

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

In re:)	Chapter 11
)	
FRIENDLY ICE CREAM CORPORATION, <i>et al.</i> , ¹)	Case No. 11-13167 (KG)
)	
Debtors.)	Jointly Administered
)	
)	

**NOTICE OF DATES BY WHICH PARTIES MUST FILE PROOFS OF CLAIM
AND PROCEDURES FOR FILING PROOFS OF CLAIM AGAINST THE DEBTORS**

PLEASE TAKE NOTICE THAT Friendly Ice Cream Corporation and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”) on October 5, 2011 (the “Petition Date”).

PLEASE TAKE FURTHER NOTICE THAT on November 18, 2011, the Debtors filed the *Motion of Friendly Ice Cream Corporation, et al., for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Claim, Including for Claims Under 11 U.S.C. § 503(B)(9), (B) Approving the Form and Manner for Filing Proofs of Claim, and (C) Approving Notice Thereof* [Docket No. 379] (the “Bar Date Motion”). On December 5, 2011, the Court entered an order approving the Bar Date Motion [Docket No. 437] (the “Bar Date Order”), whereby the Court established certain dates (collectively, the “Bar Dates,” and, individually, each a “Bar Date”) by which parties holding Claims against the Debtors that arose (or that are deemed to have arisen) before the Petition Date must file proofs of claim against the Debtors. **Each date is expressly set forth below.**

<p>YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY BE HOLDING A CLAIM AGAINST ONE OR MORE OF THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.</p>
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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 Restaurants 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, Massachusetts 01095.

Background to the Debtors' Chapter 11 Cases

- A. General Information about the Debtors' Cases.** The Debtors' chapter 11 cases are being jointly administered for procedural purposes only under case number 11-13167. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases. On October 12, 2011, the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed a statutory committee of unsecured creditors in these chapter 11 cases (the "Committee") pursuant to section 1102(a)(1) of the Bankruptcy Code.
- B. Individual Debtor Information.** The Debtors' corporate headquarters and service address is: 1855 Boston Road, Wilbraham, Massachusetts 01095. The table below lists the respective case number for each Debtor:

DEBTOR	CASE NO.
Friendly Ice Cream Corporation	11-13167
Friendly's Restaurants Franchise, LLC	11-13166
Friendly's Realty I, LLC	11-13168
Friendly's Realty II, LLC	11-13169
Friendly's Realty III, LLC	11-13170

- C. Access to Proof of Claim Forms and Additional Information.** If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Bar Date Motion, Bar Date Order, proof of claim form, or related documents (and/or any other pleadings filed in the Debtors' chapter 11 cases) you may do so by: (i) calling the Debtors' restructuring hotline at (866) 446-4667; (ii) visiting the Debtors' restructuring website, available at: <http://dm.epiq11.com/Friendlys>; and/or (iii) writing to Friendly Ice Cream Corporation Claims Processing Center, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5285, New York, NY 10150-5285. Please note that Epiq Bankruptcy Solutions, LLC ("Epiq") can *not* advise you how to fill out, or whether you should file, a proof of claim.

Schedules of Assets and Liabilities

On November 14, 2011, each of the Debtors filed their statement of financial affairs and schedules of assets and liabilities with the Court [Docket Nos. 347-356] (collectively, the "Schedules"). The Debtors' Schedules and the Bar Date Order may be examined and inspected by interested parties during posted hours at the Clerk of the Bankruptcy Court, United States Bankruptcy Court, District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. The Debtors' Schedules and the Bar Date Order are also available online at <http://dm.epiq11.com/Friendlys> free of charge, or through the Court's Public Access to Court Electronic Records at <http://www.pacer.psc.uscourts.gov> (a login identification and password are required).

Bar Dates Approved by the Court

The Court has established the following Bar Dates as those dates by which parties holding Claims against the Debtors that arose (or that are deemed to have arisen) before the Petition Date *must* file proofs of claim so that they are *actually received* by Epiq:

General Bar Date: **February 13, 2012, at 5:00 p.m., prevailing Eastern Time,** is the date by which *all Entities*, including section 503(b)(9) claimants, must file proofs of claim.

Governmental Bar Date: **April 2, 2012, at 5:00 p.m., prevailing Eastern Time,** is the date by which *all Governmental Units* holding Claims (whether secured, unsecured priority, or unsecured non-priority) must file proofs of claim, including on account of Claims asserted for unpaid taxes, whether such Claims arise from prepetition tax years or periods or prepetition transactions to which any of the Debtors was a party.

Parties Required To File Proofs of Claim

- A. Definition of Claim.** Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.
- B. Definition of Entity.** Under section 101(15) of the Bankruptcy Code and as used herein, the word “entity” includes “person, estate, trust, governmental unit, and United States trustee.”
- C. Definition of Government Unit.** Under section 101(27) of the Bankruptcy Code and as used herein, the term “governmental unit” means “United States; State; Commonwealth; District; Territory; municipality; foreign state; department, agency, or instrumentality of the United States (but not a United States trustee while serving as a trustee in a case under this title), a State, a Commonwealth, a District, a Territory, a municipality, or a foreign state; or other foreign or domestic government.”
- D. Parties Who Must File Proofs of Claim.** Except as otherwise set forth herein, the following Entities holding Claims against the Debtors that arose (or that are deemed to have arisen) before the Petition Date *must* file proofs of claim on or before the applicable Bar Date:
- (a) any Entity whose Claim against a Debtor is not listed in the respective Debtor’s Schedules or is listed on such Schedules as contingent, unliquidated, or disputed, if such Entity desires to

participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;

- (b) any Entity whose Claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code; or
- (c) any Entity who believes that its Claim is improperly classified in a Debtor's Schedules or is listed in an incorrect amount and who desires to have its Claim allowed in a different classification or amount.

E. Parties Who Do Not Need to File Proofs of Claim. Certain parties are not required to file proofs of claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file proofs of claim for some kinds of the following claims and setting related deadlines. If the Court enters such an order, you will receive notice of it. The following Entities holding Claims that would otherwise be subject to the applicable Bar Date need *not* file proofs of claim:

- (a) any Entity that has already filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court in a form substantially similar to Official Form 10;
- (b) any Entity whose Claim is listed on a Debtor's Schedules, but only if: (i) such Claim is not scheduled as contingent, unliquidated, or disputed; (ii) the claimant agrees with the amount, nature, and priority of the Claim as set forth on a Debtor's Schedules; and (iii) the claimant agrees that the Claim is an obligation of the specific Debtor(s) as set forth in the Schedules;
- (c) a holder of a Claim that has previously been allowed by order of the Court;
- (d) a holder of a Claim that has been paid in full by the Debtors or any other party;
- (e) a holder of a Claim for which a specific deadline was previously fixed by the Court;
- (f) any Debtor affiliate having a Claim against another Debtor;
- (g) a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such Claim in the ordinary course of business as a wage, commission, or benefit; *provided, however*, that a current employee must submit a proof of claim by the General Bar Date for all other Claims, including Claims for wrongful termination, discrimination, harassment, hostile work

environment, retaliation, and/or Claims covered by the Debtors' workers' compensation insurance;

- (h) a customer of the Debtors, if an order of this Court authorized the Debtors to honor such Claim in the ordinary course of business pursuant to an existing customer program; *provided, however*, that a customer must submit a proof of claim by the applicable Bar Date if its Claim relates to a dispute of an amount set forth in the Debtors' schedules;
- (i) a holder of a Claim that is limited exclusively to the repayment of principal, interest, and/or other applicable fees and charges owed under any bond or note issued by the Debtors pursuant to an indenture (a "Debt Instrument"); *provided, however*, that: (i) this exclusion will not apply to the indenture trustee or designated agent under any of the Debt Instruments or related documents; (ii) an indenture trustee or designated agent under a Debt Instrument must file one proof of claim, on or before the General Bar Date, with respect to the repayment by the Debtors of principal, interest, and other applicable fees, charges, or other Claims on or under the Debt Instrument; (iii) any Entity that wishes to assert a Claim arising out of or relating to a Debt Instrument, other than a Claim for the repayment by the Debtors of principal, interest, and other applicable fees, charges, or other Claims on or under the Debt Instrument, will be required to file a proof of claim on or before the General Bar Date, unless another exception in this paragraph applies; and (iv) any indenture trustee or designated agent under any Debt Instrument or related document will only be required to file a proof of claim against the chapter 11 estates of the Debtor(s) that is (are) the primary obligor(s) on the underlying debt, and if such proof of claim identifies the Debtors, together with their respective chapter 11 case numbers, that are guarantors or otherwise secondary obligors under the applicable Debt Instrument, that proof of claim will be deemed to have been filed against the chapter 11 estate of each guarantor or secondary obligor; and
- (j) any Claims allowable under sections 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' estates.

Instructions for Filing Proofs of Claim

- A. Contents of Proofs of Claim.** Each proof of claim must: (i) be written in English; (ii) include a Claim amount denominated in United States dollars (and to the extent such Claim is converted to United States dollars, the conversion rate used); (iii) conform substantially with Official Form 10; (iv) be signed by the claimant or by an authorized

agent or legal representative of the claimant; and (v) be an original proof of claim (photocopies or facsimile will not be accepted).

- B. Claims Against Multiple Debtors.** Subject to paragraph E(i) above, each proof of claim must state a Claim against only one Debtor and clearly indicate the Debtor against which the Claim is asserted. To the extent more than one Debtor is listed on the proof of claim, such Claim will be treated as if filed only against the first-listed Debtor.
- C. Failure to Identify a Debtor.** Subject to paragraph E(i) above, each proof of claim *must* identify the Debtor against which a Claim is asserted including the Debtor's case number. A proof of claim filed under the joint administration case number 11-13167, or otherwise without identifying a Debtor, will be deemed as filed only against Debtor Friendly Ice Cream Corporation.
- D. Supporting Documentation.** Each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d) (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; *provided, however*, that a proof of claim may only be filed without supporting documentation upon the prior written consent of the Debtors' counsel; *provided further, however*, that any creditor that received such written consent shall be required to transmit such writings to the Debtors' counsel upon request no later than 14 days from the date of such request.
- E. Timely Service.** Each proof of claim must be filed, including supporting documentation, by United States mail or other hand delivery system, so as to be *actually received* by Epiq no later than **February 13, 2012, at 5:00 p.m., prevailing Eastern Time**, on or before the applicable Bar Date (or, where applicable, on or before any other Bar Dates set forth in the Bar Date Order) at the following address:

If by first-class mail:

Friendly Ice Cream Corporation Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5285
New York, NY 10150-5285

If by hand delivery or overnight mail:

Friendly Ice Cream Corporation Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, 3rd Floor
New York, NY 10017

<p style="text-align: center;">PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL <u>NOT</u> BE ACCEPTED.</p>
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Receipt of Service. Claimants wishing to receive acknowledgment that their proofs of claim were received by Epiq must submit (i) a copy of the proof of claim and (ii) a self-addressed, stamped envelope.

Consequences of Failing to Timely File Your Proof of Claim

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a proof of claim in accordance with the Bar Date Order on or before the applicable Bar Date, please be advised that:

- **YOU WILL BE FOREVER BARRED FROM ASSERTING THAT CLAIM (OR FILING A PROOF OF CLAIM WITH RESPECT TO IT);**
- **YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM;**
- **THE DEBTORS AND THEIR ESTATES WILL BE DISCHARGED FROM ANY AND ALL LIABILITY WITH RESPECT TO THAT CLAIM; AND**
- **YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS.**

Amendments to the Debtors' Schedules

- A. Amendments to Schedules.** In the event the Debtors amend their Schedules after the date of this notice, the Debtors will provide holders of Claims that are affected by the amendment notice of the amendment, and such parties will be given an opportunity to file proofs of claim before a new deadline that will be specified in that future notice.
- B. Amended Schedule Bar Date.** The Court has approved the later of (i) the General Bar Date or (ii) 21 days from the date on which the Debtors provided notice of the amendment of the Schedules (or another time period as may be fixed by the Court) as the date by which claimants holding Claims affected by the amendment must file proofs of claim with respect to such Claim.

Reservation of Rights

Nothing contained in this notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed Claim or any Claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled Claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

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Dated: December 9, 2011
Wilmington, Delaware

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