.com

*Proposed Attorneys for Debtors
and Debtors in Possession*