

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 Nos. 15 & 80

**NOTICE OF STATEMENT OF ADEQUATE ASSURANCE OF FUTURE
PERFORMANCE BY STALKING HORSE BIDDER**

PLEASE TAKE NOTICE that, on December 29, 2025, 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 [Docket No. 15] (the “Bidding Procedures Motion”)*² with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that, on January 12, 2026, the Court entered that certain *Order (I) Approving Bidding Procedures in Connection with the Sale of the Debtor’s Assets; (II) Approving Form and Manner of Notice; (III) Approving Designation of Stalking Horse Bidder and Stalking Horse Bid; (IV) Scheduling Auction and Sale Hearing; (V) Authorizing Procedures Governing Assumption and Assignment of Certain Contracts and Unexpired Leases; and (VI) Granting Related Relief [Docket No. 80] (the “Bidding Procedures Order”)*. Pursuant to the Bidding Procedures Order, among other things, the Court approved the designation of F52, LLC as the Stalking Horse Bidder, scheduled the Auction for the Sale of the Debtor’s Assets for February 5, 2026, at 10:00 a.m. (ET), if applicable, and scheduled the Sale Hearing for **February 10, 2026 at 2:00 p.m. (ET)**.

PLEASE TAKE FURTHER NOTICE that, in accordance with the Bidding Procedures Order, the Debtor hereby files the adequate assurance information (the “**Statement**”) for the Stalking Horse Bidder, a copy of which is attached hereto as **Exhibit A**.

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 set forth in the Bidding Procedures Motion or Bidding Procedures Order, as applicable.



PLEASE TAKE FURTHER NOTICE that any objection as to adequate assurance of future performance under section 365(b)(1) of the Bankruptcy Code by the Stalking Horse Bidder must be filed and served on the Stalking Horse Bidder at the address set forth on the Statement and to the parties listed below **on or before 4:00 p.m. (prevailing Eastern Time) on January 27, 2026**. Any unresolved objections shall be heard at the Sale Hearing, unless otherwise agreed by the parties.

(a) proposed counsel for 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) counsel for the DIP Lender and the Stalking Horse Bidder, 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);

(c) 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); and

(d) proposed counsel to the Committee, Robinson & Cole LLP, 1650 Market Street Suite 3030, Philadelphia, Pennsylvania 19103, Attn: Rachel Jaffe Mauceri, Esq. (rmauceri@rc.com), Jamie L. Edmonson, Esq. (JEdmonson@rc.com), and Evan M. Lazerowitz, Esq. (ELazerowitz@rc.com); and

(e) any parties who have formally filed requests for notice in this chapter 11 case pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE THAT copies of the Bidding Procedures Order and all pleadings and orders of the Court are publicly available, for a fee, via PACER at: <http://www.deb.uscourts.gov>, or free of charge at <https://www.veritaglobal.net/Food52>.

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Dated: January 20, 2026
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Elizabeth S. Justison

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*Proposed Counsel for the Debtor
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EXHIBIT A

Stalking Horse Bidder's Adequate Assurance Information

Statement of Adequate Assurance of Future Performance

F52, LLC (“**F52**”) and its direct parent, America’s Test Kitchen, L.P. (“**ATK**”), and indirect owner, Marquee Brands LLC (“**Marquee**”, together with ATK, the “**Financial Sponsors**”), have extensive experience purchasing assets, retail brands, and entire companies both in and outside of distressed situations such as Food52, Inc. (“**Food52**”).

Founded in 1992, America’s Test Kitchen is the leading multimedia cooking resource serving millions of fans with TV shows, magazines, cookbooks, podcasts, FAST channels, short-form video series, and the ATK All-Access subscription for digital content.

Marquee is a brand acquisition, licensing, and development company. Sponsored by Neuberger Berman Private Equity, a business of Neuberger Berman, one of the world’s leading employee-owned investment managers, Marquee targets high quality brands with strong consumer awareness and long-term growth potential. Marquee seeks to identify brands in various consumer product segments with the goal of expanding their reach across retail channel, geography, and product category while preserving the brand heritage and enhancing the ultimate consumer experience. Marquee currently owns and operates 19 distinct brands and portfolio companies, including ATK.

If the proposed transaction is consummated, F52 will fund amounts due at closing with equity contributions from its Financial Sponsors. Marquee and ATK combined have more than sufficient cash on hand to pay the purchase price for the assets in cash, in full at closing without the need for equity infusions by any other entities.

F52 believes that its experience and success developing media and brand assets coupled with its Financial Sponsors’ commitment to F52 and its bid for Food52’s assets is sufficient to demonstrate adequate assurance of F52’s future performance of the contracts to be assumed by Food52 and assigned to F52 under the definitive purchase and sale agreement.

Inquiries may be directed to:

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Dated: January 20, 2026
Charlotte, North Carolina

/s/ James R. Langdon

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