

**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)

Hearing Date: July 6, 2022 at 10:30 a.m. (ET)
Objection Deadline: June 29, 2022 at 4:00 p.m. (ET)

**FIRST OMNIBUS OBJECTION (SUBSTANTIVE) OF PLAN ADMINISTRATOR
TO CERTAIN PROOFS OF CLAIM**

**TO THE CLAIMANTS LISTED IN THE EXHIBITS TO THE PROPOSED ORDER
ATTACHED HERETO:**

- **THIS OBJECTION SEEKS TO DISALLOW, EXPUNGE, RECLASSIFY, AND/OR MODIFY CERTAIN FILED PROOFS OF CLAIM.**
- **CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS IN THE EXHIBITS ATTACHED TO THE PROPOSED ORDER.**

Anthony M. Saccullo, in his capacity as the Plan Administrator of HRI Holding Corp. and its affiliated debtors in the above-captioned chapter 11 bankruptcy proceeding (the “Plan Administrator”), through his undersigned counsel pursuant to section 502 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 3007 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 3007-1 and 9006-1(d) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of

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), Houlihan’s of Ohio, Inc. (6410), HRI O’Fallon, Inc. (4539), Houlihan’s Texas Holdings, Inc. (5485). On November 17, 2021, the Court entered a final decree closing certain of the original affiliated Debtors’ Chapter 11 Cases. The Debtors’ mailing address is HRI Holdings Corp., c/o Saccullo Business Consulting, LLC, 27 Crimson King Drive, Bear, Delaware 19701.



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Delaware (the “Local Rules”) file this objection (the “Objection”) and seeks entry of an order, substantially in the form attached hereto, disallowing the claims identified on the Exhibits attached to the proposed order because such proofs of claim, among other things, assert amounts not reflected in the Debtors’ books and records. In support of this Objection, the Plan Administrator submits the *Declaration of Anthony M. Saccullo in Support of First Omnibus Objection (Substantive) of the Plan Administrator to Certain Proofs of Claim* (the “Saccullo Declaration”), attached to this Objection as **Exhibit A**, and respectfully state as follows:

Jurisdiction

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.

2. Venue is proper under 28 U.S.C. §§ 1408 and 1409.

3. The legal bases for the relief requested in this Objection are section 502 of the United States Bankruptcy Code, Bankruptcy Rules 3007 and 9014, and Local Rules 3007-1 and 9006-1(d).

Background

4. On November 5, 2020, the Court confirmed the Debtors’ Plan pursuant to its *Findings of Fact, Conclusions of Law and Order (I) Confirming Joint Chapter 11 Plan of HRI Holding Corp. and its Debtor Affiliates and (II) Approving the Disclosure Statement on a Final Basis* [D.I. 735] (the “Confirmation Order”).

5. On November 13, 2020 (the “Effective Date”), the plan of reorganization (the “Plan”) was substantially consummated.

6. Pursuant to Article IV, Section F and Article VII, Section B of the Plan, the Plan Administrator was vested with standing and authority to object to claims.

The Claims Reconciliation Process

7. On December 12, 2019, the Debtors filed their schedules of assets and liabilities and executory contracts and unexpired leases and statements of financial affairs [D.I.s 187-268], as required by section 521 of the Bankruptcy Code, and filed amended schedules on January 20, 2020 [D.I.s 368-406]

8. On February 26, 2020, the Court entered the *Order Establishing Bar Dates for Filing Claims and Approving Form and Manner of Notice Thereof* [D.I. 498] (the “Bar Date Order”) which, among other things, established April 1, 2020, as the deadline for all creditors of the Debtors holding or wishing to assert a “claim” (as defined in section 101(5) of the Bankruptcy Code) against any of the Debtors that arose before the Petition Date (each a “Claim”) including any claim arising under section 503(b)(9) of the Bankruptcy Code, to file proof of such Claim in writing (the “Consumer Bar Date”). Per the Bar Date Order, April 1, 2020 also was the Administrative Bar Date. Notice of the Bar Date Order was provided in accordance with the procedures outlined therein.

9. To date, persons and entities have filed approximately 800 proofs of claim against the Debtors. The Plan Administrator is in the process of reviewing those proofs of claim forms, including supporting documentation, if any, filed together with any proof of claim, and reconciling the proofs of claim with the Debtors’ books and records to determine the validity of the proofs of

claim. As set forth in the Saccullo Declaration, the Plan Administrator has determined that the disputed claims (each a “Disputed Claim”) are objectionable on the grounds set forth below.

Objection

10. The Plan Administrator has determined that a myriad of bases exist for disallowance of the Disputed Claims. Reviewing one or more of the bases necessitates a disallowance of each claim.

I. **BOOKS AND RECORDS.**

11. The Plan Administrator and members of his team carefully reviewed the Debtors’ books and records (both pre-petition and through the Effective Date) the Debtors’ schedules of assets and liabilities, as amended, and the proofs of claim, including supporting documentation provided by the claimants, if any. The Plan Administrator has determined that, consistent with the Saccullo Declaration, the Disputed Claims listed on the **Exhibit 1** to the proposed order are claims for an amount not found in the Debtors’ books and records and are otherwise unsupported. As a result, the books and records claims should be modified as set forth in **Exhibit 1** to the proposed order.

II. **NO LIABILITY.**

12. In addition to the Disputed Claims not being reflected in the Debtors’ books and records, the Plan Administrator vehemently contends that there is no liability owed to the Disputed Claim holders listed on **Exhibit 2** to the proposed order.

13. Moreover, a review of each Disputed Claim reveals that the Disputed Claims are supplied with insufficient evidence supporting a basis upon which the Disputed Claims could be Allowed.

III. NO CLAIM AMOUNT.

14. In addition to the foregoing, the subset of Disputed Claims on **Exhibit 3** to the proposed order set forth no amount (the “Unliquidated Claims”).

15. The Unliquidated Claims provide no support, methodology or basis upon which such claims may be ascertained.

16. Accordingly, the Unliquidated Claims cannot be allowed unless and until the claimant can prove the validity of the claim as well as a liquidated value of the claim.

17. As filed, therefore, the Unliquidated Claims must be disallowed.

Additional Basis for Relief

18. Pursuant to section 101 of the Bankruptcy Code, a creditor holds a claim against a bankruptcy estate only to the extent that (a) it has a “right to payment” for the asserted liabilities and (b) the claim is otherwise allowable. 11 U.S.C. §§ 101(5) and 101(10).

19. When asserting a claim against a bankrupt estate, a claimant must allege facts that, if true, would support a finding that the debtor is legally liable to the claimant. *See In re Allegheny Int’l, Inc.*, 954 F.2d 167, 173 (3d Cir. 1992); *In re Int’l Match Corp.*, 69 F.2d 73, 76 (2d Cir. 1934) (finding that a proof of claim should at least allege facts from which legal liability can be seen to exist). Where the claimant alleges sufficient facts to support its claim, its claim is afforded *prima facie* validity. *In re Allegheny Int’l, Inc.*, 954 F.2d at 173. A party wishing to dispute such a claim must produce evidence in sufficient force to negate the claim’s *prima facie* validity. *Id.* In practice, the objecting party must produce evidence that would refute at least one of the allegations essential to the claim’s legal sufficiency. *Id.* at 173-74. Once the objection party produces such evidence, the burden shifts back to the claimant to prove the validity of his or her claim by a preponderance of evidence. *Id.* The burden of persuasion is always on the claimant. *Id.*

20. For the reasons set forth herein and in the Saccullo Declaration, the Court should disallow the Disputed Claims, as requested herein. If the Disputed Claims are not formally disallowed, the potential exists for the applicable claimants to receive recoveries to which they are not entitled, to the detriment of the Debtors' other stakeholders. Thus, the relief requested herein is necessary to prevent any inappropriate distribution of estate funds and to facilitate the administration of the claims allowance process.

Compliance with Bankruptcy Rule 3007(e) and (f)

21. The Plan Administrator respectfully submits that this Objection complies with the requirements for omnibus objections set forth by Bankruptcy Rule 3007(e) and (f). Namely, among other things, the Objection conspicuously states that claimants receiving the objection should locate their names and claims in the objection, contains objections to no more than 150 proofs of claim, and identifies this Objection as the Plan Administrator's first omnibus claims objection. Additionally, the proposed form of Order identifies each claimant by category of claims subject to objection. To the extent that this Objection does not comply in all respects with the requirements of Bankruptcy Rule 3007(e) and (f), the undersigned believes such deviations are not material and respectfully requests that any such requirement be waived.

Separate Contested Matter

22. Each of the above objections to the proofs of claim constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. The Plan Administrator respectfully requests that any order entered by the Court with respect to an objection asserted herein shall be deemed a separate order with respect to each Claim.

Responses to Omnibus Objections

23. To contest this Objection, a claimant must file and serve a written response to this Objection (a “Response”) so that it is received no later than 4:00 p.m. (prevailing Eastern Time) on **June 29, 2022 at 4:00 p.m. (ET)** (the “Response Deadline”). Each Response must be filed with:

The Office of the Clerk
The United States Bankruptcy Court
for the District of Delaware
824 N. Market Street
Wilmington, DE 19801

and served upon the following entities, so that those entities receive the Response no later than the Response Deadline, at the following addresses:

Gellert Scali Busenkell & Brown, LLC
Attn: Ronald S. Gellert, Esq.
1201 N. Orange Street, Suite 300
Wilmington, DE 19801

24. Each Response to this Objection must contain at a minimum the following information: (a) a caption setting forth the name of the Court, the name of the Debtor or Debtors, the case number, and the title of the Objection to which the Response is directed; (b) the name of the claimant, his/her/its claim number, and a description of the basis for the amount of the Claim; (c) the specific factual basis and supporting legal argument upon which the party will rely in opposing this Objection; (d) any supporting documentation, to the extent it was not included with the proof of claim previously filed with the clerk or claims agent, upon which the party will rely to support the basis for and amounts asserted in the proof of claim; and (e) the name, address, telephone number, and fax number of the person(s) (which may be the claimant or the claimant’s legal representative) with whom counsel for the Plan Administrator should communicate with

respect to the Claim or the Objection and who possesses authority to reconcile, settle, or otherwise resolve the objection to the Disputed Claim on behalf of the claimant.

25. If a claimant fails to file and serve a timely Response by the Response Deadline, the Plan Administrator may present to the Court an appropriate order disallowing, expunging, and/or reassigning the claim, without further notice to the claimant or a hearing.

Replies to Responses

26. Consistent with local Rule 9006-1(d), the Plan Administrator may file and serve a reply no later than 4:00 p.m. (prevailing Eastern Time) one day prior to the deadline for filing the agenda on any hearing to consider the Objection.

Reservation of Rights

27. The Plan Administrator expressly reserves the right to amend, modify, or supplement this Objection and to file additional substantive (to the extent allowable by the Court) or non-substantive objections to the Disputed Claims objected to herein, filed or not, which may be asserted against the Debtors. Should one or more of the grounds of objection stated in this Objection be overruled, the Plan Administrator reserves its right to object on any other applicable grounds. In addition, the Plan Administrator reserves the right to seek to reduce any Claims for any reason, including to the extent such Claim has been paid. The Plan Administrator reserves his right to raise further objections, including objections under section 502(d) of the Bankruptcy Code. To the maximum extent allowable by the Court, nothing in this Objection or the relief requested herein shall limit the Plan Administrator's right to bring future and/or additional objections to any of the Disputed Claims on any basis.

Compliance With Local Rule 3007-1

28. To the best of the Plan Administrator's knowledge and belief, this Objection and the Exhibits attached to the Order comply with Local Rule 3007-1. To the extent that this Objection does not comply in all respects with the requirements of Local Rule 3007-1, the undersigned believes such deviations are not material and respectfully requests that any such requirement be waived.

Notice

29. Notice of this Motion shall be provided to: (a) the Office of the United States Trustee for the District of Delaware; (b) the holders of Disputed Claims identified on **Exhibits 1-3** to the proposed order or the applicable proof of claim; and (c) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Plan Administrator submits that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

30. No prior request for the relief sought herein has been made to this or any other court.

Conclusion

31. In sum, the Plan Administrator has determined that the Disputed Claims must be disallowed, *inter alia*, because: (i) they are not reflected as owing in the Debtors' books and records, for which (ii) the Debtors maintain no liability and (iii) for which no claim amount is listed.

WHEREFORE, the Plan Administrator respectfully request that the Court enter an order substantially in the form attached hereto as **Exhibit B**, granting the relief requested herein and such other and further relief as is just and equitable.

Dated: May 31, 2022
Wilmington, DE

GELLERT SCALI BUSENKELL & BROWN, LLC

/s/ Amy D. Brown

Michael Busenkell (DE 3933)

Ronald S. Gellert (DE 4259)

Amy D. Brown (DE 4077)

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Counsel for the Plan Administrator

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)

**DECLARATION OF ANTHONY M. SACCULLO IN SUPPORT OF FIRST
OMNIBUS OBJECTION (SUBSTANTIVE) OF THE
PLAN ADMINISTRATOR TO CERTAIN PROOFS OF CLAIM**

I, Anthony M. Saccullo, hereby declare under penalty of perjury:

1. I am the Plan Administrator (“Plan Administrator”) for the estate of HRI Holding Corp., et al. (the “Debtors”), under the Debtors’ confirmed plan of reorganization. In such capacity, I have become, and am, generally familiar with the Debtors’ overall day-to-day operations, business and financial affairs, and books and records. I am above 18 years of age, and I am competent to testify.

2. I have read the *First Omnibus Objection (Substantive) of the Plan Administrator* (the “Objection”)² and am directly, or by and through the advisors, consultants, and personnel of the Plan Administrator, the Debtor, and KCC (the “Claims Agent”), familiar with the information contained therein and the exhibits attached thereto. Except as otherwise indicated, all facts set

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² Capitalized terms used but not otherwise defined in this Declaration have the meanings given to them in the Objection.

forth in this Declaration are based on my personal knowledge of the Debtors' business and financial affairs, information learned from my review of relevant documents, and information I have received from my own advisors, consultants, and personnel as well as Debtors' and Claim Agent's advisors, consultants, and personnel. If I were called upon to testify, I could and would competently testify to the facts set forth herein on that basis.

3. On November 5, 2020, the Court confirmed the Debtors' Plan pursuant to its *Findings of Fact, Conclusions of Law and Order (I) Confirming Joint Chapter 11 Plan of HRI Holding Corp. and its Debtor Affiliates and (II) Approving the Disclosure Statement on a Final Basis* [D.I. 735] (the "Confirmation Order").

4. On November 13, 2020 (the "Effective Date"), the plan of reorganization (the "Plan") was substantially consummated.

5. Pursuant to Article IV, Section F and Article VII, Section B of the Plan, the Plan Administrator was vested with standing and authority to object to claims.

6. The Disputed Claims listed on the **Exhibit 1** to the proposed order are claims for an amount not found in the Debtors' books and records and are otherwise unsupported. As a result, the books and records claims should be modified as set forth in **Exhibit 1** to the proposed Order.

7. In addition to the Disputed Claims not being reflected in the Debtors' books and records, the Plan Administrator vehemently contends that there is no liability owed to the Disputed Claim holders listed on **Exhibit 2** to the proposed order. Moreover, a review of each Disputed Claim reveals that no Disputed Claim is supplied with insufficient evidence supporting a basis upon which the Disputed Claims could be Allowed.

8. In addition to the foregoing, the subset of Disputed Claims on **Exhibit 3** to the proposed

order set forth no amount (the “Unliquidated Claims”). The Unliquidated Claims provide no support, methodology or basis upon which such claims may be ascertained.

9. To the best of my knowledge, information, and belief, the assertions made in the Objection are accurate.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

Dated: May 27, 2022

/s/ Anthony M. Saccullo
Anthony M. Saccullo, Plan Administrator

EXHIBIT B

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

In re: HRI HOLDING CORP., <i>et al.</i> , ¹ <p style="text-align: center;">Debtors.</p>	Chapter 11 Case No. 19-12415 (MFW) (Jointly Administered) Related to Docket No. _____
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**ORDER GRANTING FIRST OMNIBUS OBJECTION (SUBSTANTIVE)
OF THE PLAN ADMINISTRATOR TO CERTAIN PROOFS OF CLAIM**

Upon the *First Omnibus Objection (Substantive) of the Plan Administrator to Certain Proofs of Claim* (the “Objection”),² the Plan Administrator (the “Plan Administrator”) requests entry of an order (this “Order”) disallowing the claims identified on Exhibits 1-3 attached hereto, pursuant to section 502 of the Bankruptcy Code, Bankruptcy Rules 3007 and 9014, and Local Rules 3007-1 and 9016-1(d), all as more fully set forth in the Objection; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that

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

the relief requested in the Objection is in the best interests of the Debtor's estate, its creditors, and other parties in interest; and this Court having found that the Plan Administrator's notice of the Objection and opportunity for a hearing on the Objection were appropriate and no other notice need be provided; and this Court having reviewed the Objection and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Objection and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefore, it is HEREBY ORDERED THAT:

1. The Objection is granted as set forth herein.
2. Any response to the Objection not otherwise withdrawn, resolved, or adjourned is hereby overruled on its merits.
3. The claims identified on Exhibits 1-3 attached hereto are disallowed.
4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
5. The Plan Administrator is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.
6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

EXHIBIT 1

EXHIBIT 1– BOOKS AND RECORDS**HRI Holding Corp.**

Note: Claimants are listed alphabetically
(individuals by last name)

The jointly administered debtors are HRI Holding Corp. (Case No. 19-12415), Houlihans Restaurants, Inc. (Case No. 19-12416), HDGJ Corp. (Case No. 19-12417), Red Steer, Inc. (Case No. 19-12418), Houlihan's of Ohio, Inc. (Case No. 19-12422), HRI O'Fallon, Inc. (Case No. 19-12423), and Houlihan's Texas Holdings, Inc. (Case No. 19-12425).

Seq. No.	Claim(s) To Be Modified				Objection Amount	Modified Claim Amount	Reason for modification
	Claimants Name	Claim No.	Debtor	Claim Amount			
1	DELTA CHARTER TOWNSHIP	66	HRI Holding Corp.	Secured: \$4,535.64	Secured: \$733.18	Secured: \$3,802.46	Amount does not match books and records

EXHIBIT 2

EXHIBIT 2– DEBTORS NOT LIABLE CLAIMS					
HRI Holdings Corp.		The jointly administered debtors are HRI Holding Corp. (Case No. 19-12415), Houlihans Restaurants, Inc. (Case No. 19-12416), HDGJ Corp. (Case No. 19-12417), Red Steer, Inc. (Case No. 19-12418), Houlihan’s of Ohio, Inc. (Case No. 19-12422), HRI O’Fallon, Inc. (Case No. 19-12423), and Houlihan’s Texas Holdings, Inc. (Case No. 19-12425).			
Note: Claimants are listed alphabetically (individuals by last name)					
Seq. No.	Claim(s) To Be Disallowed & Expunged				Reason for disallowance
	Claimant’s Name	Debtor	Claim No.	Claim Amount	
1	Department of Treasury - Internal Revenue Service	HOP Secaucus LLC	170	\$10,000.00	Debtors not liable
2	Department of Treasury - Internal Revenue Service	HOP Lawrenceville LLC	171	\$10,000.00	Debtors not liable
3	Department of Treasury - Internal Revenue Service	HOP Paramus LLC	172	\$10,000.00	Debtors not liable
4	Department of Treasury - Internal Revenue Service	JGIL Millburn, LLC	173	\$10,000.00	Debtors not liable
5	Department of Treasury - Internal Revenue Service	HOP Ramsey LLC	175	\$10,000.00	Debtors not liable
6	Department of Treasury - Internal Revenue Service	HOP Parsippany LLC	176	\$10,000.00	Debtors not liable
7	Department of Treasury - Internal Revenue Service	HOP Weehawken LLC	177	\$10,000.00	Debtors not liable
8	Department of Treasury - Internal Revenue Service	HOP New Brunswick LLC	178	\$10,000.00	Debtors not liable
9	Department of Treasury - Internal Revenue Service	HOP Holmdel LLC	179	\$10,000.00	Debtors not liable
10	Department of Treasury - Internal Revenue Service	HOP Heights LLC	180	\$10,000.00	Debtors not liable
11	Euler Hermes N. A. Insurance Co. Agent of Fortune International, LLC Claim Id 000436758	HRI Holding Corp.	201	Admin Priority: \$6,774.27 General Unsecured: \$4,917.73	Debtors not liable
12	Franchise Tax Board	Houlihan's Restaurants, Inc.	105	Priority Unsecured: \$3,512.45 General Unsecured: \$20,684.02	Debtors not liable
13	Gregory FX Daly, Collector of Revenue	Houlihan's Restaurants, Inc.	355	\$689.83	Debtors not liable
14	Gregory Fx Daly, Collector of Revenue	HRI Holding Corp.	155	\$1,650.73	Debtors not liable
15	New Jersey Department of Labor and Workforce Development	Houlihan's Restaurants, Inc.	674	\$1,662.05	Debtors not liable
16	New York State Department of Taxation and Finance	Houlihan's Restaurants, Inc.	32	Priority Unsecured: \$1,634.17 General Unsecured: \$403.10	Debtors not liable
17	Virginia Department of Taxation	Houlihan's Restaurants, Inc.	286	Priority Unsecured: \$2,196.64 General	Debtors not liable

EXHIBIT 2– DEBTORS NOT LIABLE CLAIMS					
HRI Holdings Corp.		The jointly administered debtors are HRI Holding Corp. (Case No. 19-12415), Houlihans Restaurants, Inc. (Case No. 19-12416), HDGJ Corp. (Case No. 19-12417), Red Steer, Inc. (Case No. 19-12418), Houlihan’s of Ohio, Inc. (Case No. 19-12422), HRI O’Fallon, Inc. (Case No. 19-12423), and Houlihan’s Texas Holdings, Inc. (Case No. 19-12425).			
Note: Claimants are listed alphabetically (individuals by last name)					
Seq. No.	Claim(s) To Be Disallowed & Expunged				Reason for disallowance
	Claimant’s Name	Debtor	Claim No.	Claim Amount	
				Unsecured: \$201.01	
18	Department of Treasury - Internal Revenue Service	HOP Secaucus LLC	170	\$10,000.00	Debtors not liable

EXHIBIT 3

EXHIBIT 3 CLAIM(S) TO BE MODIFIED					Debtors Proposed Claim Priority	Administrator's Proposed Claim Amount	Reason for Disallowance
Claimants Name	Claim No.	Debtor	Claim Amount	Claim Priority			
1200 Harbor Boulevard, LLC	490	HOP Weehawken LLC	UNLIQUIDATED	General Unsecured	General Unsecured	\$0.00	unliquidated
ACE American Insurance Company, on its Own Behalf and on Behalf of All of the ACE Companies	476	HRI Holding Corp.	UNLIQUIDATED	General Unsecured	General Unsecured	\$0.00	unliquidated
ALVAREZ, CARLA	364	Houlihan's Restaurants, Inc.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
ARISPE, JAVIER	306	HRI Holding Corp.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
BRANCATO, JOSEPH	413	HOP Ramsey LLC	BLANK	Admin Priority	Admin Priority	\$0.00	unliquidated
Campbell, Yvonne	445	Houlihan's Restaurants, Inc.	BLANK	Admin Priority	General Unsecured	\$0.00	unliquidated
Christinas Party Rentals	61	HRI Holding Corp.	UNLIQUIDATED	General Unsecured	General Unsecured	\$0.00	unliquidated
CIT Bank, National Association	560	Houlihan's Restaurants, Inc.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	561	HRI Holding Corp.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	562	JGIL Omaha, LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	563	HOP Heights LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	564	Sam Wilson's/Kansas, Inc.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	565	HOP Fairfield LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	566	HDJG Corp.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	567	HOP Bridgewater LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	568	HOP Ramsey LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	569	Red Steer, Inc.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	570	HOP Westbury LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	571	HOP New Brunswick LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	572	HOP Woodbridge LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated

EXHIBIT 3 CLAIM(S) TO BE MODIFIED					Debtors Proposed Claim Priority	Administrator's Proposed Claim Amount	Reason for Disallowance
Claimants Name	Claim No.	Debtor	Claim Amount	Claim Priority			
CIT Bank, National Association	573	Houlihan's of Chesterfield, Inc.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	574	HOP Holmdel LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	575	Houlihan's of Ohio, Inc.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	576	Darryl's of Overland Park, Inc.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	577	Algonquin Houlihan's Restaurant, L.L.C.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	578	HRI O'Fallon, Inc.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	579	Houlihan's Restaurants of Texas, Inc.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	580	Houlihan's Texas Holdings, Inc.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	581	Darryl's of St. Louis County, Inc.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	582	JGIL Millburn, LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	583	JGIL, LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	584	Geneva Houlihan's Restaurant, L.L.C.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	585	HOP NJ NY, LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	586	Hanley Station Houlihan's Restaurant, LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	587	JGIL Milburn Op LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	588	JGIL Mill OP LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	589	JGIL Holding Corp.	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	590	HOP Farmingdale LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	591	HOP Paramus LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	592	HOP Lawrenceville LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	593	HOP Secaucus LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated

EXHIBIT 3 CLAIM(S) TO BE MODIFIED					Debtors Proposed Claim Priority	Administrator's Proposed Claim Amount	Reason for Disallowance
Claimants Name	Claim No.	Debtor	Claim Amount	Claim Priority			
CIT Bank, National Association	594	HOP Brick LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	595	HOP Bayonne LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	596	HOP Parsippany LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	597	HOP Weehawken LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	598	JGIL, LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	599	HOP Cherry Hill LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CIT Bank, National Association	600	HOP Secaucus LLC	UNLIQUIDATED	Admin Priority	Admin Priority	\$0.00	unliquidated
CLAASSENS, NICOLE	533	HRI Holding Corp.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
Cole, Ibrahim	675	HRI Holding Corp.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
DIMAGGIO, BRIAN	394	HRI Holding Corp.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
DiMaggio, Joseph T	395	HRI Holding Corp.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
Fabulous Fish Co.	129	Houlihan's Restaurants, Inc.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
Federal Insurance Company, on its Own Behalf and on Behalf of All of the Chubb Companies	478	HRI Holding Corp.	UNLIQUIDATED	General Unsecured	General Unsecured	\$0.00	unliquidated
Guzman, Lorine	671	HRI Holding Corp.	UNLIQUIDATED	General Unsecured	General Unsecured	\$0.00	unliquidated
Licata, Carrie	661	Houlihan's Restaurants, Inc.	UNLIQUIDATED	General Unsecured	General Unsecured	\$0.00	unliquidated
Lillard, Donte	296	HRI Holding Corp.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
Miami-Dade County Tax Collector	315	HRI Holding Corp.	UNLIQUIDATED	Secured	Secured	\$0.00	unliquidated
MIRANDA, DANIEL	629	HOP Westbury LLC	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
Murphy, Thomas	376	Geneva Houlihan's Restaurant, L.L.C.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
NASCENTI, DOMONIC	473	HOP Weehawken LLC	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
NEAL, SHANTWON	294	HRI Holding Corp.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
PENA, ERNESTO	429	Houlihan's Restaurants, Inc.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
RAMBO, STEVEN D	617	Houlihan's Restaurants, Inc.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated

EXHIBIT 3 CLAIM(S) TO BE MODIFIED					Debtors Proposed Claim Priority	Administrator's Proposed Claim Amount	Reason for Disallowance
Claimants Name	Claim No.	Debtor	Claim Amount	Claim Priority			
RODRIGUEZ, VICTORIA	316	Houlihan's Restaurants, Inc.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
ROY, JULIAN	677	HRI Holding Corp.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
Ruiz-Molina, Rodolfo	103	HRI Holding Corp.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated
Soto, Dora	442	HRI Holding Corp.	UNLIQUIDATED	General Unsecured	General Unsecured	\$0.00	unliquidated
Soto, Dora	443	Houlihan's Restaurants, Inc.	BLANK	Admin Priority	General Unsecured	\$0.00	unliquidated
Soto, Dora	446	Houlihan's Restaurants, Inc.	BLANK	Admin Priority	General Unsecured	\$0.00	unliquidated
Soto, Dora	449	HRI Holding Corp.	UNLIQUIDATED	General Unsecured	General Unsecured	\$0.00	unliquidated
Sulaiman, Ihab	398	HRI Holding Corp.	UNLIQUIDATED	General Unsecured	General Unsecured	\$0.00	unliquidated
Sulaiman, Ihab	399	Houlihan's Restaurants, Inc.	UNLIQUIDATED	General Unsecured	General Unsecured	\$0.00	unliquidated
WASHINGTON, MYA	624	Houlihan's Restaurants, Inc.	BLANK	General Unsecured	General Unsecured	\$0.00	unliquidated

**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)

Hearing Date: July 6, 2022 at 10:30 a.m. (ET)
Objection Deadline: June 29, 2022 at 4:00 p.m. (ET)

**NOTICE OF FIRST OMNIBUS OBJECTION (SUBSTANTIVE) OF PLAN
ADMINISTRATOR TO CERTAIN PROOFS OF CLAIM**

TO: The United States Trustee for the District of Delaware, all affected claimants, and all parties who have previously requested notice pursuant to Bankruptcy Rule 2002.

The Plan Administrator (the “Plan Administrator”) in the above-captioned proceedings of HRI Holding Corp., *et al.*, by and through their undersigned counsel, have filed the attached **First Omnibus Objection (Substantive) of the Plan Administrator to Certain Proofs of Claim** (the “Objection”).

Responses, if any, to the relief requested in the Objection are to be filed with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, Wilmington, Delaware, 19801 on or before **June 29, 2022 at 4:00 p.m. (ET)**. At the same time, you must serve a copy of any response upon the following parties so as to be received no later than 4:00 p.m. on **June 29, 2022 at 4:00 p.m. (ET)**.

1. Counsel for the Plan Administrator, Gellert Scali Busenkell & Brown, LLC, 1201 N. Orange Street, Suite 300 Wilmington, Delaware 19801 (Attn: Ronald S. Gellert)
2. The Office of the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, Wilmington, Delaware 19801
3. The Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 N. King Street, Room 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Jane M. Leamy)

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), Houlihan’s of Ohio, Inc. (6410), HRI O’Fallon, Inc. (4539), Houlihan’s Texas Holdings, Inc. (5485). On November 17, 2021, the Court entered a final decree closing certain of the original affiliated Debtors’ Chapter 11 Cases. The Debtors’ mailing address is HRI Holdings Corp., c/o Saccullo Business Consulting, LLC, 27 Crimson King Drive, Bear, Delaware 19701.

In addition, if you have timely filed a written response and wish to oppose the Objection, you or your attorney must attend the hearing on the Objection scheduled to be held on **July 6, 2022 at 10:30 a.m. (ET)** in the courtroom of the Honorable Mary F. Walrath, Judge of the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 31, 2022
Wilmington, DE

GELLERT SCALI BUSENKELL & BROWN, LLC

/s/ Amy D. Brown _____

Michael Busenkell (DE 3933)

Ronald S. Gellert (DE 4259)

Amy D. Brown (DE 4077)

Bradley P. Lehman (DE 5921)

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