

**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)

Sale Objection Deadline: December 10, 2020 at 4:00 p.m. (ET)

Sale Hearing: December 17, 2020 at 1:00 p.m. (ET)

NOTICE OF SALE AND SALE HEARING

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On November 1, 2020, FIC Restaurants, Inc. and its debtor affiliates, as debtors and debtors in possession (each a “Debtor,” and collectively, the “Debtors”) filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) their motion [Docket No. 19] (the “Motion”) for the entry of: (i) an order (the “Procedures Order”),² approving (a) the procedures (the “Assignment Procedures”) for the assumption and assignment of certain executory contracts and unexpired leases of nonresidential real property of the Debtors (collectively, the “Contracts and Unexpired Leases”) in connection to the private sale (the “Sale”) of substantially all of the Debtors’ assets (the “Assets”) to Amici Partners Group, LLC (the “Purchaser”), an entity affiliated with BRIX Holdings, LLC; (b) scheduling a hearing (the “Sale Hearing”) to consider approval of the Sale of Assets to Purchaser, including the assumption and assignment of the Contracts and Unexpired Leases; (c) approving the form and manner of notices thereof; and (d) granting related relief; and (ii) an order (the “Sale Order”) authorizing and approving (a) that certain Purchase Agreement; (b) the Sale of Assets to Purchaser free and clear of liens, claims, rights, encumbrances, and other interests; (c) the assumption and assignment of certain Contracts and Unexpired Leases; and (d) granting related relief.

2. On November 16, 2020, the Bankruptcy Court entered the Procedures Order [Docket No. 117].

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 herein but not otherwise defined shall have the meanings given to them in the Procedures Order (including the Assignment Procedures). Any summary of the Assignment Procedures and the Procedures Order contained herein is qualified in its entirety by the actual terms and conditions thereof. To the extent that there is any conflict between any such summary and such actual terms and conditions, the actual terms and conditions shall control.

3. The Sale Hearing will be held before the Honorable Christopher S. Sontchi, United States Bankruptcy Judge, 824 North Market Street, Wilmington, Delaware 19801, 5th Floor, Courtroom #6, on **December 17, 2020 at 1:00 p.m. (ET)**, or at such other time thereafter as counsel may be heard. The Sale Hearing may be adjourned by the Debtors from time to time without further notice to creditors or other parties in interest other than by announcement of the adjournment in open court on the date scheduled for the Sale Hearing or by filing a notice, which may be a hearing agenda stating the adjournment, on the docket of the Debtors' Chapter 11 Cases.

4. Any objections to the Sale or the relief requested in connection with the Sale, including objections to entry of the proposed Sale Order (a "Sale Objection"), except for a Cure Cost/Assignment Objection (which shall be governed by the Assignment Procedures), must: (i) be in writing; (ii) be signed by counsel or attested to by the objecting party; (iii) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (iv) state with particularity the legal and factual basis for the objection and the specific grounds therefor; (v) be filed with the Clerk of the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, DE 19801, together with proof of service, **on or before 4:00 p.m. (ET) on December 10, 2020**, (the "Sale Objection Deadline"); and (vi) be served, so as to be actually received on or before the Sale Objection Deadline, upon (a) counsel to the Debtors, Womble Bond Dickinson (US) LLP, 1313 North Market Street, Suite 1200, Wilmington, Delaware 19801, Attn.: Matthew Ward (matthew.ward@wbd-us.com); (b) counsel to Sun Ice Cream Finance II, LP, as senior secured lender and Plan Sponsor, and Sun Ice Cream Finance, LP, as secured lender, Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, New York 10178-0060 Attn: Craig A. Wolfe (craig.wolfe@morganlewis.com); (c) counsel to Amici Partners Group, LLC, as proposed purchaser, Winstead PC, 2728 N. Harwood Street, Suite 500 Dallas, Texas 75201, Attn: Rakhee Patel (rpatel@winstead.com); (d) counsel to any statutory committee appointed in these cases; and (e) Office of The United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Linda Casey (Linda.Casey@usdoj.gov) (collectively, the "Notice Parties").

5. If a Sale Objection is not filed and served on or before the Sale Objection Deadline in accordance with the foregoing requirements, the Bankruptcy Court may not consider the Sale Objection and may enter the Sale Order without further notice to such party.

6. Copies of the Motion, the Procedures Order and the Assignment Procedures may be obtained by parties in interest free of charge on the dedicated webpage related to these Chapter 11 Cases maintained by the claims and noticing agent in these cases, Donlin, Recano & Company, Inc., at www.donlinrecano.com/friendlys. Copies of such documents are also available for inspection during regular business hours at the Clerk of the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, DE 19801, and may be viewed for a fee at the Bankruptcy Court's website (<http://www.deb.uscourts.gov/>) by following the directions for accessing the ECF system on such website.

7. For ease of reference, the following chart has been included to provide the dates relevant to this Notice of Sale and Sale Hearing:

Date	Event
As soon as practicable upon entry of the Procedures Order	Service of Potential Assumption and Assignment Notice
The later of: (i) December 10, 2020, and (ii) fourteen (14) days after service of the Potential Assumption and Assignment Notice, at 4:00 p.m. (ET)	Cure Cost/Assignment Objection Deadline
December 10, 2020 at 4:00 p.m. (ET)	Sale Objection Deadline
December 17, 2020 at 1:00 p.m. (ET) or another date subject to the Court's availability	Sale Hearing

Dated: November 17, 2020
Wilmington, Delaware

WOMBLE BOND DICKINSON (US) LLP

/s/ Morgan L. Patterson

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