

Fill in this information to identify the case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) _____ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/25

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Food52, Inc.</u>	
<hr/>		
2. All other names debtor used in the last 8 years <small>Include any assumed names, trade names and doing business as names</small>	<u>Food52</u> <u>Schoolhouse</u> <u>Dansk</u>	
<hr/>		
3. Debtor's federal Employer Identification Number (EIN)	<u>26-4362604</u>	
<hr/>		
4. Debtor's address	Principal place of business <u>1 Dock 72 Way, 13th Floor,</u> <u>Brooklyn, New York 11205</u> <small>Number, Street, City, State & ZIP Code</small> <u>New York</u> <small>County</small>	Mailing address, if different from principal place of business _____ <small>P.O. Box, Number, Street, City, State & ZIP Code</small> Location of principal assets, if different from principal place of business _____ <small>Number, Street, City, State & ZIP Code</small>
<hr/>		
5. Debtor's website (URL)	<u>https://food52.com</u>	
<hr/>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	
<hr/>		



251227725122900000000001

Debtor **Food52, Inc.**
Name

Case number (if known)

7. Describe debtor's business A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4491**8. Under which chapter of the Bankruptcy Code is the debtor filing?***Check one:*

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,424,000 (amount subject to adjustment on 4/01/28 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
- ☐ Yes.

Debtor **Food52, Inc.**
Name

Case number (if known)

List all cases. If more than 1,
attach a separate listDebtor _____ Relationship _____
District _____ When _____ Case number, if known _____**11. Why is the case filed in this district?**

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated Assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input checked="" type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor **Food52, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/29/2025
MM / DD / YYYY

X /s/ Erika Badan
Signature of authorized representative of debtor

Erika Badan
Printed name

Title Chief Executive Officer

18. Signature of attorney

X /s/ Michael R. Nestor
Signature of attorney for debtor

Date 12/29/2025
MM / DD / YYYY

Michael R. Nestor
Printed name

Young Conaway Stargatt & Taylor, LLP
Firm name

1000 N. King Street
Wilmington, DE 19801
Number, Street, City, State & ZIP Code

Contact phone 302-571-6600 Email address mnestor@ycst.com

3526 (DE)
Bar number and State

SECRETARY'S CERTIFICATE OF FOOD52, INC.

December 29, 2025

The undersigned, as Secretary of Food52, Inc., a Delaware corporation (the "Company"), hereby certifies, in such capacity and not individually, as follows:

1. I am the duly qualified and elected Secretary of the Company and, as such, am familiar with the facts herein certified, and I am duly authorized to certify the same on behalf of the Company.
2. Attached hereto as **Exhibit A** is a true, correct, and complete copy of the actions that were taken and the resolutions (the "Resolutions") that were duly adopted by a majority of the Board of Directors of the Company (the "Board") at a meeting duly noticed and held on December 29, 2025, in accordance with the Bylaws of the Company (the "Bylaws"), and the General Corporation Law of the State of Delaware (the "DGCL").
3. The Resolutions (i) have not been amended, modified, annulled, rescinded, superseded or revoked in any respect, (ii) are in full force and effect on the date hereof, (iii) are the only resolutions adopted by the Board or any committee thereof relating to the matters herein, and (iv) have been filed with the minutes of the proceedings of the Board in accordance with the Bylaws and the DGCL.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 29th day of December, 2025.

Food52, Inc.

By: Erika Badan

Name: Erika Badan

Title: Secretary

EXHIBIT A

Filing Resolutions

See attached.

RESOLUTIONS OF THE BOARD OF DIRECTORS OF FOOD52, INC.

Adopted December 29, 2025

A majority of the members of the Board of Directors (the “Board”) of Food52, Inc., a Delaware corporation (the “Company”), hereby take the following actions and adopt, approve, and consent to the following resolutions by written consent as of the date hereof and direct that this written consent be filed with the books and records of the Company:

WHEREAS, management of Company is vested in the Board pursuant to Section 3.1 of the Bylaws of Food52, Inc. (the “Bylaws”) and Section 141(a) of the General Corporation Law of the State of Delaware (the “DGCL”);

WHEREAS, pursuant to Section 3.9 of the Bylaws and Section 141(f) of the DGCL, the Board is authorized to take any action, required or permitted to be taken at a meeting of the Board, without a meeting, if the Board unanimously consents to the action in writing describing the action taken, signed by the Board;

WHEREAS, the Board has reviewed and considered the financial and operational condition of the Company, and the Company’s business as of the date hereof, including the assets of the Company, current and long-term liabilities of the Company, and the recommendations of the Company’s legal and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding for the Company under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

WHEREAS, the Board has determined that it is in the best interests of the Company and the Company’s stakeholders, creditors, members, partners, and other interested parties to commence a case under the provisions of chapter 11 of the Bankruptcy Code; and

WHEREAS, the Board has desires to adopt and approve the following resolutions.

NOW THEREFORE, BE IT:

COMMENCEMENT AND PROSECUTION OF CHAPTER 11 CASE

RESOLVED, that, in the judgment of the Board, after consultation with the management and the legal and financial advisors of the Company, it is desirable and in the best interests of the Company and the Company’s creditors, stakeholders, partners, members, and other interested parties that the Company commence a bankruptcy proceeding (the “Chapter 11 Case”) by filing a voluntary petition (the “Petition”) for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”); and it is

FURTHER RESOLVED, that the form, terms, and provisions of, the execution, delivery, and filing of, and the performance of the transactions and obligations contemplated by the Petition be, and hereby are, authorized, approved, and adopted in all respects; and it is

FURTHER RESOLVED, that any officer, director, or other authorized person of the Company (each, an “Authorized Officer” and collectively, the “Authorized Officers”) be, and each

of them, acting alone, hereby is, authorized, empowered, and directed, in the name of and on behalf of the Company, (i) to execute, modify (as necessary or desirable), and verify the Petition and all documents ancillary thereto, to cause such Petition and all documents ancillary thereto to be filed in the Bankruptcy Court to commence the Chapter 11 Case, and to make or cause to be made prior to the execution thereof any modifications to such Petition or documents ancillary thereto and (ii) to execute, modify (as necessary or desirable), verify, and file or cause to be filed all other petitions, schedules, lists, motions, applications, declarations, affidavits, and other papers or documents necessary, appropriate, advisable, or desirable in connection with the foregoing, with such changes, additions, and modifications thereto as the Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by such Authorized Officer's execution and delivery thereof; and it is

FURTHER RESOLVED, that each of the Authorized Officers of the Company or his or her designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to pay all expenses, including advisors' fees and retainers, taxes, consent payments, indemnities, and filing fees, in each case as in such Authorized Officer's judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein, with all such payments to be conclusive evidence of such approval and that such Authorized Officer deemed the same to be so necessary, appropriate, desirable or advisable; and it is

FURTHER RESOLVED, that the Authorized Officers be, and each of them, acting alone, hereby is, authorized, empowered, and directed, in the name of and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, record, and perform under such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, to pay all expenses, including filing fees, and to take such other actions as in the judgment of such Authorized Officer, shall be necessary, appropriate, advisable, or desirable to prosecute a successful completion of the Chapter 11 Case and to effectuate the restructuring or liquidation of the Company's debts, other obligations, organizational form and structure and ownership of the Company, all consistent with the resolutions herein and to carry out and put into effect the purposes of which the resolutions herein, and the transactions contemplated by such resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is

CHAPTER 11 PROFESSIONALS

FURTHER RESOLVED, that, in connection with the Chapter 11 Case, the Authorized Officers, be, and each of them, acting alone, hereby is, authorized, empowered, and directed, with full power of delegation, in the name of and on behalf of the Company, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers, and other professionals, on behalf of the Company, that such Authorized Officer deems necessary, appropriate, advisable, or desirable in connection with, or in furtherance of, the Chapter 11 Case and the transactions contemplated thereby (such acts to be conclusive evidence that such Authorized Officer deemed the same to meet such standard); and it is

FURTHER RESOLVED, that the firm Young Conaway Stargatt & Taylor, LLP ("Young Conaway") be and hereby is, authorized, directed, and empowered to represent the Company as

bankruptcy counsel to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including the preparation of pleadings and filings in the Chapter 11 Case; and in connection therewith, the Authorized Officers be, and, each of them, acting alone, hereby is, with power of delegation, authorized, directed, and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is

FURTHER RESOLVED, that the firm Core Advisors LLC ("Core") be and hereby is, authorized, directed, and empowered to serve as investment banker to assist the Company with a restructuring or sale of the Company's assets and in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers be, and each of them, acting alone, hereby is, with power of delegation, authorized, directed, and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of Core; and it is

FURTHER RESOLVED, that the firm Meru, LLC ("Meru") be and hereby is, authorized, directed, and empowered to serve as financial advisor to assist the Company in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers be, and each of them, acting alone, hereby is, with power of delegation, authorized, directed, and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of Meru; and it is

FURTHER RESOLVED, that the firm Kurtzman Carson Consultants, LLC dba Verita Global ("Verita") be and hereby is, authorized, directed, and empowered to serve as the notice, claims, solicitation, and balloting agent and administrative advisor to assist the Company in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers be, and each of them, acting alone, hereby is with power of delegation, authorized, directed, and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of Verita; and it is

FURTHER RESOLVED, that each of the aforementioned law firm, advisors, and other professionals retained by the Company is hereby authorized to take any and all actions necessary, appropriate, advisable, or desirable to advance the Company's rights and obligations and facilitate the commencement of the Chapter 11 Case; and it is

DEBTOR-IN-POSSESSION FINANCING

FURTHER RESOLVED, that, in connection with the Chapter 11 Case, the Authorized Officers be, and each of them, acting alone, hereby is, authorized, empowered, and directed, with full power of delegation, in the name of and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute, and deliver agreements for debtor-in-possession financing (the “DIP Loan”) and the documents ancillary and related thereto (the “DIP Loan Documents”); and it is

FURTHER RESOLVED, that the Board hereby delegates to each Authorized Officer the authority to approve the form, terms, and provisions of the DIP Loan, including the use of proceeds to provide liquidity for the Company during the pendency of the Chapter 11 Case and such other uses as described in the DIP Loan and the DIP Loan Documents or that may be necessary, appropriate, advisable, or desirable in connection with the DIP Loan and the transactions contemplated thereby or otherwise contemplated by the DIP Loan or by any such other DIP Loan Document; and it is

FURTHER RESOLVED, that the Authorized Officers be, and each of them, acting alone, hereby is, authorized, empowered, and directed, in the name of and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, or record, and perform the obligations arising under the DIP Loan and any other DIP Loan Document, together with such other documents, agreements, instruments, and certificates as may be required by the DIP Loan and any other DIP Loan Document, in accordance with the terms hereof; and it is

FURTHER RESOLVED, that the Authorized Officers be, and each of them, acting alone, hereby is, authorized, empowered, and directed, in the name of and on behalf of the Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of the DIP Loan and any other DIP Loan Document or any related documents or instruments which shall, in the Authorized Officer’s sole judgment, be necessary, appropriate, advisable, or desirable; and it is

STALKING HORSE APA

FURTHER RESOLVED, that it is in the best interest of the Company to enter into the proposed Asset Purchase Agreement (together, with all exhibits, schedules, and other attachments thereto or incorporated therein by reference, the “Stalking Horse APA”), by and between the entity identified by F52, LLC, as purchaser (the “Stalking Horse Bidder”), and Company, as seller, on the terms and conditions substantially similar to those set forth in the form of Stalking Horse APA; and it is

FURTHER RESOLVED, that the form, terms, and provisions of the Stalking Horse APA, and any other agreements, instruments, documents, or certificates required to effect the purposes of the Stalking Horse APA, are authorized and approved, with such changes, additions, and modifications thereto as the Authorized Officers executing the same shall approve, the taking or execution thereof by an Authorized Officer being conclusive evidence of the approval thereof by such Authorized Officer and the Company; and it is

FURTHER RESOLVED, that each Authorized Officer be, and each of them, acting alone, hereby is, authorized, empowered, and directed, in the name of and on behalf of the Company, to enter into, execute, and deliver the Stalking Horse APA with the Stalking Horse Bidder, subject to the Company receiving higher or better offers through a court-supervised auction process pursuant to section 363 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that each Authorized Officer be, and each of them, acting alone, hereby is, authorized, empowered, and directed, in the name of and on behalf of the Company, to execute and file all schedules, lists, and other motions, papers, or documents, and any other agreements or amendments related thereto or required thereby in respect of the sales of certain or all of the assets of the Company pursuant to sections 105, 363, and 365 of the Bankruptcy Code (the “Section 363 Sale”), and to take any and all action that they deem necessary, appropriate, advisable, or desirable to effect the Section 363 Sale, the taking or execution thereof by such Authorized Officer being conclusive evidence of the approval and determination thereof by such Authorized Officer and the Company; and it is

SALE PROCESS

FURTHER RESOLVED, that in connection with the Chapter 11 Case, the Authorized Officers be, and each of them, acting alone, hereby is, authorized, empowered, and directed, with full power of delegation, in the name of and on behalf of the Company, to commence a bidding and sale process for the Company’s assets and pursue negotiations with any interested parties regarding a sale of such assets pursuant to section 363 of the Bankruptcy Code or otherwise; and it is

FURTHER RESOLVED, that the Authorized Officers be, and each of them, acting alone, hereby is, authorized, empowered, and directed, with full power of delegation, in the name of and on behalf of the Company to continue the marketing for sale of the Company’s assets and pursue negotiations with any interested parties regarding one or more sales of such assets or otherwise, in each case subject to terms and conditions set forth therein and the bidding procedures established by the Bankruptcy Court and further authorization of the Board of any such sale; and it is

GENERAL AUTHORIZATION AND RATIFICATION

FURTHER RESOLVED, that the Authorized Officers be, and each of them, acting alone, hereby is, authorized, empowered, and directed, in the name of and on behalf of the Company, to perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices, and documents to be executed and delivered in such form, as such Authorized Officer performing or executing the same shall approve, the taking or execution thereof by such Authorized Officer being conclusive evidence of the approval thereof by such Authorized Officer and the Company; and it is

FURTHER RESOLVED, that the Authorized Officers be, and each of them, acting alone, hereby is, authorized, empowered, and directed, in the name of and on behalf of the Company, to take such actions and execute and deliver such documents as may be required or as such Authorized Officer may determine to be necessary, appropriate, advisable, or desirable to carry

out the intent and purpose of the resolutions herein or to obtain the relief sought thereby, including, without limitation, the execution and delivery of any consents, resolutions, petitions, schedules, lists, declarations, affidavits, and other papers or documents, with all such actions to be taken in such manner, and all such petitions, schedules, lists, declarations, affidavits, and other papers or documents to be executed and delivered in such form as such Authorized Officer shall approve, the taking or execution thereof by such Authorized Officer being conclusive evidence of the approval thereof by the Authorized Officer and the Company; and it is

FURTHER RESOLVED, that all documents, agreements, and instruments executed and delivered, and any and all acts, actions, and transactions relating to the matters contemplated by the resolutions herein done, in the name of and on behalf of the Company, which acts and transactions would have been authorized and approved by the resolutions herein except that such acts and transactions were taken before the adoption of these resolutions, be, and hereby are, in all respects confirmed, approved, and ratified; and it is

FURTHER RESOLVED, that the Authorized Officers be, and each of them, acting alone, hereby is, authorized to bind the Company for the purposes of the resolutions herein, and it is

FURTHER RESOLVED, that these resolutions are to be placed in the official records of the Company to document the actions set forth herein as actions taken by the Board.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FOOD52, INC.,¹

Debtor.

Chapter 11

Case No. 25-____ (____)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following entities own 10% or more of any class of the above-captioned debtor's equity interests:

<u>Shareholder</u>	<u>Approximate Percentage of Shares Held</u>
TCG 2.0 Food52, LLC	47%
TCG 3.0 Food52, LLC	26%

¹ The Debtor in this chapter 11 case is Food52, Inc. and the last four digits of the Debtor's federal tax identification number are 2604. For the purpose of this chapter 11 case, the Debtor's service address is 1 Dock 72 Way, 13th Floor, Brooklyn, New York 11205.

Fill in this information to identify the case:

Debtor name **Food52, Inc.**

United States Bankruptcy Court for the: **District of Delaware** (State)

Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	THRIVE VALUE (HK) LIMITED ATTN: DIRECTOR OR OFFICER UNITS 4301A & 4301B, 43/F, METROPLAZA TOWER II 223 HING FONG ROAD KWAI CHUNG, N.T. HONG KONG	ATTN: DIRECTOR OR OFFICER EMAIL: YUKI@TARGETLIGHTING.COM	TRADE DEBT				\$670,447.61
2	RADIAL, INC. ATTN: DIRECTOR OR OFFICER 935 FIRST AVENUE KING OF PRUSSIA, PA 19406	ATTN: DIRECTOR OR OFFICER PHONE: 877-255-2857 EMAIL: BILLING@RADIAL.COM	TRADE DEBT				\$636,869.48
3	JANEL GROUP ATTN: DIRECTOR OR OFFICER 233 SEVENTH ST, SUITE 100 GARDEN CITY, NY 11530	ATTN: DIRECTOR OR OFFICER PHONE: 516-593-1390 EMAIL: BLALLYJR@JANELGROUP.COM	TRADE DEBT				\$522,878.31
4	TEXTEIS D. A. - DOMINGOS ALMEIDA, S. A. ATTN: DIRECTOR OR OFFICER ZONA INDUSTRIAL DE MIDE 4815-169 LORDELO GUIMARAES, PORTUGAL	ATTN: DIRECTOR OR OFFICER PHONE: (+351) 252 840 190 EMAIL: INFO@TEXTEIS-DA.PT	TRADE DEBT				\$493,568.42
5	GOOGLE ADS ATTN: DIRECTOR OR OFFICER 1600 AMPHITHEATRE PKWY MOUNTAIN VIEW, CA 94043	ATTN: DIRECTOR OR OFFICER EMAIL: COLLECTIONS- US@GOOGLE.COM	TRADE DEBT				\$447,638.50

Debtor Food52, Inc.
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6	BRADSHAW INTERNATIONAL HOLDINGS LAURENS KREUNING 9-23 SHELL STREET UNITS A-C, 25TH FLOOR, SEABRIGHT PLAZA HONG KONG, HONG KONG	LAURENS KREUNING EMAIL: LAURENS.KREUNING@BRADSHAW-GROUP.COM	TRADE DEBT				\$372,326.90
7	PENDLETON WOOLEN MILLS CHRIS CALLAHAN 220 NW BROADWAY PO BOX 3030 PORTLAND, OR 97208	CHRIS CALLAHAN PHONE: 503-535-5479 EMAIL: CHRIS.CALLAHAN@PENWOOL.COM	TRADE DEBT				\$322,776.00
8	RAJ OVERSEAS PRASHANT RANOLIA PLOT NO 8, SECTOR-25, PART 1 HUDA INDUSTRIAL ESTATE PANIPAT, HARYANA 132103 INDIA	PRASHANT RANOLIA PHONE: (+91) 180 4010110 EMAIL: PRASHANT@RAJGROUP.IN; SHELLEYGOLDBERG@RAJGROUP.I N	TRADE DEBT				\$284,657.88
9	TROUTMAN PEPPER LOCKE LLP ATTN: DIRECTOR OR OFFICER 600 PEACHTREE STREET NORTHEAST SUITE 300 ATLANTA, GA 30308	ATTN: DIRECTOR OR OFFICER PHONE: 214-740-8233 EMAIL: KATY.SPILLERS@TROUTMAN.COM	TRADE DEBT				\$218,056.10
10	OBEETEE INC. CHLOE KURUVILL 137 WEST 25TH STREET 12TH FLOOR NEW YORK, NY 10001	CHLOE KURUVILL PHONE: 212-633-9744 EMAIL: CHLOE.KURUVILLA@OBEETEE.COM	TRADE DEBT				\$213,849.67
11	MAVISTEN EDITION LLC ATTN: DIRECTOR OR OFFICER 200 GREEN STREET, STE 200 SAN FRANCISCO, CA 94111	ATTN: DIRECTOR OR OFFICER PHONE: 415-699-1752 EMAIL: DESIGN@MAVISTENEDITION.COM	TRADE DEBT				\$212,579.00
12	SCIENTIFIC RESEARCH COMPANY ATTN: DIRECTOR OR OFFICER 9209 NORTH VANCOUVER AVENUE UNIT A PORTLAND, OR 97217	ATTN: DIRECTOR OR OFFICER PHONE: 503-281-7048 EMAIL: BARTH@SRCFAB.COM	TRADE DEBT				\$202,733.60
13	PARTNERIZE ATTN: DIRECTOR OR OFFICER PERFORMANCE HORIZON INC. DBA BRANDVERITY 900 RUTTER AVENUE FORTY FORT, PA 18704	ATTN: DIRECTOR OR OFFICER PHONE: 888-500-3485 EMAIL: FINANCE.OPERATIONS@PARTNERI ZE.COM	TRADE DEBT				\$195,719.80
14	BNY TOWER HOLDINGS LLC ATTN: DIRECTOR OR OFFICER 800 BOYLSTON STREET SUITE 1900 BOSTON, MA 02199	ATTN: DIRECTOR OR OFFICER EMAIL: EFREDETTE@BXP.COM	TRADE DEBT				\$187,119.60

Debtor Food52, Inc.
Name

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15 WILLKIE FARR & GALLAGHER LLP ATTN: DIRECTOR OR OFFICER 787 SEVENTH AVENUE, NEW YORK, NY 10019-6099	ATTN: DIRECTOR OR OFFICER PHONE: 212-728-3626 EMAIL: FSMARRA@WILLKIE.COM	TRADE DEBT				\$166,823.50
16 PRICEWATERHOUSECOOPERS LLP ATTN: DIRECTOR OR OFFICER 4040 W BOY SCOUT BOULEVARD TAMPA, FL 33607	ATTN: DIRECTOR OR OFFICER PHONE: 813-638-2180 EMAIL: ERICA.LENNOX@PWC.COM	TRADE DEBT				\$151,250.00
17 TASKUS HOLDINGS INC ATTN: DIRECTOR OR OFFICER TASKUS INC. 1650 INDEPENDENCE DR STE 100 NEW BRAUNFELS, TX 78132	ATTN: DIRECTOR OR OFFICER PHONE: 639-628-5178 EMAIL: ACCOUNTSRECEIVABLE@TASKUS. COM	TRADE DEBT				\$129,738.00
18 PINTEREST ATTN: DIRECTOR OR OFFICER 651 BRANNAN STREET SAN FRANCISCO, CA 94103	ATTN: DIRECTOR OR OFFICER PHONE: 949-300-3013 EMAIL: AR@PINTEREST.COM	TRADE DEBT				\$110,341.60
19 JIANGMEN CANGSHAN LIGHTING ATTN: DIRECTOR OR OFFICER NO.10, XINZHOU MEIGU, ZHANGCUN, DAZE TOWN XINHUI DISTRICT JIANGMEN, GUANGDONG 529100 CHINA	ATTN: DIRECTOR OR OFFICER PHONE: 0510-85177777 EMAIL: TINAHE@CANGSHANLIGHTING.COM	TRADE DEBT				\$96,979.69
20 VISTAVU SOLUTIONS LTD ATTN: DIRECTOR OR OFFICER 325 MARCUS BLVD., UNIT 2 HAUPPAUGE, NY 11788	ATTN: DIRECTOR OR OFFICER EMAIL: ADMIN@VISTAVUSOLUTIONS.COM	TRADE DEBT				\$78,729.38

Fill in this information to identify the case:Debtor name Food52, Inc.United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/29/2025X /s/ Erika Badan

Signature of individual signing on behalf of debtor

Erika Badan

Printed name

Chief Executive Officer

Position or relationship to debtor