

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

In re:

HRI HOLDING CORP., *et al.*¹

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

Ref. Nos. 14 & 15

NOTICE OF SALE OF CERTAIN ASSETS AT AUCTION

PLEASE TAKE NOTICE THAT:

1. On November 13, 2019, the above-captioned debtors and debtors-in-possession (the “Debtors”) entered in to an asset purchase agreement (the “Agreement”) with Landry’s, LLC (together with its permitted successors, assigns and designees, the “Stalking Horse Bidder”) with respect to the proposed sale (the “Sale”) of substantially all of the Debtors’ assets (the “Purchased Assets”) subject to a competitive bidding process as set forth in the Bidding Procedures Order (defined below).

2. At a hearing scheduled for December 5, 2019 at 2:00 p.m., the Debtors are requesting that the United States Bankruptcy Court for the District of Delaware (the “Court”) enter an order (the “Bidding Procedures Order”) authorizing, among other things, the Debtors to conduct a competitive bidding process, including an auction (the “Auction”) if necessary, to select the party to purchase the Debtors’ assets and approving proposed procedures related thereto (the “Bidding Procedures”). Please note that all capitalized terms used but not defined herein shall have the meanings set forth in the Bidding Procedures Order. This notice is being filed and served in advance of the entry of the Bidding Procedures Order and is subject to further approval by the Court. To the extent that information contained in this notice changes upon approval of the Bidding Procedures Order, the Debtors promptly shall post an amended notice on the Debtors’ case website at www.kccllc.net/HRI.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: HRI Holding Corp. (4677), Houlihan’s Restaurants, Inc. (8489), HDJG Corp. (3479), Red Steer, Inc. (2214), Sam Wilson’s/Kansas, Inc. (5739), Darryl’s of St. Louis County, Inc. (7177), Darryl’s of Overland Park, Inc. (3015), Houlihan’s of Ohio, Inc. (6410), HRI O’Fallon, Inc. (4539), Algonquin Houlihan’s Restaurant, L.L.C. (0449), Geneva Houlihan’s Restaurant, L.L.C. (3156), Hanley Station Houlihan’s Restaurant, LLC (4948), Houlihan’s Texas Holdings, Inc. (5485), Houlihan’s Restaurants of Texas, Inc. (4948), JGIL Mill OP LLC (0741), JGIL Millburn, LLC (6071), JGIL Milburn Op LLC (N/A), JGIL, LLC (5485), JGIL Holding Corp. (N/A), JGIL Omaha, LLC (5485), HOP NJ NY, LLC (1106), HOP Farmingdale LLC (7273), HOP Cherry Hill LLC (5012), HOP Paramus LLC (5154), HOP Lawrenceville LLC (5239), HOP Brick LLC (4416), HOP Secaucus LLC (5946), HOP Heights LLC (6017), HOP Bayonne LLC (7185), HOP Fairfield LLC (8068), HOP Ramsey LLC (8657), HOP Bridgewater LLC (1005), HOP Parsippany LLC (1520), HOP Westbury LLC (2352), HOP Weehawken LLC (2571), HOP New Brunswick LLC (2637), HOP Holmdel LLC (2638), HOP Woodbridge LLC (8965), and Houlihan’s of Chesterfield, Inc. (5073). The Debtors’ corporate headquarters and the mailing address is 8700 State Line Road, Suite 100, Leawood, Kansas 66206.



3. Copies of (i) the Sale Motion,² (ii) the Agreement, (iii) the proposed Sale Order, (iv) the Bidding Procedures, and (v) the Bidding Procedures Order can be obtained by contacting the Debtors at Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801 or by visiting the website of the Debtors' claims and noticing agent, KCC LLC at www.kccllc.net/HRI free of charge.

4. All interested parties are invited to make an offer to purchase the Purchased Assets in accordance with the terms and conditions detailed in the Bidding Procedures by **4:00 p.m. (prevailing Eastern Time) on December 16, 2019**. Pursuant to the Bidding Procedures, the Debtors may conduct an Auction for the Purchased Assets beginning at 10:00 a.m. (prevailing Eastern Time) on December 18, 2019 at the offices of Landis Rath & Cobb LLP or such later time or other place as the Debtors notify all Qualified Bidders who have submitted Qualified Bids. Interested bidders are encouraged to read the Bidding Procedures and Bidding Procedures Order carefully and, for further information, are invited to contact the Debtors' proposed counsel Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801 (Attn: Kimberly A. Brown, Esq.) brown@lrclaw.com; or their proposed investment banker Piper Jaffray & Co., 444 South Flower Street, Suite 1675, Los Angeles, California 90071 (Attn: Teri Stratton) teri.l.stratton@pjc.com.

5. Participation at the Auction is subject to the Bidding Procedures and the Bidding Procedures Order.

6. The Debtors will seek approval of the Sale of the Purchased Assets to the highest or otherwise best bidder at a hearing proposed to be held at **2:00 p.m. (prevailing Eastern Time) on December 20, 2019** (the "Sale Hearing") before the Court. The Sale Hearing may be adjourned without notice other than an adjournment in open court or as identified on the agenda.

7. **Objections, if any, to the proposed Sale must (a) be in writing; (b) state the basis of such objection with specificity; (c) comply with the Bankruptcy Rules and the Local Rules; and (d) be filed with the Court no later than December 13, 2019 at 4:00 p.m. (prevailing Eastern Time) and served on the following parties:** (i) the Debtors, 8700 State Line Road, Suite 100, Leawood, Kansas 66206 (Attn: Michael Archer and Cindy Parres), marcher@houlihans.com and cparres@houlihans.com; (ii) proposed counsel to the Debtors, Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801 (Attn: Adam G. Landis and Kimberly A. Brown), landis@lrclaw.com and brown@lrclaw.com; (iii) proposed investment banker to the Debtors, Piper Jaffray & Co., 2321 Rosecrans Avenue, Suite 3200, El Segundo, California 90245 (Attn: Teri Stratton), teri.l.stratton@pjc.com; (iv) counsel for the Stalking Horse Bidder, Hunton Andrews Kurth, LLP, 600 Travis Street, Suite 4200, Houston, Texas 77002 (Attn: Mark Arnold and Mark Young), markarnold@huntonak.com and markyoung@huntonak.com and Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801 (Attn: Norman L. Pernick), npernick@coleschotz.com; (v) counsel to the Lenders, Katten Muchin Rosenman LLP, 515 South Flower Street, Suite 1000, Los

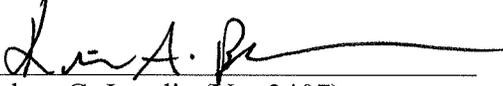
² *Motion of the Debtors for Entry of an Order (I) Approving Asset Purchase Agreement and Authorizing the Sale of Certain Assets of the Debtors Outside the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of All Claims and Liens, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 15] (the "Sale Motion").

Angeles, California 90071-2212 (Attn: William B. Freeman), bill.freeman@katten.com and 575 Madison Avenue, New York, New York 10022-2585 (Attn: Karen B. Dine), karen.dine@katten.com and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Sean Beach and Jaime Luton Chapman), sbeach@ycst.com and jchapman@ycst.com; (vi) proposed counsel to the Committee, Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178 (Attn: Jason R. Adams and Maeghan J. McLoughlin), jadams@kelleydrye.com and mmcloughlin@kelleydrye.com, and proposed Delaware Counsel to the Committee, Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Domenic E. Pacitti), dpacitti@klehr.com; and (vii) the Office of the United States Trustee, United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Jane M. Leamy), jane.m.leamy@usdoj.gov.

8. This notice is qualified in its entirety by the Bidding Procedures Order.

Dated: November 27, 2019
Wilmington, Delaware

LANDIS RATH & COBB LLP


Adam G. Landis (No. 3407)
Kimberly A. Brown (No. 5138)
Matthew R. Pierce (No. 5946)
Nicolas E. Jenner (No. 6554)
919 Market Street, Suite 1800
Wilmington, Delaware 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450
Email: landis@lrclaw.com
brown@lrclaw.com
pierce@lrclaw.com
jenner@lrclaw.com

*Proposed Counsel for the Debtors
and Debtors-In-Possession*