

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

In re:

FOOD52, INC.,¹

Debtor.

Chapter 11

Case No. 25-12277 (LSS)

Hearing Date:
To Be Determined

Objection Deadline:
March 4, 2026 at 4:00 p.m. (ET)

DEBTOR'S MOTION TO AUTHORIZE CHANGE OF CASE CAPTION

The above-captioned debtor and debtor in possession (the “**Debtor**”) hereby submits this motion (this “**Motion**”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”), pursuant to sections 105 and 342(c) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), Rules 1005, 2002(m), 2002(o), and 9004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 9004-1(c) of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), authorizing the Debtor to change its corporate name and amend the case caption used in this chapter 11 case. In support of this Motion, the Debtor respectfully states as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012 (the “**Amended Standing Order**”). This is a core proceeding pursuant to

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 2738. For the purpose of this chapter 11 case, the Debtor’s service address is 1 Dock 72 Way, 13th Floor, Brooklyn, New York 11205.



28 U.S.C. § 157(b), and the Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409. Pursuant to Local Rule 9013-1(f), the Debtor consents to entry of a final judgment or order with respect to this Motion if it is determined that the Court would lack Article III jurisdiction to enter such final judgment or order absent consent of the parties.

2. The legal predicates for the relief requested herein are sections 105(a) and 342(c) of the Bankruptcy Code, Bankruptcy Rules 1005, 2002, and 9004, and Local Rule 9004-1(c).

BACKGROUND

I. General Background

3. On December 29, 2025 (the “**Petition Date**”), the Debtor commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtor is authorized to operate its businesses and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On January 8, 2026, the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors (the “**Committee**”). No request has been made for the appointment of a trustee or an examiner in this chapter 11 case.

4. Additional information regarding the Debtor’s businesses, its capital structure, and the circumstances leading to the filing of this chapter 11 case is set forth in the *Declaration of Erika Badan in Support of Chapter 11 Petition and First Day Motions* (the “**First Day Declaration**”) [Docket No. 2].²

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

II. The Sale of the Debtor's Assets

5. As set forth more fully in the First Day Declaration, the Debtor has been engaged in a comprehensive marketing and sale process for its businesses since September 2025. Following an extensive marketing process, which culminated in a bid deadline of February 3, 2026, and an auction on February 5, 2026, the Debtor selected the following successful bidders for each of its businesses:

Brand	Successful Bidder
Food52	F52, LLC Purchase Price: \$9.9 million plus the assumption of certain liabilities. F52, LLC's aggregate purchase price consists of a credit bid of all amounts owed under the DIP Facility ³ and a cash payment for the balance.
Schoolhouse	Troy-CSL Lighting, Inc. Purchase Price: \$2.2 million in cash plus the assumption of certain liabilities.
Dansk	Form Portfolios LLC Purchase Price: (i) \$250,000 in cash, <i>plus</i> (ii) the waiver of any administrative expense claim entitled to priority under sections 503(b) or 507(a)(2) of the Bankruptcy Code that Form Portfolios LLC may hold against the Debtor.

6. On February 11, 2026, the Court entered orders authorizing: (i) the sale of the Debtor's Food52 business to F52, LLC, as set forth in that certain Amended and Restated Asset Purchase Agreement by and between F52, LLC and the Debtor, dated February 6, 2026, as amended on February 13, 2026 (the "**Food52 APA**"); (ii) the sale of the Debtor's Schoolhouse business to Troy-CSL Lighting, Inc., as set forth in that certain Asset Purchase Agreement by and

³ As defined in the *Final Order (I) Authorizing the Debtor to Obtain Postpetition Financing; (II) Granting Liens and Providing Superpriority Administrative Expense Status; (III) Authorizing Use of Cash Collateral; (IV) Granting Adequate Protection; (V) Modifying the Automatic Stay; and (VI) Granting Related Relief* [Docket No. 134].

between Troy-CSL Lighting, Inc. and the Debtor, dated February 6, 2026 (the “**Schoolhouse APA**”); and (iii) the sale of the Debtor’s Dansk business to Form Portfolios LLC, as set forth in that certain Asset Purchase Agreement by and between Form Portfolios LLC and the Debtor, dated February 6, 2026. *See* Docket Nos. 210, 211 & 212. The sales closed on February 13, 2026. *See* Docket No. 215.

7. The Food52 APA and the Schoolhouse APA each require the Debtor to legally change its corporate and business names to names that are not confusingly similar to such names, and to file this Motion with the Court requesting to change the case caption consistent therewith. Food52 APA §6.08; Schoolhouse APA §6.08. To comply with the Food52 APA and the Schoolhouse APA, the Debtor filed the requisite documentation with the Delaware Secretary of State to change its name to Salt House, Inc. and hereby files this Motion seeking authority to change its case caption.

RELIEF REQUESTED

8. By this Motion, the Debtor seeks entry of the Proposed Order authorizing the Debtor to change its corporate name from Food52, Inc. to Salt House, Inc. and requests that the caption in this chapter 11 case be changed to appear as follows:

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

In re:

SALT HOUSE, INC.,¹

Debtor.

Chapter 11

Case No. 25-12277 (LSS)

¹ The Debtor in this chapter 11 case is Salt House, Inc. and the last four digits of the Debtor's federal tax identification number are 2738. For the purpose of this chapter 11 case, the Debtor's service address is 1 Dock 72 Way, 13th Floor, Brooklyn, New York 11205.⁴

9. The Debtor further requests that, as set forth in the Proposed Order, (i) the case caption used in this chapter 11 case be amended to reflect the change of the Debtor's corporate name, and (ii) the Court authorize and direct the Clerk of the United States Bankruptcy Court for the District of Delaware (the "**Clerk of the Court**") and other parties in interest to take any actions that are necessary to update the ECF filing system and their respective records to reflect the proposed name change, including the insertion of a docket entry in this chapter 11 case announcing the change of the Debtor's corporate name.

BASIS FOR RELIEF

10. Section 105(a) of the Bankruptcy Code provides a bankruptcy court with broad powers in the administration of a case under title 11. Section 105(a) of the Bankruptcy Code provides that "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title" and further that "[n]o provision of this title . . . shall be construed to preclude the court from . . . taking any action or making any determination necessary or appropriate to enforce or implement court orders or rules." 11 U.S.C. § 105(a). Pursuant to

⁴ The Debtor is in the process of establishing a P.O. Box to use as its service address going forward and anticipates updating its service address prior to the submission of the Proposed Order.

section 105(a), a court may fashion an order or decree that helps preserve or protect the value of a debtor's assets. *See, e.g., Gilman v. Cont'l Airlines*, 254 B.R. 93, 97 (Bankr. D. Del. 1998) (holding that section 105(a) gives a bankruptcy court discretion to issue any order, process or judgment that is "necessary or appropriate to carry out the purposes of the Bankruptcy Code, which was intended to provide protection to debtors."), *rev'd on other grounds*, 203 F.3d 203 (3d Cir. 2000); *In re Chinichian*, 784 F.2d 1440, 1443 (9th Cir. 1986) ("Section 105 sets out the power of the bankruptcy court to fashion orders as necessary pursuant to the purposes of the Bankruptcy Code."); *Bird v. Crown Convenience (In re NWFEX, Inc.)*, 864 F.2d 588, 590 (8th Cir. 1988) ("The overriding consideration in bankruptcy . . . is that equitable principles govern."); *In re Cooper Properties Liquidating Tr., Inc.*, 61 B.R. 531, 537 (Bankr. W.D. Tenn. 1986) ("the Bankruptcy Court is one of equity and as such it has a duty to protect whatever equities a debtor may have in property for the benefit of their creditors as long as that protection is implemented in a manner consistent with the bankruptcy laws.").

11. As noted above, the Debtor is required to change its name to comply with the terms of the Food52 APA and the Schoolhouse APA. Further, Bankruptcy Rules 1005 and 2002(o) and Local Rule 9004-1 set forth the information required to be contained in the caption of all bankruptcy court filings, and that information includes the name of the debtor. Once a debtor changes its name under applicable state corporate law, these rules require that the caption be changed as well.

12. Authorization by the Court will enable the Debtor to effectuate its respective name change in accordance with the terms of the Food52 APA and the Schoolhouse APA. *See, e.g.*, 8 Del. Code § 303(a), (b) (providing that a corporation incorporated in Delaware, which has commenced a case under the Bankruptcy Code "may put into effect and carry out any decrees and

orders of the court or judge in such bankruptcy proceeding and may take any corporate action provided or directed by such decrees or orders, without further action by its directors or stockholders,” including “amend[ing] its certificate of incorporation” to, among other things, effectuate a change of name).

13. For the foregoing reasons, the Debtor respectfully submits that the relief requested herein is necessary and appropriate so the Debtor may comply with its contractual obligations under both the Food52 APA and the Schoolhouse APA.

NOTICE

14. Notice of this Motion will be given to: (a) U.S. Trustee; (b) counsel to the DIP Lender; (c) counsel to The Chernin Group; (d) counsel to Avidbank; (e) proposed counsel to the Committee; (f) the United States Attorney for the District of Delaware; (g) the Internal Revenue Service; (h) the state attorneys general for states in which the Debtor conducts business; (i) the United States Securities and Exchange Commission; and (j) all parties entitled to notice pursuant to Bankruptcy Rule 2002. The Debtor submits that, under the circumstances, no other or further notice is required.

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WHEREFORE, the Debtor respectfully requests that the Court enter the Proposed Order granting the relief requested in this Motion and such other and further relief as may be just and proper.

Dated: February 18, 2026
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ James C. Diver

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Kara Hammond Coyle (No. 4410)
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FOOD52, INC.,¹

Debtor.

Chapter 11

Case No. 25-12277 (LSS)

Hearing Date:
To Be Determined

Objection Deadline:
March 4, 2026 at 4:00 p.m. (ET)

NOTICE OF MOTION

PLEASE TAKE NOTICE that the above-captioned debtor and debtor in possession (the “**Debtor**”) filed the *Debtor’s Motion to Authorize Change of Case Caption* (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that any objections to the Motion must be filed on or before **March 4, 2026 at 4:00 p.m. (ET)** (the “**Objection Deadline**”) with the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned counsel to the Debtor so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE MOTION WILL BE HELD ON A DATE AND TIME TO BE DETERMINED BEFORE THE HONORABLE LAURIE SELBER SILVERSTEIN IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 6TH FLOOR, COURTROOM NO. 2, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT, IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.

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Dated: February 18, 2026
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ James C. Diver

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*Counsel for the Debtor
and Debtor in Possession*

EXHIBIT A

Proposed Order

**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. ____

**ORDER GRANTING DEBTOR'S MOTION
TO AUTHORIZE CHANGE OF CASE CAPTION**

Upon the motion (the “**Motion**”)² of the above-captioned debtor and debtor in possession (the “**Debtor**”) for entry of an order (this “**Order**”) pursuant to sections 105(a) and 342(c) of the Bankruptcy Code, Bankruptcy Rules 1005, 2002(m), and 2002(o), and Local Rule 9004-1(c), authorizing the Debtor to change the case caption used in 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; 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 that this Court may enter a final order hereon consistent with Article III of the U.S. Constitution; 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 it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtor, its estate, and

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

its creditors; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as set forth herein.
2. The Debtor is authorized to change its corporate name as set forth in the Motion, subject to applicable law.
3. The Clerk of the Court is directed to change the docket and other records in this

chapter 11 case to reflect the new name of the Debtor as follows:

Old Company Name	Case Number	New Company Name
Food52, Inc.	25-12277 (LSS)	Salt House, Inc.

4. Effective as of the date hereof, the new caption of this chapter 11 case shall read as follows:

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

In re: SALT HOUSE, INC., ¹ <p style="text-align: center;">Debtor.</p>	Chapter 11 Case No. 25-12277 (LSS)
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5. The foregoing caption shall satisfy the requirements of section 342(c)(1) of the Bankruptcy Code.

6. The Debtor is authorized and empowered to take all actions necessary to implement the relief granted in this Order.

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