

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

HRI HOLDING CORP., *et al.*¹

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

Hearing Date: September 16, 2020 at 3:00 p.m. (ET)

Objection Deadline: September 8, 2020 at 4:00 p.m. (ET)

MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER (I) APPROVING THE DISCLOSURE STATEMENT ON AN INTERIM BASIS; (II) SCHEDULING A COMBINED HEARING ON FINAL APPROVAL OF THE DISCLOSURE STATEMENT AND PLAN CONFIRMATION AND DEADLINES RELATED THERETO; (III) APPROVING THE SOLICITATION, NOTICE AND TABULATION PROCEDURES AND THE FORMS RELATED THERETO; AND (IV) GRANTING RELATED RELIEF

The above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), by and through their undersigned counsel, hereby submit this motion (the “Motion”) for entry of an order (the “Interim Approval and Procedures Order”), substantially in the form attached hereto as **Exhibit A** (the “Interim Approval and Procedures Order”) (i) approving the *Disclosure Statement for the Joint Chapter 11 Plan of HRI Holding Corp. and Its Debtor Affiliates* dated August 25, 2020 (including all exhibits thereto and as amended, supplemented or otherwise modified from time to time, the “Disclosure Statement”) on an interim basis; (ii) scheduling a combined hearing (the “Confirmation Hearing”) to consider (a) approval of the Disclosure

¹ 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 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



Statement on a final basis and (b) confirmation of the *Joint Chapter 11 Plan of HRI Holding Corp. and Its Debtor Affiliates* dated August 25, 2020 (including all exhibits thereto and as amended, supplemented or otherwise modified from time to time, the “Plan”),² both of which have been filed contemporaneously with this Motion; (iii) approving the solicitation, notice and tabulation procedures related to solicitation of the Plan and the forms related thereto; and (iv) granting related relief. In support of this Motion, the Debtors respectfully represent as follows:

PRELIMINARY STATEMENT

1. A summary of the key dates the Debtors seek to establish, subject to the Court’s availability, by the Interim Approval and Procedures Order are as follows (the “Solicitation Schedule”):

PROPOSED SOLICITATION SCHEDULE	
<u>EVENT</u>	<u>DATE</u>
Record Date	September 16, 2020, 2020 at 4:00 p.m. (Eastern Time) (or the date the Court enters the Interim Approval and Procedures Order)
Deadline to Serve the Notices and the Solicitation Package	September 23, 2020 (or within 5 business days following entry of the Interim Approval and Procedures Order)
Deadline to File Plan Supplement	October 16, 2020 at 4:00 p.m. (Eastern Time) (or 7 days prior to the deadline to object to confirmation)
Voting Deadline	October 23, 2020 at 11:59 p.m. (Eastern Time) (or 10 days prior to the Confirmation Hearing)
Deadline to Submit Opt-In Form	October 23, 2020 at 11:59 p.m. (Eastern Time) (or 10 days prior to the Confirmation Hearing)

Houlihan’s of Chesterfield, Inc. (5073). The Debtors’ corporate headquarters and the mailing address is 8700 State Line Road, Suite 100, Leawood, Kansas 66206.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan or the Disclosure Statement, as applicable.

PROPOSED SOLICITATION SCHEDULE	
<u>EVENT</u>	<u>DATE</u>
Deadline to Object to Confirmation of the Plan	October 23, 2020 at 4:00 p.m. (Eastern Time) (or 10 days prior to the Confirmation Hearing)
Deadline for Debtors to File Voting Report	October 29, 2020 at 4:00 p.m. (Eastern Time) (or 2 business days prior to the Confirmation Hearing)
Deadline for Debtors to File Confirmation Brief and/or Reply to any Plan or Disclosure Statement Objections	October 29, 2020 (or 2 business days prior to the Confirmation Hearing)
[Proposed] Confirmation Hearing	November 2, 2020

JURISDICTION AND VENUE

2. 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). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

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

4. The statutory predicates for the relief sought herein are sections 105, 502, 1123(a), 1124, 1125, 1126, and 1128 of title 11 of chapter 11 of the United States Code 11

U.S.C. §§ 101, *et seq.* (as amended or modified, the “Bankruptcy Code”); Bankruptcy Rules 2002, 3003, 3016, 3017, 3018, 3020, and 9006; and Local Rules 2002-1 and 3017-2.

GENERAL BACKGROUND

5. Prior to selling substantially all of their assets as discussed below, the Debtors owned and operated forty-seven (47) restaurants in fourteen (14) states as part of five (5) different restaurant concepts ranging from fine dining to upscale casual under the banners Houlihan’s Restaurant + Bar (“Houlihan’s”), J. Gilbert’s Wood-Fired Steak + Seafood, Bristol Seafood Grill (“Bristol”), Devon Seafood Grill (“Devon”), and Make Room for Truman. Additionally, the Debtors had twenty-three (23) franchised locations consisting of twenty-one (21) Houlihan’s, one (1) Devon and one (1) Bristol. Across their portfolio, the Debtors focused on consistency of brand image, serving top quality food and beverages with honest, Midwestern hospitality.

6. On November 14, 2019 (the “Petition Date”), the Debtors commenced the above-captioned chapter 11 cases (the “Chapter 11 Cases”) by each filing with the Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

7. 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 or examiner has been appointed in these Chapter 11 Cases.

8. On November 22, 2019, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors in the Chapter 11 Cases (the “Committee”) [D.I. 78].

9. 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 *Declaration of Matthew R. Manning in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings* [D.I. 2].

Sale of the Debtors' Assets

10. On December 21, 2019, the Court entered the *Order (A) Approving the Asset Purchase Agreement and Authorizing the Sale of Certain Assets of the Debtors Outside the Ordinary Course of Business, (B) Authorizing the Sale of Assets Free and Clear of All Liens and Claims, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Authorizing Distribution for the Lenders, and (E) Granting Related Relief* [D.I. 322] (the "Sale Order") approving, among other things, the sale (the "Sale") between the Debtors and Landry's LLC (the "Purchaser") pursuant to an asset purchase agreement (the "Agreement"). The Sale closed on December 30, 2019 (the "Closing Date").

11. Pursuant to the Agreement, certain assets were deemed excluded (each, a "Miscellaneous Asset" and, together, the "Miscellaneous Assets") including, but not limited to, miscellaneous equipment, certain liquor licenses and various types of other personal property that the Debtors no longer required following the Closing Date and cessation of their operations.

12. On February 26, 2020, the Court entered the *Order Approving Procedures Pursuant to Bankruptcy Code Sections 105(a), 363 and 554(a) and Federal Rules of Bankruptcy Procedure 6004, for the Sale of Certain Miscellaneous Assets Free and Clear of Liens, Claims and Encumbrances and to Approve the Sale or Abandonment of Certain Miscellaneous Assets and Granting Related Relief* [D.I. 499] approving procedures (the "Miscellaneous Asset Procedures") by which the Debtors are permitted to sell or abandon Miscellaneous Assets.

The Global Settlement

13. In connection with the Sale, the Debtors, the Prepetition Secured Lenders and the Committee entered into that certain term sheet attached as Exhibit C to the Sale Order (the

“Term Sheet”) resolving certain issues in these Chapter 11 Cases (the “Global Settlement”). Pursuant to the Global Settlement, the Prepetition Secured Lenders agreed to, among other things, (a) release their respective liens, claims and rights to any Retained Sale Proceeds and Identified Liquor License Proceeds with such amounts to be held and utilized for the benefit of the Debtors’ non-Prepetition Secured Lender creditors and (b) release their respective liens on the Excluded Liquor License Proceeds and have such proceeds be shared on a Pro Rata basis between (i) the Prepetition Secured Lenders on account of their Allowed Prepetition Secured Obligations Deficiency Claims and (ii) the holders of Allowed General Unsecured Claims. In return, upon the closing of the Sale to the Purchaser, the “Challenge Period” in the Final DIP Order terminated and the Committee was barred from seeking to challenge or otherwise object to the amount, validity, enforceability, priority, or extent of the Prepetition Secured Obligations or the liens of the Prepetition Secured Lenders on the Pre-Petition Collateral (as defined in the Final DIP Order) securing the Prepetition Secured Obligations Claims; *provided, however*, the Committee reserved the right to reconcile the final amount of the Prepetition Secured Obligations Deficiency Claims.

14. In connection with the Global Settlement, the Creditors’ Committee has obtained significant value for general unsecured creditors, who, given the Debtors’ capital structure, would likely receive no recovery or a substantially diminished recovery absent the substantial consideration provided by the Prepetition Secured Lenders pursuant to the Global Settlement. The Global Settlement ends potentially expensive, extensive and time-consuming litigation over the respective parties’ rights and interests in the Debtors’ assets, provides for an expedited and efficient wind down of the Debtors’ estates for the benefit of all stakeholders, provides a meaningful recovery to the Debtors’ general unsecured creditors, and provides the framework for the Plan.

Schedules & Statements, 341 Meeting and the Bar Dates

15. The Debtors filed their schedules of assets and liabilities (as amended or modified, the “Schedules”) and statements of financial affairs (as amended or modified, the “Statements”) and together with the Schedules, the “Schedules and Statements”) on December 12, 2019 and amended Schedules on January 30, 2020 [D.I. 368-408].

16. On December 19, 2019, the meeting of creditors was held pursuant to Bankruptcy Code section 341(a) (the “341 Meeting”), which was concluded by the U.S. Trustee on January 31, 2020 [D.I. 448].

17. On February 26, 2020, the Court entered the *Order Granting Motion of the Debtors for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Claim, (B) Approving the Form and Manner for Filing Proofs of Claim and (C) Approving Notice Thereof* [D.I. 498] (the “Bar Date Order”) establishing, among other things, April 1, 2020 as the general bar date and administrative bar date and May 12, 2020 as the governmental bar date (collectively, the “Bar Dates”).

THE PLAN AND DISCLOSURE STATEMENT

18. Contemporaneously with this Motion, the Debtors filed the Plan and the Disclosure Statement. The Plan is a liquidating plan within the purview of Local Rule 3017-2 as (i) substantially all of the Debtors assets have been liquidated, (ii) the Plan proposes to comply with section 1129(a)(9) of the Bankruptcy Code, (iii) the Plan does not seek approval of non-consensual releases, and (iv) the assets proposed to be distributed pursuant to the Plan total less than \$25 million.

19. In accordance with section 1126 of the Bankruptcy Code, the Plan contemplates classifying holders of Claims and Interests into certain Classes for all purposes, including with respect to voting rights, if any, as follows:

CLASS	CLAIM/INTEREST	STATUS	VOTING RIGHTS
1	Secured Tax Claims	Unimpaired	Deemed to Accept
2	Other Secured Claims	Unimpaired	Deemed to Accept
3	Other Priority Claims	Unimpaired	Deemed to Accept
4	Prepetition Secured Obligations Claims	Impaired	Entitled to Vote
5	General Unsecured Claims	Impaired	Entitled to Vote
6	Prepetition Secured Obligations Deficiency Claims	Impaired	Entitled to Vote
7	Subordinated Claims	Impaired	Deemed to Reject
8	Intercompany Interests	Impaired	Deemed to Reject
9	Interests in Holdco	Impaired	Deemed to Reject

20. As set forth above, Class 4 (Prepetition Secured Obligations Claims), Class 5 (General Unsecured Claims) and Class 6 (Prepetition Secured Obligations Deficiency Claims) are the only holders of Claims or Interests that are entitled to vote on the Plan (the “Voting Classes”). All other holders of Claims or Interests are not entitled to vote on the Plan because each such holder holds a Claim or Interest that is either (i) unimpaired and presumed to accept the Plan or (ii) impaired and deemed to reject the Plan.

21. The Debtors respectfully submit that the Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code; however, by this Motion, the Debtors seek only interim approval of the adequacy of the Disclosure Statement. At the Confirmation Hearing, the Debtors will seek final approval of the adequacy of the Disclosure Statement (as well as confirmation of the Plan).

HIGHLIGHTED PROVISIONS UNDER LOCAL RULE 3017-2(C)(II)

22. Local Rule 3017-2(c)(ii) requires the Debtors to highlight certain provisions included in the Plan and/or the Interim Approval and Procedures Order as follows:

- (a) Local Rule 3017-2(c)(ii)(A) requires the disclosure of provisions that seek consensual releases/injunctions with respect to claims creditors may hold against non-debtor parties. Article VIII.E. of the Plan provides for consensual third party releases of the Released Parties by holders of Claims and Interests who (i) are entitled to vote on the Plan and submit a

ballot and do not opt-out of such releases or (ii) submit an opt-in form indicating that such holder opts-in to such releases.

- (b) Local Rule 3017-2(c)(ii)(B) requires the disclosure of provisions that seek to release any claims the Debtors may have against non-debtor parties who are insiders of the Debtors. Article VIII.D. of the Plan provides for releases by the Debtors of the Released Parties, some of whom are insiders of the Debtors, except for claims based on or arising out of gross negligence, fraud or willful misconduct.
- (c) Local Rule 3017-2(c)(ii)(C) requires the disclosure of any provision that seeks an exemption under section 1146 of the Bankruptcy Code. Article IV.P. of the Plan provides for an exemption under the Bankruptcy Code from certain taxes and fees.

BASIS FOR RELIEF REQUESTED

A. Interim Approval of the Disclosure Statement is Appropriate

23. The Debtors submit that the Disclosure Statement contains adequate information as defined in section 1125 of the Bankruptcy Code. Accordingly, the Debtors request that the Court approve the Disclosure Statement (a) on an interim basis to permit the Debtors to use it in the solicitation process as described herein and (b) on a final basis at the Confirmation Hearing as part of the order confirming the Plan.

24. Pursuant to section 1125 of the Bankruptcy Code, the proponent of a proposed chapter 11 plan must provide “adequate information” regarding that plan to holders of impaired claims and interests entitled to vote on the plan. Specifically, section 1125(a)(1) of the Bankruptcy Code states, in relevant part:

“adequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan. . . . in determining whether a disclosure statement provides adequate information, the court shall consider the complexity of the case, the benefit of additional information to

creditors and other parties in interest, and the cost of providing additional information.

11 U.S.C. § 1125(a)(1).

25. The primary purpose of a disclosure statement is to provide all material information that creditors and interest holders affected by a proposed plan need to make an informed decision regarding the plan. *See, e.g., Century Glove, Inc. v. First Am. Bank of N.Y.*, 860 F.2d 94, 100 (3d Cir. 1988) (“[Section] 1125 seeks to guarantee a minimum amount of information to the creditor asked for its vote.”); *In re Monnier Bros.*, 755 F.2d 1336, 1341 (8th Cir. 1985); *In re Phoenix Petroleum Co.*, 278 B.R. 385, 392 (Bankr. E.D. Pa. 2001); *In re Unichem Corp.*, 72 B.R. 95, 97 (Bankr. N.D. Ill. 1987). Congress intended that informed judgments would be needed to both negotiate the terms of, and vote on, a plan. *Century Glove*, 860 F.2d at 100.

26. Bankruptcy courts have broad discretion in determining whether a disclosure statement contains adequate information based on the unique facts and circumstances of each case. *See Oneida Motor Freight, Inc. v. United Jersey Bank*, 848 F.2d 414, 417 (3d Cir. 1988) (“From the legislative history of § 1125 we discern that adequate information will be determined by the facts and circumstances of each case.”); *Lisanti v. Lubetkin (In re Lisanti Foods, Inc.)*, 329 B.R. 491, 507 (D. N.J. 2005), *aff’d*, 241 Fed. App’x. 1 (3d Cir. Aug. 2, 2007) (“Section 1125 affords the Court substantial discretion in considering the adequacy of a disclosure statement.”); *In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001) (“The general language of the statute and its surrounding legislative history make clear that the determination of what is adequate information is subjective and made on a case by case basis. This determination is largely within the discretion of the bankruptcy court.”) (internal quotations omitted).

27. In making a determination about the adequacy of the information, courts will typically look at whether the disclosure statement contains information such as:

- a. the circumstances that gave rise to the filing of the bankruptcy petition;
- b. a description of the available assets and their value;
- c. the anticipated future of the debtor;
- d. the source of the information provided in the disclosure statement;
- e. the condition and performance of the debtor while in chapter 11;
- f. claims against the debtor's estate;
- g. a liquidation analysis setting forth the estimated return that creditors would receive if the debtor's case was converted to a case under chapter 7 of the Bankruptcy Code;
- h. the accounting and valuation methods used to produce the financial information in the disclosure statement;
- i. the future management of the debtor, including the amount of compensation to be paid to any insiders, directors and/or officers of the debtor;
- j. a summary of the chapter 11 plan;
- k. an estimate of all administrative expenses, including attorneys' fees and accountants' fees;
- l. the collectability of any accounts receivable;
- m. any financial information, including financial valuations or *pro forma* projections that would be relevant to creditors' determinations of whether to accept or reject the plan;
- n. the risks to creditors and interest holders under the plan;
- o. the actual or projected value that can be obtained from avoidable transfers;
- p. the existence, likelihood and possible success of non-bankruptcy litigation; and
- q. the tax consequences of the plan.

See In re Scioto Valley Mortgage Co., 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988); *see also In re Source Enters.*, 2007 Bankr. LEXIS 4770, *7-8 (Bankr. S.D.N.Y. July 31, 2007) (using similar list); *Phoenix Petroleum*, 278 B.R. at 393 (citing similar factors that courts have used to determine the adequacy of information contained in disclosure statements, while cautioning that “no one list of categories will apply in every case.”).

28. Here, the Disclosure Statement contains adequate, if not ample, information to allow the holders of Claims and Interests to make an informed judgment regarding the Plan. The Disclosure Statement is the product of the Debtors’ extensive review and analysis of their business, assets and liabilities, and circumstances leading to these Chapter 11 Cases. Additionally, the Disclosure Statement contains detailed information regarding: (i) the terms of the Plan; (ii) the classification and treatment of holders of all Classes of Claims and Interests; (iii) the effect of the Plan on holders of Claims and Interests and other parties in interest thereunder; (iv) certain risk factors to consider that may affect the Plan; (v) certain tax issues related to the Plan and distributions; and (vi) the means for implementation of the Plan. Additionally, Exhibit B to the Disclosure Statement provides the Debtors’ liquidation analysis, which illustrates that creditors are estimated to receive more under the proposed Plan than if the Debtors’ cases were converted to cases under chapter 7 of the Bankruptcy Code. Accordingly, the Debtors believe that the Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code and contains more than sufficient information for a hypothetical reasonable investor to make an informed judgment about the Plan. Thus, the Debtors submit that the Disclosure Statement should be approved. Through this Motion, the Debtors seek only interim approval of the Disclosure Statement. At the Confirmation Hearing, the Debtors will seek final approval of the adequacy of the Disclosure Statement and confirmation of the Plan.

B. A Combined Hearing Is Appropriate in These Circumstances

29. Section 1128 of the Bankruptcy Code provides that “[a]fter notice, the court shall hold a hearing on confirmation of a plan” and that “[a] party in interest may object to confirmation of a plan.” 11 U.S.C. § 1128; *see also* Fed. R. Bankr. P. 3017(c).³ Section 105 of the Bankruptcy Code expressly authorizes the Court to “issue an order... that... provides that the hearing on approval of the disclosure statement may be combined with the hearing on confirmation of the plan” where the Court deems a combined hearing to be “appropriate to ensure that the case is handled expeditiously and economically.” *See* 11 U.S.C. § 105(d)(2)(B)(vi); *see also In re Gulf Coast Oil Corp.*, 404 B.R. 407, 425 (Bankr. S.D. Tex. 2009) (“Section 1125(f) authorizes combined plans and disclosure statements in small business cases and § 105(d) authorizes the court to combine them in other cases.”); *In re Luminent Mortgage Capital Inc.*, Case No. 08-21389 (Bankr. D. Md. May 15, 2009). Local Rule 3017-2(a) sets forth the conditions under which a combined hearing is ordinarily permissible.

30. Pursuant to this authority, courts in this District have combined hearings on approval of disclosure statements and confirmation of plans in chapter 11 cases that were neither small business cases nor prepackaged cases. *See, e.g., In re RMBR Liquidation Inc.*, Case No. 19-10234 (KG) (Bankr. D. Del. May 7, 2019); *In Re Venoco, LLC*, Case No. 17-10828 (KG) (Bankr. D. Del. Mar. 23, 2018); *In re Terravia Holdings, Inc.*, Case No. 17-11655 (CSS) (Bankr. D. Del. Nov. 16, 2017); *In re DNIB Unwind, Inc. (f/k/a BIND Therapeutics, Inc.)*, Case No. 16-11084 (BLS) (Bankr. D. Del. Sept. 26, 2016); *In re JMO Wind Down, Inc.*, Case No. 16-10682 (BLS) (Bankr. D. Del. Oct. 21, 2016); *In re SDI Solutions LLC*, Case No. 16-10627 (CSS) (Bankr. D. Del. May 24, 2016); *In re Nuo Therapeutics, Inc.*, Case No. 16-10192 (MFW)

³ Bankruptcy Rule 3017(c) provides that “[o]n or before approval of the disclosure statement, the court . . . may fix a date for the hearing on confirmation.” Fed. R. Bankr. P. 3017(c).

(Bankr. D. Del. Mar. 29, 2016); *In re Hipcricket, Inc.*, Case No. 15-10104 (LSS) (Bankr. D. Del. Mar. 31, 2015).

31. Consistent with the foregoing authority, the Debtors respectfully request that the Court consolidate the hearing to consider approval of the Disclosure Statement and confirmation of the Plan at the single Confirmation Hearing. The Debtors submit that Local Rule 3017-2 applies because substantially all of the Debtors' assets were sold pursuant to a sale under section 363 of the Bankruptcy Code and any remaining assets have been or will be liquidated under the Plan. *See* Del. Bankr. L.R. 3017-2(a). Moreover, the Plan complies with section 1129(a)(9) of the Bankruptcy Code and does not seek non-consensual releases or injunctions with respect to claims creditors may hold against non-debtor parties. Finally, the Debtors' combined assets to be distributed under the Plan are estimated, in good faith, to be worth less than \$25 million.

32. Additionally, the Debtors submit that a combined hearing will streamline and expedite the confirmation process, which will inure directly to the benefit of the Debtors' estates and their creditors by hastening the implementation of the Plan and limiting the amount of time the Debtors remain in chapter 11. Exiting Chapter 11 as expeditiously and efficiently as possible is paramount to the Debtors' success as they are funding the plan process with cash collateral and not debtor-in-possession financing. A combined hearing will spare the Debtors from additional administrative expenses associated with a two-stage process and promote judicial efficiency and economy.

C. The Court Should Approve the Setting of Certain Dates Related to Confirmation of the Plan

33. The Debtors request that the Court approve the setting of certain dates described herein in accordance with section 1126(c) of the Bankruptcy Code, Bankruptcy Rules 3017 and 3018 and Local Rule 3017-2 and approve certain limited relief from Local Rule 3017-2(f).

The Record Date

34. Bankruptcy Rule 3017(d) provides that for purposes of seeking confirmation of a plan, “creditors and equity security holders shall include holders of stock, bonds, debentures, notes, and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes.

35. In order to comply with the Bankruptcy Code and to ensure there is no confusion over who is entitled to vote on the Plan, the Debtors require the establishment of a record date. The Debtors propose that the Court establish the date the Court enters the Interim Approval and Procedures Order as the record date (the “Record Date”) for such purposes. The proposed Record Date is well after the Debtors filed their Schedules and Statements. To avoid potential confusion, the Debtors believe that one record date should be established for all holders of Claims and Interests entitled to vote on the Plan.

The Voting Deadline

36. Bankruptcy Rule 3017(c) provides, in relevant part, “[o]n or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan....” Fed. R. Bankr. P. 3017(c). The Debtors request that the Court establish October 23, 2020 at 11:59 p.m. (prevailing Eastern Time) as the voting deadline (the “Voting Deadline”), which is ten (10) calendar days before the proposed Confirmation Hearing. The Debtors believe that this timeframe will provide the Voting Classes with adequate time to consider the Solicitation Package (defined below) and respond by casting its ballot. The Voting Deadline is prominently displayed on the Confirmation Hearing Notice (defined below).

The Objection Deadline

37. The Debtors request that the Court direct the manner in which objections to final approval of the Disclosure Statement and confirmation of the Plan shall be made. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” Pursuant to Local Rule 3017-2(f), the objection deadline for a combined confirmation hearing under the Local Rules typically must be at least thirty-eight (38) days from the date of entry of the order approving a disclosure statement on an interim basis and establishing voting procedures. *See* Del. Bankr. L.R. 3017-2(f). However, the Debtors request that the Court establish October 23, 2020 at 4:00 p.m. (prevailing Eastern Time) as the deadline (the “Objection Deadline”) by which objections to final approval of the Disclosure Statement and Confirmation of the Plan or requests for modifications to the Plan, if any, must be filed and served.

38. The Debtors submit that shortening the objection deadline in this instance from thirty-eight (38) days to thirty-seven (37) days is crucial to the efficient and economic administration of these Chapter 11 Cases. The Debtors submit that no party will be prejudiced by the shortened Objection Deadline as all parties in interest will have received notice of the Plan well in advance thereof. Specifically, the Plan will have been on file since August 25, 2020 providing creditors and parties in interest with fifty-nine (59) days to review and analyze the Plan prior to the Objection Deadline. Moreover, the proposed Objection Deadline is seven (7) days after the proposed deadline to file the Plan Supplement and ten (10) days before the proposed Confirmation Hearing. Thus, the Debtors believe the proposed Objection Deadline will afford the Court, the Debtors and all parties in interest reasonable time to consider the objections and proposed modifications to the Plan and to work together to attempt to resolve the same on a consensual basis prior to the Confirmation Hearing.

39. The Debtors further request that objections to final approval of the Disclosure Statement, Confirmation of the Plan or proposed modifications to the Plan, if any, must:

- a. be in writing;
- b. conform to the Bankruptcy Rules and Local Rules;
- c. state the name and address of the objecting party and the amount and nature of the Claim or Interest of such entity;
- d. state with particularity the basis and nature of any objection to the Disclosure Statement, the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and
- e. be filed, together with a proof of service, with the Court and served so that they are actually received by the notice parties identified in the Confirmation Hearing Notice on or prior to the Objection Deadline.

The Deadline to File a Voting Report

40. The Debtors intend to prepare and file with the Court a voting report (the “Voting Report”) by the later of October 29, 2020 at 4:00 p.m. (prevailing Eastern Time) or two (2) business day prior to the Confirmation Hearing.

The Deadline to File a Confirmation Brief and/or Reply to any Plan and Disclosure Statement Objection

41. The Debtors also request that they (and other parties in support of the Plan) be permitted to file a brief in support of confirmation of the Plan and/or a reply to any objections to the final approval of the Disclosure Statement and Confirmation of the Plan by the later of October 29, 2020 at 11:00 a.m. (prevailing Eastern Time) or two (2) business day prior to the Confirmation Hearing.

The Confirmation Hearing

42. In accordance with Bankruptcy Rule 3017(c), section 1128 of the Bankruptcy Code (requiring a confirmation hearing with respect to any chapter 11 plan) and Local Rule

3017-2 (permitting combined disclosure statement and confirmation hearings), the Debtors request that the Confirmation Hearing be scheduled on November 2, 2020 or such other date thereafter at the Court's earliest convenience. The Debtors submit that the proposed timing for the Confirmation Hearing will enable the Debtors to pursue Confirmation of the Plan in an efficient and effective manner.

D. The Court Should Approve the Solicitation, Notice and Tabulation Procedures

43. In order to seek confirmation of the Plan in an effective manner that is consistent with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and due process, the Debtors seek approval of the solicitation, notice and tabulation procedures attached to the Interim Approval and Procedures Order as **Exhibit 1** and incorporated herein by reference (the "Solicitation Procedures"). The Debtors believe the Solicitation Procedures are well-designed and specifically tailored to effectively permit parties in interest to make an informed judgment regarding the Plan and for the Voting Classes to determine whether to vote to accept or reject the Plan. To the extent that circumstances require further modifications of, or amendments to, the Solicitation Procedures, the Debtors reserve the right to supplement or amend the Solicitation Procedures to further facilitate the solicitation of the Plan.

44. The Debtors propose to distribute the Solicitation Package required by Bankruptcy Rule 3017(d) to the Voting Classes in the form and manner described below.

45. Except as otherwise indicated, upon entry of the Interim Approval and Procedures Order, the Debtors propose that the following materials (collectively, the "Solicitation Package") be distributed by or on behalf of the Debtors to each record and beneficial holder of a Claim in the Voting Classes, counsel to the U.S. Trustee and the Committee:

- a. a cover letter describing the contents of the Solicitation Package;

- b. the Disclosure Statement, the Plan and all exhibits thereto (on a disk or on a flash drive in PDF format);
- c. the Interim Approval and Procedures Order (on a disk or on a flash drive in PDF format);
- d. the Confirmation Hearing Notice;
- e. the Ballot, including voting instructions;
- f. a pre-addressed stamped return envelope; and
- g. such other materials as the Court may direct.

46. All other parties in interest will receive a copy of the notice of the Confirmation Hearing, substantially in the form attached to the Interim Approval and Procedures Order as **Exhibit 2** (the “Confirmation Hearing Notice”). The Confirmation Hearing Notice provides, among other things, (i) notice of the filing of the Disclosure Statement and Plan, (ii) notice of the interim approval of the Disclosure Statement, (iii) information regarding the Confirmation Hearing, and (iv) directions for filing objections to final approval of the Disclosure Statement and confirmation of the Plan by the Objection Deadline. In an effort to conserve resources, the Debtors propose that they do not mail printed copies of the Disclosure Statement, the Interim Approval and Procedures Order, and the Plan (collectively, the “Plan Documents”) to those parties receiving the Confirmation Hearing Notice. Instead, as set forth in the Confirmation Hearing Notice, the Debtors propose to provide directions therein for such parties to obtain (i) electronic copies of the Plan Documents via download from the website maintained by the Debtor’s noticing, claims and administrative agent, Kurzman Carson Consultants LLC (“KCC”) and (ii) a print copy of the Plan Documents free of charge (but only to the extent so requested of

KCC by telephone, letter or email) to be delivered by KCC to the requesting party by first class mail.⁴

47. In addition, the Debtors intend to send the Confirmation Hearing Notice to the known holders of Claims and Interests that are not entitled to vote. The Debtor intend to serve unimpaired classes in Classes 1-3 notice of their non-voting status (as described below) (the “Non-Voting Status – Deemed to Accept Notice”), an opt-in election form (the “Opt-In Form”) for such holders to elect to grant the voluntary releases under the Plan and inform such holders that they may obtain any of the materials in the Solicitation Package from KCC. Additionally, the Debtors intend to serve impaired Classes 7-9 notice of their non-voting status (as described below) (the “Non-Voting Status – Deemed to Reject Notice” and together with the Confirmation Hearing Notice and the Non-Voting Status – Deemed to Accept Notice, the “Notices”), the Opt-In Form and inform such holders that they may obtain any of the materials in the Solicitation Package from KCC. The Debtors propose that the deadline to submit an Opt-In Form be October 23, 2020 at 11:59 p.m. (prevailing Eastern Time), the same day as the Voting Deadline and the Objection Deadline.

48. On December 4, 2019, the Court entered an order [D.I. 127] authorizing the retention of KCC to, among other things, act as administrative agent in connection with the solicitation of any chapter 11 plan. The Debtors request that KCC be authorized to assist the Debtors in:

- a. serving the Notices and distributing the Solicitation Package;
- b. receiving, tabulating and reporting on Ballots cast to accept or reject the Plan, including any opt-out elections made therein;

⁴ If, however, the Court declines to authorize distribution of the Plan Documents as requested herein, the Debtors request in the alternative that they be authorized to include a CD-ROM or flash drive containing the Plan Documents with the Confirmation Hearing Notice to be served by regular first class mail.

- c. responding to inquiries from holders of Claims and Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballot, the Solicitation Procedures, and matters related thereto, including, without limitation, the procedures and requirements for voting on the Plan;
- d. soliciting votes to accept or reject the Plan;
- e. receiving, tabulating and reporting on Opt-In Forms submitted by holders of Claims and Interests; and
- f. if necessary, contacting holders of Claims and Interests regarding the Plan.

49. Through KCC, the Debtors intend to serve the Notices, the Opt-In Forms and the Solicitation Packages within five (5) business days of the entry of the Interim Approval and Procedures Order (the “Service Date”), which is twenty-eight (28) days before the deadline for the Voting Classes to vote on the Plan, holders of Claims and Interests to submit Opt-In Forms and for parties in interest to file an objection to final approval of the Disclosure Statement and confirmation of the Plan.

50. The Debtors submit that service of the Notices, the Opt-In Forms and the Solicitation Packages on or before the Service Date will provide the requisite information to holders of Claims and Interests in compliance with Bankruptcy Rule 3017(d). *See* Fed. R. Bankr. P. 3017(d) (after approval of the disclosure statement, except to the extent the Court orders otherwise, the debtor must transmit the plan, the approved disclosure statement, notice of the time within which to file acceptances and rejections of the plan, and any other information that the court may direct to creditors and equity security holders).

E. The Court Should Approve the Form of the Confirmation Hearing Notice

51. Local Rule 3017-2(f) requires the Debtors to provide notice to all holders of claims or equity interests of the time fixed for filing objections to the combined hearing on final approval of a disclosure statement and confirmation of a chapter 11 plan. Del. Bankr. L.R. 3017-

2(f). To satisfy this requirement, the Debtors intend to send to all holders of Claims and Interests a copy of the Confirmation Hearing Notice. In accordance with Bankruptcy Rules 2002 and 3017(d), the Confirmation Hearing Notice shall contain, among other things:

- a. the time, date and place for the Confirmation Hearing;
- b. the Objection Deadline and the manner in which objections must be filed;
- c. a disclosure regarding the release, exculpation and injunction provisions of Article VIII of the Plan; and
- d. instructions on how to obtain electronic or print copies of any of the Plan Documents.

52. The Debtors respectfully request that the Court find that the Confirmation Hearing Notice complies with the requirements of Bankruptcy Rules 2002(b) and (d). The Debtors further request that the Court determine that the Confirmation Hearing Notice contains sufficient disclosure regarding the release, exculpation and injunction provisions contained in Article VIII of the Plan.

53. In addition to mailing the Confirmation Hearing Notice, the Debtors will post the Confirmation Hearing Notice and Opt-In Form electronically on the website dedicated to these Chapter 11 Cases, <https://kccllc.net/hri/>.

F. The Court Should Approve the Form of the Non-Voting Status Notices and the Opt-In Form

54. The Debtors do not intend to solicit votes from holders of Claims and Interests in Classes that are not entitled to vote on the Plan. Classes 1, 2 and 3 are unimpaired and are conclusively presumed to have accepted the Plan. As such, holders of Claims and Interests in these unimpaired Classes will receive the Confirmation Hearing Notice, the Non-Voting Status – Deemed to Accept Notice and the Opt-In Form, copies of which are attached as **Exhibits 2, 3 and 5** respectively to the Interim Approval and Procedures Order. Classes 7-9 are impaired and conclusively deemed to have rejected the Plan. As such, holders of Claims and Interests in these

impaired Classes will receive the Confirmation Hearing Notice, the Non-Voting Status – Deemed to Reject Notice and the Opt-In Form, copies of which are attached as **Exhibits 2, 4 and 5** respectively to the Interim Approval and Procedures Order. The Debtors respectfully submit that the Non-Voting Status – Deemed to Accept Notice, the Non-Voting Status – Deemed to Reject Notice (together, the “Non-Voting Status Notices”) and the Opt-In Form comply with the Bankruptcy Code and, therefore, should be approved.

G. The Court Should Approve the Forms of the Ballot

55. Bankruptcy Rules 3017(d) and 3018(c) provide that the ballots for accepting or rejecting a plan under Chapter 11 should conform substantially to Official Form No. 314. The Debtors propose to distribute to holders of Claims in the Voting Classes the applicable form of ballot as set forth in **Exhibit 3** attached to the Interim Approval and Procedures Order (the “Ballot”). The Ballot is based on Official Form No. 314, but has been modified to address the particular aspects of these Chapter 11 Cases and to include certain additional information that the Debtors believe is relevant and appropriate for the holders of Claims entitled to vote.

56. In order to properly submit a Ballot, on or before the date that is seven (7) days prior to the Confirmation Hearing, parties must (i) fully complete and execute the Ballot and return it by first class mail, over-night courier or hand-delivery to KCC at the address set forth in the Ballot or (ii) submit it via electronic online transmission through a customized online balloting portal on the Debtors’ case website, <https://kccllc.net/hri>.⁵ Ballots otherwise sent by facsimile, telecopy or electronic submissions other than as set forth in the Ballot will **not** be accepted. Only properly completed, executed and timely submitted Ballots will be accepted. To that end, the Debtors request that the following Ballots **not** be counted in tabulating votes cast to

accept or reject the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim; (b) any Ballot submitted by a party that does not hold a Claim in a Class that is entitled to vote; (c) any unsigned Ballot; and (d) any Ballot not marked to either accept or reject the Plan.

57. As noted above, the solicitation process shall be conducted by the Debtors' administrative agent, KCC. Pursuant to the Solicitation Procedures, KCC will distribute the Ballot, as part of the Solicitation Package, to all holders of Claims and Interests in Classes 4, 5 and 6. All other Classes are either (i) unimpaired and conclusively deemed to have accepted the Plan or (ii) impaired and conclusively deemed to have rejected the Plan. As such, holders of Claims in Classes 1, 2, 3, 7, 8, and 9 will not receive a Ballot. Instead, such parties will receive the Confirmation Hearing Notice and, if applicable, the Non-Voting Status Notices and Opt-In Form.

H. Non-Substantive Modifications

58. The Debtors request authorization to make non-substantive changes to the Disclosure Statement, the Plan, the Confirmation Hearing Notice, the Solicitation Procedures, the Solicitation Packages, the Non-Voting Status Notices, the Opt-In Form, the Ballot, and any and all related documents without further order of the Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before distribution.

RESERVATION OF RIGHTS

59. Nothing contained in this Motion or any actions taken by the Debtors pursuant to relief granted in the Interim Approval and Procedures Order is intended or should be construed

⁵ The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the Creditor's electronic signature will be deemed to be an original

as: (a) an admission as to the validity, priority or amount of any particular claim against a Debtor entity; (b) a waiver of the Debtors' or any other party-in-interest's rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion; (e) a request or authorization to assume any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' or any other party-in-interest's rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors or any other party-in-interest that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Motion are valid and the Debtors and all other parties-in-interest expressly reserve their rights to contest the extent, validity or perfection, or to seek avoidance of all such liens.

NOTICE

60. The Debtors have provided notice of this Motion to the following or in lieu thereof, their counsel, if known: (a) the U.S. Trustee; (b) the Committee; (c) the Prepetition Secured Lenders; (d) the Internal Revenue Service; and (e) all parties who have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested in this Motion, the Debtors respectfully submit that no further notice is necessary.

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signature immediately legally valid and effective.

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court enter the Interim Approval and Procedures Order and grant such other and further relief as this Court deems just and proper.

Dated: August 25, 2020
Wilmington, Delaware

LANDIS RATH & COBB LLP

/s/ Matthew R. Pierce

Adam G. Landis (No. 3407)
Kimberly A. Brown (No. 5138)
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*Counsel for the Debtors
and Debtors-In-Possession*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

HRI HOLDING CORP., *et al.*¹

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

Hearing Date: September 16, 2020 at 3:00 p.m. (ET)

Objection Deadline: September 8, 2020 at 4:00 p.m. (ET)

NOTICE OF MOTION

TO: The following parties: (a) the U.S. Trustee; (b) the Committee; (c) the Prepetition Secured Lenders; (d) the Internal Revenue Service; and (e) all parties who have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

PLEASE TAKE NOTICE that on August 25, 2020, the above-captioned debtors and debtors-in-possession (the “Debtors”) filed the *Motion of the Debtors for Entry of an Order (I) Approving the Disclosure Statement on an Interim Basis; (II) Scheduling a Combined Hearing on Final Approval of the Disclosure Statement and Plan Confirmation and Deadlines Related Thereto; (III) Approving the Solicitation, Notice and Tabulation Procedures and the Forms Related Thereto; and (IV) Granting Related Relief* (the “Motion”).

Objections, if any, to the relief requested in the Motion must be filed with the United States Bankruptcy Court, 824 North Market Street, 2nd Floor, Wilmington, Delaware 19801, on or before **September 8, 2020 at 4:00 p.m. (ET)**.

At the same time, you must also serve a copy of the objection upon the undersigned counsel so as to be **received no later than 4:00 p.m. (ET) on September 8, 2020**.

A HEARING ON THE MOTION WILL BE HELD ON **SEPTEMBER 16, 2020 AT 3:00 P.M. (ET)** BEFORE THE HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT JUDGE, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 5th FLOOR, COURTROOM NO. 4, WILMINGTON, DELAWARE 19801.

¹ 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 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.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: August 25, 2020
Wilmington, Delaware

LANDIS RATH & COBB LLP

/s/ Matthew R. Pierce

Adam G. Landis (No. 3407)
Kimberly A. Brown (No. 5138)
Matthew R. Pierce (No. 5946)
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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.*¹

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

Ref. No. __

ORDER (I) APPROVING THE DISCLOSURE STATEMENT ON AN INTERIM BASIS; (II) SCHEDULING A COMBINED HEARING ON FINAL APPROVAL OF THE DISCLOSURE STATEMENT AND PLAN CONFIRMATION AND DEADLINES RELATED THERETO; (III) APPROVING THE SOLICITATION, NOTICE AND TABULATION PROCEDURES AND THE FORMS RELATED THERETO; AND (IV) GRANTING RELATED RELIEF

Upon the *Motion of the Debtors for Entry of an Order (I) Approving the Disclosure Statement on an Interim Basis; (II) Scheduling a Combined Hearing on Final Approval of the Disclosure Statement and Plan Confirmation and Deadlines Related Thereto; (III) Approving the Solicitation, Notice and Tabulation Procedures and the Forms Related Thereto; and (IV) Granting Related Relief* (the “Motion”);² and based on the record in these Chapter 11 Cases; and the Court having 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

¹ 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 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.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Delaware dated as of February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that sufficient notice of the Motion has been given; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at the hearing before the Court on this Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY FOUND THAT:

A. The Debtors have all necessary authority to propose and prosecute the Plan and the Disclosure Statement.

B. The Debtors have provided adequate notice of the Motion, and the time fixed for filing objections thereto, and no other or further notice need be provided with respect to the Motion.

C. The period, set forth below, during which the Debtors may solicit the Plan is a reasonable and adequate period of time under the circumstances for creditors entitled to vote to make an informed decision to accept or reject the Plan, including to make an informed decision to object to the Plan.

D. The notices substantially in the forms attached hereto as Exhibit 2 (the "Confirmation Hearing Notice"), Exhibit 4 (the "Non-Voting Status - Deemed to Accept

Notice”), **Exhibit 5** (the “Non-Voting Status – Deemed to Reject Notice” and together with the Confirmation Hearing Notice and the Non-Voting Status – Deemed to Accept Notice, the “Notices”), and the procedures set forth below for providing such Notices to creditors of the time, date and place of the hearing to consider final approval of the Disclosure Statement and confirmation of the Plan (the “Confirmation Hearing”), and the contents of the Notices comply with Bankruptcy Rules 2002, 3017 and Local Rule 3017-2 and constitute sufficient notice to all interested parties.

E. The form of the Opt-In Form attached hereto as **Exhibit 6** adequately addresses the particular needs of these Chapter 11 Cases, and is appropriate for holders of Claims and Interests to grant the voluntary release of the Released Parties contained in Article VIII of the Plan (the “Third Party Releases”).

F. The procedures for solicitation and tabulation of votes to accept or reject the Plan (as more fully set out in the Motion and in this Order below) provide for a fair and equitable process, and are consistent with the Bankruptcy Code section 1126. The forms of the Ballot attached hereto as **Exhibit 3** are sufficiently consistent with Official Form No. 314, adequately addresses the particular needs of these Chapter 11 Cases and are appropriate for the Voting Classes to vote to accept or reject the Plan.

NOW THEREFOR, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Disclosure Statement is approved on an interim basis under Bankruptcy Code section 1125, Bankruptcy Rule 3017 and Local Rule 3017-2. Any objections to the adequacy of the information contained in the Disclosure Statement are expressly reserved for consideration at the Confirmation Hearing.

3. The Confirmation Schedule is approved in its entirety unless otherwise modified herein.

4. The combined hearing on final approval of the adequacy of the Disclosure Statement and confirmation of the Plan is scheduled for **November 2, 2020 at __ : __ .m. (prevailing Eastern Time)** (the “Confirmation Hearing”). The deadline to file objections to the adequacy of the Disclosure Statement and confirmation of the Plan is **October 23, 2020 at 4:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”). The Confirmation Hearing may be continued from time to time by the Court or the Debtors, after consultation with counsel to the Creditors’ Committee and the Administrative Agent, without further notice other than adjournments announced in open court.

5. Objections to the adequacy of the Disclosure Statement and confirmation of the Plan, if any, must:

- a. be in writing;
- b. conform to the Bankruptcy Rules and Local Rules;
- c. state the name and address of the objecting party and the amount and nature of the Claim(s) or Interest(s) of such entity;
- d. state with particularity the basis and nature of any objection to the Disclosure Statement, the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and
- e. be filed, together with a proof of service, with the Court and served so that they are **actually received** by the following parties **on or prior to the Objection Deadline**: (i) counsel to the Debtors, Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801, (Attn: Adam G. Landis (landlis@lrclaw.com) and Kimberly A. Brown (brown@lrclaw.com)); (ii) the Office of the United States Trustee (Attn: Jane M. Leamy, Esq.) (the “UST”), (iii) counsel for the DIP Agent and

Administrative Agent, Katten Muchin Rosenman LLP, 575 Madison Ave, New York, New York 10022 (Attn: William B. Freeman (bill.freeman@katten.com)) and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Sean Beach, Esq. (sbeach@ycst.com) and Jaime Luton Chapman (jchapman@ycst.com)) and (iv) counsel for the Official Committee of Unsecured Creditors, Kelley Drye & Warren LLP, 101 Park Avenue, New York, New York 10178 (Attn: Jason R. Adams, Esq. (jadams@kelleydrye.com) and Maeghan J. McLoughlin, Esq. (mmcloughlin@kelleydrye.com)).

6. The Confirmation Hearing Notice, in substantially the form attached hereto as **Exhibit 2**, complies with the requirements of Bankruptcy Rules 2002(b), 2002(d) and 3017(d) and Local Rule 3017-2 and is approved in all respects. The Confirmation Hearing Notice shall be served within five (5) business days of the entry of this Order upon (i) all holders of Claims and Interests in Classes 1, 2, 3, 4, 5, 6, 7, 8, and 9; (ii) all other known creditors of the Debtors; and (iii) all parties requesting notice pursuant to Bankruptcy Rule 2002.

7. The Non-Voting Status - Deemed to Accept Notice, substantially in the form attached hereto as **Exhibit 4**, is hereby approved in all respects. The Non-Voting Status - Deemed to Accept Notice shall be served upon all holders of Claims and Interests in Classes 1-3 within five (5) business days of the entry of this Order.

8. The Non-Voting Status - Deemed to Reject Notice, substantially in the form attached hereto as **Exhibit 5**, is hereby approved in all respects. The Non-Voting Status - Deemed to Reject Notice shall be served upon all holders of Claims and Interests in Classes 7-9 within five (5) business days of the entry of this Order.

9. The Opt-In Form, substantially in the form attached hereto as **Exhibit 6**, is hereby approved in all respects. The Opt-In Form shall be served upon all holders of Claims and

Interests in Classes 1, 2, 3, 7, 8, and 9 within five (5) business days of the entry of this Order and made available on the Debtors' case website, <https://kccllc.net/hri>.

10. The deadline for holders of Claims and Interests to submit Opt-In Forms to opt-in to the third-party releases set forth in the Plan shall be **October 23, 2020 at 11:59 p.m. (prevailing Eastern Time)** (the "Opt-In Deadline"), unless otherwise agreed to in writing (which may be by email) by the Debtors, in consultation with counsel to the Committee and counsel to the Prepetition Secured Lenders.

11. The Debtors shall transmit a package (the "Solicitation Package") containing, (a) a cover letter describing the contents of the Solicitation Package, (b) the Disclosure Statement, the Plan and all exhibits thereto (on a disk or flash drive in PDF format), (c) this Order (on a disk or flash drive in PDF format), (d) the Confirmation Hearing Notice, (e) the Ballot, including voting instructions, and (f) a pre-addressed return envelope to holders of Claims in the Voting Classes within five (5) business days following entry of this Order.

12. As part of the Solicitation Package, the Debtors shall distribute to creditors entitled to vote on the Plan the Ballot based on Official Form No. 314, modified to address the particular circumstances of these Chapter 11 Cases and to include certain additional information that the Debtors believe to be relevant and appropriate for the Voting Classes to vote to accept or reject the Plan. The form of Ballot attached hereto as **Exhibit 3** is hereby approved.

13. The deadline to submit Ballots to accept or reject the Plan shall be **October 23, 2020 at 11:59 p.m. (prevailing Eastern Time)** (the "Voting Deadline"), unless otherwise agreed to in writing (which may be by email) by the Debtors, in consultation with counsel to the Committee and counsel to the Prepetition Secured Lenders.

14. Ballots shall be transmitted by mail, as part of the Solicitation Package, to the record holders of claims in the Voting Classes. All other holders of Claims and Interests will not be provided with a Ballot because such holders are either unimpaired and presumed to accept the Plan under Bankruptcy Code section 1126(f) or impaired and deemed to reject the Plan under Bankruptcy Code section 1126(g). Such non-voting holders will receive a copy of the Confirmation Hearing Notice and holders of Claims and Interests in Classes 1-3 and 7-9 also will receive the Non-Voting Status Notices and the Opt-In Form.

15. The procedures set forth in the Motion for effectively casting a Ballot are hereby approved in their entirety. In order to cast a Ballot, parties must (i) fully complete and execute the Ballot and return it by first class mail, over-night courier or hand-delivery to KCC at the address set forth in the Ballot or (ii) submit it via electronic online transmission through a customized online balloting portal on the Debtors' case website, <https://kccllc.net/hri>,³ on or before **October 23, 2020 at 11:59 p.m. (prevailing Eastern Time)**.

16. Ballots otherwise sent by facsimile, telecopy, or electronic submissions other than as set forth in the Ballot will **not** be accepted. Only properly completed, executed and timely submitted Ballots will be accepted by the Debtors.

17. The following Ballots shall not be counted in tabulating votes cast to accept or reject the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim or Interest; (b) any Ballot submitted by a party that does not hold a Claim or Interest in a Class that is entitled to vote; (c) any unsigned Ballot; and (d) any Ballot not marked to either accept or reject the Plan, as applicable.

³ The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the Creditor's electronic signature will be deemed to be an original signature immediately legally valid and effective.

18. The record date for determining which holders of Claims and Interests are to be served with the Solicitation Package and the Notices shall be the date on which this Order is entered (the “Record Date”).

19. Unless otherwise set forth herein, the Debtors shall mail only the Confirmation Hearing Notice to parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors also will mail, or cause to be mailed, the Confirmation Hearing Notice and the applicable Non-Voting Status Notice to all known holders of Claims and Interests that are not entitled to vote on the Plan. The Debtors are authorized to provide in the Confirmation Hearing Notice directions for such parties to obtain (i) electronic copies of the Plan Documents via download from the website maintained by KCC and (ii) a print copy of the Plan Documents free of charge to the requesting party (but only to the extent so requested of KCC by telephone, letter or email) to be delivered by KCC to the requesting party by first class mail.

20. The Solicitation Procedures attached hereto as **Exhibit 1** are hereby approved in their entirety, provided that the Debtors reserve the right, after consultation with the Committee and counsel for the Prepetition Secured Lenders, to amend or supplement the Solicitation Procedures and related documents to better facilitate the confirmation process.

21. The Solicitation Procedures for service of the Solicitation Package and the Notices set forth in the Motion satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

22. The Debtors are authorized, after consultation with the Committee and counsel for the Prepetition Secured Lenders, to make non-substantive changes to the Disclosure Statement, Plan, Solicitation Procedures, Notices, Ballots and related pleadings without further order of the

Court, including without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the foregoing documents before their distribution.

23. The Debtors and KCC are hereby authorized to take any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further order of the Court.

24. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of this order.

25. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this order.

Date: September __, 2020
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

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

In re:

HRI HOLDING CORP., *et al.*¹

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

SOLICITATION PROCEDURES

On August 25, 2020, the above-captioned debtors and debtors in possession (the “Debtors”) filed: (a) the *Disclosure Statement for the Joint Chapter 11 Plan of HRI Holding Corp. and Its Debtor Affiliates* dated August 25, 2020 [D.I. ____] (including all exhibits thereto and as amended, supplemented or otherwise modified from time to time, the “Disclosure Statement”); (b) the *Joint Chapter 11 Plan of HRI Holding Corp. and Its Debtor Affiliates* dated August 25, 2020 [D.I. ____] (including all exhibits thereto and as amended, supplemented or otherwise modified from time to time, the “Plan”); and (c) the *Motion of the Debtors for Entry of an Order (I) Approving the Disclosure Statement on an Interim Basis; (II) Scheduling a Combined Hearing on Final Approval of the Disclosure Statement and Plan Confirmation and Deadlines Related Thereto; (III) Approving the Solicitation, Notice and Tabulation Procedures and the Forms Related Thereto; and (IV) Granting Related Relief* (the “Motion”).²

Definitions

- a. “**Ballot**” means the ballot accompanying the Disclosure Statement upon which certain holders of Impaired Claims entitled to vote shall, among other things, indicate their acceptance or rejection of the Plan in accordance with the Plan and the procedures governing the solicitation process, and which must be actually received on or before the Voting Deadline.

¹ 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion, the Plan or the Disclosure Statement, as applicable.

- b. **“Bankruptcy Court”** means the United States Bankruptcy Court for the District of Delaware having jurisdiction over these Chapter 11 Cases.
- c. **“Confirmation Hearing”** means the hearing conducted by the Bankruptcy Court pursuant to Bankruptcy Code section 1128(a) to consider confirmation of the Plan, as such hearing may be adjourned or continued from time to time and which currently is scheduled for November 2, 2020 at _____ (prevailing Eastern Time).
- d. **“Confirmation Hearing Notice”** means that certain notice of the hearing on final approval of the Disclosure Statement and confirmation of the Plan approved by the Bankruptcy Court in the Interim Approval and Procedures Order.
- e. **“Disclosure Statement”** means the Disclosure Statement [D.I. ____] filed on August 25, 2020 and approved on an interim basis by the Bankruptcy Court in the Interim Approval and Procedures Order.
- f. **“Interim Approval and Procedures Order”** means the *Order (I) Approving the Disclosure Statement on an Interim Basis; (II) Scheduling a Combined Hearing on Final Approval of the Disclosure Statement and Plan Confirmation and Deadlines Related Thereto; (III) Approving the Solicitation, Notice and Tabulation Procedures and the Forms Related Thereto; and (IV) Granting Related Relief* [D.I. ____].
- g. **“General Tabulation Procedures”** means the procedures set forth herein for the purposes of tabulating votes to accept or reject the Plan.
- h. **“Non-Voting Status Notice-Deemed to Accept”** means the notice the holders of Claims and Interests in Classes 1, 2 and 3 who are deemed to accept the Plan will receive in lieu of a Ballot.
- i. **“Non-Voting Status Notice-Deemed to Reject”** means the notice the holders of Claims and Interests in Classes 7, 8 and 9 who are deemed to reject the Plan will receive in lieu of a Ballot.
- j. **“Plan”** means the *Joint Chapter 11 Plan of HRI Holding Corp. and Its Debtor Affiliates* [D.I. ____], as may be amended or modified from time to time, filed on August 25, 2020.
- k. **“Objection Deadline”** means **October 23, 2020 at 4:00 p.m. (prevailing Eastern Time)**, the date set by the Bankruptcy Court as the deadline to file and serve objections to the Plan.
- l. **“Opt-In Form”** means the form to elect to opt-in to the third party releases set forth in the Plan.
- m. **“Opt-In Deadline”** means **October 23, at 4:00 p.m. (prevailing Eastern Time)**, the date set by the Bankruptcy Court as the deadline to submit the Opt-In Form, unless otherwise agreed to in writing (which may be by email) by the Debtors, in

consultation with counsel to the Committee and counsel to the Prepetition Secured Lenders.

- n. **“Resolution Event”** has the meaning set forth in section D.4. of the Solicitation Procedures.
- o. **“Solicitation Package”** consists of the documents set forth in section C.1. of the Solicitation Procedures.
- p. **“Solicitation Procedures”** means the procedures set forth herein.
- q. **“KCC”** means Kurtzman Carson Consultants LLC the noticing, claims and administrative agent retained by the Debtors in these Chapter 11 Cases.
- r. **“Voting Deadline”** means **October 23, 2020 at 11:59 p.m. (prevailing Eastern Time)**, the date set by the Bankruptcy Court as the deadline for receipt of Ballots by KCC, unless otherwise agreed to in writing (which may be by email) by the Debtors, in consultation with counsel to the Committee and counsel to the Prepetition Secured Lenders.
- s. **“Record Date”** has the meaning set forth in section A of the Solicitation Procedures.

Solicitation Procedures

A. The Record Date

The Bankruptcy Court has approved September 16, 2020, at 4:00 p.m. (prevailing Eastern Time), as the record date (the “Record Date”) for purposes of determining, among other things, which holders of Claims are entitled to vote on the Plan.

B. The Voting Deadline

The Bankruptcy Court has approved **October 23, 2020 at 11:59 p.m. (prevailing Eastern Time)** as the deadline for the delivery of Ballots voting to accept or reject the Plan (the “Voting Deadline”). To be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered by (i) using the return envelope provided or by delivery by: (a) first class mail, (b) overnight courier or (c) personal delivery, or (ii) submitting it via electronic online transmission through a customized online balloting portal on the Debtors’ case website, <https://kccllc.net/hri>, so that the Ballot is actually received by KCC no later than the Voting Deadline. The Ballot will clearly indicate the appropriate return address and directions for electronic submission. Ballots returnable to KCC should be sent to: HRI Ballot Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245.

C. Solicitation Procedures

1. **The Solicitation Package:** The Solicitation Package shall contain copies of the following:

- (a) a cover letter describing the contents of the Solicitation Package;
- (b) the Disclosure Statement, the Plan and all exhibits thereto (on a disk or flash drive in PDF format);
- (c) the Interim Approval and Procedures Order (on a disk or flash drive in PDF format);
- (d) the Confirmation Hearing Notice;
- (e) the Ballot, including voting instructions;
- (f) a pre-addressed return envelope; and
- (g) such other materials as the Court may direct or authorize.

2. **Distribution of the Solicitation Package:** The Solicitation Package shall be served on all known holders of Claims classified in Classes 4, 5 and 6.

The Debtors shall make every reasonable effort to ensure that holders of more than one Claim in the Voting Classes receive no more than one Solicitation Package on account of such Claims.

3. **Distribution of Materials:** In addition, the Office of the United States Trustee and counsel to the Official Committee of Unsecured Creditors shall be served the Solicitation Package. The Debtors will mail, or cause to be mailed, a copy of the Confirmation Hearing Notice to all parties on the 2002 List. The Debtors also will mail, or cause to be mailed, the Confirmation Hearing Notice and the applicable Non-Voting Status Notice and Opt-In Form to all known holders of Claims and Interests that are not entitled to vote on the Plan.

D. Voting and General Tabulation Procedures

1. **Who May Vote:** Only the following holders of Claims in the Voting Class are entitled to vote:

- a. Holders of Claims for which Proofs of Claim have been timely-filed, or deemed timely filed, as reflected on the claims register as of the Record Date; provided, however, that certain holders of Claims subject to a pending objection shall not be entitled to vote unless they become eligible to vote through a Resolution Event, as set forth in more detail in section D.4. herein;
- b. Holders of Claims that are listed in the Debtors' Schedules and Statements, with the exception of those Claims that are scheduled as contingent, unliquidated or disputed (excluding such scheduled Claims that have been superseded by a timely-filed Proof of Claim);

- c. Holders whose Claims arise pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Bankruptcy Court, in a final order of the Bankruptcy Court, or in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a Proof of Claim has been filed; and
- d. The assignee of any transferred or assigned Claim, only if: (i) transfer or assignment has been fully effectuated pursuant to the procedures dictated by Bankruptcy Rule 3001(e) and (ii) such transfer is reflected on the Claims Register on or before the Record Date.

2. **Establishing Claim Amounts:** In tabulating votes, the following hierarchy will be used to determine the amount of the Claim associated with each vote:

- a. the amount of the Claim settled and/or agreed upon by the Debtors, as reflected in a Bankruptcy Court pleading, stipulation, agreement, or other document filed with the Bankruptcy Court, in a final order of the Bankruptcy Court or in a document executed by the Debtors pursuant to authority granted by the Bankruptcy Court;
- b. the amount of the Claim Allowed (temporarily or otherwise) pursuant to a Resolution Event in accordance with the Solicitation Procedures;
- c. the amount of the Claim contained in a Proof of Claim that has been timely filed by the applicable claims bar date (or deemed timely filed by the Bankruptcy Court under applicable law); provided that Ballots cast by holders whose Claims are not listed in the Schedules, but that timely file a Proof of Claim in an unliquidated or unknown amount that are not the subject of an objection, will count for satisfying the numerosity requirement of Bankruptcy Code section 1126(c) and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code; provided, further, that to the extent the amount of the Claim contained in the Proof of Claim is different from the amount of the Claim set forth in a document filed with the Bankruptcy Court as referenced in the Solicitation Procedures, the amount of the Claim in the document filed with the Bankruptcy Court will supersede the amount of the Claim set forth on the respective Proof of Claim;
- d. the amount of the Claim listed in the Schedules; provided, that such Claim is not listed in the Schedules as contingent, unliquidated or disputed, or any combination thereof, and has not been paid; and
- e. in the absence of any of the foregoing, zero.

The amount of the Claim established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtors through KCC are not binding for any purpose, including for purposes of voting and distribution.

3. **General Ballot Tabulation:** The following voting procedures and standard assumptions will be used in tabulating Ballots:

- a. except as otherwise provided herein or unless waived by the Debtors, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline, the Debtors shall reject such Ballot as invalid and, therefore, decline to count it in connection with Confirmation;
- b. KCC will date and time-stamp all Ballots when received. KCC shall retain all original Ballots and an electronic copy of the same for a period of one (1) year after the Effective Date of the Plan, unless otherwise ordered by the Bankruptcy Court;
- c. an original, executed Ballot is required to be submitted by the entity submitting any written Ballot. Subject to the other procedures and requirements herein, completed, executed Ballots may be submitted via the online “E-Balloting” portal maintained by KCC at <https://kccllc.net/hri>, and such holder’s signature will be deemed to be an original signature;
- d. Ballots should not be returned by electronic mail or facsimile—any Ballots submitted by electronic mail or facsimile will not be valid;
- e. the Debtors shall file the Voting Report at least two (2) business days prior to the Confirmation Hearing. The Voting Report shall, among other things, delineate every irregular Ballot including, without limitation, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or necessary information, received via facsimile or electronic mail, or damaged. The Voting Report shall indicate the Debtors’ intentions with regard to such irregular Ballots;
- f. the method of delivery of Ballots to KCC is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when KCC actually receives the originally executed Ballot;
- g. no Ballot should be sent to any of the Debtors, the Debtors’ agents (other than KCC), or the Debtors’ financial or legal advisors and if so sent will not be counted;
- h. if multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last valid Ballot received prior to the Voting Deadline will supersede and revoke any prior dated Ballot;
- i. holders must vote all of their Claims within the Voting Class either to accept or reject the Plan and may not split any such votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the Voting Class, the Debtors may, in

their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes;

- j. a person signing or electronically submitting a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing and, if required or requested, submit proper evidence to the requesting party of the authority to so act on behalf of the subject holder;
- k. the Debtors, subject to contrary order of the Bankruptcy Court, may waive any defects or irregularities as to any particular Ballot at any time, either before or after the close of voting, and any such waivers shall be documented in the Voting Report;
- l. neither the Debtors, nor any other entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
- m. unless waived by the Debtors, subject to contrary order of the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;
- n. in the event a designation for lack of good faith is requested by a party in interest under Bankruptcy Code section 1126(e), the Bankruptcy Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected by such Claim;
- o. subject to any contrary order of the Bankruptcy Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided, however, that any such rejections shall be documented in the Voting Report;
- p. if a Claim has been estimated or otherwise Allowed for voting purposes by an order of the Bankruptcy Court pursuant to Bankruptcy Rule 3018(a), such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Bankruptcy Court for voting purposes only and not for purposes of allowance or distribution;
- q. if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein; and
- r. the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient

information to permit the identification of the holder of the Claim; (b) any Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan; (c) any unexecuted Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; or (e) any Ballot submitted by any entity not entitled to vote pursuant to the Solicitation Procedures.

4. **Temporary Allowance of Claims for Voting Purposes:** If a holder of a Claim is subject to a pending objection as of the Record Date, the holder of such Claim cannot vote unless one or more of the following events have taken place at least ten (10) days before the Voting Deadline (each, a “Resolution Event”):

- a. an order of the Bankruptcy Court is entered allowing such Claim pursuant to Bankruptcy Code section 502(b), after notice and a hearing;
- b. an order of the Bankruptcy Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
- c. a stipulation or other agreement is executed between the holder of such Claim and the Debtors resolving the objection and allowing such Claim in an agreed upon amount;
- d. a stipulation or other agreement is executed between the holder of such Claim and the Debtors temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or
- e. the pending objection to such Claim is voluntarily withdrawn by the Debtors.

No later than two (2) business days after a Resolution Event, KCC shall distribute a Solicitation Package and a pre-addressed envelope to the relevant holder of such temporarily allowed Claim that has been allowed for voting purposes only (or for other purposes as set forth in an applicable order of the Bankruptcy Court) by such Resolution Event, which must be returned according to the instructions on the Ballot by no later than the Voting Deadline.

5. **Forms of Notices to Unimpaired Classes:** Certain holders of Claims that are not entitled to vote because they are unimpaired are otherwise presumed to accept the Plan under Bankruptcy Code section 1126(f) and will receive the Confirmation Hearing Notice and the Non-Voting Status - Deemed to Accept Notice and the Opt-In Form. The Confirmation Hearing Notice will instruct the holders how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

6. **Forms of Notices to Impaired Classes:** Certain holders of Claims or Interests that are not entitled to vote because they are Impaired, or are otherwise deemed to reject the Plan under Bankruptcy Code section 1126(g) will receive the Confirmation Hearing Notice, Non-Voting Status - Deemed to Reject Notice and the Opt-In Form. The Confirmation Hearing Notice will instruct the holders how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

E. Release, Exculpation and Injunction Language in the Plan

THE RELEASE, EXCULPATION AND INJUNCTION LANGUAGE IN ARTICLE VIII OF THE PLAN WILL BE INCLUDED IN THE DISCLOSURE STATEMENT AND FURTHER NOTICE IS PROVIDED WITH RESPECT TO SUCH PROVISIONS IN THE CONFIRMATION HEARING NOTICE.

F. Amendments to the Plan and the Solicitation Procedures

THE DEBTORS EXPRESSLY RESERVE THE RIGHT TO AMEND FROM TIME TO TIME THE TERMS OF THE PLAN IN ACCORDANCE WITH THE TERMS THEREOF (SUBJECT TO COMPLIANCE WITH THE REQUIREMENTS OF BANKRUPTCY CODE SECTION 1127 AND THE TERMS OF THE PLAN REGARDING MODIFICATION).

THE DEBTORS EXPRESSLY RESERVE THE RIGHT TO AMEND OR SUPPLEMENT THE SOLICITATION PROCEDURES TO BETTER FACILITATE THE SOLICITATION PROCESS.

EXHIBIT 2

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

In re:

HRI HOLDING CORP., *et al.*⁶

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

**NOTICE OF (A) INTERIM APPROVAL OF THE DISCLOSURE STATEMENT
AND (B) COMBINED HEARING TO CONSIDER FINAL APPROVAL OF
THE DISCLOSURE STATEMENT AND CONFIRMATION OF THE PLAN
AND THE OBJECTION DEADLINE RELATED THERETO**

TO ALL PARTIES IN INTEREST, PLEASE TAKE NOTICE THAT:

- Filing of the Disclosure Statement and Plan.** On August 25, 2020, the above-captioned debtors and debtors in possession (the “Debtors”) filed: (a) the *Disclosure Statement for the Joint Chapter 11 Plan of HRI Holding Corp. and Its Debtor Affiliates* dated August 25, 2020, [D.I. ____] (including all exhibits thereto and as amended, supplemented or otherwise modified from time to time, the “Disclosure Statement”) and (b) the *Joint Chapter 11 Plan of HRI Holding Corp. and Its Debtor Affiliates* dated August 25, 2020, [D.I. ____] (including all exhibits thereto and as amended, supplemented, or otherwise modified from time to time, the “Plan”).⁷
- Interim Bankruptcy Court Approval of the Disclosure Statement and the Notice Procedures.** On September 16, 2020, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an order [D.I. ____] (the “Interim Approval and Procedures Order”) approving, among other things, the Disclosure Statement on an interim basis, as required under Local Rule 3017-2 and authorizing the Debtors to

⁶ 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 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.

⁷ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan or the Disclosure Statement, as applicable.

provide notice of their intent to seek confirmation of the Plan pursuant to certain procedures set forth therein.

3. **Objections to Final Approval of the Disclosure Statement and Confirmation of the Plan.** The Bankruptcy Court has established **October 23, 2020 at 4:00 p.m. (prevailing Eastern Time)**, as the last date and time for filing and serving objections to the adequacy of the information in the Disclosure Statement and to confirmation of the Plan (the “**Objection Deadline**”). Any objection to the final approval of the Disclosure Statement and confirmation of the Plan must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such Entity, (d) state with particularity the basis and nature of any objection to the Disclosure Statement, the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (e) be filed, together with a proof of service, with the Bankruptcy Court and served so that it is **actually received no later than the Objection Deadline**, by: (i) counsel to the Debtors, Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801, (Attn: Adam G. Landis (landlis@lrclaw.com) and Kimberly A. Brown (brown@lrclaw.com)); (ii) the Office of the United States Trustee (Attn: Jane M. Leamy, Esq.) (the “**UST**”), (iii) counsel for the DIP Agent and Administrative Agent, Katten Muchin Rosenman LLP, 575 Madison Ave, New York, New York 10022 (Attn: William B. Freeman (bill.freeman@katten.com)) and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Sean Beach, Esq. (sbeach@ycst.com) and Jaime Luton Chapman (jchapman@ycst.com)), and (iv) counsel for the Official Committee of Unsecured Creditors, Kelley Drye & Warren LLP, 101 Park Avenue, New York, New York 10178 (Attn: Jason R. Adams, Esq. (jadams@kelleydrye.com) and Maeghan J. McLoughlin, Esq. (mmcloughlin@kelleydrye.com)).

4. **Voting Procedures.** Holders of Classes 4, 5 and 6 as of _____, 2020 (the “**Record Date**”) are entitled to vote to accept or reject the Plan. If you hold such a Claim, you will receive a solicitation package which shall include, among other things, a copy of (i) this Notice, (ii) the Plan (on a disk or flash drive in PDF format), (iii) the Disclosure Statement (on a disk or flash drive in PDF format), and (iv) a ballot. Please review the ballot and the instructions included therewith for how to vote on the Plan. Failure to follow the voting instructions may disqualify your vote.

5. **Voting Deadline.** The deadline to vote on the Plan is **October 23, 2020 at 11:59 pm (prevailing Eastern Time)** (the “**Voting Deadline**”). The Debtors’ noticing, claims and administrative agent, Kurtzman Carson Consultants LLC (“**KCC**”), must receive your ballot with an original signature by the Voting Deadline, otherwise your vote will not be counted. In order for your Ballot to count, you must (i) fully complete and execute the ballot and return it by first class mail, over-night courier or hand-delivery to KCC at the address set forth in the ballot or (ii) submit it via electronic online transmission through a

customized online balloting portal on the Debtors' case website, <https://kccllc.net/hri>,⁸ so that such ballot is actually received by KCC on or before the Voting Deadline.

6. **The Confirmation Hearing.** A combined hearing to consider final approval of the Disclosure Statement and confirmation of the Plan (the "Confirmation Hearing") will commence on **November 2, 2020 __ : __ .m. (prevailing Eastern Time)** before the Honorable Mary F. Walrath, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 5th Floor, Wilmington, DE 19801. The Confirmation Hearing may be held in-person, telephonically, via Zoom video conference, or some combination thereof. Please be advised that the Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on parties entitled to notice under Bankruptcy Rule 2002 and the Local Rules or otherwise. In accordance with the Plan, the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing by further action of the Debtors and without further notice to or action, order, or approval of the Bankruptcy Court or any other entity.

7. **Directions to Obtain the Plan Documents and Opt-In Form and Make Inquiries.** With authority of the Bankruptcy Court, copies of the Plan, the Disclosure Statement, the Interim Approval and Procedures Order (the "Plan Documents") are not included with this service. If you should have any questions or if you would like to obtain any of the Plan Documents or an Opt-In Form, please contact KCC by: (a) calling KCC at (877) 725-7530 (toll free); (b) visiting the Debtors' case website at: <https://kccllc.net/hri> and/or (c) writing to HRI Ballot Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245. You may also obtain copies of any pleadings for a fee via PACER at: <http://www.deb.uscourts.gov>. Please be advised that KCC is authorized to answer questions about, and provide additional copies of, the Plan Documents and Opt-In Form, but may **not** advise you as to whether you should vote to accept or reject the Plan.

8. **Release, Exculpation, and Injunction Language in the Plan.** Please be advised that Article VIII of the Plan contains the exculpation, releases and injunction provisions set forth below. **YOU ARE ADVISED TO REVIEW AND CONSIDER THESE PROVISIONS CAREFULLY BECAUSE YOUR RIGHTS MAY BE AFFECTED. HOLDERS OF CLAIMS OR INTERESTS MAY ELECT TO GRANT THE RELEASES CONTAINED IN ARTICLE VIII.E OF THE PLAN BY (X) TO THE EXTENT ENTITLED TO VOTE ON THE PLAN, VOTING ON THE PLAN AND NOT OPTING OUT OF THE CONSENSUAL THIRD PARTY RELEASES OR (Y) SUBMITTING AN OPT-IN FORM INDICATING THAT SUCH HOLDER OPTS-IN TO THE CONSENSUAL THIRD PARTY RELEASES CONTAINED IN ARTICLE VIII.E OF THE PLAN.**

⁸ The encrypted Ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the creditor's electronic signature will be deemed to be an original signature immediately legally valid and effective.

Article VIII.F. Exculpation

Notwithstanding anything herein to the contrary, the Exculpated Parties shall neither have nor incur, and each Exculpated Party is released and exculpated from, any liability to any holder of a Cause of Action, Claim or Interest for any act or omission in connection with, relating to, or arising out of, the Chapter 11 Cases, the sale of the Debtors' assets, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Disclosure Statement, the Plan, or any contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance of securities pursuant to the Plan or the distribution of property under the Plan or any other related agreement (whether or not such issuance or distribution occurs following the Effective Date), negotiations regarding or concerning any of the foregoing, or the administration of the Plan or property to be distributed hereunder, except for actions determined by Final Order to have constituted actual fraud, willful misconduct or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties have, and upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan.

Article VIII.D. Releases by the Debtors

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, each Released Party is deemed released and discharged by each and all of the Debtors, the Post-Effective Date Debtors, and their Estates, in each case on behalf of themselves and their respective successors, assigns, and representatives, and any and all other entities who may purport to assert any Cause of Action, directly or derivatively, by, through, for, or because of the foregoing entities, from any and all Claims, obligations, rights, suits, damages, Causes of Action, remedies, and liabilities whatsoever, including any derivative claims, asserted or assertable on behalf of any of the Debtors, the Post-Effective Date Debtors or their Estates, as applicable, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that the Debtors, the Post-Effective Date Debtors, or their Estates or affiliates would have been legally entitled to assert in their own right (whether individually or collectively) or

on behalf of the holder of any Claim against, or Interest in, a Debtor or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors or the Post-Effective Date Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the Debtors' in- or out-of-court sale and restructuring efforts, intercompany transactions, the Credit Agreement Documents, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Disclosure Statement, the Plan (including, for the avoidance of doubt, the Plan Supplement and the Plan Term Sheet), or any contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date; *provided* that nothing in the Plan shall be construed to release the Released Parties from gross negligence, willful misconduct or actual fraud as determined by a Final Order; and *provided, further*, that any right to enforce the Plan, the Confirmation Order, the Global Settlement, and the Asset Purchase Agreement is not so released.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases described in this Article VIII.D by the Debtors, which includes by reference each of the related provisions and definitions contained in this Plan, and further, shall constitute the Bankruptcy Court's finding that each release described in this Article VIII.D is: (1) in exchange for the good and valuable consideration provided by the Released Parties, (2) a good-faith settlement and compromise of such Claims; (3) in the best interests of the Debtors and all holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Debtors or Post-Effective Date Debtors or their respective Estates asserting any claim, Cause of Action, or liability related thereto, of any kind whatsoever, against any of the Released Parties or their property.

Article VIII.E. Consensual Third-Party Releases

If a holder of a Claim or Interest timely (x) votes on the Plan and does not opt out of the Consensual Third Party Releases to the extent entitled to vote on the Plan or (y) submits an opt-in form indicating that such holder opts-in to the Consensual Third Party Releases, then each such holder of a Claim or Interest shall be a Releasing Party and, as of the Effective Date, in exchange for good and valuable consideration, including the obligations of the Debtors

under the Plan and the contributions of the Released Parties to facilitate and implement the Plan, to the fullest extent permissible under applicable law, as such law may be extended or integrated after the Effective Date, each of the Releasing Parties shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever, released and discharged each Debtor, Post-Effective Date Debtor, and Released Party from any and all Claims, interests, obligations, rights, suits, damages, Causes of Action, remedies, and liabilities whatsoever, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, including any derivative claims, asserted or assertable on behalf of any of the Debtors, the Post-Effective Date Debtors, or their Estates, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors or the Post-Effective Date Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the Debtors' in- or out-of-court sale and restructuring efforts, intercompany transactions, the Credit Agreement Documents, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Disclosure Statement, the Plan (including, for the avoidance of doubt, the Plan Supplement and the Plan Term Sheet), or any contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date; *provided* that nothing in the Plan shall be construed to release the Released Parties from gross negligence, willful misconduct or actual fraud as determined by a Final Order; and *provided, further* that any right to enforce the Plan, the Confirmation Order, the Global Settlement, and the Asset Purchase Agreement is not so released.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the releases described in this Article VIII.E, which includes by reference each of the related provisions and definitions contained in this Plan, and further, shall constitute the Bankruptcy Court's finding that each release described in this Article VIII.E is: (1) in exchange for the good and valuable consideration provided by the Released Parties, (2) a good-faith settlement and compromise of such Claims; (3) in the best interests of the Debtors and all holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Releasing

Parties or the Debtors or Post-Effective Date Debtors or their respective Estates asserting any claim, Cause of Action, or liability related thereto, of any kind whatsoever, against any of the Released Parties or their property.

Article VIII.G Injunction

Except as otherwise expressly provided in the Plan or for obligations issued or required to be paid pursuant to the Plan or the Confirmation Order, all Entities who have held, hold or may hold Claims or Interests that have been released, discharged or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Post-Effective Date Debtors, the Exculpated Parties, or the Released Parties: (1) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (2) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (3) creating, perfecting or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; (4) asserting any right of setoff, subrogation or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such holder has Filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a Claim or Interest or otherwise that such holder asserts, has or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (5) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan.

Upon entry of the Confirmation Order, all holders of Claims and Interests and their respective current and former employees, agents, officers, directors, managers, principals, and direct and indirect Affiliates shall be enjoined from taking any actions to interfere with the implementation or Consummation of the Plan. Each holder of an Allowed Claim or Allowed Interest, as applicable, by accepting, or being eligible to accept, distributions under or Reinstatement of such Claim or Interest, as applicable, pursuant to the Plan, shall be deemed to have consented to the injunction provisions set forth in this Article VIII.G of the Plan.

YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASES, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

Dated: September 16, 2020
Wilmington, Delaware

LANDIS RATH & COBB LLP

Adam G. Landis (No. 3407)
Kimberly A. Brown (No. 5138)
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*Counsel for the Debtors
and Debtors-In-Possession*

EXHIBIT 3

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

HRI HOLDING CORP., *et al.*¹

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

**BALLOT FOR ACCEPTING OR REJECTING THE JOINT CHAPTER 11 PLAN OF
HRI HOLDING CORP. AND ITS DEBTOR AFFILIATES**

CLASS 4 — PREPETITION SECURED OBLIGATIONS CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING BALLOTS CAREFULLY
BEFORE COMPLETING THE BALLOT**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY KURTZMAN CARSON CONSULTANTS LLC BY
OCTOBER 23, 2020 AT 11:59 P.M. PREVAILING EASTERN TIME (THE “VOTING DEADLINE”)**

The Debtors have sent this Ballot to you because their records indicate that you are a holder of a Class 4 Prepetition Secured Obligations Claim, and accordingly, you have a right to vote to accept or reject the *Joint Chapter 11 Plan of HRI Holding Corp. and its Debtor Affiliates* [D.I. ___] (as may be amended, supplemented or modified, including all exhibits thereto, the “Plan”). Your rights are described in the *Disclosure Statement for the Joint Chapter 11 Plan of HRI Holding Corp. and its Debtor Affiliates* and all exhibits related thereto [D.I. ___] (as amended from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”). On September 16, 2020, the Bankruptcy Court entered an order [D.I. ___] (the “Interim Approval and Procedures Order”)² approving on an interim basis the adequacy of the Disclosure Statement. At the Confirmation Hearing, the Debtors will seek final approval of the adequacy of the Disclosure Statement, as well as confirmation of the Plan.

Copies of the Disclosure Statement, the Interim Approval and Procedures Order, the Plan and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. Additionally, the Solicitation Package may be obtained (a)(i) by contacting the Debtors’ court-appointed claims and noticing agent Kurtzman Carson Consultants LLC (the “Notice, Claims and Balloting Agent” or “KCC”) in writing, at HRI Ballot Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245, (ii) by visiting the Debtors’ case website at <http://www.kccllc.net/hri> or the Bankruptcy Court’s website <http://www.deb.uscourts.gov>; (iii) by electronic mail at HoulihanInfo@kccllc.com with a reference to “HRI Holding Corp.” in the subject line; or (b) for a fee via PACER at <http://www.deb.uscourts.gov>. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. If you believe you have received this Ballot in error, please contact the Balloting Agent at the address or email address set forth above.

¹ 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, the Disclosure Statement or the Interim Approval and Procedures Order, as applicable.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 4 (Prepetition Secured Obligations Claims) under the Plan.

If the Balloting Agent does not receive your Ballot on or before the Voting Deadline, October 23, 2020, at 11:59 p.m. prevailing Eastern Time and if the Voting Deadline is not extended, your vote as either an acceptance or rejection of the Plan will not count. If the Bankruptcy Court confirms the Plan, it will bind you regardless of whether you vote.

Item 1. Principal Amount of Class 4 Prepetition Secured Obligations Claims.

The undersigned hereby certifies that as of the Record Date, September 16, 2020 at 4:00 p.m. prevailing Eastern Time, the undersigned was the holder of a Class 4 Prepetition Secured Obligations Claim in the aggregate principal amount against the Debtors as set forth below (insert amount in box below):

\$ _____

Item 2. Class 4 Prepetition Secured Obligations Claim Vote on the Plan.

The holder of the Class 4 Prepetition Secured Obligations Claim set forth in Item 1 votes to (please check one):

ACCEPT THE PLAN

REJECT THE PLAN

ANY BALLOT THAT IS EXECUTED BY THE HOLDER OF A CLAIM BUT THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN OR DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN WILL NOT BE COUNTED.

Item 3. Opt-Out of the Consensual Third Party Releases

If you vote on the Plan and do not opt out of the Consensual Third Party Releases of Article VIII.E of the Plan by checking the box in this Item 3 below, you will be deemed to have consented to the Consensual Third Party Releases.³ CHECK THE BOX BELOW ONLY IF YOU ELECT TO OPT-OUT OF THE CONSENSUAL THIRD PARTY RELEASES OF ARTICLE VIII.E OF THE PLAN.

(Optional) The undersigned holder of the Class 4 Prepetition Secured Obligations Claim set forth in Item 1 elects to:

Opt-out of the Consensual Third Party Releases

Item 4. Certifications

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and to the Debtors:

- a. that either: (i) the Entity is the holder of the Class 4 Claim being voted; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Class 4 Claim being voted;
- b. that the Entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- c. that the Entity has cast the same vote with respect to all Class 4 Claims that it holds or for which it is the authorized signatory; and
- d. that no other Ballots with respect to the amount of the Class 4 Claim identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such Ballots dated earlier are hereby revoked.

³ Please refer to the Confirmation Hearing Notice or Article VIII.E of the Plan to review the Consensual Third Party Releases. {1247.002-W0062750.}

Name of holder: _____

(Print or Type)

Signature: _____

Name of Signatory (If other than holder): _____

Title: _____

Address: _____

Telephone Number: _____

Email: _____

Date Completed: _____

THE BALLOT MUST BE COMPLETED AND SUBMITTED, ON OR BEFORE THE VOTING DEADLINE, BY THE FOLLOWING APPROVED SUBMISSION METHOD:

<p>First Class Mail, Overnight Courier or Hand-Delivery To:</p> <p>HRI Ballot Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300 El Segundo, CA 90245</p>	<p>Electronic, online submission at:</p> <p>To submit your Ballot via KCC’s online portal, please visit: http://www.kccllc.net/hri click on “Submit E-Ballot” and follow the instructions to submit your Ballot.</p> <p>IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:</p> <p>Unique E-Ballot ID#: _____</p> <p>KCC’s online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.</p> <p>Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.</p> <p>Creditors who cast a Ballot using KCC’s online portal should NOT also submit a paper Ballot.</p> <p>If you have any questions, please contact KCC at: Telephone: (877) 725-7530 or via Email: HoulihansInfo@kccllc.com</p>
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EXCEPT AS EXPRESSLY PERMITTED ABOVE WITH RESPECT TO E-BALLOTS, BALLOTS OTHERWISE SUBMITTED BY FACSIMILE, TELECOPY, ELECTRONIC MAIL, OR OTHER FORM OF ELECTRONIC SUBMISSION WILL NOT BE ACCEPTED.

YOUR BALLOT MUST BE RECEIVED BY THE VOTING DEADLINE, WHICH IS OCTOBER 23, 2020, AT 11:59 P.M. PREVAILING EASTERN TIME.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined in the Ballot or these instructions shall have the meanings set forth in the Plan or the Disclosure Statement, copies of which also accompany the Ballot.
2. The Bankruptcy Court may confirm the Plan and thereby bind you by the terms of the Plan if, among other things, the Plan is confirmed. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) submit the Ballot to the address set forth on the enclosed pre-addressed envelope. The Voting Deadline for the receipt of Ballots by the Balloting Agent is October 23, 2020 at 11:59 p.m. (Eastern Time). Your completed Ballot must be received by the Balloting Agent on or before the Voting Deadline.
4. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. The method of delivery of Ballots to the Balloting Agent is at the election and risk of each holder of a Claim. Delivery will be deemed made only when the Balloting Agent **actually receives** the originally executed Ballot. If a holder of a Claim chooses effecting delivery by mail, it is recommended, though not required, that holders use an overnight or hand delivery service to assure timely delivery. No Ballot should be sent to the Debtors or the Debtors' agents (other than the Balloting Agent).
6. Except as expressly permitted above, delivery of a Ballot to the Balloting Agent by facsimile, telecopy, or electronic submissions will **not** be accepted.
7. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Balloting Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
9. This Ballot does not constitute and shall not be deemed to be: (a) a Proof of Claim; or (b) an assertion or admission of a Claim.
10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Balloting Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim; (b) any Ballot cast by a Party that does not hold a Claim in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe you have wrongly received a Ballot, you should contact the Balloting Agent by telephone immediately at (877) 725-7530.

PLEASE SUBMIT YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE, CLAIMS AND BALLOTING AGENT AT (877) 725-7530.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

HRI HOLDING CORP., *et al.*¹

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

**BALLOT FOR ACCEPTING OR REJECTING THE JOINT CHAPTER 11 PLAN OF
HRI HOLDING CORP. AND ITS DEBTOR AFFILIATES**

CLASS 5 — GENERAL UNSECURED CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING BALLOTS CAREFULLY
BEFORE COMPLETING THE BALLOT**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY KURTZMAN CARSON CONSULTANTS LLC BY
OCTOBER 23, 2020 AT 11:59 P.M. PREVAILING EASTERN TIME (THE “VOTING DEADLINE”)**

The Debtors have sent this Ballot to you because their records indicate that you are a holder of a Class 5 General Unsecured Claim, and accordingly, you have a right to vote to accept or reject the *Joint Chapter 11 Plan of HRI Holding Corp. and its Debtor Affiliates* [D.I. ___] (as may be amended, supplemented or modified, including all exhibits thereto, the “Plan”). Your rights are described in the *Disclosure Statement for the Joint Chapter 11 Plan of HRI Holding Corp. and its Debtor Affiliates* and all exhibits related thereto [D.I. ___] (as amended from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”). On September 16, 2020, the Bankruptcy Court entered an order [D.I. ___] (the “Interim Approval and Procedures Order”)² approving on an interim basis the adequacy of the Disclosure Statement. At the Confirmation Hearing, the Debtors will seek final approval of the adequacy of the Disclosure Statement, as well as confirmation of the Plan.

Copies of the Disclosure Statement, the Interim Approval and Procedures Order, the Plan and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. Additionally, the Solicitation Package may be obtained (a)(i) by contacting the Debtors’ court-appointed claims and noticing agent Kurtzman Carson Consultants LLC (the “Notice, Claims and Balloting Agent” or “KCC”) in writing, at HRI Ballot Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245, (ii) by visiting the Debtors’ case website at <http://www.kccllc.net/hri> or the Bankruptcy Court’s website <http://www.deb.uscourts.gov>; (iii) by electronic mail at HoulihansInfo@kccllc.com with a reference to “HRI Holding Corp.” in the subject line; or (b) for a fee via PACER at <http://www.deb.uscourts.gov>. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. If you believe you have received this Ballot in error, please contact the at the address or email address set forth above.

¹ 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, the Disclosure Statement or the Interim Approval and Procedures Order, as applicable.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 5 (General Unsecured Claims) under the Plan.

If the Balloting Agent does not receive your Ballot on or before the Voting Deadline, October 23, 2020, at 11:59 p.m. prevailing Eastern Time and if the Voting Deadline is not extended, your vote as either an acceptance or rejection of the Plan will not count. If the Bankruptcy Court confirms the Plan, it will bind you regardless of whether you vote.

Item 1. Principal Amount of Class 5 General Unsecured Claims.

The undersigned hereby certifies that as of the Record Date, September 16, 2020 at 4:00 p.m. prevailing Eastern Time, the undersigned was the holder of a Class 5 General Unsecured Claims in the aggregate principal amount against the Debtors as set forth below (insert amount in box below):

\$ _____

Item 2. Class 5 General Unsecured Claim Vote on the Plan.

The holder of the Class 5 General Unsecured Claim set forth in Item 1 votes to (please check one):

ACCEPT THE PLAN

REJECT THE PLAN

ANY BALLOT THAT IS EXECUTED BY THE HOLDER OF A CLAIM BUT THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN OR DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN WILL NOT BE COUNTED.

Item 3. Opt-Out of the Consensual Third Party Releases

If you vote on the Plan and do not opt out of the Consensual Third Party Releases of Article VIII.E of the Plan by checking the box in this Item 3 below, you will be deemed to have consented to the Consensual Third Party Releases.³ CHECK THE BOX BELOW ONLY IF YOU ELECT TO OPT-OUT OF THE CONSENSUAL THIRD PARTY RELEASES OF ARTICLE VIII.E OF THE PLAN.

(Optional) The undersigned holder of the Class 5 General Unsecured Claim set forth in Item 1 elects to:

Opt-out of the Consensual Third Party Releases

Item 4. Certifications

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and to the Debtors:

- a. that either: (i) the Entity is the holder of the Class 5 Claim being voted; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Class 5 Claim being voted;
- b. that the Entity has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- c. that the Entity has cast the same vote with respect to all Class 5 Claims that it holds or for which it is the authorized signatory; and
- d. that no other Ballots with respect to the amount of the Class 5 Claim identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such Ballots dated earlier are hereby revoked.

Name of holder: _____

(Print or Type)

³ Please refer to the Confirmation Hearing Notice or Article VIII.E of the Plan to review the Consensual Third Party Releases. {1247.002-W0062751.}

Signature: _____

Name of Signatory (If other than holder): _____

Title: _____

Address: _____

Telephone Number: _____

Email: _____

Date Completed: _____

THE BALLOT MUST BE COMPLETED AND SUBMITTED, ON OR BEFORE THE VOTING DEADLINE, BY THE FOLLOWING APPROVED SUBMISSION METHOD:

<p>First Class Mail, Overnight Courier or Hand-Delivery To:</p> <p>HRI Ballot Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300 El Segundo, CA 90245</p>	<p>Electronic, online submission at:</p> <p>To submit your Ballot via KCC’s online portal, please visit: http://www.kccllc.net/hri click on “Submit E-Ballot” and follow the instructions to submit your Ballot.</p> <p>IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:</p> <p>Unique E-Ballot ID#: _____</p> <p>KCC’s online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will <u>not</u> be counted.</p> <p>Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.</p> <p>Creditors who cast a Ballot using KCC’s online portal should <u>NOT</u> also submit a paper Ballot.</p> <p>If you have any questions, please contact KCC at: Telephone: (877) 725-7530 or via Email: HoulihansInfo@kccllc.com</p>
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EXCEPT AS EXPRESSLY PERMITTED ABOVE WITH RESPECT TO E-BALLOTS, BALLOTS OTHERWISE SUBMITTED BY FACSIMILE, TELECOPY, ELECTRONIC MAIL, OR OTHER FORM OF ELECTRONIC SUBMISSION WILL NOT BE ACCEPTED.

YOUR BALLOT MUST BE RECEIVED BY THE VOTING DEADLINE, WHICH IS OCTOBER 23, 2020, AT 11:59 P.M. PREVAILING EASTERN TIME.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined in the Ballot or these instructions shall have the meanings set forth in the Plan or the Disclosure Statement, copies of which also accompany the Ballot.
2. The Bankruptcy Court may confirm the Plan and thereby bind you by the terms of the Plan if, among other things, the Plan is confirmed. Please review the Disclosure Statement for more information.

3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) submit the Ballot to the address set forth on the enclosed pre-addressed envelope. The Voting Deadline for the receipt of Ballots by the Balloting Agent is October 23, 2020 at 11:59 p.m. (Eastern Time). Your completed Ballot must be received by the Balloting Agent on or before the Voting Deadline.
4. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. The method of delivery of Ballots to the Balloting Agent is at the election and risk of each holder of a Claim. Delivery will be deemed made only when the Balloting Agent **actually receives** the originally executed Ballot. If a holder of a Claim chooses effecting delivery by mail, it is recommended, though not required, that holders use an overnight or hand delivery service to assure timely delivery. No Ballot should be sent to the Debtors or the Debtors' agents (other than the Balloting Agent).
6. Except as expressly permitted above, delivery of a Ballot to the Balloting Agent by facsimile, telecopy, or electronic submissions will **not** be accepted.
7. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Balloting Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
9. This Ballot does not constitute and shall not be deemed to be: (a) a Proof of Claim; or (b) an assertion or admission of a Claim.
10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Balloting Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim; (b) any Ballot cast by a Party that does not hold a Claim in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe you have wrongly received a Ballot, you should contact the Balloting Agent by telephone immediately at (877) 725-7530.

PLEASE SUBMIT YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE, CLAIMS, AND BALLOTING AGENT AT (877) 725-7530.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

HRI HOLDING CORP., *et al.*¹

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

**BALLOT FOR ACCEPTING OR REJECTING THE JOINT CHAPTER 11 PLAN OF
HRI HOLDING CORP. AND ITS DEBTOR AFFILIATES**

CLASS 6 — PREPETITION SECURED OBLIGATIONS DEFICIENCY CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING BALLOTS CAREFULLY
BEFORE COMPLETING THE BALLOT**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY KURTZMAN CARSON CONSULTANTS LLC BY
OCTOBER 23, 2020 AT 11:59 P.M. PREVAILING EASTERN TIME (THE “VOTING DEADLINE”)**

The Debtors have sent this Ballot to you because their records indicate that you are a holder of a Class 6 Prepetition Secured Obligations Deficiency Claim, and accordingly, you have a right to vote to accept or reject the *Joint Chapter 11 Plan of HRI Holding Corp. and its Debtor Affiliates* [D.I. ___] (as may be amended, supplemented or modified, including all exhibits thereto, the “Plan”). Your rights are described in the *Disclosure Statement for the Joint Chapter 11 Plan of HRI Holding Corp. and its Debtor Affiliates* and all exhibits related thereto [D.I. ___] (as amended from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”). On September 16, 2020, the Bankruptcy Court entered an order [D.I. ___] (the “Interim Approval and Procedures Order”)² approving on an interim basis the adequacy of the Disclosure Statement. At the Confirmation Hearing, the Debtors will seek final approval of the adequacy of the Disclosure Statement, as well as confirmation of the Plan.

Copies of the Disclosure Statement, the Interim Approval and Procedures Order, the Plan and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. Additionally, the Solicitation Package may be obtained (a)(i) by contacting the Debtors’ court-appointed claims and noticing agent Kurtzman Carson Consultants LLC (the “Notice, Claims and Balloting Agent” or “KCC”) in writing, at HRI Ballot Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245, (ii) by visiting the Debtors’ case website at <http://www.kccllc.net/hri> or the Bankruptcy Court’s website <http://www.deb.uscourts.gov>; (iii) by electronic mail at HoulihansInfo@kccllc.com with a reference to “HRI Holding Corp.” in the subject line; or (b) for a fee via PACER at <http://www.deb.uscourts.gov>. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. If you believe you have received this Ballot in error, please contact the Balloting Agent at the address or email address set forth above.

¹ 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, the Disclosure Statement or the Interim Approval and Procedures Order, as applicable.

Signature: _____

Name of Signatory (If other than holder): _____

Title: _____

Address: _____

Telephone Number: _____

Email: _____

Date Completed: _____

THE BALLOT MUST BE COMPLETED AND SUBMITTED, ON OR BEFORE THE VOTING DEADLINE, BY THE FOLLOWING APPROVED SUBMISSION METHOD:

<p>First Class Mail, Overnight Courier or Hand-Delivery To:</p> <p>HRI Ballot Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300 El Segundo, CA 90245</p>	<p>Electronic, online submission at:</p> <p>To submit your Ballot via KCC’s online portal, please visit: http://www.kccllc.net/hri click on “Submit E-Ballot” and follow the instructions to submit your Ballot.</p> <p>IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:</p> <p>Unique E-Ballot ID#: _____</p> <p>KCC’s online portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will <u>not</u> be counted.</p> <p>Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable.</p> <p>Creditors who cast a Ballot using KCC’s online portal should <u>NOT</u> also submit a paper Ballot.</p> <p>If you have any questions, please contact KCC at: Telephone: (877) 725-7530 or via Email: HoulihansInfo@kccllc.com</p>
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INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined in the Ballot or these instructions shall have the meanings set forth in the Plan or the Disclosure Statement, copies of which also accompany the Ballot.
2. The Bankruptcy Court may confirm the Plan and thereby bind you by the terms of the Plan if, among other things, the Plan is confirmed. Please review the Disclosure Statement for more information.

3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) submit the Ballot to the address set forth on the enclosed pre-addressed envelope. The Voting Deadline for the receipt of Ballots by the Balloting Agent is October 23, 2020 at 11:59 p.m. (Eastern Time). Your completed Ballot must be received by the Balloting Agent on or before the Voting Deadline.
4. You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. The method of delivery of Ballots to the Balloting Agent is at the election and risk of each holder of a Claim. Delivery will be deemed made only when the Balloting Agent **actually receives** the originally executed Ballot. If a holder of a Claim chooses effecting delivery by mail, it is recommended, though not required, that holders use an overnight or hand delivery service to assure timely delivery. No Ballot should be sent to the Debtors or the Debtors' agents (other than the Balloting Agent).
6. Except as expressly permitted above, delivery of a Ballot to the Balloting Agent by facsimile, telecopy, or electronic submissions will **not** be accepted.
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8. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Balloting Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
9. This Ballot does not constitute and shall not be deemed to be: (a) a Proof of Claim; or (b) an assertion or admission of a Claim.
10. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Balloting Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
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12. If you believe you have wrongly received a Ballot, you should contact the Balloting Agent by telephone immediately at (877) 725-7530.

PLEASE SUBMIT YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE, CLAIMS, AND BALLOTING AGENT AT (877) 725-7530.

EXHIBIT 4

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

In re:

HRI HOLDING CORP., *et al.*¹

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

Ref. No. ____

**NOTICE OF (A) NON-VOTING STATUS WITH RESPECT TO UNIMPAIRED
CLASSES DEEMED TO ACCEPT THE JOINT CHAPTER 11 PLAN
OF HRI HOLDING CORP. AND ITS DEBTOR AFFILIATES
AND (B) ELECTION TO OPT-IN TO THIRD PARTY RELEASES**

PLEASE TAKE NOTICE THAT on _____, 2020, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an order [D.I. ____] (the “Interim Approval and Procedures Order”) approving, among other things, the *Disclosure Statement for the Joint Chapter 11 Plan of HRI Holding Corp. and Its Debtor Affiliates* dated August 25, 2020 [D.I. ____] (including all exhibits thereto and as amended, supplemented or otherwise modified from time to time, the “Disclosure Statement”), on an interim basis and authorizing the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit votes with regard to the acceptance or rejection of the *Joint Chapter 11 Plan of HRI Holding Corp. and Its Debtor Affiliates* dated August 25, 2020 [D.I. ____] (including all exhibits thereto and as amended, supplemented, or otherwise modified from time to time, the “Plan”).²

PLEASE TAKE FURTHER NOTICE THAT the Disclosure Statement, the Interim Approval and Procedures Order, the Plan and other documents and materials included in the Solicitation Package may be obtained by contacting Kurtzman Carson Consultants LLC (“KCC”), the noticing, claims and administrative agent retained by the Debtors in these chapter 11 cases, by: (a) calling KCC at (877) 725-7530 (toll free); (b) visiting the Debtors’ case website at: <https://kccllc.net/hri> and/or (c) writing to HRI Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245. You may also obtain copies of any pleadings for a fee via PACER at: <http://www.deb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because, under the terms of the Plan, your Claim(s) against and/or Interest(s) in the Debtors are Unimpaired and, pursuant to section

¹ 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 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan or the Disclosure Statement, as applicable.

1126(g) of the Bankruptcy Code, you are (I) conclusively presumed to have accepted the Plan and (II) not entitled to vote on the Plan. Accordingly, this notice and the *Notice of (A) Interim Approval of the Disclosure Statement and (B) Combined Hearing to Consider Final Approval of the Disclosure Statement and Confirmation of the Plan and the Objection Deadline Related Thereto* (the “Confirmation Hearing Notice”) are being sent to you for informational purposes and to allow you to opt-in to the Consensual Third Party Releases.

PLEASE TAKE FURTHER NOTICE THAT while holders of Claims and Interests in Classes 1, 2 and 3 are not entitled to vote to accept or reject the Plan, the opt-in election form (the “Opt-In Form”) provides you with the separate option to grant the voluntary release of the Released Parties contained in Article VIII.E of the Plan. The Opt-In Form is enclosed herewith.

PLEASE TAKE FURTHER NOTICE THAT the Opt-In Form must be completed and returned to KCC in accordance with the instructions set forth thereon by **October 23, 2020 at 11:59 pm (prevailing Eastern Time)** (the “Opt-In Deadline”) for your opt-in to be valid. If you fail to properly complete and submit the Opt-In Form prior to the Opt-In Deadline, you will be deemed not to have consented to the voluntary release of the Released Parties contained in Article VIII.E of the Plan.

PLEASE TAKE FURTHER NOTICE THAT AS SET FORTH IN THE CONFIRMATION HEARING NOTICE, ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, AND ARTICLE VIII.E CONTAINS A CONSENSUAL THIRD PARTY RELEASE. PURSUANT TO THE PLAN YOU WILL NOT BE DEEMED TO CONSENT TO THE RELEASES SET FORTH IN ARTICLE VIII AND DESCRIBED IN THE CONFIRMATION HEARING NOTICE IF YOU HOLD CLAIMS OR INTERESTS IN CLASSES 1, 2 OR 3 AND FAIL TO PROPERLY COMPLETE AND SUBMIT THE OPT-IN FORM BY THE OPT-IN DEADLINE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE INFORMATION CONTAINED IN THE CONFIRMATION HEARING NOTICE CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED UNDER THE PLAN.

PLEASE TAKE FURTHER NOTICE THAT if you have any questions about the status of any of your Claim(s) or Interest(s) or submission of the Opt-In Form you should contact KCC in accordance with the instructions provided above.

Dated: _____, 2020
Wilmington, Delaware

LANDIS RATH & COBB LLP

Adam G. Landis (No. 3407)
Kimberly A. Brown (No. 5138)
Matthew R. Pierce (No. 5946)
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*Counsel for the Debtors
and Debtors-In-Possession*

EXHIBIT 5

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

HRI HOLDING CORP., *et al.*¹

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

Ref. No. ____

NOTICE OF (A) NON-VOTING STATUS WITH RESPECT TO IMPAIRED
CLASSES DEEMED TO REJECT THE JOINT CHAPTER 11 PLAN
OF HRI HOLDING CORP. AND ITS DEBTOR AFFILIATES
AND (B) ELECTION TO OPT-IN TO THIRD PARTY RELEASES

PLEASE TAKE NOTICE THAT on _____, 2020, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an order [D.I. ____] (the “Interim Approval and Procedures Order”) approving, among other things, the *Disclosure Statement for the Joint Chapter 11 Plan of HRI Holding Corp. and Its Debtor Affiliates* dated August 25, 2020 [D.I. ____] (including all exhibits thereto and as amended, supplemented or otherwise modified from time to time, the “Disclosure Statement”), on an interim basis and authorizing the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit votes with regard to the acceptance or rejection of the *Joint Chapter 11 Plan of HRI Holding Corp. and Its Debtor Affiliates* dated August 25, 2020 [D.I. ____] (including all exhibits thereto and as amended, supplemented, or otherwise modified from time to time, the “Plan”).²

PLEASE TAKE FURTHER NOTICE THAT the Disclosure Statement, the Interim Approval and Procedures Order, the Plan and other documents and materials included in the Solicitation Package may be obtained by contacting Kurtzman Carson Consultants LLC (“KCC”), the noticing, claims and administrative agent retained by the Debtors in these chapter 11 cases, by: (a) calling KCC at (877) 725-7530 (toll free); (b) visiting the Debtors’ case website at: <https://kccllc.net/hri> and/or (c) writing to HRI Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245. You may also obtain copies of any pleadings for a fee via PACER at: <http://www.deb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because, under the terms of the Plan, your Claim(s) against and/or Interest(s) in the Debtors are Impaired and, pursuant to section

¹ 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 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan or the Disclosure Statement, as applicable.

1126(g) of the Bankruptcy Code, you are (I) conclusively presumed to have rejected the Plan and (II) not entitled to vote on the Plan. Accordingly, this notice and the *Notice of (A) Interim Approval of the Disclosure Statement and (B) Combined Hearing to Consider Final Approval of the Disclosure Statement and Confirmation of the Plan and the Objection Deadline Related Thereto* (the “Confirmation Hearing Notice”) are being sent to you for informational purposes and to allow you to opt-in to the Consensual Third Party Releases.

PLEASE TAKE FURTHER NOTICE THAT while holders of Claims and Interests in Classes 7, 8 and 9 are not entitled to vote to accept or reject the Plan, the opt-in election form (the “Opt-In Form”) provides you with the separate option to grant the voluntary release of the Released Parties contained in Article VIII.E of the Plan. The Opt-In Form is enclosed herewith.

PLEASE TAKE FURTHER NOTICE THAT the Opt-In Form must be completed and returned to KCC in accordance with the instructions set forth thereon by **October 23, 2020 at 11:59 pm (prevailing Eastern Time)** (the “Opt-In Deadline”) for your opt-in to be valid. If you fail to properly complete and submit the Opt-In Form prior to the Opt-In Deadline, you will be deemed not to have consented to the voluntary release of the Released Parties contained in Article VIII.E of the Plan.

PLEASE TAKE FURTHER NOTICE THAT AS SET FORTH IN THE CONFIRMATION HEARING NOTICE, ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, AND ARTICLE VIII.E CONTAINS A CONSENSUAL THIRD PARTY RELEASE. PURSUANT TO THE PLAN YOU WILL NOT BE DEEMED TO CONSENT TO THE RELEASES SET FORTH IN ARTICLE VIII AND DESCRIBED IN THE CONFIRMATION HEARING NOTICE IF YOU HOLD CLAIMS OR INTERESTS IN CLASSES 7, 8 OR 9 AND FAIL TO PROPERLY COMPLETE AND SUBMIT THE OPT-IN FORM BY THE OPT-IN DEADLINE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE INFORMATION CONTAINED IN THE CONFIRMATION HEARING NOTICE CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED UNDER THE PLAN.

PLEASE TAKE FURTHER NOTICE THAT if you have any questions about the status of any of your Claim(s) or Interest(s) or submission of the Opt-In Form you should contact KCC in accordance with the instructions provided above.

Dated: _____, 2020
Wilmington, Delaware

LANDIS RATH & COBB LLP

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

EXHIBIT 6

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

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

**THIS OPT-IN FORM MUST BE ACTUALLY RECEIVED BY KURTZMAN CARSON CONSULTANTS LLC BY
OCTOBER 23, 2020 AT 11:59 P.M. PREVAILING EASTERN TIME (THE "OPT-IN DEADLINE")**

Please be advised that Article VIII of the *Joint Chapter 11 Plan of HRI Holding Corp. and Its Debtor Affiliates* dated August 25, 2020 [D.I. ____] (including all exhibits thereto and as amended, supplemented, revised, or otherwise modified from time to time, the "Plan")² contains certain exculpation, release, and injunction provisions including the Consensual Third Party Releases contained in Article VIII.E of the Plan and set forth below. **YOU ARE ADVISED TO REVIEW AND CONSIDER THESE PROVISIONS CAREFULLY BECAUSE YOUR RIGHTS MAY BE AFFECTED.** Holders of Claims or Interests may elect to grant the releases contained in Article VIII.E of the Plan by (x) to the extent entitled to vote on the Plan, voting on the Plan and not opting out of the Consensual Third Party Releases or (y) submitting this Opt-In Form.

THE OPT-IN FORM MUST BE COMPLETED AND SUBMITTED, ON OR BEFORE THE OPT-IN DEADLINE, BY ONLY ONE OF THE FOLLOWING APPROVED SUBMISSION METHODS:

First Class Mail, Overnight Courier or Hand-Delivery To: HRI Ballot Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300 El Segundo, CA 90245	Email to: HoulihansInfo@kccllc.com and include "HRI Opt-In Form" in the subject line. If you have any questions, please contact KCC at: Telephone: (877) 725-7530 or via Email: HoulihansInfo@kccllc.com .
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EXCEPT AS EXPRESSLY PERMITTED ABOVE FOR E-MAIL, OPT-IN FORMS OTHERWISE SUBMITTED BY FACSIMILE, TELECOPY, OR OTHER FORM OF ELECTRONIC SUBMISSION WILL NOT BE ACCEPTED.

YOUR OPT-IN FORM MUST BE RECEIVED BY THE OPT-IN DEADLINE, WHICH IS OCTOBER 23, 2020 AT 11:59 P.M. PREVAILING EASTERN TIME.

Item 1. Opt-In to the Consensual Third Party Release Provision

¹ 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 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, the Disclosure Statement or the Interim Approval and Procedures Order, as applicable.
{1247.002-W0062756.}

CHECK THE BOX BELOW TO OPT-IN TO THE CONSENSUAL THIRD PARTY RELEASE PROVISION OF ARTICLE VIII.E OF THE PLAN SET FORTH BELOW.

The undersigned holder of a Claim or Interest elects to:

- Opt-In to the Consensual Third Party Release Provision of Article VIII.E of the Plan

Article VIII.E. Consensual Third-Party Releases

If a holder of a Claim or Interest timely (x) votes on the Plan and does not opt out of the Consensual Third Party Releases to the extent entitled to vote on the Plan or (y) submits an opt-in form indicating that such holder opts-in to the Consensual Third Party Releases, then each such holder of a Claim or Interest shall be a Releasing Party and, as of the Effective Date, in exchange for good and valuable consideration, including the obligations of the Debtors under the Plan and the contributions of the Released Parties to facilitate and implement the Plan, to the fullest extent permissible under applicable law, as such law may be extended or integrated after the Effective Date, each of the Releasing Parties shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever, released and discharged each Debtor, Post-Effective Date Debtor, and Released Party from any and all Claims, interests, obligations, rights, suits, damages, Causes of Action, remedies, and liabilities whatsoever, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, including any derivative claims, asserted or assertable on behalf of any of the Debtors, the Post-Effective Date Debtors, or their Estates, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors or the Post-Effective Date Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the Debtors’ in- or out-of-court sale and restructuring efforts, intercompany transactions, the Credit Agreement Documents, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, filing, or consummation of the Disclosure Statement, the Plan (including, for the avoidance of doubt, the Plan Supplement and the Plan Term Sheet), or any contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date; provided that nothing in the Plan shall be construed to release the Released Parties from gross negligence, willful misconduct or actual fraud as determined by a Final Order; and provided, further that any right to enforce the Plan, the Confirmation Order, the Global Settlement, and the Asset Purchase Agreement is not so released.

Entry of the Confirmation Order shall constitute the Bankruptcy Court’s approval, pursuant to Bankruptcy Rule 9019, of the releases described in this Article VIII.E, which includes by reference each of the related provisions and definitions contained in this Plan, and further, shall constitute the Bankruptcy Court’s finding that each release described in this Article VIII.E is: (1) in exchange for the good and valuable consideration provided by the Released Parties, (2) a good-faith settlement and compromise of such Claims; (3) in the best interests of the Debtors and all holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Releasing Parties or the Debtors or Post-Effective Date Debtors or their respective Estates asserting any claim, Cause of Action, or liability related thereto, of any kind whatsoever, against any of the Released Parties or their property.

Name of holder: _____ (Print or Type)	Address: _____ _____
Signature: _____	Telephone Number: _____
Name of Signatory: _____ (If other than holder)	Email: _____
Title: _____	Date Completed: _____

IF YOU HAVE ANY QUESTIONS REGARDING THIS OPT-IN FORM OR THE PROCEDURES FOR SUBMITTING THE SAME, PLEASE CONTACT KCC AT (877) 725-7530 (TOLL FREE).