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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
SBARRO LLC, <i>et al.</i> , ¹)	Case No. 14-10557 (MG)
)	
Debtors.)	Jointly Administered
)	

**NOTICE OF SECOND DAY HEARING TO BE HELD ON
APRIL 7, 2014 AT 2:00 P.M. (PREVAILING EASTERN TIME)**

PLEASE TAKE NOTICE that on March 10, 2014 (the “*Petition Date*”), the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”) each filed a voluntary petition for relief under title 11 of the United States Code (the “*Bankruptcy Code*”) in the United States Bankruptcy Court for the Southern District of New York (the “*Court*”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Sbarro LLC (1939); Carmela’s, LLC (8088); Carmela’s of Kirkman LLC (7703); Carmela’s of Kirkman Operating, LLC (1182); Corest Management, Inc. (9134); Cucinova Easton LLC (4874); Cucinova Holdings LLC (2698); Cucinova Kenwood LLC (9558); Cucinova Olentangy LLC (8264); Demefac Leasing Corp. (2379); Larkfield Equipment Corp. (7947); Las Vegas Convention Center LLC (7645); New Sbarro Finance, Inc. (6440); New Sbarro Intermediate Holdings, Inc. (9105); Sbarro America, Inc. (9130); Sbarro America Properties, Inc. (9540); Sbarro Blue Bell Express LLC (1419); Sbarro Commack, Inc. (4007); Sbarro Express LLC (0253); Sbarro Holdings, Inc. (7352); Sbarro New Hyde Park, Inc. (6185); Sbarro of Las Vegas, Inc. (2853); Sbarro of Longwood, LLC (0328); Sbarro of Virginia, Inc. (2309); Sbarro Pennsylvania, Inc. (3530); Sbarro Properties, Inc. (9541); Sbarro Venture, Inc. (3182); Sbarro’s of Texas, Inc. (5139); Umberto at the Source, LLC (8024); Umberto Deer Park, LLC (8728); Umberto Hauppauge, LLC (8245); Umberto Hicksville, LLC (0989); Umberto Huntington, LLC (8890); and Umberto White Plains, LLC (8159). The Debtors’ service address is: 401 Broadhollow Road, Melville, New York 11747.

PLEASE TAKE FURTHER NOTICE that the following motions were approved on an interim basis on March 12, 2014, and will be heard on a final basis at a hearing scheduled for **April 7, 2014 at 2:00 p.m. (Prevailing Eastern Time)** (the “*Second Day Hearing*”) before the Honorable Martin Glenn, United States Bankruptcy Judge, in Courtroom No. 501 of the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, or at such other time as the Court may determine:

1. Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing and to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Lenders, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [**Docket No. 27**] (the “*DIP Motion*”);
2. Debtors’ Motion for Entry of Interim and Final Orders Authorizing the Debtors to (A) Continue Using Their Existing Cash Management System, Bank Accounts and Business Forms, (B) Continue Intercompany Transactions, and (C) Provide Postpetition Intercompany Claims Administrative Expense Priority [**Docket No. 14**] (the “*Cash Management Motion*”);
3. Debtors’ Motion For Entry Of Interim And Final Orders (I) Authorizing The Debtors To Pay (A) Claims Arising Under the Perishable Agricultural Commodities Act, (B) Prepetition Claims of Lien Claimants, and (C) Claims Arising Under Section 503(b)(9) of the Bankruptcy Code and (II) Granting Certain Related Relief [**Docket No. 16**] (the “*Trade Motion*”);
4. Debtors’ Motion for Entry of Interim and Final Orders Authorizing Debtors to (A) Pay Certain Prepetition Wages, Other Compensation and Reimbursable Employee Expenses, (B) Pay and Honor Employee Medical and Other Benefits and (C) Continue Employee Benefits Programs [**Docket No. 15**] (the “*Wages Motion*”);
5. Debtors’ Motion for Entry of Interim and Final Orders Authorizing the Debtors to Maintain, Administer, Modify and Renew Customer Programs, Promotions and Practices and to Honor Obligations Related Thereto [**Docket No. 17**] (the “*Customer Programs Motion*”);

6. Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to Pay Taxes and Fees [**Docket No. 18**] (the "*Taxes Motion*"); and
7. Debtors' Motion for Entry of Interim and Final Orders Establishing Notification and Hearing Procedures for Certain Transfers of Common Stock [**Docket No. 19**] (the "*Equity Trading Motion*").

PLEASE TAKE FURTHER NOTICE that the following motions and application will also be heard at the Second Day Hearing, or at such other time as the Court may determine:

1. Debtors' Motion for Entry of an Order Authorizing Rejection of Certain Unexpired Nonresidential Real Property Leases and Abandonment of Certain Personal Property Effective as of the Petition Date [**Docket No. 32**] (the "*Lease Rejection Motion*");
2. Debtors' Motion for Entry of an Order Authorizing and Approving Expedited Procedures to Reject Unexpired Leases [**Docket No. 33**] (the "*Rejection Procedures Motion*");
3. Motion for Approval of Adequate Assurance of Payment to Utility Services and Continuation of Service [**Docket No. 31**] (the "*Utilities Motion*");
4. Debtors' Motion for Entry of an Order (A) Approving Procedures for Alternative Restructuring Transaction Proposals, (B) Scheduling Proposal Deadlines and an Auction, and (C) Approving the Form and Manner of Notice Thereof [**Docket No. 29**] (the "*Bidding Procedures Motion*"); and
5. Debtors' Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [**Docket No. 34**] (the "*Administrative Advisor Application*").

PLEASE TAKE FURTHER NOTICE that the Debtors intend to file additional motions and applications prior to the Second Day Hearing and will provide notice of the filing of such applications and motions to any affected parties.

PLEASE TAKE FURTHER NOTICE that copies of the motions and application may be obtained free of charge by visiting the website of Prime Clerk LLC at <http://cases.primeclerk.com/sbarro> or by calling (855) 388-4575. You may also obtain copies of

any pleadings by visiting the Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned thereafter from time to time without further notice other than an announcement of the adjourned date or dates at the Hearing or at a later hearing. The Debtors will file an agenda before the Hearing, which may modify or supplement the Motions to be heard at the Hearing.

PLEASE TAKE FURTHER NOTICE that you need not appear at the hearing if you do not object to the relief requested in any of the Motions.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motions must comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York. Objections, if any, to the DIP Motion and Equity Trading Motion must be served upon each of the parties set forth below **on or before March 31, 2014**, and objections, if any, to the Cash Management Motion, Trade Motion, Wages Motion, Customer Programs Motion, Taxes Motion, Lease Rejection Motion, Rejection Procedures Motion, Utilities Motion, Bidding Procedures Motion and the Administrative Advisor Application, must be served upon each of the parties set forth below **on or before April 2, 2014**:
(a) the Debtors, 401 Broadhollow Road, Melville, New York 11747, Attn: Stuart Steinberg;
(b) proposed counsel for the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Nicole L. Greenblatt, Esq. and David S. Meyer, Esq.; (c) the agent for the Debtors' prepetition secured lenders and postpetition secured lenders, Cantor Fitzgerald, 499 Park Avenue, New York, New York 10022, Attn: Nils Horning, Esq. and John Stelwagon;
(d) counsel to the agent for the Debtors' prepetition secured lenders and postpetition secured lenders, Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, New

York, 10005, Attn: Evan Fleck, Esq. and Brian Sturm, Esq. (e) counsel to any statutory committee appointed in these chapter 11 cases; and (f) the Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Paul K. Schwartzberg.

PLEASE TAKE FURTHER NOTICE that if you do not want the Court to grant the relief requested in the motions and applications, or if you want the Court to consider your views on the motions and applications, then you or your attorney must attend the Second Day Hearing. If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the motions and applications and may enter orders granting the relief requested in the motions and applications.

Dated: March 13, 2014
New York, New York

/s/ Nicole L. Greenblatt

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