

**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. 7 & 37

**FINAL ORDER (I) AUTHORIZING THE DEBTOR TO PAY AND HONOR CERTAIN
(A) PREPETITION WAGES, BENEFITS, AND OTHER COMPENSATION
OBLIGATIONS; (B) PREPETITION EMPLOYEE BUSINESS EXPENSES; AND
(C) WORKERS' COMPENSATION OBLIGATIONS; (II) AUTHORIZING BANKS TO
HONOR AND PROCESS CHECKS AND TRANSFERS RELATED TO SUCH
OBLIGATIONS; AND (III) 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 order (this “**Final Order**”), (a) authorizing, but not directing, the Debtor, in accordance with its stated policies and in its discretion, to (i) pay accrued prepetition Workforce wages, salaries, and other compensation, including accrued commissions owed to Former Employees, (ii) pay prepetition business expenses incurred by the Employees (as defined below), (iii) make contributions to prepetition benefit programs and continue such programs in the ordinary course of its business, (iv) honor workers’ compensation obligations, (v) make payments for which prepetition payroll deductions were made, (vi) pay processing costs and administrative expenses relating to the foregoing payments and contributions, and (vii) make payments to third parties incident to the foregoing payments and contributions, and (b) authorizing banks and other financial institutions (collectively, the “**Banks**”) to honor and process check and electronic transfer requests related to the foregoing; and upon consideration of the First Day Declaration and

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.



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 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 the Debtor to Pay and Honor Certain (A) Prepetition Wages, Benefits, and Other Compensation Obligations; (B) Prepetition Employee Business Expenses; and (C) Workers' Compensation Obligations; (II) Authorizing Banks to Honor and Process Checks and Transfers Related to Such Obligations; and (III) Granting Related Relief* [Docket No. 37]; 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.

1. The Debtor is authorized, in its discretion, to pay, honor, or otherwise satisfy amounts and obligations on account of the Workforce Wages and Benefits, including amounts owed to Former Employees, in the ordinary course of its business, including, without limitation, any amounts and obligations related to the period prior to the Petition Date, as and when such obligations are due, in an amount not to exceed \$215,750 in the aggregate; *provided, however*, that no payments to or on behalf of any member of the Workforce or any Former Employee on account of prepetition obligations shall exceed, in the aggregate, the \$17,150.00 statutory cap provided for

in sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code (the “**Statutory Cap**”) unless such amounts above the Statutory Cap are a result of cash payments for unpaid amounts are required to be paid under applicable state law.

2. Subject to paragraph 2 of this Final Order, the Debtor is authorized, in its discretion, in the ordinary course of its business, to (a) continue to pay, honor, or otherwise satisfy Unpaid Wages, Paylocity’s fees, Employee Expenses, and Paid Time Off, (b) withhold, and remit to the applicable third-parties, Wage Deductions, Trust Fund Taxes, and Payroll Taxes; (c) administer the Employee Benefits and the Workers’ Compensation Program; and (d) continue its Corporate Card program and continue to pay, honor, or otherwise satisfy any outstanding obligations in connection therewith, including the \$96,000 owed in connection with the Corporate Card program prepetition..

3. Nothing in this Final Order authorizes or approves any payment to an insider that is subject to section 503(c) of the Bankruptcy Code.

4. The Debtor is authorized, but not directed, to continue the Workers’ Compensation Program, in the ordinary course of business and in accordance with the Debtor’s prepetition policies and programs, and to pay any workers’ compensation claims, deductibles, retentions, premiums, and other amounts required in connection with the Workers Compensation Program as such amounts become due in the ordinary course during the pendency of this chapter 11 case, regardless of when accrued.

5. Paylocity, on behalf of the Debtor, may pay and remit any and all Employee withholdings and wages, whether these relate to the period prior to or after the Petition Date.

6. 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.

7. 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.

8. 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.

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

10. 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.

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