

**Fill in this information to identify the case:**

Debtor Houlihan's Restaurants, Inc.

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number 19-12416

**Official Form 410  
Proof of Claim**

04/19

**Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.**

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

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

**Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.**

**Part 1: Identify the Claim**

|   |   |  |
|---|---|--|
| <b>1. Who is the current creditor?</b>  | <u>747 North Wabash Partners, L.L.C. t/a The Bernardin</u><br>Name of the current creditor (the person or entity to be paid for this claim)                     |  |
|   | Other names the creditor used with the debtor _____   |  |
| <b>2. Has this claim been acquired from someone else?</b>                                 | <input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes. From whom? _____  |  |
| <b>3. Where should notices and payments to the creditor be sent?</b>                      | <b>Where should notices to the creditor be sent?</b>  | <b>Where should payments to the creditor be sent? (if different)</b> |
|   | See summary page  |  |
|   | Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)   |  |
|   | Contact phone <u>3022524446</u>   | Contact phone _____  |
| Contact email <u>heilmanl@ballardspahr.com</u>  | Contact email _____   |  |
| Uniform claim identifier for electronic payments in chapter 13 (if you use one):<br>_____ |   |  |
| <b>4. Does this claim amend one already filed?</b>  | <input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____<br>MM / DD / YYYY |  |
| <b>5. Do you know if anyone else has filed a proof of claim for this claim?</b>           | <input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes. Who made the earlier filing? _____  |  |



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

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

7. How much is the claim? \$ 306,391.80. Does this amount include interest or other charges?  
 No  
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

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

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

10. Is this claim based on a lease?  No  
 Yes. Amount necessary to cure any default as of the date of the petition. \$ 150,455.80

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



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

No

Yes. Check all that apply:

|   | Amount entitled to priority |
|---|-----------------------------|
| <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).  | \$ _____                    |
| <input type="checkbox"/> Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).  | \$ _____                    |
| <input type="checkbox"/> Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). | \$ _____                    |
| <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).  | \$ _____                    |
| <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).  | \$ _____                    |
| <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)( ) that applies.   | \$ _____                    |

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

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

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ \_\_\_\_\_

**Part 3: Sign Below**

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

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

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

*Check the appropriate box:*

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

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

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

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

Executed on date 03/31/2020  
MM / DD / YYYY

/s/ Leslie C. Heilman  
Signature

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

Name Leslie C. Heilman  
First name Middle name Last name

Title Attorney for Claimant

Company Ballard Spahr LLP  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address \_\_\_\_\_

Contact phone \_\_\_\_\_ Email \_\_\_\_\_



# KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (877) 725-7530 | International 001-310-823-9000

|   |   |                                  |
|---|---|----------------------------------|
| <b>Debtor:</b><br>19-12416 - Houlihan's Restaurants, Inc.<br><b>District:</b><br>District of Delaware   |   |                                  |
| <b>Creditor:</b><br>747 North Wabash Partners, L.L.C. t/a The Bernardin<br>c/o Ballard Spahr LLP, ATTN: Leslie C. Heilman, Esq.<br>919 N. Market Street, 11th Floor<br><br>Wilmington, DE, 19801<br>US<br><b>Phone:</b><br>3022524446<br><b>Phone 2:</b><br><br><b>Fax:</b><br><br><b>Email:</b><br>heilmanl@ballardspahr.com | <b>Has Supporting Documentation:</b><br>Yes, supporting documentation successfully uploaded<br><b>Related Document Statement:</b>   |                                  |
|   | <b>Has Related Claim:</b><br>No<br><b>Related Claim Filed By:</b>   |                                  |
|   | <b>Filing Party:</b><br>Authorized agent  |                                  |
| <b>Other Names Used with Debtor:</b>  | <b>Amends Claim:</b><br>No<br><b>Acquired Claim:</b><br>No  |                                  |
| <b>Basis of Claim:</b><br>Rent Due - Unexpired Lease of Nonresidential Real Property - see attached Schedule  | <b>Last 4 Digits:</b><br>Yes  | <b>Uniform Claim Identifier:</b> |
| <b>Total Amount of Claim:</b><br>306,391.80   | <b>Includes Interest or Charges:</b><br>No  |                                  |
| <b>Has Priority Claim:</b><br>No  | <b>Priority Under:</b>  |                                  |
| <b>Has Secured Claim:</b><br>No<br><b>Amount of 503(b)(9):</b><br>No<br><b>Based on Lease:</b><br>Yes, 150,455.80<br><b>Subject to Right of Setoff:</b><br>No   | <b>Nature of Secured Amount:</b><br><b>Value of Property:</b><br><br><b>Annual Interest Rate:</b><br><br><b>Arrearage Amount:</b><br><br><b>Basis for Perfection:</b><br><br><b>Amount Unsecured:</b> |                                  |
| <b>Submitted By:</b><br>Leslie C. Heilman on 31-Mar-2020 6:58:38 p.m. Eastern Time<br><b>Title:</b><br>Attorney for Claimant<br><b>Company:</b><br>Ballard Spahr LLP  |   |                                  |

**Schedule to Proof of Claim of  
747 North Wabash Partners, L.L.C. (“Landlord”)**

**Houlihan’s Restaurants, Inc.  
Case No. 19-12416 (MFW)  
United States Bankruptcy Court for the District of Delaware**

This Schedule supplements the information stated in the accompanying Proof of Claim and shall constitute part of the Proof of Claim.

**I. Basis for the Claim**

Houlihan’s Restaurants, Inc. (the “Debtor”), d.b.a. Devon Seafood Grill, as tenant, leases that certain premises located at the Southeast corner of Chicago Avenue and Wabash in Chicago, Illinois, commonly known as “The Bernardin” (the “Premises”), from Landlord pursuant to an unexpired non-residential real property lease (as may have been amended from time to time, the “Lease”). A true and correct copy of the Lease is available upon request.

On or about November 14, 2019 (the “Petition Date”), the Debtor and certain of its affiliates each filed a voluntary petition for relief (the “Chapter 11 Cases”) under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101, et seq. (as amended, the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”), which cases are being jointly administered under Case No. 19-12415 (MFW) entitled *In re HRI Holding Corp., et al.*

On December 5, 2019, the Court entered the *Order (I) Authorizing the Debtors to (A) Reject Certain Unexpired Leases Nunc Pro Tunc to the Petition Date, and (B) Abandon Any Remaining Property at the Rejected Locations and (II) Authorizing and Approving Procedures to Reject Executory Contracts and Unexpired Leases* (Docket No. 160), pursuant to which the Lease was rejected effective on the Petition Date (the “Rejection Date”).

**II. Calculation and Classification of the Claim**

As of the Petition Date, the Debtor owed the sum of at least **\$150,466.80** to Landlord on account of unpaid rent and other charges due under the Lease (the “Rent Claim”). Information supporting the calculation of the Rent Claim is attached hereto as Exhibit A.

In addition, Landlord is entitled to rejection damages as a result of the Debtor’s rejection of the Lease. Pursuant to 11 U.S.C. § 502(b)(6), Landlord’s rejection claim is limited to the greater of 15% of the total amount of the rent reserved under the Lease that would be due during the remaining term of the Lease, not to exceed three years, or one year’s rent under the Lease. 11 U.S.C. § 502(b)(6). Here, as the Lease was set to naturally expire within five (5) months of the Rejection Date, Landlord’s claim for rejection damages equals the remaining rent due under the Lease, or **\$209,925.00** (the “Rejection Claim”). Information supporting the calculation of the Rejection Claim is attached hereto as Exhibit A.

Thus, Landlord's total claim as of the Petition Date, including the amounts owed to it on account of its Rent Claim and its Rejection Claim, is **\$360,391.80**. The claim is unsecured.

### **III. Reservation of Rights**

Landlord reserves the right to supplement and/or amend this Proof of Claim to include amounts not stated above, including, without limitation, costs, expenses, attorneys' fees, and any other charges or amounts due, as appropriate, under applicable bankruptcy and non-bankruptcy law. Landlord reserves all of its rights and remedies, including, without limitation, the right to amend this claim from time to time to reflect additional charges, adjustments and the like, due and payable under the Lease, as the same become quantified, known or available. Landlord further reserves the right to assert further and other claims, including administrative claims for postpetition rent and other charges that are or become due under the Lease.

Landlord further reserves the right to amend this Proof of Claim (and any Proof of Claim that it files, has filed or may file in the Debtor's bankruptcy case) to make such claim a secured claim by virtue of Landlord's right to setoff, offset or recoup the amount thereof under 11 U.S.C. § 553 or otherwise, or to otherwise assert a defense of setoff, offset and/or recoupment against any claims, defenses or offsets that the Debtor or any other party may assert against Landlord.

## **EXHIBIT A**

# Resident Ledger

Petition Date: 11/14/19

Rejection Date: 11/14/2019

Expiration Date: 4/30/2020

Monthly Rent/CAM/TAX: \$41,985.00 x 5 Mos. = \$209,925.00 = Rejection Damages

Pre-petition Arrearages: \$ 150,466.80

Total Claim: \$360,391.80



Date: 11/15/2019

|         |                                  |           |          |            |            |
|---------|----------------------------------|-----------|----------|------------|------------|
| Code    | t0062668                         | Property  | bernard  | Lease From | 03/01/2006 |
| Name    | Houlihans Resturant<br>Resturant | Unit      | COMM_01  | Lease To   | 04/30/2020 |
| Address | The Bernardin                    | Status    | Current  | Move In    | 03/01/2006 |
|         | 747 N. Wabash Ave.               | Rent      | 33110.00 | Move Out   |            |
| City    | Chicago, IL 60611                | Phone (H) |          | Phone (W)  |            |

| Date       | Chg Code | Description   | Charge    | Payment   | Balance     | Chg/Rec                 |
|------------|----------|---|-----------|-----------|-------------|-------------------------|
| 05/01/2019 | cam      | Common Area Reimb (05/2019)                                 | 6,091.65  |           | 6,091.65    | <a href="#">3836175</a> |
| 05/01/2019 | coml     | Commercial Rent (05/2019)                                   | 33,110.00 |           | 39,201.65   | <a href="#">3836176</a> |
| 05/01/2019 | rtax     | Real Estate Tax (05/2019)                                   | 2,783.35  |           | 41,985.00   | <a href="#">3836178</a> |
| 05/13/2019 |          | chk# Credit bal-from convers Credit balance from conversion |           | 11,138.22 | 30,846.78   | <a href="#">2324997</a> |
| 05/13/2019 |          | chk# 2240390 2016 CAM/TAX recovery                          |           | 4,194.57  | 26,652.21   | <a href="#">2324998</a> |
| 05/13/2019 |          | chk# 2241986 May Rent                                       |           | 42,698.47 | (16,046.26) | <a href="#">2325013</a> |
| 06/01/2019 | coml     | Commercial Rent (06/2019)                                   | 33,110.00 |           | 17,063.74   | <a href="#">3855895</a> |
| 06/01/2019 | rtax     | Real Estate Tax (06/2019)                                   | 2,783.35  |           | 19,847.09   | <a href="#">3855898</a> |
| 06/01/2019 | cam      | Common Area Reimb (06/2019)                                 | 6,091.65  |           | 25,938.74   | <a href="#">3855901</a> |
| 06/04/2019 |          | chk# 2243190 :CHECKscan Payment                             |           | 42,698.47 | (16,759.73) | <a href="#">2338317</a> |
| 07/01/2019 | coml     | Commercial Rent (07/2019)                                   | 33,110.00 |           | 16,350.27   | <a href="#">3880368</a> |
| 07/01/2019 | rtax     | Real Estate Tax (07/2019)                                   | 2,783.35  |           | 19,133.62   | <a href="#">3880371</a> |
| 07/01/2019 | cam      | Common Area Reimb (07/2019)                                 | 6,091.65  |           | 25,225.27   | <a href="#">3880374</a> |
| 07/01/2019 |          | chk# 2245602 :CHECKscan Payment                             |           | 42,698.47 | (17,473.20) | <a href="#">2353556</a> |
| 08/01/2019 | coml     | Commercial Rent (08/2019)                                   | 33,110.00 |           | 15,636.80   | <a href="#">3900655</a> |
| 08/01/2019 | rtax     | Real Estate Tax (08/2019)                                   | 2,783.35  |           | 18,420.15   | <a href="#">3900658</a> |
| 08/01/2019 | cam      | Common Area Reimb (08/2019)                                 | 6,091.65  |           | 24,511.80   | <a href="#">3900661</a> |
| 09/01/2019 | coml     | Commercial Rent (09/2019)                                   | 33,110.00 |           | 57,621.80   | <a href="#">3927823</a> |
| 09/01/2019 | rtax     | Real Estate Tax (09/2019)                                   | 2,783.35  |           | 60,405.15   | <a href="#">3927826</a> |
| 09/01/2019 | cam      | Common Area Reimb (09/2019)                                 | 6,091.65  |           | 66,496.80   | <a href="#">3927829</a> |
| 10/01/2019 | coml     | Commercial Rent (10/2019)                                   | 33,110.00 |           | 99,606.80   | <a href="#">3944434</a> |
| 10/01/2019 | rtax     | Real Estate Tax (10/2019)                                   | 2,783.35  |           | 102,390.15  | <a href="#">3944437</a> |
| 10/01/2019 | cam      | Common Area Reimb (10/2019)                                 | 6,091.65  |           | 108,481.80  | <a href="#">3944440</a> |
| 11/01/2019 | coml     | Commercial Rent (11/2019)                                   | 33,110.00 |           | 141,591.80  | <a href="#">3962879</a> |
| 11/01/2019 | rtax     | Real Estate Tax (11/2019)                                   | 2,783.35  |           | 144,375.15  | <a href="#">3962882</a> |
| 11/01/2019 | cam      | Common Area Reimb (11/2019)                                 | 6,091.65  |           | 150,466.80  | <a href="#">3962885</a> |