

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: October 24, 2011 at 3:00 p.m.
Obj. Deadline: October 17, 2011 at 4:00 p.m.
Related to Docket No. 7

**LIMITED OBJECTION OF BENOIT PROPERTIES, INC. TO MOTION OF DEBTORS
FOR ENTRY OF AN ORDER AUTHORIZING AND APPROVING (A) REJECTION OF
CERTAIN UNEXPIRED LEASES AND (b) ABANDONMENT OF CERTAIN
PERSONAL PROPERTY, EACH EFFECTIVE AS OF VACATION OF PREMISES**

Benoit Properties, Inc. (“Benoit”) submits the following limited objection to the *Motion of Debtors for Entry of an Order Authorizing and Approving (A) Rejection of Certain Unexpired Leases and (B) Abandonment of Certain Personal Property, Each Effective as of Vacation of Premises* (the “Motion”):

1. Benoit is the Lessor under a certain nonresidential real property lease (the “Lease”), as amended, for real property located at 1634 US Route 302, Barre, Vermont 05641 (the “Property”). Friendly Ice Cream Corporation, one of the Debtors, is the Tenant.

2. The Debtors have failed to pay the October rent, as well as other amounts that are due and owing under the Lease. In the event that the Debtors fail to perform their duties under the Lease, Benoit is entitled to an administrative claim against the Debtors for any amounts due and owing under the Lease for the month of October and through and until the effective date of

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.

the rejection of thereof, and reserves the right hereafter to submit a conforming request for the allowance of the same pursuant to 11 U.S.C. § 503(b). Benoit believes rejection should not be authorized unless the Debtors immediately satisfy all outstanding post-petition administrative rent and related charges.

3. Further, the Motion does not specifically deal with personal property that the Debtors may currently lease from third parties and that may be left behind when the Lease is rejected. The Debtors cannot “abandon” property which is owned by another entity. Likewise the Debtors should not be permitted to make Benoit responsible for property that the Debtors may have leased from third parties. To the extent such personal property is located in the Property, the Debtors should be required to contact any third party lessors of all such personal property and make arrangements for removal of such property. Rejection of the Lease should not be effective until such personal property is removed.

WHEREFORE, Benoit urges this Court to deny the Debtors’ Motion, at least in part, unless and until the matters above are resolved.

Respectfully submitted,



/s/ Maria Aprile Sawczuk

Joseph H. Huston, Jr. (I.D. No. 4035)

Maria Aprile Sawczuk (I.D. No. 3320)

STEVENS & LEE, P.C.

1105 N. Market Street, Suite 700

Wilmington, DE 19801

Telephone: (302) 425-3306

Facsimile: (610) 988-0838

jhh@stevenslee.com

masa@stevenslee.com

Attorneys for Benoit Properties, Inc.

Dated: October 17, 2011