

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

LOUISIANA MUNICIPAL POLICE
EMPLOYEES' RETIREMENT SYSTEM, on
behalf of itself and all other similarly situated
shareholders of Landry's Restaurants, Inc., and
derivatively on behalf of nominal defendant
Landry's Restaurants, Inc.,

Plaintiff,

v.

C.A. No. 4339-VCL

TILMAN J. FERTITTA, STEVEN L.
SCHEINTHAL, KENNETH BRIMMER,
MICHAEL S. CHADWICK, MICHAEL
RICHMOND, JOE MAX TAYLOR,
FERTITTA HOLDINGS, INC., FERTITTA
ACQUISITION CO., RICHARD LIEM,
FERTITTA GROUP, INC. and FERTITTA
MERGER CO.

Defendants, and

LANDRY'S RESTAURANTS, INC.,

Nominal Defendant.

ADDENDUM TO STIPULATION OF PARTIAL SETTLEMENT

This Addendum to Stipulation of Partial Settlement is intended to amend, modify and supercede paragraph 10 of the Stipulation of Partial Settlement dated June 22, 2010 (the "Partial Settlement Stipulation") filed in the above captioned matter.

Paragraph 10 of the Stipulation of Partial Settlement is hereby revoked and replaced, in its entirety, with the following:

10. Concurrent with seeking final approval of the Settlement, Plaintiff's Counsel may apply to the Court for an award of attorneys' fees and expenses. Defendants shall not object to the timing of Plaintiff's Counsel's application for an award of attorneys' fees and expenses in connection with the Settlement. Plaintiff's Counsel has agreed to apply for an award of attorneys' fees and expenses in connection with the

Settlement not to exceed \$8,000,000, and Defendants have agreed not to oppose the entry of such an award of attorneys' fees and expenses not to exceed \$8,000,000; provided, however, that such award shall be subject to the consummation of the settlement embodied in the Stipulation of Settlement of Remaining Claims, dated July 23, 2010 (the "Remaining Claims Stipulation"). Notwithstanding the preceding, no award can occur or payment be made of fees or expenses in connection with this Settlement until the closing of a sale/merger of the Company to Fertitta or a third party. Landry's or its successor(s)-in-interest shall pay any attorneys' fees and expenses awarded by the Court to Plaintiff's Counsel in connection with the benefits of the Settlement to the 2009 Transaction Subclass and/or Landry's, with such attorneys' fees and expenses to be paid within three (3) business days after entry by the Court of an award which shall occur after the closing of a sale/merger of the Company to Fertitta or to a third party, notwithstanding the existence of any timely filed objections thereto, or potential for appeal therefrom, or collateral attack on the Settlement or any part thereof. If, for any reason, the settlement embodied in the Remaining Claims Stipulation should fail to be consummated, (i) the Court's award of attorneys' fees and expenses provided for herein shall be vacated, (ii) Plaintiff's Counsel shall retain the right to apply to the Court for an award for an award of attorneys' fees not to exceed \$15,000,000 and expenses not to exceed \$525,000 to be paid by Landry's or its successor(s)-in-interest, (iii) Defendants shall retain the right to object to Plaintiff's Counsel's application, (iv) within three (3) business days after entry by the Court of an award that is greater than \$8,000,000, Landry's or its successor(s)-in-interest shall pay to Plaintiff's Counsel the amount of the difference between such award and \$8,000,000, notwithstanding the existence of any timely filed objections thereto, or potential for appeal therefrom, or collateral attack on the Settlement or any part thereof, and (v) within ten (10) business days after entry by the Court of any award that is less than \$8,000,000, Plaintiff's Counsel shall repay the amount of the difference between such award and \$8,000,000.

Dated: July 23, 2010

OF COUNSEL:

Mark Lebovitch

Amy Miller

Jeroen van Kwawegen

BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP

1285 Avenue of the Americas

New York, NY 10019

(212) 554-1400

(212) 554-1444 (facsimile)

/s/ Stuart M. Grant

Stuart M. Grant (Del. Bar ID No. 2526)

John C. Kairis (Del. Bar ID No. 2752)

Mary S. Thomas (Del. Bar ID No. 5072)

Christian Keeney (Del. Bar ID No. 5197)

GRANT & EISENHOFER P.A.

1201 N. Market St.

Wilmington, DE 19801

(302) 622-7000

(302) 622-7100 (facsimile)

Counsel for Plaintiff

OF COUNSEL:

Gerard G. Pecht

Peter Stokes

Dan Pirolo

Mark Oakes

FULBRIGHT & JAWORSKI L.L.P.

1301 McKinney, Suite 5100

Houston, TX 77010-3095

(713) 651-5151

(713) 651-5246 (facsimile)

/s/ David J. Teklits

David J. Teklits (Del. Bar ID No. 3221)

Kevin M. Coen (Del. Bar ID No. 4775)

MORRIS, NICHOLS, ARSHT &

TUNNELL LLP

1201 North Market Street, 18th Floor

P.O. Box 1347

Wilmington, DE 19899

(302) 351-9292

(302) 498-6212 (facsimile)

*Counsel for Defendants Kenneth Brimmer,
Michael S. Chadwick, Michael Richmond and
Joe Max Taylor*

OF COUNSEL:

David D. Sterling
Danny David
BAKER BOTTS L.L.P.
One Shell Plaza
910 Louisiana Street
Houston, TX 77002-4995
(713) 229-1946
(713) 229-7946 (facsimile)

OF COUNSEL:

Odean L. Volker
HAYNES AND BOONE, LLP
1 Houston Center
1221 McKinney, Suite 2100
Houston, TX 77010
(713) 547-2036
(713) 236-5581 (facsimile)

/s/ Daniel A. Dreisbach

Thomas A. Beck (Del. Bar ID No. 2086)
Daniel A. Dreisbach (Del. Bar ID No. 2583)
Meredith M. Stewart (Del. Bar ID No. 4960)
Scott W. Perkins (Del. Bar ID No. 5049)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 N. Market Street
Wilmington, DE 19801
(302) 651-7700
(302) 651-7701 (facsimile)

*Counsel for Defendants Tilman J. Fertitta,
Steven L. Scheinthal, Fertitta Holdings, Inc.,
Fertitta Acquisition Co., Richard Liem, Fertitta
Group, Inc. and Fertitta Merger Co.*

/s/ Bruce L. Silverstein

Bruce L. Silverstein (Del. Bar ID No. 2495)
Elena C. Norman (Del. Bar ID No. 4780)
Tammy L. Mercer (Del. Bar ID No. 4957)
YOUNG CONAWAY STARGATT &
TAYLOR LLP
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, DE 19801
(302) 571-6600
(302) 576-3335 (facsimile)

*Counsel for Nominal Defendant Landry's
Restaurants Inc.*