

**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)

Re: Docket No. 299

ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF KELLEY DRYE & WARREN LLP AS LEAD COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO NOVEMBER 22, 2019

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases for entry of an order authorizing the Committee to employ and retain Kelley Drye & Warren LLP (“Kelley Drye”) as lead counsel *nunc pro tunc* to November 22, 2019, the date the Committee determined to employ Kelley Drye as its counsel in these cases, pursuant to sections 328(a) and 1103 the Bankruptcy Code; and upon the Adams Declaration attached to the Application as Exhibit B; and upon the Bowden Declaration attached to the Application as Exhibit C; and the Court having jurisdiction pursuant to sections 157 and 1334 of the Bankruptcy Code to consider the Application and the

¹ The Debtors in these cases are: HRI Holding Corp., Houlihan’s Restaurants, Inc., HDJG Corp., Red Steer, Inc., Sam Wilson’s/Kansas, Inc., Darryl’s of St. Louis County, Inc., Darryl’s of Overland Park, 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, Houlihan’s Texas Holdings, Inc., Houlihan’s Restaurants of Texas, Inc., JGIL Mill OP LLC, JGIL Millburn, LLC, JGIL Milburn Op LLC, JGIL, LLC, JGIL Holding Corp., JGIL Omaha, LLC, HOP NJ NY, LLC, HOP Farmingdale LLC, HOP Cherry Hill LLC, HOP Paramus LLC, HOP Lawrenceville LLC, HOP Brick LLC, HOP Secaucus LLC, HOP Heights LLC, HOP Bayonne LLC, HOP Fairfield LLC, HOP Ramsey LLC, HOP Bridgewater LLC, HOP Parsippany LLC, HOP Westbury LLC, HOP Weehawken LLC, HOP New Brunswick LLC, HOP Holmdel LLC, HOP Woodbridge LLC, and Houlihan’s of Chesterfield, Inc.

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



relief requested therein; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application, the Adams Declaration, and the Bowden Declaration that Kelley Drye does not represent or hold any interest adverse to the Debtors or their estates as to the matters upon which Kelley Drye has been and is to be employed, and that Kelley Drye is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and that while employed by the Committee, Kelley Drye will not represent any other person or entity having an adverse interest in connection with these chapter 11 cases; and this Court having determined that the legal and factual bases set forth in the Application and in the Adams Declaration establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is approved as set forth herein.
2. Pursuant to sections 328 and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Committee is authorized to employ and retain Kelley Drye as its bankruptcy counsel, *nunc pro tunc* to November 22, 2019.
3. Kelley Drye shall apply for compensation and professional services rendered and reimbursement of expenses incurred in connection with the Debtors’ chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code, and applicable provisions of the Bankruptcy Rules, the Local Bankruptcy Rules, and such other procedures as may be fixed by order of this Court. Kelley Drye also intends to make a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the *Guidelines for*

Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases (the “U.S. Trustee Guidelines”), both in connection with the Application and the interim and final fee applications to be filed by Kelley Drye in these chapter 11 cases.

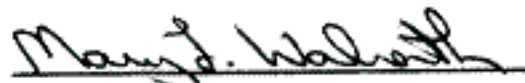
4. Kelley Drye will provide written notice of any rate increases (excluding the January 2020 rate increase, which has already been disclosed) to the Committee, the United States Trustee, and the Debtors, and will file a Supplemental Affidavit with the Court. The Committee, the Debtors, the United States Trustee, and all parties-in-interest retain all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. The Committee and Kelley Drye are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. During the course of these bankruptcy cases, this Court has and shall retain exclusive jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: January 6th, 2020
Wilmington, Delaware


MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE