

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. 10

CERTIFICATION OF COUNSEL REGARDING REVISED PROPOSED INTERIM ORDER (I)(A) AUTHORIZING CONTINUATION OF, AND PAYMENT OF PREPETITION AMOUNTS INCURRED IN CONNECTION WITH, CUSTOMER PROGRAMS AND (B) AUTHORIZING BANKS TO HONOR AND PROCESS CHECKS AND ELECTRONIC TRANSFER REQUESTS RELATED THERETO, AND (II) GRANTING RELATED RELIEF

On December 29, 2025, the above-captioned debtor and debtor-in-possession (the “**Debtor**”) filed the *Debtor’s Motion for Entry of Interim and Final Orders (I)(A) Authorizing Continuation of, and Payment of Prepetition Amounts Incurred in Connection with, Customer Programs and (B) Authorizing Banks to Honor and Process Checks and Electronic Transfer Requests Related Thereto, and (II) Granting Related Relief* [Docket No. 10] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). A proposed form of order approving the Motion on an interim basis was attached to the Motion as Exhibit A (the “**Proposed Interim Order**”).

On December 31, 2025, the Court held a hearing (the “**Hearing**”) to consider, among other things approval of the Proposed Interim Order. At the Hearing, the Court approved the relief requested in the Motion, subject to certain revisions to the Proposed Interim Order as set forth on the record. The Debtor has revised the Proposed Interim Order (the “**Revised Proposed Interim Order**”), attached hereto as **Exhibit A**, which reflects the Court’s rulings on the record at the

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.



Hearing. For the convenience of the Court and other interested parties, a blackline comparing the Revised Proposed Interim Order against the Proposed Interim Order attached hereto as **Exhibit B**.

Accordingly, the Debtor hereby submits the Revised Proposed Interim Order attached hereto as **Exhibit A** and requests that the Court enter the Revised Proposed Interim Order at its earliest convenience without further notice or a hearing.

Dated: December 31, 2025
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Andrew M. Lee

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Kara Hammond Coyle (No. 4410)
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*Proposed Counsel for the Debtor
and Debtor in Possession*

EXHIBIT A

Revised Proposed Interim Order

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

In re:

FOOD52, INC.,¹

Debtor.

Chapter 11

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**INTERIM ORDER (I)(A) AUTHORIZING CONTINUATION OF, AND
PAYMENT OF PREPETITION AMOUNTS INCURRED IN CONNECTION
WITH CUSTOMER PROGRAMS AND (B) AUTHORIZING BANKS TO HONOR
AND PROCESS CHECKS AND ELECTRONIC TRANSFER REQUESTS
RELATED THERETO, AND (II) 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**”), (i) authorizing, but not directing, the Debtor to continue the Customer Programs (other than the Gift Card Program) in the ordinary course of the Debtor’s business and to honor or pay prepetition amounts in respect thereof; (ii) authorizing banks and other financial institutions at which the Debtor holds accounts (collectively, the “**Banks**”) to honor and process check and electronic transfer requests related to the foregoing; and (iii) 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 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

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

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 authorized to continue to administer the Customer Programs (other than the Gift Card Program) in effect and honor any prepetition amounts related to the Customer Programs (other than the Gift Card Program) as described in the Motion, in each case, in the ordinary course of business.

4. 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.

5. 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.

6. 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.

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

8. 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.

9. 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.

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

EXHIBIT B

Blackline

**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. ~~---~~[10](#)

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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**”), (i) authorizing, but not directing, the Debtor to continue the Customer Programs [\(other than the Gift Card Program\)](#) in the ordinary course of the Debtor’s business and to honor or pay prepetition amounts in respect thereof; (ii) authorizing banks and other financial institutions at which the Debtor holds accounts (collectively, the “**Banks**”) to honor and process check and electronic transfer requests related to the foregoing; and (iii) 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

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

required except as otherwise provided herein; and it appearing that this Court has 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:**

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(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 authorized to continue to administer the Customer Programs (other than the Gift Card Program) in effect and honor any prepetition amounts related to the Customer Programs (other than the Gift Card Program) as described in the Motion, in each case, in the ordinary course of business; ~~provided, however, that, pending entry of a final order, the Debtor's cash expenditures related to the Customer Programs.~~

4. 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.

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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.

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