

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

In re:	Chapter 11
HRI HOLDING CORP., <i>et al.</i> ¹	Case No. 19-12415 (MFW)
Debtors.	(Jointly Administered)
	Ref. Nos. 15, 296 & 322

**NOTICE OF THE SUCCESSFUL BIDDER'S
LIST OF DESIGNATION RIGHTS ASSETS**

PLEASE TAKE NOTICE that on December 17, 2019, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Notice of Designation of Successful Bid and Cancellation of Auction* [D.I. 296] (the “Successful Bid and Cancellation of Auction Notice”), which, among other things, identified Landry’s, LLC (together with its permitted successors, assigns and designees, “Purchaser”) as the Successful Bidder.

PLEASE TAKE FURTHER NOTICE that on December 21, 2019, the Court entered the *Order (A) Approving 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 to the Lenders, and (E) Granting Related Relief* [D.I. 322] (the “Sale Order”) approving that certain Asset Purchase Agreement by and between Purchaser and the Debtors, dated as of November 13, 2019 (the “APA”) and authorizing the Debtors to sell substantially all of their assets to Purchaser thereunder.

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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.



PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit A** is the list of Designation Rights Assets provided to the Debtors by Purchaser in accordance with section 7.5 of the APA.

Dated: December 26, 2019
Wilmington, Delaware

LANDIS RATH & COBB LLP

/s/ Nicolas E. Jenner _____

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EXHIBIT A

Exhibit A**Designation Rights Assets****I. Real Property Leases**

An enumerated list of Real Property Leases and amendments for each location, based on the schedules provided by Sellers, is attached hereto as Schedule I.

Location Number	Location Name	Location Address
156	Houlihan's Lee's Summit	625 NW Murray Road , Lees Summit, MO 64081-1203
187	Houlihan's Westlake	25651 Detroit Rd , Westlake, OH 44145-2415
182	Houlihan's Upper Arlington	3150 Tremont Rd , Upper Arlington, OH 43221
110	Houlihan's Leawood	4900 W 119 th St , Leawood, KS 66209-1523
175	Houlihan's Noblesville	14065 Town Center Blvd. Hamilton Town Center, Noblesville, IN 46060-2247
233	Houlihan's Secaucus	700 Plaza Dr , Secaucus, NJ 07094-3604
222	Houlihan's Bridgewater	1288 Route US Highway 22 East , Bridgewater, NJ 08807-2911
229	Houlihan's Paramus	65 Route 4 West , Paramus, NJ 07652
225	Houlihan's Farmingdale	923 Broad Hollow Road Route 110 , Farmingdale, NY 11735
223	Houlihan's Cherry Hill	2050 Route 70 West , Cherry Hill, NJ 08002-2766
230	Houlihan's Parsippany	1735 US Route 46 East , Parsippany, NJ 07054
224	Houlihan's Fairfield	645 Us Highway 46 , Fairfield, NJ 07004-1556
173	Houlihan's Cranberry	20406 Route 19 , Cranberry Twp, PA 16066
150	Houlihan's Mt. Lebanon	1500 Washington Rd Space #1210, Pittsburgh, PA 15228-1652
180	Devon Oakbrook Terrace	17W400 22nd Street , Oakbrook Terrace, IL 60181-4401
825	J. Gilbert's Overland Park	8901 Metcalf Ave , Overland Park, KS 66212-1402
829	J. Gilbert's Omaha	1010 Capitol Ave, Omaha, NE 68102
002	Corporate Office	8700 State Line Road, Suite 100, Leawood, KS 66206

II. Winghaven Agreements

1. Winghaven Management Agreement – Management Agreement dated October 31, 2003, by and between Winghaven Restaurant Partners, LLC and Houlihan's Restaurants, Inc.
2. Winghaven Operating Agreement – Operating Agreement of Winghaven Restaurant Partners dated October 21, 2003.

III. Executory Contracts

1. MomentFeed Master Services Agreement - August 16, 2019 MomentFeed Annual Services Agreement between MomentFeed and Houlihan's Restaurants, Inc.
2. Vantiv/World Pay
 - a. Bank Card Merchant Agreement between Vantiv, LLC, Fifth Third Bank and Houlihan's Restaurants, Inc. dated April 1, 2013
 - b. Gateway Service Agreement between Houlihan's Restaurants, Inc. and Worldpay, LLC dated September 17, 2019.

Schedule I

Real Property Leases and Amendments Constituting Designation Rights Assets

1. **Houlihan's Lee's Summit [156]** - Ground Lease by and between Lee's Summit Investors-98, LLC and Houlihan's Restaurants, Inc., dated August 23, 2005, together with all exhibits and attachments thereto. 625 Murray Road, Lee's Summit, Missouri
 - a. Kingston Environmental Audit of property located at 625 North Murray Road, Lee's Summit, Missouri 64081, dated April 23, 1998.
 - b. Environmental Inspection for Asbestos of former Best Western Hotel building located at 625 NW Murray Rd., Lee's Summit, MO, dated June 6, 2005.
 - c. Commitment for Owner's Policy of Title Insurance issued by Commonwealth Land Title Insurance Company, dated June 30, 2005.
 - d. Subordination, Non-Disturbance and Attornment Agreement, between Houlihan's Restaurants, Inc. ("Tenant"), Lee's Summit Investors-98, LLC ("Borrower" and US Bank, N.A. ("Lender"), dated August 24, 2005.
 - e. Letter agreement regarding Landlord work to be performed by Tenant, dated February 20, 2006.
 - f. Lease Commencement Date Addendum by and between Lee's Summit Investors - 98, LLC, ("Landlord") and Houlihan's Restaurants, Inc. ("Tenant") dated July 10, 2006. 625 Murray Rd., Lee's Summit, MO
2. **Houlihan's Westlake [187]** - Lease Agreement dated September 24, 2015 by and Between Detroit Columbia Properties LLC and Houlihan's of Cleveland, Ltd. at the location LA Centre 25651 Detroit Avenue, Westlake, OH 44145.
3. **Houlihan's Columbus/Upper Arlington [182]** - Lease dated November 11, 2011 between Houlihan's Restaurants, Inc. Echo Continental Kingsdale, LLC. Site Address: 3150 Tremont Rd Upper Arlington, OH 43221
 - a. Commencement Agreement dated April 5th, 2013
 - b. Letter from landlord dated April 3, 2017 regarding address change.
 - c. Tenant Estoppel agreement dated December 20, 2012
 - d. First Amendment to Shopping Center Lease dated May 24, 2013
4. **Houlihan's Leawood [110]** - Lease by and between Jog Realty, L.L.C. and Houlihan's Restaurants, Inc., dated August 18, 1995, together with all exhibits and attachments thereto. 4900 W 119th Street, Leawood, KS
 - a. Memorandum of Lease by and between JOG Realty, L.L.C. and Houlihan's Restaurants, Inc., dated August 17, 1995, and recorded in the Johnson County, Kansas official land records at Book 4657 at Page 826 on August 18, 1995.
 - b. Assignment and Assumption of Lease and Lease Modification Agreement by and between Sam Wilson's/Kansas, Inc. ("Assignee") and Houlihan's Restaurants, Inc. ("Assignor") and JOG Realty, L.L.C. ("Landlord"), dated February 6, 1996.
 - c. Lease Amendment by and between Sam Wilson's/Kansas, Inc. and JOG Realty, L.L.C., dated July 12, 2005.
 - d. Tenant Estoppel by Sam Wilson's/Kansas, Inc., dated February 27, 2007
 - e. Change of Landlord letter from Town Center Plaza, L.L.C. to JDG Realty LLC, dated December 8, 2011.
 - f. Option to Extend by Sam Wilson's/Kansas, Inc. dba Houlihan's dated August 18, 2014.
 - g. Option Exercise Letter to Dave French from Sam Wilson's/Kansas Inc, dba Houlihan's, dated August 27, 2019.
5. **Houlihan's Noblesville [175]** - Lease with exhibits dated January 23, 2008 between Hamilton Town Center, LLC and Houlihan's Restaurants, Inc.

- a. Default letter dated 10/02/2019
- b. Letter dated February 19, 2018 regarding CAM charges
- c. Letter dated March 16, 2018 from Simon in response to February 19, 2018 letter.
- d. Estoppel Certificate dated February 27, 2012
- e. Agreement Not to Compete dated November 30, 2017 between Abby, Inc and Houlihan's Restaurants, Inc
- f. Proposed Purchase Agreement dated November 30, 2007 between Abby, Inc and Houlihan's Restaurants, Inc.
6. **Houlihan's Secaucus [233]** - Lease by and between Meadow Park Associates and Penn 4743 Corporation (dba Houlihan's Old Place Restaurant and Bar), dated October 13, 1982, together with all exhibits and attachments thereto. Retail Area R-5, 700 Plaza Drive, Secaucus, NJ 07094
 - a. Assignment and Assumption Agreement by and between Penn 4743 Corp. (Assignor) and Gilbert/Robinson, Inc. (Assignee) and Meadow Park Associates, dated March 4, 1983.
 - b. Agreement of Lease between Hartz Mountain Industries, Inc. and Houlihan's Restaurants, Inc., dated February 1, 1988.
 - c. Letter Agreement by and between Meadow Park Associates and Penn 4743 Corporation, dated October 30, 1997.
 - d. Lease Modification Agreement by and between Meadow Park Associates (by Hartz Mountain Industries, Inc., general partner) and Houlihan's Restaurants, Inc. (formerly known as Gilbert/Robinson, Inc.) dated June 22, 1998.
 - e. Lease Modification Agreement by and between Hartz Mountain Industries, Inc. and Houlihan's Restaurants, Inc., dated April 9, 2003,
 - f. Second Lease Modification Agreement by and between Harmon Meadow Plaza, Inc. (as successor in interest to Meadow Park Associates) and Secaucus Restaurant, LLC, dated June 22, 2004.
 - g. Letter Agreement by and between Harmon Meadow Plaza, Inc. and Secaucus Restaurant, LLC, dated May 20, 2008.
7. **Houlihan's Bridgewater [222]** - Landlord and Tenant Lease dated January 1, 2002 by and Between Bridgewater Realty Corp and Bridgewater Restaurant, L.L.C. located at Township of Bridgewater, County of Somerset, State of NJ.
8. **Houlihan's Paramus [229]** - Lease Agreement dated ____, 2005 by and Between Thirty-Five Plaza Associates, L.L.C. and Paramus Restaurant, LLC at Location Thirty-Five Plaza, East 65 Route 4, Paramus, NJ.
9. **Houlihan's Farmingdale [225]** - Landlord and Tenant Lease dated October 19, 2006 by and Between Poly-Jaz Realty LLC, Poly C LLC and BRPR II LLC and Farmingdale Restaurant, LLC located in Farmingdale, Town of Babylon, County of Suffolk, State of New York.
10. **Houlihan's Cherry Hill [223]** - Ground Lease dated June 1, 2006 by and Between Cherry Hill Retail Partners LLC and Cherry Hill Restaurant LLC for premises at The Market Place at Garden State Park, Cherry Hill, NJ.
11. **Houlihan's Parsippany [230]** - Lease between Parsippany Restaurant, LLC and Killala, LLC, dated October 29, 2013, together with all exhibits and attachments thereto. Parsippany Restaurant, 1735 US Route 46 East, Parsippany-Troy Hills, NJ 07712.
 - a. First Amendment to Lease by and between Killala, LLC and HOP Parsippany, LLC, dated October 1, 2019
12. **Houlihan's Fairfield [224]** - Landlord and Tenant Lease dated July 20, 1987 by and Between Prime Motor Inns, Inc. and Gilbert/Robinson, Inc. Located at 635 Route 46 West, Fairfield, NJ.
13. **Houlihan's Cranberry [173]** - Ground lease with exhibits dated September 14, 2007 between Houlihan's Restaurants, Inc and Streets of Cranberry, LTD.
 - a. Commencement date agreement dated November 20, 2008
 - b. Default Letter from Landlord dated 10/17/2019 regarding October 2019 rent.

- c. Letter to landlord dated November 29, 2018 regarding notice of unacceptable conditions
 - d. Tenant Estoppels and SNDA completion dated March 20, 2019
 - e. Notice dated October 19, 2007 Inland American Cranberry Specialty, L.P. has acquired Streets of Cranberry, LTD.
 - f. Notice dated December 20, 2018 DIV Cranberry, LLC has acquired IA Cranberry Specialty, L.P.
14. **Houlihan's Mt. Lebanon [175]** - Lease with exhibits dated September 3, 2004 between Houlihan's Restaurants Inc. and Continental/Galleria, LP. Site Address: 1500 Washington Rd Space #1210 Pittsburgh, PA 15228-1652
- a. Memorandum of Lease dated September 3, 2004
 - b. Default notice, letter dated September 20, 2019
 - c. Letter to landlord dated January 10, 2018 stating unacceptable conditions
15. **Devon Oakbrook [180]** - Lease Agreement dated August 31, 2011 by and Between JRC Investments, LLC and Houlihan's Restaurants, Inc., dba Devon Seafood Grill at the Location JRC Plaza East Oakbrook Terrace, IL.
16. **J. Gilbert's Overland Park [825]** - Lease Agreement by and between Daniel/Metcalf Associates Partnership and Darryl's of Overland Park, Inc., dated July 13, 1989, together with all exhibits and attachments thereto.
- a. Memorandum of Lease by Daniel/Metcalf Associates Partnership and Darryl's of Overland Park, Inc., dated February 19, 1990, and recorded in the Johnson County, Kansas official land records in Book 3141 at Page 734.
 - b. Lease Amendment Letter by Darryl's of Overland Park, Inc. (Tenant) and Daniel/Metcalf Associates Partnership, dated September 11, 1992.
 - c. Tenant Estoppel Certificate by Darryl's of Overland Park, Inc. and Gilbert/Robinson, Inc. to The Prudential Insurance Company of America, dated January 17, 1995.
 - d. Tenant Estoppel Certificate by Darryl's of Overland Park, Inc. Mercantile Bank ("Lender") and S & S Real Estate Holding Company, L.C. ("Purchaser"), dated August 20, 1999.
 - e. Option to Extend Lease by Darryl's of Overland Park, Inc., to S & S Gateway, LLC, dated September 8, 2009.
 - f. Option to Extend Lease by Darryl's of Overland Park, Inc., dba J Gilbert's Wood-Fired Steaks and Seafood to S & S Gateway, LLC, dated September 15, 2014.
 - g. Tenant Estoppel from Darryl's of Overland Park, Inc., dated November 11, 2014.
 - h. Tenant Estoppel from Darryl's of Overland Park, Inc., dated April 22, 2015.
 - i. Consent of Arbor Development, LLC, to merger of HRI Holding Corp ("Parent") with HDJG Merger Corp., subsidiary of HDJG Corp. ("Buyer"); Darryl's of Overland Park, Inc. ("Tenant") will continue, dated December 7, 2015.
 - j. Superseding and replacing Lease Agreement between Arbor Development, LLC and Darryl's of Overland Park, Inc. dated October 1, 2019, together with all exhibits and attachments thereto.
17. **J. Gilbert's Omaha [829]** - Lease agreement dated November 6, 2017 between J Gil Omaha, LLC and Capital District Hotel, LLC. Site located at 1010 Capital Avenue Omaha, NE 68102
- a. Lease agreement with exhibits dated November 6, 2017 between J Gil Omaha, LLC and Capital District Hotel, LLC. Site located at 1010 Capital Avenue Omaha, NE 68102
 - b. Subordination, Non-Disturbance and Attornment Agreement effective November 6, 2017.
 - c. Amendment dated April 5, 2019 between J Gil Omaha, LLC and Capital District Hotel, LLC.
 - d. Letter dated May 10, 2018 regarding landlord failure to deliver property.
 - e. Letter dated August 14, 2018 regarding landlord continuing failure to deliver property and to provide tenant quiet enjoyment of leased premises.

- f. Letter dated September 24, 2018 regarding landlord failure to provide tenant quiet enjoyment of leased premises
 - g. Response from Capital District Hotel, LLC regarding landlord delivery of property and quiet enjoyment of leases premises.
18. **Corporate Office [002]** - Lease by and between Glenborough Properties, LP and Houlihan's Restaurants, Inc., dated May 8, 2003, together with all exhibits and attachments thereto. 8700 Stateline Road, Ste 100, Leawood, KS 66217
- e. Landlord's Subordination Agreement between Glenborough Properties, L.P. in favor of Fleet National Bank, as agent, and Houlihan's Restaurants, Inc., dated May 8, 2003.
 - f. Leasehold Owner's Title Policy, issued by First American Title Insurance Company of Kansas, dated June 9, 2003, in the amount of \$1,172,011.
 - g. Tenant Estoppel Certificate by Houlihan's Restaurants, Inc., dated January 3, 2005.
 - h. First Amendment to Lease by and between 96-OP Prop, L.L.C., successor in interest to Glenborough Properties, L.P. and Houlihan's Restaurants, Inc., dated August 23, 2005.
 - i. Second Amendment to Lease and Agreement for Partial Surrender of Premises, between 96-OP Prop, L.L.C. and Houlihan's Restaurants, Inc., dated July 5, 2010.
 - j. Third Amendment to Lease, between 96-OP Prop, L.L.C. and Houlihan's Restaurants, Inc.,