

**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)

Hearing Date: February 27, 2020 at 10:30 a.m. (ET)

Objection Deadline: February 20, 2020 at 4:00 p.m. (ET)

**MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER
(A) ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM,
(B) APPROVING THE FORM AND MANNER FOR FILING PROOFS
OF CLAIM AND (C) APPROVING NOTICE THEREOF**

The above-captioned debtors and debtors-in-possession (the “Debtors”), by and through their undersigned counsel, hereby submit this *Motion of the Debtors for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Claim, (B) Approving the Form and Manner for Filing Proofs of Claim and (C) Approving Notice Thereof* (the “Motion”). In support of the Motion, the Debtors rely on the *Declaration of Matthew R. Manning in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”) [D.I. 2], and respectfully represent and set forth as follows:

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 (8058), Houlihan’s Texas Holdings, Inc. (5485), Houlihan’s Restaurants of Texas, Inc. (4948), JGIL Mill OP LLC (0741), JGIL Millburn, LLC (6071), JGIL Millburn 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.



JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.² Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 105(a), 501, 502, and 1111(a) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended or modified, the “Bankruptcy Code”), rules 2002(a)(7), 3003(c) and 5005(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Local Rules 1009-2 and 2002-1.

GENERAL BACKGROUND

3. On November 14, 2019 (the “Petition Date”), the Debtors commenced the above-captioned chapter 11 cases (the “Chapter 11 Cases”) by each filing with the Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

4. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession, pursuant to Bankruptcy Code sections 1107(a) and 1108. As of the date of this Motion, no trustee or examiner has been appointed in these Chapter 11 Cases.

² Pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors hereby confirm their consent to entry of a final order by this Court in connection with this Motion if it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

5. On November 22, 2019, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors in the Chapter 11 Cases (the “Committee”) [D.I. 78].

Schedules & Statements and 341 Meeting

6. The Debtors filed their schedules of assets and liabilities (the “Schedules”) and statements of financial affairs (the “Statements” and, together with the Schedules, the “Schedules and Statements”) on December 12, 2019.

7. On December 19, 2019, the meeting of creditors was held pursuant to Bankruptcy Code section 341(a) (the “341 Meeting”).

The Sale

8. On the Petition Date, the Debtors filed the *Motion of the Debtors for Entry of an Order (A) Approving Bidding Procedures in Connection with a Transaction by Public Auction; (B) Scheduling a Hearing to Consider the Transaction; (C) Approving the Form and Manner of Notice Thereof; (D) Approving Contract Procedures; and (E) Granting Related Relief* [D.I. 14] (the “Bidding Procedures Motion”) and the *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”). Through the Bidding Procedures Motion and the Sale Motion, the Debtors, among other things, sought to sell substantially all of their assets (the “Sale”) through a court-approved process to the entity determined to have submitted the highest or otherwise best bid in accordance with the bidding procedures.

9. On December 21, 2019, the Court entered the *Order (A) Approving the Asset Purchase Agreement and Authorizing the Sale of Certain Assets of the Debtors Outside the Ordinary Course of Business, (B) Authorizing the Sale of Assets Free and Clear of All Liens and Claims, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Authorizing Distribution for the Lenders, and (E) Granting Related Relief* [D.I. 322] (the “Sale Order”) approving, among other things, the Sale between the Debtors and Landry’s LLC (the “Purchaser”) pursuant to an asset purchase agreement. The Sale closed on December 30, 2019 (the “Closing Date”).

10. In connection with the Sale, the Purchaser assumed, among other things, all liabilities that were outstanding and unpaid as of the Closing Date in respect of goods received by the Debtors within twenty (20) days prior to the Petition Date that were sold to the Debtors in the ordinary course of business, but only to the extent that such payables are allowed administrative claims pursuant to Bankruptcy Code section 503(b)(9).

11. A detailed description of the Debtors and their business, and the facts and circumstances surrounding the Chapter 11 Cases are set forth in greater detail in the First Day Declaration.

RELIEF REQUESTED

12. By this Motion, the Debtors request entry of an order, substantially in the form attached hereto (the “Bar Date Order”), establishing the following deadlines by which certain holders of claims will be required to file written proof of their claim(s) (collectively, the “Bar Dates” and, each individually, a “Bar Date”):

A. General Bar Date:	4:00 p.m. prevailing Eastern Time on the date that is thirty (30) days from service of the Bar Date
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Notice (the “General Bar Date”)³ is the deadline for all persons and entities, other than governmental units (as that term is defined in 11 U.S.C. § 101(27)), holding a claim against the Debtors arising (or deemed to arise) before the Petition Date (each, a “General Claim”), including any claim arising under Bankruptcy Code section 503(b)(9) for the value of goods received by the Debtors within twenty (20) days before the Petition Date;

B. Administrative Bar Date:

4:00 p.m. prevailing Eastern Time on the date that is thirty (30) days from service of the Bar Date Notice (the “Administrative Bar Date”) as the deadline for all persons and entities, other than governmental units, holding any right to payment constituting a cost or expense of administration of the Debtors’ Chapter 11 Cases arising under Bankruptcy Code sections 503(b) (with the exception of any claims arising under Bankruptcy Code section 503(b)(9), which are considered General Claims subject to the General Bar Date above) and 507(a)(2) against the Debtors (each an “Administrative Claim”) arising from the Petition Date through February 29, 2020.

C. Amended Schedules Bar Date:

In the event any of the Debtors amend their Schedules, the holders of claims subject to such amendment shall be required to file a claim or amend any previously filed claim by the Amended Schedules Bar Date (defined below) if such claimant believes its claim is improperly classified in the amended Schedules or is listed in an incorrect amount, or is listed in the amended Schedules of the wrong Debtor, and such claimant desires to assert such claim in a different classification and/or different amount and/or against a different or additional Debtor or Debtors. To the extent applicable, the claimant must file its claim on or before the later of (i) the General Bar Date and (ii) twenty-one (21) days from the date on which the Debtors serve notice of an amendment to their Schedules and Statements on

³ Following the entry of the Bar Date Order, the Bar Date Notice will be updated prior to filing or service, as applicable, to provide a specific date for the General Bar Date and the Administrative Bar Date (as defined herein).

such claimant (such date, the “Amended Schedules Bar Date”);

D. Governmental Bar Date: May 12, 2020 at 4:00 p.m. prevailing Eastern Time (the “Governmental Bar Date”) is the deadline for governmental units holding a claim against the Debtors arising (or deemed to arise) before the Petition Date;

E. Rejection Bar Date: For claims relating to the rejection of a contract or lease, the later of (i) the General Bar Date, and (ii) the date set forth in an order authorizing the Debtors to reject such contract or lease pursuant to Bankruptcy Code section 365 (including any order confirming a plan in the Debtors’ Chapter 11 Cases); or, if no specific date is set forth, thirty (30) days from the date of the rejection order is entered or notice is served on the affected claimant pursuant to the Rejection Procedures Order,⁴ if applicable (the “Rejection Bar Date”); and

F. Supplemental Bar Date: With respect to (a) holders of claims to which a supplemental mailing (“Supplemental Notice”) of the Bar Date Notice is appropriate but which cannot be accomplished in time to provide at least twenty-one (21) days’ notice of the applicable Bar Date and (b) other holders of claims that become known to the Debtors after the original date on which the Bar Date Notice is served, the deadline shall be twenty-one (21) days after the party is served a Supplemental Notice (the “Supplemental Bar Date”).

13. Pursuant to this Motion, the Debtors also seek: (a) approval of the form and manner for filing claims against the Debtors; (b) approval of the form and manner of providing notice of the Bar Dates; (c) authorization to establish Supplemental Bar Dates when necessary, as set forth herein; and (d) authorization for the Debtors, in their sole discretion, to extend the Bar Date for

⁴ “Rejection Procedures Order” means the *Order (I) Authorizing the Debtors to (A) Reject Certain Unexpired Leases Nunc Pro Tunc to the Petition Date and (B) Abandon any Remaining Property at the Rejected Locations and (II) Authorizing and Approving Procedures to Reject Executory Contracts and Unexpired Leases* [D.I. 160].

certain holders of claims by stipulation or otherwise where the Debtors determine that such extension is in the best interests of the estates.

PROCEDURES FOR FILING PROOFS OF CLAIM

A. Parties Required to File Proofs of Claim

14. Each person or entity (including, without limitation, each individual, partnership, joint venture, limited liability company, corporation, estate, trust, or governmental unit) asserting a general unsecured claim or Administrative Claim against the Debtors is required to file the requisite Claim Form (as defined below) in the Chapter 11 Cases, unless otherwise indicated below.

15. The Debtors propose that the General Bar Date shall apply to all Persons and Entities (each as defined in sections 101(41) and 101(15), respectively, of the Bankruptcy Code, but excluding governmental units) holding claims against the Debtors, including the following:

- (a) any Person or Entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules, or is listed as "contingent," "unliquidated," or "disputed," if such Person or Entity desires to share in any distribution in any of these Chapter 11 Cases;
- (b) any Person or Entity who believes that their claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have their claim allowed in a different classification or amount other than that identified in the Schedules;
- (c) any Person or Entity that believes that their prepetition claim(s) as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules; and
- (d) any Person or Entity that believes that its claim against a Debtor is or may be entitled to administrative expense priority pursuant to Bankruptcy Code section 503(b)(9).

16. The Debtors propose that the Administrative Bar Date shall apply to all Persons and Entities who hold an Administrative Claim (other than Professional Claims or Adequate

Protection Claims) arising from the Petition Date through February 29, 2020 (the “Initial Administrative Claims Period”). Additionally, the Debtors are authorized to establish a supplemental Administrative Bar Date (the “Supplemental Administrative Bar Date”) for any Administrative Claims arising during a Supplemental Administrative Claims period the “Supplemental Administrative Claims Period”). To establish a Supplemental Administrative Bar Date, the Debtors shall provide proper notice in accordance with the following procedures:

- (a) The Debtors shall file with the Court a notice (the “Supplemental Administrative Bar Date Notice”) identifying (i) the beginning and ending date of the Supplemental Administrative Claims Period, (ii) the supplemental Bar Date (the “Supplemental Administrative Bar Date”) by which such Administrative Claims must be filed, and (iii) the categories of claimants that are subject thereto; and
- (b) Within five (5) business days after filing the Supplemental Administrative Bar Date Notice, the Debtors shall serve the Supplemental Administrative Bar Date Notice on all known creditors that are subject to the Supplemental Administrative Bar Date. The Supplemental Administrative Bar Date Notice shall include the Supplemental Administrative Bar Date and the procedures for filing any supplemental Administrative Claims, which procedures shall be consistent with the procedures set forth in this Bar Date Order, provided, however, that any such Supplemental Administrative Bar Date Notice shall be served at least twenty-one (21) days before any Supplemental Administrative Bar Date.

17. The following Persons or Entities whose claims otherwise would be subject to the General Bar Date, Government Bar Date and/or Administrative Bar Date need not file a claim:

- a. any Person or Entity that already has filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court or with the Debtors’ claims and noticing agent, Kurtzman Carson Consultants LLC (“KCC,” or the “Claims Agent”), in a form substantially similar to Official Form 410;
- b. any Person or Entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as any of “disputed,” “contingent,” or “unliquidated;” (ii) such Person or Entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such Person or Entity does not dispute that their claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;

- c. any Person or Entity whose claim has previously been allowed by order of the Court;
- d. any Person or Entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court or otherwise paid in full by the Debtors or any other party;
- e. a current employee of the Debtors, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business as a wage or benefit; provided, however, that a current or former employee must submit a proof of claim by the General Bar Date for all other claims, including without limitation, claims for deferred compensation, wrongful termination, discrimination, harassment, hostile work environment, retaliation, claims covered by the Debtors' workers' compensation insurance, or any other litigation or pre-litigation claim;
- f. any Debtor having a claim against any other Debtor;
- g. any Person or Entity whose claim is based on an equity interest in any of the Debtors;
- h. any current officer, director or manager for claims based on indemnification, contribution or reimbursement;
- i. any Person or Entity holding a claim for which a separate deadline is fixed by this Court;
- j. claims of professionals retained by the Debtors or the Committee pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to Bankruptcy Code sections 328, 330, 331, 363 and 503(b) or 28 U.S.C. § 156(c) (collectively, the "Professional Claims");
- k. expenses of members of the Committee to the extent such claims are related to their service on the Committee;
- l. any DIP Lender, the DIP Agent or any Pre-Petition Secured Party with respect to any claims such DIP Lender, DIP Agent or Prepetition Secured Party may have, including, but not limited to, the Post-Petition Obligations or First Lien Adequate Protection Claims (as such terms are defined and described in the Final DIP Order);⁵
- m. any Person or Entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930; including, for the avoidance of

⁵ The "Final DIP Order" means the *Final Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing, (B) Grant Liens and Superpriority Administrative Expense Claims to Post-Petition Lenders and (C) Utilize Cash Collateral, (II) Providing Adequate Protection to the Pre-Petition Secured Parties, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief, Pursuant to 11 U.S. C. Sections 105, 361, 362, 363, 364 and 507* [D.I. 163].

doubt, any Administrative Claims asserted by the U.S. Trustee for statutory fees required to be paid by the Debtors; and

- n. for the avoidance of doubt, any Person or Entity that believes that its claim against a Debtor is or may be entitled to administrative expense priority pursuant to Bankruptcy Code section 503(b)(9) shall not be required to file an Administrative Claim Form, but shall be required to file a General Claim Form as set forth herein prior to the General Bar Date.

18. The Debtors propose that any Person or Entity holding an interest in any of the Debtors (an “Interest Holder”), which interest is based exclusively upon the ownership of: (a) a membership interest in a limited liability company; (b) common or preferred stock in a corporation; or (c) warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest being referred to herein as an “Interest”), need not file a proof of Interest on or before the General Bar Date; provided, however, Interest Holders who want to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, shall file a claim by the applicable Bar Date, unless another exception identified in this Order applies.

B. The Claim Forms

19. The Debtors have prepared, and request that the Court approves, a proof of claim form for non-administrative claims (including governmental claims and claims based on the rejection of a contract or lease) based on Official Form 410 (the “General Claim Form”), a form of which is annexed as **Exhibit A** to the Bar Date Order and incorporated by reference herein. The only substantive modification to the Official Form 410 proposed by the Debtors is the addition of a field to indicate whether a section 503(b)(9) claim is being asserted. Holders of claims may choose to submit proofs of claim in a form substantially similar to the General Claim Form.

20. The Debtors have prepared, and request that the Court approves, a claim form for Administrative Claims (the “Administrative Claims Form” and, together with the General Claim

Form, the “Claim Forms”), a form of which is annexed as **Exhibit B** to the Bar Date Order and incorporated by reference herein. Holders of Administrative Claims may choose to submit proofs of claim in a form substantially similar to the Administrative Claim Form. Holders of Administrative Claims may not use the General Claim Form, but must use the Administrative Claims Form or a form that is substantially similar.

21. Additionally, with the assistance of the Debtors’ notice and claims agent, KCC, the Debtors will provide each of the holders of claims listed on the Debtors’ Schedules and Statements with a personalized General Claim Form. Each General Claim Form will indicate how the Debtors have listed the respective claimholder’s claim in the Schedules and Statements, including: (a) the amount of the scheduled claim, if any; (b) whether the claim is listed as contingent, unliquidated or disputed; and (c) whether the claim is listed as secured, unsecured priority or unsecured non-priority. Each holder of a claim will have an opportunity to inspect the General Claim Form and correct information that is missing, incorrect or incomplete.

22. The Debtors propose that properly filing – whether by written means through hand delivery or mail submission or electronically through the Claims Agent’s website – a proof of claim that substantially conforms to the applicable Claim Form be deemed to satisfy the procedural requirements for the assertion of an unsecured General Claim or an Administrative Claim. Additionally, any claimant asserting a claim entitled to priority under Bankruptcy Code section 503(b)(9) must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (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; and (iii) attach documentation of any reclamation demand made to the Debtors under Bankruptcy Code section 546(c), if applicable.

23. The Debtors believe their effort to promote consistency with respect to proofs of claim will: (a) help mitigate the confusion and expense the claims process otherwise often engenders among holders of claims; (b) provide holders of claims with additional time within which to rectify information; and (c) make the Debtors' task of reconciling scheduled and filed claims less burdensome, costly and time-consuming, which will benefit all parties in interest.

C. Requirements for Preparing and Filing a Claim Form

24. With respect to completing and filing a Claim Form, the Debtors propose the following requirements:

- (a) each claim must (i) be in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the General Claim Form or Administrative Claim Form, as applicable; and (iv) be signed by the holder of the claim or by an authorized agent or legal representative of the holder of the claim;
- (b) each General Claim Form and Administrative Claims Form must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such General Claim Form or Administrative Claim Form, as applicable, may include a summary of such documentation or an explanation as to why such documentation is not available; provided, that, upon the request for additional documentation, such creditor that received such request shall be required to transmit such written documentation no later than five (5) business days following the date of such request;
- (c) each General Claim Form or Administrative Claim Form, including supporting documentation, must be submitted in person, by courier service, overnight delivery, hand delivery, or United States mail so as to be **actually received** by the Claims Agent on or before the applicable Bar Date at the following address:

HRI Claims Processing Center
c/o KCC
222 N. Pacific Coast Hwy., Ste. 300
El Segundo, CA 90245

Additionally, a General Claim Form may be submitted electronically using the interface available on the website maintained by KCC in these cases (<http://www.kcellc.net/hri>), so as to be **actually received** by the Claims Agent on or before the applicable Bar Date; and

- (d) except as expressly permitted above in the context of electronic submissions at the Claims Agent's website, any Claim Forms otherwise sent by facsimile, telecopy, electronic mail, or other form of electronic submissions will **not** be accepted.

D. Failure to File a Claim Form

25. In accordance with Bankruptcy Rule 3003(c)(2), the Debtors propose that any Person or Entity who is required but fails to properly file a General Claim Form or Administrative Claim Form by the applicable Bar Date may be forever barred, estopped and enjoined from asserting such claim against the Debtors (or filing a claim with respect to any such General Claim or Administrative Claim), and the Debtors and their property may be forever discharged from any and all indebtedness or liability with respect to or arising from such claim, including with respect to claims asserting priority pursuant to Bankruptcy Code section 503(b)(9). Without limiting the foregoing, any Person or Entity asserting a claim entitled to priority pursuant to Bankruptcy Code section 503(b)(9) that fails to file a General Claim Form in accordance with this Bar Date Order shall not be entitled to any priority treatment on account of such claim in these Chapter 11 Cases pursuant to Bankruptcy Code section 503(b)(9), regardless of whether such claim is identified on the Debtors' Schedules as not contingent, not disputed, and not liquidated.

26. Additionally, the Debtors propose that any Person or Entity that is required but fails to properly file a General Claim Form or Administrative Claim Form by the applicable Bar Date shall be prohibited from voting to accept or reject any chapter 11 plan filed in these Chapter 11 Cases and participating in any distribution in these Chapter 11 cases on account of such claim.

E. Procedures for Providing Notice of the Bar Dates

i. Actual Notice

27. With the assistance of the Claims Agent, the Debtors propose to serve all known⁶ persons or entities holding potential prepetition claims, administrative claims, governmental claims, or claims based on the previous rejection of a contract or lease against the Debtors with written notice of the Bar Dates substantially in the form annexed as **Exhibit C** to the Bar Date Order filed herewith and incorporated by reference herein (the “Bar Date Notice”). Among other things, the Bar Date Notice will: (a) identify all applicable Bar Dates; (b) provide holders of claims with the information necessary to allow them to make an informed decision as to whether to file a proof of claim; and (c) describe the procedures for filing a timely proof of claim and the consequences of failing to do so.

28. Specifically, no later than five (5) days from entry of an order approving the Bar Date, the Debtors will serve the Bar Date Notice by first class United States mail, postage prepaid, on:

- (a) the United States Trustee for the District of Delaware;
- (b) counsel to the Committee;
- (c) the Lenders;
- (d) the Internal Revenue Service;
- (e) all persons or entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- (f) all known creditors and other known holders of claims against the Debtors as of the date of the Bar Date Order, including all persons or

⁶ For the purposes of this Motion, a creditor or entity is, consistent with applicable case law, considered “known” to the extent its identity is either known or is “reasonably ascertainable” by the Debtors. *Chemetron Corp. v. Jones (In re Chemetron Corp.)*, 72 F.3d 341, 346 (3rd Cir. 1995) (citing *Tulsa Prof. Collection Serv., Inc. v. Pope*, 485 U.S. 478, 490 (1988)).

entities listed in the Schedules and Statements as holding claims against the Debtors;

- (a) all non-debtor parties to executory contracts and unexpired leases listed on the Schedules and Statements or their designated representatives;
- (b) all known parties to litigation with the Debtors, if any, including any workers compensation, general liability or other insurance claimants, whether or not any litigation has been commenced;
- (g) the United States Attorney for the District of Delaware;
- (h) the Office of the Attorney General in all of the states and all taxing authorities in all of the jurisdictions in which the Debtors operate and/or file tax returns, and all known local governmental authorities;
- (i) all regulatory authorities that regulate the Debtors' businesses;
- (j) all current employees, directors and officers;
- (k) all known former employees employed by the Debtors on or after May 14, 2019 (*i.e.*, six (6) months before the Petition Date);
- (l) all parties who have filed proofs of claim in these cases; and
- (m) all other entities listed on the Debtors' respective matrices of creditors.

In addition to the Bar Date Notice, the Debtors also intend to serve a General Claim Form on any person or entity holding a potential General Claim and/or an Administrative Claim Form on any person or entity holding a potential Administrative Claim.

ii. Supplemental Mailings

29. After the initial mailing of the Bar Date Notice, the Debtors propose that they may, in their discretion, make supplemental mailings of notices, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing; and (c) additional potential holders of claims that become known. In this regard, the Debtors propose that they make supplemental mailings of the Bar Date Notice in these and similar circumstances and that such parties will be subject to the

Supplemental Bar Date set forth in the Bar Date Notice, which will be at least twenty-one (21) days from the service of such supplemental notice.

iii. Publication Notice

30. In the interest of ensuring all potential holders of claims and interests receive adequate notice of the Bar Dates, in addition to providing the Bar Date Notice to all known holders of claims and interests by United States mail, the Debtors propose to provide notice of the Bar Dates by publication. In accordance with Bankruptcy Rule 2002(l) and in satisfaction of the requirements of Bankruptcy Rule 2002(a)(7), the Debtors propose to publish the Bar Date Notice, modified for publication, substantially in the form annexed as **Exhibit D** to the Bar Date Order attached hereto (the "Publication Notice"). No later than ten (10) days after entry of the Bar Date Order, the Debtors shall publish the Publication Notice on one occasion in the Wall Street Journal, New York Times, USA Today, or other similar national publication. The Publication Notice will include a telephone number that holders of claims or interests may call to obtain copies of the Claim Forms, the website address at which holders of claims or interests may obtain a copy of the Claim Forms, and information concerning the procedures and appropriate deadlines for filing a proof of claim.

BASIS FOR RELIEF

A. Ample Authority Exists to Approve the Bar Dates and the Proposed Procedures for Filing Proofs of Claim in these Chapter 11 Cases

31. Bankruptcy Rule 3003(c)(3) governs the filing of proofs of claim in a chapter 11 case and provides, in relevant part: "[t]he court shall fix and for cause shown may extend the time within which proofs of claim or interest may be filed." Fed. R. Bankr. P. 3003(c)(3). Although Bankruptcy Rule 2002(a)(7) generally provides that all parties in interest must receive, at a minimum, twenty-one (21) days' notice of the time fixed for filing proofs of claim pursuant to

Bankruptcy Rule 3003(c), neither the Bankruptcy Code, the Bankruptcy Rules nor the Local Rules specify a time by which proofs of claim must be filed in chapter 11 cases (other than Bankruptcy Code section 502(b)(9) relating to governmental units).

32. It is well-recognized that a bar date plays an essential role in the twin goals of bankruptcy—preserving a debtor’s going concern value and maximizing property available to satisfy creditors. *See Bank of Am. Nat’l Trust and Sav. Assoc. v. 203 N LaSalle St. P’ship*, 526 U.S. 434, 453 (1999) (identifying the two primary purposes of chapter 11 relief as (a) the preservation of businesses as going concerns and (b) the maximization of assets available for the benefit of unsecured creditors). A bar date allows the debtor and parties-in-interest to expeditiously determine and evaluate the liabilities of the estate and execute a sound plan of reorganization or liquidation. The absence of such a deadline, in contrast, would prolong claimholder uncertainty, increase the costs and expenses incurred by the debtor in connection with the claims reconciliation process and delay or even derail the claims process, thus undercutting one of the principal purposes of bankruptcy law — “secur[ing] within a limited period the prompt and effectual administration and settlement of the debtor’s estate.” *See Chemetron*, 72 F.3d at 346.

33. The procedures described herein will provide holders of claims with both ample notice and opportunity to file proofs of claim and a clear process for filing such claims, all while achieving administrative and judicial efficiency. Indeed, the proposed procedures are calibrated to provide comprehensive notice and clear instructions to holders of claims and allow the Chapter 11 Cases to move forward quickly with a minimum of administrative expense and delay.

34. Among other things, the proposed procedures contemplate providing clear filing instructions that are calculated to avoid confusion or uncertainty among holders of claims that might lead them to file unnecessary protective proofs of claim or multiple proofs of claim that

would cause expense and delay in the claims process for all parties. Additionally, the proposed use of the personalized Claim Form for all known holders of claims is designed both to streamline the claims process for the Debtors and also provide useful information to holders of claims as to whether and how their claims are reflected in the Debtors' Schedules and Statements. The proposed procedures are designed to comply with the Bankruptcy Code and to provide flexibility in case of the need for Supplemental Bar Dates or situations in which a claimholder's claim status may change during these Chapter 11 Cases (such as in the event of contract rejections).

B. The Proposed Notice Procedures are Reasonable and Appropriate

35. Bankruptcy Rule 2002(a)(7) requires that a debtor provide holders of claims at least twenty-one (21) days' notice by mail of a bar date established pursuant to Bankruptcy Rule 3003(c). Fed. R. Bankr. P. 2002(a)(7). Additionally, Bankruptcy Rule 2002(l) provides that the Court may order notice by publication if it finds that notice by mail is impractical or it is desirable to supplement another notice. Fed. R. Bankr. P. 2002(l). Bankruptcy Rule 9008 also provides that the Court shall determine the form and manner of publication notice, the newspapers used and the frequency of publication. Fed. R. Bankr. P. 9008. In conjunction with setting bar dates, a debtor must give appropriate notice to interested parties.

36. The Debtors propose to mail the Bar Date Notice to their known holders of claims and will rely on publications to give notice to its unknown holders of claims. This procedure is consistent with applicable case law and practice in this District. *See, e.g., Mullane v. Cent. Hanover Bank & Trust Co.*, 339 U.S. 306, 317 (1950); *see also Chemetron*, 72 F.3d at 346. To determine the adequacy of notice given to a creditor, bankruptcy law distinguishes between "known" and "unknown" creditors. *Chemetron*, 72 F.3d at 346. As the Third Circuit explained in *Chemetron*, "[k]nown creditors must be provided with actual written notice of a debtor's bankruptcy filing and bar claims date." *Id.* at 346 (citations omitted). A "known" creditor is one

whose identity is either known or is “reasonably ascertainable by the debtor.” *Id.* (citing *Tulsa Prof Collection Serv., Inc. v. Pope*, 485 U.S. 478, 490 (1988)). For unknown creditors, notification by publication will generally suffice.” *Id.* at 346 (citations omitted). An “unknown” creditor is one whose “interests are either conjectural or future or, although they could be discovered upon investigation, do not in due course of business come to knowledge [of the debtor].” *Id.* (citing *Mullane*, 339 U.S. at 317).

37. Where a creditor is known to the debtor, due process requires that the debtor must take reasonable steps, such as direct mailing, to provide actual notice of the deadline for filing a proof of claim. A creditor’s identity is “reasonably ascertainable” if that creditor can be identified through “reasonably diligent efforts.” *Mennonite Bd. of Missions v. Adams*, 462 U.S. 791, 798 n.4 (1983). But this does not require the debtor to engage in “impracticable and extended searches . . . in the name of due process.” *See Mullane*, 339 U.S. at 317. Rather, the required search is limited to a debtor’s “books and records.” *See, e.g., Chemetron*, 72 F.3d at 347.

38. The Debtors submit that the relief requested herein provides for clear notice of the Bar Dates in satisfaction of the requirements of the Bankruptcy Rules and consistent with the underlying policies of the Bankruptcy Code and applicable case law. Assuming the Bar Date Order is entered in accordance with the provisions hereof, all known holders of claims will have at least thirty (30) days of mailed and published notice, thereby satisfying Bankruptcy Rule 2002(a)(7), which requires only twenty-one (21) days’ notice. In addition, to the extent it becomes necessary to establish a Supplemental Bar Date, the Debtors propose a twenty-one (21) day notice period with respect thereto, as delays resulting from an extended notice period at that point in time could hinder the progress of these Chapter 11 Cases.

39. Finally, in the event the Debtors amend or supplement their Schedules and Statements to, among other things, (x) reduce the undisputed, noncontingent, and liquidated amount of a claim, (y) change the nature or characterization of a claim, or (z) add a new claim to, or remove a claim from, the Schedules, the Debtors shall give notice of any amendment or supplement to the holders of affected claims, and such holders will have twenty-one (21) days from the notice date to file proofs of claim or amend any previously filed proof of claim in respect of the amended schedules. In the event the Debtors reject an executory contract or unexpired lease subsequent to the date on which the Debtors serve the Bar Date Notice, the Debtors shall give notice of any rejection to the holders of affected claims, and such holders will have until the Court-ordered deadline; or, if no specific date is set by the Court, the earlier of (a) twenty-one (21) days from the date the rejection order is entered or (b) twenty-one (21) days from the date notice of rejection is served.

40. The Debtors believe that the procedures and notice periods described herein afford holders of claims ample opportunity to review the Schedules and Statements and the Bar Date Notice, and to file proofs of claim while, at the same time, ensuring that the Debtors remain in chapter 11 for no longer than is necessary. Accordingly, for all the foregoing reasons, the Debtors respectfully submit that the proposed Bar Dates and the form and manner of providing notice thereof are appropriate in light of the circumstances, inure to the benefit of all parties-in-interest and should be approved.

RESERVATION OF RIGHTS

41. Nothing contained in this Motion is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules and Statements as to the nature, amount, liability or classification thereof; (b) subsequently designate any claim listed or reflected in the Schedules and

Statements as disputed, contingent or unliquidated or (c) otherwise amend or supplement the Schedules and Statements.

42. Nothing contained herein is intended or should be construed as, or deemed to constitute, an agreement or admission as to the validity of any claim against the Debtors on any grounds, a waiver or impairment of the Debtors' rights to dispute any claim on any grounds, or an assumption or rejection of any agreement, contract or lease under section 365 of the Bankruptcy Code. The Debtors expressly reserve their rights to contest any Proofs of Claim.

NOTICE

43. The Debtors have provided notice of this Motion to the following or in lieu thereof, their counsel, if known: (a) the U.S. Trustee; (b) the Committee; (c) the Lenders; (d) the Internal Revenue Service; (e) the attorneys general for the states in which the Debtors conduct business; (f) the United States Attorney's Office for the District of Delaware; and (g) all parties who have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested in this Motion, the Debtors respectfully submit that no further notice is necessary.

NO PRIOR REQUEST

44. No prior motion for the relief requested herein has been made to this or any other court.

[Remainder of page intentionally left blank]

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court enter the Bar Date Order, substantially in the form attached hereto, (a) establishing the Bar Dates, (b) approving the form and manner for filing proofs of claim, (c) approving notice thereof, and (d) granting such other and further relief as is just and proper.

Dated: February 6, 2020
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

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

**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)

Hearing Date: February 27, 2020 at 10:30 a.m. (ET)

Objection Deadline: February 20, 2020 at 4:00 p.m. (ET)

NOTICE OF MOTION

TO: The following parties: (a) the U.S. Trustee; (b) the Committee; (c) the Lenders; (d) the Internal Revenue Service; (e) the attorneys general for the states in which the Debtors conduct business; (f) the United States Attorney's Office for the District of Delaware; and (g) all parties who have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

PLEASE TAKE NOTICE that on February 6, 2020, the above-captioned debtors and debtors-in-possession (the "Debtors") filed the *Motion of the Debtors for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Claim, (B) Approving the Form and Manner for Filing Proofs of Claim and (C) Approving Notice Thereof* (the "Motion").

Objections, if any, to the relief requested in the Motion must be filed with the United States Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **February 20, 2020 at 4:00 p.m. (ET)**.

At the same time, you must also serve a copy of the objection upon the undersigned counsel so as to be **received no later than 4:00 p.m. (ET) on February 20, 2020**.

A HEARING ON THE MOTION WILL BE HELD ON **FEBRUARY 27 AT 10:30 A.M. (ET)** BEFORE THE HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT JUDGE, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 5th FLOOR, COURTROOM NO. 4, WILMINGTON, DELAWARE 19801.

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 (8058), Houlihan's Texas Holdings, Inc. (5485), Houlihan's Restaurants of Texas, Inc. (4948), JGIL Mill OP LLC (0741), JGIL Millburn, LLC (6071), JGIL Millburn 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.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: February 6, 2020
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

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

**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. No. ____

**ORDER GRANTING MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER
(A) ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM,
(B) APPROVING THE FORM AND MANNER FOR FILING PROOFS
OF CLAIM AND (C) APPROVING NOTICE THEREOF**

Upon the *Motion of the Debtors for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Claim, (B) Approving the Form and Manner for Filing Proofs of Claim and (C) Approving Notice Thereof* (the “Motion”)² and upon the First Day Declaration; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and this Motion in

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 (8058), 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.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion or, if not defined therein, as such terms are defined in the Bankruptcy Code.

this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that sufficient notice of the Motion has been given; and good and sufficient cause appearing for the relief set forth in this order;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Bar Dates as proposed by the Debtors are approved and established as follows:

A. General Bar Date:

4:00 p.m. prevailing Eastern Time on the date that is thirty (30) days from service of the Bar Date Notice (the “General Bar Date”)³ is the deadline for all persons and entities, other than governmental units (as that term is defined in 11 U.S.C. § 101(27)), holding a claim against the Debtors arising (or deemed to arise) before the Petition Date (each, a “General Claim”), including any claim arising under Bankruptcy Code section 503(b)(9) for the value of goods received by the Debtors within twenty (20) days before the Petition Date;

B. Administrative Bar Date:

4:00 p.m. prevailing Eastern Time on the date that is thirty (30) days from service of the Bar Date Notice (the “Administrative Bar Date”) as the deadline for all persons and entities, other than governmental units, holding any right to payment constituting a cost or expense of administration of the Debtors’ Chapter 11 Cases arising under Bankruptcy Code sections 503(b) (with the exception of any claims arising under Bankruptcy Code section 503(b)(9), which are considered General Claims subject to the General Bar Date above) and 507(a)(2) against the Debtors (each an “Administrative Claim”) arising from the Petition Date through February 29, 2020;

³ Following the entry of the Bar Date Order, the Bar Date Notice will be updated prior to filing or service, as applicable, to provide a specific date for the General Bar Date and the Administrative Bar Date (as defined herein).

**C. Amended Schedules
Bar Date:**

In the event any of the Debtors amend their Schedules, the holders of claims subject to such amendment shall be required to file a claim or amend any previously filed claim by the Amended Schedules Bar Date (defined below) if such claimant believes its claim is improperly classified in the amended Schedules or is listed in an incorrect amount, or is listed in the amended Schedules of the wrong Debtor, and such claimant desires to assert such claim in a different classification and/or different amount and/or against a different or additional Debtor or Debtors. To the extent applicable, the claimant must file its claim on or before the later of (i) the General Bar Date and (ii) twenty-one (21) days from the date on which the Debtors serve notice of an amendment to their Schedules and Statements on such claimant (such date, the "Amended Schedules Bar Date");

D. Governmental Bar Date:

May 12, 2020 at 4:00 p.m. prevailing Eastern Time (the "Governmental Bar Date") is the deadline for governmental units holding a claim against the Debtors arising (or deemed to arise) before the Petition Date;

E. Rejection Bar Date:

For claims relating to the rejection of a contract or lease, the later of (i) the General Bar Date, and (ii) the date set forth in an order authorizing the Debtors to reject such contract or lease pursuant to Bankruptcy Code section 365 (including any order confirming a plan in the Debtors' Chapter 11 Cases); or, if no specific date is set forth, thirty (30) days from the date of the rejection order is entered or notice is served on the affected claimant pursuant to the Rejection Procedures Order, if applicable (the "Rejection Bar Date"); and

F. Supplemental Bar Date:

With respect to (a) holders of claims to which a supplemental mailing ("Supplemental Notice") of the Bar Date Notice is appropriate but which cannot be accomplished in time to provide at least twenty-one (21) days' notice of the applicable Bar Date and (b) other holders of claims that become known to the Debtors after the original date on which the Bar Date Notice is served, the deadline shall be twenty-one (21) days after the party is

served a Supplemental Notice (the “Supplemental Bar Date”).

3. The Debtors are authorized, in their sole discretion, to extend the applicable Bar Date for certain holders of Claims by stipulation or otherwise, and to establish Supplemental Bar Dates where the Debtors determine that such extension or Supplemental Bar Date is in the best interest of the estates. The Debtors shall provide the Committee with notice of any such extension.

4. Each person or entity (including, without limitation, each individual, partnership, joint venture, limited liability company, corporation, estate, trust, or governmental unit) asserting a Claim against the Debtors is required to file the requisite Claim Form (as defined below) in the Chapter 11 Cases, unless otherwise indicated below.

5. The General Bar Date shall apply to all Persons and Entities (each as defined in sections 101(41) and 101(15), respectively, of the Bankruptcy Code, but excluding governmental units) holding claims against the Debtors, including the following:

- (a) any Person or Entity whose claim against a Debtor is not listed in the applicable Debtor’s Schedules, or is listed as “contingent,” “unliquidated,” or “disputed,” if such Person or Entity desires to share in any distribution in any of these Chapter 11 Cases;
- (b) any Person or Entity who believes that their claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have their claim allowed in a different classification or amount other than that identified in the Schedules;
- (c) any Person or Entity that believes that their prepetition claim(s) as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules; and
- (d) any Person or Entity that believes that its claim against a Debtor is or may be entitled to administrative expense priority pursuant to Bankruptcy Code section 503(b)(9).

6. The Administrative Bar Date shall apply to all Persons and Entities who hold an Administrative Claim (other than Professional Claims or Adequate Protection Claims) arising

during the Initial Administrative Claims Period. Additionally, the Debtors are authorized to establish a Supplemental Administrative Bar Date for any Administrative Claims arising during a Supplemental Administrative Claims Period. To establish a Supplemental Administrative Bar Date, the Debtors shall provide proper notice in accordance with the following procedures:

- (a) The Debtors shall file with the Court a notice (the “Supplemental Administrative Bar Date Notice”) identifying (i) the beginning and ending date of the Supplemental Administrative Claims Period, (ii) the supplemental Bar Date (the “Supplemental Administrative Bar Date”) by which such Administrative Claims must be filed, and (iii) the categories of claimants that are subject thereto; and
- (b) Within five (5) business days after filing the Supplemental Administrative Bar Date Notice, the Debtors shall serve the Supplemental Administrative Bar Date Notice on all known creditors that are subject to the Supplemental Administrative Bar Date. The Supplemental Administrative Bar Date Notice shall include the Supplemental Administrative Bar Date and the procedures for filing any supplemental Administrative Claims, which procedures shall be consistent with the procedures set forth in this Bar Date Order, provided, however, that any such Supplemental Administrative Bar Date Notice shall be served at least twenty-one (21) days before any Supplemental Administrative Bar Date.

7. The following Persons or Entities whose claims otherwise would be subject to the General Bar Date, Government Bar Date and/or Administrative Bar Date need not file a claim:

- a. any Person or Entity that already has filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court or with the Debtors’ claims and noticing agent, Kurtzman Carson Consultants LLC (“KCC,” or the “Claims Agent”), in a form substantially similar to Official Form 410;
- b. any Person or Entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as any of “disputed,” “contingent,” or “unliquidated;” (ii) such Person or Entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such Person or Entity does not dispute that their claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any Person or Entity whose claim has previously been allowed by order of the Court;

- d. any Person or Entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court or otherwise paid in full by the Debtors or any other party;
- e. a current employee of the Debtors, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business as a wage or benefit; provided, however, that a current or former employee must submit a proof of claim by the General Bar Date for all other claims, including without limitation, claims for deferred compensation, wrongful termination, discrimination, harassment, hostile work environment, retaliation, claims covered by the Debtors' workers' compensation insurance, or any other litigation or pre-litigation claim;
- f. any Debtor having a claim against any other Debtor;
- g. any Person or Entity whose claim is based on an equity interest in any of the Debtors;
- h. any current officer, director or manager for claims based on indemnification, contribution or reimbursement;
- i. any Person or Entity holding a claim for which a separate deadline is fixed by this Court;
- j. claims of professionals retained by the Debtors or the Committee pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to Bankruptcy Code sections 328, 330, 331, 363 and 503(b) or 28 U.S.C. § 156(c) (collectively, the "Professional Claims");
- k. expenses of members of the Committee to the extent such claims are related to their service on the Committee;
- l. any DIP Lender, the DIP Agent or any Pre-Petition Secured Party with respect to any claims such DIP Lender, DIP Agent or Prepetition Secured Party may have, including, but not limited to, the Post-Petition Obligations or First Lien Adequate Protection Claims (as such terms are defined and described in the Final DIP Order);⁴
- m. any Person or Entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930; including, for the avoidance of doubt, any Administrative Claims asserted by the U.S. Trustee for statutory fees required to be paid by the Debtors; and

⁴ The "Final DIP Order" means the *Final Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing, (B) Grant Liens and Superpriority Administrative Expense Claims to Post-Petition Lenders and (C) Utilize Cash Collateral, (II) Providing Adequate Protection to the Pre-Petition Secured Parties, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief, Pursuant to 11 U.S. C. Sections 105, 361, 362, 363, 364 and 507* [D.I. 163]

- n. for the avoidance of doubt, any Person or Entity that believes that its claim against a Debtor is or may be entitled to administrative expense priority pursuant to Bankruptcy Code section 503(b)(9) shall not be required to file an Administrative Claim Form, but shall be required to file a General Claim Form in accordance with this Order prior to the General Bar Date.

8. Any Person or Entity holding an interest in any of the Debtors (an “Interest Holder”), which interest is based exclusively upon the ownership of: (a) a membership interest in a limited liability company; (b) common or preferred stock in a corporation; or (c) warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest being referred to herein as an “Interest”), need not file a proof of Interest on or before the General Bar Date; provided, however, Interest Holders who want to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, shall file a claim by the applicable Bar Date, unless another exception identified in this Order applies.

9. The Debtors’ proposed form and manner for filing claims are approved and established as follows. The applicant for a General Claim, including any 503(b)(9) claims, must file a proof of claim, substantially in the form of the proof of claim form (the “General Claim Form”) attached hereto as **Exhibit A**. The applicant for an Administrative Claim must file a proof of administrative claim, substantially in the form of the administrative claim form (the “Administrative Claim Form”) attached hereto as **Exhibit B**.

10. The Debtors will provide each of the holders of claims listed on the Debtors’ Schedules and Statements with a personalized General Claim Form. Each General Claim Form will indicate how the applicable Debtor has listed the respective claimholder’s claim in the Schedules and Statements, including: (a) the amount of the scheduled claim, if any; (b) whether the claim is listed as contingent, unliquidated or disputed; and (c) whether the claim is listed as secured, unsecured priority or unsecured non-priority. Each holder of a claim receiving a

personalized General Claim Form will have an opportunity to inspect the personalized General Claim Form and correct information that is missing, incorrect or incomplete.

11. With respect to all General Claim Forms and Administrative Claim Forms, the Person or Entity submitting the claim must comply with the following requirements:

- (a) each claim must (i) be in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the General Claim Form or Administrative Claim Form, as applicable; and (iv) be signed by the holder of the claim or by an authorized agent or legal representative of the holder of the claim;
- (b) each General Claim Form and Administrative Claims Form must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such General Claim Form or Administrative Claim Form, as applicable, may include a summary of such documentation or an explanation as to why such documentation is not available; provided, that, upon the request for additional documentation, such creditor that received such request shall be required to transmit such written documentation no later than five (5) business days following the date of such request;
- (c) each General Claim Form or Administrative Claim Form, including supporting documentation, must be submitted in person, by courier service, overnight delivery, hand delivery, or United States mail so as to be **actually received** by the Claims Agent on or before the applicable Bar Date at the following address:

HRI Claims Processing Center
c/o KCC
222 N. Pacific Coast Hwy., Ste. 300
El Segundo, CA 90245

Additionally, a General Claim Form may be submitted electronically using the interface available on the website maintained by the Claims Agent in these cases (<http://www.kccllc.net/hri>), so as to be **actually received** by the Claims Agent on or before the applicable Bar Date.

- (d) except as expressly permitted above in the context of electronic submissions at the Claims Agent's website, any Claim Forms otherwise sent by facsimile, telecopy, electronic mail or other form of electronic submissions will **not** be accepted.

12. Additionally, any claimant asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and

received by the Debtors in the twenty (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; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

13. Absent further order of the Court to the contrary, any Person or Entity who is required but fails to properly file a General Claim Form or Administrative Claim Form by the applicable Bar Date shall be forever barred, estopped and enjoined from asserting such claim against the Debtors (or filing a claim with respect to any such General Claim or Administrative Claim), and the Debtors and their property may be forever discharged from any and all indebtedness or liability with respect to or arising from such claim, including with respect to claims asserting priority pursuant to Bankruptcy Code section 503(b)(9). Without limiting the foregoing, any Person or Entity asserting a claim entitled to priority pursuant to Bankruptcy Code section 503(b)(9) that fails to file a General Claim Form in accordance with this Bar Date Order shall not be entitled to any priority treatment on account of such claim in these Chapter 11 Cases pursuant to Bankruptcy Code section 503(b)(9), regardless of whether such claim is identified on the Debtors' Schedules as not contingent, not disputed, and not liquidated.

14. Additionally, absent further order of the Court to the contrary, any Person or Entity that is required but fails to properly file a General Claim Form or Administrative Claim Form by the applicable Bar Date shall be prohibited from voting to accept or reject any chapter 11 plan filed in these Chapter 11 Cases and participating in any distribution in these Chapter 11 Cases on account of such claim.

15. Notwithstanding anything to the contrary in this Order, a holder of a claim shall be able to assert any undisputed, noncontingent and liquidated claims identified in the Schedules on

behalf of such holder, in the amount set forth in the schedules, and vote upon and receive distributions under any plan of reorganization or liquidation in these Chapter 11 Cases on account of such scheduled claim.

16. Entities asserting claims against more than one Debtor must file a separate form with respect to each such Debtor and identify on each form the particular Debtor against which such creditor asserts its respective claims. If a form lists more than one of the Debtors, then the Debtors shall treat such claims as filed only against the first listed Debtor. Any form filed under the jointly administered case number for these Chapter 11 Cases, or any form that otherwise fails to identify a Debtor, shall be deemed as filed only against Debtor Houlihan's Restaurants, Inc.

17. No later than five (5) days after entry of this Bar Date Order, the Debtors shall serve notice of the Bar Dates, substantially in the form attached hereto as **Exhibit C** (the "**Bar Date Notice**"), by first class United States mail with postage prepaid on:

- (a) the United States Trustee for the District of Delaware;
- (b) counsel to the Committee;
- (c) the Lenders;
- (d) the Internal Revenue Service;
- (e) all persons or entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- (f) all known creditors and other known holders of claims against the Debtors as of the date of the Bar Date Order, including all persons or entities listed in the Schedules and Statements as holding claims against the Debtors;
- (g) all non-debtor parties to executory contracts and unexpired leases listed on the Schedules and Statements or their designated representatives;
- (h) all known parties to litigation with the Debtors, if any, including any workers compensation, general liability or other insurance claimants, whether or not any litigation has been commenced;

- (i) the United States Attorney for the District of Delaware;
- (j) the Office of the Attorney General in all of the states and all taxing authorities in all of the jurisdictions in which the Debtors operate and/or file tax returns, and all known local governmental authorities; and
- (k) all regulatory authorities that regulate the Debtors' businesses;
- (l) all current employees, directors and officers;
- (m) all known former employees employed by the Debtors on or after May 14, 2019 (*i.e.*, six (6) months before the Petition Date);
- (n) all parties who have filed proofs of claim in these cases; and
- (o) all other entities listed on the Debtors' respective matrices of creditors.

In addition to the Bar Date Notice, the Debtors shall also serve a General Claim Form on any person or entity holding a potential General Claim and/or an Administrative Claim Form on any person or entity holding a potential Administrative Claim.

18. After the initial mailing of the Bar Date Notice, the Debtors may, in their discretion, make supplemental mailings of notices, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing; and (c) additional potential holders of claims that become known. In this regard, the Debtors shall make supplemental mailings of the Bar Date Notice in these and similar circumstances and that such parties will be subject to the Supplemental Bar Date set forth in the Bar Date Notice, which will be at least twenty-one (21) days from the service of such supplemental notice.

19. No later than ten (10) days after entry of this Bar Date Order, the Debtors shall give notice of the Bar Dates, substantially in the form attached hereto as **Exhibit D** (the "Publication Notice") by publication on one (1) occasion in the Wall Street Journal, New York Times, USA

Today, or other similar national publication to holders of claims and interests to whom notice by mail is impracticable, including holders of claims or interests who are unknown or not reasonably ascertainable by the Debtors and holders of claims or interest whose identities are known but whose addresses are unknown by the Debtors.

20. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Bar Date Order.

21. Nothing contained in the Motion or this Bar Date Order is intended or should be construed as a waiver of the Debtors' or any parties in interests' right to dispute, object to, challenge, or assert offsets or defenses against any claim on any grounds.

22. The terms and conditions of this Bar Date Order shall be immediately effective and enforceable upon entry of this order.

23. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation, implementation, and enforcement of this order.

Date: _____, 2020
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

(The General Claim Form)

United States Bankruptcy Court for the District of Delaware

Indicate Debtor against which you assert a claim by checking the appropriate box below. **(Check only one Debtor per claim form.)**

- | | | |
|--|--|---|
| <input type="checkbox"/> HRI Holding Corp. (Case No. 19-12415) | <input type="checkbox"/> JGIL Mill OP LLC (Case No. 19-12429) | <input type="checkbox"/> HOP Bayonne LLC (Case No. 19-12443) |
| <input type="checkbox"/> Houlihan's Restaurants, Inc. (Case No. 19-12416) | <input type="checkbox"/> JGIL Millburn, LLC (Case No. 19-12430) | <input type="checkbox"/> HOP Fairfield LLC (Case No. 19-12444) |
| <input type="checkbox"/> HDJG Corp. (Case No. 19-12417) | <input type="checkbox"/> JGIL Millburn Op LLC (Case No. 19-12431) | <input type="checkbox"/> HOP Ramsey LLC (Case No. 19-12445) |
| <input type="checkbox"/> Red Steer, Inc. (Case No. 19-12418) | <input type="checkbox"/> JGIL, LLC (Case No. 19-12432) | <input type="checkbox"/> HOP Bridgewater LLC (Case No. 19-12446) |
| <input type="checkbox"/> Sam Wilson's/Kansas, Inc. (Case No. 19-12419) | <input type="checkbox"/> JGIL Holding Corp. (Case No. 19-12433) | <input type="checkbox"/> HOP Parsippany LLC (Case No. 19-12447) |
| <input type="checkbox"/> Darryl's of St. Louis County, Inc. (Case No. 19-12420) | <input type="checkbox"/> JGIL Omaha, LLC (Case No. 19-12434) | <input type="checkbox"/> HOP Westbury LLC (Case No. 19-12448) |
| <input type="checkbox"/> Darryl's of Overland Park, Inc. (Case No. 19-12421) | <input type="checkbox"/> HOP NJ NY, LLC (Case No. 19-12435) | <input type="checkbox"/> HOP Weehawken LLC (Case No. 19-12449) |
| <input type="checkbox"/> Houlihan's of Ohio, Inc. (Case No. 19-12422) | <input type="checkbox"/> HOP Farmingdale LLC (Case No. 19-12436) | <input type="checkbox"/> HOP New Brunswick LLC (Case No. 19-12450) |
| <input type="checkbox"/> HRI O'Fallon, Inc. (Case No. 19-12423) | <input type="checkbox"/> HOP Cherry Hill LLC (Case No. 19-12437) | <input type="checkbox"/> HOP Holmdel LLC (Case No. 19-12451) |
| <input type="checkbox"/> Algonquin Houlihan's Restaurant, L.L.C. (Case No. 19-12424) | <input type="checkbox"/> HOP Paramus LLC (Case No. 19-12438) | <input type="checkbox"/> HOP Woodbridge LLC (Case No. 19-12452) |
| <input type="checkbox"/> Houlihan's Texas Holdings, Inc. (Case No. 19-12425) | <input type="checkbox"/> HOP Lawrenceville LLC (Case No. 19-12439) | <input type="checkbox"/> Houlihan's of Chesterfield, Inc. (Case No. 19-12453) |
| <input type="checkbox"/> Houlihan's Restaurants of Texas, Inc. (Case No. 19-12426) | <input type="checkbox"/> HOP Brick LLC (Case No. 19-12440) | |
| <input type="checkbox"/> Geneva Houlihan's Restaurant, L.L.C. (Case No. 19-12427) | <input type="checkbox"/> HOP Secaucus LLC (Case No. 19-12441) | |
| <input type="checkbox"/> Hanley Station Houlihan's Restaurant, LLC (Case No. 19-12428) | <input type="checkbox"/> HOP Heights LLC (Case No. 19-12442) | |

**Official Form 410
Proof of Claim**

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for an administrative expense arising after the commencement of the case.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed.

Part 1: Identify the Claim

1. **Who is the current creditor?**
 Name of the current creditor (the person or entity to be paid for this claim) _____
 Other names the creditor used with the debtor _____

2. **Has this claim been acquired from someone else?**
 No
 Yes. From whom? _____

3. **Where should notices and payments to the creditor be sent?**
Where should notices to the creditor be sent?
 Name _____
 Federal Rule of Bankruptcy Procedure (FRBP) 2002(g) Number Street _____
 City State ZIP Code _____
 Country _____
 Contact phone _____
 Contact email _____
 Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____

Where should payments to the creditor be sent? (if different)
 Name _____
 Number Street _____
 City State ZIP Code _____
 Country _____
 Contact phone _____
 Contact email _____

4. **Does this claim amend one already filed?**
 No
 Yes. Claim number on court claims registry (if known) _____ Filed on MM / DD / YYYY

5. **Do you know if anyone else has filed a proof of claim for this claim?**
 No
 Yes. Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ____ _

7. How much is the claim? \$ _____. Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature of property:
 Real estate: If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____
Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

- | | |
|--|------------------------------------|
| <input type="checkbox"/> No | |
| <input type="checkbox"/> Yes. Check all that apply: | Amount entitled to priority |
| <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). | \$ _____ |
| <input type="checkbox"/> Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). | \$ _____ |
| <input type="checkbox"/> Wages, salaries, or commissions (up to \$13,650* earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). | \$ _____ |
| <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). | \$ _____ |
| <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). | \$ _____ |
| <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies. | \$ _____ |

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

- No
- Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.
- \$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____
MM / DD / YYYY

Signature _____

Print the name of the person who is completing and signing this claim:

Name _____
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State ZIP Code Country

Contact phone _____ Email _____

Official Form 410**Instructions for Proof of Claim**

United States Bankruptcy Court

04/19

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157 and 3571

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

HRI Claims Processing Center
c/o KCC
222 N. Pacific Coast Hwy., Ste. 300
El Segundo, CA 90245

How to fill out this form

■ Fill in all of the information about the claim as of the date the case was filed.

■ Fill in the caption at the top of the form

■ If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.

■ Attach any supporting documents to this form.

Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called "Bankruptcy Rule") 3001(c) and (d).

■ Do not attach original documents because attachments may be destroyed after scanning.

■ If the claim is based on delivery health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

■ A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth. See Bankruptcy Rule 9037.

■ For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may view a list of filed claims in this case by visiting the Claims and Noticing and Agent's website at <http://www.kccllc.net/HRI>.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing that bankruptcy estate.
11 U.S.C. § 503

Claim: A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

Debtor: A person, corporation, or other entity to who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. §101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Do not file these instructions with your form.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Uniform claim identifier: An optional 24-character identifier that some creditors use to facilitate electronic payment.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

EXHIBIT B

(The Administrative Claim Form)

**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)

**REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM FOR THE PERIOD
FROM THE PETITION DATE THROUGH AND INCLUDING FEBRUARY 29, 2020**

1. Name of claimant: _____

2. Debtor that the claim is asserted against (check one):

- HRI Holding Corp. (Case No. 19-12415)
- Houlihan's Restaurants, Inc. (Case No. 19-12416)
- HDJG Corp. (Case No. 19-12417)
- Red Steer, Inc. (Case No. 19-12418)
- Sam Wilson's/Kansas, Inc. (Case No. 19-12419)
- Darryl's of St. Louis County, Inc. (Case No. 19-12420)
- Darryl's of Overland Park, Inc. (Case No. 19-12421)
- Houlihan's of Ohio, Inc. (Case No. 19-12422)
- HRI O'Fallon, Inc. (Case No. 19-12423)
- Algonquin Houlihan's Restaurant, L.L.C. (Case No. 19-12424)
- Houlihan's Texas Holdings, Inc. (Case No. 19-12425)
- Houlihan's Restaurants of Texas, Inc. (Case No. 19-12426)
- Geneva Houlihan's Restaurant, L.L.C. (Case No. 19-12427)
- Hanley Station Houlihan's Restaurant, LLC (Case No. 19-12428)
- JGIL Mill OP LLC (Case No. 19-12429)
- JGIL Millburn, LLC (Case No. 19-12430)
- JGIL Milburn Op LLC (Case No. 19-12431)

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. (1111), Danyl'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. (3 156), Hanley Station Houlihan's Restaurant, LLC (8058), Houlihan's Texas Holdings, Inc. (5485), Houlihan's Restaurants of Texas, Inc. (4948), JGIL Mill OP LLC (0741), JGn Millburn, LLC (6071), JGIL Millburn 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 (6011), 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.

- _____ JGIL, LLC (Case No. 19-12432)
- _____ JGIL Holding Corp. (Case No. 19-12433)
- _____ JGIL Omaha, LLC (Case No. 19-12434)
- _____ HOP NJ NY, LLC (Case No. 19-12435)
- _____ HOP Farmingdale LLC (Case No. 19-12436)
- _____ HOP Cherry Hill LLC (Case No. 19-12437)
- _____ HOP Paramus LLC (Case No. 19-12438)
- _____ HOP Lawrenceville LLC (Case No. 19-12439)
- _____ HOP Brick LLC (Case No. 19-12440)
- _____ HOP Secaucus LLC (Case No. 19-12441)
- _____ HOP Heights LLC (Case No. 19-12442)
- _____ HOP Bayonne LLC (Case No. 19-12443)
- _____ HOP Fairfield LLC (Case No. 19-12444)
- _____ HOP Ramsey LLC (Case No. 19-12445)
- _____ HOP Bridgewater LLC (Case No. 19-12446)
- _____ HOP Parsippany LLC (Case No. 19-12447)
- _____ HOP Westbury LLC (Case No. 19-12448)
- _____ HOP Weehawken LLC (Case No. 19-12449)
- _____ HOP New Brunswick LLC (Case No. 19-12450)
- _____ HOP Holmdel LLC (Case No. 19-12451)
- _____ HOP Woodbridge LLC (Case No. 19-12452)
- _____ Houlihan's of Chesterfield, Inc. (Case No. 19-12453)

3. Nature and description of the claim (you may attach a separate summary): _____

4. Date(s) claim arose: _____

5. Amount of claim: _____

6. Documentation supporting the claim must be attached hereto. Documentation should include both evidence of the nature of the Administrative Expense Claim asserted as well as evidence of the date or dates on which the Administrative Expense Claim arose.

Date: _____

Signature: _____

Name: _____

Address: _____

Phone Number: _____

Email: _____

EXHIBIT C

(The Bar Date Notice)

**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)

**NOTICE OF DATES BY WHICH PARTIES MUST FILE PROOFS OF CLAIM
AND ADMINISTRATIVE CLAIMS AND PROCEDURES FOR FILING PROOFS
OF CLAIM AND ADMINISTRATIVE CLAIMS AGAINST THE DEBTORS**

PLEASE TAKE NOTICE THAT the above-captioned debtors and debtors-in-possession (the “Debtors”) each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”) on November 14, 2019 (the “Petition Date”).

PLEASE TAKE FURTHER NOTICE THAT on February __, 2020 the Debtors filed the *Motion of the Debtors for Entry of an Order Motion of the Debtors for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Claim, (B) Approving the Form and Manner for Filing Proofs of Claim and (C) Approving Notice Thereof* [D.I. __] (the “Bar Date Motion”). On _____, 2020, the Court entered an order approving the Bar Date Motion [D.I. __] (the “Bar Date Order”) and establishing certain dates (collectively, the “Bar Dates” and individually, a “Bar Date”) by which parties holding claims against the Debtors must file claims. Each date is expressly set forth below.

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 (8058), Houlihan’s Texas Holdings, Inc. (5485), Houlihan’s Restaurants of Texas, Inc. (4948), JGIL Mill OP LLC (0741), JGIL Millburn, LLC (6071), JGIL Millburn 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.

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY BE HOLDING A CLAIM AGAINST THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

Background to the Debtors' Chapter 11 Cases

- A. General Information about the Debtors' Cases.** No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases.
- B. Access to Claim Forms and Additional Information.** Proofs of claim are to be filed using Official Form 410 (the "Claim Form") or in a form that is substantially similar. Administrative Claims are to be filed using the Administrative Claim Form (the "Administrative Claim Form"). If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Bar Date Motion, the Bar Date Order (which contains a more detailed description of the requirements for filing proofs of claim), a General Claim Form, Administrative Claim Form, or related documents (and/or any other pleadings filed in the Debtors' Chapter 11 Cases) you may do so by contacting the Debtors' court-appointed claims and noticing agent Kurtzman Carson Consultants LLC (the "Claims Agent" or "KCC") in writing, at HRI Claims Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245 or by visiting the Debtors' case website at <http://www.kccllc.net/hri> or the Bankruptcy Court's website <http://www.deb.uscourts.gov>. Copies of the Bar Date Order also may be examined during posted hours at the Office of the Clerk of the Bankruptcy Court, 824 N. Market St., 3rd Floor, Wilmington, Delaware 19801. If you have any questions concerning the filing or processing of claims, you may contact the Claims Agent at (877) 725-7530 (toll free) or via electronic mail at HoulihansInfo@kccllc.com.

Schedules of Assets and Liabilities

The Debtors filed their statement of financial affairs and schedules of assets and liabilities with the Court on December 12, 2019 (as amended or modified and together as, the "Schedules and Statements").² The Debtors' Schedules and Statements and the Bar Date Order may be examined and inspected by interested parties during regular business hours at (a) the offices of Landis Rath & Cobb LLP, 919 N. Market St., Suite 1800, Wilmington, DE 19801 or during posted hours at (b) the Clerk of the Bankruptcy Court, United States Bankruptcy Court, District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. The Debtors' Schedules and Statements and the Bar Date Order are also available online, free of charge, at <http://www.kccllc.net/hri>.

² See D.I. 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, and 268.

Bar Dates Approved by the Court

The Court has established the following Bar Dates as those dates by which parties holding Claims against the Debtors **must** file proofs of claim so that they are **actually received** by the Claims Agent:

A. General Bar Date: **4:00 p.m. prevailing Eastern Time on _____, 2020** is the deadline for all persons and entities, other than governmental units (as that term is defined in 11 U.S.C. § 101(27)), holding a claim against the Debtors arising (or deemed to arise) before the Petition Date (each, a “General Claim”), including any claim arising under Bankruptcy Code section 503(b)(9) for the value of goods received by the Debtors within twenty (20) days before the Petition Date;

B. Administrative Bar Date: **4:00 p.m. prevailing Eastern Time on _____, 2020** is the deadline for all persons and entities, other than governmental units, holding any right to payment constituting a cost or expense of administration of the Debtors’ Chapter 11 Cases arising under Bankruptcy Code sections 503(b) (with the exception of any claims arising under Bankruptcy Code section 503(b)(9), which are considered General Claims subject to the General Bar Date above) and 507(a)(2) against the Debtors (each an “Administrative Claim”) arising from the Petition Date through February 29, 2020;

C. Governmental Bar Date: **4:00 p.m. prevailing Eastern Time on May 12, 2020** is the date by which all governmental units holding claims (whether secured, unsecured priority or unsecured non-priority) must file proofs of claim, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party;

D. Supplemental Bar Date: With respect to holders of claims (a) to which a supplemental mailing (“Supplemental Notice”) of the Bar Date Notice is appropriate but which cannot be accomplished in time to provide at least twenty-one (21) days’ notice of the applicable Bar Date and (b) other holders of claims that become known to the Debtors after the original date on

which the Bar Date Notice is served, **twenty-one (21) days after the party is served a Supplemental Notice** (the "Supplemental Bar Date").

Parties Required To File Proofs of Claim

- A. Definition of Claim.** Under Bankruptcy Code section 101(5) and as used herein, the word "claim" means: (i) 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 (ii) 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. An Administrative Claim is a Claim of the kind described in Bankruptcy Code section 503(b)(1), (2), (3), (4), (5), (6), (7), and (8). Administrative Claims are given priority status pursuant to Bankruptcy Code section 507(a)(2), which means that they are paid before general unsecured claims.
- B. Parties Who Must File Claims.** Except as otherwise set forth herein, the General Bar Date applies to all Persons and Entities, but excluding governmental units, holding General Claims against the Debtors, including the following:
- a. any Person or Entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules, or is listed as "contingent," "unliquidated," or "disputed," if such Person or Entity desires to share in any distribution in any of these Chapter 11 Cases;
 - b. any Person or Entity who believes that their claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have their claim allowed in a different classification or amount other than that identified in the Schedules;
 - c. any Person or Entity that believes that their prepetition claim(s) as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules; and
 - d. any Person or Entity that believes that its claim against a Debtor is or may be entitled to administrative expense priority pursuant to Bankruptcy Code section 503(b)(9).
- C. Parties Who Must File Administrative Claims.** Except as set forth above, all Persons or Entities holding an Administrative Claim against the Debtors that arose (or are deemed to have arisen) between the Petition Date and February 29, 2020, must file an Administrative Claim on or before the Administrative Claims Bar Date

D. Parties Who Do Not Need To File Proofs of Claim. Certain parties are not required to file proofs of claim. The Court may, however, enter one or more separate orders at a later time requiring holders of General Claims and Administrative Claims to file proofs of claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following Persons or Entities whose claims otherwise would be subject to the General Bar Date, Government Bar Date and/or Administrative Bar Date need **not** file a claim:

- a. any Person or Entity that already has filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court or with the Debtors' Claims Agent, in a form substantially similar to Official Form 410;
- b. any Person or Entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated;" (ii) such Person or Entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such Person or Entity does not dispute that their claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any Person or Entity whose claim has previously been allowed by order of the Court;
- d. any Person or Entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court or otherwise paid in full by the Debtors or any other party;
- e. a current employee of the Debtors, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business as a wage or benefit; provided, however, that a current or former employee must submit a proof of claim by the General Bar Date for all other claims, including without limitation, claims for deferred compensation, wrongful termination, discrimination, harassment, hostile work environment, retaliation, claims covered by the Debtors' workers' compensation insurance, or any other litigation or pre-litigation claim;
- f. any Debtor having a claim against any other Debtor;
- g. any Person or Entity whose claim is based on an equity interest in any of the Debtors;
- h. any current officer, director or manager for claims based on indemnification, contribution or reimbursement;
- i. any Person or Entity holding a claim for which a separate deadline is fixed by this Court;
- j. claims of professionals retained by the Debtors or the Committee pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the

Court's approval pursuant to Bankruptcy Code sections 328, 330, 331, 363 and 503(b) or 28 U.S.C. § 156(c) (collectively, the "Professional Claims");

- k. expenses of members of the Committee to the extent such claims are related to their service on the Committee;
- l. any DIP Lender, the DIP Agent or any Pre-Petition Secured Party with respect to any claims such DIP Lender, DIP Agent or Prepetition Secured Party may have, including, but not limited to, the Post-Petition Obligations or First Lien Adequate Protection Claims (as such terms are defined and described in the Final DIP Order);³
- m. any Person or Entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930; including, for the avoidance of doubt, any Administrative Claims asserted by the U.S. Trustee for statutory fees required to be paid by the Debtors; and
- n. for the avoidance of doubt, any Person or Entity that believes that its claim against a Debtor is or may be entitled to administrative expense priority pursuant to Bankruptcy Code section 503(b)(9) shall not be required to file an Administrative Claim Form, but shall be required to file a General Claim Form in accordance with this Order prior to the General Bar Date.

Instructions for Filing Proofs of Claim

- A. Contents of Proofs of Claim.** Each Claim Form or Administrative Claim Form, as applicable, must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Claim Form or Administrative Claim Form, as applicable; and (iv) be signed by the holder of the claim or by an authorized agent or legal representative of the holder of the claim. Each original claim form must be submitted prior to the applicable Bar Date (photocopies, telecopies or facsimiles will not be accepted).

Claim Forms that the Debtors are serving on known creditors will each contain the name of the Debtor and case number at the top of the first page. If the claimant is not using the Claim Form supplied by the Debtors, the creditor must provide the name of the Debtor(s) and the corresponding case number.

- B. Supporting Documentation.** Each claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d) (or, upon prior written consent of the Debtors' counsel, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; provided, however, that, upon the request for additional documentation, any such creditor that

³ The "Final DIP Order" means the *Final Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing, (B) Grant Liens and Superpriority Administrative Expense Claims to Post-Petition Lenders and (C) Utilize Cash Collateral, (II) Providing Adequate Protection to the Pre-Petition Secured Parties, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief, Pursuant to 11 U.S. C. Sections 105, 361, 362, 363, 364 and 507* [D.I. 163].

received such request shall be required to transmit such written documentation no later than five (5) business days following the date of such request.

- C. Timely Service.** Each Claim Form and Administrative Claim Form, as applicable, including supporting documentation, must be submitted: (i) on or before the applicable Bar Date, by completing the applicable form, copies of which can be accessed at the Claims Agent's website <http://www.kccllc.net/hri> and following the directions given therein; or (ii) by United States mail or other hand delivery system, so as to be actually received by the Claims Agent on or before the applicable Bar Date at the following address:

HRI Claims Processing Center
c/o KCC
222 N. Pacific Coast Hwy., Ste. 300
El Segundo, CA 90245

<p>EXCEPT AS EXPRESSLY PERMITTED ABOVE, A CLAIM FORM OTHERWISE SUBMITTED BY FACSIMILE, TELECOPY, ELECTRONIC MAIL OR OTHER FORM OF ELECTRONIC SUBMISSION WILL <u>NOT</u> BE ACCEPTED.</p>

- E. Receipt of Service.** Holders of claims wishing to receive acknowledgment that their proofs of claim were received by the Claims Agent must submit (i) a copy of the proof of claim and (ii) a self-addressed, stamped envelope.

Consequences of Failing to Timely File Your Claim

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a proof of claim in accordance with the Bar Date Order on or before the applicable Bar Date, please be advised that **YOU SHALL, EXCEPT AS OTHERWISE AUTHORIZED BY ORDER OF THE COURT, BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM: (A) ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO) AND, MOREOVER, THE DEBTORS SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM, (B) SHALL BE PROHIBITED FROM VOTING TO ACCEPT OR REJECT ANY CHAPTER 11 PLAN FILED IN THESE CHAPTER 11 CASES AND (C) PARTICIPATING IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM.**

Amendments to the Debtors' Schedules

- A. Amendments to Schedules.** In the event the Debtors amend their Schedules and Statements after the date of this notice, the Debtors will provide holders of claims that are affected by the amendment notice of the amendment, and such parties will be given an opportunity to file proofs of claim or amend any previously filed claim before a new deadline that will be specified in that future notice.

- B. Amended Schedules Bar Date.** The Court has approved the later of (i) the General Bar Date or (ii) twenty-one (21) days from the date on which the Debtors provided notice of the amendment to the Schedules and Statements (or another time period as may be fixed by the Court) as the date by which holders of claims affected by the amendment must file proofs of claim with respect to such claim.

Parties to the Debtors' Leases and Executory Contracts

- A. Rejection of Leases and Contracts.** The Bankruptcy Code provides that the Debtors may, at any time before a plan is confirmed by the Court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection.
- B. Proofs of Claim Relating to Rejection Damages.** The deadline to file a proof of claim for damages relating to the rejection of a contract or lease that has already been rejected as of the date hereof is the General Bar Date. If the Debtors reject a contract or lease subsequent to the date hereof, the deadline to file a proof of claim shall be the later of (i) the General Bar Date, and (ii) the date set forth in an order authorizing the Debtors to reject such contract or lease pursuant to Bankruptcy Code section 365 (including any order confirming a plan in the Debtors' Chapter 11 Cases); or, if no specific date is set forth, thirty (30) days from the date of the rejection order is entered or notice is served on the affected claimant pursuant to the Rejection Procedures Order,⁴ if applicable

Reservation of Rights

Nothing contained in this notice is intended to or should be construed as a waiver of the Debtors' or any successors' rights to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules and Statements as to the nature, amount, liability, classification, characterization or validity thereof; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules and Statements.

If you have any questions relating to this Notice, contact the Claims Agent at (877) 725-7530 (toll free) or via electronic mail at HoulihansInfo@kccllc.com.

⁴ "Rejection Procedures Order" means the *Order (I) Authorizing the Debtors to (A) Reject Certain Unexpired Leases Nunc Pro Tunc to the Petition Date and (B) Abandon any Remaining Property at the Rejected Locations and (II) Authorizing and Approving Procedures to Reject Executory Contracts and Unexpired Leases* [D.I. 160].

NEITHER THE ATTORNEYS FOR THE DEBTORS NOR THE CLAIMS AGENT IS AUTHORIZED TO PROVIDE YOU WITH LEGAL ADVICE.

Dated: _____, 2020
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

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

EXHIBIT D

(Publication Notice)

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)

**NOTICE OF ENTRY OF BAR DATE ORDER FOR
FILING CLAIMS AGAINST THE DEBTORS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

Entry of the Bar Date Order. On _____, 2020 the United States Bankruptcy Court for the District of Delaware entered an order [D.I. ____] (the “Bar Date Order”) establishing the deadlines for the filing of claims (collectively, the “Bar Dates” and individually, a “Bar Date”) in the chapter 11 cases of HRI Holding Corp. *et al.* (collectively, the “Debtors”) with the Debtors’ court-appointed claims and noticing agent Kurtzman Carson Consultants LLC (the “Claims Agent”). A detailed explanation of the parties that are/are not required to file claims is available in the Bar Date Order, which is available as specified below. The deadlines established by the Court are as follows:

General Bar Date. 4:00 p.m. prevailing Eastern Time on _____, 2020 is the deadline for all persons and entities, other than governmental units (as that term is defined in 11 U.S.C. § 101(27)), holding a claim against the Debtors arising (or deemed to arise) before the Petition Date (each, a “General Claim”), including any claim arising under Bankruptcy Code section 503(b)(9) for the value of goods received by the Debtors within twenty (20) days before the Petition Date.

Administrative Bar Date. 4:00 p.m. prevailing Eastern Time on _____, 2020 is the deadline for all persons and entities, other than governmental units, holding any right to payment constituting a cost or expense of administration of the Debtors’ Chapter 11 Cases arising

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 (8058), Houlihan’s Texas Holdings, Inc. (5485), Houlihan’s Restaurants of Texas, Inc. (4948), JGIL Mill OP LLC (0741), JGIL Millburn, LLC (6071), JGIL Millburn 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.

under Bankruptcy Code sections 503(b) (with the exception of any claims arising under Bankruptcy Code section 503(b)(9), which are considered General Claims subject to the General Bar Date above) and 507(a)(2) against the Debtors (each an “Administrative Claim”) arising from the Petition Date through February 29, 2020.

Governmental Bar Date. 4:00 p.m. prevailing Eastern Time on May 12, 2020 is the date by which all governmental units holding claims against the Debtors arising (or deemed to arise) before the Petition Date (whether secured, unsecured priority or unsecured non-priority) must file proofs of claim.

Amended Schedules Bar Date. In the event the Debtors amend their Schedules and Statements, holders of claims subject to such amendment are required to file a proof of claim by later of (i) the General Bar Date or (ii) 21 days from the date on which the Debtors provided notice of the amendment to the Schedules and Statements (or another time period as may be fixed by the Court) as the date by which holders of claims affected by the amendment must file proofs of claim with respect to such claim.

Rejection Bar Date. The deadline to file a proof of claim for damages relating to the rejection of a contract or lease that has already been rejected as of the date hereof is the General Bar Date. If the Debtors reject a contract or lease subsequent to the date hereof, the deadline to file a proof of claim shall be the later of (i) the General Bar Date, and (ii) the date set forth in an order authorizing the Debtors to reject such contract or lease (including any order confirming a plan in the Debtors’ Chapter 11 Cases); or, if no specific date is set forth, 30 days from the date of the rejection order is entered or notice is served on the affected claimant pursuant to the Rejection Procedures Order, if applicable.

Supplemental Bar Date. Parties served with Supplemental Notice must file claims by 21 days after the Supplemental Notice is served.

EXCEPT AS TO CERTAIN EXCEPTIONS EXPLICITLY SET FORTH IN THE BAR DATE ORDER, ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM OR ADMINISTRATIVE CLAIM, AS APPLICABLE, ON OR BEFORE THE BAR DATES SHALL **NOT** BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION.

Contents of Proofs of Claim. Subject to the Bar Date Order, each General Claim Form or Administrative Claim Form, as applicable, must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the General Claim Form or Administrative Claim Form, as applicable; and (iv) be signed by the holder of the claim or by an authorized agent or legal representative of the holder of the claim. Each original claim form must be submitted prior to the applicable Bar Date (photocopies, telecopies or facsimiles will not be accepted). A detailed explanation of the parties, the claims requirements and process is available in the Bar Date Order, which is available as specified below.

Submitting Claims and Timely Service. Each General Claim Form and Administrative Claim Form, as applicable, including supporting documentation, must be submitted: (i) on or before the applicable Bar Date, by completing the applicable form, copies of which can be accessed at the

Claims Agent's website <http://www.kccllc.net/hri> and following the directions given therein; or (ii) by United States mail or other hand delivery system, so as to be actually received by the Claims Agent on or before the applicable Bar Date at the following address:

HRI Claims Processing Center
c/o KCC
222 N. Pacific Coast Hwy., Ste. 300
El Segundo, CA 90245

Additionally, a General Claim Form may be submitted electronically using the interface available on the website maintained by the Claims Agent in these cases (<http://www.kccllc.net/hri>), so as to be **actually received** by the Claims Agent on or before the applicable Bar Date.

EXCEPT AS EXPRESSLY PERMITTED ABOVE, A CLAIM FORM OTHERWISE SUBMITTED BY FACSIMILE, TELECOPY, ELECTRONIC MAIL OR OTHER FORM OF ELECTRONIC SUBMISSION WILL NOT BE ACCEPTED.

Access to Claim Forms and Additional Information. If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Bar Date Motion, the Bar Date Order (which contains a more detailed description of the requirements for filing proofs of claim), a General Claim Form, Administrative Claim Form, or related documents the Claims Agent in writing, at HRI Claims Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245 or by visiting <http://www.kccllc.net/hri> or the Bankruptcy Court's website <http://www.deb.uscourts.gov>. Copies of the Bar Date Order also may be examined during posted hours at the Office of the Clerk of the Bankruptcy Court, 824 N. Market St., 3rd Floor, Wilmington, Delaware 19801. If you have any questions concerning the filing or processing of claims, you may contact the Claims Agent at (877) 725-7530 (toll free) or via e-mail at HoulihansInfo@kccllc.com.