

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

FOOD52, INC.,¹

Debtor.

Chapter 11

Case No. 25-12277 (LSS)

Ref. Docket No. 8

INTERIM ORDER (I) AUTHORIZING
THE DEBTOR TO PAY PREPETITION CLAIMS OF CERTAIN
(A) CRITICAL VENDORS, (B) 503(b)(9) CLAIMANTS, AND (C) LIEN CLAIMANTS;
(II) CONFIRMING ADMINISTRATIVE EXPENSE PRIORITY OF OUTSTANDING
ORDERS; (III) AUTHORIZING BANKS TO HONOR AND PROCESS CHECKS AND
TRANSFERS RELATED TO SUCH OBLIGATIONS; AND
(IV) GRANTING RELATED RELIEF

Upon consideration of the motion (the “**Motion**”)² of the above-captioned debtor and debtor in possession (the “**Debtor**”) for the entry of an interim order (this “**Interim Order**”), (a) authorizing, but not directing, the Debtor to pay, in the ordinary course of business, prepetition amounts owing on account of (i) Critical Vendor Claims, (ii) 503(b)(9) Claims,³ and (iii) Lien Claims; (b) granting administrative expense priority to any undisputed obligations on account of goods ordered by the Debtor prior to the date hereof that will not be delivered until after the Petition Date and authorizing the Debtor to satisfy such obligations; and (c) granting related relief; and upon consideration of the First Day Declaration and the record of this chapter 11 case; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required except as otherwise provided herein; and it appearing that this Court has

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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

³ A “**503(b)(9) Claim**” refers to a claim of a vendor to the Debtor that may be accorded administrative expense priority under section 503(b)(9) of the Bankruptcy Code as a result of the Debtor having received goods from such vendor within the 20 days immediately preceding the Petition Date.



jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having reviewed the Motion and having heard the statements in support of the relief requested in the Motion at a hearing before this Court; and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtor, its estate, and its creditors, and is necessary to avoid immediate and irreparable harm to the Debtor and its estate, as contemplated by Bankruptcy Rule 6003(b); and after due deliberation and sufficient cause appearing therefore, **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on an interim basis as set forth herein.
2. Objections to entry of an order granting the Motion on a final basis must be filed by **January 15, 2026 at 4:00 p.m. (ET)** and served on: (a) proposed counsel to the Debtor, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Michael R. Nestor, Esq. (mnestor@ycst.com), Kara Hammond Coyle, Esq. (kcoyle@ycst.com), Elizabeth S. Justison, Esq. (ejustison@ycst.com), S. Alexander Faris, Esq. (afaris@ycst.com), and Andrew M. Lee, Esq. (alee@ycst.com); (b) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware, 19801, Attn: Benjamin A. Hackman, Esq. (Benjamin.A.Hackman@usdoj.gov); (c) counsel for the DIP Lender, Moore & Van Allen PLLC, 100 N. Tryon Street, Suite 4700, Charlotte, North Carolina 28202, Attn: James R. Langdon, Esq. (jimlangdon@mvlaw.com) and C. Cowden W. Rayburn, Esq. (cowdenrayburn@mvlaw.com), and Chipman Brown Cicero & Cole, LLP, 1313 N. Market Street, Wilmington, Delaware 19801, Attn: William E. Chipman Jr., Esq. (chipman@chipmanbrown.com); and (d) counsel to any statutory committee appointed in this

chapter 11 case. A final hearing, if required, on the Motion will be held on **January 22, 2026 at 10:30 a.m. (ET)**. If no objections are filed to the Motion, this Court may enter a final order without further notice or hearing.

3. The Debtor is hereby authorized, but not required, to pay, without further order of this Court, Trade Claims in the ordinary course of business consistent with the parties' customary practices in effect prior to the Petition Date; provided that, on an interim basis, the aggregate amount of payments on account of Prepetition Trade Claims shall not exceed \$1,738,500. Nothing in this paragraph shall be construed as requiring the Debtor to make a payment to a particular creditor or claimant. The Debtor shall provide a copy of this Interim Order or any final order entered in connection with the Motion to any Trade Claimant to whom a payment is made pursuant to the relief granted herein.

4. Any undisputed obligations related to the Outstanding Orders are granted administrative expense priority in accordance with section 503(b)(1)(A) of the Bankruptcy Code. The Debtor is authorized, but not directed, to pay any undisputed amount relating to Outstanding Order, consistent with the parties' customary practices in effect prior to the Petition Date.

5. As a condition to receiving payment hereunder, the Debtor, in its sole discretion, may require, by written agreement, including by e-mail or through the Trade Agreement, such parties to continue supplying goods or services to the Debtor in accordance with Customary Trade Terms. The Debtor reserves the right to require more favorable trade terms with any party as a condition to payment of any prepetition claim.

6. Regardless of whether an agreement has been executed, if any party accepts payment hereunder for a prepetition obligation of the Debtor premised on compliance with the above, and thereafter fails to comply with the Customary Trade Terms, or other such terms as

agreed to by the Debtor, then, subject to entry of a final order on the Motion from this Court: (a) any payment on account of a prepetition claim received by such party shall be deemed, in the Debtor's sole discretion, an improper postpetition transfer and, therefore, immediately recoverable in cash upon written request by the Debtor, *provided* that such party shall be provided reasonable opportunity to contest such request; (b) upon recovery by the Debtor, any prepetition claim of such party shall be reinstated as if the payment had not been made; and (c) if there exists an outstanding postpetition balance due from the Debtor to such party, the Debtor may elect to recharacterize and apply any payment made pursuant to the relief requested by the Motion to such outstanding postpetition balance and such supplier or vendor will be required to repay to the Debtor such paid amounts that exceed the postpetition obligations then outstanding, without the right of any setoffs, claims, provisions for payment of any claims, or otherwise.

7. Any Trade Claimant that accepts payment from the Debtor on account of all or a portion of such party's claim pursuant to this Interim Order shall be deemed to (a) agree to the terms and provisions of this Interim Order and (b) have waived, to the extent so paid, Trade Claims, of any type, kind, or priority (including any reclamation claim), against the Debtor, its assets, and its properties. The Debtor shall provide a copy of this Interim Order to any Trade Claimant to whom a payment is made pursuant to this Interim Order.

8. Nothing in this Interim Order: (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtor and its estate; (b) shall impair, prejudice, waive, or otherwise affect the rights of the Debtor and its estate with respect to the validity, priority, or amount of any claim against the Debtor and its estate; or (c) shall be construed as a promise to pay any claim.

9. Notwithstanding the foregoing, prior to entry of an order granting the relief requested in the Motion on a final basis, the Debtor is not authorized to pay any prepetition amounts on account of Trade Claims before the applicable due dates of such claims.

10. The Banks shall be, and are, hereby authorized, when requested by the Debtor, to process, honor, pay, and, if necessary, reissue any and all checks or electronic funds transfers, including prepetition checks and electronic payment and transfer requests that the Debtor reissues or re-requests postpetition, drawn on the Debtor's accounts, whether those checks were presented before or after the Petition Date, provided that sufficient funds are available in such accounts to make the payments.

11. The Banks may rely on the Debtor's representations with respect to whether any check or other transfer drawn or issued by the Debtor before the Petition Date should be honored pursuant to this Interim Order, and the Banks shall not have any liability to any party for relying on such representations by the Debtor as provided for in this Interim Order.

12. No payments shall be made to any professionals or insiders as that term is defined in section 101(31) of the Bankruptcy Code.

13. The Debtor is authorized to take any and all actions necessary to effectuate the relief granted herein.

14. The requirements of Bankruptcy Rule 6003(b) are satisfied because the relief set forth in this Interim Order is necessary to avoid immediate and irreparable harm to the Debtor's estate.

15. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order shall be effective and enforceable immediately upon its entry.

16. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Interim Order.

Dated: December 31st, 2025
Wilmington, Delaware


LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE