

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
)	Re: Court Docket No. 15

CERTIFICATION OF COUNSEL REGARDING ORDER (A) APPROVING BIDDING PROCEDURES; (B) APPROVING FORM AND MANNER OF NOTICES; (C) APPROVING FORM OF ASSET PURCHASE AGREEMENT, INCLUDING EXPENSE REIMBURSEMENT; (D) SCHEDULING DATES TO CONDUCT AUCTION AND HEARING TO CONSIDER FINAL APPROVAL OF SALES, INCLUDING TREATMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES; AND (E) GRANTING RELATED RELIEF

The undersigned hereby certifies that:

1. On October 5, 2011, the Debtors filed the *Debtors' Motion for Entry of (A) an Order Approving Bidding Procedures and Notice Procedures and (B) an Order (I) Approving the Asset Purchase Agreement, Including Expense Reimbursement; (II) Authorizing the Sale of all or Substantially all of the Assets of the Debtors Free and Clear of all Liens, Claims, Encumbrances and Other Interests; (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (IV) Granting Related Relief* [Docket No. 15] (the "Motion").

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.

2. The Court scheduled a hearing to consider the Motion for November 1, 2011 at 9:00 a.m. (prevailing Eastern time) (the "Hearing").

3. Prior to the Hearing, changes were made to the order attached to the Motion (the "Proposed Order"). A blackline copy of the Proposed Order is attached hereto as Exhibit A (the "Blackline"). The Blackline reflects changes as between the proposed order attached the Motion and the revised and consensual Proposed Order attached hereto as Exhibit B.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order attached hereto as Exhibit B at its earliest convenience.

Dated: November 1, 2011

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Kathleen P. Makowski

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