

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 (\_\_\_)

(Joint Administration Requested)

**MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER (I) AUTHORIZING THE DEBTORS TO PAY CERTAIN PREPETITION TAX AND FEE OBLIGATIONS AND (II) AUTHORIZING FINANCIAL INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS**

The above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) by and through their proposed undersigned counsel, hereby submit this *Motion of the Debtors for Entry of an Order (I) Authorizing the Debtors to Pay Certain Prepetition Tax and Fee Obligations and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers* (the “Motion”). In support of the Motion, the Debtors rely on the *Declaration of Matthew R. Manning in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”),<sup>2</sup> and respectfully state as follows:

<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 (4948), Houlihan’s Texas Holdings, Inc. (5485), Houlihan’s Restaurants of Texas, Inc. (4948), JGIL Mill OP LLC (0741), JGIL Millburn, LLC (6071), JGIL Milburn Op LLC (N/A), JGIL, LLC (5485), JGIL Holding Corp. (N/A), JGIL Omaha, LLC (5485), HOP NJ NY, LLC (1106), HOP Farmingdale LLC (7273), HOP Cherry Hill LLC (5012), HOP Paramus LLC (5154), HOP Lawrenceville LLC (5239), HOP Brick LLC (4416), HOP Secaucus LLC (5946), HOP Heights LLC (6017), HOP Bayonne LLC (7185), HOP Fairfield LLC (8068), HOP Ramsey LLC (8657), HOP Bridgewater LLC (1005), HOP Parsippany LLC (1520), HOP Westbury LLC (2352), HOP Weehawken LLC (2571), HOP New Brunswick LLC (2637), HOP Holmdel LLC (2638), HOP Woodbridge LLC (8965), and Houlihan’s of Chesterfield, Inc. (5073). The Debtors’ corporate headquarters and the mailing address is 8700 State Line Road, Suite 100, Leawood, Kansas 66206.

<sup>2</sup> Except where otherwise indicated, capitalized terms used but not defined in this Motion have the meanings ascribed to them in the First Day Declaration.



**JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.<sup>3</sup>

2. The statutory predicates for the relief sought herein are sections 105(a), 363, 507(a), and 541(d) of title 11 of the United States Code (as amended or modified, the “Bankruptcy Code”), rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Local Rule 1015-1.

3. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

**GENERAL BACKGROUND**

4. On the date hereof (the “Petition Date”), the Debtors commenced the above-captioned chapter 11 cases (the “Chapter 11 Cases”) by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the Court.

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

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<sup>3</sup> Pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedures for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors hereby confirm their consent to entry of a final order by this Court in connection with this Motion if it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

6. Additional information regarding the circumstances leading to the commencement of these Chapter 11 Cases and information regarding the Debtors' businesses and capital structure is set forth in detail in the First Day Declaration filed contemporaneously with this Motion and incorporated herein by reference.

**THE DEBTORS' TAXES AND FEES**

7. In the ordinary course of business, the Debtors incur or collect and remit various sales, use and other similar taxes, as well as fees for various liquor licenses and permits, business licenses, permits and other fees and assessments, in connection with the operation of their restaurants (collectively, the "Taxes and Fees") to various federal, state and local governments (collectively, the "Government Authorities").<sup>4</sup>

**A. Sales, Use and Other Similar Taxes**

8. In the ordinary course of business, the Debtors incur or collect and remit an assortment of sales, use and other similar taxes in connection with the operation of their restaurants. In many states where the Debtors operate, they are required to collect sales taxes from their customers on a per-sale basis and then remit such taxes to the applicable Government Authority. Additionally, the Debtors incur and collect use taxes when they purchase taxable products for which no sales tax was charged by their vendors. The sales and use taxes collected or incurred are typically remitted to the applicable Government Authority in the month following the month in which the related transaction occurred. In general, sales taxes accrue on a per transaction basis and are calculated based upon a statutory percentage of the sale price of goods. The Debtors paid approximately \$14.8 million in sales and use taxes in 2018. The Debtors

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<sup>4</sup> A non-exhaustive list of the Government Authorities to which the Debtors pay Taxes and Fees is attached hereto as **Exhibit 1**. While the Debtors have exercised their reasonable best efforts to list all of the Government Authorities on **Exhibit 1**, it is possible that certain Government Authorities may have been inadvertently omitted from this list. The Debtors request that any order granting the relief requested herein apply to any Government Authorities that have been inadvertently omitted from **Exhibit 1**.

believe that there are approximately \$2.1 million of sales and use taxes that have accrued as of the Petition Date that have not yet been remitted to the applicable Government Authorities. The sales and use taxes consist entirely of current tax obligations and are not catch-up payments.

9. By this Motion, the Debtors seek authority to pay, in their sole discretion and as necessary to avoid interruption of their businesses, prepetition sales and use taxes incurred or collected for the period covering October 2019 through the Petition Date and to pay postpetition sales and use taxes in the ordinary course of business.

**B. Business License, Permits and Other Fees**

10. Many Government Authorities require the payment of fees for the right to conduct business within their jurisdictions. Those charges may include fees for business licenses, liquor licenses, annual reports, permits, and health and fire inspections. The fees are computed in a variety of ways but generally are flat rate fees that range from approximately \$5 to \$12,000, which are paid on a monthly, quarterly or annual basis, depending on the requirements of the particular jurisdiction. The Debtors pay hundreds of fees per year to different state and local authorities, and frequently are required to obtain multiple licenses and permits – and pay associated fees – for each location where the Debtors conduct business in a given jurisdiction. The Debtors paid approximately \$334,000 in fees in 2018. The Debtors believe that there are approximately \$17,000 of fees that have accrued as of the Petition Date but have not yet been paid.

11. By this Motion, the Debtors seek authority to pay, in their sole discretion and as necessary to avoid interruption of their businesses, prepetition fees incurred or collected for the period covering January 2019 through the Petition Date and to pay postpetition fees in the ordinary course of business.

**RELIEF REQUESTED**

12. By this Motion, the Debtors request entry of an order, substantially in the form attached hereto, (a) authorizing the Debtors to pay unpaid prepetition Taxes and Fees owed to the Government Authorities for the period covering January 2019 through the Petition Date, as more fully described herein and (b) authorizing financial institutions to receive, process, honor, and pay all related checks and electronic payment requests for the payment of the Taxes and Fees. Such relief will be without prejudice to the Debtors' rights to contest the amounts of any Taxes and Fees on any grounds they deem appropriate.<sup>5</sup>

**BASIS FOR RELIEF**

**A. The Court Should Authorize the Debtors' Payment of Taxes and Fees**

13. The relief requested herein may be granted on any number of grounds. First, certain amounts withheld from the Debtors' customers to pay Taxes and Fees likely are not property of the Debtors' estates. Second, the Debtors' Taxes and Fees likely are entitled to priority status pursuant to Bankruptcy Code section 507(a)(8). Third, it is possible that the Government Authorities might sue the Debtors' directors and officers for certain unpaid Taxes and Fees, distracting them unnecessarily from the Debtors' efforts in these Chapter 11 Cases. Fourth, Bankruptcy Code section 363 gives the Debtors authority to remit payment on account of such Taxes and Fees in the ordinary course of business. Lastly, payment of the Taxes and Fees is appropriate under Bankruptcy Code section 105.

*i. Certain Taxes and Fees Are Not Property of the Estate*

14. Certain of the Taxes and Fees are not property of the Debtors' estates pursuant to Bankruptcy Code section 541(d), which provides, in relevant part, that "[p]roperty in which the

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<sup>5</sup> Nothing in this Motion should be construed as impairing the Debtors' right to contest the amount of any taxes that may be due to the Government Authorities.

debtor holds, as of the commencement of the case, only legal title and not an equitable interest . . . becomes property of the estate under subsection (a)(1) or (2) of this section only to the extent of the debtor's legal title to such property, but not to the extent of any equitable interest in such property that the debtor does not hold." 11 U.S.C. § 541(d).

15. To the extent the Debtors have collected taxes from their customers, such funds may constitute so-called "trust funds" that the Debtors are required to remit to the applicable Government Authorities. *See, e.g., Al Copeland Enters., Inc. v. Texas (In re Al Copeland Enters., Inc.)*, 991 F.2d 233 (5th Cir. 1993) (sales tax required by state law to be collected from customers is a "trust fund tax"); *Shank v. Washington State Dep't of Revenue (In re Shank)*, 792 F.2d 829, 830 (9th Cir. 1986) (same); *DeChiaro v. New York State Tax Comm'n*, 760 F.2d 432, 433-34 (2d Cir. 1985) (same). To the extent "trust fund" taxes are collected and held by the Debtors, they are not property of the Debtors' estates under Bankruptcy Code section 541(d). *See Begier v. IRS*, 496 U.S. 53, 59 (1990) (holding that prepetition payment of trust fund taxes is not an avoidable preference because such funds are not property of the debtor's estate); *see also EBS Pension LLC v. Edison Bros. Stores, Inc. (In re Edison Bros., Inc.)*, 243 B.R. 231, 235 (Bankr. D. Del. 2000) (noting that property held in trust, whether constructively or expressly, does not become part of the estate when the debtor files its bankruptcy petition), *reconsideration denied*, 2001 Bankr. LEXIS 1333 (Bankr. D. Del. Oct. 11, 2001). Because taxes held in trust do not constitute property of the Debtors' estates, these amounts will not otherwise be available to the Debtors' estates or their creditors. Thus, the payment or remittance of trust fund Taxes and Fees to the applicable Government Authorities will not adversely affect the Debtors' estates or creditors, and is warranted.

*ii. The Taxes and Fees Are Likely Entitled to Priority Status Under Bankruptcy Code Section 507(a)(8)*

16. It is also likely that some, if not all, of the Taxes and Fees are entitled to priority payment status pursuant to Bankruptcy Code section 507(a)(8). *See* 11 U.S.C. § 507(a)(8)(A) (taxes measured on gross income); 11 U.S.C. § 507(a)(8)(C) (debtor’s liability in connection with “trust fund” taxes); 11 U.S.C. § 507(a)(8)(E) (excise taxes). For bankruptcy purposes, a tax is characterized as “(a) an involuntary pecuniary burden, regardless of name, laid upon the individual or property; (b) imposed by, or under authority of the legislature; (c) for the public purposes, including the purposes of defraying expenses of government or undertakings authorized by it; and (d) under the police or taxing power of the state.” *In re Chateaugay Corp.*, 53 F.3d 478, 498 (2d Cir. 1995) (citation omitted).

17. Substantially all of the Taxes and Fees are involuntary pecuniary burdens imposed by the authority of a federal, state or local legislature under its police or taxing power. Regardless of their statutory characterization as “fees” or “charges,” many, if not all, of the claims in respect of Taxes and Fees may well qualify for priority under Bankruptcy Code section 507(a)(8) and, as such, must be paid in full before any general unsecured obligations of a debtor may be satisfied.

18. Specifically, under any chapter 11 plan, these priority Taxes and Fees must be paid in full and in regular cash installments over a five-year period from the date of the order for relief. *See* 11 U.S.C. § 1129(a)(9)(C)(i)-(ii). Additionally, such Taxes and Fees must be paid in the order of priority no less favorable than the treatment given to the most favored general unsecured claims. *See* 11 U.S.C. § 1129(a)(9)(C)(iii). Finally, any chapter 11 plan must provide the same treatment for those Taxes and Fees that constitute secured claims that, were they unsecured, would have been priority tax claims under Bankruptcy Code section 507(a)(8). *See*

11 U.S.C. § 1129(a)(9)(D). Thus, in most cases, the payment of Taxes and Fees that are entitled to such priority in the ordinary course of the Debtors' businesses only affects the timing of the payment and does not prejudice the rights of other creditors of the Debtors.

*iii. The Payment of the Taxes and Fees Is Necessary to Avoid Possible Distraction for the Debtors' Officers and Directors.*

19. Many federal, state and local Government Authorities have enacted laws providing that certain Taxes and Fees constitute trust fund taxes, and officers and directors of the collecting debtor entity may be held personally liable for nonpayment of such Taxes and Fees. *See, e.g., Conway v. U.S.A.*, 647 F.3d 228 (5th Cir. 2010) (holding CEO personally liable for failure to ensure that company paid over to IRS pre-petition excise taxes that were withheld from airline passengers); John F. Olson, *et al.*, DIRECTOR & OFFICER LIABILITY: INDEMNIFICATION AND INSURANCE § 3.04, at 3-20.27 (rel.10-1999) ("some states hold corporate officers personally liable for any sales tax and penalty owed and not paid by the corporation, regardless of cause"). To the extent any of the Debtors' accrued Taxes and Fees were unpaid as of the Petition Date, the Debtors' officers and directors may be subject to lawsuits in such jurisdictions during these Chapter 11 Cases. Such potential lawsuits would prove extremely distracting for (a) the Debtors, (b) the named officers and directors whose attention to the Debtors' Chapter 11 Cases is required and (c) this Court, which might be asked to entertain various motions seeking injunctions with respect to the potential state court actions. Thus, it is in the best interests of the Debtors' estates to eliminate the possibility of the foregoing distraction.

*iv. Bankruptcy Code Section 363(b)(1) Permits the Payment of the Taxes and Fees*

20. Courts also have authorized debtors to pay certain taxes and fees under Bankruptcy Code section 363(b)(1), which provides that "the trustee, after notice and a hearing,

may use, sell, or lease, other than in the ordinary course of business, property of the estate.” Under this section, a court may authorize a debtor to pay certain prepetition claims. *See In re FV Steel & Wire Co.*, Case No. 04-22421 (Bankr. E.D. Wis. Feb. 26, 2004) (authorizing the continuation of customer programs and the payment of prepetition claims under Bankruptcy Code section 363); *In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1989) (affirming lower court order authorizing payment of prepetition wages pursuant to Bankruptcy Code section 363(b)); *In re UAL Corp.*, Case No. 02-48191 (Bankr. N.D. Ill. Dec. 9, 2002) (authorizing payment of prepetition claims under Bankruptcy Code section 363 as an out-of-the-ordinary-course transaction). To use property in the ordinary course of business, “the debtor must articulate some business justification, other than the mere appeasement of major creditors.” *Ionosphere Clubs*, 98 B.R. at 175. As discussed herein, the Debtors’ failure to pay Taxes and Fees could have a material adverse impact on their ability to operate in the ordinary course of business.

**v. Bankruptcy Code Section 105(a) Permits Payment of Taxes and Fees**

21. Finally, Bankruptcy Code section 105(a) empowers the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” A bankruptcy court’s use of its equitable powers to “authorize the payment of prepetition debt when such payment is needed to facilitate the rehabilitation of the debtor is not a novel concept.” *Ionosphere Clubs*, 98 B.R. at 175.

22. Numerous courts have used Bankruptcy Code section 105’s equitable powers under the “necessity of payment doctrine” to authorize payment of a debtor’s prepetition obligations in order to preserve and maximize the value of the debtor’s estate. *See, e.g., Miltenberger v. Logansport Ry. Co.*, 106 U.S. 286, 311-312 (1882) (recognizing the existence of

judicial power to authorize a debtor in a reorganization case to pay prepetition claims where such payment is essential to the continued operation of the debtor); *see also In re Penn Central Transp. Co.*, 467 F.2d 100, 102 n.1 (3d Cir. 1972) (holding necessity of payment doctrine permits “immediate payment of claims of creditors where those creditors will not supply services or material essential to the conduct of the business until their pre-reorganization claims have been paid”); *In re Just for Feet, Inc.*, 242 B.R. 821, 824-845 (D. Del. 1999) (noting that in the Third Circuit, debtors may pay prepetition claims that are essential to the continued operation of business); *In re Columbia Gas Sys., Inc.*, 171 B.R. 189, 191-92 (Bankr. D. Del. 1994) (same).

23. For these reasons, authorizing the Debtors to pay, in their sole discretion, the prepetition Taxes and Fees will help the Debtors avoid serious disruption to their operations that would result from the nonpayment of such Taxes and Fees, including the distraction and adverse effect on morale that could result from liability for nonpayment imposed upon the Debtors’ directors and officers. Furthermore, nonpayment of these obligations may cause Government Authorities to take precipitous action, including, but not limited to, filing liens, preventing the Debtors from conducting business or selling alcohol in applicable jurisdictions, and seeking to lift the automatic stay, all of which could disrupt the Debtors’ day-to-day operations and these Chapter 11 Cases, impose significant costs on the Debtors’ estates and destroy the going-concern value of the Debtors’ businesses.

24. Courts in numerous other chapter 11 cases have entered orders granting relief similar to the relief requested herein. *See, e.g., In re EdgeMarc Energy Holdings, LLC*, Case No. 19-11104 (BLS) (Bankr. D. Del. June 13, 2019); *In re Pernix Sleep, Inc.*, Case No. 19-10323 (CSS) (Bankr. D. Del. Mar. 22, 2019); *In re Things Remembered, Inc.*, Case No. 19-10234 (KG) (Bankr. D. Del. Feb. 26, 2019); *In re Argos Therapeutics, Inc.*, Case No. 18-12714 (KJC)

(Bankr. D. Del. Jan. 22, 2019); *In re Bertucci's Holdings, Inc.*, Case No. 18-10894 (MFW) (Bankr. D. Del. May 3, 2018); *In re Seastar Holdings, Inc.*, Case No. 18-10039 (CSS) (Bankr. D. Del. Jan. 9, 2018); *In re Patriot Nat'l, Inc.*, Case No. 18-10189 (KG) (Bankr. D. Del. Feb. 2, 2018); *In re Real Indus., Inc.*, Case No. 17-12464 (KJC) (Bankr. D. Del. Dec. 19, 2017); *In re MAC Acquisition LLC*, Case No. 17-12224 (MFW) (Bankr. D. Del. Oct. 19, 2017); *In re Roadhouse Holding Inc.*, Case No. 16-11819 (BLS) (Bankr. D. Del. Aug. 9, 2016); *In re Chaparral Energy, Inc.*, Case No. 16-11144 (LSS) (Bankr. D. Del. May 11, 2016).

**B. Cause Exists to Authorize the Debtors' Financial Institutions to Honor Checks and Electronic Fund Transfers**

25. The Debtors further request that the Debtors' banks be authorized, when requested by the Debtors in their sole discretion, to process, honor and pay any and all checks or electronic fund transfers drawn on the Debtors' bank accounts to pay all prepetition Taxes and Fees, whether those checks or electronic fund transfers were presented prior to or after the Petition Date, and to make other transfers provided that sufficient funds are available in the applicable account to make such payments. The Debtors represent that each of these checks and transfers can be readily identified as relating directly to the authorized payment of prepetition Taxes and Fees. Accordingly, the Debtors believe checks and transfers, other than those relating to authorized payments, will not be honored inadvertently.

26. Nothing in this Motion should be construed as impairing the Debtors' rights to contest the validity, amount or priority of any Taxes and Fees that may be owed to or asserted by any Government Authority, and the Debtors expressly reserve all of their rights with respect thereto.

27. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interests of their estates and creditors and should be granted in all respects.

**BANKRUPTCY RULE 6003 SATISFIED AND**  
**REQUEST FOR WAIVER OF STAY**

28. The Debtors further submit that because the relief requested in this Motion is necessary to avoid immediate and irreparable harm to the Debtors for the reasons set forth herein and in the First Day Declaration, Bankruptcy Rule 6003 has been satisfied and the relief requested herein should be granted.

29. Specifically, Bankruptcy Rule 6003 provides:

Except to the extent that relief is necessary to avoid immediate and irreparable harm, the court shall not, within 21 days after the filing of the petition, grant relief regarding the following: . . . (b) a Motion to use, sell, lease, or otherwise incur an obligation regarding property of the estate, including a Motion to pay all or part of a claim that arose before the filing of the petition, but not a Motion under Rule 4001.

Fed. R. Bankr. P. 6003.

30. The Third Circuit Court of Appeals has interpreted language similar to that used in Bankruptcy Rule 6003 in the context of preliminary injunctions. In that context, irreparable harm has been interpreted as a continuing harm that cannot be adequately redressed by final relief on the merits and for which money damages cannot provide adequate compensation. *See, e.g., Norfolk S. Ry. Co. v. City of Pittsburgh*, 235 Fed. Appx. 907, 910 (3d Cir. 2007) (citing *Glasco v. Hills*, 558 F.2d 179, 181 (3d Cir. 1977)). Further, the harm must be shown to be actual and imminent, not speculative or unsubstantiated. *See, e.g., Acierno v. New Castle County*, 40 F.3d 645, 653-55 (3d Cir. 1994).

31. As discussed above, if the Taxes and Fees are not paid, the Government Authorities may assert that the Debtors' directors and officers are personally liable if the Debtors fail to meet their obligations to remit such Taxes and Fees. Furthermore, the Government Authorities could initiate audits for failure to pay the Taxes and Fees, file liens, prevent the Debtors from conducting business in applicable jurisdictions and/or seek to lift the automatic stay. Thus, if the relief requested in this Motion is not granted, the Debtors potentially would have to devote resources to respond to a government audit, defend their directors and officers or take some other action, all of which would cause the Debtors' estates immediate and irreparable harm by disrupting the Debtors' operations, these Chapter 11 Cases and the value of the Debtors' estates. Moreover, the Government Authorities will assess substantial, irreversible penalties for failure to pay certain Taxes and Fees, which will have to be paid in cash and in full as priority claims, and can also create or perfect liens for failure to pay any Taxes or Fees. Accordingly, the Debtors respectfully submit they have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003 and seek authority to pay prepetition Taxes and Fees as set forth in this Motion.

32. The Debtors further seek a waiver of any stay of the effectiveness of the order approving this Motion. Pursuant to Rule 6004(h) of the Bankruptcy Rules, "[an] order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of fourteen (14) days after entry of the order, unless the court orders otherwise." As set forth above, the relief requested herein is essential to prevent irreparable damage to the Debtors' operations and going-concern value.

33. Accordingly, the relief requested herein is appropriate under the circumstances and under Bankruptcy Rule 6003 and 6004(h).

**NOTICE AND NO PRIOR REQUEST**

34. Notice of this Motion has been given to the following parties or, in lieu thereof, to their counsel, if known: (a) the Office of the United States Trustee for the District of Delaware; (b) each of the Debtors' creditors holding the thirty (30) largest unsecured claims as set forth in the consolidated list filed with the Debtors' petitions; (c) the Lenders; (d) the United States Department of Justice; (e) all parties who have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002; and (f) the Government Authorities listed on "**Exhibit 1**" hereto. In light of the nature of the relief requested in this Motion, the Debtors respectfully submit that no further notice is necessary.

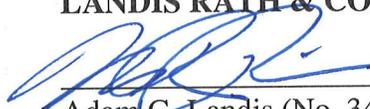
35. No prior request for the relief sought in this Motion has been made to this or any other court.

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WHEREFORE, for the reasons set forth herein and in the First Day Declaration, the Debtors respectfully request that this Court enter an order, substantially in the form attached hereto, (a) authorizing the Debtors to pay unpaid Taxes and Fees owed to certain Government Authorities; (b) authorizing financial institutions to receive, process, honor, and pay all related checks and electronic payment requests for payment of the Taxes and Fees; and (c) granting such other and further relief as is just and proper.

Dated: November 14, 2019  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**



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

# **Exhibit 1**

# **Exhibit 1**

**EXHIBIT 1**  
**List of Government Authorities\***

\*While the Debtors have exercised their reasonable best efforts to list all of the Government Authorities, it is possible that certain Government Authorities may have been inadvertently omitted from this list. The Debtors request that any order granting the relief requested herein apply to any Government Authorities that have been inadvertently omitted.

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
OH DEPARTMENT OF TAXATION	PO BOX 347			COLUMBUS	OH	43216
JOHN K WEINSTEIN, ALLEGHENY COUNTY TREASURER	ROOM 217 COURTHOUSE	436 GRANT STREET		PITTSBURGH	PA	15219
DEPARTMENT OF FINANCE AND ADMINISTRATION	1509 W 7TH ST			LITTLE ROCK	AR	72201
CITY OF CHICAGO	121 N LASALLE STREET	7TH FLOOR		CHICAGO	IL	60602
CITY OF KANSAS CITY	CITY HALL, 2ND FLOOR	414 E 12TH ST.		KANSAS CITY	MO	64106
CITY OF OMAHA	1819 FARNAM ST	RM H-10		OHAHA	NE	68183
CITY OF PHILADELPHIA	MUNICIPAL SERVICES BUILDING	1401 JFK BLVD		PHILADELPHIA	PA	19102
CITY OF COLUMBUS	INCOME TAX DIVISION	77 N FRONT STREET	2ND FLOOR	COLUMBUS	OH	43215
PENNSYLVANIA DEPARTMENT OF REVENUE	1846 BROOKWOOD ST			HARRISBURG	PA	17104
CT DEPARTMENT OF LABOR	20 FOLLY BROOK BLVD			WETHERSFIELD	CT	06109
COOK COUNTY REVENUE DEPARTMENT	118 N CLARK ST #1160			CHICAGO	IL	60602
BEXAR COUNTY TAX ASSESSOR	VISTA VERDE PLAZA BUILDING	233 N PECOS LA TRINIDAD		SAN ANTONIO	TX	78207
MISSOURI DEPARTMENT OF REVENUE	HARRY S TRUMAN STATE OFFICE BUILDING	301 WEST HIGH STREET		JEFFERSON CITY	MO	65101

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
CT DEPARTMENT OF REVENUE	450 COLUMBUS BLVD	SUITE 1		HARTFORD	CT	06103
DALLAS COUNTY TEXAS	1201 ELM STREET	SUITE 2600		DALLAS	TX	75270
FL DEPARTMENT OF BUSINESS & PROFESSIONAL REGULATION	2601 BLAIR STONE RD			TALLAHASSEE	FL	32399
FLORIDA DEPARTMENT OF REVENUE	5050 WEST TENNESSEE ST			TALLAHASSEE	FL	32399
TOWNSHIP OF GLASTONBURY	2155 MAIN STREET	PO BOX 6523		GLASTONBURY	CT	06033
CITY OF GRAND RAPIDS	INCOME TAX DEPARTMENT	CITY HALL	300 MONROE AVE NW 3RD FLOOR	GRAND RAPIDS	MI	49503
TREASURER HAMILTON COUNTY	COUNTY ADMINISTRATION BUILDING	138 EAST COURT STREET		CINCINNATI	OH	45202
ILLINOIS DEPARTMENT OF EMPLOYMENT SECURITY	4314 S. COTTAGE GROVE AVENUE			CHICAGO	IL	60653
ILLINOIS DEPARTMENT OF REVENUE	JAMES R THOMPSON CENTER - 7TH FLOOR	100 WEST RANDOLPH STREET		CHICAGO	IL	60601
INDIANA DEPARTMENT OF REVENUE	100 N SENATE AVE			INDIANAPOLIS	IN	46204
DEPARTMENT OF THE TREASURY	INTERNAL REVENUE SERVICE			CINCINNATI	OH	45999
JACKSON COUNTY MISSOURI	JACKSON COUNTY COURTHOUSE	415 E 12TH STREET		KANSAS CITY	MO	64106
JOHNSON COUNTY KANSAS	111 S CHERRY ST			OLATHE	KS	66061

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
KANSAS DEPARTMENT OF REVENUE	SCOTT STATE OFFICE BUILDING	120 SE 10TH AVENUE		TOPEKA	KS	66612-1103
MIAMI DADE COUNTY	STEPHEN P CLARK CENTER	111 NW 1ST STREET	SUITE 2620	MIAMI	FL	33128
MI DEPARTMENT OF LABOR AND ECONOMIC OPPORTUNITY	UIA	BANKRUPTCY UNIT	3024 W GRAND BLVD STE 12-100	DETROIT	MI	48202
MO DEPARTMENT OF LABOR	PO BOX 59			JEFFERSON CITY	MO	65104-0059
NE DEPARTMENT OF LABOR	1313 FARNAM STREET	ROOM 200		OMAHA	NE	68102
NE DEPARTMENT OF REVENUE	1313 FARNAM STREET	ROOM 100		OMAHA	NE	68102
NJ DIVISION OF TAXATION	50 BARRACK ST			TRENTON	NJ	08608
STATE OF NJ DEPT OF LABOR AND WORKFORCE DEVELOPMENT	PO BOX 379			TRENTON	NJ	
NEW YORK STATE DEPARTMENT OF LABOR	75 VARICK ST			NEW YORK	NY	10013
NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE	BANKRUPTCY SECTION	PO BOX 5300		ALBANY	NY	12205
OHIO DEPARTMENT OF JOB AND FAMILY SERVICES	4200 EAST FIFTH AVE			COLUMBUS	OH	43219
CITY OF PHILADELPHIA	1515 ARCH STREET	12TH FLOOR		PHILADELPHIA	PA	19102
PLATTE COUNTY COLLECTOR	SHIELA PALMER, COLLECTOR	415 3RD STREET, ROOM 212		PLATTE CITY	MO	64079

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
REGIONAL INCOME TAX AGENCY	10107 BRECKSVILLE RD			BRECKSVILLE	OH	44141
RAMSEY BOROUGH TAX COLLECTOR	33 N CENTRAL AVE			RAMSEY	NJ	07446
ST LOUIS COUNTY	41 SOUTH CENTRAL AVE			CLAYTON	MO	63105
TEXAS COMPTROLLER OF PUBLIC ACCOUNTS	PO BOX 13528	CAPITAL STATION		AUSTIN	TX	78711-3528
MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS	OTTAWA BUILDING	611 W OTTAWA	PO BOX 30004	LANSING	MI	48909
TEXAS ALCOHOLIC BEVERAGE COMMISSION	PO BOX 13127			AUSTIN	TX	78711
TOWN OF HEMPSTEAD	ONE WASHINGTON STREET			HEMPSTEAD	NY	11550
TEXAS WORKFORCE COMMISSION	101 E 15TH STREET			AUSTIN	TX	78778
VIRGINIA DEPARTMENT OF TAXATION	1957 WESTMORELAND ST			RICHMOND	VA	23230
VIRGINIA EMPLOYMENT COMMISSION	703 E MAIN STREET			RICHMOND	VA	23219
WISCONSIN DEPARTMENT OF REVENUE	2135 RIMROCK RD			MADISON	WI	53708
STATE OF WISCONSIN	DEPARTMENT OF WORKFORCE DEVELOPMENT	201 E WASHINGTON AVE		MADISON	WI	53703
TOWNSHIP OF WOODBRIDGE	1 MAIN STREET			WOODBRIDGE	NJ	07095
WEST VIRGINIA STATE TREASURER'S OFFICE	1900 KANAWHA BLVD	CAPITAL COMPLEX BUILDING #1	ROOM E-145	CHARLESTON	WV	25305

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
TARRANT COUNTY, TEXAS	100 E WEATHERFORD			FORT WORTH	TX	76196
MICHIGAN DEPARTMENT OF TREASURY	COLLECTION DIVISION	PO BOX 30199		LANSING	MI	48909-7699
CITY OF WHEATON	303 W WESLEY	PO BOX 727		WHEATON	IL	60187
CITY OF FAIRVIEW HEIGHTS	10025 BUNKUM ROAD			FAIRVIEW HEIGHTS	IL	62208
CITY OF FAIRWAY	5252 BELINDER			FAIRWAY	KS	66205
CITY OF PHILADELPHIA	DEPARTMENT OF FINANCE	PO BOX 56318		PHILADELPHIA	PA	19130
KANSAS CITY POWER & LIGHT	PO BOX 219330			KANSAS CITY	MO	64121-9330
CITY OF GENEVA	15 SOUTH FIRST ST			GENEVA	IL	60134
MT LEBANON PA	102 RAHWAY ROAD			MCMURRAY	PA	15317-3349
BOROUGH OF HASBROUCK HEIGHTS	320 BOULEVARD			HASBROUCK HEIGHTS	NJ	07604
BOROUGH OF PARAMUS	OFFICE OF MUNICIPAL CLERK	ONE JOCKISH SQUARE		PARAMUS	NJ	07652
CAMDEN COUNTY TREASURER	DIV OF ENVIR HEALTH & CONSUMER SERV - DIPIERO CENTER	512 LAKELAND RD - STE 301		BLACKWOOD	NJ	08012
CHERRY HILL TOWNSHIP	820 MERCER ST	PO BOX 5002		CHERRY HILL	NJ	08002
CITY OF BAYONNE	HEALTH DEPT	630 AVENUE C - RM 18		BAYONNE	NJ	07002
CITY OF NEW BRUNSWICK	WATER UTILITY NJ 08903	PO BOX 269		NEW BRUNSWICK	NJ	08903
COMMISSIONER OF HEALTH SERVICES	360 YAPHANK AVE	FOOD CONTROL SUITE 2A		YAPHANK	NY	11980
DONALD X. CLAVIN, JR., RECEIVER OF TAXES	200 NORTH FRANKLIN ST			HEMPSTEAD	NY	11550

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
METUCHEN AREA CHAMBER OF COMMERCE	323 MAIN STREET	STE B		METUCHEN	NJ	08840
SECAUCUS BOARD OF HEALTH	1203 PATERSON PLANK RD			SECAUCUS	NJ	07094
ST OF NJ DEPT OF LABOR & WORKFORCE DEVELOP	BUREAU OF BOILER & PRESSURE VESSEL COMPLIANCE	PO BOX 392		TRENTON	NJ	08625
STATE OF NEW JERSEY	DEPT OF LABOR WORKFORCE DEVELOPMENT	PO BOX 392		TRENTON	NJ	08625
STATE OF NJ DCA BFCE- DORES	PO BOX 663			TRENTON	NJ	08646
TOWN OF BABYLON	BLDG DIV /SIGN PERMITS SECTION	200 EAST SUNRISE HWY		LINDENHURST	NY	11757
TOWN OF HEMPSTEAD	DEPT OF BUILDINGS	1 WASHINGTON STREET		HEMPSTEAD	NY	11550- 4923
TOWN OF SECAUCUS	MUNICIPAL GOVERNMENT CENTER			SECAUCUS	NJ	07094
TOWNSHIP OF BRICK	OCEAN COUNTY NEW JERSEY	401 CHAMBERS BRIDGE RD		BRICK	NJ	08723
TOWNSHIP OF BRIDGEWATER	100 COMMON WAY			BRIDGEWATER	NJ	08807
TOWNSHIP OF FAIRFIELD TAX OFFICE	230 FAIRFIELD RD			FAIRFIELD	NJ	07004
TOWNSHIP OF LAWRENCE	OFFICE OF THE MUNICIPAL CLERK	2207 LAWRENCE RD		LAWRENCE TOWNSHIP	NJ	08648
TOWNSHIP OF PARSIPPANY- TROY HILLS	3339 ROUTE 46			PARSIPPANY	NJ	07054
TOWNSHIP OF WEEHAWKEN	MUNICIPAL BUILDING	400 PARK AVE		WEEHAWKEN	NJ	07086

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
TOWNSHIP OF WEST CALDWELL	HEALTH DEPT	30 CLINTON RD		WEST CALDWELL	NJ	07006
TOWNSHIP OF WOODBRIDGE (POLICE)	POLICE FALSE ALARM DEPARTMENT	1 MAIN ST		WOODBIDGE	NJ	07095
TOWNSHIP OF PARSIPPANY - LICENSE	TROY HILLS HEALTH DEPARTMENT	1130 KNOLL RD		LAKE HIAWATHA	NJ	07034
WOODBIDGE TOWNSHIP	WOODBIDGE TOWNSHIP MEMORIAL MUNICIPAL BLDG	ONE MAIN ST		WOODBIDGE	NJ	07095
CITY TREASURER LICENSE SECTION	750 PIEDMONT,SOUTH ENTRANCE			COLUMBUS	OH	43224
WISCONSIN DEPARTMENT OF REVENUE	PO BOX 8960			MADISON	WI	53708-8960
ANDREA LEA, AUDITOR OF STATE	UNCLAIMED PROPERTY DIVISION	1401 WEST CAPITOL AVENUE SUITE 325		LITTLE ROCK	AR	72201
STATE OF INDIANA	DIVISION OF UNCLAIMED PROPERTY	35 SOUTH PARK BLVD		GREENWOOD	IN	46143
KANSAS CITY HEALTH DEPARTMENT	2400 TROOST AVE STE 3200			KANSAS CITY	MO	64108
JACKSON COUNTY COLLECTOR	PO BOX 219747			KANSAS CITY	MO	64121-9747
TREASURER STATE OF CONNECTICUT	SHAWN T. WOODEN	55 ELM STREET		HARTFORD	CT	06106
KANSAS ALCOHOLIC BEVERAGE CONTROL	MILLS BUILDING	109 SW 9TH STREET, 5TH FLOOR	PO BOX 3506	TOPEKA	KS	66601-3506
ST LOUIS COUNTY	100 NORTH 5TH AVENUE WEST			DULUTH	MN	55802
CITY OF DALLAS	7901 GOFORTH ROAD			DALLAS	TX	75238
VILLAGE OF ORLAND PARK	PO BOX 74713			CHICAGO	IL	60694-4713
CITY OF CREVE COEUR	300 N NEW BALLAS RD			CREVE COEUR	MO	63141

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
KANSAS CITY CONVENTION & VISITORS ASSOC	C/O VISIT KC	1321 BALTIMORE AVE		KANSAS CITY	MO	64105
CITY OF NAPERVILLE	400 S EAGLE ST	P.O. BOX 3020		NAPERVILLE	IL	60566-7020
TREASURER OF VIRGINIA	MANJU GANERIWALA	101 NORTH 14TH STREET		RICHMOND	VA	23219
WISCONSIN DEPARTMENT OF REVENUE	PO BOX 930208			MILWAUKEE	WI	53293-0208
CITY OF OLATHE	100 E SANTA FE ST.			OLATHE	KS	66061-3409
CITY OF LEE'S SUMMIT	MAYOR WILLIAM A. BAIRD	220 SE GREEN ST.		LEE'S SUMMIT	GA	64063
COMMONWEALTH OF PA	UNITED INDUSTRIAL PARK	98 VANADIUM ROAD BLDG D		BRIDGEVILLE	PA	15017
TOWNSHIP OF CRANBERRY	P.O. BOX 6075			HERMITAGE	PA	16148-1075
CITY OF SELMA	9375 CORPORATE DRIVE			SELMA	TX	78154
CREVE COEUR-OLIVETTE CHAMBER OF COMMERCE	10950 OLIVE BLVD., STE. #101			CREVE COEUR	MO	63141
TOWN OF GLASTONBURY	P.O. BOX 6523			GLASTONBURY	CT	06033
KANSAS STATE TREASURER	900 SW JACKSON ST. SUITE 201			TOPEKA	KS	66612-1235
STATE OF MICHIGAN	430 W. ALLEGAN STREET			LANSING	MI	48922
MO STATE TREASURER	PO BOX 1272			JEFFERSON CITY	MO	65102-1272
TX STATE COMPROLLER	UNCLAIMED PROPERTY DIVISION	PO BOX 12019		AUSTIN	TX	78711-2019

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
DELTA TOWNSHIP TREASURER	7710 W SAGINAW HIGHWAY			LANSING	MI	48917
CITY OF GARLAND	PO BOX 461508			GARLAND	TX	75046- 1508
CITY OF DALLAS	CITY HALL, 2D SOUTH			DALLAS	TX	75277
CITY OF PARKRIDGE	FINANCE DEPT. - BARB	505 BUTLER PLACE		PARK RIDGE	IL	60068
CITY OF PARK RIDGE	505 BUTLER PLACE			PARK RIDGE	IL	60068- 4182
CITY OF CHICAGO DEPT. OF BUSINESS AFFAIRS & LICENSING	121 N. LASALLE STREET	ROOM 800		CHICAGO	IL	60602
DUPAGE COUNTY PUBLICWORKS	PO BOX 4751			CAROL STREAM	IL	60197
CITY OF OVERLAND PARK	8500 ANTIOCH			OVERLAND PARK	KS	66212
INDIANA ALCOHOLIC TOBACCO COMMISSION	INDIANA GOVERNMENT CENTER SOUTH, ROOM E- 114	302 W. WASHINGTON STREET		INDIANAPOLIS	IN	46204
KANSAS DEPT OF AGRICULTURE	RECORDS CENTER-FOOD SAFETY	1320 RESEARCH PARK DR		MANHATTAN	KS	66502
NOBLESVILLE CHAMBER OF COMMERCE	601 E CONNER ST			NOBLESVILLE	IN	46060
VIRGINIA DEPARTMENT OF TAXATION	PO BOX 27407			RICHMOND	VA	23261
GREGORY F.X. DALY, COLLECTOR OF REVENUE	EARNINGS TAX DIVISION	PO BOX 66966		ST. LOUIS	MO	63166- 8966
CITY OF GARLAND	PO BOX 469002			GARLAND	TX	75046- 9002
HAMILTON COUNTY TREASURER	HISTORIC COURTHOUSE	33 N 9TH ST STE 112		NOBLESVILLE	IN	46060
MICHIGAN STATE DISBURSEMENT UNIT	PO BOX 30350			LANSING	MI	48909- 7850

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
CITY OF SAN ANTONIO	FSD-REVENUE COLLECTIONS	PO BOX 60		SAN ANTONIO	TX	78291- 0060
CITY TREASURER	PO BOX 182158			COLUMBUS	OH	43218- 2158
CLERK OF HAMILTON COUNTY	ONE HAMILTON COUNTY SQUARE, SUITE 106			NOBLESVILLE	IN	46060
US DEPT. OF EDUCATION	PO BOX 790356			ST LOUIS	MO	63179- 0356
ALLEGHENY COUNTY HEALTH DEPT	FEE AND PERMITS SECTION	542 4TH AVENUE		PITTSBURG	PA	15219- 2111
CITY OF DES PERES	12325 MANCHESTER RD.			DES PERES	MO	63131
BEXAR COUNTY	100 DOLOROSA			SAN ANTONIO	TX	78205
CITY OF LIVE OAK	8001 SHIN OAK DR			LIVE OAK	TX	78233
GENEVA CHAMBER OF COMMERCE	8 S. THIRD STREET			GENEVA	IL	60134
CITY OF FORT WORTH	PO BOX 961003			FORT WORTH	TX	76161- 0003
SCHERTZ CHAMBER OF COMMERCE	PO BOX 564	1730 SCHERTZ PARKWAY		SCHERTZ	TX	78154
FLORIDA STATE DISBURSEMENT UNIT	PO BOX 8500			TALLAHASSEE	FL	32314- 8500
LEAWOOD CHAMBER OF COMMERCE	13451 BRIAR DR	#201		LEAWOOD	KS	66209
MIAMI-DADE COUNTY TAX COLLECTOR	P.O. BO X 13701			MIAMI	FL	33101- 3701
MIAMI-DADE COUNTY FLORIDA	CONVENTION AND TOURIST TAX SECTION	PO BOX 10099		MIAMI	FL	33101- 0099
KANSAS DEPARTMENT OF LABOR	417 SW JACKSON STREET			TOPEKA	KS	66603
CITY OF GRAND RAPIDS TREASURER	300 MONROE AVE. NW, RM 220			GRAND RAPIDS	MI	49503- 2296

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
GEORGIA OFFICE OF SECRETARY OF STATE	BRAD RAFFENSPERGER	214 STATE CAPITOL		ATLANTA	GA	30334
SECAUCUS OFFICE OF INSPECTIONS	1203 PATERSON PLANK RD			SECAUCUS	NJ	07094
CRANBERRY TOWNSHIP	2525 ROCHESTER RD STE 400			CRANBERRY TWP	PA	16066
US DEPT OF TREASURY	DEBT MANAGEMENT SERVICES	PO BOX 979101		ST LOUIS	MO	63197-9000
DEPARTMENT OF REVENUE SERVICES	PO BOX 2929			HARTFORD	CT	06104-2929
CITY OF OLATHE	FALSE ALARMS	PO BOX 768		OLATHE	KS	66051-0768
JOHNSON COUNTY TREASURER	P O BOX 2902			SHAWNEE MISSION	KS	66201-1302
CITY OF LEAWOOD	LICENSING DEPARTMENT	4800 TOWN CENTER DRIVE		LEAWOOD	KS	66211
STATE OF KANSAS - ACCOUNTING SERVICES	BROILER SAFETY	800 SW JACKSON, SUITE 104		TOPEKA	KS	66612
CITY OF FORT WORTH	200 TEXAS ST.			FORT WORTH	TX	76102
COUNTY OF FAIRFAX FIRE PREVENTION	12099 GOVERNMENT CENTER PKWY 3RD FLOOR			FAIRFAX	VA	22035
BUTLER COUNTY TOURISM & CONVENTION BUREAU	310 E. GRANDVIEW AVE			ZELIENOPLE	PA	16063
IRS	ACS SUPPORT - STOP 5050	PO BOX 219236		KANSAS CITY	MO	64121
ST CLAIR COUNTY COLLECTOR	CHARLES SUAREZ	PO BOX 23980		BELLEVILLE	IL	62223-0980
NAPERVILLE AREA CHAMBER OF COMMERCE	55 S. MAINE ST. STE 351			NAPERVILLE	IL	60540
CITY OF OMAHA	1819 FARNAM STREET	#1004		OMAHA	NE	68183

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
PARK RIDGE CHAMBER OF COMMERCE	720 GARDEN STREET			PARK RIDGE	IL	60068
HOLMDEL TOWNSHIP	4 CRAWFORDS CORNER RD			HOLMDEL	NJ	07733
MT LEBANON PA	710 WASHINGTON RD			PITTSBURGH	PA	15228
ST LOUIS POST-DISPATCH	ATTN: AD BILLING	900 TUCKER RD		ST LOUIS	MO	63101
STATE OF MICHIGAN	LIQUOR CONTROL COMMISSION	P O BOX 30005		LANSING	MI	48909
BATAVIA CHAMBER OF COMMERCE	106 W. WILSON STREET			BATAVIA	IL	60510
STATE CORPORATION COMMISSION	PO BOX 7621			MERRIFIELD	VA	22116
CAMDEN COUNTY REGIONAL CHAMBER OF COMMERCE	295 ROUTE 70 WEST			CHERRY HILL	NJ	08002
DOUGLAS COUNTY NEBRASKA	1819 FARNAM ST.	H08		OMAHA	NE	68183
TOWNSHIP OF MILLBURN	375 MILLBURN AVE			MILLBURN	NJ	07041
COUNTY OF EATON	1045 INDEPENDENCE BLVD			CHARLOTTE	MI	48813
SECRETARY OF STATE	P O BOX 29525			RALEIGH	NC	27626-0525
KANSAS DEPT OF LABOR	401 SW TOPEKA BLVD			TOPEKA	KS	66603-3186
NEBRASKA DEPT OF REVENUE	PO BOX 94818			LINCOLN	NE	68509-4818
VIRGINIA LABOR LAW POSTER SERVICE	7330 STAPLES MILL RD #402			RICHMOND	VA	23228
VIRGINIA ALCOHOLIC BEVERAGE CONRTOL AUTHORITY	P O BOX 27491			RICHMOND	VA	23261-7461

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
GLENDAL CHAMBER OF COMMERCE, INC.	P O BOX NO 170056			GLENDAL	WI	53217
CONNECTICUT DEPARTMENT OF REVENUE SERVICES	DEPARTMENT OF REVENUE SRVICES	450 COLUMBUS BLVD., STE 1		HARTFORD	CT	06103
DELAWARE DIVISION OF REVENUE BANKRUPTCY SERVICE	DIVISION OF REVENUE/BANKRUPTCY SERVICES	820 N. FRENCH STREET, 8TH FLOOR		WILMINGTON	DE	19801
STATE OF FLORIDA - DEPARTMENT OF REVENUE	BANKRUPTCY SECTION	PO BOX 6668		TALLAHASSEE	FL	32314-6668
ILLINOIS SECRETARY OF STATE	JESSE WHITE	213 STATE CAPITOL		SPRINGFIELD	IL	62756
ILLINOIS STATE TREASURER	LEGAL DEPT	JAMES R THOMPSON CENTER	100 W RANDOLPH ST SUITE 15-600	CHICAGO	IL	60601
KANSAS DEPT OF REVENUE	SECRETARY'S OFFICE	MILLS BUIDLING	109 SW 9TH STREET, 4TH FLOOR	TOPEKA	KS	66612
STATE OF MICHIGAN	DEPARTMENT OF TREASURY	CADILLAC PLACE, 10TH FLOOR	3030 W. GRAND BLVD., SUITE 10-200	DETROIT	MI	48202
MICHIGAN DEPT OF TREASURY	ATTN BANKRUPTCY DEPT	PO BOX 30741		LANSING	MI	48909
MICHIGAN DEPT OF TREASURY	ATTN LITIGATION LIAISON	AUSTIN BUILDING 2ND FLOOR	430 WEST ALLEGAN ST	LANSING	MI	48922
MISSOURI DEPARTMENT OF REVENUE	PO BOX 475			JEFFERSON CITY	MO	65105

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
NEBRASKA DEPT OF REVENUE	ATTN BANKRUPTCY UNIT	NEBRASKA STATE OFFICE BUILDING	301 CENTENNIAL MALL SOUTH	LINCOLN	NE	68508
NEBRASKA DEPT OF REVENUE	ATTN BANKRUPTCY UNIT	PO BOX 94818		LINCOLN	NE	68509-4818
STATE OF NEW JERSEY	BANKRUPTCY DEPT.	STATE OF NJ DIVISION OF TAXATION BANKRUPTCY	PO BOX 245	TRENTON	NJ	08695-0245
STATE OF NEW JERSEY	DEPARTMENT OF TREASURY	DIVISION OF TAXATION	50 BARRACK ST 1ST FL LOBBY	TRENTON	NJ	08695
NEW YORK STATE DEPT OF TAXATION AND FINANCE	ATTN OFFICE OF COUNSEL	BUILDING 9	WA HARRIMAN CAMPUS	ALBANY	NY	12227
ATTORNEY GENERAL OF THE STATE OF OHIO	OHIO ATTORNEY GENERAL MIKE DEWINE	30 E. BROAD ST., 14TH FLOOR		COLUMBUS	OH	43215
OHIO DEPT OF TAXATION	TAX COMMISSIONER'S OFFICE	30 EAST BROAD STREET, 22ND FLOOR		COLUMBUS	OH	43215
OHIO DEPT OF TAXATION	ATTN BANKRUPTCY DIVISION REBECCA DAUM	30 EAST BROAD STREET, 21ST FLOOR		COLUMBUS	OH	43215
PENNSYLVANIA DEPARTMENT OF REVENUE	BANKRUPTCY DIVISION	PO BOX 280946		HARRISBURG	PA	17128-0946
PENNSYLVANIA DEPT OF REVENUE	ATTN COMPLIANCE & BANKRUPTCY	STRAWBERRY SQUARE LOBBY		HARRISBURG	PA	17128-0101
TEXAS COMPTROLLER OF PUBLIC ACCOUNTS	ATTN BANKRUPTCY SECTION	LYNDON B JOHNSON STATE OFFICE BUILDING	111 EAST 17TH ST	AUSTIN	TX	78774

GOVERNMENT AUTHORITY	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP CODE
VIRGINIA DEPARTMENT OF TAXATION	VIRGINIA TAX	PO BOX 1115		RICHMOND	VA	23218-1115
WISCONSIN DEPARTMENT OF REVENUE	SPECIAL PROCEDURES UNIT	PO BOX 8906		MADISON	WI	53708-8906
WISCONSIN DEPARTMENT OF REVENUE	SPECIAL PROCEDURES UNIT	PO BOX 8901		MADISON	WI	53708-8901
VILLAGE OF ALGONQUIN	2200 HARNISH DRIVE			ALGONQUIN	ILLIN OIS	60102-5995

**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 (\_\_\_\_)

(Joint Administration Requested)

Ref. No. \_\_\_\_

**INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO PAY CERTAIN  
PREPETITION TAX AND FEE OBLIGATIONS AND (II) AUTHORIZING FINANCIAL  
INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS**

Upon the *Motion of the Debtors for Entry of an Order (I) Authorizing the Debtors to Pay Certain Prepetition Tax and Fee Obligations and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers* (the “Motion”)<sup>2</sup> and upon the First Day Declaration; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter an order consistent with Article III of the United States Constitution; and it appearing that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409;

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<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 (4948), Houlihan’s Texas Holdings, Inc. (5485), Houlihan’s Restaurants of Texas, Inc. (4948), JGIL Mill OP LLC (0741), JGIL Millburn, LLC (6071), JGIL Milburn Op LLC (N/A), JGIL, LLC (5485), JGIL Holding Corp. (N/A), JGIL Omaha, LLC (5485), HOP NJ NY, LLC (1106), HOP Farmingdale LLC (7273), HOP Cherry Hill LLC (5012), HOP Paramus LLC (5154), HOP Lawrenceville LLC (5239), HOP Brick LLC (4416), HOP Secaucus LLC (5946), HOP Heights LLC (6017), HOP Bayonne LLC (7185), HOP Fairfield LLC (8068), HOP Ramsey LLC (8657), HOP Bridgewater LLC (1005), HOP Parsippany LLC (1520), HOP Westbury LLC (2352), HOP Weehawken LLC (2571), HOP New Brunswick LLC (2637), HOP Holmdel LLC (2638), HOP Woodbridge LLC (8965), and Houlihan’s of Chesterfield, Inc. (5073). The Debtors’ corporate headquarters and the mailing address is 8700 State Line Road, Suite 100, Leawood, Kansas 66206.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Motion.

and it appearing that sufficient notice of the Motion has been given; and it appearing that the relief requested by the Motion is in the best interests of the Debtors' estates; and sufficient cause appearing therefor; it is hereby

ORDERED that the Motion is GRANTED as set forth herein on an interim basis; and it is further

ORDERED that the Debtors are authorized, but not directed, in their sole discretion to remit and pay to the Government Authorities up to a total of \$1.35 million in certain Taxes and Fees that accrued between January 2019 through and including the Petition Date on an interim basis; and it is further

ORDERED that the final hearing (the "Final Hearing") on the Motion will be held on \_\_\_\_\_, 2019 at \_\_\_\_\_ (prevailing Eastern Time). Any objections or responses to entry of a final order on the Motion must be filed on or before 4:00 p.m. (prevailing Eastern Time) on \_\_\_\_\_, 2019 and served on the following parties: (i) the Office of the United States Trustee (Attn: Jane M. Leamy, Esq.), J. Caleb Boggs Federal Building, 844 North King Street, Suite 2207, Wilmington, Delaware 19801; (ii) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801 (Attn: Kimberly A. Brown, Esq. and Matthew R. Pierce, Esq.) and (iii) counsel to any official committee. In the event no objections to entry of a final order on the Motion are timely received, this Court may enter such final order without need for the Final Hearing; and it is further

ORDERED that the Debtors are authorized, but not directed, to remit and pay to the Government Authorities Taxes and Fees in the ordinary course of business; and it is further

ORDERED that notwithstanding the relief granted herein and any action taken hereunder, nothing contained in this Order or any payment made pursuant to this Order shall constitute, nor

is it intended to constitute, an admission as to the validity, amount or priority of any claim against the Debtors or a waiver of the Debtors' rights to subsequently dispute any such claims; and it is further

ORDERED that all applicable banks and other financial institutions are hereby authorized to receive, process, honor, and pay any and all checks and funds transfers evidencing amounts paid by the Debtors pursuant to the Motion, whether presented or issued prior to or after the Petition Date. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Order; and it is further

ORDERED that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

ORDERED that Rule 6003 of the Bankruptcy Rules has been satisfied; and it is further

ORDERED that notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: November \_\_, 2019  
Wilmington, Delaware

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UNITED STATES BANKRUPTCY JUDGE

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 (\_\_\_\_)

(Joint Administration Requested)

Ref. No. \_\_\_\_\_

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO PAY CERTAIN  
PREPETITION TAX AND FEE OBLIGATIONS AND (II) AUTHORIZING FINANCIAL  
INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS**

Upon the *Motion of the Debtors for Entry of an Order (I) Authorizing the Debtors to Pay Certain Prepetition Tax and Fee Obligations and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers* (the "Motion")<sup>2</sup> and upon the First Day Declaration; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter an order consistent with Article III of the United States Constitution; and it appearing that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409;

<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 (4948), 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Motion.

and it appearing that sufficient notice of the Motion has been given; and it appearing that the relief requested by the Motion is in the best interests of the Debtors' estates; and sufficient cause appearing therefor; it is hereby

ORDERED that the Motion is GRANTED on a final basis as set forth herein; and it is further

ORDERED that the Debtors are authorized, but not directed, in their sole discretion to remit and pay to the Government Authorities up to a total of \$2.117 million in certain Taxes and Fees that accrued between January 2019 through and including the Petition Date; and it is further

ORDERED that the Debtors are authorized, but not directed, to remit and pay to the Government Authorities Taxes and Fees in the ordinary course of business; and it is further

ORDERED that notwithstanding the relief granted herein and any action taken hereunder, nothing contained in this Order or any payment made pursuant to this Order shall constitute, nor is it intended to constitute, an admission as to the validity, amount or priority of any claim against the Debtors or a waiver of the Debtors' rights to subsequently dispute any such claims; and it is further

ORDERED that all applicable banks and other financial institutions are hereby authorized to receive, process, honor, and pay any and all checks and funds transfers evidencing amounts paid by the Debtors pursuant to the Motion, whether presented or issued prior to or after the Petition Date. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Order; and it is further

ORDERED that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

ORDERED that Rule 6003 of the Bankruptcy Rules has been satisfied; and it is further

ORDERED that notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: \_\_\_\_\_, 2019  
Wilmington, Delaware

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE