

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

In re:	)	Chapter 11
FREEZE, LLC,	)	Case No. 11-13303 (KG)
)	
Debtor.)	
)	
Tax I.D. No. 27-3299643)	

In re:	)	Chapter 11
FREEZE HOLDINGS, LP,	)	Case No. 11-13304 (KG)
)	
Debtor.)	
)	
Tax I.D. No. 26-0343099)	

In re:	)	Chapter 11
FREEZE GROUP HOLDING CORP.,	)	Case No. 11-13305 (KG)
)	
Debtor.)	
)	
Tax I.D. No. 26-0343232)	

In re:	)	Chapter 11
FREEZE OPERATIONS HOLDING CORP.,	)	Case No. 11-13306 (KG)
)	
Debtor.)	
)	
Tax I.D. No. 26-0725239)	

**DEBTORS' MOTION FOR ENTRY OF AN ORDER DIRECTING JOINT
ADMINISTRATION OF THEIR CHAPTER 11 CASES**

The above-captioned debtors and debtors in possession (collectively, the "HoldCo Debtors") file this motion (this "Motion") for the entry of an order (the "Order"), substantially in the form attached hereto as Exhibit A, directing joint administration of their related chapter 11 cases. In support of this Motion, the HoldCo Debtors respectfully state as follows.¹

Jurisdiction and Venue

1. The United States Bankruptcy Court for the District of Delaware (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are section 105(a) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Bankruptcy Rules").

Relief Requested

4. By this Motion, the HoldCo Debtors seek entry of an order directing joint administration of these chapter 11 cases for procedural purposes only. Specifically, the HoldCo Debtors request that the Court maintain one file and one docket for all of these chapter 11 cases

¹ The facts and circumstances supporting this Motion are set forth in the *Declaration of Steven C. Sanchioni in Support of the Debtors' Chapter 11 Petitions and First Day Motions* (the "Sanchioni Declaration"), filed contemporaneously herewith.

under the case of Freeze, LLC, and that these chapter 11 cases be administered under the caption, as follows:

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

)	
In re:	)	Chapter 11
)	
FREEZE, LLC, <i>et al.</i> , ¹	)	Case No. 11-13303 (KG)
)	
Debtors.	)	Jointly Administered
)	

5. The HoldCo Debtors further request that the Court order that the foregoing caption shall satisfy the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

6. The HoldCo Debtors also request that an entry be made on the docket of each of the HoldCo Debtors’ chapter 11 cases, other than Freeze, LLC, to reflect the joint administration of these chapter 11 cases that is substantially similar to the following:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware Directing joint administration of these chapter 11 cases of: Freeze, LLC; Freeze Group Holding Corp.; Freeze Holdings, LP; and Freeze Operations Holding Corp. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 11-13303 (KG).

Background

1. The HoldCo Debtors are non-operating entities that either wholly or substantially own, directly or indirectly, Friendly Ice Cream Corporation (“FICC”) and certain of its affiliates

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Freeze, LLC (9643); Freeze Group Holding Corp. (3232); Freeze Holdings, LP (3099); and Freeze Operations Holding Corp. (5239). The notice address of the Debtors is: 5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486.

(the “OpCo Debtors”) each of which filed a voluntary petition for relief under the Bankruptcy Code on October 5, 2011.² The OpCo Debtors’ chapter 11 cases are jointly administered under Case No. 11-13167 (KG) in this Court.

2. OpCo Debtor, FICC, sponsors a single-employer pension plan (the “FICC Pension Plan”) subject to Title IV of the Employee Retirement Income Security Act (“ERISA”). FICC had an obligation to make a required quarterly funding payment to the FICC Pension Plan on October 15, 2011. Having filed for bankruptcy on October 5, 2011, FICC did not make the October 15, 2011 payment to the FICC Pension Plan. In certain instances, non-payment of required funding obligations to a company-sponsored pension plans gives rise to enforcement rights under ERISA, including, in some instances, lien rights, in favor of the Pension Benefit Guarantee Corporation (the “PBGC”). The HoldCo Debtors commenced chapter 11 cases prior to the October 15, 2011 missed payment to the FICC Pension Plan due to a concern that the HoldCo Debtors may be alleged to be in a single "control group" of entities with FICC, and, therefore, potentially be jointly and severally liable for the missed payment and subject to potential PBGC remedies or enforcement activities.

3. The HoldCo Debtors are not obligors under the OpCo Debtors’ funded debt obligations and do not have assets that are subject to the proposed asset sale in the OpCo Debtors’ chapter 11 cases. Therefore, there is no need to jointly administer the HoldCo Debtors’ chapter 11 cases with the OpCo Debtors’ chapter 11 cases.

² Information regarding the chapter 11 cases of the OpCo Debtors is set forth in the Declaration of Steven C. Sanchioni, Executive Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary of Friendly Ice Cream Corporation, in Support of the Debtors’ Chapter 11 Petitions and First Day Motions (the “OpCo First Day Declaration”), filed on October 5, 2011.

Basis for Relief

4. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” FED. R. BANKR. P. 1015. The HoldCo Debtors have “affiliates” as that term is defined under section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.

5. Section 105(a) of the Bankruptcy Code provides the Court with the power to grant the relief requested herein by permitting the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [Bankruptcy Code].” 11 U.S.C. § 105(a)

6. Further, Local Bankruptcy Rule 1015-1 provides additional authority for the Court to order joint administration of these chapter 11 cases:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration pursuant to FED. R. BANKR. P. 1015, supported by an affidavit, declaration, or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties. An order of joint administration entered in accordance with this Local Bankruptcy Rule may be reconsidered upon motion of any party in interest at any time. An order of joint administration under this Local Bankruptcy Rule is for procedural purposes only and shall not cause a “substantive” consolidation of the respective debtors’ estates.

DEL. BANKR. L.R. 1015-1.

7. Joint administration is generally non-controversial, and courts in this district routinely order joint administration in multiple related cases. *See, e.g., In re Neb. Book Co.*, No. 11-12005 (Bankr. D. Del. June 28, 2011); *In re L.A. Dodgers LLC*, No. 11-12010 (Bankr. D.

Del. June 28, 2011); *In re Jackson Hewitt Tax Serv. Inc.*, No. 11-11587 (Bankr. D. Del. May 25, 2011); *In re Ambassadors Int'l, Inc.*, No. 11-11002 (Bankr. D. Del. Apr. 5, 2011); *In re Barnes Bay Dev. Ltd.*, No. 11-10792 (Bankr. D. Del. Mar. 21, 2011); *In re Summit Bus. Media Holding Co.*, No. 11-10231 (Bankr. D. Del. Jan. 28, 2011); *In re Ultimate Acquisition Partners, LP*, No. 11-10245 (Bankr. D. Del. Jan. 28, 2011); *In re Appleseed's Intermediate Holdings LLC*, No. 11-10160 (Bankr. D. Del. Jan. 20, 2011); *In re Constar Int'l Inc.*, No. 11-10109 (Bankr. D. Del. Jan. 13, 2011); *In re Local Insight Media Holdings, Inc.*, No. 10-13677 (Bankr. D. Del. Nov. 19, 2010); *In re Xerium Techs., Inc.*, No. 10-11031 (Bankr. D. Del. Mar. 31, 2010); *In re Spheris Inc.*, No. 10-10352 (Bankr. D. Del. Feb. 4, 2010); *In re The Majestic Star Casino*, No. 09-14136 (Bankr. D. Del. Nov. 23, 2009).³

8. As set forth in the Sanchioni Declaration, the four HoldCo Debtor entities in these chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Any of the motions, hearings, and orders that will arise in these chapter 11 cases likely will affect each HoldCo Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the Office of the United States Trustee for the District of Delaware and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

9. Moreover, joint administration will not adversely affect parties in interest, if any, with respect to the HoldCo Debtors because this Motion requests only administrative, not

³ Because of the voluminous nature of the orders cited herein, such orders are not attached to this Motion. Copies of these orders are available upon request of the Holdco Debtors' proposed counsel.

substantive, consolidation of the estates. Instead, any parties in interest will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, the HoldCo Debtors submit that the joint administration of these chapter 11 cases is in the best interests of its estates, its creditors, and all other parties in interest.

Notice

10. Notice of this Motion has been given to the following parties or, in lieu thereof, to their counsel, if known: (a) the Office of the United States Trustee for the District of Delaware; and (b) unsecured creditors that appear on the list of the top 20 unsecured creditors of the HoldCo Debtors. The HoldCo Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

11. No prior request for the relief sought in this Motion has been made to this or any other court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the HoldCo Debtors respectfully request that the Court enter an order granting the relief requested herein and granting such other further relief as is just and proper.

Dated: October 18, 2011
Wilmington, Delaware

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