

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

In re:

VI ACQUISITION CORP.¹, et al.,

Debtors.

Chapter 11

Case No. 08-10623 (KG)
(Jointly Administered)

Re: Docket No. 335

**ORDER ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM
AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the "Motion") of VI Acquisition Corp. ("VIAC") and VICORP Restaurants, Inc. ("VICORP" and together with VIAC, the "Debtors"), for an order, pursuant to Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (i) establishing deadlines by which creditors must file proofs of claim in these Chapter 11 cases and (ii) approving the form and manner of notice of the General Bar Date and Governmental Bar Date (as those terms are defined below), the Court finds that (i) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) venue of these cases and the Motion are proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; (iv) notice of the Motion and the hearing was sufficient under the circumstances; and (v) upon the record herein, and after due deliberation, good and sufficient cause exists for the relief requested. Accordingly, it is hereby

ORDERED that:

1. The Motion is granted as modified herein.

¹ The Debtors in these cases, along with the last four digits of both of the Debtors' federal tax identification numbers are: VI Acquisition Corp. (7540) and VICORP Restaurants, Inc. (1072). The principal executive offices for both of the Debtors are located at 400 West 48th Avenue, Denver, CO 80216.

2. Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

3. Except as otherwise provided herein, each person or entity (other than governmental units) that asserts a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose or is deemed to arise prior to April 3, 2008, **including claims allowable under 11 U.S.C. § 503(b)(9)**, must file an original, written proof of such claim (or written requests, in the case of claims allowable under 11 U.S.C. § 503(b)(9), as set forth in paragraph 5 below) so as to be received on or before 5:00 p.m. on September 5, 2008 (the "General Bar Date") by the Debtors' claims agent, The Garden City Group.

4. Each governmental unit (as defined in section 101(27) of the Bankruptcy Code) that asserts a claim against the Debtors that arose or is deemed to arise prior to April 3, 2008, **including claims allowable under 11 U.S.C. § 503(b)(9)**, must file an original, written proof of claim (or written requests, in the case of claims allowable under 11 U.S.C. § 503(b)(9), as set forth in paragraph 5 below) so as to be received on or before **September 30, 2008** (the "Governmental Bar Date" and collectively with the General Bar Date, the "Bar Dates") by The Garden City Group.

5. In lieu of filing a proof of claim prior to the expiration date of the applicable Bar Dates, holders of claims allowable under 11 U.S.C. § 503(b)(9) may file a "request" in a form consistent with the Federal Rules of Bankruptcy Procedure and the Local Rules of this Court prior to the expiration date of the applicable Bar Dates.

6. Original proofs of claim must be delivered by U.S. mail, hand delivery or overnight courier to The Garden City Group as follows:

If sent by U.S. Mail:

The Garden City Group, Inc.
Attn: V.I. Acquisition Corp. Claims Processing
P.O. Box 9000 #6502
Merrick, NY 11566-9000

If sent by courier service, overnight or hand delivery:

The Garden City Group, Inc.
Attn: V.I. Acquisition Corp. Claims Processing
105 Maxess Road
Melville, NY 11747

7. A proof of claim will be deemed timely filed only if the original proof of claim is actually received by The Garden City Group before the General Bar Date or, if applicable, the Governmental Bar Date. Proofs of claim sent by facsimile, telecopy, or e-mail will not be accepted.

8. Persons and entities holding or asserting the following types of Prepetition Claims or interests against the Debtors are not required to file a proof of claim *with respect to such claim or interest*:

- (a) a claim against the Debtors for which a proof of claim has already been filed with The Garden City Group, L.L.C.;
- (b) a claim that is listed on the Schedules and is not described as "disputed," "contingent," or "unliquidated" provided that the creditor agrees with the amount and nature of the claim as scheduled;
- (c) an administrative expense claim pursuant to section 503(b) of the Bankruptcy Code **(except for unpaid claims allowable under 11 U.S.C § 503(b)(9))**;
- (d) an administrative expense claim for post-petition fees and expenses incurred by any professional pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;
- (e) a claim (or portion thereof) that has been paid by the Debtors, including any claim (or portion thereof) paid pursuant to the Debtors' authority under any court order;
- (f) a contingent and unliquidated claim by a current or former officer or director that has served at any time since the Petition Date for

indemnification and/or contribution arising as a result of any action commenced against such officer or director on or after the date of this Order as a result of such officer's or director's pre-petition or post-petition acts or omissions with respect to the Debtors (an "Action"), provided, however, to be treated as creditor in respect of any such indemnification or contribution obligation for purposes of voting and distribution in these cases, any such officer or director shall file a proof of claim in respect of any such indemnification or certification obligation within thirty (30) days after service of the initial pleading in an Action and, on or after the date of such service, a copy of this Order;

- (g) any holder of a claim arising under or in respect of any of the \$126.5 million of 10.5% senior unsecured notes (each, a "Noteholder") issued by VICORP on April 14, 2004, (the "Senior Unsecured Notes"), will not be required to file a proof of claim by the General Bar Date; *provided, however*, that (i) the foregoing exclusion in this subparagraph shall not apply to the indenture trustee or similar agent under Senior Unsecured Notes (the "Indenture Trustee"), (ii) the Indenture Trustee is required to file a proof of claim, on or before the General Bar Date, with respect to all of the claims on or under the Senior Unsecured Notes, and (iii) any Noteholder that has a claim (other than a claim for any obligations arising under the Senior Unsecured Notes or the indenture for or other documents related to the Senior Unsecured Notes), must file such claim on or before the General Bar Date;
- (h) a claim of a Debtor against another Debtor;
- (i) a claim that has been allowed by an order of this Court entered on or before the General Bar Date or, if applicable, Governmental Bar Date; and
- (j) an equity security interest (such as common stock, preferred stock, warrants, or stock options) in either of the Debtors, provided, however, that any interest holder who wishes to assert a claim against any of the Debtors based on any transaction in the Debtors' interests, including but not limited to a claim for damages or rescission based on the purchase or sale of the interests, must file a proof of claim on or prior to the General Bar Date or, if applicable, Governmental Bar Date.

Any entity exempted from filing a proof of claim or interest pursuant to (a) through (j) above, however, must still timely file a proof of claim for any other claim that does not fall within the exclusions provided by (a) through (j). As set forth in subsection (e) above, creditors need not file a proof of claim with respect to any amounts paid by the Debtors. To the extent that any amounts paid by the Debtors to a creditor are subject to disgorgement pursuant to a postpetition

trade agreement or otherwise, that creditor shall have thirty (30) days from the date of any disgorgement to file a proof of claim for the disgorged amounts.

9. Each proof of claim filed must (i) be written in the English language, (ii) be denominated in lawful currency of the United States as of the Petition Date, (iii) set forth the amount, type and basis for the claim, and (iv) attach copies of any writings upon which the claim is based.

10. Any holder of a claim against the Debtors who is required, but fails, to file a proof of such claim in accordance with this Order on or before the General Bar Date or, if applicable, Governmental Bar Date shall not be treated as a creditor with respect to such claim for purposes of voting and distribution in these cases, and such holder shall not be permitted to vote to accept or reject any Chapter 11 plan or participate in any distribution in the Debtors' Chapter 11 cases on account of such claim.

11. The proof of claim form substantially in the form filed on July 17, 2008 (D.I. No. 388) and the Bar Date Notice substantially in the form filed on July 17, 2008 (D.I. No. 389) are approved in all respects.

12. The Bar Date Notice shall be deemed good, adequate, and sufficient notice of the relief granted by this Order to all known creditors of the Debtors if it is served on or before July 24, 2008, together with the proof of claim form, by being deposited in the United States mail, first-class postage prepaid, upon the following persons and entities:

- (a) The Office of the United States Trustee for the District of Delaware;
- (b) Counsel to the Committee;
- (c) Counsel to the Debtors' post-petition lenders;
- (d) All persons and entities who have requested notice pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;

- (e) All persons or entities listed in the Schedules at the addresses set forth therein;
- (f) All known parties to executory contracts or unexpired leases with the Debtors;
- (g) All taxing authorities for the jurisdictions in which the Debtors maintained or conducted business during the year prior to the Petition Date;
- (h) All known holders (and, where known, their counsel) of Prepetition Claims against the Debtors;
- (i) All entities that are parties to any litigation in which either of the Debtors is a party (and, where known, their counsel);
- (j) All indenture trustees under agreements wherein either of the Debtors is a party or which involve either of the Debtors or their property;
- (k) All equity security holders of record as of the Petition Date;
- (l) All current and former officers and directors;
- (m) The Securities and Exchange Commission; and
- (n) The District Director of the Internal Revenue Service for the District of Delaware.

13. The Debtors may make supplemental mailings of the Bar Date Notice up to twenty (20) days in advance of the General Bar Date or, if applicable, Governmental Bar Date, as may be appropriate in situations where (a) notices are returned by the post office with forwarding addresses, necessitating re-mailing to new addresses, (b) certain parties acting on behalf of parties in interest (e.g., banks and brokers with respect to stockholders) decline to pass along notices to such parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known to the Debtors.

14. The Garden City Group is authorized to retain and pay necessary service providers associated with mailing the Bar Date Notice Packages, subject to prior approval from the Debtors, and to obtain reimbursement from the Debtors for any such payments on the same terms applicable to the agreement governing its retention by the Debtors.

15. The Debtors shall cause the Bar Date Notice to be published in (i) the national edition of *The Wall Street Journal* or the national edition of *The New York Times* and (ii) *The Denver Post* within five (5) business days, or as soon thereafter as is practicable after service of the Bar Date Notice under paragraph 11 hereof.

16. Notification of the Bar Dates as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all creditors of their rights and obligations in connection with any Prepetition Claims they may have against the Debtors in these Chapter 11 cases.

17. The Debtors shall retain the right to: (a) dispute, or assert offsets or defenses, against any Prepetition Claim; (b) subsequently designate any Prepetition Claim as disputed, contingent, or unliquidated in their schedules; (c) amend their schedules in any regard with respect to Prepetition Claims; and (d) object to any Prepetition Claim on any grounds.

18. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.

Dated: July 18, 2008
Wilmington, Delaware



KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE