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. 12, 78 & 84**

CERTIFICATION OF COUNSEL REGARDING SECOND INTERIM ORDER (I) AUTHORIZING (A) DEBTORS TO CONTINUE USING EXISTING CASH MANAGEMENT SYSTEM, BANK ACCOUNTS, AND BUSINESS FORMS, (B) IMPLEMENT CHANGES TO CASH MANAGEMENT IN THE ORDINARY COURSE OF BUSINESS; 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) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (B) Implement Changes to Cash Management in the Ordinary Course of Business; and (II) Granting Related Relief* [Docket No. 12] (the "**Motion**") with the United States Bankruptcy Court for the District of Delaware (the "**Court**").

[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 (A) Debtors to Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (B) Implement Changes to Cash Management in the Ordinary Course of Business; and (II) Granting Related Relief* [Docket No. 78] (the "**Interim Order**").

3. Pursuant to the Interim Order and the *Notice of (A) Entry of Interim Order (I) Authorizing (A) Debtors to Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (B) Implement Changes to Cash Management in the Ordinary Course of Business; and (II) Granting Related Relief; and (B) Final Hearing Thereon* [Docket No. 84], objections or responses to the final relief requested in the Motion, if any, must be made in writing and filed with the Court on or before October 31, 2022 at 4:00 p.m. (prevailing Eastern Time) (the "**Objection Deadline**"), and a hearing to consider the Motion was scheduled for November 7, 2022 at 1:00 p.m. (prevailing Eastern Time) (the "**Hearing**").

4. Prior to the Objection Deadline, the Debtors received certain informal comments (the "**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**"). Based upon discussion between the Debtors and the U.S. Trustee (collectively, the "**Parties**"), the Parties agreed to continue the Hearing to **November 21, 2022, at 1:00 p.m. (Prevailing Eastern Time)**.

5. Accordingly, the Debtors have prepared a proposed form of order granting the relief requested in the Motion on a further interim basis, attached hereto as **Exhibit 1** (the "**Second Interim Order**"). The Second Interim 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 Second Interim Order. For the convenience of the Court and all parties in interest,

a redline comparison of the Second Interim Order marked against the Interim Order is attached hereto as **Exhibit 2**.

[*Remainder of page intentionally left blank*]

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

Dated: November 1, 2022
Wilmington, Delaware

/s/ Matthew P. Milana

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