

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

---

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

---

**NOTICE OF (I) ENTRY OF ORDER APPROVING DISCLOSURE  
STATEMENT FOR AND CONFIRMING DEBTORS' JOINT PREPACKAGED  
CHAPTER 11 PLAN, (II) OCCURRENCE OF EFFECTIVE DATE AND  
(III) DEADLINES FOR FILING VARIOUS CLAIMS RELATED TO THE PLAN**

---

**TO ALL CREDITORS, INTEREST HOLDERS AND OTHER PARTIES IN INTEREST:**

1. **Confirmation of the Plan.** On May 19, 2014, the Honorable Martin Glenn, United States Bankruptcy Judge for the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), entered the *Order Confirming the Joint Prepackaged Chapter 11 Plan of Reorganization of Sbarro LLC and Its Debtor Affiliates* [Docket No. 238] (the "**Confirmation Order**") approving the Disclosure Statement<sup>2</sup> [Docket No. 11] and confirming the Plan of the above-captioned debtors in possession (the "**Debtors**").
2. **Effective Date.** The Effective Date of the Plan occurred on **June 2, 2014**.

---

<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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the *Proposed Joint Prepackaged Chapter 11 Plan of Reorganization of Sbarro LLC and Its Debtor Affiliates* [Docket No. 13] (as modified, amended, and including all supplements, the "**Plan**") and the Confirmation Order. The summary of the Plan and the Confirmation Order set forth herein are for informational purposes only. In the event of any inconsistency between this Notice and the Plan and/or Confirmation Order, the Plan or Confirmation Order (as applicable) shall control in all respects.

3. **Discharge of Debtors.** Pursuant to and to the fullest extent permitted by section 1141(d) of the Bankruptcy Code, and except as otherwise specifically provided in the Plan, the distributions, rights, and treatment that are provided in the Plan are in full and final satisfaction, settlement, release, and discharge, effective as of the Effective Date, of all Claims, Interests, and Causes of Action of any nature whatsoever against, liabilities of, Liens on, obligations of, rights against, and Interests in, the Debtors, the Reorganized Debtors or any of their assets or properties. Accordingly, all persons and entities shall be precluded from asserting against the Debtors, their successors or assigns, including, without limitation, the Reorganized Debtors, their agents and employees or their respective assets, properties or interests in property, any other or further Claims based upon any act or omission, transaction or other activity of any kind or nature that occurred prior to the Effective Date, whether or not the facts or legal bases therefor were known or existed prior to the Effective Date regardless of whether a proof of Claim or Equity Interest was filed.
4. **Executory Contracts and Unexpired Leases.** On the Effective Date, except as otherwise provided in the Plan or Confirmation Order, each of the Debtors' Executory Contracts and Unexpired Leases not previously assumed or rejected pursuant to an order of the Bankruptcy Court were deemed assumed as of the Effective Date in accordance with the provisions and requirements of sections 365 and 1123 of the Bankruptcy Code *except* any Executory Contract or Unexpired Lease (a) identified on the List of Rejected Executory Contracts and Unexpired Leases<sup>3</sup> as an Executory Contract or Unexpired Lease designated for rejection, (b) which is the subject of a separate motion or notice to reject filed by the Debtors and pending as of the Confirmation Hearing, (c) that previously expired or terminated pursuant to its own terms, or (d) that was previously assumed by any of the Debtors.

On April 7, 2014, the Debtors filed the Assumption Schedule identifying those Executory Contracts and Unexpired Leases to be assumed pursuant to the Plan and the respective Cure Costs associated therewith.<sup>4</sup> On the same day, the Debtors filed the Rejection Schedule identifying those Executory Contracts and Unexpired Leases to be rejected pursuant to the Plan effective as of the Effective Date.<sup>5</sup> On May 7, 2014 the Debtors filed amended Assumption and Rejection Schedules identifying modifications and supplements to the lists of Executory Contracts and Unexpired Leases to be assumed and rejected pursuant to the

---

<sup>3</sup> See Notice of Filing Plan Supplement for the Joint Prepackaged Chapter 11 Plan of Reorganization of Sbarro LLC and Its Debtor Affiliates [Docket No. 137], Ex. C; Notice of Filing of the Amended Schedules of Contracts and Leases to be Assumed or Rejected Pursuant to the Joint Prepackaged Chapter 11 Plan of Reorganization of Sbarro LLC and Its Debtor Affiliates [Docket No. 215], Ex. C-1, Ex. C-2; Notice of Filing of the Further Amended Schedules of Contracts and Leases to be Assumed or Rejected Pursuant to the Joint Prepackaged Chapter 11 Plan of Reorganization of Sbarro LLC and Its Debtor Affiliates [Docket No. 236], Ex. C-3.

<sup>4</sup> See Notice of Filing Plan Supplement for the Joint Prepackaged Chapter 11 Plan of Reorganization of Sbarro LLC and Its Debtor Affiliates [Docket No. 137], Ex. B.

<sup>5</sup> See Notice of Filing Plan Supplement for the Joint Prepackaged Chapter 11 Plan of Reorganization of Sbarro LLC and Its Debtor Affiliates [Docket No. 137], Ex. C.

Plan.<sup>6</sup> On May 19, 2014 the Debtors filed further amended Assumption and Rejection Schedules identifying Executory Contracts and Unexpired Leases to be assumed and rejected pursuant to the Plan.<sup>7</sup>

Pursuant to the Plan and the Confirmation Order, any monetary defaults under each Executory Contract and Unexpired Lease as reflected on the Assumed Executory Contract and Unexpired Leases List shall be satisfied, pursuant to section 365(b)(1) of the Bankruptcy Code, by payment of the default amount in Cash on the Effective Date, subject to certain limitations provided in Article V.B of the Plan, or on such other terms as the parties to such Executory Contracts or Unexpired Leases may otherwise agree.

Unless otherwise provided by a Bankruptcy Court order, any Proofs of Claim asserting claims arising from the rejection or repudiation of the Debtors' Executory Contracts and Unexpired Leases pursuant to the Plan or otherwise must be filed with the Notice and Claims Agent within 30 days after the date of entry of an order of the Bankruptcy Court (including the Confirmation Order) approving such rejection. Proofs of Claim asserting claims arising from the rejection or repudiation of the Debtors' Executory Contracts and Unexpired Leases pursuant to the Plan must be filed with the Notice and Claims Agent no later than **June 19, 2014**.

ANY PROOFS OF CLAIM ARISING FROM THE REJECTION OR REPUDIATION OF AN EXECUTORY CONTRACT OR UNEXPIRED LEASE NOT TIMELY FILED WILL BE AUTOMATICALLY DISALLOWED, FOREVER BARRED FROM ASSERTION AND SHALL NOT BE ENFORCEABLE AGAINST THE REORGANIZED DEBTORS WITHOUT THE NEED FOR ANY OBJECTION BY THE REORGANIZED DEBTORS OR FURTHER NOTICE TO, OR ACTION, ORDER OR APPROVAL OF THE BANKRUPTCY COURT.

5. **Claims Bar Date.** On May 19, 2014, the Bankruptcy Court entered an order establishing **5:00 p.m. Eastern Time on June 30, 2014** as the last date for each person or entity (including individuals, partnerships, corporations, joint venture, and trusts) to file a proof of claim against any of the Debtors.<sup>8</sup>
6. **Administrative Claims Bar Date.** Unless otherwise provided by the Plan, the Confirmation Order, any other applicable order of the Bankruptcy Court, or agreed to by the

---

<sup>6</sup> See Notice of Filing of the Amended Schedules of Contracts and Leases to be Assumed or Rejected Pursuant to the Joint Prepackaged Chapter 11 Plan of Reorganization of Sbarro LLC and Its Debtor Affiliates [Docket No. 215], Ex. B-1, Ex. B-2, Ex. C-1, Ex. C-2.

<sup>7</sup> See Notice of Filing of the Further Amended Schedules of Contracts and Leases to be Assumed or Rejected Pursuant to the Joint Prepackaged Chapter 11 Plan of Reorganization of Sbarro LLC and Its Debtor Affiliates [Docket No. 236], Ex. B-3, Ex. C-3.

<sup>8</sup> See Order (I) Setting the Deadline for Filing Proofs of Claim and (II) Approving the Form and Manner of Notice Thereof [Docket No. 239].

Holder of an Allowed Administrative Claim and the Debtors, all requests for Payment of Administrative Claims must be filed and served on the Debtors **no later than July 2, 2014** (the “*Administrative Claims Bar Date*”). Holders of Administrative Claims that are required to, but do not, file and serve a request for payment of such Administrative Claims by such date shall be forever barred, estopped and enjoined from asserting such Administrative Claims against the Debtors or their property and such Administrative Claims shall be deemed discharged as of the Effective Date.

7. **Deadline for Professional Claims.** All final requests for Professional Fee Claims shall be filed **no later than July 2, 2014.** After notice and a hearing in accordance with the procedures established by the Bankruptcy Code and prior Bankruptcy Court orders, the Allowed amounts of such Professional Fee Claims shall be determined by the Bankruptcy Court.
8. Please take further notice that the Bankruptcy Court has approved certain discharge, release, exculpation, injunction and related provisions in Article IX of the Plan.
9. Please take further notice that the Plan and its provisions are binding on the Debtors, the Reorganized Debtors, and any holder of a Claim or an Interest and such holder’s respective successors and assigns, whether or not the Claim or the Interest of such holder is Impaired under the Plan, and whether or not such holder or Entity voted to accept the Plan.
10. Please take further notice that the Plan and the Confirmation Order contain other provisions that may affect your rights. You are encouraged to review the Plan and the Confirmation Order in their entirety.
11. **Access to Court Documents.** The Confirmation Order, the Disclosure Statement, the Plan, and any other documents filed in these chapter 11 cases are available upon request from Prime Clerk LLC, the notice, claims and solicitations agent retained by the Debtors in these chapter 11 cases, by: (a) calling the Debtors’ restructuring hotline at (855) 388-4575; (b) visiting the Debtors’ restructuring website at: <http://cases.primeclerk.com/Sbarro>; or (c) writing to Sbarro LLC Claims Processing Center, c/o Prime Clerk LLC, 830 3rd Avenue, 9th Floor, New York, New York 10022. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: [www.deb.uscourts.gov](http://www.deb.uscourts.gov).

Dated: June 2, 2014  
New York, New York

*/s/ David S. Meyer*

---

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 10022-4611  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

*Counsel to the Debtors and Debtors in Possession*