

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name HRI O'Fallon, Inc.
2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names
3. Debtor's federal Employer Identification Number (EIN) 20-2794539
4. Debtor's address
- | | |
|--|---|
| Principal place of business | Mailing address, if different from principal place of business |
| <u>8700 State Line Road, Suite 100</u> | |
| <u>Leawood, KS 66206</u> | |
| Number, Street, City, State & ZIP Code | P.O. Box, Number, Street, City, State & ZIP Code |
| <u>Johnson</u> | Location of principal assets, if different from principal place of business |
| County | |
| | Number, Street, City, State & ZIP Code |
5. Debtor's website (URL) https://www.houlihans.com
6. Type of debtor
- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- ☐ Partnership (excluding LLP)
- ☐ Other. Specify: _____



Debtor **HRI O'Fallon, Inc.**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.7225**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District

When

Case number

District

When

Case number

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor

See Schedule 1

Relationship

District

When

Case number, if known

Debtor **HRI O'Fallon, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other**Where is the property?**

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

☐ Funds will be available for distribution to unsecured creditors.☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.**14. Estimated number of creditors**☐ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☒ 5,001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☒ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☒ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **HRI O'Fallon, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on **November 14, 2019**
MM / DD / YYYY**X**

Signature of authorized representative of debtor

Matthew R. Manning

Printed name

Title **Chief Restructuring Officer****18. Signature of attorney****X**

Signature of attorney for debtor

Date **November 14, 2019**
MM / DD / YYYY**Adam G. Landis 3407**
Printed name**Landis Rath & Cobb LLP**
Firm name**919 Market Street**
Suite 1800
Wilmington, DE 19801
Number, Street, City, State & ZIP CodeContact phone **(302) 467-4400**Email address **landis@lrclaw.com****3407 DE**
Bar number and State

HDJG CORP.

OMNIBUS RESOLUTIONS

NOVEMBER 12, 2019

The undersigned members of the board of directors, members of the board of managers, managers, members, sole managers, and sole members, as applicable, (collectively, the "Board") of the applicable entity set forth on Schedule 1 attached hereto (collectively, the "Company") hereby adopts the following resolutions (the "Resolutions");

WHEREAS, a Special Meeting of the Board was held on November 12, 2019;

WHEREAS, the Board has considered the financial and operational conditions of the Company;

WHEREAS, the Board has reviewed, considered, and received the recommendation of senior management of the Company and the advice of the Company's professionals and advisors with respect to the options available to the Company, including the possibility of pursuing a restructuring or sale of the Company's business and assets under chapter 11 of title 11 of the United States Code (as amended or modified, the "Bankruptcy Code");

NOW, THEREFORE, IT IS HEREBY RESOLVED, that after consideration of the alternatives presented to it and the recommendations of senior management of the Company and the advice of the Company's professionals and advisors, the Board has determined in its business judgment that it is in the best interest of the Company, its creditors, shareholders, employees, other interested parties and stakeholders that a voluntary petition be filed by the Company under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware and the filing of such petition is authorized hereby; and it is

FURTHER RESOLVED, that the retention and designation of Matthew R. Manning as the Company's Chief Restructuring Officer (the "CRO") and M-III Advisory Partners, LP ("M-III") pursuant to the June 21, 2019 retention agreement and the execution of any retention agreements, the payment of any retainers, fees or expenses, and the approval of any matters related thereto, be and hereby are ratified, adopted and approved in all respects as the acts and deeds of the Company and the Authorized Persons are, and each of them hereby is, authorized and directed to immediately upon and after the filing of the bankruptcy case execute and cause to be filed an application for authority to retain Matthew R. Manning as the Company's CRO and M-III to provide the Company with a CRO and certain additional personnel; and it is

FURTHER RESOLVED, that the members of the Board, the CRO and any other officer or person designated and so authorized to act (collectively, the "Authorized Persons") hereby are, and each of them is, authorized and empowered to (a) execute, verify and file on behalf of the Company all documents necessary or appropriate in connection with the filing of said bankruptcy petition, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings, and other papers or documents in connection with such chapter 11 petition; (b) take and perform any and all actions deemed

necessary and proper to obtain such relief as authorized herein and in connection with the Company's chapter 11 case; (c) appear as necessary at all bankruptcy proceedings on behalf of the Company; and (d) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

FURTHER RESOLVED, that Senior Secured Super-Priority Debtor-In-Possession Credit and Guaranty Agreement by and among the Company and CIT Bank, N.A. dated November 13, 2019 (the "DIP Credit Agreement"), shall be entered into by the Company; and the Authorized Persons are, and each of them is, authorized and empowered to obtain postpetition financing according to the terms of the DIP Credit Agreement, including debtor-in-possession credit facilities and the use of cash collateral (the "DIP Financing"); and to enter into any guarantees and to pledge and grant liens on the Company's assets as may be contemplated by or required under the terms of such DIP Financing; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is

FURTHER RESOLVED, that the Asset Purchase Agreement between the Company and Landry's, LLC (the "Purchase Agreement"), shall be entered into by the Company; and the Authorized Persons are, and each of them hereby is, authorized and directed to enter into the Purchase Agreement and each of the ancillary documents to be entered into in connection therewith (the "Transaction Documents"), and to perform the transactions and obligations contemplated by the Purchase Agreement and the Transaction Documents, subject to bankruptcy court approval in the Company's chapter 11 case; and it is

FURTHER RESOLVED, that the retention of Landis Rath & Cobb LLP pursuant to the July 17, 2019 retention agreement and the execution of any retention agreements, the payment of any retainers, fees or expenses, and the approval of any matters related thereto, be and hereby are ratified, adopted and approved in all respects as the acts and deeds of the Company and the Authorized Persons are, and each of them hereby is, authorized and directed to immediately upon and after the filing of the bankruptcy case execute and cause to be filed an application for authority to retain Landis Rath & Cobb LLP as the Company's counsel; and it is

FURTHER RESOLVED, that the retention of Piper Jaffray & Co. ("Piper Jaffray") pursuant to the June 2, 2019 retention agreement and the execution of any retention agreements, the payment of any retainers, fees or expenses, and the approval of any matters related thereto, be and hereby are ratified, adopted and approved in all respects as the acts and deeds of the Company and the Authorized Persons are, and each of them hereby is, authorized and directed to immediately upon and after the filing of the bankruptcy case execute and cause to be filed an application for authority to retain Piper Jaffray as the Company's investment banker; and it is

FURTHER RESOLVED, that the retention of Hilco Real Estate, LLC ("Hilco") pursuant to the June 21, 2019 retention agreement and the execution of any retention agreements, the payment of any retainers, fees or expenses, and the approval of any matters related thereto, be and hereby are ratified, adopted, and approved in all respects as the acts and deeds of the Company and the Authorized Persons are, and each of them hereby is, authorized and directed to immediately upon and after the filing of the bankruptcy case execute and cause to be filed an application for authority to retain Hilco as the Company's real estate advisor; and it is

FURTHER RESOLVED, that the retention of Kurtzman Carson Consultants LLC ("KCC") pursuant to the September 13, 2019 retention agreement and the execution of any retention agreements, the payment of any retainers, fees or expenses, and the approval of any matters related thereto, be and hereby are ratified, adopted and approved in all respects as the acts and deeds of the Company and the Authorized Persons are, and each of them hereby is, authorized and directed to immediately upon and after the filing of the bankruptcy case execute and cause to be filed applications for authority to retain KCC as the Company's claims and noticing agent and administrative agent; and it is

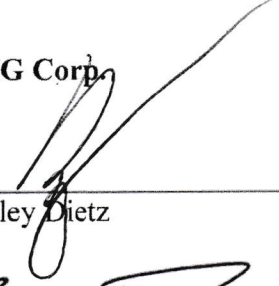
FURTHER RESOLVED, that all instruments, agreements, certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) and all acts lawfully done or actions lawfully taken by the Authorized Persons in connection with the chapter 11 case, the DIP Credit Agreement, the DIP Financing, the Purchase Agreement, the Transaction Documents, or any further action to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company; and it is

FURTHER RESOLVED, that the acts, actions and transactions heretofore taken by the Authorized Persons or the Board in the name of and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions, which acts, actions and transactions would have been approved by the foregoing resolutions except that such acts were taken before the resolutions were adopted, be, and hereby are, ratified, confirmed and approved in all respects.

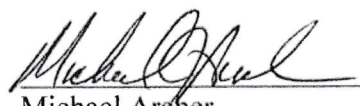
IN WITNESS WHEREOF, the undersigned have executed this resolution as of the date first written above.

[Signatures on following pages]

HDJG Corp.



Bradley Dietz

Brett Bishov

Michael Archer

HRI Holding Corp.

A handwritten signature in blue ink, appearing to read "Michael Archer", is written over a horizontal line.

Michael Archer

Houlihan's Restaurants, Inc.


Michael Archer

JGIL Holding Corp.


Michael Archer

JG Milburn Op LLC

By: JGIL Holding Corp.

Its: Member



Michael Archer

By: JGIL Millburn LLC

Its: Member



Michael Archer

HOP NJ NY, LLC

By: Houlihan's Restaurants, Inc.

Its: Member


Michael Archer

HOP Farmingdale LLC

By: HOP NJ NY, LLC

Its: Member

A handwritten signature in blue ink, appearing to read "Michael Archer", is written over a horizontal line.

Michael Archer

HOP Cherry Hill LLC

By: HOP NJ NY, LLC

Its: Member


Michael Archer

HOP Paramus LLC
By: HOP NJ NY, LLC
Its: Member


Michael Archer

HOP Lawrenceville LLC

By: HOP NJ NY, LLC

Its: Member

A handwritten signature in blue ink, appearing to read "Michael Archer", is written over a horizontal line.

Michael Archer

HOP Brick LLC

By: HOP NJ NY, LLC

Its: Member


Michael Archer

HOP Heights LLC

By: HOP NJ NY, LLC

Its: Member


Michael Archer

HOP Secaucus LLC
By: HOP NJ NY, LLC
Its: Member


Michael Archer

HOP Bayonne LLC

By: HOP NJ NY, LLC

Its: Member


Michael Archer

HOP Fairfield LLC

By: HOP NJ NY, LLC

Its: Member

A handwritten signature in blue ink, appearing to read "Michael Archer", is written over a horizontal line.

Michael Archer

HOP Ramsey LLC
By: HOP NJ NY, LLC
Its: Member


Michael Archer

HOP Bridgewater LLC

By: HOP NJ NY, LLC

Its: Member

A handwritten signature in blue ink, appearing to read "Michael Archer", is written over a horizontal line.

Michael Archer

HOP Parsippany LLC

By: HOP NJ NY, LLC

Its: Member


Michael Archer

HOP Westbury LLC

By: HOP NJ NY, LLC

Its: Member



Michael Archer

HOP Weehawken LLC

By: HOP NJ NY, LLC

Its: Member

A handwritten signature in blue ink, appearing to read "Michael Archer", is written over a horizontal line.

Michael Archer

HOP New Brunswick LLC

By: HOP NJ NY, LLC

Its: Member



Michael Archer

HOP Holmdel LLC
By: HOP NJ NY, LLC
Its: Member


Michael Archer

HOP Woodbridge LLC

By: HOP NJ NY, LLC

Its: Member



Michael Archer

Houlihan's of Chesterfield, Inc.



Michael Archer

Sam Wilson's/Kansas, Inc.



Michael Archer

Darryl's of St. Louis County, Inc.



Michael Archer

Darryl's of Overland Park, Inc.


Michael Archer

JGIL Omaha LLC

By: JGIL LLC

Its: Member



Michael Archer

JGIL LLC

By: Houlihan's Restaurants, Inc.

Its: Member



Michael Archer

JGIL Mill Op LLC

By: JGIL LLC

Its: Member

A handwritten signature in blue ink, appearing to read "Michael Archer", is written over a horizontal line.

Michael Archer

JGIL Millburn LLC

By: JGIL Mill Op LLC

Its: Member



Michael Archer

Houlihan's of Ohio, Inc.



Michael Archer

Red Steer, Inc.



Michael Archer

HRI O'Fallon, Inc.


Michael Archer

**Algonquin Houlihan's Restaurant,
L.L.C.**

By: Houlihan's Restaurants, Inc.

Its: Member



Michael Archer

Houlihan's Texas Holdings, Inc.



Michael Archer

**Houlihan's Restaurants of
Texas, Inc.**



Michael Archer

**Hanley Station Houlihan's
Restaurant, LLC**
By: Houlihan's Restaurants, Inc.
Its: Member


Michael Archer

**Geneva Houlihan's Restaurant,
L.L.C.**

By: Houlihan's Restaurants, Inc.
Its: Member



Michael Archer

Schedule 1

HRI Holding Corp.
Houlihan's Restaurants, Inc.
HDJG Corp.
Red Steer, Inc.
Sam Wilson's/Kansas, Inc.
Darryl's of St. Louis County, Inc.
Darryl's of Overland Park, Inc.
Houlihan's of Ohio, Inc.
HRI O'Fallon, Inc.
Algonquin Houlihan's Restaurant, L.L.C.
Geneva Houlihan's Restaurant, L.L.C.
Hanley Station Houlihan's Restaurant, LLC
Houlihan's Texas Holdings, Inc.
Houlihan's Restaurants of Texas, Inc.
JGIL Mill OP LLC
JGIL Millburn, LLC
JGIL Milburn Op LLC
JGIL, LLC
JGIL Holding Corp.
JGIL Omaha, LLC
HOP NJ NY, LLC
HOP Farmingdale LLC
HOP Cherry Hill LLC
HOP Paramus LLC
HOP Lawrenceville LLC
HOP Brick LLC
HOP Secaucus LLC
HOP Heights LLC
HOP Bayonne LLC
HOP Fairfield LLC
HOP Ramsey LLC
HOP Bridgewater LLC
HOP Parsippany LLC
HOP Westbury LLC
HOP Weehawken LLC
HOP New Brunswick LLC
HOP Holmdel LLC
HOP Woodbridge LLC
Houlihan's of Chesterfield, Inc.

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

In re:

HRI O'Fallon, Inc.

Debtor.

Chapter 11

Case No. 19-____ (____)

Tax I.D. No. 20-2794539

SCHEDULE 1 TO PETITION

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court consolidate their chapter 11 cases for procedural purposes only.

HRI Holding Corp. Houlihan's Restaurants, Inc. HDJG Corp. Red Steer, Inc. Sam Wilson's/Kansas, Inc. Darryl's of St. Louis County, Inc. Darryl's of Overland Park, Inc. Houlihan's of Ohio, Inc. Algonquin Houlihan's Restaurant, L.L.C. Geneva Houlihan's Restaurant, L.L.C. Hanley Station Houlihan's Restaurant, LLC Houlihan's Texas Holdings, Inc. Houlihan's Restaurants of Texas, Inc. JGIL Mill OP LLC JGIL Millburn, LLC JGIL Milburn Op LLC JGIL, LLC JGIL Holding Corp. JGIL Omaha, LLC HOP NJ NY, LLC	HOP Farmingdale LLC HOP Cherry Hill HOP Paramus LLC HOP Lawrenceville LLC HOP Brick LLC HOP Secaucus LLC HOP Heights LLC HOP Bayonne LLC HOP Fairfield LLC HOP Ramsey LLC HOP Bridgewater LLC HOP Parsippany LLC HOP Westbury LLC HOP Weehawken LLC HOP New Brunswick LLC HOP Holmdel LLC HOP Woodbridge LLC Houlihan's of Chesterfield, Inc.
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Fill in this information to identify the case:

United States Bankruptcy Court for the District of Delaware

Case number (if known):

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	US FOODS, INC. ATTN LISA THORNE 9399 HIGGINS ROAD SUITE 800 ROSEMONT, IL 60018	ATTN LISA THORNE PHONE: (847) 742-7708 FAX: 847-720-2345 EMAIL: LISA.THORN@USFOODS.COM	Trade Debt				\$ 959,447.12
2	SYSCO FOOD SERVICES LLC - METRO NY ATTN STEVEN HARRIS, VP OF SALES 20 THEODORE CONRAD DRIVE JERSEY CITY, NJ 07305-4614	ATTN STEVEN HARRIS, VP OF SALES PHONE: (201) 433-2000 EMAIL: HARRIS.STEVEN@METRONY.SYSCO.COM	Trade Debt				\$ 630,754.58
3	THE HARTZ GROUP, INC ATTN GUS MILANO, PRESIDENT AND COO 400 PLAZA DRIVE P.O.BOX 1515 SECAUCUS, NJ 07096-1515	ATTN GUS MILANO, PRESIDENT AND COO PHONE: (212) 308-3336 FAX: 201-348-9154 EMAIL: HALA.CHALET@HARTZMOUNTAIN.COM; GUS.MILANO@HARTZMOUNTAIN.COM	Trade Debt				\$ 365,898.16
4	EDWARD DON & COMPANY INC ATTN ROGER MELLUM 2500 S. HARLEM AVENUE NORTH RIVERSIDE, IL 60546	ATTN ROGER MELLUM PHONE: 800-947-6497 FAX: 708-883-8230 EMAIL: ROGERMELLUM@DON.COM	Trade Debt				\$ 332,798.04
5	M2G NET LEASE FUNDING, LTD. ATTN RENEE ALTON C/O HPI REAL ESTATE SERVICES 1020 NE LOOP 410 SUITE 510 SAN ANTONIO, TX 78209	ATTN RENEE ALTON PHONE: 210-253-3995 FAX: 201-226-1691, 210-340-8921	Trade Debt				\$ 196,047.80
6	M.F. FOLEY INC PETER RAMSDEN, CO-OWNER 77 WRIGHT STREET NEW BEDFORD, MA 02740	PETER RAMSDEN, CO-OWNER PHONE: (800) 225-8102 FAX: (508) 991-6083 EMAIL: PETERR@FOLEYFISH.COM	Trade Debt				\$ 194,309.05
7	ORLAND PARK INVESTMENTS, LLC ATTN FARHAN HANIF 9305 S MADISON ST BURR RIDGE, IL 60527	ATTN FARHAN HANIF EMAIL: MFMDOC1@GMAIL.COM	Trade Debt				\$ 190,061.45
8	747 NORTH WABASH AVE APTS INVESTORS LLC ATTN DAN MCCAFFERY, CEO C/O MCCAFFERY INTERESTS 737 N MICHIGAN AVE, STE 2050 CHICAGO, IL 60611	ATTN DAN MCCAFFERY, CEO PHONE: 312-944-3777 FAX: 312-944-7107 EMAIL: DMCCAFFERY@MCCAFFERYINTERESTS.COM	Trade Debt				\$ 170,793.88
9	BAYSHORE SHOPPING CENTER PROPERTY OWNER LLC ATTN TOM RINKA 8343 DOUGLAS AVE STE 200 DALLAS, TX 75225	ATTN TOM RINKA PHONE: 414-332-4049 EMAIL: TRINKA@BAYSHORETOWNCENTER.COM	Trade Debt				\$ 167,433.20
10	ROLF PILLER ATTN JAY ERENS C/O JAY ERENS, FOLEY & LARDNER LLP 321 N CLARK ST, STE 2800 CHICAGO, IL 60654-5313	ATTN JAY ERENS PHONE: 312-832-4500 FAX: 312-832-4700 EMAIL: JERENS@FOLEY.COM	Trade Debt				\$ 159,177.52
11	GOODWIN ATTN JON KANTER 100 NORTHERN AVENUE BOSTON, MA 02210	ATTN JON KANTER PHONE: 1 617 570 1044 FAX: 1 617 801 8843 EMAIL: JKANTER@GOODWINLAW.COM	Professional Services	Disputed			\$ 134,585.89
12	GET FRESH PRODUCE INC ATTN GINO ALINONDI 1441 BREWSTER CREEK BLVD. BARTLETT, IL 60103	ATTN GINO ALINONDI PHONE: (630) 665-9665 FAX: (630) 665-3391 EMAIL: GINO@GETFRESHPRODUCE.COM	Trade Debt				\$ 126,684.94
13	SOUTHPARK MALL, LLC ATTN VINCE CORNO 500 SOUTHPARK CENTER STRONGSVILLE, OH 44136	ATTN VINCE CORNO PHONE: 440-238-9199 FAX: 440-846-8323 EMAIL: CDOUGLAS@STARWOODRETAIL.COM	Trade Debt				\$ 122,817.32

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
14 FEDERAL REALTY INVESTMENT TRUST ATTN JUDY MAURER PROPERTY #500-1475 PO BOX 8500-9320 PHILADELPHIA, PA 19178-9320	ATTN JUDY MAURER PHONE: 484 419 1200 EMAIL: JMAURER@FEDERALREALTY.COM	Trade Debt				\$ 120,696.99
15 HIRSCHMAN REALTY MANAGEMENT LLC ATTN ROBERT MORRIS, PRESIDENT 40 EISENHOWER DRIVE SUITE 206 PARAMUS, NJ 07652	ATTN ROBERT MORRIS, PRESIDENT PHONE: 201-261-4300 EMAIL: RMORRIS@EQUITY3RE.COM	Trade Debt				\$ 114,108.20
16 SYSCO BALTIMORE LLC ATTN BARBARA HARTMAN 8000 DORSEY RUN RD. JESSUP, MD 20794	ATTN BARBARA HARTMAN PHONE: (410) 799-2455 EMAIL: HARTMAN.BARBARA@BALT.SYSCO.COM	Trade Debt				\$ 111,909.33
17 C&C PRODUCE INC ATTN NICK CONFORTI 1100 ATLANTIC AVE. NORTH KANSAS CITY, MO 64116	ATTN NICK CONFORTI PHONE: (816) 241-4425 FAX: (816) 221-9289 EMAIL: NICK@CCPRODUCE.NET	Trade Debt				\$ 97,244.15
18 PHILLIPS EDISON-ARC SHOPPING CTR OP PARTNERSHIP, LP ATTN BRAD WICK 11501 NORTHLAKE DRIVE CINCINNATI, OH 45249	ATTN BRAD WICK PHONE: 317-410-9329 FAX: 513-618-4445 EMAIL: BWICK@PHILLIPSEDISON.COM	Trade Debt				\$ 88,830.15
19 ALLAN DOMB REAL ESTATE ATTN IRYNA PATRONYK 1845 WALNUT ST STE 2200 PHILADELPHIA, PA 19103	ATTN IRYNA PATRONYK PHONE: 215-545-1500 FAX: 215-226-3662 EMAIL: PATRONYK@ALLANDOMB.COM	Trade Debt				\$ 85,034.67
20 BESTAR, LLC ATTN RAYMOND CHANG PO BOX 410842 CREVE COEUR, MO 63141-0842	ATTN RAYMOND CHANG PHONE: 314-275-0750 FAX: 770-234-4114 EMAIL: RAYMOND.CHANG.12@GMAIL.COM	Trade Debt				\$ 83,203.16
21 FORTUNE FISH COMPANY INC ATTN SEAN O'SCANNLAIN, PRESIDENT 8501 PAGE BOULEVARD SUITE 7. ST. LOUIS, MO 63114	ATTN SEAN O'SCANNLAIN, PRESIDENT PHONE: (630) 860-7100 FAX: (630) 860-7400 EMAIL: STEVE@FORTUNEFISHCO.NET; SEAN@FORTUNEFISHCO.NET	Trade Debt				\$ 81,817.03
22 LASALLE PROPERTY FUND REIT, INC ATTN JEAN CAPPOZZO ONE PARKVIEW PLAZA 9TH FLOOR OAKBROOK TERRACE, IL 60181	ATTN JEAN CAPPOZZO PHONE: 630-954-7349 FAX: 630-954-7306 EMAIL: JCAPPOZZO@MIDAMERICAGRP.COM	Trade Debt				\$ 78,805.79
23 OPEN TABLE INC ATTN LOUIS AMBROSE 1 MONTGOMERY STREET SUITE 700 SAN FRANCISCO, CA 94104	ATTN LOUIS AMBROSE PHONE: (800) 673-6822 EMAIL: SUPPORT@OPENTABLE.COM	Trade Debt				\$ 76,817.59
24 CUSTOMER ASSET CONSULTING GROUP, INC. ATTN CARDINA MORABITO 100 W. HILLCREST BLVD. STE. 408 SCHAUMBURG, IL 60195	ATTN CARDINA MORABITO PHONE: (847) 805-9800 FAX: (847) 805-9801 EMAIL: CMORA@COGENSIA.COM	Trade Debt				\$ 75,397.45
25 ROGERS RETAIL, LLC ATTN CHELSEA DAVENPORT PINNACLE HILLS PROMENADE 350 N ORLEANS ST, STE 300 CHICAGO, IL 60654-1607	ATTN CHELSEA DAVENPORT PHONE: 312-960-5000 EMAIL: CHELSEA.DAVENPORT@GENERALGROWTH.COM	Trade Debt				\$ 72,244.84
26 WEINGARTEN NOSTAT, INC ATTN DONNA GERKEN PROPERTY MANAGEMENT OFFICE 8268 MILLS DR MIAMI, FL 33183	ATTN DONNA GERKEN PHONE: 713-866-6000 FAX: 713-866-6049 EMAIL: DGERKEN@WEINGARTEN.COM	Trade Debt				\$ 72,047.30
27 COUNTRY CLEAN INC ATTN FRANK PAVIA, PRESIDENT 1703 VALLEY ROAD OCEAN, NJ 07712	ATTN FRANK PAVIA, PRESIDENT PHONE: (732) 918-0108 FAX: 732-918-0113 EMAIL: RRUDD@WESELLCOFFEE.COM; FPAVIA@WESELLCOFFEE.COM	Trade Debt				\$ 59,817.58
28 BRIDGEWATER REALTY LLC ATTN SUSAN MCNAUGHT 429 MARKET STREET SADDLE BROOK, NJ 07663	ATTN SUSAN MCNAUGHT PHONE: 201 845 3001 EMAIL: SMCNAUGHT@ACCOUNTINNGDYNAMICS.COM	Trade Debt				\$ 59,107.33

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
29 BRANNAN HOLDINGS LLC ATTN LANCE ELKIN P.O. BOX 1968 LAKE OZARK, MO 65049	ATTN LANCE ELKIN PHONE: 573-280-4991 EMAIL: LELKIN@LINDELLBANK.COM	Trade Debt				\$ 58,538.75
30 HARMON MEADOW OWNER LLC ATTN TIMOTHY DECOLA 975 US HWY 22 W NORTH PLAINFIELD, NJ 07060	ATTN TIMOTHY DECOLA PHONE: 1-800-488-0768 FAX: 908-755-8103 EMAIL: SALESREPORTING@LEVINMGT.COM; TDECOLA@LEVINMGT.COM	Trade Debt				\$ 55,964.54

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

In re:

HRI O'Fallon, Inc.

Debtor.

Chapter 11

Case No. 19-____ (____)

Tax I.D. No. 20-2794539

LIST OF EQUITY SECURITY HOLDERS

The following is a list of debtor HRI O'Fallon, Inc.'s equity security holders. This list has been prepared in accordance with Fed. R. Bankr. P. 1007(a)(3) for filing this chapter 11 case.

Name and Address of Holder
Houlihan's Restaurants, Inc.
8700 State Line Road, Suite 100
Leawood, Kansas 66206

Percentage
100%

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

In re:

HRI O'Fallon, Inc.

Debtor.

Chapter 11

Case No. 19-____ (____)

Tax I.D. No. 20-2794539

**STATEMENT OF CORPORATE OWNERSHIP PURSUANT TO RULES 1007(a)(1)
AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, and to enable the Judges to evaluate possible disqualification or recusal, the above-captioned debtor and debtor-in-possession (the "Debtor") hereby discloses that the following are corporations, other than the Debtor or a governmental unit, that directly or indirectly own ten percent (10%) or more of any class of the Debtor's equity interests:

Name and Address

Houlihan's Restaurants, Inc.
8700 State Line Road, Suite 100
Leawood, Kansas 66206

Fill in this information to identify the case:Debtor name HRI O'Fallon, Inc.United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

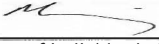
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **List of Equity Security Holders and Corporate Ownership Statement**

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

Executed on **November 14, 2019**


Signature of individual signing on behalf of debtor

Matthew R. Manning

Printed name

Chief Restructuring Officer

Position or relationship to debtor