

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

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

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

Hearing Date: December 28, 2020, at 2:00 p.m. (ET)

Ref. Nos. 828, 830, 831, 835 & 836

**CERTIFICATION OF COUNSEL**

I, Nicolas E. Jenner, counsel to the above-captioned debtors and debtors-in-possession (the “Debtors”) hereby certify as follows to the best of my knowledge, information and belief:

1. On November 14, 2019 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* in the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. On November 30, 2020, Kurtzman Carson Consultants LLC (“KCC”) filed the *Final Fee Application of Kurtzman Carson Consultants LLC, as Administrative Advisor to the Debtors, for Allowance of Compensation for Services Rendered for the Period from November 14, 2019 Through and Including November 13, 2020* [D.I. 828] (the “KCC Application”).

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: HRI Holding Corp. (4677), Houlihan’s Restaurants, Inc. (8489), HDJG Corp. (3479), Red Steer, Inc. (2214), Sam Wilson’s/Kansas, Inc. (5739), Darryl’s of St. Louis County, Inc. (7177), Darryl’s of Overland Park, Inc. (3015), Houlihan’s of Ohio, Inc. (6410), HRI O’Fallon, Inc. (4539), Algonquin Houlihan’s Restaurant, L.L.C. (0449), Geneva Houlihan’s Restaurant, L.L.C. (3156), Hanley Station Houlihan’s Restaurant, LLC (8058), Houlihan’s Texas Holdings, Inc. (5485), Houlihan’s Restaurants of Texas, Inc. (4948), JGIL Mill OP LLC (0741), JGIL Millburn, LLC (6071), JGIL Millburn Op LLC (N/A), JGIL, LLC (5485), JGIL Holding Corp. (N/A), JGIL Omaha, LLC (5485), HOP NJ NY, LLC (1106), HOP Farmingdale LLC (7273), HOP Cherry Hill LLC (5012), HOP Paramus LLC (5154), HOP Lawrenceville LLC (5239), HOP Brick LLC (4416), HOP Secaucus LLC (5946), HOP Heights LLC (6017), HOP Bayonne LLC (7185), HOP Fairfield LLC (8068), HOP Ramsey LLC (8657), HOP Bridgewater LLC (1005), HOP Parsippany LLC (1520), HOP Westbury LLC (2352), HOP Weehawken LLC (2571), HOP New Brunswick LLC (2637), HOP Holmdel LLC (2638), HOP Woodbridge LLC (8965), and Houlihan’s of Chesterfield, Inc. (5073). The Debtors’ corporate headquarters and the mailing address is 8700 State Line Road, Suite 100, Leawood, Kansas 66206.



3. On November 30, 2020, Kelley Drye & Warren LLP (“Kelley Drye”) filed 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* [D.I. 830] (the “Kelley Drye Application”).

4. On November 30, 2020, Alvarez & Marsal North America LLC (“A&M”) filed the *Seventh Monthly and Final Fee Application of Alvarez & Marsal North America, LLC for Payment of Compensation and Reimbursement of Expenses as Financial Advisor to the Official Committee of Unsecured Creditors for the Period from November 25, 2019 Through November 13, 2020* [D.I. 831] (the “A&M Application”).

5. On December 1, 2020, Klehr Harrison Harvey Branzburg LLP (“Klehr Harrison and together with A&M and Kelley Drye, the “Committee Professionals”) filed the *Tenth Monthly and Final Fee Application of Klehr Harrison Harvey Branzburg LLP for Allowance and Payment of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Delaware Co-Counsel to the Official Committee of Unsecured Creditors for the Periods (I) October 1, 2020 Through November 13, 2020 (Monthly) and (II) November 22, 2019 Through November 13, 2020 (Final)* [D.I. 835] (the “Klehr Harrison Application”)

6. On December 3, 2020, Landis Rath & Cobb LLP (“LRC”) filed the *Combined Eleventh Monthly and Final Application of Landis Rath & Cobb LLP, Counsel to the Debtors and Debtors-In-Possession, for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331* [D.I. 836] (the “LRC Application” and together with the Kelley Drye Application, the A&M Application, and the Klehr Harrison Application, the “Fee Applications”).

7. The undersigned hereby certifies that the Court's docket has been reviewed and no answer, objection, or other responsive pleading to the Fee Applications appears thereon. The United States Trustee provided informal comments to the Fee Applications.

8. A copy of the Order approving the Fee Applications, attached hereto as **Exhibit A** (the "Proposed Order") was circulated to the Committee Professionals and the United States Trustee. The Proposed Order reflects resolution of the informal comments of the United States Trustee. The Committee Professionals and the United States Trustee have advised that they do not oppose entry of the Proposed Order.

WHEREFORE the undersigned, on behalf of the Debtors, respectfully request the Proposed Order be entered at the Court's earliest convenience.

Dated: December 27, 2020  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**

/s/ Nicolas E. Jenner

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

# **EXHIBIT A**

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

In re:

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

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

Ref. Nos. 828, 830, 831, 835, 836 & \_\_\_\_

**OMNIBUS ORDER APPROVING  
FINAL FEE APPLICATIONS**

Upon consideration of the final fee applications of the various retained professionals in the above-captioned chapter 11 cases (collectively, the “Professionals”),<sup>2</sup> a list of which is attached hereto as **Exhibit 1**, for allowance of compensation and reimbursement of expenses (collectively, the “Applications”); and it appearing to the Court that all of the requirements, as applicable, of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code (as amended or modified, the “Bankruptcy Code”), as well as rule 2016 of the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the expenses incurred were reasonable and necessary; and that notices of the

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<sup>2</sup> Terms utilized but not otherwise defined herein shall have the meanings ascribed to them in the Applications.

Applications were appropriate; and after due deliberation and sufficient good cause appearing therefor; it is hereby

ORDERED that the Applications are hereby APPROVED in the amounts set forth on **Exhibit 1** attached hereto; and it is further

ORDERED that the Applications are granted on a final basis in the amounts set forth on **Exhibit 1**; and it is further

ORDERED that the Debtors are authorized to remit payment to each of the Professionals in the amounts set forth on **Exhibit 1**, less any monies previously paid on account of such fees and expenses; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: December \_\_, 2020  
Wilmington, Delaware

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The Honorable Mary F. Walrath  
United States Bankruptcy Judge

**EXHIBIT 1****Final Fee Applications**

<b>Professional &amp; Role in Case</b>	<b>Final Compensation Period &amp; Interim Fee Application</b>	<b>Final Fees Requested</b>	<b>Final Expenses Requested</b>	<b>Total Compensation Requested to be Approved</b>
<b>Landis Rath &amp; Cobb LLP</b> (Counsel to the Debtors and Debtors-In-Possession)	11/14/19 – 11/13/20 D.I. 836 Filed 12/3/20	\$1,872,570.70	\$21,981.10	\$1,894,551.80 <sup>1</sup>
<b>Kurtzman Carson Consultants LLC</b> (Administrative Advisor to the Debtors and Debtors-In-Possession)	11/14/19 – 11/13/20 D.I. 828 Filed 11/30/20	\$127,776.56	\$0.00	\$127,776.56
<b>Kelley Drye &amp; Warren LLP</b> (Co-Counsel to the Official Committee of Unsecured Creditors)	11/14/19 – 11/13/20 D.I. 830 Filed 11/30/20	\$569,117.50	\$4,176.43	\$573,293.93 <sup>2</sup>
<b>Klehr Harrison Harvey Branzburg LLP</b> (Co-Counsel to the Official Committee of Unsecured Creditors)	11/14/19 – 11/13/20 D.I. 835 Filed 11/30/20	\$57,085.50	\$579.59	\$57,665.09 <sup>3</sup>
<b>Alvarez &amp; Marsal North America, LLC</b> (Financial Advisor to the Official Committee of Unsecured Creditors)	11/14/19 – 11/13/20 D.I. 831 Filed 11/30/20	\$300,686.25	\$2,191.96	\$302,878.21 <sup>4</sup>
<b>GRAND TOTALS</b>	<b>N/A</b>	<b>\$2,927,236.51</b>	<b>\$28,929.08</b>	<b>\$2,956,165.59</b>

<sup>1</sup> This amount includes fees of \$14,952.95 and expenses of \$47.05 incurred during the Post-Effective Date Period, which includes a voluntary reduction of fees in the amount of \$7,881.05 incurred during the Post-Effective Date Period.

<sup>2</sup> This amount includes \$14,278.00 of fees and \$22.50 of expenses incurred after the Effective Date.

<sup>3</sup> This amount includes \$4,500.00 of fees and \$0.00 of expenses incurred after the Effective Date.

<sup>4</sup> This amount includes \$8,108.00 of fees and \$0.00 of expenses incurred after the Effective Date.