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. 10, 75, 80 & 141

CERTIFICATION OF COUNSEL REGARDING REVISED PROPOSED FINAL ORDER (I) AUTHORIZING DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, EMPLOYEE BENEFITS, AND OTHER COMPENSATION AND (B) MAINTAIN EMPLOYEE BENEFIT PROGRAMS AND PAY RELATED OBLIGATIONS AND (II) GRANTING RELATED RELIEF

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 Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, and Other Compensation and (B) Maintain Employee Benefit Programs and Pay Related Obligations and (II) Granting Related Relief* [Docket No. 10] (the "**Original 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 Original Motion on a final basis was attached to the Motion as **Exhibit B** (the "**Proposed Order**").

[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.

2. On October 6, 2022, the Court entered the *Interim Order (I) Authorizing Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, and Other Compensation and (B) Maintain Employee Benefit Programs and Pay Related Obligations and (II) Granting Related Relief* [Docket No. 75] (the "**Interim Order**").

3. Pursuant to the Interim Order and the *Notice of (A) Entry of Interim Order (I) Authorizing Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, and Other Compensation and (B) Maintain Employee Benefit Programs and Pay Related Obligations and (II) Granting Related Relief; and (B) Final Hearing Thereon* [Docket No. 80], objections or responses to the final relief requested in the Original Motion, if any, were to be made in writing and filed with the Court on or before October 19, 2022 at 4:00 p.m. (prevailing Eastern Time).

4. On October 21, 2022, the Debtors filed the *Supplement to the Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, and Other Compensation and (B) Maintain Employee Benefit Programs and Pay Related Obligations and (II) Granting Related Relief* [Docket No. 141] (the "**Supplement**" and together with the Original Motion, the "**Motion**"). Attached as Exhibit 1 to the Supplement was a revised Proposed Order (the "**Revised Proposed Order**"). Objections or responses to the relief requested in the Supplement, if any, were to be filed with the Court on or before October 31, 2022 at 4:00 p.m. (prevailing Eastern Time).

5. The Debtors received certain informal comments to the final relief requested in the Motion from the Office of the United States Trustee for the District of Delaware (the "**U.S. Trustee**") and Morgan Franklin LLC ("**Morgan Franklin**" and the comments from the U.S. Trustee and Morgan Franklin, the "**Comments**"). Other than the Comments, the Debtors

received no other informal responses to the Motion, and no objection or responsive pleading to the Motion has appeared on the Court's docket in these chapter 11 cases.

6. To resolve certain of the informal Comments of the U.S. Trustee to the relief requested in the Motion, the Debtors have agreed to file an application to retain Phoenix Executive Services, LLC, who will be providing the Debtors with a new interim Chief Financial Officer, under section 363 of the Bankruptcy Code.

7. In addition, the Debtors have revised the Revised Proposed Order (the "**Further Revised Order**") to resolve the remaining Comments. A copy of the Further Revised Order is attached hereto as **Exhibit 1**. For the convenience of the Court and all parties in interest, a redline comparison of the Further Revised Order marked against the Revised Proposed Order is attached hereto as **Exhibit 2**.

[*Remainder of page intentionally left blank*]

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

Dated: November 1, 2022
Wilmington, Delaware

/s/ Matthew P. Milana
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