

1023318

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated average burden per response:	16.00
SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

PROCESSED  
JUN 25 2007  
THOMSON  
FINANCIAL



07068045

Name of Offering (  check if this is an amendment and name has changed, and indicate change.)

HRI Holding Corp. offering Common Stock

Houlihan's Restaurants, Inc., Algonquin Houlihan's Restaurant, L.L.C., Darryl's of Overland Park, Inc., Darryl's of St. Louis County, Inc., Geneva Houlihan's Restaurant, L.L.C., Hanley Station Houlihan's Restaurant, LLC, Houlihan's of Chesterfield, Inc., Houlihan's/Milwaukee, Inc., Houlihan's of Ohio, Inc., Houlihan's of Maryland, Inc., Houlihan's of Union Station, Inc., Houlihan's Texas Holdings, Inc., Houlihan's Restaurants of Texas, Inc., Red Steer, Inc., Sam Wilson's/Kansas, Inc. - Term Loan and Revolving Credit Loan

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE

Type of Filing:  New Filing  Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (  check if this is an amendment and name has changed, and indicate change.)

HRI Holding Corp. ("HRI Holding"); Houlihan's Restaurants, Inc. ("HRI"); Algonquin Houlihan's Restaurant, L.L.C. ("Algonquin"); Darryl's of Overland Park, Inc. ("Darryl's Overland"); Darryl's of St. Louis County, Inc. ("Darryl's St. Louis"); Geneva Houlihan's Restaurant, L.L.C. ("Geneva"); Hanley Station Houlihan's Restaurant, LLC ("Hanley Station"); Houlihan's of Chesterfield, Inc. ("Houlihan's Chesterfield"); Houlihan's/Milwaukee, Inc. ("Houlihan's/Milwaukee"); Houlihan's of Ohio, Inc. ("Houlihan's Ohio"); Houlihan's of Maryland, Inc. ("Houlihan's Maryland"); Houlihan's of Union Station, Inc. ("Houlihan's Union Station"); Houlihan's Texas Holdings, Inc. ("Texas Holdings"); Houlihan's Restaurants of Texas, Inc. ("Houlihan's Texas"); Red Steer, Inc. ("Red Steer"); Sam Wilson's/Kansas, Inc. ("Sam Wilson's") (collectively, the "Subsidiary Borrowers") (HRI and, together with Subsidiary Borrowers, the "Borrowers")

Address of Executive Offices (Number and Street, City, State, Zip Code)

HRI Holding and Borrowers: 8700 State Line Road, Suite 100, Leawood, Kansas 66206

Telephone Number (Including Area Code)

HRI Holding and Borrowers: (913) 901-2500

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

8700 State Line Road, Suite 100, Leawood, Kansas 66206

Telephone Number (Including Area Code)

Same as above

Brief Description of Business

HRI Holding Corp. is a holding company which owns a 100% interest in HRI. HRI owns a 100% interest in each Borrower. The Borrowers are a restaurant chain with locations all across the United States.

Type of Business Organization

corporation (HRI Holding, HRI, Darryl's Overland, Darryl's St. Louis, Houlihan's Chesterfield, Houlihan's/Milwaukee, Houlihan's Ohio, Houlihan's Maryland, Houlihan's Union Station, Texas Holdings, Houlihan's Texas, Red Steer and Sam Wilson's)

limited partnership, already formed  other (please specify): Limited Liability Company (Algonquin, Geneva, Hanley Station)

business trust  limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:	Month	Year	Actual	Estimated	Month	Year	Actual	Estimated	
HRI Holding	[05]	[2007]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	HRI	[09]	[2007]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Houlihan's Chesterfield	[06]	[2001]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Houlihan's Ohio	[02]	[2005]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Houlihan's Maryland	[04]	[2005]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Texas Holdings	[01]	[2006]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Houlihan's Union Station	[01]	[1997]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Sam Wilson's	[09]	[1980]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Darryl's Overland	[07]	[1989]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Houlihan's/Milwaukee	[07]	[1977]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Darryl's St. Louis	[01]	[2005]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Red Steer	[08]	[1961]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Algonquin	[05]	[2005]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Geneva	[05]	[2005]	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Hanley Station	[04]	[2007]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Houlihan's Texas	[11]	[2005]	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)  DE  HRI Holding, HRI, Houlihan's Chesterfield, Houlihan's Ohio, Houlihan's Maryland,

Texas Holdings, Algonquin, Geneva and Hanley Station,

MO  Houlihan's Union Station, Red Steer and Darryl's of St. Louis  KS  Sam Wilson's and Darryl's Overland

WI  Houlihan's/Milwaukee  TX  Houlihan's Texas

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Acheson, Darren L. (Chairman and a Director of HRI Holding and HRI)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Hartnett, Robert M. (CEO and a Director of HRI Holding and HRI) (President of Subsidiary Borrowers, except Houlihan's Maryland and Houlihan's Texas, and a Director of Subsidiary Borrowers, except Houlihan's Texas, Algonquin, Geneva and Hanley Station)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Ellis, Robert C. (CFO of HRI Holding and HRI) (VP of Subsidiary Borrowers, except Houlihan's Maryland, Houlihan's Texas and Algonquin) (Asst. Secretary of HRI Holdings and Borrowers, except Houlihan's Texas, Algonquin and Geneva) (Treasurer of Haney Station)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**8700 State Line Road, Suite 100, PO Box 6308, Leawood, KS 66206**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Strasen, Paul A. (General Counsel of HRI Holding and HRI) (President of Houlihan's Maryland) (VP of HRI Holdings and Borrowers, except Houlihan's Maryland and Houlihan's Texas) (Secretary of HRI Holding and Borrowers, except Houlihan's Texas)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**8700 State Line Road, Suite 100, PO Box 6308, Leawood, KS 66206**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Grangaard, Paul D. (Director of HRI Holding and HRI)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Marathon Limited Partnership Fund V (Beneficial Owner of HRI Holding)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Foster, Craig (President, Secretary and Sole Director of Houlihan's Texas)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**8700 State Line Road, Suite 100, PO Box 6308, Leawood, KS 66206**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Phoenix Restaurant Partners, LLC (Beneficial Owner of HRI Holding)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**8700 State Line Road, Suite 100, PO Box 6308, Leawood, KS 66206**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Houlihan's Restaurants, Inc. (Beneficial Owner of Subsidiary Borrowers) (Sole Member of Algonquin, Geneva and Hanley Station)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**8700 State Line Road, Suite 100, PO Box 6308, Leawood, KS 66206**

**A. BASIC IDENTIFICATION DATA (Cont'd)**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**HRI Holding Corp. (Beneficial Owner of HRI)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**8700 State Line Road, Suite 100, PO Box 6308, Leawood, KS 66206**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes No  
[ ] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? ..... SN/A

3. Does the offering permit joint ownership of a single unit? ..... Yes No  
[X] [ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)  
**8888 Keystone Crossing Blvd., Suite 1316, Indianapolis, IN 46240**

Name of Associated Broker or Dealer  
**Elliot & Associates**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt <sup>1</sup> of Borrowers .....	\$ 40,000,000	\$ 40,000,000
Equity of HRI Holding .....	\$ 48,233,820	\$ 48,233,820
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____ ) .....	\$ _____	\$ _____
<b>Total</b> .....	<b>\$ 88,233,820</b>	<b>\$ 88,233,820</b>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>4</u>	\$ <u>0</u>
Non-accredited Investors .....	_____	\$ _____
<b>Total (for filings under Rule 504 only)</b> .....	_____	<b>\$ _____</b>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C--Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
<b>Total</b> .....	_____	<b>\$ _____</b>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>398,000</u>
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ <u>62,732</u>
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (Specify finders' fees separately) <b>Finders' Fee to Elliot &amp; Associates</b> .....	<input checked="" type="checkbox"/>	\$ <u>300,000</u>
Other Expenses (identify) <b>Transaction-related expenses (includes blue sky filing fees totaling \$700)</b> .....	<input checked="" type="checkbox"/>	\$ <u>1,660,744</u>
<b>Total</b> .....	<input checked="" type="checkbox"/>	<b>\$ <u>1,960,744</u></b>

<sup>1</sup> Borrowers are the obligor on a Term Loan in the total aggregate amount of \$15,000,000 and a Revolving Loan of \$25,000,000 of which \$0.00 was drawn at the time of issuance.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C--Question 1 and total expenses furnished in response to Part C--Question 4.a. This difference is the "adjusted gross proceeds to the issuer"..... **\$86,273,076**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C--Question 4.b above.

			Payments to Officers, Directors & Affiliates		Payments to Others
Salaries and fees .....	<input type="checkbox"/>	\$	_____	<input checked="" type="checkbox"/>	\$ <u>750,000</u>
Purchase of real estate .....	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness .....	<input type="checkbox"/>	\$	_____	<input checked="" type="checkbox"/>	\$ <u>19,359,176</u>
Working capital .....	<input type="checkbox"/>	\$	_____	<input checked="" type="checkbox"/>	\$ <u>66,163,900</u>
Other (specify): _____					
_____	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$ _____
Column Totals .....	<input type="checkbox"/>	\$	_____	<input checked="" type="checkbox"/>	\$ <u>86,273,076</u>
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/>	\$		<u>86,273,076</u>

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>HRI Holding Corp., Houlihan's Restaurants, Inc., Algonquin Houlihan's Restaurant, L.L.C., Darryl's of Overland Park, Inc., Darryl's of St. Louis County, Inc., Geneva Houlihan's Restaurant, L.L.C., Hanley Station Houlihan's Restaurant, LLC, Houlihan's of Chesterfield, Inc., Houlihan's/Milwaukee, Inc., Houlihan's of Ohio, Inc., Houlihan's of Maryland, Inc., Houlihan's of Union Station, Inc., Houlihan's Texas Holdings, Inc., Red Steer, Inc., Sam Wilson's/Kansas, Inc.</b>	Signature 	Date <b>May 31, 2007</b>
Name of Signer (Print or Type) <b>Paul A. Strasen</b>	Title of Signer (Print or Type) <b>Secretary</b>	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>Houlihan's Restaurants of Texas, Inc.</b>	Signature	Date <b>May 31, 2007</b>
Name of Signer (Print or Type) <b>Craig Foster</b>	Title of Signer (Print or Type) <b>President</b>	

fb.us.2055449.03

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C--Question 1 and total expenses furnished in response to Part C--Question 4.a. This difference is the "adjusted gross proceeds to the issuer"..... **\$101,273,076**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C--Question 4.b above.

			Payments to Officers, Directors & Affiliates		Payments to Others
Salaries and fees .....	<input type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$	<u>750,000</u>
Purchase of real estate .....	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$	_____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$	_____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$	_____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$	_____
Repayment of indebtedness .....	<input type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$	<u>19,359,176</u>
Working capital .....	<input type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$	<u>81,163,900</u>
Other (specify): _____	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$	_____
Column Totals .....	<input type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$	<u>101,273,076</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/>	\$		\$	<u>101,273,076</u>

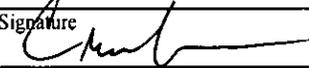
**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>HRI Holding Corp., Houlihan's Restaurants, Inc., Algonquin Houlihan's Restaurant, L.L.C., Darryl's of Overland Park, Inc., Darryl's of St. Louis County, Inc., Geneva Houlihan's Restaurant, L.L.C., Hanley Station Houlihan's Restaurant, L.L.C., Houlihan's of Chesterfield, Inc., Houlihan's/Milwaukee, Inc., Houlihan's of Ohio, Inc., Houlihan's of Maryland, Inc., Houlihan's of Union Station, Inc., Houlihan's Texas Holdings, Inc., Red Steer, Inc., Sam Wilson's/Kansas, Inc.</b>	Signature	Date <b>May 31, 2007</b>
Name of Signer (Print or Type) <b>Paul A. Strasen</b>	Title of Signer (Print or Type) <b>Secretary</b>	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>Houlihan's Restaurants of Texas, Inc.</b>	Signature 	Date <b>May 31, 2007</b>
Name of Signer (Print or Type) <b>Craig Foster</b>	Title of Signer (Print or Type) <b>President</b>	

fb.us.2055449.02

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**

**END**