UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re	:	**Chapter 11**
KABBAGE, INC. d/b/a KSERVICING, *et al.*,	:	**Case No. 22-10951 (CTG)**
Debtors.[1]	:	**(Jointly Administered)**
	:	**Re: Docket No. 11**

CERTIFICATION OF COUNSEL REGARDING REVISED PROPOSED INTERIM ORDER AUTHORIZING DEBTORS TO (I) CONTINUE SERVICING AND SUBSERVICING ACTIVITIES AND (II) PERFORM RELATED OBLIGATIONS

The undersigned hereby certifies as follows:

1. On October 3, 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 *Motion of Debtors for Interim and Final Orders Authorizing Debtors to (I) Continue Servicing and Subservicing Activities and (II) Perform Related Obligations* [Docket No. 11] (the "**Motion**") with the United States Bankruptcy Court for the District of Delaware (the "**Court**"). A proposed form of order granting the relief requested in the Motion on an interim basis was attached to the Motion as **Exhibit A** (the "**Proposed Order**").

2. On October 6, 2022, the Court held an initial hearing (the "**First Day Hearing**") to consider, among other things, the relief requested in the Motion. Prior to the First

[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.

Day Hearing, the Debtors received informal comments from the United States Department of Justice (the "**DOJ**"), on behalf of the United States Small Business Administration, to the Proposed Order. At the First Day Hearing, the Debtors presented the Proposed Order to the Court, and the Court indicated that it would approve the Proposed Order, subject to review of the revisions agreed to between the Debtors and the DOJ.

3. Consistent with the record made at the First Day Hearing and in resolution of the DOJ's informal comments to the Proposed Order, the Debtors have prepared a revised form of Proposed Order (the "**Revised Order**"), attached hereto as **Exhibit 1**. The Revised Order has been circulated and is acceptable to the DOJ, the Office of the United States Trustee for the District of Delaware, Federal Reserve Bank of San Francisco, Customers Bank, and Cross River Bank. 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 6, 2022
Wilmington, Delaware

/s/ Matthew P. Milana

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Proposed Attorneys for Debtors and Debtors in Possession