

**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. 499, 567, 580, 588, 602, 606, 611, 635 & 683

ORDER APPROVING MISCELLANEOUS ASSET SALE

Upon consideration of the *Sixth Amended Notice of Proposed Sale of Miscellaneous Assets* [D. I. 635] (the “Sale Notice”), attached hereto as **Exhibit A**, and the *Certification of Counsel* (the “COC”)² with respect to the sale of certain miscellaneous assets; and the Court having found, based on the statements made in the COC, that the sale of certain miscellaneous assets was conducted in conformity with the procedures set forth in the *Order Approving Procedures Pursuant to Bankruptcy Code Sections 105(a), 363 and 554(A) and Federal Rules of Bankruptcy Procedure 6004, for the Sale of Certain Miscellaneous Assets Free & Clear of Liens, Claims and Encumbrances and to Approve the Sale or Abandonment of Certain Miscellaneous Assets and Granting Related Relief* [D.I. 499] (the “Sale Order”); and after due deliberation thereon, good and sufficient cause appearing therefore; it is hereby:

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 All capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the COC.



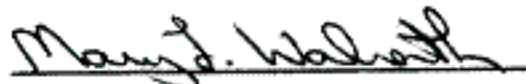
ORDERED that the sale of the Millburn Liquor License is approved as delineated in the Sale Notice and as set forth in the Sale Order; and it is further

ORDERED that the Millburn Liquor License shall be sold free and clear of liens, claims and encumbrances; and it is further

ORDERED that the terms and conditions of this Order shall be effective immediately and enforceable upon its entry, and the fourteen (14) day stay under Bankruptcy Rule 6004(h) is waived; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: July 28th, 2020
Wilmington, Delaware
{1247.002-W0061982.3}



MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

HRI HOLDING CORP., *et al.*¹

Debtors.

Chapter 11

Case No. 19-12415 (MFW)

(Jointly Administered)

Ref. Nos. 499, 567, 580, 588, 602, 606 & 611

Objection Deadline: June 15, 2020 at 4:00 p.m. (ET)

SIXTH AMENDED NOTICE OF PROPOSED SALE OF MISCELLANEOUS ASSETS

TO: (a) the United States Trustee; (b) the Committee; (c) the Lenders; (d) all known parties holding or asserting liens on or other interests in the Miscellaneous Assets that are the subject of the Proposed Sale; and (e) all parties that have advised the Debtors’ professionals of having an interest in acquiring the Miscellaneous Asset(s) that are proposed to be sold.

PLEASE TAKE NOTICE THAT:

1. On April 2, 2020, the above-captioned debtors and debtors-in-possession (the “Debtors”) filed the *Notice of Proposed Sale of Miscellaneous Assets* [D.I. 567] with respect to the proposed sale (the “Proposed Sale”) of Liquor License #0712-33-004-010, City of Millburn (Short Hills), New Jersey (the “Miscellaneous Asset”) pursuant to the *Order Approving Procedures Pursuant to Bankruptcy Code Sections 105(a), 363 and 554(A) and Federal Rules of Bankruptcy Procedure 6004, for the Sale of Certain Miscellaneous Assets Free & Clear of Liens, Claims and Encumbrances and to Approve the Sale or Abandonment of Certain Miscellaneous Assets and Granting Related Relief* [D.I. 499] (the “Sale Order”).²

2. On April 16, 2020, the Debtors filed the *Amended Notice of Proposed Sale of Miscellaneous Assets* [D.I. 580], on April 22, 2020, filed the *Second Amended Notice of Proposed Sale of Miscellaneous Assets* [D.I. 588], on April 30, 2020, filed the *Third Amended Notice of Proposed Sale of Miscellaneous Assets* [D.I. 602], on May 6, 2020, filed the *Fourth Amended Notice of Proposed Sale of Miscellaneous Assets* [D.I. 606], and on May 12, 2020 filed the *Fifth Amended Notice of Proposed Sale of Miscellaneous Assets* [D.I. 611] (the “Fifth Amended Notice”) with respect to the

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² Terms utilized but not otherwise defined herein shall have the meanings ascribed to them in the Sale Order.



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Proposed Sale. Pursuant to the Fifth Amended Notice, Briad Development, LLC (“Briad”) was named the proposed purchaser based on the proposed purchase price in the letter of intent (the “LOI”) it submitted. However, following the filing of the Fifth Amended Notice, Briad withdrew the LOI and the Debtors further marketed the Miscellaneous Asset. The Debtors hereby give notice of a competing bid for the Miscellaneous Asset in accordance with the Sale Order as set forth below.

PROPOSED SALE:

SUMMARY OF TERMS OF PROPOSED SALE OF MILLBURN LIQUOR LICENSE	
Miscellaneous Asset Proposed to Be Sold	Liquor License #0712-33-004-010, City of Millburn (Short Hills), New Jersey
Proposed Purchaser	Giselle Brown Realty, LLC, who is not an insider of the Debtors
Proposed Purchase Price	\$625,000
Known Lienholders	CIT Bank, N.A., in its capacity as the administrative agent under that certain Credit and Guaranty Agreement dated December 17, 2015 (as subsequently amended or modified) and the lender parties thereto (collectively, the “ <u>Lenders</u> ”) have asserted a lien on this asset.
Free & Clear Sale	The Proposed Sale shall be free and clear of all Interests pursuant to Bankruptcy Code section 363(f), with any of the Lenders’ Interests attaching to the net sale proceeds (to the extent the underlying security agreement provides for the continuation of such Interests and the Lenders have not agreed otherwise) with the same force, validity, priority, perfection, and effect as such Interests had on the asset immediately prior to the sale; <i>provided, however</i> that, in all events such Interests shall attach to applicable net sale proceeds in accordance with, and be subject to, the terms and conditions of (i) the Final DIP Order and (ii) the Term Sheet, as applicable, with the net proceeds of any sale of Miscellaneous Assets being distributed in accordance with, and subject to, the terms and conditions of the Final DIP Order and the Term Sheet, as applicable.

3. To object to the Proposed Sale or to submit a competing bid, you must make such objection or competing bid in writing and serve it upon the following parties on or before **4:00 p.m. (EST) on June 15, 2020** (the “Extended Response Deadline”): (i) counsel to the Debtors, Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801 (Attn: Kimberly A. Brown and Matthew R. Pierce); (ii) counsel to the Lenders, (a) Katten Muchin Rosenman LLP, 515 South Flower Street, Suite 1000, Los Angeles, California 90071-2212 (Attn: William B. Freeman), and 575 Madison Avenue, New York, New York 10022-2585 (Attn: Karen B. Dine) and (b) Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington Delaware 19801 (Attn: Sean M. Beach and Jaime Luton Chapman); (iii) the Office of the United States Trustee, United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Jane Leamy); and (iv) counsel to the Committee, Kelley Drye & Warren LLP, 101 Park Avenue, New York, New York 10178 (Attn: Jason R. Adams, Esq. and Maeghan J. McLoughlin, Esq.) and Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Domenic

Pacitti, Esq. and Richard M. Beck, Esq.). **In accordance with the Sale Order and with the consent of the Lenders and the Official Committee of Unsecured Creditors, the Debtors have implemented a minimum overbid requirement. As such, any party submitting a competing bid must bid at least \$20,000 more than the current Proposed Purchase Price (the “Minimum Bid Increment”).**

4. To the extent that a competing bid is received prior to the expiration of the Extended Response Deadline for the purchase of the Miscellaneous Asset that, in the Debtors’ business judgment and discretion, materially exceeds the value of the consideration described in this Sale Notice for such asset and adheres to the Minimum Bid Increment requirement, then the Debtors may file and serve an amended Sale Notice for the Proposed Sale of the Miscellaneous Asset to the subsequent bidder, even if the proposed purchase price exceeds the Sale Cap. Additionally, if any other material term(s) of this Proposed Sale are amended after transmittal of this Sale Notice, the Debtors shall file a revised Sale Notice and serve it on all Interested Parties describing the Proposed Sale, as amended. If an amended or revised Sale Notice is required (an “Amended Sale Notice”), the Extended Response Deadline will be extended for an additional five (5) days, the specific date of which will be set forth in the Amended Sale Notice.

5. If no objections or competing bids are received prior to the Extended Response Deadline, the Debtors shall submit a proposed order approving the Proposed Sale under certification of counsel, so informing the Bankruptcy Court and requesting the entry of the order approving the Proposed Sale without further notice or a hearing in accordance with the terms of the Sale Order.

Dated: June 10, 2020
Wilmington, Delaware

LANDIS RATH & COBB LLP

/s/ Matthew R. Pierce
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