

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

In re:

FRIENDLY ICE CREAM CORPORATION., *et al.*,¹

Debtors.

)

) Chapter 11

) Case No. 11-13167 (KG)

) Jointly Administered

)

) **Hearing Date:** November 23, 2011 at 2:00 p.m. (ET)

) **Objection Deadline:** November 16, 2011 at 4:00 p.m. (ET)

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF FRIENDLY ICE CREAM CORPORATION, ET AL. TO
RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUER & FELD LLP
AS CO-COUNSEL, NUNC PRO TUNC TO OCTOBER 12, 2011**

The Official Committee of Unsecured Creditors (the “Committee”) of Friendly Ice Cream Corporation, et al. (collectively, the “Debtors”) seeks entry of an order pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) authorizing the Committee to retain and employ Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as its co-counsel² in connection with the Debtors’ chapter 11 cases, nunc pro tunc to October 12, 2011. In support of this Application, the Committee respectfully represents as follows:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Friendly Ice Cream Corporation (3130); Friendly’s Restaurant Franchise, LLC (3693); Friendly’s Realty I, LLC (2580); Friendly’s Realty II, LLC (2581); and Friendly’s Realty III, LLC (2583). The location of the Debtors’ corporate headquarters and the Debtors’ service address is: 1855 Boston Road, Wilbraham, MA 01095.

² The Committee also will be seeking to retain Blank Rome LLP as its co-counsel in these chapter 11 cases.

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. This Application is a core proceeding pursuant to 28 U.S.C. § 157(b). The predicates for the relief requested in herein are Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rule 2014 and Local Rule 2014-1.

BACKGROUND

2. On October 5, 2011 (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Since the Petition Date, the Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. On October 6, 2011, the Court entered an order for the joint administration of these cases for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

3. On October 12, 2011 (the “Committee Formation Date”), pursuant to Bankruptcy Code section 1102, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Committee. The Committee currently consists of seven members.³ On the Committee Formation Date, pursuant to Bankruptcy Code section 1103(a), the Committee selected Akin Gump to serve as co-counsel to the Committee.⁴

RELIEF REQUESTED

4. The Committee seeks to employ and retain Akin Gump as its co-counsel, pursuant to Bankruptcy Code sections 328(a) and 1103(a), effective as of October 12, 2011.

³ The Committee is currently comprised of the following entities: FM Facility Maintenance LLC; The Bank of New York Mellon; Pension Benefit Guaranty Corporation; GGP Limited Partnership; KSL Media, Inc; The Coca-Cola Company; and Realty Income Corporation.

RETENTION OF AKIN GUMP

5. The Committee respectfully submits that it is necessary and appropriate for it to retain and employ Akin Gump to, among other things:

- (a) advise the Committee with respect to its rights, duties and powers in these chapter 11 cases;
- (b) assist and advise the Committee in its consultations with the Debtors relative to the administration of these chapter 11 cases;
- (c) assist the Committee in analyzing the claims of the Debtors' creditors and the Debtors' capital structure and in negotiating with holders of claims and equity interests;
- (d) assist the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and of the operation of the Debtors' businesses;
- (e) assist the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the assumption or rejection of certain leases of non-residential real property and executory contracts, asset dispositions, financing or other transactions and the terms of one or more plans of reorganization or liquidation for the Debtors and accompanying disclosure statements and related plan documents;
- (f) assist and advise the Committee as to its communications to the general creditor body regarding significant matters in these chapter 11 cases;
- (g) represent the Committee at all hearings and other proceedings before this Court and other courts;
- (h) review and analyze motions, applications, orders, statements, operating reports and schedules filed with the Court and advise the Committee as to their propriety and, to the extent deemed appropriate by the Committee, support, join or object thereto, as applicable;
- (i) advise and assist the Committee with respect to any legislative, regulatory or governmental activities;
- (j) assist the Committee in preparing pleadings and applications as may be necessary in furtherance of the Committee's interests and objectives;

⁴ On October 14, 2011, the Committee selected FTI Consulting to serve as the Committee's financial advisor. The Committee will shortly file a separate application to retain FTI Consulting.

- (k) assist the Committee in its review and analysis of all of the Debtors' various agreements;
- (l) prepare, on behalf of the Committee, any pleadings, including without limitation, statements, motions, applications, memoranda, adversary complaints, objections or comments in connection with any matter related to the Debtors or these chapter 11 cases;
- (m) investigate and analyze any claims against the Debtors' non-debtor affiliates; and
- (n) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code, Bankruptcy Rules or other applicable law.

6. The Committee believes that Akin Gump possesses extensive knowledge and expertise in the areas of law relevant to these chapter 11 cases, and that Akin Gump is well-qualified to represent the Committee in these chapter 11 cases. In selecting counsel, the Committee sought attorneys with considerable experience in representing unsecured creditors' committees in chapter 11 reorganization cases and other debt restructurings. Akin Gump has such experience, as Akin Gump is currently representing and has represented official creditors' committees in many significant chapter 11 reorganizations, including the following chapter 11 cases: *In re Allegiance Telecom, Inc.*; *In re American Commercial Lines LLC*; *In re ATA Holdings Corp.*; *In re Calpine Corporation*; *In re Chemtura Corporation*; *In re Delta Air Lines, Inc.*; *In re Eagle Geophysical, Inc.*; *In re Exide Technologies, Inc.*; *In re General Growth Properties, Inc.*; *In re Globalstar, LP*; *In re Kaiser Aluminum Corporation*; *In re Kimball Hill, Inc.*; *In re Loral Space & Communications Ltd.*; *In re Majestic Star Casino, LLC*; *In re Nortel Networks, Inc.*; *In re Pegasus Satellite Television, Inc.*; *In re Pierre Foods, Inc.*; *In re Propex Inc.*; *In re Quebecor World (USA) Inc.*; *In re Solutia Inc.*; *In re TOUSA, Inc.*; *In re Tower Automotive, Inc.*; *In re Washington Mutual, Inc.*; and *In re WorldCom, Inc.*

7. Because of the extensive legal services that may be necessary in these chapter 11 cases, and the fact that the full nature and extent of such services are not known at this time, the Committee believes that the employment of Akin Gump to provide the services described above and such other services as may be necessary for the Committee to acquit its obligations to the Debtors' unsecured creditor constituency is appropriate and in the best interests of the Debtors' estates and their creditors.

8. The Committee requests that all fees and related costs and expenses incurred by the Committee on account of services rendered by Akin Gump in these cases be paid as administrative expenses of the estates pursuant to Bankruptcy Code sections 328, 330(a), 331, 503(b) and 507(a)(2). Subject to this Court's approval, Akin Gump will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered, subject to Bankruptcy Code sections 328(a) and 330. The current hourly rates charged by Akin Gump for professionals and paraprofessionals employed in its offices are provided below:

<u>Billing Category</u>	<u>Range</u>
Partners	\$500 - \$1,200
Senior Counsel and Counsel	\$415- \$850
Associates	\$335 - \$625
Paraprofessionals	\$125 - \$310

9. These hourly rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions. Akin Gump will maintain detailed records of actual and necessary costs and expenses incurred in connection with the legal services described above. Akin Gump reserves its right to file an application for an allowance of an enhanced fee award at the end of this proceeding, subject to the discretion of the Committee.

10. The names, positions and current hourly rates of the Akin Gump attorneys currently expected to have primary responsibility for providing services to the Committee are as follows: Daniel H. Golden (Partner – Financial Restructuring Department) - \$990/hour; Philip C. Dublin (Partner – Financial Restructuring Department) - \$790/hour; Abid Qureshi (Partner - Financial Restructuring Department) - \$790/hour; Ashleigh L. Blaylock (Associate – Financial Restructuring Department) - \$550/hour; and Kristine G. Manoukian (Associate – Financial Restructuring Department) - \$510/hour. In addition to the financial restructuring lawyers named above, it will be necessary, during the course of these cases, for other Akin Gump professionals in other legal disciplines to provide services to the Committee.

11. Upon information and belief, Akin Gump does not represent and does not hold any interest adverse to the Debtors' estates or their creditors in the matters upon which Akin Gump is to be engaged, except to the extent set forth in the declaration of Philip C. Dublin, attached hereto as Exhibit A. However, Akin Gump is a large firm with a national and international practice and may represent or may have represented certain of the Debtors' creditors, equity holders, related parties or other parties in interest in matters unrelated to these cases.

NOTICE

12. Notice of this Application has been given to the following parties or, in lieu thereof, to their counsel, if known: (a) the Debtors; (b) the Office of the United States Trustee for the District of Delaware; (c) counsel to the agent for the Debtors' prepetition secured lenders and the agent for the Debtors' postpetition debtor-in-possession financing facility; (d) the indenture trustee for the Debtors' prepetition unsecured notes; and (e) all entities that have filed a request for service of filings in these chapter 11 cases pursuant to Bankruptcy Rule 2002. The

Committee submits that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Committee requests that the Court (a) enter an order, substantially in the form annexed hereto as Exhibit B, authorizing the Committee to retain Akin Gump as its co-counsel in these cases, nunc pro tunc to October 12, 2011, and (b) provide the Committee such other and further relief as the Court may deem just, proper and equitable.

November 2, 2011

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF FRIENDLY ICE CREAM
CORPORATION, ET AL.**

The Coca-Cola Company
By: A , solely in its capacity as Co-Chair of
the Committee and not in its individual capacity¹

By: *William Kaye*
Name: William Kaye
Title: Representative

¹ Except as otherwise provided in this application, I have made the statements herein on information and belief and in reliance on statements made to me by the Committee and its professionals.

In re:)
) Chapter 11
FRIENDLY ICE CREAM CORPORATION, *et al.*,¹) Case No. 11-13167 (KG)
) Jointly Administered
Debtors.)
)
) **Hearing Date:** November 23, 2011 at 2:00 p.m. (ET)
) **Objection Deadline:** November 16, 2011 at 4:00 p.m. (ET)

PLEASE TAKE NOTICE that on November 4, 2011, the Official Committee of Unsecured Creditors of Friendly Ice Cream Corporation, et al. filed the attached **Application of the Official Committee of Unsecured Creditors of Friendly Ice Cream Corporation, et al. to Retain and Employ Akin Gump Strauss Hauer & Feld LLP as Co-Counsel, *Nunc Pro Tunc* to October 12, 2011** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

Any responses or objections to the Application must be filed with the Bankruptcy Court in accordance with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and served upon the undersigned counsel on or before **November 16, 2011 at 4:00 p.m. (ET)**.

137819.01600/40198314v.1

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

IN THE EVENT THAT ANY OBJECTION OR RESPONSE IS FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING ON THE APPLICATION WILL BE HELD BEFORE THE HONORABLE KEVIN GROSS AT THE BANKRUPTCY COURT ON **NOVEMBER 23, 2011 AT 2:00 P.M. (ET).**

Dated: November 4, 2011
Wilmington, Delaware

Respectfully submitted,

BLANK ROME LLP

/s/ Stanley B. Tarr
David W. Carickhoff (DE No. 3715)
Stanley B. Tarr (DE No. 5535)
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Wilmington, DE 19801-4226
Tel: (302) 425-6400
Fax: (302) 425-6464
Email: carickhoff@blankrome.com
Email: tarr@blankrome.com

-and-

Daniel H. Golden, Esquire
Philip C. Dublin, Esquire
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
New York, NY 10036
Tel: (212) 872-1000
Fax: (212) 872-1002
Email: dgolden@akingump.com
Email: pdublin@akingump.com

*Proposed Co-Counsel to the Official Committee of
Unsecured Creditors of Friendly Ice Cream
Corporation, et al.*

EXHIBIT A

Declaration of Philip C. Dublin

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

In re:

FRIENDLY ICE CREAM CORPORATION., *et al.*,¹

Debtors.

)
) Chapter 11
) Case No. 11-13167 (KG)
) Jointly Administered
)
)
)

DECLARATION OF PHILIP C. DUBLIN

Under 28 U.S.C. § 1746, I, **PHILIP C. DUBLIN**, declare as follows under penalty of perjury:

1. I am an attorney at law admitted to practice before the state court of New York and the United States District Courts for the Eastern and Southern Districts of New York. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), which firm maintains offices at One Bryant Park, New York, New York 10036.

2. I am familiar with the matters set forth herein and make this declaration (the "Declaration") in support of the application (the "Application"), pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), of the Official Committee of Unsecured Creditors (the "Committee") of Friendly Ice Cream Corporation ("Friendly's") and certain of its direct and indirect subsidiaries (collectively with Friendly's, the "Debtors") seeking

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Friendly Ice Cream Corporation (3130); Friendly's Restaurant Franchise, LLC (3693); Friendly's Realty I, LLC (2580); Friendly's Realty II, LLC (2581); and Friendly's Realty III, LLC (2583). The location of the Debtors' corporate headquarters and the Debtors' service address is: 1855 Boston Road, Wilbraham, MA 01095.

authorization to retain and employ Akin Gump, nunc pro tunc to October 12, 2011, as co-counsel² to the Committee.

3. On October 12, 2011 (the “Committee Formation Date”), the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Committee pursuant to Bankruptcy Code section 1102. The Committee currently consists of seven members: FM Realty Maintenance LLC; The Bank of New York Mellon (“BNY”); Pension Benefit Guaranty Corporation (“PBGC”); GGP Limited Partnership; KSL Media, Inc.; The Coca-Cola Company (“Coca-Cola”); and Realty Income Corporation. On the Committee Formation Date, the Committee selected Akin Gump to serve as co-counsel to the Committee pursuant to Bankruptcy Code section 1103(a).

4. I am not, nor is Akin Gump, an insider of the Debtors. Except as set forth below, neither Akin Gump nor I hold directly any claim, debt or equity security of the Debtors.

5. To the best of my knowledge and information, no member of Akin Gump has been, within two years from the date of the filing of the Debtors’ petitions, a director, officer or employee of the Debtors as specified in Bankruptcy Code section 101(14)(B).

6. Akin Gump does not have an interest materially adverse to the interests of the Debtors’ estates or of any class of creditors or equity security holders of the Debtors, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, as specified in Bankruptcy Code section 101(14)(C), or for any other reason.

7. Akin Gump does not currently represent the Debtors or, to the best of my knowledge and information, any of their related parties, affiliates, partners, or subsidiaries, and Akin Gump will not undertake the representation of the Debtors or related entities during this

² The Committee also will be seeking to retain Blank Rome LLP as its co-counsel in these chapter 11 cases.

engagement. Moreover, Akin Gump will not undertake the representation of any party other than the Committee in connection with the Debtors' chapter 11 cases.

8. To the best of my knowledge and information, Akin Gump neither holds nor represents any interest adverse to the Committee, the Debtors, their creditors, or other parties in interest or their respective attorneys in these chapter 11 cases. Based upon information available to me, I believe that Akin Gump is a "disinterested person" within the meaning of the Bankruptcy Code.

9. In preparing this Declaration, through my colleagues, I submitted to Akin Gump's computerized client and conflict database (the "Conflict Database") the names set forth in a list of parties identified in the Debtors' application to retain Kirkland & Ellis LLP ("K&E") as counsel to the Debtors (the "K&E Application") and additional parties identified by Akin Gump, which included: (i) current and recent former entities affiliated with the Debtors; (ii) current and recent former non-filing entities affiliated with the Debtors; (iii) current and former directors and officers of the debtors; (iv) banks; (v) bondholders; (vi) equity owners; (vii) franchisees; (viii) insurers; (ix) landlords; (x) letter-of-credit beneficiaries; (xi) professionals; (xii) secured creditors; (xiii) significant customers; (xiv) significant vendors; (xv) surety bondholders; (xvi) taxing authorities; (xvii) top 20 creditors; (xviii) utility providers; (xix) the U.S. Trustee, Judges and Court Contact for the District of Delaware (and Key Staff Members); (xx) parties who have filed a notice of appearance (as of October 27, 2011); and (xxi) members of the Committee and its proposed professionals. A copy of the list of the parties searched by Akin Gump is annexed hereto as Schedule 1 (collectively, the "Searched Parties"). With the exception of sub-categories (xx) and (xxi) listed above, the entities listed in Schedule 1 were identified in the K&E Application.

10. The Conflict Database maintained by Akin Gump is designed to include every matter on which the firm is now and has been engaged, by which entity the firm is now or has been engaged and, in each instance, the identity of related parties and adverse parties and certain of the attorneys in the firm that are knowledgeable about the matter. It is the policy of Akin Gump that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the computer Conflict Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, Akin Gump maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records.

Representation of Parties in Interest³

11. Set forth in Schedule 2 annexed hereto is a listing of those parties from Schedule 1 (Searched Parties) that Akin Gump either (i) currently represents (the “Current Clients”) in matters wholly unrelated to the Debtors’ chapter 11 cases or (ii) has in the past represented in matters wholly unrelated to the Debtors’ chapter 11 cases. In connection with the services to be rendered to the Committee, Akin Gump will not commence a cause of action against any Current Client with respect to the Debtors’ chapter 11 cases, unless Akin Gump receives a waiver from the Current Client allowing Akin Gump to commence such an action. In connection with these chapter 11 cases, to the extent any causes of action are commenced by or against any Current Client, and a waiver letter is not obtained permitting Akin Gump to participate in such action, the Committee will retain conflicts counsel or will rely on co-counsel to represent the interests of the Debtors’ unsecured creditors in such matters.

³ Akin Gump does not act as general counsel to any of the parties in interest or related entities described herein.

12. Set forth in Schedule 3 annexed hereto is a listing of those parties from Schedule 1 (Searched Parties) that are currently, or have in the past been, adverse to clients of Akin Gump in matters wholly unrelated to these chapter 11 cases.

**Connections with Parties Representing 1% or More of
Akin Gump's Revenues for 2009, 2010 or 2011 (through June 30)**

13. At the inception of each engagement for which a declaration is required pursuant to Bankruptcy Rule 2014, Akin Gump reviews the information relating to the parties involved in a bankruptcy case to determine whether any such party, together with its known related entities, were clients of Akin Gump and as a result made payments to Akin Gump for services rendered in calendar years prior to the date of review that in the aggregate for each such party exceeds 1% of Akin Gump's total revenues for such calendar year. In connection with this Declaration, Akin Gump has reviewed similar information for the years 2009, 2010 and 2011 (through June 30).

14. Akin Gump's revenues for services rendered on behalf of the parties in interest identified in Schedule 2 aggregate, with respect to each such party in interest, less than 1% of Akin Gump's annual revenues in each calendar year for 2009, 2010 and 2011 (through June 30) except as noted in the paragraph below.

15. Akin Gump's revenue for services rendered to Jersey Central Power & Light ("JCPL") and Met-Ed, and/or any related parties of such companies⁴ were: (i) approximately 1.01% of Akin Gump's 2009 revenue; approximately 1.57% of Akin Gump's 2010 revenue; and approximately 1.13% of Akin Gump's 2011 revenue (through June 30). Akin Gump's representations of JCPL were in matters unrelated to these Chapter 11 Cases. Akin Gump does not and will not represent JCPL in any matter related to the Chapter 11 Cases and does not believe any conflict in its representation of the Committee and JCPL exists.

⁴ JCPL and Met-Ed are affiliates of First Energy Corporation.

Connections with Members of the Committee and its Proposed Professionals

16. Akin Gump serves as counsel to informal and official committees of creditors in many restructurings and/or chapter 11 cases. Of the current Committee members, BNY, Coca-Cola and PBGC and/or certain related parties of such companies have in the past served and/or currently serve as members of informal and/or official creditors' committees in other cases that are represented by Akin Gump. In addition, certain professionals retained by the Debtors and proposed to be retained by the Committee are involved in many other cases in which Akin Gump serves as counsel to informal and/or official committees.

17. Akin Gump has in the past and currently represents Coca-Cola and FTI Consulting and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases.

18. Akin Gump has in the past represented BNY and PBGC on matters wholly unrelated to the Debtors' chapter 11 cases.

Searched Parties That Currently Serve or Have Served on Informal and/or Official Creditors' Committees Represented By Akin Gump During the Period January 1, 2005 through the Present

19. Set forth in Schedule 4 annexed hereto is a list of those Searched Parties that currently serve or have served on informal and/or official creditors' committees represented by Akin Gump during the period January 1, 2005 through the present. None of the committee representations on Schedule 4 will impair Akin Gump's ability to acquit its obligations to the Committee or the Debtors' unsecured creditor constituency.

Other Connections and General Disclosures

20. Akin Gump may have represented in the past, or in the future represent, entities (other than parties in the attached schedules) not currently known to Akin Gump in matters wholly unrelated to the Debtors' chapter 11 cases who may be parties in interest in these cases.

To the extent that Akin Gump discovers any such information or needs to update the information disclosed herein, Akin Gump will disclose such information by filing a supplemental declaration pursuant to Bankruptcy Rule 2014.

21. In addition, Akin Gump regularly represents official committees of unsecured creditors and ad hoc groups of creditors of companies that are facing financial distress, which financial distress may not have been publicly disclosed. Some of these companies may be vendors or creditors of the Debtors. Akin Gump will only represent such parties in matters wholly unrelated to the Debtors' chapter 11 cases.

22. The Judge presiding over these bankruptcy case, the Honorable Kevin Gross, while a partner at the firm Rosenthal, Monhait Gross & Goddnes, P.A., was co-counsel with Akin Gump in connection with the representation of the Official Committee of Unsecured Creditors of Eagle Geophysical, Inc. and related debtors (the "Eagle Geophysical Case") which was pending in the United States Bankruptcy Court for the District of Delaware. The plan of reorganization in the Eagle Geophysical Case was confirmed on June 28, 2000 and became effective on July 11, 2000. Akin Gump's representation of the committee ended on July 11, 2000. The Eagle Geophysical Case was closed by the bankruptcy court on February 13, 2004.

23. On October 18, 2011, Akin Gump solicited information by firm-wide email from attorneys to determine if any person employed by Akin Gump holds any of the Debtors' debt. To the best of my knowledge and information based on the responses received to the foregoing information request, no member or employee of Akin Gump holds any of the Debtors' debt.

24. None of Akin Gump's representations of creditors or other parties in interest who are involved in these chapter 11 cases comprise a material component of Akin Gump's practice, nor does Akin Gump currently represent such parties on any issue relating to these chapter 11

cases. To the best of my knowledge, the standard articulated by courts of the Third Circuit regarding the appointment of counsel by a creditors' committee has been met by Akin Gump in these cases.

25. Akin Gump is willing to be retained by the Committee as its counsel and will make appropriate applications to this Court for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the United States Bankruptcy Court for the District of Delaware, and any orders of this Court. Akin Gump will bill at its standard hourly rates which currently are \$500-\$1,200 for partners, \$415-\$850 for senior counsel and counsel, \$335-\$625 for associates, and \$125-\$310 for paraprofessionals. The current hourly rates for the Akin Gump professionals with primary responsibility for this matter are:

- (a) Daniel H. Golden (Partner – Financial Restructuring Department), \$990/hour;
- (b) Philip C. Dublin (Partner – Financial Restructuring Department), \$790/hour;
- (c) Abid Qureshi (Partner – Financial Restructuring department), \$790/hour;
- (d) Ashleigh L. Blaylock (Associate – Financial Restructuring Department), \$550/hour; and
- (e) Kristine G. Manoukian (Associate – Financial Restructuring Department), \$510/hour.

The foregoing hourly rates are subject to periodic increase (typically in January of each year) in the normal course of Akin Gump's business. If Akin Gump increases the professional hourly fee rate of any Akin Gump attorney working on this matter to an amount in excess of \$1,000 per hour, Akin Gump shall file a notice of rate increase with the Court. Other attorneys and paraprofessionals will, from time to time, assist in the representation of the Committee in connection with these cases at Akin Gump's standard hourly rates in effect for those personnel. The hourly rates set forth above are Akin Gump's standard hourly rates for work of this nature.

These rates are set at a level designated to compensate Akin Gump fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Akin Gump operates in a complicated, national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance and reputation, the nature of the work involved and other factors. Because the sub-markets for legal services are fragmented and are affected by a variety of individualized and interdependent factors, Akin Gump's rates for certain individual attorneys may vary as a function of the type of matter, geographic factors, the nature of certain long-term client relationships, and various factors, including those enumerated above. Akin Gump specifically reserves its right to file an application for allowance of an enhanced fee award at the end of these cases, subject to the discretion of the Committee.

26. It is Akin Gump's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and facsimile charges, photocopying charges, travel expenses, expenses for "working meals," and computerized research, as well as non-ordinary overhead expenses, such as secretarial overtime. Notwithstanding the foregoing, Akin Gump will seek reimbursement for its expenses pursuant to, among other things, any applicable guidelines established by the Court and the United States Trustee's Office.

27. No agreement exists, nor will any be made, to share any compensation received by Akin Gump for its services with any other person or firm other than members of Akin Gump.

28. For the reasons stated herein, Akin Gump represents no interest adverse to the Debtors, the Debtors' individual creditors or the Committee and, therefore, is capable of fulfilling its duties to the Committee and the unsecured creditors that the Committee represents.

I hereby declare under the penalty of perjury that the foregoing is true and correct.

Executed on November 4, 2011

/s/ Philip C. Dublin
Philip C. Dublin

SCHEDULE 1

PARTIES SEARCHED IN THE CONFLICT DATABASE

Current and Recent Former Entities Affiliated with the Debtors

Freeze Group Holding Corp.
Freeze, LLC
Freeze Operations Holding Corp.
Friendly Ice Cream Corporation
Friendly's Realty I LLC
Friendly's Realty II LLC
Friendly's Realty III LLC
Friendly's Restaurants Franchise, Inc.
Friendly's Restaurants Franchise, LLC
Friendly's®
Friendly's® Express
Friendly's® Family Restaurants
Friendly's® Foodservice

Current and Recent Former Non-Filing Entities Affiliated with the Debtors

GHS Holdings, L.L.C.
H.I.G. Sun Partners, Inc.
Sun Capital Partners IV, LP
Sun Capital Partners, V, L.P.
Sun Freeze Holdings, LP

Current and Recent Former Directors and Officers

Agadi, Harsha V.
Agadi, Harshavardhan V.
Klafter, Melissa
McConvery, Michael J.
Metz, Christopher
Sanchioni, Steven C.
Sawyer, Robert K., Jr.
Skillen, Lynn
Skillen, R. Lynn

Banks

Bank of America
Bath Savings Bank
BB&T
Blue Ball National Bank
CitiBank
Citizens Bank
Citizens Bank-Mid Atlantic
Citizens Bank-New England
Commerce Bank
First National Community
FNB Bank
Harleysville National Bank
Legacy Bank
M&T Bank
PNC Bank
Skylight Financial
Sovereign Bank-Mid Atlantic
Sovereign Bank-New England
Swineford National Bank
TD Bank
US Bank
Wells Fargo Bank
Wrentham Co-op Bank

Bondholders

BNY Mellon, Corporate Finance

Equity Owners

Sun Capital Partners, Inc.

Franchisees

3 Scoops Hospitality Edgewater LLC	J&B Restaurant Partners of Long Island LLC
3 Scoops Hospitality LLC	J&B Restaurant Partners of Massapequa Park LLC
3 Scoops Hospitality Merritt LLC	J&B Restaurant Partners of Middle Island LLC
3 Scoops Hospitality Stone House Square LLC	J&B Restaurant Partners of NJ LLC
3 Scoops Hospitality Westminster LLC	J&B Restaurant Partners of NY LLC
4th Day Hospitality LLC	J&B Restaurant Partners of Shirley LLC
Alexen Corp. Inc.	J&B Restaurant Partners of West Caldwell NJ LLC
Apex Eagle Hospitality Inc.	J&B Restaurant Partners Top Flight Foods LLC
Auxiliary Campus Enterprises & Services Inc. (ACES)	J2F2 Inc.
Auxiliary Services Corp. Inc. (ASC)	J3F3 Inc.
Boynton Beach Ice Cream LLC	JAIAMBAJI Inc.
BR Food 1 LLC	JBGC3F LLC
BR Food 2 LLC	Jefco Restaurants Inc.
BR Food 3 LLC	JEMM Restaurants LLC
BR Food 4 LLC	JMBDF2 LLC
BR Food 6 LLC	JMBIF LLC
BR Food Group Inc.	JMC Restaurant Group Inc.
Brentwood Food Co. Inc.	JP Burlington LLC
COA Foods Inc.	JP Deptford Mall LLC
Coneheads LLC	JP Moorestown LLC
Congress Ice Cream LLC	JP Mt. Holly LLC
D's Rule LLC	JP Wenonah LLC
Frankly Foods Group LLC	JPFI LLC
Frankly Foods of Newton LLC	JPR Foods Inc.
Frankly Foods of Wantage LLC	JY5 Inc.
Friendly Folks Co., The	JY6 LLC
Georgetowne Realty Associates LLC	JY7 LLC
GLG Corp.	JY8 LLC
Haiback Enterprises Inc.	JY9 LLC
Hospitality Restaurants Inc.	Kessler Buffalo LLC
I-Scream The Villages LLC	Kessler Family LLC
J &B Restaurant Partners of Bricktown NJ LLC	Kracke Enterprises Inc.
J&B Restaurant Partners of Copiague LLC	LBJ Restaurant Group LLC
J&B Restaurant Partners of CT LLC	LCP2 LLC
J&B Restaurant Partners of Hampton Bays LLC	Macks Management Co. No. 1 LLC
J&B Restaurant Partners of Hicksville LLC	Macks Management Co. No. 2 LLC
J&B Restaurant Partners of Long Island II LLC	Macks Restaurants Inc.

MRRC Restaurants LLC
Myrtle Beach Friends Boulevard LLC
Myrtle Beach Friends LLC
NL ARK Development LLC
NRT Restaurants Inc.
P A Restaurant Services LLC
Palm Springs Ice Cream LLC
RapPan Restaurants Inc.
Revere Rest. Group Inc.
RRC Restaurants Inc.
Shivshakti Food Inc.
Signature Management LLC
Signature Restaurant of Burke LLC

Signature Restaurant of Catonsville LLC
Signature Restaurant of Crofton LLC
Signature Restaurant of Fredericksburg LLC
Signature Restaurant of Jessup LLC
Signature Restaurant of Williams Street
LLC
Signature Restaurants Inc.
Simpler Thyme Hospitality LLC
SJ Knights Inc.
Stuart Max Inc.
TICC Inc.
WDH Foods Inc.

Insurers

AIG Excess Liability Insurance International Ltd.
Alterity Group LLC
American Insurance Co. (ACE)
Great American Insurance Co. of NY
Illinois National Insurance Co. (AIG) .
Integrated Health Concepts
Lexington Insurance (AIG)
Lloyd's of London
National Union Fire Insurance Co. of Pittsburgh, PA
New Hampshire Insurance Co. (AIG)
Travelers, The
Wells Fargo
XL Specialty Insurance
Zurich American Insurance Co.

Landlords

1062 Main Street LLC
1067 West Baltimore Pike General Partner
Holdings
108 Danbury Road LLC
1775 Washington Street Holdings LLC
1776 Plaza LP
191 Colonie LLC
1983 Commerce LLC
226 Market Realty LLC
307 State Rd Co. LLC
3998 Babcock Street LLC
400 North Park Road Associates
43 Lancaster Pike LLC
55 Wall Street Realty Inc.
66 Holyoke LLC
800 East Main Street LLC
8712 LLC
Abdow, George T.
Abdow, Ronald J.
Adamec, John A.
Adamec, Norine A.
AGK Associates Inc.
AGNL Ice Cream DST
AK Central LP
Alexandria Lumber Co. Inc.
Amalgamated Financial Group IV
Amesbury FFI LLC
Attleboro Inc.
Augusta Plaza Associates LLC
Aviation Mall NewCo LLC
Barnett, Charles R.
Barnett, Susan
Bazan, Michael
Belmont Shoppers Park Inc.
Benenson Investment Co.
Benoit Properties Inc.
Bensalem Holding Co. LP
Bey Lea Joint Venture
BL&GLLC
Blendon Rentals
Bleznak, Donald A.
Bob Evans Farms Inc.

Bolzak, Jerry
Bowen Development Co.
Bowen, E.C.
Bowen, Edmond C.
Brookside (E&A) LLC
Bunker Hill Mall LLC
CA Hempt Estate Inc.
Cairo Properties 2 LLC
Capital Enterprises Inc.
Carmela Westerly LLC
Centro Enfield LLC
Centro Heritage SPE 6 LLC
Centro NP Hamilton Plaza Owner LLC
Champlain Center South Associates LLC
Circle Associates
Citrus Tower Village LLC
Clinton Associates
Commonwealth 148 Trust, Trustee of
Connecticut Foods Inc.
Cook Associates Inc.
Core Fund Loop Property LLC
Coventry Retail LP
CPG Partners LP
Croft, Lorraine
Crowe, E.T.
Cumberland Mall Associates
Darnestown Road Property LP
Davos Mansfield LLC
Dawid Investments LLC
DDR MDT Connecticut Commons LLC
Demetree Alpha Trust
Demunda, Dominic
Devcon Shops LLC
Developers Diversified Cook's Corner LLC
Don Greene Enterprises Inc.
Drake Towers Corp.
Dunbar Holdings I LLC
Dunbar Holdings II LLC
E James Roberts Revocable Trust Dated
7/30/1987
E&A Northeast LP
East Main Plaza LP

EDT US Trust Inc.
 Envoy Colonial Partners LLC
 Envoy Lewiston Partners LLC
 Eustis Plaza Inc.
 Fall River Shopping Center North LLC
 Federal Realty Investment Trust
 Fisfis, Nicholas J.
 Fishkill Crystal Properties LLC
 Franchise Enterprises Inc.
 Franklin Nonmarital & Franklin Marital
 Deduction Trust
 Franklin, Charlotte
 Fred Kauppinin Revocable Trust
 Freemall Associates LLC
 Friendly Ice Cream Cash Balance Pension
 Plan
 Friendly Lion Realty LLC
 Friendly Silverman Holding Corp.
 Fulla LLC
 Fusco-Shiller Branford Associates LLC
 G&A Group Inc.
 G&R Realty Co.
 Ganesh Hospitality Inc.
 Gardner Real Estate LP
 Gateway DC Properties Inc.
 Gateway Motor Inn
 GB Kresson LLC
 GBR Lebanon Two LLC & Lebanon 7
 Holding
 GCS Realty Co. Inc.
 GID Church Street LLC
 Ginn Real Estate LLC
 GKS Property Management LLC
 Gold-Borg Associates LLC
 GPT-Longmeadow LLC
 Great Road Shopping Center LLC
 Greenbrier Center Associates
 Grey Oaks LLC
 Griswold, Brent C.
 Gruss/Lesser Properties LLC
 H Ross Hansen Marital Deduction Trust
 Haidous, Georgia
 Haidous, Nicholas
 Hall, Bobbie Jean
 Halper, Helen
 Halper, Ruby

Harris, Herbert
 Harvard Green Co. Trust
 Haymar Family Trust
 Henderson Chadds Ford Associates LP
 Herman & Walter Samuelson Foundation,
 The Hershey Foods Corp.
 HHMOB Corp.
 Hillcrest Plaza LP
 HJ Associates Ltd.
 Holyoke Mall Co. LP
 Hong & Hang Realty Trust
 Hurleman, Jason W.
 Insernia of New Hampshire LLC
 J & N Whitinsville Trust
 J & T Tsai Inc.
 Jelms Hotel Co. LP
 Jilly C LLC
 Jonlee Windham LLC
 K&J Associates
 Kara, Henry G.
 Karger Realty Inc.
 Kevton Holding LLC
 Kimco Westmont 614 Inc.
 Knights Inn
 Kostick, Daniel P.
 Krislin III LLC
 KRT Property Holdings LLC
 KS Springfield LP
 Kuhn, Edward J., III
 Lawrence Associates Inc.
 Lawrence, Nancy H.
 Levin Properties LP
 Lewis, Margaret M.
 Lewis, Warren L., Sr.
 Lillian Kauppinen Revocable Trust
 Lloyd Kennard Westley Estate
 Locascio of New Hampshire LLC
 Ludlow Center LLC
 Lynch, Daniel J.
 M&G Equities
 Macerich Deptford LLC
 Maimon, Lee
 Malverne Realty LLC
 Marietta LLC
 Marilyn H. Forest Revocable Trust
 Marlton VF LLC

Marretta, Anna
 Marretta, Carl
 Martin Realty Co. of Auburn Inc.
 Matlin, Marilyn
 Matthews Street Food LLC
 MEC Fitchburg Associates LP
 MEC Lenox Associates LP
 Medfield Realty Trust
 Meera Hospitality LLC
 Melbourne Beach LLC
 Merritt Boulevard LP
 Meyer, John A.
 Middleborough Property Group One LLC
 Middletown Associates
 MidMall Resources LP
 Miller, Linwood R.
 Mipal Realty Co.
 MJDP LLC
 MLMT2006-C2 Mall at Whitney Field LLC
 Moore, Gladys E.
 Mountain Road Associates LLC
 Mussen, Louise C.
 Mussen, Ronald D.
 National Industrial Portfolio Borrower LLC
 Neshaminy Mall Joint Venture LP
 Neshaminy Mall Joint Venture LP
 Nickole Saugus Trust
 North Haven HoldingsLP
 North Meadow LLC
 Northgate Shopping Center LP
 NTN Realty LLC
 O ICE LLC
 Old Sturbridge Inc.
 P&M Realty Trust
 P&P Realty Trust
 Paris P LLC
 Park Tysen Associates LLC
 Pavilions at Buckland Hills LLC
 Pavilions at Buckland Hills LLC
 PCK Development Co. LLC
 Peck, Margaret Diane
 Perkins & Marie Callender's Inc.
 Perkins & Marie Callender's Inc.
 Picerne Investment Corp.
 Plains Milford Realty LLC
 PR Financing LP

PR Lycoming LP
 PR Springfield/Delco LP
 Pride LP
 Prima IV LLC
 PSMR Realty LLC
 Ratan Hospitality Group LLC
 Realty Income Corp.
 Realty Income Pennsylvania Properties Trust
 Rehoboth Mall LP
 Richkess LLC
 Richton Investment LLC
 Ridgeview Plaza LLC
 Rockaway Center Associates LP
 Rotondo, Vincent E.
 Rouisse, Donna A.
 Royal Realty Co.
 R-Roof III LLC
 Rydzik, Peter
 Sanderson Development LLC
 Sarah's Way Fairhaven LLC
 Scoville, Homer G., Esq.
 Seth Beller Trust
 Simon Property Group Inc.
 Simotas, Chrysoulas
 Sofia's Plaza LLC
 South Hadley LP
 Spencer Realty 1 Inc.
 Spirit Master Funding LLC
 Springfield Realty Corp.
 Springfield Rental LLC
 SR 64 Real Estate Holdings LLC
 SSF Realty Inc.
 Steele, T. Garrick
 Steuart-Burke Centre Shopping Center LL
 Stevens, Kathryn
 Stop & Shop Supermarket Co. Inc., The
 Store No. 329 LLC
 Sumiran LLC
 Super 8 Motel
 Susquehanna Valley Mall Associates
 Syfeld Keene Associates LP
 Talmadge Associates LP
 Towne & Country Center LLC
 Triangulum Associates

Union River Associates Realty Trust
Unlock LLC
Village at Gap Associates
Vinos, Nicholas L.
Volusia Point Properties LLC
W/S Wareham Properties LLC
Wallingford Shopping LLC
Waterbury Shopping Center LLC
Watertown Mall Associates LP

Weisman, H.J.
Wethersfield Shopping Center LLC
White City Partners LLC
Wilton Mall LLC
Woodbridge Center Property LLC
Woodbridge Center Property LLC
Young Men's Christian Association of
Greater Scranton
Zinkhan, Barbara Jane

Letter of Credit Beneficiaries

Equity Industrial Chicopee LLC
Hershey Foods Corp.
National Union Fire Insurance Co. of Pittsburgh PA
Ohio Bureau of Workers Compensation
Wells Fargo Bank NA

Professionals

Duff & Phelps Securities LLC
Epiq Bankruptcy Solutions, LLC
GA Keen Realty Advisors
Kirkland & Ellis LLP
Kurtzman Carson Consultants LLC
Morgan Lewis & Bockius LLP
Pachulski Stang Ziehl & Jones LLP
Paul Hastings LLP
Zolfo Cooper, LLC

Secured Creditors

Sundae Group Holdings I, LLC
General Electric Capital Corp.
Wells Fargo Capital Finance Inc.

Significant Customers

ALDI Inc.
Big Apple Dairy Desserts
Burris Food Inc.
C&S Wholesale Grocers Inc.
Cumberland Farms
Dairy Rich / North Star
Dairymens
Dari Farms Ice Cream
G&H International Traders Inc.
Garelick Farms
Gillette Creamery
Golub Corp.
Great Atlantic & Pacific Tea Co. Inc.
HP Hood LLC
Huff Ice Cream
Marsh Supermarkets
New England Ice Cream Corp.
RichFood Holdings Inc.
Sara Lee Corp.
Southeast Frozen Foods
Steven A. Drake Co.
Sure Winner Foods Inc.
Three Rivers Ice Cream
Topco Associates LLC
Wakefern Foods Inc.
Wal-Mart
Wal-Mart Stores Inc.
Wards Ice Cream Co. Inc.
Weis Markets
White Rose Frozen Food

Significant Vendors

Agrana Fruit US Inc.
Agri-Mark Inc.
Airgas East Inc.
Airgas Retail Solutions
American Airlines
Aramark Uniform Service
ASG Security
ASG Security
Astro Chemicals Inc.
Autocrat Inc.
Autocrat LLC
Baldwin Richardson Foods
Barry Callebaut USA LLC
Bassette Printers LLC
Bay Valley Foods LLC
Beantown Marketing & Promotion
BP Environmental Consultants
Bumble Bee Holdings Inc.
Burry Foodservice
Butterball LLC
Bybee Foods LLC
Cabot Creamery Cooperative Inc.
Campbell Foodservice Co.
Cargill Inc.
Carpet Keen Cleaning Co.
Carter-McLeod Paper & Packaging Inc.
Cascades Tissue Group IFC
CCDA Waters LLC
CF Sauer Co.
CHR Hansen Inc.
Clear Lam Packaging Inc.
Clofine Dairy Products Inc.
Coca Cola (Product)
Color-Box
ConAgra Foods Culinary Product
Concord Foods Inc.
Continental Commercial Products LLC
Covanta Springfield LLC
Cryovac Sealed Air Corp.
Cully's Cleaning
Curly's Foods Inc.
Custom Culinary Inc.
Dairy Farmers of America Inc.
Dairy Marketing Services LLC
Danisco Cultor USA Inc.

Dart Container Corp.
Denali Ingredients LLC
Detail Wash Janitorial Service
Diamond Crystal Brands Inc.
Diana's Bakery
Dole Packaged Foods LLC
Domino Foods Inc.
Dot Foods Inc.
Double D Foods Inc.
Douglas Stephen Plastics Inc.
Downtown Produce
Dr. Pepper Snapple Group
Eastern Bag & Paper Co.
Ecolab Inc.
Ecopax LLC
Edris Oil Service Inc.
Ellison Bakery Inc.
Enterprise Fleet Management
Esbenshade Inc.
Farleys & Sathers Candy Co. Inc.
Farmland Foods Inc.
Florida's Natural Growers
FMC Biopolymer
Foxtail Foods
Fresh Mark Inc.
Frozsun Foods Inc.
Frozsun Foods Inc.
Fruitcrown Products Corp.
Garelick Farms - Lynn
General Packaging Products Inc.
Gertrude Hawk Ingredients Inc.
Gessner Products Co. Inc.
GET Enterprises Inc.
Givaudan Roure Flavors Corp.
GP Plastics Corp.
Gray & Co.
Green Mountain Coffee Roasters
Griffith Laboratories USA Inc.
Hadley Printing Co. Inc.
HC Brill Co. Inc.
Heartland Farms Dairy & Food
Heinz Service Co.
Hershey Foods Corp., The
High Liner Foods (USA) Inc.
Homer Laughlin China, The

Hormel Foods Sales LLC
HP Hood LLC
Huhtamaki Inc.
Icelandic USA Inc.
International Flavors & Fragrance Inc.
International Paper Co.
J&J Snack Foods Sales Corp.
Jennie-O Turkey Store Inc.
JM Smucker LLC
Joy Cone Co.
JR Simplot Co.
JSB Industries Inc.
Kay Chemical Co.
Kellogg Sales Co.
Ken's Foods Inc.
Kerry Sweet Inc.
Koch Meat Co.
Kraft Foods Inc.
Kruger Products Ltd.
Labree's Inc.
Lactalis Foodservice
Lamonica Fine Foods
Lancaster Colony
Land O'Lakes Inc.
Lehigh Valley Dairy
Lepage Bakeries Inc.
Libbey Glass Inc.
Loders Croklaan USA
Madera Quality Nut LLC
Main Street Ingredients LLC
Mansfield Paper Co Inc.
Mariani Nut Co.
Mars Snackfood US LLC
Maryland & Virginia of Laurel
McCain Foods Inc.
McClure's Honey & Maple
Merchants Rent-A-Car Inc.
Michael Foods Inc.
Millennium Press
Mission Foods
Mitlitsky Eggs LLC
Mitsui Foods Inc.
Morningstar Foods LLC
Mr. Clean
Muzak LLC
Navarro Pecan Co. Inc.

Nestle USA Inc.
New England Wooden Ware Corp.
New York State Thruway Authority
Newtown Foods USA Inc.
Norpac Foods Inc.
North Side Foods Corp.
Northern Lights Communications
Nuco2 LLC
Nutcracker Brands Inc.
Oakleaf Waste Management LLC
Ocean Spray Cranberries Inc.
OfficeMax Inc.
Olam Edible Nuts
Old Neighborhood Foods
Oliver M Dean Inc.
Orion Seafood International
Orval Kent Food Co. Inc.
Oskaloosa Food Products Corp.
Pacific Coast Fruit Prod Ltd.
Paramount Farms
Parker Products Inc.
Pearlco of Boston Inc.
Peck's Pebble Inc.
Peer Foods Group
Piantedosi Baking Co.
Pinnacle Recycling
Pioneer Packaging Inc.
Placon Corp.
Plainview Milk Products
Prime Ingredients Inc.
Processed Foods Corp.
Qualcon Specialty Products
Queensboro Farm Products Inc.
Ragozzino Foods Inc.
Readington Farms Inc.
Rembrandt Enterprises Inc.
Rhino Foods Inc.
Rich Dairy Products Inc.
Rich Products Corp.
Rochester Meat Co.
Rock-Tenn Co.
Rotella's Italian Bakery
Ryder Transportation Services
Sage V Foods LLC
Saputo Cheese USA Inc.
Sardilli Produce & Dairy Co.

Sargento Foods Inc.
Sartori Foods
Schmidt Baking Co. Inc.
Seabrook Ingredients
Securitas Security Services
Sensient Flavors Inc.
Service Lamp Corp.
Solo Cup Operating Corp.
Sparrow Enterprises Ltd.
Springfield Label & Tape Co.
St. Albans Cooperative Creamery
Stampede Meat Inc.
Staples Advantage
Star Kay White Inc.
Starkist
Sugar Foods Corp.

Sumner Printing Inc.
Syracuse China Corp.
Tampa Maid Seafoods Inc.
Tarrier Foods Corp.
TD Equipment Finance
To-Jo Food Products Inc.
TR Toppers Inc.
Tradex International Inc.
Trap-Zap Environmental Systems
Trimark United East Inc.
Triple Stitch Sportswear
Turano Baking Co.
Unifirst Corp.
Unilever
Wenner Bread Products Inc.

Surety Bondholders

Connecticut, State of
Dominion Virginia Power
Florida Public Utilities
FP&L
Massachusetts Department of Transportation
Massachusetts Turnpike Authority
Massachusetts, Commonwealth of
New York Milk Bond, State of
New York State Thruway/Toll
Orlando Utilities Commission (FL)
Pennsylvania Milk Bond, Commonwealth of
Pennsylvania Turnpike Commission
Progress Energy
TECO/Peoples Gas
UGI Energy Services/Gasmark
Vermont Milk Board, State of

Taxing Authorities

Akron, City of (OH)	Middletown Township HAB-BPT (PA)
Chesapeake, City of (VA)	Montgomery Township (PA)
Chesterfield County Treasurer (VA)	Mount Vernon Division of Income Tax (OH)
Cleveland Central Collection Agency (OH)	MuniServices LLC
Colonial Heights, City of (VA)	New Hampshire Employment Security
Columbus City Treasurer (OH)	New Hampshire Secretary of State
Connecticut Commissioner of Revenue Services	New Hampshire, State of
Connecticut Department of Labor, Employment Security Division	New Jersey Department of Labor and Workforce Development
Connecticut Department of Revenue Services	New Jersey Department of Treasury
Connecticut Secretary of the State	New Jersey Division of Taxation
Cuyahoga Falls, City of (OH)	New Jersey State Treasurer
Defiance, City of (OH)	New Jersey Use Tax
Delaware Department of Labor, Division of Unemployment Insurance	New Jersey, State of - CBT
Delaware Division of Revenue	New Jersey, State of - Litter Control Fee
Delaware Secretary of State	New York City Department of Finance
Department of the Treasury, Internal Revenue Service	New York State Commissioner of Taxation & Finance
Dunmore, Borough of (PA)	New York State Department of Labor
East Norriton Township HAB-BPT (PA)	New York State Department of State
Findlay, City of (OH)	New York State Department of Taxation & Finance
Florida Department of Revenue	New York State LLC/LLP Fee
Georgia Department of Revenue	New York State Tax Department
Henrico County (VA)	North Canton Income Tax, City of (OH)
Indiana Department of Revenue	North Carolina Department of Revenue
Indiana Secretary of State	North Coventry Township (PA)
Kettering, City of (OH)	Ohio Department of Job & Family Services
Maine Revenue Services	Ohio Department of Taxation
Maine Secretary of State	Ohio Treasurer of State
Maine State Treasurer	Owen J Roberts School District HAB-BPT (PA)
Maryland Division of Unemployment Insurance	Parma Heights, City of (OH)
Maryland, Comptroller of Maryland, State of	Pennsylvania Bureau of Trust Fund Taxes
Massachusetts Department of Revenue	Pennsylvania Department of Labor and Industry
Massachusetts Department of Revenue	Pennsylvania Department of Revenue
Massachusetts Office of Labor & Work Force Development	Philadelphia, City of (PA)
Massachusetts, Commonwealth of	R.I.T.A. - Regional Income Tax Agency (OH)
Maumee Commissioner of Taxation (OH)	Rhode Island & Providence Plantations, State of
Michigan, State of	Rhode Island Division of Taxation
Middletown Township & Neshaminy School	Rhode Island, State of

South Carolina Department of Employment
& Workforce
South Carolina Department of Revenue
Springfield Township (PA)
Troy, City of (OH)
United States Treasury
Vandalia, City of (OH)
Vermont Department of Labor
Vermont Department of Taxes
Vermont, State of

Virginia Department of Labor and Industry
Virginia Department of Taxation
Virginia, Commonwealth of
Virginia, Treasurer of
Warminster Township & Centennial School
District HAB-BPT (PA)
Wilkes Barre City & Wilkes Barre School
District HAB-BPT (PA)
York County Treasurer (VA)

Top 20 Creditors

Advantage IQ Inc.
All Star Dairy Association
Bank of New York Mellon
Cargill Inc.
Coca Cola Co.
Ecolab Inc.
FM Facility Maintenance LLC
Garelick Farms
Great Atlantic & Pacific Tea Co. Inc.
Heinz North America
IPT Holding Co. LLC
Koch Meat Co.
KSL Media Inc.
McCain Foods Inc.
Mercury Werks
Pension Benefit Guaranty Corp.
Rochester Meat Co.
Rock-Tenn Co.
Sardiilli Produce & Dairy Co.
Valence Print Management LLC
VIA Group LLC, The
Zimmerman & Partners Advertising Inc.

Utilities

Acton, Water Supply District of (MA)
Agawam, Town of (MA)
Albany Water Board (NY)
Allied Waste Services of Massachusetts LLC
York Waste Disposal Inc.
Ambler, Borough of (PA)
Amerigas/Claremont (NH)
Amerigas/Conway (NH)
Amerigas/Farmington (ME)
Amerigas/Gordonville (PA)
Amerigas/Lewiston (ME)
Amerigas/Palmer (MA)
Amerigas/Rockledge (FL)
Amesbury, Town of (NH)
Aqua Maine
Aqua Pennsylvania
Aquarion Water Co. of CT
Arrow Gas - Rochdale (MA)
AT&T
AT&T - Acc Business
AT&T Global Network Services
AT&T Mobility
Atlantic City Electric
Attleboro, City of (MA)
Auburn Water District (MA)
Avon Water Co.
Bangor Hydro Electric Co.
Barnstable, Town of - Sewer (MA)
Barnstable/Hyannis Water System, Town of (MA)
Bedford, Town of (MA)
Berkshire Gas Co.
Connecticut Natural Gas Corp. (CNG)
Southern Connecticut Gas (SCG)
United Illuminating Co.
Bloomfield Township (NJ)
Blue Flame Gas (VT)
BP Environmental Consultants Inc.
Brattleboro, Town of (VT)
Bridgewater, Town of (MA)
Bristol Water Department (CT)
Brockton, City of (MA)
Brunswick & Topsham Water District (ME)
Brunswick Sewer District (ME)

Bucks County Water & Sewer Authority (PA)
Cablevision
CELD: Chicopee Electric Light Department
Chicopee, City of (MA)
Central Hudson Gas & Electric Co.
Central Maine Power (CMP)
NYSEG-New York State Electric & Gas
Central Vermont Public Service Corp.
CenturyLink
Embarq Florida Inc.
Champlain Water District (VT)
Charter Communications
Chelmsford Water District (MA)
Chelmsford, Town of (MA)
Chesterfield County Utilities Department (VA)
Cicat Inc.
Clermont, City of (FL)
Clifton Park Water Authority (NY)
Colchester, Town of (VT)
Colonial Heights, City of (VA)
Columbia Gas of Massachusetts
Columbia Gas of Pennsylvania
Columbia Gas of Virginia
Comcast Corp.
Con Edison Solutions
Orange & Rockland Utilities (O&R)
Concord, City of (NH)
Connecticut Light & Power
Public Service of New Hampshire
Western Massachusetts Electric
Yankee Gas Services
Connecticut Water Co.
Unionville Water Co.
Covanta Springfield LLC
Cox Communications Inc.
Cromwell Fire District-Water Division (CT)
CYN Environmental Service
Dallas Area Municipal Authority
Danbury, City of (CT)
Dartmouth, Town of (MA)
Dayton Beach, City of (FL)
Dead River Co./EUsworth
Deland, City of (FL)

Deptford Township Municipal Utilities Authority (NJ)
 Derry Township Municipal Authority - Hershey (PA)
 Dominion Virginia/NC Power
 Doylestown Township Municipal Authority (PA)
 Doylestown, Borough of (PA)
 E Osterman Gas Service - Sunderland (MA)
 E Osterman Gas Services Inc. – Adams (MA)
 East Greenbush, Town of (NY)
 East Whiteland Township (PA)
 East Windsor WPCA, Town of (CT)
 Ellsworth, City of (ME)
 Energy Management Systems
 EnergyUSA Propane
 Eustis, City of (FL)
 Exeter, Town of (NH)
 F&G Realty Recycling Inc.
 Fairhaven, Town of (MA)
 Fairpoint Communications Inc.
 Fall River Water Department, City of (MA)
 Fitchburg, City of (MA)
 Florida City Gas
 Florida Power & Light Co. (FPL)
 Florida Public Utilities Co., Marianna
 Foxborough, Town of (MA)
 Framingham, Town of (MA) C/O Treasurer/Collector
 Freeport Sewer District (ME)
 Frontier
 Frontier Communications - NY
 Gardner Water Department (MA)
 Gettysburg Municipal Authority (PA)
 Glassboro, Borough of (NJ)
 Gloucester, City of (MA)
 Granite Telecommunications
 Great Barrington Fire District (MA)
 Greater Augusta Utility District (ME)
 Greater Hazleton Joint Sewer Authority (PA)
 Green Mountain Power (GMP)
 Vermont Gas Systems Inc.
 Greenfield, Town of (MA)
 H Krevit & Co. Inc.

Hanover Tax Collector, Town of (MA)
 Hanover, Borough of (PA)
 Harwich, Town of (MA)
 Hatfield Township Municipal Authority (PA)
 Haverhill Water/Wastewater, City of (MA)
 Hazle Township, Municipal Authority of (PA)
 Hazleton City Authority - Water Dept. (PA)
 Henrico County (VA)
 Heritage Village Water Co.
 Hess Corp.
 Holden Municipal Light Department (MA)
 Holyoke Department of Public Works (MA)
 Holyoke Gas & Electric Department (MA)
 Holyoke Water Works (MA)
 Horsham Water & Sewer Authority
 HRSD/HRUBS
 Infinite Energy Inc. (FL)
 Irving Oil Corp-Barre Home Heat
 Jersey Central Power & Light
 Met-Ed
 Johnstown Water Department (NY)
 Keene Gas (NH)
 Keene, City of (NH)
 Kennebec Water District (ME)
 Kissimmee Utility Authority (FL)
 Laconia Water Works, City of (NH)
 Lake Apopka Natural Gas District (FL)
 Landis Sewerage Authority (NJ)
 Latham Water District (NY)
 Lawrence, City of (MA)
 Lebanon, City of (NH)
 Lebanon, City of (PA)
 Lee, Town of (MA)
 Lenox, Town of (MA)
 Leominster, City of (MA)
 Lewiston, City of (ME)
 Longmeadow, Town of (MA)
 Lower Bucks County Joint Municipal Authority (PA)
 Maine Natural Gas (ME)
 Manchester Water Works (NH)
 Manchester, City of (NH)
 Manchester, Town of (CT)
 Manchester, Town of (VT)

Mansfield Electric (MA)
 Mansfield Water Department, Town of (MA)
 MCUD-Manatee County Utilities Department (FL)
 Medfield, Town of (MA)
 Melbourne, City of (FL)
 Methuen, City of (MA)
 Metromedia Energy (MA/CT/NH/ME)
 Metromedia Energy (NJ)
 Metropolitan District Ct, The (NJ)
 Middleborough Gas & Electric Department (MA)
 Middleborough, Town of (MA)
 Middletown Township Sewer Authority (PA)
 Middletown, City of (CT)
 Milford Sewer Department (MA)
 Milford Water Co.
 Montgomery Township Municipal Sewer Authority (PA)
 Montpelier, City of (VT)
 Morrisville Municipal Authority (PA)
 Mount Kisco, Village of (NY)
 Nalco Co.
 Narragansett Bay Commission (RI)
 Nashua Waste Water System (NH)
 National Grid
 National Grid (MA)
 National Grid (Newark)
 National Grid (NH)
 National Grid (NY)
 National Grid (RI)
 Needham, Town of (MA)
 New England Disposal Technologies Inc.
 New England Gas Co.
 New Hampshire Electric Cooperative Inc.
 New Jersey American Water Co.
 Pennsylvania-American Water Co.
 Noble Americas Energy Solutions
 Norbert E. Mitchell Co. Inc.
 North Conway Water Precinct (NH)
 North Cornwall Township (PA)
 North Coventry Municipal Authority (PA)
 North Coventry Water Authority (PA)
 North Penn Water Authority (PA)

North Sagamore Water District (MA)
 North Wales Water Authority (PA)
 Northbridge Department of Public Works – Sewer Division (MA)
 Norwich Public Utilities (CT)
 Norwood, Town of (MA)
 nStar
 Oakleaf Waste Management LLC
 Orange County Utilities (FL)
 Orlando Utilities Commission (FL)
 Palmer Water Department (MA)
 Palmyra, Borough of (PA)
 Pawtucket Water Supply Board (RI)
 Peabody Municipal Light Plant (MA)
 Peabody, City of (ME)
 Peco
 Pembroke, Town of (MA)
 Pennichuck Water Works Inc.
 Philadelphia Gas Works (PA)
 Plainville Sewer Fund (CT)
 Pittsburgh, Town of (NY)
 Plymouth, Town of (MA)
 Portland Water District (ME)
 Portsmouth, City of (NH)
 PPL Utilities/Allentown
 Progress Energy Florida Inc.
 Providence Water (RI)
 PSE&G-Public Service Elec & Gas Co.
 Punderson Oil
 Queensbury Water (NY)
 Quincy, City of (MA)
 Raynham Center Water District (MA)
 Revere, City of (MA)
 Richmond, City of (VA)
 Rutland, City of (VT)
 Rutland, Town of (VT)
 Sarasota County Environmental Services (FL)
 Saugus, Town of (MA)
 Scranton Sewer Authority (PA)
 Seekonk Water District (MA)
 SELCO
 South Abington Township (PA)
 South Burlington Water Department (VT)
 South Central Connecticut Regional Water Authority

South Hadley Electric Department (MA)
 South Jersey Gas Co.
 South Middleton Township Municipal
 Authority (PA)
 Southbridge, Town of (MA)
 Southington Board of Water Commissioners
 (CT)
 Southington Sewer Department, Town of
 (CT)
 Spark Energy Gas LP
 Sprague Energy Corp.
 Springfield Water & Sewer Commission
 (MA)
 Stoneham, Town of (MA)
 Stonington, Town of (CT)
 Stoughton, Town of (MA)
 Sturbridge, Town of (MA)
 Suburban Propane/NH-Nashua
 Suburban Propane/PA-Hummelstown
 Sudbury Water District (MA)
 Swansea Water District (MA)
 Taunton Municipal Lighting Plant (TMLP)
 (MA)
 Taunton, City of (MA)
 Teco: Peoples Gas
 Tewksbury, Town of (MA)
 Time Warner
 Toms River Municipal Utilities Authority
 (NJ)
 Tomsa-Middletown Sewerage Authority
 (NJ)
 Torrington Water Co., The
 Trenton Water Works (NJ)
 Troy, City of (NY)
 UES-Capital
 UES-Seacoast
 Unitil - Fitchburg
 Unitil - ME
 Unitil - NH
 UGI Energy Services Inc.
 UGI Penn Natural Gas
 UGI Utilities - Electric Service
 UGI Utilities - Gas Service
 United Water Connecticut
 United Water New Jersey/Hackensack
 United Water Pennsylvania

United Water Rhode Island
 United Water Toms River
 USA Hauling & Recycling Inc.
 USA Town & Country Hauling & Recycling
 Inc.
 Valley Township Municipal Authority (PA)
 Valley Water Systems Inc.
 Verizon
 Verizon Business Services Inc.
 Verizon Business Verizon Business
 Conferencing
 Verizon Internet Solutions
 Verizon North Inc
 Verizon Select Services Inc
 Verizon Wireless
 Vernon, Town of (CT)
 Virginia Natural Gas
 VTel
 Wallingford Electric Division (CT)
 Wallingford Water & Sewer Divisions (CT)
 Waltham, City of (MA)
 Wareham Fire District (MA)
 Warminster Municipal Authority (PA)
 Warwick, City of (RI)
 Wastewater Treatment Services Inc.
 Waterbury, City of (CT)
 Watertown, Town of (MA)
 Waterville Sewer District (ME)
 Webster, Town of (MA)
 West Boylston Municipal Lighting Plant
 (MA)
 West Boylston, Town of (MA)
 West Boylston Water Department (MA)
 Westborough Treasurer's Office, Town of
 (MA)
 Westerly, Town of (RI)
 Westfield Gas & Electric (MA)
 Westfield Water Department (MA)
 Weymouth, Town of (MA) Whitinsville
 Water Co.
 Wilbrahma. Town of (MA)
 Wilkes-Barre Sewer Maintenance Fee, City
 of (PA)
 Williamsburg, City of (VA)
 Willimantic Waste Paper Co. Inc.
 Williston Water Department (VT)

Windham Water/Sewer Department (CT)
Windstream Corp.
Worcester, City of (MA)
Wyoming Valley Sanitary Authority (PA)

Young, Margaret, as Springfield Township
Dela
Youngs Propane – Springfield

U.S. Trustee. Judges. and Court Contacts for the District of Delaware
(and Key Staff Members)

Buchbinder, David
Carey, Kevin J.
Fitzgerald, Judith L.
Giordano, Diane
Gross, Kevin
Hanington, William K.
Heck, Jeffrey
Kenney, Mark
Klauder, David
Leaniy, Jane
O'Malley, James K.
Panacio, Michael
Sarkessian, Juliet
Schepacarter, Richard
Shannon, Brendan L.
Sontchi, Christopher S.
Tinker, Thomas Patrick
Wairath, Mary F.
Walsh, Peter J.
West, Michael

Parties Filing A Notice of Appearance (As of 10/27/11)

Simon Property Group, Inc.
Federal Realty Investment Trust
Brixmor Properties Group, Inc.
Wallingford Shopping L.L.c.
DDR Corp.
Realty Income Corporation
GGP Limited Partnership
Wells Fargo Capital Finance, Inc.
The Macerich Company
E&A Northeast Limited Partnership
Brookside (E&A), LLC
Sun Capital Partners, Inc.
Pension Benefit Guaranty Corporation
Kimco Realty Corporation
Paul W. Carey
New England Development
Bunker Hill Mall LLC
Sangertown Square, L.L.C.
Holyoke Mall Company, L.P.
Aviation Mall NewCo, LLC
Gina M. Barbieri
Rock-Tenn Company
Sardilli Produce & Dairy Co., Inc.
Levin Properties, L.P.
Airgas East, Inc. and related Airgas entities
PREIT Services, LLC
Arnot Realty Corporation
Cumberland Mall Associates

PR Lycoming Limited Partnership
PR Financing Limited Partnership
PR Springfield/Delco Limited Partnership
Susqueh
Capital Enterprises, Inc.
Agri-Mark, Inc.
National Industrial Portfolio Borrower, LLC
Conopco, Inc.
The Huntington National Bank
U.S. Foodservice, Inc.
AGNL Ice Cream, D.S.T.
Eastern Bag and Paper Company, Inc.
G.B. Kresson, LLC
The Bank of New York Mellon
Maine Coast Mall Union River Associates
Mansfield Municipal Electric Department
Merritt Blvd., LP
General Electric Capital Corporation
H.J. Heinz Co., L.P.
Gateway D.C. Properties, Inc.
Tampa Maid Foods, Inc.
TB Bank, N.A.
Warren & Margaret Lewis
Core Fund Loop Property, LLC
307 State Rd Co., LLC
Kraft Foods, Inc.
FMW RRI NC, LLC
R-Roof II, LLC

Members of the Committee and Proposed Professionals

FM Facility Maintenance
The Bank of New York Mellon
Pension Benefit Guaranty Corporation
GGP Limited Partnership
KSL Media, Inc.
The Coca-Cola Company
Realty Income Corporation
Blank Rome LLP
FTI Consulting

SCHEDULE 2

LIST OF PARTIES AND/OR RELATED PARTIES FROM SCHEDULE 1 THAT AKIN GUMP CURRENTLY REPRESENTS, OR HAS IN THE PAST REPRESENTED, IN MATTERS UNRELATED TO THESE CHAPTER 11 CASES

Current and Recent Former Entities Affiliated with the Debtors

Akin Gump has not represented any of these companies.

Current and Recent Former Non-Filing Entities Affiliated with the Debtors

Akin Gump has not represented any of these companies.

Current and Recent Former Directors and Officers

Akin Gump has not represented any of these individuals.

Banks

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Bank of America

PNC Bank

CitiBank

Wells Fargo Bank

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Commerce Bank

TD Bank

Sovereign Bank-Mid Atlantic

US Bank

Sovereign Bank-New England

Bondholders

Akin Gump has in the past represented BNY Mellon Corporate Finance and/or certain related parties on matters wholly unrelated to the Debtors' chapter 11 cases.

Equity Owners

Akin Gump has not represented this company.

Franchisees

Akin Gump has not represented any of these companies.

Insurers

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

AIG Excess Liability Insurance
International Ltd.

National Union Fire Insurance Co.
of Pittsburgh, PA

American Insurance Co. (ACE)

New Hampshire Insurance Co. (AIG)

Illinois National Insurance Co. (AIG)

Wells Fargo

Lexington Insurance (AIG)

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Great American Insurance Co. of NY

The Travelers

Integrated Health Concepts

Zurich American Insurance Co.

Lloyd's of London

Landlords

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Federal Realty Investment Trust

M&G Equities

Gateway DC Properties Inc.

Simon Property Group Inc.

Kimco Westmont 614 Inc.

Towne & Country Center LLC

Letter of Credit Beneficiaries

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

National Union Fire Insurance Co.
of Pittsburgh PA

Wells Fargo Bank NA

Professionals

Akin Gump has in the past represented and currently represents Morgan Lewis & Bockius LLP and/or certain related parties on matters wholly unrelated to the Debtors' chapter 11 cases.

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Duff & Phelps Securities LLC

Paul Hastings LLP

Kirkland & Ellis LLP

Zolfo Cooper, LLC

Secured Creditors

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

General Electric Capital Corp.

Wells Fargo Capital Finance, Inc.

Significant Customers

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Great Atlantic & Pacific Tea Co., Inc.

Wal-Mart Stores, Inc.

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

ALDI Inc.

Sara Lee Corp.

Golub Corp.

Significant Vendors

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Airgas East Inc.	Mars Snackfood US LLC
Airgas Retail Solutions	Oakleaf Waste Management LLC
Coca Cola (Product)	Paramount Farms
Dole Packaged Foods LLC	Sugar Foods Corp.
Green Mountain Coffee Roasters	

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Agri-Mark Inc.	Ken's Foods Inc.
American Airlines	Kraft Foods Inc.
Cargill Inc.	Kruger Products Ltd.
ConAgra Foods Culinary Product	McCain Foods Inc.
Dr. Pepper Snapple Group	Mission Foods
Ecolab Inc.	Nestle USA Inc.
FMC Biopolymer	Northern Lights Communications
Heinz Service Co.	OfficeMax Inc.
International Paper Co.	Staples Advantage
J&J Snack Foods Sales Corp.	Unifirst Corp.
Kellogg Sales Co.	

Surety Bondholders

Akin Gump has in the past represented and currently represents FP&L and/or certain related parties on matters wholly unrelated to the Debtors' chapter 11 cases.

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Orlando Utilities Commission (FL)

Progress Energy

Taxing Authorities

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

East Norriton Township HAB-BPT (PA)

New Jersey Department of Treasury

Top 20 Creditors

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Coca Cola Co.

Valence Print Management LLC

Great Atlantic & Pacific Tea Co. Inc.

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Bank of New York Mellon

Heinz North America

Cargill Inc.

McCain Foods Inc.

Ecolab Inc.

Pension Benefit Guaranty Corp.

U.S. Trustee, Judges, and Court Contacts for the District of Delaware (and Key Staff Members)

Akin Gump has not represented any of these individuals.

Utilities

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

United Illuminating Co.

Florida Power & Light Co. (FPL)

Cablevision

Green Mountain Power (GMP)

Comcast Corp.

Hess Corp.

Cox Communications Inc.

Jersey Central Power & Light

Met-Ed

Time Warner

National Grid

Verizon

National Grid (MA)

Verizon Business Services Inc.

National Grid (Newark)

Verizon Business

National Grid (NH)

Verizon Business Conferencing

National Grid (NY)

Verizon Internet Solutions

National Grid (RI)

Verizon North Inc.

Oakleaf Waste Management LLC

Verizon Select Services Inc.

PSE&G-Public Service Elec & Gas Co.

Verizon Wireless

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

BP Environmental Consultants Inc.

Orlando Utilities Commission (FL)

NYSEG-New York State Electric & Gas

Philadelphia Gas Works (PA)

Columbia Gas of Massachusetts

SELCO

Columbia Gas of Pennsylvania

Suburban Propane/NH-Nashua

Columbia Gas of Virginia

Suburban Propane/PA-Hummelstown

E Osterman Gas Service – Sunderland (MA)

United Water Connecticut

E Osterman Gas Services Inc. – Adams (MA)

United Water New Jersey/Hackensack

Nalco Co.

United Water Pennsylvania

New Jersey American Water Co.

United Water Rhode Island

Noble Americas Energy Solutions

United Water Toms River

Parties Filing A Notice of Appearance (As of 10/27/11)

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Wells Fargo Capital Finance, Inc.

General Electric Capital Corporation

Airgas East, Inc. and related Airgas entities

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Simon Property Group, Inc.

The Bank of New York Mellon

Federal Realty Investment Trust

H.J. Heinz Co., L.P.

GGP Limited Partnership

Gateway D.C. Properties, Inc.

Pension Benefit Guaranty Corporation

TD Bank, N.A.

Kimco Realty Corporation

Kraft Foods, Inc.

Agri-Mark, Inc.

Members of the Committee and Proposed Professionals

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

The Coca-Cola Company

FTI Consulting

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

The Bank of New York Mellon

GGP Limited Partnership

Pension Benefit Guaranty Corporation

SCHEDULE 3

LIST OF PARTIES AND/OR RELATED PARTIES FROM SCHEDULE 1 THAT ARE CURRENTLY, OR MAY HAVE IN THE PAST BEEN, ADVERSE TO CLIENTS OF AKIN GUMP IN MATTERS UNRELATED TO THESE CHAPTER 11 CASES

Affierigas/Palmer (MA)	Dairy Farmers of America Inc.
Airgas East, Inc. and related Airgas entities	Dairy Marketing Services LLC
Allied Waste Services of Massachusetts LLC	Danisco Cultor USA Inc.
Amerigas/Claremont (NH)	Dart Container corp.
Amerigas/Farmington (ME)	Delaware Secretary of State
Amerigas/Gordonville (PA)	Department of the Treasury (IRS)
Amerigas/Rockledge (FL)	Diamond Crystal Brands Inc.
Amesbury, Town of (NH)	Dominion Virginia/NC Power
Aramark Uniform Service	Dr. Pepper Snapple Company
Arfterigas/Conway (NH)	Ecolab Inc.
Arnerigas/Lewiston (ME)	Fall River Water Department, City of (MA)
AT&T	Farmlands Foods Inc.
AT&T – Acc Business	Federal Realty Investment Trust
AT&T Global Network Services	Florida Department of revenue
AT&T Mobility	Florida Power & Light Co. (FPL)
Auburn Water District (MA)	FMC Biopolymer
Berkshire Gas Co.	Framingham, Town of (MA)
BP Environmental Consultants Inc.	FTI Consulting
Cablevision	General Electric Capital Corporation
Campbell Foodservice Co.	Georgia Department of Revenue
Central Hudson Gas & Electric Go.	GGP Limited Partnership
Century Link	Great Barrington Fire District (MA)
Charter Communications	Hershey Foods Corp.
Colonial Heights, City of (VA)	H.I.G. Sun Partners, Inc.
Columbia Gas of Pennsylvania	H.J. Heinz Co., L.P.
Columbia Gas of Virginia	Hess Corp.
Columbia Gas of Massachusetts	Icelandic USA Inc.
Comcast Corp.	Indiana Secretary of State
ConAgra Foods Culinary Products	International Flavors & Fragrance Inc.
Con Edison Solutions	International Paper Co
Connecticut Commissioner of Revenue	Jersey Central Power & Light
Connecticut Department of Labor	J&J Snack Foods Sales Corp.
Connecticut Light & Power	Kellogg Sales Co,
Connecticut Secretary of State	Ken's Foods Inc.
Covanta Springfield LLC	Kimco Realty Corporation
Cox Communications Inc	Kraft Foods Inc.
Cryovac Sealed Air Corp..	Kruger Products Ltd.
Danbury, City of (CT)	Land O'Lakes Inc.
	Lee, Town of (MA)

Lenox, Town of (MA)
 Mars Snackfood US LLC
 Massachusetts, Commonwealth of
 Massachusetts Department of Revenue
 McCain Foods Inc.
 Met-Ed
 Michigan, State of
 Mission Foods
 Muzak LLC
 Nalco Co.
 Narragansett Bay Commission (RI)
 National Grid
 National Grid (MA)
 National Grid (Newark)
 National Grid (NH)
 National Grid (NY)
 National Grid (RI)
 Nestle USA Inc.
 New England Gas Co.
 New Jersey Department of Taxation
 New York City Department of Finance
 New York State Commissioner of Finance &
 Taxation
 New York State Department of Labor
 Noble Americas Energy Solutions
 North Carolina Department of Revenue
 Northern Light Communications
 nStar
 NYSEG – New York State Electric & Gas
 OfficeMax Inc.
 Orange & Rockland Utilities (O&R)
 Osterman Gas Service – Sunderland (MA)
 Osterman Gas Services Inc. – Adams (MA)
 Peco
 Pennsylvania Department of Revenue
 Pension Benefit Guaranty Corporation
 Philadelphia, City of (PA)
 PPL Utilities/Allentown
 Progress Energy Florida Inc.
 PSE&G – Public Service Elec & Gas Co.
 Public Service of New Hampshire
 R-Roof II, LLC
 R-Roof III, LLC
 Richmond, City of (VA)
 Rhode Island & Providence Plantations
 Rhode Island, State of

Rock-Tenn Company
 Ryder Transportation Services
 Sargneto Foods Inc.
 Securitas Security Services
 Simon Property Group, Inc.
 Solo Cup Operating Corp.
 South Carolina Department of Revenue
 Spark Energy Gas LP
 Sprague Energy Corp.
 Staples Advantage
 Sun Capital Partners
 Sun Capital Partners IV, LP
 Sun Capital Partners, V, L.P.
 Sun Freeze Holdings, LP
 Sugar Foods Corp.
 Tampa Maid Seafoods Inc.
 TD Bank, N.A.
 Teco: Peoples Gas
 The Bank of New York Mellon
 The Coca-Cola Company
 The Macerich Company
 Time Warner
 U.S. Foodservice, Inc.
 UGI Energy Services Inc.
 UGI Penn Natural Gas
 UGI Utilities – Electric Service
 UGI Utilities – Gas Service
 Unifirst Corp.
 Unilever
 United Illuminating Co.
 United States Treasury
 United Water Connecticut
 United Water New Jersey/Hackensack
 United Water Pennsylvania
 United Water Rhode Island
 United Water Toms River
 Unitil – Fitchburg
 Unitil – ME
 Unitil – NH
 Verizon
 Verizon Business Services Inc.
 Verizon Business Verizon Business
 Conferencing
 Verizon Internet Solutions
 Verizon North Inc
 Verizon Select Services Inc

Verizon Wireless
Vermont, State of
Virginia, Commonwealth of
Virginia Department of Labor & Industry

VTel
Waterbury, City of (CT)
Western Massachusetts Electric

SCHEDULE 4

PARTIES LISTED ON SCHEDULE 1 WHO ARE RECORDED IN THE CONFLICT DATABASE AS SERVING OR HAVING SERVED ON OTHER INFORMAL AND/OR OFFICIAL CREDITORS' COMMITTEES REPRESENTED BY AKIN GUMP

AIG Excess Liability International LTD.
Bank of America
Citibank
Coca-Cola Company
General Electric Capital Corporation
Illinois National Insurance Co.
Lexington Insurance Company
M&T Bank
National Union Fire Insurance Co. of
Pittsburgh, OA

New Hampshire Insurance Co.
Pension Benefit Guaranty Corporation
TD Bank, N.A.
The Bank of New York Mellon
Time Warner
US Bank
Verizon
Wells Fargo Bank NA
Wells Fargo Capital Finance Inc.

EXHIBIT B

Proposed Order

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

In re:

FRIENDLY ICE CREAM CORPORATION., *et al.*,¹

Debtors.

)
) Chapter 11
) Case No. 11-13167 (KG)
) Jointly Administered
)
) **Related Docket No. _____**
)

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF FRIENDLY ICE CREAM CORPORATION, ET AL. TO
RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUER & FELD LLP
AS COUNSEL, NUNC PRO TUNC TO OCTOBER 12, 2011**

Upon the application dated November _____, 2011 (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Friendly Ice Cream Corporation, et al. (collectively the “Debtors”) for an order, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the Committee to retain and employ the law firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), nunc pro tunc to October 12, 2011, and upon the Declaration of Philip C. Dublin, Esq., a member of the firm of Akin Gump, dated November _____, 2011 (the “Dublin Declaration”); and it appearing that the partners, counsel and associates of Akin Gump who will perform services on behalf of the Committee in these chapter 11 cases are duly qualified to practice before this Court; and the Court finding, based on the representations made in the Application and the Dublin Declaration, that Akin Gump does not represent any interest adverse to the Committee and/or the Debtors’

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Friendly Ice Cream Corporation (3130); Friendly’s Restaurant Franchise, LLC (3693); Friendly’s Realty I, LLC (2580); Friendly’s Realty II, LLC (2581); and Friendly’s Realty III, LLC (2583). The location of the Debtors’ corporate headquarters and the Debtors’ service address is: 1855 Boston Road, Wilbraham, MA 01095.

estates with respect to the matters upon which it is to be engaged, that it is a “disinterested person,” as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code; and it appearing Akin Gump’s employment is necessary and in the best interests of the Committee and the Debtors’ estates, that adequate notice of the Application having been given and that no other notice need be given; and after due deliberation and sufficient cause appearing therefore, it is **HEREBY ORDERED THAT**

1. The Application is approved to the extent provided herein.
2. In accordance with section 1103(a) and, with respect to Akin Gump’s hourly rates, section 328(a) of the Bankruptcy Code, and Bankruptcy Rule 2014(a), the Committee is hereby authorized and empowered to employ and retain the firm of Akin Gump as its counsel, nunc pro tunc to October 12, 2011, to represent the Committee in these cases under chapter 11 of the Bankruptcy Code and such retention is hereby approved.
3. Akin Gump shall be compensated in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, such Bankruptcy Rules and Local Bankruptcy Rules as may then be applicable from time to time, and such procedures as may be fixed by order of this Court.
4. If Akin Gump increases the professional hourly fee rate of any Akin Gump attorney working on this matter to an amount in excess of \$1,000 per hour, Akin Gump shall file a notice of rate increase with the Court.
5. The Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2011
Wilmington, Delaware

HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE