

James H.M. Sprayregen, P.C.  
Edward O. Sassower, P.C.  
Nicole L. Greenblatt  
David S. Meyer  
KIRKLAND & ELLIS LLP  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

Counsel to the Debtors and Debtors in Possession

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

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

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**NOTICE OF DEADLINE REQUIRING FILING  
OF PROOFS OF CLAIM ON OR BEFORE JUNE 30, 2014**

**TO: ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY DEBTOR  
LISTED ON PAGES 2 AND 3 OF THIS NOTICE**

The United States Bankruptcy Court for the Southern District of New York (the “*Court*”) has entered an order (the “*Bar Date Order*”) establishing **5:00 p.m. Eastern Time on June 30, 2014** (the “*Claims Bar Date*”), as the last date for each person or entity (including individuals, partnerships, corporations, joint ventures, and trusts) to file a proof of claim against any of the debtors listed on pages 2 and 3 of this notice (collectively, the “*Debtors*”).

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<sup>1</sup> 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.

Except for those holders of the claims listed below that are specifically excluded from the Claims Bar Date filing requirement, the Claims Bar Date and the procedures set forth below for filing proofs of claim apply to all claims against the Debtors that arose prior to March 10, 2014 (the “*Petition Date*”), the date on which the Debtors commenced cases under chapter 11 of the United States Bankruptcy Code, **including parties asserting claims pursuant to section 503(b)(9) of the Bankruptcy Code** (each, a “*503(b)(9) Claim*”).<sup>2</sup> In addition, governmental units have until **5:00 p.m. Eastern Time on September 10, 2014** (the date that is 180 days after the order for relief) to file proofs of claim.

**A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.**

### Debtors in the Chapter 11 Cases

| Debtor Name                            | Federal Tax Identification Number | Case Number            |
|--|-----------------------------------|------------------------|
| Sbarro LLC                             | 11-2501939                        | Case No. 14-10557 (MG) |
| Carmela’s, LLC                         | 11-3728088                        | Case No. 14-10558 (MG) |
| Carmela’s of Kirkman LLC               | 59-3827703                        | Case No. 14-10559 (MG) |
| Carmela’s of Kirkman Operating, LLC    | 16-1751182                        | Case No. 14-10560 (MG) |
| Corest Management, Inc.                | 11-3189134                        | Case No. 14-10561 (MG) |
| Cucinova Easton LLC                    | 46-2704874                        | Case No. 14-10562 (MG) |
| Cucinova Holdings LLC                  | 46-2742698                        | Case No. 14-10563 (MG) |
| Cucinova Kenwood LLC                   | 46-3729558                        | Case No. 14-10564 (MG) |
| Cucinova Olentangy LLC                 | 46-2658264                        | Case No. 14-10565 (MG) |
| Demefac Leasing Corp.                  | 11-3342379                        | Case No. 14-10566 (MG) |
| Larkfield Equipment Corp.              | 11-3117947                        | Case No. 14-10567 (MG) |
| Las Vegas Convention Center LLC        | 27-1447645                        | Case No. 14-10568 (MG) |
| New Sbarro Finance, Inc.               | 90-0776440                        | Case No. 14-10569 (MG) |
| New Sbarro Intermediate Holdings, Inc. | 32-0359105                        | Case No. 14-10570 (MG) |
| Sbarro America, Inc.                   | 11-3189130                        | Case No. 14-10571 (MG) |
| Sbarro America Properties, Inc.        | 11-3279540                        | Case No. 14-10572 (MG) |
| Sbarro Blue Bell Express LLC           | 03-0601419                        | Case No. 14-10573 (MG) |
| Sbarro Commack, Inc.                   | 11-3044007                        | Case No. 14-10574 (MG) |
| Sbarro Express LLC                     | 56-2550253                        | Case No. 14-10575 (MG) |
| Sbarro Holdings, Inc.                  | 35-2427352                        | Case No. 14-10576 (MG) |
| Sbarro New Hyde Park, Inc.             | 11-3306185                        | Case No. 14-10577 (MG) |
| Sbarro of Las Vegas, Inc.              | 11-3282853                        | Case No. 14-10578 (MG) |
| Sbarro of Longwood, LLC                | 43-2060328                        | Case No. 14-10579 (MG) |
| Sbarro of Virginia, Inc.               | 11-2872309                        | Case No. 14-10580 (MG) |
| Sbarro Pennsylvania, Inc.              | 11-3463530                        | Case No. 14-10582 (MG) |
| Sbarro Properties, Inc.                | 11-3279541                        | Case No. 14-10584 (MG) |
| Sbarro Venture, Inc.                   | 11-3273182                        | Case No. 14-10585 (MG) |
| Sbarro’s of Texas, Inc.                | 76-0435139                        | Case No. 14-10587 (MG) |
| Umberto at the Source, LLC             | 11-3348024                        | Case No. 14-10588 (MG) |
| Umberto Deer Park, LLC                 | 11-3378728                        | Case No. 14-10589 (MG) |
| Umberto Hauppauge, LLC                 | 11-3408245                        | Case No. 14-10590 (MG) |

<sup>2</sup> 503(b)(9) Claims are claims on account of goods received by a Debtor within 20 days before the Petition Date, where such goods were sold to the Debtor in the ordinary course of such Debtor’s business.

|                           |            |                        |
|---------------------------|------------|------------------------|
| Umberto Hicksville, LLC   | 11-3450989 | Case No. 14-10591 (MG) |
| Umberto Huntington, LLC   | 11-3288890 | Case No. 14-10592 (MG) |
| Umberto White Plains, LLC | 11-3348159 | Case No. 14-10593 (MG) |

### **Who Must File a Proof of Claim**

You **MUST** file a proof of claim to vote on a chapter 11 plan filed by the Debtors or to share in distributions from the Debtors' bankruptcy estates if you have a claim that arose prior the Petition Date and it is **not** one of the types of claims described under the heading "Who Need Not File a Proof of Claim" below. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the Claims Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used in this notice, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

### **What To File**

The Debtors are enclosing a proof of claim form for use in the cases; if your claim is scheduled by the Debtors, the form also sets forth the amount of your claim as scheduled by the Debtors, the specific Debtor against which the claim is scheduled and whether the claim is scheduled as disputed, contingent, or unliquidated. You will receive a different proof of claim form for each claim scheduled in your name by the Debtors. You may utilize the proof of claim form(s) provided by the Debtors to file your claim.

Additional proof of claim forms may be obtained by contacting the Debtors' notice and claims agent, Prime Clerk LLC (the "***Notice and Claims Agent***"), by calling 855-388-4575 and/or visiting the Debtors' restructuring website at: <http://cases.primeclerk.com/Sbarro>.

The following procedures for the filing of proofs of claim against the Debtors in the chapter 11 cases shall apply:

- a. Each proof of claim must: (i) include an original signature, as copies of proofs of claim or proofs of claim sent by facsimile and telecopy will not be accepted; (ii) include supporting documentation, unless voluminous, in which case a summary must be attached, or an explanation provided as to why documentation is not available; (iii) be in the English language; and (iv) be denominated in U.S. currency.

- b. In addition to the requirements in (a) above, any proof of claim asserting a 503(b)(9) Claim must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) Claim is being asserted; (iii) attach documentation of any reclamation demand made to any Debtor under section 546(c) of the Bankruptcy Code (if applicable); and (iv) set forth whether any portion of the 503(b)(9) Claim was satisfied by payments made by the Debtors pursuant to authority to pay prepetition claims granted by this Court.
- c. Parties who wish to receive proof of receipt of their proof of claim from the Notice and Claims Agent must also include with their proof of claim a copy of their proof of claim and a self-addressed, stamped envelope.
- d. Each proof of claim must specify by name and case number the Debtor against which the claim is filed. A proof of claim filed under Case No. 14-10557 or that does not identify a Debtor will be deemed as filed only against Sbarro LLC (the principal operating company). A proof of claim that names a subsidiary Debtor but is filed under the Case No. 14-10557 will be treated as having been filed against the subsidiary Debtor with a notation that a discrepancy in the filing exists.
- e. If the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor. To the extent more than one Debtor is listed on the proof of claim, such claim will be treated as if filed only against the first-listed Debtor.

**When and Where To File**

Each proof of claim must be filed, including supporting documentation, by U.S. mail, overnight delivery or other hand delivery system, so as to be **actually received** on or before the applicable bar date in accordance with the Bar Date Order by the Notice and Claims Agent at the following address:

Sbarro LLC Claims Processing Center  
 c/o Prime Clerk LLC  
 830 3rd Avenue, 9th Floor  
 New York, New York 10022

Or by hand delivery to the Clerk of the Court at:

United States Bankruptcy Court, SDNY  
 One Bowling Green, Room 501  
 New York, New York 10004

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL  
NOT BE ACCEPTED AND WILL NOT BE DEEMED TIMELY FILED.**

### **Who Need Not File a Proof of Claim**

You do **not** need to file a proof of claim on or prior to the Bar Date if you are:

- a. a person or entity that has already filed a proof of claim against the Debtors with the Clerk of this Court or the Debtors' Notice and Claims Agent in a form substantially similar to Official Bankruptcy Form No. 10;
- b. a person or entity whose claim is listed on the Schedules filed by the Debtors; provided that (i) the claim is **not** scheduled as "disputed," "contingent" or "unliquidated"; (ii) the claimant agrees with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- c. a holder of a claim previously allowed by order of this Court;
- d. a holder of a claim whose claim has already been paid in full;
- e. a holder of a claim for which a specific deadline has previously been fixed by this Court or otherwise fixed pursuant to the Bar Date Order;
- f. a Debtor having a claim against another Debtor or any of the non-debtor subsidiaries of Sbarro LLC having a claim against any of the Debtors;
- g. a holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtors' estates, **except** any holder of a 503(b)(9) Claim, which claim must be asserted by filing a proof of claim on or prior to the Claims Bar Date;
- h. a holder of an equity interest in the Debtors need not file a proof of interest with respect to the ownership of such equity interest at this time; *provided, however,* that any holder of an equity interest who wishes to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, must file a proof of claim asserting such claim on or prior to the Claims Bar Date;

- i. a holder of a claim that is limited exclusively to the repayment of principal, interest, and/or other applicable fees and charges owed under the Prepetition Secured Loan Documents or DIP Facility (each a “***Debt Instrument***”); provided, however, that: (i) this exclusion will not apply to the designated agent under any of the Debt Instruments or related documents; (ii) any designated agent under a Debt Instrument must file one proof of claim, on or before the Claims Bar Date, with respect to the repayment by the Debtors of principal, interest, and other applicable fees, charges, or other claims on or under the Debt Instrument; (iii) any entity that wishes to assert a claim arising out of or relating to a Debt Instrument, other than a claim for the repayment by the Debtors of principal, interest, and other applicable fees, charges, or other claims on or under the Debt Instrument, will be required to file a proof of claim on or before the Claims Bar Date; and (iv) any designated agent under any Debt Instrument or related document will only be required to file a proof of claim against the chapter 11 estates of the Debtor(s) that is (are) the primary obligor(s) on the underlying debt, and if such proof of claim identifies the Debtors, together with their respective chapter 11 case numbers, that are guarantors or otherwise secondary obligors under the applicable Debt Instrument, that proof of claim will be deemed to have been filed against the chapter 11 estate of each guarantor or secondary obligor;
- j. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission or benefit; provided, however, that a current employee must submit a proof of claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and retaliation and claims covered by the Debtors’ workers’ compensation insurance;
- k. a customer of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as customer program or obligation; provided, however, that a customer must submit a proof of claim by the Claims Bar Date if its claim related to damages arising from, without limitation, claims for breach of contract, breach of warranty or misrepresentation or any other litigation-related claim;
- l. an officer or director, as of the Petition Date, claiming indemnification, contribution, or reimbursement unless such officers or directors believe that they hold a liquidated and noncontingent claim; and
- m. a person or entity holding a claim solely against the Debtors’ non-debtor affiliates.

THIS NOTICE IS BEING SENT TO MANY PERSONS AND ENTITIES THAT HAVE HAD SOME RELATIONSHIP WITH OR HAVE DONE BUSINESS WITH THE DEBTORS BUT MAY NOT HAVE AN UNPAID CLAIM AGAINST THE DEBTORS. THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THIS COURT BELIEVE THAT YOU HAVE ANY CLAIM.

### **Executory Contracts and Unexpired Leases**

If you have a claim arising from the rejection of an executory contract or unexpired lease, you must file your proof of claim based on such rejection on or before the later of (a) the Claims Bar Date and (b) any date this Court may fix in the applicable order authorizing such rejection and, if no such date is provided, 30 days from the date of entry of such order. The Debtors will provide notice of the Rejection Bar Date to the contract or lease counterparty whose contract or lease is being rejected at the time the Debtors reject any executory contract or unexpired lease.

### **The Debtors' Schedules and Access Thereto**

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules.

Copies of the Debtors' Schedules are available: (a) from the Notice and Claims Agent by calling 855-388-4575 and/or visiting the Debtors' restructuring website at <http://cases.primeclerk.com/Sbarro>; (b) by written request to Debtors' counsel at the address and telephone number set forth below; or (c) for inspection on this Court's Internet Website at <http://ecf.nysb.uscourts.gov>. A login and password to this Court's Public Access to Electronic Court Records are required to access this information and can be obtained at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules may also be examined between the hours of 9:00 a.m. and 4:00 p.m., Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004-1408.

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim forms regarding the nature, amount and classification of your claim(s). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules; however, you may rely on the enclosed proof of claim form, which lists your claim as scheduled, identifies the Debtor against which it is scheduled and specifies whether the claim is disputed, contingent, or unliquidated.

As set forth above, if (i) you agree with the nature, amount and classification of your claim as listed in the Debtors' Schedules, (ii) you do not dispute that your claim is only against the Debtor specified by the Debtors and (iii) your claim is **not** described as "disputed," "contingent," or "unliquidated," **you need not file a proof of claim.** Otherwise, or if you decide to file a proof of claim, you must do so before the Claims Bar Date in accordance with the procedures set forth in this notice.

**Consequences of Failure To File a Proof of Claim by the Claims Bar Date**

ANY HOLDER OF A CLAIM THAT IS NOT LISTED IN THIS NOTICE AS A PARTY EXCEPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE BARRED FROM (1) ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR CHAPTER 11 ESTATES, (2) VOTING ON ANY CHAPTER 11 PLAN OF REORGANIZATION FILED IN THESE CASES ON ACCOUNT OF SUCH CLAIM, AND (3) PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM.

Dated: May 20, 2014  
New York, New York

*David S. Meyer*  
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James H.M. Sprayregen, P.C.  
Edward O. Sassower, P.C.  
Nicole L. Greenblatt  
David S. Meyer  
**KIRKLAND & ELLIS LLP**  
601 Lexington Avenue  
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