IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
FOOD52, INC.,[1]	Case No. 25-12277 (LSS)
Debtor.	**Ref. Docket No. 15**

DECLARATION OF BLAKE SAUNDERS IN SUPPORT OF 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

I, Christopher "Blake" Saunders, hereby declare under penalty of perjury to the best of my knowledge, information, and belief:

1. I am a Partner with Core Advisors LLC ("**Core Advisors**"), a boutique investment bank advising companies across media, consumer, lifestyle, and technology-enabled businesses. I am duly authorized to execute this declaration (this "**Declaration**") on behalf of Core Advisors. I am familiar with the matters set forth herein and, if called as a witness, I could and would testify thereto.

2. Core Advisors is an investment banking advisory firm focused on serving clients in the media and technology industries with exceptional and unbiased advice. Core Advisors leverages trusted relationships to deliver optimal outcomes on complex M&A and strategic

[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.

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advisory transactions. I have more than fifteen years of experience, and I work closely with operators, boards, and strategic acquirers on mergers and acquisitions, capital raising, and complex strategic transactions with particular depth at the intersection of content, commerce, and community driven platform. Prior to joining Core Advisors, I held roles at established advisory firms, including Methuselah Advisors and Citigroup.

3. The Debtor retained Core Advisors in September 2025 to provide investment banking services to the Debtor. The Debtor's and Core Advisors' relationship is currently governed by the terms and conditions of an engagement agreement between the Debtor and Core Advisors dated October 9, 2025, as amended on December 6, 2025. Since its engagement, Core Advisors has provided investment banking services to the Debtor, including assisting management in evaluating strategic alternatives, conducting extensive meetings and negotiations with various parties in interest, assisting the Debtor in evaluating indications of interest ("**IOIs**") and proposals regarding a potential transaction, facilitating extensive diligence for the various parties in interest, and assisting in preparation for the filing of the Debtor's chapter 11 case.

4. I make this Declaration in support of 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*

[Docket No. 15] (the "**Bidding Procedures Motion**").[2] Except as otherwise indicated, I base all facts set forth in this Declaration on my personal knowledge, my review of business records, or my opinion based on my experience, knowledge, and information concerning the Debtor's operational and financial condition.

5. I am familiar with the Bidding Procedures Motion. Absent the relief requested in the Bidding Procedures Motion, I believe the Debtor would suffer immediate and irreparable harm that would jeopardize its ability to continue its business operations and consummate a value maximizing sale transaction. I further believe that the relief sought in the Bidding Procedures Motion is critical to the Debtor's efforts to transition into chapter 11 efficiently and minimize disruptions to its business operations, thereby permitting the Debtor to preserve and maximize value while pursuing a section 363 sale process. Finally, I believe that the Bidding Procedures Motion reflects the thorough and targeted analyses of the Debtor's management team and its professional advisors.

PREPETITION PROCESS AND THE DEBTOR'S MARKETING EFFORTS

6. As described in the First Day Declaration, in September 2025, the Debtor engaged 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. Core Advisors and Buchbinder 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, and marketed both substantially all of the Debtor's assets and the Debtor's

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Bidding Procedures Motion or the *Declaration of Erika Badan in Support of Chapter 11 Petition and First Day Motions* [Docket No. 2], as applicable.

sub-brands. 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 Debtor 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.

7. 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 from TCG. However, before the Debtor was able to move forward with those prospective buyers, on December 15, 2025, the Debtor's prepetition secured lender, Avidbank, swept the Debtor's cash from its bank accounts.

8. The Debtor and its advisors immediately pivoted, working around the clock to identify any solution that could preserve the Debtor—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 (each of which included a material cash component), 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. Ultimately, only one party—the proposed Stalking Horse Bidder—submitted an actionable bid for the Assets. Core Advisors has and will continue marketing the Assets on a postpetition basis pursuant to the Bidding Procedures.

THE EXPEDITED SALE PROCESS IS NECESSARY AND ALIGNS WITH THE DEBTOR'S LIQUIDITY FORECAST

9. On the Petition Date, the Debtor filed the Bidding Procedures Motion. Pursuant to the Bidding Procedures Motion, the Debtor seeks, among other things, (i) to establish the schedule and procedures for the value maximizing sale process in this chapter 11 case and (ii) approval of the designation of the Stalking Horse Bidder and Stalking Horse Bid.

10. The Debtor's liquidity forecast and DIP Budget (as defined below) do not permit a drawn-out sale process in this chapter 11 case. As part of an evaluation of the Debtor's liquidity position, the Debtor prepared a weekly cash flow forecast (the "**DIP Budget**"), which takes into account anticipated cash receipts and disbursements during the projected period and considers a number of factors, including, but not limited to, the effect of a chapter 11 filing on the operations of the businesses, restructuring costs (including professional fees), required operational payments, and the potential acceleration of demands on available liquidity.

11. Given the Debtor's liquidity position, I believe that maximizing value of the Debtor's estate requires a sale process on the timeline provided in the Bidding Procedures Motion, which has already been extended as a result of negotiations with the U.S. Trustee and to accommodate the Court's schedule, and the sale process is reasonable under the circumstances. As described above, Core Advisors, on behalf of the Debtor, undertook a robust marketing process prepetition, and the deadline to submit IOIs in that process also occurred shortly prior to the Petition Date and prior to Avidbank's sweep of cash from the Debtors' account maintained at Avidbank. Following the cash sweep, the Debtor immediately reached out to five of the parties who submitted IOIs and, since the Petition Date, the Debtor has continued to market the Debtor's businesses to all interested parties, including parties who did not participate in the pre-petition process.

12. I do not believe that further prolonging the Debtor's sale process will necessarily result in more interest in the Assets by potential interested parties or in greater value to the Debtor's estate and, given that Food52 is a media business with advertising revenue, a longer process could negatively affect the value of the Debtor's assets. Any delay would be costly to the Debtor and jeopardize the success of this chapter 11 case. I believe that many of the parties who might consider making an offer are already aware of the Debtor and its circumstances. Thus, it is my opinion that these parties will be able to engage in the sale process quickly if they are interested in making an offer.

13. Additionally, I believe that the proposed sale process, including the timeframe for the postpetition marketing of the Assets, the submission and consideration of bids, and the auction, is reasonable and appropriate and will enable the Debtor to seek the highest value for the Assets under the circumstances. As discussed in the First Day Declaration, the Debtor cannot afford an extended stay in chapter 11. In addition, the timeframe set forth in the Bidding Procedures was required by the DIP Lender and the Stalking Horse Bidder and a critical negotiating point with respect to both the proposed DIP Facility and the Stalking Horse Bid.

14. Moreover, I believe that an auction process culminating in a Sale on the Debtor's proposed timeline will maximize the value of the Debtor's estate. As such, I believe the proposed sale process—particularly in light of the extensive marketing process in the months leading up to the Petition Date—is in the best interest of the Debtor and its stakeholders.

THE BIDDING PROCEDURES ARE FAIR, APPROPRIATE, AND IN THE BEST INTERESTS OF THE DEBTOR AND ITS STAKEHOLDERS

15. In my opinion, the Bidding Procedures provide for an orderly, uniform, and appropriately competitive process through which interested parties may submit offers to purchase the Assets. I believe that the Bidding Procedures are structured in a manner to promote active

bidding by interested parties for all or substantially all of the Assets, and to find the highest or otherwise best offer reasonably available for the Assets.

16. The Bidding Procedures describe, among other things, the procedures for interested parties to gain access to due diligence information, the process for submitting Bids, the requirements for Bidders and Bids to become "qualified," the receipt and negotiation of Bids received, the conduct of any auction, the selection and approval of one or more Successful Bidders (and designation of Backup Bids), and the deadlines with respect to the foregoing. I believe the Bidding Procedures will allow the Debtor to conduct the auction in a fair and transparent manner that will encourage participation by financially capable bidders with demonstrated ability to consummate a sale.

17. As noted in the Bidding Procedures Motion, the Debtor also seeks approval of the designation of F52, LLC —the Debtor's DIP Lender— as the Stalking Horse Bidder. It is my opinion that the Stalking Horse Bid establishes a floor for further bidding that may increase the consideration received in exchange for the Assets. Any offer that tops the Stalking Horse Bid will inure to the benefit of the Debtor's stakeholders. I believe the consideration contemplated in the Stalking Horse Agreement provides value to the Debtor's estate, including the reduction of the Debtor's prepetition secured debt and providing the Debtor's with sufficient funds to wind down its estate. No other parties submitted actionable offers to serve as a stalking horse bidder in this process.

18. Based on my experience and the present circumstances, I believe the proposed Bidding Procedures reflect a competitive, market-based sale process that is critical to preserving the Debtor's businesses as a going concern and maximizing the value of the Assets for the benefit of its estate and its stakeholders.

A SOUND BUSINESS PURPOSE EXISTS
FOR ENTERING INTO THE STALKING HORSE BID

19. I believe that the terms of the Stalking Horse Bid and Stalking Horse Agreement are customary, reasonable, and were negotiated in good faith and at arm's-length. Negotiations were hard-fought and ongoing until immediately prior to the parties agreeing to enter into the Stalking Horse Agreement. I also believe that there was no guarantee that the Stalking Horse Bidder would bid the price of the Stalking Horse Bid at an auction for the Assets in the absence of the Stalking Horse Agreement.

20. Importantly, the Stalking Horse Agreement provides the Debtor with a committed Sale for the Assets that would provide a clear benefit to the Debtor's estate, its creditors, and all other parties in interest. It also establishes terms and conditions that will facilitate further bidding and may increase the consideration received in exchange for the Assets. As set forth herein, the Debtor and Core Advisors have been in constant dialogue with numerous bidders and are hopeful the Debtor will reach a robust auction. Any offer that tops the Stalking Horse Bid will inure to the benefit of the Debtor's stakeholders. The consideration contemplated in Stalking Horse Agreement provides significant value to the Debtor's estate.

21. I understand that the Stalking Horse Agreement was negotiated in good faith and at arm's-length. The Stalking Horse Agreement was executed only after (i) potential alternatives were evaluated, (ii) a marketing process was initiated, and (iii) the proposed transaction was presented to the board of directors (the "**Board**"), who, in conjunction with advice from experienced professionals, and the recommendation of the Board, decided to pursue the sale on the terms of the Stalking Horse Agreement, subject to competitive bidding sanctioned by the Court. I am not aware of any fraud or collusion between the parties or any attempt by the Stalking Horse Bidder to take unfair advantage of other bidders and their participation in the sale process.

THE BID PROTECTIONS FOR THE STALKING HORSE BIDDER ARE FAIR AND REASONABLE

22. The Stalking Horse Bidder has expended, and will continue to expend, time and resources negotiating, drafting, and performing due diligence activities necessitated by the sale, despite the fact that its bid will be subject not only to Court approval, but also to overbidding by third parties. I believe the proposed Bid Protections were critically necessary to induce the Stalking Horse Bid.

23. Further, in my experience, the Bid Protections, which are capped at (i) up to $200,000 for the Expense Reimbursement and (ii) $200,00 for the Break-Up Fee, are customary, usual, and consistent with bid protections offered to third-party stalking horse parties in similar contexts. I understand that the Bid Protections were vigorously negotiated in good faith and at arm's length between the Debtor and the Stalking Horse Bidder. Based on my understanding, the Bid Protections represent a valid and sound exercise of the Debtor's business judgment and should be approved.

CONCLUSION

24. For all the reasons stated herein, I believe that that entry into the Stalking Horse Bid, the Bidding Procedures, and the timeline and procedures set forth herein (a) will encourage bidding for the Assets; (b) are generally consistent with other procedures previously approved in chapter 11 cases of similar size and complexity; and (c) are appropriate under the circumstances. Accordingly, I believe that the Bidding Procedures Motion should be approved.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: January 12, 2026

/s/ *Blake Saunders*
Blake Saunders
Partner
Core Advisors LLC