

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

In re:

FIC RESTAURANTS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-12807 (CSS)
)
) (Jointly Administered)
)
) Docket Ref. Nos.: 20, 149

**ORDER (I) ESTABLISHING BAR DATES FOR FILING PROOFS OF
CLAIMS AND (II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Bar Date Order”) pursuant to Bankruptcy Code sections 501, 502(b)(9), Bankruptcy Rules 2002(a)(7), 2002(l), 3002(c)(1), 3003(c)(3) and 9008, and Local Rules 2002-1(e) and 3003-1(a): (i) establishing (a) the general bar date (the “General Bar Date”) by which all persons and entities, except as otherwise provided herein, must file proofs of claim in these Chapter 11 Cases asserting a claim against any of the Debtors that arose prior to the respective Petition Date, including a claim pursuant to section 503(b)(9) of the Bankruptcy Code, (b) the date by which governmental units must file proofs of claim in these Chapter 11 Cases (the “Governmental Bar Date”), (c) the date by which persons and entities must file proofs of claim relating to the Debtors’ rejection of executory contracts or unexpired leases in these Chapter 11 Cases (the “Rejection Bar Date”), and (d) the date by which

¹ The Debtors in these chapter 11 cases, their jurisdictions of organization, and the last four digits of their U.S. taxpayer identification numbers are: (1) FIC Restaurants, Inc., a Massachusetts, corporation (1388) (“FIC”); (2) FIC Holdings, LLC, a Delaware limited liability company (0204) (“FIC Holdings”); (3) Neapolitan Group Holdings, LLC, a Delaware limited liability company (7922) (“Neapolitan”); (4) Friendly’s Restaurants, LLC, a Delaware limited liability company (0696) (“Friendly’s”); and (5) Friendly’s Franchising, LLC, a Delaware limited liability company (4364) (“Franchising”). The Debtors’ corporate headquarters is located at 1855 Boston Road, Suite 300, Wilbraham, MA 01095.

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

persons and entities must file proofs of claim in these Chapter 11 Cases as a result of the Debtors' amendment, if any, to their schedules of assets and liabilities (the "Schedules") in these Chapter 11 Cases (the "Amended Schedules Bar Date" and, collectively with the General Bar Date, the Governmental Bar Date, and the Rejection Bar Date, the "Bar Dates"); and (ii) approving the form and manner of notice of the Bar Dates; and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding in accordance with 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and upon the record of any hearing being held to consider the relief requested in the Motion; and upon all proceedings had before this Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The forms of the Bar Date Notice, the Publication Notice, and the Proof of Claim Form, and the manner of providing notice of the Bar Dates proposed in the Motion, are approved in all respects. The form and manner of notice of the Bar Dates approved herein satisfy the notice

requirements of the Bankruptcy Code and the Bankruptcy Rules. As such, the Debtors are authorized to serve the Bar Date Package in the manner described herein.

3. The General Bar Date. Pursuant to this Bar Date Order, except as described below, all persons and entities holding claims (whether secured, unsecured, priority or unsecured nonpriority, including section 503(b)(9) claims) against the Debtors that arose before November 1, 2020 (the “Petition Date”) must file proofs of claim by **December 15, 2020 at 11:59 p.m. (prevailing ET)** (the “General Bar Date”).

4. The Governmental Bar Date. Pursuant to this Bar Date Order, except as described below, all governmental units holding claims (whether secured, unsecured, priority or unsecured nonpriority, including section 502(b)(9) claims) against the Debtors that arose before the Petition Date must file proofs of claim by the Governmental Bar Date by **April 30, 2021 at 11:59 p.m. (prevailing ET)** (the “Governmental Bar Date”).

5. The Rejection Bar Date: Any person or entity whose claims arise out of the Court-approved rejection of an executory contract or unexpired lease, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a plan in the applicable Debtor’s Chapter 11 Case, must file a proof of claim on or before the later of: (i) the General Bar Date; and (ii) 30 days after the effective date of the rejection (“Rejection Bar Date”).

6. The Amended Schedules Bar Date If, subsequent to the mailing date of the Bar Date Notice, a Debtor amends or supplements its Schedules of Assets and Liabilities (the “Schedules”) to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of a claim against a Debtor reflected therein, any affected persons or entities that dispute such changes are required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim on or before the later of: (i) the General Bar

Date; and (ii) 21 days after the date that notice of the applicable amendment to the Schedules is served on the claimant (“Amended Schedule Bar Date”).

7. Subject to terms described in this Bar Date Order for holders of claims subject to the Governmental Bar Date, the Rejection Bar Date, and the Amended Schedules Bar Date, the following persons and entities must file proofs of claim on or before the General Bar Date:

- a. any person or entity whose claim against a Debtor is not listed in the applicable Debtor’s Schedules or is listed as “contingent,” “unliquidated,” or “disputed,” if such person or entity desires to share in any distribution on any plan in these Chapter 11 Cases;
- b. any person or entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any person or entity who believes that its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules;
- d. any person or entity who believes that its claim against a Debtor is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

8. The following persons and entities, whose claims otherwise would be subject to the General Bar Date or the Governmental Bar Date, need not file proofs of claim:

- a. any person or entity that already has filed a signed proof of claim against the applicable Debtor(s) in a form substantially similar to Official Bankruptcy Form No. 410 with the Debtors’ claims and noticing agent;
- b. any person or entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as any of “disputed,” “contingent,” or “unliquidated,” (ii) such person or entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules, and (iii) such person or entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any person or entity whose claim: (i) has previously been allowed by order of the Court, (ii) has been paid in full by the Debtors pursuant to the Bankruptcy Code or

in accordance with an order of the Court, or (iii) is subject to a separate deadline pursuant to an order of the Court;

- d. any Debtor having a claim (or any transferee for security of any such Debtor that has a claim) against another Debtor;
- e. any claims by the Secured Parties arising from the financing as set forth in the *Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing The Use of Cash Collateral, (B) Providing Adequate Protection, (C) Modifying the Automatic Stay, and (D) Granting Related Relief* (the "Cash Collateral Motion"), provided, however, that the Secured Parties, are authorized and entitled, in their sole discretion, but are not required, to file (and amend and/or supplement, as each sees fit) a proof of claim in the Chapter 11 Cases for any claim described in the Cash Collateral Motion; and
- f. any holder of an equity interest in the Debtors need not file a proof of interest with respect to the ownership of such equity interest; provided, however, that any holder of an equity interest who wishes to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, must file a proof of claim asserting such claim on or prior to the applicable Bar Date pursuant to procedures set forth herein.

9. Persons and entities asserting claims against the Debtors that accrued before the respective Petition Date must use a proof of claim form (the "Proof of Claim Form") substantially similar to the form attached as **Exhibit 2** hereto.

10. The following procedures for the filing of a Proof of Claim Form shall apply:

- a. Contents. Each proof of claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- b. Section 503(b)(9) Claim. Any proof of claim asserting a claim entitled to priority under section 503(b)(9) must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the respective Petition Date; (ii) attach any documentation identifying the particular invoices for which a section 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. Identification of the Debtor Entity. Each proof of claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A proof of claim filed under the joint administration case number (No. 20-

12807 (CSS)), or otherwise without identifying a specific Debtor, will be deemed as filed only against Debtor FIC Restaurants, Inc.

- d. Claim Against Multiple Debtor Entities. 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 that more than one Debtor is listed on the proof of claim, such claim may be treated as if filed only against the first-listed Debtor.
- e. Supporting Documentation. Each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such proof of claim may include a summary of such documentation or an explanation as to why such documentation is not available.
- f. Timely Service. Each proof of claim form, including supporting documentation, must be submitted by electronic submission through the website of the Debtors' claims and noticing agent, Donlin Recano & Company, Inc. ("Donlin Recano") www.donlinrecano.com/friendlys or by hand delivery, courier service, first-class mail, overnight mail as to be **actually received** by Donlin Recano on or before the applicable Bar Date at:

If Proof of Claim is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: FIC Restaurants, Inc., et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim is sent by Overnight Courier or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: FIC Restaurants, Inc., et al.
6201 15th Avenue
Brooklyn, NY 11219

Proofs of claim will be deemed filed when actually received. Proof of Claim Forms may not be delivered via facsimile or electronic mail transmission.

- g. Receipt of Service. Persons or Entities wishing to receive acknowledgment that their paper-filed proofs of claim were received by Donlin Recano must submit: (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent); and (ii) a self-addressed, stamped envelope.

11. The Debtors shall retain the right to: (a) dispute, or assert offsets or defenses against, any filed proofs of claim, or any claim listed or reflected in the Schedules, as to nature,

amount, liability, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules. If the Debtors subsequently amend or supplement the Schedules, the Debtors shall give notice of any such amendment or supplement to the holders of claims affected thereby, including notice of the Amended Schedules Bar Date to file proofs of claim in response to the amendment or supplement to the Schedules.

12. In particular, if a Debtor amends or supplements its Schedules to reduce the undisputed, noncontingent and liquidated amount, to change the nature or classification of a claim against the Debtor or to add a new claim in the Schedules, any affected entities that dispute such changes must file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim or amend any previously filed proof of claim in respect of the amended scheduled claim in accordance with the procedures described herein by the Amended Schedules Bar Date. Notwithstanding the foregoing, nothing contained herein shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

13. **Entities that are required to file a proof of claim but fail to properly file a Proof of Claim Form by the applicable Bar Date, may be forever barred and estopped from:** (i) asserting any prepetition claim against the Debtors that such person or entity may possess and that (a) is in an amount that exceeds the amount, if any, that is identified in the Schedules on behalf of such person or entity as undisputed, noncontingent and liquidated or (b) is of a different nature, classification or priority than any claim identified in the Schedules on behalf of such person or entity (any such claim under this subparagraph (i) being referred to herein as an “Unscheduled Claim”); and (ii) receiving distributions under any chapter 11 plan in these Chapter 11 Cases in respect of an Unscheduled Claim. Without limiting the

foregoing sentence, any creditor asserting a claim entitled to priority pursuant to section 503(b)(9) of the Bankruptcy Code that fails to file a proof of claim in accordance with the Bar Date Order may not be entitled to any priority treatment on account of such claim pursuant to section 503(b)(9) of the Bankruptcy Code, regardless of whether such claim is identified on Schedule F of the Schedules as not contingent, not disputed, and not unliquidated.

14. No later than two (2) business days after the entry of this Bar Date Order, the Debtors, through Donlin Recano or otherwise, shall serve the Bar Date Package, including a copy of the Bar Date Notice and the Proof of Claim Form, substantially in the forms attached hereto as **Exhibit 1** and **Exhibit 2**, respectively, by first-class mail, postage prepaid (or equivalent service), on:

- a. all known potential holders of prepetition claims, including all entities listed in the Schedules as potentially holding claims;
- b. the United States Trustee;
- c. counsel to Sun Ice Cream Finance II, LP, as senior secured lender and Plan Sponsor, and Sun Ice Cream Finance, LP;
- d. all parties that have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- e. all parties to executory contracts and unexpired leases of the Debtors;
- f. all parties to litigation with the Debtors;
- g. the Internal Revenue Service for this District and all other taxing authorities for the jurisdictions in which the Debtors conduct business;
- h. all relevant state attorneys general;
- i. all holders of record of any interests in the Debtors as of the date of the Bar Date Order; and
- j. any such additional persons and entities as deemed appropriate by the Debtors.

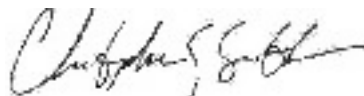
15. Pursuant to Bankruptcy Rules 2002(l) and 9008, the Debtors shall publish notice of the Bar Dates substantially in the form attached hereto as **Exhibit 3** (the “Publication Notice”) in the *The New York Times* (national edition) and multiple state publications in geographic regions in which the Debtors operate as means to provide notice of the Bar Dates to such unknown potential claimants. The Debtors will cause such publication to occur in two (2) business days (or as soon as practicable thereafter) after entry of this Bar Date Order.

16. The Proof of Claim Form mailed as part of the Bar Date Package will state, along with the claimant’s name: (i) whether the claimant’s claim is listed in the Schedules and, if so, the Debtor against which the claimant’s claim is scheduled; (ii) whether the claimant’s claim is listed as disputed, contingent or unliquidated; and (iii) whether the claimant’s claim is listed as secured, unsecured or priority. Any person or entity that relies on the information in the Schedules will bear responsibility for determining that its claim is accurately listed therein.

17. The Debtors and Donlin Recano are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Bar Date Order.

18. The entry of this Bar Date Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Dates established herein must file proofs of claim or interest.

Dated: November 17th, 2020
Wilmington, Delaware



CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1 to Proposed Order

Form of Bar Date Notice

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

In re:

FIC RESTAURANTS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-12807 (CSS)
)
) (Jointly Administered)
)

NOTICE OF BAR DATES FOR FILING CLAIMS

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.

TO ALL KNOWN CREDITORS OF FIC RESTAURANTS, INC. AND ITS DEBTOR AFFILIATES (COLLECTIVELY, THE “DEBTORS”), AS DEBTORS AND DEBTORS IN POSSESSION IN THE ABOVE-CAPTIONED CHAPTER 11 CASES (THE “CHAPTER 11 CASES”):

On November __, 2020, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order (the “Bar Date Order”) in the Chapter 11 Cases establishing certain deadlines to file proofs of claim.

The Bar Date Order established the following bar dates for filing proofs of claim against the Debtors (collectively, the “Bar Dates”):

| Bar Date | Description |
|--|---|
| General Bar Date December 15, 2020 at 11:59 p.m. (prevailing ET) | Pursuant to the Bar Date Order, except as described below, all entities holding claims, whether secured, priority (including, without limitation, claims entitled to priority under sections 503(b)(9) of the Bankruptcy Code) or unsecured nonpriority claims against the Debtors that arose before November 1, 2020 (the “ <u>Petition Date</u> ”) must file proofs of claim by the General Bar Date. |

¹ The Debtors in these chapter 11 cases, their jurisdictions of organization, and the last four digits of their U.S. taxpayer identification numbers are: (1) FIC Restaurants, Inc., a Massachusetts, corporation (1388) (“FIC”); (2) FIC Holdings, LLC, a Delaware limited liability company (0204) (“FIC Holdings”); (3) Neapolitan Group Holdings, LLC, a Delaware limited liability company (7922) (“Neapolitan”); (4) Friendly’s Restaurants, LLC, a Delaware limited liability company (0696) (“Friendly’s”); and (5) Friendly’s Franchising, LLC, a Delaware limited liability company (4364) (“Franchising”). The Debtors’ corporate headquarters is located at 1855 Boston Road, Suite 300, Wilbraham, MA 01095.

| | |
|--|--|
| Governmental Bar Date April 30, 2021 at 11:59 p.m. (prevailing ET) | Pursuant to the Bar Date Order, except as described below, all governmental units holding claims (whether secured, unsecured, priority or unsecured nonpriority) against the Debtors that arose before the Petition Date must file proofs of claim by the Governmental Bar Date. |
| Rejection Bar Date | <p>For any entity whose claims arise out of the Court approved rejection of an executory contract or unexpired lease by the Debtors in accordance with section 365 of the Bankruptcy Code, the bar date for such a claim will be the later of (a) the General Bar Date and (b) the date that is 30 days after the effective date of the rejection.</p> <p>Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease that asserts: (a) a claim (other than a rejection damages claim) on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease, you must file a Proof of Claim for such amounts on or before the General Bar Date or Government Bar Date, as applicable, unless you are expressly excluded from filing a Proof of Claim.</p> |
| Amended Schedule Bar Date | If the Debtors amend or supplement its schedules of assets and liabilities to reduce the undisputed, noncontingent, and liquidated amount or to change the nature or classification of a claim reflected therein, any affected entities that dispute such amendments or supplements are required to file a proof of claim or amend any previously filed proof of claim on or before the later of: (a) the General Bar Date; and (b) 21 days after the date that notice of the amended schedule is served on the claimant. |

FILING CLAIMS

WHO MUST FILE

Subject to the terms described above for holders of claims subject to the Governmental Bar Date, Rejection Bar Date, and the Amended Schedule Bar Date, the following entities **MUST** file proofs of claim on or before the General Bar Date:

- a. any person or entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as "contingent," "unliquidated," or "disputed," if such person or entity desires to share in any distribution on any plan in these Chapter 11 Cases;
- b. any person or entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any person or entity who believes that its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that

desires to have its claim allowed against a Debtor other than that identified in the Schedules;

- d. any person or entity who believes that its claim against a Debtor is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

WHAT TO FILE

The Debtors are enclosing a proof of claim form (the “Proof of Claim Form”) for use in the Debtors’ Chapter 11 Cases. If your claim is scheduled by the Debtors, the form also may set forth the amount of your claim as scheduled by the Debtors and the specific Debtor against which the claim is scheduled. You will receive a different Proof of Claim Form for each claim scheduled in your name by the Debtors. The following procedures apply for preparation and filing of a Proof of Claim Form:

- a. Contents. Each proof of claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- b. Section 503(b)(9) Claim. Any proof of claim asserting a claim entitled to priority under section 503(b)(9) must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the respective Petition Date; (ii) attach any documentation identifying the particular invoices for which a section 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. Identification of the Debtor Entity. Each proof of claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor’s case number. A proof of claim filed under the joint administration case number (No. 20-12807 ()), or otherwise without identifying a specific Debtor, will be deemed as filed only against Debtor FIC Restaurants, Inc.
- d. Claim Against Multiple Debtor Entities. 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 that more than one Debtor is listed on the proof of claim, such claim may be treated as if filed only against the first-listed Debtor.
- e. Supporting Documentation. Each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such proof of claim may include a

summary of such documentation or an explanation as to why such documentation is not available.

- f. Timely Service. Each proof of claim form, including supporting documentation, must be submitted by electronic submission through the website of the Debtors' claims and noticing agent, Donlin Recano & Company, Inc. ("Donlin Recano") <https://www.donlinrecano.com/Clients/fr/FileClaim> or by hand delivery, courier service, first-class mail, overnight mail as to be **actually received** by Donlin Recano on or before the applicable Bar Date at:

If Proof of Claim is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: FIC Restaurants, Inc., et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim is sent by Overnight Courier or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: FIC Restaurants, Inc., et al.
6201 15th Avenue
Brooklyn, NY 11219

- g. Receipt of Service. Persons or Entities wishing to receive acknowledgment that their paper-filed proofs of claim were received by Donlin Recano must submit: (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent); and (ii) a self-addressed, stamped envelope.

Proof of Claim Forms will be deemed filed when **actually received** by Donlin Recano on or before the applicable Bar Date. **Proof of Claim Forms may not be delivered via facsimile or electronic mail transmission.**

ENTITIES NOT REQUIRED TO FILE A CLAIM

The Bar Date Order further provides that the following entities, whose claims otherwise would be subject to the General Bar Date or the Governmental Bar Date, need not file claims in these Chapter 11 Cases:

- a. any person or entity that already has filed a signed proof of claim against the applicable Debtor(s) in a form substantially similar to Official Bankruptcy Form No. 410 with the Debtors' claims and noticing agent;
- b. any person or entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated," (ii) such person or entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules, and (iii) such person or entity does not dispute that its claim is an

obligation only of the specific Debtor against which the claim is listed in the Schedules;

- c. any person or entity whose claim: (i) has previously been allowed by order of the Court, (ii) has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court, or (iii) is subject to a separate deadline pursuant to an order of the Court;
- d. any Debtor having a claim (or any transferee for security of any such Debtor that has a claim) against another Debtor;
- e. any claims by the Secured Parties arising from the financing as set forth in the *Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing The Use of Cash Collateral, (B) Providing Adequate Protection, (C) Modifying the Automatic Stay, and (D) Granting Related Relief* (the "Cash Collateral Motion"), provided, however, that the Secured Parties, are authorized and entitled, in their sole discretion, but are not required, to file (and amend and/or supplement, as each sees fit) a proof of claim in the Chapter 11 Cases for any claim described in the Cash Collateral Motion; and
- f. any holder of an equity interest in the Debtors need not file a proof of interest with respect to the ownership of such equity interest; provided, however, that any holder of an equity interest who wishes to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, must file a proof of claim asserting such claim on or prior to the applicable Bar Date pursuant to procedures set forth herein.

CONSEQUENCES OF FAILURE TO FILE A CLAIM

ENTITIES THAT FAIL TO PROPERLY FILE A PROOF OF CLAIM FORM BY THE APPLICABLE BAR DATE SHALL BE BARRED AND ESTOPPED FROM:
(I) ASSERTING ANY PREPETITION CLAIM AGAINST THE DEBTORS THAT SUCH ENTITY MAY POSSESS AND THAT (A) IS IN AN AMOUNT THAT EXCEEDS THE AMOUNT, IF ANY, THAT IS IDENTIFIED IN THE SCHEDULE OR AMENDED SCHEDULE ON BEHALF OF SUCH ENTITY AS UNDISPUTED, NONCONTINGENT AND LIQUIDATED OR (B) IS OF A DIFFERENT NATURE, CLASSIFICATION OR PRIORITY THAN ANY CLAIM IDENTIFIED IN THE SCHEDULE OR AMENDED SCHEDULE ON BEHALF OF SUCH ENTITY (ANY SUCH CLAIM UNDER THIS SUBPARAGRAPH (I) BEING REFERRED TO HEREIN AS AN "UNSCHEDULED

CLAIM”); AND (II) RECEIVING DISTRIBUTIONS UNDER ANY CHAPTER 11 PLAN IN THESE CHAPTER 11 CASES IN RESPECT OF AN UNSCHEDULED CLAIM.

RESERVATION OF RIGHTS

Nothing contained herein shall preclude the Debtors or other party in interest from objecting to any claim, whether scheduled or filed, on any grounds.

THE DEBTORS’ SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtors in the Schedules. Copies of the Schedules and the Bar Date Order may be examined by interested parties on the Court’s electronic docket for the Debtors’ Cases, which is available at <http://www.deb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>). Additionally, electronic copies of the Schedules and the Bar Date Order may be viewed free of charge at the Debtors’ Claims and Noticing Agent’s website at <https://www.donlinrecano.com/friendlys>. Copies of the Schedules may also be examined by interested parties between the hours of 8:00 a.m. and 4:00 p.m. (prevailing Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a claim or copies of the Schedules, Bar Date Order or Proof of Claim Form, you may visit at www.donlinrecano.com/friendlys. Further, you may submit inquiries to friendlysinfo@donlinrecano.com and/or call toll free to Donlin Recano at 1-(866) 853-1834. Donlin Recano cannot advise you how to file, or whether you should file, a claim. You may wish to consult an attorney regarding this matter.

Exhibit 2 to Proposed Order

Proof Claim Form

Fill in this information to identify the case:

In re: FIC Restaurants, Inc., et al.

Debtor name: _____

United States Bankruptcy Court for the District of Delaware

Case number: _____

Proof of Claim

Your claim is scheduled by the Debtor as:

Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense other than a claim arising under section 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

| | | | | | |
|--|--|---|---|---|--|
| 1. Who is the current creditor? Name and address of the creditor. | | | Name and address of creditor (the person or entity to be paid for this claim): _____ _____ _____ Other names the creditor used with the debtor: _____ | | |
| 2. Has this claim been acquired from someone else? | | | <input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____ | | |
| 3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g). | | Where should notices to the creditor be sent? Name: _____ Address: _____ City: _____ State: ____ Zip: _____ Phone: _____ Email: _____ | | Where should payments to the creditor be sent? (if different) Name: _____ Address: _____ City: _____ State: ____ Zip: _____ Phone: _____ Email: _____ | |
| 4. Does this claim amend one already filed? | | <input type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known): _____ | | Filed on (MM/DD/YYYY): _____ | |
| 5. Do you know if anyone else has filed a proof of claim for this claim? | | <input type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____ | | | |

Part 2: Give Information About the Claim as of the Date the Case was Filed

| | | | |
|--|--|---|--|
| 6. Do you have any number you use to identify the debtor? | | <input type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any identification number used: _____ | |
| 7. How much is the claim? \$ _____ | | Does this amount include interest or other charges? <input type="checkbox"/> No <input type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A). | |
| 8. What is the basis of the claim? | | Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. _____ _____ | |

| | | | |
|--|--|---|--|
| 9. Is all or part of the claim secured? | <input type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property. | Nature of property: <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> . | <input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other (describe): _____ |
| Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) | | | |
| Value of property: \$ _____ Amount of the claim that is secured: \$ _____ | | | |
| Amount of the claim that is unsecured (the sum of the secured and unsecured amounts should match the amount in line 7): \$ _____ | | | |
| Amount necessary to cure any default as of the date of the petition: \$ _____ | | Annual interest rate (when case was filed): _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable | |

| | | |
|--|-----------------------------|--|
| 10. Is this claim based on a lease? | <input type="checkbox"/> No | <input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ _____ |
|--|-----------------------------|--|

| | | |
|--|-----------------------------|--|
| 11. Is this claim subject to a right of setoff? | <input type="checkbox"/> No | <input type="checkbox"/> Yes. Identify the property: _____ |
|--|-----------------------------|--|

| | | |
|--|--|--|
| 12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)? A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority. <small>* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.</small> | <input type="checkbox"/> No <input type="checkbox"/> Yes. <i>Check all that apply:</i> <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies. | Amount entitled to priority \$ _____ \$ _____ \$ _____ \$ _____ \$ _____ |
|--|--|--|

| | |
|--|---|
| 13. Is all or part of the claim entitled to priority under 11 U.S.C. § 503(b)(9)? | <input type="checkbox"/> No <input type="checkbox"/> Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____ |
|--|---|

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- ☐ I am the creditor.
☐ I am the creditor's attorney or authorized agent.
☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

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

Executed on date (MM/DD/YYYY): _____

Signature: _____

Print the name of the person who is completing and signing this claim:

First name: _____ Middle: _____ Last: _____

Title: _____

Company (identify the corporate servicer as the company if the authorized agent is a servicer): _____

Address: _____

City: _____ State: _____ Zip: _____

Phone: _____ Email: _____

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form. You must fill in the specific Debtor name and case number against which your claim is being asserted. If you are asserting claims against more than one Debtor, you MUST file a separate proof of claim for each debtor.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form. Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the reverse page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called "Bankruptcy Rule") 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A **Proof of Claim** form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may access the claims agent's website (www.donlinrecano.com/friendlys) to view the filed form.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate. 11 U.S.C. § 503.

Administrative expense claim under 11 U.S.C. §503(b)(9): Administrative expense claims under 11 U.S.C. §503(b)(9) include those claims for the value of any goods received by the debtor, within 20 days before the date of commencement of a case under the Bankruptcy Code in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

Claim: A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a)

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Uniform claim identifier: An optional 24-character identifier that some creditors use to facilitate electronic payment.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

If Proof of Claim is sent by mail, send to:

Donlin, Recano & Company, Inc.
Re: FIC Restaurants, Inc., et al.
P.O. Box 199043
Blythebourne Station
Brooklyn, NY 11219

If Proof of Claim is sent by Overnight Courier or Hand Delivery, send to:

Donlin, Recano & Company, Inc.
Re: FIC Restaurants, Inc., et al.
6201 15th Avenue
Brooklyn, NY 11219

Alternatively, your claim can be filed electronically on DRC's website at:

<https://www.donlinrecano.com/Clients/fr/FileClaim>

Do not file these instructions with your form.

Exhibit 3 to Proposed Order

Form of Publication Notice

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

| | | |
|--|---|-------------------------|
| In re: |) | |
| FIC RESTAURANTS, INC., <i>et al.</i> , |) | Chapter 11 |
| Debtors. |) | Case No. 20-12807 (CSS) |

NOTICE OF DEADLINE TO FILE CLAIM

On November 1, 2020, FIC Restaurants, Inc., and its affiliated debtors, Neapolitan Group Holdings, LLC, FIC Holdings, LLC, Friendly's Restaurants, LLC, and Friendly's Franchising, LLC (collectively, the "***Debtors***") filed for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the "***Bankruptcy Court***"). Copies of all documents relating to the Debtors' chapter 11 cases may be downloaded from <https://www.donlinrecano.com/friendlys> or may be obtained by a written request to Donlin, Recano & Company, Inc., Re: FIC Restaurants, Inc., et al., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219. Proposed counsel to the Debtors is WOMBLE BOND DICKINSON (US) LLC, 1313 North Market St., Ste. 1200, Wilmington Delaware, 19801 Telephone (302) 252-4320.

1. **Bar Date Order.** On November __, 2020, the Bankruptcy Court entered an order (the "***Bar Date Order***") establishing the following deadlines:

- **December 15, 2020 at 11:59 p.m. (Eastern Time)** as the deadline for each entity, other than government units, to file a proof of claim ("***Proof of Claim***") based on prepetition claims against the Debtors, including claims arising under section 503(b)(9) of the Bankruptcy Code; and
- **April 30, 2021 at 11:59 p.m. (Eastern Time)** as the deadline for governmental units to file Proofs of Claim against the Debtors.

2. **Additional Information.** For further information, including a copy of the Bar Date Order and detailed procedures for filing a Proof of Claim, please visit the Debtors' Chapter 11 website at <https://www.donlinrecano.com/friendlys> or call the Debtors' claim agent, Donlin, Recano & Company, Inc., at 1-866-853-1834.

3. **Consequences of Failing to File.** Any creditor who is required, but fails, to file by the applicable deadline may be forever barred and estopped from asserting such claim against the Debtors (or filing a Proof of Claim or Proof of Administrative Expense thereto), the Debtors and their property may be forever discharged from any and all indebtedness or liability with respect to such claim, and such holder may not be permitted to participate in any distribution in the Debtors' chapter 11 case on account of such claim or to receive further notices regarding such claim. A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THERE ARE ANY QUESTIONS.