

DOUGLAS KEVIN  
Form SC 13G/A  
November 21, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13G/A**

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Friendly Ice Cream Corporation

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(Name of Issuer)

Common Stock

---

(Title of Class of Securities)

358497105

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(CUSIP Number)

Jim Black  
Orrick, Herrington & Sutcliffe LLP  
405 Howard Street  
San Francisco, CA 94105  
(415) 773-5840

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 21, 2005

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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Schedule 13G/A  
(Amendment No. 3)

CUSIP No. 358497105

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1. Name of Reporting Person: Kevin Douglas  
I.R.S. Identification Nos. of above persons (entities only):

---

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

---

3. SEC Use Only:

---

4. Citizenship or Place of Organization:  
United States

---

5. Sole Voting Power:  
-0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

---

6. Shared Voting Power:  
544,951 (1)

---

7. Sole Dispositive Power:  
-0-

---

8. Shared Dispositive Power:  
840,700 (2)

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
840,700

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):  
10.6% (3)

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12. Type of Reporting Person:  
IN

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- (1) Kevin Douglas and his wife, Michelle Douglas, hold 358,146 shares both directly and jointly. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust, which holds 186,805 shares.
- (2) Kevin Douglas has dispositive power with respect to 73,445 shares held by James E. Douglas, III and 222,304 shares held by the Douglas Family Trust.
- (3) Based on 7,898,591 shares of the Issuer's Common Stock outstanding as of October 31, 2005, as reported in its quarterly report

on Form 10-Q  
for the quarter  
ended October  
2, 2005.

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Schedule 13G/A  
(Amendment No. 3)

CUSIP No. 358497105

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1. Name of Reporting Person: Michelle Douglas  
I.R.S. Identification Nos. of above persons (entities only):

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2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

---

3. SEC Use Only:

---

4. Citizenship or Place of Organization:  
United States

---

5. Sole Voting Power:  
-0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

---

6. Shared Voting Power:  
544,951 (1)

---

7. Sole Dispositive Power:  
-0-

---

8. Shared Dispositive Power:  
544,951 (1)

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
544,951

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

---

11. Percent of Class Represented by Amount in Row (9):  
6.9% (2)

---

12. Type of Reporting Person:  
IN

---

(1) Michelle Douglas and her husband, Kevin Douglas, hold 358,146 shares both directly and jointly. In addition, Michelle Douglas and Kevin Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust, which holds 186,805 shares.

(2) Based on 7,898,591 shares of the Issuer's Common Stock outstanding as of October 31, 2005, as reported in its quarterly report on Form 10-Q for the quarter ended October 2, 2005.



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Schedule 13G/A  
(Amendment No. 3)

CUSIP No. 358497105

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1. Name of Reporting Person: James E. Douglas, III  
I.R.S. Identification Nos. of above persons (entities only):

---

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

---

3. SEC Use Only:

---

4. Citizenship or Place of Organization:  
United States

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power:  
73,445

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6. Shared Voting Power:  
-0-

---

7. Sole Dispositive Power:  
-0-

---

8. Shared Dispositive Power:  
73,445 (1)

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
73,445

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

---

11. Percent of Class Represented by Amount in Row (9):  
1.0% (2)

---

12. Type of Reporting Person:  
IN

---

(1) Kevin Douglas  
has dispositive  
power with  
respect to  
73,445 shares  
held by James  
E. Douglas, III.

(2) Based on  
7,898,591  
shares of the  
Issuer's  
Common Stock  
outstanding as  
of October 31,  
2005, as  
reported in its  
quarterly report  
on Form 10-Q  
for the quarter  
ended October  
2, 2005.

Schedule 13G/A  
(Amendment No. 3)

CUSIP No. 358497105

---

1. Name of Reporting Person: Douglas Family Trust (1) I.R.S. Identification Nos. of above persons (entities only):

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2. Check the Appropriate Box if a Member of a Group:  
(a)   
(b)

---

3. SEC Use Only:

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4. Citizenship or Place of Organization:  
California

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power:  
222,304

---

6. Shared Voting Power:  
-0-

---

7. Sole Dispositive Power:  
-0-

---

8. Shared Dispositive Power:  
222,304 (2)

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
222,304

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

11. Percent of Class Represented by Amount in Row (9):  
2.8% (3)

---

12. Type of Reporting Person:  
OO

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(1) James E.  
Douglas, Jr. and  
Jean A.  
Douglas,  
husband and  
wife, are  
co-trustees.

(2) Kevin Douglas  
has dispositive  
power with  
respect to  
222,304 shares  
held by the  
Douglas Family  
Trust.

(3) Based on  
7,898,591  
shares of the  
Issuer's  
Common Stock  
outstanding as  
of October 31,  
2005, as  
reported in its  
quarterly report  
on Form 10-Q  
for the quarter  
ended October  
2, 2005.

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Schedule 13G/A  
(Amendment No. 3)

CUSIP No. 358497105

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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):  
James Douglas and Jean Douglas Irrevocable  
Descendants' Trust (1)

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2. Check the Appropriate Box if a Member of a Group:  
(a)   
(b)

---

3. SEC Use Only:

---

4. Citizenship or Place of Organization:  
California

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power:  
186,805

6. Shared Voting Power:  
-0-

7. Sole Dispositive Power:  
186,805

8. Shared Dispositive Power:  
-0-

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
186,805

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

---

11. Percent of Class Represented by Amount in Row (9):  
2.4% (2)

---

12. Type of Reporting Person:  
OO

---

(1) Kevin Douglas  
and Michelle  
Douglas,  
husband and  
wife, are  
co-trustees.

(3) Based on  
7,898,591  
shares of the  
Issuer's  
Common Stock  
outstanding as  
of October 31,  
2005, as  
reported in its  
quarterly report  
on Form 10-Q  
for the quarter  
ended  
October 2,  
2005.

**Item 1.**

- (a) Name of Issuer:  
Friendly Ice Cream Corporation
- (b) Address of Issuer's Principal Executive Offices:  
1855 Boston Road  
Wilbraham, Massachusetts 01095

**Item 2.**

- (1)(a) NAME OF PERSONS FILING:  
Kevin Douglas  
James E. Douglas, III
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:  
1101 Fifth Avenue, Suite 360  
San Rafael, California 94901
- (c) CITIZENSHIP:  
United States
- (d) TITLE OF CLASS OF SECURITIES:  
Common Stock
- (e) CUSIP NUMBER:  
358497105
- (2)(a) NAME OF PERSONS FILING:  
Douglas Family Trust  
James Douglas and Jean Douglas Irrevocable Descendants Trust
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:  
1101 Fifth Avenue, Suite 360  
San Rafael, California 94901
- (c) CITIZENSHIP:  
California
- (d) TITLE OF CLASS OF SECURITIES:  
Common Stock
- (e) CUSIP NUMBER:  
358497105

**Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J)

Not Applicable.



**Item 4. Ownership**

Reference is made to Rows 5-9 and 11 of each of the cover pages of this Schedule 13G/A and associated footnotes, which Rows and footnotes are incorporated by reference herein.

As of the date set forth on the cover of this Schedule 13G/A, the Reporting Persons held directly the following number of shares of Friendly Ice Cream Corporation's Common Stock:

REPORTING PERSON	COMMON STOCK DIRECTLY HELD
Michelle and Kevin Douglas (1)	358,146
James E. Douglas, III (2)	73,445
Douglas Family Trust (3)	222,304
James Douglas and Jean Douglas Irrevocable Descendants Trust (4)	186,805
Total	840,700

- (1) Kevin Douglas has (i) shared voting and shared dispositive power with respect to all 358,146 shares he holds directly and jointly with his wife, Michelle Douglas; (ii) shared dispositive power with respect to all 73,445 shares held directly by James E. Douglas, III and all 222,304 shares held directly by the Douglas Family Trust pursuant

to written authorizations; and (iii) shared voting and shared dispositive power, in his capacity as co-trustee, with respect to all 186,805 shares held directly by the James Douglas and Jean Douglas Irrevocable Descendants Trust.

- (2) James E. Douglas, III has sole voting power with respect to all 73,445 shares he holds directly and has shared dispositive power along with Kevin Douglas with respect to all of such shares.
- (3) The Douglas Family Trust has sole voting power with respect to all 222,304 shares it holds directly and has shared dispositive power with Kevin Douglas with respect to all of such shares.
- (4) The James Douglas and

Jean Douglas  
Irrevocable  
Descendants  
Trust has sole  
voting and sole  
dispositive  
power with  
respect to all  
186,805 shares  
it holds directly.

Each of the Reporting Persons may be deemed a member of a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act), or Rule 13d-5 promulgated under the Exchange Act with one or more of the other Reporting Persons. Although the Reporting Persons are reporting such securities as if they were members of a group, the filing of this Schedule 13G/A shall not be construed as an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.

As set forth on the cover pages of this Schedule 13G/A (and the footnotes therein), the beneficial ownership of Kevin Douglas and the other reporting persons hereunder (considered as a group) equaled 10.6% of the Issuer's outstanding shares on October 31, 2005.

**Item 5. Ownership of  
Five Percent or  
Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: o

**Item 6. Ownership of  
More Than  
Five Percent on  
Behalf of  
Another  
Person**

Not applicable.

**Item 7. Identification  
and  
Classification  
of the  
Subsidiary  
Which  
Acquired the  
Security Being  
Reported on by  
the Parent  
Holding  
Company**

Not applicable.

**Item 8. Identification  
and  
Classification  
of Members of  
the Group**

See Item 4 of this Schedule 13G/A and the Joint Filing Agreement attached hereto as Exhibit A.

**Item 9. Notice of  
Dissolution of  
Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 17, 2005

By Tim McGaw, as Attorney-in-Fact

Kevin Douglas

Date: November 17, 2005

By Tim McGaw, as Attorney-in-Fact

Michelle Douglas

Date: November 17, 2005

By Tim McGaw, as Attorney-in-Fact

James E. Douglas, III

**DOUGLAS FAMILY TRUST**

Date: November 17, 2005

By Tim McGaw, as Attorney-in-Fact

Name: James E. Douglas, Jr.

Title: Trustee

Date: November 17, 2005

By Tim McGaw, as Attorney-in-Fact

Name: Jean A. Douglas

Title: Trustee

**JAMES DOUGLAS AND JEAN DOUGLAS  
IRREVOCABLE DESCENDANTS TRUST**

Date: November 17, 2005

By Tim McGaw, as Attorney-in-Fact

Name: Kevin Douglas

Title: Trustee

Date: November 17, 2005

By Tim McGaw, as Attorney-in-Fact

Name: Michelle Douglas

Title: Trustee



**EXHIBIT A**  
**JOINT FILING AGREEMENT**

This Joint Filing Agreement (this Agreement ) hereby confirms the agreement by and among all of the undersigned that the Schedule 13G/A to which this Agreement is attached as Exhibit A with respect to the beneficial ownership of the undersigned of shares of Friendly Ice Cream Corporation s Common Stock is being filed on behalf of each of the undersigned. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: November 17, 2005

By Tim McGaw, as Attorney-in-Fact

Kevin Douglas

Date: November 17, 2005

By Tim McGaw, as Attorney-in-Fact

Michelle Douglas

Date: November 17, 2005

By Tim McGaw, as Attorney-in-Fact

James E. Douglas, III

**DOUGLAS FAMILY TRUST**

Date: November 17, 2005

By Tim McGaw, as Attorney-in-Fact

Name: James E. Douglas, Jr.

Title: Trustee

Date: November 17, 2005

By Tim McGaw, as Attorney-in-Fact

Name: Jean A. Douglas

Title: Trustee

**JAMES DOUGLAS AND JEAN DOUGLAS  
IRREVOCABLE DESCENDANTS TRUST**

Date: November 17, 2005

By Tim McGaw, as Attorney-in-Fact

Name: Kevin Douglas

Title: Trustee

Date: November 17, 2005

By Tim McGaw, as Attorney-in-Fact

Name: Michelle Douglas

Title: Trustee

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