

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

In re:

RUI HOLDING CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 19-11509 (JTD)

Jointly Administered

Related to Dkt. Nos. 15, 169 172, 218, and 231

**NOTICE OF ASSIGNEE OF LEASES THAT ARE ASSUMED CONTRACTS
UNDER ASSET PURCHASE AGREEMENT**

PLEASE TAKE NOTICE that on September 30, 2019 (the “Closing Date”), the above captioned debtors and debtors in possession (collectively, the “Debtors”) closed the sale of substantially all of their assets pursuant to that certain Asset Purchase Agreement by and among the Debtors and Landry’s, LLC (the “Buyer”), dated August 27, 2019 (as amended from time to time, the “Asset Purchase Agreement”). A copy of the Asset Purchase Agreement was filed with the Court as Exhibit A to the *Order (A) Approving Asset Purchase Agreement and Authorizing the Sale of Assets of the Debtors Outside the Ordinary Course of Business, (B) Authorizing the Sale of Assets Free and Clear of All Liens, Claims, Encumbrances and Interests, (C) Authorizing the Assumption and Sale and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Granting Related Relief* [Docket No. 231] (the “Sale Order”).²

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each of the Debtors' respective federal tax identification numbers, are as follows: RUI Holding Corp. (6192); RU Corp. (8259); Restaurants Unlimited, Inc. (8365); and Restaurants Unlimited Texas, Inc. (5733). The Debtors' headquarters and mailing address is: 411 First Ave. South, Suite 200, Seattle, WA 98104. The Debtors operated restaurants under the following names: Clinkerdagger; Cutters Crabhouse; Fondi Pizzeria; Henry's Tavern; Horatio's; Kincaid's; Maggie Bluffs; Manzana; Newport Seafood Grill; Palisade; Palomino; Portland City Grill; Portland Seafood Company; Scott's Bar and Grill; Simon & Seafort's; Skate's on the Bay; Stanford's; and Stanley & Seafort's.

² Capitalized terms not otherwise defined herein shall be given the meanings ascribed to them in the Asset Purchase Agreement or the Sale Order, as applicable.

PLEASE TAKE FURTHER NOTICE that pursuant to Section 9.21 of the Asset Purchase Agreement, the Buyer elected under the Asset Purchase Agreement to cause Seller to form as wholly owned subsidiaries of Seller: NFS Unlimited, LLC, a Texas limited liability company, NFS Unlimited WA, LLC, a Texas limited liability company, NFS Henry's, LLC, a Texas limited liability company, USF Unlimited, LLC, a Texas limited liability company, UFS Unlimited WA, LLC, a Texas limited liability company, UFS PSC Mall, LLC, a Texas limited liability company, Stanford's Operating I, LLC, a Texas limited liability company, Stanford's Operating II, LLC, a Texas limited liability company, Stanford's Operating III, LLC, a Texas limited liability company, Stanford's Operating IV, LLC, a Texas limited liability company, and Stanford's Operating V, LLC, a Texas limited liability company (collectively, the "Assignees" and individually, an "Assignee"), and then to transfer certain of the Purchased Assets to each of the Assignees.

PLEASE TAKE FURTHER NOTICE that pursuant to Section 9.6 of the Asset Purchase Agreement, the Buyer assigned its rights and obligations under the Asset Purchase Agreement to acquire the ownership interests in the Assignees to an Affiliate of the Buyer, Landry's RUI, LLC, which became the Buyer in accordance with the provisions of the Asset Purchase Agreement and the Sale Order.

PLEASE TAKE FURTHER NOTICE that pursuant to the Asset Purchase Agreement, as of the Closing Date, the Buyer has selected the Leases listed on Exhibit A as Assumed Contracts under the Asset Purchase Agreement and such Leases have been assigned to the Assignee entities listed on Exhibit A hereto.

PLEASE TAKE FURTHER NOTICE that pursuant to the Asset Purchase Agreement and Sale Order, the Buyer continues to have the ability to select any of the Leases set forth on

Exhibit B attached hereto that were designated as Designated Rights Assets as Assumed Contracts through October 31, 2019.

Dated: October 17, 2019
Wilmington, Delaware

/s/ Michael W. Yurkewicz

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Counsel to the Debtors

EXHIBIT A
Leases that are Assumed Contracts

| LEASES | | |
|-----------------------------|--|---|
| STORE NO. & NAME | LOCATION | ASSIGNEE ENTITY/OWNER |
| Scott's Bar & Grill | 8115 Lake Ballinger Way, Edmonds, WA 98026 | NFS Unlimited WA, LLC |
| Clinkerdagger | 621 W Mallon St., Spokane WA 99201 | NFS Unlimited WA, LLC |
| Simons & Seafort's | 420 L St., Anchorage, AK 99501 | NFS Unlimited, LLC |
| Horatio's | 60 Monarch Bay Dr., San Leandro, CA 94577 | NFS Unlimited, LLC |
| Stanley & Seafort's | 115 E 34 th Tacoma, WA 98404 | NFS Unlimited WA, LLC |
| Cutters Crabhouse | 2001 Western Ave., Seattle WA 98121 | NFS Unlimited WA, LLC |
| Kincaid's Bloomington | 5600 West 84th Street (f/k/a 8400 Normandale Lake Boulevard), Bloomington MN 55437 | NFS Unlimited, LLC |
| Kincaid's Burlingame | 60 Bayview Place, Burlingame CA 94105 | NFS Unlimited, LLC |
| Palisade / Maggie Bluffs | 2601 West Marina Place, Seattle WA 98199 | NFS Unlimited WA, LLC |
| Kincaid's Redondo | 500 Fisherman's Wharf Redondo Beach, CA 90277 | NFS Unlimited, LLC |
| Kincaid's St. Paul | 380 St Peter St, #125, St Paul, MN 55102 | NFS Unlimited, LLC |
| Stanford's Kruse Wy | 14801 Kruse Oaks Boulevard, Lake Oswego, OR 97035 | Stanford's Operating III, LLC |
| Manzana | 305 First Street, Lake Oswego, OR 97034 | USF Unlimited, LLC |
| Henry's PDX | 7000 NE Airport Way, Suite C2192, Portland, OR 97218 | NFS Henry's, LLC |
| Portland Seafood Co Mall | 9722 SE Washington Street, Portland, OR 97216 | USF PSC Mall, LLC |
| Stanford's Tanasbourne | 2270 NW 188th Ave., Hillsboro, OR 97124 | Stanford's Operating I, LLC |
| Stanford's Jantzen Beach | 12200 N. Parker Ave., Portland, OR 97217 | Stanford's Operating IV, LLC |
| Stanford's Clackamas | 8416 SE Sunnyside Road, Clackamas, OR 97015 | Stanford's Operating II, LLC |
| Stanford's Northgate | 401 NE Northgate Way, Suite 1106, Seattle, WA 98125 | Stanford's Operating V, LLC |
| Skates | 100 Seawall Dr., Berkeley, CA 94710 | NFS Unlimited, LLC, a Texas limited liability company |

EXHIBIT B**Leases that are Designated Rights Assets**

| LEASES | |
|--|---|
| STORE NO. & NAME | LOCATION |
| 077 Portland City Grill | 111 SW 5 th Ave., 30 th Floor, Portland, OR 97204 |
| 088 Henry's Denver | 500 16 th Street, Unit 184b, Denver CO 80202 |
| Restaurants Unlimited Corporate Office | 411 First Avenue South, Seattle, WA 98104 |