

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
BCBG MAX AZRIA GLOBAL HOLDINGS,)	Case No. 17-10466 (SCC)
LLC, et al., ¹)	
)	
Debtors.)	(Jointly Administered)
)	

**ORDER (I) SETTING BAR DATES FOR SUBMITTING PROOFS OF CLAIM,
(II) APPROVING PROCEDURES FOR SUBMITTING PROOFS OF CLAIM,
(III) APPROVING NOTICE THEREOF, AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Bar Date Order”) pursuant to Federal Rule of Bankruptcy Procedure 3003(c)(3): (a) setting bar dates for creditors to submit Proofs of Claim in the chapter 11 cases, (b) approving procedures for submitting Proofs of Claim, (c) approving the form of notice of the bar dates and manner of service thereof, and (d) granting related relief; all as more fully set forth in the Motion; and upon the *Declaration of Holly Felder Etlin, Chief Restructuring Officer of BCBG Max Azria Global Holdings, LLC, (I) in Support of Chapter 11 Petitions and First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-2* [Docket No. 3] (the “First Day Declaration”); 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 Southern District of New York*, dated

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: BCBG Max Azria Global Holdings, LLC (6857); BCBG Max Azria Group, LLC (5942); BCBG Max Azria Intermediate Holdings, LLC (3673); Max Rave, LLC (9200); and MLA Multibrand Holdings, LLC (3854). The location of the Debtors’ service address is: 2761 Fruitland Avenue, Vernon, California 90058.

² All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

January 31, 2012; 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 Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion 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 Motion 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 therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. Except as otherwise provided herein, all persons and entities including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts, that assert a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors which arose before February 28, 2017 (the "Petition Date"), including claims pursuant to section 503(b)(9) of the Bankruptcy Code (each, a "503(b)(9) Claim"), shall submit a written proof of such Claim so that it is ***actually received*** on or before **5:00 p.m. Eastern Time on June 9, 2017** (the "General Claims Bar Date") by Donlin, Recano & Company, Inc. (the "Notice and Claims Agent") in accordance with this Bar Date Order.
3. Notwithstanding any other provision of this Bar Date Order, Proofs of Claim submitted by governmental units must be submitted so as to be ***actually received*** by the Notice and Claims Agent before **5:00 p.m. Eastern Time on August 28, 2017** (the "Governmental Bar Date"), the date that is 180 days from the Petition Date.

4. Any person or entity that holds a Claim arising from the rejection of an executory contract or unexpired lease must submit a Proof of Claim based on such rejection on or before the later of (a) the General Claims Bar Date and (b) any date this Court may fix in the applicable order authorizing such rejection and, if no such date is provided, 30 days from the date of entry of such order. The Debtors will provide notice of the Rejection Bar Date to the contract or lease counterparty whose contract or lease is being rejected at the time the Debtors reject any executory contract or unexpired lease.

5. If the Debtors amend or supplement their Schedules subsequent to the date hereof, the Debtors shall provide notice of any amendment or supplement to the holders of Claims affected thereby. The Debtors shall also provide such holders with notice that they will be afforded at least 35 days from the date of such notice to submit Proofs of Claim with respect to Claims affected by the amendment or supplement of the Schedules or otherwise be forever barred from doing so.

6. In accordance with Bankruptcy Rule 3003(c)(2) and the Guidelines, any holder of a Claim that is not excepted from the requirements of the Bar Date Order and fails to timely submit a Proof of Claim in the appropriate form shall be forever barred, estopped and enjoined from (a) asserting such Claim against the Debtors and their chapter 11 estates, (b) voting on any chapter 11 plan filed in this case on account of such Claim, and (c) participating in any distribution in the chapter 11 cases on account of such Claim.

7. As appropriate, the Debtors shall mail one or more Proof of Claim forms substantially similar to the Form of Proof of Claim annexed as Exhibit B to the Motion, which is hereby approved, indicating on the form how the Debtors have listed such creditor's Claim in the

Schedules (including the identity of the Debtor, the amount of the Claim and whether the Claim has been scheduled as “contingent,” “unliquidated,” or “disputed.”)

8. The following procedures for the submission of Proofs of Claim asserting Claims against the Debtors in the chapter 11 cases shall apply:

- a) Each Proof of Claim must: (i) be written in English; (ii) include a Claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant; and (v) include supporting documentation unless voluminous, in which case a summary must be attached or an explanation provided as to why documentation is not available.
- b) In addition to the requirements set forth in (a) above, any Proof of Claim asserting a 503(b)(9) Claim must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) Claim is being asserted; (iii) attach documentation of any reclamation demand made to any Debtor under section 546(c) of the Bankruptcy Code (if applicable); and (iv) set forth whether any portion of the 503(b)(9) Claim was satisfied by payments made by the Debtors pursuant to any order of the Court authorizing the Debtors to pay prepetition Claims.
- c) Parties who wish to receive proof of receipt of their Proofs of Claim from the Notice and Claims Agent must also include with their Proof of Claim a copy of their Proof of Claim and a self-addressed, stamped envelope.
- d) Each Proof of Claim must specify by name and case number the Debtor against which the Claim is submitted. A Proof of Claim submitted under Case No. 17-10466 or that does not identify a Debtor will be deemed as submitted only against BCBG Max Azria Global Holdings, LLC. A Proof of Claim that names a subsidiary Debtor but is submitted under the Case No. 17-10466 will be treated as having been submitted against the subsidiary Debtor with a notation that a discrepancy in the submission exists.
- e) If the holder asserts a Claim against more than one Debtor or has Claims against different Debtors, a separate Proof of Claim form must be submitted with respect to each Debtor. To the extent more than one Debtor is listed on the Proof of Claim, such Claim will be treated as if submitted only against the first-listed Debtor.
- f) Each Proof of Claim, including supporting documentation, must be submitted so that the Notice and Claims Agent actually receives the Proof of Claim on or before the applicable Bar Date by either: (i) electronically using the

interface available on Notice and Claims Agent's website at <http://www.donlinrecano.com/bcbg>, or (ii) first-class U.S. Mail, overnight mail, or other hand-delivery system, which Proof of Claim must include an original signature, at one of the following addresses:

If delivered by first-class U.S. mail:	Donlin, Recano & Company, Inc. Re: BCBG Max Azria Global Holdings, LLC, <i>et al.</i> P.O. Box 199043 Blythebourne Station Brooklyn, NY 11219
If delivered by hand delivery or overnight mail:	Donlin, Recano & Company, Inc. Re: BCBG Max Azria Global Holdings, LLC, <i>et al.</i> 6201 15th Avenue Brooklyn, NY 11219

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL
NOT BE ACCEPTED AND WILL NOT BE DEEMED TIMELY SUBMITTED.**

9. The following persons or entities need ***not*** submit a Proof of Claim in the chapter 11 cases on or prior to the General Claims Bar Date:
- a) any person or entity that has already submitted a Proof of Claim against the Debtors with the Clerk of this Court or the Debtors' Notice and Claims Agent (defined herein) in a form substantially similar to Official Bankruptcy Form No. 410;
 - b) any person or entity whose Claim is listed on the Schedules filed by the Debtors; provided that (i) the Claim is ***not*** scheduled as "disputed," "contingent" or "unliquidated"; (ii) the claimant agrees with the amount, nature and priority of the Claim as set forth in the Schedules; ***and*** (iii) the claimant does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed on the Schedules;
 - c) any holder of a Claim previously allowed by order of this Court including those claims allowed pursuant to any order approving the relief requested in the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling A Final Hearing, and (VII) Granting Related Relief* (the "DIP Motion") [Docket No. 22]);
 - d) any holder of a Claim that has already been paid in full;

- e) any holder of a Claim for which a specific deadline has previously been fixed by this Court or otherwise fixed pursuant to the Bar Date Order;
- f) any Debtor having a Claim against another Debtor or any of the non-debtor subsidiaries (whether direct or indirect) of Global Holdings having a Claim against any of the Debtors;
- g) any holder of a Claim based on an equity interest in any of the Debtors;
- h) any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, *provided, however,* that any person or entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a Proof of Claim on or prior to the General Claims Bar Date;
- i) any employee of the Debtors, if an order of this Court authorized the Debtors to honor such Claim in the ordinary course of business as a wage, commission or benefit; *provided, however,* that a current employee must submit a Proof of Claim by the General Claims Bar Date for all other Claims arising before the Petition Date, including Claims for wrongful termination, discrimination, harassment, hostile work environment, and retaliation;
- j) any current or former officer or director for indemnification, contribution, or reimbursement;
- k) the ABL Agent, the ABL Lenders, the Term Loan Agent, or the Term Loan Lenders (each as defined in the Plan³) for the ABL Claims or the Term Loan Claims (each as defined in the Plan); and
- l) any person or entity holding a Claim solely against the Debtors' non-debtor affiliates.

10. Nothing in this Bar Date Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any Claim reflected in the Schedules.

11. The notice substantially in the form annexed as **Exhibit C** to the Motion is approved and shall be deemed adequate and sufficient if served by first-class mail at least 35 days prior to the General Claims Bar Date on:

³ As used herein, "Plan" means the *Joint Plan of Reorganization of BCBG Max Azria Global Holdings, LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 39].

- a. the United States Trustee for the Southern District of New York;
- b. counsel to the committee of unsecured creditors (the “Creditors’ Committee”) and any other official committee formed in the chapter 11 cases;
- c. any persons or entities that have requested notice of the proceedings in the chapter 11 cases pursuant to Bankruptcy Rule 2002;
- d. all persons or entities that have submitted Proofs of Claim against the Debtors;
- e. all known creditors and other known holders of potential Claims against the Debtors, including all persons or entities listed in the Schedules for which the Debtors have addresses;
- f. all parties to executory contracts and unexpired leases of the Debtors;
- g. all parties to litigation with the Debtors and their counsel (if known);
- h. counsel to the administrative agent under the Debtors’ prepetition asset-based lending revolving credit facility;
- i. counsel to the administrative agent under the Debtors’ prepetition term loan credit facility;
- j. counsel to the agents under the Debtors’ debtor-in-possession credit facilities;
- k. holders of BCBG Max Azria Global Holdings, LLC common units;
- l. holders of BCBG Max Azria Global Holdings, LLC preferred units;
- m. the Internal Revenue Service for the Southern District of New York, the Securities and Exchange Commission, the Environmental Protection Agency (and similar state environmental agencies for states in which the Debtors conduct business), and any other governmental units applicable to the Debtors’ businesses; and
- n. state attorneys general and state departments of revenue for states in which the Debtors conduct business.

12. Pursuant to Bankruptcy Rules 2002(f) and 2002(l), the Debtors shall publish a form of the Bar Date Notice (modified as necessary but consistent with the requirements of the Guidelines), substantially in the form annexed as **Exhibit D** to the Motion, on one occasion in

The New York Times (national edition) and the *Los Angeles Times*, at least 28 days prior to the General Claims Bar Date, which publication is hereby approved and shall be deemed good, adequate, and sufficient publication notice of the General Claims Bar Date.

13. Any person or entity who desires to rely on the Schedules will have the responsibility for determining that such person's or entity's Claim is accurately listed in the Schedules.

14. The Debtors and their Notice and Claims Agent are authorized to take all actions and make any payments necessary to effectuate the relief granted pursuant to this Bar Date Order in accordance with the Motion.

15. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of the local rules of this Court are satisfied by such notice.

16. Notwithstanding anything to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

17. Entry of this Bar Date Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of Claims or interests not subject to the General Claims Bar Date established herein must submit such Proofs of Claim or interest or be barred from doing so.

18. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Bar Date Order.

New York, New York
Dated: April 26, 2017

/S/ Shelley C. Chapman
THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE