

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

In re:

FOOD52, INC.,¹

Debtor.

Chapter 11

Case No. 25-12277 (LSS)

Objection Deadline:
March 11, 2026 at 4:00 p.m. (ET)

**SUMMARY OF FIRST MONTHLY FEE APPLICATION OF YOUNG CONAWAY
STARGATT & TAYLOR, LLP, AS COUNSEL FOR THE DEBTOR AND
DEBTOR IN POSSESSION, FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
DECEMBER 29, 2025 THROUGH DECEMBER 31, 2025**

Name of Applicant: Young Conaway Stargatt & Taylor, LLP

Authorized to Provide Professional Services to: Debtor and Debtor in Possession

Date of Retention: December 29, 2025 (order entered February 4, 2026 [Docket No. 177])

Monthly Period for which compensation and reimbursement is sought: December 29, 2025 through December, 31, 2025

Monthly Amount of compensation sought as actual, reasonable and necessary: \$99,327.50

Monthly Amount of expense reimbursement sought as actual, reasonable and necessary: \$1,193.70

This is a: X monthly final application

This application includes 0.00 hours and \$0.00 in fees incurred in connection with the preparation of Fee Applications.

Prior Applications: None.

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.



COMPENSATION BY INDIVIDUAL

Name	Position, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
James P. Hughes	Partner since 2002. Joined firm as an associate in 1992. Member of DE Bar since 1992.	\$1,650.00	0.70	\$1,155.00
Michael R. Nestor	Partner since 2003. Joined firm as an associate in 1998. Member of DE Bar since 1996.	\$1,550.00	9.60	\$14,880.00
Kara Hammond Coyle	Partner since 2013. Joined firm as an associate in 2003. Member of DE Bar since 2003.	\$1,185.00	9.00	\$10,665.00
Elizabeth S. Justison	Partner since 2023. Joined firm as an associate in 2013. Member of DE Bar since 2013.	\$1,030.00	21.10	\$21,733.00
Lauren McCrery	Joined firm as an associate in 2021. Member of the DE Bar since 2012.	\$975.00	0.70	\$682.50
S. Alexander Faris	Joined firm as an associate in 2020. Member of DE Bar since 2016.	\$820.00	9.30	\$7,626.00
Craig E. Rushmore	Joined firm as an associate in 2019. Member of DE Bar since 2018.	\$780.00	15.90	\$12,402.00
Andrew M. Lee	Joined firm as an associate in 2024. Member of DE Bar since 2022.	\$645.00	14.50	\$9,352.50
Brynna M. Gaffney	Joined firm as an associate in 2024. Member of DE Bar since 2024.	\$600.00	9.30	\$5,580.00
James C. Diver	Joined firm as an associate in 2025. Member of DE Bar since 2025.	\$585.00	12.30	\$7,195.50
Debbie Laskin	Paralegal	\$410.00	2.20	\$902.00
Beth A. Olivere	Paralegal	\$400.00	15.20	\$6,080.00
Hubert T. Hannagan, III	Paralegal	\$400.00	2.40	\$960.00
Karen Luongo	Paralegal	\$380.00	0.30	\$114.00
Grand Total:			122.50	\$99,327.50

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration (B001)	25.60	\$17,450.50
Court Hearings (B002)	53.60	\$44,070.00
Cash Collateral/DIP Financing (B003)	7.80	\$7,792.00
Lease/Executory Contract Issues (B005)	0.90	\$598.50
Use, Sale or Lease of Property (363 Issues) (B006)	27.90	\$23,334.00
Meetings (B008)	1.80	\$2,530.00
Stay Relief Matters (B009)	1.20	\$702.00
Other Adversary Proceedings (B011)	0.20	\$129.00
Employee Matters (B015)	1.40	\$1,519.50
Retention of Professionals/Fee Issues (B017)	1.40	\$782.00
Other Contested Matters (B190)	0.70	\$420.00
TOTAL	122.50	\$99,327.50

EXPENSE SUMMARY

Expenses Category	Total Expenses
Delivery/Courier	\$340.00
Docket Retrieval/Search	\$5.30
Reproduction Charges	\$848.40
TOTAL	\$1,193.70

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March 11, 2026 at 4:00 p.m. (ET)

**FIRST MONTHLY FEE APPLICATION OF YOUNG CONAWAY
STARGATT & TAYLOR, LLP, AS COUNSEL FOR THE DEBTOR AND
DEBTOR IN POSSESSION, FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
DECEMBER 29, 2025 THROUGH DECEMBER 31, 2025**

Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101– 1532 (the “**Bankruptcy Code**”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Counsel for the Debtor, Effective as of the Petition Date* [Docket No. 177] (the “**Retention Order**”) and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 198], the law firm of Young Conaway Stargatt & Taylor, LLP (“**Young Conaway**”) hereby applies (this “**Application**”) to the United States Bankruptcy Court for the District of Delaware (the “**Court**”) for reasonable compensation for professional legal services rendered as counsel to the debtor and debtor-in-possession (the “**Debtor**”) in the above-captioned case (the “**Chapter 11 Case**”) in the amount of \$99,327.50, together with reimbursement for actual and necessary expenses incurred in the amount of \$1,193.70, for the period commencing December 29, 2025

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.

through and including December 31, 2025 (the “**Monthly Fee Period**”). In support of this Application, Young Conaway respectfully represents as follows:

BACKGROUND

1. On December 29, 2025 (the “**Petition Date**”) the Debtor filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code.

2. Pursuant to the Retention Order, Young Conaway was retained to represent the Debtor as bankruptcy counsel in connection with the Chapter 11 Case, effective as of the Petition Date. The Retention Order authorizes Young Conaway to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

3. All services for which compensation is requested herein by Young Conaway were performed for or on behalf of the Debtor.

SUMMARY OF SERVICES RENDERED

4. Attached hereto as **Exhibit A** is a detailed statement of fees incurred during the Monthly Fee Period, showing the amount of \$99,327.50 due for fees.

5. The services rendered by Young Conaway during the Monthly Fee Period are grouped into the categories set forth in **Exhibit A**. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

DISBURSEMENTS

6. Young Conaway has incurred out-of-pocket disbursements during the Monthly Fee Period in the amount of \$1,193.70. Attached hereto as **Exhibit B** is a detailed statement of expenses paid during the Monthly Fee Period. This out-of-pocket disbursement sum is broken down into categories of charges, including, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document

processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by Young Conaway to outside copying services for use in mass mailings, travel expenses, expenses for “working meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete review by category of the expenses incurred for the Monthly Fee Period is attached hereto as **Exhibit B**.

7. Costs incurred for overtime and computer assisted research are not included in Young Conaway’s normal hourly billing rates and, therefore, are itemized and included in Young Conaway’s disbursements. Pursuant to Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), Young Conaway represents that its rate for duplication is \$0.10 per page for black and white copies and \$0.80 per page for color copies, its rate for outgoing telecopier transmissions is \$0.25 per page (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions, and there is no surcharge for computerized research.

VALUATION OF SERVICES

8. Attorneys and paraprofessionals of Young Conaway have expended a total of 122.50 hours in connection with this matter during the Monthly Fee Period.

9. The amount of time spent by each of these persons providing services to the Debtor for the Monthly Fee Period is fully set forth in the detail attached hereto as **Exhibit A**. These are Young Conaway’s normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Young Conaway for the Monthly Fee Period as counsel for the Debtor in the Chapter 11 Case is \$99,327.50.

10. Young Conaway believes that the time entries included in **Exhibit A** attached hereto and the expense breakdown set forth in **Exhibit B** attached hereto are in compliance with the requirements of Local Rule 2016-1.

11. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of the Chapter 11 Case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code.

12. This Application covers the fee period from December 29, 2025 through and including December 31, 2025. Young Conaway has continued, and will continue, to perform additional necessary services for the Debtor subsequent to the Monthly Fee Period, for which Young Conaway will file subsequent fee applications.

CONCLUSION

WHEREFORE, Young Conaway requests that allowance be made to it in the sum of \$99,327.50 as compensation for necessary professional services rendered to the Debtor for the Monthly Fee Period, and the sum of \$1,193.70 for reimbursement of actual necessary costs and expenses incurred during that period, and requests such other and further relief as the Court may deem just and proper.

[Signature Page Follows]

Dated: February 19, 2026
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Elizabeth S. Justison

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
Elizabeth S. Justison (No. 5911)
Andrew M. Lee (No. 7078)
Brynna M. Gaffney (No. 7402)
Rodney Square
1000 N. King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Emails: mnestor@ycst.com
kcoyle@ycst.com
ejustison@ycst.com
alee@ycst.com
bgaffney@ycst.com

*Counsel for the Debtor and Debtor in
Possession*

VERIFICATION

I, Elizabeth S. Justison, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury:

1. I am a Partner in the applicant firm, Young Conaway Stargatt & Taylor, LLP (“**Young Conaway**”), and have been admitted to the bar of the Supreme Court of Delaware since 2013.

2. I have personally performed many of the legal services rendered by Young Conaway for Food52, Inc., in connection with this chapter 11 case, and am familiar with all other work performed on behalf of the lawyers and paraprofessionals at Young Conaway.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief. Moreover, I have reviewed the requirements of Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware and submit that the Application complies with such requirements.

Dated: February 19, 2026

/s/ Elizabeth S. Justison

Elizabeth S. Justison

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

In re:

FOOD52, INC.,¹

Debtor.

Chapter 11

Case No. 25-12277 (LSS)

Objection Deadline:

March 11, 2026 at 4:00 p.m. (ET)

NOTICE OF APPLICATION

PLEASE TAKE NOTICE THAT the *First Monthly Fee Application of Young Conaway Stargatt & Taylor, LLP, as Counsel for the Debtor and Debtor in Possession, for Allowance of Compensation and Reimbursement of Expenses for the Period from December 29, 2025 Through December 31, 2025* (the “**Application**”) has been filed with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). The Application seeks allowance of monthly fees in the amount of \$99,327.50 and monthly expenses in the amount of \$1,193.70.

PLEASE TAKE FURTHER NOTICE THAT objections to the Application, if any, are required to be filed on or before **March 11, 2026 at 4:00 p.m. (ET)** with the Clerk of the Court, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the objection on the following parties: (i) counsel to 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), and Andrew M. Lee, Esq. (alee@ycst.com); (ii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn: Benjamin A. Hackman (benjamin.a.hackman@usdoj.gov); (iii) counsel for the DIP Lender, 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); and (iv) 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).

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PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THE DEBTOR WILL BE AUTHORIZED TO PAY 80% OF REQUESTED FEES AND 100% OF REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURES WILL A HEARING BE HELD ON THE APPLICATION. ONLY THOSE PARTIES TIMELY FILING AND SERVING OBJECTIONS WILL RECEIVE NOTICE AND BE HEARD AT SUCH HEARING.

Dated: February 19, 2026
Wilmington, Delaware

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Elizabeth S. Justison

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
Elizabeth S. Justison (No. 5911)
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ejustison@ycst.com
alee@ycst.com
bgaffney@ycst.com

*Counsel for the Debtor and Debtor in
Possession*

EXHIBIT A

RODNEY SQUARE
1000 NORTH KING STREET
WILMINGTON, DELAWARE 19801

P.O. BOX 391
WILMINGTON, DELAWARE 19899-0391

(302) 571-6600

TAX I.D. NO. 51-0082644

(302) 571-1253 FAX
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Writer's Direct Dial
(302) 571-6699

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mnestor@ycst.com

Food52, Inc.
1 Dock 72 Way
13th Floor
Brooklyn, NY 11205

Invoice Date: February 18, 2026
Invoice Number: 50067396
Matter Number: 104899.1001

Re: Debtor Representation

CURRENT INVOICE

Professional Services	\$	99,327.50
Disbursements	\$	<u>1,193.70</u>
Total Due This Invoice	\$	100,521.20

Food52, Inc.

Invoice Date: February 18, 2026
 Invoice Number: 50067396
 Matter Number: 104899.1001

Time Detail

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
12/29/25	ALEE	Assist with chapter 11 filing	B001	1.10	709.50
12/29/25	BOLIV	Finalize for filing and coordinate service of chapter 11 petition, first day pleadings, sale motion and omnibus first rejection motion	B001	1.70	680.00
12/29/25	EJUST	Coordinate filing of first day motions	B001	1.10	1,133.00
12/29/25	JDIVE	Facilitate and prepare chapter 11 filing re: review and update First Day Motions	B001	1.10	643.50
12/29/25	KLUON	Review filing history and franchise tax payment history for Food52 Inc. with the Delaware Sec. of State; email to C. Rushmore re: same	B001	0.30	114.00
12/29/25	MNEST	Review filing documents/docket and confer with YCST re: same	B001	0.70	1,085.00
12/30/25	ALEE	Assist with chapter 11 filing	B001	0.30	193.50
12/30/25	BGAFF	Draft notice of blacklines re: First Day Interim Orders	B001	0.70	420.00
12/30/25	BGAFF	Revise interim order re: Taxes and Fees (.5); revise interim order re: Insurance (.5); revise interim order re: Cash Management (.5)	B001	1.50	900.00
12/30/25	BOLIV	Email G. Matthews to secure Reliable as our transcriber	B001	0.10	40.00
12/30/25	BOLIV	Assist in anticipation of filing of blacklines of revised proposed interim DIP, Verita and Tax orders	B001	3.70	1,480.00
12/30/25	BOLIV	Finalize for filing and coordinate service of notice of filing of blackline of interim tax order	B001	0.20	80.00
12/30/25	BOLIV	Draft initial critical dates	B001	2.20	880.00
12/30/25	DLASK	Generate initial critical dates	B001	0.40	164.00
12/30/25	EJUST	Coordinate filing and distribution/service of first day motions	B001	0.80	824.00
12/30/25	EJUST	Review and respond to UST comments to first day motions; review and revise first day orders; prepare for first day hearing	B001	5.90	6,077.00

Food52, Inc.

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104899.1001

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
12/30/25	JDIVE	Draft motion to seal confidential information	B001	1.90	1,111.50
12/30/25	LMCCR	Correspondence with YCST team and MVA team re filing and case logistics	B001	0.10	97.50
12/31/25	ALEE	Revise customer programs order and update COC re: same	B001	0.40	258.00
12/31/25	BOLIV	Draft email re service of first day orders, motions and omnibus notice of final hearing	B001	0.30	120.00
12/31/25	BOLIV	Finalize for filing and coordinate service of certification of counsel re customer programs interim order; upload order	B001	0.40	160.00
12/31/25	BOLIV	Finalize for filing and coordinate service of omnibus notice of first day motions and final hearing	B001	0.20	80.00
12/31/25	BOLIV	Draft certification of counsel regarding revised proposed customer programs interim order	B001	0.40	160.00
12/31/25	BOLIV	Review and evaluate incoming pleadings and correspondence for distribution to co-counsel	B001	0.10	40.00
12/30/25	AFARI	Review UST comments to first day pleadings (.5); review modifications to first day orders proposed by A. Lee and B. Gaffney (.7); e-mails with B. Hackman re: same (.3)	B002	1.50	1,230.00
12/30/25	ALEE	Prepare for first day hearing (3.3); correspondence with YCST team re: same (.6); analyze comments to first day orders from U.S. Trustee, update first day orders, and correspond with U.S. Trustee re: same (3.1); draft notice of blacklines re: same (.4)	B002	7.40	4,773.00
12/30/25	BGAFF	Review First Day Motions and prepare for First Day Hearing	B002	2.40	1,440.00
12/30/25	BOLIV	Update draft combined agenda and notice of first day hearing	B002	0.40	160.00
12/30/25	BOLIV	Prepare e-binder for December 31, 2025 first day hearing	B002	0.20	80.00
12/30/25	EJUST	Review precedent and first day materials and prepare for first day hearing	B002	4.70	4,841.00
12/30/25	EJUST	Review court chambers procedures; coordinate filing of orders	B002	0.10	103.00
12/30/25	MNEST	Review issues in preparation for hearing on 1/31/25 (inclusive of emails/conferences with YCST/Meru/Company)	B002	1.20	1,860.00

Food52, Inc.

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
12/30/25	THANN	Assist in preparation of materials and hearing binders re: December 31, 2025 first day hearing	B002	2.40	960.00
12/31/25	AFARI	Prepare for and participate in first day hearing	B002	4.30	3,526.00
12/31/25	ALEE	Prepare for and attend first day hearing	B002	4.40	2,838.00
12/31/25	BGAFF	Prepare for and attend First Day Hearing	B002	3.50	2,100.00
12/31/25	BOLIV	Assist in preparation of hearing materials for December 31, 2025 first day hearing	B002	2.40	960.00
12/31/25	BOLIV	Draft amended agenda for December 31, 2025 first day hearing	B002	0.30	120.00
12/31/25	BOLIV	Finalize for filing and coordinate service of amended agenda for December 31, 2025 first day hearing	B002	0.30	120.00
12/31/25	DLASK	Update notice of entry of interim orders and final hearing	B002	0.40	164.00
12/31/25	DLASK	Assemble pleadings, assist preparation for first day hearing	B002	0.70	287.00
12/31/25	EJUST	Prepare for and attend first day hearing	B002	4.90	5,047.00
12/31/25	EJUST	Review and revise first day orders; coordinate submission; review and finalize notice of entry of same and coordinate filing	B002	1.60	1,648.00
12/31/25	JDIVE	Prepare for First Day Hearing - review and revise proposed orders, prepare agenda notice, prepare binders	B002	1.90	1,111.50
12/31/25	JDIVE	Attend First Day hearing re: all First Day Motions; email B. Olivere approved interim orders throughout hearing	B002	1.40	819.00
12/31/25	KCOYL	Prepare for (2.0) and attend first day hearing, includes time waiting to be heard (1.5)	B002	3.50	4,147.50
12/31/25	MNEST	Represent Client at first day hearing	B002	1.40	2,170.00
12/31/25	MNEST	Prepare for first day hearing and meeting with advisors/client	B002	2.30	3,565.00
12/30/25	ALEE	Draft notice of redline re: DIP order and update for filing	B003	0.50	322.50
12/30/25	BGAFF	Draft Justison Declaration re: Interim DIP Order	B003	0.50	300.00
12/30/25	BOLIV	Finalize for filing and coordinate service of notice of filing or blackline of revised interim DIP order	B003	0.30	120.00

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
12/30/25	EJUST	Review and finalize DIP order for filing	B003	0.40	412.00
12/30/25	KCOYL	Work with client team re: Avid bank payoff and review of declaration re: same	B003	1.10	1,303.50
12/30/25	KCOYL	Work with client team re: DIP issues in advance of first day hearing, resolution/response to UST comments and review of revised interim DIP order	B003	2.20	2,607.00
12/30/25	MNEST	Review DIP term sheet/motion	B003	1.30	2,015.00
12/31/25	ALEE	Update COC re: DIP order	B003	0.20	129.00
12/31/25	BOLIV	Finalize for filing and coordinate service of certification of counsel re interim DIP order; upload proposed order and exhibits	B003	0.40	160.00
12/31/25	BOLIV	Draft certification of counsel re further revised proposed DIP interim order	B003	0.50	200.00
12/31/25	BOLIV	Finalize for filing and coordinate service of declaration of E. Justison in support of DIP motion	B003	0.30	120.00
12/31/25	EJUST	Email H. Robinson re: payment of Avid claim	B003	0.10	103.00
12/31/25	BOLIV	Draft notice re first omnibus rejection motion	B005	0.30	120.00
12/31/25	DLASK	Finalize for filing and coordinate service of notice of omnibus rejection motion	B005	0.30	123.00
12/31/25	KCOYL	Work with client team re: rejection of contract issues	B005	0.30	355.50
12/29/25	CRUSH	Email M. Nestor, K. Hammond Coyle, E. Justison, L. McCrery, A. Faris, E. Cowan, A. Zelko, B. Saunders, E. Badan, H. Robinson, J. Langdon, C. Rayburn, L. Marcero, A. Lee, W. Chipman, S. Saleem, L. Meisch, J. Frizzley, S. McCartney, K. Bostel, J. Sullivan, and A. Cohen re: APA, DIP, filing, board meeting, and schedules	B006	1.00	780.00
12/29/25	CRUSH	Calls with E. Justison, M. Nestor, K. Hammond Coyle, L. McCrery, B. Saunders, J. Sullivan, W. Chipman, C. Rayburn, S. Bissell, S. Saleem, L. Meisch, and A. Faris re: APA, DIP, tax and filing	B006	1.10	858.00
12/29/25	CRUSH	Analyze APA re: stalking horse	B006	1.60	1,248.00
12/29/25	CRUSH	Compile APA re: executing stalking horse APA	B006	0.40	312.00

Food52, Inc.

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
12/29/25	CRUSH	Draft disclosure schedules and analyze underlying documents re: APA	B006	9.40	7,332.00
12/30/25	AFARI	Draft de minimis asset sale procedures motion	B006	2.30	1,886.00
12/30/25	CRUSH	Email E. Justison, L. McCrery, M. Nestor, K. Hammond Coyle, R. Cowden, L. Marcero, A. Faris, B. Saunder, A. Lee, W. Chipman, S. Saleem, S. Bissell, L. Meisch, E. Cowan, A. Zelko, J. Langdon., and Y. Sun re: filing, APA, and NDAs	B006	0.20	156.00
12/30/25	CRUSH	Organize case file re: APA	B006	0.30	234.00
12/30/25	EJUST	Email Debtor advisors re: sale and case strategy	B006	0.10	103.00
12/30/25	JDIVE	Legal research re: de minimis asset sales (1.5); email findings re: same to A. Faris (.1)	B006	1.60	936.00
12/30/25	JHUGH	Calls and emails with L. McCrery re: background questions on filings for company	B006	0.70	1,155.00
12/30/25	KCOYL	Work with client team re: sale timeline and requests from UST	B006	0.40	474.00
12/30/25	LMCCR	Correspondence with YCST team and Core Advisors team re NDAs	B006	0.10	97.50
12/30/25	MNEST	Review final form of APA/schedules/motion	B006	1.40	2,170.00
12/31/25	AFARI	Review and finalize de minimis asset sale procedures motion	B006	1.20	984.00
12/31/25	BOLIV	Draft notice re de minimis asset sale motion	B006	0.30	120.00
12/31/25	CRUSH	Analyze form NDA re: bidders	B006	1.90	1,482.00
12/31/25	DLASK	Finalize for filing and coordinate service of motion approve procedures for de minimis asset sales	B006	0.40	164.00
12/31/25	JDIVE	Review and revise motion re: de minimis asset sale motion	B006	1.20	702.00
12/31/25	JDIVE	Further review and revisions re: de minimis asset sale motion (.7); email to A. Faris with comments re: same (.1)	B006	0.80	468.00
12/31/25	KCOYL	Work with client team re: preparation for sales process and overview of same	B006	0.80	948.00
12/31/25	KCOYL	Correspondence from potential bidders re: sale of assets	B006	0.20	237.00

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
12/31/25	LMCCR	Correspondence with YCST team re exclusivity restrictions concerning potential bidders	B006	0.20	195.00
12/31/25	LMCCR	Correspondence with YCST team and B. Saunders re NDA comments	B006	0.20	195.00
12/31/25	LMCCR	Review/revise draft NDA	B006	0.10	97.50
12/30/25	EJUST	Call with E. Badan and Meru and YCST teams re: case status and immediate action items	B008	0.50	515.00
12/30/25	MNEST	Call with Company and advisors re prep and filing/go forward issues	B008	0.50	775.00
12/31/25	MNEST	Meeting with client/advisors after first day hearing re: go-forward timing/strategy	B008	0.80	1,240.00
12/30/25	JDIVE	Incorporate A. Lee comments re: suggestion of bankruptcy	B009	0.20	117.00
12/30/25	JDIVE	Incorporate comments re: suggestion of Bankruptcy (.9); email to A. Faris and A. Lee for sign off (.1)	B009	1.00	585.00
12/30/25	ALEE	Analyze and update suggestion of bankruptcy	B011	0.20	129.00
12/30/25	EJUST	Prepare for and attend employee 101 session	B015	0.80	824.00
12/30/25	KCOYL	Work with client team re: Union demand to bargain	B015	0.50	592.50
12/31/25	EJUST	Email Meru team re: payroll	B015	0.10	103.00
12/30/25	BOLIV	Finalize for filing and coordinate service of notice of filing of blackline of interim order to retain Verita	B017	0.20	80.00
12/30/25	JDIVE	Receive and incorporate UST comments re: 156(c) retention app (.5); email correspondence with Verita re: same (.2)	B017	0.70	409.50
12/30/25	JDIVE	Draft notice of revised proposed order re: 156(c) retention app	B017	0.50	292.50
12/30/25	BGAFF	Draft suggestion of bankruptcy re: Form Portfolios LLC Litigation	B190	0.70	420.00
Total				122.50	\$99,327.50

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Timekeeper Summary

<u>Initials</u>	<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ALEE	Andrew M. Lee	Associate	14.50	645.00	9,352.50
BOLIV	Beth A. Olivere	Paralegal	15.20	400.00	6,080.00
BGAFF	Bryna M. Gaffney	Associate	9.30	600.00	5,580.00
CRUSH	Craig E. Rushmore	Associate	15.90	780.00	12,402.00
DLASK	Debbie Laskin	Paralegal	2.20	410.00	902.00
EJUST	Elizabeth S. Justison	Partner	21.10	1,030.00	21,733.00
THANN	Hubert T. Hannagan, III	Paralegal	2.40	400.00	960.00
JDIVE	James C. Diver	Associate	12.30	585.00	7,195.50
JHUGH	James P. Hughes	Partner	0.70	1,650.00	1,155.00
KCOYL	Kara Hammond Coyle	Partner	9.00	1,185.00	10,665.00
KLUON	Karen Luongo	Paralegal	0.30	380.00	114.00
LMCCR	Lauren McCrery	Associate	0.70	975.00	682.50
MNEST	Michael R. Nestor	Partner	9.60	1,550.00	14,880.00
AFARI	S. Alexander Faris	Associate	9.30	820.00	7,626.00
Total			122.50		\$99,327.50

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Task Summary**Task Code: B001****Case Administration**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Elizabeth S. Justison	Partner	7.80	1,030.00	8,034.00
Michael R. Nestor	Partner	0.70	1,550.00	1,085.00
Andrew M. Lee	Associate	1.80	645.00	1,161.00
Brynna M. Gaffney	Associate	2.20	600.00	1,320.00
James C. Diver	Associate	3.00	585.00	1,755.00
Lauren McCrery	Associate	0.10	975.00	97.50
Beth A. Olivere	Paralegal	9.30	400.00	3,720.00
Debbie Laskin	Paralegal	0.40	410.00	164.00
Karen Luongo	Paralegal	0.30	380.00	114.00
Total		25.60		17,450.50

Task Code: B002**Court Hearings**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Elizabeth S. Justison	Partner	11.30	1,030.00	11,639.00
Kara Hammond Coyle	Partner	3.50	1,185.00	4,147.50
Michael R. Nestor	Partner	4.90	1,550.00	7,595.00
Andrew M. Lee	Associate	11.80	645.00	7,611.00
Brynna M. Gaffney	Associate	5.90	600.00	3,540.00
James C. Diver	Associate	3.30	585.00	1,930.50
S. Alexander Faris	Associate	5.80	820.00	4,756.00
Beth A. Olivere	Paralegal	3.60	400.00	1,440.00
Debbie Laskin	Paralegal	1.10	410.00	451.00
Hubert T. Hannagan, III	Paralegal	2.40	400.00	960.00
Total		53.60		44,070.00

Task Code: B003**Cash Collateral/DIP Financing**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Elizabeth S. Justison	Partner	0.50	1,030.00	515.00
Kara Hammond Coyle	Partner	3.30	1,185.00	3,910.50
Michael R. Nestor	Partner	1.30	1,550.00	2,015.00
Andrew M. Lee	Associate	0.70	645.00	451.50
Brynna M. Gaffney	Associate	0.50	600.00	300.00
Beth A. Olivere	Paralegal	1.50	400.00	600.00
Total		7.80		7,792.00

Task Code: B005**Lease/Executory Contract Issues**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kara Hammond Coyle	Partner	0.30	1,185.00	355.50
Beth A. Olivere	Paralegal	0.30	400.00	120.00
Debbie Laskin	Paralegal	0.30	410.00	123.00
Total		0.90		598.50

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Task Code:B006**Use, Sale or Lease of Property (363 issues)**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Elizabeth S. Justison	Partner	0.10	1,030.00	103.00
James P. Hughes	Partner	0.70	1,650.00	1,155.00
Kara Hammond Coyle	Partner	1.40	1,185.00	1,659.00
Michael R. Nestor	Partner	1.40	1,550.00	2,170.00
Craig E. Rushmore	Associate	15.90	780.00	12,402.00
James C. Diver	Associate	3.60	585.00	2,106.00
Lauren McCrery	Associate	0.60	975.00	585.00
S. Alexander Faris	Associate	3.50	820.00	2,870.00
Beth A. Olivere	Paralegal	0.30	400.00	120.00
Debbie Laskin	Paralegal	0.40	410.00	164.00
Total		27.90		23,334.00

Task Code:B008**Meetings**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Elizabeth S. Justison	Partner	0.50	1,030.00	515.00
Michael R. Nestor	Partner	1.30	1,550.00	2,015.00
Total		1.80		2,530.00

Task Code:B009**Stay Relief Matters**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
James C. Diver	Associate	1.20	585.00	702.00
Total		1.20		702.00

Task Code:B011**Other Adversary Proceedings**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Andrew M. Lee	Associate	0.20	645.00	129.00
Total		0.20		129.00

Task Code:B015**Employee Matters**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Elizabeth S. Justison	Partner	0.90	1,030.00	927.00
Kara Hammond Coyle	Partner	0.50	1,185.00	592.50
Total		1.40		1,519.50

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Task Code: B017

Retention of Professionals/Fee Issues

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
James C. Diver	Associate	1.20	585.00	702.00
Beth A. Olivere	Paralegal	0.20	400.00	80.00
Total		1.40		782.00

Task Code: B190

Other Contested Matters

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bryinna M. Gaffney	Associate	0.70	600.00	420.00
Total		0.70		420.00

EXHIBIT B

Food52, Inc.

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Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
12/29/25	Color Photocopy Charges Duplication	1.00	0.80
12/29/25	Color Photocopy Charges Duplication	1.00	0.80
12/29/25	Photocopy Charges Duplication	17.00	1.70
12/29/25	Color Photocopy Charges Duplication	3.00	2.40
12/29/25	Color Photocopy Charges Duplication	7.00	5.60
12/29/25	Photocopy Charges Duplication	35.00	3.50
12/29/25	Photocopy Charges Duplication	6.00	0.60
12/29/25	Color Photocopy Charges Duplication	1.00	0.80
12/29/25	Photocopy Charges Duplication	35.00	3.50
12/29/25	Photocopy Charges Duplication	28.00	2.80
12/29/25	Color Photocopy Charges Duplication	7.00	5.60
12/29/25	Photocopy Charges Duplication	20.00	2.00
12/29/25	Color Photocopy Charges Duplication	55.00	44.00
12/29/25	Color Photocopy Charges Duplication	1.00	0.80
12/29/25	Photocopy Charges Duplication	26.00	2.60
12/29/25	Photocopy Charges Duplication	14.00	1.40
12/29/25	Color Photocopy Charges Duplication	5.00	4.00
12/29/25	Color Photocopy Charges Duplication	1.00	0.80
12/29/25	Photocopy Charges Duplication	20.00	2.00
12/29/25	Photocopy Charges Duplication	31.00	3.10
12/29/25	Photocopy Charges Duplication	21.00	2.10
12/29/25	Photocopy Charges Duplication	31.00	3.10
12/29/25	Color Photocopy Charges Duplication	2.00	1.60
12/29/25	Color Photocopy Charges Duplication	1.00	0.80
12/30/25	Duplication	8.00	0.80
12/30/25	Duplication	105.00	10.50
12/30/25	Duplication	108.00	10.80
12/30/25	Duplication	11.00	1.10
12/30/25	Duplication	66.00	6.60
12/30/25	Duplication	130.00	13.00
12/30/25	Duplication	224.00	22.40
12/30/25	Photocopy Charges Duplication	28.00	2.80
12/30/25	Duplication	63.00	6.30
12/30/25	Duplication	252.00	25.20
12/30/25	Duplication	126.00	12.60
12/30/25	Duplication	294.00	29.40
12/30/25	Duplication	18.00	1.80
12/30/25	Duplication	63.00	6.30

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<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
12/30/25	Duplication	84.00	8.40
12/30/25	Duplication	32.00	3.20
12/30/25	Duplication	96.00	9.60
12/30/25	Duplication	777.00	77.70
12/30/25	Docket Retrieval / Search Docket Report	3.00	0.30
12/30/25	Duplication	21.00	2.10
12/30/25	Duplication	16.00	1.60
12/30/25	Duplication	63.00	6.30
12/30/25	Duplication	35.00	3.50
12/30/25	Duplication	333.00	33.30
12/30/25	Duplication	126.00	12.60
12/30/25	Duplication	154.00	15.40
12/30/25	Parcels, Inc. - YCST	1.00	30.00
12/30/25	Docket Retrieval / Search Docket Report	3.00	0.30
12/30/25	Duplication	54.00	5.40
12/30/25	Duplication	6.00	0.60
12/30/25	Parcels, Inc. - YCST	1.00	30.00
12/31/25	Photocopy Charges Duplication	129.00	12.90
12/31/25	Photocopy Charges Duplication	54.00	5.40
12/31/25	Photocopy Charges Duplication	60.00	6.00
12/31/25	Photocopy Charges Duplication	5.00	0.50
12/31/25	Photocopy Charges Duplication	120.00	12.00
12/31/25	Photocopy Charges Duplication	50.00	5.00
12/31/25	Docket Retrieval / Search Docket Report	5.00	0.50
12/31/25	Photocopy Charges Duplication	1,290.00	129.00
12/31/25	Docket Retrieval / Search Docket Report	5.00	0.50
12/31/25	Photocopy Charges Duplication	6.00	0.60
12/31/25	Parcels, Inc. - Judge Silverstein's Courtroom #2	1.00	125.00
12/31/25	Parcels, Inc. - YCST	1.00	125.00
12/31/25	Parcels, Inc. - YCST	1.00	30.00
12/31/25	Photocopy Charges Duplication	1,290.00	129.00
12/31/25	Docket Retrieval / Search Image	4.00	0.40
12/31/25	Photocopy Charges Duplication	160.00	16.00
12/31/25	Docket Retrieval / Search Docket Report	5.00	0.50
12/31/25	Photocopy Charges Duplication	6.00	0.60
12/31/25	Photocopy Charges Duplication	40.00	4.00
12/31/25	Photocopy Charges Duplication	6.00	0.60
12/31/25	Docket Retrieval / Search Docket Report	5.00	0.50
12/31/25	Docket Retrieval / Search Docket Report	4.00	0.40

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<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
12/31/25	Photocopy Charges Duplication	120.00	12.00
12/31/25	Photocopy Charges Duplication	6.00	0.60
12/31/25	Photocopy Charges Duplication	7.00	0.70
12/31/25	Photocopy Charges Duplication	50.00	5.00
12/31/25	Photocopy Charges Duplication	160.00	16.00
12/31/25	Photocopy Charges Duplication	130.00	13.00
12/31/25	Photocopy Charges Duplication	7.00	0.70
12/31/25	Docket Retrieval / Search Docket Report	5.00	0.50
12/31/25	Docket Retrieval / Search Docket Report	5.00	0.50
12/31/25	Docket Retrieval / Search Docket Report	5.00	0.50
12/31/25	Photocopy Charges Duplication	21.00	2.10
12/31/25	Docket Retrieval / Search Docket Report	4.00	0.40
12/31/25	Photocopy Charges Duplication	270.00	27.00
12/31/25	Photocopy Charges Duplication	130.00	13.00
12/31/25	Photocopy Charges Duplication	110.00	11.00
Total			\$1,193.70

Cost Summary

<u>Description</u>	<u>Amount</u>
Delivery / Courier	340.00
Docket Retrieval / Search	5.30
Reproduction Charges	848.40
Total	
	\$1,193.70