

**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)

**NOTICE OF DATES BY WHICH PARTIES MUST FILE PROOFS OF CLAIM
AND ADMINISTRATIVE CLAIMS AND PROCEDURES FOR FILING PROOFS
OF CLAIM AND ADMINISTRATIVE CLAIMS AGAINST THE DEBTORS**

PLEASE TAKE NOTICE THAT the above-captioned debtors and debtors-in-possession (the “Debtors”) each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”) on November 14, 2019 (the “Petition Date”).

PLEASE TAKE FURTHER NOTICE THAT on February 6, 2020 the Debtors filed the *Motion of the Debtors for Entry of an Order Motion of the Debtors for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Claim, (B) Approving the Form and Manner for Filing Proofs of Claim and (C) Approving Notice Thereof* [D.I. 458] (the “Bar Date Motion”). On February 26, 2020, the Court entered an order approving the Bar Date Motion [D.I. 498] (the “Bar Date Order”) and establishing certain dates (collectively, the “Bar Dates” and individually, a “Bar Date”) by which parties holding claims against the Debtors must file claims. Each date is expressly set forth below.

**YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY BE
HOLDING A CLAIM AGAINST THE DEBTORS IN THE ABOVE-CAPTIONED
CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE
CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE
AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.**

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 Millburn 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.



Background to the Debtors' Chapter 11 Cases

- A. General Information about the Debtors' Cases.** No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases.
- B. Access to Claim Forms and Additional Information.** Proofs of claim are to be filed using Official Form 410 (the "Claim Form") or in a form that is substantially similar. Administrative Claims are to be filed using the Administrative Claim Form (the "Administrative Claim Form"). If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Bar Date Motion, the Bar Date Order (which contains a more detailed description of the requirements for filing proofs of claim), a General Claim Form, Administrative Claim Form, or related documents (and/or any other pleadings filed in the Debtors' Chapter 11 Cases) you may do so by contacting the Debtors' court-appointed claims and noticing agent Kurtzman Carson Consultants LLC (the "Claims Agent" or "KCC") in writing, at HRI Claims Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245 or by visiting the Debtors' case website at <http://www.kccllc.net/hri> or the Bankruptcy Court's website <http://www.deb.uscourts.gov>. Copies of the Bar Date Order also may be examined during posted hours at the Office of the Clerk of the Bankruptcy Court, 824 N. Market St., 3rd Floor, Wilmington, Delaware 19801. If you have any questions concerning the filing or processing of claims, you may contact the Claims Agent at (877) 725-7530 (toll free) or via electronic mail at HoulihansInfo@kccllc.com.

Schedules of Assets and Liabilities

The Debtors filed their statement of financial affairs and schedules of assets and liabilities with the Court on December 12, 2019 (as amended or modified and together as, the "Schedules and Statements").² The Debtors' Schedules and Statements and the Bar Date Order may be examined and inspected by interested parties during regular business hours at (a) the offices of Landis Rath & Cobb LLP, 919 N. Market St., Suite 1800, Wilmington, DE 19801 or during posted hours at (b) the Clerk of the Bankruptcy Court, United States Bankruptcy Court, District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. The Debtors' Schedules and Statements and the Bar Date Order are also available online, free of charge, at <http://www.kccllc.net/hri>.

Bar Dates Approved by the Court

The Court has established the following Bar Dates as those dates by which parties holding Claims against the Debtors **must** file proofs of claim so that they are **actually received** by the Claims Agent:

² See D.I. 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, and 268.

- A. General Bar Date:** 4:00 p.m. prevailing Pacific Time on April 1, 2020 is the deadline for all persons and entities, other than governmental units (as that term is defined in 11 U.S.C. § 101(27)), holding a claim against the Debtors arising (or deemed to arise) before the Petition Date (each, a “General Claim”), including any claim arising under Bankruptcy Code section 503(b)(9) for the value of goods received by the Debtors within twenty (20) days before the Petition Date;
- B. Administrative Bar Date:** 4:00 p.m. prevailing Pacific Time on April 1, 2020 is the deadline for all persons and entities, other than governmental units, holding any right to payment constituting a cost or expense of administration of the Debtors’ Chapter 11 Cases arising under Bankruptcy Code sections 503(b) (with the exception of any claims arising under Bankruptcy Code section 503(b)(9), which are considered General Claims subject to the General Bar Date above) and 507(a)(2) against the Debtors (each an “Administrative Claim”) arising from the Petition Date through February 29, 2020;
- C. Governmental Bar Date:** 4:00 p.m. prevailing Pacific Time on May 12, 2020 is the date by which all governmental units holding claims (whether secured, unsecured priority or unsecured non-priority) must file proofs of claim, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party;
- D. Supplemental Bar Date:** With respect to holders of claims (a) to which a supplemental mailing (“Supplemental Notice”) of the Bar Date Notice is appropriate but which cannot be accomplished in time to provide at least twenty-one (21) days’ notice of the applicable Bar Date and (b) other holders of claims that become known to the Debtors after the original date on which the Bar Date Notice is served, twenty-one (21) days after the party is served a Supplemental Notice (the “Supplemental Bar Date”).

Parties Required To File Proofs of Claim

- A. Definition of Claim.** Under Bankruptcy Code section 101(5) and as used herein, the word “claim” means: (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured. An Administrative Claim is a Claim of the kind described in Bankruptcy Code section 503(b)(1), (2), (3), (4), (5), (6), (7), and (8). Administrative Claims are given priority status pursuant to Bankruptcy Code section 507(a)(2), which means that they are paid before general unsecured claims.
- B. Parties Who Must File Claims.** Except as otherwise set forth herein, the General Bar Date applies to all Persons and Entities, but excluding governmental units, holding General Claims against the Debtors, including the following:
- a. any Person or Entity whose claim against a Debtor is not listed in the applicable Debtor’s Schedules, or is listed as “contingent,” “unliquidated,” or “disputed,” if such Person or Entity desires to share in any distribution in any of these Chapter 11 Cases;
 - b. any Person or Entity who believes that their claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have their claim allowed in a different classification or amount other than that identified in the Schedules;
 - c. any Person or Entity that believes that their prepetition claim(s) as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules; and
 - d. any Person or Entity that believes that its claim against a Debtor is or may be entitled to administrative expense priority pursuant to Bankruptcy Code section 503(b)(9).
- C. Parties Who Must File Administrative Claims.** Except as set forth above, all Persons or Entities holding an Administrative Claim against the Debtors that arose (or are deemed to have arisen) between the Petition Date and February 29, 2020, must file an Administrative Claim on or before the Administrative Claims Bar Date
- D. Parties Who Do Not Need To File Proofs of Claim.** Certain parties are not required to file proofs of claim. The Court may, however, enter one or more separate orders at a later time requiring holders of General Claims and Administrative Claims to file proofs of claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following Persons or Entities whose

claims otherwise would be subject to the General Bar Date, Government Bar Date and/or Administrative Bar Date need **not** file a claim:

- a. any Person or Entity that already has filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court or with the Debtors' Claims Agent, in a form substantially similar to Official Form 410;
- b. any Person or Entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated;" (ii) such Person or Entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such Person or Entity does not dispute that their claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any Person or Entity whose claim has previously been allowed by order of the Court;
- d. any Person or Entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court or otherwise paid in full by the Debtors or any other party;
- e. a current employee of the Debtors, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business as a wage or benefit; provided, however, that a current or former employee must submit a proof of claim by the General Bar Date for all other claims, including without limitation, claims for deferred compensation, wrongful termination, discrimination, harassment, hostile work environment, retaliation, claims covered by the Debtors' workers' compensation insurance, or any other litigation or pre-litigation claim;
- f. any Debtor having a claim against any other Debtor;
- g. any Person or Entity whose claim is based on an equity interest in any of the Debtors;
- h. any current officer, director or manager for claims based on indemnification, contribution or reimbursement;
- i. any Person or Entity holding a claim for which a separate deadline is fixed by this Court;
- j. claims of professionals retained by the Debtors or the Committee pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to Bankruptcy Code sections 328, 330, 331, 363 and 503(b) or 28 U.S.C. § 156(c) (collectively, the "Professional Claims");
- k. expenses of members of the Committee to the extent such claims are related to their service on the Committee;

- l. any DIP Lender, the DIP Agent or any Pre-Petition Secured Party with respect to any claims such DIP Lender, DIP Agent or Prepetition Secured Party may have, including, but not limited to, the Post-Petition Obligations or First Lien Adequate Protection Claims (as such terms are defined and described in the Final DIP Order);³
- m. any Person or Entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930; including, for the avoidance of doubt, any Administrative Claims asserted by the U.S. Trustee for statutory fees required to be paid by the Debtors; and
- n. for the avoidance of doubt, any Person or Entity that believes that its claim against a Debtor is or may be entitled to administrative expense priority pursuant to Bankruptcy Code section 503(b)(9) shall not be required to file an Administrative Claim Form, but shall be required to file a General Claim Form in accordance with this Order prior to the General Bar Date.

Instructions for Filing Proofs of Claim

- A. Contents of Proofs of Claim.** Each Claim Form or Administrative Claim Form, as applicable, must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Claim Form or Administrative Claim Form, as applicable; and (iv) be signed by the holder of the claim or by an authorized agent or legal representative of the holder of the claim. Each original claim form must be submitted prior to the applicable Bar Date (photocopies, telecopies or facsimiles will not be accepted).

Claim Forms that the Debtors are serving on known creditors will each contain the name of the Debtor and case number at the top of the first page. If the claimant is not using the Claim Form supplied by the Debtors, the creditor must provide the name of the Debtor(s) and the corresponding case number.

- B. Supporting Documentation.** Each claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d) (or, upon prior written consent of the Debtors' counsel, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; provided, however, that, upon the request for additional documentation, any such creditor that received such request shall be required to transmit such written documentation no later than five (5) business days following the date of such request.

- C. Timely Service.** Each Claim Form and Administrative Claim Form, as applicable, including supporting documentation, must be submitted: (i) on or before the applicable Bar Date, by completing the applicable form, copies of which can be accessed at the Claims

³ The "Final DIP Order" means the *Final Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing, (B) Grant Liens and Superpriority Administrative Expense Claims to Post-Petition Lenders and (C) Utilize Cash Collateral, (II) Providing Adequate Protection to the Pre-Petition Secured Parties, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief, Pursuant to 11 U.S. C. Sections 105, 361, 362, 363, 364 and 507* [D.I. 163].

Agent's website <http://www.kccllc.net/hri> and following the directions given therein; or (ii) by United States mail or other hand delivery system, so as to be actually received by the Claims Agent on or before the applicable Bar Date at the following address:

HRI Claims Processing Center
c/o KCC
222 N. Pacific Coast Hwy., Ste. 300
El Segundo, CA 90245

EXCEPT AS EXPRESSLY PERMITTED ABOVE, A CLAIM FORM OTHERWISE SUBMITTED BY FACSIMILE, TELECOPY, ELECTRONIC MAIL OR OTHER FORM OF ELECTRONIC SUBMISSION WILL NOT BE ACCEPTED.

- E. Receipt of Service.** Holders of claims wishing to receive acknowledgment that their proofs of claim were received by the Claims Agent must submit (i) a copy of the proof of claim and (ii) a self-addressed, stamped envelope.

Consequences of Failing to Timely File Your Claim

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a proof of claim in accordance with the Bar Date Order on or before the applicable Bar Date, please be advised that **YOU SHALL, EXCEPT AS OTHERWISE AUTHORIZED BY ORDER OF THE COURT, BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM: (A) ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO) AND, MOREOVER, THE DEBTORS SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM, (B) SHALL BE PROHIBITED FROM VOTING TO ACCEPT OR REJECT ANY CHAPTER 11 PLAN FILED IN THESE CHAPTER 11 CASES AND (C) PARTICIPATING IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM.**

Amendments to the Debtors' Schedules

- A. Amendments to Schedules.** In the event the Debtors amend their Schedules and Statements after the date of this notice, the Debtors will provide holders of claims that are affected by the amendment notice of the amendment, and such parties will be given an opportunity to file proofs of claim or amend any previously filed claim before a new deadline that will be specified in that future notice.
- B. Amended Schedules Bar Date.** The Court has approved the later of (i) the General Bar Date or (ii) twenty-one (21) days from the date on which the Debtors provided notice of the amendment to the Schedules and Statements (or another time period as may be fixed by the Court) as the date by which holders of claims affected by the amendment must file proofs of claim with respect to such claim.

Parties to the Debtors' Leases and Executory Contracts

- A. Rejection of Leases and Contracts.** The Bankruptcy Code provides that the Debtors may, at any time before a plan is confirmed by the Court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection.
- B. Proofs of Claim Relating to Rejection Damages.** The deadline to file a proof of claim for damages relating to the rejection of a contract or lease that has already been rejected as of the date hereof is the General Bar Date. If the Debtors reject a contract or lease subsequent to the date hereof, the deadline to file a proof of claim shall be the later of (i) the General Bar Date, and (ii) the date set forth in an order authorizing the Debtors to reject such contract or lease pursuant to Bankruptcy Code section 365 (including any order confirming a plan in the Debtors' Chapter 11 Cases); or, if no specific date is set forth, thirty (30) days from the date of the rejection order is entered or notice is served on the affected claimant pursuant to the Rejection Procedures Order,⁴ if applicable

Reservation of Rights

Nothing contained in this notice is intended to or should be construed as a waiver of the Debtors' or any successors' rights to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules and Statements as to the nature, amount, liability, classification, characterization or validity thereof; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules and Statements.

If you have any questions relating to this Notice, contact the Claims Agent at (877) 725-7530 (toll free) or via electronic mail at HoulihansInfo@kccllc.com.

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⁴ "Rejection Procedures Order" means the *Order (I) Authorizing the Debtors to (A) Reject Certain Unexpired Leases Nunc Pro Tunc to the Petition Date and (B) Abandon any Remaining Property at the Rejected Locations and (II) Authorizing and Approving Procedures to Reject Executory Contracts and Unexpired Leases* [D.I. 160].

NEITHER THE ATTORNEYS FOR THE DEBTORS NOR THE CLAIMS AGENT IS AUTHORIZED TO PROVIDE YOU WITH LEGAL ADVICE.

Dated: February 27, 2020
Wilmington, Delaware

LANDIS RATH & COBB LLP

/s/ Matthew R. Pierce

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