

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

In re:)	Chapter 11
AMICUS WIND DOWN CORPORATION, <i>et al.</i> ,)	Case No. 11-13167 (KG)
Debtors.)	<i>Re: #948</i>
In re:)	Chapter 11
FREEZE, LLC, <i>et al.</i> ,)	Case No. 11-13303 (KG)
Debtors. ¹)	<i>Re: #103</i>
In re:)	Chapter 11
FREEZE, LLC, <i>et al.</i> ,)	Case No. 11-13303 (KG)
Debtors. ¹)	<i>Re: #103</i>

**DECLARATION OF THE TREASURER OF THE PURCHASER IN SUPPORT OF
CONFIRMATION OF THE DEBTORS' FIRST AMENDED PLAN OF LIQUIDATION
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

I, T. Todd Schwendenmann, state the following under penalty of perjury:

1. I am the Treasurer of Friendly's Ice Cream, LLC (formerly known as Sundae Group Holdings II, LLC), the purchaser of the Debtors' former assets (the "Purchaser").
2. I am generally familiar with the Purchaser's obligations under the *Debtors' First Amended Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. **948**] (as may be amended or modified, the "Plan"), the asset purchase agreement pursuant to which the Purchaser acquired substantially all of the Debtors' assets (the "APA") and the wind-down budget (the "Wind-Down Budget") and the settlement (the "Settlement") attached to the order

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Amicus Wind Down Corporation, f/k/a Friendly Ice Cream Corporation (3130); Amicus Restaurants Franchise Wind Down, LLC, f/k/a Friendly's Restaurants Franchise, LLC (3693); Amicus Realty I Wind Down, LLC, f/k/a Friendly's Realty I, LLC (2580); Amicus Realty II Wind Down, LLC, f/k/a Friendly's Realty II, LLC (2581); Amicus Realty III Wind Down, LLC, f/k/a Friendly's Realty III, LLC (2583); Freeze, LLC (9643); Freeze Group Holding Corp. (3232); Freeze Holdings, LP (3099); and Freeze Operations Holding Corp. (5239). The location of the Debtors' corporate headquarters is 1855 Boston Road, Wilbraham, Massachusetts 01095. The Debtors' service addresses are: 1855 Boston Road, Wilbraham, Massachusetts 01095 and 5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486.


approving the sale. I am authorized to submit this declaration (the "Declaration") in support of confirmation of the Plan.

3. Unless noted otherwise, all matters set forth in this Declaration are based on: (a) my personal knowledge; (b) my review of relevant documents; (c) my view, based on my experience and knowledge of the Purchaser's operations and personnel; (d) information supplied to me by others at the Purchaser; and (e) as to matters involving United States bankruptcy law or rules or other applicable laws, my reliance on the advice of counsel or other advisors to the Debtors. If called upon to testify, I could and would testify competently to the facts set forth herein.

4. I am aware that, under the Plan, the APA, the Wind-Down Budget, and the Settlement, administrative expense claims against the Debtors comprise "Assumed Liabilities" that shall be satisfied by the purchaser or will otherwise be provided for by the estate and the Wind-Down Budget. I understand that the proofs of claim filed to date in these chapter 11 cases assert aggregate administrative claims of approximately \$8.3 million and that the Debtors estimate the total amount of administrative claims (including section 503(b)(9) claims) as approximately \$3.5 million. Based on my knowledge of the Purchaser's financial resources and wherewithal, I believe that the Purchaser has the financial resources to pay all administrative claims that it assumed under the terms and conditions of the APA and the Settlement.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true
and correct.

Executed on June 2nd, 2012

By: 

T. Todd Schwendenmann