

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

HRI HOLDING CORP., *et al.*,<sup>1</sup>

Post-Confirmation Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

Hearing Date: December 28, 2020 at 2:00 pm (ET)

Objection Deadline: December 21, 2020 at 4:00 pm (ET)

**SUMMARY OF COMBINED TWELFTH MONTHLY AND FINAL FEE APPLICATION  
OF KELLEY DRYE & WARREN LLP FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
INCURRED AS LEAD COUNSEL TO THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS OF HRI HOLDING CORP., *ET AL.*,  
FOR THE MONTHLY PERIOD FROM NOVEMBER 1, 2020 THROUGH  
AND INCLUDING NOVEMBER 13, 2020, AND THE FINAL PERIOD  
FROM NOVEMBER 22, 2019 THROUGH AND INCLUDING NOVEMBER 13, 2020**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	January 6, 2020, <i>nunc pro tunc</i> to November 22, 2019 <sup>2</sup>
Monthly Period for which compensation and reimbursement is sought:	November 1, 2020, through and including November 13, 2020

<sup>1</sup> The Debtors in these cases are: 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, and Houlihan's of Chesterfield, Inc.

<sup>2</sup> Docket No. 342.



Amount of Monthly Compensation sought  
as actual, reasonable and necessary: \$13,556.00<sup>3</sup>

Amount of Monthly Expense Reimbursement  
sought as actual, reasonable, and necessary: \$0.00

Final Period for which compensation  
and reimbursement is sought: November 22, 2019, through and including  
November 13, 2020

Amount of Final Compensation sought  
as actual, reasonable and necessary: \$571,623.00

Amount of Final Expense Reimbursement  
sought as actual, reasonable, and necessary: \$4,153.93

This is, in part, a monthly application. This is Kelley Drye's twelfth monthly application filed in these cases.

The total time expended for fee application preparation during the Monthly Period is 16.1 hours and the corresponding compensation requested is \$8,149.

#### MONTHLY COMPENSATION BY TIMEKEEPER

Name of Professional	Position with Applicant	Year of Law School Graduation	2020 Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson	Partner	1997	\$935.00	1.5	\$1,402.50
Jason R. Adams	Partner	2000	\$810.00	4.5	\$3,645.00
Maeghan J. McLoughlin	Senior Associate	2011	\$780.00	1.6	\$1,248.00
Konstantinos Katsionis	Associate	2018	\$475.00	14.9	\$7,077.50
Marie Vicinanza	Paralegal	n/a	\$305.00	0.6	\$183.00
			<b>Total:</b>	<b>23.1</b>	<b>\$13,556.00</b>
			<b>Blended Rate:</b>	<b>\$586.84</b>	

#### MONTHLY COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Pleading Review	0.2	\$95.00
Fee Matters (Applications & Orders)	16.7	\$8,562.00
Disclosure Statement & Plan	3.5	\$2,662.00
Committee & Creditor Communications	0.4	\$349.00
Court Hearings	2.1	\$1,726.00
Meetings & Communications with Debtors	0.2	\$162.00
<b>Total:</b>	<b>23.1</b>	<b>\$13,556.00</b>

<sup>3</sup> The total amount of compensation sought for the Monthly Period includes \$6,783.50 for fees billed after the Effective Date. Such amounts relate primarily to work performed in connection with the preparation of Kelley Drye's combined eleventh monthly application and this Application.

**SUMMARY OF FINAL FEE APPLICATION**

Name of Applicant:	Kelley Drye & Warren LLP
Name of Client:	The Official Committee of Unsecured Creditors
Petition Date:	November 14, 2019
Retention Date:	January 6, 2020, <i>nunc pro tunc</i> to November 22, 2019 <sup>4</sup>
Fee Period Covered by Application:	November 22, 2019 through November 13, 2020
Terms and Conditions of Employment:	Hourly. No retainer.
Interim/Final:	Final application under 11 U.S.C. § 331.
Date and Terms of Interim Compensation Order:	On December 5, 2019, this Court entered the Interim Compensation Order, <sup>5</sup> pursuant to which professionals may file and serve monthly fee statements on the applicable notice parties. If no objections are received within 20 days, the professional may file a CNO with the Court, at which time the Debtors are required to pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified therein.
Total Kelley Drye Fees Sought During the Final Period:	\$571,623.00 <sup>6</sup>
Total Kelley Drye Expenses Sought During the Final Period:	\$4,153.93
Total Compensation Approved by Interim Order to Date:	\$414,079.50
Total Expenses Approved by Interim Order to Date:	\$4,131.43
Total Compensation Paid to Date:	\$460,206.69
Total Expenses Paid to Date:	\$4,131.43
Blended Rate in this Application for All Attorneys:	\$702.48
Blended Rate in this Application for All Timekeepers:	\$695.08
Compensation Sought in This Application	\$86,387.20

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<sup>4</sup> Docket No. 342.

<sup>5</sup> Docket No. 158.

<sup>6</sup> This amount includes an estimated \$10,000 in additional fees and expenses incurred following the Effective Date in connection with, among other things: (i) preparing this Application; and (ii) attending the hearing thereon. Kelley Drye reserves the right to include in a supplement to this Application any time expended or expenses incurred: (a) during the time period indicated above if not included herein; (b) in preparing this Application and reviewing the final fee applications of other professionals; or (c) and attending the hearing thereon.

Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed by Interim Order:	
Expenses Sought in This Application Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed by Interim Order:	\$0.00
Number of Professionals Included in This Application:	12
If Applicable, Difference between Fees Budgeted and Compensation Sought for This Period:	The combined fees and expenses incurred by Kelley Drye during the Final Period is approximately \$187,000 less than the amount budgeted by Kelley Drye through July 31, 2020. <sup>7</sup>
Number of Timekeepers Billing Fewer than 15 Hours to the Case During This Period:	6
Are any rates higher than those approved or disclosed at retention?	No.

Summary of Interim Fee Applications:

Date Filed and Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
March 13, 2020 Docket No. 537	November 22, 2019 – January 31, 2020	\$349,678.00	\$4,026.63	\$349,678.00	\$4,026.63
June 12, 2020 Docket No. 641	February 1, 2020 – April 30, 2020	\$64,401.50	\$104.80	\$64,401.50	\$104.80
September 14, 2020 Docket No. 724	May 1, 2020 – July 31, 2020	\$85,527.50	\$0.00	n/a	n/a
<b>Totals:</b>		<b>\$499,607.00</b>	<b>\$4,131.43</b>	<b>\$414,079.50</b>	<b>\$4,131.43</b>

<sup>7</sup>

Following the closing of the sale of substantially all of the Debtors' assets in December 2019, Kelley Drye prepared its second interim budget to cover the period from February 1, 2020 through and including July 31, 2020. Due to the anticipated timing of the filing and confirmation of the Plan, Kelley Drye did not prepare a budget to account for time billed after July 31, 2020.

Summary of Monthly Fee Applications:

Date Filed and Docket No.	Period Covered	Requested		Allowed Via Certificate of No Objection		20% Holdback
		Fees	Expenses	Fees	Expenses	
January 10, 2020 Docket No. 347	November 22, 2019 – November 30, 2019	\$88,123.50	\$210.00	\$88,123.50	\$210.00	\$17,624.70
January 17, 2020 Docket No. 359	December 1, 2019 – December 31, 2019	\$206,999.50	\$3,706.93	\$206,999.50	\$3,706.93	\$41,399.90
February 24, 2020 Docket No. 490	January 1, 2020 – January 31, 2020	\$54,555.00	\$109.70	\$54,555.00	\$109.70	\$10,911.00
March 20, 2020 Docket No. 547	February 1, 2020 – February 29, 2020	\$21,115.50	\$104.80	\$21,225.50	\$104.80	\$4,223.10
April 16, 2020 Docket No. 581	March 1, 2020 – March 31, 2020	\$22,642.50	\$0.00	\$22,642.50	\$0.00	\$4,528.50
May 21, 2020 Docket No. 626	April 1, 2020 – April 30, 2020	\$20,643.50	\$0.00	\$20,643.50	\$0.00	\$4,128.70
June 24, 2020 Docket No. 660	May 1, 2020 – May 31, 2020	\$15,689.50	\$0.00	\$15,689.50	\$0.00	\$3,137.90
September 14, 2020 Docket No. 718	June 1, 2020 – June 30, 2020	\$24,719.00	\$0.00	\$24,719.00	\$0.00	\$4,943.80
September 14, 2020 Docket No. 719	July 1, 2020 – July 31, 2020	\$45,119.00	\$0.00	\$45,119.00	\$0.00	\$9,023.80
September 18, 2020 Docket No. 738	August 1, 2020 – August 31, 2020	\$22,456.50	\$0.00	\$22,456.50	\$0.00	\$4,491.30
November 17, 2020 Docket No. 820	September 1, 2020 – October 31, 2020	\$26,003.50	\$22.50	Objection Deadline Pending <sup>8</sup>	Objection Deadline Pending	\$5,200.70
Included Herein	November 1, 2020 – November 13, 2020	\$13,556.00	\$0.00	Objection Deadline Pending	Objection Deadline Pending	\$2,711.20
<b>Totals:</b>		<b>\$561,623.00</b>	<b>\$4,153.93</b>	<b>\$522,063.50</b>	<b>\$4,131.23</b>	<b>\$112,324.60</b>

<sup>8</sup> The deadline to object to Kelley Drye's combined eleventh monthly fee application is December 2, 2020 at 4:00 pm. If no objections are received, Kelley Drye will file a certificate of no objection after 4:00 pm on December 3, 2020.

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Post-Confirmation Debtors.

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**COMBINED TWELFTH MONTHLY AND FINAL FEE APPLICATION OF  
KELLEY DRYE & WARREN LLP FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
INCURRED AS LEAD COUNSEL TO THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS OF HRI HOLDING CORP., *ET AL.*,  
FOR THE MONTHLY PERIOD FROM NOVEMBER 1, 2020 THROUGH  
AND INCLUDING NOVEMBER 13, 2020, AND THE FINAL PERIOD  
FROM NOVEMBER 22, 2019 THROUGH AND INCLUDING NOVEMBER 13, 2020**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members*, dated December 5, 2019 (the “Interim Compensation Order”), Kelley Drye & Warren LLP (“Kelley Drye”), lead counsel to the Official Committee of Unsecured Creditors (the “Committee”) of HRI Holding Corp., *et al.*, the pre-Effective Date debtors and debtors-in-possession (the “Debtors”), hereby submits its combined twelfth monthly and final fee application (the “Application”) seeking (i) compensation for

<sup>1</sup> The Debtors in these cases are: 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, and Houlihan’s of Chesterfield, Inc.

professional services rendered and reimbursement of expenses incurred as lead counsel to the Committee for the monthly period from November 1, 2020, through and including November 13, 2020 (the “Monthly Period”), and (ii) entry of an order granting it final compensation and reimbursement of expenses for the final period from November 22, 2019 through November 13, 2020 (the “Final Period”). In support of its Application, Kelley Drye respectfully represents as follows:

**JURISDICTION, VENUE AND  
STATUTORY PREDICATES FOR RELIEF SOUGHT**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (B). Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. Pursuant to Local Rule 9013-(f), Kelley Drye consents to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. The statutory predicates for the relief requested herein are sections 328, 330 and 331 of the Bankruptcy Code, and the *United States Trustee Program’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”).

**BACKGROUND**

4. On November 14, 2019 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with this Court. Since the

Petition Date, the Debtors remained in possession of their assets and continued to operate and manage their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code until the closing of the sale of the Debtors' assets.

5. On November 22, 2019, the Office of the United States Trustee for Region 3 appointed a five-member Committee consisting of: (i) 1200 Harbor Place Boulevard, LLC; (ii) ADR Parc, LP, c/o Allan Domb Real Estate; (iii) Brookfield Property REIT Inc.; (iv) Edward Don & Company; and (v) Washington Prime Group Inc.<sup>2</sup>

6. The Committee selected Kelley Drye as its lead counsel and Klehr Harrison Harvey Branzburg LLP as its Delaware counsel. The Committee also selected Alvarez & Marsal North America, LLC on November 25, 2019 to serve as its financial advisor.

7. On December 5, 2019, the Court entered the Interim Compensation Order.<sup>3</sup> Pursuant to the terms of the Interim Compensation Order, if no objection to a monthly fee application is served within 20 days of filing the application, the respective professional may be paid 80% of the fees and 100% of the expenses set forth in the applicable monthly fee application.

8. On December 17, 2019, Kelley Drye filed its application for an order approving and authorizing the Committee to retain Kelley Drye as lead counsel *nunc pro tunc* to November 22, 2019 (the "Retention Application").<sup>4</sup> On January 6, 2020, the Court entered an order approving the Retention Application.<sup>5</sup>

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<sup>2</sup> Docket No. 78. On August 24, 2020, 1200 Harbor Place Boulevard, LLC resigned from the Committee. On August 25, 2020, the Office of the United States Trustee for Region 3 filed a notice with the Court reflecting the resignation of 1200 Harbor Place Boulevard, LLC from the Committee. Docket No. 705.

<sup>3</sup> Docket No. 158.

<sup>4</sup> Docket No. 299

<sup>5</sup> Docket No. 342.

9. On November 5, 2020, the Court entered an order (i) approving the *Disclosure Statement for Joint Chapter 11 Plan of HRI Holding Corp. and Its Debtor Affiliates* [D.I. 735] and (ii) confirming the *Joint Chapter 11 Plan of HRI Holding Corp. and Its Debtor Affiliates* [D.I. 734] (the “Plan”).<sup>6</sup> On November 13, 2020, all conditions to effectiveness of the Plan were satisfied and the Effective Date occurred.<sup>7</sup>

10. The Plan provides that all Professionals must file with the Court all final requests for payment of Professional Fee Claims within 30 days after the Effective Date, or December 13, 2020. The Plan also provides that all Professional Fee Claims shall be paid in cash to the respective Professional by the Post-Effective Date Debtors from the funds held in the Professional Fee Escrow Account as soon as reasonably practicable after such Professional Fee Claims are allowed by an order of this Court.

#### **SUMMARY OF SERVICES RENDERED DURING THE MONTHLY PERIOD**

11. Kelley Drye rendered professional legal services to the Committee throughout the Monthly Period, including, but not limited to:

- a. Confer with Debtors’ counsel regarding various changes to the proposed confirmation order, and the payment of 503(b)(9) claims and the proposed reserve numbers under the Plan;
- b. Review the Debtors’ memorandum and declarations in support of Plan confirmation;
- c. Prepare for and participate in the confirmation hearing; and
- d. Provide email updates to the Committee regarding the

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<sup>6</sup> Docket No. 816. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Plan.

<sup>7</sup> Docket No. 821.

outcome of the confirmation hearing, the occurrence of the Effective Date and the ultimate dissolution of the Committee.

**SUMMARY OF SERVICES BY PROJECT DURING THE MONTHLY PERIOD**

12. To assist the Court in its review of the fees for the Monthly Period requested in this Application, Kelley Drye has divided its time entries into the project categories set forth below. The detail attached hereto as Exhibit I identifies the attorneys and paraprofessionals that have rendered services in each category during the Monthly Period, along with the number of hours for each individual and the total compensation sought for each category.

**Pleadings Review** (Fees: \$95.00 – Hours: 0.2)

13. This category represents time spent by Kelley Drye monitoring the case docket on a day-to-day basis and conducting initial reviews of relevant pleadings.

**Fee Matters (Applications & Orders)** (Fees: \$8,562.00 – Hours: 16.7)

14. This category represents time spent by Kelley Drye preparing and filing its combined eleventh monthly fee application. Kelley Drye also began preparing this Application.

**Disclosure Statement and Plan of Reorganization** (Fees: \$2,662.00 – Hours: 3.5)

15. This category represents time spent by Kelley Drye related to the Debtors' disclosure statement and Plan. During the Application Period, Kelley Drye conferred with Debtors' counsel regarding certain revisions to the proposed confirmation order to address the objections and comments of various government entities. Kelley Drye also reviewed the Debtors' memorandum and declarations in support of Plan confirmation, and conferred with Debtors' counsel regarding the payment of 503(b)(9) claims and the proposed reserve numbers under the Plan.

**Committee and Creditor Communications** (Fees: \$349.00 – Hours: 0.4)

16. This category represents time spent by Kelley Drye preparing for and conducting Committee meetings as well as communicating with Committee members on an individual basis from time to time regarding these cases. During the Application Period, Kelley Drye prepared email updates to the Committee regarding the disposition of the confirmation hearing, the occurrence of the Effective Date, and the dissolution of the Committee.

**Court Hearings** (Fees: \$1,726.00 – Hours: 2.1)

17. This category represents time spent by Kelley Drye preparing for and participating in the November 5 confirmation hearing.

**Meetings/Communications with Debtors** (Fees: \$162.00 – Hours: 0.2)

18. This category represents time spent by Kelley Drye conferring with Debtors' counsel regarding the occurrence of the Effective Date and the final reserve numbers under the Plan.

**EXPENSES INCURRED DURING THE MONTHLY PERIOD**

19. Kelley Drye did not have any out of pocket disbursements during the Monthly Period.<sup>8</sup>

**VALUATION OF SERVICES FOR THE MONTHLY PERIOD**

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<sup>8</sup> Kelley Drye reserves the right to request reimbursement of expenses incurred during the Application Period in subsequent applications, to the extent that any such additional expenses have not been processed to date in Kelley Drye's billing system.

20. Attorneys and paraprofessionals of Kelley Drye billed a total of 23.1 hours in connection with these cases during the Monthly Period. A detailed breakdown of the hours spent and services performed by the attorneys and paraprofessionals is set forth in Exhibit I attached hereto.

21. The rates charged are Kelley Drye's normal hourly rates for work of this character and pursuant to the firm's agreement with the Committee. The reasonable value of the services rendered by Kelley Drye to the Committee during the Monthly Period is \$13,556.

22. Kelley Drye has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with its requirements.

23. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtors or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

24. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under this title.

**SUMMARY OF COMPENSATION AND  
EXPENSES REQUESTED FOR THE FINAL PERIOD**

25. By this Application, Kelley Drye seeks final allowance of \$571,623 as compensation for professional services rendered to the Committee during the Final Period, totaling 808 hours of professional time, and \$4,153.93 as reimbursement for actual and necessary expenses

incurred during the Final Period. The total compensation requested includes an estimated \$10,000 in additional fees and expenses incurred from and after the Effective Date in connection with preparing this Application and attending the hearing thereon. If the actual amount of fees for the foregoing activities are less than \$10,000, Kelley Drye will only seek the actual, reasonable and necessary compensation actually incurred.

26. Attached hereto as: (i) Exhibit A is a summary of compensation by each Kelley Drye professional that worked on the above-captioned chapter 11 cases during the Final Period; (ii) Exhibit B is a summary of compensation by project category for the Final Period; (iii) Exhibit C is a summary of expenses incurred by Kelley Drye during the Final Period; (iv) Exhibit D is Kelley Drye's customary and comparable compensation disclosures; (v) Exhibit E is Kelley Drye's aggregate budget for the period from November 22, 2019 through July 31, 2020;<sup>9</sup> (vii) Exhibit F is a summary of fees and hours budgeted compared to fees and hours billed during the Final Period; (viii) Exhibit G is Kelley Drye's staffing plan for the period from November 22, 2019 through July 31, 2020;<sup>10</sup> and (ix) Exhibit H is the certification of Jason R. Adams, which certifies certain matters addressed in the Interim Compensation Order and UST Guidelines.

### **PROFESSIONAL SERVICES RENDERED DURING THE FINAL PERIOD**

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<sup>9</sup> Following the closing of the sale of substantially all of the Debtors' assets in December 2019, Kelley Drye prepared its second interim budget to cover the period from February 1, 2020 through and including July 31, 2020. Due to the anticipated timing of the filing and confirmation of the Plan, Kelley Drye did not prepare a budget to account for time billed after July 31, 2020.

<sup>10</sup> Following the closing of the sale of substantially all of the Debtors' assets in December 2019, Kelley Drye prepared its second interim staffing plan to cover the period from February 1, 2020 through and including July 31, 2020. Due to the anticipated timing of the filing and confirmation of the Plan, Kelley Drye did not prepare a staffing plan to account for work performed after July 31, 2020.

27. The Application covers the period November 22, 2019 through and including November 13, 2020. Fees and expenses incurred by Kelley Drye following the Effective Date relate primarily to services rendered in connection with preparing Kelley Drye's combined eleventh monthly fee application and this Application.

28. A summary of the hours spent, the names of each professional and paraprofessional rendering services to the Committee from November 22, 2019 through November 13, 2020, the regular customary billing rates, and the total value of time incurred by each Kelley Drye attorney rendering services to the Committee can be found in each of the Kelley Drye monthly fee applications filed with the Bankruptcy Court, which shall be provided upon request.

29. All services rendered for which compensation is requested and all costs incurred for which reimbursement is requested in this Application were reasonable, necessary and appropriate, and were performed for or incurred on behalf of the Committee during the Final Period.

30. All time entries and requested expenses are in compliance with Rule 2016-2 of the Local Rules.

### **NOTICE**

31. Notice of this Application will be provided to: (a) counsel to the Debtors, Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801 (Attn: Kimberly A. Brown, Esq. and Matthew R. Pierce, Esq.); (b) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, (Attn: Jane Leamy, Esq., jane.m.leafy@usdoj.gov); and (c) the Plan Administrator, A.M.

Saccullo Legal, LLC, 27 Crimson King Drive, Bear, DE 19701 (Attn: Anthony M. Saccullo, Esq.); and (d) any party that has requested notice pursuant to Bankruptcy Rule 2002. Because of the nature of the relief requested, the Committee respectfully submits that no further notice of the Application is necessary or required under the circumstances.

**WHEREFORE**, Kelley Drye hereby requests that the Court: (i) grant the Application and authorize (a) allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$13,556 for the Monthly Period, and (b) final allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$571,623 and reimbursement of actual and necessary expenses incurred in the sum of \$4,153.93 for the Final Period; (ii) authorize payment of the amounts requested in the Application; and (iii) grant such other relief as this Court deems just and proper.

Dated: November 30, 2020  
New York, New York

**KELLEY DRYE & WARREN LLP**

By: /s/ Jason R. Adams  
Eric R. Wilson (admitted *pro hac vice*)  
Jason R. Adams (admitted *pro hac vice*)  
Maeghan J. McLoughlin (admitted *pro hac vice*)  
101 Park Avenue  
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*Counsel to the Official Committee of Unsecured  
Creditors of HRI Holding Corp., et al.*

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FROM NOVEMBER 22, 2019 THROUGH AND INCLUDING NOVEMBER 13, 2020**

PLEASE TAKE NOTICE that, on November 30, 2020, Kelley Drye & Warren LLP (“Kelley Drye”) filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) the *Twelfth Monthly and Final Fee Application of Kelley Drye & Warren LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Lead Counsel to the Official Committee of Unsecured Creditors of HRI Holding Corp., et al., for the Monthly Period From November 1, 2020 Through and Including November 13, 2020, and the Final Period From November 22, 2019 Through and Including November 13, 2020* (the “Application”).

<sup>1</sup> The Debtors in these cases are: 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, and Houlihan’s of Chesterfield, Inc.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application or the relief requested therein must be filed on or before **December 21, 2020 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3<sup>rd</sup> Floor, 824 Market Street, Wilmington, Delaware, 19801. At the same time, you must serve a copy of the response upon the undersigned counsel to the Committee so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that if any objections to the Application are filed, a hearing on the Application will be held before the Honorable Mary F. Walrath at the Bankruptcy Court, 824 Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware, 19801, on **December 28, 2020 at 2:00 p.m. (ET)**.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO PROPERLY FILE AND SERVE A RESPONSE ON OR BEFORE THE OBJECTION DEADLINE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: November 30, 2020  
Wilmington, Delaware

**KLEHR HARRISON HARVEY  
BRANZBURG LLP**

By: /s/ Sally E. Veghte

Richard M. Beck (DE Bar No. 3370)

Sally E. Veghte (DE Bar No. 4762)

919 N. Market Street, Suite 1000

Wilmington, Delaware 19801

Tel: (302) 426-1189

Fax: (302) 426-9193

rbeck@klehr.com

sveghte@klehr.com

- and -

**KELLEY DRYE & WARREN LLP**

Eric R. Wilson (admitted *pro hac vice*)

Jason R. Adams (admitted *pro hac vice*)

Maeghan J. McLoughlin (admitted *pro hac vice*)

101 Park Avenue

New York, New York 10178

Tel: (212) 808-7800

Fax: (212) 808-7897

ewilson@kelleydrye.com

jadams@kelleydrye.com

mmcloughlin@kelleydrye.com

*Counsel to the Official Committee of Unsecured  
Creditors of HRI Holding Corp., et al.*

**EXHIBIT A**

**Compensation by Timekeeper**  
**November 22, 2019 through November 13, 2020**

<b>Name of Professional</b>	<b>Position with Applicant</b>	<b>Year of Law School Graduation</b>	<b>2019 Hourly Billing Rate</b>	<b>2020 Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Eric R. Wilson	Partner	1997	\$895.00	\$935.00	103.9	\$92,917.50
Robert L. LeHane	Partner	1998	\$780.00	\$815.00	1.5	\$1,170.00
Jason R. Adams	Partner	2000	\$760.00	\$810.00	245.9	\$191,613.00
Dana P. Kane	Special Counsel	1998	\$695.00	\$730.00	8.5	\$6,205.00
Kristin S. Elliott	Special Counsel	2002	\$695.00	\$730.00	25.0	\$18,250.00
Raxak Mahat	Special Counsel	2009	\$770.00	\$820.00	8.3	\$6,391.00
Lauren S. Schlussel	Special Counsel	2009	\$720.00	\$805.00	39.8	\$27,396.00
Maeghan J. McLoughlin	Senior Associate	2011	\$695.00	\$780.00	186.9	\$135,751.00
Konstantinos Katsionis	Associate	2018	\$415.00	\$475.00	166.4	\$75,668.00
Julia Schuurman	Associate	2019	\$415.00	\$435.00	6.8	\$1,701.50
Marie Vicinanza	Paralegal	n/a	\$290.00	\$305.00	14.5	\$4,422.50
Wayne Walther	Paralegal	n/a	\$275.00	\$290.00	0.5	\$137.50
				<b>Total:</b>	<b>808.0</b>	<b>\$561,623.00</b>
				<b>Blended Rate:</b>	<b>\$695.08</b>	

**EXHIBIT B**

**Compensation by Project Category**  
**November 22, 2019 through November 13, 2020**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration	22.7	\$15,786.00
Pleadings Review	8.9	\$5,416.00
Retention Matters (Applications & Objections)	25.8	\$16,432.50
Fee Matters (Applications & Objections)	139.1	\$75,761.00
Financing & Cash Collateral	66.2	\$50,438.50
Asset Analysis & Recovery	107.4	\$79,677.50
Executory Contracts & Leases	16.6	\$10,750.50
Claims Administration, Analysis, & Objections	23.8	\$18,262.00
Disclosure Statement & Plan of Reorganization	124.0	\$97,147.00
Committee & Creditor Communications	84.3	\$64,274.00
Business Operations	8.5	\$4,886.50
Court Hearings	33.1	\$23,995.00
Relief from Stay/Adequate Protection	1.8	\$1,389.50
Employee Issues	62.8	\$41,351.50
Lender Lien Investigation	27.8	\$20,618.50
Meetings & Communications with Debtors	37.9	\$29,753.50
Non-Working Travel Time <sup>1</sup>	17.3	\$5,683.50
<b>Total:</b>	<b>808.0</b>	<b>\$561,623.00</b>

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<sup>1</sup> Time billed in this category is billed at one-half of the attorney's stated billing rate.

**EXHIBIT C**

**Kelley Drye Expense Summary**  
**November 22, 2019 through November 13, 2020**

<b>Expense Category</b>	<b>Total Expenses</b>
Cab Service	\$50.74
Committee Member Reimbursement	\$810.73
Duplication	\$194.90
Long Distance Travel	\$2,108.00
Meals	\$80.70
Pacer	\$97.10
Telephone	\$129.50
Westlaw Research	\$682.26
<b>Total:</b>	<b>\$4,153.93</b>

**EXHIBIT D**

**Customary and Comparable Compensation Disclosures**  
**November 22, 2019 through November 13, 2020**

Category of Timekeeper	Blended Hourly Rate	
	Billed or Collected in 2020 YTD New York Office (Excluding Bankruptcy)	Billed for Entire Period
Partner	\$871.04	\$813.27
Special Counsel	\$767.72	\$730.00
Senior Associate (more than 7 years since first admission) <sup>1</sup>	\$639.20	\$721.44
Junior Associate (1 – 3 years since first admission)	\$471.86	\$446.71
Paralegal	\$308.45	\$304.00
<b>All Timekeepers Aggregated:</b>	<b>\$660.14</b>	<b>\$695.08</b>

<sup>1</sup> Raxak Mahat and Lauren Schlusell were promoted to special counsel in 2020 and are included as senior associates for purposes of this disclosure.

**EXHIBIT E**

**Budget for Kelley Drye & Warren LLP**  
**November 22, 2019 through July 31, 2020<sup>1</sup>**

<b>Project Category</b>	<b>Estimated Hours</b>	<b>Estimated Fees</b>
Case Administration	30.0	\$25,000.00
Pleadings Review	30.0	\$15,000.00
Retention Matters (Applications & Objections)	20.0	\$12,500.00
Fee Matters (Applications & Objections)	80.0	\$48,000.00
Financing & Cash Collateral	40.0	\$45,000.00
Asset Analysis, Recovery, & Disposition	145.0	\$100,000.00
Executory Contracts & Leases	20.0	\$11,500.00
Avoidance Actions	20.0	\$11,500.00
Claims Administration, Analysis, & Objections	80.0	\$60,000.00
Disclosure Statement & Plan of Reorganization	185.0	\$180,500.00
Committee & Creditor Communications	90.0	\$75,000.00
Business Operations	15.0	\$5,000.00
Court Hearings	50.0	\$35,000.00
Employee Issues	70.0	\$48,500.00
Lender Lien Investigation	20	\$25,000.00
Meetings & Communications with Debtors	55.0	\$40,000.00
Non-Working Travel Time	40.0	\$11,000.00
<b>Total:</b>	<b>990.0</b>	<b>\$748,500.00</b>

<sup>1</sup> Following the closing of the sale of substantially all of the Debtors' assets in December 2019, Kelley Drye prepared its second interim budget to cover the period from February 1, 2020 through and including July 31, 2020. Due to the anticipated timing of the filing and confirmation of the Plan, Kelley Drye did not prepare a budget to account for time billed after July 31, 2020.

**EXHIBIT F****Comparison of Fees and Hours Budgeted vs. Fees and Hours Billed  
November 22, 2019 through November 13, 2020**

<b>Project Category</b>	<b>Estimated Hours</b>	<b>Hours Billed</b>	<b>Estimated Fees</b>	<b>Fees Incurred</b>
Case Administration	30.0	22.7	\$25,000.00	\$15,786.00
Pleadings Review	30.0	8.9	\$15,000.00	\$5,416.00
Retention Matters (Applications & Objections)	20.0	25.8	\$12,500.00	\$16,432.50
Fee Matters (Applications & Objections)	80.0	139.1	\$48,000.00	\$75,761.00
Financing and Cash Collateral	40.0	66.2	\$45,000.00	\$50,438.50
Asset Analysis & Recovery	145.0	107.4	\$100,000.00	\$79,677.50
Executory Contracts & Leases	20.0	16.6	\$11,500.00	\$10,750.50
Avoidance Actions	20.0	0.0	\$11,500.00	\$0.00
Claims Administration, Analysis, & Objections	80.0	23.8	\$60,000.00	\$18,262.00
Disclosure Statement & Plan of Reorganization	185.0	124.0	\$180,500.00	\$97,147.00
Committee & Creditor Communications	90.0	84.3	\$75,000.00	\$64,274.00
Business Operations	15.0	8.5	\$5,000.00	\$4,886.50
Court Hearings	50.0	33.1	\$35,000.00	\$23,995.00
Relief from Stay/Adequate Protection	0.0	1.8	\$0.00	\$1,389.50
Employee Issues	70.0	62.8	\$48,500.00	\$41,351.50
Lender Lien Investigation	20.0	27.8	\$25,000.00	\$20,618.50
Meetings & Communications with Debtors	55.0	37.9	\$40,000.00	\$29,753.50
Non-Working Travel Time <sup>1</sup>	40.0	17.3	\$11,000.00	\$5,683.50
<b>Total:</b>	<b>990.0</b>	<b>808.0</b>	<b>\$748,500.00</b>	<b>\$561,623.00</b>

<sup>1</sup> Time billed in this category is billed at one-half of the attorney's stated billing rate.

**EXHIBIT G**

**Kelley Drye's Staffing Plan**  
**November 22, 2019 through July 31, 2020<sup>1</sup>**

<b>CATEGORY OF TIMEKEEPER</b>	<b>NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD</b>	<b>2019 AVERAGE HOURLY RATE</b>	<b>2020 AVERAGE HOURLY RATE</b>
<b>Partner</b>	2	\$812	\$853
<b>Senior Associate</b>	2	\$728	\$792
<b>Associate</b>	2	\$415	\$455
<b>Paraprofessionals</b>	1	\$283	\$298

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<sup>1</sup> Following the closing of the sale of substantially all of the Debtors' assets in December 2019, Kelley Drye prepared its second interim staffing plan to cover the period from February 1, 2020 through and including July 31, 2020. Due to the anticipated timing of the filing and confirmation of the Plan, Kelley Drye did not prepare a staffing plan to account for work performed after July 31, 2020.

**EXHIBIT H**

**CERTIFICATION OF JASON R. ADAMS**

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

In re:

HRI HOLDING CORP., *et al.*,<sup>1</sup>

Post-Confirmation Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

**CERTIFICATION OF JASON R. ADAMS IN SUPPORT OF THE  
FINAL FEE APPLICATION OF KELLEY DRYE & WARREN LLP**

1. I, Jason R. Adams, Esq., hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP (“Kelley Drye”), and counsel to the official committee of unsecured creditors (the “Committee”) of HRI Holding Corp., *et al.*, the pre-Effective Date debtors and debtors-in-possession; that I am authorized to make this declaration; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge, and belief; that I have reviewed the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Delaware and the *United States Trustee Program’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, and submit that the Application substantially complies with such rules; that Kelley Drye has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested,

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<sup>1</sup> The Debtors in these cases are: 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, and Houlihan’s of Chesterfield, Inc.

except that compensation to be received by Kelley Drye will be shared among Kelley Drye's partners and employees as permitted by section 504 of the Bankruptcy Code.

2. Pursuant to the *United States Trustee Program's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases*, I certify the following:

- (a) Kelley Drye did not agree to variations, or alternatives to our standard or customary billing rates, fees, or terms for services pertaining to this engagement that were provided during the Final Period.
- (b) Kelley Drye does not seek fees that are 10% or more than the fees budgeted. The total fees requested in the Application are more than 10% less than the amount budgeted by Kelley Drye.
- (c) None of the professionals included in this Application varied their hourly rate based on the geographic location of the bankruptcy case.
- (d) The Application includes approximately 6.6 hours and \$4,649.50 related to reviewing or revising time records or preparing, reviewing, or revising invoices.
- (e) The Application does not include time or fees related to reviewing time records to redact privileged or other confidential information.
- (f) The Application includes Kelley Drye's standard annual rate increase implemented in January 2020, which Kelley Drye disclosed in its retention application.

3. I submit that Kelley Drye's blended rate during the Final Period is consistent with Kelley Drye's overall firm blended rate in non-bankruptcy matters. Any differences within specific categories of timekeepers result from several factors. First, the UST Guidelines require disclosure of blended rates for all timekeepers in non-bankruptcy matters. Comparing the blended hourly rates to non-bankruptcy matters fails to take into account the demands of a chapter 11 case, as opposed to other more routine retentions, as well as alternative fee structures such as flat fee arrangements or capped fees.

4. Second, Kelley Drye's bankruptcy group differs from the general composition of Kelley Drye as a whole in that Kelley Drye's bankruptcy group has proportionately fewer junior attorneys given the nature of the matters handled by Kelley Drye's bankruptcy practice. As a creditor-oriented practice, Kelley Drye's bankruptcy group generally has more senior, experienced attorneys to effectively address the demands of a chapter 11 bankruptcy case and efficiently meet the needs of our clients. The composition of Kelley Drye's bankruptcy group could not mirror the general composition of timekeepers across the firm without utilizing non-bankruptcy lawyers to perform bankruptcy-specific tasks. Doing so would lead to significant inefficiencies that would ultimately result in substantially increased fees.

5. Third, any differences within individualized categories of timekeepers stem from the realities of staffing a complex chapter 11 case such as this one, as opposed to a general cross-section of staffing in all matters within the firm.

I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief.

Executed on November 30, 2020

By: /s/ Jason R. Adams  
Jason R. Adams

**EXHIBIT I**

**Kelley Drye Invoices for the Monthly Period**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
LOS ANGELES  
CHICAGO  
HOUSTON

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

Houlihan's Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

November 23, 2020  
Invoice No. 2804923

027662 Houlihan's Committee  
0002 Pleadings Review

**Account Summary And Remittance Form**

Legal Services:	\$95.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$95.00**

**Terms: Payment Due On or Before December 23, 2020**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK:** JP MORGAN CHASE, N.A.

**ABA #:** 021-000-021

**SWIFT CODE:** CHASUS33

**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP

**ACCOUNT #:**135-046110

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

101 PARK AVENUE

NEW YORK, NEW YORK 10178

(212) 808-7800

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
LOS ANGELES  
CHICAGO  
HOUSTON

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

Houlihan's Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

November 23, 2020  
Invoice No. 2804923

Client 027662  
Matter 0002 Pleadings Review

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
11/02/20	Monitor docket for case development and committee impact.	KK	0.10	\$47.50
11/03/20	Monitor docket for case development and committee impact.	KK	0.10	47.50
Total Services for this Matter:				95.00
Total this Invoice				\$95.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
LOS ANGELES  
CHICAGO  
HOUSTON

NEW YORK  
STAMFORD  
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AFFILIATE OFFICE:  
MUMBAI, INDIA

Houlihan's Committee  
Client 027662  
Matter 0002  
November 23, 2020  
Page 2

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
KK	Katsionis, Konstantinos	0.20	475.00	\$95.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
LOS ANGELES  
CHICAGO  
HOUSTON

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

Houlihan's Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

November 23, 2020  
Invoice No. 2804924

027662 Houlihan's Committee  
0004 Fee Matters

**Account Summary And Remittance Form**

Legal Services:	\$8,562.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$8,562.00**

**Terms: Payment Due On or Before December 23, 2020**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK:** JP MORGAN CHASE, N.A.

**ABA #:** 021-000-021

**SWIFT CODE:** CHASUS33

**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP

**ACCOUNT #:**135-046110

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

101 PARK AVENUE

NEW YORK, NEW YORK 10178

(212) 808-7800

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
LOS ANGELES  
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BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

Houlihan's Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

November 23, 2020  
Invoice No. 2804924

Client 027662  
Matter 0004 Fee Matters

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
11/05/20	Review KDW monthly invoices for October in connection with preparation of final fee application.	JRA	0.30	\$243.00
11/13/20	Prepare KDW October fee statement worksheet.	MMV	0.60	183.00
11/13/20	Continue preparing KDW combined eleventh monthly fee application (2.1); revise internal worksheet tracking fees and expenses in connection with same (.8).	KK	2.90	1377.50
11/14/20	Finalize KDW combined eleventh monthly fee application (.2); prepare exhibits to same (.1).	KK	0.30	142.50
11/16/20	Review KDW September/October monthly fee statement (.8); review payment history (.2); call with D. Katsionis (KDW) regarding final fee application (.1).	MJM	1.10	858.00
11/16/20	Call with M. McLoughlin (KDW) regarding KDW combined 11th monthly fee application (.1); email J. Adams (KDW) regarding the final review of same (.1).	KK	0.20	95.00
11/17/20	Review D. Katsionis (KDW) draft of KDW combined 11th monthly fee statement (.2),	JRA	0.50	405.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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PARSIPPANY  
BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

Houlihan's Committee  
Client 027662  
Matter 0004  
November 23, 2020  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
11/17/20	review plan provisions in connection with fee escrow (.2) and instructions to D. Katsionis (KDW) on same (.1). Revise KDW combined eleventh monthly fee application (.4) and exhibits (.2) thereto per comments of J. Adams (KDW); review plan provisions regarding professional fee escrow in connection with same (.3); email local counsel regarding filing of combined eleventh monthly fee application (.1); begin preparing KDW final fee application (2.2); revise internal chart tracking fees and expenses in connection with same (.6).	KK	3.80	1805.00
11/18/20	Discuss timing of UCC professionals' final fee applications with D. Katsionis (KDW).	MJM	0.20	156.00
11/18/20	Confer with M. McLoughlin (KDW) regarding committee final fee applications and format of same.	KK	0.20	95.00
11/19/20	Instructions to D. Katsionis and M. Vicinanza (both KDW) on preparing final fee application (.1); correspondence with M. Greenberg (A&M) and D. Pacitti (KH) regarding same (.1).	JRA	0.20	162.00
11/19/20	Begin preparing KDW November monthly fee application (1.6); revise KDW final fee application to incorporate November monthly and format for combined twelfth monthly and	KK	6.40	3040.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

Houlihan's Committee  
Client 027662  
Matter 0004  
November 23, 2020  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	final fee application (1.5); continue preparing KDW combined twelfth monthly and final fee application (2.1), exhibits thereto (.7), and declaration in support of same (.5).			
	Total Services for this Matter:			8,562.00
	Total this Invoice			\$8,562.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:  
MUMBAI, INDIA

Houlihan's Committee  
Client 027662  
Matter 0004  
November 23, 2020  
Page 4

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
JRA	Adams, Jason	1.00	810.00	\$810.00
KK	Katsionis, Konstantinos	13.80	475.00	6,555.00
MJM	McLoughlin, Maeghan J	1.30	780.00	1,014.00
MMV	Vicinanza, Marie M	0.60	305.00	183.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:  
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Houlihan's Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

November 23, 2020  
Invoice No. 2804928

027662 Houlihan's Committee  
0010 Disclosure Statement & Plan of Reorganization

**Account Summary And Remittance Form**

Legal Services:	\$2,662.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$2,662.00**

**Terms: Payment Due On or Before December 23, 2020**

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**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK:** JP MORGAN CHASE, N.A.

**ABA #:** 021-000-021

**SWIFT CODE:** CHASUS33

**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP

**ACCOUNT #:**135-046110

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

101 PARK AVENUE

NEW YORK, NEW YORK 10178

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**KELLEY DRYE & WARREN LLP**

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c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

November 23, 2020  
Invoice No. 2804928

Client 027662  
Matter 0010 Disclosure Statement & Plan of Reorganization

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
11/02/20	Email correspondence with counsel for proposed trustee and LRC regarding revised confirmation order language to address US government issues.	JRA	0.20	\$162.00
11/03/20	Review final changes to confirmation order (.2); coordinate attendance at confirmation hearing (.1).	MJM	0.30	234.00
11/03/20	Follow up correspondence on revised confirmation order language to address US government objections.	JRA	0.10	81.00
11/03/20	Review confirmation brief (.3) and voting declaration (.2) in advance of Thursday's confirmation hearing.	JRA	0.50	405.00
11/03/20	Review the Manning declaration in support of plan confirmation (.2), the Scott declaration regarding plan voting and tabulations (.1), the proposed confirmation order (.1), the debtors' memorandum in support of plan confirmation (.2), and the agenda for the November 5 confirmation hearing (.1).	KK	0.70	332.50
11/03/20	Review confirmation order (.2), Scott (.2) and	ERW	0.50	467.50

**KELLEY DRYE & WARREN LLP**

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Houlihan's Committee  
Client 027662  
Matter 0010  
November 23, 2020  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
11/05/20	Manning (.1) declarations in support of plan.			
11/05/20	Brief review of filed confirmation order.	KK	0.20	95.00
11/05/20	Review as filed plan findings, conclusions of law (.3), confirmation order (.2); email to J. Adams (KDW) regarding same (.1).	ERW	0.60	561.00
11/10/20	Review email correspondence from K. Brown (LRC) on proposed reserve numbers under plan in anticipation of plan effective date.	JRA	0.20	162.00
11/12/20	Follow up correspondence with J. Fahey (E. Don) regarding payment of 503(b)(9) claims under the plan (.1); follow up with K. Brown (LRC) and A. Saccullo (plan administrator) regarding same (.1).	JRA	0.20	162.00
Total Services for this Matter:				2,662.00
Total this Invoice				\$2,662.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Houlihan's Committee  
Client 027662  
Matter 0010  
November 23, 2020  
Page 3

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	1.10	935.00	\$1,028.50
JRA	Adams, Jason	1.20	810.00	972.00
KK	Katsionis, Konstantinos	0.90	475.00	427.50
MJM	McLoughlin, Maeghan J	0.30	780.00	234.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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101 Park Avenue  
New York, NY 10178

November 23, 2020  
Invoice No. 2804927

027662 Houlihan's Committee  
0011 Committee and Creditor Communications

**Account Summary And Remittance Form**

Legal Services:	\$349.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$349.00**

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**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK:** JP MORGAN CHASE, N.A.

**ABA #:** 021-000-021

**SWIFT CODE:** CHASUS33

**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP

**ACCOUNT #:**135-046110

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

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November 23, 2020  
Invoice No. 2804927

Client 027662  
Matter 0011 Committee and Creditor Communications

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
11/05/20	Email update to UCC regarding confirmation hearing.	JRA	0.20	\$162.00
11/19/20	Update to committee regarding plan effective date (.1); email from A. Saccullo (SA) regarding same (.1).	ERW	0.20	187.00
Total Services for this Matter:				349.00
Total this Invoice				\$349.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Houlihan's Committee  
Client 027662  
Matter 0011  
November 23, 2020  
Page 2

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.20	935.00	\$187.00
JRA	Adams, Jason	0.20	810.00	162.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

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Houlihan's Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

November 23, 2020  
Invoice No. 2804926

027662 Houlihan's Committee  
0013 Court Hearings

**Account Summary And Remittance Form**

Legal Services:	\$1,726.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$1,726.00**

**Terms: Payment Due On or Before December 23, 2020**

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**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK:** JP MORGAN CHASE, N.A.

**ABA #:** 021-000-021

**SWIFT CODE:** CHASUS33

**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP

**ACCOUNT #:**135-046110

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

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c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

November 23, 2020  
Invoice No. 2804926

Client 027662  
Matter 0013 Court Hearings

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
11/03/20	Review agenda for Thursday's hearing (.1); instruction to J. Adams (KDW) regarding same (.1).	ERW	0.20	\$187.00
11/04/20	Email correspondence with R. Beck (KH) regarding tomorrow's confirmation hearing.	JRA	0.10	81.00
11/05/20	Brief review of plan, disclosure statement and solicitation order in preparation for today's confirmation hearing (.7); prepare talking points for today's hearing (.5); attend today's confirmation hearing (.5); follow up correspondence to K. Brown (LRC) on same and expected timing on plan effective date (.1).	JRA	1.80	1458.00
Total Services for this Matter:				1,726.00
Total this Invoice				\$1,726.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Houlihan's Committee  
Client 027662  
Matter 0013  
November 23, 2020  
Page 2

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.20	935.00	\$187.00
JRA	Adams, Jason	1.90	810.00	1,539.00

**PAYMENT BY CHECK:**

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ATTN: TREASURER'S DEPARTMENT  
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NEW YORK, NEW YORK 10178  
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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:  
MUMBAI, INDIA

Houlihan's Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

November 23, 2020  
Invoice No. 2804925

027662 Houlihan's Committee  
0019 Meeting & Communications with Debtors

**Account Summary And Remittance Form**

Legal Services:	\$162.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$162.00**

**Terms: Payment Due On or Before December 23, 2020**

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**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK:** JP MORGAN CHASE, N.A.

**ABA #:** 021-000-021

**SWIFT CODE:** CHASUS33

**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP

**ACCOUNT #:**135-046110

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

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AFFILIATE OFFICE:  
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Houlihan's Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

November 23, 2020  
Invoice No. 2804925

Client 027662  
Matter 0019 Meeting & Communications with Debtors

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
11/11/20	Conference with K. Brown (LRC) on final reserve numbers and plan effectiveness.	JRA	0.20	\$162.00
Total Services for this Matter:				162.00
Total this Invoice				\$162.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Houlihan's Committee  
Client 027662  
Matter 0019  
November 23, 2020  
Page 2

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
JRA	Adams, Jason	0.20	810.00	\$162.00

**PAYMENT BY CHECK:**

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ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

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ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

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

In re:	)	
	)	Chapter 11
HRI HOLDING CORP., <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 19-12415 (MFW)
	)	
Debtors.	)	(Jointly Administered)
	)	

**CERTIFICATE OF SERVICE**

I, Sally E. Veghte, hereby certify that on November 30, 2020, I caused a true and correct copy of the ***Combined Twelfth Monthly and Final Fee Application of Kelley Drye & Warren LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Lead Counsel to the Official Committee of Unsecured Creditors of HRI Holding Corp., et al., for the Monthly Period from November 1, 2020 Through and Including November 13, 2020, and the Final Period From November 22, 2019 Through and Including November 13, 2020*** to be served on the attached Service List via first class mail.

/s/ Sally E. Veghte  
Sally E. Veghte (DE Bar No. 4762)

<sup>1</sup> The Debtors in these cases are: 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, and Houlihan's of Chesterfield, Inc.

**Service List**

Landis Rath & Cobb LLP  
Kimberly A. Brown  
Matthew R. Pierce  
919 Market Street, Suite 1800  
Wilmington, DE 19801

Office of the United States Trustee  
Attn: Jane Leamy  
844 King Street, Suite 2207  
Lockbox 35  
Wilmington, DE 19801