

**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. Nos. 4, 55 & 140

**FINAL ORDER (A) AUTHORIZING THE MAINTENANCE OF BANK
ACCOUNTS AND CONTINUED USE OF EXISTING BUSINESS FORMS
AND CHECKS, (B) AUTHORIZING THE CONTINUED USE OF EXISTING
CASH MANAGEMENT SYSTEM AND (C) GRANTING LIMITED RELIEF FROM
THE REQUIREMENTS OF BANKRUPTCY CODE SECTION 345(B)
AND THE UNITED STATES TRUSTEE OPERATING GUIDELINES**

Upon the *Motion of the Debtors for Entry of Interim and Final Orders (A) Authorizing the Maintenance of Bank Accounts and Continued Use of Existing Business Forms and Checks, (B) Authorizing the Continued Use of Existing Cash Management System and (C) Granting Limited Relief from the Requirements of Bankruptcy Code Section 345(b) and the United States Trustee Operating Guidelines* (the “Motion”)² and upon the First Day Declaration; 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 Delaware

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.



dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that 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 the 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 it appearing that the relief requested by the Motion is in the best interests of the Debtors' estates; and sufficient cause appearing therefor; it is hereby

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

ORDERED that the Debtors are authorized, but not directed, to maintain and use their existing Cash Management System, as more fully set forth in the Motion; and it is further

ORDERED that the Debtors are authorized to maintain and use the existing Bank Accounts listed on Exhibit A attached hereto in the name and with the account numbers existing immediately prior to the Petition Date; and it is further

ORDERED that the Debtors are hereby authorized to continue to use the credit card issued by UMB for the purchases of liquor and wine from the State Store pursuant to the terms of the UMB Card agreement(s) and as otherwise agreed to by the parties; and it is further

ORDERED that the requirement in the Guidelines that the Debtors establish a specific new bank account for tax payments is waived; and it is further

ORDERED that provided that the Debtors shall retain the authority to close or otherwise modify certain of their Bank Accounts and open new debtors-in-possession accounts, or otherwise make changes to their Cash Management System as they deem necessary to facilitate their Chapter 11 Cases and operations. The Debtors are authorized to open any new Bank

Accounts or close any existing Bank Accounts as they may deem necessary and appropriate in their sole discretion; provided, however, that the Debtors give notice within fifteen (15) days to (i) the Office of the United States Trustee (Attn: Jane M. Leamy, Esq.) (the “UST”), (ii) counsel for the DIP Agent and Pre-Petition Agent, Katten Muchin Rosenman LLP, 575 Madison Ave, New York, New York 10022 (Attn: William B Freeman (bill.freeman@katten.com) and Karen B. Dine Esq. (Karen.dine@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 (iii) 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)); and it is further

ORDERED that the Debtors are authorized to deposit funds in and withdraw funds from their Bank Accounts by all usual means, subject to the same access rights and limitations existing prior to the Petition Date, including, but not limited to, checks, wire transfers, automated clearinghouse transfers, electronic funds transfers, and other debits and to treat the Bank Accounts for all purposes as debtor-in-possession accounts; and it is further

ORDERED that the Debtors’ banks may rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this or any other order of this Court, and such bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein; and it is further

ORDERED that the Debtors are authorized to continue to use their Business Forms substantially in the forms existing immediately prior to the Petition Date, without reference to

the Debtors' debtors-in-possession status, provided that once the Debtors' existing checks have been used, the Debtors shall, when reordering checks, require the designation "Debtors-In-Possession" and the corresponding bankruptcy case number on all checks; provided further that, with respect to electronic checks or checks which the Debtors or their agents print themselves, the Debtors shall begin printing the "Debtors-In-Possession" legend on such items within fourteen (14) days of the date of entry of this Order; and it is further

ORDERED that the banks listed on Exhibit A attached hereto are hereby authorized to continue to service and administer the Bank Accounts of the Debtors as debtors-in-possession without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wires, or automated clearinghouse transfers drawn on the Bank Accounts by the holders or makers thereof, provided that nothing contained herein shall authorize any such bank to honor any check issued or dated prior to the date of the commencement of these cases, except as otherwise provided by further order of this Court. In no event shall any of the Banks be required to honor overdrafts or to pay any check, wire or other debit against any of the Bank Accounts that is drawn against uncollected funds; and it is further

ORDERED that the Debtors may continue to pay, and the banks may continue to charge and collect, all customary and usual prepetition and postpetition fees arising from or related to the Bank Accounts; and it is further

ORDERED that subject to Bankruptcy Code section 553, all banks that maintain the Bank Accounts are prohibited from offsetting, affecting, freezing, or otherwise impeding the Debtors' use of any funds in the Bank Accounts on account of, or by reason of, any claim (as defined in Bankruptcy Code section 101(5)) of any such bank against the Debtors that arose before the Petition Date, absent further order of this Court; and it is further

ORDERED that in connection with the ongoing utilization of the Cash Management System, the Debtors shall maintain records with respect to all transfers of cash so that all transactions may be readily ascertained, traced, recorded properly, and distinguished between prepetition and postpetition transactions and among Debtor entities; and it is further

ORDERED that the requirements provided in Bankruptcy Code section 345(b) are hereby WAIVED for a period of twenty (20) days from the date of this Order, without prejudice to the Debtors' right to seek a further waiver thereof; and it is further

ORDERED that for banks at which the Debtors hold Bank Accounts that are party to a Uniform Depository agreement with the UST, to the extent not already contacted, within fifteen (15) days of the date of entry of this Order the Debtors shall (a) contact each bank, (b) provide the bank with each of the Debtors' employer identification numbers, (c) identify each of their Bank Accounts held at such banks as being held by debtors-in-possession in a bankruptcy case, and (d) serve a copy of this Order. For banks at which the Debtors hold Bank Accounts that are not party to a Uniform Depository agreement with the UST, the Debtors shall use good-faith efforts to cause the banks to execute a Uniform Depository agreement in a form prescribed by the UST within thirty (30) days of the date of this Order. The UST's rights to seek further relief from this Court on notice in the event that the aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the UST are fully reserved; and it is further

ORDERED that notwithstanding the Debtors' use of a consolidated Cash Management System, the Debtors shall calculate quarterly fees under 28 U.S.C. § 1930(a)(6) based on the disbursements of each Debtor, regardless of which entity pays those disbursements; and it is further

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

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

ORDERED that the Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order; and it is further

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

Dated: December 5th, 2019
Wilmington, Delaware

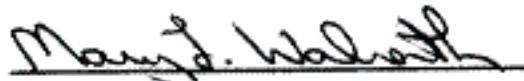

MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

EXHIBIT A**List of Bank Accounts**

DEBTOR	BANK NAME	CURRENCY	ACCOUNT TYPE	LAST FOUR DIGITS OF ACCOUNT NUMBER
Houlihan's Restaurants, Inc.	UMB Bank	USD	Concentration	6680
Houlihan's Restaurants, Inc.	UMB Bank	USD	Depository	6710
Houlihan's Restaurants, Inc.	UMB Bank	USD	Imprest	6850
Houlihan's Restaurants, Inc.	UMB Bank	USD	Accounts Payable	5907
Houlihan's Restaurants, Inc.	UMB Bank	USD	Payroll	5915
Houlihan's Restaurants, Inc.	UMB Bank	USD	Misc. Disbursements	6699
Houlihan's Restaurants, Inc.	UMB Bank	USD	Restaurant Depository	5744
Houlihan's Restaurants, Inc.	UMB Bank	USD	Conference Account	8861
HDJG Corp	UMB Bank	USD	Depository	4213
HOP Bayonne LLC	UMB Bank	USD	Restaurant Depository	5233
HOP Brick LLC	UMB Bank	USD	Restaurant Depository	5268
HOP Bridgewater LLC	UMB Bank	USD	Restaurant Depository	5225
HOP Cherry Hill LLC	UMB Bank	USD	Restaurant Depository	5209
HOP Fairfield LLC	UMB Bank	USD	Restaurant Depository	5179
HOP Farmingdale LLC	UMB Bank	USD	Restaurant Depository	5276
HOP Heights LLC	UMB Bank	USD	Restaurant Depository	5187
HOP Holmdel LLC	UMB Bank	USD	Restaurant Depository	5136
HOP New Brunswick LLC	UMB Bank	USD	Restaurant Depository	5160
HOP Paramus LLC	UMB Bank	USD	Restaurant Depository	5195
HOP Parsippany LLC	UMB Bank	USD	Restaurant Depository	5152
HOP Lawrenceville LLC	UMB Bank	USD	Restaurant Depository	5241
HOP Ramsey LLC	UMB Bank	USD	Restaurant Depository	5144
HOP Secaucus LLC	UMB Bank	USD	Restaurant Depository	5217
HOP Weehawken LLC	UMB Bank	USD	Restaurant Depository	5128

DEBTOR	BANK NAME	CURRENCY	ACCOUNT TYPE	LAST FOUR DIGITS OF ACCOUNT NUMBER
HOP Westbury LLC	UMB Bank	USD	Restaurant Depository	5284
HOP Woodbridge LLC	UMB Bank	USD	Restaurant Depository	5101
Houlihan's Restaurants, Inc.	US Bank	USD	Gift Certificate	0492