

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

In re:

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

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

**STATEMENT OF FINANCIAL AFFAIRS FOR  
HOP WESTBURY LLC (CASE NO. 19-12448)**

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: HRI Holding Corp. (4677), Houlihan’s Restaurants, Inc. (8489), HDJG Corp. (3479), Red Steer, Inc. (2214), Sam Wilson’s/Kansas, Inc. (5739), Darryl’s of St. Louis County, Inc. (7177), Darryl’s of Overland Park, Inc. (3015), Houlihan’s of Ohio, Inc. (6410), HRI O’Fallon, Inc. (4539), Algonquin Houlihan’s Restaurant, L.L.C. (0449), Geneva Houlihan’s Restaurant, L.L.C. (3156), Hanley Station Houlihan’s Restaurant, LLC (8058), Houlihan’s Texas Holdings, Inc. (5485), Houlihan’s Restaurants of Texas, Inc. (4948), JGIL Mill OP LLC (0741), JGIL Millburn, LLC (6071), JGIL 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.



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

In re:

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

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

**SCHEDULES OF ASSETS AND LIABILITIES  
AND STATEMENTS OF FINANCIAL AFFAIRS**

**GLOBAL NOTES**

These Global Notes and Disclaimers (the “Global Notes”) regarding the Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements”) and together with Schedules, the “Schedules and Statements”) for HRI Holding Corp. and its thirty-eight (38) affiliates set forth in footnote one herein (each a “Debtor” and collectively, the “Debtors”) are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and reviewed in connection with any review of the Schedules and Statements.

1. ***Description of Cases.*** On November 14, 2019 (the “Petition Date”), the Debtors filed voluntary petitions with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under chapter 11 of title 11, United States Code 11 U.S.C. §§ 101, *et seq.* (as amended or modified, the “Bankruptcy Code”) under case numbers 19-12415 (MFW), 19-12416 (MFW), 19-12417 (MFW), 19-12418 (MFW), 19-12419 (MFW), 19-12420 (MFW), 19-12421 (MFW), 19-12422 (MFW), 19-12423 (MFW), 19-12424 (MFW), 19-12425 (MFW), 19-12426 (MFW), 19-12427 (MFW), 19-12428 (MFW), 19-12429 (MFW), 19-12430 (MFW), 19-12431 (MFW), 19-12432 (MFW), 19-12433 (MFW), 19-12434 (MFW), 19-12435 (MFW), 19-12436 (MFW), 19-12437 (MFW), 19-12438 (MFW), 19-12439 (MFW), 19-12440 (MFW), 19-12441 (MFW), 19-

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: HRI Holding Corp. (4677), Houlihan’s Restaurants, Inc. (8489), HDJG Corp. (3479), Red Steer, Inc. (2214), Sam Wilson’s/Kansas, Inc. (5739), Darryl’s of St. Louis County, Inc. (7177), Darryl’s of Overland Park, Inc. (3015), Houlihan’s of Ohio, Inc. (6410), HRI O’Fallon, Inc. (4539), Algonquin Houlihan’s Restaurant, L.L.C. (0449), Geneva Houlihan’s Restaurant, L.L.C. (3156), Hanley Station Houlihan’s Restaurant, LLC (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.

12442 (MFW), 19-12443 (MFW), 19-12444 (MFW), 19-12445 (MFW), 19-12446 (MFW), 19-12447 (MFW), 19-12448 (MFW), 19-12449 (MFW), 19-12450 (MFW), 19-12451 (MFW), 19-12452 (MFW), and 19-12453 (MFW) (collectively, the “Chapter 11 Cases”), and orders for relief were entered by the Bankruptcy Court. The Chapter 11 Cases have been consolidated for the purpose of joint administration only under case number 19-12415 (MFW). The Debtors currently are operating their businesses as debtors-in-possession under the Bankruptcy Code.

On the Petition Date, the Debtors filed the *Declaration of Matthew R. Manning in Support of the Debtors’ Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”) [D.I. 2], which provides information regarding the circumstances leading to the commencement of these Chapter 11 Cases and information regarding the Debtors’ business and capital structure.<sup>2</sup>

2. ***General Reservation of Rights.*** The Schedules and Statements have been prepared by the Debtors’ management and are unaudited. While the Debtors’ management has made every effort to ensure that the Schedules and Statements are accurate and complete based on information that was available at the time of preparation, the subsequent receipt of information may result in material changes to the financial data contained in the Schedules and Statements, and inadvertent errors or omissions may exist. To the extent the Debtors discover a material error or omission, or become aware of additional information that may suggest a material difference, the Debtors will amend the applicable Schedules or Statements to reflect such changes. Accordingly, the Debtors do not make any representations or warranties as to the completeness or accuracy of the information set forth herein and reserve all rights to amend the Schedules or Statements as may be necessary or appropriate.

Exclusion of any asset should not be construed as an admission that such property rights have been abandoned, terminated, or otherwise expired by their terms, or assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction.

3. ***Basis of Presentation.*** Given the differences between the information requested in the Schedules and Statements and the financial information utilized under generally accepted accounting principles in the United States (“GAAP”), the aggregate asset values and claim amounts set forth in the Schedules and Statements do not reflect the amounts that would be set forth in a balance sheet prepared in accordance with GAAP. Therefore, the Schedules and Statements do not purport to represent financial statements prepared in accordance with GAAP nor are they intended to reconcile fully with any consolidated financial statements prepared by the Debtors. Unlike the consolidated financial statements, the Schedules and Statements reflect the assets and liabilities of each separate Debtor, except where otherwise indicated. Information contained in the Schedules and Statements has been derived from the Debtors’ books and records and historical financial statements.

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

The Schedules and Statements have been signed by Matthew R. Manning, the Debtors' Chief Restructuring Officer. Mr. Manning is an authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Manning has relied upon the efforts, statements and representations of various personnel employed by the Debtors and their professionals. Mr. Manning has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors, classification of such amounts and creditor addresses.

4. **Reporting Date.** Unless otherwise indicated, all amounts are listed as of the Petition Date or as of the latest available record date prior to the Petition Date.
5. **Fiscal Year.** Each Debtor reports fiscal year results of operations based on 52 or 53-week periods ending on the Sunday closest to September 30th. Each Debtor's most recent complete fiscal year ended on September 29, 2019.
6. **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
7. **Payments.** Prior to the Petition Date, the Debtors maintained a consolidated cash management system in the ordinary course of business. As described more fully in the Cash Management Motion,<sup>3</sup> the Debtors generally pay their obligations through Debtor Houlihan's Restaurants, Inc. ("HRI"), even though the applicable account, contract or lease may be with a different Debtor entity. To the extent that the Debtors were able to report information on an unconsolidated basis, the Schedules reflect such information. The Debtors reserve the right to modify or amend their Schedules and Statements to attribute any payments to a different legal entity, if appropriate.
8. **Current Values.** It would be prohibitively expensive, unduly burdensome and an inefficient use of estate assets for the Debtors to obtain current market valuations for all of their assets. Accordingly, unless otherwise indicated, the Debtors' Schedules and Statements reflect net book values as of the Petition Date. Book values of assets prepared in accordance with GAAP generally do not reflect the current performance of the assets and may differ materially from the actual value and/or performance of the underlying assets. The amounts represented in the Schedules and Statements are totals of all known amounts. When necessary, the Debtors have indicated that the value of certain assets is "Unknown." To the extent that any assets have been identified as having an "Unknown" value, the actual total may be different from the total listed in the Schedules and Statements.
9. **Estimates.** To close the books and records of the Debtors as of the Petition Date and to prepare such information on a legal entity basis, the Debtors were required to make estimates, allocations and assumptions that affect the reported amounts of assets,

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<sup>3</sup> The term "Cash Management Motion" refers to 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 "Cash Management Motion") [Docket No. 4].

liabilities, revenue, and expenses as of the Petition Date. The Debtors reserve all rights, but shall not be required, to amend the reported amounts of assets, liabilities, revenue, and expenses to reflect changes in those estimates and assumptions.

10. **Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information from research that was conducted in connection with the preparation of the Schedules. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change. The Debtors also reserve the right to change the attribution of liability from a particular Debtor to another to the extent additional information becomes available and amend the Schedules without notice as applicable.

Some of the scheduled liabilities are unknown and unliquidated at this time. In such cases, the amounts are listed as “Unknown.” Accordingly, the Schedules and Statements do not accurately reflect the aggregate amount of the Debtors’ liabilities.

The liabilities listed on the Schedules do not reflect any analysis of claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor’s claims.

11. **Excluded Assets and Liabilities.** The Debtors have excluded certain categories of assets and liabilities from the Schedules and Statements, such as tax accruals, accrued salaries, employee benefit accruals, and accrued accounts payable. The Debtors also have excluded potential rejection damage claims of counterparties to executory contracts and unexpired leases that have been or may be rejected. In addition, other immaterial assets and liabilities may also have been excluded.
12. **Entity Classification Issues.** The Debtors have endeavored in good faith to identify the assets owned by each Debtor and the liabilities owed by each Debtor. While the Schedules reflect the results of this effort, several factors may impact the ability of the Debtors to precisely assign assets and liabilities to particular Debtor entities, including, but not limited to: (a) certain assets may be primarily used by a Debtor other than the entity which holds title to such assets according to the Debtors’ books and records; (b) the Debtor entity that owns or holds title to certain assets may not be ascertainable given the consolidated manner in which the Debtors have operated their businesses and (c) certain liabilities may have been nominally incurred by one Debtor, yet such liabilities may have actually been incurred by, or the invoices related to such liabilities may have been issued to or in the name of, another Debtor.
13. **Intellectual Property Rights.** The Debtors historically (and in the Schedules and Statements) report the value of certain assets, such as intellectual property, on their books and records in their entirety as opposed to on an individual asset-by-asset basis. It would be prohibitively expensive and unduly burdensome for the Debtors to obtain individual valuations for each intellectual property right. Accordingly, the Debtors have not

identified individual values for each of their intellectual property assets. In addition, although the Debtors have made diligent efforts to attribute intellectual property to the rightful Debtor entity, in certain instances, intellectual property owned by one Debtor may, in fact, be owned by another. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

Exclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms or otherwise transferred pursuant to a sale, acquisition or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, terminated, assigned, expired by their terms or otherwise transferred pursuant to a sale, acquisition or other transaction.

14. ***Net Operating Losses.*** The Debtors carry certain unused net operating losses on their books and records (the “NOLs”). The Debtors have reported such NOLs on the Schedules and Statements in the amounts set forth on their 2016, 2017 and 2018 federal tax returns. However, the Debtors make no representations or warranties regarding the value of the Debtors’ interest in the NOLs.
15. ***Claims Description.*** Any failure to designate a claim listed in the Schedules as disputed, contingent or unliquidated does not constitute an admission by the Debtors that such amount is not disputed, contingent or unliquidated. The Debtors reserve all of their rights with respect to the claims listed in the Schedules or Statements, including, without limitation, the right to assert offsets or defenses to any claim reflected on the Schedules or Statements, or to further amend the Schedules or Statements to (i) dispute any claim on any basis, including, without limitation, as to amount, liability or classification or (ii) designate any claim as disputed, contingent or unliquidated.
16. ***Credits and Adjustments.*** The claims of creditors for, among other things, goods, products, services, or taxes are listed as the amounts entered on the Debtors’ books and records and do not reflect credits, rebates, refunds, or allowances that may be due from such creditors to the Debtors. The Debtors reserve all of their rights regarding any and all such credits, rebates, refunds, and allowances.
17. ***Classifications.*** The Debtors have sought to discover and properly classify all claims and interests in the Chapter 11 Cases, and to list all claims and interests against their estates accurately and completely. The Schedules or Statements should not be considered the final determination of the Debtors’ assets and liabilities, but rather the Debtors’ current compilation of such information as of the Petition Date based on their investigations to date.

In certain circumstances, the Debtors have not included the date claims were incurred as such information is not readily available and it would be prohibitively expensive and burdensome to determine such dates.

18. **Causes of Action.** Despite the Debtors' reasonable efforts to identify all known assets, the Debtors may not have set forth all of their causes of action or potential causes of action against third parties as assets in the Schedules and Statements. The Debtors reserve all of their rights with respect to any Claims or causes of action (including avoidance actions arising under Chapter 5 of the Bankruptcy Code and actions under other applicable non-bankruptcy law to recover assets), controversy, right of setoff, cross claim, counterclaim, or recoupment and any claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity, or pursuant to any other theory of law (collectively, "Causes of Action") they may have, and neither the Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.
19. **Court Orders.** By separate orders of the Bankruptcy Court entered in these Chapter 11 Cases, the Debtors were authorized (but not directed) to pay, among other things, certain prepetition claims of critical vendors, PACA/PASA claimants, insurance carriers and taxing authorities. Consequently, certain prepetition fixed, liquidated and undisputed priority and general unsecured claims have been or may be paid under this authority. The Debtors have attempted to list on their Schedules all such known amounts outstanding as of the Petition Date.

Additionally, by order of the Bankruptcy Court, the Debtors were authorized (but not directed) to pay, among other things, certain prepetition claims of customers. Consequently, certain prepetition fixed, liquidated and undisputed general unsecured claims related to customer programs have been or may be paid under this authority. The Debtors have attempted to list on their Schedules all such known amounts outstanding as of the Petition Date; provided, however, where such claimants are unknown (e.g., in the instance of gift card claims and refunds), the Debtors have not listed such claims on their Schedules.

The Debtors also were authorized (but not directed) by order of the Bankruptcy Court to pay, among other things, certain prepetition claims of employees. Consequently, certain prepetition fixed, liquidated and undisputed priority and general unsecured claims related to employees have been or may be paid under this authority. The prepetition liabilities related to ordinary course wages and compensation that have been paid postpetition to employees have been excluded from the Schedules.

20. **Insiders.** In the circumstances where the Schedules or Statements require information regarding insiders and/or officers and directors, included therein are each of the Debtors' (a) directors (or persons in similar positions) and (b) employees that are, or were during the relevant period, officers (or persons in control). The listing of a party as an insider is

not intended to be nor should it be construed as a legal characterization of such party as an insider and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims and defenses are hereby expressly reserved. Further, employees have been included in this disclosure for informational purposes only and should not be deemed to be “insiders” in terms of control of the Debtors, management responsibilities or functions, decision-making or corporate authority and/or as otherwise defined by applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

21. ***Property and Equipment.*** Unless otherwise noted therein, the Schedules and Statements reflect the net book value of the liabilities as listed in the Debtors’ books and records; however, particularly with respect to furniture, fixtures and equipment, the Debtors believe the actual value may be substantially lower. Where known, accumulated depreciation of assets has been accounted for.
22. ***Setoffs.*** The Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights, deposits posted by or on behalf of the Debtors or inchoate statutory lien rights.
23. ***Reservations.*** Neither the Debtors, their agents, their employees, nor their attorneys or advisors guarantee or warrant the accuracy, the completeness or correctness of the data that is provided herein or in the Schedules and Statements, and neither is liable for any loss or injury arising out of or caused in whole or in part by the acts, errors or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information. While every effort has been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys and advisors expressly do not undertake any obligation to update, modify, revise or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised or re-categorized. In no event shall the Debtors or their agents, attorneys and advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused.
24. ***Global Notes Control.*** In the event that the Schedules and Statements differ from the Global Notes, these Global Notes shall control.

#### **Specific Disclosures with Respect to the Debtors’ Schedules and Statement**

1. ***Schedule A/B 22.*** In the ordinary course of business, the Debtors take inventory at or near the end of each month. For purposes of Schedule A/B 22, the Debtors’ inventory is reported as of the last completed physical inventory.



2. **Schedule A/B 25.** The Debtors' inventory consists primarily of perishable items, and the Debtors do not track which purchases have been consumed or remain in inventory. Accordingly, it would be prohibitively expensive and unduly burdensome to ascertain the amount listed in inventory that has been purchased within 20 days of the Petition Date.
3. **Schedule A/B 55.** While the Debtors have identified their owned land and leasehold improvements on Schedule A/B, question 55, the underlying leases have been listed on Schedule G for the applicable Debtor. The Debtors' failure to list any rights in real property on Schedule A/B should not be construed as a waiver of any such rights that may exist, whether known or unknown at this time.
4. **Schedule D.** Except as otherwise agreed pursuant to a stipulation or agreed order or general order entered by the Bankruptcy Court, the Debtors reserve the right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercreditor agreement) related to such creditor's claim. In certain instances, a Debtor may be a co-obligor or guarantor with respect to scheduled claims of the other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in these Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated herein, real property lessors, utility companies and other parties which may hold security deposits have not been listed on Schedule D.

Pursuant to that certain Credit and Guaranty Agreement dated as of December 17, 2015 (the "Prepetition Credit Agreement"), the borrowers (the "Borrowers") thereunder are: HRI Holding Corp., Houlihan's Restaurants, Inc., Red Steer, Inc., Sam Wilson's/Kansas, Inc., Darryl's of St. Louis County, Inc., Darryl's of Overland Park, Inc., Houlihan's of Chesterfield, Inc., Houlihan's of Ohio, Inc., HRI O'Fallon, Inc., Algonquin Houlihan's Restaurant, L.L.C., Geneva Houlihan's Restaurant, L.L.C., Hanley Station Houlihan's Restaurant, LLC, and Houlihan's Texas Holdings, Inc. The remaining Debtors are guarantors (the "Guarantors") under the Prepetition Credit Agreement. As of the Petition Date, the outstanding balance under the Prepetition Credit Agreement was \$46,834,180 (the "Secured Debt Amount"). The Secured Debt Amount is reflected on Schedule D for each Debtor that is either a Borrower or Guarantor under the Prepetition Credit Agreement.

5. **Schedule E/F.** The Debtors have included various governmental agencies on Schedule E/F-1 out of an abundance of caution whose obligation may not be "taxes" pursuant to

the applicable law. The Debtors reserve all rights to dispute or challenge that these claims are not taxes and are not subject to priority under the Bankruptcy Code.

Schedule E/F does not include certain deferred charges, deferred liabilities or general reserves. Such amounts, however, are reflected on the Debtors' books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date.

The Debtors also have excluded potential rejection damage claims of counterparties to executory contracts and unexpired leases that have been or may be rejected.

The claims listed in Schedule E/F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. Although reasonable efforts have been made to identify the date of incurrence of each claim, determination of the date upon which each claim in Schedule E/F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each claim listed on Schedule E/F.

6. **Schedule G.** Although reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions or over inclusions may have occurred. The Debtors hereby reserve all rights to dispute the validity, status or enforceability of any contract or other agreement set forth in Schedule G that may have expired or may have been modified, amended and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, and other document, instruments and agreements which may not be listed therein. Also, Schedule G is intended to contain all of the Debtors' contracts and agreements as of the Petition Date. It is possible that some of the contracts or agreements listed on Schedule G have expired or otherwise terminated pursuant to their terms since the Petition Date. The presence of a contract or agreement on Schedule G does not constitute an admission by the Debtors that such contract or agreement is an executory contract or unexpired lease.

Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth separately on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of business, such as easements, rights of way, subordinations, nondisturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements, and confidentiality agreements. Such documents also are not set forth in Schedule G.

The Debtors have not included certain categories of accrued occupancy expense on the Schedules and Statements, such as accrued rent, common area maintenance and real property taxes paid as rent. The Debtors accrue these amounts based on historical knowledge and estimates for each open location, but have not included them as an account payable because the respective invoices for the period have not yet been received.

In addition, certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The Debtors reserve all rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument (including, without limitation, any intercreditor agreement) related to a creditor's claim.

While identifying the contracts and leases on Schedule G, the Debtors have not necessarily set forth these contracts and leases as assets in the Schedules and Statements, even though these contracts and leases may have some value to the Debtors' estates.

7. **Statement 3.** Statement 3 includes any disbursement or other transfer made by the Debtors except for those made to insiders (included in Statement 4), employee payroll and expense reimbursements and interbank transfers done as part of the Debtors' cash management system. In Statement 3, disbursements made on account of multiple invoices may be reflected as a single payment.
8. **Statement 4 and 30.** For purposes of Statement 4 and 30, all payments made on behalf of each of the Debtors to insiders were made through the Debtors' consolidated cash management system and paid through HRI, even though some of the payments may have been to or for the benefit of one or more other Debtors. As such, the payments made to insiders in connection with such insider's services to each Debtor have not been expressly allocated among the Debtors and, instead, have been listed in Statement question 4 and 30 for HRI.
9. **Statement 7.** The Debtors reserve all of their rights and defenses with respect to any and all listed lawsuits and administrative proceedings. The listing of any such suits and proceedings shall not constitute an admission by the Debtors of any liabilities or that the actions or proceedings were correctly filed against the Debtors or any affiliates of the Debtors. The Debtors also reserve their rights to assert that neither the Debtors nor any affiliates of the Debtors are an appropriate party to such actions or proceedings. The Debtors have not included on Statement 7 parties that may have asserted informal workers' compensation claims or other claims that were resolved or otherwise addressed without formal litigation or an administrative hearing or similar proceeding having been commenced. Additionally, to the extent that events occurred prior to the Petition Date, but any lawsuit or administrative proceeding related thereto was filed after the Petition Date, such suits or proceedings may not be listed Statement 7.
10. **Statement 11.** For purposes of Statement 11, all payments made on behalf of each of the Debtors for consultation concerning relief under the bankruptcy laws or preparation of a petition in bankruptcy within one (1) year immediately preceding the commencement of these Chapter 11 Cases, were made through the Debtors' consolidated cash management system and paid through HRI. As such, the costs of these services on behalf of each Debtor have not been expressly allocated among the Debtors and, instead, have been listed in Statement question 11 for HRI.

11. **Statement 21.** Pursuant to that certain management agreement (the “Management Agreement”) dated October 31, 2003 between Winghaven Restaurant Partners, LLC (“Winghaven”) and HRI, HRI manages and operates the Bristol Seafood Grill restaurant location in O’Fallon, Missouri (the “Restaurant”). While the Restaurant is operated under the exclusive direction and supervision of HRI, Winghaven owns all of the associated assets and is responsible for all costs and liabilities. For purposes of Statement 21, while HRI operates the Restaurant and exerts certain levels of control over the Restaurant and the property maintained thereat, the Debtors have not identified the assets owned by Winghaven that are operated by HRI.
  
12. **Statement 26d.** The Debtors have provided financial statements in the ordinary course of their businesses to numerous financial institutions, creditors, and other parties within two years immediately before the Petition Date. The disclosure of each of such parties would be impractical and burdensome as the Debtors generally do not track such sharing. Moreover, the parties with which the Debtors have shared such financial statements may have in turn further shared the financial statements with other entities without the Debtors’ knowledge or consent.

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

Debtor Name: In re : HOP Westbury LLC  
 United States Bankruptcy Court for the: District Of Delaware  
 Case number (if known): 19-12448 (MFW)

Check if this is an amended filing

**Official Form 207**

**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy 04/19**

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

**Part 1: Income**

**1. Gross revenue from business**

None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year		Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
<b>From the beginning of the fiscal year to filing date:</b>	From <u>9/30/2019</u> MM / DD / YYYY	to <u>Filing date</u>	
		<input checked="" type="checkbox"/> Operating a business	
		<input type="checkbox"/> Other _____	\$ <u>438,069.48</u>
<b>For prior year:</b>	From <u>10/1/2018</u> MM / DD / YYYY	to <u>9/29/2019</u> MM / DD / YYYY	
		<input checked="" type="checkbox"/> Operating a business	
		<input type="checkbox"/> Other _____	\$ <u>3,678,975.56</u>
<b>For the year before that:</b>	From <u>9/25/2017</u> MM / DD / YYYY	to <u>9/30/2018</u> MM / DD / YYYY	
		<input checked="" type="checkbox"/> Operating a business	
		<input type="checkbox"/> Other _____	\$ <u>1,442,851.03</u>

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. Non-business income may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None

		Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
<b>From the beginning of the fiscal year to filing date:</b>	From _____ to Filing date MM / DD / YYYY	_____	\$ _____
<b>For prior year:</b>	From _____ to _____ MM / DD / YYYY MM / DD / YYYY	_____	\$ _____
<b>For the year before that:</b>	From _____ to _____ MM / DD / YYYY MM / DD / YYYY	_____	\$ _____

Name

**Part 2: List Certain Transfers Made Before Filing for Bankruptcy**

**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers-including expense reimbursements-to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825 . (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer Check all that apply
3.1 See SOFA 3 Attachment Creditor's Name  Street  City State ZIP Code  Country		\$	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other

**4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None

Insider's Name and Address	Dates	Total amount or value	Reason for payment or transfer
4.1 Insider's Name  Street  City State ZIP Code  Country  Relationship to Debtor		\$	

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**5. Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

Creditor's Name and Address	Description of the Property	Date	Value of property
5.1 Creditor's Name			\$
Street			
City State ZIP Code			
Country			

**6. Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

Creditor's Name and Address	Description of the action creditor took	Date action was taken	Amount
6.1 Creditor's Name			\$
Street			
	Last 4 digits of account number: XXXX-		
City State ZIP Code			
Country			



Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**Part 3: Legal Actions or Assignments**

**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1 Clemcla Realty Corp. and HOP Westbury, LLC d/b/a Houlihan's vs. Beechwood Jericho Building Corp and Beechwood Merrick, LLC	Injunctive relief and declaratory judgment and business tort claim	Supreme Court of the State of New York, County of Nassau Name  100 Supreme Court Drive Street  Mineola NY 11501 City State ZIP Code  Country	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
<b>Case number</b>			
Index No. 610236/2019			

**8. Assignments and receivership**

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

None

Custodian's name and address	Description of the Property	Value
8.1 Custodian's name		\$
Street	<b>Case title</b>	<b>Court name and address</b>
		Name
	<b>Case number</b>	Street
City State ZIP Code		
Country	<b>Date of order or assignment</b>	City State ZIP Code
		Country

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**Part 4: Certain Gifts and Charitable Contributions**

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1 Creditor's Name <hr/> Street <hr/> City State ZIP Code <hr/> Country <hr/> Recipient's relationship to debtor <hr/>			\$

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**Part 5: Certain Losses**

**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**

None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Date of loss	Value of property lost
10.1			\$

Name

**Part 6: Certain Payments or Transfers**

**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1			\$
<b>Address</b>			
Street			
_____			
City	State	ZIP Code	
Country			
<b>Email or website address</b>			
_____			
<b>Who made the payment, if not debtor?</b>			
_____			

**12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device. Do not include transfers already listed on this statement.

None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
12.1			\$
<b>Trustee</b>			
_____			

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**13. Transfers not already listed on this statement**

List any transfers of money or other property - by sale, trade, or any other means - made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1			\$

**Address**

Street

City State ZIP Code

Country

**Relationship to Debtor**

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**Part 7: Previous Locations**

**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

**Address**

**Dates of occupancy**

14.1

\_\_\_\_\_

From \_\_\_\_\_ To \_\_\_\_\_

Street

\_\_\_\_\_

City State ZIP Code

Country

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**Part 8: Health Care Bankruptcies**

**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:  
 — diagnosing or treating injury, deformity, or disease, or  
 — providing any surgical, psychiatric, drug treatment, or obstetric care?

- No. Go to Part 9.
- Yes. Fill in the information below.

Facility Name and Address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1 Facility Name		
Street	<b>Location where patient records are maintained</b> (if different from facility address). If electronic, identify any service provider.	<b>How are records kept?</b>
City State ZIP Code		Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper
Country		

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name \_\_\_\_\_

**Part 9: Personally Identifiable Information**

**16. Does the debtor collect and retain personally identifiable information of customers?**

- No.
- Yes. State the nature of the information collected and retained. \_\_\_\_\_

Does the debtor have a privacy policy about that information?

- No
- Yes

**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**

- No. Go to Part 10.
- Yes. Does the debtor serve as plan administrator?

No. Go to Part 10.

Yes. Fill in below:

Name of plan	Employer identification number of the plan
17.1 _____	EIN: _____

Has the plan been terminated?

- No
- Yes



Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**

**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?  
 Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1 _____ Name	XXXX- _____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
_____ Street				
_____ City State ZIP Code				
_____ Country				

**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
19.1 _____ Name	_____	_____	<input type="checkbox"/> No
_____ Street			<input type="checkbox"/> Yes
_____ City State ZIP Code	<b>Address</b>		
_____ Country	_____		

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
20.1 Name <hr/> Street <hr/> <hr/> City State ZIP Code <hr/> Country <hr/>			<input type="checkbox"/> No  <input type="checkbox"/> Yes

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**

**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

None

Owner's name and address	Location of the property	Description of the property	Value
21.1			\$
Name			
Street			
City	State	ZIP Code	
Country			

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**Part 12: Details About Environmental Information**

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

**Report all notices, releases, and proceedings known, regardless of when they occurred.**

**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.

- No
- Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
22.1	Name		<input type="checkbox"/> Pending
	Street		<input type="checkbox"/> On appeal
			<input type="checkbox"/> Concluded
<b>Case Number</b>			
	City State ZIP Code		
	Country		

**23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

- No
- Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.1	Name		
	Street		
	City State ZIP Code	City State ZIP Code	
	Country	Country	

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**24. Has the debtor notified any governmental unit of any release of hazardous material?**

No

Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
24.1			
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		
Country	Country		

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**Part 13: Details About the Debtor's Business or Connections to Any Business**

**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

25.1	Business name and address	Describe the nature of the business	Employer Identification number
			Do not include Social Security number or ITIN.
	Name		EIN:
	Street		<b>Dates business existed</b>
			From _____ To _____
	City State ZIP Code		
	Country		

**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

26a.1	Name and Address	Dates of service	
		From	To
	See SOFA 26a Attachment		
	Name		
	Street		
	City State ZIP Code		
	Country		

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

26b.1	Name and Address	Dates of service	
		From	To
	See SOFA 26b Attachment		
	Name		
	Street		
	City State ZIP Code		
	Country		

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

**Name and address**

**If any books of account and records are unavailable, explain why**

26c.1 See SOFA 26c Attachment

Name

Street

City

State

ZIP Code

Country

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

**Name and address**

26d.1 See SOFA 26d Attachment

Name

Street

City

State

ZIP Code

Country

**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

No

Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of Inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
Steve Labrovic	10/27/2019	\$ 42,500.51

**Name and address of the person who has possession of inventory records**

27.1 Jennifer Compton

Name

8700 State Line Road, Ste. 100

Street

Leawood

KS

66206

City

State

ZIP Code

Country

Debtor: HOP Westbury LLC

Case number (if known): 19-12448

Name

**28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.**

Name	Address	Position and Nature of any interest	% of interest, if any
28.1 Archer, Michael	5632 Mission Road, Fairway, KS 66205	CEO, President & Director	
28.2 Parres, Cynthia	3027 W. 84th Place, Leawood, KS 66206	General Counsel, Compliance Risk Officer & Secretary	

**29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?**

- No
- Yes. Identify below.

Name	Address	Position and Nature of any interest	Period during which position or interest was held
29.1			From _____ To _____

**30. Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- No
- Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1 Name _____ Street _____ City _____ State _____ ZIP Code _____ Country _____			
<b>Relationship to debtor</b>			

**31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?**

- No
- Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
31.1 HDJG Corp	EIN: 61-1773479

**32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?**

- No
- Yes. Identify below.

Name of the pension fund	Employer Identification number of the pension fund
32.1	EIN: _____



**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.

18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

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

Executed on 12/12/2019  
MM / DD / YYYY

**x**  \_\_\_\_\_

Printed name Matthew R. Manning

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Chief Restructuring Officer

**Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy (Official Form 207)* attached?**

No

Yes

**In re: HOP Westbury LLC****Case No. 19-12448**

Attachment 3

Certain payments or transfers to creditors within 90 days before filing this case

Creditor's name	Address 1	City	State	Zip	Date	Total amount or value	Reason for payment or transfer (e.g. Secured debt, Unsecured loan repayments, Suppliers or vendors, Services, or Other)
EMPIRE MERCHANTS	16 BRIDGEWATER ST	BROOKLYN	NY	11222	8/29/2019	\$1,415.15	COST OF SALES-BAR
EMPIRE MERCHANTS	16 BRIDGEWATER ST	BROOKLYN	NY	11222	9/19/2019	\$1,647.41	COST OF SALES-BAR
EMPIRE MERCHANTS	16 BRIDGEWATER ST	BROOKLYN	NY	11222	10/3/2019	\$1,746.75	COST OF SALES-BAR
EMPIRE MERCHANTS	16 BRIDGEWATER ST	BROOKLYN	NY	11222	10/21/2019	\$1,919.32	COST OF SALES-BAR
EMPIRE MERCHANTS	16 BRIDGEWATER ST	BROOKLYN	NY	11222	10/31/2019	\$1,563.88	COST OF SALES-BAR
NY DEPARTMENT OF TAXATION AND FINANCE	50 BARRACK ST	TRENTON	NJ	08608	8/20/2019	\$22,175.35	TAX
NY DEPARTMENT OF TAXATION AND FINANCE	50 BARRACK ST	TRENTON	NJ	08608	9/20/2019	\$23,343.80	TAX
NY DEPARTMENT OF TAXATION AND FINANCE	50 BARRACK ST	TRENTON	NJ	08608	10/21/2019	\$20,680.09	TAX
SOUTHERN GLAZER'S OF NY METRO	PO BOX 3143	HICKSVILLE	NY	11802	8/13/2019	\$1,268.95	COST OF SALES-BAR
SOUTHERN GLAZER'S OF NY METRO	PO BOX 3143	HICKSVILLE	NY	11802	9/23/2019	\$4,024.20	COST OF SALES-BAR
SOUTHERN GLAZER'S OF NY METRO	PO BOX 3143	HICKSVILLE	NY	11802	10/10/2019	\$2,083.48	COST OF SALES-BAR
SOUTHERN GLAZER'S OF NY METRO	PO BOX 3143	HICKSVILLE	NY	11802	10/31/2019	\$1,405.85	COST OF SALES-BAR

**In re: HOP Westbury LLC****Case No. 19-12448**

Attachment 26a

Books, records and financial statements - Accountants and bookkeepers

<b>Name</b>	<b>Address 1</b>	<b>City</b>	<b>State</b>	<b>Zip</b>	<b>Title</b>	<b>Dates of service</b>
Harryman, Terry	14650 Briar Street	Leawood	KS	66224	VP/CFO	6/17/2019 - Present
Krstic, Peter	2237 W 124th Street	Leawood	KS	66209	Controller	7/10/2018 - Present
Nygren, Robert	9401 Meadow Lane	Leawood	KS	66206	VP/CFO	5/16/2016 - 4/16/2018
Roberts, Crystal	513 SE Richardson Pl	Lee's Summit	MO	64063	Senior Manager of Financial Accounting Manager of Payroll and Tax	7/27/2007 - 6/2019 6/2019 - Present
Wilmes, Traci	1513 Woodland Road	Greenwood	MO	64034	Director of Finance and Accounting	8/30/2010 - 3/29/2019

**In re: HOP Westbury LLC****Case No. 19-12448**

Attachment 26b

Books, records and financial statements - Auditors

<b>Name</b>	<b>Address 1</b>	<b>Address 2</b>	<b>City</b>	<b>State</b>	<b>Zip</b>	<b>Title</b>	<b>Dates of service</b>
CBIZ MHM LLC	700 West 47th Street	Suite 1100	Kansas City	MO	64112		2003 - Present
Harryman, Terry	14650 Briar Street		Leawood	KS	66224	VP/CFO	7/10/2018 - Present
Krstic, Peter	2237 W 124th Street		Leawood	KS	66209	Controller	6/17/2019 - Present
Nygren, Robert	9401 Meadow Lane		Leawood	KS	66206	VP/CFO	5/16/2016 - 4/16/2018

**In re: HOP Westbury LLC**

**Case No. 19-12448**

Attachment 26c

Books, records and financial statements - Firms in possession of books and records

Name	Address 1	Address 2	City	State	Zip	If any books of account and records are unavailable, explain why
CBIZ MHM LLC	700 West 47th Street	Suite 1100	Kansas City	MO	64112	
Harryman, Terry - VP/CFO	14650 Briar Street		Leawood	KS	66224	
Krstic, Peter - Controller	2237 W 124th Street		Leawood	KS	66209	
Nygren, Robert - VP/CFO	9401 Meadow Lane		Leawood	KS	66206	

**In re: HOP Westbury LLC****Case No. 19-12448**

Attachment 26d

Books, records and financial statements - Financial institution to whom financial statement was issued

<b>Name</b>	<b>Address 1</b>	<b>Address 2</b>	<b>City</b>	<b>State</b>	<b>Zip</b>
Aon Risk Services	One Liberty Place	1650 Market Street	Philadelphia	PA	19103
CBIZ MHM, LLC	700 W 47th Street	Suite 1100	Kansas City	MO	64112
CIT Bank, N.A.	11 West 42nd Street		New York	NY	10036
CohnReznick LLP	1900 Avenue of the Stars	28th Floor	Los Angeles	CA	90067
Corp, Susan	1109 S Minton		Independence	MO	64056
Garrison Investment Group LP	1290 Avenue of the Americas	Suite 914	New York	NY	10104
Hilco Real Estate, LLC	5 Revere Drive	Suite 320	Northbrook	IL	60062
Landis Rath	919 Market Street	Suite 1800	Wilmington	DE	19801
M2G Net Lease Funding, Ltd. c/o Milam Real Estate Capital, LLC	Attn Asset Mangement	250 W Nottingham, Suite 410	San Antonio	TX	78209
Meyer, Cherie	627 W 69th Terrace		Kansas City	MO	64113-2058
M-III Partners, LP	130 West 42nd Street	17th Floor	New York	NY	10036
Piper Jaffray	800 Nicollet Mall	Suite 1000	Minneapolis	MN	55402
US Foods, Inc.	9399 West Higgins Road	Suite 500	Rosemont	IL	60018
York Capital Management	767 5th Avenue		New York	NY	10153