

**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 (LSS)

Ref. Docket Nos. 6 & 35

**CERTIFICATION OF COUNSEL REGARDING *REVISED PROPOSED* FINAL ORDER  
(I) AUTHORIZING PAYMENT OF PREPETITION OBLIGATIONS INCURRED IN THE  
ORDINARY COURSE OF BUSINESS IN CONNECTION WITH THE DEBTOR'S  
INSURANCE PROGRAMS, INCLUDING PAYMENT OF POLICY PREMIUMS AND  
BROKER FEES; (II) AUTHORIZING BANKS TO HONOR AND PROCESS CHECK AND  
ELECTRONIC TRANSFER REQUESTS RELATED THERETO; AND  
(III) GRANTING RELATED RELIEF**

On December 29, 2025, the above-captioned debtor and debtor in possession (the “**Debtor**”) filed the *Debtor’s Motion for Interim and Final Orders (I) Authorizing Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection with the Debtor’s Insurance Programs, Including Payment of Policy Premiums and Broker Fees; (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* [Docket No. 6] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). A proposed form of order approving the Motion on a final basis was attached to the Motion as Exhibit C (the “**Proposed Final Order**”).

On December 31, 2025, the Court entered an order approving the Motion on an interim basis [Docket No. 35] (the “**Interim Order**”). Pursuant to the Interim Order, any objections or

<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, 13<sup>th</sup> Floor, Brooklyn, New York 11205.



responses to entry of the Proposed Final Order were to be filed and served by 4:00 p.m. (ET) on January 15, 2026 (the “**Objection Deadline**”).

Prior to the Objection Deadline, the Debtor received informal comments to the Proposed Final Order from the Official Committee of Unsecured Creditors (the “**Committee**”). To resolve the Committee’s informal comments, the Debtor made certain revisions to the Proposed Final Order (the “**Revised Proposed Final Order**”), a copy of which is attached hereto as **Exhibit A**. For the convenience of the Court and all other interested parties, a blackline comparing the Revised Proposed Final Order against the Proposed Final Order is attached hereto as **Exhibit B**.

WHEREFORE, as the Debtor has not received any objections or responses to the Motion, other than that described herein, and the Committee does not object to entry of the Revised Proposed Order, it is hereby respectfully requested that the Revised Proposed Final Order be entered at the Court’s earliest convenience.

*[Signature Page Follows]*

Dated: January 19, 2026  
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ Andrew M. Lee

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*Proposed Counsel for the Debtor  
and Debtor in Possession*

**EXHIBIT A**

**Revised Proposed Final Order**

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

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Chapter 11

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**FINAL ORDER (I) AUTHORIZING PAYMENT OF PREPETITION OBLIGATIONS INCURRED IN THE ORDINARY COURSE OF BUSINESS IN CONNECTION WITH THE DEBTOR'S INSURANCE PROGRAMS, INCLUDING PAYMENT OF POLICY PREMIUMS AND BROKER FEES; (II) AUTHORIZING BANKS TO HONOR AND PROCESS CHECK AND ELECTRONIC TRANSFER REQUESTS RELATED THERE TO; AND (III) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtor and debtor in possession (the “**Debtor**”) for the entry of an order (this “**Final Order**”), pursuant to sections 105(a), 363(b), and 364 of the Bankruptcy Code, (i) authorizing, but not directing, the Debtor to continue and, to the extent necessary, renew, the Insurance Program and pay Policy premiums and Broker Fees arising thereunder or in connection therewith, including prepetition obligations arising in the ordinary course of business; and (ii) authorizing the Banks to honor and process check and electronic transfer requests related to the foregoing; 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

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

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, if any; and this Court having previously entered the *Interim Order (I) Authorizing Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection with the Debtor's Insurance Programs, Including Payment of Policy Premiums and Broker Fees; (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* [Docket No. 35]; 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 after due deliberation and sufficient cause appearing therefore, **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** on a final basis as set forth herein.
2. The Debtor is authorized, but not directed, to maintain the Insurance Program without interruption, and to renew, supplement, modify, or extend (including through obtaining “tail” coverage) the Policies, or enter into new insurance policies, and to incur and pay policy premiums and broker fees arising thereunder or in connection therewith, in accordance with the same practices and procedures that were in effect prior to the Petition Date.
3. The Debtor is authorized to (a) continue, in the ordinary course of business, the Policies, and renew or enter into new Policies, as necessary, under substantially similar terms; *provided*, that the Debtor shall consult with the Official Committee of Unsecured Creditors before making any material modification, cancelation, or purchase of any insurance policy.

4. Nothing in this Final 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 reissue or re-request 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 Final 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 Final Order.

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

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

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

**EXHIBIT B**

**Blackline**

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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, if any; and this Court having previously entered the *Interim Order (I) Authorizing Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection with the Debtor's Insurance Programs, Including Payment of Policy Premiums and Broker Fees; (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* [Docket No. [—35](#)]; 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 after due deliberation and sufficient cause appearing therefore, **IT IS**

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3. The Debtor is authorized to (a) continue, in the ordinary course of business, the Policies, and renew or enter into new Policies, as necessary, under substantially similar terms; [provided, that the Debtor shall consult with the Official Committee of Unsecured Creditors before making any material modification, cancelation, or purchase of any insurance policy.](#)

4. Nothing in this Final 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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