

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

FOOD52, INC.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 25-12277 ( )

Hearing Date:

N/A

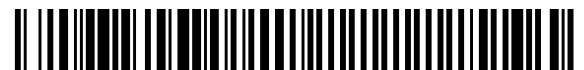
Objection Deadline:

N/A

**DEBTOR’S MOTION FOR ENTRY OF AN ORDER SHORTENING  
THE NOTICE PERIOD FOR THE DEBTOR’S MOTION FOR ENTRY OF (I) AN  
ORDER (A) APPROVING BIDDING PROCEDURES IN CONNECTION WITH  
THE SALE OF THE DEBTOR’S ASSETS, (B) APPROVING FORM AND  
MANNER OF NOTICE, (C) APPROVING DESIGNATION OF STALKING HORSE  
BIDDER AND STALKING HORSE BID, (D) SCHEDULING AUCTION AND SALE  
HEARING, (E) AUTHORIZING PROCEDURES GOVERNING ASSUMPTION  
AND ASSIGNMENT OF CERTAIN CONTRACTS AND UNEXPIRED LEASES, AND  
(F) GRANTING RELATED RELIEF; AND (II) AN ORDER (A) APPROVING  
PURCHASE AGREEMENT(S), AND (B) AUTHORIZING A SALE FREE AND  
CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS**

Contemporaneously herewith, the above-captioned debtor and debtor in possession (the “**Debtor**”) filed the *Debtor’s Motion for Entry of (I) an Order (A) Approving Bidding Procedures in Connection with the Sale of the Debtor’s Assets, (B) Approving Form and Manner of Notice, (C) Approving Designation of Stalking Horse Bidder and Stalking Horse Bid, (D) Scheduling Auction and Sale Hearing, (E) Authorizing Procedures Governing Assumption and Assignment of Certain Contracts and Unexpired Leases, and (F) Granting Related Relief; and (II) an Order (A) Approving Purchase Agreement(s), and (B) Authorizing a Sale Free And Clear of All Liens, Claims, Encumbrances, and Other Interests* (the “**Sale Motion**”). The Debtor hereby submits this

<sup>1</sup> 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.



motion (this “**Motion to Shorten**”) for the entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”), (i) shortening the time for notice of the hearing to consider approval of the Sale Motion so that it may be heard at a hearing scheduled for January 9, 2026, subject to Court’s availability (the “**Hearing**”), and (ii) setting the objection deadline for objections or responses to the relief requested in the Sale Motion as January 7, 2026 at 4:00 p.m. (ET) (the “**Proposed Objection Deadline**”).

### **JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated as of February 29, 2012 (the “**Amended Standing Order**”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409. Pursuant to Rule 9013-1(f) of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Debtor consents to the entry of a final judgment or order with respect to this Motion if it is determined that the Court would lack Article III jurisdiction to enter such final judgment or order absent consent of the parties.

2. The statutory and legal bases for the relief requested herein are section 105 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), Rule 9006(c) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Local Rule 9006-1.

### **BACKGROUND**

#### **I. General Background**

3. On the date hereof (the “**Petition Date**”), the Debtor commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtor is authorized to operate its businesses and

manage its property as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No official committees have been appointed in this chapter 11 case and no request has been made for the appointment of a trustee or an examiner.

4. Additional information regarding the Debtor’s businesses, its capital structure, and the circumstances leading to the filing of this chapter 11 case is set forth in the *Declaration of Erika Badan in Support of Chapter 11 Petition and First Day Motions* (the “**First Day Declaration**”).<sup>2</sup>

## II. The Sale Motion

5. As discussed more fully in the Sale Motion and the First Day Declaration, the Debtor commenced this chapter 11 case because its prepetition secured lender—Avidbank (“**Avid**”)—unexpectedly swept its cash in the midst of a robust and promising marketing and sale process that had contemplated an out-of-court transaction.

6. This past summer, the Company, at the direction of its Board of Directors (the “**Board**”), began to consider strategic alternatives to raise additional capital for the Company, including fundraising efforts or a potential sale of one or more business segments. In furtherance thereof, in September 2025, the Company engaged Core Advisors LLC (“**Core Advisors**”) as its investment banker to solicit interest from potential strategic purchasers, and Buchbinder & Co. LLC (“**Buchbinder**”) was engaged as an additional investment banker to solicit interest from special situations investors. The goal was to find a home for these great brands and their talented and creative employees, ideally by buyers who would value their heritage and unique potential.

---

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration or in the Sale Motion, as applicable.

7. The investment bankers prepared detailed marketing materials and assembled due diligence materials for a confidential electronic data room and a confidential information memorandum with the assistance of the Debtor and its other professional advisors. Core Advisors solicited interest from 135 prospective strategic and financial buyers, and Buchbinder contacted approximately 76 credit funds, special situations groups, and private equity funds, resulting in total outreach to 211 parties. Core Advisors circulated a detailed “teaser” and description of the opportunity to acquire the Debtor’s assets to prospective purchasers. Ultimately, 35 parties signed NDAs with the Company and were provided access to the data room, including 27 parties from Core Advisors’ outreach and 8 parties from Buchbinder’s outreach. Those parties were notified of the December 10, 2025 deadline to submit IOIs.

8. On December 11, 2025, six parties submitted IOIs, with a seventh submitted on December 15, 2025, which included sale timelines that the Debtor believed could be met based on its projected cash flow with additional capital previously committed from TCG. However, before the Debtor was able to move forward with those prospective buyers, on December 15, 2025, Avid swept the Debtor’s cash from its bank accounts, forcing the Debtor to terminate approximately sixty percent of its employees on December 17, 2025, and an additional 20% on December 26, 2025, and requiring the Debtor to identify an emergency solution short of a complete shutdown.

9. The Debtor and its advisors immediately pivoted, working around the clock to identify any solution that could preserve the Company—or any segment thereof—as a going concern and potentially save jobs and vendor relationships. Core Advisors immediately reached out to five of the parties who submitted IOIs, and informed them that any actionable bid would need to include financing to fund the Debtor’s operations through the closing of a sale transaction on an expedited timeline. The Debtor also contacted various third-party liquidators regarding the

immediate liquidation of inventory as well as the potential sale of certain receivables in exchange up-front cash. Ultimately, only one party— F52, LLC (the “**Stalking Horse Bidder**”)—submitted an actionable bid for the Debtor’s assets.

10. With the Stalking Horse Bidder’s willingness to consider funding a debtor in possession loan and serve as the Stalking Horse Bidder, on December 22, 2025, the Debtor was able to obtain a \$1.505 million bridge loan from the TCG Lender to provide the Debtor with funding to engage additional restructuring professionals, negotiate the Stalking Horse Agreement and DIP Term Sheet with F52, LLC (in such capacity, the “**DIP Lender**”), and prepare this chapter 11 case. Faced with severe liquidity issues, the rapid deterioration of the Debtor’s business, and no other actionable offers, and following extensive negotiations between the Debtor and F52, LLC over the past week, on the date hereof, the Board approved entry into the DIP Term Sheet and the Stalking Horse Agreement, which provide for a thirty-five day sale process pursuant to section 363 of the Bankruptcy Code.

11. On the Petition Date, the Debtor filed the Sale Motion seeking authority to, among other things, continue its prepetition marketing and sale process for the sale of substantially all of its assets (the “**Assets**”) in accordance with Court-approved bidding procedures within the expedited time frame required by the DIP Term Sheet and the Stalking Horse Agreement, which requires a thirty-five day sale process culminating in a sale hearing on or before February 2, 2026. During this time, the Debtor will provide prospective purchasers with as much information as possible, as soon as possible, so that they may frame competitive offers for the Debtor’s Assets.

12. Through this Motion to Shorten, the Debtor seeks to have the Sale Motion heard on shortened notice because, as set forth in the First Day Declaration and the Sale Motion, an expedited, thirty-five (35) day sale process for the Assets is the Debtor’s only opportunity to

maximize value and save jobs and going concern value. Second, the DIP Lender has agreed to support a truncated sale process without any room for delay—absent entry of an order approving the Sale by February 2, 2026, the Debtor will be in breach of the Stalking Horse Agreement and the DIP Term Sheet, thereby jeopardizing its access to critical funding necessary to administer this chapter 11 case. Third, the DIP Facility only provides the necessary funding for an expedited sale process. Any delay in commencing the sale process is detrimental to the Debtor’s estate and its stakeholders because the Debtor risks incurring administrative expenses and professional fees that may not be budgeted for or paid. In light of the Debtor’s dwindling resources, the Debtor believes that having the Sale Motion heard on shortened notice is necessary to maximize value and is in the best interests of its estate under the circumstances.

### **BASIS FOR RELIEF REQUESTED**

13. Bankruptcy Rule 2002(a) requires 21 days’ notice prior to a hearing on motions involving the use of estate property. Further, Local Rule 9006-1(c)(i) provides that “[u]nless the Fed. R. Bankr. P. or these Local Rules state otherwise, all motion papers must be filed and served in accordance with Local Rule 2002-1(b) at least 14 days prior to the hearing date.” Del. Bankr. L.R. 9006-1(c)(i). Local Rule 9006-1(e) provides that such periods may be shortened by order of the Court upon written motion specifying the exigencies supporting shortened notice.

14. Cause exists to shorten notice of the Sale Motion for the reasons set forth above. Any delay in having the Sale Motion heard will cause harm to the Debtor’s estate, as the Debtor may not have sufficient liquidity to continue to administer this chapter 11 case or satisfy ongoing administrative expenses absent entry of an order shortening notice of the Sale Motion so that it could be heard at the Hearing. The relief requested in the Sale Motion is time sensitive, as the Debtor is required to close a sale of the Assets on or before February 6, 2026, under the Stalking Horse Agreement. Moreover, the Debtor does not believe it is in the best interests of its estate to

incur administrative expenses and professional fees that may not be within the budget approved by the DIP Lender, which may go unpaid. Accordingly, the Debtor seeks to have the Sale Motion heard at the Hearing on or prior to January 9, 2026. Moreover, the Proposed Objection Deadline gives parties time to consider the relief sought and file objections if need be.

15. Based on the foregoing, the Debtor submits that cause exists to justify shortening the notice period for the hearing on the Sale Motion. Accordingly, the Debtor requests that the Sale Motion be heard on shortened notice at the Hearing, with objections due by the Proposed Objection Deadline.

### **NOTICE**

16. Notice of this Motion will be given to: (a) the Office of the United States Trustee for the District of Delaware; (b) counsel to the DIP Lender; (c) counsel to The Chernin Group; (d) counsel to Avidbank; (e) the creditors listed on the Debtor's list of twenty (20) creditors holding the largest unsecured claims against the Debtor; (f) the United States Attorney for the District of Delaware; (g) the Internal Revenue Service; (h) the state attorneys general for states in which the Debtor conducts business; (i) all parties who have asserted liens against the Assets; and (h) all parties entitled to notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtor submits that no other or further notice is necessary.

### **LOCAL RULE 9006-1(e) CERTIFICATION**

17. In accordance with Local Rule 9006-1(e) the Debtor certifies that it has notified the U.S. Trustee of this Motion. The Debtor informed the U.S. Trustee of their intent to seek entry of the Proposed Order and requested the U.S. Trustee's position with respect to the relief requested herein. The U.S. Trustee takes no position on the Debtor's request.

WHEREFORE, the Debtor respectfully requests that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, and grant such other relief as the Court deems appropriate under the circumstances.

Dated: December 29, 2025  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ Andrew M. Lee

Michael R. Nestor (No. 3526)  
Kara Hammond Coyle (No. 4410)  
Elizabeth S. Justison (No. 5911)  
S. Alexander Faris (No. 6278)  
Andrew M. Lee (No. 7078)  
Brynna M. Gaffney (No. 7402)  
Rodney Square  
1000 N. King Street  
Wilmington, Delaware 19801  
Telephone: (302) 571-6600  
Emails: mnestor@ycst.com  
kcoyle@ycst.com  
ejustison@ycst.com  
afaris@ycst.com  
alee@ycst.com  
bgaffney@ycst.com

*Proposed Counsel for the Debtor  
and Debtor in Possession*

**EXHIBIT A**

**Proposed Order**

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

In re:

FOOD52, INC.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 25-12277 ( )

Ref. Docket No. \_\_\_\_

**ORDER SHORTENING THE NOTICE PERIOD FOR THE DEBTOR’S MOTION  
FOR ENTRY OF (I) AN ORDER (A) APPROVING BIDDING PROCEDURES IN  
CONNECTION WITH THE SALE OF THE DEBTOR’S ASSETS, (B) APPROVING  
FORM AND MANNER OF NOTICE, (C) APPROVING DESIGNATION OF STALKING  
HORSE BIDDER AND STALKING HORSE BID, (D) SCHEDULING AUCTION AND  
SALE HEARING, (E) AUTHORIZING PROCEDURES GOVERNING ASSUMPTION  
AND ASSIGNMENT OF CERTAIN CONTRACTS AND UNEXPIRED LEASES, AND  
(F) GRANTING RELATED RELIEF; AND (II) AN ORDER (A) APPROVING  
PURCHASE AGREEMENT(S), AND (B) AUTHORIZING A SALE FREE AND  
CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS**

Upon the motion (the “**Motion to Shorten**”)<sup>2</sup> of the Debtor for entry of an order (this “**Order**”) (i) shortening the time for notice of the hearing to consider approval of the Sale Motion, so that it may be heard at the Hearing, and (ii) setting the Proposed Objection Deadline for objections or responses to the relief requested in the Sale Motion, all as more fully set forth in the Motion to Shorten; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order; and this Court having found that this is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding, the Motion to

---

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion to Shorten.

Shorten in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion to Shorten is in the best interests of the Debtor's estate, its creditors, and other parties in interest; and this Court having found that the Debtor's notice of the Motion to Shorten and opportunity for a hearing, if any, on the Motion to Shorten were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion to Shorten; and this Court having determined that the legal and factual bases set forth in the Motion to Shorten establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT**

1. The Motion to Shorten is **GRANTED** as set forth herein.
2. The hearing to consider the Sale Motion will be held on **January 9, 2026 at [●].m. (ET)**. Objections to the relief requested in the Sale Motion, if any, shall be filed on the docket of this chapter 11 case no later than **January 7, 2026 at 4:00 p.m. (ET)**.
3. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.